# G. Paudyal & Associates

Chartered Accountants Tel: 4486784 Baneshwor, Kathmandu Email: ca.ghanashyam@gmail.com

# INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF . API POWER COMPANY LIMITED

We have audited the accompanying financial statements of Api Power Company Ltd., which comprise the Balance Sheet as at Ashadh 32, 2071, (July 16, 2014) and the related Income Statement, Statement of Changes in Equity and Statement of Cash Flows for the year ended on that date.

Management's Responsibility for the financial Statements

Management of the company is responsible for the preparation and fair presentation of these financial Statements in accordance with Nepal Accounting Standards. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Nepal Standards on Auditing. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on our professional judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we considered the internal control relevant to Company's preparation and fair presentation of the financial statements in order to design audit procedures that were appropriate in the circumstances, but not for the purpose of expressing an opinion on the Company's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of accounting estimates made by the management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we obtained is sufficient and appropriate to provide a basis for our opinion.

#### Opinion

In our opinion, the accompanying financial statements give a true and fair view, in all material respects the financial position of Api Power Company Ltd. as at Ashadh 32, 2071 (July 16, 2014), and of the results of its financial performance and its cash flows for the year then ended and in accordance with Nepal Accounting Standards and Companies Act 2063 except point (iv) mentioned below.

#### Report on Other Legal and Regulatory Requirements

On the basis of our examination and explanations given to us, we would like to report that:

- We have obtained all the information and explanations, which were considered necessary for the purpose for our audit.
- Company has kept proper books of accounts as required by law, in so far as it appears from our examination
  of those books of account.
- iii. The Balance Sheet, Income Statement, Statement of Cash Flows, Statement of Changes in Equity dealt with by this report are in agreement with the books of account maintained by the Company.
- iv. During our examination of the books of account of the Company, we have not come across any cases where the Board of Directors or any member thereof or any representative or any office holder or any employee of the company has acted contrary to the provisions of law or caused loss or damage to the Company, and

We have not come across any fraudulence in the accounts.

Place: Kathmandu

Date: 2071-5-4

For: G. Paudyal & Associates Chartered Accountants

> CA Ghanshyam Paudyal Proprietor

## Api Power Company Limited

#### **Income Statement**

For the Year Ended Ashadh 32, 2071 (July 16, 2014)

Particulars		Schedule	Current Year	Previous Year
Income				TICVIOUS ICUI
Revenue from Power Sales			_	_
Other Income	3		445,306.68	_
			445,306.68	-
Less:				
Administration Expenses		11 "	1,773,830.48	671,477.00
Financial Expenses			340,277.70	9,140.11
Depreciation			2,058,419.30	1,477,219.90
Profit/(Loss) Before tax			(3,727,220.80)	(2,157,837.01)
Current Tax			_	, , , , ,
Deferred Tax				
Profit/(Loss) After Tax			(3,727,220.80)	(2,157,837.01)
Notes to the Accounts		10	(,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	(=,107,007.01)

Notes to the Accounts

Kathmandu

Date: 2071'5

Guru Prasad Neupane Chairman

Mahendra Neupane

Director

Sanjeev Neupane

Sanjeev Neupane Managing Director

Shashwat Chalisey Finance Manager 12

As per our attached report of even date

For: G. Paudyal & Associates Chartered Accountants

CA Ghanashyam Pandyal

Proprietor

# Api Power Company Limited

#### Cash Flow Statement

For the Year Ended Ashadh 32, 2071 (July 16, 2014)

Particulars Particulars	Current Year	Previous Year
A.Cash Flow From Operating Activities	January I Car	Trevious rear
Net Profit after Tax	(3,727,220.80)	(2 157 927 01)
Add: Interest Expenses	340,277.70	(2,157,837.01
Add: Depreciation		9,140.11
Net Cash Flow Before Changes in Working Capital	2,058,419.30	1,477,219.90
Decrease/(Increase) in Current Assets	(1,328,523.80)	(671,477.00
Increase/(Decrease) in Current Liabilities	(152,227,681.90)	(37,754,599.00)
Net Cash Flow From Operating Activities	12,452,750.21	20,427.95
Out From Operating Activities	(141,103,455.49)	(38,405,648.05)
B.Cash Flow From Investing Activities	100	
Increase in Investment	(90,100,000.00)	
Increase in Project In Progress	(307,177,390.35)	(25 100 500 15)
Purchase of Fixed Assets		(25,182,520.15)
Net Cash Flow From Investing Activities	(5,925,137.74)	(8,868,345.00)
8	(403,202,528.09)	(34,050,865.15)
C. Cash Flow From Financing Activities		
Issue of Share Capital	419,402,100.00	72 525 200 00
Proceeds from Share Application Money	15,272,050.00	72,535,300.00
Interest Paid	(340,277.70)	(0.140.11)
Increase/(Decrease) Long Term Borrowings		(9,140.11)
Net Cash Flow From Financing Activities	171,041,234.62	2,394,000.00
	605,375,106.92	74,920,159.89
Net Cash Flow	61,069,123.34	2,463,646.69
Add: Opening Cash & Bank Balance	2,740,039.62	276,392.93
Closing Cash & Bank Balanace	63,809,162.96	2,740,039.62

Kathmandu Date: 20711574

Guru Prasad Neupane Chairman

Mahendra Neupane Director Sanjeev Neupane Managing Director

Shashwat Chalisey Finance Manager As per our attached report of even date

For: G. Paudyal & Associates A

CA Ghanashyam Pandy

Proprietor

# Statement of Changes in Equity For the Year Ended Ashadh 32, 2071 (July 16, 2014) **Api Power Company Limited**

Dantiquiano	Carried Carried	Share	Revaluation	Accumulated	
I at uculation	эпаге Сариаг	Premium	Reserve	Profit/(Loss)	IBIOI
Balance as on 32.03.2069	10,213,000.00	1	,	(1,088,941.99)	9,124,058.01
Issue of Share Capital	72,535,300.00	,	1		72,535,300.00
Profit/(Loss) for the Period	1		1	(2,157,837.01)	(2,157,837.01)
Balance as on 31.03.2070	82,748,300.00	-	1	(3,246,779.00)	79,501,521.00
Balance as on 01.04.2070	82,748,300.00		1	(3,246,779.00)	79,501,521.00
Issue of Share Capital	419,402,100.00			35	419,402,100.00
Share Application Money	15,272,050.00	0 8		8	15,272,050.00
Profit/(Loss) for the Period	0	,		(3,727,220.80)	(3,727,220.80)
Balance as on 32.03.2071	517,422,450.00	1	-	(6,973,999.80)	510,448,450.20

Kathmandu Date: 2071/574

Guru Prasad Neupane Chairman (

Mahendra Neupane Director

Sanjeev Neupane
Managing Director

Finance Manager Shashwat Chalisey

> As per our attached report of even date For: G. Paudyal & Associates

CA Ghanashyam Paudya Chartered Accountants No. 8 45

Proprietor

Api Power Company Limited Schedules Forming Part of the Financial Statements For the Year Ended Ashadh 33, 2071 (July 16, 2014)

**Project in Progress** 

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Trojece in Trogress		Schedule-2
Particular	Current Year	Previous Year
Opening Balance	29,895,089.26	4,712,569.11
Add: Addition During the Year		25,182,520.15
Main Civil Works	117,792,443.31	-
Hydro-Mechanical Works	81,229,218.29	-
Electro-Mechanical Works	4,605,469.73	-
Environment Mitigation & Compensation Expenses	961,005.00	-
Land & Land Development	22,224,177.45	-
Project Engineering & Supervision	2,415,329.80	-
Project Management Cost	34,695,908.59	-
Project Acquisition	28,883,397.00	-
Insurance Expenses	18,699.19	-
Financial Expenses	14,351,741.99	-
Total	337,072,479.61	29,895,089.26

Cash & Cash Equivalents

		0-3

Particular	Current Year	Previous Year
Cash Balances		
Cash in Hand (As Certified by the Management)	276,760.34	109,445.52
Bank Balances		
Bank Of Kathmandu Ltd	2,005.060.04	52,837.10
Global IME Bank Ltd	5,000.00	-
Janata Bank Nepal Ltd.	740,768.10	-
Nepal Bank Ltd.	60,730,478.88	2,566,530.00
Nepal SBI Bank Ltd	10,000.00	-
Prime Bank Ltd	27,702.02	-
Rastriya Banijya Bank Ltd	10,227.00	10,227.00
Subha Laxmi Finance Ltd.	3,166.58	1,000.00
Total	63,809,162.96	2/140/039/62

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Particular	Commentary	Schedule-4
Advance for Project Development A/c	Current Year	Previous Year
Advance for Land	648,702.00	4,299,426.00
Advance Rent (Site)	671,000.00	7,000,000.00
Advance to Consultant	-	100,000.00
Advance to Contractor	-	5,999,730.00
Advance to Indra Mani Trital	-	7,500,000.00
Advance to Site Office	1,259,682.35	-
Advance Vehicle Rent		1,175,000.00
Andritz Hydro	47,000.00	-
Clean Energy Consultants	24,548,375.00	-
Hydro Consult	559,455.00	-
Mainawati Steel Industries Pvt. Ltd.	3,069.75	_
Makalu Developers Ltd.	700,358.40	
Mobilization Advance	100,927,570.29	_
R.K Survey Company Pvt. Ltd.	-	14,000,000.00
South Asia Engineering (P) Ltd.	147,750.00	-
Structo Udeko JV	-	1,680,443.00
Synergy Enviro Engineers Pvt. Ltd	23,548,317.06	-
Total	11,303,940.00	_
Total	164,365,219.85	41,754,599,00

Particular	Current	Schedule-5
Advance Office Rent	Current Year	Previous Year
Cash Margin Against Bank Guarantee	80,325.00	-
Deposit Summittee	510,000.00	
Deposit to NEA A/C	503,000.00	503,000.00
ICRA Nepal Limited A/c	159,031.00	_
Interest Receiveable	229,021.00	_
Kanchanjunga Housing Pvt. Ltd.	436,402.58	
Khageshwor Upadhaya	2,000,000.06	
LC Margin	1,500,000.00	
NIBL Capital	20,393,115.38	
Other Advance	255,780.00	
Prepaid Expense (Insurance)	.334,856.27	_
Security Deposit (Survey License Upper Naugadh)	56,344.97	_
Staff Advances	2,000,000.00	
	1,662,184.79	-
Total	30,120,061.05	508 000 00

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**Share Capital** 

Schedule-6

		Schedule-0
Particular Particular	Current Year	Previous Year
Authorised Capital		
8,500,000 Equity Share @ Rs 100 each	850,000,000.00	850,000,000.00
Issued Capital		
8,500,000 Equity Share @ Rs 100 each	850,000,000.00	850,000,000.00
Paid Up Capital		000,000,000.00
5,021,504 Equity Share @ Rs 100 each	502,150,400,00	
[Previous Year: 827,483 Equity Share @ Rs 100 each]	-	82,748,300.00
Total	502,150,400.00	82,748,300.00

Reserve & Surplus

Schedule-7

		Schedule-/
Particular .	Current Year	Previous Year
Profit/(Loss) Upto Previous Year	(3,246,779.00)	(1,088,941.99)
Profit/(Loss) for the Year	(3,727,220.80)	(2,157,837.01)
Total	(6,973,999.80)	(3,246,779.00)

Long Term Borrowings

Particular	 T S	Schedule-8
	Current Year	Previous Year
Hire Purchase Loan		
Subha Laxmi Finance Ltd.	1,718,090.93	2,394,000.00
Bridge Gap Loan	1,710,070.55	2,374,000.00
Bridge Gap Loan- 1	50,000,000.00	-
Bridge Gap Loan -2	50,000,000,00	-
Term Loan	\$ 20,000,000.00	-
Term Loan 1 (1st Lot Steel Plates LC)	16,893,017.27	_
Term Loan (Andritz LC)	13,319,672.08	_
Term Loan (Steel Plates LC)	32,192,268.57	-
Term Loan (Synergy LC)	9,312,185.77	
Total	173,435,234,62	2.394.000.00

**Trade Payables** 

	Schedule-
Current Year	Previous Year
142,360,00	_
337.06	
1,606,731,20	_
The state of the s	
The second secon	er 2-50 -
The same of the sa	1901
19,500.00	MANDUL
2,575,892.07	10/100
	337.06 1,606,731.20 22,300.00 95,297.70 60,000.86 629,365.25 19,500.00



Other Payables		Schedule-10	
Particular	Current Year	Previous Year	
Audit Fee Payable	128,225.00	16,725.00	
CIT Payable	170,000.00	-	
Construction Power Charges Payable	264,000.00		
EPF Payable	542,760.00		
Interest Payable	-	9,140.11	
JN Upadhayay & Co.	66,900.00	-	
Retention Money (Makalu Developers)	5,645,276.00	_	
Salary & Allowance Payables	159,000.46		
TDS Payable	3,073,756.94	387,194.15	
Vehicle Rent Payable	239,999.00	557,177.15	
Total	10,289,917.40	413,059.26	

Administrative Expenses		Schedule-11
Particular	Cummont Voor	D X/

Particular		Current Year	Previous Year
Advertisement & Promotion		70,641.00	-
Audit Fee		113,000.00	16,950.00
Email & Internet		33,190.00	9,910.00
Fines and Penalty		37,522.68	_
Government Tax & Fees		177,168.00	_
Guest Entertainment		-	21,754.00
Legal Fees		192,600.00	26,063.00
Miscellenous Expenses	8 8	70,236.00	285,392.00
News Paper & Magazine		7,845.00	4,345.00
Office Expenses (HO)		11,755.00	73,940.00
Postage and Courier		1,950.00	-
Printing & Stationary	91.82	288,298.00	67,365.00
Promotional Expenses	191	32,000.00	-
Rent Expenses (HO)		630,790.00	157,500.00
Repairs and Maintenance (Office)		47,952.65	207,000.00
Tax Expenses	1	39,486.15	
Telephone Expenses		19,186.00	8,258.00
Tiffin Expenses (HO)		210.00	18 p.230.00
Total	` _	1,773,830.48	671,477.00

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Schedule-12

#### Notes to the Accounts & Significant Accounting Policies

#### A General Information

- A.1 Api Power Cmpany limited is a limited liability company domiciled in Nepal, with its registered office at Kathmandu, Nepal. The company has been established with the objective of generation of hydropower.
- A.2 The company has obtained license from Department of Electricity Development for construction and generation of electricity from Naugargh Gad Small Hydropower Project of 8.5 Megawatt capacity in Darchula district. The license period is upto 2104/03/30 B.S.

#### Summary of Significant Accounting Policies

The significant accounting policies applied in the preparation and presentation of the financial statements of the company are stated herein below. The said policies have been consistently applied to all the years presented, unless otherwise stated.

#### **B.1 Statement of Compliance**

The financial statements have been prepared in accordance with Nepal Accounting Standards (NAS) except as otherwise stated; generally accepted accounting principles and the Company Act 2063.

#### **B.2** Basis of preparation

The financial statement has been prepared under historical cost convention. The preparation of the financial statements in conformity with NAS and generally accepted accounting principles requires the use of certain critical accounting estimates as well as management judgment and discretion in the process of applying the company's accounting policy.

#### **B.3 Basis of Revenue Recognition**

The principal revenue generating activity of the company comprises of sale of electricity to the Nepal Electricity Authority. The company has no revenue from sale of electricity during the year.

#### **B.4 Basis of Expenses Recognition**

The Company has adopted the system of recognition of expenses on accural basis.

#### B.5 Property, Plant & Equipments and Depreciation

**B.5.1** Properties, Plant & Equipments are stated at historical cost less depreciation. Historical cost includes expenditure that is directly and indirectly attributable to the acquisition of the assets.

B.5.2 Properties, Plant & Equipments are depreciated on diminishing balance method at the rates and manners prescribe by Income Tax Act 2058.

Schedule-

#### C Notes to the Accounts

#### C.1 Status of Company

The company has been converted to a Public Limited Company from a Private Limited as per the approv of the Office of the Company Registrar.

#### C.2 Project in Progress

All direct and indirect expenses related to the construction of hydropower project is accounted as Project Progress. After completion of construction of project, the total cost of the project shall be re-grouped une Properties, Plant & Equipment in respective heads i.e. Civil, Electromechanical, Hydromechanical, Transmission, etc.

#### C.3 Investment

The details of Investment shown in the financial statement is as follows;

Particular	Current Year
Share Investment in Arun Kabeli Hydropower Dev. Co. Ltd.	10,000,000.00
Share Investment in Peoples Investment Co. Ltd.	100,000.00
Other Investment	80,000,000.00
Total	90,100,000.00

Other Investment is deposited at Janata Bank Nepal Ltd. as per the resolution of board of directors of the company.

#### C.4 Share Application Money

Share Application Money has been shown as part of the equity as it is to be converted to share capital i.e equity in the following year.

#### C.5 Corporate Tax

Company is on taxable loss, therefore no provision for income tax has been made.

#### C.6 Deferred Tax

Since the company will be tax exempted after completion of the project, provision for deferred tax has r been done.

#### C.7 Schedules

Schedule 1-12 form the integral part of the financial statements.

#### C.8 Re-Grouping

The company has rearranged and regrouped the previous year figures to make them comparable with current year's figure.



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**Project in Progress** 

Particulars Particulars	Total	Project Cost	Admin. Expexses
Block A: Main Civil Works			
A1 : Head Works	57,783,970.00	57,783,970.00	
A2: Water Conductance Pipe	31,000,460.00	31,000,460.00	
A3 : Surge Tank	9,479,573.81	9,479,573.81	
A4 : Power House	5,269,167.00	5,269,167.00	
A6: Office Building, Staff Quarter	4,337,984.50	4,337,984.50	
A7 : Access Road	9,873,980.00	9,873,980.00	2
A9: Physical Cintingency, VAT and Others	47,308.00	47,308.00	
	117,792,443.31	117,792,443.31	
Block B: Hydro Electromechanical Works	,.,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	111,172,445.51	_
B1: Hydromechanical Material Cost			
Custom Clearance Expenses (Steel Plates)	246,870.00	246 970 00	
Freight and Carriage (Steel Plates Towards India)	7,598,702.00	246,870.00	
Freight and Carriage (Steel Plates Towards Nepal)		7,598,702.00	
Import Duty (Steel Plates)	1,737,009.88	1,737,009.88	5.
AOC Charges (Ffydromechanical LC)	713,379.00	713,379.00	
	350,751.62	350,751.62	
Bank Charges (Hydromechanical LC)	246,538.54	246,538.54	
LC Commission (Hydromechanical LC)	70,693.00	70,693.00	
Insurance Expenses (Steel Plates)	42,651.41	42,651.41	
Steel Plates	70,222,622.84	70,222,622.84	E
	81,229,218.29	81,229,218.29	-
B3 : Electromechanical Works			1.00
ACSR Conductor Weasel	1,079,647.20	1,079,647.20	
Clearing Agent Charges (Earthing Material)	28,040.00	28,040.00	
Custom Charges (Earthing Materials)	539,949.00	539,949.00	
DB Box	143,751.27	143,751.27	
Bank Charges (Electromechanical LC)	41,332.46	41,332.46	
LC Commission (Electromechanical LC)	1,282,812.00	1,282,812.00	
Earthing Material	1,421,937.80	1,421,937.80	
Transportation Expenses (Earthing Material)	68,000.00	68,000.00	
	4,605,469.73	4,605,469.73	_
Block C: Environment Mitigation & Land Acquisition	1,000,107.70	4,003,407.73	
C1 : Environment Mitigation			
Compensation ( Plants and Vegetations)	260,330.00	260 220 00	
Compensation (Water Mills)	The second second	260,330.00	
( Mater Trinis)	700,675.00	700,675.00	
C2 : Land Purchase/Acquisition	961,005.00	961,005.00	-
Compensation	749 200 00	740 200 00	
Govenment Fees and Taxes (Land)	748,300.00	748,300.00	
Land	499,534.00	499,534.00	''
Land Acquisition Cost	13,248,223.00	13,248,223.00	
Land Compensation	7,460,800.45	7,460,800.45	
	50,000.00	50,000.00	
Legal Fees (Land)	25,000.00	25,000.00	
Misc Expenses (Land)	192,320.00	192,320.00	
DI I D D	22,224,177.45	22,224,177.45	
Block D: Engg, Admin & Project Design			
D1: Project Engineering & Supervision			iv
Consultancy Expense (Clean Energy)	1,274,029.80	1,274,029.80	Van.
Due Diligence (BPC)	988,750.00	988,750.00	JOHNANNOU P
Due Diligence (Financial)	152,550.00	152,550.00	13/
E APC	2,415,329.80	2,415,329.80	Whered Actor.

Project in Progress Particulars	Total	Project Cost	Admin. Expexses
D2 : Project Management Cost			
Advertisement & Promotion	70,641.0	0 -	70,641.00
Audit Fee	113,000.0	0 -	113,000.00
Casual Staff Salary	54,163.0	0 54,163.00	
Communication Expenses	32,612.1	3 32,612.13	
Construction Power	540,500.0	0 540,500.00	
Consultancy Expenses	6,967,200.0	0 6,967,200.00	
Consultancy Expense (Staff Qtr and Guest House)	169,500.0	0 169,500.00	
Donation	302.0	0 302.00	
Electricity Expenses (Site)	76,950.0	76,950.00	
Email & Internet	33,190.0	- 0	33,190.00
Fines and Penalty	37,522.6		37,522.68
Fuel Expenses	149,996.0	AND THE RESERVE THE PROPERTY OF THE PARTY OF	
Government Tax & Fees	177,168.0	1	177,168.00
Guest Entertainment	1,329,735.2	MARINE DE PROPERTO DE LA COMPANSION DE L	
Legal Fees	192,600.0		192,600.00
Local Conveyance Charge A/c	19,570.0	500	
Miscellenous Expenses	70,236.0		70,236.00
Mobile Expenses	4,600.0		
News Paper & Magazine	7,845.0		7,845.00
	11,755.		11,755.00
Office Expenses (HO) Office Expenses (Site)	300,844.		1000 F 1000 1000 1000 1000 1000 1000 10
Office Maintenance	114,619.		1
	1,950.		1,950.00
Postage and Courier Printing and Stationery (Site)	15,705.		A STATE OF THE STA
Control of the Contro	288,298.	TOTAL CONTRACTOR OF THE PARTY O	288,298.00
Printing & Stationary	32,000.	and the second s	32,000.00
Promotional Expenses Rent Expenses (HO)	630,790.		630,790.0
	196,555.	TOO I DECEMBED TO SERVICE A PARTY OF THE PAR	)
Rent Expenses (Site) Repair & Maintenance (Site)	32,904.		
Repair & Maintenance (Ster) Repair & Maintenance (Vehicle)	98,757.	The state of the s	
Repairs and Maintenance (Office)	47,952		47,952.6
Salary Expenses (Engineers & Project Staff)	7,146,400		
Short and Excess		.65) (0.65)	
	82,673		
Site Office Expenses Site Staff Allowance	1,822,453		
Site Travel Allowance	2,000		
	2,000		
Site Visit Expenses	5,198	.00 5,198.0	0
SMS Service Charges	3,255,065		
Social Mobilization	108,517		
Staff Amenities	8,999,710		
Staff Salary & Allowances Expenses	1,865		
Staff Welfare (Site)	39,486		39,486.1
Tax Expenses	19,186		19,186.0
Telephone Expenses	ALCO CONTRACTOR OF THE PARTY OF	0.00	210.6
Tiffin Expenses (HO)	23,238		
Tiffin Expenses (Site)	2,248,907		
Travelling Expenses			
Vehicle Maintenance	THE 157,909	9.60 157,909.6	00421

Water & Electricity