ANNUAL REPORT

2081|82

RSTCA INVESTMENT FUND

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RSTCA Investment Fund Limited

AGM CALL NOTICE

2nd and 3rd call

आर. एस. टि. सि. ए. इन्भेष्मेन्ट फन्ड लिमिटेड

दर्ता नं. ३१३९३०

केन्द्रिय कार्यालय, काठमाडौं ।

वार्षिक साधारण सभा सम्बन्धि सूचना ।

प्रथम पटक प्रकाशित मिति २०८२/११/१३

दोस्रो पटक प्रकाशित मिति २०८२/११/१४

श्री शेयरधनी महानुभावहरु,

मिति २०८२/११/११ मा सम्पन्न संचालक समितिको बैठकको निर्णय बमोजिम यस आर. एस. टि. सि. ए. इन्भेष्मेन्ट फन्ड लिमिटेडको आ.व. २०८०/८१ र आ.व. २०८१/८२ को वार्षिक साधारण सभा निम्न लिखित मिति, स्थान र समयमा निम्न प्रस्तावहरु उपर छलफल तथा निर्णय गर्न बस्ने भएको हुँदा कम्पनी ऐन, २०६३ को दफा ६७ (२) अनुसार सम्पूर्ण शेयरधनी महानुभावहरुको समुपस्थिती तथा जानकारीको लागि यो सूचना प्रकाशित गरिएको छ ।

सभा हुने मिति, स्थान र समय

मिति : २०८२ चैत ३ गते मंगलबार (तदनुसार १७ मार्च, २०२६)

स्थान : एलैची रेष्टुरेण्ट, नखिपोट

समय : विहान ८:०० बजेदेखि १२:०० बजेसम्म

सभामा छलफलका लागि प्रस्तुत गरिने प्रस्तावित विषयहरु

(क) सामान्य प्रस्तावहरु तर्फ

(१) संचालक समितिको तर्फबाट अध्यक्षज्यूले प्रस्तुत गर्नु हुने आ.व. २०८०/८१ र आ.व. २०८१/८२ को वार्षिक प्रतिवेदन उपर छलफल गरि पारित गर्ने सम्बन्धमा ।

(२) लेखापरिक्षकको प्रतिवेदन सहितको आ.व. २०८०/८१ र आ.व. २०८१/८२ को लेखा परीक्षण प्रतिवेदन, वासलात, नाफा नोक्सान हिसाव र सोही अवधिको नगद प्रवाह विवरण लगायतमा वित्तिय विवरणहरु छलफल गरि पारित गर्ने सम्बन्धमा ।

(३) आ.व. २०८२/०८३ को लागि लेखापरीक्षण कार्य गर्न लेखापरीक्षक नियुक्ति गर्ने तथा निजको पारिश्रमिक तोक्ने सम्बन्धमा ।

(४) संचालक समितिबाट भए गरेका निर्णय, काम, कारवाहीहरु अनुमोदन गर्ने सम्बन्धमा ।

(ख) विविध :

संचालक समिति

आर. एस. टि. सि. ए. इन्भेष्मेन्ट फन्ड लि.

प्रतिनिधि (प्रोक्सी) फारम
श्री सञ्चालक सिमित
rstca investment fund limited
लाजिम्पाट, काठमाडौं ।

विषय : प्रतिनिधि नियुक्त गरेको बारे ।

महाशय,

.... जिल्ला .... म.न.पा./उप.म.न.पा./न.पा./गा.पा. बडा नं. .... बसेने म/हामी .... ले त्यस कम्पनीको शेयरधनीको हैमियतले चैत्र ३, २०८२ का दिन हुने दोस्रो/तेस्रो वार्षिक साधारण सभामा म/हामी स्वयं उपस्थित भई छलफल तथा निर्णयमा सहभागी हुन नसके भएकाले उक्त सभामा मेरे/हाम्रो तर्फबाट भाग लिन तथा मतदान गर्नका लागि .... जिल्ला .... म.न.पा./उप.म.न.पा./न.पा./गा.पा. बडा नं. .... बसेने त्यस कम्पनीका शेयरधनी श्री .... लाई मेरे/हाम्रो प्रतिनिधि नियुक्त गरी पठाएको छु/पठाएका छौं ।

प्रतिनिधि नियुक्त भएको व्यक्तिको:
हस्ताक्षरको नमुना :
शेयर प्रमाणपत्र/डिस्प्याट खाता नं.:
नागरिकताको प्रमाणपत्र नं.:

निवेदक
दस्तखत :
नाम, थरः
ठेगानाः
डिस्प्याट खाता नं.:
शेयरधनी परिचय नं:
संस्थापक शेयर कित्ता:
साधारण शेयर कित्ता:
जम्मा शेयर संख्या:
मितिः

प्रवेश-पत्र

शेयरधनीको नाम .... डिस्प्याट खाता नं. .... शेयरधनी परिचय नं. .... शेयरधनीको सही .... शेयर संख्या ....

rstca investment fund limitedको चैत्र ३, २०८२ का दिन हुने दोस्रो/तेस्रो वार्षिक साधारण सभामा उपस्थित हुन आरोप गरिएको प्रवेश-पत्र ।

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कम्पनी सचिव

शेयरधनीको हस्ताक्षर

द्वन्द्व : यो निवेदन साधारण सभा हुनु भन्दा कम्तिमा ४८ घण्टा अगावै केन्द्रिय कार्यालयमा पेश गरि सक्नु पर्नेछ । एकभन्दा बढि प्रोक्सीको नाम उल्लेख गरेमा प्रोक्सी फारम रद्द गरिनेछ ।

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CHAIRMAN'S SPEECH

Saswot sharma

DEAR ESTEEMED SHAREHOLDERS,

It is my privilege and honor to present the Third Annual Report of RSTCA Investment Fund Limited for the fiscal year 2081/82. As I reflect on the journey that has brought us here, I am filled with immense pride in what our team has accomplished and profound gratitude for the trust you have placed in us.

When we established this company on 11 June 2023, we set out with a clear vision: to become a transformative force in Nepal's investment landscape, driving sustainable growth, innovation, and societal progress. Today, I can confidently state that we are well on our way to achieving that vision.

A Year of Milestones and Momentum

The fiscal year 2081/82 has been nothing short of transformative for your company. We have successfully raised our paid-up capital to NPR 80 Crore, significantly exceeding the regulatory requirements for investment companies and positioning us strongly for our upcoming Initial Public Offering. This achievement is a testament to the confidence that promoters and early investors have placed in our vision and execution capabilities.

Equally important, we have deployed the entire NPR 80 Crore into 19 carefully selected investee companies across high-potential sectors including tourism, energy, manufacturing, and agriculture. Each investment was made through proper banking channels, supported by comprehensive due diligence, and backed by independent valuation reports

.

Profitability and Prudence

I am pleased to report that your company has maintained profitable operations for the second consecutive year. Our audited financial statements for FY 2081/82 show a net profit of NPR 3.82 Lakhs, with total income reaching NPR 1.82 Crore. Our net worth per share stands at NPR 100.71, comfortably exceeding the face value of NPR 100—a critical requirement for our upcoming IPO.

These figures, while modest in the context of our growth phase, demonstrate our commitment to financial prudence and disciplined capital allocation. We have built a strong foundation that will support exponential growth in the years ahead.

Preparing for the Public Markets

This year marked a significant milestone in our journey toward becoming a publicly listed company. We formally appointed Global IME Capital Limited as our Issue Manager, signing the agreement in a ceremony that was covered by Sharesanskar – Nepal's Financial Apex. We also strengthened our governance framework by appointing Mr. Pashupatee Shahi, with 15 years of experience in accounting and finance, as our Independent Director.

Our governance policies—including our Corporate Governance Policy, AML/CFT Policy, Code of Conduct, and Whistleblower Policy—are now fully drafted and approved by the Board. These frameworks ensure that we will operate with the highest standards of transparency and accountability as a listed entity.

The Investment Ecosystem

One of our most significant achievements this year has been the formal launch of 8 sister companies under the RSTCA ecosystem. These entities, spanning consulting, hospitality, human resources, real estate, and manufacturing, provide us with proprietary deal flow and operational synergies that are simply not available to other investment companies.
Our sister companies are not just investments—they are partners in value creation. They allow us to source opportunities before they reach the market, to provide hands-on operational support to our portfolio companies, and to build a diversified, resilient platform that can weather economic cycles.

Gratitude and Acknowledgment

None of this would have been possible without the dedication and hard work of our management team and employees. I extend my sincere gratitude to our Managing Director, Ms. Ana Shrestha, whose visionary leadership has been instrumental in our progress. I also thank our Board of Directors—Ms. Dipti Rana, Ms. Ambika Shrestha, Ms. Rajeshwari Shrestha, Ms. Poonam Khanal, and our corporate directors—for their invaluable guidance and support.
To our shareholders, partners, and well-wishers: thank you for believing in our vision. Your trust is the fuel that drives us forward.

The Road Ahead

As we look to the future, our priorities are clear. We are on track to file our IPO with SEBON on 20 July 2026, with listing targeted for January 2027. Following the successful deployment of Fund One, we are already planning Fund Two, targeting NPR 1000 Crore, which will further solidify our position as a leading force in Nepal's investment landscape.
The Nepalese economy is at an inflection point. With the right investments, strategic guidance, and unwavering commitment to excellence, we believe RSTCA Investment Fund Limited can play a pivotal role in shaping a prosperous and equitable future for our nation.
Together, we are not just managing capital—we are building enduring value.
With warm regards,

1.5. Corporate History and Evolution

RSTCA Investment Fund Limited traces its roots to 2014, when the RSTCA Group was established as a financial advisory and business consulting firm. Over the past decade, the Group has served more than 10,000 clients globally, building a reputation for excellence, integrity, and deep domain expertise.
The decision to establish RSTCA Investment Fund as a public limited company in 2080 BS was driven by a vision to democratize access to high-quality investment opportunities and to channel institutional and retail capital into Nepal's most promising growth sectors. Today, your company stands at the intersection of deep local knowledge and global financial expertise, with partners and advisors spanning 30+ countries.

Company Overview

R.S.T.C.A. Investment Fund Limited is a public limited company (Reg. No. 313930/69/080) based in Lazimpat, Kathmandu, registered 11 June 2023, with PAN 619715197. It has authorized capital of NPR 200 crore and paid-up/ invested capital of NPR 80 crore, a portfolio of 19 investee companies and 8 sister companies, supported by 200+ global partners and 1,000+ consultants. Founded as part of a group active since 2014, it employs 15+ full-time professionals. Vision-driven toward sustainable, innovation-led growth, its mission is to invest in impactful projects through expertise and partnerships. Core values include integrity, innovation, customer-centricity, excellence, and collaboration. Headquarters: a 3,500 sq. ft. modern office in Lazimpat with full facilities, 24/7 security, and robust IT infrastructure.

Vision

- To be a transformative force in the investment landscape, driving sustainable growth, innovation, and societal progress, shaping a prosperous and equitable future for Nepal and beyond.

Mission

- To identify, support, and invest in innovative and impactful projects that drive sustainable development and economic growth by leveraging expertise, resources, and strategic partnerships.

Core Values (summary)

- Integrity: Transparent decisions, accurate stakeholder communication, zero tolerance for unethical behavior.
- Innovation: Use of advanced financial tools and data analytics; continual improvement of investment methods.
- Customer-Centricity: Prioritizing client value, support, empowerment, and long-term trust-based relationships.

Managing Director Statement

Ana Shrestha

We invite visionary investors to join us in harnessing Nepal's potential, driving innovation, and achieving substantial higher returns."Since our establishment in 2014, RSTCA Investment Fund has grown from a focused financial advisory and business consulting firm into a visionary investment institution. This transformation has been driven by a simple but powerful belief: that Nepal's immense potential can be unlocked through strategic capital deployment, rigorous due diligence, and active partnership with portfolio companies.

"Review of Operations
The fiscal year 2081/82 was marked by intense activity across all fronts. Our investment team visited more than 300 projects across the country, conducting thorough due diligence and feasibility assessments. From these, we selected 19 investee companies that met our stringent criteria for growth potential, management quality, and exit clarity.
Our portfolio now spans 11 outside projects with strong IPO pipelines and 8 sister companies that form the core of our synergistic ecosystem. These investments, totaling NPR 80 Crore, are spread across:

Sector   Companies

Tourism
- Lumbini Palace Resort, Hotel
- Westwood, Hotel
- Seven Star Chitwan,
- Agantuk Resort,
- Lions Den Hotels

Manufacturing
- Nebico Limited,
- Godawari Steel,
- Mahashakti Cements,
- Bajrang Industries

Energy
- Brahmayini Hydropower and related projects

GODAWARI STEELS

Agriculture
- Yuwarani Agro Industry,
- Didi Bahini Krishi,
- Munaa Krishi Limited

Transportation
- Yeti Airlines

Financial Services
- Vaibhav Laxmi Investment Fund,
- R S Holdings

Human Resources
- Venus Job

Health sector
- Frontline Hospital

SECTION 4: BOARD OF DIRECTORS

4.1. Board Composition

SN	Name/Entity	Designation	Category	Gender
1	Saswot Raj Sharma	Chairman / Fund Manager	Promoter Director	Male
2	Ana Shrestha	Managing Director	Promoter Director	Female
3	Raj Bahadur Singh	Director (Proposed Chairman)	Promoter Director	Male
4	Dipti Rana	Director	Promoter Director	Female
5	Ambika Shrestha	Director	Promoter Director	Female
6	Rajeshwari Shrestha	Director	Promoter Director	Female
7	Poonam Khanal	Director	Promoter Director	Female
8	**Pashupatee Shahi**	**Independent Director**	**Independent**	**Male**
9	Dmarket Trading Pvt Ltd	Director	Corporate Director	N/A
10	Venus Business Group Pvt Ltd	Director	Corporate Director	N/A
11	Raj Sharma Healthcare Pvt Ltd	Director	Corporate Director	N/A

4.2. Board Summary

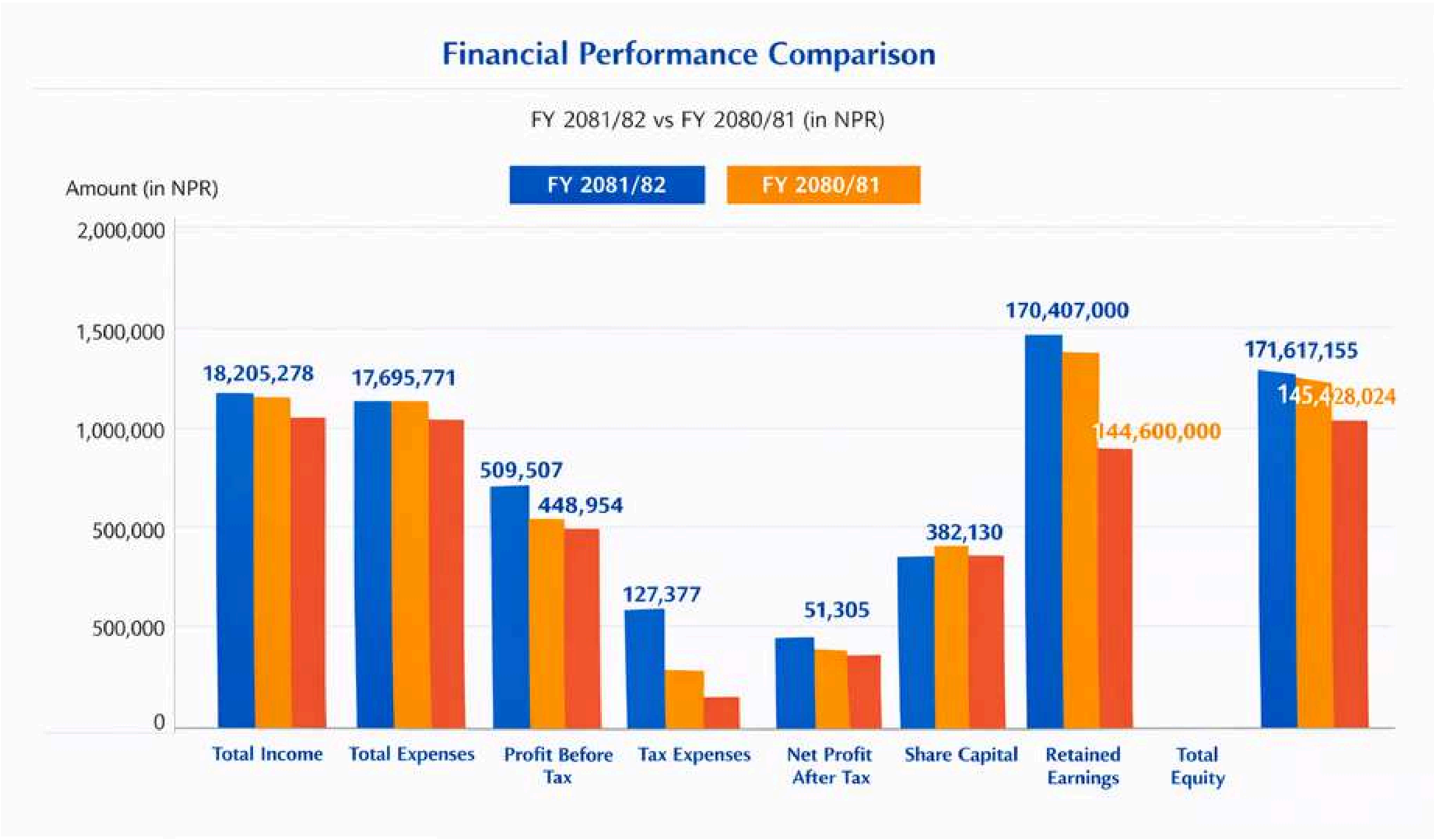
Category	**Category**
Total Directors	11
Promoter Directors	10
Independent Directors	1 (Mr. Pashupatee Shahi - MBA, 15 years experience in Accounting & Finance)
Women Directors	3
Women Directors	3

SECTION 5: REPORT OF THE BOARD OF DIRECTORS

To the Members of RSTCA Investment Fund Limited,
Your Directors have pleasure in presenting the Third Annual Report of the Company together with the audited financial statements for the fiscal year ended 31st Ashad 2082 (15th July 2026).

5.1. Financial Results

Particulars	FY 2081/82 (NPR)	FY 2080/81 (NPR)
Total Income	18,205,277.85	16,756,254.00
Total Expenses	17,695,770.57	16,307,299.78
Profit Before Tax	**509,507.28**	**448,954.22**
Tax Expenses	127,376.82	51,305.13
Net Profit After Tax	**382,130.46**	**397,649.09**
Share Capital (as per audit)	170,407,000.00	144,600,000.00
Retained Earnings	1,210,154.65	828,024.18
Total Equity (as per audit)	**171,617,154.65**	**145,428,024.18**



5.2. State of Company's Affairs

During the year under review, the Company has achieved significant milestones:

Capital Raising
Successfully raised paid-up capital to NPR 80 Crore through proper banking channels, exceeding the SEBON minimum requirement of NPR 50 Crore for investment companies seeking IPO approval.

Investment Deployment
Deployed NPR 80 Crore in 19 investee companies across tourism, energy, manufacturing, and agriculture sectors. Each investment was supported by comprehensive due diligence, independent valuation, and proper legal documentation.

Profitability
Maintained profitable operations for the second consecutive year, with net profit of NPR 3.82 Lakhs and total income of NPR 1.82 Crore, meeting SEBON's key IPO criteria of profit in the last two consecutive fiscal years.

IPO Preparation
Appointed Global IME Capital Limited as Issue Manager – agreement formally signed in a ceremony covered by Sharesanskar – Nepal's Financial Apex. All major IPO documents have been drafted and are under review.

Independent Director
Appointed Mr. Pashupatee Shahi (15 years experience in Accounting & Finance) as Independent Director, strengthening the Board's independence and governance framework.

Governance Framework
Adopted comprehensive policies including Corporate Governance Policy, AML/CFT Policy, Code of Conduct, Whistleblower Policy, Related Party Transaction Policy, Risk Management Policy, Investment Policy, Financial and Accounting Policy, and Disclosure and Transparency Policy.

Audit Completion
Received unqualified audit opinion from P. Kunwar & Associates with UDIN: 260315CA02189khdN, confirming the accuracy and reliability of financial statements.

Sister Companies
Formally launched 8 sister companies under the RSTCA ecosystem, creating a synergistic network that provides proprietary deal flow and operational support.

International Expansion
Visited major cities in India for know-how exchange and partnership development, strengthening international relationships and exploring cross-border investment opportunities.

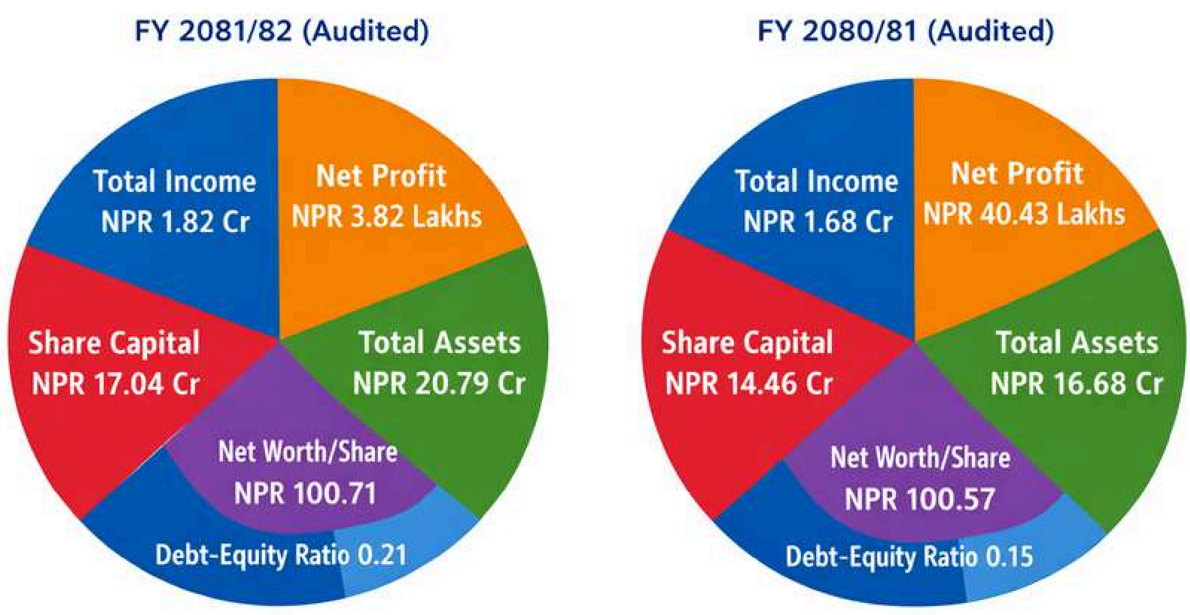
5.3. Dividend
Company do not recommend any dividend for the fiscal year under review, as the Company is in a growth phase and profits are being retained for future investments and expansion.

5.4. Transfer to Reserves
The net profit of NPR 3.82 Lakhs has been transferred to retained earnings, strengthening the Company's net worth to NPR 100.71 per share.

Company Performance Analysis

Metric	FY 2081/82 (Audited)	FY 2080/81 (Audited)	Change
Total Income	NPR 1.82 Cr	NPR 1.68 Cr	8.30%
Net Profit	NPR 3.82 Lakhs	NPR 40.43 Lakhs	-
Total Assets	NPR 20.79 Cr	NPR 16.68 Cr	24.60%
Share Capital	NPR 17.04 Cr	NPR 14.46 Cr	17.80%
Net Worth per Share	NPR 100.71	NPR 100.57	0.14%
Return on Net Worth	0.02%	2.78%	-
Current Ratio	5.4	7.1	-
Debt-Equity Ratio	0.21	0.15	+

Financial Metrics Comparison: FY 2081/82 vs FY 2080/81



Post-Audit Developments

Subsequent to the audit date (15 July 2026), the Company has:

- Raised additional capital to achieve NPR 80 Crore paid-up capital
- Deployed the entire amount into 19 investee companies through proper banking channels
- Appointed Mr. Pashupatee Shahi as Independent Director
- Completed all governance policy documentation
- Initiated the credit rating process with a SEBON-approved rating agency
- Expanded the portfolio review to ensure sector compliance

SECTION 7: CORPORATE GOVERNANCE REPORT

7.1. Corporate Governance Philosophy

RSTCA Investment Fund Limited is committed to achieving the highest standards of corporate governance to ensure transparency, accountability, and fairness in all dealings with shareholders, investors, employees, and other stakeholders. Our governance framework is built on the principles of integrity, transparency, and ethical conduct.

7.2. Board of Directors

The Board currently comprises 11 members, including one Independent Director and five Women Directors. The composition exceeds SEBON's minimum requirements.

7.3. Board Meetings

During the fiscal year, the Board met 6 times. The attendance of directors was as follows:

Director	Meetings Attended	Attendance %
Saswot Raj Sharma	6	100%
Ana Shrestha	6	100%
Raj Bahadur Singh	5	83%
Dipti Rana	5	40%
Ambika Shrestha	4	67%
Rajeshwari Shrestha	4	67%
Poonam Khanal	4	67%
Pashupatee Shahi (appointed during year)	2	100% (since appointment)

7.4. Board Committees

Committee	Composition	Meetings Held	Status
Audit Committee	To be formed (requires 2nd Independent Director)	—	Pending
Nomination and Remuneration Committee	To be formed (requires 2nd Independent Director)	—	Pending
Investment Committee	On process		Functional

IPO READINESS AUDIT REPORT

Audit Date: March 16, 2026
Filing Target: 20 July 2026
Prepared For: Board of Directors, RSTCA Investment Fund Limited
Status: ✅ CONDITIONALLY READY FOR IPO FILING

EXECUTIVE SUMMARY

This audit assesses RSTCA Investment Fund Limited against SEBON's eight strict criteria for investment company IPOs issued in June 2025 . The Company has made excellent progress and meets the majority of requirements.

This audit assesses RSTCA Investment Fund Limited against SEBON's eight strict criteria for investment company IPOs issued in June 2025 . The Company has made excellent progress and meets the majority of requirements.

Category	RSTCA Status
Corporate Structure	✅ Fully Compliant
Capital Requirements	✅ Exceeds (NPR 80 Cr)
Operational History	✅ Achieved (11 June 2026)
Profitability	✅ FY 2081 & FY 2082
Net Worth	✅ NPR 100.71 > NPR 100
Sector Compliance	✅ ALMOST COMPLETE
Credit Rating	✅ DOCUMENTS READY TOM APPLY
Independent Directors	✅APPOINTED

Final Verdict: The Company is ready for IPO filing. The remaining items (credit rating, Are addressable within the timeline to 20 July 2026.

SECTION 1: SEBON'S 8 CRITERIA – COMPLIANCE MATRIX

SN	Criterion	Requirement	RSTCA Status	Compliance
1	**Operational History**	At least 3 years of operation	Registered 11 June 2023 → Achieved 11 June 2026	✅ MET
2	**Profitability**	Profit in the last 2 consecutive fiscal years	FY 2081 (NPR 40.43 Lakhs) + FY 2082 (NPR 3.82 Lakhs)	✅ MET
3	**Net Worth**	Net worth per share > face value (NPR 100)	**NPR 100.71** (as per audited financials)	✅ MET
4	**Investment Focus**	Established exclusively for approved sectors	MOA permits investment in permitted sectors	✅ MET
5	**Paid-up Capital**	Minimum NPR 50 Crore	**NPR 80 Crore**	✅ EXCEEDS
6	**FDI Compliance**	If applicable, complete FDI/tech transfer process	Not applicable	✅ N/A

SECTION 2: DETAILED COMPLIANCE ASSESSMENT

2.1. Operational History – ✅ MET

Parameter	RSTCA Status
Registration Date	2080-02-28 (11 June 2023)
3-Year Completion Date	Jun 11, 2026
Filing Date	20 July 2026 (3 years 1 month)

2.2. Profitability – ✅ MET

Fiscal Year	Profit/(Loss)	RSTCA Source
FY 2080/81 (2081)	**NPR 40.43 Lakhs**	Audited (Mahaseth & Associates)
FY 2081/82 (2082)	**NPR 3.82 Lakhs**	Audited (P. Kunwar & Associates, UDIN: 260315CA02189khdN)

2.3. Net Worth – ✅ MET

Parameter	RSTCA Value
Total Equity (as per audit)	NPR 17,16,17,154.65
Number of Shares	1,704,070
Net Worth per Share	**NPR 100.71**

2.4. Paid-up Capital – ✅ EXCEEDS

Parameter	Requirement	RSTCA Status
Minimum Paid-up Capital	NPR 50 Crore	**NPR 80 Crore**

SECTION 4: IPO PREPARATION CHECKLIST

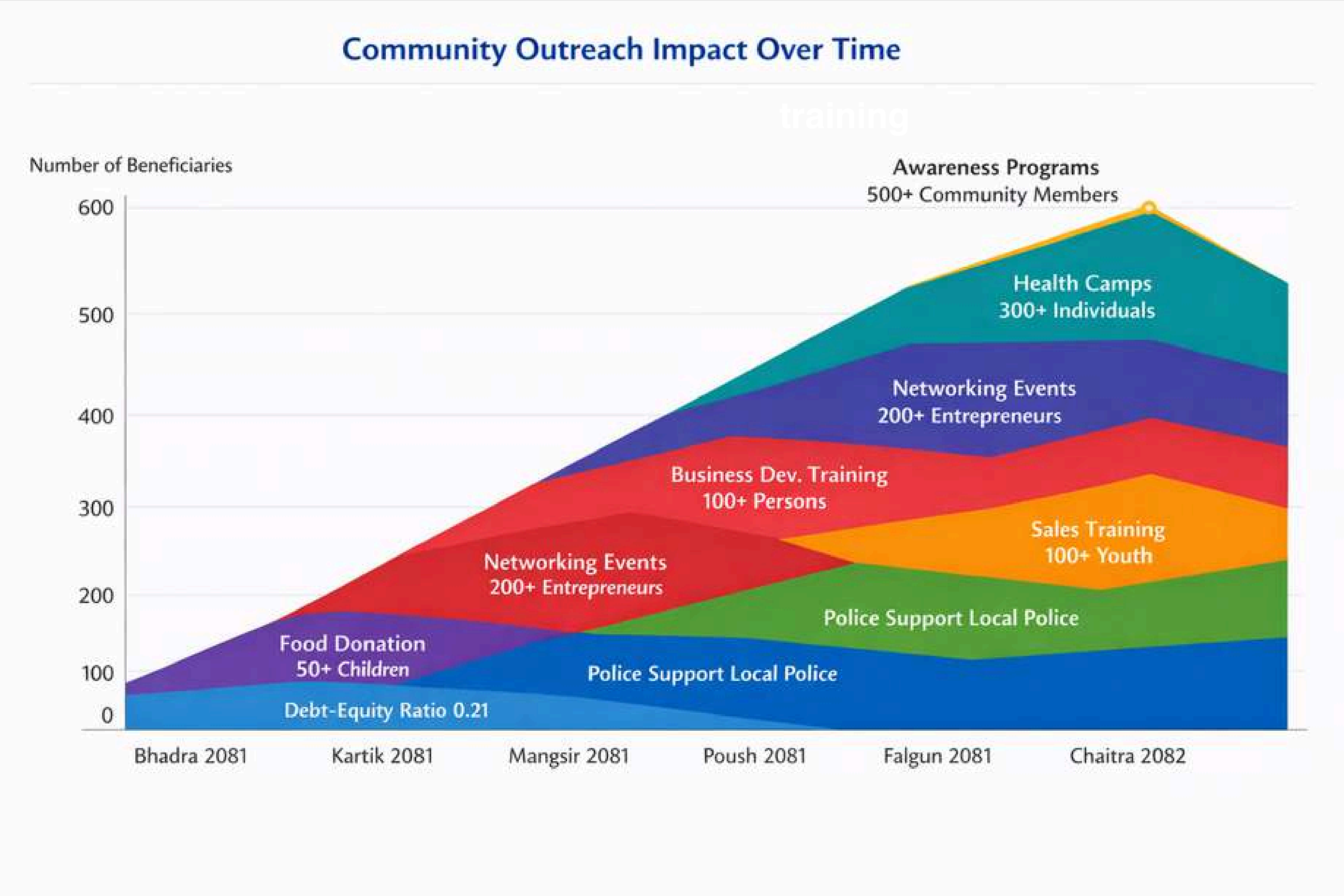
Item	Status	NAME
Issue Manager	✅ Appointed	(Global IME Capital Ltd.)
Legal Counsel (Vidhi Legal)	✅ Appointed	Vidhi Legal
Statutory Auditor (P. Kunwar & Associates)	✅ Appointed	P.Kunwar &Associates
Internal Auditor (Sweety Agrawal & Associates)	✅ Appointed	Sweety Agrawal & Associates
Registrar to the Issue	✅ Issue manager will do	(Global IME Capital Ltd.)
Underwriting Agreement		

SECTION 5: IPO TIMELINE TO 20 JULY 2026

Phase	Activities	Timeline
Phase 1: Immediate Actions	• Engage credit rating agency • Appoint second independent director • Divest two non-compliant investments	**By 30 April 2026**
Phase 2: Committee Formation	• Form Audit Committee • Form Nomination & Remuneration Committee	**By 15 May 2026**
Phase 3: Final Approvals	• Obtain credit rating • Pass Board resolution for IPO • Convene EGM for shareholder approval	**By 30 June 2026**
Phase 4: Pre-Filing	• Obtain tax clearance certificate • Finalize underwriting agreement • Final prospectus printing	**By 15 July 2026**
Phase 5: SEBON Filing	**Submit application with all documents**	Jul 20, 2026

SECTION 8: REPORT ON CORPORATE SOCIAL RESPONSIBILITY

Initiative	Description	Beneficiaries	Date
Food Donation - Hattiban	Food donation to Orphanage at Hattiban	50+ children	Bhadra 2081
Police Support - Satdobato	Cash donation to Police Station at Satdobato	Local police force	Kartik 2081
Free Sales Training	Free training program to 100+ students on Sales skills with placement assistance	100+ youth	Mangsir 2081
Business Development Training	Free business development training to aspiring entrepreneurs	100+ persons	Poush 2081
Networking Events	Business networking and meetup events at Elaichi Restaurant	200+ entrepreneurs	Monthly
Health Camps	Health camps organized in Bal Mandir and Lazimpat	300+ individuals	Falgun 2081
Awareness Programs	Awareness programs in Ward 2 and Uttardhoka	500+ community members	Chaitra 2082



SECTION 9: INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF R.S.T.C.A. INVESTMENT FUND LIMITED

Opinion

We have audited the accompanying financial statements of R.S.T.C.A. INVESTMENT FUND LIMITED ("the Company"), which comprise the Balance Sheet as at 32nd Ashad, 2082 (16th July, 2025), the Statement of Profit or Loss, the Statement of Changes in Equity, and the Statement of Cash Flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements present a true and fair view of the financial position of the Company as at 32nd Ashad, 2082, and of its financial performance and its cash flows for the year then ended in accordance with Nepal Financial Reporting Standards for Small and Medium-sized Entities (NFRS for SMEs) and comply with the Companies Act, 2063.

Basis for Opinion

We conducted our audit in accordance with Nepal Standards on Auditing (NSAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the ICAN's Handbook of The Code of Ethics for Professional Accountants, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the current period. We conducted audit on sampling basis and no key matters were observed during the course of our audit.

Information other than the Financial Statements and Auditors Report thereon

The Company's Management is responsible for the Other Information. The Other Information comprises the information included in the Annual Report but does not include the financial statements and our auditor's report thereon. In connection with our audit of the financial statement, our responsibility is to read the other information when it becomes available and in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Responsibilities of Management and Those Charged with Governance

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

Report on Other Legal and Regulatory Requirements

As per the requirements of Section 115 of the Companies Act, 2063, we further report that:

·We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.

·In our opinion the Company has kept proper books of account as required by law.

·The financial statements are in agreement with the books of account.

·The financial statements give a true and fair view of the state of affairs of the Company.

·No misappropriation of fund by the directors or employees has been observed during the course of our audit.

·No accounting fraud has been observed during the course of our audit.

For P. Kunwar & Associates

Chartered Accountants

नेपाल चार्टर्ड एकाउन्टेन्ट्स संस्था
THE INSTITUTE OF CHARTERED ACCOUNTANTS OF NEPAL
(Established under the Nepal Chartered Accountants Act, 1997)

UDIN Document

Fiscal Year: 2081/82

Generated Date / Time: 2026-03-15 13:53:42	**UDIN Number:** 260315CA02189khdNB
Member Name: PHANINDRA KUNWAR	**Date of Signing Document:** 2026-02-27
Document Type: Audit	**Audit Type:** Statutory Audit
Office Type: Unlisted Public Company	**Office Name:** R.S.T.C.A. Investment Fund Ltd.
Type of Audit Opinion: Unqualified Opinion	
Client PAN: 619715197	

Financial figures

S.N.	Heading	Value
1	**Total Assets/Liabilities**	**NRs. 207,927,777.00**
2	**Gross Revenue / Turnover**	**NRs. 18,205,278.00**
3	**Gross Expenses**	**NRs. 17,695,771.00**
4	**Net Profit or Loss**	**NRs. 509,507.00**

Status: Active Document

Document Description:

The UDIN System has been developed by the Institute of Chartered Accountants of Nepal (ICAN) to facilitate its members for verification and certification of the documents and for securing documents and authenticity thereof by Authorities, Regulators and Stakeholders. However, ICAN assumes no responsibility of verification and certification of document(s) carried out by the Members and the concerned member(s) shall alone be responsible therefore.

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P. Kunwar & Associates
CHARTERED ACCOUNTANTS

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Email: ca.pkunwar@gmail.com
New Baneshwor, Kathmandu

INDEPENDENT AUDITOR'S REPORT

To the Shareholders
M/s RSTCA Investment Fund Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of **RSTCA Investment Fund Limited (**the Company), which comprise the statement of financial position as at Ashad 32, 2082 (Corresponding to 16th July,2025), and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the company as at Ashadh 32, 2082 (Corresponding to 16th July 2025), and of the result of the operations and cash flows for the year then ended in accordance with the Nepal Financial Reporting Standards for Small and Medium sized entities (NFRS for SMEs).

Basis for Opinion

We conducted our audit in accordance with Nepal Standards on Auditing (NSAs). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the ICAN's *Handbook of Code of Ethics for Professional Accountants* together with the ethical requirements that are relevant to our audit of the financial statements in Nepal, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAN's Handbook of The Code of Ethics for Professional Accountants.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for 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. We do not provide a separate opinion on these matters.

We conducted Audit on sampling basis and no key matters were observed during the course of our Audit.

Information other than the Financial Statements and Auditors Report thereon.

The Company's Management is responsible for the Other Information. The Other Information comprises the information included in the Annual Report but does not include the financial statements and our auditor's report thereon. In connection with our audit of the financial statement, our responsibility is to read the other information when it becomes available and in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated. If based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to communicate the matter to those charged with governance.

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

P. Kunwar & Associates
Kathmandu
Chartered Accountants

Responsibilities of Management and Those Charged with Governance for the Financial Statements.
Management is responsible for the preparation and fair presentation of the financial statements in accordance with Nepal Financial Reporting Standards for Small and Medium sized entities (NFRS for SMEs), and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.
In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
Those charged with governance are responsible for overseeing the Company's financial reporting process.

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

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

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

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

P. Kunwar & Associates
Kathmandu
Chartered Accountants

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

Report on Other Legal and Regulatory Requirements

As per the requirements of Section 115 of the Companies Act, 2063, we further report that:

a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.

b) In our opinion the Company has kept proper books of account as required by law so far, as appears from our examinations of those Books

c) The financial statements are in agreement with the books of account.

d) In our opinion and to the best of our information and according to the explanation given to us, the financial statement the said Balance Sheet, Income Statement and Cash Flow Statement, read together with the notes forming part of the accounts give the information required by the Companies Act 2063 in the manner so required and give a true and fair view:
   i. In the case of Statement of Financial Position, of the state of affairs of the Company as at 32nd Ashadh, 2082 (Corresponding to 16th July 2025); and
   ii. In the case of Statement of Profit and Loss Account, of the results of operations of the Company for the year ended on 32nd Ashad, 2082 (Corresponding to 16th July 2025); and
   iii. In the case of the Cash Flow Statement, of Cash inflow and outflow of Company for the year ended on that date.

e) Neither we have come across any of the information about the misappropriation of fund by the directors or any of the representative or company's staffs during the course of our audit nor have we received any such information from the management.

f) No accounting fraud has been observed during the course of our audit.

P. Kunwar & Associates Kathmandu Chartered Accountants

CA Phanindra Kunwar
Proprietor
P. Kunwar & Associates
Chartered Accountants

Date :Feburary 27, 2025
Place: Kathmandu

UDIN: 260315C402189khdNB

RSTCA Investment Fund Limited

Lazimpat-02, Kathmandu

STATEMENT OF FINANCIAL POSITION

As at 32nd Ashad, 2082 (16 July 2025)

Figures in NRs

Particulars	Note	As at Ashad 32,2082 (July 16, 2025)	Restated As at Ashad 31,2081 (July 15, 2024)	Restated As at Ashad 31,2080 (July 16, 2023)
ASSETS				
Non Current Assets :				
Tangible Assets - Property, Plant and Equipment	4	13,612,568	10,879,504	3,369,268
Intangible Assets		25,822	34,671	43,521
Deferred Tax Assets - Net		-	-	-
Other Non Current Assets		-	-	-
Total Non Current Assets		13,638,390	10,914,175	*3,412,789*
Current Assets				
Investments	1	158,163,532	141,360,000	-
Trade and Other Receivables	2	27,564,431	11,000,000	10,000,000
Cash and Cash Equivalents	3	8,561,424	4,491,301	5,947,683
Total Current Assets		*194,289,387*	*156,851,301*	*15,947,683*
Total Assets		207,927,777	167,765,476	19,360,472
EQUITY AND LIABILITIES				
Equity				
Share Capital	5	170,407,000	144,600,000	-
Retained Earnings and Reserves	6	1,220,155	838,024	(3,369,625)
Advance for Share Capital		-	-	-
Total Equity		171,627,155	145,438,024	*(3,369,625)*
Liabilities				
Non Current Liabilities				
Long-Term Borrowings		-	-	-
Deferred Tax Liabilities - Net		334,944	235,902	194,597
Other Long Term Liabilities		-	-	-
Long-Term Provisions		-	-	-
Total Non Current Liabilities		334,944	235,902	*194,597*
Current Liabilities				
Short-Term Borrowings	7	14,981,793	20,000,000	22,500,000
Trade Payables	8	20,361,513	2,000,000	-
Income Tax Liabilities/Provision for Taxation		-	-	-
Other Current Liabilities	9	622,372	91,550	35,500
Total Current Liabilities		35,965,678	22,091,550	*22,535,500*
Total Liabilities		36,300,622	22,327,452	*22,730,097*
Total Equity & Liabilities		207,927,777	167,765,476	19,360,472

The accompanying notes 1 to 14 are an integral part of the Financial Statements.

In terms of our report of even date attached

Chairman
Saswot Raj Sharma

Managing Director
Archana Shrestha

Director
Dipti Rana

Director
Poonam Khanal

CA Phanindra Kunwar
Proprietor
For P.Kunwar & Associates
Chartered Accountant

Director
Rajeshwori Shrestha

Director
Ambika Shrestha

Independent Director
Pasupatee Shahi

P. Kunwar & Associates Kathmandu Chartered Accountants

Date: 2082/11/05
Place: Kathmandu

RSTCA INVESTMENT

RSTCA Investment Fund Limited
Lazimpat-02, Kathmandu

STATEMENT OF OTHER COMPREHENSIVE INCOME
For the year ended 32nd Ashad 2082 (16th July 2025)

Figures in NRs

Particulars	Note	Year Ended on Ashad 32, 2082 (July 16, 2025)	Restated Year Ended on Ashad 31, 2081 (July 15, 2024)
Net Profit for the Year as per Statement of Profit or Loss		382,130	4,207,649
Other Comprehensive Income not to be Reclassified to Profit or Loss in Subsequent Periods (net of tax)		-	-
Acturial Gain/(Loss) on Defined Benefit Pension Schemes		-	-
Other Comprehensive Gain/(loss) for the Year, Net of Tax		-	-
Total Comprehensive Gain/(loss) for the Year, Net of Tax		**382,130**	**4,207,649**

The accompanying notes 1 to 14 are an integral part of the Financial Statements.

In terms of our report of even date attached

Chairman
Saswot Raj Sharma

Managing Director
Archana Shrestha

Director
Dipti Rana

Director
Poonam Khanal

CA Phanindra Kunwar
Proprietor
For P.Kunwar & Associates
Chartered Accountant

Director
Rajeshwori Shrestha

Director
Ambika Shrestha

Independent Director
Pasupatee Shahi

Date: 2082/11/05
Place: Kathmandu

P. Kunwar & Associates
Kathmandu
Chartered Accountants

RSTCA Investment Fund Limited
Lazimpat-02, Kathmandu
STATEMENT OF CASH FLOWS
For the year ended 32nd Ashad 2082 (16th July 2025)

Figures in NRs

Particulars	Note	Year Ended on Ashad 32, 2082 (July 16, 2025)	Restated Year Ended on Ashad 31, 2081 (July 15, 2024)
CASH FLOWS FROM OPERATING ACTIVITIES			
Profit for the Year		382,130	4,207,649
Adjustments for:			
Income Tax During the Year		127,377	41,305
Depreciation on Property, Plant and Equipment		1,268,297	1,122,608
Working Capital Adjustments:			
(Increase)/ Decrease in Current Assets		(16,564,431)	(1,000,000)
(Increase)/ Decrease in Other Non-Current Assets		-	-
Increase/ (Decrease) in Prepayments		-	-
Increase / (Decrease) in Current Liabilities		18,864,000	2,056,050
Cash Generated from Operations		4,077,374	6,427,613
Bonus Paid			
Income Tax Paid		-	-
Net Cash Flows from Operating Activities		4,077,374	6,427,613
CASH FLOWS FROM / (USED IN) INVESTING ACTIVITIES			
Proceeds from sale of Property, Plant and Equipment		(3,992,512)	(8,623,995)
Interest Received		-	-
Acquisition of Property, Plant and Equipment		-	-
Acquisition of Intangible Assets		-	-
Decrease/(increase) in Investments		(16,803,532)	(141,360,000)
Net Cash Flows from Investing Activities		**(20,796,044)**	**(149,983,994)**
CASH FLOWS FROM FINANCING ACTIVITIES			
Interest Paid		-	-
Advance for Share Capital		-	-
(Increase)/ Decrease in Loan		(5,018,207)	(2,500,000)
Capital Introduced		25,807,000	144,600,000
Increase / (Decrease) in Liabilities		-	-
Net Cash Flows From Financing Activities		**20,788,793**	**142,100,000**
Increase/ (Decrease) in Cash and Cash Equivalents		4,070,123	(1,456,382)
Cash & Cash Equivalents at the Beginning of the Year		4,491,301	5,947,683
Cash & Cash Equivalants at the End of the Period		8,561,424	4,491,301

The accompanying notes 1 to 14 are an integral part of the Financial Statements.

In terms of our report of even date attached

Chairman
Saswot Raj Sharma

Managing Director
Archana Shrestha

Director
Dipti Rana

Director
Poonam Khanal

CA Phanindra Kunwar
Proprietor
For P.Kunwar & Associates
Chartered Accountant

Director
Rajeshwori Shrestha

Director
Ambika Shrestha

Independent Director
Pasupatee Shahi

Place: Kathmandu
Date: 2082/11/05

P. Kunwar & Associates Kathmandu Chartered Accountants

RSTCA Investment Fund Limited
Lazimpat-02, Kathmandu
STATEMENT OF CHANGES IN EQUITY
For the year ended 32nd Ashad 2082 (16th July 2025)

Figures in NRs.

Particulars	Share Capital	Retained Earnings	Advance for Share Capital	Total
Balance at 1st Shrawan 2080	-	(3,953,416)	-	(3,953,416)
Restatements on transition to NFRS for SMEs		583,791		
Restated balance as at 1st Shrawan 2080	-	(3,369,625)	-	(3,369,625)
Capital Introduced	144,600,000	-	-	144,600,000
Profit for the Year	-	4,207,649	-	4,207,649
Other Comprehensive Income	-	-	-	-
Balance as at 31st Ashad 2081	144,600,000	838,024	-	145,438,024
Capital Introduced	25,807,000	382,130	-	26,189,130
Profit for the Year	-	-	-	-
Other Comprehensive Income	-	-	-	-
Balance at 31st Ashad 2082	170,407,000	1,220,155	-	171,627,155

The accompanying notes 1 to 14 are an integral part of the Financial Statements.

In terms of our report of even date attached

Chairman
Saswot Raj Sharma

Managing Director
Archana Shrestha

Director
Dipti Rana

Director
Poonam Khanal

CA Phanindra Kunwar
Proprietor
For P.Kunwar & Associates
Chartered Accountant

Director
Rajeshwori Shrestha

Director
Ambika Shrestha

Independent Director
Pasupatee Shahi

Date: 2082/11/05
Place: Kathmandu

P. Kunwar & Associates Kathmandu Chartered Accountants

RSTCA Investment Fund Limited
Notes to Financial Statements

(Figures in NPR)

N Property, Plant and Equipment

	Land	Building and Structure	Furniture and Office Equipment	Vehicle	Plant and Machinery	Total
Cost						
Balance at 01 Shrawan 2080	-	-	3,398,670	-	-	3,398,670
Addition during the FY 2080.81	7,225,000	-	1,398,995	-	-	8,623,995
Revaluation & adjustments	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
Balance at 31 Ashadh 2081	**7,225,000**	-	**4,797,665**	-	-	**12,022,665**
Addition during the FY 2081.82	1,785,545	-	2,206,967	-	-	3,992,512
Revaluation & adjustments	-	-	-	-	-	-
Disposals	-	-	-	-	-	-
Balance at 32 Ashad 2082	**9,010,545**	-	**7,004,632**	-	-	**16,015,177**
Accumulated depreciation						
Balance at 01 Shrawan 2080	-	-	29,402	-	-	29,402
Charge for the year	299,723	-	814,036	-	-	1,113,759
Disposals	-	-	-	-	-	-
Balance at 31 Ashadh 2081	**299,723**	-	**843,438**	-	-	**1,143,161**
Charge for the year	445,412	-	814,036	-	-	1,259,448
Disposals	-	-	-	-	-	-
Balance at 32 Ashad 2082	**745,134**	-	**1,657,474**	-	-	**2,402,608**
Net Book Value						
As at 31st Ashad 2080	-	-	**3,369,268**	-	-	**3,369,268**
As at 31st Ashad 2081	**6,925,277**	-	**3,954,227**	-	-	**10,879,504**
As at 32nd Ashadh 2082	**8,265,411**	-	**5,347,158**	-	-	**13,612,568**

RSTCA Investment Fund Limited
Lazimpat-02, Kathmandu

NOTES TO FINANCIAL STATEMENT

Figures in NRs

Note 1. Investment:

Particulars	**As at Ashad 32,2082 (July 16, 2025)**	**As at Ashad 31,2081 (July 15, 2024)**	**As at Ashad 31,2080 (July 16, 2023)**
Investment in Listed Securities	-	-	-
Investment in Equity Share of Unlisted Company	158,163,532	141,360,000	-
Total	158,163,532	141,360,000	-

Note 2. Trade & Other Receivables:

Particulars	**As at Ashad 32,2082 (July 16, 2025)**	**As at Ashad 31,2081 (July 15, 2024)**	**As at Ashad 31,2080 (July 16, 2023)**
Trade Receivables	-	7,500,000	-
Less: Provision for impairment of Trade Receivables	-	-	-
Trade Receivables Net	-	7,500,000	-
Rent Receivable	-	-	-
TDS Receivable	585,548	-	-
Other Advance	26,971,416	3,500,000	-
Advance for Land	-	-	10,000,000
VAT Receivable	7,467	-	-
Total Trade and Other Receivables	27,564,431	11,000,000	10,000,000
Less: Non Current Portion	-	-	-
Total	27,564,431	11,000,000	10,000,000

Note 3. Cash and Cash Equivalents:

Particulars	**As at Ashad 32,2082 (July 16, 2025)**	**As at Ashad 31,2081 (July 15, 2024)**	**As at Ashad 31,2080 (July 16, 2023)**
Cash in Hand	246,616	798,778	947,683
Cash at Bank	8,314,808	3,692,523	5,000,000
Total	8,561,424	4,491,301	5,947,683

Note 5. Share Capital:

Particulars	**As at Ashad 32,2082 (July 16, 2025)**	**As at Ashad 31,2081 (July 15, 2024)**	**As at Ashad 31,2080 (July 16, 2023)**
(a) Authorized Shares			
5000000 Ordinary Shares of Rs. 100 each.	500,000,000	500,000,000	500,000,000
	-		-
(b) Subscribed, Issued and Paid-up Capital	170,407,000	144,600,000	-
Total	170,407,000	144,600,000	-

P. Kunwar & Associates
Kathmandu
Chartered Accountants

RSTCA
INVESTMENT
BANK

RSTCA Investment Fund Limited
Lazimpat-02, Kathmandu

NOTES TO FINANCIAL STATEMENT

Note 6. Retained Earnings and Reserves:

Particulars	As at Ashad 32,2082 (July 16, 2025)	As at Ashad 31,2081 (July 15, 2024)
Opening Balance	838,024	(3,369,625)
Profit for the Year	382,130	4,207,649
Other Comprehensive Income		-
Dividends to Shareholders		-
Closing Balance	1,220,155	838,024

Note 7. Short-Term Borrowings

Particulars	As at Ashad 32,2082 (July 16, 2025)	As at Ashad 31,2081 (July 15, 2024)	As at Ashad 31,2080 (July 16, 2022)
Archana Shrestha	10,000,000	10,000,000	10,000,000
Saswot Raj Sharma	4,981,793	10,000,000	10,000,000
Other borrowings	-	-	2,500,000
Deepti Rana			
Total	14,981,793	20,000,000	22,500,000

Note 8. Trade Payables:

Particulars	As at Ashad 32,2082 (July 16, 2025)	As at Ashad 31,2081 (July 15, 2024)	As at Ashad 31,2080 (July 16, 2022)
R.S.T.C.A. Travels Pvt. Ltd.	3,151,225	-	-
Raj sharma power and construction pvt. Ltd.	3,261,231	-	
Raj Sharma Traders and Consulting Agency	11,819,057	1,000,000	-
Venus Business Group	2,130,000	1,000,000	-
Total	20,361,513	2,000,000	-

Note 9. Other Current Liabilities:

Particulars	As at Ashad 32,2082 (July 16, 2025)	As at Ashad 31,2081 (July 15, 2024)	As at Ashad 31,2080 (July 16, 2022)
Audit Fee Payable	108,350	19,700	9,850
Withholding Tax Payable	485,687	71,850	25,650
Income Tax	28,335	-	-
Total	622,371	91,550	35,500

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RSTCA Investment Fund Limited
Lazimpat-02, Kathmandu
NOTES TO FINANCIAL STATEMENT

Figures in NRs

Note 9. Revenue from Operation:

Particulars	Year Ended on Ashad 32, 2082 (July 16, 2025)	Year Ended on Ashad 31, 2081 (July 15, 2024)
Financial Advisory Income	4,648,694	5,075,000
Interest Income	500,000	500,000
Investment Advisory Income	2,300,000	2,400,000
Capital gain income	-	400,000
Merger and Acquisition Advisory Income	9,256,584	8,156,254
Dividend income	-	15,000
Total	**16,705,278**	**16,546,254**

Note 10. Other Income:

Particulars	Period Ended on Ashad 31, 2081 (July 15, 2024)	Period Ended on Ashad 31, 2080 (July 16, 2023)
Fair Value gain on listed securities	-	-
Rental Income	-	210,000
Other Income	1,500,000	5,700,000
Total	**1,500,000**	**5,910,000**

Note 11. Direct Expenses:

Particulars	Year Ended on Ashad 32, 2082 (July 16, 2025)	Year Ended on Ashad 31, 2081 (July 15, 2024)
Consultancy Expenses	5,553,950	4,893,752
Financial Advisory Expenses	2,895,411	3,045,000
Transportation	-	1,025,000
Investment Advisory Expenses	1,380,000	1,440,000
Broker Commission Expenses	-	-
Total	**9,829,361**	**10,403,752**

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Note 12. Administrative Expenses

Particulars	Year Ended on Ashad 32, 2082 (July 16, 2025)	Year Ended on Ashad 31, 2081 (July 15, 2024)
Audit Fee	100,000	10,000
Bank charge	2,824	-
Electrical Expenses	23,925	-
Electricity and Water	63,510	61,625
Fuel	7,885	256,525
Office Expenditure	89,784	-
Office Rent	405,000	405,000
Printing and Stationery	101,350	565,254
Refreshment and Meeting	193,407	1,251,625
Registration and Renewal	5,005	100,000
Repair and Maintenance	113,839	112,545
Security Expenses	46,000	-
Telephone and Internet	31,585	198,365
Transportation Expenses	110,000	-
Travelling and Site Visiting	2,730,000	600,000
Total	**4,024,112**	**3,560,939**

Note 13. Interest Expense:

Particulars	Year Ended on Ashad 32, 2082 (July 16, 2025)	Year Ended on Ashad 31, 2081 (July 15, 2024)
Interest Expense	-	-
Total	-	-

INVESTMENT

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Chartered Accountants

RSTCA Investment Fund Limited
Lazimpat-02, Kathmandu
STATEMENT OF PROFIT OR LOSS
For the year ended 32nd Ashad 2082 (16th July 2025)

Figures in NRs

Particulars	Note	Year Ended on Ashad 32, 2082 (July 16, 2025)	Restated Year Ended on Ashad 31, 2081 (July 15, 2024)
INCOME			
Revenue from Operations	9	16,705,278	16,546,254
Other Income	10	1,500,000	5,910,000
TOTAL INCOME		18,205,278	22,456,254
EXPENSES			
Direct Expenses	11	9,829,361	10,403,752
Employee Benefit Expense		2,574,000	3,120,000
Depreciation and Amortisation Expenses	4	1,268,297	1,122,608
Administrative Expenses	12	4,024,112	3,560,939
Fair value loss on listed securities		-	-
TOTAL EXPENSES		17,695,771	18,207,300
Profit Before Interest and Tax		509,507	4,248,954
Interest Expense	13	-	-
Profit before Tax		509,507	4,248,954
Current Tax		28,335	-
Deferred tax		99,042	41,305
Profit from Continuing Operations			
Net Profit for the Year		382,130	4,207,649

The accompanying notes 1 to 14 are an integral part of the Financial Statements.

In terms of our report of even date attached

Chairman
Saswot Raj Sharma

Managing Director
Archana Shrestha

Director
Dipti Rana

Director
Poonam Khanal

CA Phanindra Kunwar
Proprietor
For P.Kunwar & Associates
Chartered Accountant

Director
Rajeshwori Shrestha

Director
Ambika Shrestha

Independent Director
Pasupatee Shahi

Date: 2082/11/15
Place: Kathmandu

P. Kunwar & Associates Kathmandu Chartered Accountants

RSTCA Investment Fund Limited
Lazimpat-02, Kathmandu

Computation of Deferred Tax

Deferred tax as at 1 Shrawan 2080

Particulars	Carrying amount	Tax Base	Temporary Difference	DTA/(DTL)
Property, plant and equipment	3,369,268	2,634,401	(734,868)	(183,717)
Intangible Assets	43,521	-	(43,521)	(10,880)
TOTAL				**(194,597)**

Deferred tax as at 31st Ashad 2081

Particulars	Carrying amount	Tax Base	Temporary Difference	DTA/(DTL)
Property, plant and equipment	10,879,504	9,942,248	(937,256)	(234,314)
Intangible Assets	34,671	28,319	(6,353)	(1,588)
TOTAL				**(235,902)**

Deferred tax as at 31st Ashad 2082

Particulars	Carrying amount	Tax Base	Temporary Difference	DTA/(DTL)
Property, plant and equipment	13,612,568	12,275,958	(1,336,611)	(334,153)
Intangible Assets	25,822	22,655	(3,167)	(792)
TOTAL				**(334,944)**

RSTCA INVESTMENT

P. Kunwar & Associates Chartered Accountants Kathmandu

RSTCA Investment Fund Limited
Lazimpat-02, Kathmandu
Reconciliation Statements

Reconciliation of Retained Earnings as at 01 Shrawan 2080

Particulars	**Amount(Rs)**
Retained Earnings as per General Accepted Accounting Principle (GAAP)	(3,953,416)
Add: Adjustmnet in Property plant and Equipments	778,388
Less: Deferred tax liability recognized	(194,597)
Retained Earnings as per NFRS for SMEs (Restated)	**(3,369,625)**

Reconciliation of Net Profits for FY 2080-81

Particulars	**Amount(Rs)**
Net profit as per GAAP	4,043,734
Difference in Depreciation	205,221
Differences in deferred tax on account of recogniztion of deffered tax onrevaluation of Assets	(41,305)
Net profit (restated) as per NFRS for SMES	**4,207,649**

Reconciliation of Retained Earnings as at 31st Ashad 2081

Particulars	**Amount(Rs)**
Retained Earnings as per GAAP	90,318
Adjustments on date of transition	583,791
Change in net profits for FY 2080-81	163,915
Retained Earnings (restated) as per NFRS for SME	**838,024**

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Chartered Accountants

RSTCA INVESTMENT FUND LIMITED
Schedule to and form a part of financial statements for FY 2081/82
Note 14. Significant Accounting Policies and Notes to the Financial Statements

For the Financial Year ended 32st Ashad 2082 (16th July 2025)

General Information

A. Corporate Information

RSTCA INVESTMENT FUND LIMITED incorporated under the law of Nepal, is a public company registered under the Companies Act, 2063 in Nepal as an investment company.

B. Date of Authorization of the Financial Statements

The financial statements have been approved for submission to various bodies and stakeholders by the Board of Directors of the company in its meeting held on 2082/11/05 The Board of Directors acknowledges the responsibility of preparation and fair presentation of financial statements.

C. Basis of Presentation

Company's financial statements are prepared in accordance with Nepal Financial Reporting Standards for Small and Medium-sized entities (NFRS for SMEs) considering the requirement of the prevailing Company Act, 2063 (2006) except stated otherwise.

Presentation in the balance sheet differentiates between current and non-current assets and liabilities. The statement of cash flows has been prepared using the indirect method.

The financial statements have been prepared on the historical cost basis except for the following material items in the statement of financial position:

- Impairment of asset is measured at fair value and related disposal cost.
- Investments in listed shares are measured at fair value.
- Investment in investment properties.

D. Use of Estimates

Management has applied estimation in preparing and presenting the financial statements. The estimates and judgments are reviewed on an ongoing basis. Revision to accounting estimates is recognized in the period in which the estimate is revised, if the revision affects only that period; they are recognized in the period of revision and the future periods if the revision affects both current and future periods.

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

RSTCA INVESTMENT

P. Kunwar & Associates Chartered Accountants Kathmandu

E. Presentation Currency

The company's financial statement is presented in Nepalese Rupees which is the company's functional currency.

F. Significant Accounting Policies:

a. Property, Plant, and Equipment

Items of property, plant and equipment are initially measured at cost. Cost includes the purchase price and other directly attributable costs of property, plant and equipment. Cost also includes the cost of replacing part of the plant and equipment and borrowing costs for long-term construction projects if the recognition criteria are met. When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major inspection is performed, its cost is recognized in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognized in profit or loss as incurred. The present value of the expected cost for the decommissioning of an asset after its use is included in the cost of the respective asset if the recognition criteria for a provision are met.

Subsequently, property, plant, and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Gains and losses on disposals are determined by comparing proceeds with the carrying amount.

Depreciation on fixed assets is provided under straight-line method as per the category of fixed asset at the following rates on the basis of number of days the asset has been put to use for the year:

Assets	Depreciation Rate Applied	Method
Office Equipment	8 years	Straight Line Method
Intangibles	5 years	Straight Line Method
Building and Structure	20 years	Straight Line Method

b. Recognition of Deferred Taxes

Deferred tax is recognized for temporary differences of accounting profits and taxable profit to the extent that it is probable that taxable profit will be available against which the losses can be utilized and vice versa. Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies.

The Company bases its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to

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market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

c. Provision for Depreciation and Amortization

Depreciation and amortization is calculated over the estimated useful lives of the assets. An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

d. Expense Recognition

Expenses are recognized in accordance with the matching principle: the simultaneous recording of an expense and the revenue to which the expense relates.

e. Classification of Current Assets & Current Liabilities

The company presents assets and liabilities in the statement of financial position based on current/non-current classification.

An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in the normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

All other liabilities are classified as non-current.

f. Taxes on Income

Current Tax is determined as the amount of tax payable in respect of taxable income for the year as per the tax rates prescribed by the income tax act for various nature of transactions. Deferred tax is recognized on the basis of temporary timing differences on depreciable assets. Though some expenses are made for the purpose of the company, they do not meet the conditions to be allowable expense in tax law hence, such expenses have been disallowed for the assessment of tax for the year.

g. Provisions and Contingent Liabilities

Provisions are recognized when the Company has a legal and constructive obligation as a result of a past event, for which it is probable that a cash outflow will be required and a reliable estimate can be made of the amount of the obligation. Contingent liabilities are disclosed when the Company has a possible obligation or a present obligation and it is probable that a cash outflow will not be required to settle the obligation.

h. Trade and Other Payables

The trade and other payables are initially recognized at their historical cost. For liabilities, historical cost is the amount of proceeds of cash or cash equivalents received or the fair value of non-cash assets received in exchange for the obligation at the time the obligation is incurred.

i. Trade and Other Receivables

All trade and other receivables are initially recognized at historical cost. For assets, historical cost is the amount of cash or cash equivalent paid/obligation owed or fair value of the consideration given to acquire an asset at the time of acquisition.

j. Investment

Investment comprises of investment made in equity of listed shares, debentures and mutual funds as well as Investment in the equity shares of a private company. Investment in listed securities are revalued at fair value as on the year end and revaluation loss or gain has been charged to the Statement of Profit and Loss account.

Investment in equity shares of unlisted companies measured at cost.

k. Investment Property

The Company holds no investment property.

l. Operating Lease Payments

Payments made under operating leases are recognized in the profit or loss statement on a straight-line basis over the term of the lease.

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Kathmandu
Chartered Accountants

INVESTMENT

G. Notes to the Accounts

a. Share Capital

The paid-up capital of the company is Rs 17,04,07,000/-.

b. Cash and Bank Balances

Cash and bank balance comprise current account held with Nepal Investment Mega Bank Limited and Shangrila Development Bank Limited.

c. Property, Plant and Equipment and Depreciation:

During the year Company has charged depreciation of Rs.1268297/- on Property, Plant and Equipment resulting to Net Property, Plant and Equipment of Rs.13,612,568/-

d. Related Party Disclosure

The related party comprises subsidiary companies, associated undertakings, other related companies and key management personnel. In the ordinary course of its business operation the company has conducted commercial transactions with parties who are defined as related parties. All those transactions were conducted on an arm's length basis. In considering each possible related party relationship, attention is directed to substance of the relationship and not merely the legal form.

1. Nature of Relationships

The following entities are identified as related parties under the category of **Associate Companies** or entities under **Common Control** due to shared directorship or significant influence by the fund's management:

- R.S.T.C.A. Travels Pvt Ltd
- Raj Sharma Power and Infrastructure
- Raj Sharma Traders
- Venus Business Group

2. Summary of Transactions and Balances

All transactions were conducted in the ordinary course of business and on an **arm's length basis.**

Related Party Name	Nature of Transaction	Transaction Value (Debit)	Transaction Value (Credit)	Closing Balance (Payable)
R.S.T.C.A. Travels Pvt Ltd	Travel Services / Trade	15,375	3,166,600	**3,151,225**
Raj Sharma Power	Infrastructure /	—	3,261,231	**3,261,231**

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& Infra	Trade			
Raj Sharma Traders	Trading / Procurement	140,681	10,959,738	11,819,059
Venus Business Group	Business Services	—	1,130,000	2,130,000
Total		**156,056**	**18,517,568**	**20,361,514**

e. Re-grouping and Re-arrangement of Previous Year Figures

Previous year figures have been re-grouped and re-arranged wherever necessary to facilitate comparison

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Kathmandu
Chartered Accountants

INVESTMENT


Agreement Signing Ceremony
Between
RSTCA Investment Fund Ltd. has accelerated its IPO issuance process to the general public by appointing Global IME Capital as the issue manager




REMONY
muna bazar

MOU
SIGNING CEREMONY





BRIHAT





RSTCA
For a better Future

COFFEE


OFFICIAL REGISTERED ADDRESS

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