



PROSPECTUS

Initial Public Offering of 202,615,341 Ordinary Voting Shares at
LKR 16.00 per Share



WINDFORCE

PROSPECTUS

INVITATION TO INVEST IN THE INITIAL PUBLIC OFFERING

Through an Offer for Subscription of Two Hundred and Two Million Six Hundred and Fifteen Thousand Three Hundred and Forty-One (202,615,341) Ordinary Voting Shares at LKR 16.00 per Share for a Total Value of LKR 3,241,845,456

To be listed on the Main Board of the Colombo Stock Exchange

Issue Opens on 24 March 2021

Joint Managers and Financial Advisors to the Issue



CT CLSA Capital (Pvt) Ltd
(A CT Holdings Group and CLSA Group Company)

4-15, Majestic City,
10, Station Road,
Colombo 04



Capital Alliance Partners Limited

Level 5, "Millennium House",
46/58, Navam Mawatha,
Colombo 02



CORPORATE PROFILE

WindForce Limited (WIND) was incorporated in July 2010 to promote and to handle all aspects of renewable energy developments. Over the years through its investments in the renewable energy space, the Company has transformed to become the largest Independent Power Producer (IPP) in the Renewable Energy generation sector in Sri Lanka and have expanded operations globally.

WIND has expertise and experience in conducting Feasibility Studies, Design and Engineering Management, Procurement, Commissioning, Construction, Erection, Operation and Maintenance of power plants. This has enabled it to be present in the entire life cycle of a power project.

WIND commenced operations by commissioning Sri Lanka's first private sector Wind Power Plants in Seguvantivu and Vidatamunai in 2010. Subsequently, the Company expanded into Solar (ground and roof top) and Small Hydro Power generation. WIND currently operates 27 power plants with an installed capacity of 218MW of which 55.4% of the capacity which is 120.6MW is based in Sri Lanka and rest is based in Uganda, Pakistan and Ukraine.

WIND was in the forefront of introducing new technology in power generation in Sri Lanka and the Company's engineering team is continuously engaged in innovative projects broadening their engineering horizons and adaptation of new technology. A key notable milestone for the engineering team was the development and commencement of the first two flagship Wind Power plants in the island within a span of eight months, with an initial management team of five capable individuals in 2009.

WIND was the pioneer in Wind Power generation in Sri Lanka and one of the first players in the Solar Power generation. Further, the Company intends to build and operate 01 power plant in Sri Lanka and 01 new power plant in Senegal further diversifying its project portfolio. WIND has expanded into foreign countries by forging partnerships with renowned brands in the global Renewable Energy generation space.

The WIND Group employs a staff of 145 across its subsidiaries and project companies. A professional, experienced, and versatile engineering team is one of the core strengths of the Company and with an entrepreneurial and unique management culture promoting innovation, agility, technical competence and challenge oriented-ness has enabled WIND's engineering team to stand out as an all-rounder in the industry. WIND is blessed with 05 engineers who possess accreditation of RISO Campus of Technological University of Denmark (DTU) for Wind Resource Assessment & Modelling using state-of-the-art software applications such as WASP 11. WIND's engineering team has in-house expertise and experience in designing Wind and Solar Power plants by themselves and mini-Hydro Power plants with limited third-party support. WIND's technical team performs comprehensive Operations & Maintenance (O&M) of their own Wind, Solar and Small Hydro Power Plants in contrast to the other renewable energy suppliers in the country.

As the largest IPP in the Renewable Energy generation sector in Sri Lanka, WIND Group has won many awards in a multitude of areas including industry excellence, management systems, engineering excellence, quality standards and financial performance.





Seguwantivu

Location – **Puttalam**

Capacity (MW) – **9.6**

Equity Stake held by WIND – **100.00%**







Solar One

Location – **Polonnaruwa**

Capacity (MW) – **10.0**

Equity Stake held by WIND – **50.00%**







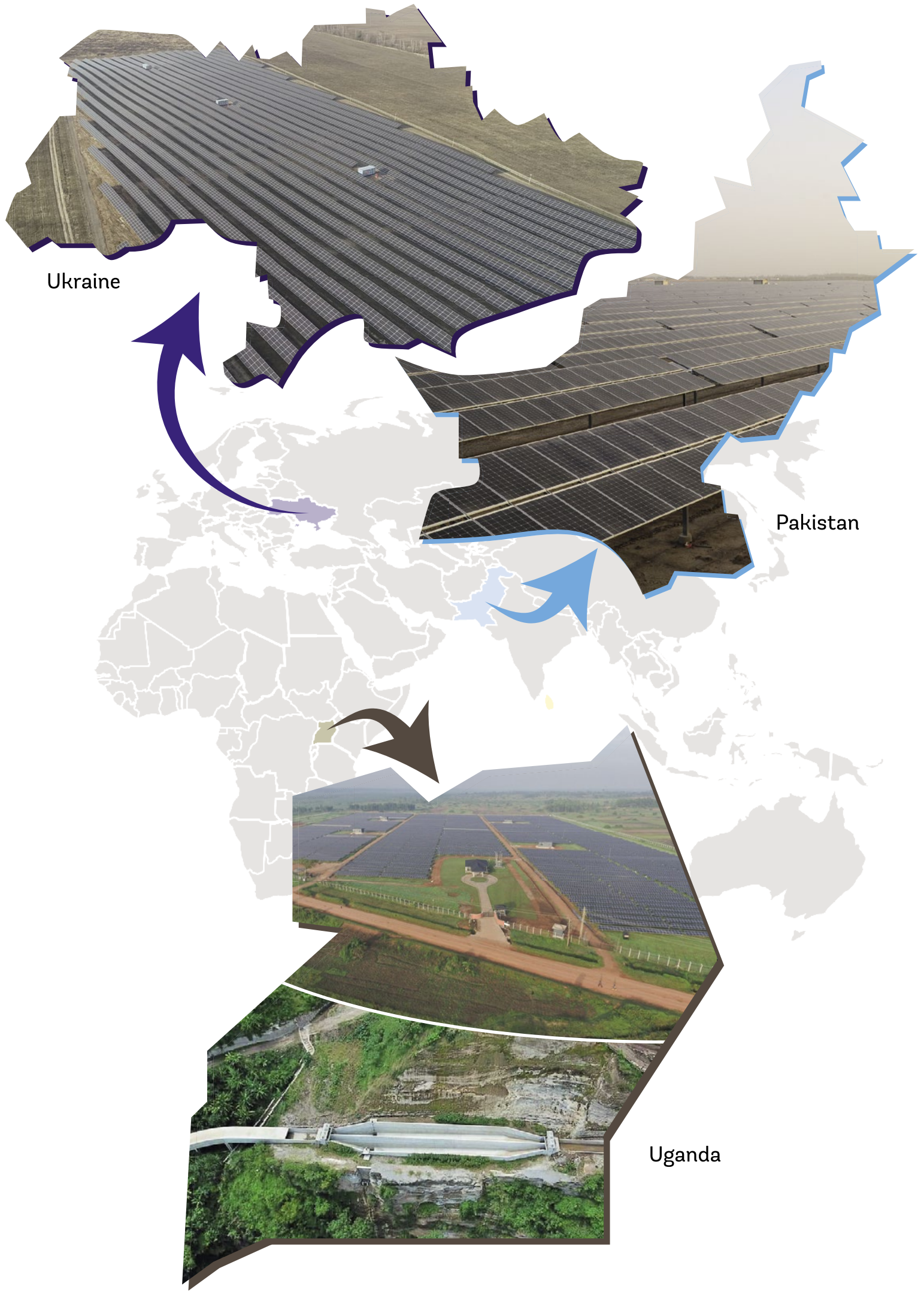
H.D.P. Power

Location – **Dambulla**

Capacity (MW) – **3.3**

Equity Stake held by WIND – **100.00%**





Ukraine

Pakistan

Uganda



Semypolky Solar

Location – **Ukraine, Brovarskiy**

Capacity (MW) – **9.0**

Equity Stake held by WIND – **17.86%**



Gharo Solar

Location – **Pakistan, Gharo**

Capacity (MW) – **50.0**

Equity Stake held by WIND – **30.00%**



Tororo PV Power

Location – **Uganda, Tororo**

Capacity (MW) – **10.0**

Equity Stake held by WIND – **80.00%**

Ziba Small Hydro

Location – **Uganda, Kyambura**

Capacity (MW) – **7.6**

Equity Stake held by WIND – **25.50%**



VISION STATEMENT

To pioneer and spearhead the growth of Renewable Energy in Sri Lanka and progress into overseas markets with the use of cutting edge technology and energy-efficient renewable energy plants that are socially, financially and legally sustainable to our investors in the long run.

MISSION STATEMENT

To hold our position as the largest contributor of Sri Lanka's renewable energy by investing in viable, eco-friendly and state-of-the-art renewable energy power plants and to venture beyond our shores and become prominent players in the global market.

KEY MILESTONES

2010

WindForce Limited (WIND) was incorporated.

WIND pioneered wind power generation in Sri Lanka by commissioning the Seguvantivu and Vidatamunai power plants in Puttalam.

National Science and Technology Award Winner - Outstanding Leadership in Introducing Technologies

2012

National Chamber of Commerce Sri Lanka - Winner - National Business Excellence

Engineering Excellence Award - Institution of Engineers, Sri Lanka

2015

Energy and Environment Foundation of New Delhi, India - Platinum Award for Outstanding Achievements in Sustainability Management

2016

WIND commissioned its first solar power plant, Solar One

The Ceylon Chamber of Commerce - Best Corporate Citizen Sustainability Award Winner

Presidential Environmental Award - Silver Renewable Energy Generating Projects

Renewgen (currently a fully owned subsidiary of WIND) commences operation and acquires five small Hydro projects.

2017

Presidential Environmental Award - Silver Renewable Energy Generating Projects

WIND marks its entry into foreign markets by commissioning Harappa Solar in Pakistan.

2018

Renewgen commissioned its first small hydro plant in Uganda

2019

Mahaweli Entrepreneurship Presidential Awards - Second Place - Best Mahaweli Entrepreneur of Sustainable Energy Generation

First solar power plant in Ukraine by a Sri Lankan Renewable Energy Company

WIND commissioned its largest solar power plant with an install capacity of 50MW in Gharo, Pakistan

2020

First solar power plant in Uganda by a Sri Lankan Renewable Energy Company

WIND acquires Renewgen, Seguvantivu, Energy Reclamation, Vidatamunai and Powergen becoming the leading independent power producer in renewable energy generation.

2021

ICRA assigns issuer a rating of [SL] AA- (stable) to WIND

Issue of Initial Public Offering (IPO)

This Prospectus is dated 01st March 2021

RESPONSIBILITY FOR THE CONTENT OF THE PROSPECTUS

This Prospectus has been prepared from the information provided by WindForce Limited (WIND), and from sources available to the public. The Directors of the Company, collectively and individually, having made all reasonable enquiries, confirm to the Joint Managers and Financial Advisors to the Issue, that to the best of their knowledge and belief, that this Prospectus contains all information with respect to the Company, which is material in the context of the Issue; that the information contained herein is true and correct in all material respects and is not misleading; that there are no other material facts, the omission of which would, make any statement contained herein misleading; that the opinions and intentions expressed herein are honestly held and have been reached after considering all relevant circumstances and are based on reasonable assumptions.

WindForce Limited accepts responsibility for the information contained in this Prospectus. While WindForce Limited has taken reasonable care to ensure full and fair disclosure of information, it does not assume any responsibility for any investment decisions made by investors based on information contained herein. In making an investment decision, prospective investors must rely on their own examination and assessments of the Company including the risks involved.

The delivery of this Prospectus shall not under any circumstances 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. An immediate market announcement will be made on the occurrence of such material changes (if any).

If you are in any doubt regarding the contents of this Prospectus or if you require any advice in this regard you should consult a Lawyer, Joint Managers and Financial Advisors to the Issue or any other Professional Advisor.

The Colombo Stock Exchange ("CSE") has taken reasonable care to ensure full and fair disclosure of information in this Prospectus. However, the CSE assumes no responsibility for the accuracy of the statements made, opinions expressed or reports included in this Prospectus. Moreover, the CSE does not regulate the pricing of the shares which is decided solely by the Issuer.

All resident applicants should indicate their respective NIC number or Company Registration Number in the Application Form. The passport number may be indicated only if the Applicants do not have a NIC number.

As per the Directive of the SEC made under Circular No. 08/2010 dated November 22, 2010 and Circular No. 13/2010 issued by the CDS dated November 30, 2010, all Shares shall be directly uploaded to the CDS. All Applicants should indicate their CDS account number in the Application Form.

Applicants who do not have a CDS account are advised to open a valid CDS account prior to making the Application, in order to facilitate the uploading of allotted Shares to the CDS.

APPLICATIONS WHICH DO NOT CARRY A CDS ACCOUNT NUMBER, OR WHICH INDICATE AN INCORRECT/ INACCURATE CDS ACCOUNT NUMBER SHALL BE REJECTED AND NO ALLOTMENTS WILL BE MADE.

THE ALLOTTED SHARES SHALL BE CREDITED TO THE APPLICANT'S CDS ACCOUNT AS INDICATED IN THE APPLICATION FORM.

PLEASE NOTE THAT SHARE CERTIFICATES SHALL NOT BE ISSUED.

You may open a CDS account through any Member/Trading Member of the CSE as set out in Annexure 5 or through any Custodian Bank as set out in Annexure 6 of this Prospectus. You can also open a CDS account through the 'CSE Mobile App'. The CSE mobile application can be downloaded from the Apple App Store (For Apple IOS Users) or the Google Play Store (For Google Android Users).

REGISTRATION OF THE PROSPECTUS

A copy of this Prospectus has been delivered to the Registrar General of Companies in Sri Lanka for registration. The following documents were also attached to the copy of the Prospectus delivered to the Registrar General of Companies.

1) The written consent of the Joint Managers and Financial Advisors to the Issue

The Joint Managers and Financial Advisors to the Issue have given and have not before the delivery of a copy of the Prospectus for registration, withdrawn their written consent for the inclusion of their name as Joint Managers and Financial Advisors to the Issue and for the inclusion of their statements/ declarations in the form in which it is included in the Prospectus.

2) The written consent of the Registrars to the Issue

The Registrars to the Issue have given and have not before the delivery of a copy of the Prospectus for registration, withdrawn their written consent for the inclusion of their name as Registrars to the Issue in the Prospectus.

3) The written consent of the Auditors and Reporting Accountants to the Company

The Auditors and Reporting Accountants to the Company have given and have not before the delivery of a copy of the Prospectus for registration, withdrawn their written consent for the inclusion of their name as Auditors and Reporting Accountants to the Company and for the inclusion of their report/ statements in the form and context in which it is included in the Prospectus.

4) The written consent of the Lawyers to the Issue

The Lawyers to the Issue have given and have not before the delivery of a copy of the Prospectus for registration, withdrawn their written consent for the inclusion of their name as Lawyers to the Issue in the Prospectus.

5) The written consent of the Bankers to the Company and the Issue

The Bankers to the Company and the Issue have given and have not before the delivery of a copy of the Prospectus for registration, withdrawn their written consent for the inclusion of their name as Bankers to the Company and the Issue in the Prospectus.

6) The written consent of the Company Secretary

The Company Secretary has given and has not before the delivery of a copy of the Prospectus for registration, withdrawn their written consent for the inclusion of their name as Company Secretary in the Prospectus.

7) The Declarations by the Directors

A declaration made by each of the Directors of the Company confirming that each of them have read the provisions of the Companies Act relating to the Issue of the Prospectus and that those provisions have been complied with.

Representation

No person is authorized to give any information or make any representation not contained in this Prospectus and if given or made, any such information or representation must not be relied upon as having been authorized by the Company.

Registration of the Prospectus in jurisdictions outside 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 jurisdictions 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 their investment.

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 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 changes, exposure to market risks, general economic and fiscal policies of Sri Lanka, inflationary pressures, 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 risks 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.

Investment Considerations

It is important that this Prospectus is read carefully prior to making an investment decision. For information concerning certain risk factors, which should be considered by prospective investors, see Future Strategies, Assumptions associated with the Future Strategies and risks associated with the Future Strategies in Sections 3.13, 3.14 and 3.15 respectively.

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. Reference in the Prospectus to “LKR”, “Rupees” and “Rs.” are reference to the local currency of Sri Lanka. Reference to “USD” is with reference to the United States Dollars, the official currency of the United States of America.

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

Presentation of Macroeconomic and Industry Data

Economic and industry data used throughout this Prospectus are derived from the Central Bank of Sri Lanka and various other industry data sources, which the Company believes to be reliable, but the accuracy and completeness of that information is not guaranteed. Similarly, industry surveys and other publications, while believed to be reliable, have not been independently verified and neither the Company nor the Joint Managers and Financial Advisors to the Issue make any representation as to the accuracy of that information.

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ISSUE AT A GLANCE

Issuer	WindForce Limited
Number and Type of Securities to be Offered	202,615,341 Ordinary Voting Shares
Issue Price	LKR 16.00 per share
Amount to be Raised	LKR 3,241,845,456
Minimum Subscription per Application	<p>Minimum subscription per Application is 100 Shares (LKR 1,600). Applications exceeding the minimum subscription should be in multiples of 100 Shares</p> <p>Minimum subscription of 100 Shares will be allotted to each successful Applicant</p>
Opening of the Subscription List (Issue Opening Date)	24 March 2021
Closure of the Subscription List (Issue Closing Date)	15 April 2021
Earliest Closing Date	24 March 2021
Basis of Allotment	As described in Section 1.8 of this Prospectus
CSE Listing	To be listed on the Main Board of the CSE, subject to compliance with the CSE Listing Rules and the SEC Directives

CORPORATE INFORMATION

Issuer	WindForce Limited
Date of Incorporation	06 July 2010
Place of Incorporation	Colombo, Sri Lanka
Legal Form	<p>Incorporated in Sri Lanka on 06 July 2010 as a Private Limited Liability Company under the provisions of Companies Act No. 7 of 2007. The legal form of the company was changed from Private Limited to a Limited Company under provisions of the Companies Act No. 07 of 2007 on 02 February 2021.</p> <p>Authority of Incorporation: Registrar of Companies (ROC), Colombo</p>
Company Registration Number	PB00234079
Registered Office and Current Place of Business	<p>WindForce Limited No. 334, T.B. Jayah Mawatha, Colombo 10. Tel: +94 11 269 7151 Fax: +94 11 465 424</p>
Board of Directors	<p>Mr. R. P. Pathirana – Chairman, Non-Executive Non-Independent Mr. A. A. Akbarally – Deputy Chairman, Executive Non-Independent Mr. K. B. M. I. Perera – Managing Director, Executive Non-Independent Mr. Huzefa Akbarally – Non-Executive Non-Independent Director Mr. Hussain Akbarally – Executive Non-Independent Director Mr. M. Najmudeen – Non-Executive Non-Independent Director Mr. V. K. Hirdaramani – Non – Executive Non-Independent Director Mrs. Saumya Amarasekera – Non-Executive Independent Director Mr. Dilshan Hettiaratchi – Non-Executive Independent Director Mr. Savantha De Saram – Non-Executive Independent Director</p>
Company Secretary	<p>Nexia Corporate Consultants (Private) Limited No. 181, Nawala Road, Colombo 05. Tel: +94 11 451 5236 Fax: +94 11 258 7490</p>
Auditors to the Company	<p>B.R. De Silva & Co. (Chartered Accountants) No. 22/4, Vijaya Kumaranatunga Mawatha, Colombo 5. Tel: +94 11 251 3421 Fax: +94 11 451 2404</p>
Bankers to the Company	<p>Commercial Bank of Ceylon PLC Commercial House, No. 21, Sir Razik Fareed Mawatha, P.O. Box 856 Colombo 01. Tel: +94 11 248 6000 Fax: +94 11 244 9889</p>

DFCC Bank PLC,
73/5 Galle Rd,
Colombo 03.
Tel: +94 11 244 2442
Fax: +94 11 244 0376

Hatton National Bank PLC
Level 19, No. 479,
T. B. Jayah Mawatha,
Colombo 10.
Tel: +94 11 246 2462
Fax: +94 11 266 2759

Sampath Bank PLC
110, Sir James Peiris Mawatha,
Colombo 02.
Tel: +94 11 230 0260
Fax: +94 11 230 3085

National Development Bank PLC
40, Nawam Mawatha,
Colombo 02.
Tel: +94 11 244 8448
Fax: +94 11 230 5031

Seylan Bank PLC
Seylan Towers,
No. 90, Galle Road,
Colombo 03.
Tel: +94 11 245 6789
Fax: +94 11 245 6456

Standard Chartered Bank (Sri Lanka) Limited
No. 37, York Street,
Colombo 01.
Tel: +94 11 248 0000
Fax: +94 11 545 0007

Hongkong and Shanghai Banking Corporation Limited
24, Sir Baron Jayatilake Mawatha,
Colombo 01.
Tel: +94 11 445 1000

	<p>Pan Asia Banking Corporation PLC 450, Galle Road, Colombo 03. Tel: +94 11 4 667 222 Fax: +94 11 2 565 565</p> <p>Bank of Ceylon No.1, BOC Square, Bank of Ceylon Mawatha, Colombo 01. Tel: +94 11 244 6790 Fax: +94 11 232 1160</p> <p>Diamond Trust Bank DTB Centre, Kampala Plot 17/19, Kampala Road P.O. Box 7155, Kampala, Uganda Tel: (+256-314) 387 387</p> <p>Standard Chartered Bank Uganda Ltd P.O. Box 7111, Kampala, Uganda Tel: (256) 313 294 1777</p> <p>HSBC Bank (Mauritius) Limited 6th Floor, HSBC Centre, 18 Cyber City, Ebene, Mauritius. Tel: (230) 403 0916</p> <p>Standard Chartered Bank (Mauritius) Limited 12th Bank Street, 6th Floor, Standard Chartered Tower, Cyber City, Ebene, Mauritius. Tel: (230) 403 6500</p>
Credit Rating of Entity	[SL] AA- (stable) by ICRA Lanka Limited ^{RF1}

RELEVANT PARTIES TO THE ISSUE

Joint Managers and Financial Advisors to the Issue	<p>CT CLSA Capital (Pvt) Ltd # 4-15, Majestic City, 10, Station Road, Colombo 04. Tel: +94 11 250 3523 Fax: +94 11 258 0181</p> <p>and</p> <p>Capital Alliance Partners Limited Level 5, “Millennium House”, 46/58, Navam Mawatha, Colombo 02. Tel: +94 11 231 7777 Fax: +94 11 231 7788</p>
Legal Advisors and Lawyers to the Issue	<p>D. L. & F. De Saram Attorneys-at-Law No. 47, C.W. W. Kannangara Mawatha (Alexandra Place), Colombo 07. Tel: +94 11 269 5782 Fax: +94 11 269 5410</p>
Auditors and Reporting Accountants to the Issue	<p>B.R. De Silva & Co. (Chartered Accountants) No. 22/4, Vijaya Kumaranatunga Mawatha, Colombo 05. Tel: +94 11 251 3421 Fax: +94 11 451 2404</p>
Registrars to the Issue	<p>S S P Corporate Services (Private) Limited 101, Inner Flower Road, Colombo 03. Tel: +94 11 257 3485 Fax: +94 11 257 3609</p>
Bankers to the Issue	<p>Seylan Bank PLC Seylan Towers No. 90, Galle Road, Colombo 03. Tel: +94 11 245 6789 Fax: +94 11 245 6456</p>
Secretaries to the Issue	<p>Nexia Corporate Consultants (Private) Limited No. 181, Nawala Road, Colombo 05 Tel: +94 11 4 515 236 Fax: +94 11 2 587 490</p>

GLOSSARY OF TERMS AND ABBREVIATIONS

%	Percentage
Applicant/s	Any investor 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 New Shares
Articles of Association	Articles of Association of WindForce Limited
Auditors and Reporting Accountants to the Company	B.R. De Silva & Co.
AWPLR	Average Weighted Prime Lending Rate
BESS	Battery Energy Storage System
Beta Power	Beta Power (Pvt) Ltd.
Bn	Billions
CBSL	Central Bank of Sri Lanka
CDS	Central Depository System (Private) Limited
CEB	The Ceylon Electricity Board
CEO	Chief Executive Officer
CO2	Carbon dioxide
COMB	Commercial Bank of Ceylon PLC
Companies Act	Companies Act No. 07 of 2007
Company	WindForce Limited
CPPA	Central Power Purchasing Agency
CSE	Colombo Stock Exchange
Daily Life	Daily Life Renewable Energy (Pvt) Ltd.
DFCC	DFCC Bank PLC
DFI	Development Finance Institution
Directors	The Directors for the time being of the Company, unless otherwise stated
Effective Capacity	Power generation capacity of the project multiplied by the effective equity stake held by WIND
Energy Reclamation	Energy Reclamation (Pvt) Ltd.
EPS	Earnings Per Share
EV	Electric Vehicles
Foreign Investors	<ul style="list-style-type: none"> • Citizens of Sri Lanka who are resident outside Sri Lanka and above 18 years of age; • Corporate bodies incorporated or established outside Sri Lanka; • Foreign citizens above 18 years of age (irrespective of whether they are resident in Sri Lanka or overseas); • Regional and country funds approved by the SEC Please refer Section 2.1 for further information.

FY18	Financial Year Ended 31 March 2018
FY19	Financial Year Ended 31 March 2019
FY20	Financial Year Ended 31 March 2020
GDP	Gross Domestic Production
Gharo Solar	Gharo Solar (Pvt) Ltd.
GHI	Global Horizontal Irradiance
GoSL	Government of Sri Lanka
Gurugoda Hydro	Gurugoda Hydro (Pvt) Ltd.
H.P.D. Power	H.P.D. Power (Pvt) Ltd.
Ha	Hectare
Harappa Solar	Harappa Solar (Pvt) Ltd.
Hirujanani	Hirujanani (Pvt) Ltd.
HNB	Hatton National Bank PLC
HSBC	Hongkong and Shanghai Banking Corporation Limited
IIA	Inward Investment Account
IMF	International Monetary Fund
IPO	Initial Public Offering
IPP	Independent Power Producer
IRD	Inland Revenue Department
Issue, Offer	An invitation to the public by the Company to subscribe to the Offered Shares to be issued via an offer for subscription as detailed in this Prospectus
Joule Power	Joule Power (Pvt) Ltd.
LECO	Lanka Electricity Company
LIBOR	London Inter-bank Offer Rate
LKR	Sri Lankan Rupees
Mahoma Uganda	Mahoma Uganda Limited
Melanka Power	Melanka Power Moraketiya (Pvt) Ltd.
Mn	Millions
MW	Megawatt
NAV	Net Asset Value
NAVPS	Net Asset Value Per Share
NBRO	National Building Research Organization
NDB	National Development Bank PLC
NEFCO	The Nordic Environment Finance Corporation
New Shares, Offered Shares	Two Hundred and Two Million Six Hundred and Fifteen Thousand Three Hundred and Forty-One (202,615,341) new Ordinary Voting Shares to be issued by the Company to the public at the Share Offer Price
NIC	National Identity Card
Nirmalapura	Nirmalapura Wind Power (Pvt) Ltd.
No.	Number

Offer Closing/Closure Date	The date of closure of the subscription list as set out in Section 2.3 of this Prospectus
Offer Opening Date	The date of opening of the subscription list as set out in Section 2.3 of this Prospectus
Ordinary Shares, Shares, Issued and Paid up Ordinary Shares	Ordinary shares of the Company, with the right to one vote on a poll at a meeting of the Company on any resolution, the right to an equal share in dividends paid by the Company and the right to an equal share in the distribution of the surplus assets of the Company in liquidation.
PABC	Pan Asia Banking Corporation PLC
PCS	Power Converter System
P/E	Price to Earnings Ratio
PBV	Price to Book Value Ratio
Peak Power	Peak Power Delta (Pvt) Ltd.
PKR	Pakistani Rupee
PLF	Plant Load Factor
POA	Power of Attorney
Powergen	Powergen Lanka (Pvt) Ltd.
Prospectus	This Prospectus dated 01 March 2021 issued by the Company
PUCSL	Public Utilities Commission of Sri Lanka
Renewgen	Renewgen (Pvt) Ltd.
ROE	Return on Equity
RTGS	Real-time Gross Settlement
Sampath	Sampath Bank PLC
SCB	Standard Chartered Bank (Sri Lanka) Limited
SEA	Sustainable Energy Authority
SEC	Securities and Exchange Commission of Sri Lanka
Seguwantivu	Seguwantivu Wind Power (Pvt) Ltd.
Semypolky Solar	Semypolky Solar Limited
Seruwawila	Seruwawila Photovoltaic (Pvt) Ltd.
Seylan	Seylan Bank PLC
Share Offer Price, Share Issue Price	The price at which the New Shares will be offered to the public, as detailed in this Prospectus. Share Offer price of LKR 16.00 per Ordinary Voting Share
SLIPS	Sri Lanka Inter-bank Payment System
Solar One	Solar One Ceylon (Pvt) Ltd.
SPPA	Standardised Power Purchase Agreement
Stated Capital	The Stated Capital of WindForce Limited
Sunny Clime	Sunny Clime Lanka (Pvt) Ltd.
Suryadhanavi	Suryadhanavi (Pvt) Ltd.
Terraqua International	Terraqua International (Pvt) Ltd.
Terraqua Kokawita	Terraqua Kokawita (Pvt) Ltd.

The Board, The Board of Directors	The Board of Directors of WindForce Limited
Tororo PV Power	Tororo PV Power Company Limited
TWh	Terawatt Hour
UETCL	Uganda Electricity Transmission Company Limited
USD	United States Dollars
VAT	Value Added Tax
Vidatamunai	Vidatamunai Wind Power (Pvt) Ltd.
Vidul Madugeta	Vidul Madugeta (Pvt) Ltd.
Vydexa Lanka	Vydexa (Lanka) Power Corporation (Pvt) Ltd.
WIND	WindForce Limited
WtE	Waste to Energy
YE	Year Ended
Ziba	Ziba Limited

REFERENCES

RF1. https://www.icralanka.com/company_type/corporate-sector/

RF2. Sri Lanka Sustainable Energy Authority

RF3. International Monetary Fund

RF4. Ceylon Electricity Board – Long Term Generation Expansion Plan 2020 – 2039

RF5. Fiscal Budget GoSL 2021

RF6. Energy Insights by Mckinsey – Global Energy Perspective 2019

RF7. United Nations Framework Convention on Climate Change – 2021

RF8. Office of the Cabinet of Ministers, Sri Lanka, December 2020

1.0 THE ISSUE

1.1 INVITATION TO SUBSCRIBE

Applications are invited from the public to subscribe for Two Hundred and Two Million Six Hundred and Fifteen Thousand Three Hundred and Forty-One (202,615,341) New Ordinary Voting Shares at an Issue price of Rupees Sixteen (LKR 16.00) per share payable in full on application on the terms and conditions set out in this Prospectus. The Issue will constitute an offer for Subscription, as detailed below:

Number of Shares	202,615,341 Ordinary Voting Shares
Percentage of Shares on Offer	15.0%
Price per Share	LKR 16.00
Issue Value	LKR 3,241,845,456

The minimum subscription shall be 100 Ordinary Voting Shares at LKR 16.00 per share and applications in excess of the minimum subscription should be in multiples of 100 Shares.

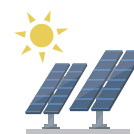
1.2 OBJECTIVES OF THE ISSUE

The Company intends to raise a sum of LKR 3,241,845,456 from the new issue of shares. The Company would allocate a sum of LKR 2,310,000,000 as the equity investment for the Mannar wind power project and the Senegal solar power project given in the table below.

Remaining funds of LKR 931,845,456 will be utilized for future power projects which have been already identified by the Management, but not concluded on. The Company intends to undertake power projects in both Sri Lanka and in other countries. WIND is confident of the ability of its inhouse business development team to identify and secure future investment opportunities to support long term business growth.

Total installed capacity of the Company will increase from 218MW to 263MW with the completion of the projects disclosed below, this would further strengthen the Company's position as the largest Renewable energy IPP^{RF2} in Sri Lanka and one of the largest in the region.

Summary of Project Pipeline:



	(10MW + 5MW) Wind Plants	30MW Solar Plant + 7.5MW Battery Storage
Location	Mannar, Sri Lanka	Mbacke, Senegal
Source of Energy	Wind	Solar
Installed Capacity	(10+5) MW	30MW
Effective Capacity	15MW	18MW
Equity Holding of WindForce	100.0%	60.0%



	(10MW + 5MW) Wind Plants	30MW Solar Plant + 7.5MW Battery Storage
Total Project Cost*	LKR 3,090,000,000	USD 39,240,000
Debt : Equity ratio	70 : 30	70 : 30
Investment by WindForce (utilizing IPO proceeds)	LKR 927,000,000	LKR 1,383,000,000 (USD 7,063,200)
Source of Debt Funding	Local Commercial Banks	Foreign Banks
Estimated Commencement Date	Q4 2021	Q3 2021
Estimated Completion Date	Q4 2022	Q3 2022
Shareholding Structure	WIND – 100.0%	WIND – 60.0%, Vidullanka PLC – 40.0%

* The total project cost estimates submitted for the tenders were based on quotations by major suppliers for key CAPEX. The total project cost estimates provided in this Prospectus are the same which was considered in the tender submissions.

With the commencement of the new power projects WIND would be able to further diversify its project portfolio and enhance the future profitability of the Company. This in turn would enhance the possibility of the Company maintaining its historical dividend pay-out to its shareholders. With the commencement of the Senegal power project, WIND will have more access to future potential power projects in the African region, where there is an abundance of untapped renewable energy resources.

The IPO proceeds will be utilized in accordance with the Rules set out under Section 9 of the CSE listing rules (as applicable). Further, upon the utilization of the IPO proceeds for each project and also upon completion of the construction of each future project, the company will make a market announcement via the CSE as per Section 8 of the CSE listing rules.

1.2.1 10MW AND 5MW WIND POWER PLANT PROJECTS IN MANNAR

The proposed wind power plants with capacity of 10MW and 5MW will be located in the Mannar district. WIND was the lowest bidder in the tender for the establishment of 60MW wind power plants in 1 – 10 MW capacities on BOO (build, own and operate) basis for the two projects proposed to be connected to the Mannar Grid Substation.

The project is expected to have high plant load factor of above 45% since the project is located in a corridor with high wind density. With the addition of new wind power plants, the installed capacity of the Company's wind energy portfolio will be 84.2MW.

The project has been already tendered; WIND is currently awaiting the approval of Cabinet Appointed Negotiations Committee (CANC) to finalize the award. WIND expects to receive all approvals from relevant authorities within the next 6 to 8 months. Once the approvals are received, the Company intends to commence the construction of the plant in the 4th quarter of 2021 and complete the project by 4th quarter of 2022. The 25-acre land required for the project will be leased from the GoSL for a period of 30 years. The Company has already formed a legal entity to undertake the project under the name Hiruras Power (Pvt) Ltd.

The estimated total investment required for the project is LKR 3,090,000,000 with a debt-to-equity funding ratio of 70:30. The interest rates applicable to the debt funding is expected to be AWPLR+1.5%. The Company is expected to invest LKR 927,000,000 for a 100% equity stake in the project. Funds for the project is expected to be utilized predominantly during the construction period, from 01 September 2021 to 31 January 2023.

1.2.2 30MW SOLAR AND 7.5MW BATTERY STORAGE IN SENEGAL

It is proposed to develop a 30MW solar power plant with 7.5MW Battery Energy Storage System (BESS) and 15MW Power Converter System (PCS) near Mbacke, Senegal. The BESS and PCS are expected to supply a 02-step power output to the utility during the day with minimum intermittency. Electricity generated from the plant will be sold to Senegal National Electricity Company (SENELEC) under the generation license to be issued by the Electricity Sector Regulatory Commission (CRSE), Senegal at 0.09 USD/kWh for energy delivered and at a capacity charge of 195,000 USD/month for stable 02 step power/day from BESS system for a period of 25 years. Project is now in the advanced negotiations stage finalizing the technical clarifications and tariff structure. The project will be executed in partnership with Vidullanka PLC who also possesses experience on operating in the African region. The plant is expected to have a plant load factor of 22%. With the addition of this new solar power plant the installed capacity of the Company's solar energy portfolio will be 152.3MW.

WIND expects to receive all approvals from relevant authorities within the next 6 months and commence the construction during the 3rd quarter of 2021 and complete the project by 3rd quarter of 2022. The 100-acre land required for the project will be leased from Orientis Senegal S.A. for a period of 25 years.

The estimated total investment required for the project is USD 39,240,000 with a debt-to-equity funding ratio of 70:30. The interest rates applicable to the debt funding is expected to be LIBOR+5%. The Company is expected to invest USD 7,063,200 or LKR 1,383,000,000 for a 60% equity stake in the project, while remaining equity investment would be contributed by the project partner. Funds for the project is expected to be utilized predominantly during the construction period, from 01 August 2021 to 31 October 2022.

1.3 SPECIFIC RISKS ASSOCIATED WITH THE OBJECTIVES OF THE ISSUE

A. Risk of cost overruns and delays in project implementation

Estimated machinery, equipment and construction cost could rise to unexpected levels in future due to fluctuations in foreign currency and delays in implementation of the project. WIND keeps the project cost within the budget with stringent internal controls. However, costs could still rise due to adverse macro-economic events which are beyond the control of the Company (or its partners). In the event of any such instance where the project cost exceeds the estimates, the Company would bridge the funding gap using internally generated funds and bank borrowings. Delays in project implementation could result from cost overruns, natural disasters, unforeseen design and engineering changes and labour disruptions. However, since the SPPAs indicate a timeline for project completion and commencement date for generation of electricity, timely implementation of projects is vital.

B. Possibility of not receiving the required approvals for the projects

10MW and 5MW Wind Power Plant Projects in Mannar

The project has been already tendered; WIND is currently awaiting the approval of the Cabinet Appointed Negotiations Committee (CANC) to finalize the details. Upon finalising, the Company expects to receive other approvals required for the project. Even though there is a possibility of delays in issuing approvals, the GoSL has communicated the need to expedite the renewable energy projects in the pipeline (Public and Private sector projects) to meet the medium-term

electricity requirement of the populace. Therefore, the likelihood of obtaining the most critical approvals from CEB, SEA, PUCSL and CEA is high and the Company is confident of receiving the required approvals for the project given its expertise in developing, engineering, construction and operation of similar wind power plants. However, the less critical approvals are predominantly dependent on the proposed land. Should a risk in obtaining a less critical approval materialise, the management intends to proceed with a suitable alternative land. If there is a risk of not receiving any other required approvals from a regulatory authority, the Company will work towards addressing concerns of the respective regulatory authority and obtain the approvals.

30MW Solar and 7.5MW Battery Storage in Senegal

Senegal launched the PANER (Plan d'Actions National des Energies Recoverable), a National Action Plan for Renewable Energies in order to comply with Economic Community of West African States (ECOWAS) energy policy. Main objectives for 2030 are to reach 32% of renewable energy (632MW) in the total installed capacity. Hence, the 30MW solar project will contribute to meeting part of the renewable energy target of the Government of Senegal. After the finalisation of the tariff structure, the likelihood of obtaining the most critical approvals from SENELEC and CRSE is high. Further, the Company is confident of receiving the required approvals given the experience gained by the company in developing, engineering, construction and operation of similar power plants overseas. The project equity partner Vidullanka PLC also has experience in executing similar projects in the region. However, the less critical approvals are predominantly dependent on the proposed land. Should a risk in obtaining a less critical approval materialise, the management intends to proceed with a suitable alternative land. If there is a risk of not receiving any other required approvals from a regulatory authority, the Company will work towards addressing concerns of the respective regulatory authority and obtain the approvals.

C. Risk of not being able to invest IPO proceeds on a timely basis or in the objectives specified under Section 1.2

WIND does not foresee any risk of not being able to invest the funds raised from the IPO on a timely basis or in the objectives specified under Section 1.2, since WIND has already identified potential opportunities suitable for renewable power generation in Sri Lanka and in other countries. However, if the entirety of IPO proceeds is not utilized immediately for investments, such funds will be invested in term deposits at an expected rate of return of c. 5% p.a., until such time it is used for investments.

Further, WIND will disclose the progress of the utilization of the proceeds in the format outlined below, in its interim and annual financial statements until full amount is utilized for said purposes.

Objective as per Prospectus	Amount allocated as per Prospectus	Amount allocated from proceeds in LKR (A)	% of total proceeds	Amount utilized in LKR (B)	% utilized against allocation (B/A)	Clarification if not fully utilized including where the funds are invested
-	-	-	-	-		-
-	-	-	-	-		-

If IPO proceeds are not utilised for objectives under Section 1.2 due to events beyond the control of the Company, prior to using the IPO proceeds for other purposes, a market announcement will be made via CSE and all required approvals from relevant parties including shareholder approval, will be sought for the deviation from the stated objectives.

1.4 NATURE OF THE NEW SHARES OFFERED

Two Hundred and Two Million Six Hundred and Fifteen Thousand Three Hundred and Forty-One (202,615,341) New Ordinary Voting Shares offered shall, upon allotment, rank equal and pari passu in all respects with the other existing Ordinary Voting Shares of the Company and such Shares shall confer on the holder thereof the right to one vote on a poll at a meeting of the Company on any resolution, the right to an equal share in any dividend that may be paid by the Company after the allotment of the Offered Shares and the right to an equal share in the distribution of the surplus assets of the Company in a liquidation.

1.5 CONSIDERATION

The Board of Directors has, after careful consideration, resolved that the Issue price of Rupees Sixteen (LKR 16.00) per Share for the New Ordinary Voting Shares being offered, is fair and reasonable to the Company and to all existing Shareholders of the Company.

1.5.1 BASIS OF DETERMINATION OF CONSIDERATION FOR WHICH SHARES ARE TO BE ISSUED

The Offer price was determined by WIND in consultation with Capital Alliance Partners Limited and CT CLSA Capital (Pvt) Ltd (Joint Managers and Financial Advisors to the Issue) in accordance with the Research Report compiled by Capital Alliance Partners Limited and CT CLSA Capital (Pvt) Ltd in line with Rule 3.1.4 (c) of the CSE Listing Rules.

A summary of the Valuation Methods used to determine the Issue price is as follows:

Valuation Method	Value per share (LKR)	Discount Compared to the Issue Price
Discounted Cash Flows	18.01	11.2%
P/E Ratio – Trailing	22.36	28.4%
P/E Ratio – Forward	26.24	39.0%
P/BV Ratio	24.47	34.6%

Source: Research Report (Annexure 4)

The IPO price of LKR 16.00 per Share is at a 11% discount to the reference point valuation, based on the Discounted Cash Flow valuation, of LKR 18.01. This IPO discount is provided to investors in order to provide a potential upside on the investment. A copy of the Research Report that includes the forecasted financials and the valuation methodologies is enclosed in Annexure 4 of this Prospectus.

The Net Asset Value per share of WIND as at 31 December 2020 was LKR 15.30 as per unaudited interim financial statements. This translates into a PBV of 1.05 based on the Issue price.

1.5.2 THE INVESTORS ARE ADVISED TO READ THE FOLLOWING SUMMARY WITH THE RISK FACTORS INCLUDED IN SECTION 3.15 AND THE DETAILS ABOUT WINDFORCE LIMITED AND ITS FINANCIAL STATEMENTS INCLUDED IN THIS PROSPECTUS.

01. QUALITATIVE FACTORS

A. WIND is the largest Independent Power Producer (IPP) in the renewable energy generation sector in Sri Lanka with a well-diversified project portfolio

WIND is the largest IPP^{RF2} in the renewable energy generation sector in Sri Lanka with an installed capacity of 218MW which is diversified across major renewable energy sources and across different countries. WIND has 7 wind power plants with an installed capacity of 69.2MW, 10 solar power plants with an installed capacity of 122.3MW and 10 mini-hydro power plants with an installed capacity of

26.4MW. WIND has operations in three countries outside Sri Lanka; two solar plants with an installed capacity of 68.0MW in Pakistan, one solar plant with an installed capacity of 10MW and two small-hydro plants with an installed capacity of 10.3MW in Uganda, and one solar plant with an installed capacity of 9.0MW in Ukraine.

B. WIND has secured higher tariff rates and PLFs

WIND was the pioneer in wind power generation in Sri Lanka and one of the first players in the solar power generation. First mover advantage into these segments has enabled WIND to lock-in higher tariff rates as well as to strategically locate the wind plants in wind corridors with higher wind speeds throughout the year and to strategically locate solar plants where the Annual Average Global Horizontal Irradiance (GHI) is high, resulting in higher plant factors.

C. WIND is better placed to capture the growth in the renewable energy sector

Drive towards cleaner energy has resulted in regulators encouraging private sector investments into renewable energy space. WIND is better placed to capture the growth potential in the renewable energy space in Sri Lanka and other regional countries. WIND is one of the pioneers to introduce wind power to Sri Lanka in 2010 with the commencement of operations in Seguvantivu and Vidatamunai power plants. WIND was one of the first companies to start solar power plants in 2016. Due to the track record of introducing breakthrough technologies in energy generation in the countries in which it operates, WIND is in a better position to capture the expected growth in the sector utilizing the core team of professionals they have built throughout the years.

02. QUANTITATIVE FACTORS

A. WIND's Earnings per Share (EPS), Return on Equity (ROE) and Price to Earnings Ratio (P/E)

Based on Reported Financials	Basic EPS (LKR)*	Diluted EPS (LKR)*	Return on equity	P/E Ratio ** (X)
31st March 2018	2.25	2.25	19.9%	7.10
31st March 2019	1.55	1.55	15.3%	10.35
31st March 2020	1.87	1.87	10.6%	8.53
Average	1.89	1.89	15.2%	8.46
3 months ended 31 December 2020***	0.23	0.23	N/A	N/A

Source: WIND Audited financial statements

* WIND doesn't have any dilutive instruments in the capital structure

** P/E ratio of WIND is calculated based on the IPO issue price of LKR 16.00. The Average P/E Ratio of 8.46 is calculated based on the Average Basic EPS of LKR 1.89.

*** As per unaudited financial statements

$$\text{Earnings per Share (LKR)} = \frac{\text{Net profit as restated, attributable to equity shareholders}}{\text{Weighted Average number of equity shares outstanding during the year/period}}$$

$$\text{Return on Equity (\%)} = \frac{\text{Net profit after tax, as restated}}{\text{Net Assets as at the end of the year / period}}$$

B. WIND's P/E in relation to the Offer Price of LKR 16.00 per share

- a. Based on Basic and Diluted EPS of LKR 1.87 for the financial year ended 31st March 2020, the P/E ratio is 8.53 times.
- b. Based on the three year average (FY18 - FY20) EPS of LKR 1.89, the P/E ratio is 8.46 times.
- c. Industry P/E details are given below:

Particulars	Name of the peer entity	P/E Ratio* (Times)
Lowest	Vallibel Power Erathna PLC	9.11
Highest	LAUGFS Power PLC	33.19
	Industry Average**	16.83***

Source: CSE, Audited financial statements

*Closing price as at 12 January 2021 and earnings per share as at 31 March 2020

**Industry Classification – Utilities (Global Industry Classification Standard, CSE)

*** Lotus Hydro Power PLC was excluded from the industry average calculation as the P/E ratio of 295 was an outlier due to the low EPS reported for the period

C. WIND's Net Asset Value (NAV) per Share and Price to Book Value (P/BV) Ratio

- a. Based on the NAV per share in the latest audited financial statements as at 31 March 2020 is LKR 14.24, the P/BV ratio is 1.12 times.
- b. Based on the NAV per share in the latest unaudited interim financial statements as at 31 December 2020 is LKR 15.30, the P/BV ratio is 1.05 times.
- c. Post IPO NAV per share is LKR 15.41, adjusted to reflect the NAV as at 31 December 2020 and Number of Shares in Issue assuming the full subscription of the Shares issued via the IPO.
- d. IPO offer price is LKR 16.00
- e. The range of the P/BV ratio of industry peers is as given below:

Particulars	Name of the peer entity	P/BV Ratio* (Times)
Lowest	Panasian Power PLC	1.25
Highest	Resus Energy PLC	2.10
	Industry Average**	1.63

Source: CSE, Audited financial statements

*Closing price as at 12 January 2021 and book value as at 31 March 2020

**Industry Classification – Utilities (Global Industry Classification Standard, CSE)

D. Comparison of Accounting Ratios of the Industry

Peer comparison based on the 31 March 2020 financial statements is as follows:

Name of the peer entity	Basic EPS (LKR)	NAV Per Share* (LKR)	P/E Ratio** (Times)	P/BV Ratio** (Times)	ROE
Vallibel Power Erathna PLC	0.87	3.99	9.11	1.98	21.8%
LVL Energy Fund PLC	0.64	7.53	15.69	1.34	9.2%
Vidullanka PLC	0.41	3.51	14.36	1.68	12.1%
Panasian Power PLC	0.24	3.28	17.22	1.25	7.0%
LAUGFS Power Limited	0.33	7.00	33.19	1.54	4.6%
Resus Energy PLC	2.33	12.74	11.44	2.10	18.3%
Lotus Hydro Power PLC	0.04	6.89	295.42	1.55	0.5%

Source: CSE, Audited financial statements

Industry Classification – Utilities (Global Industry Classification Standard, CSE)

* NAV Per Share was calculated excluding non-controlling interest

**Closing Price as at 12 January 2021

1.6 LISTING

This offer comprises of Two Hundred and Two Million Six Hundred and Fifteen Thousand Three Hundred and Forty-One (202,615,341) New Ordinary Voting shares of the Company. If fully subscribed, the New Shares will amount to 15.00% of the Issued and Paid-up Ordinary Shares of the Company, subsequent to the offer.

An application has been made and approved in principle by the CSE for permission to deal in and for a listing of One Billion Three Hundred and Fifty Million Seven Hundred and Sixty Eight Thousand Nine Hundred and Forty Two (1,350,768,942) Ordinary Voting Shares being the entirety of the Shares constituting the Stated Capital of the Company resulting after the Offer for Subscription. However, the CSE reserves the right to withdraw such approval granted for the listing of the Shares mentioned above, in the circumstances set out in Rule 2.3 of the Listing Rules of the CSE.

WIND has already complied with 2.1.2. (i) (a) and 2.1.2. (i) (b) of the CSE listing rules. It is expected that the Company will meet the minimum public holding requirement set out in CSE Listing Rules 2.1.2. (i) (c), which requires that 20% of the total number of shares for which a listing is sought should be in the hands of a minimum number of 500 public shareholders on the completion of the Issue pursuant to which the listing of the entire Ordinary shares of the Company will take place on the Main Board of the CSE. The current Pre-IPO Public shareholding is 16.46%. If the Issue is fully subscribed by Public shareholders, the shares offered via the IPO will amount to 15.0% of the total Issued Ordinary Shares of the Company subsequent to the Issue. This will result in a Post-IPO Public shareholding of 28.99%.

In the event of an undersubscription where WIND is unable to meet the minimum public holding requirements set out in CSE Listing Rules 2.1.2 (i) (c), upon closure of the offer, the Company would alternatively opt for a listing on the Diri Savi Board of the CSE, subject to meeting the minimum public holding requirement set out in CSE Listing Rules 2.1.2 (ii) (c). The CSE listing rules 2.1.2 (ii) (c) requires that 10% of the total number of shares for which a listing is sought should be in the hands of a minimum of 200 public shareholders, provided that the float adjusted market capitalization is less than LKR 1Bn. Upon the successful completion of the Issue, Ordinary Voting Shares of the Company will be listed on the Diri Savi Board of the CSE, subject to compliance with Rule 2.1.2 of the Listing Rules of the CSE.

The Independent Auditor's reports in the audited financial statements of WIND for the FY20 does not contain an emphasis of matter on going concern. Accordingly, WIND is in compliance with 2.1.2 (i) (d) of the CSE listing rules.

In the event the Issue is being undersubscribed and thereby the Company being unable to fulfil the minimum public holding requirement as per Section 2.1.2 of the Listing Rules, the Company will return all monies received from the Applicants for subscription of the Ordinary Voting Shares within Eight (08) Market Days from the Issue Closing Date and in such event the Ordinary Voting Shares of the Company will not be listed on the CSE.

1.7 SUBSCRIPTION LIST

The Subscription List for the shares offered will open at 9.00 a.m. on 24 March 2021 and shall remain open for fourteen (14) market days until closure at 4.30 p.m. on 15 April 2021. In the event of an over subscription of the offered Shares prior to the closing date, the Company shall inform the CSE in writing immediately of such fact and the subscription list shall be closed on the same day at 4.30 p.m., with written notification to the CSE.

1.8 BASIS OF ALLOTTMENT

As per CSE listing rule 2.1.1.(g) (i), in the event the size of the Issue is Rupees Three Billion (LKR 3Bn) or more, the applicant entity shall determine the basis of allotting the shares in a fair and equitable manner, in consultation with the CSE.

As such, the basis of allotment determined by the Company in consultation with the CSE is as follows:

Investor Category	Percentage of Issue Allocated
Retail Individual Investors	30.00%
Unit Trusts Investors	10.00%
Group Employees and Directors	7.50%
Non-Retail Investors	52.50%
Total	100.00%

However, in the event the size of the Issue is less than Rupees Three Billion (LKR 3Bn), the basis of allotting the shares will be as per the manner prescribed in CSE listing rules 2.1.1.(g) (ii). In this event, the basis of allotment will be as follows:

Investor Category	Percentage of Issue Allocated
Retail Individual Investors	40.00%
Unit Trusts Investors	10.00%
Group Employees and Directors	7.50%
Non-Retail Investors	42.50%
Total	100.00%

In determining the basis of allotment within the Retail Individual Investor Category, individual investors who subscribe for a smaller number of shares shall be given priority.

'Retail Individual Investor' shall mean an individual investor who subscribes for a maximum of Three Thousand (3,000) Shares or a value of not more than Rupees Hundred Thousand (LKR 100,000/-), whichever is higher. However, in the event the size of the issue is LKR 3Bn or more, a 'Retail Individual

Investor' shall mean an individual investor who subscribes for a value of not more than Rupees Two Hundred Thousand (LKR 200,000).

'Unit Trust Investors' includes growth or balanced Unit Trusts operated by Managing Companies licensed by the Securities and Exchange Commission of Sri Lanka (SEC) to operate such Unit Trusts, where such Unit Trust comprises of not less than Five Hundred (500) unit holders resident in Sri Lanka who together hold at least 50% of that fund.

Please note that the Company will examine whether the Applicants under Unit Trusts investor category comply with criteria defined by the SEC Directive dated 06th June 2011 (SEC/LEG/11/06/01) and CSE Listing Rule 2.1.1 (g) (ii) (b).

'Group Employees and Directors' shall constitute employees and Directors of WIND Group. Only the employees and Directors from the following companies in the WIND Group can apply under the 'Group Employees and Directors' Category:

1. WindForce Limited
2. Seguwantivu Wind Power (Pvt) Ltd.
3. Vidatamunai Wind Power (Pvt) Ltd.
4. Nirmalapura Wind Power (Pvt) Ltd.
5. Daily Life Renewable Energy (Pvt) Ltd.
6. Powergen Lanka (Pvt) Ltd.
7. Joule Power (Pvt) Ltd.
8. Beta Power (Pvt) Ltd.
9. Vydexa (Lanka) Power Corporation (Pvt) Ltd.
10. Solar One Ceylon (Pvt) Ltd.
11. Suryadhanavi (Pvt) Ltd.
12. Sunny Clime Lanka (Pvt) Ltd.
13. Seruwawila Photovoltaic (Pvt) Ltd.
14. Hirujanani (Pvt) Ltd.
15. Gharo Solar (Pvt) Ltd.
16. Harappa Solar (Pvt) Ltd.
17. Semypolky Solar Limited
18. Renewgen (Pvt) Ltd.
19. Energy Reclamation (Pvt) Ltd.
20. Terraqua International (Pvt) Ltd.
21. Terraqua Kokawita (Pvt) Ltd.
22. Melanka Power Moraketiya (Pvt) Ltd.
23. Vidul Madugeta (Pvt) Ltd.
24. Gurugoda Hydro (Pvt) Ltd.
25. Peak Power Delta (Pvt) Ltd.
26. H.P.D. Power (Pvt) Ltd.
27. Mahoma Uganda Limited

28. Ziba Limited

29. Tororo PV Power Company Limited

The basis of allotment for the Group Employees and Directors Category will be at the discretion of the Board of Directors of the Company.

'**Non-Retail Investor**' category will include investors who do not fall under the 'Retail Individual Investor', 'Unit Trusts investor' or 'Group Employees and Directors' category.

Immediately after the basis of allotment being decided by the Board of Directors of the Company an announcement will be made to the CSE. The Company will notify successful applicants on their allotment within Ten (10) market days from the date of closure of the Issue.

In the event of an under-subscription in the Retail Individual Investors category, the Non-Retail Investors category shall be given first priority in allotment of the under-subscribed shares.

In the event of an undersubscription in the non-retail investor category, Retail Individual Investor category will be given first priority followed by Unit Trust investor category in the allotment of the under-subscribed Shares.

1.9 COST OF THE ISSUE

The Directors of the Company estimate that the total cost of the Share Issue will be approximately LKR 73 Mn, translating to 2.25% of the funds raised.

Above cost estimation includes the initial listing fees, fees payable to the Joint Managers and Financial Advisor to the Issue, Registrars to the Issue, Bankers to the Issue, Lawyers to the Issue, advertising and promotional agency, costs of postage, stamp duty and printing, and brokerage commission. These costs will be recovered from internally generated funds of the Company.

1.10 BROKERAGE

Brokerage at the rate of zero decimal five per centum (0.50%) will be paid by the Company in respect of the number of shares allotted on applications bearing the stamp of any member or trading member of the CSE or any bank operating in Sri Lanka or the Bankers to the Issue.

1.11 MINIMUM SUBSCRIPTION AND UNDERWRITING

No underwriting arrangement has been made by the Company for this Share Issue. Further in the opinion of the Directors of the Company, there is no minimum subscription required to be raised through this Issue.

1.12 INSPECTION OF DOCUMENTS

Certified copies of the following documents will be available for inspection during normal business hours at the Registered Office of **WindForce Limited, No. 334, T B Jayah Mawatha, Colombo 10**, from the date hereof, until the subscription list is closed or up to 14 market days, whichever is later.

- a) Articles of Association
- b) Material contracts and Management agreements, if any
- c) Reports, letters, valuations and statements by any expert, any part of which is extracted or referred to in this Prospectus
- d) The audited accounts of the Company for five (5) financial years immediately preceding the publication of this Prospectus

The Prospectus and the Articles of Association of the Company will also be hosted on the Company's website [**www.windforce.lk**](http://www.windforce.lk), and the CSE website [**www.cse.lk**](http://www.cse.lk) during the above mentioned period.

The Research Report prepared by the Joint Managers and Financial Advisors to the Issue will be hosted on the Company's website [**www.windforce.lk**](http://www.windforce.lk), CSE website [**www.cse.lk**](http://www.cse.lk), CT CLSA Capital website [**www.ctclsa.lk/ctclsac/**](http://www.ctclsa.lk/ctclsac/) and Capital Alliance Partners Limited website [**www.cal.lk**](http://www.cal.lk) for a period of two (02) months commencing from the date of issuance of the final Prospectus.

2.0 PROCEDURE FOR APPLICATION

2.1 ELIGIBILITY TO INVEST

Applications are invited from the following categories of applicants, **having a valid CDS account in the Central Depository System (Private) Limited (CDS Account):**

- a) Citizens of Sri Lanka who are resident within Sri Lanka and are above 18 years of age.
- b) Citizens of Sri Lanka resident outside of Sri Lanka and who are above 18 years of age.
- c) Foreign Citizens who are above 18 years of age.
- d) Companies, Corporations or Institutions incorporated or established within Sri Lanka.
- e) Corporate bodies incorporated or established outside Sri Lanka.
- f) Approved Provident Funds and approved contributory pension schemes registered / incorporated / established in Sri Lanka. Applications by these bodies must be in the name of the Trustee / Board of Management thereof, in order to facilitate the opening of the CDS Accounts.
- g) Regional and Country funds approved by the SEC.

IMPORTANT - Joint Applicants should not apply through a separate Application Form either individually or jointly.

An Applicant who has made an Application under a Margin Trading Account should not apply on a separate Application Form. Such Applications will also be construed as multiple Applications and will be rejected.

Applications will NOT be accepted from individuals under the age of 18 years or if made in the names of Sole Proprietorships, Partnerships, Unincorporated Trusts or any Non-Corporate Bodies.

2.2 PROCEDURE FOR APPLICATION

The Prospectus and Application Form will be available free-of-charge from the collection points listed under Annexure 5 in this Prospectus. The Prospectus and the Application Form can also be downloaded from www.cse.lk, www.windforce.lk, www.ctcls.lk/ctclsac and www.cal.lk. The Digital Application Form will be available via www.windforce.lk, www.ctcls.lk/ctclsac and www.cal.lk.

The Application Form should be legibly completed and be received by the Registrars to the Issue during the stipulated time period. 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.

Applicants, except for the applicants applying under the Group Employee and Director category, should apply only through one investor category (including joint applicants) and would be permitted to submit only one application form. Two or more applications submitted by the same applicant, except for the applicants applying under the Group Employee and Director Category, either under the same category or different category will be construed as multiple applications and will be rejected.

Only one Application should be made by an Applicant under the Group Employee and Director Category. Additionally, an Applicant may make a further Application (One [1] only) either under the Retail Individual Category or Non-Retail Category which will not be construed as multiple Applications and will not be rejected.

Joint Applicants should note that all parties in the Joint Application should either be residents of Sri Lanka or non-residents. An Applicant of a Joint Application will not be eligible to submit a separate Application either individually or jointly for the shares applied.

Applications by Companies, Corporations and other Corporate Bodies, registered/ incorporated/ established in Sri Lanka should be made under their common seal or in any other manner as provided by their Articles of Association or such other constitutional documents of such Applicants 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 Trustees/ Board of Management.

The Application Forms may be signed by any 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. The original POA certificate should not be attached.

Applicants, who wish to apply through their Margin Trading Accounts, should submit the Application signed by the Margin Provider, requesting a direct upload of the Shares 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 space provided in the Application Form. A "True copy" of the Margin Trading Agreement should be attached with the Application Form.

A foreign citizen must state his/ her Passport number in the space provided.

It should be noted that in the event the Applicant's CDS Account number is correctly stated in the Application Form all correspondence with such Applicant would be sent to the address given to the CDS by such Applicant.

Further, in the event the name or the address of the Applicant mentioned in the Application Form differs from the name or address given to the CDS by such Applicant in respect of the CDS Account mentioned in the Application Form, the name and the address given to the CDS by such Applicant in respect of the CDS account mentioned in the Application Form will be considered as the name and address of such Applicant. Therefore, the Applicants must ensure that their name and address mentioned in the Application Form matches with the name and address given to the CDS in respect of the CDS Account mentioned in the Application Form.

The applicant should absolve CSE and CDS for errors/omissions of the information recorded in the CDS accounts if such errors/omissions were initiated by such applicants.

Applications submitted under the Unit Trust Investors Category should accompany a written confirmation by the Trustee confirming that such unit trust is in conformity with the criteria defined by the SEC Directive dated June 6, 2011 (Ref: SEC/LEG/11/06/01).

As per the Directive of the Securities and Exchange Commission made under Circular No. 08/2010 dated November 22, 2010 and Circular No. 13/2010 issued by the Central Depository System (Private) Limited dated November 30, 2010, all Shares allotted shall be directly uploaded to the CDS accounts. As such, all Applicants should indicate their CDS account number in the Application Form. Applicants who do not have a CDS account number are advised to open a valid CDS account prior to submitting the Application in order to facilitate the uploading of relevant Shares to their CDS account.

Please note that upon the allotment of shares under this Issue, the allotted shares would be credited to the applicant's CDS account within twelve (12) Market Days from the closure of the Issue. Upon the completion of crediting of shares into the investors' CDS Accounts, the Company shall send a written confirmation to the shareholders within two (02) Market Days of crediting the CDS Accounts.

Please note that share certificates shall not be issued. Applications which do not carry the CDS account number, which is not opened at the time of the closure of the subscription list or which indicate an incorrect/ inaccurate CDS account number shall be rejected, and no allotment will be made. You can open a CDS account through any member/ trading member of the CSE as set out in Annexure 5 or through any custodian bank as set out in Annexure 6 of this Prospectus.

Applicants have the option of having their Shares 'locked' in the CDS as described below.

Shares that are locked would not be available for trading purposes and would not be visible to the participant. If the Applicant has not specified that his/her Shares need to be deposited to his/her 'locked' balance in the CDS account, the said Shares would be deposited to Applicant's 'trading' balance in the CDS account.

Those shareholders who do not want to trade the securities, the CDS would provide a mechanism where securities can be 'locked' in the CDS account. The CDS would maintain two balances for each CDS account, namely a 'trading' balance and a 'locked' balance. The trading balance would be visible to the CDS participant and all dealings and trading would be permitted on the said trading balance, as done presently.

As opposed to the trading balance, the locked balance will not be visible to the CDS participant and all dealings on such locked balance would be suspended thereby maintaining the confidentiality of the information and also safeguarding the account holder from an unauthorized sale by a broker.

At the option and request of an account holder, the CDS would transfer a named quantity of securities from the locked balance to the trading balance of a CDS account and/or from the trading balance to the locked balance.

Retail Individual and Non-Retail Investor Category

Applicants falling under the Retail Individual and Non-Retail Investor Categories should apply for the Shares on the **WHITE coloured** Application Form printed for this purpose, which constitutes part of this Prospectus. Such Application Forms will be made available from the collection points listed in Annexure 5 and can also be downloaded from www.cse.lk, www.windforce.lk, www.ctclsa.lk/ctclsac/ and www.cal.lk. Exact size copies of the Application form printed on **WHITE coloured** paper as specified herein will also be permissible under the Retail Individual and Non-Retail Investor Categories.

Group Employee and Director Category

Applicants applying under the Group Employee and Director Category must apply for the Shares only using the separate **BLUE coloured** Application Form printed for this purpose, which constitutes part of this Prospectus. Such Application Forms will only be made available through WindForce Group Companies. Employees applying under this category shall be required to apply under their respective individual names using only the correctly coloured Application Form and should not apply as joint Applicants.

Application Forms properly and legibly filled in accordance with the instructions thereof, along with the applicable remittance (cheque or bank draft or bank guarantee) for the full amount payable on the Application and the company seal/rubber stamp of the respective employer placed thereon should be submitted to WindForce Limited., No. 334 T. B. Jayah Mawatha, Colombo 10, for onward transmission to the Registrars to the Issue in accordance with Section 2.3.

Employees shall NOT submit Applications directly to the Registrars to the Issue. No photocopies of the coloured Application Form would be permissible and will not be permitted to send their application directly via email.

Unit Trust Investor Category

Applicants applying under the Unit Trust Investor Category must apply for the Shares using the separate **YELLOW coloured** Application Form printed for this purpose, which constitutes part of this Prospectus. Such Application Forms will be made available through the Joint Managers and Financial Advisors to the Issue, CT CLSA Capital (Pvt) Ltd., 4-15, Majestic City, 10 Station Road, Colombo 04 and Capital Alliance Partners Limited, Level 05, Millennium House, 46/58, Nawam Mawatha, Colombo 02.

The completed Application Forms should be submitted to the Joint Managers and Financial Advisors to the Issue who will forward the same to the Registrars to the Issue in accordance with Section 2.3 and will not be permitted to send their application directly via email.

2.3 SUBMISSION OF APPLICATIONS

2.3.1 SUBMISSION OF APPLICATION VIA POST, COURIER OR DELIVERY BY HAND

The Application Form should be filled in accordance with the instructions thereof, along with the applicable remittance (cheque or bank draft or bank guarantee or RTGS transfer only) for the full amount payable. The application should be enclosed in a sealed envelope marked “**WindForce Limited – IPO**” on the top left-hand corner and be addressed and dispatched by post or courier or delivered by hand to the **Registrars to the Issue** at the following address, prior to 4.30 p.m. local time on the Issue Closing Date.

S S P Corporate Services (Private) Limited
101, Inner Flower Road,
Colombo 03.

Applications may also be handed over to the Joint Managers and Financial Advisors to the Issue, the Bankers to the Issue and its branches, members and trading members of the CSE as set out in Annexure 5, for onward transmission to the Registrars to the Issue.

In the case of investors applying under the Unit Trust Category the Application Forms should be submitted to the Joint Managers and Financial Advisors to the Issue who will forward the same to the Registrars to the Issue.

In the case of Applications dispatched by courier or post, such applications should reach the Registrars to the Issue no later than 4.30 p.m. on the market day immediately following the closure date. Any applications received after the above deadline shall be rejected even though the courier or post mark is dated prior to the closure date.

In the case of applications dispatched by hand, such applications should reach the Registrars to the Issue no later than 4.30 p.m. on the date of closure of the offering. Any applications received after the above deadline shall be rejected.

2.3.2 SUBMISSION OF DIGITAL APPLICATION FORM VIA EMAIL

The Company has provided the option for Individual Residents who are citizens of Sri Lanka to submit a Digital Application Form via email to ipo@windforce.lk and make the payment via a RTGS transfer or fund transfer only. Submission of Digital Application Forms are only permitted for Individual Resident investors. This option is not permitted for Individual Resident Investors applying through Margin trading accounts, Group Employees and Directors, Companies, Corporations and other Corporate Bodies and Unit Trusts.

The Digital Application Form can be accessed and completed via www.windforce.lk, www.ctclsal.lk/ctclsac and www.cal.lk. Once the applicant clicks the link to the Digital Application

Form, the email address of the applicant will be verified via a verification code. Once the verification is complete the applicant will be directed to the Digital Application Form.

Once the Digital Application Form is duly completed, a PDF version of the completed Application Form will be sent to the verified email address of the applicant. This PDF version of the duly completed Digital Application Form along with the fund transfer confirmation and any other applicable documentation duly attached must be sent via email to ipo@windforce.lk prior to 4.30 p.m. local time on the Issue Closing Date. Any Applications received via email after the above deadline shall be rejected.

2.3.3 ISSUE OPEN AND CLOSING

The subscription list for the offered Shares will open at 9.00 a.m. on 24 March 2021 and shall remain open for fourteen (14) market days until closure at 4.30 p.m. on 15 April 2021.

In the event of an over subscription of the offered Shares prior to the date scheduled as the closing date of the period for subscription, the Company shall inform the CSE in writing immediately of such a fact and the subscription list will be closed at 4.30 p.m. on the same day on which it is fully subscribed with notification to the CSE.

2.4 MINIMUM NUMBER OF SHARES

The application should be made for a minimum of hundred (100) Shares or in multiples of hundred (100) Shares thereof.

Applications made for less than hundred (100) Shares or for a number which is not in multiples of hundred (100) shares will be rejected. The cheque or bank draft or bank guarantee or RTGS transfer should be issued/carried out to the exact value of the number of shares applied for multiplied by the Share Issue Price. Cheques, bank drafts or bank guarantees or RTGS transfers not conforming to the above requirement will be rejected at the outset.

2.5 MODE OF PAYMENT

Payment should be made separately in respect of each Application by way of a cheque or bank draft or bank guarantee drawn upon a licensed commercial bank operating in Sri Lanka or RTGS transfer directed through any Licensed Commercial Bank operating in Sri Lanka. Remittances on Applications will be deposited in a separate bank account in the name of **“WindForce Limited – IPO”**.

Cash will not be accepted, anyone wishing to pay cash should obtain a bank draft from any Licensed Commercial Bank in Sri Lanka. Bank guarantees should be valid up to one (01) month from the date of opening of the Offer (i.e. 22 April 2021).

Payment for Applications for values below Rupees One Hundred Million (LKR 100,000,000/-) could be supported by only one cheque or bank draft or bank guarantee. Any Applications with two or more cheques, bank drafts or bank guarantees will be rejected at the outset in the event the value of such Application is below Sri Lankan Rupees One Hundred Million (100,000,000/-).

Payments for Applications for values above and inclusive of Sri Lankan Rupees One Hundred Million (LKR 100,000,000/-) will be permitted to submit multiple bank guarantees issued by Licensed Commercial Banks in Sri Lanka, multiple bank drafts drawn upon any Licensed Commercial Bank operating in Sri Lanka, or a single RTGS transfer directed through any licensed commercial bank operating in Sri Lanka, each of which should be for values on the date of opening of the Issue.

Please follow the web link given below in order to get your Bank and Branch codes. <https://www.lankaclear.com/downloads/bank-branch-directory/>

2.5.1 CHEQUES OR BANK DRAFTS – RESIDENT SRI LANKAN INVESTORS

Cheques or bank drafts should be drawn on any Licensed Commercial Bank in Sri Lanka and crossed “Account Payee Only” and made payable to **“WindForce Limited – IPO”**. Cheques or bank drafts accompanying Application Forms made for less than hundred (100) Shares or for a number which is not in multiples of hundred (100) Shares (as mentioned in Section 1.1) will not be sent for clearing and shall be returned via ordinary post at the risk of the applicant, or in the case of joint applicants, to the first named applicant. In the event that cheques are not realized within three (03) market days from the day of presenting the same to the bank for clearing, the cheques will be returned, and no allocation of shares will be made to the investors.

Cheques must be honoured on the first presentation to the bank for the application to be valid. Applications supported by cheques which are not honoured on the first presentation will be rejected.

2.5.2 BANK GUARANTEES – RESIDENT SRI LANKAN INVESTORS

Applications made by resident Sri Lankan investors backed by bank guarantees presented in line with the requirements set out in Section 2.5 will be accepted. Bank guarantees will be presented to the respective banks only after the New Shares have been allotted. Bank guarantees should be issued by any Licensed Commercial Bank in Sri Lanka and in favour of **“WindForce Limited – IPO”** in a manner acceptable to the Company and payable on demand. Bank guarantees should be valid for a minimum of one (1) month from the date of opening of the Offer (i.e 22 April 2021).

2.5.3 RTGS TRANSFERS – RESIDENT SRI LANKAN INVESTORS

In case of RTGS transfers (only for Application valued above and inclusive of Sri Lanka Rupees One Hundred Million (LKR 100,000,000/-), such transfers should be made to the credit of **“WindForce Limited–IPO”** bearing the account number 0869-13250489-001 at Seylan Bank with value on the Issue Opening Date (i.e. the funds to be made available to the above account).

2.5.4 FOREIGN CURRENCY REMITTANCE

This section is applicable to citizens of Sri Lanka who are above 18 years of age and resident overseas, corporate bodies incorporated or established outside Sri Lanka, global, regional or country funds approved by the SEC and foreign citizens (irrespective of whether they are resident in Sri Lanka or overseas) who are above 18 years of age.

The above-mentioned applicants should make their payments using one of the following methods as the case may be.

A foreign investor must invest through an Inward Investment Account (IIA) maintained with any Licensed Commercial Bank in Sri Lanka. The procedure for arranging payments through an IIA is presented below:

A foreign investor may use the services of a Custodian bank as an intermediary when investing in the Sri Lankan securities market.

The intermediary may open an IIA, on the investor’s behalf. In conjunction with the IIA, an account with the CDS must be opened.

In respect of global, regional or country funds investing for the first time in Sri Lanka, the intermediary will facilitate the approval process regulated by the SEC.

Payment for shares should be made through a cheque, bank draft or unconditional bank guarantee or RTGS transfer against the funds in the IIA and made payable to **“WindForce Limited – IPO”**.

Cheques or bank drafts or bank guarantee or RTGS transfers should be endorsed by the issuing custodian bank, to the effect that, arrangements have been made to facilitate such payment to be made against funds available in the Applicant's IIA account. The endorsement must be clearly indicated on the cheque or bank draft or the bank guarantee. Alternatively, a document detailing the endorsement could be submitted along with the payment and Application.

Applications supported by foreign currency remittances should be made in conformity with requisite declarations set out in the Application and be accompanied by the Applicant's IIA statement.

2.6 BANKING OF PAYMENTS

All cheques, bank drafts or bank guarantees received in respect of Applications will not be banked or called on until the Market Day after the Issue Closing Date.

2.7 REJECTION OF APPLICATIONS

- Application Forms, which are incomplete in any way and/or are not in accordance with the terms and conditions specified in this Prospectus, will be rejected.
- If the CDS account number is not indicated in the Application Form or is not opened at the time of the closure of the subscription list or the CDS number indicated in the application form is found to be inaccurate/ incorrect, the application will be rejected and no allotments will be made.
- Applications with two or more cheques, bank drafts or bank guarantees will be rejected in the event the value of such Application is below Sri Lankan Rupees One Hundred Million (100,000,000/-).
- Applications made for less than One Hundred (100) shares or for a number which is not in multiples of One Hundred (100) shares will be rejected.
- Application Forms accompanied by cash will not be accepted.
- Applications delivered by hand after 4.30 p.m. on the Issue Closing Date will be rejected.
- Applications received by post after 4.30 p.m. hours on the succeeding working day immediately following the date of closure of the subscription list, will also be rejected even if they carry a post mark dated prior to the closing date of the subscription list.
- Any applications received via email after 4.30 p.m. Local Time on the Issue Closing Date shall be rejected.
- Applications made by individuals below 18 years of age or those in the names of sole proprietorships, partnerships, unincorporated trusts and non-corporate bodies will be rejected.
- In the event cheques are dishonoured/ returned on first presentation, the Application will be rejected.

The Board of Directors shall reserve the right to refuse any applications or to accept any applications in full or part.

2.8 REFUNDS

Where an Application Form is rejected, the cheque, bank draft or bank guarantee received in respect of the application will be returned via ordinary post at the risk of the applicant. In the case of joint applicants, application monies will be returned to the first named applicant.

Where the Application Form is accepted and the cheque or the bank draft or bank guarantee is not honoured at the first presentation, the application will also be rejected and the cheque, bank draft or bank guarantee will be returned via ordinary post at the risk of the applicant. In the case of joint applicants, application monies will be returned to the first named applicant.

Where an application is accepted only in part, the balance of the monies received on application will be refunded. Refunds on shares that have not been allotted or for applications that have been fully rejected, will be refunded on or before the expiry of eight (8) market days from the date of closing the Issue (excluding the date of Issue) as required by the CSE Listing Rules.

Applicants would be entitled to receive Interest at the last quoted Average Weighted Prime Lending Rate (AWPLR) published by the Central Bank of Sri Lanka plus Five Percent (5%) on any refunds not made within this period.

The refund payments only up to a maximum limit of Rupees Five Million (Rs 5.0 Million) will be made to the bank account specified by the applicant through the Sri Lanka Inter-bank Payment System (SLIPS) (as per LANKACLEAR Operating instruction circular No. 11/2010 dated 25th Oct 2010) on or before the expiry of eight (8) market days from the closure date (excluding the closure date) as required by the CSE Listing Rules and a payment advice shall be issued to the applicant provided that the applicant has submitted accurate and complete details of his bank account in the application form.

If the Applicant has provided accurate and complete details of his bank account in the Application, the Bankers to the Issue will make refund payments up to and inclusive of Sri Lanka Rupees Five Million (LKR 5,000,000/-) to the bank account specified by the Applicant, through SLIPS and a payment advice will be sent.

In the event of refunds over Rupees Five Million (LKR 5,000,000/-), if the Applicant has provided accurate and complete details of his bank account in the Application, refunds will be made via RTGS.

In the event the Applicant has not provided accurate and correct details of his bank account in the Application or if the Applicant has not provided details of the bank account in the Application Form, the bank will make such refund payment to the Applicant by way of a cheque crossed "Account Payee only" and sent by post at the risk of the Applicant.

In the event the refund payment is effected via SLIPS based on the bank account details provided by the applicant in the application form, but is rejected by the applicant's bank due to inaccurate or incomplete information, such refund payments would be made via a crossed cheque in favour of the applicant and sent by ordinary post at the risk of the applicant. In such instances, the Company together with the Registrars to the Issue will send the refund cheques to such applicants at the earliest possible date and the applicant should not hold the Company or the Registrars to the Issue accountable for such delays.

If the applicant has not provided details of the bank account in the Application Form or has provided inaccurate or incomplete details of the bank account, the refund payment will be made by a crossed cheque in favour of the applicant and sent by ordinary post at the risk of the applicant. In the case of a joint application, a crossed cheque will be drawn in favour of the applicant whose name appears first in the Application Form.

2.9 TRADING OF SHARES

The Company will submit to the CSE a Declaration on the market day immediately following the day on which Investors' CDS accounts are credited with securities. Trading of Shares of the Company on the Secondary market will commence on or before the third market day from the receipt of the Declaration of the Company by the CSE.

3.0 THE COMPANY

3.1 OVERVIEW OF THE COMPANY

WindForce Limited (WIND) was incorporated in July 2010 to promote and to handle all aspects of renewable energy developments. Over the years through its investments in the renewable energy space, the Company has transformed to become the largest IPP^{RF2} in the Renewable Energy generation sector in Sri Lanka and have expanded operations globally.

A professional, experienced, and versatile engineering team is one of the core strengths of the Company and with an entrepreneurial and unique management culture promoting innovation, agility, technical competence and challenge oriented-ness has enabled WIND's engineering team to stand out as an all-rounder in the industry.

The Company having expertise and experience in conducting Feasibility Studies, Design and Engineering Management, Procurement, Commissioning, Construction, Erection, Operation and Maintenance of power plants has enabled the Company to be present in the entire life cycle of a power project.

WIND is involved throughout the entire life cycle of a power project



1

Bidding & Signing SPPA

WindForce has an assigned 'Bidding Team' that either bids for projects identified by the internal team or those via request for proposals called by relevant authorities. The team is involved in all stages of the process from obtaining approval from all parties, to executing the SPPA.



2

Feasibility & Design

Strong and experienced team of engineers and finance professionals scrutinize project specifics prior to investing. Planning and design is carried out with the aid of external architects and structural engineers.



3

Construction

WindForce subcontracts the construction of power plants to third party contractors whilst an internal team of engineers closely monitors construction progress.



5

Decommissioning and Renewal

The technical team is fully equipped to dismantle expired projects. However, WindForce has been successful, in the past, in renewing the SPPAs for further period avoiding decommissioning costs.



4

Operation & Maintenance

Unless a specific agreement exists with the supplier, all operation & maintenance is carried out by the 100+ technical team at WindForce.

WIND has successfully channelled its engineering excellence to generate attractive returns to its investors through exploiting state-of-the-art technologies, achieving high plant availability through various engineering innovations, executing projects successfully ahead of the timelines, whilst ensuring social and environmental integrity.

WIND was in the forefront of introducing new technology in power generation in Sri Lanka and the Company's engineering team is continuously engaged in innovative projects broadening their engineering horizons and adaptation of new technology.

A key notable milestone for the engineering team was the development and commencement of the first two flagship wind power plants in the island within a span of eight months, with an initial management team of five capable individuals in 2009. The Company has remained a market leader, challenging the status quo ever-since and takes great pride in driving growth along-side the original core management team at the forefront of leadership at present.

Tororo PV Power project in Uganda was the most recent accomplishment by the engineering team of WIND, as the end-to-end development of the plant was achieved within a period of six months amidst the COVID-19 pandemic. The consistency of operational excellence is evident by the Company's strong track record to date, where the Company has undertaken 27 power projects, each of which have been designed, developed and commissioned within a span of 12 months or less.

WIND is blessed with 05 engineers who possess accreditation of RISO Campus of Technological University of Denmark (DTU) for Wind Resource Assessment & Modelling using state-of-the-art software applications such as WASP 11. All of them are equally versatile with the modern-day solar resource modelling and simulation technologies such as PV Syst.

WIND's engineering team has in-house expertise and experience in designing Wind and Solar Power plants by themselves and hydro power plants with limited third-party support. They tirelessly strive to reduce overseas product and technology dependence by manufacturing elements locally. This will reduce the dependency on overseas suppliers, resulting in significant cost savings and reducing exchange rate risk. WIND has a proven track record of in-house developments such as SCADA systems, controllers and automation.

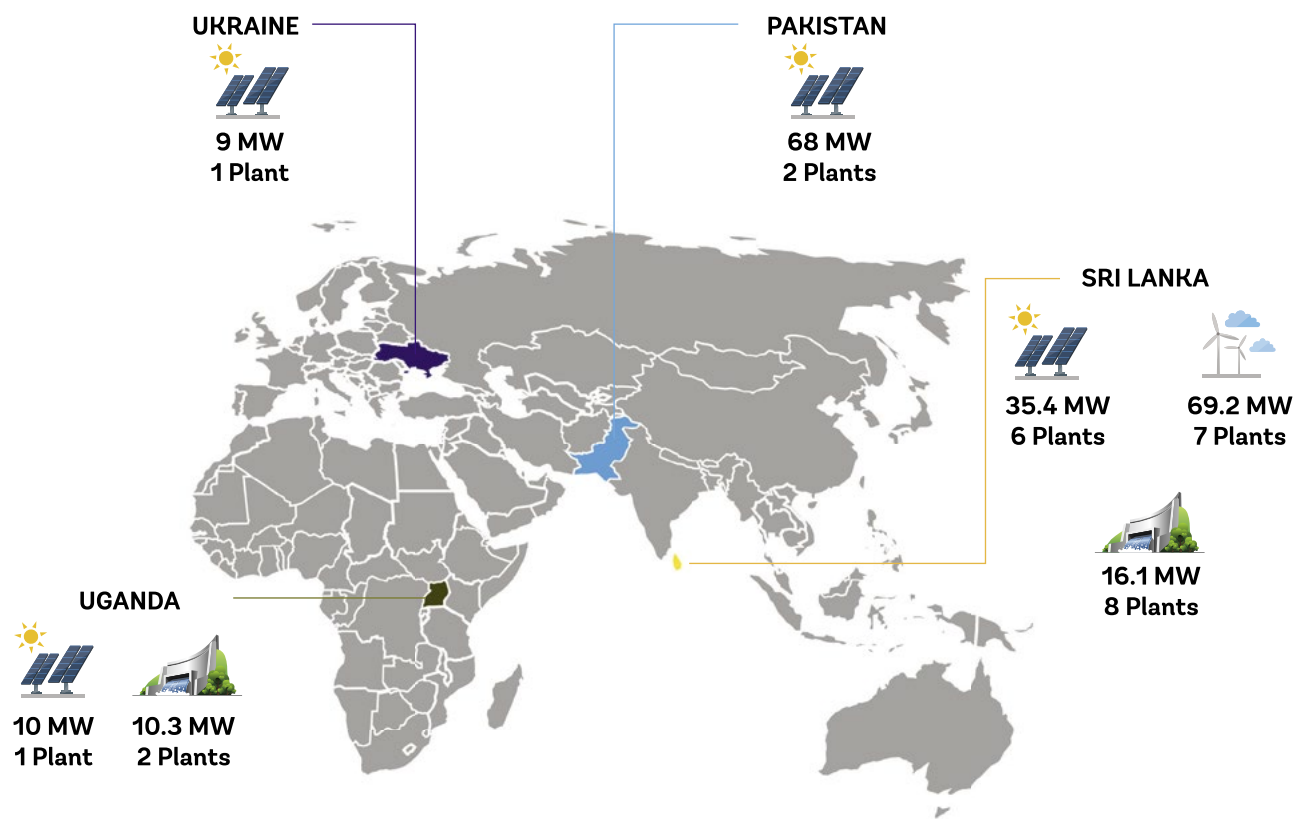
WIND's technical team performs the comprehensive Operations & Maintenance (O&M) of their own Wind, Solar and small Hydro Power Plants in contrast to the other renewable energy suppliers in the country. The knowledge gained by them in the industry has now formed a precious outfit who could manage any kind of Renewable Energy Power plant by local knowledge and knowhow alone without relying on OEM's.

In response to the day-to-day engineering challenges faced, WIND has now stepped into refurbishing wind turbine generators locally by themselves with limited work shop capacities to ensure the consistent operational conditions of the power plants.

WIND always endeavours to be the 'Technology Champion' in the renewable energy industry.

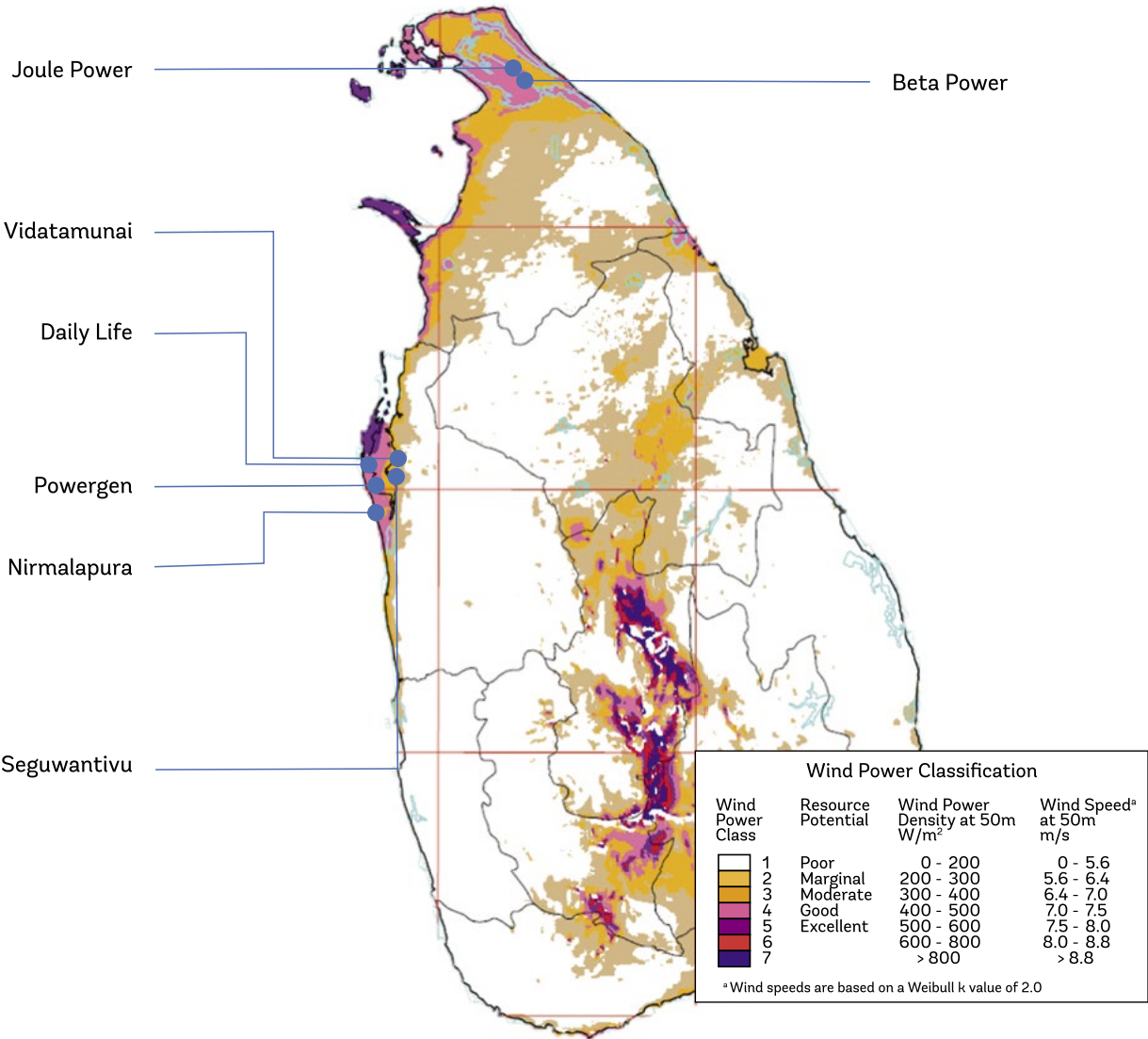
WIND commenced operations by commissioning Sri Lanka’s first wind power plants in Seguvantivu and Vidatamunai in 2010. Subsequently, the Company expanded into Solar (ground and roof top) and small Hydro power generation. WIND currently operates 27 power plants with an installed capacity of 218MW of which 55.4% of the capacity which is 120.6MW is based in Sri Lanka and rest is based in Uganda, Pakistan and Ukraine. Refer Section 3.5, 3.6 and 3.7 for details of the power plants.

Geographical distribution of installed capacity



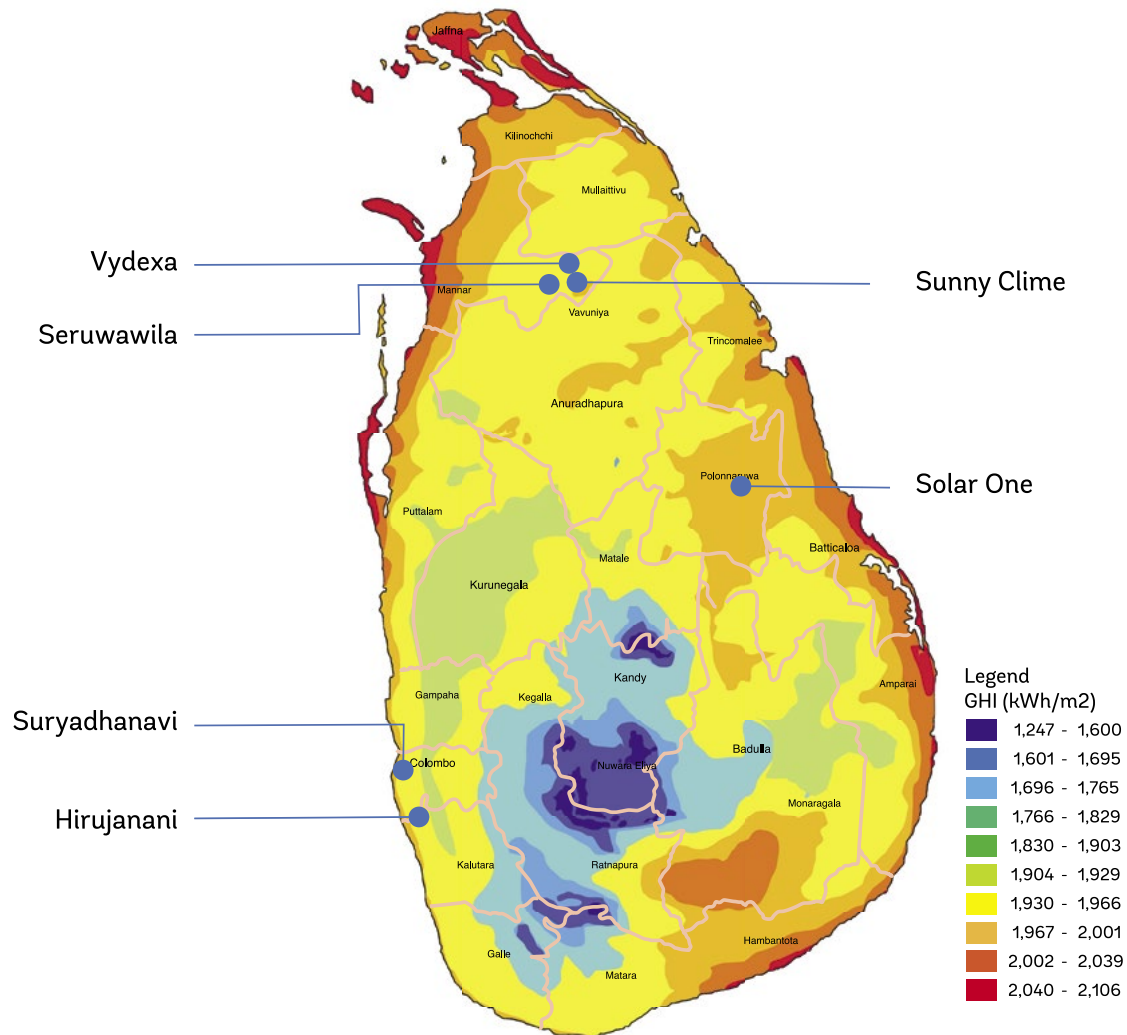
WIND was the pioneer in wind power generation in Sri Lanka and one of the first players in solar power generation. First mover advantage into these segments have enabled WIND to lock-in higher tariff rates as well as to strategically locate the wind plants in wind corridors with higher wind speeds throughout the year and to strategically locate solar plants where the Annual Average Global Horizontal Irradiance (GHI) is highest, resulting in higher plant load factors.

Wind power plants are strategically located in areas with high wind density



Source: National Renewable Energy Laboratory – Wind Energy Resource Atlas of Sri Lanka & Maldives

Solar power plants are strategically located in areas with high Global Horizontal Irradiance



Source: Ministry of Power Sri Lanka

Further, the Company intends to build and operate 01 new wind power plant in Sri Lanka and 01 new solar power plant in Senegal further diversifying its project portfolio. Refer Section 1.2 for details of WIND's project pipeline.

WIND has expanded into foreign countries by forging partnerships with renowned brands in the global Renewable Energy generation space. And WIND will be able to leverage off these partnerships in its international expansion plans. Partnerships forged with foreign parties include:

- **Norsk Solar** – A Norwegian developer of solar power plants, the company is a subsidiary of the largest private wind park developer in Norway
- **Frontier Energy** – A PE fund based in Denmark, with over 750MW of renewable energy as a leading investor in the African region

As the largest IPP^{RF2} in the Renewable Energy generation sector in Sri Lanka, WIND Group has won many awards in a multitude of areas including industry excellence, management systems, engineering excellence, quality standards and financial performance.



**Mahaweli
Entrepreneurship
Presidential
Award** - 2019 Second
Place - Best Mahaweli
Entrepreneur of
Sustainable Energy
Generation



**Presidential
Environmental
Award** - 2017 - Silver-
Renewable Energy
Generating Projects



**Presidential
Environment
Award** - 2016 - Silver
Renewable Energy
Generating Projects



The Ceylon Chamber of
Commerce
**Best Corporate Citizen
Sustainability Award**
2016 - Winner



Energy and Environment
Foundation of New Delhi,
India - 2015 - Platinum
Award - **For
Outstanding
Achievements
in Sustainability
Management**



**Engineering
Excellence Award** -
2012 - Institution
of Engineers, Sri Lanka



National Chamber of
Commerce Sri Lanka
2012 - Winner - **National
Business Excellence**
Silver - **Best Knowledge
Integrator & Excellence
in Business and Financial
Performance**



National Science and
Technology Award - 2010
**Winner Outstanding
Leadership in Introducing
Technologies**

Promoters of the Company are an internationally-reputed consortium of shareholders, with a strong foothold in multiple countries. With the global reach of their existing relationships, the promoters are well equipped to facilitate significant expansion in the Renewable Energy sector in the South Asian and African regions. WIND being led by highly-regarded promoters and professional management team has enabled the Company to be managed with high regards for corporate governance and sustainable business practices.

Promoters of the Company



Sri Lanka's Largest Tea Exporter; Expanded into wide range of sectors since its inception in 1972.



With a presence of 120+ years, the Group is one of Sri Lanka's largest apparel manufacturers. The Group holds its investment in WIND via its subsidiaries, Hirdaramani (Pvt) Ltd and Hirdaramani Power (Pvt) Ltd.



The Debug Group was founded in 1989; has played a major role in the distribution of high quality IT products in the country. The Group holds its investment in WIND via its subsidiary, Debug Investments (Pvt) Ltd.

The WIND Group employs a staff of 145 across its subsidiaries and project companies.

WIND has been issued a [SL] AA- (stable) credit rating^{RF1} by ICRA Lanka limited, which is the highest rating given to a corporate in Sri Lanka as at the date of this prospectus.

On January 2020, as part of an internal restructure, Renewgen (an investment holding company with interests in power projects) and 4 project companies (Seguwantivu, Vidatamunai, Energy Reclamation and Powergen) were made fully-owned subsidiaries of WIND through a share swap. The objective of the restructure was to consolidate individual shareholder interests under WIND, which prior to the restructure were held directly by one or more of the WIND shareholders. Refer Section 3.4 for a detailed Group Structure.

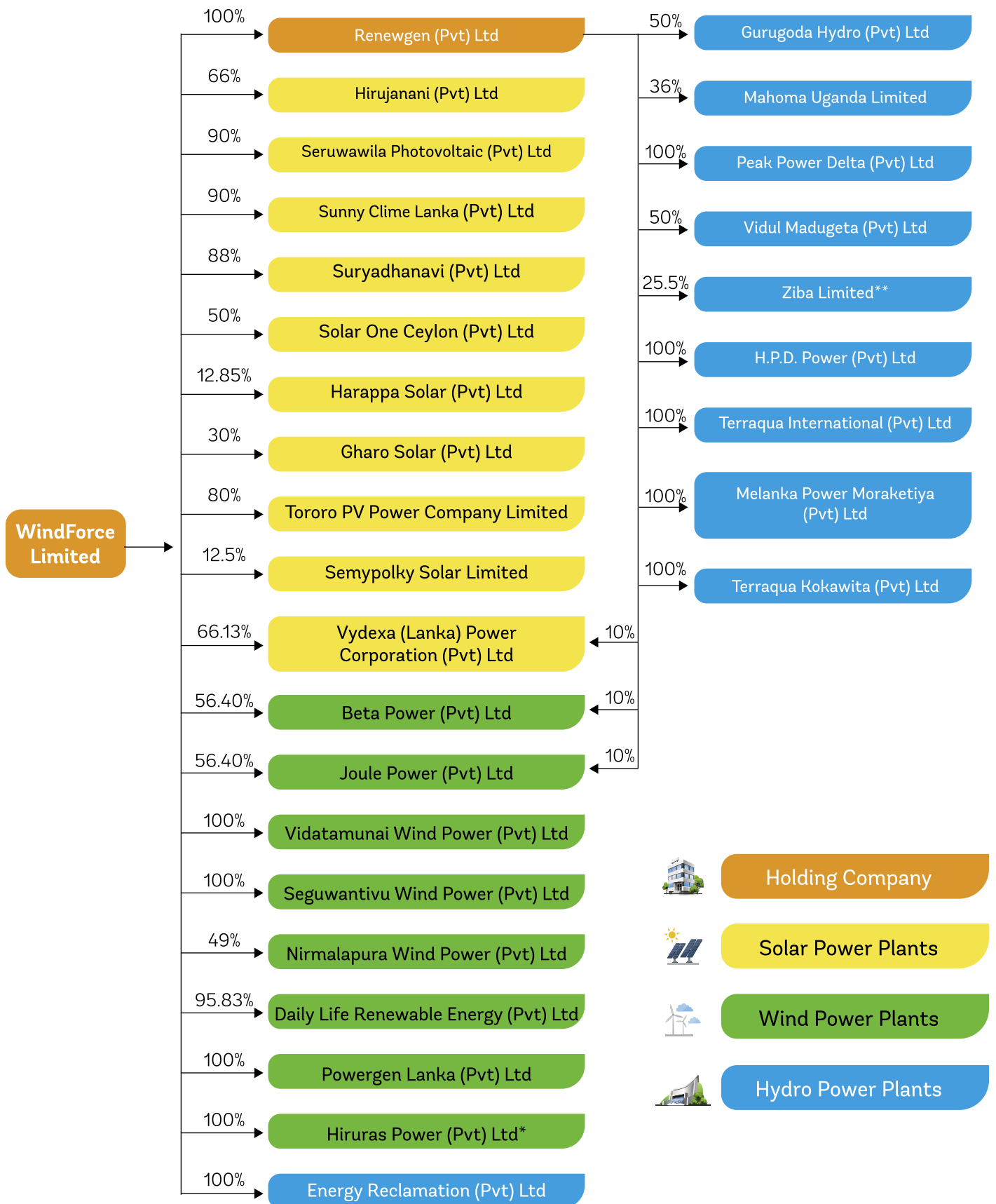
3.2 VISION STATEMENT

To pioneer and spearhead the growth of Renewable Energy in Sri Lanka and progress into overseas markets with the use of cutting edge technology and energy-efficient renewable energy plants that are socially, financially and legally sustainable to our investors in the long run.

3.3 MISSION STATEMENT

To hold our position as the largest contributor of Sri Lanka's renewable energy by investing in viable, eco-friendly and state-of-the-art renewable energy power plants and to venture beyond our shores and become prominent players in the global market.

3.4 GROUP STRUCTURE



* Entity set up for the Mannar wind project in the pipeline

** Refer note on Ziba shareholding in Section 3.7

3.5 OPERATIONAL POWER PROJECTS

The table given below indicates details of the power projects operated within the WIND Group.

Entity	Location	Installed Capacity (MW)	Effective Capacity (MW)	Date of Commissioning	PPA Period (Years)	PPA Years Left	Plant Load Factor
Wind Power Projects							
Seguwantivu	Puttalam	9.6	9.6	May-10	20	10.17	33%
Vidatamunai	Puttalam	9.6	9.6	Jul-10	20	10.25	32%
Nirmalapura	Puttalam	10.0	4.9	Jul-12	20	11.50	33%
Daily Life	Puttalam	10.0	9.6	Jul-12	20	12.17	43%
Powergen	Puttalam	10.0	10.0	Jul-12	20	12.33	23%
Joule Power	Jaffna	10.0	6.6	Dec-14	20	14.67	40%
Beta Power	Jaffna	10.0	6.6	Dec-20	20	14.67	41%
Solar Power Projects							
Vydexa	Vavuniya	10.0	7.6	Jul-17	20	17.17	24%
Solar One	Polonnaruwa	10.0	5.0	Dec-16	20	16.75	24%
Suryadhanavi	Roof Tops	11.4	10.0	Nov-18	20	16.75	16%
Sunny Clime	Vavuniya	0.9	0.8	Feb-19	20	18.83	25%
Seruwawila	Vavuniya	0.9	0.8	Feb-19	20	18.83	24%
Hirujanani	Roof Tops	2.1	1.4	Apr-19	20	16.75	18%
Harappa Solar	Pakistan, Lahore	18.0	2.3	Oct-17	25	22.00	24%
Gharo Solar	Pakistan, Gharo	50.0	15.0	Dec-19	25	29.00	24%
Tororo PV Power	Uganda, Tororo	10.0	8.0	Aug-20	20	20.00	22%
Semypolky Solar	Ukraine, Brovarskiy	9.0	1.1	Jul-20	20	20.00	13%
Hydro Power Projects							
Energy Reclamation	Balangoda	0.8	0.8	Apr-04	20	20.00 *	42%
Terraqua International	Deraniyagala	1.3	1.3	Feb-09	20	9.00	41%
Terraqua Kokawita	Kalawana	1.2	1.2	Jun-12	20	12.17	35%
Melanka Power	Haldummulla	3.8	3.8	Feb-14	20	13.83	37%
Vidul Madugeta	Neluwa	2.5	1.3	Nov-13	20	13.58	42%
Gurugoda Hydro	Ella	1.2	0.6	Mar-10	20	9.00	31%
Peak Power	Ginigathhena	2.0	2.0	May-16	20	16.08	45%
H.P.D. Power	Dambulla	3.3	3.3	Dec-16	20	16.75	41%
Mahoma Uganda	Uganda	2.7	1.0	Oct-18	20	18.25	50%
Ziba	Uganda	7.6	1.9	July-19	20	19.08	58%

* Project PPA has been renewed

For further details on Tariff structures, Project Partners and Taxation applicable to the Power Projects refer Sections 3.6, 3.7 and 3.19 respectively.

3.6 TARIFF STRUCTURE OF OPERATIONAL POWER PROJECTS

The table given below indicates the Tariff structure of the power projects operated within the WIND Group.

Name of the Company	Tariff Period	Tariff	Comments
Wind Power Projects			
Seguwantivu	Tier 1 - 28 May 2010 - 27 May 2018	LKR 24.99	LKR 0.15 Annual Estimated Escalation
	Tier 2 - 28 May 2018 - 27 May 2026	LKR 11.91	
	Tier 3 - 28 May 2026 - 27 May 2034	LKR 12.63	
Vidatamunai	Tier 1 - 20 Jul 2010 - 19 Jul 2018	LKR 24.99	LKR 0.15 Annual Estimated Escalation
	Tier 2 - 20 Jul 2018 - 19 Jul 2026	LKR 11.91	
	Tier 3 - 20 Jul 2026 - 19 Jul 2034	LKR 12.63	
Nirmalapura	Tier 1 - 28 Jul 2012 - 27 Jul 2020	LKR 20.80	LKR 0.12 Annual Estimated Escalation
	Tier 2 - 28 Jul 2020 - 27 Jul 2028	LKR 11.38	
	Tier 3 - 28 Jul 2028 - 27 Jul 2036	LKR 10.73	
Daily Life	Tier 1 - 28 Jul 2012 - 27 Jul 2020	LKR 20.81	LKR 0.17 Annual Estimated Escalation
	Tier 2 - 28 Jul 2020 - 27 Jul 2028	LKR 13.43	
	Tier 3 - 28 Jul 2028 - 27 Jul 2036	LKR 14.81	
Powergen	Tier 1 - 28 Jul 2012 - 27 Jul 2020	LKR 24.99	LKR 0.13 Annual Estimated Escalation
	Tier 2 - 28 Jul 2020 - 27 Jul 2028	LKR 13.19	
	Tier 3 - 28 Jul 2028 - 27 Jul 2036	LKR 12.61	
Joule Power	Tier 1 - 01 Dec 2014 - 30 Nov 2022	LKR 20.81	LKR 0.15 Annual Estimated Escalation
	Tier 2 - 01 Dec 2022 - 30 Nov 2030	LKR 13.43	
	Tier 3 - 01 Dec 2030 - 30 Nov 2038	LKR 14.81	
Beta Power	Tier 1 - 22 Dec 2014 - 21 Dec 2022	LKR 20.81	LKR 0.15 Annual Estimated Escalation
	Tier 2 - 22 Dec 2022 - 21 Dec 2030	LKR 13.43	
	Tier 3 - 22 Dec 2030 - 21 Dec 2038	LKR 14.81	
Solar Power Projects			
Vydexa		LKR 23.10	Flat Rate
Solar One		LKR 23.10	Flat Rate
Suryadhanavi	Tier 1 - 01 Nov 2018 - 30 Oct 2024	LKR 22.00	Net Plus
	Tier 2 - 01 Nov 2024 - 30 Oct 2038	LKR 15.50	
Sunny Clime		LKR 17.95	Flat Rate
Seruwawila		LKR 17.96	Flat Rate
Hirujanani	01 Apr 2019 – 31 Mar 2025	LKR 22.00	Net Plus
	01 Apr 2025 – 31 Mar 2039	LKR 15.50	

Name of the Company	Tariff Period	Tariff	Comments
Harappa Solar		PKR 19.881	PKR pegged to USD
Gharo Solar		PKR 6.996	PKR pegged to USD
Tororo PV Power		USD 0.109	Flat Rate
Semypolky Solar		EUR 0.1276	Flat Rate
Hydro Power Projects			
Energy Reclamation	18 Apr 2004 to 17 Apr 2019 (Completed)		Renewed Plant Tariff
	Tier 1 - 18 Apr 2019 to 18 Apr 2020	LKR 8.53	
	Tier 2 - 18 Apr 2020 onwards	3% annual increment	
Terraqua International	Tier 1 - 02 Jan 2009 - 01 Jan 2017	LKR 13.15	LKR 0.09 Annual Escalation
	Tier 2 - 02 Jan 2017 - 01 Jan 2024	LKR 7.19	
	Tier 3 - 02 Jan 2024 - 01 Jan 2029	LKR 7.90	
Terraqua Kokawita	Tier 1 - 06 Jan 2012 - 05 Jan 2020	LKR 15.73	LKR 0.08 Annual Escalation
	Tier 2 - 06 Jan 2020 - 05 Jan 2027	LKR 8.30	
	Tier 3 - 06 Jan 2027 - 05 Jan 2032	LKR 9.31	
Melanka Power		LKR 13.32	Flat Rate
Vidul Madugeta	Tier 1 - 01 Nov 2013 - 30 Oct 2021	LKR 17.39	
	Tier 2 - 01 Nov 2021 - 30 Oct 2029	LKR 9.70	
	Tier 3 - 01 Nov 2029 - 30 Oct 2033	LKR 9.94	
Gurugoda Hydro	Tier 1 - 26 Mar 2010 - 25 Mar 2018	LKR 15.73	
	Tier 2 - 26 Mar 2018 - 25 Mar 2026	LKR 7.50	
	Tier 3 - 26 Mar 2026 - 25 Mar 2030	LKR 9.31	
Peak Power	Tier 1 - 05 Jan 2016 - 04 Jan 2024	LKR 17.85	LKR 0.08 Annual Escalation
	Tier 2 - 05 Jan 2024 - 04 Jan 2031	LKR 9.96	
	Tier 3 - 05 Jan 2031 - 04 Jan 2036	LKR 10.21	
H.P.D. Power	Tier 1 - 12 Jan 2016 - 11 Jan 2024	LKR 17.85	LKR 0.08 Annual Escalation
	Tier 2 - 12 Jan 2024 - 11 Jan 2031	LKR 9.96	
	Tier 3 - 12 Jan 2031 - 11 Jan 2036	LKR 10.21	
Mahoma Uganda		USD 0.11 + US CCPI adjustment	Flat Rate
Ziba		USD 0.09 + US CCPI adjustment	Flat Rate

3.7 PARTNERS AND BOARD OF DIRECTORS OF OPERATIONAL POWER PROJECTS & RENEWGEN

The table given below indicates the Project Partners (where applicable) and Board of Directors of the power projects operated within the WIND Group and of Renewgen

Entity	Equity Stake held by WIND	Project Partners and respective Equity Stake	Directors
Renewgen	100.00%	-	M. Najmudeen
			Lasith Wimalasena
			Hussain Akbarally
			Parthiva Hirdaramani
			K.B.M.I. Perera
Wind Power Projects			
Seguwantivu	100.00%	-	Parthiva Hirdaramani
			Hussain Akbarally
			K.B.M.I. Perera
			Lasith Wimalasena
Vidatamunai	100.00%	-	Parthiva Hirdaramani
			Hussain Akbarally
			K.B.M.I. Perera
			Lasith Wimalasena
Nirmalapura	49.00%	Hayleys PLC - 29.90% Hayleys Aventura (Pvt) Ltd - 21.10%	Abeyakumar Mohan Pandithage
			Sarath Clement Ganegoda
			Parthiva Hirdaramani
			M. Najmudeen
			Anton Russel De Silva
			J.A.W.M. Jayasekara
			Hussain Akbarally
Daily Life	95.83%	Industrial Solutions Lanka (Pvt) Ltd - 4.17%	Anura Sarath Kumara Vidanagamage
			Parthiva Hirdaramani
			Hussain Akbarally
			K.B.M.I. Perera
Powergen	100.00%	-	Hussain Akbarally
			Parthiva Hirdaramani
			K.B.M.I. Perera
			Natasha Janaki Silva

Entity	Equity Stake held by WIND	Project Partners and respective Equity Stake	Directors
Joule Power	66.40%	Hayleys Aventura (Pvt) Ltd - 25.00% K.B.M.I. Perera - 8.60%	K.B.M.I. Perera
			Parthiva Hirdaramani
			Abeyakumar Mohan Pandithage
			Sarath Clement Ganegoda
			Hussain Akbarally
Beta Power	66.40%	Hayleys Aventura (Pvt) Ltd - 25.00% K.B.M.I. Perera - 8.60%	K.B.M.I. Perera
			Parthiva Hirdaramani
			Abeyakumar Mohan Pandithage
			Sarath Clement Ganegoda
			Hussain Akbarally
Solar Power Projects			
Vydexa	76.13%	Nextgen Ventures Limited - 9.98% Sadd Darwazeh - 3.18% K.B.M.I. Perera - 2.00% Faris Maher - 1.06% Ramzi Maher - 1.06% A Selliah & Dr. S Selliah - 1.00% Andysel Private Ltd - 0.99% A Kailasapillai - 0.75% Arunodhaya Private Ltd - 0.75% Arunodhaya Industries Private Ltd - 0.75% Arunodhaya Investments Private Ltd - 0.75% Mohd Darwazeh - 0.56% Ahmad Darwazeh - 0.53% Tamer Mohammad Darwazeh - 0.31% Faisal Mohammad Darwazeh - 0.19%	K.B.M.I. Perera
			Parthiva Hirdaramani
			Sivakumar Sellaih
			Hussain Akbarally
			Rana Uzair Nasim
Solar One	50.00%	Hayleys Aventura (Pvt) Ltd - 50.00%	Abeyakumar Mohan Pandithage
			Sarath Clement Ganegoda
			K.B.M.I. Perera
			Hussain Akbarally
			Parthiva Hirdaramani
			J. A. W. M. Jayasekera

Entity	Equity Stake held by WIND	Project Partners and respective Equity Stake	Directors
Suryadhanavi	88.00%	Roof owners (Suryadhanavi) - 12.00%	Lasith Wimalasena
			Parthiva Hirdaramani
			K.B.M.I. Perera
			Hussain Akbarally
Sunny Clime	90.00%	ECL Energy (Pvt) Ltd - 10.00%	Parthiva Hirdaramani
			K.B.M.I. Perera
			J. M. P. J. Jayasundara
			Hussain Akbarally
Seruwawila	90.00%	ECL Energy (Pvt) Ltd - 10.00%	Parthiva Hirdaramani
			K.B.M.I. Perera
			J. M. P. J. Jayasundara
			Hussain Akbarally
Hirujanani	66.00%	Mona Plastics (Pvt) Ltd - 22.84% Mouldex (Pvt) Ltd - 11.16%	Parthiva Hirdaramani
			K.B.M.I. Perera
			Hussain Akbarally
			Wijewardene Gamini Ranasinghe
			Udeshi Harin Morarji
Harappa Solar	12.85%	Mr. Rana Nasim Ahmed - 75.00% Mr. M Khaqan Babar Cheema - 12.00% Others - 0.15%	Rana Uzair Nasim
			Saeed Ahmad Khan
			Musaddiq Rahim
			Mian Munir Ahmad Daha
			K.B.M.I. Perera
			Rana Nasim Ahmed
			Uzma Nasim
			Mohammad Khaqan Babar Cheema
Gharo Solar	30.00%	Mr. Rana Nasim Ahmed - 55.00% M/S Norsk Solar AS - 10.00% Mr. Mohammad Khaqan Babar Cheema - 5.00%	Oyvind Vesterdal
			Musaddiq Rahim
			Uzma Nasim
			Mohammad Khaqan Babar Cheema
			Rana Nasim Ahmed
			Rana Uzair Nasim
			K.B.M.I. Perera

Entity	Equity Stake held by WIND	Project Partners and respective Equity Stake	Directors
Tororo PV Power	80.00%	ECL Energy (Pvt) Ltd - 10.00% First Power Ltd - 10.00%	K.B.M.I. Perera
			M. Najmudeen
			Hussain Akbarally
			R. A. B. Ranatunga
Semypolky Solar	17.86%	M/S Norsk Solar AS - 64.28% New Horizons Foundation – 17.86%	Oyvind Vesterdal
			Ruslan Delidon
Hydro Power Projects			
Energy Reclamation	100.00%	-	Lasith Wimalasena
			Hussain Akbarally
			Parthiva Hirdaramani
			K.B.M.I. Perera
Terraqua International	100.00%	-	Lasith Wimalasena
			Hussain Akbarally
			Parthiva Hirdaramani
			K.B.M.I. Perera
Terraqua Kokawita	100.00%	-	Lasith Wimalasena
			Hussain Akbarally
			Parthiva Hirdaramani
			K.B.M.I. Perera
Melanka Power	100.00%	-	Lasith Wimalasena
			Hussain Akbarally
			Parthiva Hirdaramani
			K.B.M.I. Perera
Vidul Madugeta	50.00%	Vidullanka PLC - 50.00%	Riyaz Mohamed Sangani
			Sathiendra Ranjan Mather
			Parthiva Hirdaramani
			K.B.M.I. Perera
			Natasha Prasadini Arawwala
Gurugoda Hydro	50.00%	Vidullanka PLC - 50.00%	Riyaz Mohamed Sangani
			Sathiendra Ranjan Mather
			Parthiva Hirdaramani
			K.B.M.I. Perera
			Natasha Prasadini Arawwala

Entity	Equity Stake held by WIND	Project Partners and respective Equity Stake	Directors
Peak Power	100.00%	-	Lasith Wimalasena
			Hussain Akbarally
			Parthiva Hirdaramani
			K.B.M.I. Perera
H.P.D. Power	100.00%	-	Lasith Wimalasena
			Hussain Akbarally
			Parthiva Hirdaramani
			K.B.M.I. Perera
Mahoma Uganda	36.00%	Engineering Consultants (Pvt) Ltd - 32.00% MG Consultants (Pvt) Ltd - 32.00%	Hussain Akbarally
			K.B.M.I. Perera
			M. L. U. C. Pinto
			R. A. B. Ranatunga
			Prabath Jeewananda
Ziba	25.50%*	Frontier Energy II Alpha K/S - 34.85% ECL Energy (Pvt) Ltd - 25.50% Cupar Investments (U) Limited - 8.00% Frontier Energy II Beta K/S - 4.15% Surveco Limited - 2.00%	Sheilo Migereko
			Daudi Migereko
			R. A. B. Ranatunga
			M. L. U. C. Pinto
			K.B.M.I. Perera
			Daniel Schultz
			Ger Heinholt Skov

* The indicated shareholding of Ziba is pending approval from the Electricity Regulatory Authority of Uganda. Consideration for the equity stake is paid by way of capitalization of a shareholder loan amounting to LKR 209Mn and a further LKR 21Mn has to be paid by Renewgen to secure the indicated shareholding in Ziba.

3.8 STATED CAPITAL

The Stated Capital of the Company comprises of 1,148,153,601 Ordinary Voting Shares representing a value of LKR 14,984,610,449 as at 31st March 2020.

In the event of liquidation of the Company, the Ordinary Shareholders shall have the right to an equal share in any surplus assets of the Company available for distribution after paying all the creditors of the Company and all other claims and Debts in accordance with the provisions contained in the Companies Act No. 7 of 2007 on liquidation.

3.8.1 LATEST SHAREHOLDER LIST

WIND shareholder list as at the date of this Prospectus:

Name of the Shareholder	No. of Shares	% of Ownership
Akbar Brothers (Private) Limited	446,050,732	38.85%
Hirdaramani (Private) Limited	279,211,864	24.32%
Debug Investments (Private) Limited	164,015,357	14.29%
Star Pack Investments (Private) Limited	107,432,865	9.36%
Amaliya (Private) Limited	44,676,826	3.89%
Mr. R.B.M.I. Perera	36,150,518	3.15%
Hirdaramani Power (Private) Limited	31,827,927	2.77%
Mr. Maher Khalid Taleb Darwazah	7,413,761	0.65%
Mr. Saad Khalad Taleb Darwazah	7,413,761	0.65%
Marina Blue (Private) Limited	6,969,184	0.61%
Saboor Chatoor (Private) Limited	5,334,339	0.46%
Mr. Mohomed Taleb Darwazah	3,705,844	0.32%
Mr. Mazen Samih Taleb Darwazah	2,372,457	0.21%
Mr. R.P. Pathirana	1,963,323	0.17%
Mr. Ahmad Khaled Taleb Darwazah	2,008,123	0.17%
Mr. Faisal Mohommad Darwazah	1,606,720	0.14%
Total	1,148,153,601	100.00%

3.8.2 NEW SHARES ISSUED

The table below represents the shares issued during the period of two (2) years immediately preceding the date of this Prospectus.

Date of Allotment	10 February 2019	08 July 2019	09 July 2019*	31 January 2020**
Consideration received per share (LKR)	10.00	10.00	10.00	16.50
Number of shares Issued	106,660,000	57,500,000	12,000,000	431,776,401
Total Consideration Received (LKR)	1,066,600,000	575,000,000	120,000,000	7,125,838,448
Cumulative Shares outstanding	716,377,200	773,877,200	785,877,200	1,148,153,601

* On 30 January 2020, 785,877,200 ordinary voting shares were consolidated to 716,377,200 ordinary voting shares.

** On 31 January 2020, WIND issued 431,776,401 ordinary voting shares to shareholders of Renewgen, Seguwantivu, Vidatamunai, Powergen and Energy Reclamation as consideration for transferring their shares held in each company to WIND.

3.8.3 RE-PURCHASES OR REDEMPTIONS

The Company has not performed share re-purchase, redemption or stated capital reduction exercises in the two (2) years preceding the date of this Prospectus.

3.8.4 OUTSTANDING CONVERTIBLE DEBT SECURITIES

The Company has no outstanding Convertible Debt Securities as at the date of this Prospectus.

3.9 FREE TRANSFERABILITY OF SHARES

The Pre-IPO shareholders shall not transfer existing Ordinary Voting Shares during the interim period between the date of Initial Listing Application and the date of listing of the shares of the Company.

The Pre-IPO shares held by Non-Public shareholders will be locked-in for a period of 6 months from the date of listing of the shares of the entity. However, the Pre-IPO shares held by Public shareholders will not be subject to any lock-ins. Please refer Section 3.11 for further details pertaining to the locked-in shares.

The new shares offered via the IPO shall not be transferable by the Shareholders during the period commencing from the date of allotment of the offered Shares and up to the date of listing (excluding the date of listing) on the CSE.

No Ordinary Voting Shares or Other Class of Shares are subscribed or sold privately, in conjunction with the public issue of shares.

3.10 DIVIDEND POLICY

WIND has paid the following dividends for its Ordinary Shares, over the past three (3) Financial Years immediately preceding the date of this Prospectus:

LKR	FY18	FY19	FY20
Interim Dividends paid	400,902,040	628,008,716	360,383,630
Final Dividends paid	429,537,900	407,788,363	661,000,000
Total Dividends paid	830,439,940	1,035,797,079	1,021,383,630

Subject to the provisions of the Companies Act No. 7 of 2007 and the Articles of Associations of the Company, the Board of Directors may recommend and declare distributions to shareholders by way of dividends from and out of the profits of the Company. The dividend rate will be determined based on several factors, including but not limited to Company's earnings, future capital requirements and overall financial condition.

3.11 DETAILS PERTAINING TO THE LOCKED-IN SHARES

Shareholding Structure

Given below is the shareholding structure of the Company as at the date of the Prospectus (Pre IPO) and subsequent to the issue (Post IPO) assuming a full subscription.

Name	Pre IPO		Post IPO	
	No. of Ordinary shares	%	No. of Ordinary shares	%
Akbar Brothers (Private) Limited	446,050,732	38.85%	446,050,732	33.02%
Hirdaramani (Private) Limited	279,211,864	24.32%	279,211,864	20.67%
Debug Investments (Private) Limited	164,015,357	14.29%	164,015,357	12.14%
Star Pack Investments (Private) Limited	107,432,865	9.36%	107,432,865	7.95%
Amaliya (Private) Limited	44,676,826	3.89%	44,676,826	3.31%
Mr. K.B.M.I. Perera	36,150,518	3.15%	36,150,518	2.68%
Hirdaramani Power (Private) Limited	31,827,927	2.77%	31,827,927	2.36%
Mr. Maher Khalid Taleb Darwazah	7,413,761	0.65%	7,413,761	0.55%
Mr. Saad Khalad Taleb Darwazah	7,413,761	0.65%	7,413,761	0.55%
Marina Blue (Private) Limited	6,969,184	0.61%	6,969,184	0.52%
Saboor Chatoor (Private) Limited	5,334,339	0.46%	5,334,339	0.39%
Mr. Mohomed Taleb Darwazah	3,705,844	0.32%	3,705,844	0.27%
Mr. Mazen Samih Taleb Darwazah	2,372,457	0.21%	2,372,457	0.18%
Mr. R.P. Pathirana	1,963,323	0.17%	1,963,323	0.15%
Mr. Ahmad Khaled Taleb Darwazah	2,008,123	0.17%	2,008,123	0.15%
Mr. Faisal Mohommad Darwazah	1,606,720	0.14%	1,606,720	0.12%
IPO Shareholders	-	0.00%	202,615,341	15.00%
Total	1,148,153,601	100.00%	1,350,768,942	100.00%

Locked-in Shares – Pre IPO:

In compliance with the CSE Listing Rules, 2.1.1(d) the shares mentioned below will be locked in and will not be available for trading as given below from the date of listing of the shares of the Company.

Shareholders	Category of Shareholders	Locked-in Shares	The time period after which the Shares will be available for trading	No. of Shares	No. of Shares as a percentage of total number of Shares in Issue
Non-Public Shareholders:					
Akbar Brothers (Private) Limited	Non-Public	Locked-in	6 Months	446,050,732	38.85%
Hirdaramani (Private) Limited	Non-Public	Locked-in	6 Months	279,211,864	24.32%
Debug Investments (Private) Limited	Non-Public	Locked-in	6 Months	164,015,357	14.29%

Shareholders	Category of Shareholders	Locked-in Shares	The time period after which the Shares will be available for trading	No. of Shares	No. of Shares as a percentage of total number of Shares in Issue
Mr. R.B.M.I. Perera	Non-Public	Locked-in	6 Months	36,150,518	3.15%
Hirdaramani Power (Private) Limited	Non-Public	Locked-in	6 Months	31,827,927	2.77%
Mr. R.P. Pathirana	Non-Public	Locked-in	6 Months	1,963,323	0.17%
Total Non-Public Shareholders	Non-Public	Locked-in	6 Months	959,219,721	83.54%
Public Shareholders:					
Star Pack Investments (Private) Limited	Public	Not Locked-in	Not applicable	107,432,865	9.36%
Amaliya (Private) Limited	Public	Not Locked-in	Not applicable	44,676,826	3.89%
Mr. Maher Khalid Taleb Darwazah	Public	Not Locked-in	Not applicable	7,413,761	0.65%
Mr. Saad Khalad Taleb Darwazah	Public	Not Locked-in	Not applicable	7,413,761	0.65%
Marina Blue (Private) Limited	Public	Not Locked-in	Not applicable	6,969,184	0.61%
Saboor Chatoor (Private) Limited	Public	Not Locked-in	Not applicable	5,334,339	0.46%
Mr. Mohamed Taleb Darwazah	Public	Not Locked-in	Not applicable	3,705,844	0.32%
Mr. Mazen Samih Taleb Darwazah	Public	Not Locked-in	Not applicable	2,372,457	0.21%
Mr. Ahmad Khaled Taleb Darwazah	Public	Not Locked-in	Not applicable	2,008,123	0.17%
Mr. Faisal Mohommad Darwazah	Public	Not Locked-in	Not applicable	1,606,720	0.14%
Total Public Shareholders	Public	Not Locked-in	Not applicable	188,933,880	16.46%
Total				1,148,153,601	100.00%

There were no share transfers among the shareholders categorized either as “Public” or “Non-Public” during the period of twelve (12) months immediately preceding the date of the Initial Listing Application, hence no further shares will be subject to a lock-in, in terms of CSE Listing Rule 2.1.1 (d) (iii).

Further, no share allotments were carried out among the shareholders categorized either as “Public” or “Non-Public” during the period of twelve (12) months immediately preceding the date of the Initial Listing Application, hence no further shares will be subject to a lock-in, in terms of CSE Listing Rule 2.1.1 (d) (iv).

Pre IPO Public holding (number of Pre IPO shares held by the ‘Public’ as a percentage of the total Pre IPO number of shares), as per the ‘public’ definition provided in the CSE listing rules is 16.46%.

The Company hereby confirms that the information furnished herewith shall remain unchanged until the date of listing.

Locked-in Shares – Post IPO:

Category of Shareholders	Locked-in Shares	The time period after which the Shares will be available for trading	No. of Shares	No. of Shares as a percentage of total number of Shares in Issue
Non-Public	Locked-in	6 Months	959,219,721	71.01%
Public	Not Locked-in	Not applicable	188,933,880	13.99%
Non-public	Not Locked-in (IPO Shares)	Not applicable	-	-
Public	Not Locked-in (IPO Shares)	Not applicable	202,615,341	15.00%
Total			1,350,768,942	100.00%

Post IPO Public holding (number of Post IPO shares held by the ‘Public’ as a percentage of the total Post IPO number of shares), on the assumption that the parties who subscribe to the IPO shall be Public Shareholders (as per the ‘public’ definition provided in the CSE listing rules) is 28.99%.

3.12 TAKEOVER OFFERS

There have been no takeover offers by third parties in respect of the Company’s shares during the past three years. Further, the Company has not made any takeover offers in respect of shares of a third party.

3.13 FUTURE STRATEGIES

The Company will continue to expand both in Sri Lanka and focused regional markets for renewable power generation

The Company expects to use its unique market position to capitalize on prospects both in Sri Lanka & focused regional markets for renewable energy generation. The growth strategy is focused on markets where renewable energy generation is underutilized and markets with low level of electricity access. In Sri Lanka, CEB’s long term electricity generation plan includes an addition of 3,000MW of alternative energy to the electricity grid by 2039. A significant portion of this capacity addition is expected to be met with Wind and Solar energy. Similarly, in Africa, renewable power generation is underutilized even though there is abundance of natural resources. African continent has the richest solar resources in the world, but has installed only 5GW of solar PV, which is less than 1% of the global total (International Energy Agency). Therefore, with its global reach the Company expects to pursue into these new markets that offer attractive opportunities to diversify our operations. The addition of new power plants will also enhance shareholder return overtime.

The Company plans to undertake large projects in sustainable, clean energy space

The Company intends to further diversify the project portfolio and to undertake large projects in the sustainable and clean energy sectors. Energy generation using Waste to Energy (WtE) and Liquefied Natural Gas (LNG) are key focus areas that the Company aspires to venture into in Sri Lanka.

WtE projects have been proposed as a solution to the overarching problem of municipal waste accumulation on waste sites managed by the Government/Municipal authorities. In addition to reducing waste accumulation, WtE projects are a sustainable source of electricity generation with high plant factors (due to a reliable supply of municipal waste that can be fed into the plant). Similarly, electricity generation from LNG has been proposed as an alternative to traditional fossil fuel-based energy generation (e.g. Coal/Diesel). The CEB's long term generation expansion plan (2020 – 2039) envisages generating 20% of the electricity requirement using LNG. The existing diesel/furnace oil plants will be replaced with LNG as the fuel is cleaner as it emits less CO₂ than other fossil fuels and cheaper to source. Further, natural gas resources discovered in the Mannar Basin provide the opportunity for Sri Lanka to reduce the dependency on fossil fuel imports (PUCSL, 2019), if the resource is exploited and used for power generation. This is expected to save a significant amount of foreign exchange for the country and lower electricity generation cost. The Company expects to undertake these projects with appropriate financing and risk sharing structures.

Enhance in-house engineering services to reduce dependence on imported inputs

The Company intends to gradually source the inputs for project implementation, operation and maintenance in-house, to achieve its vision of becoming the “Technology Champion” in the industry. The engineering team currently uses their in-house resources to design the Company's Wind and Solar Power plants, the mini hydro power plants are however, designed with limited third-party support.

In response to the day-to-day engineering challenges faced, the Company has now stepped into refurbishing wind turbine generators locally with limited workshop capacities to ensure optimal operation. Similarly, the Company will extend offering operational & maintenance services to all its project companies in the future. Through this the Company reduces the dependence on overseas products and technology by manufacturing elements locally and further reduces the cost incurred as they will not be exposed to exchange rate fluctuations. The strategy ensures long term sustainability by tapping into local expertise thus being less dependent and more self-sufficient.

The Company intends to further enhance its engineering and innovation capabilities to sustain the development of its project pipeline

Over the years, the Company has successfully implemented renewable power projects in different countries with advanced technologies sourced from various manufacturers and suppliers. To implement such complex projects requires constant focus on improving engineering capabilities and staying up to date with the latest technological developments. The key to retaining this critical success factor is the Company's team of multi-talented professionals. Company employs 05 engineers who possess accreditation of RISO Campus of Technology University of Denmark (DTU) for Wind Resource Assessment & Modelling using state-of-the-art software applications such as WASP 11. All of them are equally versatile with the modern-day solar resource modelling and simulation technologies such as PV Syst. Therefore, to sustain its engineering and innovative strength, the Company will develop a pipeline of engineering talent that will match the growing and diverse needs of the business.

Long term project financing strategy to use a mix of Commercial Bank and DFI funding to lower project financing cost

WIND Group has partnered with a set of world-renowned banks such as Standard Chartered Bank Limited, HSBC Limited, Commercial Bank of Ceylon PLC & Seylan Bank PLC, to source required

debt capital for renewable energy projects. However, with the increasing awareness of the benefits that renewable energy power generation has on society, Development Finance Institutions (DFIs) have increased their financing to renewable energy sector projects. Terms of financing of DFIs are favourable for long term energy projects. Thus, the Company intends to use a mix of commercial (e.g. Commercial Banks) and DFI funding to lower cost of funding which will positively impact cash flows generated by energy projects and will enhance shareholder returns overtime.

3.14 ASSUMPTIONS ASSOCIATED WITH FUTURE STRATEGIES

Future strategies of the Company depend on the demand for renewable energy resulting from increase in overall energy demand and from the conversion to renewable energy from the traditional sources of energy in Sri Lanka and other countries. Continuation of the favourable environment for the renewable energy space as well as stable economic environment would be paramount in the execution of the future strategies of the Company.

Following assumptions were made when developing future strategies.

A. GDP growth to recover in 2021 and beyond

Sri Lanka has achieved a 5-year annual average GDP growth rate of 3.7% between 2015 to 2019 and due to the prevailing COVID-19 pandemic, Sri Lanka is expected to report a subdued economic growth in 2020, similar to other countries globally. Despite the setbacks experienced, the International Monetary Fund (IMF) forecast GDP growth to recover in 2021 and beyond as shown below:

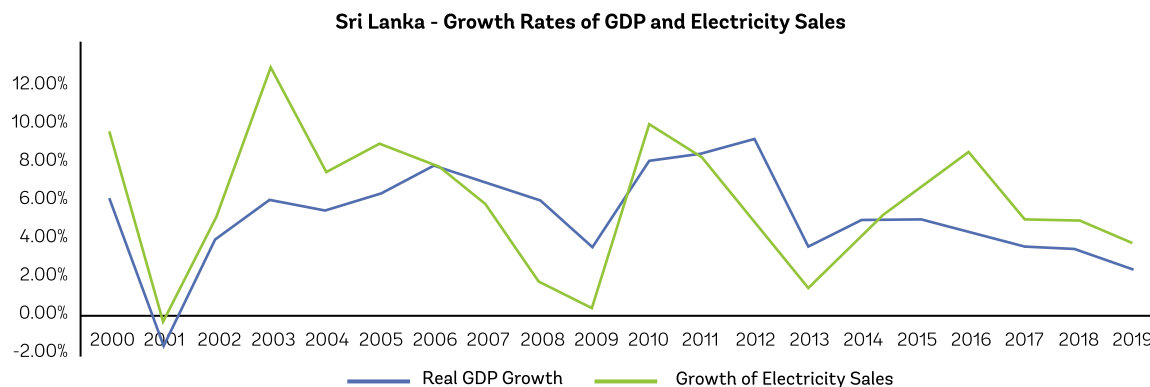
Year	2021	2022	2023	2024	2025
Sri Lanka	5.3%	5.0%	4.6%	4.7%	4.8%
Pakistan	1.0%	4.0%	4.5%	5.0%	5.0%
Ukraine	3.0%	3.2%	3.4%	3.8%	4.0%
Uganda	4.9%	5.5%	6.0%	7.6%	9.3%
Advanced economies	3.9%	2.9%	2.2%	1.9%	1.7%
Emerging market and developing economies	6.0%	5.1%	4.9%	4.8%	4.7%
World	5.2%	4.2%	3.8%	3.6%	3.5%

Source: International Monetary Fund – World Economic Outlook (October 2020)

In its base case forecast, the IMF assumes that social distancing will continue in 2021 in many parts of the world due to COVID-19 pandemic. However, this is expected to fade over time as distribution of COVID-19 vaccines increase globally and therapies improve. As a result, local transmission of cases is expected to fall to low levels by the end of 2022^{RF3} resulting in a recovery of economic activity.

B. Electricity demand to grow in line with economic growth

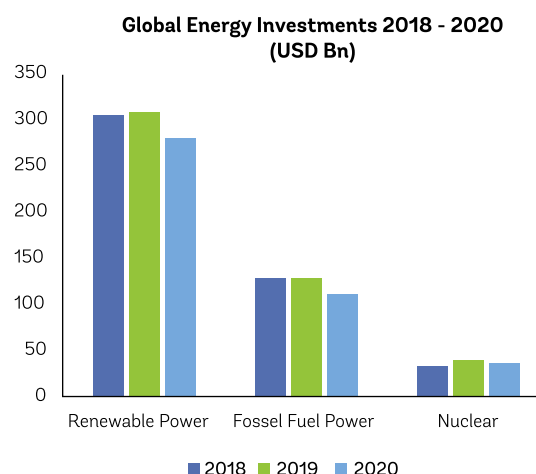
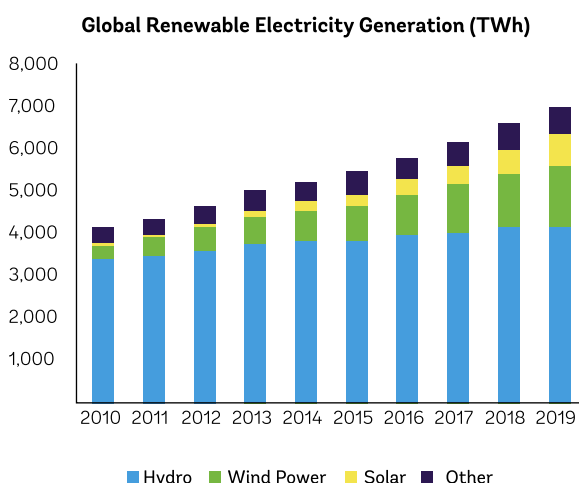
The growth of electricity demand is positively correlated to GDP growth. Therefore, with the forecasted increase in real GDP, demand for electricity is expected to grow. Demand for electricity in Sri Lanka has grown approximately at a range of 5-6% during the last 20 years and the CEB expects the future growth to remain in the same range as Sri Lanka strive to achieve economic prosperity.^{RF4}



Sources: Central Bank of Sri Lanka and Ceylon Electricity Board

Globally, the demand for electricity is expected to double by 2050 driven by infrastructure growth and electrification of the transportation sector (Example: Electric Vehicles). As the level of urbanization increase with rising per capita income, demand for space cooling and appliances expected to increase. Also, electrification of the transport sector will accelerate as electric vehicles (EVs) reach cost parity with fossil fuel driven vehicles. These trends are expected to contribute positively to electricity demand growth.

C. Energy generation by renewable sources to grow as investment for fossil fuel-based sources decline



Sources: BP Statistical Review of World Energy 2020 and Internal Energy Agency (World Energy Investment 2020)

The importance of renewable power generation has increased globally with rising investment into the sector. Annual average investment for last 3 years (2018 – 2020) on renewable power has been approximately USD 300Bn compared to USD 124Bn for fossil fuel power and USD 36Bn for Nuclear power. As cost of operating coal and nuclear power plants increase with stringent environmental compliance requirements, renewable is becoming a viable energy alternative with its declining acquisition cost. As a result, electricity generation by wind and solar has increased drastically during the period 2010 - 2019. For renewable energy, the level of investment seen in the past is expected to continue as cost of renewable energy generation declines further and countries gradually move out of fossil fuel based power generation. In Sri Lanka, contribution to electricity generation from renewable sources is expected to increase with the GoSL's plan to source 70% from clean energy sources by 2030^{RF5}. According to McKinsey it is expected for renewable energy to contribute more than 50% share of total power generation globally by 2035.^{RF6}

D. Favourable government policies on renewable energy sector to continue in future

To encourage the development of renewable energy industry, governments have used various policy measures such as setting national targets for renewable energy supply (Example: under the Paris Agreement 196 countries have agreed to set national level targets to reduce CO₂ emissions^{RF7}) and offering tax incentives or subsidies for investments. The Company assumes these policies to continue in future to further encourage investments into the renewable energy industry and meet national renewable energy supply targets.

3.15 RISKS ASSOCIATED WITH THE FUTURE STRATEGIES

An investment in WIND shares involves risk factors listed below. Prior to investing, the Company encourages each prospective investor to carefully read this entire Prospectus, including, without limitation, the following risk factors. Realization of any of the risk factors would adversely affect the value of the Company and will affect the investment return generated from the WIND share.

A. Risk Related to the Industry

Growth in electricity demand depends on stability of the economic environment

The growth in electricity demand is positively correlated with economic growth, therefore uncertainty resulting from a sluggish economic environment could delay investments, hinder economic growth, and reduce the demand for electricity. It is estimated that Sri Lanka need USD 16Bn in energy investments over next 20 years as the country strives to achieve economic prosperity. The renewable energy sector is expected to take a key role in future electricity supply as GoSL plans to source 70% of electricity generation from clean energy sources by 2030^{RF4}. Globally, countries are expected to shift to renewable energy sources from fossil fuels to meet CO₂ emission reduction goals. These developments bode well for Companies in the renewable energy sector, however, if the Company experience a prolonged sluggish economic environment in a country it operates, there could be an adverse impact on its financial performance.

Changes in government policies and regulations could affect the operations of the Company

GoSL exercises significant influence over electricity generation, transmission and distribution through state-owned power sector utilities and regulatory bodies. Therefore, current/future projects of the renewable energy industry will be impacted by GoSL commitment towards increasing the renewable energy generation and related regulations. A significant change in the direction of regulations was observed in the industry with the enactment of Electricity Act of 2009, which further encouraged private sector participation in areas of electricity generation. Through the Act, Public Utilities Commission of Sri Lanka (PUCSL) was mandated to regulate the industry and safeguard the interests of consumers, investors, policy makers, and all operators of the utility industry. The PUCSL is also mandated to issue licenses for electricity generation, transmission and distribution and decide on tariffs.

Recently, GoSL announced that it intends to amend the Electricity Act of 2009 and change the structure of PUCSL. The final outcomes of the changes are not yet finalized. However, it is expected that the process of approving energy projects is to be expedited to implement USD 2Bn^{RF8} worth of investments in the pipeline within the next 24 months.

WIND also has operations in several other countries, which are being regulated by various government agencies and regulatory bodies. Any new law or regulation would require the Company to incur additional expenditure to achieve compliance or could adversely impact its ability to generate electricity. However, since the adaptation of Paris Agreement, a global effort has been made to reduce CO₂ emissions. The agreement provides a framework for Financial, Technical and Capacity Building support for countries that needs it^{RF7}. Most countries have adopted self-imposed goals to reduce

emissions (Example: European Union targets Carbon neutrality by 2050). Regulations and policies in recent times have centred on achieving these overall emission reduction goals with incentives being offered to encourage investment in renewable energy. However, any change in the direction of the policies could adversely affect operations of WIND.

B. Risk Specific to Wind Power Plants

Low wind speeds can cause low power generation

The revenues generated by wind power plants are proportional to the amount of electricity generated which in turn is dependent upon available wind conditions. Wind conditions have natural variations from season to season and year to year. A persistent decline in wind conditions, such as low wind speeds at wind power plants could lead to adverse change in the volume of electricity generated, which results in a reduction of revenue of the plant.

Prior to selecting sites for wind power plants, the Company conducts multiple feasibility studies on wind speed and trends of change in the air flow patterns to assess the amount of wind resource at the site. This ensures wind power plants are located at sites with optimal wind resource for power generation. However, there is still the possibility of experiencing variations in wind conditions due to erratic weather patterns.

Negative social impact from the wind turbines

Wind power plants emit noise from its generators and blades when moving through the air, resulting in noise pollution in surrounding areas. Also, there are concerns that the presence of wind power plants can be unattractive for the surrounding landscape and harmful for wildlife when they are in multiple rows (Example: spinning turbine blades can pose a threat to birds).

To mitigate the risks of negative social impact, the Company use modern technologies and design wind turbine/tower to reduce the emission of noise. Further, the wind power plants are located in designated sites authorized by local authorities and away from major cities/important environmental habitats to reduce the impact on the environment.

C. Risk Specific to Solar Power Plants

Changing weather patterns can cause a reduction in the expected power generation

The electricity generated by solar power plants depends on persistent availability of sunlight. If regular sunlight is not available at sites where solar power plants are located (Example: due to shifting of the monsoon season) that could reduce the volume of electricity generated, which results in a reduction of revenue of the plant.

To mitigate the risk, sites for solar power plants of the Company are selected after conducting multiple studies on solar irradiance and latest technology is used when building solar power plants to ensure optimal power generation. However, unpredictability of the weather patterns can adversely affect operations of the Company.

D. Risk Specific to Hydropower Plants

Changing rainfall patterns can cause a reduction in the expected power generation

The revenues generated by hydropower plants are proportional to the amount of electricity generated which in turn is dependent on the rainfall in the catchment areas and the water flow. Hydrology conditions have natural variations depending on the time of the year (also can vary each year). A sustained decline in water flows at hydropower plants could adversely affect the electricity generation, which results in a reduction of revenue of the plant.

Prior to constructing a hydropower plant, the Company experts in the field assess the viability of potential sites for hydropower generation, including an assessment of rainfall patterns throughout the year. However, weather patterns are highly unpredictable and the risk may not be fully mitigated.

Disruption of natural water flows could harm nearby natural habitats, farmlands and agricultural zones

If proper precautions are not taken when designing, building and operating a hydropower plant, there is the possibility of damaging nearby natural habitats, farmlands and agricultural zones by disrupting the natural flow of water.

To reduce the risk, the Company uses its top structural engineers and designers who are experts in the field to design hydropower plants by taking into consideration the natural flow of water and the needs of all stakeholders who depends on the water resource ensuring sustainable operation of the hydropower plant.

E. Strategic and Operational Risks

Several factors affect the ability of the Company to find new sites suitable for development of renewable power projects

The Company's ability to expand its project pipeline depends on its ability to find and develop new locations suitable for renewable energy generation. Successful development of project sites depends on several factors such as ability to secure an attractive site on reasonable terms, ability to assess economic viability of the availability of resources (Example: wind, water and sunlight), ability to secure necessary licenses & approvals, ability to get access to electricity transmission/distribution systems, the ability of the Company to manage stakeholder expectations and the ability to negotiate SPPAs with favourable tariff rates. If the Company fails to achieve any one of these factors it may prevent further development of a project site.

Future growth through acquisitions could subject the Company to additional risks

The Company's strategy is to continue to expand the business organically through development of renewable energy projects as well as through acquisitions. However, acquisitions could subject WIND for additional risk which include failure to achieve the expected investment return, risks related to the integration of the assets, processes and human resource systems. Further WIND could be subject to litigation and other liabilities which is not materialized or detected at the time of the acquisition. Any such eventuality could affect the reputation and the financials of the Company.

Equipment failure at power plants could cause reduction in electricity generation

There is a risk of Company experiencing equipment failures at power plants due to design error, operator error, wear & tear and unforeseen disruption resulting from the power grid. Such events could have material adverse impact on financial performance of the Company. To mitigate the risk, the Company continuously subjects the machinery and equipment to regular quality checks and maintenance procedures which complies with international standards.

Loss of access to electricity transmission and distribution systems could impact revenue

Electricity generated by power plants is delivered to end customer by supplying to the grid system (transmission and distribution systems) managed by state-owned utility company, CEB. Delivery to the grid system could be adversely impacted if the Company could not get access to these systems due to low electricity demand, over supply in the system, contractual disputes and due to operational failure of transmission/distribution systems, which could adversely affect the financial performance of the business.

Project implementation risks

Part of the operations of the Company involves managing the current and future project pipeline. Therefore, the Company faces following risks when managing and implementing projects:

- **Cost overrun risk** – escalation of project cost due to errors in estimating costs, currency risk and assessing the scope of the project. This will reduce project investment returns.
- **Scheduling risk** – risk of the project timeline extending beyond the initial estimates. This may result additional costs and delays in generating cash flows.
- **Performance risk** – the risk of project failing to achieve results consistent with project goals. This may impact financial performance and future opportunities available to the Company.

To mitigate above risks, the Company employs a team of experts who have extensive track record of handling projects locally and internationally. For complex projects, the Company also seeks the advice of external consultants, if required. The project teams are adequately compensated/rewarded to ensure their skills/experience is retained by the Company.

Operations of the Company is subject to foreign currency risk

The Company is exposed to foreign currency fluctuations with its investments in foreign renewable energy projects. Tariffs on most foreign energy projects are denominated in USD or EURO and two projects in Pakistan is denominated in PKR which is linked to PKR/USD depreciation. Therefore, appreciation of LKR against USD and EUR could adversely affect the revenue generated by the Company.

During the period 2011 – 2020 the LKR has depreciated at an annual average of 5.9% and 3.6% against USD and EURO, respectively. CBSL has taken steps in the past to intervene in the market to maintain stability in exchange rates given Sri Lanka's large trade deficit and foreign debt obligations. If LKR depreciates further against USD/EURO, the Company will benefit from its USD/EURO tariff denominated projects. The Company however will be negatively impacted when importing machinery/materials.

Government policy changes on foreign investments

The Company is subject to restrictions imposed by GoSL and CBSL in the amount of money that could be taken out of the country for its foreign investments. Any further change or restriction on capital movement could affect the smooth implementation of future projects in other countries. To mitigate the risk, the Company use the extensive experience of its board of directors in investing in foreign markets to structure foreign investments and comply with respective investment regulations. Further, investment proposals/agreements are vetted by lawyers prior to execution.

Risks from environmental hazards

The Company having operations in different geographies subjects it to risk associated with natural disasters. Any damage to power plants from natural disasters could lead to high repair and maintenance costs. The Company factor in potential risks of environmental hazards when designing, constructing and operating power plants. However, there is still the possibility of unavoidable damage from such events. If such risks do occur, the Company has comprehensive insurance contracts to cover losses from adverse natural disasters.

Risk that rights and licenses will not be renewed

The Company holds licenses to generate power and rights to use land/water in countries which it operates power plants. The Company expects these rights/licenses to be renewed by the applicable regulatory body in each country it operates. However, if rights/licenses are not renewed or they are

renewed under additional cost/compliance requirements, operations and cash flows of the Company could be adversely impacted.

Risk relating to SPPAs and tariffs

Upon initiating a power plant project, the Company enters into a SPPA with the regulator, mostly for a period of 20 years. A typical SPPA describes the terms relating to validity period and the tariffs at which the energy generated would be purchased by the state utility companies. Upon the expiry of the SPPAs, renewal is based on negotiations with the regulators. In this process the Company faces the following risks:

- **Risk of non-renewal of an expired SPPA** – The renewal of the expired SPAs are at the discretion of the regulators and the renewal will depend on circumstances prevailing at time of the expiry. WIND was able to renew the expired SPPA of Energy Reclamation for an additional period of 20 years.
- **Tariff risk** – Upon the renewal of the SPPAs, tariff applicable could be lower than the initial agreement.

To mitigate these risks, the Company tries to be the first mover on available renewable sector investment opportunities to capture lucrative contract terms. Company constantly enters into new power plants, resulting in stable cash generation despite lower tariff rates materializing from renewal of SPPAs.

F. Financing Risk

Interest rate risk

The Company is exposed to interest rate fluctuations through its borrowings to fund power plants. WIND keeps its borrowing cost low by negotiating with lenders at group level on behalf of project companies when raising debt capital. However, in a rising interest rate environment the interest expense of debt funded projects of the Company will increase.

Risk relating to financing of future operations of the Company

The Company will finance its expansions, acquisitions or operations using internally generated funds or by raising additional debt/equity capital in the future, subject to compliance with relevant regulatory requirements. The ability of the Company to raise capital in future will depend on future performance of the group, overall conditions in the capital markets, state of the economy and investor appetite for investments in renewable energy. If capital becomes scarce, unavailable or comes with restrictive terms the ability of the Company to invest in future projects will be impaired. This could have a material adverse impact on financial performance of the group.

G. Capital Markets Risk

Price Volatility

The share issue price of the Company is not an indication of the market price for the Company as the share may fluctuate in the secondary market due to a range of reasons. These reasons may include but are not only limited to the risk of changes in the nature or scope of the Company's operations, industry-wide changes, changes to regulation and tax laws, macro-economic factors, secondary market volatility and market sentiment.

Investment Risk

Equity instruments may not be a suitable investment for all investors. Potential investors who wish to purchase shares should possess the relevant knowledge and analytical skills required to evaluate an investment in shares by judging the risk reward proposition of such an investment decision. The

decision to invest in shares should also be considered in light of an investor's financial situation, risk appetite, investment horizon and investment objectives.

Liquidity Risk

This is the risk stemming from the lack of marketability of shares that cannot be bought or sold quickly enough to prevent or minimize losses. Liquidity risk is typically reflected in an unusually wide gap between the buying and selling price (particularly to the downside).

3.16 IMPACT OF COVID-19 ON THE COMPANY AND ITS BUSINESS OPERATIONS

In contrast to most other sectors, power sector in general has a lower business and operational impact from Covid-19. The same is predominantly due to revenue by nature being contractual and operational inputs in renewable energy being less dependent on a value chain.

However, the construction of new power plants could prove to be challenging in terms of logistics amidst the pandemic for most power producers. However, the management of WIND has been able to overcome such challenges to carry out the end-to-end development of Tororo PV Power within six months amidst the pandemic.

3.17 LITIGATION AND DISPUTES

The Company and the Group has not been involved, nor is it currently involved in any legal, arbitration or mediation proceedings, which may have had significant effects on the Group's financial position and profitability.

Further, there have been no penalties imposed by regulatory and state authorities on WIND in the recent past, as at the date of this Prospectus.

3.18 CONTINGENT LIABILITIES

Please refer Section 3.20 for a detailed list of guarantees given out and contingent liabilities of WIND Group. There are no other Contingent Liabilities that would affect current and future profits of the Company as at 31 December 2020.

3.19 TAXATION

3.19.1 Taxation applicable to the Company

- **Corporate Income Taxation**

WIND was liable to pay corporate Income tax at 28%, in accordance with the provisions of the Inland Revenue Act No. 24 of 2017 (as amended). However, with the proposed amendments to Income Tax Rates made on circular dated 08 April 2020 by the IRD, the Company expects to be liable to pay Corporate Income tax at 24% moving forward.

- **Value Added Tax (VAT)**

The Company was liable to pay VAT on liable turnover at a rate of 8% in accordance with the provisions of the Value Added Tax Act No. 14 of 2002 (as amended). However, as per the list of VAT registration deactivated persons disclosed by the IRD on 20 January 2021, the Company has cancelled its VAT registration and is not liable to pay VAT on turnover.

- **Tax concessions or tax exemptions**

The Company does not qualify for any tax concessions or tax exemptions as at the submission of the listing application.

However, the Government of Sri Lanka (GoSL) has proposed in the 2021 Fiscal Budget to provide a 50% tax concession for the years 2021/22 and a concessional corporate tax rate of 14% for the subsequent three (03) years, for companies that are listed on the CSE before 31 December 2021. Although proposed, this is not yet in effect as it has not yet been gazetted as at the date of this Prospectus.

3.19.2 Taxation applicable to the companies within the WIND Group

- Table below shows the tax concessions & tax exemptions (if applicable), income tax rates and other taxes applicable to the project companies within the WIND Group

Entity	Tax holiday Ending Year	Income Tax rate post Tax holiday (As per BOI agreement)	Tax Rate Charged in FY20
Renewgen	N/A	N/A	28.00%
Wind Power Projects			
Seguwantivu	2015/16	15.00%	14.00% ¹
Vidatamunai	2015/16	15.00%	14.00% ¹
Nirmalapura	2018/19	15.00%	15.00%
Daily Life	2018/19	15.00%	14.00% ¹
Powergen	2021/22	15.00%	Tax Holiday
Joule Power	2022/23	No rate specified ²	Tax Holiday
Beta Power	2022/23	No rate specified ²	Tax Holiday
Solar Power Projects			
Vydexa	2022/23	15.00%	Tax Holiday
Solar One	2025/26	24.00%	Tax Holiday
Suryadhanavi	N/A	N/A	28.00%
Sunny Clime	N/A	N/A	28.00%
Seruwawila	N/A	N/A	28.00%
Hirujanani	N/A	N/A	28.00%
Harappa Solar	N/A	N/A	Exempt
Gharo Solar	N/A	N/A	Exempt
Tororo PV Power	N/A	N/A	30.00%
Semypolky Solar	N/A	N/A	18.00%
Hydro Power Projects			
Energy Reclamation	2008/09	10% tax for 2 years there onwards, 20%	14.00% ¹
Terraqua International	2013/14	10% tax for 2 years there onwards, 20%	20.00%
Terraqua Kokawita	2016/17	10% tax for 2 years there onwards, 20%	20.00%
Melanka Power	2021/22	No rate specified ²	Tax Holiday
Vidul Madugeta	2017/18	10% tax for 2 years there onwards, 20%	20.00%

Entity	Tax holiday Ending Year	Income Tax rate post Tax holiday (As per BOI agreement)	Tax Rate Charged in FY20
Gurugoda Hydro	2014/15	10% tax for 2 years there onwards, 20%	20.00%
Peak Power	2022/23	24.00%	Tax Holiday
H.P.D. Power	2024/25	24.00%	Tax Holiday
Mahoma Uganda	N/A	N/A	30.00%
Ziba	N/A	N/A	30.00%

¹ The project company has paid taxes at the rate specified by the prevailing Inland Revenue Act, since it is lower than the rate specified by the BOI agreement.

² The BOI agreement does not specify an income tax rate that will be applicable to the project company after the tax holiday expires. In these instances, the project company will pay income taxes at the rates specified by the Inland Revenue Department.

3.20 PARTICULARS OF DEBT AND LOAN CAPITAL

3.20.1 Summary of Debt and Loan Capital of the WIND Group:

The balances given below are as per the unaudited interim financial statements:

Categorized to when it is Payable (LKR):	31 December 2020
Amount Payable Within 1 Year*	1,647,987,582
Amount Payable After 1 Year	4,591,283,893
Total Debt and Loan Capital	6,239,271,475

* Includes Bank Overdraft Balance of LKR 96,994,692. Refer Section 3.20.4 for details

Categorized to Type of Debt (LKR):	31 December 2020
Long Term Loans	6,112,072,309
Leases	30,204,474
Bank Overdrafts	96,994,692
Total Debt and Loan Capital	6,239,271,475

3.20.2 Particulars of Long Term Loans:

The balances given below are as per the unaudited interim financial statements:

Borrower	Financial Institution	Date Obtained	Term of Loan	Purpose of Facility	31 December 2020 (LKR)
WIND	HSBC	22-Jan-19	7 Years	Gharo investment	699,214,212
	SCB	1-Oct-19	7 Years	Tororo investment	535,221,207
Seguwantivu	DFCC	24-Oct-17	5 Years	Gearbox import	15,501,099
Vidatamunai	DFCC	24-Oct-17	5 Years	Gearbox import	46,411,846
Daily Life	Sampath	29-Dec-17	8 Years	Project loan	31,021,101
	Sampath	15-Feb-18	8 Years	Project loan	35,484,677
	Sampath	21-Aug-18	8 Years	Project loan	2,152,044
	DFCC	7-Nov-19	2 Years	Project loan	70,735,489
Powergen	Sampath	1-Aug-14	7 Years	Project loan	10,760,000
	COMB	12-Sep-12	8 Years	Project loan	365,000
	COMB	21-Feb-14	7 Years	Project loan	21,434,001
Joule Power	NDB	1-Apr-14	8 Years	Project loan	363,880,522
	Seylan	22-Dec-20	5 Years	Mortgage on generator	50,000,000
Beta Power	NDB	1-Apr-14	8 Years	Project loan	367,406,774
	Seylan	22-Dec-20	5 Years	Mortgage on generator	50,000,000
Vydexa Lanka	HNB	3-Mar-17	9 Years	Project loan	512,453,477
	HNB	8-Oct-20	8 Years 5 Months	500KW extension	48,244,000
Suryadhanavi	DFCC	31-Aug-18	9 Years	Project loan	668,888,884
	DFCC	6-Feb-18	9 Years	Project loan	39,814,819
Sunny Clime	Seylan	28-Sep-18	9 Years	Project loan	43,752,323
	Seylan	17-Sep-19	5 Years	Project loan	36,454,000
Seruwawila Photovoltaic	Seylan	17-Aug-18	9 Years	Project loan	43,518,000
	Seylan	28-Sep-18	5 Years	Project loan	35,991,000
Hirujanani	HNB	26-Oct-18	10 Years	Project loan	126,846,915
Renewgen	DFCC	25-Jun-18	7 Years	Ziba investment	154,923,914
Melanka Power	DFCC	11-May-12	9 Years	Project loan	122,741,233
	DFCC	11-May-12	9 Years	Project loan	28,444,410
	DFCC	29-Oct-13	9 Years	Project loan	15,267,399
H.P.D. Power	Sampath	7-Jun-16	9 Years	Project loan	140,800,000
	Sampath	7-Jun-16	9 Years	Project loan	252,692,619
Peak Power	DFCC	16-Mar-15	8 Years	Project loan	116,844,910
Tororo PV Power	HNB	9-Jan-20	9 Years	Project loan	1,424,806,435
					6,112,072,309

3.20.3 Particulars of Leases:

The following are the particulars of the Lease commitments of the Group as per unaudited interim financial statements.

Lessee	Asset	Lessor	Date Obtained	Term of Loan	31 December 2020 (LKR)
WIND	Motor Vehicle	COMB	21-Nov-17	05 Years	1,795,815
	Motor Vehicle	COMB	5-Feb-19	05 Years	3,451,451
	Motor Vehicle	COMB	26-Feb-18	05 Years	2,559,138
	Motor Vehicle	COMB	21-Nov-17	05 Years	2,658,238
	Motor Vehicle	PABC	10-Jun-20	04 Years	11,692,906
	Motor Vehicle	PABC	10-Jun-20	04 Years	2,993,129
Daily Life	Motor Vehicle	DFCC	11-Jan-18	05 Years	2,056,712
Renewgen	Motor Vehicle	Sampath	15-May-18	05 Years	1,278,554
	Motor Vehicle	Sampath	14-Nov-17	05 Years	1,718,532
					30,204,474

3.20.4 Particulars of Bank Overdraft Facilities:

The following are the particulars of the bank overdraft facilities of the WIND Group as per the unaudited interim financial statements:

Borrower	Financial Institution	31 December 2020 (LKR)
WIND	COMB	90,315,027
Vydexa Lanka	HNB	2,209,284
Beta Power	NDB	1,842,154
Joule Power	NDB	1,728,861
Melanka Power	DFCC	827,161
Suryadhanavi	DFCC	72,205
		96,994,692

3.20.5 Particulars of Guarantees and Other Material Contingent Liabilities:

Given below are the particulars of the guarantees and other material contingent liabilities of the WIND Group.

Liability Due by	Guarantee or contingent liability taken on behalf of	Financial Institution	Description	Amount
WindForce Limited	Seguwantivu	DFCC	Corporate Guarantee	LKR 50Mn
	Vidatamunai	DFCC	Corporate Guarantee	LKR 50Mn
	Powergen	Sampath	Letter of comfort	LKR 400Mn
	Joule Power	Seylan	Letter of comfort	LKR 50Mn
	Beta Power	Seylan	Letter of comfort	LKR 50Mn
	Hirujanani	HNB	Letter of comfort	LKR 175Mn
	Suryadhanavi	DFCC	Corporate Guarantee	LKR 890Mn
	Tororo PV Power	HNB	Sponsor support agreement	USD 9Mn
	Roof-Top Solar	HSBC	Performance Bonds	LKR 200k
	Hiruras Power	Sampath	Performance Bond	LKR 20Mn
	Hiruras Power	Sampath	Performance Bond	LKR 10Mn
	Vydexa	HNB	Letter of comfort	LKR 50Mn
Renewgen	Mahoma Uganda	NDB	Sponsor support agreement	USD 6Mn
	Mahoma Uganda	NDB/HNB/DFCC/COMB	Sponsor support agreement	USD 16.64Mn

3.20.6 Particulars on Mortgages and Charges on the Assets of the Entity:

Given below are the particulars of the assets of the WIND Group that have been mortgaged for its borrowing facilities. There are no other assets of the Group that are mortgaged as at the date of this Prospectus.

Company	Financial Institution	Assets Pledged	Mortgage Type	Legal Owner of Assets Pledged	Mortgage Amount
Melanka Power	DFCC	Immovable property and plant, machinery and equipment	Primary Mortgage Bond	Melanka Power	LKR 350Mn
		Leasehold project land	Additional Primary Mortgage Bond	Melanka Power	LKR 350Mn
		30,970,000 Ordinary shares of the company held by Promoters	Primary Mortgage Bond	Renewgen	LKR 150Mn

Company	Financial Institution	Assets Pledged	Mortgage Type	Legal Owner of Assets Pledged	Mortgage amount
		All Project documents	Additional Primary Mortgage Bond	Melanka Power	LKR 150Mn
		30,600,002 Ordinary shares of the company held by Promoters	Primary Mortgage Bond	Renewgen	LKR 50Mn
H.P.D. Power	Sampath	Plant, machinery and other equipment and all project documents	Primary Mortgage Bond	H.P.D. Power	LKR 448Mn
		Entire Ordinary shares of the company held by Promoters	Primary Mortgage Bond	Renewgen	LKR 250Mn
Peak Power	DFCC	Freehold Lands and Buildings	Primary Mortgage Bond	Peak Power	LKR 20Mn
		Leasehold project land	Additional Primary Mortgage Bond	Peak Power	LKR 20Mn
		Movable Machinery	Primary Mortgage Bond	Peak Power	LKR 230Mn
		Entire Ordinary shares of the company held by Promoters	Primary Mortgage Bond	Renewgen	LKR 125Mn
		All Project documents	Additional Primary Mortgage Bond	Peak Power	LKR 125Mn
Daily Life	Sampath	All Land and project assets	Primary Mortgage Bond	Daily Life	LKR 692.3Mn
		51% of the Ordinary shares of the company held by WindForce Limited	Primary Mortgage Bond	WindForce Limited	LKR 90Mn
Powergen	Sampath	1/3 of the Ordinary shares of the company held by WindForce Limited	Primary Mortgage Bond	WindForce Limited	LKR 100Mn
	Sampath	Movable assets	Primary Mortgage Bond	Powergen	LKR 600Mn
	COMB	Movable assets	Primary Mortgage Bond	Powergen	LKR 725Mn

Company	Financial Institution	Assets Pledged	Mortgage Type	Legal Owner of Assets Pledged	Mortgage Amount
Joule Power	NDB - Facility 1 & 2	Immovable assets	Primary Mortgage Bond	Joule Power	LKR 140Mn
		Movable assets	Primary Mortgage Bond	Joule Power	LKR 1,421Mn
		All Ordinary shares of the Company	Additional Primary Mortgage Bond (For Facility 1 & 2)	WindForce Limited, K.B.M.I. Perera, Hayleys Aventura (Pvt) Ltd and Renewgen	LKR 1,421Mn
		Books debts, insurance proceeds and receivables	Additional Primary Mortgage Bond (For Facility 1 & 2)	Joule Power	LKR 1,421Mn
		All Project documents	Additional Primary Mortgage Bond (For Facility 1 & 2)	Joule Power	LKR 1,421Mn
		Immovable assets and plant, machinery and accessories	Primary Mortgage Bond (For Facility 2)	Joule Power	LKR 100Mn
	Seylan	Generator	Secondary Mortgage Bond	Joule Power	LKR 50Mn
Beta Power	NDB - Facility 1 & 2	Immovable assets	Primary Mortgage Bond	Beta Power	LKR 140Mn
		Movable assets	Primary Mortgage Bond	Beta Power	LKR 1,421Mn
		All Ordinary shares of the Company	Additional Primary Mortgage Bond (For Facility 1 & 2)	WindForce Limited, K.B.M.I. Perera, Hayleys Aventura (Pvt) Ltd and Renewgen	LKR 1,421Mn
		Books debts, insurance proceeds and receivables	Additional Primary Mortgage Bond (For Facility 1 & 2)	Beta Power	LKR 1,421Mn
		All Project documents	Additional Primary Mortgage Bond (For Facility 1 & 2)	Beta Power	LKR 1,421Mn
		Immovable assets	Primary Mortgage Bond (For Facility 2)	Beta Power	LKR 100Mn

Company	Financial Institution	Assets Pledged	Mortgage Type	Legal Owner of Assets Pledged	Mortgage Amount
	Seylan	Generator	Secondary Mortgage Bond	Beta Power	LKR 50Mn
Tororo PV Power	HNB - Facility 1, 2 & 3	Immovable and movable assets of including plant, machinery and equipment, all project documents, debt books, insurance proceeds and receivables	Primary Mortgage Bond (For Facility 1 & 3)	Tororo PV Power	USD 9.0 Mn
		Leasehold project land	Primary Mortgage Bond (For Facility 1 & 3)	Tororo PV Power	USD 9.0 Mn
		All Ordinary shares of the Company	Primary Mortgage Bond (For Facility 1 & 3)	WindForce Limited, ECL Energy (Pvt) Ltd and First Power Limited	USD 9.0 Mn
Sunny Clime	Seylan	Machinery and all project documents	Primary Mortgage Bond	Sunny Clime	LKR 135Mn
		All Ordinary shares of the Company	Primary Mortgage Bond	WindForce Limited and ECL Energy (Pvt) Ltd	LKR 135Mn
Seruwavila Photovoltaic (Pvt) Ltd	Seylan	Machinery and all project documents	Primary Mortgage Bond	Seruwavila Photovoltaic (Pvt) Ltd	LKR 135Mn
		All Ordinary shares of the Company	Primary Mortgage Bond	WindForce Limited and ECL Energy (Pvt) Ltd	LKR 135Mn
Hirujanani	HNB	All Ordinary shares of the Company	Primary Mortgage Bond	WindForce Limited, Mona Plastic (Pvt) Ltd and Mouldex (Pvt) Ltd	LKR 175Mn
Suryadhanavi	DFCC	Movable assets	Primary Mortgage Bond	Suryadhanvi (Pvt) Ltd	LKR 890Mn
WindForce Limited	HSBC	Fixed Deposits	Place as lien	WindForce Limited	LKR 880Mn
	SCB	Fixed Deposits	Place as lien	WindForce Limited	LKR 584Mn

3.21 DEGREE OF DEPENDENCE ON KEY CUSTOMERS AND SUPPLIERS

Degree of dependence on Key Customers

WIND in its normal course of business depends on following key customers to sell electricity generated by its project companies.

Key Customers based on Effective Capacity of WIND Group:

Country	Customer	Effective Capacity (MW)	% Share of Effective Capacity
Sri Lanka	Ceylon Electricity Board (CEB)	96.9	76.7%
Pakistan	K-electric – Gharo Solar	15.0	11.9%
	Central Power Purchasing Agency (CPPA) – Harappa Solar	2.3	1.8%
Uganda	Uganda Electricity Transmission Company Limited (UETCL)	10.9	8.6%
Ukraine	Energomarket	1.1	1.0%
Total		126.2	100.0%

Key Customers based on Revenue Contribution to the WIND Group:

Country	Customer	Revenue % of total Group Revenue
Sri Lanka	Ceylon Electricity Board (CEB)	95.02%
Sri Lanka	Lanka Electricity Company (LECO)	1.05%
Uganda	Uganda Electricity Transmission Company Limited (UETCL)	3.93%
Total		100.00%

These customers have entered into SPPAs with project companies of the WIND Group to purchase electricity for 20 - 25 years. Customers can terminate SPPAs if project companies of WIND fail to meet the terms of the agreement. Trigger events which allow a customer to terminate a SPPA includes but not limited to not having relevant licenses/approvals to generate electricity, failing to commence construction and plant operations as per agreed timelines and failing to deliver electricity according to agreed performance criteria. If WIND fails to meet the performance requirements under SPPAs it must make representations to CEB, CPPA and UETCL to reinstate the agreement.

WIND has high dependency on CEB as a customer since 95.02% of its revenue is generated through CEB. The Company currently has 19 SPPAs with CEB for 19 power plants. Termination of one such SPPA amongst other factors has a bearing on revenue depending on the level of power generation by the plant. In contrast to smaller power generating companies in the sector, WIND would have a lower impact from the termination of one of its SPPAs with CEB. Hence the risk arising due to the high dependency on CEB is mitigated to some extent. Further, the likelihood of such termination for an operating power plant is considered to be extremely low and currently all power plants under WIND are operational.

Degree of dependency on Suppliers

Considering the nature of the business carried out by WIND and its group companies, there is low dependency on suppliers for its day-to-day business activities. However, it should be noted that WIND

and its group companies purchases all goods and services in relation to its operating and maintenance activities from the Original Equipment manufacturers of its plant and machinery.

3.22 DETAILS OF BENEFITS PAID TO PROMOTERS

Benefits of LKR 5,874,999 were paid to one of the promoters of WIND, Mr. K.B.M.I. Perera (Managing Director) during FY19. The benefits paid were in the form of shares allotted in consideration of services rendered as a promoter. The allotment of shares was carried out in February 2019. These shares issued were part of the shares issued during capital raising carried out by WIND on 10 February 2019.

3.23 DETAILS OF COMMISSION PAID

WIND has not paid any commission in the two (2) years preceding the Issue, neither are any commissions payable for subscribing or agreeing to subscribe or procure or agreeing to procure subscription for any Shares of the Company apart from the commission payable on the IPO, as detailed in Section 1.10 of this Prospectus.

3.24 DIRECTORS' INTEREST IN ANY TRANSACTION RELATING TO PROPERTY OF THE ENTITY

There were no transactions relating to the property completed within the two (2) preceding years in which any vendor of the property to WIND or any person who is or was at the time of the transaction, a promoter or a director or proposed director of WIND had any interest, direct or indirect.

3.25 MATERIAL CONTRACTS

As at the date of the Prospectus there were no material contracts entered into or any agreements entered with other parties by WIND within the preceding two (2) years other than those contracts entered into as part of the ordinary course of business.

3.26 OTHER DISCLOSURES IN RELATION TO THE FINANCIAL STATEMENTS OF THE COMPANY

3.26.1 Gain on Bargain Purchase

The Company recorded a 'Gain on Bargain Purchase' of LKR 491,179,999 in the Statement of Comprehensive Income during FY20. This Gain on Bargain Purchase has significantly contributed to both the Profit Before Tax of LKR 2,359,158,999 and Profit After Tax of LKR 1,896,798,412 recorded in FY20. It should be noted that this Gain on Bargain Purchase is a one-off event and the Management does not expect such gains on a recurring basis.

Acquiree	Method of Acquisition	Acquisition Date	Value of Investment (LKR)	Share of Net Assets Acquired (LKR)	Gain on Bargain Purchase (LKR)
Powergen	Share SWAP	31-Jan-20	1,543,049,370	1,598,028,147	54,978,777
Melanka Power	Share SWAP	31-Jan-20	466,195,080	628,730,195	162,535,115
Peak Power	Share SWAP	31-Jan-20	230,000,000	406,793,856	176,793,856
H.P.D. Power	Share SWAP	31-Jan-20	382,000,000	393,644,105	11,644,105
Beta Power	Purchase of Shares	31-Jan-20	105,000,000	148,707,253	43,707,253
Joule Power	Purchase of Shares	31-Jan-20	105,000,000	146,520,893	41,520,893
Total			2,831,244,450	3,322,424,449	491,179,999

3.26.2 Goodwill on Business Combinations

The Company has recorded a 'Goodwill on Business Combinations' balance of LKR 2,239,113,125 on the Statement of Financial Position as at 31 December 2020. The Management of WIND is confident that no loss may arise in the near future due to impairment of the Goodwill on Business Combinations.

3.26.3 Dividends Receivable

The Company has recorded 'Dividend Receivables' balance of LKR 868,280,956 on the Statement of Financial Position as at 31 March 2020. This relates to dividends that were declared by the subsidiaries but were not paid by the respective subsidiaries as at 31 March 2020. This entire amount was subsequently paid by the subsidiaries to WIND in April 2020.

4.0 CORPORATE GOVERNANCE

4.1 DIRECTORS

4.1.1 BOARD OF DIRECTORS

The Board of Directors of WIND comprises of Ten (10) Directors of whom Three (03) are Non-Executive Independent Directors, Four (04) are Non-Executive Non-Independent Directors and Three (03) are Executive Non-Independent Directors. As at the date of Prospectus the composition of the Board of Directors are as follows:

Name of the Director	Designation	Address
Mr. R. P. Pathirana	Chairman, Non-Executive Non-Independent	No. 40/19, Lake Gardens, Rajagiriya
Mr. A. A. Akbarally	Deputy Chairman, Executive Non-Independent Director	No. 90, Layards Road, Colombo 05
Mr. K. B. M. I. Perera	Managing Director, Executive Non-Independent Director	69/3F, Buthgamuwa Road, Rajagiriya
Mr. Huzefa Akbarally	Non-Executive Non-Independent Director	No. 62/1, Jawatte Road, Colombo 05
Mr. Hussain Akbarally	Executive Non-Independent Director	No. 90, Layards Road, Colombo 05
Mr. M. Najmudeen	Non-Executive Non-Independent Director	No. 16, Station Road, Colombo 06
Mr. V. K. Hirdaramani	Non-Executive Non-Independent Director	No. 44, Horton Place, Colombo 07
Mrs. Saumya Amarasekera	Non-Executive Independent Director	No. 3, Sravasti Place, Colombo 07
Mr. Dilshan Hettiaratchi	Non-Executive Independent Director	175/34B, Senanayake Avenue, Nawala, Sri Lanka
Mr. Savantha De Saram	Non-Executive Independent Director	26/2, Rosmead Place, Colombo 07

4.1.2 PROFILES OF THE BOARD OF DIRECTORS

Name and Designation	Business Experience	Other Directorships
Mr. R. P. Pathirana – Chairman, Non-Executive	<p>Mr. Ranil Pathirana is a Director of the Hirdaramani Group which includes Apparel, Leisure & Investment Holding Companies. He is also the Managing Director for Hirdaramani International Exports (Pvt) Limited. The Hirdaramani Group has apparel manufacturing facilities across Sri Lanka, Bangladesh, Vietnam and Ethiopia.</p> <p>Mr. Pathirana is the Chairman of WindForce Ltd. He is also a Non-Executive Director of Ambeon Holdings PLC, BPPL Holdings PLC, ODEL PLC & Alumex PLC.</p> <p>Mr. Ranil Pathirana is a Fellow Member of the Chartered Institute of Management Accountants, UK (FCMA - UK) and holds a Bachelor of Commerce Degree from the University of Sri Jayewardenepura.</p>	<p>Alumex (Pvt) Ltd.</p> <p>Ambeon Capital PLC</p> <p>BPPL Holdings PLC</p> <p>Ceylon Hotels Corporation PLC</p> <p>Ceylon Knit Trend (Pvt) Ltd.</p> <p>HI Fashion Holdings (Pvt) Ltd.</p> <p>Hirdaramani (Pvt) Ltd.</p> <p>Hirdaramani Apparel Holdings (Pvt) Ltd.</p> <p>Hirdaramani Industries (Pvt) Ltd.</p> <p>Hirdaramani International Exports (Pvt) Ltd.</p> <p>Hirdaramani Investment Holdings (Pvt) Ltd.</p> <p>Hirdaramani Leisure Holdings (Pvt) Ltd.</p> <p>ODEL PLC</p> <p>Rosewood (Pvt) Ltd.</p> <p>Star Packaging (Pvt) Ltd.</p> <p>Union Residencies (Pvt) Ltd.</p>
Mr. A. A. Akbarally – Vice Chairman, Non-Executive Non-Independent Director	<p>Mr. Ali Asghar (Asgi) Akbarally is an Executive Director of Akbar Brothers (Pvt) Ltd, one of Sri Lanka's largest diversified corporates, globally renowned for its tea exports. Mr. Asgi Akbarally holds directorship in multiple subsidiaries and affiliates of the Akbar Group covering sectors such as Manufacturing, Property Development, Hospitality, Healthcare, Power Generation, Packaging & Printing, Logistics and Environmental Services.</p> <p>He is the Chairman of Amana Bank PLC, Executive Deputy Chairman of WindForce Ltd, Chairman, Hermitage Resorts (Pvt) Ltd, Uthurumaafaru Holding (Pvt) Ltd Maldives, Lhaviyani Holdings (Pvt) Ltd and Cocoon Investments (Pvt) Ltd Maldives and a Director of Alumex PLC.</p>	<p>Akbar Brothers (Pvt) Ltd.</p> <p>Akbar Brothers Exports (Pvt) Ltd.</p> <p>Alumex PLC</p> <p>Amana Bank PLC</p> <p>Chadstone Holding (Pvt) Ltd.</p> <p>Cocoon Investments (Pvt) Ltd. – Maldives</p> <p>Falcon Development (Pvt) Ltd.</p> <p>Falcon Trading (Pvt) Ltd.</p> <p>Flexi Print (Pvt) Ltd.</p> <p>Hermitage Resorts (Pvt) Ltd.</p> <p>Land & Building (Pvt) Ltd.</p> <p>Laviyani Holdings (Pvt) Ltd.</p> <p>Quick Tea (Pvt) Ltd.</p>

Name and Designation	Business Experience	Other Directorships
	Mr. Asgi Akbarally is currently the Honorary Consul of the Hashemite Kingdom of Jordan. He holds a BSc Degree in Industrial Engineering from the California State University and is a Fellow Member of the Institute of Certified Professional Managers. A classic car enthusiast, Mr. Asgi Akbarally has authored a coffee table book on "Classic and Vintage Automobiles of Ceylon" and is the Patron of the Classic Car Club of Ceylon.	Stella Plastic (India) (Pvt) Ltd. Uthurumaafaru Holdings (Pvt) Ltd. - Maldives
Mr. K. B. M. I. Perera – Managing Director	<p>A Fellow of the Institute of Engineering and Technology, UK, Mr. Perera graduated with first-class honours in Electrical Engineering from the University of Moratuwa. Mr. Perera also holds a MEng from the University of Moratuwa.</p> <p>Mr. Perera began his career at Lanka Transformers Limited, the largest private sector power generation company in Sri Lanka. He worked for over a decade at various managerial levels, from Design Engineer to Group Business Development Manager.</p> <p>Entering the power generation sector as an entrepreneur in 2008. Together with a few local investment companies as partners developed mini hydro power plants and developed the first and largest wind power plant in Sri Lanka, which contribute to the National Grid.</p>	<p>Avena (Pvt) Ltd. Beta Power (Pvt) Ltd. D L R Energy (Pvt) Ltd. Energy Reclamation (Pvt) Ltd. Fairway Waste Management (Pvt) Ltd. H.P.D Power (Pvt) Ltd. Harappa Solar (Pvt) Ltd. Joule Power (Pvt) Ltd. Melanka Power (Pvt) Ltd. Peak Power Delta (Pvt) Ltd. Powergen Lanka (Pvt) Ltd. Renewgen (Pvt) Ltd. Scope Leisure (Pvt) Ltd. Seguwantivu (Pvt) Ltd. Terraqua International (Pvt) Ltd. Terraqua Kokawita (Pvt) Ltd. Vidatamunai Wind Power (Pvt) Ltd. Vydexa (Lanka) Power Corporation (Pvt) Ltd.</p>
Mr. Huzefa Akbarally – Non-Executive Non-Independent Director	Mr. Huzefa Akbarally has been an Executive Director of the Akbar Brothers Group of Companies for the past 18 years. Sri Lanka's premier exporters of tea, Akbar Brothers have business interests in mini hydro, wind power generation and pharmaceuticals. The Chief Executive Officer of CleanCo Lanka Limited.	<p>A B Developments (Pvt) Ltd. A B Properties (Pvt) Ltd. Akbar Brothers (Pvt) Ltd. Akbar Brothers Exports (Pvt) Ltd. Diyaviduli (Pvt) Ltd. Seguwantivu Wind Power (Pvt) Ltd. Terraqua International (Pvt) Ltd. Vidatamunai Wind Power (Pvt) Ltd.</p>

Name and Designation	Business Experience	Other Directorships
	Mr. Akbarally holds a Bachelor of Science Degree in Computer Science, a Bachelor of Engineering Degree in Electrical and Computer Systems Engineering and a Master of Engineering Science Degree by Research in Electrical and Computer Systems Engineering from Monash University Australia.	<p>Buluthota Energy (Pvt) Ltd.</p> <p>Chadstone Holdings (Pvt) Ltd.</p> <p>Cleanco Lanka (Pvt) Ltd.</p> <p>Daily Life Renewable Energy (Pvt) Ltd.</p> <p>Energy Reclamation (Pvt) Ltd.</p> <p>Falcon Developments (Pvt) Ltd.</p> <p>Falcon Trading (Pvt) Ltd.</p> <p>Flinth Commercial Park (Pvt) Ltd.</p> <p>Greensands (Pvt) Ltd.</p> <p>Land & Buildings (Pvt) Ltd.</p> <p>Lina Cardiac (Pvt) Ltd.</p> <p>Quick Tea (Pvt) Ltd.</p> <p>Terraqua Kokawita (Pvt) Ltd.</p>
Mr. Hussain Akbarally – Executive Non-Independent Director	<p>Mr. Hussain holds a degree in Science from the University of Melbourne, and an MBA from Harvard Business School.</p> <p>Mr. Hussain currently serves as an Executive Director of Akbar Brothers (Pvt) Ltd, and its subsidiaries. Akbar Brothers is Sri Lanka's largest exporter of Ceylon Tea to the international market and has diversified interests in the areas of pharmaceuticals, import trading, renewable energy, property management, manufacturing, hospitality, agriculture and environmental control. Hussain has spearheaded the Group's ventures into the avenues of solar power, hospitality and agriculture amongst others. He was honoured as one of the New Energy Leaders by the Asian Development Bank in 2018 for his work in the renewable energy space.</p> <p>He is the incoming Chapter Chair for YPO Colombo, and serves as the treasurer of the Ceylon Motor Sports Club.</p>	<p>A B Developments (Pvt) Ltd.</p> <p>A B Properties (Pvt) Ltd.</p> <p>AB Lagoon (Pvt) Ltd.</p> <p>Akbar Brothers (Pvt) Ltd.</p> <p>Akbar Brothers Exports (Pvt) Ltd.</p> <p>Beta Power (Pvt) Ltd.</p> <p>Blue Sky Power (Pvt) Ltd.</p> <p>Boralugoda Graphite (Pvt) Ltd.</p> <p>Chadstone Holdings (Pvt) Ltd.</p> <p>Clifton Investments (Pvt) Ltd.</p> <p>Daily Life Renewable Energy (Pvt) Ltd.</p> <p>Diyaviduli (Pvt) Ltd.</p> <p>Energy Reclamation (Pvt) Ltd.</p> <p>Ethical Extracts (Pvt) Ltd.</p> <p>Falcon Developments (Pvt) Ltd.</p> <p>Falcon Properties (Pvt) Ltd.</p> <p>Falcon Trading (Pvt) Ltd.</p> <p>Flinth Commercial Park (Pvt) Ltd.</p> <p>Gurugoda Hydro (Pvt) Ltd.</p> <p>H. N. Mining Consultancy (Pvt) Ltd.</p> <p>H.P.D. Power (Pvt) Ltd.</p> <p>Hirujanani (Pvt) Ltd.</p> <p>JAT Holdings</p> <p>Joule Power (Pvt) Ltd.</p>

Name and Designation	Business Experience	Other Directorships
		Land & Buildings (Pvt) Ltd. Lhaviyani Holdings (Pvt) Ltd. Mahoma Uganda Ltd. Melanka Power Moraketiya (Pvt) Ltd. Mosaic Art (Pvt) Ltd. Nirmalapura Wind Power (Pvt) Ltd. Peak Power Delta (Pvt) Ltd. Powergen Lanka (Pvt) Ltd. Qualia Lanka (Pvt) Ltd. Quick Tea (Pvt) Ltd. Renewgen (Pvt) Ltd. Seguwantivu Wind Power (Pvt) Ltd. Seruwawila Photovoltaic (Pvt) Ltd. Solar One Ceylon (Pvt) Ltd. Sunny Clime Lanka (Pvt) Ltd. Suryadhanavi (Pvt) Ltd. Teafarers Tea (Pvt) Ltd. Terraqua International (Pvt) Ltd. Terraqua Kokawita (Pvt) Ltd. Tororo PV Power Company Ltd. – Uganda Uthurumaafuru resorts (Pvt) Ltd. Vidatamunai Wind Power (Pvt) Ltd. Vidul Madugeta (Pvt) Ltd. Vydexa Lanka Power Corporation (Pvt) Ltd.

Name and Designation	Business Experience	Other Directorships
Mr. M. Najmudeen – Non-Executive Non-Independent Director	<p>Entrepreneur Mr. Moiz Najmudeen is the Founder, Chairman and CEO of The Debug Group of Companies and its subsidiaries. The group has over 500+ employees across the country and operates in many market sectors.</p> <p>The Debug Group of businesses has grown over the past 25+ years into major companies with their Chairman taking a hands-on approach and working relentlessly at the helm.</p> <p>In 1989 he established his first major endeavour where he founded Debug Computer Services and later changed the name to Debug Computer Peripherals (Pvt) Ltd and was able to take the lead in a specialized and highly competitive market.</p> <p>He designed, articulated and implemented marketing strategy that transformed the company to a brand revered for its technology, innovation, customer friendliness and product range. Mr. Moiz guided the company to diversify from being an IT Company into a multitude of industry verticals.</p> <p>He also co-owns the luxury hotel The Palm Stone Retreat in Kithulgala, a hotel positioned for leisure and business travellers, built in harmony with its surroundings, allowing guests to relax, reconnect with nature, and escape their everyday routine. Mr. Moiz started Debug investments, expanding into the energy sector such as mini hydro, solar and wind power which has now become a large entity of the group.</p> <p>Mr. Moiz Najmudeen is also the Founder of the Marina Leisure Club and Amber Collection, part of the Debug Hospitality and Leisure sector.</p>	<p>Ataraxia Bay (Pvt) Ltd.</p> <p>Boralugoda Graphite (Pvt) Ltd.</p> <p>Debug Auto Exclusive (Pvt) Ltd.</p> <p>Debug Boat Club (Pvt) Ltd.</p> <p>Debug Computer Peripherals (Pvt) Ltd.</p> <p>Debug Creative Labs (Pvt) Ltd.</p> <p>Debug Digital Center (Pvt) Ltd.</p> <p>Debug Ella (Pvt) Ltd.</p> <p>Debug Hospitality and Leisure (Pvt) Ltd.</p> <p>Debug Investment SG (Pvt) Ltd.</p> <p>Debug Investments (Pvt) Ltd.</p> <p>Debug Property Development (Pvt) Ltd.</p> <p>Equipment Trades (Pvt) Ltd.</p> <p>H. N. Mining Consultancy (Pvt) Ltd.</p> <p>Nirmalapura Wind Power (Pvt) Ltd.</p> <p>Palmstone (Pvt) Ltd.</p> <p>Ratmalana Property Development (Pvt) Ltd.</p> <p>Renewgen (Pvt) Ltd.</p> <p>Sinetcom (Pvt) Ltd.</p> <p>Slick Technologies (Pvt) Ltd.</p> <p>The Hi- Fi Center (Pvt) Ltd.</p>

Name and Designation	Business Experience	Other Directorships
Mr. V. R. Hirdaramani – Non-Executive Non-Independent Director	<p>Mr. Vinod Hirdaramani joined the Board of Directors of the Hirdaramani Group in 1993. He oversees the functions of the Knit facilities in both Sri Lanka and Vietnam, and mainly involved in the investments the group made in the renewable energy sector. Mr. Hirdaramani also serves as a Director on many subsidiary companies of the group. The Hirdaramani Group own 38 facilities across Sri Lanka, Bangladesh, Vietnam and Ethiopia.</p> <p>He is a Member of the Young Presidents' Organization, where he served as the past Chapter Chair for the Sri Lanka Chapter.</p> <p>Mr. Vinod Hirdaramani was educated at Harrow School in the UK and holds a BA Degree from the Northwestern University in the United States. He is an Alumnus of the Harvard Business School.</p>	<p>C K T Apparel (Pvt) Ltd.</p> <p>Ceylon Knit Trend (Pvt) Ltd.</p> <p>Hi Fashion Holdings (Pvt) Ltd.</p> <p>Hirdaramani (Pvt) Ltd.</p> <p>Hirdaramani Apparel Holdings (Pvt) Ltd.</p> <p>Hirdaramani International Exports (Pvt) Ltd.</p> <p>Hirdaramani investment Holdings (Pvt) Ltd.</p> <p>Hirdaramani Leisure Holdings (Pvt) Ltd.</p> <p>Hirdaramani Mercury Apparel (Pvt) Ltd.</p> <p>Hirdaramani Power (Pvt) Ltd.</p> <p>Lanka Environmental Fund</p> <p>Long Island Clothing Company (Pvt) Ltd.</p> <p>Mandalay (Pvt) Ltd.</p> <p>Rosewood (Pvt) Ltd.</p> <p>The Island Watch Company (Pvt) Ltd.</p> <p>Union Residencies (Pvt) Ltd.</p> <p>Zenith Insurance Brokers (Pvt) Ltd.</p>
Mrs. Saumya Amarasekera – Non-Executive Independent Director	<p>Mrs. Saumya Amarasekera, Attorney-at-Law counts over 30 years in active legal practice mainly in Civil Law practicing in the Original, Appellate and the Supreme Court. Mrs. Amarasekera was appointed a President's Counsel by the President of the Democratic Socialist Republic of Sri Lanka. Her extensive knowledge and practice also centers around the areas of Property Law, Family Law Testamentary and Trust Condominium disputes. She has handled litigation on behalf of large Finance Companies and Banks etc. in respect of money recovery cases. She has represented clients at Arbitrations both local and international.</p>	<p>Leisure Lines Lanka (Pvt) Ltd.</p> <p>Leisure Holdings (Pvt) Ltd.</p> <p>Manson Investments (Pvt) Ltd.</p> <p>Silver Aisle (Pvt) Ltd.</p>

Name and Designation	Business Experience	Other Directorships
	<p>She has also appeared before International Arbitration Tribunals relating to disputes in connection with building constructions, etc.</p> <p>She holds a degree in Masters-of-Laws (LLM) from the University of Pennsylvania with particular emphasis on Insurance Law, Privacy and Defamation Law.</p> <p>She served as a Non-Independent, Non-Executive Director on the Board of Sampath Bank PLC. Mrs Amarasekera was the Deputy Chairperson of Sampath Bank PLC at the time of her retirement in June 2020.</p> <p>Mrs. Amarasekera presently serves as the Chairperson of two advisory committees appointed by the Ministry of Justice for the Review of the Condominium Law and Review of the Registration of Title Act.</p>	
Mr. Dilshan Hettiaratchi – Non-Executive Independent Director	<p>Mr. Dilshan Hettiaratchi is a Finance Professional. He is a CFA Charter Holder, an ACMA and holds an MBA from the University of Colombo. He also completed Leading Across Boundaries which is a High-Performance Leadership Programme offered by Said Business School of the University of Oxford.</p> <p>With over 30 years of experience the Finance and Banking sector, he is a Managing Director of Faber Capital Limited, which is an Investment Banking firm headquartered in Dubai. The firm specialises in Capital Markets, Renewable Energy and Advisory opportunities.</p> <p>He was intricately involved in the establishment of Sri Lanka's first Utility Scale Solar PV project. Prior to joining Faber Capital, he was the Managing Director and Head of Debt Capital Markets - MENA and Pakistan for Standard Chartered Bank.</p>	<p>Amana Bank PLC</p> <p>Asset Trust Management (Pvt) Ltd.</p> <p>BodaBoda (Pvt) Ltd.</p> <p>Faber Capital (DIFC) Limited</p> <p>Faber Capital Lanka (Pvt) Ltd.</p> <p>Last Mile Delivery (Pvt) Ltd.</p> <p>Premier Solar Group Limited</p> <p>Premier Solar Solutions Lanka (Pvt) Ltd.</p> <p>Sagasolar Power (Pvt) Ltd.</p> <p>Southern Gammiris Lanka (Pvt) Ltd.</p>

Name and Designation	Business Experience	Other Directorships
	<p>In this role, he advised many high-profile issuers from the Middle East such as The Government of Dubai, Government of Bahrain and other Sovereign owned entities, Corporates and Financial Institutions from the ME region to tap the International Bond and Sukuk markets.</p> <p>Prior to joining SCB, he worked with Citi National Investment Bank, which was the Investment Banking arm of Citibank and NDB based in Colombo, as well as at Waldock Mackenzie Limited which was the Investment Banking arm of John Keells Holdings.</p> <p>He is currently a Director of Amana Bank PLC and Asset Trust Management Limited, which is a SEC regulated Asset Management Company. He was also a Steering Committee member of the Gulf Bond and Sukuk Association (GBSA), and the Chair of the Government Bond issuance committee in 2011. He has been a speaker/panellist at several industry conferences on International Debt Markets.</p>	
Mr. Savantha De Saram – Non-Executive Independent Director	<p>Mr. Savantha De Saram, is the Senior Partner of M/s D. L. & F. De Saram, Attorneys-at-Law and Notaries Public, specialising in infrastructure, M&A, cross border financing (including project financing) and corporate and commercial law. He has been in practice for over 20 years.</p> <p>He currently serves as a Non-Executive Director of BPPL Holdings PLC and Hunter & Company PLC.</p>	BPPL Holdings PLC Hunter and Company PLC

4.2 AUDIT COMMITTEE

The Audit Committee is responsible for the reviewing the functions of the internal finance and operational controls in the Company and ensuring the effectiveness of such controls. The Audit Committee regularly reviews the performance of the Company through discussions with the Managing Director, CEO and the Senior Management and reviews the Internal Audits carried out by the Internal Auditors. It also monitors all audit activities and ensures compliance with Financial Standards and Statutory regulations. Mr. Dilshan Hettiaratchi acts as the Chairman of the Audit Committee and he is a CFA Charter Holder as well as a Passed Finalist of the Association of Accounting Technicians of UK.

Members of the WIND Audit Committee are as follows:

- Mr. Dilshan Hettiaratchi – Chairman
- Mr. Savantha De Saram
- Mr. M. Najmudeen

4.3 REMUNERATION COMMITTEE

The Remuneration Committee sets the guidelines for the remuneration policy for the Senior Management staff of the Company and recommends to the Board the remuneration payable to the CEO and the Executive Directors. The Remuneration Committee works closely with the Senior Management team in the development of the Performance Management Policies of the Company. The primary objective of the Remuneration Policy of the Company is to attract and retain a highly qualified and experienced workforce and reward their performance.

Members of the WIND Remuneration Committee are as follows:

- Mr. R. P. Pathirana – Chairman
- Mr. Dilshan Hettiaratchi
- Mr. Savantha De Saram

4.4 RELATED PARTY TRANSACTIONS REVIEW COMMITTEE

The objective of the Related Party Transaction Review Committee is to ensure that the interest of the shareholders as a whole are considered when entering into Related Party Transactions. The Related Party Transactions Review Committee meets at least once a quarter to review all applicable and proposed related party transactions through discussions with the Senior Management. The Related Party Transaction Review Committee also reviews previously approved related party transactions entered into by WIND in situations where a material change to the transaction has been proposed.

Members of the WIND Related Party Transaction Review Committee are as follows:

- Mrs. Saumya Amarasekera - Chairperson
- Mr. Huzefa Akbarally
- Mr. Savantha De Saram

4.5 DIRECTORS' SHAREHOLDINGS IN THE COMPANY

The Pre-IPO Directors Shareholding in the Company as at 05 January 2021 is as follows:

Name of the Director	Designation	No. of Shares Held	Percentage (%)
Mr. R.P. Pathirana	Chairman	1,963,323	0.17%
Mr. K.B.M.I. Perera	Managing Director	36,150,518	3.15%

The Directors of the Company have not made any sales and/or purchases of shares of WIND during the year immediately preceding the date of this Prospectus.

4.6 DIRECTORS' EMOLUMENTS

Emoluments paid to Directors including bonus and/or profit-sharing payments for the year ended 31st March 2020 is LKR 10,216,233 and the emoluments including bonus and/or profit-sharing payments payable to the Directors for the financial year ended 31st March 2021 is estimated to be LKR 10,716,233.

4.7 DIRECTORS' INVOLVEMENT IN LITIGATION AND OFFENCES

No Director or a person nominated to become a Director of the Company has been involved in:

- Any petition under any bankruptcy laws filed against such person or any partnership in which he was a partner or any corporation of which he was an Executive Officer.
- Any conviction for fraud, misappropriation or breach of trust or any other similar offence which the CSE considers a disqualification.
- No such Director was the subject of any order, judgment or ruling of any court of competent jurisdiction temporarily enjoining him from acting as an investment adviser, dealer in securities, director or employee of a financial institution and engaging in any type of business practice or activity.

4.8 DIRECTORS' INTERESTS

Prior Interests held by Directors in Assets Acquired by the Company

As mentioned under Section 3.1 - on January 2020, the Wind Group went through a restructure where Renewgen (an investment holding company with interests in power projects) and 4 project companies (Seguwantivu, Vidatamunai, Energy Reclamation and Powergen) were made fully owned subsidiaries of WIND through a share swap. Prior to the restructure, the following Directors of the Company held direct equity stakes in the Companies acquired by WIND.

Renewgen	
Director Name	Direct Equity Stake Held Prior to the Restructure
Mr. R. P. Pathirana	0.9%
Mr. K.B.M.I. Perera	4.6%

Seguwantivu	
Director Name	Direct Equity Stake Held Prior to the Restructure
Mr. K.B.M.I. Perera	4.17%

Vidatamunai	
Director Name	Direct Equity Stake Held Prior to the Restructure
Mr. K.B.M.I. Perera	4.17%

Powergen	
Director Name	Direct Equity Stake Held Prior to the Restructure
Mr. K.B.M.I. Perera	1.13%

No Directors hold interest in any other assets acquired, disposed or leased by the Entity during the past two (02) years preceding the issue. Further, it is not proposed that the Directors will hold any interest in assets to be acquired, disposed or leased during the two (02) years succeeding the issue.

There are no other contracts or arrangements in force at the date of the application (05 February 2021) in which a Director of the Entity is materially interested in relation to the business of the Entity.

WIND Office Space Lease

The Company has leased from Akbar Brothers (Private) Limited a floor area comprising of 2,800 square feet on the 3rd floor of the property at No. 334, T. B. Jayah Mawatha, Colombo 10 for office space. The existing lease ends on 31 July 2022. The Company is required to make a monthly payment of LKR 560,000 on 25th day of every month with any applicable taxes at the time to Akbar Brothers (Private) Limited during the tenure of the lease.

At the date of this Prospectus, Akbar Brothers (Private) Limited holds a 38.85% stake in WIND. Further, Mr. A. A. Akbarally, Mr. Huzefa Akbarally and Mr. Hussain Akbarally are common Directors of WIND and Akbar Brothers (Private) Limited. Refer 4. 1. 2. for profiles of the Company Directors.

Director Interests in the Subsidiaries of the Company

Director Name	Project Company	Relation to the Company	Equity Stake Held by the Director
Mr. K.B.M.I. Perera	Powergen	Subsidiary	1.13%
Mr. K.B.M.I. Perera	Joule Power	Subsidiary	8.60%
Mr. K.B.M.I. Perera	Beta Power	Subsidiary	8.60%
Mr. K.B.M.I. Perera	Vydexa Lanka	Subsidiary	2.00%

5.0 HUMAN RESOURCE

5.1 EMPLOYEES

As at 31 January 2021, there are 145 employees in the WIND Group and there are no labour unions within the Group.

5.2 CHIEF EXECUTIVE OFFICER

Name	Mr. Lasith Wimalasena
Address	70/22, Meemanagoda Road, Kalalgoda, Thalawathugoda
Business Experience	<p>Lasith Wimalasena was appointed the Chief Executive Officer (CEO) of WIND in September 2020. Lasith joined WIND in the capacity of Chief Operating Officer of in August 2013. He has acquired over 24 years of professional experience and brings in expertise in large-scale project management skills in the power sector and in manufacturing environments.</p> <p>He commenced his career at LTL Transformers/ LTL Galvanizers Ltd in 1996. Up until joining WIND in 2013 he held multiple managerial roles in several businesses within the LTL Group of companies. Lasith held the positions of Project Manager at LTL Projects, an Engineering Project management company and overlooked two key projects. Namely, setting-up a 132kV overhead transmission line and a 132kV underground cable system. Prior to this he held several managerial positions at Lakdhanavi Limited (a subsidiary of LTL Group), a 300MW combined cycle power plant at Kerawalapitiya. The LTL Group During his tenure within the LTL Group Lasith has played key roles in implementing several productivity improvement projects and in implementing ISO certified Quality Management Systems.</p> <p>He holds a Bachelor of Science (BSc) Honours Degree with specialisation in Chemistry from the University of Peradeniya, Sri Lanka.</p>

The Chief Executive Office has not been involved in:

- Any petition under any bankruptcy laws filed against such person or any partnership in which he was a partner or any corporation of which he was an Executive Officer.
- Any conviction for fraud, misappropriation or breach of trust or any other similar offence which the CSE considers a disqualification.

5.3 SENIOR MANAGEMENT

Designation and Name	Business Experience
Chief Financial Officer - Mr. Rizmin Razik	<p>Rizmin Razik was appointed as Chief Financial Officer of WIND in 2018. Rizmin is a Strategic Business Leader with 20 years of Finance & General Management experience across diverse corporates ranging from large scale multinationals, listed conglomerates and start-ups. This includes 12 years of broad Senior Management/ Head of Finance experience & 07 years of experience in Africa.</p> <p>Having commenced his career in John Keells Holdings PLC in late 2000, he later joined Lanka Marine Services Ltd as head of Commercial Operations in 2005. Subsequently, Rizmin worked at Maersk Mauritanie S.A and later at Maersk Line Cameroon Cluster, both in the capacity of the Chief Financial Officer and NERD Board member.</p> <p>He holds a Bachelor of Physical Science from the University of Colombo, an MBA from the Postgraduate Institute of Management, Sri Jayewardenepura and is also a Fellow Member of the Chartered Institute of Management Accountants UK. Rizmin has also followed Executive Education Programs at Wharton Business School, University of Pennsylvania and at INSEAD, France.</p>
Chief Operating Officer - Mr. Sudath Chandana	<p>Sudath Chandana was appointed as Chief Operating Officer of WIND in 2021, prior to which he was the Chief Technical Officer of both WIND and Renewgen (Pvt) Ltd.</p> <p>Having commenced his career at Sierra Construction Limited as an electrical engineer in 1998, he later in 2000 joined John Keells Computer Services as an Analyst Programmer. Later in 2002 he joined LTL Holdings (Pvt) Ltd as an electrical engineer and performed duties of a project manager for various projects during a seven year tenure.</p> <p>Sudath is a Member of the Institution of Engineering and Technology – UK and a corporate member of the Institution of Engineers – Sri Lanka. Further, he is a fellow member of Chartered Engineering Institute of Sri Lanka.</p>

Designation and Name	Business Experience
Chief Development Officer - Mr. Chamika Perera	<p>Chamika Perera was appointed the Chief Development Officer of WIND in 2015. He joined WIND in 2009 and held the position of Manager – Mechanical in the first power projects within the group.</p> <p>He commenced his career in 1998 as the Mechanical Engineer at a Hot-Dip Galvanizing Plant of Lanka Transformers Limited. Chamika held multiple positions in multiple business within the LTL Group. Namely, Energy Engineer at LTL Energy Private Limited, Plant Manager at Lakdhanavi Emergency Power Plant, Site Manager at Heladhanavi Power Plant and as Plant Manager at Lakdhananvi Power Plant.</p> <p>Chamika holds a Bachelor of Science Honours Degree with a specialization in Mechanical Engineering from the University of Moratuwa and has successfully completed PG, Diploma in Energy Technology.</p>

5.4 SENIOR MANAGEMENT’S EMOLUMENTS

Emoluments paid to the Chief Executive Officer and Senior Management in the form of salaries and bonuses for the financial year ended 31st March 2020 is LKR 47,847,117. The estimate of the emoluments in the form of salaries and bonuses payable to the Chief Executive Officer and Senior Management for the financial year ended 31st March 2021 is LKR 43,622,693.

5.5 MANAGEMENT AGREEMENTS

WIND has Management Agreements in place with 09 companies within the WIND Group. As per these management agreements, WIND provides managerial services to these companies for a management fee. A summary of the management fees charged from each of these companies are as follows:

Company	Monthly Management Fee Charged by WIND (LKR)
Terraqua International	645,000
Terraqua Kokawita	645,000
Energy Reclamation	445,000
Melanka Power	645,000
Peak Power	645,000
H.P.D. Power	645,000
Nirmalapura	1,700,611
Powergen	1,000,000
Solar One	1,574,640

6.0 DECLARATIONS

6.1 DECLARATION BY THE DIRECTORS

01 March 2021

We, the undersigned being the Directors of WindForce Limited, hereby declare and confirm that we have read the provisions of the Companies Act No.7 of 2007 relating to the issue of the Prospectus and that 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 the provisions of the Listing Rules of the Colombo Stock Exchange and the Companies Act No. 7 of 2007 and any amendments made thereto from time to time, have been complied with and after making all reasonable inquiries 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 inquiry of the information available to the Company and making assumptions that are considered to be reasonable at the present point in time and according to our best judgments.

We further declare that the profit forecasts have been included in this Prospectus after due and careful inquiry of the information available with the Company and assumptions that are considered to be reasonable at the present point in time and according to our best judgments.

Name of Director	Designation	Signature
Mr. R. P. Pathirana	Chairman, Non-Executive Non-Independent	Sgd
Mr. A. A. Akbarally	Deputy Chairman, Executive Non-Independent Director	Sgd
Mr. K. B. M. I. Perera	Managing Director, Executive Non-Independent Director	Sgd
Mr. Huzefa Akbarally	Non-Executive Non-Independent Director	Sgd
Mr. Hussain Akbarally	Executive Non-Independent Director	Sgd
Mr. M. Najmudeen	Non-Executive Non-Independent Director	Sgd
Mr. V. K. Hirdaramani	Non-Executive Non-Independent Director	Sgd
Mrs. Saumya Amarasekera	Non-Executive Independent Director	Sgd
Mr. Dilshan Hettiaratchi	Non-Executive Independent Director	Sgd
Mr. Savantha De Saram	Non-Executive Independent Director	Sgd

6.2 DECLARATION BY THE COMPANY

01 March 2021

We, WindForce Limited, having our Registered Office at No. 334, T.B. Jayah Mawatha, Colombo 10, hereby declare that to the best of our knowledge and belief this Prospectus constitutes full and fair disclosure of all material facts about the Issue and the Company.

An application has been made to the Colombo Stock Exchange for permission to deal in and for a listing for all of the Ordinary Voting Shares issued by the Company, and those Ordinary Voting Shares are the subject of this issue. Such permission will be granted when the Ordinary Voting Shares are listed on the Colombo Stock Exchange. The Colombo Stock Exchange assumes no responsibility for the correctness of any of the statements made or opinions expressed or reports included in this Prospectus. Listing on the Colombo Stock Exchange is not to be taken as an indication of the merits of the Company or of the shares issued.

The Common Seal of WindForce Limited is affixed hereto at Colombo on this 01 March 2021 in the presence of two Directors.

Sgd
Director

Sgd
Director

6.3 DECLARATION BY THE JOINT MANAGERS AND FINANCIAL ADVISORS TO THE ISSUE

We, CT CLSA Capital (Pvt) Ltd of # 4-15, Majestic City, 10, Station Road, Colombo 04 and Capital Alliance Partners Limited of Level 5, "Millennium House", 46/58, Navam Mawatha, Colombo 02, hereby declare that to the best of our knowledge and belief this Prospectus constitutes full and true disclosure of all material facts about the Issue and the Company and we have satisfied ourselves that the profit forecasts had been stated by the Directors after due and careful inquiry.

The Common seal of CT CLSA Capital (Pvt) Ltd and Capital Alliance Partners Limited is affixed on 01 March 2021 Colombo in the presence of two Directors.

Sgd
Director

Sgd
Director

ANNEXURE 1

**ACCOUNTANT'S REPORT AND
FIVE YEAR SUMMARY**



Private & Confidential

Board of Directors
Windforce Limited
No 334, T.B.Jayah Mawatha
Colombo 10,
Sri Lanka.

Dear Sirs,

**Accountants' Report for inclusion in the prospectus of
Windforce Limited**

This report has been prepared for the inclusion in the prospectus issued in connection with the initial public offering of **202,615,341** Ordinary shares at the share offer price of **LKR 16.00** each.

We have examined the Financial Statements of the Windforce Limited (the "Company") for the years ended 31st March 2016 to 31st March 2020, and report as follows.

1. Incorporation

The Company was incorporated in Sri Lanka on 06th July 2010 as Windforce (Pvt) Ltd as a limited liability company under the Companies Act No 7 of 2007.

The Company passed a special resolution of the shareholders on 13th January, 2021 to convert the status of the company to a public company.

The registered office of the Company is located at No .334, T.B.Jayah Mawatha, Colombo 10, at which the Company's Head office is also situated. The Company's principal activities during the period were managing and owning of renewable energy (Solar, Wind & Hydro) generation plants and selling electricity to the Ceylon Electricity Board (CEB).



2. Financial Information

2.1 Five-year Summary of Audited Financial Statements

A Summary of Statements of Financial Position, Statements of Comprehensive Income, Statements of Changes in Equity and Statements of Cash Flows of the Company for the financial years ended 31st March 2016 to 31st March 2020, based on the audited financial statements are set out on *Annexure 01* of the Accountant's Report.

2.2 Audited Financial Statements for the year ended 31 March 2020

Our audit report on the financial statements of the company for the year ended 31st March 2020 together with such Financial Statements comprising the Statement of Financial Position, Statement of Comprehensive Income, Statement of other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flow along with accounting policies and notes thereon is available on the Annexure of the Prospectus.

2.3 Audit Reports

We have audited the Financial Statements of the Company for the years ended 31st March 2016 to 31st March 2020. Unmodified audited opinions have been issued for the said financial years in such auditor's reports dated 09th August 2016, 22nd August 2017, 17th August 2018, 01st October 2019 and 15th September 2020 respectively.

2.4 Accounting Policies

The Financial Statements of the Company for the years ended 31st March 2016 to 31st March 2020 comply with Sri Lanka Accounting Standards.

The accounting policies of the Company are stated in detail in the audited financial statements of the Company for the years ended 31st March 2016 to 31st March 2020. There were no material changes in the accounting policies of the Company for the years ended 31st March 2016 to 31st March 2020.

2.5 Dividends

Company has declared dividend during the years ended 31st March 2016 to 31st March 2020 as follows.

Year	Dividend Declared (LKR)	Dividend Per Share (LKR)
2015/2016	1,174,909,332	2.81
2016/2017	955,886,907	1.89
2017/2018	830,439,940	1.46
2018/2019	1,035,797,079	1.44
2019/2020	1,021,383,630	1.23



2.6 Events after Reporting Date

There were no significant events occurred after the last audit report date.

3. Restriction on Use

This report is made solely for the purpose of inclusion in the prospectus issued in connection with the initial public offering of 202,615,341 Ordinary shares at the share offer price of LKR 16.00 each by Windforce Limited.

Yours Faithfully



B.R.DE SILVA & CO.
(Chartered Accountants)
Colombo 05.

Date.01/02/2021.....

LCP/NM/ss/21/57



Windforce Limited

Five Years Financial Summary

Summary Income Statement & Statement of Financial Position

	2019/2020		2018/2019		2017/2018		2016/2017		2015/2016	
	Group		Company		Group		Company		Group	
	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000
A) Summary of Operations										
Revenue	3,514,987	53,118	2,825,546	39,736	2,635,657	37,565	2,288,995	33,294	2,296,124	21,622
Gross Profit	2,383,540	53,118	2,011,266	39,736	1,902,380	37,565	1,785,017	33,294	1,834,894	21,622
Net Profit/(Loss) Before finance cost	2,045,681	1,324,755	1,741,420	874,906	1,709,137	893,226	1,605,044	934,523	1,686,877	1,296,961
Profit/(Loss) before Taxation	2,359,159	1,275,167	1,715,153	860,412	1,802,300	882,735	1,540,590	932,136	1,727,423	1,295,228
Taxation	(462,361)	(113,444)	(231,811)	-	(128,738)	(1,805)	(113,396)	(2,002)	(189,057)	(3,982)
Profit/(Loss) Attributable to Equity Holders	1,545,336	1,161,723	1,106,949	860,412	1,277,745	880,930	1,100,092	930,135	1,144,577	1,291,246
Profit/(Loss) Attributable to Non Controlling Share Holders	355,883	-	376,393	-	395,817	-	327,102	-	393,789	-
B) Summary of Financial Position										
As at 31.03.2020	Group		Company		Group		Company		Group	
	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000	Rs'000
Capital and Reserves										
Stated Capital	14,984,610	14,984,610	7,163,772	7,163,772	6,097,172	6,097,172	5,193,172	5,193,172	4,181,172	4,181,172
Pending Share Allotment	-	-	-	-	-	-	160,200	160,200	374,000	374,000
Retained Earnings	1,362,004	51,264	726,493	(93,496)	655,342	81,889	208,036	31,399	63,832	57,151
Total Equity Attributable to Equity Holders of the Company	16,346,615	15,035,875	7,890,265	7,070,276	6,752,514	6,179,061	5,561,408	5,384,771	4,619,004	4,612,323
Non Controlling Interest	1,634,602	-	1,831,552	-	1,672,128	-	1,294,561	-	902,904	-
Total Equity	17,981,217	15,035,875	9,721,817	7,070,276	8,424,642	6,179,061	6,855,969	5,384,771	5,521,908	4,612,323
Asset and Liabilities										
Current Assets	5,590,302	2,686,154	2,069,844	1,166,514	1,283,952	466,090	730,418	318,173	1,072,640	592,084
Current Liabilities	3,006,012	1,150,171	1,107,172	244,208	858,913	68,716	808,104	54,135	750,219	39,334
Net Current Assets	2,584,290	1,535,982	962,673	922,306	425,039	397,374	(77,686)	264,038	322,421	552,750
Property Plant and Equipment	15,275,257	57,750	8,885,884	65,249	8,494,807	66,524	7,243,250	53,734	6,545,675	53,676
Other Non Current Assets	6,192,624	14,690,115	3,988,705	6,882,502	3,103,438	5,746,730	2,974,206	5,087,873	2,051,604	4,020,130
Non Current Liabilities	6,070,954	1,247,972	4,115,444	799,781	3,598,642	31,567	3,283,801	20,874	3,397,793	14,233
Net Assets	17,981,217	15,035,875	9,721,817	7,070,276	8,424,642	6,179,061	6,855,969	5,384,771	5,521,908	4,612,323

The above summarized financial information have been extracted from the audited financial statements. The Board of Directors of Windforce Limited is responsible for the preparation and presentation of these Financial Statements.

Signed for and on behalf of the Board :

.....
Director
Date of approval by the Board 01/02/2021



.....
Director

Annexure - 01

Windforce Limited

Five Years Financial Summary

Statement of Changes in Equity - Group

	<u>Stated</u> <u>Capital</u> (Rs.'000)	<u>Share Pending</u> <u>for</u> <u>Allotment</u> (Rs.'000)	<u>Retained</u> <u>Earnings</u> (Rs.'000)	<u>Non Controlling</u> <u>Interest</u> (Rs.'000)	<u>Total</u> <u>Equity</u> (Rs.'000)
Balance as at 01st April, 2015	4,181,172	-	94,164	831,388	5,106,724
Issue of New Ordinary Shares	-	-	-	-	-
Adjustments made	-	-	-	(5,586)	(5,586)
Net Profit for the Year	-	-	1,144,577	393,789	1,538,367
Share application money received	-	374,000	-	-	374,000
Dividends- Ordinary Shares	-	-	(1,174,909)	(316,687)	(1,491,596)
Balance as at 31st March, 2016	4,181,172	374,000	63,832	902,904	5,521,909
Balance as at 01st April, 2016	4,181,172	374,000	63,832	902,904	5,521,909
On Acquisition of Subsidiary	-	-	-	284,699	284,699
Issue of New Ordinary Shares	1,012,000	(374,000)	-	-	638,000
Share application money received	-	160,200	-	-	160,200
Net Profit for the Year	-	-	1,100,092	327,102	1,427,194
Dividends- Ordinary Shares	-	-	(955,887)	(220,144)	(1,176,031)
Balance as at 31st March, 2017	5,193,172	160,200	208,037	1,294,561	6,855,970
Balance as at 01st April, 2017	5,193,172	160,200	208,037	1,294,561	6,855,970
On Acquisition of Subsidiary	-	-	-	188,445	188,445
Issue of New Ordinary Shares	904,000	(160,200)	-	-	743,800
Net Profit for the Year	-	-	1,277,745	395,817	1,673,562
Dividends- Ordinary Shares	-	-	(830,440)	(206,695)	(1,037,135)
Balance as at 31st March, 2018	6,097,172	-	655,342	1,672,128	8,424,642
Balance as at 01st April, 2018	6,097,172	-	655,342	1,672,128	8,424,642
On Acquisition of Subsidiary	-	-	-	28,400	28,400
Issue of Share Capital	1,066,600	-	-	-	1,066,600
Net Profit for the Year	-	-	1,106,949	376,393	1,483,342
Dividends- Ordinary Shares	-	-	(1,035,797)	(245,369)	(1,281,166)
Balance as at 31st March, 2019	7,163,772	-	726,494	1,831,552	9,721,818
Balance as at 01st April, 2019	7,163,772	-	726,494	1,831,552	9,721,818
On Acquisition of Subsidiary	-	-	-	35,304	35,304
Issue of New Ordinary Shares	7,820,838	-	-	-	7,820,838
Adjustments due to change in group holding	-	-	111,558	(400,672)	(289,114)
Net Profit for the Year	-	-	1,545,336	355,883	1,901,219
Dividends- Ordinary Shares	-	-	(1,021,384)	(187,465)	(1,208,849)
Balance as at 31st March, 2020	14,984,610	-	1,362,004	1,634,603	17,981,216



Annexure - 01

Windforce Limited

Five Years Financial Summary

Statement of Changes in Equity - Company

	<u>Stated</u>	<u>Share Pending</u>	<u>Retained</u>	<u>Total</u>
	<u>Capital</u>	<u>for</u>	<u>Earnings</u>	<u>Equity</u>
	(Rs.'000)	<u>Allotment</u>	(Rs.'000)	(Rs.'000)
	(Rs.'000)	(Rs.'000)	(Rs.'000)	(Rs.'000)
Balance as at 01st April, 2015	4,181,172	-	(59,186)	4,121,986
Issue of New Ordinary Shares	-	-	-	-
Net Profit for the Year	-	-	1,291,246	1,291,246
Dividends- Ordinary Shares	-	-	(1,174,909)	(1,174,909)
Share application money received	-	374,000	-	374,000
Balance as at 31st March, 2016	4,181,172	374,000	57,151	4,612,323
Balance as at 01st April, 2016	4,181,172	374,000	57,151	4,612,323
Issue of New Ordinary Shares	1,012,000	(374,000)	-	638,000
Net Profit for the Year	-	-	930,135	930,135
Dividends- Ordinary Shares	-	-	(955,887)	(955,887)
Share application money received	-	160,200	-	160,200
Balance as at 31st March, 2017	5,193,172	160,200	31,399	5,384,771
Balance as at 01st April, 2017	5,193,172	160,200	31,399	5,384,771
Issue of New Ordinary Shares	904,000	(160,200)	-	743,800
Net Profit for the Year	-	-	880,930	880,930
Dividends- Ordinary Shares	-	-	(830,440)	(830,440)
Balance as at 31st March, 2018	6,097,172	-	81,889	6,179,061
Balance as at 01st April, 2018	6,097,172	-	81,889	6,179,061
Issue of Share Capital	1,066,600	-	-	1,066,600
Net Profit for the Year	-	-	860,412	860,412
Dividends- Ordinary Shares	-	-	(1,035,797)	(1,035,797)
Balance as at 31st March, 2019	7,163,772	-	(93,496)	7,070,276
Balance as at 01st April, 2019	7,163,772	-	(93,496)	7,070,276
Issue of New Ordinary Shares	7,820,838	-	-	7,820,838
Net Profit for the Year	-	-	1,166,144	1,166,144
Dividends- Ordinary Shares	-	-	(1,021,384)	(1,021,384)
Balance as at 31st March, 2020	14,984,610	-	51,264	15,035,875



Statement of Cash Flow

	2020		2019		2018		2017		2016	
	Group Rs. '000	Company Rs. '000	Group Rs. '000	Company Rs. '000	Group Rs. '000	Company Rs. '000	Group Rs. '000	Company Rs. '000	Group Rs. '000	Company Rs. '000
Operating Activities										
Cash Generated from Operations	5,485,676	7,025	2,137,798	(71,694)	971,986	(61,228)	1,898,246	(6,630)	1,850,653	165,010
Income Tax/ESC/WHT	(161,972)	(442)	(164,969)	(14,494)	(104,745)	(3,961)	(124,432)	(6,478)	(195,892)	(3,279)
Interest Paid	(477,740)	(49,588)	(350,414)	-	(400,794)	(4,056)	(370,229)	(2,386)	(266,409)	(6,491)
Retiring Gratuity Paid	(701)	(543)	(768)	(768)	-	-	-	-	(119)	(119)
Net Cash from/(used in) Operating Activities	4,845,263	(43,548)	1,621,647	(86,956)	466,447	(69,245)	1,403,585	(15,494)	1,388,233	155,121
Investing Activities										
Interest Income Received	139,555	121,035	46,347	28,826	27,921	9,915	37,205	11,167	25,530	6,129
Dividend Income	-	533,751	286,916	965,770	359,589	925,444	240,778	957,565	288,965	1,158,219
Purchasing and Construction of Property, Plant & Equipment	(10,646,095)	(18,203)	(962,256)	(22,150)	(789,077)	(35,213)	(1,095,026)	(17,042)	(57,190)	(33,822)
Proceeds from Sale of Property, Plant & Equipment	15,527	3,500	1,386	386	8,020	8,020	75	75	1,958	1,958
Disposal of Unquoted Investments	-	-	-	-	-	(225,000)	-	-	-	20
Advances Paid to Acquire Shares	(473,325)	-	(853,173)	(988,173)	-	(433,856)	-	-	(21,908)	(21,907)
Acquisition of Quoted Investments	-	(404,591)	-	(147,599)	-	-	(285,000)	(490,000)	-	-
Investment in Associates- Local	(441,463)	-	-	-	-	-	(468,392)	(468,392)	-	-
Investment in Equity- Foreign	(414,331)	(586,237)	-	-	-	-	(109,350)	(109,350)	-	-
Short Term Investments - Unquoted	-	(589,833)	(765,711)	(765,711)	(160,811)	(160,811)	8,599	8,599	52,777	(897)
Short Term Investments - Fixed Deposits	(590,726)	-	-	-	-	-	-	-	-	-
Net Cash Flow from/(Used in) Investing Activities	(12,410,858)	(940,578)	(2,246,491)	(928,651)	(554,358)	88,499	(1,671,111)	(107,378)	290,132	1,109,700
Financing Activities										
Receipts from issue of shares	7,820,838	1,099,591	1,060,725	1,060,725	721,200	721,200	772,900	772,900	374,000	374,000
Cash on other project	16,073	16,073	-	-	-	-	-	-	-	-
Proceeds from issue of shares-Non Controlling Interest	-	-	28,400	-	188,445	-	284,699	-	-	-
Dividend Paid	(1,208,849)	(360,384)	(1,281,165)	(1,035,797)	(1,037,134)	(830,440)	(1,176,031)	(955,888)	(1,491,596)	(1,174,909)
Cash from Insurance Claim	50	50	-	-	-	-	-	-	-	-
Foreign Exchange (Gain) / Loss	250	250	-	-	-	-	-	-	-	-
Term and Other Loan Repaid	-	-	-	-	-	-	(681,310)	(4,870)	(179,471)	(3,092)
Term and Other Loan Received	1,690,050	384,133	622,421	875,510	281,049	6,119	580,344	9,970	216,208	-
Net Cash Flow from/(Used in) Financing Activities	8,318,412	1,139,713	430,351	900,438	153,560	(103,121)	(219,398)	(177,888)	(1,080,859)	(804,001)
Net Increase/(Decrease) in Cash and Cash Equivalents	752,817	155,587	(194,463)	(115,169)	65,649	(83,857)	(486,924)	(300,760)	597,506	460,820
Cash and Cash Equivalents at the Beginning of the Year	118,751	(38,145)	313,214	77,024	247,565	160,891	734,489	461,651	136,983	831
Cash and Cash Equivalents at the End of the Year	871,568	117,442	118,751	(38,145)	313,214	77,024	247,565	160,891	734,489	461,651
Analysis of Cash and Cash Equivalents										
Cash at Bank - Favored	962,405	191,111	188,308	17,035	402,891	80,622	265,045	164,054	755,401	461,651
Bank Overdrafts	(90,697)	(73,669)	(69,557)	(55,180)	(89,677)	(3,598)	(17,480)	(3,161)	(20,912)	-
	871,568	117,442	118,751	(38,145)	313,214	77,024	247,565	160,891	734,489	461,651



ANNEXURE 2

**AUDITED FINANCIAL STATEMENTS AS
AT 31ST MARCH 2020**

Private & Confidential

INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF WINDFORCE (PVT) LTD

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Windforce (Pvt) Ltd ("the company") and the consolidated financial statements of the company and its subsidiaries ("the Group"), which comprise the statement of financial position as at 31st March 2020, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory notes.

In our opinion, the accompanying financial statements of the Company and the Group give a true and fair view of the financial position of the Company and the Group as at 31st March, 2020, and their financial performance and cash flows for the year then ended in accordance with Sri Lanka Accounting Standards.

Basis for Opinion

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

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

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

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

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




Auditor's Responsibilities for the Audit of the Financial Statements

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

A further description of the auditor's responsibilities for the audit of the financial statements is located at Sri Lanka Accounting and Auditing website at: <http://www.slaasc.lk/auditing/auditorsresponsibility.php>. This description forms part of our auditor's report.

Report on Other Legal and Regulatory Requirements

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


B. R. DE SILVA & CO.
Chartered Accountants
Colombo 05.

Date.. 15.09.2020
LCP/NM/ss/20/312



STATEMENT OF FINANCIAL POSITION

AS AT 31ST MARCH,

AS AT 31ST MARCH,	Notes	GROUP		COMPANY	
		2020 Rs.	2019 Rs.	2020 Rs.	2019 Rs.
ASSETS					
Non-Current Assets					
Property, Plant & Equipment	(3)	15,275,256,667	8,885,883,688	57,750,598	65,249,298
Investments in Subsidiaries - Unquoted	(4)	-	-	12,575,699,569	3,398,602,301
Investments in Equity Accounted Investees	(5)	1,900,859,535	2,664,969,073	1,037,830,831	2,148,086,659
Other Non Current Financial Assets	(6.1)	122,640,000	122,640,000	122,640,000	122,640,000
Advances Paid to Acquire Shares	(6.2)	1,326,497,397	853,172,672	953,943,571	1,213,172,672
Other Non Financial Assets	(7.1)	145,254,263	62,923,657	-	-
Right to generate Electricity from Hydro Resour	(7.2)	162,523,744	-	-	-
Goodwill on Business Combinations	(8)	2,534,848,732	285,000,000	-	-
Total Non-Current Assets		21,467,880,338	12,874,589,090	14,747,864,569	6,947,750,930
Current Assets					
Inventory	(9)	418,848,470	53,480,130	-	-
Other Non Financial Assets	(7)	14,605,777	5,136,612	-	-
Trade and Other Receivables	(10)	2,728,962,561	786,060,315	960,822,510	78,417,500
Amounts Due from Related Parties	(11)	63,113,266	56,546,603	110,995,721	124,668,500
Short Term Financial Assets	(12)	1,525,502,063	934,775,878	1,524,608,984	934,775,878
Income Tax Over payment/(Liability)	(22)	(122,994,631)	45,535,823	(101,384,430)	11,616,712
Cash and Cash Equivalents	(13)	962,264,733	188,308,736	191,110,916	17,035,502
Total Current Assets		5,590,302,239	2,069,844,097	2,686,153,701	1,166,514,092
Total Assets		27,058,182,577	14,944,433,187	17,434,018,270	8,114,265,022
EQUITY AND LIABILITIES					
Capital and Reserves					
Stated Capital	(14)	14,984,610,449	7,163,772,000	14,984,610,449	7,163,772,000
Retained Earnings	(15)	1,362,004,090	726,493,459	51,264,240	(93,495,771)
Revaluation Reserve		-	-	-	-
Total Equity		16,346,614,539	7,890,265,459	15,035,874,689	7,070,276,229
Non Controlling Interest	(16)	1,634,602,355	1,831,552,019	-	-
		17,981,216,894	9,721,817,478	15,035,874,689	7,070,276,229
Non Current Liabilities					
Interest Bearing Loans & Borrowings	(17.1)	4,827,745,802	3,535,614,217	1,219,995,463	780,043,668
Employee Benefit Liabilities	(18)	38,608,402	19,737,106	27,976,653	19,737,106
Deferred Tax Liabilities	(19)	1,204,599,735	560,092,865	-	-
Total Non-Current Liabilities		6,070,953,939	4,115,444,188	1,247,972,116	799,780,774
Current Liabilities					
Interest Bearing Loans & Borrowings	(17.2)	1,306,184,842	908,266,247	151,480,591	116,183,465
Trade and Other Payables	(20)	1,578,517,657	96,199,640	720,919,454	39,695,299
Amounts Due to Related Parties	(21)	30,612,490	33,148,318	204,102,152	33,148,318
Bank Overdraft	(13)	90,696,755	69,557,316	73,669,268	55,180,937
Total Current Liabilities		3,006,011,744	1,107,171,521	1,150,171,465	244,208,019
Total Equity and Liabilities		27,058,182,577	14,944,433,187	17,434,018,270	8,114,265,022

The Financial Statements are in compliance with the requirements of the Companies Act No. 07 of 2007

.....
 Accountant

14/09/2020
 Date

The Board of Directors is responsible for the preparation and presentation of these Financial Statements.

Signed for and on behalf of the Board by:

.....
 Director

.....
 Director

Date of approval by the Board : 14.09.2020

The Accounting Policies and Notes as set out in pages (05) to (46) form an integral part of these Financial Statements.



WINDFORCE (PVT) LIMITEDSTATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31ST MARCH,

	<u>Notes</u>	<u>GROUP</u>		<u>COMPANY</u>	
		<u>2020</u> Rs.	<u>2019</u> Rs.	<u>2020</u> Rs.	<u>2019</u> Rs.
Revenue	(23)	3,514,986,904	2,825,546,240	53,117,663	39,735,652
Direct Cost	(24)	(1,131,447,397)	(814,280,323)	-	-
Gross Profit		2,383,539,507	2,011,265,917	53,117,663	39,735,652
Other Operating Income	(25)	233,151,140	69,372,904	1,542,750,651	995,356,168
Administration Expenses		(571,009,588)	(339,219,010)	(271,113,076)	(160,185,641)
Profit from Operating Activities	(26)	2,045,681,059	1,741,419,811	1,324,755,238	874,906,179
Finance Costs	(27)	(477,740,500)	(350,414,374)	(49,588,191)	(14,493,877)
Profit from Ordinary Activities before Taxation		1,567,940,559	1,391,005,437	1,275,167,047	860,412,302
Gain on Bargain Purchase		491,179,999	-	-	-
Share of results of equity accounted investee		300,038,441	324,147,370	-	-
Profit before Taxation		2,359,158,999	1,715,152,807	1,275,167,047	860,412,302
Income Tax Expenses	(28)	(462,360,587)	(231,811,013)	(113,443,958)	
Profit after Taxation		1,896,798,412	1,483,341,794	1,161,723,089	860,412,302
Other comprehensive income for the period		4,420,552	-	4,420,552	
Total comprehensive income for the period		1,901,218,964	1,483,341,794	1,166,143,641	860,412,302
<u>Attributable to:</u>					
Non-controlling interests		355,883,444	376,393,086	-	-
Equity holders of the parent		1,545,335,520	1,106,948,706	-	-
		1,901,218,964	1,483,341,792	-	-
Earnings Per Share	(29)	1.87	1.55	1.41	1.20

The Accounting Policies and Notes as set out in pages (05) to (46) form an integral part of these Financial Statements.



WINDFORCE (PVT) LIMITEDSTATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31ST MARCH, 2020COMPANY

	<u>Stated</u> <u>Capital</u>	<u>Retained</u> <u>Earnings</u>	<u>Total</u> <u>Equity</u>
	Rs.	Rs.	Rs.
Balance as at 01st April, 2018	6,097,172,000	81,889,006	6,179,061,006
Issue of Share Capital	1,066,600,000	-	1,066,600,000
Net Profit for the Year	-	860,412,302	860,412,302
Dividends- Ordinary Shares	-	(1,035,797,079)	(1,035,797,079)
Balance as at 31st March, 2019	7,163,772,000	(93,495,771)	7,070,276,229
Balance as at 01st April, 2019	7,163,772,000	(93,495,771)	7,070,276,229
Issue of Share Capital	7,820,838,449	-	7,820,838,449
Other Comprehensive Income	-	1,166,143,641	1,166,143,641
Dividends- Ordinary Shares	-	(1,021,383,630)	(1,021,383,630)
Balance as at 31st March, 2020	14,984,610,449	51,264,240	15,035,874,689

GROUPATTRIBUTABLE TO EQUITY HOLDERS OF THE COMPANY

	<u>Stated</u> <u>Capital</u>	<u>Retained</u> <u>Earnings</u>	<u>Total</u> <u>Equity</u>
	Rs.	Rs.	Rs.
Balance as at 01st April, 2018	6,097,172,000	655,341,832	6,752,513,832
Issue of Share Capital	1,066,600,000	-	1,066,600,000
Net Profit for the Year	-	1,106,948,706	1,106,948,706
Dividends- Ordinary Shares	-	(1,035,797,079)	(1,035,797,079)
Share application money received	-	-	-
Balance as at 31st March, 2019	7,163,772,000	726,493,459	7,890,265,459
Balance as at 01st April, 2019	7,163,772,000	726,493,459	7,890,265,459
Issue of Share Capital	7,820,838,449	-	7,820,838,449
Net Profit for the Year	-	1,545,335,520	1,545,335,520
Dividends- Ordinary Shares	-	(1,021,383,630)	(1,021,383,630)
Adjustments under MI Shareholders	-	111,558,741	111,558,741
Balance as at 31st March, 2020	14,984,610,449	1,362,004,090	16,346,614,539

The Accounting Policies and Notes as set out in pages (05) to (46) form an integral part of these Financial Statements.



WINDFORCE (PVT) LIMITED
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31ST MARCH,

Page (04)

	GROUP		COMPANY	
	2020	2019	2020	2019
	Rs.	Rs.	Rs.	Rs.
Cash Flow from/(used) in Operating Activities				
Net Profit before Taxation	2,359,158,999	1,715,152,807	1,275,167,047	860,412,302
Adjustments for				
Profit accruing to the Group net of Dividend	(300,038,441)	(324,147,370)	-	-
Depreciation & Amortization	3,928,935,094	528,702,499	25,761,083	23,425,906
Loss/ (Gain) on Fixed Asset Disposal	(8,709,792)	46,228,078	(3,559,792)	(386,050)
Insurance Claim Rec'd-General	(49,950)	-	(49,950)	-
Foreign Exchange (Gain) / Loss	(250,010)	-	(250,010)	-
Interest Cost	477,740,500	350,414,375	49,588,191	14,493,877
Technical Charges	-	5,874,999	-	5,874,999
Profit on other projects	(16,073,301)	-	(16,073,301)	-
Gratuity Provision	19,572,816	4,729,095	8,782,832	4,729,095
Dividend Income	-	-	(1,402,032,434)	(965,770,114)
Interest Income	(139,554,696)	(46,347,217)	(121,035,174)	(28,825,694)
Operating Profit before Working Capital Charges	6,320,731,219	2,280,607,266	(183,701,508)	(86,045,679)
(Increase)/Decrease in Trade & Other Receivables	(1,942,902,245)	(170,537,761)	(14,124,054)	(42,618,656)
(Increase)/Decrease in Inventories	(365,368,340)	18,950,268	-	-
(Increase)/Decrease in Amounts due from Related Parties	(6,566,663)	20,406,476	13,672,781	48,972,229
Increase/(Decrease) in Amounts due to Related Parties	(2,535,828)	12,411,963	170,953,834	12,411,966
Increase/(Decrease) in Trade & Other Payables	1,482,318,016	(24,040,259)	20,224,155	(3,357,792)
	(835,055,060)	(142,809,313)	190,726,716	15,407,747
Cash Generated from/(used in) Operations	5,485,676,159	2,137,797,953	7,025,208	(70,637,932)
Interest Paid	(477,740,500)	(350,414,374)	(49,588,191)	(14,493,877)
Income Tax Paid	(65,624,948)	(1,892,678)	-	-
Dividend Tax paid	(75,511,897)	(148,443,904)	-	-
Gratuity Paid	(701,520)	(768,600)	(543,285)	(768,600)
ESC Paid	(19,529,551)	(12,700,477)	(77,217)	-
WHT Paid	(1,306,946)	(1,931,824)	(365,599)	(1,055,748)
	(640,415,362)	(516,151,857)	(50,574,292)	(16,318,225)
Net Cash from/(used in) Operating Activities	4,845,260,797	1,621,646,096	(43,549,084)	(86,956,157)
Cash Flows from/(used in) Investing Activities				
Interest Income	139,554,696	46,347,217	121,035,174	28,825,694
Dividend Income	-	286,915,773	533,751,478	965,770,114
Dividend Paid	(1,208,848,694)	(1,281,166,019)	(360,383,630)	(1,035,797,079)
Acquisition of Property, Plant & Equipment	(10,646,095,385)	(962,256,516)	(18,202,593)	(22,150,286)
Advances Paid to Acquire Shares	(473,324,725)	(853,172,672)	-	(988,172,672)
Investment in Subsidiaries- Local	-	-	(404,590,991)	(147,600,000)
Investment in Associates- Local	(441,462,513)	-	-	-
Investment in Equity- Foreign	(414,330,716)	-	(586,237,382)	-
Short Term Investments - Unquoted	-	(765,710,896)	(589,833,106)	(765,710,896)
Short Term Investments - Fixed Deposits	(590,726,185)	-	-	-
Net Cash Flow from/(Used in) Investing Activities	(13,635,233,522)	(3,529,043,113)	(1,304,461,050)	(1,964,835,125)
Cash Flows from/(used in) Financing Activities				
Proceeds from issue of shares-Parent	7,820,838,449	1,060,725,001	1,099,590,291	1,060,725,001
Cash on other projects	16,073,301	-	16,073,301	-
Proceeds from issue of shares-Non Controlling Interest	-	28,400,202	-	-
Proceeds from Sale of Fixed Assets	15,527,393	1,386,050	3,500,000	386,050
Cash from Insurance Claim	49,950	-	49,950	-
Foreign Exchange (Gain) / Loss	250,010	-	250,010	-
Net Proceeds/Repayments from Interest Bearing Borrowing	1,690,050,180	622,423,171	384,132,965	875,510,214
Net Cash Flow from/ (Used in) Financing Activities	9,542,789,283	1,712,934,424	1,503,597,217	1,936,621,265
Net Increase/(Decrease) in Cash and Cash Equivalents	752,816,558	(194,462,593)	155,587,083	(115,170,017)
Cash and Cash Equivalents at the Beginning of the Year	118,751,420	313,214,013	(38,145,435)	77,024,582
Cash and Cash Equivalents at the End of the Year	871,567,978	118,751,420	117,441,648	(38,145,435)
Analysis of Cash and Cash Equivalents				
Cash at Bank - Favorable	962,264,733	188,308,736	191,110,916	17,035,502
Bank Overdrafts	(90,696,755)	(69,557,316)	(73,669,268)	(55,180,937)
	871,567,978	118,751,420	117,441,648	(38,145,435)

The Accounting Policies and Notes as set out in pages (05) to (46) form an integral part of these Financial Statements.



WINDFORCE (PVT) LIMITEDNOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2020**1. CORPORATE INFORMATION****1.1. Reporting Entity**

Windforce (Pvt) Limited ("Group") is a Limited Liability Group incorporated and domiciled in Sri Lanka. The registered office of the Group and the principal place of business are located at No.334, T.B Jayah Mawata, Colombo 10.

The Consolidated Financial Statements of Windforce (Pvt) Limited as at and for the year ended 31st March 2020 encompass the Group and its subsidiaries (together referred as the "Group" and individually as "Group Entities") and the interest in associates and joint ventures.

1.2. Principal Activities and Nature of Operations

During the year the principal activities of the Group are as follows.

<u>Name of the Group</u>	<u>Nature of the Business</u>
Windforce (Pvt) Limited	} Managing and owning of renewable energy (Solar and Wind) generation plants and selling electricity to the National Grid.
Renewgen Private Limited	
Daily Life Renewable Energy (Pvt) Limited	} Generates Electricity using Wind Power and selling it to the Ceylon Electricity Board.
Nirmalapura Wind Power (Pvt) Limited	
Powergen Lanka (Pvt) Ltd	
Beta Power (Pvt) Limited	
Joule Power (Pvt) Limited	
Seguwanthiuv Wind Power Private Limited	
Vidatamunai Wind Power Private Limited	
Tororo Pv Power Private Limited	
Vydexa (Lanka) Power Corporation (Pvt) Ltd	} Generates Electricity using Solar Power and selling it to the Ceylon Electricity Board.
Solar One Ceylon (Pvt) Ltd	
Suryadhanavi (Pvt) Ltd	
Hirujanani (Pvt) Ltd	
Sunny Clime Lanka (Pvt) Ltd	
Seruwawila Photovoltaic (Pvt) Ltd	



WINDFORCE (PVT) LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2020****1.2 Principal Activities and Nature of Operations (Contd...)**

<u>Name of the Group</u>	<u>Nature of the Business</u>
Terraqua International (Pvt) Ltd	Generates Electricity using Hydro Power and selling electricity to the Ceylon Electricity Board.
Terraqua Kokawita (Pvt) Ltd	
Peak Power Delta (Pvt) Ltd	
HPD Power (Pvt) Ltd	
Melanka Power Moraketiya (Pvt) Ltd	
Energy Reclamation (Private) Limited	

1.3 Approval of Financial Statements

The financial statements of WindForce (Pvt) Ltd for the year ended 31st March 2020 were authorized for issue in accordance with a resolution of the Board of Directors on 14th September, 2020

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**2.1. BASIS OF PREPARATION****2.1.1. Statement of Compliance**

The Financial Statements of the Group has been prepared in accordance with Sri Lanka Accounting Standards which comprise of SLFRSs and LKASs as issued by the Institute of Chartered Accountants of Sri Lanka. The preparation and presentation of these financial statements are in compliance with the Companies Act No. 7 of 2007.

2.1.2. Basis of Measurements

The Financial Statements have been prepared on an accrual basis and under the historical cost convention.

2.1.3. Functional and Presentation Currency

The financial statements are presented in Sri Lanka Rupees, which is the Group's functional currency.

2.1.4. Financial Year

All companies in the Group have a common financial year which ends on the 31st March.

2.1.5. Going Concern

The Directors have made an assessment on the Group's ability to continue as a going concern and they do not intend either to liquidate or cease trading.



WINDFORCE (PVT) LIMITEDNOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2020**2.2. BASIS OF CONSOLIDATION**

The Group Financial Statements comprise a consolidation of the financial statements of the Group and its subsidiary in terms of LKAS 27 on Consolidated and Separate Financial Statements and Section 151 (2) and 153 (2) to 153 (7) of the Companies Act No. 07 of 2007.

<u>Subsidiaries/ Associate Companies</u>	<u>Holding's Effective Percentages</u>
Daily Life Renewable Energy (Pvt) Limited	95.83%
Beta Power (Pvt) Limited	56.40%
Joule Power (Pvt) Limited	56.40%
Vydexa (Lanka) Power Corporation (Pvt) Ltd	66.13%
Hirujanai (Pvt) Ltd	75.00%
Suryadhanavi (Pvt) Ltd	100.00%
Sunny Clime Lanka (Pvt) Ltd	90.00%
Seruwawila Photovoltaic (Pvt) Ltd	90.00%
Nirmalapura Wind Power (Pvt) Limited	49%
Solar One Ceylon (Pvt) Ltd	50%
Seguwanthiuv Wind Power Private Limited	100%
Vidatamunai Wind Power Private Limited	100%
Renewgen (Pvt) Ltd	100%
Powergen Private Limited	100%
Energy Reclamation (Private) Limited	100%
Tororo Pv Power Private Limited	90%
Terraqua International (Pvt) Ltd	100%
Terraqua Kokawita (Pvt) Ltd	100%
Peak Power Delta (Pvt) Ltd	100%
HPD Power (Pvt) Ltd	100%
Melanka Power Moraketiya (Pvt) Ltd	100%
Energy Reclamation (Private) Limited	100%

Subsidiary included is that Group in which the Group directly or indirectly has an interest of more than one half of the voting rights and/ or has the power to exercise control over the financial and operating policies.



WINDFORCE (PVT) LIMITEDNOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2020**2.2.1.Principles of Consolidation****a) Subsidiaries**

The Financial Statements of the Group represent the consolidation of the Financial Statements of the Group, and its controlled subsidiaries after elimination of all material intra group transactions.

Subsidiary is consolidated from the date, the Parent obtains control until such time as control ceases.

The total profits and losses for the period of the Group and its subsidiaries included in consolidation are shown in the consolidated comprehensive Income Statement with the proportion of profit or loss after taxation pertaining to outside shareholders of subsidiaries being deducted as "Non Controlling Interest".

All assets and liabilities of the Group and of its subsidiaries included in consolidation are shown in the Consolidated Statement of Financial Position. The interest of outside shareholders of subsidiary in the fair value of net assets of the Group are indicated separately in the Consolidated Statement of Financial Position under the heading "Non Controlling Interest".

b) Associate Companies

Associate is the entity in which the group has a significant influence, but not control, over the financial and operating policies. Significant influence is presumed to exist when the group holds between 20% to 50% of the voting power of another entity. Associates are accounted for using the equity method (equity accounted investees) and are recognized at initial cost.

The consolidated financial statements include the Group's share of profit net of tax after non controlling interest in subsidiaries and equity movements of equity accounted investees, from the date on which significant influence commences until the date on which significant influence ceases.

When the Group's share of losses exceeds its investments in an equity accounted investee, the carrying amount of that interest is reduced to "Nil" and recognition of further losses is discontinued except to the extent that the Group has incurred obligations or has made payments on behalf of the investee.



WINDFORCE (PVT) LIMITED**NOTES TO THE FINANCIAL STATEMENTS**
FOR THE YEAR ENDED 31ST MARCH 2020**c) Interest in Joint ventures**

A joint venture is a jointly controlled entity, whereby the Group and other parties have a contractual arrangement that establishes joint control over the economic activities of the entity. The arrangement requires unanimous agreement for financial and operating decisions among the ventures.

Joint ventures are accounted for using the equity method (equity accounted investees) and are recognized at initial cost.

The consolidated financial statements include the Group's share of income and expenses and equity movements of equity accounted investees, from the date on which significant influence commences until the date on which significant influence ceases.

When the Group's share of losses exceeds its investments in an equity accounted investee, the carrying amount of that investment is reduced to "Nil" and recognition of further losses is discontinued except to the extent that the Group has incurred obligations or has made payments on behalf of the investee.

2.2.2. Foreign Currency Conversion

All foreign exchange transactions are converted in to Sri Lanka Rupees, which is the reporting currency at the rates of exchange prevailing at the time the transactions were effected. Monetary assets and liabilities denominated in foreign currencies are converted in to Sri Lanka Rupee equivalents using year-end spot foreign exchange rates. Non-monetary assets and liabilities are converted using exchange rates that existed when the values were determined. The resulting gains and losses are accounted for in the Statement of Comprehensive Income.

2.3. ASSETS AND BASES OF THEIR VALUATION

Assets classified as current assets in the Statement of financial position are cash and bank balances and those which are expected to be realized in cash during the normal operation cycle or within one year from the reporting date or, whichever is lower.



WINDFORCE (PVT) LIMITEDNOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2020**2.3.1. Property, Plant & Equipment****a) Cost**

Property, Plant & Equipment are recorded at cost less accumulated depreciation and impairment losses.

The carrying value of property, plant and equipment is reviewed for impairment either annually or when events or changes in circumstances indicate the carrying value may not be recoverable. If any such indication exists and where the carrying values exceed the estimated recoverable amount, the assets are written down to their recoverable amount. Impairment losses are recognized in the Statement of Comprehensive Income unless it reverses a previous revaluation surplus for the same asset.

b) Restoration Costs

Expenditure incurred on repairs or maintenance of Property, Plant and Equipment in order to restore or maintain the future economic benefits expected from originally assessed standard of performance is recognized as an expense when incurred.

c) Depreciation

The provision for depreciation is calculated by using a straight line method on the cost of all Property, Plant and Equipment other than freehold land, in order to write off such amounts over the following estimated useful lives. The principle annual periods used are;

Plant & Machinery	Over 20 Years
SCADA Building	Over 20 Years
Development Cost	Over 05 Years
Office Equipment	Over 08 Years
Computer Equipment	Over 04 Years
Motor Vehicles	Over 05 Years
Furniture & Fittings	Over 04 Years
Software	Over 04 Years
Site Equipment	Over 04 Years

Depreciation of an asset begins when it is available for use and ceases at the earlier of the date that the asset is classified as held for sale and the date that asset is derecognized.



WINDFORCE (PVT) LIMITEDNOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2020**2.3.2. Property, Plant & Equipment (Contd...)****d) Capital Work-in-Progress**

Capital work - in - Progress is stated at cost. These are expenses of a capital nature directly attributable to the construction of the wind power plant. Expenses that are in the capital nature are accounted for as capital work - in - progress during the period of construction.

2.3.3. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i) Financial Assets**Initial Recognition and Measurement**

Financial assets are classified, at initial recognition, as subsequently measured at amortized cost, fair value through other comprehensive income (OCI), and fair value through profit or loss. The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognized on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

The Group's financial assets include cash and short-term deposits, investments, trade and other receivables.

Subsequent Measurement

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

- a) Financial assets at amortized cost (debt instruments)
- b) Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)
- c) Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon de recognition (equity instruments)
- d) Financial assets at fair value through profit or loss



WINDFORCE (PVT) LIMITEDNOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2020Financial assets at amortized cost (debt instruments)

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

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

Financial assets at amortized cost are subsequently measured using the effective interest (EIR) method and are subject to impairment. Gains and losses are recognized in profit or loss when the asset is derecognized, modified or impaired. Financial Assets at amortized cost comprise of trade receivables, amounts due from related parties, deposits, advances and other receivables.

Financial assets at fair value through OCI with recycling of cumulative gains and losses (debt instruments)

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

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

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

The Group does not have any debt instruments at fair value through OCI.



NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2020

Financial assets designated at fair value through OCI with no recycling of cumulative gains and losses upon de recognition (equity instruments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under LKAS 32 Financial Instruments: Presentation and are not held for trading. The classification is determined on an instrument-by instrument basis. Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognized as other income in the statement of profit or loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

However, the Group does not have any financial assets at fair value through OCI.

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments.

Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortized cost or at fair value through OCI, as described above, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

Financial assets at fair value through profit or loss are carried in the statement of financial position at fair value with net changes in fair value recognized in the statement of profit or loss.

However, the Group does not have any financial assets at fair value through profit or loss



WINDFORCE (PVT) LIMITEDNOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2020Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is de-recognized when:

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

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the asset is recognized to the extent of the Group's continuing involvement in the asset. In that case, the Group also recognizes an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained. Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of Financial Assets

From 1 April 2018, the Group assesses on a forward-looking basis of the expected credit losses associated with its debt instruments carried at amortized cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade receivables, the Group applies the simplified approach permitted by SLFRS 9, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

ii) Financial LiabilitiesInitial Recognition and Measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables, interest bearing loans and borrowings and amounts due to related parties.



WINDFORCE (PVT) LIMITEDNOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2020Subsequent measurement

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

a) Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognized in the statement of profit or loss.

b) Financial liabilities at amortized cost

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortized cost using the effective interest rate method. Gains and losses are recognized in the Profit or Loss Statement when the liabilities are derecognized as well as through the effective interest rate method (EIR) amortization process. Financial liabilities comprise interest bearing loans and borrowings, trade payables, other payables, income tax payables and amounts due to related parties.

Derecognition

A financial liability is de-recognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit or Loss.

iii) Offsetting of Financial Instruments

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

Financial risk management objectives and policies have been disclosed under Note 2.3



WINDFORCE (PVT) LIMITEDNOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2020iv) Fair value

The Group measures financial instruments at fair value at each statement of financial position date. Fair value related disclosures for financial instruments that are measured at fair value are disclosed, in respective notes: Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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

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

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

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

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



WINDFORCE (PVT) LIMITEDNOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2020**2.4. LIABILITIES AND PROVISIONS****2.4.1. Liabilities**

Liabilities classified as current liabilities on the Statement of Financial Position are those fall due for payment on demand or within one year from the reporting date.

Non current liabilities are balances that fall due for payment for remaining more than one year from the reporting date.

All known liabilities have been accounted for in preparing the financial statements.

2.4.2. Provisions

A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

2.4.3. Capital Commitments and Contingencies

Capital Commitments and Contingent liabilities of the group are disclosed in the respective Notes to the financial statements.

2.5. REVENUE RECOGNITION

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duty. Under SLFRS 15, revenue is recognized upon satisfaction of performance obligation.

a) Rendering of Services

Revenue from rendering of services is recognized in the accounting period in which the services are rendered or performed.

b) Energy Supply

Revenue from energy supply is recognized upon delivery of energy to Ceylon Electricity Board.



WINDFORCE (PVT) LIMITEDNOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2020**2.5. REVENUE RECOGNITION****c) Interest**

Interest Income is recognized using effective interest rate (EIR).

d) Dividends

Dividend income is recognized on a cash basis.

e) Others

Net Gains and losses of a revenue nature on the disposal of Property, Plant & Equipment and other non current assets including investments have been accounted for in the Income Statement, having deducted from proceeds on disposal, the carrying amount of the assets and related selling expenses.

2.6. EXPENDITURE RECOGNITION

2.6.1 Expenses are recognized in the Statement of Comprehensive Income on the basis of a direct association between the cost incurred and the earning of specific items of income. All expenditure incurred in the running of the business and in maintaining the Property, Plant & Equipment in a state of efficiency has been charged to income in arriving at the profit for the year.

2.6.2 For the purpose of presentation of the Statement of Comprehensive Income, the Directors are of the opinion that the function of expenses method, presents fairly the elements of the Group's performance, and hence, such presentation method is adopted.

2.6.3 Borrowing Costs

Borrowing Costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective assets. All other borrowing costs are recognized as an expense in the period in which they are incurred.

2.6.4 Taxation**(a) Current Taxes**Windforce (Pvt) Limited

The provision for income tax is based on the elements of income and expenditure as reported in the financial statements and computed in accordance with the provisions of the Inland Revenue Act No 10 of 2006 and amendments thereto.



WINDFORCE (PVT) LIMITEDNOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2020Daily Life renewable Energy (Pvt) Limited

The Group has obtained a tax exemption under Agreements entered into with the Board of Investment of Sri Lanka (BOI) for a period of 06 years (The Tax exemption period). The provisions of the Inland Revenue Act No. 10 of 2006 relating to the imposition payment and recovery of Income Tax, in respect of the profits and income of the Enterprises shall not apply on profit and income arising during the tax exemption period. For the above purpose, the year of assessment shall be reckoned from the year which the enterprises commence to make profits or any year of assessment not later than two (2) years from the date of on which the enterprises commence commercial operations, whichever is earlier, as may be specified in a certificate issued by the Board of Investments.

After the expiration of the aforesaid tax exemption period referred to in above, the profits and income of the enterprise shall for any year of assessment be charged at the rate of 15%.

Beta Power (Pvt) Limited & Joule Power (Pvt) Limited

The companies have obtained a tax exemption under an Agreement entered into with the Board of Investment of Sri Lanka (BOI) for a period of 12 years (The Tax exemption period). The provisions of the Inland Revenue Act No. 10 of 2006 relating to the imposition payment and recovery of income Tax, in respect of the profits and income of the Enterprises shall not apply on profit and income arising during the tax exemption period. For the above purpose, the year of assessment shall be reckoned from the year which the enterprises commence to make profits or any year of assessment not later than two (2) years from the date of on which the

Enterprises commence commercial operations, whichever is earlier, as may be specified in a certificate issued by the Board of Investments.

After the expiration of the aforesaid period the Provisions of the Inland Revenue Laws for the time being in force shall apply to the Companies.



WINDFORCE (PVT) LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2020***Vydexa (Lanka) Power Corporation (Pvt) Limited*

The Group has obtained a tax exemption under an Agreement entered into with the Board of Investment (BOI) for a period of 06 years ('the tax exemption period'). The provisions of the Inland Revenue Act No. 10 of 2006 relating to the imposition, payment and recovery of income tax, in respect of the profits and income of the Enterprise shall not apply on profits and income arising during the tax exemption period. For the above purpose, the year of assessment shall be reckoned from the year in which the enterprise commences to make profits or any year of assessment not later than two (02) years from the date on which the enterprise commences commercial operations, whichever is earlier, as may be specified in a certificate issued by the Board of Investment.

Powergen Lanka (Pvt) Limited

The Company has obtained a tax exemption under an Agreement entered into with the Board of Investment (BOI) for a period of 12 years ('the tax exemption period'). The provisions of the Inland Revenue Act No. 10 of 2006 relating to the imposition, payment and recovery of income tax, in respect of the profits and income of the Enterprise shall not apply on profits and income arising during the tax exemption period. For the above purpose, the year of assessment shall be reckoned from the year in which the enterprise commences to make profits or any year of assessment not later than two (02) years from the date on which the enterprise commences commercial operations, whichever is earlier, as may be specified in a certificate issued by the Board of Investment.

HPD Power (Pvt) Limited

As per the agreement entered into with Board of Investment of Sri Lanka under section 17 of the Board of Investment Law, the company shall qualify for a tax exemption period of nine years (09). For the above purpose the year of assessment shall be reckoned from the year in which the enterprise commences to make profits or any year of assessment not later than two (02) years from the date on which the enterprise commences its commercial operations.

Melanka Power Moraketiya (Pvt) Ltd

As per the agreement entered into with Board of Investment of Sri Lanka under section 17 of the Board of Investment Law, the company shall qualify for a tax exemption period of eight years (08). For the above purpose the year of assessment shall be reckoned from the year in which the enterprise commences to make profits or any year of assessment not later than two (02) years from the date on which the enterprise commences its commercial operations.

Peak Power Delta (Pvt) Limited

As per the agreement entered into with Board of Investment of Sri Lanka under section 17 of the Board of Investment Law, the company shall qualify for a tax exemption period of five years (05). For the above purpose the year of assessment shall be reckoned from the year in which the enterprise commences to make profits or any year of assessment not later than two (02) years from the date on which the enterprise commences its commercial operations.



WINDFORCE (PVT) LIMITED**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH 2020****(b) Deferred Taxation**

Deferred tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes according to the Deferred Tax ruling issued by the Institute of Chartered Accountants of Sri Lanka for BOI Companies.

2.6.4 Financial risk Management objectives & Policies

The Group's principal financial liabilities, other than derivatives, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations and to provide guarantees to support its operations. The Group has loans and other receivables, trade and other receivables, and cash and short-term deposits that arise directly from its operations. Accordingly the Group has exposure to namely Credit Risk, Liquidity Risk, Currency Risk and Interest Rate Risk from its use of financial instruments:

This note presents information about the Group's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk.

Credit risk

Credit Risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arise principally from the Group's receivable from customers.

Liquidity risk

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

Currency risk

The Group is exposed to currency risk on sales and purchases that are denominated in a currency other than the respective functional currency of the Group.

Interest rate risk

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long-term debt obligations with floating interest rates. The Group has not engaged in any interest rate swap agreements.



WINDFORCE (PVT) LIMITED

NOTES TO THE FINANCIAL STATEMENTS
AS AT 31ST MARCH, 2020

(3) PROPERTY, PLANT & EQUIPMENT

(3.1) Group

	Gross Carrying Amounts - At Cost					Depreciation					W.D.V as at 31.03.2020 Rs.
	Balance as at 01.04.2019 Rs.	On Acquisition of Subsidiaries Rs.	Additions Rs.	Transfer from WIP Rs.	Disposals Rs.	Balance as at 31.03.2020 Rs.	On Acquisition of Subsidiaries Rs.	Depreciation for the Year Rs.	Depreciation on Disposals Rs.	Balance as at 31.03.2020 Rs.	
Freehold Assets											
Land	9,232,794	2,117,000	-	-	-	11,349,794	-	-	-	-	11,349,794
Plant & Machinery	10,487,080,249	8,873,136,763	49,308,168		(1,015,682)	19,408,509,498	3,040,166,831	594,788,529	-	5,564,110,242	13,844,399,256
Development Cost	56,785,314	7,731,700	-		-	64,517,014	2,097,063	32,290	-	62,223,652	2,293,362
SCADA Building	137,268,625	252,955,176	-		-	390,223,801	97,355,402	11,088,939	-	134,172,282	256,051,519
Engineering Quarters	40,699,664	-	5,645,023		-	46,344,687	-	249,045	-	8,558,572	37,786,115
Office Equipment	2,931,025	2,724,449	521,516	-	-	6,176,990	2,389,404	339,493	-	4,172,274	2,004,716
Furniture & Fittings	23,907,364	4,484,877	732,350	-	(319,543)	28,805,048	4,053,103	4,651,329	(117,973)	21,110,682	7,694,366
Computer Software	6,124,624	-	4,468,731	-	-	10,593,355	-	1,487,594	-	5,384,428	5,208,927
Computers & Related Equipment	4,611,084	5,145,848	1,310,296	-	(205,000)	10,862,228	2,771,995	1,106,894	(59,790)	6,528,233	4,333,995
Other Civil Structures	26,312,797	192,400	-		-	26,505,197	-	1,218,187	-	3,272,238	23,232,959
SODAR Unit	12,052,683	-	-		-	12,052,683	-	1,205,268	-	8,471,804	3,580,879
Site Equipment	38,224,144	15,451,661	20,677,475	-	-	74,353,280	10,155,741	10,223,434	-	34,609,260	39,744,020
Motor Bikes	1,860,630	2,546,480	674,110	-	-	5,081,220	1,638,295	427,827	-	3,189,738	1,891,482
Motor Vehicles	77,521,900	25,948,760	13,950,000		(15,100,000)	102,320,660	16,163,448	13,794,637	(15,100,000)	71,497,390	30,823,270
	10,924,612,897	9,192,435,114	97,287,669	-	(16,640,225)	20,197,695,455	3,176,791,282	640,613,466	(15,277,763)	5,927,300,795	14,270,394,660
Leasehold Assets											
Motor Vehicles	53,550,000	-	-	-	-	53,550,000	-	10,630,000	-	28,415,000	25,135,000
Land	53,550,000	593,582	-		-	593,582	22,480	4,496	-	26,976	566,606
	53,550,000	593,582	-	-	-	54,143,582	22,480	10,634,496	-	28,441,976	25,701,606
Capital Work in Progress											
Plant & Machinery	50,679,601	948,222,214	35,076,467	(54,817,881)	-	979,160,401	-	-	-	-	979,160,401
	50,679,601	948,222,214	35,076,467	(54,817,881)	-	979,160,401	-	-	-	-	979,160,401
	11,028,842,498	10,141,250,910	132,364,136	(54,817,881)	(16,640,225)	21,230,999,438	3,176,813,762	651,247,962	(15,277,763)	5,955,742,771	15,275,256,667



WINDFORCE (PVT) LIMITED

NOTES TO THE FINANCIAL STATEMENTS
AS AT 31ST MARCH, 2020

(3) PROPERTY, PLANT & EQUIPMENT (Contd...)

(3.2) Company

	Gross Carrying Amounts - At Cost				Depreciation				W.D.V as at 31.03.2020 Rs.
	Balance as at 01.04.2019 Rs.	Transfer from WIP Rs.	Additions Rs.	Disposals Rs.	Balance as at 31.03.2020 Rs.	Depreciation for the Year Rs.	Adjustments Rs.	Depreciation on Disposals Rs.	Balance as at 31.03.2020 Rs.
Freehold Assets									
Office Equipment	2,509,394	-	521,516	-	3,030,910	265,147	-	-	1,608,972
Furniture & Fittings	16,346,231	-	-	-	16,346,231	3,741,857	-	-	10,430,291
Computer Software	6,053,481	-	1,539,454	-	7,592,935	1,300,354	-	-	5,184,231
Computers & Related Equipment	3,065,460	-	1,198,832	(205,000)	4,059,292	529,758	-	(59,790)	2,461,388
SODAR Unit	12,052,685	-	-	-	12,052,685	1,205,268	-	-	8,471,804
Site Equipment	-	-	7,247,791	-	7,247,791	995,557	-	-	995,557
Bicycle & Motor Cycle	185,900	-	-	-	185,900	46,475	-	-	104,569
Motor Vehicles	37,400,000	-	7,900,000	(6,400,000)	38,900,000	7,046,667	-	(6,400,000)	27,143,334
	77,613,151	-	18,407,593	(6,605,000)	89,415,744	15,131,083	-	(6,459,790)	56,400,146
Leasehold Assets									
Motor Vehicles	53,150,000	-	-	-	53,150,000	10,630,000	-	-	28,415,000
	53,150,000	-	-	-	53,150,000	10,630,000	-	-	28,415,000
	130,763,151	-	18,407,593	(6,605,000)	142,565,744	25,761,083	-	(6,459,790)	84,815,146
									57,750,598



(4) INVESTMENTS IN SUBSIDIARIES - UNQUOTED

(4.1) Company Investments in Subsidiaries

Unquoted Investments	Effective Holding %		COMPANY			
	2020 %	2019 %	2020	2019	2020	2019
			No of Shares		Value	
					Rs.	Rs.
Daily Life Renewable Energy (Pvt) Ltd	95.83%	95.83%	116,656,000	116,656,000	1,166,560,000	1,166,560,000
Beta Power (Pvt) Ltd	66.40%	56.40%	59,220,000	59,220,000	580,293,000	580,293,000
Joule Power (Pvt) Ltd	66.40%	56.40%	59,220,000	59,220,000	580,293,000	580,293,000
Vydeha (Lanka) Power Corporation (Pvt) Ltd	76.13%	66.13%	92,385,610	92,385,610	923,856,101	923,856,101
Suryadhanavi (Pvt) Ltd	88.00%	100.00%	36,000,000	20	360,000,200	200
Hirujanani (Pvt) Ltd	75.00%	100.00%	5,400,000	5,400,000	54,000,000	54,000,000
Sunny Clime Lanka (Pvt) Ltd	90.00%	90.00%	4,680,000	4,680,000	46,800,000	46,800,000
Seruwawila Photovoltaic (Pvt) Ltd	90.00%	90.00%	4,680,000	4,680,000	46,800,000	46,800,000
Seguwanthiuv Wind Power (Pvt) Limited	100.00%	-	114,285,715	-	1,232,126,194	-
Vidatamunai Wind Power (Pvt) Limited	100.00%	-	114,285,715	-	1,579,125,663	-
Renewgen (Pvt) Limited	100.00%	-	226,569,881	-	3,809,178,867	-
Powergen (Pvt) Limited	100.00%	53.87%	1,603,000	-	1,543,049,370	-
Energy Reclamation (Pvt) Limited	100.00%	-	2,900,000	-	130,145,014	-
Tororo Pv Power Private Limited	90.00%	-	9,000	-	523,472,160	-
Melanka Power	100%	-	-	-	-	-
Moraketiya (Pvt) Ltd	100%	-	-	-	-	-
Terraqua International (Pvt) Ltd	100%	-	-	-	-	-
Terraqua Kokawita (Pvt) Ltd	100%	-	-	-	-	-
HPD Power (Pvt) Ltd	100%	-	-	-	-	-
Company investment in Subsidiaries (at Cost)	-	-	837,894,921	342,241,630	12,575,699,569	3,398,602,301



WINDFORCE (PVT) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

AS AT 31ST MARCH, 2020

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(4) INVESTMENTS IN SUBSIDIARIES - UNQUOTED (Contd...)

(4.2) Business Combination during the reporting period

<u>Acquiree</u>	<u>Nature of business</u>	<u>Acquisition Date/ Change in Ownership</u>	<u>Method of Acquisition</u>	<u>Value of Investment (LKR)</u>	<u>Share of net Assets Acquired (LKR)</u>	<u>Goodwill on Business Combination (LKR)</u>	<u>Gain on Bargaining Purchase (LKR)</u>
Seguwanthuuv Wind Power (Pvt) Limited	Generation of Electricity using Wind Power	31st January 2020	Share SWAP	1,232,126,194	1,083,111,733	149,014,461	-
Vidatamunai Wind Power (Pvt) Limited	Generation of Electricity using Wind Power	31st January 2020	Share SWAP	1,579,125,663	1,053,486,514	525,639,149	-
Renewgen (Pvt) Limited	Investment holding	31st January 2020	Share SWAP	3,809,178,867	2,703,162,757	1,106,016,110	-
Powergen (Pvt) Limited	Generation of Electricity using Wind Power	31st January 2020	Share SWAP	1,543,049,370	1,598,028,147	-	54,978,777
Energy Reclamation (Pvt) Limited	Generation of Electricity using Hydro Power	31st January 2020	Share SWAP	130,145,014	42,687,958	87,457,056	-
Tororo Pv Power Private Limited	Generation of Electricity using Wind Power	31st March 2020	Cash	523,472,160	317,736,553	205,735,607	-
Melanka Power Moraketiya (Pvt) Ltd	Generation of Electricity using Hydro Power	31st January 2020	Share SWAP	466,195,080	628,730,195	-	162,535,115



(4) INVESTMENTS IN SUBSIDIARIES - UNQUOTED (Contd...)

(4.2) Business Combination during the reporting period (Contd...)

<u>Acquiree</u>	<u>Nature of business</u>	<u>Acquisition Date/ Change in Ownership</u>	<u>Method of Acquisition</u>	<u>Value of Investment (LKR)</u>	<u>Share of net Assets Acquired (LKR)</u>	<u>Goodwill on Business Combination (LKR)</u>	<u>Gain on Bargaining Purchase (LKR)</u>
Terraqua International (Pvt) Ltd	Generation of Electricity using Hydro Power	31st January 2020	Share SWAP	300,236,350	160,684,405	139,551,945	-
Terraqua Kokawita (Pvt) Ltd	Generation of Electricity using Hydro Power	31st January 2020	Share SWAP	327,465,890	310,992,980	16,472,910	-
Peak Power Delta (Pvt) Ltd	Generation of Electricity using Hydro Power	31st January 2020	Share SWAP	230,000,000	406,793,857	-	176,793,857
HPD Power (Pvt) Ltd	Generation of Electricity using Hydro Power	31st January 2020	Share SWAP	382,000,000	393,644,105	-	11,644,105
Beta Power (Pvt) Ltd	Generation of Electricity using Wind Power	31st January 2020	Through acquisition of subsidiary	105,000,000	148,707,253	-	43,707,253
Joule Power (Pvt) Ltd	Generation of Electricity using Wind Power	31st January 2020	Through acquisition of subsidiary	105,000,000	146,520,893	-	41,520,893
Vydexa (Lanka) Power Corporation (Pvt) Ltd	Generation of Electricity using Solar Power	31st January 2020	Through acquisition of subsidiary	139,700,000	119,738,507	19,961,493	-
				<u>10,872,694,588</u>	<u>9,114,025,857</u>	<u>2,249,848,731</u>	<u>491,180,000</u>

WINDFORCE (PVT) LIMITED

NOTES TO THE FINANCIAL STATEMENTS
AS AT 31ST MARCH, 2020

(5) INVESTMENTS IN EQUITY ACCOUNTED INVESTEEES

	GROUP			COMPANY		
	2020		2019	2020		2019
	Number of Shares	Value	Number of Shares	Number of Shares	Cost	Cost
Effective Holding Percentage						
(5.1) Unquoted Investments						
<i>Nirmalapura Wind Power (Pvt) Limited (NPWP)</i>						
Balance at the beginning of the year	49,000,000	Rs. 904,506,694	49,000,000	49,000,000	Rs. 490,000,000	Rs. 490,000,000
Profit accruing to the Group net of Dividend		(42,409,874)	-	-	-	-
Balance at the end of the year	49,000,000	862,096,820	49,000,000	49,000,000	490,000,000	490,000,000
<i>Solar One Ceylon (Pvt) Ltd (SOCL)</i>						
Balance at the beginning of the year	35,085,952	526,231,887	35,085,952	35,085,952	490,300,000	490,300,000
Profit accruing to the Group net of Dividend	-	22,792,686	-	-	-	-
Balance at the end of the year	35,085,952	549,024,573	35,085,952	35,085,952	490,300,000	490,300,000
<i>Powervergen Lanka (Pvt) Ltd (PGL)</i>						
Balance at the beginning of the year	863,536	1,234,230,492	863,536	863,536	1,167,786,659	1,167,786,659
Transfer to investment in subsidiaries	(863,536)	(1,234,230,492)	-	(863,536)	(1,167,786,659)	-
Profit accruing to the Group net of Dividend	-	-	-	-	-	-
Balance at the end of the year	-	-	-	-	-	-
<i>Gharo Solar (Private) Ltd - Pakistan (GSP)</i>						
Balance at the beginning of the year	-	-	863,536	-	-	863,536
On Acquisition of subsidiary	5,073,257	57,530,831	-	-	-	-
Profit accruing to the Group net of Dividend	-	72,173	-	5,073,257	57,530,831	-
Balance at the end of the year	5,073,257	57,603,004	-	5,073,257	57,530,831	-
<i>Vidul Madugeta (Pvt) Ltd (VM)</i>						
Balance at the beginning of the year	-	-	-	-	-	-
On Acquisition of subsidiary	4,500,000	280,340,269	-	-	-	-
Profit accruing to the Group net of Dividend	-	32,389,845	-	-	-	-
Balance at the end of the year	4,500,000	312,730,114	-	-	-	-
<i>Gurugoda Hydro Pvt Ltd (GH)</i>						
Balance at the beginning of the year	-	-	-	-	-	-
On Acquisition of subsidiary	2,472,000	103,253,013	-	-	-	-
Profit accruing to the Group net of Dividend	-	(1,449,589)	-	-	-	-
Balance at the end of the year	2,472,000	101,803,424	-	-	-	-
<i>Mahoma Uganda Ltd (MU)</i>						
Balance at the beginning of the year	-	-	-	-	-	-
On Acquisition of subsidiary	1,800	338,400	-	-	-	-
Profit accruing to the Group net of Dividend	-	17,263,200	-	-	-	-
Balance at the end of the year	1,800	17,601,600	-	-	-	-
(5.2) Carrying Value of equity accounted investee						
		1,900,859,535	2,664,969,073		1,037,830,831	2,148,086,659

The Group recognizes its interests in joint ventures using the equity method as per paragraph 38 of LKAS 31 - Interests in Joint Ventures.



NOTES TO THE FINANCIAL STATEMENTS
AS AT 31ST MARCH, 2020

(5.3) Summarized financial information of Equity Accounted Investees

	For the year ended 31st March 2020					
	NPWP	SOCL	Vidul	Gurugoda	Gharo	Mahoma
	Rs	Rs	Rs	Rs	Rs	Rs
Revenue	630,731,235	481,429,941	155,455,266	20,511,019	177,558,927	215,482,650
Cost of Sales	(246,561,410)	(108,830,008)	(37,910,182)	(18,059,374)	(17,948,789)	(89,821,705)
Other Income/ Net Finance Cost	1,954,540	(126,252,755)	(13,902,327)	(4,150,055)	(88,788,431)	(56,450,121)
Administrative Expense	(60,928,466)	(39,761,806)	(384,601)	(1,052,274)	70,198,107	(21,162,340)
Profit/(Loss) before taxation	325,195,899	206,585,372	103,258,156	(2,750,684)	141,019,814	48,048,484
Taxation	(49,746,662)	-	(11,619,737)	(171,886)	-	(95,148)
Profit/(Loss) after taxation	275,449,237	206,585,372	91,638,419	(2,922,570)	141,019,814	47,953,336
	As at 31st March 2020					
	NPWP	SOCL	Vidul	Gurugoda	Gharo	Mahoma
	Rs	Rs	Rs	Rs	Rs	Rs
Non Current Assets	1,334,686,983	1,640,788,473	484,834,499	123,295,371	4,981,129,660	1,055,696,147
Current Assets	446,221,738	234,725,052	79,871,499	9,520,475	1,392,064,659	107,192,479
Total Assets	1,780,908,721	1,875,513,525	564,705,998	132,815,846	6,373,194,319	1,162,888,626
Non Current Liabilities	4,693,607	787,202,411	37,060,941	21,430,537	4,358,426,494	688,506,328
Current Liabilities	314,507,266	344,728,192	75,516,694	19,887,466	500,759,105	512,120,520
Net Assets	1,461,707,848	743,582,922	452,128,363	91,497,843	1,514,008,720	(37,738,222)
	GROUP COMPANY					
	2020	2019	2020	2019		
	Rs.	Rs.	Rs.	Rs.		

(6) OTHER NON CURRENT FINANCIAL ASSETS

Effective Holding %

(6.1) Other unquoted equity investments - Foreign

East Africa Concrete Products - Uganda	7%
Harappa Solar (Private) Ltd - Pakistan	13%

(6.2) Advances Paid to Acquire Shares

Suryadhanavi (Pvt) Ltd					
Gharo Solar (Private) Ltd - Pakistan					
Semipolky Solar Limited					
Ma Oya Project					
Mahoma Project					
Kathai Project					
Floating Solar Project					
Kyambura Project					
Lower Kokawita Project					
Diyaviduli Pethiyakanda					
	2020	2019	2020	2019	
	Rs.	Rs.	Rs.	Rs.	
	857,717,071	853,172,672	857,717,071	853,172,672	
	96,226,500	-	96,226,500	-	
	137,000	-	-	-	
	98,988,413	-	-	-	
	15,000	-	-	-	
	37,635	-	-	-	
	268,439,126	-	-	-	
	4,795,401	-	-	-	
	141,251	-	-	-	
	1,326,497,397	853,172,672	953,943,571	1,213,172,672	



WINDFORCE (PVT) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

AS AT 31ST MARCH, 2020

(7) OTHER NON FINANCIAL ASSETS

(7.1) Advance for Grid Substation

Cost	
As at 01st April	98,879,996
On Acquisition of subsidiary	170,642,897
Transfer from Capital Work in progress	-
As at 31st March	269,522,893
Amortization	
As at 01st April	30,819,738
On Acquisition of subsidiary	72,101,334
Amortization for the Year	6,741,791
As at 31st March	109,662,863
Net Book Value - Current	14,605,777
- Non- Current	145,254,263
	159,860,040

(7.2) Right to generate Electricity from Hydro Resources

Cost	
Balance as at 01st April	184,553,989
On Acquisition of subsidiary	184,553,989
Balance as at 31 March	-
Amortization	
Balance as at 01 April	21,261,270
On Acquisition of subsidiary	768,975
Charge for the year	22,030,245
Balance as at 31st March	162,523,744

(8) GOODWILL ON BUSINESS COMBINATIONS

Cost	
As at 01st April	285,000,000
Add: Acquisition through business combinations	2,249,848,732
As at 31st March	2,534,848,732
Impairment	
As at 01st April	-
Impairment Losses	-
As at 31st March	-
Net Book Value	2,534,848,732

GROUP		COMPANY	
2020	2019	2020	2019
Rs.	Rs.	Rs.	Rs.
98,879,996	98,879,996	-	-
170,642,897	-	-	-
269,522,893	98,879,996	-	-
30,819,738	25,683,115	-	-
72,101,334	-	-	-
6,741,791	5,136,623	-	-
109,662,863	30,819,738	-	-
14,605,777	5,136,612	-	-
145,254,263	62,923,657	-	-
159,860,040	68,060,269	-	-
184,553,989	-	-	-
184,553,989	-	-	-
21,261,270	-	-	-
768,975	-	-	-
22,030,245	-	-	-
162,523,744	-	-	-
285,000,000	-	-	-
2,249,848,732	285,000,000	-	-
2,534,848,732	285,000,000	-	-
-	-	-	-
-	-	-	-
-	-	-	-
2,534,848,732	285,000,000	-	-



NOTES TO THE FINANCIAL STATEMENTS

AS AT 31ST MARCH,

(9) INVENTORIES

Spare parts

(10) TRADE & OTHER RECEIVABLES

Trade Debtors
Refundable Deposits & Prepayments
Staff Loans
Advances
Interest Receivable
Advance on Project Preliminaries
Insurance Receivable
Receivable from Regen
Other Receivables
Dividend Receivables

GROUP		COMPANY	
2020	2019	2020	2019
Rs.	Rs.	Rs.	Rs.
418,848,470	53,480,130	-	-
418,848,470	53,480,130	-	-
1,660,779,672	632,882,296	2,451,852	362,681
55,026,695	24,321,042	29,304,670	319,771
12,099,073	7,590,500	7,877,000	7,590,500
75,117,858	25,193,590	6,238,510	5,050,130
37,516,921	19,714,448	37,516,921	19,714,448
7,273,684	45,193,945	7,273,684	45,193,945
1,859,251	812,025	397,517	186,025
-	6,817,820	-	-
11,008,451	23,534,649	1,481,400	-
868,280,956	-	868,280,956	-
2,728,962,561	786,060,315	960,822,510	78,417,500

(11) AMOUNTS DUE FROM RELATED PARTIES

Windforce (Pvt) Ltd *Relationship*
Beta Power (Pvt) Ltd Subsidiary
Daily Life Renewable Energy (Pvt) Ltd Subsidiary
Joule Power (Pvt) Ltd Subsidiary
Vydexa (Lanka) Power Corporation (Pvt) Ltd Subsidiary
Sunny Cline Lanka (Pvt) Ltd Subsidiary
Seruwawila Photovoltaic (Pvt) Ltd Subsidiary
Hirujanani (Pvt) Ltd Subsidiary
Suryadhanavi (Pvt) Ltd Subsidiary
Tororo PV Power Company Limited Subsidiary
Powergen Lanka (Pvt) Ltd Subsidiary
Seguwantivu Wind Power (Pvt) Ltd Subsidiary
Vidatamunai Wind Power (Pvt) Ltd Subsidiary
HPD Power (Pvt) Ltd Subsidiary
Nirmalapura Wind Power (Pvt) Ltd Associate
Solar One Ceylon (Pvt) Ltd Associate
Energy Reclamation (Pvt) Ltd Subsidiary
Ziba (Pvt) Ltd Affiliate
Mahoma Uganda Ltd Affiliate

-	-	-	-
-	-	10,660,315	2,514,297
-	-	-	56,842,367
-	-	10,523,582	2,514,287
-	-	-	1,358,187
-	-	4,984,408	1,975,108
-	-	5,958,389	1,946,329
-	-	-	198,033
-	-	-	773,289
1,345,620	-	26,881,351	-
-	10,134,203	8,093,165	10,134,203
-	18,075,679	53,695	18,075,679
-	6,770,216	-	6,770,216
-	-	15,003,414	-
24,419,322	14,350,137	24,419,322	14,350,137
4,962,580	4,055,045	4,418,080	4,055,045
-	-	-	-
2,757,680	3,161,323	-	3,161,323
29,628,064	-	-	-
63,113,266	56,546,603	110,995,721	124,668,500

(12) SHORT TERM FINANCIAL ASSETS

Investments in Fixed Deposits

1,525,502,063	934,775,878	1,524,608,984	934,775,878
1,525,502,063	934,775,878	1,524,608,984	934,775,878

(13) COMPONENTS OF CASH AND CASH EQUIVALENTS

(13.1) Favorable Cash and Cash Equivalent Balances

Cash and bank Balances
Petty cash

959,888,749	186,917,032	190,329,213	16,383,799
2,375,984	1,391,704	781,703	651,703
962,264,733	188,308,736	191,110,916	17,035,502

(13.2) Unfavorable Cash and Cash Equivalent Balances

Bank overdrafts

(90,696,755)	(69,557,316)	(73,669,268)	(55,180,937)
(90,696,755)	(69,557,316)	(73,669,268)	(55,180,937)

Net Cash and Cash Equivalents for the purpose of Cash
Flow Statement

871,567,978	118,751,420	117,441,648	(38,145,435)
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(14) STATED CAPITAL

Number of Issued and Fully Paid Ordinary Shares

At the beginning of the year
Shares issued during the year
At the end of the year

716,377,200	609,717,200	716,377,200	609,717,200
431,776,401	106,660,000	431,776,401	106,660,000
1,148,153,601	716,377,200	1,148,153,601	716,377,200

Value of Issued and Fully Paid Ordinary Shares

At the beginning of the year
Value of shares issued during the year
At the end of the year

7,163,772,000	6,097,172,000	7,163,772,000	6,097,172,000
7,820,838,449	1,066,600,000	7,820,838,449	1,066,600,000
14,984,610,449	7,163,772,000	14,984,610,449	7,163,772,000



NOTES TO THE FINANCIAL STATEMENTS
AS AT 31ST MARCH,

(15) RETAINED EARNINGS

	2020	2019	2020	2019
Balance at the beginning of the Year	726,493,459	655,341,832	(93,495,771)	81,889,006
Adjustments due to change in group holdings & other adjt	111,558,741	-	-	-
Dividends- Ordinary Shares	(1,021,383,630)	(1,035,797,079)	(1,021,383,630)	(1,035,797,079)
Net Profit for the year	1,545,335,520	1,106,948,706	1,166,143,641	860,412,302
Balance at the end of the Year	1,362,004,090	726,493,459	51,264,240	(93,495,771)

(16) NON CONTROLLING INTERESTS

	Rs.	Rs.	Rs.	Rs.
Balance as at the beginning of the Year	1,831,552,019	1,672,127,671	-	-
On Acquisition of Subsidiary with Non-Controlling Interest	35,304,061	28,400,202	-	-
Adjustments due to change in group holdings & other adjustments	(400,672,105)	-	-	-
Profit Attributable to Non- Controlling Interest	355,883,444	376,393,086	-	-
Dividends Paid to Minority Shareholders	(187,465,064)	(245,368,940)	-	-
Balance as at the end of the Year	1,634,602,355	1,831,552,019	-	-

(17) INTEREST BEARING LOANS AND BORROWINGS**(17.1) Non-current interest-bearing loans and borrowings**

National Development Bank	516,202,831	1,032,405,525	-	-
Sampath Bank	385,468,591	41,697,618	-	-
Hatton National Bank	1,268,420,128	712,365,111	-	-
DFCC Bank PLC	485,399,762	-	-	-
DFCC Vardhana Bank- Lease	3,010,685	787,172,527	-	2,094,232
HSBC Loan	657,503,811	765,472,674	657,503,811	765,472,674
Seylan Bank	165,038,000	184,024,000	-	-
Standard Chartered Bank	1,334,888,266	-	552,340,110	-
Commercial Bank of Ceylon - Vehicle Loan	-	-	-	-
- Vehicle Lease	11,813,728	12,476,762	10,151,542	12,476,762
	4,827,745,802	3,535,614,217	1,219,995,463	780,043,668

(17.2) Current interest bearing loans and borrowings

Sampath Bank	59,237,475	169,008,841	-	110,000,000
National Development Bank	603,442,702	516,202,702	-	-
DFCC Bank PLC	193,969,205	-	-	-
DFCC Vardhana Bank- Lease	100,673,087	102,143,748	648,989	2,723,133
HSBC Loan	147,371,270	-	147,371,270	-
Commercial Bank of Ceylon	79,673,500	-	-	-
Hatton National Bank	101,474,623	101,474,624	-	-
Seylan Bank	15,976,000	15,976,000	-	-
Commercial Bank of Ceylon - Vehicle Loan	-	-	-	-
- Vehicle Lease	4,366,980	3,460,332	3,460,332	3,460,332
	1,306,184,842	908,266,247	151,480,591	116,183,465

(17.3) Total Outstanding

	6,133,930,644	4,443,880,464	1,371,476,054	896,227,133
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NOTES TO THE FINANCIAL STATEMENTS
AS AT 31ST MARCH,

(17.4) Analysis of Long Term Borrowings

<u>Loan obtained by</u>	<u>Bank/ Lenders</u>	<u>Facility</u>	<u>Purpose</u>	<u>Re-payment</u>	<u>Security</u>
Daily Life Renewable Energy (Pvt) Ltd	Sampath Bank	LKR. 782,298,000/-	<u>Import Line</u> To settle the outstanding Term Loan of HSBC which was granted to partly finance the Wind Power Project at Madurankuliya, Kalpitiya.	Repaid in 53 equal installments such as Rs. 14,567,000.00 each & a final installment of Rs.10,247,000.00 as given in special condition below commencing in one month from the date of disbursement.	Primary Mortgage Bond for Rs. 692.30 Mn. over Land & Project Assets. Mortgage Bond for Rs. 89,998 Mn. over 51% of Share Capital owned by Windforce (Pvt) Ltd Original share certificates for 51% of the share capital of Daily Life Renewable Energy (Pvt) Ltd owned by Windforce (Pvt) Ltd
Daily Life Renewable Energy (Pvt) Ltd	Sampath Bank	LKR 94,551,67	To Finance the replacement cost of the generators	Each Loan to be repaid in equal 96 monthly installments commencing on 03 months after first disbursement together with interest	Original share certificates for 51% of the share capital of Daily Life Renewable Energy (Pvt) Ltd owned by Windforce (Pvt) Ltd
Beta Power (Pvt) Ltd	National Development Bank	<u>Term Loan</u> LKR 1,561 Million of which LKR 1,519 Million for Letter of Credit	Partly finance the construction and commission of 10Mw Windpower project at Vallimunai in Kilinochchi District.	71 Equal installments of LKR 21, 612,158/- each	Primary mortgage over immovable assets for LKR 140 Primary mortgage over movable assets of the Projects for LKR 1,421 Million. Additional primary mortgage over all ordinary shares. Additional primary mortgage over book debts, insurance proceeds and receivables.
		<u>Facility 02</u> <u>Bank Guarantee</u> LKR 100 Million Utilized in respect of Ports Authority Levy exemption			Additional primary mortgage of project documents.



(17.4) Analysis of Long Term Borrowings (Contd....)

<u>Loan obtained by</u>	<u>Bank/Lenders</u>	<u>Facility</u>	<u>Purpose</u>	<u>Re-payment</u>	<u>Security</u>
Joule Power (Pvt) Ltd	National Development Bank	LKR 1,561 Million of which LKR 1,519 Million for Letter of Credit facility	Partly finance the construction and commission of 10Mw Wind Power project at Vallimunai in Killinochchi District	71 Equal installments of LKR 21, 404,733/- each after grace period of 24 months	Primary mortgage over immovable assets for LKR 140 Million Primary mortgage over movable assets of the Projects for LKR 1,421 Million
		<u>Bank Guarantee</u> LKR 100 Million			Additional primary mortgage over all ordinary shares Additional primary mortgage over book debts, insurance proceeds and receivables Additional primary mortgage of project documents
Vydexa (Lanka)Power Corporation (Pvt) Ltd	Hatton National Bank	<u>Term Loan</u> LKR 1.0 Billion at AWPLR 1.75% up to plant commission in g. Thereafter at AWPLR+1.25	To Partly finance the construction and commission of 10MW solar power project at Nedunkulama, Vavuniya	101 Equal Monthly installments after grace period of 19 months	Primary mortgage over all ordinary shares. Primary mortgage of project documents. (Approvals, Agreements, Contracts, Bonds, etc....) Letter of conformation for Es. 1.05 Billion from Windforce Pvt Ltd
		<u>LC Facility</u> LKR 1.6 Billior	To import solar panels and related equipment		Title of the documents of solar panels and equipment to be imported
		<u>Permanent Over Draft Facility</u> LKR 50.0 Million at AWPLR+1%	To meet working capital requirements		Primary mortgage over all ordinary shares. Primary mortgage of project documents. (Approvals, Agreements, Contracts, Bonds, etc....)



NOTES TO THE FINANCIAL STATEMENTS
AS AT 31ST MARCH, 2020

(17.4) Analysis of Long Term Borrowings (Cont..)

Windforce (Pvt) Ltd	Commercial Bank	Vehicle Lease	Purchase of Brand New KIA Moter Vehicle.	60 Equal monthly installments of	Vehicle
		LKR 6,000,000			
		LKR 4,000,000	Purchase of Brand New Honda Vessel DAA Motor	60 Equal monthly installments of Rs. 92,989.50	Vehicle
		LKR 4,000,000	Purchase of Brand New Crew Cab Motor Vehicle	60 Equal monthly installments of Rs. 92,989.50	Vehicle
		LKR 4,000,000	Purchase of Brand New Toyota Premio Motor Vehicle	60 Equal monthly installments of Rs. 92,989.50	Vehicle
		LKR 3,400,000	Purchase of Brand New Honda Civic	60 Equal monthly installments of	Vehicle
		LKR 5,000,000	Purchase of Brand new Motor CRV Vehicle	60 Equal Monthly Installments of 116,238	Vehicle
		USD 4.3Mn	Loan obtained for the investment in Ghara Solar Projects	Loan Capital payments commence from February 2020	Lien over Sri Lanka Rupee cash deposit equivalent to 110% at the loan outstanding held with Standard Chartered Bank
	Standard Chartered Bank PLC	USD 3.5Mn	Investment in in 10Mw Solar Power Project in Uganda Under Tororo Pv Power Projects	1.75% per annum over 1 month LIBOR and 72 equal monthly installment.	
Suryadhanavi (Pvt) Ltd	DFCC Bank	LKR 840 Mn.	To finance the establishment of 10MW of rooftop mounted solar power systems on buildings belonging to Akbar Brothers & Hidramani Group of Companies	108 Equal monthly installments after grace period of 12 months	Primary mortgage over movable machinery Corporate Guarantee from Windforce (Pvt) Limited
Hirujanani Private Limited	Hatton National Bank	LKR 175 Mn	To finance the establishment of 2.13 MW of rooftop mounted solar power systems	108 Equal monthly installments after grace period of 12 months	Primary mortgage over movable machinery Corporate Guarantee from Windforce (Pvt) Limited



NOTES TO THE FINANCIAL STATEMENTS

AS AT 31ST MARCH, 2020

(17.4) Analysis of Long Term Borrowings (Cont..)

Sunny Clime Private Limited	Seylan Bank (Asian Development Bank Loan)	LKR 50,000,000 at a rate of 12% per annum (Fixed Rate)	To Part finance construction of 1Mw Solar Power Plant in Dikwewa in Mamaduwa Division of Vauniya District	107 Consecutive capital repayment of LKR 463,000/- together with monthly interest. Grace period for the loan is 12 months from the first disbursement of the loan.	Primary mortgage for LKR 135 Mn over Machinery Corporate guarantee from Windforce (Pvt) Ltd for LKR 135Mn
		LKR 50,000,000 at a rate of 6.75% per annum (Fixed Rate)	To part finance construction of 1Mw Solar Power Plant in Dikwewa in Mamaduwa Division of Vauniya District	47 Consecutive capital repayment of LKR 1,042,000/- together with monthly interest. Grace period for the loan is 12 months from the first disbursement of the loan.	Primary mortgage for LKR 135 Mn over Machinery Corporate guarantee from Windforce (Pvt) Ltd for LKR 135 Mn.
Seruwawila Private Limited	Seylan Bank (Asian Development Bank Loan)	LKR 50,000,000 at a rate of 12% per annum (Fixed Rate)	To finance construction of 1Mw Solar Power Plant in Dikwewa in Mamaduwa Division of Vauniya District	107 Consecutive capital repayment of LKR 463,000/- together with monthly interest. Grace period for the loan is 12 months from the first disbursement of the loan.	Primary mortgage for LKR 135 Mn over machinery and assignment over project documents to be executed.
		LKR 50,000,000 at a rate of 6.75% per annum (Fixed Rate)	To finance construction of 1Mw Solar Power Plant in Dikwewa in Mamaduwa Division of Vauniya District	47 Consecutive capital repayment of LKR 1,042,000/- together with monthly interest. Grace period for the loan is 12 months from the first disbursement of the loan.	Primary mortgage for LKR 135 Mn over machinery and assignment over project documents to be executed.



NOTES TO THE FINANCIAL STATEMENTS**AS AT 31ST MARCH, 2020****(18) EMPLOYEE BENEFIT LIABILITIES*****Gratuity***

Balance at the beginning of the Year
 On Acquisition of subsidiary
 Charge for the year
 Deficit/(Surplus) charge for the year
 Payments made during the year
 Interest cost
 Balance at the end of the Year

GROUP		COMPANY	
2020	2019	2020	2019
Rs.	Rs.	Rs.	Rs.
19,737,106	15,776,610	19,737,106	15,776,610
8,286,500	-	-	-
4,947,076	2,912,015	3,796,661	2,912,015
2,454,593	1,458,500	1,915,630	1,458,500
(701,520)	(768,600)	(543,285)	(768,600)
3,884,647	358,581	3,070,541	358,581
38,608,402	19,737,106	27,976,653	19,737,106

Key Assumptions

Expected Salary Increment Rate
 Discounting Rate
 Staff Turnover factor

10%	10%	10%	10%
11%	11%	10%	10%
5%	5%	5%	5%

(19) DEFERRED TAX LIABILITIES

Balance at the beginning of the Year
 On Acquisition of subsidiary
 Provision/(Reversal) for the year
 Balance at the end of the Year

560,092,865	479,345,041	-	-
508,570,205	-	-	-
135,936,665	80,747,824	-	-
1,204,599,735	560,092,865	-	-



NOTES TO THE FINANCIAL STATEMENTS
AS AT 31ST MARCH

(20) TRADE AND OTHER PAYABLES

	GROUP		COMPANY	
	2020	2019	2020	2019
	Rs.	Rs.	Rs.	Rs.
Trade Payables	659,169,367	41,723,716	35,863,954	15,073,811
Accrued Expenses	15,484,851	6,234,161	1,120,763	893,764
Excess fund received from Regen	3,670,551	3,670,551	3,670,551	3,670,551
Payable to Regen in relation to bank guarantees	17,718,056	17,718,058	17,718,056	17,718,058
EPF/ETF/PAYE Payable	1,391,966	1,754,535	961,863	1,754,535
VAT Payable	202,670	303,869	204,340	303,869
NBT Payable	56,625	66,226	-	66,226
ESC Payable	(125)	3,378,499	-	-
Other Payables	35,866,115	19,874,303	348,300	219,410
Festival Advances	(301,612)	40,000	(301,612)	40,000
Loan Interest Payable	6,367,350	1,231,044	-	-
Stamp Duty Payable	13,025	5,075	7,875	5,075
WHT Payable	280,568	199,603	47,064	-
Dividend Payable	836,000,000	-	661,000,000	-
Audit Fee Payable	2,598,250	-	278,300	-
	1,578,517,657	96,199,640	720,919,454	39,615,299

(21) AMOUNTS DUE TO RELATED PARTIES Relationship

Akbar Brothers (Pvt) Ltd	Parent	30,587,490	30,128,380	25,390,927	30,128,380
Energy Reclamation (Pvt) Ltd	Subsidiary	25,000	-	-	-
Renewgen (Pvt) Ltd	Subsidiary	-	3,019,938	61,067,445	3,019,938
Vydexa Lanka Power Corporation Pvt	Subsidiary	-	-	57,389,101	-
Hirujanani (Pvt) Ltd	Subsidiary	-	-	1,889,500	-
Suryadhanavi (Pvt) Ltd	Subsidiary	-	-	24,085,826	-
Vidatamunai Wind Power (Pvt) Ltd	Subsidiary	-	-	4,966,297	-
Peak Power Delta (Pvt) Ltd	Subsidiary	-	-	10,000,000	-
Daily Life Renewable Energy Private Limit	Subsidiary	-	-	19,313,056	-
		30,612,490	33,148,318	204,102,152	33,148,318

(22) INCOME TAX OVER PAYMENT/ (LIABILITY)

Balance at the beginning of the Year	45,535,823	31,630,128	11,616,712	10,560,964
On Acquisition of subsidiary	(109,831,026)	-	(113,443,958)	-
Provision for Taxation	(145,160,873)	(2,619,285)	-	-
WHT	1,306,946	1,931,824	365,599	1,055,748
ESC Paid	19,529,551	12,700,478	77,217	-
Income tax Payments	65,624,948	1,892,678	-	-
Balance at the end of the Year	(122,994,631)	45,535,823	(101,384,430)	11,616,712



WINDFORCE (PVT) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31ST MARCH,

(23) REVENUE

Supply of Electricity
Management Fees

Less: Value Added Tax

GROUP		COMPANY	
2020	2019	2020	2019
Rs.	Rs.	Rs.	Rs.
3,453,057,933	2,785,810,588	-	-
67,174,171	45,696,000	58,362,863	45,696,000
(5,245,200)	(5,960,348)	(5,245,200)	(5,960,348)
3,514,986,904	2,825,546,240	53,117,663	39,735,652

(24) DIRECT COSTS

Depreciation - Plant
Plant O & M Cost
Plant O & M Spares
Crane Hiring Expenses
Loss on Disposal- Generators
Deductions on Transmission Loss
Site - Insurance
Plant Repairs & Maintenance
Annual Regulatory Levy
Amortization of lease payment
Realized Exchange Difference
Electricity

596,872,056	477,328,652	-	-
243,067,367	160,376,689	-	-
95,191,542	-	-	-
62,276,090	47,184,915	-	-
-	47,496,843	-	-
82,631	-	-	-
32,261,898	20,710,033	-	-
79,458,636	40,791,166	-	-
149,000	-	-	-
26,976	-	-	-
976,833	-	-	-
21,084,368	20,392,025	-	-
1,131,447,397	814,280,323	-	-

(25) OTHER OPERATING INCOME

Interest on Deposits
Liquidated Damages
Amounts written back
Profit on Other Project
Gain on sales of Assets
Exchange Gain
Insurance Claim Rec'd-General
Dividends Received

139,554,696	46,347,217	121,035,174	28,825,694
-	8,904,843	-	-
12,940,653	-	-	-
18,985,680	-	16,073,301	-
8,709,792	1,268,765	3,559,792	386,050
6,324,957	(1,211,509)	-	-
21,756,869	1,710,003	49,950	374,310
24,878,493	12,353,585	1,402,032,434	965,770,114
233,151,140	69,372,904	1,542,750,651	995,356,168

(26) OPERATING PROFIT/(LOSS) BEFORE TAXATION

Stated after charging all expenses including the following:

Directors' Remuneration
Audit Fees
Staff Costs
EPF
ETF
Depreciation

1,000,000	500,000	-	-
3,353,096	1,486,275	278,300	253,000
68,606,567	23,010,252	26,427,030	25,458,461
8,319,161	2,761,230	3,171,244	3,055,015
2,079,790	690,309	792,811	763,754
840,195,020	523,565,875	25,761,083	23,425,906

(27) FINANCE COSTS

Bank Over Draft Interest
Lease Interest
Interest on Bank Loans
Bank Charges
Bank Charges On Guarantee
Exchange Loss
sLC Commission & Amendment Charges

4,334,667	2,134,145	2,206,906	1,916,069
3,053,181	3,035,565	2,458,729	2,639,266
441,958,403	338,576,159	39,281,072	5,819,457
6,234,029	5,875,760	4,036,103	3,267,348
1,680,049	792,745	1,550,425	851,737
19,110,310	-	-	-
1,369,861	-	54,956	-
477,740,500	350,414,374	49,588,191	14,493,877

(28) INCOME TAX EXPENSES

Current Tax Expenses
Dividend Tax
Deferred Income Tax

(28.1)	250,912,025	2,619,285	113,443,958	-
	75,511,897	148,443,904	-	-
	135,936,665	80,747,824	-	-
	462,360,587	231,811,013	113,443,958	-



**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31ST MARCH,**

(28) INCOME TAX EXPENSES (Cont....)

(28.1) Reconciliation of Accounting Profit to Taxable Income

	GROUP		COMPANY	
	2020 Rs.	2019 Rs.	2020 Rs.	2019 Rs.
Accounting Profit before Tax	3,136,737,316	1,715,152,805	1,275,167,047	860,412,302
Income which does not form part of the Business	(1,569,990,608)	(1,012,117,330)	(1,523,067,608)	(994,595,808)
Adjustment Relating to Disallowed Items	799,852,463	612,131,960	145,022,856	73,676,122
Adjustment Relating to Allowed Items	(1,249,275,641)	(980,499,663)	(10,636,891)	(6,043,918)
Profit/(Loss) from Business	1,117,323,530	334,667,772	(113,514,596)	(66,551,302)
Business Income	625,596,675	-	-	-
Investment Income	1,026,506,479	43,345,354	989,316,129	28,825,694
Loss Claimed	(198,755,672)	(28,825,694)	(179,002,142)	(28,825,694)
Assessable Income	1,453,347,482	14,519,660	810,313,987	-
Statutory Rate	28%	28%	28%	28%

(28.2) Current Taxation

Group tax expense is based on the taxable profit of each Company in the Group.

Exemptions

Powergen Lanka (Pvt) Limited

The Company has obtained a Tax exemption under an Agreement entered into with the Board of Investments of Sri Lanka (BOI) for a period of 12 years (The Tax exemption period).

Beta Power (Pvt) Limited & Joule Power (Pvt) Limited

The companies have obtained a Tax exemption under Agreement entered into with the Board of Investment of Sri Lanka (BOI) for a period of 12 years (The Tax exemption period).

Vydexa (Lanka) Power Corporation (Pvt) Ltd

The company has obtained a Tax exemption under Agreement entered into with the Board of Investment of Sri Lanka (BOI) for a period of 06 years (The Tax exemption period).

Melanka Power Moraketiya (Pvt) Ltd

As per agreement entered into with Board of Investment under section 17 of the Board of Investment Law, the company shall qualify for a tax exemption period of eight years (08). For the above purpose the year of assessment shall be reckoned from the year in which the enterprise commences to make profits or any year of assessment not later than two (02) years reckoned from the date on which the enterprise commences its commercial operations.

Peak Power Delta (Pvt) Ltd

As per agreement entered into with Board of Investment under section 17 of the Board of Investment Law, the company shall qualify for a tax exemption period of eight years (08). For the above purpose the year of assessment shall be reckoned from the year in which the enterprise commences to make profits or any year of assessment not later than two (02) years reckoned from the date on which the enterprise commences its commercial operations.

HPD Power (Pvt) Ltd

As per the agreement entered into with Board of Investment under section 17 of the Board of Investment Law, the company shall qualify for a tax exemption period of nine years (09). For the above purpose the year of assessment shall be reckoned from the year in which the enterprise commences to make profits or any year of assessment not later than two (02) years reckoned from the date on which the enterprise commences its commercial operations.

(29) EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the net Profit/(Loss) for the year attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the year as required by LKAS - 33, Earning per share.

Net Profit attributable to Ordinary Shareholders (Rs.)	1,545,335,520	1,106,948,706	1,166,143,641	860,412,302
Weighted Average Number of Shares Outstanding during the year	824,321,300	716,377,200	824,321,300	716,377,200
Earnings per Share (Rs.)	1.87	1.55	1.41	1.20



WINDFORCE (PVT) LIMITED**NOTES TO THE FINANCIAL STATEMENTS
AS AT 31ST MARCH, 2020****(30) FINANCIAL INSTRUMENTS****(30.1) Financial Assets by Categories (Group)**

	<u>Carrying Values</u>		<u>Carrying Values</u>	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
<u>Financial Instruments in Current Assets</u>	Rs.	Rs.	Rs.	Rs.
Trade & Other Receivables	1,660,779,672	632,882,296	-	-
Amounts Due from Related Parties	63,113,266	56,546,603	-	-
Short Term Financial Assets	-	-	1,524,608,984	934,775,878
Cash & Cash Equivalents	962,264,733	188,308,736	-	-
	<u>2,686,157,671</u>	<u>877,737,635</u>	<u>1,524,608,984</u>	<u>934,775,878</u>

Fair value of loans and receivables does not significantly vary from the value based on the amortized cost methodology for the Company.

(30.2) Financial Liabilities by Categories (Group)

	<u>Carrying Values</u>	
	<u>2020</u>	<u>2019</u>
<u>Financial Instruments in Non-Current Liabilities</u>	Rs.	Rs.
Interest Bearing Loans & Borrowings	4,827,745,802	3,535,614,217
	<u>4,827,745,802</u>	<u>3,535,614,217</u>
<u>Financial Instruments in Current Liabilities</u>		
Interest Bearing Loans & Borrowings	1,306,184,842	908,266,247
Amounts due to Related Parties	30,612,490	33,148,318
Trade & Other Payables	1,578,517,657	96,199,640
	<u>2,915,314,989</u>	<u>1,037,614,205</u>
Total	<u>7,743,060,791</u>	<u>4,573,228,422</u>

Fair value of financial liabilities does not significantly vary from the value based on the amortized cost methodology for the company.



WINDFORCE (PVT) LIMITED**NOTES TO THE FINANCIAL STATEMENTS
AS AT 31ST MARCH 2020****(30) FINANCIAL INSTRUMENTS****(30.3) Financial Assets by Categories (Company)**

	<u>Carrying Values</u>		<u>Carrying Values</u>	
	<u>2020</u>	<u>2019</u>	<u>2020</u>	<u>2019</u>
<i>Financial Instruments in Current Assets</i>	Rs.	Rs.	Rs.	Rs.
Amounts Due from Related Parties	110,995,721	124,668,500	-	-
Short Term Financial Assets	-	-	1,524,608,984	934,775,878
Cash & Cash Equivalents	191,110,916	17,035,502	-	-
	<u>302,106,637</u>	<u>141,704,002</u>	<u>1,524,608,984</u>	<u>934,775,878</u>

Fair value of loans and receivables does not significantly vary from the value based on the amortized cost methodology for the Company.

(30.4) Financial Liabilities by Categories (Company) (Cont...)

	<u>Carrying Values</u>	
	<u>2020</u>	<u>2019</u>
<i>Financial Instruments in Non-Current Liabilities</i>	Rs.	Rs.
Interest Bearing Loans & Borrowings	1,219,995,463	780,043,668
	<u>1,219,995,463</u>	<u>780,043,668</u>
<i>Financial Instruments in Current Liabilities</i>		
Interest Bearing Loans & Borrowings	151,480,591	116,183,465
Amounts due to Related Parties	204,102,152	33,148,318
Trade & Other Payables	720,919,454	39,695,298
	<u>1,076,502,197</u>	<u>189,027,081</u>
Total	<u><u>2,296,497,660</u></u>	<u><u>969,070,749</u></u>

Fair value of financial liabilities does not significantly vary from the value based on the amortized cost methodology for the company.



NOTES TO THE FINANCIAL STATEMENTS
AS AT 31ST MARCH, 2020

(31) RELATED PARTY TRANSACTIONS

(31.1) Transactions maintained with Related Entities

The details of the significant Related Party Disclosure are as follows;

<u>Name of the Related Party</u>	<u>Relationship</u>	<u>Nature of Transaction</u>	<u>Value of Transaction</u>	<u>GROUP</u>	<u>COMPANY</u>
				<u>Outstanding as at 31.03.2020</u>	<u>Outstanding as at 31.03.2020</u>
			Rs.	Rs.	Rs.
Akbar Brothers (Pvt)	Ultimate Parent	Opening Balance	(30,128,380)		
		Apportionment of Cost	(5,023,502)		
		Rent & Management fee	(9,627,496)		
		Payments Made	19,388,451	30,587,490	(25,390,927)
Daily Life Renewable Energy (Pvt) Ltd	Subsidiary Company	Opening Balance	56,842,367		
		Share of Cost	159,690,110		
		Payments Received	(235,845,532)	-	(19,313,055)
Beta Power (Pvt) Ltd	Subsidiary Company	Opening Balance	2,514,297		
		Share of Cost	58,914,528		
		Payments Received	(50,768,510)	-	10,660,315
Joule Power (Pvt) Ltd	Subsidiary Company	Opening Balance	2,514,287		
		Share of Cost	38,770,407		
		Payments Received	(30,761,111)	-	10,523,583
Nirmalapura Wind Power (Pvt) Ltd	Associate Company	Opening Balance	14,350,137		
		Management Fee	17,400,000		
		Share of Cost	157,911,332		
		Payments Received	(165,242,146)	24,419,323	24,419,323
Suryadhanavi Private Limited	Subsidiary Company	Opening Balance	773,289		
		Management Fee			
		Share of Cost	140,885		
		Payments Received	(25,000,000)	-	(24,085,826)
Hirujanani Private Limited	Subsidiary Company	Opening Balance	198,033		
		Dividend Received	(1,892,000)		
		Share of Cost	2,500		
		Payments Received	(198,033)	-	(1,889,500)
Sunny Clime Private Limited	Subsidiary Company	Opening Balance	1,975,108		
		Management Fee			
		Share of Cost	3,009,300		
		Payments Received		-	4,984,408



<u>Name of the Related Party</u>	<u>Relationship</u>	<u>Nature of Transaction</u>	<u>Value of Transaction</u> Rs.	GROUP <u>Outstanding as at 31.03.2020</u> Rs.	COMPANY <u>Outstanding as at 31.03.2020</u> Rs.
Seruwawila Private Limited	Subsidiary Company	Opening Balance	1,946,329		
		Management Fee			
		Share of Cost	4,012,060		
		Payments Received		-	5,958,389
Solar One Ceylon Pvt Ltd	Associate Company	Opening Balance	4,055,045		
		Management Fee	16,200,000		
		Share of Cost	230,495		
		Fund Transfer	55,000,000		
		Payments Received	(71,067,460)	-	4,418,080
Powergen Lanka (Pvt)	Joint Venture	Opening Balance	10,134,203		
		Share of Cost	52,049,900		
		Payments Made	(66,090,943)		
		Management Fee	12,000,000		8,093,160
Vidatamunai Wind Power	Affiliate Company	Opening Balance	6,770,216		
		Share of Cost	36,212,046		
		Payments Received	(47,948,559)		(4,966,297)
Seguwanthivu Wind Power (Pvt) Ltd	Affiliate Company	Opening Balance	18,075,679		
		Share of Cost	36,050,801		
		Payments Received	(54,072,785)		53,695
Vydexa Lanka Power Corporation Pvt Ltd	Subsidiary	Opening Balance	1,358,187		
		Share of Cost	16,252,712		
		Payments Made	(75,000,000)		(57,389,101)
Renewgen Private Ltd	Affiliate	Opening Balance	(3,019,938)		
		Share of Cost	12,121,750		
		Payments Made	(70,169,257)		(61,067,445)
HPD Power Private	Affiliate	Opening Balance	-		
		Share of Cost	15,003,414		
		Payments Made	-		15,003,414
PPD Power Private Ltd	Affiliate	Opening Balance	-		
		Share of Cost	-		
		Fund Transfer	(10,000,000)		(10,000,000)
Tororo PV Power Private Limited	Subsidiary	Opening Balance	-		
		Share of Cost	534,932,828		
		Fund Transfer	(508,051,478)	1,345,620	26,881,350
Ziba (Pvt) Ltd	Affiliate	Opening Balance			
		Share of Cost	2,757,680	2,757,680	-
Mahoma Uganda Ltd	Affiliate	Opening Balance	-		
		Share of Cost	29,628,064	29,628,064	-



NOTES TO THE FINANCIAL STATEMENTS
AS AT 31ST MARCH, 2020

(31) RELATED PARTY TRANSACTIONS (Cont...)**(31.2) Transactions maintained with Related Entities (Cont...)**

Key management personnel comprise of the Directors of the Wind Force (Pvt) Ltd and details of transactions held with them are as follows.

(i) Loans to Key Management Personnel

No Loans have been granted to the Directors of the Company.

(ii) Loans received from Key Management Personnel

No Loans have been obtained from the Directors of the Company.

(iii) Key Management Personnel Compensation

	GROUP		COMPANY	
	2020	2019	2020	2019
	Rs.	Rs.	Rs.	Rs.
Short-term Employee Benefits- Cash	10,216,233.00	7,294,304	3,405,411	3,126,131
Short-term Employee Benefits- Non C	-	-	-	-

(32) CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES**(32.1) Capital Commitments****Company**

There have been no capital commitments contracted but provided for, or authorized by the board but not contracted for, outstanding as at the reporting date.

Group Companies

There have been no capital commitments contracted but provided for, or authorized by the board but not contracted for, outstanding as at the reporting date.

(32.2) Contingent Liabilities**Company**

There were no contingent liabilities as at 31st March, 2020 that require adjustment to or disclosure in the Financial Statements.

Group Companies

There were no contingent liabilities as at 31st March, 2020 that require adjustment to or disclosure in the Financial Statements, other than those disclosed below,

Videxa (Lanka) Power Corporation (Pvt) Ltd

The Project is constructed in a leasehold land. Approval has been granted to BOI by the Cabinet of Ministers on 17th May 2016 to transfer the sold land (extent of 22.0718 HA) in Nedun Kulam, Vavuniya to the project on lease hold terms. Lease agreement with BOI is still not signed and is in the process of approval. The entire lease rental is to be paid in a single installment based on the valuation by the government Chief Valuer. This valuation has not been finalized and as such the Liability is unknown.

(33) EVENTS OCCURRING AFTER THE REPORTING DATE

There have been no material events occurring after the reporting date that require adjustment to or disclosure in the Financial Statements.



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ANNEXURE 3

**UNAUDITED FINANCIAL STATEMENTS
FOR THE PERIOD ENDED
31ST DECEMBER 2020**



Private & Confidential

**INDEPENDENT AUDITOR'S REVIEW REPORT TO
THE BOARD OF DIRECTORS OF WINDFORCE LIMITED**

We have reviewed the accompanying interim condensed consolidated financial statements of Windforce Limited, as at 31st December 2020, which comprise the statement of Financial Position as at 31st December 2020, Statement of Comprehensive Income, Statement of Changes in Equity and Cash Flow Statement for the nine months period ended 31st December 2020 and a summary of significant accounting policies and other explanatory information. The financial statements have been prepared by the management of Windforce Limited. Our responsibility is to issue a report on these financial statements based on our review.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these interim condensed consolidated financial statements in accordance with LKAS 34 -Interim financial reporting, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express a conclusion on the accompanying financial statements. We conducted our review in accordance with Sri Lanka Standard on Review Engagements (SLSRE) 2400 (Revised), *Engagements to Review Historical Financial Statements*. SLSRE 2400 (Revised) requires us to conclude whether anything has come to our attention that causes us to believe that the financial statements, taken as a whole, are not prepared in all material respects in accordance with the applicable financial reporting framework. This Standard also requires us to comply with relevant ethical requirements.

A review of financial statements in accordance with SLSRE 2400 (Revised) is a limited assurance engagement. The auditor performs procedures, primarily consisting of making inquiries of management and others within the entity, as appropriate, and applying analytical procedures, and evaluates the evidence obtained.

The procedures performed in a review are substantially less than those performed in an audit conducted in accordance with Sri Lanka Auditing Standards. Accordingly, we do not express an audit opinion on these financial statements.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that these financial statements are not prepared, in all material respects, in accordance with LKAS 34 - Interim financial reporting.



Emphasis of Matters

Without modifying our conclusion we draw your attention to the following matter.

- a) Rs.189 Mn (Approx) has been recognized in the consolidated financial statements as share of profit from equity accounted investees based on the unaudited financial statements of such entities.



B R DE SILVA & CO
(Chartered Accountants)
Colombo 05

Date: 03/02/2021
LCP/NM/ap/21/96



STATEMENT OF FINANCIAL POSITION

AS AT	GROUP		COMPANY	
	31.12.2020	31.03.2020	31.12.2020	31.03.2020
	Rs.	Rs.	Rs.	Rs.
ASSETS				
Non-Current Assets				
Property, Plant & Equipment	15,382,985,306	15,275,256,667	65,776,636	57,750,598
Investments in Subsidiaries - Unquoted	-	-	12,603,957,958	12,575,699,569
Investments in Equity Accounted Investees	2,091,605,189	1,900,859,535	1,037,830,831	1,037,830,831
Other Non Current Financial Assets	122,640,000	122,640,000	122,640,000	122,640,000
Advances Paid to Acquire Shares	1,324,323,543	1,326,497,397	953,943,571	953,943,571
Other Non Financial Assets	133,711,352	145,254,263	-	-
Right to generate Electricity from Hydro Resource	159,063,357	162,523,744	-	-
Goodwill on Business Combinations	2,329,113,125	2,534,848,732	-	-
Total Non-Current Assets	21,543,441,872	21,467,880,338	14,784,148,996	14,747,864,569
Current Assets				
Inventory	488,413,591	418,848,471	-	-
Other Non Financial Assets	14,627,736	14,605,777	-	-
Trade and Other Receivables	2,134,271,385	2,728,962,562	246,263,312	960,822,510
Amounts Due from Related Parties	168,046,806	63,113,266	82,807,636	110,995,721
Short Term Financial Assets	1,750,354,832	1,525,502,063	1,650,023,231	1,524,608,984
Income Tax Receivable	47,322,717	-	4,097,369	-
Cash and Cash Equivalents	1,160,147,158	962,264,733	120,912,546	191,110,916
Total Current Assets	5,763,184,225	5,713,296,871	2,104,104,093	2,787,538,131
Total Assets	27,306,626,097	27,181,177,209	16,888,253,089	17,535,402,700
EQUITY AND LIABILITIES				
Capital and Reserves				
Stated Capital	14,984,610,449	14,984,610,449	14,984,610,449	14,984,610,449
Retained Earnings	2,583,151,121	1,362,004,090	243,158,072	51,264,240
Total Equity	17,567,761,570	16,346,614,539	15,227,768,521	15,035,874,689
Non Controlling Interest	1,919,474,248	1,634,602,355	-	-
	19,487,235,818	17,981,216,894	15,227,768,521	15,035,874,689
Non Current Liabilities				
Interest Bearing Loans & Borrowings	4,591,283,893	4,827,745,802	1,030,241,444	1,219,995,463
Employee Benefit Liabilities	41,174,696	38,608,402	36,009,493	27,976,653
Deferred Tax Liabilities	1,204,599,735	1,204,599,735	-	-
Total Non-Current Liabilities	5,837,058,324	6,070,953,939	1,066,250,937	1,247,972,116
Current Liabilities				
Interest Bearing Loans & Borrowings	1,550,992,890	1,306,184,842	229,344,651	151,480,591
Trade and Other Payables	289,857,123	1,578,517,657	38,805,465	720,919,453
Amounts Due to Related Parties	44,487,250	30,612,490	235,768,487	204,102,152
Income Tax Liability	-	122,994,631	-	101,384,431
Bank Overdraft	96,994,692	90,696,755	90,315,027	73,669,268
Total Current Liabilities	1,982,331,955	3,129,006,376	594,233,630	1,251,555,895
Total Equity and Liabilities	27,306,626,097	27,181,177,209	16,888,253,089	17,535,402,700

The Financial Statements are in compliance with the requirements of the Companies Act No. 07 of 2007

Chief Financial Officer

The Board of Directors is responsible for the preparation and presentation of these Financial Statements.
Signed for and on behalf of the Board by:

Director

03.02.2021

Director

Date of approval by the Board :

The Accounting Policies and Notes as set out in pages (06) to (14) form an integral part of these Financial Statements.



STATEMENT OF COMPREHENSIVE INCOME

		GROUP			
	Notes	Quarter ended 31 December 2020	Quarter ended 31 December 2019	Nine months ended 31 December 2020	Nine months ended 31 December 2019
		Rs.	Rs.	Rs.	Rs.
Revenue		992,896,935	493,887,590	3,683,390,147	2,714,454,731
Direct Cost		(461,073,283)	(215,650,237)	(1,150,803,439)	(636,129,392)
Gross Profit		531,823,652	278,237,353	2,532,586,708	2,078,325,339
Other Income		56,244,588	43,601,814	56,244,588	61,838,466
Administration Expenses		(180,567,334)	(78,335,525)	(454,223,541)	(247,378,915)
Profit from Operating Activities		407,500,906	243,503,642	2,134,607,755	1,892,784,890
Net Finance Costs	(05)	(65,564,705)	(69,863,360)	(213,553,636)	(276,838,959)
Profit from Ordinary Activities before Taxation		341,936,201	173,640,282	1,921,054,118	1,615,945,932
Share of results of equity accounted investee		48,847,866	(1,103,422)	189,296,065	356,842,097
Profit before Taxation		390,784,067	172,536,860	2,110,350,183	1,972,788,029
Income Tax Expenses		(43,956,459)	(4,860,639)	(138,778,167)	(104,261,554)
Profit after Taxation		346,827,607	167,676,221	1,971,572,016	1,868,526,475
Other comprehensive income for the period		-	-	-	-
Total comprehensive income for the period		346,827,607	167,676,221	1,971,572,016	1,868,526,475
Attributable to:					
Non-controlling interests		79,267,104	36,207,867	350,424,985	426,951,396
Equity holders of the parent		267,560,503	131,468,354	1,621,147,031	1,441,575,079
		346,827,607	167,676,221	1,971,572,016	1,868,526,475
Earnings Per Share	(06)	0.23	0.18	1.41	2.01

The Accounting Policies and Notes as set out in pages (06) to (14) form an integral part of these Financial Statements.



STATEMENT OF COMPREHENSIVE INCOME

		COMPANY			
	Notes	Quarter ended 31 December 2020 Rs.	Quarter ended 31 December 2019 Rs.	Nine months ended 31 December 2020 Rs.	Nine months ended 31 December 2019 Rs.
Revenue		23,835,753	10,747,213	161,158,606	36,710,500
Direct Cost		-	-	-	-
Gross Profit		23,835,753	10,747,213	161,158,606	36,710,500
Other Income		520,986,028	455,074,348	527,372,307	622,554,481
Administration Expenses		(48,219,693)	(35,943,460)	(130,972,885)	(106,187,097)
Profit from Operating Activities		496,602,089	429,878,101	557,558,028	553,077,884
Net Finance Costs	(05)	24,552,350	26,080,276	69,668,196	54,434,832
Profit before Taxation		521,154,439	455,958,377	627,226,224	607,512,716
Income Tax Expenses		(9,113,881)		(35,332,392)	-
Profit after Taxation		512,040,558	455,958,377	591,893,832	607,512,716
Other comprehensive income for the period		-	-	-	-
Total comprehensive income for the period		512,040,558	455,958,377	591,893,832	607,512,716
Earnings Per Share	(06)	0.45	0.64	0.52	0.85

The Accounting Policies and Notes as set out in pages (06) to (14) form an integral part of these Financial Statements.



WINDFORCE LIMITED
STATEMENT OF CHANGES IN EQUITY

COMPANY	<u>Stated</u> <u>Capital</u>	<u>Share pending for</u> <u>Allotment</u>	<u>Retained</u> <u>Earnings</u>	<u>Total</u> <u>Equity</u>
	Rs.	Rs.	Rs.	Rs.
Balance as at 01st April, 2019	7,163,772,000		(93,495,771)	7,070,276,229
Advance received for shares	-	1,099,590,991	-	1,099,590,991
Net Profit for the Period	-		607,512,716	607,512,716
Dividends- Ordinary Shares	-		(360,383,630)	(360,383,630)
Balance as at 31st December, 2019	7,163,772,000	1,099,590,991	153,633,315	8,416,996,306
Balance as at 01st April, 2020	14,984,610,449	-	51,264,240	15,035,874,689
Net Profit for the Period	-	-	591,893,832	591,893,832
Dividends- Ordinary Shares	-	-	(400,000,000)	(400,000,000)
Balance as at 31st December, 2020	14,984,610,449	-	243,158,072	15,227,768,521

GROUP	<u>Stated</u> <u>Capital</u>	<u>Share pending for</u> <u>Allotment</u>	<u>Retained</u> <u>Earnings</u>	<u>Total</u> <u>Equity</u>
	Rs.	Rs.	Rs.	Rs.
Balance as at 01st April, 2019	7,163,772,000	-	726,493,459	7,890,265,459
Advance received for shares	-	1,099,590,991	-	1,099,590,991
Net Profit for the Period	-		1,441,575,079	1,441,575,079
Dividends- Ordinary Shares	-		(360,383,630)	(360,383,630)
Balance as at 31st December, 2019	7,163,772,000	1,099,590,991	1,807,684,908	10,071,047,899
Balance as at 01st April, 2020	14,984,610,449	-	1,362,004,090	16,346,614,539
Issue of Share Capital	-	-	-	-
Net Profit for the Period	-	-	1,621,147,031	1,621,147,031
Dividends- Ordinary Shares	-	-	(400,000,000)	(400,000,000)
Balance as at 31st December, 2020	14,984,610,449	-	2,583,151,121	17,567,761,570

The Accounting Policies and Notes as set out in pages (06) to (14) form an integral part of these Financial Statements.



WINDFORCE LIMITED
STATEMENT OF CASH FLOWS

Page (05)

	GROUP		COMPANY	
	Nine months ended 31 December 2020 Rs.	Nine months ended 31 December 2019 Rs.	Nine months ended 31 December 2020 Rs.	Nine months ended 31 December 2019 Rs.
Cash Flow from/(used) in Operating Activities				
Net Profit before Taxation	2,110,350,183	1,972,788,029	627,226,224	607,512,716
Adjustments for				
Profit accruing to the Group net of Dividend	(189,296,065)	(356,842,097)	-	-
Depreciation & Amortization	779,177,003	436,727,923	20,733,372	18,888,257
Loss/ (Gain) on Fixed Asset Disposal	(18,031,859)	(5,209,792)	(2,650,779)	(59,792)
Insurance Claim Rec'd-General	(97,207)	(21,587,240)	-	(85,975)
Foreign Exchange (Gain) / Loss	33,246,833	(3,973,753)	(126,784)	(202,229)
Interest Cost	331,440,675	374,792,084	28,808,240	35,025,916
Impairment of Goodwill	4,325,542	-	-	-
Profit on other project	(840,073)	(14,346,633)	(840,073)	(14,346,633)
Gratuity Provision	2,661,719	-	-	-
Dividend Income	(37,211,546)	-	(523,881,455)	(607,859,852)
Interest Income	(117,887,039)	(97,953,126)	(98,476,437)	(89,460,747)
Operating Profit before Working Capital Charges	2,897,838,168	2,284,395,395	50,792,309	(50,588,339)
(Increase)/ Decrease in Trade & Other Receivables	600,376,112	(391,981,448)	715,414,646	(297,891,539)
(Increase)/ Decrease in Inventories	(69,565,120)	(245,967,604)	-	(845,000)
(Increase)/ Decrease in Amounts due from Related Parties	(104,933,539)	20,619,506	28,188,084	66,790,794
Increase/ (Decrease) in Amounts due to Related Parties	13,874,760	131,006,801	31,666,335	212,920,361
Increase/ (Decrease) in Trade & Other Payables	(1,288,660,534)	(26,700,527)	(682,113,989)	(15,993,204)
	(848,908,321)	(513,023,272)	93,155,076	(35,018,588)
Cash Generated from/(used in) Operations	2,048,929,847	1,771,372,123	143,947,385	(85,606,927)
Interest Paid	(331,440,675)	(374,792,084)	(28,808,240)	(35,025,916)
Income Tax Paid	(309,111,428)	(3,217,811)	(140,814,192)	-
Dividend Tax paid	-	(90,948,749)	-	-
Gratuity Paid	(95,425)	(216,001)	(95,425)	(216,001)
ESC Paid	-	(13,068,634)	-	(77,217)
WHT Paid	-	(1,030,239)	-	(373,386)
	(640,647,527)	(483,273,518)	(169,717,857)	(35,692,520)
Net Cash from/(used in) Operating Activities	1,408,282,319	1,288,098,605	(25,770,472)	(121,299,447)
Cash Flows from/(used in) Investing Activities				
Interest Income	117,887,039	97,953,126	98,476,437	89,460,747
Dividend Income	37,211,546	182,873,840	1,338,600,865	607,859,852
Dividend Paid	(415,999,999)	(510,803,896)	(1,061,000,000)	(360,383,630)
Acquisition of Property, Plant & Equipment	(879,177,048)	(79,355,204)	(6,163,548)	(17,504,817)
Advances Paid to Acquire Shares	2,173,854	(990,828,373)	-	(630,828,373)
Short Term Investments - Unquoted	-	(587,701,126)	(201,410,063)	(360,000,000)
Short Term Investments - Fixed Deposit	(179,224,028)	-	(125,414,246)	(587,701,126)
Net Cash Flow from/(Used in) Investing Activities	(1,317,128,636)	(1,887,861,633)	43,089,445	(1,259,097,347)
Cash Flows from/(used in) Financing Activities				
Proceeds from issue of shares-Parent	-	1,099,590,991	-	1,099,590,991
Cash on on other project	840,073	14,346,633	840,073	14,346,633
Proceeds from issue of shares-Non Controlling Interest	58,820,179	-	-	-
Proceeds from Sale of Fixed Assets	12,661,420	7,433,545	6,760,000	-
Cash from Insurance Claim	97,207	21,587,240	-	85,975
Foreign Exchange (Gain) / Loss	126,784	3,973,753	126,784	202,229
Net Proceeds/Repayments from Interest Bearing Borrowings	27,885,143	(72,915,970)	(111,889,959)	407,494,555
Net Cash Flow from/ (Used in) Financing Activities	100,430,805	1,074,016,192	(104,163,103)	1,521,720,383
Net Increase/ (Decrease) in Cash and Cash Equivalents	191,584,488	474,253,164	(86,844,130)	141,323,589
Cash and Cash Equivalents at the Beginning of the Year	871,567,978	118,751,420	117,441,648	(38,145,435)
Cash and Cash Equivalents at the End of the Year	1,063,152,466	593,004,584	30,597,518	103,178,154
Analysis of Cash and Cash Equivalents				
Cash at Bank - Favorable	1,160,147,158	610,931,513	120,912,546	110,620,556
Bank Overdrafts	(96,994,692)	(17,926,929)	(90,315,027)	(7,442,402)
	1,063,152,466	593,004,584	30,597,518	103,178,154

The Accounting Policies and Notes as set out in pages (06) to (14) form an integral part of these Financial Statements.



NOTES TO THE FINANCIAL STATEMENTS

1. CORPORATE INFORMATION

Windforce Limited ("Company") is a Public Limited Liability Company incorporated and domiciled in Sri Lanka. The registered office of the Company and the principal place of business are located at No.334, T.B Jayah Mawata, Colombo 10.

2. INTERIM CONDENSED FINANCIAL STATEMENTS

The Financial statements for the period ended 31 December 2020, includes "the Company" referring to Windforce Limited, as the holding company and "the Group" referring to the companies whose accounts have been consolidated therein.

3. BASIS OF PREPARATION AND CHANGES TO THE GROUP'S ACCOUNTING POLICIES.**3.1 Basis of Preparation**

The interim condensed consolidated financial statements for the nine months ended 31 December 2020 have been prepared in accordance with LKAS 34 interim Financial Reporting.

The interim condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual consolidated financial statements as at 31 March 2020.

The Presentation and classification of the financial statements of the previous period have been amended, where relevant, for better presentation and to be comparable with those of the current period.

The interim condensed financial statements are presented in Sri Lankan Rupees (LKR).



WINDFORCE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

3.2 Fair value measurement and related fair value disclosures

The fair values of all the financial assets and financial liabilities recognized during the quarter were not materially different from the transaction prices at the date of initial recognition. There were no transfers between Level 1 and Level 2 and no transfers into or out of Level 3 categories as per the fair value hierarchy, during the quarter.

4. OPERATING SEGMENTS

For management purposes, the Group organized into business units based on their nature of businesses and has four reportable operating segments as follows:

Wind Power Plants
Solar Power Plants
Hydro Power Plants
Others



NOTES TO THE FINANCIAL STATEMENTS

(04) OPERATING SEGMENTS

The following tables presents revenue, profit information and other disclosures regarding group's business segments.

	GROUP									
	WIND		SOLAR		HYDRO		OTHER		TOTAL	
	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
<i>For the nine months period ended 31st December</i>										
Total Segment Revenue	2,461,922,594	1,982,334,035	668,602,645	695,410,196	383,336,323	-	169,528,584	36,710,500	3,683,390,146	2,714,454,731
Direct Cost	929,887,128	486,619,129	147,718,984	149,510,263	73,197,329	-	-	-	1,150,803,441	636,129,392
Gross Profit	1,532,035,466	1,495,714,906	520,883,661	545,899,933	310,138,994	-	169,528,584	36,710,500	2,532,586,705	2,078,325,339
Other Income	15,504,849	30,422,788	12,342	-	25,000	-	527,509,655	622,554,481	543,051,846	652,977,269
Elimination of Intra-segment Revenue	-	-	-	-	-	-	-	-	(486,807,257)	(591,138,803)
Administration Expenses	(220,115,881)	(105,177,790)	(35,407,524)	(36,014,028)	(52,244,460)	-	(146,455,677)	(106,187,097)	(454,223,541)	(247,378,915)
Profit from Operating Activities	1,327,424,434	1,420,959,904	485,488,479	509,885,905	257,919,534	-	550,582,562	553,077,883	2,134,607,753	1,892,784,890
Net Finance Costs	(96,351,395)	(161,062,823)	(110,713,015)	(170,210,968)	(62,197,200)	-	55,707,976	54,434,832	(213,553,634)	(276,838,959)
Profit from Ordinary Activities before Taxation	1,231,073,039	1,259,897,082	374,775,464	339,674,937	195,722,333	-	606,290,538	607,512,716	1,921,054,118	1,615,945,931
Share of results of equity accounted investee	-	-	-	-	-	-	-	-	189,296,065	356,842,097
Profit before Taxation	1,231,073,039	1,259,897,082	374,775,464	339,674,937	195,722,333	-	606,290,538	607,512,716	2,110,350,183	1,972,788,028
Income Tax Expenses	(92,217,668)	(13,312,805)	-	-	(11,228,107)	-	(35,332,392)	(90,948,748)	(138,778,167)	(104,261,553)
Profit after Taxation	1,138,855,372	1,246,584,277	374,775,464	339,674,937	184,494,226	-	570,958,146	516,563,968	1,971,572,016	1,868,526,475

Operational Results, Assets and Liabilities of the group as at 31st December 2020 and 9 months period then ended were significantly increased compared to the same as at 31st December 2019 and 9 months period then ended as a result of restructuring of the group which was taken place on 31st January 2020. Accordingly, Seguvantivu Wind Power (Pvt) Ltd, Vidatamunai Wind Power (Pvt) Ltd, Renewgen (Pvt) Ltd, Energy Reclamation (Pvt) Ltd, Melanka Power Moraketiya (Pvt) Ltd, Terraqua International (Pvt) Ltd, Terraqua Kokavita (Pvt) Ltd, Peak Power Delta (Pvt) Ltd, HPD Power (Pvt) Ltd became subsidiaries of Windforce Limited.



NOTES TO THE FINANCIAL STATEMENTS

(04) OPERATING SEGMENTS

The following tables presents revenue, profit information and other disclosures regarding group's business segments.

	GROUP									
	WIND		SOLAR		HYDRO		OTHER		TOTAL	
	2020	2019	2020	2019	2020	2019	2020	2019	2020	2019
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
<i>For the Quarter ended 31st December</i>										
Total Segment Revenue	618,158,253	275,390,277	194,895,998	207,750,100	156,006,932	-	23,835,753	10,747,213	992,896,935	493,887,590
Direct Cost	379,808,536	162,324,986	48,212,159	53,325,251	33,052,588	-	-	-	461,073,283	215,650,237
Gross Profit	238,349,716	113,065,291	146,683,838	154,424,849	122,954,344	-	23,835,753	10,747,213	531,823,652	278,237,353
Other Income	10,525,538	26,656,531	-	-	25,000	-	568,986,028	455,074,347	579,536,567	481,730,879
Elimination of Intra-segment Revenue									(523,291,979)	(438,129,064)
Administration Expenses	(98,393,858)	(32,570,519)	(13,472,582)	(9,821,547)	(19,315,866)	-	(49,385,028)	(35,943,461)	(180,567,334)	(78,335,526)
Profit from Operating Activities	150,461,397	107,151,304	133,211,257	144,603,303	103,663,478	-	543,436,753	429,878,099	407,500,906	243,503,642
Net Finance Costs	(40,662,682)	(43,648,177)	(30,051,885)	(52,295,459)	(15,838,797)	-	20,988,659	26,080,276	(65,564,705)	(69,863,360)
Profit from Ordinary Activities before Taxation	109,818,715	63,503,126	103,159,371	92,307,844	87,824,682	-	564,425,412	455,958,375	341,936,200	173,640,282
Share of results of equity accounted investee									48,847,866	(1,103,422)
Profit before Taxation	109,818,715	63,503,126	103,159,371	92,307,844	87,824,682	-	564,425,412	455,958,375	390,784,066	172,536,860
Income Tax Expenses	(31,680,317)	(4,860,639)	-	-	(3,162,262)	-	(9,113,881)	-	(43,956,459)	(4,860,639)
Profit after Taxation	78,138,398	58,642,487	103,159,371	92,307,844	84,662,420	-	555,311,531	455,958,375	346,827,607	167,676,221

Operational Results, Assets and Liabilities of the group as at 31st December 2020 and 3 months period then ended were significantly increased compared to the same as at 31st December 2019 and 3 months period then ended as a result of restructuring of the group which was taken place on 31st January 2020. Accordingly, Seguvantivu Wind Power (Pvt) Ltd, Vidatamunai Wind Power (Pvt) Ltd, Renewgen (Pvt) Ltd, Powergen Lanka (Pvt) Ltd, Energy Reclamation (Pvt) Ltd, Melanka Power Moraketiya (Pvt) Ltd, Terraqua International (Pvt) Ltd, Terraqua Kokavita (Pvt) Ltd, Peak Power Delta (Pvt) Ltd, HPD Power (Pvt) Ltd became subsidiaries of Windforce Limited.



GROUP				
	Quarter ended 31 December 2020 Rs.	Quarter ended 31 December 2019 Rs.	Nine months ended 31 December 2020 Rs.	Nine months ended 31 December 2019 Rs.
(05) FINANCE INCOME				
Interest on Deposits	40,719,609	40,855,932	117,887,039	97,953,126
FINANCE COSTS				
Bank Over Draft Interest	3,210,109	2,825,923	6,627,320	3,441,657
Lease Interest	1,101,010	654,516	2,611,692	2,219,338
Interest on Bank Loans	97,544,372	105,112,418	313,944,505	349,797,170
Bank Charges	2,025,246	1,202,927	4,376,117	3,729,051
Bank Charges On Guarantee	194,350	855,414	677,264	889,925
Exchange Loss	2,209,227	-	2,353,799	14,894
LC Commission & Amendm	-	68,093	849,978	14,700,049
	106,284,314	110,719,292	331,440,675	374,792,085
NET FINANCE COST	(65,564,705)	(69,863,360)	(213,553,636)	(276,838,959)

COMPANY				
	Quarter ended 31 December 2020 Rs.	Quarter ended 31 December 2019 Rs.	Nine months ended 31 December 2020 Rs.	Nine months ended 31 December 2019 Rs.
(05) FINANCE INCOME				
Interest on Deposits	34,168,673	38,331,802	98,476,437	89,460,747
FINANCE COSTS				
Bank Over Draft Interest	2,401,611	1,555,122	4,453,546	2,170,857
Lease Interest	919,997	566,380	2,037,897	1,940,397
Interest on Bank Loans	5,606,574	8,955,546	20,472,109	28,116,043
Bank Charges	367,160	319,064	1,147,002	1,853,738
Bank Charges On Guarantee	194,350	855,414	570,903	889,925
Exchange Loss	126,632	-	126,784	-
LC Commission & Amendm	-	-	-	54,956
	9,616,323	12,251,526	28,808,240	35,025,915
NET FINANCE COST	24,552,350	26,080,276	69,668,196	54,434,832



(06) EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the net Profit/(Loss) for the period attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period as required by LKAS - 33, Earning per share.

GROUP				
	<u>Quarter ended</u> <u>31 December</u> <u>2020</u>	<u>Quarter ended</u> <u>31 December</u> <u>2019</u>	<u>Nine months</u> <u>ended 31</u> <u>December 2020</u>	<u>Nine months</u> <u>ended 31</u> <u>December</u> <u>2019</u> <u>Rs.</u>
Rs.		Rs.	Rs.	
Net Profit attributable to Ordinary Shareholders	267,560,503	131,468,354	1,621,147,031	1,441,575,079
Weighted Average Number of Shares Outstanding during the period	1,148,153,601	716,377,200	1,148,153,601	716,377,200
Earnings per Share (Rs.)	0.23	0.18	1.41	2.01

COMPANY				
	<u>Quarter ended</u> <u>31 December</u> <u>2020</u>	<u>Quarter ended</u> <u>31 December</u> <u>2019</u>	<u>Nine months</u> <u>ended 31</u> <u>December 2020</u>	<u>Nine months</u> <u>ended 31</u> <u>December</u> <u>2019</u> <u>Rs.</u>
Rs.		Rs.	Rs.	
Net Profit attributable to Ordinary Shareholders	512,040,558	455,958,377	591,893,832	607,512,716
Weighted Average Number of Shares Outstanding during the period	1,148,153,601	716,377,200	1,148,153,601	716,377,200
Earnings per Share (Rs.)	0.45	0.64	0.52	0.85



WINDFORCE LIMITED**NOTES TO THE FINANCIAL STATEMENTS
AS AT 31ST DECEMBER, 2020****(07) RELATED PARTY TRANSACTIONS****(7.1) Transactions maintained with Related Entities**

The details of the significant Related Party Disclosure are as follows;

<u>Name of the Related Party</u>	<u>Relationship</u>	<u>Nature of Transaction</u>	<u>Value of Transaction</u>	GROUP	COMPANY
				<u>Outstanding as at 31.12.2020</u>	<u>Outstanding as at 31.12.2020</u>
			Rs.	Rs.	Rs.
Akbar Brothers (Pvt) Ltd	Affiliate Company	Opening Balance	25,390,927		
		Apportionment of Cost	9,288,986		
		Rent & Management fee	11,000,354		
		Payments Made	(4,727,713.77)	40,952,553	40,952,553
Daily Life Renewable Energy (Pvt) Ltd	Subsidiary Company	Opening Balance	(19,313,056)		
		Share of Cost	101,383,066		
		Payments Received	(69,248,747)	-	12,821,263
Beta Power (Pvt) Ltd	Subsidiary Company	Opening Balance	10,660,315		
		Share of Cost	31,383,883		
		Payments Received	(28,850,072)	-	13,194,125
Joule Power (Pvt) Ltd	Subsidiary Company	Opening Balance	10,523,582		
		Share of Cost	31,224,385		
		Payments Received	(28,707,624)	-	13,040,344
Nirmalapura Wind Power (Pvt) Ltd	Associate Company	Opening Balance	12,747,562		
		Share of Cost	16,482,413		
		Payments Received	(36,259,472)	(7,029,496)	(7,029,496)
Suryadhanavi Private Limited	Subsidiary Company	Opening Balance	(24,085,826)		
		Share of Cost	253,660		
		Payments Received	24,055,576	-	223,410
Solar One Ceylon Pvt Ltd	Associate Company	Opening Balance	(8,703,920)		
		Management Fee			
		Share of Cost	734,387		
		Fund Transfer			
		Payments Received	11,396,166	3,426,633	3,426,633
Sunny clime Pvt Ltd	Subsidiary	Opening Balance	4,984,408		
		Share of Cost	59,308		
		Payments Made	(4,984,409)		59,308



NOTES TO THE FINANCIAL STATEMENTS
AS AT 31ST DECEMBER, 2020

<u>Name of the Related Party</u>	<u>Relationship</u>	<u>Nature of Transaction</u>	<u>Value of Transaction</u> Rs.	GROUP	COMPANY
				<u>- Outstanding as at Rs.</u>	<u>Outstanding as at 31.12.2020 Rs.</u>
Seruwawila Photovoltaic Pvt Ltd	Subsidiary	Opening Balance Share of Cost Payments Received	5,958,389 39,625 (5,958,390)		39,625
Seguwanthivu Wind Power (Pvt) Ltd	Affiliate Company	Opening Balance Share of Cost Payments Received	53,695 38,042,628 (65,441,090)		(27,344,767)
Vidatamunai Wind Power (Pvt) Ltd	Affiliate Company	Opening Balance Share of Cost Payments Received	(4,966,297) 33,155,905 (15,333,283)		12,856,325
Vydexa Lanka Power Corporation	Subsidiary	Opening Balance Share of Cost Payments Made	(57,389,101) 17,024,711 48,088,420		7,724,029
Powergen Lanka Pvt Ltd	Subsidiary	Opening Balance Share of Cost Management fee Cash transaction	8,093,165 106,217,673 9,000,000 (227,000,000)		(103,689,162)
Renewgen Private Ltd	Affiliate	Opening Balance Share of Cost Payments Made	(61,067,445) 100,762,065 (93,374,073)		(53,679,452)
HPD Power Private	Affiliate	Opening Balance Share of Cost Payments Made	15,003,414 116,729 -		15,120,143
Terraqua International Pvt Ltd	Affiliate	Opening Balance Share of Cost Payments Made	- 36,750 (5,018,750)		(4,982,000)
Terraqua Kokawita Pvt Ltd	Affiliate	Opening Balance Share of Cost Payments Made	- 151,003 (18,750)		132,253
PPD Power Private Ltd	Affiliate	Opening Balance Share of Cost Fund Transfer	(10,000,000) 10,050,975 (31,250)		19,725



WINDFORCE LIMITED**NOTES TO THE FINANCIAL STATEMENTS****AS AT 31ST DECEMBER, 2020****(07) RELATED PARTY TRANSACTIONS (Cont...)****(7.2) Transactions maintained with Related Entities (Cont...)**

Key management personnel comprise of the Directors of the Wind Force (Pvt) Ltd and details of transactions held with them are as follows.

(i) Loans to Key Management Personnel

No Loans have been granted to the Directors of the Company.

(ii) Loans received from Key Management Personnel

No Loans have been obtained from the Directors of the Company.

(iii) Key Management Personnel Compensation

	GROUP		COMPANY	
	31.12.2020	31.03.2020	31.12.2020	31.03.2020
	Rs.	Rs.	Rs.	Rs.
Short-term Employee Benefits	8,412,175.50	10,216,233	2,804,059	3,405,411

(08) CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES**(8.1) Capital Commitments****Company**

There have been no capital commitments contracted but provided for, or authorized by the board but not contracted for, outstanding as at the reporting date.

Group Companies

There have been no capital commitments contracted but provided for, or authorized by the board but not contracted for, outstanding as at the reporting date.

(8.2) Contingent Liabilities**Company**

There were no contingent liabilities as at 31st December, 2020 that require adjustment to or disclosure in the Financial Statements.

Group Companies

There were no contingent liabilities as at 31st December that require adjustment to or disclosure in the Financial Statements, other than those disclosed below,

Videxa (Lanka) Power Corporation (Pvt) Ltd

The Project is constructed on a leasehold land. Approval has been granted to BOI by the Cabinet of Ministers on 17th May 2016 to transfer the sold land (extent of 22.0718 HA) in Nedun Kulam, Vavuniya to the project on lease hold terms. Lease agreement with BOI is still not signed and is in the process of approval. The entire lease rental is to be paid in a single installment based on the valuation by the government Chief valuer. This valuation has not been finalized and as such the

(9) EVENTS OCCURRING AFTER THE REPORTING DATE

There have been no material events occurring after the reporting date that require adjustment to or disclosure in the Financial Statements.



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ANNEXURE 4

RESEARCH REPORT



**Research Report to
The Board of Directors and Shareholders of WindForce Limited
on the Proposed IPO**



Capital Alliance Partners Limited

Level 5, "Millennium House",
46/58, Navam Mawatha,
Colombo 02



CT CLSA Capital (Pvt) Ltd
(A CT Holdings Group and CLSA Group Company)

4-15, Majestic City,
10, Station Road,
Colombo 04

We, Capital Alliance Partners Limited ("CAL") and CT CLSA Capital (Private) Limited, hereby jointly declare that we possess the requisite expertise to perform reports of this nature involving a quoted company categorised under the GICS Sector Classification: Utilities.

We further jointly declare that the Research Report has been prepared in conformity with the disclosures stated in the 'Guidance Note' pertaining to the preparation of a Valuation/Research report.

The Board of Directors,

WindForce Limited,
No. 334,
T.B. Jayah Mawatha,
Colombo 10,
Sri Lanka.

Dear Sir/Madam,

Valuation Report to the Board of Directors and Shareholders of WindForce Limited on the proposed Initial Public Offering

We, Capital Alliance Partners Limited and CT CLSA Capital (Private) Limited, in the capacity of Joint Managers and Financial Advisors to the Initial Public Offering (IPO) of WindForce Limited (hereinafter referred to as “Managers to the Issue”), wish to submit the enclosed Research Report in accordance with Section 3.1.4 (c) of the Listing Rules of the Colombo Stock Exchange.

Please find enclosed herewith the detailed Research Report for your reference.

Thank you,
Yours faithfully,

CAPITAL ALLIANCE PARTNERS LIMITED

Sgd

Vishnu Balachandran
Executive Vice President
Head of Investment Banking

CT CLSA CAPITAL (PRIVATE) LIMITED

Sgd

Zakir Mohamedally
Director
Chief Executive Officer

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Glossary of Terms

ASPI	All Share Price Index
AWPLR	Average Weighted Prime Lending Rate
CAGR	Compound Annual Growth Rate
CAL	Capital Alliance Partners Limited
Capex	Capital Expenditure
CT CLSA	CT CLSA Capital (Private) Limited
CEB	Ceylon Electricity Board
Comps	Comparable Companies to WindForce Limited
CSE	Colombo Stock Exchange
DCF	Discounted Cash Flow
EBIT	Earnings Before Interest & Tax
EBIT (1 - T)	Tax Adjusted Earnings Before Interest & Tax
EBITDA	Earnings Before Interest, Tax, Depreciation & Amortization
EPS	Earnings per Share
Euro	Euro
EV	Enterprise Value
FCFF	Free Cashflow to Firm
FY	Financial Year
GET-FiT	Global Energy Transfer Feed-in-Tariff
IPO	Initial Public Offer
kWh	Kilowatt Hour
LCOE	Levelised Cost of Electricity
LKR	Sri Lanka Rupee
LKRb	Sri Lanka Rupee (in billion)
LKRm	Sri Lanka Rupee (in million)
Managers to the Issue	CAL and CT CLSA as Joint Managers and Financial Advisors
Market Cap	Market Capitalisation
MW	Megawatt
NAV	Net Asset Value
NAVPS	Net Asset Value per Share
PAT	Profit After Tax
P/BV	Price to Book Value
PER	Price to Earnings Ratio
PLF	Plant Load Factor
Point Valuation	A single price point arrived at using a single basis
PPA	Power Purchase Agreement

PUCSL	Public Utilities Commission of Sri Lanka
SEC	Securities & Exchange Commission of Sri Lanka
USD	United States Dollar
USDb	United States Dollar (in billion)
USDm	United States Dollar (in million)
The Assignment	Provide an independent valuation to be included in the IPO Prospectus of WindForce Limited
The Board	The Board of Directors of WindForce Limited
Ordinary Voting Shares	Ordinary Voting Shares of WindForce Limited
Offeror	WindForce Limited
Shareholders	Shareholders of WindForce Limited
SOTP	Sum of the Parts
TTM	Trailing Twelve Months
UGX	Ugandan Shilling
Valuation Date	Thursday, 31 December 2020
WACC	Weighted Average Cost of Capital
WC Inv.	Investment in Working Capital
WIND	WindForce Limited

1 Introduction

1.1 Executive Summary

CAL and CT CLSA valued WindForce Limited (“WIND”) using several fundamental valuation methods: Sum of the Parts (“SOTP”) valuation using Discounted Cash Flow (“DCF”) analysis, PER Relative, P/BV Relative and NAV. Based on this, we conclude that WIND shares value in the range of LKR 17.46 – LKR 18.58; based on our primary valuation metric – the SOTP using DCF.

We would also like to bring to the reader’s attention that the IPO price of LKR 16.00 per Share is at a 11% discount to our reference Point Valuation, based on the DCF, of LKR 18.01. This IPO discount is provided to investors in order to provide a potential upside on the investment. In this case, the implied PER based on the expected FY21 earnings, of LKR 2,605mn, is at 7.05x.

Valuation Methodology	Price per Share (LKR)
Discounted Cash Flows	17.46 – 18.58
PER – Trailing	22.36
PER – Forward	26.24
P/BV	24.47
NAV	15.30

However, we offer the following cautions to investors:

Point valuations are highly subjective. We considered a few methods to provide balance, but concluded that a SOTP was more appropriate vis-à-vis the available alternatives due to the following reason.

- WIND has significant investments in several power plants in Sri Lanka and overseas consolidated as Subsidiaries, Associates and simple Investments which have commenced over different time periods. Thus, we believe SOTP valuation using DCF analysis is the best model to grasp the full value of the company.
- WIND has several close CSE-listed substitutes. The “Utilities” Sector Peers – included Laugfs Power PLC, Lotus Hydro Power PLC, LVL Energy Fund PLC, Panasian Power PLC, Resus Energy PLC, Vallibel Power Erathna PLC and Vidullanka PLC—all of which are listed companies that boast heavy investments in the power and energy generation similar to that of WIND. These, companies are operationally comparable to WIND, but company level PERs exhibit a broad variation. However, we take it as a secondary valuation mode.
- Based on the same set of peers identified for the PER-based valuation, we considered a P/BV-based valuation for WIND. However, due to the broad variation exhibited in these multiples and the fact that the book value is not directly related to the earnings capacity, due to variations in the tariff rates, PLFs and cost structures; we have used this as a secondary valuation mode.
- The NAV was also considered as a valuation basis. Since the NAV of the project companies is not directly related to the earnings capacity of the relevant project (due to changes in the tariffs, PLFs and cost structures), we have taken it as a secondary valuation mode.

1.2 Background to the Assignment

WIND is a holding company that has investments in renewable energy power projects. WIND is currently held by a consortium of investors including Akbar Brothers (Private) Limited, Hirdaramani (Private) Limited and Debug Investments (Private) Limited – holding 38.85%, 27.09% and 14.29% respectively.

The Company operates an effective capacity of 126MW (with a total installed capacity of 218MW) through its investment in 27 mini-hydro, wind and solar power projects, located in Sri Lanka, Pakistan, Uganda and Ukraine.

At this juncture, the Company hopes to publicly list its shares on the Colombo Stock Exchange by way of an IPO to raise a total of LKR 3,242m. LKR 2,310m will be used to fund and invest in the following projects:

Project	Location	Installed Capacity (MW)	WIND's Stake	WIND's Investment (LKRm)
Wind Power Plant	Mannar, Sri Lanka	(10 + 5)	100%	927
Solar Power Plant (+ 7.5MW Battery Storage)	Senegal, West Africa	30	60%	1,383

A further LKR 932m will be utilized for future projects the Company intends to undertake. Thus, the Board of Directors of WIND have appointed us, as the Managers to the Issue, to conduct a valuation of WIND shares.

1.3 Terms of Reference

Our terms of reference in respect to this Assignment involve presenting to the Board of Directors and Shareholders of WIND (the "Shareholders") the value of WIND shares at the point of the IPO.

2 WindForce Limited – Profile

WindForce Limited (“WIND”) was incorporated in June 2010 as a holding company for a consortium of investors for the purpose of accelerating investments in the renewable energy sector. It commenced operations by commissioning wind power plants in Seguwantivu and Vidatamunai, becoming a pioneer in the wind power generation space. Over the past decade, WIND has accumulated a portfolio of mini-hydro, solar and wind power projects with an effective capacity of 126MW. WIND currently has an internal team of over 100 employees involved throughout the entire project lifecycle – from the bidding process through to design, construction and operation and maintenance.

In January 2020, the Company went through an internal restructure, whereby 4 power project companies (Seguwantivu, Vidatamunai, Energy Reclamation and Powergen) and a holding company with investments in other power projects (Renewgen) – which were directly held by one or more of the WIND shareholders – were brought under WIND in an attempt to unify the Shareholders’ interests under a single entity. For this purpose, the individual shareholders of Renewgen, Seguwantivu, Vidatamunai, Energy Reclamation and Powergen were issued shares in WIND.

WIND currently holds stakes in 7 wind power plants with an effective capacity of 57MW. All wind power projects are located in Sri Lanka. WIND has made 10 investments in the solar power space, currently operating an effective capacity of 52MW, of which 4 plants are located outside of Sri Lanka – in Pakistan, Uganda and Ukraine. mini-hydro makes up the remaining 17MW through WIND’s investments in 8 Sri Lanka power plants and 2 located in Uganda.

Expansion plans for the future of WIND are mainly focused on exploring opportunities in sustainable energy projects in Sri Lanka, other parts of South Asia and Africa.

Table 2.1 WindForce Limited – Operational Project Portfolio

Holding Company	Project	Type	Country	Installed Capacity (MW)	WIND’s Stake
Energy Reclamation (Pvt) Ltd.	Energy Reclamation	Mini-Hydro	Sri Lanka	0.80	100%
Gurugoda Hydro (Pvt) Ltd.	Gurugoda Hydro	Mini-Hydro	Sri Lanka	1.20	50%
HPD Power (Pvt) Ltd.	HPD Power	Mini-Hydro	Sri Lanka	3.25	100%
Mahoma Uganda Ltd.	Mahoma	Mini-Hydro	Uganda	2.70	36%
Melanka Power Moraketiya (Pvt) Ltd.	Melanka Power	Mini-Hydro	Sri Lanka	3.80	100%
Peak Power Delta (Pvt) Ltd.	Peak Power Delta	Mini-Hydro	Sri Lanka	2.00	100%
Terraqua International (Pvt) Ltd.	Terraqua International	Mini-Hydro	Sri Lanka	1.30	100%
Terraqua Kokawita (Pvt) Ltd.	Terraqua Kokawita	Mini-Hydro	Sri Lanka	1.20	100%
Vidul Madugeta (Pvt) Ltd.	Vidul Madugeta	Mini-Hydro	Sri Lanka	2.50	50%
Ziba Ltd.	Ziba	Mini-Hydro	Uganda	7.60	26%
Gharo Solar (Pvt) Ltd.	Gharo	Solar	Pakistan	50.00	30%
Harappa Solar (Pvt) Ltd.	Harappa	Solar	Pakistan	18.00	13%
Hirujanani (Pvt) Ltd.	Hirujanani	Solar	Sri Lanka	2.13	66%
LLC Semypolky Solar	Semypolky	Solar	Ukraine	8.95	13%
Seruwawila Photovoltaic (Pvt) Ltd.	Seruwawila	Solar	Sri Lanka	0.93	90%

Holding Company	Project	Type	Country	Installed Capacity (MW)	WIND's Stake
Solar One Ceylon (Pvt) Ltd.	Solar One	Solar	Sri Lanka	10.00	50%
Sunny Clime Lanka (Pvt) Ltd.	Sunny Clime	Solar	Sri Lanka	0.93	90%
Suryadhanavai (Pvt) Ltd.	Suryadhanavai	Solar	Sri Lanka	11.45	88%
Tororo PV Power Company Ltd.	Tororo	Solar	Uganda	10.00	80%
Vydexa Lanka Corporation (Pvt) Ltd.	Vydexa	Solar	Sri Lanka	10.00	76%
Beta Power (Pvt) Ltd.	Beta	Wind	Sri Lanka	10.00	66%
Daily Life Renewable Energy (Pvt) Ltd.	Daily Life Renewable Energy	Wind	Sri Lanka	10.00	96%
Joule Power (Pvt) Ltd.	Joule	Wind	Sri Lanka	10.00	66%
Nirmalapura Wind Power (Pvt) Ltd.	Nirmalapura	Wind	Sri Lanka	10.00	49%
Powergen Lanka (Pvt) Ltd.	Powergen	Wind	Sri Lanka	10.00	100%
Seguwantivu Wind Power (Pvt) Ltd.	Seguwantivu	Wind	Sri Lanka	9.60	100%
Vidatamunai Wind Power (Pvt) Ltd.	Vidatamunai	Wind	Sri Lanka	9.60	100%

Source: Company

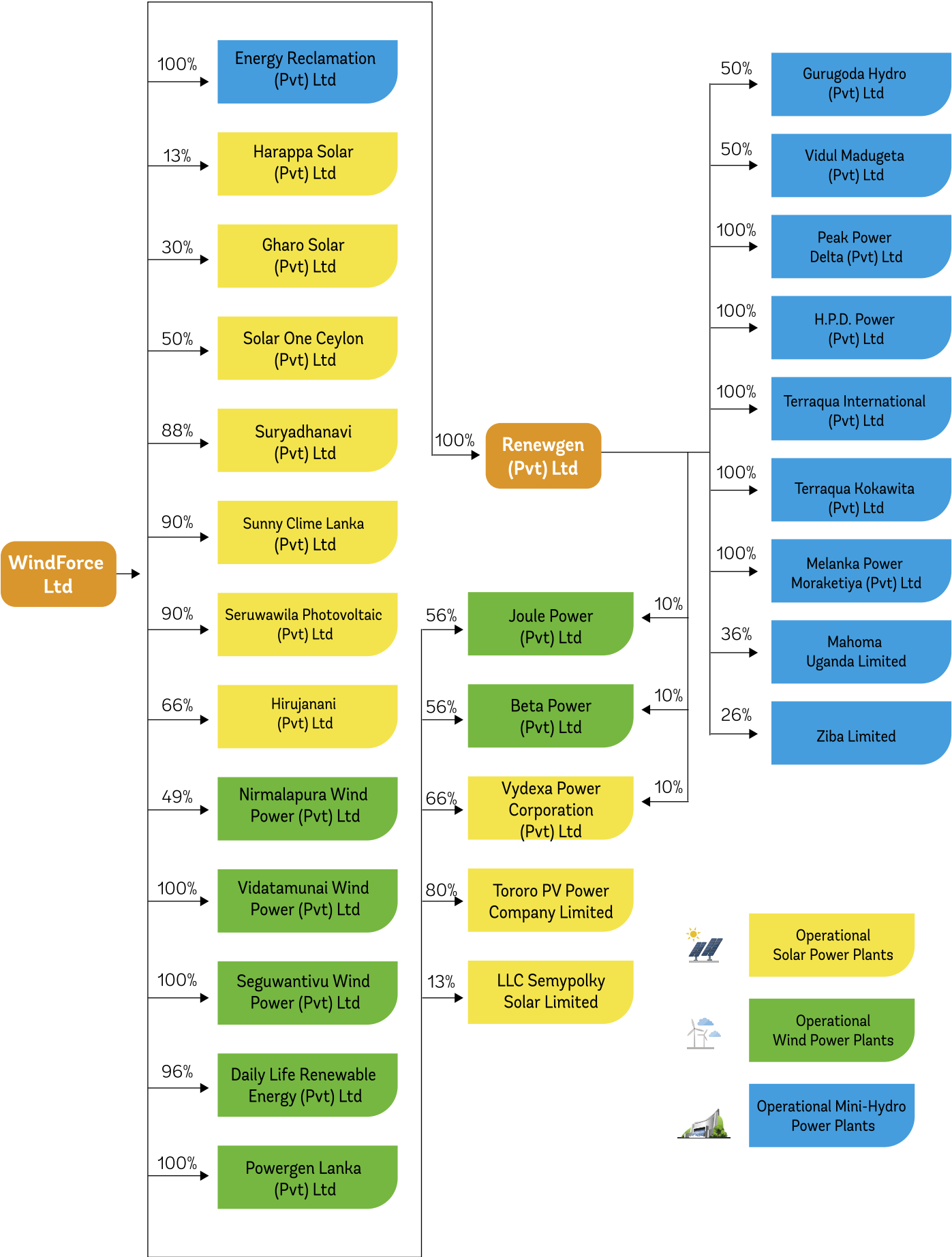
Table 2.2 WindForce Limited – Pre-IPO Shareholding

Shareholder	Stake
Akbar Brothers (Private) Limited	38.85%
Hirdaramani (Private) Limited	24.32%
Debug Investments (Private) Limited	14.29%
Star Pack Investments (Private) Limited	9.36%
Amaliya (Private) Limited	3.89%
Mr. K.B.M.I. Perera	3.15%
Hirdaramani Power (Private) Limited	2.77%
Mr. Saad Khalad Taleb Darwazeh	0.65%
Mr. Maher Khalid Taleb Darwazeh	0.65%
Marina Blue (Private) Limited	0.61%
Saboor Chatoor (Private) Limited	0.46%
Mr. Mohomed Taleb Darwazeh	0.32%
Mr. Mazen Samih Taleb Darwazeh	0.21%
Mr. Ahmad Khaled Taleb Darwazeh	0.17%
Mr. R.P. Pathirana	0.17%
Mr. Faisal Mohommad Darwazeh	0.14%

Source: Company

2.1 WindForce Limited – Holding Structure

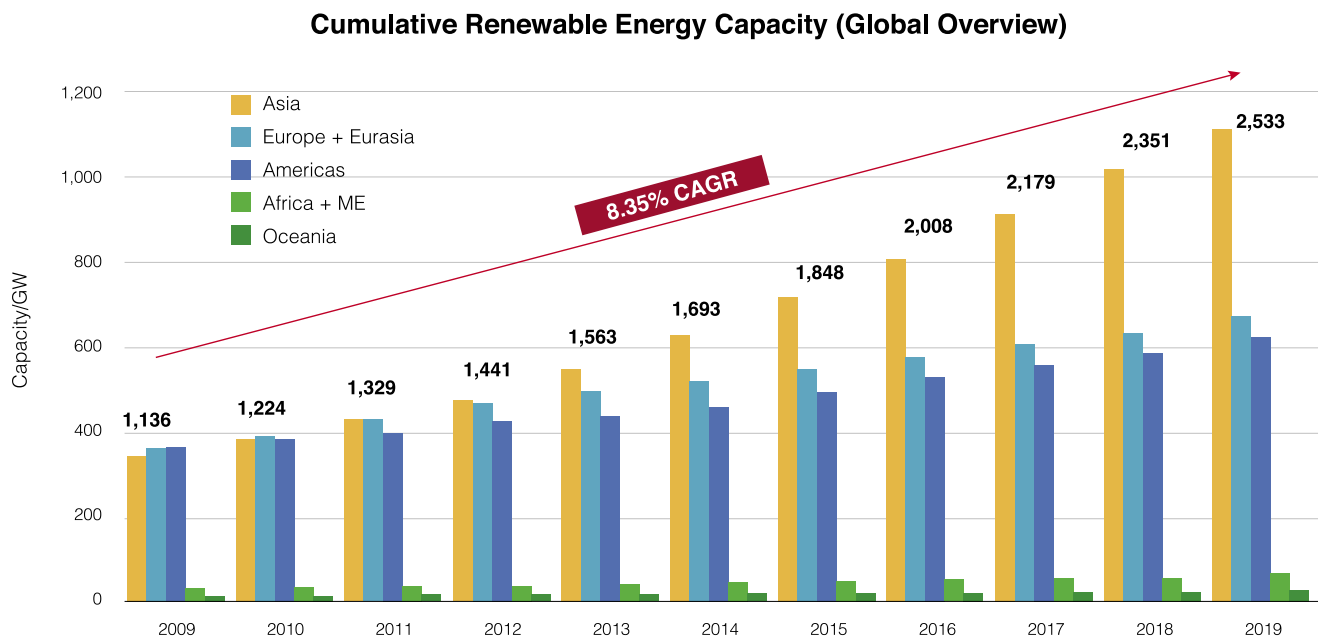
Source: Company



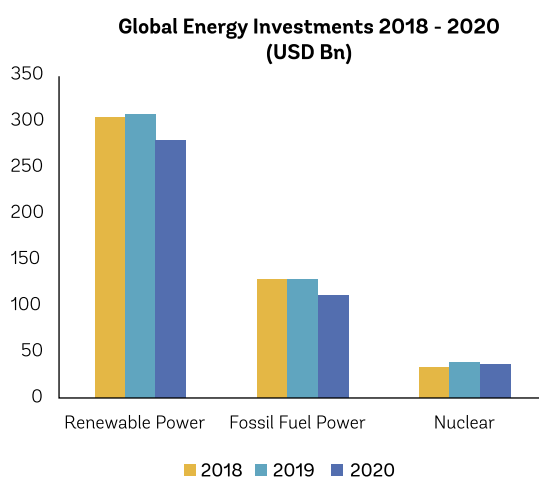
3 Industry

3.1 Growth in Global Renewable Energy Capacity Driven by Lower Regulatory and Generation Costs

Global cumulative renewable energy capacity has grown at a CAGR of 8.35% from 2009 to 2019 which saw an addition of 1,397MW globally. Asia has been the biggest contributor, adding over 770MW, during the same period – a growth of 12.36%¹.



Source: IRENA Renewable Capacity Statistics 2020



Although having an abundance of natural resources, Africa has seen minimal growth in renewable energy additions providing power producers wishing to invest in the region an ideal opportunity to capitalise on the continent's untapped natural renewable energy resources.

The continuing exponential growth of renewable energy capacity in Asia and the potential opportunity presenting itself in Africa are positive indicators for WIND as the Company's expansion plans revolve around making renewable energy investments in these regions.

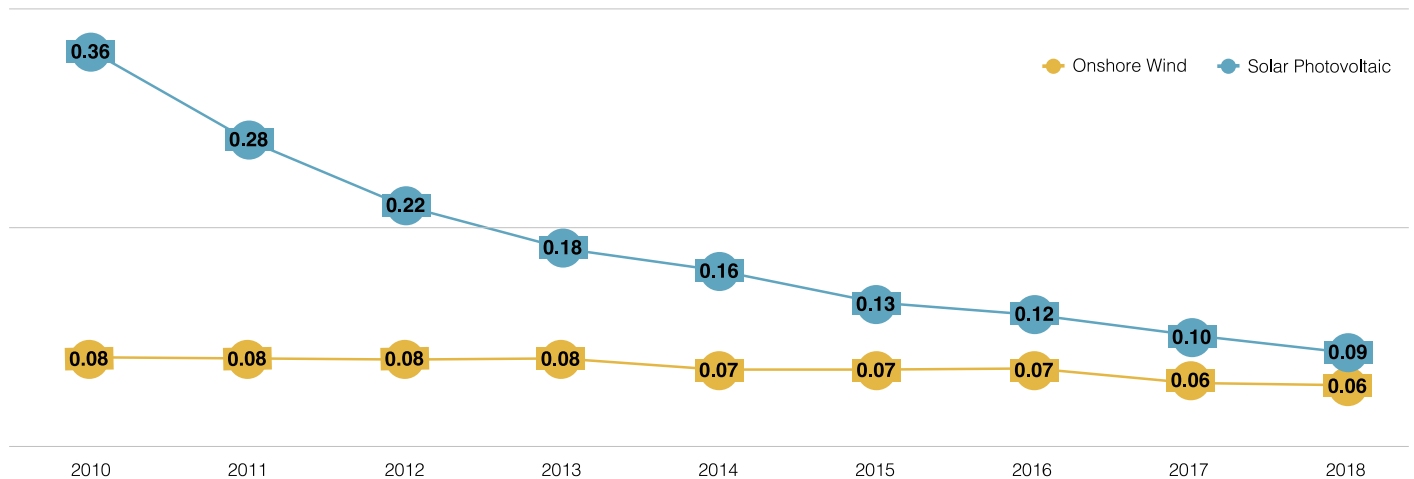
Source: Internal Energy Agency (World Energy Investment 2020)

¹IRENA Renewable Capacity Statistics 2020

The annual average investment in the renewable energy space has been c. USD 300b over the last 3 years (2018 – 2020). This is approximately twice the investment into fossil fuel power and nuclear power, combined – at USD 124b and USD 36b, respectively, over the same period.

Strict environmental compliance requirements have resulted in the cost of operating coal and nuclear power plants increase significantly over the last decade. However, due to developments in technology the global weighted average costs for electricity from almost all renewable sources now fall within the range of fossil fuels (in the range of USD 0.047 - 0.167/kWh as at 2017)² making the sector increasingly competitive in meeting consumer demand.

Global Levelised Cost of Electricity (LCOE) Generation (in USD/kWh)



Sources: Renewables in Ukraine, KPMG 2019; Renewable Power Generation Costs in 2018, IRENA 2019

3.2 Government Policies Aimed at Reducing Emissions Boosting Demand for Renewable Energy Electricity Generation

International treaties and agreements including the Kyoto Protocol, the Cancun Agreements and the Paris Agreement has resulted in a majority of countries agreeing to set national targets to reduce the emission of harmful gasses including carbon dioxide, in an attempt to combat global warming.

Governments have used a plethora of policy measures and incentives to entice power producers to invest in and generate renewable electricity in order to minimise the carbon footprint. It is expected that these policies will continue well into the future with countries aiming to move away from conventional sources of energy generation to renewable sources including wind and solar.

A recent study has indicated that renewable energy will constitute over 50% of the total share of global energy generation by 2035³ – primarily driven by government incentives and low generation costs.

3.3 Industry Status and Prospects by Country

3.3.1 Sri Lanka

At present, mini-hydro is the largest contributor in the other renewables sector in the country but is expected to be surpassed by wind and solar since most of the attractive mini-hydro sites have already been developed. The CEB's Long Term Generation Expansion Plan envisions that the country will add over 3,000MW of alternative renewable energy by 2039 resulting in a capacity of 4,331MW in non-conventional renewable energy – of

² Renewable Power: Climate-Safe Energy Competes on Cost Alone, IRENA 2018

³ Energy Insights by McKinsey – Global Energy Perspective 2019

which c. 51% will be solar and c. 31% wind⁴. This growth is expected to be driven by government incentives and availability of an abundance of natural resources in the island aiding the generation of electricity through renewable sources.

As per the recent fiscal budget, the Government of Sri Lanka plans to source 70% of electricity from renewable sources by 2030. In this regard, the government has introduced several schemes including tax-concessions for a period of 7-years for new renewable energy power plants to incentivise power producers.

Wind-power density above class 4 indicates significant wind power potential in designated areas around the island. The Sri Lanka Sustainable Energy Authority has identified Mannar, the Jaffna Peninsula, Kokilai and Puttalam as model locations for setting-up large-scale wind power development in the next 20 years.

Being located in the equatorial belt, Sri Lanka has significant Global Horizontal Irradiance (1,247 - 2,106 kWh/m²) which indicates high solar resource potential for generation. Kilinochchi and Hambanthota have been identified by the CEB as ideal locations for large scale solar photovoltaic (PV) power plants which are expected to perform at very good efficiencies. The 'Soorya Bala Sangramaya' initiative promotes the setting-up of small solar power plants on rooftops (households, hotels, etc.) aimed at adding a further 1,000MW by 2025.

3.3.2 Uganda

Only 43% of the population in Uganda has access to electricity⁵ – this massive under-penetration of electrification presents a strong case for investments in the country.

With close proximity to the equatorial belt results in Uganda receiving around 3,000 hours of sunshine per year, translating to a favourable solar irradiation of 1,825 kWh/m² to 2,500 kWh/m² per year. Currently untapped bodies of water show potential for setting-up small-scale hydropower projects especially for rural electrification⁶.

GET-FiT (Global Energy Transfer Feed-in Tariff) is an assistance program aimed at boosting the sustainable energy generation in East African nations⁷. This programme provides additional remuneration per kWh generated (on top of the regulated feed-in tariff) for qualifying power plants, during the first 5 years of operations. For developers this means that they can recover their investment faster (shorter payback period) and is a huge incentive to invest in Uganda (and the region).

3.3.3 Pakistan

Renewable energy is expected to play a key role in closing the current supply gap of c. 2,000MW with the Pakistani Government envisioning renewable energy to make 20% - 30% of the energy mix by 2030⁸. This is very clear from recent statistics – during the period 2012 – 2017 Pakistan has seen businesses investing c. USD 3.5b in clean energy generation projects resulting in a capacity growth of 65% over the 6-year period.

Ability to easily secure concessional funding from domestic and international sources has enticed many foreign parties to invest in the country; studies have shown that the share of foreign investments in the sector is c. 92%⁹. This presents an opportunity for foreign power producers such as WIND to grow in the market – especially with WIND having partnerships with local power producers in Pakistan through the Company's existing investments in the country.

3.3.4 Ukraine

Under the 2015 Paris Agreement, the country has pledged to drastically cut down greenhouse gas emissions (at least 40% from 1990 levels) by the year 2035¹⁰. On this note, the Ukrainian Government has committed to increasing renewables from the current energy mix of c. 4% to 25% by 2035¹¹ paving the way for developers to add many renewable energy projects in the country.

⁴ CEB Long Term Generation Expansion Plan 2020 - 2039

⁵ DataBank, World Bank (Latest)

⁶ Market Data, GET.invest

⁷ GET-FiT Uganda

⁸ Pakistan – Renewable Energy 2019, Export.gov

⁹ Climatescope 2018, BloombergNEF

¹⁰ Reuters, Ukraine cities gear up to run on local clean energy by 2050

¹¹ Renewables in Ukraine, KPMG 2019

Ukraine's renewable energy capacity has grown exponentially, from 49MW in 2008 to 2,118MW in 2018, at a CAGR of 45.7%. Much of the recent growth, particularly in wind and solar, has been driven by the Green Tariff (programme that guarantees Euro-denominated rates until the end of 2029 for power plants commissioned prior to 31 December 2019). From 2020, the auction regime will replace the Green Tariff in the country. However, any reductions from foregoing the Green Tariff are expected to be offset by the reducing LCOE due to technological advancements.

4 Sum of the Parts Valuation

4.1 Valuation Summary

Power Project	PV of Cashflow (LKRm)*	Net Debt (LKRm)**	Fair Value of Equity (LKRm)	WIND's Stake	Fair Value of WIND's Stake (LKRm)
Energy Reclamation	140	4	137	100%	137
Gurugoda Hydro	99	35	64	50%	32
HPD Power	958	524	434	100%	434
Mahoma	2,220	761	1,459	36%	525
Melanka Power	911	158	753	100%	753
Peak Power Delta	651	83	568	100%	568
Terraqua International	120	(25)	145	100%	145
Terraqua Kokawita	166	(15)	181	100%	181
Vidul Madugeta	597	28	569	50%	284
Ziba	5,209	2,563****	2,646	26%	675
Gharo***	10,950	5,171	5,780	30%	1,734
Harappa	5,618	2,266	3,351	13%	431
Hirujanani	363	109	254	66%	168
Semypolky***	2,212	900	1,311	13%	164
Seruwawila	173	71	102	90%	92
Solar One	3,294	794	2,500	50%	1,250
Sunny Clime	215	75	140	90%	126
Suryadhanavai	1,855	629	1,225	88%	1,078
Tororo***	2,154	762	1,392	80%	1,113
Vydexa	3,177	444	2,733	76%	2,081
Beta	2,441	225	2,216	66%	1,471
Daily Life Renewable Energy	2,083	(38)	2,122	96%	2,033
Joule	2,160	277	1,883	66%	1,251
Nirmalapura	555	(67)	622	49%	305
Powergen	741	(109)	850	100%	850
Seguwantivu	936	(117)	1,054	100%	1,054
Vidatamunai	1,127	(7)	1,133	100%	1,133
Total					20,067
Adjusted NAV of WIND					611
Total Value of WIND					20,677
Number of Shares (Millions)					1,148
Value per Share of WIND (LKR)					18.01

*Refer Section 4.3 for detailed forecasts

**Net Debt as at 31 December 2020

***Valuation of Power Plants based on the respective feasibility studies since a full-year of operations were not completed

****For WIND to arrive at the Shareholding specified in Page 176 – Group Structure, the total Shareholder Loans of LKR 1,337mn (UGX 25,706mn) is to be capitalised and further LKR 21mn is to be paid by Renewgen. The amounts to be capitalised have been removed from Ziba's Net Debt and the further amount to be paid by Renewgen has been deducted from WIND's Adjusted NAV

The IPO price of LKR 16.00 per share is at a discount to the SOTP valuation.

4.2 Sensitivity to WACC

Given the sensitivity of the DCF to the Weighted Average Cost of Capital ("WACC"), CAL computed a multiple Prices per Share taking into consideration the impact of marginal changes in the WACC.

WACC	Price per Share (LKR)
WACC * (1 - 5.0%)	18.58
WACC * (1 - 2.5%)	18.29
Base Case	18.01
WACC * (1 + 2.5%)	17.73
WACC * (1 + 5.0%)	17.46

4.3 Forecasts of Individual Power Projects

4.3.1 Energy Reclamation

Forecast Assumptions	
PPA Validity	20 (Renewed)
Tariff Basis	LKR 8.53
	(3% Increment)

DCF Assumptions			
R_f	7.0%	K_e	13.0%
$K_d(1-t)$	5.8%	W_e	50.0%
W_d	50.0%	WACC	9.4%

LKRm	FY19	FY20	FY21E	FY22E	FY23E	FY24E	FY25E	FY26E	FY27E	FY28E
Revenue	51	26	25	26	27	27	28	29	30	31
EBIT	41	16	15	16	16	17	17	17	18	18
EBIT (1 – T)	33	13	12	13	13	13	14	14	14	15
Tax Rate	20%	20%	20%	20%	20%	20%	20%	20%	20%	20%
Depreciation	1	1	1	1	1	1	1	1	1	1
Capex	(1)	(0)	-	-	-	-	-	-	-	-
WC Inv.	(10)	(8)	21	(0)	2	1	0	0	0	0
FCFF	23	5	35	13	16	15	14	15	15	15
Scrap Value	-	-	-	-	-	-	-	-	-	-

LKRm	FY29E	FY30E	FY31E	FY32E	FY33E	FY34E	FY35E	FY36E	FY37E	FY38E	FY39E
Revenue	32	33	34	35	36	37	38	39	40	41	43
EBIT	19	19	20	20	20	21	21	22	22	22	23
EBIT (1 – T)	15	15	16	16	16	17	17	17	18	18	18
Tax Rate	20%	20%	20%	20%	20%	20%	20%	20%	20%	20%	20%
Depreciation	1	1	1	1	1	1	1	1	1	1	1
Capex	-	-	-	-	-	-	-	-	-	-	-
WC Inv.	0	0	0	0	0	0	0	0	0	0	0
FCFF	16	16	16	17	17	17	18	18	18	19	19
Scrap Value	-	-	-	-	-	-	-	-	-	-	0

The sum of the Present Value of FCFF and Scrap Value is equal to LKRm 140.

4.3.2 Gurugoda Hydro

Forecast Assumptions	
PPA Validity	20
Tariff Basis	Three Tier

DCF Assumptions			
R_f	7.0%	K_e	13.0%
$K_d (1-t)$	5.8%	W_e	50.0%
W_d	50.0%	WACC	9.4%

LKRm	FY19	FY20	FY21E	FY22E	FY23E	FY24E	FY25E	FY26E	FY27E	FY28E
Revenue	25	21	29	30	31	32	32	31	29	30
EBIT	6	2	10	9	9	9	9	6	3	3
EBIT (1 – T)	5	1	8	8	7	7	7	5	3	3
Tax Rate	20%	20%	20%	20%	20%	20%	20%	20%	20%	20%
Depreciation	6	6	6	6	6	6	6	6	6	6
Capex	(3)	(0)	-	-	-	-	-	-	-	-
WC Inv.	(39)	3	(1)	1	2	(0)	(0)	0	0	(0)
FCFF	(32)	10	13	14	15	13	13	11	9	8
Scrap Value	-	-	-	-	-	-	-	-	-	-

LKRm	FY29E	FY30E
Revenue	32	31
EBIT	3	2
EBIT (1 – T)	3	2
Tax Rate	20%	20%
Depreciation	6	6
Capex	-	-
WC Inv.	(0)	0
FCFF	8	8
Scrap Value	-	63

The sum of the Present Value of FCFF and Scrap Value is equal to LKRm 99.

4.3.3 HPD Power

Forecast Assumptions	
PPA Validity	20
Tariff Basis	Three Tier

DCF Assumptions			
R_f	7.0%	K_e	13.0%
$K_d(1-t)$	7.5% / 6.0%	W_e	50.0%
W_d	50.0%	WACC	10.3% / 9.5%

LKRm	FY19	FY20	FY21E	FY22E	FY23E	FY24E	FY25E	FY26E	FY27E	FY28E
Revenue	206	153	211	213	215	211	173	109	111	113
EBIT	140	84	139	140	141	136	102	43	44	45
EBIT (1 – T)	140	84	139	140	141	136	102	43	44	36
Tax Rate	0%	0%	0%	0%	0%	0%	0%	0%	0%	20%
Depreciation	26	26	26	26	26	26	26	26	26	26
Capex	(1)	(0)	-	-	-	-	-	-	-	-
WC Inv.	25	40	(1)	12	17	9	4	7	(0)	(0)
FCFF	190	151	164	178	184	172	132	77	70	62
Scrap Value	-	-	-	-	-	-	-	-	-	-

LKRm	FY29E	FY30E	FY31E	FY32E	FY33E	FY34E	FY35E	FY36E	FY37E
Revenue	115	118	119	111	96	99	102	106	80
EBIT	46	48	48	40	25	27	28	30	16
EBIT (1 – T)	37	38	38	32	20	21	23	24	13
Tax Rate	20%	20%	20%	20%	20%	20%	20%	20%	20%
Depreciation	26	26	26	26	26	26	26	26	26
Capex	-	-	-	-	-	-	-	-	-
WC Inv.	(0)	(1)	(0)	1	1	(1)	(1)	(1)	4
FCFF	63	64	64	59	48	47	49	50	43
Scrap Value	-	-	-	-	-	-	-	-	498

The sum of the Present Value of FCFF and Scrap Value is equal to LKRm 958.

4.3.4 Mahoma

Forecast Assumptions	
PPA Validity	20
Tariff Basis	USD 0.109

DCF Assumptions			
R_f	5.8%	K_e	11.8%
$K_d(1-t)$	3.6%	W_e	50.0%
W_d	50.0%	WACC	7.7%

LKRm*	FY19	FY20	FY21E	FY22E	FY23E	FY24E	FY25E	FY26E	FY27E	FY28E
Revenue	135	244	282	296	312	328	345	363	382	402
EBIT	43	116	169	181	194	207	221	236	252	268
EBIT (1 – T)	30	81	118	127	136	145	155	165	176	187
Tax Rate	30%	30%	30%	30%	30%	30%	30%	30%	30%	30%
Depreciation	2	60	60	60	60	60	60	60	60	60
Capex	(71)	(32)	-	-	-	-	-	-	-	-
WC Inv.	80	(16)	(407)	(2)	(2)	(3)	(3)	(3)	(3)	(3)
FCFF	42	94	(229)	184	193	203	212	222	233	244
Scrap Value	-	-	-	-	-	-	-	-	-	-

LKRm*	FY29E	FY30E	FY31E	FY32E	FY33E	FY34E	FY35E	FY36E	FY37E	FY38E	FY39E
Revenue	423	445	468	492	518	545	573	603	634	667	346
EBIT	285	302	321	340	361	382	404	428	452	477	236
EBIT (1 – T)	199	212	225	238	253	267	283	299	316	334	165
Tax Rate	30%	30%	30%	30%	30%	30%	30%	30%	30%	30%	30%
Depreciation	60	60	60	60	60	60	60	60	60	60	11
Capex	-	-	-	-	-	-	-	-	-	-	-
WC Inv.	(3)	(3)	(4)	(4)	(4)	(4)	(4)	(5)	(5)	(5)	50
FCFF	256	268	281	294	309	323	339	355	372	389	226
Scrap Value	-	-	-	-	-	-	-	-	-	-	1

*Converted from Ugandan Shillings to Sri Lankan Rupees at 1 UGX = 0.052 LKR

The sum of the Present Value of FCFF and Scrap Value is equal to LKRm 2,220.

4.3.5 Melanka Power

Forecast Assumptions	
PPA Validity	20
Tariff Basis	LKR 13.32

DCF Assumptions			
R_f	7.0%	K_e	13.0%
$K_d(1-t)$	11.6% / 8.8%	W_e	50.0%
W_d	50.0%	WACC	12.3% / 10.9%

LKRm	FY19	FY20	FY21E	FY22E	FY23E	FY24E	FY25E	FY26E	FY27E	FY28E
Revenue	159	133	164	164	164	164	164	164	164	164
EBIT	110	91	121	120	120	119	118	117	116	115
EBIT (1 – T)	110	91	121	120	91	90	90	89	88	87
Tax Rate	0%	0%	0%	0%	24%	24%	24%	24%	24%	24%
Depreciation	22	22	22	22	22	22	22	22	22	22
Capex	(0)	(0)	-	-	-	-	-	-	-	-
WC Inv.	(15)	(42)	8	13	13	7	(0)	(0)	(0)	(0)
FCFF	116	72	151	156	126	119	112	111	110	109
Scrap Value	-	-	-	-	-	-	-	-	-	-

LKRm	FY29E	FY30E	FY31E	FY32E	FY33E	FY34E
Revenue	164	164	164	164	164	131
EBIT	114	113	112	110	109	81
EBIT (1 – T)	87	86	85	84	83	61
Tax Rate	24%	24%	24%	24%	24%	24%
Depreciation	22	22	22	22	22	22
Capex	-	-	-	-	-	-
WC Inv.	(0)	(0)	(0)	0	0	4
FCFF	109	108	107	106	105	87
Scrap Value	-	-	-	-	-	396

The sum of the Present Value of FCFF and Scrap Value is equal to LKRm 911

4.3.6 Peak Power Delta

Forecast Assumptions	
PPA Validity	20
Tariff Basis	Three-Tier

DCF Assumptions			
R_f	7.0%	K_e	13.0%
$K_d(1-t)$	9.9% / 7.5%	W_e	50.0%
W_d	50.0%	WACC	11.4% / 10.3%

LKRm	FY19	FY20	FY21E	FY22E	FY23E	FY24E	FY25E	FY26E	FY27E	FY28E
Revenue	150	110	143	144	145	142	117	73	75	76
EBIT	121	83	115	115	116	113	87	43	43	44
EBIT (1 – T)	121	83	115	115	116	113	87	43	43	33
Tax Rate	0%	0%	0%	0%	0%	0%	0%	0%	0%	24%
Depreciation	14	14	14	14	14	14	14	14	14	14
Capex	(0)	(0)	-	-	-	-	-	-	-	-
WC Inv.	39	(1)	(38)	11	6	0	3	5	(0)	(0)
FCFF	173	96	90	140	135	127	103	61	57	47
Scrap Value	-	-	-	-	-	-	-	-	-	-

LKRm*	FY29E	FY30E	FY31E	FY32E	FY33E	FY34E	FY35E	FY36E	FY37E
Revenue	78	80	80	75	65	67	69	71	6
EBIT	45	46	46	39	28	29	31	32	(11)
EBIT (1 – T)	34	35	35	30	22	22	23	24	(9)
Tax Rate	24%	24%	24%	24%	24%	24%	24%	24%	24%
Depreciation	14	14	14	14	14	14	14	14	14
Capex	-	-	-	-	-	-	-	-	-
WC Inv.	(0)	(0)	(0)	1	1	(0)	(0)	(0)	10
FCFF	47	48	48	44	36	36	36	37	15
Scrap Value	-	-	-	-	-	-	-	-	221

The sum of the Present Value of FCFF and Scrap Value is equal to LKRm 651.

4.3.7 Terraqua International

Forecast Assumptions	
PPA Validity	20
Tariff Basis	Three-Tier

DCF Assumptions			
R_f	7.0%	K_e	13.0%
$K_d(1-t)$	5.8%	W_e	50.0%
W_d	50.0%	WACC	9.4%

LKRm	FY19	FY20	FY21E	FY22E	FY23E	FY24E	FY25E	FY26E	FY27E	FY28E
Revenue	30	31	32	31	26	27	29	30	32	39
EBIT	14	14	15	14	8	9	9	10	12	17
EBIT (1 – T)	11	12	12	11	6	7	7	8	10	14
Tax Rate	20%	20%	20%	20%	20%	20%	20%	20%	20%	20%
Depreciation	4	4	4	4	4	4	4	4	4	4
Capex	(0)	-	-	-	-	-	-	-	-	-
WC Inv.	19	5	(6)	3	2	(0)	(0)	(0)	(0)	(1)
FCFF	34	21	11	18	13	11	12	12	14	18
Scrap Value	-	-	-	-	-	-	-	-	-	-

LKRm	FY29E
Revenue	43
EBIT	21
EBIT (1 – T)	17
Tax Rate	20%
Depreciation	4
Capex	-
WC Inv.	(1)
FCFF	21
Scrap Value	83

The sum of the Present Value of FCFF and Scrap Value is equal to LKRm 120.

4.3.8 Terraqua Kokawita

Forecast Assumptions	
PPA Validity	20
Tariff Basis	Three-Tier

DCF Assumptions			
R_f	7.0%	K_e	13.0%
$K_d(1-t)$	9.8%	W_e	50.0%
W_d	50.0%	WACC	11.4%

LKRm	FY19	FY20	FY21E	FY22E	FY23E	FY24E	FY25E	FY26E	FY27E	FY28E
Revenue	43	51	53	30	30	34	46	47	48	49
EBIT	(1)	26	29	6	6	9	20	21	21	22
EBIT (1 – T)	(1)	21	24	5	5	7	16	17	17	17
Tax Rate	20%	20%	20%	20%	20%	20%	20%	20%	20%	20%
Depreciation	8	8	8	8	8	8	8	8	8	8
Capex	-	(0)	-	-	-	-	-	-	-	-
WC Inv.	31	6	(28)	6	2	(0)	(2)	(0)	(0)	(0)
FCFF	38	35	3	19	14	14	22	24	24	25
Scrap Value	-	-	-	-	-	-	-	-	-	-

LKRm*	FY29E	FY30E	FY31E	FY32E	FY33E
Revenue	51	51	50	48	9
EBIT	22	22	20	17	(2)
EBIT (1 – T)	18	18	16	14	(2)
Tax Rate	20%	20%	20%	20%	20%
Depreciation	8	8	8	8	8
Capex	-	-	-	-	-
WC Inv.	(0)	(0)	0	0	7
FCFF	25	25	23	21	13
Scrap Value	-	-	-	-	145

The sum of the Present Value of FCFF and Scrap Value is equal to LKRm 166.

4.3.9 Vidul Madugeta

Forecast Assumptions	
PPA Validity	20
Tariff Basis	Three-Tier

DCF Assumptions			
R_f	7.0%	K_e	13.0%
$K_d (1-t)$	7.5% / 6.8%	W_e	50.0%
W_d	50.0%	WACC	10.3% / 9.9%

LKRm	FY19	FY20	FY21E	FY22E	FY23E	FY24E	FY25E	FY26E	FY27E	FY28E
Revenue	155	155	169	170	167	137	87	88	90	92
EBIT	120	118	129	130	126	95	43	43	44	44
EBIT (1 – T)	108	106	116	104	100	76	34	35	35	35
Tax Rate	10%	10%	10%	20%	20%	20%	20%	20%	20%	20%
Depreciation	17	17	17	17	17	17	17	17	17	17
Capex	(1)	(0)	-	-	-	-	-	-	-	-
WC Inv.	(32)	(33)	2	4	7	4	6	(0)	(0)	(0)
FCFF	92	89	135	125	125	96	57	51	52	52
Scrap Value	-	-	-	-	-	-	-	-	-	-

LKRm	FY29E	FY30E	FY31E	FY32E	FY33E	FY34E
Revenue	94	95	89	77	80	14
EBIT	45	44	36	22	22	(28)
EBIT (1 – T)	36	35	29	18	18	(23)
Tax Rate	20%	20%	20%	20%	20%	20%
Depreciation	17	17	17	17	17	17
Capex	-	-	-	-	-	-
WC Inv.	(0)	0	1	2	(0)	7
FCFF	52	52	46	36	34	1
Scrap Value	-	-	-	-	-	251

The sum of the Present Value of FCFF and Scrap Value is equal to LKRm 597.

4.3.10 Ziba

Forecast Assumptions	
PPA Validity	20
Tariff Basis	USD 0.09

DCF Assumptions			
R_f	5.8%	K_e	11.8%
$K_d(1-t)$	2.2%	W_e	50.0%
W_d	50.0%	WACC	7.0%

LKRm*	FY19**	FY20**	FY21E	FY22E	FY23E	FY24E	FY25E	FY26E	FY27E	FY28E	FY29E
Revenue			680	680	680	680	680	680	680	680	680
EBIT			503	501	499	497	494	387	384	382	379
EBIT (1 – T)			352	351	349	348	346	271	269	267	266
Tax Rate			30%	30%	30%	30%	30%	30%	30%	30%	30%
Depreciation			214	214	214	214	214	214	214	214	214
Capex			-	-	-	-	-	-	-	-	-
WC Inv.			(15)	(0)	(0)	(0)	(0)	(0)	(0)	(0)	(0)
FCFF			550	564	563	561	560	484	483	481	479
Scrap Value			-	-	-	-	-	-	-	-	-

LKRm*	FY30E	FY31E	FY32E	FY33E	FY34E	FY35E	FY36E	FY37E	FY38E	FY39E	FY40E
Revenue	680	680	680	680	680	680	680	680	680	680	56
EBIT	377	374	371	368	366	363	359	356	353	349	(168)
EBIT (1 – T)	264	262	260	258	256	254	252	249	247	245	(117)
Tax Rate	30%	30%	30%	30%	30%	30%	30%	30%	30%	30%	30%
Depreciation	214	214	214	214	214	214	214	214	214	214	214
Capex	-	-	-	-	-	-	-	-	-	-	-
WC Inv.	(0)	(0)	(0)	(0)	(0)	(0)	(0)	(0)	(0)	(0)	111
FCFF	477	475	473	471	469	467	465	463	460	458	208
Scrap Value	-	-	-	-	-	-	-	-	-	-	15

*Converted from United States Dollars to Sri Lankan Rupees at 1 USD = 195 LKR

**Audited Financial Statements not available, forecast based on management budgets updated to reflect actual performance

The sum of the Present Value of FCFF and Scrap Value is equal to LKRm 5,209.

4.3.11 Gharo

Forecast Assumptions	
PPA Validity	25
Tariff Basis	USD 0.0751 (PKR Pegged to the USD)

DCF Assumptions			
R_f	6.8%	K_e	12.3%
$K_d(1-t)$	10.6%	W_e	50.0%
W_d	50.0%	WACC	10.4%

LKRm*	FY19**	FY20**	FY21E	FY22E	FY23E	FY24E	FY25E	FY26E	FY27E	FY28E
Revenue	-	-	1,614	1,726	1,846	1,975	2,112	2,259	2,416	2,584
EBIT	-	-	1,049	1,147	1,251	1,363	1,483	1,611	1,749	1,896
EBIT (1 – T)	-	-	1,049	1,147	1,251	1,363	1,483	1,611	1,749	1,896
Tax Rate	-	-	0%	0%	0%	0%	0%	0%	0%	0%
Depreciation	-	-	320	320	320	320	320	320	320	320
Capex	-	-	-	-	-	-	-	-	-	-
WC Inv.	-	-	(32)	108	125	145	(8)	(8)	(9)	(10)
FCFF	-	-	1,338	1,575	1,697	1,828	1,796	1,924	2,061	2,207
Scrap Value	-	-	-	-	-	-	-	-	-	-

LKRm*	FY29E	FY30E	FY31E	FY32E	FY33E	FY34E	FY35E	FY36E	FY37E	FY38E
Revenue	2,764	685	732	783	838	896	958	1,025	1,096	1,173
EBIT	2,055	(48)	(25)	(0)	27	55	86	120	156	195
EBIT (1 – T)	2,055	(48)	(25)	(0)	27	55	86	120	156	195
Tax Rate	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%
Depreciation	320	319	319	319	319	319	319	319	319	319
Capex	-	-	-	-	-	-	-	-	-	-
WC Inv.	(10)	153	(0)	(0)	(1)	(1)	(1)	(11)	(2)	(2)
FCFF	2,364	425	294	319	346	374	405	428	474	513
Scrap Value	-	-	-	-	-	-	-	-	-	-

LKRm*	FY39E	FY40E	FY41E	FY42E	FY43E	FY44E	FY45E
Revenue	1,254	1,342	1,435	1,535	1,641	1,756	1,878
EBIT	237	283	332	384	441	503	569
EBIT (1 – T)	237	283	332	384	441	503	569
Tax Rate	0%	0%	0%	0%	0%	0%	0%
Depreciation	319	319	319	319	319	319	319
Capex	-	-	-	-	-	-	-
WC Inv.	(2)	(2)	(2)	(2)	(3)	(3)	(3)
FCFF	555	600	649	701	758	819	885
Scrap Value	-	-	-	-	-	-	101

*Converted from Pakistan Rupees to Sri Lankan Rupees at 1 PKR = 1.20 LKR

**Audited Financial Statements not available since the plant started operations in late December 2019, forecast based on feasibility studies

The sum of the Present Value of FCFF and Scrap Value is equal to LKRm 10,950.

4.3.12 Harappa

Forecast Assumptions	
PPA Validity	25
Tariff Basis	USD 0.1239 (PKR Pegged to the USD)

DCF Assumptions			
R_f	6.8%	K_e	12.3%
$K_d (1-t)$	10.6%	W_e	50%
W_d	50%	WACC	11.5% / 10.4%

LKRm*	FY19**	FY20**	FY21E	FY22E	FY23E	FY24E	FY25E	FY26E	FY27E	FY28E
Revenue	684	812	868	928	993	1,062	1,136	1,215	1,300	456
EBIT	482	563	613	666	722	783	848	917	992	137
EBIT (1 – T)	482	563	613	666	722	783	848	917	992	137
Tax Rate	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%
Depreciation	115	132	132	132	132	132	132	132	132	132
Capex	(11)	-	-	-	-	-	-	-	-	-
WC Inv.	(118)	137	(17)	58	67	78	(4)	(5)	(5)	59
FCFF	468	832	728	856	922	993	976	1,045	1,119	328
Scrap Value	-	-	-	-	-	-	-	-	-	-

LKRm*	FY29E	FY30E	FY31E	FY32E	FY33E	FY34E	FY35E	FY36E	FY37E	FY38E
Revenue	487	521	558	596	638	682	730	781	835	893
EBIT	157	179	202	226	253	281	311	344	378	415
EBIT (1 – T)	157	179	202	226	253	281	311	344	378	415
Tax Rate	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%
Depreciation	132	132	132	132	132	132	132	132	132	132
Capex	-	-	-	-	-	-	-	-	-	-
WC Inv.	(1)	(1)	(1)	(1)	(2)	(2)	(2)	(69)	(4)	(5)
FCFF	288	310	333	357	384	412	442	407	506	543
Scrap Value	-	-	-	-	-	-	-	-	-	-

LKRm*	FY39E	FY40E	FY41E	FY42E	FY43E
Revenue	955	1,021	1,092	1,168	1,253
EBIT	455	497	542	590	645
EBIT (1 – T)	455	497	542	590	645
Tax Rate	0%	0%	0%	0%	0%
Depreciation	132	132	132	132	132
Capex	-	-	-	-	-
WC Inv.	(5)	(5)	(6)	(6)	(7)
FCFF	582	624	669	716	771
Scrap Value	-	-	-	-	4

*Converted from Pakistan Rupees to Sri Lankan Rupees at 1 PKR = 1.20 LKR

**Audited Financial Statements not available.
Forecast based on management budgets updated to reflect actual performance.

The sum of the Present Value of FCFF and Scrap Value is equal to LKRm 5,618.

4.3.13 Hirujanani

Forecast Assumptions	
PPA Validity	20
Tariff Basis	LKR 22.00/15.50

DCF Assumptions			
R_f	7.0%	K_e	12.5%
$K_d(1-t)$	5.5%	W_e	50.0%
W_d	50.0%	WACC	9.0%

LKRm	FY19	FY20	FY21E	FY22E	FY23E	FY24E	FY25E	FY26E	FY27E	FY28E
Revenue	7	65	74	74	74	73	73	51	51	51
EBIT	5	39	56	56	55	55	54	32	32	31
EBIT (1 – T)	4	30	43	42	42	42	41	25	24	24
Tax Rate	24%	24%	24%	24%	24%	24%	24%	24%	24%	24%
Depreciation	1	11	12	12	12	12	12	12	12	12
Capex	(211)	-	-	-	-	-	-	-	-	-
WC Inv.	(7)	7	(7)	6	3	0	0	3	0	0
FCFF	(213)	47	47	60	57	53	53	39	36	36
Scrap Value	-	-	-	-	-	-	-	-	-	-

LKRm	FY29E	FY30E	FY31E	FY32E	FY33E	FY34E	FY35E	FY36E	FY37E
Revenue	51	51	51	50	50	50	50	50	37
EBIT	31	31	30	30	29	28	28	27	17
EBIT (1 – T)	24	23	23	22	22	22	21	21	13
Tax Rate	24%	24%	24%	24%	24%	24%	24%	24%	24%
Depreciation	12	12	12	12	12	12	12	12	12
Capex	-	-	-	-	-	-	-	-	-
WC Inv.	0	0	0	0	0	0	0	0	0
FCFF	35	35	35	34	34	33	33	33	24
Scrap Value	-	-	-	-	-	-	-	-	2

The sum of the Present Value of FCFF and Scrap Value is equal to LKRm 363.

4.3.14 Semypolky

Forecast Assumptions	
PPA Validity	20
Tariff Basis	EUR 0.15
	EUR 0.04

DCF Assumptions			
R_f	5.6%	K_e	11.1%
$K_d(1-t)$	6.2%	W_e	50.0%
W_d	50.0%	WACC	8.6%

LKRm*	FY19**	FY20**	FY21E	FY22E	FY23E	FY24E	FY25E	FY26E	FY27E	FY28E	FY29E
Revenue	-	-	363	362	360	358	356	354	353	351	349
EBIT	-	-	146	144	142	140	137	135	133	131	128
EBIT (1 – T)	-	-	120	118	116	115	113	111	109	107	105
Tax Rate	-	-	18%	18%	18%	18%	18%	18%	18%	18%	18%
Depreciation	-	-	201	201	201	201	201	201	201	201	201
Capex	-	-	-	-	-	-	-	-	-	-	-
WC Inv.	-	-	(5)	0	0	0	0	0	0	0	0
FCFF	-	-	316	319	317	316	314	312	310	308	306
Scrap Value	-	-	-	-	-	-	-	-	-	-	-

LKRm	FY30E	FY31E	FY32E	FY33E	FY34E	FY35E	FY36E	FY37E	FY38E	FY39E	FY40E
Revenue	347	92	92	91	91	90	90	90	90	89	66
EBIT	126	71	70	69	68	67	66	66	65	64	46
EBIT (1 – T)	104	58	58	57	56	55	54	54	53	52	38
Tax Rate	18%	18%	18%	18%	18%	18%	18%	18%	18%	18%	18%
Depreciation	201	-	-	-	-	-	-	-	-	-	-
Capex	-	-	-	-	-	-	-	-	-	-	-
WC Inv.	0	5	0	0	0	0	0	0	0	0	1
FCFF	305	63	58	57	56	55	54	54	54	53	40
Scrap Value	-	-	-	-	-	-	-	-	-	-	-

*Converted from Euro to Sri Lankan Rupees at 1 EUR = 230 LKR

**Audited Financial Statements not available since the plant started operations in August 2020. Forecast based on feasibility studies

The sum of the Present Value of FCFF and Scrap Value is equal to LKRm 2,212.

4.3.15 Seruwawila

Forecast Assumptions	
PPA Validity	20
Tariff Basis	LKR 17.96

DCF Assumptions			
R_f	7.0%	K_e	12.5%
$K_d(1-t)$	5.5%	W_e	50.0%
W_d	50.0%	WACC	9.0%

LKRm	FY19	FY20	FY21E	FY22E	FY23E	FY24E	FY25E	FY26E	FY27E	FY28E
Revenue	5	34	35	34	34	34	34	34	34	34
EBIT	1	19	19	19	18	18	17	17	17	16
EBIT (1 – T)	1	14	14	14	14	14	13	13	13	12
Tax Rate	24%	24%	24%	24%	24%	24%	24%	24%	24%	24%
Depreciation	1	7	7	7	7	7	7	7	7	7
Capex	(136)	(3)	-	-	-	-	-	-	-	-
WC Inv.	6	(13)	6	3	1	0	0	0	0	0
FCFF	(129)	5	27	24	22	20	20	20	20	19
Scrap Value	-	-	-	-	-	-	-	-	-	-

LKRm	FY29E	FY30E	FY31E	FY32E	FY33E	FY34E	FY35E	FY36E	FY37E	FY38E	FY39E
Revenue	34	33	33	33	33	33	33	33	33	33	26
EBIT	16	15	15	14	14	13	13	12	12	11	6
EBIT (1 – T)	12	12	11	11	11	10	10	9	9	8	5
Tax Rate	24%	24%	24%	24%	24%	24%	24%	24%	24%	24%	24%
Depreciation	7	7	7	7	7	7	7	7	7	7	7
Capex	-	-	-	-	-	-	-	-	-	-	-
WC Inv.	0	0	0	0	0	0	0	0	0	0	0
FCFF	19	19	18	18	17	17	17	16	16	15	12
Scrap Value	-	-	-	-	-	-	-	-	-	-	0

The sum of the Present Value of FCFF and Scrap Value is equal to LKRm 173.

4.3.16 Solar One

Forecast Assumptions	
PPA Validity	20
Tariff Basis	LKR 23.10

DCF Assumptions			
R_f	7.0%	K_e	12.5%
$K_d(1-t)$	6.8% / 5.1%	W_e	50.0%
W_d	50.0%	WACC	9.6% / 8.8%

LKRm	FY19	FY20	FY21E	FY22E	FY23E	FY24E	FY25E	FY26E	FY27E	FY28E
Revenue	478	481	495	494	492	490	489	487	485	483
EBIT	344	333	346	343	339	336	333	329	326	322
EBIT (1 – T)	344	333	346	343	339	336	333	329	326	245
Tax Rate	0%	0%	0%	0%	0%	0%	0%	0%	0%	24%
Depreciation	98	99	99	99	99	99	99	99	99	99
Capex	(3)	(46)	-	-	-	-	-	-	-	-
WC Inv.	(18)	(61)	(64)	41	20	20	20	(0)	(0)	(0)
FCFF	422	325	381	482	459	455	452	428	425	344
Scrap Value	-	-	-	-	-	-	-	-	-	-

LKRm	FY29E	FY30E	FY31E	FY32E	FY33E	FY34E	FY35E	FY36E	FY37E
Revenue	482	480	478	477	475	473	472	470	346
EBIT	319	315	311	307	303	299	294	290	227
EBIT (1 – T)	242	239	236	233	230	227	224	220	173
Tax Rate	24%	24%	24%	24%	24%	24%	24%	24%	24%
Depreciation	99	99	99	99	99	99	99	99	56
Capex	-	-	-	-	-	-	-	-	-
WC Inv.	(0)	(0)	(0)	(0)	(0)	(0)	(0)	(0)	14
FCFF	341	338	335	332	329	326	322	319	243
Scrap Value	-	-	-	-	-	-	-	-	1

The sum of the Present Value of FCFF and Scrap Value is equal to LKRm 3,294.

4.3.17 Sunny Clime

Forecast Assumptions	
PPA Validity	20
Tariff Basis	LKR 17.95

DCF Assumptions			
R_f	7.0%	K_e	12.5%
$K_d (1-t)$	6.0%	W_e	50.0%
W_d	50.0%	WACC	9.0%

LKRm	FY19	FY20	FY21E	FY22E	FY23E	FY24E	FY25E	FY26E	FY27E	FY28E
Revenue	5	35	37	37	36	36	36	36	36	36
EBIT	(2)	22	24	24	24	23	23	23	23	22
EBIT (1 – T)	(1)	17	18	18	18	18	18	17	17	17
Tax Rate	24%	24%	24%	24%	24%	24%	24%	24%	24%	24%
Depreciation	1	7	7	7	7	7	7	7	7	7
Capex	(146)	1	-	-	-	-	-	-	-	-
WC Inv.	1	(1)	2	3	3	2	0	0	0	0
FCFF	(146)	24	28	29	28	27	25	25	24	24
Scrap Value	-	-	-	-	-	-	-	-	-	-

LKRm	FY29E	FY30E	FY31E	FY32E	FY33E	FY34E	FY35E	FY36E	FY37E	FY38E	FY39E
Revenue	36	36	35	35	35	35	35	35	35	35	3
EBIT	22	22	21	21	20	20	20	19	19	18	(10)
EBIT (1 – T)	17	16	16	16	16	15	15	15	14	14	(7)
Tax Rate	24%	24%	24%	24%	24%	24%	24%	24%	24%	24%	24%
Depreciation	7	7	7	7	7	7	7	7	7	7	5
Capex	-	-	-	-	-	-	-	-	-	-	-
WC Inv.	0	0	0	0	0	0	0	0	0	0	3
FCFF	24	24	23	23	23	23	22	22	22	21	1
Scrap Value	-	-	-	-	-	-	-	-	-	-	0

The sum of the Present Value of FCFF and Scrap Value is equal to LKRm 215.

4.3.18 Suryadhanavai

Forecast Assumptions	
PPA Validity	20
Tariff Basis	LKR 22.00/15.50

DCF Assumptions			
R_f	7.0%	K_e	12.5%
$K_d(1-t)$	5.5%	W_e	50.0%
W_d	50.0%	WACC	9.0%

LKRm	FY19	FY20	FY21E	FY22E	FY23E	FY24E	FY25E	FY26E	FY27E	FY28E
Revenue	177	307	353	351	350	349	245	244	243	242
EBIT	132	182	269	267	265	264	159	158	157	155
EBIT (1 – T)	100	138	204	203	202	200	121	120	119	118
Tax Rate	24%	24%	24%	24%	24%	24%	24%	24%	24%	24%
Depreciation	38	66	74	74	74	74	74	74	74	74
Capex	(342)	(5)	-	-	-	-	-	-	-	-
WC Inv.	(108)	15	(6)	15	24	0	13	0	0	0
FCFF	(311)	214	272	292	300	274	208	194	193	192
Scrap Value	-	-	-	-	-	-	-	-	-	-

LKRm	FY29E	FY30E	FY31E	FY32E	FY33E	FY34E	FY35E	FY36E	FY37E
Revenue	241	241	240	239	238	237	236	236	174
EBIT	154	153	151	150	148	147	145	143	103
EBIT (1 – T)	117	116	115	114	113	111	110	109	78
Tax Rate	24%	24%	24%	24%	24%	24%	24%	24%	24%
Depreciation	74	74	74	74	74	74	74	74	56
Capex	-	-	-	-	-	-	-	-	-
WC Inv.	0	0	0	0	0	0	0	0	(5)
FCFF	191	190	189	188	187	185	184	183	130
Scrap Value	-	-	-	-	-	-	-	-	0

The sum of the Present Value of FCFF and Scrap Value is equal to LKRm 1,855.

4.3.19 Tororo

Forecast Assumptions	
PPA Validity	20
Tariff Basis	USD 0.11

DCF Assumptions			
R_f	5.8%	K_e	11.3%
$K_d(1-t)$	4.9%	W_e	50.0%
W_d	50.0%	WACC	8.1%

LKRm*	FY19**	FY20**	FY21E	FY22E	FY23E	FY24E	FY25E	FY26E	FY27E	FY28E	FY29E
Revenue	-	-	404	403	401	400	399	397	396	394	393
EBIT	-	-	250	215	209	203	196	189	182	175	168
EBIT (1 – T)	-	-	175	150	146	142	137	133	128	123	117
Tax Rate	-	-	30%	30%	30%	30%	30%	30%	30%	30%	30%
Depreciation	-	-	96	96	96	96	96	96	96	96	96
Capex	-	-	-	-	-	-	-	-	-	-	-
WC Inv.	-	-	(41)	0	0	0	0	0	0	0	0
FCFF	-	-	229	247	242	238	233	229	224	219	213
Scrap Value	-	-	-	-	-	-	-	-	-	-	-

LKRm	FY30E	FY31E	FY32E	FY33E	FY34E	FY35E	FY36E	FY37E	FY38E	FY39E	FY40E
Revenue	392	390	389	388	386	385	385	384	384	382	250
EBIT	160	152	143	134	125	115	115	105	105	95	20
EBIT (1 – T)	112	106	100	94	87	81	81	74	74	66	14
Tax Rate	30%	30%	30%	30%	30%	30%	30%	30%	30%	30%	30%
Depreciation	96	96	96	96	96	96	96	96	96	96	96
Capex	-	-	-	-	-	-	-	-	-	-	-
WC Inv.	0	0	0	0	0	0	0	0	0	0	22
FCFF	208	202	196	190	184	177	177	170	170	162	132
Scrap Value	-	-	-	-	-	-	-	-	-	-	160

*Converted from United States Dollars to Sri Lankan Rupees at 1 USD = 195 LKR

**Audited Financial Statements not available since the plant started operations in August 2020, forecast based on feasibility studies and management budgets updated to reflect actual performance

The sum of the Present Value of FCFF and Scrap Value is equal to LKRm 2,154.

4.3.20 Vydexa

Forecast Assumptions	
PPA Validity	20
Tariff Basis	LKR 23.10

DCF Assumptions			
R_f	7.0%	K_e	12.5%
$K_d(1-t)$	6.0% / 7.0%	W_e	50.0%
W_d	50.0%	WACC	9.8% / 9.2%

LKRm	FY19	FY20	FY21E	FY22E	FY23E	FY24E	FY25E	FY26E	FY27E	FY28E
Revenue	480	486	495	494	492	490	489	487	485	483
EBIT	356	349	355	350	346	341	336	330	325	319
EBIT (1 – T)	356	349	355	350	346	290	285	281	276	271
Tax Rate	0%	0%	0%	0%	0%	15%	15%	15%	15%	15%
Depreciation	90	91	93	93	93	93	93	93	93	93
Capex	(9)	(10)	-	-	-	-	-	-	-	-
WC Inv.	(45)	(14)	(45)	41	40	(0)	20	(0)	(1)	(1)
FCFF	393	417	402	484	479	382	398	373	368	363
Scrap Value	-	-	-	-	-	-	-	-	-	-

LKRm	FY29E	FY30E	FY31E	FY32E	FY33E	FY34E	FY35E	FY36E	FY37E	FY38E
Revenue	482	480	478	477	475	473	472	470	468	77
EBIT	313	306	298	291	282	274	265	255	245	53
EBIT (1 – T)	266	260	254	247	240	232	225	217	208	45
Tax Rate	15%	15%	15%	15%	15%	15%	15%	15%	15%	15%
Depreciation	93	93	94	94	94	95	95	95	95	1
Capex	-	(7)	(7)	(7)	(7)	(7)	-	-	-	-
WC Inv.	(1)	(1)	(1)	(1)	(1)	(1)	(1)	(1)	(1)	52
FCFF	358	345	339	333	326	319	318	310	301	98
Scrap Value	-	-	-	-	-	-	-	-	-	-

The sum of the Present Value of FCFF and Scrap Value is equal to LKRm 3,177.

4.3.21 Beta

Forecast Assumptions	
PPA Validity	20
Tariff Basis	Three-Tier

DCF Assumptions			
R_f	7.0%	K_e	12.5%
$K_d(1-t)$	7.2% / 5.5%	W_e	50.0%
W_d	50.0%	WACC	9.9% / 9.0%

LKRm	FY19	FY20	FY21E	FY22E	FY23E	FY24E	FY25E	FY26E	FY27E	FY28E
Revenue	678	778	789	793	699	435	445	455	466	477
EBIT	431	499	503	501	402	137	134	135	132	134
EBIT (1 – T)	431	499	503	501	402	137	134	135	132	102
Tax Rate	0%	0%	0%	0%	0%	0%	0%	0%	0%	24%
Depreciation	126	132	132	132	132	132	136	136	140	140
Capex	(5)	(0)	-	-	-	-	(80)	-	(80)	-
WC Inv.	(62)	(58)	28	64	44	33	(2)	(2)	(2)	(3)
FCFF	490	573	664	697	578	302	188	269	191	240
Scrap Value	-	-	-	-	-	-	-	-	-	-

LKRm	FY29E	FY30E	FY31E	FY32E	FY33E	FY34E	FY35E
Revenue	487	457	359	377	395	415	288
EBIT	134	94	(13)	(7)	(2)	4	8
EBIT (1 – T)	102	72	(10)	(6)	(2)	3	6
Tax Rate	24%	24%	24%	24%	24%	24%	24%
Depreciation	140	140	140	140	140	140	81
Capex	-	-	-	-	-	-	-
WC Inv.	(3)	3	11	(4)	(4)	(5)	13
FCFF	240	215	142	131	134	138	100
Scrap Value	-	-	-	-	-	-	6

The sum of the Present Value of FCFF and Scrap Value is equal to LKRm 2,441.

4.3.22 Daily Life Renewable Energy

Forecast Assumptions	
PPA Validity	20
Tariff Basis	Three-Tier

DCF Assumptions			
R_f	7.0%	K_e	12.5%
$K_d (1-t)$	6.1%	W_e	50.0%
W_d	50.0%	WACC	9.3%

LKRm	FY19	FY20	FY21E	FY22E	FY23E	FY24E	FY25E	FY26E	FY27E	FY28E
Revenue	761	831	543*	531	545	559	575	592	608	590
EBIT	466	524	270	246	248	250	258	266	273	245
EBIT (1 – T)	397	445	229	209	211	213	219	226	232	208
Tax Rate	15%	15%	15%	15%	15%	15%	15%	15%	15%	15%
Depreciation	119	119	118	122	126	130	130	130	130	130
Capex	(85)	(6)	-	(80)	(80)	(80)	-	-	-	-
WC Inv.	12	126	(193)	47	20	(2)	(2)	(3)	(2)	2
FCFF	442	685	154	298	277	261	346	353	359	340
Scrap Value	-	-	-	-	-	-	-	-	-	-

LKRm	FY29E	FY30E	FY31E	FY32E	FY33E
Revenue	514	540	567	595	103
EBIT	159	174	189	204	(91)
EBIT (1 – T)	135	148	160	174	(78)
Tax Rate	15%	15%	15%	15%	15%
Depreciation	130	130	130	130	126
Capex	-	-	-	-	-
WC Inv.	9	(4)	(4)	(4)	64
FCFF	274	274	286	299	112
Scrap Value	-	-	-	-	17

*Lower generation due to a technical failure in the CEB distribution system

The sum of the Present Value of FCFF and Scrap Value is equal to LKRm 2,083.

4.3.23 Joule

Forecast Assumptions	
PPA Validity	20
Tariff Basis	Three-Tier

DCF Assumptions			
R_f	7.0%	K_e	12.5%
$K_d(1-t)$	7.2% / 5.5%	W_e	50.0%
W_d	50.0%	WACC	9.9% / 9.0%

LKRm	FY19	FY20	FY21E	FY22E	FY23E	FY24E	FY25E	FY26E	FY27E	FY28E
Revenue	673	751	762	766	675	421	430	440	450	461
EBIT	412	483	458	456	360	104	101	102	98	100
EBIT (1 – T)	412	483	458	456	360	104	101	102	98	76
Tax Rate	0%	0%	0%	0%	0%	0%	0%	0%	0%	24%
Depreciation	129	129	132	132	132	132	136	136	140	140
Capex	(0)	(10)	-	-	-	-	(80)	-	(80)	-
WC Inv.	23	(122)	97	40	63	32	(3)	(3)	(3)	(3)
FCFF	565	480	687	627	555	268	153	235	155	212
Scrap Value	-	-	-	-	-	-	-	-	-	-

LKRm	FY29E	FY30E	FY31E	FY32E	FY33E	FY34E	FY35E
Revenue	471	442	347	364	382	401	278
EBIT	94	55	(48)	(43)	(38)	(33)	(20)
EBIT (1 – T)	72	42	(37)	(33)	(29)	(25)	(15)
Tax Rate	24%	24%	24%	24%	24%	24%	24%
Depreciation	144	144	144	144	144	144	83
Capex	(80)	-	-	-	-	-	-
WC Inv.	(4)	2	10	(5)	(5)	(6)	30
FCFF	132	188	117	106	110	113	98
Scrap Value	-	-	-	-	-	-	55

The sum of the Present Value of FCFF and Scrap Value is equal to LKRm 2,160.

4.3.24 Nirmalapura

Forecast Assumptions	
PPA Validity	20
Tariff Basis	Three-Tier

DCF Assumptions			
R_f	7.0%	K_e	12.5%
$K_d (1-t)$	6.1%	W_e	50.0%
W_d	50.0%	WACC	9.3%

LKRm	FY19	FY20	FY21E	FY22E	FY23E	FY24E	FY25E	FY26E	FY27E	FY28E
Revenue	543	631	405*	331	342	321	216	227	238	250
EBIT	304	325	146	60	60	28	(82)	(77)	(73)	(68)
EBIT (1 – T)	304	276	125	51	51	24	(69)	(66)	(62)	(58)
Tax Rate	0%	15%	15%	15%	15%	15%	15%	15%	15%	15%
Depreciation	104	104	111	115	120	124	124	124	124	124
Capex	(75)	(1)	-	(80)	(80)	(80)	-	-	-	-
WC Inv.	(27)	53	(149)	31	15	6	14	0	0	0
FCFF	306	433	87	117	106	73	69	58	62	66
Scrap Value	-	-	-	-	-	-	-	-	-	-

LKRm	FY29E	FY30E	FY31E	FY32E
Revenue	262	275	288	303
EBIT	(63)	(58)	(52)	70
EBIT (1 – T)	(53)	(49)	(44)	59
Tax Rate	15%	15%	15%	15%
Depreciation	124	124	124	120
Capex	-	-	-	-
WC Inv.	0	0	0	(28)
FCFF	70	75	80	151
Scrap Value	-	-	-	50

*Lower generation due to a technical failure in the CEB distribution system

The sum of the Present Value of FCFF and Scrap Value is equal to LKRm 555.

4.3.25 Powergen

Forecast Assumptions	
PPA Validity	20
Tariff Basis	Three-Tier

DCF Assumptions			
R_f	7.0%	K_e	12.5%
$K_d (1-t)$	6.1% / 5.5%	W_e	50.0%
W_d	50.0%	WACC	9.3% / 9.0%

LKRm	FY19	FY20	FY21E	FY22E	FY23E	FY24E	FY25E	FY26E	FY27E	FY28E
Revenue	457	539	323*	254	259	264	269	275	276	247
EBIT	194	311	53	(21)	(21)	(22)	(22)	(22)	(28)	(64)
EBIT (1 – T)	194	265	45	(18)	(18)	(18)	(19)	(19)	(24)	(48)
Tax Rate	0%	15%	15%	15%	15%	15%	15%	15%	15%	24%
Depreciation	144	144	144	144	144	144	144	144	144	144
Capex	(0)	-	-	-	-	-	-	-	-	-
WC Inv.	5	(74)	79	45	21	0	0	0	1	6
FCFF	343	335	268	170	147	126	125	125	121	102
Scrap Value	-	-	-	-	-	-	-	-	-	-

LKRm	FY29E	FY30E	FY31E	FY32E	FY33E
Revenue	196	206	216	226	78
EBIT	(122)	(120)	(118)	(116)	(34)
EBIT (1 – T)	(93)	(91)	(90)	(88)	(26)
Tax Rate	24%	24%	24%	24%	24%
Depreciation	144	144	144	144	43
Capex	-	-	-	-	-
WC Inv.	10	0	0	0	(25)
FCFF	61	52	54	56	(8)
Scrap Value	-	-	-	-	6

*Lower generation due to a technical failure in the CEB distribution system

The sum of the Present Value of FCFF and Scrap Value is equal to LKRm 741.

4.3.26 Seguwantivu

Forecast Assumptions	
PPA Validity	20
Tariff Basis	Three-Tier

DCF Assumptions			
R_f	7.0%	K_e	12.5%
$K_d (1-t)$	6.1%	W_e	50.0%
W_d	50.0%	WACC	9.3%

LKRm	FY19	FY20	FY21E	FY22E	FY23E	FY24E	FY25E	FY26E	FY27E	FY28E
Revenue	292	308	346	352	359	367	367	323	248	260
EBIT	81	89	125	126	126	126	118	67	(17)	(14)
EBIT (1 – T)	81	75	107	107	107	107	101	57	(15)	(12)
Tax Rate	0%	15%	15%	15%	15%	15%	15%	15%	15%	15%
Depreciation	94	95	95	96	96	97	98	98	99	100
Capex	(1)	(0)	(13)	(13)	(13)	(13)	(13)	(13)	(13)	(13)
WC Inv.	86	(59)	(8)	16	14	(1)	0	6	10	(1)
FCFF	260	111	182	206	205	191	186	148	81	73
Scrap Value	-	-	-	-	-	-	-	-	-	-

LKRm	FY29E	FY30E	FY31E
Revenue	272	286	49
EBIT	(11)	(7)	(51)
EBIT (1 – T)	(9)	(6)	(43)
Tax Rate	15%	15%	15%
Depreciation	100	100	67
Capex	-	-	-
WC Inv.	(2)	(2)	12
FCFF	89	92	35
Scrap Value	-	-	5

The sum of the Present Value of FCFF and Scrap Value is equal to LKRm 936.

4.3.27 Vidatamunai

Forecast Assumptions	
PPA Validity	20
Tariff Basis	Three-Tier

DCF Assumptions			
R_f	7.0%	K_e	12.5%
$K_d(1-t)$	6.1%	W_e	50.0%
W_d	50.0%	WACC	9.3%

LKRm	FY19	FY20	FY21E	FY22E	FY23E	FY24E	FY25E	FY26E	FY27E	FY28E
Revenue	446	314	339	346	353	360	360	318	243	255
EBIT	275	107	160	162	164	166	160	111	30	35
EBIT (1 – T)	275	91	136	138	139	141	136	94	25	30
Tax Rate	0%	15%	15%	15%	15%	15%	15%	15%	15%	15%
Depreciation	89	89	90	90	91	92	92	93	94	94
Capex	(1)	(1)	(13)	(13)	(13)	(13)	(13)	(13)	(13)	(13)
WC Inv.	35	(1)	(11)	9	14	(0)	0	6	10	(1)
FCFF	399	178	203	224	231	219	216	181	116	110
Scrap Value	-	-	-	-	-	-	-	-	-	-

LKRm	FY29E	FY30E	FY31E
Revenue	267	280	73
EBIT	41	46	(35)
EBIT (1 – T)	34	39	(29)
Tax Rate	15%	15%	15%
Depreciation	94	94	69
Capex	-	-	-
WC Inv.	(1)	(1)	7
FCFF	128	132	47
Scrap Value	-	-	2

The sum of the Present Value of FCFF and Scrap Value is equal to LKRm 1,127.

5 Price to Earnings Relative Valuation

5.1 Trailing PER Valuation

	LKRm
FY20 PAT Attributable to Shareholders of WIND*	1,545
Market Cap. Weighted Peer Average PER	11.9x
FY20 Target Value of WIND	18,428
Number of Shares (Millions)*	824
Value per Share of WIND (LKR)	22.36

Source: Company Financials, CSE, S&P CapitalIQ

*Note: FY20 PAT Attributable to Shareholders consisted of only 2 months of full-consolidation following the internal restructure (as stipulated in Section 2), as such, the Weighted Average Number of Shares were used when arriving at the Value per Share of WIND

The IPO price of LKR 16.00 per share is at a discount to the Trailing PER relative valuation.

5.2 Forward PER Valuation

	LKRm
FY21E PAT Attributable to Shareholders of WIND	2,605
Market Cap. Weighted Peer Average PER	11.9x
FY21E Target Value of WIND	31,062
Weighted Average Cost of Equity	12.44%
PV of WIND	30,127
Number of Shares (Millions)	1,148
Value per Share of WIND (LKR)	26.24

Source: CSE, S&P CapitalIQ

The IPO price of LKR 16.00 per share is at a discount to the Forward PER relative valuation

Power Project	FY21E PAT (LKRm)	WIND's Stake	FY21E PAT to Shareholders(LKRm)
Energy Reclamation	12	100%	12
Gurugoda Hydro	6	50%	3
HPD Power	85	100%	85
Mahoma	68	36%	24
Melanka Power	101	100%	101
Peak Power Delta	101	100%	101
Terraqua International	13	100%	13
Terraqua Kokawita	24	100%	24
Vidul Madugeta	111	50%	56

Power Project	FY21E PAT (LKRm)	WIND's Stake	FY21E PAT to Shareholders(LKRm)
Ziba	204	26%	52
Gharo	1,054	30%	316
Harappa	396	13%	51
Hirujanani	32	66%	21
Semipolky	58	13%	7
Seruwawila	7	90%	6
Solar One	240	50%	120
Sunny Clime	11	90%	10
Suryadhanavai	141	88%	124
Tororo	98	80%	78
Vydexa	287	76%	219
Beta	459	66%	305
Daily Life Renewable Energy	258	96%	247
Joule	415	66%	276
Nirmalapura	123	49%	60
Powergen	46	100%	46
Seguwantivu	108	100%	108
Vidatamunai	139	100%	139
Total	4,598		2,605

5.3 PER of Listed Utilities Sector Peers in the CSE (Peer Comps)

Listed Energy Sector Peer	Market Cap. (LKRm)*	TTM PAT to Shareholder (LKRm)*	PER
Laufgs Power PLC	3,417.00	149.11	22.9x
Lotus Hydro Power PLC	1,178.15	89.31	13.2x
LVL Energy Fund PLC	5,939.24	582.51	10.2x
Panasian Power PLC	2,625.00	212.51	12.4x
Resus Energy PLC	2,099.16	296.83	7.1x
Vallibel Power Erathna PLC	5,902.17	591.98	10.0x
Vidullanka PLC	4,967.52	483.34	10.3x
Market Cap. Weighted Peer Average PER			11.9x

Source: CSE, S&P CapitalIQ

*Note: Market Data as at 12 January 2021

6 Price to Book Value Relative Valuation

6.1 P/BV Valuation

	LKRm
NAV of WIND as at 31 December 2020	17,568
Market Cap. Weighted Peer Average P/BV	1.6x
FY20 Target Value of WIND	28,098
Number of Shares (Millions)	1,148
Value per Share of WIND (LKR)	24.47

Source: Company Financials, CSE, S&P CapitalIQ

The IPO price of LKR16.00 per share is at a discount to the P/BV relative valuation.

6.2 P/BV of Listed Utilities Sector Peers in the CSE (Peer Comps)

Listed Energy Sector Peer	Market Cap. (LKRm)*	Equity Attributable to Shareholders (LKRm)*	P/BV
Laugfs Power PLC	3,417.00	2,800.35	1.2x
Lotus Hydro Power PLC	1,178.15	817.37	1.4x
LVL Energy Fund PLC	5,939.24	4,664.26	1.3x
Panasian Power PLC	2,625.00	2,028.33	1.3x
Resus Energy PLC	2,099.16	1,077.93	1.9x
Vallibel Power Erathna PLC	5,902.17	2,694.71	2.2x
Vidullanka PLC	4,967.52	3,104.99	1.6x
Market Cap. Weighted Peer Average P/BV			1.6x

Source: CSE, S&P CapitalIQ

*Note: Market Data as at 12 January 2021

7 Net Asset Value Valuation

7.1 NAV Valuation

	LKRm
NAV of WIND as at 31 December 2020	17,568
Number of Shares (Millions)	1,148
Net Asset Value per Share of WIND (LKR)	15.30

Source: Company Financials

The IPO price of LKR16.00 per share is at a premium to the NAVPS.

8 Valuation Methodology

8.1 Methodology Adopted to Arrive at the SOTP Valuation

We adopted the following methodology in the preparation of financial forecasts and to arrive at the SOTP valuation for WIND.

- The audited financial statements of individual companies for the years ended 31 March 2019 and 31 March 2020 for companies were considered as the base years for individual power companies where audited financial statements were available. Where the audited financial statements were not available, we have based our valuations on management accounts and management indications.
- Information on investment in subsidiaries and equity accounted investees were obtained from the financial statements and management disclosures.
- The management budgets for FY2021-2022 were reviewed as the first point of reference.
- Revenue was forecast taking into consideration the expected output (derived using plant capacity and plant load factor) and price (either based on PPA or bided cost). We relied on information contained in PPAs furnished by the Company.
- The cost assumptions were based on management budgets/expectations and were reviewed to ensure consistency with actual past performance, cost structure and industry norms, up until the validity of the PPAs.
- Assumptions on EBIT margins were made beyond the budgeted financials, up until the validity of the PPAs.
- Tax rates were assumed based on investment agreements (where ever applicable – we relied on management disclosure) or standard rates.
- Assumptions were made with regards to capital expenditure (based on actual outlays budgeted or forecasted by management), and investment in working capital.
- FCFF was computed as follows:
FCFF = Tax-Adjusted EBIT + Depreciation – Capital Expenditure – Incremental Net Working Capital
- Discounting of cashflows: In order to arrive at an intrinsic value for each individual plant, the future FCFF's were discounted using the following formula:

$$V_0 = \left[\sum_{(t=1)}^n \frac{FCFF_t}{(1+WACC)^t} \right]$$

Where:

V_0 = Intrinsic Value at Year 0

$FCFF_t$ = Free Cash Flow to Firm in Year t

WACC = Weighted Average Cost of Capital

The Weighted Cost of Capital captures the effects of both equity and debt capital of an organisation when calculating the required rate of return. In order to compute the WACC for each individual plant, the formula below was used:

$$WACC = w_d r_d (1-t) + w_e r_e$$

Where:

w_d = Target Gearing Ratio

r_d = Pre-Tax Marginal Cost of Debt

t = Company's Marginal Tax Rate

$w_e = 1 - w_d$

r_e = Marginal Cost of Equity

- Fair value of equity was computed by deducting the current net debt position of each company from its discounted FCFF, where current net debt position was computed as follows:

Net Debt = Term Loan + Financial Liabilities + Related Party Payables – Cash and Cash Equivalent – Related Party Receivables

8.2 Methodology Adopted to Arrive at the PER Relative Valuation

We adopted the following methodology to arrive at the PER relative valuation for WIND.

- The market capitalisation weighted Price-to-Earnings ratio of the “Utilities” Sector Peers was computed. This included Laugfs Power PLC, Lotus Hydro Power PLC, LVL Energy Fund PLC, Panasian Power PLC, Resus Energy PLC, Vallibel Power Erathna PLC and Vidullanka PLC.
- As a comprehensive exercise, we applied the market PER for the trailing (FY20) and forward (FY21E) earnings of WIND.
- The FY20 PAT attributable to shareholders was multiplied by the market capitalisation weighted peer average PER to arrive at the target valuation for WIND based on trailing PER methodology.
- The FY21 forecasted PAT attributable to shareholders was multiplied by the same peer PER and discounted using the simple weighted average cost of equity of all power projects to arrive at the valuation of WIND as at the valuation date.
- The valuation based on the forward earnings is more suitable (and sustainable) since the FY20 consolidated earnings only factored in 2 months of consolidation (following the internal restructure stipulated in Section 2) and several power plants commenced operations during the financial year and hence, does not reflect a full-year's generation of all commissioned power plants.

8.3 Methodology Adopted to Arrive at the P/BV Relative Valuation

We adopted the following methodology to arrive at the PER relative valuation for WIND.

- The market capitalisation weighted Price-to-Book Value ratio of the “Utilities” Sector Peers was computed. This included Laugfs Power PLC, Lotus Hydro Power PLC, LVL Energy Fund PLC, Panasian Power PLC, Resus Energy PLC, Vallibel Power Erathna PLC and Vidullanka PLC.
- The FY20 Net Asset Value attributable to shareholders was multiplied by the market capitalisation weighted peer average P/BV to arrive at the target valuation for WIND based on trailing P/BV methodology.

8.4 Methodology Adopted to Arrive at the Net Asset Value

Book or Net Asset Value is based on balance sheet accounting values. This method ignores the market value of a share and instead refers exclusively to the balance sheet values. The Net Asset Value (NAV) per share is calculated as follows:

$$\text{NAV Per Share} = \frac{(\text{Market Value of Total Assets} - \text{Market Value of Total Liabilities})}{(\text{Number of Shares in Issue})}$$

Under this method, the book value of the Company is considered as a proxy for NAV.

9 Risks

The future performance of WIND is subject to a number of risks that may or may not be within the control of the Company. Should any of the risks highlighted here materialise, it could have an adverse effect on the performance of the Company and its ordinary share price. This section highlights the main sources (but not necessarily all) of the risks faced by the Company.

Renewal of PPAs

There is a presumption of renewal, but it is subjected to Government's policy decisions. Further, if any new environmental legislation has come into force it is possible that the power generation systems will need upgrading to meet the new requirements, at additional cost. Furthermore, there is likely to be a reduction in the tariff at the point of renewal of the PPA.

Interest Rate Increases

The domestic borrowing rates have been decreasing over the past couple of months resulting in a corresponding decrease in cost of borrowings for WIND as majority of the loans are secured at AWPLR+ interest rates. A reversal of this trend will result in an increase in cost of borrowings.

Environmental and Social Impacts

Wind power plants emit significant noise from the generators and the rotation of blades resulting in noise pollution. These wind terminals are sometimes seen as unsightly and can be potentially harmful to wildlife (e.g. spinning blades posing a threat to birds). If proper precautions are not taken when designing, building and operating a hydropower plant, there is the possibility of damaging nearby natural habitats, farmlands and agricultural zones by disrupting the natural flow of water. This could lead to social, political and environmental groups lobbying against WIND.

Fluctuations in Wind Patterns

The amount of power generated by a wind-power plant depends on the availability of wind resources at the site and may vary from season to season and year to year. Low wind speeds and/or irregular weather patterns may cause a reduction in the power generated affecting the revenue earned by the wind-power plant.

Shifting of the Monsoon Seasons

The overall power generation of solar-power plant depends on the availability of regular sunlight, and the shifting of the monsoon season may cause the projected generation to reduce, hence, negatively affecting revenues earned by solar-power plants.

Changing Rainfall Patterns

Level of power generated by a mini-hydro power plant depends on the availability of a stable flow of water. If the rainfall is too low, or too high, the expected generation will reduce and negatively impact revenues earned by mini-hydro power plants.

Inability to Invest in New Projects

If WIND fails to identify attractive project sites (in terms of the availability of resources and getting lucrative tariffs etc.) or fail to secure the required licenses/approvals; this may prevent the Company from developing new projects.

Equipment Failure, Environment Hazards and Transmission/Distribution Disruptions

Any of the above events may cause disruptions to the electricity generation and can have a significant impact on the electricity generation, and ultimately result in a reduction in the revenue earned by the power plants.

Foreign Currency Risk

The tariffs in the foreign power plants are denominated in USD, EUR and PKR (although PKR tariff is pegged to the USD). Therefore, any strengthening of the LKR against the USD and/or EUR could adversely affect the revenue generated by WIND. Conversely, a depreciation of the LKR against the USD and/or the EUR will have a positive impact on the earnings derived from these power plants.

10 Value Recommendation

We summarise the rationale for CAL's recommendation as follows:

- The SOTP DCF valuation suggest a price in the range of LKR 17.46 – 18.58
- The Trailing PER relative valuation indicates a price of LKR 22.36
- The Forward PER relative valuation indicates a price of LKR 26.24
- The Trailing P/BV relative valuation indicates a price of LKR 24.47
- The NAV valuation indicates a price of LKR 15.30

CAL concludes its valuation recommendation based on the SOTP valuation in the range of LKR 17.46 – LKR 18.58 a share of WIND.

11 Individuals Materially Participating in the Valuation Assignment

11.1 CAL Team

Deshan Pushparajah, CFA, FCMA, FCCA, BSc – Managing Director, Global Markets & Investment Banking

Deshan is an expert at public and private capital markets, both buy-side and sell-side M&A and enjoys the trust of an established network of clients in the local and international capital markets. He has been with the group since 2007 and has overseen the team through the changing post-conflict economic realities and has been instrumental in CAL emerging as a market leader in Equity capital markets and a considerable force in Debt capital markets. Deshan is a CFA charter holder (USA) and a Fellow Member of the Chartered Institute of Management Accountants, UK and the Association of Chartered Certified Accountants, UK. He also holds a bachelor's degree in Applied Accounting from Oxford Brookes University, UK

Vishnu Balachandran, CFA, FCMA, BBA – Executive Vice President – Head of Investment Banking

Vishnu joined CAL in 2011 and has been a key driver in concluding many noteworthy M&A advisory transactions and debt issuances. Prior to joining CAL, he worked as an Equity Analyst at Amba Research, covering FMCG and retail markets in East Asia. Vishnu is a CFA charterholder (USA), an Associate Member of the Chartered Institute of Management Accountants (UK) and holds a Bachelor in Business Administration from the University of Colombo.

Rizny Faisal, CFA, ACMA, – Vice President - Investment Banking

Rizny carries with him over 10 years of financial consultancy field experience in providing buy-side financial due diligence, financial valuation, vendor assistance and external audit and assurance services. He has provided transaction advisory services with a particular emphasis on financial due diligence reviews across a range of industries including hospitality, manufacturing, FMCG retail and distribution, power and energy, financial services, construction and apparel. He also has experience in a range of audit and assurance services, covering a diverse range of industries including hospitality, manufacturing, financial services, retail and distribution, FMCG and shipping. Rizny is a Chartered Financial Analyst and an Associate Member of the Chartered Institute of Management Accountants UK.

Ashvanth Vijayaram, BBA, ACCA Affiliate – Assistant Vice President - Investment Banking

Ashvanth joined CAL in early 2017 and has been involved in a number of M&A transactions since. He is an Affiliate of the Association of Chartered Certified Accountants (UK) and holds a Bachelor's degree in Business Administration (Finance) from the University of Colombo. Prior to joining CAL Ashvanth lectured at the Mercury Institute of Management.

Navin Karunadasa, ACCA, MEng – Analyst – Investment Banking

Navin joined CAL in 2018, prior to which he worked as an Associate in the Audit and Assurance Division of PricewaterhouseCoopers. Navin holds a Master's degree in Electronic Engineering from the University of the West of England and is a Member of the Association of Chartered Certified Accountants (UK).

11.2 CT CLSA Team

Zakir Mohamedally – Director | Chief Executive Officer

Zakir has over 15 years of experience in the fields of Corporate Finance, Assurance and Advisory and joined CT CLSA Group in 2007. Prior to joining the CT CLSA Group, he was working with PricewaterhouseCoopers Sri Lanka. Zakir is a Fellow Member of the Association of Chartered Certified Accountants (ACCA) UK and is an Associate Member of the Chartered Institute of Management Accountants (CIMA) UK. He is also a member of the Institute of Certified Management Accountants of Sri Lanka and holds a Post Graduate Diploma in Marketing from the Chartered Institute of Marketing (CIM) UK.

Lahiru Gunawardena – Assistant Vice President

Lahiru counts over 7 years' experience in Equity Research and Financial Analysis. Prior to joining CT CLSA Capital, he was attached to Moody's Analytics Knowledge Services, a subsidiary of Moody's Corporation, where he held positions of Delivery Lead and Associate Vice President. Lahiru holds a B.Sc. in Mathematical Finance (Special) from University of Colombo. He is also a Chartered Financial Analyst (CFA) and an Associate Member of Chartered Institute of Management Accountants (CIMA), UK.

Ishan Eliyapura – Assistant Vice President

Ishan counts over 5 years' experience in Audit & Assurance and Investment Banking. Prior to joining CT CLSA Capital, he was attached to Ernst and Young Sri Lanka, a leading global firm of Chartered Accountants, where he held positions of Audit Trainee, Senior Accountant and Internal Audit Supervisor. He is a passed finalist of Chartered Institute of Management Accountants (CIMA) UK and holds a B.Sc (Hons) in Business Management from the University College Dublin, Ireland.

Tivanka Perera – Senior Associate

Tivanka counts over 5 years work experience in Internal Audit & Assurance, Deal Advisory and Investment Banking. Prior to joining CT CLSA Capital, he held the position of Associate Consultant in the Deal Advisory Division of KPMG, Sri Lanka. Prior to his stint at KPMG, he was at PwC, Sri Lanka where he functioned as Senior Audit Associate in Internal Audit & Assurance Services in addition to which he also participated in M&A Advisory and External Audit assignments. Tivanka is an Associate member of the Chartered Institute of Management Accountants (CIMA), UK and is currently a CFA level 2 candidate.

Venkadesh Ramraj – Senior Associate

Venkadesh has over 5 years of work experience in Deal Advisory and Financial Reporting. Prior to CT CLSA Capital, he held the position of Consultant in Transaction Services, KPMG, Sri Lanka. During his tenor in KPMG, he also participated in a three months secondment program in the Advisory division of KPMG, Maldives. Venkadesh is an Member of the Association of Chartered Certified Accountant (ACCA), UK and is currently reading for a MSc in Applied Finance at University of Sri Jayawardenepura.

12 Disclaimer

Our analysis is based on information obtained from the audited financial and unaudited management accounts supplied by WIND management. We accepted all such information as accurate and acted with due care and consideration in preparing the report. However, nothing has come to our attention to believe that the facts and data set forth in the report are incorrect. However, we assume no responsibility for errors or omissions in information furnished by WIND.

Neither CAL, CT CLSA nor any of its employees involved in this assignment have a financial interest in WIND. The fee for the preparation of this report is not contingent upon results reported.

We did not investigate either property titles or the directors' claims of WIND's ownership of said properties. Neither have we explored the possibility of liens or encumbrances lodged against the properties.

This report is for the use of the Board of Directors and shareholders of WIND for the purpose set out in Section 1.2 of this report and should not be used for any other purpose.

In carrying out this Assignment, analyses deemed to be appropriate and assessments that were possible and practical within the time available have been carried out. Financial information and market data from the CSE and S&P CapitalIQ have also been used for this Assignment.

The value recommendations given in this report are valid as at Thursday, 25 February 2021 and will be valid for a period of five months from the date of opening of the subscription list. A factor to be considered for this report is that the valuations carried out are done based on financial data released by WIND. Where the data provided were incomplete, we have used reasonable judgment.

ANNEXURE 5

COLLECTION POINTS

Copies of the Prospectus and the Application Form can be obtained free of charge from the following collection points.

JOINT MANAGERS TO THE ISSUE

CT CLSA Capital (Pvt) Ltd

4-15, Majestic City,
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Fax: +94 11 258 0181

Capital Alliance Partners Limited

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46/58, Navam Mawatha, Colombo 02
Tel: +94 11 2317777
Fax: +94 11 2317788

ISSUER

WindForce Limited

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Fax: +94 11 465 424

REGISTRARS TO THE ISSUE

S S P Corporate Services (Private) Limited

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Colombo 03.
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MEMBERS OF THE COLOMBO STOCK EXCHANGE

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Assetline Securities (Pvt) Ltd. (Inactivated Operations) No.120, 120A, Pannipitiya Road, Battaramulla. Tel: +94 11 4 700 100 Fax: +94 11 4 700 101, +94 11 4 700 112 E-mail: info@assetline.lk	John Keells Stock Brokers (Pvt) Ltd. No. 186, Vauxhall Street, Colombo 2. Tel: +94 11 2 306 250 Fax: +94 11 2 342 068 E-mail: jkstock@keells.com
Asha Securities Limited No.60, 5th Lane, Colombo 3. Tel: +94 11 2 429 100 Fax: +94 11 2 429 199 E-mail: asl@ashasecurities.net	Acuity Stockbrokers (Pvt) Ltd. No. 53, Dharmapala Mawatha, Colombo 3. Tel: +94 11 2 206 206 Fax: +94 11 2 206 298 / 9 E-mail: sales@acuitystockbrokers.com
J B Securities (Pvt) Ltd. No. 150, St. Joseph Street, Colombo 14. Tel: +94 11 2 490 900 Fax: +94 11 2 430 070 E-mail: jbs@jb.lk	Lanka Securities (Pvt) Ltd No. 228/1, Galle Road, Colombo 4. Tel: +94 11 4 706 757 / +94 11 2 554 942 Fax: +94 11 4 706 767 E-mail: info@lankasec.com
Asia Securities (Pvt) Ltd. 4th Floor, Lee Hedges Tower, No. 349, Galle Road, Colombo 3 Tel: +94 11 7 722 000 Fax: +94 11 258 4864 E-mail: inquiries@asiasecurities.lk	Capital Trust Securities (Pvt) Ltd. No, 42, Mohamed Macan Markar Mawatha, Colombo 3. Tel: +94 11 2 174 174 / +94 11 2 174 175 Fax: +94 11 2 174 173 E-mail: inquiries@capitaltrust.lk
S C Securities (Pvt) Ltd. 5th Floor, No. 26B, Alwis Place, Colombo 3. Tel: +94 11 4 711 000 / +94 11 4 711 001 Fax: +94 11 2 394 405 E-mail: itdivision@sampathsecurities.lk	CT CLSA Securities (Pvt) Ltd. 4-14, Majestic City, 10, Station Road, Colombo-4. Tel: +94 11 2 552 290 - 4 Fax: +94 11 2 552 289 E-mail: info@ctclsal.lk

First Capital Equities (Pvt) Ltd. No. 2, Deal Place, Colombo 3. Tel: +94 11 2 639 898 Fax: +94 11 5 736 264 E-Mail: equity@firstcapital.lk	Bartleet Religare Securities (Pvt) Ltd. Level "G", "Bartleet House", No. 65, Braybrooke Place, Colombo 2. Tel: +94 11 5 220 200 Fax: +94 11 2 434 985 E-mail: info@bartleetstock.com
Nation Lanka Equities (Pvt) Ltd. No.44, Guildford Crescent, Colombo 07. Tel: +94 11 7898302 Fax: +94 11 2673355 E-mail: info@nlequities.com	

TRADING MEMBERS OF THE COLOMBO STOCK EXCHANGE

Capital Alliance Securities (Pvt) Ltd. Level 5, "Millennium House", 46/58 Navam Mawatha, Colombo 2. Tel: +94 11 2 317 777 Fax: +94 11 2 3177 88 E-mail: info@cal.lk	SMB Securities (Pvt) Ltd. No. 02, Gower Street, Colombo 5. Tel: +94 11 4 388 138 Fax: +94 11 2670294 E-mail: info@smbsecurities.lk
First Guardian Equities (Pvt) Ltd. 32nd Floor, East Tower, World Trade Centre, Colombo 1. Tel: +94 11 5 884 400 (Hunting) Fax: +94 11 5 884 401 E-mail: info@fge.lk	Taprobane Securities (Pvt) Ltd. 2nd Floor, No. 10, Gothami Road, Colombo 08. Tel: +94 11 5 328 200, +94 11 5 328 100 Fax: +94 11 5 328 177 E-mail: info@taprobane.lk
Candor Equities Ltd. Level 8, South Wing, Millennium House, 46/58 Nawam Mawatha, Colombo 02. Tel: +94 11 2 359 100 Fax: +94 11 2 305 522 E-mail: info.cel@candorh.com	Softlogic Stockbrokers (Pvt) Ltd Level 16, One Galle Face Tower, Colombo 02. Tel: +94 11 7 277 000 Fax: +94 11 7 277 099 Email: ssb.inquiry@softlogic.lk
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Richard Pieris Securities (Pvt) Ltd. No.310, High Level Road, Nawinna, Maharagama Tel: +94 11 431 0500 Fax: +94 11 280 2385 Email: communication@rpsecurities.com	Navara Securities (Pvt) Ltd No. 12B Gregory's Road, Colombo 7. Tel: +94 11 2 358 700 / 20 Fax: +94 11 5 005 551 Email: info@navarasecurities.lk
LOLC Securities Limited No. 481, T.B. Jayah Mawatha, Colombo 10. Tel: +94 11 588 9889 Fax: +94 11 266 2883 E-Mail: info@lolcsecurities.com	

SEYLAN BANK PLC BRANCHES

BRANCH	ADDRESS	TELEPHONE
Ambalantota	154, Tissa Road, Ambalantota	0472225482
Aralaganwila	No. 14/82, Kolongas Junction, Aralaganwila.	0272257274
Akkaraipattu	Zakir City, Pothuvil Road, Akkaraipattu	0672279781
Aluthgama	No. 205A, Senaro Building, Galle Road, Aluthgama.	0342293501
Ambalangoda	No. 24A, Galle Road, Ambalangoda.	0912258010
Ampara	129, D.S. Senanayake Street, Ampara	0632224897
Anuradhapura	No.250, Maithreepala Senanayake Mw, Anuradhapura	0252224649
Attidiya	No.214, Main Road, Attidiya, Dehiwela	0112738453
Athurugiriya	No.111/2, Borella Road, Athurugiriya.	0112762849
Avissawella	No.71, Ratnapura Road, Avissawella	0362222007
Akuressa	No. 119 Deniyaya Road, Akuressa	0412284951
Balangoda	123, Barnes Ratwatte, Balangoda	045 2287007
Bambalapitiya	122.124, Galle Road, Colombo 04.	011 2506295
Batticaloa	No.06, Lloyds Av, Batticaloa	0652224419
Bandaragama	No.17A, Horana Rd, Bandaragama	0382290706
Badulla	No.10, Cocowatta Road, Badulla	0552223414
Baduraliya	No. 142, 143, 144, Ratnapura Road, Baduraliya	0342246716
Bandarawela	No.240, Badulla Rd, Bandarawela.	0572223144
Bogawantalawa	No. 79 Main Street, Bogawantalawa	0522267576
Borella	No 1119, Maradana Rd, Borella	011 2681190
Beliatte	No. 73 Tangalle Road, Beliatte	0472243619
Battaramulla	No.119A, Pannipitiya Rd, Battaramulla	0112876102
Boralesgamuwa	No.50, Dehiwela Rd, Boralesgamuwa	0112517548
Beruwela	No.82, Galle Rd, Beruwela	0342279887
Bowatta	No. 476/2, Kurunegala Road, Bowatta, Bingiriya	0322245771
Colombo Gold Centre	Shop No.47 & 51, Colombo Gold Centre, Central Super Market, Pettah.	011 2339840
Cinnamon Gardens	No 41, Alexander Place, Colombo 07.	011 2694966
Chavakachcheri	No. 179, 181, 183 & 185, Kandy Road, Chavakachcheri	0212270526
Chilaw	No.46, Kurunegala Rd, Chilaw	0322222121
Chankanai	Mallakkam Junction, Main St., Chankanai	0213205965
Chenkalady	Main St., Chenkalady	0653063525
Chunnakam	No. 130, Sir Ponnambalam Ramanathan Rd., K.K.S. Rd. Chunnakam	0212242901/3
Colombo Fort	No. 69, Janadipathi Mw, Colombo 01	0112445840
Dambulla	No.601, Anuradhapura Rd, Dambulla.	0662283022
Dehiwela	No.166D, Galle Rd, Dehiwela	0112726395

BRANCH	ADDRESS	TELEPHONE
Dehiattakandiye	No. 83/84, Main St, Dehiattakandiye	0272250268
Dankotuwa	No. 20, Negombo Road, Dankotuwa	0312265535/7
Dummalasuriya	No. 128, Main Street, Dummalasuriya	0322242221
Dam Street	No 203, Dam Street, Colombo 11	0112345797
Eheliyagoda	No. 65, Avissawella Road, Eheliyagoda	0362256995
Embilipitiya	New Town Rd, Embilipitiya	0472230340
Eppawala	No. 114/B, Talawa Road, Eppawala	0252249923
Gampaha	No.01, J Bauddhaloka Mw, Gampaha	0332222618
Godagama	No.157/A, High Level Road, Godagama	0112895741
Giriulla	No. 27, Maha Veediya (Negombo Road), Giriulla	0372289114
Godakawela	No. 54/B, Main St., Godakawela	0452240724
Galle	No.341, 1st Cross Street, Talbot Town, Galle.	0912223514
Galenbidunuwewa	Kahatagasdigiliya Road, Galenbidunuwewa.	0252258778
Gampola	No.44, Kandy Rd, Gampola	0812352741
Ganemulla	No.4/2, Kirindiwita Rd, Ganemulla	0332260230
Grandpass	No.401, Prince Of Wales Av, Colombo 14	0112331726
Gothatuwa	No.31, Gothatuwa New Town, Angoda.	0112410985
Hambanthota	No.57A, Tissa Road, Hambanthota.	0472220507
Hettipola	No. 169, Kurunegala Rd., Hettipola	0372291833
Hikkaduwa	No.271, Galle Road, Hikkaduwa	0912276964
Homagama	No.94, High Level Rd, Homagama	0114442021
Hingurakgoda	No.1314, Airport Rd, Hingurakgoda	0272246242
Horana	No.160/1/1, Ratnapura Rd, Horana	0342261176
Hatton	No.42, Dunbar Rd, Hatton.	0512222347
Havelock Town	No.164 166, Havelock Rd, Colombo 05	011 2596550
Ingiriya	No.23/1, Central Building, Padukka Rd, Ingiriya.	0342269754
Jaffna	No.141-143, Hospital Rd, Jaffna	0212223047
Ja-Ela	No.165 & 165 2/1, Colombo Rd, Ja-Ela.	011 2237421
Kalubowila	No.32, S De S Jayasinghe Mw, Kalubowila, Dehiwela	0114202648
Kamburupitiya	No. 05, Akuressa Rd., Kamburupitiya	0412292555
Kantale	No.189, Agrabodhi Mw, Kantale	0262234478
Kiribathgoda	No.173, Kandy Rd, Kiribathgoda	0112910581
Kochchikade	No.66, Chilaw Rd, Kochchikade	0312277661
Kandana	No. 82, Negombo Rd., Kandana	0112234207
Kaduruwela	No. 824A, Main St., Kaduruwela	0272225319
Kadawatha	No.28 B, Ganemulla Rd, Kadawatha.	0112925594
Kandy	No.21, Dalada Veediya, Kandy	0812232767
Kegalle	No.112, Colombo Rd, Kegalle.	0352223538

BRANCH	ADDRESS	TELEPHONE
Koggala	No.09, Export Processing Zone, Koggala, Habaraduwa.	0912283390
Kurunegala	No.87, Colombo Rd, Kurunegala	0372223581
Kotiyakumbura	No. 05, Main St., Kotiyakumbura	0352289035
Kekirawa	No.06, Yakalla Rd, Kekirawa.	0252264590
Kattankudy	No. 500B, 500C, New Kalmunai Road, Manchanthoduwal	0652247456
Kilinochchi	No.77-79, Kandy Rd, Kilinochchi.	0212285310
Kalutara	No.338, Main street, Kalutara	0342225035
Kelaniya	No.32, Kandy Road, Dalugama, Kelaniya	0112987321
Kalmunai	No.159, Batticaloa Rd, Kalmunai.	0672225841
Kottawa	No.360/2A, High Level Rd, Kottawa.	0112842682
Kalpitiya	No.73, Main Street, Kalpitiya.	0322260012
Kollupitiya	No.428, R.A. De Mel Mw, Colombo 03	0112576910
Karapitiya	No.108A, Karapitiya, Galle.	0912222537/9
Kirindiwela	No.89, Gampaha Rd, Kirindiwela.	033 2269709
Kirulapone	No.280 B, High Level Rd, Colombo 06.	0112829054
Kotahena	No.310, George R De Silva Mw, Colombo 13	0112447041
Katuneriya	No.99/1, Chilaw Road, Katuneriya.	0312255209
Katharagama	No.01, New Town, Katharagama.	0472236247
Katugasthota	No.81, Kurunegala Rd, Katugasthota	0812498778
Kuliyapitiya	No.137, Hettipola Rd, Kuliyapitiya	0372281450
Kalawanchikudy	No. 225, Main Street, Kalawanchikudy	0652251536
Katunayake	No.32, Dhammaloka Mw, Averiyawatte, Katunayake.	011 2252566
Millennium Branch	Seylan Towers, No.90, Galle Rd, Colombo 03	0112456135
Matara Bazaar	No.167/A, New Tangalle Rd, Kotuwegoda, Matara.	0412238395/7
Marandagahamula	No. 150, Divulpitiya Rd., Marandagahamula	0312246377
Maradana	No.250, Sri Sangaraja Mw, Colombo 10	0112473281
Medawachchiya	No.82/C, Jaffna Rd, Medawachchiya.	0252245383
Meegoda	Meegoda Economic Centre Complex, Old Rd, Meegoda	0112830820
Moneragala	No.94/3, New bus stand, Moneragala	0552276212
Maharagama	No.134, 134/1, 136, High Level Rd, Maharagama	0112841997
Mahiyanganaya	No.13, Kandy Road-South, Mahiyanganaya	0552258112
Malabe	No.11, Athurugiriya Rd, Malabe	0114547400
Mount Lavinia	No.198, Galle Rd, Ratmalana.	0112731266
Minuwangoda	No.40, Cargills Building, Colombo Rd, Minuwangoda.	0112299004
Manampitiya	No.9/B, Main Street, Manampitiya	0272224455
Mannar	No.54, Main Street, Ward No.5, Mannar	0232223241
Moratuwa	No. 433, Galle Rd, Rawathawatte, Moratuwa.	0112655555
Manipay	No. 103, Jaffna Road, Manipay	0212255526

BRANCH	ADDRESS	TELEPHONE
Mirigama	No.70/1, Giriulla Rd, Mirigama.	0332273001
Matara	No.58, Esplanade Rd, Matara	0412221181
Matugama	No.121, Agalawatta Rd, Matugama.	0342247544
Matale	No.166-168, Main Street, Matale	0662223241
Moratumulla	No. 242 (330 & 330/1), De Soysa Rd., Moratumulla, Moratuwa	0112652084
Mullaitivu	P W D Road, Mullaitivu	0212290065
Mutwal	No. 677, Aluth Mawatha Rd, Colombo 15.	0112524138
Mawathagama	No.69/A, Kurunegala Rd, Mawathagama	0372298666
Mawanella	No.1/3, New Kandy Rd, Mawanella.	0352246007
Nochchiyagama	No. 411, Puttalam Road, Nochchiyagama	0252257220
Negombo	No.141, Rajapakse Broadway, Negombo	0312224334
Nelliady	No. 157/1, Jaffna Road, Nelliady	0213205961
Nawalapitiya	No. 13/A, Urban Council Road, Nawalapitiya	0542222056
Nuwara Eliya	No.48, Park Rd, Nuwara Eliya.	0522223026
Narammala	No.150, Kurunegala Rd, Narammala	0372248764
Nugegoda	No.211, High Level Rd, Nugegoda.	0112811180
Nawala	No.48/A, Narahenpita Rd, Nawala	0112806727
Nittambuwa	No.195/1, Colombo Rd, Nittambuwa.	0332295270
Nittambuwa	No. 195/1, Colombo Road, Nittambuwa	0332295270
Old Moor Street	No.315-317, Old Moor Street, Colombo 12	0112447537
Pannala	No.22, Negombo Rd, Pannala	0372245532
Padukka	No. 36A, Colombo Rd, Padukka	0112830365
Pelmadulla	No. 17, Galwatta Road, Pelmadulla	0452275034
Pettah	No.96, Main Street, Colombo 11	0112337823
Pitakotte	No.143A, Pagoda Rd, Pitakotte.	0112827871
Pallekele	Kandy Industrial Park, BOI, Pallekele	0812423958
Piliyandala	No.07, Old Road, Piliyandala.	0112604982
Pilimathalawa	No. 225, Colombo Road, Pilimathalawa	0812069706
Panadura	No.372, Galle Rd, Panadura	0382233172
Peradeniya	No.670, Peradeniya Road, Kandy.	0812068041
Pussellawa	No.429, Nuwara Eliya Road, Pussellawa	0812478131
Puttalam	No.14, Kangani Kulam Street, Puttalam.	0322265194
Pothuvil	Main St., Pothuvil Town, Pothuvil 12	0632248515
Padaviya	No. 387A, Bandaranayaka Mawatha, Padavi Parakramapura	0252253003
Raddolugama	No.171, National Housing scheme, Raddolugama.	0112292778
Rideegama	No. 02, Dodangaslanda Road, Rideegama	0372252690
Ratnapura	No.06, Goodshed Road, Ratnapura.	0452225801

BRANCH	ADDRESS	TELEPHONE
Ranpokunagama	No.01, Maduwegedara, Nittambuwa.	0332282242
Ruwanwella	No. 88 Main St., Ruwanwella	0362267446
Sarikkamulla	No. 97, Old Galle Road, Sarikkamulla, Panadura	0382235265
Sammanthurai	No. 113, Hijra Junction, Ampara 1st Lane, Sammanthurai	0672261284
Siyambalanduwa	In front of fuel station, Pothuvil Road, Siyambalanduwa	0552279138
Soysapura	No.05, Angulana Junction, Katubedda, Moratuwa	0112622756
Trincomalee	No.289, Central Rd, Trincomalee.	0262227701
Tissamaharama	No. 169, Kachcheiyagama, Hambanthota Road, Tissamaharama	0472237161
Thalawakele	No.43A, Kotmale Rd, Thalawakele	0522258635
Udappu	Division No. 06, Main Street, Udappu	0322258830
Union Place	No. 115, Union Place, Colombo 02	0112546395
Veyangoda	No.95, Negombo Road, Veyangoda	0332295050
Vavuniya	No.45, 2nd Cross Street, Vavuniya.	0242222633
Wadduwa	No.14, Station Rd, Wadduwa.	0382294672
Wijerama	No.675/1, High Level Rd, Wijerama.	0112803001
Warakapola	No.192, Main Street, Warakapola.	0352267628
Welimada	No. 107, Nuwara Eliya Rd, Welimada	0572245617
Weliweriya	No.477/20/15, Edwin Estate, Main Street, Weliweriya.	0332255291
Wennappuwa	No.17/1, Chilaw Road, Wennappuwa	0312262967
Wattala	No.276, Negombo Rd, Wattala	0114814717
Wariyapola	No. 105, Kurunegala Road, Wariyapola	0372268598
Wellawatte	No.445, Galle Rd, Colombo 06	011 2361823
Yakkala	No.184, Kandy Rd, Yakkala	0332226378
Yatiantota	No. 51/1/2, Ginigathhena Road, Yatiantota	0362271480

ANNEXURE 6

CUSTODIAN BANKS

Bank of Ceylon Head Office 11th Floor, 04, Bank of Ceylon Mawatha, Colombo 01. Tel: +94 112 204064	The Hongkong and Shanghai Banking Corporation Limited 24, Sir Baron Jayathilake Mawatha, Colombo 01. Tel: +94 11 2 325 435, +94 11 2 446 591, +94 11 2 446 303
Citi Bank, N A 65 C, Dharmapala Mawatha, P. O. Box 888, Colombo 07. Tel: +94 114 794728	People's Bank Head Office - Treasury, 5th Floor, Sir Chittampalam A. Gardiner Mawatha, Colombo 02. Tel: +94 11 2 206782
Commercial Bank of Ceylon PLC Commercial House 21, Bristol Street, P.O. Box 853, Colombo 01. Tel: +94 11 2 445 010-15	Public Bank Berhad 340, R A De Mel Mawatha, Colombo 03. Tel: +94 11 2 576 289, +94 11 7 290 200-7
Deutsche Bank AG P.O. Box 314, 86, Galle Road, Colombo 03. Tel: +94 11 2 447 062 / 011 2 438 057	Standard Chartered Bank 37, York Street, P. O. Box 112, Colombo 01. Tel: +94 112 480450
Hatton National Bank PLC HNB Towers, 479, T. B. Jayah Mawatha, Colombo 10. Tel: +94 112 661 762	Sampath Bank PLC 110, Sir James Peiris Mawatha, Colombo 02. Tel: +94 115 331458, +94 114 730662
Union Bank of Colombo PLC 64, Galle Road, Colombo 03. Tel: +94 112 374205	State Bank of India 16, Sir Baron Jayathilake Mawatha, Colombo 01. Tel: +94 114 622350
Nations Trust Bank PLC 256, Sri Ramanathan Mawatha, Colombo 15 Tel: +94 114 313131	Seylan Bank PLC Level 8, Ceylinco Seylan Towers, 90, Galle Road, Colombo 03. Tel: +94 11 4 701 812, 011 4 701 819
Pan Asia Banking Corporation PLC Head Office 450, Galle Road, Colombo 03. Tel: +94 11 2 565 565	

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