

aadhyanta

**First Annual Report
2020/21**

**प्रथम वार्षिक प्रतिवेदन
२०२०/२०२१**

Aadhyanta Fund Management Limited

Promoted By



High Net Worth
Individuals, Professionals
and Prominent Individuals

संचालक समिति



यज्ञ प्रकाश न्यौपाने
(कृषि विकास बैंक लिमिटेडको प्रतिनिधि)
अध्यक्ष



आरती राज्य लक्ष्मी राणा
(सनराइज बैंक लिमिटेडको प्रतिनिधि)
संचालक



सुमन पोखरेल
संचालक



प्रदिप सिउदेल (शर्मा)
संचालक



किशोरी मानन्धर
स्वतन्त्र संचालक

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प्रथम वार्षिक साधारण सभा सम्बन्धी सूचना

आदरणीय शेयरधनी मानुभावहरुमा यस कम्पनीको मिति २०७८।०९।०५ गते बसेको संचालक समितिको सातऔं बैठकको निर्णयनुसार आ.व.२०७७/०७८ को प्रथम वार्षिक साधारणसभा निम्न मिति, समय, स्थान मा निम्न विषयहरु उपर छलफल तथा निर्णय गर्न बस्ने भएको हुँदा सम्पूर्ण शेयरधनी महानुभावहरुको उपस्थितिको/जानकारी तथा सहभागितको लागि कम्पनी ऐन दफा ६७ बमोजिम यो सूचना प्रकाशित गरिएको छ ।

वार्षिक साधारण सभा हुने मिति, स्थान र समय :

मिति : २०७८/०९/२६ (तद अनुरूप १० जनवरी २०२२)

समय : बिहान ८:०० बजे ।

स्थान : कम्पनीको रजिष्टर्ड कार्यालय, काठमाडौं ४, बालुवाटार ।

(कोभिड १९ को बढ्दो जोखिमका कारण नेपाल सरकारद्वारा तोकिएको स्वास्थ्य सुरक्षा सम्बन्धी सबै मापदण्ड पालना गरी साधारण सभामा अनलाइन प्रविधि मार्फत सहभागी हुन मिल्ने गरी शेयरधनी महानुभावहरुलाई Meeting ID तथा Details उपलब्ध गराउने व्यवस्था गरीएको छ ।)

छलफल तथा निर्णयका लागि निर्धारित विषय सूची

क) सामान्य प्रस्तावहरु

१. संचालक समितिको तर्फबाट अध्यक्षज्यूले आ.व २०७७/०७८ को वार्षिक प्रतिवेदन प्रस्तुत गर्ने र सो उपर छलफल गरी पारित गर्ने ।
२. लेखापरिक्षक प्रतिवेदन सहितको आ.व २०७७/०७८ को वासलात, नाफा नोक्सान हिसाव र नगद प्रवाह विवरण प्रतिवेदन उपर छलफल गरी पारित गर्ने ।
३. आ.व २०७८/०७९ को लागि संचालक समितिले सिफारिस गरे बमोजिम लेखापरिक्षक नियुक्ति गर्ने तथा निजको पारिश्रमिक निर्धारण गर्ने ।
४. संचालक समितिको निर्वाचन सम्बन्धमा ।
५. संचालक समितिको बैठक भत्ता तथा अन्य सुबिधाहरु स्वीकृत तथा अनुमोदन गर्ने सम्बन्धमा ।
६. सम्बद्ध कम्पनीसंगको कारोबार स्वीकृत गर्ने सम्बन्धमा ।
७. विविध ।

ख) विशेष प्रस्तावहरु

१. प्रबन्धपत्र तथा नियमावलीको संशोधन गर्ने ।
 - १.१ कम्पनीको जारी पूँजी रु. ४२,५०,००,००० बाट बृद्धि गरी रु. ५०,००,००,००० कायम गर्नु पर्ने भएको हुँदा प्रबन्धपत्रको दफा ६(२) संशोधन गर्ने ।
 - १.२ कम्पनीको नियमावलीको नियम २७(२) संशोधन गरी संचालक समितिको संख्या परिवर्तन गर्ने ।
 - १.३ प्रबन्धपत्र तथा नियमावलीमा भएको संशोधन नियमनकारी निकायले फेरबदल, संशोधन, परिमार्जन गर्न वा मिलाउन कुनै सुझाव वा निर्देशन दिएमा सोहि अनुरूप आवश्यक समायोजन गर्न कम्पनीको संचालक समितिलाई अस्तित्कारी प्रदान गर्ने ।

ग) विविध ।

सभा सम्बन्धी सामान्य जानकारी

- १) हाल कोभिड १९ महामारीको रोकथाम तथा नियन्त्रणका लागि नेपाल सरकारबाट जारी गरीएका स्वास्थ्य सम्बन्धि निर्देशन एवं मापदण्डहरूको सम्मान एवं परिपालना गर्दै अनलाइन (Virtual Meeting) माध्यमबाट उपस्थित हुने व्यवस्था समेत मिलाइएको हुँदा यथासक्य अनलाइन (Virtual Meeting) माध्यमबाट उपस्थित भइदिनु हुन सम्पूर्ण शेयरधनीहरूलाई अनुरोध गर्दछौं ।
- २) अनलाइन (Virtual Meeting) माध्यमबाट उपस्थित भई साधारणसभा सहभागी हुन चाहने शेयरधनी महानुभावहरूले info@aadhyanta.com मा ईमेल गरी वा कार्यलय मा सम्पर्क गरी सभा हुनु भन्दा २४ घण्टा अगावै नाम र ईमेल ठेगाना टिपाउनु पर्नेछ । यसरी प्राप्त भएको इमेलमा Meeting ID उपलब्ध गराई सभामा सहभागी हुने व्यवस्था मिलाईनेछ । यस प्रक्रियाबाट उपस्थित हुने शेयरधनी महानुभावहरूलाई सभामा उपस्थित भए सरह मान्यता दिइनेछ । सभामा आफ्नो राय सुभावा दिन चाहनुहुने महानुभावले लिखित रुपमा आफ्नो राय कम्पनी सचिवको इमेल ठेगानामा समेत दिनसक्ने व्यवस्था मिलाइएको छ । उपस्थित गणपूरक संख्या सभा संचालनको निमित्त निर्दिष्ट संख्या अनुसार पर्याप्त भएमा मात्र सभा संचालन हुनेछ ।
- ३) साधारण सभामा भाग लिन आषनो प्रतिनिधि नियुक्त गर्न चाहने शेयरधनीहरूले प्रचलित कम्पनी कानूनले तोकेको ढाँचामा वा वार्षिक प्रतिवेदन पुस्तिका अनुसारको, सम्पूर्ण शेयरको प्रतिनिधि एउटै ब्यक्ति हुने गरी, प्रतिनिधिपत्र (प्रोक्सी) नियुक्त गरी सभा शुरु हुनुभन्दा ४८ घण्टा पहिले अर्थात् मिति २०७८/०९/२४ गते बिहान ८:०० बजे भित्र ईमेल मार्फत वा लिखित रुपमा यस कम्पनीमा दर्ता गराई सक्नु पर्नेछ । यसरी प्रतिनिधि (प्रोक्सी) नियुक्त गरिएका व्यक्ति यो सूचना प्रकाशन भएको मिति अगाडीको शेयरधनी हुनु अनिवार्य छ ।
- ४) एक भन्दा बढी व्यक्तिहरूको संयुक्त नाममा शेयरदर्ता रहेको अवस्थामा सर्वसम्मतबाट प्रतिनिधि चयन गरिएको एक जनाले मात्र वा लगात किताबमा पहिलो नाम उल्लेख भएको व्यक्तिले सभामा भागलिन सक्नु हुनेछ । कुनै संगठित संस्था वा कम्पनीले शेयर खरीद गरेको हकमा त्यस्ता संगठित संस्था वा कम्पनीले मनोनित गरेको प्रतिनिधिले शेयर वालाको हैसियतले सभामा भागलिन सक्नु हुनेछ ।
- ५) सभामा भाग लिन प्रतिनिधि नियुक्त गरीसकेपछि सम्बन्धित शेयरधनीले आफैले भाग लिन वा प्रतिनिधि फेरबदल गर्न चाहेमा सभा शुरु हुनुभन्दा कम्तीमा ४८ घण्टा अगावै सो को सूचना कम्पनीको रजिष्टर्ड कार्यलयमा वा ईमेल मार्फत दर्ता गरीसक्नुपर्नेछ । अन्यथा प्रतिनिधि फेरबदल हुनसक्ने छैन । तर सभामा शेयरधनी स्वयम उपस्थित हुन आएमा शेयरधनीले गरीदिएको प्रतिनिधि नियुक्तिको अस्तित्वरनामा स्वतः बदर हुनेछ ।
- ६) सभा शुरु हुनु भन्दा १५ मिनेट अगाडीबाट मिडियो कन्फ्रेन्स (Virtual Meeting) खुल्ला गरिनेछ । उक्त १५ मिनेटको समयभित्र सभामा सहभागी हुने शेयरधनी महानुभावहरूलाई दिईएको :भमतप्लन क्ष को माध्यमबाट यनप्ल गरी आफ्नो परिचय र शेयर संख्या सहित उपस्थितिको जानकारी सभालाई दिनु पर्नेछ । शेयरधनी महानुभावहरूले Chat Box बाट समेत आफ्नो परिचय र शेयर कित्ता संख्या सहितको जानकारी गराई उपस्थिति यकिन गराउन सक्नु हुनेछ ।
- ७) कुनै शेयरधनी महानुभावले छलफलका विषयहरू मध्ये विविध शिर्षक अन्तर्गत कम्पनी सम्बन्धी कुनै विषयमा छलफल गर्न गराउन चाहेमा सभा हुनु भन्दा ७ दिन अगावै कम्पनी प्रचलित कानून अनुसार सचिव/कर्मचारी मार्फत संचालक समितिको अध्यक्षलाई लिखित रुपमा प्रस्ताव दिनुपर्नेछ । तर त्यस्तो प्रस्ताव साधारण सभामा छलफल वा पारितको रुपमा समावेस गर्ने वा नगर्ने अधिकार संचालक समितिको अध्यक्षमा निहित हुनेछ ।
- १०) संचालकको निर्वाचनसंग सम्बन्धित जानकारी साधारण सभा हुनु भन्दा १५ दिन अगावै कम्पनीको केन्द्रिय कार्यालय स्थित सूचना पाठिमा निर्वाचन सम्बन्धि कार्यक्रमको सूचना प्रकाशित गरीनेछ ।
- ११) संचालक निर्वाचन सम्बन्धि कार्यक्रम कम्पनीको निर्वाचन निर्देशिका बमोजिम हुनेछ ।
- १२) कम्पनीले यो सूचना प्रकाशित भएको मितिसम्म शेयर वापत माग गरेको सम्पूर्ण रकम चुक्ता गरेको, नियमावलीको नियम २८ मा उल्लेख भए बमोजिमको संख्यामा आषनो नाममा शेयर लिएको, कम्पनी ऐनले संचालक हुन बन्देज नगरेको र

धितोपत्र बोर्डले जारी गरेको विशिष्टिकृत लगानी नियमावली २०७५ ले निर्धारण गरे बमोजिम योऽयता पुगेको शेयरधनी मात्र सम्बन्धित समूहको संचालक पदको निर्वाचनमा उम्मेदवार हुन सक्नेछ ।

- १३) संचालक पदमा उम्मेदवार हुन चाहने शेयरधनीले कम्पनीको केन्द्रिय कार्यालय स्थित सूचना पाटिमा प्रकाशित निर्वाचन सम्बन्धित कार्यक्रमको सूचनामा उल्लेखित समयावधि भित्र आफ्नो समूहको एकजना शेयरधनीले तोकिएको ढाँचामा मनोनयनपत्र तथा सो को दस्तुर रु ५,००० मात्र (पछि फिर्ता नहुने) आफ्नो नाम दर्ता गर्नुपर्नेछ । उम्मेदवारीबाट आफ्नो नाम फिर्ता लिन चाहेमा समेत सोहि निर्वाचन सम्बन्धित कार्यक्रममा उल्लेखित समय भित्र उम्मेदवारी फिर्ता लिन सकिनेछ ।
- १४) प्रथम वार्षिक साधारण सभा सम्बन्धी थप जानकारी आवश्यक परेमा कार्यालय समय भित्र कम्पनीको केन्द्रीय कार्यालय, काठमाडौँमा वडा नं ४, बालुवाटारमा सम्पर्क राख्न हुन अनुरोध गरिन्छ । थप जानकारी कम्पनीको वेब साइट www.aadhyanta.com बाट प्राप्त गर्न सक्नुहुनेछ ।



प्रोक्सी फाराम

श्री सञ्चालक समिति,
आध्यन्त फन्ड म्यानेजमेन्ट लिमिटेड,
काठमाण्डौ ।

विषय: प्रतिनिधि नियुक्त गरेको बारे ।

महाशय,

..... जिल्लान.पा./गा.वि.स.वडा नं.बस्ने म/हामी
..... ले त्यस कम्पनीको संस्थापक शेयरधनीको हैसियतले मिति गते दिन हुने वार्षिक
साधारण सभामा स्वयं उपस्थित भई छलफल तथा निर्णयमा सहभागी हुन नसक्नेभएकोले उक्त सभामा भाग लिन तथा मतदान
गर्नको लागिजिल्ला न.पा./गा.वि.स.वडा नं. बस्ने त्यस कम्पनीका शेयरधनी श्री
..... शेयर प्रमाणपत्र नंलाई मेरो /हाम्रो प्रतिनिधि मनोनित गरी पठाएको छु / छौं ।

प्रतिनिधिको

दस्तखतः

नामः

शेयरधनी नम्बरः

निवेदकको

दस्तखतः

नामः

ठेगानाः

शेयरधनी परिचय नंः

शेयर संख्याः

मितिः

द्रष्टव्यः प्रोक्सी दिंदा लिंदा आफ्नो समुह भित्र सीमित रही लिनु पर्नेछ । यो निवेदन साधारणसभा हुनुभन्दा कमिमा ४८ घण्टा अगावै कम्पनीको केन्द्रीय कार्यालयमा दर्ता गरिसक्नुपर्नेछ ।

प्रवेश पत्र

शेयरधनीको नामः शेयर प्रमाण पत्र नंः

शेयरधनीको सही : शेयर संख्या :

पहिलो वार्षिक साधारण सभामा उपस्थित हुन जारी गरिएको प्रवेश-पत्र ।

द्रष्टव्य :

१. शेयरधनी आफैले खाली कोष्ठहरु भर्नुहोला ।

२. सभाकक्षमा प्रवेश गर्न यो प्रवेशपत्र प्रस्तुत गर्नु अनिवार्य छ ।

संचालक समितिको तर्फबाट अध्यक्षको मन्तव्य

आदरणीय शेयरधनी महानुभावहरु,

आध्यन्त फन्ड म्यानेजमेन्ट लिमिटेडको पहिलो वार्षिक साधारण सभामा उपस्थित सबैलाई संचालक समितिको तर्फबाट म हार्दिक स्वागत अभिवादन गर्दछु । विश्वभर फैलिएको कोभिड-१९ महामारीको जोखिमका कारण नेपाल सरकारद्वारा तोकिएको स्वास्थ्य सुरक्षा सम्बन्धी सबै मापदण्ड पालना गरी साधारण सभामा भिडियो कन्फरेन्स मार्फत आज हामी हाम्रो कम्पनीको पहिलो वार्षिक साधारणसभा संचालन गरिरहेका छौं ।

तपाईंहरुकै सहयोग, सद्भाव र शुभेच्छाबाट संचालन भएको हाम्रो यस कम्पनीले सफलता पूर्वक पहिलो वर्ष पूरा गरी दोस्रो वर्षमा प्रवेश गरेको छ । यस कम्पनीले नवीनतम तवरले पूँजी परिचालन गरी संभवना बढेका उधम तथा उधमीहरुसंग सहकार्य गर्दै नयाँ अवसरहरुको पहिचान गरी लगानी गर्ने र नेपाललाई मध्यम वर्गिय देशमा रुपान्तरण गर्न भूमिका खेल्ने अपेक्षा राखेको छ । यही क्रममा कोभिड महामारीले पछि परेको अर्थतन्त्रको पुनउत्थानका लागि समेत यस कम्पनीले महत्वपूर्ण भूमिका खेल्ने छ ।

आध्यन्त फन्ड म्यानेजमेन्ट लिमिटेडले मिति २०७८ अषाढ ०९ गते कम्पनी रजिष्ट्रारको कार्यालयमा रितपूर्वक दर्ता भई मिति २०७८ अषाढ २७ गते नेपाल धितोपत्र बोर्डमा विशिष्टीकृत लगानी कोष नियमावली, २०७५ अन्तर्गत कोष व्यवस्थापकको रुपमा कार्य गर्नका लागि निवेदन दिएको जानकारी गर्दछु । हाल नेपाल धितोपत्र बोर्डबाट कम्पनीको नाममा आशयपत्र जारी हुने अन्तिम चरणमा रहेको व्यहोरा समेत यहाँहरुलाई अवगत गराउन चाहान्छु ।

नेपाल धितोपत्र बोर्डबाट यस कम्पनीले कोष व्यवस्थापकको अनुमती पाए पश्चात् विभिन्न क्षेत्र र व्यवसायमा लगानी गर्न विभिन्न कोषहरु परिचालन गर्ने छ । नेपालमा कुनै पनि व्यवसाय संचालन गर्न आवश्यक पूँजीको लागी बैंक तथा वित्तिय संस्थाहरु मुख्य श्रोत मान्दै आएकोमा वैकल्पिक लगानी कोषहरु संचालनमा आएपछि उधमीहरुलाई पूँजीको नयाँ ढोका खुल्ने छ र राष्ट्रिय पूँजी निर्माणमा सहयोग पुग्नेछ ।

नेपालको पूँजी बजारमा हाल शेयर, डिभेन्चर, सामूहिक लगानी कोष जस्ता परम्परागत लगानीका उपकरण मात्र उपलब्ध भइरहेकोमा प्राइभेट इक्विटि तथा भेन्चर क्यापिटल कोषको प्रवेशसँगै पूँजी परिचालनको नयाँ वैकल्पिक उपकरणको विकास भई स्टार्ट अप व्यवसायमा पूँजी परिचालन हुने, निजी क्षेत्रको श्रोत परिचालन हुने, उद्योग तथा परियोजनाको विकास विस्तार भई रोजगारीको थप अवसर सिर्जना हुने मैले विश्वास लिएको छु ।

यस्ता कोषहरु मार्फत् पूँजी परिचालन भई नवीनतम ज्ञान, सीप क्षमता भएका वा नयाँ वस्तु, सेवा, प्रविधि वा वौद्धिक सम्पतिसँग सम्बन्धित व्यवसाय वा नवीनतम उधम व्यवसायलाई संचालन गर्न र नयाँ व्यवसाय, उधमहरुलाई शुरुवात गर्न लगानी आकर्षण गरी लगानीको नयाँ अवसरहरु प्रदान गर्न टेवा पुराउने छ । साथै, यी विकासक्रमले युवाहरुलाई देशमा नै उधमशीलता तथा रोजगारीको अवसर सिर्जना गर्न सकिने छ ।

यसै अनुरूप आध्यन्त फन्ड म्यानेजमेन्ट लिमिटेडले पहिलो प्राइभेट इक्विटि कोष नेपाल अपरच्युनिटि फण्ड बन्दमुखि कोष ल्याउने योजना राखेको छ । यस कम्पनीका प्रवर्द्धक बैंकहरु र अन्य संस्थापक शेयरधनीहरुले नेपाल अपरच्युनिटि फण्ड मा लगानी गर्न र लगानी जुटाउन उत्साहजनक सहभागिता लिनु हुने छ भन्ने मैले विश्वास लिएको छु ।

यस कम्पनीले आगामी दिनमा गर्ने क्रियाकलायबाट यस कम्पनीको मुनाफा वृद्धि भई आउने र शेयरधनीहरुलाई उचित प्रतिफल दिन सक्ने मैले विश्वास गरेको छु । कम्पनी शुरुवाती चरणमा रहेको हुँदा शेयरधनीहरुको सद्भाव, नेपाल धितोपत्र बोर्डको निगानी र यस कम्पनीका प्रत्यक्ष वा अप्रत्यक्ष सरोकारवालासँग सहकार्यको अपेक्षा गरेको छु ।

अन्त्यमा, यस गरिमामय प्रथम वार्षिक साधारण सभामा यहाँहरुलाई पुनः स्वागत गर्दै सम्बन्धित सबैको उत्तरोत्तर उन्नति र प्रगतिको कामना गर्दछु ।

धन्यवाद,

यज्ञ प्रकाश न्यौपाने (कृषि विकास बैंक लिमिटेडको प्रतिनिधि)

अध्यक्ष

संचालक समिति

मिति: २०७८ पुस २६

प्रथम वार्षिक साधारण सभामा संचालक समितिको प्रतिवेदन

आदरणीय शेयरधनी महानुभावहरु,

यस कम्पनीले कम्पनी रजिष्ट्रारको कार्यालयमा मिति २०७८ अषाढ ०९ गते रितपूर्वक दर्ता भई कोष व्यवस्थापकको रुपमा कार्य गर्नका लागि मिति २०७८ अषाढ २७ गते नेपाल धितोपत्र बोर्डमा विशिष्टीकृत लगानी कोष नियमावली, २०७५ अन्तर्गत अनुमतिको लागि निवेदन दिएको छ ।

अब म शेयरधनी महानुभाव समक्ष गत आर्थिक वर्षको कार्यसम्पादनको समिक्षा प्रस्तुत गर्दछु । यस कम्पनीले कम्पनी रजिष्ट्रारको कार्यालयमा मिति २०७८ अषाढ ०९ गते दर्ता गरेको हुनाले सोहि मिति देखि २०७८ अषाढ मसान्त सम्मको समष्टिगत आर्थिक अवस्था एवं कार्यसम्पादनको ऋलक निम्नानुसार प्रस्तुत गरिएको छ ।

सि. नं.	विवरण	२०७७/७८ अषाढ मसान्त	२०७६/७७ अषाढ मसान्त
१.	शेयर पूँजी	११,०५,०००	-
२.	जगेडा कोषहरु	(५३,७६,५०९)	-
३.	अन्य दायित्व	७९,२०,१९४	-
४.	कुल पूँजी तथा दायित्व	३,६४८,६८५	-
५.	खुद सम्पति	६,८७,८१५	-
६.	नगद तथा बैंक मौज्जात	३,२६,८७८	-
७.	अन्य चालु सम्पति	८,६०,७१४	-
८.	स्थगन कर	१७,७३,२७८	-
९.	कुल सम्पति	३,६४८,६८५	-
१०.	कुल आम्दानी	-	-
११.	प्रशासकीय खर्च	७१,४८,२८७	-
१२.	ह्रास खर्च	७००	-
१३.	वित्तीय खर्च	१००	-
१४.	आयकर कट्टी गर्नु अधिको नाफा/नोक्सान	(७१,४९,७८७)	-
१५.	स्थगन कर	१७,७३,२७८	-
१६.	यस वर्षको नाफा/नोक्सान	(५३,७६,५०९)	-

यज्ञ प्रकाश न्यौपाने (कृषि विकास बैंक लिमिटेडको प्रतिनिधि)

अध्यक्ष

संचालक समिति

मिति : २०७८ पुस २६

कम्पनी ऐन २०६३ को दफा १०९ को उपदफा ४ अनुसारको अतिरिक्त विवरण

१. आर्थिक वर्ष ०७७/७८ मा कम्पनीको कार्यसम्पादनको सिंहावलोकन :

सि. नं.	विवरण	२०७७/७८ अषाढ मसान्त	२०७६/७७ अषाढ मसान्त
१.	शेयर पूँजी	११,०५,०००	-
२.	जोडा कोषहरु	(५३,७६,५०९)	-
३.	अन्य दायित्व	७९,२०,१९४	-
४.	कुल पूँजी तथा दायित्व	३,६४८,६८५	-
५.	खुद सम्पति	६,८७,८१५	-
६.	नगद तथा बैंक मौज्जात	३,२६,८७८	-
७.	अन्य चालु सम्पति	८,६०,७१४	-
८.	स्थगन कर	१७,७३,२७८	-
९.	कुल सम्पति	३,६४८,६८५	-
१०.	कुल आम्दानी	-	-
११.	प्रशासकीय खर्च	७१,४८,९८७	-
१२.	ह्रास खर्च	७००	-
१३.	वित्तीय खर्च	१००	-
१४.	आयकर कट्टी गर्नु अधिको नाफा/नोक्सान	(७१,४९,७८७)	-
१५.	स्थगन कर	१७,७३,२७८	-
१६.	यस वर्षको नाफा/नोक्सान	(५३,७६,५०९)	-
	शेयर संख्या	०	-
	प्रति शेयर आम्दानी	०	-
	प्रति शेयर लाभांश	०	-

२. राष्ट्रिय तथा अन्तर्राष्ट्रिय परिस्थितीबाट कम्पनीको कारोबारलाई कुनै असर परेको भए सो असर :

विश्वव्यापी समस्याकै रुपमा रहेको कोभिड-१९ ले अर्थतन्त्रमा पारेको असरका कारण आर्थिक वर्ष २०७६/७७ मा २.०९ प्रतिशतले संकुचनमा गएको नेपालको अर्थतन्त्र आर्थिक वर्ष २०७७/७८ मा ४.०१ प्रतिशतले बिस्तार हुने केन्द्रीय तथ्याङ्क विभागको अनुमान रहेको छ । अर्थतन्त्रमा कोभिड-१९ महामारीको असर न्यूनीकरण गर्न अवलम्बन गरिएका नीतिगत पहलहरुले गर्दा आर्थिक क्रियाकलाप संचालनमा महत्वपूर्ण सहयोग पुगनुको साथै समष्टिगत आर्थिक तथा वित्तीय स्थायित्व कायम भएको छ ।

नेपाल धितोपत्र बोर्डले विशिष्टीकृत लगानी कोष नियमावली, २०७५ र त्यस सम्बन्धी संसोधनले नेपाली पूँजी बजारमा केही सकारात्मक आशा उत्पन्न गराएको छ । अझ आगामी दिनहरुमा यो विशिष्टीकृत लगानी कोष संचालन गर्न नेपाल धितोपत्र बोर्ड र सम्बन्धित निकायहरुले नियामकीय सहजीकरण बनाउनु हुने आशा रहेको छ ।

३. प्रतिवेदन तयार भएको मिति सम्म चालु वर्ष २०७८/७९ को उपलब्धि र भविष्यमा गर्नुपर्ने कुराको सम्बन्धमा संचालक समितिको धारणा :

यो प्रतिवेदन तयार हुँदा सम्म यस कम्पनीले गरेको उपलब्धिहरूको विवरण निम्न बमोजिम रहेका छन् :

- यस कम्पनीले २०७८ मंसिर २८ गते नेपाल धितोपत्र बोर्डबाट विशिष्टीकृत लगानी कोष नियमावली, २०७५ अन्तर्गत कोष व्यवस्थापकको रूपमा कार्य गर्नका लागि कम्पनीको नाममा आशयपत्र जारी हुने अन्तिम चरणमा रहेको छ ।
- कम्पनीले कोष व्यवस्थापकको रूपमा कार्य शुरु गर्न नेपाल धितोपत्र बोर्डले तोके बमोजिम आवश्यक पूर्वाधारहरू जुटाईसकेको छ ।
- कम्पनीले कोष व्यवस्थापकको रूपमा कार्य शुरु गर्न नेपाल धितोपत्र बोर्डले तोके बमोजिम आवश्यक जनशक्तिहरूको पदपूर्ति गरिसकेको छ ।
- कम्पनीले आफ्नो आन्तरिक नीति, विनियमावली र कार्यविधिका साथै विशिष्टीकृत लगानी कोष संचालन सम्बन्धी नीति, विनियमावली र कार्यविधि तयार पारेको छ ।

भावी योजनाहरू

कम्पनीले आगामी दिनहरूमा शसक्त रूपमा नयाँ उपकरणहरू सहित नेपाली पूँजी बजारको विभिन्न क्षेत्रहरूमा कार्य गरी सर्वसुलभ सेवा उपलब्ध गराउने प्रतिवद्धता गरे बमोजिम निम्न कार्यहरू गर्न निम्न किसिमका कोषहरू ल्याउने योजना राखेको छ ।

१) प्राइभेट इक्विटि कोष

सर्वप्रथम स्व:पूँजी वा साधारण शेयरमा परिवर्तनीय धितोपत्र वा स्व:पूँजीसंग सम्बन्धित अन्य उपकरणमा लगानी गर्ने प्राइभेट इक्विटि कोषको परिचालन गरिने छ । यस कम्पनीले नेपाल अपरट्युनिटि फण्ड नामक पहिलो बन्दमुखि प्राइभेट इक्विटि कोष यस वर्ष भित्र ल्याउने संचालक समितिको धारणा रहेको छ ।

२) मेन्चर क्यापिटल कोष

धितोपत्र सूचीकरण नभएका, संचालनको शुरुवातीक्रममा रहेका नवीनतम ज्ञान, सीप र क्षमता भएका वा नयाँ बस्तु, सेवा, प्रविधि वा बौद्धिक सम्पत्तिसंग सम्बन्धित व्यवसायलाई संचालन गर्न शेयर स्वामित्वका पूँजी स्वरूप लगानी गर्ने उद्देश्य लिई यो मेन्चर क्यापिटल फण्ड परिचालन गर्ने योजना राखेको छ ।

३) हेज फण्ड

लगानीको उच्च जोखिम रहेको जुनसुकै क्षेत्रमा लगानी गर्न हेज फण्डको परिचालन गर्ने योजना रहेको छ ।

४) हेजिङ्ग फण्ड

बिदेशी मुद्राको विनियम दरमा हुने उतार चढावबाट पर्ने जोखिमलाई न्यूनीकरण गर्ने प्रयोजनका लागि हेजिङ्ग फण्ड परिचालन गर्ने संचालक समितिको धारणा रहेको छ ।

५) पुनरसंरचना कोष

अति प्रभावित क्षेत्रका परियोजनामा प्रवाह भएको कर्जालाई पुनरसंरचना तथा पुनरतालिकीकरण मार्फत पुनरुत्थान गर्न पर्याप्त नभएका आवश्यकता अनुसार सम्बन्धित निकायहरूसंग समन्वय गरी पुनरसंरचना कोषको संचालन गर्ने योजना रहेको छ ।

६) लगानी ब्यवस्थापन तथा परामर्श सेवाहरू

कम्पनीले यसै वर्षको तेस्रो त्रैमासिक सम्ममा लगानी ब्यवस्थापन तथा सो सम्बन्धि परामर्श सेवा शुरु गर्ने योजना रहेको छ ।

४. कम्पनीको औद्योगिक तथा व्यावसायिक सम्बन्ध

कम्पनीले आफ्ना सबै सरोकारवालाहरूसँग सौहार्द्रपूर्ण र व्यवसायिक सम्बन्ध विस्तार गर्ने योजना अघि सारेको छ । यस सम्बन्धलाई व्यवसायिक तथा पारदर्शिताका आधारमा विकशित गर्दै लैजानु फलदायी हुने र कम्पनीको प्रगतिका लागि उपयुक्त माध्यम हुने कम्पनीको विश्वास छ ।

५. संचालक समितिमा भएको हेरफेर र सोको कारण

२०७८ अषाढ मसान्तसम्मको संचालक समिति निम्न अनुसार रहेको थियो ।

सि.नं.	नाम	पद	कैफियत
१.	श्री सन्जिव मानन्धर (प्राइम कमर्सियल बैंक लिमिटेडको प्रतिनिधि)	अध्यक्ष	मिति २०७८/०३/२९ गते नियुक्ति भएको ।
२.	श्री यज्ञ प्रकाश न्यौपाने (कृषि विकास बैंक लिमिटेडको प्रतिनिधि)	संचालक	मिति २०७८/०३/२९ गते नियुक्ति भएको ।
३.	श्री अमित कोइराला	कार्यकारी संचालक	मिति २०७८/०३/२९ गते नियुक्ति भएको ।
४.	श्री मनोज पौडेल	कार्यकारी संचालक	मिति २०७८/०३/२९ गते नियुक्ति भएको ।

बहालवाला संचालक समिति निम्न अनुसार रहेको छ ।

सि.नं.	नाम	पद
१.	श्री यज्ञ प्रकाश न्यौपाने (कृषि विकास बैंक लिमिटेडको प्रतिनिधि)	अध्यक्ष
२.	श्री आरती राज्य लक्ष्मी राणा (सनराइज बैंक लिमिटेडको प्रतिनिधि)	संचालक
३.	श्री सुमन पोखरेल	संचालक
४.	श्री प्रदिप सिग्देल (शर्मा)	संचालक
५.	श्री किशोरी मानन्धर	स्वतन्त्र संचालक

६. कारोबारलाई असर पार्ने मुख्य कुराहरु

- हाल बैंक तथा वित्तीय क्षेत्रमा देखिएको तरलताको अभाव भावी दिनहरुमा यथावत रहेमा कम्पनीले ल्याउने कोषमा लगानी जुटाउन चुनौतीपूर्ण देखिन्छ ।
- नेपाल धितोपत्र बोर्डमा देखिएको अन्योलताका कारण अनुमतिपत्र प्राप्त गर्न ढिलाई भएको छ जसकारण कम्पनीका कार्ययोजना कार्यान्वयनमा असर परेको छ ।
- कोभिड-१९ को नयाँ भेरियन्टले जनमानसमा ल्याएको त्रासका कारण अर्थतन्त्रको भविष्य अझै अन्योल देखिन्छ ।
- विशिष्टीकृत लगानी कोष नियमावली, २०७५ अन्तर्गत कोष व्यवस्थापकको रूपमा कार्य गर्नका लागि अनुमति लिने प्रक्रिया अरु थुप्रै संस्थाहरु रहेको हुँदा प्रतिस्पर्धी वतावरण हुने देखिन्छ ।
- विशिष्टीकृत लगानी कोष नेपालको सन्दर्भमा नयाँ उपकरण भएको हुँदा नितिगत स्पष्टता अझै पनि देखिएको छैन । कोषमा लगानी गर्न बैंक र विमा कम्पनीका नियमक निकायहरुले यस विषयमा थप निर्देशिका प्रकाशन गरेको देखिदैन । साथै कोषलाई नियामकीय प्रदानहरुमा थप स्पष्टताको आवश्यकता देखिएको छ ।

७. लेखापरीक्षण प्रतिवेदनमा कुनै कैफियत उल्लेख भएको भए सो उपर संचालक समितिको प्रतिक्रिया

कैफियत नभएको ।

८. लाभांश बाँडफाँड गर्न सिफारिस गरिएको रकम

अर्थिक वर्ष ०७७/७८ मा लाभांश वितरणको लागि सिफारिस नभएको ।

९. शेयर जफत भएको भए जफत भएको शेयर संख्या

केही नभएको

१०. विगत आर्थिक वर्षमा कम्पनी र यसको सहायक कम्पनीको कारोबारको प्रगति र सो आर्थिक वर्षको अन्त्यमा रहेको स्थितिको पुनरावलोकन

यस कम्पनीको कुनै सहायक कम्पनी छैन ।

११. समीक्षा अवधिमा कम्पनी र यसका सहायक कम्पनीसँगको कारोबार र त्यसमा भएको महत्वपूर्ण हेरफेर

यस कम्पनीको कुनै सहायक कम्पनी छैन ।

१२. विगत आर्थिक वर्षमा कम्पनीका आधारभुत शेयरधनीहरूले कम्पनीलाई उपलब्ध गराएको जानकारी

केही नभएको ।

१३. विगत आर्थिक वर्षमा कम्पनीका संचालक तथा पदाधिकारीहरूले लिएको शेयरको स्वामित्वको विवरण र कम्पनीको शेयर कारोबारमा निजहरू संलग्न रहेको भए सो सम्बन्धमा निजहरूबाट कम्पनीले प्राप्त गरेको जानकारी

शेयर बाँडफाँड नभएको ।

१४. कम्पनीसँग सम्बन्धित सम्भौताहरूमा कुनै संचालक तथा निजका आफन्तको व्यक्तिगत स्वार्थसम्बन्धी जानकारी

कम्पनीले श्री इन्भेस्ट एण्ड इन्फ्रा प्रा. लि. बाट रु ७,७८,०२२/- (मु.अ.क. सहित) मा कार्यलयको फर्निचर तथा उपकरण खरिद गरेको र सोही कम्पनीलाई स्थापनाको लागि सम्पूर्ण अध्ययन तथा सुरुवाती खर्च गरे बापत रु ६२,६०,०००/- (मु.अ.क. बाहेक) तिरेको छ जस मध्ये रु ३,२७,६४७ सम्बन्धित ठाँउमा दर्ता शुल्क तिरेको हो भने बाँकी रकम रु ५९,३२,३५३ परामर्श तथा पूर्व-संचालन कार्यको निमित्त तिरेको हो । श्री इन्भेस्ट एण्ड इन्फ्रा प्रा. लि. का संचालक श्री मनोज पौडेल आ. व. २०७७।७८ का लागि यस आध्यन्त फन्ड म्यानेजमेन्ट लिमिटेडका संचालक रहेको ।

१५. पुनः खरिद गरिएका शेयरहरूको विवरण

समीक्षा वर्षमा शेयरहरूको पुनः खरिद कार्य नभएको ।

१६. आन्तरिक नियन्त्रण व्यवस्था भए वा नभएको र भएको भए सोका विवरण

समीक्षा वर्षमा आन्तरिक नियन्त्रण व्यवस्था कायम गर्नका लागि कुनै पनि समिति गठन नभएको ।

१७. विगत आर्थिक वर्षको कुल व्यवस्थापन खर्चको विवरण

खर्च शिर्षक	खर्च रकम
कर्मचारी खर्च	रु २,०९,०३२
संचालन खर्च	रु ६९,३९,९५५
जम्मा व्यवस्थापन खर्च	रु ७१,४८,९८७

१८. लेखापरीक्षण समितिका सदस्यहरूको नामावली निजहरूले प्राप्त गरेको पारिश्रमिक, भत्ता तथा सुविधा, सो समितिले गरेका कामकारबाहीको विवरण र सो समितिले कुनै सुझाव दिएका भए सोको विवरण

मिति २०७८ अषाढ मसान्त सम्म लेखा समिति गठन नभएको ।

कम्पनीको लेखा समिति मिति २०७८/०८/१७ गते गठन भएको हो । स्वतन्त्र संचालकको संयोजकमा गठित लेखापरीक्षण समितिले कम्पनीको वित्तिय स्थिति, आन्तरिक नियन्त्रण र जोखिम व्यवस्थापन, कानूनी र नियम अनुपालना, लेखापरीक्षण कार्यक्रम आदिबारे नियमित समीक्षा गर्ने गर्दछ । आन्तरिक साथै बाह्य लेखापरीक्षण प्रतिवेदनमा उल्लेखित कौफियतहरू माथि विस्तृत छलफल गरी समितिले आवश्यक सुधारका कामहरू गर्दछ र त्यसको जानकारी नियमितरूपमा संचालक समितिलाई दिन्छ ।

वर्तमान लेखा समिति निम्न अनुसार रहेको छ ।

सि.नं.	नाम	पद
१.	श्री किशोरी मानन्धर	संयोजक
२.	श्री प्रदिप सिग्देल (शर्मा)	सदस्य
३.	श्री प्रमेश मान प्रधान	सदस्य सचिव

१९. संचालक, प्रबन्ध संचालक, कार्यकारी प्रमुख, कम्पनीका आधारभूत शेयरधनी वा निजको नजिकका नातेदार वा निज संलग्न रहेका फर्म, कम्पनी वा संगठित संस्थाले कम्पनीलाई कुनै रकम बुझाउन बाँकी भए सो कुरा ।

केही नभएको ।

२०. संचालक, प्रबन्ध संचालक, कार्यकारी प्रमुख तथा पदाधिकारीहरुलाई भुक्तानी गरिएको पारिश्रमिक, भत्ता तथा सुविधाको रकम

सि.नं.	नाम	पद	बैठक संख्या	पारिश्रमिक भत्ता	कैफियत
१.	श्री सन्जिव मानन्धर (प्राइम कमर्सियल बैंक लिमिटेडको प्रतिनिधि)	अध्यक्ष	२	रु २५,०००	बैठक र यातायत तथा संचार भत्ता
२.	श्री यज्ञ प्रकाश न्यौपाने (कृषि विकास बैंक लिमिटेडको प्रतिनिधि)	संचालक	२	रु २५,०००	बैठक र यातायत तथा संचार भत्ता
३.	श्री अमित कोइराला	कार्यकारी संचालक	२	रु १,०७,७४२	बैठक, यातायत तथा संचार भत्ता र तलब भत्ता
४.	श्री मनोज पौडेल	कार्यकारी संचालक	२	रु १,०७,७४२	बैठक, यातायत तथा संचार भत्ता र तलब भत्ता
५.	श्री सन्तोष थापा	प्रमुख कार्यकारी अधिकृत		रु ४३,५४८	तलब भत्ता ।

२१. शेयरधनीहरुले बुझिलिन बाँकी रहेको लाभांश रकम

लाभांश वितरण नभएको ।

२२. कम्पनी ऐन, २०६३ को दफा १४१ बमोजिम खरिद वा बिक्री गरिएको सम्पतिको विवरण

समिक्षा वर्षमा कम्पनीले रु ७,७८,०२२/- (मु.अ.क. सहित) मा कार्यलयको फर्निचर तथा उपकरण खरिद गरेको ।

२३. कम्पनी ऐन, २०६३ को दफा १७५ बमोजिम सम्बद्ध कम्पनीबिच भएको कारोबारको विवरण

कम्पनी ऐन, २०६३ को दफा १७५ बमोजिम सम्बद्ध कम्पनीबिच भएको कारोबारको विवरण तल उल्लेख गरिएको छ :

- कम्पनीले श्री इन्भेस्ट एण्ड इन्फ्रा प्रा. लि. बाट रु ७,७८,०२२/- (मु.अ.क. सहित) मा कार्यलयको फर्निचर तथा उपकरण खरिद गरेको छ ।
- कम्पनीको स्थापनाको लागि सम्पूर्ण अध्ययन तथा सुरुवाती खर्च श्री इन्भेस्ट एण्ड इन्फ्रा प्रा. लि. को तर्फबाट भएको र श्री इन्भेस्ट एण्ड इन्फ्रा प्रा. लि. लाई रु ६२,६०,०००/- (मु.अ.क. बाहेक) भुक्तानी गर्न निर्णय गरेको छ जस मध्ये रु ३,२७,६४७ सम्बन्धित ठाँउमा दर्ता शुल्क तिरेको हो भने बाँकी रकम रु ५९,३२,३५३ परामर्श तथा पूर्व-संचालन कार्यको निमित्त तिरेको हो । श्री इन्भेस्ट एण्ड इन्फ्रा प्रा. लि. ले गरेको कार्य निम्न अनुसार रहेको छन् ।

- कम्पनीको स्थापनाको लागि संस्थापक बैंक, विभिन्न विधाका विज्ञ व्यक्ति तथा कम्पनीहरुको छनौट र उक्त संस्था तथा व्यक्तिहरु संग समनवय गरेको
- कम्पनी दर्ता हुनु अगावै कार्यालयको सम्पूर्ण संचालन खर्च (घर बाहल, कर्मचारी र प्रशासनिक) व्यहोरेको
- कम्पनी र कोष संचालनका निमित्त संभाव्यता अध्ययन तयार पारेको
- कम्पनी संचालनमा आए पश्चात नयाँ सेवाहरु उपलब्ध गर्नको लागि अनुसन्धानको कार्य गरेको
- नेपालमा विशिष्टीकृत लगानी कोषको स्थापना र संचालन गर्न उचित वातावरण तयार पार्न नेपाल राष्ट्र बैंक, नेपाल धितोपत्र बोर्ड र अन्य नियमक निकायहरु संग समनवय र अर्न्तक्रिया गरेको
- आध्यन्त फन्ड म्यनेजेमेन्ट लिमिटेडको कम्पनी रजिष्ट्रारको कार्यालयमा दर्ता र कम्पनीको प्रबन्धपत्र र नियमावली बनाउने कार्य गरेको
- नियमक निकायमा दर्ता गर्न आवश्यक कागजात तयार पारेको
- कार्यालयको संचालनको लागि उचित ठाँउ मिलाई कम्पनीलाई आवश्यक पर्ने पूर्वाधार खरिद गर्न समनवय गरेको
- कोषको लगानीकर्तालाई आवश्यक पर्ने पिच डेक तयार पारी विभिन्न संस्थाहरु जस्तै आई एफ सि, डिपफसि, सिडिसि, जुड ग्रोथ फण्ड, इन्फ्राबल्कससंग प्रारम्भिक चरणमा अर्न्तक्रिया गरेको
- कम्पनीलाई चाहिने सम्बन्धित क्षेत्रका विज्ञ जनसक्तिको पदपूर्ति गरि काम अघि बढाएको
- आध्यन्त फन्ड म्यनेजेमेन्ट लिमिटेडको ब्रन्डिङ्ग र सो सम्बन्धित कार्य गरेको

२४. कम्पनी ऐन, २०६३ तथा प्रचलित कानूनबमोजिम संचालकसमितिको प्रतिवेदनमा खुलाउनुपर्ने अन्य कुनै कुरा

कम्पनी ऐन, २०६३ तथा प्रचलित कानूनबमोजिम संचालकसमितिको प्रतिवेदनमा खुलाउनुपर्ने अन्य कुनै कुराहरु यस वार्षिक प्रतिवेदनमा सान्दर्भिक ढाँडमा खुलाइएको छ ।

२५. अन्य आवश्यक कुराहरु :

अन्य आवश्यक कुराहरु नभएको व्यहोरा जानकारी गराईन्छ ।

धन्यवाद ज्ञापन :

यथा समयमै लेखापरीक्षण कार्य सम्पन्न गरी यस कम्पनीलाई यथोचित व्यायसायिक सुझावहरु प्रदान गर्ने बाह्य लेखापरीक्षकलाई संचालक समितिको तर्फबाट हार्दिक कृतज्ञता ज्ञापन गर्दछौं । संस्थापन समय देखिनै प्रेरणादायी र निरन्तर सहयोग पुऱ्याउने हाम्रो संस्थापक कम्पनीको संचालक समिति, व्यवस्थापन तथा कर्मचारीहरुलाई विशेष धन्यवाद दिन चाहन्छौं ।

त्यसैगरी यस कम्पनीको उद्देश्य प्राप्तिका लागि सहयोग पुऱ्याउनु हुने शेयरधनी महानुभावहरु तथा नेपाल सरकारको सम्बन्धित निकाय लगायत नेपाल धितोपत्र बोर्ड र कम्पनी रजिष्ट्रारको कार्यालय प्रति संचालक समितिको तर्फबाट हार्दिक आभार प्रकट गर्दछौं । कम्पनीको उत्तरोत्तर उन्नति र प्रगतिमा आफ्नो अमूल्य श्रम, समय खर्च गरी लगनशीलताका साथ योगदान पुऱ्याउने कम्पनीको व्यवस्थापन तथा कर्मचारीहरुलाई साथै कम्पनीको गतिविधिको बारेमा सकारात्मक रूपमा जनसमक्ष पुऱ्याईदिने संचार जगत र प्रत्यक्ष/अप्रत्यक्ष रूपमा सहयोग पुऱ्याउने सम्पूर्ण शुभेच्छुकहरुप्रति पनि संचालक समितिको तर्फबाट म हार्दिक आभार व्यक्त गर्दछु ।

यज्ञ प्रकाश न्यौपाने (कृषि विकास बैंक लिमिटेडको प्रतिनिधि)

अध्यक्ष

संचालक समिति

मिति: २०७८ पुस २६

Auditor's Report






P.B.K.P & Associates
Chartered Accountants

PAN: -615976549

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 Sohrakutte, kathmandu-16

 +977-9806798031

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 www.pbkpassociates.com.np

INDEPENDENT AUDITOR'S REPORT

To the Shareholders,

M/s Aadhyanta Fund Management Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of M/s Aadhyanta Fund Management Limited (the Company), which comprise the statement of financial position as at Ashadh 31, 2078 (15th July, 2021), and the statement of comprehensive income, statement of changes in equity and statements 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 present fairly, in all material respects, the financial position of the Company as at Ashadh 31, 2078, and its financial performance and its cash flows for the year then ended in accordance with Nepal Financial Reporting Standards.

Basis for Opinion

We conducted our audit in accordance with Nepal Standards on Auditing (NSAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ICAN's Handbook of Code of Ethics for Professional Accountants together with the ethical requirements that are relevant to our audit of the financial statements in Nepal, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAN's Handbook of The Code of Ethics For Professional Accountants. 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, in our professional Judgement, were of most significance in our Audit of the financial statements of current period. These matters were addressed in the context of our audit of the financial statement as a whole, and in forming the opinion there on, and we do not provide the separate opinion on these matters.

The key Audit Matter

How was the matter Addressed in our Audit

First Time adoption of Nepal Financial Reporting Standard

This is the first year of operation of the company. Management has prepared the financial statements, complying with the Nepal financial Reporting standard. There was a risk whether the financial statements prepared as per NFRS for the first time will not include the appropriate presentation and disclosure requirements as per NFRS.

Our Audit procedure included the thorough review of the financial statements provided to us by the management and thus ensuring the compliance with the presentation and disclosure requirements of NFRS.

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

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Nepal Financial Reporting Standards (NFRS), and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with NSAs 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 NSAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going

concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

Report on Other Legal and Regulatory Requirements

As per the requirements of Section 115 of the Companies Act, 2063 (First Amendment 2074), we further report that:

- a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
- b) In our opinion the Company has kept proper books of account as required by law so far, as appears from our examinations of those Books
- c) The financial statements are in agreement with the books of account.
- d) In our opinion and to the best of our information and according to the explanation given to us, the financial statement the said Balance Sheet, Income Statement and Cash Flow Statement, read together with the notes forming part of the accounts give the information required by the Companies Act 2063 (First Amendment 2074) in the manner so required and give a true and fair view:
 - i. In the case of Balance Sheet, of the state of affairs of the Company as at 31st Ashadh, 2078; and
 - ii. In the case of Income Statement, of the results of operations of the Company for the year ended on 31st Ashadh, 2078; and
 - iii. In the case of the Cash Flow Statement, of Cash inflow and outflow of Company for the year ended on that date.
- e) Neither we have come across any of the information about the misappropriation of fund by the directors or any of the representative or company's staffs during the course of our audit nor have we received any such information from the management.
- f) No accounting fraud has been observed during the course of our audit.

For and On Behalf of
P.B.K.P & Associates
Chartered Accountants

CA. Binod Phuyal

Partner

Membership No. 778

UDIN: 211220CA00778wpO56

Place: Kathmandu

Date: 2078/09/05 (20th December, 2021)

Financial Statement



Aadhyanta Fund Management Limited
Kathmandu, Nepal

Statement of Financial Position

As at 31st Ashad 2078

(Figures in NPR)

Particulars	Notes	31st Ashad 2078
Assets		
<u>Non-Current Assets</u>		
Property, Plant and Equipment	4	687,815
<u>Current Assets</u>		
Cash and Cash Equivalents	6	326,878
Other Current Assets	7	860,714
Deferred Tax Assets	5	1,773,278
Total Assets		3,648,685
Equity and Liabilities		
<u>Equity</u>		
Share Capital	8	1,105,000
Other Equities		(5,376,509)
Total Equities		(4,271,509)
Liabilities		
<u>Non-Current Liabilities</u>		
Loans and Borrowings		-
<u>Current Liabilities</u>		
Other Financial Liabilities	9	7,920,194
Total Liabilities		7,920,194
Total Equity and Liabilities		3,648,685

The accompanying notes 4 to 9 are an integral part of Statement of Financial Position.

In terms of our report of even date attached
Date: 2078/09/05
Place: Kathmandu

On behalf of
Aadhyanta Fund Management Limited

For P.B.K.P & Associates
Chartered Accountants

Yagya Prakash Neupane
Chairperson

Kishoree Manandhar
Independent Director

Santosh Thapa
Chief Executive Officer

CA Binod Phuyal
Partner

Aadhyanta Fund Management Limited
Kathmandu, Nepal

Statement of Profit and Loss

For the period from 09 Ashad 2078 To 31 Ashad 2078

(Figures in NPR)

Particulars	Notes	2077- 2078
Revenue from Operations		-
Administrative Expenses	11	7,148,987
Depreciation and Amortization	4	700
Profit from Operations		(7,149,687)
Finance Expenses	12	100
Profit Before Tax		(7,149,787)
Income Tax Expense		-
Deferred Tax Expenses/ (Income)		(1,773,278)
Net Profit for the year		(5,376,509)
Basic Earnings per share		(0.05)
Diluted Earnings per share		(0.05)
Net Profit Attributable to		
Owners of the Company		(5,376,509)

The accompanying notes 4 ,11 & 12 are an integral part of the Statement of Profit & loss.

In terms of our report of even date attached
Date: 2078/09/05
Place: Kathmandu

On behalf of
Aadhyanta Fund Management Limited

For P.B.K.P & Associates
Chartered Accountants

Yagya Prakash Neupane
Chairperson

Kishoree Manandhar
Independent Director

Santosh Thapa
Chief Executive Officer

CA Binod Phuyal
Partner

Aadhyanta Fund Management Limited
Kathmandu, Nepal

Statement of Other Comprehensive Incomes

For the year ended 31st Ashad 2078

(Figures in NPR)

Particulars	Notes	2077-78
Net Profit for the year as per Profit and Loss Statement		(5,376,509)
Other Comprehensive Incomes		-
Loss and Revaluations		-
Available for Sale Investments		-
Cash Flow Hedges		-
Exchange Gain/Losses on Translation of foreign operations		-
Actuarial Gains/Losses on defined benefit plans		-
Tax relating to component of other comprehensive incomes		-
Total Other Comprehensive Incomes		-
Total Comprehensive Incomes		(5,376,509)

The accompanying notes 4 to 9 are an integral part of Statement of Financial Position.

In terms of our report of even date attached
Date: 2078/09/05
Place: Kathmandu

On behalf of
Aadhyanta Fund Management Limited

For P.B.K.P & Associates
Chartered Accountants

Yagya Prakash Neupane
Chairperson

Kishoree Manandhar
Independent Director

Santosh Thapa
Chief Executive Officer

CA Binod Phuyal
Partner

Aadhyanta Fund Management Limited
Kathmandu, Nepal

Statement of Cash Flows

For the year ended 31st Ashad 2078

(Figures in NPR)

Particulars	Notes	2078
Cash Flow from Operating Activities		(7,149,787)
<u>Adjustment for:</u>		
Depreciation for PPE		700
Finance Expenses		100
Increase/Decrease in Current Assets		(860,714)
Increase/Decrease in Current Liabilities		7,920,194
Net Cash flow from Operating Activities		(89,507)
Cash Flow from Investing Activities		
Purchase of Property Plant and Equipment		(688,515)
Net Cash Flow from Investment Activities		(688,515)
Cash Flow from Financing Activities		
Proceeds from issue of Share Capital		1,105,000
Proceeds from Loans and Advances		-
Finance Expenses		(100)
Dividends Paid		-
Net Cash Flow from Financing Activities		1,104,900
Net Increase in Cash and Cash Equivalents		326,878
Opening Balance of Cash and Cash Equivalents		-
Closing balance of Cash and Cash Equivalents		326,878

The accompanying notes 4 to 9 are an integral part of Statement of Financial Position.

In terms of our report of even date attached
Date: 2078/09/05
Place: Kathmandu

On behalf of
Aadhyanta Fund Management Limited

For P.B.K.P & Associates
Chartered Accountants

Yagya Prakash Neupane
Chairperson

Kishoree Manandhar
Independent Director

Santosh Thapa
Chief Executive Officer

CA Binod Phuyal
Partner

Aadhyanta Fund Management Limited
Kathmandu, Nepal

Statement of Change in Equity							
For the year ended 31st Ashad 2078							
Particulars	Notes	Share Capital	Share Premium	Revaluation Reserves	Other Reserves	Retained Earnings	Total
Opening Balances		-	-	-	-	-	-
Profit/Loss for the year		-	-	-	(5,376,509)	-	(5,376,509)
Other Comprehensive Incomes		-	-	-	-	-	-
Issue of Share Capital	4	1,105,000	-	-	-	-	1,105,000
Dividends to Shareholders		-	-	-	-	-	-
Share Based Payments		-	-	-	-	-	-
Balance at 31st Ashad 2078		1,105,000	-	-	(5,376,509)	-	(4,271,509)

The accompanying notes 4 to 9 are an integral part of Statement of Financial Position.

In terms of our report of even date attached
Date: 2078/09/05
Place: Kathmandu

On behalf of
Aadhyanta Fund Management Limited

For P.B.K.P & Associates
Chartered Accountants

Yagya Prakash Neupane
Chairperson

Kishoree Manandhar
Independent Director

Santosh Thapa
Chief Executive Officer

CA Binod Phuyal
Partner

Aadhyanta Fund Management Limited
Kathmandu, Nepal

Notes to Accounts

For the year ended 31st Ashad 2078

1 General Information

Aadhyanta Fund Management Limited (AFML) is a company incorporated as a public company registered under Companies Act, 2063. The registered office of the company is located in Kathmandu, Nepal. The main objective of company is to make investment being guided by the SEBON (Specialized Investment Fund) Rules 2075.

2 Statement of Compliance

The financial statement has been prepared in accordance with Nepal Financial Reporting Standards (NFRS) and IFRS Interpretation Committee (IFRIC) and Standard Interpretation Committee (SIC) applicable to the company reporting under NFRS. These are the Company's first financial statements prepared in accordance with NFRS and NFRS 1 First time adoption of Nepal Financial Reporting Standard has been complied.

Summary of Significant Accounting Policies

2.1 Basis of Preparation

- a) The financial statements are prepared in compliance with Nepal Financial Reporting Standard (NFRS) presented by ASB as effective on September 13, 2013 and the manner required by the Nepal Companies Act. The measurement basis applied is the historical cost except otherwise stated in accounting policies below.
- b) The financial statement has been prepared on going concern basis where the accounting policies and judgement is required by the standards are consistently used and in case of deviations disclosed specifically.
- c) For Nepal Companies Act reporting purposes in these financial statements, the balance sheet is presented by the statement of financial position and the Comprehensive income is presented in the statement of profit or loss and the statement of Other Comprehensive Income
- d) Financial statements are presented in Nepalese Rupees (NPR)
- e) The company presents its statement of financial position broadly on the basis of current and non-current distinction
- f) The statement of Comprehensive income has been prepared using classification 'by nature' method. The statement of comprehensive income is prepared based on single statement approach.
- g) The cash flow from operation within the statement of cash flows have been derived using indirect method.

2.2 Accounting Policies and Accounting Estimates

- a) Preparation of financial statements in conformity with NFRS required the management to make critical judgments, estimates and assumptions such that could potentially have a material impact on the reported financial figures. These affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses.
- b) On an ongoing basis the management reviews these estimates and underlying assumptions to ensure that they continue to be relevant and reasonable. Any revision to accounting estimates are recognized prospectively in the financial statements.

- c) The company applies estimates in preparing and presenting the financial statements. The estimates and underlying assumption are reviewed periodically. Revision to accounting estimates are recognized in the period in which the estimates are revised and are applied prospectively.
- d) The most significant areas of assumption and estimation applied in the application of accounting policies that have the most significant effect on the amount recognized in the financial statements are listed hereinafter and their description follows:
- i) Classification of financial asset and liabilities
 - ii) Useful economic life of property and equipment
 - iii) Taxation and deferred tax
- e) Disclosures of accounting estimates have been included in relevant sections of the notes wherever the estimates have been applied along with the nature and the effect of change in accounting estimates, if any.

2.3 New Reporting Standards in Issue but Not Yet Effective

A number of new standards and amendments to the existing standards and interpretations have been issued by IASB after the pronouncement of NFRS with varying effective dates. On this regard, accounting standard Board of Nepal has issued NFRS-16 Leases which shall be applied by entity for reporting period beginning on or after July 16, 2021. However, the company has opted not to apply the NFRS-16 for this reporting period which could have financial and operational impact if applied.

2.4 Reporting Period and Approval of Financial Statements

Since the company is newly incorporated on 09th Ashad 2078, accompanying financial statements cover reporting period from its date of registration 09th Ashad 2078 to 31st Ashad 2078. These financial statements have been approved and authorized for issue by board of directors as per its decision dated 2078/09/05 and have recommended for its approval at the shareholders annual general meeting.

2.5 Responsibility for Financial Statements

The board of directors of the company is responsible for the preparation of the financial statement of the company which reflects the true and fair view of the financial position and performance of the company. The board is of view that the financial statements in its entirety have been prepared in conformity with the prevailing financial reporting standard and the requirements of Companies Act.

These financial statements include the following components:

- a) Statement of Financial Position
- b) Statement of Profit or loss and statement of other comprehensive income
- c) Statement of Change in Equity
- d) Statement of Cash Flow
- e) Notes to Financial Statement

2.6 Materiality and Aggregation

Each material class of similar items is presented separately in the financial statements. Item of dissimilar nature or function are presented separately, unless they are immaterial.

2.7 Revenue Recognition

Company at its first year of operation has no revenue to be recognized.

2.8 Property, Plant and Equipment

All categories of property, plant and equipment are initially recorded at cost. Property, Plant and Equipment are subsequently measured at historical cost less depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Initial estimate cost of dismantling and removal is included in the initial cost of property, plant and equipment by discounting the future outflow to its present value and unwinding the discount each year. The company at present doesn't have any liability for dismantling and removal and hence no estimate of the same has been made.

Depreciation on asset is calculated using the Written Down Value method to write down their residual values over the estimated useful life, which is similar to the lives used in Appendix I of Application Guidance for NAS 16, as follows.

Assets	Useful Lives		
	As per Guidance	As Per Management Policy	Rate of Depreciation
Computer & IT Equipment	3 years	2 years	77.64%
Office Equipment	5 years	-	-
Furniture, Fixture & Fittings	10 years	9yr	28.31%

Useful life of assets has been considered different from the requirement of Appendix-I of Application guidance notes for NAS 16 Property, Plant & Equipment issued by Accounting Standard Board because those assets purchased by company are not of first-hand nature and were already in use by another entity. Therefore, the management has estimated the remaining useful life of PPE by deducting the usage period of such assets, i.e., 1 yr. on previous hand.

The Rate of Depreciation is computed on the basis of prescribed formulae considering the useful life above and salvage value of the 5% of the cost of assets.

The company has not done any revaluation of assets and thus the carrying value of assets after deduction of depreciation under WDV method after considering useful life as per management estimate has been considered.

2.9 Reporting Period and Approval of Financial Statements

Intangible asset is identifiable non-monetary asset without physical substance, which are held for sale and used in the provision of services, for rental to other or for administrative purposes.

Intangible asset is recognized if and only if :

- (a) it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity; and
- (b) the cost of the asset can be measured reliably

No intangible asset arising from research (or from the research phase of an internal project) shall be recognized. Expenditure on research shall be recognized as an expense when it is incurred.

2.10 Financial Instrument

A financial instrument is any contract that gives rise to a financial asset for one entity and a financial liability or equity instrument of another entity.

a) Financial Assets:

Financial asset refers to asset that arise from contractual agreement that result in future cash inflows or from owning equity instruments of another entity.

Financial assets are initially measured at fair value, plus transaction costs, except for those financial assets classified as at fair value through profit or loss (FVTPL), which are initially measured at fair value, i.e., transaction cost is transferred to Profit or loss.

All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value.

Company possesses only cash and cash equivalent as financial asset on reporting date which has been initially measured at its fair value.

b) Financial Liability

Measurement and Recognition :

All financial liabilities have been recognized initially at fair value.

Financial liabilities are classified as held a) at fair value through profit or loss, or b) at amortized cost for the purpose of subsequent recognition.

Financial Liabilities at FVTPL

Financial Liabilities at FVTPL includes financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVTPL.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gain or losses on designated or held for trading liabilities are recognized in fair value gain and losses in the statement of profit or loss.

However, company does not possess financial liabilities of such nature to be classified as held at fair value through profit or loss on reporting date.

Financial Liabilities held at amortized cost

Financial liabilities, not classified as held at fair value through statement of profit or loss are classified as amortized cost instruments.

After initial recognition, such assets are subsequently measured at amortized cost using the EIR method.

De-recognition of Financial Liabilities

The company derecognizes financial liabilities when and only when, the company's obligation is discharged, cancelled or they expire. The condition is met when the liability is settled by paying the creditors, or when the company is released from primary responsibility for the financial liability either by process of law or by creditor.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognized in the statement of profit or loss.

c) Offsetting Financial Instruments

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

d) Impairment of Financial Assets

Since company does not possess any financial asset as on reporting date there has been no any impairment of financial assets.

2.11 Cash and Cash Equivalents

Cash and equivalents include cash in hand, deposits held with banks, other short term highly liquid investments with original maturities of three months or less, and bank overdrafts.

2.12 VAT Receivable

Company's objective activities includes both taxable and non-taxable transaction for which it has been registered on VAT as per VAT Act 2052.

Since company is VAT registered, all items in the financial statements, including appropriation statements, are stated exclusive of VAT, except for receivables and payables in the statement of financial position, which are stated on VAT- inclusive basis.

where VAT is not recoverable as input tax, it is recognized as part of the related asset or expense. The net amount of VAT receivable from, or payable to, the Inland Revenue Department (IRD) is included as part of receivable or payable in the statement of financial position.

Section 17 of VAT Act 2052 states following provision regarding the tax deduction.

- 1) A registered person may deduct the amount of tax which he/she has collected against the tax he/she has paid or due in importing or receiving goods or services related with his/her own taxable transactions.
- 2) Notwithstanding anything contained in sub section (1), it may be provisioned that no deduction or only a partial deduction may be allowed in the case of prescribed goods that can be used for personal purpose or for business purposes.
- 3) If the entire portions of goods or services transacted in a month were not used for taxable transactions, the tax previously paid on the goods or services shall be deducted as prescribed for the portion that was solely used for taxable transaction of the goods or services.
- 4) If goods or services for which deduction facilities pursuant to this section have been allowed, cease to be used for taxable transaction prior to the expiry of such goods or services, such goods or services shall be deemed as sold at the immediate market value and tax shall be recovered as prescribed.

Since both taxable and non-taxable transaction of company is zero on the reporting period, VAT credit/receivable has been accounted based on the management assumption that company will incur taxable transaction from next year.

Currently Rs 860,714 has been presented as VAT receivable on financial statement which will otherwise be accounted by including on respective cost of PPE or expenses if company failed to incur taxable transaction on next year as well.

2.13 Employee Benefits

(i) Short-term Benefit

Short-term employee benefits are expensed as the related service is provided by employee. A liability is recognized for the amount expected to be paid if the company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably. During the reporting period no any defined contribution benefit has been paid to employee.

Defined contribution plan is post-employment benefit plan in which the entity pays fixed contribution to the fund and will have no legal or constructive obligation to pay further contribution if the fund is not able to pay the employee benefits i.e., actuarial and investment risk lies with the employees.

(ii) Other Long Term Employee Benefits

Other Long Term Employee Benefits include items not expected to be settled wholly before twelve months after the end of the annual reporting period. This item includes accumulated leave and medical benefits. The cost of defined benefit plan and other long term employee benefits are determined using actuarial valuations. An actuarial valuation involves making various assumption that may differ from actual development in the future. This includes the determination of discount rate; future salary increments and mortality rates.

At present company has no HR policy to provide other long term employee benefits or of any such nature to its employees.

2.14 Income Tax Expense

Income tax expense is the aggregate of the charge to profit or loss in respect of income tax and deferred income tax.

(i) Current Tax

Current tax which comprises expected tax payable or receivable is based on taxable profit or loss for the year based on Nepalese tax laws and any adjustments to the tax payable or receivable in respect of previous years. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of reporting period.

Company is currently operating at loss for which no income tax liability has been recognized as on reporting date.

(ii) Deferred Tax

Deferred tax is recognized on temporary difference between the carrying amount of assets and liabilities in the financial statements and the corresponding tax base used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred Tax Assets (DTA) are generally recognized for all deductible temporary differences to the extent that is probable that taxable profit will be available against which those deductible temporary differences can be utilized.

The carrying amount of deferred tax asset is reviewed at the end of each reporting period and reduced to the extent that is no longer probable that sufficient taxable profit will be available to allow all or part of asset to be recovered.

Deferred Tax liabilities (DTL) and assets are measured at the tax rate that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantially enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

2.15 First Time Adoption of Nepal Financial Reporting Standards

Since the company is newly incorporated on FY 2077/78 and has not prepared any financial statements for previous year, thus the financial statements for the period ended 31st Ashad 2078, are the first financial statement of the company that has been prepared in accordance with NFRS.

Exemption Applied

NFRS 1 First Time Adoption of Nepal Financial Reporting Standard allows first-time adopters certain exemptions from the retrospective application of certain NFRS. Since the company newly incorporated and has not prepared any financial statements for previous year, such exemption was not applicable.

Reconciliations

NFRS 1 requires the entity's first NFRS financial statement to include reconciliation of its equity and total comprehensive income in accordance with previous GAAP with compare to NFRS

However, company being newly incorporated with no any previous year financial statement, such reconciliation has not been prepared.

3 Other Significant Disclosures

3.1 Related Party Disclosures

The company identifies following as the related parties under the requirements of NAS 24

- (i) Directors of the company and their close family members, if any.
- (ii) Key Managerial Personnel and their close family members, if any.

Following are the Related Parties Identified by the Company:

Name of Persons/Companies	Relation With the Company
Sanjeev Manandhar	Chairperson
Amit Koirala	Director
Manoj Paudel	Director
Yagya Prakash Neupane	Director
Santosh Thapa	Chief Executive Officer
Invest & Infra Pvt. Ltd.	Common Directors - Manoj Paudel

3.1.1 Transaction with and Payment to Directors of the Company

Director's Name	Amount
Sanjeev Manadhar	25,000
Yagya Prakash Neupane	25,000
Manoj Paudel	107,742
Amit Koirala	107,742

3.1.2 Transaction with and Payment to Key Management Personnel

Following payments have been made to the key management personnel (Chief Executive Officer) of the company:

Particulars	Amount
Short Term Benefits	43,548

Transactions with Related Parties

Director's Name	Amount
Registration of Company	327,647
Advisory, Pre-feasibility and other Consultancy services	67,03,559
Purchase Fixed Assets	778,022
Rent	200,000
Total Total	8,020,528

3.2 Subsequent Event or Post Balance Sheet Event after Reporting Period

Events after reporting period are those events, favorable and unfavorable, that occur between the reporting date and the date when the financial statements are authorized for issue.

There has been no event after reporting period so far that needs to be presented in financial statements.

3.3 Contingent Liabilities and Capital Commitment

3.3.1 Contingent Liabilities

Contingent liabilities are potential future cash out flows, where the likelihood of payment is considered more than remote, but is not considered probable or cannot be measured reliably.

3.3.2 Corporate Tax Matters

There are no corporate tax matters against the company for which additional liability might be incurred in the future.

3.3.3 Details of Claim against the Companies not Accepted by the Company

There is no such claim lodged against the company till date.

3.3.4 Pending Litigation

There is no such pending litigation filed against the company.

3.3.5 Commitment

A commitment is a contractual obligation to make a payment in the future, mainly in relation to underwriting, loans, investment and fixed assets.

4 Property, Plant and Equipment

Particulars	Computers & Equipment	Furniture & Fixture	Total
Cost			
Opening Balances	-	-	-
Acquired during the year	122,515	566,000	688,515
Balance as at 31st Ashad 2078	122,515	566,000	688,515
Depreciation and Amortization			
Opening Balances	-	-	-
For assets Acquired during the year	261	439	700
Balance as at 31st Ashad 2078	261	439	700
Carrying Amount			
As at 1st Shrawan 2077	-	-	-
As at 31st Ashad 2078	122,254	565,561	687,815

5 Deferred Tax Asset

Deferred tax is calculated on temporary differences using a tax rate of 25%. Deferred tax asset has been recognized in respect of all tax losses and other temporary differences giving rise to deferred tax assets where the management believe it is probable that these assets will be recovered.

Deferred Tax Calculation

For the year ended 31st Ashad 2078

Deferred tax on Temporary Differences

Particulars	Accounting Base	Income tax Base	Temporary Difference	Tax rate	Deferred Tax Assets / (Liabilities)
Fixed Assets	687,815	631,139	(56,677)	25%	(14,169)

Deferred tax on Carried Forward loss

Particulars	Accounting Base	Income tax Base	Temporary Difference	Tax rate	Deferred Tax Assets / (Liabilities)
Accumulated loss	7,149,787	-	7,149,787	25%	1,787,447

Total This year

1,773,278

Previous year

-

Deferred Tax Expenses/(Income)

(1,773,278)

6 Cash and Cash Equivalents

a Cash at Bank

Reconciliation of Balance as per books and Bank

Bank balance as per Bank Statement - Prime Bank	1,104,900
Less: Cheques Issued on 31-03-2078 but not shown in Bank Statement	778,022
Bank Balance as per books	326,878

b Cash in hand

-

Total Cash and Cash Equivalents	326,878
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Cash and cash equivalent comprises cash and balances with less than three-month maturity period.

7 Other Current Assets

Particulars	Amount
VAT Receivables	860,714
Total Other Current Assets	860,714

8 Share Capital

8.1 Share capital

Particulars	No. of Shares	Par Value	Total
Authorized Share Capital	10,000,000	100	1,000,000,000
Issued Share Capital	4,250,000	100	425,000,000
Share Application Money Received	-	-	1,105,000

8.2 Reconciliation of Total Number of Shares

Particulars	No. of Shares	Par Value	Total
Shares Outstanding at the Beginning of the year	-	-	-
Shares Issued During the year	-	-	-
Shares Outstanding at the End of the year	-	-	-

8.3 Disclosures to the Share Capital

- The company, vide its board meeting dated 21.03.2078, has called for 10% of the total issued capital from its promoters for the first call. The board allowed period of 1 month to the promoters for payment of first call and subsequently the company applied and collected the Share Lagat document from the Office of Company registrar.
- The Company has only one class of Equity Shares having face value of NPR 100/- each and each shareholder is entitled to one vote per share.
- In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.
- The dividend, if any, proposed by the Board of Directors shall be subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

9 Other Financial Liabilities

Particulars	Amount
TDS payable	128,723
TDS On Audit Fee	525
Audit Fee Payable	34,475
Board Allowances	51,000
Other Payables	7,705,471
Total Other Current Liabilities	7,920,194

The fair value of these financial liabilities has been assumed to be their carrying amount due to their short-term nature.

10 Leases

The entity has entered into lease arrangement with Invest and Infra Pvt. Ltd for the lease of land and building. The lease rental to be paid by the company is Rs 2,00,000/- up to Ashad end 2078. The lease rental has been charged on systematic basis over the lease periods. Total lease expense charged to Profit or Loss for the period amounted to Rs 2,00,000/-.

11 Administrative Expenses

Particulars	Amount
Salary and personnel costs	
Manoj Paudel	82,742
Amit Koirala	82,742
Santosh Thapa	43,548
Board Fees	
Board Sitting Fees	80,000
Board Allowances	20,000
Registration Charges	
SEBON	300,000
Local Govt. Registration	40,575
Office Expenses	4,380
Audit Fee	35,000
Rent	200,000
Consultancy Charges	
Registration of Company	327,647
Advisory, Pre-feasibility and other Consultancy services	5,932,353
Total Administrative Expenses	7,148,987

12 Finance expenses

Particulars	Amount
Bank Charges	100
Total Administrative Expenses	100

13 Earnings Per Share

Basic Earnings per share (EPS) is calculated by dividing the net profit attributable to shareholders by weighted average number of shares.

Diluted Earnings per share is calculated by dividing the profit attributable to ordinary equity shareholder of the company by the weighted average number of shares. Since the company has not issued any equity or debt instruments, the EPS of the company is not diluted. Therefore, the Basic and Diluted EPS of the company is the same.

In terms of our report of even date attached

Date: 2078/09/05

Place: Kathmandu

**On behalf of
Aadhyanta Fund Management Limited**

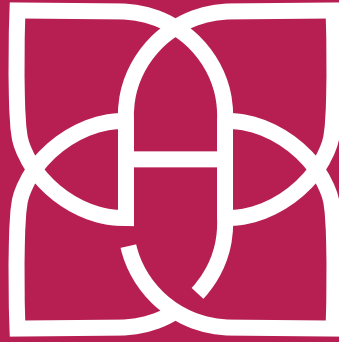
**For P.B.K.P & Associates
Chartered Accountants**

Yagya Prakash Neupane
Chairperson

Kishoree Manandhar
Independent Director

Santosh Thapa
Chief Executive Officer

CA Binod Phuyal
Partner



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