

# पन्धौ वार्षिक प्रतिवेदन

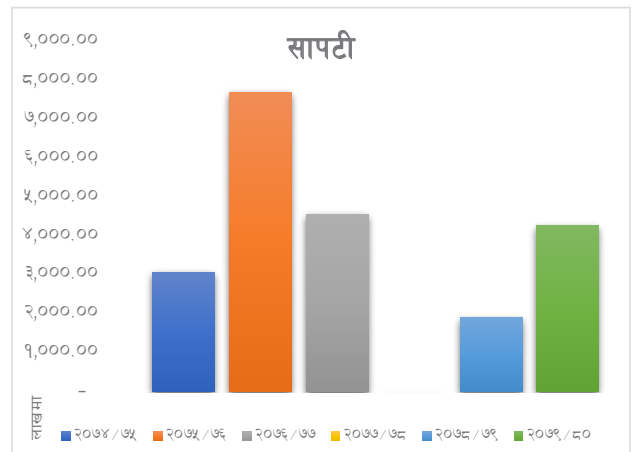
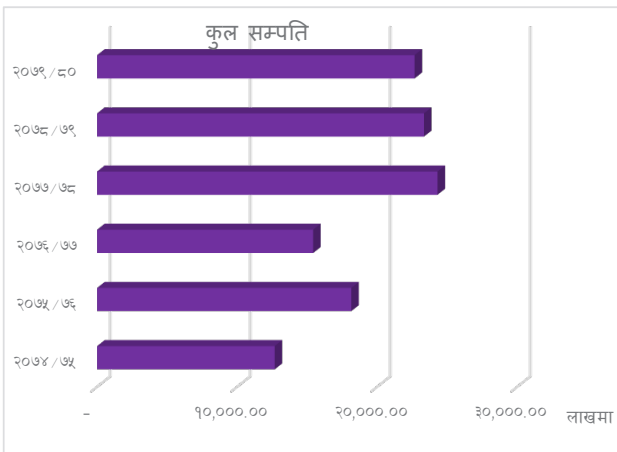
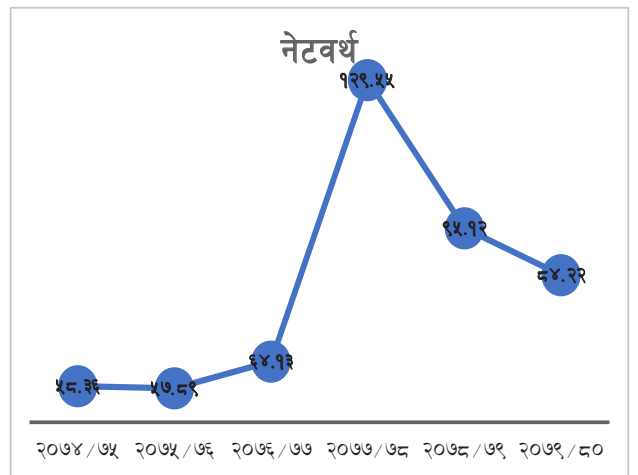
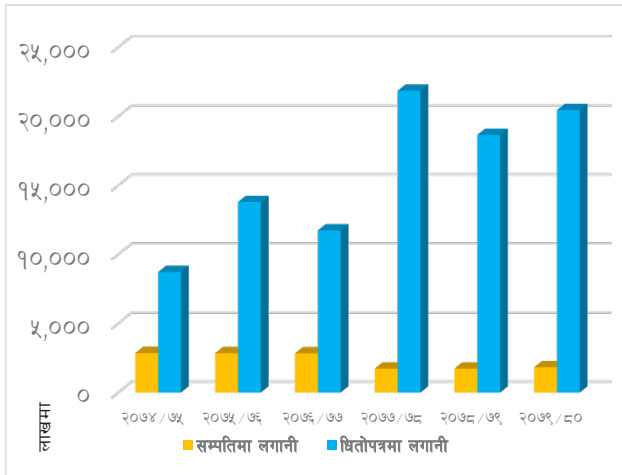
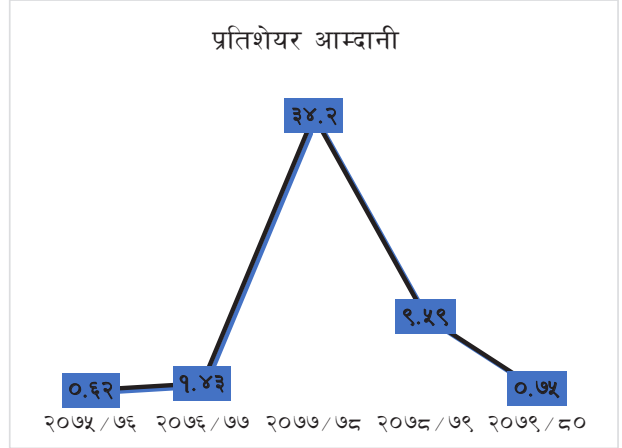
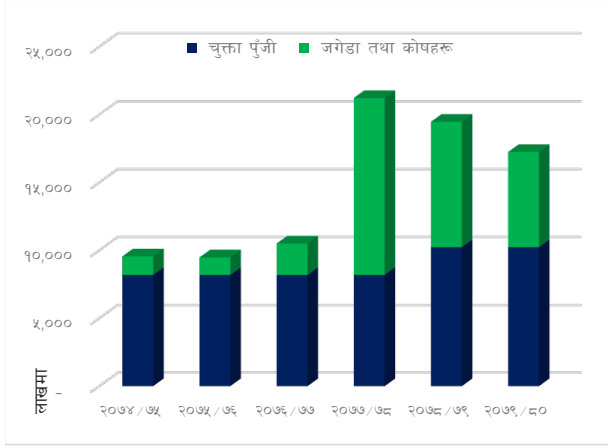
आर्थिक वर्ष २०७५/८०



हाथवे इन्भेष्टमेण्ट नेपाल लिमिटेड

लैनचौर, काठमाडौं

# वित्तीय भलक



# सञ्चालक समिति



**योगेश्वर शर्मा ढकाल**  
अध्यक्ष



**जयराम नेपाल**  
सञ्चालक



**कुमार पौडेल**  
सञ्चालक



**सुरज कुमार श्रेष्ठ**  
सञ्चालक

## त्यवस्थापन समिति



**सन्दीप शाह**

प्रमुख कार्यकारी अधिकृत



**सुधा अर्याल**

उप प्रबन्धक/कम्पनी सचिव

# हाथवे इन्भेष्टमेण्ट नेपाल लिमिटेड

लैनचौर, काठमाडौं

प्रतिनिधि (प्रोक्सी) नियुक्त गर्ने निवेदन फारम

श्री संचालक समिति,  
हाथवे इन्भेष्टमेण्ट नेपाल लिमिटेड  
केन्द्रिय कार्यालय, लैनचौर-२६, काठमाडौं ।

**विषय : प्रतिनिधि नियुक्ति गरेको बारे ।**

महोदय,

.....जिल्ला.....म.न.पा/न.पा./गा.वि.स.....वडा नं.  
बस्ने म/हामी.....ले हाथवे इन्भेष्टमेण्ट नेपाल लिमिटेडको शेयरधनीको हैसियतले मिति  
२०८०।०९।२६ गते हुने पन्ध्रौं वार्षिक साधारण सभामा स्वयंम उपस्थित भई छलफल तथा निर्णयमा सहभागी हुन नसक्ने भएकोले  
उक्त सभामा भाग लिन तथा मतदान गर्नका लागि.....जिल्ला.....  
म.न.पा/न.पा./गा.वि.स.....वडा नं. बस्ने त्यस कम्पनीका शेयरधनी श्री.....लाई  
मेरो/हाम्रो प्रतिनिधि मनोनित गरी पठाएको छु/छौं ।

**प्रतिनिधिको विवरण**

दस्तखत : .....

नाम :

ठेगाना :

शेयरधनी न

हितग्राही/डिम्याट खाता नं. :

कुल शेयर संख्या :

मिति :

**निवेदकको विवरण**

दस्तखत : .....

नाम :

ठेगाना :

शेयरधनी न :

हितग्राही/डिम्याट खाता नं. :

कुल शेयर संख्या :

मिति :

**द्रष्टव्य:** यो निवेदन साधारणसभा हुनु भन्दा कम्तिमा ४८ घण्टा अगावै कम्पनीको केन्द्रिय कार्यालयमा पेश गरि सक्नुपर्ने छ । शेयरधनी बाहेक अन्य व्यक्तिलाई प्रतिनिधि नियुक्त गर्न सकिने छैन ।

**हाथवे इन्भेष्टमेण्ट नेपाल लिमिटेड**

लैनचौर, काठमाडौं

**प्रवेश पत्र**

हाथवे इन्भेष्टमेण्ट नेपाल लिमिटेडको मिति: २०८०।०९।२६ मा हुने पन्ध्रौं वार्षिक साधारण सभामा उपस्थिति हुन जारी गरिएको प्रवेश पत्र ।

दस्तखत :

शेयरधनीको नाम :

शेयरधनी न :

हितग्राही /डिम्याट खाता नं. :

कुल शेयर संख्या :



*Signature*

कम्पनी सचिव

**द्रष्टव्य:** सभाकक्षमा प्रवेश गर्न यो प्रवेश पत्र अनिवार्य रूपमा लिई आउनुहुन अनुरोध छ । अन्यथा सभाकक्षमा प्रवेश गर्न पाइने छैन ।





# हाथवे इन्भेष्टमेण्ट नेपाल लिमिटेड

लैनचौर, काठमाण्डौको

## पन्धौं वार्षिक साधारण सभा सम्बन्धी सूचना

आदरणीय शेयरधनी महानुभावहरू,

यस कम्पनीको मिति २०८० साल पौष ०२ गते बसेको सञ्चालक समितिको १८६ औं बैठकको निर्णयानुसार कम्पनीको पन्धौं वार्षिक साधारण सभा निम्न विषयहरू उपर छलफल तथा निर्णय गर्न निम्न मिति, समय र स्थानमा बस्ने भएको हुँदा कम्पनी ऐन, २०६३ को दफा ६७ अनुसार सम्पूर्ण शेयरधनी महानुभावहरूको जानकारीको लागि यो सूचना प्रकाशित गरिएको छ।

साधारण सभा हुने मिति, समय र स्थान:

मिति : २०८० पौष २६ गते, विहिवार (११ जनवरी, २०२४)

समय : बिहान १०:०० बजे

स्थान : लैनचौर व्याङ्केट, लैनचौर, काठमाण्डौ।

छलफलका विषयहरू :

क) सामान्य प्रस्तावहरू:

१. सञ्चालक समितिको तर्फबाट अध्यक्षज्यूद्वारा प्रस्तुत पन्धौं वार्षिक प्रतिवेदन उपर छलफल गरी पारित गर्ने।
२. लेखा परीक्षकको प्रतिवेदन सहितको २०७९/८० साल आषाढ मसान्तको वासलात, सोहि मितिमा समाप्त आ.व. २०७९/८० को आयव्यय हिसाव र नगद प्रवाह विवरण लगायतका वित्तीय विवरणहरू छलफल गरी पारित गर्ने।
३. कम्पनी ऐन २०६३ को दफा १११ अनुसार आ.व. २०८०/८१ को बाह्य लेखापरीक्षण कार्यको लागि लेखापरीक्षकको नियुक्ती गर्ने र निजको पारिश्रमिक निर्धारण गर्ने।
४. संचालक समितिले प्रस्ताव गरे बमोजिम आ.व. २०७९/८० को मुनाफा समेतबाट चुक्ता पूँजीको ०.५२६ प्रतिशत (कर प्रयोजनार्थ) नगद लाभांश स्वीकृत गर्ने।
५. सर्वसाधारण शेयरधनीहरूको तर्फबाट कम्पनीको संचालक समितिमा प्रतिनिधित्व गर्ने दुई जना संचालकको निर्वाचन गर्ने।
६. संचालक समितिको भत्ता सम्बन्धमा।

ख) विशेष प्रस्तावहरू:

१. संचालक समितिले प्रस्ताव गरे बमोजिम आ.व. २०७९/८० को मुनाफा समेतबाट चुक्ता पूँजीको १० प्रतिशत बोनस शेयर स्वीकृत गर्ने।
२. कम्पनीको जारी तथा चुक्ता पूँजी बृद्धि गरी प्रबन्धपत्र तथा नियमावलीमा संशोधन गर्ने विशेष प्रस्ताव स्वीकृत गर्ने।  
(कम्पनीको बोनस शेयर वितरणबाट हालको जारी तथा चुक्ता पूँजीलाई बृद्धि गरी रु.१,२८,७०,००,००० पुऱ्याउने र सोहि बमोजिम प्रबन्धपत्र संशोधन गर्ने।)
३. प्रबन्धपत्र तथा नियमावलीको संशोधन स्वीकृत गर्ने तथा प्रस्तावित संशोधनमा नियमनकारी निकायबाट/कार्यलयबाट कुनै फेरबदल /परिमार्जन गर्न वा मिलाउन सुझाव वा निर्देशन दिएमा सो अनुसार आवश्यक फेरबदल गर्न संचालक समितिलाई पुर्ण अख्तियारी प्रदान गर्ने।

ग) विविध

.....  
सञ्चालक समितिको आज्ञाले,  
कम्पनी सचिव



**साधारण सभा सम्बन्धी थप जानकारी:**

१. साधारण सभा प्रयोजनको लागि मिति २०८०/०९/१२ गते एक दिन संस्थाको शेयरधनी दर्ता किताब/शेयर दाखिल खारेज दर्ता बन्द रहने छ । मिति २०८०/०९/११ सम्म नेपाल स्टक एक्सचेन्ज लिमिटेडमा कारोवार भई मिति २०८०/०९/१८ गतेसम्म यस कम्पनीको शेयर रजिष्ट्रार ग्लोबल आइएमई क्यापिटल लिमिटेड काठमाडौंमा प्राप्त शेयर नामसारीको आधारमा शेयरधनी दर्ता किताबमा कायम शेयरधनीहरूले सभामा भाग लिन योग्य हुनु हुन्छ ।
२. साधारण सभाको दिन सभा हुने स्थानमा उपस्थित भई त्यहाँ रहेको हाजिरी पुस्तिकामा दस्तखत गर्ने शेयरधनीहरू मात्र साधारण सभामा भाग लिन योग्य हुनेछ । शेयरधनी महानुभावहरूको सुविधाको लागि हाजिरी पुस्तिका सभा स्थानमा सभा हुने दिन विहान ९:३० बजे देखि सभा सञ्चालन रहेसम्म खुल्ला रहने छ ।
३. सम्पूर्ण शेयरधनी महानुभावहरूको जानकारीका लागि साधारण सभा बस्ने मिति, समय, स्थान र छलफलका विषयहरू सहितको सूचना र संक्षिप्त वार्षिक आर्थिक विवरणहरू यस कम्पनीको वेबसाइट <https://www.hathwaynepal.com.np> मा प्रकाशित गरिएको छ । सभामा भाग लिन इच्छुक शेयरधनी महानुभावहरूले प्रवेश पत्रको साथै हितग्राहि खाता खोलिएको (डिम्याट)/शेयर प्रमाणपत्र र आफ्नो परिचय खुल्ने प्रमाण जस्तै नागरिकताको प्रमाण पत्र वा अन्य कुनै परिचय पत्र सभा हुने दिन अनिवार्य रूपमा साथमा लिइ आउनु हुन अनुरोध छ ।
४. सभामा भाग लिनको लागि प्रतिनिधि प्रोक्सी नियुक्त गर्न चाहने र सो सम्बन्धी निवेदन सभा हुनु भन्दा ४८ घण्टा अगावै कम्पनी रजिष्टर्ड कार्यालय लैनचौर, काठमाडौंमा दर्ता गराइ सक्नु पर्ने छ । यसरी प्रतिनिधि प्रोक्सी नियुक्त गरिएको व्यक्ति समेत कम्पनीको शेयरधनी हुनु आवश्यक छ ।
५. प्रतिनिधि मुकरर गर्दा सम्पूर्ण शेयरको प्रतिनिधि एकै व्यक्तिलाई गर्नु पर्दछ । एकै शेयरधनीले एक भन्दा बढी प्रतिनिधि मुकरर गरेमा जुन प्रोक्सी कम्पनीको रजिष्टर्ड कार्यालयमा पहिला प्राप्त भई दर्ता हुन्छ, सो मात्र मान्य हुनेछ ।
६. प्रतिनिधि नियुक्त गरी सक्नु भएका शेयरधनी आफै सभामा उपस्थित भई हाजिरी किताबमा दस्तखत गर्नु भएमा मुकरर गरिएको प्रतिनिधि स्वतः बदर हुनेछ ।
७. प्रतिनिधि मुकरर गरिएको शेयरको प्रोक्सी बदर पाउँ भनी शेयरधनीले निवेदन पेश गरेको अवस्थामा उक्त मुकरर गरिएको प्रतिनिधि स्वतः बदर हुनेछ । साथै अर्को प्रतिनिधि मुकरर गरिएको अवस्थामा पछिल्लो मुकरर प्रतिनिधि कायम हुनेछ ।
८. नाबालक शेयरधनीको तर्फबाट कम्पनीको शेयर लगत किताबमा संरक्षकको रूपमा दर्ता भएको व्यक्तिले भाग लिन वा प्रतिनिधि तोक्न सक्नु हुनेछ ।
९. शेयरधनीहरूले व्यक्त गरेको मन्तव्य वा प्रश्नहरूको सम्बन्धमा सञ्चालक समितिको तर्फबाट सामूहिक रूपले अध्यक्ष वा अध्यक्षबाट अखितयारी पाएका व्यक्तिले जवाफ दिन सक्नेछन् ।
१०. छलफलको विषय अन्तर्गत विविध शीर्षक सम्बन्धमा शेयरवाला महानुभावहरूले छलफल गर्न चाहनुभएको विषय बारेमा साधारण सभा हुनु भन्दा कम्तिमा ७ दिन अघि हाथवे इन्भेष्टमेण्ट नेपाल लिमिटेडका अध्यक्षलाई लिखित रूपमा जानकारी दिनु पर्ने छ, तर यसलाई छलफल र पारित हुने प्रस्तावको रूपमा समावेश गरिने छैन ।
११. कम्पनी ऐन, २०६३ को दफा ८४ अनुसारको संक्षिप्त वार्षिक आर्थिक विवरण, सञ्चालक समितिको प्रतिवेदन लेखापरीक्षकको प्रतिवेदन शेयरधनीहरूले निरीक्षण वा प्राप्त गर्न चाहनुभएमा कम्पनीको कार्यालयबाट उपलब्ध हुनेछ ।



## अध्यक्षको मन्तव्य

### आदरणीय शेयरधनी महानुभावहरू,

यस कम्पनीको पन्ध्रौं वार्षिक साधारण सभामा उपस्थित सम्पूर्ण शेयरधनी, नियामकका प्रतिनिधि, अतिथि शुभेच्छुक, संचालक समिति, विभिन्न उपसमितिका पदाधिकारी साथीहरूलाई संचालक समिति र मेरो व्यक्तिगत तर्फबाट हार्दिक स्वागत गर्दछु।

देशको अर्थतन्त्र वाह्य एवं आन्तरिक कारणहरू जस्तै रुस-युक्रेन युद्ध, बैंक तथा वित्तीय संस्थामा देखिएको तरलताको समस्या, कर्जाको व्याजदरमा उच्च वृद्धि, कसिलो मौद्रिक नीति, आयातमा संकूचन आदिबाट उद्योग व्यवसायमा छाएको मन्दी, उद्योगी व्यवसायी एवं लगानीकर्ताको मनोबलमा आएको ह्रास, उद्योग धन्दा संचालनमा आएको सिथिलता, बैंक तथा वित्तीय संस्थाहरूबाट लिएको ब्याज समेत तिर्न पर्दैन भनि केहि व्यक्तिहरूबाट भ्रम श्रृजना गरी असुलिमा परेको प्रतिकूल असर तथा अराजक गतिविधिलाई समयमै सम्बन्धित निकायबाट नियन्त्रण हुन नसक्नु एवं अस्थिर राजनैतिक वातावरण आदीले आर्थिक गतिविधि प्रभावित भै चलायमान हुन नसकेको आभाष सर्वत्र छ।

हाल बैंक तथा वित्तीय संस्थामा रहेको प्रयाप्त तरलता, निक्षेपमा दिन प्रतिदिन भइरहेको वृद्धि, सरकारको ढुकूटीमा बढेको संचित, रेमिट्यान्स गत वर्ष भन्दा २६.४ प्रतिशतले वृद्धि भएको, मौद्रिक नीति केहि खुकुलो, विगत वर्षमा आयात गर्ने केहि वस्तुमा वन्देज लगाएकोमा हाल खुला, बैंकको व्याज घट्दो क्रममा करिव एकल अंकको आसपासमा आएको तथा सबै सुचकाङ्क सकारात्मक हुदाँ हुदै पनि उद्योगी व्यवसायी लगानीकर्ताको मनोबल उच्च हुन नसक्दा अर्थतन्त्रले सहि लय लिन नसकेकोमा हामी सबै जानकार नै छौं।

युवा उद्यमी, व्यवसायि १९ जना लगानीकर्ताहरूबाट यो कम्पनीको स्थापना मिति २०६५/१२/१४ मा शेयर पूँजी रु. १४ करोड खडा गरी लिमिटेड कम्पनीको रुपमा संचालनमा आएको थियो। हालसम्म आँउदा कम्पनीले विभिन्न आरोह अवरोह पार गर्दै देशकै प्रतिष्ठित इन्भेष्टमेण्ट कम्पनीको रुपमा स्थापित हुन सफल भएको छ। यस कम्पनीको प्रमुख उद्देश्य पुर्वाधार विकाशका क्षेत्रहरू मुख्यत भौतिक सुधार, पर्यटन, होटल व्यवसाय, बिमा संचार, वित्तीय पुर्वाधार विकाशमा सहयोग पुर्‍याउने रहेको भएता पनि यसका अतिरिक्त विभिन्न आयोजनाहरूको संभाव्यता अध्ययनहरू समेत गर्ने उद्देश्य रहेको छ।

सर्वसाधारणको यस कम्पनी प्रतिको चासो र भुकावलाई मध्ये नजर गरि कम्पनीको स्वामित्व सिमिततामा मात्र हैन, आम सर्वसाधारणलाई समेत स्वामित्व दिनु पर्दछ भनि समिक्षा वर्षमा कम्पनीको कायम रहेको जारी पूँजी रु १ अर्ब १७ करोडको १२.५० प्रतिशतले हुन आउने रकम रु १४ करोड ६२ लाख ५० हजार बराबरको प्रति कित्ता रु ५० अंकित दरको २९ लाख २५ हजार कित्ता शेयर सर्वसाधारणको लागि प्राथमिक शेयर निष्काशन गर्ने निर्णय अनुसार चालु आ.व.को प्रथम त्रैमासिकमा प्राथमिक शेयर निष्काशन तथा बाँडफाँड गरी हाल कम्पनीको चुक्ता पूँजी रु १ अर्ब १७ करोड कायम गर्न सफल भएका छौं। प्राथमिक शेयर निष्काशन तथा बाँडफाँड पश्चात कम्पनीमा १,२१,३८७ जना शेयर सदस्य भएको व्यहोरा समेत जानकारीको लागि अनुरोध छ।

कम्पनीले व्यवसाय विस्तार गर्नको लागि विभिन्न आयोजना, उद्योग, व्यवसाय, प्राइभेट इक्यूटी फण्ड, बैंक तथा वित्तीय क्षेत्र, पर्यटन आदिको अध्ययन एवं मूल्याङ्कन गर्दै आएको छ। उक्त क्षेत्रको पूँजीगत तरलता, लगानीको



हाथवे इन्भेष्टमेण्ट नेपाल लिमिटेड

प्रतिफल, वित्तीय स्वार्थ, अर्निङ क्वालिटी, विश्वसनियता, पारदर्शिता, वित्तीय जोखिम बहन गर्न सक्ने क्षमताको अध्ययन पश्चात कम्पनीले पूँजीगत तरलताको आधारमा मात्र लगानी गर्दै आइरहेको छ र भविष्यमा समेत लगानीका नयाँ रणनीति अखितयार गरीने व्यहोरा जानकारी गराउदछु। साथै यस कम्पनीको सहायक कम्पनीको रुपमा संचालित हाथवे स्टक डिलर लिमिटेडमा कायम चुक्तापुँजी रु.८१,४८,८१,२०० मध्ये ९०.०० प्रतिशत हाथवे इन्भेष्टमेण्ट नेपाल लिमिटेडको स्वामित्व रहेको र सो कम्पनीले समिक्षा वर्षमा पूँजीबजारको प्रतिकूल वर्ष भएतापनि वार्षिक मुनाफा रु.५,२९,२३,७९६ कमाउन सफल रहेको व्यहोरा समेत जानकारी गराउदछु। आगामी दिनहरूमा हाथवे स्टक डिलर लिमिटेडलाई ऐन नियमको परिध भित्र रही उपयुक्त सोहि प्रकृतिको कम्पनीसंग मर्जर तथा एक्विजिशनमा लाने सोच समेत रहेको छ।

**अन्त्यमा,**

यस कम्पनीलाई सवल सक्षम र सुदृढ बनाउन यहाँहरूको सुझाव सल्लाह प्राप्त भैरहने अपेक्षा राख्दै शेयरधनी महानुभावहरू, नियामक निकाय, शुभेच्छुक एवं कर्मचारीहरूमा हार्दिक धन्यवाद जाहेर गर्दछु।

**योगेश्वर शर्मा ढकाल**

अध्यक्ष



## हाथवे इन्भेष्टमेण्ट नेपाल लिमिटेडको

पन्ध्रौं वार्षिक साधारण सभामा

सञ्चालक समितिको तर्फबाट प्रस्तुत

### वार्षिक प्रतिवेदन

कम्पनी ऐन, २०६३ को दफा १०९ को उपदफा (४) बमोजिम सञ्चालक समितिको प्रतिवेदन  
आर्थिक वर्ष २०७९/०८०

समिक्षा अवधि आर्थिक वर्ष २०७९/०८० मा यस संस्थाले प्राप्त गरेका उपलब्धिहरु सहित कारोबारको संक्षिप्त सिंहावलोकन पेश गर्ने अनुमति चाहन्छु।

#### क) बिगत वर्षको कारोबारको सिंहावलोकन

| विवरण                                     | आषाढ मसान्त २०८०      | आषाढ मसान्त २०७९      | वृद्धि प्रतिशत |
|---|-----------------------|-----------------------|----------------|
| नगद र नगद बराबर                           | ७१,११,७३७             | २३,९६,७०२             | १९६.७३%        |
| धितोपत्रमा लगानी                          | २,०४,५३,७३,२३४        | १,८६,५६,४९,७४०        | ९.६३%          |
| अन्य वित्तीय सम्पत्तिहरू                  | २,४०,३४,५८०           | २८,८२,५६,५३८          | -९१.६६%        |
| <b>कुल सम्पत्ति</b>                       | <b>२,२६,७६,४२,५४७</b> | <b>२,३३,४७,२५,९११</b> | <b>-२.८७%</b>  |
| बैंक तथा वित्तीय संस्थामा तिर्नुपर्ने रकम | ४२,६७,३३,८८१          | १८,८६,७४,९४५          | १२६.१७%        |
| चुक्ता पूँजी                              | १,०२,३७,५०,०००        | १,०२,३७,५०,०००        | ०.००%          |
| जगेडा तथा कोषहरू                          | ७०,०६,३५,७३२          | ९२,३२,७३,६७२          | -२४.११%        |
| <b>आम्दानी</b>                            |                       |                       |                |
| सञ्चालनबाट आम्दानी                        | १५,४४,५०,७२२          | १,२७,५६,१८,९९५        | -८७.८९%        |
| अन्य आम्दानी                              | १९,८२,९९४             | १७,९३,२४८             | १०.५८%         |
| <b>कुल आय</b>                             | <b>१५,६४,३३,७१६</b>   | <b>१,२७,७४,९२,२४३</b> | <b>-८७.७५%</b> |
| <b>खर्च</b>                               |                       |                       |                |
| लगानीको खरिद                              | १३,९२,७३,९७६          | ४३,४५,८२,३४८          | -६७.९५%        |
| लगानीमा वृद्धि/(घट)                       | -५,७९,३७,७४३          | ५९,५१,१८,१०८          | -१०९.७४%       |
| कर्मचारी खर्च                             | ६३,६६,१८२             | १,७८,९९,८०६           | -६४.४३%        |
| प्रशासनिक खर्च                            | ७०,१९,१०१             | ६४,९०,९६४             | ८.१४%          |
| वित्तिय खर्च                              | ४,५१,६५,३५०           | २,७९,४४,२३०           | ६१.६३%         |
| <b>कुल खर्च</b>                           | <b>१४,२४,४९,४००</b>   | <b>१,०८,४४,३४,४७९</b> | <b>-८६.८६%</b> |
| <b>खुद मुनाफा</b>                         | <b>१,५२,५५,०९७</b>    | <b>१९,५७,६७,३७२</b>   | <b>-९२.२९%</b> |
| प्रतिशेयर आम्दानी                         | ०.७५                  | ९.५६                  | -९२.१५%        |

#### १. पूँजी संरचना:

समिक्षा वर्षमा कम्पनीको अधिकृत पूँजी रु.१,५०,००,००,०००।-(अक्षरेपी एक अर्ब पचास करोड रुपैया), जारी पूँजी रु. १,१७,००,००,०००।- (अक्षरेपी एक अर्ब सत्र करोड रुपैयाँ मात्र) तथा चुक्ता पुँजी रु. १,०२,३७,५०,०००।- (अक्षरेपी एक अर्ब दुई करोड सैतीस लाख पचास हजार रुपैया) रहेको छ। चालु आ.व.२०८०/८१ को सुरवातमा कम्पनीले आफ्नो



## हाथवे इन्भेष्टमेण्ट नेपाल लिमिटेड

जारी पूँजीको १२.५० प्रतिशतका दरले हुन आउने रकम रु. १४ करोड ६२ लाख ५० हजार रुपैयाँ बराबरको प्रतिकिता ५० अंकित मूल्यको २९ लाख २५ हजार कित्ता शेयर सर्वसाधारणको लागी निष्काशन सम्पन्न गरी कम्पनीको चुक्ता पूँजी १ अर्व १७ करोड कायम गर्न सफल भएको छ । कम्पनीमा संस्थापक शेयरधनीहरूको ८७.५० प्रतिशत र सर्वसाधारण शेयरधनीहरूको १२.५० प्रतिशत स्वामित्व रहेको छ ।

### २. लगानी

#### कम्पनीको लगानीको स्थिति

| क्षेत्रगत लगानी  | २०७९/८०        | २०७८/७९        | %       |
|--|----------------|----------------|---------|
| घर तथा जग्गा   | १८,३२,४५,८६५   | १७,३२,८१,५८१   | ५.७५%   |
| आय व्ययमा समावेश गरिएको धितोपत्रमा लगानी (बजार मूल्य)                        | ३८,५६,०७,६०८   | ३२,७८,४१,०६३   | १७.६२%  |
| सुचिकृत कम्पनीको साधारण शेयरमा लगानी   | ४,७७,७९,४२२    | ११,६३,२६,४७७   | -५८.९३% |
| सुचिकृत नभएको कम्पनीको संस्थापक शेयरमा लगानी                                 | ३३,७८,२८,१८६   | २१,१५,१४,५८६   | ५९.७२%  |
| अन्य कम्पिहेन्सिभ आय व्यय (व्ययमा समावेश गरिएको धितोपत्र लगानी) (बजार मूल्य) | १,६५,९७,६५,६२६ | १,५३,७९,७९,८७५ | ७.९२%   |
| सुचिकृत कम्पनीको संस्थापक शेयर   | ८५,४१,२१,६२६   | १,०५,३०,७९,८७५ | -१८.८९% |
| सुचिकृत नभएको कम्पनीको संस्थापक शेयरमा लगानी                                 | ८०,५६,४४,०००   | ४८,४९,००,०००   | ६६.१५%  |

### ३. आय व्ययमा समावेश गरिएको सुचिकृत नभएका कम्पनीको संस्थापक शेयरमा लगानी (बजार मूल्यको आधारमा)

| कम्पनी                                  | २०७९/८०             | २०७८/७९             | फरक                 | प्रतिशत       |
|---|---------------------|---------------------|---------------------|---------------|
| चन्द्रागिरी हिल्स लिमिटेड               | १३,८२,४०,०००        | ११,३२,९२,०००        | २,४९,४८,०००         | २२.०२%        |
| डिस मिडिया नेटवर्क लिमिटेड              | ५७,४८,२००           | ५७,४८,२००           | -                   | ०.००%         |
| लुम्बिनी केवलकार प्राईभेट लिमिटेड       | ६,२७,३१,२००         | ३,१३,६५,६००         | ३१,३६५,६००          | १००.००%       |
| नेपाल वेयर हाउजिङ कम्पनी लिमिटेड        | १,५०,००,०००         | १,५०,००,०००         | -                   | ०.००%         |
| सानिमा मिडल तमोर हाइड्रोपावर लिमिटेड    | १,११,०८,३००         | १,११,०८,३००         | -                   | ०.००%         |
| हाईलाईफ एग्रो एण्ड फुड्स ईण्डस्ट्रीज लि | ७,००,००,०००         | -                   | ७,००,००,०००         | -             |
| सर्वोत्तम सिमेन्ट लिमिटेड               | २,५०,००,४८६         | २,५०,००,४८६         | -                   | ०.००%         |
| मिड सोलु हाइड्रो पावर कम्पनी लिमिटेड    | १,००,००,०००         | १,००,००,०००         | -                   | ०.००%         |
| <b>कुल</b>                              | <b>३३,७८,२८,१८६</b> | <b>२१,१५,१४,५८६</b> | <b>१२,६३,१३,६००</b> | <b>५९.७२%</b> |

### ४. अन्य कम्पिहेन्सिभ आय व्ययमा समावेश गरिएका सुचिकृत नभएका कम्पनीको संस्थापक शेयरमा गरे को लगानी

| कम्पनी                                  | २०७९/८०             | २०७८/७९             | फरक                 | प्रतिशत       |
|---|---------------------|---------------------|---------------------|---------------|
| सिटिजन लाईफ इन्स्योरेन्स कम्पनी लिमिटेड | २,२५,००,०००         | १,५०,००,०००         | ७५,००,०००           | ५०.००%        |
| आईएमई लाईफ इन्स्योरेन्स कम्पनी लिमिटेड  | ४,९६,४४,०००         | १,९९,००,०००         | २,९७,४४,०००         | १४९.४७%       |
| हाथवे स्टक डिलर लिमिटेड                 | ७३,३५,००,०००        | ४५,००,००,०००        | २८,३५,००,०००        | ६३.००%        |
| <b>कुल</b>                              | <b>८०,५६,४४,०००</b> | <b>४८,४९,००,०००</b> | <b>३,२०७,४४,०००</b> | <b>६६.१५%</b> |



५. अन्य कम्पिनेन्सिभ आय व्ययमा समावेश गरिएका सुचिकृत भएको शेयरको सुची

| संस्थापक शेयर                             | २०७९/८०             | भार प्रतिशत | २०७८/७९               | भार प्रतिशत |
|---|---------------------|-------------|-----------------------|-------------|
| नेपाल पूर्वाधार बैंक लिमिटेड              | १,२५,००,०००         | १.४६%       | १,२५,००,०००           | १.१९%       |
| आइएमई जनरल इन्सोरेन्स लिमिटेड             | १७,०१,८४,३१२        | १९.९३%      | १६,०५,५०,९९२          | १५.२८%      |
| पोखरा फाइनान्स कम्पनी लिमिटेड             | १२,९२,७२,५१२        | १५.१४%      | २७,९०,९०,२२४          | २६.५५%      |
| ग्लोबल आइएमई बैंक लिमिटेड                 | ३,५८,०१,३५८         | ४.१९%       | ५,३९,९३,९२०           | ५.१४%       |
| सिद्धार्थ बैंक लिमिटेड                    | २,८५,७४,३७८         | ३.३५%       | ३,२४,६७,८११           | ३.०९%       |
| अजोड इन्स्योरेन्स कम्पनी लिमिटेड          | ०                   | ०.००%       | १,७९,२०,०००           | १.७१%       |
| कामना सेवा विकास बैंक लिमिटेड             | ४,८३,४३,१५२         | ५.६६%       | ९,२०,०८,९३०           | ८.७५%       |
| नेपाल पुनर्बीमा कम्पनी लिमिटेड            | ३५,०३,३६,१२८        | ४१.०२%      | ३३,५९,०७,९८४          | ३१.९६%      |
| सेञ्चुरी कर्मासियल बैंक लिमिटेड           | ०                   | ०.००%       | २,६०,७९,६००           | २.४८%       |
| मञ्जुश्री फाइनान्स लिमिटेड                | २,९१,५१,३४६         | ३.४१%       | २,९१,५१,३४६           | २.७७%       |
| ग्रामीण विकास लघुवित्त लिमिटेड            | ९६,५३,९८८           | १.१३%       | ९६,५३,९८८             | ०.९२%       |
| ज्योति विकास बैंक लिमिटेड                 | १७,११,४५७           | ०.२०%       | १६,९३,४४०             | ०.१६%       |
| प्रभु बैंक लिमिटेड                        | २,४५,६६,४२६         | २.८८%       | ०                     | ०.००%       |
| युनाइटेड अजोड इन्स्योरेन्स कम्पनी लिमिटेड | १,४०,२६,५७०         | १.६४%       | ०                     | ०.००%       |
| <b>कुल</b>                                | <b>८५,४९,२९,६२६</b> |             | <b>९,०५,९०,९८,२३५</b> |             |

६. कुल सम्पत्ति:

समीक्षा अवधिमा कम्पनीको कुल सम्पत्ति रु. २,२६,७६,४२,५४७ (अक्षरूपी दुई अर्ब छब्बीस करोड छयत्तर लाख बयालिस हजार पाँच सय सतचालिस रुपैयाँ) रहेको छ। जुन गत आ.व.मा रु २,३३,४७,२५,९१० (अक्षरूपी दुई अर्ब तेत्तिस करोड सतचालिस लाख पचीस हजार नौ सय दस रुपैयाँ) रहेको थियो।

७. कुल आम्दानी तथा खर्च:

आर्थिक वर्ष २०७९/०८० मा कम्पनीले संचालन तथा अन्य आम्दानीबाट कुल आय रु १५,६४,३३,७१६ (अक्षरूपी पन्ध्र करोड चौसठ्ठी लाख तेत्तिस हजार सात सय सोह्र रुपैयाँ) आर्जन गरेको र खर्च अर्न्तगत कम्पनीको कर्मचारी व्यवस्थापन तथा प्रशासनिक, वित्तीय खर्च तथा अन्य गरी जम्मा कुल व्यय रु. १४,२४,४९,४०० (अक्षरूपी चौध करोड चौबीस लाख उनपचास हजार चार सय रुपैयाँ) भएको छ।

८. खुद नाफा/नोक्सान:

आर्थिक वर्ष २०७९/०८० मा कम्पनीको खुद नाफा/नोक्सान रु १,५२,५५,०९७ (अक्षरूपी रु एक करोड बाउन्न लाख पचपन्न हजार सन्तानब्बे रुपैयाँ) रहेको व्यहोरा जानकारी गराउन चाहन्छु।

ख) अन्तर्राष्ट्रिय तथा राष्ट्रिय आर्थिक परिदृश्य:

अन्तर्राष्ट्रिय आर्थिक परिदृश्य

भूराजनीतिक प्रभाव स्वरूप पेट्रोलियम पदार्थको मूल्यमा आएको वृद्धिका कारण समग्र आपूर्ति शृंखलामा आएको खलल तथा खाद्यान्नको मूल्यमा आएको वृद्धिका कारण विश्व अर्थतन्त्रले नै मुद्रास्फीतिको सामना गर्नुपर्यो। रुस-यूक्रेन युद्ध जारी नै रहेको र विश्वका मूल अर्थतन्त्रहरूले लिएको आर्थिक तथा वित्तीय नीतिका कारण विश्वअर्थतन्त्र अझै आर्थिक मन्दीको अवस्थाबाट बाहिरीई नसकेको कुरालाई पुष्टि गर्दछ। आर्थिक मन्दीको सामना गर्न अवलम्बन हुन सक्ने नीतिगत लचकताका



कारण मुद्रास्फीति अभै बढने सम्भावना रहन्छ ।

रुस-यूक्रेन युद्धको प्रभाव स्वरूप वृद्धि भएको पेट्रोलियम पदार्थ तथा धातुजन्य वस्तुहरूको मूल्यमा आएको स्थिरता तथा घट्टो प्रवृत्तिमा रहेका छन्, परिणामतः विश्वका अधिकांश मुलुकहरूको मुद्रास्फीतिको दर घट्टो क्रममा समेत देखिएको भए तापनि मुद्रास्फीति अभै लक्ष्य तथा वाञ्छित सीमा भन्दा माथि नै रहेको छ । फलतः विगत आर्थिक वर्ष निर्माण तथा पूर्वाधारको क्षेत्र मुद्रास्फीति र आपूर्ति श्रृंखलामा आएको अवरोधका कारण प्रभावित रह्यो । सोको प्रभाव निरन्तर रहने अनुमान गर्न सकिन्छ ।

### राष्ट्रिय आर्थिक परिदृष्य

राष्ट्रिय तथ्यांक विभागले आर्थिक वर्ष २०७९/८० मा आर्थिक वृद्धि आधारभूत मूल्यमा २.१६ प्रतिशत र उत्पादकको मूल्यमा १.८६ प्रतिशत रहने प्रक्षेपण गरेको छ । अधिल्ला वर्षहरूको उच्च शोधनान्तर घाटाले आन्तरिक तरलता प्रशोचन गरेको, आयात व्यापारलाई निरुत्साहन गरिएको कारण राजश्व संकलनमा समेत कमी आएको, नेपाल सरकार र मातहतका निकायबाट हुने पूँजिगत खर्च लक्ष्य अनुसार हुन नसकेको कारणले समग्र आन्तरिक अर्थतन्त्रको गतिविधि नै सुस्त हुन पुग्यो । चालु आर्थिक वर्षमा समेत राजश्व संकलनको स्थिति नकारात्मक नै रहेका कारण सरकारी तवरबाट पूँजिगत खर्च, तथा खर्च गर्न सक्ने क्षमता न्यून नै रहने आँकलन गर्न सकिन्छ ।

हाल आएर सरकारको दुकुटीमा संचित रकम बढेको, विप्रेषण रकम २६.४ प्रतिशतले बढेको, बैंक तथा वित्तिय संस्थामा तरलताको समस्या नभएको, निक्षेपमा वृद्धि भएकोले बैङ्क तथा वित्तीय संस्थाहरूमा कर्जा प्रवाह गर्ने क्षमता बढेको, कर्जाको ब्याजदर घट्टै गएको, कसिलो मौद्रिक नीति केहि खुकुलो भएको, राजस्व संकलनमा सुधार हुदै आएको आदि कारणले आर्थिक अवस्था केहि सहज देखिएता पनि उद्यमी व्यवसायी लगानीकर्ताहरूको मनोबल उच्च हुन नसक्दा देशको समग्र अर्थ ब्यवस्थाले लय लिन सकेको छैन । आशा गरौं आगामी दिनमा अर्थ ब्यवस्थामा क्रमिक सुधार आउने छ ।

### ग) प्रतिवेदन तयार भएको मिति सम्म चालू वर्षको उपलब्धि र भविष्यमा गर्नु पर्ने कुराको सम्बन्धमा सञ्चालक समितिको धारणा:

आ.व. २०८०/८१ मा यस कम्पनीको प्रथम त्रैमासको वित्तीय विवरण अनुसार संचालन र अन्य आय गरि कुल आय रु. २,१९,५६,७७५ (अक्षरुपी दुई करोड उन्नाइस लाख छपन्न हजार सात सय पचहत्तर रुपैयाँ मात्र) आर्जन गरेको र खर्च अन्तर्गत कर्मचारी व्यवस्थापन खर्च, वित्तिय खर्च, प्रशासनिक खर्च लगायत अन्य खर्च गरि कुल व्यय रु. १,५५,१७,७१४ (अक्षरुपी एक करोड पचपन्न लाख सत्र हजार सात सय चौध रुपैयाँ मात्र) रहेको छ । सोहि अवधिमा कम्पनीले कुल मुनाफा रु. १,५८,२२,२६५ (अक्षरुपी एक करोड अन्ठाउन्न लाख बाईस हजार दुई सय पैसट्टी रुपैयाँ मात्र) आर्जन गरेको छ । कम्पनीको कुल सम्पत्ति रु. २,३४,६३,५९,९४३ (अक्षरुपी दुई अर्व चौतिस करोड त्रिसट्टी लाख उन्नासट्टी हजार नौ सय त्रिचालिस रुपैयाँ मात्र) रहेकोमा जसमध्ये धितोपत्रहरूमा भएको लगानी रु. २,०५,६५,३९,६९२ (अक्षरुपी दुई अर्व पाँच करोड पैसट्टी लाख उनन्चालिस हजार छ सय बयान्बे रुपैयाँ मात्र) रहेको छ । सोहि अवधिमा कम्पनीको जगेडा तथा कोषहरूमा रु. ७०,७५,९१,९०९ (अक्षरुपी सत्तरी करोड पचहत्तर लाख एकानबे हजार नौ सय नौ रुपैयाँ मात्र) रहेको छ ।

### भविष्यमा कम्पनीले गर्नुपर्ने कुराको सम्बन्धमा सञ्चालक समितिको धारणा :

- १) प्रचलित कानुन बमोजिम स्वीकृति लिई स्वदेशी वा विदेशी संघ, संस्था तथा व्यक्ति विशेषसँग एकल वा संयुक्त रुपमा उर्जा, कृषि, पर्यटन, उद्योग, पूर्वाधार, स्वास्थ्य, शिक्षा, निर्माण, व्यापार, संचार, प्रविधि, बिमा, वित्तिय लगायतका क्षेत्रमा लगानी गर्ने लक्ष्य लिएको छ ।
- (२) उत्पादनमुलक तथा सेवामुलक कम्पनीहरूमा लगानी गर्ने ।
- (३) भौतिक पूर्वाधार निर्माण, व्यवस्थापन, लिज तथा सो सम्बन्धी कार्यको परामर्श सेवा प्रदान गर्ने ।
- (५) पर्यटन व्यवसायको विकास एवं विस्तारको लागि आवश्यक पूर्वाधार निर्माणमा लगानी तथा परामर्श प्रदान गर्ने ।
- (६) प्राईभेट ईक्विटी/भेञ्चर क्यापिटलसंग सम्बन्धित विषयहरूमा सरोकार योग्य संस्थासंग समन्वय गर्ने ।

### घ) कम्पनीको औद्योगिक तथा व्यवसायिक सम्बन्ध



कम्पनीले सशक्त रूपमा व्यवसाय अभिवृद्धि गर्ने नीतिका आधारमा देशका विभिन्न सरकारी निकायहरू, औद्योगिक क्षेत्र, व्यापारिक क्षेत्रका संचालकहरू तथा लगानीकर्ताहरूसंग सुमधुर सम्बन्ध कायम राख्दै आएको छ। आफ्नो व्यवसायिक सम्बन्ध चुस्त दुरुस्त तथा समय सापेक्ष हुनुपर्ने मान्यता अनुरूप कम्पनीको संचालक समिति एवं व्यवस्थापन व्यावसायिक सम्बन्ध सुदृढ राख्न तल्लिन रहेको छ।

**ड) सञ्चालक समितिमा भएको हेरफेर र सो को कारण:**

समिक्षा अवधिमा संचालक समितिमा कुनै पनि फेरबदल नभएको।

**च) कारोबारलाई असर गर्ने मुख्य कुराहरू:**

समग्र आर्थिक क्षेत्रमा परेको असरले लगानी बजारलाई पनि प्रत्यक्ष प्रभाव पारेको छ। अनुत्पादक क्षेत्रमा हुने अत्याधिक लगानी, सुरक्षित एवं दीर्घकालीन वैकल्पिक लगानीको क्षेत्रको अभाव, नयाँ जोखिमको पहिचान गरी त्यसलाई अवसरको रूपमा लिन नसक्नु र गरिएका लगानिबाट तुरुन्तै प्रतिफल प्राप्त हुन नसक्नुले कम्पनीको लगानीलाई असर पार्ने जानकारी गराउँदछु। साथै पूँजी बजारमा आएको उतार-चढावबाट हुन सक्ने जोखिमहरू तथा लगानीका क्षेत्रहरूको पहिचानमा ढिलाइ जस्ता कुराहरूलाई कारोवारलाई असर पार्ने जोखिमको रूपमा लिन सकिन्छ।

देशको अर्थतन्त्र केहि सहज देखेता पनि उद्यमी व्यवसायी लगानीकर्ताहरूको मनोबल उच्च हुन नसकेको, देशको अर्थ व्यवस्थाले लय लिन नसकेको, लगानीकर्ताहरू पर्ख र हेरको स्थितिमा रहेकोले चालु वर्ष पनि उत्साहजनक हुन नसक्ने अड्कल गरिएको छ।

**छ) लेखापरीक्षण प्रतिवेदनमा कुनै कौफियत उल्लेख भएको भए सो उपर सञ्चालक समितिको प्रतिक्रिया:**

यस कम्पनीले NFRS (Nepal Financial Reporting Standards) मापदण्ड बमोजिमको वित्तीय तथा आर्थिक विवरणहरू तयार गर्ने गरिएकोमा आ.व. २०७९/०८० मा पनि सोही बमोजिमको वित्तीय विवरण तयार पारिएको छ। आ.व. २०७९/०८० लेखापरीक्षण प्रतिवेदनमा नियमित कारोवारमा देखिएका सामान्य प्रकृतिका कौफियत, प्रतिक्रिया र सुभावहरू बाहेक अन्य कौफियत केही नभएको।

**ज) लाभांश बाँडफाँड गर्न सिफारिस गरिएको रकम:**

आ.व २०७९/०८० मा लाभांश रकम रु. १२,३१,५४,२०० (अक्षरुपी बाह्र करोड एकतीस लाख चौवन्न हजार दुई सय रुपैयाँ मात्र) बाँडफाँड गर्न चुक्ता पूँजीको १० प्रतिशतका दरले हुन आउने रकम रु.११,७०,००,००० (अक्षरुपी एघार करोड सत्तरी लाख रुपैयाँ मात्र) बराबरको बोनस शेयर र ०.५२६ प्रतिशतका दरले हुन आउने रकम रु. ६१,५४,२०० (अक्षरुपी एकसठ्ठी लाख चौउन्न हजार दुई सय रुपैयाँ मात्र) बराबरको नगद लाभांश (कर प्रयोजनार्थ) गरि जम्मा १०.५२६ प्रतिशत प्रस्ताव गरिएको छ।

**झ) शेयर जफत भएको भए जफत भएको शेयर संख्या, यस्तो शेयरको अंकित मूल्य, त्यस्तो शेयर जफत हुनुभन्दा अगावै सोबापत कम्पनीले प्राप्त गरेको जम्मा रकम र त्यस्तो शेयर जफत भएपछि सो शेयर बिक्री गरी कम्पनीले प्राप्त गरेको रकम तथा जफत भएको शेयरबापत रकम फिर्ता गरेको भए सो को विवरण:**

कम्पनीले हालसम्म कुनै शेयर जफत गरेको छैन।

**ञ) विगत आर्थिक वर्षमा कम्पनी र यसको सहायक कम्पनीको कारोबारको प्रगति र सो आर्थिक वर्षको अन्तमा रहेको स्थितिको पुनरावलोकन:**

यस कम्पनीको आर्थिक तथा वित्तीय स्थिति यसै प्रतिवेदन तथा कम्पनीको वार्षिक आर्थिक तथा वित्तीय प्रतिवेदनमा उल्लेख गरिएको छ। यस कम्पनीको सहायक कम्पनी हाथवे स्टक डिलर लिमिटेडले दोस्रो बजारबाट शेयर खरिद तथा बिक्री गर्ने कार्य गर्दै आएको छ सो को जानकारी पनि यसै कम्पनीको वार्षिक आर्थिक तथा वित्तीय प्रतिवेदनमा उल्लेख गरिएको छ।

समीक्षा अवधिमा सहायक कम्पनी हाथवे स्टक डिलर लिमिटेडले दोस्रो बजारबाट धितोपत्रहरूको खरिद बिक्री गरी रु. ५,२



**हाथवे इन्भेष्टमेण्ट नेपाल लिमिटेड**

९,२३,७९६ (अक्षरेपी रु पाँच करोड उनन्तिस लाख तेईस हजार सात सय छयानब्बे रुपैया मात्र) मुनाफा गर्न सफल भएको छ । हाथवे स्टक डिलर लिमिटेडले ६३ प्रतिशत हकप्रद शेयर निष्कासन पश्चात कम्पनीको चुक्ता पूँजी रु. ८१,४८,८१,२००।-(अक्षरपी एकासी करोड अठचालिस लाख एकासी हजार दुई सय रुपैयाँ) कायम भएको छ ।

**ट) कम्पनी तथा त्यसको सहायक कम्पनीले आर्थिक वर्षमा सम्पन्न गरेको प्रमुख कारोबारहरु र सो अवधिमा कम्पनीको कारोबारमा आएको कुनै महत्वपूर्ण परिवर्तन:**

कम्पनीले आर्थिक वर्ष २०७९/८० मा सम्पन्न गरेको प्रमुख आर्थिक कारोवार र सो अवधिमा कम्पनीको कारोवारमा आएको महत्वपूर्ण परिवर्तन संलग्न वासलात, नाफा-नोक्सान हिसाब र नगद प्रवाह विवरण तथा लेखा सम्बन्धी टिप्पणीमा उल्लेख गरिएको छ ।

**ठ) विगत आर्थिक वर्षमा कम्पनीको आधारभुत शेयरधनीहरुले उपलब्ध गराएको जानकारी:**

विगत आर्थिक वर्षमा कम्पनीका आधारभुत शेयरधनीहरुले कम्पनीलाई कुनै जानकारी उपलब्ध गराउनु भएको छैन ।

**ड) विगत आर्थिक वर्षमा कम्पनीका सञ्चालक तथा पदाधिकारीहरुले लिएको शेयरको स्वामित्वको विवरण र कम्पनीको शेयर कारोबारमा निजहरु संलग्न रहेको भए सो सम्बन्धमा निजहरुबाट कम्पनीले प्राप्त गरेको जानकारी:**

आ.व. २०७९/८० को अन्त्यसम्ममा यस कम्पनीका सञ्चालक तथा पदाधिकारीहरुको नाममा तपसिल बमोजिम शेयर किता कायम रहेको छ । निजहरु कम्पनीको शेयरको कारोवारमा संलग्न रहेको पाइएको छैन ।

**तपसील**

| नाम, थर  | पद      | शेयर संख्या    |
|--|---------|----------------|
| योगेश्वर शर्मा ढकाल  | अध्यक्ष | २,१४,४१४ किता  |
| कुमार पौडेल  | सञ्चालक | ४,७०,८४१ किता  |
| सुरज कुमार श्रेष्ठ (प्रतिनिधि निमिषा इन्भेष्टमेण्ट प्रा.लि.) | सञ्चालक | ११,५७,८३० किता |
| जयराम नेपाल (प्रतिनिधि एस.आर.हाईड्रो एण्ड इन्भेष्टमेण्ट)     | सञ्चालक | ५७,४९,९४१ किता |

**ढ) विगत आर्थिक वर्षमा कम्पनीसँग सम्बन्धित सम्भौताहरुमा कुनै सञ्चालक तथा निजको नजिकको नातेदारको व्यक्तिगत स्वार्थको बारेमा उपलब्ध गराइएको जानकारीको व्यहोरा:**

त्यस्तो प्रकारको जानकारी प्राप्त नभएको ।

**ण) कम्पनीले आफ्नो शेयर आफैले खरिद गरेको भए त्यसरी आफ्नो शेयर खरिद गर्नुको कारण, त्यस्तो शेयरको संख्या र आति मूल्य तथा त्यसरी शेयर खरिद गरेबापत कम्पनीले भुक्तानी गरेको रकम,**

कम्पनीले आफ्नो शेयर आफैले खरिद गरेको छैन ।

**त) आन्तरिक नियन्त्रण प्रणाली भए वा नभएको र भएको भए सोको विस्तृत विवरण,**

कम्पनीको आन्तरिक नियन्त्रण प्रणाली सबल तथा प्रभावकारी बनाई कारोवार र व्यवस्थापन सुव्यवस्थित रूपमा सञ्चालन गर्न सञ्चालक समितिबाट Human Resource Policy & Procedural Manual (By-Laws 2074), Financial Policy 2074 and Investment Policy and Guidelines 2074 पारीत गरि कार्यान्वयन गर्ने गरेको छ ।

यी नियमावलीहरुले कर्मचारी व्यवस्थापन र आर्थिक प्रशासन सम्बन्धी विषयमा विस्तृत रूपमा व्यवस्था गरेका छन् । यस संस्थाका सबै कार्यहरु यिनै नीति नियमको अधीनमा रही सञ्चालन भईरहेका छन् । आर्थिक प्रशासनलाई पारदर्शी बनाउन आर्थिक नियन्त्रण प्रणाली र लेखा परीक्षणको व्यवस्था गरिएको छ भने Nepal Accounting Standards –NAS/NFRS र कम्पनी





कानून अन्तर्गत रही आर्थिक तथ्याङ्कहरू तयार गरिएको छ ।

कम्पनीले गर्ने लगानीहरूमा निहित जोखिमहरूलाई दृष्टिगत गरी कम्पनीले आन्तरीक नियन्त्रण प्रणालीलाई मजबुत बनाउने नीति लिईएको छ । कम्पनीले सञ्चालक समितिबाट स्विकृत लगानी नितिको दायरामा रहेर व्यवसायिक सम्भाव्यता तथा जोखिम समेत विश्लेषण गरि लगानी गर्ने गरेको व्यहोरा अनुरोध गर्दछौ ।

**थ) विगत आर्थिक वर्षको कुल व्यवस्थापन खर्चको विवरण:**

कर्मचारी खर्च : रु ६३,६६,१८२/-

सञ्चालन खर्च : रु ७०,१९,१०१/-

**कुल खर्च : रु १,३३,८५,२८३/-**

(अक्षरेपी एक करोड तेत्तिस लाख पचासी हजार दुई सय त्रियासी रुपैयाँ मात्र) ।

**द) लेखापरीक्षण समितिका सदस्यहरूको नामावली, निजहरूले प्राप्त गरेको पारिश्रमिक, भत्ता तथा सुविधा, सो समितिले गरेको काम कारबाहीको विवरण सो समितिले कुनै सुझाव दिएको भए सोको विवरण:**

लेखापरीक्षण समिति यथाशिघ्र गठन गर्ने तयारी भएको जानकारी गराउँदछु ।

**ध) सञ्चालक, प्रबन्ध सञ्चालक, कार्यकारी प्रमुख, कम्पनीका आधारभूत शेयरधनी वा निजको नजिकका नातेदार वा निज संलग्न रहेको फर्म, कम्पनी वा संगठित संस्थाले कम्पनीलाई कुनै रकम बुझाउन बाँकी भए सो कुरा:**

त्यस्तो कुनै रकम बुझाउन बाँकी नरहेको ।

**न) सञ्चालक, प्रबन्ध सञ्चालक, कार्यकारी प्रमुख तथा पदाधिकारीहरूलाई भुक्तानी गरिएको पारिश्रमिक, भत्ता तथा सुविधाको रकम:**

आ.व. २०७९/८० मा सञ्चालकहरूलाई सञ्चालक समितिको बैठकमा उपस्थित भए बापत जम्मा रु. ५,२०,०००/- (अक्षरेपी पाँच लाख बीस हजार मात्र) बैठक भत्ता उपलब्ध गराईएको छ । कम्पनीका कार्यकारी प्रमुखलाई पारिश्रमिक तथा चाडपर्व खर्च र बोनस गरि जम्मा रु. ६१,९१,६१४/- (अक्षरेपी एकसाठी लाख एकानब्बे हजार छ सय चौध रुपैया मात्र) उपलब्ध गराइएको छ ।

**प) शेयरधनीहरूले बुभिलिन बाँकी रहेको लाभांशको रकम:**

सो नभएको ।

**फ) दफा १४१ बमोजिम सम्पत्ति खरिद वा बिक्री गरेको कुराको विवरण:**

प्रस्तुत आर्थिक वर्षमा दफा १४१ बमोजिम सम्पत्ति खरिद गरिएको छैन

**ब) दफा १७५ बमोजिम सम्बद्ध कम्पनीबीच भएको कारोबारको विवरण:**

दफा १७५ बमोजिम सम्बद्ध कम्पनीबीच कुनै कारोबार नभएको ।

**भ) यस ऐन तथा प्रचलित कानूनबमोजिम सञ्चालक समितिको प्रतिवेदनमा खुलाउनु पर्ने अन्य कुनै कुरा:**

सञ्चालक समिति आफ्नो वार्षिक प्रतिवेदनमा पारदर्शी भई खुलाउनु पर्ने विषयका सम्बन्धमा सदैव सचेत रहने छ । त्यस अर्थमा कम्पनीको कारोवार र अन्य स्पष्ट पार्नुपर्ने आवश्यक कुराहरूलाई सकेसम्म अभ्र प्रष्ट पार्दै लैजाने छ ।

**म) संस्थागत सुशासन :**

संस्थागत सुशासनलाई मुख्य आदर्श मानी कम्पनीले आफ्ना गतिविधिहरू सञ्चालन गरिरहेको छ । पारदर्शिता तथा संस्थागत सुशासनलाई कम्पनीको अभिन्न अंगको रूपमा स्वीकार गरी यसको परिपालनाका लागि कम्पनी निरन्तर क्रियाशील छ । कम्पनीको सञ्चालन जोखिमहरू कम गर्न एवं कारोवारलाई व्यवस्थित गर्न समयानुकूल नीति नियमावालीहरू सञ्चालक समितिबाट पारित गरी लागु गर्न व्यवस्थापनलाई निर्देशन दिदै आएको छ । कम्पनीका क्रियाकलापहरू प्रचलित मूल्यमान्यता तथा सरोकार



वालाहरूको समुचित हित अनुरूप सञ्चालन भए-नभएको बारेमा सञ्चालक समितिले सदैव उच्च सतर्कता अपनाउँदै आएको छ। कम्पनीमा संस्थागत सुशासन कायम राख्न तथा आन्तरिक नियन्त्रण प्रणाली सुदृढ राख्न सञ्चालक समितिका पदाधिकारीहरू सम्मिलित देहायका समितिहरू क्रियाशील रहेका छन्:

(१) कर्मचारी व्यवस्थापन समिती (H.R Management Committee)

(२) आन्तरिक नियन्त्रण समिति (Internal Control Committee)

कम्पनीले पारदर्शिता तथा जवाफदेहितालाई सुनिश्चित गर्न समयमै बाह्य लेखापरीक्षण सम्पन्न गराउने तथा लेखापरीक्षणको प्रतिवेदन सञ्चालक समितिमा छलफल गर्ने गरेको छ। यसैगरी कम्पनीबाट नियमित रूपमा त्रैमासिक प्रतिवेदन तथा वार्षिक प्रतिवेदनहरू प्रकाशित गर्ने, ससाधारण सभा आयोजना गर्ने, कर सम्बन्धी नियम कानूनको पालना गर्ने तथा सरोकारवाला मन्त्रालयहरू, कम्पनी रजिष्ट्रार कार्यालय, नेपाल धितोपत्र बोर्ड लगायत अन्य नियामक निकायहरूबाट प्राप्त निर्देशन तथा सुझावहरूको कार्यान्वयन गर्ने गरेको छ। यसका अतिरिक्त कम्पनीले नेपाल धितोपत्र बोर्डबाट जारी गरिएको सूचिकृत सञ्चित संस्थाहरूको संस्थागत सुशासन सम्बन्धी निर्देशिका, २०७४ मा भएका व्यवस्थाहरूको समेत पालना गरेको छ।

#### य) अन्य आवश्यक कुराहरू:

कर्मचारीहरूको क्षमता अभिवृद्धि गर्न विभिन्न तालिम, सेमिनार गोष्ठीमा सहभागी गराउने गरिएको छ। कम्पनीका कर्मचारीहरूको मनोबल उच्च राख्न समय सापेक्ष सुविधा उपलब्ध गराउने ब्यवस्था भईरहेको छ। कर्मचारीहरूको कार्य दक्षता तथा वृत्ति विकासको विषयलाई प्राथमिकता राख्न सोका लागि आवश्यक बजेट र स्रोत साधानको उचित व्यवस्था गरिदै आईएको छ। शेयरधनीहरूले प्रत्यक्षरूपमा वा विभिन्न माध्यमबाट दिनुभएका सुझावहरू कम्पनीले अनुशरण गर्ने गरेको छ। भविष्यमा थप यस्ता सुझावहरू प्राप्त हुने नै छन् भन्ने विश्वास लिएका छौं।

#### कृतज्ञता ज्ञापन तथा धन्यवाद,

#### अन्त्यमा,

यस कम्पनीका आदरणीय प्रवर्धक महानुभाव, सम्पूर्ण शेयरधनी महानुभाव, नियामक निकायका प्रतिनिधि, शुभेच्छुक लगायत बाह्य लेखापरिक्षक सम्पूर्णमा यस कम्पनीलाई सक्षम सबल र इन्भेष्टमेण्ट कम्पनीहरूका बीचमा एक उत्कृष्ट कम्पनीको रूपमा स्थापित गराउन निरन्तर रूपमा प्राप्त सुझाव सल्लाहको लागि हार्दिक धन्यवाद सहित आभार प्रकट गर्दछौं र आउने दिनमा समेत समय सापेक्ष सुझाव सल्लाह, मार्गनिर्देशनको अपेक्षा गर्दछौं।

साथै सुरुवात देखिनै लगनशीलता, ईमानदारिता पूर्वक संस्थागत सुशासन कायम राखी कर्तव्य निष्ठ भई कार्य गरि राख्नु भएका सम्पूर्ण कर्मचारीहरूलाई समेत धन्यवाद दिदै आगामी दिनमा समेत समय सापेक्ष राम्रो प्रगति र प्रतिफल दिने प्रतिवद्धता व्यक्त गर्दछौं।

धन्यवाद।

संचालक समितिको तर्फबाट

योगेश्वोर शर्मा ढकाल

अध्यक्ष



## धितोपत्र दर्ता तथा निष्काशन नियमावली, २०७३ को नियम २६ को उपनियम (२) संग सम्बन्धित अनुसूची १५ बमोजिमको वार्षिक विवरण (आ.व. २०७९/०८०)

१. संचालक समितिको प्रतिवेदन: वार्षिक प्रतिवेदनमा संलग्न गरिएको ।
२. लेखापरीक्षकको प्रतिवेदन: वार्षिक प्रतिवेदनमा संलग्न गरिएको ।
३. लेखापरीक्षण भएको वित्तीय विवरण: वार्षिक प्रतिवेदनमा संलग्न गरिएको ।
४. कानुनी कारबाही सम्बन्धी विवरण:
  - (क) संगठित संस्थाले वा संस्थाको विरुद्ध कुनै मुद्दा दायर भएको भए:  
संगठित संस्थाले वा संस्थाका विरुद्ध कुनै मुद्दा दायर भएका जानकारीमा नआएको ।
  - (ख) संगठित संस्थाको संस्थापक वा संचालकले वा संस्थापक वा संचालकको विरुद्धमा प्रचलित नियमको अवज्ञा वा फौजदारी अपराध गरेको सम्बन्धमा कुनै मुद्दा दायर गरेको वा भएको भए:  
सो सम्बन्धी जानकारीमा नआएको ।
  - (ग) कुनै संस्थापक वा संचालक विरुद्ध आर्थिक अपराध गरेको सम्बन्धमा कुनै मुद्दा दायर भएको भए:  
सो सम्बन्धी जानकारीमा नआएको ।
५. संगठित संस्थाको शेयर कारोबार तथा प्रगतिको विश्लेषण:
  - (क) धितोपत्र बजारमा भएको संगठित संस्थाको शेयरको कारोबार सम्बन्धमा व्यवस्थापनको धारणा:  
नेपाल स्टक एक्सचेन्ज तथा नेपाल धितोपत्र बोर्डको सुपरिवेक्षणमा सञ्चालित हुने भएकोले यस सम्बन्धमा व्यवस्थापनको कुनै धारणा नभएको ।
  - (ख) गत वर्षको प्रत्येक त्रैमासिक अवधिमा संगठित संस्थाको शेयरको अधिकतम, न्यूनतम र अन्तिम मूल्यका साथै कुल कारोबार शेयर संख्या र कारोबार दिन:  
आ.व २०८०/८१ मा मात्र कम्पनीले सर्वसाधारणको लागि शेयर जारी गरेको हुँदा गत वर्षको कुनै विवरण नभएको ।
६. समस्या तथा चुनौती:
  - (क) आन्तरिक समस्या तथा चुनौती:
    - सुरक्षित एवं दीर्घकालीन वैकल्पिक लगानीको क्षेत्रको अभाव ।
    - लगानी गर्नको लागि प्रयाप्त श्रोतको कमी ।
    - लगानी व्यवस्थापनमा चुनौती ।
    - पूँजि बजारमा आउने उतार चढाव ।
  - (ख) बाह्य समस्या तथा चुनौती:
    - मुलुक संघीय संरचनामा प्रवेश गरेको अवस्थामा केन्द्र, प्रदेश र स्थानिय सरकार बीच समन्वयमा कमी तथा कर्तव्य र अधिकार क्षेत्र सम्बन्धी अन्यौलता ।
    - ऐन, कानून तथा सरकारी नीति नियममा हुने परिवर्तन ।
    - नियमनकारी निकायबाट जारी हुने नीति तथा निर्देशनहरूबाट सञ्चालन खर्चको वृद्धि तथा आमदानीमा आउन सक्ने संकुचनका कारण नाफामा हुने कमी ।
  - (ग) रणनीति:
 

लगानीकर्ताहरूको प्रतिफल सुनिश्चित गराउन भविष्यमा आईपर्ने चुनौतीहरूको पहिचान, विश्लेषण र मूल्याङ्कन गरी अवसरको रूपमा परिणत गर्ने, गराउने ।



७. संस्थागत सुशासन:

- (क) प्रचलित ऐन, नियम अनुसार सम्बन्धित नियमनकारी निकायहरूद्वारा जारी गरिएको निर्देशन तथा परिपत्रहरूको नियमानुसार परिपालना गरिएको छ । संस्थागत सुशासनलाई सदैव उच्च प्राथमिकतामा राख्दै आएको र संस्थागत सुशासनसम्बन्धी निर्देशन तथा परिपत्रहरूको पूर्णरूपले पालना गरिएको छ ।
- (ख) संस्थागत सुशासन अभिवृद्धिका लागि सञ्चालक समितिले कर्मचारी व्यवस्थापन विनियमावली, लगानी व्यवस्थापन विनियमावली र वित्तिय विनियमावली लगायत समयसमयमा कम्पनी व्यवस्थापनबाट आवश्यक निर्देशनहरू जारी गरी त्यसको कार्यान्वयन गरिएको छ ।
- (ग) प्रचलित आन्तरिक नियन्त्रण प्रणाली व्यवस्थित गर्न कर्मचारी व्यवस्थापन समिति तथा आन्तरिक नियन्त्रण समिति गठन गरिएको छ ।



## हाथवे इन्भेष्टमेण्ट नेपाल लिमिटेडको संशोधित प्रबन्धपत्रको तीनमहले

| साविकको ब्यबस्था   | संसोधन पछिको ब्यबस्था   | संसोधन गर्नको कारण   |
|--|---|--|
| <p><b>दफा ६ (ख)</b><br/>कम्पनीको तत्काल जारी गर्ने शेयर पूँजी रु.१,१७,००,००,०००।- (एक अर्ब सत्र करोड मात्र) हुनेछ। सो पूँजीलाई प्रति शेयर रु. ५० का दरले २,३४,००,००० (दुई करोड चौतीस लाख मात्र) थान साधारण शेयरमा विभाजन गरिएको छ।</p> | <p><b>दफा ६ (ख)</b><br/>कम्पनीको जारी पूँजी रु. १,२८,७०,००,०००।- (एक अर्ब अठ्ठाईस करोड सत्तरी लाख मात्र) हुनेछ। सो पूँजीलाई प्रति शेयर रु. ५० का दरले २,५७,४०,००० (दुई करोड सन्ताउन्न लाख चालीस हजार मात्र) थान शेयरमा विभाजन गरिएको छ।</p> | <p>कम्पनीले जारी गरेको बोनस शेयर पश्चात पूँजी बृद्धि हुने भएकाले।</p>  |
| <p><b>दफा ६ (ग)</b><br/>कम्पनीका संस्थापकहरूले तत्काल चुक्ता गर्न कबुल गरेको पूँजी रु.१,०२,३७,५०,०००। (एक अर्ब दुई करोड सैतिस लाख पचास हजार मात्र) हुनेछ।</p>  | <p><b>दफा ६ (ग)</b><br/>कम्पनीको चुक्ता पूँजी रु. १,२८,७०,००,०००।- (एक अर्ब अठ्ठाईस करोड सत्तरी लाख मात्र) हुनेछ।</p>   | <p>कम्पनीले सार्वजनिक निष्काशन मार्फत सर्वसाधारणको लागि जारी गरेको शेयर र कम्पनीले जारी गरेको बोनस शेयर पश्चात पूँजी बृद्धि हुने भएकाले।</p> |

### संचालक अध्यक्ष

हाथवे इन्भेष्टमेण्ट नेपाल लिमिटेड



**Independent Auditor's Report  
To the Shareholders  
Hathway Investment Nepal Limited**

**Report on the Audit of the Consolidated Financial Statements:**

**Opinion**

We have audited the accompanying separate Financial Statements of Hathway Investment Nepal Limited (hereinafter referred to as "the Company") and the Consolidated Financial Statements of the Company and its subsidiaries ( hereinafter referred to as "the Group"), which comprise the Consolidated Statement of Financial Position as at 31<sup>st</sup> Ashad, 2080 (16<sup>th</sup> July, 2023), and the Consolidated Statement of Profit or Loss, Consolidated Statement of Other Comprehensive Income, Consolidated Statement of Changes in Equity and Consolidated Statement of Cash Flows for the year then ended, and notes to the Consolidated Financial Statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the consolidated financial position of the group as at 31<sup>st</sup> Ashad, 2080(16<sup>th</sup> July, 2023) and its consolidated financial performance, and its consolidated cash flows for the year then ended in accordance with Nepal Financial Reporting Standards (NFRSs).

**Basis for opinion**

We conducted our audit of the consolidated financial statements in accordance with Nepal Standards on Auditing (NSAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit on the Consolidated 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 consolidated financial statements, 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 opinion.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of 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

We have determined the matters described below to be the key audit matters to be communicate in our report.





| Key Audit Matters   | Auditors Response  |
|---|--|
| <b>Valuation and Impairment of Investments</b>  |  |
| Investment of the group comprises the investment in quoted and unquoted equity instruments. The valuation of aforesaid securities has been done in compliance with NFRS. Given the Varieties of treatments recommended for Valuation of Investment based on nature of cash flow, the business model adopted, the complexity of calculations and the significance of the amount involved in such investments, we have considered this as Key Audit Matter. | Our Audit approach regarding verification of the process of investment valuation, identification and impairment included: <ol style="list-style-type: none"> <li>Review of investment of the Company and valuation having references to NFRS .</li> <li>Assess the nature of the expected cash flow of the Investment as well as business model adopted by the management on the basis of available evidence/circumstances and ensured that the classification of investment is commensurate with the nature of cash flow and management's intention of holding the investment.</li> <li>Ensure that fair valuation has been done at the closing rate in NEPSE at the year-end for quoted investment.</li> </ol> |
| <b>Recognition of Revenue</b>   |  |
| The revenue of the Group has been recognized at the Fair value of the consideration received or receivable whichever is earlier for the stocks sold. Revenue mainly consist of proceeds from sale of investments and dividends.   | Our Audit approach regarding verification of the process of revenue recognition included: <ol style="list-style-type: none"> <li>Obtaining a clear understanding of the process of recognition of proceeds from sale of investments and dividends.</li> <li>Test-checked the proceeds from sale of investments and dividends recording with manual computation on sampled scrip at several dates.</li> </ol>   |

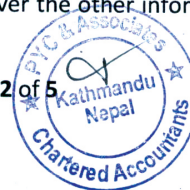
#### Other Matter

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of the subsidiaries audited by us or other auditors, to the extent it related to these entities and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. The results of audit procedures performed by us in the audit of components, as reported by us in the audit reports, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying Consolidated Financial Statements. Based on the work we have performed, we concluded that there is no material misstatement of this other information, that we are required to report that fact.

#### Information Other than the Financial Statements and Auditor's Report Thereon

The management is responsible for the preparation of the other information. The other information comprises the information included in the Management report and other progress reports 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 during the course of our 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 presentation and fair presentation of the financial statements in accordance with NFRSs, and for such internal control as management determines is necessary to enable that 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 NSA's will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably expect to influence the economic decisions of users taken based on these financial statements. Further responsibilities of the auditor have been mentioned in Appendix-1.

#### **Report on Other Legal and Regulatory Requirement**

- We have obtained information and explanations asked for, which, to the best knowledge and belief, were necessary for the purpose of our audit.
- In our opinion, the Consolidated Statement of Financial Position as on 31<sup>st</sup> Ashad, 2080 (16<sup>th</sup> July, 2023), and the Consolidated Statement of Profit or Loss, Consolidated Statement of Other Comprehensive Income, Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and Notes to the Consolidated Financial Statements, including Significant Accounting Policies applied by the company have been prepared in accordance with the requirements of the Companies Act, 2063 and are in agreement with the book of accounts maintained by the company including relevant records relating to preparation of the aforesaid financial statements have been kept so far as it appears from our examination of those books and record of the company.







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- To the best of our information and according to explanation given to us and so far appeared from our examination of the books of account of the company, we have not come across cases where Board of Directors or any employees of the company have acted contrary to the provisions of law relating to the accounts, or committed any misappropriation or caused loss or damage to the company and violated any provisions of Companies Act 2063 or acted in a manner to jeopardize the interest and security of the Company and its shareholders.
- The operation of the company is within its jurisdiction.

Place: Kathmandu, Nepal

Date: 2080/09/02

UDIN NO: 231220CA001857LKaw



CA. Yuddha Raj Oli

Partner

PYC & Associates

Chartered Accountants



## Appendix- 1

As a part of audit in accordance with NSAs, we exercised professional judgment and maintain professional skepticism throughout the audit of the Group for FY 2079-80. We also:

- Identified and assessed the risk of material misstatement of the financial statement whether due to fraud or error, design and perform audit procedure responsive to those risks, and obtained audit evidence that is sufficient and appropriate to provide an opinion. The risk of not detecting a material misstatement resulting from fraud is higher than one resulting from error, as fraud may involve collusion, forgery, intentional omission, misrepresentation, or the override of internal control.
- Obtained 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 internal control.
- Concluded an appropriateness of management use of going concern basis of accounting and, based in audit evidence obtained, whether a material uncertainty exists related to events or condition that may cast significant doubt on the company's ability to continue as going concern. If we concluded that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosure is 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 going concern.
- Evaluated the appropriateness of accounting policies used as the reasonableness of accounting estimates and related disclosures made by management.
- Evaluated the overall presentation, structure, and content of financial statement including the disclosures, and whether the financial statement represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtained sufficient appropriate audit evidence regarding the financial information of the entities or business activities to express an opinion on the financial statements. We remain solely responsible for our audit opinion.
- We communicated with those charges 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 provided 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 matter that may reasonably be though to bear on our independence, and where applicable, related standards.
- From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of 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.



**Hathway Investment Nepal Limited**  
**Consolidated Statement of Financial Position**  
**As at 31st Ashad, 2080 (16th July, 2023)**

Amount in NPR

| Particular                                   | Notes | Group                |                      | Standalone           |                      |
|--|-------|----------------------|----------------------|----------------------|----------------------|
|  |       | Current Year         | Previous Year        | Current Year         | Previous Year        |
|  |       | 2079-80              | 2078-79              | 2079-80              | 2078-79              |
| <b>Assets</b>                                |       |                      |                      |                      |                      |
| Cash and Cash Equivalent                     | 4.1   | 9,541,876            | 3,834,606            | 7,111,737            | 2,396,702            |
| Investment in Securities                     | 4.2   | 1,981,131,894        | 1,995,196,920        | 2,045,373,234        | 1,865,649,740        |
| Other Financial Assets                       | 4.3   | 35,154,672           | 4,583,926            | 24,034,580           | 288,256,538          |
| Current Tax Assets                           | 4.4   | 15,871,709           | 8,681,317            | 3,626,052            | -                    |
| Property and Equipment                       | 4.6   | 3,290,580            | 4,593,637            | 3,099,361            | 4,357,089            |
| Investment Properties                        | 4.7   | 183,245,865          | 173,281,581          | 183,245,865          | 173,281,581          |
| Other Asssets                                | 4.8   | 1,152,013            | 784,444              | 1,151,718            | 784,261              |
| <b>Total Assets</b>                          |       | <b>2,229,388,610</b> | <b>2,190,956,431</b> | <b>2,267,642,547</b> | <b>2,334,725,911</b> |
| <b>Liabilities and Equities</b>              |       |                      |                      |                      |                      |
| <b>Liabilities</b>                           |       |                      |                      |                      |                      |
| Due to Bank and Financial Institutions       | 4.9   | 546,727,920          | 263,195,922          | 426,733,881          | 188,674,945          |
| Other Financial Liabilities                  | 4.10  | 4,445,790            | 58,625,252           | 942,049              | 10,575,076           |
| Current Tax Liabilities                      | 4.4   | -                    | 16,222,637           | -                    | 16,222,637           |
| Net Defined Benefit Obligation               | 4.11  | 1,567,050            | 1,355,943            | 1,442,250            | 1,313,193            |
| Deferred Tax Liabilities                     | 4.5   | 30,325,339           | 73,770,608           | 114,078,284          | 170,880,902          |
| Other Liabilities                            | 4.12  | 8,034,500            | 1,165,114            | 60,350               | 35,487               |
| <b>Total Liabilities</b>                     |       | <b>591,100,599</b>   | <b>414,335,477</b>   | <b>543,256,814</b>   | <b>387,702,240</b>   |
| <b>Equity</b>                                |       |                      |                      |                      |                      |
| Share Capital                                | 4.13  | 1,023,750,000        | 1,023,750,000        | 1,023,750,000        | 1,023,750,000        |
| Reserves                                     | 4.14  | 549,911,646          | 724,911,227          | 700,635,732          | 923,273,672          |
| Total Equities attributable to Equityholders |       | 1,573,661,646        | 1,748,661,227        | 1,724,385,732        | 1,947,023,672        |
| Non-Controlling Interest                     |       | 64,626,364           | 27,959,728           | -                    | -                    |
| <b>Total Equities</b>                        |       | <b>1,638,288,010</b> | <b>1,776,620,955</b> | <b>1,724,385,732</b> | <b>1,947,023,672</b> |
| <b>Total Liabilities and Equities</b>        |       | <b>2,229,388,609</b> | <b>2,190,956,431</b> | <b>2,267,642,546</b> | <b>2,334,725,911</b> |
| <b>Contingent Liabilities and Commitment</b> | 5.5   | <b>43,680,388</b>    | <b>34,914,326</b>    | <b>43,680,388</b>    | <b>34,914,326</b>    |

Significant Accounting Policies and Explanatory Statements are integral part of this financial statements

Yogeshwor Sharma  
ChairmanSuraj Kumar Shrestha  
DirectorKumar Paudel  
DirectorJayaram Nepal  
Director

As per our report of even date  
**Yuddha Raj Oli, FCA**  
**Partner**  
**PYC & Associates**  
**Chartered Accountants**

Sandeep Shah  
Chief Executive OfficerSudha Aryal  
Chief AccountantDate : 2nd Poush 2080  
Place : Kathmandu



**Hathway Investment Nepal Limited**  
**Consolidated Statement of Profit or Loss**  
**For the Year ended 31st Ashad, 2080 (16th July, 2023)**

Amount in NPR

| Particular                                | Notes | Group                |                      | Standalone         |                      |
|---|-------|----------------------|----------------------|--------------------|----------------------|
|   |       | Current Year         | Previous Year        | Current Year       | Previous Year        |
|   |       | 2079-80              | 2078-79              | 2079-80            | 2078-79              |
| Revenue from Operation                    | 4.15  | 1,386,124,255        | 2,869,897,430        | 154,450,722        | 1,275,618,995        |
| Other Income                              | 4.16  | 2,019,195            | 1,793,248            | 1,982,994          | 1,793,248            |
| <b>Total Income</b>                       |       | <b>1,388,143,451</b> | <b>2,871,690,677</b> | <b>156,433,716</b> | <b>1,277,412,243</b> |
| <b>Expenses</b>                           |       |                      |                      |                    |                      |
| Purchase of Investments                   | 4.17  | 1,360,276,459        | 2,904,527,862        | 139,273,976        | 434,582,348          |
| (Increase)/Decrease in Investements       | 4.18  | (147,649,223)        | 15,570,928           | (57,937,743)       | 595,118,108          |
| Personnel Expenses                        | 4.11  | 12,105,917           | 18,797,556           | 6,366,182          | 17,899,806           |
| Administrative Expenses                   | 4.19  | 8,172,035            | 7,561,352            | 7,019,101          | 6,490,964            |
| Depreciation and Amortization             |       |                      |                      |                    |                      |
| - On Property and Equipment               | 4.6   | 1,846,868            | 1,820,416            | 1,801,538          | 1,778,034            |
| - On Investment Property                  | 4.7   | 760,996              | 620,980              | 760,996            | 620,980              |
| Finance Expenses                          | 4.20  | 72,364,938           | 47,326,823           | 45,165,350         | 27,944,230           |
| <b>Total Expense</b>                      |       | <b>1,307,877,991</b> | <b>2,996,225,916</b> | <b>142,449,400</b> | <b>1,084,434,471</b> |
| <b>Profit Before Tax</b>                  |       | <b>80,265,460</b>    | <b>(124,535,239)</b> | <b>13,984,316</b>  | <b>192,977,772</b>   |
| <b>Taxation</b>                           |       | <b>12,086,568</b>    | <b>(99,899,895)</b>  | <b>(1,270,781)</b> | <b>(2,789,601)</b>   |
| Income Taxes                              | 4.4   | -                    | 43,732,912           | -                  | 43,732,912           |
| Deferred Tax Income/(Expenses)            | 4.5   | (12,086,568)         | 143,632,806          | 1,270,781          | 46,522,512           |
| <b>Profit for the Year</b>                |       | <b>68,178,892</b>    | <b>(24,635,344)</b>  | <b>15,255,097</b>  | <b>195,767,372</b>   |
| <b>Profit Attributable to:</b>            |       |                      |                      |                    |                      |
| Equity Holders of the Company             |       | <b>62,893,457</b>    | <b>(2,595,073)</b>   | <b>15,255,097</b>  | <b>195,767,372</b>   |
| Non-Controlling Interest                  |       | <b>5,285,435</b>     | <b>(22,040,272)</b>  |                    |                      |
| <b>Profit for the year</b>                |       | <b>68,178,892</b>    | <b>(24,635,344)</b>  | <b>15,255,097</b>  | <b>195,767,372</b>   |
| <b>Earning per share</b>                  | 4.21  |                      |                      |                    |                      |
| Basic Earnings per ordinary share (NPR)   |       | 3.07                 | (0.13)               | 0.75               | 9.56                 |
| Diluted Earnings PER ordinary share (NPR) |       | 3.07                 | (0.13)               | 0.75               | 9.56                 |

Significant Accounting Policies and Explanatory Statements are integral part of this financial statements

Yogeshwor Sharma  
ChairmanSuraj Kumar Shrestha  
DirectorKumar Paudel  
DirectorJayaram Nepal  
Director

As per our report of even date  
**Yuddha Raj Oli, FCA**  
**Partner**  
**PYC & Associates**  
**Chartered Accountants**

Sandeep Shah  
Chief Executive OfficerSudha Aryal  
Chief AccountantDate : 2nd Poush 2080  
Place : Kathmandu



**Hathway Investment Nepal Limited**  
**Consolidated Statement of Other Comprehensive Income**  
For the Year ended 31st Ashad, 2080 (16th July, 2023)

Amount in NPR

| Particular   | Notes | Group               |                     | Standalone           |                    |
|--|-------|---------------------|---------------------|----------------------|--------------------|
|  |       | 2079-80             | 2078-79             | 2079-80              | 2078-79            |
| Profit for the Year  |       | 68,178,891.99       | (24,635,344)        | 15,255,096.70        | 195,767,372        |
| <b>Other Comprehensive Income, net of Tax:</b>   |       |                     |                     |                      |                    |
| a. Items that will not be reclassified to Income Statement:                              |       |                     |                     |                      |                    |
| Gains/(losses) from investments in equity instruments measured at fair value             |       | (190,858,263.18)    | 11,262,864          | (190,858,263.18)     | 11,262,864         |
| Gains/(losses) on revaluation  |       |                     | -                   |                      | -                  |
| Actuarial gains/(losses) on defined benefit plans  |       |                     | -                   |                      | -                  |
| Income tax relating to above items   |       | 57,257,478.95       | (3,378,859)         | 57,257,478.95        | (3,378,859)        |
| b. Items that are or may be reclassified to profit or loss                               |       |                     |                     |                      |                    |
| Gains/(losses) on cash flow hedge  |       |                     | -                   |                      | -                  |
| Exchange gains/(losses) (arising from translating financial assets of foreign operation) |       |                     | -                   |                      | -                  |
| Income tax relating to above items   |       |                     | -                   |                      | -                  |
| Reclassify to profit or loss   |       |                     | -                   |                      | -                  |
| <b>Other Comprehensive income for the year net of taxation</b>                           |       |                     |                     |                      |                    |
| <b>Total Comprehensive Income attributable to :</b>                                      |       | <b>(65,421,892)</b> | <b>(16,751,339)</b> | <b>(118,345,688)</b> | <b>203,651,377</b> |
| Non-Controlling Interests  |       | -                   | -                   | -                    | -                  |
| Equity Shareholders  |       | (65,421,892)        | (16,751,339)        | (118,345,688)        | 203,651,377        |

Significant Accounting Policies and Explanatory Statements are integral part of this financial statements

**Yogeshwor Sharma**  
Chairman

**Suraj Kumar Shrestha**  
Director

**Kumar Paudel**  
Director

**Jayaram Nepal**  
Director

As per our report of even date  
**Yuddha Raj Oli, FCA**  
Partner  
PYC & Associates  
Chartered Accountants

**Sandeep Shah**  
Chief Executive Officer

**Sudha Aryal**  
Chief Accountant

Date : 2nd Poush 2080  
Place : Kathmandu



**Hathway Investment Nepal Limited**  
**Consolidated Statement of Change In equity**  
**For the Year ended 31st Ashad, 2080 (16th July, 2023)**

**Group**

| Particular                                   | Share Capital        | Retained Earning   | Fair Value Reserve | Deferred Tax Reserve | Total                |
|--|----------------------|--------------------|--------------------|----------------------|----------------------|
| <b>As on 31st Ashad 2077</b>                 | <b>819,000,000</b>   | <b>32,814,581</b>  | <b>155,184,040</b> | <b>43,384,210</b>    | <b>1,050,382,831</b> |
| Net Profit for the Year                      | -                    | 560,265,288        | -                  | -                    | 560,265,288          |
| Fair Valuation of Investment                 | -                    | -                  | 511,339,666        | -                    | 511,339,666          |
| Bonus share issued                           | -                    | -                  | -                  | -                    | -                    |
| Right Share issued                           | -                    | -                  | -                  | -                    | -                    |
| Fraction share received in cash              | -                    | -                  | -                  | -                    | -                    |
| Transfer from Deferred Tax Reserve           | -                    | 43,384,210         | -                  | (43,384,210)         | -                    |
| <b>As on 31 Ashad 2078</b>                   | <b>819,000,000</b>   | <b>636,464,078</b> | <b>666,523,706</b> | <b>-</b>             | <b>2,121,987,784</b> |
| Net Profit for the Year                      | -                    | (2,595,073)        | -                  | -                    | 195,767,372          |
| Fair Valuation of Investment                 | -                    | -                  | 49,247,050         | -                    | 49,247,050           |
| Bonus share issued                           | 204,750,000          | (204,750,000)      | -                  | -                    | -                    |
| Cash Dividend Paid                           | -                    | (245,700,000)      | -                  | -                    | (245,700,000)        |
| Right Share issued                           | -                    | -                  | -                  | -                    | -                    |
| Fraction share received in cash              | -                    | -                  | -                  | -                    | -                    |
| Transfer from FRV to Retained Earning        | -                    | -                  | (174,278,536)      | -                    | (174,278,536)        |
| <b>As on 32nd Ashad 2079</b>                 | <b>1,023,750,000</b> | <b>183,419,006</b> | <b>541,492,221</b> | <b>-</b>             | <b>1,748,661,227</b> |
| Net Profit for the Year                      | -                    | 62,893,457         | -                  | -                    | 62,893,457           |
| Fair Valuation of Investment                 | -                    | -                  | (135,326,426)      | -                    | (135,326,426)        |
| Bonus share issued                           | -                    | -                  | -                  | -                    | -                    |
| Cash Dividend Paid                           | -                    | (102,375,000)      | -                  | -                    | (102,375,000)        |
| <b>Transfer from FRV to Retained Earning</b> | -                    | <b>2,188,171</b>   | <b>(2,188,171)</b> | -                    | -                    |
| Fraction share received in cash              | -                    | -                  | -                  | -                    | -                    |
| Transfer from FRV to Retained Earning        | -                    | -                  | (191,611)          | -                    | (191,611)            |
| <b>As on 31st Ashad 2080</b>                 | <b>1,023,750,000</b> | <b>146,125,634</b> | <b>403,786,013</b> | <b>-</b>             | <b>1,573,661,646</b> |

**Standalone**

Amount in NPR

| Particular                                   | Share Capital        | Retained Earning   | Fair Value Reserve | Deferred Tax Reserve | Total                |
|--|----------------------|--------------------|--------------------|----------------------|----------------------|
| <b>As on 31st Ashad 2077</b>                 | <b>819,000,000</b>   | <b>32,814,581</b>  | <b>155,184,040</b> | <b>43,384,210</b>    | <b>1,050,382,831</b> |
| Net Profit for the Year                      | -                    | 560,265,288        | -                  | -                    | 560,265,288          |
| Fair Valuation of Investment                 | -                    | -                  | 511,339,666        | -                    | 511,339,666          |
| Bonus share issued                           | -                    | -                  | -                  | -                    | -                    |
| Right Share issued                           | -                    | -                  | -                  | -                    | -                    |
| Fraction share received in cash              | -                    | -                  | -                  | -                    | -                    |
| Transfer from Deferred Tax Reserve           | -                    | 43,384,210         | -                  | (43,384,210)         | -                    |
| <b>As on 31 Ashad 2078</b>                   | <b>819,000,000</b>   | <b>636,464,078</b> | <b>666,523,706</b> | <b>-</b>             | <b>2,121,987,784</b> |
| Net Profit for the Year                      | -                    | 195,767,372        | -                  | -                    | 195,767,372          |
| Fair Valuation of Investment                 | -                    | -                  | 49,247,050         | -                    | 49,247,050           |
| Bonus share issued                           | 204,750,000          | (204,750,000)      | -                  | -                    | -                    |
| Cash Dividend Paid                           | -                    | (245,700,000)      | -                  | -                    | (245,700,000)        |
| Right Share issued                           | -                    | -                  | -                  | -                    | -                    |
| Fraction share received in cash              | -                    | -                  | -                  | -                    | -                    |
| Transfer from FRV to Retained Earning        | -                    | -                  | (174,278,536)      | -                    | (174,278,536)        |
| <b>As on 32nd Ashad 2079</b>                 | <b>1,023,750,000</b> | <b>381,781,451</b> | <b>541,492,221</b> | <b>-</b>             | <b>1,947,023,672</b> |
| Net Profit for the Year                      | -                    | 15,255,097         | -                  | -                    | 15,255,097           |
| Fair Valuation of Investment                 | -                    | -                  | (135,326,426)      | -                    | (135,326,426)        |
| Bonus share issued                           | -                    | -                  | -                  | -                    | -                    |
| Cash Dividend Paid                           | -                    | (102,375,000)      | -                  | -                    | (102,375,000)        |
| <b>Transfer from FRV to Retained Earning</b> | -                    | <b>2,188,171</b>   | <b>(2,188,171)</b> | -                    | -                    |
| Fraction share received in cash              | -                    | -                  | -                  | -                    | -                    |
| Transfer from FRV to Retained Earning        | -                    | -                  | (191,611)          | -                    | (191,611)            |
| <b>As on 31st Ashad 2080</b>                 | <b>1,023,750,000</b> | <b>296,849,719</b> | <b>403,786,013</b> | <b>-</b>             | <b>1,724,385,732</b> |

Yogeshwor Sharma  
ChairmanSuraj Kumar Shrestha  
DirectorKumar Paudel  
DirectorJayaram Nepal  
DirectorYuddha Raj Oli, FCA  
Partner  
PVC & Associates  
Chartered AccountantsSandeep Shah  
Chief Executive OfficerSudha Aryal  
Chief AccountantDate : 2nd Poush 2080  
Place : Kathmandu



**Hathway Investment Nepal Limited**  
**Consolidated Statement of Cash Flows**  
**For the Year ended 31st Ashad, 2080 (16th July, 2023)**

Amount in NPR

| Particular   | Notes | Group                  |                     | Standalone          |                     |
|--|-------|------------------------|---------------------|---------------------|---------------------|
|  |       | Current Year           | Previous Year       | Current Year        | Previous Year       |
| <b>Cash flows from operating activities</b>                    |       |                        |                     |                     |                     |
| Loss/(profit) before taxation                                  |       | 80,265,460             | (124,535,239)       | 13,984,316          | 192,977,772         |
| Adjustments for non-cash items and non-operating adjustments   |       |                        |                     |                     |                     |
| Depreciation & Impairment of PPE                               |       | 2,607,864              | 2,441,396           | 2,562,535           | 2,399,015           |
| Gain on disposal of assets                                     |       | -                      | -                   | -                   | -                   |
| Reversal of Revaluation Reserve                                |       | (191,611)              | (174,278,536)       | (191,611)           | (174,278,536)       |
| Defined Benefit plan net charge                                |       | 363,350                | 386,597             | 265,550             | 343,847             |
| Financial Expenses   |       | 72,364,938             | 47,326,823          | 45,165,350          | 27,944,230          |
| <b>Changes in Operating assets and liabilities</b>             |       |                        |                     |                     |                     |
| Changes in operating assets                                    |       | (207,731,553)          | 223,911,043         | (106,727,256)       | 69,785,794          |
| Changes in operating liabilities                               |       | (47,310,076)           | 23,143,836          | (9,608,164)         | (26,035,967)        |
| Gratuity payment during the year                               |       | (152,243)              | -                   | (136,493)           | -                   |
| Tax Paid   |       | (23,413,029)           | (47,436,838)        | (19,848,689)        | (38,755,521)        |
| <b>Net Cash from Operating Activities</b>                      |       | <b>(123,196,899)</b>   | <b>(49,040,918)</b> | <b>(74,534,462)</b> | <b>54,380,633</b>   |
| <b>Cash Flows From Investing Activities</b>                    |       |                        |                     |                     |                     |
| Purchase of Property, Plant and Equipment                      |       | (11,269,091)           | (776,583)           | (11,269,091)        | (497,653)           |
| Disposal of Property, Plant and Equipment                      |       | -                      | -                   | -                   | -                   |
| Disposal of Investment Properties                              |       | -                      | -                   | -                   | -                   |
| <b>Net Cash used in Investing Activities</b>                   |       | <b>(11,269,091.24)</b> | <b>(776,583)</b>    | <b>(11,269,091)</b> | <b>(497,653)</b>    |
| <b>Cash Flows From Financing Activities</b>                    |       |                        |                     |                     |                     |
| Proceeds from Loan   |       | 283,531,997            | 263,195,922         | 238,058,936         | 188,674,945         |
| Proceeds from issuance of shares from non-controlling interest |       | 31,381,200             | 50,000,000          | -                   | -                   |
| Dividend paid to ordinary shareholders, net of scrip           |       | (102,375,000)          | (245,700,000)       | (102,375,000)       | (245,700,000)       |
| Finance Expenses   |       | (72,364,938)           | (47,326,823)        | (45,165,350)        | (27,944,230)        |
| <b>Net Cash( used in)/ from financing activities</b>           |       | <b>140,173,259</b>     | <b>20,169,100</b>   | <b>90,518,586</b>   | <b>(84,969,285)</b> |
| Net Increase /(decrease) in cash and cash equivalents          |       | 5,707,268.55           | (29,648,401)        | 4,715,033.11        | (31,086,305)        |
| <b>Cash and cash equivalents at beginning of year</b>          |       | <b>3,834,607</b>       | <b>33,483,007</b>   | <b>2,396,702</b>    | <b>33,483,007</b>   |
| Effect of exchange rate changes on cash & cash equivalents     |       | -                      | -                   | -                   | -                   |
| <b>Cash and Cash Equivalents at the end of the year</b>        |       | <b>9,541,875</b>       | <b>3,834,607</b>    | <b>7,111,736</b>    | <b>2,396,702</b>    |

Significant Accounting Policies and Explanatory Statements are integral part of this financial statements

As per report of our even date

Yogeshwor Sharma  
ChairmanSuraj Kumar Shrestha  
DirectorKumar Paudel  
DirectorJayaram Nepal  
DirectorYuddha Raj Oli, FCA  
Partner  
PYC & Associates  
Chartered AccountantsSandeep Shah  
Chief Executive OfficerSudha Aryal  
Chief AccountantDate : 2nd Poush 2080  
Place : Kathmandu



## Accounting Policies and Explanatory Notes to the Consolidated Financial Statements Financial Year 2079-80

### 1. Group Overview

**Hathway Investment Nepal Limited** (*hereinafter referred to “the Company”*) is a public limited company incorporated under the Company Act 2063 in B.S. 2065/12/14 with registration number of 1125/065/066. The registered office of the group is situated in Ward 26, Kathmandu, Nepal. The group together with its subsidiary (*hereinafter collectively referred to as “the Group”*) is engaged in making investment in various unlisted securities, and real-estate properties etc. Mr. Yogeshwor Sharma has been chairing the organization.

The Consolidated financial statements have been adopted by the Board of Directors on its meeting held on 2<sup>nd</sup> Poush, 2080 and have been recommended for approval by shareholders in the Annual General Meeting.

### 2. Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

#### 2.1 Basis of Preparation

##### a) Statement of Compliance

The Financial Statements of the group which comprises components mentioned above have been prepared in accordance with Nepal Financial Reporting Standards (NFRS) as adopted by the Accounting Standards Board (ASB) – Nepal and in compliance with the requirements of the Companies Act, 2063 and other Generally Accepted Accounting Principles in Nepal.

##### b) Historical Cost Convention

These consolidated financial statements are prepared in accordance with the historical cost convention, except for certain items that are measured at fair values, as explained in the accounting policies below.

All assets and liabilities have been classified as current or non-current as per the Group’s normal operating cycle and other criteria set out in NAS 1 - Presentation of Consolidated Financial Statements based on the nature and the time between the acquisition of assets for processing and their realization in cash and cash equivalents.

##### c) Function and Presentation Currency

The consolidated financial statements are presented in Nepalese Rupee (NPR.), which is the functional and presentation currency of the Group. Amounts in the consolidated financial statements are rounded off to the nearest rupee.

#### 2.2 Basis of Consolidation

Subsidiary is an entity over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiary is fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

The Group combines the financial statements of its subsidiary line by line adding together like items of assets, liabilities, equity, income and expenses. All intergroup assets and liabilities, equity, income, expenses and cash flows relating to transaction between companies of the Group are eliminated in full on consolidation. Unrealized gains on transactions between Group companies are eliminated.

Non-controlling interests in the results and equity of subsidiary are shown separately in the consolidated statement of financial position, consolidated statement of profit or loss and other comprehensive income





and consolidated statement of changes in equity respectively.

### 2.3 Accounting Convention, Estimates, assumptions, and judgements

The preparation of consolidated financial statements requires the management to make estimates and assumptions that are considered while reporting amounts of assets and liabilities (including contingent assets and liabilities) as of the date of the consolidated financial statements. Management believes that the estimates used in the preparation of the consolidated financial statements are prudent and reasonable. Future results could differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Any revision to accounting estimates is recognized prospectively in current and future periods.

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

- Key assumptions used in discounted cash flow projections.
- Provisions, commitments, and contingencies.
- Determination of useful life of the property, plants, and equipment.
- Assessment of the group's ability to continue as going concern.
- Determination of fair value of financial instruments; and property and equipment.
- Impairment of financial and non-financial assets.
- Assessment of current as well as deferred tax.

Disclosures of the accounting estimate have been included in the relevant section of the notes whenever the estimates have been applied along with the nature and effect of changes of accounting estimates, if any.

### 2.4 Change in accounting policies

The Group has consistently applied the accounting policies to all periods presented in these consolidated financial statements except for new or revised statements and interpretations implemented during the year. The nature and effect of new standards and interpretations are discussed in note that follows.

### 2.5 Discounting

Discounting has been applied where assets and liabilities are non-current where the impact of the discounting is material.

### 2.6 Presentations

For presentation of the Consolidated Statement of Financial Position, assets and liabilities have been presented in order of their liquidity.

The Consolidated Statement of Profit or Loss has been prepared using classification "by nature" method.

The Consolidated Statement of Cash Flows have been prepared using the Indirect Method.

### 2.7 Materiality and Aggregation

Each material class of similar items is presented separately in the Financial Statements. Items of dissimilar nature or function are presented separately unless they are immaterial as permitted by the Nepal Accounting Standard – NAS 1 on 'Presentation of Financial Statements'.

Notes to the Financial Statements are presented in a systematic manner which ensures the understandability and comparability of Financial Statements. Understandability of the Financial Statements is not compromised by obscuring material information with immaterial information or by aggregating material items that have different natures or functions.

### 2.8 Limitation of NFRS Implementation

If the information is not available and the cost to develop would exceed the benefit derived, such exception to NFRS Implementation has been noted and disclosed in respective section.



### 3. Significant accounting policies

The accounting policies applied and method of computation followed in the preparation of the financial statement is consistent with the accounting policies applied and method of computation followed in preparation of the annual financial statement.

#### 3.1 Basis of Measurement

The consolidated financial statements are prepared on the historical-cost basis except for the required material items in the statement of financial position where it has been disclosed as measured at fair value or otherwise.

Estimates and underlying assumptions are reviewed on an ongoing basis and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from those estimates. The estimates and judgements used in the preparation of the consolidated financial statements are continuously evaluated by the group. Any revision to accounting estimates are recognized prospectively in the period in which the estimates are revised and in the future periods. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in notes that follow.

#### 3.2 Going Concern

The Directors have assessed Entity's ability to continue as a going concern and satisfied that it has the resources to continue in business for the foreseeable future. Furthermore, Board is not aware of any material uncertainties that may cast significant doubt upon Entity's ability to continue as a going concern and they do not intend either to liquidate or to cease operations of it. Therefore, the Financial Statements continue to be prepared on the going concern basis.

#### 3.3 Financial Assets and Financial Liabilities

##### 3.3.1 Recognition

The Group initially recognizes a financial asset or a financial liability in its Statement of Financial Position when, and only when, it becomes party to the contractual provisions of the instruments. The transaction costs that are directly attributable to the acquisition or issues of financial instruments (other than of the Financial Instruments through Profit or Loss) are added or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on the initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in Statement of Profit or Loss. The institution thus has initially recognized investment and borrowings etc. on the date when they are originated i.e., date when the group has become party to the contractual provision of the instruments. Investment on the equity instruments is recognized on trade date at which the group commits to purchase the financial assets.

##### 3.3.2 Classification

The group classifies its financial assets as subsequently measured at amortized cost using effective interest method or fair value based on the group's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. The two classes of financial assets are as follows:

1. Financial Assets measured at Amortized Cost
2. Financial Assets measured at Fair Value  
Financial Assets measured at amortized cost

The group classifies financial assets at amortized cost if both of the following conditions are met:

- a. The asset is held within a business model whose objectives is to hold assets to collect contractual cash flows and,
- b. The contractual term of the financial asset gives rise on a specified date to cash flows that are solely



payments of principals and interest on the outstanding principals.

Financial Assets measured at Fair Value

Financial assets other than those measured at amortized cost are measured at fair value. Financial assets measured at fair value are further classified into two categories as below:

a) **Financial assets at fair value through Profit or Loss**

Financial assets are classified as fair value through profit or loss (FVTPL) if they are held for trading purpose or are designated at fair value through profit or loss. Upon initial recognition, transaction costs are directly attributable to the acquisition are recognized in profit or loss as incurred. Such assets are subsequently measured at fair value and changes in fair value are recognized in Statement of Profit or Loss.

b) **Financial assets at fair value through Other Comprehensive Income**

Investment in an equity instrument that is not held for trading and at the initial recognition, the group makes an irrevocable election that the subsequent changes in fair value of the instrument is to be recognized in other comprehensive income are classified as financial assets at fair value through other comprehensive income. Such assets are subsequently measured at fair value and changes in fair value are recognized in other comprehensive income.

### **Financial Liabilities**

The group classifies the financial liabilities as follows:

#### **Financial Liabilities at fair value through profit or loss**

Financial Liabilities are classified as fair value through profit or loss if they are held for trading or are designated at fair value through Profit or Loss. Upon initial recognition, transaction costs are directly attributable to the acquisition are recognized in Statement of Profit or Loss as incurred. Subsequent changes in fair value are recognized in Statement of Profit or Loss.

#### **Financial Liabilities measured at amortized cost**

All financial liabilities other than measured at fair value through profit or loss are classified as subsequently measured at amortized cost using effective interest method.

#### **Effective Interest Method**

The effective interest method is a method of calculating the amortized cost of a debt instruments and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the carrying amount on initial recognition.

Income is recognized on the effective interest basis for debt instruments other than those financial assets classified as at Fair value through profit or loss.

### **3.3.3 Measurement**

#### **Initial Measurement**

A financial assets or financial liability is measured initially measured at fair value plus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issue.

Transaction costs in relation to financial assets and liabilities at fair value through profit or loss are recognized in Statement of Profit or Loss.

#### **Subsequent Measurement**

A financial asset or financial liability is subsequently measured either at fair value or at amortized



cost based on the classification of the financial asset or liability. Financial asset or liability classified as measured at amortized cost is subsequently measured at amortized cost using effective interest rate method.

The amortized cost of a financial asset or financial liability is the amount at which the financial asset or financial liability is measured at initial recognition minus principal repayments, plus or minus the cumulative amortization using the effective interest method of any difference between that initial amount and the maturity amount, and minus any reduction for impairment.

Financial assets classified at fair value are subsequently measured fair value. The subsequent changes in fair value of financial assets at fair value through profit or loss are recognized in Statement of Profit or Loss whereas of financial assets at fair value through other comprehensive income are recognized in other comprehensive income.

### 3.3.4 De-Recognition

#### i. De-recognition of financial assets

The group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or when it transfers the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred or in which the group neither transfers nor retains substantially all the risks and rewards of ownership and it does not retain control of the financial asset.

Any interest in such transferred financial assets that qualify for de-recognition that is created or retained by the group is recognized as a separate asset or liability. On de-recognition of a financial asset, the difference between the carrying amount of the asset, and the sum of (i) the consideration received and (ii) any cumulative gain or loss that had been previously recognized is recognized in Statement of Profit or Loss.

The group enters transactions whereby it transfers assets recognized on its Statement of Financial Position but retains either all or substantially all of the risks and rewards of the transferred assets or a portion of them, then the transferred assets are not derecognized.

#### ii. De-recognition of financial liabilities

A financial liability is derecognized when the obligation under the liability is discharged, cancelled, or expired. Where an existing financial liability is replaced by another from the same lender on different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a DE recognition of the original liability and the recognition of a new liability. The difference between the carrying value of the original financial liability and the consideration paid is recognized in Statement of Profit or Loss.

### 3.3.5 Determination of Fair Value

'Fair value' is the price that would be received to sell an asset or paid to transfer a liability (exit price) in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the group has access at that date. The fair value of a liability reflects its non-performance risk.

When available, the group measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as active if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis. If there is no quoted price in an active market, then the group uses valuation techniques that maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction. The fair value measurement hierarchy is as follows:

Level 1: Fair value measurements are those derived from unadjusted quoted prices in active market for identical assets or liabilities.

Level 2: Valuations are those with quoted prices for similar instruments in active markets or quoted price

for identical or similar instruments in inactive markets and financial instruments valued using models where significant inputs are observable.

Level 3: Portfolios are those where there are unobservable inputs of the instruments. The inputs are not based on observable market data.

### 3.3.6 Impairment

At each reporting date, the group assesses whether there is objective evidence that a financial asset or group of financial assets not carried at fair value through profit or loss are impaired. A financial asset or a group of financial assets is impaired when objective evidence demonstrates that a loss event has occurred after the initial recognition of the asset(s), and that the loss event has an impact on the future cash flows of the asset(s) that can be estimated reliably.

Impairment of non-financial assets/ Other Assets

The group assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's fair value of the Cash Generating Unit's (CGU) less costs to sell and its value in use. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

### 3.3.7 Offsetting

Financial Assets and liabilities are offset and the net amount presented in the Statement of Financial Position when and only when, the group has a legal right to set off the amounts and it intends either to settle them on a net basis or to realize the assets and settle the liability simultaneously.

Income and expenses are presented on a net basis only when permitted under NFRS, or for gains and losses arising from a group of similar transactions such as in the group's trading activity.

## 4. Specific Accounting Policies and Explanatory Notes

### 4.1 Cash and Cash Equivalent

The carrying amount of cash and cash equivalents are representative of their fair values as at the respective reporting date. Cash and Cash Equivalent represents the amount of cash in hand, balances with other banks and financial institutions.

#### Amount In NPR

| Cash and Cash Equivalent     | Group            |                  | Standalone       |                  |
|------------------------------|------------------|------------------|------------------|------------------|
|                              | Current Year     | Previous Year    | Current Year     | Previous Year    |
| Cash balance                 | 14,684           | 27,028           | 12,374           | 26,479           |
| Bank Balance-call Account    | 17,481           | 59,214           | 17,481           | 59,214           |
| Bank Balance-Current Account | 9,509,711        | 3,748,363        | 7,081,882        | 2,311,009        |
| <b>Total</b>                 | <b>9,541,876</b> | <b>3,834,605</b> | <b>7,111,737</b> | <b>2,396,702</b> |

### 4.2 Investment in Securities

The group has classified its equity investment as follows:

| Particulars                            | Classifications                                 |
|--|---|
| Listed Public Shares                   | Investment at Fair Value Through Profit or Loss |
| Listed Promoter Shares (Regulated)     | Investment at Fair Value Through OCI            |
| Listed Promoter Shares (Non-Regulated) | Investment at Fair Value Through Profit or Loss |



|  |   |
|--|---|
| Non-Listed Promoter Shares (Regulated)     | Investment at Fair Value Through OCI            |
| Non-Listed Promoter Shares (Non-Regulated) | Investment at Fair Value Through Profit or Loss |

The fair value of investments traded in active markets are based on latest closing price of scrips on or before the reporting date.

All purchase and sales of investments are recognized at trade date accounting system, which is the date the group commits to purchase or sell the investment.

When the investments are sold, any gain or loss arising on the sale is included in the Statement of Profit or Loss. Gain and losses are calculated as the difference between the sales proceeds and the carrying amount of the item.

Dividend income from investments is recognized in the Statement of Profit or Loss when the group's right to receive the payments is established (ex-dividend date).

**Amount In NPR**

| Investment in Securities   | Group                |                      | Standalone           |                      |
|--|----------------------|----------------------|----------------------|----------------------|
|  | Current Year         | Previous Year        | Current Year         | Previous Year        |
| <b>Investment at Fair Value through Profit &amp; Loss</b>          | <b>1,054,866,268</b> | <b>907,217,045</b>   | <b>385,607,608</b>   | <b>327,669,865</b>   |
| Investment in quoted public shares                                 | 717,038,082          | 684,892,540          | 47,779,422           | 116,155,279          |
| Investment in unquoted shares                                      | 337,828,186          | 222,324,505          | 337,828,186          | 211,514,586          |
|  |                      |                      |                      |                      |
| <b>Investment at Fair Value through Other Comprehensive Income</b> | <b>926,265,626</b>   | <b>1,087,979,875</b> | <b>1,659,765,626</b> | <b>1,537,979,875</b> |
| Investment in quoted promoter and public shares                    | 854,121,626          | 1,053,079,875        | 854,121,626          | 1,053,079,875        |
| Investment in unquoted shares                                      | 72,144,000           | 34,900,000           | 805,644,000          | 484,900,000          |
| <b>Total</b>   | <b>1,981,131,894</b> | <b>1,995,196,920</b> | <b>2,045,373,234</b> | <b>1,865,649,740</b> |
|  |                      |                      |                      |                      |

**4.3 Other Financial Assets**

Other financial assets include deposits, advance payments, and sundry debtors. They are initially measured at fair value and subsequently measured at amortized cost less any provision for impairment. Debtors are assessed on a case-by-case basis for impairment. The fair value of such assets is equivalent to their carrying amount.

Lessor shall present assets subject to operating leases in their Statement of Financial Position according to the nature of the assets. Lease income from operating leases shall be recognized as income on a straight-line basis over the lease term, unless another systematic basis is more representative of the time pattern in which benefit derived from the leased asset is diminished. Costs, including the depreciation incurred in earning the lease income are recognized as expenses. Lease income excluding the receipts for services provided such as water, electricity, Security, maintenance, or other utilities income is recognized on a straight-line basis over the lease term even if the receipts are not on such a basis unless another systematic basis is more representative of the time pattern in which use benefit derived from the lease assets is diminished.

The group has been holding the land and building as investment property and has provided same on rent for various corporate parties. Although company does not derive the rental income on the straight-line



basis as mentioned above, such rental income has been recognized as income on the straight-line basis applying the tenure of rent for such allocation.

Amount In NPR

| Other Financial Assets                             | Group             |                  | Standalone        |                    |
|--|-------------------|------------------|-------------------|--------------------|
|  | Current Year      | Previous Year    | Current Year      | Previous Year      |
| <b>Total Deposit &amp; Advance</b>                 | <b>5,500</b>      | <b>5,500</b>     | <b>5,500</b>      | <b>283,005,500</b> |
| Deposits   | 5,500             | 5,500            | 5,500             | 5,500              |
| Advance for Investment                             | -                 | -                | -                 | 283,000,000        |
| <b>Sundry Debtors</b>                              | <b>26,092,263</b> | <b>4,807</b>     | <b>14,706,946</b> | <b>442,600</b>     |
| Kohinoor Securities Pvt. Ltd.                      | 4,285,206         | 4,807            | -                 | 4,807              |
| Global IME Sammunat Fund-1                         | 3,272,038         | -                | -                 | -                  |
| Global IME Capital Ltd.                            | 900               | -                | -                 | -                  |
| Sani Securities Co.Ltd                             | 18,534,119        | -                | 14,706,946        | 437,792            |
| <b>Other Advance</b>                               | <b>2,380,000</b>  | <b>-</b>         | <b>2,380,000</b>  | <b>-</b>           |
| CDS and Clearing Limited                           | 20,000            | -                | 20,000            | -                  |
| Homes Nepal Construction and Waterproofing Pvt Ltd | 20,000            | -                | 20,000            | -                  |
| Securities Board of Nepal                          | 2,340,000         | -                | 2,340,000         | -                  |
| <b>Receivable from Tenants</b>                     | <b>6,676,909</b>  | <b>4,135,826</b> | <b>6,942,133</b>  | <b>4,808,438</b>   |
| <b>Total</b>                                       | <b>35,154,672</b> | <b>4,146,133</b> | <b>24,034,580</b> | <b>288,256,538</b> |

#### 4.4 Income Tax

##### Current Income Tax

Income Tax Expenses comprises current tax provision, the net change in the deferred tax assets or liability in the year and under/over provision made in the previous year. Current tax provision means the amount of tax for the period determined in accordance with the prevailing Income Tax Act 2058 and the rules framed thereunder. Current tax is based on the taxable profit for the year.

##### Current Tax Assets/Liability

The group has policy of netting-off current tax asset of one entity in a group against a current tax liability of another entity in the group if, and only if, the entities concerned have a legally enforceable right to make or receive a single net payment and the entities intend to make or receive such a net payment or to recover the asset and settle the liability simultaneously. Hence, the Advance Tax(TDS Receivables) for Subsidiary company amounts to **NPR.12,245,657** and **NPR. 3,626,052** for Holding Company for FY 2079-80. Since, both the Holding and Subsidiary have Current Advance Tax which has been shown separately for clear view.

Amount In NPR

| Current Tax Assets/Liabilities | Group        |               | Standalone   |               |
|--------------------------------|--------------|---------------|--------------|---------------|
|                                | Current Year | Previous Year | Current Year | Previous Year |
| <b>Holding Company</b>         |              |               |              |               |
| Advance Tax                    | 3,626,052    | 27,510,275    | 3,626,052    | 27,510,275    |



|  |                   |                     |                  |                     |
|--|-------------------|---------------------|------------------|---------------------|
| Provision for tax                                | -                 | 43,732,912          | -                | 43,732,912          |
| <b>Net Current Tax Assets/<br/>(Liabilities)</b> | <b>3,626,052</b>  | <b>(16,222,637)</b> | <b>3,626,052</b> | <b>(16,222,637)</b> |
| <b>Subsidiary Company</b>                        |                   |                     |                  |                     |
| Advance Tax                                      | 12,245,657        | 8,681,317           | -                | -                   |
| Provision for tax                                | -                 | -                   | -                | -                   |
| <b>Net Current Tax Assets/<br/>(Liabilities)</b> | <b>12,245,657</b> | <b>8,681,317</b>    | <b>-</b>         | <b>-</b>            |

#### 4.5 Deferred Tax Asset/Liability

Deferred tax is recognized in respect of temporary differences between the carrying amount and tax base of assets and liabilities; and carry forward of unused tax losses. Deferred tax is measured at the tax rate that is expected to be applied to temporary differences when they reverse, using tax rate enacted or substantially enacted at the reporting date. Deferred tax assets are recognized only to the extent that it is probable that future taxable profits will be available against which it can be utilized. Deferred tax assets are reviewed at each reporting date and appropriately adjusted to reflect the amount that is reasonably/virtually certain to be realized.

Deferred tax asset and deferred tax liabilities are offset if all following conditions are met:

- If there is a legally enforceable right to offset the current tax liabilities and assets.
- The taxes are levied by the same authority on the same tax entity; and
- The entity intends to settle the current tax liabilities and assets on net basis or the tax assets and liabilities will be realized simultaneously.

Current and deferred tax relating to items which are charged or credited directly to equity, is credited, or charged directly to equity and is subsequently recognized in the Statement of Profit or Loss together with the current or deferred gain or loss.

#### Group

Amount In NPR

| Particulars   | Deferred Tax Assets | Deferred Tax Liabilities | Net Deferred Tax (Assets) / Liabilities |
|---|---------------------|--------------------------|---|
| <b>2078.79</b>  |                     |                          |   |
| <b>Deferred Tax on Temporary differences on following items</b> |                     |                          |   |
| Property, Plant and Equipment                                   | 771,954             | -                        | (771,954)                               |
| Investment Property   | 390,481             | -                        | (390,481)                               |
| Investment in securities  | 96,377,528          | 184,190,391              | 87,812,863                              |
| Lease Rental Receivables  | -                   | 782,687                  | 782,687                                 |
| Net Defined Benefit Obligations                                 | 341,123             | -                        | (341,123)                               |
| Local Tax Provision   | -                   | -                        | -                                       |
| Deferred Tax on Temporary differences                           | 14,131,959          | 185,012,861              | 87,091,991                              |
| Deferred Tax on carry forward of unused tax losses              | 13,321,383          | -                        | (13,321,383)                            |
| Net Deferred tax (asset)/liabilities as on year end of 2078/79  | -                   | -                        | 73,770,608                              |
| Deferred tax(asset)/liabilities as on shrawan 1, 2079           | -                   | -                        | 255,387,600                             |
| Origination/(Reversal) during the year                          | -                   | -                        | (181,616,992)                           |





|   |         |             |                     |
|---|---------|-------------|---------------------|
| <b>Deferred tax expense/(income) recognized in profit or loss</b>             | -       | -           | <b>143,632,806</b>  |
| <b>Deferred tax expense/(income) recognized in other comprehensive income</b> |         |             | <b>37,984,186</b>   |
|   |         |             |                     |
| <b>2079.80</b>  |         |             |                     |
| <b>Deferred Tax on Temporary differences on following items</b>               |         |             |                     |
| Property, Plant and Equipment   | 942,613 | 4,626       | 937,988             |
| Investment Property   | 398,978 | -           | 398,978             |
| Investment in securities  |         | 141,367,528 | (141,367,528)       |
| Lease Rental Receivables  | 39,784  | 1,292,460   | (1,252,677)         |
| Net Defined Benefit Obligations   | 398,003 | -           | 398,003             |
| Local Tax Provision   |         |             |                     |
| Deferred Tax on Temporary differences   | -       | -           | (140,845,454)       |
| Deferred Tax on carry forward of unused tax losses                            | -       | -           | 110,520,115         |
| Net Deferred tax (asset)/liabilities as on year end of 2079/80                | -       | -           | (30,325,339)        |
| Deferred tax(asset)/liabilities as on shrawan 1, 2079                         | -       | -           | (73,770,608)        |
| Origination/(Reversal) during the year  | -       | -           | 43,445,269          |
| <b>Deferred tax expense/(income) recognized in profit or loss</b>             | -       | -           | <b>(12,086,568)</b> |
| <b>Deferred tax expense/(income) recognized in other comprehensive income</b> |         |             | <b>55,531,837</b>   |

**Standalone****Amount in NPR**

| <b>Particulars</b>  | <b>Deferred Tax Assets</b> | <b>Deferred Tax Liabilities</b> | <b>Net Deferred Tax (Assets) / Liabilities</b> |
|---|----------------------------|---------------------------------|--|
| <b>2078.79</b>  |                            |                                 |  |
| <b>Deferred Tax on Temporary differences on following items</b> |                            |                                 |  |
| Property, Plant and Equipment                                   | 776,501                    | -                               | (776,501)                                      |
| Investment Property   | 390,481                    | -                               | (390,481)                                      |
| Investment in securities  | 12,636,679                 | 184,190,391                     | 171,553,712                                    |
| Lease Rental Receivables  | -                          | 822,470                         | 822,470  |
| Net Defined Benefit Obligations                                 | 328,298                    | -                               | (328,298)                                      |
| Local Tax Provision   | -                          | -                               | -  |
| Deferred Tax on Temporary differences                           | 14,131,959                 | 185,012,861                     | 170,880,902                                    |
| Deferred Tax on carry forward of unused tax losses              | -                          | -                               | -  |
| Net Deferred tax (asset)/liabilities as on year end of 2078/79  | -                          | -                               | 170,880,902                                    |
| Deferred tax(asset)/liabilities as on shrawan 1, 2079           | -                          | -                               | 255,387,600                                    |



|   |         |             |                   |
|---|---------|-------------|-------------------|
| Origination/(Reversal) during the year  | -       | -           | (84,506,698)      |
| <b>Deferred tax expense/(income) recognised in profit or loss</b>             | -       | -           | <b>46,522,512</b> |
| <b>Deferred tax expense/(income) recognised in other comprehensive income</b> | -       | -           | <b>37,984,186</b> |
|   |         |             |                   |
| <b>2079.80</b>  |         |             |                   |
| <b>Deferred Tax on Temporary differences on following items</b>               |         |             |                   |
| Property, Plant and Equipment   | 942,613 |             | (942,613)         |
| Investment Property   | 398,978 |             | (398,978)         |
| Investment in securities  |         | 137,422,738 | 137,422,738       |
| Lease Rental Receivables  |         | 1,292,460   | 1,292,460         |
| Net Defined Benefit Obligations   | 360,563 |             | (360,563)         |
| Deferred Tax on Temporary differences   | -       | -           | 137,013,044       |
| Deferred Tax on carry forward of unused tax losses                            | -       | 22,934,760  | (22,934,760)      |
| Net Deferred tax (asset)/liabilities as on year end of 2079/80                | -       | -           | 114,078,284       |
| Deferred tax(asset)/liabilities as on shrawan1, 2079                          | -       | -           | 170,880,902       |
| Origination/(Reversal) during the year  | -       | -           | (56,802,618)      |
| <b>Deferred tax expense/(income) recognized in profit or loss</b>             | -       | -           | <b>1,270,781</b>  |
| <b>Deferred tax expense/(income) recognized in other comprehensive income</b> |         |             | <b>55,531,837</b> |

#### 4.6 Property and Equipment

The group has applied the Cost Model of accounting for Property and Equipment and those policies have been consistently applied for all its Property and Equipment to all the periods presented.

All categories of Property and Equipment are initially recorded at cost. Property and Equipment are subsequently measured at historical cost less depreciation and impairment losses. Historical cost includes expenditure that is directly attributable its acquisition.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to Statement of Profit or Loss during the financial period in which they are incurred.

Management has decided to depreciate assets using the straight-line method to write down their cost to their residual values over their estimated useful life, as follows:

| S. N | PPE Description          | Salvage Value | Useful Life |
|------|--------------------------|---------------|-------------|
| 1    | Furniture & Fixture      | 10%           | 5 years     |
| 2    | Computer and Peripherals | 5%            | 5 years     |
| 3    | Office Equipment's       | 10%           | 5 years     |



|   |                                 |     |         |
|---|---------------------------------|-----|---------|
| 4 | Vehicles                        | 20% | 5 years |
| 5 | Leasehold/Freehold Improvements | 0%  | 5 years |

The rates have been applied consistently over the years. The asset's residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date. The value of assets fully depreciated but continued to be in use is considered not material.

Gains and losses on disposal of Property and Equipment are determined by reference to their carrying amount and are included in Statement of Profit or Loss.

Capital items costing to less than NPR 5,000 has been treated as revenue expenditure in the year of purchase.

| Group   |                       |                   |                        |                  |                            |                   |
|---|-----------------------|-------------------|------------------------|------------------|----------------------------|-------------------|
| Property and Equipment                          | Furniture and Fixture | Office equipments | Computer & Peripherals | Vehicles         | Freehold/ Leasehold assets | Total             |
| <b>Cost Price</b>                               |                       |                   |                        |                  |                            |                   |
| <b>Balance as at 31 Ashad 2078</b>              | <b>179,596</b>        | <b>5,599,221</b>  | <b>1,109,501</b>       | <b>3,977,900</b> | <b>4,056,162</b>           | <b>14,922,380</b> |
| Additional                                      | 35,030                | 161,910           | 52,000                 | 243,900          | 46,443                     | 539,283           |
| Disposals                                       | -                     | -                 | -                      | -                | -                          | -                 |
| Discontinued Operations                         | -                     | -                 | -                      | -                | -                          | -                 |
| Transfer to held for sales                      | -                     | -                 | -                      | -                | -                          | -                 |
| Exchange and other adjustments                  | -                     | -                 | -                      | -                | -                          | -                 |
| Revaluations                                    | -                     | -                 | -                      | -                | -                          | -                 |
| <b>Balance as at 31 Ashad 2079</b>              | <b>214,626</b>        | <b>5,761,131</b>  | <b>1,161,501</b>       | <b>4,221,800</b> | <b>4,102,605</b>           | <b>15,461,663</b> |
| Addition  | -                     | 505,715           | 38,096                 | -                | -                          | 543,811           |
| Disposal  | -                     | -                 | -                      | 258,000          | -                          | -                 |
| Discontinued Operation                          | -                     | -                 | -                      | -                | -                          | (258,000)         |
| Transfer to held for Sale                       | -                     | -                 | -                      | -                | -                          | -                 |
| Exchange and other adjustment                   | -                     | -                 | -                      | -                | -                          | -                 |
| Revaluation                                     | -                     | -                 | -                      | -                | -                          | -                 |
| Balance as at 31 Ashad 2080                     | 214,626               | 6,266,845         | 1,199,597              | 3963800          | 4,102,605                  | 15,747,473        |
| <b>Depreciation and impairment</b>              |                       |                   |                        |                  |                            |                   |
| <b>Balance as at 31 Ashad 2078</b>              | <b>118,352</b>        | <b>4,554,934</b>  | <b>767,497</b>         | <b>1,396,768</b> | <b>2,210,059</b>           | <b>9,047,610</b>  |
| Depreciation charges for the year               | 31,442                | 197,465           | 101,666                | 673,991          | 815,851                    | 1,820,416         |
| Disposals                                       | -                     | -                 | -                      | -                | -                          | -                 |
| Discontinued Operations                         | -                     | -                 | -                      | -                | -                          | -                 |
| Transfer to held for sales                      | -                     | -                 | -                      | -                | -                          | -                 |
| Exchange and other adjustments                  | -                     | -                 | -                      | -                | -                          | -                 |
| Impairment                                      | -                     | -                 | -                      | -                | -                          | -                 |
| <b>Balance as at 32 Ashad 2079</b>              | <b>149,793</b>        | <b>4,752,399</b>  | <b>869,164</b>         | <b>2,070,759</b> | <b>3,025,911</b>           | <b>10,868,026</b> |
| <b>Depreciation Charges for the year</b>        | <b>16,109</b>         | <b>252,736</b>    | <b>111,523</b>         | <b>643,031</b>   | <b>820,521</b>             | <b>1,801,538</b>  |
| Disposal  | -                     | -                 | -                      | -                | -                          | -                 |
| Discontinued Operation                          | -                     | -                 | -                      | -                | -                          | -                 |
| Transfer to held for sales                      | -                     | -                 | -                      | -                | -                          | -                 |
| Exchange and other adjustment                   | -                     | -                 | -                      | -                | -                          | -                 |
| Impairment                                      | -                     | -                 | -                      | -                | -                          | -                 |
| <b>Balance as at 31<sup>st</sup> Ashad 2080</b> | <b>165,902</b>        | <b>5,005,135</b>  | <b>980,686</b>         | <b>2,713,790</b> | <b>3,846,432</b>           | <b>12,669,564</b> |
| <b>Net book Value</b>                           |                       |                   |                        |                  |                            |                   |
| <b>As on 31 Ashad 2079</b>                      | <b>64,833</b>         | <b>1,008,731</b>  | <b>292,337</b>         | <b>2,151,041</b> | <b>1,076,695</b>           | <b>4,593,637</b>  |
| <b>As on 31 Ashad 2080</b>                      | <b>48,724</b>         | <b>1,261,710</b>  | <b>218,911</b>         | <b>1,250,010</b> | <b>256,173</b>             | <b>3,077,909</b>  |



## Standalone

| Property and Equipment             | Furniture and Fixture | Office equipment | Computer & Peripherals | Vehicles         | Freehold/ Leasehold assets | Total             |
|------------------------------------|-----------------------|------------------|------------------------|------------------|----------------------------|-------------------|
| Cost Price                         |                       |                  |                        |                  |                            |                   |
| <b>Balance as at 31 Ashad 2078</b> | <b>179,596</b>        | <b>5,599,221</b> | <b>1,109,501</b>       | <b>3,977,900</b> | <b>4,056,162</b>           | <b>14,922,380</b> |
| Additional                         | -                     | 161,910          | 52,000                 | -                | 46,443                     | 260,353           |
| Disposals                          | -                     | -                | -                      | -                | -                          | -                 |
| Discontinued Operations            | -                     | -                | -                      | -                | -                          | -                 |
| Transfer to held for sales         | -                     | -                | -                      | -                | -                          | -                 |
| Exchange and other adjustments     | -                     | -                | -                      | -                | -                          | -                 |
| Revaluations                       | -                     | -                | -                      | -                | -                          | -                 |
| <b>Balance as at 32 Ashad 2079</b> | <b>179,596</b>        | <b>5,761,131</b> | <b>1,161,501</b>       | <b>3,977,900</b> | <b>4,102,605</b>           | <b>15,182,733</b> |
| Additional                         | -                     | 505,715          | 38,096                 | -                | -                          | 543,811           |
| Disposals                          | -                     | -                | -                      | 258,000          | -                          | (258,000)         |
| Discontinued Operations            | -                     | -                | -                      | -                | -                          | -                 |
| Transfer to held for sales         | -                     | -                | -                      | -                | -                          | -                 |
| Exchange and other adjustments     | -                     | -                | -                      | -                | -                          | -                 |
| Revaluations                       | -                     | -                | -                      | -                | -                          | -                 |
| <b>Balance as at 31 Ashad 2080</b> | <b>179,596</b>        | <b>6,266,845</b> | <b>1,199,597</b>       | <b>3,719,900</b> | <b>4,102,605</b>           | <b>15,468,543</b> |
| <b>Depreciation and impairment</b> |                       |                  |                        |                  |                            |                   |
| <b>Balance as at 31 Ashad 2078</b> | <b>118,352</b>        | <b>4,554,934</b> | <b>767,497</b>         | <b>1,396,768</b> | <b>2,210,059</b>           | <b>9,047,610</b>  |
| Depreciation charges for the year  | 26,587                | 197,465          | 101,666                | 636,464          | 815,851                    | 1,778,034         |
| Disposals                          | -                     | -                | -                      | -                | -                          | -                 |
| Discontinued Operations            | -                     | -                | -                      | -                | -                          | -                 |
| Transfer to held for sales         | -                     | -                | -                      | -                | -                          | -                 |
| Exchange and other adjustments     | -                     | -                | -                      | -                | -                          | -                 |
| Impairment                         | -                     | -                | -                      | -                | -                          | -                 |
| <b>Balance as at 32 Ashad 2079</b> | <b>144,939</b>        | <b>4,752,399</b> | <b>869,164</b>         | <b>2,033,232</b> | <b>3,025,911</b>           | <b>10,825,644</b> |
| Depreciation charges for the year  | 11,255                | 252,736          | 111,523                | 605,504          | 820,521                    | 1,801,538         |
| Disposals                          | -                     | -                | -                      | -                | -                          | -                 |
| Discontinued Operations            | -                     | -                | -                      | -                | -                          | -                 |
| Transfer to held for sales         | -                     | -                | -                      | 258,000          | -                          | -                 |
| Exchange and other adjustments     | -                     | -                | -                      | -                | -                          | -                 |
| Impairment                         | -                     | -                | -                      | -                | -                          | -                 |
| <b>Balance as at 31 Ashad 2080</b> | <b>156,194</b>        | <b>5,005,135</b> | <b>980,686</b>         | <b>2,380,736</b> | <b>3,846,432</b>           | <b>12,369,183</b> |
| <b>Net book Value</b>              |                       |                  |                        |                  |                            |                   |
| <b>As on 31 Ashad 2079</b>         | <b>34,657</b>         | <b>1,008,731</b> | <b>292,337</b>         | <b>1,944,668</b> | <b>1,076,695</b>           | <b>4,357,089</b>  |
| <b>As on 31 Ashad 2080</b>         | <b>23,403</b>         | <b>1,261,710</b> | <b>218,911</b>         | <b>1,339,164</b> | <b>256,174</b>             | <b>3,099,361</b>  |



#### 4.7 Investment Property

Investment property is held by entity to earn rentals or for capital appreciation or both. Land and Building held by the group falls under definition of Investment Property on account of it being primarily held for leasing out and capital appreciation.

Investment property is measured initially at its cost. Transaction costs has been included in the initial measurement. The entity shall choose either cost model or fair value model and shall apply that policy to all its investment property. The group has chosen the cost model for the subsequent measurement of land and building which it has hold as investment property. Since the group has chosen cost model, it shall measure all of its investment properties in accordance with NAS 16's requirement for that model i.e., such properties shall be measured at historical cost less depreciation and impairment losses. Land is not depreciated and The building are depreciated on a written down value method to write down their cost to their residual values over their useful life @ 5% Depreciation rate, as follows:

| S. N | IP Description | Salvage Value | Depreciation Rate |
|------|----------------|---------------|-------------------|
| 1    | Building       | 5%            | 5%                |

The total rental income amounting NPR. 30,662,932 (P.Y. NPR. 27,505,097) has been recognized in Statement of Profit or Loss for the Fiscal Year 2079-80.

Amount in NPR

| Investment Properties              | Group              |                    | Standalone         |                    |
|------------------------------------|--------------------|--------------------|--------------------|--------------------|
|                                    | Current Year       | Previous Year      | Current Year       | Previous Year      |
| Land and Building -Hathway Complex | 188,743,563        | 178,018,282        | 188,743,563        | 178,018,282        |
| Less: Accumulated Depreciation     | 5,497,697          | 4,736,701          | 5,497,697          | 4,736,701          |
| <b>Total</b>                       | <b>183,245,865</b> | <b>173,281,581</b> | <b>183,245,865</b> | <b>173,281,581</b> |

#### 4.8 Other Assets

Other non-financial assets include prepaid expenses, advance for share and advance to creditors. The historical cost of such assets less any provision for impairment is their carrying amount.

Amount in NPR

| Other Assets         | Group            |                | Standalone       |                |
|----------------------|------------------|----------------|------------------|----------------|
|                      | Current Year     | Previous Year  | Current Year     | Previous Year  |
| Prepaid Expenses     | 171,190          | 131,009        | 171,190          | 130,826        |
| Advance for Shares   | 119,700          | 600,000        | 119,700          | 600,000        |
| Prepaid Insurance    | 296              | -              | -                | -              |
| Prepaid Expenses-IPO | 415,625          | -              | 415,625          | -              |
| Other Advance        | 391,768          | -              | 391,768          | -              |
| Advance to Creditors | 53,435           | 53,435         | 53,435           | 53,435         |
| <b>Total</b>         | <b>1,152,013</b> | <b>784,444</b> | <b>1,151,718</b> | <b>784,261</b> |

#### 4.9 Due to Bank and Financial Institutions / Borrowings

The fair value of amount due to bank and financial institutions approximate their carrying amount. All the amount due to bank and financial institutions reflected in the book of the group are with the tenure less than a year. Hence the amount has been recognized at the carrying amount under previous GAAP (Generally Accepted Accounting Principles). The service charges thus have not been considered while valuing such due balances and has been directly charged to Statement of Profit or Loss.



Amount in NPR

| Due to Bank and Financial Institutions | Group              |                    | Standalone         |                    |
|--|--------------------|--------------------|--------------------|--------------------|
|  | Current Year       | Previous Year      | Current Year       | Previous Year      |
| Sunrise Bank Limited                   | -                  | 126,768,094        | -                  | 126,768,094        |
| Prabhu Bank Limited                    | 40,000,000         | 24,627,948         | 40,000,000         | 24,627,948         |
| Nepal Bank Limited                     | 39,940,034         | 37,278,903         | 39,940,034         | 37,278,903         |
| Citizens Banks International Limited   | -                  | 34,520,978         | -                  | -                  |
| Shine Resunga Development Bank Ltd.    | 346,793,847        | -                  | 346,793,847        | -                  |
| Sanima Bank Ltd.                       | 40,000,000         | 40,000,000         | -                  | -                  |
| Garima Bikash Bank Ltd                 | 40,000,000         | -                  | -                  | -                  |
| Mahalaxmi Bikash Bank Ltd              | 39,994,039         | -                  | -                  | -                  |
| <b>Total</b>                           | <b>546,727,920</b> | <b>263,195,922</b> | <b>426,733,881</b> | <b>188,674,945</b> |

The valuation of above financial liabilities were shown in note 5.2.

#### 4.10 Other Financial Liabilities

The other financial liabilities include sundry creditors, audit fee, Salary payable, staff bonus payables and other expenses payables. Such amounts are classified as other financial liabilities and are initially recognized at fair value and subsequently measured at amortized cost. The fair value of such other financial liabilities is equivalent to their carrying amount.

Amount in NPR

| Other Financial Liabilities         | Group            |                   | Standalone     |                   |
|-------------------------------------|------------------|-------------------|----------------|-------------------|
|                                     | Current Year     | Previous Year     | Current Year   | Previous Year     |
| <b>Sundry Creditors</b>             | <b>655,638</b>   | <b>48,114,427</b> | <b>744,704</b> | <b>600,716</b>    |
| Sani Securities Co. Ltd.            | -                | 47,513,711        | -              | -                 |
| Kohinoor Securities Pvt. Ltd.       | -                | 93,874            | 89,066         | 93,874            |
| Web Creation Nepal Private Limited. | 26,900           | 26,900            | 26,900         | 26,900            |
| Pick Solutions Pvt. Ltd.            | 33,554           | 33,554            | 33,554         | 33,554            |
| Advance Recived Under OYOV          | 595,184          | 446,388           | 595,184        | 446,388           |
| <b>Expenses Payable</b>             | <b>3,790,152</b> | <b>10,073,032</b> | <b>197,345</b> | <b>9,974,360</b>  |
| Audit Fee                           | 476,095          | 296,018           | 197,345        | 197,345           |
| Communication expenses payable      | -                | 560               | -              | 560               |
| Salary Payable                      | -                | 58,030            | -              | 58,030            |
| Staff Bonus Payable                 | 3,314,057        | 9,718,425         | -              | 9,718,425         |
| <b>Total</b>                        | <b>4,445,790</b> | <b>58,187,460</b> | <b>942,049</b> | <b>10,575,076</b> |

The valuation of above financial liabilities were shown in note 5.2.

#### 4.11 Net Defined Benefit Obligation / Employee Benefit

The personnel Expenses include:

- Short term employee benefits which include salary, allowances, non-monetary benefits etc.
- Post- employment benefits that is payable after the completion of employment which can be either Defined Contribution Plan or Defined Benefit Plan.



- Short term employment benefits are recognized over the period in which the employees provide the related services.

The group has been operating a defined contribution plan as provident fund contribution of its employees and defined benefits plans for the Gratuity payment and leave encashment requirement under its staff's byelaws.

For defined contribution plans, the group pays contribution to the publicly administered provident fund plans namely Citizen Investment Trust on a mandatory basis and such amounts are charged as Personnel Expenses to Statement of Profit or Loss. The group has no further payment obligations once the contributions have been paid.

New Labour Act, 2074 came in force after 19th of Bhadra 2074 which requires to provide minimum of 8.33% of basis salary plus grades as gratuity every month. Provision has been made at 8.33% of basic salary plus grades of all staff subsequent to that date treating it as defined contribution plan as the Labour Act, 2074 has set this a minimum standard.

Amount in NPR

| Defined Benefit Plan-Liabilities                              | Group        |               | Standalone   |               |
|---|--------------|---------------|--------------|---------------|
|   | Current Year | Previous Year | Current Year | Previous Year |
| Opening Liability( excluding pre-payments)                    | 1,355,943    | 969,346       | 1,313,193    | 969,346       |
| Interest costs  | -            | -             | -            | -             |
| Current Service Cost  | 363,350      | 386,597       | 265,550      | 343,847       |
| Less: Gratuity Paid during the Year                           | 152,243      | -             | (136,493)    | -             |
| Actuarial Gain or Loss  | -            | -             | -            | -             |
| Closing Liabilities   | 1,567,050    | 1,355,943     | 1,442,250    | 1,313,193     |
| <b>Defined Benefit Plan-Assets</b>                            |              | -             |              |               |
| Particular  | Current Year | Previous Year | Current Year | Previous Year |
| Opening Assets  | -            | -             | -            | -             |
| Estimated Investment Returns for the year                     | -            | -             | -            | -             |
| Additional Investment during the year                         | -            | -             | -            | -             |
| Withdrawal (payouts during the year)                          | -            | -             | -            | -             |
| Actuarial Gain or Loss  | -            | -             | -            | -             |
| <b>Closing Assets</b>   | -            | -             | -            | -             |
| <b>Net Defined Benefit Obligation</b>                         | 1,567,050    | 1,355,943     | 1,442,250    | 1,313,193     |
| <b>Net charges to Statement of Profit and Loss Account</b>    | 152,243      | -             | (136,493)    | -             |
| <b>Net charges to Statement of Other Comprehensive Income</b> | -            | -             | -            | -             |

Amount in NPR

| Personnel Expenses | Group             |                   | Standalone       |                   |
|--------------------|-------------------|-------------------|------------------|-------------------|
|                    | Current Year      | Previous Year     | Current Year     | Previous Year     |
| Gratuity Fund      | 363,350           | 386,597           | 265,550          | 343,847           |
| Salary Expenses    | 8,428,510         | 8,692,534         | 6,100,632        | 7,837,534         |
| Staff Bonus        | 3,314,057         | 9,718,425         | -                | 9,718,425         |
| <b>Total</b>       | <b>12,105,917</b> | <b>18,797,556</b> | <b>6,366,182</b> | <b>17,899,806</b> |

**4.12 Other Liabilities**

Other non-financial liabilities include income tax payable & TDS payable. The fair value of such other liabilities is equivalent to their carrying amount.

Amount in NPR

| Other Liabilities   | Group            |                  | Standalone    |               |
|---------------------|------------------|------------------|---------------|---------------|
|                     | Current Year     | Previous Year    | Current Year  | Previous Year |
| TDS Payable         | 64,100           | 97,414           | 60,350        | 35,487        |
| Others              | -                | 1,067,700        | -             | -             |
| Right Share payable | 7,970,400        | -                | -             | -             |
| <b>Total</b>        | <b>8,034,500</b> | <b>1,165,114</b> | <b>60,350</b> | <b>35,487</b> |

**4.13 Share Capital**

Financial Instruments issued are classified as equity when there is no contractual obligation to transfer cash, other financial assets, or issue available number of own equity instruments. Incremental costs directly attributable to the issue of new shares are shown in equity as deduction net of taxes from the proceeds. Dividend on ordinary shares is recognized in equity in the period in which they are declared.

Amount in NPR

| Share Capital                                   | Current Year      |                      | Previous Year     |                      |
|---|-------------------|----------------------|-------------------|----------------------|
|   | No of Shares      | Amount               | No of Shares      | Amount               |
| <b>A. Equity Shares</b>                         |                   |                      |                   |                      |
| <b>Authorized</b>                               |                   |                      |                   |                      |
| Equity Shares of Rs. 50 each with voting rights | 30,000,000        | 1,500,000,000        | 30,000,000        | 1,500,000,000        |
| <b>Issued</b>                                   |                   |                      |                   |                      |
| Equity Shares of Rs. 50 each with voting rights | 23,400,000        | 1,170,000,000        | 23,400,000        | 1,170,000,000        |
| <b>Subscribed and Fully Paid</b>                |                   |                      |                   |                      |
| Equity Shares of Rs. 50 each with voting rights | 20,475,000        | 1,023,750,000        | 20,475,000        | 1,023,750,000        |
| <b>Total</b>                                    | <b>20,475,000</b> | <b>1,023,750,000</b> | <b>20,475,000</b> | <b>1,023,750,000</b> |

The paid up equity capital of the company has been increased from NPR.1,023,750,000 to NPR.1,170,000,000 through Public offering on 2080-06-04.

**Reconciliation of number of shares outstanding at the beginning and end of the year**

Amount in NPR

| Particular                                | Current Year      | Previous Year     |
|---|-------------------|-------------------|
|   | No. of Shares     | No. of Shares     |
| Balance as at the beginning of the year   | 20,475,000        | 20,475,000        |
| Add: Issue of additional shares           | -                 | -                 |
| Add: Issue of bonus share during the year | -                 | -                 |
| Add: Issue of right shares                | -                 | -                 |
| <b>Total</b>                              | <b>20,475,000</b> | <b>20,475,000</b> |





#### 4.14 Reserves

The reserve includes the reserve brought forward, this year profit and deferred tax reserve.

Amount in NPR

| Reserves                   | Group              |                    | Standalone         |                    |
|----------------------------|--------------------|--------------------|--------------------|--------------------|
|                            | Current Year       | Previous Year      | Current Year       | Previous Year      |
| Retained Earning           | 146,125,634        | 183,419,006        | 296,849,719        | 381,781,451        |
| Deferred Tax Reserve       | -                  | -                  | -                  | -                  |
| Other Components of Equity | 403,786,013        | 541,492,221        | 403,786,013        | 541,492,221        |
| <b>Total</b>               | <b>549,911,646</b> | <b>724,911,227</b> | <b>700,635,732</b> | <b>923,273,672</b> |

#### 4.15 Revenue from Operation

Revenue is the gross inflow of economic benefits during the period arising during the ordinary activities of an entity when those inflows result in increase in equity, other than increases relating to contribution from equity participants.

As per the Memorandum of Association of the group the sales of investment securities is the principal revenue generating activities of the group. The sale of investment occurs when the control of the right to equity has passed to the buyer.

The group is holding land and building Hathway Complex at Lainchaur 26, Kathmandu as its investment properties and has leased out under operating lease. The rental income is the amount of such lease income recognized on straight line basis irrespective of the fact that the group does not receive such lease rental on same basis. The total rental income amounting NPR. 30,662,932 has been recognized in Statement of Profit or loss for the Fiscal year 2079/80.

The dividend income represents the dividend received/receivable from various companies on which company has made investment. Revenue in respect of dividends has been recognized when the shareholder's right to receive the payment is established. Dividend income from the financial assets at fair value through Other Comprehensive is recognized in the statement of Profit or Loss within dividend income when the group's right to receive the payment is established.

Amount in NPR

| Revenue from Operations          | Group                |                      | Standalone         |                      |
|----------------------------------|----------------------|----------------------|--------------------|----------------------|
|                                  | Current Year         | Previous Year        | Current Year       | Previous Year        |
| Revenue from Sale of Investments | 1,347,272,952        | 2,836,162,454        | 117,410,121        | 1,247,614,377        |
| Dividends                        | 8,920,983            | 6,962,490            | 6,377,670          | 499,521              |
| Lease Rentals                    | 29,930,320           | 26,772,485           | 30,662,932         | 27,505,097           |
| <b>Total</b>                     | <b>1,386,124,255</b> | <b>2,869,897,430</b> | <b>154,450,722</b> | <b>1,275,618,995</b> |

#### 4.16 Other Income

Other Income includes Interest income, the amount of income derived as building utilities income, and miscellaneous income. Revenue in respect of such item is recognized when the amount of revenue can be measured reliably and it is probable that the economic benefit associated with the transaction will flow to the entity.

Amount in NPR

| Other Income     | Group        |               | Standalone   |               |
|------------------|--------------|---------------|--------------|---------------|
|                  | Current Year | Previous Year | Current Year | Previous Year |
| Building Utility | 1,357,604    | 494,591       | 1,357,604    | 494,591       |



|  |                  |                  |                  |                  |
|--|------------------|------------------|------------------|------------------|
| Interest                                 | 116,591          | 452,442          | 80,390           | 452,442          |
| <b>Income From Investment Properties</b> |                  |                  |                  |                  |
| Income from Sale of Fixed Assets         | 45,000           | -                | 45,000           | -                |
| Others                                   | 500,000          | 846,214          | 500,000          | 846,214          |
| <b>Total</b>                             | <b>2,019,195</b> | <b>1,793,248</b> | <b>1,982,994</b> | <b>1,793,248</b> |

#### 4.17 Changes in investment

Changes in investment includes opening investment and closing investment.

Amount in NPR

| Changes in Investments       | Group                |                   | Standalone          |                    |
|------------------------------|----------------------|-------------------|---------------------|--------------------|
|                              | Current Year         | Previous Year     | Current Year        | Previous Year      |
| Opening Investments          | 907,217,045          | 922,787,973       | 327,669,865         | 922,787,973        |
| Closing Investments          | (1,054,866,268)      | (907,217,045)     | (385,607,608)       | (327,669,865)      |
| <b>(Increased)/Decreased</b> | <b>(147,649,223)</b> | <b>15,570,928</b> | <b>(57,937,743)</b> | <b>595,118,108</b> |

#### 4.18 Purchase of Investment

As per the Memorandum of Association of the group the purchase of investment securities is the principal revenue generating activities of the group. The group has been dealing in equity portfolio of various companies and such investment securities are held for the trading purpose.

Amount in NPR

| Purchase of Investment | Group                |                      | Standalone         |                    |
|------------------------|----------------------|----------------------|--------------------|--------------------|
|                        | Current Year         | Previous Year        | Current Year       | Previous Year      |
| Purchase Cost          | 1,352,368,083        | 2,862,529,938        | 131,365,600        | 392,584,424        |
| Transferred from OCI   | 7,908,376            | 41,997,924           | 7,908,376          | 41,997,924         |
| <b>Total</b>           | <b>1,360,276,459</b> | <b>2,904,527,862</b> | <b>139,273,976</b> | <b>434,582,348</b> |

#### 4.19 Administrative Expenses

The group recognizes Administrative Expenses as and when legal or constructive obligation in respect of such expenses arise to the group.

Amount in NPR

| Administrative Expenses                           | Group        |               | Standalone   |               |
|---|--------------|---------------|--------------|---------------|
|   | Current Year | Previous Year | Current Year | Previous Year |
| Advertisement Expenses                            | 29,544       | 257,429       | 17,250       | 257,429       |
| AGM Expenses                                      | 527,595      | 39,657        | 332,022      | 39,657        |
| Auction Management Fee                            | -            | 25,000        | -            | 25,000        |
| Audit Expenses                                    | 5,030        | 9,430         | 5,030        | 9,430         |
| Audit Fee   | 482,500      | 300,000       | 200,000      | 200,000       |
| Board Meeting Allowance                           | 679,500      | 717,000       | 520,000      | 598,500       |
| Board Meeting Expenses                            | 68,249       | 27,697        | 64,639       | 27,697        |
| Registration & Renewal Charges (Building Charges) | 2,128,859    | -             | 2,128,859    | -             |
| Business Promotion Expenses                       | 12,000       | -             | 12,000       | -             |
| Certification Fee                                 | 56,950       | 79,100        | 56,950       | 79,100        |



|                                      |                  |                  |                  |                  |
|--------------------------------------|------------------|------------------|------------------|------------------|
| Cleaning Expenses                    | 29,380           | -                | 29,380           | -                |
| Closeout Expenses                    | 54,382           | 348,343          | -                | 213,424          |
| Communication Expenses               | 181,700          | 219,351          | 181,700          | 219,351          |
| Credit Rating Expenses               | 299,921          | -                | 299,921          | -                |
| Donation                             | 3,000            | -                | 3,000            | -                |
| Election Commissioner Fee            | 25,000           | 25,000           | -                | 25,000           |
| Email Registration & Renewal Charges | 10,170           | -                | 10,170           | -                |
| Fuel                                 | 448,735          | 227,795          | 361,140          | 223,885          |
| Fine & penalty                       | -                | -                | -                | -                |
| Insurance Expenses                   | 487,140          | 395,013          | 482,559          | 389,621          |
| IPO Expenses                         | -                | 446,333          | -                | 446,333          |
| Consultancy Expenses                 | -                | 683,304          | -                | 318,304          |
| Land Pledged Charges                 | 175,000          | -                | 175,000          | -                |
| Lease Rental Expenses                | -                | 732,612          | -                | -                |
| Legal Expenses                       | 68,000           | -                | 8,000            | -                |
| Lunch Expenses                       | 2,858            | 286,028          | -                | 286,028          |
| Miscellaneous Expenses               | 4,316            | 3,690            | 3,821            | 3,690            |
| News Paper & Book                    | 18,100           | 17,435           | 18,100           | 17,435           |
| Office Expenses                      | 464,495          | 290,290          | 450,783          | 281,490          |
| Printing & Stationary                | 62,344           | 36,928           | 40,744           | 30,078           |
| Refreshment & Entertainment          | 234,148          | 814,792          | 231,698          | 814,792          |
| Registration & Renewal Charges       | 673,680          | 863,163          | 461,180          | 542,113          |
| Repair & Maintenance                 | 341,364          | 527,306          | 336,864          | 521,890          |
| Share Pledged Charges                | 8,700            | 8,310            | 2,600            | 8,260            |
| Software Expenses                    | 373,740          | 305,100          | 370,240          | 305,100          |
| Valuation Charge                     | 90,400           | -                | 90,400           | -                |
| Training & Development Expenses      | -                | 145,471          | -                | 145,471          |
| Transportation & Conveyances         | 385              | 28,135           | 200              | 27,635           |
| Travelling Expenses                  | 84,400           | 326,746          | 84,400           | 326,746          |
| Water & Electricity                  | 32,540           | 32,360           | 32,540           | 32,360           |
| Webpage Designing                    | 7,910            | 75,145           | 7,910            | 75,145           |
| <b>Total</b>                         | <b>8,172,035</b> | <b>8,293,964</b> | <b>7,019,101</b> | <b>6,490,964</b> |

#### 4.20 Finance Expenses

The finance expenses includes bank charges, service charges on loans and interest on bank loan. Since the bank loan of the group are of revolving nature, interest, service charges and bank charges in respect of such loan has not been capitalized as part of loan instead it is charged directly through Statement of Profit or Loss Account.

Amount in NPR

| Finance Expenses       | Group             |                   | Standalone        |                   |
|------------------------|-------------------|-------------------|-------------------|-------------------|
|                        | Current Year      | Previous Year     | Current Year      | Previous Year     |
| Bank Charges           | 43,433            | 29,625            | 29,775            | 23,975            |
| Service Charge on Loan | 5,540,000         | 2,101,544         | 3,620,000         | 141,544           |
| Interest on Bank Loans | 66,781,505        | 45,195,654        | 41,515,575        | 27,778,712        |
| <b>Total</b>           | <b>72,364,938</b> | <b>47,326,823</b> | <b>45,165,350</b> | <b>27,944,231</b> |



#### 4.21 Earnings Per Share (Basis /Diluted)

Basic Earnings per Share is calculated by dividing the profit attributable to the equity holders of the group by the weighted average number of ordinary shares on issue during the year. Diluted earnings per shares is calculated by dividing the profit attributable to equity holders of the group by the weighted average number of ordinary shares plus the dilutive effect of potential ordinary shares outstanding during the year.

The profit attributable to the equity holders of the group consists of the earnings of the group after deduction of all expenses and tax expenses.

Amount in NPR

| Particular                               | Group        |               | Standalone   |               |
|--|--------------|---------------|--------------|---------------|
|  | Current Year | Previous Year | Current Year | Previous Year |
| Profit available to equity holder        | 62,893,457   | (2,595,073)   | 15,255,097   | 195,767,372   |
| Weighted Average Number of Equity Shares | 20,475,000   | 20,475,000    | 20,475,000   | 20,475,000    |
| <b>Total</b>                             | <b>3.07</b>  | <b>(0.13)</b> | <b>0.75</b>  | <b>9.56</b>   |

There are no instruments, such as convertibles, that would require dilution of EPS, therefore diluted EPS has not been computed and disclosed.

#### 4.22 Segment Reporting

The group is engaged in the business of investments and such other services as mentioned in the Memorandum of Association (MOA) only. The Board of Directors of the group assess the performance and allocates resources for the business of the group as a whole and hence the management considers company's business activities as a single operating segment and no segment disclosures have been made.

### 5. Disclosure and Additional Information

#### 5.1 Financial Risk Management

The group is subject to several financial risks which arise because of its investment activities, including market risk, credit risk and liquidity risk.

##### Credit Risk

Credit risk is the risk that a counterparty will default on its contractual obligations resulting in financial losses to the group. In the normal course of business, the group is exposed to credit risk from transactions with its counterparty.

Other than cash at bank and short-term unsettled trades, there are no significant concentration of credit risk. The group does not expect non-performance by counterparties; therefore, no collateral or security is required.

The maximum credit risk of financial assets is deemed to be their carrying amount as reported in the Statement of Financial Position.

##### Market Risk

All equity investments present a risk of loss of capital, often due to factors beyond the group's control such as competition, regulatory changes, commodity price changes and changes in general economic climates domestically and internationally. The group's management moderates this risk through careful stock selection and diversification, daily monitoring of the market positions and regular reporting to the Board of Directors.

The maximum market risk resulting from financial instruments determined as their fair value.

##### A. Price Risk

Price risk is the risk of gains or losses from changes in the market price of investments. The group is exposed to the risk of fluctuations in the underlying value of its listed portfolio companies.

##### B. Interest Rate Risk



The interest rate risk is the risk of movements in local interest rates. The group is therefore exposed to the risk of gains or losses or changes in interest income from movements in local interest rates. There is no hedge against the risk of movement in interest rates.

### Liquidity Risk

Liquidity Risk is the risk that the assets held by the group cannot readily be converted to cash to meet the group's financial obligations as they fall due. The group endeavors to invest the proceeds from the issue of shares in appropriate investments while maintaining sufficient liquidity (through daily cash monitoring) to meet working capital and investment requirements.

## 5.2 Fair Value of Financial Assets and Liabilities

### Financial Instrument Recorded at fair value

The following is a description of how fair values are determined for financial instruments that are recorded at fair value using valuation techniques. These incorporate the group's estimates of assumption that a market participants would make when valuing the instruments.

### Financial Assets held at fair value

Investment in listed corporate securities has been valued at level 1 hierarchy of fair value measurement which is the price as per the stock exchange. The pricing of non-listed shares is done at their cost price under level 3 hierarchy.

### Fair value of financial assets and liabilities

The following sets out the basis of establishing fair values of amortized cost of financial instruments. These are not traded and there is a significant level of management judgement involved in calculating the fair value.

### Cash and Bank balance with other banks

The fair value of cash and bank balance with other banks is their carrying amount.

### Other Financial Assets

These assets are with the residual maturity of less than one year, the impact of discounted cash flows of those assets with maturity period of more than one year is insignificant. Therefore, the fair value of other assets approximates the carrying amount.

### Lease Rental Receivables

The fair value of lease rental receivables is the amount of difference between the lease rental income derived on the straight-line basis and the actual lease rent received.

### Due to Bank and Financial Institutions/ Borrowings

The estimated fair value of borrowing from other bank and financial institutions without quoted market price is based on discounted cash flows using the prevailing market rates for debts with a similar credit risk and remaining maturity however since all the borrowing of the group is for the period less than a year the carrying amount under previous GAAP (Generally Accepted Accounting Principles) has been booked as fair value of Borrowings.

### Other Financial Liabilities

These liabilities are with the residual maturity of less than one year, the impact of discounted cash flows of those liabilities with maturity period of more than one year is insignificant. Therefore, the fair value of other liabilities approximates the carrying amount.



| Particular                             | Current Year         | Previous Year        |
|--|----------------------|----------------------|
| <b>Financial Assets</b>                |                      |                      |
| <b>Level 1</b>                         |                      |                      |
| Investment in quoted shares            | 1,571,159,708        | 1,737,972,415        |
| <b>Level 2</b>                         |                      |                      |
| <b>Level 3</b>                         |                      |                      |
| Investment in unquoted shares          | 409,972,186          | 257,224,505          |
| Cash                                   | 14,684               | 27,028               |
| Balance with other Banks               | 9,527,192            | 3,807,577            |
| Other Financial Assets                 | 35,154,672           | 4,146,133            |
| <b>Total</b>                           | <b>2,025,828,442</b> | <b>2,003,177,659</b> |
| <b>Financial Liabilities</b>           |                      |                      |
| <b>Level 1</b>                         | -                    | -                    |
| <b>Level 2</b>                         | -                    | -                    |
| <b>Level 3</b>                         |                      |                      |
| Due to Bank and Financial Institutions | 546,727,920          | 263,195,922          |
| Other Financial Liabilities            | 4,445,790            | 58,187,460           |
| <b>Total</b>                           | <b>551,173,710</b>   | <b>321,383,382</b>   |

## Standalone

Amount in NPR

| Particular                             | Current Year         | Previous Year        |
|--|----------------------|----------------------|
| <b>Financial Assets</b>                |                      |                      |
| <b>Level 1</b>                         |                      |                      |
| Investment in quoted shares            | 901,901,048          | 1,169,235,154        |
| <b>Level 2</b>                         |                      |                      |
| <b>Level 3</b>                         |                      |                      |
| Investment in unquoted shares          | 1,143,472,186        | 696,414,586          |
| Cash                                   | 12,374               | 26,479               |
| Balance with other Banks               | 7,099,363            | 2,370,223            |
| Other Financial Assets                 | 24,034,580           | 288,256,538          |
| <b>Total</b>                           | <b>2,076,519,551</b> | <b>2,156,302,980</b> |
| <b>Financial Liabilities</b>           |                      |                      |
| <b>Level 1</b>                         | -                    | -                    |
| <b>Level 2</b>                         | -                    | -                    |
| <b>Level 3</b>                         | -                    | -                    |
| Due to Bank and Financial Institutions | 426,733,881          | 188,674,945          |
| Other Financial Liabilities            | 942,049              | 10,575,076           |
| <b>Total</b>                           | <b>427,675,930</b>   | <b>199,250,021</b>   |

**5.3 Capital Management**

The group's objective is to prudently manage shareholder capital. To maintain or adjust the capital structure, the group may adjust the amount of dividends paid to shareholders, return capital to shareholder, undertake share buybacks, issue new shares, and make borrowings in the short term.



#### 5.4 Classification of Financial Assets and Financial Liabilities

The Financial Assets has been classified into 3 board categories as per NFRS 9 namely, Financial Assets at Amortized Cost, Financial Assets at Fair Value through Profit or Loss Account and Financial Assets at Fair through Other Comprehensive Income.

Similarly, the Financial Liabilities have been classified into two head i.e., Financial Liabilities at amortized cost and the Financial Liabilities at Fair Value through Profit or Loss Account.

##### Group

Amount in NPR

| Particular   | Current Year         | Previous Year        |
|--|----------------------|----------------------|
| <b>Financial Assets</b>                              |                      |                      |
| <b>At Amortization Cost</b>                          |                      |                      |
| Cash and Cash Equivalent                             | 9,541,876            | 3,834,605            |
| Other Financial Assets                               | 35,154,672           | 4,146,133            |
| <b>Fair Value through Profit or Loss</b>             |                      |                      |
| Investment in quoted public shares                   | 717,038,082          | 684,892,540          |
| Investment in unquoted shares                        | 337,828,186          | 222,324,505          |
| <b>Fair Value through Other Comprehensive Income</b> |                      |                      |
| Investment in quoted promoter shares                 | 854,121,626          | 1,053,079,875        |
| Investment in unquoted shares                        | 72,144,000           | 34,900,000           |
| <b>Total</b>   | <b>2,025,828,442</b> | <b>2,003,177,659</b> |
| <b>Financial Liabilities</b>                         |                      |                      |
| <b>Fair value through Profit or Loss</b>             |                      |                      |
| Due to Bank and Financial Institutions               | 546,727,920          | 263,195,922          |
| <b>At amortized cost</b>                             |                      |                      |
| Other Financial Liabilities                          | 4,445,790            | 58,187,460           |
| <b>Total</b>   | <b>551,173,710</b>   | <b>321,383,382</b>   |

##### Standalone

Amount in NPR.

| Particular   | Current Year         | Previous Year        |
|--|----------------------|----------------------|
| <b>Financial Assets</b>                              |                      |                      |
| <b>At amortization cost</b>                          |                      |                      |
| Cash and Cash Equivalent                             | 7,111,737            | 2,396,702            |
| Other Financial Assets                               | 24,034,580           | 288,256,538          |
| <b>Fair Value through Profit or Loss</b>             |                      |                      |
| Investment in quoted public shares                   | 47,779,422           | 116,155,279          |
| Investment in unquoted shares                        | 337,828,186          | 211,514,586          |
| <b>Fair Value through Other Comprehensive Income</b> |                      |                      |
| Investment in quoted promoter shares                 | 854,121,626          | 1,053,079,875        |
| Investment in unquoted shares                        | 805,644,000          | 484,900,000          |
| <b>Total</b>   | <b>2,076,519,551</b> | <b>2,156,302,980</b> |
| <b>Financial Liabilities</b>                         |                      |                      |
| <b>Fair value through Profit or Loss</b>             |                      |                      |
| Due to Bank and Financial Institutions               | 426,733,881          | 188,674,945          |
| <b>At amortized cost</b>                             |                      |                      |
| Other Financial Liabilities                          | 942,049              | 10,575,076           |
| <b>Total</b>   | <b>427,675,930</b>   | <b>199,250,021</b>   |

**5.5 Contingent liabilities and commitment**

Contingent liabilities and commitments are those obligations which may not be recognized on the statement of financial position, but they do contain certain credit risk and are therefore part of the overall risk of the Group.

| Particulars            | Group             |                   | Standalone        |                   |
|------------------------|-------------------|-------------------|-------------------|-------------------|
|                        | Current Year      | Previous Year     | Current Year      | Previous Year     |
| Contingent Liabilities | -                 | -                 | -                 | -                 |
| Litigations            | 43,680,388        | 34,914,326        | 43,680,388        | 34,914,326        |
| <b>Total</b>           | <b>43,680,388</b> | <b>34,914,326</b> | <b>43,680,388</b> | <b>34,914,326</b> |

Litigation is a common occurrence in industry trading in securities due to the nature of the business. Tax assessment cases which are pending for decision under Revenue Tribunal and Inland Revenue Department are provided below. Except for the below cases there are no other litigation cases, which will give rise to material outflow of Company's resources and affect the going concern of the Company.

The amount presented as below includes the probable fines and interest calculated till the date of assessment:

| Cases at                    | Current Year      | Previous Year     |
|-----------------------------|-------------------|-------------------|
| Revenue Tribunal Department | 34,914,326        | 34,914,326        |
| Inland Revenue Department   | 8,766,062         | -                 |
| <b>Total</b>                | <b>43,680,388</b> | <b>34,914,326</b> |

**5.6 Related Parties Disclosures**

Followings are the related parties to the group as per NAS 24 "Related Parties Disclosures":

- Entities are under the same group: Holding Subsidiary relationship between the group and Hathway Stock Dealer Ltd. (90.01% shareholding)
- Entities or person having control or joint control over the group: Directors of the group and their close family members if any.
- Entities or person having significant influence over the group. Shareholder holding individually or jointly of 20% or more of paid-up capital of the group during the year.
- Key Managerial Personnel and their close family members.

**1. Subsidiary**

Hathway Stock Dealer Limited is subsidiary of the group was incorporated on 01-04-2078 as a public limited company as per Company Act, 2063. The detail of shareholding and transaction with the subsidiary are as follows:

| Particulars           | Current Year | Previous Year |
|-----------------------|--------------|---------------|
| % of Shareholding     | 90.01%       | 90.00%        |
| Value of Transactions | 733,500,000  | 450,000,000   |

**2. Director of the group and their close family members if any**

Following payments have been made to the directors of the group:

Amount in NPR

| Particular                             | Group        |               | Standalone   |               |
|--|--------------|---------------|--------------|---------------|
|  | Current Year | Previous Year | Current Year | Previous Year |
| Director Meeting Allowances & Expenses | 747,749      | 744,697       | 584,639      | 626,197       |

Details of the board of directors and their composition and changes if any during the period has been disclosed under the director's report.





### 3. Significant Shareholders

| Shareholder category            | Current Year | Previous Year |
|---------------------------------|--------------|---------------|
| Hem Raj Dhakal                  | 30.12%       | 30.12%        |
| SR Hydro & Investment Pvt. Ltd. | 28.08%       | 28.08%        |

### 4. Key Managerial Personnel and their close family members

Key Managerial Personnel of the group:

| Name         | Designation             |
|--------------|-------------------------|
| Sandeep Shah | Chief Executive Officer |
| Sudha Aryal  | Chief Operating Officer |

Facilities to Chief Executive Officer and chief Operating Officer, which are considered as, related party by the group is presented below:

Amount in NPR

| Particular                        | Current Year | Previous Year |
|-----------------------------------|--------------|---------------|
| 1. Short term employment benefits |              |               |
| a) Basic Salary                   | 2,366,000    | 2,184,000     |
| b) Allowances                     | 1,989,000    | 1,610,700     |
| c) Provident Fund                 | 218,400      | 218,400       |
| d) Staff bonus and welfare        | 45,36,725    | 23,818,048    |
| e) Accumulated leave Encashment   | -            | -             |
| f) Staff welfare fund             | -            | -             |
| 2. Post -Employment Benefits      | -            | -             |
| 3. Other Long-term Benefits       | -            | -             |
| 4. Termination Benefits           | -            | -             |
| 5. Share Based Payments           | -            | -             |

There have been no payment or transactions with the close family member of the key managerial personnel.

### 5.7 Events after reporting date

The group monitors and assess events that may have potential impact to qualify as adjusting and/or non-adjusting events after the end of the reporting period. All adjusting events are adjusted in the books with additional disclosures and non-adjusting material events are discloses in the notes with possible financial impact to the extent ascertainable.

### 5.8 Additional Disclosure

#### Dividends

#### Accounting Policy

Distribution of profit to the shareholders is done by way of payment of cash dividend and /or issue of bonus shares. Applicable withholding taxes are deducted from such distribution. The distributions are proposed by the board and approved by the general meeting. The proposed dividend and bonus shares are not adjusted in the books instead disclosed by way of notes.

#### Proposed Distributions (Dividends and Bonus Shares)

The Board has recommended 0.526% as cash dividend (including tax amount) for the reported year, 2079-80 based on paid up capital of Ashad End 2080. This proposal of the Board of Directors is subject to the ratification by the Annual General meeting of the Shareholders. The Holding Company has declared cash



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dividend amounting NPR.61,54,200 and which will be distributed from Retained Earning as seen on the regulatory financial statement.

Amount in NPR

| Particulars    | 2079-80            | 2078-79            |
|----------------|--------------------|--------------------|
| Cash Dividends |                    |                    |
| - Declared     | -                  | -                  |
| - Proposed     | 61,54,200          | 102,375,000        |
| Bonus Shares   | 117,000,000        | -                  |
| <b>Total</b>   | <b>123,154,200</b> | <b>102,375,000</b> |

#### Unpaid Dividends

As at the reporting date, there are no unpaid dividends.

#### 5.9 Regrouping and Round Off

Figures have been regrouped, rearranged and rounded off to the nearest rupee.



