



PORT-LOUIS FUND LTD



2025



ANNUAL REPORT



Dear Shareholders,

The Board of Directors is pleased to present the Annual Report of Port-Louis Fund Ltd for the Financial Year ended 30 June 2025.

The Directors' Report was approved by the Board on 6 November 2025 and the Audited Financial Statements were approved on 13 October 2025.

Mr. R. K. Beeharry
Chairman

Dr .R. Auckloo
Director

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CORPORATE DATA

		Date of Appointment	Date of Resignation
DIRECTORS	: Mr. Y. H. Aboobaker, S.C.,C.S.K	09 June 1997	-
	Mr. V. Bhuguth	17 April 2000	-
	Mr. V. Rambarassah	17 December 2008	-
	Mrs. A.D.I. Ramphul-Punchoo	13 May 2015	-
	Dr. R. Auckloo	23 August 2022	-
	Mr. G. Goburdhun, G.O.S.K	19 June 2019	13 November 2024

COMPANY : Prime Partners Ltd
SECRETARY/ 15th Floor, Air Mauritius Centre
REGISTRAR & 6, President John Kennedy Street
TRANSFER OFFICE Port Louis
 Republic of Mauritius

REGISTERED : 15th Floor, Air Mauritius Centre
OFFICE 6, President John Kennedy Street
 Port Louis
 Republic of Mauritius

AUDITORS : Nexia Baker & Arenson (External Auditors)
 Chartered Accountants
 5th Floor, C&R Court
 49, Labourdonnais Street
 Port Louis
 Republic of Mauritius

 NJC Associates (Internal Auditors)
 5th Floor, Orbis Court
 St Jean Road
 Quatre Bornes
 Republic of Mauritius



CORPORATE DATA (CONT'D)

BANKERS : Absa Bank (Mauritius) Limited
AfrAsia Bank Limited
Bank of Baroda
HSBC Bank (Mauritius) Limited
ICICI Bank Ltd (India)
MauBank Ltd
SBM Bank (Mauritius) Ltd
The Mauritius Commercial Bank Ltd

CUSTODIANS : ICICI Bank Ltd (India)
SBM Bank (Mauritius) Ltd

**FUND
MANAGER** : Capital Asset Management Ltd
2nd Floor, Celicourt Building
6, Sir Celicourt Antelme Street
Port Louis
Republic of Mauritius

**FOREIGN
FUND
MANAGERS** : BlackRock
Fidelity Investments International
Franklin Templeton Investments Ltd
Imara Asset Management Ltd
T. Rowe Price Group

STATUTORY DISCLOSURES

The Board of Directors (the “Board”) of Port-Louis Fund Ltd (the “Fund”) is pleased to present the annual report together with the audited financial statements of the Fund for the year ended 30 June 2025.

Incorporation

The Fund is a Collective Investment Scheme as per Securities Act 2005. The Fund was incorporated on 09 June 1997 as a Public Company with limited liability. It initially obtained approval from the Ministry of Finance to be an Authorised Mutual Fund under Section 35 of the Mauritius Companies Act 2001.

Principal activities

The principal activities of the Fund are:

- (a) to carry on business as an investment holding company;
- (b) to deal in securities and properties of all kinds; and
- (c) to manage and advise on investment funds.

Results and dividends

The results for the year are as shown on page 61.

For the year under review, the Directors have declared a dividend of **Rs 37,613,066** representing **Rs 0.75** per share on 26 June 2025 to all shareholders registered on close of business on 27 June 2025 (2024: Rs 37,515,884 representing Rs 0.75 per share).

Directors

The present membership of the Board is set out on page 2.

Directors’ responsibilities in respect of the financial statements

Company law requires the Directors to prepare financial statements for each financial year, which present fairly the financial position, financial performance and cash flows of the Fund. In preparing those financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Fund will continue in business.

STATUTORY DISCLOSURES (CONT'D)

Directors' service contracts

The Fund has no service contracts with its Directors.

Directors' remuneration

During the year ended 30 June 2025, the Directors received an aggregate amount of **Rs 1,338,667** (2024: **Rs 1,170,000**) as remuneration from the Fund.

	2025	2024
	Rs'000	Rs'000
Mr. Y. H. Aboobaker, S.C., C.S.K	266	210
Mr. V. Bhuguth	258	212
Mr. V. Rambarassah	240	192
Mrs. A. D. I. Ramphul-Punchoo	224*	160*
Dr. R. Auckloo	262	204
Mr. G. Goburdhun, G.O.S.K (resigned on 13 November 2024)	89*	192*
Total	1,339	1,170

**The Directors' remuneration for Mrs. A. D. I. Ramphul-Punchoo and Mr. G. Goburdhun, G.O.S.K. were paid to The State Investment Corporation Limited.*

Directors' share interests

No shares are held by the Directors in the Fund.

Donations

No donation was made during the financial year ended 30 June 2025 (2024: Rs Nil).

STATUTORY DISCLOSURES (CONT'D)

Auditors

Nexia Baker & Arenson were the External Auditors during the financial year ended 30 June 2025 (2024: Nexia Baker & Arenson). The re-appointment of External Auditors for the next financial year will be considered at the Annual Meeting of Shareholders. The fees to the Auditors were as follows:

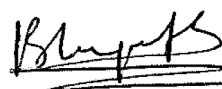
	2025	2024
	Rs'000	Rs'000
Audit services (VAT exclusive)	310	300
Tax services (VAT exclusive)	27	25



Dr. R. Auckloo

Director

13 October 2025



Mr. V. Bhuguth

Director

STATUTORY DISCLOSURES (CONT'D)

Disclosure as per Sixth Schedule of the Securities (Collective Investment Scheme and Close-End Funds) Regulations 2008, Securities Act 2005.

Financial Highlights	2023 (Rs'000)	2024 (Rs'000)	2025 (Rs'000)
Net asset value at beginning of year	1,823,421	1,850,706	2,193,438
Total revenue	50,020	60,110	64,792
Total expenses	22,167	23,417	30,401
Realised gains (losses) for the year	(1,385)	356	1,485
Unrealised gains for the year	20,940	344,393	62,003
Total increase from operations	49,168	385,723	98,335
Total Annual Distributions	25,081	37,516	37,613
Net asset value at end of year prior to share capital adjustment	1,847,508	2,198,913	2,254,160
Net asset value at end of year post share capital adjustment	1,850,706	2,193,438	2,259,767
Key indicators	2023	2024	2025
Number of shares outstanding	50,158,955	50,019,668	50,149,161
Management expense	1.20%	1.07%	1.16%
Portfolio turnover ratio	0.68%	1.11%	0.87%

CORPORATE GOVERNANCE REPORT

PORT-LOUIS FUND LTD (the “Fund”) is committed to promote high standards of Corporate Governance. The Governance Framework has been established to ensure that Directors of the Fund and employees of service providers fulfil their functions responsibly whilst protecting and furthering the interest of stakeholders. The Fund is a Public Interest Entity, as defined by law and the Board strives to promote transparency within the Fund.

This Governance Report sets out how the Fund has applied the principles contained in the National Code of Corporate Governance (2016) (“the Code”) and provides explanations for any deviation /non-compliance.

PRINCIPLE 1 – Governance Structure

“All organisations should be headed by an effective Board. Responsibilities and accountabilities within the organisation should be clearly identified.”

Governance Framework

The Board is ultimately responsible for providing effective leadership and is responsible and accountable for the affairs of the Fund. The Board assumes responsibility for, inter alia, setting the strategic direction, overseeing the financial and investment affairs, corporate governance, risk management, internal control and compliance issues.

The Board fulfils its duties and responsibilities as defined in the Fund’s Constitution and the Mauritius Companies Act 2001 (the Act), amongst others.

The Directors of the Fund are skilled, knowledgeable and experienced professionals. The Board takes its fiduciary responsibilities very carefully. Each director is appointed with the understanding of the amount of time and care that he/she will need to devote to the Board and to the organisation for it to prosper. The Board has approved all the guiding documents and policies, including Board/Committee Charters and job description of key governance positions. The following governance documents are available on the Fund’s website:-

- Constitution;
- Code of Ethics;
- Board and Committee Charters;
- Organisation Chart; and
- Job Description of key Governance Position.

The key guiding documents are reviewed regularly to keep abreast of the development in law, regulations and governance best practice. Any changes are approved by the Board.

Key Governance Responsibilities

The Board ensures that the key governance positions within the organisation are matched with the corresponding accountabilities.

CORPORATE GOVERNANCE REPORT (CONT'D)

PRINCIPLE 1 - Governance Structure (Cont'd)

Chairperson of the Board

The Chairperson of the Board is responsible for the activities of the Board and its Sub-Committees. He acts as spokesman for the Board and is the principal Board contact for the Management team. The Chairperson and the Management team meet regularly. The Chairperson of the Board presides over the meetings of shareholders.

The key responsibilities of the Chairperson of the Board are to ensure that: -

- (i) the Board fulfils its duties;
- (ii) Board Members, when appointed, participate in an induction program and, if needed, in supplementary training programs;
- (iii) Board Members receive all the information necessary for them to perform their duties;
- (iv) the agenda of Board meetings are determined;
- (v) the Board meetings are chaired in an effective manner;
- (vi) the Board has sufficient time for deliberation and decision-making;
- (vii) minutes of Board and Committee meetings are properly recorded and stored;
- (viii) the Committees function properly;
- (ix) consultations are held with external advisors appointed by the Board;
- (x) the performance of Board Members is evaluated regularly;
- (xi) problems related to the performance of individual Board Members are addressed
- (xii) internal disputes and conflicts of interest concerning individual Board Members, including the possible resignation of such Members as a result, are addressed; and
- (xiii) the Board has proper contact with the Management team.

Mr. G. Goburdhun, G.O.S.K was the Chairperson of the Board up to 13 November 2024. Following the resignation of Mr. Goburdhun as Chairperson, the Board unanimously appointed one of the Directors as Chairperson of the meeting at each Board Meeting.

Chairperson of the Audit and Risk Committee

The Chairperson of the Audit and Risk Committee works in close cooperation with and provides support and advice to the Chairperson of the Board. He has the following responsibilities, amongst others:-

CORPORATE GOVERNANCE REPORT (CONT'D)

PRINCIPLE 1 - Governance Structure (Cont'd)

Chairperson of the Audit and Risk Committee (Cont'd)

- to provide risk expertise to the Committee;
- to ensure that the financial statements comply with the appropriate accounting standards;
- to guide and advise the Board on an appropriate risk management framework; and
- to report the deliberations of the Audit and Risk Committee to the Board.

Mr. V. Bhuguth was the Chairperson of the Audit and Risk Committee during the financial year under consideration and up to 26 September 2024.

Dr. R. Auckloo has been appointed Chairperson of the Committee as from 26 September 2024.

Chairperson of the Corporate Governance Committee

The Chairperson of the Corporate Governance Committee works in close collaboration with, and provides support and advice to the Chairperson of the Board. He has the following responsibilities, amongst others:-

- to provide expertise in the areas of corporate governance;
- to ensure that the Board is up to the standard with the Code;
- to report the deliberations of the Corporate Governance Committee to the Board; and
- to ensure that an evaluation is carried out each year of the Board performance.

Mr. Y. Aboobaker, S.C., C.S.K. is the Chairperson of the Corporate Governance Committee.

Chairperson of the Investment Committee

The Chairperson of the Investment Committee provides support and advice on the following: -

- investment strategies, policies and guidelines;
- new investment proposals; and
- disposal of unquoted and/or strategic investments.

Mr. V. Rambarassah is the Chairperson of the Investment Committee.

Company Secretary

The Company Secretary is appointed by the Board. The role of the Company Secretary is to ensure that Board Members have the proper advice and resources for performing their duties under the relevant legal frameworks. The Company Secretary is also responsible for organisation and coordination of the Board and Committee meetings, and ensuring that the records, or minutes of those meetings, reflect the proper exercise of those duties.

CORPORATE GOVERNANCE REPORT (CONT'D)

PRINCIPLE 1 - Governance Structure (Cont'd)

Company Secretary (Cont'd)

Prime Partners Ltd, a wholly owned subsidiary of The State Investment Corporation Limited, is the Company Secretary of the Fund. Prime Partners Ltd is a Corporate Service Provider and licenced by FSC for the Registry and Transfer Office Services.

Other Key Governance Positions

Management of Port-Louis Fund Ltd

The management of the Fund has been outsourced to a CIS Manager, namely, Capital Asset Management Ltd (“CAM”, “Fund Manager”). CAM is licensed by the Financial Services Commission as a CIS Manager and Investment Advisor (Unrestricted) under the Securities Act 2005. The Board has not deemed it necessary to appoint a Chief Executive Officer and Executive Directors. Representatives of CAM attend the Fund’s Board/Committee meetings and assist Directors in the decision-making process.

Management Team CAM

Mr. Vedprakash Auckaloo, Executive Director, holds an M.Sc. in Financial Management, a B.Sc. (Hons) in Economics, an LLB (Hons) and a Postgraduate Diploma in Digital Business. He has more than 26 years of experience in the financial services sector and had previously worked in the Government service and in the banking sector. He joined CAM in 2001.

Ms. Shweta Beeharee, Portfolio Manager, joined CAM in 2007. She holds an MBA from Ducere Global Business School (Australia) and a B.A (Hons.) in Law and Management. She is a Fellow of the Association of Chartered Certified Accountants (FCCA). She is also a member of the Mauritius Institute of Professional Accountants (MIPA). She has more than 23 years of experience in the financial services management, private equity and regulatory compliance.

Mrs. Rachna Nunkoo, Senior Accountant, joined CAM in October 2017. She is a Fellow of the Association of Chartered Certified Accountants (FCCA) and holds an M.Sc. in Financial Management awarded by Heriot-Watt University, UK. She is also a member of the Mauritius Institute of Professional Accountants (MIPA). She has more than 14 years of experience in the financial services sector ranging from Auditing, Private Equity and Real Estate Investment Fund Services, Accounting, Finance and Administration.

CORPORATE GOVERNANCE REPORT (CONT'D)

PRINCIPLE 1 - Governance Structure (Cont'd)

Other Team Members at CAM

Mr. Rishi Jomadar, Investment Analyst, joined the investment team in September 2019. He holds an M.Sc. in International Management and is an ACCA Affiliate. He has over 16 years of experience in the financial sector. He also holds an investment foundation programme certificate.

Mr. Vashil Seebaluck, Investment Analyst, joined the investment team in January 2024. He holds a B.Sc. (Hons) in Business Economics & Investment Analysis and an M.Sc. in Financial Economics. He is also pursuing Level 1 CFA. He has over 7 years of experience in the financial sector.

Mr. Amit Kumar Maheput, Accountant, joined CAM in January 2024. He is a Fellow of the Association of Chartered Certified Accountants (FCCA) and a member of the Mauritius Institute of Professional Accountants (MIPA). He also holds an MBA and an M.Sc. in Professional Accountancy awarded by the University of London, and a Post Graduate Diploma in Law awarded by Leeds Beckett University (UK). He has over 12 years of experience in the accounting, finance and regulatory services.

Ms. Umme Salma Nauyock, Assistant Investment Analyst, joined the investment team in October 2019. She holds a B.Sc. (Hons) in Business Statistics with Finance and has over 10 years of experience in the financial services sector.

Mr. Roucheet Bissessur, Assistant Investment Analyst, joined the investment team in November 2024. He holds a B.Sc. (Hons) in International Business Finance and an M.Sc. in Financial Economics and has over 7 years of experience in the financial services sector.

Mr. Vashist Soogund, Support Officer, joined the investment team in January 2024. He holds a B.Sc. (Hons) in Mathematics and is currently pursuing a masters in Financial Economics. He has over 3 years of experience in the financial sector.

PRINCIPLE 2 – The Structure of The Board And Its Board Committees

“The Board should contain independently minded directors. It should include an appropriate combination of executive directors, independent directors and non-independent non-executive directors to prevent one individual or a small group of individuals from dominating the Board’s decision taking. The Board should be of a size and level of diversity commensurate with the sophistication and scale of the organisation. Appropriate Board committees may be set up to assist the Board in the effective performance of its duties.”

CORPORATE GOVERNANCE REPORT (CONT'D)

PRINCIPLE 2 – The Structure of The Board And Its Board (Cont'd)

Board Structure

Governance of the Fund is vested in a unitary Board with: -

- 2 Non-Executive Directors;
- 3 Independent Non-Executive Directors.

The Board is responsible for the stewardship of the Fund, overseeing its strategy, conduct and affairs to create sustainable value growth for the shareholders. The Directors are: -

Existing Directors	Role	Category
Mr. Yusuf Hassam Aboobaker, S.C., C.S.K.	Member	Independent
Mr. Vijay Bhuguth	Member	Independent
Mr. Veenay Rambarassah	Member	Non- Executive
Mrs. Anista Devi Indira Ramphul-Punchoo	Member	Non- Executive
Dr. Rajcoomar Auckloo	Member	Independent
Directors who resigned during the financial reporting date		
Mr. Goolabchund Goburdhun, G.O.S.K. (Up to 13 November 2024)	Chairperson	Non- Executive

Board Diversity

The Board is well balanced and is of the appropriate size to discharge its duties, having regard to the activities and size of the Fund. The Board comprises Directors who are sufficiently experienced and independent of character and judgement. The Board consists of an appropriate mix of diverse skills and experience.

The Board complies with the requirements for gender representation in its membership.

Only Directors attend Board Meetings. Management and other subject matter experts attend the meeting or part thereof on invitation of the Board. The use of Alternate Director is discouraged. A clear division of responsibilities at Board level ensures that no Director has unfettered powers in decision making.

All Directors are resident in Mauritius.

The Chairperson of the Board and the Chairpersons of the Board Committees are all appointed based on their relevant knowledge and experience in these key governance roles.

Executive Directors

Since management of the Fund has been outsourced to CAM, it has not been deemed necessary to appoint a Chief Executive Officer and/or Executive Directors. Representatives of CAM attend Board/Committee meetings and assist the Directors in the decision-making process.

CORPORATE GOVERNANCE REPORT (CONT'D)

PRINCIPLE 2 – The Structure of The Board And Its Board Committees (Cont'd)

Executive Directors (Cont'd)

The Board is of the view that the appointment of two executive directors on the Board, as required by the Code, is not necessary taking into consideration the present level of operations of the Fund and given the current working arrangement with CAM.

Director's Independence Review

The Board is determined to ensure on an annual basis as and when the circumstances require, whether a Director is independent. Additionally, rigorous review is conducted, and particular consideration is given to Directors who have served on the Board for more than nine consecutive years, from the date of their first election. The Board has considered the following Directors as Independent Directors of the Fund: -

- Mr. Yusuf Hassam Aboobaker S.C., C.S.K.
- Mr. Vijay Bhuguth
- Dr. Rajcoomar Auckloo

The Board recognises that over time Independent Directors develop significant insights in the Fund's business and operations and can contribute objectively to the Board as a whole. In circumstances where a Director has served as an Independent Director for over nine years, the Board does a rigorous review of their continuing contribution and independence.

Messrs. Yusuf Hassam Aboobaker S.C., C.S.K. and Vijay Bhuguth have served on the Board as Independent Directors for more than nine years.

The Board has noted that although Mr. Yusuf Hassam Aboobaker S.C., C.S.K. and Mr. Vijay Bhuguth have served the Board for more than nine years, their independence has not been affected, as they continue to exercise independent judgement and demonstrate objectivity in their conduct and deliberations at Board and Board Committees.

Role of Non- Executive Directors

The Non-Executive Directors constructively challenge and help develop proposals on strategy, review the performance of management in attaining goals and objectives, monitor the reporting of performance and meet regularly without the presence of Management.

CORPORATE GOVERNANCE REPORT (CONT'D)

PRINCIPLE 2 – The Structure of The Board And Its Board Committees (Cont'd)

Powers of the Board

The Board is responsible for establishing the Fund's purpose, values and strategy, promoting its culture and overseeing its conduct and affairs to create sustainable value for the benefit of the Shareholders over the short, medium and long terms. The objectives of the Board are to work in unity with the Management Team to achieve not only profitability, but also long-term sustainability of the Fund.

The Board serves as the focal point and custodian of the Fund's corporate governance. It is responsible for providing ethical and effective leadership to the Fund.

The key roles and responsibilities of the Board of Directors are set in the Board Charter. The Board is aware of its responsibility to ensure that the Fund adheres to all relevant legislations.

Board Meetings

The Board met eight (8) times (four (4) full Board meetings and four (4) special Board meetings) during the financial year ended 30 June 2025 and deliberated on a range of issues including: -

- examination and endorsement of the recommendations of various Board Committees;
- review of asset allocation, investment strategy of the Fund and its performance;
- governance and internal audit issues;
- approval of audited accounts;
- valuation of unquoted shares in the portfolio; and
- declaration and payment of dividends.

Board Attendance

The following table depicts the attendance of Directors at Board meetings during the year under review:-

Directors	Category	Board
Mr. Yusuf Hassam Aboobaker, S.C., C.S.K.	Independent	8/8
Mr. Vijay Bhuguth	Independent	8/8
Mr. Veenay Rambarassah	Non-Executive	6/8
Mrs. Anista Devi Indira Ramphul-Punchoo	Non-Executive	7/8
Dr. Rajcoomar Auckloo	Independent	8/8
Mr. Goolabchund Goburdhun, G.O.S.K. (Up to 13 November 2024)	Independent	4/4

CORPORATE GOVERNANCE REPORT (CONT'D)

PRINCIPLE 2 – The Structure of The Board And Its Board Committees (Cont'd)

Board Committees

The Board has established Committees to assist in fulfilling its responsibilities. The Board acknowledges that delegating authorities to these Committees does not detract it from its responsibility to discharge its fiduciary duties to the Fund.

As focal point of the Corporate Governance system, the Board is ultimately responsible and accountable for the performance and affairs of the Fund. The following Committees have been established to assist the Board and its Directors in discharging their duties through a more comprehensive evaluation of specific issues, followed by well-considered recommendations to the Board: -

- Audit & Risk Committee;
- Corporate Governance Committee; and
- Investment Committee.

The objectives of these Committees are (i) to bring focus and appropriate expertise and specialisation to the consideration of specific Board issues; (ii) to enhance Board efficiency and effectiveness; (iii) to enable key issues to be studied in depth; and (iv) to make recommendations to the Board.

The Board reviews each Committee's Charter which sets out the roles, responsibilities, scope of authority and composition of the Committee. The Board ensures that the Fund is being managed in line with the Fund's objectives through deliberations and reporting of its various Committees.

Audit & Risk Committee

The Audit & Risk Committee is governed by a Charter in line with the provisions of the Code. The Charter of the Committee was approved by the Board and is available on the website of the Fund.

The Board considers that the members of the Audit & Risk Committee are appropriately qualified to discharge their responsibilities of the Audit & Risk Committee.

The Audit & Risk Committee has the explicit authority to investigate any matter within its terms of reference. In addition, the Audit & Risk Committee has full access to and co-operation of Management as well as full discretion to invite any Director to attend its meetings.

CORPORATE GOVERNANCE REPORT (CONT'D)

PRINCIPLE 2 – The Structure of The Board And Its Board Committees (Cont'd)

Audit & Risk Committee (Cont'd)

The duties of the Audit & Risk Committee include amongst others: -

- Examining and reviewing the quality and integrity of the financial statements of the Fund including its annual report;
- Compliance with IFRS Accounting Standards and legal requirements;
- Review the adequacy and effectiveness of the Fund's systems of internal control, including internal financial control and business risk management and maintaining effective internal control systems;
- Reviewing the annual compliance work plan and other reports from the Compliance function;
- Ensuring the Internal Auditor has direct access to the Chairperson of the Board and to the Chairperson of Committee and is accountable to the Committee;
- Consider and make recommendations to the Board, to be put to shareholders for approval at the Annual Meeting of Shareholders, in relation to the appointment, re-appointment and removal of the Fund's External Auditors; and
- Making recommendations to the Board as it deems appropriate, on any area within its remit where action or improvement is needed.

In performing its function, the Audit & Risk Committee meets with the internal and external auditors. Where necessary, the Audit & Risk Committee also meets separately with the internal and external auditors whereby any issue may be raised directly to the Audit & Risk Committee, without the presence of Management. The internal and external auditors have unrestricted access to the Audit & Risk Committee.

The Committee met four (4) times during the year. It examined the Audited Financial Statements, discussed issues raised by the External and Internal Auditors and deliberated on their recommendations and considered the annual compliance plan and the statutory compliance report of the Fund.

CORPORATE GOVERNANCE REPORT (CONT'D)

PRINCIPLE 2 – The Structure of The Board And Its Board Committees (Cont'd)

Audit & Risk Committee (Cont'd)

As from 26 September 2024, the Audit & Risk Committee has been re-constituted as follows:-

Directors	Role
Dr. R. Auckloo	Chairperson
Mr. V. Bhuguth	Member
Mr. Y. Aboobaker	Member
Mrs. A. D. I. Ramphul Punchoo	Member

Members and Attendance

Directors	Role	Audit & Risk Committee
Dr. R. Auckloo.	Chairperson	4/4
Mr. Y. Aboobaker, S.C., C.S.K.	Member	4/4
Mrs. A. D. I. Ramphul Punchoo (As from 26 September 2024)	Member	3/3
Mr. V. Bhuguth (Chairperson up to 26 September 2024)	Member	4/4

Corporate Governance Committee

The Corporate Governance Committee is governed by a Charter in line with the provisions of the Code. The Charter of the Corporate Governance Committee was approved by the Board and is available on the website of the Fund.

The Corporate Governance Committee is a useful mechanism for making recommendations to the Board on various corporate governance issues so that the Board remains effective and complies with good governance principles.

The duties of the Corporate Governance Committee include the following: -

- Oversee the implementation of the corporate governance framework;
- Review the position descriptions of the Chairperson, and Board Committee Chairs and recommend any amendment to the Board; and
- Review annually the size and composition of the Board as a whole.

The Committee met thrice (3) during the year. It examined the Corporate Governance Report for the financial year ended 30 June 2025 and the composition of the Board.

CORPORATE GOVERNANCE REPORT (CONT'D)

PRINCIPLE 2 – The Structure of The Board And Its Board Committees (Cont'd)

Members and Attendance

Directors	Role	Audit & Risk Committee
Mr. Y. Aboobaker, S.C., C.S.K.	Chairperson	3/3
Mr. V. Rambarassah	Member	3/3
Mrs. A. D. I. Ramphul-Punchoo	Member	3/3

Investment Committee

The Investment Committee is governed by a Charter which was approved by the Board and is available on the website of the Fund.

The main function of the Investment Committee is to advise the Board on asset allocation, investment policies, processes, strategies and on optimal risk/return level. During the year, the Committee reviewed the evolving financial market conditions and deliberated on investment opportunities available on both the local and international fronts and reviewed the asset allocation of the Fund. In addition, the Committee reviewed the exposure of the Fund in terms of investment in unquoted shares and discussed about options available to dispose of part of the shares held in unquoted shares to reduce concentration risk.

The Investment Committee met twice (2) during the year.

Members and Attendance

Directors	Role	Investment Committee
Mr. V. Rambarassah	Chairperson	2/2
Mr. Y. Aboobaker, S.C., C.S.K.	Member	2/2
Mr. V. Bhuguth	Member	2/2
Dr. R. Auckloo	Member	2/2

Directors' Profile

Existing Directors

Mr. Y. H. Aboobaker, S.C., C.S.K., holds a B.A (Hons) in Economics. He is a Senior Counsel practicing at the Bar Mauritius since March 1972 and sits on the board of some of the leading companies in Mauritius. Mr. Y. H. Aboobaker, S.C., C.S.K. was a Director of Compagnie Immobiliere Limitee and FUEL. He has been the Chairperson of the Bar Association and of the Electoral Supervisory & Boundaries Commission.

CORPORATE GOVERNANCE REPORT (CONT'D)

PRINCIPLE 2 – The Structure of The Board And Its Board Committees (Cont'd)

Directors' Profile (Cont'd)

Existing Directors (Cont'd)

Mr. V. Bhuguth is a Fellow of the Association of Chartered Certified Accountants (FCCA). He reckons 31 years of experience in accounting firms and holds a post-graduate diploma in International Tax Planning from the University of Miami. Mr. Bhuguth is presently leading a licensed audit firm. He is also Director of National Investment Trust since May 2024.

Mr. V. Rambarassah is a Fellow of the Association of Chartered Certified Accountants (FCCA) and holds an M.Sc. in Finance and Investment. He is currently Director Investment of National Pensions Fund. He has a wide experience in investment, accounting and finance fields. He was also Chairperson of The Eastern and Southern African Trade Development Bank.

Mrs. A. D. I. Ramphul Punchoo is Senior Investment Executive at The State Investment Corporation Limited (SIC). She holds a B.Sc. Econ, Banking and Finance from University of Cardiff Wales, UK. She is also member on several Boards of SIC Investee Companies such as Casino de Maurice Ltd and Rodrigues Educational Development Co Ltd.

Dr. R. Auckloo is a Fellow of the Association of Chartered Certified Accountants (UK 2000) and Fellow of the Mauritius Institute of Directors (FMIoD). He is also a Board Director of the University of Mauritius, since May 2022. Dr. Auckloo holds a PhD in Human Resource Development; an MBA with specialisation in Finance; M.Sc. Information Technology; B.Sc. (Hons) Accounting; a Diploma in Accountancy and a Certificate in Business Studies from the University of Mauritius. He joined the HRDC in 2005 as Manager – Corporate. He was appointed Director of the Human Resource Development Council (HRDC) in June 2009. He started his rich career as Officer / Executive Officer at the National Transport Authority in 1981 before he was promoted to Road Transport Inspector. He worked as Accounting Technician/Senior Accounting Technician and was subsequently appointed Financial & Management Analyst/Senior Financial & Management Analyst at the Management Audit Bureau - Ministry of Finance, where he worked for 10 years.

Former Director

Mr. G. Goburdhun, G.O.S.K (up to 13 November 2024) is a Fellow of the Association of Chartered Certified Accountants (FCCA) and holds an M.Sc. in Finance from the University of Mauritius. Mr. Goburdhun registered with the Mauritius Institute of Professional Accountants as 'Professional Accountant'.

CORPORATE GOVERNANCE REPORT (CONT'D)

PRINCIPLE 2 – The Structure of The Board And Its Board Committees (Cont'd)

Directorship in other companies

Company	Mr. G. Goburdhun, G.O.S.K (up to 13 November 2024).	Mr. V. Rambarassah	Mr. Y. H. Aboobaker, S.C., C.S.K.	Mrs. A. D. I. Ramphul Punchoo	Mr. V. Bhuguth	Dr. R. Auckloo
National Investment Trust Limited		√			√	
The State Investment Corporation Limited	√					
Capital Asset Management Ltd	√					
Prime Partners Ltd	√					
SIC Development Co. Ltd	√					
Casino de Maurice Limited	√					
Le Caudan Waterfront Casino Limited	√					
Grand Baie Casino Ltd	√					
Le Grand Casino du Domaine Limitee	√			√		
SIC Management Services Co. Ltd	√					
Guibies Holdings Ltd	√					
Guibies Properties Ltd	√					
Prime Real Estate Limited	√			√		
Compagnie Mauricienne D'Hippodromes Limitee	√					
EREIT Management Ltd	√					
MJTI Properties Co. Ltd	√					
Lakepoint Ltd	√					
State Investment Finance Corporation Ltd	√					
Le Val Development Co. Ltd	√					
SBM (Mauritius) Infrastructure Development Company Ltd	√					
Mauritius Technologies Holdings Ltd				√		
Industrial Finance Corporation of Mauritius (Equity) Ltd	√					
National Real Estate Ltd	√					
Mauritius Cargo Community Services Ltd	√					
Air Mauritius Limited	√					
Air Mauritius Holdings Ltd	√					
Airports of Mauritius Ltd	√					
Pointe Coton Resort Hotel Co Ltd	√					

CORPORATE GOVERNANCE REPORT (CONT'D)

PRINCIPLE 2 – The Structure of The Board And Its Board Committees (Cont'd)

Directorship in other companies (Cont'd)

Company	Mr. G. Goburdhun, G.O.S.K (up to 13 November 2024).	Mr. V. Rambarassah	Mr. Y. H. Aboobaker, S.C., C.S.K.	Mrs. A. D. I. Ramphul Punchoo	Mr. V. Bhuguth	Dr. R. Auckloo
Ebene CarPark Ltd	√					
Lottotech Ltd	√					
Mauritius Estate Development Corporation Ltd	√					
Mauritius Shipping Co. Ltd	√					
Côte d'Or International Racecourse and Entertainment Complex Ltd	√					
Beach Casino Ltd				√		
Sun Casino Ltd				√		
Mauritius Revenue Authority					√	
Island Resorts Ltd				√		
Eastern and Southern African Trade Fund		√				
The Eastern and Southern African Trade Development Bank		√				
SBM Bank (Mauritius) Ltd		√				

Directorship on listed companies

Mr. G. Goburdhun, G.O.S.K. was a Non-Executive Director of Lottotech Ltd.

Mr. V. Rambarassah is member of the Board of National Investment Trust Limited and SBM Bank (Mauritius) Ltd.

Mr. V. Bhuguth is member of the Board of National Investment Trust Limited.

The other Board Members of the Fund do not hold directorship on Listed Companies.

PRINCIPLE 3 – Directors Appointment Procedures

“There should be a formal, rigorous and transparent process for the appointment, election, induction and re-election of Directors. The search for Board candidates should be conducted, and appointments made, on merit, against objective criteria (to include skills, knowledge, experience, and independence and with due regard to the benefits of diversity on the Board, including gender). The Board should ensure that a formal, rigorous and transparent procedure be in place for planning the succession of all key officeholders.”

The Constitution of the Fund provides that the minimum number of directors shall be five (5) and the maximum shall be nine (9).

CORPORATE GOVERNANCE REPORT (CONT'D)

PRINCIPLE 3 – Directors Appointment Procedures (Cont'd)

Appointment of Directors

The Board carefully considers the needs of the Fund in appointing Board Members. The following factors are considered: -

- Skills, knowledge and expertise required on the Board;
- Skills, knowledge and expertise of the proposed Director;
- Previous experience as a Director;
- Specific roles required on the Board such as Chairperson of a Committee;
- Balance required on the Board such as gender and age;
- Independence where required;
- Amount of time the proposed Director is able to devote to the business of the Board; and
- Conflicts of interests.

As per the Charter of Corporate Governance Committee, the role of the said Committee in respect of nomination of Directors includes the following:-

- (i) To keep under review the leadership needs of the Fund, both executive and non-executive, with a view to ensuring the continued ability of the Fund to compete effectively in the marketplace; and
- (ii) To identify and nominate for the approval of the Board, candidates to fill board vacancies as and when they arise.

Any proposed appointee on the Board is required to disclose business interests that may result in a conflict of interest and to report any future business interests that could result in a conflict of interest.

The Board considers its succession very carefully and assumes responsibility for succession planning. The Corporate Governance Committee is responsible to give consideration to succession planning for Directors in the course of its work, taking into account the challenges and opportunities facing the Fund, the skills and expertise needed on the Board in the future.

Professional Development

The Board reviewed regularly the professional development and on-going training of Directors. During the Board evaluation exercise, the Board Members are invited to indicate any training development programme they require.

CORPORATE GOVERNANCE REPORT (CONT'D)

PRINCIPLE 3 – Directors Appointment Procedures (Cont'd)

Induction

On appointment to the Board, all Directors receive a formal induction program designed to provide them with sufficient knowledge and understanding of the nature of business, opportunities and challenges, to enable them to effectively contribute to strategic discussions and oversight of the Fund. The topics covered by the induction include the Board Charter, which clearly outlines their duties and obligations, the Code for Corporate Governance in Mauritius, the Risk Management Framework and introduction to key stakeholders. They are also provided with the Fund's relevant constitutive documents.

Election and Re-election of Directors

Each Director is elected by a separate resolution at the Annual Meeting of Shareholders until the next Annual Meeting.

Article 34.4 of the Constitution provides that the Board may appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors but so that the total number of Directors shall not at any time exceed the number fixed in accordance to the Constitution. The Director appointed to fill up a casual vacancy or as an addition to the existing Directors holds office only until the next Annual Meeting.

PRINCIPLE 4 - Director Duties, Remuneration And Performance

“Directors should be aware of their legal duties. Directors should observe and foster high ethical standards and a strong ethical culture in their organisation. Each director must be able to allocate sufficient time to discharge his or her duties effectively. Conflicts of interest should be disclosed and managed. The Board is responsible for the governance of the organisation's information, information technology and information security. The Board, committees and individual directors should be supplied with information in a timely manner and in an appropriate form and quality to perform to required standards. The Board, committees and individual directors should have their performance evaluated and be held accountable to appropriate stakeholders. The Board should be transparent, fair and consistent in determining the remuneration policy for directors and senior executives.”

Legal Duties

All Directors are fully aware of their legal duties as laid out in the Mauritius Companies Act 2001, the Constitution and other applicable laws.

Code of Ethics

The Fund has outsourced its management to CAM which is an established fund management company licensed by the Financial Services Commission as a CIS Manager.

CORPORATE GOVERNANCE REPORT (CONT'D)

PRINCIPLE 4 - Director Duties, Remuneration And Performance (Cont'd)

Code of Ethics (Cont'd)

CAM has adopted an appropriate Code of Ethics and Business conduct. The Code of Ethics is accessible on the website of CAM. The Board regularly monitors and evaluates compliance with the Code of Ethics.

Conflict of Interest

Board Members have a fiduciary duty to declare any conflict of interest that they may have in relation to business matters. In their capacity as Board Members, they must subordinate personal individual business, third-party and other interests to the welfare and best interests of the Fund. A conflict of interest occurs when a present transaction or relationship might conflict with a Board Member's obligations owed to the Fund and the Board Member's personal, business or other interests.

The Fund ensures that Directors declare any interest and report to the Chairperson and Company Secretary any related party transactions. A register of conflicts of interests is kept by the Company Secretary. All conflicts of interest and related-party transactions have been conducted in accordance with the Code of Ethics adopted by the Fund.

Information, IT and Information Security Governance

The Board of Directors ensures that appropriate resources are allocated for the implementation of an information and IT security framework. CAM has in place an Information Security policy which is regularly reviewed. It has implemented security policies to ensure that data is safeguarded both within its premises as well as those hosted on the server including access rights granted only to authorised personnel, password expiry and complexity policy implemented and backup of digital information. Testing of daily backup of the server are also conducted on a regular basis by the IT department. CAM also has in place a Disaster Recovery Plan which ensures that in the event of a major disaster that causes the site to be unavailable, systems and business operations will be restored at a backup site within two working days.

Board Information

The Chairperson is responsible for ensuring that the directors receive accurate, timely and clear information. The Company Secretary's responsibilities include ensuring good information flows within the Board and its Committees and between senior management and non-executive directors. Management has an obligation to provide accurate, timely and clear information. Directors seek clarification or amplification where necessary.

The Board ensures that Directors have access to independent professional advice at the Fund's expense in cases where the Directors judge it necessary for discharging their responsibilities as directors.

All Directors keep information relating to the Fund, gathered in their capacity as directors, strictly confidential and private and do not divulge them to anyone without the authority of the Board.

CORPORATE GOVERNANCE REPORT (CONT'D)

PRINCIPLE 4 - Director Duties, Remuneration And Performance (Cont'd)

Directors & Officers Liability Insurance

The Fund has contracted with the National Insurance Co. Ltd a Directors & Officers Liability Insurance cover in respect of legal action or liability that can arise against its Directors and Officers. The cover does not provide insurance against fraudulent, malicious or willful acts or omissions.

Board Evaluation

In view to enhance the Board's effectiveness, the Fund has established a system of appraisal to assess the performance of the Board and sub-committees periodically. The appraisal focuses on the major governance issues relevant to the Board.

No independent Board Evaluator was appointed. The Board Evaluation was conducted during the year. Directors were invited to fill in a survey form prepared by the Company Secretary in consultation with the Chairperson of the Board and Chairperson of Corporate Governance Committee, to seek the views, opinion and recommendations of Directors. The Company Secretary compiled the feedback and ratings received which were considered by the Corporate Governance Committee and Board. The Board is well run and Directors continue to demonstrate a collaborative and constructive mindset creating a conducive environment at Board level.

Statement of Remuneration Philosophy

The Directors are remunerated for their knowledge, experience and insight. The remuneration policy is to reward the collective contribution of Directors towards achievement of the Fund's objectives. The Directors' remuneration in similar companies is also used as a guide. The remuneration of Directors is reviewed at the Annual Meeting of Shareholders.

The table below depicts the total fees earned by Directors during the year under review in their capacity as Board and Committee Members of PLF: -

Directors	Category	Directors' Remuneration
Mr. Y. Aboobaker, S.C., C.S.K.	Independent	266,000
Mr. V. Bhuguth	Independent	258,000
Mr. V. Rambarassah	Non-Executive	240,000
Mrs. A. D. I. Ramphul Punchoo	Non-Executive	224,000*
Dr. R. Auckloo	Independent	262,000
Mr. G. Goburdhun, G.O.S.K. (Up to 13 November 2024)	Non-Executive	88,667*

*The Directors' remuneration for Mrs. A. D. I. Ramphul-Punchoo and Mr. G. Goburdhun, G.O.S.K. were paid to The State Investment Corporation Limited.

CORPORATE GOVERNANCE REPORT (CONT'D)

PRINCIPLE 4 - Director Duties, Remuneration And Performance (Cont'd)

Statement of Remuneration Philosophy (Cont'd)

The Directors have not received remuneration in the form of share options or bonuses associated with the Fund's performance. All Directors' remuneration is fixed, and they do not benefit from any long-term incentive plan.

PRINCIPLE 5 - Risk Governance And Internal Control

"The Board should be responsible for risk governance and should ensure that the organisation develops and executes a comprehensive and robust system of risk management. The Board should ensure the maintenance of a sound internal control system."

The Board of directors is responsible for determining the overall strategic direction and the proper risk management strategy and policies of the Fund. It sets the appropriate risk level and tolerance of the Fund. A risk register has been developed, and this covers all the major risk areas in which the Fund has significant exposure. The risk management strategy is based on diversification and acceptable levels of exposure/limits to different asset classes, currencies, issuers, regions and risk levels.

The risk register is periodically assessed relative to changes in market conditions and tactical re-allocations. The CIS Manager, CAM, is responsible for implementing the risk strategy and policies approved by the Board of Directors. It oversees the day-to-day risk management issues in line with the approved strategy, policies and procedures. The Audit & Risk Committee regularly reviews the organisation's strategic, financial, operational and compliance risk.

In addition, the internal auditors ensure that appropriate controls are in place to mitigate all potential risk areas of the Fund and their recommendation is considered by the Audit & Risk Committee and the Board on a regular basis.

Assurance on risk management processes

The Board relies on the internal and external auditors who report directly to the Audit & Risk Committee on a regular basis for identification of any deficiency noted in internal processes and controls, compliance issues and any material misstatements in the financial reports.

The principal risks faced by the Fund and the way in which each is managed are as follows:

CORPORATE GOVERNANCE REPORT (CONT'D)

PRINCIPLE 5 - Risk Governance And Internal Control (Cont'd)

Operational Risk

Operational risk is defined as “the risk of loss resulting from inadequate or failed internal processes, people and systems or from external events.” The main areas of risk of loss are risks relating to internal fraud due to unauthorised activity, theft or fraud due to theft, systems’ security failure or tampering, improper market practices, damage to physical assets due to disaster, compliance risks, reputational risks and inaccurate reporting.

The Fund does not have any employees: its day-to-day management is carried out by CAM which has adequate logistics, experience and technical capabilities to carry out its contractual obligations vis-à-vis the Fund. In this respect, CAM absorbs most of the operational risks of the Fund. CAM has established control procedures to mitigate any operational risks related to the management of the Fund such as documented procedures manuals and process flows, segregation of duties and independent compliance audit. CAM’s IT support team ensures that technological risks are minimised through frequent system maintenance and updates, restricted access to external parties and data backup system. An Employee Information & Communication Technology Usage Agreement has been signed by CAM staff members to ensure their adherence to terms, policies and procedures to minimise risks.

Financial risk factors

Please refer to note 4 of the Notes to the Financial Statements.

Solvency risk

Solvency risk is minimal since the Fund has no debt.

Frameworks and processes for the sound management of risk and Internal Controls

The internal audit function was outsourced to Messrs. NJC Associates, Chartered Accountants for reviewing the effectiveness of the Fund’s systems of internal control, including internal financial control and business risk management and maintaining effective internal control systems. This ensures that appropriate frameworks and effective processes are in place for a sound management of risk.

Management is responsible for the implementation of internal control and risk management systems under the supervision of the Audit & Risk Committee which ensures that proper accounting records are maintained and that the strategies and policies adopted by the Board are being implemented.

The Internal Auditor covers all key areas of activities, including IT. Any deviation in policies and non-performance of internal control are duly reported and discussed at large at Management and Audit & Risk Committee levels.

CORPORATE GOVERNANCE REPORT (CONT'D)

PRINCIPLE 5 - Risk Governance And Internal Control (Cont'd)

Frameworks and processes for the sound management of risk and Internal Controls (Cont'd)

Based on the issues or risks identified by the internal and external auditors, their recommendations and management actions adopted to mitigate the risks, the Board receives assurance that the internal control systems are adequate and effective. Subsequently, the Board ensures that controls in place result in an acceptable level of risk with the Audit and Risk Committee overseeing the effectiveness of the Fund's internal control systems.

There has been no identification of any significant areas which was not covered by the internal auditors during the year. Based on the internal audit report and review of the Board on the internal control systems, no major risk or deficiency has been found in the Fund's system of internal controls. The Board is ultimately responsible for the Fund's system of internal control and for reviewing its effectiveness.

The Board ensures that risk management policies are communicated to management and all other employees as appropriate to their roles within the Fund and ensures that the communication is effective and understood

Whistle-blowing rules and procedures

For any suspicious or illegal transactions or behaviour, officers and directors are encouraged to reports promptly to the Money Laundering Reporting Officer as per the Financial Intelligence and Anti Money Laundering Act 2002 and Prevention of Corruption Act 2002. The Fund Manager has also adopted a Whistle-blowing Policy which has been shared with all employees.

PRINCIPLE 6 - Reporting With Integrity

"The Board should present a fair, balanced and understandable assessment of the organisation's financial, environmental, social and governance position, performance and outlook in its annual report"

The Annual Report is published in full on the Fund's website.

CORPORATE GOVERNANCE REPORT (CONT'D)

PRINCIPLE 6 - Reporting With Integrity (Cont'd)

The Annual Report comprise several key elements:

- Performance review
- Economic and market review
- Principle risks faced by the Fund
- Corporate social responsibility and donations
- Environmental policy

In addition, the following is included on the website of the Fund:

- Annual report and accounts
- Board and committee charters
- Code of ethics
- Details on board and governance structure
- Dividend policy and declaration
- Financial Highlights
- Share price is updated daily

Corporate social responsibility and donations

For its CSR, the Fund has paid its contribution directly to the Mauritius Revenue Authority. No donation was made during the year.

Environmental Policy

Due to the nature of its activities, the Fund's operation has no direct impact on environment.

Safety and Health Issues

Management of the Fund is outsourced to CAM and the latter complies with the Occupational Safety and Health Act 2005 and other legislative and regulatory frameworks.

CORPORATE GOVERNANCE REPORT (CONT'D)

PRINCIPLE 6 - Reporting With Integrity (Cont'd)

Statement of Directors' Responsibilities

Directors acknowledge their responsibilities for:

- Adequate accounting records and for maintenance of effective internal control systems;
- Preparation of financial statements which fairly present the state of affairs of the Fund at end of the financial year and the cash flows for that period, and which comply with IFRS Accounting Standards;
- Using appropriate accounting policies supported by reasonable and prudent judgments and estimates;
- Ensuring that adequate accounting records and an effective system of internal controls and risk management have been maintained;
- Ensuring that appropriate accounting policies supported by reasonable and prudent judgments and estimates have been used consistently;
- Ensuring that the IFRS have been adhered to. Any departure has been disclosed, explained and quantified in the financial statements; and
- Ensuring that the Code of Corporate Governance has been adhered to in all material aspects. Reasons for non-compliance have been provided, where appropriate.

The External Auditors are responsible for reporting on whether the financial statements are fairly presented.

PRINCIPLE 7 - Audit

“Organisations should consider having an effective and independent internal audit function that has the respect, confidence and co-operation of both the Board and the management. The Board should establish formal and transparent arrangements to appoint and maintain an appropriate relationship with the organisation’s auditors”

Internal Audit

The role of Internal Audit is to provide independent and objective assurance to management and the Board of Directors through the Audit & Risk Committee. By following a systematic and disciplined approach, Internal Audit helps to accomplish the Fund’s objectives by evaluating and recommending improvements to operations, internal controls, risk management systems, and governance process.

The internal audit function was outsourced to Messrs. NJC Associates, Chartered Accountants. The latter is a professional firm and its internal audit department is adequately staffed with qualified auditors. The internal auditor reports to the Audit & Risk Committee at least once per year.

CORPORATE GOVERNANCE REPORT (CONT'D)

PRINCIPLE 7 – Audit (Cont'd)

Internal Audit (Cont'd)

The main areas, systems and processes covered by internal audit during the year were as follows:

- Share Registry – review the onboarding of individual investors and corporate investors
- Review purchases and redemptions of shares
- Review the design and operating effectiveness of the Share Registry System
- Review the operating effectiveness of dividend payments to shareholders
- Review and assess the process related to valuation, approval and reporting of Net Asset Value
- Review the design and operating effectiveness of the Accounting System, IT System including safeguards in place for IT Risks
- Review the design and operating effectiveness of the operational systems and procedures to safeguard the security, integrity and confidentiality of information, taking into account the nature of the information concerned.
- Review of agreement between the Fund and its service providers.

The Internal Auditors report directly to the Audit & Risk Committee, have unrestricted access to review all activities and transactions undertaken within the Fund and to appraise and report thereon. There was no restriction placed over the right of access by internal audit to the records, management or employees of the organisation.

The Internal Auditors have no operational responsibility or authority over any of the activities audited. Accordingly, they are not involved in internal controls, developing procedures, installing systems, preparing records, or engaging in any other activity that may impair the Internal Auditor's judgement.

External Audit

Nexia Baker & Arenson were re-appointed as the External Auditors for the financial year ended 30 June 2025 at the Annual Meeting of Shareholders held in December 2024. They have been in office for the last two consecutive years for the audit of the financial statements of the Fund.

The Audit & Risk Committee ensures that the External Auditors are rotated at least every 7 years. The approach to appointing External Auditors is done through a tendering process. The last tender exercise was conducted in November 2023.

CORPORATE GOVERNANCE REPORT (CONT'D)

PRINCIPLE 7 - Audit (Cont'd)

Meeting with Audit & Risk Committee

The External Auditors meet with the Chairperson of the Audit & Risk Committee as and when they find it necessary, without the presence of Management. During such meetings, they discuss on matters such as the financial statements of the Fund, timeline of the audit, the audit approach, the accounting principles and critical policies adopted.

Evaluation of the Auditors

The Audit & Risk Committee evaluates the performance of External Auditors annually, to make an informed recommendation to the Board for their reappointment. The Audit & Risk Committee assesses the qualifications and performance of the auditors, the quality of the Auditor's communications with the Audit & Risk Committee and the Auditor's independence, objectivity and professional scepticism.

The key issues raised by the External Auditors are discussed at the Audit & Risk Committee and Management is invited to explain and take remedial measures.

Information on non-audit services

The Fund has appointed Nexia Baker & Arenson for tax compliance services. The fees charged for this service is Rs 26,500 excluding VAT for the year ended 30 June 2025.

The audit and tax departments of Nexia Baker & Arenson are separate departments. The manager and signing partner for the provision of each service are different persons.

PRINCIPLE 8 - Relations With Shareholders and Other Key Stakeholders

"The Board should be responsible for ensuring that an appropriate dialogue takes place among the organisation, its shareholders and other key stakeholders. The Board should respect the interests of its shareholders and other key stakeholders within the context of its fundamental purpose"

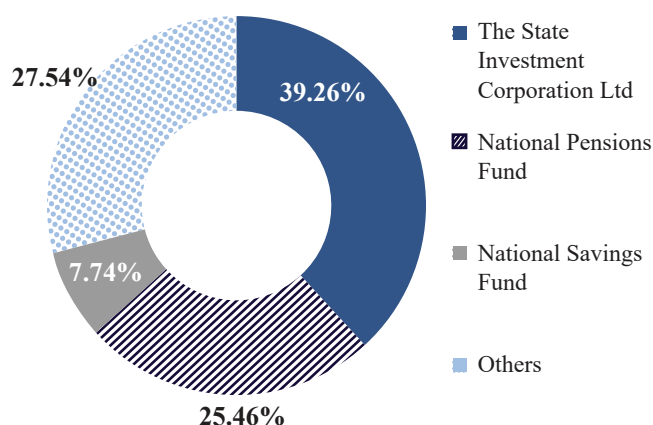
Share Capital Structure

The holding structure of Port-Louis Fund Ltd as at 30 June 2025 was as follows: -

CORPORATE GOVERNANCE REPORT (CONT'D)

PRINCIPLE 8 - Relations With Shareholders and Other Key Stakeholders (Cont'd)

Share Capital Structure (Cont'd)



Shareholder	% of share capital
The State Investment Corporation Limited	39.26
National Pensions Fund	25.46
National Savings Fund	7.74
Others	27.54
TOTAL	100.00

Shareholders holding more than 5% share capital of the Fund as at 30 June 2025:

Shareholder	No. of Shares	% of share capital
The State Investment Corporation Limited	19,688,443	39.26%
National Pensions Fund	12,766,470	25.46%
National Savings Fund	3,882,297	7.74%

Shareholding analysis as at June 30, 2025

Range (No. of shares)	No. of Shareholders	No. of shares	% of share capital	% of all shareholders
1 – 1,000	2,809	1,102,867	2.20	66.61
1,001 – 5,000	858	2,351,000	4.69	20.35
5,001 – 10,000	308	2,416,832	4.82	7.30
10,001 – 25,000	167	2,743,523	5.47	3.96
25,001 – 50,000	45	1,523,010	3.04	1.07
50,001 – 100,000	18	1,358,786	2.71	0.43
100,001 – 1,000,000	9	2,315,933	4.62	0.21
Over 1,000,000	3	36,337,210	72.45	0.07
Total	4,217	50,149,161	100.00	100.00

Category of Shareholders as at 30 June 2025

Shareholders Type	No. of shareholders	No. of shares	% shareholding
Individuals	4,163	11,281,561	22.50
Corporate Bodies and others	54	38,867,600	77.50
Total	4,217	50,149,161	100.00

CORPORATE GOVERNANCE REPORT (CONT'D)

PRINCIPLE 8 - Relations With Shareholders and Other Key Stakeholders (Cont'd)

Company Key Stakeholders

The Fund continuously engages with its stakeholders to understand the concern and priorities. The Board ensures that the Fund maintains constructive relationships and dialogue with its stakeholders. The Fund's key stakeholders and its interactions are as follows: -

Shareholders

All Shareholders are entitled to voting rights in proportion of their shareholding. Each share carries one vote.

CIS Manager ("Fund Manager")

The Fund has an Investment Management Agreement with CAM.

CAM supplies the necessary skills and expertise to deliver as mandated. Representatives of the Fund Manager attend all Board/Committee Meetings of the Fund. There exist fair payment practices between the Fund and the Fund Manager.

Registrar and Transfer Office

The Fund has an agreement with Prime Partners Ltd (PPL) to provide Registrar and Transfer Office Services. The Registry participates in events organised by the Fund and they work in a spirit of partnership with the Fund Manager. Daily communication take place between Registry and the Fund Manager. There is a good working relationship between the Fund Manager and the Registry.

Custodian Services - Local

The Fund has an agreement with SBM Bank (Mauritius) Ltd to provide custodian services for its local and foreign investments. The Fund ensures fair and reasonable contract terms, timely payment of custodian fees and timely and effective decisions between the two parties.

Custodian Services - Foreign

The Fund has an agreement with ICICI Bank Ltd of India to provide custodian services for its investments in the Indian stock market. The Fund ensures fair and reasonable contract terms, timely payment of custodian fees and timely and effective decisions between the two parties.

Regulators

Relationships with the regulators, mainly the Financial Services Commission, the Registrar of Companies and the Mauritius Revenue Authority are considered as critical for good running of the Fund.

CORPORATE GOVERNANCE REPORT (CONT'D)

PRINCIPLE 8 - Relations With Shareholders and Other Key Stakeholders (Cont'd)

Regulators (Cont'd)

The Fund maintains relationship with its regulators through written communications, filing of returns and financial reports, participation in forums, conferences and workshops as well as compliance with relevant legislations.

These relationships are viewed as strategic partnerships to ensure that the Fund upholds and maintains best practices with full transparency.

Contract with Shareholders

The Fund does not have any contract with Shareholders, except a Liquidity Contract with The State Investment Corporation Limited, to ensure that there is sufficient liquidity to complete transactions on demand for, and supply of, the Fund's shares.

Conduct of Shareholders' Meetings

All Directors and the External Auditor are invited to attend Shareholders' meetings.

The Constitution allows a Shareholder of the Fund to appoint a proxy whether a Shareholder or not, to attend and vote on his/her behalf.

At the Shareholders' meeting, each issue is proposed in a separate resolution:-

- The approval of the Annual Report and Audited Financial Statements;
- The ratification of dividend (if applicable);
- The election or re-election of Board Directors on an annual basis;
- The appointment or re-appointment of Auditors under section 200 of the Mauritius Companies Act 2001; and
- Any other matter which may require the Shareholders' approval.

Communication with the Shareholders

Communication regarding the Fund with its Shareholders takes place by way of the daily publication of the Net Asset Value per share of the Fund and monthly factsheet detailing the performance, on its website, www.portlouisfund.com.

The Shareholders are also invited to the Annual Meeting where they are encouraged to interact with directors and ask questions or seek clarifications from the Board and Management regarding the Fund. Furthermore, any queries addressed to the Registry and/or the Fund Manager, are promptly attended to.

CORPORATE GOVERNANCE REPORT (CONT'D)

PRINCIPLE 8 - Relations With Shareholders and Other Key Stakeholders (Cont'd)

Communication with the Shareholders (Cont'd)

A statement of holdings, including the value of investments, is sent to every Shareholder annually.

Annual Meeting of Shareholders

The Annual Meeting of Shareholders is usually held towards the end of the calendar year. Appropriate notice of meeting is given to the Shareholders.

Calendar of Events

The following is a schedule of annual events:

Date	Event
June	Declaration of Dividend
June	End of Financial Year
July	Payment of Dividend
December	Annual Meeting of Shareholders

STATEMENT OF COMPLIANCE

(Section 75 (3) of the Financial Reporting Act)

Name of PIE : Port-Louis Fund Ltd

Reporting period : Financial year ended 30 June 2025

We, the Directors of Port-Louis Fund Ltd (the “Fund”), confirm to the best of our knowledge that the Fund has complied with all of its obligations and requirements under the Code of Corporate Governance except for the following section:

Principle 2: The Structure of the Board and its Board Committees

Executive Directors

The recommendation of the Code is to have at least two Executive Directors on the Board.

The management of the Fund has been outsourced to Capital Asset Management Ltd (CAM) as CIS Manager. Given the circumstances, it has not been deemed necessary to appoint an executive director. Representatives of CAM attend Board/Committee meetings and assist the Directors in the decision-making process.

Independent Directors

The recommendation of the Code is to have at least two Independent Directors on the Board.

The Board currently has three Independent Directors amongst whom two Directors have served the Board for more than nine years. The Board is of the opinion that these Directors continue to exercise independent judgement and have demonstrated objectivity in their conduct and deliberations at both Boards’ and Committees’ level.

The Board is, however, actively engaged in looking for suitable additional Independent Directors.

Signed on behalf of the Board of Directors:



Dr. R. Auckloo
Director



Mr. V. Bhuguth
Director

13 October 2025



CERTIFICATE FROM THE SECRETARY UNDER SECTION 166(d) OF THE MAURITIUS COMPANIES ACT 2001

We certify, to the best of our knowledge and belief, that we have filed with the Registrar of Companies all such returns as are required of PORT-LOUIS FUND LTD, under the Mauritius Companies Act 2001, in terms of Section 166 (d), during the financial year ended 30 June 2025.

**Prime Partners Ltd
Company Secretary
Per Rajeev Bullyraz**

Registered office:

15th Floor, Air Mauritius Centre,
6, President John Kennedy Street
Port Louis
Republic of Mauritius

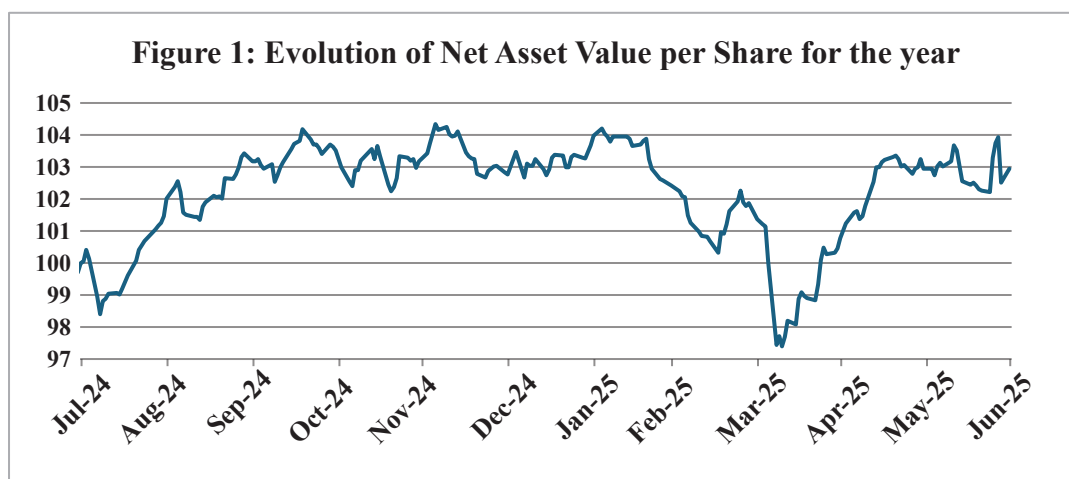
13 October 2025

Directors' Report

Fund Performance

Port-Louis Fund Ltd invests across multiple asset classes, including locally listed equities, unquoted shares, foreign investments, and fixed-income securities. For the financial year ended 30 June 2025, the Fund delivered a total return of 4.5%, reflecting steady progress, supported by gains from the locally listed and foreign investments.

Over the past five years, the Fund achieved a cumulative return of 60.0% (assuming the reinvestment of dividends), yielding an annualised return of 9.9%. The evolution of the NAV per share over the year is illustrated below in Figure 1:



During the year under review, a dividend of MUR 0.75 per share was paid to shareholders registered as at 27 June 2025, representing a total distribution of MUR 37.6 million. After accounting for this payout, the Net Asset Value (NAV) per share rose from MUR 43.85 to MUR 45.06 as at 30 June 2025, while total NAV rose from MUR 2,193.4 million in June 2024 to MUR 2,259.8 million in June 2025.

Asset Class Performance

Throughout the financial year, the Fund made tactical adjustments to take advantage of market opportunities and to reduce exposure to potential risks. The allocation across asset classes and their respective performance are summarized in Table 1.

Directors' Report (CONT'D)

Asset Class Performance (Cont'd)

Table 1: Portfolio Composition

Asset	Amount MUR'M	Weightage
Locally Listed Equity	524.0	23.2%
Unquoted Shares	910.7	40.3%
Foreign Investments	750.8	33.2%
Fixed Income Securities and Others	74.3	3.3%
Total	2,259.8	100.0%

Locally Listed Equity

The locally listed equity portfolio, representing 23.2% of total assets, delivered a return of 14.0% for the financial year ended 30 June 2025, after receiving a dividend income of MUR 18.9 million. In comparison, the SEMDEX and SEMTRI indices posted gains of 9.5% and 15.3%, respectively, while the DEMEX declined by 7.4%.

The market value of this asset class increased from MUR 477.3 million (FY 2024) to MUR 524.0 million (FY 2025). During the year, share disposals totalled MUR 19.3 million, while new investments of MUR 19.7 million were undertaken to optimise portfolio positioning and rebalance exposure.

The Financial sector remained the anchor of the asset class, accounting for nearly 47% of total market value, followed by Investments sector and Leisure and Hotels sector representing 23% and 12% respectively. Overall performance was supported by broad-based gains across key holdings and improved corporate earnings across major sectors and sustained investor confidence.

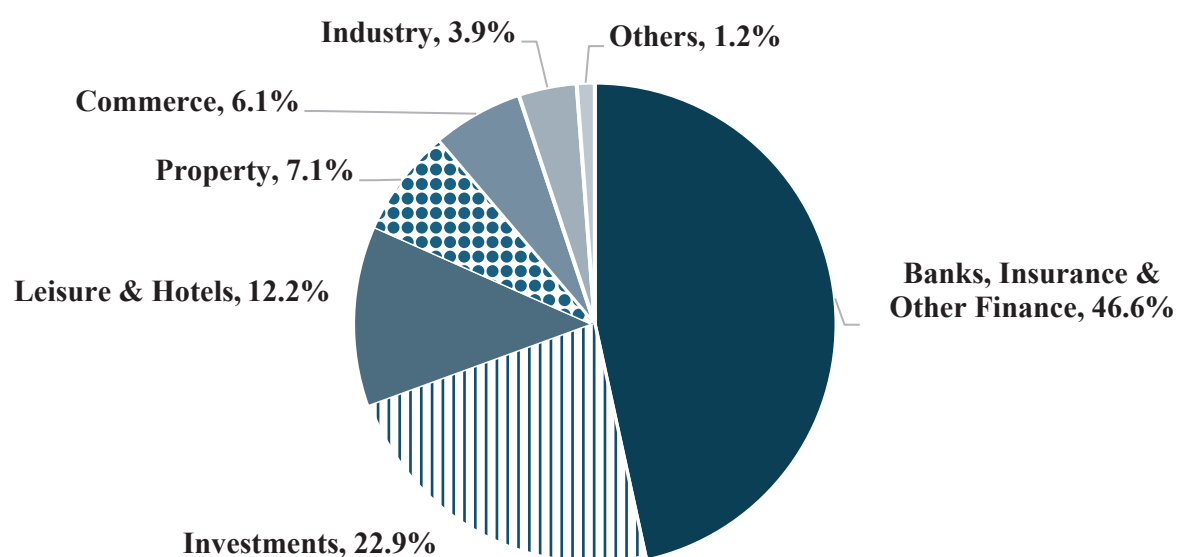
Directors' Report (CONT'D)

Asset Class Performance (Cont'd)

Locally Listed Equity (Cont'd)

The figure below demonstrates the sectoral breakdown of the locally listed equity portfolio.

Figure 2 - Sector Breakdown - Locally Listed Equity Portfolio



Unquoted Shares

The unquoted equity portfolio recorded a total return of 1.7%, closing at MUR 910.7 million as at June 2025, compared to MUR 921.7 million in June 2024. The result reflects the current valuation as determined by Board following a revaluation exercise carried out to re-assess the fair value based on company fundamentals and market parameters. Based on a conservative approach, the Board maintained the value of SICOM as previous year's level, while the valuation of Maurinet Investment Ltd was adjusted downward due to several of its new projects remaining in the development phase.

Directors' Report (CONT'D)

Asset Class Performance (Cont'd)

Unquoted Shares (Cont'd)

While no acquisitions or disposals were made within this asset class during the financial year, dividend income amounting to MUR 26.4 million was received. This segment represents a significant component of the Fund's asset base, equivalent to 40.3% of the total portfolio.

Top 3 Local Equity Holdings

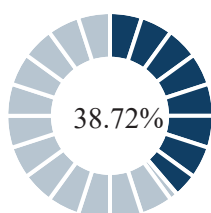
The combined market value of the top three local holdings of the Fund amounted to MUR 1,098.9 million as depicted below in Table 2, representing 76.6% of the local segment and 48.6% of the total portfolio.

Table 2: Top 3 Holdings Local Securities

Security	Amount (Million MUR)	% of Local Equity	% of Portfolio
SICOM	875.0	61.0%	38.7%
MCB Group Limited (Ordinary)	178.5	12.4%	7.9%
SBM Holdings Ltd	45.4	3.2%	2.0%
Total	1,098.9	76.6%	48.6%

Top 3 Holdings

SICOM

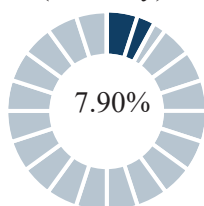


SICOM Group posted a positive performance for the year ended 30 June 2024, with revenue rising by 7.7% to MUR 4.3 billion, driven by strong growth in the Insurance segment, particularly General Insurance.

Total assets rose by 9.2% to MUR 28.6 billion, while profit before tax stood at MUR 1.2 billion, reflecting the impact of IFRS 17 adoption.

A dividend of MUR 737.9 per share was declared, from which the Fund earned MUR 23 million, generating a 2.6% return.

MCB Group Ltd (Ordinary)



MCB Group delivered robust results for the year ended 30 June 2025, with profit attributable to shareholders rising by 11.9% to Rs 17.3 billion.

Operating income rose by 13.9% to Rs 37.8 billion, driven by higher net interest income and strong non-interest income growth. Earnings per share reached Rs 19.5, while dividends paid increased to Rs 7 billion (Rs 24.0 per share). Capital ratios remained well above regulatory requirements.

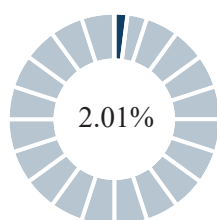
The Fund's investment in MCB generated a 19.5% return for the year.

Directors' Report (CONT'D)

Asset Class Performance (Cont'd)

Top 3 Local Equity Holdings (Cont'd)

SBM Holdings Ltd
(Ord)



SBM Group reported a strong performance for the six months ended 30 June 2025, with profit rising by 42.4% to MUR 3.3 billion. Customer deposits reached MUR 369.4 billion, while net loans and advances grew to MUR 175.0 billion, supporting 7.9% growth in net interest income.

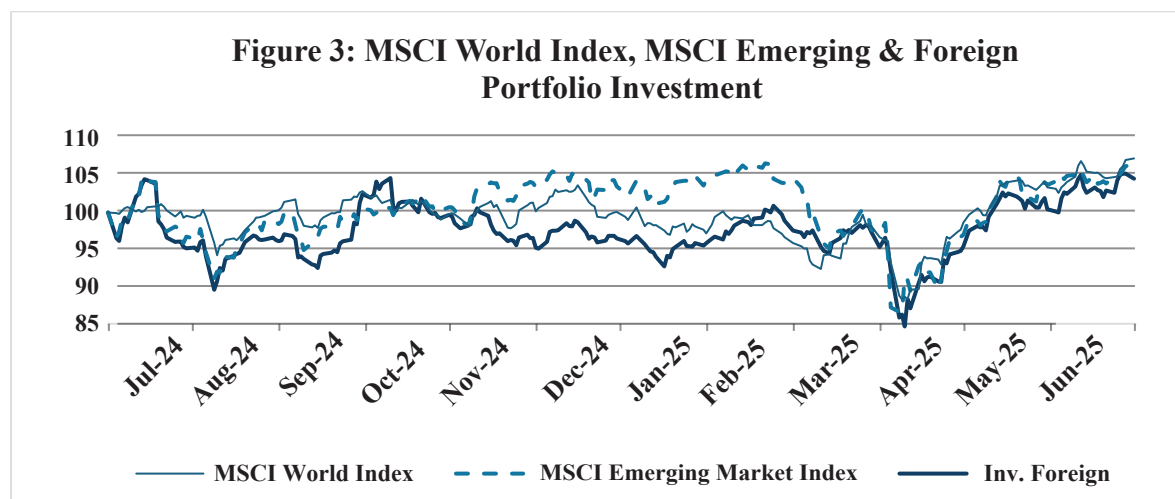
Non-interest income rose by 6.1% on higher fee and trading income. Capital adequacy remained solid with Tier 1 and total capital ratios stood 13.6% and 19.8%, respectively.

The Fund's investment in SBM delivered a 30.2% return.

Foreign Investments

The foreign investments segment, including the Indian portfolio, continued to play a vital role in diversifying the return drivers. The portfolio expanded from MUR 700.6 million in FY2024 to MUR 750.8 million in FY2025, representing 33.3% of total assets as FY 2025, and delivered a return of 6.2% in MUR terms.

Performance was supported by steady gains across global equity markets, as reflected by the MSCI World Index and the MSCI Emerging Markets Index, which posted returns of 6.5% and 4.6% respectively in MUR terms during the review period. The Fund's performance was broadly aligned with these benchmarks, aided by stable contributions from both developed and emerging market holdings. Detailed evolution of the foreign portfolio is depicted in Figure 3.



Directors' Report (CONT'D)

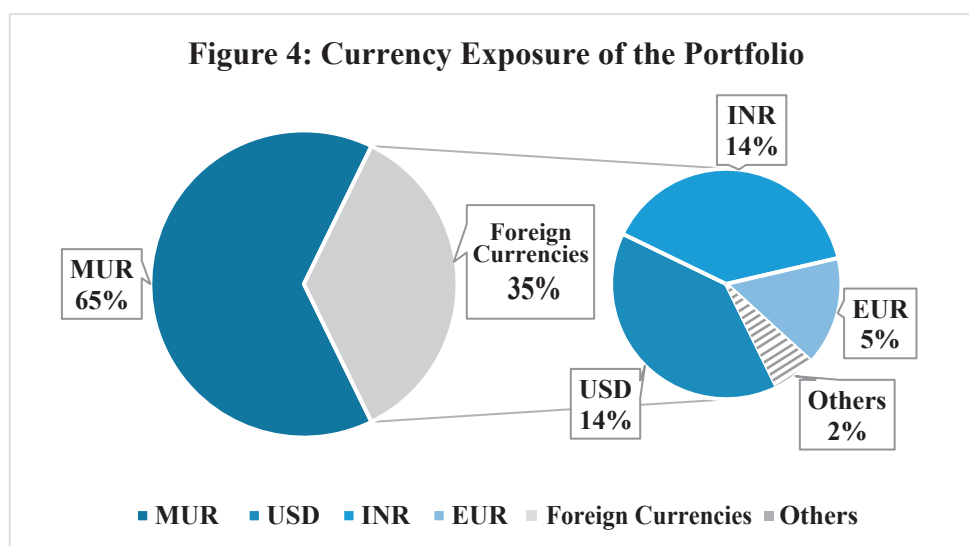
Asset Class Performance (Cont'd)

Foreign Investments (Cont'd)

The Fund's foreign investments (excluding India) are invested through leading global asset managers, including Franklin Templeton, Fidelity Investments, and BlackRock, among others. These managers employ diversified strategies across sectors, regions, and currencies to ensure balanced exposure and mitigate concentration risks. As a result, the Fund maintains broad geographic coverage across the US, Europe, and Asia-Pacific, capturing growth potential across key global economies while maintaining a stable overall risk profile.

Currency Distribution

The currency distribution of foreign investments (excluding India) is concentrated in the US Dollar (USD) and the Euro (EUR), while investments in India are denominated in the Indian Rupee (INR). This multi-currency structure provides both diversification and resilience against volatility in any single currency market. Figure 4 demonstrates the currency exposure in the foreign portfolio.



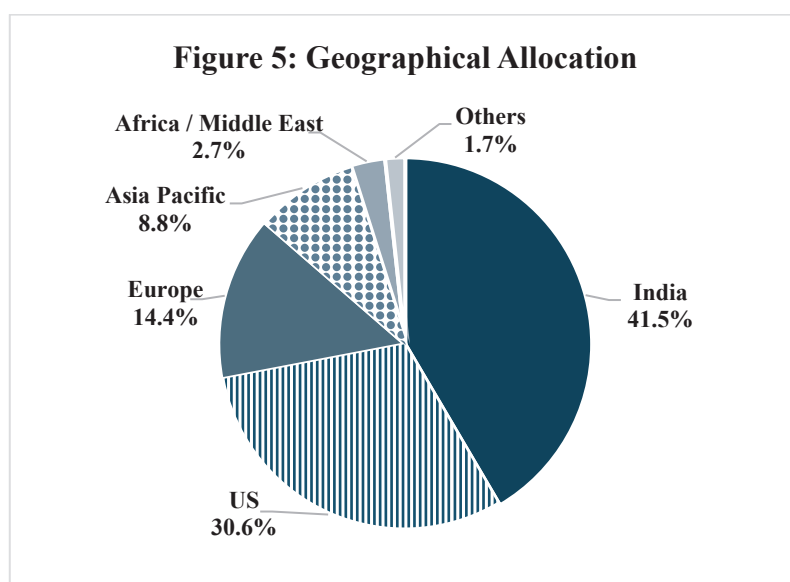
Geographic Allocation Breakdown

The Fund's foreign exposure remains well diversified geographically, with continued emphasis on large developed markets and selective exposure to high-growth emerging regions. As at 30 June 2025, the portfolio's geographical allocation were as shown in figure 5:

Directors' Report (CONT'D)

Asset Class Performance (Cont'd)

Geographic Allocation Breakdown (Cont'd)



The foreign segment continues to provide the Fund with broad market exposure, currency diversification, and access to global growth opportunities, reinforcing its role as a key pillar of the Fund's long-term strategy.

Table 3: Geographic Allocation Breakdown		
Country	Amount (Million MUR)	Weight (100%)
India	313.4	41.7%
US	229.8	30.6%
Europe	108.4	14.4%
Asia Pacific	65.9	8.8%
Africa / Middle East	20.4	2.7%
Others	13.0	1.7%
Total	750.8	100%

As at 30 June 2025, the Fund's five largest foreign holdings valued at MUR 217.0 million accounted for 49.7% of the foreign portfolio (excluding India) and 9.4% of the overall portfolio. These holdings reflect the Fund's focus on blue-chip global equities and sectoral leaders with sustainable growth potential.

Directors' Report (CONT'D)

Asset Class Performance (Cont'd)

Top 5 Foreign Fund Holdings

Table 4: Top 5 Holdings in Foreign Investments (excluding India)			
Funds	Market Value (Million MUR)	% of Foreign Portfolio (excl India)	% of portfolio
US Opportunities Fund (Franklin Templeton Investments)	59.9	13.7%	2.6%
US Blue Chip-A (T.Rowe Price)	53.5	12.2%	2.3%
World Fund (Fidelity)	43.7	10.0%	1.9%
Global Technology Funds (Fidelity)	40.8	9.3%	1.8%
Global Financial Services Fund (Fidelity)	19.2	4.4%	0.8%
Total	217.0	49.7%	9.4%

Indian Portfolio

The Indian equity portfolio recorded an increase of 4.7% in INR terms, rising from INR 562.7 million to INR 589.2 million as at 30 June 2025. In Mauritian Rupee terms, the gain was 1.03%, reflecting the depreciation of the Indian rupee from an effective exchange rate of MUR 0.57 (FY 2024) to MUR 0.55 (FY 2025) per INR. Despite currency headwinds, performance remained resilient, supported by solid earnings across leading private banks.

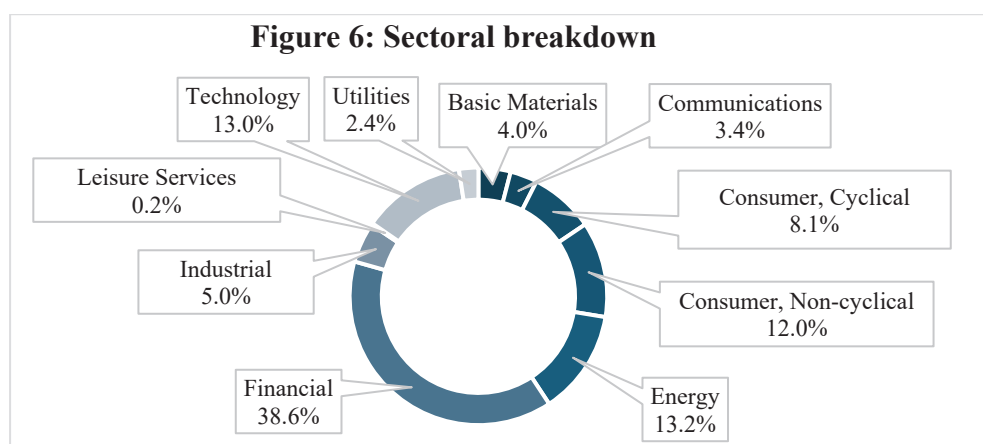
Table 5: Top 5 Holdings in Indian Portfolio			
Security	Market Value (Million MUR)	% of Indian Portfolio	% of portfolio
HDFC Bank Ltd	49.0	15.6%	2.2%
ICICI Bank Ltd	38.5	12.3%	1.7%
Reliance Industries Ltd	36.3	11.6%	1.6%
Infosys Ltd	22.6	7.2%	1.0%
Larsen & Toubro Ltd	15.8	5.0%	0.7%
Total	162.2	41.7%	7.2%

The financial sector continued to anchor portfolio performance, accounting for nearly 45% of total market value. HDFC Bank Ltd, the largest holding, rose from INR 74.9 million to INR 89.0 million (+18.9%), while ICICI Bank Ltd advanced from INR 58.1 million to INR 70.0 million (+20.4%). Both counters benefited from expanding loan books and higher net interest margins. The strongest contributors to performance were HDFC Bank, ICICI Bank, Sun Pharma, and Mahindra & Mahindra, while Tata Motors, Tata Consultancy Services Ltd, and Hero MotoCorp dragged on returns. Figure 6 illustrates the sectoral breakdown of the Indian Equity portfolio.

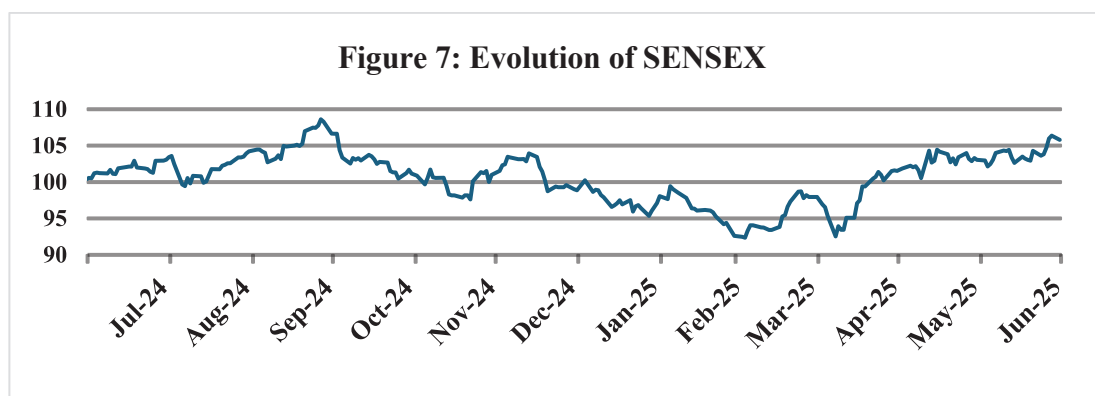
Directors' Report (CONT'D)

Asset Class Performance (Cont'd)

Indian Portfolio (Cont'd)



During the year ended 30 June 2025, the SENSEX gained 5.8% in INR terms. The period opened with sharp election-day volatility in June 2024 but quickly regained momentum as confidence returned. The market was supported by solid corporate earnings, steady inflation, and the RBI's 25 bps rate cut in February 2025.



Mid-cap valuations cooled and foreign outflows persisted at intervals, but strong domestic institutional buying and resilience in banking and consumer sectors underpinned market strength. The SENSEX closed the year on a higher note, reflecting a stable and constructive trend consistent with India's robust macroeconomic fundamentals and growth outlook.

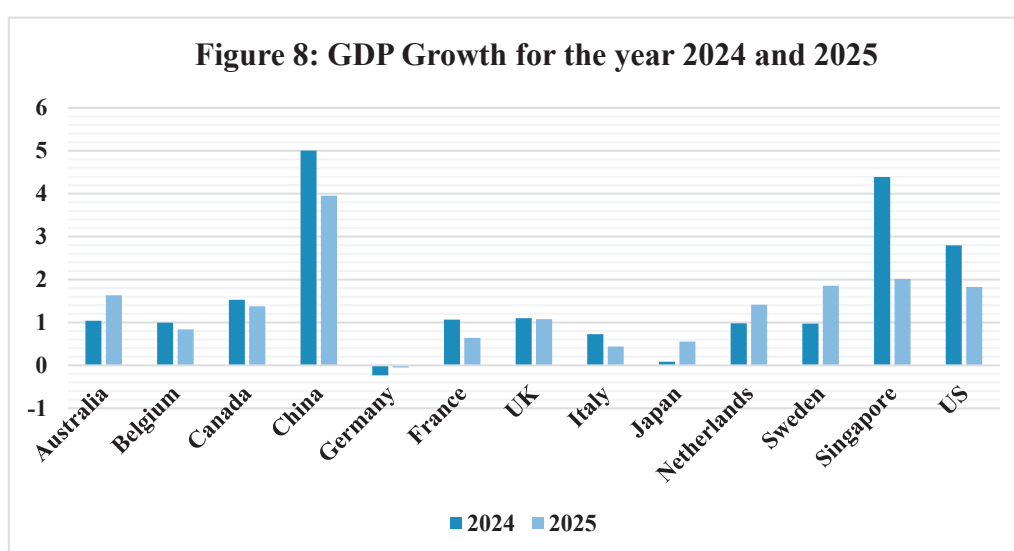
Global Economic and Market Review

The global economy demonstrated resilience and adaptability during the year ended 30 June 2025, as nations navigated rising protectionism, shifting supply chains, and diverging policy paths. The introduction of higher tariffs by US in early 2025, created uncertainty but global growth held firm as businesses restructured trade routes and diversified sourcing.

Directors' Report (CONT'D)

Global Economic and Market Review (Cont'd)

According to the IMF, global output is projected to expand by 3.2% in 2025, led by emerging markets, while advanced economies is expected to grow by a modest 1.6%, supported by steady consumption and selective policy easing. Inflation continued to decline, averaging 3.7%, while the OECD unemployment rate remained near historic lows at 4.9%, reflecting the strength of labour markets. Key country-level estimates (based on IMF aggregates and outlooks) are presented in Figure 8:



Source: IMF

(Note: Specific 2025 figures derived from IMF projections; actuals may vary slightly based on final data releases.)

Monetary policies diverged across regions: the U.S. Federal Reserve implemented two rate cuts, bringing its benchmark rate to 3.75–4.00%, while the European Central Bank maintained a cautious stance to anchor inflation expectations.

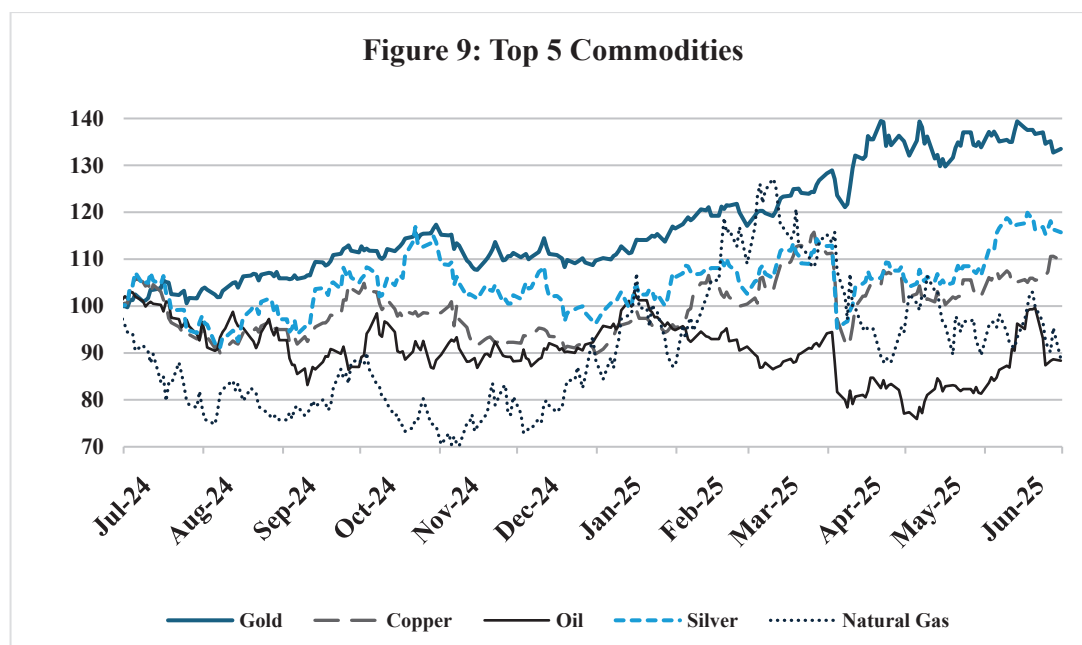
In Asia, China introduced targeted credit and fiscal support to counter property-sector weakness, and Japan sustained an accommodative policy stance to bolster domestic demand. India's economy remained buoyant, with GDP growth at 7.8% and a revival in manufacturing and services. Inflation hit an eight-year low of 1.6% in July 2025, easing on the back of lower food prices. While US trade policy shifts introduced external risks, the Monetary Policy Committee of the Reserve Bank of India in October 2025 maintained a cautious stance, opting to let earlier measures play out.

Directors' Report (CONT'D)

Global Economic and Market Review (Cont'd)

Commodity markets experienced a year of contrasting fortunes. Gold surged nearly 26%, reaching all-time highs as central bank accumulation, geopolitical uncertainty, and a softer U.S. dollar drove a rotation into safe-haven assets. Silver also delivered exceptional gains, rising over 29% in Q3 alone and achieving record levels, benefiting from its dual role as a precious and industrial metal amid strong investment inflows and tight supply.

Copper recorded a 9.1% annual gain, supported by resilient demand from electrification, clean energy projects, and infrastructure spending, reaffirming its status as a key barometer of global industrial momentum. In contrast, Crude Oil endured a volatile year, with output increases, shifting demand patterns, and geopolitical tensions limiting price gains; returns were modestly positive but lagged behind metals. Natural Gas showed mixed performance—high volatility persisted, yet prices ended the year on firmer ground as renewed demand and cyclical supply constraints supported recovery in the sector.



Source: Bloomberg

Overall, 2025 marked a year of recalibration rather than contraction. Global growth remained steady, inflation eased further, and commodities provided both diversification and protection in a changing macroeconomic landscape. The interplay of easing monetary policy, robust consumption, and strong commodity dynamics helped sustain optimism in global markets heading into 2026.

Directors' Report (CONT'D)

Global Equity Market Performance

Global equity markets delivered mixed returns over the financial year ended 30 June 2025, with most major indices posting positive gains in their domestic currencies, though returns in Mauritian rupee (MUR) terms were tempered by currency movements.

Table 6: Return in Global Equity Markets		
Index	Return (Domestic Currency)	Return (MUR)
S&P 500	13.6%	5.5%
FTSE 100	7.3%	8.3%
Nikkei 225	2.3%	5.8%
MSCI World	14.7%	6.5%
MSCI Euro (Excl UK)	5.2%	7.7%
CAC40	2.5%	4.9%
DAX	31.1%	34.1%
MSCI Emerging	12.6%	4.6%
BSE SENSEX	5.8%	2.1%

Source: Bloomberg

The S&P 500 advanced by 13.6% in USD, driven by the continued rally in large-cap technology and consumer discretionary sectors. However, when converted into MUR, the return moderated to 5.5%, reflecting the appreciation of the Mauritian rupee against the US dollar over the period. A similar pattern was observed across other USD denominated benchmarks such as the MSCI World Index (14.7% in USD vs 6.5% in MUR) and the MSCI Emerging Markets Index (12.6% in USD vs 4.6% in MUR), where currency effects partially offset underlying market gains.

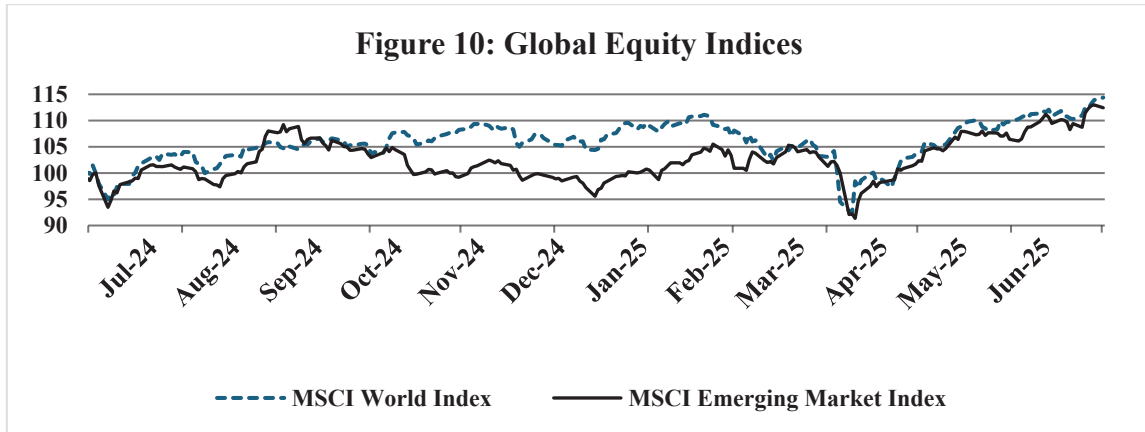
In Europe, returns were generally steadier. The FTSE 100 rose by 7.3% in GBP (8.3% in MUR), and the MSCI Euro (ex-UK) Index also increased by 5.2% in EUR (7.7% in MUR). Among individual markets, Germany's DAX Index outperformed sharply, climbing 31.1% in EUR (34.1% in MUR) on the back of strong industrial and automotive earnings, while France's CAC 40 saw a modest rise of 2.5% in EUR (4.9% in MUR).

Asian markets delivered moderate gains, with Japan's Nikkei 225 up by 2.3% in JPY (5.8% in MUR) due to yen depreciation, and India's BSE SENSEX up by 5.8% in INR (2.1% in MUR), reflecting weaker translation into local currency.

Directors' Report (CONT'D)

Global Equity Market Performance (Cont'd)

Figure 10 illustrates how the Global Market Indexes performed during the year review.

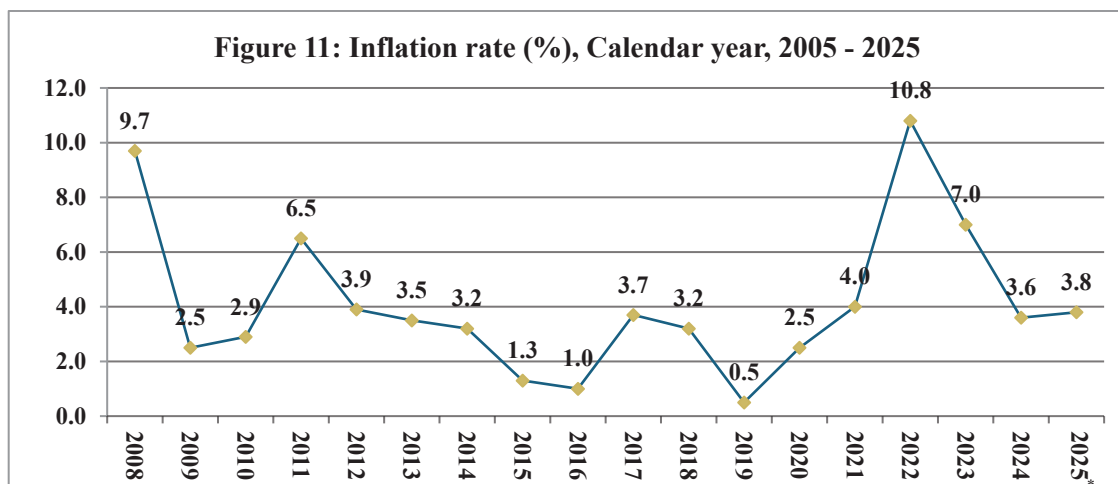


Looking ahead, the Fund remain prudent on global equities. While trade and tariff risks may persist, sustained fiscal support, continued AI related investment, and improved policy clarity are expected to underpin earnings momentum into FY26, offering attractive opportunities for investors.

Local Economic Review & Outlook

Local Market Review

The Mauritian economy demonstrated resilience, sustained growth despite persistent global headwinds and domestic structural constraints. Real GDP grew by 4.7% in 2024, supported by continued expansion in the services, construction and tourism sectors. Inflationary pressures eased considerably as shown in Figure 11, with headline inflation expected to fall down to 3.8% in 2025.



Source: Statistics Mauritius

* Forecasts

Directors' Report (CONT'D)

Local Economic Review & Outlook (Cont'd)

Local Market Review (Cont'd)

On the external front, the current account deficit widened to about 6.1% of GDP, largely due to elevated import and freight costs, though foreign exchange reserves remained strong at USD 9.7 billion, equivalent to nearly twelve months of import cover. Fiscal indicators continued to signal vulnerability, with the primary budget deficit estimated at 6.8% of GDP and public debt approaching 86% of GDP as at June 2025. While private consumption and investment remained the main growth engines, momentum moderated as structural bottlenecks such as low productivity and an ageing workforce continued to weigh on potential output. Growth in 2025 is projected to hover around 3.0%.

Recent indicators suggest that the labour market in Mauritius is beginning to soften. The unemployment rate rose to 6.0% in Q1 2025, up from 5.7% in the previous quarter. Wage growth also moderated, with the Wage Rate Index increasing 6.6% year-on-year in Q1, down from the double-digit growth seen over the preceding four quarters.

From an investment standpoint, Mauritius continues to present a stable and predictable economic environment, underpinned by low inflation, resilient services exports and ample external buffers. Nonetheless, high public debt, fiscal imbalances, and exposure to external shocks (tourism, commodity prices, and climate risks) warrant cautious optimism.

The Foreign Exchange Market

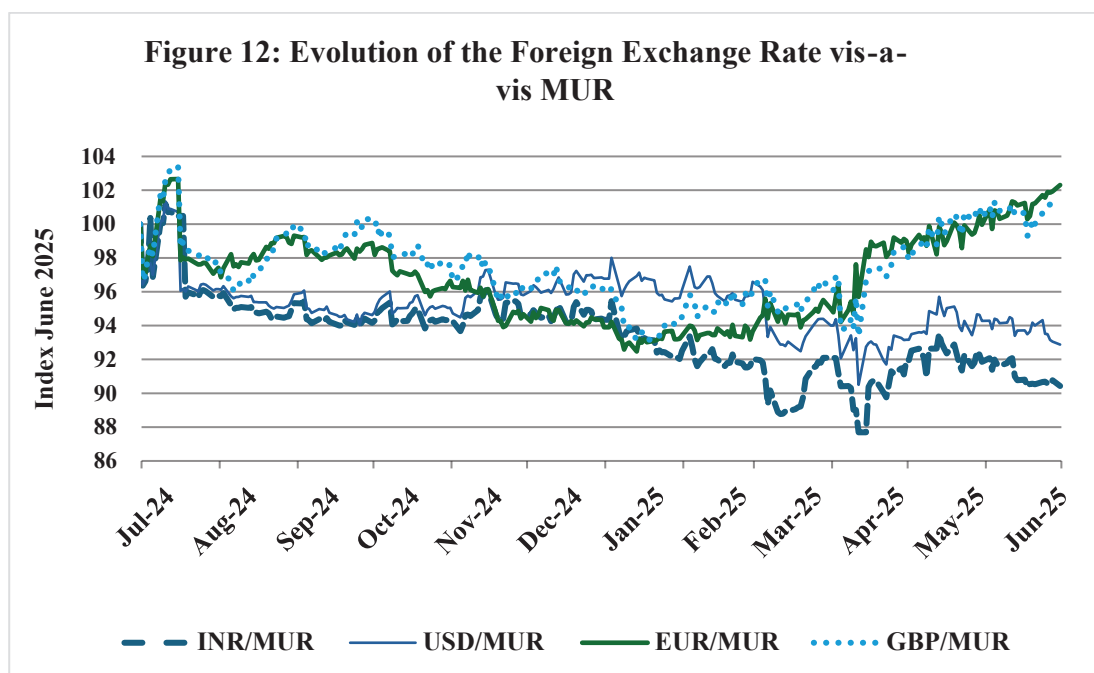
For the financial year ended 30 June 2025, USD depreciated by 7.1% vis-a-vis Mauritian Rupee while both EUR and GBP appreciated by 2.3% and 0.9% respectively vis-a-vis Mauritian Rupee. On the other hand, regarding the Asian market, the INR declined by 3.5% vis-a-vis the MUR during the year.

In order to stabilise the foreign exchange market, the Bank of Mauritius intervened several times during the year under review, injecting USD 415 million at an average exchange rate of MUR 46.2. The trend of the currencies vis-a-vis is depicted in Figure 12.

Directors' Report (CONT'D)

Local Economic Review & Outlook (Cont'd)

The Foreign Exchange Market (Cont'd)



Source: Bloomberg

Local Fixed Income Review

At its meeting in August 2025, the Monetary Policy Committee (MPC) of the Bank of Mauritius maintained the Key Rate at 4.50% per annum, reflecting a balanced assessment of global uncertainties, evolving trade dynamics, and the uneven pace of global recovery. With its dual mandate to preserve price stability and foster sustainable economic growth, the MPC continues to weigh the risk of resurgent inflation against the need to support domestic activity.

Table 7 below and Figure 13 show the yield on Bank of Mauritius instruments for different tenors.

Table 7: Primary Market Yield Data								
Tenor	3 month	6 month	12 month	3 year	5 year	10 year	15 Year	20 Year
30-Jun-25	4.6%	4.8%	5.1%	5.3%	5.6%	5.8%	6.0%	6.2%
30-Jun-24	3.2%	3.4%	3.7%	4.6%	4.8%	5.7%	5.2%	5.6%

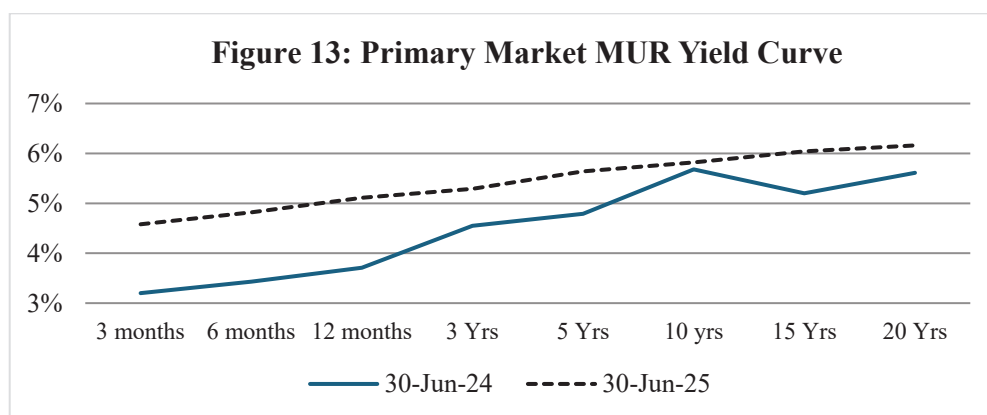
Source: Bank of Mauritius

Directors' Report (CONT'D)

Local Economic Review & Outlook (Cont'd)

Local Fixed Income Review (Cont'd)

The primary market yield curve steepened during the year, reflecting market adjustments to evolving inflation and liquidity conditions. Short-term yields rose more sharply than long-term tenors, with three-month Treasury yields increasing from 3.20% to 4.58%, and ten-year yields moving slightly higher from 5.68% to 5.82% over the same period.

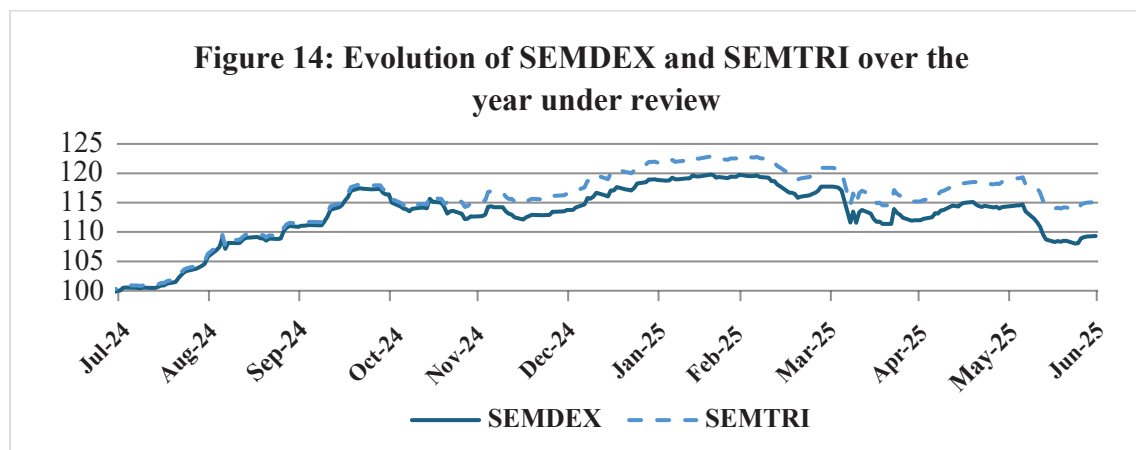


Source: Bank of Mauritius

Overall, the fixed-income environment remained stable, with moderating inflation supporting investor appetite for medium- to long-term maturities.

The Mauritian Stock Market

The local equity market posted a solid performance during the year, with both benchmark indices ending higher. The SEMDEX gained 9.49% while the SEMTRI advanced 15.2%, reflecting improved earnings momentum and renewed domestic investor participation. Figure 14 illustrates the evolution of SEMDEX and SEMTRI during the year under review.



Source: Bloomberg

Directors' Report (CONT'D)

Local Economic Review & Outlook (Cont'd)

The Mauritian Stock Market (Cont'd)

The main drivers of the SEMDEX during the period under review were MCB Group Limited, CIM Financial Services Ltd, ENL Ltd, and SBM Holdings Ltd. The robust performance of these companies was backed by improvements in their respective earnings. Furthermore, the SEMDEX saw the inclusion of new constituents such as Emtel, Stevenhills and ABC Banking Corporation Limited as at 30 June 2025, contributing to the increase in market capitalisation.

In addition, major conglomerates such as ENL Ltd and Rogers & Company Ltd recorded strong gains, while IBL Ltd saw a price correction following its rally in prior years. Within the property sector, Ascencia Ltd and Promotion & Development Ltd posted moderate gains, whereas the hotel sector delivered a mixed performance whereby New Mauritius Hotels Ltd appreciated, while Sun Ltd and Lux Island Resorts Ltd declined amid rising cost pressures.

Among key corporate actions during the year, Rogers & Company Ltd and ENL completed their merger, while Caudan Development Ltd was absorbed into Promotion & Development Ltd, consolidating the real estate exposure of the portfolio. Sun Ltd underwent a restructuring process, resulting in the formation of two separate listed entities under a Scheme of Arrangement namely Sun Ltd and Riveo Ltd. Subsequently, Riveo Ltd was listed on SEM at an indicative price of MUR 24.65.

Table 8: SEMDEX Valuation metrics		
Ratio	2025	2024
Dividend Yield (percent)	5.2	5.1
Price to Earnings Ratio (times)	6.2	6.5

Source: Bloomberg

Market valuation metrics remained broadly stable. The price-to-earnings ratio averaged 6.2 times, indicating moderate under valuation relative to historical levels.

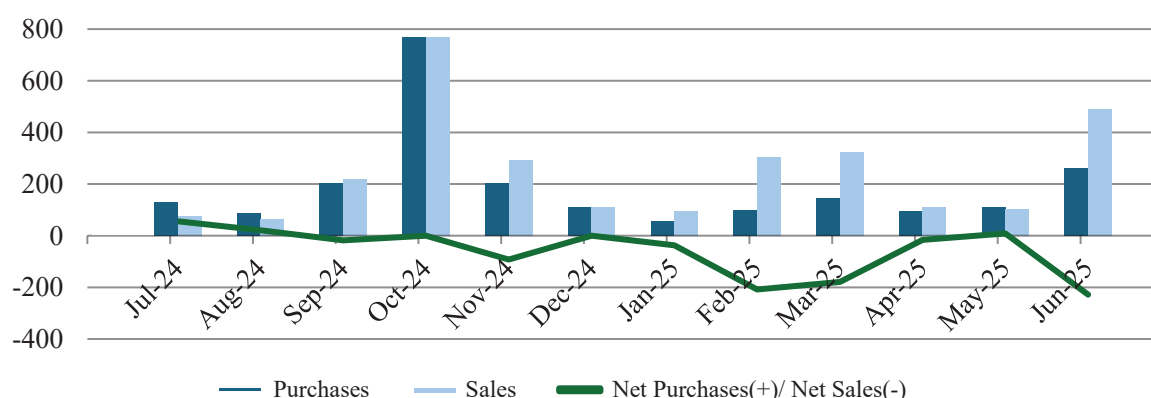
Foreign investors were net sellers over the period, recording total net outflows of approximately MUR 673 million between June 2024 and June 2025 as illustrated in Figure 15. Most of the foreign trading activity was concentrated in large financial counters such as SBM Holdings and MCB Group.

Directors' Report (CONT'D)

Local Economic Review & Outlook (Cont'd)

The Mauritian Stock Market (Cont'd)

Figure 15: Foreign Activity on SEM



Source: Bank of Mauritius

Despite intermittent volatility and foreign outflows, the local market remained supported by strong domestic institutional participation, and improving corporate fundamentals. With stable macroeconomic conditions and attractive valuations, the outlook for Mauritian equities remains constructive but selective, favouring companies with consistent earnings, strong balance sheets, and sound governance.

Prospects

Looking ahead to the financial year ending June 2026 and beyond, Port-Louis Fund Ltd remains cautiously optimistic about the investment landscape, guided by its long-term objective of delivering capital growth and income through a diversified portfolio. The Fund will continue to focus on prudent asset allocation across local equities, unquoted shares, foreign investments, and fixed income, with tactical adjustments to capture emerging opportunities while managing risks.

The global economic environment is undergoing significant shifts as new policy measures take effect and growth prospects evolve. Earlier this year, higher tariffs introduced by the United States have been partially offset by subsequent agreements, but uncertainty about global stability remains elevated. Global economic growth is expected to slow gradually from 3.3% in 2024 to 3.2% in 2025, and further to 3.1% in 2026. The IMF's latest revisions highlight the effects of changing policy landscapes, ongoing uncertainty, and rising protectionism, though the recent tariff increases were less severe than initially feared.

Directors' Report (CONT'D)

Prospects (Cont'd)

The Mauritian economy is projected to grow by around 3.0% in FY 2025/26, reflecting steady but slower growth as global demand moderates. Activity will continue to be driven by services, trade, and financial intermediation, while tourism and construction are expected to recover more gradually. The Bank of Mauritius is expected to maintain a neutral policy stance, keeping the Key Rate around 4.5% as the balance of risks between inflation and growth remains finely poised.

A key challenge lies in the elevated level of public debt, now close to 86% of GDP. While the debt profile is largely domestic and on long maturities, it limits fiscal flexibility and heightens vulnerability to external shocks. The government is therefore expected to pursue gradual fiscal consolidation, combining tighter expenditure control with improved revenue mobilisation to stabilise debt ratios over the medium term.

With foreign exchange reserves exceeding USD 9.7 billion, equivalent to over a year of import cover, and a well-capitalised banking sector, macro-financial conditions remain stable. Nonetheless, the combination of high debt, softer external demand, and constrained fiscal space warrants a prudent policy mix.

The Fund will maintain a selective and disciplined approach, focusing on financially sound companies in finance, tourism infrastructure, and services, while monitoring fiscal consolidation, exchange rate stability, and progress on structural reforms.



Mr. R. K. Beeharry
Chairman

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF PORT-LOUIS FUND LTD

Report on the audit of the Financial Statements

Opinion

We have audited the financial statements of **PORT-LOUIS FUND LTD** (the "Fund") set out on pages 63 to 97 which comprise the statement of financial position as at 30 June 2025, and the statement of profit or loss and other comprehensive income, statement of changes in net assets attributable to holders of redeemable shares and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of material accounting policies.

In our opinion, the financial statements give a true and fair view of the financial position of the Fund as at 30 June 2025, and of its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards and comply with the Mauritius Companies Act 2001.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). 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 Fund in accordance with International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants ("IESBA" Code), and we have fulfilled our other ethical responsibilities in accordance with IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The directors are responsible for the other information. The other information comprises the Annual Report, Corporate Governance Report, Statement of Compliance and Certificate from the Secretary. The other information 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.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF PORT-LOUIS FUND LTD

Report on the audit of the Financial Statements (Cont'd)

Directors' responsibilities for the Financial Statements

The directors are responsible for the preparation and fair presentation of the financial statements in accordance with IFRSs and in compliance with the requirements of the Mauritius Companies Act 2001, and for such internal control as the directors determine 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, the directors are responsible for assessing the Fund'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 the directors either intend to liquidate the Fund or to cease operations, or has no realistic alternative but to do so.

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 ISAs 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 ISAs, we exercise professional judgement and maintain professional scepticism 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 Fund's internal control.

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF PORT-LOUIS FUND LTD

Report on the audit of the Financial Statements (Cont'd)

Auditor's Responsibilities for the Audit of the Financial Statements (Cont'd)

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' 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 Fund'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 Fund 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 the directors 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.

Use of this report

This report is made solely to the Fund's members, as a body, in accordance with Section 205 of the Mauritius Companies Act 2001. Our audit work has been undertaken so that we might state to the Fund's members, those matter that we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Fund and the Fund's members, as a body, for our audit work, for this report, or for the opinions we have formed.



INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF PORT-LOUIS FUND LTD

Report on Other Legal and Regulatory Requirements

Mauritius Companies Act 2001

We have no relationship with or interests in the Fund other than in our capacity as auditors and advisors.

We have obtained all information and explanations we have required.

In our opinion, proper accounting records have been kept by the Fund as far as it appears from our examination of those records.

Corporate Governance Report

Our responsibility under the Financial Reporting Act is to report on the compliance with the Code of Corporate Governance disclosed in the annual report and assess the explanations given for noncompliance with any requirements of the Code. From our assessment of the disclosures made on Corporate Governance in the annual report, the Fund has, pursuant to section 75 of the Financial Reporting Act, complied with the requirements of the Code.

Nexia Baker & Arenson

Chartered Accountants

13 October 2025

Ouma Shankar Ochit FCCA

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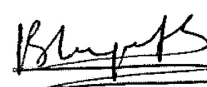
STATEMENT OF FINANCIAL POSITION AS AT 30 JUNE 2025

	Notes	2025 Rs'000	2024 Rs'000
ASSETS			
Non-current assets			
Portfolio of domestic securities	7	910,712	928,265
Portfolio of foreign securities	8	737,592	687,771
		1,648,304	1,616,036
Current assets			
Portfolio of domestic securities	7	530,036	477,869
Portfolio of foreign securities	8	13,251	12,844
Other receivables	9	6,061	7,809
Current tax asset	12	-	541
Cash and cash equivalents	19(b)	113,200	128,124
		662,548	627,187
Total assets		2,310,852	2,243,223
LIABILITIES			
Other payables	11	6,126	6,550
Bank overdraft	19(b)	820	192
Dividend payable	18	43,983	43,043
Current tax liability	12	156	-
Total liabilities excluding net assets attributable to holders of redeemable shares		51,085	49,785
Net assets attributable to holders of redeemable shares		2,259,767	2,193,438
Net asset value per share	20	45.06	43.85

These financial statements have been approved by the Board of Directors on 13 October 2025 and signed on its behalf by:



Dr. R. Auckloo
Director



Mr. V. Bhuguth
Director

The notes on pages 67 to 97 form an integral part of these financial statements.

STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2025

	<u>Notes</u>	<u>2025</u>	<u>2024</u>
		<u>Rs'000</u>	<u>Rs'000</u>
Income			
Net increase in fair value of financial assets through profit or loss	7, 8 & 14	62,559	344,777
Investment income	13	64,792	60,110
Foreign exchange gain		-	3,631
Net gain on disposal of securities		1,485	356
Other income		456	650
Total income		129,292	409,524
Expenditure			
Management fees	15	(20,119)	(17,440)
Other operating expenses		(4,520)	(4,020)
Registry costs	16	(1,208)	(1,208)
Foreign exchange loss		(3,438)	-
Total expenditure		(29,285)	(22,668)
Profit before tax	17	100,007	386,856
Tax expense	12	(1,116)	(749)
Profit for the year		98,891	386,107
Other comprehensive income:			
<i>Items that will be reclassified subsequently to profit or loss:</i>			
Decrease in fair value of financial assets at FVOCI	7	(556)	(384)
<i>Items that will not be reclassified subsequently to profit or loss</i>		-	-
Other comprehensive loss for the year, net of tax		(556)	(384)
Total comprehensive income for the year		98,335	385,723

Note: EPS information is not disclosed as the class of shares that are publicly traded are redeemable shares.

The notes on pages 67 to 97 form an integral part of these financial statements.

STATEMENT OF CHANGES IN NET ASSETS ATTRIBUTABLE TO HOLDERS OF REDEEMABLE SHARES FOR THE YEAR ENDED 30 JUNE 2025

	<u>Notes</u>	2025	2024
		Rs'000	Rs'000
Net assets attributable to holders of redeemable shares at 01 July		2,193,438	1,850,706
Issue of redeemable shares		20,785	5,127
Redemption of redeemable shares		(15,178)	(10,602)
Dividends distribution to holders of redeemable shares	18	(37,613)	(37,516)
Transactions with the shareholders		(32,006)	(42,991)
Profit for the year		98,891	386,107
Other comprehensive loss for the year		(556)	(384)
Total comprehensive income for the year		98,335	385,723
Net assets attributable to holders of redeemable shares at 30 June		2,259,767	2,193,438

The notes on pages 67 to 97 form an integral part of these financial statements.

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 30 JUNE 2025

	Notes	2025 Rs'000	2024 Rs'000
Net cash used in operating activities	19 (a)	(21,266)	(6,684)
Cash flows from investing activities			
Purchase of investments		(20,505)	(17,984)
Proceeds from disposal of investments		19,469	5,486
Investment in fixed deposit		(45,844)	(68,859)
Proceeds from maturity of fixed deposit		20,000	63,770
Dividends received		60,794	49,529
Interest received		3,367	4,209
Net cash flows generated from investing activities		37,281	36,151
Cash flows from financing activities			
Net redemption of shares		(15,679)	(11,355)
Issue of shares		20,785	5,127
Dividend paid to holders of redeemable shares	18	(36,673)	(24,502)
Net cash used in financing activities		(31,567)	(30,730)
Net change in cash and cash equivalents		(15,552)	(1,263)
Cash and cash equivalents at beginning of the year		127,932	129,195
Cash and cash equivalents at the end of the year		112,380	127,932
Cash and cash equivalents made up of:			
Bank overdraft		(820)	(192)
Cash at bank		113,200	128,124
Total	19 (b)	112,380	127,932

The notes on pages 67 to 97 form an integral part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

1. General information and statement of compliance with IFRS

PORT-LOUIS FUND LTD, (the “Fund”), is a Collective Investment Scheme as per Securities Act 2005. The Fund was incorporated on 09 June 1997 as a public company with limited liability. It initially obtained approval from the Ministry of Finance to be an Authorised Mutual Fund under Section 35 of the Mauritius Companies Act 2001. The Fund’s registered address is at 15th Floor, Air Mauritius Centre, 6, President John Kennedy Street, Port Louis, Republic of Mauritius.

The principal activities of the Fund are:

- (a) to carry on business as an investment holding company;
- (b) to deal in securities and properties of all kinds and;
- (c) to manage and advise on investment funds.

The financial statements have been prepared in accordance with IFRS Accounting Standards as issued by International Accounting Standards Board (IASB).

2. Application of new and revised IFRS

(a) Standards, Amendments to published Standards and Interpretations effective in the reporting period

Amendment to IAS 1 - Non-current liabilities with covenants. These amendments clarify how conditions which an entity must comply within twelve months after the reporting period affect the classification of a liability. The amendments also aim to improve information an entity provides related to liabilities subject to these amendments.

The amendments have no impact on the Fund’s financial statements.

Amendment to IFRS 16 - Leases on sale and leaseback. These amendments include requirements for sale and leaseback transactions in IFRS 16 to explain how an entity accounts for a sale and leaseback after the date of the transaction. Sale and leaseback transactions where some or all the lease payments are variable lease payments that do not depend on an index or rate are most likely to be impacted.

The amendments have no impact on the Fund’s financial statements

Amendment to IAS 7 and IFRS 7 - Supplier finance. These amendments require disclosures to enhance the transparency of supplier finance arrangements and their effects on an entity’s liabilities, cash flows and exposure to liquidity risk. The disclosure requirements are the IASB’s response to investors’ concerns that some companies’ supplier finance arrangements are not sufficiently visible, hindering investors’ analysis.

The amendments have no impact on the Fund’s financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

2. Application of new and revised IFRS (Cont'd)

(b) Standards, Amendments to published Standards and Interpretations issued but not yet effective

Certain standards, amendments to published standards and interpretations have been issued that are mandatory for accounting periods beginning on or after 1 July 2026 or later periods, but which the Company has not early adopted.

At the reporting date of these financial statements, the following were in issue but not yet effective:

- IFRS S1 - General requirements for disclosure of sustainability-related financial information.
- IFRS S2 - Climate-related disclosures.
- Amendments to IAS 21 - Lack of Exchangeability
- Amendment to IFRS 9 and IFRS 7 - Classification and Measurement of Financial Instruments

Annual improvements to IFRS – Volume 11. The 2024 amendments are to the following standards:

- IFRS 1 First-time Adoption of International Financial Reporting Standards.
- IFRS 7 Financial Instruments: Disclosures and its accompanying Guidance on implementing IFRS 7.
- IFRS 9 Financial Instruments.
- IFRS 10 Consolidated Financial Statements.
- IAS 7 Statement of Cash Flows.

Amendment to IFRS 9 and IFRS 7 - Contracts Referencing Nature-dependent Electricity.

IFRS 18 - Presentation and Disclosure in Financial Statements.

IFRS 19 - Subsidiaries without Public Accountability: Disclosures.

Where relevant, the Fund is still evaluating the effect of these Standards, Amendments to published Standards and Interpretations issued but not yet effective on the presentation of its financial statements.

3. Summary of material accounting policies

(a) Overall considerations

The financial statements have been prepared using the material accounting policies and measurement bases summarised below.

(b) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and short-term bank deposit. Cash equivalents are short term, highly liquid investments maturing within 90 days from the date of acquisition that are readily convertible to known amounts of cash, and which are subject to an insignificant risk of change in value.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

3. Summary of material accounting policies (Cont'd)

(b) Cash and cash equivalents (Cont'd)

Bank overdrafts are shown in liabilities.

(c) Share capital

The Fund's share capital consists of redeemable shares.

They are redeemable at the shareholder's option and at prices based on the value of the Fund's net assets at the time of issue or redemption and are classified as financial liabilities.

The shares are redeemed for cash and have a par value.

Dividend distributions payable to redeemable shareholders are included in current liabilities when the dividends have been approved by the Board prior to the reporting date but paid after the reporting date.

(d) Financial instruments

Recognition, initial measurement and derecognition

Financial assets and financial liabilities are recognised when the Fund becomes a party to the contractual provisions of the financial instrument. Subsequent measurement of financial assets and liabilities are described below.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred.

A financial liability is derecognised when it is extinguished, discharged, cancelled or expired.

Classification and subsequent measurement of financial assets

All financial assets are initially measured at fair value adjusted for transaction costs.

Financial assets, other than those designated and effective as hedging instruments, are classified into the following categories:

- Amortised cost;
- Fair value through profit or loss (FVTPL); and
- Fair value through other comprehensive income (FVOCI).

In the current year, the Fund has financial assets categorised as FVOCI, FVTPL and amortised cost.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

3. Summary of material accounting policies (Cont'd)

(d) Financial instruments (Cont'd)

Classification and subsequent measurement of financial assets (Cont'd)

The classification is determined by both:

- the Fund's business model for managing the financial asset.
- the contractual cash flow characteristics of the financial asset.

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance income, finance costs or other financial items, except for impairment of financial asset which is presented within other expenses.

All income and expenses relating to financial assets are recognised in the statement of profit or loss and other comprehensive income.

Financial assets at fair value through profit or loss

Financial assets that are held within a different business model other than 'hold to collect' or 'hold to collect and sell' are categorised at fair value through profit or loss. Further, irrespective of business model financial assets where contractual cash flows are not solely payments of principal and interest are accounted for at FVTPL.

Assets in this category are measured at fair value with gains or losses recognised in profit or loss. The fair values of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists.

The Fund's financial assets at fair value through profit or loss consist of investments in both quoted and unquoted companies domestically as well as in foreign countries.

Financial assets at fair value through other comprehensive income ('FVOCI')

Financial assets are accounted for at FVOCI if the assets meet the following conditions:

- they are held under a business model whose objective is 'hold to collect' the associated cash flow and sell; and
- the contractual terms of the financial assets give rise to cash flows that are solely payments of principal and interest on principal amount outstanding.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

3. Summary of material accounting policies (Cont'd)

(d) Financial instruments (Cont'd)

Classification and subsequent measurement of financial assets (Cont'd)

The option to designate an equity instrument at FVOCI is available at initial recognition and is irrevocable. This designation results in all gains and losses being presented in other comprehensive income (OCI) except for dividend income which is recognised in profit or loss. All other gains and losses are recognised in OCI without reclassification on derecognition.

The Fund's investments in bonds are classified at FVOCI.

Financial assets at amortised cost

Financial assets are measured at amortised cost if the assets meet the following conditions (and are not designated as FVTPL):

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

After initial recognition, these are measured at amortised cost using the effective interest method. Discounting is omitted where the effect of discounting is immaterial. The Fund's cash and cash equivalents and most of other receivables fall into this category of financial instruments.

Impairment of financial assets

IFRS 9's impairment requirements use more forward-looking information to recognise expected credit losses – the 'expected credit loss (ECL) model'. Instruments within the scope of the requirement include other debt-type financial assets measured at FVOCI and other receivables.

Recognition of credit losses is no longer dependent on the Fund first identifying a credit loss event. Instead, the Fund considers a broader range of information when assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect the expected collectability of the future cash flows of the instrument.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

3. Summary of material accounting policies (Cont'd)

(d) Financial instruments (Cont'd)

Impairment of financial assets (Cont'd)

In applying this forward-looking approach, a distinction is made between:

- financial instruments that have not deteriorated significantly in credit quality since initial recognition or that have low credit risk ('Stage 1'); and
- financial instruments that have deteriorated significantly in credit quality since initial recognition and whose credit risk is not low ('Stage 2').
- 'Stage 3' would cover financial assets that have objective evidence of impairment at the reporting date.

'12-month expected credit losses' are recognised for the first category while 'lifetime expected credit losses' are recognised for the second category.

Measurement of the expected credit losses is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

Classification and measurement of financial liabilities

The Fund's financial liabilities include other payables, dividend payable, bank overdraft and net assets attributable to holders of redeemable shares.

Financial liabilities are initially measured at fair value, and, where applicable, adjusted for transaction costs unless the Fund designated a financial liability at fair value through profit or loss.

Subsequent measurement of financial liabilities

Subsequently, financial liabilities are measured at amortised cost using the effective interest method except for derivatives and financial liabilities designated at FVTPL, which are carried subsequently at fair value with gains or losses recognised in profit or loss.

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance costs or finance income.

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

3. Summary of material accounting policies (Cont'd)

(e) Foreign currency

Functional and presentation currency

The financial statements are presented in currency Mauritian Rupee ("Rs"), which is also the functional currency of the Fund.

Foreign currency transactions and balances

Foreign currency transactions are translated into the functional currency of the Fund, using the exchange rates prevailing at the dates of the transactions (spot exchange rate). Foreign exchange gains and losses resulting from the settlement of such transactions and from the re-measurement of monetary items denominated in foreign currency at year-end exchange rates are recognised in the statement of profit or loss and other comprehensive income.

Non-monetary items are not retranslated at year-end and are measured at historical cost (translated using the exchange rates at the transaction date), except for non-monetary items measured at fair value which are translated using the exchange rates at the date when fair value was determined.

(f) Revenue recognition

To determine whether to recognise revenue, the Fund ensures that the following 5 conditions are satisfied:

- Identifying the contract with a customer.
- Identifying the performance obligations.
- Determining the transaction price.
- Allocating the transaction price to the performance obligations.
- Recognising revenue when/as performance obligation(s) are satisfied.

Dividend income is recognised when the right to receive payment is established.

Interest income is recognised on an accrual basis unless collectability is in doubt.

(g) Income taxes

Tax expense recognised in profit or loss comprises the sum of deferred tax, current tax and CSRF (Corporate Social Responsibility Fund) not recognised in other comprehensive income or directly in equity.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

3. Summary of material accounting policies (Cont'd)

(g) Income taxes (Cont'd)

Current income tax assets and/or liabilities comprise those obligations to, or claims from, fiscal authorities relating to the current or prior reporting years, that are unpaid at the reporting date. Current tax is payable on taxable profit, which differs from profit or loss in the financial statements. Calculation of current tax is based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting year.

The Fund is subject to CSR and the contribution is at the rate of 2% on the chargeable income of the preceding financial year. However, effective as from 01 January 2017, further to changes in the income tax legislation, the Fund is required to contribute at least 50% of its CSR money to the National CSR Foundation through the Mauritius Revenue Authority. The remaining 50% of the CSR can be used by the Fund in accordance with its own CSR Fund. Effective 01 January 2019, the contribution to the Mauritius Revenue Authority must be at least 75% or reduced up to 50% if prior written approval of the National CSR Foundation is obtained.

Deferred income taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases.

Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective year of realisation, provided they are enacted or substantively enacted by the end of the reporting year.

Deferred tax assets are recognised to the extent that it is probable that they will be able to be utilised against future taxable income, based on the Fund's forecast of future operating results which is adjusted for significant non-taxable income and expenses and specific limits to the use of any unused tax loss or credit. Deferred tax liabilities are always provided for in full.

Deferred tax assets and liabilities are offset only when the Fund has a right and intention to set off current tax assets and liabilities from the same taxation authority.

Changes in deferred tax assets or liabilities are recognised as a component of tax income or expense in the statement of profit or loss and other comprehensive income, except where they relate to items that are recognised in other comprehensive income or directly in equity, in which case the related deferred tax is also recognised in other comprehensive income or equity respectively.

(h) Provisions

Provisions are recognised when the Fund has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate of the amount of the obligation can be made. At the time of the effective payment, the provision is deducted from the corresponding expenses. All known risks at reporting date are reviewed in detail and provision is made where necessary.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

3. Summary of material accounting policies (Cont'd)

(i) Expense recognition

All expenses are accounted for on the accrual basis.

(j) Management fees and Registry costs

Management fees and registry cost are accounted on an accrual basis as per the terms and conditions of the agreement with the fund manager and the Company Secretary respectively.

(k) Related parties

A related party is a person or company where that person or company has control or joint control of the reporting Fund; has significant influence over the reporting Fund; or is a member of the key management personnel of the reporting Fund or of a parent of the reporting Fund.

(l) Impairment of assets

At each reporting date, the Fund reviews the carrying amount of its assets to determine whether there is any indication that those assets have suffered an impairment loss. When an indication of impairment loss exists, the carrying amount of the asset is assessed and written down to its recoverable amount.

(m) Other payables

Other payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

(n) Other receivables

Other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

(o) Comparatives

Where necessary, comparative figures have been adjusted to conform to changes in presentation in the current year.

(p) Significant management judgement in applying accounting policies and estimation uncertainties

When preparing the financial statements, management undertakes a number of judgements, estimates and assumptions about the recognition and measurement of assets, liabilities, income and expenses.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

3. Summary of material accounting policies (Cont'd)

(p) Significant management judgement in applying accounting policies and estimation uncertainties (Cont'd)

Significant management judgement

The following are significant management judgements in applying the accounting policies of the Fund that have the most significant effect on the financial statements.

Determination of functional currency

The determination of the functional currency of the Fund is critical since recording of transactions and exchange differences arising therefrom are dependent on the functional currency selected. Management has considered those factors and has determined that the functional currency of the Fund is the Mauritian rupee (Rs).

Limitation of sensitivity analysis

Sensitivity analysis in respect of market risk demonstrates the effect of a change in a key assumption while other assumptions remain unchanged. In reality, there is a correlation between the assumptions and other factors. It should also be noted that these sensitivities are non-linear and larger or smaller impacts should not be interpolated or extrapolated from these results.

Sensitivity analysis does not take into consideration that the Fund's assets and liabilities are managed. Other limitations include the use of hypothetical market movements to demonstrate potential risk that only represent the Fund's view of possible near-term market changes that cannot be predicted with any certainty.

Going concern

The directors have made an assessment on the Fund's ability to continue as a going concern and are satisfied that it will be able to meet its obligations as they fall due and to continue in business for the foreseeable future.

Estimation uncertainties

Information about estimates and assumptions that have the most significant effect on recognition and measurement of assets, liabilities, income and expenses is provided below. Actual results may be substantially different.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

3. Summary of material accounting policies (Cont'd)

(p) Significant management judgement in applying accounting policies and estimation uncertainties (Cont'd)

Estimation uncertainties (Cont'd)

Fair value measurement

Management uses valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible but this is not always available. In that case management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

Recoverability of other receivables

The Fund reviews its significant other receivables at each reporting date to assess whether an impairment loss should be recorded in the statement of profit or loss and other comprehensive income. In particular, management judgment is required in the estimation of the amount and timing of future cash flows when determining the impairment loss. These estimates are based on assumptions about a number of factors and actual results may differ, resulting in future changes to the allowance.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

4. Financial instrument risk

Risk management objectives and policies

The Fund is exposed to various risks in relation to financial instruments. The Fund's financial assets and liabilities by category are summarised below.

Financial assets and financial liabilities

	FVTPL	FVOCI	Amortised cost	Total
	Rs'000	Rs'000	Rs'000	Rs'000
2025				
Financial assets				
<u>Non-current</u>				
Portfolio of domestic securities	910,712	-	-	910,712
Portfolio of foreign securities	737,592	-	-	737,592
<u>Current</u>				
Portfolio of domestic securities	523,996	6,040	-	530,036
Portfolio of foreign securities	13,251	-	-	13,251
Other receivables*	-	-	6,023	6,023
Cash and cash equivalents	-	-	113,200	113,200
Total financial assets	2,185,551	6,040	119,223	2,310,814
Financial liabilities				
<u>Current</u>				
Net assets attributable to holders of redeemable shares	2,259,767	-	-	2,259,767
Bank overdraft	-	-	820	820
Other payables**	-	-	6,100	6,100
Dividend payable	-	-	43,983	43,983
Total financial liabilities	2,259,767	-	50,903	2,310,670

* Financial assets exclude prepayments amounting to **Rs 38,000** (2024: Rs 38,000).

** Financial liabilities excludes PAYE, TDS and tax liability amounting to **Rs 182,000** (2024: Rs 24,000).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

4. Financial instrument risk (Cont'd)

Financial assets and financial liabilities (Cont'd)

	FVTPL Rs'000	FVOCI Rs'000	Amortised cost Rs'000	Total Rs'000
2024				
Financial assets				
<u>Non-current</u>				
Portfolio of domestic securities	921,669	6,596	-	928,265
Portfolio of foreign securities	687,771	-	-	687,771
<u>Current</u>				
Portfolio of domestic securities	477,269	600	-	477,869
Portfolio of foreign securities	12,844	-	-	12,844
Other receivables*	-	-	7,771	7,771
Cash and cash equivalents	-	-	128,124	128,124
Total financial assets	2,099,553	7,196	135,895	2,242,644
Financial liabilities				
<u>Current</u>				
Net assets attributable to holders of redeemable shares	2,193,438	-	-	2,193,438
Bank overdrafts	-	-	192	192
Other payables**	-	-	6,526	6,526
Dividend payable	-	-	43,043	43,043
Total financial liabilities	2,193,438	-	49,761	2,243,199

The Fund's activity exposes it to a variety of financial risks: market risk (including foreign currency risk, interest rate risk and price risk), credit risk, liquidity risk, concentration risk, compliance risk and political, economic and social risk.

The Fund's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Fund's financial performance.

The most significant financial risks to which the Fund is exposed are described below.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

4. Financial instrument risk (Cont'd)

(a) Market risk analysis

The Fund is exposed to market risk through its use of financial instruments and specifically to currency risk, which result from both its operating and investing activities.

(i) *Foreign currency risk*

The Fund's transactions are carried out in the Mauritian Rupee (MUR). Exposure to currency exchange rates arise from the Fund's overseas purchases, which are primarily denominated in USD, EURO and INR. The Fund does not use any financial instruments to hedge its foreign exchange risk.

Currency exposure arising from the Fund's foreign operations is managed primarily through borrowings denominated in the relevant foreign currencies. Foreign currency denominated financial assets which expose the Fund to currency risk are disclosed below. The Fund did not have any financial liabilities in foreign currencies during the year ended 30 June 2025 and 2024.

	Financial assets	
	2025	2024
	Rs'000	Rs'000
United States Dollar (USD)	301,839	312,681
Euro (EUR)	128,188	124,988
Indian Rupee (INR)	324,424	321,118
Others	14,408	8,914
Financial assets denominated in foreign currencies	768,859	767,701
Financial assets denominated in Mauritian currency	1,541,955	1,474,943
	2,310,814	2,242,644

Foreign currency sensitivity

The following table illustrates principally the sensitivity of profit and net assets attributable to holders of redeemable shares with regards to the Fund's financial assets and the Mauritian rupee against foreign exchange rate, "all other things being equal". It assumes the following changes in exchanges rates for the year ended 30 June 2025, based on the average market volatility in exchange rates in the previous 12 months. The sensitivity analysis is based on the Fund's foreign currency financial instruments held at each reporting date.

It assumes a change of **2%** in the exchange rate for the year ended 30 June 2025 (2024: 2%). The sensitivity analysis is based on the Fund's foreign currency financial instruments held at each reporting date.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

4. Financial instrument risk (Cont'd)

(a) Market risk analysis (Cont'd)

(i) Foreign currency risk (Cont'd)

Foreign currency sensitivity (Cont'd)

If the MUR had weakened by 2% (2024: 2%), then this would have the following impact:

	2025		2024	
	Profit	Net assets attributable to holders of redeemable shares	Profit	Net assets attributable to holders of redeemable shares
	Rs'000	Rs'000	Rs'000	Rs'000
USD	6,037	6,037	6,254	6,254
EURO	2,564	2,564	2,500	2,500
INR	6,488	6,488	6,422	6,422
Others	867	867	3,864	3,864

If the MUR had strengthened by 2% (2024: 2%), then this would have the following impact:

	2025		2024	
	Profit	Net assets attributable to holders of redeemable shares	Profit	Net assets attributable to holders of redeemable shares
	Rs'000	Rs'000	Rs'000	Rs'000
USD	(6,037)	(6,037)	(6,254)	6,254
EURO	(2,564)	(2,564)	(2,500)	2,500
INR	(6,488)	(6,488)	(6,422)	6,422
Others	(867)	(867)	(3,864)	3,864

(ii) Interest rate risk

The Fund's exposure to interest rate risk is limited to its bank overdraft and the interest thereon is based on market rates. If interest rate had been 25 basis point higher/lower, the effect on profit would have been Rs 205,000 (2024: Rs 48,000) lower/higher.



PLF

PORT-LOUIS FUND LTD

FOR THE YEAR ENDED 30 JUNE 2025

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

4. Financial instrument risk (Cont'd)

(a) Market risk analysis (Cont'd)

(iii) *Price risk*

The Fund's securities are susceptible to market price risk arising from uncertainties about future prices of the investments. The Fund's market price risk is managed through diversification of its investment portfolio.

An estimate of the effect on the increase or decrease in net assets attributable to redeemable preference shareholders for the period due to a reasonably possible change in equity indices, with all other variables held constant is indicated in the table below. In practice, the actual trading results may differ from the sensitivity analysis below and the difference could be material. An equivalent decrease in each of the indices shown below would have resulted in an equivalent, but opposite, impact.

Sensitivity analysis

The table below summarises the impact of increase/decrease in the fair value of the investments on the Fund's net asset value. The analysis is based on the assumption that the fair value had increased/decreased by 5%.

	Impact on profit or loss		Impact on other comprehensive income	
	2025	2024	2025	2024
	Rs'000	Rs'000	Rs'000	Rs'000
Designated at fair value through other comprehensive income	-	-	302	360
Designated at fair value through profit or loss	109,278	104,978	-	-

(b) Credit risk analysis

The Fund's maximum exposure to credit risk is limited to the carrying amount of financial assets recognised at the reporting date, as summarised below:

	2025	2024
	Rs'000	Rs'000
Financial assets		
<u>Non-current</u>		
Portfolio of domestic securities	910,712	928,265
Portfolio of foreign securities	737,592	687,771
Balance carried forward	1,648,304	1,616,036

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

4. Financial instrument risk (Cont'd)

(b) Credit risk analysis (Cont'd)

	2025 Rs'000	2024 Rs'000
Balance brought forward	1,648,304	1,616,036
Financial assets		
<u>Current</u>		
Portfolio of domestic securities	530,036	477,869
Portfolio of foreign securities	13,251	12,844
Other receivables	6,023	7,771
Cash and cash equivalents	113,200	128,124
	662,510	626,608
Total	2,310,814	2,242,644

The Fund's exposure to credit risk is limited to the carrying amount of its portfolio of domestic and foreign securities, other receivables and cash and cash equivalents and it excludes prepayments.

The Fund's credit risk concentration is spread between interest rate and equity securities. All transactions in listed securities are settled/paid for upon delivery using approved brokers. The risk of default is considered minimal since delivery of securities sold is only made once the broker has received payment. On a purchase, payment is made once the securities have been received by the broker. If either party fails to meet their obligations, the trade will fail.

The extent of the Fund's exposure to credit risk in respect of the financial assets at FVTPL and FVOCI approximates the carrying values as at the reporting date.

The credit risk for the cash and cash equivalents is considered negligible, since the counterparties are reputable banks with high quality external credit ratings.

None of the financial assets are secured by collateral or other credit enhancements.

(c) Liquidity risk analysis

Liquidity risk is the risk that the Fund will not be able to meet its financial obligations as and when they fall due. The Fund's approach to managing liquidity risk is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Fund's reputation.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

4. Financial instrument risk (Cont'd)

(c) Liquidity risk analysis (Cont'd)

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of cash balance. The Fund has entered into a liquidity contract with The State Investment Corporation Ltd to ensure that the Fund has enough cash to maintain flexibility in funding.

The following are the contractual maturities of financial liabilities:

	Carrying amount	Contractual cash flows	On demand	Less than 1 year
	Rs'000	Rs'000	Rs'000	Rs'000
2025				
Net assets attributable to holders of redeemable shares	2,259,767	2,259,767	2,259,767	-
Bank overdraft	820	820	-	820
Other payables	6,100	6,100	-	6,100
Dividend payable	43,983	43,983	-	43,983
Total	2,310,670	2,310,670	2,259,767	50,903
2024				
Net assets attributable to holders of redeemable shares	2,193,438	2,193,438	2,193,438	-
Bank overdraft	192	192	-	192
Other payables	6,526	6,526	-	6,526
Dividend payable	43,043	43,043	-	43,043
Total	2,243,199	2,243,199	2,193,438	49,761

(d) Concentration risk

The Fund has invested in unquoted companies whose securities are considered to be illiquid. Such illiquidity may adversely affect the ability of the Fund to acquire or dispose of such investments. These investments may be difficult to value and to sell or otherwise liquidate and the risk of investing in such Fund is much greater than the risk of investing in publicly traded securities. On account of the inherent uncertainty of valuation, the estimated values may differ significantly from the values that would be used had a ready market for the investment existed. However, the directors consider the investment to be a strategic one and the concentration risk is manageable.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

4. Financial instrument risk (Cont'd)

(e) Compliance risk

Compliance risk arises from failure or inability to comply with laws, regulations or codes applicable to the industry. Non-compliance can lead to fines, public reprimands and en-forced suspension of operations or, in extreme cases, withdrawal of authorisation to operate.

(f) Political economic and social risk

Political, economic and social factors changes in countries' laws, regulations and the status of those countries' relations with other countries may adversely affect the value of the Fund's assets.

5. Capital management policies and procedures

The Fund's capital management objectives are:

- to ensure its ability to continue as a going concern; and
- to provide an adequate return to the shareholders and other stakeholders.

The Fund monitors capital in proportion to risk. The Fund manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Fund may adjust the amount of dividends paid, reduce capital, issue new shares, or sell assets to reduce debts.

The Fund was not geared for the years ended 30 June 2024 and 30 June 2025 as it had an excess cash balance compared to its debt which comprise of only bank overdraft.

6. Fair value measurement

6.1 Fair value measurement of financial instruments

The following table presents financial assets measured at fair value in the statement of financial position in accordance with the fair value hierarchy. This hierarchy groups financial assets and liabilities into three levels based on the significance of inputs used in measuring the fair value of the financial assets and liabilities. The fair value hierarchy has the following levels:

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

Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices); and

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

The level within which the financial asset or liability is classified is determined based on the lowest level of significant input to the fair value measurement.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

6. Fair value measurement (Cont'd)

6.1 Fair value measurement of financial instruments (Cont'd)

The financial assets measured at fair value in the statement of financial position are grouped into the fair value hierarchy as follows:

	Level 1 Rs'000	Level 2 Rs'000	Level 3 Rs'000	Total Rs'000
Financial assets				
2025				
Designated at fair value through profit or loss	1,274,839	909,200	1,512	2,185,551
Designated at fair value through other comprehensive income	-	6,040	-	6,040
Total	1,274,839	915,240	1,512	2,191,591
2024				
Designated at fair value through profit or loss	1,177,884	920,500	1,169	2,099,553
Designated at fair value through other comprehensive income	-	7,196	-	7,196
Total	1,177,884	927,696	1,169	2,106,749
Financial liabilities				
2025				
Net assets attributable to holders of redeemable shares	-	-	2,259,767	2,259,767
2024				
Net assets attributable to holders of redeemable shares	-	-	2,193,438	2,193,438

6.2 Measurement of fair value

The methods used for the purpose of measuring fair values are detailed below:

Listed securities

The fair values of listed equity securities have been determined by reference to the quoted bid price at the reporting date.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

6. Fair value measurement (Cont'd)

6.2 Measurement of fair value (Cont'd)

Unquoted securities

The fair values of the unquoted investments are usually estimated by an experienced and qualified team of valuers for financial reporting purposes by using generally accepted valuation models like dividend discount model, price-to-book approach, price earnings ratio of peer companies and dividend yield where appropriate, and also making use of assumptions that are based on market conditions existing at the reporting date.

The Board carries out an assessment with the assistance of the independent valuer and Management to determine the value of the main unquoted shares.

The reconciliation of the carrying amounts of financial instruments within Level 3 is detailed in Note 7 (b).

6.3 Fair value measurement of financial instruments not carried at fair value

The Company's other financial assets and financial liabilities are measured at their carrying amounts which approximate their fair values.

6.4 Fair value measurement of non-financial instruments

The Company's non-financial assets consist of prepayments and current tax assets and its non-financial liabilities consist of PAYE and TDS.

For both non-financial assets and non-financial liabilities, the fair value measurement is not applicable since these are not measured at fair value on a recurring or non-recurring basis in the statement of financial position.

7. Portfolio of domestic securities

Domestic securities consist mainly of investments made on the Stock Exchange of Mauritius (SEM), Development & Enterprise Market (DEM) and unquoted companies classified as financial assets at fair value through profit or loss and debt instrument classified as financial assets at fair value through other comprehensive income.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

7. Portfolio of domestic securities (Cont'd)

Financial assets consist of investments made in quoted, unquoted companies and government bonds.

	2025	2024
	Rs'000	Rs'000
Financial assets at fair value through profit or loss	1,434,708	1,398,938
Financial assets at fair value through other comprehensive income	6,040	7,196
	1,440,748	1,406,134
Analysed as:		
<u>Non-current assets</u>		
Financial assets at fair value through profit or loss	910,712	921,669
Financial assets at fair value through other comprehensive income	-	6,596
	910,712	928,265
<u>Current assets</u>		
Financial assets at fair value through profit or loss	523,996	477,269
Financial assets at fair value through other comprehensive income	6,040	600
	530,036	477,869
Total	1,440,748	1,406,134

(a) Financial assets at fair value through profit or loss

	Listed on SEM	Listed on DEM	Unquoted	Total
	Rs'000	Rs'000	Rs'000	Rs'000
<u>2025</u>				
At 01 July 2024	449,517	27,752	921,669	1,398,938
Additions	19,678	-	-	19,678
Disposals	(19,267)	-	-	(19,267)
Movement in fair value	46,504	(188)	(10,957)	35,359
At 30 June 2025	496,432	27,564	910,712	1,434,708
<u>2024</u>				
At 01 July 2023	410,247	28,704	752,190	1,191,141
Additions	14,304	-	-	14,304
Disposals	(5,704)	-	-	(5,704)
Movement in fair value	30,670	(952)	169,479	199,197
At 30 June 2024	449,517	27,752	921,669	1,398,938

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

7. Portfolio of domestic securities (Cont'd)

(b) Financial assets at fair value through other comprehensive income

	Total	
	2025	2024
	Rs'000	Rs'000
At 01 July	7,196	8,065
Disposals during the year	(600)	(485)
Movement in fair value	(556)	(384)
At 30 June	6,040	7,196

	Level 1	Level 2	Level 3	Total
	Rs'000	Rs'000	Rs'000	Rs'000
2025				
Financial assets at fair value through profit or loss	523,996	909,200	1,512	1,434,708
Financial assets at fair value through OCI	-	6,040	-	6,040
At 30 June 2025	523,996	915,240	1,512	1,440,748

2024				
Financial assets at fair value through profit or loss	477,269	920,500	1,169	1,398,938
Financial assets at fair value through OCI	-	7,196	-	7,196
At 30 June 2024	477,269	927,696	1,169	1,406,134

The table below shows the changes in level 3 instruments

	2025	2024
	Rs'000	Rs'000
At 01 July	1,169	1,003
Increase in fair value	343	166
At 30 June	1,512	1,169

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

8. Portfolio of foreign securities

Foreign securities consist mainly of investment made in quoted companies/ funds which are classified as financial assets at fair value through profit or loss under IFRS 9 standards.

	2025	2024
	Rs'000	Rs'000
Financial assets at fair value through profit or loss	750,843	700,615
Analysed as:		
<u>Non-current assets</u>		
Financial assets at fair value through profit or loss	737,592	687,771
<u>Current assets</u>		
Financial assets at fair value through profit or loss	13,251	12,844
Total	750,843	700,615

Financial assets at fair value through profit or loss

	2025	2024
	Rs'000	Rs'000
At 01 July	700,615	545,711
Additions	23,159	26,012
Disposals	(131)	(16,688)
Increase in fair value	27,200	145,580
At 30 June	750,843	700,615

(a) Financial assets at fair value through profit or loss

	2025	2024
	Rs'000	Rs'000
Level 1	750,843	700,615

(b) Financial assets at fair value through profit or loss are denominated in the following currencies:

	2025	2024
	Rs'000	Rs'000
United States Dollars	261,499	249,186
Euro	127,917	98,331
Great Britain Pounds	9,573	8,752
Indian Rupees	313,351	313,475
Other currencies	38,503	30,871
	750,843	700,615

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

9. Other receivables

	2025	2024
	Rs'000	Rs'000
Dividend receivable	5,768	6,821
Interest receivable on fixed deposit and bonds	255	400
Funds receivable from disposal of securities/bonds	-	550
Prepayment	38	38
	6,061	7,809

The carrying amount of other receivables is considered to be a reasonable approximation of the fair value.

10. Stated capital

Shares are issued at the holders' option at prices based on the value of the Fund's net assets at the time of issue/redemption.

	2025	2024
	Rs'000	Rs'000
<u>Authorised</u>		
120,000,000 redeemable shares of Rs 10 par value	1,200,000	1,200,000
<i>Issued and fully paid (Number of shares in thousands)</i>		
At 01 July	50,020	50,159
Issue of shares	471	136
Redemption of shares	(342)	(275)
At 30 June	50,149	50,020

11. Other payables

	2025	2024
	Rs'000	Rs'000
Amount due to related party (see note 21)	5,000	4,618
Other payables	1,126	1,932
	6,126	6,550

(i) The amount due to the related party is interest free, unsecured and repayable within one year.

(ii) The carrying amount of other payables is considered to be a reasonable approximation of the fair value.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

12. Taxation

The Fund is liable to income tax at the rate of 15% (2024: 15%) and at 30 June 2025 it had income tax liability of Rs 156,487 (income tax asset 2024: Rs 540,965). The income tax asset/liability is calculated according to the tax rate and tax laws applicable to the fiscal period to which it relates, based on the taxable profit for the year.

Income tax expense

The Fund is also subject to the Advanced Payment Scheme (APS) whereby it is required to submit an APS Statement and pay tax quarterly on the basis of either last year's income or the income for the current quarter.

Contribution to the CSR Fund is at a rate of 2% on the 'chargeable income' of the preceding financial year.

Effective from the year of assessment commencing on 1 July 2024, a Corporate Climate Responsibility Levy (CCR Levy) of 2% of chargeable income has been introduced.

(a) Income tax liability recognised in the statement of financial position :

	2025	2024
	Rs'000	Rs'000
At 01 July	(541)	(54)
Tax refunded	541	54
Tax expense for the year	864	507
Corporate Social Responsibility (CSR)	68	125
CCR Levy	115	105
Tax paid under APS	-	(771)
Foreign tax credit	(891)	(507)
Current tax liability/(asset)	156	(541)

Deferred taxes

No deferred tax liability was recognised as at 30 June 2025 as the directors consider its impact to be immaterial.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

12. Taxation (Cont'd)

(b) Income tax expense recognised in the Statement of profit or loss and other comprehensive income:

	2025	2024
	Rs'000	Rs'000
Tax expense for the year	864	507
Corporate Social Responsibility (CSR)	68	125
CCR Levy	115	105
Withholding tax on foreign dividend income	960	519
Foreign tax credit	(891)	(507)
Tax charge for the year	1,116	749

(c) Reconciliation between tax on accounting profit with tax expense:

The tax on the Fund's profit before tax differs from the theoretical amount that would arise using the basic rate of tax of the Fund as follows:

	2025	2024
	Rs'000	Rs'000
Profit before tax	100,007	386,856
Tax at 15%	15,001	58,028
Exempt income	(8,238)	(7,582)
Income not subject to income tax	(10,265)	(53,046)
Non-allowable expenses	4,366	3,106
CSR	68	125
CCR Levy	115	106
Withholding tax on dividend income	960	519
Foreign tax credit	(891)	(507)
Tax charge for the year	1,116	749

13. Investment income

	2025	2024
	Rs'000	Rs'000
Dividend income	61,425	54,800
Interest income	3,367	5,310
	64,792	60,110

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

14. Net increase in fair value of financial assets through profit or loss

	2025 Rs'000	2024 Rs'000
Domestic and foreign securities (Note 7 and 8)	62,559	344,777

Domestic securities include investments in quoted and unquoted companies in the Republic of Mauritius which have been revalued at year end using prices from active markets and valuation reports. Foreign securities relate to investments in quoted companies/funds in foreign countries which have been revalued at year end using prices from active markets.

15. Management fees

Management fee are payable on a quarterly basis to Capital Asset Management Ltd as per the investment management agreement dated 09 June 1997. The management fees are based on a graduated fee structure based on the performance of the Company presently at 0.9% with maximum of 1.25% of the net asset value of the Company. Total management fees for the year was **Rs 20.1m** (2024: Rs 17.4m).

	2025	2024
Annual Fund Return		
Up to 27%	0.90%	0.90%
27% - 35%	1.00%	1.00%
Above 35%	1.25%	1.25%

16. Registry costs

Registry costs are payable to Prime Partners Ltd on a quarterly basis. For the year ended 30 June 2025, registry costs amounted **Rs 1.2m** (2024: Rs 1.2m).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

17. Profit before tax

	2025 Rs'000	2024 Rs'000
<i>The above is stated after (charging)/crediting:</i>		
Net increase in fair value through profit or loss financial assets	62,559	344,777
Dividend income		
- Listed (local)	28,891	26,131
- Foreign	6,505	4,256
- Unquoted	26,029	24,413
Other income	456	650
Interest income (Note 13)	3,367	5,310
Foreign exchange (loss)/gain	(3,438)	3,631
Major components of expenditure:		
Management fees	(20,119)	(17,440)
Registry cost	(1,208)	(1,208)
Directors' fee	(1,339)	(1,170)
Professional fees	(1,112)	(980)
Custodian and brokerage fees	(1,068)	(878)
Administrative expenses	(354)	(387)
AGM expenses	(397)	(317)
General expenses	(249)	(288)
	(4,520)	(4,020)

18. Dividends

The Board of Directors has declared a dividend of **Rs 37,613,066** representing Rs 0.75 per share on 26 June 2025 (2024: Rs 37,515,884 representing Rs 0.75 per share).

Dividend of **Rs 6,370,339** (2024: Rs 5,526,628) declared in prior years has not been claimed by shareholders. These dividends have been reclassified under current liabilities.

Total dividends payable as at 30 June 2025 amounted to Rs **43,983,405** (2024: Rs 43,042,512).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

19. Notes to the statement of cash flows

(a) Cash used in operations

	2025	2024
	Rs'000	Rs'000
Profit before tax	100,007	386,856
<i>Adjustments for:</i>		
Dividend income	(61,425)	(54,800)
Interest income	(3,367)	(5,310)
Net increase in fair value of financial assets at FVTPL	(62,559)	(344,777)
Dividend reinvested	632	409
Net gain on disposal of securities	(1,485)	(356)
Adjusted loss before tax	(28,197)	(17,978)
<i>Net changes in working capital:</i>		
Change in other receivables	7,771	11,029
Change in other payables	(424)	1,501
Total changes in working capital	7,347	12,530
Tax refund	544	266
Tax paid	(960)	(1,502)
Net cash used in operating activities	(21,266)	(6,684)

(b) Cash and cash equivalents

	2025	2024
	Rs'000	Rs'000
Cash at bank	68,036	34,141
Fixed deposits	45,164	93,983
	113,200	128,124
Bank overdraft (i)	(820)	(192)
	112,380	127,932

(i) The bank overdraft is a book overdraft.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2025

20. Net asset value per share

	2025 Rs'000	2024 Rs'000
Net asset value	2,259,767	2,193,438
Number of redeemable shares in issue (Note 10)	50,149	50,020
Net asset value per share	45.06	43.85

21. Related party transactions

For the year ended 30 June, the Company entered into the following transactions with related parties:

	2025 Rs'000	2024 Rs'000
Transactions with common shareholders		
Management fee expenses – Capital Asset Management Ltd	20,119	17,440
Transactions with secretary		
Registry costs – Prime Partners Ltd	1,208	1,208
Brokerage fees – Prime Partners Ltd	143	77
Secretarial fees – Prime Partners Ltd	110	110
Key management personnel		
Short term benefits - Director fees (note 17)	1,339	1,170
Balances		
Amount payable to Capital Asset Management Ltd (note 11)	5,000	4,618

22. Events after the reporting date

There has been no material events after the reporting date which would require disclosure or adjustment to the financial statements for the year ended 30 June 2025.



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