



**PARLIAMENT OF THE DEMOCRATIC
SOCIALIST REPUBLIC OF
SRI LANKA**

BANKING (AMENDMENT) ACT, No. 24 OF 2024

[Certified on 10th of April, 2024]

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Banking (Amendment) Act, No. 24 of 2024

[Certified on 10th of April, 2024]

L.D.-O. 42/2023

AN ACT TO AMEND THE BANKING ACT, NO. 30 OF 1988

BE it enacted by the Parliament of the Democratic Socialist Republic of Sri Lanka as follows: -

1. (1) This Act may be cited as the Banking (Amendment) Act, No. 24 of 2024.

Short title and
date of
operation

(2) The provisions of this Act shall come into operation on such date as the Minister may appoint by Order published in the *Gazette* (in this Act referred to as the “appointed date”).

2. Section 2 of the Banking Act, No. 30 of 1988 (hereinafter referred to as the “principal enactment”) is hereby amended in subsection (6) thereof by the substitution for the words “shall not include the Central Bank or a private company” of the words “shall not include the Central Bank, a shell bank or a private company”.

Amendment of
section 2 of Act,
No. 30 of 1988

3. The following section is hereby inserted immediately after section 2 of the principal enactment and shall have effect as section 2A of that enactment:-

Insertion of
section 2A in the
principal
enactment

“Eligibility
criteria to
apply for a
licence

2A. The following matters shall be taken into consideration by the Central Bank in determining whether a company is eligible to apply for a licence under this Act:-

- (a) compliance with the initial capital requirements as may be determined by the Central Bank, from time to time;
- (b) the nature and adequacy of the financial resources as a means of continuing financial support for the licensed commercial bank to be established in Sri Lanka;

- (c) the capital and other funding sources shall not derive from unlawful activities;
- (d) suitability of material shareholders in terms of subsection (1B) of section 12;
- (e) fitness and propriety of directors, chief executive officer and officers performing executive functions or any other person proposed to be appointed to any of the above positions, as the case may be, in terms of the criteria set out in subsection (2) of section 42;
- (f) track record for operating in a manner consistent with the standards of good governance and integrity;
- (g) transparency in ownership structure and the beneficial ownership;
- (h) establishment of a licensed commercial bank in Sri Lanka will be in the interest of the viability and stability of the banking system and the interest of the national economy; and
- (i) compliance with any other requirements under this Act or any other written law in Sri Lanka or outside Sri Lanka.”.

Amendment of
section 3 of the
principal
enactment

4. Section 3 of the principal enactment is hereby amended as follows:-

- (1) in subsection (1) thereof, by the substitution for the words “in such manner” of the words “in such manner along with the application fee”; and
- (2) in subsection (2) thereof, by the repeal of subparagraph (iii) of paragraph (b) and the substitution therefor, of the following:-

“(iii) a copy of the audited financial statements of the company for the preceding three years;”.

5. Section 4 of the principal enactment is hereby amended as follows:-

Amendment of
section 4 of the
principal
enactment

- (1) by the repeal of subsection (1) thereof and the substitution therefor of the following:-

“(1) The Central Bank may require any company or body corporate incorporated outside Sri Lanka, which has applied for a licence under section 3, to carry out banking business through a branch thereof, to undertake to remit to Sri Lanka, prior to the commencement of its business in Sri Lanka, a sum of money determined in United States Dollars, or its equivalent in any designated foreign currency. The amount so remitted may form part of the assigned capital of such company or body corporate and shall be kept as a deposit with the Central Bank or in such other manner as may be determined, from time to time, by the Central Bank.”;

- (2) by the insertion immediately after subsection (3) thereof, of the following: -

“(4) Without prejudice to the provisions of subsection (1), the Central Bank may, having regard to the soundness of the financial position, risk management, governance structure, capital adequacy and availability of liquidity, require any company or body corporate specified in subsection (1) to establish within Sri Lanka as a subsidiary of its parent company or principal body corporate to be issued with a licence to carry on banking business in Sri Lanka.

(5) where a commercial bank incorporated outside Sri Lanka is operating as a branch in Sri Lanka immediately preceding the appointed date, the Central Bank may direct such bank to establish a subsidiary of a parent company or principal body corporate of such commercial bank to carry on banking business in Sri Lanka, having regard to the soundness of the financial position, risk management, governance structure, capital adequacy and availability of liquidity subject to such terms and conditions as may be specified in such direction.”.

Amendment of
section 5 of the
principal
enactment

6. Section 5 of the principal enactment is hereby amended by the repeal of paragraph (a) of subsection (2) thereof and the substitution therefor of the following:-

“(a) whether such company is authorized to carry on banking business;”.

Amendment of
section 8 of the
principal
enactment

7. Section 8 of the principal enactment is hereby amended in subsection (2) thereof by the substitution for the words and figure “(2) The Monetary Board” of the words and figure “(2) The Director of Bank Supervision”.

Amendment of
section 9 of the
principal
enactment

8. Section 9 of the principal enactment is hereby amended in subsection (1) thereof by the repeal of paragraph (c) thereof and the substitution therefor of the following: -

“(c) become insolvent and winding up proceedings have been instituted under any other written law for the time being in force, whether in or outside Sri Lanka and a liquidator or receiver has been appointed for such bank in the interest of its depositors and creditors; or”.

9. Section 11 of the principal enactment is hereby amended as follows: -

Amendment of
section 11 of the
principal
enactment

- (1) in subsection (2) thereof, by the substitution for the words “shall commence in accordance with the provisions of Part VIII of this Act.” of the words “shall commence in accordance with the provisions of any other written law for the time being in force which specifically provides for the winding up of any licenced commercial bank in Sri Lanka.”;
- (2) in subsection (3) thereof, by the substitution for the words “close down the business of such bank in and with respect to Sri Lanka, in accordance with the provisions of Part VIII of this Act.” of the words “close down the business of such bank in accordance with the provisions of any other written law for the time being in force which specifically provides for the winding up of any licensed commercial bank in Sri Lanka.”;
- (3) in subsection (4) thereof-
 - (a) by the substitution, in paragraph (g), for the words “such measures;” of the words “such measures; and”;
 - (b) by the substitution in paragraph (h), for the words “such amalgamation; and” of the words “such amalgamation:”; and
 - (c) by the repeal of all the words commencing from “(i) vesting the business of the licensed commercial bank” and ending with the words “an acquiring bank:”.

Amendment of
section 12 of the
principal
enactment

10. Section 12 of the principal enactment is hereby amended as follows:-

(1) in subsection (1) thereof,-

(a) by the substitution for the words “written approval of the Monetary Board given with the concurrence of the Minister,” of the words “written approval of the Central Bank,”;

(b) in paragraph (b) thereof, by the substitution for the words “(b) for a licensed commercial bank” of the words “(b) in consultation with the Minister, for a licensed commercial bank”;

(c) by the repeal of paragraph (c) thereof, and the substitution therefor of the following: -

“(c) for a licensed commercial bank to acquire the business or part of the business of another licensed commercial bank, licensed specialised bank or a licensed finance company, or a branch of such licensed commercial bank, licensed specialised bank or licensed finance company, as the case may be, or to sell all or part of its business;”;

(d) in paragraph (d) thereof, by the substitution for the words “within Sri Lanka:” of the words “within Sri Lanka subject to an application fee as may be determined by the Central Bank, from time time;”;

(e) in paragraph (e) thereof, by the substitution for the words “licensed commercial bank or a licensed specialised bank.” of the words “licensed commercial bank, a licensed specialised bank or a licensed finance company;”;

(f) by the addition, immediately after paragraph (e) thereof, of the following:-

“(f) for a licensed commercial bank or a licensed specialised bank to acquire the business or part of the business of another financial institution which is subject to the regulation or supervision of the Central Bank.”;

(2) by the repeal of subsection (1B) thereof, and the substitution therefor of the following:-

“(1B) An approval under paragraphs (c), (e) or (f) of subsection (1) or subsection (1c) shall not be granted, unless the Central Bank is satisfied that such acquisition or merger or consolidation is in the interest of promotion of a safe, sound and stable banking system, and the fair competition prevailing in the banking industry. When granting approval for an acquisition under subsection (1c) to an individual or a body corporate, the Central Bank shall, in determining whether such individual or the directors of such body corporate, as the case may be, are fit and proper persons, have regard to the criteria set out in subsection (2) of section 42 in addition to the following matters:-

(a) track record of the individual or the directors of the body corporate;

- (b) soundness and feasibility of the business plans of the individual or body corporate;
 - (c) the nature and sufficiency of the financial resources of the individual or body corporate as a source of continuing financial support to the licensed commercial bank and the legitimacy of such sources of funding;
 - (d) the business record and experience of the body corporate for the preceding three years; and
 - (e) transparency in ownership structure and the beneficial ownership.”;
- (3) by the repeal of subsection (1c) thereof, and the substitution therefor of the following:-

“(1c) (a) An individual, partnership or body corporate shall not, either directly or indirectly or through a nominee or acting in concert with any other individual, partnership or body corporate, acquire a material interest in a licensed commercial bank incorporated or established within Sri Lanka by or under any written law without the prior written approval of the Central Bank.

(b) Without prejudice to the generality of subsection (2), approval under paragraph (a) of this subsection may be granted subject to terms and conditions as the Central Bank may deem fit.

(c) Without prejudice to the provisions of subsection (3), the secretary of a licensed

commercial bank shall not enter in the share register, the index of shareholders or in any other register maintained to keep records of shareholders of such licensed commercial bank, the name of an individual, an entity (whether corporate or unincorporate) or a nominee of such individual or entity who has acquired the material interest in contravention of paragraph (a) and such person shall not be recognized as a shareholder or a person to be deemed as a shareholder of such licensed commercial bank.

(d) Without prejudice to the provisions of subsection (3), where the contravention of subsection (1c) has been committed by an existing shareholder of the licensed commercial bank, it shall be lawful for the Central Bank to direct such licensed commercial bank to remove the name of such shareholder from the share register, index of shareholders or any other register maintained to keep records of shareholders of such licensed commercial bank, as the case may be, within the period of time as may be specified in such directions. It shall be the duty of such licensed commercial bank to comply with such direction with effect from the date of such direction for removal, and the said shareholder shall not be considered or deemed as a shareholder of such licensed commercial bank until such shareholder complies with the provisions of subsection (1c).

(e) For the purposes of this subsection,-

“acting in concert” means acting pursuant to an understanding (whether formal or informal) to actively co-operate in acquiring a material interest in a licensed commercial bank so as to obtain or consolidate the control of that licensed commercial bank;

“material interest” means the holding of over ten *per centum* of the issued capital of a licensed commercial bank carrying voting rights or, if the Central Bank determines that there exists a significant influence over the licensed commercial bank to nominate, appoint or remove a director, chief executive officer or an officer performing executive functions of the licensed commercial bank or to exercise control over the policies of such bank pursuant to a contract or otherwise.”;

- (4) in subsection (2) thereof, by the substitution for the words “by the Monetary Board with the concurrence of the Minister.” of the words “by the Central Bank.”; and
- (5) by the addition, immediately after subsection (2) thereof, of the following:-

“(3) Notwithstanding anything to the contrary in the provisions in this Act or any other written law, where the Central Bank is satisfied based on the information submitted by the licensed commercial bank or on its own findings that any individual, partnership or body corporate

specified in subsection (1c) has acquired the material interest of such bank in contravention of subsection (1c) or any terms or conditions of the approval granted thereunder, it shall be lawful for the Central Bank to direct such licensed commercial bank or such individual, partnership or body corporate, as the case may be, to dispose of such material interest subject to such terms and conditions as the Central Bank may consider necessary and after giving such bank or individual, partnership or body corporate an opportunity of being heard.

(4) Until the disposal is effected under subsection (3), the Central Bank may direct the licensed commercial bank whose material interest has been acquired or the individual, partnership or body corporate who has contravened the provisions of this section, or both such bank and the individual, partnership and the body corporate, as the case may be, to give effect to, one or more of the following:-

- (a) suspend the exercise of voting rights entitled to such shareholding or part thereof;
- (b) notwithstanding to the contrary in any other written law, prohibit such licensed commercial bank accruing any distribution rights pertaining to such shareholding or part thereof;
- (c) prohibit the licensed commercial bank issuing further shares to or pursue any offer made by the individual, partnership or body corporate who has contravened the provisions of subsection (1c);
- (d) except in a liquidation, prohibit the licensed commercial bank paying any sums due,

including any form of distribution, to such individual, partnership or body corporate who has contravened the provisions of subsection (1c);

(e) provide further details of such shareholding acquired in contravention of subsection (1c) to the Central Bank, in such manner as the Central Bank may determine; or

(f) request a licensed stock exchange or Central Depository System to impose a restriction on trading of shares held in excess of material interest, by any shareholder as a locked balance of his share account, until further instructions to that effect is issued by the Central Bank.”.

Amendment of section 13 of the principal enactment

11. Section 13 of the principal enactment is hereby amended as follows:-

- (1) in subsection (1) thereof, by the substitution for the words and figure “(1) The Monetary Board may, with the approval of the Minister,” of the words and figure “(1) The Central Bank may,”; and
- (2) in subsection (3) thereof, by the substitution for the words “before the Board under subsection (2), the Monetary Board shall, with the approval of the Minister -” of the words “before the Central Bank under subsection (2), the Central Bank shall, -”.

Amendment of section 17 of the principal enactment

12. Section 17 of the principal enactment is hereby amended by the insertion of the following, immediately after subsection (4) thereof:-

“(4A) Any licensed commercial bank having a non-financial subsidiary that does not provide services to such licensed commercial bank or its banking group as

at the appointed date, shall divest its ownership in the equity share capital of such subsidiary within a period of five years from the appointed date, after notifying the Central Bank of such decision and the manner in which such bank will discontinue the business carried out by such subsidiary.”.

13. Section 19 of the principal enactment is hereby amended as follows:-

Amendment of
section 19 of the
principal
enactment

- (1) in paragraph (b) of subsection (1) thereof, by the substitution for the words “and with the concurrence of the Minister, determine, from time to time.” of the words “determine, from time to time.”;
- (2) by the repeal of paragraph (d) of subsection (3) thereof, and the substitution therefor of the following:-

“(d) Where any licensed commercial bank is required by such variation to augment its equity capital, it shall upon application to the Central Bank, be afforded a period of twelve months, or such other period as may be granted by the Central Bank, in which to comply with that requirement.”;

- (3) by the repeal of paragraph (b) of subsection (7) thereof, and the substitution therefor of the following:-

“(b) Any variation in the capital adequacy ratio referred to in paragraph (a) shall be communicated to every licensed commercial bank by the Central Bank in writing, provided that every licensed commercial bank which is required by such variation to augment its capital, shall be afforded a period of twelve months or such other period as may be granted by the Central Bank, in which to comply with such requirement.”;

- (4) by the addition, immediately after subsection (9) thereof, of the following:-

“(10) The Central Bank may require a licensed commercial bank to maintain additional capital as the Central Bank may consider appropriate having regard to the specific risks emanating from the business of such licensed commercial bank.”.

Replacement of
section 21 of the
principal
enactment

14. Section 21 of the principal enactment is hereby repealed and the following is substituted therefor: -

“Liquid
Assets

21. (1) Every licensed commercial bank shall, at all times maintain liquid assets that are required to meet its liabilities as may, from time to time, be determined by the Central Bank and comply with the requirements on liquidity having regard to the developments in the regulatory requirements, and the Central Bank shall, as far as practicable, adopt international standards applicable on liquidity requirements of such licensed commercial bank.

(2) Without prejudice to the provisions of subsection (1), the Central Bank may, from time to time, determine additional liquid assets required to be maintained by any licensed commercial bank to meet liabilities and it shall be the duty of every licensed commercial bank to maintain such assets in such ratios as may be directed by the Central Bank.”.

Replacement of
section 22 of the
principal
enactment

15. Section 22 of the principal enactment is hereby repealed and the following is substituted therefor: -

“Payment of dividends 22. The Central Bank may, from time to time, having considered the capital or liquidity levels of a licensed commercial bank, issue directions to such licensed commercial bank imposing conditions to be met by such bank prior to declaring or paying dividends, whether scrip or otherwise, or transfer of profits earned in Sri Lanka, outside Sri Lanka.”.

16. The following section is hereby inserted immediately after section 22 of the principal enactment and shall have effect as section 22A of that enactment:-

Insertion of section 22A in the principal enactment

“Central Bank to designate foreign currency to be used in offshore banking business 22A. The Central Bank may, by Order designate any foreign currency for the purpose of carrying on offshore banking business.”.

17. Part IV of the principal enactment is hereby repealed.

Repeal of Part IV of the principal enactment

18. Section 35 of the principal enactment is hereby repealed and the following is substituted therefor:-

Replacement of section 35 of the principal enactment

“Preparation of financial statements by licensed commercial banks 35. Every licensed commercial bank shall maintain accounts and records and prepare financial statements in accordance with applicable accounting standards. The financial statements of a licensed commercial bank shall represent a true and accurate assessment of the bank’s affairs and reflect its operations and financial condition both on a solo and consolidated basis.”.

Repeal of
section 36 of the
principal
enactment

19. Section 36 of the principal enactment is hereby repealed.

Repeal of
section 37 of the
principal
enactment

20. Section 37 of the principal enactment is hereby repealed.

Replacement of
section 38 of the
principal
enactment

21. Section 38 of the principal enactment is hereby repealed and the following is substituted therefor:-

“Publication
of financial
statements by
licensed
commercial
banks

38. (1) Every licensed commercial bank incorporated or established within Sri Lanka shall,-

- (a) transmit within three months after the closure of its financial year, to the Director of Bank Supervision, its audited financial statements in solo and consolidated basis for such financial year in respect of its business in and outside Sri Lanka;
- (b) exhibit such statements in a conspicuous place at each of its places of business until the solo and consolidated financial statements for the succeeding financial year are prepared and exhibited; and
- (c) publish such statements at least once within the period specified in paragraph (a) in at least one

Sinhala, Tamil and English daily newspaper circulating in Sri Lanka, and in the official website of the respective bank.

(2) Every licensed commercial bank incorporated outside Sri Lanka shall,-

- (a) transmit within three months after the closure of its financial year, to the Director of Bank Supervision, its audited financial statements for such financial year in respect of its business in Sri Lanka;
- (b) exhibit such statements in a conspicuous place at each of its places of business until the financial statements for the succeeding financial year are prepared and exhibited; and
- (c) publish such statements at least once within the period specified in paragraph (a) in at least one Sinhala, Tamil and English daily newspaper circulating in Sri Lanka, and in the official website of the respective bank.

(3) The Central Bank may specify the form of the financial statements referred to in subsections (1) and (2) including any disclosure requirements to be made and where such form is specified, the financial statements of every licensed commercial bank shall be prepared in such form.

(4) Where the Central Bank determines that a disclosure made under subsection (3) does not contain information which is required to contain or is otherwise false or misleading, the Central Bank may, by notice in writing, require such bank –

- (a) to publish a disclosure statement including the information that was previously omitted;
- (b) to publish a disclosure statement without including false or misleading information; or
- (c) to take such other corrective action as may be specified in the notice.”.

Amendment of
section 39 of the
principal
enactment

22. Section 39 of the principal enactment is hereby amended as follows:-

- (1) in subsection (1) thereof, -
 - (a) by the substitution in paragraph (a), for the words “the accounts balance sheet and profit and loss account” of the words “financial statements”;
 - (b) by the substitution in paragraph (b), for the words “the accounts, balance sheet and the profit and loss account” of the words “financial statements”;
- (2) by the insertion, immediately after subsection (1) thereof, of the following:-

“(1A) Where there are findings which to the knowledge of the auditor in the performance of his duties under this Act, that-

- (a) losses have been incurred or likely to incur which may materially reduce the capital of any licensed commercial bank;
- (b) irregularities have been occurred in such bank, including the engagement of such bank in unsound or unsafe practices in carrying on of its business which is likely to jeopardize the interests of its depositors and creditors; or
- (c) the obligations to the depositors and creditors of such bank are not sufficiently covered by the assets of such bank,

the auditor shall immediately report such findings or any other matter that can materially affect the safety and soundness of the licensed commercial bank to the Director of Bank Supervision.”;

- (3) by the repeal of subsection (2) thereof, and the substitution therefor of the following:-

“(2) Every report specified in subsection (1) which shall be completed within two months of the end of the financial year, shall contain a statement by the auditor as to whether in his opinion the financial statements contain a true and fair view of the bank’s financial position including the compliance with the provisions relating to issuing of financial statements and making disclosures by a licensed commercial bank and where the auditor

has called for an explanation or any information from any officer or agent of such licensed commercial bank whether such explanation or information is satisfactory.”;

- (4) in subsection (3A) thereof, by the substitution for the words “shall be met by the Central Bank.” of the words “shall be met by the respective licensed commercial bank.”;
- (5) by the insertion, immediately after subsection (3A) thereof, of the following: -

“(3B) Where the Central Bank is of the view that an additional audit is required to be conducted in respect of one or more aspects of the business and affairs of a licensed commercial bank, the Director of Bank Supervision may require such bank to conduct an additional audit on such aspects and the cost of such additional audit shall be met by the respective licensed commercial bank.

(3C) The provisions of sections 38A and 39 in respect of the appointment, duties and powers, and remuneration of auditors shall *mutatis mutandis* apply in respect of any auditor employed to conduct an additional audit under this section.”;

- (6) by the insertion, immediately after subsection (7) thereof, of the following:-

“(7A) The engagement partner of the auditor of a licensed commercial bank shall be a member of the Institute of Chartered Accountants of Sri Lanka

and shall not be subject to any disqualification under any written law in Sri Lanka or abroad from being appointed as an auditor.

(7B) Every licensed commercial bank shall change the auditor of such bank once in every six years and shall change the engagement partner once in every three years.

(7C) A licensed commercial bank which has already appointed an auditor shall comply with the provisions of this section within a period of two years from the appointed date.”; and

(7) by the repeal of subsection (8) thereof.

23. Section 41 of the principal enactment is hereby amended in subsection (1) thereof, by the substitution for the words “or any of its subsidiaries,” of the words “on solo and consolidated basis”.

Amendment of
section 41 of the
principal
enactment

24. Section 42 of the principal enactment is hereby amended as follows: -

Amendment of
section 42 of the
principal
enactment

(1) in subsection (2) thereof, -

(a) by the repeal of paragraph (a) and the substitution therefor of the following: -

“(a) that such person possesses academic or professional qualifications and effective experience in banking, finance, economics, accounting, business administration, information technology, risk management, law or any other relevant discipline as may be determined by the Central Bank;”;

- (b) by the repeal of paragraph (c) and the substitution therefor of the following: -

“(c) that such person is not subject to any proceedings, inquiry or investigation consequent upon being served with notice of a charge involving fraud, deceit, dishonesty or other similar criminal activity, by any court, tribunal, regulatory authority, supervisory authority, professional association, Commission of Inquiry, or any other body established by law, in Sri Lanka or outside Sri Lanka.”;

- (2) by the repeal of subsection (4) thereof, and the substitution therefor of the following: -

“(4) Every licensed commercial bank shall notify the Director of Bank Supervision in such form as may be determined by the Director of Bank Supervision, the name, address and occupation and if he considers necessary, any further information of -

- (a) each person proposed to be appointed, elected or nominated as a director of such licensed commercial bank, before such appointment, election or nomination, as the case may be;
- (b) any director of such licensed commercial bank, if such bank is aware that such person is not a fit and proper person or where such director becomes otherwise ineligible to hold office as such director, within fifteen days of such bank becoming aware of such facts.”;
- (3) by the insertion, immediately after subsection (4) thereof, of the following: -

“(4A) The Director of Bank Supervision may, upon receipt of notice under subsection (4), if he considers necessary, cause further investigation to satisfy himself in relation to any of the matters referred to in subsection (1) or (2).”;

- (4) by the repeal of subsection (7) thereof, and the substitution therefor of the following:-

“(7) A licensed commercial bank shall not appoint, elect or nominate as a director of the licensed commercial bank, a person whose appointment, election or nomination, as the case may be, has not been approved under subsection (5) or subsection (6) and no such director shall be permitted to carry out any duty or function of such licensed commercial bank in any capacity.”;

- (5) by the repeal of subsection (12) thereof, and the substitution therefor of the following:-

“(12) The Board of Directors of a licensed commercial bank shall have the duty to oversee the management of the affairs of the licensed commercial bank including its governance framework and be ultimately responsible for ensuring that the business of such bank is carried out in compliance with all applicable laws and consistent with safe and sound banking practices.”; and

- (6) by the addition immediately after subsection (12) thereof, of the following:-

“(13) Notwithstanding anything to the contrary in any other written law, the Central Bank shall, from time to time, determine the number of members of the Board of Directors of a licensed commercial bank which number shall not be less than seven in any case.”.

Amendment of section 44A of the principal enactment

25. Section 44A of the principal enactment is hereby amended by the repeal of subsection (1) thereof, and the substitution thereof of the following:-

“(1) The Chief Executive Officer and such other officers of a licensed commercial bank performing executive functions as may be determined by the Central Bank shall be fit and proper persons to hold such respective positions, and the provisions of subsection (2) of section 42 shall, *mutatis mutandis*, apply in determining whether such persons are fit and proper persons.”.

Insertion of sections 44B and 44C in the principal enactment

26. The following sections are hereby inserted immediately after section 44A of the principal enactment and shall have effect as sections 44B and 44C of that enactment: -

Disqualification of a director, the chief executive officer or an officer performing executive functions of a licensed commercial bank who previously held such positions in such bank

44B. (1) (a) Where the Central Bank, in pursuance to findings of any examination or investigation conducted on affairs of a licensed commercial bank, is satisfied at any time that a person who previously held office as a director, the chief executive officer or an officer performing executive functions of such bank has committed or has been connected with the commission of any act involving fraud, deceit, dishonesty or other similar criminal activity or any other improper conduct during the period in which he served in such office which may disqualify such person to be a fit and proper person to

be appointed, elected or nominated as a director, the chief executive officer or officer performing executive functions of a licensed commercial bank, or any other financial institution regulated and supervised by the Central Bank, it shall be lawful for the Central Bank to determine that such person is not fit and proper, notwithstanding the fact that whether such person no longer holds such office at the time of making such determination.

(b) The Central Bank shall, prior to making such determination ensure that such person has been offered an opportunity of being heard.

(2) The person so determined as not fit and proper under subsection (1) shall not be eligible to be appointed, elected, nominated or continued as a director, chief executive officer or other officer performing executive functions of a licensed commercial bank or any other financial institution regulated and supervised by the Central Bank.

This Part of
this Act to
prevail in
case of
inconsistency

44c. In the event of any conflict or inconsistency between the provisions of this Part of this Act and the provisions of any other written law for the time being in force, the provisions of this Part shall prevail.”.

27. Section 46 of the principal enactment is hereby amended in subsection (1) thereof, as follows:-

- (1) by the substitution for the words “directions to licensed commercial banks” of the words

Amendment of
section 46 of the
principal
enactment

“directions to licensed commercial banks considering the asset size, scale, diversity and complexity of operations of such banks”;

- (2) by the repeal of paragraph (c) thereof and the substitution therefor, of the following:-

“(c) the limit on large exposures which, having regard to the equity capital, reserves and deposits of such licensed commercial bank and other relevant considerations including, as far as practicable, the adoption of international standards applicable on large exposures, as may be made by such bank-

(i) to any single company, public corporation, firm, association of persons or an individual; or

(ii) in the aggregate to-

(A) an individual, his close relations or to a company or firm in which he or his close relations have a substantial interest; or

(B) a group of connected borrowers if at least one of the following criteria is satisfied:-

(a) control relationship, a company and one or more of the following having a control relationship with each other:-

(i) its subsidiaries;

- (ii) its holding company;
 - (iii) its associate company;
 - (iv) a subsidiary of its holding company;
 - (v) a company in which a company referred to in item (a) of this subparagraph or its subsidiary, or its holding company, or a subsidiary of its holding company, has a substantial interest;
 - (vi) an individual having a substantial interest in such company and the close relations of such individual; or
 - (vii) any other company having direct or indirect control over such company as may be determined by the Central Bank;
- (b) economic interdependence between connected borrowers as may be determined by the Central Bank based on predetermined criteria:

Provided that, it shall be lawful for a licensed commercial bank to comply with the provisions of this paragraph within a period of three years from the appointed date or such other period as may be determined by the Central Bank.”.

Amendment of
section 47 of the
principal
enactment

28. Section 47 of the principal enactment is hereby amended as follows:-

- (1) by the repeal of subsection (1) thereof;
- (2) by the insertion, immediately after subsection (11A) thereof, of the following:-

“(11B) The provisions of subsections (3), (4), (5), (6), (7), (11) and (11A) shall apply to the following persons, and such persons shall comply with such provisions:-

- (a) a chief executive officer or an officer performing executive functions of a licensed commercial bank in respect of any accommodation granted other than an accommodation granted to such officer under a scheme applicable to the employees of such bank;
- (b) a shareholder of a licensed commercial bank having material interest, whether individual or a concern;
- (c) a subsidiary or an associate company of the licensed commercial bank;
- (d) a holding company of the licensed commercial bank including its subsidiaries, excluding the parent bank and subsidiaries of a bank incorporated outside Sri Lanka;
- (e) a director of a subsidiary or an associate company of the licensed commercial bank and a director of a holding company and its subsidiaries;

- (f) a close relation of a person specified in paragraphs (a) and (b);
- (g) a concern, whose director or partner is a director of such bank; and
- (h) a concern in which a material shareholder of a licensed commercial bank or any of his close relations has substantial interest.

(11C) Any person referred to in subsection (11B) who contravenes the provisions of subsection (3), (4), (5), (6), (7), (11) or (11A) commits an offence under this Act.”;

- (3) by the insertion, immediately after subsection (13) of the following:-

“(14) (a) The Central Bank may require a licensed commercial bank to deduct the amount of any accommodation granted by such bank in excess of the limits specified in subsection (4), to any related party for the purposes of calculating the regulatory capital ratios under subsection (7) of section 19 or require such excess to be secured by such security as directed by the Central Bank.

(b) The minimum period of time that the Central Bank may afford to a licensed commercial bank to comply with the provisions of paragraph (a) shall be a period of twelve months or such other period as may be determined by the Central Bank, which in any case shall not exceed a period of three years.”.

Repeal of Part VIIA of the principal enactment

29. Part VIIA of the principal enactment is hereby repealed.

Repeal of section 50 of the principal enactment

30. Section 50 of the principal enactment is hereby repealed.

Amendment of section 55 of the principal enactment

31. Section 55 of the principal enactment is hereby amended as follows:-

- (1) by the substitution for the words and figure “in section 54 the name of such bank shall be removed from the list of licensed commercial banks and” of the words and figure “in section 54”;
- (2) in paragraph (c) thereof, by the substitution for the words and figure “in accordance with section 72.” of the words and figure “in accordance with section 72; and”;
- (3) by the addition immediately after paragraph (c) thereof, of the following:-

“(d) all monies or other articles held in a safe deposit box which have not been paid or returned to the rightful owners under section 54, have been transferred to a special account of the Central Bank or are disposed in accordance with the directions issued by the Central Bank for such purpose, as the case may be.”;

- (4) by the repeal of the marginal note to that section, and the substitution therefor of the following:-

“Distribution of the outstanding assets among the owners of the licensed commercial bank”.

32. Section 56 of the principal enactment is hereby repealed and the following is substituted therefor:-

Replacement of section 56 of the principal enactment

“Cancellation of the licence issued to a licensed commercial bank and to remove the name from the list

56. Once all outstanding assets have been distributed in accordance with the provisions of section 55, the Director of Bank Supervision shall direct such licensed commercial bank subject to voluntary winding up to submit the audited financial statements of such bank to the Central Bank for its approval. Once the audited financial statements are approved by the Central Bank, the Central Bank shall cancel the licence issued to such licensed commercial bank and the name of such bank shall be removed from the list of licensed commercial banks.”.

33. Sections 57 to 69 (both inclusive) of the principal enactment are hereby repealed.

Repeal of sections 57 to 69 of the principal enactment

34. Section 70 of the principal enactment is hereby amended in subsection (4), by the substitution for the words and figures “with the undertaking. The provisions of sections 63 and 68 shall apply to the winding up of the affairs under this section.” of the words “with the undertaking.”.

Amendment of section 70 of the principal enactment

35. Section 72 of the principal enactment is hereby amended in subsection (1) thereof, by the substitution for the words and figures “(1) In addition to the articles referred to in sections 63 and 68 the articles” of the words and figure “(1) The articles”.

Amendment of section 72 of the principal enactment

36. Section 76D of the principal enactment is hereby amended by the repeal of subsection (3) thereof.

Amendment of section 76D of the principal enactment

Amendment of
section 76G of the
principal
enactment

37. Section 76G of the principal enactment is hereby amended in subsection (1), by the substitution for the words “the Monetary Board may with the concurrence of the Minister,” of the words “the Central Bank may,”.

Amendment of
section 76H of
the principal
enactment

38. Section 76H of the principal enactment is hereby amended by the substitution for the words and figure “provisions of Part V” of the words and figures “provisions of section 21, Part V”.

Amendment of
section 76J of
the principal
enactment

39. Section 76J of the principal enactment is hereby amended in subsection (1) as follows:-

- (1) by the substitution for the words “regarding the manner in which any aspect of the business of such banks is to be conducted and in particular-” of the following:-

“considering the asset size, scale, diversity and complexity of operations of such banks or for reasons to be stated in writing to any one or more of them, regarding the manner in which any aspect of the business of such banks is to be conducted and in particular -”;
and

- (2) by the repeal of paragraph (k) thereof.

Amendment of
section 76K of
the principal
enactment

40. Section 76K of the principal enactment is hereby amended by the substitution for the words and figure “provisions of section 45 shall,” of the words and figures “provisions of sections 45, 47, 48A, 49 and 49A shall,”.

41. Section 76M of the principal enactment is hereby amended as follows:-

Amendment of
section 76M of
the principal
enactment

(1) in paragraph (b) of subsection (3) thereof, -

5 (a) by the repeal of subparagraph (i), and the substitution therefor of the following:-

“(i) where the bank is incorporated or established within Sri Lanka by or under any written law, proceedings for the winding up of the bank shall commence under the provisions of any written law for the time being in force, which specifically provides for the winding up of the licensed commercial banks and licensed specialised banks in Sri Lanka.”;

(b) by the repeal of subparagraph (ii) thereof, and the substitution therefor of the following:-

“(ii) where the bank is incorporated outside Sri Lanka, the business of such bank authorized under the licence issued under section 76A shall be closed down and its affairs shall be wound up under the provisions of any written law for the time being in force, which specifically provides for the winding up of the licensed commercial banks and licensed specialised banks in Sri Lanka.”; and

(2) by the repeal of subsections (3A), (3B), (3C), (3D), (3E), (3F) and (3G) thereof.

Amendment of
section 79 of the
principal
enactment

42. Section 79 of the principal enactment is hereby amended in subsection (1), by the substitution for the words and figures “subsection (3) of section 33, subsection (3) of section 41” of the words and figures “subsection (3) of section 41”.

Insertion of new
section 79B in
the principal
enactment

43. The following new section is hereby inserted immediately after section 79A of the principal enactment and shall have effect as section 79B of that enactment:-

“Central
Bank to
impose
administrative
fine

79B. (1) Without prejudice to any of the provisions of this Act or any other written law for the time being in force, it shall be lawful for the Central Bank, after affording an opportunity of being heard, to impose an administrative fine on any person who contravenes the provisions of subsections (1c), (3) and (4) of section 12, section 19, section 21, subsection (1) of section 38 or paragraph (c) of subsection (1) of section 46 of this Act.

(2) The Central Bank shall, in determining to impose an administrative fine, take into consideration-

- (a) the gravity of such contravention;
- (b) whether there is any recurrence of such contravention;
- (c) whether any loss or damage is caused to the depositors or any other person consequent of such contravention;
- (d) whether the person against whom a fine is to be imposed is unduly benefitted from such contravention;
- (e) the financial resources of such person;

(f) any mitigating factors; and

(g) such other matters as it considers to be relevant.

(3) The Central Bank shall determine the procedure and manner for imposing an administrative fine on a person under subsection (1) and the amount of such fine, in proportion to the contravention so committed.”.

44. Section 83A of the principal enactment is hereby amended by the substitution for the words “and such bank” of the words “licensed specialised bank and such bank”.

Amendment of section 83A of the principal enactment

45. The following new sections are hereby inserted immediately after section 83C of the principal enactment and shall have effect as sections 83D and 83E of that enactment:-

Insertion of new sections 83D and 83E in the principal enactment

“Delegation of its powers, duties and functions by the Central Bank

83D. The Central Bank may, if it considers necessary, delegate any of its powers, duties and functions under this Act to the Governor, Deputy Governor, Assistant Governor, Director of Bank Supervision or any other officer of the Central Bank who shall not be below the rank of a Head of the Department, or any committee consisting of such officers of the Central Bank, as the case may be, to carry on any such powers, duties and functions under this Act.

Central
Bank to
inform any
person to
furnish any
information
& c.

83E. (1) The Central Bank may, by notice in writing, inform any person other than a licensed commercial bank, a licensed specialised bank, a director, Chief Executive Officer or an officer performing executive functions of such bank, to furnish, within such period as specified in the notice, any information or produce any document as specified in such notice and as the Central Bank may consider necessary for the exercise, performance and discharge of the powers, duties and functions under this Act.

(2) Notwithstanding anything to the contrary in any other written law, it shall be the duty of any person who receives a notice under subsection (1) to comply with the requirements of such notice within the period specified therein.”.

Amendment of
section 86 of the
principal
enactment

46. Section 86 of the principal enactment is hereby amended as follows:-

- (1) by the insertion immediately after the definition of the expression “accommodation”, of the following:-

““Auditor General” means the Auditor General appointed under Article 153 of the Constitution;”;

- (2) by the insertion immediately after the definition of the expression “banking business”, of the following:-

““beneficial owner” means a natural person who ultimately owns or controls ten *per centum* or more of a company, in whole or in part,

through direct or indirect ownership or control of shares or voting rights or other ownership interest in that company, and also includes a natural person who exercises effective control through other means, and beneficial ownership is to be construed accordingly;

“Board of Directors of a branch of a licensed commercial bank incorporated outside Sri Lanka” means the Head Office or Regional Office of such licensed commercial bank that supervises the respective branch or a management committee for which powers on overseeing the management have been delegated by such Head Office or the Regional Office, as the case may be, to act as the Board of Directors of such branch;”;

- (3) by the insertion immediately after the definition “concern” of the following:-

““control relationship” means the ability of one borrower of a licensed commercial bank to influence over the activities of other borrowers of such bank;”;

- (4) by the repeal of the definition of the expression “Director of Bank Supervision” and the substitution therefor of the following:-

““Director of Bank Supervision” means an employee of the Central Bank who is the head of the department of the Central Bank which is entrusted with the regulation and supervision of the licensed commercial banks and licensed specialised banks in Sri Lanka;”;

- (5) by the repeal of the definition of the expression “domestic banking business”, and the substitution therefor of the following:-

““economic interdependence” means the dependence of one borrower of a licensed commercial bank on a business of any other borrower of such bank where it is likely that the financial difficulties of the latter may impair the repayment capacity of the first mentioned borrower;

“engagement partner” means the partner or other person in the audit firm who is responsible for the audit engagement and its performance, and for the auditor’s report that is issued on behalf of the audit firm, and who, where required, has the appropriate authority from a professional, legal or regulatory body;

“exposures” means accommodation and all financial investments;”;

- (6) by the insertion immediately after the definition of the expression “head office of a commercial bank” of the following:-

““international standards” means the standards that comprise of principles, guidelines, processes, or characteristics, that have been developed through the consensus of experts from many countries and published by a globally recognized institution including the Basel Committee on Banking Supervision, the Financial Stability Board and such other similar standard setting institution;”;

- (7) by the insertion immediately after the definition of the expression “local authority” of the following:-

““Minister” means the Minister assigned the subject of Finance in terms of Article 44 or 45 of the Constitution;”;

- (8) by the insertion immediately after the definition of the expression “Monetary Board” of the following:-

““non-financial subsidiary” means a subsidiary of a licensed commercial bank or a licensed specialised bank which carries out the business other than the business of a ‘financial sector participant’ as defined in the Central Bank of Sri Lanka Act, No.16 of 2023;”;

- (9) by the insertion immediately after the definition of the expression “non-resident” of the following:-

““offshore banking business” means the provision of banking business by a licensed commercial bank in any designated foreign currency to non-residents, and to certain residents as may be determined by the Central Bank, from time to time;

“physical presence” means meaningful mind and management located within a country and does not include simple or mere existence of a local agent or low-level staff of such country; ”;

- (10) by the insertion immediately after the definition “resident” of the following: -

““shareholder” shall have the same meaning as given in the Companies Act, No. 07 of 2007;

“shell bank” means a bank that has no physical presence in the country in which it is incorporated and licensed, and which is unaffiliated with a financial group that is subject to effective consolidated supervision;”;

(11) in the definition of the expression “substantial interest” by the substitution for the words “on behalf of such firm.” of the words “on behalf of such firm;”;

(12) by the addition immediately after the definition of the expression “substantial interest” of the following: -

““unlawful activity” shall have the same meaning as given in the Prevention of Money Laundering Act, No. 5 of 2006.”

Amendment of
Schedule II of
the principal
enactment

47. Schedule II of the principal enactment is hereby amended as follows:-

(1) in item (z) thereof, by the substitution for the words “to the buyer.” of the words “to the buyer;”;

(2) by the addition immediately after item (z), the following:-

“(aa) conducting offshore banking business.”.

48. Notwithstanding the repeal of subsection (3c) of section 76M of the principal enactment by this Act, any Scheme formulated by the Monetary Board under subsection (3c) of that section shall continue to be in force until the liabilities of depositors and creditors of the defaulting bank referred to in that subsection are settled in full in accordance with the terms and conditions of such Scheme.

Special provision relating to the Schemes formulated by the Monetary Board under section 76M

49. In the event of any inconsistency between the Sinhala and Tamil texts of this Act, the Sinhala text shall prevail.

Sinhala text to prevail in case of inconsistency

