Annual Report 2025

SEMARIS LTD

SEMARIS
Property Development

About
OUR REPORT

This Annual Report comprises a suite of reports, namely the Risk Management Report, the Corporate Governance Report and the Audited Financial Statements, prepared in line with best practice and in accordance with the National Code of Corporate Governance for Mauritius (2016) and the Mauritius Companies Act 2001. It addresses all material matters affecting the Group through its operations in Mauritius, Seychelles and Morocco and provides a fair and transparent view of Semaris' performance. The report was approved by the Board of Directors on 29 September 2025. We look forward to meeting you at our next Annual Meeting, to be held on 17 December 2025.

Forward-looking statements

This document may contain forward-looking statements expressing our expectations or forecasts regarding future events. Such statements, identified by terms like “believe”, “anticipate”, “intend”, “seek”, “will”, “plan”, “could”, “may” and others reflect our best judgement at the time of writing. However, actual developments and outcomes may differ considerably due to risks, uncertainties and other significant factors. We expressly state that we have no obligation to amend or update any forward-looking statement should it prove inaccurate at a later stage, whether due to new information, future events or any other reason. We advise investors against placing excessive reliance on any forward-looking statements published in this document, as they have not undergone review or reporting by the Group's independent external auditor.

Feedback

We welcome your feedback on how we address topics that matter to you, as we continue to enhance our reporting. For any comments or enquiries, please visit: www.semaris.mu

Board responsibility statement

The Board of Directors of Semaris recognises its obligation to uphold the integrity and accuracy of this Annual Report. Using collective judgement, the Board believes that the report adequately addresses material matters concerning our strategy and the creation and sustenance of value over the short, medium and long term.

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The Annual Report is published in its entirety on the Company's website:
www.semaris.mu

CHAIRMAN'S AND CEO'S REPORT

Dear Shareholder,

We are pleased to present the Semaris Group's achievements for the year ended 30 June 2025. In our sixth year, we celebrated the first sales of the Harmonie Golf Villas in Mauritius and continued successful property deliveries in Morocco, significantly improving our financial performance.

Our focus remains on unlocking value from our strategic land bank and creating sustainable returns for Shareholders through luxury residential developments. This report highlights our progress, challenges and the exciting opportunities ahead.

Financial performance

In financial year 2025, the Semaris Group achieved a second consecutive year of revenue growth, driven by the delivery of 15 villas at Domaine Palm Marrakech and the signing of the first 12 deeds of sales for Harmonie Golf Villas, totalling Rs 1.29 billion. Despite competitive pricing for the initial Harmonie Villas, the Group maintained a 29% gross margin (2024: 32%), reflecting our commitment to cost-efficiency and value creation.

Operational expenses increased due to strategic investments, including the appointment of a Sales Director in January 2025 and higher sales commissions tied to revenue growth. These investments are expected to strengthen our commercial capabilities and drive future profitability.

The Group recorded a fair value loss of Rs 110 million related to the upcoming sale of 8 hectares of land by Domaine Palm Marrakech in Morocco. This transaction, part of an investment agreement with Ynexis Group and Beachcomber Hotels S.A., will enable the expansion of the resort in accordance with the Convention Agreement with the Government. While this sale results in a short-term loss, it is a strategic decision to enhance the overall value of the resort and support the successful launch of Phase 2. During the year, the Group recognised a reversal of past impairments amounting to Rs 125 million. This included Rs 90 million from the revaluation of the 18-hole golf course as a result of improved forecasts and Rs 35 million arising from construction cost savings on Harmonie Golf Villas and higher estimated revenue in light of the appreciation of the euro.

Overall, the Group reported a loss of Rs 14.8 million for financial year 2025, significantly improved from Rs 121 million in financial year 2024 and closely aligned with our budget. This result underscores our progress towards sustainable profitability.

Harmonie Golf & Beach Estate:

First VEFA deed of sales signed

With the PDS Certificate and all required permits in hand, the Harmonie team successfully signed 12 VEFA *(Vente en l'État Futur d'Achèvement)* agreements, thereby satisfying the prerequisite of a minimum of 6 VEFA sales established by the Economic Development Board. This achievement fulfils a key condition under the Property Development Scheme, allowing us to proceed with the sale of serviced plots and marking a significant step forward in the project's development.

Infrastructure progress and value engineering

Infrastructure work is progressing as planned, despite challenging soil conditions. Through value engineering, particularly in the design of retaining walls, the use of on-site rocks has been optimised, ensuring both cost-efficiency and structural integrity. The first 18 villas are under construction and will be delivered starting in the next financial year. As these are the first units constructed without the support of a show villa, particular emphasis has been placed on quality and detail to meet buyer's expectations.

Strengthening sales strategy

The appointment of a Sales Director in early 2025 has significantly increased our market presence and boosted our commercial initiatives.

DPM: Closing of Phase 1 and preparing to launch Phase 2

Successful delivery of Phase 1

Our subsidiary in Morocco, Domaine Palm Marrakech, achieved a major milestone with the delivery of 15 high-quality villas in Phase 1 of Royal Palm Marrakech. These properties were completed to exacting standards, reinforcing our reputation for excellence and generating strong word-of-mouth within the community. All remaining units in Phase 1 were sold successfully, underscoring the market's confidence in our offering.

Strategic shift for Phase 2

For Phase 2, we are adopting a quality-over-speed approach. Following extensive consultations with stakeholders, we have secured approval in principle for a revised master plan, which will feature 85 premium residential units, down from the originally planned 150. This reduction allows for larger plots and more spacious villas, each built around a new 9-hole golf course. The result will be a more exclusive, higher-value offering that aligns with evolving market demand and maximises long-term returns.

By focusing on fewer, more luxurious properties, we enhance the appeal and value of each plot while streamlining our sales and delivery process. This strategy ensures that Royal Palm Marrakech remains a benchmark for luxury living in the region.

Praslin project on the horizon

Adapting to new opportunities

While the international hotel partner initially interested in the Praslin resort project has withdrawn, we view this as an opportunity to reposition the development. Our team is actively working on design modifications to improve the project's feasibility, attractiveness and accessibility. These changes aim to reduce the investment ticket while maintaining the luxury and exclusivity that define Semaris' developments.

Commitment to progress

Despite this setback, our commitment to launching the Praslin project remains strong. We are exploring innovative approaches to secure the right financial partners and make sure that the project aligns with both market demand and our strategic vision. Our goal is to create a development that meets the expectations of Investors and buyers while contributing to the long-term success of the Semaris Group.

Outlook: Building momentum for growth

Harmonie Golf & Beach Estate

In the coming year, we anticipate delivering a minimum of 25 serviced plots and 15 villas at Harmonie, representing nearly two-thirds of Phase 1. This milestone will generate positive results for Les Salines PDS Ltd and set the stage for the next phase of development. Our sales team will focus on capitalising on the increased allocation of serviced plots, ensuring strong demand and sustained momentum.

Royal Palm Marrakech: Positive cash flow expected

In Morocco, we are targeting the sale and delivery of the first 8 plots in Phase 2. This milestone is expected to generate positive cash flow for the Group, reinforcing our financial stability and supporting further development. While market enthusiasm for Royal Palm Marrakech remains strong, we are carefully managing administrative processes so that these targets are achieved efficiently.

The Board remains confident and committed to delivering on these projects.

We take this opportunity to thank our fellow Board members for their support, as well as the management teams in Mauritius and Morocco for their dedication and hard work during the year.

Sidharth Sharma
Chairman

Laurent Piat
CEO

29 September 2025

GLOSSARY OF TERMS

AML/CFT	Anti-Money Laundering/Combatting Financing of Terrorism
ARMC	Audit and Risk Management Committee
bn	Billion
Board	The Board of Directors of Semaris
CEO	Chief Executive Officer
CFO	Chief Financial Officer
CGC	Corporate Governance Committee
DCF	Discounted Cash Flows
DEM	Development and Enterprise Market
DPM	Domaine Palm Marrakech S.A., a subsidiary company of Semaris
EBITDA	Earnings before Interest, Taxation, Depreciation and Amortisation
ESG	Environmental, Social and Governance
FY	Financial year
GFA	*Garantie Financière d'Achèvement*
GT	Grant Thornton
IAS	International Accounting Standards
ICT	Information and Communication Technology
IHS	Invest Hotel Scheme
k	Thousand
KPI	Key Performance Indicator
LSPL	Les Salines PDS Ltd, a subsidiary company of Semaris
m	Million
m^2	Square metre
MAD	Moroccan dirham
MUR/Rs	Mauritian rupee
NMH	New Mauritius Hotels Limited, a public company incorporated in Mauritius bearing business registration number C06001439 and listed on the Official Market of the SEM
PDS	Property Development Scheme
PDS Company	A Company incorporated under the Companies Act 2001: (a) holding a registration certificate and whose PDS project has been approved by the Board; and (b) includes a company holding a PDS Certificate
PIE	Public Interest Entity
SDP	*Solde de Prix*
SEM	Stock Exchange of Mauritius Ltd
Semaris	Semaris Ltd, a public limited company incorporated in Mauritius bearing business registration number C18153946 and listed on the DEM
VEFA	*Vente en l'État Futur d'Achèvement*

RISK MANAGEMENT REPORT

RISK MANAGEMENT REPORT

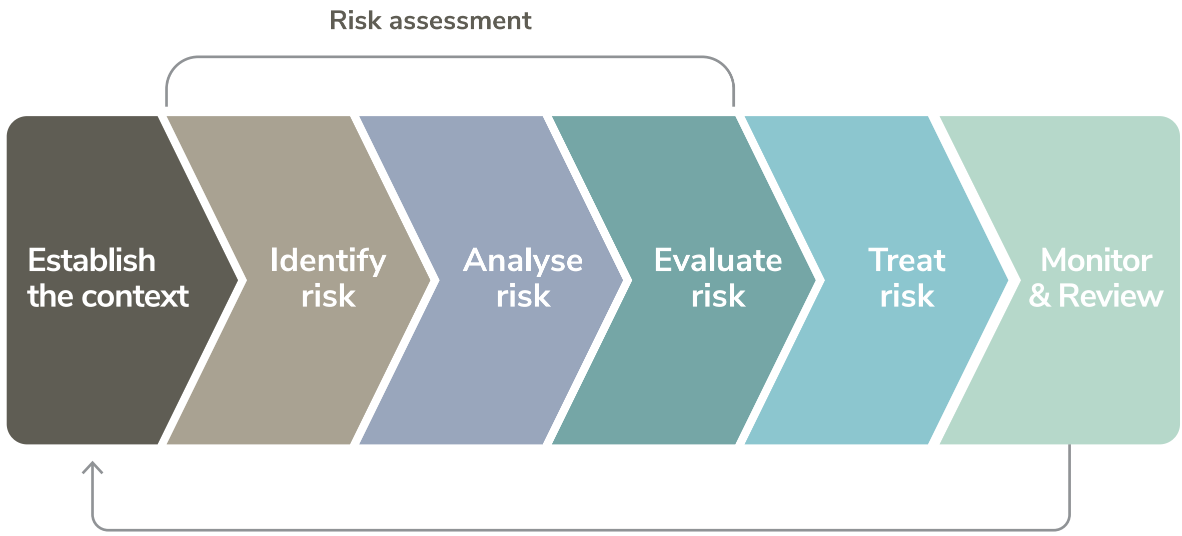
Governance and accountability

The Board of Semaris holds overall responsibility for Risk Management across the Group. Supported by the ARMC, Management and delegated committees, the Board defines the Group's risk culture and appetite. This framework is embedded across operations through established procedures, systems and controls, which are regularly reviewed and enhanced.

Integrated Risk Management

Each entity within Semaris is accountable for managing its own risks. The Group's Risk Management framework provides the guidance, tools and oversight to support the identification, evaluation, mitigation and monitoring of risks in a consistent and structured way. This approach promotes accountability, independence and transparency, while embedding risk awareness into our culture and strategy.

Risk Management process



Risk Management is an integral part of our business, shaping our culture, processes and reporting. Through continuous training and engagement, employees are empowered to recognise and address risks proactively.

The Three Lines of Defence Model

Our Risk Management approach is supported by a structured **Three Lines of Defence Model**, ensuring accountability and clarity in managing risks across the organisation:

1. First Line of Defence (functions that own and manage risks)

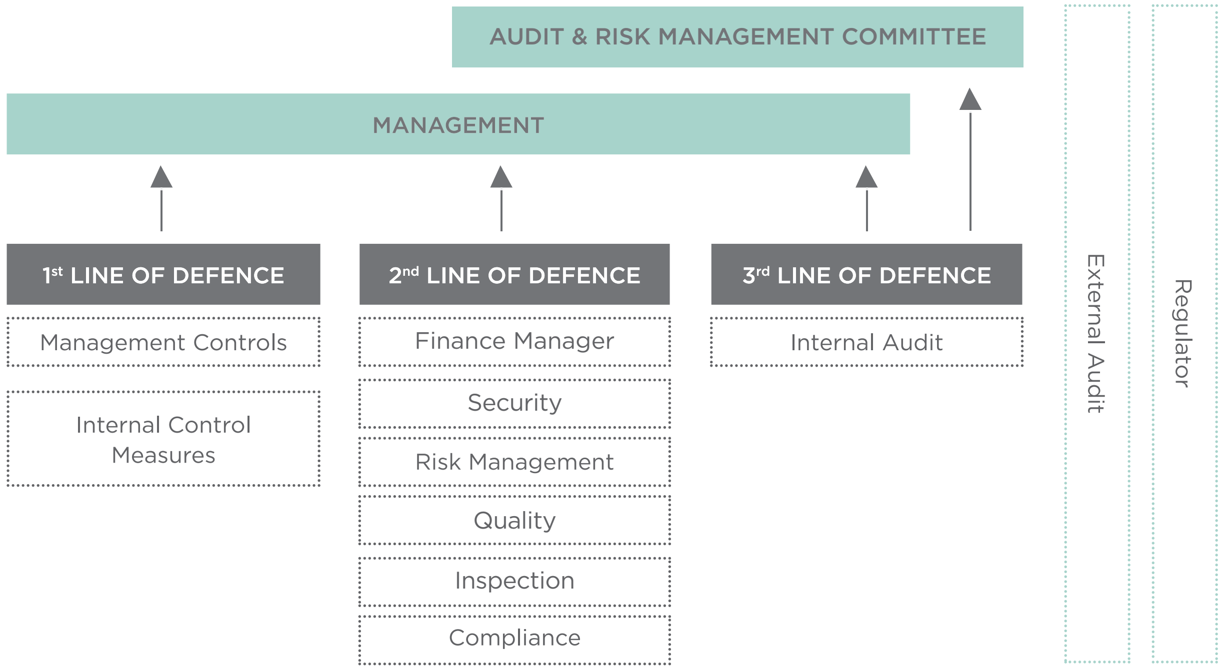
This line is formed by our employees, who are responsible for identifying and managing risks as part of their accountability for achieving objectives. Collectively, they are equipped with the necessary knowledge, skills, information and authority to operate the relevant policies and procedures for risk control.

2. Second Line of Defence (functions that oversee the management of risk)

This line provides the policies, frameworks, tools, techniques and support to enable effective risk and compliance management by the first line. It conducts monitoring to judge how effectively risks are managed and helps ensure consistency in risk definition and measurement.

3. Third Line of Defence (functions that provide independent assurance)

The third line consists of the Internal Audit function. Tasked by and reporting to the ARMC, Internal Audit provides independent assurance that the first two lines of defence operate effectively. Internal Audit evaluates governance, Risk Management and internal controls, with activities designed in line with international auditing standards. The audit scope addresses significant risk areas as captured in the Risk Registers.



Risk culture and whistleblowing

Semaris recognises that effective Risk Management relies on the right people, skills and mindset. Our Code of Ethics reinforces this culture and includes a whistleblowing mechanism that allows employees to raise concerns in confidence. No reports were received through this channel during the year.

Semaris has implemented a cross-functional approach to managing risks, deepening awareness and strengthening our lines of defence. We acknowledge that embedding Risk Management into all aspects of our business is an ongoing process requiring continuous monitoring and refinement.

Holistic approach to Risk Management

Effective Risk Management is integral to achieving Semaris' strategic and operational objectives. We conduct risk assessments to identify, prioritise and make informed decisions on risk mitigation measures. Risks are assessed at an **inherent level** before applying internal controls and other mitigating measures, resulting in a **residual risk assessment**.

Our risk function plays a vital role in raising awareness and training staff across the organisation. While the Risk Management team provides guidance, we recognise that managing risks is everyone's responsibility.

By integrating these practices and principles into daily operations, Semaris upholds a resilient approach to Risk Management, safeguarding the Group's long-term success.

Risk mitigation approach

The Group categorises risks into three groups, each requiring a distinct response:

- **Preventable Risks** – Internal risks managed through compliance, values and internal frameworks designed to prevent operational disruption.
- **Strategy Risks** – Risks deliberately taken in pursuit of returns, managed through informed discussions and cost-effective mitigation.
- **External Risks** – Risks outside the Group's control, such as geopolitical or environmental events, addressed through scenario analysis, stress testing and contingency planning.

This structured approach ensures that risks are managed in alignment with the Group's strategic objectives. Below is a breakdown of our approach for each risk category:

1	2	3
CATEGORY 1	**CATEGORY 2**	**CATEGORY 3**
Preventable risks Risks arising from within the Company that generate no strategic benefits	**Strategy risks** Risks taken for superior strategic returns	**External risks** External, uncontrollable risks
RISK MIGRATION OBJECTIVES		
Avoid or eliminate occurrence cost-effectively	Reduce likelihood and impact cost-effectively	Reduce impact cost-effectively should risk occur
CONTROL MODEL		
Integrated culture-and-compliance model: Develop mission statement: values and belief systems; rules and boundary systems; standard operating procedures; internal controls and Internal Audit	Interactive discussions about risks to strategic objectives drawing on tools such as: - maps of likelihood and impact of identified risks; and - key risk indicator (KRI) scorecards Resource allocation to mitigate critical risk events	"Envisioning" risks through: - trail risk assessment and stress testing; and - scenario planning
ROLE OF THE RISK MANAGEMENT STAFF FUNCTION		
Coordinates, oversees and revises specific risk controls with the Internal Audit function	Runs risk workshops and risk review meetings Helps develop portfolio of risk initiatives and their funding	Runs stress testing Scenario planning and sensitivity testing with Management team
RELATIONSHIP OF THE RISK MANAGEMENT FUNCTION TO BUSINESS UNITS		
Acts as independent overseer	Acts as independent facilitator, independent expert, or embedded experts	Complements strategy team or serves as independent facilitator of "envisioning" exercises

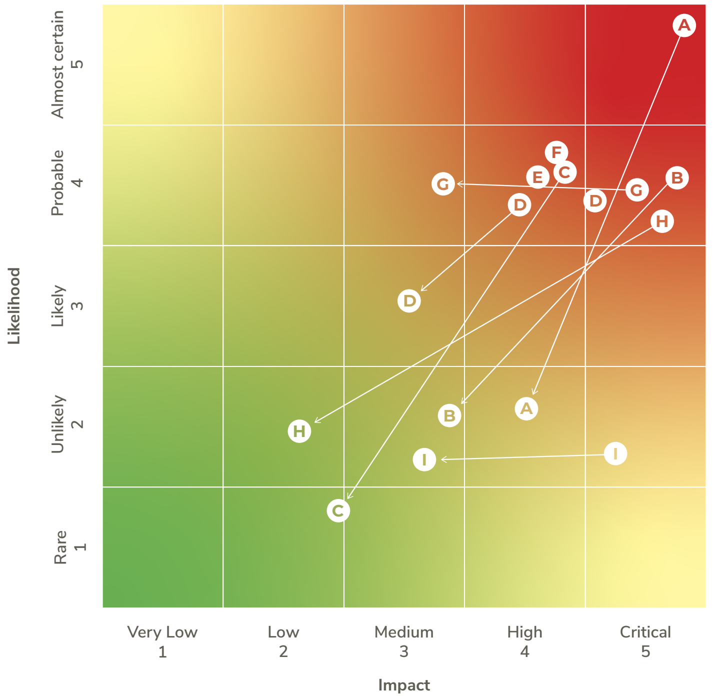
Key inherent risks

The Semaris Group faces a range of inherent risks that may materially affect performance. Nine principal risks have been identified, with evaluations made at both inherent and residual levels to reflect the effectiveness of mitigating measures. These risks are closely monitored across our key projects and managed through tailored risk responses.

Principal risks and mitigation strategies

Risk category	Principal risk	Risk description	Mitigation strategy
Strategic	**A. Licences and permits**	Delays in the construction of the hotel component by related party could result in reputational damage, client claims, or cancellations. Delays in obtaining permits in Morocco for new projects.	Engage in negotiations to develop the Beach Bar as a stand-alone component. Explore short-term solutions in collaboration with the related party. Regular meetings are organised with the authority in Morocco.
Commercial	**B. Commercial strategy**	Failure to achieve the yearly sales targets may lead to cash flow constraints.	Implement a well-structured and properly executed commercial strategy. Undertake targeted marketing initiatives. Conduct benchmarking through robust market research.
Legal	**C. Legal compliance**	Delays in producing compliance reports may result in the loss of potential clients.	Maintain close follow-up with the Compliance Coordinator. Allocate dedicated resources to oversee compliance. Develop and implement alternative compliance solutions where necessary.
Financial	**D. Financial management**	Inability to meet financial obligations.	Maintain rigorous cash flow management. Ensure strong sales execution and disciplined construction management.
		Delays in obtaining the 'quitus' in Morocco could further postpone the final cash inflows for Phase 1 upon delivery of villas.	Regular meetings are held with the authorities to activate this process.
	E. Fiscal and Monetary Policy	Changes in fiscal or monetary legislation could adversely affect operations.	Monitor evolving legislative frameworks and adapt operations accordingly.
	F. Market volatility	Escalating construction costs could undermine profitability.	Negotiate fixed-price contracts with service providers. Appoint reputable Project Managers and qualified Quantity Surveyors to monitor costs and validate service provider requests.
Operational	**G. Construction management**	Complex landforms and rock excavation requirements could increase costs and delay construction.	Reuse excavated rocks for retaining walls and boulders to reduce costs.
	H. Operations	Inaccurate tracking of client modification requests could disrupt delivery timelines.	Deploy integrated software solutions to manage and track client modification requests across departments.
Environmental	**I. Environmental impact**	Inadequate management of pollution.	Appoint reputed and well-versed environmental (dust, noise, water, waste, etc.) Management Consultants.
		Climate change.	Implement comprehensive resilience measures, enhancing energy efficiency and adapting infrastructure to climate risks. Comprehensive insurance coverage.

The **Heat Map** displays (i) **inherent risks** and (ii) **residual risks** after factoring in the risk-mitigating measures applied for each of the nine principal risks identified for the Group.



Project in Praslin – Seychelles

A potential property development in Praslin remains a strategic priority. The main risk relates to delays in obtaining approvals within the required timeframe. The Group continues to work closely with stakeholders to mitigate this risk and ensure alignment with development goals.

Information security and IT risks

Information security and IT risks for Mauritian operations are managed by NMH Ltd under contract. As part of its Digital Transformation Programme, NMH has developed technology road maps covering people, operations, customer experience and finance. These initiatives have strengthened efficiency, while also creating new risk exposures.
To address these, the Group's information governance strategy focuses on:

- evaluating and testing emerging technologies;
- ensuring people and processes remain central to adoption;
- monitoring data analytics and systems to respond proactively;
- managing third-party and vendor risks; and
- disposing of obsolete systems and data in line with privacy and environmental standards.

The Board retains overall responsibility for information governance, while operational management is delegated to the Group's Data and Information Department.

Further details are available in our ICT policy on the NMH website: https://corporate.beachcomber.com/

AML/CFT compliance

Semaris remains fully committed to compliance with the AML/CFT laws of Mauritius. Guided by our **Policy Manual and Procedures**, compliance is reinforced by ongoing staff training and stringent monitoring.

Audit and Risk Committee

For details on internal control, Internal Audit and Risk Management, please refer to the section on Governance – Board Committees.

Progress and achievements

Internal Audit
Internal Audit represents Semaris' Third Line of Defence. It operates as an independent function with a direct reporting line to the Chairperson of the ARMC for audit-related matters, while maintaining day-to-day administrative coordination with Top Management. The Internal Audit function's purpose, authority and responsibility are clearly defined in the Internal Audit Charter.

Morocco operations
In December 2020, GT was appointed as the internal auditor for Domaine Palm Marrakech, our operation in Morocco, following a tender exercise and ARMC consultation. GT is among Morocco's leading advisory firms and the team assigned to Domaine Palm Marrakech consists of seasoned accounting and business advisory professionals. Since its appointment, GT has conducted risk identification and assessment exercises. A three-year audit plan was proposed and subsequently approved by the ARMC. Internal Audit reports and GT's recommendations were presented and thoroughly discussed during ARMC meetings over the year. Identified gaps were addressed, rescheduled and incorporated into an updated plan to ensure comprehensive oversight.

Mauritius operations
The Internal Audit function for Mauritius operations is undertaken by NMH Ltd's Internal Audit team. Since the start of our Mauritius project, they have played a pivotal role in risk identification and assessment exercises. Their audit plan, aligned with project progression stages, has been communicated to and approved by the ARMC. The Internal Audit function is well resourced and adheres to international standards of professionalism and quality. Team members hold internationally recognised qualifications in their respective fields, with the credentials of key personnel available on NMH Ltd's website. Throughout the year, the audit focus was primarily on emerging and high-risk areas. The Internal Audit team reports quarterly to the ARMC, highlighting high-risk issues and providing recommendations, which are discussed in ARMC meetings with Management's input and subsequent implementation plans. Regular follow-ups ensure the resolution of outstanding matters, with any gaps in the audit plan explained in detail. The department is currently undergoing a Digital Transformation, automating audit and Risk Management processes to enhance efficiency by reducing time spent on administrative tasks and allowing a greater focus on implementing impactful changes. The Internal Audit team maintains its independence and objectivity, meeting annually with the Chairperson of the ARMC without Management's presence. No restrictions or limitations have impeded the Internal Audit function's access to information or its scope of work throughout the year.

External Auditor

Auditor rotation is a fundamental governance practice that involves periodically changing the External Auditor to ensure independence, objectivity and fresh perspectives in the audit process. This practice mitigates the risks of complacency, conflicts of interest or overfamiliarity between the auditor and the client. At Semaris, the ARMC consistently reviews the performance, independence and effectiveness of the External Auditor. In alignment with best practices, the Committee assesses the need for auditor rotation, considering factors such as the length of the auditor's tenure, the quality of audits conducted and applicable regulatory requirements. BDO & Co. has served as the Group's External Auditor since 2019. In adherence to best governance practices, Semaris will undertake a tender process for the appointment of a new External Auditor. The Committee remains dedicated to periodically reassessing the appropriateness of the External Auditor's appointment. The ARMC will continue to make recommendations to the Board, including decisions regarding auditor rotation, to ensure the ongoing integrity and effectiveness of the audit function. During the year, high-priority issues raised by the External Auditor regarding policies and accounting treatments were discussed at the Committee's meetings.

FINANCIAL HIGHLIGHTS

Group revenue
MUR **1.29 bn**
2024: MUR 0.6 bn

Loss after tax
MUR **14.8 m**
2024: MUR 121.2 m

Total assets
MUR **8.6 bn**
2024: MUR 7.6 bn

Number of units sold
38
2024: 9

Share price
MUR **0.68**
2024: MUR 0.53

EBITDA
MUR **171 m**
2024: MUR 12 m

Debt-to-equity ratio
43%
2024: 40%

Net asset value per share
MUR **6.60**
2024: MUR 6.24

Value of sales contracts signed
MUR **2.76 bn**
2024: MUR 788 m

OUR SUSTAINABILITY JOURNEY

OUR SUSTAINABILITY JOURNEY

Commitment to sustainability

Governance

Sustainability and climate-related matters are overseen within the established Corporate Governance Framework of the Semaris Group. The Board, acting through its Committees, ensures that material Sustainability risks and opportunities are integrated into strategic planning and decision-making. The Corporate Governance Report of Semaris, included in this Annual Report, provides details of Board composition, oversight structures and Risk Management processes.

At the project level, the management teams of Harmonie Golf & Beach Estate and Domaine Palm Marrakech oversee Sustainability initiatives and report periodically to Senior Management and ultimately to the Board of both entities.

Strategy

The Group's Sustainability strategy is structured around three principal dimensions:
- **Environment and climate:** Implementation of renewable energy solutions, efficient water use, climate-resilient design and biodiversity preservation.
- **Social responsibility:** Promotion of local employment, gender diversity and engagement with host communities.
- **Governance:** Transparent disclosures, robust oversight and progressive alignment with evolving Sustainability reporting standards.

Risk Management

The Group actively monitors and manages Sustainability and climate-related risks, including:
- **Physical risks:** Rising temperatures, water scarcity and extreme weather events.
- **Transition risks:** Regulatory requirements on energy efficiency, emissions and resource use.
- **Reputational risks:** Evolving expectations from Investors, regulators and local communities.

To mitigate these risks, the Group invests in renewable energy systems, adopts sustainable construction practices and integrates Circular Economy principles into project delivery.

Metrics and targets

Environmental initiatives

- **Domaine Palm Marrakech:** Initiatives include photovoltaic panels (targeting up to 60% of electricity needs), drip irrigation, recycled water for golf course and landscaping, stormwater recharge systems, energy-efficient villa design including heat pumps, low-flow water fixtures and locally sourced construction materials.
- **Harmonie Golf & Beach Estate:** Measures include solar water heating, PV-powered pumps and lighting, grey water recycling, eco-blocks to reduce solar heat gain, EV charging infrastructure, smart meters, reuse of excavated rock and systematic recycling of construction waste.

Social contributions

- **Domaine Palm Marrakech:** Employs 25 permanent employees (60% male, 40% female) demonstrating commitment to gender balance and local employment.
- **Harmonie Golf & Beach Estate:** Has no direct employees. The Company has a management agreement with its holding company, Semaris Ltd and related party, NMH.
- **Semaris:** Employs 3 permanent staff.

  Both Domaine Palm Marrakech and Harmonie Golf & Beach Estate contribute actively to community initiatives aimed at improving quality of life in their respective region.

Governance

ESG practices are embedded in the management of projects. The Group is progressively moving towards the adoption of quantitative KPIs in the upcoming financial years.

Outlook

Looking ahead, the Group will introduce quantitative KPIs for energy consumption, renewable energy generation, water recycling and carbon emissions. Sustainability considerations will continue to be embedded into project design, delivery and governance, supporting the Group's resilience and stakeholder value creation.

DIRECTORS' PROFILES

DIRECTORS' PROFILES

Sidharth SHARMA

Chairperson, Independent Non-Executive Director (Born in 1974)
– up for re-election at the next Shareholders' Meeting
Appointed in: December 2019
Qualifications: Doctorate and master's degree in Telecommunications from the University of Bristol; Bachelor's degree in Electrical Engineering from the University of Cape Town
Committee: Chairperson of the Corporate Governance Committee[1]
Professional journey: Group Chief Executive Officer of RHT Holding Ltd and its subsidiaries. The Group is active in the mobility and investment sectors • Chartered Engineer registered with the UK Engineering Council and a Fellow of the Mauritius Institute of Directors • Council member of the National Committee on Road Safety; an advocate for a greener public transportation system with a keen interest in electric vehicles • Published several technical papers in industry journals on dynamic cellular network planning and wireless technologies • Worked for British Telecom plc before joining Island Communications Ltd, a portfolio company of RHT Ventures, as Managing Director • Past Chairperson of the Audit and Risk Management Committee of Semaris Ltd • Past Board member of the Mauritius Institute of Directors, Courts Mammouth, Globefin Management Services Ltd and 4Sight Holdings Ltd
Skills & Experience: Strong expertise in strategy, innovation, Sustainability, operational management, investment management, mobility and technology

Monisha BHEENICK-KALACHAND

Independent Non-Executive Director (Born in 1976)
Appointed in: November 2022
Qualifications: Master of Science in Accounting & Finance, London School of Economics; Bachelor of Science in Business Management & Finance, King's College London. Securities and Financial Derivatives Representative (Securities Financial Authority, UK)
Committee: Chairperson of the Audit and Risk Management Committee
Professional journey: Started her banking and finance career at ABN AMRO Rothschild Bank, London, as an equity trader on the Pan-European desk and a business analyst on the MNC desk • Joined HSBC Corporate & Investment Banking in Mauritius in 2000 as Portfolio/Relationship Manager for MNCs, large conglomerates and parastatal bodies • Recruited by Groupe Caisse d'Epargne in 2004 as Head of Corporate Banking to devise and implement the strategy for the launch of the Corporate Banking Department of Banque des Mascareignes • Joined Standard Bank Mauritius Ltd in 2009 as Business Development Manager for the MNCs and large African groups operating within the overall Standard Bank Group. Conducted several roadshows across South Africa with other professionals from the Mauritian Global Business industry to promote the jurisdiction's attractiveness for hosting tax-efficient financing structures
Skills & Experience: Strong experience in corporate and investment banking, financial analysis and Risk Management across a wide spectrum of business activities • Leadership and team management skills

Karine CURÉ

Executive Director (Born in 1978)
Appointed in: July 2023
Qualifications: Master of Science in Marketing, (University of Paris-Dauphine, France); Postgraduate Diploma in Marketing and Communication, Institut Supérieur de Gestion (ISG), Paris, France; Senior Executive Programmes, INSEAD – Transition to General Management and Strategy Execution for Business Leaders; Active member of Club Crois'Sens, with participation in over 50 APM-certified leadership and executive training sessions on strategy, personal development and management
Professional journey: Started her career in Paris in the fields of advertising and communication • Built a strong track record in Mauritius across diverse sectors, notably tourism, leisure and hospitality, with increasing involvement in corporate strategy, business development and stakeholder engagement • Former Chief Marketing & Communication Executive of Rogers & Co. Ltd, where she contributed to group-level initiatives and transversal projects • Joined the NMH Group in February 2019 to lead Brand & Communication Strategy, Corporate Social Responsibility (CSR) and Corporate Affairs, playing a key role in aligning brand purpose with broader business objectives • Chairs Fondation Espoir Développement Ltée, spearheading the Group's social engagement and impact initiatives with a strong link to business sustainability
Skills & Experience: Over 20 years of experience in strategy, branding, marketing and corporate affairs • Proven leadership in building and guiding multidisciplinary teams towards strategic objectives • Strong ability to align brand purpose with business performance and stakeholder value • Committed to community engagement and fostering impactful partnerships • Advocates for a collaborative and empowering work culture, where people are encouraged, recognised and inspired

Drishti HURRYBUNGS

Executive Director (Born in 1992)
Appointed in: May 2024
Qualifications: Fellow member of the Association of Chartered Certified Accountants; BA (Hons) in Applied Accounting from Anglia Ruskin University
Professional journey: Started her career at Ernst & Young in the audit department, where she was involved in the audit of several listed companies in Mauritius • Worked in the Property cluster of Medine Ltd • Currently the Finance Manager at New Mauritius Hotels Limited, working in the hospitality and property cluster of the Company and the Semaris Group
Skills & Experience: Extensive knowledge in financial reporting and the preparation of consolidated financial statements • Feasibility studies • Auditing

Gilbert ESPITALIER–NOËL

Non-Executive Director (Born in 1964)
Appointed in: February 2018
Qualifications: Master of Business Administration from INSEAD; BSc, University of Cape Town; BSc (Hons), Louisiana State University
Committee: Member of the Corporate Governance Committee[1]
Professional journey: Group CEO of ER Group and Almarys • CEO until June 2023 and Chairman from 5 July 2023 of New Mauritius Hotels Limited • Past CEO of ER Property Limited • Past Operations Director of Eclosia Group • Past President of the Mauritius Chamber of Commerce and Industry, the Joint Economic Council and the Mauritius Sugar Producers Association; Past Vice President of the Mauritius Export Association
Skills & Experience: In-depth knowledge and extensive experience of operations in ENL Group's key sectors of activity • Skilled at creating high-performing teams • Strong proponent of entrepreneurship, innovation and initiative • Staunch advocate of and extensive experience in public-private partnerships for economic stewardship • Sound understanding of business dynamics in Mauritius

Laurent PIAT

Executive Director (Born in 1978)
Appointed in: November 2022
Qualifications: Global Executive MBA from IESE Business School (2021); Master from Sup de Co Montpellier (2002)
Committee: Member of the Corporate Governance Committee[2]
Professional journey: Worked as Project Manager for Groupe Union from 2002 to 2007 • Joined New Mauritius Hotels Limited as Project Coordinator in September 2007 • Appointed as Directeur Général Délégué of Beachcomber Hotels S.A. in Morocco in 2010 and as Directeur Général of Domaine Palm Marrakech S.A. in 2011 • CEO of Semaris since July 2023
Skills & Experience: Promotes effective teamwork where people feel supported and appreciated • Naturally explorative and generates bold ideas to secure competitive advantage • Tackles complex challenges with excellent business acumen and analytical skills, ensuring optimal solutions are defined and investment is safeguarded and levered for full advantage and return • Managed and promoted a large-scale integrated mixed-use development in Marrakech, including a 5* luxury hotel (Fairmont Royal Palm Marrakech), a championship golf course and about 150 luxury villas. The position involved taking over the responsibilities of two subsidiaries in Morocco as General Manager, providing leadership for a team of 30 people, resourcing and managing local and international consultants, driving multiple negotiation rounds with authorities, securing financing and leading a real estate sales team and network

Non-Executive Director (Born in 1978)
Appointed in: September 2018
Qualifications: MBA, Paris-Dauphine/Sorbonne; Postgraduate Diploma in Business Management, Curtin University; BCom Management and Marketing, Curtin University; Professional Development Programme, Cornell University; Senior Executive Programme, London Business School; International Project Management, INSEAD
Committee: Member of the Corporate Governance Committee[1]
Professional journey: CEO of New Mauritius Hotels Limited since July 2023 • Former Managing Director of Semaris Ltd and Chief Officer – Real Estate & Construction of NMH • Former Managing Director of Medine Property, the property arm of Medine Ltd • Commenced his career in sales and marketing at Panagora Marketing Co. Ltd, part of the Eclosia Group • Vice President of AHRIM
Skills & Experience: In-depth knowledge and experience of NMH's key operations • A strong focus on people empowerment and community development • Extensive experience in leadership, property development and sales and marketing

Non-Executive Director (Born in 1962)
Appointed in: November 2022
Qualifications: Diploma in Land Surveying
Professional journey: Joined ENL in 1999 to create Espral, ENL's first instrument for land management and development • Developed the master plan for Bel Ombre and the Moka area in the early 2000s, along with an array of other property developments within ENL land and on behalf of other landowners • Upon creation of ER Property, he took on new responsibilities as Business Development Director and has been pushing, among others, for ENL's entry into the green electricity sector
Skills & Experience: Extensive experience in the real estate sector, including property sales, marketing and value assessments • Proficient negotiation skills

Non-Executive Director (Born in 1963)
up for re-election at the next Shareholders' Meeting
Appointed in: November 2022
Committee: Member of the Audit and Risk Management Committee
Professional journey: Started his career at De Chazal du Mée in 1985 and was responsible for auditing several large corporates in Mauritius • Joined ENL as Project Accountant in December 1994 to oversee the financial aspects of projects • Appointed Group Financial Accountant in 2002 and subsequently Group Head of Finance
Skills & Experience: Extensive experience in strategic planning, preparation of consolidated financial statements, feasibility studies and structured debt financing

Independent Non-Executive Director (Born in 1958)
Appointed in: July 2023
Qualifications: DEA in Politique et Analyse Économique, Maîtrise ès Sciences Économiques and in Économétrie (University of Dijon, France)
Committee: Member of the Audit and Risk Management Committee
Professional journey: Joined the Ministry of Economic Planning and Development as an Economist in 1985; moved subsequently to the Ministry of Finance • Appointed Director of Fiscal Policies in 2001, where he led reforms of the taxation system, including customs tariff phase-down, VAT introduction, income taxation overhaul and creation of the Mauritius Revenue Authority • As Head of the Budget Strategy and Management Directorate, spearheaded the shift to Programme-Based Budgeting within a Medium-Term Macro-Fiscal Framework • Served as Deputy Financial Secretary for 7 years • Sat on the Board of Directors of several State bodies and companies, including the Stock Exchange Commission, the Mauritius Revenue Authority and SIC Ltd; also chaired the Statistics Board • Now retired from the Civil Service
Skills & Experience: Strategic foresight, planning skills and discerning thinking • Structured analytical approach to issues • Solid understanding of issues related to national development, macroeconomic stability, National Budget and fiscal sustainability • Extensive experience in public sector structures, rules and mechanisms

Directorship List:
For the full directorship list of each of the current Directors, please refer to the Company's website: www.semaris.mu

[1] *Appointed effective 11 August 2025*
[2] *Appointed effective 24 September 2025*

CORPORATE GOVERNANCE REPORT

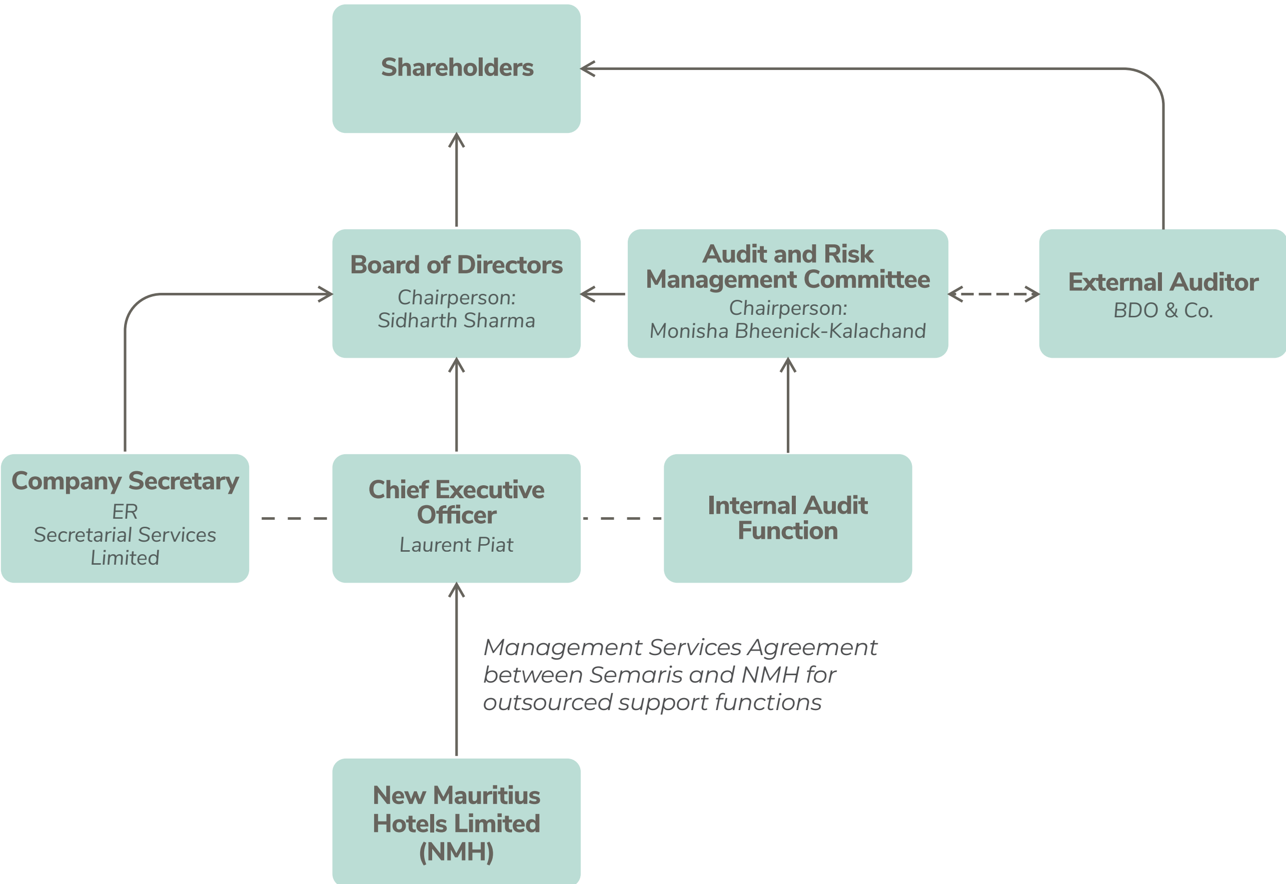
Semaris Ltd ("Semaris" or the "Company") is a Public Interest Entity (PIE) under the provisions of the Mauritian Financial Reporting Act 2004. This Corporate Governance Report outlines our commitment to transparency and good Corporate Governance and our ongoing efforts to enhance Shareholder value. Throughout the report, we detail how we have applied the principles and complied with the relevant provisions of the National Code of Corporate Governance (2016) for Mauritius (the "Code").

Semaris was listed on the Development and Enterprise Market (DEM) of the Stock Exchange of Mauritius Limited (SEM) in September 2019.

1. GOVERNANCE STRUCTURE

The Board of Semaris is collectively accountable and responsible for the Company's long-term success, its reputation and governance. The Board also assumes the responsibility for leading and controlling the Company and meeting all legal and regulatory requirements. In line with the Code, the Board has:

- adopted a Board Charter outlining the objectives, roles, responsibilities and composition of the Board of Directors;
- identified its key Senior Governance positions with position statements detailed in Semaris' Board Charter;
- adopted a Code of Ethics; and
- approved an Organisational and Governance Structure as illustrated hereunder:



The Board Charter and Code of Ethics are available for consultation on the Company's website: www.semaris.mu

2. THE BOARD

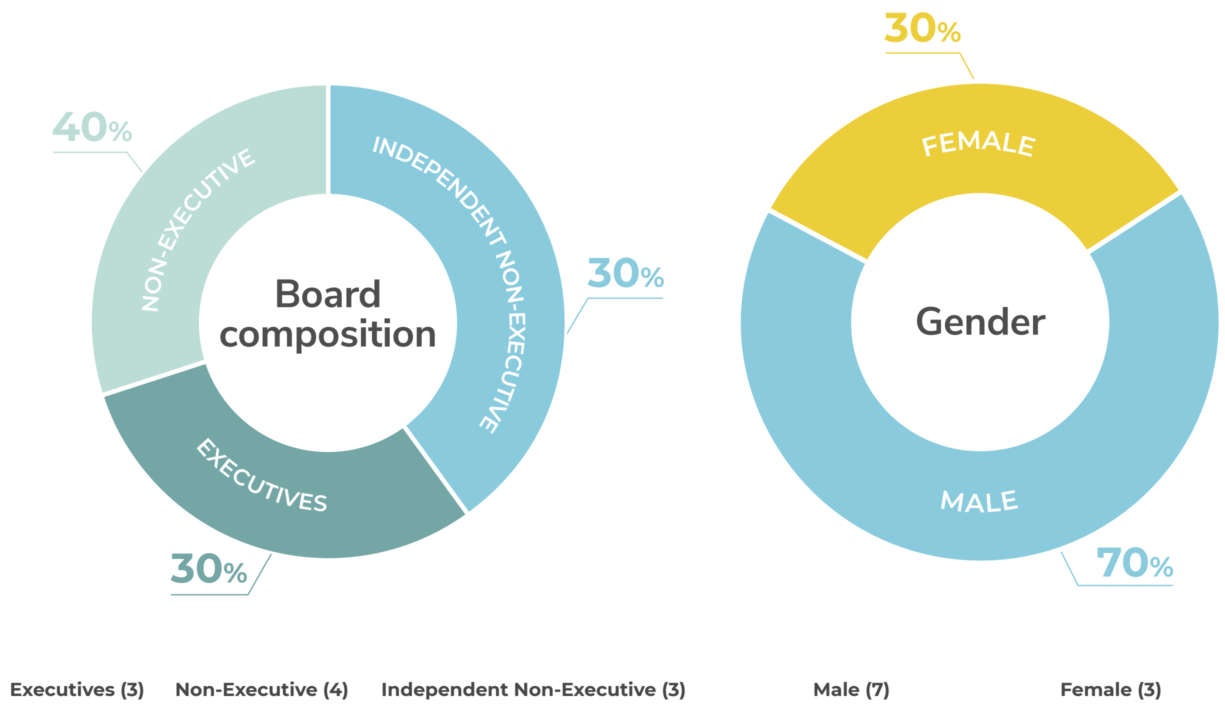
2.1 Board composition as at 30 June 2025

Unitary Board of Directors

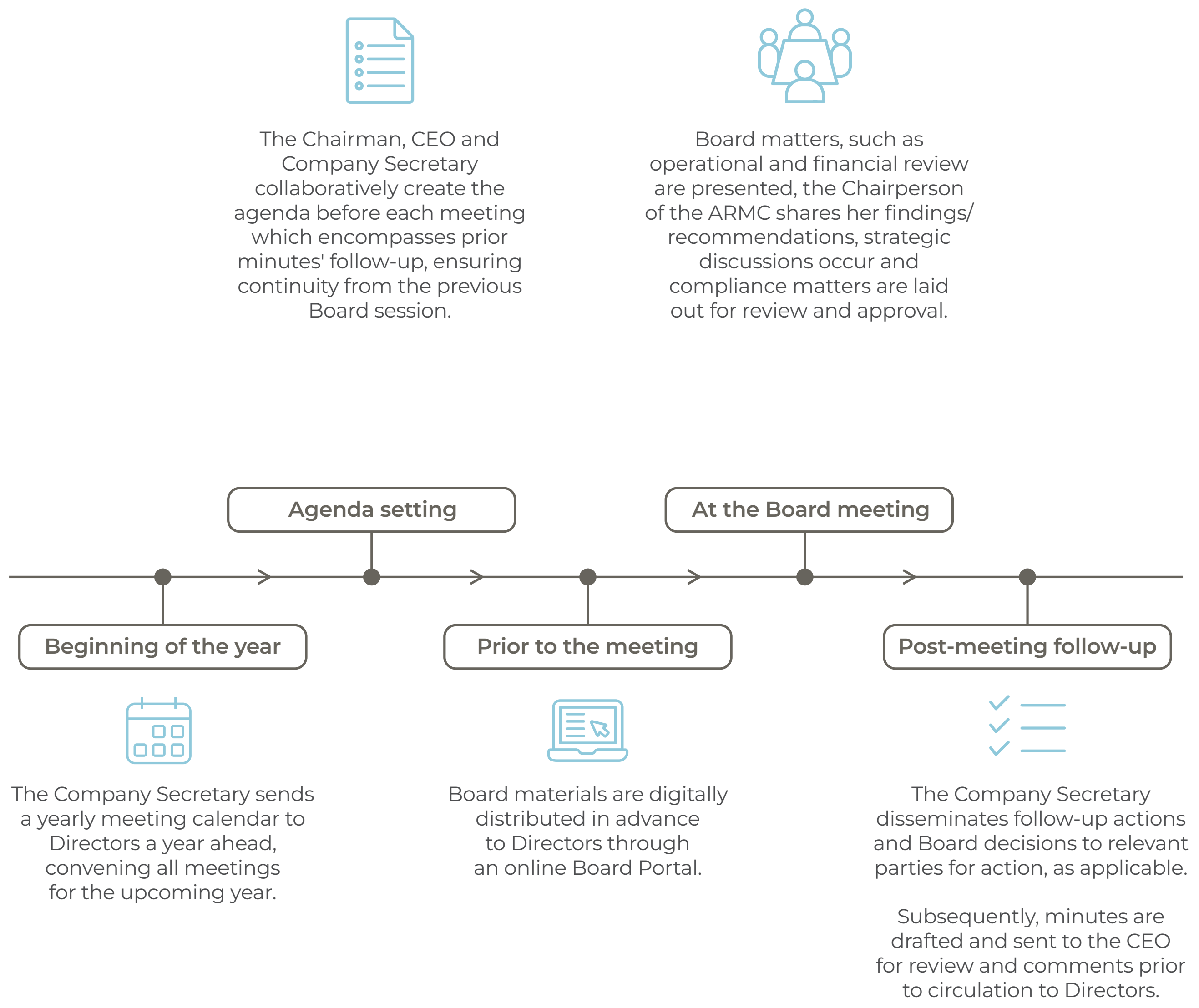
10 Directors with a diverse mix of skills and experience

Board's size determined by Semaris' Constitution

- All Directors of Semaris ordinarily reside in Mauritius.
- Semaris' Constitution is available for consultation on the Company's website: www.semaris.mu
- The names and profiles of the Directors of Semaris are disclosed on pages 28 to 31 of the Annual Report.
- The Board is satisfied that its composition is adequately balanced and that the Directors have the range of skills, expertise and experience to carry out their duties properly.



2.2 Board meeting process



2.3 Focus areas of the Board for Financial Year 2025

During the financial year under review, the Board met five times.

Financials

- Approved the audited financial statements/Annual Report for the year ended 30 June 2024; and
- Approved the unaudited quarterly consolidated results of the Group for publication purposes.

Strategy & Finance

- Reviewed the performance of the Group against business plans as reported by the CEO;
- Reviewed the strategy of the Semaris Group;
- Approved the budget for the financial year ending 30 June 2025;
- Approved the audit fees of BDO & Co. for financial year ended 30 June 2025; and
- Approved banking facilities and changes to authorised bank signatories.

Governance, Compliance and Risk

- Prepared and convened the Annual Meeting of Shareholders;
- Recommended to the Shareholders the appointment of BDO & Co. as auditors of the Company for the year ended 30 June 2025;
- Considered the findings of the 2024 Board Evaluation Report;
- Recommended the change in Money Laundering Reporting Officer and appointment of a new Compliance Officer for Les Salines PDS Ltd (LSPL);
- Took note of the Insurance portfolio of the Semaris Group;
- Approved the revised ARMC Charter and reconfirmed the Board Charter; and
- Approved the updated Data Protection Policy Manual of the Company and its Mauritian subsidiaries.

Standing Agenda Items

- Received reports on follow-up matters from previous minutes;
- Received disclosures of interests from Directors as and when applicable;
- Received reports and recommendations of the Audit and Risk Management Committee; and
- Received reports from the CEO.

2.4 Audit and Risk Management Committee

- The Board has delegated some of its powers and responsibilities to the Audit and Risk Management Committee (ARMC).
- The Chairperson of the ARMC regularly updates the Board on the Committee's proceedings. The Board of Directors has access to all ARMC meetings and records.
- The ARMC has its own Charter which sets out, inter alia, membership requirements, meeting proceedings, roles and responsibilities.
- The ARMC Charter is reviewed annually by the Committee and any proposed amendments are recommended to the Board for approval. The Charter is available for consultation on the Semaris website: www.semaris.mu
- During the financial year, the Chairperson of the ARMC extended Committee meeting invitations on an ad hoc basis to the CEO, key executives, internal auditors and external auditors. Outside formal meetings, the Committee Chairperson maintains a dialogue with key individuals involved in the Company's governance, including the Chairman of the Board, the CEO and the external audit lead partner.
- As at 30 June 2025, the composition of the ARMC was as follows:

ARMC members	Category
Monisha BHEENICK-KALACHAND	Independent Non-Executive Director, Chairperson
Paul TSANG MIN CHING	Non-Executive Director
Patrick YIP	Independent Non-Executive Director

2.4.1 Focus areas of the ARMC during Financial Year 2025

During the financial year under review, the ARMC met four times.

Financial Statements & Reporting Responsibilities

- reviewed and recommended to the Board the approval of:
  - the audited financial statements, Risk Management disclosures in the Annual Report and publication of the audited abridged financial statements for the year ended 30 June 2024; and
  - publication of the unaudited quarterly consolidated results of the Company;
- received the external auditors' report on the audited financial statements of Semaris for the year ended 30 June 2024.

Internal & External Audit Matters

- recommended the appointment of BDO & Co. as auditors and audit fee proposal for the year ended 30 June 2025.
- reviewed and approved the Internal Audit Plan for DPM for the year ended 30 June 2025.
- reviewed reports issued by the Internal Audit functions of LSPL and DPM.
- received from the external auditor the Audit Highlights Memorandum of Semaris Ltd and its subsidiaries for the year ended 30 June 2024, outlining the auditors' audit approach and findings to date, including critical accounting estimates and judgements.

Internal Controls & Risk Management

- reviewed the Risk Management framework of Semaris.

Governance & Compliance

- recommended to the Board approval of the updated Data Protection Policy Manual of the Company and its Mauritian subsidiaries;
- reviewed and amended the ARMC Charter; and
- received the compliance report on AML-CFT and Data Protection for LSPL and DPM.

2.5 Corporate Governance Committee

Effective 11 August 2025, Semaris has set up a CGC. The composition of the CGC is as follows:

CGC members	Category
Sidharth SHARMA	Independent Non-Executive Director, Chairperson
Gilbert ESPITALIER-NOËL	Non-Executive Director
Stéphane POUPINEL DE VALENCÉ	Non-Executive Director

The CGC has adopted its own Charter which sets out, inter alia, membership requirements, meeting proceedings, roles and responsibilities. The Charter is available for consultation on the Semaris website: www.semaris.mu

2.6 Directors' appointment procedures

2.6.1 Appointment and re-election

- The Board may appoint any person as a Director to fill a casual vacancy or as an additional Director. The Director so appointed by the Board will hold office only until the following Annual Meeting and will then be eligible for reappointment.
- In accordance with the Company's Constitution, at each Annual Meeting of the Company, one-third of the Independent and Non-Executive Directors for the time being or, if their number is not a multiple of three, then the number nearest to but not exceeding one-third, shall retire from office and shall be eligible for re-election. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who become Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- The re-election of Messrs Sidharth Sharma and Paul Tsang Min Ching as Directors of the Company in accordance with Section 25.9.3 of the Company's Constitution will be proposed to the Shareholders for approval at the forthcoming Annual Meeting.
- The Board confirms that Messrs Sidharth Sharma and Paul Tsang Min Ching continue to be performing and remain committed to their role as Directors of the Company.

2.6.2 Board induction

During the year under review, the Board composition remained unchanged.

Upon joining the Board, new Directors benefit from an induction programme aimed at deepening their understanding of the businesses, environment and markets in which the Group operates.

As part of the induction programme, they receive an appointment letter and a comprehensive induction pack from the Company Secretary which contains essential Board and Company information, Constitution, Charters, policies, calendar of meetings, minutes of proceedings, meet the Company's key executives and have a briefing session with the Chief Executive Officer.

2.6.3 Professional development and training

- Directors are encouraged to keep themselves abreast of changes and trends in the Company's businesses, environment and markets.
- The Board regularly assesses the development needs of its Directors and the Board as a whole.
- It facilitates attendance at appropriate training programmes to ensure continuous enhancement of Directors' skills and knowledge.

2.6.4 Succession planning

The Board regularly reviews its composition, structure and succession plans.

2.7 Directors' duties, remuneration and performance

2.7.1 Directors' interests, dealings in securities and related party transactions

- The Board adheres to the rules for DEM companies issued by the SEM and the Mauritian Companies Act 2001 in respect of share dealings.
- The Company Secretary keeps the Directors apprised of closed periods and of their responsibilities under the above rules.
- Semaris' Board Charter includes policies on Conflicts of Interests and Related Party Transactions.
- Directors who are interested in a transaction or proposed transaction with the Company disclose their interests to the Board and cause same to be entered in the Interests Register.
- As a measure of good practice, the disclosure of any conflict of interests is a standard item on the Board's agenda with the Chairman inviting Directors to declare their interests or changes in their interests, if any, at the beginning of each meeting.
- The Company Secretary maintains the Interests Register and ensures that the latter is updated regularly. The register is available for consultation by Shareholders upon written request to the Company Secretary.
- All new Directors are required to notify their direct and indirect interests in Semaris in writing to the Company Secretary.
- As at 30 June 2025, the Directors' interests in the shares of Semaris were as follows:

	Direct		Indirect	
	No. of shares	%	No. of shares	%
Monisha BHEENICK-KALACHAND	-	-	-	-
Karine CURÉ	-	-	-	-
Gilbert ESPITALIER-NOËL	131,675	0.024	9,281,765	1.691
Drishti HURRYBUNGS	-	-	-	-
Laurent PIAT	1,050	0.0002	-	-
Stéphane POUPINEL DE VALENCÉ	60,000	0.011	-	-
Thierry REY	9,768	0.002	17,734	0.003
Sidharth SHARMA	-	-	-	-
Paul TSANG MIN CHING	331,044	0.060	-	-
Patrick YIP	-	-	600	0.0001

- During the year under review, none of the Directors has traded in the shares of Semaris.
- Note 15 to the financial statements for the year ended 30 June 2025, set out on pages 81 to 82 of the Annual Report 2025, details all related party transactions between the Company or any of its subsidiaries or associates and any Director, Chief Executive, controlling Shareholder or companies owned or controlled by a Director, Chief Executive or controlling Shareholder.
- Shareholders are apprised of related party transactions through the issue of circulars and press releases by the Company in compliance with the DEM Rules of the SEM.

2.7.2 Information, information technology and information security governance

Pursuant to the Management Services Agreement entered into between NMH and Semaris, NMH controls and manages all the aspects of information and communication technology for Semaris.

2.7.3 Legal duties and access to information

- The Directors are aware of their legal duties.
- In the discharge of their duties, they are entitled to seek independent professional advice at the Company's expense and have access to the records of the Company.
- Directors also have the right to access, at all reasonable times, all relevant Company information and Management, as needed, to perform their duties.
- A Directors' and Officers' Liability Insurance policy has been subscribed to by the Company. The policy covers risks arising from the acts or omissions of Directors and Officers of the Company.
- The Board has delegated to the ARMC its duty to regularly monitor and ensure compliance with the Code of Ethics.

2.7.4 Remuneration policy

- The underlying philosophy is to set remuneration at an appropriate level to attract, retain and motivate high-calibre personnel and reward in alignment with both individual and joint contributions towards the achievement of the Group's objectives and performance, while taking into account current market conditions and the Group's financial position. Directors are remunerated for their knowledge, experience and insight given to the Board and Committee.
- The Board has approved an annual fee for the Directors. They are paid an extra fee as members of Board Committees or as Chair of Board Committees. The Chairperson of the Board is paid a special level of fees appropriate to his office. Details of Directors' remuneration are entered into the Interests Register of the Company.
- None of the Non-Executive Directors is eligible for remuneration in the form of share options or bonuses associated with the Company's performance.
- The table hereunder lays out the current monthly fee structure of the Company:

Category of member	Board	ARMC
Chairperson	Rs 30,000	Rs 10,000
Member	Rs 20,000	Rs 5,000

2.7.5 Attendance and remuneration/benefits paid

For the financial year under review, the attendance at Board and Committee meetings and actual remuneration and benefits perceived by the Directors are as follows:

		Board	ARMC	Remuneration and benefits received from	
Number of meetings held		5	4		
Category	Directors	Attendance		Company (Rs)	Subsidiary companies (Rs)
Executive	Drishti HURRYBUNGS	5/5	N/A	240,000	N/A
	Karine CURÉ	5/5	N/A	240,000	N/A
	Laurent PIAT	5/5	N/A	7,385,000	N/A
Non-Executive	Gilbert ESPITALIER-NOËL	5/5	N/A	240,000	N/A
	Stéphane POUPINEL DE VALENCÉ	4/5	N/A	240,000	N/A
	Thierry REY	3/5	N/A	240,000	N/A
	Paul TSANG MIN CHING	5/5	4/4	300,000	N/A
Independent	Sidharth SHARMA	5/5 ◉	N/A	360,000	N/A
	Monisha BHEENICK-KALACHAND	5/5	4/4 ◉	360,000	N/A
	Patrick YIP	5/5	4/4	300,000	N/A

◉ Chairperson

2.7.6 Board evaluation

- Every year, the Board carries out a critical evaluation of its performance, including that of its Committees and their respective processes and procedures, to ensure their effectiveness in assisting the Board in fulfilling its role.
- During the year under review, an internal evaluation of the Board, its ARMC and Directors was undertaken. Directors completed a questionnaire, designed by the Company Secretary to elicit their views and opinions. The evaluation focused on specific areas of improvement, namely strategic foresight, Board effectiveness and self-evaluation.
- The reviews concluded that the Board and its Committees are operating effectively and that Directors continue to fulfil their roles as required. The remarks and recommendations received are shared with the Board to enable Directors to take appropriate steps where necessary and possible.

3. INTERNAL CONTROL, INTERNAL AUDIT AND RISK MANAGEMENT

For detailed information on internal control, Internal Audit and Risk Management, please refer to pages 14 to 19.

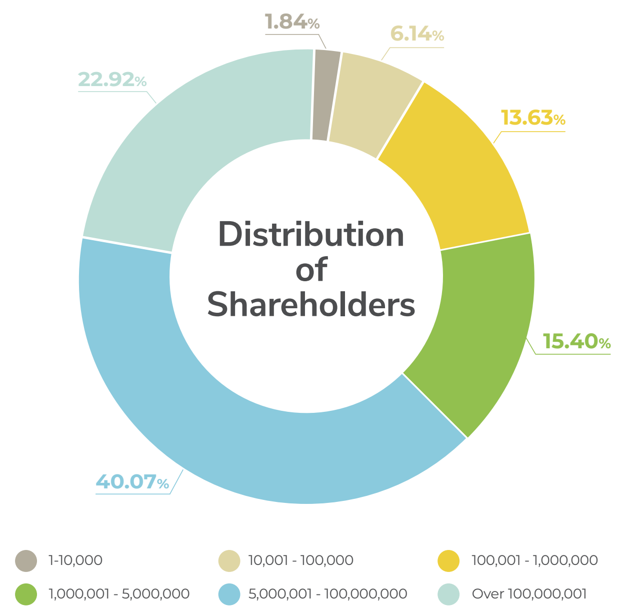
4. SHAREHOLDERS AND OTHER KEY STAKEHOLDERS

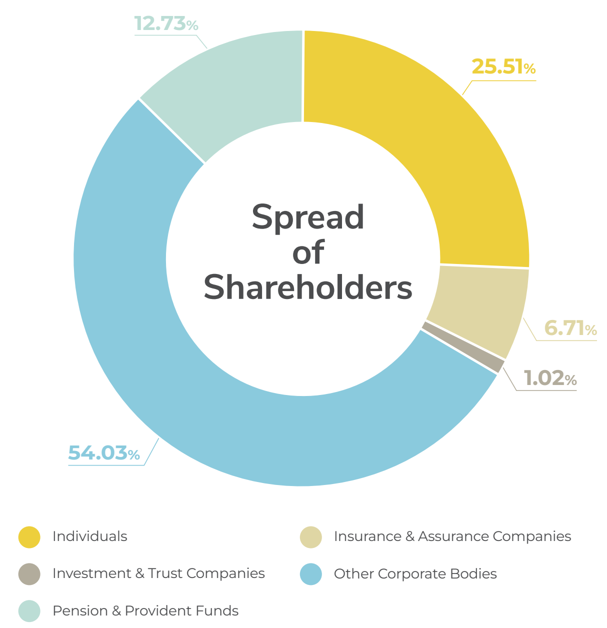
4.1 Shareholding profile

As at 30 June 2025, the Shareholders holding more than 5% of the ordinary shares of the Company were as follows:

	Ordinary (%)
Rogers and Company Limited	22.93
ENL Limited	15.24
Swan Life Ltd	10.35
Joseph René Herbert Maingard Couacaud	6.35

The distribution and spread of Shareholders as at 30 June 2025 were as follows:





4.2 Contract between the Company and its substantial shareholders

The Company has entered into the following agreements with subsidiaries of ER Group Limited, a substantial Shareholder of the Company:

(a) a Services Agreement with ER Secretarial Services Limited for the provision of secretarial services to the Company and its subsidiaries; and

(b) a Development Management agreement with ER Property Limited for the appointment of a Development Manager in relation to the Harmonie Villas project.

4.3 Third-party agreements

Semaris has a Management Services Agreement with NMH for the provision of management services.

4.4 Engagement with shareholders

4.4.1 Shareholders' relations and communication

- The Board of Directors places significant importance on open and transparent communication with Shareholders. The Company communicates with its Shareholders through its Annual Report, circulars issued in compliance with the DEM Rules of the SEM, press announcements, publication of unaudited quarterly and audited abridged financial statements and meetings of Shareholders, as applicable.
- In compliance with the Mauritian Companies Act 2001, Shareholders are invited to the meetings of Shareholders of Semaris where they can raise and discuss matters relating to the Company with the Board.
- The Company's website (www.semaris.mu) features an Investors' corner which provides timely information to stakeholders, including interim and audited financial statements, press releases and other relevant updates.
- Analyst meetings are also organised periodically at which analysts are invited to interact with Management.

4.4.2 Shareholders' calendar

September 2025	Publication of abridged audited financial statements for the year ended 30 June 2025
November 2025	Publication of 1st quarter results to 30 September 2025
	Issue of Annual Report 2025
December 2025	Meeting of shareholders
February 2026	Publication of half-year results to 31 December 2025
May 2026	Publication of 3rd quarter results to 31 March 2026

4.4.3 Shareholders' agreement affecting the governance of the Company by the Board

The Directors confirm that, to the best of their knowledge, they are not aware of the existence of any such agreement for the year under review.

4.4.4 Dividend policy

The Company has no formal dividend policy in place. However, the Board aims to distribute regular and stable dividends, subject to the financial performance and cash flow availability of the Company.

5. COMPANY SECRETARY

- ER Secretarial Services Limited (previously ENL and Rogers Secretarial Services Limited), a wholly-owned subsidiary of ER Group Limited (previously NewENLRogers Limited), employs qualified chartered secretaries to provide corporate secretarial services to the Semaris Group. Mrs Preety Gopaul, who is qualified as a Fellow under the Institute of Chartered Governance, has more than 20 years of experience and leads the Company Secretarial Department.
- All Directors, including the Chairperson, have access to the advice and services of the Company Secretary, delegated by ER Secretarial Services Limited, for the Board's affairs and the Company's business.
- The Company Secretary is responsible to the Board for ensuring that Board procedures are followed, that the applicable rules and regulations for the conduct of the affairs of the Board are complied with and for all matters associated with the maintenance of the Board or otherwise required for its efficient operation.

Laowmila B. Arlandoo, FCG
For ER Secretarial Services Limited
Company Secretary

29 September 2025

OTHER STATUTORY DISCLOSURES

(I) OTHER STATUTORY DISCLOSURES

(Pursuant to Section 221 of the Mauritian Companies Act 2001)

Activities

The activities of the Semaris Group are detailed in Note 1 to the financial statements included in the Annual Report 2025.

Directors

A list of the Directors of the Company and its subsidiaries for the period 1 July 2024 to 30 June 2025 is set out below:

	BHEENICK-KALACHAND Monisha	**CURÉ** Marie Karine	**ESPITALIER-NOËL** Gilbert	**HURRYBUNGS** Drishti	**PIAT** Laurent	**PISMONT** Jean Louis	**POUPINEL DE VALENCÉ** Stéphane	**REY** Thierry	**SEEYAVE** Pauline	**SHARMA** Sidharth	**TSANG MIN CHING** Paul	**YIP** Patrick
Domaine Palm Marrakech S.A.			✓		✓		✓		✓			
Gold Coast Resort Limited					✓	✓	✓		✓			
Kingfisher 3 Limited					✓		✓		✓			
Les Salines PDS Ltd			✓		✓		✓		✓			
Les Salines IHS Limited					✓	✓	✓		✓			
Praslin Resort Limited					✓	✓	✓		✓			
Semaris Ltd	✓	✓	✓	✓	✓		✓	✓		✓	✓	✓

✓: In office *A: Appointed* *R: Resigned*

Directors' service contracts

None of the Directors of the Company or its subsidiaries has service contracts that need to be disclosed under Section 221 of the Mauritian Companies Act 2001.

Directors' remuneration and benefits

The total remuneration and benefits received, or due and receivable, by the Directors from the Company and its subsidiaries were as follows:

	From the Company		From the Subsidiaries	
Directors	**2025**	2024	**2025**	2024
	Rs '000	Rs '000	**Rs '000**	Rs '000
Executive Directors				
- Full-time	**7,657**	8,377	-	-
- Part-time	-	-	-	570
Non-Executive Directors	**2,040**	2,040	-	-
Post-employment benefits – Executive Directors	**208**	205	-	48
	9,905	10,622	-	618

Directors' interests in the equity of Semaris

(i) The interests of the Directors in the shares of Semaris as at 30 June 2025 are detailed on page 41 of the Annual Report 2025.

Directors' interests in the equity of Semaris (cont'd)

(ii) As at 30 June 2025, none of the Directors, except for those detailed below, held any direct interests in the equity of the subsidiaries of the Company:

	Domaine Palm Marrakech S.A.	
	No. of shares	**%**
Gilbert ESPITALIER-NOËL	1	0.000
Stéphane POUPINEL DE VALENCÉ	1	0.000
Laurent PIAT	1	0.000

Interests of Senior Officers (excluding Directors) in the shares of Semaris

As at 30 June 2025, none of the senior officers (excluding Directors) held any direct or indirect interests in the shares of the Company.

Contracts of significance

During the financial year under review, there were no contracts of significance to which Semaris, or one of its subsidiaries, was a party and in which any Director of Semaris was materially interested either directly or indirectly.

Shareholders

As of 24 August 2025, the following Shareholders were directly or indirectly interested in more than 5% of the ordinary share capital of the Company:

Name of shareholder	Interest (%)
ER Group Limited (previously NewENL Rogers Limited)	38.17
Swan Life Ltd	10.42
Joseph René Herbert Maingard Couacaud	6.35

Donations

No donations were made during the financial year under review (2024: Rs 1 m).

External Auditors' remuneration at 30 June 2025

	Audit fees paid to:		Fees paid for the other services [1] provided by:	
	BDO & Co.	Other firms [2]	BDO & Co.	Other firms
	Rs	Rs	Rs	Rs
Domaine Palm Marrakech S.A.	-	1,774,125	-	27,700,000
Gold Coast Resort Limited	-	126,915	-	18,460
Kingfisher 3 Limited	-	-	-	10,600
Les Salines PDS Ltd	546,250	-	-	23,000
Les Salines IHS Limited	-	-	-	10,600
Praslin Resort Limited	-	197,850	-	226,000
Semaris Ltd	1,137,000	-	-	120,000

[1] *Other services relate to tax, Internal Audit and consultancy services.*

[2] *Breakdown of audit fees paid to other firms.*

BDO SARL:	**Rs**
Domaine Palm Marrakech S.A.	1,774,125
Sey Auditors & Associates:	
Gold Coast Resort Limited	126,915
Praslin Resort Limited	198,000

(II) STATEMENT OF DIRECTORS' RESPONSIBILITIES

In respect of 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 flow of the Company. In preparing these 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 International Financial Reporting Standards have been followed and complied with;
- prepare the Financial Statements on a going-concern basis unless it is inappropriate to presume that the Company will continue in business; and
- ensure that the Code of Corporate Governance (the "Code") has been adhered to and where any material deviation from any guidance contained within the Code has occurred, explanations have been provided accordingly.

The Directors confirm that they have complied with the above requirements in preparing the Company's Financial Statements.

The External Auditors are responsible for reporting on whether the Financial Statements are fairly presented.

The Directors are responsible for keeping proper accounting records, which disclose with reasonable accuracy the financial position of the Company at any time and enable them to ensure that the Financial Statements comply with the Mauritian Companies Act 2001. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps to prevent and detect fraud and other irregularities.

The Board is responsible for the review of the effectiveness of the system of internal control and Risk Management of the Company and its subsidiaries. The Board is committed to continuously maintain a sound system of Risk Management and adequate control procedures with a view to safeguarding the assets of the Group. The Board affirms that it has monitored the key strategic, financial, operational and compliance risks in line with the current business environment.

The Financial Statements are prepared from the accounting records on the basis of consistent use of appropriate accounting policies supported by reasonable and prudent judgements and estimates that fairly present the state of affairs of the Group and Company.

(III) STATEMENT OF COMPLIANCE WITH THE CODE

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

Name of Public Interest Entity (PIE):	Semaris Ltd
Reporting period:	1 July 2024 to 30 June 2025

We, the Directors of Semaris Ltd, confirm to the best of our knowledge that the PIE has fully complied with the principles of the Code of Corporate Governance.

Sidarth Sharma
Chairman

Laurent Piat
Chief Executive Officer

29 September 2025

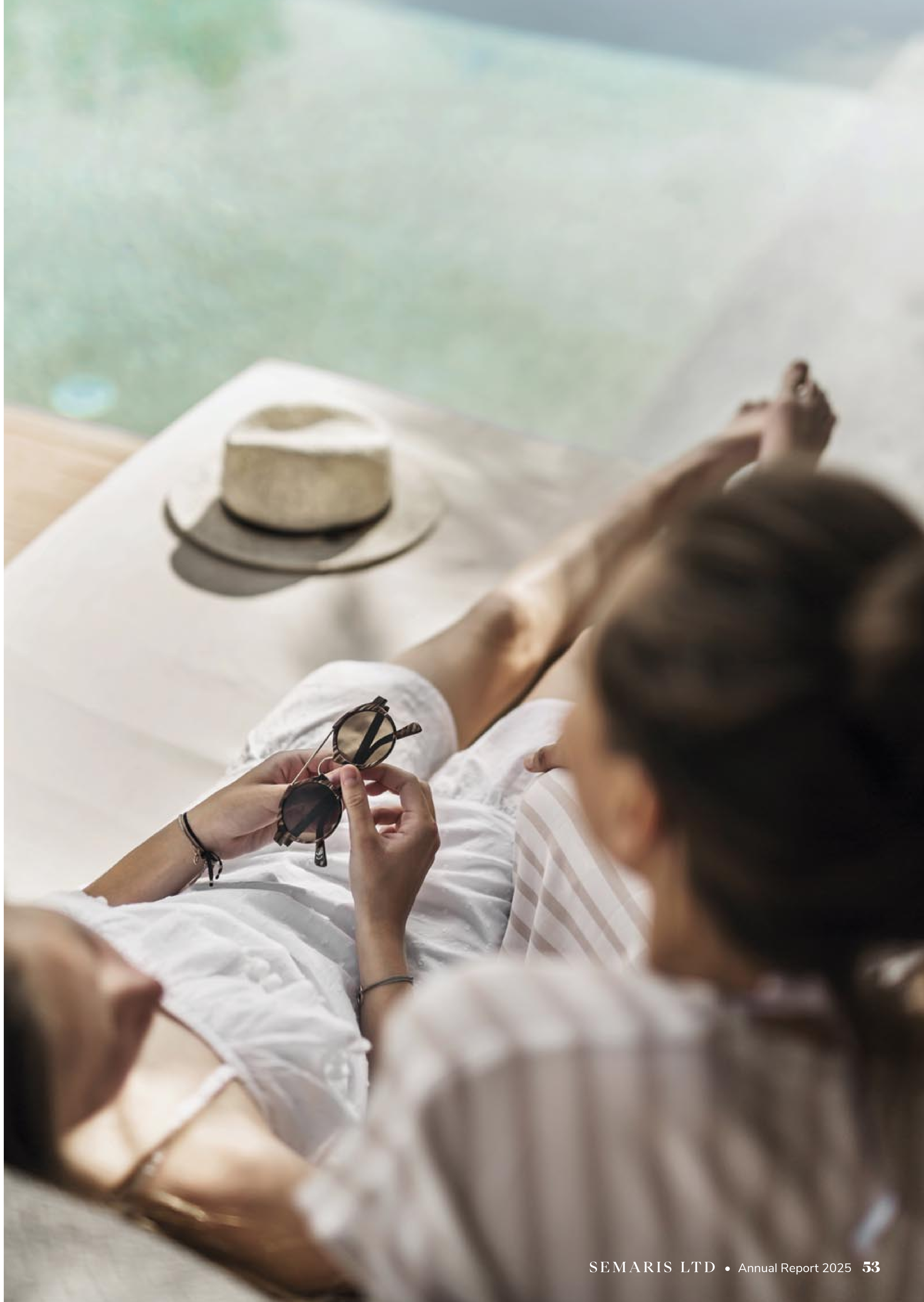
COMPANY SECRETARY'S CERTIFICATE

(Pursuant to Section 166(d) of the Mauritian Companies Act 2001)

We certify that, to the best of our knowledge and belief, the Company has filed with the Registrar of Companies all such returns as are required of the Company under the Mauritian Companies Act 2001.

Laowmila B. Arlandoo, FCG
For ER Secretarial Services Limited
Company Secretary

29 September 2025



INDEPENDENT AUDITOR'S REPORT

Report on the audit of the consolidated and separate financial statements

Opinion

We have audited the consolidated financial statements of Semaris Ltd (the "Company") and its subsidiaries (together the "Group"), and the Company's separate financial statements set out on pages 64 to 105 which comprise the consolidated and separate statements of financial position as at 30 June 2025, and the consolidated and separate statements of profit or loss and other comprehensive income, consolidated and separate statements of changes in equity and consolidated and separate statements of cash flows for the year then ended, and notes to the consolidated and separate financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated and separate financial statements give a true and fair view of the financial position of the Group and Company as at 30 June 2025, and of their financial performance and their cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards") and comply with the Mauritian 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 Consolidated and Separate Financial Statements* section of our report. We are independent of the Group in accordance with the International Ethics Standards Board for Accountants' *International Code of Ethics for Professional Accountants* (*including International Independence Standards*) (the "*IESBA Code*"). We have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

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

Key audit matters (cont'd)

1. Valuation of land and buildings classified as property and equipment

Key audit matter
The Group owns land and buildings amounting to Rs 657m, included under Property and Equipment as at 30 June 2025. Land and buildings are carried at fair value under the revaluation model in terms of IAS 16 *Property, Plant and Equipment*. The fair value of land and buildings is determined by independent external valuers. The determination of the fair value of land and buildings involves judgements and estimates that materially affect the carrying amounts of the revalued assets. The key inputs in determining the fair value include the cash flow model assumptions and the price per square metre as used for the respective assets. Due to the significance of land and buildings in the Group's financial statements and significant judgements involved in arriving at their fair values, we considered this to be a key audit matter.

Related disclosures
Refer to Notes 12, 25, 37(b) and 41 of the accompanying financial statements.

Audit response
Our audit procedures in respect of this key audit matter included:

- evaluating the design and implementation of the relevant controls relating to the valuation of land and buildings;
- assessing the competence, independence and integrity of the independent external valuers by looking at the professional qualifications and performing the relevant background searches;
- assessing the appropriateness of the valuation methods used by the independent external valuers in determining the fair values of land and buildings as at 30 June 2025;
- engaging with the independent external valuers and assessing the reasonableness of key inputs and assumptions used in the fair value determination through:
  - corroborating the price per square metre used in the valuation against recent transactions;
  - challenging the underlying assumptions used in the cash flow model such as growth rate and discount rate by discussing with the independent external valuers and comparing them to industry norms;
  - checking the mathematical accuracy of the valuation and verifying the completeness, adequacy and relevance of the information presented to us;
  - involving our own valuation specialists to challenge and corroborate the unobservable inputs based on our independently calculated discount rate and growth rates and the industry benchmark; and
  - performing sensitivity on the main assumptions used to ensure the valuation arrived at is fair and reasonable; and
- evaluating the adequacy of the disclosures made in the financial statements.

INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF SEMARIS LTD

Key audit matters (cont'd)

2. Valuation of investment property

Key audit matter
As at 30 June 2025, the Group had land and buildings classified as investment property amounting to Rs 619m. Investment property is measured initially at cost, including transaction costs. Subsequent to initial recognition, investment property is carried at fair value as determined annually by a valuation carried out by an independent external valuer, which is based on the discounted cash flow model, with the corresponding changes in fair values being recognised in the consolidated statement of profit or loss. A fair value loss of Rs 110m was recognised on the investment property for the year ended 30 June 2025.

The significance of investment property on the Group's financial statements and the significant judgements and assumptions applied in arriving at the fair values resulted in them being identified as a key audit matter during our current year audit.

Related disclosures
Refer to Notes 12, 27 and 41 of the accompanying financial statements.

Audit response
Our audit procedures in respect of this key audit matter included:
- evaluating the design and implementation of the relevant controls relating to the valuation of investment property;
- assessing the competence, independence and integrity of the independent external valuer by looking at the professional qualifications and performing the relevant background searches;
- assessing the appropriateness of the valuation methods used by the independent external valuer in determining the fair values of investment property as at 30 June 2025;
- engaging with the independent external valuer and assessing the reasonableness of key inputs and assumptions used in the fair value determination through:
  - corroborating the price per square metre used in the valuation against recent transactions;
  - challenging the underlying assumptions used in the cash flow model such as growth rate and discount rate by discussing with the independent external valuer and comparing them to industry norms;
  - checking the mathematical accuracy of the valuation and verifying the completeness, adequacy and relevance of the information presented to us;
  - involving our own valuation specialists to challenge and corroborate the unobservable inputs based on our independently calculated discount rate and growth rates and the industry benchmark; and
  - performing sensitivity on the main assumptions used to ensure the valuation arrived at is fair and reasonable; and
- evaluating the adequacy of the disclosures made in the financial statements.

Key audit matters (cont'd)

3. Valuation of inventory at Group level

Key audit matter

In the Group's financial statements, the carrying value of inventory as at 30 June 2025 amounted to Rs 4.3bn representing land earmarked for development in Mauritius, Morocco and Seychelles. Inventory is carried at lower of cost and net realisable value ("NRV"). In line with IAS 2 Inventories, Management has carried out the NRV testing using independent valuation carried out by an external valuer and through comparing expected net selling prices and estimated cost to complete. NRV testing involves significant estimates and judgements as used in the valuation model concerning cost to completion and expected timing for future sale. We have identified the NRV testing of the inventory as a key audit matter due to the significance of the inventory on the Group's financial statements and also the significant estimates and judgements involved in arriving at the NRV.

Related Disclosures

Refer to Note 30 of the accompanying financial statements.

Audit response

Our audit procedures in respect of this key audit matter included:

- we have assessed the design and implementation of the relevant controls being applied in the NRV testing exercise;
- we ensured that the list of inventories obtained from Management is consistent with the project;
- we have obtained the NRV tests as performed by Management for the different projects;
- we have agreed the expected realisable value of the respective assets with the expected selling prices obtained from Management. We have ensured that the estimated cost to sell is properly calculated and deducted from the proceeds to arrive at the respective NRV and appropriate discounting has been applied;
- we have critically assessed the assumptions used in the NRV testing and the benchmark relied by Management to ensure they are reasonable and appropriate;
- we have assessed the appropriateness and reasonableness of the basis of account used in the NRV testing;
- we have reviewed the respective agreements and corresponding reports available to ensure they are fairly reflected in the NRV testing; and
- we have ensured the disclosures made in the financial statements are adequate.

Other information

The Directors are responsible for the other information. The other information comprises the information included in the Annual Report, including Chairman's & CEO's Report, Risk Management Report, Financial Highlights, Sustainability Journey, Corporate Governance Report, Statement of Compliance, Secretary's Certificate and Other Statutory Disclosures, but does not include the consolidated and separate financial statements and our auditor's report thereon.

Our opinion on the consolidated and separate 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 consolidated and separate financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate 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 SHAREHOLDERS OF SEMARIS LTD

Responsibilities of Directors for the consolidated and separate financial statements

The Directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with IFRS Accounting Standards and in compliance with the requirements of the Mauritian Companies Act 2001, and for such internal control as the Directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the Directors are responsible for assessing the Group's and Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Group and/or the Company or to cease operations, or have no realistic alternative but to do so.

The Directors are responsible for overseeing the Group's and Company's financial reporting process.

Auditor's responsibilities for the audit of the consolidated and separate financial statements

Our objectives are to obtain reasonable assurance about whether the consolidated and separate 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 consolidated and separate 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 consolidated and separate 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 Group's and Company's internal control;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Directors;
- conclude on the appropriateness of 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 Group's and Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate 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 Group and/or Company to cease to continue as a going concern;
- evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation; and

Auditor's responsibilities for the audit of the consolidated and separate financial statements (cont'd)

- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

Report on other legal and regulatory requirements

Mauritian Companies Act 2001

The Mauritian Companies Act 2001 requires that in carrying out our audit, we consider and report on the following matters. We confirm that:

- we have no relationship with, or interests in, the Company and its subsidiaries, other than in our capacity as auditor and dealings in the ordinary course of business;
- we have obtained all information and explanations we have required; and
- in our opinion, proper accounting records have been kept by the Company as far as it appears from our examination of those records.

Mauritian Financial Reporting Act 2004

Our responsibility under the Mauritian Financial Reporting Act 2004 is to report on the compliance with the Code of Corporate Governance ("Code") disclosed in the Annual Report and assess the explanations given for non-compliance with any requirement of the Code. From our assessment of the disclosures made on Corporate Governance in the Annual Report, the Company has, pursuant to Section 75 of the Mauritian Financial Reporting Act 2004, complied with the requirements of the Code.

INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF SEMARIS LTD

Other matter

This report is made solely to the Company's Shareholders, as a body, in accordance with Section 205 of the Mauritian Companies Act 2001. Our audit work has been undertaken so that we might state to the Company's Shareholders those matters 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 Company and the Company's Shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

BDO & CO.
Chartered Accountants
Port Louis,
Mauritius

Ameenah Ramdin, FCCA, FCA
Licensed by FRC

29 September 2025

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CONSOLIDATED AND SEPARATE STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 JUNE 2025

		THE GROUP		THE COMPANY	
	Notes	**Year ended 30 June 2025**	Year ended 30 June 2024	**Year ended 30 June 2025**	Year ended 30 June 2024
		Rs '000	Rs '000	**Rs '000**	Rs '000
Revenue from contracts with customers	16	**1,287,581**	608,096	**-**	-
Direct costs	18	**(913,971)**	(411,041)	**-**	-
Staff costs	17	**(91,739)**	(81,359)	**(8,870)**	(18,968)
Other expenses	19	**(168,680)**	(104,408)	**(22,671)**	(21,177)
Net impairment losses on financial assets		**(2,705)**	-	**-**	-
Net reversal/(write-down) of inventories	13	**35,458**	(107,658)	**-**	-
Profit/(Loss) before interest, tax, depreciation, amortisation, other income and fair value		**145,944**	(96,370)	**(31,541)**	(40,145)
Other income	20	**44,846**	40,210	**25,000**	-
Reversal of impairment on property and equipment	25	**89,542**	-	**-**	-
Fair value movement on investment property	27	**(109,766)**	68,174	**-**	-
Earnings/(Loss) before interest, tax, depreciation and amortisation		**170,566**	12,014	**(6,541)**	(40,145)
Finance revenue	21	**35,945**	110,832	**26,448**	129,468
Finance costs	22	**(179,259)**	(206,947)	**(345)**	(1,761)
Depreciation of property and equipment	25	**(23,578)**	(22,250)	**(37)**	(31)
Depreciation of right-of-use assets	26(a)	**(13,789)**	(13,073)	**(691)**	(690)
Amortisation of intangible assets	28	**(351)**	(427)	**(19)**	(18)
(Loss)/Profit before tax		**(10,466)**	(119,851)	**18,815**	86,823
Income tax (charge)/credit	23(a)	**(4,339)**	(1,371)	**594**	-
(Loss)/Profit for the year		**(14,805)**	(121,222)	**19,409**	86,823
Other comprehensive income:					
Items that may be reclassified to profit or loss in subsequent years:					
Exchange differences on translation of foreign operations		**154,811**	7,538	**-**	-
Items that may not to be reclassified to profit or loss in subsequent periods:					
Gains on revaluation of land		**57,661**	-	**-**	-
Remeasurement of employee benefit liabilities, net of tax		**1**	-	**1**	-
Other comprehensive income for the year		**212,473**	7,538	**1**	-
Total comprehensive income/(loss) for the year		**197,668**	(113,684)	**19,410**	86,823
Loss per share					
Basic loss per share (Rs)	24	**(0.03)**	(0.22)		

The Notes on pages 68 to 105 form an integral part of these financial statements.
Independent Auditor's Report on pages 54 to 61.

CONSOLIDATED AND SEPARATE STATEMENTS OF FINANCIAL POSITION AS AT 30 JUNE 2025

		THE GROUP		THE COMPANY	
	Notes	**Year ended 30 June 2025**	Year ended 30 June 2024	**Year ended 30 June 2025**	Year ended 30 June 2024
		Rs '000	Rs '000	**Rs '000**	Rs '000
ASSETS					
Non-current assets					
Property and equipment	25	**931,168**	635,602	**132**	126
Right-of-use assets	26(a)	**527,125**	537,404	**2,071**	2,762
Investment property	27	**619,331**	985,933	**-**	-
Intangible assets	28	**634**	935	**45**	64
Investments in subsidiaries	29	**-**	-	**2,576,746**	2,576,746
Financial assets at amortised cost	32(a)	**161,036**	206,737	**-**	-
Deferred tax asset	23(b)	**26,238**	25,379	**594**	-
Total non-current assets		**2,265,532**	2,391,990	**2,579,588**	2,579,698
Current assets					
Inventories	30	**4,285,010**	3,844,968	**-**	-
Contract assets	16(a)	**237,272**	162,348	**-**	-
Trade receivables	31	**270,441**	9,632	**-**	-
Financial assets at amortised cost	32(a)	**217,904**	73,732	**542,173**	507,232
Other assets	33	**674,723**	556,615	**17,035**	14,003
Cash in hand and at bank	34	**402,760**	556,731	**28,051**	39,265
Total current assets		**6,088,110**	5,204,026	**587,259**	560,500
Non-current assets held for sale	35	**284,943**	-	**-**	-
Total assets		**8,638,585**	7,596,016	**3,166,847**	3,140,198
EQUITY AND LIABILITIES					
Equity attributable to owners of the parent					
Stated capital	36	**3,595,000**	3,595,000	**3,595,000**	3,595,000
Revenue deficit		**(747,886)**	(733,081)	**(455,664)**	(475,073)
Other reserves	37	**775,188**	562,715	**1**	-
Total equity		**3,622,302**	3,424,634	**3,139,337**	3,119,927
Non-current liabilities					
Borrowings	38	**2,423,033**	2,348,516	**-**	-
Lease liabilities	26(b)	**125,202**	125,853	**1,393**	2,036
Employee benefit liabilities	39	**3,548**	7,217	**3,548**	7,247
Deferred tax liability	23(b)	**20,097**	20,613	**-**	-
Total non-current liabilities		**2,571,880**	2,502,199	**4,941**	9,283
Current liabilities					
Trade and other payables	40	**502,137**	352,701	**21,822**	10,241
Contract liabilities	16(a)	**1,348,231**	970,293	**-**	-
Bank overdraft	34	**428,502**	152,855	**-**	-
Borrowings	38	**128,624**	166,707	**-**	-
Lease liabilities	26(b)	**18,443**	12,892	**747**	747
Current tax liabilities	23(a)	**18,466**	13,735	**-**	-
Total current liabilities		**2,444,403**	1,669,183	**22,569**	10,988
Total liabilities		**5,016,283**	4,171,382	**27,510**	20,271
Total equity and liabilities		**8,638,585**	7,596,016	**3,166,847**	3,140,198

Approved by the Board of Directors on 29 September 2025 and signed on its behalf by:

Sidharth Sharma
Chairman

Laurent Piat
CEO

The Notes on pages 68 to 105 form an integral part of these financial statements.
Independent Auditor's Report on pages 54 to 61.

CONSOLIDATED AND SEPARATE STATEMENTS OF CHANGES IN EQUITY
FOR THE YEAR ENDED 30 JUNE 2025

THE GROUP

			Other reserves			
	Stated capital	**Revenue deficit**	**Actuarial reserve**	**Revaluation reserve**	**Foreign exchange difference reserve**	**Total equity**
	Rs '000	**Rs '000**	**Rs '000**	**Rs '000**	**Rs '000**	**Rs '000**
As at 1 July 2024	**3,595,000**	**(733,081)**	**-**	**37,130**	**525,585**	**3,424,634**
Loss for the year	**-**	**(14,805)**	**-**	**-**	**-**	**(14,805)**
Other comprehensive income for the year	**-**	**-**	**1**	**57,661**	**154,811**	**212,473**
Total comprehensive (loss)/income for the year	**-**	**(14,805)**	**1**	**57,661**	**154,811**	**197,668**
As at 30 June 2025	**3,595,000**	**(747,886)**	**1**	**94,791**	**680,396**	**3,622,302**
As at 1 July 2023	3,595,000	(611,859)	-	37,130	518,047	3,538,318
Loss for the year	-	(121,222)	-	-	-	(121,222)
Other comprehensive income for the year	-	-	-	-	7,538	7,538
Total comprehensive (loss)/income for the year	-	(121,222)	-	-	7,538	(113,684)
As at 30 June 2024	3,595,000	(733,081)	-	37,130	525,585	3,424,634

THE COMPANY

	Stated capital	**Revenue deficit**	**Other reserve**	**Total equity**
	Rs '000	**Rs '000**	**Rs '000**	**Rs '000**
As at 1 July 2024	**3,595,000**	**(475,073)**	**-**	**3,119,927**
Profit for the year	**-**	**19,409**	**-**	**19,409**
Other comprehensive income for the year	**-**	**-**	**1**	**1**
Total comprehensive income for the year	**-**	**19,409**	**1**	**19,410**
As at 30 June 2025	**3,595,000**	**(455,664)**	**1**	**3,139,337**
As at 1 July 2023	3,595,000	(561,896)	-	3,033,104
Profit for the year	-	86,823	-	86,823
Other comprehensive income for the year	-	-	-	-
Total comprehensive income for the year	-	86,823	-	86,823
As at 30 June 2024	3,595,000	(475,073)	-	3,119,927

The Notes on pages 68 to 105 form an integral part of these financial statements.
Independent Auditor's Report on pages 54 to 61.

CONSOLIDATED AND SEPARATE STATEMENTS OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2025

		THE GROUP		THE COMPANY	
	Notes	**Year ended 30 June 2025**	Year ended 30 June 2024	**Year ended 30 June 2025**	Year ended 30 June 2024
Operating activities		**Rs '000**	Rs '000	**Rs '000**	Rs '000
(Loss)/Profit before tax		**(10,466)**	(119,851)	**18,815**	86,823
Adjustments to reconcile (loss)/profit before tax:					
Amortisation of intangible assets	28	**351**	427	**19**	18
Depreciation of right-of-use assets	26(a)	**13,789**	13,073	**691**	690
Depreciation of property and equipment	25	**23,578**	22,250	**37**	31
Finance revenue	21	**(35,945)**	(110,832)	**(26,448)**	(129,468)
Interest expense on lease liabilities	22/26(b)	**11,959**	11,265	**173**	215
Interest expense	22	**167,300**	195,682	**-**	1,546
Increase in employee benefit liabilities	39	**(3,700)**	7,086	**(3,700)**	7,086
Profit on disposal of property and equipment		**(372)**	-	**-**	-
Derecognition of lease liability	19	**-**	85	**-**	-
Fair value movement on investment property	27	**109,766**	(68,174)	**-**	-
Reversal of impairment on property and equipment		**(89,542)**	-	**-**	-
Foreign exchange differences		**16,998**	3,218	**-**	-
Provision for doubtful debts		**2,705**	-	**-**	-
Net (reversal)/write-down of inventories	13	**(35,458)**	107,658	**-**	-
Working capital adjustments:					
Increase in inventories		**(328,308)**	(178,299)	**-**	-
(Increase)/Decrease in trade receivables		**(255,313)**	7,983	**-**	-
(Increase)/Decrease in financial assets at amortised cost		**(72,506)**	75,837	**(9,341)**	(167,806)
(Increase)/Decrease in other assets		**(85,024)**	61,725	**(3,032)**	(3,084)
Increase in contract assets		**(63,867)**	(141,428)	**-**	-
Increase/(Decrease) in trade and other payables		**129,432**	(49,240)	**11,581**	(20,908)
Increase in contract liabilities		**331,032**	107,335	**-**	-
Cash used in operations		**(173,591)**	(54,200)	**(11,205)**	(224,857)
Interest received on financial assets at amortised cost		**5,340**	9,497	**-**	-
Income tax paid	23(a)	**(1,755)**	(1,678)	**-**	-
Net cash used in operating activities		**(170,006)**	(46,381)	**(11,205)**	(224,857)
Cash flows from investing activities					
Acquisition of property and equipment	25	**(137,403)**	(5,110)	**(43)**	(115)
Acquisition of intangible assets	28	**(51)**	(67)	**-**	(2)
Proceeds from capital reduction in subsidiary		**-**	-	**-**	69,533
Refund of loan to related party		**-**	38,896	**-**	38,896
Acquisition of investment property	27	**-**	(17,035)	**-**	-
Proceeds from sale of property and equipment		**386**	-	**-**	-
Interest received		**-**	-	**130**	1,747
Net cash flows (used in)/generated from investing activities		**(137,068)**	16,684	**87**	110,059
Cash flows from financing activities					
Proceeds from borrowings	34(b)	**-**	38,454	**-**	-
Repayment of borrowings	34(b)	**(38,580)**	(17,831)	**-**	-
Interest paid on lease liabilities	22/26(b)/34(b)	**(8,317)**	(11,265)	**(173)**	(215)
Principal paid on lease liabilities	26(b)/34(b)	**(2,106)**	(2,500)	**(643)**	(669)
Interest paid	22	**(92,117)**	(112,429)	**-**	-
Net cash flows used in financing activities		**(141,120)**	(105,571)	**(816)**	(884)
Net decrease in cash and cash equivalents		**(448,194)**	(135,268)	**(11,934)**	(115,682)
Cash and cash equivalents at 1 July		**403,876**	524,129	**39,265**	151,565
Net foreign exchange differences		**18,576**	15,015	**720**	3,382
Cash and cash equivalents at year end	34	**(25,742)**	403,876	**28,051**	39,265

The Notes on pages 68 to 105 form an integral part of these financial statements.
Independent Auditor's Report on pages 54 to 61.

CORPORATE AND GROUP INFORMATION

1. Corporate information

The financial statements of Semaris Ltd (the "Company") and the consolidated financial statements with its subsidiaries (the "Group") for the year ended 30 June 2025 were authorised for issue in accordance with a resolution of the Directors on 29 September 2025. Semaris Ltd is a public limited company incorporated in Mauritius and is listed on the Development and Enterprise Market ("DEM"). Its registered office is situated at Beachcomber House, Botanical Garden Street, Curepipe, Mauritius.

These financial statements will be submitted for consideration and approval at the forthcoming Annual Meeting of Shareholders of the Company.

The principal activities of the Group consist mainly of the development of property for sale across different countries.

2. Group information

Information on subsidiaries:

Name of corporation	Main business activity	Country of incorporation	Effective % holding June 2025 & 2024
Les Salines PDS Ltd	Property development	Mauritius	100%
Les Salines IHS Limited	Property development	Mauritius	100%
Kingfisher 3 Limited	Investment	Mauritius	100%
Praslin Resort Limited	Property	Seychelles	99%
Gold Coast Resort Limited	Property	Seychelles	100%
Domaine Palm Marrakech S.A.	Property development	Morocco	100%

The operations of the subsidiaries are carried out in the countries in which they are incorporated.

There is no restriction on the ability of the above subsidiaries to transfer funds to the parent in the form of cash dividends or to repay loans.

BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICIES

3. Basis of preparation and statement of compliance

The financial statements have been prepared on a historical cost basis except for Investment Property, which is stated at fair value and certain specific classes of property and equipment, namely land and buildings, which are measured at revalued amounts as disclosed in the accounting policies hereafter. The consolidated financial statements are presented in Mauritian rupees and all values are rounded to the nearest thousand (Rs '000), except when otherwise indicated. Where necessary, comparative figures have been amended to conform with changes in presentation in the current year.

The consolidated financial statements of Semaris Ltd (the "Company") and its subsidiaries (the "Group") comply with the Mauritian Companies Act 2001 and have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards).

4. Summary of accounting policies

(a) Foreign currency translation

The Group's financial statements are presented in Mauritian rupees, which are also the parent company's functional and presentation currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency.

Transactions and balances
Transactions in foreign currencies are initially recorded in their respective functional currency spot rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency spot rate of exchange ruling at the reporting date.

Differences arising on settlement or translation of monetary items are recognised in profit or loss with the exception of monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation. These are recognised in other comprehensive income until the net investment is disposed of, at which time, the cumulative amount is reclassified to profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in other comprehensive income.

Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of gain or loss on change in fair value of the item (i.e. translation differences on items whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss respectively).

Group companies
The assets and liabilities of foreign operations are translated into Mauritian rupees at the rate of exchange prevailing at the reporting date and their profit or loss items are translated at exchange rates prevailing at the transaction dates. The exchange differences arising on the translation are recognised in other comprehensive income. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

SEMARIS LTD AND ITS SUBSIDIARIES

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

BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICIES (CONT'D)

4. Summary of accounting policies (cont'd)

(b) Financial assets

The Group classifies its financial assets into the category discussed below, depending on the business model test and contractual cash flows of the asset:

(i) Amortised cost
These assets arise principally from the provision of goods and services to customers (e.g. trade receivables), but also incorporate other types of financial assets where the objective is to hold these assets in order to collect contractual cash flows and the contractual cash flows are solely payments of principal and interest. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue and are subsequently carried at amortised cost using the effective interest rate method, less loss allowance for impairment.

Expected credit loss allowance for trade receivables is recognised based on the simplified approach within IFRS 9 using the lifetime expected credit losses. During this process, the probability of non-payment of the trade receivables is assessed. This probability is then multiplied by the amount of the expected loss arising from default to determine the lifetime expected credit loss for the trade receivables. For trade receivables, which are reported net, such loss allowances are recorded in a separate loss allowance account with the loss being recognised in the statements of profit or loss. On confirmation that the trade receivable will not be collectable, the gross carrying value of the asset is written off against the associated loss allowance.

Expected credit loss allowance for receivables from related parties and loans to related parties are recognised based on a forward-looking expected credit loss model. The methodology used to determine the amount of the loss allowance is based on whether there has been a significant increase in credit risk since initial recognition of the financial asset. For those where the credit risk has not increased significantly since initial recognition of the financial asset, twelve months expected credit losses along with gross interest income are recognised. For those for which credit risk has increased significantly, lifetime expected credit losses along with the gross interest income are recognised. For those that are determined to be credit-impaired, lifetime expected credit losses along with interest income on net basis are recognised.

From time to time, the Group elects to renegotiate the terms of trade receivables due from customers with whom it has previously had a good trading history. Such renegotiation will lead to changes in the timing of payments rather than changes to the amounts owed and, in consequence, the new expected cash flows are discounted at the original effective interest rate and any resulting difference to the carrying value is recognised in the statements of profit or loss.

The Group and Company maintain a credit risk rating based on the days past due and qualitative factor as explained above. The counterparty is categorised as follows:

Category	Description	Basis for recognising expected credit losses
Performing	The counterparty has a low risk of default and does not have any past due amounts	12-month ECL
Doubtful	Amount is >30 days past due or there has been a significant increase in credit risk since initial recognition	Lifetime-ECL not credit impaired
In Default	Amount is >90 days past due or there is evidence indicating the asset is credit-impaired	Lifetime-ECL credit impaired
Write-Off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off

The Company determines that a financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:
- significant financial difficulty of the debtor;
- a breach of contract such as a default or being past due the agreed credit term; or
- it is probable that the debtor will enter bankruptcy or other financial reorganisation.

The Group considers a financial asset to be in default when:
- the debtor is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or
- the financial asset is more than 90 days past due.

Write-off
The gross carrying amount of a financial asset is written off when the Company has no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. The Company individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery.

The Group's financial assets measured at amortised cost comprise trade receivables, contract assets, financial assets at amortised cost and cash and cash equivalents in the statements of financial position.

Cash and cash equivalents include cash in hand and for the purpose of the statements of cash flows, bank overdrafts. Bank overdrafts are shown as a separate line item in current liabilities in the statements of financial position.

(ii) Derecognition of financial assets
A financial asset (or, where applicable a part of a financial asset or part of a group of similar financial assets) is derecognised when:
- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay them in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset; or (b) has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Where the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement and has neither transferred nor retained substantially all the risks and rewards of the asset nor has transferred control of the asset, the asset is recognised to the extent of the Group's continuing involvement in the asset. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICIES (CONT'D)

4. Summary of accounting policies (cont'd)

(c) Financial liabilities

The Group classifies its financial liabilities into the following category:

Amortised cost
Financial liabilities at amortised cost include the following items:

- Bank borrowings are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest-bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried in the statements of financial position. For the purpose of each financial liability, interest expense includes initial transaction costs and any premium payable on redemption, as well as any interest or coupon payable while the liability is outstanding.

- Trade payables and other short-term monetary liabilities, which are initially recognised at fair value and subsequently carried at amortised cost using the effective interest method.

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability and the difference in the respective carrying amounts is recognised in profit or loss.

(d) Current versus non-current classification

The Group presents assets and liabilities in statements of financial position based on current/non-current classification. An asset is current when it is:
- expected to be realised or intended to be sold or consumed in normal operating cycle;
- held primarily for the purpose of trading;
- expected to be realised within twelve months after the reporting period; or
- cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:
- it is expected to be settled in normal operating cycle;
- it is held primarily for the purpose of trading;
- it is due to be settled within twelve months after the reporting period; or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

(e) Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in profit or loss net of any reimbursement.

(f) Other taxes

Value added tax
Revenues, expenses and assets are recognised net of the amount of value added tax except:
- where the value added tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case the value added tax is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable and receivables and payables that are stated with the amount of value added tax included; and
- The net amount of value added tax recoverable from, or payable to the taxation authority is included as part of accounts receivables or payables in the statements of financial position.

(g) Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any such indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's fair value less costs to sell and its value in use and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

Where the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs to sell, an appropriate valuation model is used. These calculations are corroborated by valuation multiples, quoted share prices or other available fair value indicators.

Impairment losses are recognised in the statements of profit or loss in those expense categories consistent with the function of the impaired asset, except for property previously revalued where the revaluation was taken to equity. In this case, the impairment is also recognised in equity up to the amount of any previous revaluation.

BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICIES (CONT'D)

4. Summary of accounting policies (cont'd)

(g) Impairment of non-financial assets (cont'd)

For each non-financial asset, an assessment is made at each reporting date as to whether there is any indication that previously recognised impairment losses may no longer exist or may have decreased. If such indication exists, the Group makes an estimate of the recoverable amount of the cash-generating unit. A previously recognised impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in profit or loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

Impairment of non-financial assets is assessed at Company level for Investments in subsidiaries and Inventories. At Group level, impairment assessment is performed for each identifiable cash-generating units (CGUs) for all subsidiaries.

(h) Revenue recognition

(a) Revenue from contracts with customers

Performance obligations and timing of revenue recognition
Revenue from customers includes sales of goods made to customers. The Group's main activity consists of property development and is therefore engaged in the construction and sale of villas.

All revenue generated from the sale of goods defined above is recognised at a point in time or over time when the control of the goods rendered is actually transferred to the customer. This is generally when the goods are delivered to the customer.

Revenue from sale of villas
The Group develops and sells villas. Revenue is recognised when control over the villas has been transferred to customers. As per the contract terms, customers can cancel the contract anytime by paying applicable penalties. For DPM, the ownership of villas being constructed is transferred to customers on completion. On cancellation of contract by the customer, DPM has the option to sell the villas to other customers. Therefore, revenue is recognised at a point in time when the legal title has been passed to the customer or upon the signing of the Mise en Jouissance Anticipée ("MJA"), whichever is earlier. For LSPL, revenue is recognised for villas on progress of work certified by the quantity surveyor following signature of the VEFA.

Villas sold by the Group include a one-year snagging period given to customers and a ten-year warranty, which require the Group to either amend a villa's structure and waterproofing during the warranty period if the villa fails to comply with agreed-upon specifications. The warranties are back to back with the Group's suppliers/contractors. For the one-year snagging period, the contractors have to make good of any defects. The Group keeps the retention money for one year. If the contractors default to correct the snag, the Group uses the retention money to rectify the snag. For the ten-year guarantee on structure/waterproofing, the Group requests contractors to provide same warranty to the Group.

For LSPL, upon sale of a villa, a GFA is required that provides assurance to the buyer that in case the Developer in default, the bank will step in and complete the villa.

No provision for warranty has been included in the financial statements as Management believes that the probability of claims is remote. In accordance with IFRS 15, such warranties are not accounted for as separate performance obligations and hence no revenue is allocated to them. Instead, a provision is made for the costs of satisfying the warranties in accordance with IAS 37 Provisions, Contingent Liabilities and Contingent Assets, as and when a claim arises.

Determining transaction price
The transaction price of the Group's revenue streams is mostly derived from fixed price contracts and therefore, the amount of revenue to be earned from each contract is determined by reference to those fixed prices.

Allocating amounts to performance obligations
Each contract has a fixed price which is correspondingly allocated to the performance obligations.

(b) Other income earned by the Group is recognised on the following bases:
- interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets, the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance);
- management income; and
- other operating income.

5 (i). Standards, Amendments to published Standards and Interpretations effective in the reporting period

IAS 1 *Presentation of Financial Statements*

Classification of Liabilities as Current or Non-Current: Narrow-scope amendments to IAS 1 to clarify how to classify debt and other liabilities as current or non-current. The amendments have no impact on the Group's financial statements.

Non-Current Liabilities with Covenants: Subsequent to the release of amendments to IAS 1 Classification of Liabilities as Current or Non-Current, the IASB amended IAS 1 further in October 2022. If an entity's right to defer is subject to the entity complying with specified conditions, such conditions affect whether that right exists at the end of the reporting period, if the entity is required to comply with the condition on or before the end of the reporting period and not if the entity is required to comply with the conditions after the reporting period. The amendments also provide clarification on the meaning of 'settlement' for the purpose of classifying a liability as current or non-current. The amendments have no impact on the Group's financial statements.

IFRS 16 *Leases*
Lease Liability in a Sale and Leaseback: The amendment clarifies how a seller-lessee subsequently measures sale and leaseback transactions that satisfy the requirements in IFRS 15 to be accounted for as a sale. The amendments have no impact on the Group's financial statements.

IAS 7 *Statement of Cash Flows* & IFRS 7 *Financial Instruments: Disclosures*
Supplier Finance Arrangements: The amendments add disclosure requirements and 'signposts' within existing disclosure requirements that ask entities to provide qualitative and quantitative information about supplier finance arrangements.

BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICIES (CONT'D)

5 (ii). 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 January 2025 or later periods, but which the Group has not early adopted.

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

Effective date 1 January 2025

IAS 21 *The Effects of Changes in Foreign Exchange Rates*
Lack of Exchangeability: The amendments contain guidance to specify when a currency is exchangeable and how to determine the exchange rate when it is not.

Effective date 1 January 2026

IFRS 9 *Financial Instruments* & IFRS 7 *Financial Instruments: Disclosures*
Classification and Measurement of Financial Instruments: The amendments clarify that a financial liability is derecognised on the 'settlement date' and introduce an accounting policy choice to derecognise financial liabilities settled using an electronic payment system before the settlement date. Other clarifications include the classification of financial assets with ESG-linked features via additional guidance on the assessment of contingent features. Clarifications have been made to non-recourse loans and contractually linked instruments. Also, additional disclosures have been introduced for financial instruments with contingent features and equity instruments designated at fair value through other comprehensive income.

Contracts Referencing Nature-Dependent Electricity: The amendments clarify how IFRS 9 should be applied to power purchase agreements with specific characteristics. The amendments include clarification on the application of the 'own-use' requirements and permitting hedge accounting if these contracts are used as hedging instruments. New disclosure requirements have also been included to enable Investors to understand the effect of these contracts on a Group financial performance and cash flows.

Effective date 1 January 2027

IFRS 18 *Presentation and Disclosure in Financial Statements*
Presentation and disclosure in financial statements: IFRS 18 introduces new requirements on presentation within the statements of profit or loss, including specified totals and subtotals presented within the statements of profit or loss within one of the following five categories – operating, investing, financing, income taxes and discontinued operations. It also requires disclosure of Management-defined performance measures and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements and the notes. In addition, it brings about consequential amendments to other accounting standards. This standard replaces IAS 1 - Presentation of Financial Statements.

IFRS 19 *Subsidiaries without Public Accountability: Disclosures*
Subsidiaries without Public Accountability: Disclosures: IFRS 19 is a non-mandatory standard. It specifies the disclosure requirements that eligible subsidiaries are permitted to apply instead of the disclosure requirements in other IFRS accounting standards. It allows eligible entities to benefit from reduced disclosure requirements while still applying the recognition, measurement and presentation requirements in other IFRS Accounting Standards. Subsidiaries are eligible to apply IFRS 19 if they do not have public accountability and their parent, intermediate parent or ultimate parent company produces consolidated financial statements available for public use that comply with IFRS Accounting Standards.

The effective date of this amendment has been deferred indefinitely until further notice

IFRS 10 *Consolidated Financial Statements*
Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments to IFRS 10 and IAS 28): Narrow-scope amendments address an acknowledged inconsistency between the requirements in IFRS 10 and those in IAS 28 (2011) in dealing with the sale or contribution of assets between an Investor and its associate or joint venture.

IAS 28 *Investments in Associates and Joint Ventures*
Sale or Contribution of Assets between an Investor and its Associate or Joint Venture (Amendments to IFRS 10 and IAS 28): Narrow-scope amendments to address an acknowledged inconsistency between the requirements in IFRS 10 and those in IAS 28 (2011) in dealing with the sale or contribution of assets between an Investor and its associate or joint venture.

Where relevant, the Group 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.

GROUP BUSINESS OPERATIONS AND MANAGEMENT

6. Basis of consolidation

The consolidated financial statements comprise the financial statements of the Group and its subsidiaries as at 30 June 2025.

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- exposure, or rights, to variable returns from its involvement with the investee; and
- the ability to use its power over the investee to affect its returns.

When the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- the contractual arrangement with the other vote holders of the investee;
- rights arising from other contractual arrangements; and
- the Group's voting rights and potential voting rights.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

BASIS OF PREPARATION AND SUMMARY OF ACCOUNTING POLICIES (CONT'D)

7. Business combinations

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred at acquisition date fair value and the amount of any non-controlling interest in the acquiree. For each business combination, the Group elects to measure the non-controlling interest in the acquiree either at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

Sometimes a business combination is achieved in stages, where the acquirer obtains control of an acquiree in which it held an equity interest immediately before the acquisition date. The previously held equity interest is remeasured to fair value as its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

In a business combination achieved in stages, the acquirer shall remeasure its previously held equity interest in the acquiree at its acquisition date fair value and recognise the resulting gain or loss, if any, in profit or loss or other comprehensive income, as appropriate. In prior reporting periods, the acquirer may have recognised changes in the value of its equity interest in the acquiree in other comprehensive income. If so, the amount that was recognised in other comprehensive income shall be recognised on the same basis as would be required if the acquirer had disposed directly of the previously held equity interest.

The acquirer shall recognise goodwill as of the acquisition date measured as the excess of (a) over (b) below:

(a) the aggregate of:
   (i) the consideration transferred measured in accordance with this IFRS, which generally requires acquisition date fair value (see paragraph 37);
   (ii) the amount of any non-controlling interest in the acquiree measured in accordance with this IFRS; and
   (iii) in a business combination achieved in stages (see paragraphs 41 and 42), the acquisition date fair value of the acquirer's previously held equity interest in the acquiree; and

(b) the net of the acquisition date amounts of the identifiable assets acquired and the liabilities assumed measured in accordance with this IFRS.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or a liability will be recognised in accordance with IFRS 9 either through equity or profit or loss.

If the contingent consideration is classified as equity, it shall not be remeasured and its subsequent settlement shall be accounted for in equity.

When the Group ceases to have control, any retained interest in the entity is remeasured to its fair value, with the change in carrying amount recognised in profit or loss. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss.

8. Financial Risk Management objectives and policies

The Group's principal liabilities comprise bank loans, overdrafts, leases liabilities and trade and other payables. The main purpose of these financial liabilities is to raise finance for the Group's operations. The Group has various financial assets, such as trade receivables, financial assets at amortised cost and cash and cash equivalents which arise directly from its operations.

The Group's activities, therefore, expose it to a variety of financial risks: market risk (including currency risk and cash flow interest rate risk), credit risk and liquidity risk. The Group's overall Risk Management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance. The Board of Directors reviews and agrees policies for managing each of these risks which are summarised as follows:

(i) Credit risk
The Group's credit risk arises mainly from cash and cash equivalents, contract assets, financial assets at amortised cost as well as credit exposures to customers, including outstanding receivables.

Credit risk is managed on a Group basis. For banks and financial institutions, only independently rated parties are accepted.

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group has no significant concentration of credit risk, with exposure spread over a large number of counterparties and customers. The Group trades only with recognised, creditworthy third parties. The Group has policies in place to ensure that sales of services are made to customers with an appropriate credit history. Advance payments are requested where necessary until positive credit rating is established. The Group also has insurance covers to reduce the financial losses in case of default by customers.

With respect to credit risk arising from the other financial assets of the Group, which comprise cash and cash equivalents and financial assets at amortised cost, the Group's exposure to credit risk arises from default of the counterparty, with a maximum exposure equal to the carrying amount of these instruments as stated in the statements of financial position or notes to the financial statements.

GROUP BUSINESS, OPERATIONS AND MANAGEMENT (CONT'D)

8. Financial Risk Management objectives and policies (cont'd)

The following table shows the maximum exposure to credit risk for the components of the statements of financial position:

THE GROUP	Neither past due nor impaired	Past due but not impaired			Carrying amount at year end
		Less than 3 months	3 to 12 months	> 1 year	
2025	**Rs '000**	**Rs '000**	**Rs '000**	**Rs '000**	**Rs '000**
Trade receivables	**270,441**	**-**	**-**	**-**	**270,441**
Financial assets at amortised cost	**378,940**	**-**	**-**	**-**	**378,940**
Cash in hand and at bank	**402,760**	**-**	**-**	**-**	**402,760**
	1,052,141	**-**	**-**	**-**	**1,052,141**

	Neither past due nor impaired	Past due but not impaired			Carrying amount at year end
		Less than 3 months	3 to 12 months	> 1 year	
2024	Rs '000	Rs '000	Rs '000	Rs '000	Rs '000
Trade receivables	9,632	-	-	-	9,632
Financial assets at amortised cost	280,469	-	-	-	280,469
Cash in hand and at bank	556,731	-	-	-	556,731
	846,832	-	-	-	846,832

THE COMPANY	Neither past due nor impaired	Past due but not impaired			Carrying amount at year end
		Less than 3 months	3 to 12 months	> 1 year	
2025	**Rs '000**	**Rs '000**	**Rs '000**	**Rs '000**	**Rs '000**
Financial assets at amortised cost	**542,173**	**-**	**-**	**-**	**542,173**
Cash in hand and at bank	**28,051**	**-**	**-**	**-**	**28,051**
	570,224	**-**	**-**	**-**	**570,224**

	Neither past due nor impaired	Past due but not impaired			Carrying amount at year end
		Less than 3 months	3 to 12 months	> 1 year	
2024	Rs '000	Rs '000	Rs '000	Rs '000	Rs '000
Financial assets at amortised cost	507,232	-	-	-	507,232
Cash in hand and at bank	39,265	-	-	-	39,265
	546,497	-	-	-	546,497

(ii) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise two types of risks: interest rate risk and currency risk. Financial instruments affected by market risk include financial assets at amortised cost, bank accounts, trade receivables, trade and other payables and loans and borrowings.

The sensitivity analysis in the following sections relates to the position as at 30 June 2025 and 30 June 2024. The sensitivity analysis has been prepared on the basis that the amount of net debt, the ratio of fixed to floating interest rates of the debt and the proportion of financial statements in foreign currencies are all constant. The analysis excludes the impact of movements in market variables on the carrying value of provisions and on the non-financial assets and liabilities of the Group.

(a) Foreign currency risk

Foreign currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group is exposed to foreign currency risk with respect to foreign currency arising from foreign supplies and revenue. The Group mitigates part of its foreign currency risk through trading activities.

In order to monitor the continuing effectiveness of this policy, the Board receives a quarterly forecast, analysed by the major currencies held by the Group, of liabilities due for settlement and expected cash reserves.

Apart from these particular cash-flows, the Group aims to fund expenses and projects in the respective currency and to manage foreign exchange risk at a local level by matching the currency in which revenue is generated and expenses are incurred.

The following table demonstrates the sensitivity to a reasonable possible change in Moroccan dirham and United States dollar exchange rates, with all other variables held constant, of the Group's profit/(loss) before tax (due to changes in the fair value of monetary assets and liabilities) and the Group's equity (due to changes in the fair value of net investment in foreign operations). Sensitivity rates are derived from historical observations for the past three years as at 30 June 2024 and 2025.

	Increase in rates	THE GROUP Effect on (loss)/ profit before tax
2025		**Rs '000**
Moroccan dirhams	**4%**	**17,769**
United States dollars	**1%**	**(799)**
2024		
Moroccan dirhams	5%	17,796
United States dollars	6%	(6,525)

A decrease in the rates has an equal and opposite effect on profit before tax and equity.

GROUP BUSINESS, OPERATIONS AND MANAGEMENT (CONT'D)

8. Financial Risk Management objectives and policies (cont'd)

(ii) Market risk (cont'd)

(a) Foreign currency risk (cont'd)

Currency profile

The currency profile of the Group's financial assets and liabilities is summarised as follows:

	THE GROUP				THE COMPANY			
	FINANCIAL ASSETS		FINANCIAL LIABILITIES		FINANCIAL ASSETS		FINANCIAL LIABILITIES	
	30 June 2025	30 June 2024	**30 June 2025**	30 June 2024	**30 June 2025**	30 June 2024	**30 June 2025**	30 June 2024
	Rs '000	Rs '000	**Rs '000**	Rs '000	**Rs '000**	Rs '000	**Rs '000**	Rs '000
Mauritian rupees	**115,147**	39,312	**3,039,856**	2,599,178	**31,120**	39,360	**23,962**	10,241
Moroccan dirhams	**936,436**	806,565	**479,576**	450,643	**499,900**	474,300	**-**	-
United States dollars	**558**	955	**106,509**	109,703	**38,709**	32,508	**-**	-
Seychelles rupees	**-**	-	**-**	-	**495**	329	**-**	-
	1,052,141	846,832	**3,625,941**	3,159,524	**570,224**	546,497	**23,962**	10,241

	THE GROUP		THE COMPANY	
	30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
	Rs '000	Rs '000	**Rs '000**	Rs '000
Net exposure, excluding Mauritian rupees	**350,909**	247,174	**539,104**	507,137

(b) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's interest-bearing loans and borrowings with floating interest rates.

As the Group has no significant interest-bearing assets, the Group's income and operating cash flows are substantially independent of changes in market interest rates. The Group's interest rate risk arises from long-term borrowings. Borrowings issued at variable rates expose the Group to cash flow interest rate risk. Borrowings issued at fixed rates expose the Group to fair value interest rate risk. The Group's policy is to manage its interest cost using a mix of fixed and variable rate debts.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before taxation (through the impact of variable rate borrowing).

Various scenarios are run taking into consideration refinancing, renewal of the existing positions and alternative financing. Based on the simulations performed, the sensitivity of the profit before tax to a reasonably possible change in interest rate of ± 100 basis points (2024: ± 100 basis points), with all other variables held constant is shown below. The sensitivity has been based on the net exposure of financial assets and liabilities at the reporting date. These changes are considered to be reasonably possible based on observations of current market conditions.

	Increase/ Decrease in Rates	THE GROUP Effect on Profit/Loss before Tax	THE COMPANY Effect on Profit/Loss before Tax
	%	**Rs '000**	**Rs '000**
2025			
Interest-bearing loans and borrowings in Mauritian rupees	**1%**	**10,265**	**-**
Interest-bearing lease liabilities in Mauritian rupees	**1%**	**51**	**21**
Interest-bearing lease liabilities in United States dollars	**1%**	**1,003**	**-**
Interest-bearing lease liabilities in Moroccan dirhams	**1%**	**(280)**	**-**
2024			
Interest-bearing loans and borrowings in Mauritian rupees	1%	10,869	-
Interest-bearing loans and borrowings in Moroccan dirhams	1%	(494)	-
Interest-bearing lease liabilities in Mauritian rupees	1%	28	28
Interest-bearing lease liabilities in United States dollars	1%	(1,027)	-
Interest-bearing lease liabilities in Moroccan dirhams	1%	(171)	-

A (decrease)/increase in the rates has an equal and opposite effect on loss/profit before tax.

(iii) Liquidity risk

Liquidity risk is the risk that the Group encounters difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk arises because of the possibility that the Group and Company might be unable to meet their payment obligations when they fall due as a result of mismatches in the timing of the cash flows under both normal and stress circumstances. Such scenarios could occur when funding needed for illiquid asset positions is not available to the Group and Company on acceptable terms. To limit this risk, Management maintains a balance between continuity of funding and flexibility through the use of bank overdrafts, bank loans and lease liabilities. Management also stresses on Group cash flow management to ensure efficient use of cash surpluses. Management monitors rolling forecasts of the Group's liquidity reserve on the basis of expected cash flow and does not foresee any major liquidity risk over the next two years.

GROUP BUSINESS, OPERATIONS AND MANAGEMENT (CONT'D)

8. Financial Risk Management objectives and policies (cont'd)

(iii) Liquidity risk (cont'd)

The table below summarises the maturity profile of the Group's financial liabilities.

THE GROUP	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	Total
	Rs '000	**Rs '000**	**Rs '000**	**Rs '000**	**Rs '000**	**Rs '000**
2025						
Trade and other payables	**-**	**502,137**	**-**	**-**	**-**	**502,137**
Bank overdraft	**428,502**	**-**	**-**	**-**	**-**	**428,502**
Borrowings*	**-**	**94,162**	**170,567**	**2,388,434**	**320,889**	**2,974,052**
Lease liabilities*	**-**	**9,773**	**20,863**	**103,675**	**520,148**	**654,459**
	428,502	**606,072**	**191,430**	**2,492,109**	**841,037**	**4,559,150**
2024						
Trade and other payables	-	352,701	-	-	-	352,701
Bank overdraft	152,855	-	-	-	-	152,855
Borrowings*	-	35,620	273,771	1,924,005	855,134	3,088,530
Lease liabilities*	-	204	24,644	85,472	561,749	672,069
	152,855	388,525	298,415	2,009,477	1,416,883	4,266,155

* Borrowings and lease liabilities include future interest costs.

THE COMPANY	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	Total
	Rs '000	**Rs '000**	**Rs '000**	**Rs '000**	**Rs '000**	**Rs '000**
2025						
Trade and other payables	**-**	**21,822**	**-**	**-**	**-**	**21,822**
Lease liabilities*	**-**	**172**	**703**	**1,503**	**-**	**2,378**
	-	**21,994**	**703**	**1,503**	**-**	**24,200**
2024						
Trade and other payables	-	10,241	-	-	-	10,241
Lease liabilities*	-	204	716	2,273	-	3,193
	-	10,445	716	2,273	-	13,434

* Lease liabilities include future interest costs.

(iv) Financial instruments by category

	THE GROUP		THE COMPANY	
	30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
	Rs '000	Rs '000	**Rs '000**	Rs '000
	Amortised cost		**Amortised cost**	
Financial assets				
Trade receivables	**270,441**	9,632	**-**	-
Financial assets at amortised cost	**378,940**	280,469	**542,173**	507,232
Cash in hand and at bank	**402,760**	556,731	**28,051**	39,265
	1,052,141	846,832	**570,224**	546,497
Financial liabilities				
Trade and other payables	**502,137**	352,701	**21,822**	10,241
Borrowings	**2,551,657**	2,515,223	**-**	-
Bank overdraft	**428,502**	152,855	**-**	-
Lease liabilities	**143,645**	138,745	**2,140**	2,783
	3,625,941	3,159,524	**23,962**	13,024

The fair value of long-term assets and borrowings is disclosed as follows:

	THE GROUP	
	30 June 2025	30 June 2024
Level 3	**Rs '000**	Rs '000
	Fair value	
Financial assets		
Financial assets at amortised cost	**232,934**	295,036
Financial liabilities		
Borrowings	**1,490,966**	1,413,525

The fair value of financial assets at amortised cost and borrowings for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Company for similar financial instruments.

GROUP BUSINESS, OPERATIONS AND MANAGEMENT (CONT'D)

9. Capital management

The primary objectives of the Group, when managing capital, are to safeguard the Group's ability to continue as a going concern in order to provide returns for Shareholders and benefits for other stakeholders as well as to maintain an optimal capital structure to reduce the cost of capital.

The Group manages and makes adjustments to its capital structure in light of changes in economic conditions. To maintain or adjust the capital structure, the Group may issue new shares.

The Group monitors capital using a gearing ratio, which is net debt divided by total equity plus debt. The actual gearing is higher than anticipated by Management and is principally due to the financing of projects as part of the Group's strategy. The gearing ratio will improve once cash is generated from the projects. The Group includes within net debt, interest-bearing loans and borrowings adjusted for interest accrued but not yet paid, less cash and cash equivalents. The target gearing of the Group is dependent on the country of operation and project. As such, Domaine Palm Marrakech S.A. and Praslin Resort Limited have a target gearing of 80:20 and 50:50 respectively. Total equity is attributable to equity holders of the parent as shown in the statements of financial position. The gearing ratios at 30 June 2025 and 30 June 2024 were as follows:

	THE GROUP		THE COMPANY	
	30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
	Rs '000	Rs '000	**Rs '000**	Rs '000
Interest-bearing loans and borrowings	**2,974,053**	3,088,530	**-**	-
Bank overdraft	**428,502**	152,855	**-**	-
Lease liabilities	**654,458**	672,069	**2,377**	3,193
Less interest costs included above	**(933,209)**	(1,106,631)	**(237)**	(410)
Less cash in hand and at bank	**(402,760)**	(556,731)	**(28,051)**	(39,265)
Net Debt	**2,721,044**	2,250,092	**(25,911)**	(36,482)
Total equity	**3,622,302**	3,424,634	**3,139,337**	3,119,927

	THE GROUP		THE COMPANY	
	30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
	Rs '000	Rs '000	**Rs '000**	Rs '000
Equity attributable to equity holders of the parent	**3,622,302**	3,424,634	**3,139,337**	3,119,927
Gearing ratio (net debt/total equity plus debt)	**43%**	40%	**N/A**	N/A
Gearing Ratio (Net debt excluding IFRS 16 Leases/total equity plus debt)	**36%**	32%	**N/A**	N/A

For the financial year ended 30 June 2025, the Company is fully funded by equity.

10. Distributions

Cash dividend to equity holders

The Company recognises a liability to make cash distributions to equity holders when the distribution is authorised by the Board.

If the Company declares dividends to holders of equity instruments after the reporting period, the Company shall not recognise those dividends as a liability at the end of the reporting period. If dividends are declared after the reporting period but before the financial statements are authorised for issue, the dividends are not recognised as a liability at the end of the reporting period because no obligation exists at that time. Such dividends are disclosed in the notes in accordance with IAS 1.

As at 30 June 2025, no dividend was declared (2024: Nil).

GROUP BUSINESS, OPERATIONS AND MANAGEMENT (CONT'D)

11. Segmental reporting

The Group presents segmental information using geographical segments. This is based on the internal management and financial reporting systems and reflects the risks and earnings structure of the Group. Management monitors the operating results of its business units separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on operating profit or loss and is measured consistently with operating profit or loss in the consolidated financial statements.

Segmental information has been disclosed on a geographical basis as follows:

2025	**Mauritius**	**Morocco**	**Seychelles**	**Consolidation adjustment**	**Total**
	Rs '000	**Rs '000**	**Rs '000**	**Rs '000**	**Rs '000**
Revenue from contracts with customers*	**248,010**	**1,039,571**	**-**	**-**	**1,287,581**
Direct costs	**(214,658)**	**(700,376)**	**-**	**1,063**	**(913,971)**
Other expenses	**(82,571)**	**(110,185)**	**(924)**	**25,000**	**(168,680)**
Net reversal/(write-down) of inventories	**38,663**	**(561)**	**-**	**(2,644)**	**35,458**
Other income	**25,000**	**44,846**	**-**	**(25,000)**	**44,846**
Fair value movement on investment property	**-**	**(109,766)**	**-**	**-**	**(109,766)**
Reversal of impairment on property and equipment	**-**	**89,542**	**-**	**-**	**89,542**
Finance revenue	**26,448**	**9,497**	**-**	**-**	**35,945**
Finance costs	**(164,565)**	**(9,391)**	**(8,117)**	**2,814**	**(179,259)**
Depreciation and amortisation	**(2,348)**	**(24,018)**	**(2,309)**	**(9,043)**	**(37,718)**
(Loss)/Profit after tax	**(134,300)**	**137,674**	**(11,349)**	**(6,830)**	**(14,805)**
Segment assets:					
- Non-current assets	**3,050,186**	**1,599,033**	**206,869**	**(2,590,556)**	**2,265,532**
- Current assets	**3,071,358**	**3,100,409**	**115,463**	**(199,120)**	**6,088,110**
- Non-current assets held for sale	**-**	**284,943**	**-**	**-**	**284,943**
Segment liabilities	**3,680,813**	**1,856,632**	**267,071**	**(788,233)**	**5,016,283**
Other segment information:					
Capital expenditure	**(1,073)**	**(143,042)**	**-**	**-**	**(144,115)**
Depreciation of property and equipment	**(950)**	**(22,628)**	**-**	**-**	**(23,578)**
Depreciation of right-of-use assets	**(1,133)**	**(1,304)**	**(2,309)**	**(9,043)**	**(13,789)**
Amortisation of intangible assets	**(265)**	**(86)**	**-**	**-**	**(351)**

2024	Mauritius	Morocco	Seychelles	Consolidation adjustment	Total
	Rs '000	Rs '000	Rs '000	Rs '000	Rs '000
Revenue from contracts with customers*	-	608,096	-	-	608,096
Direct costs	-	(411,041)	-	-	(411,041)
Other expenses	(38,818)	(64,874)	(716)	-	(104,408)
Write-down of inventories	(113,168)	-	-	5,510	(107,658)
Other income	-	40,210	-	-	40,210
Fair value movement on investment property	-	68,174	-	-	68,174
Finance revenue	129,468	8,662	560	(27,858)	110,832
Finance costs	(141,891)	(8,133)	(7,747)	(49,176)	(206,947)
Depreciation and amortisation	(1,445)	(22,971)	(2,267)	(9,067)	(35,750)
(Loss)/Profit after tax	(184,824)	154,054	(10,170)	(80,282)	(121,222)
Segment assets:					
- Non-current assets	2,427,966	1,743,554	220,266	(1,999,796)	2,391,990
- Current assets	2,857,965	2,974,823	115,998	(744,760)	5,204,026
Segment liabilities	2,748,462	1,908,971	272,532	(758,583)	4,171,382
Other segment information:					
Capital expenditure	3,815	19,211	236	-	23,262
Depreciation of property and equipment	(340)	(21,910)	-	-	(22,250)
Depreciation of right-of-use assets	(856)	(883)	(2,267)	(9,067)	(13,073)
Amortisation of intangible assets	(249)	(178)	-	-	(427)

* No intersegment revenue was derived during the year.

SEMARIS LTD AND ITS SUBSIDIARIES

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

12. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's and Company's financial statements requires Management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities at the end of the reporting period. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the assets or liabilities affected in future periods.

Judgements
In the process of applying the Group's and Company's accounting policies, Management has made the following judgements, which have the most significant effect on the amounts recognised in the consolidated financial statements:

Going concern
The Group maintained a strong cash position due to the excellent performance of DPM. As of year-end, the Group was in an overdraft position at Rs 26m (2024: Rs 404m), with DPM's cash position at Rs 371m (2024: Rs 516m). The Group's net assets increased by Rs 197m compared to a decline of Rs 121m in the prior year. The increase is due to reversal of impairment losses on inventory and property and equipment. The revaluation reserve further increased with the revaluation exercise performed as at 30 June 2025.

(i) Mauritius
With the ongoing construction in LSPL and the delivery of infrastructural works in September 2025, LSPL has requested for an extension of its overdraft facility to Rs 900m, which will be sufficient to cover for projects' cash outflows up to delivery of serviced land. Additionally, it is anticipated that Semaris will receive at least Rs 69m from DPM in Financial Year 2026, which will be invested in LSPL. These measures are expected to support the ongoing viability of both Semaris and LSPL.

(ii) Morocco
Important cash flows have been generated by DPM, which will be sufficient to cover the expenses of the Company for the next 12 months. Management will launch Phase 2 in the second quarter of financial year 2026, which will further contribute positively to the cash flow of DPM.

(iii) Seychelles
For the next financial year, the holding company, Semaris, has confirmed its intention to support the financial obligation of Praslin Resort Limited for the next 12 months.

Based on the above, Management remains confident on the going concern of the Group and Company for the next 12 months and hence the financial statements have been prepared on a going concern basis.

Recognition of revenue
In accordance with IFRS 15 Revenue from Contracts with Customers, DPM recognises revenue at a point in time, being the earlier of:
(i) the transfer of legal title to the customer; or
(ii) the signing of the Mise en Jouissance Anticipée ("MJA"). Although the legal title deed may not yet have been transferred at the MJA stage, the Group concludes that control of the villa has passed to the customer, as the customer is able to direct the use of and obtain substantially all of the benefits from the villa.

In LSPL, revenue from the sale of villas is recognised over time, based on the progress of construction as certified by the Quantity Surveyor, following the signature of VEFA contracts. This method reflects the Group's performance in creating or enhancing an asset that the customer controls as it is being constructed. Revenue from the sale of serviced land is recognised at a point in time, upon delivery to the customer. At this point, the customer obtains control of the asset and the Group has fulfilled its performance obligation under the contract.

Estimates and assumptions
The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below. The Group based its assumptions and estimates on parameters available when the consolidated financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market conditions or circumstances arising beyond the control of the Group. Such changes are reflected in the assumptions when they occur.

Impairment of financial assets
The loss allowances for financial assets are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculations, based on the Group's past history, existing market conditions as well as forward-looking estimates at the end of each reporting period.

Impairment of non-financial assets
An impairment exists when the carrying value of an asset or cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The fair value less costs to sell calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for the next five years. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash inflows and the growth rate used for extrapolation purposes.

The Group assessment of impairment of non-financial assets are disclosed under Notes 25 and 27 respectively.

Taxes
Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws and the amount and timing of future taxable income. Provisions for possible tax consequences are based on estimates (Note 23).

Valuation of land and buildings
The fair value of land and buildings classified as Property and equipment and Investment property is determined by independent real estate valuation experts using recognised valuation techniques and the principles of IFRS 13 Fair Value Measurement.

Land and buildings are measured based on estimates prepared by independent real estate valuation experts. The significant methods and assumptions used by valuers in estimating the fair value of Property and equipment and Investment property are set out in Notes 25 and 27 respectively.

12. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (CONT'D)

Estimates and assumptions (cont'd)

Estimations of the useful lives and residual value of the assets
The depreciation charge calculation requires an estimation of the economic useful life of the property and equipment of the Group analysed by component as well as their residual values (Note 25).

Fair value measurements
When the fair values of financial instruments recorded in the statements of financial position cannot be derived from active markets, they are determined using a variety of valuation techniques. The inputs to those models are derived from observable market data where possible, but where observable market data is not available, a degree of judgement is required to establish fair values. The significant methods and assumptions used by valuers in estimating the fair value are set out in Note 25 respectively.

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 how the Group's assets and liabilities are managed. Other limitations include the use of hypothetical market movements to demonstrate potential risk that only represent the Group's view of possible near-term market changes that cannot be predicted with any certainty.

SIGNIFICANT TRANSACTIONS AND EVENTS

13. Net reversal/(write-down) of inventories

	Note	THE GROUP	
		30 June 2025	30 June 2024
		Rs '000	Rs '000
Write-down of inventories	**30**	**(8,764)**	(107,658)
Reversal of impairment of inventories	**30**	**44,222**	-
		35,458	(107,658)

Write-down of inventory for the year ended 30 June 2024 amounted to Rs 108m relating to Phase 1a of the Harmonie Golf Villas project. The impairment represents the loss incurred on units reserved as of 30 June 2024. Impairment has been recognised on an additional unit for the financial year ended 30 June 2025.

With a strong Euro and following the tender exercise and value engineering on the costs of the project, a reversal of impairment has been accounted for the year ended 30 June 2025 on the Harmonie Golf Villas project. This reversal follows the impairment loss recognised in the financial year 2024 on reserved units.

14. Events after the reporting date

Events which occurred after the reporting date and which require disclosure in the financial statements for the year ended 30 June 2025 are as follows:

(i) Corporate guarantee
Semaris inscribed an additional corporate guarantee of Rs 320m in favour of LSPL to cater for any shortfall of cash in case of default. Management has assessed the impact of the corporate guarantee based on the forecasted cash flow provided by LSPL, where the probability of accounting any financial obligation is remote over the next financial year.

(ii) Enhancement of overdraft facility
LSPL has obtained an enhancement of its overdraft facility to Rs 900m in July 2025, which will help cater the upcoming costs on the projects up to the delivery of serviced land.

(iii) Amendments to the Income Tax Act
On 9 August 2025, subsequent to the reporting period, the Finance Act 2025 was promulgated into law and introduced significant amendments to the tax legislation, including but not limited to:

• Alternative Minimum Tax (AMT)
A 10% minimum tax on adjusted book profits applicable to companies in specific sectors such as real estate, where the normal tax payable is less than 10% of adjusted book profit. Companies will not be allowed to offset any tax credits such as the foreign tax credit against the AMT payable.

• Fair Share Contribution for Companies
A Fair Share Contribution ranging from 2% to 5% has been introduced under the Value Added Tax Act (VAT) and is applicable to companies with annual supplies exceeding Rs 24 m or those required to be VAT registered and having annual chargeable income exceeding Rs 24 m.

This contribution is payable on a quarterly basis under a system similar to the Advance Payment System under corporate tax and is not deductible against other tax credits. The contribution will be applicable to income derived from the 1 July 2025 and will be imposed for 3 consecutive years, i.e. up to the 30 June 2028.

These changes were enacted after the reporting period ended 30 June 2025 and therefore represent non-adjusting events in accordance with IAS 10.22(h). As such, the financial effects of these changes have not been reflected in the financial statements for the year ended 30 June 2025.

The Group is currently evaluating the potential impact of these legislative changes on its future financial performance and tax obligations.

SEMARIS LTD AND ITS SUBSIDIARIES

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

SIGNIFICANT TRANSACTIONS AND EVENTS (CONT'D)

15. Related party transactions and disclosures

The following transactions have been entered into with related parties:

(i) Included in other income are:

	Note	Nature of goods and services	THE GROUP		THE COMPANY	
			30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
			Rs '000	Rs '000	**Rs '000**	Rs '000
Subsidiary of fellow associate:						
Beachcomber Hotel Marrakech S.A.	20	Management fees	**41,400**	39,516	**-**	-
Subsidiary:						
Les Salines PDS Ltd	20	Management fees	**-**	-	**25,000**	-

(ii) Included in finance revenue is:

	Note	Nature of goods and services	THE GROUP		THE COMPANY	
			30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
Subsidiary of fellow associate:			**Rs '000**	Rs '000	**Rs '000**	Rs '000
Beachcomber Hotel Marrakech S.A.		Interest on receivable	**8,711**	6,497	**-**	-

(iii) Included in other expenses are:

	Note	Nature of goods and services	THE GROUP		THE COMPANY	
			30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
			Rs '000	Rs '000	**Rs '000**	Rs '000
Fellow associate:						
New Mauritius Hotels Limited	19	Management fees	**10,000**	10,000	**10,000**	10,000
Entities under common Shareholders:						
ER Property Limited		Market intelligence	**278**	247	**278**	247
ER Secretarial services Limited		Secretarial fee	**1,789**	1,750	**1,789**	1,750

(iv) Included in finance cost is:

	Note	Nature of goods and services	THE GROUP		THE COMPANY	
			Year ended 30 June 2025	Year ended 30 June 2024	**Year ended 30 June 2025**	Year ended 30 June 2024
			Rs '000	Rs '000	**Rs '000**	Rs '000
Fellow associate:						
New Mauritius Hotels Limited	22	Interest on borrowings	**68,598**	96,824	**-**	-

(v) Included under inventory

	Note	Nature of goods and services	THE GROUP		THE COMPANY	
			30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
			Rs '000	Rs '000	**Rs '000**	Rs '000
Entities under common Shareholders:						
ER Property Limited		Development management fee	**3,498**	1,725	**-**	-

(vi) Included under financial assets at amortised cost are:

	Note	THE GROUP		THE COMPANY	
		30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
Subsidiaries:		**Rs '000**	Rs '000	**Rs '000**	Rs '000
Domaine Palm Marrakech S.A.	32	**-**	-	**499,900**	474,300
Les Salines IHS Limited	32	**-**	-	**59**	46
Kingfisher 3 Ltd	32	**-**	-	**66**	49
Golf Coast Resort Limited	32	**-**	-	**495**	329
Praslin Resort Limited	32	**-**	-	**38,709**	32,508
Les Salines PDS Ltd	32	**-**	-	**2,875**	-
Subsidiary of fellow associate:					
Beachcomber Hotel Marrakech S.A.	32	**378,939**	280,469	**-**	-

(vii) Long-term loan payable to related party included under borrowings are:

	Note	THE GROUP		THE COMPANY	
		30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
Fellow associate:		**Rs '000**	Rs '000	**Rs '000**	Rs '000
New Mauritius Hotels Limited	38	**1,548,184**	1,479,586	**-**	-
Subsidiary of fellow associate:					
Les Salines Golf & Resort Limited	38	**33,750**	33,750	**-**	-

SIGNIFICANT TRANSACTIONS AND EVENTS (CONT'D)

15. Related party transactions and disclosures (cont'd)

(viii) Included under trade and other payables are:

	Note	THE GROUP 30 June 2025 Rs '000	THE GROUP 30 June 2024 Rs '000	THE COMPANY 30 June 2025 Rs '000	THE COMPANY 30 June 2024 Rs '000
Fellow associate:					
New Mauritius Hotels Limited	40	**14,161**	5,234	**13,909**	5,234
Subsidiaries of fellow associate:					
Ste Anne Resort Limited	40	**5,650**	5,951	**-**	-
Les Salines Golf and Resort Limited		**150**	-	**1**	-
Entity under common Shareholders:					
ER Property Limited	40	**27**	-	**27**	-

Terms and conditions of transactions with related parties
Outstanding balances at year end, excluding loans from related parties, as shown below, are unsecured, interest-free and settlement occurs in cash. During the financial year, the Group and Company assessed recoverability of amounts owed by related parties and no impairment loss was recorded (2024: Nil). This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates. The balances are payable on demand, except for the following:

Loans from related parties
Loan payable to New Mauritius Hotels Limited is secured and bears an interest rate of 5% per annum (2024: 5%) over a remaining period of 6 years.

Loans to related parties
Loan payable by Beachcomber Hotel Marrakech S.A. bears an interest rate of 2.5% per annum (2024: 2.5%) over a remaining period of 3 years.

(ix) Compensation of key management personnel

	THE GROUP 30 June 2025 Rs '000	THE GROUP 30 June 2024 Rs '000	THE COMPANY 30 June 2025 Rs '000	THE COMPANY 30 June 2024 Rs '000
Salaries	**7,177**	10,987	**7,177**	10,417
Post-employment benefits	**208**	253	**208**	205
	7,385	11,240	**7,385**	10,622

DETAILED INFORMATION ON STATEMENTS OF PROFIT OR LOSS ITEMS

16. Revenue from contract with customers

	THE GROUP 30 June 2025 Rs '000	THE GROUP 30 June 2024 Rs '000
Revenue from contract with customers (Note 11)	**1,287,581**	608,096
Timing of revenue recognition		
Over a period of time	**248,010**	-
At a point in time	**1,039,571**	608,096
	1,287,581	608,096

As at 30 June 2025, the total transaction price allocated to unsatisfied (or partially unsatisfied) performance obligations under VEFA is Rs 1bn. Management expects to recognise this revenue as follows:

Period	THE GROUP 30 June 2025 Rs '000	THE GROUP 30 June 2024 Rs '000
Within 1 year	**979,267**	-
Between 1-2 years	**34,992**	-
	1,014,259	-

(a) Assets and liabilities related to contract with customers

	THE GROUP Contract Assets 2025 Rs '000	Contract Assets 2024 Rs '000	Contract Liabilities 2025 Rs '000	Contract Liabilities 2024 Rs '000
At 1 July	**162,348**	13,656	**970,293**	832,263
Revenue recognised during the year on contract assets	**145,731**	172,975	**(1,183)**	-
Amount transferred from contract liabilities during the year	**-**	-	**(277,426)**	(585,435)
Amount transferred to trade receivables during the year	**(81,863)**	(31,548)	**(820,762)**	-
Cash received from deposit billed	**-**	-	**1,430,406**	692,770
Exchange differences	**11,056**	7,265	**46,903**	30,695
At 30 June	**237,272**	162,348	**1,348,231**	970,293

	2025	2024
Analysed as per category of credit risk rating follows:		
Performing	**237,272**	162,348

Contract assets relate to amounts already recognised as revenue for which payment have not yet been received. Such receipt is conditional upon the obtention of the "quitus".

SEMARIS LTD AND ITS SUBSIDIARIES

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

DETAILED INFORMATION ON STATEMENTS OF PROFIT OR LOSS ITEMS (CONT'D)

16. Revenue from contracts with customers (cont'd)

To measure the expected credit losses, contract assets have been grouped based on shared credit risk characteristics, which is the same basis used for trade receivables. During the year, no provision for expected credit losses has been recognised (2024: Nil) based on no history of past defaults.

Contract liabilities relate to deposits received from customers upon call of funds when reaching contractual milestones.

The terms of payments relating to the remaining amount to be received do not include any variable component and are not yet due as at 30 June 2025.

17. Staff costs

	THE GROUP 30 June 2025 Rs '000	THE GROUP 30 June 2024 Rs '000	THE COMPANY 30 June 2025 Rs '000	THE COMPANY 30 June 2024 Rs '000
Wages, salaries, fees and bonuses	**68,837**	51,961	**11,507**	11,083
Social costs	**16,725**	10,056	**372**	299
Other employee benefits and related expenses	**6,177**	19,342	**(3,009)**	7,586
	91,739	81,359	**8,870**	18,968

Other employee benefits and related expenses include a reversal of pension liability of Rs 7.2m accounted for in the prior year.

18. Direct costs

Included in direct costs are professional fees amounting to Rs 105m (2024: Rs 43m) and borrowing cost amounting to Rs 17m (2024: Rs 11m). The remaining amount relates to cost of construction (cost of inventories) derecognised on delivery of units.

19. Other expenses

	THE GROUP 30 June 2025 Rs '000	THE GROUP 30 June 2024 Rs '000	THE COMPANY 30 June 2025 Rs '000	THE COMPANY 30 June 2024 Rs '000
Operating supplies	**3,378**	1,752	**-**	-
Repairs and maintenance	**3,114**	1,053	**-**	-
Utility costs	**5,380**	3,655	**-**	-
Management fees	**13,750**	10,000	**10,000**	10,000
Marketing expenses	**23,033**	21,421	**-**	-
Administrative expenses	**17,842**	17,259	**1,951**	1,809
Homeowners' association contribution	**4,278**	4,738	**-**	-
Professional fees	**44,631**	22,683	**9,342**	8,242
Licences and insurance	**4,988**	4,303	**1,378**	1,126
Sales commission	**48,286**	17,459	**-**	-
Derecognition of lease liability	**-**	85	**-**	-
	168,680	104,408	**22,671**	21,177

20. Other income

	THE GROUP 30 June 2025 Rs '000	THE GROUP 30 June 2024 Rs '000	THE COMPANY 30 June 2025 Rs '000	THE COMPANY 30 June 2024 Rs '000
Management income (Note 15(i))	**41,400**	39,516	**25,000**	-
Other operating income	**3,075**	694	**-**	-
Profit on disposal of plant and equipment	**371**	-	**-**	-
	44,846	40,210	**25,000**	-

21. Finance revenue

	THE GROUP 30 June 2025 Rs '000	THE GROUP 30 June 2024 Rs '000	THE COMPANY 30 June 2025 Rs '000	THE COMPANY 30 June 2024 Rs '000
Interest income	**9,496**	6,497	**130**	960
Foreign exchange gains	**26,449**	104,335	**26,318**	128,508
	35,945	110,832	**26,448**	129,468

DETAILED INFORMATION ON STATEMENTS OF PROFIT OR LOSS ITEMS (CONT'D)

22. Finance costs

	THE GROUP		THE COMPANY	
	Year ended 30 June 2025	Year ended 30 June 2024	**Year ended 30 June 2025**	Year ended 30 June 2024
	Rs '000	Rs '000	**Rs '000**	Rs '000
Interest costs on:				
Exchange loss	**1,100**	-	**172**	-
Bank overdrafts	**18,741**	10,544	**-**	-
Bank and other loans repayable by instalments	**141,501**	142,995	**-**	1,546
Remeasurement loss on SDP (Note 38(b))	**-**	31,285	**-**	-
Remeasurement loss on bank loan (Note 38(b))	**5,958**	10,858	**-**	-
Lease liabilities (Note 26(b))	**11,959**	11,265	**173**	215
	179,259	206,947	**345**	1,761
Interest cost analysed as follows:				
Interest recognised in statement of cash flows	**91,774**	112,429	**-**	-
Accrued interest	**80,427**	50,699	**173**	215
Remeasurement loss on SDP (Note 38(b))	**-**	31,285	**-**	-
Remeasurement loss on bank loan (Note 38(b))	**5,958**	10,858	**-**	-
Exchange differences	**1,100**	1,676	**172**	1,546

Borrowing costs
Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use. Other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

All other borrowing costs are recognised as an expense when incurred.

Borrowing costs capitalised are analysed as follows:

	THE GROUP	
	30 June 2025	30 June 2024
	Rs '000	Rs '000
Interest cost on bank loans included in inventories	**327,453**	327,942
Total borrowing costs capitalised	**327,453**	327,942

23. Income tax

Accounting policy

Current income tax
Current income tax assets and liabilities for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted at the reporting date in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognised directly in equity is recognised in equity and not in profit or loss. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred income tax
Deferred income tax is provided using the liability method on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred income tax liabilities are recognised for all taxable temporary differences, except:

- where the deferred income tax liability arises from the initial recognition of goodwill or of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiary companies where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognised for all deductible temporary differences, carry forward of unused tax credits and unused tax losses, to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- where the deferred income tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; or
- in respect of deductible temporary differences associated with investments in subsidiary companies, deferred income tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised. Unrecognised deferred income tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

DETAILED INFORMATION ON STATEMENTS OF PROFIT OR LOSS ITEMS (CONT'D)

23. Income tax (cont'd)

Accounting policy (cont'd)

Deferred income tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred income tax relating to items recognised directly in other comprehensive income or equity is recognised in other comprehensive income or equity and not in profit or loss.

Deferred income tax assets and deferred income tax liabilities are offset, if and only if:
(a) there is a legally enforceable right to set off current tax assets against current income tax liabilities and the deferred income taxes relate to the same taxable entity and the same taxation authority; or

(b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either:

(i) the same taxable entity; or
(ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Corporate Social Responsibility
In line with the definition within the Income Tax Act 1995, Corporate Social Responsibility (CSR) is regarded as a tax and is therefore subsumed with the income tax shown within the statements of profit or loss and other comprehensive income and the income tax liability on the statements of financial position.

The CSR charge for the current period is measured at the amount expected to be paid to the Mauritian tax authorities. The CSR rate and laws used to compute the amount are those charged or substantively enacted by the reporting date.

Significant accounting judgements and estimates

Taxes
Uncertainties exist with respect to the interpretation of complex tax regulations, changes in tax laws and the amount and timing of future taxable income. Given the wide range of international business relationships and the long-term nature and complexity of existing contractual agreements, differences arising between the actual results and the assumptions made, or future changes to such assumptions, could require future adjustments to tax income and expense already recorded. The Group establishes provisions, based on reasonable estimates, for possible consequences of audits by the tax authorities of the respective countries in which it operates. The amount of such provisions is based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority.

Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective domicile of the Group's companies. Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profits will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Directors have assessed of the impact of IFRIC 23 Uncertainty over Income Tax Treatments on the consolidated and separate financial statements and have concluded that there are no uncertain tax positions.

(a) Current income tax

	THE GROUP		THE COMPANY	
	30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
	Rs '000	Rs '000	**Rs '000**	Rs '000
(i) The major components of income tax expense for the years ended 30 June 2025 and 30 June 2024 are:				
Statements of profit or loss:				
Income tax on the adjusted profit for the year at 15% - 31% (2024: 15% - 31%)	**5,912**	1,678	**-**	-
Deferred tax movement (Note 23(b))	**(1,573)**	(307)	**(594)**	-
Income tax charge/(credit)	**4,339**	1,371	**(594)**	-
Statement of financial position:				
At 1 July	**13,735**	15,552	**-**	-
Income tax on the adjusted profit for the year at 15% to 31%	**5,912**	1,678	**-**	-
Less: Payment during the year	**(1,678)**	(1,678)	**-**	-
Exchange difference	**497**	(1,817)	**-**	-
At 30 June	**18,466**	13,735	**-**	-

DETAILED INFORMATION ON STATEMENTS OF PROFIT OR LOSS ITEMS (CONT'D)

23. Income tax (cont'd)

(a) Current income tax (cont'd)

(ii) A reconciliation between tax expense and the product of accounting profit multiplied by the Mauritian tax rate for the years ended 30 June 2025 and 30 June 2024 as follows:

	THE GROUP		THE COMPANY	
	30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
	Rs '000	Rs '000	**Rs '000**	Rs '000
(Loss)/Profit before tax	**(10,466)**	(119,851)	**18,815**	86,823
Tax calculated at a tax rates of 15% - 31% (2024: 15% - 31%)	**(1,570)**	6,939	**2,822**	13,023
Effect of different tax rate in foreign countries	**(8,869)**	(24,917)	**-**	-
Expenses not deductible for tax purposes	**29,206**	22,075	**985**	2,017
Income not subject to tax	**(20,439)**	(35,302)	**(5,121)**	(19,058)
Deferred tax asset not recognised	**23,237**	48,464	**720**	4,018
Utilisation of tax losses	**(17,226)**	(15,888)	**-**	-
Income tax charge/(credit)	**4,339**	1,371	**(594)**	-

(b) Deferred income tax

(i) Deferred income taxes are calculated on all temporary differences under the liability method at 15% - 31% (2024: 15% - 31%). There is a legally enforceable right to offset current tax assets against current tax liabilities and deferred income tax assets and liabilities when the deferred income taxes relate to the same fiscal authority on the same entity. The following amounts are shown in the statements of financial position:

	THE GROUP		THE COMPANY	
	30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
	Rs '000	Rs '000	**Rs '000**	Rs '000
Deferred tax asset (Note (v))	**26,238**	25,379	**594**	-
Deferred tax liability (Note (v))	**(20,097)**	(20,613)	**-**	-
Net deferred income tax assets	**6,141**	4,766	**594**	-

(ii) No deferred tax asset on tax losses has been recognised for both the Group and Company during the year following unpredictability of future profit streams.

The tax losses not recognised as deferred tax on the Group and Company are disclosed on the next page.

(iii) Tax losses

2025	**THE GROUP**	**THE COMPANY**
	Rs '000	**Rs '000**
Assuming no future tax loss, the losses shall be extinguished as follows:		
30 June 2025	726	-
30 June 2026	280,293	125,375
30 June 2027	163,016	11,162
30 June 2028	171,642	26,237
30 June 2029	161,592	3,983
	777,269	166,757

Tax losses in 2024 amounted to Rs 922m for the Group and Rs 247m for the Company.

(iv) The movement on the deferred income tax account is as follows:

	THE GROUP		THE COMPANY	
	30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
	Rs '000	Rs '000	**Rs '000**	Rs '000
At 1 July	**4,766**	4,268	**-**	-
Credited to profit or loss (Note (a))	**1,573**	307	**594**	-
Exchange gain	**(198)**	191	**-**	-
At 30 June	**6,141**	4,766	**594**	-

(v) The movement in deferred tax assets and liabilities during the reporting period, without taking into consideration the offsetting of balances, is as follows:

Deferred tax liabilities	**THE GROUP**
	Right-of-use assets
	Rs '000
At 1 July 2023	(20,347)
Amount recognised in profit or loss	454
Exchange losses	(720)
At 30 June 2024	(20,613)
Amount recognised in profit or loss	468
Exchange gain	48
At 30 June 2025	**(20,097)**

SEMARIS LTD AND ITS SUBSIDIARIES

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

DETAILED INFORMATION ON STATEMENTS OF PROFIT OR LOSS ITEMS (CONT'D)

23. Income tax (cont'd)

(b) Deferred income tax (cont'd)

Deferred tax assets	**THE GROUP**	**THE COMPANY**
	Rs '000	**Rs '000**
At 1 July 2023	24,615	-
Amount recognised in profit or loss	(147)	-
Exchange losses	911	-
At 30 June 2024	25,379	-
Amount recognised in profit or loss	1,105	594
Exchange gain	(246)	-
At 30 June 2025	**26,238**	**594**

Deferred tax assets as at 30 June 2025 relate to the following:

	Statement of financial position	**Statement of profit or loss**	**Other comprehensive income**
	Rs '000	**Rs '000**	**Rs '000**
The Group			
Lease liabilities	26,238	1,105	-
The Company			
Employee benefit liabilities	594	594	-

24. Earnings per share

Accounting policy
Basic EPS is calculated by dividing the profit for the year attributable to ordinary equity holders of the parent by the weighted average number of ordinary shares outstanding during the year. The number of ordinary shares of the Company as at year end amounts to 548,982,130.

The following table reflects the income and share data used in the basic EPS computation:

	Note	**30 June 2025**	30 June 2024
		Rs '000	Rs '000
Loss attributable to ordinary equity holders of the parent for basic earnings		**(14,805)**	(121,222)
Number of ordinary shares for basic EPS	36	**548,982,130**	548,982,130
Basic loss per share (Rs)		**(0.03)**	(0.22)

DETAILED INFORMATION ON STATEMENTS OF FINANCIAL POSITION ITEMS

25. Property and equipment

Accounting policy

Property and equipment are stated at historical cost, net of accumulated depreciation and accumulated impairment losses, if any. Such cost includes the cost of replacing part of the equipment and borrowing costs for long-term construction projects if the recognition criteria are met. All other repair and maintenance costs are recognised in profit or loss as incurred.

Land and buildings are initially stated at cost and are subsequently measured at fair value less accumulated depreciation on buildings and impairment losses recognised after the date of the revaluation. Following initial recognition at cost, freehold land and buildings are revalued at least every three years by external independent valuers.

Any revaluation surplus is recognised in other comprehensive income and accumulated in the revaluation reserve included in the equity section of the statements of financial position, except to the extent that it reverses a revaluation decrease of the same asset previously recognised in profit or loss, in which case the increase is recognised in profit or loss. A revaluation deficit is recognised in profit or loss, except to the extent that it offsets an existing surplus on the same asset recognised in the asset revaluation reserve.

The carrying values of property and equipment are reviewed for impairment at each reporting date or when events or changes in circumstances indicate that the carrying value may not be recoverable.

A transfer from the revaluation reserve to retained earnings is made for the difference between depreciation based on the revalued carrying amount of the assets and depreciation based on the assets' original cost upon disposal. Additionally, accumulated depreciation as at the revaluation date is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. Upon disposal, any revaluation reserve relating to the particular asset being sold is transferred to retained earnings.

Depreciation is calculated on a straight-line basis over the useful life as follows:

Buildings	50 years
Property and equipment	Between 6 and 15 years
Furniture, fittings, office equipment and electrical appliances	Between 3 and 10 years
Computers and electronic equipment	Between 3 and 10 years
Motor vehicles	5 years

Freehold land is not depreciated.

DETAILED INFORMATION ON STATEMENTS OF FINANCIAL POSITION ITEMS (CONT'D)

25. Property and equipment (cont'd)

Accounting policy (cont'd)

Other fixed assets include furniture and fittings, office equipment and electrical appliances and computers and electronic equipment.

The residual values and useful lives of property and equipment are reviewed at each financial year end and adjusted prospectively if appropriate.

Work-in-progress relates to preliminary works undertaken for the development in Praslin Resort Limited and costs associated with the golf course and Jardin Botanique in DPM. Work-in-progress will be subject to depreciation when the construction works are completed and available for use.

An item of property and equipment is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the year the asset is derecognised.

Significant accounting judgements and estimates
Revaluation of freehold land and buildings
The Group measures freehold land and buildings at revalued amounts, with changes in fair value being recognised in statements of other comprehensive income and accumulated in equity. The Group engaged an independent valuation specialist in 2025 to determine fair value based on prevailing market data.

Property and equipment: Estimations of the useful lives and residual value of the buildings
The depreciation charge calculation requires an estimation of the economic useful life of the property and equipment of the Group analysed by component as well as their residual values. In estimating residual values, the Group has assessed the value of the buildings at today's rates assuming the buildings are in the condition in which they are expected to be at the end of their lease terms.

The Directors therefore made estimates based on best judgement to assess the useful life of the buildings at the end of each reporting year and to forecast the expected residual values of the assets at the end of their expected useful lives. If the expectations differ from previous estimates, the change is accounted for as a change in accounting estimate. The depreciation charge for each year is recognised in profit and loss.

The carrying amount of property and equipment is disclosed below.

THE GROUP	Freehold land	Buildings	Other fixed assets	Motor vehicles	Work-in-progress	Total
	Rs '000	Rs '000	Rs '000	Rs '000	Rs '000	Rs '000
COST OR VALUATION						
At 1 July 2023	19,661	420,504	68,775	15,381	111,596	635,917
Additions	-	-	4,874	-	236	5,110
Transfer*	-	71,358	-	-	9,799	81,157
Exchange differences	602	16,339	2,120	471	5,108	24,640
At 30 June 2024	20,263	508,201	75,769	15,852	126,739	746,824
Additions	-	-	2,704	-	134,699	137,403
Disposal	-	-	(14)	(874)	-	(888)
Revaluation gain	80,655	(32,151)	-	-	-	48,504
Reversal of impairment	-	66,424	-	-	-	66,424
Exchange differences	3,535	29,371	3,907	806	2,303	39,922
At 30 June 2025	**104,453**	**571,845**	**82,366**	**15,784**	**263,741**	**1,038,189**
ACCUMULATED DEPRECIATION						
At 1 July 2023	-	10,466	59,460	15,381	-	85,307
Charge for the year	-	19,010	3,240	-	-	22,250
Exchange differences	-	1,241	1,953	471	-	3,665
At 30 June 2024	-	30,717	64,653	15,852	-	111,222
Charge for the year	-	19,879	3,699	-	-	23,578
Revaluation adjustment	-	(9,157)	-	-	-	(9,157)
Reversal of impairment	-	(23,118)	-	-	-	(23,118)
Disposal	-	-	(1)	(874)	-	(875)
Exchange differences	-	956	3,609	806	-	5,371
At 30 June 2025	**-**	**19,277**	**71,960**	**15,784**	**-**	**107,021**
Net book value 30 June 2025	**104,453**	**552,568**	**10,406**	**-**	**263,741**	**931,168**
Net book value 30 June 2024	20,263	477,484	11,116	-	126,739	635,602

* On 1 July 2023, the subsidiary company, DPM, transferred costs pertaining to Jardin Botanique from Inventory to Property and equipment and LSPL transferred land under nursery to Property and equipment based on their nature and future use.

DETAILED INFORMATION ON STATEMENTS OF FINANCIAL POSITION ITEMS (CONT'D)

25. Property and equipment (cont'd)

THE COMPANY	Other fixed assets
	Rs '000
COSTS	
At 1 July 2023	46
Additions	115
At 30 June 2024	161
Additions	43
At 30 June 2025	**204**
ACCUMULATED DEPRECIATION	
At 1 July 2023	4
Charge for the period	31
At 30 June 2024	35
Depreciation for the year	37
At 30 June 2025	**72**
Net book value 30 June 2025	**132**
Net book value 30 June 2024	126

(a) Revaluation of freehold land and buildings
The Group has a policy of revaluing its freehold land and buildings every three years. These assets have been revalued as at 30 June 2025 by independent valuers, namely A. Lazrak Advisory and Noor Dilmohamed and Associates based on prevailing market data.

Details of the Group's freehold land and buildings measured at fair value and information about the fair value hierarchy are as follows:

As at 30 June 2025	**Level 1**	**Level 2**	**Level 3**
	Rs '000	**Rs '000**	**Rs '000**
Freehold land	-	**104,453**	-
Buildings	-	**33,085**	**519,483**
Total	**-**	**137,538**	**519,483**

As at 30 June 2024	Level 1	Level 2	Level 3
	Rs '000	Rs '000	Rs '000
Freehold land	-	20,263	-
Buildings	-	57,505	419,979
Total	-	77,768	419,979

(b) Level 2
The following summarises the valuation technique and inputs used in the Level 2 fair value measurements:

	Valuation technique and key inputs	**Significant input used**	**2025 range**	2024 range
Freehold land and building	Sales comparison approach	Price per square metre	Rs 3,500 per sq. m	Rs 2,200 per sq. m

The increase in price per square metre represents the revaluation gain in DPM arising on administrative building and recognition of land in LSPL for earmarked administrative building.

(c) Level 3
The fair value measurements of the buildings using significant unobservable inputs are as follows:

	THE GROUP	
	30 June 2025	30 June 2024
	Rs '000	Rs '000
At 1 July	**419,979**	341,070
Transfer	**-**	71,358
Depreciation charge	**(7,706)**	(16,091)
Reversal of impairment	**89,542**	-
Exchange differences	**17,668**	23,642
At 30 June	**519,483**	419,979

DETAILED INFORMATION ON STATEMENTS OF FINANCIAL POSITION ITEMS (CONT'D)

25. Property and equipment (cont'd)

Significant unobservable valuation input

The following summarises the quantitative information about the significant unobservable inputs used in Level 3 fair value measurements:

	2025	2024
Price per square metre:	**Range**	Range
Buildings	Rs 600 - Rs 700 per sq. m	Rs 500 - Rs 600 per sq. m

	Valuation technique and key inputs	**Unobservable inputs**	**Sensitivity used**	**Effect on fair value 30 June 2025 Rs '000**
18-hole golf course	Discounted cash flow	Discount rate (DR) and terminal growth rate (TGR)	1% increase in DR and 0.5% increase in TGR	(38,578)
			1% decrease in DR and 0.5% decrease in TGR	51,325

2024
No revaluation exercise was done.

Significant increases/(decreases) in unobservable inputs would result in significantly higher/(lower) fair value.

In view of the revaluation exercise as at year end, a discounted cash flow approach (as described under Note 27) has been used to determine the value of the property except for Level 2 property, where sales comparison has been used.

If the property and equipment were stated on the historical cost basis, the amounts would be as follows:

THE GROUP	**Freehold land Rs '000**	**Buildings Rs '000**
COST		
At 1 July 2023	11,698	397,639
Transfer	-	71,358
Exchange differences	-	28,685
At 30 June 2024	11,698	497,682
Additions	-	-
Exchange differences	-	26,862
At 30 June 2025	**11,698**	**524,544**
DEPRECIATION		
At 1 July 2023	-	39,084
Charge for the year	-	19,010
Exchange differences	-	1,241
At 30 June 2024	-	59,335
Charge for the year	-	19,880
Exchange differences	-	4,328
At 30 June 2025	**-**	**83,543**
Net book value 30 June 2025	**11,698**	**441,001**
Net book value 30 June 2024	11,698	438,347

(d) Reversal of impairment
During the financial year ended 30 June 2025, the Group reassessed the recoverable amount of the golf course in DPM. The review was triggered by the revaluation exercise due as at 30 June 2025. Since the performance of the golf was improved and Morocco is experiencing a boom in tourist arrivals as a golf destination, the review was positive. In 2020, following the COVID-19 pandemic and with limited visibility around tourist arrivals in Morocco, a conservative approach was used whereby an impairment of Rs 371m was recognised.

As a result, a reversal of impairment loss of Rs 90m (2024: Nil) was recognised in the consolidated statement of profit or loss.

The reversal was recognised in the line item "Reversal of impairment on property and equipment" in the statements of profit or loss. The carrying amount of the golf after the reversal does not exceed the carrying amount that would have been determined (net of depreciation or amortisation) had no impairment loss been recognised in prior years.

The recoverable amount of the golf course was Rs 460m and the assumptions used in the determination of its recoverable amount are disclosed under (e).

(e) Revaluation of assets
The revaluation exercise was performed on the Group's property as at 30 June 2025 and a revaluation gain of Rs 20m has been accounted in the other comprehensive income arising on DPM's administrative building. For the first time, the Group also revalued the land for the administrative building in LSPL to Rs 37m.

SEMARIS LTD AND ITS SUBSIDIARIES

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

DETAILED INFORMATION ON STATEMENTS OF FINANCIAL POSITION ITEMS (CONT'D)

25. Property and equipment (cont'd)

(e) Revaluation of assets (cont'd)
Main assumptions used in the valuation of the golf course using the value-in-use approach, applying the discounted cash flow method, are:

	2025
Discount rate	12.00%
Terminal growth rate	3.0%
Exit EBITDA multiple	9x
DCF period*	11 years

* Management was of view that the stabilisation period would be reflected on the 11th year of the forecast.

(f) No additions made during the year include non-cash transactions.

26. Right-of-use assets and lease liabilities

Accounting policy
All leases are accounted for by recognising a right-of-use asset and a lease liability except for:
- leases of low value assets (below Rs. 200k); and
- leases with a duration of 12 months or less.

Identifying leases
The Group accounts for a contract, or a portion of a contract, as a lease when it conveys the right to use an asset for a period of time in exchange for consideration. Leases are those contracts that satisfy the following criteria:

(a) there is an identified asset;
(b) the Group obtains substantially all the economic benefits from use of the asset; and
(c) the Group has the right to direct use of the asset.

The Group considers whether the supplier has substantive substitution rights. If the supplier does have those rights, the contract is not identified as giving rise to a lease.

In determining whether the Group obtains substantially all the economic benefits from use of the asset, the Group considers only the economic benefits that arise from the use of the asset, not those incidental to legal ownership or other potential benefits.

In determining whether the Group has the right to direct use of the asset, the Group considers whether it directs how and for what purpose the asset is used throughout the period of use. If there are no significant decisions to be made because they are predetermined due to the nature of the asset, the Group considers whether it was involved in the design of the asset in a way that predetermines how and for what purpose the asset will be used throughout the period of use. If the contract or portion of the contract does not satisfy these criteria, the Group applies other applicable IFRSs rather than IFRS 16.

Lease liabilities are measured at the present value of the contractual payments due to the lessor over the lease term, with the discount rate determined by reference to the rate inherent in the lease unless (as is typically the case) this is not readily determinable, in which case the Group's incremental borrowing rate on commencement of the lease is used. Variable lease payments are only included in the measurement of the lease liability if they depend on an index or rate. In such cases, the initial measurement of the lease liability assumes the variable element will remain unchanged throughout the lease term. Other variable lease payments are expensed in the period to which they relate.

On initial recognition, the carrying value of the lease liability also includes:
- amounts expected to be payable under any residual value guarantee;
- the exercise price of any purchase option granted in favour of the Group if it is reasonably certain to assess that option; and
- any penalties payable for terminating the lease, if the term of the lease has been estimated on the basis of a termination option being exercised.

Right-of-use assets are initially measured at the amount of the lease liability, reduced for any lease incentives received and increased for:
- lease payments made at or before commencement of the lease;
- initial direct costs incurred; and
- the amount of any provision recognised, where the Group is contractually required to dismantle, remove or restore the leased asset (typically leasehold dilapidations).

Subsequent to the initial measurement, lease liabilities increase as a result of interest charged at a constant rate on the balance outstanding and are reduced for lease payments made. Right-of-use assets are amortised on a straight-line basis over the remaining term of the lease or over the remaining economic life of the asset if, rarely, this is judged to be shorter than the lease term.

When the Group revises its estimate of the term of any lease (for example, it reassesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to be made over the revised term, which are discounted at the revised discount rate that applied on lease commencement. The carrying value of lease liabilities is revised using the same discount rate when the variable element of future lease payments dependent on a rate or index is revised. In both cases, an equivalent adjustment is made to the carrying value of the right-of-use asset, with the revised carrying amount being amortised over the remaining (revised) lease term.

When the Group renegotiates the contractual terms of a lease with the lessor, the accounting depends on the nature of the modification:
- if the renegotiation results in one or more additional assets being leased for an amount commensurate with the stand-alone price for the additional right-of-use obtained, the modification is accounted for as a separate lease in accordance with the above policy;
- in all other cases where the renegotiated lease increases, the scope of the lease (whether that is an extension to the lease term, or one or more additional assets being leased), the lease liability is remeasured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount; and
- if the renegotiation results in a decrease in the scope of the lease, both the carrying amounts of the lease liability and right-of-use asset are reduced by the same proportion to reflect the partial or full termination of the lease with any difference recognised in profit or loss. The lease liability is then further adjusted to ensure its carrying amount reflects the amount of the renegotiated payments over the renegotiated term, with the modified lease payments discounted at the rate applicable on the modification date. The right-of-use asset is adjusted by the same amount.

DETAILED INFORMATION ON STATEMENTS OF FINANCIAL POSITION ITEMS (CONT'D)

26. Right-of-use assets and lease liabilities (cont'd)

Identifying Leases (cont'd)
For contracts that both convey a right to the Group to use an identified asset and require services to be provided to the Group by the lessor, the Group has elected to account for the entire contract as a lease, i.e. it does not allocate any amount of the contractual payments to, nor account separately for, any services provided by the supplier as part of the contract.

Payments associated with short-term leases and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss.

Significant accounting judgements and estimates
Leases - Estimating the incremental borrowing rate
The Group cannot readily determine the interest rate implicit in leases where it is the lessee. Therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available (such as for subsidiaries that do not enter into financing transactions) or when they need to be adjusted to reflect the terms and conditions of the lease (for example, when leases are not in the subsidiary's functional currency). The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates (such as the subsidiary's stand-alone credit rating).

(a) RIGHT-OF-USE ASSETS

	THE GROUP		
	Land and buildings	**Plant machinery and motor vehicles**	**Total**
	Rs '000	**Rs '000**	**Rs '000**
At 1 July 2023	536,457	8,220	544,677
Additions	-	1,050	1,050
Derecognition of right-of-use assets	-	(455)	(455)
Depreciation	(12,025)	(1,048)	(13,073)
Exchange differences	5,057	148	5,205
At 30 June 2024	529,489	7,915	537,404
Additions	-	6,661	6,661
Depreciation	(12,074)	(1,715)	(13,789)
Exchange differences	(3,586)	435	(3,151)
At 30 June 2025	**513,829**	**13,296**	**527,125**

	THE COMPANY
	Motor vehicles
	Rs '000
At 1 July 2023	3,452
Additions	(690)
At 30 June 2024	2,762
Depreciation	(691)
At 30 June 2025	**2,071**

(b) LEASE LIABILITIES

	THE GROUP		
	Land and buildings	**Plant machinery and motor vehicles**	**Total**
	Rs '000	**Rs '000**	**Rs '000**
At 1 July 2023	131,214	4,262	135,476
Additions	-	1,050	1,050
Interest expense	10,988	277	11,265
Derecognition of lease liability	-	(1,234)	(1,234)
Lease payments	(12,531)	(370)	(12,901)
Exchange differences	5,042	47	5,089
At 30 June 2024	134,713	4,032	138,745
Additions	-	6,661	6,661
Interest expense	11,441	518	11,959
Lease payments	(8,317)	(2,106)	(10,423)
Exchange differences	(3,542)	245	(3,297)
At 30 June 2025	**134,295**	**9,350**	**143,645**

SEMARIS LTD AND ITS SUBSIDIARIES

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

DETAILED INFORMATION ON STATEMENTS OF FINANCIAL POSITION ITEMS (CONT'D)

26. Right-of-use assets and lease liabilities (cont'd)

(b) LEASE LIABILITIES (CONT'D)

	THE COMPANY
	Motor vehicles
	Rs '000
At 1 July 2023	3,452
Interest expense	215
Lease payment	(884)
At 30 June 2024	2,783
Interest expense	173
Lease payment	(816)
At 30 June 2025	**2,140**

	THE GROUP		THE COMPANY	
Analysed as follows:	**30 June 2025**	30 June 2024	**30 June 2025**	30 June 2024
	Rs '000	Rs '000	**Rs '000**	Rs '000
Current	**18,443**	12,892	**747**	747
Non-current	**125,202**	125,853	**1,393**	2,036
	143,645	138,745	**2,140**	2,783

	THE GROUP		THE COMPANY	
	30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
Maturity analysis of lease liabilities:	**Rs '000**	Rs '000	**Rs '000**	Rs '000
Minimum lease payments:				
- Within one year	**18,571**	24,314	**875**	920
- After one year and before two years	**18,568**	20,338	**896**	943
- After two years and before five years	**37,204**	62,508	**607**	1,330
- After five years	**580,116**	540,780	**-**	-
	654,459	647,940	**2,378**	3,193
Less: Future finance charges on obligations	**(510,814)**	(509,195)	**(238)**	(410)
Present value of obligations	**143,645**	138,745	**2,140**	2,783

	THE GROUP		THE COMPANY	
	30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
Present value analysed as follows:	**Rs '000**	Rs '000	**Rs '000**	Rs '000
Current				
- Within one year	**18,443**	12,892	**747**	747
Non-current				
- After one year and before two years	**18,487**	8,809	**815**	815
- After two years and before five years	**35,069**	18,413	**578**	1,221
- After five years	**71,646**	98,631	**-**	-
	125,202	125,853	**1,393**	2,036
	143,645	138,745	**2,140**	2,783

(c) Included in Land and buildings is a leasehold right recognised at Group level through investment made by Semaris in Kingfisher 3 Limited for its underlying assets in Praslin Resort Limited. The leasehold right is amortised over the remaining lease term of the parcels of land, i.e. 43 years.

(d) **Nature of leasing activities (in the capacity as lessee)**
The Group leases land for its operating activities in the jurisdictions from which it operates. In some jurisdictions, it is customary for lease contracts to provide for payments to increase each year by inflation and in others, to be reset periodically to market rental rates.

The Group also leases certain items of plant and equipment for its operating activities. In some contracts for services with distributors, those contracts contain the lease of vehicles. Leases of property, equipment and vehicles comprise only fixed payments over the lease terms.

(e) **Extension and termination options**
Extension and termination options are included in property leases in the Group. These are used to maximise operational flexibility in terms of managing the assets used in the Group's operation. The majority of extension and termination options held are exercisable only by the Group and not by the respective lessor.

(f) **Lease term**
In determining the lease term, Management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated).

DETAILED INFORMATION ON STATEMENTS OF FINANCIAL POSITION ITEMS (CONT'D)

26. Right-of-use assets and lease liabilities (cont'd)

(g) Interest expense

	THE GROUP		THE COMPANY	
	30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
	Rs '000	Rs '000	**Rs '000**	Rs '000
Interest expense (included in finance cost) (Note 22)	**11,959**	11,265	**173**	215

The total cash outflow for leases in 2025 was Rs 10.4m (2024: Rs 13.7m) for the Group and Rs 0.8m (2024: Rs 0.9m) for the Company.

27. Investment property

Accounting policy
Investment property is measured initially at cost, including transaction costs. The carrying amount includes the cost of replacing part of an existing investment property at the time that cost is incurred if the recognition criteria are met; and excludes the costs of day-to-day servicing of an investment property. Subsequent to initial recognition, investment property is stated at fair value, which reflects market conditions at the reporting date. Gains and losses arising from changes in the fair values of investment property are included in profit or loss in the year in which they arise, applying a valuation model recommended by the International Valuation Standards Committee.

Investment property is derecognised when either it has been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of derecognition.

Transfers are made to investment property only when there is a change in use, evidenced by the end of owner occupation, commencement of an operating lease to another party or completion of construction or development. Transfers are made from investment property when and only when, there is a change in use, evidenced by commencement of owner occupation or commencement of development with a view to sale.

For a transfer from investment property to owner-occupied property, the deemed cost for subsequent accounting is its fair value at the date of change in use. If an owner-occupied property becomes an investment property, the Group shall account for such property in accordance with the policy stated under Property and equipment up to the date of change in use.

Significant accounting judgements and estimates

Fair value of land and buildings
The Group fair values its investment properties with changes in fair value being recognised in profit or loss. The Group engaged an independent valuation specialist, who has recent experience in the location and category of the investment property being valued, to determine fair value based on prevailing market data.

	THE GROUP	
	30 June 2025	30 June 2024
	Rs '000	Rs '000
At 1 July	**985,933**	869,945
Additions	**-**	17,035
Fair value movement (Note (a))	**(109,766)**	68,174
Transfer to non-current asset held for sale (Note 35)	**(287,545)**	-
Exchange differences	**30,709**	30,779
At 30 June	**619,331**	985,933

(a) As at 30 June 2025, a valuation process was carried out. A decrease in fair value has been recognised for the financial year ended 30 June 2025 relating to the development of the 5-star lifestyle hotel which has been transferred to non-current assets held for sale with an intention to sell the asset within one year as a result of an agreement reached with Apexia Beachcomber and Ynexis Group, where the agreed price is set at Rs 285m.

The valuations for the 5-star hotel and country club were based on market economic conditions and active market prices existing at the reporting date, adjusted for any difference in the nature, location or condition of the specific property. Cash flows of the country club have been discounted using a discount rate specific to the project to reflect the current market assessments. In addition, valuation of the investment properties performed by the accredited independent valuer, A. Lazrak Advisory using the discounted cash flow method which was supported by open market value by reference to market evidence of transaction prices for similar properties and sales comparison method. As at 30 June 2025, the fair value retained was within the range arrived by Management and the independent valuer. Management determined that these constitute one class of assets under IFRS 13, based on the nature, characteristics and risks of the property.

Details of the Group's freehold land and buildings measured at fair value and information about the fair value hierarchy are as follows:

	Level 1	Level 2	Level 3
As at 30 June 2025	**Rs '000**	**Rs '000**	**Rs '000**
Freehold land	**-**	**-**	**355,928**
Buildings	**-**	**-**	**263,403**
Total	**-**	**-**	**619,331**

	Level 1	Level 2	Level 3
As at 30 June 2024	Rs '000	Rs '000	Rs '000
Freehold land	-	-	736,019
Buildings	-	-	249,914
Total	-	-	985,933

DETAILED INFORMATION ON STATEMENTS OF FINANCIAL POSITION ITEMS (CONT'D)

27. Investment property (cont'd)

(b) Level 3
Since the investment properties constitute Level 3 of the fair value hierarchy, the reconciliation performed above applies.

The following table summarises the quantitative information about the significant unobservable inputs used in level 3 fair value measurements:

	Valuation technique and key inputs	**Unobservable inputs**	**Sensitivity used**	**Effect on fair value 30 June 2025 Rs '000**
5-star lifestyle hotel	Discounted cash flows	Discount rate and terminal growth rate	1% increase in discount rate and 0.5% increase in terminal growth rate	**(76,089)**
Country club	Discounted cash flows			**(41,000)**
5-star lifestyle hotel	Discounted cash flows	Discount rate and terminal growth rate	1% decrease in discount rate and 0.5% decrease in terminal growth rate	**23,213**
Country club	Discounted cash flows			**27,830**

	Valuation technique and key inputs	Unobservable inputs	Sensitivity used	Effect on fair value 30 June 2024 Rs '000
5-star lifestyle hotel	Discounted cash flows	Discount rate and	1% increase in discount	(10,661)
5-star hotel		terminal growth rate	rate and 0.5% increase	(19,941)
Country club	Discounted cash flows		in terminal growth rate	(7,438)
5-star lifestyle hotel	Discounted cash flows	Discount rate and	1% decrease in discount	12,570
5-star hotel		terminal growth rate	rate and 0.5% decrease	23,780
Country club	Discounted cash flows		in terminal growth rate	8,641

Significant increases/(decreases) in unobservable inputs would result in significantly higher/(lower) fair value.

(c) Included in the fair value movement are the following properties:

(i) No fair value movement was recognised on land and building earmarked for the 5-star lifestyle hotel in DPM during the year (2024: None). The fair value as at 30 June 2025 has been determined using a DCF over a period of 13 years, using a discount rate of 13% (2024:11.23%) and a terminal growth of 3% (2024: 3%).

(ii) During the year, no fair value movement was recognised on the country club (2024: Rs 68m). The fair value as at 30 June was arrived based on available information and using a discount rate of 12% (2024: 11.23%) and terminal growth rate of 3% (2024: 3%) using a DCF over a period of 11 years (2024: 11 years).

The following amounts have been recognised in profit or loss:

	THE GROUP	
	30 June 2025	30 June 2024
	Rs '000	Rs '000
Rental income	**41,400**	39,516

No direct operating expenses (including repairs and maintenance) arising from investment property have been incurred during the year (2024: Nil).

28. Intangible assets

Accounting policy

Intangible assets
Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value as at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and any accumulated impairment losses. Internally generated intangible assets, excluding capitalised development costs, are not capitalised and expenditure is charged against profits in the year in which the expenditure is incurred.

The useful lives of intangible assets are assessed to be either finite or indefinite.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are accounted for by changing the amortisation period or method, as appropriate and treated as changes in accounting estimates. The amortisation expense on intangible assets with finite lives is recognised in profit or loss in the expense category consistent with the function of the intangible asset.

DETAILED INFORMATION ON STATEMENTS OF FINANCIAL POSITION ITEMS (CONT'D)

28. Intangible assets (cont'd)

Intangible assets with finite lives are amortised over a period of two to five years.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually and whenever there is an indicator of impairment either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in the useful life from indefinite to finite is made on a prospective basis.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset are recognised in profit or loss when the asset is derecognised.

Computer software	THE GROUP Rs '000	THE COMPANY Rs '000
COSTS		
At 1 July 2023	4,877	91
Additions	67	2
Exchange differences	111	-
At 30 June 2024	5,055	93
Additions	51	-
Exchange differences	202	-
At 30 June 2025	**5,308**	**93**
AMORTISATION		
At 1 July 2023	3,582	11
Amortisation charge	427	18
Exchange differences	111	-
At 30 June 2024	4,120	29
Amortisation charge	351	19
Exchange differences	203	-
At 30 June 2025	**4,674**	**48**
Net book value 30 June 2025	**634**	**45**
Net book value 30 June 2024	935	64

29. Investments in subsidiaries

Accounting policy

Investments in subsidiaries
Subsidiaries are those entities controlled by the Company. Control is achieved when the Company is exposed to, or has right to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity.

Financial statements of the Company
Investments in subsidiaries are carried at the cost at which the aggregate of the fair values at the date of exchange of assets is given, liabilities incurred or assumed and equity instruments issued by the acquirer in exchange for control of the acquiree, plus any costs directly attributable to the business combination. The carrying amount is reduced to recognise any impairment in the value of individual investments. The impairment loss is taken to the statements of profit or loss.

Details of subsidiaries have been disclosed under Note 2.

	THE COMPANY	
Cost (Unquoted)	**30 June 2025 Rs '000**	30 June 2024 Rs '000
At 1 July	**2,576,746**	2,768,527
Additions (Note (i))	**-**	156,999
Transfer to financial assets at amortised cost (Note (ii))	**-**	(348,780)
At 30 June	**2,576,746**	2,576,746
Analysed as follows:		
- Unquoted equity instruments	**2,419,747**	2,768,527
- Interest-free loans	**156,999**	156,999
	2,576,746	2,925,526

(i) In the prior year, the Company had current account receivables and Shareholder's loan receivable amounting to Rs 157m, which have been capitalised as deemed investment.

(ii) In 2024, DPM proceeded with a capital reduction exercise of Rs 349m, representing MAD 100m, which has been classified as financial asset at amortised cost.

(iii) As at 30 June 2025, an impairment assessment was done in accordance with IAS 36 and no indicator of impairment was identified.

DETAILED INFORMATION ON STATEMENTS OF FINANCIAL POSITION ITEMS (CONT'D)

30. Inventories

Accounting policy
Inventories are valued at the lower of cost and net realisable value.

Costs incurred in bringing each product to its present location and condition are accounted for as follows:
- stock of villas is accounted at costs which comprises cost of land, construction costs, leasehold rights and borrowing costs; and
- villas being constructed for sale in the ordinary course of business, rather than to be held for rental or capital appreciation, are held as inventory and measured at the lower of cost and net realisable value.

The leasehold right acquired on the parcel of land for construction of villas has been allocated to inventory. Upon disposal of villas, the leasehold rights will be released to the profit and loss account.

Net realisable value is the estimated selling price in the ordinary course of business less estimated costs necessary to make the sale. The Group uses forward price for sale of completed inventory in future years. Cash flows associated with net realisable value is discounted at an appropriate rate to determine the estimated net realisable value of the inventory in its present location and condition.

Consequently, the outstanding cost of conversion and cost to sell are adjusted to take into account the time value of money.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories is recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories, arising from an increase in net summarised value, is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

Significant accounting judgements and estimates

Estimation of net realisable value for inventories

Inventories are stated at the lower of NRV.
NRV for land banks are assessed by reference to market conditions and prices existing at the reporting date and is determined by the Group, based on comparable transactions identified in the same geographical market serving the same real estate segment.

NRV in respect of projected villas under development is assessed with reference to market prices at the reporting date for similar completed property, less estimated costs to complete the development and the estimated costs necessary to make the sale, taking into account the time value of money.

	THE GROUP		THE COMPANY	
	30 June 2025 Rs '000	30 June 2024 Rs '000	**30 June 2025 Rs '000**	30 June 2024 Rs '000
Stock of land for sale (Note (a))	**4,156,036**	3,715,994	**-**	-
Leasehold rights acquired	**128,974**	128,974	**-**	-
	4,285,010	3,844,968	**-**	-

	THE GROUP		THE COMPANY	
	30 June 2025 Rs '000	30 June 2024 Rs '000	**30 June 2025 Rs '000**	30 June 2024 Rs '000
(a) Stock of land for sale is made up of:				
Land for sale at Les Salines, Mauritius	**1,928,360**	1,892,342	**-**	-
Land for development of an Integrated Hotel Scheme ("IHS") at Les Salines	**33,750**	33,750	**-**	-
Development under Les Salines PDS Limited	**692,320**	119,658	**-**	-
Villas under construction in Marrakech, Morocco	**1,501,606**	1,670,244	**-**	-
	4,156,036	3,715,994	**-**	-

(b) Inventories are included in assets given as collateral for bank borrowings.

(c) Interest costs capitalised in previous years in inventory amounted to Rs 346m as at 30 June 2025 (2024: Rs 328m) for the Group. The rate used to determine the amount of borrowing costs eligible for capitalisation varied between 6% and 6.75% for loans denominated in foreign currency, which was the effective rate of interest on the specific borrowings.

(d) Cost of inventories expensed amounted to Rs 913m during the year (2024: Rs 411m) for the Group.

(e) Write-down of inventory for the year ended 30 June 2025 of Rs 8m is based on one additional unit in LSPL while in 2024, Rs 108m relating to Phase 1a of the Harmonie Golf Villas project was impaired.

(f) Out of the Rs 108m impairment in prior year, Rs 44m was reversed during the year following tender exercise and cost engineering.

DETAILED INFORMATION ON STATEMENTS OF FINANCIAL POSITION ITEMS (CONT'D)

31. Trade receivables

	THE GROUP	
	30 June 2025	30 June 2024
	Rs '000	Rs '000
Trade receivables	**270,441**	9,632
Analysed as per category of credit risk rating follows:		
Performing	**270,441**	9,632

Trade receivables are unsecured, non-interest-bearing and are generally on 30 to 90 days' term.

(i) *Impairment of trade receivables*
The Group and Company apply the IFRS 9 simplified approach to measuring expected credit losses, which uses a lifetime expected loss allowance for all trade receivables. In addition, where there is no indication of impairment for those appearing past due, Management assesses the risk of the non-recoverability of trade receivables not yet due nor impaired.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. Since trade receivables relate only to Domaine Palm Marrakech S.A. and that the value of trade receivables is low, a specific provisioning is used to assess expected loss allowance. During the year, no provision for expected credit losses has been recognised (2024: Nil).

(ii) The ageing of trade receivables is disclosed in Note 8 (i).

(iii) The maximum exposure to credit risk at the reporting date is the fair value of each class of receivable mentioned above.

(iv) The Group does not hold any collateral as security for trade and other receivables.

(v) The carrying amounts of trade receivables which are receivable within one year approximate their fair values.

32. Financial assets at amortised cost

(a)	THE GROUP		THE COMPANY	
	30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
	Rs '000	Rs '000	**Rs '000**	Rs '000
Non-current				
Financial assets at amortised cost	**161,036**	206,737	**-**	-
Current				
Financial assets at amortised cost	**217,904**	73,732	**542,173**	507,232
Total financial assets at amortised cost	**378,940**	280,469	**542,173**	507,232
Analysed as per category of credit risk rating follows:				
Performing	**378,940**	280,469	**542,173**	507,232

Rs 542m at Company level includes Rs 499m receivable by Semaris following a capital reduction exercise in the financial year ended 30 June 2024.

At Group level, the receivable amount is due from Beachcomber Hotel Marrakech S.A. (BH) for the use of the country club, golf course and other services provided by DPM.

Terms and conditions:
- A repayment agreement has been established between DPM and Beachcomber Hotel Marrakech S.A., whereby it is agreed that the receivable amount as at 31 November 2021 will be repayable quarterly with the last repayment on 30 November 2028.

- An interest rate of 2.5% and 4% per annum will be charged on current and non-current receivables respectively.

The Group has made an impairment assessment by considering the previous repayment behaviours and assessing the future cash flow forecasts covering the contractual period of the receivable balances. The Group does not expect any default on repayment and is confident of Beachcomber Hotel Marrakech S.A.'s ability to repay its debt as it falls due in the normal course of business and/or in any adverse economic and business conditions.

(b) The carrying amounts of the financial assets at amortised cost are denominated in the following currencies:

	THE GROUP		THE COMPANY	
	30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
	Rs '000	Rs '000	**Rs '000**	Rs '000
MUR	**-**	-	**3,069**	95
USD	**-**	-	**38,709**	32,508
SCR	**-**	-	**495**	329
MAD	**378,940**	280,469	**499,900**	474,300
	378,940	280,469	**542,173**	507,232

(c) The ageing of financial assets at amortised cost is disclosed in Note 8 (i).
(d) The Group does not hold any collateral as security for financial assets at amortised cost.

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

DETAILED INFORMATION ON STATEMENTS OF FINANCIAL POSITION ITEMS (CONT'D)

33. Other assets

	THE GROUP		THE COMPANY	
	30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
	Rs '000	Rs '000	**Rs '000**	Rs '000
VAT receivable (a)	**395,116**	437,841	**16,772**	13,755
Prepayments	**67,920**	23,523	**263**	248
Other receivables (b)	**211,687**	95,251	**-**	-
	674,723	556,615	**17,035**	14,003

(a) VAT is receivable on capital expenditure incurred by the Group.

(b) Out of Rs 212m, Rs 174m relates to sales commission paid in advance of performance obligations. The sales commission will be released to other expenses upon completion of the performance obligations.

34. Cash and cash equivalents

Accounting policy

Cash and cash equivalents include highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value. Such investments are normally those with less than three months' maturity from the date of acquisition.

For the purpose of the statements of cash flows, cash and cash equivalents consist of cash in hand and at bank and net of outstanding bank overdrafts. Cash and cash equivalents are measured at amortised cost. The carrying amount approximates the fair value.

For the purposes of the statements of cash flows, the cash and cash equivalents comprise the following:

	THE GROUP		THE COMPANY	
	30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
	Rs '000	Rs '000	**Rs '000**	Rs '000
Cash in hand and at bank	**402,760**	556,731	**28,051**	39,265
Bank overdrafts (Note a)	**(428,502)**	(152,855)	**-**	-
	(25,742)	403,876	**28,051**	39,265

(a) Bank overdrafts
The bank overdrafts are secured by fixed and floating charge on the assets of the individual companies of the Group. The interest rate on bank overdraft vary between 6.5% - 8.5%.

The fair value of cash is Rs 403m (2024: Rs 557m) for the Group and Rs 28m (2024: Rs 39m) for the Company.

Undrawn overdraft facilities amounted to Rs 152m in 2024 (2024: Rs 98m) for the Group.

As at 30 June 2025, LSPL has Rs 135m (2024: Rs 300m) in an escrow account handled by a Notary relating to the Harmonie Golf Villas project. The funds will be transferred to LSPL following signature of VEFA.

The Group and Company consider that their cash at bank has negligible credit risk based on the external credit ratings of the counterparties. The credit rating of the main banks with which the Group and Company transact are Ba1 (2024: Baa3) for SBM Bank (Mauritius) Ltd, Baa3 (2024: Baa2) for the Mauritius Commercial Bank and BB (2024: BB) for Attijariwafa Bank S.A. The resulting expected credit loss is considered as immaterial.

(b) Reconciliation of liabilities arising from financing activities:

(i) **THE GROUP**

			Non-cash changes				
	2024	**Cash flows**	**Recognition of IFRS 16**	**Remeasurement loss**	**Amortisation cost**	**Foreign exchange differences**	**2025**
2025	**Rs '000**	**Rs '000**	**Rs '000**	**Rs '000**	**Rs '000**	**Rs '000**	**Rs '000**
Borrowings	**2,515,223**	**(111,957)**	**-**	**5,958**	**139,451**	**2,982**	**2,551,657**
Lease liabilities	**138,745**	**(10,423)**	**6,661**	**-**	**11,959**	**(3,297)**	**143,645**
	2,653,968	**(122,380)**	**6,661**	**5,958**	**151,410**	**(315)**	**2,695,302**

			Non-cash changes					
	2023	Cash flows	Recognition of IFRS 16	Derecognition of lease	Remeasurement loss	Amortisation cost	Foreign exchange differences	2024
2024	Rs '000	Rs '000	Rs '000	Rs '000	Rs '000	Rs '000	Rs '000	Rs '000
Borrowings	2,409,851	(81,262)	-	-	42,143	141,547	2,944	2,515,223
Lease liabilities	135,476	(13,765)	1,050	(370)	-	11,265	5,089	138,745
	2,545,327	(95,027)	1,050	(370)	42,143	152,812	8,033	2,653,968

DETAILED INFORMATION ON STATEMENTS OF FINANCIAL POSITION ITEMS (CONT'D)

34. Cash and cash equivalents (cont'd)

Accounting policy (cont'd)

(ii) **THE COMPANY**

		Non-cash changes		
	2024	**Cash flows**	**Amortisation cost**	**2025**
2025	**Rs '000**	**Rs '000**	**Rs '000**	**Rs '000**
Lease liability	**2,783**	**(816)**	**173**	**2,140**
	2,783	**(816)**	**173**	**2,140**

		Non-cash changes		
	2023	Cash flows	Amortisation cost	2024
2024	Rs '000	Rs '000	Rs '000	Rs '000
Lease liability	3,452	(884)	215	2,783
	3,452	(884)	215	2,783

35. Non-current assets held for sale

	THE GROUP	
	30 June 2025	30 June 2024
	Rs '000	Rs '000
Transfer from investment property (Note 27)	**287,545**	-
Exchange difference	**(2,602)**	-
As at 30 June	**284,943**	-

Rs 285m represents the price at which Apexia Beachcomber is willing to purchase the land for the 5-star hotel Lifestyle previously classified as investment property. The construction of the new hotel will be done under the said entity. DPM and Beachcomber Hotels S.A. will both have an equity share in the latter. Ynexis Group will also inject funds in Apexia Beachcomber holding 51% of stake. The deal will materialise within the next financial year after obtaining the relevant permits.

36. Stated capital

	Issued number of shares		Issued and fully paid	
	30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
			Rs '000	Rs '000
As at 30 June	**548,982,130**	548,982,130	**3,595,000**	3,595,000

As at 30 September 2019, the Company had issued 548,982,130 shares of no par value and all shares have been fully paid. Each share confers to its holders the right to one vote at general meetings of the Company and a proportional right to dividends. The ordinary shares are classified as equity.

The Board may issue shares at any time and there are no limits on the number of shares to be issued with no par value.

37. Other reserves

Other reserves include the following:

(a) Foreign exchange differences reserve

Nature and purpose of reserves	THE GROUP	
	30 June 2025	30 June 2024
	Rs '000	Rs '000
Foreign exchange difference	**680,396**	525,585

These reserves include exchange differences arising on retranslation of the financial statements of foreign subsidiaries.

(b) Revaluation reserve

Nature and purpose of reserves	THE GROUP	
	30 June 2025	30 June 2024
	Rs '000	Rs '000
Revaluation reserve	**94,791**	37,130

It arises on the revaluation exercise performed on land and buildings under Property and equipment (Note 25).

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DETAILED INFORMATION ON STATEMENTS OF FINANCIAL POSITION ITEMS (CONT'D)

37. Other reserves (cont'd)

(c) Other reserve

Nature and purpose of reserves	THE GROUP		THE COMPANY	
	30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
	Rs '000	Rs '000	**Rs '000**	Rs '000
Revaluation reserve	**1**	-	**1**	-

38. Borrowings

	THE GROUP	
	30 June 2025	30 June 2024
	Rs '000	Rs '000
Current portion		
Bank loans	**128,624**	166,707
Non-current portion		
Bank loans	**841,099**	835,180
Loan from related company (Note (a))	**1,581,934**	1,513,336
	2,423,033	2,348,516
Total borrowings	**2,551,657**	2,515,223

(a) Loan from related company has been disclosed under related party transactions and disclosures (Note 15(vii)).

(b) Bank loans and loan from related party

	THE GROUP	
	30 June 2025	30 June 2024
Bank loans and loan from related party can be analysed as follows:	**Rs '000**	Rs '000
Current		
- Within one year	**128,624**	166,707
Non-current		
- After one year and before two years	**793,369**	70,200
- After two years and before five years	**1,319,906**	1,466,244
- After five years	**309,758**	812,072
	2,423,033	2,348,516
	2,551,657	2,515,223

Bank loans and loan from related party are denominated as follows:

				THE GROUP	
	Category	**Effective interest rate**	**Maturity**	**30 June 2025**	30 June 2024
				Rs '000	Rs '000
Denominated in:					
MUR	Bank loan	5% - 8.05%	2028	**909,542**	905,765
MUR	Loan from related party	5%	2031	**1,581,934**	1,513,336
MAD	Bank loan	6% - 7%	2025	**60,181**	96,122
				2,551,657	2,515,223

The bank loans are secured by fixed and floating charges over the Group's assets as follows:
- floating charge on all immovable and movable assets of the Group; and
- fixed charge on freehold land acquired by the Company (refer to Note 30(b)).

The loan from related company amounting to Rs 1.5bn is unsecured and subordinated to the bank loans. The maturity period of the loan from related party is in 2031 with half annual repayment as from 31 December 2026. On the bank loan with SBM (Bank) Mauritius Limited, a remeasurement loss of Rs 6m (2024: Rs11m) has been incurred for the year under review.

39. Employee benefit liabilities

The pension plan for Semaris was approved by the Board in June 2025 and a defined contribution scheme was set up. As at 30 June 2025, Management deemed appropriate to reverse the pension liability accrued as at 30 June 2024 under a defined benefit scheme. The reversal has been accounted as a curtailment in the statement of profit or loss.

Accounting policy
Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group and Company recognise the following changes in the net defined benefit obligation under 'staff costs' in the statements of profit or loss:

• service costs comprising current service costs, past service costs, gains and losses on curtailments and non-routine settlements; and

• net interest expense or income.

DETAILED INFORMATION ON STATEMENTS OF FINANCIAL POSITION ITEMS (CONT'D)

39. Employee benefit liabilities (cont'd)

The liability relates to employees who are entitled to statutory benefits prescribed under parts VIII and IX of the Workers' Rights Act 2019. The latter provides for a lump sum on withdrawal, at retirement or death, whichever occurs earlier, based on final salary and years of service.

	THE GROUP		THE COMPANY	
	30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
	Rs '000	Rs '000	**Rs '000**	Rs '000
Funded obligation (Note (a))	**-**	7,217	**-**	7,217
Unfunded obligation (Note (b))	**3,548**	30	**3,548**	30
	3,548	7,247	**3,548**	7,247

(a) Funded obligation

(i) The amounts recognised in the statements of financial position in respect of funded obligation are as follows:

	THE GROUP		THE COMPANY	
	30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
	Rs '000	Rs '000	**Rs '000**	Rs '000
Defined benefit obligation	**-**	7,217	**-**	7,217
Employee benefit liabilities	**-**	7,217	**-**	7,217

(ii) Movement in the liabilities recognised in the statements of financial position:

	THE GROUP		THE COMPANY	
	30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
	Rs '000	Rs '000	**Rs '000**	Rs '000
At 1 July	**7,217**	161	**7,217**	161
Amount recognised in profit or loss	**(7,217)**	7,056	**(7,217)**	7,056
At 30 June	**-**	7,217	**-**	7,217

(iii) The amounts recognised in the statements of profit or loss are as follows:

	THE GROUP		THE COMPANY	
	30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
	Rs '000	Rs '000	**Rs '000**	Rs '000
Current service cost	**-**	168	**-**	168
Interest cost	**383**	8	**383**	8
Effect of curtailments/settlements	**(7,600)**	-	**(7,600)**	-
Past service cost	**-**	6,880	**-**	6,880
Net benefit expense	**(7,217)**	7,056	**(7,217)**	7,056

(iv) Reconciliation of the present value of defined benefit obligation:

	THE GROUP		THE COMPANY	
	30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
	Rs '000	Rs '000	**Rs '000**	Rs '000
Present value of obligation at 1 July	**7,217**	161	**7,217**	161
Current service cost	**-**	168	**-**	168
Interest cost	**383**	8	**383**	8
Effect of curtailments/settlements	**(7,600)**	-	**(7,600)**	-
Past service cost	**-**	6,880	**-**	6,880
Present value of obligation at 30 June	**-**	7,217	**-**	7,217

(v) The principal actuarial assumptions used for accounting purposes were:

	THE GROUP		THE COMPANY	
	30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
	%	%	**%**	%
Discount rate	**N/A**	5.30	**N/A**	5.30
Future salary increase	**N/A**	1.00	**N/A**	1.00
Post-retirement mortality tables	**N/A**	PNA00	**N/A**	PNA00

(vi) A quantitative sensitivity analysis for significant assumptions as at 30 June 2024 is shown below:

Assumptions	Discount rate			
	THE GROUP		**THE COMPANY**	
Sensitivity	**1% increase**	**1% decrease**	**1% increase**	**1% decrease**
	Rs '000	**Rs '000**	**Rs '000**	**Rs '000**
30 June 2024				
Impact on defined benefit obligation	2,150	2,805	2,150	2,805

	Future Salary Increase			
	THE GROUP		**THE COMPANY**	
	1% increase	**1% decrease**	**1% increase**	**1% decrease**
	Rs '000	**Rs '000**	**Rs '000**	**Rs '000**
30 June 2024				
Impact on defined benefit obligation	1,392	1,582	1,392	1,582

The sensitivity analyses above have been determined based on reasonably possible changes of the discount rate or salary increase rate occurring at the end of the reporting period if all other assumptions remained unchanged.

DETAILED INFORMATION ON STATEMENTS OF FINANCIAL POSITION ITEMS (CONT'D)

39. Employee benefit liabilities (cont'd)

(b) Unfunded obligation

General description of the plan

The liability relates to employees who are entitled to statutory benefits prescribed under parts VIII and IX of the Workers' Rights Act 2019 (WRA). The latter provides for a lump sum on withdrawal, at retirement or death, whichever occurs earlier, based on final salary and years of service.

(i) The amounts recognised in the statements of financial position in respect of unfunded obligation are as follows:

	THE GROUP		THE COMPANY	
	30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
	Rs '000	Rs '000	**Rs '000**	Rs '000
Defined benefit obligation	**3,641**	55	**3,641**	55
Fair value of plan assets	**(93)**	(25)	**(93)**	(25)
Employee benefit liabilities	**3,548**	30	**3,548**	30

(ii) Movement in the liabilities recognised in the statements of financial position:

	THE GROUP		THE COMPANY	
	30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
	Rs '000	Rs '000	**Rs '000**	Rs '000
At 1 July	**30**	-	**30**	-
Amount recognised in profit or loss	**3,586**	30	**3,586**	30
Benefits paid	**(69)**	-	**(69)**	-
Amount recognised in other comprehensive income	**1**	-	**1**	-
At 30 June	**3,548**	30	**3,548**	30

(iii) The amounts recognised in the statements of profit or loss are as follows:

	THE GROUP		THE COMPANY	
	30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
	Rs '000	Rs '000	**Rs '000**	Rs '000
Net interest cost	**1**	-	**1**	-
Current service cost	**289**	51	**289**	51
Past service cost	**3,296**	4	**3,296**	4
Employer's contribution	**-**	(25)	**-**	(25)
Net benefit expense	**3,586**	30	**3,586**	30

(iv) Reconciliation of the present value of defined benefit obligation:

	THE GROUP		THE COMPANY	
	30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
	Rs '000	Rs '000	**Rs '000**	Rs '000
Present value of obligation at 1 July	**55**	-	**55**	-
Interest cost	**3**	-	**3**	-
Current service cost	**290**	51	**290**	51
Past service cost	**3,296**	4	**3,296**	4
Actuarial gains	**(3)**	-	**(3)**	-
Present value of obligation at 30 June	**3,641**	55	**3,641**	55

(v) Reconciliation of the present value of defined benefit obligation:

	THE GROUP		THE COMPANY	
	30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
	Rs '000	Rs '000	**Rs '000**	Rs '000
Fair value of plan asset at 1 July	**(25)**	-	**(25)**	-
Interest income	**(3)**	-	**(3)**	-
Actuarial gains/(losses)	**3**	-	**3**	-
Employer's contributions	**(68)**	(25)	**(68)**	(25)
Present value of obligation at 30 June	**(93)**	(25)	**(93)**	(25)

(vi) The amounts recognised in the statements of other comprehensive income are as follows:

	THE GROUP		THE COMPANY	
	30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
	Rs '000	Rs '000	**Rs '000**	Rs '000
Losses on plan assets	**(4)**	-	**(4)**	-
Experience losses on liabilities	**(165)**	-	**(165)**	-
Changes in assumptions underlying the present value of liabilities	**168**	-	**168**	-
Actuarial gain in OCI	**(1)**	-	**(1)**	-

(vii) The principal actuarial assumptions used for accounting purposes were:

	THE GROUP		THE COMPANY	
	30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
	%	%	**%**	%
Discount rate	**5.80**	5.40	**5.80**	5.40
Future salary increase	**1.00**	1.00	**1.00**	1.00

DETAILED INFORMATION ON STATEMENTS OF FINANCIAL POSITION ITEMS (CONT'D)

39. Employee benefit liabilities (cont'd)

(viii) A quantitative sensitivity analysis for significant assumptions as at 30 June 2025 and 30 June 2024 is shown below:

Assumptions	Discount rate			
	THE GROUP		THE COMPANY	
Sensitivity	1% increase	1% decrease	1% increase	1% decrease
	Rs '000	Rs '000	Rs '000	Rs '000
30 June 2025				
Impact on defined benefit obligation	**1**	**1**	**1**	**1**
30 June 2024				
Impact on defined benefit obligation	1	1	1	1

	Future salary increase			
	THE GROUP		THE COMPANY	
	1% increase	1% decrease	1% increase	1% decrease
	Rs '000	Rs '000	Rs '000	Rs '000
30 June 2025				
Impact on defined benefit obligation	**1**	**1**	**1**	**1**
30 June 2024				
Impact on defined benefit obligation	1	1	1	1

The sensitivity analyses above have been determined based on reasonably possible changes of the discount rate or salary increase rate occurring at the end of the reporting period if all other assumptions remained unchanged.

The weighted average duration of the liabilities at 30 June 2025 is 13 years.

Semaris Ltd is expected to contribute around Rs 0.16m to the Portable Retirement Gratuity Fund (PRGF) for the year ending 30 June 2026.

The assets of the plan are invested in the PRGF. The contributions of the employer into the Fund represent 4.5% of monthly remuneration as per the Workers' Rights Act.

(c) Maturity profile of the defined benefit obligation

The weighted average duration of the liabilities as at 30 June 2025 is 14 years.

(d) Expected contribution for next year

The expected contribution for the next year will be based on the pension plan determined by the Company post-year end.

(e) Risk associated with the plans

The Group and Company are exposed to actuarial risks such as longevity risk, interest rate risk, market (investment) risk and salary risk:

Longevity risk: The liabilities disclosed are based on the mortality table PNA00/current Swan buyout rate. The liabilities will increase if the experience of the pension plans is less favourable than the standard mortality tables; and there is an improvement in mortality and the buyout rate is reviewed.

Interest risk: If the yields on Government Bonds and Treasury Bills decrease, the liabilities would be calculated using a lower discount rate and would therefore increase.

Investment risk: The present value of the liabilities of the plan are calculated using a discount rate. Should the returns on the assets of the plan be lower than the discount rate, a deficit will arise.

Salary risk: If salary increases are higher than assumed in our basis, the liabilities would increase, giving rise to actuarial losses.

Mortality risk: Higher than expected death will expose the Company to having to effect payouts that were not expected.

Withdrawal risk: Lower than expected withdrawal will expose the employer to the risk that more employees make it to retirement to claim their benefits while the provisions assume that fewer employees will remain in employment.

Liquidity risk: This risk arises if the employer's actual net cash flows are not sufficient to pay for the employee benefits when they become due.

40. Trade and other payables

	THE GROUP		THE COMPANY	
	30 June 2025	30 June 2024	**30 June 2025**	30 June 2024
	Rs '000	Rs '000	**Rs '000**	Rs '000
Trade payables	**267,502**	199,570	**298**	153
Other payables	**214,674**	141,478	**7,677**	4,854
Amount due to related parties (Note 15)	**19,961**	11,653	**13,847**	5,234
	502,137	352,701	**21,822**	10,241

Trade payables are non-interest-bearing and are generally on 30 to 60 days' term. Other payables consist mainly of accruals.

SEMARIS LTD AND ITS SUBSIDIARIES

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

DETAILED INFORMATION ON STATEMENTS OF FINANCIAL POSITION ITEMS (CONT'D)

41. Fair value of assets and liabilities

Accounting policy

Fair value measurement
The Group measures its financial instruments and non-financial assets such as investment property and some items of property at fair value at each reporting date.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

The Group's Management determines the policies and procedures for the measurement of both recurring and non-recurring fair values. Financial assets that are unquoted are fair valued by Management at least annually at the reporting date. The use of external valuers is decided by Management when the situation dictates it, taking into consideration the relevant factors.

External valuers are used to fair value land and buildings classified under "Property and equipment" and "Investment property" by applying specific valuation techniques. Involvement of external valuers for the valuation of its properties is decided upon by Management after discussion with and approval by the Audit and Risk Committee. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. Management decides, after discussions with the Group's external valuers, which valuation techniques and inputs to use for each case. Management assesses the changes in the inputs, as well as those in the environment, from both internal and external sources, that affect the fair value of the property since the last valuation and thereafter decides on the involvement of external valuers.

At each reporting date, Management analyses the movements in the values of assets and liabilities which are required to be remeasured or reassessed as per the Group's accounting policies. For this analysis, Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to relevant documents.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Significant accounting judgements and estimates

Fair value measurements of financial instruments
When the fair values of financial instruments recorded in the statements of financial position cannot be derived from active markets, they are determined using a variety of valuation techniques. The inputs to those models are derived from observable market data where possible, but where observable market data is not available, a degree of judgement is required to establish fair values. The judgements include consideration of inputs such as liquidity risk, credit risk and volatility. As at 30 June 2025 and 30 June 2024, the Group held the following financial instruments carried at fair value in the statements of financial position which have been disclosed under Notes 25 and 27 respectively.

The carrying amounts of financial assets and liabilities approximate their fair values, unless otherwise stated (Note 8(iv)).

For valuation techniques regarding property classified under "Property and equipment" and "Investment property", refer to Notes 25 and 27 respectively.

42. Commitments

	THE GROUP	
	30 June 2025	30 June 2024
	Rs '000	Rs '000
Capital commitments		
Les Salines PDS Limited (i)	**1,455,652**	1,757,941
Domaine Palm Marrakech S.A. (ii)	**498,000**	272,302
	1,953,652	2,030,243

(i) The project comprises 220 exclusive units which will be developed on a total land area of 73 hectares. The plots averaging 2,100m^2 will be located around an 18-hole golf course. The Group entered into a contractual agreement in 2024, out of which Rs 1.5bn remains to be paid for ongoing development project at Les Salines during the year.

(ii) The capital commitment in DPM includes Rs 108m investment in land for Phase 2, Rs 188m investment in Apexia Beachcomber and construction of a 9-hole golf course for Rs 202m. These investments are in line with the business model of DPM for the launch of its Phase 2.

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