

Ceylon Investment PLC

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The report can be accessed online at
<https://www.carsoncumberbatch.com>

Ceylon Investment PLC

Ceylon Investment PLC has consistently pursued a long-term fundamental investment strategy focused on sustainable wealth creation. As at 31 March 2025, the Company held a total investment portfolio valued at Rs. 16.44 billion.

FINANCIAL HIGHLIGHTS

In Sri Lankan Rupees Thousands

For the year ended / As at 31st March	2025	2024	Change (%)
Revenue	626,294	653,887	(4)
Profit from operations	1,378,422	1,074,503	28
Share of profit of equity accounted investees, net of tax	862,053	649,734	33
Profit before taxation	2,233,344	1,690,456	32
Profit for the year	2,150,333	1,605,443	34
Other comprehensive income / (expense) for the year	2,843,989	(284,965)	(1,098)
Total comprehensive income for the year	4,994,322	1,320,478	278
Net cash generated from operating activities	725,966	499,729	45
Net increase in cash and cash equivalents during the year	284,562	764,865	(63)
Total assets	16,932,250	12,429,978	36
Total equity	16,411,061	11,737,483	40
Return on ordinary shareholders' funds (%)	13.10	13.68	(4)
Earnings per share (Rs.)	21.86	16.32	34
Dividend per share (Rs.)*	0.72	-	100
Net assets value per share (Rs.)	168.84	118.13	43
Actively managed portfolio**	5,514,364	4,502,351	22
Total fund value**	16,439,221	11,770,503	40
Price to book value ratio (times)	0.42	0.40	5
Stock market data			
All share price index (points)	15,815	11,444	38
S&P SL 20 Index (points)	4,735	3,318	43
Market capitalisation	6,959,573	4,699,764	48
Share price (Rs.)			
- Year end	71.60	47.30	51
- Highest	84.00	68.50	23
- Lowest	43.00	29.00	48

* Based on final / interim dividends.

** Based on the fair value of the portfolios after adjusting for cash and cash equivalents and short term borrowings. Total fund value includes actively managed portfolio and investment in equity accounted investees.

CHAIRPERSON'S MESSAGE

Dear Shareholders,

It pleases me to present the Annual Report of Ceylon Investment Company PLC (CINV) for the financial year ended 31 March 2025.

The financial year ending March 2025, saw the Sri Lankan economy maintain its recovery while adhering to the International Monetary Fund (IMF) programme and its prescribed reforms. The economy recorded a growth in CY 2024 of 5.0% in contrast to contractions in the prior two years. This recovery was driven by growth in the industrial sector, policy reforms and supported through fiscal discipline. Furthermore, stability in exports, continued growth in tourism receipts and worker remittances contributed to foreign exchange inflows leading to a stable currency. The lower interest rate environment has been more conducive for growth while inflation has been stable with better policy management.

The Colombo Stock Exchange (CSE) enjoyed another year of good performance with the All Share Price Index (ASPI) recording a gain of 38.19% while the S&P SL20 index also increased to 42.70%. The equity market had a strong rally in the second half of the year due to positive economic progress and conclusion of elections. Central Bank of Sri Lanka (CBSL) policy rate direction trending down and high levels of excess liquidity in the interbank markets saw Interest rates reduce throughout the year.

The CINV's total portfolio recorded a performance of 42.41% (adjusted for share repurchases and dividends) and reported a consolidated profit after tax of Rs. 2.2 Bn for the financial year ending 2025. The strong financial performance was largely attributable to the gain of Rs. 913 Mn from fair value through the profit or loss of financial assets due to the upward movement of equity holdings of the portfolio.

I take this opportunity to thank the staff for their commitment to managing the company during these uncertain times. I also thank our loyal investors and shareholders who continue to place their trust in our team. I would also like to express my gratitude to the regulators and service providers for their support. Mr. Vernon Manilal Fernando resigned from the board in September 2024, I would like to thank him for his valuable contribution and wish him success for his future endeavors. I welcome and look forward to the contributions towards company strategy by Mr. Christopher Thorburn Knight, Mr. Anthony Dirk Pereira, Mr. Amitha Saktha Amaratunga and Mr. Sahishnu Keshav Balasuriya who joined the Board of Directors during the financial year. I extend my appreciation to my fellow Board Members and the members of the Audit Committee, Remuneration Committee, Nomination & Governance Committee and Related Party Transactions Review Committee for their valuable contributions in steering the company.

(Sgd.)

M. A. R. C. Cooray (Mrs.)

Chairperson

Colombo

30th June 2025

MANAGEMENT DISCUSSION AND ANALYSIS

CEYLON INVESTMENT PORTFOLIO PERFORMANCE

Some of the reforms implemented with the International Monetary Fund's (IMF) Extended Fund Facility (EFF) programme began to bear fruit, with the Sri Lankan economy expanding by 5.0% in 2024, following contraction in two consecutive years. The Industry sector was a key growth propeller, growing by 11.0% with segments such as food, beverage, apparel and construction showing significant contribution. Meanwhile, the Agriculture and Service Sector also contributed to growth by 1.2% and 2.4% respectively. Inflation was well below the desired target allowing CBSL to cut policy rates

and implement an expansionary policy. Despite the trade deficit gradually widening throughout the financial year, the external sector remained resilient with growth in tourism receipts and remittances. This allowed the Central Bank to strengthen its Gross official reserves to USD 6.5 bn by March 2025. The economy overall has stabilized and is showing signs of rebounding. Authorities need to maintain their resolve on revenue mobilization, reserve accumulation and structural reforms. They will also need to remain vigilant on external risks potentially worsening such as global trade policy uncertainty and regional conflicts escalating.

	As at		Change %	As at 31-Mar-2025 (Dividend/ Repurchase adjusted)	Dividend/ Repurchase adjusted performance
	31-Mar-25	31-Mar-24			
Active portfolio (Rs. '000) *	5,514,364	4,502,351	22.48%	5,837,296	29.65%
Total Portfolio (Rs.'000)*	16,439,221	11,770,503	39.66%	16,762,153	42.41%
ASPI (Points)	15,815	11,444	38.19%		38.19%
S&P 20 (Points)	4,735	3,318	42.70%		42.70%
Average Weighted Fixed Deposit Rate	8.79%	13.10%	-32.90%		

**After the addition of the total cash outflow from the distribution of dividend and repurchases by the Company which was Rs.322.9 Mn during the period under review.*

The total portfolio of CINV grew to Rs. 16.44 Bn during the financial year ending March 2025 which translates to a performance of 42.41% (adjusted for share repurchases and dividends). The active portfolio which excludes the strategic stake of Bukit Darah PLC grew by 29.65% (adjusted for share repurchases and dividends) relative to the All Share Price Index of 38.19% and average AWFDOR of 9.80%. The active portfolio focuses on an absolute growth strategy using fundamental stock selection for equity investments while utilizing a high credit quality strategy for fixed income investments. CINV's active portfolio has been positioned to capture growth in both asset classes during this recovery period and capture the uptick in the share market while also benefitting from the high yielding fixed income investments made in prior financial years.

The equity market was marked by uncertainty and volatility during the first 6 months of the financial year under review on account of political and economic developments, leading to cautious investor sentiment. Thereafter, as economic activity showed signs of improvement, the market experienced a sharp re-rating during the second half of the financial year resulting in the ASPI recording a 33.40% increase. Corporate earnings announced in the year showed that listed company earnings were on a steadier footing. Furthermore, the equity market was buoyed by the agreement reached with International Sovereign Bond holders, country rating upgrade from default status and lower interest rates.

Interest rates continued their decline from the previous year with the 364-day Treasury bill reducing by 2.03% during the financial year to close the year at 8.25%. The reduction in rates was largely attributable to further economic stability, deflationary numbers recorded, policy rate reductions and ample liquidity in the interbank market. The declining rate trend for Government securities was not mirrored by larger bank fixed deposits who have been very liquid. Hence, fixed deposit rates offered at 8.00% -8.75% levels at the start of the financial year came down marginally to 7.75% -8.30% levels towards the end of the year. Our fixed deposit holdings include Rs. 1.6 Bn of the longer-term fixed deposits that were placed in a timely manner at the peak of the interest rate movement during financial year ending March 2023. The remainder of our fixed deposit portfolio is deployed into short-term investments, which are either awaiting higher interest rates to lock in or are to be deployed into equity investments at the opportune time.

The CSE rally during the financial year saw steep upward movements in share prices which were largely attributable to economic stabilization. This resulted in listed companies re-rating from a valuation perspective back to more normalized relative multiples. However, we see the economy still having further progress to make for companies to see better growth prospects particularly in areas of real income growth, fiscal prudence, public debt management and deeper reforms. We took the opportunity to reduce equity exposure and were a net seller in the market for the financial year with total equity sales of Rs. 1,059 Mn and purchases of Rs. 135 Mn. We continue to carefully monitor each position and will take necessary actions based on our fundamental outlook on each company and their respective discounts to intrinsic value and growth potential.

With an investment exposure of Rs. 1.05 Bn, Central Finance PLC continues to be the highest single company equity exposure in the active portfolio as at 31 March 2025. As at 31 March 2025, Central Finance held an asset base of Rs. 130.15 Bn and a very comfortable capital buffer over regulatory requirements. The large buffer allows the company to navigate any further shocks the industry may face. Profitability of the industry is expected to

increase with the controlled lifting of vehicle import ban coming into effect in February 2025. The share price surged during the financial year by 82% giving us the opportunity to dispose of Rs. 279 Mn of our holding. The company continues to trade at an attractive price-to-book value multiples, implying that there is still significant upside.

Hemas Holdings PLC was another top holding within our portfolio, whose share price performed well, with a year on year (YoY) increase of 49.3%. With an exposure of Rs. 445 Mn as at March 2025, the stock is our second highest weight in the active portfolio. The company is a conglomerate that operates in the consumer, healthcare and mobility sectors. Hemas has benefitted from the cautiously rising consumer confidence as a result of the economic stabilization. The consumer segment operates in an intensely competitive space, but as the economy continues on its recovery path, we expect consumption patterns to further improve thereby benefiting the company. The company also has a presence in other regional countries such as Bangladesh, which experienced challenges through the financial year. As the share price had a sharp increase, we secured some gains by selling Rs. 104 Mn. We continue to maintain an exposure as the company currently trades at a discount to its fair value and we see long-term growth potential.

Sunshine Holdings PLC is a diversified conglomerate whose business extends into healthcare, agribusiness and consumer goods. Sunshine is a key player in the local pharmaceutical distribution sector and has a presence in drug manufacturing and pharmaceutical retailing. The company's healthcare segment has shown considerable growth overtime and has further potential with volume recovery taking place amidst economic recovery. However, the segment continues to be exposed to inherent risks such as price regulation resulting in a lack of a consistent pricing mechanism to protect its margins. The company's agribusiness is also a key contributor to bottom line with majority of the agribusiness consisting of palm oil cultivation. As at 31 March 2025, we held a Rs. 140 Mn position in the active portfolio and continue to study the progress of the company.

MANAGEMENT DISCUSSION AND ANALYSIS

The table below shows the top holdings of the CINV active portfolio

Top Ten Holdings

Company	Market Value of the holding (Rs. '000)	Holding as a % of active holdings
Central Finance Company PLC	1,051,798	19.07%
Hemas Holdings PLC	444,806	8.07%
Distilleries Company of Sri Lanka PLC	250,029	4.53%
Ceylinco Holdings PLC	187,683	3.40%
Sunshine Holdings PLC	140,180	2.54%
HNB Assurance PLC	133,036	2.41%
People's Leasing & Finance PLC	125,710	2.28%
Aitken Spence Hotel Holdings PLC	75,854	1.38%
Cargills (Ceylon) PLC	46,640	0.85%
Ceylon Tobacco Company PLC	34,345	0.62%
	2,490,081	45.15%

During the financial year, global markets experienced significant volatility amidst escalating geopolitical conflicts and rising political risks, particularly driven by elections across several major economies. Despite these challenges, global equity markets performed well, buoyed by strong gains in technology stocks, easing inflation and declining interest rates. As of 31 March 2025, we maintained an overseas investment of USD 2.7 Mn. Part of these funds are allocated to equities, invested in fundamentally strong companies across diverse geographies including the United States, Europe, Singapore, and Hong Kong. Our investment outlook remains cautious given the continued uncertainty arising from trade tensions, geopolitical instability and signs of a slowdown in global economic growth. As a result, we have strategically positioned majority of our overseas investments in short-duration fixed income instruments, including U.S. Treasury securities and high-quality corporate bonds, to preserve capital and maintain liquidity in a volatile environment.

FINANCIAL REVIEW

Ceylon Investment PLC delivered strong financial performance for the year ended 31 March 2025, supported by favourable market conditions and robust investment returns. The

Company's revenue recorded Rs. 626 Mn, primarily driven by Interest income amounting to Rs. 349 million, Dividend income of Rs. 105 Mn and Gains from the sale of equity and debt securities of Rs. 171 Mn.

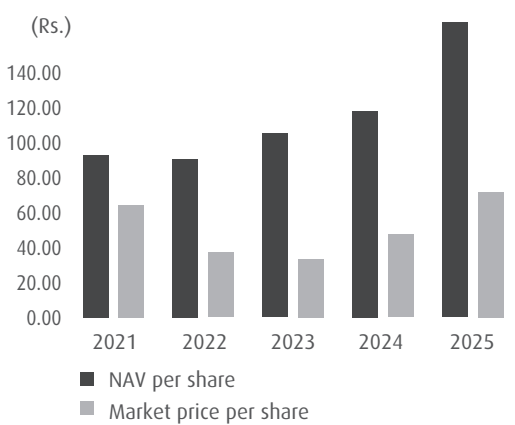
The Company reported a profit after tax of Rs. 2.2 Bn, up from Rs. 1.6 Bn in the previous year. This growth was largely attributable to Rs. 913 Mn fair value gain from its investments of equity securities, benefiting from the upward movement in equity holding of the portfolio.

NET ASSET VALUE AND SHARE PRICE

As of 31 March 2025, the Company's Net Asset Value (NAV) per share rose by 42.93% to Rs. 168.84. However, the market price of the share was Rs. 71.60, reflecting a 58% discount compared to NAV.

In summary, the Company delivered a solid performance during the year, with improved profits and a stronger asset base.

NAV per share vs Share price



As at 31st March	2025	2024	Change %
ASPI	15,815	11,444	38.19
NAV per share (Rs.)	168.84	118.13	42.93
Market price per share (Rs.)	71.60	47.30	51.37
Discount of NAV to market price per share	57.59%	59.96%	

RISK MANAGEMENT

OVERVIEW OF RISK MANAGEMENT

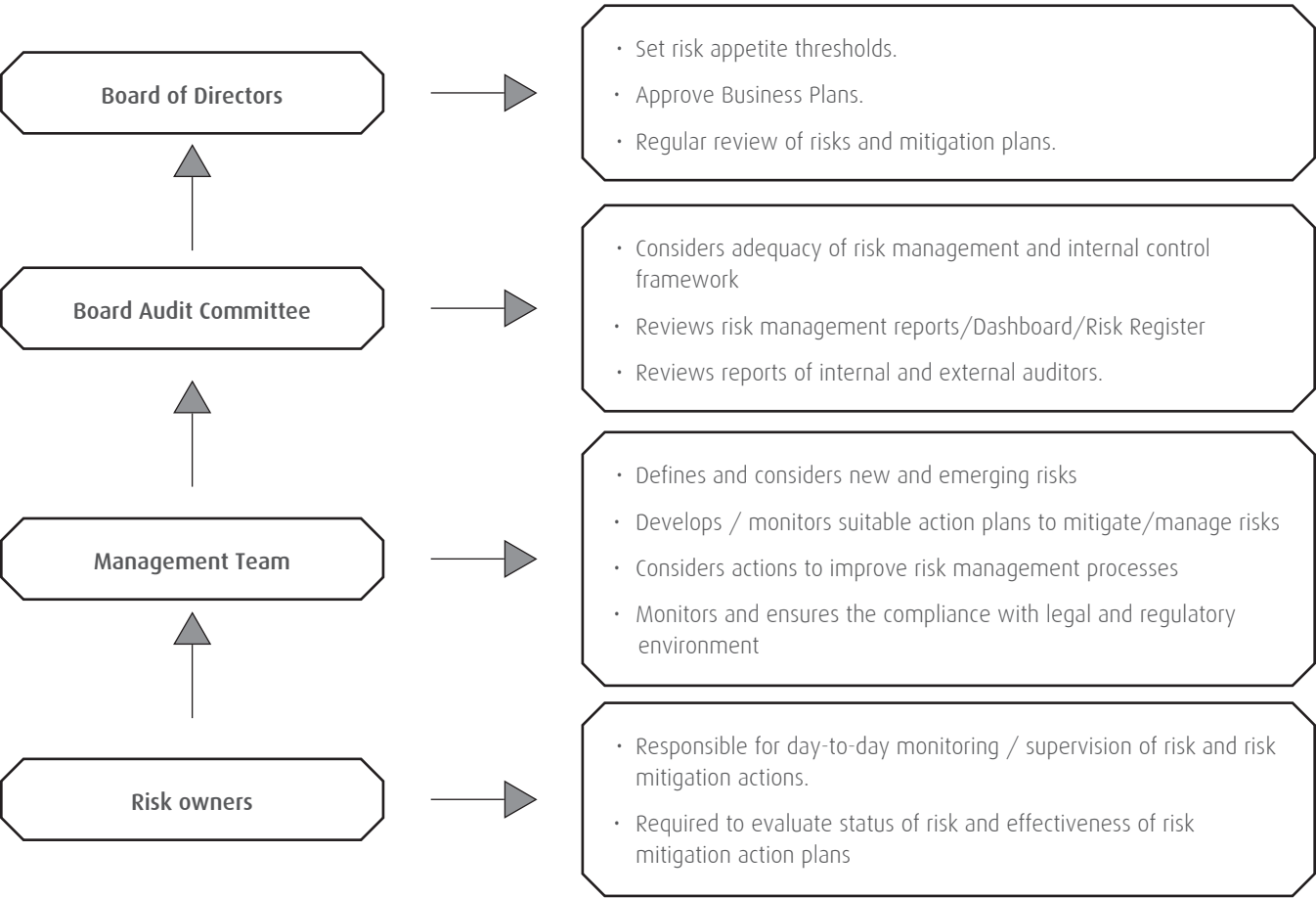
Risk management is the process of identifying and assessing risks that may arise due to factors which are either internal or external to the entity and involves the implementation of mitigating actions to address such risks. The management of risk helps to avoid or minimize the likelihood of incurring unanticipated losses. It is not a one-time or periodic assessment, but a continuous process which serves as an integral aspect of daily business operations and the management of the entity.

RISK MANAGEMENT STRUCTURE

The risk management structure established at Ceylon Guardian Group is applicable across the parent company and all other entities of the Group. Risk management for the Investment Sector

was overseen by the Integrated Risk Management Committee (IRM), which comprised two Independent Directors and one Non-Executive Director. The Chairperson of the IRM was an Independent Director.

Ceylon Investment PLC is a subsidiary of Carson Cumberbatch PLC (CCPLC). In accordance with the Listing Rules of the Colombo Stock Exchange (CSE) applicable prior to 1st October 2024, the Audit Committee of CCPLC functioned as the Audit Committee of the Company. However, following the introduction of new Corporate Governance Rules by the CSE, and in compliance with Rule 9.3.1, the Company established its own Audit Committee effective from 25th September 2024. Since its formation, the Audit Committee has assumed oversight of the functions previously handled by the IRM



The Ceylon Guardian Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk tolerance and controls, and to monitor risks and curtail them within tolerances. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

RISK CATEGORIES

The Ceylon Guardian Group is responsible for the portfolio and asset management business of the Carson's Group. The Group business operations include the management of the Ceylon Guardian Group portfolio which consists of listed equities, private equities, and fixed income securities, in addition to providing portfolio management services to external customers. The Group faces a wide range of risks, some of which are applicable across all the asset classes under management, while others are merely applicable to specific business operations or a particular asset category. The key risks are monitored and managed as a continuous process to ensure the Group remains responsive to potential risks and mitigates their impact on operations.

Risk Category	Impact and mitigating strategies
MACRO ENVIRONMENTAL RISKS: The overall macro-economic landscape and political environment affects the risk profile of the Group changes in macro-economic variables such as GDP growth, interest rates, inflation, exchange rates, changes in the political environment and government policies affect the achievement of the Group's business and financial objectives.	
ECONOMIC RISK	<ul style="list-style-type: none"> Economic risks are monitored by tracking key macroeconomic variables. With a focus on absolute return strategies, equity exposures are partially determined by prevailing levels of economic risk and fixed income investments are placed with high credit quality institutions.
INTEREST RATE RISK	<ul style="list-style-type: none"> The maturity profile of investments are constantly monitored by the management team. The risk of local interest rates increasing due to potential macro-economic pressures in the future has been mitigated by maintaining shorter tenors. Longer tenor fixed deposits have been locked in at higher interest rates.
CREDIT RISK	<ul style="list-style-type: none"> The risk that an issuer of a security is unable to pay interest/principal in a timely manner will pose a credit risk. This risk is mitigated by maintaining an approved list of investee institutions overlooked by the Investment Committee. Furthermore, individually defined exposure limits per institution, risk grading of the institutions and limits on tenor of investments are also maintained. The limitations are reviewed frequently based on the research department's findings on investable institutions in order to mitigate the risk of being exposed to high-risk institutions.

RISK MANAGEMENT

Risk Category	Impact and mitigating strategies
MARKET RISK - DOMESTIC	<ul style="list-style-type: none"> The exposure to adverse movements in both the equity / fixed income securities market can result in the loss of value and/or variations in the anticipated returns from those securities. Market risks are inherent in every security and are thus collectively considered at the portfolio level to assess the asset allocation decisions of the portfolio. The risks affecting a particular class of security are mitigated by switching to asset classes that are determined to hold less risks in a particular scenario. The sectoral and individual security exposure of the Group's portfolio is continuously monitored. A sound research base has been established to determine changing economic fundamentals of the country to help determine the impact on equity vs fixed income investments and the prompt shifting of funds between asset classes. The sensitivity of stock valuations to changes in economic indicators are continuously monitored.
MARKET RISK - EXTERNAL	<ul style="list-style-type: none"> Monitoring global developments in capital markets is vital to assess and mitigate this risk. Building up of expertise in foreign markets continue as the Group gradually increases its investments overseas. In mitigating the risk, the Group aims to partner or collaborate with foreign entities that have expertise in such markets to gain knowledge and insulate against potential risks.
COUNTRY RISKS	<ul style="list-style-type: none"> These comprise the risks arising due to various exchange control regulations, currency fluctuations, transaction costs, taxes and other actions that may be imposed by the government or policy making bodies of the country of operations either Sri Lanka or overseas. Guardian Value Fund LLC and Guardian Fund Management LLC are subject to foreign and global economic, social, and political risks. Risks are monitored closely by the Investment Committee. In addition, specific country risks of entities invested in are also monitored closely.
CURRENCY RISKS	<ul style="list-style-type: none"> The risk associated with any fluctuations of foreign exchange rates against the Sri Lankan Rupee may impact performance. Guardian Value Fund LLC and Guardian Fund Management LLC of which the reporting currency is US Dollars, are exposed to the risk of currency impact on translation. The mitigating strategies used involve limiting investments to stocks denominated in developed market currencies, with Investment Committee approval required for investments in other currencies. The management team monitors and identifies signs of possible adverse movements/over-valuation of the currency or weak macro-conditions regularly
PORTFOLIO RISKS	<p>The risk arising due to investment strategy, factors inherent to investment instruments and composition of the portfolio which affect the return of the portfolio.</p>

Risk Category	Impact and mitigating strategies
CONCENTRATION RISK	<ul style="list-style-type: none"> • This risk relates to the over exposure of a portfolio to a particular sector/ sectors or a security/ securities, resulting in the risk and return of the portfolio being overdependent on the performances/risk profiles of said sectors or securities. The Group monitors sector exposure and limits the degree of single company/ group exposure of the portfolio as a diversification and mitigation strategy. • Loss limits are set to monitor stocks performing below their cost of acquisition to determine whether temporary capital erosion is a concern. • Monitoring of this process by the compliance team takes place routinely.
LIQUIDITY RISK	<ul style="list-style-type: none"> • In the event that investment instruments of the portfolio are less liquid, the execution of fund management decisions are affected. Upon the acquisition of shares, the Group considers factors such as free float, market turnover, major shareholders etc. In fixed income instruments, liquidity is considered in tradable securities such as debentures and is factored in when setting instrument wise exposure limits.
REGULATORY AND COMPLIANCE RISK	<ul style="list-style-type: none"> • The Group is operating in an industry supervised and monitored by several regulatory authorities, including the Securities and Exchange Commission of Sri Lanka (SEC) and adheres to provisions of other regulatory requirements including the Companies Act, the Listing Rules of the Colombo Stock Exchange, and the Central Bank of Sri Lanka. • The conduct of operations of the Group is in compliance with the legal and regulatory provisions and financial requirements applicable under these regulatory benchmarks. Non-compliance or violation of these requirements leads to the risk of cancellation / suspension of some licenses issued by SEC, in addition to facing actions being taken by the respective regulatory authorities etc. Management together with the Carson Group's legal division pro-actively identify and establish appropriate systems and processes for legal and regulatory compliance with respect to the Company's operations. • Periodic training programmes are conducted for staff to ensure they remain cognisant of any changes in applicable laws and regulations. • Guardian Value Fund LLC and Guardian Fund Management LLC are subject to laws and regulations imposed by that country's regulatory authorities. Changes in regulatory environment in the context of these funds are continuously monitored with the assistance of the Fund's lawyers who have the necessary expertise in this regard. • Reviews are conducted on a regular basis by the compliance team and the certification of compliance with relevant laws and regulations is ensured on a periodic basis. • The compliance team regularly monitors compliance with all regulatory provisions and internal operational procedures and the progress of these entities are reported to the Board on a quarterly basis.

Risk Category	Impact and mitigating strategies
OPERATIONAL RISKS <p>This is the risk of losses being incurred resulting from disruptions, disturbance of business operations caused by events due to inadequate or failed internal processes, people and systems within the organisation. The management of operational risk is a continuous process which includes risk identification and assessment and the implementation of measures to address such risks, which specifically covers the following key areas which are significant within the context of investment and asset management operations.</p>	
SYSTEMS AND PROCESS RISKS	<ul style="list-style-type: none">• The management of systems and process risk consists of identifying risks and formulating plans promoting best practices, implementing internal controls/systems and monitoring compliance with these internal guidelines. The processes are continuously reviewed to identify the areas of weakness and to implement improvements. The Group's accounting systems and portfolio management systems are regularly backed up to prevent loss of data.• A business continuity plan describes how to resume business after a disruption occurs in terms of either business process, location, and/or system. A Disaster Recovery Plan is available at the Carson Group level (of which Guardian Group is a part of). This pertains to the recovery of Information Technology infrastructure and facilitates critical operations to be active seamlessly in an alternate location, etc. following a disaster or disruptive event.• Systems support and the maintenance agreements for the portfolio management software are in place through an annual maintenance agreement with the software vendor which ensures online support for system issues and queries.• The internal audit function and compliance team of the Carson's Group review processes in the Investment Sector regularly to ensure the company's assets are safeguarded, in addition to recommending improvements in areas where process or system control failures are found, and also ensuring compliance with regulatory requirements, etc.
REPUTATIONAL RISK	<ul style="list-style-type: none">• This is a critical risk. A financial entity that experiences any loss/theft or misappropriation of cash/financial assets can face the permanent and/or long-term loss of business. Therefore, a sound system of internal controls and regular reviews are carried out by the compliance department to mitigate such risks.• A Code of Ethics is signed by all staff members, with constant education and awareness maintained with respect to the implications of maintaining the code at all levels.• Regular staff communication is maintained.

Risk Category	Impact and mitigating strategies
TALENT ACQUISITION AND RETENTION	<ul style="list-style-type: none"> • A fund management operational unit requires qualified professionals with experience in the fund management industry. Knowledge of the operating mechanism of the market as well as its norms and ethics are of vital importance. Maintaining diversity in the team, developing a strong second layer, and providing training and development opportunities, are standard practices of the industry which are maintained at the highest level within the organisation. The staff of the Group are all professionally qualified with a strong track record of industry experience. A skilled research team has been developed to complement the fund management operation and raise the standard of the investment decision making process. Staff training and development has been identified as an important area, while retention is managed through a comprehensive reward structure and an incentive scheme, with opportunities for career progression. Organization culture is also an important element in this area, and there are regular reviews and activities to continually improve the culture. Collectively these steps help the organisation to establish an effective succession plan and ensure long-term value.

ANNUAL REPORT OF THE BOARD OF DIRECTORS ON THE AFFAIRS OF THE COMPANY

The Board of Directors of Ceylon Investment PLC have pleasure in presenting to the shareholders their Report, together with the Audited Financial Statements for the year ended 31st March 2025.

The details set out herein provide the pertinent information required by the Companies Act, No. 07 of 2007, Listing Rules of the Colombo Stock Exchange and are guided by recommended best Accounting Practices.

The Annual Report was approved by the Board of Directors on 30th June 2025.

1. GENERAL

Ceylon Investment PLC (the “Company”) is a public limited liability Company incorporated in Sri Lanka in 1919. The shares of the Company have a primary listing on the Colombo Stock Exchange.

2. PRINCIPAL ACTIVITY OF THE COMPANY

The principal activities of the Company and its associate companies are to act as specialized investment vehicles focusing on listed equity investments.

There were no significant changes in the nature of the principal activities of the Company during the financial year under review.

3. REVIEW OF OPERATIONS AND FUTURE DEVELOPMENTS

The Chairperson's Statement and the Management Discussion and Analysis on pages 03 to 07 provide an overall assessment of the business performance of the Company and its future developments. These reports, together with the audited Financial Statements reflect the state of affairs of the Company.

4. FINANCIAL STATEMENTS

The Financial Statements which include the Statement of Profit or Loss and Other Comprehensive Income, Statement of Financial Position, Statement of Cash Flow, Statement of Changes in Equity and Notes to the Financial Statements of the Company for the year ended 31st March 2025 are set out on pages 50 to 83 of this Report. These Financial Statements do comply with the requirements of the Companies Act, No. 07 of 2007.

4.1. Revenue

A detailed analysis of revenue for the period is given in note 11 to the financial statements.

4.2. Financial results and appropriations

An abridgement of the financial performance of the Company is presented in the table below:

(In Sri Lankan Rupees Thousands)

For the year ended 31st March	2025	2024
Retained earnings brought forward from previous year	3,852,259	2,930,533
Profit for the year	1,288,280	955,709
Re-purchase of shares	(255,184)	(103,650)
Dividend received from associate company	194,937	121,219
Forfeiture of unclaimed dividends	4,425	3,637
Dividend	(69,985)	(55,189)
Retained earnings carried forward	5,014,732	3,852,259

4.3. Material accounting policies

The accounting policies adopted in the preparation of these financial statements are given on pages 54 to 62.

4.4. Investments

Investments represents investments in equity accounted investees, investments in fair value through profit or loss financial assets, and investments in unit trusts and fixed income instruments.

Details of investments in equity accounted investees are given in Note 18.

Details of investments in fair value through profit or loss financial assets are given in Note 20.

Details of investments in unit trust are given in Note 21.

Investments in fixed income instruments include investments in fixed deposits and placements with banking and financial institutions.

4.5. Reserves

The details and movements of the capital and revenue reserves are set out in the Statement of Changes in Equity and in note 24 to the financial statements.

5. STATEMENT OF DIRECTORS' RESPONSIBILITIES

The responsibilities of the Directors in relation to the Financial Statements are detailed in the following paragraphs, whilst the responsibilities of the Auditors are set out in the Independent Auditors' Report.

According to the Companies Act, No. 07 of 2007 and the Sri Lanka Accounting and Auditing Standards Act No. 15 of 1995, the Directors are required to prepare Financial Statements for each financial year, giving a true and fair view of the state of affairs of the Company as at the end of the financial year and of the performance for the said period.

The financial statements comprise of *inter alia*:

- a Statement of Financial Position, which presents a true and fair view of the state of affairs of the Company as at the end of the financial year;
- a Statement of Profit or Loss and Other Comprehensive Income of the Company, which presents a true and fair view of the Profit and Loss and Other Comprehensive Income of the Company for the financial year.

In preparing these Financial Statements the Directors are required to ensure that:

- appropriate accounting policies have been selected and applied consistently, while material departures, if any, have been disclosed and explained;
- all applicable Accounting Standards have been complied with;
- reasonable and prudent judgments and estimates have been made; and
- provides information required by and otherwise comply with the Companies Act, No. 07 of 2007 and the Listing Rules of the Colombo Stock Exchange.

The Directors are responsible for ensuring that the Company maintains sufficient accounting records to disclose with reasonable accuracy, the financial position of the Company in order to ensure that its Financial Statements have been prepared and presented in accordance with the Sri Lanka Accounting and Auditing Standards Act, No. 15 of 1995 and meet with the requirements of the Companies Act, No. 07 of 2007.

They are also responsible for taking reasonable measures to safeguard the assets of the Company and in this regard to give proper consideration to the establishment and effective operation of appropriate systems of internal control with a view to prevent, detect and rectify frauds and other irregularities.

These Financial Statements have been prepared on a going concern basis, since the Directors are of the view that the Company has adequate resources to continue in operation, in the foreseeable future from the date of approving these financial statements.

The Directors are also of the view that they have discharged their responsibilities as set out in this statement.

6. OUTSTANDING LITIGATION

There have been no material litigations and claims against the company that require adjustments or disclosures in the financial statements, other than those disclosed in note 32.2 to the financial statements, if any.

7. INTERESTS REGISTER

The Company maintains the Interests Register conforming to the provisions of the Companies Act, No.07 of 2007.

All Directors have made declarations as provided for in Section 192(2) of the Companies Act, aforesaid.

The relevant details as required by the Companies Act, No. 07 of 2007 have been entered in the Interests Register during the year under review.

The Interests Register is available for inspection as required under the Companies Act, No. 07 of 2007.

ANNUAL REPORT OF THE BOARD OF DIRECTORS ON THE AFFAIRS OF THE COMPANY

7.1. Remuneration of Directors

Directors' remuneration for the financial year ended 31st March 2025 is given in note 12 to the financial statements.

7.2. Directors' Interest in contracts and shares

Directors' interests in contracts of the Company have been declared at Meetings of the Directors. The Directors have had no direct or indirect interest in any other contracts or proposed contracts in relation to the business of the Company except for the following;

Name of the Company	Common Directors	Nature of transactions	Value of the transactions
Ceylon Guardian Investment Trust PLC	Mrs. M. A. R. C. Cooray	Dividend paid	46,148
	K. Selvanathan	Share	
	A.P. Weeratunge	repurchase	168,268
	Mr. A. S. Amaratunga		
	Mr. A. D. Pereira		
	Mr. C. T. Knight		
Rubber Investment Trust Limited	Mr.S.K.Balasuriya		
	A. P. Weeratunge	Dividends received	194,937
Guardian Fund Management Limited (GFM)	K. Selvanathan	Portfolio management fees paid	84,481
	A. P. Weeratunge		
	K. Selvanathan	Support service fees paid	27,741
Carsons Management Services (Private) Limited (CMSL)	A. P. Weeratunge	Computer fees paid	420
		Secretarial fees paid	613

The Directors do not have any interests in the ordinary shares of the Company as shown in the table below.

Directors	No. of shares as at	
	31st March 2025	31st March 2024
Mrs. M. A. R. C. Cooray (Chairperson)	-	-
Mr. A. P. Weeratunge	-	-
Mr. V. M. Fernando (Resigned w.e.f.25/09/2024)	-	-
Mr. K. Selvanathan	-	-
Mr. S. M. Perera	-	-
Mr. A. S. Amaratunga (Appointed w.e.f.25/09/2024)	-	-
Mr. A. D. Pereira (Appointed w.e.f.25/09/2024)	-	-
Mr. C. T. Knight (Appointed w.e.f.25/09/2024)	-	-
Mr. S. K. Balasuriya (Appointed w.e.f.31/10/2024)	-	-

8. DIRECTORS

The names of the Directors who served during the year are given under Corporate Information provided in the inner back cover of the Annual Report.

8.1. Changes in the Directorate

Mr. V. M. Fernando, Independent Non-Executive Director of the Company resigned from the Board of Directors of the Company with effect from 25th September 2024.

Upon the recommendation of the Nominations and Governance Committee the following Directors were appointed to the Board.

- Mr. A. S. Amaratunga, Mr. A. D. Pereira, Mr. C. T. Knight were appointed as Independent Non-Executive Directors of the Company with effect from 25th September 2024.
- Mr. S. K. Balasuriya was appointed as an Independent Non-Executive Director of the Company with effect from 31st October 2024.

Considering the “Criteria for determining independence” provided under Rule 9.8.3, Mrs. M. A. R. C. Cooray, who was an Independent Non-Executive Director of the Company was designated as a Non-Executive Director of the Company with effect from 25th September 2024.

8.2 Re-election of newly appointed Directors, since the last AGM

In terms of Rule 9.11.5 (ii) of the Listing Rules of the Colombo Stock Exchange, the Nominations and Governance Committee recommended the re-election of Messrs. A.S. Amaratunga, A. D. Pereira, C. T. Knight and S. K. Balasuriya who were appointed to the Board since the last Annual General Meeting.

Further, in terms of Rule 9.7.2 of the Listing Rules of the Colombo Stock Exchange the Board has ensured that Messrs. A. S. Amaratunga, A. D. Pereira, C. T. Knight and S. K. Balasuriya are fit and proper based on the “Fit and Proper Criteria ” stipulated in the Listing Rules.

Accordingly, in terms of Article 68 of the Articles of Association of the Company, shareholder approval is sought to re-elect Messrs. A.S. Amaratunga, A. D. Pereira, C. T. Knight and S. K. Balasuriya at the Annual General Meeting to be held on Friday, 25th July 2025.

8.3 Directors to Retire by Rotation

In terms of Articles 72, 73 and 74 of the Articles of Association of the Company, Mr. S. M. Perera retires by rotation and being eligible offer himself for re-election.

The Nominations and Governance Committee noted that Mr. S. M. Perera is fit and proper based on the ‘Fit and Proper Criteria’ in terms of Rule 9.7.3 of the Listing Rules and has recommended to re-elect Mr. S.M. Perera to the Board at the Annual General Meeting to be held on 25th July 2025.

8.4 Re-Appointment of Director who is over 70 years of age

Mrs. M. A. R. C. Cooray who was over 70 years of age was re-appointed as a Directors of the Company in terms of Section 210 of the Companies Act, No.07 of 2007 at the Annual General Meeting (AGM) held on 25th July 2024 for a further period of one year commencing from the conclusion of the said AGM, i.e. till 24th July 2025.

The Nominations and Governance Committee noted that Mrs. M. A. R. C. Cooray is fit and proper based on the Fit and Proper Assessment Criteria in terms of Rule 9.7.3 of the Listing Rules and based on the recommendation of the Nominations and Governance Committee and the Board, it is recommended that Mrs. M. A.R.C. Cooray who is over 70 years of age be re-appointed as a Director of the Company for a further period of one year from the conclusion of the Annual General Meeting and that the age limit stipulated in Section 210 of the Companies Act, No.07 of 2007 shall not be applicable to her.

9. COMPLIANCE WITH RULES OF THE COLOMBO STOCK EXCHANGE

The Board has ensured that the Company has complied with the Corporate Governance Rules as per the Listing Rules of the Colombo Stock Exchange (CSE).

9.1. Regulatory Benchmarks

The Company’s activities are regulated and are governed by the:

- 1) Companies Act, No.07 of 2007
- 2) Listing Rules of the Colombo Stock Exchange (CSE)
- 3) Rules of the Securities and Exchange Commission of Sri Lanka (SEC)
- 4) Central Bank of Sri Lanka (CBSL)

9.2. Board of Directors

The following Directors held office during the period under review and their brief profiles are given on pages 30 to 31 of the Annual Report:

Directors	Executive / Non-Executive / Independent
Mrs. M. A. R. C. Cooray (Chairperson)	Independent Non-Executive (until 25th September 2024) Non-Executive w.e.f. 25th September 2024
Mr. A. P. Weeratunge	Non-Executive Director
Mr. K. Selvanathan	Executive
Mr. S. M. Perera	Executive
Mr. A. S. Amaratunga (Appointed w.e.f. 25th September 2024)	Independent Non-Executive
Mr. A. D. Pereira (Appointed w. e. f. 25th September 2024)	Independent Non-Executive

ANNUAL REPORT OF THE BOARD OF DIRECTORS ON THE AFFAIRS OF THE COMPANY

Directors	Executive / Non-Executive / Independent
Mr. C. T. Knight (Appointed w. e. f 25th September 2024)	Independent Non-Executive
Mr. S. K. Balasuriya (Appointed w. e. f. 31st October 2024)	Independent Non-Executive
Mr. V. M. Fernando (Resigned w.e.f. 25th September 2024)	Independent Non-Executive

9.3 Statement on Directors' Fitness and Propriety

The Company obtained an Annual Declaration from the Directors as per Rule 9.7.3 and 9.7.4 of the Listing Rules of the Colombo Stock Exchange (CSE) confirming that they have continuously satisfied the specified Fit and Proper Assessment Criteria set out in the Rules during the financial year and as at the reporting date. Therefore, no Director was identified as a person who has failed to fulfil the required assessment criteria during the year under review.

The Nominations and Governance Committee reviewed and evaluated the fitness and propriety of the Directors of the Company based on the Fit and Proper Assessment Criteria declarations, confirms that all Directors of the Company as at the reporting date, satisfies the Fit and Proper Assessment Criteria stipulated in the Listing Rules of the Colombo Stock Exchange.

9.4 Statement of Directors Independence

Each of the Independent Directors of the Company have submitted a signed declaration on Independence/ Non-Independence as per Rule 9.8.5 of the Listing Rules of the Colombo Stock Exchange (CSE). The said declarations were tabled at a Board Meeting of the Board of Directors of the Company held on 17th June 2025, in order to enable the Board of Directors to determine the Independence/ Non-Independence of each of the Independent Directors, in terms of Rule 9.8.3. of the Listing Rules of the CSE.

9.5 Directors' Meetings Attendance

The Board of Directors had five (05) Board Meetings as at the reporting date and the attendance of the Directors were as follows;

Directors	Meetings Attended
Mrs. M. A. R. C. Cooray (Chairperson)	5/5
Mr. A. P. Weeratunge	5/5
Mr. K. Selvanathan	4/5
Mr. S. M. Perera	5/5
Mr. V. M. Fernando (Resigned w.e.f. 25th September 2024)	2/2
Mr. A. S. Amaratunga (Appointed w.e.f. 25th September 2024)	3/3
Mr. A. D. Pereira (Appointed w.e.f. 25th September 2024)	3/3
Mr. C. T. Knight (Appointed w. e. f 25th September 2024)	3/3
Mr. S. K. Balasuriya (Appointed w.e.f.31st October 2024)	3/3

9.6 Board Evaluation

Each Director individually appraises the Board's performance to ensure discharging its responsibilities satisfactorily. This process takes into account and evaluates all aspects in relation to Board responsibilities.

Independent observations made by the Directors are collated and addressed by the Nominations and Governance Committee of the Company and recommended as relevant to the Board of Directors for consideration.

9.7 Board Sub Committees

In accordance with Rule 9.3.1 of the Colombo Stock Exchange, the Company established its own Sub-Committees effective from 25th September 2024. Each Sub-Committee operates under the oversight of its respective Chair and functions in alignment with its approved Committee Charter.

The Sub-Committees ensure compliance with all applicable regulatory frameworks and reports to the Board accordingly.

9.8 Audit Committee

In compliance with Rule 9.3 of the Colombo Stock Exchange, the Company formed the Audit Committee with effect from 25th September 2024 and the Audit Committee Report is given on pages 33 to 37 of this Annual Report.

9.9 Remuneration Committee Committee composition

Ceylon Guardian Investment Trust PLC (CGIT) is the Parent Company of the Company, and Carson Cumberbatch PLC (CCPLC) is, in turn, the Parent Company of CGIT. In accordance with the Listing Rules of the Colombo Stock Exchange (CSE) prior to the amendments to Rule 9.3.1 effective from 01st October 2024, each listed entity was not required to maintain a separate Remuneration Committee.

Accordingly, the Remuneration Committee of CCPLC functioned as the Remuneration Committee of the Company until 25th September 2024 and comprised the following members.

Member	Independent Non-Executive / Non-Executive
Mr. T. de Zoysa (Chairman)	Independent Non-Executive Director of CCPLC
Mr. R. Theagarajah	Independent Non-Executive Director of CCPLC
Mr. W. M. R. S. Dias	Independent Non-Executive Director of CCPLC
Mr. D. C. R. Gunawardena	Non-Executive Director of CCPLC

Following the regulatory amendment, effective 01st October 2024, which mandates that each listed entity must establish and maintain its own Remuneration Committee, the Remuneration Committee of CCPLC ceased to function as the Remuneration Committee of Ceylon Investment PLC with effect from 25th September 2024.

In terms of Rule 9.12 of the Listing Rules of the Colombo Stock Exchange (CSE), the Remuneration Committee of Ceylon Investment PLC was formed w.e.f. 25th September 2024. As at the reporting date, the Remuneration Committee consists of the following Members;

Member	Independent Non-Executive / Non-Executive
Mr. C. T. Knight (Chairman)	Independent Non-Executive
Mr. A. S. Amaratunga	Independent Non-Executive
Mrs. M. A. R. C. Cooray	Non-Executive

Meeting attendance

From 01st April 2024 to 25th September 2024, the Carson Cumberbatch PLC Remuneration Committee which functioned as the Remuneration Committee of the Company until 25th September 2024 did not meet.

From 25th September 2024 until the reporting date, the Ceylon Investment PLC Remuneration Committee met three times (3). The attendance of the Ceylon Investment PLC Committee Members at these meetings were as follows:

Member	Independent Non-Executive / Non-Executive	Attendance
Mr. C. T. Knight (Chairman)	Independent Non-Executive	3/3
Mr. A. S. Amaratunga	Independent Non-Executive	3/3
Mrs. M. A. R. C. Cooray	Non-Executive	3/3

Remuneration Policy Statement

Ceylon Investment PLC has implemented a formal Remuneration Policy to ensure transparent and equitable compensation. The policy applies to Executive Directors, Non-Executive Directors, and Chief Executive Officers (CEOs). For the purposes of this policy, "remuneration" encompasses both cash and non-cash benefits received by these individuals. The Remuneration Committee, comprising Non-Executive and Independent Directors, is responsible for overseeing the implementation and periodic review of this policy. No Director shall participate in decisions regarding their own remuneration. The policy is reviewed annually, with adjustments recommended by the Committee as deemed necessary.

The aggregate remuneration of the Executive and Non-Executive Directors

The aggregate remuneration paid to Non-Executive Directors of the Company for the year ended 31st March 2025 was Rs.8,492,242/-.

ANNUAL REPORT OF THE BOARD OF DIRECTORS ON THE AFFAIRS OF THE COMPANY

The aggregate remuneration paid to Executive Directors for FY 2024/25 was Nil.

9.10 Nominations and Governance Committee

In compliance with Rule 9.3 of the Colombo Stock Exchange, the Company formed the Nominations and Governance Committee with effect from 25th September 2024 and the Nominations and Governance Committee Report is given on pages 41 to 46 of this Annual Report.

9.11 Related Party Transactions Review Committee

In compliance with Rule 9.3 of the Colombo Stock Exchange, the Company formed the Related Party Transactions Review Committee with effect from 25th September 2024 and the Related Party Transactions Review Committee Report is given on pages 38 to 40 of this Annual Report.

Declaration

The Directors have made self-declarations for the purpose of identifying parties related to them. The said declarations were noted at the Related Party Transactions Review Committee Meetings.

The Company is in compliance with Rule 9.14 of the Listing Rules of the Colombo Stock Exchange pertaining to Related Party Transactions during the financial year.

9.12 Integrated Risk Committee

The Parent Company of the Company is Ceylon Guardian Investment Trust PLC (CGIT). CGIT formed an Integrated Risk Committee (IRC) to oversee the overall risk management of the Investment Sector in 2019.

With effect from 01st January 2025 the IRC of CGIT which functioned as the IRC of the Company ceased to exist and the Audit Committee of the company oversees the risk management of the Company with effect from 01st January 2025.

From 01st April 2024 to 31st December 2024 the Integrated Risk Committee of Ceylon Guardian Investment Trust PLC which functioned as the Integrated Risk Committee of the Company met two (02) times.

Integrated Risk Committee Members	Independent Non-Executive / Non-Executive	Attendance
Mrs.M.A.R.C.Coaray (Chairperson)	Independent Non-Executive (until 25th September 2024) Non-Executive Director of CGIT w.e.f. 25th September 2024	2/2
Mr. A. P. Weeratunge	Non-Executive Director of CGIT	2/2
Mr. A. D. Pereira	Independent Non-Executive Director of CGIT	2/2

9.13 Policies

In accordance with Rule 9.2.1. of the Colombo Stock Exchange, the Company established and maintains the following policies and was published on the Carson Cumberbatch PLC group website www.carsoncumberbatch.com w.e.f. 01st October 2024.

- (1) Policy on the matters relating to the Board of Directors
- (2) Policy on Board Committees
- (3) Policy on Corporate Governance, Nominations and Re-election
- (4) Policy on Remuneration
- (5) Policy on Internal Code of Business conduct and Ethics for all Directors and employees, including policies on trading in the Entity's listed securities
- (6) Policy on Risk Management and Internal Controls
- (7) Policy on Relations with Shareholders and Investors
- (8) Policy on Environmental, Social and Governance Sustainability
- (9) Policy on Control and Management of Company Assets and Shareholders Investments
- (10) Policy on Corporate Disclosures
- (11) Policy on Whistleblowing
- (12) Policy on Anti-Bribery and Corruption

10 COMPLIANCE WITH SECTION 9 OF THE LISTING RULES OF THE COLOMBO STOCK EXCHANGE ON CORPORATE GOVERNANCE AS AT DATE

Rule No.	Subject	Criteria	Compliance Status	Details
9.1.3.	Applicability of Corporate Governance Rules	All Listed Entities shall publish a statement confirming the extent of compliance with the Corporate Governance Rules set out herein, in the Annual Report of the Entity	Compliant	Please refer to point 9 of the Annual Report of the Board of Directors
9.2	Policies	Policies	Compliant	<p>The Company has established and maintains required policies with effect from 01st October 2024, and which have been disclosed under the Company website www.carsoncumberbatch.com.</p> <p>Please refer to page 20 of the Annual Report of the Board of Directors</p>
9.3	Board Committees	Board Committees	Compliant	<p>Please refer to note 9.7 to 9.12 of the Annual Report of the Board of Directors.</p> <p>The Company has established its own Audit Committee, Remuneration Committee, Nominations and Governance Committee and Related Party Transactions Review Committee w.e.f.25th September 2024 as per Section 9.3.1 of the Listing Rules of the Colombo Stock Exchange.</p>
9.4.1.	Adherence to principles of democracy in the adoption of meeting procedures and the conduct of all General Meetings with shareholders	Listed Entities shall maintain records of all resolutions and information pertaining to its adoption	Compliant	The Company Secretaries maintain records of all resolutions and requisite information.

ANNUAL REPORT OF THE BOARD OF DIRECTORS ON THE AFFAIRS OF THE COMPANY

Rule No.	Subject	Criteria	Compliance Status	Details
9.4.2	Communication and Relations with shareholders and investors	Communications and Relations with shareholders and investors	Compliant	<p>The Company has established and maintains a Policy on Shareholder Communication and relations with effect from 01st October 2024 and has been published on Carson Cumberbatch PLC Group's website.</p> <p>The contact person is mentioned.</p> <p>The Policy includes a process whereby Directors are informed of major issues and concerns of shareholders.</p> <p>Please refer to page 27 of the Annual Report of the Board of Directors.</p>
9.5	Policy on matters relating to the Board of Directors	Policy on matters relating to the Board of Directors	Compliant	<p>The Company has established and maintains a Policy on matters relating to the Board of Directors with effect from 01st October 2024 which addresses the requirements in Rules 9.5.1 and 9.5.2, and same has been published on Carson Cumberbatch PLC Group's website.</p>
9.6.1	Chairperson and CEO	The Chairperson of every Listed Entity shall be a Non-Executive Director and the positions of the Chairperson and CEO shall not be held by the same individual.	Compliant	Chairman is a Non-Executive Director
9.6.2	Chairperson and CEO	Where the Chairperson of a Listed Entity is an Executive Director and/or the positions of the Chairperson and CEO are held by the same individual, such Entity shall make a Market Announcement	Not Applicable	Chairman is a Non-Executive Director and the positions of the Chairperson and CEO are not held by the same individual
9.6.3. and 9.6.4.	The Requirement for a Senior Independent Director (SID)	<p>SID to be appointed in the following instances;</p> <p>i. The positions of the Chairperson and CEO are held by the same individual.</p> <p>ii. The Chairperson is an Executive Director.</p> <p>iii. The Chairperson and CEO are Close Family Members or Related Parties.</p>	Not Applicable	Chairman is a Non-Executive Director, the positions of the Chairperson and CEO are not held by the same individual and the Chairman and CEO are not Close Family Members or Related Parties.

Rule No.	Subject	Criteria	Compliance Status	Details
9.7	Fitness of Directors and CEO	Fitness of Directors and CEO	Compliant	<p>The Company obtained annual declaration from the Directors confirming that they have continuously satisfied the specified Fit and Proper Assessment Criteria.</p> <p>All Directors met the fit and proper assessment criteria stipulated in the Listing Rules of the CSE.</p>
9.8.1	Board Composition	The Board of Directors of a Listed Entity shall, at a minimum, consist of five (05) Directors.	Compliant	The Board comprises of 08 Directors.
9.8.2/9.8.3 and 9.8.5.	Independent Directors	Minimum no. of Independent Directors / Criteria for defining independence and declaration & disclosures relating to Directors	Compliant	Please refer Note 9.2 and 9.4 of the Annual Report of the Board of Directors.
9.9	Alternate Director	Alternate Director	Compliant	No Alternate Directors were appointed to the Board throughout the reporting period.
9.10.4.(a) and 9.10.4(b)	Disclosure relating to Directors	Company shall publish a brief resume in the Annual Report including expertise in relevant functional areas of each Director	Compliant	Please refer the Profile of the Directors on page 30 to 31
9.10.4.(c)	Disclosure relating to Directors	Whether either the Director or Close Family Members has any material business relationships with other Directors of the Listed Entity	Compliant	As at the conclusion of the last AGM and throughout the financial year, none of the Directors or Close Family Members have had any material business relationship with other Directors of the Company.
9.10.4.(d) /9.10.4.(e)/ 9.10.4.(f)/ 9.10.4.(g) and 9.10.4.(h)	Disclosure relating to Directors	Disclosure relating to Directors	Compliant	Please refer to pages 25 to 26 of the Annual Report of the Board of Directors.
9.11	Nominations and Governance Committee	Nominations and Governance Committee	Compliant	In compliance with Rule 9.3 of the Colombo Stock Exchange, the Company formed the Nominations and Governance Committee with effect from 25th September 2024 and the Nominations and Governance Committee Report is given on pages 41 to 46 of this Annual Report

ANNUAL REPORT OF THE BOARD OF DIRECTORS ON THE AFFAIRS OF THE COMPANY

Rule No.	Subject	Criteria	Compliance Status	Details
9.12	Remuneration Committee	Remuneration Committee	Compliant	In compliance with Rule 9.3 of the Colombo Stock Exchange, the Company formed the Remuneration Committee with effect from 25th September 2024 and the Remuneration matters are given in point 9.9 of this Annual Report
9.13	Audit Committee	Audit Committee	Compliant	In compliance with Rule 9.3 of the Colombo Stock Exchange, the Company formed the Audit Committee with effect from 25th September 2024 and the Audit Committee Report is given on pages 33 to 37 of this Annual Report
9.14	Related Party Transactions Review Committee	Related Party Transactions Review Committee	Compliant	In compliance with Rule 9.3 of the Colombo Stock Exchange, the Company formed the Related Party Transactions Review Committee with effect from 25th September 2024 and the Related Party Transactions Review Committee Report is given on pages 38 to 40 of this Annual Report
9.17.(i)	Additional Disclosures	Board of Directors should declare all material interests in contracts involving in the Entity and whether they have refrained from voting on matters in which they were materially interested	Compliant	Directors declared at a board meeting that they have no material interests in contacts involving in the Company and there were no matters in which they were materially interested.
9.17.(ii)	Additional Disclosures	Board of Directors should conduct a review of the internal controls covering financial, operational and compliance controls and risk management and have obtained reasonable assurance of their effectiveness and successful adherence therewith.	Compliant	The Board, having reviewed the system of internal controls covering financial, operational and compliance controls and risk management, is satisfied with the Company's adherence to and effectiveness of these controls for the period up to the date of signing the Financial Statements.
9.17.(iii)	Additional Disclosures	A declaration by the Board of Directors that they made arrangements to make themselves aware of applicable laws, rules and regulations and are aware of changes particularly to Listing Rules and applicable capital market provisions	Compliant	The Board of Directors have declared that the Company and the Board of Directors have complied with applicable laws, rules and regulations and also are aware of changes particularly to the Listing Rules of the Colombo Stock Exchange including the new rules on Corporate Governance initially issued in October 2023 and all other applicable capital market provisions.

Rule No.	Subject	Criteria	Compliance Status	Details
9.17(iv)	Additional Disclosures	A disclosure by the Board of Directors of relevant areas, of any material non compliance with law or regulation and any fines, which are material, imposed by any government or regulatory authority in any jurisdictions where the Entity has operations.	Compliant	The Board of Directors have no disclosures to be made of any material non-compliance with law or regulation and any fines, which are material, imposed by any government or regulatory authority in any jurisdiction where the Company has operations.

11 DISCLOSURE IN RELATION TO THE DIRECTORS AS PER SECTION 9.10.4 (E) OF THE LISTING RULES OF COLOMBO STOCK EXCHANGE

Ceylon Guardian Investment Trust PLC is the immediate Parent Company of Ceylon Investment PLC. Carson Cumberbatch PLC is the Parent Company of Ceylon Guardian Investment Trust PLC and Bukit Darah PLC is the Ultimate Parent and Controlling Entity of Ceylon Guardian Investment Trust PLC.

Name of the Director	Name of the Company, functioning capacity, Listed /Unlisted
Mrs. M. A. R. C. Cooray (Total No. of Directorships – 03)	She is a Non Executive Director and Key Management Personnel in the mentioned Listed Companies - Ceylon Investment PLC and Ceylon Guardian Investment Trust PLC She is a Director and Key Management Personal in another Unlisted Company within the Carson Cumberbatch Group
Mr. K. Selvanathan (Total No. of Directorships – 13) (Total No. of Companies within the Carson Cumberbatch PLC Group where Mr.K. Selvanathan is a Key Management Personnel but not a Director – 03, includes 1 unlisted company within the group, in which he ceased to be a KMP w.e.f. 28/03/2025)	He is an Executive Director and Key Management Personnel in the mentioned Listed Companies - Ceylon Investment PLC and Ceylon Guardian Investment Trust PLC He is a Non-Executive Director and Key Management Personnel in the mentioned Listed Companies – Lion Brewery (Ceylon) PLC and Pegasus Hotels of Ceylon PLC He is a Director and/or Key Management Personnel in other Unlisted Companies within the Carson Cumberbatch PLC Group He is a Director and Key Management Personnel on the mentioned Unlisted Companies - Ceylon Securities and Investments (Pvt) Ltd, S. Kanapathy Chetty (Pvt) Ltd, Tower Investments (Pvt) Ltd, Sri Krishna Corporation (Pvt) Ltd, Interkrish Investment Company (Pvt) Ltd, Hambros Investments (Pvt) Ltd and Aurora Studio (Pvt) Limited.
Mr. A. P .Weeratunge (Total No. of Directorships -09) (Total No. of Companies within the Carson Cumberbatch PLC Group where Mr. A. P Weeratunge is a Key Management Personnel but not a Director 08, includes 1 unlisted company within the group, in which he ceased to be a KMP w.e.f. 28/03/2025)	He is a Non-Executive Director and Key Management Personnel in the mentioned Listed Companies- Equity Two PLC, Ceylon Investment PLC and Ceylon Guardian Investment Trust PLC He holds directorships in other Unlisted Companies within the Carson Cumberbatch PLC Group.

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Name of the Director	Name of the Company, functioning capacity, Listed /Unlisted
Mr. S. M. Perera (Total No. of Directorships – 02)	He is an Executive Director and Key Management Personnel in the mentioned Listed Company – Ceylon Investment PLC He holds a directorship in another Unlisted Company within the Carson Cumberbatch PLC Group.
Mr. A. D. Pereira (Total No. of Directorships (02)	He is an Independent Non-Executive Director and Key Management Personnel in the mentioned Listed Companies- Ceylon Guardian Investment Trust PLC, Ceylon Investment PLC
Mr. S. K. Balasuriya (Total No. of Directorships – 04)	He is an Independent Non-Executive Director and Key Management Personnel in the mentioned Listed Company – Ceylon Guardian Investment Trust PLC, Ceylon Investment PLC He is a Director and Key Management Personnel in the mentioned Unlisted Company – Senfin Securities Limited , Venture Retail (Private) Limited
Mr. C. T. Knight (Total No. of Directorships - 03)	He is an Independent Non-Executive Director and Key Management Personnel in the mentioned Listed Companies - Ceylon Guardian Investment Trust PLC and Ceylon Investment PLC He is a Director and Key Management Personnel in the mentioned Unlisted Company - Thorburn Capital Limited
Mr. A. S. Amaratunga Total No. of Directorships - 09)	He is an Independent Non-Executive Director and Key Management Personnel in the mentioned Listed Companies - Equity Two PLC, Ceylon Beverage Holdings PLC, Lion Brewery (Ceylon) PLC, Bukit Darah PLC, Carson Cumberbatch PLC, Ceylon Guardian Investment Trust PLC, Ceylon Investment PLC, Pegasus Hotels of Ceylon PLC He is a Director and/or Key Management Personnel in other Unlisted Companies within the Carson Cumberbatch PLC Group He is a Director and Key Management Personnel in the mentioned Unlisted Company - SAARA LABs (Pvt) Ltd

12 INTERNAL CONTROL AND RISK MANAGEMENT

The ultimate responsibility to establish, monitor and review a Company-wide internal control system rests with the Board of Directors. The intensity, depth and the tolerance limits for each component of the internal control system would be based on the weight of the element of risk imposed on the sustenance of the business by the respective area of operation. Whilst a strong internal control system would mitigate the crystallization of risk elements to a greater extent, employment of external support structures would also be necessary based on the risk assessments made thereon.

Effective maintenance of internal controls, risk identification and mitigation is handed down to the respective members of the senior management within the guidelines of benchmark policies, procedures and authority limits clearly laid down.

Group Internal Audit, whose scope of scrutiny is entirely driven by the grading of the risk involved will be monitoring and providing the feedback to the management and the respective Audit Committee. Regular submission of compliance and internal solvency certificates vouched by the heads of the respective divisions as a mandatory agenda item keeps the Directors abreast of the health of the Company's resource base and governance requirements.

This allows the Board to have total control of the fulfilment of governance requirements by providing opportunity to take timely preventive action in case of potential deterioration of status quo. A more detailed description of the risk management strategies of the Company's given on pages 08 to 13.

13 INDEPENDENT AUDITORS

The Company's Auditors during the year under review were Messrs. KPMG, Chartered Accountants.

A sum of Rs. 651,200/- was paid to them by the Company as audit fees for the year ended 31st March 2025 (2024 – Rs. 592,000/-). In addition to the above, the Auditors were paid Rs. 275,000/- (2024 – Rs. 80,000/-) as professional fees for non-audit services. No further amounts were paid to the auditors as fees for audit related services (2024 – Nil) during the year.

The retiring Auditors have expressed their willingness to continue in office. A Resolution to re-appoint them as Auditors of the Company and authorising the Directors to fix their remuneration will be proposed at the forthcoming Annual General Meeting.

The Audit Committee reviewed the appointment of the Auditors, its effectiveness and their relationship with the Company, including the level of audit and non-audit fees paid to the Auditors.

13.1 Auditors' relationship or any interest with the Company

The Directors are satisfied that, based on written representations made by the Independent Auditors to the Board, the Auditors did not have any interest with the Company that would impair their independence.

14 INDEPENDENT AUDITORS' REPORT

The Independent Auditors' Report on the financial statements is given on pages 48 to 49 of the Annual Report.

15 SIGNIFICANT EVENTS DURING THE YEAR

There were no significant events during the year.

16 HUMAN RESOURCES

The management of the Company's investments is undertaken by Guardian Fund Management Limited (GFM) and management support services are provided by Carsons Management Services (Private) Limited.

GFM continued to invest in human capital development and implement effective human resource practices and policies to develop and build an efficient and effective workforce aligned around new business priorities of the Company and to ensure that its employees are developing the skills and knowledge required for the future success of the Company, centered around the core competencies required by an investment house.

17 EQUITABLE TREATMENT TO SHAREHOLDERS

The Company ensures that the rights of all shareholders are preserved and has established procedures to ensure the fair and equitable treatment of all shareholders, also, an array of measures is also in place to ensure that shareholder views are identified and fully considered.

The Company communicates with the shareholders through the following means of communication:

- 1) Annual General Meeting (AGM) and Extraordinary General Meetings (EGM).

ANNUAL REPORT OF THE BOARD OF DIRECTORS ON THE AFFAIRS OF THE COMPANY

The Annual General Meeting provides shareholders with the opportunity to share their views and to meet the Board, including the Chairman of the Board committees and Key Management Personnel. Further Company's external auditors are also present at the Annual General Meeting.

- 2) Announcements to the Colombo Stock Exchange
- 3) Carson Cumberbatch PLC Group's website
- 4) Interaction through the Company Secretaries.

Shareholders may direct any major issues and concerns which they may have to the Company Secretaries who serve as a point of contact for all shareholders of the Company who will forward same to the Board of Directors.

18 DIVIDENDS

First Interim Dividend of Cents 72 (Rs.0.72) per ordinary share for the financial year ended 31st March 2025 was announced on 02nd December 2024. Shareholders of the Company who had provided accurate bank account details were paid on 17th December 2024 and to the Shareholders who have not provided accurate bank account details or have not provided any bank account details, the dividends was paid on 31st December 2024.

19 STATED CAPITAL

The Stated Capital of the Company as at 31st March 2025 was Rs.838,032,311/66 comprising of 97,200,743 Ordinary Shares.

19.1 Repurchase of Shares

The Company announced a Repurchase of Shares on 22nd May 2024 at a ratio of 01 Ordinary Share for every 46 Ordinary Shares held and accordingly, the Company repurchased a maximum 2,160,017 Ordinary Shares from the Shareholders at a price of Rs.118/14 per share.

The movement in Stated Capital of the Company is given in note 23 to the Financial Statements.

20 SOLVENCY TEST

At the time of approving the above distributions, the Directors were satisfied that the Company would meet the Solvency Test requirement under Section 56(2) of the Companies Act, No. 07 of 2007 immediately after the said distributions.

The Company's Auditors, KPMG, Chartered Accountants have issued Certificates of Solvency for the dividends mentioned above, confirming same.

21 STATUTORY PAYMENTS

The Directors to the best of their knowledge and belief are satisfied that all statutory dues have been paid up to date or have been provided for in these financial statements.

22 GOING CONCERN

The Board of Directors is satisfied that the Company has adequate resources to continue its operations in the foreseeable future. Accordingly, the financial statements are prepared based on a Going Concern concept.

23 EVENTS AFTER THE REPORTING PERIOD

Subsequent to the reporting date, no circumstances have arisen, which would require adjustments to or disclosures in the financial statements, other than those disclosed in note 30 to the financial statements, if any.

24 CONTINGENT LIABILITIES AND CAPITAL COMMITMENTS

Contingent liabilities and commitments made on account of capital expenditure as at 31st March 2025 are given in note 32 to the financial statements, if any.

25 SHARE INFORMATION

The details relating to earnings, net assets, market value per share and information on share trading is given on pages 85 to 86 of the Annual Report.

26 TWENTY MAJOR SHAREHOLDERS

The Parent Company, Ceylon Guardian Investment Trust PLC holds 66.22% of the total Ordinary Shares in issue of the Company.

Names of shareholders	31-Mar-25		31-Mar-24	
	No. of shares	%	No. of shares	%
1 Ceylon Guardian Investment Trust PLC A/C No 3	64,362,113	66.22	65,518,370	65.94
2 Associated Electrical Corporation Ltd	1,664,010	1.71	1,395,358	1.40
3 Estate of Late Mr. K.C. Vignarajah	1,521,225	1.57	1,470,921	1.48
Commercial Bank Of Ceylon Ltd/ K.C.Vignarajah	510,352	0.53	510,352	0.51
4 Miss G.I.A. De Silva	1,314,088	1.35	1,314,088	1.32
5 Mrs. M.L. De Silva	1,313,567	1.35	1,342,757	1.35
6 Mr. Y.H. Abdulhussein	906,371	0.93	903,636	0.91
7 Mr. G.J.W. De Silva	883,532	0.91	883,194	0.89
8 Thurston Investments Limited	834,960	0.86	878,377	0.88
9 J.B. Cocoshell (Pvt) Ltd	819,246	0.84	477,739	0.48
10 Oakley Investments (Private) Limited	792,781	0.82	810,398	0.82
11 People's Leasing & Finance Plc/Mr.M.A.N.Yoosufali	606,000	0.62	600,000	0.60
12 Miss N.K.R.H. De Silva	562,721	0.58	562,721	0.57
13 Miss R.H. Abdulhussein	500,000	0.51	844,517	0.85
14 Mercantile Bank (Agency) Private Limited	412,939	0.42	412,939	0.42
15 Mr. L.H. Abeysondera	388,225	0.40	388,225	0.39
16 Miss G.N.A. De Silva	375,600	0.39	384,178	0.39
17 EMFI Capital Limited	375,043	0.39	-	-
18 Miss J.B. Aymer	347,135	0.36	347,135	0.35
19 Cocoshell Activated Carbon Company (Private) Limited	333,669	0.34	259,747	0.26
20 Union Investments Private Limited	310,175	0.32	310,175	0.31

27 ANNUAL REPORT

The information provided herein is in pursuance of the requirements of the Companies Act, No.07 of 2007 and the Listing Rules of the Colombo Stock Exchange.

The Board of Directors on 30th June 2025 approved the Company's Financial Statements together with the reviews which forms part of the Annual Report. The appropriate number of copies of the Report would be submitted to the Colombo Stock Exchange, Sri Lanka Accounting and Auditing Standards Monitoring Board and the Registrar of Companies within the applicable time frames.

28 ANNUAL GENERAL MEETING

The 79th Annual General Meeting of the Company will be held on **Friday, 25th July 2025 at 9.30 a.m.** at the "Lavender Hall" (Lot 2) BMICH International Convention & Exhibition Center, Baddaloka Mawatha, Colombo 07, Sri Lanka.

The Notice of the Annual General Meeting is on page 87 of the Annual Report.

Signed on behalf of the Board,

(Sgd.)
M. A.R.C. Cooray (Mrs.)
Chairperson

(Sgd.)
A. P. Weeratunge
Director

(Sgd.)
K. D. De Silva (Mrs.)
Director

Carsons Management Services (Private) Limited
Secretaries

30th June 2025

PROFILES OF THE DIRECTORS

MRS. ROSE COORAY

(Chairperson)

Rose Cooray is the Chairperson of Ceylon Investment PLC, Ceylon Guardian Investment Trust PLC and Guardian Fund Management Limited and she functioned as the Chairperson of the Integrated Risk Committee of the Guardian Group of companies. After retirement from the Central Bank of Sri Lanka, she has served as a Director on the Boards of Hatton National Bank PLC, HNB Finance PLC and served as the Chairperson of HNB Assurance PLC and HNB General Insurance Limited.

She is a retired Deputy Governor of the Central Bank of Sri Lanka where she served for over 35 years. She counts over 50 years of experience in working in the financial sector holding a number of positions.

On release from the Central Bank, she had served the Ministry of Finance in the capacity of Director General Fiscal Policy and Economic Affairs Department for nearly 6 years, represented the Government on the Boards of DFCC Bank, Sri Lanka Institute of Information Technology, Sri Lanka Telecom, Ceylon Electricity Board, De La Rue Currency and Security Print (Pvt) Ltd, Export Development Board, National Housing Development Authority and represented the Monetary Board on West Coast Power (Pvt) Ltd.

She has functioned as the Vice Chairperson of the Institute of Bankers of Sri Lanka for 5 years and has served on a number of Committees at national level covering a variety of subjects representing the Ministry of Finance and the Central Bank. She has also presented papers/been the resource person representing the Central Bank and the Ministry of Finance at various international meetings/seminars.

Mrs. Cooray has been involved extensively in policy making and implementing projects and programmes, especially in the area of regional development and microfinance. She has wide experience in negotiating loans with multilateral and other donors, as well as bilateral trade agreements on behalf of the Government. Her articles/papers have been published in professional journals.

AJITH WEERATUNGE

Ajith Weeraratunge is presently a Non-Executive Director of Carsons Management Services (Private) Limited, which is the management arm of Carson Cumberbatch PLC's Sri Lankan operations.

He is also a Non-Executive Director of Group's Real Estate Sector's Equity Two PLC, Equity One Limited and the Group's Portfolio and Asset Management Sector's Ceylon Investment PLC, Ceylon Guardian Investment Trust PLC, Rubber Investment Trust Limited and Guardian Fund Management Limited. He is also a Non-Executive Director of Group's oil palm plantation sector holding company, Goodhope Asia Holdings Ltd.

He carries over 40 years of finance related experience in several leading companies in the mercantile sector, which includes 28 years of service with Carsons Group.

He is a Fellow member of the Chartered Institute of Management Accountants of UK.

KRISHNA SELVANATHAN

Krishna Selvanathan serves as a Director of Carsons Management Services (Private) Limited and is the CEO of Guardian Fund Management Limited. He also serves as a Director of Lion Brewery (Ceylon) PLC and Pegasus Hotels of Ceylon PLC.

He holds a BA Degree in Accounting & Finance and Business Administration from the University of Kent, U.K.

SUMITH PERERA

Director / Head of Portfolio Management, Guardian Fund Management Ltd. has over 20 years of experience in the field of Asset Management working as a Fund Manager for CAAM Saudi Fransi LLC (Kingdom of Saudi Arabia), Investment Analyst for Eagle NDB Fund Management (Sri Lanka) and as a Financial Analyst for John Keells Stockbrokers. He holds a BSc (Hons) in Economics and Business Finance from Brunel University, UK and is an Associate Member of the Chartered Institute of Management Accountants.

A.S. AMARATUNGA**(Appointed w.e.f. 25th September 2024)**

Mr. Saktha Amaratunga is an Independent Non-Executive Director of Bukit Darah PLC, Carson Cumberbatch PLC and in several companies of the Carson Cumberbatch Group, Chairman - Audit Committees of the Carson Cumberbatch Group and is also a Commissioner of PT Agro Indomas Indonesia, a subsidiary of the Carson Cumberbatch Group. He is also an Audit Committee Member of MAS Holdings Ltd.

Previously, Regional Audit Controller (Asia Pacific) for British American Tobacco, he has more than 20 years' experience with British American Tobacco, having performed senior finance roles for the Group in Sri Lanka and the United Kingdom, and also being the Finance Director of British American Tobacco Operations in the Czech Republic, Sri Lanka, Switzerland, Japan and Malaysia (IT Shared Services Organization). He was also an Independent Non-Executive Director and Chair of the Audit Committee at Hemas Holdings till November 2024.

He has many years of experience in Strategy Development, Business Restructuring, Risk and Governance, International Finance and People Development. He is a Fellow Member of the Chartered Accountants of Sri Lanka, Associate Member of the Chartered Institute of Management Accountants, UK and also a Member of CPA Australia.

CHRISTOPHER THORBURN KNIGHT**(Appointed w.e.f. 25th September 2024)**

Christopher Knight has 25 years of experience in global equity markets with a focus on Asia and Emerging Markets. He worked for JPMorgan for 22 years up until September 2022, with 20 of them based in Asia (Hong Kong, Singapore & India) covering large Asset Managers and Sovereign Wealth Funds. During his time in India, he successfully ran JPMorgan's equity business and navigated it through the GFC. Since December 2022, he has been Head of Investor Relations for Merlin Fidelis Asset Management, who run an Emerging Markets Equities Fund.

He holds a BA in Politics from Newcastle University, the Investment Management Certificate and the CFA Certificate in ESG Investing.

DIRK PEREIRA**(Appointed w.e.f. 25th September 2024)**

Dirk Pereira was appointed as an Independent Non-Executive Director to the Board of Ceylon Guardian Investment Trust PLC w.e.f. 21st October 2021. He was also appointed an Independent Non-Executive Director to the Board of Ceylon Investment PLC w.e.f. 25th September 2024.

Dirk served as Director / CEO of Union Assurance PLC, one of the largest life insurance companies in Sri Lanka, and a subsidiary of John Keells Holdings PLC. He has more than 25 years of finance and general managerial experience serving both local and multinational companies including Union Assurance, British American Tobacco / Eagle Star, Zurich Financial Services and Ernst & Young. He is a Fellow Member of the Chartered Institute of Management Accountants (CIMA) UK and the Institute of Chartered Accountants of Sri Lanka (ICASL) and holds an MBA from the Postgraduate Institute of Management (PIM) - University of Sri Jayewardenepura, Sri Lanka.

SAHISHNU KESHAV BALASURIYA**(Appointed w.e.f. 31st October 2024)**

Keshav Balasuriya serves as a Director of Senfin Securities Ltd, Venture Retail (Private) Limited and was previously a Director of Senfin Asset Management Ltd. He is currently employed at Senkadagala Finance PLC, where he led the company's expansion into the capital markets industry in the form of Asset Management, Stockbroking and Margin Trading operations. He also oversees the company's proprietary investment portfolio.

He holds a Master of Finance (MFin) from the Judge Business School, University of Cambridge, an MSc in Computer Science from the University of Bristol, and a BSc in Biological Sciences from University College London.

MANILAL FERNANDO**(Resigned w.e.f. 25th September 2024)**

Vernon Manilal Fernando is a Director of Ceylon Guardian Investment Trust PLC, Ariyana Investment (Pvt) Ltd is currently the Chairman of Dynamic AV Technologies (Pvt) Ltd, Shipping Cargo Logistics (Pvt) Ltd, Ortho Lanka (Pvt) Ltd and Swiss Ceylon Associates (Pvt.) Ltd. He is also the President elect of the Ceylon Chamber of Construction Industries of Sri Lanka and a Management Trustee of The Joseph Fraser Memorial Hospital, Also an Attorney-at Law.

He served as an Independent Non-Executive Director on the Board of Ceylon Investment PLC and resigned w.e.f. 25th September 2024.

MANAGEMENT TEAM

PROFILES

KRISHNA SELVANATHAN

(BA. Accounting & finance and Business Administration)

Director / CEO of Guardian Fund Management Limited. He is also a Director of Ceylon Guardian Investment Trust PLC. Refer page 30 for his detailed profile.

SUMITH PERERA

(B.Sc (Hons) Economics & Business Finance, ACMA)

Director / Head of Portfolio Management, Guardian Fund Management Ltd., and Director of Ceylon Investment PLC. He has over 20 years of experience in the field of Asset Management working as a Fund Manager for CAAM Saudi Fransi LLC (Kingdom of Saudi Arabia), Investment Analyst for Eagle NDB Fund Management (Sri Lanka) and as a Financial Analyst for John Keells Stockbrokers. He holds a BSc (Hons) in Economics and Business Finance from Brunel University, UK and is an Associate Member of the Chartered Institute of Management Accountants.

ASANKA JAYASEKERA

(CFA, B.Sc. Finance (Hons), ACMA)

Asanka Jayasekera currently serves as the Director of Guardian Fund Management Ltd and Guardian Value Fund LLC (Mauritius). He heads the research department and oversees the international investment function of the group. He is an experienced professional in the field of asset management and investment research, with over 17 years of experience. Prior to joining the Ceylon Guardian group, he worked as a research analyst at JB Securities (Pvt) Ltd. Asanka holds a B.Sc. Finance (Hons) degree from the University of Sri Jayewardenepura, Sri Lanka. He is a Chartered Financial Analyst (CFA) and an associate member of the Chartered Institute of Management Accountants (CIMA), UK. He has also served as a visiting lecturer at the Department of Finance at the University of Sri Jayewardenepura.

PRABATH EKANAYAKE

(BBA, Business Administration (Sp), FCA)

Senior Vice president -Finance, Guardian Fund Management Limited, commenced career at KPMG Sri Lanka and then worked at Ernst & Young and Qatar Alpha Beton Ready-mix Company in State of Qatar.

He has over 15 years of overseas and local experience in the fields of accounting and auditing. He is a fellow member of the Institute of Chartered Accountants of Sri Lanka and holds a Bachelor's degree specialized in Business Administration from the University of Colombo, Sri Lanka.

PRIYAN DE MEL

(FCCA, CISI, ACMA)

Senior Vice President - Operations, Guardian Fund Management Ltd. Has over 13 years of experience in Portfolio Operations. Fellow member of the Association of Chartered Certified Accountants (ACCA UK), member of Chartered Institute of Securities and Investment (CISI UK) and Associate member of Certified Management Accountants of Sri Lanka (ACMA).

HARINDI HETTIGAMAGE

(ACMA)

Senior Vice President- Research at Guardian Fund Management Ltd. She has over 10 years' experience in the field of asset management and investment research. Prior to joining the Ceylon Guardian Group, she worked as a Senior Investment Analyst at HNB Assurance PLC (subsidiary of Hatton National Bank PLC). Harindi is an Associate Member of the Chartered Institute of Management Accountants.

SHAHAN DE SILVA

(B.Bus (Hons.) Banking & Finance & Business Law)

Senior Vice President - Research at Guardian Fund Management Ltd, with over 8 years' experience in the field of investment research. Prior to joining the Ceylon Guardian Group, he worked as a senior research analyst at CT CLSA Securities (Pvt) Ltd (part owned by CITIC CLSA, a Hong-Kong based leading capital markets & investment group). Shahan holds a B.Bus (Hons) in Banking & Finance & Business Law from Monash University, Australia, and was part of the Deans Honour List.

PORTFOLIO OPERATIONS TEAM	Shewantha Peiris, Thamara Sandeepa, Yashara Binali
FINANCE TEAM	Omesha Piyumi, Prabhath Dissanayake, Sandun Balasooriya
RESEARCH TEAM	Dushan Ekanayake, Tharushi Egodaheewage, Winura Wijekulasooriya

AUDIT COMMITTEE REPORT

1. COMMITTEE COMPOSITION

1.1 Ceylon Guardian Investment Trust PLC (CGIT) is the Parent Company of the Company, and Carson Cumberbatch PLC (CCPLC) is, in turn, the Parent Company of CGIT. In accordance with the Listing Rules of the Colombo Stock Exchange (CSE) prior to the amendments to Rule 9.3.1 effective 01st October 2024, each listed entity was not required to maintain a separate Audit Committee.

Accordingly, the Audit Committee of CCPLC functioned as the Audit Committee of the Company until 25th September 2024 and comprised of the following Members:

Member	Independent Non-Executive/ Non-Executive
Mr. A.S. Amaratunga (Chairman)	Independent Non-Executive Director of CCPLC
Mr. Y.H. Ong	Independent Non-Executive Director of CCPLC
Mr. D.C.R. Gunawardena	Non-Executive Director of CCPLC

Following the regulatory amendment, effective 01st October 2024, which mandates that each listed entity must establish and maintain its own Audit Committee, the Audit Committee of CCPLC ceased to function as the Audit Committee of Ceylon Investment PLC with effect from 25th September 2024.

1.2 In terms of Rule 9.13 of the Listing Rules of the Colombo Stock Exchange (CSE) an Audit Committee was formed for Ceylon Investment PLC on 25th September 2024. As at the reporting date, the Audit Committee of Ceylon Investment PLC consists of the following Members:

Member	Independent Non-Executive/ Non-Executive
Mr. A.S. Amaratunga (Chairman)	Independent Non-Executive
Mr. A. D. Pereira	Independent Non-Executive
Mrs. M. A. R. C. Cooray	Non-Executive (Appointed w.e.f. 01/01/2025)

Member	Independent Non-Executive/ Non-Executive
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Mr. A.P. Weeratunge (Ceased to be a member w.e.f. 01/01/2025) Non-Executive

1.3 PROFILE OF THE MEMBERS OF THE AUDIT COMMITTEE
MR. A.S. AMARATUNGA (CHAIRMAN)

Mr. Saktha Amaratunga is an Independent Non-Executive Director of Bukit Darah PLC, Carson Cumberbatch PLC and in several companies of the Carson Cumberbatch Group, Chairman - Audit Committees of the Carson Cumberbatch Group and is also a Commissioner of PT Agro Indomas Indonesia, a subsidiary of the Carson Cumberbatch Group. He is also an Audit Committee Member of MAS Holdings Ltd.

Previously, Regional Audit Controller (Asia Pacific) for British American Tobacco, he has more than 20 years' experience with British American Tobacco, having performed senior finance roles for the Group in Sri Lanka and the United Kingdom, and also being the Finance Director of British American Tobacco Operations in the Czech Republic, Sri Lanka, Switzerland, Japan and Malaysia (IT Shared Services Organization). He was also an Independent Non-Executive Director and Chair of the Audit Committee at Hemas Holdings till November 2024.

He has many years of experience in Strategy Development, Business Restructuring, Risk and Governance, International Finance and People Development. He is a Fellow Member of the Chartered Accountants of Sri Lanka, Associate Member of the Chartered Institute of Management Accountants, UK and also a Member of CPA Australia.

MR. A. D. PEREIRA

Dirk Pereira was appointed as Independent Non-Executive Director to the Board of Ceylon Guardian Investment Trust PLC w.e.f. 21st October 2021. He was also appointed as Independent Non-Executive Director to the Board of Ceylon Investment PLC w.e.f.25th September 2024.

AUDIT COMMITTEE REPORT

Dirk served as Director / CEO of Union Assurance PLC, one of the largest life insurance companies in Sri Lanka, and a subsidiary of John Keells Holdings PLC. He has more than 25 years of finance and general managerial experience serving both local and multinational companies including Union Assurance, British American Tobacco / Eagle Star, Zurich Financial Services and Ernst & Young. He is a Fellow Member of the Chartered Institute of Management Accountants (CIMA) UK and the Institute of Chartered Accountants of Sri Lanka (ICASL) and holds an MBA from the Postgraduate Institute of Management (PIM) - University of Sri Jayewardenepura, Sri Lanka.

MRS. ROSE COORAY

[Appointed w.e.f. 01/01/2025]

Rose Cooray is the Chairperson of Ceylon Investment PLC, Ceylon Guardian Investment Trust PLC and Guardian Fund Management Limited and she functioned as the Chairperson of the Integrated Risk Committee of the Guardian Group of companies. After retirement from the Central Bank of Sri Lanka, she has served as a Director on the Boards of Hatton National Bank PLC, HNB Finance PLC and served as the Chairperson of HNB Assurance PLC and HNB General Insurance Limited.

She is a retired Deputy Governor of the Central Bank of Sri Lanka where she served for over 35 years. She counts over 50 years of experience in working in the financial sector holding a number of positions.

On release from the Central Bank, she had served the Ministry of Finance in the capacity of Director General Fiscal Policy and Economic Affairs Department for nearly 6 years, represented the Government on the Boards of DFCC Bank, Sri Lanka Institute of Information Technology, Sri Lanka Telecom, Ceylon Electricity Board, De La Rue Currency and Security Print (Pvt) Ltd, Export Development Board, National Housing Development Authority and represented the Monetary Board on West Coast Power (Pvt) Ltd.

She has functioned as the Vice Chairperson of the Institute of Bankers of Sri Lanka for 5 years and has served on a number of Committees at national level covering a variety of subjects representing the Ministry of Finance and the Central Bank. She has also presented papers/been the resource person representing the Central Bank and the Ministry of Finance at various international meetings/seminars.

Mrs. Cooray has been involved extensively in policy making and implementing projects and programs, especially in the area of regional development and microfinance. She has wide experience in negotiating loans with multilateral and other donors, as well as bilateral trade agreements on behalf of the Government. Her articles/papers have been published in professional journals.

MR. A.P. WEERATUNGE

[Ceased to be a Member w.e.f. 01/01/2025]

Mr. Ajith Weeratunge is presently a Non- Executive Director of Carsons Management Services (Private) Limited, which is the management arm of Carson Cumberbatch PLC's Sri Lankan operations.

He is also a Non-Executive Director of Group's Real Estate Sector's Equity Two PLC, Equity One Limited and the Group's Portfolio and Asset Management Sector's Ceylon Investment PLC, Ceylon Guardian Investments Trusts PLC, Rubber Investment Trust Limited and Guardian Fund Management Limited. He is also a Non-Executive Director of Group's oil palm plantation sector holding company, Goodhope Asia Holdings Ltd.

He carries over 40 years of finance related experience in several leading companies in the mercantile sector, which includes 28 years of service with Carsons Group.

He is a Fellow Member of the Chartered Institute of Management Accountants of UK.

2. MEETINGS OF THE AUDIT COMMITTEE

- 2.1** From 01st April 2024 to 25th September 2024, the Carson Cumberbatch PLC Audit Committee which functioned as the Audit Committee of Ceylon Investment PLC held three (03) Meetings to discuss matters pertaining to the Company and the attendance of the Members at the Committee Meetings was as follows:

Member	Independent Non-Executive/ Non-Executive	Attendance
Mr. A.S. Amaratunga (Chairman)	Independent Non-Executive Director of CCPLC	03/03
Mr. Y.H. Ong	Independent Non-Executive Director of CCPLC	02/03
Mr. D.C.R. Gunawardena	Non-Executive Director of CCPLC	03/03

- 2.2** From 25th September 2024 until the reporting date, the Audit Committee of Ceylon Investment PLC met six (06) times and the attendance of the Audit Committee Members was as follows:

Member	Independent Non-Executive/ Non-Executive	Attendance
Mr. A.S. Amaratunga (Chairman)	Independent Non-Executive	06/06
Mr. A. D. Pereira	Independent Non-Executive	06/06
Mrs. M. A. R. C. Cooray (Appointed w.e.f 01/01/2025)	Non-Executive	05/05
Mr. A.P. Weeratunge (Ceased to be a member w.e.f.01/01/2025)	Non-Executive	01/01

- 2.3** Director-Finance, Carsons Management Services (Private) Limited - Managers, Internal Auditors and Senior management staff members also attended the Audit Committee Meetings by invitation.

3. AUDIT COMMITTEE CHARTER

The Company has an Audit Committee Charter and the powers and responsibilities of the Audit Committee are governed by the Audit Committee Charter.

4. FUNCTIONS AND DUTIES

- 4.1** Assists the Board of Directors in fulfilling its oversight responsibilities of the financial reporting process, the system of internal control over financial reporting, the audit process, risk management and the Company's processes for monitoring compliance with financial reporting requirements, information requirements under the Corporate Governance Rules of the Colombo Stock Exchange, the Companies Act, No.07 of 2007 and the Securities and Exchange Commission of Sri Lanka (SEC) Act No.19 of 2021, and other relevant financial reporting related regulations.
- 4.2** Reviews and recommends for approval the Interim Financial Statements of Ceylon Investment PLC to the Board of Directors and release of same to the Regulatory Authorities and to the Shareholders. The Audit Committee held meetings to discuss and review the Interim Financial Statements of the Company.
- 4.3** Reviews and recommends for approval the Annual Report of Ceylon Investment PLC to the Board of Directors and release of same to the Regulatory Authorities and to the Shareholders.
- 4.4** Recommends appointment/re-appointment/removal of External Auditors and approve their remuneration and engagement terms.
- 4.5** Obtains and reviews assurances received from the Managers that the financial records have been properly maintained and the Financial Statements give a true and fair view of the Company's operations and finances. Reviews assurances given by the Managers and Key

AUDIT COMMITTEE REPORT

Management Personnel who are responsible, regarding the adequacy and effectiveness of the Company's risk management and internal control systems.

- 4.6** Reviews the internal controls in place to prevent the leakage of material information to unauthorised persons.
- 4.7** Reviews and oversees processes to ensure that the Company's internal controls and risk management are adequate to meet the requirements of the Sri Lanka Auditing Standards.
- 4.8** Reviews and assesses the Company's risk management process, including control environment in high-risk areas, Business continuity plans, and reviews the risk policies adopted by the Company on an annual basis.
- 4.9** Takes prompt corrective action to request management to mitigate the effects of specific risks.
- 4.10** Reviews the scope and results of the internal and external audits and its effectiveness, and the independence, performance and objectivity of the auditors.
- 4.11** Developed and implemented a policy on how to engage External Auditors for non-audit services, ensuring compliance with independence and ethical guidelines. Reports any concerns or areas for improvement to the Board along with recommended actions.

5. ASSURANCE FROM THE CEO AND CFO REGARDING THE COMPANY'S OPERATIONS AND FINANCES, AND AN OPINION ON COMPLIANCE WITH FINANCIAL REPORTING AND INFORMATION REQUIREMENTS UNDER RELEVANT REGULATIONS

As required under Rule 9.13.5 (2)(c) and (d) of the Listing Rules of the CSE, the Audit Committee was provided with confirmations and declarations as required by the Managers, Carsons Management Services (Private) Limited and Guardian Fund Management Limited that the Financial Statements

have been prepared in accordance with the Listing Rules of the Colombo Stock Exchange, Sri Lanka Accounting Standards, information required by the Companies Act, No. 07 of 2007 and the Securities and Exchange Commission of Sri Lanka therein and presented a true and fair view of the Company's state of affairs as at that date and the Company's activities during the year under review.

6. INTERNAL AUDIT

- 6.1** The objective of the Group Internal Audit function is to provide an independent assessment of the system of internal controls established by management. This includes evaluating their adequacy and integrity in relation to the objectives they are intended to support, as well as determining the extent of compliance by responsible staff. Where necessary, corrective or preventive actions are recommended.
- 6.2** The Audit Committee approved the Investment Sector Audit Plan for the financial year 2024/2025. In accordance with the plan, the Group Internal Audit has conducted relevant reviews of the Investment Sector companies. Where necessary, the Audit Plan was reviewed and adjusted to enable the Internal Audit team to address areas requiring attention beyond the initial scope of the Internal Audit Plan.
- 6.3** The findings and content of the Group Internal Audit reports are initially discussed with the relevant management staff. The reports are then presented at Audit Committee meetings, where they are reviewed in the presence of senior management. Particular focus is given to significant findings, associated recommendations, proposed corrective actions, management responses, and the implementation status, which is monitored regularly.
- 6.4** Where necessary, material concerns highlighted by the Group Internal Audit are taken up by the Audit Committee for further discussion and deliberation at Board Meetings.

7. STATUS OF RISK MANAGEMENT AND INTERNAL CONTROL

- 7.1** As required under Rule 9.13.5(2)(b) of the Listing Rules of the CSE, the Committee reviews the Risk Management Reports, risk heat map, risk register and activities related to managing risks, especially the processes adopted with management to identify, assess and mitigate risks through appropriate and timely action.
- 7.2** The Committee provides oversight on adequacy and effectiveness of the Company's internal controls and risk management processes, in meeting the requirements of the Sri Lanka Auditing Standards.

8. EXTERNAL AUDIT

- 8.1** The External Auditors' Letter of Engagement was reviewed and discussed by the Committee with Messrs. KPMG and management, prior to the commencement of the audit, and the Committee followed up on all matters raised by the External Auditors after the final review.
- 8.2** The Audit Committee has determined that the independence of Messrs. KPMG, Chartered Accountants, have not been impaired by any event or service that gives rise to a conflict of interest. The Committee also reviewed the arrangements made by the Auditors to maintain their independence and written confirmation has been received from the Auditors of their compliance, with the independence guidelines given in the 'Code of Professional Conduct and Ethics' issued by the Institute of Chartered Accountants of Sri Lanka.
- 8.3** Messrs. KPMG have been the External Auditors of the Company since 1948 and the Audit Engagement Partner for the financial year ended 31st March 2025 is Mrs. Thamali Rodrigo, who was appointed as Audit Partner in 2019 following the rotation of the previous Partner.

- 8.4** The Committee reviews the Non-Audit services obtained from Messrs. KPMG and the fees paid to them for such services, at quarterly Audit Committee Meetings. The Auditors have confirmed that they are not aware of any relationship with or interest in Ceylon Investment PLC that, in their judgment, may reasonably be deemed to have a bearing on their independence within the meaning of the 'Code of Professional Conduct and Ethics' issued by the Institute of Chartered Accountants of Sri Lanka.
- 8.5** The Members of the Audit Committee have concurred to recommend to the Board of Directors the re-appointment of Messrs. KPMG, Chartered Accountants, as Auditors for the financial year ending 31st March 2026, subject to the approval of the shareholders of Ceylon Investment PLC at the Annual General Meeting.
- 8.6** The Audit Committee held a meeting to discuss and review the Financial Statements of the Company, the Audit Opinion and External Audit matters of the Company for the year ended 31st March 2025, together with the External Auditors, Messrs. KPMG, prior to release of same to the Regulatory Authorities and to the Shareholders.

I take this opportunity to thank the Members of the Audit Committee of Carson Cumberbatch PLC for the invaluable contribution made by them to the Company in the past years.

(Sgd.)

A. S. Amaratunga

Chairman - Audit Committee

30th June 2025

RELATED PARTY TRANSACTIONS REVIEW COMMITTEE REPORT

1. COMMITTEE COMPOSITION

1.1 The Parent Company of Ceylon Investment PLC is Ceylon Guardian Investment Trust PLC (CGIT) and Carson Cumberbatch PLC (CCPLC) in turn is the Parent Company of CGIT. In accordance with the Listing Rules of the Colombo Stock Exchange prior to the amendments to Rule 9.3.1 effective from 01st October 2024, each listed entity was not required to maintain a separate Related Party Transactions Review Committee.

Accordingly, the Related Party Transactions Review Committee (RPTRC) of CCPLC functioned as the RPTRC of the Company until 25th September 2024 and comprised the following members,

Members	Independent Non-Executive / Non-Executive / Executive
Mr. W. M. R. S. Dias (Chairman)	Independent Non-Executive Director of CCPLC
Mr. R. Theagarajah	Independent Non-Executive Director of CCPLC
Mr. D. C. R. Gunawardena	Non-Executive Director of CCPLC
Mr. H. Selvanathan	Non-Executive Director of CCPLC
Mr. M. Selvanathan	Non-Executive Director of CCPLC
Mr. S. K. Shah	Non-Executive Director of CCPLC

1.2 Following the regulatory amendment, effective 01st October 2024, which mandates that each listed entity must establish and maintain its own Related Party Transactions Review Committee, the Related Party Transactions Review Committee of CCPLC ceased to function as the Related Party Transactions Review Committee of Ceylon Investment PLC with effect from 25th September 2024.

In terms of Rule 9.14 of the Listing Rules of the Colombo Stock Exchange, the Related Party Transactions Review Committee (RPTRC) of Ceylon Investment PLC was formed w.e.f. 25th September 2024. As at the reporting date, the RPTRC consists of the following Members;

Members	Independent Non-Executive / Non-Executive / Executive
Mr. A. S. Amaratunga (Chairman)	Independent Non-Executive
Mr. A. D. Pereira	Independent Non-Executive
Mr. A. P. Weeratunge	Non-Executive

2. MEETING ATTENDANCE

2.1 From 01st April 2024 to 25th September 2024, the Carson Cumberbatch PLC Related Party Transactions Review Committee which functioned as the RPTRC of the Company until 25th September 2024 met twice (2). The attendance of the Carson Cumberbatch PLC Committee Members at these meetings are as follows:

Member	Independent Non-Executive / Non-Executive / Executive	Attendance
Mr. W. M. R. S. Dias (Chairman)	Independent Non-Executive Director of CCPLC	2/2
Mr. R. Theagarajah	Independent Non-Executive Director of CCPLC	1/2
Mr. D. C.R. Gunawardena	Non-Executive Director of CCPLC	2/2
Mr. H. Selvanathan	Non-Executive Director of CCPLC	-
Mr. M. Selvanathan	Non-Executive Director of CCPLC	2/2
Mr. S.K. Shah	Non-Executive Director of CCPLC	2/2

2.2 From 25th September 2024 until the reporting date, the Ceylon Investment PLC Related Party Transactions Review Committee met three (3) times. The attendance of Ceylon Investment PLC Committee Members at these meetings was as follows:

Member	Independent Non-Executive / Non-Executive / Executive	Attendance
Mr. A. S. Amaratunga (Chairman)	Independent Non-Executive Director	3/3
Mr. A. D. Pereira	Independent Non-Executive Director	3/3
Mr. A. P. Weeraratne	Non-Executive	3/3

3. DISCLOSURES AS PER SECTION 9.14.8 OF THE LISTING RULES OF THE COLOMBO STOCK EXCHANGE

3.1 Non-Recurrent Related Party Transactions

In accordance with Rule 9.14.8 (1) of the Listing Rules of the Colombo Stock Exchange, there were no Non-Recurrent Related Party Transactions entered into by the Company,

Name of the Related Party	Relationship	Nature of the Transaction(s)	Aggregate Value of Related Party Transaction(s) entered into during the financial year	Aggregate Value of Related Party Transaction(s) as a % of Gross Revenue/Income	Terms and Conditions of the Related Party Transaction(s)
Guardian Fund Management Limited	Fellow Subsidiary	Management fee income	Rs.84,481,148/-	13.5%	Based on the Management fees Agreement entered into between the Companies.

4. STATEMENT ON REVIEW OF RELATED PARTY TRANSACTIONS

As required by Rule 9.14.8 (3) of the Listing Rules of the Colombo Stock Exchange, the Related Party Transactions Review Committee (RPTRC) of the Company has reviewed all Related Party Transactions (RPTs) carried out during the financial year from 1st April 2024 to 31st March 2025, excluding those transactions exempted under Listing Rule 9.14.10 of the Listing Rules of the CSE and those exempted by the RPTRC Charter.

where the aggregate value of the Non-Recurrent Related Party Transactions exceeded 10% of the Equity or 5% of the Total Assets of the Company, whichever is lower, as per the Audited Financial Statements as at 31st March 2025.

3.2 Recurrent Related Party Transactions

In accordance with Rule 9.14.8 (2) of the Listing Rules of the Colombo Stock Exchange the following Recurrent Related Party Transactions were entered into by the Company, where the aggregate value of such Transactions exceeded 10% of the Gross Revenue/Income (or equivalent term in the Income Statement and in the case of Group entity consolidated revenue), as per the latest Audited Financial Statements as at 31st March 2025.

Following its review, the RPTRC communicated its comments and observations to the Board of Directors of the Company.

5. POLICIES AND PROCEDURES FOR REVIEW AND APPROVAL OF RELATED PARTY TRANSACTIONS

- 1) As required by Rule 9.14.8 (3) of the Listing Rules of the Colombo Stock Exchange, the Committee adopts the following policies and procedures for reviewing related party transactions of the Company. The Related Party Transactions Review Committee (RPTRC) reviews relevant

RELATED PARTY TRANSACTIONS REVIEW COMMITTEE REPORT

Related Party Transactions (RPTs) of the Company. Where the Committee determines that approval of the Board of Directors of the respective Company is required, such approval will be obtained prior to entering into the relevant transaction.

- 2) The RPTRC is provided with all the facts and circumstances of a proposed RPT by senior management to facilitate the review of a RPT and such information includes;
 - The Related Party's relationship to the Company and interest in the transaction;
 - material facts of the proposed RPT, including the proposed aggregate value of such transaction;
 - the benefits of the proposed RPT to the Company;
 - availability of other sources of comparable products or services; and
 - an assessment of whether the proposed RPT is on terms that are comparable to the terms generally available to an unaffiliated third party under the same or similar circumstances, or to employees generally.
- 3) In reviewing a transaction, the RPTRC assesses whether the proposed RPT conducted during the ordinary course of business and is carried out at an arm's length basis, regardless of whether the transaction is recurrent or non-recurrent in nature.
- 4) Reviews and approvals by the RPTRC are conducted either at duly convened Meetings of the Committee (subject to quorum requirements being met) or by way of Circular Resolution.
- 5) In deciding whether to seek the approval of the Board of Directors for a given RPT, the RPTRC considers, among other relevant factors, whether the transaction pose any actual or potential conflict of interest to the Directors and advising them accordingly.

- 6) Submit Related Party Transactions that require Shareholder approval by way of a Special Resolution, as stipulated under Rule 9.14 of the Listing Rules of the Colombo Stock Exchange and the provisions of the RPTRC Charter, for Shareholder approval once reviewed and approved by the RPTRC and the Board of Directors of the Company.
- 7) The Board of Directors of the Company has been identified as Key Management Personnel (KMP). Each Director and KMPs provide declarations to identify parties related to them. Related Party Transactions are identified based on the disclosures made in these declarations.

6. DECLARATION

As required by Rule 9.14.8 (4) of the Listing Rules of the Colombo Stock Exchange, the following declaration by the Board of Directors is captured in the 'Annual Report of the Board of Directors on the Affairs of the Company' of this Report.

The Company is in compliance with Rule 9.14 of the Listing Rules of the Colombo Stock Exchange, pertaining to Related Party Transactions, during the financial year ended 31st March 2025.

I take this opportunity to thank the Members of the Related Party Transactions Review Committee of Carson Cumberbatch PLC for the invaluable contribution made by them to the Company in the past years.

(Sgd.)

A. S. Amaratunga

Chairman – Related Party Transactions Review Committee

30th June 2025

NOMINATIONS AND GOVERNANCE

COMMITTEE REPORT

1. COMMITTEE COMPOSITION

1.1 Ceylon Guardian Investment Trust PLC (CGIT) is the Parent Company of the Company, and Carson Cumberbatch PLC (CCPLC) is, in turn, the Parent Company of CGIT. In accordance with the Listing Rules of the Colombo Stock Exchange (CSE) prior to the amendments to Rule 9.3.1 effective from 01st October 2024, each listed entity was not required to maintain a separate Nominations and Governance Committee.

Accordingly, the Nominations and Governance Committee of CGIT functioned as the Nominations and Governance Committee of the Company until 25th September 2024 and comprised the following members.

Members	Independent Non-Executive / Non-Executive
Mrs. M. A. R.C. Cooray (Chairperson)	Independent Non-Executive Director of CGIT
Mr. V. M Fernando	Independent Non-Executive Director of CGIT

Following the regulatory amendment, effective 01st October 2024, which mandates that each listed entity must establish and maintain its own Nominations and Governance Committee, the Nominations and Governance Committee of CGIT ceased to function as the Nominations and Governance Committee of Ceylon Investment PLC with effect from 25th September 2024.

1.2 In terms of Rule 9.11 of the Listing Rules of the Colombo Stock Exchange (CSE), the Nominations and Governance Committee of Ceylon Investment PLC was formed w.e.f. 25th September 2024. As at the reporting date, the Nominations and Governance Committee consists of the following Members;

Members	Independent Non-Executive / Non-Executive
Mr. C. T. Knight (Chairman) Appointed Chairman & Member w.e.f. 25th September 2024	Independent Non-Executive Director
Mr. A. D. Pereira Appointed w.e.f. 25th September 2024	Independent Non-Executive Director
Mr. A. P. Weeratunge Appointed w.e.f. 25th September 2024	Non-Executive Director

2. DIRECTOR NOMINATION AND COMMITTEE APPOINTMENTS

The Nominations and Governance Committee operates under a documented policy and established procedures for nominating Directors to the Board and recommending appointments to the Company's sub-committees. These processes ensure that all appointments are made based on merit, experience and alignment with the Company's strategic needs and governance principles. Members of the Committee abstain from participating in decisions relating to their own appointments.

3. RETIREMENT AND RE-ELECTION OF DIRECTORS

As provided in the Articles of Association of the Company, one-third of the Directors elected by the Company shall retire from office at each Annual General Meeting. The Directors to retire each year shall be those who have been in office the longest since their last election. Every retiring Director is eligible for re-election, subject to the recommendation of the Board, and shall continue to act as a Director throughout the meeting at which they retire. Directors appointed as Nominee Directors, as provided in the Articles of Association, are not subject to

NOMINATIONS AND GOVERNANCE COMMITTEE REPORT

retirement and re-election. All Directors who are subject to retirement by rotation and re-election as per the Articles of Association of the Company are required to submit themselves for re-election at regular intervals and at least once every three years as explained above.

3.1 In terms of Rule 9.11.5 (ii) of the Listing Rules of the Colombo Stock Exchange (CSE), the Committee has recommended the re-election of Mr. S. M. Perera to the Board at the Annual General Meeting (AGM) to be held on 25th July 2025, in accordance with Articles 72, 73, and 74 of the Company's Articles of Association. This recommendation is based on his combined knowledge, experience and the valuable contributions he has made toward achieving the objectives of the Board.

3.2 In terms of Article 68 of the Company's Articles of Association, any Director appointed to the Board under this Article shall hold office only until the next AGM and shall then be eligible for re-election. Accordingly, in compliance with the Articles and Rule 9.11.5 (ii) of the Listing Rules of the Colombo Stock Exchange, the Committee has recommended the re-election of Mr. A. S. Amaratunga, Mr. A. D. Pereira, Mr. C. T. Knight and Mr. S. K. Balasuriya who were appointed to the Board since the last AGM, at the forthcoming AGM scheduled to be held on 25th July 2025.

3.3 In recognition of their extensive experience, deep insight and domain knowledge, the Committee recommended to the Board and the Board approved the re-appointment of Mrs. M. A. R. C. Cooray who is over seventy years of age and is due to retire in terms of Section 210 of the Companies Act, No. 07 of 2007.

Mrs. M. A. R. C. Cooray who is over 70 years of age is to be re-appointed as a Director of the Company for a further period of one year from the conclusion of the AGM and that the age limit stipulated in Section 210 of the Companies Act, No.07 of 2007 shall not be applicable to her.

3.4 Details of Directors being re-elected and/or re-appointed;

Board Member	Re-elected or re-appointed	Board Committees served on as a Member / Chairman	Date of first appointment as a Director	Date of last re-appointment as a Director	Directorships or Chairpersonships and other principal commitments both present and those held over the preceding 3 years in other Listed Entities	Any relationships* including close family relationships (as defined in CSE Rule 9.8.4) between the candidate and the Directors, the Listed Entity or its shareholders holding more than 10% of the shares of the Company (*business relationship)
Mr. S. M. Perera	To be Re-elected as per Articles 72, 73 and 74 of the Articles of Association of the Company at the AGM on 25th July 2025	N/A	01st September 2022	25th July 2023	N/A	N/A

Board Member	Re-elected or re-appointed	Board Committees served on as a Member / Chairman	Date of first appointment as a Director	Date of last re-appointment as a Director	Directorships or Chairpersonships and other principal commitments both present and those held over the preceding 3 years in other Listed Entities	Any relationships* including close family relationships (as defined in CSE Rule 9.8.4) between the candidate and the Directors, the Listed Entity or its shareholders holding more than 10% of the shares of the Company (*business relationship)
Mr. A. S. Amaratunga	To be Re-elected as per Articles 68 of the Articles of Association of the Company at the AGM on 25th July 2025	Chairman of <ul style="list-style-type: none"> • Audit Committee & • Related Party Transactions Review Committee Member of <ul style="list-style-type: none"> • Remuneration Committee 	25th September 2024	Appointed to the Board on 25th September 2024	<ul style="list-style-type: none"> • Hemas Holdings PLC - Non - Executive Independent (Since 01st January 2016 to 29th November 2024) • Ceylon Beverage Holdings PLC - Independent Non-Executive • Bukit Darah PLC - Independent Non-Executive • Carson Cumberbatch PLC - Independent Non-Executive • Lion Brewery (Ceylon) PLC - Independent Non-Executive • Ceylon Guardian Investment Trust PLC - Independent Non-Executive • Pegasus Hotels of Ceylon PLC - Independent Non-Executive • Equity Two PLC - Independent Non-Executive 	Director of Ceylon Guardian Investment Trust PLC

Mr. A. D. Pereira	To be Re-elected as per Articles 68 of the Articles of Association of the Company at the AGM on 25th July 2025	Member of <ul style="list-style-type: none"> • Audit Committee • Related Party Transactions Review Committee & • Nominations & Governance Committee 	25th September 2024	Appointed to the Board on 25th September 2024	Ceylon Guardian Investment Trust PLC - Independent Non-Executive	Director of Ceylon Guardian Investment Trust PLC
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NOMINATIONS AND GOVERNANCE COMMITTEE REPORT

Board Member	Re-elected or re-appointed	Board Committees served on as a Member / Chairman	Date of first appointment as a Director	Date of last re-appointment as a Director	Directorships or Chairpersonships and other principal commitments both present and those held over the preceding 3 years in other Listed Entities	Any relationships* including close family relationships (as defined in CSE Rule 9.8.4) between the candidate and the Directors, the Listed Entity or its shareholders holding more than 10% of the shares of the Company (*business relationship)
Mr. C. T. Knight	To be Re-elected as per Articles 68 of the Articles of Association of the Company at the AGM on 25th July 2025	Chairman of <ul style="list-style-type: none"> • Remuneration Committee & • Nominations & Governance Committee 	25th September 2024	Appointed to the Board on 25th September 2024	Ceylon Guardian Investment Trust PLC - Independent Non-Executive	Director of Ceylon Guardian Investment Trust PLC
Mr. S. K. Balasuriya	To be Re-elected as per Articles 68 of the Articles of Association of the Company at the AGM on 25th July 2025	-	31st October 2024	Appointed to the Board on 31st October 2024	Ceylon Guardian Investment Trust PLC - Independent Non-Executive	Director of Ceylon Guardian Investment Trust PLC
Mrs. M. A. R. .C. Cooray	To be Re-appointed as per Section 210 of the Companies Act, No. 07 of 2007 at the AGM on 25th July 2025	Member of <ul style="list-style-type: none"> • Audit Committee & • Remuneration Committee 	11th March 2010	25th July 2024	<ul style="list-style-type: none"> • HNB Assurance PLC -Non- Executive/Non Independent Director (Since 06th July 2015 to 23rd May 2024) • Ceylon Guardian Investment Trust PLC Non-Executive 	Director of Ceylon Guardian Investment Trust PLC

Ceylon Guardian Investment Trust PLC is the immediate Parent Company of Ceylon Investment PLC. Carson Cumberbatch PLC is the Parent Company of Ceylon Guardian Investment Trust PLC and Bukit Darah PLC is the Ultimate Parent and Controlling Entity of Ceylon Guardian Investment Trust PLC.

4. BOARD DIVERSITY

The Board of Directors recognizes diversity in experience, skills, age, and gender as a key enabler of effective governance and strategic oversight. The Board comprises individuals with varied professional backgrounds, combining local insights with international experience to guide the Company through evolving challenges. Age and gender diversity are promoted, ensuring a balanced mix of perspectives that drive innovation and sound decision-making.

5. DIRECTOR'S APPOINTMENT AND RE-APPOINTMENT

The Company follows a transparent and well-structured process for the appointment and re-appointment of Directors, in line with its Articles of Association, the Listing Rules of the CSE, and Corporate Governance best practices. The Nominations and Governance Committee is responsible for identifying and evaluating candidates based on qualifications, experience, leadership competencies and independence. Re-appointments are based on directors' contribution, and

alignment with the Company's strategic goals. Directors retiring by rotation are subject to shareholder approval at the Annual General Meeting. For Independent Non-Executive Directors, compliance with the criteria for independence as per Rule 9.8.3 of the Listing Rules is verified prior to re-appointment. This ensures that the integrity and objectivity of the Board are maintained.

6. BOARD AND CEO PERFORMANCE EVALUATION

In compliance with Rule 9.11.5 of the Listing Rules of the CSE, the Committee confirms that periodic evaluations have been conducted on the performance of the Board of Directors. These evaluations are aimed at assessing the effectiveness of the Board's oversight responsibilities in achieving the Company's strategic objectives. The performance reviews are structured, criteria-based and carried out under the supervision of the Nominations and Governance Committee. Feedback from these evaluations is used to identify areas for improvement and to support ongoing Board effectiveness.

7. ENGAGEMENT OF INDEPENDENT DIRECTORS

The Company has implemented structured processes to ensure Independent Directors are kept fully informed of all significant matters impacting the Company. These include the timely distribution of detailed Board packs, participation in key Board Committees, unrestricted access to senior management, regular updates on material developments, and ongoing induction and briefings. These measures enable Independent Directors to effectively fulfil their oversight and governance responsibilities.

8. INDUCTION AND ORIENTATION FOR NEW DIRECTORS

The Company conducts structured induction and orientation programs for newly appointed Directors. These programs are designed to familiarize Directors with the Company's governance framework, business operations, industry environment, and key regulatory obligations. The sessions cover topics including corporate governance practices, the Listing Rules of the Colombo Stock Exchange, securities market regulations, and other applicable legal and regulatory requirements. This ensures that new Directors are well-equipped to discharge their duties effectively from the outset of their appointment.

9. QUARTERLY UPDATES TO EXISTING DIRECTORS

During the year under review, the Nominations and Governance Committee facilitated quarterly updates to the Board of Directors on key developments in corporate governance, amendments to the Listing Rules of the CSE, securities market regulations, and other applicable laws and regulations. These sessions are intended to ensure that Directors remain well-informed and compliant with evolving governance and regulatory standards.

In addition to these updates, the Committee reviews a comprehensive Regulatory and Corporate Compliance Statement and the Nominations and Governance Committee Compliance Statement, which also outlines the Company's adherence to policies under Rule 9.2.1. The Committee also evaluates Fit and Proper Assessment Criteria declarations and annual declarations of independence submitted by Directors, as well as during the process of recommending new appointments to the Board.

10. MEETING ATTENDANCE

10.1 From 01st April 2024 to 25th September 2024, Ceylon Guardian Investment Trust PLC Nominations and Governance Committee which functioned as the Nominations and Governance Committee of the Company until 25th September 2024 did not meet.

10.2 From 25th September 2024 until the reporting date, the Ceylon Investment PLC Nominations and Governance Committee met three (3) times. The attendance of the Ceylon Investment PLC Committee Members at these meetings is as follows:

Members	Independent Non-Executive / Non-Executive	Attendance
Mr. C. T. Knight (Chairman)	Independent Non-Executive	3/3
Mr. A.D. Pereira	Independent Non-Executive	3/3
Mr. A. P. Weeratunge	Non-Executive	3/3

NOMINATIONS AND GOVERNANCE COMMITTEE REPORT

11. STATEMENT ON DIRECTORS' INDEPENDENCE

11.1 As required under Rule 9.8.5 (a) of the Listing Rules of the CSE, the following Independent Non-Executive Directors of the Company have each submitted a signed and dated declaration confirming their independence, in accordance with the criteria specified in the CSE Listing Rules.

1. Mr. A. S. Amaratunga - Independent Non-Executive
2. Mr. A. D. Pereira - Independent Non-Executive
3. Mr. C. T. Knight - Independent Non-Executive
4. Mr. S. K. Balasuriya - Independent Non-Executive

11.2 In accordance with Rule 9.11.6 (l) of the Listing Rules of the CSE, the Nominations and Governance Committee confirms that, as at the reporting date, the Independent Non-Executive Directors of the Company have satisfied the criteria for determining independence as specified under Rule 9.8.3 of the CSE Listing Rules.

12. STATEMENT ON DIRECTORS' FITNESS AND PROPRIETY

12.1 As required by Rule 9.7.4 of the Listing Rules, the Company has obtained signed declarations from all Directors of the Company, as at the reporting date, confirming that each of them have continuously satisfied the Fit and Proper Assessment Criteria set out under the Listing Rules during the financial year 2024/25 and satisfies the said criteria as at the date of such confirmation.

12.2 The Nominations and Governance Committee reviewed and evaluated the fitness and propriety of the Directors of the Company based on the Fit and Proper Assessment Criteria declarations, confirms that all Directors of the Company as at the reporting date, satisfies the Fit and Proper Assessment Criteria stipulated in the Listing Rules of the Colombo Stock Exchange.

13. STATEMENT ON CORPORATE GOVERNANCE

In accordance with Rule 9.11.6 (m) of the Listing Rules of the CSE, the Nominations and Governance Committee confirms that the Company is in compliance with the Corporate Governance requirements stipulated under the said Listing Rules.

I take this opportunity to thank the Members of the Nominations and Governance Committee of Ceylon Guardian Investment Trust PLC for the invaluable contribution made by them to the Company in the past years.

(Sgd.)

C. T. Knight

Chairman - Nominations and Governance Committee

30th June 2025

FINANCIAL CALENDAR

Financial Year	31st March 2025
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Announcement of Results

1st Quarter	30th June 2024
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Issued to Colombo Stock Exchange	14th August 2024
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2nd Quarter	30th September 2024
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Issued to Colombo Stock Exchange	13th November 2024
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3rd Quarter	31st December 2024
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Issued to Colombo Stock Exchange	14th February 2025
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4th Quarter	31st March 2025
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Issued to Colombo Stock Exchange	30th May 2025
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Meetings

78th Annual General Meeting	25th July 2024
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79th Annual General Meeting	25th July 2025
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INDEPENDENT

AUDITOR'S REPORT



KPMG
(Chartered Accountants)
32A, Sir Mohamed Macan Markar Mawatha,
P. O. Box 186,
Colombo 00300, Sri Lanka.

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TO THE SHAREHOLDERS OF CEYLON INVESTMENT PLC

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Ceylon Investment PLC ("the Company") which comprise the statement of financial position as at March 31, 2025 and the statement of profit and loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policies and other explanatory information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at March 31, 2025, and of its financial performance and its cash flows for the year then ended in accordance with Sri Lanka Accounting Standards.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Valuation of financial investments classified as Fair Value through Profit or Loss (FVTPL)

Refer to notes 3.3, 20 and 28 to these financial statements

Risk Description	Our Response
<p>The financial investments of the Company as at March 31, 2025 comprise of FVTPL financial assets amounting to Rs. 2,501.94 Mn, which is 15% of total assets. As at the reporting date, the Company's FVTPL portfolio is made up of listed equity investments.</p> <p>Investments in listed equity instruments are measured based on quoted market prices.</p> <p>Due to the materiality of FVTPL financial instruments in the context of financial statements, we considered the valuation of FVTPL financial instruments as a key audit matter.</p>	<p>Our audit procedures included:</p> <ul style="list-style-type: none">• Checking the Central Depository System (CDS) statements to verify the existence, completeness and accuracy of the number of quoted shares and agreeing the market price as of March 31, 2025 with the Colombo Stock Exchange (CSE) prices.• Recomputing fair value gain/loss arise from revaluing the FVTPL investments.• Assessing the adequacy of disclosure in the financial statements in relation to the fair valuation of the financial investments as required by the accounting standards.

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T.J.S. Rajakarier FCA
W.K.D.C. Abeyrathne FCA
Ms. B.K.D.T.N. Rodrigo FCA
Ms. C.T.K.N. Perera ACA
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Principals: S.R.I. Perera FCMA (UK), LLB, Attorney-at-Law, H.S. Goonewardene ACA, Ms. F.R. Ziyad FCMA (UK), FCIT, K. Somasundaram ACMA (UK), Ms. D Corea Dharmaratne



Other Information

Management is responsible for the other information. The other information comprises the information included in the annual report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with SLAuSs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats safeguards applied.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

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

CA Sri Lanka membership number of the engagement partner responsible for signing this independent auditor's report is FCA 3272.

CHARTERED ACCOUNTANTS
Colombo, Sri Lanka
June 30, 2025

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

In Sri Lankan Rupees Thousands

For the year ended 31st March	Note	2025	2024
Revenue	11	626,294	653,887
Net change in fair value of financial assets at fair value through profit or loss		912,519	535,063
Profit on investment activities		1,538,813	1,188,950
Administrative and other operating expenses		(160,391)	(114,447)
Profit from operations	12	1,378,422	1,074,503
Finance expense	13	(7,131)	(33,781)
Profit from operations after finance expense		1,371,291	1,040,722
Share of profit of equity accounted investees, net of tax	14	862,053	649,734
Profit before taxation		2,233,344	1,690,456
Income tax expense	15	(83,011)	(85,013)
Profit for the year		2,150,333	1,605,443
Other comprehensive income			
Items that are or may be reclassified subsequently to profit or loss			
Share of other comprehensive income / (expense) of equity accounted investees, net of tax	14	2,843,989	(284,965)
Other comprehensive income / (expense) for the year		2,843,989	(284,965)
Total comprehensive income for the year		4,994,322	1,320,478
Earnings per share (Rs.)	16	21.86	16.32
Dividend per share (Rs.)	17	0.72	-

The notes to the financial statements from pages 54 to 83 form an integral part of these financial statements.

Figures in brackets indicate deductions.

STATEMENT OF FINANCIAL POSITION

In Sri Lankan Rupees Thousands

As at 31st March	Note	2025	2024
ASSETS			
Non-current assets			
Investments in equity accounted investees	18	10,924,857	7,268,152
Investments in fixed deposits		1,643,199	1,530,120
Total non-current assets		12,568,056	8,798,272
Current assets			
Trade and other receivables	19	554	6,322
Investments in equity securities	20	2,501,941	2,327,766
Investments in unit trusts	21	-	61,907
Investments in fixed deposits		758,668	417,242
Cash and cash equivalents	22	1,103,031	818,469
Total current assets		4,364,194	3,631,706
Total assets		16,932,250	12,429,978
EQUITY AND LIABILITIES			
Equity			
Stated capital	23	838,033	838,033
Capital reserves	24.1	187,141	187,141
Revenue reserves	24.2	15,385,887	10,712,309
Total equity		16,411,061	11,737,483
Non-current liabilities			
Interest-bearing loans and borrowings	26	391,671	-
Total non-current liabilities		391,671	-
Current liabilities			
Trade and other payables	25	19,794	21,167
Current tax payable		8,920	18,175
Interest-bearing loans and borrowings	26	100,804	653,153
Total current liabilities		129,518	692,495
Total liabilities		521,189	692,495
Total equity and liabilities		16,932,250	12,429,978
Net assets value per share (Rs.)		168.84	118.13

The notes to the financial statements from pages 54 to 83 form an integral part of these financial statements.
I certify that these financial statements have been prepared in compliance with the requirements of the Companies Act, No. 07 of 2007.

(Sgd.)

P.C. Ekanayake

Senior Vice President - Finance

Guardian Fund Management Limited

The Board of Directors is responsible for the preparation and presentation of these financial statements.

Approved and signed on behalf of the Managers,

Approved and signed on behalf of the Board,

(Sgd.)

K. Selvanathan

Director

(Sgd.)

M. A. R. C. Cooray (Mrs.)

Chairperson

(Sgd.)

A. P. Weeratunge

Director

Carsons Management Services (Private) Limited

Colombo

30th June 2025

STATEMENT OF CHANGES IN EQUITY

In Sri Lankan Rupees Thousands

	Stated capital	Capital reserves		Revenue reserves			Total equity
		Investment reserve	Other capital reserve	Associate companies reserve	General reserve	Retained earnings	
Balance as at 1st April 2023	838,033	8,401	178,740	6,589,283	27,217	2,930,533	10,572,207
Profit for the year	-	-	-	649,734	-	955,709	1,605,443
Other comprehensive expense for the year	-	-	-	(284,965)	-	-	(284,965)
Total comprehensive income for the year	-	-	-	364,769	-	955,709	1,320,478
Dividend received from associate company (Note 18.2)	-	-	-	(121,219)	-	121,219	-
Forfeiture of unclaimed dividends	-	-	-	-	-	3,637	3,637
Re-purchase of shares (Note 23.1.1.B)	-	-	-	-	-	(103,650)	(103,650)
Dividend (Note 17)	-	-	-	-	-	(55,189)	(55,189)
Balance as at 31st March 2024	838,033	8,401	178,740	6,832,833	27,217	3,852,259	11,737,483
Balance as at 1st April 2024	838,033	8,401	178,740	6,832,833	27,217	3,852,259	11,737,483
Profit for the year	-	-	-	862,053	-	1,288,280	2,150,333
Other comprehensive income for the year	-	-	-	2,843,989	-	-	2,843,989
Total comprehensive income for the year	-	-	-	3,706,042	-	1,288,280	4,994,322
Dividend received from associate company (Note 18.2)	-	-	-	(194,937)	-	194,937	-
Forfeiture of unclaimed dividends	-	-	-	-	-	4,425	4,425
Re-purchase of shares (Note 23.1.1.A)	-	-	-	-	-	(255,184)	(255,184)
Dividend (Note 17)	-	-	-	-	-	(69,985)	(69,985)
Balance as at 31st March 2025	838,033	8,401	178,740	10,343,938	27,217	5,014,732	16,411,061

The notes to the financial statements from pages 54 to 83 form an integral part of these financial statements.

Figures in brackets indicate deductions.

STATEMENT OF CASH FLOWS

In Sri Lankan Rupees Thousands

For the year ended 31st March	Note	2025	2024
Cash flows from operating activities			
Profit before taxation		2,233,344	1,690,456
Adjustments for:			
Net change in fair value through profit or loss financial assets		(912,519)	(535,063)
Finance expense	13	7,131	33,781
Share of profit of equity accounted investees, net of tax	14	(862,053)	(649,734)
Operating profit before changes in working capital		465,903	539,440
Decrease in trade and other receivables		5,768	47
Decrease in investments		800,251	382,456
Increase in investments in fixed deposits		(454,505)	(344,438)
Increase in trade and other payables		815	923
Cash generated from operations		818,232	578,428
Income tax paid		(92,266)	(78,699)
Net cash generated from operating activities		725,966	499,729
Cash flows from investing activities			
Dividend received from equity accounted investees	11	194,937	121,219
Investments in equity accounted investees	18.2	(145,600)	(66,200)
Net cash generated from investing activities		49,337	55,019
Cash flows from financing activities			
Finance expense paid		(6,323)	(30,628)
Borrowings obtained during the year	26	775,000	1,268,000
Repayments of borrowings during the year	26	(936,486)	(869,629)
Dividend paid		(67,748)	(53,976)
Re-purchase of shares	23.1.1	(255,184)	(103,650)
Net cash generated from / (used in) financing activities		(490,741)	210,117
Net increase in cash and cash equivalents during the year		284,562	764,865
Cash and cash equivalents at the beginning of the year		818,469	53,604
Cash and cash equivalents at the end of the year	22	1,103,031	818,469

The notes to the financial statements from pages 54 to 83 form an integral part of these financial statements.

Figures in brackets indicate deductions.

NOTES TO THE FINANCIAL STATEMENTS

1 REPORTING ENTITY

(a) Domicile and Legal form

Ceylon Investment PLC (the "Company") is a limited liability company incorporated and domiciled in Sri Lanka. The Company's shares are listed on the Colombo Stock Exchange.

The Company's registered office and principal place of business are located at No. 61, Janadhipathi Mawatha, Colombo 1.

(b) Principal activity and nature of operations

The Company's principal activity is to act as a specialised investment vehicle for listed equity and fixed-income investments.

There were no significant changes in the Company's principal activities during the financial year under review.

The Company's investment activities are managed by Guardian Fund Management Limited (the investment manager) and Carsons Management Services (Private) Limited functions as Managers and Secretaries of the Company.

(c) Parent entity and Ultimate parent entity

Ceylon Guardian Investment Trust PLC is the immediate Parent Company of Ceylon Investment PLC. Carson Cumberbatch PLC is the Parent Company of Ceylon Guardian Investment Trust PLC, and Bukit Darah PLC is the Ultimate Parent and Controlling entity of Ceylon Guardian Investment Trust PLC.

(d) Number of employees

The Company had no employees at the reporting date (2024 - Nil).

2 BASIS OF PREPARATION

(a) Statement of compliance

The Company's financial statements comprise the statement of financial position, statements of profit or loss and other comprehensive income, statement of changes in equity, and statement of cash flows, together with the notes to the financial statements.

The financial statements have been prepared in accordance with Sri Lanka Accounting Standards (LKAS / SLFRS) laid down by the Institute of Chartered Accountants of Sri Lanka. Further these statements comply with the requirements of Companies Act No. 7 of 2007.

The financial statements were authorised for issue by the Board of Directors on 30th June 2025.

(b) Basis of measurement

The financial statements have been prepared on the historical cost basis and applied consistently with no adjustments for inflationary factors affecting them, except for the Non-derivative financial instruments measured at fair value and classified as fair value through profit or loss.

(c) Functional and presentation currency

Items included in the Company's financial statements are measured using the currency of the primary economic environment in which the Company operates (the 'functional currency'). The financial statements are presented in Sri Lankan Rupees, which is the Company's functional and presentation currency. All amounts in the Financial Statements have been rounded to the nearest thousand unless otherwise indicated.

(d) Use of estimates and judgements

Preparing the financial statements in conformity with LKAS/SLFRS requires management to make judgements, estimates, and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Assumptions and estimation uncertainties:

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the next financial year are as follows:

i. Assessment of impairment - Key assumptions used in discounted cash flow projections.

The Company assesses at each reporting date whether there is objective evidence that an asset or portfolio of assets is impaired. An asset's recoverable amount is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to present value using an appropriate discount rate that reflects the current market assessments of the time value of money and risks specific to the asset.

ii. Current taxation

Current tax liabilities are provided for in the financial statements, applying the relevant tax statutes and regulations that the management believes reflect the actual liability. There can be instances where Inland Revenue authorities contest the Company's position on transactions. Any

additional costs relating to these issues are accounted for as a tax expense at the point the liability is confirmed by the Company.

iii. Measurement of fair values

Several of the Company's accounting policies and disclosures require measuring fair values for financial and non-financial assets and liabilities.

The Company has an established control framework regarding the measurement of fair values. This includes a valuation team overseeing all significant fair value measurements, including Level 3 fair values.

The valuation team regularly reviews significant unobservable inputs and valuation adjustments. If third-party information, such as broker quotes or pricing services, is used to measure fair values, the valuation team assesses the evidence obtained from the third parties to support the conclusion that these valuations meet the requirements of SLFRS, including the level in the fair value hierarchy in which the valuations should be classified.

Significant valuation issues are reported to the Group's audit committee.

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety at the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

- **Equity Securities**

The fair values of investments in equity securities are determined with reference to their quoted closing price at the measurement date, or if unquoted, determined using a valuation technique. Valuation techniques employed include market multiples and discounted cash flow analysis using expected future cash flows and a market-related discount rate.

- **Trade And Other Receivables**

The fair values of trade and other receivables are estimated at the present value of future cash flows, discounted at the market rate of interest at the measurement date. Short-term receivables with no stated interest rate are measured at the original invoice amount if the effect of discounting is immaterial. Fair value is determined at initial recognition and, for disclosure purposes, at each annual reporting date.

(e) **Materiality and aggregation**

Each material class of similar items are presented in aggregate in the Financial Statements. Items of dissimilar nature or function are presented separately unless they are immaterial.

(f) **Going concern**

The Directors have assessed the Company's ability to continue as a going concern in the foreseeable future, and they do not intend to liquidate or cease trading.

(g) **Comparative figures**

The presentation and classification of assets and liabilities in the financial statements of the previous year have been amended, where relevant for better presentation and to the current year.

3 MATERIAL ACCOUNTING POLICIES

The accounting policies set out below have been applied consistently to all periods presented in these financial statements and have been applied consistently by the Company. There have been no changes to the Company's material accounting policies during the financial year under review.

3.1 Investments in associates and jointly controlled entities (equity-accounted investees)

Jointly controlled entities are those over whose activities the Company has joint control. They are established by contractual agreement and require unanimous consent for strategic financial and operating decisions.

NOTES TO THE FINANCIAL STATEMENTS

Associates are entities in which the Company has significant influence over the financial and operating policies but not control or joint control. Significant influence is presumed to exist when the Company holds between 20 per cent and 50 per cent of the voting power of another entity.

Investments in associates and jointly controlled entities are accounted for using the equity method and are recognized initially at cost. The cost of the investment includes transaction costs. The financial statements include the Company's share of the profit or loss and other comprehensive income of equity-accounted investees, after adjustments to align the accounting policies with those of the Company, from the date that significant influence or joint control commences until the date that significant influence or joint control ceases.

When the Company's share of losses exceeds its interest in an equity-accounted investee, the carrying amount of the investment, including any long-term interests that form part thereof, is reduced to zero. The recognition of further losses is discontinued except to the extent that the Company has an obligation or has made payments on behalf of the investee.

3.2 Foreign currency

(i) Foreign currency transactions

Transactions in foreign currencies are translated to the respective functional currency of the Company at exchange rates as of the transaction dates. Monetary assets and liabilities denominated in foreign currencies at the reporting date are retranslated to the functional currency at the exchange rate as of that date.

The foreign currency gain or loss on monetary items is the difference between the amortised cost in the functional currency at the beginning of the year, adjusted for effective interest and payments during the year, and the amortised cost in foreign currency translated at the exchange rate at the end of the year.

Non-monetary assets and liabilities measured at fair value in a foreign currency are retranslated to the functional currency at the exchange rate when the fair value is determined. Non-monetary items measured based on historical cost in a foreign currency are translated using the exchange rate at the transaction date.

Foreign currency differences arising on retranslation are generally recognised in the statement of profit or loss. However, foreign currency differences arising from the retranslation of the following items are recognised in other comprehensive income.

Fair value through other comprehensive income investments (except on impairment, in which case foreign currency differences recognised in other comprehensive income are reclassified to the statement of profit or loss).

3.3 Financial Instruments

(a) Financial assets

• Recognition and initial measurement

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

Receivables and debt securities issued are initially recognised when they are originated. All other financial assets and liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

• Classification and subsequent measurement of financial assets

On initial recognition, a financial asset is classified as measured at amortised cost, fair value through other comprehensive income (FVOCI) - debt investment; fair value through other comprehensive income (FVOCI) - equity investment, or fair value through profit or loss (FVTPL).

Financial assets are not reclassified after their initial recognition unless the Company changes its business model for managing financial assets, where all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model. However, any gains, losses previously recognized or interest income already recognized are not restated.

Financial assets designated at FVTPL and equity investments measured at FVOCI are not subject to IFRS 9's reclassification requirements.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The Company's financial assets, classified and measured at amortized cost, are limited to its other receivables, investments in fixed deposits, securities purchased under the resale agreements, and cash and cash equivalents.

Investment in equity investments and unit trusts are classified as fair value through profit or loss.

All financial assets not classified as measured at amortised cost or FVOCI. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

• Financial assets - Business model assessment

The Company assesses the business model's objective in which a financial asset is held at a portfolio level because that reflects best how the business is managed and how information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets.
- how the portfolio's performance is evaluated and reported to the Company's management.
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed.
- how managers of the business are compensated - e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

• Financial assets - Assessment of whether contractual cash flows are solely payments of principal and interest

For this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money, the credit risk associated with the principal amount outstanding during a particular period, and other basic lending risks and costs (e.g., liquidity risk and administrative expenses), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable-rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to its contractual paramount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

NOTES TO THE FINANCIAL STATEMENTS

• **Financial assets - Subsequent measurement and gains and losses**

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in the statement of profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses, and impairment are recognised in the statement of profit or loss. Any gain or loss on derecognition is also recognised in the statement of profit or loss.

(b) **Financial liabilities**

• **Classification, subsequent measurement and gains and losses**

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified at FVTPL if it is classified as held-for-trading, it is a derivative, or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value, and gains and losses, including any interest expense, are recognised in the statement of profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in the statement of profit or loss. Any gain or loss on derecognition is also recognised in the statement of profit or loss. Financial liabilities are never reclassified.

Other financial liabilities include short-term borrowings, bank overdrafts, trade, and other payables.

Bank overdrafts, which are repayable on demand and form an integral part of the Company's cash management, are included as a component of cash and cash equivalents in the statement of cash flows.

(c) **Derecognition**

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all the risks and rewards

of ownership of the financial asset are transferred or it neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control over the transferred asset. Any interest in such derecognised financial assets created or retained by the Company is recognised as a separate asset or liability.

The Company derecognises a financial liability when its contractual obligations are discharged, cancelled or expire.

3.3.1 **Impairment**

(a) **Financial assets**

The Company recognises loss allowances for Expected Credit Losses (ECLs) on:

- financial assets measured at amortised cost;

The Company measures loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:

- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs.

When determining whether a financial asset's credit risk has increased significantly since initial recognition and when estimating ECLs, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes quantitative and qualitative information and analysis based on the Company's historical experience and informed credit assessment, including forward-looking information.

The Company assumes that a financial asset's credit risk has increased significantly if it is more than 30 days past due.

The Company considers a financial asset to be in default when:

- the borrower is unlikely to pay its credit obligations to the Company in full without recourse by the Company to actions such as realising security (if any is held) or
- the financial asset is more than 90 days past due.

Lifetime ECLs are ECLs result from all possible default events over the expected life of a financial instrument.

12-month ECLs are the portion of ECLs that result from default events that are possible within 12 months after the reporting date (or a shorter period if the instrument's expected life is less than 12 months).

The maximum period considered when estimating ECLs is the maximum contractual period over which the Company is exposed to credit risk.

- **Measurement of ECLs**

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Company expects to receive).

ECLs are discounted at the effective interest rate of the financial asset.

- **Credit-impaired financial assets**

The Company assesses whether financial assets carried at amortised cost are credit-impaired at each reporting date. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being more than 90 days past due;
- the restructuring of a loan or advance by the Company on terms that the Company would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation or
- the disappearance of an active market or a security because of financial difficulties.

Presentation of allowance for ECL in the statement of financial position

Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

- **Write-off**

The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. With respect to individual customers, the Company has a policy of writing off the gross carrying amount when the financial asset is 360 days past due based on historical experience of recoveries of similar assets. For corporate customers, the Company individually assesses the timing and amount of write-off based on whether there is a reasonable expectation of recovery. The Company expects no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities to comply with the Company's procedures to recover the amounts due.

(b) Non-financial assets

At each reporting date, the Company reviews the carrying amounts of its non-financial assets (other than deferred tax assets) to determine whether there is any indication of impairment. If such an indication exists, the asset's recoverable amount is estimated.

For impairment testing, assets are grouped into the smallest group, which generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognised in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU and then to reduce the carrying amounts of the other assets in the CGU on a pro-rata basis.

An impairment loss concerning goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

NOTES TO THE FINANCIAL STATEMENTS

3.4 Liabilities and Provisions

3.4.1 Liabilities

Liabilities classified as Current in the Statement of Financial Position are obligations payable on demand or within one year from the reporting date. Liabilities classified as Non-current are those obligations payable beyond one year from the reporting date.

All known liabilities have been accounted for in preparing the Financial Statements. Provision and liabilities are recognized when the Company has a legal or constructive obligation due to past events, and it is probable that an outflow of economic benefits will be required to settle the obligation.

3.4.2 Provisions

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as a finance cost.

3.4.3 Contingent liabilities and contingent assets

3.4.3.1 Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation.

A contingent liability also arises in rare cases where liability cannot be recognised because it cannot be measured reliably. In such an event, the Company does not recognise a contingent liability but discloses its existence in the financial statements.

3.4.3.2 Contingent Assets

A contingent asset is a possible asset that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company. The Company does not recognize contingent assets in the statement of financial position but discloses its existence where inflows of economic benefits are probable but not virtually certain.

3.5

Dividend income, interest income, gain/loss on disposal of financial instruments, gain/loss on redemption of units, gain/loss on fair valuation of financial instruments.

(i) Interest Income and expense

Interest income and expense are recognised in profit or loss using the effective interest method. The 'effective interest rate' is the rate that exactly discounts the estimated future cash payments and receipts through the expected life of the financial asset or financial liability (or, where appropriate, a shorter period) to the carrying amount of the financial asset or financial liability. When calculating the effective interest rate, the Company estimates future cash flows considering all contractual terms of the financial instrument, but not future credit losses.

The effective interest rate calculation includes transaction costs, fees, and points paid or received that are integral to the rate. Transaction costs include incremental costs directly attributable to the acquisition or issue of a financial asset or financial liability.

(ii) Gain/ (loss) on sale of Financial Investments measured at Fair Value through Profit or Loss

Gain/ (loss) on the sale of Financial Investments measured at fair value through profit or loss comprises realised trading gains on disposal of quoted shares and unquoted shares are presented in direct income as the sale of financial investments at fair value through profit or loss in the statement of profit or loss and other comprehensive income.

(iii) Gain/ (loss) on redemption of Units

Gain/ (loss) on redemption of units comprises realised trading gain/ (loss) on disposal of investment in unit trust, is presented in direct income as sale of financial investments at fair value through profit or loss in the statement of profit or loss and other comprehensive income.

(iv) Gain/ (Loss) on Fair Valuation of Financial Investments – Fair Value through Profit or Loss

Gain/ (loss) on Fair Valuation of Financial Investments is the unrealised gain/ (loss) on fair valuation (marked to market valuation) of quoted shares, unquoted shares, and investment in units. The fair valuation gain/ (loss) is presented in profit or loss in the statement of profit or loss and other comprehensive income.

(v) Dividend Income

Dividend income from financial investments held for trading is recognised in profit or loss on an accrual basis when the Company's right to receive the dividend is established. This

is usually on the ex-dividend date for equity securities. Dividends are presented in net trading income or net gain/(loss) from financial investments based on the underlying classification of the equity investment.

3.6 Expenditure recognition

(i) Operating expenses

All expenses incurred in the business's day-to-day operations have been charged to revenue when the year's profit or loss is calculated. A provision has also been made for impaired receivables and all known liabilities.

(ii) Finance income and finance expense

Finance expenses comprise interest expense on borrowings and bank overdrafts.

Foreign currency gains and losses on financial assets and liabilities are reported on a net basis as either finance income or finance cost, depending on whether foreign currency movements are in a net gain or net loss position.

(iii) Fee and commission expenses

Fee and commission expenses are recognized in the statement of profit or loss when the related services are performed.

3.7 Income tax expense

Income tax expense comprises current and deferred tax. Current and deferred tax are recognised in the statement of profit or loss except to the extent that they relate to a business combination or items recognised directly in equity or other comprehensive income.

(i) Current taxation

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable concerning previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date. The current tax also includes any tax arising from dividends.

(ii) Deferred taxation

Deferred tax is recognised for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

The measurement of deferred tax reflects the tax consequences that would follow how the Company expects to recover or settle the carrying amount of its assets and liabilities at the end of the reporting period.

Deferred tax is measured at the tax rates expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date, and reflects uncertainty related to income taxes, if any.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets. They relate to taxes levied by the same tax authority on the same taxable entity or different tax entities, but they intend to settle current tax liabilities and assets on a net basis, or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised for unused tax losses, tax credits, and temporary differences deductible to the extent that future taxable profits will probably be available against which they can be utilised. Deferred tax assets are reviewed at each reporting date and reduced to the extent that it is no longer probable that the related tax benefit will be realised based on the level of future taxable profit forecasts and tax planning strategies.

(iii) Tax exposures

In determining the current and deferred tax amount, the Company considers the impact of uncertain tax positions and whether additional taxes and interest may be due. This assessment relies on estimates and assumptions and may involve a series of judgements about future events. New information may become available that causes the Company to change its judgement regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense when such a determination is made.

3.8 Related party disclosures

Disclosure has been made with respect to transactions in which one party can control or exercise significant influence over the other's financial and operating policy decisions, irrespective of whether a price is charged.

3.9 Earnings per share

The Company presents basic earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period.

NOTES TO THE FINANCIAL STATEMENTS

3.10 Events after the reporting period

The financial statement notes have considered and disclosed all material and important events that occurred after the reporting period.

4 DIVIDENDS ON ORDINARY SHARES

Dividends on ordinary shares are recognised as a liability and deducted from equity when the Company's shareholders approve them. Interim dividends are deducted from equity when declared and are no longer at the discretion of the Company.

5 SEGMENT REPORTING

Segment results reported to the Board of Directors include items directly attributable to a segment and those that can be allocated reasonably.

6 PRESENTATION

Assets and liabilities are grouped by nature and listed in an order that reflects their relative liquidity and maturity pattern.

(a) Equity securities

The fair values of investments in equity securities are determined using their quoted closing bid price at the measurement date or, if unquoted, using a valuation technique. Valuation techniques include market multiples and discounted cash flow analysis using expected future cash flows and a market-related discount rate.

(b) Other receivables

The fair values of other receivables are estimated at the present value of future cash flows, discounted at the market interest rate at the measurement date. Short-term receivables with no stated interest rate are measured at the original invoice amount if the effect of discounting is immaterial. Fair value is determined at initial recognition and, for disclosure purposes, at each annual reporting date.

(c) Other non-derivative financial liabilities

Other non-derivative financial liabilities are measured at fair value, at initial recognition, and for disclosure purposes on each annual reporting date. Fair value is calculated based on the present value of future principal and interest cash flows, discounted at the market interest rate at the measurement date.

7 STATEMENT OF CASH FLOWS

Statement of cash flows has been prepared using the Indirect Method of preparing cash flows in accordance with the Sri Lanka Accounting Standard (LKAS) 7, "Statement of cash flows".

Cash and cash equivalents, as referred to in the statement of cash flows, are comprised of those items as explained in notes to the financial statements.

Cash and cash equivalents are presented net of bank overdrafts for cash flow purposes.

Cash and Cash Equivalents

Cash and Cash Equivalents comprise cash balances subject to an insignificant risk of changes in fair value, which the Company uses to manage its short-term commitments. The Statement of Financial Position presents cash and cash equivalents at amortised cost.

8 STATED CAPITAL

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects. The holders of ordinary shares are entitled to receive dividends as declared from time to time and, on a poll, are entitled to one vote per share at the General Meetings of the Company.

9 DIRECTORS' RESPONSIBILITY

The Board of Directors is responsible for preparing and presenting the Financial Statements, as described in the relevant clause in the Directors' Report.

10 NEW ACCOUNTING STANDARDS ISSUED

10.1 Standards issued but not yet adopted

A number of new standards are effective for annual periods beginning on or after 01 April 2025 and earlier application is permitted; however, the Company has not early adopted the new or amended standards in preparing these financial statements.

- A. General requirements for disclosure of sustainability related financial information (SLFRS S1) and climate related disclosures (SLFRS S2).

In June 2023 the International Sustainability Standards Board (ISSB) released its first two sustainability disclosure standards, IFRS S1 and IFRS S2. During the year, CA Sri Lanka issued the localised standards based on these IFRSs designated as SLFRS S1 SLFRS S2.

The Company does not expect that adopting the Standards listed above will have a material impact on the Company's financial statements.

In Sri Lankan Rupees Thousands

For the year ended 31st March		2025	2024
11. REVENUE			
Net gain from disposal of investment in equity securities		170,556	184,464
Net gain from disposal of investment in unit trusts		2,145	1,482
Dividend income		299,700	226,113
Interest income on financial assets carried at amortised cost (note 11.1)		348,830	363,047
		821,231	775,106
Dividend received from equity accounted investees (note 18.2)		(194,937)	(121,219)
		626,294	653,887
11.1 Interest income on financial assets carried at amortised cost			
Savings deposits		12,265	9,157
Placements with banking and financial institutions		336,565	353,890
		348,830	363,047
12. PROFIT FROM OPERATIONS			
Profit from operations is stated after charging all expenses including the following :			
Auditors' remuneration and expenses			
- Audit and related fees		651	592
- Non audit fees		275	80
Directors' fees (note 27.3)		7,978	3,840
Personnel cost (note 12.a)		-	-
Support service fees (note 12.b)		28,774	24,397
Portfolio management fee (note 12.c)		84,481	58,355
12.a	The Company had no employees of its own during the financial year under review (2024-nil) and the relevant services are performed by Guardian Fund Management Limited and Carsons Management Services (Private) Limited.		
12.b	Support service fees are paid to Carsons Management Services (Private) Limited, a related company, which functions as the managers and secretaries of the Company (note 27.4).		
12.c	Portfolio management fees are paid to Guardian Fund Management Limited, a related Company, which functions as the Company's investment manager (note 27.4).		
13. FINANCE EXPENSE			
For the year ended 31st March		2025	2024
On interest-bearing loans and borrowings		7,131	33,781
		7,131	33,781

NOTES TO THE FINANCIAL STATEMENTS

In Sri Lankan Rupees Thousands

14. SHARE OF PROFIT / (LOSS) AND OTHER COMPREHENSIVE INCOME / (EXPENSE) OF EQUITY ACCOUNTED INVESTEEES, NET OF TAX

For the year ended 31st March	Company's share of profit/ (loss) of equity accounted investees, net of tax		Company's share of other comprehensive income / (expense) of equity accounted investees, net of tax	
	2025	2024	2025	2024
Rubber Investment Trust Limited	838,254	665,830	2,849,853	(229,952)
Guardian Value Fund LLC	20,701	(14,805)	(7,457)	(48,044)
Guardian Fund Management LLC	3,098	(1,291)	1,593	(6,969)
	862,053	649,734	2,843,989	(284,965)

Summarised financial information of equity accounted investees are given in note 18.3.

15. INCOME TAX EXPENSE

For the year ended 31st March	2025	2024
Provision for the year (note 15.1)	83,135	85,085
Over provision for previous years	(124)	(72)
Total tax expense for the year	83,011	85,013

15.1 Reconciliation between accounting profit and taxable profit

Accounting profit before taxation	2,233,344	1,690,456
Share of profit of equity accounted investees, net of tax	(862,053)	(649,734)
Dividend income - exempt (note 15.2 (ii))	(299,700)	(226,113)
Exempt profit on sale of shares (note 15.2 (iii))	(170,556)	(185,932)
Net change in fair value of financial assets at fair value through profit or loss	(912,519)	(535,063)
Unit Trust - interest income - unrealised	-	6,909
Aggregate disallowable expenses / dividend received from equity accounted investees	288,600	183,094
Taxable profit for the year	277,116	283,617
Tax at 30 %	83,135	85,085
Current taxation thereon (note 15.2 (i) & (ii))	83,135	85,085

15.2 Current taxation on profits

- i) In terms of the provisions of the Inland Revenue Act, No. 24 of 2017, and amendments thereto, the company was liable to income tax at 30% (2024-30%).
- ii) According to the Inland Revenue (Amendment) Act No. 45 of 2022, the paying company deducts 15% withholding tax from the dividend distribution. A dividend paid by a resident company to a member to the extent that the dividend payment is attributable to, or derived from, another dividend received by that resident company or another resident company is exempt from income tax for the respective recipient.
- iii) In terms of item (h) of the third schedule of the Inland Revenue Act, No. 24 of 2017, gains realized from an asset consisting of shares quoted in any official list published by any stock exchange licensed by the Securities and Exchange Commission of Sri Lanka are exempt from income tax.

16. EARNINGS PER SHARE

The basic earnings per share is calculated on the profit attributable to the shareholders of the Company over the weighted average number of ordinary shares outstanding during the year, as required by Sri Lanka Accounting Standard (LKAS 33) - "Earnings per share".

The following reflects the earning and share data used for the computation of earnings per share:

For the year ended 31st March	2025	2024
Amount used as the numerator		
Profit for the year (Rs '000)	2,150,333	1,605,443
Amount used as the denominator		
Weighted average number of ordinary shares outstanding during the year		
No. of shares as at beginning of the year	99,360,760	99,360,760
Weighted average movements due to repurchase of ordinary shares	(985,063)	(985,063)
Weighted average number of ordinary shares outstanding during the year	98,375,697	98,375,697
Earnings per share (Rs.)	21.86	16.32

The weighted average number of ordinary shares outstanding has been adjusted to reflect the effect of the share repurchase as if the event had occurred at the beginning of the earliest period presented. Therefore, the prior period EPS has been restated.

There was no dilution of ordinary shares outstanding. Therefore, diluted earnings per share is the same as the basic earnings per share as shown above.

NOTES TO THE FINANCIAL STATEMENTS

In Sri Lankan Rupees Thousands

17. DIVIDENDS

For the year ended 31st March		2025	2024
17.1 Dividend paid during the year			
First interim dividend - cash			
Cash dividend (2024/25)		69,985	-
Cash dividend (2022/23)		-	55,189
Total dividend paid during the year		69,985	55,189
Total Dividend per share (Rs.)		0.72	0.55
17.2 Dividend proposed and paid during the year			
Proposed and paid first interim dividend - cash*		69,985	-
Dividend per share (Rs.)		0.72	-

* After satisfying the solvency tests in accordance with Section 57 of the Companies Act No. 07 of 2007, the Company paid a first interim dividend of Rs.0.72 per Ordinary share for the year ended 31st March 2025 amounting to Rs.69,984,534.96. The entitlement / record date for the dividend was 12th December 2024.

18. INVESTMENTS IN EQUITY ACCOUNTED INVESTEEES

18.1 Summary

As at 31st March	2025				2024			
	Holding %	No. of shares	Cost	Carrying value	Holding %	No. of shares	Cost	Carrying value
Rubber Investment Trust Limited	49.95%	3,948,495	296	10,156,230	49.95%	3,948,495	296	6,663,061
Guardian Value Fund LLC	44.36%	1,965,000	357,139	549,025	44.36%	1,965,000	357,139	535,780
Guardian Fund Management LLC	50.00%	753,452	223,484	219,602	50.00%	253,452	77,884	69,311
			580,919	10,924,857			435,319	7,268,152

18.2 Movement in investments in equity accounted investees

For the year ended / As at 31st March	2025	2024
Investment at cost		
Opening balance	435,319	369,119
Investments made during the year	145,600	66,200
Closing balance	580,919	435,319
Investors' share of reserves		
At the beginning of the year	6,832,833	6,589,283
Share of profit net of tax (note 14)	862,053	649,734
Share of other comprehensive income / (expense) net of tax (note 14)	2,843,989	(284,965)
Dividend received	(194,937)	(121,219)
At the end of the year	10,343,938	6,832,833
The carrying value at year end	10,924,857	7,268,152

18.3 Summarised financial information of the equity accounted investee Companies

For the year ended 31st March / as at 31st March	2025			2024		
	Rubber Investment Trust Limited	Guardian Value Fund LLC	Guardian Fund Management LLC	Rubber Investment Trust Limited	Guardian Value Fund LLC	Guardian Fund Management LLC
Revenue	1,094,338	31,774	19,520	782,543	14,320	8,189
Net change in fair value of financial assets at fair value through profit or loss	803,089	56,312	853	725,642	(20,830)	-
Profit / (loss) for the year	1,678,208	46,667	6,195	1,333,010	(33,376)	(2,582)
Other comprehensive income / (expense) for the year	5,705,641	-	-	(460,524)	-	-
Total comprehensive income / (expense) for the year	7,383,849	46,667	6,195	872,486	(33,376)	(2,582)
Current assets	5,147,717	1,248,890	438,980	4,243,407	1,215,413	143,310
Non - current assets	15,203,539	-	4,833	9,335,898	-	-
Current liabilities	18,191	11,143	4,609	239,819	7,521	4,689
Total equity	20,333,065	1,237,747	439,204	13,339,486	1,207,892	138,621

18.4 The deferred tax effect on undistributed reserves of the associate companies have not been recognised in the financial statements since the Company and its parent entity, Ceylon Guardian Investment Trust PLC, have the ability to control the timing of the reversal of these temporary differences.

18.5 Ceylon Investment PLC together with its parent company Ceylon Guardian Investment Trust PLC, and Rubber Investment Trust Limited commenced overseas investment during the financial year 2019/20 by setting up a fund structure in the Republic of Mauritius. The structure is fully regulated by the Financial Services Commission of Mauritius; the regulatory authority responsible for regulation, supervision and inspection of all financial services other than banking institutions and global businesses in Mauritius. The contribution of the Company to-date for this investment was USD 2.7 Mn (2024 - USD 2.2 Mn).

NOTES TO THE FINANCIAL STATEMENTS

In Sri Lankan Rupees Thousands

19. TRADE AND OTHER RECEIVABLES

As at 31st March	2025	2024
Financial		
Trade receivable	-	5,438
Dividend receivable	-	433
	-	5,871
Non-financial		
Advances and prepaid expenses	554	451
	554	451
	554	6,322

20. INVESTMENTS IN EQUITY SECURITIES

20.a Summary

As at 31st March	Note	2025 Fair value	2024 Fair value
Investments in Equity Securities - Quoted Shares	20.1	2,501,931	2,327,606
Investments in Equity Securities - Unquoted Shares	20.2	10	160
		2,501,941	2,327,766

Valuation of Listed Equity Investments

The fair value of the Company's listed investment portfolio was based on their closing price as at 31st March published by the Colombo Stock Exchange.

20.b Movement in equity securities measured at fair value through profit or loss

For the year ended 31st March 2025	Fair value as at 1st April 2024	Additions	Disposals	Change in fair value	Fair value as at 31st March 2025
Investments in Equity Securities - Quoted Shares	2,327,606	138,363	(876,557)	912,519	2,501,931
Investments in Equity Securities - Unquoted Shares	160	-	(150)	-	10
	2,327,766	138,363	(876,707)	912,519	2,501,941

For the year ended 31st March 2024	Fair value as at 1st April 2023	Additions	Disposals	Change in fair value	Fair value as at 31st March 2024
Investments in Equity Securities - Quoted Shares	2,215,808	285,497	(701,853)	528,154	2,327,606
Investments in Equity Securities - Unquoted Shares	10	150	-	-	160
	2,215,818	285,647	(701,853)	528,154	2,327,766

20.1 Investments in equity securities - Quoted Shares

As at 31st March	2025		2024	
	No. of shares	Fair value	No. of shares	Fair value
Banks				
Hatton National Bank PLC	-	-	396,247	71,324
Sampath Bank PLC	-	-	955,055	76,404
		-		147,728
Capital Goods				
Hemas Holdings PLC	3,706,719	444,806	3,988,719	320,693
John Keells Holdings PLC	-	-	913,523	177,223
		444,806		497,916
Consumer Services				
Aitken Spence Hotel Holdings PLC	946,989	75,854	2,035,255	134,734
		75,854		134,734
Diversified Financials				
Central Finance Company PLC	5,414,663	1,051,798	6,804,535	726,386
People's Leasing & Finance PLC	7,022,904	125,710	9,656,740	106,224
		1,177,508		832,610
Food Beverage & Tobacco				
Distilleries Company of Sri Lanka PLC	6,868,923	250,029	6,868,923	184,774
Sunshine Holdings PLC	6,520,000	140,180	1,630,000	96,985
Ceylon Cold Stores PLC	-	-	1,139,756	61,433
Ceylon Tobacco Company PLC	25,436	34,345	30,436	37,383
		424,554		380,575
Food & Staples Retailing				
Cargills (Ceylon) PLC	106,972	46,640	106,972	38,510
		46,640		38,510
Insurance				
HNB Assurance PLC	1,712,174	133,036	1,712,174	101,703
Ceylinco Holdings PLC	140,010	187,683	140,010	119,009
		320,719		220,712

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In Sri Lankan Rupees Thousands

As at 31st March	2025		2024	
	No. of shares	Fair value	No. of shares	Fair value
Materials				
Tokyo Cement Company (Lanka) PLC	150,000	11,850	-	-
		11,850		-
Telecommunication Services				
Dialog Axiata PLC	-	-	6,394,932	74,821
		-		74,821
Total investments in equity securities - Quoted Shares - FVTPL		2,501,931		2,327,606

20.2 Investments in equity securities - Unquoted Shares

As at 31st March	2025		2024	
	No. of shares	Fair value	No. of shares	Fair value
Guardian Fund Management Limited	7	-	7	-
Kandy Private Hospitals Limited	600	10	600	10
Nestle Lanka Limited	-	-	100	150
Total investments in equity securities - Unquoted shares - FVTPL		10		160

21. INVESTMENTS IN UNIT TRUSTS

21.1 Movement in investments in unit trusts

As at 31st March	2025	2024
Balance as at the beginning of the year	61,907	21,248
Investments during the year	-	55,000
Redeemed during the year	(61,907)	(21,250)
Fair value adjustment	-	6,909
Balance as at the end of the year	-	61,907

21.2 Investments in unit trusts - unquoted

As at 31st March	2025		2024	
	No. of units	Fair value	No. of units	Fair value
CT CLSA Money Market Fund	-	-	2,091,045	61,907
		-		61,907

Valuation of unit trusts was based on the unit prices published by the unit trust managers, CT CLSA Asset Management (PVT) LTD, as at 31st March 2024.

22. CASH AND CASH EQUIVALENTS

As at 31st March	2025	2024
Cash at bank	243,725	105,233
Placements with banking and financial institutions	859,306	713,236
Net cash and cash equivalents for the cash flow statement purpose	1,103,031	818,469

23. STATED CAPITAL

As at 31st March	Note	2025		2024	
		No. of shares	Value	No. of shares	Value
Ordinary shares					
Issued and fully paid	23.1	97,200,743	838,033	99,360,760	838,033
			838,033		838,033
23.1 Ordinary share - Issued and fully paid					
Balance as at beginning of the year		99,360,760	838,033	100,344,530	838,033
Repurchase of shares (note 23.1.1)		(2,160,017)	-	(983,770)	-
Balance as at the end of the year		97,200,743	838,033	99,360,760	838,033

The Stated Capital of the Company as at 31st March 2025 was Rs. 838,032,311.66 consisting of 97,200,743 Ordinary Shares.

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share on a show of hands by individuals present in person or by proxy at a meeting of shareholders or one vote per share in the case of a poll.

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23.1.1 Repurchase of shares

- A On 26th July 2024, the Company made a Repurchase Offer, whereby 2,160,017 Ordinary shares were repurchased by the Company at a price of Rs.118.14 per share. The said offer was closed on 04th September 2024. The share repurchase transaction amounting to Rs 255.2 Mn was accounted through retained earnings and the repurchased shares were cancelled on 16th October 2024.
- B On 23rd June 2023, the Company made a Repurchase Offer, whereby 983,770 Ordinary shares were repurchased by the Company at a price of Rs. 105.36 per share. The said offer was closed on 01st September 2023. The share repurchase transaction amounting to Rs 103.7 Mn was accounted through retained earnings and the repurchased shares were cancelled on 26th October 2023.

24. CAPITAL AND REVENUE RESERVES

As at 31st March	Note	2025	2024
24.1 Capital reserves			
Investment reserve	24.1.1	8,401	8,401
Other capital reserve	24.1.1	178,740	178,740
		187,141	187,141
24.1.1 Investment reserve and other capital reserve			
These represent the amounts set aside to meet any contingencies.			
24.2 Revenue reserves			
General reserve	24.2.1	27,217	27,217
Retained earnings		5,014,732	3,852,259
Associate Companies reserve	24.2.2	10,343,938	6,832,833
		15,385,887	10,712,309

24.2.1 The general reserve represents the amounts set aside to meet any contingencies.

24.2.2 Associate Companies reserve represents the Company's share of net assets of the equity accounted investees.

The movement of the above reserves are given in the statement of changes in equity.

25. TRADE AND OTHER PAYABLES

As at 31st March	2025	2024
Financial		
Payable on share repurchase	655	641
Other payables	13,658	17,847
	14,313	18,488
Non - Financial		
Provisions and accrued expenses	5,481	2,679
	5,481	2,679
	19,794	21,167

26. INTEREST-BEARING LOANS AND BORROWINGS

As at 31st March	2025	2024
Balance as at the beginning of the year	653,153	251,629
Loans obtained during the year	775,000	1,268,000
Accrued interest	808	3,153
Payments made during the year	(936,486)	(869,629)
Balance as at the end of the year	492,475	653,153
Repayable within one year	100,804	653,153
Repayable after one year	391,671	-
	492,475	653,153

Details of the interest-bearing loans and borrowings

As at 31st March						2025
	Currency	Borrowed capital amount	Year of maturity	Nominal Interest rate	Repayment terms	Carrying amount
Commercial Bank of Ceylon PLC	LKR	500,000	2030	Fixed for the first 3 years and monthly AWPLR for next 2 years	60 monthly instalments commencing from March 2025	492,475
						492,475

As at 31st March						2024
	Currency	Borrowed capital amount	Year of maturity	Nominal Interest rate	Repayment terms	Carrying amount
Commercial Bank of Ceylon PLC	LKR	250,000	N/A	AWPLR plus margin	Monthly	251,466
Hatton National Bank PLC	LKR	300,000	N/A	AWPLR plus margin	Monthly	301,582
Sampath Bank PLC	LKR	100,000	N/A	AWPLR plus margin	Monthly	100,105
						653,153

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27. RELATED PARTY TRANSACTIONS

The Company carried out transactions in the ordinary course of its business with parties who are defined as related parties in Sri Lanka Accounting Standard (LKAS 24) - "Related Party Disclosures", the details of which are reported below.

27.1 Parent and ultimate controlling entity

Ceylon Guardian Investment Trust PLC is the immediate Parent Company of Ceylon Investment PLC. Carson Cumberbatch PLC is the Parent Company of Ceylon Guardian Investment Trust PLC and Bukit Darah PLC is the Ultimate Parent and Controlling Entity of Ceylon Investment PLC.

27.2 Transactions with Key Management Personnel (KMP)

According to Sri Lanka Accounting Standard (LKAS 24) - "Related Party Disclosures", Key Management Personnel (KMP) are those having authority and responsibility for planning and controlling the activities of the entity directly or indirectly including any director (whether executive, or otherwise) of that entity. Accordingly, the Directors of the Company, Directors of Guardian Fund Management Limited and Director - Finance of Carsons Management Services (Private) Limited have been classified as KMPs.

27.3 Compensation paid to the Key management personnel of the company comprised the following;

For the year ended 31st March	2025	2024
Short-term benefits	7,978	3,840
Post-employment benefits	-	-
Termination benefits	-	-
Other long-term benefits	-	-
Non cash benefits	-	-
	7,978	3,840

27.4 Transactions with the Related Companies

Name of the related company	Relationship	Nature of the transactions	Value of the transactions	
			2025	2024
Ceylon Guardian Investment Trust PLC	Parent company	Dividends paid	46,148	36,392
		Share repurchase	168,268	68,347
Rubber Investment Trust Limited	Associate Company	Dividends received	194,937	121,219
Guardian Fund Management Limited (GFM)	Fellow subsidiary	Portfolio management fees paid*	84,481	58,355
Carsons Management Services (Private) Limited (CMSL)	Fellow subsidiary	Support service fees paid**	28,774	24,397

*Portfolio management fee is based on portfolio value of the Company.

**Support service fee is based on the services provided by CMSL.

27.5 Significant Holdings

As at 31st March	Holding %	
	2025	2024
Associate Companies		
Rubber Investment Trust Limited	49.95%	49.95%
Guardian Value Fund LLC	44.36%	44.36%
Joint Ventures		
Guardian Fund Management LLC	50.00%	50.00%

28. FINANCIAL INSTRUMENTS

Financial risk management - Overview

The Company has exposure to the following risks arising from financial instruments:

- Credit risk
- Liquidity risk
- Market risk

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing such risks, and the Company's management of capital. Pages 08 to 13 also carry a review of risks faced by the Company and the approach of managing such risks.

Risk management framework

The Company's Board of Directors has the overall responsibility for the establishment and monitoring of the Company's risk management framework. The Board of Directors has delegated this function to the Management of Guardian Fund Management Limited, the Investment Managers, and Carsons Management Services (Private) Limited, the Managers; who are responsible for developing and monitoring the Company's risk management policies and reports regularly to the Board of Directors of the Company on its activities.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to such limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

The Company's investment portfolio comprises of investments in listed / unlisted equity securities, investment in unit trusts and fixed income securities. The Company's investment manager has been given discretionary authority to manage the assets, in line with the Company's investment policies and objectives.

Further, an Investment Committee provides advice and insights to the fund management team to further sharpen and refine their decision making process. This comprehensive management structure determines the objectives and policies of the Company's risk management framework and promotes a culture of risk awareness and balanced risk-taking within the Company.

28.1 Credit risk

Credit risk is the risk of financial loss to the Company, if a customer or a counterparty to a financial instrument or an obliged party to a receivable fails to meet their contractual obligations, and arises primarily on the Company's investments in fixed income earning securities, investments in unit trusts, placements with banking and financial institutions and receivables from market intermediaries and other counter parties that the Company has dealings with.

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28.1.1 Credit risk exposure and managing the risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the end of the reporting period was as follows.

As at 31st March	Note	Carrying Amount	
		2025	2024
Trade and other receivables*	19	-	5,871
Investments in unit trusts	21	-	61,907
Investments in fixed deposits		2,401,867	1,947,362
Cash and cash equivalents - Placements with banking and financial institutions	22	859,306	713,236
Cash and cash equivalents - Cash at bank	22	243,725	105,233
		3,504,898	2,833,609

*Advances and prepaid expense which are non-financial assets are excluded.

Trade and other receivables

A significant portion of the trade and other receivable comprise of proceeds receivable on disposal of quoted securities and dividends receivable.

Settlement procedures surrounding the listed equity market in Sri Lanka are highly structured and regulated. The "T+2" settlement cycle is in place with the involvement of a custodian bank, which is being duly monitored by the regulator, hence provides an assurance on the realisation of the balances. Further, a due evaluation process, including a continuous assessment mechanism is in place in selecting the market intermediaries that the Company transacts with, which involves prior approval from the Board of Directors.

Dividend receivable is accounted for when the right to receive the dividend is established. The balances are settled within a maximum period of twelve (12) market days and no risk of default, based on past experience in the industry.

Age profile of trade and other receivables

The aging of trade and other receivables at the end of the reporting period that were not impaired was as follows:

As at 31st March	2025	2024
Less than 30 days	-	5,871
	-	5,871

The Company has neither recognised an impairment loss nor an allowance for impairment of its trade and other receivables during recent past.

Investments in fixed deposits

The Company has invested in fixed deposits with banking and financial institutions. The Company continuously monitors the stability and credit worthiness including credit ratings of these financial institutions in order to assess and mitigate the credit risk.

Cash and cash equivalents

The Company held cash and equivalents in the form of demand deposits with Commercial banks, placements with banking and financial institutions. Hence, the Company is exposed to risk of such counter-parties failing to meet their contractual obligations.

The Company minimises credit risk by monitoring the creditworthiness of the underlined counter-parties periodically.

A credit rating analysis of banking / financial institutional counter-parties with whom the balances were held at the end of reporting period is presented below.

As at 31st March	2025	2024
Credit rating		
AAA	1,306	1,308
AA-	2,560,866	-
A	788,882	2,297,423
A-	1,080	467,070
BBB-	152,764	30
	3,504,898	2,765,831

Ratings are obtained based on ratings published by Fitch Ratings Lanka Ltd and S & P Global Ratings.

28.2 Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are required to be settled by delivering cash or another financial asset.

28.2.1 Exposure to liquidity risk

The following are the contractual maturities of financial liabilities at the end of the reporting period.

As at 31st March 2025	Carrying amount	Contractual cash flows			
		Total	up to 3 months	3-12 months	More than a year
Non derivative financial liabilities					
Trade and other payables*	14,313	14,313	14,313	-	-
Interest-bearing loans and borrowings	492,475	536,923	37,821	107,431	391,671
	506,788	551,236	52,134	107,431	391,671

As at 31st March 2024	Carrying amount	Contractual cash flows			
		Total	up to 3 months	3-12 months	More than a year
Non derivative financial liabilities					
Trade and other payables*	18,488	18,488	18,488	-	-
Interest-bearing loans and borrowings	653,153	655,618	655,618	-	-
	671,641	674,106	674,106	-	-

*Provisions and accrued expenses which are not financial liabilities are excluded.

The ratio of liquid assets with a very short expected liquidation period to total net assets is set out below.

As at 31st March	2025	2024
Investments in unit trusts	-	61,907
Cash and cash equivalents	1,103,031	818,469
Total liquid assets	1,103,031	880,376
Liquid assets as a % of total net assets	6.7%	7.5%

NOTES TO THE FINANCIAL STATEMENTS

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28.2.2 Management of liquidity risk

The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking the Company's reputation.

The Company maintains a portion of its assets in highly liquid form; demand deposits with commercial banks, placements with banking and financial institutions, and short term investments in money market funds, in order to capitalise the market opportunities and to meet its contractual obligations during the normal course of its operations.

A significant portion of the Company's investment portfolio comprise of listed equity investments which provides the Company with adequate liquidity, given the ability to convert into cash and cash equivalents within a very short period of time if required.

28.3 Market risk

The market risk is the exposure to adverse movements in the security markets for both equity and fixed income investments, which can result variations in the anticipated returns from those securities. All financial institutions face market risks, created by changes in the macro environment related to political factors, national security, economic management and globalisation influences which have an impact on systematic risk factors such as interest rates, currency parity, inflation and availability of credit etc.

28.3.1 Interest rate risk

The Company is exposed to interest rate risk, arising from its securities purchased under resale agreements, placements with banking and financial institutions, interest-bearing loans and borrowings and overdraft facilities, in the event such have been utilised.

Exposure and management of interest rate risk

At the end of the reporting period, the interest rate profile of the Company's interest-bearing financial instruments are as follows.

As at 31st March	Carrying Amount	
	2025	2024
Variable rate instruments		
Financial assets - Cash at bank	243,725	105,233
- Investments in unit trusts	-	61,907
	243,725	167,140
Fixed rate instruments		
Financial assets - Placement with banking and financial institutions	859,306	713,236
- Investments in fixed deposits - current	758,668	417,242
- Investments in fixed deposits - non-current	1,643,199	1,530,120
Financial liabilities - Interest-bearing loans and borrowings - current	(100,804)	(653,153)
- Interest-bearing loans and borrowings - non-current	(391,671)	-
	2,768,698	2,007,445

The Company invested in fixed deposits in licensed commercial banks in Sri Lanka for period of 3 months to 5 years and at interest rates between 7% - 26%.

The average base interest rates applied for the above financial instruments are as follows:

As at 31st March	2025	2024
Commercial Banks Averaged Weighted Prime Lending Rate (AWPLR) *	8.39%	11.11%
Commercial Banks Averaged Weighted Deposit Rate (AWDR) *	7.15%	10.30%

* Monthly average rate as at reporting date.

Sensitivity Analysis

A change of 100 basis points in interest rates, on balances reported at the end of the period, would have increased / (decreased) profit or loss by the amounts shown below.

Movement in interest rate	Profit or loss	
	Increase by 1%	Decrease by 1%
As at 31st March 2025		
Variable rate instruments	2,437	(2,437)
As at 31st March 2024		
Variable rate instruments	1,671	(1,671)

28.3.2 Exposure and management of other market price risks

Equity price risk

The Company is holding an investment portfolio which includes listed equity securities.

Having 45% (2024 - 52%) of its discretionary portfolio as equity investments designated as listed investments in the Colombo Stock Exchange, market volatilities bring in substantial variations to the Company's earnings and value of its asset base.

The Company monitors its investment portfolio based on market indices, where decisions concerned with the timing of buy / sell are well supported with structured in-house research recommendations. Transactions of a major magnitude within the portfolio are subject to review and approval by the Investment Committee.

The total asset base which is exposed to equity price risk is tabulated below.

As at 31st March	Note	Carrying Amount	
		2025	2024
Investments in Equity Securities - Fair value through profit or loss	20	2,501,941	2,327,766
		2,501,941	2,327,766

An analysis of the investments in equity securities made by the Company, based on the industry / sector is given in note 20.

Sensitivity Analysis

An increasing / (decreasing) of the equity market prices would have increased / (decreased) the investment as at the end of the periods by the amounts shown below. The analysis assumes that all other variables remain constant and ignores any impact of further investments or withdrawals.

Movement in equity market price	Impact on Carrying Value	
	Increasing	Decreasing
As at 31st March 2025		
- Equity market price (10% movement)	250,194	(250,194)
	250,194	(250,194)
As at 31st March 2024		
- Equity market price (10% movement)	232,777	(232,777)
	232,777	(232,777)

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28.3.3 Currency risk

The Company is exposed to currency risk when investing in assets denominated in currencies other than the Sri Lankan Rupee. Accordingly, the Company is exposed to currency risk primarily arising from its investment in "Guardian Value Fund LLC" and "Guardian Fund Management LLC" - funds invested in Mauritius, to which the Company has infused promoters' capital.

The net exposure to currency risk, as at the reporting date is as follows.

As at 31st March	Carrying Amount 2025		Carrying Amount 2024	
	LKR (000')	USD	LKR (000')	USD
Investments in equity accounted investee - Guardian Value Fund LLC	549,025	1,852,811	535,780	1,783,318
Investments in equity accounted investee - Guardian Fund Management LLC	219,602	741,097	69,311	230,698
Exchange rates applied as at the reporting dates - USD / LKR		296.32		300.44

Sensitivity Analysis

A strengthening / (weakening) of the USD against the Sri Lanka Rupee would have increased / (decreased) the investment as at the end of the periods by the amounts shown below. The analysis assumes that all other variables remain constant and ignores any impact of further investments or withdrawals.

Movement in exchange rate	Impact on Carrying Value LKR (000')	
	Strengthening	Weakening
As at 31st March 2025		
- United State Dollars (5% movement)	38,431	(38,431)
	38,431	(38,431)
As at 31st March 2024		
- United State Dollars (5% movement)	30,255	(30,255)
	30,255	(30,255)

28.4 Accounting classification and fair values

The following table shows the carrying amounts and the fair values of financial assets and financial liabilities. It does not include fair value information for financial assets and financial liabilities not measured at fair value, if the carrying value is a reasonable approximation for fair value.

As at 31st March 2025	Fair value through profit or loss financial assets	Financial assets at amortised cost	Other financial liabilities	Total carrying amount	Fair value
Financial assets measured at fair value					
Fair value through profit or loss financial assets	2,501,941	-	-	2,501,941	2,501,941
Financial assets not measured at fair value					
Investments in fixed deposits	-	2,401,867	-	2,401,867	
Cash and cash equivalents	-	1,103,031	-	1,103,031	
Total financial assets	2,501,941	3,504,898	-	6,006,839	
Financial liabilities not measured at fair value					
Trade and other payables	-	-	14,313	14,313	
Interest-bearing loans and borrowings	-	-	492,475	492,475	
Total financial liabilities	-	-	506,788	506,788	

As at 31st March 2024	Fair value through profit or loss financial assets	Financial assets at amortised cost	Other financial liabilities	Total carrying amount	Fair value
Financial assets measured at fair value					
Fair value through profit or loss financial assets	2,327,766	-	-	2,327,766	2,327,766
Investments in unit trusts	61,907	-	-	61,907	61,907
Financial assets not measured at fair value					
Investments in fixed deposits	-	1,947,362	-	1,947,362	
Trade and other receivables	-	5,871	-	5,871	
Cash and cash equivalents	-	818,469	-	818,469	
Total financial assets	2,389,673	2,771,702	-	5,161,375	
Financial liabilities not measured at fair value					
Trade & other payables	-	-	18,488	18,488	
Interest-bearing loans and borrowings	-	-	653,153	653,153	
Total financial liabilities	-	-	671,641	671,641	

NOTES TO THE FINANCIAL STATEMENTS

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28.5 Fair value hierarchy

The table below analyses financial instruments carried at fair value, by the levels in the fair value hierarchy. The different levels have been defined as follows.

Level 1: Availability of quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Use of inputs other than quoted prices that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: Use of inputs for the asset or liability that are not based on observable market data (unobservable inputs).

	Level 1	Level 2	Level 3	Total
As at 31st March 2025				
Fair value through profit or loss financial assets	2,501,931	-	10	2,501,941
	2,501,931	-	10	2,501,941
As at 31st March 2024				
Fair value through profit or loss financial assets	2,327,606	-	160	2,327,766
Investments in unit trusts	-	61,907	-	61,907
	2,327,606	61,907	160	2,389,673

For the year ended 31st March	2025	2024
Opening balance	160	10
Transfer from level 1	-	150
Disposal of investments	(150)	-
Closing balance	10	160

29. SEGMENTAL REPORTING

The Company's Chief Operating Decision Maker (CODM) monitors the operating results of the entity as a whole considering the operations as a single segment (Investments holding) for the purpose of making decisions about the resource allocation and performance. Therefore no disclosure is made on operating segments.

30. EVENTS AFTER THE REPORTING PERIOD

Subsequent to the reporting period, no circumstances have arisen which would require adjustments to or disclosures in the financial statements.

31. GOING CONCERN

The Board of Directors is not aware of any material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the financial statements are prepared on a going concern basis.

32. COMMITMENTS AND CONTINGENT LIABILITIES

32.1 Contingent liabilities

There were no material contingent liabilities as at the reporting date.

32.2 Litigations and claims

The Company has filed action in the Commercial High Court of Colombo (Case No. CHC/29/25/CO) under 128 of the Companies Act to obtain a Court Order to rectify the share ledger, to correct an error which occurred during data migration of shares issued via Scrip Dividend (10 August 2020) whereby shares allocated to 117 ledger shareholders were incorrect.

There have been no material litigations and claims against the company that require adjustments or disclosures in the financial statements, other than the above.

33. COMPARATIVE FIGURES

The presentation and classification in the financial statements have been amended where appropriate to ensure comparability with the current year.

34. RESPONSIBILITY FOR FINANCIAL STATEMENTS

The Board of Directors is responsible for the preparation and presentation of the financial statements. This is more fully described under the relevant clause in the Directors' report.

FIVE YEAR SUMMARY

In Sri Lankan Rupees Thousands

For the year ended / As at 31st March	2025	2024	2023	2022	2021
Financial highlights					
Revenue					
Net gain / (loss) on disposal of investments	172,701	185,946	(40,406)	134,189	321,324
Dividend income	299,700	226,113	158,248	208,758	172,121
Interest income	348,830	363,047	224,722	37,266	44,651
	821,231	775,106	342,564	380,213	538,096
Less : Dividend received from equity accounted investees	(194,937)	(121,219)	(27,639)	(41,459)	(16,781)
	626,294	653,887	314,925	338,754	521,315
Net fair value adjustment - unrealised	912,519	535,063	255,740	(568,280)	554,393
Profit / (loss) on investment activities	1,538,813	1,188,950	570,665	(229,526)	1,075,708
Profit / (loss) before taxation	2,233,344	1,690,456	703,268	(475,725)	1,503,665
Income tax expense	(83,011)	(85,013)	(46,466)	(22,052)	(19,468)
Profit / (loss) for the year	2,150,333	1,605,443	656,802	(497,777)	1,484,197
Statement of Financial Position					
Capital employed					
Stated capital	838,033	838,033	838,033	838,033	838,033
Reserves	15,573,028	10,899,450	9,734,174	8,439,602	8,571,881
Total equity	16,411,061	11,737,483	10,572,207	9,277,635	9,409,914
Assets employed					
Non current assets	12,568,056	8,798,272	8,214,229	5,982,936	5,673,681
Current assets	4,364,194	3,631,706	2,644,136	3,424,507	3,768,480
Total assets	16,932,250	12,429,978	10,858,365	9,407,443	9,442,161
Current liabilities	(129,518)	(692,495)	(286,158)	(129,808)	(32,247)
Non-current liabilities	(391,671)	-	-	-	-
Net assets	16,411,061	11,737,483	10,572,207	9,277,635	9,409,914
Cash Flow Statements					
Net cash generated from / (used in) operating activities	725,966	499,729	(835,060)	410,956	398,091
Net cash generated from / (used in) investing activities	49,337	55,019	24,216	(62,475)	16,781
Net cash generated from / (used in) financing activities	(490,741)	210,117	128,340	(68,871)	(387,181)
Net increase / (decrease) in cash & cash equivalents	284,562	764,865	(682,504)	279,610	27,691
Ratios & statistics					
Operational ratio					
Return on ordinary shareholders funds (%)	13.10	13.68	6.21	(5.37)	15.77
Liquidity ratio					
Current ratio (times)	33.70	5.24	9.24	26.38	116.86
Investor ratio					
Earnings / (loss) per share (Rs.)	21.86	16.32	6.57	(4.96)	14.65
Dividend per share*	0.72	-	0.55	0.75	0.70
Dividend cover (times)	30.36	-	11.95	(6.61)	20.93
Dividend growth (%)	100	(100)	(27)	7	(30)
Dividend yield (%)	1.01	-	1.64	2.02	1.10
Dividend payout ratio (%)	3.29	-	8.37	(15.12)	4.78
Net assets value per share (Rs.)	168.84	118.13	105.36	91.55	92.86
Market value per share (Rs.)**	71.60	47.30	33.50	37.10	63.70
Price earning ratio (times)	3.28	2.90	5.10	(7.48)	4.35
Price to book value ratio (times)	0.42	0.40	0.32	0.41	0.69
Total fund value	16,439,221	11,770,503	10,600,367	9,372,163	9,364,634
Market capitalisation	6,959,573	4,699,764	3,361,542	3,759,641	6,455,233
All Share Price Index (points)	15,815	11,444	9,301	8,904	7,121
S&P SL 20 Index (points)	4,735	3,318	2,683	3,031	2,850

* Based on final / interim dividends

**As at 31st March.

INFORMATION TO SHAREHOLDERS AND INVESTORS

1. STOCK EXCHANGE LISTING

Ceylon Investment PLC is a Public Quoted Company, the Ordinary Shares of which are listed on the Main Board of the Colombo Stock Exchange.

Stock Exchange code for Ceylon Investment PLC shares is "CINV".

2. ORDINARY SHAREHOLDERS

As at 31st March	2025	2024
Number of Shareholders	2,764	2,937

The number of ordinary shares held by non-residents as at 31st March 2025 was 3,088,026 (2024 - 2,710,069) which amounts to 3.18% (2024 - 2.73%) of the total number of Ordinary Shares in issue.

3. FREQUENCY DISTRIBUTION OF SHAREHOLDING AS AT 31ST MARCH 2025

Distribution of Shares	Residents			Non - Residents			Total		
	No. of share holders	No. of Shares	%	No. of share holders	No. of Shares	%	No. of share holders	No. of Shares	%
1-1,000	1,706	355,443	0.36	8	752	0.00	1,714	356,195	0.37
1,001-10,000	711	2,576,098	2.65	17	83,227	0.09	728	2,659,325	2.73
10,001-100,000	237	7,121,750	7.33	26	739,602	0.76	263	7,861,352	8.09
100,001-1,000,000	47	13,884,423	14.28	7	2,264,445	2.33	54	16,148,868	16.61
Above 1,000,000	5	70,175,003	72.20	-	-	-	5	70,175,003	72.20
Total	2,706	94,112,717	96.82	58	3,088,026	3.18	2,764	97,200,743	100.00

Categories of Shareholders As at 31st March 2025	No. of Shareholders	No. of Shares	%
Individuals	2,529	21,215,340	21.83
Institutions	235	75,985,403	78.17
Total	2,764	97,200,743	100.00

4. PUBLIC HOLDING

The Company is in compliance with the Minimum Public Holding requirements for Companies listed on the Main Board as per Rule 7.13.1.i (a) of the Listing Rules of the Colombo Stock Exchange, under Option 5, i.e. Float-Adjusted Market Capitalization of less than Rs.2.5 Billion with 500 Public Shareholders and a Public Holding percentage of 20%.

The Company's Public Holding as at 31st March 2025

Float Adjusted Market Capitalization	Rs.2,350,943,826.55
Percentage of ordinary shares held by the public	33.78%
Number of Public Shareholders	2,754

INFORMATION TO SHAREHOLDERS AND INVESTORS

5. MARKET PERFORMANCE - ORDINARY SHARES

For the year ended 31st March	2025	2024
Share price as at 31st March (Rs.)	71.60	47.30
Highest (Rs.)	84.00	68.50
Lowest (Rs.)	43.00	29.00
Value of the shares traded (Rs.)	1,138,241,319	512,035,941
No. of shares traded	17,206,788	10,126,018
Volume of transactions (Nos.)	12,129	10,707
Market Capitalisation (Rs.)	6,959,573,199	4,699,763,948

6. REPURCHASE OF SHARES

On 22nd May 2024, the Company announced a share repurchase of one Ordinary Share for every 46 ordinary shares held. Accordingly, the Company repurchased a maximum of 2,160,017 ordinary shares from the shareholders at a price of Rs.118.14 per shares, and the total value of the share repurchase transaction amounted to Rs.255.2 Mn. The said repurchased shares were cancelled on 16th October 2024.

7. RECORD OF BONUS ISSUES, RIGHT ISSUES REPURCHASE AND SUBDIVISION OF SHARES

The undermentioned share issues / repurchases have been made by the Company to date, in relation to its ordinary shares.

Year ended 31st March	Month	Issue	Basis	No. of shares	Cumulative No. of shares
1919		Initial Capital	-	547,343	547,343
1954		Bonus	1:10	54,734	602,077
1956		Bonus	1:10	60,208	662,285
1988		Bonus	1:1	662,285	1,324,570
1991		Bonus	1:5	264,914	1,589,484
1999		Bonus	1:4	397,371	1,986,855
2000		Bonus	1:4	496,714	2,483,569
2002	April	Rights	1:4	620,892	3,104,461
	May	Bonus	1:4	776,115	3,880,576
2003	June	Rights	1:3	1,293,525	5,174,101
	August	Bonus	1:6	862,350	6,036,451
2004	July	Rights	1:2	3,018,225	9,054,676
	September	Bonus	1:2	4,527,338	13,582,014
2005	March	Rights	1:3	4,527,338	18,109,352
	June	Bonus	1:3	6,036,451	24,145,803
2009	October	Repurchase	1:5	(4,829,161)	19,316,642
2010	October	Subdivision	5:1	77,266,568	96,583,210
	October	Capitalisation of reserves	1:50	1,931,664	98,514,874
2015	August	Scrip Dividend	1:105.083934	936,185	99,451,059
2020	September	Scrip Dividend	1: 52.6666735511	1,886,982	101,338,041
2022	May	Repurchase	1:102	(993,511)	100,344,530
2023	October	Repurchase	1:102	(983,770)	99,360,760
2024	October	Repurchase	1:46	(2,160,017)	97,200,743

8. MAJOR SHAREHOLDERS

A list of major shareholders of the Company as at 31st March 2025 is provided in the Annual Report of the Board of Directors, on page 29.

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the 79th Annual General Meeting of Ceylon Investment PLC will be held on **Friday, 25th July 2025 at 9.30 a.m.** at the "Lavender Hall" (Lot 2) BMICH International Convention & Exhibition Center, Bauddaloka Mawatha, Colombo 07, Sri Lanka for the following purposes :

1. To consider the Annual Report of the Board of Directors including the Financial Statements of the Company for the financial year ended 31st March 2025, together with the Report of the Auditors thereon.
2. To re-elect as a Director Mr. A. S. Amaratunga, who has been appointed to the Board as an Independent Non-Executive Director since the last Annual General Meeting, in terms of Article 68 of the Articles of Association of the Company.
3. To re-elect as a Director Mr. A. D. Pereira, who has been appointed to the Board as an Independent Non-Executive Director since the last Annual General Meeting, in terms of Article 68 of the Articles of Association of the Company.
4. To re-elect as a Director Mr. C. T. Knight, who has been appointed to the Board as an Independent Non-Executive Director since the last Annual General Meeting, in terms of Article 68 of the Articles of Association of the Company.
5. To re-elect as a Director Mr. S. K. Balasuriya, who has been appointed to the Board as an Independent Non-Executive Director since the last Annual General Meeting, in terms of Article 68 of the Articles of Association of the Company.
6. To re-elect Mr. S. M. Perera - Executive Director who retires by rotation in term of Articles 72, 73 and 74 of the Articles of Association of the Company.
7. To re-appoint Mrs. M. A. R. C. Cooray - Non-Executive Director as a Director of the Company who is over seventy years of age and to consider and if deemed fit to pass the following resolution:

"IT IS HEREBY RESOLVED that the age limit stipulated in Section 210 of the Companies Act, No. 07 of 2007 shall not be applicable to Mrs. M. A. R. C. Cooray who is 76 years of age and that she be re-appointed a Director of the Company from the conclusion of the Annual General Meeting for a further period of one year."
8. To re-appoint Messrs. KPMG, Chartered Accountants as Auditors of the Company as set out in Section 154(1) of the Companies Act, No. 07 of 2007 and to authorize the Directors to determine their remuneration.

By Order of the Board

(Sgd)

K. D. De Silva (Mrs.)

Director

Carsons Management Services (Private) Limited

Secretaries

Colombo

30th June 2025

Notes:

1. The Annual Report 2024/25 will be made available on the Colombo Stock Exchange website **www.cse.lk** and on the Group's website **www.carsoncumberbatch.com**
2. A shareholder is entitled to appoint a proxy to attend and vote instead of him/herself. A proxy need not be a member of the Company. A Form of Proxy accompanies this Notice.
3. The completed **Form of Proxy** must be submitted to the Company **not later than 4.45 p.m. on 23rd July 2025**,
 - via email to **CINVAGM2025@carcumb.com**, or
 - via WhatsApp to mobile no. +94 764 765 463 or +94 767 410 683, or
 - by hand or post to the registered office of the Company, No. 61, Janadhipathi Mawatha, Colombo 1.
4. A person representing a Corporation is required to submit a certified copy of the resolution authorizing him/her to act as the representative of the Corporation. A representative need not be a member.
5. The transfer books of the Company will remain open.
6. Security Check -

We shall be obliged if the shareholders/proxies attending the Annual General Meeting, produce their National Identity Card to the security personnel stationed at the entrance lobby.

NOTES

FORM OF PROXY

*I/We
of
being *a Shareholder / Shareholders of **CEYLON INVESTMENT PLC** hereby appoint
of
bearing NIC No./ Passport No. or failing him/her

Mirihana Arachchige Rose Chandralatha Cooray (Mrs)	or failing her,
Ajith Prashantha Weeratunge	or failing him,
Krishna Selvanathan	or failing him,
Sumith Mahen Perera	or failing him,
Amitha Saktha Amaratunga	or failing him,
Anthony Dirk Pereira	or failing him,
Christopher Thorburn Knight	or failing him,
Sahishnu Keshav Balasuriya	

as *my/our proxy to attend at the 79th Annual General Meeting of the Company to be held on **Friday, 25th July 2025 at 9.30 a.m.**, at the “Lavender Hall”, (Lot 2) BMICH International Convention & Exhibition Center, Bauddhaloka Mawatha, Colombo 07, Sri Lanka and at any adjournment thereof and at every poll which may be taken in consequence thereof.

	For	Against
1. To re-elect as a Director Mr. A. S. Amaratunga, who has been appointed to the Board as an Independent Non-Executive Director since the last Annual General Meeting, in terms of Article 68 of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect as a Director Mr. A. D. Pereira, who has been appointed to the Board as an Independent Non-Executive Director since the last Annual General Meeting, in terms of Article 68 of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect as a Director Mr. C. T. Knight, who has been appointed to the Board as an Independent Non-Executive Director since the last Annual General Meeting, in terms of Article 68 of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
4. To re-elect as a Director Mr. S. K. Balasuriya, who has been appointed to the Board as an Independent Non-Executive Director since the last Annual General Meeting, in terms of Article 68 of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Mr. S. M. Perera - Executive who retires by rotation in term of Articles 72, 73 and 74 of the Articles of Association of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-appoint Mrs. M. A. R. C. Cooray - Non-Executive who is over seventy years of age as a Director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-appoint Messrs. KPMG, Chartered Accountants as Auditors of the Company as set out in Section 154 (1) of the Companies Act, No. 07 of 2007 and to authorize the Directors to determine their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>

Signed this.....day of Two Thousand and Twenty Five.

.....
Signature /s

Note:

- * Please delete the inappropriate words.
- A shareholder entitled to attend and vote at a General Meeting of the Company, is entitled to appoint a proxy to attend and vote instead of him/her and the proxy need not be a shareholder of the Company.
A proxy so appointed shall have the right to vote on a show of hands or on a poll and to speak at the General Meeting of the shareholders.
- A shareholder is not entitled to appoint more than one proxy to attend on the same occasion.
- Instructions are noted on the reverse hereof.

FORM OF PROXY

INSTRUCTIONS AS TO COMPLETION

1. Kindly perfect the form of proxy after filling in legibly your full name and address, by signing in the space provided. Please fill in the date of signature.
2. If you wish to appoint a person other than the Directors as your proxy, please insert the relevant details in the space provided overleaf. Shareholders could also appoint a member of the Board to act as their proxy if they so choose.
3. In terms of Article 54 of the Articles of Association of the Company:
 - (1) Any Shareholder entitled to attend and vote at a meeting shall be entitled to appoint another person (whether a Shareholder or not) as his proxy to attend and vote instead of him. A proxy so appointed shall have the same right as the Shareholder to vote on a show of hands or on a poll and to speak at the meeting.
 - (2) An instrument appointing a proxy shall be in writing and:
 - (i) in the case of an individual shall be signed by the appointor or by his attorney; and
 - (ii) in the case of a corporation shall be either under its common seal or signed by its attorney or by an officer on behalf of the corporation.

The Directors may, but shall not be bound to, require evidence of the authority of any such attorney or officer.

4. In terms of Article 50 of the Articles of Association of the Company:

Where there are joint registered holders of any Share any one (01) of such persons may vote and be reckoned in a quorum at any meeting either personally or by proxy as if he were solely entitled thereto and if more than one (01) of such joint holders be so present at any meeting one (01) of such persons so present whose name stands first in the Register in respect of such Share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased Shareholder in whose name any Share stands shall for the purpose of this Article be deemed joint holders thereof.
5. To be valid the completed **Form of Proxy** should be submitted to the Registered Office of the Company **not later than 4.45 p.m. on 23rd July 2025.**
 - **via email to CINVAGM2025@carcumb.com,** or
 - via WhatsApp to mobile no. +94 764 765 463 or +94 767 410 683, or
 - by hand or post to the registered office of the Company, No. 61, Janadhipathi Mawatha, Colombo 1.

Please fill in the following details:

Name & contact no. of Shareholder :

CDS Account No. / Folio No. :

Name & contact no. of Proxyholder :

NIC No. of the Proxyholder :

CORPORATE INFORMATION

NAME OF COMPANY

Ceylon Investment PLC
(A Carson Cumberbatch Company)

COMPANY REGISTRATION NO.

PQ 68

DOMICILE AND LEGAL FORM

Ceylon Investment PLC is a Public Quoted Company with limited liability domiciled in Sri Lanka.

The Company was incorporated in Sri Lanka in 1919.

PRINCIPAL ACTIVITY AND NATURE OF OPERATIONS

During the year, the principal activity of the Company was holding and managing of an investment portfolio.

PARENT ENTERPRISE

Ceylon Guardian Investment Trust PLC is the immediate Parent Company of Ceylon Investment PLC. Carson Cumberbatch PLC is the Parent Company of Ceylon Guardian Investment Trust PLC and Bukit Darah PLC is the Ultimate Parent and Controlling Entity of Ceylon Guardian Investment Trust PLC.

DIRECTORS

Mrs. M.A.R.C. Cooray (Chairperson)
Mr. A.P. Weeratunge
Mr. K. Selvanathan
Mr. S. M. Perera
Mr. A. S. Amaratunga
(Appointed w.e.f. 25/09/2024)
Mr. A. D. Pereira
(Appointed w.e.f. 25/09/2024)
Mr. C. T. Knight
(Appointed w.e.f. 25/09/2024)
Mr. S. K. Balasuriya
(Appointed w.e.f. 31/10/2024)
Mr. V. M. Fernando
(Resigned w.e.f. 25/09/2024)

AUDIT COMMITTEE

Mr. A. S. Amaratunga (Chairman) -
Independent Non-Executive
Mr. A. D. Pereira -
Independent Non-Executive
Mrs. M. A. R. C. Cooray - Non-Executive
(Appointed w.e.f. 01/01/2025)
Mr. A.P.Weeratunge - Non-Executive
(Ceased to be a member
w.e.f.01/01/2025)

REMUNERATION COMMITTEE

Mr. C. T. Knight (Chairman) -
Independent Non-Executive
Mr. A. S. Amaratunga -
Independent Non-Executive
Mrs. M. A. R. C. Cooray - Non-Executive

NOMINATIONS AND GOVERNANCE COMMITTEE

Mr. C. T. Knight (Chairman) -
Independent Non-Executive
Mr. A. D. Pereira -
Independent Non-Executive
Mr. A. P. Weeratunge - Non-Executive

RELATED PARTY TRANSACTIONS REVIEW COMMITTEE

Mr. A. S. Amaratunga (Chairman) -
Independent Non-Executive
Mr. A. D. Pereira -
Independent Non-Executive
Mr. A. P. Weeratunge - Non-Executive

NUMBER OF EMPLOYEES

The Company did not have any employees of its own during the period under review.

BANKERS

Standard Chartered Bank
Commercial Bank of Ceylon PLC
Deutsche Bank AG., Colombo
Hatton National Bank PLC
National Development Bank PLC
Sampath Bank PLC
DFCC Bank PLC
SBI Sri Lanka
Nations Trust Bank PLC
Indian Bank

AUDITORS

Messrs. KPMG
Chartered Accountants
No 32A, Sir Mohamed Macan Marker
Mawatha,
Colombo 03,
Sri Lanka.

MANAGERS & SECRETARIES

Carsons Management Services (Private)
Limited
No. 61, Janadhipathi Mawatha,
Colombo 01. Sri Lanka
Telephone No: +94-11-2039200
Fax No: +94-11-2039300

INVESTMENT MANAGERS

Guardian Fund Management Limited
No. 61, Janadhipathi Mawatha,
Colombo 01, Sri Lanka
Telephone No: +94-11-2039200
Fax No: +94-11-2039385

REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS

No. 61, Janadhipathi Mawatha,
Colombo 01, Sri Lanka
Telephone No: +94-11-2039200
Fax No: +94-11-2039300

CORPORATE WEBSITE

www.carsoncumberbatch.com

