



Lanka Rating Agency

Rating Report

First Capital Holdings PLC - Listed, rated, senior, unsecured, redeemable debenture - LKR 3Bn - 5 years

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Rating History

Dissemination Date	Long Term Rating	Outlook	Action	Rating Watch
11-Jul-2025	A+	Stable	Preliminary	-

Rating Rationale and Key Rating Drivers

Lanka Rating takes both Consolidated and Standalone view on the market positioning and performance of the First Capital Holdings PLC (FCH or the Company). The assigned rating incorporates the Company's ability to uphold its relative position as a Holding Company of First Capital Group within the financial service industry. FCH has sustained strong performance in terms of profitability and capital formation over last 2 years. FCH's net profit stood at LKR~4.3bn in 9MFY25 compared to LKR~8.3bn in 9MFY24. During FY24, FCH recorded strong financial results and witnessed positive outcomes. The Group's profitability remained strong at LKR~4.5bn in 9MFY25 (9MFY24: LKR~9.4bn). On a consolidated basis, the Company reflects a total asset and equity base of LKR~94.2bn and LKR~12.5bn, respectively, in 9MFY25. Although in the past, FCH, the Company's prominent subsidiary in Primary Dealer activities, had been a major contributor towards FCH's improved business profile, recently it is evident that this is changing. At present the performance of other subsidiaries and investments are also increasingly contributing to the overall performance of FCH. The Dealing Securities and Corporate Advisory division reported PAT of LKR~1.9bn and this was predominantly driven by the Equity portfolio of the Company. The Wealth management division and Stockbroking division has also shown profits in 9MFY25. FCH has a diverse funding base with a mix of debentures, commercial papers and bank borrowings, which bodes well for the Company. FCH has significantly reduced its exposure to related-party receivables as of March-25. The Company maintains moderate leveraging of ~54.1% in 9MFY25 (FY24: ~59.7%) and a strong capital base.

FCH is planning to issue a listed, rated, senior, unsecured, redeemable debenture of LKR~3bn - with 5 years tenor. This will secure long-term, stable funding to support the Company's future business expansion and balance sheet growth through more favourable funding sources. The proposed 5-year maturity will also enhance the Company's funding profile by mitigating maturity mismatches between interest-earning assets and interest-bearing liabilities.

The rating is dependent on the Company's ability to maintain its strong market position in the changing macroeconomic environment. Meanwhile, sound financial discipline, including continued capital retention, managed related-party exposure, sound coverages and debt repayment ability, is imperative.

Disclosure

Name of Rated Entity	First Capital Holdings PLC - Listed, rated, senior, unsecured, redeemable debenture - LKR 3Bn - 5 years
Type of Relationship	Solicited
Purpose of the Rating	Debt Instrument Rating
Applicable Criteria	Methodology Holding Company Rating Criteria(Aug-24),Methodology Debt Instrument Rating(Aug-24)
Related Research	Sector Study Holding Company(May-25)
Rating Analysts	Gayani Randima Ariyawansa gayani@lra.com.lk +94 114 500099

Profile First Capital Holdings PLC (FCH or the Company) is a public limited company incorporated in 1992 under the provisions of the Companies Act No. 17 of 1982 and re-registered under the Companies Act No. 07 of 2007. The Company's registered office and place of business is No. 2, Deal Place, Colombo 03. The principal activity of the Company encompasses investment and management of subsidiaries. FCH's integrated business platform comprises four specialized areas - Capital Market Advisory, Wealth Management, Fixed Income and Equities. The Company's investment portfolio constitutes core investments comprising seven subsidiaries i.e., First Capital Limited (FCL) - 100%, First Capital Treasuries PLC (FCT) - 89.36%, First Capital Markets Limited (FCM) - 100%, First Capital Asset Management Limited (FCAM) - 98.71%, First Capital Equities (Private) Limited (FCE) - 100%, First Capital Trustee Services (Private) Limited (FCTS) - 100%, First Capital Advisory Services (Private) Limited (FCAS) - 100%.

Ownership The ultimate shareholding of the Company rests with Schaffter brothers, which is through the parent company Janashakthi Limited (JL). JL owns ~76.57% of First Capital Holdings PLC. Remaining shareholding is with remaining minority shareholders. The Company is part of the Janashakthi Group and, as per their existing business strategy, it will not change in the near future. The Schaffter family owns ~100% of the stake of Janashakthi Limited. The family has decades of experience in various sectors and has continuously diversified their business. In addition to financial markets, the family has presence in Leasing and Finance and Insurance sector as well. The ultimate shareholder, Janashakthi Limited, as a holding company has invested in Non-Banking Financial Institute, and Insurance. The Holding Company has gained recognition and prominence over time. Janashakthi Limited (JL) has a consolidated asset base of LKR~134.1bn supported by an equity base of LKR~15.3bn as at FY24. In FY24, consolidated revenue stood at LKR~15.3bn. JL has improved its financial position over the last two years by lowering its leveraging but still has adequate financial profile. JL has limited ability to provide support, if needed, although this is an unlikely scenario. FCH has a consolidated asset base of LKR~94.2bn supported by an equity base of LKR~12.5bn as at 9MFY25.

Governance FCH Board comprises eight members out of which five are independent non-executive directors and one executive director. The Board includes two representatives from the Schaffter family: Mr. Ramesh Schaffter and Ms. Manjula Mathews. The BOD, with a well-diversified background and relative expertise of its members, is a key source of oversight and guidance for the management. Board's Chairman, Mr. Rajendra Theagarajah, is an independent non-executive director and holds directorship at several companies including Janashakthi Finance PLC, Engenuity AI (Pvt) Ltd, Payables (Pvt) Ltd, BCAS (Pvt) Ltd, Siam City Cement (Lanka) Ltd. The Board ensures effective governance through its six sub-committees, namely i) Board Audit Committee, ii) Board Integrated Risk Management Committee, iii) Nominations and Governance Committee, iv) Investment, Asset and Liability Committee, v) Related Party Transactions Review Committee, and vi) Remuneration Committee. KPMG is the external auditor of the Company. They have given an unqualified opinion on the financial statements for the year end of March 31, 2024.

Management FCH functions as an investment holding company. It has a simple organizational structure that is divided across various divisions. FCH and each of its subsidiaries have their own business unit heads and supporting functions along with fully equipped teams. FCH has an experienced and professional management team. Mr. Dilshan Wirasekara joined FCH in November 2013 and presently holds the position of the Company's Managing Director/CEO. He has over 29 years of diverse professional experience in Banking, Treasury and Investment Management, Capital Market Strategy and Corporate Advisory. Monthly KPI and management meetings are held to discuss performance and strategies within subsidiaries and the group. The Internal Audit Advisory function for all subsidiaries has been outsourced to M/s. Ernst & Young, while the FCH's internal audit responsibilities have been assigned to the Internal Audit Division of Janashakthi Group. The Internal Audit reports directly to the Board's Audit Committee. For investment decision-making, the Company has an Investment Asset and Liability Committee (IALCO) at the group level. FCH has a prudent investment policy, which is developed to be in line with the industry best practices, regulatory requirements, and expectations of the senior management and Board of Directors. Group investment team liaisons with the rest of the Group companies and receives updates on their performance. The team then presents them to the BOD on a quarterly basis.

Business Risk Having subsidiaries that are offering various financial services, bodes well for the Company along with the initiative of the group to diversify its income sources. The Company's investment portfolio consists of seven subsidiaries. All these investments could be defined as horizontal investments focusing on the financial service segment of Sri Lanka. However, the Company remains reliant on its Primary Dealer business through First Capital Treasuries PLC (FCT) due to FCT's dominant share in profitability. FCH has core investments in both listed and unlisted companies. On a consolidated basis, FCH has an asset base of LKR ~94.2bn supported by an equity base of LKR~12.5bn for 9MFY25. Under its investment portfolio, FCT remains prominent. Meanwhile, the Asset Management, which is catered through First Capital Asset Management Ltd, comes up as a segment. Remaining subsidiaries and investments remain modest. FCH aims for sustainable income flows, in the form of dividends, from its business ventures. On a consolidated basis, the Group's top-line stood at LKR~10.7bn for 9MFY25. The Company's consolidated bottom line closed at a net profit of LKR~4.5bn for 9MFY25. The strong performance of both the Primary Dealer segment and the Corporate Finance segment has been a key driver of profitability for the period ended 9MFY25.

Financial Risk FCH's has strong interest coverage as it stood at ~7.7x during 9MFY25 (FY24: ~1.0x). This was mainly due to increase in total operating cash flow (TCF) to LKR~6.8bn in 9MFY25 and lower interest rates in the country. Coverages are expected to remain strong in the short-term, especially considering prevailing interest rate environment in Sri Lanka. FCH has a diversified funding base, a combination of debentures, commercial papers and bank borrowings. The Company's standalone leverage stood at ~54.1% for 9MFY25, compared to ~59.7% in FY24. The Company's short-term borrowings stood at LKR~5.0bn at 9MFY25 (FY24: LKR~3.7bn) while the long term borrowings stood at LKR~1.2bn in 9MFY25 (FY24: LKR~1.6bn). The Company is expected to maintain the funding mix to optimize borrowing costs. On a consolidated basis, First Capital Holdings PLC has a total asset base of LKR~94.2bn and a total equity of LKR~12.5bn for 9MFY25. Further the rating takes into note the consolidated net profit of LKR ~4.5bn for 9MFY25 compared to the net profit reported of LKR ~10.2bn for FY24. Currently, there is no exposure to Janashakthi Limited in terms of inter-group lending. However, this exposure would be limited to keep financial flexibility. FCH has significantly reduced its exposure to related-party receivables as of 31 March-25.

Instrument Rating Considerations

About The Instrument FCH intends to issue Listed, rated, senior, unsecured, redeemable debenture - LKR~3bn - 5 years Debenture. The objective of the issue is to secure long-term, stable funding to support the Company's future business expansion and to refinance short-term borrowings.

Relative Seniority/Subordination Of Instrument The claims of the Debenture Holders shall in the event of winding up of the Company rank after all the claims of secured creditors and any preferential claims under any Statutes governing the Company but pari passu to the claims of unsecured creditors of the Company and shall rank in priority to and over any subordinated debt of the Company and the claims and rights of the shareholder/s of the Company.

Credit Enhancement The debenture is not underwritten. The debenture spans up to 5 years from the date of allotment and coupon will be paid on an annual/semi-annual basis and principal amount will be paid at the maturity date.



Lanka Rating Agency

First Capital Holdings PLC
Holding Company

	Dec-24 9M Management	Sep-24 6M Management	Mar-24 12M Audited	Mar-23 12M Audited
A BALANCE SHEET				
1 Investments	8,022	4,719	4,663	2,217
2 Related Party Investments	16,722	15,894	13,246	13,348
3 Non-Current Assets	100	37	41	40
4 Current Assets	157	102	2,171	942
5 Total Assets	25,000	20,753	20,120	16,547
6 Current Liabilities	179	94	2,429	111
7 Borrowings	13,410	12,679	10,559	10,340
8 Related Party Exposure	22	19	14	1
9 Non-Current Liabilities	-	-	-	-
10 Net Assets	11,389	7,961	7,119	6,095
11 Shareholders' Equity	11,389	7,961	7,119	6,095
B INCOME STATEMENT				
1 Total Investment Income	5,371	1,461	11,244	5,659
2 Cost of Investments	(881)	(538)	(1,832)	(2,971)
3 Net Investment Income	4,490	922	9,411	2,689
a Other Income	40	26	95	20
b Operating Expenses	(241)	(97)	(481)	(230)
4 Profit or (Loss) before Interest and Tax	4,289	852	9,025	2,479
a Taxation	(25)	(16)	(54)	(127)
6 Net Income Or (Loss)	4,263	835	8,971	2,352
7 Net Income Or (Loss) - Preferred Dividends	4,263	835	123	2,252
C CASH FLOW STATEMENT				
a Total Cash Flow	6,793	1,729	1,863	3,443
b Net Cash from Operating Activities before Working Capital Changes	5,904	1,183	(8)	527
c Changes in Working Capital	(3,591)	(548)	(2,018)	(383)
1 Net Cash provided by Operating Activities	2,314	635	(2,027)	144
2 Net Cash (Used in) or Available From Investing Activities	(15)	2,018	6,169	(12)
3 Net increase (decrease) in long term borrowings	(200)	(200)	(300)	(100)
4 Net Cash (Used in) or Available From Financing Activities	(2,225)	(2,225)	(5,173)	900
5 Net Cash generated or (Used) during the period	74	428	(1,030)	1,032
D RATIO ANALYSIS				
1 Performance				
a Asset Concentration (Market Value of Largest Investment / Market Value of Equity Investments)	95.4%	95.9%	52.5%	62.2%
b Core Investments / Market Value of Equity Investments	100.0%	100.0%	100.0%	100.0%
c Marketable Investments / Total Investments at Market Value	24.6%	14.6%	36.7%	17.7%
2 Coverages				
a TCF / Finance Cost	7.7	3.2	0.2	1.1
b TCF / Finance Cost + CMLTB	7.7	3.2	0.2	1.1
c Loan to Value (Funding / Market Value of Equity Investments)	0.9	0.8	19.3	16.9
3 Capital Structure (Total Debt/Total Debt+Equity)				
a Leveraging [Funding / (Funding + Shareholders' Equity]	54.1%	61.4%	59.7%	62.9%
b (Funding + Off Balance Sheet Exposure) / Shareholders' Equity	N/A	N/A	N/A	N/A



Credit Rating

Credit rating reflects forward-looking opinion on credit worthiness of underlying entity or instrument; more specifically it covers relative ability to honor financial obligations. The primary factor being captured on the rating scale is relative likelihood of default.

Scale	Long-Term Rating
AAA	Highest credit quality. Lowest expectation of credit risk. Indicate exceptionally strong capacity for timely payment of financial commitments
AA+ AA AA-	Very high credit quality. Very low expectation of credit risk. Indicate very strong capacity for timely payment of financial commitments. This capacity is not significantly vulnerable to foreseeable events.
A+ A A-	High credit quality. Low expectation of credit risk. The capacity for timely payment of financial commitments is considered strong. This capacity may, nevertheless, be vulnerable to changes in circumstances or in economic conditions.
BBB+ BBB BBB-	Good credit quality. Currently a low expectation of credit risk. The capacity for timely payment of financial commitments is considered adequate, but adverse changes in circumstances and in economic conditions are more likely to impair this capacity.
BB+ BB BB-	Moderate risk. Possibility of credit risk developing. There is a possibility of credit risk developing, particularly as a result of adverse economic or business changes over time; however, business or financial alternatives may be available to allow financial commitments to be met.
B+ B B-	High credit risk. A limited margin of safety remains against credit risk. Financial commitments are currently being met; however, capacity for continued payment is contingent upon a sustained, favorable business and economic environment.
CCC CC C	Very high credit risk. Substantial credit risk "CCC" Default is a real possibility. Capacity for meeting financial commitments is solely reliant upon sustained, favorable business or economic developments. "CC" Rating indicates that default of some kind appears probable. "C" Ratings signal imminent default.
D	Obligations are currently in default.

Scale	Short-Term Rating
A1+	The highest capacity for timely repayment.
A1	A strong capacity for timely repayment.
A2	A satisfactory capacity for timely repayment. This may be susceptible to adverse changes in business, economic, or financial conditions.
A3	An adequate capacity for timely repayment. Such capacity is susceptible to adverse changes in business, economic, or financial conditions.
A4	The capacity for timely repayment is more susceptible to adverse changes in business, economic, or financial conditions. Liquidity may not be sufficient.

Rating Modifiers | Rating Actions

Outlook (Stable, Positive, Negative, Developing) Indicates the potential and direction of a rating over the intermediate term in response to trends in economic and/or fundamental business / financial conditions. It is not necessarily a precursor to a rating change. 'Stable' outlook means a rating is not likely to change. 'Positive' means it may be raised. 'Negative' means it may be lowered. Where the trends have conflicting elements, the outlook may be described as 'Developing'.	Rating Watch Alerts to the possibility of a rating change subsequent to, or, in anticipation of some material identifiable event with indeterminable rating implications. But it does not mean that a rating change is inevitable. A watch should be resolved within foreseeable future, but may continue if underlying circumstances are not settled. Rating watch may accompany rating outlook of the respective opinion.	Suspension It is not possible to update an opinion due to lack of requisite information. Opinion should be resumed in foreseeable future. However, if this does not happen within six (6) months, the rating should be considered withdrawn.	Withdrawn A rating is withdrawn on a) termination of rating mandate, b) the debt instrument is redeemed, c) the rating remains suspended for six months, d) the entity/issuer defaults., or/and e) LRA finds it impractical to surveil the opinion due to lack of requisite information.	Harmonization A change in rating due to revision in applicable methodology or underlying scale.
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Surveillance. Surveillance on a publicly disseminated rating opinion is carried out on an ongoing basis till it is formally suspended or withdrawn. A comprehensive surveillance of rating opinion is carried out at least once every six months. However, a rating opinion may be reviewed in the intervening period if it is necessitated by any material happening. Rating actions may include "maintain", "upgrade", or "downgrade".

Note: This scale is applicable to the following methodology(s):

- | | |
|---------------------------------|--------------------------------------|
| a) Broker Entity Rating | e) Holding Company Rating |
| b) Corporate Rating | f) Independent Power Producer Rating |
| c) Debt Instrument Rating | g) Microfinance Institution Rating |
| d) Financial Institution Rating | h) Non-Banking Finance Company |

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Regulatory and Supplementary Disclosure

Nature of Instrument	Size of Issue (LKR)	Tenor	Security	Quantum of Security	Nature of Assets	Trustee	Book Value of Assets as at FY25 (LKR)
Listed, Rated, Senior, Unsecured, Redeemable Debenture	3,000,000,000.00	5 Year	Unsecured	N/A	N/A	Hatton National Bank PLC	N/A

Name of Issuer	First Capital Holdings PLC
Issue Date	23rd September 2025 (Tentative)
Maturity	23rd September 2030 (Tentative)
Coupon Basis	Bi-annual (Fixed)/ Annual (Fixed and Floating)
Repayment	Coupon will be paid on a annual/semi-annual basis and principal amount will be paid at the maturity date
Option	

First Capital Holdings PLC

Due Date Principal	Opening Principal	Principal Repayment	Coupon Due Date	Fixed Rate	Coupon	Principal Outstanding		
	LKR				YYYY-MM-DD	LKR		
Type A					Fixed			
			23-Sep-26	11.00%	132,000,000.00			
			23-Sep-27	11.00%	132,000,000.00			
			23-Sep-28	11.00%	132,000,000.00			
			23-Sep-29	11.00%	132,000,000.00			
		1,200,000,000	23-Sep-30	11.00%	132,000,000.00			
Type B					Fixed			
			23-Mar-26	10.71%	64,260,000.00			
			23-Sep-26	10.71%	64,260,000.00			
			23-Mar-27	10.71%	64,260,000.00			
			23-Sep-27	10.71%	64,260,000.00			
			23-Mar-28	10.71%	64,260,000.00			
			23-Sep-28	10.71%	64,260,000.00			
			23-Mar-29	10.71%	64,260,000.00			
			23-Sep-29	10.71%	64,260,000.00			
			23-Mar-30	10.71%	64,260,000.00			
		1,200,000,000	23-Sep-30	10.71%	64,260,000.00			
Type C				Floating	Floating			
			23-Sep-26	1 Year T-bill + 2.00%				
			23-Sep-27	1 Year T-bill + 2.00%				
			23-Sep-28	1 Year T-bill + 2.00%				
			23-Sep-29	1 Year T-bill + 2.00%				
		600,000,000	23-Sep-30	1 Year T-bill + 2.00%				