



**Goodhope**

A CARSON CUMBERBATCH COMPANY

# Shalimar (Malay) PLC

Annual Report 2017/18

# Financial Calendar

Financial Year End 31st March 2018

## Announcement of Results

First Quarter ended 30th June 2017 14th August 2017

Second Quarter ended 30th September 2017 14th November 2017

Third Quarter ended 31st December 2017 12th February 2018

**109th Annual General Meeting** 25th May 2018

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# Chairman's Statement

Dear Shareholders,

On behalf of the Board of Directors, I am pleased to present the Annual Report and Audited Financial Statements of Shalimar (Malay) PLC for the year ended 31st March 2018 and welcome you to the One Hundred and Ninth Annual General Meeting of the Company.

## Discontinued Operations in Malaysia

The Company completed the sale of the Malaysian plantation assets and also distributed the net sale proceeds in the form of a share repurchase and a dividend to the shareholders during the previous financial year with due approvals.

## Financial Performance

No dividend income was received from the Company's long term unquoted investment made in Indonesia through Shalimar Developments Sdn. Bhd., given the current performance of the global Oil Palm sector. The Indonesian plantations are currently recovering from the impact of low cropping arising from consecutive years of drought weather conditions.

Accordingly, your Company recorded a net loss after tax of Rs. 2.28 Mn for the year as compared to the profit of Rs. 2,213.23 Mn recorded in the previous financial year, which included the profits of Rs. 2,212.07 Mn from Malaysian plantation operations and the sale of Malaysian plantation assets.

## Minimum Public Holding

As per Rule 7.13.1 (a) of the Listing Rules of the Colombo Stock Exchange, a Listed Entity on the Main Board having a public holding below the specified requirement in terms of the said rules, has to ensure that the public holding of such entity is maintained at a defined public holding percentage of shares in the hands of a minimum number of 500 public shareholders. The Company does not at present satisfy the requirement relating to minimum public holding.

In this regard, I wish to highlight that the objective of the voluntary offer made to all shareholders in 2011 was to acquire the entire minority shareholding as a step towards the consolidation of the oil palm plantation business segment of Carsons group. The offer documents also mentioned that upon completion of the voluntary offer, the rationale for remaining listed will be evaluated. Since the voluntary offer did not result in the acquisition of the entire minority shareholding, the Company continued to remain listed.

Taking into consideration that a voluntary offer had been made and also considering that there is no requirement for additional capital infusion to the Company and resultantly, there being no plans for issuing of new shares nor a dilution by the majority shareholder and as previously communicated to shareholders through market disclosures and Annual Reports,

## **Chairman's Statement**

the Company would not be in compliance with the said requirements and we would report on the proposed course of action in consultation with the regulator.

On behalf of the Board of Directors of the Company, I extend our appreciation to the shareholders for their continued support and confidence placed in the Directors and to all our business associates. I am thankful to our management and staff for their hard work and dedication. I take this opportunity to thank Mr. C. Tissera who resigned from the Board during the year under review, for the services rendered to the Company. Last but not least, I would like to thank my fellow Board Members for their support and guidance provided throughout the year, and to the members of the Audit Committee, Remuneration Committee and Related Party Transactions Review Committee for their invaluable efforts.

*(Sgd.)*

**H. Selvanathan**

*Chairman*

23rd April 2018

# Review of Industry and Operational Performance

## Review of Operations

As disclosed to the shareholders and to the market via circulars and also annual financial statements, with due approval from shareholders and regulatory authorities of Malaysia and Sri Lanka, the Company completed the sale of the Malaysian plantation assets and also distributed the net sale proceeds to the shareholders during the previous financial year.

The operations of the Company now consist of the equity investment made in Indonesia (PT Agro Indomas) through Shalimar Developments Sdn. Bhd. (SDSB).

The Indonesian investment, PT Agro Indomas is managed through the group's fully owned management arm in Indonesia. PT Agro Indomas consists of 26,981 hectares of plantation with processing facilities of 225 MT/hr within the plantations. Statistics pertaining to the operating performance of the Indonesian Investment, PT Agro Indomas is provided in this annual report in section 7 under "Information to Shareholders and Investors" on pages 71 to 72.

The Investment in SDSB is recorded in the financial statements at fair value as determined by an independent professional valuer as more fully explained in Note 09 to the financial statements.

The Company has not received any dividend from its investment in SDSB during the year under review. The only source of revenue is now confined to the interest income earned from the short term deposits. The exchange loss relates to the reversal of unrealised exchange gain arising on translation of monetary assets recognised in the previous financial year. Accordingly, the Company recorded a loss after tax of Rs. 2.28 Mn from operations during the year under review compared to the profit of Rs. 2,213.23 Mn recorded in the previous financial year. It should be noted that the previous financial year's results included the profits from the plantation operations and the sale of plantation assets. Accordingly, no dividend has been proposed for the year under review.

## Agro Harapan Lestari (Pvt) Ltd

*Managers*

23rd April 2018

# Risk Management

The Company's overall risk management objective is to ensure that it creates value to its shareholders, whilst minimizing any potential adverse impact. The established risk management framework is aligned to that of its parent company and Board approved policies and guidelines.

The integrated risk framework ensures prevention and early detection of risks as well as exploitation of opportunities contributing to a sustainable business model. The risks are continuously reviewed and managed through the anticipation and deployment of effective corrective actions.

As noted in the last year's Annual Report, the Company disposed of its plantation property in Malaysia during the previous financial year. Accordingly, the risks associated with the plantation business segment as disclosed in previous annual reports will no longer be applicable.

## Continuing Business Segment

The continuing business of the Company consists of the equity investment made in Shalimar Development Sdn. Bhd. (SDSB). SDSB owns shares in PT Agro Indomas of Indonesia, which is in the Oil Palm Plantation business. The Company's only source of operating income going forward will be any potential dividend income it may earn from its long term investments. The performance of the investment (both the investment value and the returns) are subject to the following key risks.

### (a) Investment Income Risk

#### i. Commodity Price Risk

The price of Crude Palm Oil (CPO), the main produce of the PT Agro Indomas, is determined by international market forces. The price of CPO is volatile along with the movements in the global commodities market. The sale of CPO is the prime source of cash inflow for PT Agro

Indomas. Therefore, any volatility in CPO prices will have a direct impact on the operating results and cash flows of PT Agro Indomas and its ability to pay dividends.

#### ii. Environmental Risk

Unfavourable weather patterns, resulting in extreme conditions impacting palm growth, natural and man-made disasters such as fire and potential crop disease could affect the quantity and/or quality of the produce. Accordingly, this can impact the volume of CPO production, and therefore, the operating results and cash flows generated by the investee companies and their ability to pay dividends.

### (b) Investment Valuation Risk

The value of the investments in the investee companies are stated at fair value and are assessed by an independent professional valuer using the discounted cash flows methodology. Some of the key assumptions which impact the valuation include the forecasted international selling price of CPO and the applicable market discount rate, both of which are beyond the control of the Company. While adequate measures are taken to manage the controllable input of the valuation assumptions, volatility in external environment and industry dynamics such as weather patterns and biological cycles together with macro-economic and political factors including inflation rates, also can result in fluctuations in the appraised fair value of the investments in the financial statements.

### (c) Foreign Exchange Risk

A currency risk is generated through the translation of foreign currency denominated investment to Sri Lankan Rupee for the purpose of financial reporting in Sri Lankan Rupees.

**Agro Harapan Lestari (Pvt) Ltd**  
*Managers*

23rd April 2018

## Profile of the Directors

### HARIHARAN SELVANATHAN

Hariharan Selvanathan is the Chairman of Bukit Darah PLC and Group CEO of Goodhope Asia Holdings Ltd. He is the President Commissioner of the palm oil related companies in Indonesia. He holds Directorships in several subsidiary companies within the Carsons Group and is also a Director of Sri Krishna Corporation (Private) Limited and the Chairman of Express Newspapers (Ceylon) Ltd. He is also the Chairman of Carsons Management Services (Private) Limited and Agro Harapan Lestari (Private) Limited, the Group's Management companies. He was the Past President of the National Chamber of Commerce and Past Vice Chairman of the International Chamber of Commerce (Sri Lanka).

He counts over 20 years experience in commodity trading in International Markets.

He holds a Bachelor's Degree in Commerce.

### MANOHARAN SELVANATHAN

Manoharan Selvanathan is the Chairman of Sri Krishna Corporation (Private) Limited, Ceylon Finance & Securities (Private) Ltd and Selinsing PLC. He is a Group Director of most Companies in the Carson Cumberbatch Group in Sri Lanka, Indonesia, Malaysia & Singapore and is an active Member of its Executive Management Forums.

He has served as the Chairman of the Ceylon Chamber of Commerce and The Indo Lanka Chamber of Commerce &

Industry and also as the President of the Rotary Club of Colombo North. At present, he is the Honorary Consul of the Republic of Chile in Sri Lanka.

Manoharan Selvanathan was conferred the highest National Honours in Sri Lanka, the 'DESAMANYA' title, by H.E. The President of Sri Lanka, in recognition of the services rendered to the Nation in November 2005. In January 2011, he was awarded with the prestigious 'PRAVASI BHARATIYA SAMMAN AWARD' by the President of India.

He also received the Presidential Honour of 'ORDER OF KNIGHT COMMANDER' in October 2013, awarded by the Government of Chile.

Manoharan Selvanathan holds a Bachelor's Degree in Commerce.

### ISRAEL PAULRAJ

Israel Paulraj is the Chairman of Guardian Capital Partners PLC and Rubber Investment Trust Limited. He serves as a Director of several subsidiary companies within the Carsons Group.

He served as the Past Chairman of the Federation of Exporters Associations of Sri Lanka and The Coconut Products Traders Association. He was a member of the Executive Committee of the Ceylon Chamber of Commerce, National Chamber of Commerce of Sri Lanka and Shippers Council. He served on the Board of Arbitrators of the Ceylon Chamber of Commerce. He has also served as Hon. General Secretary of the Central Council

## Profile of the Directors

of Social Services, Hony. Treasurer of The Christian Conference in Asia, President of the Church of Ceylon Youth Movement and Hony. Treasurer of the National Christian Council of Sri Lanka. He has also served as the Chairman of the Incorporated Trustees of the Church of Ceylon.

He also served on the Presidential Task Force on Non Traditional Export and Import Competitive Agriculture set up by the late President R.Premadasa. He served as the Chairman of the Ecumenical Loan Fund of Sri Lanka and on its International Board in Geneva. He was a member of the Commercial Law Reform Commission and has served on the Parliamentary Consultative Committee on Internal and International Trade.

He holds a Bachelor's Degree in Law and an Executive Diploma in Business Administration.

### **CHANDIMA GUNAWARDENA**

Chandima Gunawardena serves as a Non-Independent, Non-Executive Director of most of the Carsons Group Companies in Sri Lanka and overseas. He is also a Director of Bukit Darah PLC. Since assuming Non- Executive status in the Group, he serves as an advisor to the Group's Strategic Planning and Management forums in Sri Lanka and serves on Board Committees, including the Audit Committees of the Group in Sri Lanka and overseas covering all operating sectors of the Group.

Mr. Gunawardena has over four decades of experience in varied fields of business and commercial activities and has held senior positions in Corporate, Mercantile and State Institutions. He was appointed to the Carson Cumberbatch Group Directorate in 1990.

He has served in the Management Committee of The Ceylon Chamber of Commerce for over 10 years and was a Founder Council member of the Sri Lanka Institute of Directors (SLID) and continued to serve in the council for over 10 years.

He is a Fellow of the Chartered Institute of Management Accountants, UK.

### **CHANDANA TISSERA**

*(Resigned w.e.f. 15.08.2017)*

Chandana Tissera presently serves as a Non Executive Director on the Board of Carson Cumberbatch PLC. He previously served as a Director and the Chief Executive Officer of the Plantations and Oils & Fats Sector of the Carsons Group and also served as a Director in all Subsidiary companies of the Goodhope Group. He retired from the Goodhope Group on 31st October 2017.

He had also previously served as the Chief Executive Officer of the Investment Sector and as a Director Finance of the Carsons Group. He has also served on the Board of Union Assurance PLC.

He counts over three decades of experience in the fields of manufacturing, financial services, capital market operations, overseas plantations, project development and management services.

He is a Fellow of the Institute of Management, UK.

### **KENNETH SELLAYAH**

Kenneth Sellayah is a Director of Good Hope PLC. He was a former Director of Shaw Wallace & Hedges Ltd, Prime Property Management Services (Pvt) Ltd, General Manager of Ceylon Trading Co. Ltd, a Director of some of its subsidiaries and Managing Director of Scanships Ltd. He served as the Chairman of the Coconut and General Products Exporters Association and the Exports Section of the Ceylon Chamber of Commerce.

He was a Director of CPC (Lanka) Ltd and CPC Agrifoods Ltd. He is also a Member of several committees of the Ceylon Chamber of Commerce, Institute of Exports, UK and the Chartered Management Institute, UK.

### **NALAKE FERNANDO**

Nalake Fernando is a Director of the Property Management Companies of the Carson Cumberbatch Group, namely Equity One Limited and Equity Two PLC. He is also a Director of Carsons Management Services (Private) Limited. He was the Country Representative for Sri Lanka of Dalekeller & Associates Ltd, Designers and Skidmore Ownings & Merrill Architects. He was also a Director of SKC Management Services Ltd.

He counts over 40 years of work experience and holds a Technician's Certificate of the Institute of Work Study Practitioners of UK.

### **SUBRAMANIAM MAHENDRARAJAH**

Subramaniam Mahendrarajah is a Director of Indo-Malay PLC, Selinsing PLC, Guardian Capital Partners PLC, Equity One Limited and Leechman & Company (Private) Ltd. He is also the Group Finance Director of Sri Krishna Group of Companies. He has wide experience in the fields of manufacturing, trading, financial services and management. He is also the Past President of the Rotary Club of Colombo Down Town and is the recipient of the prestigious 'Service above Self' award from Rotary International.

## Statement of Directors' Responsibilities

The responsibilities of the Directors in relation to the Financial Statements are detailed in the following paragraphs, while the responsibilities of the Auditors are set out in the Report of the Auditors.

According to the Companies Act No. 7 of 2007 and the Sri Lanka Accounting & Auditing Standards Act No. 15 of 1995, Directors are required to prepare Financial Statements for each financial year, giving a true and fair view of the financial position of the Company as at the end of the financial year and of the financial performance for the said period.

In preparing these Financial Statements, the Directors are required to ensure that:

- appropriate accounting policies have been selected and applied consistently while material departures, if any, have been disclosed and explained,
- all applicable Accounting Standards have been complied with,
- reasonable and prudent judgments and estimates have been made,
- Listing rules of the Colombo Stock Exchange (CSE) have been met and
- Code of best practice on corporate governance issued jointly by the institute of Chartered Accountants of Sri Lanka (CA Sri Lanka) and the Securities and Exchange Commission of Sri Lanka (SEC) has been adopted.

The Directors are responsible for ensuring that the Company maintains sufficient accounting records to disclose with reasonable accuracy, the financial position of the Company in order to ensure that the Financial Statements of the Company meet with the requirements of the Sri Lanka Accounting & Auditing Standards Act No. 15 of 1995 and the Companies Act No. 07 of 2007. They are also responsible for taking reasonable measures to safeguard the assets of the Company and in this regard, to give proper consideration to the establishment of an appropriate system of internal controls with a view to prevent, detect and rectify frauds and other irregularities.

These Financial Statements have been prepared on a going concern basis after reviewing the financial position and the cash flows and the Directors are of the view that the Company has adequate resources to continue in operation for the foreseeable future from the date of signing these financial statements.

The Directors are also of the view that they have discharged their responsibilities as set out in this statement.

By Order of the Board,

*(Sgd.)*

**K. D. De Silva (Mrs.)**

*Director*

**Carsons Management Services (Private) Limited**

*Secretaries*

Colombo  
23rd April 2018

# Annual Report of the Board of Directors on the Affairs of the Company

The details set out herein provide the pertinent information required by the Companies Act No. 7 of 2007, Listing Rules of the Colombo Stock Exchange and recommended best accounting practices. The Annual Report was approved by the Directors at a meeting held on 23rd April 2018.

## 1. General

The Directors have pleasure in presenting to the shareholders their Report together with the Audited Financial Statements for the year ended 31st March 2018 of Shalimar (Malay) PLC, a public limited liability Company incorporated in Sri Lanka in 1909.

## 2. The Principal Activities of the Company

The principal activity of the Company is managing and holding of investments. The Company

completed the sale of the Malaysian plantation assets during the previous financial year and the net proceeds were distributed to the shareholders. Consequently, the Company exited from the Oil Palm Plantation business segment.

## 3. Review of Operations

The review of the Company's operations during the year, with comments on financial results is stated in the Chairman's Statement on page 1 and Review of Industry and Operational Performance on page 3.

These reports form an integral part of the Annual Report of the Board of Directors on the Affairs of the Company.

## 4. Financial Results

The Company recorded a net loss after tax of Rs. 2.28 Mn for the year. The details are disclosed below;

<i>For the year ended 31st March</i>		<b>2018</b>	2017
		<b>Rs.'000</b>	Rs.'000
<b>(Loss)/Profit after Tax from Continuing Operations</b>	a	<b>(2,279)</b>	1,160
<b>Discontinued Operations</b>			
Profit from discontinued Overseas Branch operations (Net of Tax)		-	44,451
Profit from disposal of Overseas plantation assets (Net of Tax)		-	2,572,445
Transfer from translation reserve on discontinued Overseas Branch operations		-	(404,827)
<b>(Loss)/Profit after Tax from Discontinued Operations</b>	b	-	2,212,069
<b>(Loss)/Profit after Taxation</b>	a+b	<b>(2,279)</b>	2,213,229
Profit brought forward from previous year		<b>63,507</b>	153,437
Profit available for Appropriation		<b>61,228</b>	2,366,666

**Annual Report of the Board of Directors on the Affairs of the Company**

<i>For the year ended 31st March</i>	<b>2018</b>	2017
	<b>Rs. '000</b>	Rs. '000
<b>Appropriations</b>		
Dividend paid	-	(280,503)
Consideration paid for Share Repurchase	-	(3,544,376)
Transaction cost on Share Repurchase	-	(2,173)
Realization of Revaluation Reserve due to disposal of Malaysian Property	-	1,523,893
<b>Unappropriated Profit carried forward</b>	<b>61,228</b>	<b>63,507</b>

**5. Auditors' Report**

The Auditors' Report on the Financial Statements is given on pages 25 to 27 of this Annual Report.

**6. Significant Accounting Policies**

The Accounting policies adopted in the preparation of the Financial Statements are given on pages 33 to 43 in the Notes to the Financial Statements.

With the disposal of the oil palm business segment in the previous financial year, certain accounting policies specific to the Oil palm business segment are no longer applicable.

**7. Financial Statements**

The Company has prepared its Financial Statements in compliance with Sri Lankan Accounting Standards (SLFRS/LKAS).

Financial Statements of the Company comprising the Statement of Profit or Loss, Statement of Comprehensive Income, Statement of Financial Position, Statement

of Changes in Equity and Cash Flow Statement together with the accompanying Notes to the Financial Statements for the year ended 31st March 2018 are set out on pages 28 to 57.

**8. Statement of Directors' Responsibilities**

The Statement of Directors' Responsibilities for the Financial Statements is given on page 8 of this Annual Report.

**9. Interests Register****9.1 Directors' Interests**

The Company maintains an Interests Register in conformity with the provisions of the Companies Act No. 7 of 2007.

All Directors have made declarations as provided for in Section 192(2) of the Companies Act aforesaid.

The relevant details as required by the Companies Act No. 7 of 2007 have been entered in the Interests Register during the year under review.

The Interests Register is available for inspection as required under the Companies Act.

## 9.2 Remuneration of Directors

The Directors' remuneration of the Company, for the financial year ended 31st March 2018, is given in Note 19.2 to the Financial Statements on page 55.

Executive Directors are not compensated for their role on the Board.

Aggregate remuneration paid to the Non-Executive Directors are disclosed under Note 19.2 on page 55.

## 9.3 Directors' Interests in Contracts and Shares

Directors' interests in contracts of the Company are disclosed in Note 19.3 on page 55 to the Financial Statements and have been declared at meetings of the Directors. The Directors have no direct or indirect interest in any other contracts or proposed contracts in relation to the business of the Company, while they had the following interests in ordinary shares of the Company.

	No. of shares	
	31st March 2018	31st March 2017
Mr. H. Selvanathan	-	-
Mr. M. Selvanathan	1	1
Mr. I. Paulraj	-	-
Mr. D.C.R. Gunawardena	-	-
Mr. A.K. Sellayah	-	-
Mr. P.C.P. Tissera <i>(Resigned w.e.f. 15.08.2017)</i>	-	-
Mr. K.C.N. Fernando	-	-
Mr. S. Mahendrarajah	53	53

## 10. Corporate Donations

There were no donations granted during the year.

## 11. Directors

The names of the Directors who served during the financial year are given under Corporate Information provided in the Inner Back Cover of this Annual Report.

### 11.1 Changes in directorate

Mr. P. C. P. Tissera resigned from the Board with effect from 15th August 2017.

### 11.2 Directors to Retire by Rotation

In terms of Articles 87 & 88 of the Articles of Association of the Company, Mr. D.C.R. Gunawardena retires by rotation and being eligible, offers himself for re-election.

## Annual Report of the Board of Directors on the Affairs of the Company

### 11.3 Appointment of Directors who are over Seventy Years of Age

Mr. I. Paulraj, Mr. A.K. Sellayah, Mr. M. Selvanathan and Mr. K.C.N. Fernando who are over seventy years of age are to be re-appointed as Directors of the Company for a further period of one year from the conclusion of the Annual General Meeting and the age limit stipulated in Section 210 of the Companies Act No. 7 of 2007 shall not be applicable to the said Directors.

### 12. Auditors

The Company's Auditors during the year under review were Messrs. Ernst & Young, Chartered Accountants.

A sum of Rs. 225,000/- was paid to them by the Company as audit fees for the year ended 31st March 2018 (2017: Rs. 410,000/-).

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 forthcoming Annual General Meeting.

The Audit Committee reviewed the appointment of the Auditors, its effectiveness and its relationship with the Group, including the level of audit and non-audit fees paid to the Auditors.

### 12.1 Auditors' Relationship or any Interest with the Company

The Directors are satisfied that, based on written representations made by the Independent Auditors to the Board, the Auditors did not have any interest with the Company that would impair their independence.

### 13. Compliance with Rules of the Colombo Stock Exchange

The Board has ensured that the Company has complied with the Rules pertaining to Corporate Governance and Related Party Transactions as per the Listing Rules of the Colombo Stock Exchange (CSE). The requirement with regard to minimum public holding is noted in section 13.1 below.

#### 13.1 Minimum Public Holding

As per Rule 7.13.1.(a) of the Listing Rules of the Colombo Stock Exchange, a Listed Entity on the Main Board is required to maintain a minimum public holding as specified in the said Rules. The Company does not at present satisfy the minimum public holding requirement and makes the necessary announcements to the CSE on a monthly basis as required by Rule 7.13.2. (a) of the Listing Rules of the Colombo Stock Exchange.

Considering that there is no requirement for additional capital infusion to the Company

and resultantly there being no plans for issuing of new shares nor a dilution by the majority shareholder, the Company would not be in compliance with the said requirements and the Company would report on the proposed course of action in consultation with the regulator.

### 13.2 Board of Directors

The following Directors held office during the period under review and their brief profiles are given on pages 5 to 7 of this Annual Report.

Directors	Executive/ Non-Executive/ Independent
Mr. H. Selvanathan (Chairman)	Executive
Mr. M. Selvanathan	Executive
Mr. I. Paulraj	Non-Executive
Mr. A.K. Sellayah	Non-Executive/ Independent*
Mr. D.C.R. Gunawardena	Non-Executive
Mr. P.C.P. Tissera (Resigned w.e.f. 15.08.2017)	Executive
Mr. K.C.N. Fernando	Executive
Mr. S. Mahendrarajah	Non-Executive/ Independent**

Each of the Non-Executive Directors of the Company has submitted a signed declaration on Independence/ Non-Independence as per Rule 7.10.2.b. of the Listing Rules of the Colombo Stock Exchange. The said declarations

were tabled at a Board Meeting held on 23rd April 2018, in order to enable the Board of Directors to determine the Independence/Non-Independence of the Non-Executive Directors.

Accordingly, the Board has determined the following Non-Executive Directors as Independent Directors on the Board.

\*The Board has determined that Mr. A. K. Sellayah is an Independent Director in spite of being on the Board for more than nine years and being a Director of Good Hope PLC, in which majority of the other Directors of the Board are also Directors, since he is not directly involved in the management of the Company.

\*\* The Board has determined that Mr. S. Mahendrarajah is an Independent Director in spite of being a Director on the Boards of Indo-Malay PLC and Selinsing PLC, in which majority of the other Directors of the Board are also Directors and being a Director of Selinsing PLC which has a significant shareholding in the Company, since he is not directly involved in the management of the company.

The Managers of the Company are Agro Harapan Lestari (Pvt) Ltd.

## Annual Report of the Board of Directors on the Affairs of the Company

### 13.3 Directors' Meetings

Four Board Meetings were convened during the financial year and the attendance of the Directors was as follows.

Directors	Meetings attended (Out of 4)
Mr. H. Selvanathan	3
Mr. M. Selvanathan	3
Mr. I. Paulraj	3
Mr. D.C.R. Gunawardena	4
Mr. A.K. Sellayah	3
Mr. P.C.P. Tissera <i>(Resigned w.e.f. 15.08.2017)</i>	2
Mr. K.C.N. Fernando	4
Mr. S. Mahendrarajah	4

### 13.4 Remuneration Committee

In terms of Rule 7.10.5 a of the Listing Rules of the Colombo Stock Exchange, the Remuneration Committee of Carson Cumberbatch PLC (CCPLC), the parent company of Goodhope Asia Holdings Ltd (GAHL), functions as the Remuneration Committee of the Company and comprises of the following members.

Remuneration Committee Members	Executive/ Non-Executive/ Independent
Mr. T. De Zoysa (Chairman) <i>(Appointed as Chairman w.e.f. 01.11.2017)</i>	Non- Executive/ Independent Director of CCPLC

Remuneration Committee Members	Executive/ Non-Executive/ Independent
Mr. I. Paulraj <i>(Resigned w.e.f. 01.11.2017)</i>	Non-Executive Director of CCPLC
Mr. D.C.R. Gunawardena	Non-Executive Director of CCPLC
Mr. R. Theagarajah	Non-Executive/ Independent Director of CCPLC
Mr. W. M. R. S. Dias	Non- Executive/ Independent Director of CCPLC

### Scope and objectives

The primary objective of the Remuneration Committee is to lead and establish a formal and transparent procedure for the development of a remuneration policy and the establishment of a remuneration structure.

A remuneration policy has been formulated based on market and industry factors and individual performance for all group Companies.

### Functions and Proceedings

The Remuneration Committee recommends to the Board, the remuneration to be paid to the Chief Executive Officer, Executive Directors and Non-Executive Directors. Based on the recommendation of the Remuneration Committee, the Board approves remuneration to the respective Directors.

The Chief Executive Officer, Director- in-Charge and other members of senior management may be invited to attend meetings to discuss the performance of the Executive Directors and make proposals as necessary. Neither Executive nor Non-Executive Directors are involved in Remuneration Committee meetings when determinations are made in relation to the remuneration of the respective Directors.

The committee is authorized by the Board to seek appropriate professional advice internally and externally as and when it considers this necessary.

The Remuneration Committee meets at least twice a year.

Aggregated remunerations paid to the Non-Executive Directors are disclosed under Note 19.2 on page 55.

Executive Directors are not compensated for their role on the Board.

### 13.5 Audit Committee

As per Rule 7.10.6 of the Listing Rules of the Colombo Stock Exchange, the Audit Committee of CCPLC, the parent company of

Goodhope Asia Holdings Ltd (GAHL), functions as the Audit Committee of the Company and comprises of the following members:

Audit Committee Members	Executive/ Non-Executive/ Independent
Mr. V.P. Malalasekera (Chairman)	Non-Executive/ Independent Director of CCPLC
Mr. D.C.R. Gunawardena	Non- Executive Director of CCPLC
Mr. F. Mohideen	Non- Executive/ Independent Director of CCPLC

The Audit Committee Report is given on pages 20 to 21 of this Annual Report.

### 13.6 Related Party Transactions Review Committee

As per Rule 9.2.3 of the Listing Rules of the Colombo Stock Exchange, the Related Party Transactions Review Committee of CCPLC, the parent company of Goodhope Asia Holdings Ltd (GAHL), functions as the Related Party Transactions Review Committee (RPTRC) of the Company w.e.f. 1st January 2016 and comprises of the following members.

## Annual Report of the Board of Directors on the Affairs of the Company

<b>RPTRC Members</b>	<b>Executive/ Non-Executive/ Independent</b>
Mr. V. P. Malalasekera (Chairman)	Non-Executive/ Independent Director of CCPLC
Mr. F. Mohideen	Non-Executive/ Independent Director of CCPLC
Mr. D.C.R. Gunawardena	Non-Executive Director of CCPLC
Mr. H. Selvanathan	Executive Director of CCPLC
Mr. M. Selvanathan	Executive Director of CCPLC
Mr. S.K. Shah	Executive Director of CCPLC

The Company is in compliance with Rule 9 of the Listing Rules of the CSE pertaining to Related Party Transactions, during the financial year.

The Related Party Transactions Review Committee report is given on pages 22 and 23 of this Annual Report.

### 13.6.1 Non-Recurrent Related Party Transactions

There were no non-recurrent related party transactions for the

year ended 31st March 2018 which in aggregate value exceeds 10% of the equity or 5% of the total assets whichever is lower of the Company as per 31st March 2017 Audit Financial Statements as required by 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.

### 13.6.2 Recurrent Related Party Transactions

There were no recurrent related party transactions which in aggregate value exceeds 10% of the revenue of the Company as per 31st March 2017 Audited Financial Statements as required by 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.

All the related party transactions are disclosed under Note 19.1 on page 54 to the Financial Statements.

## 14. Distributions

There were no distributions made during the financial year.

**15. Solvency Test**

Since there is no recommendation for a payment of a dividend for the year ended 31st March 2018, it is not required to prepare a solvency statement in accordance with section 56 of the Companies Act, No. 07 of 2007.

**16. Stated Capital**

The stated capital of the Company as at 31st March 2018 was Rs. 69,400,800 comprising of 5,397,840 shares given in Note 11 on page 51.

**17. Shareholders' Funds**

Total reserves of the Company as at 31st March 2018 was Rs. 5,550.96 Mn (2017: Rs. 5,346.12 Mn) comprising of Retained Earnings of Rs. 61.23 Mn (2017: Rs. 63.51 Mn) and Other reserves of Rs. 5,489.73 Mn (2017: Rs. 5,282.61 Mn). Total reserves combined with Stated Capital as at 31st March 2018 was Rs. 5,620.36 Mn (2017: Rs. 5,415.52 Mn).

The movements are shown in the Statement of Changes in Equity given on page 31.

**18. Capital Expenditure and Investments**

The Company has not incurred any expenditure on new investments during the year. (2017: Nil).

**19. Value of the Investments**

- (a) Unquoted Investments – The Company obtained the services of PricewaterhouseCoopers Advisory Services Sdn. Bhd, Malaysia (PwC) to carry out an independent indicative fair market valuation of the equity interest in the unquoted investment in SDSB as at valuation date of 31st December 2017. The primary approach adopted was the Income Approach using discounted cash flows method. The methodology followed, key assumptions used and sensitivity analysis are disclosed under Note 09 to the Financial Statements.

The valuation techniques, inputs and assumptions used in the valuation have been deliberated and agreed by the management and are consistent with the previous years.

**20. Statutory Payments**

The Directors to the best of their knowledge and belief are satisfied that all statutory payments have been paid up to date or have been provided for in the Financial Statements.

**21. Going Concern**

The financial statements of the Company have been prepared on a going concern basis as the Company continued to hold its main investment in SDSB. The Directors have a reasonable expectation that

## Annual Report of the Board of Directors on the Affairs of the Company

the Company's investment segment operation will continue for the foreseeable future.

### 22. Events After the Reporting Date

Subsequent to the reporting date, no material circumstances have arisen, which would require adjustments to or disclosure in the Financial Statements.

### 23. Share Information

The details relating to market value per share and information on share trading is given on pages 70 to 71 of this Annual Report.

### 24. Annual Report

The Board of Directors on 23rd April 2018 approved the Company's Financial Statements together with the Reviews which form part of the Annual Report. The appropriate number of copies of the report would be submitted to the Colombo Stock Exchange, Sri Lanka Accounting and Auditing Standards Monitoring Board and the Registrar General of Companies within the given time frames.

### 25. Twenty Major Shareholders

As at 31 March	2018		2017	
	No. of shares	%	No. of shares	%
Goodhope Asia Holdings Limited	4,491,047	83.20	4,491,047	83.20
Selinsing PLC	579,432	10.73	579,432	10.73
Good Hope PLC	167,328	3.10	167,328	3.10
Indo-Malay PLC	119,448	2.21	119,448	2.21
Mr. K.C. Vignarajah	21,397	0.40	21,378	0.40
Mrs. S. Vignarajah	3,702	0.07	3,702	0.07
Mr. J.A.A. Chandrasiri	1,798	0.03	1,798	0.03
Dr. D. Jayantha	1,480	0.03	1,480	0.03
Best Real Invest Co Services (Private) Limited	1,329	0.02	1,329	0.02
Mr. M.M.A. Ameen	846	0.02	846	0.02
Miss. K.R. Vignarajah	810	0.02	810	0.02
Dr. R.D. Kahandawa Arachchi	700	0.01	700	0.01
Mr. N.K. Punchihewa	531	0.01	531	0.01
Mr. V.H.D.S.S. Siriwardena (Deceased)	409	0.01	409	0.01
Mr. N.S.C. De Silva	374	0.01	389	0.01
Acuity Partners (Pvt) Limited/Mr. N.K. Punchihewa	362	0.01	362	0.01
Mrs. F.H. Ameen	352	0.01	352	0.01
Mr. P.K.D.F. Pitigala	352	0.01	352	0.01
Mr. V. Baskarasundaram	351	0.01	351	0.01
Mr. I.G.K.R.K. Jayaweera	290	0.01	290	0.01

## 26. Annual General Meeting

The One Hundred and Ninth Annual General Meeting of the Company will be held on the 25th day of May 2018 at 3.45 p.m at the 8th Floor, No. 65C, Dharmapala Mawatha, Colombo 7. The Notice of Annual General Meeting is on page 75 of this Annual Report.

## 27. Internal Control and Risk Management

The Board is responsible for the establishment of the Company's internal controls and its effectiveness. Internal control is established so as to safeguard the assets, prevent and detect frauds and irregularities and to make available, accurate and timely information. However, any system can provide only reasonable and not absolute assurance that errors and irregularities are prevented or detected within a reasonable time frame. The Board is of the view that the system of internal controls in place is sound and adequate to provide reasonable assurance. The Group's internal audit division plays an important role in assessing the effectiveness and the implementation of the internal control system. Further, the Audit Committee receives reports on the adequacy and effectiveness of the

Company's internal control. The Board is also conscious of the risks and has identified and listed out the risk profile as given on page 4 of this Annual Report. Management will continue to monitor and manage these risks on a continuous basis.

## 28. Human Resources

With the disposal of the Malaysian Plantation Property, the Company does not have any employees as at 31 st March 2018.

## 29. Pending litigation

There are no litigations currently pending against the Company.

Signed for and on behalf of the Board,

*(Sgd.)*

**H. Selvanathan**  
*Chairman*

*(Sgd.)*

**M. Selvanathan**  
*Director*

*(Sgd.)*

**K.D. de Silva (Mrs.)**  
*Director*

**Carsons Management Services (Pvt) Ltd**  
*Secretaries*

23rd April 2018

# Audit Committee Report

## Audit Committee

In accordance with the Colombo Stock Exchange Listing Rules, the Audit Committee of Carson Cumberbatch PLC (CCPLC), the Parent Company of Goodhope Asia Holdings Limited (GAHL), functions as the Audit Committee of the Company.

The Audit Committee consists of the following Members :

<b>Audit Committee Members</b>	<b>Executive/ Non-Executive/ Independent</b>
Mr. V.P. Malalasekera	Non-Executive/ Independent (CCPLC)
Mr. D.C.R. Gunawardena	Non-Executive (CCPLC)
Mr. F. Mohideen	Non-Executive/ Independent (CCPLC)

Mr.V.P. Malalasekera is a Non-Executive, Independent Director of CCPLC and a former Director of Ceylon Tobacco Company PLC.

Mr.D.C.R. Gunawardena is a Non-Executive Director of CCPLC and in most of its Group Companies. He is a Fellow of the Chartered Institute of Management Accountants, U.K.

Mr.F. Mohideen, a Non-Executive, Independent Director of CCPLC, was a former Deputy Secretary to the Treasury and a former Director of Bank of Ceylon and Securities and Exchange Commission of Sri Lanka.

The Company completed the sale of the Malaysian plantation assets during the previous financial year and the net proceeds

were distributed to the shareholders. The Company's sole business is now holding and managing an investment portfolio.

The audit aspects of Shalimar (Malay) PLC are conducted within the Agenda of CCPLC - Audit Committee.

## Meetings of the Audit Committee

CCPLC-Audit Committee held Three (03) Meetings during the financial year to discuss matters relating to the Company and where necessary, the approval of the Members was also sought, via circulation of papers.

The attendance of the Members of the Committee was as follows:

	<b>Meetings Attended (out of 03)</b>
Mr. V.P. Malalasekera	03
Mr. D.C.R. Gunawardena	03
Mr. F. Mohideen	03

The Audit Committee Meetings were attended by the Group Head of Finance, Senior Financial Controller, Head of Control Assurance, as well as the Senior Management staff members.

The Committee met the External Auditors, Messrs.Ernst & Young twice during the year to discuss the audit scope and to deliberate the draft Financial Report and Accounts. The Audit Committee also discussed the draft Financial Report and Accounts with the External Auditors, without the management being present.

## Purpose of the Audit Committee

To assist the Board of Directors in fulfilling its oversight responsibilities for the financial

reporting process, the system of internal control over financial reporting, the audit process and the Company's process for monitoring compliance with laws and regulations, Company policies and procedures and the code of conduct.

To ensure that the internal audit activity is well managed, so that it adds value to the organization by being objective in providing relevant assurance, contributing to the effectiveness and efficiency of governance, risk management and control processes.

### Financial Statements

The interim financial statements of Shalimar (Malay) PLC have been reviewed by the Audit Committee Members. The draft financial statements of Shalimar (Malay) PLC for the year ended 31st March 2018 were also reviewed at a Meeting of the Audit Committee Members, together with the External Auditors, Messrs. Ernst & Young, prior to release of same to the Regulatory Authorities and to the shareholders.

The Audit Committee Members were provided with confirmations and declarations as required, by the Managers, Agro Harapan Lestari (Private) Limited that the said financial statements were prepared in accordance with the Sri Lanka Accounting Standards (SLFRS/LKAS) and the information required by the Companies Act No. 7 of 2007 therein and presented a true and fair view of the Company's state of affairs as at that date and the Company's activities during the year under review.

### Internal Audit

In accordance with the recommendation of the Audit Committee, the financial audits are carried out annually, whilst no field audits at estate level were carried out since

the Plantation was sold during the financial year 2016/2017.

### Performance of the investments held by the Company

The Company's investments in PT Agro Indomas (PTAI), held through Shalimar Developments Sdn Bhd is managed by the group's (GAHL) fully owned management arm in Indonesia, PT Agro Harapan Lestari. GAHL's Audit Committee covers audit obligations over Indonesian plantation operations incorporated in Indonesia, including PTAI.

### External Audit

The Members of the Audit Committee have determined that Messrs. Ernst & Young, Chartered Accountants were independent on the basis that they did not carry out any special assignment on the operations of the Company. The Committee has reviewed the external audit plan and followed up on issues raised.

The Members of the Audit Committee have concurred to recommend to the Board of Directors the re-appointment of Messrs. Ernst & Young, Chartered Accountants, as Auditors for the financial year ending 31st March 2019, subject to the approval of the shareholders of Shalimar (Malay) PLC at the Annual General Meeting.

*(Sgd.)*

**V.P. Malalasekera**

*Chairman – Audit Committee*

**Carson Cumberbatch PLC**

Colombo  
23rd April 2018

## Related Party Transactions Review Committee Report

In accordance with the Colombo Stock Exchange Listing Rules, the Related Party Transactions Review Committee (RPTRC) of Carson Cumberbatch PLC (CCPLC), the Parent Company of Goodhope Asia Holdings Limited, functions as the RPTRC of the Company.

The Company completed the sale of the Malaysian plantation assets during the previous financial year and the net proceeds were distributed to the shareholders. The Company's sole business is now holding and managing of investments.

### Composition of the Committee

The Members of the RPTRC are as follows :

1. Mr. V. P. Malalasekera (Chairman) - Non-Executive/Independent Director of CCPLC
2. Mr. F. Mohideen - Non-Executive/Independent Director of CCPLC
3. Mr. D.C.R. Gunawardena - Non-Executive Director of CCPLC
4. Mr. H. Selvanathan - Executive Director of CCPLC
5. Mr. M. Selvanathan - Executive Director of CCPLC
6. Mr. S.K. Shah - Executive Director of CCPLC

### Meetings of the Related Party Transactions Review Committee

CCPLC-RPTRC held Four (04) Meetings during the financial year and where necessary, the approval of the Members was also sought via circulation of papers.

The attendance of the Members at Committee Meetings was as follows:

	<b>Meetings attended (out of 04)</b>
Mr. V.P. Malalasekera	04
Mr. F. Mohideen	03
Mr. D.C.R. Gunawardena	04
Mr. H. Selvanathan	02
Mr. M. Selvanathan	04
Mr. S.K. Shah	03

### Purpose of the Committee

The objective of the RPTRC is to review all Related Party Transactions (RPTs) of the Listed Companies of the Carsons Group, other than those exempted by the 'Related Party Transactions Compliance Code' (RPT Code), prior to the transaction being entered into or, if the transaction is expressed to be conditional on such review, prior to the completion of the transaction.

### Policies and procedures

- The RPTRC reviews the relevant Related Party Transactions of the Listed Companies of the Carsons Group and where the Committee decides that the approval of the Board of Directors of the respective Companies are necessary to approve a Related Party Transaction, such Board approval is obtained prior to entering into the relevant Related Party Transaction.
- When reviewing a transaction, the RPTRC would decide whether the

proposed transaction is carried out on an arm's length basis irrespective of whether it is recurrent or non-recurrent in nature.

- Reviewing and approval would be either by meeting of members (subject to quorum being present) or by circulation.
- In determining whether to obtain the approval of the Board of Directors for a Related Party Transaction, the RPTRC will take into account, among other factors it deems appropriate, whether the proposed RPTs pose a conflict of interest to the Directors.

The self-declarations from the Directors and Key Management Personnel are obtained for the purpose of identifying parties related to them. Further, the guidelines which senior management must follow in routing Related Party Transactions to the relevant forum, including transaction threshold values and pricing where applicable, have been documented even in the case of once approved recurrent transactions which are of operational nature, which as per the RPT code need not be repeatedly approved if within the broad thresholds.

The RPTRC in discharging its function endeavours to ensure that :

- there is compliance with the Code;
- shareholder interests are protected; and
- fairness and transparency are maintained.

The Committee has a criteria for designating Carsons Group Key Management Personnel (KMP) and quarterly disclosures are made by the KMPs so designated, as relevant.

The Related Party Transactions of the Company for the period 1st April 2017 to 31st March 2018 have been reviewed by the Members of the RPTRC and the comments and observations of the Committee have been communicated to the Board of Directors of the Company.

*(Sgd.)*

**V.P. Malalasekera**

Chairman – Related Party Transactions Review Committee

**Carson Cumberbatch PLC**

Colombo

23rd April 2018

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# Independent Auditors' Report



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Chartered Accountants  
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## TO THE SHAREHOLDERS OF SHALIMAR (MALAY) PLC

### Report on the audit of the financial statements

#### Opinion

We have audited the financial statements of Shalimar (Malay) PLC ("the Company"), which comprise the statement of financial position as at 31 March 2018, and the statement of profit or loss, statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 31 March 2018 and its financial performance and its cash flows for the year then ended in accordance with Sri Lanka Accounting Standards.

#### Basis for opinion

We conducted our audit in accordance with Sri Lanka Auditing Standards ("SLAuSS"). Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by The Institute of Chartered Accountants of 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 judgement, were of most

significance in the audit of the financial statements of the current period. These matters were addressed in the context of the audit of the financial statements as a whole, and in forming the auditor's opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have fulfilled the responsibilities described in the Auditor's responsibilities section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

#### Valuation of Available-for-Sale Financial Assets

The Company's unquoted available-for-sale financial assets consists of unquoted equity investment in investment holding company, of which fair value is Rs. 5,604.58 Mn at the reporting date. The fair value of unquoted available-for-sale financial assets were derived based on adjusted net assets basis, which was very much dependent on the fair value of the palm oil plantation held by PT Agro Indomas. We determined valuation of unquoted available-for-sale financial assets as key audit matter due to use of valuation techniques, highly subjective and sensitive assumptions such as crude palm oil price ("CPO"), discount rate and yield per hectare and significant unobservable inputs, as further disclosed in notes 3, 9 and 21 to the financial statements.

Partners: W R H Fernando FCA FCMA M P D Cooray FCA FCMA R N de Saram ACA FCMA Ms. N A De Silva FCA Ms. Y A De Silva FCA W K B S P Fernando FCA FCMA  
Ms. K R M Fernando FCA ACMA Ms. L K H L Fonseka FCA A P A Gunasekera FCA FCMA A Herath FCA D K Hulanagama FCA FCMA LLB (Lond) H M A Jayasinghe FCA FCMA  
Ms. A A Luluyyke FCA FCMA Ms. G G S Manatunga FCA Ms. P V K N Sajeewari FCA N M Suleiman ACA ACMA B E Wijesuriya FCA FCMA  
Principal: T P M Ruberu FCMA FCCA

A member firm of Ernst & Young Global Limited

## Independent Auditors' Report

Our audit procedures included among others:

- Assessment of the objectivity, independence and expertise of the management's external expert engaged for the valuation;
- Engagement of our internal expert to evaluate the appropriateness of the significant assumptions and methodologies used by management's external expert, in particularly those relating to CPO, discount rate and yield per hectare and
- We further evaluated the adequacy of the related disclosures in the notes 3, 9 and 21.

### Other information included in the Company's 2017/18 Annual Report

Other information consists of the information included in the Annual Report, other than the financial statements and our auditor's report thereon. The Management is responsible for the other information.

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 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 management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

### Auditor's responsibilities for the audit of the financial statements

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

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide

a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of the management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings,

including any significant deficiencies in internal control that we identify during our audit.

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

The Institute of Chartered Accountants of Sri Lanka membership number of the engagement partner responsible for signing this independent auditor's report is 2440.



**OF ERNST AND YOUNG**  
Chartered Accountants

23rd April 2018  
Colombo

## Statement of Profit or Loss

<i>For the year ended 31 March</i>		<b>2018</b>	2017
	Notes	<b>Rs. '000</b>	Rs. '000
<b>Continuing Operations</b>			
Interest Income		<b>4,946</b>	1,560
Administrative Expenses		<b>(1,711)</b>	-
Foreign Exchange Loss		<b>(5,123)</b>	-
<b>(Loss)/Profit before Tax from Continuing Operations</b>			
	4	<b>(1,888)</b>	1,560
Income Tax Expense	5	<b>(391)</b>	(400)
<b>(Loss)/Profit for the year from Continuing Operations</b>			
		<b>(2,279)</b>	1,160
<b>Discontinued Operations</b>			
Profit for the year from Discontinued Operations,			
Net of Tax	6	-	44,451
Profit on Disposal of Overseas Plantation Assets,			
Net of Tax	6	-	2,572,445
Transfer of Translation Reserve on Discontinued Overseas Branch Operations from the Statement of Comprehensive Income			
	6	-	(404,827)
<b>Total Profit for the year from Discontinued Operations, Net of Tax</b>			
		-	2,212,069
<b>(Loss)/Profit for the year</b>			
		<b>(2,279)</b>	2,213,229
<b>(Loss)/Earnings per Share from Continuing and Discontinued Operations (Rs.)</b>			
	7	<b>(0.42)</b>	326.25
<b>(Loss)/Earnings per Share from Continuing Operations (Rs.)</b>			
	7	<b>(0.42)</b>	0.17
<b>Earnings per Share from Discontinued Operations (Rs.)</b>			
	7	-	326.08
<b>Dividend per Share (Rs.)</b>			
	8	-	42.24

The Accounting Policies and Notes from pages 33 to 57 form an integral part of these Financial Statements.

Figures in brackets indicate deductions.

# Statement of Comprehensive Income

<i>For the year ended 31 March</i>		<b>2018</b>	2017
	Notes	<b>Rs. '000</b>	Rs. '000
<b>(Loss)/Profit for the year</b>		<b>(2,279)</b>	2,213,229
<b>Other Comprehensive Income</b>			
<b>Other Comprehensive Income to be reclassified to Profit or Loss in subsequent periods;</b>			
Exchange Differences on Translation of Financial of Foreign Operations		-	(186,655)
Gain on Change in Fair Value of Available-for-Sale Financial Assets	9	<b>230,132</b>	372,870
Deferred Tax attributable to Gain on Change in Fair Value of Available-for-Sale Financial Assets	5.3	<b>(23,013)</b>	-
Transfer of Translation Reserve on Discontinued Overseas Branch Operations to the Statement of Profit or Loss	6	-	404,827
<b>Net Other Comprehensive Income to be reclassified to Profit or Loss in subsequent periods;</b>		<b>207,119</b>	591,042
<b>Other Comprehensive Income for the year, Net of Tax</b>		<b>207,119</b>	591,042
<b>Total Comprehensive Income for the year, Net of Tax</b>		<b>204,840</b>	2,804,271

The Accounting Policies and Notes from pages 33 to 57 form an integral part of these Financial Statements.

Figures in brackets indicate deductions.

# Statement of Financial Position

<i>As at 31 March</i>		<b>2018</b>	2017
	Notes	Rs. '000	Rs. '000
<b>Assets</b>			
<b>Non-Current Asset</b>			
Other Non-Current Financial Assets	9	<b>5,604,580</b>	5,374,448
<b>Total Non-Current Asset</b>		<b>5,604,580</b>	5,374,448
<b>Current Assets</b>			
Advances and Prepayments		<b>246</b>	531
Income Tax Receivable		<b>523</b>	-
Cash and Cash Equivalents	10	<b>39,892</b>	239,921
<b>Total Current Assets</b>		<b>40,661</b>	240,452
<b>Total Assets</b>		<b>5,645,241</b>	5,614,900
<b>Equity and Liabilities</b>			
<b>Equity</b>			
Stated Capital	11	<b>69,401</b>	69,401
Retained Earnings		<b>61,228</b>	63,507
Other Reserves	12	<b>5,489,733</b>	5,282,614
<b>Total Shareholders' Funds</b>		<b>5,620,362</b>	5,415,522
<b>Non-Current Liability</b>			
Deferred Tax Liability	5.3	<b>23,013</b>	-
<b>Total Non-Current Liability</b>		<b>23,013</b>	-
<b>Current Liabilities</b>			
Other Payables	13	<b>33</b>	177,027
Provisions and Accrued Expenses		<b>1,833</b>	2,472
Income Tax Payable		<b>-</b>	19,879
<b>Total Current Liabilities</b>		<b>1,866</b>	199,378
<b>Total Liabilities</b>		<b>24,879</b>	199,378
<b>Total Equity and Liabilities</b>		<b>5,645,241</b>	5,614,900
<b>Net Assets per Ordinary Share (Rs.)</b>		<b>1,041.22</b>	1,003.28

The Accounting Policies and Notes from pages 33 to 57 form an integral part of these Financial Statements.

I certify that these Financial Statements are in compliance with the requirements of the Companies Act No. 07 of 2007.

(Sgd.)

**Aneesh Dudeja**

President

The Board of Directors is responsible for these Financial Statements.

Signed for and on behalf of the Managers.

Signed for and on behalf of the Board.

(Sgd.)

**M.R. Jiffrey**

Director

(Sgd.)

**H. Selvanathan**

Chairman

(Sgd.)

**M. Selvanathan**

Director

**Agro Harapan Lestari (Pvt) Ltd**

23rd April 2018

Colombo

# Statement of Changes in Equity

	Stated Capital		Capital Accretion Reserve	Currency Translation Reserve	Available for Sale Financial Assets Reserve	Retained Earnings	Total Shareholders' Funds
	Rs. '000	Rs. '000					
<i>For the Year ended 31 March</i>							
Balance as at 1 April 2016	69,401	1,523,893	-	(218,172)	4,909,744	153,437	6,438,303
Profit for the year from Continuing Operations	-	-	-	-	-	1,160	1,160
Profit for the year from Discontinued Operations	-	-	-	-	-	2,212,069	2,212,069
Other Comprehensive Income	-	-	-	218,172	372,870	-	591,042
Total Comprehensive Income for the year	-	-	-	218,172	372,870	2,213,229	2,804,271
Realization of Revaluation Reserve due to Disposal of Malaysian Property	-	(1,523,893)	-	-	-	1,523,893	-
Share Repurchase	-	-	-	-	-	(3,544,376)	(3,544,376)
Transaction Costs on Share Repurchase	-	-	-	-	-	(2,173)	(2,173)
First Interim Dividend - 2016/17	-	-	-	-	-	(236,240)	(236,240)
Second Interim Dividend - 2016/17	-	-	-	-	-	(44,263)	(44,263)
<b>Balance as at 31 March 2017</b>	<b>69,401</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>5,282,614</b>	<b>63,507</b>	<b>5,415,522</b>
<b>Balance as at 1 April 2017</b>	<b>69,401</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>5,282,614</b>	<b>63,507</b>	<b>5,415,522</b>
<b>Loss for the year from Continuing Operations</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(2,279)</b>	<b>(2,279)</b>
<b>Other Comprehensive Income</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>207,119</b>	<b>-</b>	<b>207,119</b>
<b>Total Comprehensive Income for the year</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>207,119</b>	<b>(2,279)</b>	<b>204,840</b>
<b>Balance as at 31 March 2018</b>	<b>69,401</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>5,489,733</b>	<b>61,228</b>	<b>5,620,362</b>

The Accounting Policies and Notes from pages 33 to 57 form an integral part of these Financial Statements. Figures in brackets indicate deductions.

# Cash Flow Statement

<i>For the year ended 31 March</i>		<b>2018</b>	2017
	Notes	<b>Rs. '000</b>	Rs. '000
<b>Operating Activities</b>			
- (Loss)/Profit before Tax from Continuing Operations		<b>(1,888)</b>	1,560
- Profit before Tax from Discontinued Operations		-	2,224,871
Adjustments for:			
Profit on Disposal of Discontinued Operation	6	-	(2,572,445)
Transfer of Translation Reserve on Discontinued Overseas Branch Operations	6	-	404,827
Depreciation on Property, Plant and Equipment		-	1,325
Provision for Retirement Benefit Obligations		-	149
Interest Income		<b>(4,946)</b>	(1,560)
Interest Expense	6	-	3
Unrealized Exchange Gain		-	(4,524)
Exchange Differences on Translation of Financial of Foreign Operations		-	(83,880)
<b>Operating Loss before Working Capital Changes</b>		<b>(6,834)</b>	(29,674)
<b>Working Capital Changes:</b>			
Decrease in Inventories		-	285
Decrease in Advances and Prepayments		<b>285</b>	22,306
(Decrease)/Increase in Other Payable and Accruals		<b>(659)</b>	13,497
<b>Cash Flows (used in)/from Operations</b>		<b>(7,208)</b>	6,414
Income tax paid		<b>(20,793)</b>	(15,504)
<b>Net cash flows used in operating activities</b>		<b>(28,001)</b>	(9,090)
<b>Investing Activities</b>			
Proceeds from Disposal of Malaysian Plantation Assets (Net of Expenses)		-	3,892,310
Interest Received		<b>4,946</b>	1,560
<b>Net Cash Flows from Investing Activities</b>		<b>4,946</b>	3,893,870
<b>Financing Activities</b>			
Dividend Paid	13	<b>(176,974)</b>	(111,119)
Share Buyback Payments (Including Expenses)		-	(3,546,550)
Interest Paid		-	(3)
<b>Net cash used in financing activities</b>		<b>(176,974)</b>	(3,657,672)
<b>Net (Decrease)/Increase in Cash and Cash Equivalents</b>		<b>(200,029)</b>	227,108
<b>Cash and Cash Equivalents at the beginning of the year</b>		<b>239,921</b>	12,813
<b>Cash and Cash Equivalents at the end of the year</b>	10	<b>39,892</b>	239,921

The Accounting Policies and Notes from pages 33 to 57 form an integral part of these Financial Statements. Figures in brackets indicate deductions.

# Notes to the Financial Statements

## 1. CORPORATE INFORMATION

### 1.1 General

Shalimar (Malay) PLC (“Company”) is a public quoted company with limited liability, incorporated and domiciled in Sri Lanka. The registered office of the Company is located at No. 61, Janadhipathi Mawatha, Colombo 01.

### 1.2 Principal Activities and Nature of Operations

The principal activity of the Company is managing and holding of an investment portfolio. The Company has sold Malaysian plantation assets during the previous financial year and consequently exited from the Oil Palm Plantation business segment.

### 1.3 Parent Entity and Ultimate Parent Entity

The Company’s parent entity is Goodhope Asia Holdings Limited incorporated in Singapore. In the opinion of the directors, the Company’s ultimate parent undertaking and controlling party is Bukit Darah PLC which is incorporated in Sri Lanka.

### 1.4 Date of Authorization for Issue

The Financial Statements Shalimar (Malay) PLC for the year ended 31 March 2018 was authorized for issue in accordance with a resolution of the board of directors on 23rd April 2018.

## 2. SIGNIFICANT ACCOUNTING POLICIES

### 2.1 General Accounting Policies

#### 2.1.1 Statement of Compliance

The Financial Statements of Shalimar (Malay) PLC comprises the Statement of Financial Position and the Statement of Profit or Loss, Statement of Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows, together with the Accounting Policies and Notes to the Financial Statements.

These financial statements are prepared in accordance with the Sri Lanka Accounting Standards comprising SLFRS and LKAS (hereafter “SLFRS”) as issued by the Institute of Chartered Accountants of Sri Lanka, and also in compliance with the requirements of the Companies Act No. 07 of 2007.

#### 2.1.2 Basis of Preparation

The Financial Statements of the Company have been prepared in accordance with Sri Lanka Accounting Standards (SLFRS and LKAS) as issued by Institute of Chartered Accountants of Sri Lanka.

The Financial Statements have been prepared on a historical cost basis, except for the following material items in the statement of Financial Position;

- Available-for-sale financial assets are measured at fair value.

## Notes to the Financial Statements

### 2.1.3 Comparative Figures

Certain comparative figures have been reclassified in order to conform to the presentation for the current period. Such reclassifications were made to improve the quality of presentation and do not affect previously reported profit or equity.

## 2.2 Changes in Accounting Policies and Disclosures

### 2.2.1 New and Amended Standards and Interpretations

The accounting policies adopted are consistent with those of the previous financial year.

### 2.2.2 Standards, Amendments and Interpretation issued but not yet effective

The following new accounting standards, amendments and interpretations that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company intends to adopt these new accounting standards, amendments and interpretations, if applicable, when they become effective.

#### (a) SLFRS 9 - Financial Instruments: Classification and Measurement

SLFRS 09 establish principles for the financial reporting of financial assets and financial liabilities that will present relevant and useful information to users for assessment of amount, timing and uncertainty of entity's future cash flows.

This standard is effective for annual periods beginning on or after 01st January 2018.

#### (b) SLFRS 15 - Revenue from Contracts with Customers

SLFRS 15 establishes a comprehensive framework for determining whether, how much and when revenue is recognised. It replaces existing revenue recognition guidance, including LKAS 18 Revenue, LKAS 11 Construction Contracts and IFRIC 13 Customer Loyalty Programmes.

This standard is effective for the annual periods beginning on or after 01st January 2018.

#### (c) SLFRS 16 – Leases

SLFRS 16 eliminates the current dual accounting model for lessees which distinguishes between On-Balance Sheet finance leases and Off-Balance Sheet operating leases. Instead there will be a single On-Balance Sheet accounting model that is similar to current finance lease accounting.

SLFRS 16 is effective for annual Reporting periods beginning on or after 01st January 2019.

The Company does not expect significant impact on its financial statements resulting from the application of the above standards.

## 2.3 Summary of Significant Accounting Policies

### 2.3.1 Conversion of Foreign Currencies

#### (a) Presentation Currency

The Financial Statements are presented in Sri Lanka Rupees.

#### (b) Investment Operations in Sri Lanka

The functional currency of the investment operations in Sri Lanka is Sri Lanka Rupees. Transactions in foreign currencies are initially translated into functional currency using the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies as at the reporting date are translated at the functional currency rate of exchange ruling at that date. The exchange differences arising on translation are taken to the Statement of Profit or Loss.

### 2.3.2 Financial Instruments — Initial Recognition and Subsequent Measurement

#### Financial Assets

##### Initial Recognition and Measurement

Financial assets within the scope of LKAS 39 are broadly categorised as financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale financial assets, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Company determines the classification of its

financial assets at initial recognition. All financial assets are recognised initially at fair value plus (in the case of assets not at fair value through profit or loss) directly attributable transaction costs. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

The Company's financial assets include bank balances, short-term deposits and available-for-sale financial assets.

#### Subsequent Measurement

The subsequent measurement of financial assets depends on their classification as follows:

#### (a) Loans and Receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method, less impairment. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit or loss. The

## Notes to the Financial Statements

losses arising from impairment are recognised in the Statement of Profit or Loss.

### (b) Available-for-Sale Financial Assets

Available-for-sale financial assets include equity investments. Equity investments classified as available-for-sale are those, which are neither classified as held for trading nor designated at fair value through profit or loss.

After initial measurement, available-for-sale financial assets are subsequently measured at fair value with unrealised gains or losses recognised as comprehensive income in the available-for-sale financial assets reserve until the investment is derecognised, at which time the cumulative gain or loss is recognised in other operating income, or determined to be impaired, at which time the cumulative loss is reclassified to the Statement of Profit or Loss under impairment losses on available-for-sale financial assets.

### Cash and Cash Equivalents

Cash and Cash Equivalents in the Statement of Financial Position comprise cash at banks and short-term deposits which are subject to an insignificant risk of changes in value.

For the purpose of the Statement of Cash Flows, cash and cash equivalents consist of bank balances

and short-term deposits with a maturity of three months or less.

### De-recognition

A financial asset is de-recognised when:

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

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

### Impairment of Financial Assets

The Company assesses at each reporting date whether there is any objective evidence that a financial asset is impaired. A financial asset is deemed to be impaired if, and only if, there is objective evidence

of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred 'loss event') and that loss event has an impact on the estimated future cash flows of the financial asset that can be reliably estimated.

#### **Available-for-sale Financial Assets**

For available-for-sale financial assets, the Company assesses at each reporting date whether there is objective evidence that an investment or a group of investments is impaired.

In the case of equity investments classified as available-for-sale, objective evidence would include a significant or prolonged decline in the fair value of the investment below its cost. 'Significant' is evaluated against the original cost of the investment and 'prolonged' against the period in which the fair value has been below its original cost. When there is evidence of impairment, the cumulative loss measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognised in the Statement of Profit or Loss is removed from other comprehensive income and recognised in the Statement of Profit or Loss. Impairment losses on equity investments are not reversed through profit or loss; increases in their fair value after impairment are recognised directly in other comprehensive income.

#### **Fair Value of Financial Instruments**

The fair value of financial instruments that are traded in active markets at each reporting date is determined by reference to quoted market prices or dealer price quotations (bid price for long positions and ask price for short positions), without any deduction for transaction costs. For financial instruments not traded in an active market, the fair value is determined based on income approach that estimates the fair value by discounting projected cash flows in a discrete projection period to present value.

#### **Financial Liabilities**

##### **Initial Recognition and Measurement**

Financial liabilities within the scope of LKAS 39 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. The Company determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings, net of directly attributable transaction costs. The Company's financial liabilities include other payables.

##### **Subsequent Measurement**

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

## Notes to the Financial Statements

### Other Payables

Liabilities are recognised for amounts to be paid in the future for assets or services received, whether billed by the supplier or not. The financial liabilities are subsequently measured at amortised cost using the (Effective Interest Rate) EIR method.

### De-recognition

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

### 2.3.3 Provisions

Provisions are recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, where appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as finance cost.

### 2.3.4 Income

#### Gains and Losses

Net gains and losses of a revenue nature arising from the disposal of other non-current assets, are accounted in the Statement of Profit or Loss, after deducting the carrying

amount from proceeds on disposal of such assets and the related selling expenses.

### Interest Income

Interest income is recorded as it accrues using the effective interest method.

### Dividend Income

Dividend income is recognised when the Company's right to receive the payments is established.

### Others

Other income is recognized on an accrual basis.

### 2.3.5 Expenditure Recognition

Expenses are recognised in the statement of profit or loss on the basis of a direct association between the cost incurred and the earning of specific items of income. All expenditure incurred in the running of the business has been charged to the Statement of Profit or Loss.

For the purpose of presentation of the Statement of Profit or Loss, the Directors are of the opinion that "function of expenses" method presents fairly the elements of the Company's performance, and hence such presentation method is adopted.

### Others

Other expenses are recognized on an accrual basis.

### 2.3.6 Taxation

#### (a) Current Income Tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date.

Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Liability to taxation of the Company is made after claiming relief available in terms of the Double Taxation Agreement entered into between the Governments of Malaysia and Sri Lanka.

#### (b) Deferred Taxation

Deferred tax is provided on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes. Deferred tax liabilities are recognized for all temporary differences, except:

- Where the deferred tax liability arises from an asset or liability in a transaction that affects neither the accounting profit nor the taxable profit.

Deferred tax assets are recognized for all deductible differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profits will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilized, except:

- Where the deferred tax assets relating to deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that affects neither the accounting profit nor the taxable profit.

The carrying amount of deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the deferred tax assets to be utilized. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax assets to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the assets are realized or the liabilities are settled, based on tax rates and tax laws that have been enacted or substantially enacted at the reporting date.

## Notes to the Financial Statements

Deferred tax relating to items recognised outside the Statement of Profit or Loss is recognised outside the Statement of Profit or Loss. Deferred tax items are recognised in correlation to the underlying transaction either in the Statement of Profit or Loss or Statement of Other Comprehensive Income.

### 2.3.7 Current versus Non-Current Classification

The Company presents assets and liabilities in the Statement of Financial Position based on current/non-current classification. An asset is classified as current when it is:

- Expected to be realised or intended to sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- it is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or

- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period. The Company classifies all other liabilities as non-current.

### 2.3.8 Fair Value Measurement

The Company measures equity instruments at fair value at each reporting date. Fair value related disclosures for financial instruments are summarised in the following notes:

	Note
Disclosures for valuation methods, significant estimates and assumptions	09
Quantitative disclosures of fair value measurement hierarchy	21
Investment in unquoted equity shares	09
Financial instruments	21

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

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

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

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

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

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

For assets that are recognised in the Financial Statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

External valuers are involved for valuation of unquoted investments. Involvement of external valuers is decided upon annually by the Management after discussion with and approval by the Company's Audit Committee. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Management decides, after discussions with the Company's external valuers, which valuation techniques and inputs to use for each case.

At each reporting date, the Management analyses the movements in the values of assets which are required to be remeasured or reassessed as per the Company's accounting policies. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Management, in conjunction with the Company's external valuers, also compares the change in the fair value

## Notes to the Financial Statements

of each asset with relevant external sources to determine whether the change is reasonable.

The Management presents the valuation results to the Audit Committee and the Company's independent auditors. This includes a discussion of the major assumptions used in the valuations.

For the purpose of fair value disclosures, the Company has determined classes of assets on the basis of the nature, characteristics and risks of the asset and the level of the fair value hierarchy as explained above.

### 2.3.9 Discontinued Operations

Discontinued operations are excluded from the results of continuing operations and are presented separately in the statement of profit or loss.

### 2.3.10 Segment Reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components. All operating segments' operating results are reviewed regularly by the senior management to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

Segment results that are reported to the senior management and board of directors include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

## 3. SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the Financial Statements requires management to make judgements, estimates and assumptions that affect the reported amounts of income, expenses, assets and liabilities, and the disclosure of contingent liabilities, at the reporting date. However, uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods.

The estimates and underlying assumptions are reviewed regularly. Revisions to accounting estimates are recognised in the period in which the estimate is revised, if the revision affects only that period or in the period of the revision and future periods, if the revision affects both current and future.

### Impairment of Available-for-Sale Financial Assets

The Company treats available-for-sale financial assets as impaired when there has been a significant or prolonged decline in fair value below its cost or where other objective

evidence of impairment exists. The determination of what is “significant” or “prolonged” requires considerable judgment. The Company treats “significant” generally as 20% or more and ‘prolonged’ greater than six (6) months. In addition, the Company evaluates other factors, including normal volatility in share price for quoted equities and the future cash flows and the discount factors for unquoted equities. Further details on available-for-sale financial assets are disclosed in Note 09.

#### **Deferred Taxes**

Deferred tax liability is recognised for fair value gain on unquoted available-for-sale financial assets at the rate of 10% considering unquoted available-for-sale financial assets as investment assets for income tax purposes. If the Company categorise unquoted available-for-sale financial assets as capital assets for income tax purposes, deferred tax liability would have been recognised at the rate of 28%. Further details on deferred taxes are disclosed in Note 05.

Deferred tax asset of Rs. 1.55 Mn (2017: Nil) as at 31 March 2018 has not been recognized on the carried forward tax losses as the Company is unable to assess with reasonable certainty that taxable profits would be available to recover the deferred tax asset in the foreseeable future. If the Company recognize deferred tax asset, profit and equity would have

increased by Rs. 1.55 Mn (2017: Nil). Further details on deferred taxes are disclosed in Note 5.

#### **Fair Value Measurement of Available-for-Sale Financial Assets**

The Company engaged an independent valuation specialist to assess fair value of unquoted equity shares as at 31 December 2017 and 31 December 2016. The primary approach adopted was the income approach using discounted cash flow method. A degree of judgment is required in establishing fair value and changes in assumptions could affect the reported fair value. The key assumptions used to determine the fair value of the unquoted equity shares and sensitivity analyses are provided in Notes 9 and 21.

#### **Going concern**

The Company’s management has made an assessment of the Company’s ability to continue as a going concern and is satisfied that the Company has the resources to continue in business for the foreseeable future. Furthermore, the management is not aware of any material uncertainties that may cast significant doubt upon the Company’s ability to continue as a going concern. Therefore, the financial statements continue to be prepared on a going concern basis.

## Notes to the Financial Statements

### 4. (LOSS)/PROFIT BEFORE TAX

(Loss)/profit before tax is stated after charging all expenses including the following:

<i>For the year ended 31 March</i>	<b>2018</b>	2017
	<b>Rs. '000</b>	Rs. '000
Depreciation - Property, Plant and Equipment	-	412
Depreciation - Bearer Plants	-	913
Management fee, performance incentive and sales commission	-	9,612
Professional Fees	<b>143</b>	3,962
Auditors' remuneration	<b>225</b>	410
Directors' fees	<b>200</b>	1,200
Personnel costs (Note 4.1)	-	13,514

#### 4.1 Personnel Costs

Salaries, wages and other staff related expenses	-	12,788
Defined contribution plans - EPF	-	577
Retirement benefit obligations	-	149
	-	13,514

\*With the disposal of the Malaysia plantation property, the Company does not have any employees as at 31 March 2018.

### 5. TAXATION

#### 5.1 Major Components of Income Tax Expense of the Continuing Operations

The major components of income tax expense for the financial year ended 31 March are as follows:

<i>For the year ended 31 March</i>	<b>2018</b>	2017
	<b>Rs. '000</b>	Rs. '000
<b>Statement of Profit or Loss</b>		
<b>Current Income Tax</b>		
Current Income Tax Expense	<b>301</b>	400
Under Provision of Current Income Tax in respect of prior years	<b>90</b>	-
<b>Income Tax Expense recognised in Statement of Profit or Loss</b>	<b>391</b>	400
<b>Statement of Comprehensive Income</b>		
Deferred Tax attributable to Gain on Change in Fair Value of Available-for-Sale Financial Assets	<b>23,013</b>	-
<b>Deferred Tax Charge recognised in Statement of Comprehensive Income</b>	<b>23,013</b>	-

## 5.2 Relationship between Income Tax Expense and Accounting (Loss)/Profit

The reconciliation between tax expense and the product of accounting (loss)/profit for the financial year ended 31 March are as follows:

<i>For the year ended 31 March</i>	<b>2018</b> Rs. '000	2017 Rs. '000
(Loss)/Profit before Tax from Continuing Operations	<b>(1,888)</b>	1,560
Allowable Items	<b>(4,946)</b>	(1,560)
Adjusted Loss from Trade	<b>(6,834)</b>	-
Interest Income	<b>4,946</b>	1,560
Exempted Income	<b>(1,650)</b>	-
Notional Tax Credit	<b>366</b>	51
Deductions under Section 32	<b>(1,282)</b>	-
Taxable Income	<b>2,380</b>	1,611
Income Tax at 28% on Taxable Income	<b>667</b>	451
Notional Tax Credit	<b>(366)</b>	(51)
Current Income Tax Charge	<b>301</b>	400
<b>Tax Losses</b>		
At the beginning of the year	-	-
Loss incurred during the year	<b>6,834</b>	-
Loss set-off for the current year	<b>(1,282)</b>	-
At the end of the year	<b>5,552</b>	-

## 5.3 Deferred Tax Liability

<i>For the year ended 31 March</i>	<b>Statement of Financial Position</b>		<b>Statement of Other Comprehensive Income</b>	
	<b>2018</b>	2017	<b>2018</b>	2017
	Rs. '000	Rs. '000	Rs. '000	Rs. '000
Available-for-Sale Financial Assets	<b>23,013</b>	-	<b>23,013</b>	-
Net Deferred Tax Charge	-	-	-	-
Net Deferred Tax Liability	<b>23,013</b>	-	<b>23,013</b>	-
Deferred Tax Charge during the year recognised in Other Comprehensive Income	-	-	<b>23,013</b>	-
	-	-	<b>23,013</b>	-

## Notes to the Financial Statements

### 6. DISCONTINUED OPERATIONS

As disclosed to the shareholders and to the market, the Company completed the sale of the Malaysian plantation assets during the previous financial year.

Consequently, the plantation operation and the corresponding operating results up to the point of disposal together with the profit on disposal of the plantation assets have been classified and reported as a discontinued operation in accordance with the requirements of the Sri Lanka Financial Reporting Standards (SLFRS) in Note 6.1 to the Financial Statements.

#### 6.1 Results of Discontinued Operations

<i>For the year ended 31 March</i>	<b>2018</b>	2017
	<b>Rs. '000</b>	Rs. '000
Revenue from Sale of Fresh Fruit Bunches	-	80,050
Direct Operating Costs	-	(23,581)
<b>Gross Profit</b>	<b>-</b>	<b>56,469</b>
Other Income and Gains	-	6,220
Administrative Expenses	-	(5,433)
Finance Cost	-	(3)
<b>Profit before Tax from Discontinued Operations</b>	<b>-</b>	<b>57,253</b>
Income Tax Expense	-	(12,802)
<b>Profit for the Year from Discontinued Operations, Net of Tax</b>	<b>-</b>	<b>44,451</b>
Profit on Disposal of Overseas Plantation Assets, Net of Tax	-	2,572,445
Transfer of Translation Reserve on Discontinued Overseas Branch Operations	-	(404,827)
<b>Total Profit for the Year from Discontinued Operations, Net of Tax</b>	<b>-</b>	<b>2,212,069</b>

#### 6.1.1 Foreign Currency Translation

The principal exchange rates used for conversion of foreign currency balances are as follows:

<i>As at 31 March</i>	<b>2018</b>	2017
	<b>Rs.</b>	Rs.
Malaysian Ringgit (RM)	-	34.28
US Dollar	-	151.99

## 6.2 Taxation of Profits - Discontinued Operations

### 6.2.1 Relationship between Income Tax Expense and Accounting Profit

The reconciliation between tax expense and the product of accounting profit of discontinued operations multiplied by the applicable corporate tax rate for the financial year ended 31 March are as follows:

<i>For the year ended 31 March</i>	<b>2018</b>	2017
	<b>Rs. '000</b>	Rs. '000
Profit before Tax from Continuing Operations	-	57,253
Tax at the domestic rates applicable to profits generated in the countries where the Company operates		6,870
<b>Adjustments:</b>		
Non-deductible Expenses	-	13
Double Tax Credit for Malaysian Branch (Note 6.2.1 (c))	-	(4,012)
Others - Taxation in Malaysian Branch (Note 6.2.1 (a))	-	9,931
<b>Income Tax Expense recognised in Statement of Profit or Loss</b>	<b>-</b>	<b>12,802</b>

- (a) The provision for taxation on profits from plantation activities is based on the Company's liability to income tax in Malaysia. Profits from plantation activities are liable to tax in Malaysia at a rate of 24% for the year ended 31 March 2017.
- (b) During the financial year ended 31 March 2017, as provided for under Section 46 of the Inland Revenue Act No. 10 of 2006 and amendments thereto, these profits are liable to tax in Sri Lanka at 12%.
- (c) In terms of the double tax treaty agreement entered into between Sri Lanka and Malaysia, the Company is entitled to claim credit for tax paid in Malaysia, when calculating the Company's tax liability on profits from plantation in Malaysia.
- (d) Gains arising from disposal of the Malaysian property are liable to Real Property Gain Tax ("RPGT") of 5% in Malaysia. Accordingly, RPGT of RM 5.92 Mn (Rs. 203.03 Mn) was paid by the Company on the gain arising from the sale of the property in 2016/17.

### 6.3 Net Cash Flows from Discontinued Operations

<i>For the year ended 31 March</i>	<b>2018</b>	2017
	<b>Rs. '000</b>	Rs. '000
Net Cash Flows used in Operating Activities	-	(28,659)
Net Cash Flows from Investing Activities	-	3,892,310
Net Cash Flows used in Financing Activities	-	(3)
	<b>-</b>	<b>3,863,648</b>

## Notes to the Financial Statements

### 7. (LOSS)/EARNINGS PER SHARE

The calculation of (loss)/earnings per ordinary share is based on the (loss)/profit after taxation over the weighted average number of ordinary shares in issue during the year.

Given below is the computation of (loss)/earnings per share:

<i>For the year ended 31 March</i>	<b>2018</b>	2017
	<b>Rs.</b>	Rs.
<b>Numerator</b>		
(Loss)/Profit for the year from Continuing Operations (Rs.)	<b>(2,278,870)</b>	1,159,974
Profit for the year from Discontinued Operations (Rs.)	-	2,212,069,000
<b>(Loss)/Profit attributable to Ordinary Shareholders (Rs.)</b>	<b>(2,278,870)</b>	2,213,228,974
<b>Denominator</b>		
Weighted Average Number of Ordinary Shares *	<b>5,397,840</b>	6,783,743
<b>(Loss)/Earnings per Share from Continuing and Discontinued Operations (Rs.)</b>	<b>(0.42)</b>	326.25
<b>(Loss)/Earnings per Share from Continuing Operations (Rs.)</b>	<b>(0.42)</b>	0.17
<b>Earnings per Share from Discontinued Operations (Rs.)</b>	-	326.08

\* During the financial year 2016/17, the Company repurchased 1,542,240 shares on 6 January 2017. Accordingly, the weighted average no of shares held during the year was considered to compute earnings per share for the year ended 31 March 2017.

### 8. DIVIDEND PAID OR PROPOSED

<i>For the year ended 31 March</i>	<b>2018</b>	2017
	<b>Rs. '000</b>	Rs. '000
<b>Dividend paid on Ordinary Shares during the year</b>		
First Interim Dividend for 2017: Rs. 34.04 per share	-	236,240
Second Interim Dividend for 2017: Rs. 8.20 per share	-	44,263
Dividend per Share (Rs.)*	-	42.24

\*Dividend per share is calculated by considering the dividend paid and proposed for the year divided by the number of shares in issue which ranked for those divided.

## 9. OTHER NON-CURRENT FINANCIAL ASSETS

<i>As at 31 March</i>	<b>Unquoted equity shares</b>	
	<b>2018</b>	<b>2017</b>
	<b>Rs. '000</b>	<b>Rs. '000</b>
<b>Available for sale financial assets</b>		
At the beginning of the year	<b>5,374,448</b>	5,001,578
Change in fair value	<b>230,132</b>	372,870
<b>At the end of the year</b>	<b>5,604,580</b>	5,374,448

### 9.1 Available-for-Sale Financial Assets — Unquoted Equity Shares

The Company holds a 13.33% equity investment (2017: 13.33%) in Shalimar Development Sdn. Bhd. (SDSB), an investment holding company incorporated in Malaysia. The sole equity investment of SDSB is in PT Agro Indomas (PTAI), an oil palm plantation company based in Indonesia, in which it has a controlling interest. The Company has designated its investment in SDSB as an available-for-sale Financial Assets, and is measured at fair value, the basis of which is detailed in Note 9.2 below.

### 9.2 Fair Value of Unquoted Equity Shares

The Company obtained the services of PricewaterhouseCoopers Advisory Services Sdn. Bhd., Malaysia (PwC) to carry out an independent indicative fair market valuation of the equity interest in the unquoted investment in SDSB as at valuation date of 31 December 2017. The primary approach adopted was income approach. The fair market valuation of the equity interest in the unquoted investment in SDSB was derived using adjusted net assets basis, which was very much dependent on the fair value of the palm oil plantation held by PTAI. The fair market valuation of the equity interest in the unquoted investment of SDSB in PTAI was derived using discounted cash flows method.

The fair value of the equity investment of SDSB in PTAI has been valued based on the following key assumptions/bases:

- Estimated economic life of the oil palm plantations of PTAI is 26 years (including the immature period).
- Consider one planting cycle (i.e. no replantation at the end of the economic life).
- Yield per hectare based on year of planting, maturity profile and terrain.
- CPO ex-mill prices are projected at USD 562/MT and stabilise at USD 628/MT.
- Weighted average cost of capital (WACC) of 11.5%.
- Indonesian corporate taxation rate at 25% p.a.
- Inflation assumed approximately 4.8% p.a.

## Notes to the Financial Statements

### 9.3 Sensitivity of the Key Assumptions

The significant unobservable inputs used in the above fair value measurement categorised within level 3 of the fair value hierarchy (Note 21) together with a quantitative sensitivity analysis are shown below:

The below values are based on 13.33% equity stake in SDSB and base case is at WACC of 11.5%.

	CPO Ex-mill Price		Discounted Rate (WACC)		Yield	
	5% Increase	5% Decrease	1% increase	1% Decrease	5% Increase	5% Decrease
	Rs. '000	Rs. '000	Rs. '000	Rs. '000	Rs. '000	Rs. '000

#### As at 31 March 2018

Effect of fair value of unquoted equity shares in SDSB designated as available-for-sale financial assets	<b>2,032</b>	<b>(2,032)</b>	<b>(828)</b>	<b>903</b>	<b>1,618</b>	<b>(1,618)</b>
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#### As at 31 March 2017

Effect of fair value of unquoted equity shares in SDSB designated as available-for-sale financial assets	2,238	(2,238)	(902)	969	1,737	(1,737)
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## 10. CASH AND CASH EQUIVALENTS

<i>As at 31 March</i>	<b>2018</b>	2017
	<b>Rs. '000</b>	Rs. '000
Bank Balances	<b>1,245</b>	190,219
Short-term Deposits	<b>38,647</b>	49,702
	<b>39,892</b>	239,921

**11. STATED CAPITAL**

<i>As at 31 March</i>	<b>2018</b>	2017
	<b>Rs. '000</b>	Rs. '000
Issued and Fully paid 5,397,840 Ordinary Shares (2017: 5,397,840)	<b>69,401</b>	69,401
	<b>69,401</b>	69,401

**12. OTHER RESERVES**

<i>As at 31 March</i>	<b>2018</b>	2017
	<b>Rs. '000</b>	Rs. '000
Available for Sale Financial Assets Reserve	<b>5,489,733</b>	5,282,614
<b>End of the Year</b>	<b>5,489,733</b>	5,282,614

**Available - for - sale financial assets reserve**

Represents the excess between the fair value and cost of available-for-sale financial assets.

**13. OTHER PAYABLES**

<i>As at 31 March</i>	<b>2018</b>	2017
	<b>Rs. '000</b>	Rs. '000
Unclaimed Dividend (Note 13.1/13.2)	<b>33</b>	177,007
GST Payable	-	20
	<b>33</b>	177,027

- 13.1** Unclaimed dividend for 2016/17 includes Rs. 176.97 Mn of dividends relating to non-resident shareholders due to pending approval of the Controller of Exchange of Sri Lanka as at 31st March 2017. This approval was received on 20th April 2017 and consequently the dividend to non-resident shareholders were remitted during the financial year.

**13.2 Movement of Unclaimed Dividends**

<i>As at 31 March</i>	<b>2018</b>	2017
	<b>Rs. '000</b>	Rs. '000
At the beginning of the year	<b>177,007</b>	7,623
Dividend proposed	-	280,503
Dividend paid	<b>(176,974)</b>	(111,119)
<b>At the end of the year</b>	<b>33</b>	177,007

## Notes to the Financial Statements

## 14. SEGMENTAL REPORTING

For Management purpose, the Company is organised into the following business segments;

## (A) INDUSTRY

	Oil Palm Plantation (Discontinued Operation)		Investment		Company	
	2018	2017	2018	2017	2018	2017
	Rs. '000	Rs. '000	Rs. '000	Rs. '000	Rs. '000	Rs. '000
<b>Revenue</b>						
External Revenue	-	80,050	4,946	1,560	4,946	81,610
	-	80,050	4,946	1,560	4,946	81,610
<b>Result</b>						
Segment result	-	2,224,871	(1,888)	1,560	(1,888)	2,226,431
Taxation	-	(12,802)	(391)	(400)	(391)	(13,202)
	-	2,212,069	(2,279)	1,160	(2,279)	2,213,229
<b>Other Information</b>						
Segment Assets	-	-	5,645,241	5,614,900	5,645,241	5,614,900
Segment Liabilities	-	-	24,879	199,378	24,879	199,378

## (B) Geographical

	Oil Palm (Discontinued Operation)		Investment		Company	
	2018	2017	2018	2017	2018	2017
	Rs. '000	Rs. '000	Rs. '000	Rs. '000	Rs. '000	Rs. '000
Revenue	-	80,050	4,946	1,560	4,946	81,610
Non-Current assets	-	-	5,604,580	5,374,448	5,604,580	5,374,448

**15. CAPITAL COMMITMENTS**

There were no significant capital expenditure commitments as at the reporting date.

**16. ASSETS PLEDGED**

There were no assets pledged as at the reporting date.

**17. EVENTS AFTER THE REPORTING PERIOD**

There have been no material events occurring after the reporting date that require adjustments to or disclosures in the financial statements.

**18. CONTINGENT LIABILITIES**

There were no material contingent liabilities as at the reporting date.

**19. RELATED PARTY DISCLOSURES**

Related parties represent the shareholders and key management personnel of the Company and entities controlled or jointly controlled by such parties. Pricing policies and terms of transactions with these related parties are approved by the Company's management.



## 19.2 Transaction with Key Management Personnel

Key Management Personnel include the Board of Directors of the Company.

<i>For the year ended 31 March</i>	<b>2018</b>	2017
	<b>Rs. '000</b>	Rs. '000
Emoluments/Fees	<b>200</b>	1,200

Key management personnel of the Company to whom the above fee relates, are non-executive members of the Board of Directors. Details of the non-executive directors are given in Note 13.2 on page 13 under the Annual Report of the Board of Directors on the affairs of the Company. Executive directors are not compensated for their role on the Board.

- 19.3** No material transactions have taken place during the year with the parties/entities in which key management personnel or their close family members have control or joint control, which require disclosure in these Financial Statements other than those disclosed under section 19.1.

## 20. FINANCIAL RISK MANAGEMENT

### Objectives and Policies

The Company's principal financial assets include bank balances and short-term deposits that derive directly from its operations. The Company also holds available-for-sale financial assets. The Company's principal financial liabilities comprise other payables.

The Company is exposed to market risk, credit risk and liquidity risk. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

#### (a) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk of the Company comprises interest rate risk, foreign currency risk and equity price risk.

#### (b) Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company is not exposed to interest rate risk as there are no financial assets and financial liabilities with floating interest rates at the reporting date.

#### (c) Foreign Currency Risk

Foreign currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates. The Company is not exposed to foreign currency risk as there are no foreign currency denominated financial assets and financial liabilities at the reporting date.

## Notes to the Financial Statements

### (d) Equity Price Risk

The Company's unlisted equity security is susceptible to market price risk arising from uncertainties about future values of the key assumptions used to fair value unlisted equity security.

At the reporting date, the unlisted equity security is fair valued at Rs. 5,605 Mn (2017: Rs. 5,374 Mn). Sensitivity analysis of this investment has been provided in Note 9.

### (e) Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company is exposed to credit risk primarily from its deposits with Banking Institutions. The Company seeks to limit its credit risk with respect to banks by dealing with reputable banks.

With respect to credit risk arising from the financial assets of the Company, the Company's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments as follows:

<i>As at 31 March</i>	<b>2018</b> Rs. '000	2017 Rs. '000
Bank Balances	<b>1,245</b>	190,219
Short-term Deposits	<b>38,647</b>	49,702
	<b>39,892</b>	239,921

### (f) Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet obligations as they fall due. The table below summarises the maturity profile of the Company's undiscounted financial liabilities at 31 March, based on contractual payment dates.

<i>As at 31 March</i>	<b>2018</b> <b>Less than</b> <b>3 months</b> Rs. '000	2017 Less than 3 months Rs. '000
Other Payables	<b>33</b>	177,027
	<b>33</b>	177,027

### (g) Capital Management

The Company manages its capital to ensure that it will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balance.

The Company makes adjustments to its capital structure, in light of changes in economic and business conditions. To maintain or adjust the capital structure, the Company may issue new shares or adjust dividend payments to shareholders. No changes were made in the objectives, policies or processes during the year ended 31 March 2018 and 2017.

Capital, which includes stated capital, available-for-sale financial assets reserve and retained earnings is measured at Rs. 5,620 Mn as at 31 March 2018 (2017: Rs. 5,416 Mn).

## 21. FAIR VALUE MEASUREMENT

Financial instruments comprise of financial assets and financial liabilities. Financial assets consist of bank balances, short-term deposits, and available-for-sale financial assets.

Financial liabilities consist of other payables.

The following table provides the fair value measurement hierarchy of the Company's assets which are stated at Fair value.

### Fair value measurement hierarchy for assets as at 31 March:

	Date of valuation	Total Rs. '000	Fair value measurement using		
			Quoted prices in active markets (Level 1) Rs. '000	Significant observable inputs (Level 2) Rs. '000	Significant unobservable inputs (Level 3) Rs. '000
<b>As at 31 March 2018</b>					
<b>Available-for-Sale Financial Assets</b>					
Unquoted Equity Shares	31 December 2017	5,604,580	-	-	5,604,580
<b>Available-for-Sale Financial Assets as at 31 March 2018</b>		<b>5,604,580</b>			<b>5,604,580</b>
<b>As at 31 March 2017</b>					
<b>Available-for-Sale Financial Assets</b>					
Unquoted Equity Shares	31 December 2016	5,374,448	-	-	5,374,448
<b>Available-for-Sale Financial Assets as at 31 March 2017</b>		<b>5,374,448</b>			<b>5,374,448</b>

Key assumptions, methods of valuations and significant unobservable inputs for assets categorised under level 3 of the fair value measurement hierarchy are disclosed under Note 9 to the Financial Statements.

During the reporting period ending 31 March 2018, there were no transfers between Level 1 and Level 2 fair value measurements, and no transfers into and out of Level 3 fair value measurements.

The fair values of other financial instruments are not materially different from their carrying values.

## Five Year Summary

<i>For the year ended 31 March</i>	<b>2018</b>	2017	2016	2015	2014
	<b>Rs. '000</b>	Rs. '000	Rs. '000	Rs. '000	Rs. '000
<b>Operating Results</b>					
<b>Continuing Operations</b>					
Revenue	<b>4,946</b>	1,560	647	1,861	103,416
<b>(Loss)/Profit before taxation from Continuing Operations</b>	<b>(1,888)</b>	1,560	1,005	(1,491)	100,560
Taxation	<b>(391)</b>	(400)	(150)	(293)	(925)
<b>(Loss)/Profit for the Year from Continuing Operations</b>	<b>(2,279)</b>	1,160	855	(1,784)	99,635
<b>Discontinued Operations</b>					
Profit for the year from Operations	-	44,451	56,435	63,733	99,111
Profits from disposal of Overseas plantation assets	-	2,572,445	-	-	-
Transfer from translation reserve on discontinued Overseas Branch operations	-	(404,827)	-	-	-
<b>Profit for the Year from Discontinued Operations</b>	<b>-</b>	2,212,069	56,435	63,733	99,111
<b>Total (Loss)/Profit for the year</b>	<b>(2,279)</b>	2,213,229	57,290	61,949	198,746

<i>As at 31 March</i>	<b>2018</b>	2017	2016	2015	2014
	<b>Rs. '000</b>	Rs. '000	Rs. '000	Rs. '000	Rs. '000
<b>Statement of Financial Position</b>					
<b>Assets</b>					
<b>Non-Current Assets</b>					
Property, plant and equipment	-	-	1,380,425	1,346,918	1,508,754
Bearer Plants	-	-	58,105	60,782	63,458
Non-current financial assets	<b>5,604,580</b>	5,374,448	5,001,578	3,922,351	3,458,337
	<b>5,604,580</b>	5,374,448	6,440,108	5,330,051	5,030,549
<b>Current Assets</b>	<b>40,661</b>	240,452	36,383	73,058	97,992
<b>Total Assets</b>	<b>5,645,241</b>	5,614,900	6,476,491	5,403,109	5,128,541
<b>Equity and Liabilities</b>					
Stated capital	<b>69,401</b>	69,401	69,401	69,401	69,401
Reserves	<b>5,550,961</b>	5,346,121	6,368,902	5,308,252	5,024,036
	<b>5,620,362</b>	5,415,522	6,438,303	5,377,653	5,093,437
<b>Non-Current Liabilities</b>					
Deferred tax liability	<b>23,013</b>	-	16,516	17,115	18,366
Retirement benefit obligations	-	-	2,870	2,674	2,358
	<b>23,013</b>	-	19,386	19,789	20,724
<b>Current Liabilities</b>	<b>1,866</b>	199,378	18,802	5,667	14,380
<b>Total Equity &amp; Liabilities</b>	<b>5,645,241</b>	5,614,900	6,476,491	5,403,109	5,128,541

<i>For the year ended 31 March</i>	<b>2018</b>	2017	2016	2015	2014
	<b>Rs. '000</b>	Rs. '000	Rs. '000	Rs. '000	Rs. '000
<b>Cash Flow Statements</b>					
<b>Continuing Operations</b>					
Net cash (outflows)/inflows from operating activities	<b>(28,001)</b>	(90)	(33,604)	(150)	98,326
Net cash (outflows)/inflows from investing activities	<b>4,946</b>	1,560	647	1,464	4,163
Net cash used in financing activities	<b>(176,974)</b>	(3,638,009)	(67,782)	(79,029)	(234,973)
<b>Net (decrease)/increase in cash &amp; cash equivalents from Continuing Operations</b>	<b>(200,029)</b>	(3,636,539)	(100,739)	(77,715)	(132,484)
<b>Discontinued Operations</b>					
Net Cash Flows from Discontinued Operations	-	3,863,647	70,398	43,005	83,192
<b>Net (decrease)/increase in cash &amp; cash equivalents</b>	<b>(200,029)</b>	227,108	(30,341)	(34,710)	(49,292)

<i>For the year ended 31 March</i>	<b>2018</b>	2017	2016	2015	2014
	<b>Rs. '000</b>	Rs. '000	Rs. '000	Rs. '000	Rs. '000
<b>Ratios and Statistics</b>					
Return on ordinary shareholders' funds (%)	<b>(0.04)</b>	40.87	0.89	1.15	3.90
Current ratio (times)	<b>21.79</b>	1.21	1.94	12.89	6.81
Quick asset ratio (times)	<b>21.79</b>	1.21	1.90	12.85	6.79
Gross profit margin (%) <b>(a)</b>	-	71.09	68.98	66.16	81.63
Net profit margin (%) <b>(a) &amp; (h)</b>	<b>(46.08)</b>	55.89	34.00	35.91	62.30
Combined Earnings per ordinary share (EPS) (Rs.) <b>(b)</b>	<b>(0.42)</b>	326.25	8.26	8.93	28.64
EPS from Continuing Operations	<b>(0.42)</b>	0.17	0.12	(0.26)	14.36
EPS from Discontinued Operations	-	326.08	8.13	9.18	14.28
Dividend per ordinary share (Rs.) <b>(c)</b>	-	42.24	7.25	3.56	30.97
Dividend payout (%)	-	12.95	87.83	39.88	108.15
Net assets per ordinary share (Rs.) <b>(d)</b>	<b>1,041.22</b>	1,003.28	927.70	774.87	733.92
Market value per share (Rs.)	<b>1,497.60</b>	1,726.60	2,275.00	2,150.00	1,250.00
P/E ratio (times)	<b>(3,547.08)</b>	5.29	275.59	240.86	43.65
Market capitalisation (Rs.'000)	<b>8,083,805</b>	9,319,911	15,788,682	14,921,172	8,675,100

## Five Year Summary

<i>For the year ended 31 March</i>	<b>2018</b>	2017	2016	2015	2014
	<b>Rs. '000</b>	Rs. '000	Rs. '000	Rs. '000	Rs. '000
<b>Plantation Operations (Discontinued Operations)</b>					
Mature area (Ha.)	-	-	294.82	294.82	294.82
Immature area (Ha.)	-	-	-	-	-
Net sales average (RM)	-	599.51	456.67	485.97	508.47
Crop (MT)	-	3,771	10,666	8,916	10,451
Yield per Ha. (Tonnes) <b>(e)</b>	-	12.79	36.18	29.28	34.32
Cost of Production per Tonne of FFB (RM)	-	169.77	135.34	159.57	131.87

- (a) Gross profit margin and Net profit margin consist of dividend income received from its investment.
- (b) The earnings per ordinary share is calculated by dividing the profit for the year over the weighted average number of ordinary shares in issue during the year.
- (c) Based on proposed dividend and interim dividend paid.
- (d) Net assets per ordinary share is calculated by dividing shareholders' funds by the number of ordinary shares.
- (e) The yield is computed by taking into account the average mature hectares during the year.
- (f) Net profit margin is calculated by dividing operational profits of both continuing and discontinued operations by total revenue.

## Statement of Value Added

<i>For the year ended 31 March</i>	<b>2018</b>	<b>%</b>	<b>2017</b>	<b>%</b>
	<b>Rs. '000</b>		<b>Rs. '000</b>	
<b>Revenue</b>	<b>4,946</b>		81,610	
Other income & gains	-		6,220	
	<b>4,946</b>		87,830	
Bought in materials and services	<b>243,700</b>		130,784	
	<b>248,646</b>		218,614	
<b>Distributed as follows:</b>				
<b>To Employees</b>				
as remuneration	-	<b>0.00</b>	13,514	6.18
<b>To Government</b>				
as taxation	<b>20,793</b>	<b>8.36</b>	13,202	6.04
<b>To Providers as capital</b>				
as ordinary dividends	-	<b>0.00</b>	280,503	128.31
<b>Retained in the Business</b>				
as depreciation	-	<b>0.00</b>	1,325	0.61
as deferred tax	<b>23,013</b>	<b>9.26</b>	-	0.00
as retained profits	<b>204,840</b>	<b>82.38</b>	(89,930)	(41.14)
	<b>248,646</b>	<b>100</b>	218,614	100

The Statement of Value Added shows the quantum of wealth generated by the activities of the Company and its application.



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## **US\$ Financial**

Preparation of  
US Dollar Financial

The Financial Statements of the Company are stated in Sri Lankan Rupees. The translation of the Sri Lankan Rupee amounts into US Dollars is included solely for the convenience of Shareholders, Investors, Bankers and other users of Financial Statements.

US Dollar financial do not form part of the  
Audited Financial Statements of the Company.

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## Statement of Profit or Loss

<i>For the year ended 31 March</i>	<b>2018</b>	2017
	<b>US\$</b>	US\$
<b>Continuing Operations</b>		
<b>Revenue</b>	<b>32,255</b>	10,568
Other Income and Gains	-	-
Administration Expenses	<b>(11,158)</b>	-
Foreign Exchange Loss	<b>(33,409)</b>	-
Profit Before Tax from Continuing Operations	<b>(12,312)</b>	10,568
Income Tax Expense	<b>(2,550)</b>	(2,709)
Profit for the year from Continuing Operations	<b>(14,862)</b>	7,859
<b>Discontinued Operations</b>		
Profit for the Year from Operations (Net of Tax)	-	301,130
Profit on Disposal of Discontinued Operation (Net of Tax)	-	17,426,920
Transfer of Translation Reserve on Discontinued Overseas Branch Operations	-	(2,742,481)
Total Profit for the Year from Discontinued Operations (Net of Tax)	-	14,985,569
<b>Profit for the Year</b>	<b>(14,862)</b>	14,993,428

*Figures in brackets indicate deductions.*

# Statement of Financial Position

<i>As at 31 March</i>	<b>2018</b>	2017
	<b>US\$</b>	US\$
<b>Assets</b>		
<b>Non-Current Assets</b>		
Other Non Current Financial Assets	<b>36,019,152</b>	35,361,701
<b>Total Non-Current Assets</b>	<b>36,019,152</b>	35,361,701
<b>Current Assets</b>		
Advance and Prepayments	<b>1,581</b>	3,492
Taxation Recoverable	<b>3,361</b>	-
Cash and Bank Balances	<b>256,375</b>	1,578,585
<b>Total Current Assets</b>	<b>261,317</b>	1,582,077
<b>Total Assets</b>	<b>36,280,469</b>	36,943,778
<b>Equity and Liabilities</b>		
<b>Equity</b>		
Stated Capital	<b>868,000</b>	868,000
Retained Earnings	<b>415,363</b>	430,225
Other Reserves	<b>34,837,216</b>	34,333,728
<b>Total Shareholders' Funds</b>	<b>36,120,579</b>	35,631,953
<b>Non Current Liabilities</b>		
Deferred Tax Liability	<b>147,898</b>	-
	<b>147,898</b>	-
<b>Current Liabilities</b>		
Trade and Other Payables	<b>212</b>	1,164,766
Provision and Accrued Expenses	<b>11,780</b>	16,262
Income Tax Payable	-	130,797
<b>Total Current Liabilities</b>	<b>11,992</b>	1,311,825
<b>Total Equity &amp; Liabilities</b>	<b>36,280,469</b>	36,943,778

## Notes to the Financial Statements

### 1. BASIS OF CONVERSION

The translation of Sri Lankan Rupee amounts into US Dollar amounts is solely for the convenience of the shareholders, investors, bankers and other users of Financial Statements.

The translation of the Financial Statements into US Dollar was affected on the following exchange rates.

	2018 Rs.	2017 Rs.
Income Statement	<b>153.34</b>	147.61
Monetary assets and liabilities	<b>155.60</b>	151.99
Non-current assets and liabilities	<b>155.60</b>	151.99

### 2. RETAINED EARNINGS

	2018 US\$	2017 US\$.
Balance as at 01st April	<b>430,225</b>	1,060,453
Profit for the year - Continuing Operations	<b>(14,862)</b>	7,859
Profit for the year - Discontinued Operations	-	14,985,569
Ordinary Dividend	-	(1,845,594)
Realization of Revaluation Reserve due to Disposal of Malaysian Property	-	10,247,889
Profits on Share Repurchase	-	(24,011,224)
Transaction Cost on Share Repurchase	-	(14,727)
<b>Balance as at 31 March</b>	<b>415,363</b>	430,225

### 3. SEGMENTAL REPORTING

For Management purpose, the Company is organized into the following two business segments.

#### (A) INDUSTRY

	Oil Palm (Discontinued)		Investment		Company	
	2018	2017	2018	2017	2018	2017
	US\$	US\$	US\$	US\$	US\$	US\$
<b>Revenue</b>						
External Revenue	-	542,297	32,255	10,568	32,255	552,865
	-	542,297	32,255	10,568	32,255	552,865
<b>Result</b>						
Segment result	-	15,072,300	(12,313)	10,568	(12,313)	15,082,868
Taxation	-	(86,731)	(2,550)	(2,709)	(2,550)	(89,440)
	-	14,985,569	(14,862)	7,859	(14,862)	14,993,428
<b>Other Information</b>						
Segment Assets	-	-	36,280,469	36,943,778	36,280,469	36,943,778
Segment Liabilities	-	-	159,890	1,311,825	159,890	1,311,825

#### (B) Geographical

	Malaysia (Discontinued)		Sri Lanka		Company	
	2018	2017	2018	2017	2018	2017
	US\$	US\$	US\$	US\$	US\$	US\$
Revenue	-	542,297	32,255	10,568	32,255	552,865
Non-Current assets	-	-	36,019,152	35,361,701	36,019,152	35,361,701

## Five Year Summary

<i>For the year ended 31 March</i>	<b>2018</b>	2017	2016	2015	2014
	<b>US\$</b>	US\$	US\$	US\$	US\$
<b>Operating Results</b>					
<b>Continuing Operations</b>					
Revenue	<b>32,255</b>	10,568	4,653	14,184	791,732
<b>(Loss)/Profit before taxation from Continuing Operations</b>	<b>(12,312)</b>	10,568	7,228	(11,364)	769,867
Taxation	<b>(2,550)</b>	(2,709)	(1,079)	(2,234)	(7,082)
<b>(Loss)/Profit for the Year from Continuing Operations</b>	<b>(14,862)</b>	7,859	6,149	(13,598)	762,785
<b>Discontinued Operations</b>					
Profit for the year from Operations	-	301,130	405,861	485,770	758,774
Profits from disposal of Overseas plantation assets	-	17,426,920	-	-	-
Transfer from translation reserve on discontinued Overseas Branch operations	-	(2,742,481)	-	-	-
<b>Profit for the Year from Discontinued Operations</b>	-	14,985,569	405,861	485,770	758,774
<b>Total (Loss)/Profit for the year</b>	<b>(14,862)</b>	14,993,428	412,010	472,172	1,521,559
<b>As at 31 March</b>					
	<b>2018</b>	2017	2016	2015	2014
	<b>US\$</b>	US\$	US\$	US\$	US\$
<b>Statement of Financial Position</b>					
<b>Assets</b>					
<b>Non-Current Assets</b>					
Property, plant and equipment	-	-	9,540,902	10,102,895	11,540,993
Biological assets	-	-	401,584	455,910	485,413
Non-current financial assets	<b>36,019,152</b>	35,361,701	34,568,736	29,420,575	26,454,043
	<b>36,019,152</b>	35,361,701	44,511,222	39,979,380	38,480,449
<b>Current Assets</b>	<b>261,317</b>	1,582,077	251,471	547,990	749,575
<b>Total Assets</b>	<b>36,280,469</b>	36,943,778	44,762,693	40,527,370	39,230,024
<b>Equity and Liabilities</b>					
Stated capital	<b>868,000</b>	868,000	868,000	868,000	868,000
Reserves	<b>35,252,579</b>	34,763,953	43,630,758	39,468,431	38,093,501
	<b>36,120,579</b>	35,631,953	44,498,758	40,336,431	38,961,501
<b>Non-Current Liabilities</b>					
Deferred tax liability	<b>147,898</b>	-	114,147	128,375	140,488
Retirement benefit obligations	-	-	19,837	20,057	18,037
	<b>147,898</b>	-	133,984	148,432	158,525
<b>Current Liabilities</b>	<b>11,992</b>	1,311,825	129,951	42,507	109,998
<b>Total Equity &amp; Liabilities</b>	<b>36,280,469</b>	36,943,778	44,762,693	40,527,370	39,230,024

<i>For the year ended 31 March</i>	<b>2018</b>	2017	2016	2015	2014
	<b>US\$</b>	US\$	US\$	US\$	US\$
<b>Cash Flow Statements</b>					
<b>Continuing Operations</b>					
Net cash (outflows)/inflows from operating activities	<b>(179,955)</b>	(592)	(232,248)	(1,125)	729,151
Net cash (outflows)/inflows from investing activities	<b>31,787</b>	10,264	4,472	10,981	30,871
Net cash used in financing activities	<b>(1,137,365)</b>	(23,935,844)	(468,464)	(592,777)	(1,742,477)
<b>Net (decrease)/increase in cash &amp; cash equivalents from Continuing Operations</b>	<b>(1,285,533)</b>	(23,926,172)	(696,240)	(582,921)	(982,455)
<b>Discontinued Operations</b>					
Net Cash Flows from Discontinued Operations	-	25,420,408	488,038	843,272	575,971
<b>Net (decrease)/increase in cash &amp; cash equivalents</b>	<b>(1,285,533)</b>	1,494,236	(208,202)	260,351	406,484

	<b>2018</b>	2017	2016	2015	2014
<b>Ratios and Statistics</b>					
Return on ordinary shareholders' funds (%)	<b>(0.04)</b>	40.87	0.89	1.15	3.90
Current ratio (times)	<b>21.79</b>	1.21	1.94	12.89	6.81
Quick asset ratio (times)	<b>21.79</b>	1.21	1.90	12.85	6.79
Gross profit margin (%) <b>(a)</b>	-	71.09	68.98	66.16	81.63
Net profit margin (%) <b>(a) &amp; (h)</b>	<b>(46.08)</b>	55.89	34.00	35.91	62.30
Combined Earnings per ordinary share (EPS) (US\$) <b>(b)</b>	<b>(0.003)</b>	2.21	0.06	0.07	0.22
EPS from Continuing Operations	<b>(0.003)</b>	0.001	0.001	(0.002)	0.11
EPS from Discontinued Operations	-	2.209	0.058	0.070	0.11
Dividend per ordinary share (US\$) <b>(c)</b>	-	0.29	0.05	0.03	0.24
Dividend payout (%)	-	12.95	87.83	39.88	108.15
Net assets per ordinary share (US\$) <b>(d)</b>	<b>6.69</b>	6.60	6.41	5.81	5.61
Market value per share (US\$)	<b>9.62</b>	11.36	15.72	16.13	9.56
P/E ratio (times)	<b>(3,547.08)</b>	5.29	275.59	240.86	43.65
Market capitalisation (US\$)	<b>51,952,475</b>	61,321	109,125	111,920	66,358

- (a) Gross profit margin and Net profit margin consist of dividend income received from its investment.
- (b) The earnings per ordinary share is calculated by dividing the profit for the year over the weighted average number of ordinary shares in issue during the year.
- (c) Based on proposed dividend and interim dividend paid.
- (d) Net assets per ordinary share is calculated by dividing shareholders' funds by the number of ordinary shares.
- (e) The yield is computed by taking into account the average mature hectares during the year.
- (f) Net profit margin is calculated by dividing operational profits of both continuing and discontinued operations by total revenue.

# Information to Shareholders and Investors

## 1. Stock Exchange Listing

Shalimar (Malay) PLC is a Public Quoted Company, the ordinary shares of which are listed on the main board of the Colombo Stock Exchange of Sri Lanka.

## 2. Share Valuation

Market value of the Company Shares as at 31st March 2018 was Rs. 1,497.60 per share (2017: Rs. 1,726.60 per share).

## 3. Shareholders

<i>As at 31 March</i>	<b>2018</b>	2017
No. of Ordinary Shareholders	<b>320</b>	317

The number of ordinary shares held by non-residents as 31st March 2018 was 4,491,864 which amount to 83.22% of the total number of ordinary shares.

### Resident/non-resident Shareholders as at 31st March 2018

Distribution of Shares	Residents			Non-Residents			Total		
	No. of Members	No. of Shares	%	No. of Members	No. of Shares	%	No. of Members	No. of Shares	%
1-1,000	309	10,062	0.1864	2	817	0.0151	311	10,879	0.2015
1001-10,000	4	8,309	0.1539	0	0	0.0000	4	8,309	0.1539
10,001-100,000	1	21,397	0.3964	0	0	0.0000	1	21,397	0.3964
100,001-1,000,000	3	866,208	16.0473	0	0	0.0000	3	866,208	16.0473
Above 1,000,000	0	0	0.0000	1	4,491,047	83.2008	1	4,491,047	83.2008
<b>Grand Total</b>	<b>317</b>	<b>905,976</b>	<b>16.78</b>	<b>3</b>	<b>4,491,864</b>	<b>83.22</b>	<b>320</b>	<b>5,397,840</b>	<b>100.00</b>

### Categorization of Shareholders as at 31st March 2018

	No. of Shareholders	No. of Shares	%
Individuals	292	38,506	0.71
Institutions	28	5,359,334	99.29

### Public Shareholding

The Company is not in compliance with the minimum public holding requirements set out in Rule 7.13.1 (a) of the Listing Rules of the Colombo Stock Exchange.

Public Shareholding as at 31st March 2018

- Market capitalization of the public holding - Rs. 60,628,539/-
- Percentage of the Ordinary Shares held by Public - 0.75%
- No of Public Shareholders - 304

#### 4. Market Performance - Ordinary Shares

<i>For the year ended 31 March</i>	<b>2018</b>	2017
Highest (Rs.)	<b>2,150</b>	2,750
Lowest (Rs.)	<b>1,140</b>	1,500
Volume Traded (Shares)	<b>294</b>	1,253
No. of Trades	<b>80</b>	178
Value of Shares Traded (Rs. '000)	<b>466</b>	2,622

#### 5. Market Capitalization and Net Asset Value

##### 5.1 Market Capitalization

Market capitalization of the Company, which is the number of ordinary shares multiplied by the market value of a share, was Rs. 8,083.81 Mn as at 31st March 2018 (2017: Rs. 9,319.9 Mn).

#### 6. Record of Scrip Issues

The under mentioned scrip issue had been made by the Company.

<b>Year ended 31 March</b>	<b>Issue</b>	<b>Basis</b>	<b>No. of Ordinary Shares Capital</b>	<b>Cumulative Ordinary Shares (Rs.)</b>
1998	-	-	270,000	2,700,000
1999	Bonus	10.9:1	2,943,000	32,130,000
2002 April	Bonus	1:5	642,600	38,554,000
2003 May	Bonus	1:5	771,120	46,263,260
2004 March	Bonus	1:2	2,313,360	69,400,800

During the financial year 2016/2017, the Company repurchased 1,542,240 shares.

#### 7. Indonesian Property

PT Agro Indomas (PTAI), the Company's investment made through Shalimar Developments Sdn. Bhd. (Investment vehicle in Malaysia) is located in Kalimantan province, Indonesia.

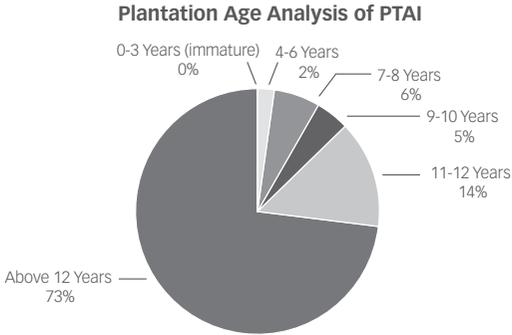
The Indonesian investment, PT Agro Indomas is managed through the group's (GAHL) fully owned management arm in Indonesia. The Indonesia operation consists of 26,981 hectares of plantation with processing facilities of 225 MT/hr within the plantations.

	<b>2018</b>	2017	2016	2015	2014
Crop Production (MT)	<b>495,381</b>	407,349	454,564	458,711	454,110
CPO (MT)	<b>98,891</b>	96,038	117,087	118,247	100,462
PK (MT)	<b>21,939</b>	21,914	27,172	27,977	23,118
CPO Ex Mill Price (US\$)	<b>572</b>	517	464	677	704
FFB Yield (MT per Hectare)	<b>19.90</b>	20.40	22.77	22.90	22.91
CPO / Ha (MT)	<b>4.00</b>	4.11	4.94	5.90	4.89
Milling Capacity (MT per Hour)	<b>225</b>	225	225	225	225
Value of biological assets and property, plant and equipment (US\$ Mn)	<b>Note 1</b>	Note 1	193.60	193.70	195.08

## Information to Shareholders and Investors

### 7. Indonesian Property (Contd.)

Note 1 - Up to 31st March 2016, the PT Agro Indomas had fair valued biological assets in line with IAS 41. With effect from 1st April 2016 PTAI adopted the amendments to IAS 41 and IAS 16. Accordingly, Biological assets have been recognised at accumulated cost less depreciation (as a PPE). The valuation of SDSB carried out by independent professional valuers as explained in note 09 reflects the fair value of the investment which also considers the fair value of PTAI.



# Glossary of Financial Terms

## Capital Reserves

Reserves identified for specific purposes and considered not available for distribution.

## Cash Equivalents

Liquid investments with original maturities of three months or less.

## Contingent Liabilities

Conditions or situations at the Balance Sheet date, the financial effects of which are to be determined by future events which may or may not occur.

## Discontinued Operations

Operations of an entity that either has been disposed of, or is classified as held for sale.

## Current Ratio

Current assets divided by current liabilities.

## Quick Ratio

Current assets less inventories divided by current liabilities.

## Gross Profit Margin

Gross profit divided by revenue.

## Net Profit Margin

Net profit divided by revenue.

## Dividend Per Share

Dividend paid interim and proposed, divided by the number of shares in issue which ranked for those dividends.

## Dividend Payout

Total interim and proposed dividends divided by profit after tax.

## Earnings Per Ordinary Share

Profits attributable to ordinary shareholders before extraordinary items and after preference dividend divided by the weighted average number of ordinary shares in issue, ranking for dividend.

## Equity

Shareholders' funds.

## Events Occurring after Reporting Date

Significant events that occur between the Reporting date and the date on which Financial Statements are authorized for issue.

## Market Capitalization

The market value of a company at a given date obtained by multiplying the share price by the number of shares in issue.

## Net Assets Per Share

Total assets less total liabilities divided by the number of ordinary shares in issue.

## Net Current Assets

Current assets less current liabilities. Measures the capital required to finance day-to-day operations.

## Price Earnings Ratio (P/E)

Market price of a share divided by earnings per share.

## **Glossary of Financial Terms**

### **Rate of Ordinary Dividend**

The Rupee amount of the dividend per share as a percentage of the nominal value of the shares.

### **Reserves**

The total of capital and revenue reserves.

### **Related Parties**

Parties who could control or significantly influence the financial and operating policies/decisions of the business.

### **Return on Shareholders' Funds**

Profit attributable to ordinary shareholders divided by shareholders' funds (total of ordinary share capital and reserves).

### **Revenue Reserves**

Reserves considered as being available for distribution.

### **Segment**

Constituent business units grouped in terms of nature and similarity of operations.

### **Value Addition**

The quantum of wealth generated by the activities of the Company.

### **Others**

CPO - Crude Palm Oil

PK - Palm Kernel

FFB - Fresh Fruit Bunches

Ha - Hectare

RM - Malaysian Ringgit

MPC - Malaysian Plantation Companies

AFS - Available - for - Sale

MT - Metric Tonnes

IAS - International Accounting Standards

## Notice of Meeting

NOTICE IS HEREBY GIVEN that the ONE HUNDRED AND NINTH ANNUAL GENERAL MEETING of SHALIMAR (MALAY) PLC will be held on Friday, the 25th day of May 2018, at 3.45 p.m. at the 8th Floor, No.65C, Dharmapala Mawatha, Colombo 07, for the following purposes:

1. To consider the Annual Report of the Board of Directors including the financial statements of the Company for the financial year ended 31st March 2018, together with the Report of the Auditors thereon.
2. To re-elect Mr. D.C.R. Gunawardena who retires by rotation in terms of Articles 87 & 88 of the Articles of Association of the Company.
3. To re-appoint Mr. I. Paulraj as a Director of the Company who is over seventy years of age and to consider and if deemed fit to pass the following resolution:
 

“IT IS HEREBY RESOLVED that the age limit stipulated in Section 210 of the Companies Act No. 7 of 2007 shall not be applicable to Mr. I. Paulraj who is eighty one years of age and that he be re-appointed a Director of the Company from the conclusion of the Annual General Meeting for a further period of one year”.
4. To re-appoint Mr. A.K. Sellayah as a Director of the Company who is over seventy years of age and to consider and if deemed fit to pass the following resolution:
 

“IT IS HEREBY RESOLVED that the age limit stipulated in Section 210 of the Companies Act No. 7 of 2007 shall not be applicable to Mr. A.K. Sellayah who is seventy six years of age and that he be re-appointed a Director of the Company from the conclusion of the Annual General Meeting for a further period of one year”.
5. To re-appoint Mr. M. Selvanathan as a Director of the Company who is over seventy years of age and to consider and if deemed fit to pass the following resolution:
 

“IT IS HEREBY RESOLVED that the age limit stipulated in Section 210 of the Companies Act No. 7 of 2007 shall not be applicable to Mr. M. Selvanathan who is seventy one years of age and that he be re-appointed a Director of the Company from the conclusion of the Annual General Meeting for a further period of one year”.
6. To re-appoint Mr. K. C. N. Fernando as a Director of the Company who is over seventy years of age and to consider and if deemed fit to pass the following resolution:
 

“IT IS HEREBY RESOLVED that the age limit stipulated in Section 210 of the Companies Act No. 7 of 2007 shall not be applicable to Mr. K. C. N. Fernando who is seventy one years of age and that he be re-appointed a Director of the Company from the conclusion of the Annual General Meeting for a further period of one year”.
7. To re-appoint Messrs. Ernst & Young, Chartered Accountants as Auditors of the Company as set out in Section 154 (1) of the Companies Act No. 7 of 2007 and to authorize the Directors to determine their remuneration.

By Order of the Board

(Sgd.)

**K.D. De Silva (Mrs.)**

Director

**Carsons Management Services (Pvt) Ltd.**

Secretaries

Colombo  
23rd April 2018

## Notice of Meeting

### Notes

1. A member is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. A Form of Proxy accompanies this notice.
2. The completed Form of Proxy must be deposited at the Registered Office of the Company at No.61, Janadhipathi Mawatha, Colombo 1 not later than 4.45 p.m. on 23rd May 2018.
3. A person representing a Corporation is required to carry a certified copy of the resolution authorising him/her to act as the representative of the Corporation. A representative need not be a member.
4. The transfer books of the Company will remain open.
5. Security Check  
We shall be obliged if the Shareholders/proxies attending the Annual General Meeting, produce their National Identity Card to the security personnel stationed at the entrance.





## Form of Proxy

\*I/We.....  
 of..... being \*a  
 Member/Members of SHALIMAR (MALAY) PLC, hereby appoint .....  
 of.....  
 bearing NIC No./Passport No..... or failing him/her.

Hariharan Selvanathan	or failing him,
Manoharan Selvanathan	or failing him,
Israel Paulraj	or failing him,
Allen Kenneth Sellayah	or failing him,
Don Chandima Rajakaruna Gunawardena	or failing him,
Kurukulasuriya Calisanctus Nalaka Fernando	or failing him
Subramaniam Mahendrarajah	

as \*my/our proxy to attend at the Annual General Meeting of the Company to be held on Friday, the 25th day of May 2018 at 3.45 p.m. at the 8th Floor, No. 65 C, Dharmapala Mawatha, Colombo 07 and any adjournment thereof and at every poll which may be taken in consequence thereof.

	For	Against
1. To re-elect Mr. D.C.R. Gunawardena who retires by rotation in terms of Articles 87 & 88 of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-appoint Mr. I. Paulraj who is over seventy years of age as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-appoint Mr. A. K. Sellayah who is over seventy years of age as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-appoint Mr. M. Selvanathan who is over seventy years of age as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-appoint Mr. K. C. N. Fernando who is over seventy years of age as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-appoint Messrs. Ernst & Young, Chartered Accountants as Auditors of the Company as set out in Section 154 (1) of the Companies Act No. 7 of 2007 and to authorize the Directors to determine their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>

Signed this ..... day of .....Two Thousand and Eighteen

.....  
 Signature/s

### Notes

- \* Please delete the inappropriate words.
- A shareholder entitled to attend and vote at a General Meeting of the Company, is entitled to appoint a proxy to attend and vote instead of him/her and the proxy need not be a shareholder of the Company. A proxy so appointed shall have the right to vote on a show of hands or on a poll and to speak at the General Meeting of the shareholders.
- A shareholder is not entitled to appoint more than one proxy on the same occasion.
- Instructions are noted on the reverse hereof.

## Form of Proxy

### Instructions as to Completion

1. Kindly perfect the form of proxy after filling in legibly your full name and address, by signing in the space provided. Please fill in the date of signature.
2. If you wish to appoint a person other than the Directors as your proxy, please insert the relevant details in the space provided overleaf.
3. In terms of Article 69 of the Articles of Association of the Company: The instrument appointing a proxy shall be in writing and -
  - (i) in the case of an individual shall be signed by the Appointor or by his Attorney; and
  - (ii) in the case of a Corporation shall be either under its common seal or signed by its Attorney or by an officer on behalf of the Corporation.

The Company may, but shall not be bound to, require evidence of the authority of any such Attorney or officer.

A proxy need not be a member of the Company.

4. In terms of Article 65 of the Articles of Association of the Company;

In the case of joint-holders of a share, the senior who tenders a vote, whether in person or by proxy or by Attorney or by representative, shall be accepted to the exclusion of the votes of the other joint- holders and for this purpose seniority shall be determined by the order in which the names stands in the Register of Members in respect of the joint holding.

5. To be valid the completed Form of Proxy should be deposited at the Registered Office of the Company situated at No. 61, Janadhipathi Mawatha, Colombo 1 not later than 4.45 p.m. on 23rd May 2018.

Please fill in the following details

Name : .....

Address : .....

Jointly with : .....

Share Folio No. : .....

# Corporate Information

## NAME OF THE COMPANY

Shalimar (Malay) PLC

## COMPANY REGISTRATION NO.

PQ 51

## LEGAL FORM

A Public Quoted Company with Limited Liability.  
Incorporated in Sri Lanka in 1909

## DIRECTORS

H. Selvanathan (Chairman)  
M. Selvanathan  
I. Paulraj  
D. C. R. Gunawardena  
A. K. Sellayah  
K. C. N. Fernando  
P. C. P. Tissera (Resigned w.e.f.15.08.2017)  
S. Mahendrarajah

## BANKERS

Standard Chartered Bank  
Commercial Bank of Ceylon PLC  
Deutsche Bank

## AUDITORS OF THE COMPANY

Messrs. Ernst & Young  
Chartered Accountants  
No. 201, De Saram Place,  
Colombo 10, Sri Lanka.  
Tel: + 94 11 2463500  
Fax: +94 11 2697369

## SECRETARIES

Carsons Management Services (Pvt) Ltd  
No. 61, Janadhipathi Mawatha,  
Colombo 01, Sri Lanka.  
Tel: + 94 11 2039200  
Fax: + 94 11 2039300

## MANAGERS

Agro Harapan Lestari (Pvt) Ltd  
Level 20, East Tower,  
World Trade Centre,  
Echelon Square,  
Colombo 01, Sri Lanka.  
Tel: +94 114357777  
Fax: +94 114357788

## REGISTERED OFFICE

No. 61, Janadhipathi Mawatha,  
Colombo 01, Sri Lanka.  
Tel: + 94 11 2039200  
Fax: + 94 11 2039300

## CORPORATE WEBSITE

[www.goodhopeholdings.com](http://www.goodhopeholdings.com)

## HOLDING COMPANY

Goodhope Asia Holdings Ltd

## ULTIMATE PARENT & CONTROLLING ENTITY

Bukit Darah PLC

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Printed by Printage (Pvt) Ltd



**Goodhope**

A CARSON CUMBERBATCH COMPANY

[www.goodhopeholdings.com](http://www.goodhopeholdings.com)