2025 ANNUAL REPORT



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1 VISION & MISSION

OUR VISION

To be the leading consultant providing innovative and integrated environmentally friendly solutions to national and international clientele.

OUR MISSION

To deliver socially acceptable and economically viable options for emerging issues, improving resilience and sustainability through the adoption of people-centered, nature-based approaches combined with advanced technology.

2 ABOUT US

Overview of the Company

EML Consultants PLC has been providing technical and management consultancy services to the private and public sector in Sri Lanka and across the globe for the past 32 years. While the initial scope of the organization revolved on environmental and natural resource management, over the years we have been able to expand into diverse industries and fields, covering a spectrum of communities. The Company obtains consultants for each project based on the requirements of the specific project, hence following a cost-effective model that enables efficient resource allocation and sustainability of operations. EML has entered into several strategic partnerships with a multitude of partner companies to collaborate and provide technical assistance to clients or retain professionals as and when such technical inputs are required. These organizations are listed below:

- **Development Concepts (Private) Limited**
- **International Institute for Development Transformation (Private) Limited**
- **Sustainability Agenda (Private) Limited**

CORPORATE VALUES

CONNECTED
We invest in insight to get to the heart of our customers' challenges.

We are open and transparent in the way we work.

COMMITTED
Deeply involved in building relationships – everything we do is with the long-term in mind.

Our dedication to quality is the cornerstone of our success – we get every detail right.

CREATIVE
We are constantly developing better ways of working.

3 BUSINESS STRATEGY, PROJECT SCOPE, MAIN BUSINESS SECTORS & CORPORATE VALUES

EML Strategy

Our scope reaches beyond profitability to create lasting value through empowering sustainability across private and public industries. Our contributions to sustainability stem from our knowledge, technical and analytical capacity as well as our access to an extensive pool of professionals and experts in various fields.

While our main areas of expertise pivot on Environment and Natural Resources Management (ENRM), over the years we have expanded into a multitude of areas, and simultaneously enhanced our scope to cover areas such as Urban and Industrial Engineering (UIE), Capacity Building and Human Resources Development (CBH), Monitoring & Evaluation & Social Safeguard (MESS) and Overseas Technical Assistance Projects (OAP).

Our capacity to effectively deliver value hinges on our straightforward yet effective business model. The ultimate objective of our strategic business approach is to encourage our clients to mobilize the resources and expertise and work towards the larger sustainability goals while pursuing business growth and create value for all stakeholders along the value chains.

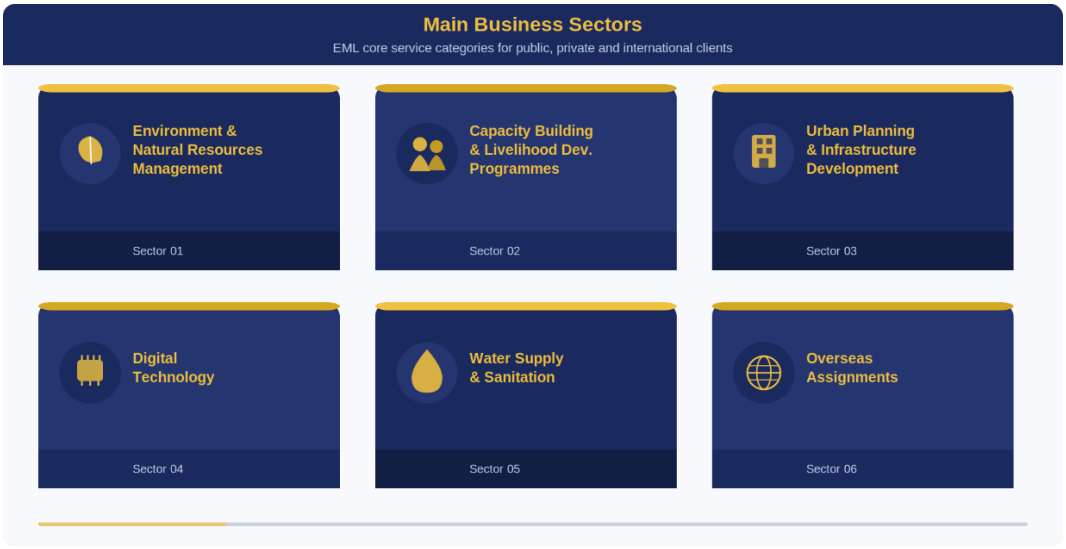


EML Project scope



Main Business Sectors

EML is a technical and management consultancy services provider at its core. At present, we provide our services to both public and private sector institutions and international agencies. We secure projects through a process of competitive bidding formulated on specific requirements by project owners. Our services can be segmented in six main categories.



Environment Climate Change and Green Economic Development

EML continued be a leading service provider to the government & private sector for mainstreaming green concepts into development planning. The offered technical services to government and international donor agencies such as UNDP, JICA and ADB to formulate projects that helped to develop more environmentally sustainable projects for the country. The Projects Division of EML has taken keen interest on the preparation of environmental assessments (EIAs) for many development projects including Renewable Energy projects in the country.

Capacity Building and Livelihood Development Programs

EML's involvement in capacity building and livelihood development spans across a multitude of projects related to livelihoods and rural development. Local Government agencies have been one of the focus areas of EML's involvement in the past.

Urban Planning and Infrastructure Development

EML's expertise, experience and insights in this sector covers regional and urban planning, preparation of master plans, urban infrastructure, roads and highways, harbor and coastal development. EML has been responsible for preparing Master Plans for the Green City Development, and Central Province Tourism Master Plan. Recent involvement in this sector includes the preparation of Green City Master Plans to some of the key provincial cities in the country.

Digital Technology

Having recognized the importance of IT in development, EML Consultants created a unit to coordinate and develop digital capabilities in the company. The company operates the digital platforms to enhance its capability to utilized IT services with the aim of optimizing Artificial Intelligence (AI), internet of things (IOT) into internal corporate and governance.

Water Supply and Sanitation

EML's experience encapsulates all the aspects of the water supply and sanitation sector, including feasibility studies, detailed designs, environmental assessments, and socio-economic analysis. EML was and continues to be a partner in the initial studies, designs and construction work for upgrading / rehabilitation of the entire sewer network of Colombo and adjacent areas, and also in the design and construction of new sewer network in towns, north and south of Colombo.

Overseas Assignments

A significant milestone of EML's journey towards success is our breakthrough into the international arena of consultancy services. EML's overseas footprint not only spans the South Asian Region, but also includes the African continent and the Pacific Islands.

4 CHAIRMAN'S MESSAGE



We remained focused and committed to provide the best services to our customers. At the same time, we are reevaluating the way we conduct the business and continue to explore avenues to develop the business in the competitive environment

As the Chairman, I am pleased to present the Annual Report and Audited Financial Statements of the Company for the year ended 31st December 2025 on behalf of the Board of Directors.

Macroeconomic backdrop

The global economy continued to experience several challenges, though expected to grow steadily in year 2025 amid geopolitical tensions, high tariff policies etc.

Meanwhile, the Sri Lankan economy grew approximately by 5% in 2025, maintaining the stability in the overall economic activities. Inflation remained low, with the Colombo Consumer Price Index ending at 2.1% by the year end.

Market interest rates stabilized with AWPLR remained at single digit throughout 2025, expanding the private credit to boost financial sector. Tourism income continued to flow with a significant increase in arrivals whilst the foreign remittances too reflected positive contribution to enhance the foreign currency reserves. Amid these improvements, the Exchange rates also stabilized paving way to relaxation of import policies of the country.

EML Performance

During the year under review, EML's total revenue amounted to LKR 88.7 Mn reflecting a decline of 23.9% compared with the previous year. Though the Company has submitted several proposals for projects, the competitive nature in the industry resulted in a modest success rate, leading to the lower revenues together with the projects secured were not of a substantial value. Furthermore, there were fewer projects spilled over to 2025 from last year leading to a lower revenue contribution from such activities.

In 2025, the new project initiations showed some improvements with revival of the government sector projects, though the international donor agencies' contribution remained low. Withdrawal of USAID as directed by the President of the United States is a notable setback for the consultancy services industry as they were a significant force in this segment. Private sector projects were picking up as the construction related activities witnessed a notable resumption.

Even though the overall project pipeline is growing, the competitive and aggressive bidding for projects by other service providers also lead EML securing only 10 projects in the year 2025.

Our 32+ years of experience, insights and expertise assisted us at this critical juncture to manage resources effectively and efficiently, to secure

Despite the decrease in revenue, gross profit margin increased to 42.8% in 2025 compared to that of 31.7% in 2024. Together with the decline in revenues and volumes, EML managed to save charges for external consultants involved in the projects as well as other direct costs relating to the projects. Together with the improved margins, operating loss has reduced significantly compared to FY 2024.

Meanwhile, we veered our focus on analyzing the evolving market trends as well as new requirements that arose with the change in the

global landscape triggered by the geopolitical and social upheavals.

Growth opportunities

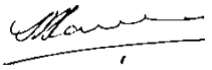
While economic, social and political stability are vital to commence development projects and attract private sector projects to have a sustainable project pipeline, the absence of such an environment will complicate our growth aspirations. We remain hopeful that the country will regain stability in time. We expect the global donor agencies to launch new projects, especially to support the struggling communities to uplift their livelihood and support the rural areas and small and medium businesses which could capitalize on new opportunities.

Meanwhile, we will continue to explore opportunities for growth in the current climate and build and nurture relationships with the government and private sector institutions to pursue viable growth. EML plans for overaggressive business development initiatives which is an area we identified that require investing. We will also continue to improve our services to potential and existing customer organizations through process improvement, innovation and knowledge acquisition.

As a long-established brand in Sri Lanka with a strong track record of successfully completing over 600 projects, we believe that we will have a better chance of securing businesses especially in the South Asian region.

Acknowledgments

The year 2025 became yet another challenging for EML with the competitive nature of the industry. As such, I am grateful to the unwavering support and inspiring guidance extended to me by our Board of Directors as well as the Senior Staff. Our employees remained committed to achieving organizational plans during the year and beyond, amidst a complex and difficult period. I would like to express my sincere gratitude to each and every one of them. I would also like to extend my gratitude to our consultants and professionals for their valuable services and input. Let us steer ahead undaunted by challenges to create sustainable value.



Karunasena Hettiarachchi

Chairman

25th May 2026

5 JOINT MANAGING DIRECTOR'S REVIEW





"We are confident that the improving economic conditions would aid us to regain our business volumes and perform better"

It is our privilege and pleasure to present you the fifth Annual Report of our Company since the listing in the CSE. The year 2025 has been a less-challenging period for Consultancy services with the gradual recovery of the economy. After going through a tough year in 2024, the year 2025 began with a positive momentum as the government was taking measures to overcome its worst economic challenges as per IMF conditions. Both the government and private sector revived the halted projects and investments were seen channeled to new projects as well. Meanwhile, Sri Lankan economy continued its recovery where interest rates stabilized whilst the Rupee appreciated against the USD paved way to release import restrictions. Most importantly, the positive GDP growth continued with IMF and the World Bank projecting a positive outlook for Sri Lanka beyond 2025. New project initiatives remained modest whereas the project initiations from donor agencies which is a key segment for EML had not gathered momentum during the year. The Company had limited opportunities to capitalize on, hence the number of projects secured remained at a low level. Competition from other service providers also played a key role posing challenges in securing new projects for EML.

Financial Results

The company posted a revenue of Rs. 88.7 Mn which has declined by 23.9% YoY, caused due to lower number of new projects at the first half of the year. However, the achieved GP was Rs. 37.9 Mn which has slightly increased compared to previous year. The GP margin has dropped a notable improvement by increasing to 42.9% compared to 31.7% of year 2024 resulted due to lower direct costs associated with the projects. The overhead costs have increased modestly whilst the other income of LKR 6.3 Mn helped to reduce the operating losses where the reported EBITDA stood at (LKR 1.7 Mn). Recognizing the challenging times, internal cost management was also reviewed, and steps were taken to effectively manage the overheads. As a result of net positive finance income, loss before tax for FY 2025 has reduced to LKR 0.28 Mn only compared to the corresponding loss of LKR 5.6 Mn last year.

Business Overview

Being a year of sustenance in the market, we managed to secure 10 new projects which is however, well below the par considering the capabilities of the Company.

With our integrated approach, we supported our customers in their needs, during the turbulent economic conditions while providing most services uninterrupted and offering innovative solutions.

In 2026, we will continue to focus on growing our consultancy business, with more focus on business development strategies. Furthermore, the Board composition has been strengthened during the year under the new ownership, adding more resources to support business expansion.

In addition, the company has made significant advancements towards developing renewable energy sector, green financing and climate resilience improvement which are believed to be

well financed in future. As a measure of showcasing the supreme service, the Company has obtained ISO 9001-2015 standard for Quality Management Systems & ISO 14001-2015 standard for Environmental Management System.

All in all, the past year has been noteworthy in many ways. New tools and methods developed during the pandemic helped EML to carry out its work uninterruptedly.

We sincerely believe that EML has much more to offer over the next several years as we surge ahead with our growth plans. We will continue our journey focusing on developing our infrastructure, further strengthening our competencies to expand into new markets, developing our tools, attracting the right resources with the aim of delivering strong, sustainable returns to all our stakeholders.

Gratitude

Let us also take this opportunity to thank our entire leadership team headed by our chairman, and our employees who have worked tirelessly under difficult conditions. We are immensely proud of the way they have taken the challenges in these unprecedented circumstances.

Last but not least, we would like to place on record our gratitude to all shareholders who purchased and retained shares of EML Consultants PLC during the past year. We are equally grateful for the ongoing support we receive from our clients as well as our business partners.





K.A.K. Jayatilake **P.I.G. Galhenage**

Jt. Managing Directors
25th May 2026

6 BOARD OF DIRECTORS



Eng. Karunasena Hettiarachchi - Chairman Non-Executive Non-Independent Director

A Chartered Civil Engineer by profession, Mr. Hettiarachchi Graduated in Civil Engineering with Honors and worked with Central Engineering Consultancy Bureau for a short period of time and joined the Department of Irrigation. Served nearly 20 years and retired prematurely in 1995 as a Class I officer of the Sri Lanka Engineering Service. During this period, he was seconded to the International Water Management Institute (IWMI) as a Research Associate and conducted research on irrigation management for 4 years.

He is a Fellow of the Institution of Engineers Sri Lanka and holds a Master of Engineering Degree from the Catholic University of Leuven of Belgium. Mr. Hettiarachchi is also a Chartered Environmental Professional and a Member of Institute of Environment Professionals, and also a Fellow Member of Institute of Management of Sri Lanka.

He held many positions in the top- l e v e l management at various globally reputed organizations and projects such as (Nippon Koei Ltd of Japan), Project Director of Clean Settlement Project (World Bank Funded) and Urban Development and Low-Income Housing Project (Asian Development Bank funded) and then joined the Japan Bank for International Cooperation (JBIC) as the Senior Project Specialist, where he worked for 11 years. While working with JBIC, he was appointed as the Chairman of Geological Surveys and Mines Bureau (2 years) and later functioned as Chairman of Sri Lanka Foreign Employment Bureau (2 years), Central Environment Authority (3 years), Sri Lanka Land Reclamation and Development Corporation (3 years) and National Water Supply and Drainage Board (5 Years).

In 2015, He was appointed as the Secretary to the Ministry of Urban Development and Water Supply and later appointed as the Secretary to the Ministry of Defense. Afterwards, He was posted as the Ambassador to Germany and also accredited to Switzerland, Croatia, Macedonia and Montenegro.



Mr. K. A. K. Jayatilake – Jt. Managing Director

Executive Director

Mr. Avanthi Jayatilake is one of the accomplished professionals in the sphere of Environment Management. He started his career as a Research Officer in Rubber Research Institute of Sri Lanka and later joined the Sri Lanka Administrative Service in 1980 and served in many important positions in government agencies including the Ministry of Plan Implementation, Central Environmental Authority and Ministry of Environment. In 1991 he was recruited by the United States Agency for International Development (USAID), as the Program Management Specialist and was later appointed as the Mission Environmental Officer to look after the environmental aspects of all projects supported by the USAID in Sri Lanka and Maldives.

In addition, he has also served as an Advisor to several Ministries in the past governments

on related matters. Mr. Jayatilake has served as the Team Leader for large number of Environmental Impact Assessment Reports and served as the Environmental Specialist for several major projects designed and implemented in other countries as well. Previously, Mr. Jayatilake has also served as a Director and Chairman of the Board of Property Development PLC, a company quoted on the Colombo Stock Exchange and as the Chairman of Maganeguma Consultancy and Project Management Services.

He holds a M.Sc. in Environmental Management from the University of Tasmania – Australia.



Mr. P.I.G. Galhenage
Jt. Managing Director,
Executive Director

Mr. Prasad Galhenage is a distinguished strategic management professional, board-level leader, and transformation specialist with over two decades of experience guiding complex organizations across the public and private sectors. He is widely respected for his ability to provide strategic clarity, strengthen governance, and lead institutions through financial, regulatory, and operational reform. His state-sector leadership includes serving as Chairman of nationally significant entities such as the Sri Lanka Sustainable Energy Authority, Ceylon Shipping Corporation, National Gem & Jewellery Authority, and Sri Lanka Handicrafts Board (Laksala), as well as Board Director of the Ceylon Petroleum Corporation and Member of the Public Utilities Commission of Sri Lanka, where he played a key role in shaping policy, tariff structures, and regulatory frameworks of strategic importance to the national economy. In the private and semi-government sectors, he has held senior board and executive roles with organizations including HDFC Bank, NSBM Green University, SLT Visioncom, and Associated Newspapers of Ceylon Ltd (Lake House), demonstrating a rare ability to align public-sector discipline with private-sector performance and shareholder value creation.

A Fellow Member of CIMA (UK), with an MBA and BBA from the University of Colombo and doctoral-level research exposure, Mr. Galhenage combines strong financial acumen with enterprise-wide strategic insight. His career also includes senior consulting experience with Ernst & Young and advisory roles on World Bank- and UNDP-funded reform initiatives. With extensive international exposure in energy economics, regulation, and enterprise leadership, he is widely regarded as a respected authority in strategic governance and long-term value creation, with the experience, credibility, and leadership depth expected of chair-level responsibilities in complex, high-impact organizations.



Mr. Lolitha Abeysinghe
Executive Director

Mr. Lolitha Abeysinghe is the Managing Director of Chelinaa Capital Corporation. He has a Master's degree in Business Administration and a Diploma in Marketing. He is also a Fellow Member at Toronto Centre, Canada in Securities Regulation's. Mr. Abeysinghe is also a former Commissioner of the Securities and Exchange Commission of Sri Lanka.



Mr. H. N. J. Chandrasekera –Non-Executive Independent Director

Mr. Jayaraja Chandrasekera is a senior banking professional who has held Senior Corporate Management positions in one of Sri Lanka's leading private commercial banks, Hatton National Bank PLC, with a career spanning over 35 years. He has handled Banking and Bancassurance related responsibilities during his long tenure in the Financial Services Industry. He has also served in the Boards of National Savings Bank and Pan Asia Banking Corporation PLC since 2015 to 2020.

He holds an MBA from the University of Sunderland UK, and a Postgraduate Diploma in Strategic Management. He is also a member of the Association of Professional Bankers, Sri Lanka and has undergone extensive training in banking, leadership, and management both locally and at prestigious overseas institutions such as Mount Eliza Business Faculty, Melbourne University- Australia, National University of Singapore, Lloyds Bank TSB-UK, Development Bank of Philippines and Association for Overseas Technical Scholarship - Japan.



Mr. K.P.P.H. Mihiripenna Non-Executive Independent Director

Mr. Mihiripenna is a well-experienced finance professional with a long track record in the fields of accounting and finance, holding key positions in several companies in Sri Lanka. He also possesses ample experience in corporate management as a member of Boards of different entities, both in private and state sector.

Starting his career at Ernst & Young back in 1985, Mr. Mihiripenna has moved to hold key positions, including Finance Controller and Vice President - Finance in private and public listed companies. These companies include Muller & Phipps Ceylon PLC, Ceylon Beverage Holdings PLC (formerly Ceylon Brewery), Yashoda Group of companies and Ruhunu Cement Company Limited.

Mr. Mihiripenna is currently a senior partner of Keerthi Mihiripenna & Co., a firm of Chartered Accountants. He currently serves as the Chairman/Managing Director of Harvest Business Consultants (Private) Limited and Berkley Insurance Brokers (Private) Limited and also the Chairman of Berkley Associate (Private) Limited. Previously, he held the positions of Deputy Chairman and Chairman of Milco (Private) Limited from February 2015 to May 2018 and also from February 2019 to January 2020. Further, he has been in the Management Board of Samurdhi Bank.

Mr. Mihiripenna is a Fellow Member of the Institute of Chartered Accountants of Sri Lanka, Institute of Certified Management Accountants of Sri Lanka and Association of Accounting Technicians of Sri Lanka. He also holds a B. Com (Special) Degree from the University of Sri Jayewardenepura. He has been an Associate Member from the inception (2005) of Sri Lanka Institute of Directors.

7 SENIOR MANAGEMENT TEAM AND PROFESSIONALS

Management Team-In House

The leadership team of the Company is responsible to ensure that the affairs of EML are carried out in a manner that would achieve the desired objectives for the best interests of the Company and its shareholders.



Mr. K.A.K. Jayatilake
Jt. Managing Director



Mr. P.I.G.Galhenage
Jt. Managing Director

Please refer Section No.6. of this Annual Report for Joint Managing Directors' profiles.



Mr. Lolitha Abeysinghe
Executive Director

Mr. Abeysinghe is overseeing the foreign business development segment of the Company. Please refer Section No.6. of this Annual Report for Mr. Abeysinghe's profile.



Jeewaka Hingurangala

Chief Executive Officer

Mr. Jeewaka Hingurangala serves as the Chief Executive Officer of EML Consultants PLC, bringing over eighteen years of progressive leadership experience across engineering, infrastructure development, management consulting, and corporate strategy. He holds a Bachelor of Science degree (BSc. Civil Engineering) in Engineering from the University of Moratuwa, Sri Lanka, and an MBA from Anglia Ruskin University, United Kingdom, complemented by post graduate professional qualifications in project management and business strategy from Anglia Ruskin University, UK.

Mr. Hingurangala has built a distinguished career spanning senior technical, managerial, and executive roles in both public and private sector organizations. His professional journey includes extensive experience in large-scale infrastructure projects, feasibility studies,

contract administration, tendering, procurement, and investment structuring, with direct involvement in projects exceeding multibillion Sri Lankan Rupees in value. He has completed several highway projects valued more than Rs.3 billion managing over 100 staff with more than Rs.1 billion worth machinery as the Project Manager dealing with complex contract administration and contract law applications. He has held top management positions including Chief Executive Officer, Director, Group General Manager, Deputy General Manager, and Head of Planning & Monitoring across nationally and internationally recognized organizations.

As CEO of EML Consultants PLC, Mr. Hingurangala provides strategic leadership for multidisciplinary consultancy services covering infrastructure, building, environment, renewable energy, tourism, urban development, industrial, green financing, and public–private partnership (PPP) advisory. He oversees precontract and post contract consultancy services, project management, quantity surveying, structural design, project planning & monitoring, feasibility studies, organizational strategy, financial performance, business development, quality assurance, and stakeholder engagement, while guiding high-impact national and donor-funded projects in compliance with international standards and regulatory frameworks.

Renowned for his ability to bridge technical rigor with commercial insight, Mr. Hingurangala has successfully led business expansions, introduced new consultancy verticals, forged international partnerships, and delivered bankable, investor-ready project solutions. His leadership philosophy emphasizes professionalism, innovation, sustainability, and value creation, positioning EML Consultants PLC as a trusted advisory partner for governments, development agencies, and private investors.



Mr. A Rajaratnam
General Manager
(Projects)

Mr. A Rajaratnam has 30 years' experience in the Environmental Sector. He has a track record of 11 years in EML Consultants PLC, in various positions in Project Management and Consulting. Prior to joining EML, he had worked for the Central Environmental Authority for 15 years in various capacities in the Pollution Control Division. He also served as a Project Management Specialist, and Deputy Project Director in the North East Coastal Community Development Project in the Eastern Province, implemented by the Ministry of Nation Building which was funded by the Asian Development Bank.

Mr. Rajaratnam is a Chartered Environmentalist and holds a Master's degree in Environmental Science from the University of Colombo. He has also attended several international and local trainings. He also participated in several technical committees during his tenure at CEA.



Eng. P. C. Fernando
Advisor (Proposals)

Eng. Channa Fernando is a Chartered Civil Engineer with nearly 35 years of professional experience. He has excelled in his field of specialization, viz. Coastal and Port Engineering, engaging in number of engineering infrastructure projects including multilateral donor funded projects such as Asian Development Bank (ADB). His engagement in wider spectrum of projects stages, from feasibility studies to detailed design, and Environmental Impact Assessments (EIAs) has demonstrated his

versatility in his area of specialization. He has led several project teams as the team leader.

Eng. Channa Fernando graduated from University of Moratuwa with a BSc Engineering honours degree. He has pursued his postgraduate studies; Diploma and Master's Degree, at International Institute for Hydraulic and Environmental Engineering (IHE), Delft, The Netherlands. He holds an MBA degree from Postgraduate Institute of Management (PIM) of University of Sri Jayewardenepura.

Eng. Fernando's engagement as a consultant is not limited to Sri Lanka. He has performed as an international consultant in the countries of India, Bangladesh, United Arab Emirates, Republic of Maldives, and Republic of Mauritius.



Mr. Indika Dias
Head of Finance

Mr. Indika Dias started his career as an Audit Trainee and completed 4 years audit training, then he joined Ceylinco Homes Group as an Accountant and had the opportunity to actively involve in many remarkable projects. After completion of 11 years of successful service he joined as Chief Accountant of Seven Seas Computers- Dubai Company and its subsidiaries in Sri Lanka.

After completion of 3 years, he joined Apurva Natvar Parikh Group in India as an Accounts and Admin Manager and completed 3 years. Later he joined EML as a Group Finance Manager in 2017. He has overseas experience in Dubai, Singapore and India. He has a wide knowledge on import and export processes, procurement and corporate & personal Taxation and possesses the Customs wharf certificate. Mr. Indika Dias is a final level candidate of CA Sri Lanka and a Member of AAT. He is currently reading for his MBA from Rajarata University.

Management Team – External Consultants

Apart from the internal management team, EML retains the services of an external team of consultants on need basis. Such consultants are industry experts specializing on management consultancy services. Profiles of Key resource persons are provided below

:



Dr. S.M. F. Marikar – Senior Consultant

Dr. Marikar is a leading specialist in Sri Lanka in the statistical design and conduct of surveys and processing of quantitative data and qualitative information. He counts over 20 years of experience in government departments as the Director Planning and is well conversant with the functioning mechanism of the state sector.

During his career, he has spearheaded design and conduct of over twenty socio-economic surveys including design of questionnaires, implementation, monitoring and evaluation. He also has served as the Senior Consultant in the Study on Impact Assessment of the rural community resulting from the development of a major infrastructure project in Southern Sri Lanka. He has been the 'Senior Project Economist' for the ADB funded mission Sri Lanka Agricultural Rehabilitation Project, which was aimed at the assessment of the achievement of social and economic objectives via agriculture development.

Dr. Marikar is a Ph.D holder in Natural Resource Economics from the Colorado State University – USA and has a Master's degree in Agricultural Economics from Stanford University, California – USA. He also holds a B.Sc. Agriculture (Second Upper) degree from the University of Ceylon.



Dr. S. Manitha Weerasuriya – Senior Consultant

Dr. Manitha Weerasuriya has extensive experience in project management and governance related training and capacity building projects conducted through the USAID funded TALG and GUGSA programs since 2004. He is the Managing Director of the International Institute for Development Transformation, IIDT, and CEO of Nikini Automation Systems (Pvt) Ltd (Sri Lanka). He was Lecturer at the City University of New York and served as the Assistant Soil Chemist at the Rubber Research Institute of Sri Lanka.

Dr. Weerasuriya obtained his Ph.D. on Environmental Biology and Master of Philosophy Degree in Biology from the City University of New York. He has also obtained his Masters in Botany and B.Sc. in Agriculture from the University of Peradeniya, Sri Lanka. He has received several Awards, Fellowships and Grants during the academic career.



Mr. K. H. Muthukuda Arachchi – Senior Consultant

Mr. Muthukuda Arachchi is a veteran in the Environmental and Natural Resources Management fields, having served in government Institutions including Central Environmental Authority and National Water Supply & Drainage Board in his career expanding over 30 years. He has held senior positions at different departments in the CEA including Director and Deputy Director positions. He has also served in different committees and Boards of Ministries including Ministry of Industry & Commerce and Ministry of Local Government and Provincial Councils.

He has undergone foreign training relating to various aspects of Environmental Management in many Asian Countries as well as in Europe.

Mr. Muthukuda Arachchi holds a Bachelor of Science (B.Sc.) - Biological Science Degree from the University of Sri Jayewardenepura and a Master of Science (M.Sc.) Degree on Forestry and Environment from the University of Sri Jayewardenepura.

8 MANAGEMENT DISCUSSION & ANALYSIS, COMPANY PERFORMANCES

Global context

The global economy demonstrated remarkable resilience in 2025, registering GDP growth of approximately 3.2–3.3%, broadly matching 2024 levels despite significant headwinds. Sweeping tariff hikes in April triggered a sharp rise in trade tensions between major economies, with policy uncertainty surging to unprecedented highs, yet actual economic activity rebounded strongly as the year progressed. Supportive macroeconomic policies improved financial conditions, and rising AI-related investment helped underpin demand, cushioning the headwinds from elevated policy uncertainty and rising trade barriers. Global headline inflation in G20 economies moderated to approximately 3.4% in 2025, while emerging Asian economies remained key contributors to global growth. Notwithstanding this resilience, risks remain tilted to the downside amid protectionism and geopolitical fragmentation.

The Economic backdrop of Sri Lanka

Sri Lanka's economy sustained its post-crisis recovery momentum throughout 2025, recording full-year GDP growth of 5%, extending ten consecutive quarters of positive momentum underpinned by broad-based expansion across agriculture, industry, and services. Growth was supported by a rebound in industry and steady services sector expansion, while inflation remained low and external inflows proved robust. Foreign reserves rose to US$ 6.1 billion in 2024 and increased up to USD 6.83 Bn by end December 2025, with fiscal consolidation yielding a primary surplus — the first in over a decade. The IT programming, consultancy, and related services sub-sector recorded particularly strong growth of 18.7% in 2025, presenting a favorable operating environment for professional services firms. Structural reforms and IMF program compliance continue to anchor investor confidence

Company performance overview

EML's key business activities include Environment and Natural Resources Management (ENR), Capacity Building and Human Resources Development (CBH) Programs, Urban and Industrial Engineering (UIE) Services and Special Projects Management, Capacity Building and Human Resources Development (CBH) Program and much more. EML Consultants PLC generate cash flows through the provision of technical and management consultancy services. The Company engages in specialized service segment where both the public and private sector institutions seek our services. Over 32 years in the industry, EML has served thousands of clients by providing consultancy services covering a wide spectrum of sectors.

During the year 2025, EML secured 10 new projects whilst 13 projects were ongoing which had commenced in previous years. Some of the key projects handled during the year included a Waste management (JICA), Develop a Handbook for World Food Program (WFP), Effluent waste automation in export processing zone (AFD), EIA for Mineral sands (Oroin Mineral), Circular economy (GIZ), Kandy City Planning (Crisil Ltd-WB), Non-timber assessment (FAO).

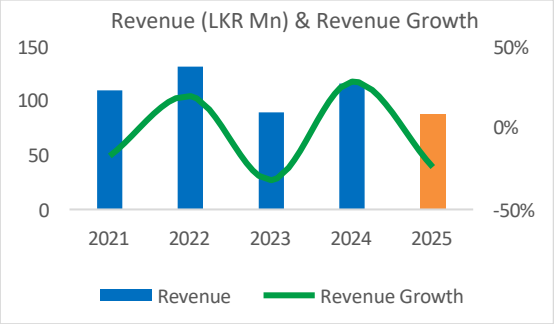
Project initiations from the government sector demonstrated a positive trend though the donor agencies continued with a modest level of contribution to the new project pipeline.

Competition in the industry in terms of low pricing strategies also affected adversely on EML as a premier service provider.

Financial Review

Revenue

During the Financial Year 2025, EML recorded LKR 88.7 Mn in revenue which is a decline of 23.9% YoY. High competition amongst the industry players resulted in a modest project volume secured by EML.



Direct Costs

The direct costs associated with the revenues predominantly consist of consultancy fees to professional consultants retained for every project and other costs such as transport, accommodation etc. that directly relate to projects. During the year under review, direct costs declined by -36.3% compared to FY 2024. The movement of the direct cost is greater than the drop in revenue of FY 2025 which is a result of lower consultancy costs and direct project costs incurred with modest project volumes.

Overhead Expenses

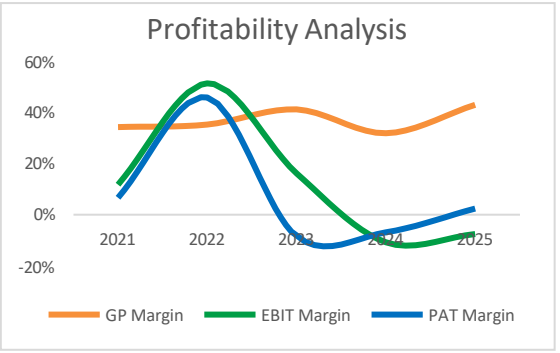
During the year under review, administration expenses increased by 10.7% compared to FY 2024. Approximately 65% of the administrative expenses are accounted for staff related costs whilst the balance 35% consists of general overhead expenses. The incremental admin costs during the financial year result from both staff cost increase and general cost increases. Amongst the main cost elements contributed to the overall hike in admin cost are staff salaries, ISO certification costs and write-off of long outstanding receivables.

During the year under review, there were no business promotion or marketing expenses incurred by the Company showcasing lower market penetration efforts. This signals the need for higher focus on this aspect to strengthen the revenue flows in the future.

Profitability

During the year under review, the gross profit margin reflected a significant increase and closed at 42.8% for the year. Higher yields from the projects with lower direct costs contributed to the improvement in GP Margin.

Despite the aforesaid improvement in GP Margin, the operating profit remained negative in FY 2025 with the relatively high fixed cost base. Other income and Finance income have helped EML to counter against losses generated from the core business leaving a marginal loss before taxes. A marginal net profit was reported during the year solely due to the amounts arising from deferred tax adjustment.



Financial position

As a professional service provider, EML's operations are highly dependent on human capital in terms of professional consultancy services. As such, we are not an assets driven company.

During 2025, the statement of financial position structure remained lean without major capital investments. Current assts registered a decline

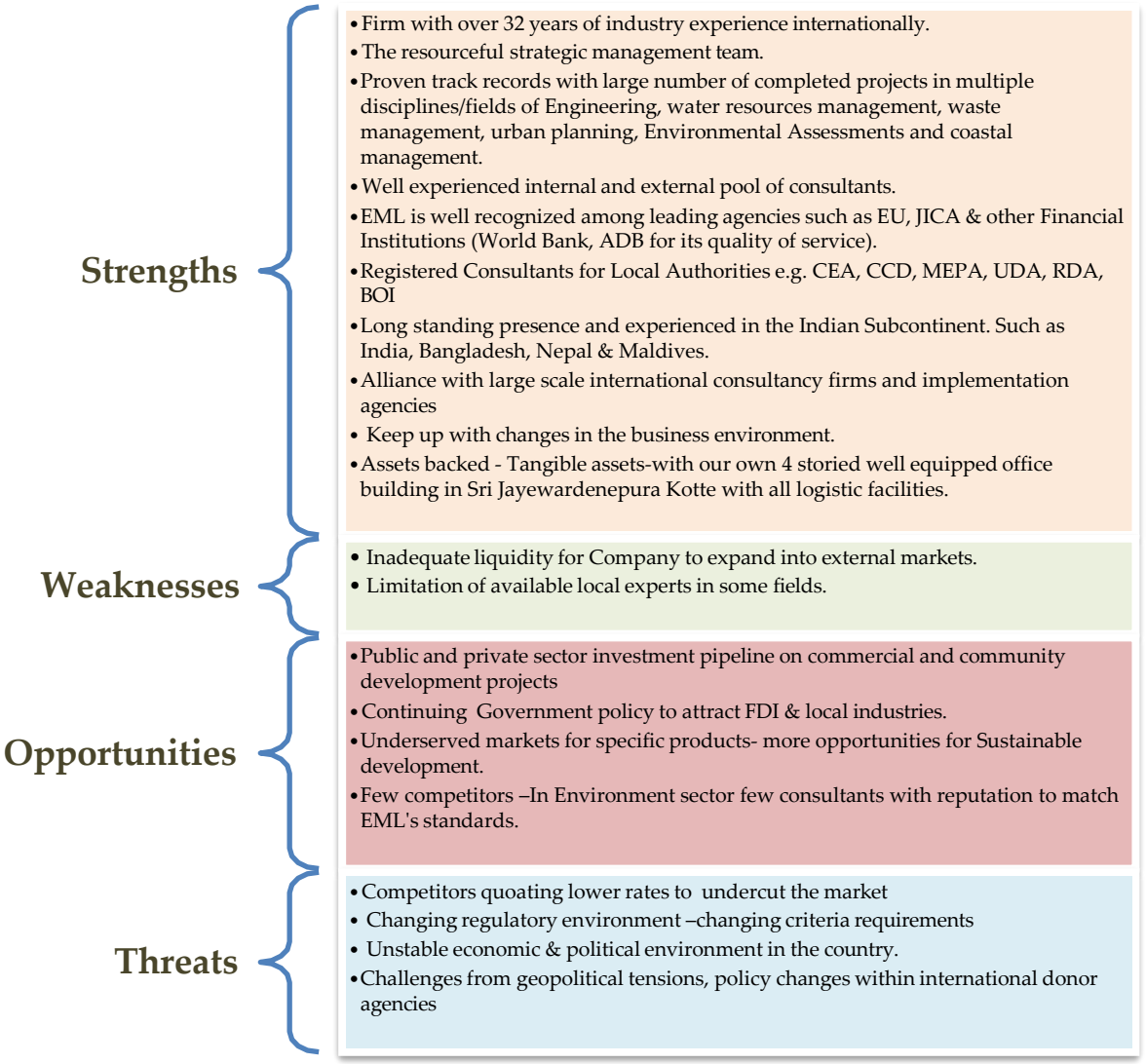
of LKR 15.6 Mn with the settlement of trade receivables and related party receivables.

Total equity remained largely intact as there were no significant charges made to the equity during the year 2025. It is noteworthy mentioning that the gearing levels have reduced with the settlement of short-term loans. Debt/ equity ratio remained at 1.7% which is a significant drop from10.5% in FY 2024.

Conclusion

Overall, the Company has navigated through a challenging year, however resisted the external environmental shocks. EML understands the importance of increasing the business volumes in achieving the sustainability and maximizing the shareholder wealth. Looking into 2026, EML envisages to align its strategies to improve business performance and better manage the risks in the dynamic macro environment.

EML SWOT ANALYSIS



FUTURE OUTLOOK

The prevailing macro-economic conditions are less conducive and have slowed down the country's growth. However, Consultancy is a business that can make the best use of a situation as the multi-lateral and bilateral donors become more active with greater project opportunities to help the country recover during the difficult period. Hence, we expect a rebounding of donor interest with the stronger strategic alliances especially with the Asian and European countries. Such flow of technical assistance is expected to increase the demand for EML's consultancy services.

Meanwhile, we will continue to intensify focus on our strategic drivers such as reducing direct cost and enhancing partnerships to navigate the troubled waters. Increased focus on business development is a primary requirement for sustainable growth.

9 CORPORATE GOVERNANCE PRACTICES

Corporate Governance practices of EML comprehends promoting corporate impartiality, transparency, accountability and responsibility in directing and controlling the Company in the best interest of the stakeholders. All structures, principles and policies are focused on ensuring the company is governed in a manner that safeguards the best interest of all stakeholders. In implementing these practices, the Company ensured that the Corporate Governance requirements stipulated by the Colombo Stock Exchange are adhered to whilst all good governance practices are upheld.

EML firmly believes that good Corporate Governance is a fundamental in ensuring that the Company is well managed in the best interest of its shareholders and essential for sustainable growth. High standards of governance are the core of a company in driving it towards long term goals in an ethical, efficient and effective manner whilst fostering an entrepreneurial culture.

Compliance with Corporate Governance Codes

Our practices are guided by the Code of Best Practice on Corporate Governance issued jointly by CA Sri Lanka and the Securities and Exchange Commission of Sri Lanka (SEC) and Listing Rules on Corporate Governance by the Colombo Stock Exchange (CSE).

Statement of Compliance

We aim to ensure that good corporate governance provides a solid basis for our business, in promoting transparent and ethical business conduct at all levels and add value for our stakeholders. Thus, we continue to be committed to the highest standards of corporate governance across all dimensions of our operations and these standards are encapsulated in our governance policies and documents. The Board of Directors also wishes to confirm that, to the best of their knowledge and belief, the Company has complied with the Corporate Governance requirements stipulated in Rule 9.18 of the CSE Listing Rules, requirements under the Companies Act No 07 of 2007 and satisfied all its statutory payment obligations to the Government and other statutory/ regulatory bodies.

Governance Structure

The Governance Structure of EML allows effective and efficient decision making while interconnecting elements in governance. It is ensured by having the right balance of authority and power throughout the organization. It comprises process and structures which affect the way an organization is directed, managed and monitored and its activities are reported.

Board of Directors

The Board of Directors of EML comprises of experienced and professional individuals who ensure that the required strategy and direction is provided to the Company and all business affairs are conducted in a professional manner. The Members of the Board led by the Chairman are dedicated to act in good faith, uphold the ethics in their conduct to create wealth and value for the shareholders. The Board comprises of a combination of Executive, Non-executive and Independent Members as depicted below:

- **Mr. Karunasena Hettiarachchi**
  Chairman, Non-Executive, Non-Independent Director
- **Mr. K. A. K. Jayatilake**
  Jt. Managing Director, Executive Director
- **Mr. P.I.G.Galhenage**
  Jt. Managing Director, Executive Director
- **Mr. Lolitha Abeysinghe**
  , Executive Director
- **Mr. H. N. J. Chandrasekera**
  Non-Executive Independent Director
- **Mr. K.P.P.H. Mihiripenna**

Non-Executive Independent Director

Apart from the Jt. Managing Directors and one Executive Director, all other members are non-executive directors who help to strike a healthy balance with two of such non-executive members being independent directors.

Role of the Board

The Board's role is to provide entrepreneurial leadership of the Company within a framework of prudent and effective controls. With a view of maximizing the returns to the shareholders and safeguarding the interest of all stakeholders, the Board monitors and evaluates the operational and financial performance on a regular basis and adjusts the strategies if required.

Role of the Chairman and Managing Director

Recognizing the importance of clear distinction between the roles and responsibilities of the Chairman and the Managing Director, we have appointed a Non-Executive Director as the Chairman whilst the Jt. Managing Directors play an Executive role. This ensures balance of power, and no single person has unconstrained power in decision making and implementation.

Appointment of Directors

The Board may appoint suitable members as the Directors subject to the provisions of the Articles of Association from time to time. Upon the appointment of a new Director to the Board, the Company informs the Colombo Stock Exchange with a brief resume of the Director, containing the nature of his/ her expertise in relevant functional areas, other directorships held, memberships on Board Committees and the nature of the appointment.

Re-Election of Directors

Directors, except those who are over 70 years of age are appointed by the Board and are eligible for re-election at the next Annual General Meeting by the shareholders.

Annual Report

The Annual Report of the Company is the main document which corporate information are communicated to the Shareholders and other stakeholders. The Company discloses financial information together with auditor's report as well as non-financial information of the Company. EML also ensures that the disclosures as required under Companies Act and requirements of the CSE Lifting Rules are complied with in the Annual Report.

Annual General Meetings

An Annual General Meeting of shareholders is held each year as required by the provisions of the Companies Act. No. 07 of 2007. The Shareholders have the opportunity to communicate directly with the Board of Directors, it is regarded as the most effective mode of communication with all Shareholders.

Board Committees

Three Board Committees have been established by the Board to assist with discharging its duties and responsibilities effectively and efficiently. These committees are Audit Committee, Remuneration Committee and Related Party Transactions Review Committee which take care of key governance aspects of the Company. All the necessary information provided to these committees and when required enabling the execution of responsibilities assigned. The Board is also guided by the committees at times in relation to specific matters where expertise of the members is sought.

Compliance status of Corporate Governance Rules by EML during the year 2025

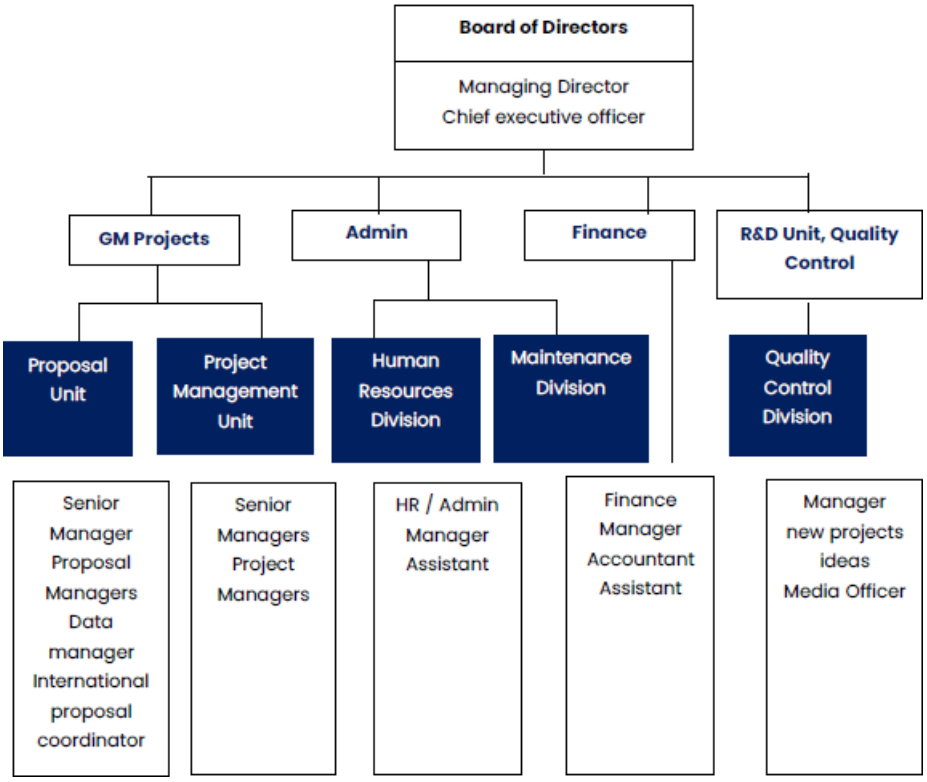
Rule Ref.	Requirement	Status	Company Position / Reference
A. BOARD COMPOSITION			
9.19.1(a)	At least two (2) Non-Executive Directors on the Board.	**Compliant**	Board has 3 Non-Executive Directors (Mr. Hettiarachchi – Chairman, Mr. Chandrasekera, Mr. Mihiripenna.
9.19.2(a)	At least two (02) Non-Executive Independent Directors on the Board.	**Compliant**	Two Independent Non-Executive Directors: Mr. H.N.J. Chandrasekera and Mr. K.P.P.H. Mihiripenna
9.19.2(b)	Each Non-Executive Director to submit a signed and dated declaration annually of his/her independence or non-independence	**Compliant**	Non-Executive directors have submitted declarations of their independence/ non-independence
B. REMUNERATION COMMITTEE			
9.19.5(a) (i)	A Remuneration Committee shall be established, comprising at least two (02) Non-Executive Directors.	**Compliant**	Remuneration Committee comprises two Independent Non-Executive Directors: Mr. H.N.J. Chandrasekera (Chairman) and Mr. K.P.P.H. Mihiripenna (Member).
9.19.5(a) (ii)	Chairperson of Remuneration Committee shall be a Non-Executive Independent Director.	**Compliant**	Mr. H.N.J. Chandrasekera, an Independent Non-Executive Director, chairs the Remuneration Committee.
9.19.5(b)	Remuneration Committee shall recommend the remuneration payable to Executive Directors and/or equivalent position thereof	**Compliant**	The committee performs the functions as set out in the Report on page 37
9.19.5(d)	Remuneration Committee Report (including names of members and remuneration policy statement) to be included in the Annual Report.	**Compliant**	A Remuneration Committee Report is included in the Annual Report disclosing members, policy and that aggregate remuneration is in note 31.2.1.
C. AUDIT COMMITTEE			
9.19.6(a) (i)	An Audit Committee shall be established comprising a minimum of two (02) Non-Executive Directors, with 1 of such being Independent.	**Compliant**	Audit Committee comprises two Independent Non-Executive Directors: Mr. K.P.P.H. Mihiripenna (Chairman) and Mr. H.N.J. Chandrasekera (Member). Both are independent.

9.19.6(a) (ii)	Chairperson of Audit Committee shall be an Independent Non-Executive Director.	**Compliant**	Mr. K.P.P.H. Mihiripenna, an Independent Non-Executive Director, chairs the Audit Committee.
9.19.6(a) (iii)	the chairman of the Audit Committee shall be a member of a recognized professional accounting body	**Compliant**	The Chairman is a Fellow Member of CA Sri Lanka
9.19.6(b)	Audit Committee shall oversee financial reporting, compliance with financial reporting requirements, and adequacy of internal controls, assessment of External Auditor's Independence and recommendation to the Board on the appointment and re-appointment of the External Auditor	**Compliant**	The Audit Committee performs the relevant functions stipulated in the Listing Rules
9.19.6(c)	Audit Committee Report to be included in the Annual Report, signed by its chairperson.	**Compliant**	A signed Audit Committee Report by Mr. K.P.P.H. Mihiripenna is included in the Annual Report.
D. RELATED PARTY TRANSACTIONS REVIEW COMMITTEE			
9.19.7(a)	The Company shall establish a Related Party Transactions Review Committee (RPTRC) as per Rule 9.14 subject to Rule 9.19.7(b)	**Compliant**	RPTRC has been established and functioning
9.19.7(b)	A Related Party Transactions Review Committee (RPTRC) shall comprise of Non-Executive and Non-Executive Independent Directors.	**Compliant**	RPTRC comprises two Independent Non-Executive Directors: Mr. K.P.P.H. Mihiripenna and Mr. H.N.J. Chandrasekera.
9.14.3	RPTRC shall oversee compliance with CSE listing rules on Related Party Transactions, establish, maintain clear RPT policies and procedures.	**Compliant**	The committee reviewed all RPTs during FY2025. Confirmed no recurrent or non-recurrent transactions exceeded the thresholds in Section 9 of the CSE Listing Rules.
9.14.4 (1)	RPTRC shall meet at least quarterly to review related party transactions	**Compliant**	The Committee held 4 meetings during FY2025
9.14.5	Review of Related Party Transactions	**Compliant**	The committee reviewed all RPTs during FY2025.

9.14.8 (1), (2)	Disclosure of non-recurrent and recurrent transactions in the Annual Report	No transaction s exceeding the required thresholds during the year	N/A
9.14.8 (3)	RPTRC Report (including names of Directors comprising the Committee and statement on RPTs reviewed) to be included in the Annual Report.	**Compliant**	An RPTRC Report signed by Mr. K.P.P.H. Mihiripenna is included on page 36 of the Annual Report.
9.14.8 (4)	An affirmative declaration by the Board of Directors in the Annual Report that these Rules pertaining to Related Party Transactions have been complied with or if the Entity has not entered into any Related Party Transaction/s a negative statement to that effect.	**Compliant**	The Board has made a statement in the Annual Report stating that there were no such transactions

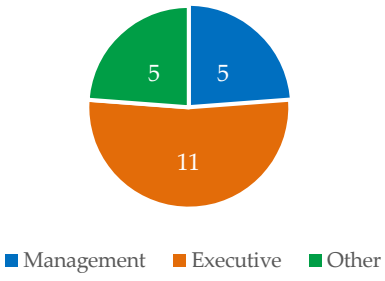
10 HUMAN CAPITAL

Company Structure

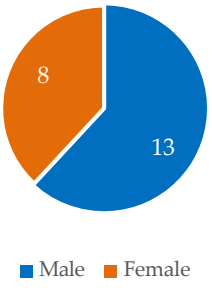


Composition of Work Force

Employees - category wise



Gender Composition



As a people centric operation, Human Capital plays a crucial role in our success. Hence, our investments in Human Capital are focused mainly on having the right people, with the right skill set at the right time. Diversity brings innovative ideas, perspectives, and experiences in a welcoming environment with equal opportunities. We consider it is vital to respect the individuality of every person working with us and to embrace the opportunities that diversity in the workplace brings. Diversity and an inclusive workplace are critical to our Company, and we are taking extensive measures to ensure that the attitudes of openness and inclusivity are embedded at every level. The Company's training and development programs are key policy components of talent retention and ensuring a sustainable competitive advantage.

KEY HIGHLIGHTS OF HUMAN POLICY

- Equal opportunities to all employees irrespective of demography and Gender
- Raising the standard of employees to promote them to next level
- Policies adhered to ensuring compliance
- Recognition, Reward and training
- High employee retention ratio
- Zero child labor

CHALLENGES

- High cost of industry related training
- Increasing competition for skills
- High dependency on experience staff

CURRENT BENEFITS

- Medical and workmen compensation insurance policy
- Open door culture
- Professional membership
- Quality and safety rule and regulations

11 SUSTAINABILITY STRATEGY

CORPORATE RESPONSIBILITY AND SUSTAINABILITY

As a responsible corporate citizen, EML has consistently contributed to building a sustainable business model that ensures the well-being of all stakeholders. The Company addresses social and environmental aspects through its core operations, aligning business practices with broader sustainability goals.

Several of EML's projects involve environmental impact assessments, and in such cases, the Company upholds the highest ethical standards, ensuring independence and transparency in reporting actual findings. As part of its commitment to environmental stewardship, EML has taken proactive measures to reduce energy consumption and minimize emissions, including the reduction of air conditioning and electricity usage as an initial step towards greener operations.

EML's socio-economic contributions continue through projects focused on rural community welfare, SME development, and infrastructure enhancement. These initiatives are aimed at generating long-term value and fostering inclusive growth. In delivering its services, EML is dedicated to providing practical and impactful solutions that directly benefit the communities it serves.

By maintaining high service standards and conducting its business with integrity, EML ensures that sustainable practices are deeply integrated into its day-to-day operations, reinforcing its role as a socially and environmentally responsible organization.



KEY HIGHLIGHTS

On-going focus on safety of surroundings

Maintain close relationship with Clients

Zero hazardous discharge to environment

Proper waste management

Continuous investment in our corporate social responsibility initiatives

CHALLENGES

Rising cost and its impact on Stakeholders' affordability

WAY FORWARD

Continuous improvements to the waste management process

Maintaining close relationship with local authorities

On-going focus on community engagement initiatives

12 RISK MANAGEMENT REPORT

Enterprise Risk Management Process Overview

Risks are associated with every business activity. It is the component, which has the potential to negatively affect business, or an organization and the severity is measured in terms of the probability of occurrence and impact. Therefore, an integrated risk management framework has become a mandatory existence, which provides the guideline for managing risks. Managing risk is a key aspect of the Board's stewardship obligations and a component of the 'performance' dimension of Enterprise Governance. The risk management framework illustrates our approach to responding to risks, reflecting the risk management process, the structure in place to administer the process and sources of comfort with regard to its effectiveness.

Risk management framework

EML's risk management framework aims at identifying, measuring and mitigating different risk categories namely Strategic, Operational, Compliance and Financial risks. The Board is responsible for ensuring effective risk management and acknowledges that the proper management of risk is a core leadership function that must be practiced throughout the Organization.

Types of risks

Risks faced by the Company are of various nature and magnitude that broadly falls under three categories as identified by the management

- Industry and Macro-economic Risks
- Operational Risks
- Financial Risks

Considering the nature of the business that EML is in, industry and macroeconomic environment plays a key role.

Industry and Macroeconomic Risks

Stable flow of market opportunities is not guaranteed – Service providers in the technical and management consultancy services industry depends on projects undertaken by State and Private Sector organizations. Therefore, the market is not stable and changes in the macro-economic environment plays a key role in rapidly changing the market dimensions. Accordingly, revenue flows of the company will depend on the extent of development projects available in the market. Furthermore, most of the projects are usually secured through a competitive bidding process hence all players operating in the market compete for available projects. Therefore, success rates are varying depending on each party's ability to place a competitive bid, in addition to managing costs and returns to a satisfactory level.

Contraction in economies – Slow-down in economic development has an impact on the launch of new projects, both from the State sector and Private sector due to limitation in capital availability and related risks. Furthermore, in a situation of a global economic recession, it could also have a negative impact on donor projects funded by regional and international agencies. Such a situation could lead to a drop in the number of projects undertaken by the Company, thereby reduce revenue flows.

Changes in the political environment – One of the main revenue sources for the Company is projects secured in Government funded development activities. Therefore, continuity in development projects undertaken by the

government is a key factor for revenue generation. In the event capital expenditure is reduced for infrastructure, economic and social development activities, the Company's business would be negatively impacted. Accordingly, the government's policy towards funding of such projects is important as far as EML's business is concerned.

Above identified macro factors are remote, hence the Company always attempt to manage the resources and costs during recession times. Variety of projects from donor agencies secured through long-established relationships assist to maintain cashflows and stay afloat if the public sector prospects are down.

Operational Risks

Variability in project timelines – There could be instances where project timelines vary due to delays of project owners and other parties involved in a project. As the Company is only a single party to such projects, any delays caused by other parties are beyond the control of the company. Due to such variations of timelines, completion of project milestones may vary, hence revenue flows are subject to delays. Having a portfolio of different projects at a given time will assist the Company to mitigate these risks and manage cash flows effectively

Involvement of third-party consultants The Company's business model is as such, relevant experts are engaged depending on project specifications, where having full time consultants on permanent basis creates additional financial burden on the company. Project specifications are also varying from project to project; therefore, having relevant experts in the permanent staff is not viable. However, the captioned model may result in resource constraints at times, as there is a dependency on third parties for services. EML is in possession of partner entities that are capable of providing relevant services on projects, and long-standing business relationships maintained with such partners mitigates aforesaid risks.

Financial Risks

The risk of deviating actual results from budgets, drop in revenues causing lower margin, unforeseen cost escalations are among the key financial risks whilst incorrect reporting and misinterpretation of information could also lead to monetary risks.

The Company has implemented review and monitoring process to identify such risks and mitigate the impact if occurred. Internal controls are in place to ensure smooth day-to-day operations whilst transaction recording process is monitored to ensure availability of accurate information.

The management is focused on mitigating the impact of industry and macro-economic risks where the Company has no control over these elements.

13 AUDIT COMMITTEE REPORT

Audit Committee of EML assist the Board in implementing internal controls and ensures smooth functioning of the financial reporting system.

The Committee comprises of following Non-Executive Independent directors.

Mr. K.P.P.H. Mihiripenna - Chairman
Mr. H.N.J. Chandrasekera – Member

The Audit Committee Charter, approved by the Board of Directors defines the purpose, authority, composition, meetings and responsibilities of the Committee.

Functions

The functions of the Audit Committee is to:

- Overseeing of the preparation, presentation and adequacy of disclosures in the financial statements of a Listed company, in accordance with Sri Lanka Accounting Standards.
- Overseeing of the company compliance with financial reporting requirements, information requirements of the Companies Act and other relevant financial reporting related regulations and requirements.
- Overseeing the processes to ensure that the Entity's internal controls and risk management, are adequate, to meet the requirements of the Sri Lanka Auditing Standards.
- Assess the independence and performance of the Company's external auditors.
- Make recommendations to the Board on the appointment of external auditors, their remuneration and their terms of appointment.

Meetings

The Committee held 4 meetings during the year under review. The Managing Director, the Finance Manager were generally invited to attend audit committee meetings. Minutes of the meetings were tabled at meetings of the Board to ensure that all Directors were kept informed of the activities.

Financial Statements and Related Disclosures

The Committee, in line with its responsibility to oversee the Company's process of financial reporting, reviewed the following areas to the extent it deemed necessary and appropriate, in discussion with the external auditors and the management:

I. Significant financial issues and judgements made in connection with the preparation of the Company's Financial Statements.

II. Consistency of the accounting policies and methods adopted and their compliance with the Sri Lanka Accounting Standards (SLFRS/LKAS).

III. Requirements of the Companies Act No 07 of 2007.

The Audit Committee has reviewed the Annual Financial Statements for the year ended 31st December 2025 before their issuance.

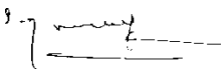
External Auditors

The Audit Committee had communications with the External Auditors with regard to the improvements in the financial reporting and reviewed the Audited Financial Statements. The Committee ensured that the non-audit

services provided by the External Auditors did not impair their independence and objectivity and such services were assigned in a manner to prevent any conflict of interest. The Audit Committee has recommended to the Board of Directors that MGI KAL Rupasinghe & Company be continued as Auditors for the financial year ending 31 December 2026. The Committee has recommended to re-appoint the same auditor for the financial year 2026 subject to approval of shareholders at the next Annual General Meeting.

Conclusion

The Audit Committee is satisfied regarding the reliability of financial reporting of the company, that the assets are safeguarded and that all relevant laws, rules, regulations, code of ethics and standards of conduct have been followed.



K.P.P.H. Mihiripenna
Chairman – Audit Committee
25th May 2026

14 RELATED PARTY TRANSACTIONS REVIEW COMMITTEE REPORT

The Related Party Review Committee, appointed by and responsible to the Board of Directors, consists of two independent Non-Executive Directors, Mr. K.P.P.H. Mihiripenna and Mr. H.N.J. Chandrasekera.

The Objectives of The Committee

1. To exercise oversight on behalf of the Board, that all Related Party Transactions ("RPTs" Other than those exempted by the CSE listing rules on the Related Party Transactions) of EML Consultants PLC are carried out and disclosed in a manner consistent with CSE Listing rules.
2. To advise and update the Board of Directors on related party transactions of EML Consultants PLC on quarterly basis.
3. To ensure compliance with the CSE listing rules on Related Party Transactions.
4. To review policies and procedures of Related Party Transactions of EML Consultants PLC.
5. To ensure shareholders' interests are protected and that fairness and transparency are maintained.

Policies and Procedures Adopted By the Committee

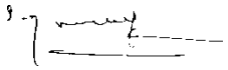
Head of Finance is responsible for reporting the information set out under Listing Rules with regard to each related party transactions proposed to be entered into by the Company with the exception of information listed in section 9.14.10 of the listing rules for the committee to review and to grant approval or disapproval.

The Committee held 4 meetings during the year 2025. Committee had advised the Board and the management on the policies and procedures to be adopted in the forthcoming year. The directors have disclosed the transactions with related parties in terms of Sri Lanka Accounting Standard (LKAS 24). All details of such related party transactions entered into during the year are given in Note 31to the Financial Statements on page 75 to 76 of this Annual Report.

The committee has reviewed the related party transactions during financial year 2025 and has communicated the comments and observations to the Board of Directors as appropriate. The committee, having reviewed the related party transactions in note 31 of the audited financial statements, declares that there were no recurrent or non-recurrent transactions that exceed the respective thresholds stipulated in Section 9 of the CSE Listing Rules.

Declaration

A declaration is given by the Board of Directors in the Annual Report on page 40 as a negative statement to the effect that no related party transaction falling within the ambit of Rule 9.3.2 of Listing Rules of the Colombo Stock Exchange was entered into by the Company during the year.



K.P.P.H. Mihiripenna

Chairman – Related Party Transactions Review Committee.
25th May 2026

15 REMUNERATION COMMITTEE REPORT

The Remuneration Committee of the Company is established to assist the Board relating to determination of the remuneration (cash and non-cash benefits) payable to the executive and non-executive directors of the Company.

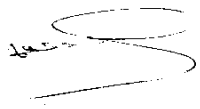
The committee comprises of following non-executive independent directors:

Mr. H. N. J. Chandrasekera - Chairman
Mr. K. P. P. H. Mihiripenna - Member

Report of the Remuneration Committee

The remuneration policy of the Company aims to maintain a balance between the performance and financial benefits paid to the executive and non-executive directors by providing a suitable remuneration. The policy has been formed for the best interest of the Company and its shareholders. The remuneration packages recommended by the Board are reviewed by the members of the Remuneration Committee to provide required guidance where necessary. The aggregate remuneration paid to Executive Director is set out under note 31.2.1 of the audited financial statements.

The committee met twice in financial year 2025 to discuss the matters and made relevant recommendations on the remuneration.



Mr. H.N.J. Chandrasekara
Chairman -Remuneration Committee.
25th May 2026

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

The Directors are pleased to submit their report together with the audited financial statements of the Company, for the year ended 31st December 2025, to be presented at the 5th Annual General Meeting of the Company.

Review of the Year

The Chairman's Review on pages 08 to 09 describes the Company's affairs and mentions important events that occurred during the year and up to the date of this Report. The Management Discussion and Analysis, Company Performance on pages 20 to 22 elaborate the financial results of the Company. These reports together with the Audited Financial Statements reflect the status of affairs of the Company.

Principal Activities

The principal activity of the Company is to provide technical and management consultancy services.

Financial Statements

The Financial Statements prepared in conformity with the Sri Lanka Accounting Standards and in compliance with the requirements of Section 151 of the Companies Act No. 07 of 2007 are given on pages 48 to 76 of this Annual Report.

Independent Auditor's Report

The Auditors' Report on the Financial Statements is given on page 43. and 47 of this Annual Report.

Accounting Policies

The accounting policies adopted in preparation of the Financial Statements are given on pages 52 to 64.

Financial Results and Appropriations

Net profit after Taxation of the Company for the year was LKR 2.10 Mn (2024 net loss - LKR 8.08 Mn)

Property, Plant and Equipment

During the year under review, no major capital expenditure was incurred on Property, Plant and Equipment for the company.

Information relating to movement in Property, Plant and Equipment during the year is disclosed under Note 13 to the Financial Statements.

Financial Assets

Details of financial assets held by the Company are given in Note 29 to the Financial Statements.

Reserves

Accumulated Profit as at 31st December 2025 of the Company amounted to LKR 65.2 Mn (2024 – LKR 62.6 Mn), Revaluation reserve created from the revaluation of land and building amounted to LKR 41.3 Mn. The break- up and the movement are shown in the Statement of Changes in Equity in the Financial Statements.

Stated Capital

The stated capital of the Company as at 31st December 2025 was LKR 90,900,000 represented by 90,900,000 ordinary shares. The details of the stated capital are given in Note 20 of the Financial Statements on page No 69.

Contingent Liabilities

There were no material contingent liabilities outstanding as at 31st December 2025 other than those reported in Note 27 to the Financial Statements.

Material Issues Pertaining to Employees and Industrial Relations of the Company

The Company did not come across any material issues pertaining to employees and industrial relations during the year.

Post-Balance Sheet Events

There were no material events occurring after the reporting date that require adjustments or disclosure in the Financial Statements.

Director's Responsibilities

The Statement of Directors' Responsibilities is given on page 42 of this Annual Report.

Corporate Governance

The Company has complied with the Corporate Governance Rules laid down under the Listing Rules of the Colombo Stock Exchange. The Report on the Corporate Governance is given on pages 24 to 29 of this Annual Report.

Statutory Payments

The Directors, to the best of their knowledge and belief, are satisfied that all statutory payments in relation to all relevant regulatory and statutory authorities have been paid within the stipulated period.

Interests Register

The Company has maintained an Interest Register as contemplated by the Companies Act No. 07 of 2007.

a) Directors' interest in contracts of the Company, both direct and indirect during the year under review, are included in Note 31.1 in the related party disclosures to the Financial Statements.
b) Details of shareholding of Directors are given under particulars of Directors' Shareholding on page 40.

Board Committees

Audit Committee

Following are the names of the Directors comprising the Audit Committee of the Board:

Mr. K. P. P. H. Mihiripenna – Chairman Mr. H. N. J. Chandrasekera

The Report of the Audit Committee on pages 34 and 35 set out the manner of compliance by the Company in accordance with the requirements of Rule 9.19.6 of the Listing Rules of the Colombo Stock Exchange.

Remuneration Committee

Following are the names of the Directors comprising the Remuneration Committee of the Board:

Mr. H. N. J. Chandrasekera – Chairman Mr. K. P. P. H. Mihiripenna

The particulars of the Remuneration Committee are mentioned in the Report of the Remuneration Committee on page 37 in accordance with the requirements of Rule 9.19.5 of the Listing Rules of the Colombo Stock Exchange on Corporate Governance. The details of the aggregate remuneration paid to the Executive and Non-Executive Directors during the financial year are given in Note 31.2.1 to the Financial Statements.

Related Party Transaction Review Committee

Following are the names of the Directors comprising Related Party Transaction Review Committee of the Board in accordance with the requirements of Rule 9.19.7 of the Listing Rules of the Colombo Stock Exchange on Corporate Governance.

Mr. K. P. P. H. Mihiripenna – Chairman

Mr. H. N. J. Chandrasekera

The particulars of the Related Party Transaction Review Committee are mentioned in the report of the Related Party Transaction Review Committee on page 36.

Related Party Transactions

Transactions with related parties in terms of Sri Lanka Accounting Standard LKAS 24 – "Related Party Disclosures", in Note 31 to the

Audited Financial Statements.

There were no recurrent related party transactions which in aggregate value exceed 10% of the gross revenue/income as per the Audited Financial Statements of 2025. Furthermore, the Company has not entered into non-recurrent related party transactions during the year, which in aggregate value exceed 10% of the equity or 5% of the total assets, whichever is lower, as per the latest Audited Financial Statements.

The Board of Directors of the Company declares that the Company has not entered into any Related Party Transactions during the financial year, which exceeds the thresholds specified in the CSE Listing Rules.

In terms of rule 9.19.7 of the listing rules of the Colombo Stock Exchange the Board confirms that the company has complied with all requirements pertaining to Related Party Transactions.

Directors

The Directors of the Company during the year are as follows:

Name	Date of Appointment
Mr. Karunasena Hettiarachchi	5th November 2021
Mr. Keerthi Prasanna Priyankara Hewa Mihiripenna	12th July 2021
Mr. Tilak Hewawasam	22nd March 2007 (Resigned w.e.f. 31.12.2025)
Mr. Hadapangodage Nandasiri Jayaraja Chandrasekera	29th June 2018
Mr. Kaluachchigamage Avanthi Kumara Jayatilake	29th January 2020
Mr. Lolitha Abeysinghe	31st December 2025
Mr. Prasad Indika Gnanasena Galhenage	31st December 2025

A brief profile of the Directors are given on pages 12 and 14 of this Annual Report.

In terms of Section 21.2 of the Articles of Association of the Company, Mr. Lolitha Abeysinghe and Mr. P. I. G. Galhenage have been appointed as Directors subsequent to the last Annual General Meeting and being eligible have offered themselves for re-election.

Mr. Karunasena Hettiarachchi, Mr. Hadapangodage Nandasiri Jayaraja Chandrasekera and Mr. Kaluachchigamage Avanthi Kumara Jayatilake who are over 70 years of age, retire by rotation in terms of section 211 of the companies Act No. 7 of 2007 and being eligible have offered themselves for re-election.

Director's Shareholdings

The interest of the Directors in the shares of the Company as at 31st December 2025 were as follows:

Name of Director	No. of Ordinary Shares as at 31.12.2025
Mr. Karunasena Hettiarachchi	-
Mr. Keerthi Prasanna Priyankara Hewa Mihiripenna	20,000
Mr. Hadapangodage Nandasiri Jayaraja Chandrasekera	-
Mr. Kaluachchigamage Avanthi Kumara Jayatilake	19,266,742
Mr. Lolitha Abeysinghe	-
Mr. Prasad Indika Gnanasena Galhenage	-

Independence of Directors

Particulars of Independent Directors are mentioned under Corporate Governance Report on page 24 and 29.

Share Information and Substantial Shareholdings

The distribution of shareholding, market value of shares and twenty largest shareholders are given on pages 78 and 79.

The earnings per share and net assets per share are given on page 79.

Going Concern

The Directors, after making necessary inquiries and review of the financial position and future prospects of the Company, have a reasonable expectation that the Company has adequate resources to continue to be in operational existence for the foreseeable future. Therefore, the going concern basis is adopted in the preparation of the Financial Statements.

Auditors

The resolution to appoint the present Auditors, Messrs. MGI KAL Rupasinghe & Company Chartered Accountants, who have expressed their willingness to continue in office, will be proposed at the Annual General Meeting.

The audit fees to the Auditors are disclosed on note no 8 in page no 65 of this Annual Report.

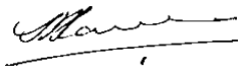
As far as the Directors are aware, the Auditors do not have any relationship or interest in the Company.

The Audit Committee reviews the appointment of the Auditors, its effectiveness and its relationship with the Company, including the level of audit and non-audit fees paid to the Auditors. Details on the work of the Audit Committee are set out in the Audit Committee Report.

Notice of Annual General Meeting

The Annual General Meeting will be held on 23rd June 2026 at 10.00 a.m. at the Registered Office of the Company via virtual platform (Zoom). The Notice of the Annual General Meeting appears on page 82 of this Annual Report.

For and on behalf of the Board,



Mr. Karunasena Hettiarachchi Chairman
25th May 2026

Signed.
Business Intelligence (Pvt) Ltd.
Secretaries –
EML Consultants PLC
25th May 2026
Colombo

17 DIRECTORS RESPONSIBILITY STATEMENT

The responsibility of the Directors, in relation to the Financial Statements of EML Consultants PLC is set out in this Statement.

In terms of Section 150(1) and 151 of the Companies Act, No. 7 of 2007, the Directors of the Company are responsible for ensuring that the Company keeps proper books of accounts of all transactions and prepare Financial Statements that give a true and fair view of the financial position of the Company as at end of each financial year and place them before a general meeting. The Directors are also responsible to ensure that the financial statements comply with all regulations made under the Companies Act which specifies the form and content of financial statements and any other requirements which apply to the Company's financial statements under any other law.

The Directors are responsible for ensuring that the Company keeps sufficient accounting records, which disclose the financial position of the Company with reasonable accuracy and enable them to ensure that the financial statements have been prepared and presented as aforesaid. They are also responsible for taking measures to safeguard the assets of the Company and in that context to have proper regard to the establishment of appropriate systems of internal control with a view to prevention and detection of fraud and other irregularities.

It is also the responsibility of the Directors to ensure that the Company maintains proper accounting records and to take reasonable steps as far as practical, to ensure the accuracy and reliability of accounting records and to prepare Financial Statements using appropriate Accounting Policies applied consistently and supported by reasonable and prudent judgment and estimates, in compliance with the Sri Lanka and estimates, in compliance with the Sri Lanka Accounting & Auditing Standards, the Companies Act No. 07 of 2007, the Listing Rules of the Colombo Stock Exchange. Changes in the Accounting Policies where applicable and the rationale for the changes have been disclosed in the 'Notes to the Financial Statements.

The Directors have been responsible for taking reasonable measures and care to safeguard the assets of the Company and to prevent and detect frauds and other irregularities. The Directors have instituted an effective and comprehensive system of internal controls and an effective system of monitoring its effectiveness, internal audit being one of them. The Board has been provided additional assurance on the reliability of the Financial Statements through a process of independent and objective review performed by the Audit Committee.

The Directors continue to adopt the going concern basis in preparing the financial statements. The Directors, after making inquiries and review of the Company's Business Plan for the financial year 1st January 2025 to 31st December 2025, including cash flows and borrowing facilities, consider that the Company has adequate resources to continue in operation.

BY ORDER OF THE BOARD
EML CONSULTANTS PLC
BUSINESS INTELLIGENCE (PVT) LIMITED

Signed.

Company Secretary

Date:25th May 2026

mgi kal rupasinghe & co.
CHARTERED ACCOUNTANTS

No. 31/1, Dudley Senanayake Mawatha,
Colombo 08, Sri Lanka
Telephone: +94 11 2815655
Web: www.mgikalrupco.com
E mail: kalrupco@mgikalrupco.com

18 INDEPENDENT AUDITOR'S REPORT

INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF E M L CONSULTANTS PLC

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of E M L Consultants PLC ("the Company"), which comprise the statement of financial position as at 31st December 2025, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

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

Basis for Opinion

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

Key Audit Matters

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

Partners: Lakshman Rupasinghe FCA, K.M. Anuradha ACA
Registered Office: No 85, Senanayaka Mawatha, Nawala, Rajagiriya. Registered No: WA/207003
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INDEPENDENT AUDITOR'S REPORT (CONT'D…)

Key Audit Matters (Cont'd…)

Key audit matter	How our audit addressed the key audit matter
Recognition of Revenue	
The Company provides consultancy services across various domains and recognizes revenue based on the achievement of specific contractual milestones. Revenue recognition involves significant management judgment in assessing when performance obligations are fulfilled, particularly in cases where the determination of milestone completion is subjective. This creates a risk of revenue being recognized prematurely or being misstated.	The audit procedures we undertook included the following: • Reviewed the Company's accounting policies relating to revenue recognition for compliance with SLFRS 15 – Revenue from Contracts with Customers. • Selected a sample of contracts and evaluated key terms to identify performance obligations and milestones. • Tested the recognition of revenue for selected contracts by examining supporting documents (e.g., project completion certificates, client approvals) to verify milestone achievement. • Performed cut-off procedures to ensure that revenue was recorded in the correct accounting period. • Assessed the adequacy of disclosures in the financial statements related to revenue recognition.
Recognition of Project Work in Progress	
The Company recognizes costs incurred on projects as work in progress (WIP) when such costs relate to projects that have not yet reached billable milestones at the reporting date. These costs are subsequently transferred to the income statement upon completion of the related project. The recognition of project work in progress involves significant management judgment, particularly in assessing the stage of completion of projects and the recoverability of costs incurred. This creates a risk of costs being inappropriately recognized as work in progress or being misstated.	The audit procedures we undertook included the following: • Reviewed the Company's accounting policies relating to recognition of project WIP for compliance with applicable financial reporting standards including SLFRS 15 – Revenue from Contracts with Customers. • Obtained an understanding of the process and controls implemented by management to identify and accumulate project-related costs and to recognize work in progress at the reporting date. • Selected a sample of ongoing projects and examined supporting documents to verify the accuracy and validity of costs recognized as work in progress. • Tested the transfer of work in progress to the income statement by verifying whether revenue recognition criteria were met upon project completion. • Performed cut-off procedures to ensure that project costs were recorded in the appropriate accounting period. Assessed the adequacy of disclosures in the financial statements relating to project work in progress.

INDEPENDENT AUDITOR'S REPORT (CONT'D…)

Key Audit Matters (Cont'd…)

Other Information

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

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

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

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

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

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

INDEPENDENT AUDITOR'S REPORT (CONT'D…)

Responsibilities of Management and Those Charged with Governance for the Financial Statements (Cont'd…)

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks of material misstatements of the financial statements, whether due to frauds or errors, 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 frauds may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

INDEPENDENT AUDITOR'S REPORT (CONT'D...)

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

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

Report on Other Legal and Regulatory Requirements

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

CA Sri Lanka membership number of the engagement partner responsible for signing this independent auditor's report is 942.

MGI KAL RUPASINGHE & CO. CHARTERED ACCOUNTANTS COLOMBO

MGI KAL Rupasinghe & Co.,
Chartered Accountants
Colombo
22nd April 2026

19 STATEMENT OF COMPREHENSIVE INCOME

MGI KAL Rupasinghe & Co.,
Chartered Accountants

E M L Consultants PLC
Statement of Comprehensive Income
For the Year Ended 31st December

	Note	2025 Rs.	2024 Rs.
Revenue	5	88,749,414	116,575,223
Direct Costs	6	(50,752,535)	(79,661,371)
Gross Profit		**37,996,879**	**36,913,852**
Other Income / (Losses)	7	6,324,283	(3,406,137)
Administrative Expenses		(51,045,257)	(46,103,499)
Operating Loss	8	**(6,724,095)**	**(12,595,784)**
Finance Income	9	6,774,916	7,910,157
Finance Costs	9	(337,290)	(919,933)
Finance Income - Net		**6,437,626**	**6,990,224**
Loss Before Tax		**(286,469)**	**(5,605,560)**
Income Tax Credit / (Expense)	10	2,394,913	(2,475,361)
Profit / (Loss) for the Year		**2,108,444**	**(8,080,921)**
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Re-measurement Gain from Retirement Benefit Obligations	23	814,761	193,152
Impact on Deferred Tax	10	(244,428)	(17,602,765)
Other Comprehensive Income / (Loss) for the Year		**570,333**	**(17,409,613)**
Total Comprehensive Income / (Loss) for the Year		**2,678,777**	**(25,490,534)**
Earnings / (Loss) Per Share - Basic (Rs.)	11	**0.02**	**(0.09)**

The accounting policies and notes on pages 07 to 31 form an integral part of these financial statements.

Colombo
22nd April 2026

20 STATEMENT OF FINANCIAL POSITION

MGI KAL Rupasinghe & Co.,
Chartered Accountants

E M L Consultants PLC
Statement of Financial Position
As at 31st December

	Notes	2025 Rs.	2024 Rs.
Assets			
Non Current Assets			
Property, Plant and Equipment - Freehold	13 (a)	98,895,064	100,789,632
Property, Plant and Equipment - Leasehold	13 (b)	239,726	2,014,045
Total Non Current Assets		**99,134,790**	**102,803,677**
Current Assets			
Trade and Other Receivables	14	22,801,325	39,737,653
Project Work in Progress	15	5,389,763	-
Income Tax Receivable	16	572,381	2,030,820
Financial Assets	17	123,199,409	117,173,078
Amount due from Related Parties	18	6,082,551	14,999,101
Cash and Cash Equivalents	19	7,136,667	6,893,355
Total Current Assets		**165,182,096**	**180,834,007**
TOTAL ASSETS		**264,316,886**	**283,637,684**
Equity and Liabilities			
Capital and Reserves			
Stated Capital	20	90,900,000	90,900,000
Revaluation Reserve	21	41,324,219	41,324,219
Retained Earnings		65,280,836	62,602,059
Total Shareholders' Equity		**197,505,055**	**194,826,278**
Non Current Liabilities			
Loans and Borrowings	22	-	417,033
Retirement Benefit Obligations	23	9,868,684	9,269,212
Deferred Tax Liabilities	24	18,890,629	21,041,114
Total Non Current Liabilities		**28,759,313**	**30,727,359**
Current Liabilities			
Loans and Borrowings	22	3,312,303	20,870,921
Trade and Other Payables	25	32,916,719	35,296,190
Amounts due to a Director	26	1,823,496	1,916,936
Total Current Liabilities		**38,052,518**	**58,084,047**
Total Liabilities		**66,811,831**	**88,811,406**
TOTAL EQUITY AND LIABILITIES		**264,316,886**	**283,637,684**

The accounting policies and notes on pages 07 to 31 form an integral part of these financial statements.

The Financial Statements are in compliance with the requirements of the Companies Act No. 07 of 2007.

.....
Head of Finance

The Board of Directors is responsible for the preparation and presentation of these Financial Statements.
Approved and signed for and on behalf of the Board.

.....
K.A.K. Jayathilake
Director

.....
K.P.P.H. Mihiripenna
Director

Colombo
22nd April 2026

21 STATEMENT OF CHANGES IN EQUITY

MGI KAL Rupasinghe & Co.,
Chartered Accountants

E M L Consultants PLC
Statement of Changes in Equity
For the year ended 31st December

	Notes	Stated Capital Rs.	Revaluation Reserve Rs.	Retained Earnings Rs.	Total Rs.
Balance as at 31st December 2023		**90,900,000**	**58,869,038**	**70,547,774**	**220,316,812**
Loss for the year		-	-	(8,080,921)	(8,080,921)
Other Comprehensive Income for the year					
Re-measurement Gain from Retirement Benefit Obligations	**22**	-	-	193,152	193,152
Impact on Deferred Tax	**10**	-	(17,544,819)	(57,946)	(17,602,765)
Balance as at 31st December 2024		**90,900,000**	**41,324,219**	**62,602,059**	**194,826,278**
Profit for the year		-	-	2,108,444	2,108,444
Other Comprehensive Income for the year					
Re-measurement Gain from Retirement Benefit Obligations	**22**	-	-	814,761	814,761
Impact on Deferred Tax	**10**			(244,428)	(244,428)
Balance as at 31st December 2025		**90,900,000**	**41,324,219**	**65,280,836**	**197,505,055**

The accounting policies and notes on pages 07 to 31 form an integral part of these financial statements.

Colombo
22nd April 2026

22 STATEMENT OF CASH FLOWS

MGI KAL Rupasinghe & Co.,
Chartered Accountants

E M L Consultants PLC
Statement of Cash Flows
For the year ended 31st December

	Note	2025 Rs.	2024 Rs.
Cash Flows From Operating Activities			
Loss Before Tax		(286,469)	(5,605,560)
Adjustments for:			
Depreciation	**8**	5,004,289	5,784,183
Interest Income	**9**	(6,774,916)	(7,910,157)
Interest Expense	**9**	337,290	919,933
Disposal Gain on Property, Plant and Equipment	**7**	-	(5,589,530)
Provision for Retirement Benefit Obligation	**23**	1,507,983	1,351,099
Exchange Gain on Revaluation of Financial Assets		(5,057,924)	-
Write-off of Unrecoverable Tax Receivables	**16**	1,697,165	-
Operating Loss before Working Capital Changes		**(3,572,582)**	**(11,050,032)**
Changes in Working Capital:			
- Trade and Other Receivable		16,936,329	(21,815,912)
- Project Work in Progress		-5,389,764	-
- Amounts Due From Related Parties		8,916,550	1,362,698
- Trade and Other Payables		(2,379,470)	9,139,532
- Amounts due to a Director		(93,440)	(386,063)
Cash Generated from / (Used in) Operations		**14,417,623**	**(22,749,777)**
Interest Paid	**9**	(337,290)	(919,933)
Withholding Tax Paid	**16**	(238,726)	(151,704)
Payment of Retiring Benefit Obligation	**23**	(93,750)	-
Net Cash Generated from / (Used in) Operating Activities		**13,747,857**	**(23,821,414)**
Cash Flows From Investing Activities			
Purchase of Property, Plant and Equipment	**13 (a)**	(1,335,402)	(993,000)
Interest Received	**9**	6,774,916	7,910,157
Proceed from Property, Plant and Equipment		-	7,416,101
Investment in Financial Assets		(968,408)	(12,020,542)
Withdrawal of Financial Assets		-	13,024,478
Net Cash Generated from Investing Activities		**4,471,106**	**15,337,194**
Cash Flows From Financing Activities			
Proceeds from Loans and Borrowings		-	738,137
Payment of Loans Borrowings		(2,199,464)	(3,927,598)
Net Cash Used in Financing Activities		**(2,199,464)**	**(3,189,461)**
Net Increase / (Decrease) in Cash and Cash Equivalents		**16,019,499**	**(11,673,681)**
Cash and Cash Equivalents at the Beginning of the Year		(11,800,503)	(126,822)
Cash and Cash Equivalents at the End of the Year	**19**	**4,218,996**	**(11,800,503)**

The accounting policies and notes on pages 07 to 31 form an integral part of these financial statements.

Colombo
22nd April 2026

23 NOTES TO THE FINANCIAL STATEMENTS

MGI KAL Rupasinghe & Co.,
Chartered Accountants

E M L Consultants PLC

Significant Accounting Policies and Notes to the Financial Statement

1 General information

E M L Consultants PLC ("The Company") is a company incorporated and domiciled in Sri Lanka. The ordinary shares of the Company are listed on the Colombo Stock Exchange of Sri Lanka. The registered office and principal place of the Company is located at No 6/10, Rajamahavihara Road, Pitakotte, Sri Lanka.

The Company is engaged in the service of offering consultancy services in the categories of Engineering, Environment, Natural Sciences, Social Sciences, Technical Sciences, Technical, Financial and Management Services etc., to organizations within and outside Sri Lanka.

These financial statements have been approved for issue by the Board of Directors on 22nd April 2026.

2 Summary of Significant Accounting Policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

The financial statements of the Company has been prepared in accordance with Sri Lanka Accounting Standards, which comprise Sri Lanka Financial Reporting Standards ("SLFRS"s), Sri Lanka Accounting Standards ("LKAS"s), relevant interpretations of the Standing Interpretations Committee ("SIC") and International Financial Reporting Interpretations Committee ("IFRIC"). Sri Lanka Accounting Standards further comprises of Statements of Recommended Practices (SoRPs), Statements of Alternate Treatments (SoATs) and Financial Reporting Guidelines issued by the Institute of Chartered Accountants of Sri Lanka. These financial statements have been prepared under the historical cost convention except for financial assets and liabilities which are measured at fair value.

The preparation of financial statements in conformity with Sri Lanka Accounting Standards (SLFRS/LKAS) requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the Company's financial statements are disclosed in Note 4 to the financial statements.

2.2 Changes in accounting policies and disclosures

A number of new standards are effective for annual periods beginning on or after 01st January 2026 and earlier application is permitted; however, the Company has not early adopted the new or amended standards in preparing these financial statements.

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

In June 2023 the International Sustainability Standards Board (ISSB) released its first two sustainability disclosure standards, IFRS S1 and IFRS S2. During the year, CA Sri Lanka issued the localized standards based on these IFRSs designated as SLFRS S1 SLFRS S2. These standards will become effective for the Company from 1 January 2025. No financial impact is expected on the Company except for additional disclosures.

MGI KAL Rupasinghe & Co.,
Chartered Accountants

E M L Consultants PLC
Significant Accounting Policies and Notes to the Financial Statement (Cont'd…)

2 Summary of Significant Accounting Policies (Cont'd…)

2.3 Foreign currency translation

(a) Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The financial statements are presented in Sri Lanka Rupees, which is the Company's presentation currency.

Foreign exchange gains and losses are presented in the income statement within 'other income'.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of foreign currency transactions and from the translation at year end exchange rates of monetary assets and liabilities denominated in currencies other than the functional currency are recognised in the statement of comprehensive income.

2.4 Property, plant and equipment

All property, plant and equipment is stated at fair value less depreciation. The company assesses the fair value of its property, plant and equipment based on valuation determine by independent qualified valuers best estimate based on the market conditions which is the valuers' considered opinion meets the requirements in SLFRS-13 Fair Value Measurements.

Where an item of property, plant and equipment comprises major components having different useful lives, they are accounted for as separate items of property, plant and equipment.

The cost of self-constructed assets include the cost of materials, direct labour and appropriate proportion of production overheads.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the statement of comprehensive income during the financial period in which they are incurred.

Capital work in progress represents all amounts paid on work undertaken, and still in an unfinished state as at the end of the year.

Depreciation is calculated on the straight line method to allocate the cost of each asset, to their residual values over their estimated useful lives commencing from date of availability for use. On disposal of assets, depreciation ceases on the date that the asset is derecognised.

The principal annual rates used for this purpose are:

	%
Buildings and Improvements	5%
Motor Vehicles	20%
Office Equipment	33%
Computer Equipment	33%
Furniture and Fittings	33%

Leasehold improvements are depreciated over the lesser of useful economic life and lease period.

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within other income in the statement of comprehensive income.

Where the carrying amount of an asset is greater than its estimated recoverable amount, it is written down immediately to its recoverable amount.

MGI KAL Rupasinghe & Co.,
Chartered Accountants

E M L Consultants PLC
Significant Accounting Policies and Notes to the Financial Statement (Cont'd…)

2 Summary of Significant Accounting Policies (Cont'd…)

2.5 Impairment of non-financial assets

Assets that are subject to depreciation or amortisation are assessed at each reporting date to determine whether there is any indication that the assets are impaired. Where there is any indication that an asset may be impaired, the carrying value of the asset (or cash-generating unit to which the asset has been allocated) is tested for impairment. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's (or CGU's) fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (CGUs). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2.6 Accounting for leases - where the Company is the lessee

The Company leases various motor vehicles.

Contracts may contain both lease and non-lease components. The Company allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable, and
- variable lease payment that are based on an index or a rate.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

To determine the incremental borrowing rate, the Company:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received;

- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Company, which does not have recent third party financing, and

- makes adjustments specific to the lease, eg term, country, currency and security.

The Company is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Lease payments are allocated between principal and finance cost. The finance cost is charged to income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received; and
- any initial direct costs.

MGI KAL Rupasinghe & Co.,
Chartered Accountants

E M L Consultants PLC
Significant Accounting Policies and Notes to the Financial Statement (Cont'd…)

2 Summary of Significant Accounting Policies (Cont'd…)

2.6 Accounting for leases - where the Company is the lessee (Cont'd…)

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less without a purchase option.

2.7 Financial assets

(a) Classification

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through OCI or through profit or loss), and
- those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income (FVOCI).

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

(b) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Company commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of

(c) Measurement

At initial recognition, the Company measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at Amortised cost. interest income from these financial Assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss.

MGI KAL Rupasinghe & Co.,
Chartered Accountants

E M L Consultants PLC
Significant Accounting Policies and Notes to the Financial Statement (Cont'd…)

2 Summary of Significant Accounting Policies (Cont'd…)

2.7 Financial assets (Cont'd…)

Debt instruments (Cont'd…)

- FVOCI: Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as separate line item in the statement of profit or loss.

- FVPL: Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on A debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.

Equity instruments

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in OCI, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the company's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in other gains / (losses) in the statement of profit or loss as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Company applies the simplified approach permitted by SLFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

2.8 Financial liabilities

2.8.1 Classification and initial recognition

Financial liabilities are initially recognised at fair value, net of transaction costs.

The Company's financial liabilities consist of trade and other payables. Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

2.8.2 Subsequent measurement

Financial liabilities are subsequently carried at amortised cost using effective interest method.

2.8.3 Derecognition

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

MGI KAL Rupasinghe & Co.,
Chartered Accountants

E M L Consultants PLC
Significant Accounting Policies and Notes to the Financial Statement (Cont'd…)

2 Summary of Significant Accounting Policies (Cont'd…)

2.8 Financial liabilities (Cont'd…)

2.8.4 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legal enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

2.9 Trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Impairment losses on trade receivables and contract assets are presented as net impairment losses within the statement of comprehensive income. Subsequent recoveries of amounts previously written off are credited against the same line item.

2.10 Project Work in Progress

Project work-in-progress represents costs incurred on consultancy projects that are not completed as at the reporting date.

2.11 Cash and cash equivalents

For the purposes of the cash flow statement, cash and cash equivalents comprise cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, net of book overdrafts. In the statement of financial position, bank overdrafts are included in borrowings in current liabilities.

2.12 Stated capital

Ordinary Shares are classified as equity.

2.13 Employee benefits

(a) Defined contribution plans

Defined contribution plan is a plan under which the Company pays a fixed contribution into a separate entity. All employees of the Company in Sri Lanka are members of the Employees' Provident Fund and Employees' Trust Fund, to which the Company contributes 15% and 3% respectively, of employees' basic or consolidated wage or salary. The Company has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expenses when they are due.

(b) Defined benefit obligation

A defined benefit plan is a plan that is not a defined contribution plan. Defined benefit plan defines an amount of benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The Company pays gratuity to its eligible employees computed at one month's salary for each completed year of service ,which exceeds the amount stipulated by the Gratuity Act, No. 12 of 1983, which is a defined benefit plan.

The liability recognised in the statement of financial position in respect of gratuity is the present value of the defined benefit obligation at the statement of financial position date together with adjustments for unrecognised past-service costs. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of government bonds, as there is no deep market on high quality corporate bonds, by the actuarial valuer.

Past service costs are recognised immediately as an expense in the statement of comprehensive income, unless the changes to the plan are conditional on the employees remaining in service for a specified period of time (vesting period). In this case, the past service costs are amortised on a straight-line basis over the vesting period.

MGI KAL Rupasinghe & Co.,
Chartered Accountants

E M L Consultants PLC
Significant Accounting Policies and Notes to the Financial Statement (Cont'd…)

2 Summary of Significant Accounting Policies (Cont'd…)

2.13 Employee benefits (Cont'd…)

Actuarial gains and losses from experience adjustments and changes in actuarial assumptions are recognised under other comprehensive income of the statement of comprehensive income.

The assumptions based on which the results of the actuarial valuation was determined, are included in Note 23 to the financial statements.

2.14 Current and deferred income tax

The tax expense for the period comprises current and deferred tax.

The provision for current income tax is based on the elements of income and expenditure as reported in the financial statements and computed in accordance with the tax laws enacted or substantively enacted at the date of the statement of financial position.

Deferred income tax is recognised using the liability method on all temporary differences arising between the tax bases of assets and liabilities and their carrying values in the financial statements. Deferred income tax is determined using tax rates that have been enacted or substantively enacted by the statement of financial position date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

The principal temporary differences arise from depreciation on property, plant and equipment and defined benefit obligations.

2.15 Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

2.16 Revenue recognition

Sales are recognised when the performance obligation is satisfied, being when the products are delivered to the customer, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. Goods and services deliverable under contracts with customers are identified as separate performance obligations ('obligations') to the extent that the customer can benefit from the goods or services on their own or together with other resources that are readily available to the customer and that the separate goods and services are considered distinct from other goods and services in the agreement. Where individual goods and services do not meet the criteria to be identified as separate obligations they are aggregated with other goods and/or services in the agreement until a separate obligation is identified.

MGI KAL Rupasinghe & Co.,
Chartered Accountants

E M L Consultants PLC
Significant Accounting Policies and Notes to the Financial Statement (Cont'd…)

2 Summary of Significant Accounting Policies (Cont'd…)

2.16 Revenue recognition (Cont'd…)

The Company determines the transaction price to which it expects to be entitled to in return for providing the promised obligations to the customer based on the committed contractual amounts, net of sales taxes and discounts. The transaction price is allocated between the identified obligations according to the relative standalone selling prices of the obligations. The standalone selling price of each obligation deliverable in the contract is determined according to the prices that the Company would achieve by selling the same goods and / or services included in the obligation to a similar customer on a standalone basis. Where the Company does not sell equivalent goods or services in similar circumstances on a standalone basis it is necessary to estimate the standalone price. When estimating the standalone price, the Company maximises the use of external input; observing the standalone prices for similar goods and services when sold by third parties or using a cost-plus reasonable margin approach. Payment of the transaction price is due immediately when the customer purchases the lubricants and takes delivery.

(a) Consultancy Income

Revenue is recognized upon the performance of consultancy services, net of sales taxes and discounts and matched with the associate costs and expenses.

(b) Interest income

Interest income is recognised on a time-proportion basis using the effective interest method unless collectability is in doubt.

2.17 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Company's financial statements in the period in which the dividends are approved by the Company's shareholders.

2.18 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker.

The board of EML Consultants PLC assesses the financial performance and position of the Company, and makes strategic decisions. The management, has been identified as being the chief operating decision maker. Authority is delegated down by the board to management consisting of the managing director and few other head of departments designated in the management team.

There are no significant separate operating segments within the Company.

3 Financial risk management

3.1 Financial risk

3.1.1 Financial risk factors

The Company's activities expose it to a variety of financial risks. Market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. The Company's overall risk management programme focuses on the unpredictability of financial risks and seeks to minimise potential adverse effects on the Company's financial performance.

Risk management is performed by the management under policies approved by the board of directors. The board provides guidance for overall risk management.

The principal financial instruments of the Company comprise of short term deposits, money market investments, and cash. The main purpose of these finance instruments is to raise and maintain liquidity for the Company's operations, and maximise returns on the Company's financial reserves. The Company has various other financial instruments such as trade receivables and trade payables which arise directly from its business activities.

MGI KAL Rupasinghe & Co.,
Chartered Accountants

E M L Consultants PLC
Significant Accounting Policies and Notes to the Financial Statement (Cont'd…)

3 Financial risk management (Cont'd…)

3.1 Financial risk (Cont'd…)

3.1.1 Financial risk factors (Cont'd…)

(a) Market risk

(i) Foreign exchange risk

The Company is principally exposed to fluctuations in the value of the Denominated Currency against the Sri Lankan Rupee (LKR). The Company's functional currency is LKR in which most of the transactions are denominated, and all other currencies are considered foreign currencies for reporting purposes. Certain bank balances, fixed deposits, trade receivables, and trade payables are denominated in foreign currencies.

The Company's financial statements which are presented in LKR, are affected by foreign exchange fluctuations through both translation risk and transaction risk. Changes in foreign currency exchange rates may affect the Company's cost of materials purchased and services obtained from related companies in foreign currencies. In particular, depreciation of the LKR against the Denominated Currency can impact the Company's operating results through its impact on cost of imported raw materials.

Trade receivables of the Company include an amount of Rs. 1,177,102/- (2024 - Rs. 13,252,206/-) due in foreign currencies, Euro and United States Dollars respectively.

Financial assets of the Company include an amount of Rs. 90,053,372/- (2024 - Rs. 84,995,449/-) due in foreign currencies, mainly in United States Dollars.

Bank balances of the Company include an amount of Rs.6,598,797/- (2024 - Rs. 5,749,560/-) due in foreign currencies, mainly in United States Dollars and Austrlian Dollars.

The following analysis demonstrates the sensitivity to a reasonably possible changes in the United States Dollars, Australian Dollars and Euro exchange rates by 5% and 10% while all other variables held constant, of the Company's profit due to changes in the fair value of monetary assets held as at reporting date. The effect of decreases in foreign exchange rates is expected to be equal and opposite to the effect of the increases shown.

		Effect on Profit for the Year	
		2025	2024
		Rs.	Rs.
United States Dollars	10%	9,654,099	10,390,008
	5%	4,827,050	5,195,004
Euro	10%	117,710	-
	5%	58,855	-
Australian Dollars	10%	11,118	9,713
	5%	5,559	4,857

(b) Credit risk

The credit quality of financial assets that are neither past due nor impaired can be assessed by reference to external credit ratings (if available) or to historical information about counterparty default rates.

Credit risk arises from cash and cash equivalents and deposits with banks and financial institutions, as well as credit exposures to customers, including outstanding receivables and committed transactions.

MGI KAL Rupasinghe & Co.,
Chartered Accountants

E M L Consultants PLC
Significant Accounting Policies and Notes to the Financial Statement (Cont'd…)

3 Financial risk management (Cont'd…)

3.1 Financial risk (Cont'd…)

3.1.1 Financial risk factors (Cont'd…)

(b) Credit risk (Cont'd…)

(i) Trade receivables

The Company is responsible for managing and analysing the credit risk for each of their new customers before standard payment and delivery terms and conditions are offered. The management assesses the credit quality of the customer, taking into account its financial position, past experience and other factors. The utilisation of credit limits is regularly monitored. Management does not expect any losses from non-performance by these counterparties.

(ii) Cash and cash equivalents

The Company invests in government security and rated banks. The Company limits the concentration of financial exposure to any single financial institution.

(iii) Risk exposure

The maximum risk positions of financial assets which are generally subject to credit risk are equal to their carrying amounts. Following table shows the maximum risk positions.

	2025	2024
Risk exposure	**Rs.**	**Rs.**
Trade and Other Receivables (excluding advances and prepayments)	22,531,325	39,467,653
Amounts due from Related Parties	6,082,551	14,999,101
Financial Assets - Fixed Deposits	123,199,409	117,173,078
Cash and Cash Equivalents	7,136,667	6,893,355
Total credit risk exposure	**158,949,952**	**178,533,187**

(c) Liquidity risk

In the management of liquidity risk, the Company monitors and maintains a level of cash in hand at bank deemed adequate by the management to finance the Company's operations and to mitigate the effects of fluctuations in cash flows. The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of available bank facilities. Access to source of funding is sufficiently available.

The table below analyses the Company's non-derivative financial liabilities into relevant maturity groupings based on the remaining period at the statement of financial position date to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

	2025	2024
	Rs.	**Rs.**
Trade and Other Payables (excluding statutory liabilities)	26,258,882	25,861,786
Amounts due to Related Parties	1,823,496	1,916,936
Loan and Borrowings	394,632	2,594,096
Bank Overdrafts	2,917,671	18,693,858
	31,394,681	**49,066,676**

(d) Price risk

The Company is exposed to the commodity price risk pertaining to base oils.
The Company monitors price of base oils on a dynamic basis and manages procurement accordingly.

MGI KAL Rupasinghe & Co.,
Chartered Accountants

E M L Consultants PLC
Significant Accounting Policies and Notes to the Financial Statement (Cont'd…)

3.1 Financial risk (Cont'd…)

3.1.1 Financial risk factors (Cont'd…)

(e) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial assets will fluctuate due to changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's financial assets and liabilities with floating interest rates.

The Company has cash and bank balances including deposits placed with government and creditworthy banks. The Company monitors interest rate risk by actively monitoring the yield curve trends and interest rate movements.

The sensitivity of the interest rate risk on the financial assets subject to floating interest rates relates mainly to fixed deposits investments. The below analysis demonstrates the sensitivity of such risk on the recorded profit calculated based on a change of 100 basis points in the average interest earned in the current year.

For the Year Ended 31st December	Increase / Decrease in Base Report	Effect on Profit before Tax Rs.
2025	+ 100	677,492
	- 100	(677,492)
2024	+ 100	791,016
	- 100	(791,016)

3.2 Fair value estimation

The Company's financial assets and liabilities include receivables, cash in hand and at bank, other payables and bank borrowings. Due to the short-term nature of the current receivables and payables, their carrying amount is considered to be the same as their fair value.

3.3 Capital risk management

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

The capital structure of the Company represents equity attributable to owners of the Company, comprising issued stated capital and retained earnings.

The Company has not obtained any debt facilities (other than temporary bank overdrafts) to finance operations over the past 5 years.

4 Critical accounting estimates and judgements

4.1 Critical accounting estimates and assumptions

The Company makes estimates concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates that have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities within the next financial year are discussed below.

(a) Estimated useful lives of property, plant and equipment (PPE)

The Company reviews annually the estimated useful lives of PPE based on factors such as business plan and strategies, expected level of usage and future developments. Future results of operations could be materially affected by changes in these estimates brought about by changes in the factors mentioned. A reduction in the estimated useful lives of PPE would increase the recorded depreciation charge and decrease the PPE balance.

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Significant Accounting Policies and Notes to the Financial Statement (Cont'd…)

4 Critical accounting estimates and judgements (Cont'd…)

4.1 Critical accounting estimates and assumptions (Cont'd…)

(b) Defined benefit obligations

The present value of the gratuity obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. The assumptions used in determining the net cost for gratuity include the discount rate. Any changes in these assumptions will impact the carrying amount of gratuity obligations.

The Company determines the appropriate discount rate at the end of each year. This is the interest rate that should be used to determine the present value of estimated future cash outflows expected to be required to settle the gratuity obligations. In determining the appropriate discount rate, the Company considers the interest rates of government bonds that are denominated in the currency in which the benefits will be paid and that have terms to maturity approximating the terms of the related pension obligation.

Other key assumptions for defined benefit obligations are based in part on current market conditions, additional information is disclosed in Note 23.

(c) Impairment of trade receivables

The Company applies the SLFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The Company has therefore concluded that the expected loss rates for trade receivables are a reasonable approximation of the loss rates for the trade receivable.

(d) Estimated impairment of non-current assets

The Company reviews for impairment of property, plant and equipment in accordance with the Accounting Policy in Note 2.5. The recoverable amount of these assets have been determined based on higher of the assets' fair value less cost to sell and value in use. These calculations require the use of estimates and judgements.

Management believes that any reasonably possible change in the estimated future cash flows of the operations on which the recoverable amounts of the cash-generating units is based would not cause the cash-generating units' carrying amount to exceed its recoverable amount.

4.2 Critical Judgements in applying the entity's accounting Policies

(a) SLFRS 16

Critical judgements in determining the 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).

For leases of buildings and motor vehicles, the following factors are normally the most relevant:

- If there are significant penalties to terminate (or not extend), the Company is typically reasonably certain to extend (or not terminate);

- If any leasehold improvements are expected to have a significant remaining value, the Company is typically reasonably certain to extend (or not terminate), and

- Otherwise, the Company considers other factors including historical lease durations and the costs and business disruption required to replace the leased asset;

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Significant Accounting Policies and Notes to the Financial Statement (Cont'd…)

4.2 Critical Judgements in applying the entity's accounting Policies (Cont'd…)

(a) SLFRS 16 (Cont'd…)

Critical judgements in determining the lease term (Cont'd…)

Most extension options in buildings and motor vehicles leases have not been included in the lease liability, because the Company could replace the assets without significant cost or business disruption.

The lease term is reassessed if an option is actually exercised (or not exercised) or the Company becomes obliged to exercise (or not exercise) it. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects this assessment, and that is within the control of the lessee.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

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Significant Accounting Policies and Notes to the Financial Statement (Cont'd…)

		2025 Rs.	2024 Rs.
5	**Revenue**		
	Income Related to Consultancy Services	90,056,620	118,046,997
	Social Security Contribution Levy (SSCL)	(1,307,206)	(1,471,774)
		88,749,414	**116,575,223**
6	**Direct Costs**		
	Costs Related to Consultancy Services	50,752,535	79,661,371
		50,752,535	**79,661,371**
7	**Other Income / (Losses)**		
	Income From Excess Solar Energy Exported to LECO	-	2,945
	Gain on Disposal of Motor Vehicle	-	5,589,530
	Rental Income	689,787	622,235
	Write-back of Long Outstanding ESC	33,049	-
	Gain / (Losses) on Foreign Currency Exchange	5,601,447	(9,620,847)
		6,324,283	**(3,406,137)**
8	**Result from Operations**		
	Directors' Remuneration	5,398,800	7,467,600
	Auditors' Remuneration - Audit	500,000	500,000
	Repair and Maintenance	1,850,352	1,879,235
	Insurance	1,347,867	2,130,501
	Depreciation on Property, Plant and Equipment	5,004,289	5,784,183
	ROC and Listing Charges	186,101	135,624
	Fuel Charges	3,244,010	3,712,959
	Staff Salaries and Allowances	19,969,536	17,305,629
9	**Finance Income / (Costs)**		
	Finance income:		
	Interest Income	6,774,916	7,910,157
		6,774,916	**7,910,157**
	Finance costs:		
	Interest on Borrowings	(249,379)	(371,910)
	Lease Interest on Finance Leases	(4,662)	(440,797)
	Bank Charges	(83,249)	(107,226)
		(337,290)	**(919,933)**
	Finance Income - Net	**6,437,626**	**6,990,224**
10	**Income Tax Expense**		
	Current Tax on profits for the year	-	-
	Deferred Tax (Reversal) / Provision for the year	(2,394,913)	2,475,361
	Income Tax Expenses	**(2,394,913)**	**2,475,361**
	Statement of other comprehensive income		
	Deferred Tax effect on other comprehensive income	244,428	17,602,765
	Income tax credited to statement of comprehensive income	**244,428**	**17,602,765**

The applicable tax rate on profit was 30%.

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Significant Accounting Policies and Notes to the Financial Statement (Cont'd…)

10 Income Tax Expense (Cont'd…)

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

	2025 Rs.	2024 Rs.
Loss Before Tax	**(286,469)**	**(5,605,560)**
Tax calculated at a tax rate of 30%	(85,941)	(1,681,668)
Expenses not deductible for tax purposes	(2,769,265)	(2,339,443)
Income not subjected to tax purposes	2,932,128	2,693,440
Adjustment due to changes in deferred tax base	(2,471,835)	3,803,032
Tax (Credit) / Charge for the year	**(2,394,913)**	**2,475,361**

11 Earnings / (Loss) Per Share - basic (Rs)

Basic earnings / (loss) per share is calculated by dividing the profit / (loss) attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year:

	2025	2024
Profit / (Loss) attributable to equity holders of the Company	2,108,444	(8,080,921)
Weighted average number of ordinary Shares in issue (Note 20)	90,900,000	90,900,000
Earnings / (Loss) Per Share - basic (Rs.)	**0.023**	**(0.089)**

12 Dividends

The Directors do not recommend that a dividend be paid in respect of the current financial year.

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Significant Accounting Policies and Notes to the Financial Statement (Cont'd…)

13 (a) Property, Plant and Equipment - Freehold

	Balance as at 01.01.2025	Additions during the year	Disposal during the year	Balance as at 31.12.2025
At Cost / Valuation	**Rs.**	**Rs.**	**Rs.**	**Rs.**
Land	52,500,000	-	-	52,500,000
Buildings	49,800,000	-	-	49,800,000
Motor Vehicles	5,270,075	-	-	5,270,075
Office Equipment	1,957,410	20,339	-	1,977,749
Computer Equipment	12,363,664	785,663	-	13,149,327
Furniture and Fittings	4,256,857	529,400	-	4,786,257
Total	**126,148,006**	**1,335,402**	**-**	**127,483,408**

	Balance as at 01.01.2025	Charge for the year	Disposal during the year	Balance as at 31.12.2025
Depreciation	**Rs.**	**Rs.**	**Rs.**	**Rs.**
Buildings	2,490,000	2,490,000	-	4,980,000
Motor Vehicles	5,270,075	-	-	5,270,075
Office Equipment	1,957,410	-	-	1,957,410
Computer Equipment	12,015,129	362,100	-	12,377,229
Furniture and Fittings	3,625,760	377,870	-	4,003,630
Total	**25,358,374**	**3,229,970**	**-**	**28,588,344**
Net Book Value of Assets	**100,789,632**			**98,895,064**

13 (b Property, Plant and Equipment - Leasehold

	Balance as at 01.01.2025	Additions during the year	Disposal during the year	Balance as at 31.12.2025
At Cost / Valuation	**Rs.**	**Rs.**	**Rs.**	**Rs.**
Motor Vehicles	14,795,014	-	-	14,795,014
Total	**14,795,014**	**-**	**-**	**14,795,014**

	Balance as at 01.01.2025	Charge for the year	Disposal during the year	Balance as at 31.12.2025
Depreciation	**Rs.**	**Rs.**	**Rs.**	**Rs.**
Motor Vehicles	12,780,969	1,774,319	-	14,555,288
Total	**12,780,969**	**1,774,319**	**-**	**14,555,288**
Net Book Value of Assets	**2,014,045**			**239,726**

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Significant Accounting Policies and Notes to the Financial Statement (Cont'd…)

		2025 Rs.	2024 Rs.
14	**Trade and Other Receivables**		
	Trade Receivables	26,924,975	44,659,814
	Impairment of Debtors	(6,236,158)	(6,167,117)
	Trade Receivables - Net	**20,688,817**	**38,492,697**
	Deposit and Prepayments [See Note (a) below]	270,000	270,000
	Other Receivables [See Note (b) below]	1,842,508	974,956
		22,801,325	**39,737,653**

(a) Deposits and prepayments mainly consist of electricity deposit of Rs. 120,000/- (2024 - Rs. 120,000/-), fuel deposit of Rs. 150,000/- (2024 - Rs. 150,000/-).

(b) Other receivables mainly consist of proposal bond Rs.522,885/- (2024 - Rs. 222,885/-), Insurance Receivables Rs.586,869/- (2024 - Rs. 100,720/-) and Interest Income Receivable Rs. 588,969/- (2024 - Rs. 577,291/-).

		2025 Rs.	2024 Rs.
15	**Project Working Progress**		
	Cost of Unbilled Projects at the Year End	5,389,763	-
		5,389,763	**-**
16	**Income Tax Receivables / (Payable)**		
	Balance at the beginning of the Year	2,030,820	1,879,116
	Current Income Tax Charge	-	-
	Write-off of Unrecoverable Tax Receivables	(1,697,165)	-
		333,655	**1,879,116**
	Income Tax Paid	-	-
	Set-off with WHT Paid	238,726	151,704
	Balance at the end of the year	**572,381**	**2,030,820**
17	**Financial Assets**		
	Fixed Deposits in Foreign Currency	90,053,372	84,995,449
	Fixed Deposits in Local Currency	33,146,037	32,177,629
		123,199,409	**117,173,078**
18	**Amount Due from Related Parties**		
	Amounts Due from Related Companies		
	Dellogistics International (Private) Limited	2,267,482	12,196,751
	Development Concepts (Private) Limited	632,309	729,005
	International Institute for Development Transformation (Private) Limited	3,182,760	2,073,345
		6,082,551	**14,999,101**

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Significant Accounting Policies and Notes to the Financial Statement (Cont'd...)

		2025	2024
19	**Cash and Cash Equivalents**	**Rs**	**Rs**
	Favourable Cash and Cash Equivalent Balances		
	Foreign Saving Accounts		
	NDB USD - 106500000147	4,456,396	4,605,639
	HNB USD - 043910090575	2,495	2,355
	HNB USD - 043020115339	1,909,500	937,478
	HNB CAD - 043020114864	119,230	106,955
	BOC AUD - 73581610	111,176	97,133
		6,598,797	**5,749,560**
	Local Saving Accounts		
	HNB Savings - 043020153367	381,851	1,019,788
	NDB Savings - 106000331212	19,930	19,722
	BOC Savings - 72791524	69,001	67,447
	NDB MM A/C - 106090020393	-	-
		470,782	**1,106,957**
	Local Current Accounts		
	BOC C/A - 72504353	28,000	29,000
	HNB C/A - 043010005102	25,000	-
	HNB C/A - 043010057211	14,088	-
		67,088	**29,000**
	Cash in Hand		
	Petty Cash	-	7,838
		-	**7,838**
	Total Favourable Cash and Cash Equivalent	**7,136,667**	**6,893,355**
	Unfavourable Cash and Cash Equivalent Balances		
	Local Current Accounts		
	NDB C/A - 101000029484	2,917,671	8,152,936
	HNB C/A - 043010005102	-	539,982
	HNB C/A - 043010057211	-	10,000,940
	Total Unfavourable Cash and Cash Equivalent	**2,917,671**	**18,693,858**
	Total Cash and Cash Equivalent for the Purpose of Statement of Cash	**4,218,996**	**(11,800,503)**

20 Stated Capital

	Ordinary Shares	
		Value of Shares
	No. of Shares	**Rs.**
As at 31 December 2024	90,900,000	90,900,000
As at 31 December 2025	**90,900,000**	**90,900,000**

All issued shares are fully paid and do not have a par value.

	2025	2024
	Rs.	**Rs.**
21 Revaluation Reserve		
Balance at the beginning of the year	41,208,327	58,869,038
Surplus on revaluation during the year	-	-
Recognition of deferred tax liabilities on revaluation	-	(17,660,711)
Balance at the end of the year	**41,208,327**	**41,208,327**

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Significant Accounting Policies and Notes to the Financial Statement (Cont'd…)

		2025 Rs.	2024 Rs.
22	**Loans and Borrowings**		
	Non Current (due more than one year)		
	Lease Creditors		
	CBK 0259	-	-
	PG 5671	-	417,033
		-	**417,033**
	Current (due within one year)		
	Lease Creditors		
	CBK 0259	-	598,535
	PG 5671	394,632	1,578,528
		394,632	**2,177,063**
	Bank Overdrafts	2,917,671	18,693,858
		3,312,303	**20,870,921**
	Total Borrowings	**3,312,303**	**21,287,954**
23	**Retirement Benefit Obligations**		
23.1	***Statement of financial position obligation for:***		
	- Gratuity benefits	**9,868,684**	**9,269,212**
	Income statement charge:		
	- Gratuity benefits	**1,507,983**	**1,351,099**
	Other comprehensive income:		
	- Remeasurement loss	**(814,761)**	**(193,152)**
	The movement in the Retirement Benefit Obligations over the year is as follows:		
	At 01 January	9,269,212	8,111,265
	Current Service Cost	754,446	479,138
	Interest Cost	753,537	871,961
	Remeasurement Gain	(814,761)	(193,152)
	Benefits Paid	(93,750)	-
	At 31 December	**9,868,684**	**9,269,212**
	The amounts recognized in the statement of comprehensive income are as follows:		
	Current Service Cost	754,446	479,138
	Interest Cost	753,537	871,961
		1,507,983	**1,351,099**

Retirement Benefit Obligations are valued using the Projected Unit Credit Method as at 31 December 2025 and the provision is not externally funded.

The principal assumptions used in the calculation were as follows:

Discount Rate	8.19%	10.75%
Expected Salary Increment Rate	7.50%	7.50%
Staff Turnover Rate	11.11%	0.00%

23.2 Sensitivity of assumptions used in the actuarial valuation

The sensitivity analysis have been determined based on a method that extrapolates the impact on the defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period.

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Significant Accounting Policies and Notes to the Financial Statement (Cont'd…)

23 Retirement Benefit Obligations (Cont'd…)

23.2 Sensitivity of assumptions used in the actuarial valuation (Cont'd…)

The sensitivity analysis are based on a change in a significant assumption, keeping all other assumptions constant. The sensitivity analysis may not be representative of an actual change in the defined benefit obligation as it is unlikely that changes in assumptions would occur in isolation from one another.

31 December 2025	**Effect on profit or loss**	**Post Employment Benefit Liability**
If Discount Rate Increases By 1%	47,390	(412,290)
If Discount Rate Decreases By 1%	(43,461)	446,200
If Salary Increment Rate Increases By 1%	(48,401)	444,874
If Salary Increment Rate Decreases By 1%	45,295	(418,575)

31 December 2024	**Effect on profit or loss**	**Post Employment Benefit Liability**
If Discount Rate Increases By 1%	36,013	(486,983)
If Discount Rate Decreases By 1%	(23,551)	586,056
If Salary Increment Rate Increases By 1%	(58,916)	599,432
If Salary Increment Rate Decreases By 1%	46,689	(504,660)

22.3 Distribution of Employee Benefit Obligation over Future Working Lifetime

As at 31 December	**2025 Rs.**	**2024 Rs.**
Less than or equal 1 year	3,625,000	5,628,000
Over 1 year and less than or equal 5 years	-	-
Over 5 year and less than or equal 10 years	1,314,582	926,247
Over 10 years	4,929,102	2,714,965
	9,868,684	**9,269,212**

24 Deferred Income Tax Liabilities

Deferred tax is calculated on all temporary differences under the liability method using the enacted tax rate of 30% (2024 - 30%).

The gross movement on the deferred income tax account is as follows:	**2025 Rs.**	**2024 Rs.**
At beginning of year	21,041,114	962,988
(Reversal) / Provision to income statement	(2,394,913)	2,475,361
Provision / (Reversal) to other comprehensive income	244,428	17,602,765
At end of year	**18,890,629**	**21,041,114**

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24 Deferred Income Tax Liabilities (Cont'd...)

The analysis of deferred tax assets and deferred tax liabilities is as follows:

Deferred tax assets		
- Deferred tax assets to be recovered after more than 12 months	(4,651,567)	(3,242,910)
	(4,651,567)	**(3,242,910)**
Deferred tax liabilities		
- Deferred tax liabilities to be recovered after more than 12 months	23,542,196	24,284,024
	23,542,196	**24,284,024**
	18,890,629	**21,041,114**

Deferred tax liabilities	**Accelerated tax**	**Total**
At 01 January 2024	6,179,287	6,179,287
Charged to income statement	559,918	559,918
Charged to other comprehensive income statement	17,544,819	17,544,819
At 31 December 2024	**24,284,024**	**24,284,024**
(Credited) / Charged to income statement	(741,828)	(741,828)
Charged to other comprehensive income statement	-	-
At 31 December 2025	**23,542,196**	**23,542,196**

Deferred tax Assets	**Retirement Benefit**	**Impairment of Debtors**	**Tax Losses**	**Total**
At 01 January 2024	2,433,380	1,850,135	932,784	5,216,299
Credited / (Charged) to income statement	405,330	(1,850,135)	(470,638)	(1,915,443)
(Charged) to other comprehensive income	(57,946)	-	-	(57,946)
At 31 December 2024	**2,780,764**	**-**	**462,146**	**3,242,910**
Credited / (Charged) to income statement	424,269	20,712	1,208,104	1,653,085
(Charged) to other comprehensive income	(244,428)	-	-	(244,428)
At 31 December 2025	**2,960,605**	**20,712**	**1,670,250**	**4,651,567**

	2025 Rs.	**2024 Rs.**
25 Trade and Other Payables		
Trade Payables	26,258,882	25,861,786
Provision for Labour Case	691,540	691,540
Provision for Legal Case - Vimalachandran	874,975	874,975
VAT Payable	119,908	2,891,797
Accrued Expenses [See Note (a) below]	4,971,414	4,976,092
	32,916,719	**35,296,190**

(a) Accrued expenses mainly consists of Salary payable of Rs 1,565,635/- (2024 - Rs 2,161,161/-), EPF payable of Rs 333,664/- (2024 - Rs 475,000/-), ETF payable of Rs 50,049/- (2024 - Rs 71,250/-), Audit fee payable of Rs 500,000/- (2024 - Rs 500,000/-), PAYE payable of Rs 45,250/- (2024 - Rs 652,934/-) and Retainer fee payable of Rs 255,000/- (2024 - Rs 390,000/-).

	2025 Rs.	**2024 Rs.**
26 Amounts Due to a Director		
Director		
Mr. K. A. K. Jayatilake	1,823,496	1,916,936
	1,823,496	**1,916,936**

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Significant Accounting Policies and Notes to the Financial Statement (Cont'd...)

27 Contingent Liabilities and Assets

***27* Contingent Liabilities**

A case has been filed at the Anuradhapura Labour Tribunal against E M L Consultants PLC by a consultant that was retained on fee basis for a specific project, however claiming for EPF/ETF (Case No 27/Anu/2546/2020). The case is only partly heard and pending for further hearing where the dates have not been fixed yet.

***27* Contingent Assets**

There is no contingent asset as at the statement of financial position date.

28 Commitments

***28* Capital commitments**

There were no material capital commitments outstanding as at the statement of financial position date.

***28* Financial commitments**

There were no material financial commitments outstanding as at the statement of financial position date.

	2025 Rs.	2024 Rs.
29 Financial Instruments by category		
a) Financial assets - at amortised cost		
Trade and Other Receivables (excluding advances and prepayments)	22,531,325	39,467,653
Amounts due from Related Parties	6,082,551	14,999,101
Financial Assets - Fixed Deposits	123,199,409	117,173,078
Cash and Cash Equivalents	7,136,667	6,893,355
	158,949,952	**178,533,187**
b) Financial liabilities - at amortised cost		
Trade and Other Payables (excluding statutory liabilities)	26,258,882	25,861,786
Amounts due to Related Parties	1,823,496	1,916,936
Loans and Borrowings	394,632	2,594,096
Bank Overdrafts	2,917,671	18,693,858
	31,394,681	**49,066,676**

c) Credit quality of financial assets

The credit quality of financial assets that are neither past due nor impaired and past due but not impaired can be assessed by historical information about counterparty default rates of trade and related party receivables or external credit rating with reference to financial institutions:

Trade receivables:	2025 Rs.	2024 Rs.
Local Customers	25,747,873	31,407,608
Foreign Customers	1,177,102	13,252,206
	26,924,975	**44,659,814**
Counterparties without external credit rating:		
Group 1	15,595,615	34,163,803
Group 2	11,329,360	10,496,011
Group 3	-	-
Total unimpaired trade and related party receivables	**26,924,975**	**44,659,814**

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Significant Accounting Policies and Notes to the Financial Statement (Cont'd…)

29 Financial Instruments by category (Cont'd…)

c) Credit quality of financial assets (Cont'd…)

Group 1 – customers / related parties (less than 6 months).
Group 2 – customers / related parties (more than 6 months) with no defaults in the past.
Group 3 – customers / related parties (more than 6 months) with some defaults in the past. All defaults were fully recovered.

Cash and Cash Equivalent:		
A+	4,490,414	4,625,361
AA-	2,438,076	2,066,576
B-	208,177	193,580
Cash in Hand	-	7,838
	7,136,667	**6,893,355**
Financial Assets (Short Term Investment):		
A+	90,053,372	84,995,449
AA-	-	-
	90,053,372	**84,995,449**

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Significant Accounting Policies and Notes to the Financial Statement (Cont'd…)

30 Events after the reporting date

The have been no material events occurred between statement of financial position date and the date on which the financial statements are authorized for issue that required adjustments to or disclosures in the financial statements.

31 Directors interest in contracts with the company and related party transactions

Director interest in contracts

The directors of the Company are also directors of following companies with which the Company had transactions in the ordinary course of business during the year.

	Mr. K.A.K Jayatilake	Mr. H.N.J Chandrasekar
Dellogistics International (Pvt) Ltd		X
Eco Tech Management (Pvt) Ltd		X
Thilina Bookshop - Proprietor		X
International Institute for Development Transformation (Pvt) Ltd		X
Zeneth BPO (Private) Limited		
TEDHA (Pvt) Ltd		X
Sustainable Agenda (Pvt) Ltd		X
Sustainable Engineering Concept (Pvt) Ltd		X

31.2 Related party transactions

The following transactions were carried out with related parties under normal commercial terms:

31.2.1 Key management compensation

Key management includes members of the Board of Directors of the Company. The compensation paid or payable to key management for employee services is shown below:

	2025 Rs	2024 Rs
Remuneration paid	5,398,800	7,467,600
	5,398,800	**7,467,600**

31.2.2 Interest charges for loan given to Related Party

Dellogistics International (Private) Limited	1,210,117	2,115,390
	1,210,117	**2,115,390**

31.2.3 Interest received from related party for loan

Dellogistics International (Private) Limited	1,139,386	1,756,967
	1,139,386	**1,756,967**

MGI KAL Rupasinghe & Co.,
Chartered Accountants

E M L Consultants PLC
Significant Accounting Policies and Notes to the Financial Statement (Cont'd…)

31 Directors interest in contracts with the company and related party transactions (Cont'd…)

Related party transactions (Cont'd…)

	2025	2024
31.2.4 Expense made by the Company on behalf of the Related Part	**Rs.**	**Rs.**
Mr. K. A. K. Jayatilake	93,440	386,062
Development Concepts (Private) Limited	507,760	-
International Institute for Development Transformation (Private) Limited	1,253,304	1,528,684
	1,854,504	**1,914,746**
31.2.5 Payment received from related parties		
International Institute for Development Transformation (Private) Limited	143,890	1,475,804
Dellogistics International (Private) Limited	10,000,000	-
Development Concepts (Private) Limited	604,456	-
Eco Tech Management (Private) Limited	-	2,220,001
	10,748,346	**3,695,805**
31.3 Outstanding balance arising from above transactions;		
(a) ***Amounts Due from Related Parties:***		
Dellogistics International (Private) Limited	2,267,482	12,196,751
Development Concepts (Private) Limited	632,309	729,005
International Institute for Development Transformation (Private) Limited	3,182,760	2,073,345
	6,082,551	**14,999,101**
(b) ***Amounts Due to Directors***		
Mr. K. A. K. Jayatilake	1,823,496	1,916,936
	1,823,496	**1,916,936**

24 FIVE YEARS' FINANCIAL SUMMARY

EML CONSULTANTS PLC
Statement of Comprehensive Income
For the Year Ended 31st December

	2021	2022	2023	2024	2025
	Rs	Rs	Rs	Rs	Rs
Revenue	110,497,518	132,482,840	90,054,222	116,575,223	88,749,414
Direct Cost	(72,872,968)	(85,969,316)	(53,107,452)	(79,661,371)	(50,752,535)
Gross profit	37,624,550	46,513,524	36,946,770	36,913,852	37,996,879
Earnings before interest and tax	8,383,555	61,308,387	(21,212,940)	(12,595,784)	(6,724,095)
(Loss) / profit before tax	8,294,221	62,136,440	(8,452,485)	(5,605,560)	(286,469)
Income tax	(951,950)	(1,566,668)	812,765	(2,475,361)	2,394,913
(Loss) / Profit for the year	**7,342,271**	**60,569,772**	**(7,639,720)**	**(8,080,921)**	**2,108,444**

EML CONSULTANTS PLC
Statement of Financial Position
As at 31st December

	2021	2022	2023	2024	2025
	Rs	Rs	Rs	Rs	Rs
Total Non-current assets	63,445,193	56,771,354	109,421,431	102,803,677	99,134,790
Total current assets	133,247,289	182,059,463	164,383,981	180,834,007	165,182,096
Total Assets	**196,692,482**	**238,830,817**	**273,805,412**	**283,637,684**	**264,316,886**
Stated capital	90,900,000	90,900,000	90,900,000	90,900,000	90,900,000
Revaluation Reserve	-	-	58,869,038	41,324,219	41,324,219
Retained earnings	16,067,788	79,875,932	70,547,774	62,602,059	65,280,836
Total Shareholder's funds	106,967,788	170,775,932	220,316,812	194,826,278	197,505,055
Total Non-current liabilities	16,903,154	12,643,378	11,565,910	30,727,359	28,759,313
Total Current liabilities	72,821,540	55,411,507	41,922,690	58,084,047	38,052,518
Total Liabilities	89,724,694	68,054,885	53,488,600	88,811,406	66,811,831
Total Equity and Liabilities	**196,692,482**	**238,830,817**	**273,805,412**	**283,637,684**	**264,316,886**

25 SHARE AND OTHER INFORMATION

1. Stock Exchange Listing

The Company's shares are listed on the Empower Board of the Colombo Stock Exchange

2. Distribution of shareholders

Analysis of Share Holders according to the No of Shares (Local & Foreign) 31.12.2025

Description	Local Holders	Foriegn Holders	Local Shares	Foriegn Shares	Local %	Foriegn %
1 To 1,000 Shares	819	0	215,783	0	0.24	0.00
1,001 To 10,000 Shares	636	0	2,842,069	0	3.13	0.00
10,001 To 100,000 Shares	383	1	12,977,982	90,000	14.28	0.10
100,001 To 1,000,000 Shares	94	1	24,662,932	148,925	27.13	0.16
Over 1,000,001 Shares	4	0	49,962,309	0	54.96	0.00
	1936	**2**	**90,661,075**	**238,925**	**99.74**	**0.26**

Analysis of Share Holders according to the No of Shares (Company & Members) 31.12.2025

Description	Company	Member	Company Shares	Member Shares	Company %	Member %
1 To 1,000 Shares	8	811	805	214,978	0.00	0.24
1,001 To 10,000 Shares	22	614	119,206	2,722,863	0.13	3.00
10,001 To 100,000 Shares	31	353	1,359,448	11,708,534	1.50	12.88
100,001 To 1,000,000 Shares	28	67	7,541,716	17,270,141	8.30	19.00
OVER 1,000,001 Shares	2	2	28,934,264	21,028,045	31.83	23.13
	91	**1847**	**37,955,439**	**52,944,561**	**42**	**58**

3. Top 20 Shareholders as at 31st December 2025

EML CONSULTANTS PLC

TOP 20 SHAREHOLDER LIST AS AT 31.12.2025

SERIAL NO.	NAME OF SHAREHOLDER	No. of Shares	%
1	AEROFORM (PRIVATE) LIMITED	27,000,000	**29.70**
2	MR.KALUACHCHIGAMAGE AVANTHI KUMARA JAYATILAKE	19,266,742	**21.20**
3	SAMPATH BANK PLC/MR. LLEWELLYN ALPHONSUS JOSEPH FIEDELIS MORAIS	1,934,264	**2.13**
4	MR.KANDE GAMARALALAGE CHANDRAJITH SHALIKA KULATHISSA	1,761,303	**1.94**
5	Mr TILAK HEWAWASAM	944,445	**1.04**
6	ASSETLINE FINANCE LIMITED/M.S.HIRIPITIYA	705,112	**0.78**
7	MERCHANT BANK OF SRI LANKA & FINANCE PLC/K.L.K.M. INDIKA	700,388	**0.77**
8	SENKADAGALA FINANCE PLC/L.A.J.F.MORAIS	683,489	**0.75**
9	MR,LEKAMWASAM HIKKADUWA LIYANAGE THEJA DILHAN HARADASA	660,951	**0.73**
10	MR.DINESH NIROSH PRADEEP RATHNAYAKE	625,000	**0.69**
11	MR.MOHAMED THASEEN RAJAB KHAN	614,165	**0.68**
12	MRS.MALINI ARUDPRAGASAM	600,080	**0.66**
13	CITIZENS DEVELOPMENT BUSINESS FINANCE PLC/K.D.C. SOMALATHA AND K. NANDASIRI	549,999	**0.61**
14	MR.ELABODA KANKANAMGE NIMAL PREMARATNE / MRS. T. A. L. PERERA	518,733	**0.57**
15	COMMERCIAL BANK OF CEYLON PLC/ S.A. SENEVIRATNE	500,000	**0.55**
16	MR.ASURAPPULI KANKANAMGE ROSHAN DILIP KUMARA	498,929	**0.55**
17	MR.LOKU KODIKARAGE THAMINDU LAKSHAN	470,000	**0.52**
18	MR.ABEYSIRI HEMAPALA MUNASINGHE	455,000	**0.50**
19	SENKADAGALA FINANCE PLC/A.K.G.INDIKA	450,000	**0.50**
20	DFCC BANK PLC/K.G. GEEKIYAYANA	401,022	**0.44**
		59,339,622	**65.28**

4. Market Prices of shares during 2025

	Rs.
Highest Market price per Share	**5.90**
Lowest Market price per Share	**3.40**
Last Traded Price per Share	**4.60**
Earnings Per Share 2025 (LKR)	**0.02**
Net assets value per shares (LKR)	**2.17**

5. Details of properties held by the Company

The Company owns a land and building situated at 6/10, Rajamahavihara Road, PitaKotte, Sri Lanka. Land is with an Extent of -15 perches and the building consists of 8,215 sqft.

26 CORPORATE INFORMATION

Company	E M L Consultants PLC
Registered Office	6/10, Rajamahavihara Road, Pita Kotte, Sri Lanka Tel: +94 11 5535880 Fax: +94 11 2854762 Email: info@emlconsultants.com Web: www.emlconsultants.com
Date, Place and Authority of Incorporation	Incorporated as a Private Limited Liability company on 10th March 1993 under the name of Environment and Management Lanka (Private) Limited, under the Companies Act No. 17 of 1982. Name of the Company has been changed to EML Consultants (Private) Limited on 23rd April 2007. The Company was re-registered under Companies Act No. 07 of 2007 on 14th January 2008. The Company has changed its status to a Limited Liability Company on 9th June 2021 and 09th November 2021 as Public Quoted company in terms of Companies Act No. 7 of 2007 - incorporated in Colombo
Company Registration Number	PQ 00240481
Board of Directors	Mr.K.Hettiarachchi –Chairman - Non-Executive, Non-Independent Director Mr. K. A. K. Jayatilake – Jt. Managing Director, Executive Director Mr. P.I.G.Galhena – Jt .Managing Director, Executive Director Mr. L. Abeysinghe – Executive Director Mr. H. N. J. Chandrasekera – Non-Executive Independent Director Mr. K.P.P.H. Mihiripenna - Non-Executive Independent Director
Company Secretary and Registrars	Business Intelligence (Pvt) Limited No 10, Gothami Road, Colombo 08. Tel – 00 94 11 2015913 (Dir), 2015900 (Gen) Fax – 00 94 11 201596
Company Lawyer	Riktha Legal Services, No.66/1, Walter Gunasekera Mw Nawala. Tel: 077 933 3834
Auditors to the Company	MGI KAL Rupasinghe & Co., Chartered Accountants No. 31/1, Dudley Senanayake Mawatha, Colombo 08

20 STATEMENT OF FINANCIAL POSITION

MGI KAL Rupasinghe & Co.,
Chartered Accountants

EM LIC:onsultants PLC
Statement of Financial Position
As at 31st December

	Notes	2025 Rs.	2024 Rs.
Assets			
Non Current Assets			
Property, Plant and Equipment - Freehold	13 (a)	98,895,064	100,789,632
Property, Plant and Equipment - Leasehold	13 (b)	239,726	2,014,045
Total Non Current Assets		**99,134,790**	**102,803,677**
Current Assets			
Trade and Other Receivables	14	22,801,325	39,737,653
Project Work in Progress	15	5,389,763	
Income Tax Receivable	16	572,381	2,030,820
Financial As.sets	17	123,199,409	117,173,078
Amount due from Related Parties	18	6,082,551	14,999,101
Cash and Cash Equivalents	19	7,136,667	6,893,355
Total Current Assets		**165,182,096**	**180,834,007**
TOTAL ASSETS		**264,316,886**	**283,637,684**
Equity and Liabilities			
Capital and Reserves			
Stated Capital	20	90,900,000	90,900,000
Revaluation Reserve	21	41,324,219	41,324,219
Retained Earnings		65,280,836	62,602,059
Total Shareholders' Equity		**197,505,055**	**194,826,278**
Non Current Liabilities			
Loans and Borrowings	22		417,033
Retirement Benefit Obligations	23	9,868,684	9,269,212
Deferred Tax Liabilities	24	18,890,629	21,041,114
Total Non Current Liabilities		**28,759,313**	**30,727,359**
Current Liabilities			
Loans and Borrowings	22	3,312,303	20,870,921
Trade and Other Payables	25	32,916,719	35,296,190
Amounts due to a Director	26	1,823,496	1,916,936
Total Current Liabilities		**38,052,518**	**58,084,047**
Total Liabilities		**66,811,831**	**88,811,406**
TOTAL EQUITY AND LIABILITIES		**264,316,886**	**283,637,684**

The accounting policies and notes on pages 07 to 31 form an integral part of these financial statements.

The Financial Statements are in compliance with the requirements of the Companies Act No. 07 of 2007.

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Head of Finance

The Board of Directors is responsible for the preparation and presentation of these Financial Statements.
Approved and signed for and on behalf of the Board.

.....
K.A.K. Jayathilake
Director

.....
K.P.P.H. Mihiripenna
Director

Colombo
22nd April 2026

	Tel: 011 2815655 Fax: 011 2199819
Tax Identification Number	114106933
Bankers:	National Development PLC Colombo 7 Branch, No.103A, Dharmapala mw, Colombo 7. Hatton National Bank PLC Kirupalone Branch, No.22, Edmonton Rd, New Baseline Road Colombo 06. Bank of Ceylon Regent Street Branch, Colombo 10.

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27 NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the **5th Annual General Meeting** of EML Consultants PLC will be held **on 23rd June 2026 at 10.00 a. m.** at the registered office of the Company **via virtual platform (Zoom)** for the following purposes:

1. Receive and consider the Annual Report of the Board of Directors on the affairs of the Company for the year ended 31st December 2025 and the Report of the Auditors thereon.

2. Re-election of following Directors appointed to the Board subsequent to the Last Annual General Meeting, in terms of Article 21.2 of the Articles of Association of the Company.
   - Mr. Lolitha Abeysinghe
   - Mr. Prasad Indika Gnanasena Galhenage
3. Re-election of following Directors in terms of section 211 of the Companies Act no 7 of 2007, who are over 70 years of age as a Director. Accordingly, the following resolutions to be passed for this purpose, if thought fit.

   a) Mr. Karunasena Hettiarachchi

   IT IS HEREBY RESOLVED that Mr. Karunasena Hettiarachchi, be and is hereby re-elected as a Director and it is specifically declared that the age limit of 70 years in terms of section 210 of the Companies Act shall not apply to the said Mr. Karunasena Hettiarachchi.

   b) Mr. Hadapangodage Nandasiri Jayaraja Chandrasekera

   IT IS HEREBY RESOLVED that Mr. Hadapangodage Nandasiri Jayaraja Chandrasekera, be and is hereby re-elected as a Director and it is specifically declared that the age limit of 70 years in terms of section 210 of the Companies Act shall not apply to the said Mr. Hadapangodage Nandasiri Jayaraja Chandrasekera.

   c) Mr. Kaluachchigamage Avanthi Kumara Jayatilake,

   IT IS HEREBY RESOLVED that Mr. Kaluachchigamage Avanthi Kumara Jayatilake, be and is hereby re-elected as a Director and it is specifically declared that the age limit of 70 years in terms of section 210 of the Companies Act shall not apply to the said Mr. Kaluachchigamage Avanthi Kumara Jayatilake.

4. **Re-appoint the retiring Auditors**, M/s. MGI KAL Rupasinghe & Company Chartered Accountants for the ensuing year and to authorize the Directors to determine their remuneration.

By Order of the Board,
EML CONSULTANTS PLC
BUSINESS INTELLIGENCE (PRIVATE) LIMITED

Secretaries

25.05. 2026

Notes:

1. *A member entitled to attend and vote at the above meeting is required to complete and submit a pre-registration form in order to ensure participation at the AGM of the Company. Only members of EML are entitled to take part at the AGM of EML.*
2. *A Pre-registration form is enclosed for this purpose to be completed by EML Shareholders only.*
3. *A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his/her behalf. A proxy need not be a member of the Company.*
4. *A form of proxy is enclosed for this purpose.*
5. *The form of proxy must be completed and deposited at the Registered office of the Company, No. 6/10, Rajamaha Vihara Road, Pita Kotte,* or e-mailed to "samanga@msl.lk or indika@emlconsultants.com" *not less than forty eight hours prior to the time appointed for holding the meeting.*

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28 Form of Proxy

(Annexure 1)

NIC/P.P/Co. Reg. Number

I/We the undersigned ..... Bearing NIC No .....,of ..... … being a member/members of EML Consultants PLC, hereby appoint

Full name of proxy - ……
NIC of Proxy -……
Address of Proxy -……
Contact Numbers - Land ……..... Mobile .....
Email address …….

Failing him
Mr. K. Hettiarachchi or failing him
Mr. K. P. P. H. Mihiripenna or failing him
Mr. K. A. K. Jayatilake or failing him
Mr. H. N. J. Chandrasekera or failing him
Mr. L. Abeysinghe or failing him
Mr. P. I. G. Galhenage

as my/our proxy to represent me/us and * to vote for me/us on my/our behalf at the Annual General Meeting to be held on **23rd June 2026, at 10.00** a.m. at the Registered Office of the Company via Virtual Platform (Zoom) and at any adjournment thereof and at every poll which may be taken in consequence thereof.

Please mark your preference with "X".
Ordinary Resolution

	For	*Against*	*Abstained*
1. Appoint Directors in terms of Article 21.2 of the Articles of Association of the Company.			
(i) Mr. L. Abeysinghe	☐	☐	☐
(ii) Mr. P. I. G. Galhenage	☐	☐	☐
2. Re- election of Directors in terms of Section 211 of the Companies Act No. 7 of 2007			
(i) Mr. Karunasena Hettiarachchi	☐	☐	☐
(ii) Mr. H. N. J. Chandrasekera	☐	☐	☐
(iii) Mr. K. A. K. Jayatilake	☐	☐	☐
3. To re-appoint the retiring auditors M/s. MGI KAL Rupasinghe & Company Chartered Accountants for the ensuing year and authorize Directors to determine their remuneration.	☐	☐	☐

As witness my/our hands this ……. day of..... **2026**

……
Signature

INSTRUCTIONS AS TO COMPLETION

1. In order to appoint a proxy, this form shall in the case of an individual be signed by the shareholder or by his/her Attorney and in the case of a company/corporation, the form of proxy must be under its Common Seal, which should be affixed and attested in the manner prescribed by its Articles of Association.
2. The full name, NIC No. and address of the Proxy holder and of the Shareholder appointing the Proxy holder should be entered legibly in the form of proxy.
3. The duly completed form of proxy must be deposited at the Registered Office of the Company at No. 6/10, Rajamaha Vihara Road, Pita Kotte or e-mailed to "samanga@msl.lk or indika@emlconsultants.com" not later than 48 hours prior to the time appointed for holding of the meeting.
4. In the case of a proxy signed by an Attorney, the relevant Power-of-Attorney or a certified copy thereof should also accompany the completed form of proxy and must be deposited at the Registered Office of the Company or email as above noted.