



रिलायन्स स्पिनिङ्ग मिल्स लिमिटेड



३२ औं वार्षिक साधारण सभा
वार्षिक प्रतिवेदन
आर्थिक वर्ष २०८२/८३

विषय सूची

प्रतिवेदनको बारेमा	५
सञ्चालक समिति	६
अध्यक्षको सन्देश	१०
वित्तीय झलकहरू	१२
कम्पनीको झलक	१६
हाम्रो दृष्टिकोण, प्रतिबद्धता तथा मूल्यमान्यता	१८
३२ वर्षको इतिहास	२०
उत्पादन विवरण	२७
स्पिन्डल र उत्पादन क्षमता	२८
अत्याधुनिक मेसिनरी, अन्तर्राष्ट्रिय गुणस्तर	३१
प्रमुख कच्चा पदार्थ	३५
ट्रेडमार्क तथा बौद्धिक सम्पत्ति	३६
धितोपत्रको प्रारम्भिक निष्काशन तथा सूचीकरण	३७
विश्व बजारमा हाम्रो उपस्थिति	३८
ऊर्जा सुरक्षा र लागत व्यवस्थापनतर्फ ठोस कदम	४०
जनशक्ति तथा मानव संसाधन व्यवस्थापन	४३
सम्मान तथा उपलब्धिहरू	५०
वातावरणीय दिगोपन	५३
संस्थागत सामाजिक उत्तरदायित्व (CSR)	५६
भावी योजना	५७
३२ औं वार्षिक साधारण सभा सम्बन्धी सूचना	५८
सञ्चालक समितिको प्रतिवेदन	६१
वित्तीय विवरणहरू	६८



प्रतिवेदनको बारेमा

यस प्रतिवेदनले आर्थिक वर्ष २०८२/८३ मा रिलायन्स स्पिनिङ्ग मिल्स लिमिटेडले हासिल गरेको व्यावसायिक, वित्तीय, सामाजिक र वातावरणीय उपलब्धिहरूलाई समेटेको छ । कम्पनी स्थापनाको ३२ वर्षको यात्रामा निर्माण भएको क्षमता, बजार, प्रविधि र नेतृत्वको विषयलाई यहाँ प्रस्तुत गरिएको छ । कम्पनीको सञ्चालक समितिद्वारा यस एकीकृत वार्षिक प्रतिवेदन, अन्य प्रतिवेदन तथा वित्तीय विवरण स्वीकृत गरिएको छ ।

सञ्चालक समिति



श्री पवन कुमार गोल्याण
अध्यक्ष

(संस्थापक शेयरधनी समूहतर्फबाट)



श्री शशि कान्त अग्रवाल
सञ्चालक

(संस्थापक शेयरधनी समूहतर्फबाट)





श्री अक्षय गोल्याण
प्रबन्ध सञ्चालक
(संस्थापक शेयरधनी समूहतर्फबाट)



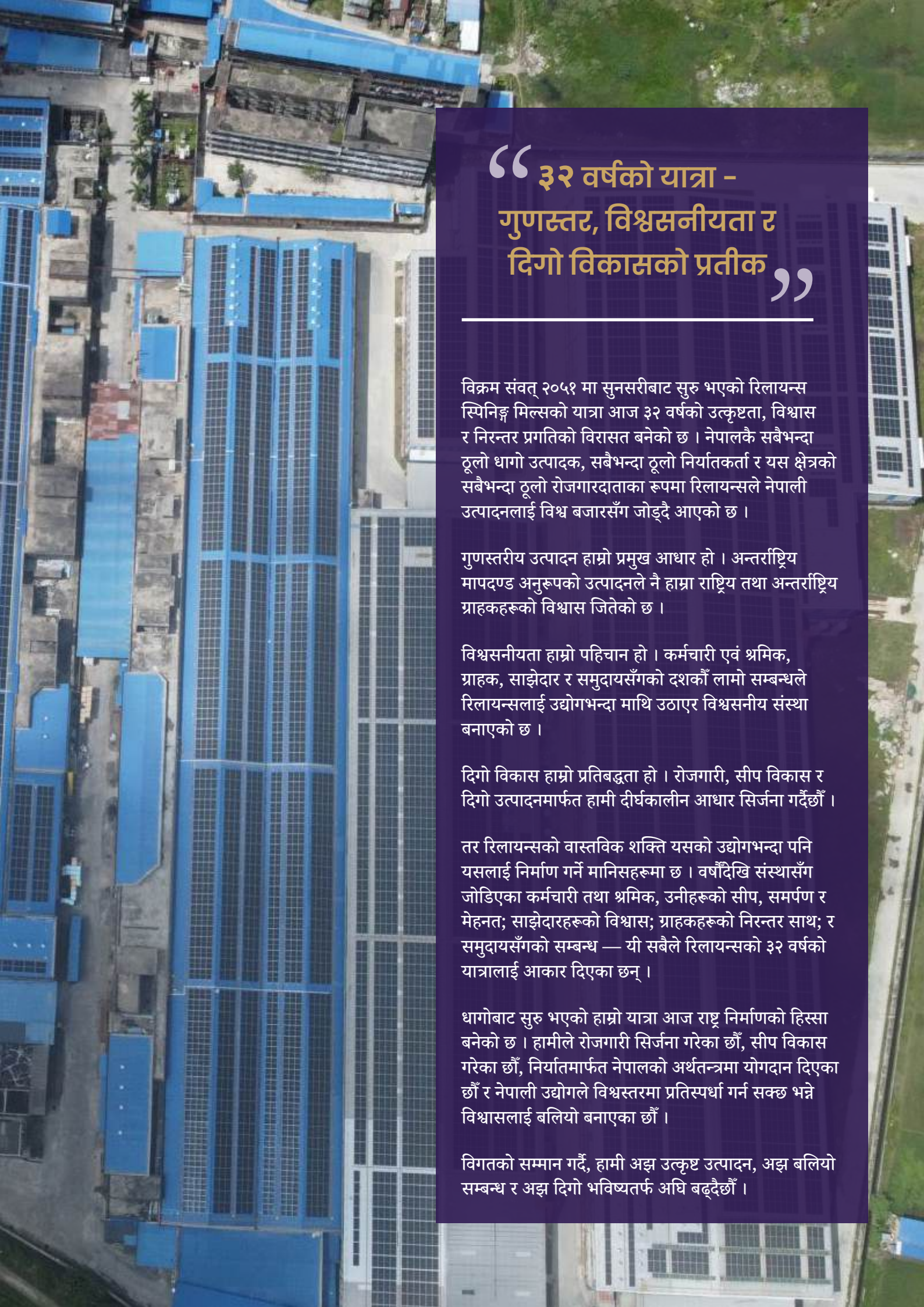
श्री हरिश्चन्द्र सुवेदी
स्वतन्त्र सञ्चालक



- **प्रधान कार्यालय:** काठमाडौं महानगरपालिका-२८, कमलादी, गणेशस्थान, काठमाडौं, बागमती प्रदेश ।
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“ ३२ वर्षको यात्रा - गुणस्तर, विश्वसनीयता र दिगो विकासको प्रतीक ”

विक्रम संवत् २०५१ मा सुनसरीबाट सुरु भएको रिलायन्स स्पिनिङ्ग मिल्सको यात्रा आज ३२ वर्षको उत्कृष्टता, विश्वास र निरन्तर प्रगतिको विरासत बनेको छ । नेपालकै सबैभन्दा ठूलो धागो उत्पादक, सबैभन्दा ठूलो निर्यातकर्ता र यस क्षेत्रको सबैभन्दा ठूलो रोजगारदाताका रूपमा रिलायन्सले नेपाली उत्पादनलाई विश्व बजारसँग जोड्दै आएको छ ।

गुणस्तरीय उत्पादन हाम्रो प्रमुख आधार हो । अन्तर्राष्ट्रिय मापदण्ड अनुरूपको उत्पादनले नै हाम्रा राष्ट्रिय तथा अन्तर्राष्ट्रिय ग्राहकहरूको विश्वास जितेको छ ।

विश्वसनीयता हाम्रो पहिचान हो । कर्मचारी एवं श्रमिक, ग्राहक, साझेदार र समुदायसँगको दशकौं लामो सम्बन्धले रिलायन्सलाई उद्योगभन्दा माथि उठाएर विश्वसनीय संस्था बनाएको छ ।

दिगो विकास हाम्रो प्रतिबद्धता हो । रोजगारी, सीप विकास र दिगो उत्पादनमार्फत हामी दीर्घकालीन आधार सिर्जना गर्दैछौं ।

तर रिलायन्सको वास्तविक शक्ति यसको उद्योगभन्दा पनि यसलाई निर्माण गर्ने मानिसहरूमा छ । वर्षौंदेखि संस्थासँग जोडिएका कर्मचारी तथा श्रमिक, उनीहरूको सीप, समर्पण र मेहनत; साझेदारहरूको विश्वास; ग्राहकहरूको निरन्तर साथ; र समुदायसँगको सम्बन्ध — यी सबैले रिलायन्सको ३२ वर्षको यात्रालाई आकार दिएका छन् ।

धागोबाट सुरु भएको हाम्रो यात्रा आज राष्ट्र निर्माणको हिस्सा बनेको छ । हामीले रोजगारी सिर्जना गरेका छौं, सीप विकास गरेका छौं, निर्यातमार्फत नेपालको अर्थतन्त्रमा योगदान दिएका छौं र नेपाली उद्योगले विश्वस्तरमा प्रतिस्पर्धा गर्न सक्छ भन्ने विश्वासलाई बलियो बनाएका छौं ।

विगतको सम्मान गर्दै, हामी अझ उत्कृष्ट उत्पादन, अझ बलियो सम्बन्ध र अझ दिगो भविष्यतर्फ अघि बढ्दैछौं ।



अध्यक्षको सन्देश

रिलायन्स स्पिनिङ्ग
मिल्स लिमिटेडको
३२ औं वार्षिक
साधारण सभामा
प्रस्तुत गरिएको
सञ्चालक समितिका
अध्यक्षज्यूको मन्तव्य :



नमस्कार !

रिलायन्स स्पिनिङ्ग मिल्स लिमिटेडको यस ३२ औं वार्षिक साधारण सभामा उपस्थित हुनुभएका सम्पूर्ण शेयरधनी महानुभावहरू, सञ्चालकहरू, अतिथि महानुभावहरू, कम्पनीका कर्मचारी साथीहरू लगायत उपस्थित सबैलाई म सञ्चालक समितिको तर्फबाट हार्दिक स्वागत तथा अभिवादन व्यक्त गर्न चाहन्छु ।

सूचीकृत कम्पनीको रूपमा आज हाम्रो यो पहिलो साधारण सभा हो । लामो समयको अवरोधका बावजुद कम्पनीले बुकबिल्डिङ विधिबाट शेयर निष्काशन गर्न सफल मात्र भएन, कम्पनीले जारी गर्न लागेको शेयरमा करिब ३० गुणा बढी आवेदन भरी आम लगानीकर्ताले कम्पनीको शेयर निष्काशन प्रक्रियामा उत्साहजनकरूपमा सहभागिता समेत जनाउनु भयो । तसर्थ, आजको यस सभालाई मैले कम्पनीको स्थापनाकाल देखिको ३२ वर्षको यात्रामा सबैभन्दा महत्वपूर्ण कोसेढुङ्गाको रूपमा लिएको छु ।

यस सभामा तपाईंहरू माझ उभि रहँदा मलाई कम्पनीको स्थापना कालको समय याद आईरहेको छ । नेपालले आर्थिक उदारीकरणको नीति अवलम्बन गरे पश्चात् मुलुकमा प्रशस्त सम्भावना बोकेको टेक्सटाइल तथा गार्मेन्ट उद्योग सञ्चालन गरी देशको आर्थिक विकास र रोजगारी सिर्जनामा योगदान पुऱ्याउने अभिप्रायले हामीले २०५१ सालमा सुनसरीको खनारमा २ युनिट र करिब ७५० कर्मचारी तथा श्रमिकहरूबाट यस उद्योगको सुरुवात गरेका थियौं । आज ३२ वर्ष पश्चात् हामी ९ वटा युनिट र डाइहाउस सहित खनार र दुहवी दुई स्थानमा उद्योग सञ्चालन गर्दै आएका छौं । हामीसँग १,३५० महिला समेत गरी करिब ३,२०० श्रमिक तथा कर्मचारी प्रत्यक्ष रोजगारीमा हुनुहुन्छ भने दशौं हजार जनालाई अप्रत्यक्ष रोजगारी दिन सफल भएका छौं । रिलायन्स मुलुककै सबैभन्दा ठूलो धागो उत्पादनकर्ता र निर्यातकर्ता उद्योगको रूपमा स्थापित हुन सफल भएको छ । यो सफलता कम्पनीको व्यवस्थापन र कर्मचारीको अथक मेहनत र प्रयासबाट प्राप्त भएको हो । आगामी दिनमा समेत कम्पनीले नयाँ सफलता हासिल गर्न सही मार्गदर्शन अपरिहार्य हुने हुँदा भविष्यमा समेत कम्पनीको प्रारम्भिक शेयर निष्काशन पश्चात् हामीसँग जोडिनु भएका शेयरधनीहरूको निरन्तर साथ र सहयोग प्राप्त हुने हाम्रो विश्वास रहेको छ ।

पछिल्लो दशकका केही विश्वव्यापी घटनाक्रमबाट सिर्जित अनिश्चितताका कारण उत्पादनमूलक उद्योगहरूको सञ्चालन चुनौतीपूर्ण बन्दै गइरहेको छ। मुद्रास्फीति, पेट्रोलियम पदार्थको उच्च मूल्यवृद्धि, र नेपाली रुपैयाँको अवमूल्यनले यसलाई थप जटिल बनाएका छन्। यी सबै चुनौतीका बावजुद पनि हामी आफ्नै भित्री क्षमता र स्थानीय समाधानमार्फत हरेक पटक भन्नै सफल बन्दै आएका छौं। कोभिड-१९ को समयमा विश्व अर्थतन्त्र नै ठप्प हुँदापनि कम्पनीले स्वास्थ्य तथा सुरक्षा मापदण्ड पूर्ण रूपमा पालना गर्दै उत्पादन निरन्तर राखी मुलुककै प्रमुख निर्यातकर्ताको रूपमा आफ्नो स्थान कायम राख्न सफल भयो। रुस-युक्रेन युद्ध र मध्यपूर्वको अस्थिरताले कच्चा पदार्थको मूल्य र आयात तथा तयारी धागो निर्यातमा थप जटिलता ल्यायो। यी चुनौतीका बावजुदपनि आर्थिक वर्ष २०८१/८२ को तुलनामा २०८२/८३ मा कम्पनीको कुल सञ्चालन आम्दानी, स्वदेशी र विदेशी बजार बिक्रीमा उल्लेखनीय वृद्धि भएको छ। कम्पनीको पछिल्लो आर्थिक वर्षको कुल कारोबार रु. १००० करोड माथि रहेको छ भने नेपालको कुल निर्यातमा हाम्रो २.५९ प्रतिशत योगदान रहेको छ। हाम्रा उत्पादनको ७०-८० प्रतिशत विदेशी बजारमा बिक्री हुने गरेको छ। यो सफलता हाम्रो दूरदर्शिता, निरन्तर परिश्रम र दृढ संकल्पकै परिणाम हो।

यस सफलतालाई आगामी दिनहरूमा पनि निरन्तरता दिने उद्देश्यका साथ कम्पनीले थप विस्तारको कार्य अगाडि बढाइरहेको छ। आईपीओ निष्काशनबाट प्राप्त पूँजी हामीले उद्योगको क्षमता विस्तार गर्ने कार्यमा लगानी गरिरहेका छौं, साथै नयाँ प्लान्ट विस्तारको लागि समेत तयारी गर्दै आएका छौं। यी क्षमता विस्तारका कार्यहरूको प्रतिफल आगामी समयमा प्राप्त हुने हामीले आशा गरेका छौं।

हामीले राष्ट्रिय स्तरमा हासिल गर्न चाहेका आर्थिक लक्ष्यहरू प्राप्त गर्न हाम्रो मुलुक र समाज सबै दृष्टिकोणले सुरक्षित रहन अपरिहार्य छ। नेपालले वर्षेनी जलवायु परिवर्तनले निम्त्याएको

प्राकृतिक प्रकोपको जोखिम सामना गर्दै आउनुपरेको छ। यसकै विकराल रूप हामीले हालै भोटेकोशी-त्रिशुलीमा गएको भीषण बाढीमा देख्यौं। उक्त विनाशकारी विपद्मा ज्यान गुमाउनुहुने सबैप्रति म यही मञ्चबाट हार्दिक समवेदना प्रकट गर्दछु, र शोकसन्तप्त परिवारजनलाई यो पीडा सहने धैर्य र शक्ति मिलोस् भन्ने कामना गर्दछु।

बाढी-पहिरोबाट प्रभावित परिवारहरूको राहत तथा पुनर्स्थापनामा सहयोग पुर्याउने उद्देश्यले कम्पनीले प्रधानमन्त्री दैवी प्रकोप उद्धार कोषमा रु. १,००,००,०००/- (एक करोड) योगदान गरेको छ। साथै, आगामी दिनमा समेत राज्यलाई आवश्यकता पर्दा थप सहयोग गर्ने प्रतिबद्धता व्यक्त गर्न चाहन्छु। यसका अतिरिक्त, कम्पनीले आफ्नो सामाजिक उत्तरदायित्व स्वरूप थप कार्यहरू विस्तार गर्ने लक्ष्य लिएको छ। समाजकै सहयोगमा आज हामीले यो मुकाम हासिल गरेका हौं, र यो उपलब्धि समाजका अन्य सदस्यसँग साझा गर्नु नै हाम्रो कर्तव्य ठान्दछौं।

अन्त्यमा, कम्पनी र यसको भविष्यमा विश्वास गरी विभिन्न तरिकाबाट योगदान पुर्याउनुहुने सम्पूर्ण शेयरधनी महानुभावहरू, कम्पनीमा कार्यरत कर्मचारीहरू, औद्योगिक क्षेत्रका स्थानीय बासिन्दाहरू, सेबोन, नेप्से लगायत सम्बद्ध सरकारी तथा गैर-सरकारी संस्थाहरू लगायत सबैलाई हृदयदेखि नै धन्यवाद व्यक्त गर्न चाहन्छु। तपाईंहरू सबैको साथ र सद्भावले नै यस कम्पनीलाई थप उचाइमा पुर्याउने विश्वास लिएको छु।

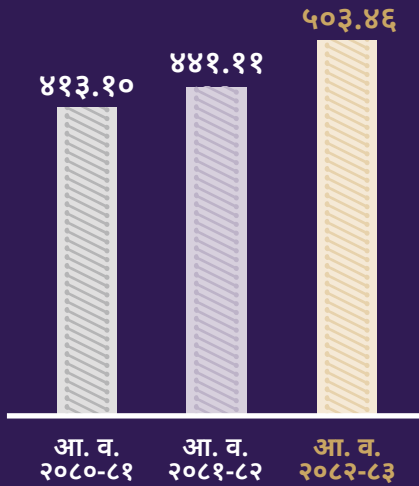
धन्यवाद।

पवन कुमार गोल्याण
अध्यक्ष

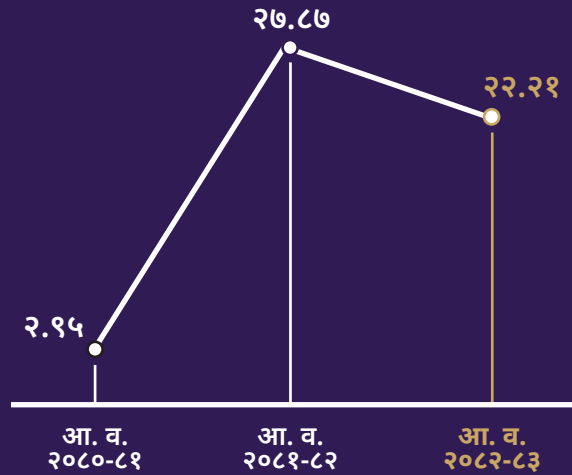


वित्तीय झलकहरू

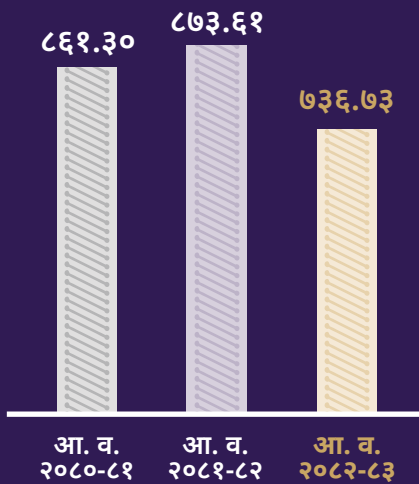
प्रति शेयर खुद सम्पत्ति (नेटवर्थ) (रु.)



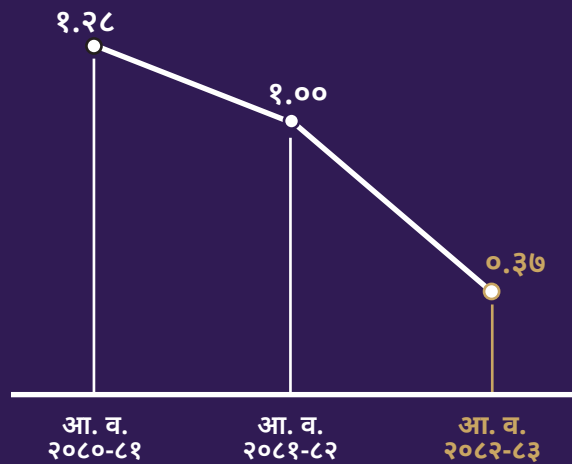
प्रति शेयर आम्दानी (रु.)



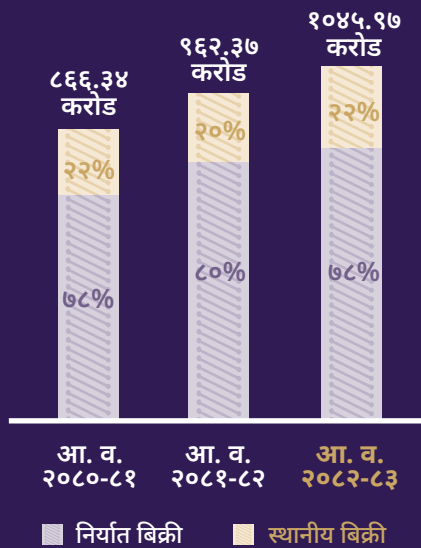
प्रति शेयर कुल सम्पत्ति मूल्य (रु.)



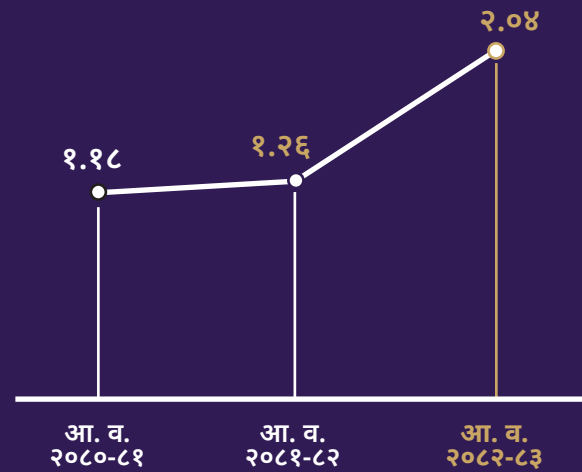
ऋण/पूँजी अनुपात (गुणा)



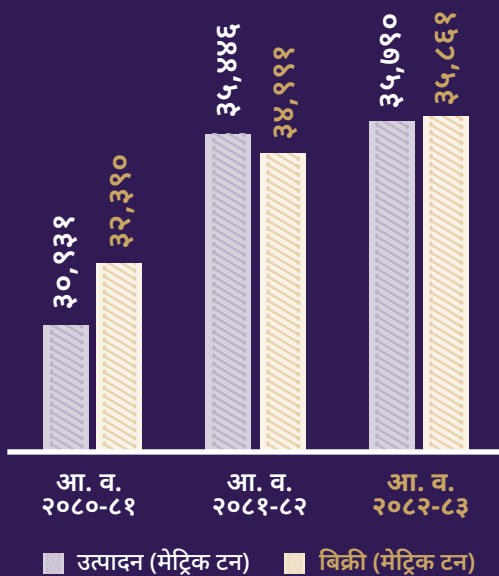
बजारअनुसार बिक्री आम्दानीको विवरण



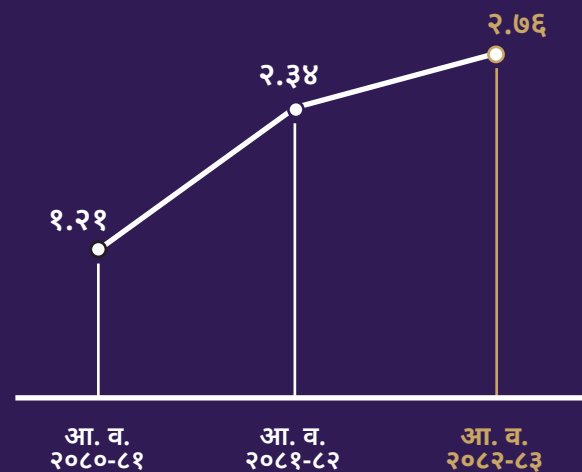
चालु अनुपात (गुणा)



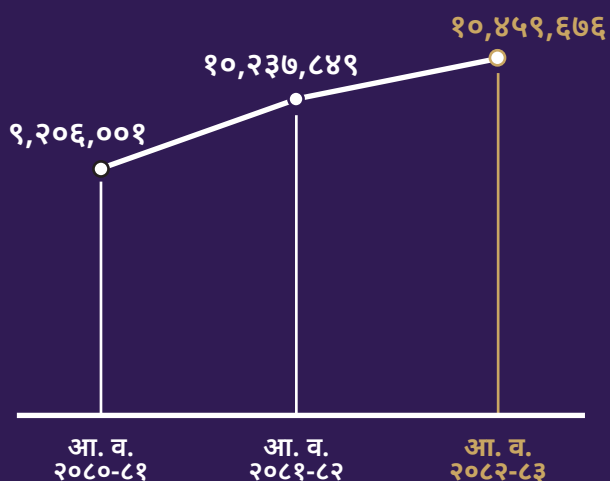
उत्पादन तथा बिक्री



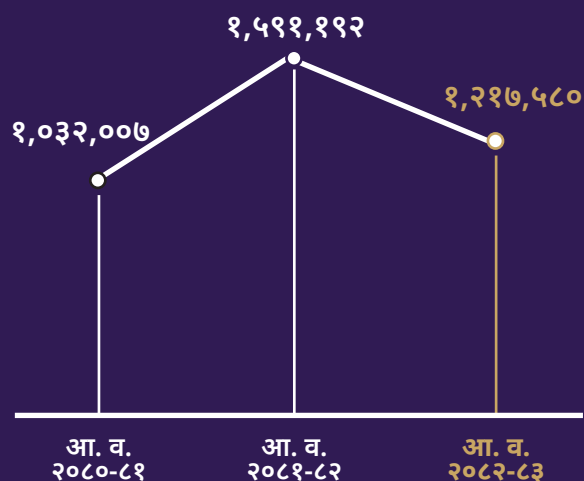
ब्याज भुक्तानी क्षमता अनुपात



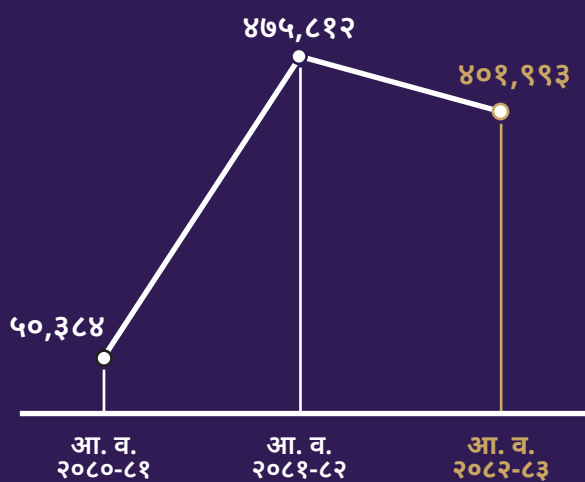
कुल आम्दानी (रु हजारमा)



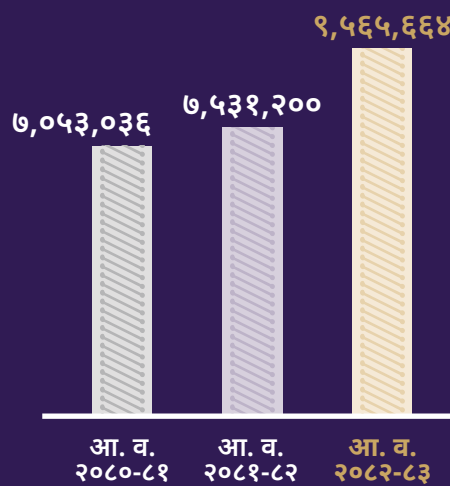
ब्याज, कर तथा हासकट्टी पूर्वको नाफा (EBITDA) (रु हजारमा)



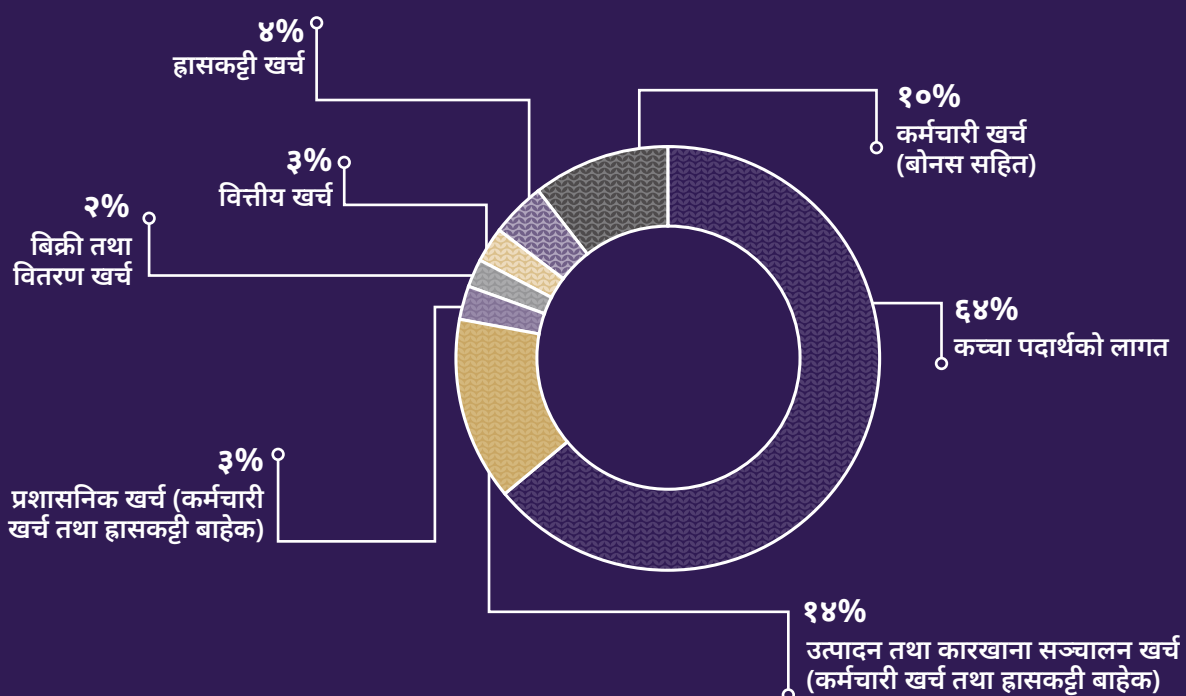
करपछिको खुद नाफा (रु हजारमा)



कुल पूँजी (रु. हजारमा)



खर्चको विवरण आ. व . २०८२-८३



कम्पनीको झलक

रिलायन्स स्पिनिङ्ग मिल्स लिमिटेड नेपालको सबैभन्दा ठूलो धागो (यार्न) उत्पादक, सबैभन्दा ठूलो निर्यातकर्ता तथा यस क्षेत्रको सबैभन्दा ठूलो रोजगारदाता औद्योगिक प्रतिष्ठान हो । वि.सं. २०५१ (सन् १९९४) मा स्थापित यस कम्पनीले सुनसरीको खनार र दुहवीस्थित २ शाखा र ९ युनिटमार्फत पोलिस्टर, भिस्कोज, एक्रेलिक, कपास तथा यिनका विभिन्न मिश्रणका ग्रे, डाइड, मेलान्ज र textured धागो उत्पादन गर्दै आएको छ । ३२ वर्षको निरन्तर यात्रामा उत्पादन क्षमता विस्तार, प्रविधि उन्नयन र दिगो ऊर्जाको प्रयोगमार्फत कम्पनीले अन्तर्राष्ट्रिय गुणस्तरको धागो उत्पादन गर्दै नेपाली उद्योगलाई विश्व बजारसँग जोडेको छ ।





स्थापना मिति
२०५१/०१/२८
(कम्पनी दर्ता)



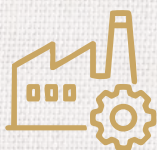
कारोबार सुरु गर्ने
इजाजत मिति
२०५२/०५/१९



मूल उद्योग दर्ता :
२०५१/१२/०६



शाखा उद्योग
'बी' उद्योग दर्ता :
२०६९/०४/०९



स्पिन्डल क्षमता
१,३५,५०४ स्पिन्डल



वार्षिक उत्पादन क्षमता
५०,१६३ मेट्रिक टन
(दैनिक करिब १३९.३४ मेट्रिक टन)



कुल कर्मचारी संख्या
३,१६०
(महिला कर्मचारी: १,३५०)



निर्यात अनुपात
कुल उत्पादनको करिब
७०-८० प्रतिशत



सौर्य ऊर्जा उत्पादन क्षमता
९.२ मेगावाट स्वउपयोग
(उद्योगको छतमाथि जडित
सौर्य प्रणाली)



धितोपत्र बजारमा सूचीकरण
मिति २०८२/११/०९



हाम्रो दृष्टिकोण, प्रतिबद्धता तथा मूल्यमान्यता

कानुनी स्वरूप



रिलायन्स स्पिनिङ्ग मिल्स लिमिटेड प्रचलित कम्पनी कानून बमोजिम मिति २०५१/०१/२८ मा संस्थापना भई (कम्पनी दर्ता नं. ६२/०५०/५१) हाल कम्पनी ऐन २०६३ को अधीनमा रही सञ्चालित सूचीकृत पब्लिक कम्पनी हो । यस कम्पनीले मिति २०५२/०५/१९ मा कारोबार सञ्चालनको इजाजत प्राप्त गरी निरन्तर कारोबार सञ्चालन गर्दै आएको छ ।

दृष्टिकोण



- विश्वस्तरीय तथा उच्च कार्यसम्पादनयुक्त संस्थाका रूपमा स्थापित भई उदाहरणीय मानक कायम गर्ने।
- दक्षता अभिवृद्धिसँगै हाम्रा उपभोक्ता, जनशक्ति र साझेदारहरूमा केन्द्रित रहने ।
- आत्मनिर्भर बन्ने, विश्वव्यापी चुनौतीहरूको सामना गर्ने र आत्मविश्वासका साथ अग्रसर रहने ।

ध्येय



- ग्राहकलाई उच्चतम स्तरको सेवा प्रदान गर्न निरन्तरता, इमानदारी र प्रतिबद्धतालाई प्रवर्द्धन गर्ने ।
- नवीनतम प्रविधिको निरन्तर अवलम्बन, उत्पादकत्वको उच्चतम स्तर कायम तथा ग्राहकहरूलाई गुणस्तरीय उत्पादन उपलब्ध गराउँदै सम्पूर्ण हितधारकहरूमाथि सकारात्मक प्रभाव सिर्जना गर्ने ।

हाम्रो प्रतिबद्धता



अन्तर्राष्ट्रिय स्तरको गुणस्तरयुक्त धागो उत्पादन र ग्राहक सन्तुष्टिलाई सर्वोच्च प्राथमिकता दिने ।



नवीनतम प्रविधि र अनुसन्धान-विकासमार्फत उत्पादन क्षमता र दक्षता निरन्तर अभिवृद्धि गर्ने ।



सौर्य ऊर्जा तथा वातावरणमैत्री उत्पादन प्रक्रियामार्फत दिगो औद्योगिक अभ्यासलाई प्रवर्द्धन गर्ने ।



कर्मचारीको सीप विकास, सुरक्षित कार्यस्थल र समावेशी रोजगारीलाई प्रोत्साहन गर्ने ।



संस्थागत सामाजिक उत्तरदायित्वमार्फत समाजप्रतिको दायित्व पूरा गर्ने ।



पारदर्शी सुशासन र शेयरधनीहरूको हितलाई केन्द्रमा राखी संस्थागत निर्णय गर्ने ।

नेतृत्व

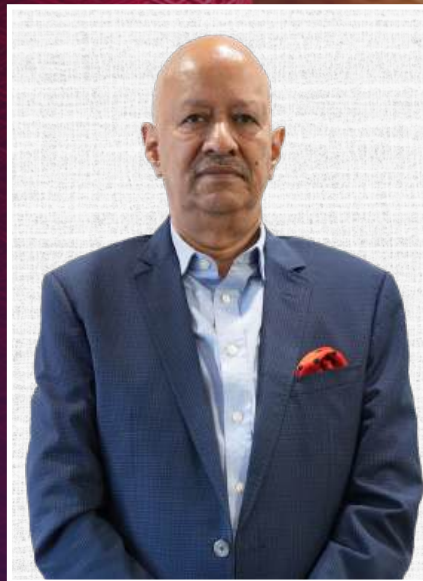
रिलायन्सको ३२ वर्षे यात्राको सुदृढ आधार श्री पवन कुमार गोल्याण र श्री शशि कान्त अग्रवालको दूरदर्शी नेतृत्वमा निर्माण भएको हो । सानो कताइ उद्योगबाट सुरु भएको यात्रालाई उहाँहरूको संयुक्त नेतृत्व, उच्च व्यवस्थापकीय क्षमता र अटल प्रतिबद्धताले नेपालकै सबैभन्दा ठूलो धागो उत्पादक तथा निर्यातकर्ता उद्योगसम्म पुऱ्यायो । आजको रिलायन्स उहाँहरूकै सपना र परिश्रमको प्रतिफल हो ।

सोही गौरवमय विरासतलाई नयाँ उचाइमा पुऱ्याउँदै विगत ८ वर्षदेखि युवा प्रबन्ध सञ्चालक श्री अक्षय गोल्याणको नेतृत्वमा कम्पनीले आफ्नो इतिहासकै सबैभन्दा तीव्र प्रगति हासिल गरेको छ । यस अवधिमा उत्पादन क्षमता विस्तार, कीर्तिमानी बिक्री, सौर्य ऊर्जा उत्पादन प्रणाली जडान, प्रारम्भिक निष्कासन सम्पन्न गरी नेपाल स्टक एक्सचेन्जमा सूचीकरण जस्ता ऐतिहासिक उपलब्धि हासिल भएका छन् । राष्ट्रिय अर्थतन्त्रमा पुऱ्याएको योगदानको कदरस्वरूप नेपाल सरकारले उहाँलाई महत्वपूर्ण व्यावसायिक व्यक्ति (CIP) बाट सम्मानित गरेको छ ।

संस्थापकहरूको अनुभव र युवा नेतृत्वको ऊर्जाको यही संगमले रिलायन्सलाई भविष्यतर्फ अझ आत्मविश्वासका साथ अघि बढाइरहेको छ ।



श्री पवन कुमार गोल्याण
अध्यक्ष/संस्थापक



श्री शशि कान्त अग्रवाल
सञ्चालक/संस्थापक



श्री अक्षय गोल्याण
प्रबन्ध सञ्चालक/संस्थापक



स्थापनादेखि हालसम्मको यात्रा ३२ वर्षको इतिहास



२०५१

गोल्याण समूह र मालीराम शिवकुमार (एमएस) समूहको संयुक्त लगानीमा रिलायन्स स्पिनिङ्ग मिल्स लिमिटेडको स्थापना ।

उद्योग विभागबाट मूल उद्योगको रूपमा उद्योग दर्ता प्रमाणपत्र प्राप्त ।



२०५४

व्यावसायिक उत्पादन प्रारम्भ, सुरुवाती क्षमता ५,९६२ मेट्रिक टन ।

२०५२

कम्पनी रजिष्ट्रारको कार्यालयबाट कारोबार सञ्चालनको इजाजत प्राप्त ।

‘रिलायन्स’ लोगोको ट्रेडमार्क दर्ता सम्पन्न ।



२०६४

‘सयपत्री’ ब्रान्डमा धागो उत्पादनको ट्रेडमार्क दर्ता ।



प्रमुख उपलब्धि





२०६९

दुहवी, सुनसरीमा
शाखा उद्योग 'बी'
को स्थापना र थप
क्षमता विस्तार ।



२०८०

'Infinite'
ब्रान्डको
ट्रेडमार्क दर्ता ।



२०८२

बुक-बिल्डिङ विधिमाफत
प्रारम्भिक सार्वजनिक
निष्काशन (IPO) सम्पन्न
गरी नेप्सेमा सूचीकृत ।

२०७८

अत्याधुनिक जापानिज
प्रविधियुक्त Vortex
Spinning Plant
जडान गरी क्षमता विस्तार ।



२०८१

उद्योग परिसरमा ९.२ मेगावाट क्षमताको रुफटप सौर्य
ऊर्जा प्रणाली स्थापना — देशकै सबैभन्दा ठूलो
औद्योगिक वैकल्पिक ऊर्जा प्रणालीमध्ये एक ।

उद्योग विभागबाट थप पुँजी र क्षमता अभिवृद्धिको
स्वीकृति; उत्पादन विविधीकरण गरी वार्षिक क्षमता
५०,१६३ मेट्रिक टन पुर्याइएको ।





मूल उद्योग

इटहरी उप-महानगरपालिका-१२, खनार
सुनसरी, कोशी प्रदेश



वार्षिक उत्पादन क्षमता

४७,२८३

मेट्रिक टन



Open end सहित जम्मा

९ units

वर्षको **३६०** दिन,
दिनको **२४** घण्टा
— निरन्तर उत्पादन चक्र

शाखा उद्योग 'बी'

दुहवी नगरपालिका-३, दुहवी,
सुनसरी, कोशी प्रदेश



वार्षिक क्षमता

२,८८०

मेट्रिक टन





उत्पादन विवरण

हरेक कोनमा बुनिएको गुणस्तरको कथा

रिलायन्स स्पिनिङ्ग मिल्सको मुख्य उत्पादनहरू:



१००%

पोलिस्टर धागो



१००%

एक्रिलिक धागो



१००%

भिस्कोस धागो



पोलिस्टर/भिस्कोस धागो



पोलिस्टर/कटन धागो

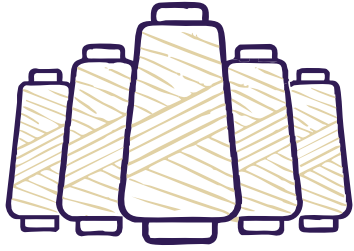


अन्य मिश्रण धागो

ग्राहकको माग अनुसार विभिन्न मिश्रण तथा रङ्गमा सिंगल र मल्टिफोल्ड धागो विभिन्न काउन्टमा तयार गरिने ।



स्पिन्डल र उत्पादन क्षमता



१,३५,५०४

स्पिन्डल

वार्षिक उत्पादन क्षमता

५०,१६३

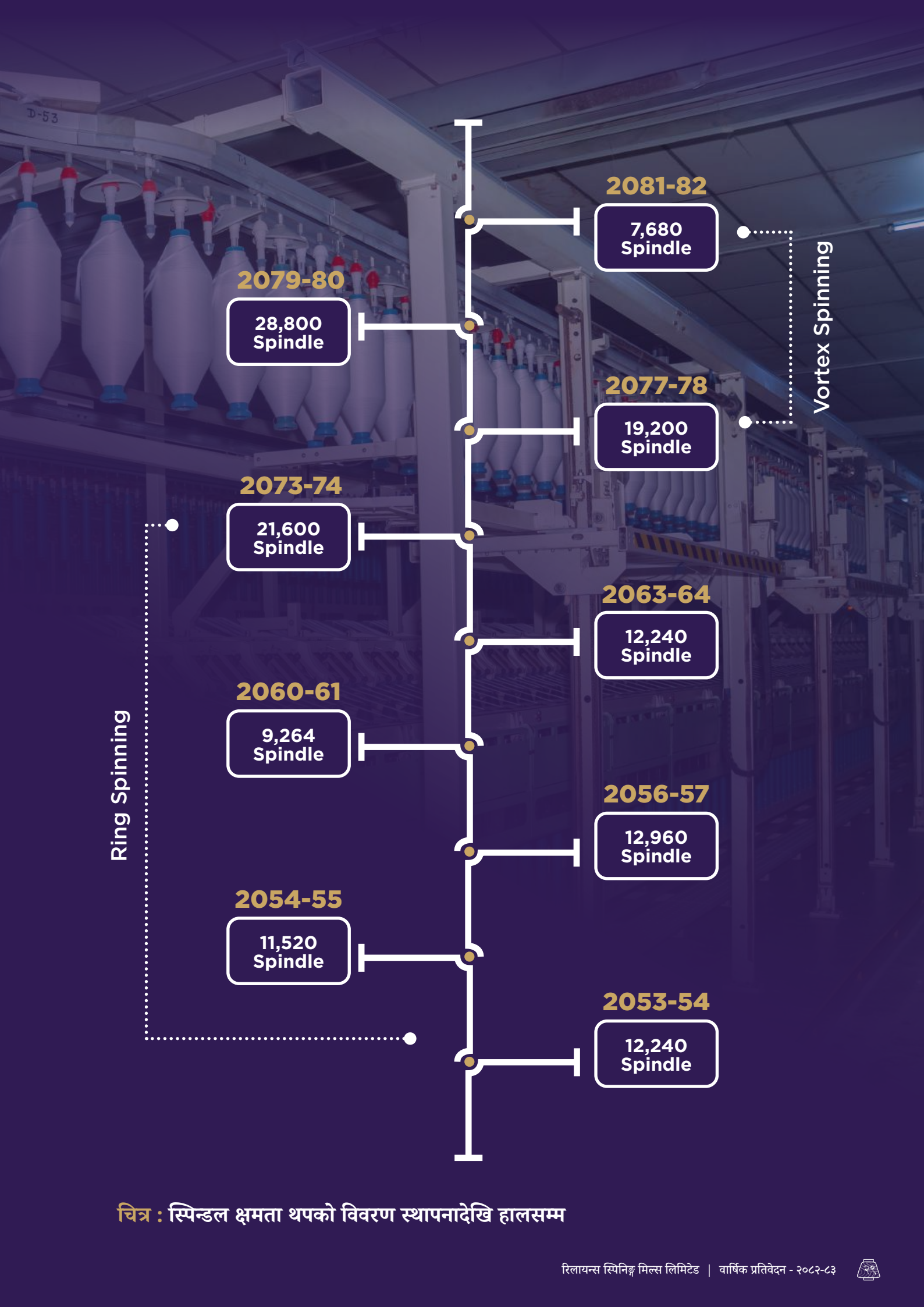
मेट्रिक टन

दैनिक उत्पादन क्षमता

१३९.३४

मेट्रिक टन





Ring Spinning

2079-80

28,800
Spindle

2073-74

21,600
Spindle

2060-61

9,264
Spindle

2054-55

11,520
Spindle

2081-82

7,680
Spindle

2077-78

19,200
Spindle

2063-64

12,240
Spindle

2056-57

12,960
Spindle

2053-54

12,240
Spindle

Vortex Spinning

चित्र : स्पिन्डल क्षमता थपको विवरण स्थापनादेखि हालसम्म



अत्याधुनिक मेसिनरी, अन्तर्राष्ट्रिय गुणस्तर

विश्वका प्रतिष्ठित मेसिनरी आपूर्तिकर्तासंगको साझेदारी



LMW Limited,
India



Veejaya Lakshmi Engineering,
India



Uster Technologies AG,
Switzerland



Murata Machinery Limited,
Japan



Peass Industrial Engineers,
India



Premier Evolvics,
India



Rieter AG,
Switzerland



Mylon Metallics,
India



Batliboy,
India



Savio Macchine Tessili SPA,
Italy



Aalidhara Engineers,
India



Luwa,
India

Testing Equipments

Sl. No.	Name of the testing equipment	Uses	Supplied by
1	USTER TESTER 6	To check yarn hairiness index, Yarn unevenness and Yarn imperfections	Uster, Switzerland
2	Premier IQ2	To check yarn hairiness index, Yarn unevenness and Yarn imperfections	Premier Evolvics, India
3	Twist tester	To check twist in yarn	Mag Solvics, India
4	Classimat	To check objectionable faults in final yarn package.	Premier Evolvics, India
5	Tensomaxx	To check single yarn strength, tenacity and elongation	Premier Evolvics, India
6	Eli Trash	To check trash in cotton	Mag Solvics, India
7	Electronic Lea Strength Tester	To check bundle yarn strength	Mag Solvics, India
8	Uster – HVI 1000	To check parameters of cotton	Uster, Switzerland
9	NATI	To check neps in blowroom and carding	Mesdan, Italy.

Quality monitoring and process support - systems

Sl. No.	Test Equipment	Uses	Supplied by
1	Uster yarn clearers	To detect any abnormality in yarn and to cut / block the faults.	Uster, Switzerland
2	Yarn conditioning machines	To add moisture and improve strength and elongation in the yarn.	Sieger, India
3	Blendomate	Ensure even blending of various fibers	LMW, India
4	Contamination sorter in Blowroom	To eject contamination in cotton	Loptex, Italy
5	Spectrophotometer	To check the shade matching and shade difference in fiber and yarn	Datacolor, Switzerland
6	Muratec Smart Support (MSS) in Vortex	To monitor production and quality data	Muratec, Japan

Certifications

BIS

By Bureau of Indian
Standards

Oeko-Tex

By Hohenstein,
Germany.



OEKO
TEX®



उद्योगमा रहेका प्रमुख मेसिनरीहरू

1. Blow Room	8. Two for One (TFO)
2. Carding & Waste Collection System	9. Yarn Conditioning
3. Draw Frame (Breaker/Finisher)	10. Humidification System
4. Speed Frame / Simplex	11. Dyeing Plant
5. Ring Frame / Vortex	12. Rotor Spinning Machine
6. Auto Coner	13. Miscellaneous Machines (Lap Former, Comber, Compressor)
7. Cheese/Cone Winding	14. Solar Plant (9.2 MW)

प्रमुख कच्चा पदार्थ

**Polyester
Fiber**

**Acrylic
Fiber**

**Viscose
Fiber**

**Cotton
Fiber**

**Partially
Oriented
Yarn (POY)**

**Fully Drawn
Yarn (FDY)**

**Allo
Fiber**

**Nylon
Fiber**

**Dyes and
Chemicals**

“ उद्योगको स्थापनाकालदेखि नै आवश्यक कच्चा पदार्थ स्वदेश तथा भारत, चीन, थाइल्यान्ड, इन्डोनेसिया, मलेसिया र अस्ट्रिया लगायतका मुलुकबाट आयात गरी गुणस्तरीय धागो उत्पादन गर्दै आएको छ । ”

ट्रेडमार्क तथा बौद्धिक सम्पत्ति



ट्रेडमार्क



दर्ता - मिति



प्रमाणपत्र संख्या



रिलायन्स

२०५२/१०/२८

११३७१/०५२

रिलायन्सको
लालीगुराँस

२०५२/१०/२८

२५,९४१

SAYAPATRI

२०६४/०८/०७

२५,७७०

Infinite

२०८०/०६/०६

०६०४५४



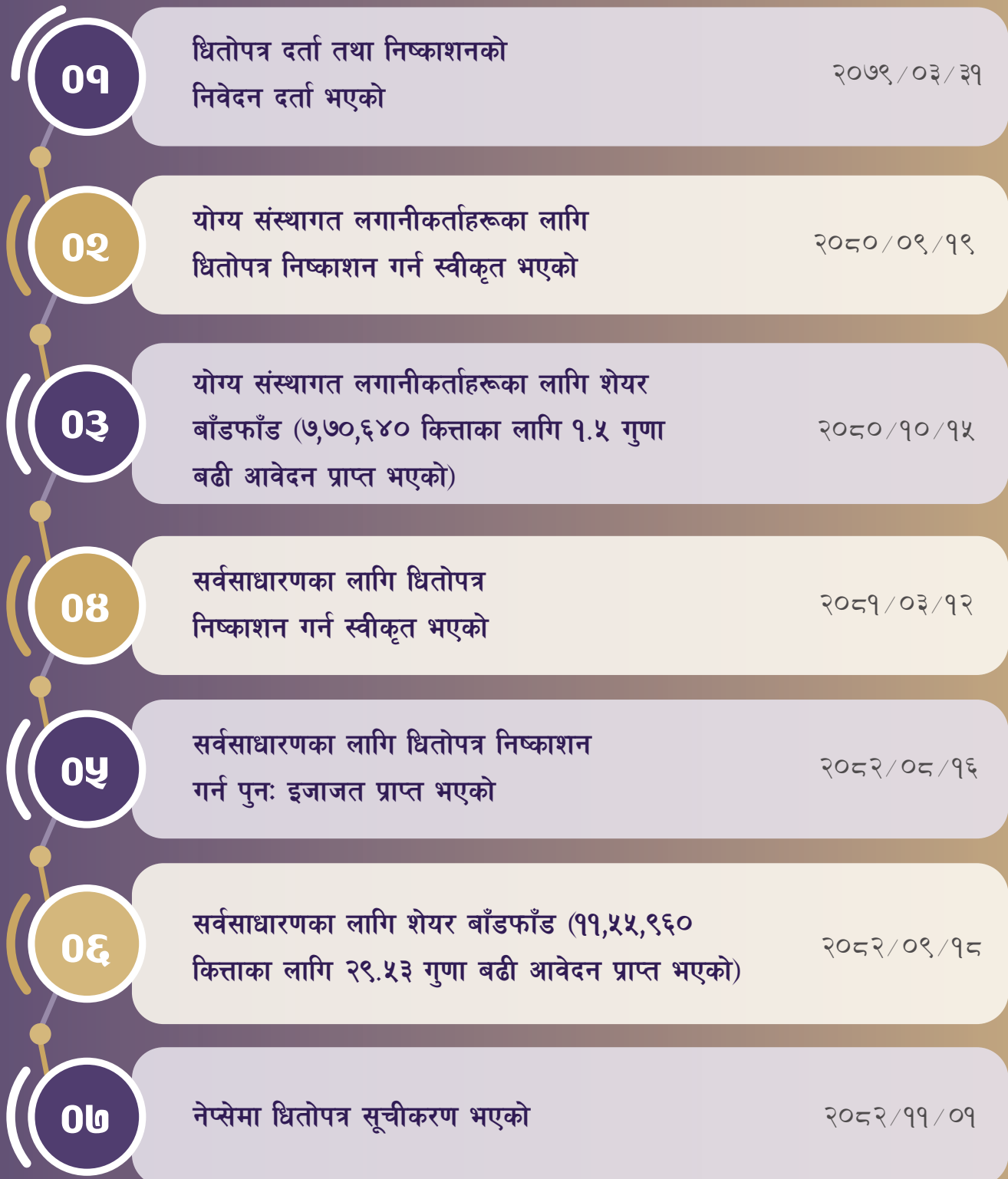
रिलायन्स

२०८२/०३/०४

०६९११७



धितोपत्रको प्रारम्भिक निष्काशन तथा सूचीकरण

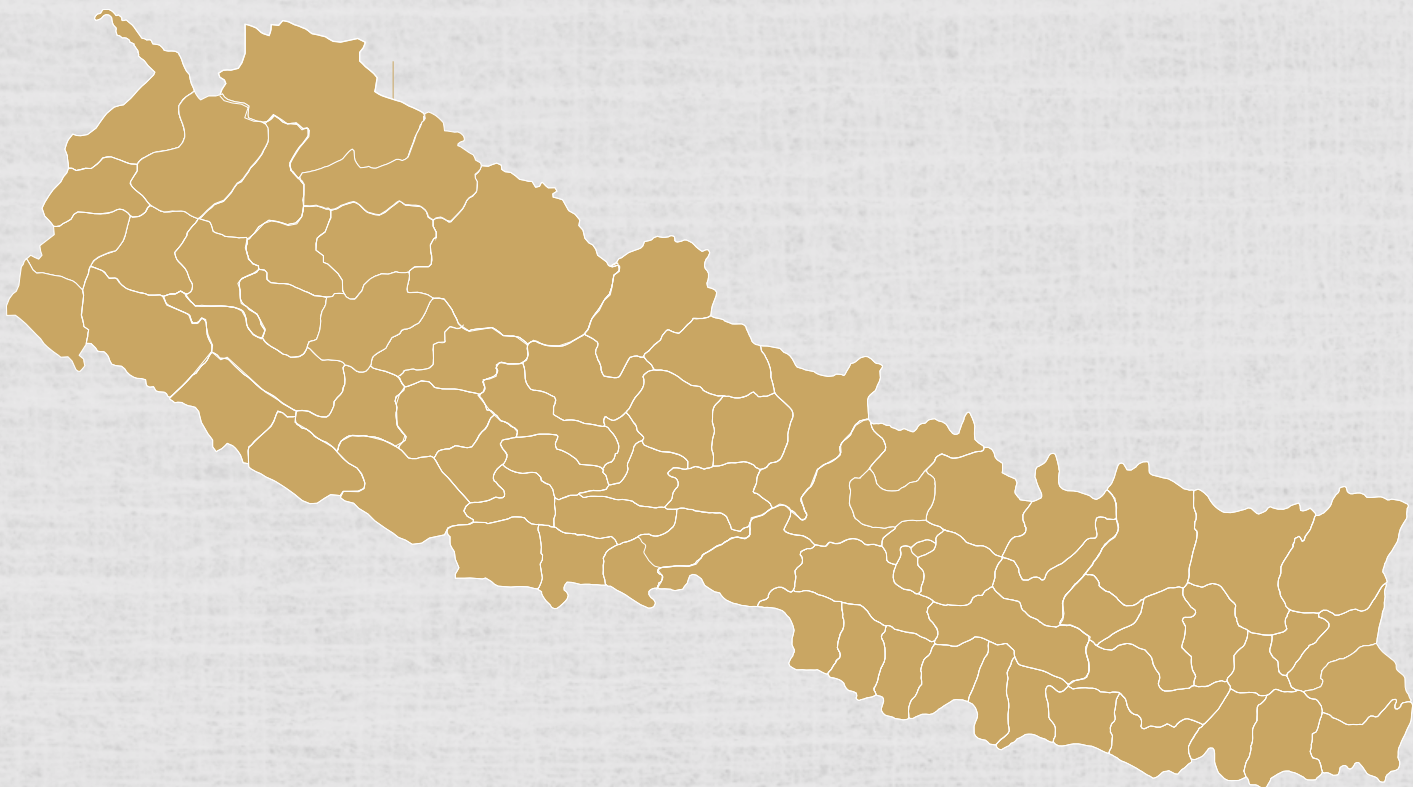




विश्व बजारमा हाम्रो उपस्थिति

राष्ट्रिय बजार

यस उद्योगको करिब २०-३० प्रतिशत उत्पादन स्थानीय बजारमा खपत हुने गरेको छ ।



मुलुकभित्रका प्रमुख खरिदकर्ता

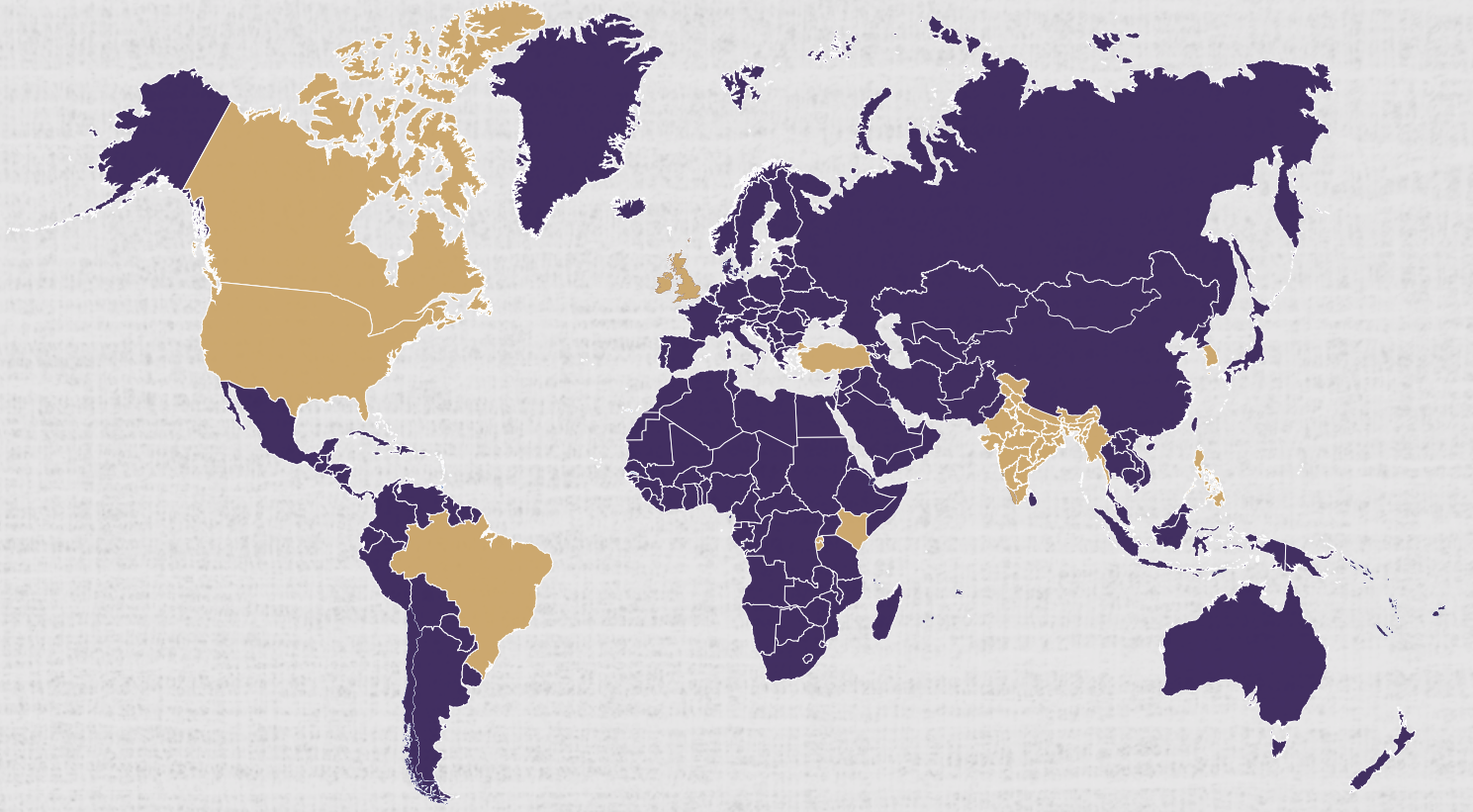
- प्रगति टेक्सटाइल इन्डस्ट्रिज प्रा.लि.
- पवन कुमार निकेश कुमार
- निष्पो इन्डस्ट्रिज प्रा.लि.
- जय जगदम्बा ट्रेडर्स
- गोयन्का ट्रेडर्स
- एभरेस्ट टेक्सटाइल इन्डस्ट्रिज प्रा.लि.
- ओभी इन्टरप्राइजेज
- शिव बाबा फ्याब्रिक्स प्रा. लि.
- दिपेश इम्पेक्स
- मास्टर फ्याब्रिक्स प्रा. लि.
- नेपाली सेना बहु व्यवसाय उद्योग
- किरण सुज मेनुफेक्चर्स



अन्तर्राष्ट्रिय बजार

यस उद्योगबाट उत्पादित धागोको करिब ७०-८० प्रतिशत हिस्सा भारत तथा तेस्रो मुलुकहरूमा निर्यात हुँदै आएको छ । आ. व. २०८२/८३ मा मुलुकको कुल निर्यातमा यस कम्पनीको करिब २.५९ प्रतिशत योगदान रहेको छ । (स्रोत: भन्सार विभाग, वैदेशिक व्यापारको तथ्यांक)

विश्वव्यापी पहुँच



भारतस्थित खरिदकर्ता कम्पनीहरू

- मङ्गलम यार्न एजेन्सिज
- चिरंजिलाल यार्न्स प्रा. लि.
- त्रिमूर्ति होजियरी मिल्स प्रा.लि.
- साइन स्टार
- मालिमल सन्तमल एण्ड कम्पनी प्रा.लि.
- सीएमल यार्न्स LLP
- श्रीनाथ कटन कम्पनी
- एकेडीके एजेन्सीज
- रिद्धी सिद्धी इन्टरप्राइजेज
- गोयल यार्न एजेन्सी

तेस्रो मुलुकस्थित खरिदकर्ता कम्पनीहरू

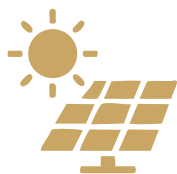
- Inter Tekstil Tic. Ltd., Turkey
- Lipik Ithalat Ve Dahili Tic Ltd, Turkey
- Seher Mensucat Tekstil Sanayi Ve Ticaret Anonim Sirketi, Turkey
- Ersat Tekstil Konfeksiyon San Ve Tic Ltd, Turkey
- Globteks Iplik San. Tic. Ltd., Turkey
- Fistas Fantazi Iplik Sanayi Ve Ticaret A.S., Turkey
- Sayim Ezer, Turkey
- Ozdemir Export Import Kumas Tekstil San Ve Tic Ltd, Turkey
- Hong Hu Textile Industries Limited, Hong Kong
- The Bridge International, South Korea



ऊर्जा सुरक्षा र लागत व्यवस्थापनतर्फ ठोस कदम

स्व-उत्पादन, स्व-उपभोग र ऊर्जा सुरक्षा

दैनिक तीन सिफ्टमा, चौबीसै घण्टा नरोकिने हाम्रो उत्पादनका लागि विद्युतको निरन्तर र निर्बाध उपलब्धता आधारभूत आवश्यकता हो । नेपाल विद्युत प्राधिकरणबाट १४ मेगावाट खपत गर्ने स्वीकृति पाए तापनि सुक्खा याममा विद्युत आपूर्ति न्यून हुन जाँदा उद्योग संचालनमा आंशिक प्रभाव परेकाले यसको दीर्घकालीन समाधानका रूपमा कम्पनीले आफ्नै कारखाना परिसरको छतमाथि ९.२ मेगावाट क्षमताको सौर्य ऊर्जा प्रणाली संचालनमा ल्याएको छ । यो मुलुककै सबैभन्दा ठूलो स्वउपभोगमूलक (Captive) सौर्य ऊर्जा प्रणाली हो ।



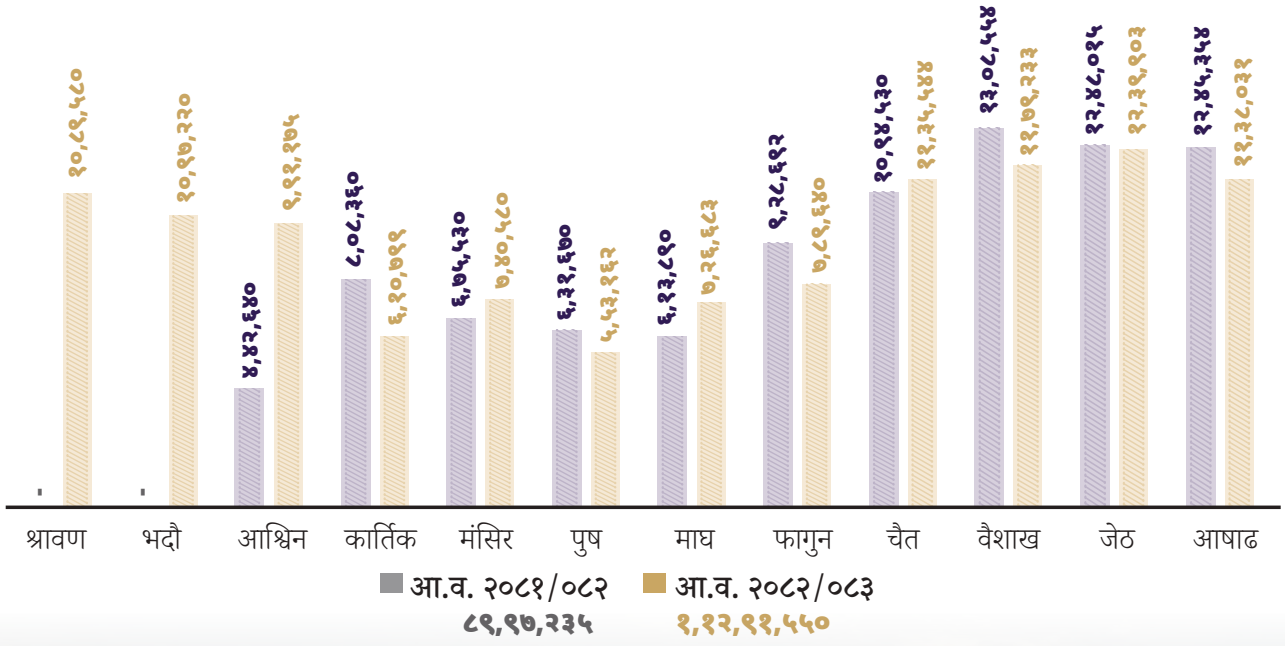
“कुल वार्षिक विद्युत ऊर्जा खपतको करिब १३ प्रतिशत ऊर्जा सौर्य ऊर्जा प्रणालीबाट परिपूर्ति भइरहेको छ ।”



“कम्पनीले वार्षिक करिब
५,७८९ मेट्रिक टन कार्बन
डाइअक्साइड (CO_2)
उत्सर्जन घटाई आफ्नो
कार्बन फुटप्रिन्ट न्यूनीकरण
गरेको छ ।”



मासिक ऊर्जा उत्पादन विवरण:



जनशक्ति तथा मानव संसाधन व्यवस्थापन

यस उद्योगमा हाल ३,१६० कर्मचारी तथा
श्रमिक कार्यरत रहेका छन्, जसमध्ये १,३५०
महिला रहेका छन् । साथै, उद्योगले दशौं हजार
अप्रत्यक्ष रोजगारी समेत सिर्जना गरिरहेको छ ।



जनशक्ति संरचना
४२% ५८%





कर्मचारी कल्याण सुविधाहरू

कम्पनीले आफ्ना कर्मचारीलाई परिवारका सदस्यका रूपमा हेर्ने संस्कृति विकास गरेको छ । यो भावना नारामा मात्र सीमित नरहेर कारखाना परिसरकै दैनिक जीवनमा प्रतिबिम्बित हुन्छ । एउटी आमाले काम गर्दागर्दै आफ्नो बच्चालाई नजिकै राख्न पाउनु, कामदारको छोराछोरीले कक्षा १२ सम्म पढ्ने अवसर पाउनु, र बिरामी पर्दा तुरुन्तै उपचार पाउनु — यी साना तर महत्वपूर्ण कुराहरूले नै यस संस्थालाई घर जस्तो बनाएका छन् ।

“मेसिनको
आवाजभन्दा ठूलो,
मानवताको धड्कन”

उद्योगले उपलब्ध गराएको सेवा तथा सुविधाहरू

महिला कर्मचारीका लागि आराम गृह र स्तनपान कक्ष (Breastfeeding Room) ।



साना बालबालिकाका लागि दिवा स्याहार केन्द्र (Day-care Centre) ।



बाल उद्यान तथा व्यायाम स्थल ।



क्यान्टिन/सहुलियतपूर्ण भोजन व्यवस्था ।



एम्बुलेन्स सेवा र स्वास्थ्यकर्मीको नियमित उपलब्धता ।



कर्मचारी कल्याण कोष मार्फत विभिन्न सुविधाहरु ।



उद्योग परिसर भित्रै बैंकिंग तथा ATM सुविधा ।



कर्मचारी तथा श्रमिकका छोराछोरीका लागि कक्षा १० सम्म शैक्षिक सामग्री व्यवस्थापन तथा कक्षा ११-१२ लाई शिक्षामा छात्रवृत्ति व्यवस्था ।



बालबालिकाका लागि विद्यालय लैजान ल्याउनका लागि बसको व्यवस्था ।



कर्मचारी तथा श्रमिकका लागि आवासको सुविधा ।



उद्योग परिसरभित्र स्थापित मन्दिर ।





कर्मचारी प्रोत्साहन

कार्यरत सम्पूर्ण श्रमिक तथा कर्मचारीहरू मध्येबाट आफ्नो कार्यमा अनुशासनपूर्वक उत्कृष्ट प्रदर्शन गर्दै, कठिन परिस्थितिमा पनि निष्ठापूर्वक समर्पण गरी सबैको लागि प्रेरणादायी काम गर्ने र संस्थाको सफलतामा उल्लेखनीय योगदान गर्ने श्रमिक, कर्मचारीहरूलाई "एम्प्लोई अफ द मन्थ" (Employee of the Month) छनोट गरी सम्मान गर्दै आएको छ ।



निःशुल्क स्वास्थ्य शिविर

विभिन्न मेडिकल कलेज तथा अस्पतालहरूसँगको सहकार्यमा, मिल्समा कार्यरत श्रमिक तथा कर्मचारीहरूलाई लक्षित गरी समय-समयमा निःशुल्क स्वास्थ्य शिविरहरू सञ्चालन गर्दै आएको छ, जसमा ती संस्थाहरूको प्राविधिक सहयोगमा कर्मचारीहरूको स्वास्थ्य परीक्षण गरिन्छ ।



खेलकुद सप्ताह

कर्मचारीहरूको शारीरिक स्वास्थ्य र सामूहिक हौसला बढाउने उद्देश्यले, यस उद्योगमा वार्षिक रूपमा खेलकुद सप्ताहको आयोजना गरिन्छ, जसअन्तर्गत छोटो दौड (१०० मिटर, पुरुष तथा महिला), लामो दौड (पुरुष तथा महिला), साइकल स्लो रेस (पुरुष तथा महिला), क्रिकेट, फुटबल र घ्याइला फोड जस्ता विभिन्न प्रतिस्पर्धात्मक तथा मनोरञ्जनात्मक खेलहरू सञ्चालन गरिन्छन् । यस्ता खेलकुद गतिविधिहरूले कर्मचारीहरूबीच स्वस्थ प्रतिस्पर्धाको भावना विकास गर्नुका साथै आपसी सद्भाव र टिम भावनालाई समेत सुदृढ बनाएको छ ।





तालिम तथा प्रशिक्षणः

कार्यस्थलमा नै उद्योगका कर्मचारी तथा श्रमिकहरूलाई आधारभूत तालिमको व्यवस्था गरिएको छ । दक्ष प्रशिक्षकहरू बाट प्रयोगात्मक तथा सैद्धान्तिक तालिम प्रदान गरी दक्ष जनशक्ति तयार पारी कार्यस्थलमा नै रोजगारी समेत प्रदान गर्दै आएको छ । यस आ. व. मा करिब १,६५० जना कर्मचारी तथा श्रमिकहरूले आधारभूत तथा विशिष्टीकृत तालिम प्राप्त गरेका छन् ।

सुरक्षा सम्बन्धी तालिमहरू

कर्मचारीको सुरक्षा र सजगतालाई प्राथमिकतामा राख्दै जोखिम मूल्याङ्कन (Risk Assessment) र अग्नि सुरक्षा (Fire Safety) सम्बन्धी तालिमहरू नियमित रूपमा सञ्चालन गरिन्छ । यसैगरी, सामाजिक उत्तरदायित्वको भावनाले प्रेरित भई रक्तदान कार्यक्रमहरूमा समेत सक्रिय सहभागिता रहने गरेको छ ।



गत तीन दशकभन्दा बढीको अवधिदेखि यस उद्योग निर्वाद रूपमा सञ्चालित हुँदै आएको छ । यस अवधिमा कहिल्यै श्रम हड्ताल, प्रदर्शन वा गम्भीर कर्मचारी असन्तुष्टिको सामना गर्नुपरेको छैन, जसले यसलाई नेपालकै सबैभन्दा श्रमिकमैत्री (Labour-friendly) औद्योगिक प्रतिष्ठानको रूपमा स्थापित गरेको छ ।

“तीन दशक,
एउटै विश्वास”





नेपाल सरकार, उद्योग, वाणिज्य तथा आपूर्ति
मन्त्रालयबाट भारततर्फको निकासीमा सर्वाधिक
योगदान पुऱ्याएबापत प्रबन्ध सञ्चालक
श्री अक्षय गोल्याणलाई
महत्वपूर्ण व्यावसायिक व्यक्ति (CIP) अवार्ड

सम्मान तथा उपलब्धिहरू



नेपाल सरकार, उद्योग, वाणिज्य तथा आपूर्ति मन्त्रालय

- मिति २०७६/१०/२८ — अध्यक्ष श्री पवन कुमार गोल्याण र प्रबन्ध सञ्चालक श्री अक्षय गोल्याणलाई निर्यात व्यापारमा सर्वाधिक निकासी गरी राष्ट्रिय अर्थतन्त्रमा योगदान पुर्याएबापत "महत्वपूर्ण व्यावसायिक व्यक्ति (CIP)" अवार्ड

नेपाल सरकार भन्सार विभाग

- मिति २०७६ (२६ जनवरी २०२०) — ६८औं अन्तर्राष्ट्रिय भन्सार दिवसको अवसरमा निकासी व्यापारमा योगदानबापत कदर पत्र
- मिति २०८०/१०/१२ — भन्सार कार्यालय, विराटनगरबाट सर्वाधिक मूल्यको सामान निकासीबापत प्रशंसा पत्र

सामाजिक सुरक्षा कोष

- मिति २०७९/०८/११ — ५औं सामाजिक सुरक्षा दिवसमा सर्वाधिक योगदान गर्ने रोजगारदाता कम्पनीबापत प्रशंसा पत्र
- मिति २०८०/०८/११ — ६औं सामाजिक सुरक्षा दिवसमा उत्पादन क्षेत्रको उत्कृष्ट रोजगारदाता कम्पनीबापत प्रशंसा पत्र

नेपाल उद्योग परिसंघ

- मिति २०७४/४/६, २०७५/१२/२४, २०७८/०४/०६ र २०७९/०४/०८ — तेस्रो मुलुकमा निर्यात प्रवर्द्धनबापत कदर पत्र (४ पटक)
- मिति २०८२/०३/२४ — भारततर्फ निकासीबाट अर्थतन्त्रमा योगदानबापत कदर पत्र
- मिति २०८३/०२/२२ - भारततर्फ निकासीबाट अर्थतन्त्रमा योगदानबापत कदर पत्र

नेपाल समुद्रपार निकासी पैठारी संघ

- मिति २०७३/११/२५ — भारतमा सर्वाधिक सामान निकासीबापत सम्मान पत्र
- मिति २०७९/०५/१० — सर्वाधिक रोजगारी प्रदायकबापत सम्मान पत्र
- मिति २०८१/१०/०७ — सर्वाधिक रोजगारी प्रदायकबापत सम्मान पत्र
- मिति २०८१/१०/०७ — रु. १०० करोडभन्दा माथिको उच्च निर्यातबापत सम्मान पत्र

कोशी प्रदेश सामाजिक विकास मन्त्रालय

- मिति २०८२/०३/२४ — विदेशबाट फर्केका व्यक्तिहरूलाई अधिकतम रोजगारी प्रदान गरेबापत सम्मान पत्र

वातावरणीय दिगोपन

सौर्य ऊर्जाबाट वैकल्पिक विद्युतको व्यवस्था

यस कम्पनीले सौर्य ऊर्जा जडान गरी उद्योगलाई आवश्यक पर्ने विद्युत सौर्य ऊर्जा उत्पादन गरी उपभोग गरिरहेको छ । जसबाट विद्युत लागत न्यूनीकरण तथा कार्बन उत्सर्जन न्यूनीकरण गर्न समेत गरिरहेको छ ।





प्रारम्भिक वातावरणीय परीक्षण (Initial Environmental Examination – IEE)

प्रारम्भिक वातावरणीय परीक्षण (Initial Environmental Examination – IEE) मार्फत तोकिएको मापदण्डहरू पूरा गरी नियमित रूपमा वातावरण ऐन तथा नियमावलीले तोके बमोजिम कार्य गरिरहेको छ ।

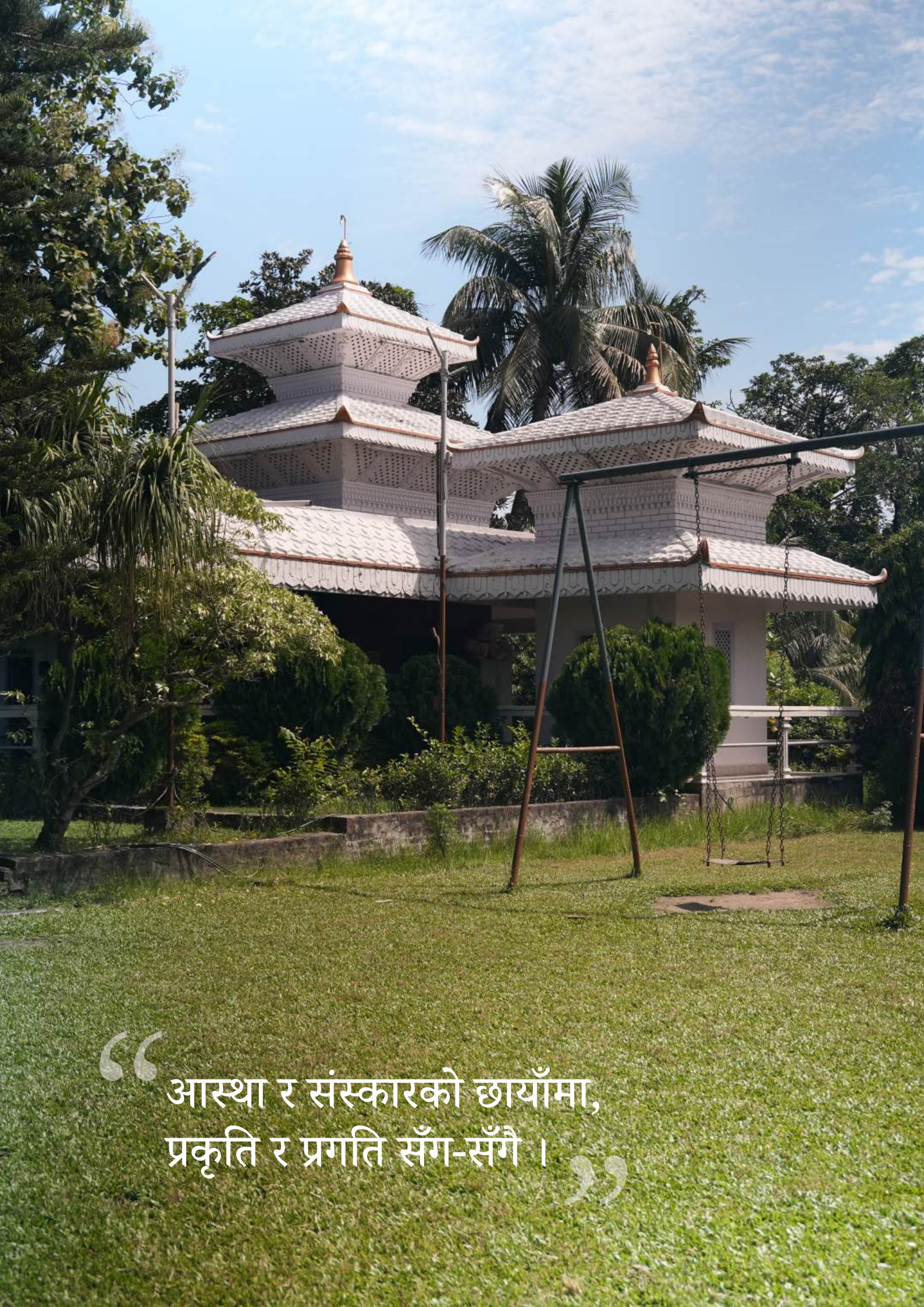
प्रदूषण न्यूनीकरण

वातावरण स्वच्छ राख्नका लागि उद्योग परिसरमा कुल क्षेत्रफलको एक चौथाई भाग बोटबिरुवा र हरियालीले ढाकिएको छ, जसले वातावरणीय प्रदूषण न्यूनीकरणमा महत्वपूर्ण भूमिका खेलेको छ ।



पानीको माध्यमबाट वातावरण प्रदूषण हुन नदिनका लागि उद्योग परिसरमा वाटर ट्रिटमेन्ट प्लान्ट (Water Treatment Plant) राखी जैविक रूपमा पानी प्रशोधन गरिएको र सोको उचित व्यवस्थापन गरिएको छ ।





“आस्था र संस्कारको छायाँमा,
प्रकृति र प्रगति सँग-सँगै ।”



संस्थागत सामाजिक उत्तरदायित्व (CSR)

यस कम्पनीले आफ्नो समाजप्रतिको उत्तरदायित्वलाई बोध गर्दै विभिन्न प्रकारका संस्थागत सामाजिक उत्तरदायित्व वहन गर्दै स्वास्थ्य, शिक्षा, वृद्धाश्रम, अनाथ आश्रम, खेलकुद, पाठ्यसामग्री, खानेपानी, वातावरण संरक्षण तथा वृक्षारोपण जस्ता क्षेत्रमा योगदान गर्दै आएको छ ।



भावी योजना

आगामी दिनहरूमा कम्पनीले उत्पादन क्षमता थप विस्तार, प्रविधि आधुनिकीकरण, उत्पादन नवप्रवर्तन, कच्चा पदार्थ स्रोत विविधीकरण र नवीकरणीय ऊर्जामा थप लगानी मार्फत लागत घटाउने तथा प्रतिस्पर्धात्मक क्षमता थप सुदृढ बनाउने योजना राखेको छ । साथै, नयाँ उत्पादन विविधीकरण, बजार विस्तार र दिगो विकासका मूल्यमान्यतामा आधारित रहेर मुलुकको औद्योगिक विकास तथा अर्थतन्त्रमा अझ बलियो रूपमा योगदान पुर्याउने विश्वास लिएको छ । कम्पनीले संस्थागत सुशासन, पारदर्शी वित्तीय प्रतिवेदन प्रणाली र शेयरधनी हितलाई थप प्राथमिकतामा राखी दीर्घकालीन दिगो वृद्धिको लक्ष्य लिएको छ ।





३२ औं वार्षिक साधारण सभा सम्बन्धी सूचना

आदरणीय शेयरधनी महानुभावहरू,

यस रिलायन्स स्पिनिङ्ग मिल्स लिमिटेडको मिति २०८३ साल भाद्र २९ गते साँझ ५ बजे बसेको सञ्चालक समितिको ४२२ औं बैठकको निर्णय अनुसार, कम्पनीको ३२ औं वार्षिक साधारण सभा तपसिलमा उल्लेखित मिति, समय र स्थानमा निम्न बमोजिमका विषय उपर छलफल तथा निर्णय गर्न बस्ने भएकोले उक्त साधारण सभामा आफैं वा रीतपूर्वक प्रतिनिधिद्वारा उपस्थित हुनको लागि सबै शेयरधनी महानुभावहरूको जानकारीका लागि कम्पनी ऐन २०६३ को दफा ६७ बमोजिम यो सूचना प्रकाशित गरिएको छ ।

क) सभा हुने मिति, स्थान र समय :

मिति : २०८३/०६/२२ गते (तदनुसार अक्टोबर ८, २०२६), बिहीवार ।

स्थान: अनुपम् फुड ल्याण्ड एण्ड बैक्वेट, बत्तीसपुतली, काठमाडौं ।

समय : बिहान ९:०० बजे ।

छलफल तथा निर्णयको लागि निर्धारित विषय सूचीहरू

क) सामान्य प्रस्ताव तथा छलफलका विषयहरू :

- १) आ.व.२०८२/८३ को सञ्चालक समितिको वार्षिक प्रतिवेदन उपर छलफल गरी पारित गर्ने सम्बन्धमा ।
- २) कम्पनीको आ.व. २०८२/८३ को वार्षिक वित्तीय विवरण (वासलात, नाफा-नोक्सान हिसाब, नगद प्रवाह विवरण लगायत वार्षिक वित्तीय विवरण) माथि छलफल गरी पारित गर्ने सम्बन्धमा ।
- ३) आर्थिक वर्ष २०८३/०८४ को लेखापरीक्षण गर्न लेखापरिक्षक नियुक्ति तथा निजको पारिश्रमिक निर्धारण गर्ने सम्बन्धमा ।
- ४) चुक्ता पूँजीको ३०% नगद लाभांश (कर सहित) वितरण गर्ने सञ्चालक समितिको सिफारिस स्वीकृत गर्ने सम्बन्धमा ।
- ५) स्वतन्त्र सञ्चालकको नियुक्ति अनुमोदन गर्ने सम्बन्धमा ।
- ६) कम्पनीको सर्वसाधारण शेयरधनीको तर्फबाट प्रतिनिधित्व गर्ने (१) एक जना तथा संस्थापक शेयरधनी समूहबाट प्रतिनिधित्व गर्ने ३ (तीन) जना सहित चार जना सञ्चालकहरूको निर्वाचन/मनोनीत गर्ने सम्बन्धमा ।
- ७) सञ्चालकहरूको बैठक भत्ता निर्धारण गर्ने सम्बन्धमा ।

ख) विशेष प्रस्ताव तथा छलफलको विषय :

- १) प्रबन्धपत्रको दफा ४ बमोजिम कम्पनीको उद्देश्य र नियमावलीको नियम २७ को उपनियम २ मा आवश्यक संशोधन/थप गर्ने सम्बन्धमा ।

ग) विविध ।

सञ्चालक समितिको आज्ञाले,
कम्पनी सचिव

३२ औं वार्षिक साधारणसभा सम्बन्धी सामान्य जानकारी

- १) कम्पनीको साधारण सभामा उपस्थित हुने शेयरधनी महानुभावहरूले प्रवेश पत्र पूर्ण रूपमा भरेर वा आफ्नो कुनै सक्कल आधिकारिक परिचय खुल्ने प्रमाण सहित वा हितग्राही खाता खोलिएको कागजात साथमा लिई आउनुहुन अनुरोध छ। प्रतिनिधि नियुक्ति गर्ने व्यक्ति, कम्पनी वा संगठित संस्था भएमा त्यस्तो कम्पनी तथा संस्थाको छाप सहित अधिकार प्राप्त व्यक्तिको दस्तखत गरेको पत्र सहित उपस्थित हुनु पर्नेछ।
- २) सभामा भाग लिन आउनु हुने सबै शेयरधनी महानुभावहरू वा निजका प्रतिनिधिहरूले सभा हुने स्थानमा रहेको शेयरधनी हाजिरी पुस्तिकामा दस्तखत गर्न पर्नेछ। उक्त हाजिरी पुस्तिका बिहान ८:०० बजे देखि खुल्ला रहनेछ।
- ३) नाबालक वा अशक्त शेयरधनीको तर्फबाट कम्पनीको शेयर लगत किताबमा संरक्षकको रूपमा उल्लेख भएका व्यक्तिले सभामा भाग लिन सक्नुहुनेछ।
- ४) सभामा भाग लिनको निमित्त प्रतिनिधि नियुक्त गर्नको लागि शेयरधनीले कम्पनीको कायम अर्को शेयरधनीलाई प्रतिनिधि (प्रोक्सी) नियुक्त गरी सो प्रतिनिधि नियुक्त फारम सभा सुरु हुनु भन्दा कम्तीमा ४८ घण्टा अगावै कम्पनीको रजिस्टर्ड कार्यालय, काठमाडौंमा दर्ता गरी सक्नु पर्नेछ।
- ५) छलफलको विषय मध्ये विविध शीर्षक अन्तर्गत कुनै विषय उपर छलफल गर्न चाहनु भएमा सम्बन्धीत विषय खुलाई साधारण सभा हुनुभन्दा कम्तीमा ७ (सात) कार्य दिन अगावै कम्पनी सचिव मार्फत सञ्चालक समितिको अध्यक्षलाई लिखित जानकारी दिनु पर्नेछ। सो विषय प्रचलित कानून बमोजिम अध्यक्षज्यूको अनुमतिले सभामा छलफलका लागि पेश हुनेछ।
- ६) कम्पनीको साधारण सभा प्रयोजनका लागि मिति २०८३/०६/१४ गते १ दिन कम्पनीको शेयरधनी दर्ता किताब बन्द (Book Close) रहनेछ। नेपाल स्टक एक्सचेञ्ज लिमिटेडमा मिति २०८३/०६/१३ गतेसम्म कारोबार भई, शेयर खरिद गरी आफ्नो नाममा शेयर नामसारी भई आएका शेयरधनीहरू सो सभामा भाग लिन र निर्वाचनमा सहभागी हुन योग्य हुनेछन्।
- ७) शेयरधनी महानुभावहरूलाई कम्पनीको साधारण सभा सम्बन्धी थप जानकारी आवश्यक परेमा कम्पनीको रजिस्टर्ड कार्यालय, काठमाडौंमा वा यस कम्पनीको शेयर रजिष्ट्रार ग्लोबल आइएमई क्यापिटल लिमिटेड, नक्साल, काठमाडौंमा कार्यालय समयभित्र सम्पर्क राख्नुहुन अनुरोध छ।
- ८) संस्थापक, सर्वसाधारण तर्फको सञ्चालकहरूको निर्वाचन सम्बन्धी सम्पूर्ण प्रक्रिया साधारण सभा हुने मिति भन्दा ७ दिन अगावै कम्पनीको रजिस्टर्ड कार्यालयको सूचना पाटीमा र कम्पनीको वेबसाइटमा प्रकाशित गरिनेछ।

पुनश्च: यस वार्षिक साधारण सभा लगायतका सूचनाहरू कम्पनीको वेबसाइट : www.reliancespinningnepal.com मा समेत हेर्न तथा डाउनलोड गर्न सकिने छ। साधारण सभा सम्बन्धी थप जानकारी आवश्यक परेमा कार्यालय समय भित्र कम्पनीको केन्द्रीय कार्यालय कमलादी, काठमाडौंमा सम्पर्क गर्नहुन अनुरोध गरिन्छ।



प्रोक्सी फारम (प्रतिनिधि पत्र)

श्री रिलायन्स स्पिनिङ्ग मिल्स लिमिटेड

कमलादी, काठमाडौं ।

विषय: प्रतिनिधि नियुक्त गरेको बारे ।

महोदय,

.....जिल्ला मा.न.पा./उ.मा.न.पा /न.पा./गा.पा. वडा नं बस्ने म/हामी

.....ले तहाँ कम्पनीको शेयरधनीको हैसियतले मिति २०८३ साल असोज २२ गते का दिन

हुने कम्पनीको ३२ औं वार्षिक साधारण सभामा स्वयं उपस्थित भई छलफल तथा निर्णयमा सहभागी हुन नसक्ने भएकोले उक्त सभामा

भाग लिनको लागिजिल्ला मा.न.पा./उ.मा.न.पा /न.पा./गा.पा. वडा नं

..... बस्ने त्यस कम्पनीको शेयरवाला श्रीलाई मेरो/हाम्रो प्रतिनिधि मनोनीत गरी पठाएको छु/छौं ।

प्रतिनिधि नियुक्त भएको व्यक्ति	निवेदक
दस्तखतको नमुना:	दस्तखत
नाम :	नाम :
शेयरधनी न :	शेयरधनी न :
हितग्राही खाता नं:	हितग्राही खाता नं:
शेयर संख्या :	शेयर संख्या :
मिति:	मिति :

द्रष्टव्य :

यो निवेदन वार्षिक साधारणसभा हुनु भन्दा कम्तीमा ४८ घण्टा अगावै यस कम्पनीको रजिस्टर्ड कार्यालय कमलादी, काठमाडौंमा पेश गरी सक्नु पर्नेछ ।

रिलायन्स स्पिनिङ्ग मिल्स लिमिटेडको

३२ औं वार्षिक साधारण सभामा

प्रवेशपत्र

(१) शेयर प्रमाणपत्र नं/बी.ओ.आई.डी.नम्बर:

(२) शेयर संख्या :

(३) शेयरधनीको नाम:

(४) शेयरधनीको दस्तखत :

.....
कम्पनी सचिव

द्रष्टव्य :

१) रिलायन्स स्पिनिङ्ग मिल्स लिमिटेडको मिति २०८३ असोज २२ गते (तदनुसार अक्टोबर ८, २०२६), बिहीवार को दिन हुने ३२ औं वार्षिक साधारण सभामा उपस्थित हुनको लागि यो प्रवेशपत्र जारी गरिएको हो ।

२) शेयरधनी महानुभावहरू आफैले माथि उल्लेखित खाली विवरण भर्नु हुन अनुरोध छ । सभाकक्षमा प्रवेश गर्न यो प्रवेश पत्र अनिवार्य रूपमा लिइ आउनु हुन अनुरोध छ । अन्यथा सभाकक्षमा प्रवेश गर्न पाइने छैन ।

सञ्चालक समितिको प्रतिवेदन

(कम्पनी ऐन २०६३ को दफा १०९ को उप-दफा (४) बमोजिम तयार गरिएको)

आदरणीय शेयरधनी महानुभावहरू,

रिलायन्स स्पिनिङ्ग मिल्स लिमिटेड यस ३२ औं वार्षिक साधारण सभामा भाग लिन उपस्थित हुनुभएका आदरणीय शेयरधनी महानुभावहरू, नियमन निकायबाट पाल्नु भएका प्रतिनिधिज्यूहरू तथा आमन्त्रित अतिथिज्यूहरूलाई यस कम्पनीको सञ्चालक समितिको तर्फबाट हामी हार्दिक स्वागत तथा न्यानो अभिवादन गर्दछौं । विगत ३२ वर्षको यात्रा पुरा गरी कम्पनीलाई आजको अवस्थासम्म पुऱ्याउन आ-आफ्नो क्षेत्रबाट यहाँहरूले गर्नु भएको सहयोग, योगदान तथा सद्भावको लागि हामी हृदयदेखि नै आभार प्रकट गर्दछौं । यस सभामा सञ्चालक समितिको तर्फबाट कम्पनीको बारेमा एवं आर्थिक वर्ष २०८२/८३ मा गरेका काम कारवाहीहरू, निर्धारित कार्यक्रम तथा भावी योजनाहरूका बारेमा यस कम्पनीका शेयरधनी महानुभावहरूलाई जानकारी गराउने उद्देश्यले सञ्चालक समितिको प्रतिवेदन यहाँहरू समक्ष पेश गरेका छौं ।

१) विगत वर्षको सिंहावलोकन :

कम्पनीले भारत तथा अन्य तेस्रो मुलुकहरूमा आफ्नो उत्पादनको करिब ७० देखि ८० प्रतिशत निर्यात गरेको छ । आर्थिक वर्ष २०८२/८३ मा मुलुकको कुल निर्यातमा यस कम्पनीको २.५९ प्रतिशत हिस्सा रहेको छ । साथै, मुलुकभित्रै पनि विभिन्न सरकारी तथा गैरसरकारी संस्थाहरूले यस कम्पनीद्वारा उत्पादित धागो खरिद गर्दै आएका छन् । उदाहरणका लागि, हालै पुनः सञ्चालनमा आएको हेटौँडा कपडा उद्योगले समेत यस कम्पनीबाट धागो खरिद गरी कपडा उत्पादन गरिरहेको छ । यस कम्पनीद्वारा उत्पादित धागोको करिब २० देखि ३० प्रतिशत नेपाली बजारमा खपत हुने गरेको छ ।

आय व्यय विवरण

विवरण	आ.व. २०८२/८३	आ.व. २०८१/८२	वृद्धि/(कमी)	
			रकम	प्रतिशत %
सञ्चालनबाट आम्दानी	१०,४५९,६७५,८६५.७२	१०,२३७,८४८,९०९.८१	२२१,८२६,९६३.९१	२.१७
बिक्री लागत	(८,६५३,६६९,२३९.९३)	(८,२७३,७४९,२९३.३७)	३७९,९१९,९३८.५६	४.५९
कुल नाफा	१,८०६,००६,६३६.७९	१,९६४,०९९,६०८.४४	(१५८,०८४,९७४.६५)	(८.०५)
अन्य आम्दानी	२६,६६७,९४४.३८	५२,२९२,५६४.९१	(२५,६२४,६२०.५३)	(४८.९३)
बिक्री तथा वितरण खर्च	(२९४,५७८,०६८.७७)	(१८२,६०८,५९५.५५)	१११,९६९,४७३.२२	१७.५१
प्रशासनिक तथा अन्य खर्च	(३९०,९७४,४२२.९५)	(२४२,२५०,०६२.४२)	१४८,७२४,३६०.५३	६१.०६
अपेक्षित ऋण नोक्सानीका लागि व्यवस्था	(१०,३४८,८२५.७२)	(२६९,२८५.५६)	१०,०८७,५४०.१६	३,८६०.७३
ब्याज, कर, हासकट्टी अधिको नाफा	१,२९७,५८०,४६०.७३	१,५९९,९९२,२२९.८२	(३०२,४११,७६९.०९)	(२३.४८)
वित्तीय खर्च	(२६९,२६९,४३७.६९)	(४४३,४०४,४४८.३९)	(१७४,१३४,०१०.६२)	(३९.२७)
कर, हासकट्टी अधिको नाफा	९४८,३११,०२३.०४	१,१४७,७८७,७८९.५१	(१९९,४७६,७६६.४७)	(१७.३८)
हासकट्टी	(४२९,८८७,९९८.९०)	(४८७,७५०,८००.१७)	(६५,८६२,८८१.२७)	(१३.५०)
CSR, बोनस तथा कर अधिको नाफा	५२६,४३९,९०४.९४	६६०,०३६,९८९.३४	(१३३,६०५,०८४.४०)	(२०.२४)
बोनस व्यवस्था	(४७,४२६,२२५.६०)	(६०,२४७,९६३.९२)	(१२,८२१,७३७.३२)	(२१.२८)
CSR व्यवस्था	(४,७४२,६२२.५६)	(६,०२४,७९६.३९)	(१,२८२,१७३.८३)	(२१.२८)
कर अधिको नाफा	४७४,२६२,२५५.९८	५९३,७६४,२२९.९१	(११९,५०१,९६५.९३)	(२०.१३)
आयकर खर्च	(७२,२६९,२५०.९८)	(११७,९५२,२४२.७९)	(४५,६८२,९९१.८१)	(३८.७३)
वर्षको नाफा/(नोक्सानी)	४०९,९९३,००५.८०	४७५,८१९,९७९.१२	(७३,८२६,९७३.३२)	(१५.५९)



२) राष्ट्रिय तथा अन्तर्राष्ट्रिय परिस्थितिबाट कम्पनीको

कारोबारलाई पारेको प्रभाव :

देशमा भएको जेन-जी आन्दोलन तथा रुस-युक्रेन युद्ध र मध्यपूर्वमा जारी युद्धका कारण उत्पन्न विश्वव्यापी प्रभावबाट उद्योग सञ्चालन तथा व्यापार-व्यवसाय अछुतो रहन सकेन । त्यसका बाबजुद पनि आर्थिक वर्ष २०८२/८३ मा कम्पनीले आफ्नो उत्पादनलाई अभि प्रभावकारी बनाउँदै अधिल्लो आर्थिक वर्षको तुलनामा थप बजार विस्तार गर्न सफल भएको छ ।

३) प्रतिवेदन तयार पार्दाको मितिसम्मको अवधिको उपलब्धि र भविष्यमा गरिने कार्यको सञ्चालक समितिको धारणा :

यस आर्थिक वर्ष २०८३/८४ को भाद्र मसान्तसम्म कम्पनीले रु. ८५ करोड २८ लाख बराबरको धागो निर्यात गरेको छ भने मुलुकभित्र रु. २२ करोड ५७ लाख बराबरको धागो बिक्री गरेको छ । भविष्यमा उत्पन्न हुन सक्ने राष्ट्रिय तथा अन्तर्राष्ट्रिय जोखिम न्यूनीकरण गर्ने, बैकबाट लिएको कर्जा तथा त्यसको व्याजभार घटाउँदै लैजाने तथा अत्याधुनिक प्रविधिको प्रयोगमार्फत धागो उत्पादन गरी बजारलाई थप विस्तार गर्ने कम्पनीको लक्ष्य रहेको छ ।

४) कम्पनीको औद्योगिक वा व्यावसायिक सम्बन्ध:

कम्पनीले आफ्ना औद्योगिक तथा व्यावसायिक साभेदार हरूसँगको सुमधुर सम्बन्ध राख्दै आएको छ । अन्तर्राष्ट्रिय तथा मुलुकभित्रका सम्पूर्ण व्यावसायिक साभेदारहरूसँग समेत कम्पनीको सम्बन्ध सुमधुर रहेको छ । त्यसैगरी, कम्पनीले सरोकारवाला निकायहरू तथा विभिन्न सरकारी एवं गैरसरकारी संस्थाहरूसँग पनि सौहार्दपूर्ण सम्बन्ध कायम राख्दै आएको छ । उद्योग विभाग, वाणिज्य, आपूर्ति तथा उपभोक्ता संरक्षण विभाग, नेपाल राष्ट्र बैंक, नेपाल धितोपत्र बोर्ड, नेपाल स्टक एक्सचेन्ज लिमिटेड, सिडिएस एण्ड क्लियरिङ लिमिटेड, कम्पनी रजिष्ट्रारको कार्यालय लगायतका सरकारी निकायहरू, मन्त्रालय, विभाग तथा क्षेत्रीय कार्यालयहरूसँग कम्पनीको समन्वयात्मक सम्बन्ध रहेको छ । साथै, नेपाल उद्योग वाणिज्य महासंघ, नेपाल चेम्बर अफ कमर्स, नेपाल उद्योग परिसंघ, नेपाल-भारत चेम्बर अफ कमर्स तथा नेपाल समुद्रपार व्यापार संघलगायतका व्यावसायिक संघ-संस्थाहरूसँग पनि कम्पनीको सुमधुर सम्बन्ध रहेको छ ।

५) सञ्चालक समितिमा भएको हेरफेर :

श्री हरिश्चन्द्र सुवेदी ज्युलाई कम्पनीको स्वतन्त्र सञ्चालकको रूपमा मिति २०८३।०२।३१ मा नियुक्त गरिएको । निजको नियुक्ति पछि हाल कम्पनीमा देहाय बमोजिमको सञ्चालक समिति रहेको छ:

क) श्री पवन कुमार गोल्याण (अध्यक्ष)

का.म.न.पा.-१३, काठमाडौं

ख) श्री शशि कान्त अग्रवाल (सञ्चालक)

का.म.न.पा.-९, बत्तिसपुतली, काठमाडौं

ग) श्री अक्षय गोल्याण (प्रबन्ध सञ्चालक)

का.म.न.पा.-१३, काठमाडौं

घ) श्री हरिश्चन्द्र सुवेदी (स्वतन्त्र सञ्चालक)

का.म.न.पा.-१०, बानेश्वर, काठमाडौं

चालु आर्थिक वर्ष २०८३/८४ मा सर्वसाधारण शेयरधनी समूहको तर्फबाट १ जना तथा संस्थापक शेयरधनी समूहको तर्फबाट ३ जना सञ्चालक निर्वाचित/मनोनयन गर्ने तथा स्वतन्त्र सञ्चालकको नियुक्ति अनुमोदन गर्ने सम्बन्धमा यस साधारण सभामा प्रस्ताव पेश गरिएको छ ।

६) कारोबारलाई असर पर्ने मुख्य कुराहरू :

यस कम्पनीको कारोबारलाई प्रभाव पाने कुराहरू

- अन्तर्राष्ट्रिय बजारमा पेट्रोलियम पदार्थको मूल्य बृद्धि तथा असहजताका कारण ढुवानीमा ढिलासुस्ती ।
- अन्तर्राष्ट्रिय स्तरमा हुन सक्ने नीतिगत परिवर्तन ।
- अमेरिकी डलरको मूल्यमा हुने उतार चढाव ।

७) लेखापरीक्षण प्रतिवेदनमा कुनै कैफियत भए सो उपर सञ्चालक समितिको प्रतिबद्धता:

यस आर्थिक वर्ष २०८२/८३ को वित्तीय विवरण Nepal Financial Reporting Standards (NFRS) अनुसार तयार गरिएको छ । उक्त प्रतिवेदनमा कुनै कैफियत नभएको ।

८) लाभांश बाँडफाँड गर्न सिफारिस गरिएको रकम :

कम्पनीले आ.व. २०८२।८३ सम्म गरेको व्यवसायबाट आर्जित संचित मुनाफा (फ्री रिजर्भ) को कुल रकमबाट शेयरधनीहरूलाई चुक्ता पूँजीको ३० प्रतिशतका दरले हुन आउने रु. ५७ करोड बराबरको नगद लाभांश (कर समेत) वितरण गर्न सञ्चालक समितिले प्रस्ताव गरेको छ ।

९) शेयर जफत भएको भए जफत भएको शेयर संख्या, त्यस्तो शेयर अंकित मूल्य, त्यसको जफत हुनु अगावै सो बापत कम्पनीले प्राप्त गरेको रकम तथा जफत भएको रकम फिर्ता गरेको भए सो को विवरण :
कम्पनीले शेयर जफत सम्बन्धी कुनै कार्य गरेको छैन ।

१०) विगत आर्थिक वर्षमा कम्पनीको सहायक कम्पनीको कारोबार र सो आर्थिक वर्षको अन्त्यमा रहेको स्थितिको पुनरावलोकन :
त्यस प्रकारको कुनै पनि कारोबार नभएको ।

११) कम्पनी र त्यसको सहायक कम्पनीले आर्थिक वर्षमा सम्पन्न गरेको प्रमुख कारोबारहरू सो अवधिमा कम्पनीको कारोबारमा आएको कुनै महत्वपूर्ण परिवर्तन :
नभएको ।

१२) विगत आर्थिक वर्षमा कम्पनीको आधारभुत शेयरधनीहरूले कम्पनीलाई उपलब्ध गराएको जानकारी :
विगत आर्थिक वर्षमा कम्पनीको आधारभुत शेयरधनीहरूले कम्पनीलाई कुनै जानकारी उपलब्ध नगराएको ।

१३) विगत आर्थिक वर्षमा कम्पनीका सञ्चालक तथा पदाधिकारीहरूले लिएको शेयर स्वामित्वको विवरण र कम्पनीको शेयर कारोबारमा निजहरू संलग्न रहेको भए सो सम्बन्धमा निजहरूबाट कम्पनीले प्राप्त गरेको जानकारी :
आर्थिक वर्ष २०८२/८३ को अन्तसम्ममा कम्पनीका सञ्चालक तथा पदाधिकारीहरूले लिएको शेयर स्वामित्व तपसिल बमोजिम रहेको र निजहरू कम्पनीको शेयर कारोबारमा संलग्न रहेको पाइएको छैन ।

क्र. स.	सञ्चालकको नाम थर	पद	शेयर स्वामित्व
१	श्री पवन कुमार गोल्याण	अध्यक्ष	४,१७१,११४
२	श्री शशि कान्त अग्रवाल	सञ्चालक	८,५३६,१००
३	श्री अक्षय गोल्याण	प्रबन्ध सञ्चालक	४,३६५,३८६
४	श्री हरिश्चन्द्र सुवेदी	स्वतन्त्र सञ्चालक	नभएका

१४) विगत आर्थिक वर्षमा कम्पनीसंग सम्बन्धीत सम्झौताहरूमा कुनै सञ्चालक तथा निजका निजिकको नातेदारको व्यक्तिगत स्वार्थ बारेमा उपलब्ध गराएको जानकारीको बेहोरा :
त्यस प्रकारको जानकारी उपलब्ध नभएको ।

१५) कम्पनीले आफ्नो शेयर आफैले खरिद गरेको भए त्यसरी आफ्नो शेयर खरिद गर्नको कारण, त्यस्तो शेयर कम्पनीले आफ्नो शेयर आफै खरिद गरे बापत कम्पनीले भुक्तानी गरेको रकम :
कम्पनीले आफ्नो शेयर आफै खरिद गरेको छैन ।

१६) आन्तरिक नियन्त्रण प्रणाली भए वा नभएको र भएको भए सोको बिस्तृत विवरण :
कम्पनीले आर्थिक तथा प्रशासनिक विनियमावली तथा कर्मचारी सेवा शर्त विनियमावलि तर्जुमा गरि सो को प्रभावकारी पालनामा जोड दिएको छ ।
कम्पनीको आफ्नो व्यवसाय विस्तारसँगै त्यसमा अन्तर्निहित जोखिमहरू न्यूनीकरण गर्नको लागि आन्तरिक नियन्त्रण प्रणालीको महत्वपूर्ण भूमिका रहेको हुन्छ । कम्पनीले आफ्नो कारोबार तथा आन्तरिक नियन्त्रण प्रणालीलाई प्रभावकारी बनाउन तथा संस्थागत सुशासन परिपालनाको प्रत्याभूतिका लागि सञ्चालक तथा व्यवस्थापन तहमा विभिन्न समिति गठन गरी सञ्चालन गरिरहेको छ । साथै आन्तरिक लेखापरीक्षकबाट नियमित आ.ले.प. गराइनुका साथै लेखा परीक्षण समिति समेत निरन्तर क्रियाशील रहेको छ । लेखापरीक्षणका दौरानमा देखिएका कमी कमजोरीहरूलाई पुनरावृत्ति हुन नदिन सञ्चालक समिति पूर्णतः सचेत छ । साथै कम्पनीले कम्पनीका सञ्चालक एवं आधारभूत शेयरधनीहरूसँग सम्बद्ध संस्था एवं कम्पनीसंगको कारोबार गर्दा प्रतिस्पर्धात्मक सेवा र मूल्यमा समेत विशेष ध्यान दिई कारोबार गर्ने गरेका छौं । आन्तरिक लेखा परीक्षण प्रणालीलाई प्रभावकारी रूपमा कार्य गरी आवधिक प्रतिवेदन मार्फत प्राप्त भएका सुझावहरूलाई आत्मसात् गरी कार्यान्वयन गर्ने नीति लिएका छौं । साथै आन्तरिक नियन्त्रण प्रणालीलाई थप चुस्त र व्यवस्थित गर्न समितिहरू गठन गरी क्रियाशील रहेका छन् ।



१७) विगत आर्थिक वर्षको कुल व्यवस्थापन खर्चको विवरण :

आर्थिक वर्ष २०८२/८३ को व्यवस्थापन खर्च यसै प्रतिवेदनको साथ नाफा नोक्सान हिसाबको महलमा उल्लेख गरिएको छ ।

१८) लेखापरीक्षण समितिका सदस्यहरूको नामावली, निजहरूले प्राप्त गरेको पारिश्रमिक, भत्ता तथा सुविधा सो समितिले गरेको कामकारवाहिको विवरण र सो समितिले कुनै राय दिएको भए सो को विवरण :

यस कम्पनीमा निम्न सदस्यहरू रहेको लेखा परिक्षण समिति रहेको छ:

- क) श्री शशि कान्त अग्रवाल
- ख) श्री केदार नाथ महर्जन
- ग) श्री रविन्द्र बस्नेत

सो समितिले प्रत्येक त्रैमासको प्रतिवेदन तयार गरी सञ्चालक समितिमा पेश गर्ने गरेको छ । उक्त समितिलाई कुनै पनि प्रकारको भत्ता तथा सुविधा प्रदान गरेको छैन

१९) सञ्चालक, प्रबन्ध सञ्चालक, कार्यकारी प्रमुख, कम्पनीको आधारभूत शेयरधनी वा निजको नातेदार वा निज संलग्न रहेको फर्म, कम्पनी वा संगठित संस्थाले कम्पनीलाई बुझाउन बाँकी भएको भए सो कुरा : सञ्चालक, प्रबन्ध सञ्चालक, कार्यकारी प्रमुख, कम्पनीको आधारभूत शेयरधनी वा निजको नातेदार वा निज संलग्न रहेको फारम, कम्पनी वा संगठित संस्थाले कम्पनीलाई त्यस्तो कुनै रकम बुझाउन बाँकी नभएको ।

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

यस कम्पनीका सञ्चालक, प्रबन्ध सञ्चालक, कार्यकारी प्रमुख तथा पदाधिकारीहरूलाई पारिश्रमिक, भत्ता तथा सुविधाको रकम भुक्तानी गरिएको छैन ।

२१) शेयरधनीहरूले बुझिलिन बाँकी रहेको लाभांशको रकम : सो नभएको ।

२२) कम्पनी ऐन २०६३ को दफा १४१ बमोजिम सम्पत्ति विच भएको कारोबारको विवरण :

यस कम्पनीले सम्पत्ति खरिद गरेको सम्पूर्ण विवरण यसै वार्षिक प्रतिवेदनको आर्थिक प्रतिवेदनमा उल्लेख गरिएको छ ।

२३) कम्पनी ऐन २०६३ को दफा १७५ बमोजिम सम्बद्ध कम्पनी विच भएको कारोबारको विवरण : यस कम्पनी र सम्बद्ध कम्पनी विच कारोबार नभएको ।

२४) संगठित संस्थाको शेयर कारोबार सम्बन्धी विश्लेषण : कम्पनीको व्यवस्थापनबाट शेयरको मूल्यमा प्रभाव पार्ने कुनै पनि किसिमको गतिविधि नभएको ।

क) यस कम्पनीको आर्थिक वर्ष २०८२/८३ को अन्तमा शेयरको कायम अधिकतम, न्यूनतम, अन्तिम मूल्य, कारोबार भएको दिन र शेयर कारोबार संख्याको विवरण :

अधिकतम मूल्य	न्यूनतम मूल्य	अन्तिम मूल्य	कारोबार दिन	कारोबार शेयर संख्या
५,०४९	३००	२,९७०	९८	३३,९९,०६५

२५) कानूनी कारवाही सम्बन्धी विवरण :

१) आर्थिक वर्षमा संगठित संस्थाले वा संस्था विरुद्ध कुनै मुद्दा दायर गरेको भए :

(क) रिलायन्स स्पिनिङ्ग मिल्स लि. विरुद्ध नेपाल सरकार, प्रधानमन्त्री तथा मन्त्रिपरिषद्को कार्यालय समेत (पाटन उच्च अदालत, मुद्दा नं. ०८२-WO-०५७०)

यस कम्पनीले डेडिकेटेड/ट्रंक लाइन छुट विद्युत महसुल विवादका सम्बन्धमा श्री नेपाल विद्युत प्राधिकरण अन्तर्गतको प्रशासकीय पुनरावलोकन समिति समक्ष प्रशासकीय पुनरावलोकनको निवेदन दायर गरेकोमा प्राधिकरणको मिति

२०८२/०६/१० को सञ्चालक समितिको निर्णयबाट प्रशासकीय पुनरावलोकन सम्बन्धी सबै निर्णय खारेज गरी उद्योगहरूलाई उक्त विवादित महसुल यथाशीघ्र तिर्न माग गरिएको हुँदा प्राधिकरणको सञ्चालक समितिको उक्त सूचना तथा सो सम्बन्धी भए गरेका सम्पूर्ण काम कारवाही रद्द गरी प्रशासकीय पुनरावलोकनको निवेदनमा शीघ्र कारवाही गर्न रिट निवेदन दायर गरिएको । उक्त रिट निवेदनमा मिति २०८३/०२/२७ मा दुई पक्षीय सुनुवाई भई आंशिक रिट जारी भई हाल यस कम्पनीले दायर गरेको प्रशासकीय पुनरावलोकनको निवेदन नेपाल विद्युत प्राधिकरण समक्ष विचाराधीन रहेको ।

(ख) संगठित संस्थाको संस्थापक वा सञ्चालकले वा संस्थापक वा सञ्चालकको विरुद्धमा प्रचलित कानूनको अवज्ञा वा फौजदारी अपराध गरेको सम्बन्धमा कुनै मुद्दा दायर गरेको वा भएको भए :
जानकारी प्राप्त नभएको ।

(ग) कुनै संस्थापक वा सञ्चालक विरुद्ध आर्थिक अपराध गरेको सम्बन्धमा कुनै मुद्दा दायर गरेको भए :
सो नभएको ।

२६) ऐन तथा प्रचलित कानून बमोजिम सञ्चालक समितिको प्रतिवेदनमा खुलाउनु पर्ने कुनै कुरा :
सो नभएको ।

२७) अन्य आवश्यक कुराहरू :

क) लेखापरीक्षण, वासलात र अन्य विवरण :

२०८३ आषाढ मसान्तको वासलात, २०८२/८३ को नाफा/नोक्सान हिसाब, नगद प्रवाह विवरण, सम्बन्धीत अनुसूचीहरू र लेखापरीक्षकको प्रतिवेदन यसै प्रतिवेदनको अंगको रूपमा राखिएका छन् । साथै धितोपत्र दर्ता तथा निष्काशन नियमावली २०७३ को नियम २६(२) संग सम्बन्धीत विवरण र कम्पनी ऐन, २०६३ को दफा १०९(४) बमोजिमका विवरणहरूलाई अतिरिक्त विवरणको रूपमा समेत प्रस्तुत गरिएको हुँदा यहाँ पुनरावृत्ति गरेको छैन । साथै कम्पनीको उत्पादन लागत, विक्री वितरण खर्च, व्यवस्थापन र प्रशासनिक खर्चहरूको विवरण लगायतका विषयहरू समेत यसै सञ्चालक समितिको प्रतिवेदन साथ संलग्न लेखापरीक्षकको प्रतिवेदन, वासलात, नाफा नोक्सान हिसाब किताब, लगायतका संलग्न विवरणहरूबाट स्पष्ट हुने नै छ भन्ने विश्वास लिएका छौं ।

धन्यवाद ज्ञापन :

यस कम्पनीको स्थापना कालदेखि उद्योगको व्यवस्थापन तथा सञ्चालन गर्न प्रत्यक्ष वा अप्रत्यक्ष रूपमा संलग्न भई निरन्तर सहयोग पुर्याउनु हुने सम्पूर्ण निकाय तथा व्यक्तिहरूलाई धन्यवाद ज्ञापन गर्न चाहन्छु ।

अन्तमा यस कम्पनीका शेयरधनी महानुभावहरूले कम्पनी र कम्पनीको सञ्चालक समिति प्रति देखाउनुभएको सहयोग, विश्वास र सद्भाव प्रति हार्दिक धन्यवाद तथा कृतज्ञता व्यक्त गर्दै सञ्चालक समितिको तर्फबाट पेश गरिएको प्रतिवेदन माथि छलफल गरी अनुमोदनका लागि प्रस्तुत गर्दछु ।

धन्यवाद ।

अध्यक्ष
सञ्चालक समिति
रिलायन्स स्पिनिङ्ग मिल्स लिमिटेड



**धितोपत्र दर्ता तथा निष्काशन नियमावली, २०७३ को नियम २६ को
उपनियम (२) संग सम्बन्धीत
वार्षिक प्रतिवेदन**

१. सञ्चालक समितिको प्रतिवेदन : यसै वार्षिक प्रतिवेदनमा संलग्न गरिएको छ ।
२. लेखापरीक्षकको प्रतिवेदन : यसै वार्षिक प्रतिवेदनमा संलग्न गरिएको छ ।
३. लेखापरीक्षण भएको वित्तीय विवरण : यसै वार्षिक प्रतिवेदनमा संलग्न गरिएको छ ।
४. कानूनी कारबाही सम्बन्धी विवरण :

१) आर्थिक वर्षमा संगठित संस्थाले वा संस्था विरुद्ध कुनै मुद्दा दायर गरेको भए :

(क) रिलायन्स स्पिनिङ्ग मिल्स लि. विरुद्ध नेपाल सरकार, प्रधानमन्त्री तथा मन्त्रीपरिषद्को कार्यालय समेत (पाटन उच्च अदालत, मुद्दा नं. ०८२-WO-०५७०)

यस कम्पनीले डेडिकेटेड/ट्रंक लाइन छुट विद्युत महसुल विवादका सम्बन्धमा श्री नेपाल विद्युत प्राधिकरण अन्तर्गतको प्रशासकीय पुनरावलोकन समिति समक्ष प्रशासकीय पुनरावलोकनको निवेदन दायर गरेकोमा प्राधिकरणको मिति २०८२/०६/१० को सञ्चालक समितिको निर्णयबाट प्रशासकीय पुनरावलोकन सम्बन्धी सबै निर्णय खारेज गरी उद्योगहरूलाई उक्त विवादित महसुल यथाशीघ्र तिर्न माग गरिएको हुँदा प्राधिकरणको सञ्चालक समितिको उक्त सूचना तथा सो सम्बन्धी भए गरेका सम्पूर्ण काम कारबाही रद्द गरी प्रशासकीय पुनरावलोकनको निवेदनमा शीघ्र कारबाही गर्न रिट निवेदन दायर गरिएको । उक्त रिट निवेदनमा मिति २०८३/०२/२७ मा दुई पक्षीय सुनुवाई भई आंशिक रिट जारी भई हाल यस कम्पनीले दायर गरेको प्रशासकीय पुनरावलोकनको निवेदन नेपाल विद्युत प्राधिकरण समक्ष विचाराधीन रहेको ।

(ख) संगठित संस्थाको संस्थापक वा सञ्चालकले वा संस्थापक वा सञ्चालकको विरुद्धमा प्रचलित कानूनको अवज्ञा वा फौजदारी अपराध गरेको सम्बन्धमा कुनै मुद्दा दायर गरेको वा भएको भए :
जानकारी प्राप्त नभएको ।

(ग) कुनै संस्थापक वा सञ्चालक विरुद्ध आर्थिक अपराध गरेको सम्बन्धमा कुनै मुद्दा दायर गरेको भए :
सो नभएको ।

५. कुनै संस्थापक वा सञ्चालक विरुद्ध आर्थिक अपराध गरेको सम्बन्धमा कुनै मुद्दा दायर गरेको वा भएको बारे : कुनै जानकारी प्राप्त भएको छैन ।

६. संगठित संस्थाको शेयर कारोबार तथा प्रगतिको विश्लेषण :

(क) धितोपत्र बजारमा भएको संगठित संस्थाको शेयरको कारोबार सम्बन्धमा व्यवस्थापनको धारणा : शेयर कारोबार धितोपत्र बोर्डको नीति नियमबाट निर्देशित भई खुल्ला बजारले निर्धारण गर्ने विषय रहेको हुँदा यस संस्थाको शेयर कारोबार सोही अनुरूप हुने गरेको छ ।

(ख) आ. व. २०८२/८३ को प्रत्येक त्रैमासिक अवधिमा संगठित संस्थाको शेयरको अधिकतम, न्यूनतम र अन्तिम मूल्यका साथै कुल कारोबार शेयर संख्या र कारोबार दिन निम्न अनुसार रहेको छ ।

विवरण

क्र.स.	विवरण	आश्विन मसान्त	पौष मसान्त	चैत्र मसान्त	आषाढ मसान्त
१	अधिकतम मूल्य रु.	मिति २०८२।१।०१ गते मात्र नेप्सेमा सूचीकृत भएको ।		५,०४९	४,८९६
२	न्यूनतम मूल्य रु.			३००	२,९४०
३	अन्तिम मूल्य रु.			४,७९९	२,९७०
४	कारोबार भएको कुल दिन			३४	६४
५	कुल कारोबार शेयर संख्या			८,१५,४४७	२५,८३,६१८

७. समस्या तथा चुनौती : माथि सञ्चालक समितिको प्रतिवेदनमा उल्लेख गरिएको ।

८. संस्थागत सुशासन : संस्थागत सुशासनका लागि कम्पनी प्रतिबद्ध रहेको छ । आकर्षित हुने सबै ऐन, नियम, निर्देशिकाहरूको पूर्ण पालना गर्दै उद्योग सञ्चालन गरिएको छ । सञ्चालक समितिका काम कारवाहीहरू तथा संस्थाको अन्य सबै क्रियाकलापहरू पारदर्शी रूपमा सञ्चालन गरी संस्थागत सुशासनको विकास गर्न एवं सोको अनुभूति गराउन संस्था सदैव क्रियाशील छ ।

९. विवरणपत्रमा प्रक्षेपण गरिएका र लेखापरीक्षण भएको विवरणमा पर्न गएको फरक र त्यसको कारण : नभएको ।



वित्तीय विवरणहरू

वार्षिक प्रतिवेदन - २०८२-८३

**INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF RELIANCE SPINNING MILLS LIMITED
REPORT ON THE AUDIT OF FINANCIAL STATEMENTS**

Opinion

We have audited the accompanying Financial Statements of **Reliance Spinning Mills Ltd** ("The Company") which comprises the Statement of Financial Position as at Ashad 32, 2083, Statement of Profit or Loss & Other Comprehensive Income, Statement of Changes in Equity & Statement of Cash Flows for the year ended Ashad 32, 2083, and Notes to Financial Statement including Summary of Significant Accounting Policies.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give a true and fair view in conformity with Nepal Financial Reporting Standards (NFRSs), of the state of affairs of the Company as at Ashad 32, 2083, and its profit, total comprehensive income, its cash flows & the changes in equity for the year ended on that date.

Basis of Opinion

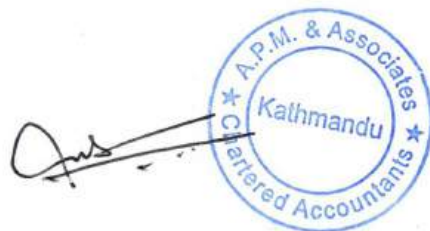
We conducted our audit of the Financial Statements in accordance with the Nepal Standard on Auditing (NSAs) & applicable law. Our responsibilities under those Standards are further described in the Auditor's Responsibility for the audit of the Financial Statements section of our report.

We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of Nepal (ICAN) together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our ethical responsibilities in accordance with these requirements and the ICAN's Code of Ethics.

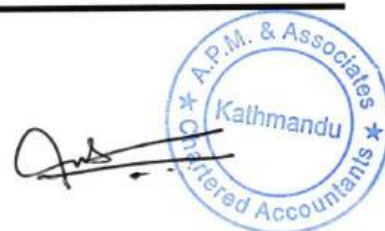
We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis of our audit opinion on Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matter to be communicated in our report.



Key Audit Matter	How the matter was addressed in our audit
1. Recognition of Export Incentives and contingent arrangements Refer note 26 & 41 The Company has recognized export incentives of NPR 61,41,73,602.45 for F.Y. 2081/82 under <i>Other Operating Income</i> on accrual basis. Recognition of such incentives requires management judgment in assessing eligibility under the applicable Export Incentive Guidelines, reliability of measurement, and probability of realization. Although claims have been settled by the respective banks for FY 2079-80 and FY 2080-81, reimbursement from Nepal Rastra Bank (NRB) remains pending as of the reporting date. Two points are relevant to the current year. First, the NPR 61,41,73,602.45 recognized in F.Y. 2081/82 continues to be carried forward as a receivable under Note 10 (Other Financial Assets) and remains unreceived as at Ashad 32, 2083, although management continues to be confident that the amount will ultimately be received from NRB/the settlement banks. Second, for F.Y. 2082/83 the Company has changed its basis of recognition and has not recognized any export incentive income under <i>Other Operating Income</i> (Refer Note 26), following cancellation of the Guidelines Relating to Export Incentives, 2075 by the Ministry of Industry, Commerce and Supplies on 12 Falgun 2082; management has decided to recognize export incentives only on actual cash receipt going forward. Based on the existing (now cancelled) policy and export sales made up to 11 Falgun 2082, an amount of approximately NPR 37,36,28,281 relating to the current year would otherwise have qualified as incentive, but has not been recognized. Considering the magnitude of the amounts involved, this matter continues to be a key audit matter, focused on (i) the continued non-receipt of the NPR 61,41,73,602.45 receivable as at year end, notwithstanding management's continued confidence of recovery, and (ii) the Company's change to cash-basis recognition of export incentives for F.Y. 2082/83 and the adequacy of related disclosures	Our audit procedures to address the above matter included, among others: • We obtained an understanding of the <i>Guidelines relating to Export Incentives, 2075 (as amended by the Second Amendment, 2079)</i>, and evaluated the Company's accounting policy for compliance with the recognition and measurement criteria prescribed under NFRS and relevant government notifications. • We evaluated the Company's recognition of export incentive income to determine whether it complies with Clause 3(7) of the above mentioned guidelines. This clause mandates that such income be disclosed in the financial statements of the same fiscal year in which the underlying export transaction occurred. • We verified export sales records, shipping documents, customs clearance papers, and related supporting evidence to confirm that the company's exports exceeded the threshold prescribed under the guidelines. • We inspected the incentive claims submitted to Nepal SBI Bank Ltd and Kumari Bank Ltd and reconciled the amounts claimed with the underlying export transactions and incentive rates allowed under the guidelines. • We confirmed that the company has received the incentive amounts for FY 2079-80 and FY 2080-81 directly from the settlement banks. We verified these receipts by tracing the transactions to the Company's bank statements. • We reviewed correspondence between the Company, the banks, and NRB to evaluate the status of the reimbursement process and to identify any indications of disputes or potential denial of the claims. This was crucial in challenging management's assertion that the recognition of income was appropriate despite the settlement condition. • We obtained and read the notification dated 12 Falgun 2082 issued by the Ministry of Industry, Commerce and Supplies cancelling the Guidelines Relating to Export Incentives, 2075, and evaluated management's basis for discontinuing accrual recognition of export



incentives for F.Y. 2082/83 and moving to a cash basis of recognition prospectively.

- We verified that the NPR 61,41,73,602.45 export incentive receivable carried forward under Note 10 remains unreceived as at Ashad 32, 2083, and discussed with management the basis for its continued confidence of recovery, including reviewing correspondence with NRB and the settlement banks and considering whether an impairment/expected credit loss provision was warranted.
- We assessed whether the disclosures in the financial statements adequately describe the nature of the incentive, the basis of recognition, amounts receivable, settlement status, and uncertainties involved.

2. Contingent Liabilities related to Appeals against Assessments:

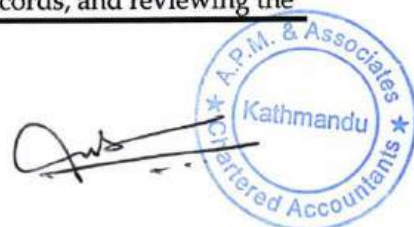
As detailed in Note 44 to the financial statements, the Company has a significant dispute with the Nepal Electricity Authority ("NEA") regarding the applicable electricity tariff rates for the period from Bhadra 2072 to Asadh 2077. The NEA has issued a demand letter claiming outstanding amounts totaling NPR 753,684,335 based on new tariff rates, while the Company has expensed electricity costs based on the old tariff rates. The matter is currently under administrative review of NEA.

Management has not recognized a liability for the difference in tariffs or any potential penalties in the financial statements, as it believes, based on legal advice and its assessment of the underlying agreement, that the likelihood of an unfavorable outcome is remote.

The matter has progressed significantly during the current year. The independent probe commission formed under former Supreme Court Justice Girish Chandra Lal issued its report, based on which NEA issued a demand letter requiring the Company to pay the outstanding electricity tariff of NPR 753,684,335. On 27 Jestha 2083, the High Court, Patan ruled in the Company's favour, directing NEA to initiate the administrative review process and resolve the matter in accordance with applicable law. Subsequently, following a change in Government, NEA issued a notice

Our audit procedures in relation to this matter included, among others:

- We held discussions with management and the Company's internal and external legal counsel to understand the status of the legal proceedings, including the withdrawal of the initial suit, the application for administrative review of NEA, and the formation and report of the independent probe commission.
- We obtained and read key external correspondence, including the NEA's demand letter and the Company's application for administrative review, to corroborate management's assertions regarding the claimed amount and the process being followed.
- We assessed the adequacy of the disclosures made in Note 44 to the financial statements to ensure they comply with the applicable financial reporting framework, including the nature of the contingency, the uncertainties involved, and the reasons for not recognizing a provision.
- We obtained and read the report of the independent probe commission and NEA's subsequent demand letter for NPR 753,684,335, together with the High Court, Patan order dated 27 Jestha 2083, to understand the current status and quantum of the dispute.
- We inspected NEA's notice dated 12th/13th Kartik 2082 and evaluated management's response, including verifying the NPR 27,500,000 security deposit made on 2082/07/20 to bank records, and reviewing the



dated 12th/13th Kartik 2082 directing entities to pay the disputed amount in instalments upon withdrawal of cases pending under administrative review. Based on assurances received during discussions with the Government that the administrative review facility would remain available and that any payment made would be treated as a deposit pending completion of the review, the Company deposited a security deposit of NPR 27,500,000 on 2082/07/20 (Refer Note 10 and Note 44). The Company has also filed a fresh case (No. 082-WO-0570) on 2082/07/02 against NEA to suspend its payment-collection efforts and to pursue the administrative review, which remains pending before the High Court, Patan.

The eventual outcomes of the litigations is uncertain and estimation at balance sheet date involves the extensive judgement of management including input from legal counsel due to the complexity of each litigation. Adverse outcomes could significantly impact the company's reported profit and balance sheet position.

Considering the escalation of the dispute during the year - including the quantified demand of NPR 753,684,335 following the probe commission's report, the favourable High Court order, the changed stance of NEA following the change in Government, and the security deposit made by the Company - the judgement involved in determining the appropriate accounting treatment and the adequacy of disclosure as a contingent liability has increased, and the matter continues to be considered a key audit matter.

filing of case no. 082-WO-0570 before the High Court, Patan.

- We re-evaluated management's conclusion that no provision is required, in light of the escalation of the dispute during the year, and assessed whether the updated facts and circumstances have been adequately disclosed in Note 44.

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

The Company's Board of Directors is responsible for the other information. The other information comprises the Directors' report and Management Discussion and Analysis, Report on Corporate Governance and Business Responsibility report, but does not include the Consolidated Financial Statements, Financial Statements & 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.

Managements Responsibility for the Financial Statements

Management is responsible for preparation and fair presentation of the Financial Statements in accordance with the Nepal Financial Reporting Standards (NFRSs) 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 its ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate or cease operations, or has no realistic alternative but to do so.

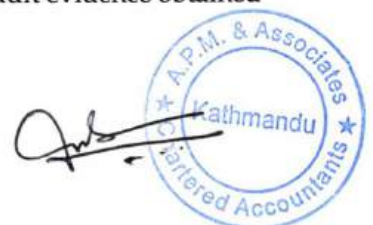
Those charged with governance are responsible for overseeing the Company's Financial Reporting process.

Auditor's Responsibility 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 decision of users taken on the basis of these Financial Statements.

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

- i) Identify and assess the risk 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, misrepresentation, or the override of internal controls.
- ii) Obtain an understanding of Internal Control relevant to 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 Company's Internal Control.
- iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- iv) 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.

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

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

We also communicate with those charged with governance 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 the Other Legal & Regulatory Requirements

- i) We have obtained information and explanations asked for, which, to the best of our knowledge and belief, were necessary for the purpose of our audit.
- ii) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Financial Statements have been kept so far as it appears from our examination of those books.
- iii) Statement of Financial Position, Statement of Profit or Loss & Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows have been prepared in accordance with the requirements of the Companies Act, 2063 and are in agreement with the books of account of the Company.
- iv) During our examination of the books of account of the Company, we have not come across the cases where the Board of Directors or any member of there 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
- v) We have not come across any fraudulent activities in the books of accounts.

Place: Kathmandu, Nepal
Date: 2083.05.29
UDIN No.: 260914CA00773rsE7v

For: A.P.M. & Associates
Chartered Accountants



Pravin Sarawagi, FCA
Partner





Reliance Spinning Mills Ltd.
Statement of Financial Position
As at 16th July, 2026 (Ashad 32, 2083)

Amount in NPR.

Particular	Note	As at Ashad 32, 2083	As at Ashad 32, 2082
Assets			
Non Current Assets			
Property, Plant and Equipment	4	9,284,488,974.26	9,638,832,660.35
Capital work-in-progress	4.1	75,301,335.68	-
Right-of-use Assets	4.2	11,224,575.10	16,836,862.65
Intangible Assets	5	-	-
Financial Assets			
Other Financial Assets	6	3,085,925.01	3,045,925.01
Total Non Current Assets		9,374,100,810.05	9,658,715,448.01
Current Assets			
Inventories	7	1,855,006,130.93	2,204,371,745.89
Financial Assets			
Trade Receivables	8	1,453,768,186.46	1,423,457,212.72
Cash & Cash Equivalents	9	494,208,376.48	17,555,299.65
Other Financial Assets	10	682,914,112.54	1,349,138,355.69
Other Current Assets	11	132,992,796.59	250,719,697.44
Current Tax Assets (Net)	12	4,835,212.88	11,572,990.64
Total Current Assets		4,623,724,815.88	5,256,815,302.03
Total Assets		13,997,825,625.93	14,915,530,750.04
Equity and Liabilities			
Liabilities			
Non Current Liabilities			
Financial Liabilities			
Borrowings	13	1,881,125,015.77	2,945,475,791.99
Lease Liabilities	14	7,898,520.78	12,589,030.64
Other Financial Liabilities	15	2,289,551.80	2,341,566.85
Deferred Tax Liabilities (Net)	16	259,121,844.00	226,462,581.00
Provisions	17	15,218,373.35	15,089,128.00
Total Non Current Liabilities		2,165,653,305.70	3,201,958,098.48
Current Liabilities			
Financial Liabilities			
Borrowings	18	568,447,375.17	1,553,804,666.85
Trade payable	19	246,389,433.95	255,389,855.85
Lease Liabilities	20	6,823,019.04	8,229,257.76
Other Financial Liabilities	21	1,318,070,552.41	2,228,545,798.46
Other Current Liabilities	22	27,147,543.70	27,998,996.85
Provisions	23	99,630,187.89	108,404,248.85
Total Current Liabilities		2,266,508,112.16	4,182,372,824.62
Total Liabilities		4,432,161,417.86	7,384,330,923.10
Equity			
Share Capital	24	1,900,000,000.00	1,707,340,000.00
Other Equity	25	7,665,664,208.07	5,823,859,826.94
Total equity		9,565,664,208.07	7,531,199,826.94
Total liabilities and equity		13,997,825,625.93	14,915,530,750.04

The accompanying notes are an integral part of the financial statements.

For and on Behalf of Board

P.K. Golyan
Chairman

S.K. Agarwal
Director

Akshay Golyan
MD

A.K. Somani
CFO

As per our report of even date

FCA Pravin Sarawagi
Partner

A.P.M. & Associates
Chartered Accountants

Place: Kathmandu, Nepal
Date: 2083.05.29



Reliance Spinning Mills Ltd.

Statement of Profit and Loss

For the year ended 16th July, 2026 (Ashad 32, 2083)

Amount in NPR.

Particular	Note	For the year ended Ashad 32, 2083	For the year ended Ashad 32, 2082
Revenue From Operations	26	10,459,675,865.72	10,237,848,901.81
Cost of Sales	27	(9,062,827,183.87)	(8,748,464,353.90)
Gross Profit		1,396,848,681.85	1,489,384,547.91
Other Income	28	26,667,144.38	52,212,564.91
Selling and Distribution Expenses	29	(214,578,068.77)	(182,608,595.55)
Administrative & Other Expenses	30	(455,065,238.07)	(321,558,561.49)
Allowance for Expected Credit Loss	31	(10,348,825.72)	(261,285.56)
Operating Profit		743,523,693.67	1,037,168,670.22
Finance Costs	32	(269,261,437.69)	(443,404,448.31)
Profit/(Loss) Before Tax		474,262,255.98	593,764,221.91
Income Tax Expense	33	(72,269,250.18)	(117,952,242.79)
Profit/(Loss) for the year		401,993,005.80	475,811,979.12
Earnings Per Share (EPS)			
Basic EPS (Rs)		22.21	27.87
Diluted EPS (Rs)		21.77	27.87

The accompanying notes are an integral part of the financial statements.

For and on Behalf of Board

P.K. Golyan

Chairman

S.K. Agarwal

Director

Akshay Golyan

MD

A.K. Somani

CFO

Place: Kathmandu, Nepal

Date: 2083.05.29

As per our report of even date

FCA Pravin Sarawagi

Partner

A.P.M. & Associates

Chartered Accountants





Reliance Spinning Mills Ltd.
Statement of Other Comprehensive Income
For the year ended 16th July, 2026 (Ashad 32, 2083)

Amount in NPR.

Particular	Note	For the year ended Ashad 32, 2083	For the year ended Ashad 32, 2082
Profit For The Year		401,993,005.80	475,811,979.12
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
Remeasurements of defined benefit obligations		4,251,998.00	2,690,613.00
Net fair value (Losses)/Gains on financial assets			
Quoted Promoter Shares		-	-
Quoted Ordinary Shares		-	-
Items that are or may be reclassified subsequently to profit and Loss			
Deferred Tax asset / (liability) on other comprehensive Income		(196,735.00)	(339,017.00)
Total other comprehensive income, net of tax		4,055,263.00	2,351,596.00
Total comprehensive income for the Year		406,048,268.80	478,163,575.12

The accompanying notes are an integral part of the financial statements.

For and on Behalf of Board

P.K. Golyan
Chairman

S.K. Agarwal
Director

Akshay Golyan
MD

A.K. Somani
CFO

Place: Kathmandu, Nepal
Date: 2083.05.29

As per our report of even date

FCA Pravin Sarawagi
Partner

A.P.M. & Associates
Chartered Accountants



Reliance Spinning Mills Ltd.

Statement of Cash Flows

For the year ended 16th July, 2026 (Ashad 32, 2083)

Amount in NPR.

Particular	Note	For the year ended Ashad 32, 2083	For the year ended Ashad 32, 2082
A. Cash Flow from Operating Activities:			
Profit Before Income Tax		474,262,255.98	593,764,221.91
Adjustments for Non Cash Items:			
Depreciation & Amortization		421,887,918.90	487,750,800.17
Adjustments for non operating items: -			
Interest Expenses		269,261,437.69	443,404,448.31
Unrealised Exchange (Gain)/Loss		80,597,534.11	23,918,293.26
Profit on Sale of Fixed Assets		(1,010,102.42)	(6,713,638.83)
Sundry Balances Written Back		(793,218.21)	(512,715.23)
Interest Income		(13,500,923.71)	(33,592,387.69)
Operating Profit Before Changes to Receivables and Payables		1,230,704,902.34	1,508,019,021.90
(Increase)/Decrease in Trade & Other Receivables		753,640,170.26	(41,819,976.87)
(Increase)/Decrease in Inventories		349,365,614.96	(38,902,637.44)
(Decrease)/Increase in Current Liabilities		(1,990,010,791.64)	(251,600,417.78)
(Increase)/Decrease in Non-Current Assets		(40,000.00)	(40,000.00)
(Decrease)/Increase in Non-Current Liabilities		77,230.30	492,341.64
Cash Generated from Operations		343,737,126.22	1,176,148,331.45
Income Tax Paid		(33,068,944.42)	(13,585,951.99)
Net Cash Inflow from Operating Activities		310,668,181.80	1,162,562,379.46
B. Cash Flow from Investing Activities :			
Proceeds From Disposal of Property and Equipment		1,315,707.97	8,201,000.00
Purchase of Property and Equipment, Capital work-in-progress and Intangible Assets		(137,538,886.49)	(637,963,865.50)
Interest Income		13,500,923.71	33,592,387.69
Net Cash Used in Investing Activities		(122,722,254.81)	(596,170,477.81)
C. Cash Flow from Financing Activities :			
Equity Share Capital		192,660,000.00	-
Increase in Share Premium		1,435,756,112.33	-
Increase / (Decrease) in Long Term Loan		(1,064,350,776.22)	(139,673,281.55)
Principal component of Lease Liabilities		(6,096,748.58)	(5,050,240.25)
Interest Paid		(269,261,437.69)	(443,404,448.31)
Dividends Paid		-	-
Net Cash Flow From Financing Activities		288,707,149.84	(588,127,970.11)
Net Increase in Cash & Cash Equivalents	A+B+C	476,653,076.83	(21,736,068.46)
Opening Cash & Cash Equivalents		17,555,299.65	39,291,368.11
Closing Cash & Cash Equivalents		494,208,376.48	17,555,299.65

The accompanying notes are an integral part of the financial statements.

For and on Behalf of Board

P.K. Golyan
Chairman

S.K. Agarwal
Director

Akshay Golyan
MD

A.K. Somani
CFO

Place: Kathmandu, Nepal
Date: 2083.05.29

As per our report of even date

FCA Pravin Sarawagi
Partner

A.P.M. & Associates
Chartered Accountants





Reliance Spinning Mills Ltd.

Statement of Changes in Equity

For the year ended 16th July, 2026 (Ashad 32, 2083)

Amount in NPR.

Particulars	Equity Share Capital	Equity Share Premium	Other Comprehensive Income	Revaluation Reserve	Retained Earnings	Total
For the Year 2081-82						
At start of year	1,707,340,000.00		-	3,060,755,798.52	2,284,940,453.30	7,053,036,251.82
Profit for the year	-		-	-	475,811,979.12	475,811,979.12
Other comprehensive income	-		2,351,596.00	-	-	2,351,596.00
Change in fair value of financial assets through OCI			-	-	-	-
Revaluation of Land and Building through OCI	-		-	-	-	-
Deferred Tax Reserves	-		-	-		-
Transfer to retained earnings	-		-	(37,694,481.00)	37,694,481.00	-
Total comprehensive income for the year	-		-	-	-	-
Transactions with owners:	-		-	-	-	-
Ordinary Shares Dividend - Final	-		-	-	-	-
Ordinary Shares Dividend - Interim	-		-	-	-	-
Increase in Share Premium	-		-	-	-	-
Issue of Share Capital	-		-	-	-	-
Balance as at Ashad 32, 2082	1,707,340,000.00	-	2,351,596.00	3,023,061,317.52	2,798,446,913.42	7,531,199,826.94
For the Year 2082-83						
At start of year	1,707,340,000.00		2,351,596.00	3,023,061,317.52	2,798,446,913.42	7,531,199,826.94
Profit for the year	-		-	-	401,993,005.80	401,993,005.80
Other comprehensive income	-		4,055,263.00	-	-	4,055,263.00
Change in fair value of financial assets through OCI			-	-	-	-
Revaluation of Land and Building through OCI	-		-	-	-	-
Deferred Tax Reserves	-		-	-		-
Transfer to retained earnings	-		-	(37,694,481.00)	37,694,481.00	-
Total comprehensive income for the year	-		-	-	-	-
Transactions with owners:	-		-	-	-	-
Ordinary Shares Dividend - Final	-		-	-	-	-
Ordinary Shares Dividend - Interim	-		-	-	-	-
Increase in Share Premium	-	1,458,975,648.00	-	-	-	1,458,975,648.00
Underwriting Commission/ Securities Issue Cost		(23,219,535.67)				(23,219,535.67)
Issue of Share Capital	192,660,000.00		-	-	-	192,660,000.00
Balance as at Ashad 32, 2083	1,900,000,000.00	1,435,756,112.33	6,406,859.00	2,985,366,836.52	3,238,134,400.22	9,565,664,208.07

The accompanying notes are an integral part of the financial statements.

For and on Behalf of Board

P.K. Golyan
Chairman

S.K. Agarwal
Director

Akshay Golyan
MD

A.K. Somani
CFO

Place: Kathmandu, Nepal
Date: 2083.05.29

As per our report of even date

FCA Pravin Sarawagi
Partner

A.P.M. & Associates
Chartered Accountants



Reliance Spinning Mills Ltd.

Significant Accounting Policies and Notes to Financial Statements

For the year ended 16th July, 2026 (Ashad 32, 2083)

1. General information

Reliance Spinning Mills Ltd. is a public limited company domiciled in Nepal. The Registered Office of company is at Kamladi -28, Kathmandu Metropolitan (Nepal). The date of incorporation of the company is on 28th Day of Baishakh, 2051 vide Registration No. 62/50/51 (Online No.: 105117).

The company's principal activity comprises manufacturing of yarns. The manufacturing facility of the company is located at Khanar & Duhabi, Sunsari.

2. Basis of Preparation

The financial statements comprise the Statement of Financial Position, Statement of Profit or Loss and Statement (including Other Comprehensive Income), the Statement of Changes in Equity, the Statement of Cash Flows and the Notes to the Accounts.

2.1 Statement of Compliance:

The Financial Statements have been prepared in accordance with Nepal Financial Reporting Standards (NFRS) as published by the Accounting Standards Board (ASB) Nepal and pronounced by The Institute of Chartered Accountants of Nepal (ICAN) and other accepted accounting principles.

These policies have been consistently applied to all the years presented except otherwise stated.

2.2 Functional and Presentation Currency

The financial statements are presented in Nepalese Rupees (NPR) which is the Company's functional currency.

2.3 Use of Estimates, Assumptions and Judgements

The Company, under NFRS, has applied accounting policies which appropriately suit

its circumstances and operating environment. Further, the Company has made judgments in respect of items where the choice of specific policy, accounting estimate or assumption to be followed could materially affect the financial statements. This may later be determined that a different choice could have been more appropriate.

The accounting policies have been included in the relevant notes for each item of the financial statements and the effect and nature of the changes, if any, have been disclosed.

The Company has made estimates and assumptions that will affect the assets, liabilities, disclosure of contingent assets and liabilities, and profit or loss as reported in the financial statements. The Company applies estimates in preparing & presenting the financial statements and such estimates and underlying assumptions are reviewed periodically. The revision to accounting estimates are recognized in the period in which the estimates are revised and are applied prospectively.

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

2.4 Going Concern

The financial statements are prepared on a going concern basis, as the Board of the Company is satisfied that the Company has the resources to continue in business for the foreseeable future. In making this assessment, the Board of Directors has considered a wide range of information relating to present and future conditions, including future projections of profitability, cash flows and capital resources.



Reliance Spinning Mills Ltd.

Significant Accounting Policies and Notes to Financial Statements

For the year ended 16th July, 2026 (Ashad 32, 2083)

2.5 Changes in Accounting Policies

The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

2.6 Reporting Pronouncements

The Company has, for the preparation of financial statements, adopted the NFRS pronounced by ASB as effective on September 13, 2013. The NFRS conform, in all material respects, to International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

2.7 New Standards in Issue But Not Yet Effective

For the reporting of financial instruments, NAS 32 Financial Instruments, Presentation,

NAS 39 Financial Instruments Recognition and Measurements and NFRS 7 Financial Instruments - Disclosures have been applied. NFRS1 has been complied with the classification of Financial Instruments. A number of new standards and amendments to the existing standards and interpretations have been issued by ASB after the pronouncements of NFRS with varying effective dates. Those become applicable when ASB Nepal incorporates them within NFRS.

2.8 Limitation of NFRS Implementation

Wherever the information is not adequately available, and/or it is impracticable to develop, such exception to NFRS implementation has been noted and disclosed in respective sections.



Reliance Spinning Mills Ltd.

Significant Accounting Policies and Notes to Financial Statements

For the year ended 16th July, 2026 (Ashad 32, 2083)

3 Significant Accounting Policies

3.1 Basis of Measurement

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

- Financial assets other than measured at amortized cost are measured at fair value.
- Inventories are measured at cost or net realizable value whichever is lower

3.2 Presentation - Current versus Non-Current Classification

The Company presents assets and liabilities in statement of financial position based on current/non-current classification. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

The Company classifies an asset as 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

All other assets are classified as non-current.

The Company classifies a liability as current when:

- It is expected to be settled in 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.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

3.3 Critical Accounting Estimates

The preparation of the financial statements in conformity with Nepal Financial Reporting Standards requires the use of certain critical accounting estimates and judgments. The management has exercised judgments in the process of applying the Company's accounting policies. The Company makes certain estimates and assumptions regarding the future events. Estimates and judgments are continuously evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual result may differ from these estimates and assumptions. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year primarily includes:

a) Recognition of Deferred Tax Assets

Deferred tax assets are recognized for taxable temporary difference to the extent that it is probable that taxable profit will be available against which the losses can be utilized. 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 based 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 market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

b) 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.

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

3.4 Capital Management

For the purpose of the Company's capital management, capital includes issued capital and all other equity reserves attributable to the equity holders of the company. The primary objective of the company's capital management is to maximize the shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders or issue new shares.

3.5 Impairment of Non- Financial Assets (Excluding Inventories and Deferred Tax Assets)

Non-financial assets are subject to impairment tests whenever events or changes in circumstances indicate that their carrying amount may not be recoverable. Where the carrying value of an asset exceeds its recoverable amount (i.e. the higher of value in

use and fair value less costs to sell), the asset is written down accordingly. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. When the carrying amount of an asset or Cash generating units exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

An assessment is also done for whether there is any indication that an impairment loss recognized for an asset in prior accounting periods may no longer exist or may have been decreased. If any such indication exists the asset's recoverable amount is estimated. The carrying amount of the fixed asset is increased to the revised estimate of its recoverable amount such that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years.

Impairment loss or reversal shall be included in profit or loss if any. The company has no impairment loss/ gain during the relevant reporting periods.

3.6 Foreign Currency Transactions

Transactions entered into by the Company in a currency other than Nepali Rupees (the currency of primary economic environment in which it operates) are recorded at the rates ruling when the transactions occur. Exchange differences arising on foreign currency transactions settled during the year are recognized in the Statement of Profit or Loss. Unsettled foreign currency monetary assets & liabilities are translated at the rates ruling at the reporting date. Exchange differences arising on the retranslation of unsettled monetary assets and liabilities are recognized immediately in profit or loss statement.



Reliance Spinning Mills Ltd.

Significant Accounting Policies and Notes to Financial Statements

For the year ended 16th July, 2026 (Ashad 32, 2083)

3.7 Lease

The Company as a Lessee:

The Company enters into an arrangement for lease of buildings and office equipment. Such arrangements are generally for a fixed period but may have extension or termination options. In accordance with NFRS 16 – Leases, at inception of the contract, the Company assesses whether a contract is, or contains a lease. A lease is defined as ‘a contract, or part of a contract, that conveys the right to control the use of an asset (the underlying asset) for a period of time in exchange for consideration.

To Assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- The contract involves the use of an identified asset – this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- The Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and

The Company assesses whether it has the right to direct ‘how and for what purpose’ the asset is used throughout the period of use. At inception or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices. However, for the leases of land and buildings in which it is a lessee, the Company has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

Measurement and recognition of leases as a Lessee

The Company recognizes a right-of-use asset and a lease liability at the lease commencement

date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses (unless such right of use assets fulfills the requirements of NAS 40 - Investment Property and is accounted for as there under), if any and adjusted for any re-measurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognized in the Statement of profit and loss.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Company is reasonably certain



Reliance Spinning Mills Ltd.

Significant Accounting Policies and Notes to Financial Statements

For the year ended 16th July, 2026 (Ashad 32, 2083)

to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in Statement of profit and loss if the carrying amount of the right-of-use asset has been reduced to zero, as the case may be.

The Company presents right-of-use assets that do not meet the definition of investment property on the face of balance sheet below 'property, plant and equipment' and lease liabilities under 'financial liabilities' in the balance sheet.

The Company has elected not to apply the requirements of NFRS 16-Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term, unless the payments are structured to increase in line with the expected general inflation to compensate the lessor's expected inflationary cost increases.

The Company as a Lessor:

When the Company acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating

lease. To classify each lease, the Company makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Company considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term as part of 'other income'.

The Company recognizes lease payments received under operating leases as income on a straight-line basis over the lease term unless the payments are structured to increase in line with the expected general inflation to compensate the lessor's expected inflationary cost increases. In case of a finance lease, finance income is recognized over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease.

3.8 Revenue Recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the Government.

The Company recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the company's activities as described below. The company bases its estimates on historical results, taking



Reliance Spinning Mills Ltd.

Significant Accounting Policies and Notes to Financial Statements

For the year ended 16th July, 2026 (Ashad 32, 2083)

into consideration the type of customer, the type of transaction and the specific of each arrangement.

Revenue is measured at the fair value of the consideration received or receivable net of trade discounts. Revenue include all revenue from ordinary activities of the company that are recorded excluding Value Added Taxes collected from customers that are remitted or are to be remitted to the government authorities.

(a) Sale of Goods

Revenue from sale of goods is recognized when the significant risks and rewards are transferred to the buyer by virtue of dispatch of such goods to the buyer after issuance of sales invoice.

(b) Other Operating Revenues

Export Incentives are recognized on accrual basis when no significant uncertainties as to the amount of consideration that would be derived and to its ultimate collection exist.

(c) Other Income

- Rental Income from Operating lease is recognized on straight-line basis over the tenure of the lease agreement, except for contingent rental income which is recognized when it arises and where scheduled increase in rent compensates the lessor for expected inflationary costs.
- Insurance claims are accounted for on acceptance or to the extent amount have been received.
- Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.
- Income from write-back of payables is recognized under "Miscellaneous Income" when the obligation is extinguished and no longer required to be settled.

3.9 Property, Plant & Equipment:

A) Recognition and Measurement

The cost of an item of property and equipment shall be recognized as an asset, initially recognized at cost, if, and only if:

- it is probable that future economic benefits associated with the item will flow to the entity; and
- the cost of the item can be measured reliably.

Cost includes expenditure that is directly attributable to the acquisition of the asset. The cost of self-constructed assets includes the following:

- the cost of materials and direct labor;
- any other costs directly attributable to bringing the assets to a working condition for their intended use;
- when the Company has an obligation to remove the asset or restore the site, an estimate of the costs of dismantling and removing the items and restoring the site on which they are located; and
- Capitalized borrowing costs.

The Company has adopted revaluation model for Land and Building and cost model for remaining class of property and equipment. Land and Building are measured at restated revalued figure at the date of transition. An annual transfer from the asset revaluation surplus to retained earnings is made for the difference between depreciation based on the revalued carrying amount of the asset and depreciation based on the asset's original cost. Additionally, accumulated depreciation as at the revaluation date is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset. Upon disposal, any revaluation surplus relating to the particular asset being sold is transferred to retained earnings. The remaining items of property and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses.



Reliance Spinning Mills Ltd.

Significant Accounting Policies and Notes to Financial Statements

For the year ended 16th July, 2026 (Ashad 32, 2083)

Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment.

Subsequent expenditure is capitalized if it is probable that the future economic benefits from the expenditure will flow to the Company. Ongoing repairs and maintenance to keep the assets in working condition are expensed as incurred. Any gain or loss on disposal of an item of property and equipment (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognized within other income in profit or loss.

B) Depreciation

Depreciation on assets under construction does not commence until they are complete and available for use. Depreciation is provided on all other items of property, plant and equipment so as to write-off their depreciable amount over the expected useful economic lives.

Depreciation is provided on a pro-rata basis on the straight-line method based on the estimated useful life of the assets determined by management as per application guidance to NAS 16 issued by Accounting Standard Board.

The estimated useful lives of various class of PPE for the current year and comparative years are as follows:

Class of PPE	Useful Life
Factory Building	30 Years
Building Other than Factory Building (RCC frame)	60 Years
Building Other than Factory Building (Other than RCC frame)	30 Years
Road Inside Factory	3-10 Years
Furniture and Fixtures	10 Years
Computer and IT Equipments	3-6 Years
Office Equipment	5-10 Years
Vehicles - 4 Wheelers	8 Years
Vehicles - 2 Wheelers	10 Years
Plant and Machinery	15-25 Years

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

C) De-Recognition

An item of property plant and equipment is de-recognized on disposal or when no future economic benefits are expected from the use of that asset. The gain or loss arising from the disposal of an item of property plant and equipments is the difference between net disposal proceeds if any, and the carrying amount of that item and is recognized in the statement of Profit and Loss.

D) Capital Work in Progress

Capital work-in-progress represents expenditure incurred in respect of capital projects not ready for use and are carried at cost. Cost comprises purchase cost, related acquisition expenses, development / construction costs, borrowing costs and other direct expenditures.

3.10 Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost of acquisition. The cost comprises purchase price and directly attributable costs of bringing the assets to its working condition for intended use.

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses, if any.

The Company's intangible assets comprises assets with finite useful life which are amortised on a straight-line basis over the period of their expected useful life.

Amortization methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.



Reliance Spinning Mills Ltd.

Significant Accounting Policies and Notes to Financial Statements

For the year ended 16th July, 2026 (Ashad 32, 2083)

The estimated useful lives of Intangible assets for the current year and comparative years are as follows:

Class of PPE	Useful Life
Computer Software	5 years

3.11 Investment property

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalised to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized.

3.12 Financial Instruments : Financial Assets

Financial Asset is any asset that is:

- Cash
- an equity instrument of another entity
- a contractual right:
 - to receive cash or other financial asset from another entity, or
 - to exchange financial assets or financial liabilities with another equity under conditions that are potentially favourable to the entity
- a contract that will or may be settled in the entity's own equity instruments and is:
 - a non-derivative for which the entity is or may be obliged to receive a variable number of the entity's own equity instruments, or
 - a derivative that will or may be settled other than by the exchange of a fixed

amount of cash or another financial asset for a fixed number of the entity's own equity instruments.

A) Recognition

All financial assets are initially recognized on the date on which the company becomes a party to the contractual provisions of the instrument. The classification of financial instruments at the initial recognition depends on their purpose and characteristics and the management's intention in acquiring them.

B) Classification

The financial assets are measured at amortized cost or fair value on the basis of the Company'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:

i) Financial Assets Measured at Amortized Cost

Financial asset are measured at amortized cost if both of the following conditions are met:

- The asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows and
- The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

ii) Financial Asset 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 (FVTPL)

Financial assets are classified as fair value through profit or loss (FVTPL) if they



Reliance Spinning Mills Ltd.**Significant Accounting Policies and Notes to Financial Statements****For the year ended 16th July, 2026 (Ashad 32, 2083)**

are held for trading or are designated at fair value through profit or loss. Upon initial recognition, transaction cost is 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 (FVTOCI)

Investment in an equity instrument that is not held for trading and at the initial recognition, the Company 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.

C) Measurement**i) Initial Measurement**

A financial asset or financial liability is measured initially at fair value plus or minus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issue. Transaction cost in relation to financial assets and liabilities at fair value through profit or loss are recognized in Statement of Profit or Loss.

ii) 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 or uncollectibility.

Financial assets classified at fair value are subsequently measured at 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.

D) Derecognition

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred or in which the Company 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 derecognition that is created or retained by the Company is recognized as a separate asset or liability. On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset transferred), and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognized in other comprehensive income is recognized in profit or loss.

In transactions in which the Company neither retains nor transfers substantially all the risks and rewards of ownership of a financial asset and it retains control over the asset, the Company continues to recognize the asset to the extent of its continuing involvement, determined by the extent to which it is exposed to changes in the value of the transferred asset.



Reliance Spinning Mills Ltd.

Significant Accounting Policies and Notes to Financial Statements

For the year ended 16th July, 2026 (Ashad 32, 2083)

E) Determination of Fair Value

Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction on the measurement date. The fair value of a liability reflects its non-performance risk.

When available, the Company measures the fair value of an instrument using quoted prices in an active market for that instrument. A market is regarded as active if quoted prices are readily and regularly available and represent actual and regularly occurring market transactions on an arm's length basis. If a market for a financial instrument is not active, the Company establishes fair value using a valuation technique. Valuation techniques include using recent arm's length transactions between knowledgeable, willing parties (if available), reference to the current fair value of other instruments that are substantially the same, discounted cash flow analyses.

The best evidence of the fair value of a financial instrument at initial recognition is the transaction price - i.e. the fair value of the consideration given or received. However, in some cases, the fair value of a financial instrument on initial recognition may be different to its transaction price. If such fair value is evidenced by comparison with other observable current market transactions in the same instrument (without modification) or based on a valuation technique whose variables include only data from observable markets, then the difference is recognized in profit or loss on initial recognition of the instrument. In other cases, the difference is not recognized in profit or loss immediately but is recognized over the life of the instrument on an appropriate basis or when the instrument is redeemed, transferred or sold, or the fair value becomes observable.

All unquoted equity investments are recorded at cost, considering the non trading of

promoter shares up to the date of balance sheet, the market price of such shares could not be ascertained with certainty. Hence, these investments are recognized at cost net of impairment, if any.

F) Impairment

At each reporting date, the Company assesses the impairment of financial assets using the Expected Credit Loss (ECL) model as required under NFRS 9. The Company recognizes expected credit losses for all financial assets measured at amortized cost and debt instruments at fair value through other comprehensive income (FVOCI).

Impairment Assessment: The Company assesses financial assets for impairment at both the individual and collective level, taking into account both 12-month ECL for assets with no significant increase in credit risk and Lifetime ECL for assets with a significant increase in credit risk.

Provision Matrix: For trade receivables and other financial assets, the Company uses a provision matrix to estimate lifetime ECL based on historical loss experience and forward-looking economic conditions.

Modelling and Adjustments: In assessing credit losses, the Company uses statistical models that incorporate probability of default (PD), loss given default (LGD), and exposure at default (EAD). The Company also adjusts these estimates for management's judgment, incorporating current and forecasted economic conditions.

Regular Review: Default rates, loss rates, and other assumptions are reviewed regularly and benchmarked against actual outcomes to ensure that the ECL estimates remain accurate and appropriate.

3.13 Income Taxes

Tax expense comprises current and deferred tax. Current tax and deferred tax are recognized

Reliance Spinning Mills Ltd.

Significant Accounting Policies and Notes to Financial Statements

For the year ended 16th July, 2026 (Ashad 32, 2083)

in profit or loss except to the extent that they relate to items recognized directly in equity or in other comprehensive income.

Current Tax

Current tax is the expected tax payable or recoverable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred Income Tax

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected realization or settlement of the carrying amount of assets and liabilities using tax rates (i.e 12.60%) at the balance sheet date. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

3.14 Inventories

Inventories are carried at the lower of cost or Net realizable value.

Net realizable value is the estimated selling price in the ordinary course of business less the estimated cost of completion and the necessary estimated expenses. The cost of obsolescence and other anticipated losses are also considered for determining the net realizable values.

Cost of finished goods includes the cost of raw materials, direct labor and appropriate proportion of fixed and variable production overheads incurred in bringing the inventory to their present location and condition. Inventories of Raw material are carried at Cost.

In determining the cost of raw materials First In First Out (FIFO) method is used. Cost of

inventory comprises all costs of purchase, duties, taxes (other than those subsequently recoverable from tax authorities), cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

Work in Progress are carried at the Weighted average cost.

In determining the cost of consumables, stores and spares First In First Out (FIFO) method is used.

In determining the cost of Usable Wastages, Weighted Average Cost of Raw Material is used.

Saleable wastages are carried at the Net realizable value.

3.15 Borrowing Cost

Borrowing cost that are directly attributable to the acquisition, construction, or production of a qualifying asset are capitalized as a part of the cost of such asset till such time the asset is ready for its intended use or sale.

Borrowing cost consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs also includes exchange differences to the extent regarded as an adjustment to the borrowing costs. A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale. All other borrowing cost are recognized as expense in the period in which they are incurred.

3.16 Cash and Cash Equivalents

Cash and cash equivalents are defined as cash on hand, demand deposits and short term highly liquid investments, readily convertible to known amounts of cash and subject to insignificant risk of changes in value.



Reliance Spinning Mills Ltd.

Significant Accounting Policies and Notes to Financial Statements

For the year ended 16th July, 2026 (Ashad 32, 2083)

For the purpose of cash flow statements, cash and cash equivalents consist of cash in hand and balance in bank accounts.

3.17 Non-current Assets Held for Sale

Non-current assets or disposal groups are classified as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Such assets or disposal groups are classified only when both the conditions are satisfied –

- The sale is highly probable, and
- The asset or disposal group is available for immediate sale in its present condition subject only to terms that are usual and customary for sale of such assets.

Management must be committed to the sale, which should be expected to qualify for recognition as a completed sale within one year from the date of classification as held for sale, and actions required to complete the plan of sale should indicate that it is unlikely that significant changes to the plan will be made or that the plan will be withdrawn. Noncurrent assets or disposal group are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

Upon classification, non-current assets or disposal group held for sale are measured at the lower of carrying amount and fair value less costs to sell. Non-current assets which are subject to depreciation are not depreciated or amortized once those classified as held for sale.

3.18 Employee Benefits

Employee benefits include salaries, wages, contribution to SSF, compensated absences and other terminal benefits.

a. Short-term Employee Benefits

Wages and salaries, including non-monetary benefits that are expected to be settled within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the Statement of Financial Position.

b. Post-employment Benefits Defined Contribution Plan

The Company has Social Security Fund as defined contribution plan. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. Therefore, contributions paid and payable under the scheme are recognized in the period when the employee renders the related service.

As per Section 53 of Labor Act, 2074, with effect from Bhadra 19, 2074 (September 04, 2017), Gratuity shall be treated as defined contribution plan to be calculated at 8.33% of Basic Salary and therefore Actuarial Valuation is not required.

c. Long-term Employment Benefits

Leave Encashment has been computed using Actuarial Assumptions and these are measured at the present value of expected future payments to be made in respect of services provided by employees up to the end of the year using the Projected Unit Credit Method. The benefits are discounted using the market yields at the end of the year that have terms approximating to the terms of assumptions.

Key Assumptions:

The following actuarial assumptions were used in measuring the leave encashment liability:

Reliance Spinning Mills Ltd.

Significant Accounting Policies and Notes to Financial Statements

For the year ended 16th July, 2026 (Ashad 32, 2083)

A. Discount rate: 9% (based on market yields on government bonds).

B. Salary growth rate: 5% (based on historical salary increment trends and expected future salary increases).

During the year, an actuarial gain is recognized in the Profit and Loss Statement due to changes in the actuarial assumptions, primarily related to discount rate or salary escalation.

3.19 Financial Instruments : Financial Liabilities

Financial Liability is any liability that is:

a) a contractual obligation:

- i) to deliver cash or other financial asset to another entity, or
- ii) to exchange financial assets or financial liabilities with another equity under conditions that are potentially unfavourable to the entity.

b) a contract that will or may be settled in the entity's own equity instruments and is:

- i) a non-derivative for which the entity is or may be obliged to receive a variable number of the entity's own equity instruments, or
- ii) a derivative that will or may be settled other than by the exchange of a fixed amount of cash or another financial asset for a fixed number of the entity's own equity instruments.

Recognition

All financial liabilities are initially recognized on the date on which the company becomes a party to the contractual provisions of the instrument. The classification of financial instruments at the initial recognition depends on their purpose and characteristics and the management's intention in acquiring them.

Classification

The Company classifies its financial liabilities, other than financial guarantees and loan commitments, as follows:

i) Financial Liabilities at Fair Value through Profit or Loss (FVTPL)

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 is recognized at profit or loss.

ii) 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 rate method.

Measurement

i) Initial Measurement

A financial asset or financial liability is measured initially at fair value plus or minus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issue. Transaction cost in relation to financial assets and liabilities at fair value through profit or loss are recognized in Statement of Profit or Loss.

ii) 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



Reliance Spinning Mills Ltd.

Significant Accounting Policies and Notes to Financial Statements

For the year ended 16th July, 2026 (Ashad 32, 2083)

cumulative amortization using the effective interest method of any difference between that initial amount and the maturity amount, and minus any reduction for impairment or uncollectibility.

3.20 Provisions

Provisions are recognized when the company has a present obligation, legal or constructive, as a result of a past event, it is probable that a transfer of a economic benefits will be required to settle the obligation and when reliable estimate can be made of the amount of obligation. If these conditions are not met, no provision is recognized.

The amount of provision recognized is the management's best estimate of expenditure required to settle the present obligation at the reporting date.

Management reviews provisions at each reporting date and is adjusted to reflect the best estimate. If it is no longer probable that a transfer of economic benefits will be required to settle the obligation, the provision is reversed.

3.21 Contingent Liabilities

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one

or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

The Company records a liability for any claims where a potential loss is probable and capable of being estimated and discloses such matters in its financial statements, if material. For potential losses that are considered possible, but not probable, the Company provides disclosure in the financial statements but does not record a liability in its accounts unless the loss becomes probable.

3.22 Earnings Per Share

The Company presents basic and diluted earnings per share (EPS) data for its ordinary shares. The basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period.

Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding for the effects of all dilutive potential ordinary shares.

Reliance Spinning Mills Ltd.

Significant Accounting Policies and Notes to Financial Statements

For the year ended 16th July, 2026 (Ashad 32, 2083)

4 Property, Plant & Equipments (PPE)

The changes in the carrying value of Property, Plant & Equipments (PPE) for the year ended Ashad 32, 2083, Ashad 32, 2082 and Ashad 31, 2081 are as follows:

Amount in NPR.

Particulars	Land & Land Development	Buildings	Plant & Machinery	Office & Electrical Equipment	Furniture & Fixtures	Vehicles	Computers	Total
Balance as at Ashad end 2081	2,872,324,756.00	3,028,005,152.94	5,050,694,574.88	6,625,957.18	20,213,418.66	29,621,665.63	6,461,481.76	11,013,947,007.08
Addition during the Year								
Acquisition	-	-	747,504,299.16	185,459.05	656,907.91	-	1,444,233.41	749,790,899.53
Capitalization								-
Disposal during the year			(7,436,804.17)			-		(7,436,804.17)
Balance as at Ashad end 2082	2,872,324,756.00	3,028,005,152.94	5,790,762,069.87	6,811,416.23	20,870,326.57	29,621,665.63	7,905,715.17	11,756,301,102.44
Addition during the Year								
Acquisition	-	887,676.61	54,316,420.80	26,747.78	819,553.27	5,700,619.47	486,532.88	62,237,550.81
Capitalization								-
Disposal during the year			-			(1,062,973.55)		(1,062,973.55)
Balance as at Ashad End 2083	2,872,324,756.00	3,028,892,829.55	5,845,078,490.67	6,838,164.01	21,689,879.84	34,259,311.55	8,392,248.05	11,817,475,679.70
Depreciation & Impairment								
As at Ashad end 2081	-	445,481,989.18	1,163,921,694.68	5,023,586.74	7,876,047.28	14,147,905.40	4,828,149.16	1,641,279,372.44
Depreciation charge for the Year		116,389,536.00	358,325,524.53	790,425.24	2,055,157.12	3,491,835.00	1,086,034.73	482,138,512.62
Impairment for the year								
Disposals			(5,949,443.00)			-		(5,949,443.00)
As at Ashad end 2082	-	561,871,525.18	1,516,297,776.21	5,814,011.98	9,931,204.40	17,639,740.40	5,914,183.89	2,117,468,442.09
Depreciation charge for the Year		116,378,044.81	292,787,907.13	361,091.48	2,130,309.76	3,578,321.85	1,039,956.32	416,275,631.35
Impairment for the year								
Disposals			-			(757,368.00)		(757,368.00)
As at Ashad end 2083	-	678,249,569.99	1,809,085,683.34	6,175,103.46	12,061,514.16	20,460,694.25	6,954,140.21	2,532,986,705.44
Net Carrying Amount:								
As at Ashad end 2081	2,872,324,756.00	2,582,523,163.76	3,886,772,880.20	1,602,370.44	12,337,371.38	15,473,760.23	1,633,332.60	9,372,667,634.64
As at Ashad end 2082	2,872,324,756.00	2,466,133,627.76	4,274,464,293.66	997,404.25	10,939,122.17	11,981,925.23	1,991,531.28	9,638,832,660.35
As at Ashad end 2083	2,872,324,756.00	2,350,643,259.56	4,035,992,807.33	663,060.55	9,628,365.68	13,798,617.30	1,438,107.84	9,284,488,974.26

Contd....



Contd....

Property, Plant & Equipment have been mortgaged/hypothecated against Bank Borrowings.

All categories of Property, Plant and Equipment are initially recorded at cost. Property, Plant and Equipment except Land & Building are subsequently measured at historical cost less depreciation and impairment losses. Historical cost includes expenditure. Subsequent cost are included in the assets carrying amount or recognized as separate asset, as appropriate, only when it is probable that future economic benefits are associated with the item will flow to the company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

The rates have been applied consistently over the years. The assets residual values and useful lives are reviewed and adjusted if appropriate, at each reporting period. An asset's carrying amount is written down immediately to its estimated recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and Losses on disposal of property and equipment are determined by reference to their carrying amount and are included in profit or loss.

4.1 Capital work-in-progress

The changes in the carrying value of capital work-in-progress for the year ended Ashad 32, 2083, Ashad 32, 2082 and Ashad 31, 2081 are as follows:

Amount in NPR.

Particulars	Buildings	Plant & Machinery	Total
Balance as at Ashad end 2081	-	111,827,034.03	111,827,034.03
Addition during the Year	-	-	-
Transfer to property, plant and equipment	-	111,827,034.03	111,827,034.03
Foreign currency translation difference	-	-	-
Balance as at Ashad end 2082	-	-	-
Addition during the Year	-	75,301,335.68	75,301,335.68
Transfer to property, plant and equipment	-	-	-
Foreign currency translation difference	-	-	-
Balance as at Ashad end 2083	-	75,301,335.68	75,301,335.68

4.2 Right-of-use Assets

The changes in the carrying value of Right-of-use (ROU) of Assets for the year ended Ashad 32, 2083, Ashad 32, 2082 and Ashad 31, 2081 are as follows:

Amount in NPR.

Particulars	Land	Office Space	Total
Gross Value:			
Balance as at Ashad end 2081	7,275,327.59	23,416,268.44	30,691,596.03
Additions/disposals/adjustments during the year	-	(441,194.61)	(441,194.61)
Balance as at Ashad end 2082	7,275,327.59	22,975,073.83	30,250,401.42
Additions/disposals/adjustments during the year	-	-	-
Balance as at Ashad end 2083	7,275,327.59	22,975,073.83	30,250,401.42
Accumulated Depreciation:			
Balance as at Ashad end 2081	3,117,997.53	4,683,253.69	7,801,251.22
Additions/disposals/adjustments during the year	1,039,332.51	4,572,955.04	5,612,287.55
Elimination on Disposal/Adjustment of Assets	-	-	-
Balance as at Ashad end 2082	4,157,330.04	9,256,208.73	13,413,538.77
Additions/disposals/adjustments during the year	1,039,332.51	4,572,955.04	5,612,287.55
Elimination on Disposal/Adjustment of Assets	-	-	-
Balance as at Ashad end 2083	5,196,662.55	13,829,163.77	19,025,826.32
Net Carrying Amount:			
As at Ashad end 2081	4,157,330.06	18,733,014.75	22,890,344.81
As at Ashad end 2082	3,117,997.55	13,718,865.10	16,836,862.65
As at Ashad end 2083	2,078,665.04	9,145,910.06	11,224,575.10

Reliance Spinning Mills Ltd.

Significant Accounting Policies and Notes to Financial Statements

For the year ended 16th July, 2026 (Ashad 32, 2083)

5 Intangible Assets

The changes in the carrying value of Intangible Assets for the year ended Ashad 32, 2083, Ashad 32, 2082 and Ashad 31, 2081 are as follows:

Amount in NPR.

Particulars	Total
Cost:	
As at Ashad end 2081	1,665,000.00
Addition during the Year	
Acquisition	-
Capitalization	-
Disposal During the Year	-
Adjustment/Revaluation	-
As at Ashad end 2082	1,665,000.00
Addition during the Year	
Acquisition	-
Capitalization	-
Disposal During the Year	-
Adjustment/Revaluation	-
As at Ashad end 2083	1,665,000.00
Amortization and impairment losses	
As on Ashad end 2081	1,665,000.00
Amortization charge for the Year	-
Impairment for the Year	
Disposals	
Adjustment	
As at Ashad end 2082	1,665,000.00
Amortization charge for the Year	-
Impairment for the Year	
Disposals	
Adjustment	
As at Ashad end 2083	1,665,000.00
Net Carrying Amount:	
As at Ashad end 2081	-
As at Ashad end 2082	-
As at Ashad end 2083	-

6 Other Financial Assets (Non-Current)

Amount in NPR.

Particulars	As at Ashad 32, 2083	As at Ashad 32, 2082
Security Deposits	3,085,925.01	3,045,925.01
Total	3,085,925.01	3,045,925.01



Reliance Spinning Mills Ltd.

Significant Accounting Policies and Notes to Financial Statements

For the year ended 16th July, 2026 (Ashad 32, 2083)

7 Inventories

(As taken, valued and certified by the management.)

Amount in NPR.

Particulars	As at Ashad 32, 2083	As at Ashad 32, 2082
Raw Materials	534,431,179.77	697,867,783.60
Finished Goods	665,996,883.82	672,187,272.62
Work In Process	331,253,360.12	300,865,037.63
Store, Spares and Consumables	206,476,449.43	196,275,837.67
Waste	65,902,181.19	58,539,802.37
Goods in Transit	50,946,076.60	278,636,012.00
Gross Total	1,855,006,130.93	2,204,371,745.89
Less: Allowance for Obsolescence	-	-
Total Inventories*	1,855,006,130.93	2,204,371,745.89

* Inventories have been hypothecated with the Banks against borrowings (Refer Note No 13 and 18)

8 Trade Receivables

Trade receivables comprises amount receivable from our customers and are non-interest bearing. Such trade receivables are generally on credit terms of 30 - 90 days.

Amount in NPR.

Particulars	As at Ashad 32, 2083	As at Ashad 32, 2082
Trade Receivable*	1,466,171,295.62	1,425,581,181.45
Less : ECL provision	(12,403,109.16)	(2,123,968.73)
Total	1,453,768,186.46	1,423,457,212.72

* Trade Receivables have been hypothecated with the Banks against borrowings (Refer Note No 13 and 18)

9 Cash and Cash Equivalents

Amount in NPR.

Particulars	As at Ashad 32, 2083	As at Ashad 32, 2082
Cash In Hand (as certified)	933,830.63	878,893.05
Balances with Banks	493,274,545.85	16,676,406.60
Total	494,208,376.48	17,555,299.65

10 Other Financial Assets

Amount in NPR.

Particulars	As at Ashad 32, 2083	As at Ashad 32, 2082
Letter of Credit	27,598,459.43	20,322,093.95
Fixed Deposit	-	702,823,680.00
Bank Guarantee Margins & Other Margins	12,001,603.67	9,423,391.14
Insurance & Other Claims Receivable	20,454.00	16,673.00
Security Deposits	27,500,000.00	-
Export Incentive Receivable	614,173,602.45	614,173,602.45
Other Receivable	1,619,992.99	2,378,915.15
Total	682,914,112.54	1,349,138,355.69

The fair values of all the above financial assets are approximates to their carrying amounts. These advances are non-interest bearing and are expected to be settled in the normal course of operations.

Reliance Spinning Mills Ltd.

Significant Accounting Policies and Notes to Financial Statements

For the year ended 16th July, 2026 (Ashad 32, 2083)

11 Other Current Assets

Amount in NPR.

Particulars	As at Ashad 32, 2083	As at Ashad 32, 2082
Advance to Labours	229,212.00	220,912.00
Advance to Vendors	8,333,280.79	10,106,956.75
Prepaid Expenses	3,268,236.90	16,120,493.47
Reliance Welfare Loan-Staffs	2,180,000.00	2,107,643.71
Reliance Welfare Loan-Workers	7,862,475.03	6,656,365.03
Advance to Staff	45,011.20	830,963.89
Sundry Advances	43,503,872.23	43,889,375.60
VAT Input	67,570,708.44	170,786,986.99
Total	132,992,796.59	250,719,697.44

12 Current Tax Assets/Liabilities (Net)

Amount in NPR.

Particulars	As at Ashad 32, 2083	As at Ashad 32, 2082
Opening Balance	11,572,990.64	8,658,217.44
Less: Previous Year Taxation	-	-
Balance	11,572,990.64	8,658,217.44
Add: Taxes paid including TDS (Net of adjustments)	33,068,944.42	13,585,951.99
Advance tax for the Year	44,641,935.06	22,244,169.43
Less: Current tax payable for the year	39,806,722.18	10,671,178.79
Current Tax Assets / (Liabilities)	4,835,212.88	11,572,990.64

13 Borrowings (Non Current)

Non Current Borrowings are interest bearing financial liabilities consisting of Bank Borrowings. For these financial liabilities interest charged by the bank approximates effective interest rate and such rate is considered for calculation of amortized cost of liability and the finance cost. The effect of initial charges and its impact on effective rate is considered immaterial and the carrying value is considered approximate amortized cost.

Amount in NPR.

Particulars	As at Ashad 32, 2083	As at Ashad 32, 2082
Secured Loans from Banks*		
- Term Loan	2,449,481,015.77	3,450,771,791.99
Less: Current maturities (Refer Note No 18)	568,356,000.00	505,296,000.00
Total	1,881,125,015.77	2,945,475,791.99

*Secured Loans:

Term Loan Facility has been disbursed by Consortium of Banks lead by Rastriya Banijya Bank Ltd. Such Loans are secured by a way of pari-passu first charge over the fixed assets, both present and future and pari-passu second charge over the Current Assets of the company, both present and future. Further, personal guarantee has been given by the promoters/directors viz. Mr. Pawan Kumar Golyan, Mr. Shashi Kant Agarwal and Mr. Akshay Golyan.



Reliance Spinning Mills Ltd.

Significant Accounting Policies and Notes to Financial Statements

For the year ended 16th July, 2026 (Ashad 32, 2083)

14 Non-Current Lease Liabilities

Amount in NPR.

Particulars	As at Ashad 32, 2083	As at Ashad 32, 2082
Lease Liability	14,721,539.82	20,818,288.40
Less: Current portion (Refer Note no. 20)	6,823,019.04	8,229,257.76
Total	7,898,520.78	12,589,030.64

15 Other Non-Current Financial Liabilities

Amount in NPR.

Particulars	As at Ashad 32, 2083	As at Ashad 32, 2082
Security Deposits	2,289,551.80	2,341,566.85
Total	2,289,551.80	2,341,566.85

16 Deferred Tax Liabilities (Net)

Amount in NPR.

Particulars	As at Ashad 32, 2083	As at Ashad 32, 2082
Deferred Tax Asset	19,327,499.00	16,296,908.00
Deferred Tax Liability	278,449,343.00	242,759,489.00
Net Deferred Tax Asset / (Liability) at the end of the year	(259,121,844.00)	(226,462,581.00)
Net Changes	(32,659,263.00)	(107,620,081.00)
Deferred Tax charged in OCI	(196,735.00)	(339,017.00)
Deferred Tax charged in Statement of Profit or Loss	(32,462,528.00)	(107,281,064.00)
Deferred Tax charged Directly in Equity due to change in estimate of the life of asset	-	-
Deferred tax Assets:		
Recognized in profit or loss	19,327,499.00	16,296,908.00
Recognized in OCI	-	-
Recognized in Equity	-	-
Deferred tax Assets	19,327,499.00	16,296,908.00
Deferred tax liability:		
Recognized through profit or loss	277,913,591.00	242,420,472.00
Recognized through OCI	535,752.00	339,017.00
Deferred tax liability	278,449,343.00	242,759,489.00

16.1 Deferred Income Tax Assets and Liabilities, Deferred tax charge/ (credit) in the profit or loss and OCI"

Amount in NPR.

Particulars	As at Ashad 32, 2083	As at Ashad 32, 2082
Foreign Exchange Difference	8,977,369.00	2,599,383.00
Tax Loss Carried Forward	-	3,105,499.00
Inventory valuation Difference as per Income Tax	(4,973,417.00)	
Corporate Social Responsibility	5,645,085.00	5,312,113.00
Provision for Leave Encashment	2,314,379.00	2,317,792.00
Lease Liability	1,854,914.00	2,623,104.00
Property Plant and Equipments	(271,525,878.00)	(240,299,027.00)
Right-of-use Assets	(1,414,296.00)	(2,121,445.00)
Net Deferred Tax Asset / (Liability) at the end of the year	(259,121,844.00)	(226,462,581.00)

Reliance Spinning Mills Ltd.

Significant Accounting Policies and Notes to Financial Statements

For the year ended 16th July, 2026 (Ashad 32, 2083)

17 Provisions (Non Current)

Amount in NPR.

Particulars	As at Ashad 32, 2083	As at Ashad 32, 2082
Provision for Leave Encashment	15,218,373.35	15,089,128.00
Total	15,218,373.35	15,089,128.00

18 Borrowings (Current)

Current Borrowings are interest bearing financial liabilities consisting of Bank Borrowings. For these financial liabilities interest charged by the bank approximates effective interest rate and such rate is considered for calculation of amortized cost of liability and the finance cost. The effect of initial charges and its impact on effective rate is considered immaterial and the carrying value is considered approximate amortized cost.

Amount in NPR.

Particulars	As at Ashad 32, 2083	As at Ashad 32, 2082
Secured Loans from Banks		
Bank Overdraft	89,375.17	1,774,145.00
Short Term Loan	2,000.00	976,901,000.00
TR Loan	-	69,833,521.85
Current maturities of Non-Current Borrowings (Refer Note No 13)	568,356,000.00	505,296,000.00
Total	568,447,375.17	1,553,804,666.85

Short Term Loans, TR Loans including Foreign Currency Loan and Bank Overdraft has been disbursed by the Consortium of Banks led by Rastriya Baniya Bank Ltd. for meeting the working capital requirements of the company. Such Loans are secured by a way of pari-passu first charge over the Current Assets, both present and future and pari-passu second charge over fixed assets of the company, both present and future. Further, personal guarantee has been given by the promoters/directors viz. Mr. Pawan Kumar Golyan, Mr. Shashi Kant Agarwal and Mr. Akshay Golyan.

19 Trade Payables

Trade payables are amount payable to creditors for goods and services and are non interest bearing. These trade payables are normally settled on credit period of 30 to 90 days.

Amount in NPR.

Particulars	As at Ashad 32, 2083	As at Ashad 32, 2082
Trade Payables	246,389,433.95	255,389,855.85
Total	246,389,433.95	255,389,855.85

20 Lease Liabilities (Current)

Amount in NPR.

Particulars	As at Ashad 32, 2083	As at Ashad 32, 2082
Current Portion of Lease Liabilities (Refer no. 14)	6,823,019.04	8,229,257.76
Total	6,823,019.04	8,229,257.76



Reliance Spinning Mills Ltd.

Significant Accounting Policies and Notes to Financial Statements

For the year ended 16th July, 2026 (Ashad 32, 2083)

21 Other Financial Liabilities (Current)

Amount in NPR.

Particulars	As at Ashad 32, 2083	As at Ashad 32, 2082
LC payable	1,131,050,675.24	1,356,917,184.61
Other Payables	49,118,517.14	41,417,913.38
Reliance Welfare Fund	7,561,335.92	7,479,468.38
Expenses Payable	7,586,610.36	8,476,122.05
Interest Payable	742,382.19	244,063.54
Labour Security Payable	5,891,852.00	5,581,701.00
Salary Payable	18,993,769.00	18,342,918.09
Wages Payable	97,055,410.56	87,262,747.41
Advance for Share Capital	-	702,823,680.00
Total	1,318,070,552.41	2,228,545,798.46

22 Other Current Liabilities

Amount in NPR.

Particulars	As at Ashad 32, 2083	As at Ashad 32, 2082
Statutory Dues:		
- Citizen Investment Fund	1,200,762.00	1,110,630.00
- TDS	7,447,486.45	6,216,738.36
- VAT Payable	4,593,930.37	6,957,193.92
Advance from Customers	13,905,364.88	13,714,434.57
Total	27,147,543.70	27,998,996.85

23 Provisions (Current)

Amount in NPR.

Particulars	As at Ashad 32, 2083	As at Ashad 32, 2082
Provision for CSR	44,802,248.29	42,159,625.73
Provision for Bonus	47,426,225.60	60,247,963.12
Provision for Leave Encashment	7,401,714.00	5,996,660.00
Closing Balance	99,630,187.89	108,404,248.85

23.1 Provisions

Provisions are recognized when the company has a present obligation, legal or constructive, as a result of a past event, it is probable that a transfer of a economic benefits will be required to settle the obligation and when reliable estimate can be made of the amount of obligation. If these conditions are not met, no provision is recognized.

The amount of provision recognized is the management's best estimate of expenditure required to settle the present obligation at the reporting date.

Management reviews provisions at each reporting date and is adjusted to reflect the best estimate. If it is no longer probable that a transfer of economic benefits will be required to settle the obligation, the provision is reversed.

Reliance Spinning Mills Ltd.

Significant Accounting Policies and Notes to Financial Statements

For the year ended 16th July, 2026 (Ashad 32, 2083)

23.2 Non- Current Provisions

Amount in NPR.

Particulars	As at Ashad 32, 2083	As at Ashad 32, 2082
I. Provision for Employee Benefits		
Provision for Leave Encashment		
Opening Balance	15,089,128.00	14,850,910.00
Additions during the year	7,738,583.87	8,325,893.00
Payments/Adjustments made during the year	7,609,338.52	8,087,675.00
Closing Balance	15,218,373.35	15,089,128.00

23.2 Provisions - Current

Amount in NPR.

Particulars	As at Ashad 32, 2083	As at Ashad 32, 2082
Provision for Leave Encashment		
Opening Balance	5,996,660.00	2,157,108.00
Additions during the year	-	-
Payments/Adjustments made during the year	(1,405,054.00)	(3,839,552.00)
Closing Balance	7,401,714.00	5,996,660.00
Provision for Bonus		
Opening Balance	60,247,963.12	10,108,316.27
Addition	47,426,225.60	60,247,963.12
Payments/Adjustments made during the year	60,247,963.12	10,108,316.27
Closing Balance	47,426,225.60	60,247,963.12
II. Provision for Corporate Social Responsibility		
Opening Balance	42,159,625.72	36,134,829.41
Addition	4,742,622.56	6,024,796.31
Payment	2,100,000.00	-
Closing Balance	44,802,248.28	42,159,625.72
Total	99,630,187.88	108,404,248.84

24 Share Capital

The Company classifies capital instruments as financial liabilities or equity instruments in accordance with the substance of the contractual terms of the instruments. Equity is defined as residual interest in total assets of the Company after deducting all its liabilities.



Reliance Spinning Mills Ltd.

Significant Accounting Policies and Notes to Financial Statements

For the year ended 16th July, 2026 (Ashad 32, 2083)

Accordingly the share capital of the company comprises following:

Amount in NPR.

Particulars	As at Ashad 32, 2083	As at Ashad 32, 2082
Authorised Capital		
26,000,000 Shares of Rs. 100/- each	2,600,000,000	2,600,000,000
	2,600,000,000	2,600,000,000
Issued Capital		
19,000,000 Shares of Rs.100/- each	1,900,000,000	1,900,000,000
	1,900,000,000	1,900,000,000
Subscribed and fully Paid-up		
17,073,400 Shares of Rs.100/- each		1,707,340,000
19,000,000 Shares of Rs.100/- each	1,900,000,000	
Total	1,900,000,000	1,707,340,000

24.1 Reconciliation of the number of ordinary shares outstanding at the beginning and end of the year:

Amount in NPR.

Particulars	As at Ashad 32, 2083		As at Ashad 32, 2082	
	No of Shares	Amount	No of Shares	Amount
Balance as at the beginning of the year	17,073,400	1,707,340,000	17,073,400	1,707,340,000
Add: Shares issued during the year	1,926,600	192,660,000	-	-
Balance as at the end of the year	19,000,000	1,900,000,000	17,073,400	1,707,340,000

24.2 Rights, preferences and Restrictions Attached to Shares Equity Shares

The Company has only one class of equity shares having a par value of Rs. 100/- per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

24.3 Shareholding Pattern of the Company

Amount in NPR.

Particulars	As at Ashad 32, 2083		As at Ashad 32, 2082	
	No of Shares	Amount	No of Shares	Amount
Mr. Shashi Kant Agarwal	8,536,100	853,610,000	8,536,100	853,610,000
Mr. Pawan Kumar Golyan	4,171,114	417,111,400	4,171,114	417,111,400
Mr. Akshay Golyan	4,365,386	436,538,600	4,365,386	436,538,600
Other Promoters	800	80,000	800	80,000
Qualified Institutional Investors	770,640	77,064,000	-	-
Staffs	57,798	5,779,800	-	-
Public Shareholders	1,098,162	109,816,200	-	-
Balance as at the end of the Year	19,000,000	1,900,000,000	17,073,400	1,707,340,000



Reliance Spinning Mills Ltd.

Significant Accounting Policies and Notes to Financial Statements

For the year ended 16th July, 2026 (Ashad 32, 2083)

25 Other Equity

25.1 Retained Earnings

Amount in NPR.

Particulars	As at Ashad 32, 2083	As at Ashad 32, 2082
Balance up to Last Year	2,800,798,509.42	2,284,940,453.30
Profits for the Year	401,993,005.80	475,811,979.12
Other Comprehensive Income for the Year	4,055,263.00	2,351,596.00
Revaluation Reserve	37,694,481.00	37,694,481.00
Fixed Assets NFRS Adjustment - Charged off to Reserve		
Changes in accounting policy (on account of adoption of NFRS 16, leases)	-	-
Deferred Tax adjustment directly in Equity due to change in estimate of the life of asset	-	-
Total Comprehensive Income	3,244,541,259.22	2,800,798,509.42
Less:		
Earlier Years' Tax	-	-
Earlier Years' Gratuity	-	-
Dividend Distribution	-	-
Sub-Total (A)	3,244,541,259.22	2,800,798,509.42

25.2 Revaluation Reserves

Amount in NPR.

Particulars	As at Ashad 32, 2083	As at Ashad 32, 2082
Revaluation of Land & Buildings:		
Balance up to Last Year	3,023,061,317.52	3,060,755,798.52
NFRS Adjustments-Additions	-	-
Increase/(Decrease) during the year	(37,694,481.00)	(37,694,481.00)
Sub-Total (B)	2,985,366,836.52	3,023,061,317.52

25.3 Share Premium

Amount in NPR.

Particulars	As at Ashad 32, 2083	As at Ashad 32, 2082
Balance up to Last Year	-	-
Increase/(Decrease) during the year	1,458,975,648.00	-
Underwriting Commission/Securities Issue Cost	(23,219,535.67)	-
Sub-Total (C)	1,435,756,112.33	-
Grand Total (A+B+C)	7,665,664,208.07	5,823,859,826.94



Reliance Spinning Mills Ltd.

Significant Accounting Policies and Notes to Financial Statements

For the year ended 16th July, 2026 (Ashad 32, 2083)

26 Revenue from Operations

Amount in NPR.

Particulars	For the year ended Ashad 32, 2083	For the year ended Ashad 32, 2082
Sales of Goods		
- Export Sales	8,179,486,017.46	7,701,944,963.22
- Local Sales	2,247,183,508.21	1,896,180,484.64
Other Operating Income		
- Export Incentives*	-	614,173,602.45
- Sale of Scraps & Wastages	33,006,340.05	25,549,851.50
Total	10,459,675,865.72	10,237,848,901.81

*For the year ended Ashad 32, 2083, the Company has not recognized export incentives under Other Operating Income as the previous dues are yet to be cleared. The export incentive amount according to the existing policy based on export sales would be Rs. 37,36,28,281/- Refer Note 41 for detail

27 Cost of Sales

Amount in NPR.

Particulars	For the year ended Ashad 32, 2083	For the year ended Ashad 32, 2082
Raw Material Consumed	6,419,924,613.28	6,122,328,104.82
Total Raw Material Consumed	6,419,924,613.28	6,122,328,104.82
Production and Manufacturing Overheads	2,674,452,930.99	2,747,220,080.07
Gross Cost of Production	9,094,377,544.27	8,869,548,184.89
Cost of Consumable Sold	9,952.11	-
Cost of Goods	9,094,387,496.38	8,869,548,184.89
Changes In Inventory Of		
- Finished Goods	6,190,388.80	(100,877,890.24)
- WIP	(30,388,322.49)	(18,860,106.70)
- Usable Waste	(8,665,618.95)	1,698,812.15
- Waste	1,303,240.13	(3,044,646.20)
Total Cost of Sales	9,062,827,183.87	8,748,464,353.90

27.1 Production and Manufacturing Overheads

Amount in NPR.

Particulars	For the year ended Ashad 32, 2083	For the year ended Ashad 32, 2082
Consumption of Dyes & Chemicals	99,663,145.25	88,637,820.99
Consumption of Packing Materials	182,561,647.20	175,251,003.27
Consumption of Stores & Spares	272,183,620.88	283,937,788.85
Wages & Salaries	856,246,482.80	775,237,292.15
Labour Welfare	1,670,543.95	1,762,734.99
Power & Fuel	780,454,967.77	872,992,335.40
Insurance Charges	50,516,556.21	46,909,716.19
Repairs & Maintenance-Plant & Machinery	18,257,437.94	21,383,896.03
Repairs & Maintenance-Building	1,872,423.05	4,017,290.99
Laboratory Expenses	654,601.28	585,030.49
Factory General Expenses	1,205,552.72	1,790,110.19
Depreciation	409,165,951.94	474,715,060.53
Total	2,674,452,930.99	2,747,220,080.07



Reliance Spinning Mills Ltd.

Significant Accounting Policies and Notes to Financial Statements

For the year ended 16th July, 2026 (Ashad 32, 2083)

28 Other Income

Amount in NPR.

Particulars	For the year ended Ashad 32, 2083	For the year ended Ashad 32, 2082
Rental Income	10,250,340.00	9,092,327.45
Interest Income	13,500,923.71	33,592,387.69
Sundry Balances written Back	793,218.21	512,715.23
Gain on Sale of Fixed Assets	1,010,102.42	6,713,638.83
Miscellaneous Income	1,112,560.04	2,301,495.71
Total	26,667,144.38	52,212,564.91

**Refer Note No.3.8 (c)

29 Selling and Distribution Expenses

Amount in NPR.

Particulars	For the year ended Ashad 32, 2083	For the year ended Ashad 32, 2082
Commission on Sales	109,392,999.64	95,550,748.29
Business Promotion Expenses	1,432,651.95	1,116,611.61
Export Sales Expenses	61,621,672.17	48,992,718.67
Local Sales Expenses	42,130,745.01	36,948,516.98
Total	214,578,068.77	182,608,595.55

30 Administrative & Other Expenses

Amount in NPR.

Particulars	For the year ended Ashad 32, 2083	For the year ended Ashad 32, 2082
Advertisement Exp.	296,456.25	613,973.38
Audit Fees	1,000,000.00	1,000,000.00
Bank Charges	2,226,501.99	3,044,646.25
Books & Periodicals	32,283.33	35,706.67
Charity & Donation	36,000.00	352,000.00
Electricity	505,933.00	632,235.00
Gardening	157,820.00	90,480.00
General Expenses	1,625,995.10	1,343,995.89
Leave	7,738,583.87	8,325,893.00
Guest Entertainment	1,129,467.17	1,098,946.24
House Keeping Expenses	296,900.00	258,000.00
Legal & Professional Fees	5,208,613.60	4,281,459.21
Membership & Subscription	121,000.00	46,000.00
IPO Expenses	-	2,230,123.93
Postage & Telegram	1,078,127.22	1,162,840.67
Printing & Stationery	3,608,146.66	3,255,806.39
Pooja Expenses	504,232.59	600,894.25
Rates & Taxes	7,228,870.99	3,262,131.98
Recruitment & Training	162,128.00	16,800.00
Rent	2,023,228.66	1,977,900.25
Repairs & Maintenance- Others	1,552,545.59	2,201,312.09
Salaries	122,420,041.63	116,052,041.38

Contd....



Reliance Spinning Mills Ltd.

Significant Accounting Policies and Notes to Financial Statements

For the year ended 16th July, 2026 (Ashad 32, 2083)

Contd....

Particulars	For the year ended Ashad 32, 2083	For the year ended Ashad 32, 2082
Security Expenses	13,379,134.01	12,595,001.01
Staff Welfare	3,590,044.93	1,753,542.35
Telephones & Telex	2,244,040.07	1,968,725.97
Travelling & Conveyance	2,591,848.47	2,281,385.34
Exchange Difference (Net)	200,169,566.80	50,241,500.40
UK Aid Training	-	12,483,293.28
Vehicle Repair & Maintenance	4,877,752.46	4,463,190.32
Vehicle Running	4,369,160.56	4,580,237.17
Depreciation	12,721,966.96	13,035,739.64
Bonus to Staff	47,426,225.60	60,247,963.12
CSR Expenses	4,742,622.56	6,024,796.31
Total	455,065,238.07	321,558,561.49

30A Depreciation and Amortization Expense

Amount in NPR.

Particulars	For the year ended Ashad 32, 2083	For the year ended Ashad 32, 2082
Depreciation of Tangible Assets	416,275,631.35	482,138,512.62
Depreciation of Right of use Assets	5,612,287.55	5,612,287.55
Amortization of Intangible Assets	-	-
Total	421,887,918.90	487,750,800.17

Depreciation Disclosure:

Amount in NPR.

Particulars	For the year ended Ashad 32, 2083	For the year ended Ashad 32, 2082
- Cost of Sales	409,165,951.94	474,715,060.53
- Administrative Expenses	12,721,966.96	13,035,739.64
Total	421,887,918.90	487,750,800.17

31 Allowance for Expected Credit Loss

Amount in NPR.

Particulars	For the year ended Ashad 32, 2083	For the year ended Ashad 32, 2082
ECL Allowance	10,348,825.72	261,285.56
Total	10,348,825.72	261,285.56

32 Finance Cost

Finance Cost comprises interest on borrowings, lease liabilities and allied charges. All these costs are carried at amortized cost using effective interest rate which is assumed to be bank interest rate.

Amount in NPR.

Particulars	For the year ended Ashad 32, 2083	For the year ended Ashad 32, 2082
Interest Expense	267,128,928.51	440,754,467.08
Interest on Lease Liabilities	2,132,509.18	2,649,981.23
Total	269,261,437.69	443,404,448.31



Reliance Spinning Mills Ltd.

Significant Accounting Policies and Notes to Financial Statements

For the year ended 16th July, 2026 (Ashad 32, 2083)

33 Income Tax

Tax expense comprises current and deferred tax. Current tax and deferred tax are recognized in profit or loss except to the extent that they relate to items recognized directly in equity or in other comprehensive income.

A) Current Tax

Current tax is the expected tax payable or recoverable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

B) Deferred Tax

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected realization or settlement of the carrying amount of assets and liabilities using tax rates at the balance sheet date.

Amount in NPR.

Particulars	For the year ended Ashad 32, 2083	For the year ended Ashad 32, 2082
Current Tax Expense		
Provision for income tax	(39,806,722.18)	(10,671,178.79)
Previous years tax	-	-
Total Current Tax Expense	(39,806,722.18)	(10,671,178.79)
Deferred Tax		
Origination and reversal of temporary differences	(32,462,528.00)	(107,281,064.00)
Recognition of previously unrecognized deferred tax assets	-	-
Total Deferred Tax Income / (Expense)	(32,462,528.00)	(107,281,064.00)
Total Tax (Expense)/Income for the Year	(72,269,250.18)	(117,952,242.79)



Reliance Spinning Mills Ltd.

Significant Accounting Policies and Notes to Financial Statements

For the year ended 16th July, 2026 (Ashad 32, 2083)

34 Related Party Disclosure

I. List of related parties where control exists and also other related parties with whom transactions have taken place and relationships:

S. No.	Name of Related Parties	Nature of Relationship
(a)	Key Management Personnel (KMP):	
	Mr. Pawan Kumar Golyan	Chairman
	Mr. Akshay Golyan	MD
	Mr. Anil Kumar Somani	CFO
(b)	Others:	
	Shivam Plastics Industries Ltd.	Other Related Parties
	MS Trading International	Other Related Parties
	Tricot Industries Pvt. Ltd.	Other Related Parties
	Prozeal Green Energy Nepal Pvt. Ltd.	Other Related Parties

II. The following transactions were carried out with the related parties in the ordinary course of business:

Amount in NPR.

Name of Related Parties	Relationship	For the year ended Ashad 32, 2083	For the year ended Ashad 32, 2082
(a) Purchases*			
Shivam Plastics Industries Ltd.	Other Related Parties	28,281,118	25,868,303
MS Trading International	Other Related Parties	2,897,225	2,435,687
Prozeal Green Energy Nepal Pvt. Ltd.	Other Related Parties	4,800,000	1,000,000
(b) Sales*			
Shivam Plastics Industries Ltd.	Other Related Parties	502,728	564,257
Tricot Industries Pvt. Ltd.	Other Related Parties	2,343,964	2,745,997
(c) Rental Income:			
Shivam Plastics Industries Ltd.	Other Related Parties	7,458,900	7,458,900
(d) Salary & Allowances:			
Mr. Anil Kumar Somani	CFO	7,463,142	6,651,248

* Amounts are exclusive of taxes

III. Outstanding Balances

Amount in NPR.

Particulars	As at Ashad 32, 2083	As at Ashad 32, 2082
Payables		
Shivam Plastics Industries Ltd.	17,119,176	5,047,265
MS Trading International	467,204	573,402
Prozeal Green Energy Nepal Pvt. Ltd.	-	223,000
Receivables		
Shivam Plastics Industries Ltd.	719,155	657,735
Tricot Industries Pvt. Ltd.	519,894	585,637

Terms and Conditions of Transactions with related parties

Outstanding Balances at the year end are unsecured and settlement occurs in cash. There have been no guarantee provided or received for any related party receivables or payables. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

35 Trade Receivables & Other Financial Assets and Expected Credit Loss Provision

Trade Receivables

Trade receivables and other financial assets are initially recognized at their transaction value and subsequently measured at amortized cost, net of any impairment provisions. The company applies the simplified approach for measuring expected credit losses (ECL), which requires the recognition of lifetime ECL from the time the receivables are initially recognized.

Credit Risk Management

The Company's receivables & Other financial assets are exposed to credit risk, the risk that customers will fail to meet their payment obligations as they fall due. To manage this risk, the company applies an ECL model based on both historical data and forward-looking information, such as the macroeconomic environment of customers' countries and industries. The company has divided its receivables into categories based on geographical location and customer credit history, applying different ECL models accordingly.

1. Export Receivables

(a) Export to Third Countries (Cash Against Document Financing & Letter of Credit)

The Company's export receivables to third countries are primarily settled through Cash Against Document (CAD) financing or Letters of Credit (LC) issued by reputable international banks. These financial institutions are considered creditworthy, and the political and economic conditions in the relevant countries are stable. Given the secure nature of CAD and LC financing, the risk of default is deemed minimal. However, a few customers have receivables overdue by more than 365 days, with legal cases currently pending in court, which poses some potential risk.

Probability of Default (PD): Based on the creditworthiness of the banks and the secured nature of CAD financing, the company has determined that the PD is immaterial, and no ECL provision has been recognized for normal receivables where as 100% PD has been considered for parties mention in Note 43.

(b) Export to India

The Company's export receivables to India are based on open credit terms. The majority of customers have demonstrated strong payment histories, and India's political and economic conditions are stable, leading to a very low risk of default for most receivables. However, there are few customers whose receivables are overdue by more than 365 days, and these have been identified as higher risk.

For receivables with good credit history and no significant issues: Probability of Default (PD): 0.01%, based on the customer's credit history and favorable political/economic conditions.

For the two overdue customers with payments outstanding for more than 365 days: Probability of Default (PD): 3%, reflecting the increased risk due to the extended overdue period.

2. Local Receivables & other financial assets

The company applies a provision matrix to measure ECL for local trade receivables & other financial assets, segmented based on the aging of receivables and their associated Probability of Default (PD). The company has determined the PD rates in the range of .01 to 10% on tier basis :

The Loss Given Default (LGD) is assumed to be 100% for local receivables, as no significant collateral or guarantees are in place.

The total ECL provision for local receivables has been calculated based on these PD rates and recognized in the financial statements.



Reliance Spinning Mills Ltd.

Significant Accounting Policies and Notes to Financial Statements

For the year ended 16th July, 2026 (Ashad 32, 2083)

3. Reconciliation of ECL Provision

A reconciliation of the movement in the ECL provision for the reporting period is as follows:

Amount in NPR.

Category	Opening Balance	Provision for the Period	Utilization/ Write-off	Closing Balance
ECL provision	2,123,969.73	10,348,825.72	69,685.29	12,403,110.16

Credit Risk Disclosure

The company actively monitors its trade receivables and adjusts the ECL model based on customer payment behavior and changes in the macroeconomic environment. The current provisions reflect management's best estimate of expected credit losses based on available information as of the reporting date.

This disclosure addresses both export and local receivables, with specific treatment for CAD financing (no ECL), export to India (low PD for most, higher for overdue accounts), and local receivables & other financial assets with tiered PD rates based on aging.

36 Changes in Long Term Benefits

Amount in NPR.

Particulars	Current Year
Long Term Benefits as at the beginning of the year	21,085,788.00
Service cost	5,927,017.87
Interest cost	1,811,566.00
Benefit payments during the year	(1,952,286.52)
Actuarial (gain)/ loss - financial assumptions	-
Actuarial (gain)/ Loss - experience	(4,251,998.00)
Long Term Benefits as at the year end	22,620,087.35

Long Term Benefits as at The Year End	Amount
Non Current	15,218,373.35
Current	7,401,714.00
Total	22,620,087.35

37 Declared and Proposed Dividends

Dividends payable to the Company's shareholders are charged to equity in the period in which they are declared. Proposed dividends are disclosed in notes separately until declared.

37.1 Declared and Approved During the Year

Amount in NPR.

Particulars	Amount
Dividend on Ordinary Shares for the FY 2082-83 :	-
Interim Dividend on Ordinary Shares:	-
Total Dividend Declared	-

Reliance Spinning Mills Ltd.

Significant Accounting Policies and Notes to Financial Statements

For the year ended 16th July, 2026 (Ashad 32, 2083)

37.2 Proposed for Approval (Not Recognized as a Liability as at Balance Sheet Date)

Amount in NPR.

Particulars	As at Ashad 32, 2083	As at Ashad 32, 2082
Dividend on Ordinary Shares :		
30% Cash Dividend	570,000,000.00	-
Total Dividend Proposed	570,000,000.00	-

38 Leases

38.1 Company as Lessee :

The company has applied NFRS 16 using the modified retrospective approach using incremental borrowing rate, under which the cumulative effect of initial application is recognized in retained earnings at Shrawan 1, 2078.

38.1.1 Practical Expedients Applied:

In applying NFRS 16 for the first time, the Company has used the following practical expedients:

- Applying a single discount rate to a portfolio of leases with reasonably similar characteristics.
- Accounting for operating leases with a remaining lease term of less than 12 months as at Shrawan 1, 2078 as short-term leases
- Using hindsight in determining the lease term where the contract contains options to extend or terminate the lease.

38.1.2 Movement in the Lease Liability During the Year:

Amount in NPR.

Particulars	As at Ashad 32, 2083
Opening Balance	21,259,483.01
Add: Recognition on account of adoption of NFRS 16	-
Add: Additions during the year	-
Add: Interest accrued during the year	2,132,509.18
Less: Payment of lease liabilities	8,670,452.37
Less: Derecognition during the year	-
Total	14,721,539.82

38.1.3 Maturity Analysis

Amount in NPR.

Particulars	As at Ashad 32, 2083
Less than one year	6,823,019.04
One to five years	7,898,520.78
More than five years	-
Total	14,721,539.82

38.1.4 Amounts recognized in Statement of Profit and Loss:

Amount in NPR.

Particulars	For the year ended Ashad 32, 2083
Interest on lease liabilities in Finance Cost	2,132,509.18
Lease payments not recognized as a liability	2,023,228.66
Total	4,155,737.84



Reliance Spinning Mills Ltd.

Significant Accounting Policies and Notes to Financial Statements

For the year ended 16th July, 2026 (Ashad 32, 2083)

38.1.5 Amounts Recognized in the Statement of Cash Flows

Amount in NPR.

Particulars	For the year ended Ashad 32, 2083
Total cash outflow for leases	8,670,452.37
Total	8,670,452.37

38.1.6 Disclosures for Operating Leases Other than Leases Covered in NFRS 16

The Company has entered into cancellable operating leases and transactions for leasing of residential units. The tenure of lease is generally one to two years.

Amount in NPR.

Particulars	For the year ended Ashad 32, 2083	For the year ended Ashad 32, 2082
Lease expense recognized in the statement of profit and loss for the year	2,023,228.66	1,977,900.25

38.2 Company as Lessor :

The Company is not required to make any adjustments on transition to NFRS 16, Leases, for leases in which it acts as a lessor.

The Company has given Land & godown on operating lease. The lease term is for non cancellable period of one to five years and renewable at the option of the Lessor.

Future minimum lease receipts over non cancellable period of operating leases are as follows :

Amount in NPR.

Particulars	For the year ended Ashad 32, 2083	For the year ended Ashad 32, 2082
Lease income recognized in the statement of profit and loss for the year	10,250,340	9,092,327
The future minimum lease receivable over the next one year	8,702,334	8,702,334
The future minimum lease receivable later than one year but not later than five years	-	-
The future minimum lease payments payable later than five years	-	-

There are no any finance lease entered into by the company during the year.

39 Earnings Per Share

Amount in NPR.

Particulars	For the year ended Ashad 32, 2083	For the year ended Ashad 32, 2082
I. Net profit attributable to Shareholders for Basic earnings	401,993,005.80	475,811,979.12
II. Net profit attributable to Shareholders for diluted earnings	-	-
III. Weighted average number of Ordinary Shares for basic EPS	18,102,679.45	17,073,400.00
Effects of Dilution:		
IV. Preference Shares outstanding for conversion	-	-
V. Weighted average number of ordinary shares adjusted for the effect of dilution	18,461,607.67	17,073,400.00
Basic Earnings Per Ordinary Share	22.21	27.87
Diluted Earnings Per Ordinary Share	21.77	27.87

Contd....

Reliance Spinning Mills Ltd.

Significant Accounting Policies and Notes to Financial Statements

For the year ended 16th July, 2026 (Ashad 32, 2083)

Contd....

Public Shares issued and allotted are included in the calculation of earnings per share. Shares are already listed in CDS and Clearing Ltd and Nepal Stock Exchange, Weighted average number of shares is calculated on the basis of allotment date 2nd January 2026. For the calculation of diluted EPS, the weighted average number of shares issued to QII has been considered from 17th July 2025.

40 Corporate Social Responsibility (CSR)

With the requirement of section 54 of The Industrial Enterprise Act, 2076 and Rule 34 of The Industrial Enterprise Rules, 2078, the company is required to comply with the provisions of Corporate Social Responsibility (CSR). The amount required to be contributed and spent under CSR is as under:-

Amount in NPR.

Particulars	For the year ended Ashad 32, 2083	For the year ended Ashad 32, 2082
Gross amount required to be spent by the company during the year	4,742,622.56	6,008,257.34
Less: Amount spent by the company during the year	-	-
Short/(Excess)	4,742,622.56	6,008,257.34

41 During the previous financial years, the Company recognized export incentives as part of Other Operating Income in accordance with the Guidelines Relating to Export Incentives, 2075, as subsequently amended by the Guidelines Relating to Export Incentives (Second Amendment), 2079. Under the amended guidelines, an industry exporting more than Rs. 50 crore in a financial year was eligible for a cash incentive of up to a prescribed percentage of qualifying exports, subject to fulfilment of the applicable conditions.

As at the reporting date, the Company has export incentive receivable related to F.Y. 2081/82 year amounting to Rs. 614,173,602.45, which is disclosed under Note 10 to these financial statements. The said amount represents export incentive claims recognized by the Company and remains outstanding as of the reporting date.

Regarding the receivable amounts of Rs. 438,594,513.07 for F.Y. 2079/80 (Ashoj to Ashad) and Rs. 538,523,046.08 for F.Y. 2080/81, the Company has received claim settlements from Nepal SBI Bank Ltd. and Kumari Bank Ltd., as these banks will obtain reimbursement from Nepal Rastra Bank (NRB) or the Government of Nepal (GoN). However, as of the date of these financial statements,

Nepal Rastra Bank has not yet settled the amounts with the concerned banks.

Further, on 12 Falgun 2082, the Ministry of Industry, Commerce and Supplies cancelled the Guidelines Relating to Export Incentives, 2075. Based on management's understanding, export incentives relating to exports made up to 11 Falgun 2082, being the date immediately preceding the cancellation of the guidelines, may still be eligible for export incentive, subject to fulfilment of the applicable conditions and the Government's final decision/process for settlement.

However, in view of the cancellation of the guidelines, the discontinuation of the notice/process relating to value addition requirements by the Department of Industry, and the continued non-settlement of substantial export incentive claims relating to prior years, the Company has adopted a prudent approach in recognizing export incentives. Accordingly, for the year ended Ashad 32, 2083, the Company has not recognized export incentives under Other Operating Income as the previous dues are yet to be cleared. Management has recognized export incentive relating to the current financial year only upon actual receipt of the amount, i.e. on a cash basis (refer note no. 26).



Reliance Spinning Mills Ltd.

Significant Accounting Policies and Notes to Financial Statements

For the year ended 16th July, 2026 (Ashad 32, 2083)

- 42** The Company has raised additional equity capital in the current year through issuance of IPO (Initial Public Offer) at a premium price.

The allotment of shares issued through IPO to various categories are detailed below:

Amount in NPR.

Category	No. of Shares	Allotment Date
Qualified Institutional Investors (QII)	770,640	2080.10.15
Foreign Employment Nepalese	115,596	2082.09.01
Mutual Funds	57,798	2082.08.25
Employees	57,798	2082.09.14
General Public	924,768	2082.09.18
Total	1,926,600	

- 43** During the fiscal year 2078-79, our company exported goods with a consignment value of USD 134,851.54 to M/s. Maximus Synergy Limited. Unfortunately, the party failed to adhere to the applicable rules of their country during the importation of these goods. As a result, the outstanding balance of USD 99,861.54 was not received by our company. To address this issue, we took legal action against the alleged party in the High Court of the Republic of Kenya. Additionally, the Central Bank of Kenya has initiated a criminal case against the same party.

In the fiscal year 2079-80, the High Court granted permission to resell second container to another party, which allowed us to recover USD 23,021. However, it's important to note that there were additional expenses related to shipping, demurrage, certificates of conformity (Coc), and other charges amounting USD 26,399.50 that our company had to bear. Consequently, we filed a case to seek reimbursement for these expenses, in addition to the outstanding amount related to the first container, which is USD 53,221.

As of the present moment, the Court has issued an order in our favor, directing the recovery of the outstanding amount from the party. Although, the recovery process is currently underway, it has already taken substantial period for recovery therefore company has considered full ECL provision till the final settlement.

44 Contingent Liabilities and Commitments

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

The Company records a liability for any claims where a potential loss is probable and capable of being estimated and discloses such matters in its financial statements, if material. For potential losses that are considered possible, but not probable, the Company provides disclosure in the financial statements but does not record a liability in its accounts unless the loss becomes probable.

The Company believes that none of the contingencies described below would have a material adverse effect on the Company's financial condition, results of operations or cash flows. It is not practicable for the Company to estimate the timings of the cash outflows, if any, pending resolution of the respective proceedings. The Company does not expect any reimbursements in respect of the same.

Reliance Spinning Mills Ltd.

Significant Accounting Policies and Notes to Financial Statements

For the year ended 16th July, 2026 (Ashad 32, 2083)

All the contingent liabilities and the commitments given by the Company are disclosed below:

Particulars	Amount in NPR.	
	As at Ashad 32, 2083	As at Ashad 32, 2082
a) Contingent Liabilities		
(i) Performance Guarantees	856,298,367	752,364,085
(ii) Unexpired Letter of Credit	1,342,663,861	406,409,931

The management of the company has opted to book the Electricity Expenses as per the old tariff rate of Nepal Electricity Authority from Bhadra 2072 to Ashad 2077, instead of new tariff rates due to which the liability on account of Electricity expenses have been understated by the Company. In addition, the penalty charges if any on account of non-payment as per new tariff rate has not been recognized as expense for that period. The company has filed an application on administrative review (as described below). Furthermore, the case (Case Number : 077-CP-2133) filed against the Nepal Electricity Authority in the Sunsari District Court of Nepal has been dismissed by the court due to the commencement of the administrative review process. The management is of the view that the matter will ultimately be resolved in the Company's favor and, therefore, no provision has been made in the financial statements.

On 2082.01.26, Nepal Electricity Authority published a notice for the first time, stating that by the end of 2082 Jestha, the company can apply for administrative review by depositing 5 percent of the bill amount in cash or a Class A bank guarantee issued with a validity of one year by the time of mid-2082 Jestha as per Sub-regulation 1&2 of Regulation 55 of the NEA Electricity Regulations 2078. Accordingly, this company has filed an application for administrative review, vide letter No. 456/2081/2082 registered number 6937 dated 2082/02/27 to Nepal Electricity Authority Itahari Distribution Center, as per the rules.

In the meantime, following the change in Government after the GenZ movement, Nepal

Electricity Authority issued a notice dated 12th/13th Kartik 2082 directing entities to pay the disputed amount in instalments upon cancelling cases pending under administrative review. After consultations with the legal team, and based on assurances received during discussions with the Honorable Prime Minister that (i) the administrative review facility would be made available, and (ii) any payment made would be treated as a deposit until completion of the review process, the Company deposited NPR 2,75,00,000 security deposit amount on 2082/07/20. Subsequently, the Office of the Prime Minister issued a letter on 2082/07/21 via challan No.107 to the Ministry of Energy, Water Resources and Irrigation instructing it to facilitate the necessary procedures and ensure that the review mechanism is made available in accordance with prevailing laws and regulations. In this regard, the Company filed case number 082-WO-0570 against the Nepal Electricity Authority on 2082/07/02 to suspend NEA's payment collection, pursue an administrative review, and address other related concerns. The case was still under consideration at the High Court, Patan.

Subsequently, on 27 Jestha 2083, the High Court, Patan, issued its decision in favour of the Company, directing Nepal Electricity Authority to initiate the administrative review process and resolve the disputed matter in accordance with the applicable laws and regulations.

Further, the Government of Nepal on January 9, 2024 (Poush 24, 2080) formed an independent probe commission under the chairmanship of former Supreme Court Justice Girish Chandra Lal to resolve the electricity tariff disputes of dedicated and trunk lines



Reliance Spinning Mills Ltd.

Significant Accounting Policies and Notes to Financial Statements

For the year ended 16th July, 2026 (Ashad 32, 2083)

of various industries, including the Company. Based on the commission's report, the Nepal Electricity Authority issued a demand letter to the Company requiring payment of NPR 753,684,335 as outstanding electricity tariff. As mentioned, the matter is currently pending for administrative review. Considering that the Grid Connection Agreement explicitly states

that the power shall be supplied as per the load shedding schedule and NEA has failed to furnish data from TOD Meter to prove that the Company received uninterrupted power supply, the Company, in its good faith assessment, believes that it has a strong case against NEA.

45 Financial Risk Management Objectives and Policies

The Company's principal financial liabilities comprise trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets comprise trade and other receivables, investment in fixed deposits and cash and short-term deposits that arrive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks.

The Board of Directors reviews and agrees policies for managing each of these risks which are summarized below.

45.1 Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise four types of risk: interest rate risk, currency risk, commodity price risk and other price risk, such as equity price risk.

45.1.1 Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in a different currency from the Company's functional currency). The Company, as per its risk management policy, uses foreign exchange and other derivative instruments primarily to hedge foreign exchange and interest rate exposure. Any weakening of the functional currency may impact the Company's cost of imports and cost of borrowings and consequently may increase the cost of financing the Company's capital expenditures. Further, the Company manages its foreign currency risk by not holding the receivables and payables in foreign currencies for long durations.

Amount in NPR.

Nature of Exposure	Currency	As at Ashad 32, 2083	As at Ashad 32, 2082
a) Payables			
- Borrowings	USD	4,244,043.00	4,704,043.00
- Other Payables	USD	7,329,297.68	9,768,830.20
- Trade Payables	USD	23,575.28	19,987.54
- Advance from Customers	USD	9,969.99	48,876.06
b) Receivables			
- Trade Receivables	USD	1,480,610.00	658,700.79

45.1.2 Commodity Price Risk

The Company is affected by the volatility of certain commodities. Its operating activities require the ongoing purchase of raw materials for Yarn production and therefore require a continuous supply of the same. The Company manages this risk by purchasing materials and supplies from the supplier identified by the company and the Company has long term relation with the supplier.

45.2 Credit Risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. Credit risk is the risk of financial loss arising from counter-party failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses both the direct risk of default and the risk of deterioration of credit worthiness as well as concentration risks.

The Company has a policy of dealing only with credit worthy counter parties and obtaining sufficient collateral, Bank Guarantees and Sales Usage Letter of Credit where appropriate as a means of mitigating the risk of financial loss from defaults.

45.2.1 Trade Receivables

Customer credit risk is managed by the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of the customer is assessed and individual credit limits are defined in accordance with this assessment. Outstanding customer receivables are regularly monitored and shipments to majority customers are covered by bank guarantees, Letter of Credit and other credit assurance facilities.

45.2.2 Cash Deposits

Credit risk From balances with banks and financial institutions are managed by maintaining the balances with highly reputed Commercial banks only."

45.3 Liquidity Risk

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. A material and sustained shortfall in the cash flow could undermine the Company's credit rating, impair investor confidence and also restrict the Company's ability to raise funds.

The Company maintains a cautious funding strategy to mitigate the liquidity risk. The Company's Finance Department regularly monitors the liquidity position to ensure it has sufficient liquidity on going basis to meet the operational needs. The Company monitors its risk to a shortage of funds on regular basis through cash forecast.

The Company maintains a balance between continuity of funding and flexibility through the use of bank overdrafts and bank loans. Access to sources of funding is sufficient.



Notes:





Notes:



रिलायन्स स्पिनिङ्ग मिल्स लिमिटेड

प्रधान कार्यालय: काठमाडौं महानगरपालिका-२८, कमलादी, गणेशस्थान, काठमाडौं, बागमती प्रदेश ।

मूल उद्योग: इटहरी उप-महानगरपालिका-१२, खनार, सुनसरी, कोशी प्रदेश ।

शाखा उद्योग 'बी': दुहवी नगरपालिका-३, दुहवी, सुनसरी, कोशी प्रदेश ।

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