

SUKUK ISSUE 2025

PROSPECTUS



CHARGING UP THE FUTURE

Sri Lanka's First Ever Listed Sukuk

Managers and Joint Arrangers to the Issue



Joint Arrangers to the Issue



VIDULLANKA PLC



PROSPECTUS

**FOR AN ISSUE OF FIVE MILLION (5,000,000) LISTED RATED SECURED REDEEMABLE FIVE YEAR
(2025/2030) SUKUK OF LKR 100/- EACH,
TO RAISE
SRI LANKA RUPEES FIVE HUNDRED MILLION (LKR 500,000,000/-)**

Issue Rating 'A+(lka)' by Fitch Ratings Lanka Limited

**ISSUE OPENS ON
17th June 2025**

Managers and Joint Arrangers to the Issue



Joint Arrangers to the Issue



This Prospectus is dated 3rd June 2025

The CSE has taken reasonable care to ensure full and fair disclosure of information in this Prospectus. However, the CSE assumes no responsibility for accuracy of the statements made, opinions expressed or reports included in this Prospectus or any statements, information and reports omitted in this Prospectus. Moreover, the CSE does not regulate the pricing of the Sukuk (a Shariah Compliant Debt Security – the definition of Shariah Compliant Debt Securities as per the CSE listing rules is given below) issued herein. Please note that the Company is bound by the enforcement rules set out in the CSE Listing Rules (as applicable).

Shariah Compliant Debt Securities: means Debt Securities, such as Sukuk, which are certified as Shariah permissible for investment by a minimum of three (3) Shariah Scholars, based on the Company's compliance with the Rules and Principles of Shariah.

The delivery of this Prospectus shall not under any circumstance constitute a representation or create any implication or suggestion that there has been no material change in the affairs of the Company since the date of this Prospectus. If there is a material change, such material change will be disclosed to the market.

If you are in doubt regarding the contents of this document or if you require any clarification or advice in this regard, you should consult the Managers and Joint Arrangers to the Issue, Joint Arrangers to the Issue, your Shariah advisors, your Stockbroker, Lawyer or any other Professional Advisor.

Responsibility for the Content of the Prospectus

This Prospectus has been prepared from information provided by Vidullanka PLC (hereinafter referred to as the “Company”, “VLL”, or the “Issuer”) and from publicly available sources.

The Directors of the Company have seen and approved this Prospectus and collectively and individually, accept full responsibility for the accuracy of the information given and confirm that after making all reasonable inquiries and to the best of their knowledge and belief, the information contained herein is true and correct in all material respects and that there are no other material facts, the omission of which would make any statement herein misleading or inaccurate.

Where representations regarding the future performance of VLL have been given in this Prospectus, such representations have been made after due and careful enquiry of the information available to the Company and making assumptions that are considered to be reasonable at the present point in time in its best judgment.

VLL accepts responsibility for the information contained in this Prospectus. While the Company has taken reasonable care to ensure full and fair disclosure of pertinent information, it does not assume responsibility for any investment decisions made by the investors based on the information contained herein. In making such investment decisions, prospective investors are advised to read the Prospectus and rely on their own examination and assessment of the Company and the terms of the Sukuk issued including the risks associated.

Registration of the Prospectus

A copy of the Prospectus has been delivered to the Registrar of Companies of Sri Lanka for registration in compliance with the provisions of Section 40 of the Companies Act No. 7 of 2007 (as amended). The following are the documents attached to the copy of the Prospectus delivered to the Registrar of Companies for registration pursuant to Section 40 (1) of the Companies Act.

- a) The written consent of the Auditors and Reporting Accountants for the inclusion of their name in the Prospectus as Auditors and Reporting Accountants to the Company.
- b) The written consent of the Rating Agency for the inclusion of their name in the Prospectus as Rating Agency to the Issue and to the Company.
- c) The written consent of the Trustee to the Issue for the inclusion of their name in the Prospectus as Trustee to the Issue.
- d) The written consent of the Bankers to the Issue for the inclusion of their name in the Prospectus as Bankers to the Issue.
- e) The written consent of the Company Secretary for the inclusion of the name in the Prospectus as Company Secretary.
- f) The written consent of the Registrars to the Issue for the inclusion of their name in the Prospectus as Registrars to the Issue.
- g) The written consent of the Lawyers to the Issue for the inclusion of their name in the Prospectus as Lawyers to the Issue.
- h) The written consent of the Managers and Joint Arrangers to the Issue for the inclusion of their name in the Prospectus as Managers and Joint Arrangers to the Issue.

- i) The written consent of the Joint Arrangers to the Issue for the inclusion of their name in the Prospectus as Joint Arrangers to the Issue.
- j) The written consent of the Shariah Scholars accredited by the SEC for the inclusion of their names as the Shariah Scholars to the Issue in the Prospectus.
- k) The written consent of the Independent Shariah Consultant for the inclusion of his name as Independent Shariah Consultant in the Prospectus.
- l) The declaration made and subscribed to, by each of the Directors of the Company herein named as a Director, jointly and severally confirming that each of them have read the provisions of the Companies Act and the CSE Listing Rules relating to the Issue of the Prospectus and that those provisions have been complied with.

The said Auditors and Reporting Accountants to the Company, Lawyers to the Issue, Trustee to the Issue, Bankers to the Issue, Company Secretary, Managers and Joint Arrangers to the Issue, Joint Arrangers to the Issue, Registrars to the Issue, and the Rating Agency to the Issue the Shariah Scholars to the Issue and Independent Shariah Consultant have not, before the delivery of a copy of the Prospectus for registration with the Registrar General of Companies in Sri Lanka, withdrawn such consent.

Registration of the Prospectus in Jurisdictions Outside of Sri Lanka

This Prospectus has not been registered with any authority outside of Sri Lanka. Non-Resident investors may be affected by the laws of the jurisdiction of their residence. Such investors are responsible to comply with the laws relevant to the country of residence and the laws of Sri Lanka, when making the investment.

Representation

The Sukuk are issued solely on the basis of the information contained and representations made in this Prospectus. No dealer, salesperson, individual or any other outside party has been authorized to give any information or to make any representation in connection with the Issue other than the information and representations contained in this Prospectus and if given or made such information or representations must not be relied upon as having been authorized by the Company.

Forward-looking Statements

Any Statements included in this Prospectus that are not statements of historical fact constitute "Forward-looking Statements". These can be identified by the use of forward-looking terms such as "expect", "anticipate", "intend", "may", "plan to", "believe", "could" and similar terms or variations of such terms. However, these words are not the exclusive means of identifying Forward-looking Statements. As such, all or any statements pertaining to expected financial position, business strategy, plans and prospects of the Company are classified as Forward-looking Statements.

Such Forward-looking Statements involve known and unknown risks, uncertainties and other factors including but not limited to regulatory changes in the sectors in which the Company operates and its ability to respond to them, the Company's ability to successfully adapt to technological and environmental changes, exposure to market risks, general economic and fiscal policies of Sri Lanka, inflationary pressures, market rate volatilities, the performance of financial markets both globally and locally, changes in domestic and foreign laws, regulation of taxes and changes in competition in the industry and further uncertainties that may or may not be in the control of the Company.

Such factors may cause actual results, performance and achievements to materially differ from any future results, performance or achievements expressed or implied by Forward-looking Statements herein.

Forward-looking Statements are also based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future.

Given the risk and uncertainties that may cause the Company's actual future results, performance or achievements to materially differ from that expected, expressed or implied by Forward-looking statements in this Prospectus, investors are advised not to place sole reliance on such statements.

Presentation of Currency Information and Other Numerical Data

The financial statements of the Company and currency values of economic data or industry data in a local context will be expressed in Sri Lanka Rupees. References in the Prospectus to "LKR", "Rupees" or "Rs." are to the lawful currency of Sri Lanka.

Certain numerical figures in this Prospectus have been subject to rounding adjustments, accordingly numerical figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

IMPORTANT

All Applicants should indicate in the Application for Sukuk, their CDS account number.

In the event name, address or NIC number/passport number/company number of the Applicant mentioned in the Application Form differ from that of CDS records, the name, address or NIC number/passport number/company number as per the CDS records will prevail. Therefore, Applicants are advised to ensure that the name, address or NIC number/passport number/company number mentioned in the Application Form tally with the same given in the CDS account that is mentioned in the Application Form.

As per the Directive of the Securities & Exchange Commission of Sri Lanka made under Circular No.08/2010 dated November 22, 2010 and Circular No.13/2010 issued by the Central Depository Systems (Private) Limited (CDS) dated November 30, 2010, all Sukuk are required to be directly deposited into the CDS. To facilitate compliance with this directive, all Applicants are required to indicate their CDS account number.

In line with this directive, THE SUKUK ALLOTTED TO AN APPLICANT WILL BE DIRECTLY DEPOSITED IN THE CDS ACCOUNT OF SUCH APPLICANT, the details of which is indicated in his/her Application Form.

PLEASE NOTE THAT SUKUK CERTIFICATES WILL NOT BE ISSUED.

Sukuk will not be allotted to Applicants who have not indicated their CDS account details in the Application Form. Applications which do not specify a CDS account number will be rejected.

Applicants who wish to open a CDS account, may do so through a Trading Participant of the CSE as set out in Annexure II or through any Custodian Bank as set out in Annexure III of this Prospectus.

If the CDS account number indicated in the Application Form is found to be inaccurate/incorrect or there is no CDS number indicated, the Application will be rejected and no allotments will be made.

ISSUE AT A GLANCE

Issuer/ Lessee/ Seller	Vidullanka PLC																						
Instrument	Listed Rated Secured Redeemable Sukuk																						
Listing	The Sukuk will be listed on the Colombo Stock Exchange																						
Number of Sukuk to be Issued	Five Million (5,000,000) Listed Rated Secured Redeemable Sukuk																						
Amount to be Raised	Sri Lanka Rupees Five Hundred Million (LKR 500,000,000/-)																						
Entity Rating	A+ (Ika) by Fitch Ratings Lanka Limited																						
Issue Rating	A+ (Ika) by Fitch Ratings Lanka Limited																						
Issue Price	LKR 100/- per each Sukuk																						
Par Value	LKR 100/- per each Sukuk																						
Details of Sukuk	<p>Shariah compliant Sukuk with Sale and Leaseback structure with the following key features, morefully described under Section 5.</p> <ul style="list-style-type: none"> Tenure of the Sukuk – 5 Years from the Date of Allotment or upon occurrence of an Event of Default as described in the Clause 12 Trust Deed <p>Initial Sale of the Usufruct Rights of the Underlying Asset to the Trustee</p> <ul style="list-style-type: none"> Underlying Asset - existing plant & machinery belonging to the Lower Kotmale Oya Mini Hydro Power Project of Vidullanka PLC as morefully described in Annexure IV Seller of Usufruct Rights of the Underlying Asset- Vidullanka PLC Buyer of Usufruct Rights of the Underlying Asset – Trustee on behalf of the Sukuk Holders Consideration for the Initial Sale of Usufruct Rights of the Underlying Asset – LKR 500 Mn <p>Leaseback of the Usufruct Rights of the Underlying Asset</p> <ul style="list-style-type: none"> Lessee – Vidullanka PLC Lessor – Trustee on behalf of the Sukuk Holders Service Agent – VLL to carry out maintenance and obtaining Takaful Insurance on the Underlying Asset on behalf of the Trustee, during the Tenure of the Sukuk Date of Execution of Ijarah Agreement – shall be the Date of Allotment of Sukuk immediately upon the sale of Usufruct Rights of the Underlying Asset to the Trustee Ijarah Payment Rate (per annum) – <table border="1"> <thead> <tr> <th>Type</th><th>Type of Ijarah Payment</th><th>Tenure</th><th>Ijarah Payment Rate (per annum)</th><th>Annual Effective Rate (AER)</th><th>Ijarah Payment Frequency</th></tr> </thead> <tbody> <tr> <td>A</td><td>Fixed</td><td>5 Years</td><td>10.75 %</td><td>11.04 %</td><td>Semi-Annual</td></tr> <tr> <td>B</td><td>Floating</td><td>5 Years</td><td>AWPLR* however such floating Ijarah Payment Rate shall have a Cap of 13.00% and a Floor of 10.00%</td><td>-</td><td>Semi-Annual</td></tr> </tbody> </table>					Type	Type of Ijarah Payment	Tenure	Ijarah Payment Rate (per annum)	Annual Effective Rate (AER)	Ijarah Payment Frequency	A	Fixed	5 Years	10.75 %	11.04 %	Semi-Annual	B	Floating	5 Years	AWPLR* however such floating Ijarah Payment Rate shall have a Cap of 13.00% and a Floor of 10.00%	-	Semi-Annual
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B	Floating	5 Years	AWPLR* however such floating Ijarah Payment Rate shall have a Cap of 13.00% and a Floor of 10.00%	-	Semi-Annual																		

	<p><i>*The AWPLR calculation in relation to the Type B Sukuk will be made as follows, the Floating Rate of the Sukuk will be determined based on the immediately preceding AWPLRs published on a weekly basis by the CBSL or any other authority (in the event that the CBSL ceases to publish the AWPLR) at the time of commencement of an Ijarah Payment Period of Type B Sukuk for such period or if not published by the CBSL or any other authority for any reason whatsoever, the last available rates published thereby or such other suitable reference rate as may be appropriate and may be made available by the said authorities.</i></p> <ul style="list-style-type: none"> • Tenure of the Ijarah Agreement – 5 Years from the Date of Allotment or such other period as described in the Clause 3 of the Ijarah Agreement <p><u>Repurchase of the Usufruct Rights of the Underlying Asset on the Date of Redemption at the Exercise Price</u></p> <ul style="list-style-type: none"> • Date of Redemption– earlier of the expiry of the Tenure of the Sukuk or at the end of the period of the Ijarah Agreement • Exercise Price – LKR 500 Mn as morefully described in Clause 1.2 of the Purchase Undertaking to be executed between VLL and the Trustee, subsequent to the completion of the allotment process
Key Transaction Documents Pertaining to the Sukuk	<ol style="list-style-type: none"> 1. Trust Deed 2. Ijarah Agreement 3. Purchase Agreement 4. Mortgage Bond 5. Purchase Undertaking 6. Service Agreement 7. Application Form
Number of Sukuk to be Subscribed	Applicants are allowed to invest in the Sukuk subject to the minimum subscription of One Hundred (100) Sukuk (LKR 10,000/-) and in Multiples of One Hundred (100) Sukuk (LKR 10,000/-) thereafter
Ijarah Payment Date(s)	<p>For both Type A and B: The dates on which the Ijarah Payments under the Ijarah Agreement which are due to the Trustee but which are being made to the Sukuk Holders as the beneficiaries under the Trust Deed in respect of the Sukuk shall fall due which shall be the six (06) months from the Date of Allotment and every six (06) months therefrom of each year from the Date of Allotment until the expiry of the Tenure of the Sukuk.</p> <p>Ijarah Payments would be made not later than three (03) working days from each Ijarah Payment Date.</p>
Ijarah Payment Period	For both Type A and B: The six (06) month period from an Ijarah Payment Date and ending on the date immediately preceding the next Ijarah Payment Date (inclusive of the aforementioned commencement date and end date) and shall include the period commencing from the Date of Allotment of Sukuk and ending on the date immediately preceding the first Ijarah Payment Date (inclusive of the aforementioned commencement date and end date) and the period from the last Ijarah Payment Date before the Date of Redemption and ending on the date immediately preceding the Date of Redemption (inclusive of the aforementioned commencement date and end date)
Mode of Ijarah Payments and Exercise Price	<p>Through an electronic fund transfer mechanism recognized by the banking system of Sri Lanka such as SLIPS, CEFT and RTGS and as such Applicants are advised to ensure that the bank account details provided to the CDS are accurate.</p> <p>If the bank account details provided to the CDS are inaccurate, the Ijarah Payments and the Exercise Price shall be made to Sukuk Holders by cheque/s marked “Account Payee Only”, at the risk of the Sukuk Holders.</p>

Issue Opening Date	17 th June 2025
Closure Date of the Subscription List	<p>Subject to the provisions contained below, the subscription list for the Sukuk will open at 9.30 a.m. on 17th June 2025 and will remain open for fourteen (14) Market Days including the Issue Opening Date until closure at 4.30 p.m. on 7th July 2025.</p> <p>However, the subscription list will be closed on an earlier date at 4.30 p.m. with notification to the CSE on the minimum of Five Million (5,000,000) Sukuk being fully subscribed.</p> <p>In the event the Board of Directors of the Company decides to close the Sukuk Issue without the full subscription of the Five Million (5,000,000) Sukuk, such decision is to be notified to the CSE on the day such decision is made and the subscription list will be closed on the following Market Day at 4.30 pm. (refer Section 5.2 of this Prospectus).</p>
Date of Allotment	The date on which the Sukuk will be allotted by the Company to Applicants subscribing thereto.
Date of Redemption	The date on which dissolution of the Sukuk will take place as referred to in Section 5.8 of this Prospectus
Basis of Allotment	<p>In the event of an oversubscription, the Board of Directors of the Company has appointed authorized personnel to decide the basis of allotment in a fair and equitable manner within Seven (07) Market Days from the closure of the Issue.</p> <p>The Board, however, shall reserve the right to allocate up to 75% of the number of Sukuk to be issued under this Prospectus on a preferential basis, to identified institutional investor/s of strategic and operational importance with whom the Company might have mutually beneficial relationships in the future.</p> <p>Number of Sukuk to be allotted to identified institutional investor/s of strategic and operational importance, on a preferential basis or otherwise will not exceed 75% of the total number of Sukuk to be issued under this Prospectus under any circumstances, unless there is an under subscription from the other investors (investors that do not fall under preferential category).</p> <p>The Company has not identified any related parties for any allotment of the Sukuk on a preferential basis as at the date of the Prospectus. In the event any related party is allotted any Sukuk on a preferential basis or any party to whom Sukuk are allotted on a preferential basis becomes a related party prior to the Date of Redemption, the Directors of VLL will undertake to make an immediate disclosure to the CSE to this effect and will be in compliance with Section 9 of the CSE Listing Rules (as applicable).</p>

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1.0 CORPORATE INFORMATION

The Company/ Issuer	Vidullanka PLC
Legal Status	Public Limited Liability Company Listed on the Colombo Stock Exchange on 10 th June 2005
Company Registration No.	PQ 83
Date of Incorporation	27 th September 1997
Place of Incorporation	Colombo, Sri Lanka
Registered Office and Head Office	Level 04, Access Towers No 278, Union Place Colombo 02 Tel : +94 11 4760 000 Fax : +94 11 4760 076
Secretary to the Company	Managers & Secretaries (Pvt) Ltd No. 10, Gothami Road, Colombo 08. Tel : +94 11 2 015 913 Fax : +94 11 5 579 960
Auditors to the Company	M/s Ernst & Young Chartered Accountants, No. 201, De Saram Place, Colombo 10. Tel: +94 11 2 463 500 Fax: +94 11 2 697 369
Credit Rating Agency	Fitch Ratings Lanka Limited No.15-04, East Tower World Trade Centre Colombo 01 Tel: +94 11 2 541 900 Fax: +94 11 2 541 903
Issuer Rating	"A+(lka)" by Fitch Ratings Lanka Limited
Board of Directors	Mr. Osman Kassim - Chairman, Non-Executive Director Mr. Riyaz M. Sangani - Chief Executive Officer Mr. Ranjan Mather - Non-Executive Director Mr. Sattar Kassim - Non-Executive Director Mr. Sidath Fernando - Non-Executive Director Mr. Shahid M. Sangani - Non-Executive Director Mr. Rizvi Zaheed - Independent Non-Executive Director Ms. Deepthie Wickramasuriya - Independent Non-Executive Director Mr. Sujendra Mather - Non-Executive Director Prof. Anura Wijayapala - Independent Non-Executive Director

2.0 RELEVANT PARTIES TO THE ISSUE

Managers and Joint Arrangers to the Issue	<p>NDB Investment Bank Limited Level 1, NDB Capital Building, No. 135, Bauddhaloka Mawatha, Colombo 04.</p> <p>Tel: + 94 11 2 300 385-90 Fax: +94 11 2 300 393</p>
Joint Arrangers to the Issue	<p>Adl Capital (Private) Limited No. 4A, 1/1 Col TG Jayawardena Mawatha, Colombo 03</p> <p>Tel: + 94 11 7 394 270</p>
Lawyers to the Issue	<p>Nithya Partners No. 97 A, Galle Road, Colombo 03.</p> <p>Tel: +94 11 4 712 625 Fax: +94 11 2 328 817</p>
Registrar to the Issue	<p>Managers & Secretaries (Pvt) Ltd No. 10, Gothami Road, Colombo 08.</p> <p>Tel : +94 11 2 015 913 Fax : +94 11 5 579 960</p>
Rating Agency to the Issue	<p>Fitch Ratings Lanka Limited No. 15-04, East Tower World Trade Centre Colombo 01</p> <p>Tel: +94 11 2 541 900 Fax: +94 11 2 541 903</p>
Trustee/Bankers to the Issue	<p>Hatton National Bank PLC "HNB Towers" No. 479, T. B. Jayah Mawatha (Darley Road), Colombo 10</p> <p>Tel: + 94 11 2 664 664 Fax: + 94 11 2 662 832</p>
Auditors/ Reporting Accountants to the Company	<p>M/s Ernst & Young Chartered Accountants, No. 201, De Saram Place, Colombo 10.</p> <p>Tel: +94 11 2 463 500 Fax: +94 11 2 697 369</p>

<p>Shariah Scholars accredited by the SEC to provide a certification on Shariah Compliance as Shariah Scholars to the Issue (please refer Annexure VI for profiles of the three Shariah Scholars)</p>	<p>Prof. Aishath Muneeza 39-08, Secoya Residence, 2a, Jln Pantai Murni7, Bukit Kerenchi, 59200, Kuala Lumpur, Malaysia Tel: +96 07 795 559</p> <p>Mr. Mohammed Siraj Najubudeen 3/6 23 Hawaii Residencies, Sagara Road, Colombo 04 Sri Lanka Tel: +96 6 548 485 590</p> <p>Mr. Muhammad Murshid Merza Mulaffar 362/37, Dematagoda Road, Colombo 09 Sri Lanka Tel : +94 77 3 088 878</p>
<p>Independent Shariah Consultant</p>	<p>Mr. Shafique Ahmed Jakhura 15, Cullingworth Road Sherwood, 4091, Durban, Republic of South Africa Tel : +27 83 3 704 5606</p>

3.0 LIST OF ABBREVIATIONS

AER	Annual Effective Rate
AWPLR	Average Weighted Prime Lending Rate
CBSL	Central Bank of Sri Lanka
CDS	Central Depository Systems (Private) Limited
CEFT	Common Electronic Fund Transfer Switch
CSE	Colombo Stock Exchange
GWh	Gigawatt-hour
HNB	Hatton National Bank PLC
FY	Financial Year
IIA	Inward Investment Account
KW	Kilowatt
KWh	Kilowatt-hour
MW	Megawatt
N/A	Not Applicable
NDBIB	NDB Investment Bank Limited
NIC	National Identity Card
PLC	Public Limited Company
POA	Power of Attorney
PPA	Power Purchase Agreement
Pvt.	Private
RGFCA	Resident Guest Foreign Currency Account
ROC	Registrar of Companies
RTGS	Real Time Gross Settlement
Rs./LKR/Rupees	Sri Lanka Rupees
SEC	Securities and Exchange Commission of Sri Lanka
SLIPS	Sri Lanka Interbank Payment System
USD	United States Dollar
VAT	Value Added Tax
VLL	Vidullanka PLC
WHT	Withholding Tax
YoY	Year on Year

4.0 GLOSSARY OF TERMS RELATED TO THE ISSUE

Applicant	Any person who submits an Application Form under this Prospectus
Application Form/Application	The Application Form that constitutes part of this Prospectus through which the investors may apply for the Sukuk in issue
Board/Board of Directors/Directors	The Board of Directors of Vidullanka PLC
Company/VLL/Issuer	Vidullanka PLC
Closure Date	The date of closure of the subscription list as set out in Section 5.3 of this Prospectus
Date of Allotment	The date on which the Sukuk will be allotted by the Company to Applicants subscribing thereto
Date of Redemption	The date on which dissolution of the Sukuk will take place as referred to in Section 5.8 of this Prospectus
Entitlement Date	The Market Day immediately preceding the Ijarah Payment Date or Date of Redemption
Ijarah Agreement	The Ijarah agreement entered into by the Trustees with the Company for the Usufruct Rights of the Underlying Asset described in Schedule 1 of the Ijarah Agreement to be executed between VLL and the Trustee, subsequent to the completion of the allotment process
Ijarah Payment Date(s)	<p>The dates on which the Ijarah Payment under the Ijarah Agreement which are due to the Trustee but which are being paid to the Sukuk Holders as the beneficiaries under the Trust Deed in respect of the Sukuk shall fall due which shall be the six (06) months from the Date of Allotment and every six (06) months therefrom of each year from the Date of Allotment until the Date of Redemption including the Date of Redemption.</p> <p>Ijarah Payment would be paid not later than three (03) Working Days from each Ijarah Payment Date. The final Ijarah Payment will be paid together with the Exercise Price within three (03) working days from the Date of Redemption.</p>
Issue/ Sukuk Issue	The offer of Sukuk pursuant to this Prospectus
Issue Price	Sri Lanka Rupees One Hundred (LKR 100/-) per each Sukuk
Local Time	Sri Lanka Time (UTC+05:30)
Market Day	Any day on which trading takes place at the CSE
Mortgage Bond	Mortgage Bond to be attested by a Notary Public which will be executed subsequent to the completion of the allotment process
Non-Resident(s)	Persons resident outside Sri Lanka including country funds, regional funds, investment funds and mutual funds established outside Sri Lanka
Par Value	Sri Lanka Rupees One Hundred (LKR 100/-) per Sukuk
Prospectus	This Prospectus dated 3 rd June 2025 issued by Vidullanka PLC
Purchase Agreement	Means the Purchase Agreement to be executed between the Company and the Trustee wherein the Usufruct Rights of the Underlying Asset is being transferred to the Trustee on behalf of the Sukuk Holders subsequent to the completion of the allotment process
Purchase Undertaking	Means the Purchase Undertaking to be executed between VLL and the Trustee, subsequent to the completion of the allotment process, where VLL provides an undertaking to purchase the Usufruct Rights of the Underlying Asset from the Trustee on behalf of the Sukuk holders at the Exercise Price, at the Date of Redemption

Exercise Price	The product of the number of Sukuk allotted and the Par Value as set out in the Purchase Undertaking
Repurchase	Payment of the Exercise Price and unpaid and accrued Ijarah Payments (if any) with regard to the Sukuk to the Sukuk Holders by the Company
Trustee/ Bankers to the Issue	Hatton National Bank PLC
Trust Deed	Trust Deed dated 22 nd April 2025 executed between VLL and Hatton National Bank PLC subsequent to the completion of the allotment process
Service Agreement	Means the Service Agreement to be executed between VLL and the Trustee, subsequent to the completion of the allotment process, for the appointment of VLL as the Service Agent by the Trustee to conduct all Major Maintenance and Emergency Repair as well as to obtain and maintain adequate Takaful Insurance of the Underlying Asset during the tenure of the Sukuk
Shariah Compliant Debt Securities	means Debt Securities of VLL, such as Sukuk, which are certified as Shariah permissible for investment by a minimum of three (3) Shariah Scholars, based on the Company's compliance with the Rules and Principles of Shariah.
Shariah Scholar	means a person who certifies Islamic financial products as being compliant with Rules and Principles of Shariah in the capacity of a Supplementary Service Provider in accordance with Section 169 of the SEC Act and complies with the 'Guidelines applicable to a Shariah Scholar' issued by the SEC, which are published on the SEC website
Sukuk	Sukuk refer to a Shariah Compliant Debt Securities The specific instrument is an Ijarah Sukuk which is structured using the Shariah concept of Ijarah Secured (Asset Backed) Listed Redeemable Rated Sukuk 2025 – 2030 of the par value of Sri Lanka Rupees One Hundred (LKR 100/-) each carrying an entitlement to the proportionate amount derived from and of the Underlying Assets and amounts lying to the credit of the Collection Account and an entitlement to a repurchase at the Exercise Price on the Date of Redemption
Sukuk Holder(s)	Any person who is for the time being the holder of the Sukuk and includes his/her respective successors in title
Underlying Assets	The assets listed in Schedule 2 of the Trust Deed / Annexure IV of the Prospectus
Takaful Insurance	Is an Islamically acceptable alternative to conventional Insurance that is based on the concept of Mutual Indemnity between parties and is devoid of certain characteristics that are deemed unacceptable to those professing the Islamic Faith
Working Day	A day (other than a Saturday or Sunday or any statutory holiday) on which licensed commercial banks are open for business in Sri Lanka.

Comparison of Terminology Between a Conventional Debenture and this Shariah Compliant Debt Issue

	Conventional	Shariah Compliant
Type of the Instrument	Debenture	Sukuk
Coupon Payment	Interest Payment	Ijarah Payment

5.0 PRINCIPAL FEATURES OF THE LISTED RATED SECURED REDEEMABLE SUKUK

5.1 INVITATION TO SUBSCRIBE

The Board of Directors of Vidullanka PLC (hereinafter referred to as the “Board”) by resolution dated 31st December 2024 which was ratified by the Board subject to amendments pursuant to the Board Resolution dated 10th March 2025 resolved to raise a sum of up to Sri Lanka Rupees Five Hundred Million (LKR 500,000,000/-) by an Issue of up to Five Million (5,000,000) Sukuk each with a Par Value of Sri Lanka Rupees One Hundred (LKR 100/-).

As such a maximum amount of Sri Lanka Rupees Five Hundred Million (LKR 500,000,000/-) would be raised by the issue of a maximum of Five Million (5,000,000) Sukuk each with the Par Value of Sri Lanka Rupees One Hundred (LKR 100/-).

VLL invites Applications for Sukuk which will rank equal and *pari passu* with each other without any preference or priority of any one or more than over the others. The claims of the Sukuk Holders shall in the event of winding up of the Company.

- (a) have a priority ranking in respect of claims from the realization of the secured asset;
- (b) rank after the claims of secured creditors (to the extent of their security);
- (c) in general rank in priority to any preferential claims under any Statutes governing the Company to the extent of the secured asset but shall rank after such preferential claims in the event of the claim not being satisfied through the realisation of the secured asset;
- (d) to the extent of the security shall rank in priority to the claims of unsecured creditors of the Company but shall rank *pari passu* in the event of the claim not being satisfied through the realization of the secured asset;
- (e) shall rank in priority with any subordinated debt of the Company and the claims and rights of the preference and ordinary shareholder/s of the Company.

The below mentioned Bonds will be offered to the public:

Type	Type of Ijarah Payment	Tenure	Ijarah Payment Rate (per annum)	Annual Effective Rate (AER)	Issue Price per Bond (LKR)	Ijarah Payment Frequency
A	Fixed	5 Years	10.75 %	11.04 %	100	Semi-Annual
B	Floating	5 Years	AWPLR However, such floating Ijarah Payment Rate shall have a Cap of 13.00% and a Floor of 10.00%	-	100	Semi-Annual

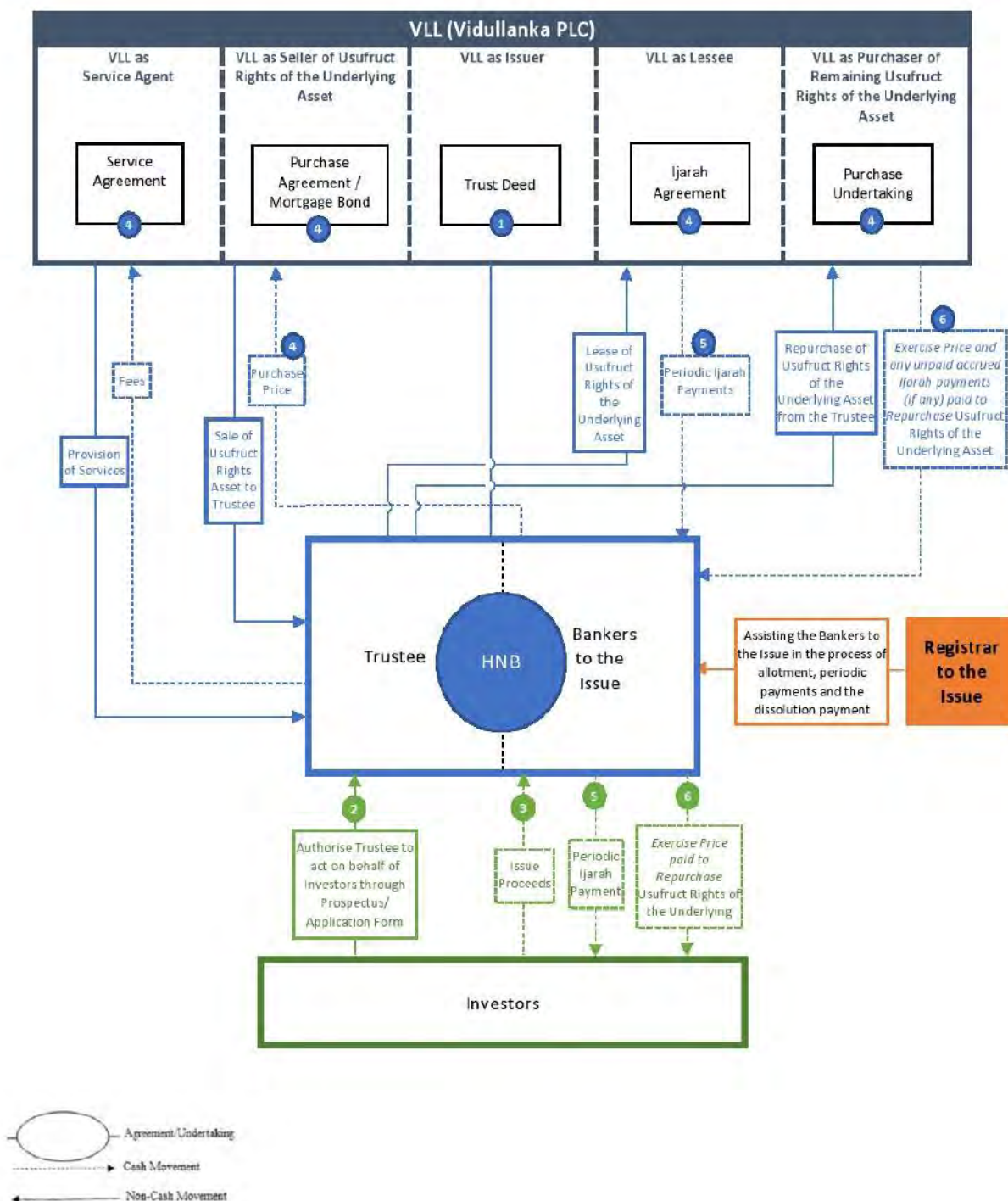
It is the intention of the Company to list the Sukuk on the CSE. The CSE has given its in-principle approval for the listing of the Sukuk on the CSE. However, the CSE reserves the right to withdraw such approval, in the circumstances set out in Rule 2.3 of the Listing Rules of the CSE.

5.2 STRUCTURE OF THE SUKUK ISSUE

The Sukuk Issue is structured using an Ijarah contract as the underlying structure. For this purpose, VLL has identified its existing plant and the machinery belonging to the Lower Kotmale Oya Mini Hydro-power Project of Vidullanka PLC to be the Underlying Asset for the Ijarah contract described under Annexure IV of this Prospectus.

Hatton National Bank PLC acting as the Trustee to the Issue will be the agent representing the Sukuk Holders who will be acting as the Lessor in the structure where VLL will act as the Lessee to the same.

The structure of the Issue along with the documents involved in each step can be graphically presented as follows.



Documents to be Executed

	Document	Purpose
1	Trust Deed	Executed between the Trustee (HNB) and VLL for the appointment of the Trustee, setting out the duties and the responsibilities of the Trustee pertaining to the Sukuk Issue.
2	Purchase Agreement	Sale of the Usufruct Rights of the Underlying Asset to the Trustee on behalf of the Sukuk holders, upon the completion of the allotment process.
3	Ijarah Agreement	Once the Usufruct Rights of the Underlying Asset is sold to the Trustee on behalf of Sukuk holders, an Ijarah Agreement will be signed between VLL (Lessee) and the Trustee (Lessor) on behalf of the Sukuk holders to lease back the Usufruct Rights of the Underlying Asset.
4	Service Agreement	Appointment of VLL as the Service Agent by the Trustee to conduct all Major Maintenance and Emergency Repair as well as to obtain and maintain adequate Takaful Insurance on the Underlying Asset during the tenure of the Sukuk
5	Mortgage Bond	To provide the Underlying Asset as the security
6	Purchase Undertaking	Undertaking by VLL to purchase the Usufruct Rights of the Underlying Asset from the Trustee on behalf of the Sukuk holders at the Exercise Price, at the Date of Redemption.

Steps of the Sukuk Issue

Step No	Activity
1	HNB has been appointed as the Trustee to the Sukuk Issue by VLL through the Trust Deed dated 22 nd April 2025
2	Investors to apply for the Sukuk Issue and authorise the Trustee to act on behalf of them via the Application Form which is a part of the Prospectus
3	Payments made along with the Applications will be held in a designated account named "VIDULLANKA PLC - SUKUK ISSUE 2025" created with Bankers to the Issue - HNB, until the allotment process is completed.
4	<p>Sukuk will be allotted to the Applicants with the assistance of the Registrars to the Issue and it will be directly deposited in the CDS accounts of such Applicants (physical certificates will not be issued). Purchase Agreement will be signed between VLL and the Trustee on behalf of the Sukuk holders and the Mortgage Bond will also be executed upon the completion of the process of Allotment.</p> <p>As per the Purchase Agreement, funds raised from the Sukuk holders via the Sukuk Issue will be utilised to purchase the Usufruct Rights of the Underlying Asset from VLL.</p> <p>Ijarah Agreement, Service Agreement and the Purchase Undertaking will also be signed between VLL and the Trustee upon the completion of the Allotment process.</p>
5	Periodic Ijarah Payments to be made by VLL on Ijarah Payment Dates through the Bankers to the Issue to the Sukuk holders with the assistance of the Registrars to the Issue, in accordance with the Ijarah Agreement.
6	<p>VLL to purchase the Usufruct Rights of the Underlying Asset in accordance with the Purchase Undertaking signed in step 4 above, on the Redemption Date at the Exercise Price.</p> <p>The Mortgage Bond to be cancelled upon the execution of the Purchase Undertaking.</p>

Prof. Aishath Muneeza, Mr. Mohammed Siraj Najubudeen and Mr. Muhammad Murshid Merza Mulaffar acting as Shariah Scholars to the Issue have certified that the Sukuk is in compliance with Rules and Principles of Shariah. The certificate issued by the said scholars are given under Annexure V of this Prospectus.

5.3 SUBSCRIPTION LIST

The subscription list for the Listed, Rated, Secured, Redeemable Sukuk pursuant to this Prospectus will open at 9.00 a.m. on 17th June 2025 and shall remain open for Fourteen (14) Market Days until closure at 4.30 p.m. on 7th July 2025.

However, the subscription list may be closed on an earlier date at 4.30 p.m. with notification to the CSE upon Five Million (5,000,000) Sukuk being fully subscribed.

In the event the Board of Directors of the Company decides to close the Sukuk Issue without the full subscription of the Issue of Five Million (5,000,000) Sukuk, such decision will be notified to the CSE on the day such decision is made and the subscription list will be closed on the following Market Day at 4.30 p.m.

Applications may however be made forthwith in the manner set out in Section 6.0 of this Prospectus and accordingly, duly completed Application Forms will be accepted by Managers and Joint Arrangers to the Issue and Joint Arrangers to the Issue to the Issue, Registrars to the Issue or by any Trading Participant of the CSE as set out in the Collection Points of Annexure II of this Prospectus.

Applications sent by post or courier or delivered to any collection point set out in Annexure II of this Prospectus will be accepted in terms of Section 6.3.

5.4 TYPE OF THE SUKUK

Type of Sukuk issued is as follows:

Type	Type of Ijarah Payment	Tenure	Ijarah Payment Rate (Per annum)	Annual Effective Rate (AER)	Ijarah Payment Frequency
A	Fixed Rate	5 years	10.75%	11.04%.	Semi-annually
B	Floating	5 years	AWPLR However, such floating Ijarah Payment Rate shall have a Cap of 13.00% and a Floor of 10.00%	-	Semi-annually

The maximum total amount to be raised through Sukuk Issue under both Type A and Type B will not exceed LKR 500 Mn and in the event of an oversubscription, the Board of Directors of the Company has appointed authorized personnel to decide the basis of allotment in a fair and equitable manner.

Each of the Type A and Type B Sukuk shall rank equal and *pari passu* other than with respect to the type of Ijarah Payment.

5.5 OBJECTIVES OF THE ISSUE & SPECIFIC RISKS RELATING TO THE OBJECTIVES OF THE SUKUK ISSUE

The funds generated from the Sukuk will be utilised for settling of Shariah compliant short term finance facilities of Vidullanka PLC which needs to be paid off within next 12 months and to fund working capital requirements.

Purpose	Amount (LKR)
Settlement of Short-term finance facilities	400 Mn
Working Capital	100 Mn

The said objectives are expected to remain unchanged following the Sukuk Issue. The Company is not required to obtain any approvals for the Issue and the objectives of the issue other than from the CSE.

5.5.1 BENEFITS TO THE COMPANY FROM THE OBJECTIVE OF THE SUKUK ISSUE

The Company intends to settle the existing short term finance facilities with the funds raised through the Sukuk which will allow the Company to more appropriately align the maturities with the Company's expected cashflows as set out in Section 5.5.2. Furthermore, the Company intends to fund working capital requirements with the remaining funds after settling such short-term finance facilities which will result in better cashflow management.

5.5.2 UTILISATION OF FUNDS RAISED THROUGH THE ISSUE

The Company will utilise LKR 500 Mn raised through the Issue of the Sukuk to settle Shariah Compliant short term finance facilities and to fund working capital requirements to the value of LKR 500 Mn. These Shariah Compliant short-term finance facilities are drawn down on a monthly/quarterly/bi-annual recurring basis in order to finance working capital needs of the Company and the cost of borrowing applicable are based on the prevailing market rates at the time of renewing the facilities.

The said facilities can be settled as and when the maturities fall within the next 12 months after the allotment process of the Sukuk Issue is completed to mitigate the effect of market volatilities and to utilize any remaining funds to fulfil working capital requirements. The Company has identified the particular facilities for settlement and the extent up to which the said facilities will be settled considering the cost of funds pertaining to these facilities, the quantum of the facilities involved, the terms and conditions, the maturity pattern of the facilities and the need to free-up facilities to meet future funding requirements and the prevailing market rates.

The Company intends to utilise funds for working capital requirement within 6 months from the date of the Prospectus. c. 11% of the total annual working capital requirement of the Company (monthly working capital requirement being c. LKR 75 Mn) will be funded through the Sukuk. Remaining amount (if any) will be funded through various Shariah compliant short-term facilities as decided by the Board of Directors of VLL at such time and the cash generated in the ordinary course of business.

The outstanding balances of the short-term finance facilities to be settled by the Company as at 31st May 2025 and the extent to which the said facilities will be settled via the funds raised through the Sukuk Issue are as follows. Any remaining amount will be settled through the cash generated by VLL in the ordinary course of business.

Facility No	Financier/ Type of Instrument	Amount Outstanding (LKR)	Amount to be Settled via the Sukuk Issue (LKR)	Security Provided	Any Early Settlement Penalties Applicable
1	Amana Bank PLC	270 Mn	270 Mn	Nil	N/A
2	Hatton National Bank PLC	100 Mn	100 Mn	Nil	N/A
3	Commercial Papers	66 Mn	30 Mn	Nil	N/A
Total		436 Mn	400 Mn		

None of the above-mentioned finance facilities were obtained from any related parties of the Company and the Company will not be settling any related party finance facilities from the funds raised through the Sukuk Issue.

In the event the Sukuk Issue is undersubscribed, the Company will prioritise refinancing the above-mentioned facilities based on the date of maturity and cost of funding applicable to particular facilities. Accordingly, facilities with higher cost of borrowing and shortest time to maturity would be prioritised to be repaid to the extent of the funds raised from this Sukuk Issue.

All the above-mentioned settlement of short-term finance facilities will be effected by the Company at the earliest possible time upon the allotment of the Sukuk and receipt of the funds by the Company.

These Shariah Compliant short term finance facilities mentioned above include facilities obtained from multiple financiers and this comprises of multiple facilities obtained from a single financier as well. However, identifying the specific date of obtaining each short-term finance facility is not practical considering the fact that these facilities are continuously drawn down and settled on a monthly/quarterly/bi-annual recurring basis.

The Company has utilised the entire amount of the above borrowings for the intended purpose as of 31st March 2024. All the above borrowings were obtained at market rates where no facilities were obtained at concessionary rates.

Specific Risks Relating to the Objectives

- The above-mentioned finance facilities have been utilised on a revolving basis and the Company has the ability to settle them at the time of maturity without having to pay any penalties. As such, there is no uncertainty with regard to the utilization of the funds raised through the Sukuk Issue for the stated objectives.
- Furthermore, VLL has a monthly working capital requirement of LKR 75 Mn. Therefore, the Company does not foresee any uncertainty regarding utilizing the remaining funds after settling aforementioned facilities to fulfil its working capital requirements.
- The Company is intending to settle the said facilities as and when the maturities fall within the next 12 months after the allotment process of the Sukuk Issue is completed to mitigate the effect of market volatilities and to utilize any remaining funds to fulfil working capital requirements. Therefore, there is no risk of the Company not being able to utilise the funds raised through the Sukuk Issue within the stipulated time frame.
- The Company is not dependent on the funds raised through the Sukuk Issue to carry out its normal business activities. If there is any shortfall in the expected funds from the Sukuk Issue, the Company has sufficient access to sources of funds to finance the said shortfall including rollovers.

Until the Company utilises these funds for the said objective, these funds would be invested in Shariah Compliant deposits at prevailing market rates.

The utilisation of the funds raised through the Sukuk Issue will be disclosed in the Annual Report and the Interim Financial Statements of the Company in the following format from the Issue opening date and until the objectives of the Sukuk Issue are achieved and funds are fully utilised.

Utilisation of Funds Raised through the Sukuk Issue* as at (dd-mm-yyyy)

Objective Number	Objective as per Prospectus	Amount allocated as per Prospectus in LKR	Proposed Date of Utilization as per Prospectus	Amount allocated from Funds Raised in LKR (A)	% of Total Proceeds	Amounts utilised (LKR) (B)	% of utilization against allocation (B/A)	Clarification if not fully utilised including where the funds are invested (eg: whether lent to related party/s etc.)
1	Refinancing of short-term finance facilities obtained for working capital purposes	LKR 400 Mn	as and when the maturities fall within the next 12 months subsequent to the allotment of the Sukuk	To be disclosed in the Annual Report and the Interim Financial Statements				
2	Utilisation of funds to fulfil working capital requirements	LKR 100 Mn	within the next 6 months subsequent to the allotment of the Sukuk					

* The utilisation of funds raised through [the](#) Sukuk refers to how VLL allocates and uses the proceeds received from the sale of Usufruct Rights of the Underlying Asset

In the event the funds raised through the Sukuk Issue have been fully utilised in terms of the objectives disclosed in the Prospectus between two financial periods, the Company to disclose the fact that the funds raised through the Sukuk Issue have been utilised in its entirety as per the above template in the immediate succeeding Annual Report or the Interim Financial Statement, whichever is published first.

The objectives of the issue do not amount to a major transaction of the Company.

5.6 IJARAH PAYMENTS

The Sukuk will carry a Ijarah Payment Rates as described below payable on the respective Ijarah Payment Dates:

Type	Type of Ijarah Payment	Tenure	Ijarah Payment Rate (Per annum)	Annual Effective Rate (AER) (Per annum)	Ijarah Payment frequency
A	Fixed	5 years	10.75%	11.04%	Semi-Annually
AWPLR					
B	Floating	5 years	However, such floating Ijarah Payment Rate shall have a Cap of 13.00% and a Floor of 10.00%	-	Semi-Annually

Ijarah Payment on the Type A Sukuk accruing on a daily basis will be paid semi-annually as applicable from the Date of Allotment until the Date of Redemption on the outstanding Exercise Price as set out in Schedule Two of the Ijarah Agreement.

Ijarah Payment on the Type B Sukuk accruing on a daily basis will be paid semi-annually as applicable from the Date of Allotment until the Date of Redemption on the outstanding Exercise Price as set out in Schedule Two of the Ijarah Agreement.

The Ijarah Payment due on the Sukuk for a particular Ijarah Payment Period will be calculated based on the actual number of days in such Ijarah Payment Period (actual/actual) and will be paid not later than Three (03) Working Days from each Ijarah Payment Date.

In the event of there being any delay in the payment of the Ijarah Payment thereon due to a default by the Company, the Company shall pay an additional amount based on the defaulted sum at the rate of plus Two per centum (2%) per month from the Ijarah Payment Date as the case may be to the Trustee (specify the account details) and the Trustee shall pay over such sum to any one of the charities given in Annexure VII which were approved by the Shariah Scholars, in order to be in compliance with Shariah Principles where income earned by the Applicants in relation to the Sukuk should be completely devoid of interest.

In order to accommodate the Sukuk Ijarah payment cycles in the CDS System of the CSE, the payment of the Ijarah for a particular Ijarah Payment Date will include Sukuk Holders, holding Sukuk in the CDS as of the Entitlement Date.

5.7 APPLICATION OF TAX ON IJARAH PAYMENTS

Ijarah Payment on the Sukuk will be made after deducting any taxes and charges thereon (if any) in Sri Lanka Rupees as per the applicable law prevalent at the time of Ijarah payment to the Sukuk Holders.

5.8 REDEMPTION OF THE SUKUK

The Redemption of both the types of Sukuk will take place on Five (05) years from the Date of Allotment in accordance with the provisions of the Trust Deed.

If the Date of Redemption falls on a day which is not a Market Day, then the Date of Redemption will be the immediately succeeding Market Day and for the avoidance of doubt Ijarah Payment will be paid for the intervening days which are not Market Days. It should be noted that no return on Ijarah payment would be payable for the aforesaid interim period.

In the event of there being any delay in the redemption of the Sukuk thereon due to a default by the Company, the Company shall pay an additional amount based on the defaulted sum at the rate of plus Two per centum (2%) per month from the Date of Redemption to the Trustee (specify the account details) and the Trustee shall pay over such sum to the charities approved by the Shariah Scholars as per Annexure VII.

The Sukuk Holders will not have any right or option to call for Redemption of the Sukuk before the Date of Redemption of such Sukuk, except for the circumstances specified under the Clause 12 of the Trust Deed.

5.9 PAYMENT METHOD

Payment of the Exercise Price and Ijarah Payment will be made in Sri Lanka Rupees after deducting any withholding tax and/or such other taxes and charges thereon (if applicable) to the registered Sukuk Holders only as of the Entitlement Date. In the case of joint Sukuk Holders, the payment of the Exercise Price and Ijarah Payment will be made to the one whose name stands first in the register of Sukuk Holders on the date of payment.

In the event accurate bank account details are provided to the CDS by the Sukuk Holders, the payment of Exercise Price and Ijarah Payment shall be made to Sukuk Holders through an electronic fund transfer mechanism recognized by the banking system of Sri Lanka such as CEFTS/SLIPS/RTGS (arranged only at the expense of the Sukuk Holder).

If the Sukuk Holder has not provided to the CDS accurate and correct details of his/her/its/their bank account for the payment of the Exercise Price and Ijarah Payment, such payment to the Sukuk Holder will be posted to the address registered with the CDS through registered post to the Sukuk Holder, by crossed cheques marked "Account Payee Only". Ijarah Payment will be made only by cheques within Three (03) Market Days from the end of each period.

It is the responsibility of the Non-Resident and Foreign Investors to ensure that their IIA through which they invest for Sukuk is recorded correctly against the records in CDS to dispatch their Sukuk Ijarah payments.

5.10 TRUSTEE/ BANKERS TO THE ISSUE

The Company has entered into an agreement with Hatton National Bank PLC who will act as Trustee/ Bankers to the Issue.

Sukuk Holders in their Application Forms for subscription will be required to authorize the Trustee, to act as their agent in entering into such deeds, writings and instruments with the Company and to act as the agent and Trustee for the Sukuk Holders.

The rights and obligations of the Trustee are set out in the Trust Deed and the Sukuk will be subject to the terms and conditions incorporated in the said Trust Deed.

The fee payable to the Trustee will be Sri Lanka Rupees Sixty Five Thousand (LKR 65,000/-) per month plus statutory levies. There is no conflict of interest between the Company and Trustee/ its directors, except that the Trustee is one of the banks rendering banking related services to the Company and acts as the Bankers to this Sukuk Issue.

In the event the Trustee subscribes to the Sukuk Issue, the Company will make an immediate announcement to the market giving out information on the number of Sukuk acquired by the Trustee.

5.11 RATING OF THE SUKUK

Fitch Ratings Lanka Limited has assigned a rating of "A+ (lka)" to the Sukuk.

"A+(lka)" rating denote the expectation of low default risk. The capacity for payment of financial commitments is considered strong. This capacity may, nevertheless, be more vulnerable to adverse business or economic conditions than is the case for higher ratings.

<https://www.fitchratings.com/products/rating-definitions>

The Board of Directors of VLL undertakes to keep the Trustee of the Sukuk Issue and CSE immediately informed, via a market announcement, on any change to the credit rating of the Sukuk when either the Company or any of the Directors are aware of any changes to the credit rating of the Sukuk being issued under this Prospectus. A copy of the rating certificate is given in Annexure I of this Prospectus.

VLL's National Long-Term Rating as issued by Fitch Ratings Lanka Limited is A+(Ika)/ Stable Outlook as per the rating action commentary dated 22nd January 2025. VLL obtained its first National Long-Term Rating from Fitch Ratings Lanka Limited on 15th June 2023. It has been able to maintain the A+(Ika)/Stable Outlook rating ever since.

5.12 RIGHTS AND OBLIGATIONS OF SUKUK HOLDERS

(a) Sukuk Holders are entitled to the following rights

- Receiving Ijarah Payments at the Ijarah Payment Rates set out in Section 5.5 of this Prospectus on Ijarah Payment Dates and the Exercise Price on the Date of Redemption as set out in Section 5.7 of this Prospectus.
- Calling and attending meetings of Sukuk Holders as set out in the Trust Deed.
- Receive a copy of the Annual Report within five (05) months from the financial year end at the same time and in the same manner as an ordinary voting shareholder would receive the same.
- Ranking in accordance with Section 5.1 of this Prospectus.
- The other rights of the holders of these Sukuk are set out in the Trust Deed

(b) Sukuk Holders are NOT entitled to the following rights

- Attending and voting at meetings of holders of shares and other types of securities
- Share in the profits of the Company except for extent covered under this Sukuk
- Participating in any surplus in the event of liquidation
- Calling for Redemption of the Sukuk before the Date of Redemption, subject to provisions stated in the Trust Deed

Please note that (a) and (b) are principal rights which do not amount to an exhaustive list

(c) Each Sukuk Holder must ensure that the information in respect of the securities account maintained with the CDS is up to date and accurate. Each Sukuk Holder shall absolve the Company from any responsibility or liability in respect of any error or inaccuracy or absence of necessary changes in the information recorded with the CDS. Provided further that the Sukuk Holders shall absolve the CSE and the CDS from any responsibility or liability in respect of any error or inaccuracy or absence of necessary changes in the information recorded with the CDS where such errors or inaccuracies or absence of changes are attributable to any act or omission of the Sukuk Holders.

5.13 BENEFITS OF INVESTING IN SUKUK OFFERED BY THE COMPANY

The following are some of the main benefits of investing in Sukuk offered by the Company.

- (a) Provides an opportunity to diversify the investment portfolio of the investor
- (b) Provides the investor with a regular cash inflow of Ijarah payments
- (c) Provides the investor with an opportunity to invest in Sukuk issued by a leading company in Sri Lanka

- (d) Being listed on the CSE, the Sukuk will have a secondary market, thus providing the investor with an opportunity to exit at the market price prevailing at the time of divestiture subject to market conditions.
- (e) The Sukuk may be used as collateral to obtain credit facilities from banks and financial institutions, subject to the policies of the particular banks or financial institutions.

5.14 RISKS INVOLVED IN INVESTING IN THE SUKUK

Subscribers to the Sukuk Issue will be exposed to the following risks. It is vital to note that Sukuk entail a unique set of risks. Furthermore, this Sukuk issued by VLL carries specific risks stemming from the Underlying Asset, structure of the Sukuk, terms of the Ijarah Agreement and the nature of the project funded through the Sukuk.

a) Price Risk

The Sukuk offered through Type A of this Issue carries a fixed Ijarah Payment, classifying it as a publicly traded fixed-income security. In the secondary market, the price of fixed-income securities is inversely related to the changes in market rates, a relationship which reflects the opportunity cost of earning a higher rate through alternative investment opportunities available in the market, when the market rates soar. Price Risk is such risk arising from a change in the market price of the Sukuk from a movement in the rate environment. Price Risk could result in capital gains or losses to Sukuk Holders depending on the direction of rate movement.

b) Ijarah Payment Rate Risk

The Sukuk offered through Type B of this Issue carries a floating Ijarah Payment which is linked to the AWPLR (Reference Rate). Therefore, the semi-annual Ijarah Payments made to the investor may fluctuate along with the Reference Rate. However, this risk is mitigated to a certain extent through the pre-determined floor and the cap Ijarah Payment Rates.

c) Default Risk

Default risk, also referred to as credit risk, means the risk that the Issuer of the Sukuk may default, i.e., the Issuer does not make Ijarah Payments and the Exercise Price on a timely basis. Default risk is evaluated by Rating Agencies. The Issuer of this Sukuk, VLL has been assigned a Rating of A+(Ika) by Fitch Ratings Lanka Limited.

The proposed Sukuk Issue has been rated by Fitch Ratings Lanka Limited (Rating Agency to the Issue) which has assigned a Rating of A+ (Ika) to the proposed Sukuk Issue. The Rating Report on the Sukuk is provided in Annexure A in this Prospectus.

d) Liquidity Risk

Liquidity risk is associated with the ease in which an investment can be sold after the initial placement. In order to reduce the liquidity risk of the Sukuk, the Company has applied for a listing of these Sukuk on the CSE and has received in-principle approval for such listing whereby Sukuk Holders will be able to sell the Sukuk through the CSE in order to convert the Sukuk to cash and exit from the investment. However, availability of an active market for such instruments cannot be guaranteed.

e) Duration Risk

Duration is a measurement of how long, in years, it takes for the price of the Sukuk to be repaid by its internal cash flows. It is an important measure for investors to consider, as Sukuk with higher durations carry more risk and have higher price volatility than Sukuk with lower durations.

f) Shariah Compliance Risk

The risk of the Issue becoming non-Shariah compliant arises from the possibility of deviations in the execution of the sequence of the steps outlined under Section 5.2. However, this risk is minimal, as the Company is committed to strictly adhering to the prescribed procedures to ensure Shariah compliance.

g) Risks in Relation to Changes in Tax Policy

The transactions relating to the Sukuk may have additional risks arising from changes to the tax regime in Sri Lanka which may have adverse implications on the Sukuk.

h) Legal Risk

The transactions relating to the Sukuk may have additional risks arising from the Sri Lankan legal system applying legal principles while uphold the substance of transactions as opposed to form and/ or not accepting that Shariah based principles would override Sri Lankan Law.

i) Regulatory Risk

In the event the Sukuk issued by VLL becomes non-compliant with the Principles of Shariah the CSE may initiate the enforcement actions as per CSE Listing Rule 7.12.4 (D).

In the unlikely event of any of the following changes, immediate market disclosures will be made by VLL;

- to the structure of the Sukuk
- to the fitness and propriety of the Shariah Scholars
- to Shariah Scholar/s providing services to the VLL

5.15 TRANSFER OF SUKUK

The Sukuk will be transferable in the manner set out in the Trust Deed, which is reproduced below.

- a) These Sukuk shall be freely transferable and the registration of such transfers shall not be subject to any restriction, save and except to the extent required for compliance with statutory requirements. Furthermore, Sukuk is fully paid and issued only for cash.
- b) The Sukuk shall be transferable and transmittable through the CDS as long as the Sukuk is listed on the CSE. Subject to the provisions contained herein the Company may register without assuming any liability any transfer of Sukuk, which are in accordance with the statutory requirements and rules and regulations in force for the time being as laid down by the CSE, SEC and the CDS.
- c) In the case of death of a Sukuk Holder;
 - (i) The survivor where the deceased was a joint holder; and
 - (ii) The executors or administrators of the deceased or where the administration of the estate of the deceased is in law not compulsory, the heirs of the deceased where such Sukuk Holder was the sole or only surviving holder; shall be the only persons recognized by the Issuer as having any title to his/her Sukuk.
- d) Any person/entity becoming entitled to any Sukuk in consequence of bankruptcy or winding up of any Sukuk Holder, upon producing proper evidence that he/she/it sustains the character in respect of which he/she/it proposes to act or his/her/its title as the Board of Directors of the Company thinks sufficient may at the discretion of the Board be substituted and accordingly registered as a Sukuk Holder in respect of such Sukuk subject to the applicable laws, rules and regulations of the SEC ,CSE and CDS as well as the Articles of Association of the Company.
- e) No change of ownership of Sukuk in contravention of and not in compliance with these conditions will be recognised by the Company.

5.16 LISTING

An Application for Listed Rated Secured Redeemable Sukuk has been made to the CSE for permission to obtain a listing, at a Par Value of LKR 100/- each, all of which are offered to the public by way of this Sukuk Issue and it has been approved in principle.

The CSE however, assumes no responsibility for the correctness of the statements made or opinions expressed or reports included in this Prospectus. Admission to the official list is not to be taken as an indication of the merits of the Company or of its Sukuk.

5.17 BROKERAGE FEE

Brokerage fee of Twenty-Five Cents (LKR 0.25) per Sukuk shall be paid in respect of the number of Sukuk allotted on Applications bearing the original seal of any bank operating in Sri Lanka or a Trading Participant of the CSE or any other party identified by the Company and/or Managers and Joint Arrangers to the Issue/ Joint Arrangers to the Issue as involved in the Issue.

5.18 COST OF THE ISSUE

The Board estimates that the total cost of the Issue including fees to professionals, printing, advertising and other costs connected with the Issue will be approximately LKR 11.9 Mn. Such costs will be financed by internally generated funds of the Company.

5.19 UNDERWRITING

This Issue is not underwritten.

The offering is not conditional to any minimum amount to be raised through this Issue. In the event of an under subscription, the Company is confident that any shortfall in the funds required to meet the objectives of the Issue can be financed through internally generated funds and other credit facilities that could be obtained by the Company, at its discretion depending on the situation.

5.20 INSPECTION OF DOCUMENTS

Articles of Association, the Trust Deed, Auditors' Reports and Audited Financial Statements for the five (05) financial years ended 31st March 2024 (i.e. the five (05) financial years immediately preceding the date of this Prospectus), Interim Financial Statement as at 31st March 2025 and all other documents referred to in Rule 3.3.13 (a) of the CSE Listing Rules, including material contracts and management agreements entered into by the Company (if any) would be made available for inspection by the public during normal working hours, seven (07) Market Days prior to the date of opening of the subscription list at the registered office of the of the Company at Level 04, Access Towers, No. 278 Union Place, Colombo 02 until the Date of Redemption of the Sukuk.

The Prospectus, Trust Deed and Articles of Association of the Company are available on the website of the CSE, www.cse.lk and the website of the Company, www.vidullanka.com from seven (07) Market Days prior to the date of opening of the subscription list until the Date of Redemption of the Sukuk as stipulated in Rule 3.3.13 (b) of the CSE Listing Rules.

Audited Financial Statements of Vidullanka PLC made up to 31st March 2024, Interim Financial Statement as at 31st March 2025, Accountants Report and the five (05) year summary of Financial Statements will be available on the website of the CSE, www.cse.lk and the website of the Company, www.vidullanka.com (Please refer Section 9.0 of this Prospectus for the same).

Furthermore, soft copies of the Prospectus and Application Forms are made available on the website of the CSE, www.cse.lk and the website of the Company, www.vidullanka.com as set out in Annexure II of this Prospectus from seven (07) Market Days prior to the date of opening of the subscription list.

6.0 PROCEDURE FOR APPLICATION

6.1 ELIGIBLE APPLICANTS

Applications are invited for the subscription of Sukuk from the following categories of Investors.

- Citizens of Sri Lanka who are resident in Sri Lanka and above 18 years of age; or
- Corporate bodies incorporated or established within Sri Lanka; or
- Approved Unit Trusts licensed by the SEC; or
- Approved Provident Funds and contributory pension schemes registered/incorporated/established in Sri Lanka (in this case, Applications should be in the name of the Trustee/Board of Management in order to facilitate the opening of the CDS account); or
- Foreign citizens above 18 years of age (irrespective of whether they are resident in Sri Lanka or overseas); or
- Global, regional and country funds approved by the SEC; or
- Non-residents: foreign institutional investors, corporate bodies incorporated or established outside Sri Lanka, individuals and Sri Lankans resident outside Sri Lanka.

Please note that Applications made by **individuals less than 18 years of age** or those in the names of **sole proprietorships, partnerships, unincorporated trusts and non-corporate bodies** will be rejected.

“Persons resident outside Sri Lanka” will have the same meaning as in the notice published under Section 31 (3) of the Foreign Exchange Act No. 12 of 2017 in Government Gazette (Extraordinary) No. 2045/56 dated 17th November 2017.

When permitting Non-Residents to invest in the Sukuk, the Company will comply with the relevant Foreign Exchange Regulations including the conditions stipulated in the notice under the Foreign Exchange Act with regard to the Issue and transfer of Sukuk of companies incorporated in Sri Lanka to persons resident outside Sri Lanka as published in the Government Gazette (Extraordinary) No. 2045/56 dated 17th November 2017.

6.2 HOW TO APPLY

The terms and conditions applicable to the Applicants are as follows.

- (a) Applications should be made via the Application Forms, which accompany and constitute a part of this Prospectus (exact size photocopies of Application Forms will also be accepted). Care must be taken to follow the instructions given herein and in the Application Form.

The Application Form can also be downloaded from the website of the CSE, www.cse.lk, the website of VLL, www.vidullanka.com and the websites of the Managers and Joint Arrangers to the Issue, www.ndbib.com and Joint Arrangers to the Issue www.adlcapital.com until the Closure Date.

The Prospectus will be made available and can be downloaded from the website of the CSE, www.cse.lk and the website of the Company, www.vidullanka.com until the Date of Redemption of the Sukuk and from the websites of Managers and Joint Arrangers to the Issue, www.ndbib.com and Joint Arrangers to the Issue www.adlcapital.com until the Closure Date.

Applications which do not strictly conform to instructions and other conditions set out herein or which are incomplete or illegible may be rejected.

- (b) Applicants should apply for only one type of Sukuk (i.e. either Sukuk Type A or Type B) under one Application Form.
- (c) In the event an Applicant wishes to apply for more than one type of Sukuk, separate Application Forms should be used. Once an Application Form has been submitted for a particular Type of Sukuk, it will not be possible for an Applicant to switch between the types of Sukuk.
- (d) More than one Application submitted by an Applicant under the same type will not be accepted. If more than one Application Forms are submitted for one type of Sukuk from a single Applicant, those would be construed as multiple Applications and the Company reserves the right to reject such multiple Applications or suspected multiple Applications.
- (e) If the ownership of the Sukuk is desired in the name of one Applicant, full details should be given only under the heading SOLE/FIRST APPLICANT in the Application Form. In the case of joint Applicants, the signatures and particulars in respect of all Applicants must be given under the relevant headings in the Application Form.
- (f) An Applicant of a joint Application will not be eligible to apply for the Sukuk through a separate Application Form either individually or jointly. Such Applicants are also deemed to have made multiple Applications and will be rejected.

In the case of joint Applications, the refunds (if any), Ijarah Payments and the Exercise Price will be remitted in favour of the first Applicant as identified in the Application Form.

The Company shall not be bound to register more than three (03) natural persons as joint holders of any Sukuk (except in the case of executors, administrators or heirs of a deceased member).

Joint Applicants should note that all parties should either be residents of Sri Lanka or Non-Residents.

- (g) Applications by companies, corporate bodies, societies, approved provident funds, trust funds and approved contributory pension schemes registered/incorporated/established in Sri Lanka should have obtained necessary internal approvals as provided by their internal approval procedures at the time of applying for the Sukuk and should be made under their respective Common Seals or in any other manner as provided by their Articles of Association or such other constitutional documents of such Applicant or as per the Statutes governing them. In the case of approved provident funds, trust funds and approved contributory pension schemes, the Applications should be in the name of the Trustee/board of management.
- (h) All Applicants should indicate in the Application for Sukuk, their CDS account number.

In the event the name, address or NIC number/passport number/company registration number of the Applicant mentioned in the Application Form differ from the name, address or NIC number/passport number/company registration number as per the CDS records, the name, address or NIC number/passport number/company registration number as per the CDS records will prevail and be considered as the name, address or NIC number/passport number/company registration number of such Applicant. Therefore, Applicants are advised to ensure that the name, address or NIC number/passport number/company registration number mentioned in the Application Form tally with the name, address or NIC number/passport number/company registration number given in the CDS account as mentioned in the Application Form.

In the case of joint Applicants, a joint CDS account in the name of the joint Applicants should be indicated.

Application Forms stating third party CDS accounts, instead of Applicants' own CDS account numbers, except in the case of margin trading, will be rejected.

- (i) Applicants who wish to apply through their margin trading accounts should submit the Application Forms in the name of the "Margin Provider/Applicant's name" signed by the margin provider, requesting a direct deposit of the Sukuk to the Applicant's margin trading account in the CDS. The margin provider should indicate the relevant CDS account number relating to the margin trading account in the Application Form. A photocopy of the margin trading agreement must be submitted along with the Application.

Margin providers can apply under their own name and such Applications will not be construed as multiple Applications.

- (j) Application Forms may be signed by a third party on behalf of the Applicant(s) provided that such person holds the Power of Attorney (POA) of the Applicant(s). A copy of such POA certified by a Notary Public as "True Copy" should be attached with the Application Form. **Original of the POA should not be attached.**
- (k) Funds for the investments in Sukuk and the payment for Sukuk by non-residents should be made only out of funds received as inward remittances or available to the credit of "Inward Investment Account" (IIA) (formerly known as Securities Investment Accounts) of the non-residents opened and maintained in a Licensed Commercial Bank in Sri Lanka in accordance with directions given by the Director of the Department of Foreign Exchange in that regard to Licensed Commercial Banks.

An endorsement by way of a letter by the Licensed Commercial Bank in Sri Lanka in which the Applicant maintains the IIA, should be attached to the Application Form to the effect that such payment has been made out of the funds available in the IIA.

Applications not made in line with the instructions will be rejected.

- (l) Non-Residents should have obtained necessary approvals applicable in their country of residence as provided by their internal approval procedures at the time of applying for the Sukuk and may be affected by the laws of the jurisdiction of their residence. If the non-resident Applicants wish to apply for the Sukuk, it is their responsibility to comply with the laws relevant to the jurisdiction of their residence and of Sri Lanka.

Application Forms properly filled in accordance with the instructions thereof together with the remittance for the full amount payable on Application should be enclosed in an envelope marked **"VIDULLANKA PLC - SUKUK ISSUE 2025"** on the top left hand corner in capital letters and dispatched by post or courier or delivered by hand to the Registrars to the Issue or Collection Points mentioned in Annexure II of this Prospectus.

Applications sent by post or courier or delivered to any Collection Point set out in Annexure II of this Prospectus should reach the office of the Registrar to the issue, Managers & Secretaries (Pvt) Ltd at No. 10, Gothami Road, Colombo 08 at least by 4.30 p.m. on the following Market Day immediately upon the Closure Date. Applications received after the said period will be rejected even though they have been delivered to any of the said collection points prior to the Closure Date or carry a postmark dated prior to the Closure Date.

Applications delivered by hand to the Registrars to the Issue after the Closure Date of the Issue will also be rejected.

Please note that Applicant information such as full name, address, NIC number/passport number/company registration number and residency will be downloaded from the database of CDS, based on the CDS account number indicated in the Application Form. Such information will take precedence over information provided in the Application Form.

Care must be taken to follow the instructions on the reverse of the Application Form.

Applications that do not strictly conform to such instructions and additional conditions set out hereunder or which are illegible may be rejected.

PLEASE NOTE THAT ALLOTMENT OF SUKUK WILL ONLY BE MADE IF THE APPLICANT HAS A VALID CDS ACCOUNT AT THE TIME OF SUBMISSION OF THE APPLICATION.

Please note that upon the allotment of Sukuk under this Issue, the allotted Sukuk would be credited to the Applicant's CDS account so indicated.

Hence, PHYSICAL SUKUK CERTIFICATES WILL NOT BE ISSUED.

6.3 NUMBER OF SUKUK TO BE SUBSCRIBED

Applicants are allowed to invest either;

Sukuk of Type A; and/or

Sukuk of Type B

Applicants may invest in the Sukuk subject to a minimum of One Hundred (100) Sukuk, Sri Lanka Rupees Ten Thousand (LKR 10,000/-) and in multiples of One Hundred (100) Sukuk, Sri Lanka Rupees Ten Thousand (LKR 10,000/-) thereafter.

6.4 MODE OF PAYMENT OF THE INVESTMENT BY THE APPLICANTS

- (a) Payment in full for the total value of Sukuk applied for should be made separately in respect of each Application either by cheque/s, bank draft/s, bank guarantee drawn upon any Licensed Commercial Bank operating in Sri Lanka or electronic fund transfer mechanism recognized by the banking system of Sri Lanka such as CEFTS/SLIPS/RTGS directed through any Licensed Commercial Bank operating in Sri Lanka as the case may be, subject to the following:
- (b) Payments for Applications for values above and inclusive of Sri Lanka Rupees One Hundred Million (LKR 100,000,000/-) should be supported by either a;
 - Bank guarantee issued by a Licensed Commercial Bank; or
 - Multiple bank drafts/cheques drawn upon any Licensed Commercial Bank operating in Sri Lanka, each of which should be for a value less than LKR 100,000,000/-; or
 - RTGS transfer with value on the Issue opening date.

Multiple cheques will not be accepted for Application values below Sri Lanka Rupees One Hundred Million (LKR 100,000,000/-). In the case of Application values above and inclusive of Sri Lanka Rupees One Hundred Million (LKR 100,000,000/-), multiple bank drafts/cheques drawn upon any Licensed Commercial Bank operating in Sri Lanka each of which should be for a value less than LKR 100,000,000/- will be accepted.

- (c) **Multiple electronic fund transfers will not be accepted for Applications with any value. As such, in case an Applicant wishes to use electronic fund transfer mechanism recognized by the banking system of Sri Lanka for the payment for the value of Sukuk applied;**
- **payments for Applications for up to and inclusive of Sri Lanka Rupees Five Million (LKR 5,000,000/-) should be supported by either a CEFTS/SLIPS/RTGS transfer; and**
 - **payments for Applications for values above Sri Lanka Rupees (LKR 5,000,000/-) should be supported by a RTGS transfer.**
- (d) Cheques or bank drafts should be made payable to **“VIDULLANKA PLC - SUKUK ISSUE 2025”** and crossed **“Account Payee Only”** and must be honoured on the first presentation.
- (e) In case of bank guarantees, such bank guarantees should be issued by any Licensed Commercial Bank in Sri Lanka in favour of **“VIDULLANKA PLC – SUKUK ISSUE 2025”** in a manner acceptable to the Company and be valid for a minimum of one (01) month from the Issue opening date (17th June 2025).

Applicants are advised to ensure that sufficient funds are available in order to honour the bank guarantees, inclusive of charges when called upon to do so by the Registrars to the Issue. It is advisable that the Applicants discuss with their respective bankers the matters with regard to the issuance of bank guarantees and all charges involved. All expenses with regard to such bank guarantees should be borne by the Applicants.

- (f) In case of electronic fund transfer mechanism recognised by the banking system of Sri Lanka such as CEFTS/SLIPS/RTGS, transfers should be made to the credit of the following Bank Account with value on the Issue opening date (i.e. the funds to be made available to the above account on the Issue opening date).

Account Name	VIDULLANKA PLC – SUKUK ISSUE 2025
Account Number	250020341609
Bank	HATTION NATIONAL BANK PLC
Branch	KOLLUPITIYA BRANCH

The Applicant should obtain a confirmation from the Applicant’s bank to the effect that arrangements have been made to transfer payment in full for the total value of Sukuk applied for to the credit of the above bank account and should be attached with the Application Form.

In case payment for the Application is made via a CEFTS or a SLIPS transfer, the “CDS account number of the Applicant” should be mentioned as the narration of such fund transfers.

No returns will be paid for any electronic fund transfers from the date of such transfers up to the Date of Allotment.

- (g) Cash will not be accepted.
- (h) Payment for the Sukuk by non-residents should be made only out of funds received as inward remittances or available to the credit of “Inward Investment Account” (IIA) maintained with any Licensed Commercial Bank in Sri Lanka in accordance with directions given by the Director Department of Foreign Exchange in that regard to Licensed Commercial Banks.

An endorsement by way of a letter by a Licensed Commercial Bank in Sri Lanka in which the Applicant maintains the IIA, should be attached to the Application Form to the effect that such payment has been made out of the funds available in the IIA.

- (i) The amount payable should be calculated by multiplying the number of Sukuk applied for by the par value (LKR 100/-). If there is a discrepancy in the amount payable and the amount specified in the cheque/bank draft or bank guarantee or transferred via electronic fund transfer mechanism recognized by the banking system of Sri Lanka such as CEFTS/SLIPS/RTGS, the Application will be rejected.
- (j) All cheques/bank drafts received in respect of the Applications for Sukuk will be banked commencing from the Working Day immediately following the Closure Date.

6.5 REJECTION OF APPLICATIONS

Application Forms and the accompanying cheques/bank drafts/bank guarantee/ electronic fund transfer mechanism recognised by the banking system of Sri Lanka such as CEFTS/SLIPS/RTGS which are illegible or incomplete in any way and/or not in accordance with the terms, conditions and instructions, set out in this Prospectus and in the Application Form will be rejected at the sole discretion of the Company.

Applications from individuals and Sri Lankans residing outside Sri Lanka who are under the age of 18 years or in the names of sole proprietorships, partnerships and unincorporated trusts will also be rejected.

Any Application Form which does not state a valid CDS Account number will be rejected.

Any Application Form which does not provide consent to pay the compensation on the delayed refunds/ delayed Ijarah Payments to a charity approved by the Shariah Scholars as per Section 6.8 will be rejected.

More than one Application Form submitted under one Type of Sukuk by an Applicant will not be accepted. If more than one Application Form is submitted under one Type of Sukuk by a single Applicant, those would be considered as multiple Applications and the Company reserves the right to reject such multiple Applications or suspected multiple Applications.

Any Application Form with more than three (03) natural persons as joint Applicants for any type will be rejected.

Applications delivered by hand to the Registrars to the Issue after the Closure Date will be rejected. Applications received at the Registrar's office by post or courier after 4.30 p.m. on the Market Day immediately following the Closure Date, will also be rejected even if they carry a post mark dated prior to the Closure Date.

Applications delivered to any place mentioned in Annexure II should also reach the office of the Registrar's to the Issue at least by 4.30 p.m. on the Market Day immediately following the Closure Date. Applications received after the said duration will be rejected even though they have been delivered to any of the said Collection Points prior to the Closure Date.

In the event that cheques are not realized within Two (02) Market Days of deposit and realized after such date, the monies will be refunded and no allotment of Sukuk will be made. Cheques must be honoured on first presentation for the Application to be valid. In the event cheques are dishonoured/returned on first presentation, such Applications will be rejected.

6.6 BANKING OF PAYMENTS

All cheques or bank drafts or bank guarantees received in respect of Applications will not be banked or called on until the Working Day immediately after the Closure Date as set out in Section 5.3 of this Prospectus, in terms of the CSE Listing Rules.

6.7 BASIS OF ALLOTMENT OF SUKUK

In the event of an oversubscription, the Board of Directors of the Company has appointed authorized personnel to decide the basis of allotment in a fair and equitable manner within Seven (07) Market Days from the date of Closing Date. Upon the allotments being decided, an announcement will be made to the CSE.

The Board however shall reserve the right to allocate up to a maximum of Seventy-Five Per centum (75%) of the number of Sukuk to be issued under this Prospectus on a preferential basis, to identified institutional investor/s of strategic and operational importance with whom the Company might have mutually beneficial relationships in the future.

Number of Sukuk to be allotted to identified institutional investor/s of strategic and operational importance, on a preferential basis or otherwise will not exceed 75% of the total number of Sukuk to be issued under this Prospectus under any circumstances, unless there is an under subscription from the other investors (investors that do not fall under preferential category).

The Company reserves the right to reject any Application or to accept any Application in part only, without assigning any reason therefor. A written confirmation informing successful Applicants on their allotment of Sukuk will be dispatched within ten (10) Market Days from the Closure Date as required by the CSE.

6.8 REFUNDS

Monies will be refunded where an Application is rejected for reasons given in Section 6.5 of this Prospectus.

The Applicants may indicate the preferred mode of refund payments in the Application Form (i.e. direct transfer via SLIPS/RTGS or cheque).

If the Applicant has provided accurate and complete details of his/her bank account in the Application, the Bankers to the Issue will make refund payments up to and inclusive of Rupees Five Million (LKR 5,000,000/-) to the bank account specified by the Applicant, through SLIPS. If the refund payment is over Rupees Five Million (LKR 5,000,000/-), refunds will be made via RTGS. A payment advice will be sent accordingly.

If the Applicant has provided accurate and correct details of his/her bank account refunds will be made via electronic fund transfer mechanism recognised by the banking system of Sri Lanka such as SLIPS/RTGS or if the Applicant has not provided accurate and correct details of his/her bank account in the Application or if the Applicant has not provided details of the bank account in the Application Form, the Company will make such refund payments to the Applicant by way of a cheque and sent by post at the risk of the Applicant.

In the case of joint Applications, the cheques will be drawn in favour of the Applicant's name appearing first in the Application Form.

It is the responsibility of Non-Residents/Foreign Investors to ensure that their IIA details are accurately provided on the Application Form to forward the refund to IIA through which the Application was made.

Applicants can obtain details on bank and branch codes required for providing instructions on CEFTS/SLIPS/RTGS transfers at the following website;

<https://www.lankapay.net/knowledge-center/>

Refunds on Applications rejected or partly allotted Sukuk would be made within Eight (08) Market Days excluding the Closure Date.

As per the Rule 2.4 (I) of the CSE Listing Rules, in the event refunds are not made within the stipulated period, Applicants for Sukuk shall be entitled to Interest (at the rate of the last quoted Average Weighted Prime Lending Rate (AWPLR) published in the immediately preceding week by the Central Bank of Sri Lanka or any other authority (in the event that the Central Bank of Sri Lanka ceases to publish the AWPLR) plus Five decimal Zero per centum (5.00%) for the delayed period on such refunds) on any refunds not made within this period.

However, in order to be in compliance with Shariah Principles where income earned by the Applicants in relation to the Sukuk should be completely devoid of interest hence, a waiver has been requested by VLL from the CSE with regard to the Rule 2.4 (I) of the CSE Listing Rules and it has been granted by the CSE via its letter dated March 11, 2025. Accordingly, such compensation shall be paid to any one of the charities approved by the Shariah Scholars as set out in Annexure VII of the Prospectus.

The Applicants need to grant the permission in this regard, via the Application Form.

6.9 CDS ACCOUNTS AND SECONDARY MARKET TRADING

Sukuk allotted will be directly deposited to the respective CDS accounts given in the Application Forms before the expiry of Twelve (12) Market Days, from the date of closure of the subscription list. A written confirmation of the credit will be sent to the Applicants within Two (02) Market Days of crediting the CDS account, by ordinary post to the address provided by each Applicant.

The Company will submit to the CSE a 'Declaration' on direct upload to CDS on the Market Day immediately following the day on which the Applicants' CDS accounts are credited with the Sukuk.

Trading of Sukuk on the secondary market will commence on or before the Third (03rd) Market Day from the receipt of the Declaration by the CSE as per the CSE Listing Rules.

7.0 THE COMPANY

7.1 FINANCIAL YEAR

The financial year of the Company commences on 01st April and ends on 31st March.

7.2 STATED CAPITAL

The stated capital of the Company represents ordinary voting shares as given in the table below.

Stated Capital	As at 31 st March 2023	As at 31 st March 2024	As at 31 st March 2025*
Balance (LKR)	1,825,593,926	1,825,593,926	2,939,293,738
Number of Ordinary Voting Shares	871,315,960	871,315,960	945,079,626
Number of Ordinary Non- Voting Shares	72,394,086	72,394,086	82,113,575

*unaudited

7.3 MAJOR SHAREHOLDERS

Twenty (20) largest voting shareholders of the Company as at 31st March 2025 are given below.

	Shareholder	No. of Shares	% of Issued Capital
1	Amana Bank PLC/Mr.Osman Kassim	137,751,552	14.6%
2	Mr. Christian Ferdinand Fuhrer	119,357,674	12.6%
3	Amana Bank PLC/Mr. Riyaz Mohamed Sangani	107,107,527	11.3%
4	Mr. Sattar Kassim	102,105,204	10.8%
5	Mr. Sathiendra Ranjanan Mather	100,000,000	10.6%
6	Mr. Riyaz Mohamed Sangani	90,513,823	9.6%
7	Mrs. Ren Lan Mather/Mr. Sujendra Ranjanan Mather	50,897,579	5.4%
8	Mr. Sidath Sri Vidanage Fernando	41,746,349	4.4%
9	Mrs. Yumna Kunimoto	27,415,217	2.9%
10	Mr. Mohamed Shafee Mohideen	23,727,868	2.5%
11	Mr. Sujendra Ranjanan Mather	22,372,420	2.4%
12	National Development Bank PLC/Mr. Riyaz Mohamed Sangani	21,693,158	2.3%
13	Amana Bank PLC/Dynawash Ltd	15,046,662	1.6%
14	Mr. Ranjeet Bhanwarlal Barmecha	12,133,909	1.3%
15	Esanjo Capital Ltd	11,388,908	1.2%
16	Amana Bank PLC/Mr. Shahid Mohamed Sangani	4,664,029	0.5%
17	Hatton National Bank PLC-Senfin Growth Fund	4,338,632	0.5%
18	Mrs. Naomi Rashmini Mather	3,513,228	0.4%

	Shareholder	No. of Shares	% of Issued Capital
19	Mr. Shahid Mohamed Sangani	3,378,136	0.4%
20	Mrs. Shazia Shahid Sangani	2,977,337	0.3%
	Total	902,129,212	95.5%

Twenty (20) largest non-voting shareholders of the Company as at 31st March 2025 are given below.

	Shareholder	No. of Shares	% of Issued Capital
1	Mrs. Naomi Rashmini Mather	23,017,839	28.0%
2	Amana Bank PLC/Mr. Osman Kassim	8,145,585	9.9%
3	Mrs. Ren Lan Mather/Mr. Sujendra Ranjanan. Mather	4,541,389	5.5%
4	Mr. Osman Kassim/Mrs. K. Kassim/Mr. A.O. Kassim	2,563,433	3.1%
5	Mrs. Yumna Kunimoto	2,446,151	3.0%
6	Mr. Mohamed Shafee Mohideen	2,072,909	2.5%
7	Mr. Mohamed Zuraish Hifaz Hashim/Mr. N. R. M. Hashim	1,852,434	2.3%
8	Mr. Sathiendra Ranjanan Mather	1,724,872	2.1%
9	Mr. Gerald Dave Michael Ranasinghe/Mrs. O.R.K. Ranasinghe	1,701,388	2.1%
10	Mr. Damian Amal Cabraal	1,446,179	1.8%
11	Macksons Paint Industries Pvt Ltd	1,361,110	1.7%
12	DFCC Bank PLC/Mr. P.Pranavan	1,300,000	1.6%
13	Mrs. Sheema Haroon Admani	952,260	1.2%
14	Mr. Asanka Ubhaya De Alwis Goonewardena	850,694	1.0%
15	Mrs. Farhat Farook Kassim	754,602	0.9%
16	Mr. Riyaz Mohamed Sangani	750,615	0.9%
17	Vanguard Industries Pvt Ltd	736,109	0.9%
18	Mr. Buddhika Pathmalal Singhage	700,000	0.9%
19	Mr. Pradeep Dilshan Rajeeva Hettiaratchi	652,199	0.8%
20	Mr. Liaqat Ally Mohamed Hisham	623,842	0.8%
	Total	58,193,610	70.9%

7.4 PARTICULARS OF LONG-TERM LOANS AND OTHER BORROWINGS

The outstanding debt instruments and borrowings of the Company as at 31st March 2023, 31st March 2024 and 31st March 2025 comprise of the following categories.

	As at 31 st March 2023 LKR '000	As at 31 st March 2024 LKR '000	As at 31 st March 2025 LKR '000*
Loans and Borrowings	1,319,648	904,961	744,537
Defined Benefit Liability	42,202	59,176	64,806
Lease Liability	18,313	39,700	35,804
Total	1,380,163	1,003,836	845,147

*unaudited

7.5 FINANCIAL RATIOS OF VIDULLANKA PLC

Financial Ratios	31 st March 2019	31 st March 2020	31 st March 2021	31 st March 2022	31 st March 2023	31 st March 2024	31 st March 2025*
Interest Cover Ratio (Times) **	1.25	2.35	1.88	2.69	2.21	5.74	9.42
Debt / (Debt +Equity) Ratio ***	33.6%	43.7%	44.5%	37.7%	39.2%	21.4%	17.34%

*unaudited

$$** \text{ Interest Cover Ratio} = \frac{\text{Profit before income tax expense} + \text{Interest Expense}}{\text{Interest Expense}}$$

$$*** \text{ Debt / Equity Ratio} = \frac{\text{Bank Overdrafts} + \text{Interest bearing borrowings}}{\text{Bank Overdrafts} + \text{Interest bearing borrowings} + \text{Equity attributable to shareholders of the Company}}$$

7.6 CONTINGENT LIABILITIES AND LITIGATION

CONTINGENT LIABILITIES

The details of contingent liabilities and commitments of the Company as at 31st March 2025 are given in the table below.

Description	LKR '000*
Guarantees issued to banks and other institutions	-
Corporate guarantees given to facilitate group entities to obtain loans	1,753,520
Total	1,753,520

*unaudited

LITIGATION AGAINST THE COMPANY

Apart from legal proceedings in the normal course of its business, the Company is not a party to any material contingent liabilities, litigation, mediation or arbitration proceedings and is not aware of any pending or threatened litigation or arbitration that, if decided adversely to the Company, would have a significant effect upon the Company's financial position or profitability, nor has it been a party to any such proceedings in the recent past.

7.7 DETAILS OF OTHER DEBT SECURITIES OF THE ISSUER

The Company has not issued any debt securities during the period up to the date of this Prospectus.

7.8 FINANCIAL STATEMENTS AND FINANCIAL SUMMARY

The following financial information is hosted on the Company's website, www.vidullanka.com and CSE web site www.cse.lk;

- Audited financial statements of Vidullanka PLC as at 31st March 2024
- Interim financial statements of Vidullanka PLC as at 31st March 2025
- Summarized financial statement for the five years ended 31st March 2024 to 31st March 2020 preceding the date of the application stating the accounting policies adopted by the Company certified by the Auditors and Qualifications carried in any of the Auditors Reports covering the period in question and any material changes in accounting policies during the relevant period.

7.9 BOARD RELATED PARTY TRANSACTIONS REVIEW COMMITTEE

The Board established the Related Party Transaction Review Committee in terms of Section 9 of the Listing Rules of the Colombo Stock Exchange. The Related Party Transaction Review Committee, which is appointed by the Board of Directors, presently consist of the following members;

1. Mr. Rizvi Zaheed - Committee Chairman - Independent Non-Executive Director
2. Ms. Deepthie Wickramasuriya - Independent Non-Executive Director
3. Mr. Sidath Fernando - Non-Executive Director

8.0 STATUTORY DECLARATIONS

8.1 STATUTORY DECLARATION BY THE BOARD OF DIRECTORS

We, the undersigned who are named herein as Directors of Vidullanka PLC (Company) hereby declare and confirm that we have read the provisions of the Colombo Stock Exchange (CSE) Listing Rules and of the Companies Act No.7 of 2007 and any amendments thereto relating to the Issue of the Prospectus and those provisions have been complied with.

This Prospectus has been seen and approved by us and we collectively and individually accept full responsibility for the accuracy of the information given and confirm that after making all reasonable enquiries and to the best of our knowledge and belief, there are no other facts the omission of which would make any statement herein misleading or inaccurate. Where representations regarding the future performance of the Company have been given in the Prospectus, such representations have been made after due and careful enquiry of the information available to the Company and making assumptions that are considered to be reasonable at the present point in time in our best judgment.

The parties to the Sukuk Issue including Lawyers, Auditors, Trustee, Bankers, Registrars, Managers and Joint Arrangers to the Issue, Joint Arrangers to the Issue and Rating Company have submitted declarations to the Company declaring that they have complied with all regulatory requirements applicable to such parties, and that such parties have no conflict of interest with the Company. Further, the Company Secretaries to the said Issue has also submitted declarations to the Company declaring that they have complied with all regulatory requirements applicable to them. Further, the three (3) Shariah Scholars to the Issue of whom details are provided under Section 2.0 of this Prospectus adhere to the Guidelines applicable for a Shariah Scholar issued by the SEC and published on the SEC website.

An application has been made to the CSE for permission to deal in and for a listing of Sukuk issued by the Company and those Sukuk which are the subject of this Issue. Such permission will be granted when Sukuk are listed on the CSE. The CSE assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports included in this Prospectus or any statements, information and reports omitted in this Prospectus. Listing on the CSE is not to be taken as an indication of the merits of the Company or of the Sukuk issued.

Name of Directors	Designation	Signature
Mr. Osman Kassim	Chairman	Sgd.
Mr. Riyaz M. Sangani	Chief Executive Officer	Sgd.
Mr. Ranjan Mather	Non-Executive Director	Sgd.
Mr. Shahid M. Sangani	Non-Executive Director	Sgd.
Mr. Sattar Kassim	Non-Executive Director	Sgd.
Mr. Sujendra Mather	Non-Executive Director	Sgd.
Ms. Deepthie Wickramasuriya	Independent Non-Executive Director	Sgd.
Mr. M. Rizvi Zaheed	Independent Non-Executive Director	Sgd.
Mr. Sidath Fernando	Non-Executive Director	Sgd.
Prof. Anura Wijayapala	Independent Non-Executive Director	Sgd.

8.2 STATUTORY DECLARATION BY THE MANAGERS AND JOINT ARRANGERS TO THE ISSUE

NDB Investment Bank Limited

We, NDB Investment Bank Limited of Level 1, NDB Capital Building, No. 135, Bauddhaloka Mawatha, Colombo 04, who are named in the Prospectus as Managers and Joint Arrangers to the Issue hereby declare and confirm to the best of our knowledge and belief that the Prospectus constitutes full and fair disclosure of all material facts pertaining to Vidullanka PLC and its Sukuk being listed.

Signed by two directors of NDB Investment Bank Limited, being duly authorised thereto, at Colombo on this May 21, 2025.

Sgd.
Director

Sgd.
Director

ACCOUNTANT'S REPORT AND FIVE-YEAR SUMMARY OF FINANCIAL STATEMENTS



10 February 2025

**Accountants' report for inclusion in the prospectus of
Vidullanka PLC**

Introduction

We have examined the financial statements of Vidullanka PLC (the "Company") and the consolidated financial statements of the Company and its subsidiaries ("Group") for the years ended 31 March 2020 to 31 March 2024 ("period"), and report as follows.

Vidullanka PLC is a public quoted Company incorporated and domiciled in Sri Lanka in 1997. The company was subsequently listed in Colombo Stock Exchange in 2005. The registered office of the company and the principal place of business are situated at Level 04, Access Tower, No. 278, Union Place, Colombo 02.

The principal business activity of the company is to engage in renewable energy business including renewable energy generation, project development, installation & construction, operation & maintenance, consultancy services and turnkey solutions. For this purpose, the company operates six hydro power plants namely Bambarabatuoya MHPP, Batathota MHPP, and Wembiyagoda MHPP in Ratnapura District, Rideepana MHPP and Udawela MHPP in Badulla District and Lower Kotmale Oya MHPP in Nuwara eliya District. The principal activity of Vidullanka PLC - Guyana Branch is to design, engineer, construct and commission both Moco Moco MHPP and Kumu MHPP located in Lethem, Guyana for the Guyana Energy Agency.

(Contd... 2/)

[illegible][illegible]

1. *Aluminium* (Bayer AG, Germany) & *Magnesium* (Sigma, Germany)

2. Financial Information

2.1 Five Year Summary of Audited Financial Statements

A summary of statements of financial position, statements of profit or loss, statements of changes in equity and statements of cash flows of the company and the group for the financial years ended 31 March 2020 to 31 March 2024, based on the audited financial statements are set out on **Appendix 01** to the Accountants' Report.

2.2 Audited Financial Statements for the year ended 31 March 2024

Our audit report on the Financial Statements for the year ended 31 March 2024 together with such financial statements comprising the statement of financial position, statement of profit or loss, statement of comprehensive income, statement of changes in equity and statement of cash flows, and notes to the financial statements, including a summary of significant accounting policies thereon is available on the Annexure of the Prospectus.

2.3 Unaudited Financial Statements for the period ended 30 September 2024

The unaudited statement of financial position, statement of profit or loss, statement of comprehensive income, statement of changes in equity and statement of cash flows for the 06 months ended 30 September 2024 is available on the Annexure of the Prospectus.

2.4 Audit Reports

We have audited the financial statements of the company and the consolidated financial statements of the group for the years ended 31 March 2020 to 31 March 2024. Unqualified audit opinions have been issued for the said financial years by our reports dated 26 June 2020, 20 August 2021, 31 August 2022, 14 July 2023 and 30 August 2024 respectively.

2.5 Accounting Policies

The financial statements of the company and the group for the years ended 31 March 2020 to 31 March 2024 comply with Sri Lanka Accounting Standards.

The accounting policies and changes in the accounting policies of the company and group are stated in detail in the audited financial statements of the company and group for the years ended 31 March 2020 to 31 March 2024.

(Contd... 3/)

2.6 Dividends

The company has declared dividends during the years ended 31 March 2020 to 31 March 2024 as follows.

Year	Dividend Paid (Rs.)	Dividend per Share (Rs.)
2019/20	188,501,730	0.23
2020/21	84,195,179	0.10
2021/22	267,325,828	0.30
2022/23	188,886,445	0.20
2023/24	339,735,617	0.36

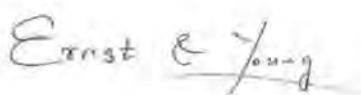
2.7 Events after Reporting Date

There were no material events which occurred after the reporting date.

3. Restriction on Use

This report is made solely for the purpose of the Board of Directors of Vidullanka PLC for the inclusion in the prospectus issued in connection with the proposed issue of five million (5,000,000) listed, rated, secured, redeemable sukuk five year (2025/2029) of Sri Lankan Rupees (LKR) 100/- each, to raise Sri Lankan Rupees five hundred million (LKR 500,000,000/-). To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the addressee, for our audit work, for the report, or for the opinion we have formed. This report should not be used, circulated, quoted or otherwise referred to any other purpose.

Yours faithfully,



Colombo
10 February 2025

Appendix 01

VIDULLANKA PLC STATEMENT OF FINANCIAL POSITION

As at 31st March	2024	2023	Group 2022	2021	2020	2024	2023	Company 2022	2021	2020
ASSETS	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Non-Current Assets										
Property, Plant and Equipment	7,775,876,852	8,282,245,724	7,521,970,574	5,677,115,284	3,932,203,960	8,995,284,919	622,996,975	632,566,583	445,214,983	346,254,301
Breeder Biological Assets	37,291,251	41,789,181	45,793,051	45,705,335	25,607,709	-	-	-	-	-
Right of Use Assets	189,994,883	197,503,111	186,806,750	172,118,330	169,148,138	53,123,926	20,629,367	14,043,021	16,753,018	13,134,050
Investments in Subsidiaries	-	-	-	-	-	1,028,201,089	1,453,896,133	1,528,896,133	1,318,896,133	1,318,896,133
Investment in Joint Ventures and Associates	1,127,498,300	772,119,886	623,833,402	629,072,671	572,994,834	770,624,883	530,624,883	414,291,550	414,291,550	414,291,550
Other Project Investments	49,807,147	76,378,350	81,565,679	79,878,947	91,991,105	49,807,147	76,378,350	81,565,679	79,878,947	91,991,105
Goodwill	204,818,392	206,883,411	259,355,007	275,691,582	277,174,512	-	-	988,982	-	-
Deferred Tax Asset	13,523,075	39,165,831	2,523,667	1,378,976	542,659	13,523,075	38,241,775	-	-	-
	9,598,809,900	9,616,055,404	8,721,868,130	6,881,561,125	6,069,667,917	3,890,565,039	2,742,769,983	2,472,351,948	2,275,034,631	2,284,597,142
Current Assets										
Inventories	150,045,901	134,700,607	123,802,374	47,577,052	31,865,565	37,438,293	24,748,319	21,604,573	6,490,051	6,058,913
Trade and Other Receivables	2,454,872,165	2,327,697,987	1,645,524,221	906,675,822	882,888,947	1,060,087,352	833,565,282	734,365,150	467,894,449	509,376,558
Other Financial Assets	517,718,360	405,765,413	160,264,772	32,841,500	31,841,500	56,441,500	128,390,782	41,352,472	32,841,500	31,841,500
Cash and Cash Equivalents	698,018,574	539,558,534	854,432,051	423,098,790	366,223,883	284,133,636	315,265,255	37,260,782	116,028,674	7,637,282
	3,620,655,000	3,407,722,541	2,784,023,618	1,410,193,164	1,512,819,895	1,438,100,781	1,301,966,638	834,582,977	623,254,674	544,914,253
Total Assets	13,019,464,900	13,023,778,055	11,505,891,748	8,291,754,289	7,582,487,812	5,328,665,820	4,044,736,121	3,306,934,925	2,898,289,305	2,839,511,395
EQUITY AND LIABILITIES										
Capital and Reserves										
Stated Capital	1,825,593,926	1,825,593,926	1,786,069,350	1,469,839,867	1,417,908,484	1,825,593,926	1,825,593,926	1,786,069,350	1,469,839,867	1,417,908,484
Retained Earnings	4,082,365,801	3,143,660,370	2,406,968,789	1,830,090,914	1,338,790,363	684,718,995	251,830,514	104,054,810	37,598,029	662,268
Other Components of Equity	1,348,408,544	1,699,079,032	1,403,537,432	273,581,811	188,042,668	948,545,349	-	-	-	-
Equity Attributable to Equity Holders of the Parent	7,256,458,271	6,669,333,328	5,596,575,571	3,573,512,592	2,944,741,517	3,458,868,273	2,077,424,440	1,890,124,160	1,507,437,896	1,418,570,752
Non Controlling Interest	272,382,022	220,051,912	128,551,007	71,412,994	56,053,377	-	-	-	-	-
Total Equity	7,528,840,293	6,889,385,240	5,725,126,578	3,644,925,586	3,000,796,894	3,458,868,273	2,077,424,440	1,890,124,160	1,507,437,896	1,418,570,752
Non-Current Liabilities										
Loans and Borrowings	2,052,876,012	2,645,632,788	3,109,948,487	2,788,251,994	2,350,231,672	298,882,308	492,322,867	556,134,873	652,946,487	550,000,000
Defined Benefit Liability	69,519,508	54,022,943	49,016,054	39,818,532	33,355,135	59,175,829	42,202,078	42,426,155	33,785,148	28,371,220
Deferred Tax Liability	1,029,030,965	1,135,834,203	811,247,563	306,576,167	283,192,233	-	-	16,004,089	12,450,062	10,264,733
Lease Liability	86,466,734	80,724,183	78,201,078	84,314,180	87,540,780	35,811,894	16,764,641	6,785,196	5,873,064	8,267,600
	3,237,913,219	3,916,234,117	4,048,413,182	3,218,990,873	2,754,319,820	393,870,031	551,289,586	621,340,513	705,054,761	596,903,553
Current Liabilities										
Trade and Other Payables	1,095,239,224	851,791,776	404,619,055	294,119,720	479,111,776	784,592,121	587,148,825	191,099,163	129,805,016	280,327,556
Loans and Borrowings	1,002,197,031	1,330,814,796	1,248,002,184	1,058,555,361	1,047,593,612	606,078,256	827,324,703	579,294,939	544,612,939	538,118,673
Lease Liability	16,316,551	7,898,101	14,917,192	17,408,110	10,809,220	3,887,703	1,548,507	3,056,938	6,003,090	5,591,060
Income Tax Liabilities	138,938,582	28,254,005	64,813,557	57,754,339	89,856,490	81,349,436	-	22,019,412	5,373,603	-
	3,252,711,388	2,218,258,678	1,732,351,988	1,427,837,830	1,627,371,098	1,475,907,516	1,416,022,095	795,470,452	685,796,648	824,037,089
Total Equity and Liabilities	13,019,464,900	13,023,778,055	11,505,891,748	8,291,754,289	7,582,487,812	5,328,665,820	4,044,736,121	3,306,934,925	2,898,289,305	2,839,511,394
Net Asset Value Per Share (Rs.)	7.69	7.07	5.99	4.21	3.51	3.67	2.20	2.02	1.78	1.69

Summarized financial information has been extracted from the audited financial statements.

(Sgd)

Mu'az Ansari
CFO

The Board of Directors of Vidullanka PLC is responsible for the preparation and presentation of these financial statements. Signed on behalf of the Board:

(Sgd)

Riyaz M. Sangani
CEO

(Sgd)

Rizvi Zahed
Director



VIDULLANKA PLC
STATEMENT OF COMPREHENSIVE INCOME

For the year ended 31st March

	Group					Company				
	2024	2023	2022	2021	2020	2024	2023	2022	2021	2020
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Revenue	5,692,545,652	3,836,435,350	2,567,672,013	1,797,070,286	1,440,380,462	2,231,582,979	235,752,886	393,404,582	310,727,026	288,524,941
Cost of Sales	(2,501,220,777)	(1,116,114,005)	(687,852,994)	(591,923,252)	(377,897,714)	(1,668,877,656)	(91,472,823)	(57,807,449)	(51,778,445)	(48,726,744)
Gross Profit	3,191,324,875	2,720,321,345	1,879,819,019	1,205,147,034	1,062,482,748	568,704,923	144,280,063	335,597,133	258,948,581	239,798,197
Other Income and Gains / (Losses)	177,207,388	(10,644,676)	136,340,027	123,678,320	77,626,039	960,793,582	658,116,401	255,107,559	245,095,782	258,899,857
Administrative Expenses	(868,972,293)	(501,546,365)	(435,341,998)	(106,278,519)	29,754,121	(572,613,570)	(292,394,868)	(273,167,778)	(231,116,881)	-
Finance Cost	(491,742,307)	(601,465,924)	(391,620,398)	(310,092,249)	(270,517,125)	(168,343,282)	(231,337,108)	(119,283,176)	(145,973,823)	(197,802,087)
Finance Income	19,415,249	2,458,253	3,837,670	(511,633,697)	(320,155,540)	9,638,460	2,283,108	3,149,235	1,478,157	(129,096,357)
Investment Income from Joint Ventures / Associates	214,774,684	40,619,289	73,040,667	1,542,362	2,908,404	-	-	-	-	2,671,922
Profit / (Loss) Before Tax	2,242,005,596	1,649,742,822	1,357,074,987	814,920,089	582,098,546	798,079,113	280,347,596	201,403,273	128,481,816	174,471,532
Income Tax Expense	(888,819,588)	(626,732,669)	(491,198,126)	(219,955,567)	(220,436,714)	(21,662,758)	54,099,432	(25,571,670)	(7,558,332)	(10,264,733)
Profit / (Loss) for the Year	1,353,186,008	1,023,010,153	865,876,861	594,964,522	361,661,832	776,396,375	335,047,018	175,831,603	120,923,484	164,206,799
Other Comprehensive Income (OCI)										
Other Comprehensive Income that not will be Reclassified to Profit or Loss in Subsequent Period										
Net Actuarial Gain / (Loss) on Defined Benefit Plan	(5,553,181)	5,524,000	(6,002,889)	225,826	(138,088)	(5,346,106)	6,545,145	(5,822,533)	300,065	(211,505)
Income Tax Effect on Net Actuarial Gain / (Loss) on Defined Benefit Plan	1,603,378	(1,795,380)	3,17,955	(50,615)	14,298	1,603,832	(1,963,544)	815,155	(42,009)	29,611
Other Comprehensive Income that may be Reclassified to Profit or Loss in Subsequent Period	(369,996,012)	312,112,706	1,170,579,956	88,925,349	86,247,693	1,340,466	(2,866,470)	-	-	-
Share of Other Comprehensive Income of Equity Accounted Investees (Net of Tax)	(473,771)	258,863	(4,936)	(306,731)	621,403	-	-	-	-	-
Other Comprehensive Income for the Year, Net of Tax	(374,419,586)	316,100,189	1,165,420,086	88,993,829	86,745,306	(2,401,805)	1,615,131	(5,007,378)	258,056	(181,894)
Total Comprehensive Income for the Year, Net of Tax	978,766,422	1,339,110,342	2,031,296,947	683,958,051	448,407,139	773,994,567	336,662,149	170,824,225	121,180,940	164,024,905
Profit Attributable to:										
Equity Holders of the Parent	1,281,745,266	957,026,495	849,363,573	575,427,248	344,143,760	776,396,375	335,047,018	175,831,603	120,923,484	164,206,799
Non-Controlling Interests	71,440,742	65,983,658	16,513,288	19,524,110	17,518,073	-	-	-	-	-
	1,353,186,008	1,023,010,153	865,876,861	594,951,358	361,661,833	776,396,375	335,047,018	175,831,603	120,923,484	164,206,799
Total Comprehensive Income Attributable to:										
Equity Holders of the Parent	925,841,204	1,257,455,578	1,974,159,324	661,033,214	430,888,495	773,994,567	336,662,149	170,824,225	121,180,940	164,024,905
Non-Controlling Interests	52,925,218	81,654,764	57,137,623	22,911,974	17,518,644	-	-	-	-	-
	978,766,422	1,339,110,342	2,031,296,947	683,945,188	448,407,139	773,994,567	336,662,149	170,824,225	121,180,940	164,024,905
Earnings Per Share- Basic	1.36	1.02	0.93	0.68	0.41	0.82	0.36	0.19	0.14	0.23
Earnings Per Share - Diluted	1.36	1.02	0.93			0.82	0.36	0.19	0.14	

Summarized financial information has been extracted from the audited financial statements.

(Sgd)

Mafaz Ansar
CFO

The Board of Directors of Vidullanka PLC is responsible for the preparation and presentation of these financial statements. Signed on behalf of the Board:

(Sgd)

Riyaz M. Sangani
CEO

(Sgd)

Rizvi Zahed
Director


VIDULLANKA PLC
STATEMENT OF CASH FLOWS

For the year ended 31st March	2024	2023	2022	2021	2020	2019	2018	2017	2016
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Operating Activities									
Profit / (Loss) Before Tax	2,242,095,596	1,649,744,852	1,357,074,987	511,020,089	552,695,546	796,070,113	289,847,596	291,461,273	174,471,832
Adjustments for:									
Depreciation Property, Plant and Equipment	378,148,179	348,815,615	328,005,701	192,771,365	150,165,822	153,137,468	54,509,434	23,513,308	13,081,860
Depreciation Biological Assets	4,316,870	4,318,890	4,336,693	1,828,201	-	-	-	-	-
Depreciation of Right of Use Assets	25,901,841	24,065,153	22,208,662	20,494,472	1,550,694	2,465,651	1,179,259	5,970,853	8,087,674
(Profit) / Loss on Disposal of Property, Plant and Equipment	(8,244,493)	(1,080,917)	(7,09,600)	(5,566,817)	(6,566,483)	(6,566,483)	(1,009,204)	(109,009)	(913,639)
Expenses on Defined Benefit Plan	(1,109,565)	(1,220,618)	(1,330,039)	(7,500,000)	(942,620)	(944,565)	-	(7,900,000)	-
Impairment / Written Off of New Projects	(5,484,590)	(4,930,039)	(5,000,000)	(4,037,490)	2,419,289	1,810,811	9,476,878	3,454,524	3,352,269
Impairment - Goodwill / Receivables	39,759,026	24,009,000	(5,000,000)	1,432,890	24,000,000	30,755,026	24,000,000	15,000,000	590,109
Gain / (Loss) on Exchange Rate Fluctuations	212,065,019	52,471,596	21,335,965	1,382,890	1,452,890	-	988,952	-	-
Gain / (Loss) on Translation of Foreign Currency	-	-	-	7,966,706	-	-	-	7,966,706	-
Share of Profit from Joint Ventures	(4,612,546)	15,205,374	263,235,793	14,021,467	14,001,528	(1,061,562)	-	-	-
Dividend Income	(14,774,684)	(40,619,269)	(74,040,667)	(106,273,119)	(29,754,122)	-	-	-	-
Finance Income	-	(97,860)	(67,461)	-	-	(92,674,967)	(64,807,867)	(210,142,801)	(226,138,910)
Finance Cost	(119,413,249)	(2,459,251)	(3,837,679)	(1,542,362)	(3,078,793)	(9,838,460)	(2,281,108)	(3,149,219)	(1,476,157)
Finance Cost	(91,742,307)	(901,305,024)	(301,620,399)	(311,633,697)	(320,155,340)	(365,183,282)	(231,437,108)	(119,283,170)	(145,873,923)
Stock written back	-	-	-	(186,057)	-	-	-	-	-
Operating Profit Before Working Capital Changes	1,139,376,961	2,815,566,382	2,139,393,158	1,263,149,232	1,656,526,346	128,551,510	(57,656,932)	155,303,822	96,152,918
(Increase) / Decrease in Inventories	3,775,268	(2,384,060)	(47,796,902)	(14,322,084)	(13,223,558)	2,485,042	(3,140,746)	(9,812,863)	(431,137)
(Increase) / Decrease in Trade and Other Receivables	(189,421,030)	(962,721,009)	(471,831,119)	28,867,917	(152,181,524)	(152,625,363)	(99,200,142)	(195,908,386)	51,652,109
Increase / (Decrease) in Other Payables	259,390,129	255,512,470	44,095,376	(116,447,403)	207,618,241	187,527,410	306,049,662	50,070,713	(66,743,792)
Cash Generated from / (Used in) Operations	2,013,009,368	2,015,993,817	1,664,368,513	1,161,217,742	1,596,154,267	593,157,240	257,737,802	(20,537,189)	63,660,097
Finance Cost Paid	(484,522,280)	(599,088,119)	(298,591,627)	(158,983,315)	(116,877,677)	(165,698,395)	(230,491,815)	(118,543,040)	(129,906,157)
Defined Benefit Plan Cost Paid	(5,463,420)	(1,467,209)	(2,255,400)	(69,825)	(4,822,110)	(5,463,420)	(1,467,209)	(2,255,400)	-
Income Tax Paid	(781,082,436)	(423,067,704)	(278,589,361)	(263,469,251)	(45,151,450)	(8,200,000)	(24,031,397)	(14,541,507)	-
Net Cash from / (Used in) Operating Activities	1,661,941,352	1,595,550,365	1,184,992,225	715,713,852	536,762,821	314,825,424	(20,252,616)	(15,537,216)	11,257,360
Investing Activities									
Acquisition of Property, Plant and Equipment	(238,658,896)	(694,150,182)	(203,979,134)	(749,897,853)	(811,481,798)	(186,796,731)	(28,626,591)	(16,132,088)	(20,653,865)
Acquisition of Biological Assets	(68,940)	(365,110)	(4,634,409)	(21,925,827)	-	-	-	-	-
Acquisition of Right of Use Asset	(27,261,172)	(1,476,805)	-	(24,556,044)	(70,820,368)	-	(11,785,605)	-	(6,706,944)
Proceeds from Sale of Property, Plant and Equipment	9,300,000	4,585,919	109,800	6,000,000	1,000,000	7,000,000	4,585,919	109,800	6,000,000
Proceeds from Sale of Right of Use Asset	(1,150,000)	-	-	7,500,000	-	(10,000,000)	-	-	7,500,000
Investment in New Projects, net of cash acquired	(13,181,823)	(22,724,145)	(16,686,732)	(2,328,302)	(13,181,823)	(13,181,823)	(22,724,145)	(16,686,732)	(2,328,302)
Investment in Other Financial Assets	65,589,810	(240,059,212)	(75,136,956)	(31,841,500)	(1,000,000)	(13,840,282)	(5,510,975)	(3,000,000)	(31,841,500)
Finance Income Received	(10,215,672)	2,446,670	3,142,579	1,242,253	2,614,730	3,172,398	2,275,310	2,828,410	1,133,591
Dividend Received	69,922,560	9,022,560	79,942,801	49,293,750	32,425,000	922,674,567	641,007,667	210,142,801	226,138,910
Acquisition of Subsidiary, net of cash acquired	(14,724,284)	-	(3,086,455)	-	-	(15,000,000)	-	(5,000,000)	-
Investment in Subsidiaries	-	-	-	-	-	(140,000,000)	(17,800,000)	441,000,000	-
Repayment in Joint Ventures	(249,009,009)	(11,533,333)	-	-	(27,346,110)	(210,000,000)	(119,533,333)	-	(27,346,110)
Net Cash from / (Used in) Investing Activities	(431,198,033)	(986,281,473)	(311,009,526)	(735,787,023)	(916,674,768)	449,106,685	(26,071,115)	125,450,444	(98,087,220)
Financing Activities									
Share Issue- Proceeds from ESOS	-	19,524,576	62,850,182	51,911,383	-	-	19,524,576	62,850,182	51,911,383
Share Issue- Proceeds from Right Issue	-	-	253,379,301	-	-	-	-	253,379,301	-
Share Issue- S41	70,000,000	609,676	-	-	-	-	-	-	-
Dividend Payments	(392,425,750)	(215,584,369)	(207,325,828)	(178,528,083)	(197,774,210)	(339,215,617)	(188,866,435)	(267,325,825)	(164,723,183)
Principal Payment under (non-Interest Free) Loans	(6,340,152)	(9,172,909)	(8,739,758)	(8,835,854)	(8,143,818)	(1,649,687)	(2,842,628)	(3,299,558)	(5,534,960)
Principal Payment under SLFRS 16 - Non-Min	(14,707,752)	(1,210,419)	(12,514,623)	(3,072,024)	(6,287,163)	(131,150)	(2,121,000)	(3,586,751)	(1,221,475)
Principal Payment under Dummukula Mushakula Facilities	(27,607,545)	(1,400,021,556)	(672,155,086)	(663,823,174)	(698,571,696)	(256,859,395)	(1,16,276,180)	(167,912,809)	(162,777,809)
Principal Payment under Short Term Facilities	(723,862,634)	(568,763,759)	(409,192,687)	(272,361,864)	(111,514,451)	(655,167,634)	(556,761,189)	(469,182,687)	(164,714,451)
Proceeds from (non-Interest Free) Loans	-	10,000,000	18,200,000	2,026,506	-	-	-	-	5,900,000
Proceeds from - Loans (Non-Minor Vehicle)	30,752,973	11,785,405	-	-	-	-	11,785,405	-	-
Proceeds from Dummukula Mushakula Facilities	56,250,000	805,184,210	176,103,151	815,086,564	713,457,782	-	70,391,544	18,931,866	70,000,000
Proceeds from Short Term Facilities	(85,023,586)	923,055,061	59,975,887	262,119,490	527,833,120	(81,740,030)	798,874,152	514,975,887	262,119,490
Net Cash from / (Used in) Financing Activities	(1,072,253,279)	(923,042,414)	(102,549,488)	59,046,578	505,825,619	(821,857,265)	11,635,388	(60,030,243)	(160,973,185)
Net Increase / (Decrease) in Cash and Cash Equivalents	158,660,040	(31,773,831)	(43,166,791)	58,973,907	125,913,690	(47,795,755)	(28,601,475)	(60,267,041)	(150,391,391)
Cash and Cash Equivalents at the Beginning of the Year	519,558,534	854,432,011	421,098,796	366,221,883	240,310,787	115,265,355	17,200,782	116,023,074	5,617,283
Cash Balance at the Beginning of the Year	-	-	-	-	-	18,972,120	12,029,192	-	-
Cash and Cash Equivalents at the End of the Year	678,218,574	822,658,180	377,932,005	425,195,790	366,221,883	67,469,600	37,200,782	116,023,074	7,617,283

Supplementary financial information has been extracted from the audited financial statements.

(Sigd)

Malhar Anwar
CEO

The Board of Directors of Vidullanka PLC is responsible for the preparation and presentation of these financial statements. Signed on behalf of the Board:

(Sigd)

Rajeev M. Sanganee
CEO

(Sigd)

Rajeev M. Sanganee
Director



VIDULLANKA PLC
STATEMENT OF CHANGES IN EQUITY- COMPANY

	Stated Capital	Retained Earnings	Amalgamation Reserves	Foreign Currency Translation Reserve	Total
Balance as at 31 March 2019	1,417,908,484	34,566,059			1,452,474,543
Profit for the Year	-	(64,206,799)			164,206,799
Other Comprehensive Income	-	(181,894)			(181,894)
Total Comprehensive Income for the Year	-	164,024,905			164,024,905
Share Issue	-	-			-
Prior Year Adjustment	-	(9,426,966)			(9,426,966)
Dividend Paid during the Year	-	(104,723,183)			(104,723,183)
Dividend Payable as at End of the Year	-	(83,778,517)			(83,778,517)
Balance as at 31 March 2020	1,417,908,484	662,268			1,418,570,752
Balance as at 01 April 2020	1,417,908,484	662,268			1,418,570,752
Profit for the Year	-	(20,872,884)			(20,872,884)
Other Comprehensive Income	-	258,056			258,056
Total Comprehensive Income for the Year	-	(19,130,940)			(19,130,940)
Share Issue	51,931,383	-			51,931,383
Dividend Paid during the Year	-	(84,195,179)			(84,195,179)
Balance as at 31 March 2021	1,469,839,867	37,598,029			1,507,437,896
Balance as at 01 April 2021	1,469,839,867	37,598,029			1,507,437,896
Profit for the Year	-	(75,831,603)			(75,831,603)
Other Comprehensive Income	-	(5,007,378)			(5,007,378)
Total Comprehensive Income for the Year	-	(80,838,981)			(80,838,981)
Subscription of Non Voting Shares	253,379,301	-			253,379,301
Transfer of Reserves from Amalgamation	-	162,958,384			162,958,384
Exercise of Share Options	62,850,182	-			62,850,182
Dividend Paid during the Year	-	(267,325,828)			(267,325,828)
Balance as at 31 March 2022	1,786,069,350	104,054,819			1,890,124,169
Balance as at 01 April 2022	1,786,069,350	104,054,819			1,890,124,169
Profit for the Year	-	335,047,018			335,047,018
Other Comprehensive Income	-	1,615,131			1,615,131
Total Comprehensive Income for the Year	-	336,662,149			336,662,149
Exercise of Share Options	39,524,576	-			39,524,576
Dividend Paid during the Year	-	(188,586,445)			(188,586,445)
Balance as at 31 March 2023	1,825,593,926	251,830,514			2,077,424,440
Balance as at 01 April 2023	1,825,593,926	251,830,514			2,077,424,440
Profit for the Year	-	776,396,375			776,396,375
Other Comprehensive Income	-	(3,742,274)		1,340,466	(2,401,808)
Total Comprehensive Income for the Year	-	772,654,101		1,340,466	773,994,567
Transfer of Reserves from Amalgamation (Net of Goodwill)	-	-	947,204,883		947,204,883
Dividend Paid during the Year	19	(339,735,617)			(339,735,617)
Balance as at 31 March 2024	1,825,593,926	684,748,998	947,204,883	1,340,466	3,458,888,273

Summarized financial information has been extracted from the audited financial statements.

(Sgd)

Mafaz Anser
CFQ

The Board of Directors of Vidullanka PLC is responsible for the preparation and presentation of these financial statements. Signed on Behalf of the Board:

(Sgd)

Riyaz M.Samami
CEO

(Sgd)

Rizvi Zahed
Director



VIDULLANKA PLC
STATEMENT OF CHANGES IN EQUITY- GROUP

Group	Stated Capital	Retained Earnings	Foreign Currency Translation Reserve	Non Controlling Interest	Total
Balance as at 31 March 2019	1,417,908,484	1,192,078,259	107,794,975	47,587,769	2,765,369,487
Profit for the Year	-	343,143,760	-	17,518,073	361,661,833
Other Comprehensive Income	-	497,043	86,247,693	570	86,745,306
Total Comprehensive Income for the Year	-	344,640,803	86,247,693	17,518,643	448,407,139
Prior Year Adjustment	-	(9,426,967)	-	-	(9,426,967)
Dividend Paid during the Year	-	(104,723,183)	-	(3,051,035)	(107,774,218)
Dividend Payable as at End of the Year	-	(83,778,547)	-	-	(83,778,547)
Balance as at 31 March 2020	1,417,908,484	1,338,790,365	188,042,668	56,055,377	3,000,796,894
Balance as at 01 April 2020	1,417,908,484	1,338,790,365	188,042,668	56,055,377	3,000,796,894
Profit for the Year	-	575,427,218	-	19,524,110	594,951,358
Other Comprehensive Income	-	68,480	85,539,143	3,367,864	88,995,487
Total Comprehensive Income for the Year	-	575,495,728	85,539,143	22,911,974	683,946,845
Prior Year Adjustment	-	-	-	-	-
Share Issue	51,931,383	-	-	-	51,931,383
Dividend Paid during the Year	-	(84,195,179)	-	(7,554,357)	(91,749,536)
Balance as at 31 March 2021	1,469,839,867	1,830,090,914	173,581,811	71,412,994	3,644,925,586
Balance as at 01 April 2021	1,469,839,867	1,830,090,914	173,581,811	71,412,994	3,644,925,586
Profit for the Year	-	849,363,373	-	16,313,288	865,676,661
Other Comprehensive Income	-	(5,159,870)	1,129,955,621	40,624,335	1,165,420,086
Total Comprehensive Income for the Year	-	844,203,703	1,129,955,621	57,437,623	2,031,296,947
Acquisition of Subsidiary	-	-	-	390	390
Subscription of Non-Voting Shares	253,379,301	-	-	-	253,379,301
Exercise of Share Options	62,850,182	-	-	-	62,850,182
Dividend Paid During the Year	-	(267,325,828)	-	-	(267,325,828)
Balance as at 31 March 2022	1,786,069,350	2,406,968,789	1,403,537,432	128,551,007	5,725,126,578
Balance as at 01 April 2022	1,786,069,350	2,406,968,789	1,403,537,432	128,551,007	5,725,126,578
Profit for the Year	-	957,102,495	-	65,989,658	1,023,086,153
Other Comprehensive Income	-	3,987,483	296,441,680	15,671,106	316,100,189
Total Comprehensive Income for the Year	-	961,089,978	296,441,680	81,654,764	1,339,186,342
Subscription of NCI Shares	-	(35,435,952)	-	36,344,556	908,604
Exercise of Share Options	39,524,576	-	-	-	39,524,576
Dividend Paid during the Year	-	(188,880,445)	-	(26,398,415)	(215,384,360)
Balance as at 31 March 2023	1,825,593,926	3,143,736,370	1,699,979,032	220,051,912	6,889,361,240
Balance as at 01 April 2023	1,825,593,926	3,143,736,370	1,699,979,032	220,051,912	6,889,361,240
Profit for the Year	-	1,281,745,266	-	71,440,742	1,353,186,008
Other Comprehensive Income	-	(4,423,574)	(551,480,488)	(18,515,524)	(374,419,586)
Total Comprehensive Income for the Year	-	1,277,321,692	(551,480,488)	52,925,218	978,766,422
Subscription of NCI Shares	-	1,853,344	-	68,146,656	70,000,000
Acquisition of Subsidiary	-	(1,785,613)	-	-	(1,785,613)
Acquisition of NCI	-	1,051,625	-	116,051,625	(15,000,000)
Dividend Paid during the Year	-	(339,735,617)	-	(52,690,139)	(392,425,756)
Balance as at 31 March 2024	1,825,593,926	4,082,365,801	1,348,498,544	272,582,022	7,528,840,293

Summarized financial information has been extracted from the audited financial statements.

(Sgd)

Mafez Ansar
CEO

The Board of Directors of Vidullanka PLC is responsible for the preparation and presentation of these financial statements. Signed on behalf of the Board:

(Sgd)

Riyaz M. Sangani
CEO

(Sgd)

Rizvi Zahed
Director



5/9/25, 12:57 PM

Fitch Assigns Vidullanka PLC's Proposed Sukuk 'A+(Ika)' Final Rating



RATING ACTION COMMENTARY

Fitch Assigns Vidullanka PLC's Proposed Sukuk 'A+(Ika)' Final Rating

Thu 08 May, 2025 - 3:36 AM ET

Fitch Ratings - Colombo/Singapore - 08 May 2025: Fitch Ratings has assigned a final National Long-Term Rating of 'A+(Ika)' to Sri Lanka-based renewable power producer Vidullanka PLC's proposed LKR500 million sukuk issuance. The final rating is at the same level as the expected rating assigned on 5 March 2025.

The rating of the proposed sukuk issuance is at the same level as Vidullanka's National Long-Term Rating, as it will represent the issuer's senior secured obligation.

Hatton National Bank PLC (HNB, AA-(Ika)/Stable) is the trustee. Proceeds from the issuance will be used to refinance Vidullanka's short-term loans and for funding working capital requirements.

KEY RATING DRIVERS

We believe the issuer's ability to satisfy payments due on the proposed sukuk will ultimately depend on the issuer satisfying its secured payment obligations to the trustee under the transaction documents, as described in the prospectus and other supplementary documentation.

In addition to Vidullanka's propensity to ensure the repayment of the sukuk, we believe the entity will also be required to ensure full and timely repayment of the sukuk's obligations due to its various roles and obligations under the sukuk structure and documentation, especially - but not limited to - the features explained below.

- Vidullanka, as the lessee, will ensure sufficient funds are available to meet the ijarah payment (periodic distribution) payable to the trustee under the ijarah agreement on each

<https://www.fitchratings.com/research/corporate-finance/fitch-assigns-vidullanka-plc-proposed-sukuk-a-ika-final-rating-08-05-2025>

1/9

ijarah payment date. Vidullanka can take other measures to ensure there is no shortfall and that the exercise price and ijarah payment are paid in full and in a timely manner.

- The trustee will have the right under the purchase undertaking to require Vidullanka to purchase and accept the transfer of all the trustee's interest, rights, benefits and entitlements in and to the underlying assets at the exercise price. Repurchase is based on the exercise price and unpaid and accrued ijarah payments, if any.
- The sukuk is secured with assets of a specific project, as well as cash held in a designated account, ranks pari passu with the company's other secured debt, and ranks in priority to all other unsecured creditors to the extent of the security.
- Failure to pay the ijarah payment or the exercise price of the sukuk on the designated payment dates constitutes an event of default.
- Vidullanka will carry out maintenance and insure the underlying asset. The documentation includes financial reporting obligations, covenants, and cross-default or cross-acceleration terms. The document does not include terms related to negative pledge or change of control.
- Vidullanka grants license to the lessor (HNB), its servants or agents to inspect and examine the underlying asset. If the lessee fails to comply, it will constitute a dissolution event.
- The transaction will be governed by the law of Sri Lanka. Fitch does not express an opinion on whether the relevant transaction documents are enforceable under any applicable law. However, Fitch's rating on the proposed sukuk reflects the agency's belief that Vidullanka will stand behind its obligations.
- When assigning ratings to the sukuk to be issued, Fitch does not express an opinion on the sukuk's compliance with sharia principles. If the sukuk becomes non-sharia compliant, it is an event of default and the sukuk shall become immediately due and payable at the discretion of the trustee upon request or direction from the sukuk holders.

For more details on Vidullanka's National Long-Term Rating, please see [Fitch Upgrades 7. Revises 2 Sri Lankan Non-Financial Corporates' Ratings on National Scale Revision](#) (published 22 January 2025) and [Fitch Affirms Sri Lanka's Vidullanka PLC at 'A+\(Ika\)'; Outlook Stable](#) (published 24 July 2024).

PEER ANALYSIS

The proposed sukuk's rating is derived from Vidullanka's National Long-Term Rating.

RATING SENSITIVITIES

Rating Sensitivities for the Sukuk Rating

Factors that could, individually or collectively, lead to negative rating action/downgrade:

- Negative rating action on Vidullanka's National Long-Term Rating will lead to similar action on the sukuk's rating

Factors that could, individually or collectively, lead to positive rating action/upgrade:

- Positive rating action on Vidullanka's National Long-Term Rating will lead to similar action on the sukuk's rating.
- The sukuk rating could also be sensitive to changes in Vidullanka's role and obligations under the sukuk's structure and documents.

Rating Sensitivities for Vidullanka's National Long-Term Rating

Factors that Could, Individually or Collectively, Lead to Negative Rating Action/Downgrade:

- EBITDA net leverage sustained above 4.0x (end-2024: 0.9x)
- EBITDA interest coverage sustained below 1.8x (2024: 8.0x)
- Material increase in counterparty risk or the risk of repatriating cash flow from overseas

Factors that Could, Individually or Collectively, Lead to Positive Rating Action/Upgrade:

- Significant increase in operating scale and meaningful diversification of power plants

ISSUER PROFILE

Vidullanka is a Sri Lanka-domiciled and listed renewable power producer, with total installed power generation capacity of approximately 51MW, including associates and joint ventures, at end-March 2024. Installed capacity consists of hydro (33MW), solar (14.7MW)

and dendro (3.3MW). Operations are spread between Sri Lanka (38MW) and Uganda (13MW).

REFERENCES FOR SUBSTANTIALLY MATERIAL SOURCE CITED AS KEY DRIVER OF RATING

The principal sources of information used in the analysis are described in the Applicable Criteria.

MACROECONOMIC ASSUMPTIONS AND SECTOR FORECASTS

[Click here](#) to access Fitch's latest quarterly Global Corporates Macro and Sector Forecasts data file which aggregates key data points used in our credit analysis. Fitch's macroeconomic forecasts, commodity price assumptions, default rate forecasts, sector key performance indicators and sector-level forecasts are among the data items included.

ESG CONSIDERATIONS

Not applicable.

RATING ACTIONS

ENTITY / DEBT ↕	RATING ↕			PRIOR ↕
Vidullanka PLC				
senior secured	Natl LT	A+(Ika)	New Rating	A+(EXP)(Ika)

[VIEW ADDITIONAL RATING DETAILS](#)

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Additional information is available on www.fitchratings.com

PARTICIPATION STATUS

The rated entity (and/or its agents) or, in the case of structured finance, one or more of the transaction parties participated in the rating process except that the following issuer(s), if any, did not participate in the rating process, or provide additional information, beyond the issuer's available public disclosure.

APPLICABLE CRITERIA

[National Scale Rating Criteria \(pub. 22 Dec 2020\)](#)

[Sukuk Rating Criteria \(pub. 13 Jun 2022\)](#)

[Corporates Recovery Ratings and Instrument Ratings Criteria \(pub. 03 Aug 2024\)](#)
(including rating assumption sensitivity)

[Corporate Rating Criteria \(pub. 07 Dec 2024\)](#) (including rating assumption sensitivity)

Sector Navigators – Addendum to the Corporate Rating Criteria (pub. 07 Dec 2024)

APPLICABLE MODELS

Numbers in parentheses accompanying applicable model(s) contain hyperlinks to criteria providing description of model(s).

Corporate Monitoring & Forecasting Model (COMFORT Model), v8.1.0 (1)

ADDITIONAL DISCLOSURES

[Solicitation Status](#)

[Endorsement Policy](#)

[Potential Conflicts Resulting from Revenue Concentrations](#)

ENDORSEMENT STATUS

Vidullanka PLC

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ANNEXURE II – COLLECTION POINTS

Copies of the Prospectus and the Application Form can be obtained free of charge from the following Collection Points.

Vidullanka PLC - Head Office Vidullanka PLC Level 4, Access Towers, No. 278, Union Place, Colombo 2, Sri Lanka Tel : +94 11 4 760 000 Fax : +94 11 4 760 076	Bankers to the Issue Hatton National Bank PLC HNB Towers 479, T. B. Jayah Mawatha, Colombo 10, Sri Lanka Tel: + 94 11 2 664 664 Fax: + 94 11 2 662 832
Managers and Joint Arrangers to the Issue NDB Investment Bank Limited, Level 1, NDB Capital Building, No. 135, Baudhaloka Mawatha, Colombo 04 Tel : + 94 11 2300385-90 Fax : +94 11 2300393 Joint Arrangers to the Issue Adl Capital (Private) Limited No. 4A, 1/1 Col TG Jayawardena Mawatha, Colombo 03 Tel: + 94 11 7 394 270	Managers & Secretaries (Pvt) Ltd No. 10, Gothami Road, Colombo 08. Tel : +94 11 2 015 913 Fax : +94 11 5 579 960

Trading Participants of the CSE

HNB Stockbrokers (Private) Limited No. 53, Dharmapala Mawatha, Colombo 03. Tel: +94 11 2 206 206 Fax: +94 11 2 206 298-9 E-mail: sales@hnbstockbrokers.com	Asha Securities Limited No. 60, 5 th Lane, Colombo 03. Tel: +94 11 2 429 100 Fax: +94 11 2 429 199 E-mail: asl@ashasecurities.net
Asia Securities (Private) Limited 4 th Floor, Lee Hedges Tower, No.349, Galle Road, Colombo 03. Tel: +94 11 7 722 000 Fax: +94 11 237 2280 E-mail: inquiries@asiasecurities.lk	Almas Securities (Private) Limited Westin Tower, 5th Level, No 2 - 4/1, Lake Drive, Colombo 8. Tel: +94 11 707 144 551 Fax: +94 11 2 673 908 E-mail: info@almasecurities.com
Bartleet Religare Securities (Private) Limited Level "G", "Bartleet House" 65, Braybrooke Place, Colombo 02. Tel: +94 11 4 221 000 Fax: +94 11 2 434 985 E-mail: info@bartleetstock.com	Capital Trust Securities (Private) Limited 42, Sir Mohamed Macan Markar Mawatha, Colombo 03. Tel: +94 11 2 174 174, +94 11 2 174 175 Fax: +94 11 2 174 173 E-mail: inquiries@capitaltrust.lk
CT CLSA Securities (Private) Limited 4-14, Majestic City, 10, Station Road, Colombo 04. Tel: +94 11 2 552 290 - 4 Fax: +94 11 2 552 289 E-mail: info@ctclsa.lk	First Capital Equities (Pvt) Limited Level 12, Vallible Property Building, No. 480, Galle Road, Colombo 03 Tel: +94 +94 112 123 901
J B Securities (Private) Limited No. 150, St. Joseph Street, Colombo 14. Tel: +94 11 2 490 900 Fax: +94 11 2 430 070 E-mail: jbs@jb.lk	John Keells Stockbrokers (Private) Limited 186, Vauxhall Street, Colombo 02. Tel: +94 11 2 306 250 Fax: +94 11 2 342 068 E-mail: jkstock@keells.com
Lanka Securities (Private) Limited 3rd Floor," M2M Veranda Offices", No34, W.A.D. Ramanayeke Mawatha, Colombo 2. Tel: +94 11 4 706 757, +94 11 2 554 942 Fax: +94 11 4 706 767 E-mail: info@lankasec.com	Ambeon Securities (Private) Limited No. 100/1, 2nd Floor, Elvitigala Mawatha, Colombo 08 Tel: +94 11 532 8200 / +94 11 532 8100 Fax: +94 11 532 8177 E-mail: info@ambeonsecurities.lk

NDB Securities (Private) Limited Level 2, NDB Capital Building, No. 135, Bauddhaloka Mawatha, Colombo 04. Tel: +94 11 2 131 000 Fax: +94 11 2 314 181 E-mail: mail@ndbs.lk	S C Securities (Private) Limited 5 th Floor, No. 26 B, Alwis Place, Colombo 03. Tel: +94 11 4 711 000, +94 11 4 711 001 Fax: +94 11 2 394 405 E-mail: itdivision@sampathsecurities.lk
Somerville Stockbrokers (Private) Limited 410/95,1/1, Bauddhaloka Mawatha, Colombo 07 Tel: +94 11 2 502 858/ +94 11 2 502 862 Fax: +94 11 2 502 852 E-mail: contact@somerville.lk	Seylan Bank PLC Level 3, Seylan Towers, 90, Galle Road, Colombo 03. Tel: +94 11 2 45 6300 Fax: +94 11 2 45 2215 E-Mail: info@seylan.lk
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Senfin Securities Limited 4 th Floor, No.180, Bauddhaloka Mawatha, Colombo 04. Tel: +94 11 2 359 100 Fax: +94 11 2 305 522 E-mail: info@senfinsecurities.com	First Guardian Equities (Private) Limited 32 nd Floor, East Tower, World Trade Centre, Colombo 01. Tel: +94 114 464 400 E-mail: info@fge.lk
LOLC Securities (Private) Limited No.481, T.B. Jayah Mawatha, Colombo 10. Tel: +94 11 5 889 889 Fax: +94 11 2 662 883 E-mail: info@lolcsecurities.com	ACAP Stock Brokers (Private) Limited No. 46/46, 7th Floor, Greenlanka Towers, Nawam Mawatha, Colombo 02. Tel: +94 117 564 000 Fax: +94 112 331 756 E-mail: info@acapstockbrokers.lk
Enterprise Ceylon Capital (Private) Limited 2 nd Floor-4B, Liberty Plaza, 250, R. A. De Mel Mawatha, Colombo 3 Tel: +94 11 2 445 644, +94 11 2 301 861 E-mail: info@ecc.lkrichard	Richard Pieris Securities (Pvt) Limited No 310, Highlevel Road, Nawinna, Maharagama. Tel: +94 11 4 310 500 Fax: +94 11 2 802 385 E-mail: communication@rpsecurities.com

LOLC Securities Limited No.481, T.B. Jayah Mawatha, Colombo 10. Tel: +94 11 5 889 889 Fax: +94 11 2 662 883 E-mail: info@lolcsecurities.com	Nestor Stock Brokers (Private) Limited No. 428, 2/1, R.A. De Mel Mawatha, Colombo 3. Tel: +94 11 4 758 138 Fax: +94 11 2 550 100 E-mail: info@nestorstockbrokers.lk
Wealthtrust Securities Limited No. 102/1, Dr. N.M. Perera Mawatha, Colombo 3. Tel: +94 11 2 675 091 – 4 Fax: +94 11 2 689 605 E-Mail: info@wealthtrust.lk	ACS Capital (Private) Limited No.44, Guilford Crescent, Colombo 07 Tel: +94 11 789 8302 /+94 11 789 8302 E-mail: info@acscapital.lk
Capital Alliance PLC Level 5, "Millenium House" 46/58, Nawam Mawatha, Colombo 02. Tel: +94 11 2 317 777 Fax: +94 11 2 317 788 E-Mail: info@cal.lk	

ANNEXURE III – CUSTODIAN BANKS

Bank of Ceylon (Head Office) 11 th Floor, 04, Bank of Ceylon Mawatha Colombo 01. T: +94 11 2 204 064	Citi Bank, N A 65 C, Dharmapala Mawatha Colombo 07. T: +94 11 4 794 733
Commercial Bank of Ceylon PLC Commercial House 21, Sir Razik Fareed Mawatha Colombo 01. T: +94 11 2 486 000/ +94 11 4 486 000/ +94 11 7 486 000/ +94 11 5 486 000	Deutsche Bank AG 86, Galle Road Colombo 03. T: +94 11 2 447 062, 2 438 057
Hatton National Bank PLC HNB Towers 479, T. B. Jayah Mawatha Colombo 10. T: +94 77 7 712 406	The Hong Kong and Shanghai Banking Corporation Limited 24, Sir Baron Jayathilake Mawatha Colombo 01. T: +94 11 2 325 435, 2 446 591, 2 446 303
People's Bank (Head Office) 5 th Floor, Sir Chittampalam A Gardiner Mawatha Colombo 02. T: +94 11 2 206 782	Standard Chartered Bank 37, York Street Colombo 01. T: +94 2 480 450
Sampath Bank PLC 110, Sir James Peiris Mawatha Colombo 02. T: +94 11 5 600 374, +94 11 4 730 662	State Bank of India 16, Sir Baron Jayathilake Mawatha Colombo 01. T: +94 11 4 622 350
Seylan Bank PLC Level 8, Ceylinco Seylan Towers 90, Galle Road Colombo 03. T: ++94 11 4 701 812, +94 11 4 701 819	Union Bank of Colombo PLC 64, Galle Road Colombo 03. T: +94 11 2 374 205
Nations Trust Bank PLC 256, Sri Ramanathan Mawatha Colombo 15. T: +94 11 4 313 131	Pan Asia Banking Corporation PLC (Head Office) 450, Galle Road Colombo 03. T: +94 11 2 565 565
National Development Bank PLC No.40, Navam Mawatha, Colombo 02 T: +94 (0) 11 2 448 448	DFCC Bank PLC No.73/5, Galle Road, Colombo 03. T: +94 112 442 031

ANNEXURE IV –UNDERLYING ASSET

VLL has identified its existing plant and the machinery belonging to the Lower Kotmale Oya Mini Hydro Power Project of Vidullanka PLC to be the Underlying Asset for the Ijarah contract.



Lower Kotmale Oya Mini Hydro Power Project (MHPP) is the 6th Hydro power project of Vidullanka PLC, which was successfully commissioned in June 2014. The 4MW project located in Nuwara Eliya, Sri Lanka is the largest project of the group in terms of capacity in Sri Lanka, and it is designed to supply over 13GWh of clean energy annually. However, the average historical generation of this plant has been 17.6GWh, which was much higher than originally designed generation. The project has entered into a 20-year Power Purchasing Agreement (PPA), with the Ceylon Electricity Board, the national utility of Sri Lanka to whom the generated electricity is sold. Currently the generated electricity is sold at LKR. 8.31 per KWh. The project has close to 10 years of remaining operations as per the PPA, which is further extendable to 20 more years after the lapse of the agreement. The river source of the project is the Kotmale Oya. The project uses three Francis turbines; 2 with a capacity of 1600KW and 1 with a capacity of 800KW, with a designed plant factor of 37%. The project costed approximately USD 8.2 Mn to design, construct and commission. Given below are few technical specifications and details of the project:

Plant Name	Lower Kotmale Oya MHPP
Ownership	100%
Installed Capacity	4.0 MW
Location	Nuwara Eliya (7° 1'59.79"N 80°39'2.89"E)
Project Cost	USD 8.2 Mn
River	Kotmale Oya
Catchment Area	89 Sq.km
Plant Factor	37%
Designed Annual Energy	13 GWh
Gross Head	71.5 m
Channel Length	1,430 m
Penstock Length	870 m
Turbine	Francis Turbines (2*1,600kW+1*800kW)
Present Status	Commissioned on 25 th June 2014

ANNEXURE V – CERTIFICATIONS ISSUED BY THE SHARIAH SCHOLARS ON THE STRUCTURE OF THE ISSUE

The following contains the certifications issued by the Shariah Scholars appointed by VLL on the structure of the Issue. Prospective Investors should not solely rely on the Pronouncement of the Sharia Scholars in deciding to make an investment in the Issue and may consult their own Shariah advisers/board before making any decision if they wish or require.

Shariah Compliance Certificate		
This is to certify that the Ijarah based Sukuk to be issued by Vidullanka PLC is compliant with the Shariah.		
		
Prof. Aishath Muneeza	Mr. Mohammed Siraj Najubudeen	Mr. Muhammad Murshid Merza Mulaffar
Date: 10.03.2025		

ANNEXURE VI – PROFILES OF THE SHARIAH SCHOLARS

Mr. MURSHID MULAFFAR

Mr. Murshid Mulaffar is a Shariah Scholar accredited by the Securities and Exchange Commission of Sri Lanka for Islamic Capital Market Products Certification. He has been appointed as a Shariah Scholar to the proposed Sukuk Issue of Vidullanka PLC. Mr. Murshid Mulaffar has extensive experience in Islamic finance, serving as the chairman and a key member of various Shariah Supervisory Boards for leading financial institutions in Sri Lanka and abroad. His roles include positions at Islamic Banking Units of Bank of Ceylon (BOC), Commercial Bank of Ceylon PLC, Seylan Bank PLC, MCB Bank, LOLC Finance PLC, and Amana Takaful PLC, among others. He has also contributed to launching pioneering Islamic financial products, such as the first Islamic Money Market and Capital Market Funds in Sri Lanka. Additionally, he has conducted Shariah audits, developed internal IT systems for Islamic financial institutions, and played a key role in implementing the country's first Sukuk transaction. His leadership extends to founding consultancy services and serving on executive committees for notable Islamic organisations.

Murshid Mulaffar has achieved significant career milestones in Islamic finance and education. He played a key role in establishing Islamic financial units across major banks, finance companies and Takaful institutions in Sri Lanka, including Seylan Bank PLC, Commercial Bank of Ceylon PLC, BOC and LOLC Finance PLC. He was instrumental in developing pioneering financial products such as Sri Lanka's first Islamic Money Market Fund (Comtrust-Adl Mudaraba), Equity Market Fund (Crescent i Fund), and Islamic Margin Trading. His contributions extend to implementing internal IT systems for profit distribution, initiating the country's first Sukuk transaction between LOLC Finance PLC and BOC and establishing halal certification practices. He has also developed comprehensive training material, Shariah manuals, and educational resources for teaching Islamic finance principles in various institutions.

Mr. Murshid Mulaffar holds a Bachelor of Islamic Studies (Hons) from LINCOLN University College, Malaysia, and a Diploma in Psychology from the Global Academic Hub, Sri Lanka. He also completed advanced Islamic studies, including Dhaurath-ul-Tafseer and Dhaurath-ul-Hadheeth from Jamia Arabia Ahsan-ul-Uloom, Pakistan, and earned the Al Alim certification from Al-Humaidiyya Arabic College in Sri Lanka. His professional qualifications include being a Certified Shariah Advisor and Auditor (CSAA) by the Accounting and Auditing Organization for Islamic Financial Institutions (AAOIFI) in Bahrain and holding a certification in Islamic Banking & Finance from the Centre for Islamic Economics, Pakistan.

He is also actively involved in several professional organizations, serving as an Executive Committee Member of the All Ceylon Jamiyyathul Ulama (ACJU), a board member of the All Ceylon hai'athul Qur'aanil Kareem (ACHK), and a founder member/ director of institutes like the Mahmoud Institute for Skill Development and Islamic Careline Counseling, which focus on skill development and psycho-social support.

Based on the outlined background and credentials, Mr. Murshid Mulaffar demonstrates the requisite fitness and propriety in line with the expected standards. Furthermore, there are no known conflicts of interest with VLL.

Mr. MOHAMED SIRAJ NAJUBUDEEN

Mr. Mohamed Siraj Najubudeen is a Shariah Scholar accredited by the Securities and Exchange Commission of Sri Lanka for Islamic Capital Market Products Certification. He has been appointed as a Shariah Scholar to the proposed Sukuk Issue of Vidullanka PLC. Mr. Mohamed Siraj Najubudeen counts experience with a career spanning over fifteen years in Islamic finance Industry who has been extensively involved in evaluating and ensuring Shariah compliance in the areas of retail banking, corporate banking, investment banking and treasury in the pioneering Islamic Financial Institution of Sri Lanka including his key role as the Secretary of the Supervisory Council of Amana Bank (formerly known as Amana Investments Limited) from 2007 to 2015. He joined Al Hilal Bank, Abu Dhabi, United Arab Emirates in 2015 as the Manager- Shariah Structuring & Coordination where he was involved in Shariah review and structuring until 2018. He served as an Executive Manager- the Head of Shariah Compliance at Alizz Islamic Bank, Muscat, Oman from 2018 to 2022. Currently, he works as an Islamic Finance Specialist at Shariah Division of Islamic Development Bank, Jeddah, Saudi Arabia.

Mr. Mohamed Siraj Najubudeen is a Chartered Islamic Finance Professional (CIFP) from INCEIF, Malaysia. Certified Shariah Advisor & Auditor (CSAA) and Certified Islamic Professional Accountant (CIPA) from Accounting and Auditing Organization for Islamic Financial Institutions (AAOIFI), Bahrain. He holds a Bachelor of Law (LLB) from the University of London, in addition to a Bachelor's degree in Islamic Studies from International Peace University of South Africa (IPSA). Further, he is a degree holder in Islamic Theology from Al-Rashad Arabic College, Sri Lanka. In addition, he holds an Advance Diploma in Business Management from the Association of Business Executives, UK.

Mr. Murshid Mulaffar has developed and teaches Islamic Banking programmes for non-Muslim bankers in Sri Lanka. He is also a visiting lecturer at South Eastern University and has led workshops promoting non-riba-based banking. He is a member of ACIFP, ABE UK, and a Fellow of AAOIFI.

Based on the outlined background and credentials, Mr. Mohamed Siraj Najubudeen demonstrates the requisite fitness and propriety in line with the expected standards. Furthermore, there are no known conflicts of interest with VLL.

PROFESSOR DR. AISHATH MUNEEZA

Prof. Dr. Aishath Muneeza is a Shariah Scholar accredited by the Securities and Exchange Commission of Sri Lanka for Islamic Capital Market Products Certification. She has been appointed as a Shariah Scholar to the proposed Sukuk Issue of Vidullanka PLC. Prof. Dr. Aishath Muneeza is a distinguished expert in Islamic finance and currently serves as the Associate Dean for Students and Internationalization at INCEIF University. She has held several high-profile positions in the Maldives, including being the first female Deputy Minister of the Ministry of Islamic Affairs and the Ministry of Finance and Treasury. She played a pivotal role in the development of Islamic finance in the Maldives, having served as Head of Islamic Finance at the Capital Market Development Authority, a member of the Islamic Fiqh Academy, and Chairman of Maldives Hajj Corporation Limited and Maldives Center for Islamic Finance. Her expertise extends to Shariah advisory, having structured corporate Sukuk offerings and Islamic treasury instruments for both public and private entities. She sits on various Shariah advisory committees and boards in different countries, including the Maldives, Malaysia and Tanzania. A registered Shariah Adviser with regulatory authorities in the Maldives, Malaysia and Sri Lanka, Prof. Dr. Muneeza has contributed to the development of Islamic capital market products.

Prof. Dr. Aishath Muneeza holds a Ph.D., LL.M. and LL.B (Hons) from the International Islamic University of Malaysia (IIUM). She is a member of AAOIFI's Public Interest Monitoring Consultative Committee (PIMCC) and an EXCO member of the Association of Shariah Advisors in Islamic Finance (ASAS), Malaysia. A sought-after speaker and certified training professional accredited by the Finance Accreditation Agency (FAA), she has received numerous national and international awards, including the Rehendhi Award and has received the Lifetime Achievement Award at the 8th WIEFC 2025, Minhaj University Lahore, for her groundbreaking contributions to the global advancement of Islamic finance. She is also recognized in Islamica 500 as one of the most influential personalities in the field of Islamic economics.

Based on the outlined background and credentials, Prof. Dr. Aishath Muneeza demonstrates the requisite fitness and propriety in line with the expected standards. Furthermore, there are no known conflicts of interest with the applicant entity.

ANNEXURE VII – CHARITIES APPROVED BY THE SHARIAH SCHOLARS

The Shariah Scholars have approved following charities selected from the List of Approved Charities published on the Inland Revenue Website:

<https://www.ird.gov.lk/en/publications/sitepages/approved%20charity.aspx?menuid=1408>

2 - Sri Lanka Cancer Society

4- Colombo Friend-in-Need Society

45- Shilpa Children's Trust

49 - SOS Children's Villages Sri Lanka

72- The Ceylon School for the Deaf and Blind

80 - Cancer Care Association - Sri Lanka