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சியபத பிளான்ஸ்
Siyapatha Finance

(Finance Company of Sampath Bank Group)

Prospectus

Siyapatha Finance PLC

Debenture Issue 2019

Joint Managers to the Issue



SIYAPATHA FINANCE PLC



**සියපත ෆිනෑන්ස්
சிப்பத பிணான்ஸ்
Siyapatha Finance**

(Finance Company of Sampath Bank Group)

PROSPECTUS

**FOR AN INITIAL ISSUE OF 10,000,000 (TEN MILLION) LISTED RATED UNSECURED SUBORDINATED
REDEEMABLE FIVE YEAR (2019/2024) DEBENTURES OF LKR 100/- EACH, TO RAISE
SRI LANKAN RUPEES ONE BILLION (LKR 1,000,000,000/-)
WITH AN OPTION TO ISSUE UPTO A FURTHER FIVE MILLION (5,000,000)
OF SAID DEBENTURES TO RAISE UP TO
SRI LANKAN RUPEES FIVE HUNDRED MILLION (LKR 500,000,000/-),
AT THE DISCRETION OF THE COMPANY IN THE EVENT OF
AN OVERSUBSCRIPTION OF THE INITIAL ISSUE**

**MAXIMUM ISSUE WILL NOT EXCEED FIFTEEN MILLION (15,000,000)
OF SAID DEBENTURES OF A VALUE OF
SRI LANKAN RUPEES ONE BILLION AND FIVE HUNDRED MILLION (LKR 1,500,000,000/-)**

TO BE LISTED ON THE COLOMBO STOCK EXCHANGE

Issue Rating BBB+ (Ika) by Fitch Ratings Lanka Limited

**ISSUE OPENS ON
01st August 2019**

Joint Managers to the Issue



This Prospectus is dated 26th July 2019

The CSE has taken reasonable care to ensure full and fair disclosure of information in this Prospectus. However, the CSE assumes no responsibility for accuracy of the statements made, opinions expressed or reports included in this Prospectus. Moreover, the CSE does not regulate the pricing of the Debentures issued herein. Please note that the company is bound by the enforcement rules set out in the CSE Listing Rules (as applicable).

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

If you are in doubt regarding the contents of this document or if you require any clarification or advice in this regard, you should consult the Manager to the issue, your Stockbroker, Lawyer or any other Professional Advisor.

Responsibility for the Content of the Prospectus

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

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

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

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

Registration of the Prospectus

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

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

- f) The written consent of the Registrars to the Issue for the inclusion of their name in the Prospectus as Registrars to the Issue.
- g) The written consent of the Lawyers to the Issue for the inclusion of their name in the Prospectus as Lawyers to the Issue.
- h) The written consent of the Joint Managers to the Issue for the inclusion of their names in the Prospectus as Joint Managers to the Issue.
- i) The declaration made and subscribed to, by each of the Directors of the Company herein named as a Director, jointly and severally confirming that each of them have read the provisions of the Companies Act and the CSE Listing Rules relating to the Issue of the Prospectus and that those provisions have been complied with.

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

Registration of the Prospectus in Jurisdictions Outside of Sri Lanka

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

Representation

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

Forward Looking Statements

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

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

Such factors may cause actual results, performance and achievements to materially differ from any future results, performance or achievements expressed or implied by Forward Looking Statements herein. Forward Looking Statements are also based on numerous assumptions regarding the Company's present and future business strategies and the environment in which the Company will operate in the future.

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

Presentation of Currency Information and Other Numerical Data

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

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

IMPORTANT

All Applicants should indicate in the Application for Debentures, their Central depository Systems (Private) Limited (CDS) account number.

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

As per the Directive of the Securities & Exchange Commission of Sri Lanka made under Circular No.08/2010 dated 22nd November 2010 and Circular No.13/2010 issued by the CDS dated 30th November 2010, all Debentures are required to be directly deposited in to the CDS. To facilitate compliance with this directive, all Applicants are required to indicate their CDS account number.

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

PLEASE NOTE THAT DEBENTURE CERTIFICATES WILL NOT BE ISSUED.

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

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

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

ISSUE AT A GLANCE

Issuer	Siyapatha Finance PLC														
Instrument	Listed Rated Unsecured Subordinated Redeemable Debentures														
Listing	The Debentures will be listed on the Colombo Stock Exchange														
Number of Debentures to be Issued	An initial Issue of Ten Million (10,000,000) Listed Rated Unsecured Subordinated Redeemable Debentures, with an option to issue up to a further Five Million (5,000,000) of said Debentures at the discretion of the company in the event of an over subscription to the initial issue.														
Amount to be Raised	Sri Lankan Rupees One Billion (LKR 1,000,000,000/-) with an option to issue up to a further Sri Lankan Rupees Five Hundred Million (LKR 500,000,000/-) at the discretion of the company in the event of an over subscription of the initial issue.														
Entity Rating	“A-(Ika)/Stable” by Fitch Ratings Lanka Limited														
Issue Rating	“BBB+(Ika)” by Fitch Ratings Lanka Limited														
Issue Price	LKR 100/- per each Debenture														
Par Value	LKR 100/- per each Debenture														
Details of Debentures	<table><tr><th>Type of Interest</th><th>Interest Frequency</th><th>Interest Rate (per annum)</th><th>Annual Effective Rate (AER)</th><th>Redemption (from the date of allotment)</th></tr><tr><td>Fixed</td><td>Annually</td><td>13.33%</td><td>13.33%</td><td>60 months (5 Years)</td></tr></table>					Type of Interest	Interest Frequency	Interest Rate (per annum)	Annual Effective Rate (AER)	Redemption (from the date of allotment)	Fixed	Annually	13.33%	13.33%	60 months (5 Years)
Type of Interest	Interest Frequency	Interest Rate (per annum)	Annual Effective Rate (AER)	Redemption (from the date of allotment)											
Fixed	Annually	13.33%	13.33%	60 months (5 Years)											
Number of Debentures to be Subscribed	A minimum of One Hundred (100) Debentures (LKR 10,000/-) and in multiples of One Hundred (100) Debentures (LKR 10,000/-) thereafter														
Interest Payment Date(s)	<p>The dates on which payment of interest in respect of the Debentures shall fall due, which shall be twelve months from the Date of Allotment and every twelve months therefrom of each year from the Date of Allotment until the Date of Redemption and includes the Date of Redemption.</p> <p>Interest would be paid not later than three (03) Working Days from each Interest Payment Date. The final interest payment will be paid together with the principal sum within three (03) working days from the Date of Redemption/Maturity.</p>														
Mode of Payment of Principal Sum and Interest	<p>Through an electronic fund transfer mechanism recognized by the banking system of Sri Lanka such as SLIPS and RTGS, in the event accurate bank details have been provided, or by crossed cheque marked “Account Payee Only” in the event accurate bank details have not been provided.</p> <p>RTGS transfers however could be effected only for amounts over and above the maximum value that can be accommodated via SLIPS transfers (i.e. LKR 5,000,000/- as of the date of this Prospectus).</p>														
Issue Opening Date	01 th August 2019														

Closure Date of the Subscription List	<p>22nd August 2019 or such earlier date on which the initial Ten Million (10,000,000) Debentures are fully subscribed, unless otherwise decided by the Company to keep the Subscription List open until subscription of a further Five Million (5,000,000) Debentures or part thereof as may be decided by the Company.</p> <p>In the event the Board of Directors of the Company decides to close the Debenture Issue without the full subscription of the initial Ten Million (10,000,000) Debentures, such decision is to be notified to the CSE on the day such decision is made and the subscription list will be closed on the following Market day. (refer section 5.2)</p>
Date of Allotment	The date on which the Debentures will be allotted by the Company to Applicants subscribing thereto.
Basis of Allotment	<p>In the event of an Oversubscription, the Board of Siyapatha will endeavor to decide the basis of allotment in a fair manner as soon as practicable so as to ensure compliance with the CSE Listing Rules. Upon the allotments being decided, an announcement will be made to the CSE.</p> <p>The Board however shall reserve the right to allocate up to 75% of the number of Debentures to be issued under this Prospectus on a preferential basis, to identified institutional investor/s of strategic and operational importance with whom the Company might have mutually beneficial relationships in the future.</p> <p>Number of Debentures to be allotted to identified institutional investor/s of strategic and operational importance, on a preferential basis or otherwise will not exceed 75% of the total number of Debentures to be issued under this Prospectus under any circumstances, unless there is an under subscription from the other investors (investors that do not fall under preferential category)</p> <p>The Company has not identified any related parties for any allotment of the Debentures on a preferential basis as at the date of the Prospectus. In the event any related party is allotted any Debentures on a preferential basis or any party to whom Debentures are allotted on a preferential basis becomes a related party prior to the Date of Redemption, the Directors of Siyapatha will undertake to make an immediate disclosure to the CSE to this effect in compliance with section 9 of the CSE Listing Rules (as applicable).</p>

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1.0 CORPORATE INFORMATION

The Company/ Issuer	Siyapatha Finance PLC
Legal Status	A Public Limited Liability Company incorporated in Sri Lanka on 3 rd March 2005 under the Companies Act No. 17 of 1982 and a finance company licensed under the Finance Business Act No. 42 of 2011. Re-registered on 18 th March 2009 under the Companies Act No. 7 of 2007. Listed on the CSE on 31 st December 2014.
Company Registration No.	PB 917 PQ
Date of Incorporation	3 rd March 2005
Place of Incorporation	Colombo, Sri Lanka
Head Office	Siyapatha Finance PLC No.46/12, Nawam Mawatha, Colombo 02.
Registered/ Business Office	Siyapatha Finance PLC No.110, Sir James Peiris Mawatha, Colombo 02. Tel : +94 11 7 605 605 Fax : +94 11 7 605 606 E-mail: info@siyapatha.lk Website: www.siyapatha.lk
Secretary to the Company	Mr. S. Sudarshan Chartered Corporate Secretary Siyapatha Finance PLC No. 110, Sir James Peiris Mawatha, Colombo 02. Tel : +94 11 4 730 409 Fax : +94 11 2 303 070
Auditors to the Company	Ernst & Young, Chartered Accountants No. 201, De Saram Place, Colombo 10.
Credit Rating Agency	Fitch Ratings Lanka Limited No. 15-04, East Tower, World Trade Centre, Colombo 01. Tel: +94 11 2 541 900 Fax: +94 11 2 501 903
Issuer Rating	"A-(Ika)/Stable" by Fitch Rating Lanka Limited

Board of Directors	Mr. C. P. Palansuriya - Chairman, Non-Independent, Non-Executive Director
	Mr. W. M. P. L. De Alwis - Deputy Chairman, Independent, Non-Executive Director
	Dr. H. S. D. Soysa – Senior Independent, Non-Executive Director
	Mr. H. M. A. Seneviratne - Managing Director, Executive Director
	Mr. L. T. Ranwala - Non-Independent, Non-Executive Director
	Mr. P. S. Cumaranatunga - Independent, Non-Executive Director
	Mr. Y. S. H. R. S. Silva - Non-Independent, Non-Executive Director
	Mr. J. Selvaratnam - Non-Independent, Non-Executive Director
	Mr. J. H. Gunawardena - Independent, Non-Executive Director

2.0 RELEVANT PARTIES TO THE ISSUE

Joint Managers to the Issue	<p>NDB Investment Bank Limited Level 1, NDB Capital Building, No. 135, Bauddhaloka Mawatha, Colombo 04.</p> <p>Tel : + 94 11 2300385-90 Fax : +94 11 2300393</p> <p>Capital Alliance Partners Limited Level 5, “Millennium House”, 46/58, Navam Mawatha, Colombo 02.</p> <p>T: +94 11 2317777 F: +94 11 2317788</p>
Lawyer to the Issue	<p>Nithya Partners 97 A, Galle Road, Colombo 03.</p> <p>T: +94 11 4712625 F: +94 11 2328817</p>
Registrar to the Issue	<p>S S P Corporate Services (Pvt) Limited No. 101 Inner Flower Road, Colombo 03.</p> <p>Tel: +94 112 573 894 Fax: +94 112 573 609</p>
Bankers to the Issue	<p>Sampath Bank PLC 110, Sir James Peiris Mawatha, Colombo 02.</p> <p>T:+94 11 2303050 F:+94 11 4712013</p>
Rating Agency to the Issue	<p>Fitch Ratings Lanka Limited No. 15-04, East Tower, World Trade Centre, Colombo 01.</p> <p>Tel: +94 11 2541900 Fax:+94 11 2501903</p>

Trustee to the Issue	Bank of Ceylon Head Office, Bank Square, No 1, Bank of Ceylon Mawatha, Colombo 01. T:+ 94 11 2340890 F:+ 94 11 2340890
Auditors/ Reporting Accountants to the Issue	Ernst & Young, Chartered Accountants No. 201, De Saram Place, Colombo 10. T: +94 11 2463500 F: +94 11 2697369

3.0 LIST OF ABBREVIATIONS

AER	Annual Effective Rate
ATS	Automated Trading System
AWPLR	Average Weighted Prime Lending Rate
CAL	Capital Alliance Partners Limited
CBSL	Central Bank of Sri Lanka
CDS	Central Depository Systems (Private) Limited
CSE	Colombo Stock Exchange
FY	Financial Year
IIA	Inward Investment Account
LCB	Licensed Commercial Bank
NDBIB	NDB Investment Bank Limited
NIC	National Identity Card
POA	Power of Attorney
RGFCA	Resident Guest Foreign Currency Account
RTGS	Real Time Gross Settlement
Rs./LKR/Rupees	Sri Lankan Rupees
SEC	Securities and Exchange Commission of Sri Lanka
SLIPS	Sri Lanka Interbank Payment System
USD	US Dollar
VAT	Value Added Tax
WHT	Withholding Tax
YoY	Year on Year

4.0 GLOSSARY OF TERMS RELATED TO THE ISSUE

Applicant	Any person who submits an Application Form under this Prospectus.
Application Form/Application	The Application Form that constitutes part of this Prospectus through which the investors may apply for the Debentures in Issue.
Board/Board of Directors/Directors	The Board of Directors of Siyapatha Finance PLC.
Company/Siyapatha/Issuer	Siyapatha Finance PLC
Closure Date	The date of closure of the subscription list as set out in Section 5.2 of this Prospectus.
Date of Allotment	The date on which the Debentures will be allotted by the Company to Applicants subscribing thereto.
Date of Redemption	The date on which Redemption of the Debentures will take place as referred to in Section 5.7 of this prospectus.
Debentures	Listed Rated Unsecured Subordinated Redeemable Debentures to be issued pursuant to this Prospectus.
Debenture Holder(s)	Any person who is for the time being the holder of the Debentures and includes his/her respective successors in title.
Entitlement Date	The Market Day immediately preceding the Interest Payment Date or Date of Redemption.
Interest Payment Date(s)	<p>The dates on which payment of interest in respect of the Debentures shall fall due, which shall be twelve (12) months from the Date of Allotment and every twelve (12) months therefrom of each year from the Date of Allotment until the Date of Redemption and includes the Date of Redemption.</p> <p>Interest would be paid not later than three (03) Working Days from each Interest Payment Date.</p>
Interest Period	The twelve (12) month period from the date immediately succeeding a particular Interest Payment Date and ending on the next Interest Payment Date (inclusive of the aforementioned commencement date and end date) and shall include the period commencing from the Date of Allotment and ending on the first Interest Payment Date (inclusive of the aforementioned commencement date and end date) and the period from the date immediately succeeding the last Interest Payment Date before the Date of Redemption and ending on the date immediately preceding the Date of Redemption (inclusive of the aforementioned commencement date and end date).
Issue	The offer of Debentures pursuant to this Prospectus.
Issue Price	LKR 100/- per each Debenture.
Local Time	Sri Lanka Time (UTC+05:30)
Market Day	Any day on which trading takes place at the CSE.

Non-Resident(s)	Persons resident outside Sri Lanka including country funds, regional funds, investment funds and mutual funds established outside Sri Lanka.
Par Value	LKR 100/- per Debenture
Principal Sum	The product of the number of Debentures allotted and the Par Value.
Prospectus	This Prospectus dated 26 th July 2019 issued by Siyapatha Finance PLC.
Redemption	Repayment of the Principal sum and unpaid and accrued interest (if any) with regard to a Debenture to a Debenture Holder by the Company.
Subordinated	In relation to the Debentures, Subordinated means the claims of the Debenture Holders shall, in the event of winding up of the Company, rank after all the claims of secured and other unsecured creditors of the Company and any preferential claims under any Statutes governing the Company but <i>pari passu</i> to the claims of the subordinated creditors of the Company and shall rank in priority to and over the claims and rights of the ordinary and preference Shareholder/s of the Company.
Trustee	Bank of Ceylon
Trust Deed	Trust Deed executed between Siyapatha and Bank of Ceylon, Colombo on 15 th July 2019
Unsecured	Repayment of the Principal Sum and payment of interest on the Debentures are not secured by a charge on any assets of the Issuer.
Working Day	A day (other than a Saturday or Sunday or any statutory holiday) on which licensed commercial banks are open for business in Sri Lanka.

5.0 PRINCIPAL FEATURES OF THE RATED UNSECURED SENIOR REDEEMABLE DEBENTURES

5.1 INVITATION TO SUBSCRIBE

The Board of Directors of Siyapatha Finance PLC (hereinafter referred to as the “Board”) by resolution 28th May 2019 resolved to raise a sum of up to Rupees One Billion (LKR 1,000,000,000/-) by an Initial Issue of up to Ten Million (10,000,000) Debentures each with a Par Value of Sri Lankan Rupees One Hundred (LKR 100/-) and to raise a further sum of Rupees Five Hundred Million (LKR 500,000,000/-) by an issue of further Five Million (5,000,000) Debentures, in the event of an over subscription of the initial issue. As such a maximum amount of Rupees One Billion and Five Hundred Million (LKR 1,500,000,000/-) would be raised by the issue of a maximum of Fifteen Million (15,000,000) Debentures each with the Par Value of Sri Lankan Rupees One Hundred (LKR 100/-).

Siyapatha invites Applications for Debentures which will rank equal and *pari passu* with each other in all respects. The claims of the Debenture Holders shall in the event of winding up of the Company rank after all the claims of secured and other unsecured creditors of the Company and any preferential claims under any Statutes governing the Company, but shall rank *pari passu* to other subordinated creditors and shall rank in priority to and over the claims and rights of the ordinary and preference shareholder/s of the Company.

It is the intention of the Company to list the Debentures on the CSE. The CSE has given its in-principle approval for the listing of the Debentures on the CSE.

5.2 SUBSCRIPTION LIST

The Subscription List for the Listed, Rated, Unsecured, Subordinated, and Redeemable Debentures pursuant to this Prospectus will open at 9.00 a.m. on 01st August 2019 and shall remain open for Fourteen (14) Market Days until closure at 4.30 p.m. on 22nd August 2019.

However, the subscription list will be closed on an earlier date at 4.30 p.m. with notification to the CSE on the occurrence of the following:

- The maximum of Fifteen Million (15,000,000) Debentures being fully subscribed; or
- The Board of Directors of the Company decides to close the Issue upon the initial Issue of Ten Million (10,000,000) Debentures becoming fully subscribed.

In the event the Board of Directors of the Company decides to exercise the option to issue further up to Five Million (5,000,000) Debentures [having subscribed the initial Issue of Ten Million (10,000,000) Debentures] but subsequently decides to close the subscription list upon part of the further Issue of Five Million (5,000,000) Debentures becoming subscribed, such decision is to be notified to the CSE on the day such decision is made and the subscription list will be closed on the following Market Day at 4.30 p.m.

In the event the Board of Directors of the Company decides to close the Debenture Issue without the full subscription of the initial Issue of Ten Million (10,000,000) Debentures, such decision is to be notified to the CSE on the day such decision is made and the subscription list will be closed on the following Market Day at 4.30 p.m.

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

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

5.3 TYPE OF DEBENTURES

The Issue consists of only one type of Debentures, i.e. Debentures with fixed coupon rates each with a par value of Rupees One Hundred (LKR 100/-).

Type of Interest	Tenure	Interest Rate (per annum)	Annual Effective Rate (AER) (per annum)	Interest Payment frequency
Fixed Rate	5 years	13.33% p.a.	13.33% p.a.	Annually

5.4 OBJECTIVES OF THE ISSUE & SPECIFIC RISKS RELATING TO THE OBJECTIVES OF THE DEBENTURE ISSUE

Main Objective of the Debenture Issue is to

Expand and strengthen the capital base of the Company and to maintain the Capital Adequacy requirements as stipulated by the CBSL. The proposed Issue would reinforce the Company's Tier II capital and facilitate future expansion of operations and the asset base.

Capital Adequacy Ratio of the Company as at 31st March 2019 and the immediate effect of the proposed Debenture Issue on Total capital are as follows;

	As at 31 st March 2019	In the event of successful allotment of Debentures of LKR 1.0 Billion*	In the event of successful allotment of Debentures of LKR 1.5 Billion**
Total Capital (LKR'000)	4,359,658	5,076,272	5,076,272
Total Capital Ratio <i>(Minimum Requirement; Up to 30th June 2019 – 10.00%, Effective from 01st July 2019 – 10.50%)</i>	11.77%	13.70%	13.70%

With effect from 01 July 2019, the required minimum capital adequacy ratios of Tier I and Total capital ratio has increased to 6.5% and 10.5% respectively.

As at 31st March 2019, the Tier I Capital and Tier II Capital of Siyapatha amounted to LKR 3,433.23 Million and LKR 1,000.00 Million respectively. However, as per the CBSL Capital Adequacy computation guidelines, the total approved Tier II instruments shall not exceed 50% of the total Tier I Capital and as such the maximum eligible Tier II Capital as at 31st March 2019 amounts to LKR 1,716.61 Million.

***In the event of successful allotment of Debentures of LKR 1.0 Billion:**

As per the CBSL Capital Adequacy computation guidelines, the Company will be eligible to immediately recognize only a maximum of LKR 716.61 Million of the total debenture proceeds under its Tier II capital. Subsequently, as per the CBSL Capital Adequacy computation guidelines, the Company will be eligible to include another LKR 200.0 Million under its Tier II capital on the 31st October 2019. Upon the maturity of existing Debentures on 24th December 2019, the Company will be eligible to include the balance proceeds of the proposed Debenture Issue amounting to LKR 83.39 Million under its Tier II capital and will reflect the same in the 31st December 2019 financial statements.

****In the event of successful allotment of Debentures of LKR 1.5 Billion:**

As per the CBSL Capital Adequacy computation guidelines, the Company will be eligible to immediately recognize only a maximum of LKR 716.61 Million of the total debenture proceeds under its Tier II capital. Subsequently, as per the CBSL Capital Adequacy computation guidelines, the Company will be eligible to include another LKR 200.0 Million under its Tier II capital on the 31st October 2019. Upon the maturity of existing Debentures on the 24th December 2019, the Company will be eligible to include further LKR 200.0 Million under its Tier II capital.

Considering the effect of the increase in Retained Earnings on the Tier I capital which in turn would increase the eligible Tier II capital, and as per the CBSL Capital Adequacy computation guidelines, the Company is expecting to include the balance proceeds of the proposed Debenture Issue under its Tier II capital by 31st October 2020, thereby fully recognizing the proposed Debenture issue proceeds under Tier II capital.

Further, the 5 year duration of the Debentures will enable the Company;

- To minimize mismatch of durations between assets and liabilities of the Company's Balance Sheet
- To manage the volatility in Net Interest Margin through securing funding with 5 year maturity cycle in line with the maturities of the lending portfolio

The proceeds of the Debenture Issue will be utilized to expand the Company's loan book via diverse lending products in the ordinary course of business.

Funds will be utilised on new gross loan disbursements over a period of one month. The gross loan disbursements during the past 06 months averaged to LKR 3.0 Billion per month. The funds collected for the Debenture Issue would be retained in the Debenture collection account prior to disbursements.

It should be noted that the proceeds of the Issue would be utilized for new loan disbursements from the date of receipt of the same. Such proceeds will not be utilized to settle any outstanding borrowings of the Company.

Latest interim Financial Statements show a growth in loan portfolio of LKR 1.86 Billion (approximately) for the period between December 2018 to March 2019. This is the net growth in loan portfolio. Net growth refers to new disbursements less settlements in the ordinary course of the business.

However, if the Company fails to lend these funds due to a systematic risk (which is an improbable occurrence), the Company would opt to invest the Debenture proceeds in government securities at zero default risk until the funds are fully utilized.

In the event the proceeds are fully utilised in terms of the objectives disclosed in the Prospectus prior to submission of the Company's next immediate financial statements (i.e. either Interim Financial Statements or Annual Report), the Company to disclose the fact that the proceeds have been utilised in its entirety as per the below template.

The utilization of the proceeds of the Debenture Issue will be disclosed in the Annual Report and the Interim Financial Statements of the Company in the following format from the Issue Opening Date and until the objectives of the Debenture Issue are achieved.

Debenture Issue proceeds utilization as at (dd-mm-yyyy)

Objective Number	Objective as per Prospectus	Amount allocated as per Prospectus in LKR	Proposed Date of Utilization as per Prospectus	Amount allocated from proceeds in LKR (A)	% of Total Proceed	Amounts utilized (LKR) (B)	% of utilization against allocation (B/A)	Clarification if not fully utilized including where the funds are invested (eg: whether lent to related party/s etc.)
1	Expand and Strengthen the capital base of the Company	Initial Issue of LKR 1.0 Bn and a maximum Issue of LKR 1.5 Bn	Immediately LKR 716.61 Mn By 31 st Oct 2019 LKR 200.00 Mn By 31 st Dec 2019 LKR 200.00 Mn By 31 st Oct 2020 LKR 383.39 Mn	To be disclosed in the Annual Report and the Interim Financial Statements				
2	Expand future operations and the Asset base of the Company		Over a period of one month from the Date of Allotment					

Further, the Company will not seek the shareholders' approval for the Issue as it is not applicable as per the Articles of Association of the Company. The Company has also obtained the CBSL approval for the Debenture Issue via CBSL letter dated 21st June 2019. Further, the Company has requested approval from the Monetary Board on 27th June 2019 to include the debenture proceeds under Tier II capital and the Company is awaiting approval for the same.

The Company will utilize the proceeds of the Issue in the ordinary course of business and no such lending activities will be extended to related parties.

The Company utilized the proceeds of the Debenture Issue concluded in September 2017, towards the achievement of the objectives of the Issue.

Specific Risk Relating to Objectives

Dependency of proceeds of the Issue to achieve the objectives is marginal as the Company in the ordinary course of business has access to multiple sources of funds such as different types of deposits and borrowings.

Based on the Company's experience, there is a strong growth in the loans and advances portfolio of the Company and the Company experiences a growth of LKR 5.70 Billion and LKR 1.86 Billion in net Lease receivables and loans during the year 2018 and three months period ended 31 March 2019. As there is no specific factor that may lead to non-achievement of expanding the Company's Lending Portfolio within the specified timeline via the proceeds of the Issue of LKR 1.50 Billion. However, in the highly unlikely event, the company fails to lend these funds due to an unforeseen reason; the funds would be invested in Government Securities at zero risk.

5.5 PAYMENT OF INTEREST

The Debentures will carry a fixed rate of interest of Thirteen decimal Thirty Three per centum (13.33%) per annum, payable annually on the respective Interest Payment Dates (AER of 13.33%).

Interest on the Debentures accruing on a daily basis will be paid annually from the Date of Allotment until the Date of Redemption on the outstanding Principal Sum.

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

In order to accommodate the debenture interest cycles in the CDS System of the CSE, the payment of interest for a particular Interest Payment Date will include Debenture Holders, holding Debentures in the CDS as of the Entitlement Date.

5.6 APPLICATION OF TAX ON INTEREST PAYMENTS

Payment of the interest on the Debentures will be made after deducting any taxes and charges thereon (if any) in Sri Lanka Rupees as per the applicable laws prevalent at the time of interest payment to the Debenture Holders. As at the date of the Prospectus, the applicable Withholding Tax (WHT) rate is 5%.

5.7 REDEMPTION

The Redemption of the Debentures will take place on the date of which five (05) years from the Date of Allotment expires in accordance with the provisions of the Trust Deed.

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

Notwithstanding the foregoing, these Debentures may be redeemed by the Company prior to maturity in accordance with Clause 4.3 of the Trust Deed which provides for the Company to redeem the Debentures before maturity subject to prior written consent of the Central Bank of Sri Lanka and the approval of the holders of 2/3 of the par value of the Debentures outstanding.

The Debenture Holders will not have any right or option to call for Redemption of the Debentures before the Date of Redemption of such Debentures, except in the circumstances specified in the Trust Deed.

5.8 PAYMENT METHOD

Payment of principal and interest will be made after deducting taxes at source, (if applicable) in Sri Lankan Rupees to the registered Debenture Holders only as of the Entitlement Date. In the case of joint Debenture Holders, the payment of principal sum and interest will be made to the one whose name stands first in the register of Debenture Holders on the date of payment.

In the event accurate bank account details are provided to the CDS by the Debenture Holders, the payment of Principal Sum and interest shall be made to Debenture Holders through an electronic fund transfer mechanism recognized by the banking system of Sri Lanka such as RTGS (arranged only at the expense of the investor) or SLIPS. RTGS transfers however shall be accommodated only for amounts over and above the maximum value of Rupees Five Million (LKR 5,000,000/-) that can be accommodated via SLIPS transfers.

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

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

5.9 TRUSTEE TO THE ISSUE

The Company has entered into an agreement with Bank of Ceylon who will act as Trustee to the Issue. Debenture Holders in their Application Forms for subscription will be required to authorize the Trustee, to act as their agent in entering into such deeds, writings and instruments with the Company and to act as the agent and Trustee for the Debenture Holders.

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

The fee payable to the Trustee will be Sri Lankan Rupees Three Hundred and Ninety Thousand (LKR 390,000/-) per annum (payable semi-annually) plus statutory levies. There is no conflict of interest with the Company, except that the Trustee is one of the banks rendering banking related services to the Company.

5.10 RATING OF THE DEBENTURES

Fitch Ratings Lanka Limited has assigned a credit rating of "BBB+(lka)" to the Debentures.

"BBB" denote expectations of good credit quality relative to other issuers or obligations in the same country. However, changes in circumstances or economic conditions may affect the capacity for timely repayment to a greater degree than is the case for financial commitments denoted by a higher rated category. The modifiers "+" or "-" may be appended to a rating to denote relative status within major rating categories.

Source: https://www.fitchratings.com/creditdesk/public/ratings_defintions/index.cfm?rd_file=uspf

The Board of Directors would undertake to keep the Trustee of the Debenture Issue and CSE immediately informed on any change to the credit rating of the Debentures when either the Company or any of the Directors are aware of any changes to the ratings.

A copy of the rating certificate is given in Annexure I of this Prospectus.

5.11 RIGHTS AND OBLIGATIONS OF DEBENTURE HOLDERS

(a) Debenture holders are entitled to the following rights

- Receive principal on the date of maturity/redemption and interest on the Debentures as per Sections 5.5, 5.7 and 5.8 of this Prospectus and the provisions contained in the Trust Deed
- To call, receive notice, attend and vote at the meetings of the Debenture holders in accordance with the provisions contained in the Trust Deed pertaining to this Debenture Issue
- The other rights of the holders of these Debentures are set out in the Trust Deed
- To receive a copy of the Annual Report within 5 months of the year end
- In the event of liquidation, Subordinated, Unsecured, Listed, Redeemable, Rated, Debenture holders will rank after all the claims of secured and other unsecured creditors of the Company and any preferential claims under any Statutes governing the Company but shall rank *pari passu* to the claims of the subordinated creditors of the Company and in priority to and over the claims and rights of the ordinary and preference Shareholder/s of the Company

(b) Debenture holders are NOT entitled to the following rights

- Attending and voting at meetings of holders of shares and other types of debentures
- Sharing in the profits of the Company
- Participating in any surplus in the event of liquidation
- Calling for Redemption of the Debentures before the Date of Redemption, subject to provisions stated in the Trust Deed

(c) Obligations on the Debentures

- The Company shall repay the principal sum on the date of maturity/redemption and interest on the Debentures as per Sections 5.5, 5.7 and 5.8 of this Prospectus and the provisions contained in the Trust Deed and comply with all other terms and conditions stipulated in the Trust Deed in respect of these Debentures.
- When making payment of the principal sum and interest on the Debentures, the Company shall always act on the information furnished by the CDS and it shall be the responsibility/ obligation of each Debenture Holder to keep all the information in respect of such Debenture holder updated in the CDS. Each Debenture Holder shall absolve the Company from any responsibility or liability in respect of any error or absence of necessary changes in the information recorded with the CDS. In addition the Debenture Holder shall absolve CDS and CSE from any responsibility or liability in respect of any error or absence of any necessary changes initiated by the Debenture Holder in the information recorded with the CDS.

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

5.12 BENEFITS OF INVESTING IN DEBENTURES OFFERED BY THE COMPANY

The following are some of the main benefits in investing in Debentures

- (a) Provides an opportunity to diversify the investment portfolio of the investor
- (b) Provides the investor with a regular cash inflow of interest payments
- (c) Provides the investor with an opportunity to invest in Debentures issued by a leading Company in Sri Lanka
- (d) Being listed on the CSE, the Debentures will have a secondary market, thus providing the investor with an opportunity to exit at the market price prevailing at the time of divestiture subject to market conditions
- (e) The Debentures may be used as collateral to obtain credit facilities from banks and financial institutions

5.13 RISKS INVOLVED IN INVESTING IN THE DEBENTURES

Subscribers to the Debentures could be exposed to the following risks.

a) Reinvestment Risk

Interest on the Debentures are payable annually. An investor may decide to reinvest these interest payments and earn interest from that point onwards. Depending on the prevailing interest rates at the point of reinvestment, the risk of returns generated by Debenture Holders by reinvesting such interest received being higher or lower than the return offered by the Debentures is known as reinvestment risk.

b) Interest Rate Risk

Provided all other factors are equal, the market price of the Debentures will generally fluctuate in the opposite direction to the fluctuation in market interest rates. Thus, the interest rate risk could be identified as the reduction in the market price of the Debentures resulting from a rise in interest rates.

c) Credit Risk

Credit Risk is also referred to as default risk. This is the risk that the issuer of a debenture may default, i.e. the issuer will not be able to pay interest and principal payments on a timely basis. This risk is gauged in terms of rating assigned by different rating agencies. Fitch Ratings Lanka Limited has assigned a Long-term Rating of “BBB+(lka)” to these Debentures and will be periodically reviewing the same.

d) Liquidity Risk

Liquidity risk is associated with the ease in which an investment can be sold after the initial placement. In order to reduce the liquidity risk of the Debentures, the Company has applied for a listing of these Debentures on the CSE and has received in-principle approval for such listing whereby Debenture Holders will be able to sell the Debentures through the CSE in order to convert the Debentures to cash and exit from the investment.

e) Duration Risk

Duration is a measure of the price sensitivity of fixed income investments to a change in interest rates based on the time to maturity of principal and coupon payments. The higher the duration, the greater the price volatility or duration risk, while a lower duration carries a lower risk.

f) Subordinated Risk

The Debentures will be the Company’s direct unsecured obligations which, if the Company becomes insolvent or is wound-up, will rank equal with the Company’s other subordinated indebtedness and will be subordinated in right of payment to the claims of the Company’s depositors and other unsubordinated creditors. Therefore, if, the Company becomes insolvent or is wound-up, the assets of the Company would first be applied to satisfy all rights and claims of holders of senior indebtedness.

If the Company does not have sufficient assets to settle claims of such senior indebtedness holders in full, the claims of the holders of the Debentures will not be settled and, as a result, the holders will lose the entire amount of their investment in Debentures. The Debentures will share equally in payment with claims under other subordinated indebtedness if the Company does not have sufficient funds to make full payments on all of them, as applicable. In such a situation, holders could lose all or part of their investment.

5.14 TRANSFER OF DEBENTURES

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

- a) These Debentures shall be freely transferable as long as the Debentures are listed in the CSE and the registration of such transfer shall not be subject to any restriction, save and except to the extent required for compliance with statutory requirements

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

5.15 LISTING

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

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

5.16 BROKERAGE FEE

Brokerage fee of Fifteen Cents (LKR 0.15) per Debenture shall be paid in respect of the number of Debentures allotted on Applications bearing the original seal of any bank operating in Sri Lanka or a member/trading member of the CSE or any other party identified by the Bank and/or Joint Managers to the Issue as involved in the Issue.

5.17 COST OF THE ISSUE

The Board estimates that the total cost of the Issue including fees to professionals, printing, advertising and other costs connected with the Issue will be approximately LKR 9.08 Million. Such costs will be financed by internally generated funds of the Company.

5.18 UNDERWRITING

This Issue is not underwritten.

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

5.19 INSPECTION OF DOCUMENTS

Articles of Association, the Trust Deed, Auditors' Reports and Audited Financial Statements for the five (05) financial years ended 31st December 2018 (i.e. the five (05) financial years immediately preceding the date of this Prospectus), Interim Financial Statement as at 31st March 2019 and all other documents referred to in Rule 3.3.11 (a) of the CSE Listing Rules, including material contracts and management agreements entered into by the Bank (if any) would be made available for inspection by the public during normal working hours, seven (07) Market Days prior to the date of opening of the subscription list at the registered office of the of the Company at No. 110, Sir James Peiris Mawatha, Colombo 02 until the Date of Redemption of the Debentures.

The Prospectus, Trust Deed and Articles of Association of the Company are available on the website of CSE, www.cse.lk and the website of the Company, www.siyapatha.lk from seven (07) Market Days prior to the date of opening of the subscription list until the Date of Redemption of the Debentures as stipulated in Rule 3.3.11 (b) of the CSE Listing Rules.

Audited financial statements of Siyapatha Finance PLC made up to 31st December 2018, Interim Financial Statement as at 31st March 2019, Accountants Report and the five (05) year summary of financial statements will be available on the web site of CSE, www.cse.lk and the website of the Company, www.siyapatha.lk (Please refer Section 8.0 of this Prospectus for the same)

Furthermore, copies of the Prospectus and Application Forms are available free of charge from the collection points as set out in Annexure II of this Prospectus from seven (07) Market Days prior to the date of opening of the subscription list.

6.0 PROCEDURE FOR APPLICATION

6.1 ELIGIBLE APPLICANTS

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

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

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

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

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

6.2 HOW TO APPLY

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

- (a) Applications should be made on the Application Forms, which accompany and constitute a part of this Prospectus (exact size photocopies of Application Forms will also be accepted). Care must be taken to follow the instructions given herein and in the Application Form. Applicants using photocopies are requested to inspect the Prospectus which is available for inspection with the Registrar to the Issue and also issued free of charge by the parties listed in Annexure II of this Prospectus.

The Application Form can also be downloaded from the website of CSE, www.cse.lk, the website of Siyapatha, www.siyapatha.lk and the website of the Joint Managers to the Issue, www.ndbib.com and www.cal.lk until the Closure Date.

The Prospectus will be made available and can be downloaded from the website of CSE, www.cse.lk and the website of the Company, www.siyapatha.lk until the Date of Redemption of the Debentures and from the website of the Joint Managers to the Issue to the Issue, www.ndbib.com and www.cal.lk until the Closure Date.

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

- (b) An Applicant can apply for the Debentures under several Application Forms. In this instance that will be treated as a single application. An Applicant of a joint Application, applying through another Application Form, either individually or jointly for the Debentures, is also deemed to be a single application during the allotment.
- (c) If the ownership of the Debentures is desired in the name of one Applicant, full details should be given only under the heading SOLE/FIRST APPLICANT in the Application Form. In the case of joint Applicants, the signatures and particulars in respect of all Applicants must be given under the relevant headings in the Application Form.
- (d) An Applicant of a joint Application will be eligible to apply for the Debentures through a separate Application form either individually or jointly. In such instances it will be deemed to be a single application.

In the case of joint Applications, the refunds (if any), interest payments and the Redemption will be remitted in favour of the first Applicant as identified in the Application Form.

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

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

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

- (f) All Applicants should indicate in the Application for Debentures, their CDS account number.

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

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

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

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

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

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

An endorsement by way of a letter by the licensed commercial bank in Sri Lanka in which the applicant maintains the IIA, should be attached to the Application form to the effect that such payment through bank draft/bank guarantee/RTGS has been made out of the funds available in the IIA.

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

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

Application Forms properly filled in accordance with the instructions thereof together with the remittance for the full amount payable on Application if not remitted through RTGS transfer should be enclosed in an envelope marked **“SIYAPATHA FINANCE PLC– DEBENTURE ISSUE 2019”** on the top left hand corner in capital letters and dispatched by post or courier or delivered by hand to the Registrars to the Issue or collection points mentioned in Annexure II of this Prospectus.

Applications sent by post or courier or delivered to any collection point set out in Annexure II of this Prospectus should reach the office of the Registrar to the issue, S S P Corporate Services (Private) Limited, No. 101, Inner Flower Road, Colombo 03, at least by 4.30 p.m. on the following Market Day immediately upon the Closure Date. Applications received after the said period will be rejected even though they have been delivered to any of the said collection points prior to the Closure Date or carry a postmark dated prior to the Closure Date.

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

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

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

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

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

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

Hence, DEBENTURE CERTIFICATES WILL NOT BE ISSUED.

6.3 NUMBER OF DEBENTURES TO BE SUBSCRIBED

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

6.4 MODE OF PAYMENT OF THE INVESTMENT BY THE APPLICANTS

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

Multiple cheques will not be accepted for Application values below Sri Lanka Rupees One Hundred Million (LKR 100,000,000/-).

- (c) Cheques or bank drafts should be made payable to **“SIYAPATHA FINANCE PLC – DEBENTURE ISSUE 2019”** and crossed **“Account Payee Only”**, and must be honoured on the first presentation.
- (d) In case of bank guarantees, such bank guarantees should be issued by any licensed commercial bank in Sri Lanka in favour of **“SIYAPATHA FINANCE PLC– DEBENTURE ISSUE 2019”** in a manner acceptable to the Company, and be valid for a minimum of one (01) month from the Issue opening date (i.e. 01st August 2019).

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

- (e) In case of RTGS transfers (only for Application values above and inclusive of Sri Lanka Rupees One Hundred Million (LKR 100,000,000/-), such transfers should be made to the credit of **“SIYAPATHA FINANCE PLC – DEBENTURE ISSUE 2019”** bearing the **account number 000910010549 at Sampath Bank PLC** with value on the Issue opening date (i.e. the funds to be made available to the above account on the Issue opening date).

The Applicant should obtain a confirmation from the Applicant’s bank, to the effect that arrangements have been made to transfer payment in full for the total value of Debentures applied for to the credit of **“SIYAPATHA FINANCE PLC – DEBENTURE ISSUE 2019”** bearing the **account number 000910010549 at Sampath Bank PLC** with value on the Issue opening date (i.e. the funds to be made available to the above account on the Issue opening date) and should be attached with the Application Form.

For RTGS transfers above and inclusive of Sri Lanka Rupees One Hundred Million (LKR 100,000,000/-), the Applicants are entitled to an interest at the rate of Three decimal Five Zero per centum per annum (3.50% p.a.) from the date of such transfers up to the Date of Allotment. However, no interest will be paid if the RTGS transfers are not realized before the end of the Closure Date. Furthermore, even if such RTGS transfers are effected prior to the Issue opening date, no interest will be paid for the period prior to the Issue opening date.

- (f) Cash will not be accepted.
- (g) Payment for the Debentures by non-residents should be made only out of funds received as inward remittances or available to the credit of "Inward Investment Account" (IIA) maintained with any licensed commercial bank in Sri Lanka in accordance with directions given by the Director Department of Foreign Exchange in that regard to licensed commercial banks.

An endorsement by way of a letter by the licensed commercial bank in Sri Lanka in which the applicant maintains the IIA, should be attached to the application form to the effect that such payment through bank draft/bank guarantee/RTGS has been made out of the funds available in the IIA.

- (h) The amount payable should be calculated by multiplying the number of Debentures applied for by the par value (LKR 100/-). If there is a discrepancy in the amount payable and the amount specified in the cheque/bank draft or bank guarantee or transferred via RTGS, the application will be rejected.
- (i) All cheques/bank drafts received in respect of the Applications for Debentures will be banked commencing from the Working Day immediately following the Closure Date.

6.5 REJECTION OF APPLICATIONS

Application Forms and the accompanying cheques/bank drafts/bank guarantee/RTGS transfers which are illegible or incomplete in any way and/or not in accordance with the terms, conditions and instructions, set out in this Prospectus and in the Application Form will be rejected at the sole discretion of the Company.

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

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

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

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

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

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

6.6 BANKING OF PAYMENTS

All cheques or bank drafts or bank guarantees received in respect of Applications will not be banked or called on until the Working Day immediately after the Closure Date as set out in Section 5.2 of this Prospectus, in terms of the CSE Listing Rules.

6.7 BASIS OF ALLOTMENT OF DEBENTURES

In the event of an over subscription, the Board of Directors of the Company will endeavour to decide the basis of allotment in a fair manner as soon as practicable so as to ensure compliance with the CSE Listing Rules. Upon the allotments being decided, an announcement will be made to the CSE.

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

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

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

6.8 REFUNDS

Monies will be refunded where;

- an Application is rejected for reasons given in Section 6.5 of this Prospectus; or
- the Application is accepted only in part.

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

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

If the Applicant has provided accurate and correct details of his/her bank account refunds will be made via RTGS or if the Applicant has not provided accurate and correct details of his/her bank account in the Application or if the Applicant has not provided details of the bank account in the Application Form, the Company will make such refund payments to the Applicant by way of a cheque and sent by post at the risk of the Applicant.

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

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

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

https://www.lankaclear.com/assets/images/products/products-and-services/slips/file/SLIPS_%20Bank%20branch%20list%2020190411.xls

Refunds on Applications rejected or partly allotted Debentures would be made within ten (10) Market Days excluding the Closure Date. Applicants would be entitled to receive interest at the rate of the last quoted Average Weighted Prime Lending Rate (AWPLR) published in the immediately preceding week by the Central Bank of Sri Lanka or any other authority (in the event that the Central Bank of Sri Lanka ceases to publish the AWPLR) plus Five decimal Zero per centum (5.00%) for the delayed period on any refunds not made within this period.

6.9 CDS ACCOUNTS AND SECONDARY MARKET TRADING

Debentures allotted will be directly deposited to the respective CDS accounts given in the Application Forms before the expiry of eighteen (18) Market Days, from the Closure Date. A written confirmation of the credit will be sent to the Applicants within two (02) Market Days of crediting the CDS account, by ordinary post to the address provided by each Applicant.

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

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

7.0 THE COMPANY

7.1 BACKGROUND AND NATURE OF BUSINESS

Siyapatha Finance PLC (Formerly known as Sampath Leasing & Factoring Limited) is a 99.99% owned subsidiary of Sampath Bank PLC. Siyapatha commenced its operations in March 2005 as a Specialized Leasing Company registered under Section 34 of the Finance Leasing Act No. 56 of 2000. In 2013, Siyapatha obtained a Finance License under the Finance Business Act, No. 42 of 2011 which allowed the Company to accept deposits from the public.

The Company's principal lines of business are fund-based services of lease finance, hire purchase finance, factoring, granting of personal, business and gold loans. Upon receipt of finance license in 2013, the Company introduced new deposit schemes to mobilize public deposits.

The Company operates in the market with the theme "Trust and Excellence" which shows our commitment to values and ethical business practices, whilst focusing on operational efficiency and profitability whilst concentrating on the growth of market share. The Company's presence in the market encompasses an island-wide network of branches which currently include 32 main branches.

7.2 VALUES

The Core Values of Siyapatha are as follows.

- Creation of Learning Culture
- Empowering of Employees
- Customer Centric
- Ethical & Professional Standards
- Committed to Results
- Encourage Team Work

7.3 STATED CAPITAL

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

Stated Capital	As at 31 st December 2017	As at 31 st December 2018	As at 31 st March 2019
Balance (LKR)	635,916,826	948,666,116	948,666,116
Number of Shares	55,777,146	63,596,388	63,596,388

The Company does not have non-voting, preference or any other classes of shares in issue.

Further, there was no issuance of any class of shares during the last two (02) years preceding the date of the Prospectus, except for those created as Right Issue and Scrip Dividends details of which are as follows:

Details of the Rights Issue

Financial Year	No of shares issued under right issue	Value (LKR) 000'	Date of Issue
2018	6,250,000	250,000	22.06.2018

Details of the Scrip Dividends

Financial year	No. of Shares issued as Scrip Dividends	Value	Date of issue
2017 (Final Scrip Dividend for year 2016)	1,652,420	LKR 65,490,918.46 (subject to a dividend tax of 10%)	28.03.2017
2018 (Final Scrip Dividend for year 2017)	1,569,242	LKR 69,721,432.50 (subject to a dividend tax of 10%)	27.03.2018

7.4 MAJOR SHAREHOLDERS

The shareholders of the Company as at 31st March 2019 are given in the table below.

	Name of the Shareholder	Number of Shares	% Holding
1	Sampath Bank PLC (Holding Company)	63,596,381	99.999%
2	Mr. C. P. Palansuriya	1	<0.001%
3	Mr. W. M. P. L. De Alwis	1	<0.001%
4	Dr. H. S. D Soysa	1	<0.001%
5	Mr. Y. S. H. R. S. Silva	1	<0.001%
6	Mr. P. S. Cumaranatunga	1	<0.001%
7	Ms Aroshi Nanayakkara	1	<0.001%
8	Mr. S. Sudarshan	1	<0.001%
	TOTAL	63,596,388	100.000%

7.5 SUBSIDIARY COMPANIES AND THEIR PRINCIPAL ACTIVITIES

The Company is a 99.99% owned subsidiary of Sampath Bank PLC. Further, Siyapatha does not have interest in subsidiary or associate company.

7.6 PARTICULARS OF LONG TERM LOANS AND OTHER BORROWINGS

The outstanding debt instruments and borrowings of the Company as at 31st December 2017, 31st December 2018 and 31st March 2019 comprise of the following categories.

Description (LKR 000')	As at 31 st December 2017	As at 31 st December 2018	As at 31 st March 2019
Debentures	4,659,267	4,659,935	4,757,946
Loans	11,651,511	16,731,432	16,006,907
Public Deposits	9,333,622	9,672,008	12,263,181
Total	25,644,400	31,063,375	33,028,034

7.7 DETAILS OF OTHER DEBENTURES IN ISSUE

The details of debentures issued by the Company and outstanding as at the date of the Prospectus, i.e. 26th July 2019 are given in the table below.

Year of Issuance	CSE listing	Ranking	Issue Value LKR	Interest Rate p.a.	Tenor	Issue Date	Maturity Date
2014	Listed	Subordinated	1,000,000,000	8.90% Payable annually	60 months	24.12.2014	24.12.2019
2016	Listed	Senior	Type A - 1,421,990,000	13.00% Payable annually	36 months	20.09.2016	20.09.2019
			Type B - 1,078,010,000	13.50% Payable annually	60 months	20.09.2016	20.09.2021
2017	Listed	Subordinated	1,000,000,000	12.50% Payable annually	60 months	04.10.2017	04.10.2022

The above mentioned Debenture Holders of the Company will not be entitled to any of the rights and privileges available to the Shareholders of the Company including right to receive, to attend and vote at General Meetings of the Shareholders of the Company. Debenture Holders' rights in respect of calling and attending meetings of Debenture Holders are stated in the respective Trust Deeds.

In the event of the winding up of the Company, the claims of the above mentioned Subordinated Debenture Holders will rank after all the claims of the senior debt holders of the Company and the preferential claims under section 365 of the Companies Act No.07 of 2007, but in priority to and over the claims and rights of the shareholders of the Company.

7.8 DETAILS OF CONVERTIBLE DEBT SECURITIES

The Company does not have any convertible debt securities in issue, as of the date of prospectus.

7.9 FINANCIAL RATIOS OF SIYAPATHA FINANCE PLC

Financial Ratios	2014	2015	2016	2017	2018	31 March 2019
Capital Adequacy Ratio – Tier I	13.95%	12.25%	10.62%	9.44%	9.40%	9.07%
Total Capital Ratio – Tier I & II	20.92%	18.34%	13.93%	14.16%	12.21%	11.77%
Debt / Equity Ratio (Times) *	3.61	4.42	4.92	4.95	3.38	3.00
Interest Cover Ratio (Times) **	1.52	1.68	1.32	1.28	1.23	1.12
Net Debt/EBITDA (Times) ***	6.63	8.18	7.81	7.14	6.55	7.00 [#]

The Company has complied with the CBSL minimum capital adequacy ratio requirement of 6.00% for Tier I and 10.00% for Tier 1 & Tier II which was applicable up to 30th June 2019. However, with effect from 01st July 2019, the required minimum capital adequacy ratios of Tier I and Total Capital ratio has increased to 6.50% and 10.50% respectively.

The effect of proposed Debenture Issue are as follows on Debt / Equity Ratio, Interest Cover Ratio and Net Debt/EBITDA is as follows: ;

Financial Ratios	As at 31 st March 2019	Post Debenture Issue
Debt / Equity Ratio (Times) *	3.00	3.40
Interest Cover Ratio (Times) **	1.12	1.13

* **Debt /Equity Ratio:**
$$\frac{\text{Long-term borrowings}}{\text{Total Equity}}$$

** **Interest Cover Ratio:**
$$\frac{\text{Total interest expense}}{\text{EBIT}}$$

*** Net Debt includes total debt and deposits less cash and cash equivalents

[#] EBITDA has been annualized for the year 2019.

7.10 CONTINGENT LIABILITIES AND LITIGATION

CONTINGENT LIABILITIES

The details of contingent liabilities and commitments of the Company as at 31st March 2019 are given in the table below.

Description	LKR '000
Undrawn Commitments to Lend	664,051
Total	664,051

LITIGATION AGAINST THE COMPANY

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

7.11 DEBT SERVICING DETAILS OF THE ISSUER

LKR	2014	2015	2016	2017	2018
Gross Interest due on debentures Rs.	49,391,250/-	129,072,937/-	89,243,836/-	406,389,105/-	534,722,550/-
Debenture interest paid on due date Rs.	49,391,250/-	129,072,937/-	89,243,836/-	406,389,105/-	534,722,550/-
Debenture interest paid after the due date Rs.	-	-	-	-	-
Debenture interest not paid as of to date Rs.	-	-	-	-	-

8.0 STATUTORY DECLARATIONS

8.1 STATUTORY DECLARATION BY THE BOARD OF DIRECTORS

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

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

The parties to the Debenture Issue including Lawyers, Auditors and Rating Company have submitted declarations to the Company declaring that they have complied with all regulatory requirements applicable to such parties, and that such parties have no conflict of interest with the Company. Further, the Company Secretaries to the said Issue has also submitted declarations to the Company declaring that they have complied with all regulatory requirements applicable to them.

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

Name of Directors	Designation	Signature
Mr. Channa Palansuriya	Chairman (Non- Independent, Non-Executive)	Sgd.
Mr. Prasantha Lal De Alwis	Deputy Chairman (Independent, Non-Executive)	Sgd.
Dr. Henedige Srinath Dilanjan Soysa	Senior Director (Independent, Non-Executive)	Sgd.
Mr. Ananda Seneviratne	Managing Director (Executive)	Sgd.
Mr. Tharaka Ranwala	Director (Non- Independent, Non-Executive)	Sgd.
Mr. Sumith Cumararatunga	Director (Independent, Non-Executive)	Sgd.
Mr. Rushanka Silva	Director (Non- Independent, Non-Executive)	Sgd.
Mr. Janakan Selvaratnam	Director (Non- Independent, Non-Executive)	Sgd.
Mr. Jayantha Gunawardena	Director (Independent, Non-Executive)	Sgd.

8.2 STATUTORY DECLARATION BY THE JOINT MANAGERS TO THE ISSUE

We, NDB Investment Bank Limited of No 135, Bauddhaloka Mawatha, Colombo 04, who are named in the Prospectus as the Joint Managers to the Issue hereby declare and confirm that to the best of our knowledge and belief, the Prospectus constitutes full and true disclosure of all material facts about the Issue and Siyapatha Finance PLC whose Debentures are being listed.

Signed by two Directors of NDB Investment Bank Limited, being duly authorised thereto, at Colombo on this 26th July 2019.

Sgd.
Director

Sgd.
Director

We, Capital Alliance Partners Limited of Level 5, "Millennium House", 46/58, Navam Mawatha, Colombo 02, who are named in the Prospectus as the Joint Managers to the Issue hereby declare and confirm that to the best of our knowledge and belief, the Prospectus constitutes full and true disclosure of all material facts about the Issue and Siyapatha Finance PLC whose Debentures are being listed.

Signed by two Directors of Capital Alliance Partners Limited, being duly authorised thereto, at Colombo on this 26th July 2019.

Sgd.
Director

Sgd.
Director

9.0 FINANCIAL INFORMATION

ACCOUNTANT'S REPORT AND FIVE YEAR SUMMARY OF FINANCIAL STATEMENTS



Ernst & Young
Chartered Accountants
201 De Saram Place
P.O. Box 101
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Sri Lanka

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eysl@lk.ey.com
ey.com

SPF/WDPL/MHM

Board of Directors
Siyapatha Finance PLC
No. 46/12
"Sayuru Sevana"
Nawam Mawatha
Colombo 02

17 June 2019

Accountants' Report Siyapatha Finance PLC

Dear Sirs/Mesdames

Introduction

This report has been prepared for the purpose of prospectus issued in connection with the Issue of 10,000,000 listed, rated, unsecured, subordinated redeemable debentures of Rs. 100/- each, aggregating to a value Rs. 1,000,000,000/- with an option to issue up to a further 5,000,000 of said Debentures, (value of Rs. 500,000,000/-) in the event of an oversubscription of the initial issue of 10,000,000 debentures.

We have examined the Financial Statements of Siyapatha Finance PLC (the "Company") for the years ended 31 December 2014 to 31 December 2018, and report as follows.

1. Incorporation

Siyapatha Finance PLC ("The Company"), formerly known as Siyapatha Finance Limited is a domiciled, Public Limited Company incorporated in Sri Lanka on 03 March 2005. The Company was re-registered under the Companies Act No.07 of 2007. It is a Licensed Finance Company under the Finance Business Act No.42 of 2011 and amendments thereto. The debentures of the Company were initially listed on the Colombo Stock Exchange on 31 December 2014.

2. Financial Information

2.1 Five-year Summary of Audited Financial Statements

A summary of Income Statements and Statements of Financial Position of the Company for the financial years ended 31 December 2014 to 31 December 2018, based on the audited Financial Statements are out on Annexure 01 of the Accountants' Report.

Partners: W R H Fernando FCA FCMA M P D Cooray FCA FCMA R N de Saram ACA FCMA Ms. N A De Silva FCA Ms. Y A De Silva FCA W K B S P Fernando FCA FCMA
Ms. K R M Fernando FCA FCMA Ms. L K H L Fonseka FCA A P A Gunasekera FCA FCMA A Herath FCA D K Hulangamuwa FCA FCMA LLB (Lond) H M A Jayasinghe FCA FCMA
Ms. A A Ludowyke FCA FCMA Ms. G G S Manatunga FCA Ms. P V K N Sajeewani FCA N M Sulaiman ACA ACMA B E Wijesuriya FCA FCMA

Principal T P M Ruberu FCA FCMA

A member firm of Ernst & Young Global Limited

2.2 Audited Financial Statements for the Year Ended 31 December 2018

Our audit report on the Financial Statements of the Company for the year ended 31 December 2018 together with such Financial Statements comprising the Statement of Financial Position, Income Statement, Statement of Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flow along with the accounting policies and notes thereon is available on the websites of CSE, www.cse.lk, where the management is responsible for the electronic presentation of the financial report and to ensure the electronic version of the audited financial report and the auditor's report on the website is identical to the final signed hard copy version.

2.3 Audit Reports

We have audited the Financial Statements of the Company for the years ended 31 December 2014 to 31 December 2018. Unmodified audit opinions have been issued for the said financial years by our reports dated 26 February 2019, 20 February 2018, 07 February 2017, 15 February 2016, and 09 February 2015 respectively.

2.4 Accounting Policies

The Financial Statements of the Company for the years ended 31 December 2014 to 31 December 2018 comply with Sri Lanka Accounting Standards.

The accounting policies of the Company are stated in detail in the audited Financial Statements for the year ended 31 December 2018 & changes in the accounting policies of Company from 31 December 2014 to 31 December 2018 are given below.

The Company has adopted SLFRS 9 -Financial Instruments, SLFRS 7 (Revised) - Financial Instruments Disclosures, SLFRS 15-Revenue from Contracts with Customers, effective for annual periods beginning on or after 01 January 2018, for the first time. More information are available in the Financial Statements of the Company for the year ended 31 December 2018.

2.5 Dividends

Company has paid dividend during the years ended 31 December 2014 to 31 December 2018 as follows.

Year	Dividend Paid (Rs. '000)	Dividend Per Share (Rs.)	Dividend Payment Method
2014	31,500	0.60	Cash dividend
2015	57,750	1.10	Scrip dividend
2016	65,491	1.21	Scrip dividend
2017	69,721	1.25	Scrip dividend
2018	36,343	0.50	Scrip dividend

2.6 Events after Reporting Date

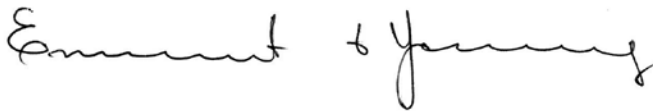
There were no significant events occurred after the last audit report date.



3. Restriction on Use

This report is made solely for the purpose of the Board of Directors of Siyapatha Finance PLC in usage in the application for the purpose of issuance of 10,000,000 listed, rated, unsecured, subordinated, redeemable debentures of Rs. 100/- each, aggregating to a value Rs.1,000,000,000/- with an option to issue up to a further 5,000,000 of said Debentures, (value of Rs.500,000,000/-) in the event of an oversubscription of the initial issue of 10,000,000 debentures. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the addressee, for our audit work, for this report we have formed. This report should not to be used, circulated, quoted or otherwise referred to for any other purpose.

Yours faithfully



Siyapatha Finance PLC
STATEMENT OF FINANCIAL POSITION

Annexure 01 (Contd.)

As at 31 December

	2018 Rs. '000	2017 Rs. '000
Assets		
Cash and bank balances	191,556	297,858
Placements with banks	-	65,699
Securities purchased under repurchase agreements	1,768,461	1,200,981
Factoring receivables	1,332,310	1,899,702
Gold loan receivables	3,548,666	2,563,352
Loan receivables	2,481,575	2,724,776
Lease receivables	25,601,932	19,873,470
Hire purchase receivables	48,525	252,000
Other assets	489,556	464,986
Financial instruments- available for sale	-	56
Equity instruments at fair value through other comprehensive income	56	-
Financial investments held to maturity	-	4,303
Debt instruments at amortised cost	4,319	-
Property, plant & equipment	615,402	455,140
Intangible assets	83,972	8,257
Total Assets	36,166,330	29,810,580
Liabilities		
Bank overdraft	321,821	456,018
Due to other customers	9,672,008	9,333,622
Debt issued and other borrowed funds	21,391,367	16,310,778
Other payables	600,736	775,445
Current tax liabilities	149,015	91,800
Deferred tax liabilities	449,603	331,469
Retirement benefit obligations	40,789	33,163
Total Liabilities	32,625,339	27,332,295
Equity		
Stated capital	948,666	635,917
Share application money pending allotment	400,000	-
Statutory reserve fund	139,000	113,000
Revaluation reserve	107,763	56,823
Retained earnings	1,945,562	1,672,545
Total Equity	3,540,991	2,478,285
Total Liabilities and Equity	36,166,330	29,810,580
Net asset value per share (Rs.)	55.68	44.43
Commitments and contingencies	609,673	772,657



-BS-i-

STATEMENT OF FINANCIAL POSITION

As at 31 December

	2016 Rs. '000	2015 Rs. '000	2014 Rs. '000
Assets			
Cash and bank balances	169,333	130,070	88,655
Securities purchased under repurchase agreements	777,438	601,679	489,685
Factoring receivables	1,979,243	1,157,136	996,440
Gold loan receivables	1,768,922	770,839	-
Pawning receivables	-	-	456,193
Loan receivables	743,740	286,968	506,526
Lease receivables	13,851,890	9,230,730	3,383,597
Hire purchase receivables	837,560	2,083,571	4,250,553
Other assets	291,648	234,417	127,074
Financial instruments- available for sale	56	56	56
Financial investments held to maturity	4,288	4,274	4,198
Property, plant & equipment	358,131	124,697	97,716
Intangible assets	8,489	14,889	17,097
Total Assets	20,790,738	14,639,326	10,417,790
Liabilities			
Bank overdraft	460,494	163,583	83,921
Due to other customers	3,362,662	1,233,041	-
Debt issued and other borrowed funds	14,187,266	10,925,421	8,528,922
Other payables	595,597	508,921	299,606
Income taxation payable	61,257	75,663	69,983
Deferred taxation liability	170,088	102,306	111,179
Retirement benefit obligations	23,013	19,259	12,535
Total Liabilities	18,860,377	13,028,194	9,106,146
Shareholders' Funds			
Stated capital	576,975	525,000	525,000
Statutory reserve fund	86,422	70,059	50,831
Retained earnings	1,266,964	1,016,073	735,813
Total Shareholders' Funds	1,930,361	1,611,132	1,311,644
Total Liabilities and Shareholders' Funds	20,790,738	14,639,326	10,417,790
Net asset value per share (Rs.)	35.67	30.69	24.98
Commitments and contingencies	1,045,384	558,986	228,058



Siyapatha Finance PLC
INCOME STATEMENT

Year ended 31 December

	2018 Rs.'000	2017 Rs.'000	2016 Rs.'000	2015 Rs.'000	2014 Rs.'000
Interest income					
Less: Interest expenses	6,395,898	4,599,470	2,838,995	1,973,921	1,837,546
	(3,680,060)	(2,764,290)	(1,620,783)	(824,699)	(778,661)
Net interest income	2,715,838	1,835,180	1,218,212	1,149,222	1,058,885
Fee and commission income					
Less: Fee and commission expenses	278,637	243,899	139,442	86,385	46,534
	(21)	(680)	(2,139)	(6,252)	(12,271)
Net fee and commission income	278,616	243,219	137,303	80,133	34,263
Other operating income					
	288,844	222,685	175,471	152,182	105,091
Total operating income	3,283,298	2,301,084	1,530,986	1,381,537	1,198,239
Less: Credit loss expense on financial assets and other losses	(829,751)	(236,744)	(79,189)	(49,275)	(183,217)
Net operating income	2,453,547	2,064,340	1,451,797	1,332,262	1,015,021
Less: Operating expenses					
Personnel expenses	(733,266)	(611,373)	(439,718)	(329,553)	(234,721)
Other operating expenses	(595,233)	(436,917)	(368,393)	(350,251)	(313,209)
Operating profit before taxes on financial services	1,125,048	1,016,050	643,686	652,458	467,091
Less: Taxes on financial services	(291,259)	(230,810)	(128,500)	(93,305)	(61,536)
Profit before income tax	833,789	785,240	515,186	559,153	405,555
Less: Income tax expense	(317,268)	(286,378)	(187,904)	(174,629)	(145,379)
Profit for the year	516,521	498,862	327,282	384,524	260,177
Basic/Divided earnings per share (Rs.)	8.52	8.70	6.14	7.32	4.96
Dividend per share (Rs.)	1.25	1.21	1.10	0.60	0.41

Chartered Accountants
COLOMBO

-P & L-

7/22/2019

Press Release

Fitch Ratings

Fitch Rates Siyapatha Finance's Subordinated Debt Final 'BBB+(lka)'

Fitch Ratings - Colombo - 22 July 2019: Fitch Ratings Lanka has assigned Siyapatha Finance PLC's (A-(lka)/Stable) subordinated unsecured debentures a final National Long-Term Rating of 'BBB+(lka)'.

The issuance totals LKR1.5 billion, with the debentures to mature in five years and carry fixed coupons. The debentures are to be listed on the Colombo Stock Exchange. The issue will improve Siyapatha's Tier 2 capital base, with the proceeds used to fund loan-book growth.

The final rating is the same as the expected rating assigned on 18 June 2019 and follows the receipt of documents conforming to information already received.

Key Rating Drivers

The subordinated debentures are rated one notch below Siyapatha's National Long-Term Rating to reflect the subordination to senior unsecured obligations.

Siyapatha's National Long-Term Rating was affirmed on 22 February 2019. The rating reflects Fitch's expectation that support for the Sri Lanka-based finance company would be forthcoming from Sampath Bank PLC (A+(lka)/Stable), which owns 100% of Siyapatha and is involved in the strategic direction of the subsidiary through board representation.

Rating Sensitivities

The rating of the notes will move in tandem with Siyapatha's National Long-Term Rating.

Siyapatha's National Long-Term Rating could change upon a revision of Sampath Bank's rating or its strategic importance to the parent. Narrower notching could result from higher importance to the group through greater synergies, shared branding and closer operational integration while remaining majority-owned by Sampath Bank.

FITCH RATINGS LANKA LTD.

[Signature]
Authorised Signatory

Date of Relevant Committee

21-Feb-2019

RATING ACTIONS		
ENTITY/DEBT	RATING	PRIOR
Siyapatha Finance PLC		
subordinated	Natl LT BBB+(lka) New Rating	BBB+(EXP)(lka)

<https://www.fitchratings.com/site/pr/10083314>

Additional information is available on www.fitchratings.com

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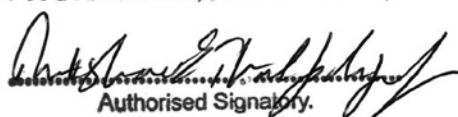
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Applicable Criteria

National Scale Ratings Criteria (pub. 18 Jul 2018)

Non-Bank Financial Institutions Rating Criteria (pub. 12 Oct 2018)

Bank Rating Criteria (pub. 12 Oct 2018)

Additional Disclosures

Dodd-Frank Rating Information Disclosure Form

Solicitation Status

Endorsement Policy

<https://www.fitchratings.com/site/pr/10083314>

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7/22/2019

Press Release

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ANNEXURE II – COLLECTION POINTS

Copies of the Prospectus and the Application Form can be obtained free of charge from the following collection points.

Siyapatha Finance PLC - Head Office No.46/12, Nawam Mawatha, Colombo 02. Tel: +94 11 760 5605	
Joint Managers to the Issue NDB Investment Bank Limited, Level 1, NDB Capital Building, No. 135, Bauddhaloka Mawatha, Colombo 04. Tel : + 94 11 2300385-90 Fax : +94 11 2300393 Capital Alliance Partners Limited Level 5, Millennium House, 46/58 Navam Mawatha, Colombo 02. T: +94 11 2317777 F: +94 11 2317788	Registrar to the Issue S S P Corporate Services (Private) Limited No. 101, Inner Flower Road, Colombo 03. Tel: +94 11 2573894 Fax: +94 11 2573609

Members of the CSE

Acuity Stockbrokers (Private) Limited Level 6, Acuity House, 53, Dharmapala Mawatha, Colombo 03. Tel: +94 11 2 206 206 Fax: +94 11 2 206 298-9 E-mail: sales@acuitystockbrokers.com	Asha Phillip Securities Limited No.60, 5 th Lane, Colombo 03. Tel: +94 11 2 429 100 Fax: +94 11 2 429 199 E-mail: asl@ashasecurities.net
Asia Securities (Private) Limited 4 th Floor, Lee Hedges Tower, No.349, Galle Road, Colombo 03. Tel: +94 11 7 722 000 Fax: +94 11 2 372 280 E-mail: marketinfo@asiasecurities.lk	Assetline Securities (Private) Limited 120, 120A, Pannipitiya Road, Battaramulla. Tel: +94 11 4 700 100 Fax: +94 11 4 700 112 E-mail: info@assetline.lk
Bartleet Religare Securities (Private) Limited Level “G”, “Bartleet House” 65, Braybrooke Place, Colombo 02. Tel: +94 11 5 220 200 Fax: +94 11 2 434 985 E-mail: info@bartleetstock.com	Capital Trust Securities (Private) Limited 42, Sir Mohamed Macan Markar Mawatha, Colombo 03. Tel: +94 11 2 174 174 Fax: +94 11 2 174 173 E-mail: inquiries@capitaltrust.lk
CT CLSA Securities (Private) Limited 4-14, Majestic City, 10, Station Road, Colombo 04. Tel: +94 11 2 552 290-4 Fax: +94 11 2 552 289 E-mail: info@ctclsa.lk	First Capital Equities (Pvt) Limited No.2, Deal Place, Colombo 03. Tel: +94 11 2 639 898 Fax: +94 11 5 736 264 E-mail: equity@firstcapital.lk
J B Securities (Private) Limited 150, St. Joseph Street, Colombo 14. Tel: +94 11 2 490 900 Fax: +94 11 2 430 070 E-mail: jbs@jb.lk	John Keells Stockbrokers (Private) Limited 186, Vauxhall Street, Colombo 02. Tel: +94 11 2 306 250 Fax: +94 11 2 342 068 E-mail: jkstock@keells.com

<p>Lanka Securities (Private) Limited</p> <p>228/1, Galle Road, Colombo 04.</p> <p>Tel: +94 11 4 706 757, +94 11 2 554 942 Fax: +94 11 4 706 767 E-mail: info@lankasec.com</p>	<p>Nation Lanka Equities (Private) Limited</p> <p>44, Guildford Crescent, Colombo 07.</p> <p>Tel: +94 77 7 630 624/77 3 030 885/77 6 521 001 Fax: +94 11 2 688 899 E-mail: info@nlequities.com</p>
<p>NDB Securities (Private) Limited</p> <p>Level 2, NDB Capital Building, No. 135, Bauddhaloka Mawatha, Colombo 04.</p> <p>Tel: +94 11 2 131 000 Fax: +94 11 2 314 181 E-mail: mail@ndbs.lk</p>	<p>SC Securities (Private) Limited</p> <p>5thFloor, No. 26B, Alwis Place, Colombo 03.</p> <p>Tel: +94 11 4 711 000 Fax: +94 11 2 394 405 E-mail: itdivision@sampathsecurities.lk</p>
<p>Somerville Stockbrokers (Private) Limited</p> <p>No. 1A, Park way, Park Road, Colombo 05.</p> <p>Tel: +94-11 2 502 852/ 54/ 58/ 62 Fax: +94 11 2 502 596 E-mail: ssb-web@sltnet.lk</p>	

Trading Members (Equity)

Softlogic Stockbrokers (Private) Limited No.06, 37th Lane, Queens Road, Colombo 03. Tel: +94 11 7 277 000 Fax: +94 11 7 277 099 Email: ssb.inquiry@softlogic.lk	Capital Alliance Securities (Private) Limited Level 5, “Millennium House” 46/58, Navam Mawatha, Colombo 02. Tel: +94 11 2 317 777 Fax: +94 11 2 317 788 Email: info@cal.lk
Navara Securities (Private) Limited No.12B, Gregory’s Road, Colombo 07. Tel: +94 11 2 358 700/20, Fax: +94 11 5 005 551 E-mail: info@navarasecurities.lk	First Guardian Equities (Private) Limited 32 nd Floor, East Tower, World Trade Centre, Colombo 01. Tel: +94 11 5 884 400 Fax: +94 11 5 884 401 E-mail: info@fge.lk
Candor Equities Limited Level 8, South Wing, Millennium House, 46/58, Navam Mawatha, Colombo 02. Tel: +94 11 2 359 100 Fax: +94 11 2 305 522 E-mail: info@candorh.com	LOLC Securities (Private) Limited No.481, T.B. Jayah Mawatha, Colombo 10. Tel: +94 11 5 889 889 Fax: +94 11 2 662 883 E-mail: info@lolcsecurities.com
SMB Securities (Private) Limited No. 02, Gower Street, Colombo 05. Tel: +94 11 5 388 138 Fax: +94 112 550 100 E-mail: info@smbsecurities.lk	Richard Pieris Securities (Pvt) Limited No 310, Highlevel Road, Nawinna, Maharagama. Tel: +94 11 4 310 500 Fax: +94 11 2 330 711 E-mail: rpfs@rpsecurities.com

Taprobane Securities (Private) Limited 2 nd Floor, 10, Gothami Road, Colombo 08. Tel: +94 11 5 328 200 Fax: +94 11 5 328 177 E-mail: info@taprobane.lk	TKS Securities (Private) Limited 4 th Floor, No. 245, Dharmapala Mawatha, Colombo 07. Tel: +94 11 7 857 799 Fax: +94 11 7 857 857 E-mail: info@tksl.lk
Enterprise Ceylon Capital (Private) Limited No.73/1, Dharmapala Mawatha, Colombo 07. Tel: +94 11 2 445 644 Fax: +94 11 2 372 541 E-mail: info@ecc.lk	

Trading Members (Debt)

NSB Fund Management Company Limited No. 255, 1 st Floor, NSB Head Office, Galle Road, Colombo 03. Tel: +94 -11 2 564 601 Fax: +94 11 2 574 387	Capital Alliance Limited Level 5, "Millenium House" 46/58, Nawam Mawatha, Colombo 02. Tel: +94 11 2 317 777 Fax: +94 11 2 317 788
Wealthtrust Securities Limited No. 32, Dudley Senanayake Mawatha, Colombo 08. Tel: +94 11 2 675 091 – 4 Fax: +94 11 2 689 605 E-Mail: info@wealthtrust.lk	

ANNEXURE III – CUSTODIAN BANKS

Bank of Ceylon (Head Office) 11th Floor, 04, Bank of Ceylon Mawatha Colombo 01. T: +94 11 2 448 348, 2 338 742/55, 2 544 333	Citi Bank, N A 65 C, Dharmapala Mawatha Colombo 07. T: +94 11 2 447 316/8, 2 447 318, 2 449 061
Commercial Bank of Ceylon PLC Commercial House 21, Sir Razik Fareed Mawatha Colombo 01. T: +94 11 2 445 010-15, 238 193-5, 430 420	Deutsche Bank AG 86, Galle Road Colombo 03. T: +94 11 2 447 062, 2 438 057
Hatton National Bank PLC HNB Towers 479, T. B. Jayah Mawatha Colombo 10. T: +94 11 2 661 762	The Hong Kong and Shanghai Banking Corporation Limited 24, Sir Baron Jayathilake Mawatha Colombo 01. T: +94 11 2325435, 2446591, 2446303
People's Bank (Head Office) 5th Floor, Sir Chittampalam A Gardiner Mawatha Colombo 02. T: +94 11 2 206 782	Standard Chartered Bank 37, York Street Colombo 01. T: +94 11 4 794 400, 2480 450
Sampath Bank PLC 110, Sir James Peiris Mawatha Colombo 02. T: +94 11 5 600 374	State Bank of India 16, Sir Baron Jayathilake Mawatha Colombo 01. T: +94 11 4 622 350
Seylan Bank PLC Level 8, Ceylinco Seylan Towers 90, Galle Road Colombo 03. T: +94 11 2 456 789, 4 701 812, 4 701 819	Union Bank of Colombo PLC 64, Galle Road Colombo 03. T: +94 11 2 374 100
Nations Trust Bank PLC 256, Sri Ramanathan Mawatha Colombo 15. T: +94 11 4 711 411	Pan Asia Banking Corporation PLC (Head Office) 450, Galle Road Colombo 03. T: +94 11 2 565 565
Public Bank Berhard 340, R.A. De Mel Mawatha Colombo 03. T: +94 11 2 576 289	Banque Indosuez C/o Hatton National Bank Limited, Cinnamon Garden Branch, 251, Dharmapala Mawatha, Colombo 07. T: +94 11 2 686 537



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සියපත පිනான்ස්
Siyapatha Finance
(Finance Company of Sampath Bank Group)