

RENUKA AGRI FOODS PLC
Annual Report 2023

CONTENTS

WHO WE ARE, VISION, CULTURE AND VALUES	02
MANUFACTURINGS AND PLANTATIONS	03
AT A GLANCE	04
PROFILE OF DIRECTORS	05
CHAIRMAN'S REVIEW	06
MANAGEMENT DISCUSSION AND ANALYSIS	07 - 09
CORPORATE GOVERNANCE	10 - 16
AUDIT COMMITTEE MEETING	17
RELATED PARTY TRANSACTIONS REVIEW COMMITTEE	18
REMUNERATIONS COMMITTEE REPORT	19
NOMINATIONS COMMITTEE REPORT	20
RISK MANAGEMENT	21 - 24
SUSTAINABILITY REPORT	25 - 26
REPORT OF THE DIRECTORS	27 - 30
STATEMENT OF DIRECTORS' RESPONSIBILITY	31
FINANCIAL REPORTS	
INDEPENDENT AUDITOR'S REPORT	32 - 34
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME	35
STATEMENT OF FINANCIAL POSITION	36
STATEMENT OF CHANGES IN EQUITY	37-38
STATEMENT OF CASH FLOWS	39
NOTES TO THE FINANCIAL STATEMENTS	40 – 81
DIRECTORATE OF GROUP COMPANIES	82
REAL ESTATE PORTFOLIO	83
FIVE YEAR SUMMARY	84
SHAREHOLDERS' & INVESTORS' INFORMATION	85 - 86
TOP 20 MAJOR SHAREHOLDERS	87
NOTICE OF MEETING	88-89
CIRCULAR TO THE SHAREHOLDERS & FORM OF PROXY	90 - 94
CORPORATE INFORMATION	95

WHO WE ARE

Renuka Agri Foods PLC is an Agribusiness organisation listed on the Colombo Stock Exchange. We are an organisation engaged in plantations, manufacturing and distribution, integrated across the value chain. As an organisation focused on results, the emphasis has been towards the creation of long term shareholder value in all our businesses, while being a socially responsible corporate citizen.



RESPONSIVE
ENTERPRISING
NURTURING
UNRELENTING
KNOWLEDGEABLE
ACCOUNTABLE

VISION

To be a leading global manufacturer, marketer and center of excellence for agriculture based food and beverage products.

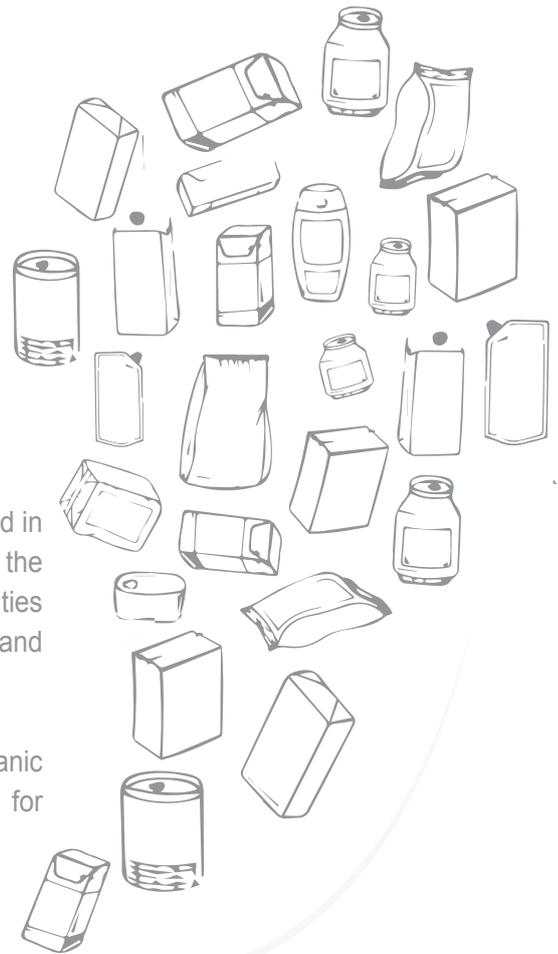
CULTURE AND VALUES

Renuka's culture reflect more than a structure, it is a statement of values. Our commitment to a Responsive, Enterprising, Nurturing, Unrelenting, Knowledgeable and Accountable workplace enables us to build relationships with clients and with colleagues, on honesty and trust. It drives our ability to deliver great products and services and to generate superior long-term financial performance for our shareholders.

MANUFACTURING

Renuka Agri Foods PLC and Renuka Agri Organics Ltd are involved in the manufacture of coconut based food and beverage products for the local and international markets. Our state of the art production facilities are geared to meet the demands set out by clientele the world over and brings out the best taste in different forms of packaging.

Renuka Agri Organics Ltd is the license holder for our organic plantations and factories thus ensuring that the world demand for organic coconut products is sustainable on a long term basis.



PLANTATIONS

Kandy Plantation Ltd today is one of Sri Lanka's largest, integrated organic certified farms contributing to uplift the rural communities around the region. Coco Lanka (Pvt) Ltd is establishing a state of the art drip irrigation organic coconut farm, while Ceylon Forestry (Pvt) Ltd is engaged in sustainable cultivation of trees.

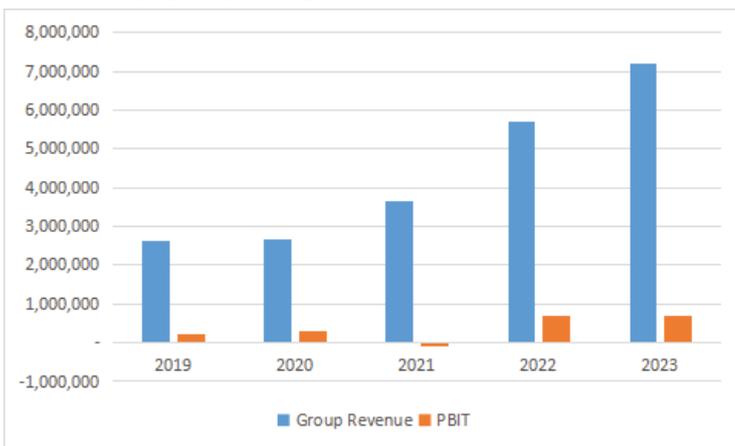
REVENUE
7,212
RS. MILLION

TOTAL ASSETS
7,918
RS. MILLION

GROSS PROFIT
1,616
RS. MILLION

EMPLOYEES 762 NOS.

GROUP REVENUE AND EBIT



Rs. 993 Mn
EBIT in Year 2023

Rs. 7,212 Mn
Revenue in Year 2023

TOTAL ASSETS AND LIABILITIES



Rs. 7,918 Mn
Assets in Year 2023

Rs. 3,638 Mn
Liabilities in Year 2023

PROFILE OF DIRECTORS

Dr. S.R Rajiyah

(Executive/Non-Independent)

Dr. S.R Rajiyah is the Executive Chairman of the Company. He is also the Group Managing Director of Renuka Holdings PLC Executive Chairman of Renuka Foods PLC and Chairman of Shaw Wallace Ceylon Ltd. Director of Richlife Dairies Ltd and a Director of other companies of the Renuka Group. He is a medical doctor qualified in Sri Lanka and counts over 40 years of corporate experience in operations, quality management, research and development as well as in founding and running businesses.

Mrs. I.R Rajiyah

(Executive/Non-Independent)

Mrs. I.R Rajiyah is the Deputy Executive Chairperson of the Company. She is qualified in Business Studies from the United Kingdom and is a fellow of the British Institute Management. She counts over 40 years of corporate experience in founding and running businesses. She is also the Executive Chairperson of Renuka Holdings PLC and Deputy Executive Chairperson of Renuka Foods PLC, a Director of Shaw Wallace Ceylon Ltd, Richlife Dairies Ltd and companies of the Renuka Group.

Mr. S.V. Rajiyah

(Executive/Non-Independent)

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

Mr. V. Sanmugam

(Executive/Non-Independent)

Mr V. Sanmugam is an Executive Director of the Company and he holds a Bachelor of Engineering Degree from the Mangalore University. He counts over 37 years of industrial work experience, out of which, 26 years have been with the Renuka Group Companies. He has extensive experience in New Plant Establishment, Project Planning & Management, Supply Chain/ Inventory Management, Statutory & Regulatory Compliance, besides others. He is also an Executive Director of Renuka Holdings PLC, Renuka Foods PLC, Shaw Wallace Ceylon Ltd and Richlife Dairies Ltd.

Mr. Kapila Liyanagamage

(Non-Executive/ Independent)

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

Mr. B. V. Selvanayagam

(Non-Executive/ Independent)

Brian Selvanayagam is a Director of Loops Creative (Pvt) Ltd, a leading integrated advertising agency in Sri Lanka working with several leading brands and Fortune 500 Companies. Loops has offices in Australia, Malaysia, Japan and Qatar.

He is an Associate Member of the Chartered Institute of Management Accountants (UK), Fellow Member of the Institute of Chartered Accountants of Sri Lanka, Fellow Member of the Chartered Institute of Marketing (UK), Fellow Member of the

Certified Management Accountants of Sri Lanka and Chartered Member of the Chartered Institute for Securities & Investment. (UK). He is the Past Chairman of the Chartered Institute of Marketing Sri Lanka and was a member of the Audit & Risk Committee of the Chartered Institute of Marketing (U.K.)

He is presently an Independent Non Executive of Director of Galle Face Capital Partners PLC and the Past President of the Rotary Club of Colombo West and also a Commission Member of the Insurance Regulatory Commission of Sri Lanka.

He counts over 21 years of work experience in fields covering auditing, banking and financial services, property development and education. He is also a Justice of the Peace for the whole island.

Mr. D.S. Arangala

(Non-Executive/ Independent)

Mr. Daya Sumith Arangala was appointed to the Board on 2nd May 2016 as an Independent Non Executive Director. He functioned as the Chief Executive Officer (CEO) of LVL Energy Fund PLC during the period May 2016 to August 2023 and of Lanka Ventures PLC during the period July 2002 to April 2016. Prior to that he functioned as the Assistant General Manager of Capital Development and Investment Company Limited, the pioneer venture capital company in Sri Lanka. He commands considerable knowledge and experience in investing in private equity, venture capital and capital markets being associated with the industry for over 35 years. He is a Bachelor of Engineering from the Royal Melbourne Institute of Technology (RMIT), Melbourne, Australia and holds a Graduate Diploma in Quality Technology from the same institute. He is a Graduate member of the Institute of Engineers, Australia.

Mrs. S.T.R.E. Wijesuriya

(Executive/Non-Independent)

Mrs. S.T.R.E. Wijesuriya is an Executive Director of the Company and holds a BSc and MSc (Food Science & Technology) from the University of Peradeniya ; Diploma in Quality Management from Sri Lanka Standards Institution . She counts over 32 years of food industrial work experience, out of which 21 years have been with the Renuka Group in various capacities and currently holds the post of Director – Quality of the Agri sector.

CHAIRMAN'S REVIEW

It is a pleasure to welcome you to the 24th Annual General Meeting and to present the Audited Financial Statements and the Annual Report for the year ended 31st March 2023.

Sri Lankan Economy

The Sri Lankan economy faced its most challenging year in its post-independence history in 2022, comprising severe economic hardship that led to both public anxiety and political upheaval. The impoverished conditions in the economy warranted immediate and coordinated policy initiatives by the Government and the Central Bank to preempt a further escalation of the situation.

The resulting economic turmoil was aggravated by exceptionally high levels of inflation and interest rates, causing public anxiety and political upheaval. Although these issues were more pronounced in the first half of the year, there was an improvement in the overall economy towards the latter part of the year. This improvement was driven by a clearer understanding of the macroeconomic landscape, the implementation of necessary reforms, the introduction of coordinated policy initiatives, and the successful acquisition of a USD 3 billion bailout package from the International Monetary Fund (IMF).

In nominal terms, the Sri Lankan economy recorded a significant expansion of 37.2 per cent in 2022, year-on-year, compared to that of 12.3 per cent in the preceding year, reflecting the large deflator during the year, while the Agricultural sector faced its fair amount of challenges. According to recent yield data, Sri Lanka harvested 3.2 billion nuts in 2022. However, experts warn that the lack of sufficient fertilizer support previously could lead to a crop shortage, putting the industry at risk. A potential drop of about 10% harvest compared to 2022 is expected.

The year under review was also characterized by fiscal tightening, with a marked increase in both direct and indirect taxes to bridge the budget deficit from the latter part of the year. Accordingly, Value Added Tax (VAT) was increased from 8% to 15%, corporate taxes on manufacturers were increased from 18% to 30%, while a social security contribution levy of 2.5% was also introduced. Consumer disposable income, and thereby household budgets, also noted a significant reduction driven by inflationary impacts and the contractionary monetary and fiscal policy including impacts of the significant increase in personal income taxes during the last quarter coupled with a global slowdown, which adversely impacted demand and reduced consumption of our products.

Company Financial Performance

Despite the challenging economic conditions, the company reported a significant year-on-year growth of 19.4% in turnover, amounting to Rs. 5.6 billion compared to Rs. 4.7 billion in the previous year. The group's turnover also grew by 26.7%, reaching Rs. 7.2 billion compared to Rs. 5.7 billion in the previous year. The company reported an operating profit of Rs. 624 million, while the group reported an operating profit of Rs. 993 million.

Future Outlook

The short to medium-term outlook for Sri Lanka is expected to remain volatile and global demand is sluggish. However, it is anticipated that structural changes will be implemented through comprehensive economic programs to address macroeconomic imbalances. The intervention of the International Monetary Fund (IMF) is expected to guide tax reforms and increase government revenue to reduce the fiscal deficit..

As a company we will employ effective pricing strategies, productivity enhancements, and cost measures to navigate the circumstances. Our company will closely monitor economic developments and remain adaptable while upholding our quality standards. We will take proactive measures to capitalize on export markets, aligning with the country's emphasis on export growth. Meeting stakeholder expectations and delivering significant value to the business will remain our top priorities. I have confidence that our strong foundation will guide our resilience in the years ahead.

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

Sgd.
S.R.Rajiyah
11th August 2023

MANAGEMENT DISCUSSION ANALYSIS

Operating Environment

- The Sri Lankan economy declined by 7.8% in real terms in 2022, in spite of the adverse impact of the COVID-19 pandemic, against the GDP by 3.5% recorded in 2021. The year 2022 posed significant challenges for the Sri Lankan economy, marking one of the toughest periods since its independence. The country faced economic hardships, causing public anxiety and political unrest. In response, both the Government and the Central Bank swiftly implemented coordinated policy initiatives to address the situation and prevent further escalation. These measures aimed to alleviate the impoverished conditions and bring stability to the economy, fostering hope for a brighter future. While the corrective measures implemented had short-term effects on the general population, they were imperative to protect the

economy and its stakeholders from potentially disastrous consequences of unchecked economic instability. These measures aimed to prevent hyperinflation, a significant decline in economic activity, and isolation from the global community, which would have had far more detrimental impacts on the people and businesses of the country. Although challenging in the immediate term, these actions were taken with the long-term well-being of the nation in mind.

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

Movement	Cause	Impact to Renuka Agri Foods PLC
Economy GDP has decreased by 7.8% for the year ended 2022 compared to GDP growth of 3.5% in year 2021.	All sectors of the economy has declined during 2022 (agriculture, forestry and fishing by 4.6%, industry by 16%, and services by 2%), compared to the previous year. Investment and consumption expenditure shrank in 2022 and net external demand weakened. Investment as a percentage of nominal GDP stood at 34.4 per cent in 2022, compared to 36.7 per cent in the previous year. Due to depreciation in domestic currency, and import controls and subdued aggregate demand, the net external demand for goods and services improved notably by 34.1% in 2022 compared to previous year. consumption expenditure, which accounted for 69.2% of the GDP, expanded by 34.3%, year-on-year, in 2022, compared to the expansion of 8.4% in 2021, largely contributing to the overall nominal growth of the economy.	Due to the imposition of import control restrictions and the depreciation of the currency, the Company has been facing challenges in sourcing essential raw materials. As a result, there has been a noticeable increase in the prices of these critical inputs. These supply constraints, coupled with currency fluctuations, have impacted the Company's ability to procure necessary raw materials, leading to higher costs. The Company is actively addressing these challenges while exploring alternative sourcing options to mitigate the impact on its operations.
Inflation Year-on-year core inflation based on the CCPI and the NCPI accelerated to 57.2% and 59.2%, respectively, by end 2022, compared to 12.1% and 14%, recorded at the end of 2021, respectively.	From January to December 2022, headline inflation witnessed a significant surge, primarily driven by price pressures originating from various sources. These sources included price increases in essential sectors such as food, energy, and transportation, which were influenced by supply disruptions, sudden adjustments to administered prices, the sharp depreciation of the Sri Lanka rupee etc. The acceleration in inflation reflected a complex interplay of multiple factors impacting the overall economy, requiring careful monitoring and potential policy interventions to manage the situation effectively.	The company was significantly impacted by the high cost of manufacturing and borrowing, which posed challenges to its operations. To mitigate the negative effects on the company, measures were taken to improve product margins and enhance manufacturing efficiency. These steps were necessary to offset the increased costs and maintain competitiveness in the market. By implementing these strategies, the company aimed to safeguard its financial stability and maintain its position in the industry amid the challenging cost environment.

MANAGEMENT DISCUSSION ANALYSIS (CONT.)

Movement	Cause	Impact to Renuka Agri Foods PLC
<p>Domestic Interest Rates</p> <p>Due to the tightening monetary policy stance by The Central Bank, overall interest rates has been increased.</p>	<p>To preempt the build-up of excessive inflationary pressures over the medium term and to address imbalances in the external sector and financial markets, measures were taken to commence tightening the monetary policy stance from early 2022 onwards. Throughout the year, there has been a significant increase in the Monthly Average Weighted Prime Lending Rate (AWPLR), rising from 9.42% to 22.42%. This rise in the lending rate has had notable implications for borrowers, affecting the cost of borrowing across various sectors. The increase in AWPLR reflects the changing dynamics of the lending market and highlights the need for borrowers to carefully assess their financing options. It is important for individuals and businesses to consider these changes when making financial decisions and explore alternative avenues to manage borrowing costs effectively.</p>	<p>The Company successfully managed to absorb the high cost of borrowing through increased product margins and enhanced manufacturing efficiency. These proactive measures enabled the Company to mitigate the financial impact of borrowing expenses. By optimizing product margins and streamlining manufacturing processes, the Company demonstrated its resilience and ability to adapt to challenging market conditions. These efforts not only helped to offset the elevated cost of borrowing but also contributed to maintaining the Company's financial stability and competitiveness in the industry</p>
<p>Exchange Rates</p> <p>Exchange rate was fluctuated from Rs. 300/- to Rs 377/- during the year against the USD.</p>	<p>The external sector imbalances are largely reflected by the dried-up liquidity conditions in the domestic foreign exchange market, series of sovereign rating downgrades along with the precarious level of international reserves that have exerted significant depreciation pressures on the exchange rate.</p>	<p>Depreciation of the Rupee had negatively impact on our import payments however this contributed positively towards the Company's export turnover growth.</p>
<p>Share Market</p> <p>The Colombo Stock Exchange (CSE) showed a mix of ups and downs during the year.</p>	<p>During the period from 01st April 2022 to 31st March 2023, the Colombo Stock Exchange (CSE) performance showed a mix of ups and downs. The overall trend of the market reflected the evolving economic and global conditions, as well as various internal and external factors that influenced investor sentiment. In the first quarter of the period, the market experienced some volatility, influenced by uncertainties surrounding the global economic recovery and ongoing pandemic-related challenges. However, as the year progressed, the market gradually regained stability and showcased signs of recovery. Throughout the year, the CSE witnessed fluctuations in key indices such as the All Share Price Index (ASPI) and the S&P SL20 Index, which tracks the performance of the top 20 companies listed on the exchange. The performance of individual sectors varied, with some sectors experiencing growth and others facing challenges. Factors such as changes in interest rates, government policies, corporate earnings, and global market dynamics played a role in shaping the market performance. Additionally, investor sentiment was influenced by domestic economic conditions, political developments, and global events.</p>	<p>Highest share price of the company recorded at Rs. 8.90/- & lowest at Rs. 3.00/- during the year under review. It was closed at Rs. 5.20/- as at 31st March 2023.</p>

MANAGEMENT DISCUSSION ANALYSIS (CONT.)

Capital Management Review

Managing our capital according to a structured process is key to our continued success. The capital reports below, gives a summary description of our capital resources.

Financial Capital

The Group achieved a significant increase in revenue, with a total of Rs. 7.2 billion, marking a 27% growth compared to the previous year's revenue of Rs. 5.7 billion. This positive performance can be attributed to several factors, including the increase in product margins. As a result, the Group reported a profit after tax attributable to equity holders amounting to Rs. 399 million for the year.

Furthermore, the Group's gross profit reached Rs. 1,616 million, reflecting a substantial increase of Rs. 709 million compared to the previous year. This growth in gross profit can largely be attributed to the improved product margins.

The Group's impressive financial results demonstrate its ability to effectively manage costs and optimize revenue streams. By focusing on enhancing product margins, the Group was able to drive profitability and achieve notable growth in both revenue and gross profit. These outcomes highlight the Group's commitment to sustainable financial performance and its ability to adapt to market dynamics.

Manufactured Capital

Deriving 100% of our revenue from manufactured products we are conscious of the importance of ensuring that our manufacturing capabilities are expanded, upgraded and maintained according to carefully orchestrated plan to deliver growth and future sustainability. Our manufactured capital comprises of building, plant & machinery and other items including motor vehicles, furniture & fittings and tools and equipment.

Natural Capital

Environmental sustainability is highly regarded and embedded into the corporate governance framework of the Renuka Agri Sector whilst managing the natural resources and meeting corporate obligations towards protecting the environment around us. Through our organic certified plantation's and factories we ensure that our customers all around the world get organic coconut products which is sustainable in the long term as well. Focus on energy management, waste management, maintaining clean business environment, water management are a few initiatives taken by the Group during the year. We also embarked on "Net Plus" solar power project at our factory by installing roof top solar panels with a view to reducing electricity consumption within the Group. We also provide guidance to farmers on sustainable agricultural practices with the objective of preserving soil health, forestry and bio diversity. Management of natural capital is a critical imperative as it accounts for significant portion of our total assets. We are heavily dependent on natural resources, water, energy and are significantly impacted by climate change in our plantations

We also seek to manage our consumption of materials, water and energy to reduce cost of production and our impacts on the environment. Compliance with Central Environmental Authority License, which is obtained by all our factories, is strictly adhered to.

Human Capital

The Group strongly believes in people development and encourages knowledge sharing. As a result management launched its organization structures and strategy for 2022 to its senior management team and emphasized the roles that each one of our employee needs to play in the coming years. Having sought insights from internal and external stakeholders, some of the business processes, operations and departments reporting have been revisited and streamlined.

Social and Relationship Capital

In today's dynamic and competitive business environment, Corporate Sustainability links with the social responsibility and the strength of the stakeholder relationships. The companies in the Group mainly depend on the co-ordination of the society surrounding environment. In turn, it benefits all the companies in the Group in many ways.

Intellectual Capital

Intellectual Capital is the group of knowledge assets that are attributed to an organisation and most significantly contribute to an improved competitive position of an organisation by adding value to defined stakeholders (Marr & Schiuma, 2001). The Renuka Group which the Company belongs to, trace its roots to 1866 and gradually built its solid businesses pillars owning many brands striving in local and export markets. Such a built up knowledge is used in many aspects and able to invest in wider range of business operations while growing the Group as a whole. Our intellectual capital enables us to compete effectively in local and global markets shaping our brand equity.

Outlook

Given the prevailing economic conditions, the country is currently facing significant challenges. However, the company has proactively tackled these operational difficulties by implementing effective working capital and capital management strategies. By carefully managing various capitals, the company aims to maximize returns and mitigate the impact of the challenging economic environment.

Despite the external challenges, the company remains committed to optimizing its operational efficiency and financial performance. Through diligent management of working capital and other resources, the company strives to navigate through the prevailing economic conditions and achieve sustainable growth. By adapting to the changing landscape and making strategic decisions, the company aims to position itself for long-term success in the face of economic uncertainties.

CORPORATE GOVERNANCE

CORPORATE GOVERNANCE

Corporate Governance is system of rules, practices and processes by which a company is directed and controlled. Corporate Governance essentially involves balancing the interests of the many stakeholders in a company – these include its shareholders, management, customers, suppliers, financiers, government and the community. Since Corporate Governance also provides the framework for attaining a company’s objectives, it encompasses practically every sphere of management, from action plans and internal controls to performance measurement and corporate disclosure. The Company holds itself accountable to the highest standards of Corporate Governance and provides public accessibility to the information of the Company. Corporate Governance has been institutionalized at all levels in the Group through a strong set of corporate values which have been adhered to by the senior management and Board of Directors in the performance of their official duties and in other situations which could affect the Group image. The Group is committed to the highest standards of integrity, ethical values and professionalism in all its activities.

In Renuka Agri Foods Group, we set our framework of Corporate Governance in line with Code of Best Practice on Corporate Governance issued by the Institute of Chartered Accountants of Sri Lanka and the rules set out in the Colombo Stock Exchange Listing Rules and also comply with the Country’s Legislative and Regulatory requirement.

Internal Governance Structure

Board of Directors

The Board of Directors are the ultimate governing body of the Company with diverse experience, professionalism and has a wide range of expertise in various fields as set out on page 05.

The Board is responsible for the ultimate supervision of the Group. In all action taken by the Board, Directors are expected to exercise their business judgment considering the best interest of the Company. The Directors participate in defining goals, visions, strategies and business targets.

The Board gives leadership in setting the strategic direction and establishing a sound control framework for the successful functioning of the Company. The Boards composition reflects a sound balance of independence.

COMPOSITION OF THE BOARD AND DIRECTORS INDEPENDENCE

Composition of the Board of Directors as at 31st March 2023 consists of 8 members of which

- 5 Executive Directors
- 3 Non-Executive Independent Directors

The Independence of the Directors are measured in accordance with the Listing Rules of the Colombo Stock Exchange and the Independent Non-Executive Directors has submitted signed confirmation of their Independence.

Name of Directors	Executive	Non-Executive	Independent
Dr. S. R. Rajiah	✓		
Mrs. I.R. Rajiyah	✓		
Mr. S.V. Rajiyah	✓		
Mr. V. Sanmugam	✓		
Mrs. S.T.R.E. Wijesuriya	✓		
Mr. B.V. Selvanayagam		✓	✓
Mr. K. Liyanagamage		✓	✓
Mr. D.S. Arangala		✓	✓

BOARD RESPONSIBILITIES

The Board aims at fulfilling its responsibilities by creating value for all stakeholders that is sustainable and beneficial. Under the direction of the Executive Directors and oversight of the Board, the business of the Company is conducted by its managers, officers and employees to enhance the long term value of the Company.

The Board meets regularly and gives full consideration to the following:

- Review strategic and operational issues
- Approve interim and annual budgets
- Review profit and working capital forecasts and monthly management accounts
- Provide advice and guidelines to senior Managers
- Approve major Investments
- Approve interim and annual reports

BOARD BALANCE

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

Directors are provided with quarterly reports of performance and minutes of the Boards Meetings and are given the specific documentation necessary, in advance of such meetings.

There is a distinct and clear division of responsibilities between the Chairman and the Management to ensure that there is a balance of power and authority. The roles of the Chairman and the management are separated and clearly defined. The Chairman is responsible for ensuring Board effectiveness and conduct whilst the Management has overall responsibilities over the operating units, organizational effectiveness and implementation of Board policies and decisions.

CORPORATE GOVERNANCE (CONT.)

BOARD MEETINGS AND ATTENDANCE

There was 3 Board Meeting for the year ended 31st March 2023 and attendance to meeting is as follows;

Names of Directors	Eligible to attend	Attended
Dr. S.R. Rajiyah (Chairman)	3	3/3
Mrs. I.R.Rajiyah	3	3/3
Mr. S.V.Rajiyah	3	3/3
Mr. B.V.Selvanayagam	3	3/3
Mr. K.Liyanagamage	3	3/3
Mr. V.Sanmugam	3	2/3
Mrs. S.T.R.E.Wijesuriya	3	2/3
Mr. D.S.Arangala	3	2/3

Audit Committee Meetings

From 01.04.2022 to 19.01.2023

Names of Directors	Eligible to attend	Attended
Mr. B.V. Selvanayagam (chairman)	3	3/3
Mr. D.S.Agangala	3	2/3
Mr. K.Liyanagamage	3	3/3

From 20.01.2023 to 31.03.2023

Names of Directors	Eligible to attend	Attended
Mr. B.V. Selvanayagam (chairman)	1	1/1
Mr. M.S.Dominic	1	0/1
Dr.J.A.S.Felix	1	1/1

Renuka Foods PLC (Parent Company) Appointed as audit Committee On 20.01.2023

Related Party Review Committee Meetings

Names of Directors	Eligible to attend	Attended
Mr. T.K. Bandaranayake (Chairman)	4	4/4
Mr. M.S. Dominic	4	3/4
Mr. J.M.Swaminathan	4	4/4

Remuneration Committee Meeting

Names of Directors	Eligible to attend	Attended
Mr. M.S. Dominic- Chairman	1	1/1
Dr. J.M.Swaminathan	1	1/1
Mr. T.K.Bandaranayake	1	1/1

Nomination Committee Meeting

Names of Directors	Eligible to attend	Attended
Mr. M.S. Dominic - Chairman	1	1/1
Mr. T.K. Bandaranayake	1	1/1
Mrs. J. J. B. A. Rajiyah	1	1/1

APPOINTMENT RE-ELECTION OF DIRECTORS

The Company's Articles of Association call for one third of the Non-Executive Directors to retire at each Annual General Meeting and the Director who retires are those who have served for the longest period after their appointment/re-appointment.

PROCEDURE FOR DIRECTORS TO OBTAIN PROFESSIONAL ADVICE

The Directors obtain independent and professional advice with regard to decision making in their duties.

BOARD COMMITTEES

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

AUDIT COMMITTEE

The Audit Committee reviews issues of accounting policy and presentation for external audit function and ensures that an objective and professional relationship is maintained with the external auditors. Its principal function is to assist the Board in maintaining a sound system of internal controls. The Committee has full access to the external auditors who, in turn, have access at all times to the Chairman of the Committee. The Committee meets with the external auditors without any executive present at least once a year, in line with a good Corporate Governance Practice.

The Report of the Audit Committee is presented on page 17 and the duties of the Audit Committee are included therein.

RELATED PARTY TRANSACTIONS REVIEW COMMITTEE

The related Party Transactions review committee was established on 1st January 2016 with an objective of keeping in line with the Code of Best Practice on Corporate Governance and the requirement of the Listing Rules of Colombo Stock Exchange with a view to ensure that the interests of shareholders as a whole are taken into account by Renuka Agri Foods PLC and its subsidiaries and are consistent with the Listing Rules of Colombo Stock Exchange when entering into Related Party Transactions and make required disclosures in a timely manner.

The Related Party Transaction Committee of Renuka Agri Foods PLC is the same committee of the ultimate parent, Renuka Holdings PLC appointed by and responsible to the Board of Directors. It consists of three Non-Executive Independent Directors.

The Report of the Related Party Transactions Review Committee is Presented on Page 18.

CORPORATE GOVERNANCE (CONT.)

REMUNERATION COMMITTEE

The Remuneration Committee is responsible for developing the Groups remuneration policy and determining the remuneration packages of executive employees of the Group. The Committee recommends to the Board and its subsidiaries the remuneration to be paid to Key Management Personnel.

The Remuneration Committee of Renuka Agri Foods PLC is the same committee of the ultimate parent, Renuka Holdings PLC appointed by and responsible to the Board of Directors, it consists of three Non-Executive Independent Directors. The Managing Director may also be invited to join in the deliberation as required. The Chairman of the Committee is an Independent Non-Executive Director. The report of the remuneration committee is presented on page 19.

NOMINATION COMMITTEE

The nomination committee is responsible to identify suitable persons who could be considered to become a board member as a non Executive Director.

The Nomination committee of Renuka Agri Foods PLC is the same Committee of the ultimate parent, Renuka Holdings PLC appointed by and responsible to the Board of Directors. The report of the nomination committee is presented on page 20

SHAREHOLDER RELATIONS

The Board considers the Annual General Meeting as a prime opportunity to communicate with shareholders. The Shareholders are given the opportunity of exercising their rights at the Annual General Meeting. The notice of the Annual General Meeting and the relevant documents required are published and sent to the shareholders within the statutory period. The Company circulates the agenda for the meeting and shareholders vote on each issue separately. All shareholders are invited and encouraged to participate at the Annual General Meeting. The Annual General Meeting provides an opportunity for shareholders to seek and obtain clarifications and information on the performance of the Company and to informally meet the Directors. The external Auditors are also present at the Annual General Meeting to render any professional assistance that may be required. Shareholders who are not in a position to attend the Annual General Meeting in person are entitled to have their voting rights exercised by a proxy of their Choice.

The Company publishes quarterly accounts in a timely manner as its principle communication with shareholders and others. This enables stakeholders to make a rational judgment of the Company.

INTERNAL AUDIT AND CONTROL

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

The Company's internal audit function is headed by the Manager Internal Audit and reports of the internal audits together with management comments are discussed with the Audit Committee. Further at each meeting follow up issues from previous meetings are also discussed in order to ensure implementation of appropriate policies and procedures as a prevention mechanism.

EXTERNAL AUDIT

The Group uses three Professional Accounting Firms for its external audits. Some of them provide non-assurance services to the Group. The restrictions provided in terms of rulings issued by CSE and other commitments were taken into consideration when entering into engagements with the Group auditor.

The Knowledge and experience of the Audit Committee ensure effective usage of the expertise of the auditors, whilst maintaining independence, in order to derive transparent Financial Statements. This Group maintains independence from financial and non-financial interest between auditors and re-assesses the same on a regular basis.

MAJOR TRANSACTION

There were no major transactions during the year which fall within the definition of 'Major Transaction' in terms of the Companies Act.

GOING CONCERN

The Directors, upon making necessary inquiries and reviews including reviews of the Group budget for the following year, capital expenditure requirements and available financing facilities, have a reasonable expectation of the Company's existence in the foreseeable future. Therefore, the going concern basis is adopted in the preparation of the Financial Statements.

CORPORATE GOVERNANCE COMPLIANCE STATEMENT

Renuka Agri Foods PLC is fully complied with the Corporate Governance listing requirement of the Colombo Stock Exchange and adheres to the different regulating authorities.

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

CORPORATE GOVERNANCE (CONT.)

COMPLIANCE SUMMARY

Statement of Compliance with the Listing Rules set out in Section 7.6 of the Colombo Stock Exchange's on Corporate Governance, aresummarized below. (Mandatory Provisions – Fully Complied)

CSE Rule Reference	Corporate Governance Principal	Compliance Status	Company's Extent of Adoption
(i)	Names of persons who were Directors of the entity	Complied	Refer Directors' Report on pages 27 to 30 in this Annual Report.
(ii)	Principal activities of the entity during the year and any changes there in	Complied	Refer Note 1 to Financial Statements.
(iii)	The names and the no. of shares held by the 20 largest holders of voting and non voting shares and the percentage of such shares held	Complied	Refer Shareholders and Investor information and top 20 largest share holders on page 88 to this Annual Report
(iv)	The public holding percentage	Complied	Refer Shareholders and Investor information on page 87 to this Annual Report
(v)	A Statement of each Director's holding and Chief Executive Officer's holding in shares of the entity at the beginning and end of each Financial year	Complied	Refer Directors' Report on pages 27 to 30 to this Annual Report
(vi)	Information pertaining to material foreseeable risk factors of the Entity	Complied	Refer Risk management Report on pages 21 to 24 to this Annual Report.
(vii)	Details of material issues pertaining to employees and industrial relation of the Entity	Complied	Refer Directors' Report on pages 27 to 30 to this Annual Report
(viii)	Extent, Locations, Valuations and the number of buildings of the Entity's land holding and investment properties	Complied	Refer Real Estate Portfolio on page 83 to this Annual Report
(ix)	Number of shares representing the Entity's Stated Capital	Complied	Refer Note 24 to Financial Statements
(x)	A distribution schedule of the number of holders in each class of equity securities and the percentage of their total holdings	Complied	Refer Shareholders and Investor information on page 85 to this Annual Report
(xi)	Financial Ratios and Market Price Information	Complied	Refer five year summary on pages 84 and 86 to this annual report
(xii)	Significant change in the Company's fixed assets and market value of Land, if the value differs substantially from the book value as at the end of the year	Complied	Refer note 12 to Financial Statements
(xiii)	Details of funds raised through a public issue, rights issue and a private placement during the year	Not Applicable	-
(xiv)	Information in respect of Employee Share Ownership or Stock option Scheme	Not Applicable	-
(xv)	Disclosures pertaining to Corporate Governance practices in terms of Rules 7.10.3, 7.10.5c. & 7.10.6.c.of Section 7 of the Listing Rules	Complied	Refer Corporate Governance Report on pages 10 to 16 to this Annual Report
(xvi)	Related Party Transactions exceeding 10 percent of the equity or 5 percent of the total assets of the entity as per Audited Financial Statements, whichever is lower.	Complied	Refer Note 32 to Financial Statements
(xvii)	Disclosures on Foreign Currency Denominated Security	Not Applicable	-
(xviii)	Disclosures on listed Green Bonds	Not Applicable	-
(xix)	Disclosures on listed perpetual Debt Securities	Not Applicable	-

CORPORATE GOVERNANCE (CONT.)

Statement of Compliance with the Listing Rules set out in Section 7.10 of the Colombo Stock Exchange's on Corporate Governance, as summarized below. (Mandatory Provisions – Fully Complied)

CSE Rule	Corporate Governance Principles	Compliance Status	Company's Extent of Adoption
7.10	COMPLIANCE		
a./b./c.	Compliance with Corporate Governance Rules	Complied	This report declares the confirmation on compliance and refer Page 13 for "CORPORATE GOVERNANCE COMPLIANCE STATEMENT"
7.10.1	NON-EXECUTIVE DIRECTORS (NED)		
a.	At least 2 members or 1/3 of the Board, whichever is higher should be NEDs	Complied	Three out of Eight Directors are Non-Executive Directors
b.	The Total number of Directors are to be calculated based on the number as at the conclusion of the immediately preceding Annual General Meeting	Complied	Calculation is based on number as at the conclusion of the immediately preceding Annual General Meeting
c.	Any change occurring to this ratio shall be rectified within ninety (90) days from the date of the change	Not Applicable	
7.10.2	INDEPENDENT DIRECTORS		
a.	2 or 1/3 of NEDs, whichever is higher shall be 'independent'	Complied	All Three Non-Executive Directors are independent
b.	Each NED to submit a signed and dated declaration annually of his/her independence or non-independence	Complied	All Non-Executive Independent Directors have submitted their confirmation on independence
7.10.3	DISCLOSURES RELATING TO DIRECTORS		
a./b.	Board shall annually determine the independence or otherwise of NEDs	Complied	The Board assessed the independence declared by Directors and determined the Directors who are Independent.
c.	A brief resume of each Director should be included in the annual report including the directors' experience	Complied	Refer page 05 for a brief resume of each Director
d.	Provide a resume of new Directors appointed to the Board along with details	Complied	Refer page 05
7.10.4	CRITERIA FOR DEFINING INDEPENDENCE		
a. – h.	Requirements for meeting the criteria to be an Independent Director	Complied	As per 7.10.2 a & b in determining of the independence or otherwise of NEDs, board reviewed the criteria for defining independence as per 7.10.4 a to h
7.10.5	REMUNERATION COMMITTEE		
a.1	A listed company shall have a Remuneration Committee	Complied	The remuneration committee of Renuka Agri Foods PLC is the same Committee of the ultimate Parent. Renuka Holdings PLC as allowed by Listing Rules of Colombo Stock Exchange.
	Remuneration Committee shall comprise of NEDs, a majority of whom will be independent	Complied	The remuneration Committee comprises of 3 Non-Executive Directors of whom 2 are independent.
a.2	One Non-Executive Director shall be appointed as Chairman of the Committee by the board of directors	Complied	Mr. M.S. Dominic is the chairman of the committee who is independent/ non-executive Director.
b.	Remuneration Committee shall recommend the remuneration of the CEO and the Executive Directors	Complied	Refer Page 19 for Remuneration Committee scope

CORPORATE GOVERNANCE (CONT.)

CSE Rule	Corporate Governance Principles	Compliance Status	Company's Extent of Adoption
c.1	Names of Remuneration Committee members	Complied	Refer page 19 for names of the Committee members
c.2	Statement of Remuneration policy	Complied	Refer page 19
c.3	Aggregate remuneration paid to EDs and NEDs	Complied	Refer to Note 8 and 32.6
7.10.6	AUDIT COMMITTEE		
a.1	A listed company shall have an Audit Committee.	Complied	The Company has its own Audit Committee.
	Audit Committee shall comprise of NEDs, or a majority of whom should be independent	Complied	The Audit Committee comprises of three Independent Non-Executive Directors
a.2	A NED shall be the Chairman of the committee	Complied	The Chairman of the Committee is an Independent Non-Executive Director
a.3	CEO and CFO should attend Audit Committee meetings	Complied	Refer to page 17
a.4	The Chairman of the Audit Committee or one member should be a member of a professional accounting body	Complied	The Chairman of the Audit Committee is a Fellow Member of the Institute of Chartered Accountants of Sri Lanka, Member of Chartered Institute of Management Accountants of United Kingdom and also a member of Association of Chartered Certified Accountants of United Kingdom
b.	Functions of the Audit Committee		
b.1	Overseeing of the preparation, presentation and adequacy of disclosure in the financial statements in accordance with SLFRS/LKAS	Complied	Refer page 17 of Audit Committee Report
b.2	Overseeing the compliance with financial reporting requirements, information requirements as per the laws and regulations	Complied	Refer page 17 of Audit Committee Report
b.3	Ensuring the internal controls and risk management, are adequate, to meet the requirements of the SLFRS/LKAS	Complied	Refer page 17 of Audit Committee Report
b.4	Assessment of the independence and performance of the Entity's external auditors	Complied	Refer page 17 of Audit Committee Report
b.5	Make recommendations to the Board pertaining to appointment, re-appointment and removal of external auditors and to approve the remuneration and terms of engagement of the external auditors.	Complied	Refer page 17 of Audit Committee Report
c1	Names of the Audit Committee members shall be disclosed	Complied	Refer page 17 of Audit Committee Report
c2	Audit Committee shall make a determination of the independence of the external auditors	Complied	Refer page 17 of Audit Committee Report
c3	Report on the manner in which Audit Committee carried out its functions	Complied	Refer page 17 of Audit Committee Report
9.2	RELATED PARTY TRANSACTIONS REVIEW COMMITTEE(RPTR)		
9.2.1 & 9.2.3	Related Party Review Committee	Complied	The Functions of the Committee are stated in the Report of the Related Party Transaction Review Committee on Page 18
9.2.2	Composition	Complied	Refer the report of RPTR committee on page 18
9.2.4	Meetings	Complied	Refer the report of RPTR committee on page 18

CORPORATE GOVERNANCE (CONT.)

CSE Rule	Corporate Governance Principles	Compliance Status	Company's Extent of Adoption
9.3.1	Immediate Disclosures	Complied	Please refer Note 32 of the Notes to the Accounts on Pages 70 to 71
9.3.2 (a) & (b)	Disclosure of recurrent and non-recurrent Related Party Transactions	Complied	Please refer Note 32 of the Notes to the Accounts on Pages 70 to 71
9.3.2 (c)	Report by the Related Party Transactions Review Committee	Complied	Refer the report of RPTR committee on page 18
9.3.2. (d)	A declaration by the Board of Directors	Complied	Please refer the Annual Report of Board of Directors for an affirmative statement of compliance of the Board on page 29

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

Section	Compliance status	Reference
168 (1) (a)	The state of the Company's affairs and nature of the business of the Company or any of its subsidiaries together with any change thereof during the accounting period	Refer Note 1 of the Financial Statements
168 (1) (b)	Signed Financial Statement of the Company and its subsidiaries for the accounting period completed	Complied Refer page 36 of the Annual Report
168 (1) (c)	Auditors Report on Financial Statements of the Group and the Company	Complied Refer page 32 to 34 of the Annual Report
168 (1) (d)	Accounting Policies and any changes therein	Complied Refer Note 1-5 of the Financial Statement
168 (1) (e)	Particulars of the entries made in the interests Register during the accounting period	Complied Refer Annual Report of the Board of Directors on pages 27 to 30
168 (1) (f)	Remuneration and other benefits paid to Directors of the Company during the accounting period	Complied Refer Note 32.6 of the Financial Statements
168 (1) (g)	Corporate donations made by the Company during the accounting period	Complied Refer page 30 of the Annual Report
168 (1) (h)	Names of the Directors of the Company and its Subsidiaries at the end of the accounting period and name of Directors who ceased to hold office during the accounting period	Complied Refer pages 10 and 82 of the Annual Report
168 (1) (i)	Amounts paid/payable to the External Auditor as audit fees and fees for other services rendered during the accounting period	Complied Refer Note 8 of the Financial Statement
168 (1) (j)	Other relationships or any interest of Auditors with the Company and its subsidiaries	Complied Refer page 17 of the Annual Report
168 (1) (k)	Acknowledgement of the content of this report and signature on behalf of the Board	Complied Refer page 30 of the Annual Report, report of the Board of Directors

AUDIT COMMITTEE REPORT

In keeping with the Code of the Best Practice on Corporate Governance and the requirement of the Securities and Exchange Commission for Public Listed Companies, Renuka Agri Foods PLC has established an Audit Committee whose function, authority and duties have been clearly identified in the Audit Committee Charter. This Charter integrates all the requirements of the Securities and Exchange Commission and the Code of Best Practice on Corporate Governance.

COMPOSITION OF THE AUDIT COMMITTEE

The Audit Committee appointed by and responsible to the Board of Directors, comprises three Non-Executive Directors of whom all three are independent during the year as follows:

From 01.04.2022 to 19.01.2023

Mr. B.V. Selvanayagam – Chairman (IND/NED)
Mr. D.S Arangala (IND/NED)
Mr. K Liyanagamage (IND/NED)
(IND – Independent Director, NED – Non-Executive Director)

From 20.01.2023 to 31.03.2023

Mr.B.V Selvanayagam - Chairman (IND/NED)
Mr.M.S.Dominic (IND/NED)
Dr.J.A.S.Felix (IND/NED)
(IND – Independent Director, NED – Non-Executive Director)

The composition is in compliance with the requirement to have a minimum of two Independent Non-Executive Directors in terms of the rules on Corporate Governance for Listed Companies issued by the Colombo Stock Exchange.

Brief profiles of each member are given on page 05 of this report except profiles of Mr.M.S.Dominic and Dr.J.A.S.Felix which are given below. Their individual and collective financial knowledge and business acumen and the independence of the Committee are brought to bear on their deliberations and judgments on the matters that come within the Committee's purview.

Dr J. A. S. Felix

Dr J. A. S. Felix is an Independent Non-Executive Director of the Company. He was awarded LLB (Honours) degrees by the University of Colombo and the University of London in 1994. He was admitted and enrolled as an Attorney-at-Law of the Supreme Court of Sri Lanka in 1996. He was awarded a PhD degree by the University of London in 2000. He is a Fellow of the Society for Advanced Legal Studies of the University of London, Fellow of the Sri Lanka Institute of Taxation (FTII) and a Fellow of the Royal Society of Arts, London (FRSA). He is a member of the Taxes Committee, the Human Rights Law Committee and the Public Law Committee of the International Bar Association. He is a member of the Society of Legal Scholars of the United Kingdom and Ireland.

Mr. M. S. Dominic

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

Executive Director and Chief Financial Officer attend meetings of the Committee by invitation.

CHARTER OF THE AUDIT COMMITTEE

"Rules on Corporate Governance" under the listing rules of Colombo Stock Exchange and "Code of Best Practice on Corporate Governance" issued jointly by Institute of Chartered Accountants of Sri Lanka and the Securities and Exchange Commission of Sri Lanka further regulate the composition, role and functions of the Audit Committee.

MEETINGS OF THE AUDIT COMMITTEE

The attendance of the members of Audit Committee meeting is stated in the table on page 11. The Committee met four times during the year.

Other members of the Board, Management members as well as External Auditors were present at the discussions where required. The proceedings of the Audit Committee are regularly reported to the Board of Directors.

FINANCIAL REPORTING

The Committee oversees the Company's financial reporting on behalf of the Board of Directors as part of its responsibility and has reviewed the quarterly and Annual Financial Statements and recommended them to the Board for its deliberations prior to their issuance.

The Committee reviews the Financial Statements to ensure consistence of the accounting policies and their compliance with the Sri Lanka Accounting Standards.

The Committee has also regularly discussed the operations of the Company and its future prospects with the Management and is satisfied that all relevant matters have been taken into account in the preparation of the Financial Statements.

INTERNAL AUDIT

Internal Audits are carried out internally in line with an agreed audit plan. Follow-up reviews are scheduled to ascertain that audit recommendations are being acted upon. These reports reviewed by the Committee and compliance with the recommendations of the Internal Auditors have been followed through at subsequent reviews.

CONTROLS AND RISKS

During the year the committee reviewed the effectiveness of the Company's system of Internal Control. The Committee also assessed the major business and control risks and the control environment prevalent in the Company and advised the Board on actions to be taken where weaknesses were observed.

The Audit Committee is satisfied that the Group's accounting policies and operational controls provide reasonable assurance that affairs of the Group are managed in accordance with Group policies and that Group assets are properly accounted for and adequately safeguarded.

EXTERNAL AUDITORS

The Audit Committee evaluated the independence of the External Auditors and the effectiveness of the audit process. The Committee discussed the Management letter at the conclusion of the Audit.

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

The Audit Committee undertook the evaluation of the independence and objectivity of the external auditor and the effectiveness of the audit process. As far as the Audit Committee is aware, Auditors do not have any relationship (other than of Auditors) with the Company. In addition, as required by the Company's Act No 07 of 2007, the Committee has received a declaration from Messrs. KPMG confirming that they do not have any relationship with the Company, which may have a bearing on their independence.

The Audit Committee evaluated the independence of the External Auditors and recommended to the Board of Directors that M/s KPMG be appointed as Auditors for the financial year ending 31st March 2024 subject to the approval of the shareholders at the Annual General Meeting.

CONCLUSION

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

Sgd.
B.V. Selvanayagam
Chairman
11th August 2023

RELATED PARTY TRANSACTIONS REVIEW COMMITTEE

The Related Party Transactions Review Committee was established on 1st January 2016 with an objective of keeping in line with the Code of Best Practice on Corporate Governance and the requirement of the Listing Rules of Colombo Stock Exchange with a view to ensure that the interests of shareholders as a whole are taken into account by Renuka Agri Foods PLC and its subsidiaries and are consistent with the Listing Rules of Colombo Stock Exchange when entering into Related Party Transactions and made required disclosures in a timely manner.

Composition of the Related Party Transactions Review (RPTR) Committee

The Related Party Transactions Review Committee is appointed by and responsible to the Board of Directors. However, as from 3rd August 2016 the Related Party Transaction Review Committee of the Ultimate Parent Company, namely Renuka Holdings PLC, which is a listed legal entity, functions as the RPTR Committee for Renuka Agri Foods PLC. This is in compliance in terms of the rules on Corporate Governance for Listed Companies issued by the Colombo Stock Exchange.

Related Party Transactions Review Committee Members

Mr. T.K. Bandaranayake (IND/NED) -Chairman

Dr. J.M. Swaminathan (IND/NED)

Mr. M.S. Dominic (IND/NED)

(IND – Independent Director, NED – Non-Executive Director)

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

Mr. T. K. Bandaranayake- Chairman

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

Dr. J. M. Swaminathan

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

Mr. M. S. Dominic

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

Mandate

To ensure on behalf of the Board, that all related party transactions of Renuka Agri Foods PLC and its subsidiaries are consistent with the listing rules of Colombo Stock Exchange.

Number of Committee Meetings

The Committee has met four times during the year from 1st April 2022 to 31st March 2023. The attendance of the members of Committee meeting is stated in the table on page 11.

Further, the Committee has reviewed and recommended related party transactions by resolution in writing, which the Committee for the purposes hereof construed as equivalent to meetings being held.

Attendance by Invitation

The Executive Director and Chief Financial Officer attended the meetings by invitation.

DUTIES AND RESPONSIBILITIES OF THE RPTR COMMITTEE

- Establish the definitions and set out the threshold values of each related party transaction as per the Code which require discussion and disclosure.
- Identify related party transactions that need preapproval from the Board of Directors, immediate market disclosure, transactions that need shareholder approval and disclosure in the Annual Report.
- Formulate a standard template to implement in the group to follow when documenting related party transaction when presenting to the Related Party Transaction Review Committee.
- Establish proper guide lines to identify recurrent & non recurrent related party transactions to follow by the Company and its subsidiaries.
- Establish a method of having access to adequate knowledge or expertise to assess all aspects of proposed related party transactions where necessary, and method of obtaining appropriate professional and expert advice from appropriately qualified persons.
- Periodic review by the Committee to ensure that required disclosures have been disclosed in the market or annual report as required by the Listing Rules of Colombo Stock Exchange.
- The Committee communicates its comments/ observations to the Board of Directors after each review of related party transactions.

CONCLUSION

The Committee has reviewed the related party transactions presented to them by the Management of the Company for the financial year ended 31st March 2023. The activities and views of the Committee have been communicated to the Board of Directors through verbal briefing and by tabling minutes of the Committee meetings.

Sgd.

T. K. Bandaranayake

Chairman

11th August 2023

REMUNERATION COMMITTEE REPORT

The Remuneration Committee of Renuka Agri Foods PLC is the same Committee of the ultimate parent, Renuka Holdings PLC, appointed by and responsible for the Board of Directors, consists of two Non-Executive Independent Directors and one Non-Executive Director. The Managing Director may also be invited to join in the deliberations as required. The Chairman of the Committee is an Independent Non-Executive Director.

The members are:

1. Mr. M.S. Dominic (IND/NED) (Chairman)
2. Mr. T.K. Bandaranayake (IND/NED)
3. Dr. J. M. Swaminathan

(IND – Independent Director, NED – Non-Executive Director)
The brief profile of the members are listed below.

Mr. M. S. Dominic – Chairman

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

Mr. T. K. Bandaranayake

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

Dr. J. M. Swaminathan

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

The Remuneration Committee held a meeting during the year to review the Company remuneration policy and made its recommendations.

Independence of the Committee

The Committee is independent from the Management of the business and not involve any business operations.

The scope of the Committee

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

The Remuneration Policy is to attract and retain best professional managerial talent within the Renuka Group and also to motivate and encourage them to perform at the highest possible level. The Group has a structure and professional methodology in evaluating the performance of employees. The policy ensures equality and fairness among all employees are maintained.

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

NOMINATION COMMITTEE REPORT

The Nomination Committee of ultimate parent, Renuka Holdings PLC, acts as the Nomination Committee of Renuka Agri Foods PLC.

Composition of Nomination Committee

Mr. M.S. Dominic – Chairman (IND/NED)

Mr. T.K. Bandaranayake (IND/NED)

Mr. J.J.B.A. Rajiyah (NED)

Mr. M.S. Dominic

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

Mr. T.K. Bandaranayake

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

Mrs. J. J. B. A. Rajiyah

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

The directives of the Committee are,

- The Scope of the Committee includes,
- To identify suitable persons who could be considered to become Board member as a Non-Executive Director
- To recommend to the Board the process of selection of Chairman and Deputy Chairman
- To make necessary recommendation to the Board as and when needed by the Board
- To define and establish the nomination process for Non-Executive Directors,
- To Lead the process of Board appointments and make recommendations to the Board.
- To assess skills required to be on the Board
- Periodic review of the extent of skills required of the Director who represent the Board
- Review description of role and capabilities required for a particular Board appointment and Identify and recommend suitable candidates to the Board.

Company Secretaries act as the secretaries to the Committee.

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

RISK MANAGEMENT

Risk Management is an integral part of our business, since management of risks against returns is a critical trade off decision businesses have to make every day when it comes to investment and operational decision making.

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

Our Approach to Risk Management

Our definition for risk is the potential occurrence of an external or internal event that may negatively impact our ability to achieve the Groups’ business objectives.

The process of embedding risk management system within our groups systems and procedure can be outline as below:

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

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

1. Strategic Risk – A possible source of loss that might arise from an unsuccessful strategic decision taken by the organization. These contain strategies related to growth and strategic positioning which ultimately affect the overall mission of the group.
2. Operational Risk – is the potential loss that might arise in business operation resulting from inadequate or failed internal processes, people and system or external events which ultimately affect the day to day activities of the Group.
3. Financial Risk- The likelihood of loss inherent in financing procedures which may weaken the ability to deliver adequate return to the Group. This may include liquidity risk, currency risk, and interest rate risk.

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

Enterprise Risk Management

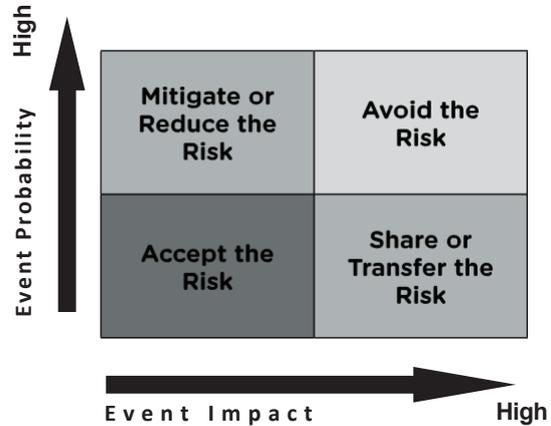
Process Risk Identification, Prioritization and Assessment

As the initial step of the risk framework, it is important to identify risks for effective management. Renuka Group identifies all the risks by key stakeholders. We consider risk identification to be a key component of a robust risk management framework. In the absence of a proper risk identification process, the organization is incapable of effectively managing its key risks. We evaluate risks according to the likelihood of occurrence and magnitude of impact. This assessment provides a prioritized risk list, identifying those risks that need the most urgent attention.

		Impact		
		Low	Medium	High
Probability	High			
	Medium			
	Low			

Develop Risk Management Strategy

The Risk management strategies address as to how the Group intends to assess risk, respond to risk and making explicit and transparent the risk perceptions that organization routinely use in making both investment and operational decisions. The above concept has been embedded with risk mapping in order to develop a robust framework to determine an appropriate risk management strategy as shown below.



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

RISK MANAGEMENT (CONT.)

RISK	IMPACT	RISK MANAGEMENT STRATEGIES
Strategic Risk		
Competitive Risk		
Risks to the group's reputation and Brand image	<p>Reduced market share and rates profitability.</p> <p>Increased promotional Expenditure. The positive correlation between cost of resources and competition.</p>	<p>Aim to have a broad appeal in price, range and format in a way that allows us to compete effectively in different markets.</p> <p>Formed strategic relationships with a diverse pool of suppliers, enabling flexibility in pricing contracts and hedging mechanisms are used wherever possible to mitigate exposure to commodity price fluctuations.</p> <p>The Group's service excellence, committed and award winning staff, uniqueness of properties, innovative product and service developments and the strength of its brands enables the group to counter threats from new and existing players.</p> <p>Maintaining a positive relationship with employees with a better remuneration and performance appraisal scheme.</p>
OPERATIONAL RISK		
Employee Risk		
Risk from not being able to attract, retain skilled and experienced staff	<p>Reduced productivity.</p> <p>Reduced quality of service resulting in reduced market share and Group's image.</p>	<p>Significant resources are invested in strengthening our human capital through the deployment of the latest Human Resource Information Systems, regular staff training & development, succession planning and fostering a performance-based culture.</p> <p>Maintaining cordial relationships with labour unions and adopting interest based negotiations for win-win solutions.</p> <p>Implemented well structured talent management process to Identify critical employees and retain them in the long run.</p> <p>Periodic employee satisfaction surveys to ensure that remuneration is in line with the market.</p> <p>Investments in strengthening employee brand image</p>
Issue Pertaining to Employees and industrial Relationship	<p>Adverse impact on service levels, Expected quality standards, Operational efficiency and group reputation.</p> <p>Loss of revenue</p>	<p>Review all the issues with regard to employees and Industrial Regulations which affect the performance of the Group.</p> <p>Steps taken to ensure employees are satisfied at all the levels and their issues are addressed in order to retain talented employees.</p> <p>Maintain cordial relationship with Trade Unions and adopting interest-based negotiations for win-win solutions.</p> <p>Well structured grievance handling system is in place to handle the grievance of employees at all levels and development of a Multi-skilled work force through structured and focused training programmes.</p> <p>Ensure proper industrial relationships with all the government agencies.</p>
IT systems and infrastructure	<p>Inability to obtain timely and accurate information due to failures in IT systems.</p> <p>Potential disruption to operations Significant financial losses.</p>	<p>Implementation of effective IT infrastructure and to ensure consistency of delivery,</p> <p>All relevant staffs are effectively engaged to mitigate IT related risks through effective policy and procedures as well as increased awareness.</p> <p>Implementation of a comprehensive IT policy within the Group, supported by adequate systems and controls, ensure the safety and security of data. Contingency plans are in place to mitigate any short term loss on IT services.</p> <p>All employees are bound by the code of conduct to safeguard the Group's information, irrespective of its physical form.</p> <p>A dedicated central IT team is in place to support all IT related aspects of the group.</p>

RISK MANAGEMENT (CONT.)

RISK	IMPACT	RISK MANAGEMENT STRATEGIES
Product Risk	Product risk implies any effect of perceived impact of our product on stakeholders in general which could bring down our market share.	<p>In order to eliminate loss of market share or market leadership, we monitor market leadership and customer needs.</p> <p>Develop innovation that add value to our customers. Enhance productivity and efficiency to improve price competitiveness and investing in high quality machinery and equipment.</p> <p>Employ established operating procedures to review and approve all raw material prior to use to ensure that quality control is maintained.</p> <p>Take into account safety, health and environmental hazards to cover all avenues of possible negative publicity.</p> <p>Research and development team is equipped to field any technical questions about our product,</p> <p>Marketing and distribution procedures ensure complete control of the supply chain.</p>
Supply Chain and Operational Risk	<p>Operational disruption can occur due to inadequate quantity or quality of raw material supplies, longer lead time, supply disruption caused by global supply and demand.</p> <p>Unable to maintain strong bond with critical suppliers over the period.</p> <p>Operational risks cover the areas of system failure, continuity of decision making, dealing with contingencies and ensuring there are no deficiency in operations, application of recommended management practices.</p>	<p>Consistent engagement with a diverse pool of suppliers to maintain strong relationships</p> <p>Structured processes are in place to add value to our supplier base through livelihood development programmes.</p> <p>Technical support and guidance on enhancing quality. Manage operational risks by identifying areas of risk,formulating plans for their management, promoting best practices.</p> <p>Implement internal controls, systems and monitoring of compliance.</p>
Legal Regulatory Compliance	<p>Risk of legal action due to non performance of legal and statutory requirements</p> <p>Result high cost of legal and penalty fees that reduced profitability</p> <p>Adversely impact to the Groups' reputation and brand image</p>	<p>The legal support services to Renuka Group management come through the legal department which ensures all legal and regulatory provisions are complied with.</p> <p>The legal function pro-actively identified and sets up appropriate system and processes for legal regulatory compliance in any foreign country that we operate in, and in such instances through legal counsel retained in those environments.</p> <p>Internal audit function of the Group ensures the safeguarding of company assets and recommends process improvements in areas where process control failure are noted.</p> <p>The operations of the Renuka Group come within the rules and regulations applicable to companies listed on the CSE and regulations applicable to securities trading set by the Securities and Exchange Commission of Sri Lanka. Our systems and processes are structured to satisfy the criteria set by these regulations and staffs are constantly kept aware of the compliance needs imposed by these regulation.</p>

RISK MANAGEMENT (CONT.)

RISK	IMPACT	RISK MANAGEMENT STRATEGIES
Breakdown of Internal Controls	Wastage of management time and resources.	Regular reviews of the effectiveness of internal controls by the corporate internal audit department supplemented by regular management audits carried out by internal teams within the Group ensures the robustness of internal controls.
	Possible loss of data.	
	Increased possibility of fraud and misuse.	The Company uses comprehensive general and specific reporting and monitoring systems to identify, assess and manage risks.
	Disruptions to the normal course of operations.	Making each employee accountable for ethical behavior, high standards for business conduct and adherence to laws ensures that transactions occur in a reliable way.
	Lack of ability to track performance against budgets, forecasts and schedules.	Staff rotation and special verification audits across the Group. Internal auditors are also engaged to carry out special reviews wherever necessary.
Illegal transactions including theft or misappropriation of assets by employees	The Company uses comprehensive general and specific reporting and monitoring systems to identify, assess and manage risks.	
		Ensuring that only trained, trustworthy, knowledgeable and competent personnel perform tasks, prevents errors, irregularities and fraud.

Financial Risk

Financial risk management obligations and policies have been described in the note No. 38 to the Financial Statements.

SUSTAINABILITY REPORT

Overview

We emphasize the importance of our stakeholders when developing our strategies through the competitiveness in order to achieve a common value.

Sustainability is the key element of our strategy for future growth where the utilization of resources efficiently, environmentally responsible manufacturing of product and provision of services that deliver sustainability benefits which can leverage commercial advantage for the group.

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

Renuka impact on economic performance

In Economic Performance, Group focused on operational excellence across all its business divisions and subsidiaries and value addition to economic development. Operational excellence measured in terms of efficiency and effectiveness of manufacturing process, process improvement, development of new standard operating procedures and waste reduction. Further investment in IT/ERP helps measurement of operational results on time with increased accuracy. Group has made substantial investment during the year to improve value addition to economic development. These investments have helped to improve resource utilization as well as minimization of waste and pollution.

Renuka Sustainability Policy and guidelines

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

- Investors
- Employees
- Customers
- Key suppliers and business partners
- The society
- Environment

Renuka has then formulated sustainability strategies to create value for those identified stakeholders. We have created formal and informal channels to develop effective communication systems and engagements programs to involve our stakeholders and implement continuous monitoring systems through the management team in order to gauge our impact on the stakeholders.

ENVIRONMENTAL IMPACT

Renuka has strived to ensure that all our manufacturing and production processes will not knowingly harm people and will minimize the negative impact our businesses will have on human life as well as environment. In fact, we promote organic products to our customers due to health and other environmental benefits. This has created awareness among the farmer community of the long term benefits of sustainable farming.

• Our Stakeholder Engagement Process

Investors support Renuka business activities

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

Method of engagement

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

Our Concern

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

• Employees at Renuka work place

At Renuka we have created a work place policy and created employee awareness for the total group. With an employee base of over 762 a creation of Group identity and belongings is priority. We care for our employees and health and safety is priority, giving much attention at work place including factories.

SUSTAINABILITY REPORT (CONT.)

Method of engagement

- We have an open communication policy and have implemented a process to identify and report corruption within the business units.
- We have adopted effective two way communication system with employees and management through human resources division which has created short and long term benefits to the group.
- We also have adopted other communication methods like e-mails, presentations and team briefings on daily operations for betterment of the organization. Employees are also encouraged to access the corporate websites.
- We organize team building activities such as get-togethers, sports meets and CSR projects.
- Factories of the group companies are equipped with adequate safety measures and have educated the employees to minimize accidents.

Our Concern

Our concern is to create a friendly environment to our employees who are motivated and talent developed to offer effective service.

• Customers

World class quality products and customer satisfaction is our key with our customers. The group uses its competencies and decades of experiences to identify the needs and wants of our customers in order to provide quality product and services creating value-for-money.

Method of engagement

- We engage our customers through regular meetings, visits and web portal.
- Ongoing participation for Industry exhibitions and trade fairs locally and internationally.
- We allow buyer inspections and audits to ensure compliance with global quality standards

Our Concern

We are concerned about the quality of our products manufactured, are in compliance with global standards. We also create innovative products to cater to our customer needs

• Suppliers and business partners

We have built lasting business relationships all over the world and not only centered in Sri Lanka. It is through our business partners that we co-exist to fulfill customer needs and wants.

Method of engagement

- We look at our business partners as a resource base to develop business efficiency and innovative products.
- Develop long term purchase contracts with our business partners & suppliers to support responsible supply chain
- Participate for industry exhibitions and trade fairs

Our Concern

We maintain effective long term relationship with our business partners and suppliers who benefit from our growth, and knowledge sharing.

• Our Society

Renuka has been actively involved in supporting the rural farmer network for our coconut division. Renuka procures over Rs. 1Bn worth of produce from our farmer network.

Method of engagement

- We conduct farmer training programs, medical camps, veterinary services which assist in improving the livelihood and wellness of the communities within Sri Lanka.
- Local engagement through purchasing

Our Concern

We take measures to carryout our operations minimizing carbon foot print and saving energy by effective utilization of limited resources while reducing wastage in order that we have only a minimal negative impact on society and the environment.

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

REPORT OF THE DIRECTORS

Overview

The Board of Directors of Renuka Agri Foods PLC have pleasure in presenting the Annual Report of your Company together with the Audited Consolidated Financial Statements for the year ended 31st March 2023. The details set out herein provide the required information under Companies Act No.7 of 2007, the Colombo Stock Exchange Listing Rules and the recommended best practices on Corporate Governance.

Renuka Agri Foods PLC is a public limited liability company incorporated in Sri Lanka under the Companies Act No. 17 of 1982, quoted on the Colombo Stock Exchange and reregistered as required under the provisions of the Companies Act No. 7 of 2007.

Principle Activities of the Company and the Group

The Principle activity of the company is manufacturing and sale of coconut related food and beverage products. Further Renuka Agri Foods PLC is a holding company that owns, directly or indirectly, investments in the numerous companies constituting the Renuka Agri Foods Group and provides services to its Group companies. The Group consists of a portfolio of diverse business operations. The main subsidiaries of Renuka Agri Foods PLC are listed on page 60.

The Principle activities of the Group are categorized into manufacturing and plantation business segments and segmental reporting is provided in page 75 to 76 of the Annual Report.

Vision, Mission and Corporate conduct

The Corporate vision and mission are provided on the page 2 of this report. In achieving its vision and mission, all Directors and employees conduct their activities with the highest level of ethical standards and integrity.

Review of Business and Future Developments

The review of the Group Progress and Performance during the year with comment on the financial results and prospects is contained in the Chairman's Review on page 6, as required under Section 168 (1) (a) of the Companies Act. These reports form an integral part of the report of the Directors and together with the audited financial statement reflect the state of affairs of the Company.

Directors Responsibilities for Financial Statements

The Statement of Directors responsibilities for the Financial Statements is given on page 31

Financial Statements of the Company and Group

The Financial Statements of the Company and Group are given on pages 35 to 81.

Accounting Policies and Changes During the Year

The accounting policies adopted in the preparation and presentation of the Financial Statements are given on pages 40 to 49. Further Accounting Standards issued but not yet effective are disclosed on page 49.

Group Turnover

The Turnover of the Group was Rs. 7.2 Bn as compared with Rs 5.7 Bn in the previous year. A detailed analysis of the Group Turnover is given in Note No. 6 of the Financial Statements.

Gross Profit

The Group Gross Profit for the year was Rs.1,616Mn, compared with the Group Gross Profit of Rs. 907 Mn for the previous year.

Net Profit

The Group Profit after Taxation for the year was Rs. 498 Mn, compared with the Group Profit of Rs. 622 Mn for the previous year.

Group Investments

Investments of the Company and the Group in Subsidiaries, Associates, Joint Ventures and Other long term External equity investment amounted to Rs.3,031 Mn (2022 – 3,013 Mn). Detailed description of the Subsidiaries, Associates, Joint Ventures and Other long term external equity investments held at the Reporting date are given in Note No. 16 to 17 in the Financial Statements.

Property, Plant and Equipment

Group has incurred Capital Expenditure during the year on Property, Plant & Equipment (including capital work-in-progress), amounting to Rs.155 Mn (2022 – Rs. 592Mn).

Detailed information relating to capital expenditure on Property, Plant & Equipment (including capital work-in-progress), is given in Note 12 to the Financial Statements.

Extent, Locations, number of buildings and Valuations of the properties of the Group are given under Real Estate Portfolio on page 84 the market values of the Land and Buildings owned by the Company and Group are included on the basis of valuation carried out by a professionally qualified valuer is given in Note No. 12 to the Financial Statements.

Stated Capital

The Company did not issue any shares during the year ended 31st March 2023.

REPORT OF THE DIRECTORS (CONT.)

The Stated Capital of the Company as at 31st March 2023 was Rs. 1,194Mn comprising of Voting Ordinary Shares of 561,750,000.

Reserves

Total Group Reserves as at 31st March 2023 amounts to Rs. 2.7 Bn (2022 – Rs, 2.5Bn) representing Revenue Reserve and the detailed movement of the Reserves shown in the Statement of Changes in Equity in the Financial Statements.

Dividend

The Board of Directors has recommended a scrip dividend of Rs. 0.10 per share payable for 2022/23. The Directors are confident that the Company would meet the solvency test requirement under Section 57 of the Companies Act of No. 7 of 2007 immediately after the proposed final dividend distribution.

Solvency Test

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

Major Shareholdings

Details of the twenty largest shareholders with the percentage of their respective holdings are given on page 87, together with comparative shareholding as at 31st March 2022.

Public Holding

There were 5,750 (2022- 5,422) registered shareholders as at 31st March 2023, with the percentage of shares held by the public, as per the Colombo Stock Exchange Rules, being 24.00% (2022 – 24.89%)

Share Holdings /Share Information

Information relating to earnings, dividend, net assets, market value per share, share trading and distribution of shareholding is given on pages 84 and 85.

Ratios and Market Price Information

The ratios relating to equity as required by the listing requirement of the Colombo Stock Exchange are given in Page 84 and 86 to this report.

Equitable Treatment to all Shareholders

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

Information to Shareholders

The Board strives to be transparent and provide accurate information to shareholders in all published material. The quarterly financial information during the year has been sent to the Colombo Stock Exchange in a timely manner.

Directors

The names of the Directors who held office during the financial year are given below. The brief profiles of the Board of Directors appear on page 5.

Name of Director	Executive	Non -Executive	Independent
Dr. S.R. Rajiyah	✓		
Mrs. I.R. Rajiyah	✓		
Mr. S.V. Rajiyah	✓		
Mr. V. Sanmugam	✓		
Mrs. S.T.R.E. Wijesuriya	✓		
Mr. B.V. Selvanayagam		✓	✓
Mr. K. Liyanagamage		✓	✓
Mr. D.S. Arangala		✓	✓

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

Key Changes to the Board during the period under review

Recommendation for re-election

1. To re-elect Mr. D.S. Arangala as a Director who retires by rotation in terms of Article 30 (1).
2. To re-appoint Dr. S.R. Rajiyah who is over 70 years of age, as a director in terms of Section 211 of the Companies Act No. 7 of 2007 and it is specifically declared that the age limit of 70 years referred to in Section 210 of the Companies Act No. 7 of 2007 shall not apply to the said Dr. S.R. Rajiyah.
3. To re-appoint Mrs. I.R. Rajiyah who is over 70 years of age, as a director in terms of Section 211 of the Companies Act No. 7 of 2007 and it is specifically declared that the age limit of 70 years referred to in Section 210 of the Companies Act No. 7 of 2007 shall not apply to the said Mrs. I.R. Rajiyah.

Entries in the Interest Register

The Company, in compliance with the Companies Act No. 7 of 2007, maintains an Interest Register. The Directors have made the declaration required by said Act. And they have been entered into the Interest register.

Directors' Interest in Transactions

The Company carried out transactions in the ordinary course of business with the entities which a Director of the Company is a Director. The transactions with entities where a Director of the Company either has control or exercises significant influence have been classified as related party transaction and disclosed in Note 32 to Financial Statements.

The Directors have no direct or indirect interest in any other contract or proposed contract with the Company.

REPORT OF THE DIRECTORS (CONT.)

Directors Interest in Shares

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

Directors' holdings, in ordinary shares of the Company are given on below table

Names of Directors	At at 31st March 2023	At at 31st March 2022
Dr. S.R. Rajiyah	-	-
Mrs. I.R. Rajiyah	-	-
Dr. S.R. Rajiyah (Jointly with Mrs. I.R. Rajiyah)	56,151,467	56,136,467
Mr. S.V. Rajiyah	1,893,126	-
Mr. S. Vasanthakumar (Mr. V. Sanmugam)	1,010	1,010
Mrs. S.T.R.E. Wijesuriya	-	-
Mr. B.V. Selvanayagam	10,000	-
Mr. K. Liyanagamage	-	-
Mr. D.S. Arangala	-	-

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

Remuneration of Directors

The remuneration of the Directors in respect of the Company for the year ended 31st March 2023 is given in Note 8 to the Financial Statements.

Directors Meetings

Details of Board meetings and Board subcommittee meetings are presented on page 11 of the Annual Report.

Directors Responsibility for Financial Reporting

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

Board Committees

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

Audit Committee

The composition of the Board Audit Committee comprising of Non-Executive Directors is provided on page 17. The Executive Directors, Chief Financial Officer and Internal and External auditors attend the meeting by invitation. Detail scope of Audit Committee and their work during the year is disclosed in Audit Committee report given on Page No. 17.

Remuneration Committee

The composition of the Board Remuneration Committee comprising of Non-Executive Directors is provided on page 19.

The remuneration committee of Renuka Agri Foods PLC is the same Committee of the ultimate parent, Renuka Holdings PLC, appointed by and responsible to the Board of Directors consists of two Non-Executive Independent Directors and one Non-Executive Director. The Managing Director may also be invited to join in the deliberations as required. The Chairman of the Committee is an independent Non- Executive Director.

Related Party Transactions Review Committee

The composition of the Board Related Party Transactions Review Committee comprising of Non- Executive Directors is provided on Page 18. The Executive Directors and Chief Financial Officer attend the meeting by invitation. Detail scope of Related Party Transaction Review Committee and their work during the year is disclosed in Related Party Transactions Review Committee report given on page 18.

The Company is in compliance with Rule 9 of the Listing Rules of the Colombo Stock Exchange pertaining to Related Party Transactions from 1st January 2016.

Non – Recurrent Related Party Transactions

All the Non -Recurrent Related Party transactions of which the aggregate value exceeds 10% of the equity or 5% of the total assets whichever is lower of the Company as per audited Financial Statements of 31st March 2023, which required additional disclosures in the Annual Report of 2022/23 under Colombo Stock Exchange Listing Rule 9.3.2 and Code of Best Practices on Related Party Transactions under the Securities and Exchange Commission directive issued under Section 13(c) of the Securities and Exchange Commission Act are disclosed in Note 32 in the Financial statements.

Recurrent Related Party Transactions

All the Recurrent Related Party Transactions which in aggregate value exceeds 10% of the revenue of the Company as per 31st March 2023 audited Financial Statements are disclosed under note 32, If any, to the Financial Statements as required by Colombo Stock Exchange Listing Rules 9.3.2 and Code of Best Practices on Related Party transactions under the Securities and Exchange Commission directive issued under Section 13(c) of the Securities and Exchange Commission Act.

Statutory Payments

The Directors, to the best of their knowledge and belief are satisfied that all statutory payments due to the Government, other regulatory institutions and those related to employees have been made on time. The declaration relating to statutory payments is made in the Statement of Directors Responsibilities on page No. 31.

Compliance with Laws and Regulations

The company has taken all reasonable measures to ensure that it has complied with all applicable laws and regulations. A compliance checklist is signed-off on a monthly basis by responsible officers and any violations are reported to the Board Audit Committee. Refer page 17 for a statement of compliance.

Code of Conduct

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

System of Internal control

The Board of Directors has put in place an effective and comprehensive system of internal controls covering financial, operational and compliance controls and have obtained reasonable assurance of their effectiveness.

REPORT OF THE DIRECTORS (CONT.)

Corporate Governance

The Company has complied with the Corporate Governance rules laid down under the listing rules of the Colombo Stock Exchange. Refer pages 10 to 16 for further details

Going Concern

The Directors are in the view that the Company has adequate resources to continue in operations and have applied the going concern basis in preparing these Financial Statements.

Risk Management

The Board and the management of the company have put in place a comprehensive system for risk identification, measurement and mitigation process.

The group exposure to risk and structure to manage and mitigate risk is discussed in more detail to Risk Management Report on page No. 21 to 24.

Compliance with the transfer pricing regulations

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

Event after the Reporting period

No event of material significance that requires adjustment to the Financial Statements have occurred subsequent to the date of the reporting date, other than those disclosed in Note 35 to the Financial Statements.

Capital Commitments

No significant capital commitments exist as at 31st March 2023 other than those disclosed in Note 34 to the financial statements.

Contingencies and Outstanding Litigation

In the opinion of the Directors and in consultation with the company lawyers, litigation currently pending against the company will not have a material impact on the reported financial results or future operations of the company.

Corporate Donations

Donation by the Group for the year ended 31st March 2023 is Rs. 20,418,450. (2022 – Rs 412,949) No donations were made for political purposes.

Employees and Industrial Relations

The group has a structure to assess the competencies and commitment of its employees. There are no material issues pertaining to employees and industrial relations of the entity.

Auditors

Company's Auditors during the year under review were M/s KPMG, Chartered Accountants.

The fee amount paid/payable for the services provided to the company during the year, with corresponding figures for the previous year is presented below

	2023 Rs.	2022 Rs.
Audit and Audit related fees	2,509,400	1,356,600
Non audit fees	342,000	630,413

Based on the declaration from Messrs. KPMG and as far as Directors are aware, the Auditors do not have any other relationship or interest with the Company or its Subsidiaries other than that of an auditor of the Company.

The retiring auditors have expressed their willingness to continue in office. A resolution to re-appoint them as Auditors of the Company and authorizing the Directors to fix their remuneration will be proposed at the Annual General Meeting.

Auditors Report

Auditors Report on the financial statements is given on page 32 to 34 of this annual report.

Environmental Protection

The group effort in minimizing and conserve scarce and non-renewable resources as well as environmental objectives are discussed in detail in Sustainability Report on page No. 25 to 26.

Employment Policies

The Group employment policies respect the individuals and offer equal career opportunities, regardless of sex, race or religion and consider the relationship with the employees to be good. The number of persons employed in the Company and its subsidiaries as at 31st March 2023 was 762 (2022 – 792)

Annual Report

The Board of Directors approved the Consolidated Financial Statement along with Company Financial Statements on 11th August 2023. The appropriate number of copies of this report will be submitted to Colombo Stock Exchange and to the Sri Lanka Accounting and Auditing Standards Monitoring Board.

Annual General Meeting

Following the issuance of guidelines by the Colombo Stock Exchange (CSE) due to the COVID-19 pandemic situation in the county, and in the interest of protecting public health and facilitating compliance with the Health and Safety guidelines issued by the Government of Sri Lanka the 24th Annual General Meeting of Renuka Agri Foods PLC will be held as a virtual meeting at 3.00 p.m. on 7th September 2023.

Acknowledgment of the content of the report

As required by the section 168(1)k of the Companies Act No. 7 of 2007 the Board of Directors hereby acknowledge the content of this report.

This Annual report is signed for and on behalf of the Board of Directors by:

Sgd.
Dr. S.R. Rajiyah

Sgd.
Mr. S.V. Rajiyah

Sgd.

Company Secretaries
Renuka Enterprises (Pvt) Ltd
11th August 2023

STATEMENT OF DIRECTORS' RESPONSIBILITY

The responsibility of the Directors in relation to the Financial Statements for the year ended 31st March 2023 which have been prepared and presented in accordance with the requirements of the Sri Lanka Accounting Standards, the Listing Rules of the Colombo Stock Exchange and the Companies Act No.7 of 2007 is set out in the following statement.

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

- a) A statement of profit or loss and other comprehensive income of the Company and its subsidiaries which present a true and fair view of the profit or loss of the Company for the financial year
- b) A statement of financial position, which presents a true and fair view of the state of affairs of the Company and its subsidiaries as at the end of the financial year together with explanatory notes to the financial statements
- c) A statement of changes in Equity which presents a true and fair view of the changes in the Company's and its Subsidiaries retained earnings for the financial year; and
- d) A statement of cash flow which presents a true and fair view of the flow of cash in and out of the business for the financial year for the Company and its Subsidiaries and; notes to the Financial Statements

and which comply with the requirements of the Act.

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

- a) The appropriate accounting policies have been selected and applied in a consistent manner, material deviations if any have been disclosed and explained;
- b) All applicable Accounting Standards, in accordance with the Sri Lanka Accounting Standards (SLFRS/ LKAS) as relevant have been applied
- c) Reasonable and prudent judgements have been made so that the form and substance of transactions are properly reflected

- d) It provide the information required by and otherwise complies with the Companies Act No. 7 of 2007, Listing Rules of Colombo Stock Exchange and requirement of any other regulatory authority as applicable to the company.

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

The External Auditors, M/s KPMG who were deemed reappointed in terms of the Companies Act No. 07 of 2007 were provided with every opportunity to undertake the inspections they considered appropriate to enable them to form their opinion on the Financial Statements. The Report of the Auditors, shown on pages 32 to 34 set out their responsibilities in relation to the Financial Statements.

The Directors are also of the view that the Company has adequate resources to continue in operations and have applied the going concern basis in preparing these Financial Statements.

The Directors are also responsible for taking reasonable steps to safeguard the Assets of the Company and that of the Group and in this regard to give proper consideration to the establishment of appropriate internal control systems with a view to preventing and detecting fraud and other irregularities.

COMPLIANCE REPORT

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

By order of the Board

Sgd.

Company Secretaries
Renuka Enterprises (Pvt) Ltd
11th August 2023

INDEPENDENT AUDITOR'S REPORT



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

Tel : +94 - 11 542 6426
 Fax : +94 - 11 244 5872
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TO THE SHAREHOLDERS OF RENUKA AGRI FOODS PLC

Opinion

We have audited the financial statements of Renuka Agri Foods PLC ("the Company"), and the consolidated financial statements of the Company and its subsidiaries ("the Group"), which comprise the statements of financial position as at 31 March 2023, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information, set out on pages 40 to 81.

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

Basis for opinion

We conducted our audit in accordance with Sri Lanka Auditing Standards ("SLAuSs"). Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by CA Sri Lanka (Code of Ethics) and we have fulfilled our other ethical responsibilities in accordance with the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

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

Key audit matters

01. Carrying Value of Inventories	
<i>Refer to the accounting policies in "Note 3.11 to the Financial Statements: Inventories", "Note 2.4 to the Financial Statements: Use of Estimates and Judgments" and "Note 18 to the Financial Statements: Inventories".</i>	
Risk Description	Our responses
<p>The Group has recognized a total inventory provision of Rs.114 Mn in arriving at a total inventory value of Rs.1,758 Mn.</p> <p>Therefore, judgement is involved with regard to categorization of inventories in to obsolete and/or slow moving and which should therefore be considered for provision.</p> <p>As a result of the prevailing uncertain and volatile macro-economic environment, resulted in interruption in business activities and resulted in loss of income for some of the individuals/industries which would adversely affect the ability to sell its inventories with a reasonable margin which would potential impact on the net realizable value adjustments.</p> <p>We identified assessing the carrying value of inventories as a key audit matter because of the inherent risk that the Group's inventories may become obsolete or may be sold at prices below their carrying values and because the judgment exercised by management in determining the appropriate provision for inventories involves management's bias.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> Involving the component auditors of the subsidiary Companies' in reviewing the work carried out by the component auditors where necessary. Testing the adequacy of the Group's provision against inventory by assessing the assumptions applied by the Group in providing against aged/obsolete items. We did this by assessing the historical accuracy of the Group provisioning policy. As part of our attendance at the year-end inventory counts, we challenged the inventory provisioning in line with our observations of potentially obsolete inventory. We tested a sample of inventory, comparing the carrying value to recent sales invoices to ensure provisions were appropriately applied. Testing the calculation of labor and production overhead absorption by critically assessing the method of calculation and challenging the levels of overhead absorbed compared to actual overhead costs incurred and in comparison, to prior year levels. On a sample basis, testing of inventory items sales subsequent to the year end and assessed if they were sold at higher than the cost.

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C.P. Jayatilake FCA
 Ms. S. Joseph FCA
 S.T.D.L. Perera FCA
 Ms. B.K.D.T.N. Rodrigo FCA
 Ms. C.T.K.N. Perera ACA

T.J.S. Rajakarier FCA
 Ms. S.M.B. Jayasekara FCA
 G.A.U. Karunaratne FCA
 R.H. Rajan FCA
 A.M.R.P. Alahakoon ACA

W.W.J.C. Perera FCA
 W.K.D.C. Abeyrathne FCA
 R.M.D.B. Rajapakse FCA
 M.N.M. Shameel FCA
 Ms. P.M.K. Sumanasekara FCA

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

INDEPENDENT AUDITOR'S REPORT (CONT.)



02. Impairment of Investment in subsidiaries and goodwill

Refer to the accounting policies in "Note 3.7.1 : Goodwill, Note 3.1.2 : Investment in subsidiaries, Note 2.4, to the Financial Statements: Use of Estimates and Judgments" and "Note 16 to the Financial Statements: Investment in subsidiaries", "Note 14 to the Financial statements: Goodwill".

Risk Description	Our responses
<p>The Company holds investments in subsidiaries amounting to Rs. 2,005 million as at 31 March 2023. Further, the Group holds goodwill amounting to Rs. 571 million as at 31 March 2023.</p> <p>Management performed the impairment assessment for subsidiaries with indicators of impairment and determined their recoverable amounts based on value-in-use calculations. The identification of impairment events and the determination of the impairment charge require the application of significant judgment by management. Accordingly, the management performed an impairment assessment on the cash generating units ("CGUs") relating to the investment in subsidiaries, which had an indication of impairment as individual Cash Generating Units and management allocated goodwill to the respective CGU and the recoverable amounts of the identified CGUs have been determined based on value-in-use calculation.</p> <p>We considered the audit of management's impairment assessment of goodwill, and investment in subsidiaries to be a key audit matter due to the magnitude of the carrying value and use of significant judgments and estimates.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> • Assessing the impairment indication relates to this asset and obtaining the management's judgement and estimates assessment. And test if those assessment involve any management bias. • Obtaining an understanding of management's impairment assessment process. • Obtaining assessment from management and see whether it is complied with relevant standards. • Evaluating the reasonableness of the Group's key assumptions for its revised cash flow projections such as discount rates, cost inflation and business growth with reference to the internally and externally derived sources including the Group budgetary process and reasonableness of historical forecasts. • Reviewing of value in use computations for recoverable amounts with impairment indications and discussion with management of the Group. • Assessing the adequacy of the financial statements disclosure.

03. Revenue recognition

Refer to the accounting policies in "Note 3.17 to the Financial Statements: Revenue", "Note 2.4 to the Financial Statements: Use of Estimates and Judgments" and "Note 6 to the Financial Statements: Revenue".

Risk Description	Our responses
<p>The principal activity of the Company was the manufacturing and sales of coconut related food products.</p> <p>The Company recognised revenue from sales of coconut related food products in the amount of Rs. 5,604 Mn for the year ended 31 March 2023.</p> <p>Under Auditing standards, we are required to consider that the fraud risk from revenue recognition is a significant risk. We identified revenue recognition as a key audit matter because of its significance to the financial statements. We focused on whether transactions have been recorded in the period in which the Company becomes entitled to record revenue in accordance with SLFRS 15.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none"> • Obtaining an understanding of and assessing the design, implementation, and operating effectiveness of management's key internal controls in relation to revenue recognition from sales transactions. • Testing the operating effectiveness of key IT application controls over revenue, in addition to evaluating the integrity of the general IT control environment with the assistance of IT specialists. • Obtaining an understanding and testing design, implementation and operating effectiveness of controls over journal entries and post-closing adjustments. • Comparing revenue transactions recorded during the current year, on a sample basis, with invoices, sales contracts, underlying goods delivery and acceptance notes, where appropriate, to assess whether the related revenue was recognized in accordance with the Company's revenue recognition accounting policies. • Agreeing the monthly sales system reports to the general ledger to ensure that the revenue is accounted accurately and completely in the general ledger. • On a sample basis, testing that sales have been recognized in the correct accounting period and evaluating whether there are any significant product returns after the year end.

INDEPENDENT AUDITOR'S REPORT (CONT.)



Other Information

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

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

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

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

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

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

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

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

Auditor's responsibilities for the audit of the financial statements

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

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

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

related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

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

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

From the matters communicated with those 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 3707.

KPMG
Chartered Accountants
14th August 2023

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

FOR THE YEAR ENDED 31TS MARCH	Note	Group		Company	
		2023 Rs.	2022 Rs.	2023 Rs.	2022 Rs.
Revenue	6	7,212,002,625	5,691,234,570	5,603,592,764	4,692,400,458
Cost of Sales		(5,595,355,771)	(4,784,191,785)	(4,498,041,230)	(3,930,057,776)
Gross Profit		1,616,646,854	907,042,785	1,105,551,534	762,342,682
Gain on Disposal of Investment		-	4,713,378	-	-
Other Operating Income / (Expenses)	7	(5,222,173)	10,068,992	39,338	-
Administration Expenses		(427,845,084)	(313,467,792)	(339,316,626)	(252,280,431)
Selling and Distribution Expenses		(189,946,211)	(105,272,248)	(142,844,210)	(93,253,605)
Profit from Operations	8	993,633,386	503,085,115	623,430,036	416,808,646
Finance Income	9.1	429,156,998	589,944,457	410,490,779	548,236,972
Finance Cost	9.2	(779,208,877)	(490,311,995)	(742,358,629)	(461,717,844)
Net Finance (Cost) / Income		(350,051,879)	99,632,462	(331,867,850)	86,519,128
Share of Profit for Equity Accounted Investees	17	45,215,959	106,431,255	-	-
Profit Before Tax		688,797,466	709,148,832	291,562,186	503,327,774
Taxation	10	(190,706,967)	(86,579,993)	(94,399,793)	(72,114,547)
Profit for the year		498,090,499	622,568,839	197,162,393	431,213,227
Other Comprehensive Income					
Items that will not be reclassified to profit or loss					
Revaluation of Land		-	17,100,000	-	-
Actuarial Gain on Defined Benefit Plan	26	6,209,605	8,232,378	9,290,299	4,439,421
EAI- Share of OCI Defined Benefit Plan		(1,320,094)	8,764,121	-	-
EAI – Share of OCI of Revaluation		(25,911,545)	-	-	-
Deferred Tax effect on actuarial Loss on Defined Benefit Plans		(2,950,567)	(1,072,990)	(499,540)	(621,519)
Other Comprehensive Income for the Year, Net of Tax		(23,972,601)	33,023,509	8,790,759	3,817,902
Total Comprehensive Income for the Year		474,117,898	655,592,348	205,953,152	435,031,129
Profit Attributable to:					
Equity Holders of the Company		399,094,751	594,960,014	197,162,393	431,213,227
Non Controlling Interest		98,995,748	27,608,825	-	-
Profit for the Year		498,090,499	622,568,839	197,162,393	431,213,227
Total Comprehensive Income Attributable to :					
Owners of the Company		375,948,667	626,344,439	205,953,152	435,031,129
Non Controlling Interest		98,169,231	29,247,909	-	-
Total Comprehensive Income for the year		474,117,898	655,592,348	205,953,152	435,031,129
Earnings Per Share					
Basic Earnings Per Share (Rs.)	11.1	0.71	1.06	0.35	0.77
Diluted Earnings Per Share (Rs.)	11.2	0.71	1.06	0.35	0.77
Dividend Per Share (Rs)	11.3	0.20	-	0.20	-

Figures in brackets indicate deductions

The notes to the Financial Statements on pages 40 to 81 form an integral part of these Financial Statements.

STATEMENT OF FINANCIAL POSITION

AS AT 31ST MARCH	Note	GROUP		COMPANY	
		2023 Rs.	2022 Rs.	2023 Rs.	2022 Rs.
ASSETS					
Non-Current Assets					
Property, Plant and Equipment	12	2,489,176,630	2,538,407,084	1,712,462,773	1,720,579,479
Biological Assets	13	128,101,108	120,940,042	-	-
Intangible Assets	14	571,237,477	571,237,477	-	-
Right of use Assets	15	137,128,768	148,544,516	65,252,785	78,460,248
Investment In Subsidiaries	16	-	-	2,005,203,321	2,005,203,321
Investment In Equity Accounted Investees	17	1,026,032,877	1,008,048,557	-	-
TOTAL NON-CURRENT ASSETS		4,351,676,860	4,387,177,676	3,782,918,879	3,804,243,048
Current Assets					
Inventories	18	1,643,804,430	1,221,622,203	1,385,761,669	901,404,924
Trade and Other Receivables	19	1,033,077,949	1,183,903,072	916,839,502	1,045,443,823
Tax Recoverable	20	3,778,068	4,096,239	-	687,770
Amounts Due from Related Companies	21	125,708,422	77,487,743	213,984,635	59,966,275
Cash and Cash Equivalents	23	760,399,863	370,322,527	428,116,702	277,734,117
Assets held for sale	22	-	4,698,806	-	-
TOTAL CURRENT ASSETS		3,566,768,732	2,862,130,590	2,944,702,508	2,285,236,909
TOTAL ASSETS		7,918,445,592	7,249,308,266	6,727,621,387	6,089,479,957
EQUITY AND LIABILITIES					
Equity					
Stated Capital	24	1,194,452,950	1,194,452,950	1,194,452,950	1,194,452,950
Revaluation Reserve	25	239,485,514	266,925,387	119,253,743	119,253,743
Retained Earnings		2,516,689,084	2,225,650,544	2,107,779,879	2,014,176,727
Equity attributable to Owners of the Company		3,950,627,548	3,687,028,881	3,421,486,572	3,327,883,420
Non Controlling Interest		329,517,859	231,348,628	-	-
TOTAL EQUITY		4,280,145,407	3,918,377,509	3,421,486,572	3,327,883,420
Non – Current Liabilities					
Retirement Benefit Obligations	26	58,091,397	61,103,125	49,954,031	52,149,933
Loans and Borrowings	27.2	359,721,800	449,058,600	359,721,800	440,277,600
Lease Obligation	28	158,959,142	157,173,723	76,390,509	79,751,613
Deferred Tax Liability	29	178,899,987	138,223,265	122,114,017	105,250,172
TOTAL NON - CURRENT LIABILITIES		755,672,326	805,558,713	608,180,357	677,429,318
Current Liabilities					
Loans and Borrowings	27.1	1,742,708,247	1,647,129,690	1,731,333,600	1,328,936,043
Lease Obligation	28	31,892,296	30,236,375	17,171,992	16,578,496
Trade and Other Payables	30	764,184,832	762,673,481	672,087,408	667,777,859
Amounts Due to Related Companies	31	239,780,150	1,274,742	239,675,754	4,777,963
Dividend Payable		6,046,553	5,353,584	4,696,556	4,003,584
Income Tax Payable		96,992,431	75,913,126	32,989,148	62,093,274
Bank Overdraft	23	1,023,350	2,791,046	-	-
TOTAL CURRENT LIABILITIES		2,882,627,859	2,525,372,044	2,697,954,458	2,084,167,219
TOTAL LIABILITIES		3,638,300,185	3,330,930,757	3,306,134,815	2,761,596,537
TOTAL EQUITY AND LIABILITIES		7,918,445,592	7,249,308,266	6,727,621,387	6,089,479,957

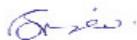
The notes to the Financial Statements on pages 40 to 81 form an integral part of these Financial Statements.

I certify that these Financial Statements have been prepared and presented in compliance with the requirement of the Companies Act No. 07 of 2007.



Dilshan Perera
Chief Financial Officer

The Board of Directors is responsible for preparation and presentation of these Financial Statements.
Approved and signed for and on behalf of the Board



Dr. S.R. Rajiyah
Director



S.V. Rajiyah
Director

11th August 2023
Colombo

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31ST MARCH	Equity Attributable to Owners			Non Controlling Interest	Total Equity
	Rs.	Rs.	Rs.		
Group					
Balance as at 1st April 2021	1,194,452,950	256,851,367	1,610,033,273	200,074,994	3,261,412,584
Profit for the Year	-	594,960,014	594,960,014	27,608,825	622,568,839
Other Comprehensive Income	-	16,554,255	14,830,170	1,639,084	33,023,509
Total Comprehensive Income	-	16,554,255	609,790,184	29,247,909	655,592,348
Realization on account at depreciation on revalued assets					
Transactions with Owners of the Company, Recognized Directly in Equity					
- Effect of change in percentage holdings in subsidiaries	-	(40,119)	(613,029)	(653,148)	-
- Disposal of subsidiary	-	-	-	1,372,577	1,372,577
- Realization of revaluation reserves from disposal of EAI	-	(5,606,484)	5,606,484	-	-
Total Transactions with Owners of the Company	-	(5,646,603)	4,993,455	2,025,725	1,372,577
Balance as at 31st March 2022	1,194,452,950	266,925,387	2,225,650,544	231,348,628	3,918,377,509
Balance as at 1st April 2022	1,194,452,950	266,925,387	2,225,650,544	231,348,628	3,918,377,509
Profit for the Year	-	399,094,751	399,094,751	98,995,748	498,090,499
Other Comprehensive Income-	-	(25,911,545)	2,765,461	(826,517)	(23,972,601)
Total Comprehensive Income	-	(25,911,545)	401,860,212	98,169,231	474,117,898
Realization on account of depreciation on revalued assets					
Transactions with Owners of the Company, Recognized Directly in Equity					
- Dividend Paid	-	-	(112,350,000)	(112,350,000)	(112,350,000)
Total Transactions with Owners of the Company	-	-	(112,350,000)	(112,350,000)	(112,350,000)
Balance as at 31st March 2023	1,194,452,950	239,485,514	2,516,689,084	329,517,859	4,280,145,407

The notes to the Financial Statements on pages 40 to 81 form an integral part of these Financial Statements.

STATEMENT OF CHANGES IN EQUITY (CONT.)

FOR THE YEAR ENDED 31ST MARCH	Stated Capital Rs.	Revaluation Reserve Rs.	Retained Earnings Rs.	Total Rs.
Company				
Balance as at 1st April 2021	1,194,452,950	119,253,743	1,579,145,598	2,892,852,291
Profit for the Year	-	-	431,213,227	431,213,227
Other Comprehensive Income	-	-	3,817,902	3,817,902
Total Comprehensive Income	-	-	435,031,129	435,031,129
Balance as at 31st March 2022	1,194,452,950	119,253,743	2,014,176,727	3,327,883,420
Balance as at 1st April 2022	1,194,452,950	119,253,743	2,014,176,727	3,327,883,420
Profit for the Year	-	-	197,162,393	197,162,393
Other Comprehensive Income	-	-	8,790,759	8,790,759
Total Comprehensive Income	-	-	205,953,152	205,953,152
Transactions with Owners of the Company, Recognized directly in Equity				
Dividend Paid	-	-	(112,350,000)	(112,350,000)
Total Transactions with Owners of the Company	-	-	(112,350,000)	(112,350,000)
Balance as at 31st March 2023	1,194,452,950	119,253,743	2,107,779,879	3,421,486,572

The notes to the Financial Statements on pages 40 to 81 form an integral part of these Financial Statements

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31ST MARCH	Note	Group		Company	
		2023 Rs.	2022 Rs.	2023 Rs.	2022 Rs.
Cash Flow from Operating Activities					
Profit Before Tax from continue operations		688,797,466	709,148,832	291,562,186	503,327,774
Adjustments for					
Depreciation on Property, Plant and Equipment	12.1	191,441,972	176,428,936	147,887,665	131,446,278
Gain on Disposal of Assets held for Sale	7	(1,108,154)	-	-	-
Fair Value Gain on Biological Assets	13	9,344,726	722,302	-	-
Amortization of Right to use Assets	15.1	22,814,299	21,050,843	13,207,463	11,531,942
Provision for Retirement Benefit Obligation	26	15,731,462	10,645,415	8,233,478	8,320,255
Provision for Obsolete Inventories	18.1	25,400,329	(17,516,322)	5,700,083	(22,220,021)
Provision for Trade and Other Receivables	19	2,468,621	959,535	426,398	856,132
Provision for Amount Due From Related Parties	21	353,587	(58,032)	353,587	(203,982)
Finance Income	9	(7,843,208)	(2,795,459)	(675,064)	(2,034,885)
Finance Expense	9	521,725,142	196,735,991	480,732,591	155,332,627
Dividend Income	7	(262,363)	(232,956)	-	-
Profit on Disposal of Property, Plant and Equipment	7	(39,338)	-	(39,338)	-
Share of Profit of Equity Accounted Investees		(45,215,959)	(106,431,255)	-	-
Profit on derecognition of investment in subsidiary		-	(4,713,378)	-	-
Operating Profit Before Working Capital Changes		1,423,608,582	983,944,452	947,389,049	786,356,120
Working Capital Changes					
(Increase)/Decrease in Inventories	18	(447,582,556)	(350,072,773)	(490,056,828)	(216,433,143)
(Increase)/Decrease in Trade and Other Receivables	19	148,356,502	(189,840,739)	128,865,693	(161,037,354)
(Increase)/Decrease in Due from Related Parties	21	(48,574,266)	(12,400,018)	(154,371,947)	4,760,823
Increase/(Decrease) in Trade and Other Payables	30	2,204,322	406,865,763	21,173,394	383,627,125
Increase/(Decrease) in Due to Related Parties	31	238,505,408	255,751	234,897,791	(22,589,716)
Cash Generated from Operations		1,316,517,992	838,752,436	687,897,152	774,683,855
Interest Paid		(493,406,382)	(149,386,288)	(465,142,187)	(124,005,977)
Tax Paid		(131,583,336)	(1,378,940)	(118,411,995)	(904,811)
Payment of Retirement Benefit Obligation	26	(12,533,585)	(5,459,826)	(6,037,577)	(3,668,460)
Net Cash Flows Generated from / (Used in) Operating Activities		678,994,689	682,527,382	98,305,393	646,104,607
Cash Flows from Investing Activities					
Acquisition of Property, Plant and Equipment	12.1	(142,211,519)	(586,450,270)	(139,770,959)	(557,344,130)
Acquisition of Biological Assets	13	(16,505,792)	(12,222,570)	-	-
Proceeds from Disposal of Property, Plant and Equipment		39,338	-	39,338	-
Investments in Existing Subsidiaries		-	-	-	(92,219,600)
Investment in equity accounted investees		-	(98,400,000)	-	-
Interest Received		7,843,208	2,795,459	675,064	2,034,885
Proceeds from disposal of assets held for Sale		5,806,960	-	-	-
Dividends Received		262,363	232,956	-	-
Disposal of subsidiaries net of cash		-	21,290,562	-	-
Net Cash (Generated from) / Used in Investing Activities		(144,765,442)	(672,753,863)	(139,056,557)	(647,528,845)
Cash Flows from Financing Activities					
Loans and Borrowings obtained during the period	27	6,464,777,522	6,507,848,359	5,732,777,800	5,732,848,363
Repayment of Loans and Borrowings	27	(6,458,739,572)	(6,337,385,704)	(5,410,936,043)	(5,521,000,000)
Repayment of Lease Obligations	28	(36,072,165)	(31,222,211)	(18,358,008)	(15,466,967)
Dividend Paid		(112,350,000)	(28,026)	(112,350,000)	-
Net Cash Flows Generated From/(Used) in Financing Activities		(142,384,215)	139,212,418	191,133,749	196,381,396
Net Increase/ (Decrease) in Cash and Cash Equivalents		391,845,032	148,985,937	150,382,585	194,957,159
Cash and Cash Equivalents at the beginning of the Period		367,531,481	218,545,544	277,734,117	82,776,958
Cash and Cash Equivalents at the End of the Period	23	759,376,513	367,531,481	428,116,702	277,734,117

The notes to the Financial Statements on pages 40 to 81 form an integral part of these Financial Statements.

NOTES TO THE FINANCIAL STATEMENTS

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

1.1. Reporting Entity

Renuka Agri Foods PLC is a public quoted Company incorporated and domiciled in Sri Lanka under the Companies Act No. 17 of 1982, re registered under the Companies Act No. 07 of 2007. The registered office of the Company is located at No. 69, Sri Jinarathana Road, Colombo 2.

The consolidated financial statements of the Company as at and for the year ended 31st March 2023 comprise the Company and its subsidiaries (together referred to as the "Group" and individually as "Group entities").

The principal activities of the Company is manufacturing and sale of coconut related food products. Ceylon Forestry (Private) Limited and Ceylon Botanicals (Private) Limited are engaged in a business of planting timber species in identified plots of land & manage them till harvest and to purchase, buy, acquire, or take on lease or otherwise acquire land & other property for purpose of Group/ Company subject. Kandy Plantations Limited is engaged in business of cultivating coconut, producing organic coconut, green pepper and sale of coconut and copra. Coco Lanka (Private) Limited is engaged in sourcing, manufacturing and exporting of organic food products. Renuka Developments (Private) Limited is the organic certification licence holder and investment in plantation / farm of vertical integration projects. Matale Valley Plantations Limited is engaged in Plantation. Renuka Agri Organics Ltd, is engaged in manufacture and export of coconut based products.

1.2. Parent and Ultimate Parent Undertaking

The Company's immediate parent enterprise is Renuka Foods PLC, and the Company's ultimate parent is Renuka Holdings PLC which is incorporated in Sri Lanka.

1.3. Financial Year

Financial Statements of the Company and Group entities ends on 31st March.

2. BASIS OF PREPARATION

2.1. Statement of compliance

The Consolidated Financial Statements of the Group as at 31st March 2023 have been prepared in accordance with the Sri Lanka Accounting standards (SLFRS/LKAS) issued by the Institute of Chartered Accountants of Sri Lanka and the requirements of the Companies Act No. 7 of 2007.

The Consolidated Financial Statements were authorized for issue by the Board of Directors on 11th August 2023.

2.2. Basis of measurement

The Consolidated Financial Statements have been prepared on the historical cost basis except for the following material items in the statement of financial position:

- Biological assets are measured at fair value less costs to sell,
- Liability for defined benefit obligations is carried at the present value of the defined benefit obligations,
- Land and Buildings are carried at fair value.
- Assets held for sales are measured at fair value.

Land and buildings are measured at fair value less accumulated depreciation on buildings and impairment charged subsequent to the date of the revaluation.

Valuations are performed every 3-5 years (or frequently enough) to ensure that the fair value of a revalued asset does not differ materially from its carrying amount.

2.3. Functional and presentation currency

These Consolidated Financial Statements are presented in Sri Lankan rupees, which is the Company's functional currency. All financial information presented has been rounded to the nearest rupee unless otherwise indicated.

2.4. Use of estimates and judgments

The preparation of the consolidated financial statements in conformity with SLFRSs requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. Information about critical judgments in applying accounting policies that have significant effect on the amounts recognized in the Financial Statements is included in the following respective notes to the Financial Statements.

- Note No. 3.17 - Revenue Recognition
- Note No. 12.1 (b) – Revaluation of Land and Buildings
- Note No. 13 - deferring the fair value of biological assets on the basis of significant unobservable inputs.
- Note No. 14 - impairment test of goodwill
- Note No. 16.2 - acquisition of subsidiary: fair value of the consideration transferred (including contingent consideration) and fair value of the assets acquired and liabilities assumed, measured on a provisional basis.
- Note No. 26 - measurement of defined benefit obligations: key actuarial assumptions
- Note No. 29 - recognition of deferred tax assets: availability of future taxable profit against which deductible temporary difference and tax losses carried forward can be utilized

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment within the next financial year are included in respective notes to the Financial Statements.

2.4.1. Transfer pricing regulation

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

2.5. Going Concern

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

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

2.6 Changes in Significant Accounting Policies

The Group has initially adopted Definition of a Business (Amendments to SLFRS 3) from 1st April 2020. A number of other new standards are also effective from 01st April 2020, but they do not have a material effect on the Group's financial statements.

3. SIGNIFICANT ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these consolidated Financial Statements, and have been applied consistently by Group entities.

3.1. Basis of consolidation

The consolidated Financial Statements include the Financial Statements of the Company, its subsidiaries and other companies over which it has control. The Group's Financial Statements comprise of the consolidated Financial Statements of the Company and the Group which have been prepared in compliance with the group's accounting policies.

3.1.1. Business combinations

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

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

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

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

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

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

3.1.2. Subsidiaries

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

3.1.3. Non-controlling interests

Non - controlling interests (NCI) are measured at their proportionate share of the acquiree's identifiable net assets at the date of acquisition. Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as transactions with owners in their capacity as owners.

3.1.4. Loss of Control

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

3.1.5. Investment in equity-accounted investees

The Group's interests in equity-accounted investees comprise interests in associates. Associates are those entities in which the Group has significant influence, but not control over the financial and operating policies.

Interests in associate is accounted for using the equity method. It is initially recognized at cost, which includes transaction costs. Subsequent to initial recognition, the consolidated financial statements include the Group's share of the profit or loss and OCI of equity accounted investees, until the date on which significant influence or joint control ceases.

3.1.6. Transactions eliminated on consolidation

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

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

3.2 Foreign Currency

3.2.1 Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currencies of Group entities at exchange rates at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency at the exchange rate at that date.

Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated to the functional currency at the exchange rate at the date that the fair value was determined. Non-monetary items that are measured based on historical cost in a foreign currency are translated using the exchange rate at the date of the transaction. Foreign currency differences arising on translation are generally recognized in profit or loss.

However, foreign currency differences arising from the translation of the following items are recognised in OCI:

- Equity investments (except on impairment, in which case foreign currency differences that have been recognised in OCI are reclassified to profit or loss)

3.3 Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and financial liability or equity instrument of another entity. Receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

3.3.1 Recognition And Initial Measurement

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions 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 or minus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

3.3.2 Classification And Subsequent Measurement

3.3.2.1 Financial assets - On initial recognition

On initial recognition, a financial asset is classified as measured at:

- As measured at amortised cost;
- Fair Value Through Other Comprehensive Income (FVOCI);
- Fair Value Through Profit or Loss (FVTPL).

Financial assets are not reclassified subsequent to their initial recognition unless the Group 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.

AS MEASURED AT AMORTISED COST	<p>A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:</p> <ul style="list-style-type: none"> • 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. <p>The Group financial assets classified and measured at amortized cost are limited to its other receivables, short term investments, amounts due from related party and cash & cash equivalent.</p>
FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (FVOCI)	<p>The financial assets are measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:</p> <ul style="list-style-type: none"> • it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; 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. <p>On initial recognition of an equity investment that is not held for trading, the Group 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.</p> <p>FVOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Group recognizes interest income and impairment losses in the statement of profit and loss.</p>
FAIR VALUE THROUGH PROFIT OR LOSS (FVTPL)	<p>All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.</p> <p>Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the statement of profit and loss.</p>

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

33.22 Financial assets - Subsequent measurement and gains and losses

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.
DEBT INVESTMENTS AT FVOCI	These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On derecognition, gains and losses accumulated in OCI are reclassified to 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.
FINANCIAL ASSETS AT FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

33.23 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.

33.3 Derecognition

33.3.1 Financial Assets

The Group 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 either:
- Substantially all of the risks and rewards of ownership of the financial asset are transferred; or
- The Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

33.3.2 Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

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

Non-Derivative Financial Liabilities Measurement

A financial liability is classified as at Fair Value through Profit or Loss if it is classified as held-for-trading or is designated as such on initial recognition. Directly attributable transaction costs are recognized in profit or loss as incurred. Financial liabilities at FVTPL are

measured at fair value and changes therein, including any interest expense, are recognised in profit or loss. The Group classifies non derivative financial liabilities in to other financial liability category. The Group derecognises a financial liability when its contractual obligations are discharged, cancelled or expired. The Group has the following nonderivative financial liabilities: trade and other payables, bank overdrafts, loans and borrowings and financial guarantees. Such financial liabilities are recognised initially at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, these financial liabilities are measured at amortised cost using the effective interest method.

3.4 Measurement at Fair Value

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

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

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

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

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

34.1 Level 1

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

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

3.4.2 Level 2

If a market for a financial instrument is not active, then the Group establishes fair value using a valuation technique. Valuation techniques include using recent transactions between knowledgeable, willing parties (if available), reference to the current fair value of other instruments that are substantially the same, discounted cash flow analyses, credit models, option pricing models and other relevant valuation models. The chosen valuation technique makes maximum use of market inputs, relies as little as possible on estimates specific to the Group, incorporates all factors that market participants would consider in setting a price, and is consistent with accepted economic methodologies for pricing financial instruments. Inputs to valuation techniques reasonably represent market expectations and measures of the risk-return factors inherent in the financial instrument. The Group calibrates valuation techniques and tests them for validity using prices from observable current market transactions in the same instrument or based on other available observable market data. The best evidence of the fair value of a financial instrument at initial recognition is the transaction price, i.e. the fair value of the consideration given or received, unless the fair value of that instrument is evidenced by comparison with other observable current market transactions in the same instrument, i.e. without modification or repackaging, or based on a valuation technique whose variables include only data from observable markets. When transaction price provides the best evidence of fair value at initial recognition, the financial instrument is initially measured at the transaction price and any difference between this price and the value initially obtained from a valuation model is subsequently recognised in profit or loss on an appropriate basis over the life of the instrument but not later than when the valuation is supported wholly by observable market data or the transaction is closed out.

3.4.3 Level 3

Certain financial instruments are recorded at fair value using valuation techniques in which current market transactions or observable market data are not available. Their fair value is determined by using valuation models that have been tested against prices or inputs to actual market transactions and also using the best estimate of the most appropriate model assumptions. Models are adjusted to reflect the spread for bid and ask prices to reflect costs to close out positions, credit and debit valuation adjustments, liquidity spread and limitations in the models. Also, profit or loss calculated when such financial instruments are first recorded ('Day 1' profit or loss) is deferred and recognised only when the inputs become observable or on derecognition of the instrument.

3.5 Stated Capital

3.5.1 Ordinary shares

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options are recognized as a deduction from equity, net of any tax effects.

3.6 Property, Plant and Equipment

3.6.1 Recognition and Measurement

Land and Buildings are measured at fair value less accumulated depreciation and accumulated impairment loss and other items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the cost of materials and direct labor, any other costs directly attributable to bringing the assets to a working condition for their

intended use, the costs of dismantling and removing the items and restoring the site on which they are located. Purchased software that is integral to the functionality of the related equipment is capitalized as part of the equipment. When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

3.6.1.1 Revaluation Method

Land and buildings are measured at fair value less accumulated depreciation on buildings and impairment charged subsequent to the date of the revaluation. Where land and buildings are subsequently revalued, the entire class of such assets is revalued at fair value on the date of revaluation. Valuations are performed every 3-5 years (or frequently enough) to ensure that the fair value of a revalued asset does not differ materially from its carrying amount. Any revaluation surplus is recognized in other comprehensive income and accumulated in equity in the asset revaluation reserve, except to the extent that it reverses a revaluation decrease of the same asset previously recognized in the income statement, in which case the increase is recognized in the income statement. A revaluation deficit is recognized in the income statement, except to the extent that it offsets an existing surplus on the same asset recognized in the asset revaluation reserve.

Any gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized net within other income in profit or loss. Accumulated depreciation as at the revaluation date is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset.

Upon disposal, any revaluation reserve relating to the particular asset being sold is transferred to retained earnings.

3.6.2 Subsequent costs

The cost of replacing a part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within the part will flow to the Group, and its cost can be measured reliably. The carrying amount of the replaced part is derecognized. The costs of the day-to-day servicing of property, plant and equipment are recognized in profit or loss as incurred.

3.6.3 Depreciation

Items of property, plant and equipment are depreciated from the date they are available for use or, in respect of self-constructed assets, from the date that the asset is completed and ready for use.

Depreciation is calculated to write off the cost of items of property, plant and equipment less their estimated residual values using a straight-line basis over their estimated useful economic life. Depreciation is generally recognized in profit or loss, unless the amount is included in the carrying amount of another asset. Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term. Land is not depreciated.

Capital expenditure incurred in relation to fixed assets which are not completed as at the reporting date are shown as capital work-in-progress and is stated at cost. On completion, the related assets are transferred to property, plant and equipment. Depreciation on capital work-in-progress commences when the assets are ready for their intended use.

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

The estimated useful lives for the current and comparative years of significant items of property, plant and equipment are as follows:

Class of Assets	Useful Lifetime (Years)
Factory Buildings	40
Plant and machinery	10-20
Land Development	10-20
Electrical Installation	10
Workshop Tools	10
Laboratory Equipment	10
Factory Equipment	10
Office Equipment	10
Furniture and Fitting	10
Motor vehicle	05
Revalued Buildings	20-25

3.7 Intangible Assets and Goodwill

371 Goodwill

Goodwill that arises upon the acquisition of subsidiaries is included in intangible assets. Goodwill is measured at initial recognition in accordance with Note 3.1.1. Any goodwill that arises is tested annually for impairment.

3711 Subsequent Measurement

Goodwill is measured at cost less accumulated impairment losses. In respect of equity accounted investees, the carrying amount of goodwill is included in the carrying amount of the investment, and any impairment loss on such an investment is not allocated to any asset, including goodwill, that forms part of the carrying amount of the equity accounted investee.

372 Other intangible assets

Other intangible assets that are acquired by the Group and have finite useful lives are measured at cost less accumulated amortization and accumulated impairment losses.

373 Subsequent expenditure

Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognized in profit or loss as incurred.

3.8 Biological assets

Biological assets are measured at fair value less costs to sell, with any change therein recognized in profit or loss. Costs to sell include all costs that would be necessary to sell the assets, including transportation costs. Biological assets are classified as mature biological assets and immature biological assets. Mature biological assets are those that have attained harvestable specifications or are able to sustain regular harvests. Immature biological assets are those that have not yet attained harvestable specifications. Managed Timber, Tea, rubber, other plantations and nurseries are classified as biological assets. Biological assets are further classified as bearer biological assets and consumable biological assets. Bearer biological asset includes tea and trees, those that are not intended to be sold or harvested, however used to grow for harvesting agricultural produce from such biological assets. Consumable biological assets includes managed timber those that

are to be harvested as agricultural produce or sold as biological assets. The Group recognizes the biological assets when, and only when, the entity controls the assets as a result of past event, it is probable that future economic benefits associated with the assets will flow to the entity and the fair value or cost of the assets can be measured reliably.

The managed timber is measured on initial recognition and at the end of each reporting periods at its fair value less cost to sell in terms of LKAS 41. The cost is treated as approximation to fair value of young plants as the Impact on biological transformation of such plants to price during this period is immaterial. The fair value of timber trees are measured using DCF method taking in to consideration the current market prices of timber, applied to expected timber content of a tree at the maturity by an independence professional valuer. All other assumptions are given in Note 13 to the financial statements. The gain or loss arising on initial recognition of biological assets at fair value less cost to sell and from a change in fair value less cost to sell of biological assets are included in profit or loss for the period in which it arises.

3.9 Lease

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

As a Lessee

At commencement or on modification of a contract that contains a lease component, the Group allocate the consideration in the contract to each lease component on the basis of its relative stand- alone prices. However, for the lease of property the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group recognized a right of use asset and a lease liability at the lease commencement date. The right of use assets is initially measured at cost which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct cost incurred and an estimates of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentive received

The right of use asset is subsequently depreciated using straight- line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of lease term or the cost of the right of use asset reflects that the Group will exercise a purchase option. In that case the right of use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right if use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The Lease liability is initially measured at the present values of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the assets leased.

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

Lease payments included in the measurement of the lease liability comprise the following:

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date;
- Amounts expected to be payable under residual value guaranteed; and
- The exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise and extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortized cost using effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payments.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right of use asset or is recorded as profit or loss if the carrying amount of the right of use asset has been reduced to zero.

The Group presents right of use assets that do not meet the definition of investment property in 'right of use assets' and lease liabilities in 'lease liability' in the statement of financial position.

Short term leases and leases of low-value assets

The Group has elected not to recognize right of use assets and lease liabilities of leases of low-value assets and short-term leases. The group recognize the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

3.10 Premium paid on Leasehold premises

The premium paid by the subsidiary for leasehold premises represents prepaid rental charges which are amortized over 50 years, commencing from the second year of operation. With the initial adoption of SLFRS 16 - Leases, the premium paid for leasehold premises have been transferred to Right of Use Assets.

3.11 Inventories

Inventories are measured at the lower of cost and net realizable value. The cost of inventories includes expenditure incurred in acquiring the Inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. In the case of manufactured inventories and work in progress, cost includes an appropriate share of production overheads based on normal operating capacity. Cost incurred in bringing inventories to the present location and condition is recognized as follows.

- Raw Material - At cost determined at the factory on weighted average cost method
- Finished Goods - At factory cost of direct materials, direct labor and appropriate proportion of fixed production overheads at normal operating capacity.
- Goods in transit - At the actual cost
- Packing Material - At cost determined at the factory on weighted average cost method

- Harvested Crops - Inventory of harvested crop sold has been valued at realized price. Unsold harvested crop have been valued at estimated realizable value net of direct selling expenses. This basis has been adopted to recognize the profit/loss on perennial crops in the financial period of harvesting.

Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of completion and selling expenses.

3.12 Impairment

3.12.1 Financial assets

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future Cash flows of that asset that can be estimated reliably. Objective evidence that financial assets (including equity securities) are impaired can include default or delinquency by a debtor, restructuring of an amount due to the Group on terms that the Group would not consider otherwise, indications that a debtor or issuer will enter bankruptcy, or the disappearance of an active market for a security. In addition, for an investment in an equity security, a significant or prolonged decline in its fair value below its cost is objective evidence of impairment.

The Group follows 'simplified approach' for recognition of impairment loss allowance on Trade Receivables.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime expected credit losses (ECLs) at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

3.12.2 Non-financial assets

The carrying amounts of the Group's non-financial assets, other than biological assets, investment property, inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For goodwill, and intangible assets that have indefinite useful lives or that are not yet available for use, the recoverable amount is estimated each year at the same time. The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are 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. For the purpose of impairment testing, assets that cannot be tested individually 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 groups of assets.

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

For the purposes of goodwill impairment testing, goodwill acquired in a business combination is allocated to the group of CGUs that is expected to benefit from the synergies of the combination. This allocation is subject to an operating segment ceiling test and reflects the lowest level at which that goodwill is monitored for internal reporting purposes. The Group's corporate assets do not generate separate cash inflows. If there is an indication that a corporate asset may be impaired, then the recoverable amount is determined for the CGU to which the corporate asset belongs.

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis. An impairment loss in respect of goodwill is not reversed. In respect of other assets, impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

3.13 Employee benefits

3.13.1 Defined benefit plan-Gratuity

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior period; that benefit is discounted to determine its present value.

The retirement benefit obligation of the Group is based on the actuarial valuation using Projected Unit Credit (PUC) methods as recommended by Sri Lanka Accounting Standards (LKAS 19) Employee Benefits. The calculation is performed by individual actuary using the projected unit credit method. The assumptions based on which the results of the actuarial valuation was determined, are included in Note 26 to the Financial Statements.

The Group recognizes all actuarial gains and losses arising from the defined benefit plans immediately in the statement of comprehensive income. The liability is disclosed under non-current liabilities in the statement of financial position and not externally funded. However, as per the Payment of Gratuity Act No. 12 of 1983 the liability to an employee arises only on completion of 5 years of continued services.

When the benefits of Plan are changed or when a Plan is curtailed, the resulting change in benefits that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The company recognise gain or losses on the settlement of a defined plan when the settlement occur.

3.13.2 Defined contribution plan-Employee Provident Fund and Employee Trust Fund

All employees who are eligible for Employees Provident Fund contribution and Employees Trust Fund contribution are covered by relevant contribution funds in line with respective statutes and regulations. The Group contributes 12 % and 3% of gross emoluments of employees to Employees' Provident Fund and Employees' Trust Fund respectively.

3.14 Provisions

A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated

reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pretax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost.

3.15 Commitments and Contingent Liabilities

Contingent Liabilities are possible obligations whose existence will be confirmed only by occurrence or nonoccurrence of uncertain future events not wholly within the control of the Group or present obligations where the transfer of economic benefits is not probable or cannot be reliably measured. Capital Commitment and Contingent Liabilities of the Company and the Group are disclosed in the respective notes to the Financial Statements.

3.16 Events after the Reporting Period

The materiality of the events after the reporting period has been considered and appropriate adjustments and provisions have been made in the Financial Statements wherever necessary.

3.17 Revenue

SLFRS 15 "Revenue from Contracts with Customers" outlines a single comprehensive model of accounting for revenue arising from contracts with customers and supersedes current revenue recognition guidance found across several Standards and Interpretations within SLFRS. It establishes a new five-step model that will apply to revenue arising from contracts with customers.

Step 1: Identify the contract(s) with a customer: A contract is defined as an agreement between two or more parties that create enforceable rights and obligations and sets out the criteria for each of those rights and obligations.

Step 2: Identify the performance obligations in the contract: A performance obligation in a contract is a promise to transfer a good or service to the customer that is distinct.

Step 3: Determine the transaction price: Transaction price is the amount of consideration to which the entity expects to be entitled to in exchange for transferring the promised goods and services to a customer, excluding amounts collected from third parties.

Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the entity will allocate the transaction price to each performance obligation in an amount that depicts the consideration to which the entity expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue when (or as) the entity satisfies a performance obligation.

3.18 Finance income and finance costs

Finance Income comprises interest income on funds invested recognized in profit or loss using the effective interest method. Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognized in profit or loss using the effective interest method. Foreign currency gains and losses on financial assets and financial liabilities are reported on a net basis as either finance income or finance cost depending on whether foreign currency movements are in a net gain or net loss position. Dividend income recognized when the right to receive the dividend is established.

3.19 Income tax

Tax expense comprises current and deferred tax. Current tax and deferred tax is recognized in profit or loss except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

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

3.19.1 Current tax

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. Current tax payable also includes any tax liability arising from the declaration of dividends.

3.19.2 Deferred tax

Deferred tax is recognized 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 is not recognized for:

- Temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- Temporary differences related to investments in subsidiaries, associates and jointly controlled entities to the extent that the Group is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future; and
- Taxable temporary differences arising on the initial recognition of goodwill.

The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities. For investment property that is measured at fair value, the presumption that the carrying amount of the investment property will be recovered through sale has not been rebutted.

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 substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilized. 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 be realized.

3.20 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 received is classified as investing cash flows for the purpose of presenting Statement of Cash Flows.

3.21 Earnings per share

The Group presents basic and diluted earnings per share (EPS) data 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.

3.22 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 policies/decisions of the other, irrespective of whether a price is charged.

3.23 Segment Reporting

Segment results that are to the Group's CEO (the Chief Operating decision maker) include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Unallocated items comprise mainly corporate assets, head office expenses and tax assets and liabilities.

3.24 Comparative Information

The comparative information is re-classified wherever necessary to conform with the current year's presentation in order to provide a better presentation.

3.25 Discontinued operation

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which:

- represents a separate major line of business or geographic area of operations;
- is part of a single coordinated plan to dispose of a separate major line of business or geographic area of operations; or
- is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs at the earlier of disposal or when the operation meets the criteria to be classified as held-for-sale.

When an operation is classified as a discontinued operation, the comparative statement of profit or loss and OCI is re-presented as if the operation had been discontinued from the start of the comparative year.

4. DETERMINATION OF FAIR VALUES

A number of the Group's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. Fair values have been determined for measurement and/or disclosure purposes based on the following methods. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

4.1 Biological assets

The fair value of immature timber plantations is based on the present value of the net cash flows expected to be generated by the plantation at maturity.

4.2 Inventories

The fair value of inventories acquired in a business combination is determined based on the estimated selling price in the ordinary course of business less the estimated costs of completion and sale, and a reasonable profit margin based on the effort required to complete and sell the inventories.

4.3 Equity and debt securities

The fair value of equity and debt securities is determined by reference to their quoted closing bid price at the reporting date, or if unquoted, determined using a valuation technique. Valuation techniques employed include market multiples and discounted cash flow analysis using expected future cash flows and a market

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

related discount rate. The fair value of held-to-maturity investment is determined for disclosure purposes only.

44 Trade and other receivables

The fair values of trade and other receivables are estimated at the present value of future cash flows, discounted at the market rate of interest at the measurement date. Short-term receivables with no stated interest rate are measured at the original invoice amount if the effect of discounting is immaterial. Fair value is determined at initial recognition and, for disclosure purposes, at each annual reporting date.

5. New standards and interpretation not yet adopted as at reporting date

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

- Amendments to LKAS 8 - Definition of Accounting Estimates
- Amendments to LKAS 12 - Deferred tax related to Assets & Liabilities arising from a single transaction
- Amendments to LKAS 1 and IFRS Practice Statement 2 - Disclosure of Accounting Policies
- Amendments to LKAS 1 - Classification of Liabilities as Current or Non Current
- SLFRS 17 - Insurance Contracts

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

FOR THE YEAR ENDED 31ST MARCH	GROUP		COMPANY	
	2023 Rs.	2022 Rs.	2023 Rs.	2022 Rs.
6. REVENUE				
Export Sales	6,240,331,058	4,929,257,542	4,711,055,213	4,000,043,527
Local Sales	971,671,567	761,977,028	892,537,551	692,356,931
	7,212,002,625	5,691,234,570	5,603,592,764	4,692,400,458
7. OTHER OPERATING INCOME / (EXPENSES)				
Gain disposal of Asset held for sale	1,108,154			
Fair Value Loss on Biological Assets	(9,344,726)	(722,302)	-	-
Profit on Sale Property, Plant & Equipment	39,338	-	39,338	-
Dividend Income	262,363	232,956	-	-
Sundry Income	2,712,698	10,558,338	-	-
	(5,222,173)	10,068,992	39,338	-
8. PROFIT FROM OPERATIONS				
Is stated after charging all expenses including the following				
Director's & Key Management Personnel Remuneration	99,687,680	63,990,110	99,687,680	55,696,270
Auditors' Services	2,509,400	1,356,600	1,500,000	957,600
Non Audit Services (KPMG)	342,000	630,413	342,000	285,000
Depreciation on Property, Plant and Equipment	191,441,972	176,428,936	147,887,665	131,446,278
Amortization on Right of Use Assets	22,814,299	21,050,843	13,207,463	11,531,942
(Reversal) /Provision for Obsolete Inventories	(25,400,329)	(17,516,322)	5,700,083	(22,220,021)
Personnel Costs (Note 8.1)	683,174,114	586,976,583	578,041,991	510,077,068
8.1 PERSONNEL COSTS				
Salaries, Wages and Related Expenses	616,159,527	539,685,165	522,779,751	467,735,708
Defined Contribution Plan Costs - EPF and ETF	51,283,125	36,646,003	42,130,266	34,021,106
Defined Benefit Plan Costs - Retirement Benefit Obligation	15,731,462	10,645,415	13,131,974	8,320,254
	683,174,114	586,976,583	578,041,991	510,077,068

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

FOR THE YEAR ENDED 31ST MARCH	GROUP		COMPANY	
	2023 Rs.	2022 Rs.	2023 Rs.	2022 Rs.
9. NET FINANCE COST				
9.1 Finance Income				
Interest on - Call Deposit	2,066,629	1,854,954	369,591	1,339,851
- Savings Accounts	371,242	940,505	342,953	695,034
- Inter Company Loans	5,405,337	-	5,513,215	-
Exchange Gain	421,313,790	587,148,998	404,265,020	546,202,087
	429,156,998	589,944,457	410,490,779	548,236,972
9.2 Finance Cost				
Interest on - Bank Loans	(414,582,871)	(136,788,877)	(386,363,353)	(122,999,068)
- Bank Overdraft	(3,483,039)	(429,400)	(3,248,257)	(426,439)
- Lease	(13,701,983)	(10,644,397)	(5,745,816)	(3,715,279)
- Inter Company Loans	-	-	(66,799,553)	-
- Pawning Credit Loans	(8,731,028)	(8,443,477)	(8,731,027)	(580,470)
-Other	(3,750)	(6,750)	-	-
Inter company	(66,809,501)	(2,506)	-	-
Exchange Loss	(271,896,705)	(333,996,588)	(271,470,623)	(333,996,588)
	(779,208,877)	(490,311,995)	(742,358,629)	(461,717,844)
	(350,051,879)	99,632,462	(331,867,850)	86,519,128
10. TAXATION				
Income Tax Charge for the Year (Note 10.1)	134,436,960	61,963,744	55,267,343	47,981,048
Capital Gain Tax on Disposal of Investments	-	65,000	-	-
Under/ (Over) Provisions in Respects of Previous Years	18,543,852	(515,766)	22,768,145	-
Deferred Tax Provision/(Reversal) for the Year (Note 29.4)	37,726,155	25,067,015	16,364,305	24,133,499
	190,706,967	86,579,993	94,399,793	72,114,547
10.1 Reconciliation Between Accounting Profit and Taxable Income				
Profit Before Tax	688,797,466	709,148,832	291,562,189	503,327,774
Share of Results of Equity Accounted Investees	(45,215,959)	(105,618,480)	-	-
Other Consolidation Adjustments	-	(8,906,314)	-	-
Profit Before Income Tax Before Adjustments	643,581,507	594,624,038	291,562,189	503,327,774
Aggregate Disallowable Expenses	453,950,233	275,651,777	406,858,045	177,818,259
Aggregate Allowable Expenses	(220,710,746)	(301,987,797)	(150,923,105)	(252,174,618)
Aggregate Other Income	(3,628,674)	(2,925,608)	-	(2,034,885)
Aggregate Exempt Income	(102,546,181)	(11,855,590)	(102,546,181)	(686,401)
Statutory Income/(loss) from Business	770,646,139	553,506,820	444,950,948	426,250,130
Taxable Aggregate Other Income	12,303,017	2,694,110	5,882,806	1,348,484
Total Statutory Income	782,949,156	556,200,930	450,833,754	427,598,614
Tax Loss Claimed during the Year	-	(131,148,190)	-	(100,958,603)
Tax Losses incurred during the year	(87,091,046)	-	(87,091,046)	-
Taxable Income	695,858,110	425,052,740	363,742,708	326,640,011
Income Tax at 30%	49,154,631	-	882,421	-
Income Tax at 24%	1,025,779	590,677	705,937	323,636
Income Tax at 15%	53,678,985	-	53,678,985	-
Income Tax at 14%	-	51,426,965	-	8,675,147
Income Tax at 18%	30,577,565	9,946,102	-	38,982,265
	134,436,960	61,963,744	55,267,343	47,981,048
10.2 Tax Losses				
Tax Losses Brought Forward	110,353,434	240,508,577	-	99,965,556
Adjustments for the Tax Loss	-	993,047	-	993,047
Tax Losses incurred during the year	87,091,046	-	87,091,046	-
Tax Losses Utilised	(91,035,525)	(131,148,190)	(87,091,046)	(100,958,603)
Tax Losses Carried Forward	106,408,955	110,353,434	-	-

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

10. TAXATION (CONTINUED)

10.3 Income tax rates applicable to the Company and Its subsidiaries

10.3.1 The Company

In terms of the agreement with the Board of Investment of Sri Lanka (BOI), business profit of the Company is exempted from income tax for a period of 12 years from the date of commencement of its business, which came to an end in the year of assessment 2011/12. Subsequently the said exemption period was extended for another 3 years of assessment ending 2014/15 by a supplementary agreement. After the expiration of said tax exemption period, the Company will be liable for taxation at the rate of 12%. In terms of section 59 L of the Inland Revenue Act No. 10 of 2006, the Renuka Agri Foods PLC was entitled to a 50% tax credit on the income tax liability of the business of food processing (both export and local sales).

The Departments of Inland Revenue has issued a notice No. PM/IT/2020-03 (Revised) dated 8 April 2020, proposing to amend the existing Inland Revenue Act, No 24 of 2017 effective from 1 January 2020. Proposed notice also provides concessionary tax rate for specific businesses at 14% and income tax exemptions to agro-processing & manufacturing and agro-farming respectively.

According to the recent amendments, Profits from Export business income, Local Business income and other income liable for income tax at the rate of 14%, 18% & 24% respectively up to 30th September 2022 and 15% , 30% w.e.f. 1st October 2022.

10.3.2 Subsidiaries

a) Renuka Developments (Private) Limited

According to the agreements entered into with Board of Investment of Sri Lanka, the profit and income of the Company were exempted from income tax for a period of five (5) years. This tax holiday period expired on 31st March 1999.

From the year of assessments 2006/2007, under section 16 of the Inland Revenue Act No. 10 of 2006, the Company's profit was exempted from income tax for a period of five years. This tax holiday period expired on 31st March 2011. The Company is liable to income tax at 12% on profit from agriculture from the year of assessment 2011/2012.

The Company is liable to income tax at the rate of 24% up to 30th September 2022 and & 30% w.e.f. 1st October 2022. (2022- 24%).

b) Renuka Agri Organics Limited

The enterprise shall be entitled for a tax exemption period of 4 years in terms of the Inland Revenue Act No. 10 of 2006 as amended by the Inland Revenue (amendment) Act No. 8 of 2012 (Section 16C). The year of assessment shall be reckoned from the year in which the enterprise commences to make profits or any year of assessment not later than 2 years reckoned from the date of commencement of commercial operations, whichever comes first as determined by the commissioner General of Inland Revenue.

This tax exemption period ended by year of assessment 2017/2018.

According to the recent amendments (notice No. PM/IT/2020-03 (Revised) dated 8 April 2020) to the Inland Revenue Act, No 24 of 2017 Profit from Export business income, Local Business income and other income liable for income tax at the rate of 14% , 18% & 24% respectively up to 30th September 2022 and 15% , 30% w.e.f. 1st October 2022.

c) Ceylon Forestry (Private) Limited

In accordance with the provisions of section 17 of the Board of Investment of Sri Lanka law No. 4 of 1978, the Company is entitled

to the following exemptions/benefits with regard to income tax;

- (i) For a period of eight (08) years reckoned from the year of assessment as may be determined by the BOI, the profits and income of the Company is exempted from tax. For the above purpose, the year of assessment shall be reckoned from the year in which the Company commences to make profits or any year of assessment not later than two (02) years reckoned from the date of commencement of commercial operations whichever year is earlier, as specified in a certificate issued by the BOI, Sri Lanka.
- (ii) After the expiration of the aforesaid tax exemption period, referred to in sub clause (i) above, the profits and income of the Company shall for each year of assessment be charged at the rate of ten per centum (10%) for a period of two (2) years ("concessionary period") immediately succeeding the last date of the tax exemption period during which the profits and income of the Company is exempted from it.
- (iii) After the expiration of the aforesaid concessionary period referred to in sub clause (ii) above, the profits and income of the Company shall be charged for any year of assessment at the rate of 20%.

The Departments of Inland Revenue has issued a notice No. PM/IT/2020-03 (Revised) dated 8 April 2020, proposing to amend the existing Inland Revenue Act, No 24 of 2017 effective from 1 January 2020. Proposed notice also provides concessionary tax rate and income tax exemptions to agro-processing & manufacturing and agro-farming respectively.

However, other income would be liable to Income Tax at the rate of 24% up to 30th September 2022 and 30% w.e.f 1st October 2022.(2022-24%).

d) Kandy Plantations Limited

According to the agreement with the BOI of Sri Lanka, the Profits and Income of Kandy Plantations Ltd were exempted for a period of 5 years from the year of assessment in which the enterprise commence to make profit (i.e. 2003/2004). Accordingly, the said tax holiday period was expired on 31st March 2008.

However, the profit from agriculture of the Company continued to be exempted from income tax for further 3 year of assessments ending 2010/2011, under section 16 of the Inland Revenue Act No. 10 of 2006. This tax holiday was expired on 31st March 2011.

The Departments of Inland Revenue has issued a notice No. PM/IT/2020-03 (Revised) dated 8 April 2020, proposing to amend the existing Inland Revenue Act, No 24 of 2017 effective from 1 January 2020. Proposed notice also provides concessionary tax rate and income tax exemptions to agro-processing & manufacturing and agro-farming respectively.

However, other income would be liable to Income Tax at the rate of 24% up to 30th September 2022 and 30% w.e.f. 1st October 2022. (2022-24%) .

e) Coco Lanka (Private) Limited

The Departments of Inland Revenue has issued a notice No. PM/IT/2020-03 (Revised) dated 8 April 2020, proposing to amend the existing Inland Revenue Act, No 24 of 2017 effective from 1 January 2020. Proposed notice also provides concessionary tax rate and income tax exemptions to agro-processing & manufacturing and agro-farming respectively.

However, other income would be liable to Income Tax at the rate of 24% up to 30th September 2022 & 30% w.e.f. 1st October 2022. (2022 - 24%).

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

11. EARNINGS PER SHARE

11.1 Basic Earnings Per Share

The Computation of the basic earnings/(loss) per share is based on the profit/(loss) for the year attributable to ordinary shareholders for the year divided by the weighted average number of shares outstanding during the year and calculated as follows:

FOR THE YEAR ENDED 31ST MARCH	Group		Company	
	2023	2022	2023	2022
Profit for the period, attributable to Ordinary Shares (Rs.)	399,094,751	594,960,014	197,162,393	431,213,227
Weighted Average number of Ordinary Shares	561,750,000	561,750,000	561,750,000	561,750,000
Basic Earnings per Share (Rs.)	0.71	1.06	0.35	0.77

11.2 Diluted Earnings/(Loss) Per Share

The Computation of diluted earnings/(Loss) per share is based on profit/(Loss) attributable to ordinary shareholders for the year divided by the weighted average number of shares outstanding after adjusting for the effects of all dilutive potential ordinary shares.

FOR THE YEAR ENDED 31ST MARCH	Group		Company	
	2023	2022	2023	2022
Profit for the period, attributable to Ordinary Shareholders (Rs.)	399,094,751	594,960,014	197,162,393	431,213,227
Weighted Average number of Ordinary Shares	561,750,000	561,750,000	561,750,000	561,750,000
Diluted Earnings per Share (Rs.)	0.71	1.06	0.35	0.77

There was no dilution of ordinary shares outstanding at any time during the year. Therefore, diluted earnings per share is the same as basic earning per share as shown in Note 11.1

FOR THE YEAR ENDED 31ST MARCH	Group		Company	
	2023	2022	2023	2022
11.3 Dividend Per Share				
Dividend Declared and Paid during the Year (Rs.)	112,350,000	-	112,350,000	-
Weighted Average Number of Ordinary Shares	561,750,000	561,750,000	561,750,000	561,750,000
Dividend Per Share (Rs.)	0.20	-	0.20	-

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

12 PROPERTY, PLANT AND EQUIPMENT
121 Group

Cost	Freehold Land		Factory Buildings		Plant and Machinery		Land Development		Furniture and Fittings		Electrical Installation		Workshop Tools		Laboratory Equipment		Factory Equipment		Office Equipment		Motor Vehicles		Software		Capital Work In Progress		Total			
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.		
As at 1st April 2021	357,593,000	691,549,857	1,627,608,654	20,678,825	31,503,781	174,463,388	118,701	6,229,566	177,325,806	20,593,811	84,637,340	-	18,244,975	3,210,547,704																
Additions/ Disposal During the Year	-	287,510,051	190,606,552	-	4,388,347	31,918,441	-	131,800	76,044,119	53,800	646,500	928,469	40,000	592,268,079																
Acquisition of subsidiary	17,100,000	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	17,100,000	
Disposals during the Year	(24,698,806)	-	-	-	(4,579)	-	-	-	-	(6,395)	-	-	-	(5,817,809)															(30,527,589)	
As at 31st March 2022	349,994,194	979,059,908	1,818,215,206	20,678,825	35,887,549	206,381,829	118,701	6,361,366	253,369,925	20,641,216	85,283,840	928,469	12,467,166	3,789,388,194																
As at 1st April 2022	349,994,194	979,059,908	1,818,215,206	20,678,825	35,887,549	206,381,829	118,701	6,361,366	253,369,925	20,641,216	85,283,840	928,469	12,467,166	3,789,388,194																
Additions During the Year	17,203,000	10,779,560	40,736,851	390,360	1,002,599	1,675,607	16,500	1,349,601	79,766,523	1,763,700	-	-	-	154,684,301																
Disposal During the Year	-	-	-	-	-	-	-	-	(39,338)	-	-	-	-	-															(39,338)	
Transfers during the Year	-	-	-	-	-	-	-	-	-	-	-	-	-	(12,433,444)															(12,433,444)	
As at 31st March 2023	367,197,194	989,839,468	1,858,952,057	21,069,185	36,890,148	208,057,436	135,201	7,710,967	333,097,110	22,404,916	85,283,840	928,469	33,722	3,931,599,713																
Depreciation																														
As at 1st April 2021	-	17,737,366	802,740,039	6,597,784	21,563,902	44,225,214	114,095	3,347,458	87,340,596	12,156,357	78,739,275	-	-	1,074,562,086																
Charge for the Year	-	21,366,047	114,204,915	338,237	1,293,630	16,521,266	115	438,952	16,930,111	505,327	4,822,457	7,879	-	176,428,936																
Disposals during the Year	-	-	-	-	(3,517)	-	-	-	-	(6,395)	-	-	-	(9,912)																
As at 31st March 2022	-	39,103,413	916,944,954	6,936,021	22,854,015	60,746,480	114,210	3,786,410	104,270,707	12,655,289	83,561,732	7,879	-	1,250,981,110																
As at 1st April 2022	-	39,103,413	916,944,954	6,936,021	22,854,015	60,746,480	114,210	3,786,410	104,270,707	12,655,289	83,561,732	7,879	-	1,250,981,110																
Charge for the Year	-	27,512,850	120,039,226	415,301	1,549,856	19,050,698	1,409	477,385	20,752,173	485,903	1,095,860	100,650	-	191,481,311																
Disposals during the Year	-	-	-	-	-	-	-	-	(39,338)	-	-	-	-	(39,338)																(39,338)
As at 31st March 2023	-	66,616,263	1,036,984,180	7,351,322	24,403,871	79,797,178	115,619	4,263,795	124,983,542	13,141,192	84,657,592	108,529	-	1,442,423,083																
Written Down Value																														
As at 31st March 2023	367,197,194	923,223,205	821,967,877	13,717,863	12,486,277	128,260,258	19,582	3,447,172	208,113,568	9,263,724	626,248	819,940	33,722	2,489,176,630																
As at 31st March 2022	349,994,194	939,956,495	901,270,252	13,742,804	13,033,534	145,635,349	4,491	2,574,956	149,099,218	7,985,927	1,722,108	920,590	12,467,166	2,538,407,084																

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

12 PROPERTY, PLANT AND EQUIPMENT
12.1 Company

	Freehold Lands		Factory Buildings		Plant and Machinery		Furniture and Fixings		Electrical Installation		Workshop Tools		Laboratory Equipment		Factory Equipment		Office Equipment		Motor Vehicle		Software		Capital Working Progress		Total				
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.		
Cost/ Revaluation																													
As at 1st April 2021	21,120,000	377,938,857	1,366,865,956	26,013,382	170,981,775	118,701	3,137,842	122,656,157	17,776,143	71,678,566	-	12,393,444	2,190,680,823																
Additions/Disposal During the Year	-	279,598,718	182,463,743	4,388,347	31,918,441	-	131,800	57,214,311	53,800	646,500	928,469	-	557,344,129																
As at 31st March 2022	21,120,000	657,537,575	1,549,329,699	30,401,729	202,900,216	118,701	3,269,642	179,870,468	17,829,943	72,325,066	928,469	12,393,444	2,748,024,952																
As at 1st April 2022	21,120,000	657,537,575	1,549,329,699	30,401,729	202,900,216	118,701	3,269,642	179,870,468	17,829,943	72,325,066	928,469	12,393,444	2,748,024,952																
Additions During the Year	17,203,000	10,779,560	40,736,851	687,464	648,910	16,500	1,349,601	79,033,734	1,748,120	-	-	(12,393,444)	139,810,297																
Disposal During the Year	-	-	-	-	-	-	-	(39,338)	-	-	-	-	(39,338)																
As at 31st March 2023	38,323,000	668,317,135	1,590,066,550	31,089,193	203,549,126	135,201	4,619,243	258,864,864	19,578,063	72,325,066	928,469	-	2,887,795,910																
Depreciation																													
As at 1st April 2021	-	9,319,892	674,343,882	20,074,174	42,582,605	114,095	2,469,626	70,234,832	10,523,091	66,336,998	-	-	895,999,195																
Charge for the Year	-	12,595,369	86,241,211	915,514	16,206,998	115	132,074	10,790,057	291,104	4,265,957	7,879	-	131,446,278																
As at 31st March 2022	-	21,915,261	760,585,093	20,989,688	58,789,603	114,210	2,601,700	81,024,889	10,814,195	70,602,955	7,879	-	1,027,445,473																
As at 1st April 2022	-	21,915,261	760,585,093	20,989,688	58,789,603	114,210	2,601,700	81,024,889	10,814,195	70,602,955	7,879	-	1,027,445,473																
Charge for the Year	-	18,647,314	91,922,238	1,174,245	18,803,658	1,409	170,507	15,736,560	274,559	1,095,863	100,650	-	147,927,003																
Disposal During the Year	-	-	-	-	-	-	-	(39,338)	-	-	-	-	(39,338)																
As at 31st March 2023	-	40,562,575	852,507,331	22,163,933	77,593,261	115,619	2,772,207	96,722,111	11,088,754	71,698,818	108,529	-	1,175,333,138																
Written Down Value																													
As at 31st March 2023	38,323,000	627,754,560	737,559,219	8,925,260	125,955,866	19,582	1,847,036	162,142,753	8,489,309	626,248	819,940	-	1,712,462,773																
As at 31st March 2022	21,120,000	635,622,314	788,744,606	9,412,041	144,110,613	4,491	667,942	98,845,579	7,015,748	1,722,111	920,590	12,393,444	1,720,579,479																

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

a. Fully depreciated property, plant and equipment still in use

Group

The gross carrying amount of fully depreciated property, plant and equipment still in use as at 31st March 2023 is Rs. 425,257,582 (2022- Rs. 279,693,804/-).

Company

The gross carrying amount of fully depreciated property, plant and equipment still in use as at 31st March 2023 is Rs.405,272,502 (2022- Rs. 259,693,804/-).

b. Revaluation of Land & Building - Method of Valuation

The Land and buildings of the companies were revalued as at 31st March 2020. The results of such revaluations were incorporated in these financial statements from its effective date, which is 31st March 2020. Fair value of the Land & Building was ascertained by an independent valuation carried out by Mr.A.A.M. Fathihu-FIV (Sri Lanka) as at 31st March 2020. Valuation was carried out in reference to Sri Lanka Accounting Standard LKAS 16 Property, Plant & Equipment and SLFRS 13 together with valuation standards.

All revaluations are based on market values and based on the aforesaid valuations. The Directors are of the view that market values as at 31st March 2023 have not materially changed from the values determined as at 31st March 2020. Kandy Plantations Ltd has revalued Matale land as at 31st March 2022. (Valuation carried out by Mr.A.A.M. Fathihu - FIV (Sri Lanka))

Company	Location	Last Revaluation		Fair Value as at 31.03.2023			No. of Buildings	Level of Fair Value Hierarchy
		Date	Land Extent	Land	Buildings	Rs.		
Renuka Agri Foods PLC	Unagahadeniya	31 st March 2020	0A-1R-30.4P	21,120,000	903,000	1	Level 3	
	Wathupitiwala	31 st March 2020	0A-3R-30P	17,203,000	626,851,561	11	Level 3	
Renuka Developments (Pvt) LTD	Unagahadeniya	31 st March 2020	1A-3R-23.3P	75,825,000	22,683,624	7	Level 3	
	Giriulla	31 st March 2020	-	-	7,627,050	3	Level 3	
Kandy Plantations LTD	Matale	31 st March 2022	20A-0R-18P	72,601,194	-	-	Level 3	
Coco Lanka (Pvt) Ltd	Puttalam	31 st March 2020	165A-1R-05.00P	180,448,000	9,354,253	5	Level 3	
Renuka Agri Organics Ltd	Wathupitiwala	31 st March 2020	-	-	255,803,718	3	Level 3	

Valuation technique and significant unobservable inputs

Valuation techniques	Significant unobservable inputs	Inter - relationship between Significant unobservable inputs and fair value measurement
Market comparable method ; this method considers the selling price of a similar property within a reasonably recent period of time in determining the fair value of the property being revalued. This involves evaluation of recent active market prices if similar assets, making appropriate adjustments for differences in size, nature, location, condition of specific property in this process outlier transactions,indicative of particularly motivated buyers or sellers are too compensated for, since the price may not adequately reflect the fair market value.	Price per perch for Land Price per square fact Depreciation rate	Estimated fair value would Increase/(decrease) if; Price per perch increases/(decreases) Price per square foot increases/(decreases) Depreciation rate for building increases/ (decreases)

Company	Location	Market Value as at 31 st March 2023 (Rs.)	Extent	Land			Building			
				Perch Per Value (Rs.)	Increase +10% (Rs.)	Decrease -10% (Rs.)	Market Value as at 31 st March 2023 (Rs.)	Price per Sq. Ft. (Rs.)	Increase +10% (Rs.)	Decrease -10% (Rs.)
Renuka Agri Foods PLC	Unagahadeniya	21,120,000	0A-1R-30.40P	300,000	2,112,000	(2,112,000)	903,000	750-3000	90,300	(90,300)
	Wathupitiwala	17,203,000	0A-3R-30P	300,000	1,720,300	(1,720,300)	626,851,561	750-3000	62,685,156	(62,685,156)
Renuka Developments (Pvt) LTD	Unagahadeniya	75,825,000	1A-3R-23.30P	250,000	7,582,500	(7,582,500)	22,683,624	750-3000	2,268,362	(2,268,362)
	Giriulla	-	-	-	-	-	7,627,050	750-3000	762,705	(762,705)
Kandy Plantations LTD	Matale	72,601,194	20A-0R-18P	21,875	7,260,119	(7,260,119)	-	-	-	-
Coco Lanka (Pvt) Ltd	Puttalam	180,448,000	165A-1R-05.00P	7,187	18,044,800	(18,044,800)	9,354,253	750-3000	935,425	(935,425)
Renuka Agri Organics Ltd	Wathupitiwala	-	-	-	-	-	255,803,718	750-3000	25,580,371	(25,580,371)

c. The carried amount of the revalued assets that would have been included in the Financial Statements had the assets being carried at cost are as follows.

Company	As at 31.03.2023			As at 31.03.2022		
	Cost Rs.	Accumulated Depreciation Rs.	Carrying Amount Rs.	Cost Rs.	Accumulated Depreciation Rs.	Carrying Amount Rs.
Land	38,631,000	-	38,631,000	21,428,000	-	21,428,000
Building	707,468,399	115,545,010	591,923,390	696,688,839	96,897,695	599,791,144
Group						
Land	21,428,000	-	21,428,000	21,428,000	-	21,428,000
Building	989,839,468	57,750,727	932,088,741	979,059,908	39,103,413	939,956,495

d. There were no temporarily idle property, plant & equipments as at the reporting date.

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

e. Group

During the financial year, the Group acquired Property, Plant and Equipment to the aggregate value of Rs.154,644,963/- (2022 - Rs. 592,268,079/-). Cash payments amounting to Rs.154,644,963/- (2022 - Rs. 592,268,079/-) were made during the year for purchase of Property, Plant and Equipment.

Company

During the financial year, the Company acquired Property, Plant and Equipment to the aggregate value of Rs. 139,770,959/- (2022 - Rs. 557,344,129/-). Cash payments amounting to Rs. 139,770,959/- (2022 - Rs. 557,344,129/-) were made during the year for purchase of Property, Plant and Equipment.

- f. There were no restrictions on the title of the Property, Plant & Equipments as at 31 March 2023 other than disclosed in Note 27.
- g. There were no items of Property, Plant & Equipment pledged as security as at 31 March 2023 other than disclosed in Note 27.
- h. The capital work in progress represents projects in progress.
- i. During the year under review, the group has not capitalized any borrowing cost.
- j. Each company in the Group has evaluated both internal and external indicators of impairment of long lived assets and has not identified presence of any of such indicators at the end of the financial year.

13. BIOLOGICAL ASSETS

AS AT 31ST MARCH	GROUP		COMPANY	
	2023 Rs.	2022 Rs.	2023 Rs.	2022 Rs.
Balance as at the Beginning	120,940,042	109,439,774	-	-
Additions During the Year	16,505,792	12,222,570	-	-
Gain on Fair Value During the year	(9,344,726)	(722,302)	-	-
Balance at the End	128,101,108	120,940,042	-	-

Represented by	GROUP		COMPANY	
	2023 Rs.	2022 Rs.	2023 Rs.	2022 Rs.
Biological Assets at fair value (Note 13.1)	54,076,741	62,331,124	-	-
Biological Assets at cost less	71,454,801	56,221,752	-	-
Immature pepper plantation	2,569,566	2,387,166	-	-
	128,101,108	120,940,042	-	-

13.1 Biological Assets at Fair value

Biological Assets as at 31st March 2023 consists of Ceylon Forestry (Pvt) Limited's investments made for Teak and Mahogany Plants, Kandy Plantations Limited's investment in Coconut Plant Nursery and Coco Lanka (Private) Ltd, Investments made on Chashew and timber plants.

13.1.1 Ceylon Forestry (Private) Limited

The biological asset is on leased land owned by Ceylon Botanicals (Private) Limited (a subsidiary company of the ultimate holding Company Renuka Holdings PLC), for which rent has been paid by Ceylon Forestry (Private) Limited. The total extent of the land is 67A-3R-03.00P. The timber planted area is 42 acres and pepper is 05 acres. Number of Timber Trees are 13,997 Last year and Pepper trees are 3,500.

Managed trees include commercial teak timber plantations and pepper plantation cultivated on the estates in Matale. The cost of immature trees up to 5 years from planting are treated as approximate fair value particularly on the grounds of little biological transformation has taken place and impact of the biological transformation on price is not material.

When such plantation become mature, the additional investment since taken over to bring them to maturity are transferred from immature to mature.

The fair value of managed Timber trees was ascertained in accordance with LKAS 41 - "Agriculture" which is applicable only for managed agricultural activity in terms of the ruling issued by the Institute of Chartered Accountants of Sri Lanka. The Valuation was carried out by an independent Chartered Valuation Surveyor Mr. W.M. Chandrasena FIV (SL) MRICS (UK) using discounted Cash Flows (DCF) method.

Valuation of biological assets are considered as a level III valuation, and details of the valuation are given below.

13.1.2 Coco Lanka (Private) Limited

The biological assets is on the land acquired by Coco Lanka (Private) Limited. The total extent of the land is 165 Acres. Managed trees include commercial Teak timber plantations and coconut nursery on the estate in Puttalam. The cost of immature trees up to 5 years from planting are treated as approximate fair value particularly on the grounds of little biological transformation has taken place and impact of the biological transformation on price is not material.

When such plantation become mature, the additional investment since taken over to bring them to maturity are transferred from immature to mature.

The fair value of managed trees (Timber) was ascertained in accordance with LKAS 41 - "Agriculture". The Valuation was carried out by an independent Chartered Valuation Surveyor Mr. W.M. Chandrasena FIV (SL) MRICS (UK), Chartered valuation surveyor using discounted Cash Flows (DCF) method.

Valuation of biological assets at fair value are considered as a level III valuation, and details of the valuation are given below

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

13.13 Key assumptions used in valuation are as follows

Variable	Comment
Growth Pattern	Corresponding to relevant height are based on published international growth pattern and adjusted to suit local conditions.
Time period of maturity	Each verify is estimated based on current age of trees, existing diameter of the trees, soil conditions, area, by using marginal increase of different species.
Selling Price	Considered that the timber plantation on maturity is solely for sale in log form and rate will be adopted accordingly. Price range per cu. Ft. is Rs. 800/- to Rs. 1,350/- (2022 – Rs.650/- to Rs. 1,000/-)
Discount Rate	Future cash flows are discounted at the rate of 19.0% (2021 / 22 -14.50%)

The valuations, as presented in the external valuation models based on net present values, take into account the long-term exploitation of the timber plantation. Because of the inherent uncertainty associated with the valuation at fair value of the biological assets due to the volatility of the variables, their carrying value may differ from their realizable value. The Board of Directors retains their view that commodity markets are inherently volatile and that long-term price projections are highly unpredictable. Hence, the sensitivity analysis regarding selling price and discount rate variations as included in this note allows every investor to reasonably challenge the financial impact of the assumptions used in the LKAS 41 against his own assumptions.

When performing an appraisal, there are four primary factors, species, size condition and location. Plants structure and health are almost similar in all the districts with minor variations in growth pattern.

The plantation is an asset of the company and not a stock in trade. Timber yields have been adjusted to reflect volumes as reported.

Quantity allowance does not apply in the principal of valuation. Timber trees will be valued individually.

Inter-relationship between key unobservable inputs and fair value measurement:

13.14 Sensitivity Analysis

Sensitivity variation on sales price

The estimated average future sales price of timber may increase or decrease within a +10% to -10% range.

The risk-adjusted discount rate of 19% may stimulate an increase or a decrease between the ranges +1% to -1%

Values as appearing in the Statement of Financial Position are very sensitive to price changes with regard to the average sales prices applied. Simulations made for timber, shows that an increase or a decrease by 10% of the estimated future selling price has the following effect on the net present value of biological assets:

Sales price fluctuation	+10%	0	-10%
Managed Timber	Rs.	Rs.	Rs.
As at 31st March 2023	59,484,415	54,076,741	48,669,067
As at 31st March 2022	68,564,235	62,331,124	56,098,010

Sensitivity variation on discount rate

Values as appearing in the Statement of Financial Position are very sensitive to changes of the discount rate applied. Simulations made for timber, shows that an increase or a decrease by 1% of the estimated discount rate has the following effect on the net present value of biological assets:

Discount rate fluctuation	+1%	0	-1%
Manage Timber	Rs.	Rs.	Rs.
As at 31st March 2023	49,880,923	54,076,741	58,727,916
As at 31st March 2022	56,589,874	62,331,124	68,783,759

13.2 Biological Assets at cost less depreciation include coconut nursery. The nursery is for replant vacant areas of the plantation held by Kandy Plantations Ltd and Coco Lanka (private) Limited.

AS AT 31ST MARCH	GROUP		COMPANY	
	2023 Rs.	2022 Rs.	2023 Rs.	2022 Rs.
14. INTANGIBLE ASSETS				
Goodwill on Acquisition (Note 14.1)	571,237,477	571,237,477	-	-
	571,237,477	571,237,477	-	-
14.1 Goodwill on Acquisition Consist of Following Company				
Coco Lanka (Private) Limited	10,101,732	10,101,732	-	-
Renuka Agri Organics Limited	561,135,745	561,135,745	-	-
	571,237,477	571,237,477	-	-

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

16.3 PRINCIPAL SUBSIDIARIES

AS AT 31ST MARCH 2023

The following disclosure excerpt highlights the group composition and the proportion of ownership interests held by NCI.

Company and Country of Incorporation / Operation Sri Lanka	Principle Activities	Class of Shares Held	As at 31 st March 2023			As at 31 st March 2022		
			Proportion of Class held (%)	Group Interest (%)	Non-Controlling Interest (%)	Proportion of Class held (%)	Group Interest (%)	Non-Controlling Interest (%)
Renuka Developments (Private) Ltd	Organic certification license holder & investment in plantation / farm & vertical integration projects	Ordinary	100.00%	100.00%	0.00%	100.00%	100.00%	0.00%
Kandy Plantations Limited (KPL)	Engaged in organic certified cultivation of agriculture	Ordinary	100.00%	96.81%	3.19%	100.00%	96.81%	3.19%
Ceylon Forest (Private) Limited (CFL)	Planning and managing of Forestry	Ordinary	100.00%	58.09%	41.91%	100.00%	58.09%	41.91%
Coco Lanka (Private) Limited (CLP)	Plantation	Ordinary	100.00%	97.69%	2.31%	100.00%	97.69%	2.31%
Renuka Agri Organics Limited	Manufacture and Export of Coconut cultivation of agriculture	Ordinary	100.00%	60.00%	40.00%	100.00%	60.00%	40.00%

The following disclosure excerpt highlights the Group composition and the proportion of ownership interests held by NCI.

Non-controlling interest represent the equity in subsidiaries that are not attributable, directly or indirectly to the parent Company. Profit or loss and each component of other comprehensive income are attributed to the Company and non-controlling interests. Losses are attributed to non-controlling interests even if the non-controlling interests balance reported in the consolidated statement of financial position in negative.

Non-controlling interests are directly recognized as the difference between the proceeds received and the carrying amount of the acquired interests. The difference is recorded as a reduction or increase in equity under transactions with non-controlling interests. Upon disposal of rights in a subsidiary that does not result in a loss of control, an increase or decrease in equity is recognized as the difference between the consideration received by the Group and the carrying amount of the non-controlling interests in the subsidiary adjusted for the disposal of goodwill in the subsidiary, if any, and amounts recognized in other comprehensive income, if any. Transaction costs in respect of transaction with non-controlling interests as also recorded in equity.

Significant inter group balances and transaction, gain and losses resulting from intergroup transactions are eliminated in full in the consolidated financial statements.

The financial statement of the Company and of the consolidated investees are prepared as of the same date and period. The accounting policies in the financial statements of those investees are applied consistently and uniformly with the policy applied in the financial statement of the Company.

Consolidation of entities in which the Group holds less than a majority of voting rights

Consolidation of entities in which the Group holds less than a majority of voting rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

1. The contractual arrangement with the other vote holders of the investee;
2. Rights arising from other contractual arrangements; and
3. The Group's voting rights and potential voting rights

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

16.4 NON-CONTROLLING INTERESTS (NCI)

The following table summaries the information relating to the Group's subsidiary that has material NCI.

	Renuka Agri Organics Limited	
	2023	2022
NCI Percentage	40%	40%
	Amount (Rs.)	Amount (Rs.)
Non-current assets	443,062,151	474,591,188
Current assets	659,418,320	522,416,092
Non-current liabilities	(111,270,465)	(93,130,580)
Current liabilities	(257,946,738)	(425,752,797)
Net Assets	733,263,268	478,123,903
Net Assets attributable to NCI	293,305,307	191,249,561
Revenue	1,604,359,114	1,003,024,319
Profit	257,079,023	70,553,627
Other Comprehensive Expenses	(1,939,656)	2,773,323
Total Comprehensive Income	255,139,367	73,326,950
Profit allocated to NCI	102,831,609	28,221,451
OCI allocated to NCI	(775,862)	1,109,329
Cash flows used in operating activities	565,409,588	19,013,669
Cash flows used in Investment activities	(1,854,240)	(27,608,352)
Cash flows from finance activities	(325,678,162)	(51,171,103)

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

AS AT 31ST MARCH	2023	2022	2023	2022
	Rs.	Rs.	Rs.	Rs.
17. INVESTMENT IN EQUITY ACCOUNTED INVESTEEES				
Shaw Wallace Ceylon Limited	1,026,032,877	1,008,048,557	-	-
	1,026,032,877	1,008,048,557	-	-

AS AT 31ST MARCH 2023	Shaw Wallace Ceylon Limited	Total
Opening balance as at 1st April	1,008,048,557	1,008,048,557
Profit for the year	45,215,959	45,215,959
OCI	(27,231,639)	(27,231,639)
Closing balance 31st March	1,026,032,877	1,026,032,877

AS AT 31ST MARCH 2022	Shaw Wallace Ceylon Limited	Total
Opening balance as at 1st April	794,453,181	794,453,181
Investment during the year	98,400,000	98,400,000
Profit for the year	106,431,255	106,431,255
OCI	8,764,121	8,764,121
Closing balance 31st March	1,008,048,557	1,008,048,557

Shaw Wallace Ceylon Limited

On 28th January 2022, Renuka Development (Pvt) Limited invested Rs. 98,400,000 in Shaw Wallace Ceylon Limited thus increases by 5.1% of Group's share 2023 - 39.77% (2022 - 39.77%).

Name of associate and place of incorporation	Principal Activities & Principal Place of Business	Financial statement reporting date	% of holding 2023	% of holding 2022
Shaw Wallace Ceylon Limited (SWCL)	Manufacture, market and distribute Fast moving consumer goods	31st March	39.77%	39.77%

	SWCL 2023	SWCL 2022
Percentage Ownership Interest	39.77%	39.77%
Non-current assets	2,481,781,275	3,239,823,608
Current assets	1,739,935,148	570,570,659
Non-current liabilities	(358,476,023)	(252,949,324)
Current liabilities	(1,283,126,423)	(811,336,832)
Net Assets (100%)	2,580,113,977	2,746,108,111
Group's share of net assets	1,026,032,877	1,008,048,557
Carrying amount in the statement of financial position	1,026,032,877	1,008,048,557

Summarized finalized information of Shaw Wallace Ceylon Limited is as follows.

Revenue	3,897,207,932	2,334,476,258
Net Profit	113,702,328	218,955,338
OCI	(68,478,052)	25,269,786

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

AS AT 31ST MARCH	GROUP		COMPANY	
	2023	2022	2023	2022
	Rs.	Rs.	Rs.	Rs.
18. INVENTORIES				
Raw Materials and Consumables	161,033,294	167,080,533	109,563,480	87,334,481
Finished Goods	907,865,915	693,837,147	758,872,619	523,310,564
Packing Material and Consumables	337,973,446	227,783,860	268,432,670	177,468,937
Machinery Spare Parts	231,648,449	142,097,571	220,208,049	133,933,592
Goods in Transit	20,936,890	43,247,867	6,105,902	9,515,882
Work in Progress	98,692,956	36,521,416	94,067,751	35,630,187
	1,758,150,950	1,310,568,394	1,457,250,471	967,193,643
Less : Provision for the Obsolete Inventories (Note 18.1)	(114,346,520)	(88,946,191)	(71,488,802)	(65,788,719)
	1,643,804,430	1,221,622,203	1,385,761,669	901,404,924
18.1 Provision for Obsolete Inventories				
Balance at the Beginning	88,946,191	106,462,513	65,788,719	88,008,740
Provisions/ (Reversal) made During the Year	25,400,329	(17,516,322)	5,700,083	(22,220,021)
Balance at the End	114,346,520	88,946,191	71,488,802	65,788,719
AS AT 31ST MARCH	GROUP		COMPANY	
	2023	2022	2023	2022
	Rs.	Rs.	Rs.	Rs.
19. TRADE AND OTHER RECEIVABLES				
Trade Debtors	726,550,013	844,905,739	662,101,673	748,482,149
Less : Impairment Provision (Note 19.1)	(6,123,203)	(3,654,582)	(3,663,906)	(3,237,508)
Staff Loans and Advances	10,520,370	5,398,390	8,807,046	4,009,150
Other Receivables	19,225,919	6,112,652	13,924,858	1,818,204
Pre- Payments	34,930,020	59,443,017	24,382,265	44,496,270
Deposit and Advances	247,974,830	271,697,856	211,287,566	249,875,558
	1,033,077,949	1,183,903,072	916,839,502	1,045,443,823
19.1 Impairment Provision				
Balance as at the beginning	3,654,582	2,695,047	3,237,508	2,381,376
Provision during the year	2,468,621	959,535	426,398	856,132
Balance as at the end	6,123,203	3,654,582	3,663,906	3,237,508
20. TAX RECOVERABLES				
VAT Recoverable	93,270	-	-	-
NBT Recoverable	-	687,770	-	687,770
Income Tax	3,494,805	3,398,476	-	-
WHT Recoverable	189,993	9,993	-	-
	3,778,068	4,096,239	-	687,770
21. AMOUNTS DUE FROM RELATED COMPANIES				
Renuka Agri Organics Ltd	-	-	85,938,129	307,573
Richlife Diaries Limited	2,425,584	-	2,425,584	-
Renuka Enterprises (Private) Limited	14,729,061	22,496	14,626,664	22,496
Kandy Plantations Limited	-	-	6,903,186	-
Renuka Foods PLC	10,878,272	-	10,878,272	-
Shaw Wallace Ceylon Limited	98,695,426	78,131,581	94,080,679	60,150,498
Less : Impairment Provision (Note 21.1)	(1,019,921)	(666,334)	(867,879)	(514,292)
	125,708,422	77,487,743	213,984,635	59,966,275
21.1 Impairment Provision				
Balance as at the beginning	666,334	724,366	514,292	718,274
Provision/ (reversal) during the year	353,587	(58,032)	353,587	(203,982)
Balance as at the end	1,019,921	666,334	867,879	514,292

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

AS AT 31ST MARCH	GROUP		COMPANY	
	2023	2022	2023	2022
	Rs.	Rs.	Rs.	Rs.
22. ASSETS HELD FOR SALE				
Land - transfer from property plant and equipment	-	4,698,806	-	-
Balance as at 31st March	-	4,698,806	-	-
23. CASH AND CASH EQUIVALENTS				
Call Deposits	145,709,541	2,857,842	145,709,541	2,857,842
Cash at Bank and in Hand	614,690,322	367,464,685	282,407,161	274,876,275
	760,399,863	370,322,527	428,116,702	277,734,117
Bank Overdraft	(1,023,350)	(2,791,046)	-	-
Cash and Cash equivalents for the purpose of Cash Flow	759,376,513	367,531,481	428,116,702	277,734,117
24. STATED CAPITAL				
561,750,000 Shares	1,194,452,950	1,194,452,950	1,194,452,950	1,194,452,950

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

25. REVALUATION RESERVE				
Opening Balance	266,925,387	256,851,367	119,253,743	119,253,743
Effect of change in holding in subsidiary	-	(40,119)	-	-
Transfers within reserves	-	(701,109)	-	-
Surplus on revaluation land	(25,911,545)	16,554,255	-	-
Realization on account of depreciation on revalued assets	(1,528,328)	(132,523)	-	-
Realisation of revaluation reserve from disposal of equity accounted investee	-	(5,606,484)	-	-
Closing balance	239,485,514	266,925,387	119,253,743	119,253,743
Revaluation reserve relates to the revaluation of the land and buildings.				

26. RETIREMENT BENEFIT OBLIGATION				
Balance as at the Beginning of the Year	61,103,125	64,149,914	52,149,933	51,937,560
Interest Cost for the Year	8,248,921	4,490,494	7,040,240	3,635,629
Past Service Cost for the Year	-	(807,309)	-	(797,178)
Current Service Cost for the Year	7,482,541	6,962,230	6,091,734	5,481,803
Payments Made During the Year	(12,533,585)	(5,459,826)	(6,037,577)	(3,668,460)
Actuarial (Gain)/Loss for the Year	(6,209,605)	(8,232,378)	(9,290,299)	(4,439,421)
Balance at the Year End	58,091,397	61,103,125	49,954,031	52,149,933
Recognised in Profit or Loss	15,731,462	10,645,415	13,131,974	8,320,254
Recognised in OCI	(6,209,605)	(8,232,378)	(9,290,299)	(4,439,421)
	9,521,857	2,413,037	(3,841,675)	3,880,833

During 2021/22, the pension arrangements was adjusted to reflect new legal requirements as per minimum retirement age of workers Act no. 28 of 2021 regarding the retirement age. As a results of the plan amendment, the Group and defined benefit obligation decrease by Rs. 807,309 and Rs. 791,178 respectively. A corresponding post service credit was recognized in profit or loss during the 2021/22.

An actuarial valuation of retirement benefit obligation was carried out as at 31st March 2023 by Mr. M. Poopalanathan, Actuarial and Management Consultants (Private) Limited. The valuation methods used by the actuary to value the benefit is the "Projected unit credit method", the method recommended by the Sri Lanka Accounting Standards No 19 (LKAS 19) "Employee Benefits". The Principal assumptions used were as follows and those had been uniformly applied to all the companies in the group.

	2023	2022
1. Retirement age	60 Years	60 Years
2. Discount rate	19.5%	13.5%
3. Salary increment rate	15%	10%
4. Demographic Assumption	A 1967/70 Mortality Table	A 67/70 Mortality Table

The Future working life time of an individual, as per the assumptions made as at 31st March 2023 is 3.20 for the Group and 3.03 for the Company

As per the guide lines issued by the Institute of Chartered Accountant of Sri Lanka, discount rate have been adjusted to convert the Coupon bearing yield to a zero Coupon yield to match the characteristics of the gratuity payment liability and the resulting yield to maturity for the purpose of valuing employee benefit obligation as per LKAS 19.

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

26.1 Sensitivity Analysis - Group

In order to illustrate the significance of the Salary Escalation rate and Discount Rate assumed in this valuation as at 31 March 2023 we have conducted a sensitivity analysis for all employees assuming the following salary escalation rate and discount rate.

Discount Rate	Salary Escalation rate Obligation	Present Value of Retirement Benefit (Rs.)	
		Group	Company
One Percentage Point increase	As given in Report	56,957,062	49,030,860
One Percentage Point decrease	As given in Report	59,287,271	50,927,155
As given in Report	One Percentage Point increase	59,613,945	51,205,013
As given in Report	One Percentage Point decrease	56,623,529	48,747,064

AS AT 31ST MARCH	GROUP		COMPANY	
	2023 Rs.	2022 Rs.	2023 Rs.	2022 Rs.
27. LOANS AND BORROWINGS				
Balance at the Beginning of the Year	2,096,188,290	1,925,725,635	1,769,213,643	1,557,365,284
Accrued Interest	203,807	-	-	-
Borrowings During the Year	6,464,777,522	6,507,848,359	5,732,777,800	5,732,848,359
Repayment During the year	(6,458,739,572)	(6,337,385,704)	(5,410,936,043)	(5,521,000,000)
	2,102,430,047	2,096,188,290	2,091,055,400	1,769,213,643
27.1 Repayment Due within One Year	1,742,708,247	1,647,129,690	1,731,333,600	1,328,936,043
27.2 Repayment Due After One Year	359,721,800	449,058,600	359,721,800	440,277,600
	2,102,430,047	2,096,188,290	2,091,055,400	1,769,213,643

DETAILS OF LOANS AND BORROWINGS OF THE COMPANY

Name of the bank	Facility Obtained	Outstanding Balance (Rs.)		Payment Terms	Assets Pledged
		2023	2022		
Renuka Agri Foods PLC					
Sampath Bank PLC	Short Term Loan	420,000,000	-	Repayable on demand	-
Hatton National Bank PLC	Short Term Loan	1,053,000,000	660,000,000	Repayable on demand	-
Hatton National Bank PLC	Term Loan	287,500,000	300,000,000	Commencing from March 2021	Negative pledge over Coconut milk processing plant for UHT
Commercial Bank PLC	Term Loan	180,555,400	200,000,000	71 monthly installments of Rs. 2,777,800/- & Rs. 2,776,200 as final.	Rs.200 Mn Corporate Guarentee from Renuka Foods Plc
National Development Bank PLC	Packing Credit Loan	-	549,213,643	Repayable on demand	Lodgment of confirmed order
National Development Bank PLC	Short Term	150,000,000	60,000,000	Repayable on demand	-
		2,091,055,400	1,769,213,643		

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

DETAILS OF LOANS AND BORROWINGS OF THE GROUP (CONTINUED)

Name of the bank	Facility Obtained	Outstanding Balance (Rs.)		Payment Terms	Assets Pledged
		2023	2022		
Renuka Agri Foods PLC					
Sampath Bank PLC	Short Term Loan	420,000,000	-	Repayable on demand	-
Hatton National Bank PLC	Short Term Loan	1,053,000,000	660,000,000	Repayable on demand	-
Hatton National Bank PLC	Term Loan	287,500,000	300,000,000	Commencing from March 2021	Negative pledge over Coconut milk processing plant for UHT
Commercial Bank PLC	Term Loan	180,555,400	200,000,000	71 monthly installments of Rs. 2,777,800/- & Rs. 2,776,200 as final.	Rs.200 Mn Corporate Guarantee from Renuka Foods Plc
National Development Bank PLC	Packing Credit Loan	-	549,213,643	Repayable on demand	Lodgment of confirmed order
National Development Bank PLC	Short Term	150,000,000	60,000,000	Repayable on demand	-
Renuka Agri Organics PLC					
Hatton National Bank	Packing Credit Loan	-	-	Repayable on demand	Lodgment of confirmed orders
Peoples Bank	Packing Credit Loan	-	-	Repayable on demand	Lodgment of confirmed orders
Commercial Bank of Ceylon PLC	Short Term Loan	8,780,493	19,305,000	Commencing from March 2021	Negative pledge over Coconut milk processing plant for UHT
Commercial Bank of Ceylon PLC	Short Term Loan	-	50,000,000	71 monthly installments of Rs. 2,777,800/- & Rs. 2,776,200 as final.	Rs.200 Mn Corporate Guarantee from Renuka Foods Plc
Seylan Bank	Short Term Loan	-	245,000,000	Repayable on demand	Lodgment of confirmed order
Kandy Plantations Ltd					
Commercial Bank of Ceylon PLC	Term Loan	2,594,154	7,130,154	Interest to be paid during the Grace Period of 6 months. Thereafter it is repayable in 24 equal monthly installments of Rs.378,000/- and a final installment of Rs.372,400/- plus interest	Corporate Guarantee of Renuka Foods PLC for Rs. 10,000,000/-
		2,102,430,047	2,096,188,209		

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

AS AT 31ST MARCH	GROUP		COMPANY	
	2023 Rs.	2022 Rs.	2023 Rs.	2022 Rs.
28. LEASE OBLIGATION				
Balance as at the Beginning of the Year	187,410,098	127,112,708	96,330,109	69,543,922
Addition during the year	11,398,552	40,454,620	-	10,926,504
Accrued Interest	13,701,983	10,644,397	5,745,816	3,715,279
Repayments During the Year	(36,072,165)	(31,222,211)	(18,358,008)	(15,466,967)
Exchange (Gain) / Loss	14,412,970	40,420,584	9,844,584	27,611,371
Balance at the End of the Year	190,851,438	187,410,098	93,562,501	96,330,109
Lease rentals Payables within One Year	31,892,296	30,236,375	17,171,992	16,578,496
Lease Rental Payable After One Year	158,959,142	157,173,723	76,390,509	79,751,613
Balance Payable as at Year End	190,851,438	187,410,098	93,562,501	96,330,109

28.1 Analysis by Company				
Kandy Plantations Limited (Note 28.3)	20,738,829	21,099,028	-	-
Renuka Agri Foods PLC (Note 28.2)	93,562,501	96,330,109	-	-
Renuka Agri Organics Limited (Note 28.4)	75,977,276	69,381,667	-	-
Ceylon Forestry (Private) Limited (Note 28.5)	572,832	599,294	-	-
	190,851,438	187,410,098	-	-

28.2 Renuka Agri Foods PLC	BOI Land	HO Building	Total
Balance as at the Beginning of the Year	85,403,605	10,926,504	96,330,109
Interest for the year	5,152,320	593,496	5,745,816
Payments made during the year	(6,838,008)	(11,520,000)	(18,358,008)
Exchange (Gain) / Loss	9,844,584	-	9,844,584
	93,562,501	-	93,562,501
Lease Rental Payable within One Year	5,651,992	11,520,000	17,171,992
Lease Rental Payable After One Year	87,910,510	(11,520,000)	76,390,509
	93,562,501	-	93,562,501

28.3 Kandy Plantations Limited	Giriulla Land Rs.	Total Rs.
Land		
Balance as at the Beginning of the Year	21,099,028	21,099,028
Interest for the year	2,639,801	2,639,801
Repayments During the Year	(3,000,000)	(3,000,000)
Balance as at the Year end	20,738,829	20,738,829
Lease Rental Payable within One Year	931,840	931,840
Lease Rental Payable After One Year	19,806,989	19,806,989
	20,738,829	20,738,829

28.4 Renuka Agri Organics Ltd	Unagahadeniya	Fatima	BOI Land	Total
Balance as at the Beginning of the Year	25,949,745	3,414,533	40,017,389	69,381,667
Acquisition During the Year	-	11,398,552		11,398,552
Interest for the year	2,073,429	185,468	2,983,935	5,242,832
Payments made during the year	(7,800,000)	(3,600,000)	(3,214,162)	(14,614,162)
Exchange Loss			4,568,387	4,568,387
Balance as at the end	20,223,174	11,398,553	44,355,549	75,977,276
Lease Rental Payable within One Year	7,200,000	3,600,000	2,958,754	13,758,754
Lease Rental Payable After One Year	13,023,174	7,798,553	41,396,795	62,218,522
Balance as at the end	20,223,174	11,398,553	44,355,549	75,977,276

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

28. LEASE OBLIGATION (CONTINUED)

28.5 Ceylon Forestry (Private) Limited	Viharagama	Total
	Rs.	Rs.
Balance as at beginning of the Year	599,294	599,294
Interest for the year	73,534	73,534
Repayments During the Year	(99,996)	(99,996)
Balance as at the Year end	572,832	572,832
Lease Rental Payable within One Year	29,710	29,710
Lease Rental Payable After One Year	543,122	543,122
	572,832	572,832

AS AT 31ST MARCH	GROUP		COMPANY	
	2023 Rs.	2022 Rs.	2023 Rs.	2022 Rs.
28.6 Amount recognized in profit or loss				
Interest on lease liabilities	13,701,983	10,644,397	5,745,816	3,715,279
Amortisation of Right to use Assets	22,814,299	21,050,843	13,207,463	11,531,942
28.7 Amount recognized in Statement of cash flows				
Total cash outflow for leases	36,072,165	31,222,211	18,358,008	15,466,967
29. DEFERRED TAXATION				
Balance at the Beginning	138,223,265	116,829,059	105,250,172	80,495,154
Disposal of subsidiary	-	(4,745,800)	-	-
Impact of Rate Difference	8,140,934		8,140,934	-
Provision Made / (Reversal) during the year (Note 29.4)	32,535,788	26,140,006	8,722,911	24,755,018
Balance at the Year end (Note 29.3)	178,899,987	138,223,265	122,114,017	105,250,172
29.1 Deferred tax asset	-	-	-	-
Deferred tax liability	178,899,987	138,223,265	122,114,017	105,250,172

In 2022, numerous changes to the tax law enacted in Sri Lanka, including an increase in the corporate tax rate from 14%, 18% and 24% to 30%. This change resulted in an additional liabilities of Rs.8.1 Mn related to the remeasurement of the deferred tax liabilities of Group being recognised during the year ended 31 March 2023 (2022 - Nil).

29.2 Provision for Deferred Tax is attributable to the followings.

AS AT 31ST MARCH	2023		2022	
	2023 Temporary Differences Rs.	Tax Effects Rs.	2022 Temporary Differences Rs.	Tax Effects Rs.
a. Company				
On Property, Plant and Equipment	937,550,819	140,632,622	863,123,752	120,837,325
On Right of use asset	65,252,785	9,787,918	78,460,248	10,984,435
On Revaluation of Land and Building	30,826,964	4,624,045	30,826,964	4,315,775
On Retirement Benefit Obligation	(49,954,031)	(7,493,105)	(52,149,932)	(7,300,990)
On Provision for Bad Debts/Stocks	(76,020,587)	(11,403,088)	(72,143,977)	(10,100,157)
On Tax losses	-	-	-	-
On lease liability	(93,562,501)	(14,034,375)	(96,330,109)	(13,486,215)
	814,093,449	122,114,017	751,786,946	105,250,172
b. Group				
On Property, Plant and Equipment	1,143,515,888	202,422,143	1,079,707,448	153,691,550
On Right of use asset	131,618,614	29,697,667	142,484,884	19,947,884
On Revaluation of Land and Building	92,277,577	23,059,229	92,277,577	18,231,073
On Retirement Benefit Obligation	(55,213,314)	(9,070,890)	(57,229,744)	(8,012,164)
On Provision for Bad Debts/Stocks	(119,421,296)	(24,423,301)	(95,870,569)	(13,421,880)
On Tax Losses	(33,616,430)	(10,084,929)	(37,556,458)	(9,013,550)
On lease liability	(155,781,023)	(32,699,932)	(165,711,776)	(23,199,649)
	1,003,380,016	178,899,987	958,101,362	138,223,265

Deferred tax asset have not been recognized in respect of tax losses carried forward amounting to Rs. 72,792,525/- because it is not probable that future profit will be available against which the group can use benefit thereon.

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

29. DEFERRED TAXATION (CONTINUED)

AS AT 31ST MARCH	GROUP		COMPANY	
	2023 Rs.	2022 Rs.	2023 Rs.	2022 Rs.
29.4 Reconciliation of Deferred Tax Provision				
Recognized in Profit or Loss	37,726,155	25,067,015	16,364,305	24,133,499
Recognized in OCI	2,950,567	1,072,990	499,540	621,519
	40,676,722	26,140,005	16,863,845	24,755,018
30. TRADE AND OTHER PAYABLES				
Trade Creditors	410,531,712	402,915,037	363,509,975	352,459,647
Accrued Expenses	90,312,582	130,038,399	74,092,290	102,254,619
Other Payables	263,340,538	229,720,045	234,485,143	213,063,593
	764,184,832	762,673,481	672,087,408	667,777,859
31. AMOUNT DUE TO RELATED COMPANIES				
Ceylon Botanicals	99,996	-	-	-
Shaw Wallace & Hedges Ltd	404,548	-	404,548	-
Galle Face Properties Ltd	239,271,206	-	239,271,206	-
Renuka Teas ceylon Pvt Ltd	4,400	36,900	-	-
Kandy Plantation Limited	-	-	-	3,540,121
Richlife Dairies Limited	-	1,237,842	-	1,237,842
	239,780,150	1,274,742	239,675,754	4,777,963

32. RELATED PARTY DISCLOSURE

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

Transactions with Related Companies - Recurring Transactions disclosure as per CSE Listing Rules 9.3.2

RELATED PARTY	RELATIONSHIP	NATURE OF TRANSACTION	AGGREGATE VALUE OF RELATED PARTY TRANSACTIONS ENTERED IN TO DURING THE FINANCIAL YEAR	AGGREGATE VALUE OF RELATED PARTY TRANSACTIONS AS A % OF NET REVENUE/INCOME	BALANCE AS AT		TERMS AND CONDITIONS OF THE RELATED PARTY TRANSACTION
					31/03/2023	01/04/2022	
			Rs.	%	Rs.	Rs.	
Kandy Plantations Limited	Subsidiary of Ultimate Parent Renuka Holdings PLC	Payment for Coconuts Net Coconut Purchase Interest Income	57,476,932 (47,936,813) 903,186	1.01% -0.84% 0.02%	6,903,186	(3,540,119)	Settlement based on Market Rate Comparable Uncontrolled Price / arm's length transaction Interest @ AWPLR
Richlife Dairies Limited	Subsidiary of Ultimate Parent Renuka Holdings PLC	Net of Fund (Received) / Payments Contract packing	(38,126,269) 41,789,695	-0.67% 0.73%	2,425,584	(1,237,842)	Actual Basis Comparable Uncontrolled Price / arm's length transaction
Renuka Enterprises (Pvt) Ltd	Subsidiary of Ultimate Parent Renuka Holdings PLC	Reimbursement of Expenses Net of Fund (Received) / Payments Interest Income	(33,591,281) 47,568,785 626,664	-0.59% 0.84% 0.01%	14,626,664	22,496	Comparable Uncontrolled Price Actual Basis Interest @ AWPLR
Shaw Wallace Ceylon Limited	Subsidiary of Ultimate Parent Renuka Holdings PLC	Sales Net of Fund (Received) / Payments Export Consolidated Bills	565,457,498 (530,733,007) (794,310)	9.94% -9.14% -0.01%	94,080,679	60,150,498	Resale Price Method / arm's length transaction Actual Basis
Renuka Agri Organics Ltd	Subsidiary of Ultimate Parent Renuka Holdings	Export Consolidated Bills Net of Fund (Received) / Payments Reimbursement of Expenses	75,618,140 38,140,555 (28,128,138)	1.33% 0.67% -0.49%	85,938,130	307,573	Actual Basis Actual Basis Comparable Uncontrolled Price
Galle Face Properties Ltd	Subsidiary of Ultimate Parent Renuka Holdings	Interest Expenses Net of Fund (Received) / Payments	(9,531,751) 5,260,545	-0.17% 0.09%	(4,271,206)	-	Interest @ AWPLR Actual Basis
Renuka Foods PLC	Subsidiary of Ultimate Parent Renuka Holdings	Net of Fund (Received) / Payments Interest Expenses	9,000,000 1,878,272	-0.16% 0.03%	10,878,272	-	Actual Basis Interest @ AWPLR
Mrs. I R Rajivah Renuka Group Ltd	Director Common Director	Rent Expenses Royalty Payments	11,328,000 31,580,022	0.20% 0.55%	-	-	Comparable Uncontrolled Price Actual Basis
Shaw Wallace & Hedges Ltd	Subsidiary of Ultimate Parent Renuka Holdings	Interest Expenses Net of Fund (Received) / Payments	(404,548) -	-0.01% 0.00%	(404,548)	-	Interest @ AWPLR Actual Basis

The related party transaction are carried out at the terms and conditions indicated below for the respective transactions.

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

32.2 Transactions with Related Companies - Non Recurring Transactions disclosure as per CSE Listing Rules 9.3.2

DATE	REPORTING ENTITY	RELATED COMPANY	RELATIONSHIP	DESCRIPTION OF TRANSACTIONS	AGGREGATE VALUE OF THE RELATED PARTY TRANSACTIONS ENTERED IN TO DURING THE FINANCIAL YEAR RS	AGGREGATE VALUE OF RELATED PARTY TRANSACTIONS AS A % OF		TERMS AND CONDITIONS OF THE RELATED PARTY TRANSACTION	THE RATIONALE FOR ENTERING INTO THE TRANSACTIONS
						EQUITY	TOTAL ASSETS		
07.05.2022	Renuka Agri Foods PLC	Shaw Wallace & Hedges Ltd	Subsidiary of Ultimate Parent Renuka Holdings PLC	Loan Grant	350,000,000	9.5%	5.2%	Actual Basis	Inter Company Loan
18.05.2022	Renuka Agri Foods PLC	Shaw Wallace & Hedges Ltd	Subsidiary of Ultimate Parent Renuka Holdings PLC	Loan Grant	530,000,000	14.4%	7.9%	Actual Basis	Inter Company Loan
31.05.2022	Renuka Agri Foods PLC	Shaw Wallace & Hedges Ltd	Subsidiary of Ultimate Parent Renuka Holdings PLC	Settlement of Loan	405,000,000	11.0%	6.1%	Actual Basis	Inter Company Loan

32.3 Transactions with Related Companies - Group

RELATED COMPANY	RELATIONSHIP	NAME OF THE COMMON DIRECTOR/S	NATURE OF TRANSACTIONS	AGGREGATE VALUE OF RELATED PARTY TRANSACTIONS ENTERED IN TO DURING THE FINANCIAL YEAR	BALANCE AS AT 31/03/2023	BALANCE AS AT 01/04/2022
Mrs. I R Rajiyah	Director	Mrs.I.R.Rajiyah	Rent Expenses	11,328,000	-	-
Renuka Group Ltd Director	Common Director	Dr.S.R.Rajiyah Mrs.I.R.Rajiyah Mr.S.V.Rajiyah Mrs.J.J.B.A.Rajiyah	RoyaltyPayment	33,836,452	-	-

32.4 Transactions with Key Management Personnel (KMP)

	Group		Company	
For the Year Ended 31st March	2023 Rs.	2022 Rs.	2023 Rs.	2022 Rs.
Short Term Employee Benefits	119,262,680	63,990,110	99,687,680	55,696,270
Rent	11,328,000	11,520,000	11,328,000	11,520,000
Total Compensation Paid to KMP	130,590,680	75,510,110	111,015,680	67,216,270

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

33 CONTINGENT LIABILITIES

There were no significant contingent liabilities as at the reporting date which require adjustments or disclosures in the Financial Statements other than the following;

Kandy Plantations Limited

Land Reform Commission has filed a case in the District Court of Attanagalla against the Trustees of John Leo De Cross Trust & the Company. In the opinion of the Lawyers, that there is a strong likelihood of the outcome of this case being in favour of the trustees The John Leo De Croos Trust.

34 CAPITAL COMMITMENTS

There were no material capital commitments as at the reporting date.

35 EVENTS OCCURRING AFTER REPORTING DATE

Subsequent to the reporting date, no circumstances have arisen other than below which would require adjustment to or disclosure in the financial statements.

Dividends on Ordinary Shares

The Board of Directors has recommended Rs.0.10 scrip dividend per share payable for 2022/23. The Directors are confident that the Company would meet the solvency test requirement under Section 57 of the Companies Act of No. 7 of 2007 immediately after the proposed final dividend distribution.

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

36 FINANCIAL INSTRUMENTS - FAIR VALUE AND RISK MANAGEMENT

Accounting classifications and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities.

Group	Carrying Amount (Rs.)					Fair Value (Rs.)				
	Financial Assets at Amortised Cost	FVTOCI	Other financial liabilities	Total		Level 1	Level 2	Level 3	Total	
31st March 2023										
Financial assets not measured at fair value										
Trade and other receivables	1,033,077,949	-	-	1,033,077,949	-	-	-	1,033,077,949	-	1,033,077,949
Amount due from related Companies	125,708,422	-	-	125,708,422	-	-	-	125,708,422	-	125,708,422
Cash and cash equivalents	760,399,863	-	-	760,399,863	-	-	760,399,863	-	-	760,399,863
	1,919,186,234	-	-	1,919,186,234	-	-	760,399,863	1,158,786,371	-	1,919,186,234
Financial liabilities not measured at fair value										
Bank overdrafts	-	-	1,023,350	1,023,350	-	-	1,023,350	-	-	1,023,350
Secured bank loans	-	-	2,102,430,047	2,102,430,047	-	-	2,102,430,047	-	-	2,102,430,047
Amount due to related Companies	-	-	239,780,150	239,780,150	-	-	-	239,780,150	-	239,780,150
Lease liabilities	-	-	190,851,438	190,851,438	-	-	-	190,851,438	-	190,851,438
Trade payable	-	-	410,531,712	410,531,712	-	-	-	410,531,712	-	410,531,712
	-	-	2,944,616,697	2,944,616,697	2,944,616,697	-	2,103,453,397	841,163,300	-	2,944,616,697
31st March 2022										
Financial assets not measured at fair value										
Trade and other receivable	1,183,903,072	-	-	1,183,903,072	-	-	-	1,183,903,072	-	1,183,903,072
Amount due from related Companies	77,487,743	-	-	77,487,743	-	-	-	77,487,743	-	77,487,743
Cash and cash equivalents	370,322,527	-	-	370,322,527	-	-	370,322,527	-	-	370,322,527
	1,631,713,342	-	-	1,631,713,342	-	-	370,322,527	1,261,390,815	-	1,631,713,342
Financial liabilities not measured at fair value										
Bank overdrafts	-	-	2,791,046	2,791,046	-	-	2,791,046	-	-	2,791,046
Secured bank loans	-	-	2,096,188,290	2,096,188,290	-	-	2,096,188,290	-	-	2,096,188,290
Amount due to related Companies	-	-	1,274,742	1,274,742	-	-	-	1,274,742	-	1,274,742
Lease liabilities	-	-	187,410,098	187,410,098	-	-	-	187,410,098	-	187,410,098
Trade payable	-	-	402,915,037	402,915,037	-	-	-	402,915,037	-	402,915,037
	-	-	2,690,579,213	2,690,579,213	2,690,579,213	-	2,098,979,336	591,599,877	-	2,690,579,213

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

36 FINANCIAL INSTRUMENTS - FAIR VALUE AND RISK MANAGEMENT (CONTINUED)

Accounting classifications and fair values
The following table shows the carrying amounts and fair values of financial assets and financial liabilities.

Company

31st March 2023	Financial Assets at Amortised cost	FVTOCI	Other financial liabilities	Total	Fair Value (Rs.)		
					Level 1	Level 2	Level 3
Carrying Amount (Rs.)							
Financial assets not measured at fair value							
Trade and other receivables	916,839,502	-	-	916,839,502	-	-	916,839,502
Amount due from related Companies	213,984,635	-	-	213,984,635	-	-	213,984,635
Cash and cash equivalents	440,867,254	-	-	440,867,254	-	-	440,867,254
	1,571,691,391	-	-	1,571,691,391	-	-	1,571,691,391
Financial liabilities not measured at fair value							
Secured bank loans	-	-	2,091,055,400	2,091,055,400	-	-	2,091,055,400
Amounts due to Related Companies	-	-	239,675,754	239,675,754	-	-	239,675,754
Lease obligation	-	-	93,562,501	93,562,501	-	-	93,562,501
Trade payable	-	-	363,509,975	363,509,975	-	-	363,509,975
	-	-	2,787,803,630	2,787,803,630	-	-	2,787,803,630
Carrying Amount							
31st March 2022							
Financial Assets at Amortised cost							
Trade and other receivables	1,045,443,823	-	-	1,045,443,823	-	-	1,045,443,823
Amount due from related Companies	59,966,275	-	-	59,966,275	-	-	59,966,275
Cash and cash equivalents	277,734,117	-	-	277,734,117	-	-	277,734,117
	1,383,144,215	-	-	1,383,144,215	-	-	1,383,144,215
Financial liabilities not measured at fair value							
Secured bank loans	-	-	1,769,213,643	1,769,213,643	-	-	1,769,213,643
Amounts due to Related Companies	-	-	4,777,963	4,777,963	-	-	4,777,963
Lease obligation	-	-	96,330,109	96,330,109	-	-	96,330,109
Trade payable	-	-	352,459,647	352,459,647	-	-	352,459,647
	-	-	2,222,781,362	2,222,781,362	-	-	2,222,781,362
Fair Value Hierarchy							
The Group measures fair values using the following fair value hierarchy that reflects the significance of the inputs used in making the measurements.							
Level I: Quoted market price (unadjusted) in an active market for an identical instrument.							
Level II: Valuation techniques based on observable inputs, either directly – i.e. as prices or indirectly – i.e. derived from prices. This category includes instruments valued using: quoted market prices in active markets for similar instruments; quoted prices for identical or similar instruments in markets that are considered less than active; or other valuation techniques where all significant inputs are directly or indirectly observable from market data.							
Level III: Valuation techniques using significant unobservable inputs. This category includes all instruments where the valuation technique includes inputs not based on observable data and the unobservable inputs have a significant effect on the instrument's valuation. This category includes instruments that are valued based on quoted prices for similar instruments where significant unobservable adjustments or assumptions are required to reflect differences between the instruments.							

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

37 OPERATING SEGMENTS

Segment information is presented in respect of the Group's operating segments. Operating Segments are based on the Group's management and internal reporting structure. Segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis. Segment Capital expenditure is the total cost incurred during the period to acquire segment assets that are expected to be used for more than a period of one year.

The Group Comprises the following main operating segments:

Manufacturing - Manufacture and Export coconut based products.

Plantation - Engaged in cultivation of agriculture.

Segmental Income Statement

For the year ended 31st March	Manufacturing		Plantation		Group	
	2023 Rs.	2022 Rs.	2023 Rs.	2022 Rs.	2023 Rs.	2022 Rs.
Revenue	7,215,151,878	5,702,624,777	58,861,700	40,403,793	7,274,013,578	5,743,028,570
Intra Group	(7,200,000)	(15,761,477)	(54,810,953)	(36,032,523)	(62,010,953)	(51,794,000)
Segment Revenue	7,207,951,878	5,686,863,300	4,050,747	4,371,270	7,212,002,625	5,691,234,570
Gross Profit	1,569,478,823	875,197,559	47,168,031	31,845,226	1,616,646,854	907,042,785
Other Operating Income	301,701	4,717,156	(5,523,874)	10,065,214	(5,222,173)	14,782,370
Administration Expenses	(385,496,435)	(282,092,394)	(42,348,649)	(31,375,398)	(427,845,084)	(313,467,792)
Selling and Distribution Expenses	(189,946,211)	(105,272,248)	-	-	(189,946,211)	(105,272,248)
Segment Profit from Operations	994,337,878	492,550,073	(704,492)	10,535,042	993,633,386	503,085,115
Finance Income	427,473,615	585,051,928	1,683,383	4,892,529	429,156,998	589,944,457
Finance Cost	(774,842,830)	(487,188,336)	(4,366,047)	(3,123,659)	(779,208,877)	(490,311,995)
Segment Net Finance Cost	(347,369,215)	97,863,592	(2,682,664)	1,768,870	(350,051,879)	99,632,462
Share of Profit for Equity Accounted Investees	45,215,959	106,431,255	-	-	45,215,959	106,431,255
Profit Before Tax	692,184,622	696,844,920	(3,387,156)	12,303,912	688,797,466	709,148,832
Taxation	(190,210,724)	(86,799,847)	(496,243)	219,854	(190,706,967)	(86,579,993)
Profit for the Year	501,973,898	610,045,073	(3,883,399)	12,523,766	498,090,499	622,568,839

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

37 OPERATING SEGMENTS (CONTINUED)

As at 31st March	Manufacturing		Plantation		Group	
	2023 Rs.	2022 Rs.	2023 Rs.	2022 Rs.	2023 Rs.	2022 Rs.
ASSETS						
Non-Current Assets						
Property, Plant and Equipment	2,197,761,002	2,244,007,044	291,415,628	294,400,040	2,489,176,630	2,538,407,084
Biological Assets	-	-	128,101,108	120,942,042	128,101,108	120,940,042
Intangible Assets	561,135,745	561,135,745	10,101,732	10,101,732	571,237,477	571,237,477
Right of use Assets	131,618,612	142,484,883	5,510,156	6,059,633	137,128,768	148,544,516
Investment In Equity Accounted Investees	1,026,032,877	1,008,048,557	-	-	1,026,032,877	1,008,048,557
Segment Non-Current Assets	3,916,548,236	3,955,676,229	435,128,624	431,501,447	4,351,676,860	4,387,177,676
Current Assets						
Inventories	1,634,474,067	1,213,626,647	7,995,556	7,995,556	1,643,804,430	1,221,622,203
Trade and Other Receivables	1,027,022,775	1,178,686,744	5,216,328	5,216,328	1,033,077,949	1,183,903,072
Tax Recoverable	1,850,119	2,264,619	1,831,620	1,831,620	3,778,068	4,096,239
Amounts Due from Related Companies	125,708,422	73,914,290	3,573,453	3,573,453	125,708,422	77,487,743
Assets held for sale	-	-	4,698,806	4,698,806	-	4,698,806
Cash and Cash Equivalents	740,558,248	346,970,240	23,352,287	23,352,287	760,399,863	370,322,527
Segment Current Assets	3,529,613,631	2,815,462,540	46,668,050	46,668,050	3,566,768,732	2,862,130,590
TOTAL ASSETS	7,446,161,867	6,771,138,769	472,283,725	478,169,497	7,918,445,592	7,249,308,266
Non-Current Liabilities						
Retirement Benefit Obligations	55,213,315	57,229,746	3,873,379	3,873,379	58,091,397	61,103,125
Loans and Borrowings	359,721,800	449,058,600	-	-	359,721,800	449,058,600
Lease Obligation	138,609,031	135,862,065	21,311,658	21,311,658	158,959,142	157,173,723
Deferred Tax Liability	178,899,987	138,223,265	-	-	178,899,987	138,223,265
Segment Non- Current Liabilities	732,444,133	780,373,676	25,185,037	25,185,037	755,672,326	805,558,713
Current Liabilities						
Loans and Borrowings	1,740,114,093	1,639,999,536	7,130,154	7,130,154	1,742,708,247	1,647,129,690
Lease Obligation	30,930,746	29,849,711	386,664	386,664	31,892,296	30,236,375
Trade and Other Payables	753,442,779	754,572,830	8,100,651	8,100,651	764,184,832	762,673,481
Amounts Due to Related Companies	239,675,754	1,263,687	11,055	11,055	239,780,150	1,274,742
Dividend Payable	6,046,553	5,353,584	-	-	6,046,553	5,353,584
Income Tax Payable	96,722,579	75,806,619	106,507	106,507	96,992,431	75,913,126
Bank Overdraft	-	10,194	2,780,852	2,780,852	1,023,350	2,791,046
Segment Current Liabilities	2,866,932,504	2,506,856,161	18,515,883	18,515,883	2,882,627,859	2,525,372,044
TOTAL LIABILITIES	3,599,376,637	3,287,229,837	43,700,920	43,700,920	3,638,300,185	3,330,930,757

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

38 Risk management framework

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

The Group's risk management policies are established to identify and analyze the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

The Group, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations. The Group Audit Committee oversees how management monitors compliance with the Group's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group.

Financial Risk Factors

The activities of the Company and the Group is exposed to variety of financial risks:

1. Market Risk
 - 1.1 Currency Risk
 - 1.2 Interest Rate Risk
2. Credit risk
3. Liquidity risk
4. Capital Management
5. Operational Risk

The Company's and the Group's overall financial risk management program focuses on the unpredictability of financial markets and seeks to minimize potential adverse effects on the financial performance of the Company and the Group. Financial risk management is carried out through risk reviews, internal control systems, insurance programs and adherence to the Company's and the Group's financial risk management policies.

The Board of Directors regularly reviews these risks and approves the risk management policies, which covers the management of these risk

1. Market Risk

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

1.1 Currency Risk

The risk that the fair value or future cash flows of a financial instrument fluctuation due to changes in foreign exchange rates. The Company and the Group is exposed to currency risk on sales, purchases that are denominated in a currency other than Sri Lankan Rupees (LKR). The foreign currencies in which these transactions primarily denominated is US Dollars.

Exposure to Currency Risk

The Company and the Group's exposure to foreign currency risk was as follows based on notional amounts.

The Company and the Group involves with foreign exchange transactions and are exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the US Dollar. Foreign exchange risk arises when future commercial transactions or recognized assets or liabilities are denominated in a currency that is not the entity's functional currency.

As at 31st March	Group		Company	
	USD		USD	
	2023	2022	2023	2022
Trade and other Payables	(238,667)	(501,804)	(238,667)	(501,804)
Trade and other Receivables	1,959,203	1,412,602	1,762,198	1,412,602
Cash and cash equivalents	1,734,128	1,178,962	860,453	1,098,838
Gross Statement of Financial Position Exposure	3,454,664	2,089,760	2,383,984	2,009,636

The following significant exchange rates were applicable during the year

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

As at 31st March	Average Rate (Rs.)		Reporting Date Spot Rate (Rs.)	
	2023	2022	2023	2022
US Dollars	360.01	208.28	327.14	293.87

	Strengthen Profit or (Loss) - Rs.	Equity - Rs.	Weakening Profit or (Loss) - Rs.	Equity - Rs.
31st March 2023				
USD (15% movement)	169,523,817	-	(169,523,817)	-
31st March 2022	92,117,678	-	(92,117,678)	-
USD (10% movement)				

12 Interest Rate Risk

The Market risk is that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates at the reporting date, the Group's and the Company's interest-bearing financial instruments were as follows;

As at 31st March	Carrying Amount - Group		Carrying Amount - Company	
	2023 Rs.	2022 Rs.	2023 Rs.	2022 Rs.
Fixed Rate Instruments				
Financial Assets				
Bank Deposits	145,709,541	2,857,842	145,709,541	2,857,842
Variable Rate Instruments				
Financial Liabilities				
Loans and Borrowings	(2,102,430,047)	(2,096,188,290)	(2,091,055,400)	(1,769,213,643)
Bank Overdrafts	(1,023,350)	(2,791,046)	-	-
	(1,957,743,856)	(2,096,121,494)	(1,945,345,859)	(1,766,355,801)

Cash flow sensitivity analysis for variable rate instruments

A recoverable possible change of 100 basis points in interest rates at the reporting date would have increase/(decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variable, in particular foreign currency exchange rates, remain constant.

Variable rate instruments		Group (Rs.)		Company (Rs.)	
	100 bp increase	(19,577,439)	(20,961,215)	(19,453,459)	(17,663,558)
	100 bp decrease	19,577,439	20,961,215	19,453,459	17,663,558

2. Credit risk

Risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. Credit risk is managed on the Company and the Group basis. Credit risk arises from cash and cash equivalents, derivative financial instruments and deposits with banks and financial institutions, as well as credit exposures to customers, including outstanding receivables (net of deposits held). Individual risk limits are set, based on internal or external ratings. The utilization of credit limits is regularly monitored. The Company and the Group place its cash and cash equivalents with a number of credit worthy financial institutions. The Company's and the Group's policy limits the concentration of financial exposure to any single financial institution. The maximum credit risk exposure of the financial assets of the Company and the Group are approximately their carrying amounts as at statement of financial position date.

Exposure to Credit Risk

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

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

As at 31st March	Carrying Amount - Group		Carrying Amount - Company	
	2023	2022	2023	2022
	Rs.	Rs.	Rs.	Rs.
Trade Receivables	720,426,810	841,251,157	658,437,767	745,244,641
Other Receivables	312,651,139	342,651,915	258,401,735	300,199,182
Amount due from Related Companies	125,708,422	77,487,743	213,984,635	59,966,275
	1,158,786,371	1,261,390,815	1,130,824,137	1,105,410,098

Impairment Losses

The Company and the Group establishes an allowance for impairment that represents its estimate of incurred losses in respect of Trade and Other Receivables. The main components of this allowance are a specific loss component that relates to individually significant exposures, and a collective loss component established for groups of similar assets in respect of losses that have been incur but not yet identified. The collective loss allowance is determined based on historical data of payment statistics for similar financial assets.

Trade Receivables and expected credit lost assessment is given below;

Group	2023			2022		
	Gross carrying value (Rs.)	Loss allowance (Rs.)	Impaired	Gross carrying value (Rs.)	Loss allowance (Rs.)	Impaired
Current (not past due)	250,825,394	-	No	389,855,336	-	No
31-60 days past due	219,819,300	-	No	235,487,836	-	No
61-90 days past due	157,987,161	1,684,608	Yes	159,581,372	-	No
91-180 days past due	80,907,286	774,689	Yes	58,512,195	3,103,061	Yes
More than 180 days	17,010,872	3,663,906	Yes	1,468,999	551,521	Yes
	726,550,013	6,123,203		844,905,739	3,654,582	

Company	2023			2022		
	Gross carrying value (Rs.)	Loss allowance (Rs.)	Impaired	Gross carrying value (Rs.)	Loss allowance (Rs.)	Impaired
Current (not past due)	228,591,774	-	No	319,120,342	-	No
31-60 days past due	186,869,211	-	No	211,518,310	-	No
61-90 days past due	149,497,219	-	No	159,581,372	-	No
91-180 days past due	80,132,597	-	No	58,127,677	3,103,061	Yes
More than 180 days	17,010,872	3,663,906	Yes	134,447	134,447	Yes
	662,101,673	3,663,906		748,482,149	3,237,508	

The maximum exposure to credit risk for Trade Receivables as at the reporting date by geographic areas as follows;

As at 31st March	Carrying Amount - Group		Carrying Amount - Company	
	2023	2022	2023	2022
	Rs.	Rs.	Rs.	Rs.
Domestic	4,145,232	426,129,676	9,269,818	330,123,160
Europe	547,816,788	243,192,282	484,805,233	243,192,282
Middle East	20,258,376	7,617,609	20,258,376	7,617,609
Asia	65,996,131	2,007,825	65,996,131	2,007,825
United States	82,210,283	162,303,765	73,067,090	162,303,765
Australia	-	-	5,041,119	-
	720,426,810	841,251,157	658,437,767	745,244,641

Cash and Cash Equivalents

The Group and the Company held cash and cash equivalents of Rs.760,399,863 and Rs.428,116,702 as at 31st March 2023 (Rs. 370,322,527 and Rs.277,734,117 as at 31st March 2022) respectively, and these bank balances are with licensed Commercial Bank of Sri Lanka which represent its maximum credit exposure on these assets.

Respective credit ratings of banks which company cash balances held are as follows:

Hatton National Bank PLC - AA-(Ika)
 People's Bank- AA+(Ika)
 Commercial Bank of Ceylon PLC-AA-(Ika)
 National Development Bank PLC - A-(Ika)
 Seylan Bank PLC - A-(Ika)
 Nations Trust Bank PLC - A(Ika)
 Habib Bank LTD -A+(Ika)
 Sampath Bank PLC -AA-(Ika)

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

3. Liquidity Risk

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

Prudent liquidity risk management implies maintaining sufficient liquid funds to meet its financial obligations. In the management of liquidity risk, the Group monitor and maintain a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and to mitigate the effects of fluctuations in cash flows. Due to the dynamic nature of the underlying business, the Group aim at maintaining flexibility in funding by keeping both committed and uncommitted credit lines available.

As at 31st March 2023	Carrying	Total	0-12	More than
Financial Liabilities (Non-Derivate)				
	Amount Rs.	Rs	Months Rs	1 year Rs
As at 31st March 2023				
Interest Bearing Borrowings Short Term	1,631,780,493	1,727,247,325	1,727,247,325	-
Interest Bearing Borrowings Long Term	470,649,554	796,953,949	228,853,438	568,100,511
Lease Obligation	190,851,438	365,923,998	32,800,704	333,123,294
Amount due to Related Companies	239,780,150	239,780,150	239,780,150	-
Trade and other Payables	764,184,832	764,184,832	764,184,832	-
Bank Overdrafts	1,023,350	1,023,350	1,023,350	-
	3,298,269,817	3,895,113,603	2,993,889,799	901,223,805
As at 31st March 2022				
Financial Liabilities (Non-Derivate)				
Interest Bearing Borrowings Short Term	1,564,213,643	1,622,871,655	1,622,871,655	-
Interest Bearing Borrowings Long Term	531,974,647	649,642,596	230,299,128	419,343,468
Lease Obligation	187,410,098	359,325,835	32,209,258	327,116,577
Amount due to Related Companies	1,274,742	1,274,742	1,274,742	-
Trade and other Payables	762,673,481	762,673,481	762,673,481	-
Bank Overdrafts	2,791,046	2,791,046	2,791,046	-
	3,050,337,657	3,398,579,355	2,652,119,310	746,460,045

The following table sets out a maturity analysis of interest bearing borrowings and lease liability.

	Interest Bearing Borrowings		Lease Liability	
	2023	2022	2023	2022
	Rs.	Rs.	Rs.	Rs.
Less than one years	1,742,708,247	1,616,757,736	31,892,296	30,236,375
One to Two year	108,333,600	119,708,754	30,874,208	15,895,338
Two to Three year	108,333,600	108,333,600	24,874,208	15,895,338
Three to Four year	95,833,600	108,333,600	17,452,063	13,045,083
Four to Five years	33,333,600	95,833,600	17,452,063	8,695,338
More than five years	13,887,400	47,221,000	68,306,600	103,642,627
Total	2,102,430,047	2,096,188,290	190,851,438	187,410,098

4. Capital Management

The primary objective of the Company's and the Group's capital management is to ensure that it maintains a strong credit rating and healthy capital ratios in order to support its business and maximize shareholder value. The Company and the Group manage its capital structure and make adjustments to it in light of changes in economic conditions. To maintain or adjust the capital structure, the Company and the Group may or may not make dividend payments to shareholders, return capital to shareholders or issue new shares or other instruments. Consistent with others in the industry, the Company and the Group monitor capital on the basis of the Net Debt to Equity Ratio. This ratio is calculated as Net Debt by total equity. Net Debt includes non-current and current borrowings as shown in the statements of financial position. Total equity is calculated as 'Total equity' in the statements of financial position.

The Net Debt to Equity Ratio as at 31st March was as follows:

As at 31st March	Group		Company	
	2023	2022	2023	2022
	Rs.	Rs.	Rs.	Rs.
Total Liabilities	3,638,300,185	3,330,930,757	3,306,134,815	2,761,596,537
Cash and cash equivalents	(760,399,863)	(370,322,527)	(428,116,702)	(277,734,117)
Net Debt	2,877,960,322	2,960,608,230	2,878,018,113	2,483,862,420
Total Equity	4,280,145,407	3,918,377,509	3,421,486,572	3,327,883,420
Net Debt to Equity Ratio	67.24%	75.55%	84.12%	74.64%

NOTES TO THE FINANCIAL STATEMENTS (CONT.)

5.Operational Risk

Operational risk is the risk of direct or indirect loss arising from a wide variety of causes associated with the Group processes, personnel, technology and infrastructure, and from external factors other than credit, market and liquidity risks such as those arising from legal and regulatory requirements and generally accepted standards of corporate behavior. Operational risks arise from all of the Group's operations.

The primary responsibility for the development and implementation of controls to address operational risk is assigned to senior management.

This responsibility is supported by the development of overall

Group stand for the management of operational risk in the following areas:

- Requirements for appropriate segregation of duties, including the independent authorization of transactions
- Requirements for the reconciliation and monitoring of transactions
- Documentation of controls and procedures
- Requirements for the periodic assessment of operational risks faced, and the adequacy of controls and procedures to address the risks identified
- Development of contingency plans
- Training and professional development

DIRECTORATE OF GROUP COMPANIES

Name of Director	RAF	RAO	RDL	KPL	COCO	CFL
Mrs. I.R. Rajiyah	√	√	√	√	√	√
Dr. S.R. Rajiyah	√	√	√	√	√	√
Mr. S.V. Rajiyah	√	√	√	√	√	√
Mrs. J.J.B.A. Rajiyah	-	√	-	-	-	-
Mr. V. Sanmugam	√	√	√	√	√	√
Mr. R. F. N. Jayasooriya	-	-	-	√	√	√
Mrs. S.T.R.E. Wijesuriya	√	-	-	-	-	-
Mr. T.A.P. Peiris	-	-	-	√	√	√
Mr. B.V. Selvanayagam	√	-	-	-	-	-
Mr. D.S. Arangala	√	-	-	-	-	-
Mr. K. Liyanagamage	√	-	-	-	-	-

RAF Renuka Agri Foods PLC

RAO Renuka Agri Organics Ltd

RDL Renuka Developments (Private) Limited

KPL Kandy Plantations Limited

COCO Coco Lanka (Pvt) Ltd

CFL Ceylon Forestry (Pvt) Ltd

REAL ESTATE PORTFOLIO

COMPANY	LOCATION	LAND / BUILDING	LAND EXTENT (PERCHES)		BUILDING		CLASSIFICATION COMPANY	CLASSIFICATION GROUP	ORIGINAL COST OF PURCHASE Rs.	WDV AS AT 31.03.2023 Rs.
			FREE HOLD		NO OF BUILDINGS	BUILDING IN SQ. FT				
Renuka Agri Foods PLC	Kamburagalle Estate	Land	150	-	-	-	PPE	PPE	17,203,000	17,203,000
	Unagahadeniya	Land	70.4	-	-	-	-	-	21,428,000	21,120,000
		Building	-	-	1	968	-	-	-	903,000
		Building	-	-	9	111,379	PPE	PPE	158,452,264	610,789,561
	Giriulla	Building	-	-	2	8,031	-	-	-	16,062,000
Renuka Developments (Pvt) Ltd	Unagahadeniya	Land	303.3	-	-	-	PPE	PPE	22,702,880	75,825,000
		Building	-	-	7	17,789	PPE	PPE	23,851,270	22,683,624
Kandy Plantations Ltd	Mahawatta Estate, Indigolla Estate, Kurundugolla Estate, at Nalla Diuldeniya	Building	-	-	4	10,598	PPE	PPE	15,927,250	7,627,050
		Land	3,284.7	-	-	-	PPE	PPE	57,900,000	72,601,194
		Land	26,445.1	-	-	-	PPE	PPE	127,482,760	180,448,000
Coco Lanka (Pvt) Ltd	Cocowatte Estate, Puttalam	Building	-	-	5	6,447	PPE	PPE	-	9,354,253
Renuka Agri Organics Ltd	Export Processing Zone, Wathipitiwala	Building	-	-	3	69,225	PPE	PPE	74,073,652	255,803,718

FIVE YEAR SUMMARY

Year Ended 31st March	2023	2022	2021	2020	2019
	Rs.'000	Rs.'000	Rs.'000	Rs.'000	Rs.'000
a) Summary of Operation					
Revenue	7,212,003	5,691,234	3,642,458	2,657,717	2,635,546
Gross Profit	1,616,647	907,042	352,976	837,658	651,327
Profit before net finance cost and tax	1,038,849	609,516	(5,745)	301,282	235,664
Profit/(Loss)before taxation	688,797	709,148	(87,937)	280,822	239,502
Taxation	190,707	86,580	(5,697)	12,158	(31,494)
Profit/(Loss)after tax	498,090	622,569	(93,634)	292,981	208,008
Profit/(Loss)attributable to equity holders of the company	399,095	594,960	(101,450)	253,976	208,278
b) Summary of Financial Position					
Capital and reserves					
Stated Capital	1,194,453	1,194,453	1,194,453	1,194,453	1,194,453
Revaluation Reserve	239,486	266,925	256,851	241,513	96,881
Retained Earnings	2,516,689	2,225,650	1,610,033	1,753,355	1,582,300
Shareholders' Fund	3,950,628	3,687,029	3,061,338	3,189,321	2,873,634
Non-Controlling Interest	329,518	231,349	200,075	34,382	31,692
Total Equity	4,280,145	3,918,378	3,261,413	3,223,703	2,905,326
Liabilities					
Non-Current Liabilities	755,672	805,559	578,941	517,002	227,600
Current Liabilities	2,882,628	2,525,372	2,068,067	740,084	611,593
Total Liabilities	3,638,300	3,330,931	2,647,008	1,257,086	839,193
Total Equity and Liabilities	7,918,446	7,249,308	5,908,421	4,480,790	3,744,520
Assets					
Property,Plant and Equipment	2,489,177	2,538,407	2,135,986	1,772,920	1,350,295
Investments	1,026,033	1,008,049	794,453	1,589,682	1,270,404
Other Non-Current Assets	836,467	840,721	810,057	139,896	141,878
Current Assets	3,566,769	2,862,131	2,167,925	978,292	981,943
Total Assets	7,918,446	7,249,308	5,908,421	4,480,790	3,744,520
c) Key Indicators					
Earnings/(Loss) per share (Rs.)	0.71	1.07	(0.18)	0.45	0.37
Net profit margin (%)	6.91%	11%	-2.63%	11%	7.93%
Net assets value per share (Rs.)	7.62	6.98	5.45	5.68	5.11
Dividends per share (Rs.)	0.20	-	0.12	0.12	-
Dividends payout (Rs.)	28.15%	-	150%	26.67%	-
Dividend cover (times)	3.55	-	(1.5)	3.75	-
Interest cover (times)	1.63	3.2	0.96	4.30	11.55
Current ratio (times)	1.24	1.1	1.06	1.32	1.51
Gearing ratio (%)	49.12%	36.32%	38.41%	19.8%	12.57%
Return on equity (%)	11.64%	16.32%	(3.32%)	7.96%	7.24%

SHAREHOLDER AND INVESTOR INFORMATION

SHARE INFORMATION

	2023	2022
Total No of Shareholders	5,757	2,425
Total No of Public Share Holders	5,750	5,422
Total No of Shares	561,750,000	561,750,000

PUBLIC SHARE HOLDING

	2023	2022
The percentage of Shares held by the Public Ordinary Shareholding (%)	24.00%	24.89%

31st March 2023

No of Shares Holders	No of Share Held	Total Holdings
2,365	1–1,000	0.15%
2,069	1,001–10,000	1.60%
1,081	10,001–100,000	6.32%
222	100,001–1,000,000	9.86%
20	Over 1,000,000 Shares	82.07%
5,757		100.00%

31st March 2023

No of Shares Held	31st March 2023			31st March 2022		
	No of Shareholders	No of Shares	%	No of Shareholders	No of Shares	%
Individuals	5,543	156,058,385	27.00%	5,205	151,685,101	27.00%
Institutions	214	405,691,615	73.00%	220	410,064,899	73.00%
Total	5,757	561,750,000	100.00%	5,425	561,750,000	100.00%

31st March 2023

No of Shares Held	31st March 2023			31st March 2022		
	No of Shareholders	No of Shares	%	No of Shareholders	No of Shares	%
Resident	5,722	543,723,853	96.84%	5,390	544,024,967	96.84%
Non Resident	35	18,026,147	3.16%	35	17,725,033	3.16%
Total	5,757	561,750,000	100.00%	5,425	561,750,000	100.00%

31st March 2023

No of Shares Held	31st March 2023			31st March 2022		
	No of Shareholders	No of Shares	%	No of Shareholders	No of Shares	%
Renuka Foods PLC & Affiliate Companies	3	368,846,578	65.67%	1	365,798,269	65.12%
Directors & Spouses	4	58,055,603	10.33%	2	56,137,477	9.99%
Public	5,750	134,847,819	24.00%	5,422	139,814,254	24.89%
Total	5,757	561,750,000	100.00%	5,425	561,750,000	100.00%

SHAREHOLDER AND INVESTOR INFORMATION (CONT.)

1st of April to 31st March	2023	2022
Share Price (Rs)		
Highest	8.90	8.30
Lowest	3.00	3.30
As at 31st March (Last Trade)	5.20	3.60
<hr/>		
Market Capitalization	2023	2022
As at 31st March (Rs)	2,921,100,000	2,022,300,000
Float Adjusted Market Capitalization (Rs)	701,208,659	503,331,314
No.of Trades	39,570	44,109
No.of Shares Traded	283,268,070	439,360,504
Value of Shares Traded (Rs)	1,834,876,726	2,414,267,334

Option the Listed Entity complies with the Minimum Public Holding requirement

The Company complied with option 5 of the listing rules 7.14.1(i) (a) - which requires a minimum public Holding of 20% and a minimum 500 shareholders representing public holding for a company having float adjusted market capitalization of less than Rs.2.5Bn.

RENUKA AGRI FOODS PLC - TOP 20 MAJOR SHAREHOLDERS

No	Name	Voting as at 31.03.2023		Voting as at 31.03.2022	
		No of Shares	%	No of Shares	%
1	RENUKA FOODS PLC	365,798,269	65.12%	365,798,269	65.12%
2	DR. S. R. RAJIYAH & MRS I R RAJIYAH (JT)	56,151,467	10.00%	56,136,467	9.99%
3	MRS. A. T. T. ALNAKIB	7,500,000	1.34%	7,500,000	1.34%
4	CITIBANK NEWYORK S/A NORGES BANK ACCOUNT 2	3,153,372	0.56%	3,153,372	0.56%
5	GALLE FACE CAPITAL PARTNERS PLC	3,024,700	0.54%	-	-
6	HATTON NATIONAL BANK PLC/ALMAS HOLDINGS (PRIVATE) LIMITED	2,666,843	0.47%	-	-
7	MR. R GAUTAM	2,544,000	0.45%	2,456,000	0.44%
8	MR. W.D.N.H. PERERA	2,000,000	0.36%	-	-
9	MERCHANT BANK OF SRI LANKA & FINANCE PLC/J.A.S.M. JAYAWICKRAMA	1,952,000	0.35%	1,952,000	0.35%
10	PEOPLE'S LEASING & FINANCE PLC/MR.M.I.SAMSUDEEN	1,905,065	0.34%	-	-
11	MR. S.V. RAJIYAH & MRS. J.J.B. ALOYSIUS RAJIYAH	1,893,126	0.34%	-	-
12	MR. K.D.D.H. DAYARATNE	1,805,000	0.32%	-	-
13	MR. H.A.A.H. ALGHARABALLY	1,647,502	0.29%	1,647,502	0.29%
14	ASIA MANAGEMENT CONSULTANCY (PRIVATE) LIMITED	1,530,038	0.27%	-	-
15	HATTON NATIONAL BANK PLC/ANUJA CHAMILA JAYASINGHE	1,445,734	0.26%	-	-
16	STANDARD CHARTERED BANK SINGAPORE S/A HL BANK SINGAPORE BRANCH	1,439,359	0.26%	1,439,359	0.26%
17	MR. R.S.K. FERNANDO	1,400,000	0.25%	-	-
18	ALMAS HOLDINGS (PRIVATE) LIMITED	1,130,484	0.20%	-	-
19	DIALOG FINANCE PLC/W.M.C.M. AMARASINGHE	1,023,857	0.18%	-	-
20	MR. K.C. VIGNARAJAH	1,003,781	0.18%	1,745,000	0.31%
		461,014,597	82.08%	441,827,969	78.66%

NOTICE OF MEETING

Notice is hereby given that the Twenty Fourth (24th) Annual General Meeting (AGM) of Renuka Agri Foods PLC (the 'Company') will be held on Thursday, September 7th, 2023 at 3.00 p.m. as a virtual meeting using a digital platform for the following purposes:

1. To receive and consider the Annual Report of the Board of Directors on the affairs of the Company, the statement of Compliance and the Financial Statement for year ended 31st March 2023 with the Report of the Auditors thereon.

2. To declare a dividend as recommended by the Board of Directors and to consider to pass the following resolutions:

a. Declaration of a first and final dividend

THAT a first and final dividend of Rs. 0.10 cents per issued and fully paid ordinary shares constituting a total sum of Rs. 56,175,000 based on the issued ordinary shares as at 31st July, 2023;

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

THAT subject to the shareholders and (a) approving the proposed allotment and issue of new ordinary shares by passing the resolutions set out in Items 2(i) and 2(ii) below, the declared first and final dividend of Rs. 0.10 cents per issued and fully paid ordinary share be distributed and satisfied by the allotment and issue of new ordinary shares (the 'distribution scheme') based on the share prices of ordinary shares as at July 31st, 2023 to the Entitled Shareholders;

• The allotment and issue of new ordinary shares of Rs. 0.10 cents per share dividend entitlement (subject to applicable government taxes).

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

By way of the allotment and issue of new shares:

The sum of:

– Rs. 56,175,000 to which the ordinary shareholders are entitled (subject to applicable government taxes); and

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

• 01 new fully paid ordinary (voting) share for every 63.5294117647 existing issued and fully paid ordinary shares calculated on the basis of the market value of the ordinary shares as at end of trading on July 31st, 2023;

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

THAT the new shares to be issued in pursuance of the said distribution scheme constituting a total issue of 8,842,361 new ordinary shares, based on the issued and fully paid ordinary shares as at July 31st, 2023, shall, immediately consequent to due allotment thereof to the entitled shareholders rank equal and pari passu in all respects with the existing issued and fully paid ordinary shares and the existing issued and fully paid ordinary shares of the Company respectively including the entitlement to participate in any dividend that may be declared after the date of allotment thereof and shall be listed on the Colombo Stock Exchange; and

a. (Dividend Resolution No. 2 i):

THAT a new issue of shares provided for by Article 5 (b) and 14(3) of the Articles of Association of Renuka Agri Foods PLC (the 'Company'), be and is hereby issue of new shares to be effected by the Company for purposes of satisfying in first and final dividend for the year ended March 31, 2023:

"The allotment and issue of 8,842,361 new ordinary shares, credited as fully paid to entitled shareholders and which new shares shall rank equal and pari passu with the existing issued and fully paid ordinary shares of the Company including the right to participate in any dividend which may be declared after the date of allotment of such shares".

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

THAT the proposed allotment and issue of 8,842,361 new ordinary shares credited as fully paid to entitled shareholders and which new shares shall rank equal and pari passu with the existing issued and fully paid ordinary shares of the Company including the right to participate in any dividend which may be declared after the date of allotment of such shares be and is hereby approved in pursuance of Article 5 5 (b) of the Articles of Association of the Company; and

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

b. To re-elect Mr. D.S.Arangala as a Director who retires by rotation in terms of Article 30 (1).

c. To re-appoint Dr. S.R. Rajiyah who is over 70 years of age, as a director in terms of Section 211 of the Companies Act No. 7 of 2007 and it is specifically declared that the age limit of 70 years referred to in Section 210 of the Companies Act No. 7 of 2007 shall not apply to the said Dr. S.R. Rajiyah.

d. To re-appoint Mrs. I.R. Rajiyah who is over 70 years of age, as a director in terms of Section 211 of the Companies Act No. 7 of 2007 and it is specifically declared that the age limit of 70 years referred to in Section 210 of the Companies Act No. 7 of 2007 shall not apply to the said I.R. Rajiyah.

- e. (i) To reappoint Messrs KPMG, Chartered Accountants, as recommended by the Board of Directors as the Company's Auditors for the financial year ending March 31, 2023; and
(ii) To authorize the Board of Directors to determine the remuneration of the Auditors for the financial year ending March 31, 2023
- f. To authorize the Board of Directors to determine donations for the year 2023.

By Order of the Board of Renuka Agri Foods PLC,

Sgd.
Renuka Enterprises (Pvt) Ltd
Company Secretaries
August 11, 2023 Colombo

Notes

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

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

Dear Shareholder/s,

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

The Board of Directors of the Company, is pleased to inform its Shareholders that, a first and final dividend distribution of Rs. 0.10 cents per each existing issued and fully paid ordinary shares has been recommended for the financial year ended March 31, 2023 for due declaration by the Shareholders at the Annual General Meeting ('AGM') to be held on Thursday, September 7th, 2023 (the date of the AGM) at 3.00 p.m. to be held, virtually, by using a digital platform and such dividend so declared be paid out of the profits of the Company for the financial year ended March 31, 2023, which would be subject to applicable government taxes.

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

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

- (i) New ordinary shares will be allotted and issued, in satisfaction of the dividend entitlement, constituting a total sum of Rs. 56,175,000/- based on the issued and fully paid shares of the Company as at July 31st, 2023.

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

8,842,361 number of new ordinary shares, calculated based on the issued and fully paid ordinary shares as at July 31st, 2023 and on the basis of their market value (closing price) as at end of trading on 31st July 2023;

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

- 01 new fully paid ordinary share for every 63.5294117647 existing issued and fully paid ordinary shares calculated on the basis of the market value of the ordinary shares as at end of trading on July 31st, 2023; and

The above share ratio is based on a value of Rs. 5.40 per ordinary share (subject to applicable government taxes) as at the end of trading on July 31st, 2023. The Board of Directors is satisfied that the aforementioned values which constitute the consideration for which the new shares are to be allotted and issued is fair and reasonable to the Company and to all its existing Shareholders.

Entitled Shareholders

Shareholders entitled to participate in the said dividend are those who are duly registered in the Company's Share Register and also those

shareholders whose names appear on the Central Depository Systems (Pvt) Ltd ('CDS') as at end of trading on the Record Date [i.e. the third (3rd) market day from and excluding the date of the meeting] (the 'Entitled Shareholders').

In calculating the number of shares held by a shareholder as at the relevant date for the proposed allotment and issue of new shares, the shareholding of the shareholder as appearing in the CDS and the Shareholders' Register maintained by the Registrars of the Company [SSP Corporate Services (Pvt) Ltd, No. 101, Inner Flower Road, Colombo 03] will not be aggregated. However, if a shareholder holds shares with multiple stockbrokers, the shares held with multiple stockbrokers will be aggregated for calculation purposes, and the shares arising as a result of the proposed issue and allotment of new shares will be uploaded proportionately to the respective CDS accounts held with each broker. The Company has obtained the approval in principle of the Colombo Stock Exchange ('CSE') for the proposed allotment and issue of new shares.

Residual Fractions of Shares

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

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

For Ordinary shares shareholders –

Number of shares held by a shareholder
as at end of trading on the Record Date X 1

63.5294117647

Status of the New Shares

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

Listing approval

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

Shareholder Approvals

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

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

Article 55 (b) and 14(3) of the Company's Articles of Association provides, in effect, that, subject to the provisions of CA 2007, the Board is empowered to pay a dividend by way of shares. The Board seeks the authorization of Shareholders for the satisfaction of the first and final dividend by the issue of new ordinary shares in the manner set out above.

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

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

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

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

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

Confirmation of Compliance

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

Allotment of the New Shares

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

Uploading of Shares in to CDS Accounts

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

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

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

Annual General Meeting (AGM)

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

Form of Proxy

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

Yours faithfully,

By Order of the Board of Renuka Agri Foods PLC

Renuka Enterprices (Pvt) Ltd

Company Secretaries

August 11, 2023

FORM OF PROXY

I / We of
 being a member/members of Renuka Agri Foods PLC, hereby appoint;
 (NIC No.
) of

Or failing her/him

Dr. S.R. Rajiyah or failing him
 Mrs. I.R. Rajiyah or failing her
 Mr. S.V. Rajiyah or failing him
 Mr. V. Sanmugam or failing him
 Mr. D.S. Arangala or failing him
 Mr. K. Liyanagamage or failing him
 Mrs. S.T.R.E. Wijesuriya or failing her
 Mr. B.V. Selvanayagam

as my/ our proxy to represent me / us and to speak and to vote on my / our behalf at the Annual General Meeting of the Company to be held on the 7th day of September 2023 and at any adjournment thereof and at every poll which may be taken in consequence thereof.

	For	Against
1. To receive and consider the Annual Report of the Board of Directors on the affairs of the Company, the Statement of Compliance and the Financial Statements for the year ended March 31, 2023 together with the Report of the Auditors thereon	<input type="checkbox"/>	<input type="checkbox"/>
2. To declare a dividend as recommended by the Directors and to pass the following resolutions set out in the attached Notice of Meeting:	<input type="checkbox"/>	<input type="checkbox"/>
i. Declaration of a first and final dividend and approval of its method of satisfaction (Dividend Resolution No. 2 (i))	<input type="checkbox"/>	<input type="checkbox"/>
ii. Approval of an issue of ordinary (voting) and (non-voting) shares (Dividend Resolution No. 2 (ii))	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect Mr.D.S.Arangala as a Director	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-appoint Mrs. I.R. Rajiyah as a Director	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-appoint Dr.S.R.Rajiyah as a Director	<input type="checkbox"/>	<input type="checkbox"/>
6. (i) To re-appoint Messrs KPMG, Chartered Accountants as recommended by the Board of Directors, as Auditors to the Company for the Financial Year ending March 31, 2023.	<input type="checkbox"/>	<input type="checkbox"/>
(ii) To authorize the Board of Directors to determine the remuneration of the Auditors for the Financial Year ending March 31, 2023.	<input type="checkbox"/>	<input type="checkbox"/>
7. To authorize the Board of Directors to determine donations for the year 2023.	<input type="checkbox"/>	<input type="checkbox"/>

Dated this day of 2023.

.....
 Signature of Shareholder

Note:

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

INSTRUCTIONS AS TO COMPLETION OF THE FORM OF PROXY

1. To be valid, the completed Form of Proxy should be deposited at the Registered Office of the Company, at "Renuka House", No. 69, Sri Jinaratana Road, Colombo 2, on or before 3.00p.m. on 7th September 2023 being not less than 48 hours before the time appointed for the holding of the Meeting.
2. In perfecting the Form of Proxy, please ensure that all the details are legible.
3. Please indicate with an 'X' in the space provided how your proxy to vote on each resolution. If no indication is given the proxy, in his discretion, will vote, as he thinks fit.
4. In the case of a Company / Corporation, the proxy must be under its Common Seal which should be affixed and attested in the manner prescribed by its Articles of Association.
5. In the case of proxy signed by the Attorney, the Power of Attorney must be deposited at the Registered Office at "Renuka House", No. 69, Sri Jinaratana Road, Colombo 2, for registration.

CORPORATE INFORMATION

Name of Company

Renuka Agri Foods PLC

Legal Form

Quoted Public Company with Limited Liability

Principal Activity

Agri Business

Direct Subsidiary

Renuka Developments (Pvt) Ltd

Indirect Subsidiaries

Renuka Agri Organics Ltd
Kandy Plantations Ltd
Ceylon Forestry (Pvt) Ltd
Coco Lanka (Pvt) Ltd

Board of Directors

Dr. S.R. Rajiyah - Chairman
Mrs. I.R. Rajiyah
Mr. S.V. Rajiyah
Mr. V. Sanmugam
Mr. D. S. Arangala
Mr. K. Liyanagamage
Mrs. S.T.R.E. Wijesuriya
Mr. B. V. Selvanayagam

Audit Committee

Mr. B.V. Selvanayagam - Chairman
Mr. K. Liyanagamage
Mr. D. S. Arangala

Audit Committee (w.e.f. 20th January 2023)

Mr. B.V. Selvanayagam - Chairman
Dr. J. A. S. Felix
Mr. M. S. Dominic

Related Party Transaction Review Committee (Represented by ultimate parent company)

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

Remuneration Committee (Represented by ultimate parent company)

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

Nomination Committee

(Represented by ultimate parent company)
Mr. M.S. Dominic - Chairman
Mr. T.K. Bandaranayake
Mrs. J.J.B.A. Rajiyah

Company Secretaries

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

Registrars

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

Ultimate Parent Company

Renuka Holdings PLC

Registration No.

PB 1108/PQ

Registered Office

"Renuka House"
69 Sri Jinaratana Road,
Colombo 2
Telephone: 00941-11-2314750-5
Email: info@renukagroup.com
Fax: 00941 11-2445549

Postal Address

P.O.Box 961, Colombo

Stock Exchange Listing

Colombo Stock Exchange

External Auditors

KPMG Chartered Accountants

Legal Consultants

Nithya Partners - Attorneys- at-Law
Heritage Partners

Bankers

Commercial Bank of Ceylon PLC
Hatton National Bank PLC
HBL
HSBC
National Development Bank PLC
Nations Trust Bank PLC
Peoples Bank
Standard Chartered Ban



'RENUKA HOUSE', P.O. BOX 961,#69, Sri Jinaratana Road, Colombo 02, Sri Lanka
Tel: 94 - 11 - 2314750 - 5, 2422694, Fax: 94 - 11 - 2445549
E-mail: inquiries@renukagroup.com
Website: www.renukagroup.com