

INDEPENDENT AUDITOR'S REPORT
To The Shareholders of Sama Papers & Publication Limited Ltd.

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Sama Papers & Publication Limited** which comprise the Statement of Financial Position as at Ashad 31, 2080, (July 16, 2023), the Statement of Profit or Loss (including Other Comprehensive Income), the Statement of Change in Equity and the Statement of Cash Flows for the year then ended on that date, and a summary of the significant accounting policies and other explanatory information (hereafter referred to as "the financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid the financial statements presents fairly, in all material respects, the financial position of the Company, as at Ashad 31, 2080 (July 16, 2023), and its financial performance, changes in equity, cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information, in accordance with Nepal Financial Reporting Standards and comply with Company Act, 2063, and other prevailing laws.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significant in the audit of the financial statements of the current period. These matters were addressed in the context of the audit of final financial statement as a whole, and forming the auditor opinion thereon, and the auditor does not provide a separate opinion on these matters.

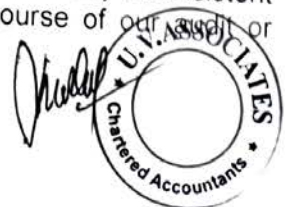
We have determined that there are no any key audit matters to be communicated in our report.

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

The company's Management is responsible for the preparation of the other information. The other information comprises the information included in the Management report, Report of the Board of Directors and Chairman's statement but does not include the financial statements and our auditor's report thereon.

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.



If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management and Those Charged with Governance for the Financial Statements

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

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

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our responsibility is to conduct an audit of the Company's financial statements in accordance with Nepal Standards on Auditing and to issue an auditor's report. However, because of the matters described in the Basis for Disclaimer of Opinion section of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

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

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

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements and we have fulfilled our other ethical responsibilities in accordance with these requirements.



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

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

Report on Other Legal and Regulatory Requirements

Based on our examination, we would like to further report that:

- i. We have obtained all the information and explanations, which were considered necessary for the purpose for our audit.
- ii. The firm has kept proper books of accounts as required by law, in so far as it appears from our examination of those books of account.
- iii. The Statement of Financial Position, Statement of Profit or Loss (including Other Comprehensive Income) and the Statement of Cash Flows and attached Schedules dealt with by this report are in agreement with the books of account maintained by the firm.
- 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 thereof or any representative or any office holder or any employee of the Company has acted contrary to the provisions of law or caused loss or damage to the Company and
- v. We have not come across any fraudulence in the accounts, based on our sample examination of the books.

For, U. V. Associates, Chartered
Accountants

Place Kathmandu

Date: 2080 09 03

UDIN: 240114CA00888qVTzS



Urochan Khanal

Partner

SAMA Papers and Publication Limited
(Formerly Known as SAMA Printers Pvt. Ltd.)
Bhaisepatti, Ward 25, Lalitpur Metropolitan City, Lalitpur, Nepal

Statement of Financial Position
As at 31st Ashad 2080 (16th July 2023)

		<i>As at</i>	<i>Restated* As at</i>	<i>Figures in NPR Restated* As at</i>
	<i>Note</i>	<i>31st Ashad 2080</i>	<i>32nd Ashad 2079</i>	<i>31st Ashadh 2078</i>
ASSETS				
Non-Current Assets				
Property, Plant and Equipment	5.1	320,985,254	346,126,289	278,355,142
Intangible Assets	5.1	730,324	2,684,017	4,945,800
Right of Use Assets	5.2	15,406,476	23,109,714	30,812,952
Deferred Tax Assets	5.3	-	425,440	1,884,858
Total Non-Current Assets		337,122,054	372,345,460	315,998,752
Current assets				
Inventories	5.4	478,285,582	540,133,301	395,133,300
<i>Non Financial Assets</i>				
Trade and Other Receivables	5.5	18,571,039	22,772,804	3,219,684
Advance Tax & TDS	5.6	37,534,175	38,338,193	36,967,585
<i>Financial Assets</i>				
Trade and Other Receivables	5.5	277,953,347	128,412,433	167,636,994
Cash and Cash Equivalents	5.7	22,152,618	6,146,431	13,302,233
Total Current Assets		834,496,760	735,803,161	616,259,796
Total Assets		1,171,618,814	1,108,148,622	932,258,548
EQUITY AND LIABILITIES				
Equity				
Share Capital	5.8	28,296,000	27,796,000	27,796,000
Retained Earnings	5.9	(104,338,025)	(116,173,928)	(121,729,123)
Reserves	5.9	127,550,386	132,591,900	137,637,652
Total Equity		51,508,361	44,213,972	43,704,529
Liabilities				
Non-Current Liabilities				
<i>Financial Liability</i>				
Loans and Borrowings	5.10	373,558,132	403,867,852	380,508,789
Employee Benefits Liability	5.11	12,148,432	10,464,137	8,884,592
Lease Liability	5.12	11,228,089	20,429,902	27,886,607
Deferred Tax Liabilities	5.3	1,846,421	-	-
Total Non-Current Liabilities		398,781,074	434,761,891	417,279,987
Current Liabilities				
<i>Non- Financial Liability</i>				
<i>Financial Liability</i>				
Loans and Borrowings	5.10	490,324,606	229,727,615	166,571,379
Trade and Other Payables	5.12	215,146,074	383,559,721	290,944,706
Lease Liability	5.13	9,201,814	7,456,705	5,957,271
Employee Benefits Liability	5.11	6,656,886	8,428,718	7,800,674
Total Current Liabilities		721,329,380	629,172,759	471,274,032
Total Liabilities		1,120,110,454	1,063,934,650	888,554,019
Total Equity and Liabilities		1,171,618,814	1,108,148,622	932,258,548

The accompanying notes form an integral part of these financial statements.

As per our attached report of even date

Anjani Kumar Sinha
Manager- Accounts

Atul Kumar Pandey
Chief Operating Officer

Saparna Gurung
Director



CA Virochan Khanal
Partner
U.V. Associates
Chartered Accountants

Nikesh Adhikari
Chairman

Laxman Shrestha
Director



Date: 2080.09.03
Place: Kathmandu

SAMA Papers and Publication Limited
(Formerly Known as SAMA Printers Pvt. Ltd.)
Bhaisepatti, Ward 25, Lalitpur Metropolitan City, Lalitpur, Nepal

Statement of Profit or Loss
For the year ended on 31st Ashadh 2080 (16th July 2023)

Figures in NPR
Restated*
2078-79

	Note	2079-80	2078-79
Profit/(Loss) on Continued Operations			
Revenue from Operations	5.14	474,122,941	206,725,299
Cost of Sales	5.15	301,126,190	102,710,138
Gross Profit or (Loss)		172,996,750	104,015,161
Other Income	5.16	1,854	4,000
Employee Expense	5.17	10,922,506	9,359,115
Depreciation, Amortization and Impairment Expenses	5.1 & 5.2	36,035,037	35,714,475
Administrative and Operating Expenses	5.18	12,216,698	9,512,599
Foreign Exchange (Gain) / Loss		(190,582)	-
Operating Profit		114,014,944	49,432,973
Finance Cost	5.19	96,396,980	47,051,352
Profit or Loss Before Staff Bonus		17,617,964	2,381,621
Staff Bonus		1,761,796	412,759
Profit/ (Loss) Before Tax		15,856,168	1,968,862
Income Tax Expense			
Current Tax	5.20	-	-
Previous Year Tax		6,789,918	-
Deferred Tax Expense/(Income)	5.3	2,271,861	1,459,418
Profit from Continuing Operations		6,794,389	509,443
Profit/(Loss) on Discontinued Operations (Net of tax)		-	-
Net Profit/ (Loss) for the year		6,794,389	509,443
Basic Earning Per Share (EPS)		24.43	1.83
Diluted Earning Per Share (EPS)		24.43	1.83

The accompanying notes form an integral part of these financial statements.

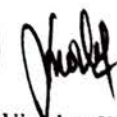
As per our attached report of even date

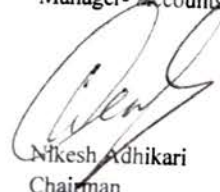

Anjani Kumar Sinha
Manager- Accounts


Atul Kumar Pandey
Chief Operating Officer


Saparna Gurung
Director




CA Virochan Khanal
Partner
U.V. Associates
Chartered Accountants


Nikesh Adhikari
Chairman


Laxman Shrestha
Director



Date: 2080.09.03
Place: Kathmandu

SAMA Papers and Publication Limited
(Formerly Known as SAMA Printers Pvt. Ltd.)
Bhaisepatti, Ward 25, Lalitpur Metropolitan City, Lalitpur, Nepal
Statement of Comprehensive Income
For the year ended 31st Ashad 2080 (16th July 2023)

	2079-80	<i>Figures in NPR</i> Restated* 2078-79
Net Profit for the year as per Profit of Loss Statement	6,794,389	509,443
Other comprehensive Income not to be re-classified to profit or loss in subsequent periods		
Revaluation Reserve transferred to retained earnings	6,722,019	6,727,669
Gains/(Losses) from Investment in Equity Instruments Measured at Fair Value	-	-
Deferred Tax (Expense)/Income on revaluation reserve	(1,680,505)	(1,681,917)
Other comprehensive gain/(loss) for the year, net of tax	5,041,514	5,045,751
Total Comprehensive gain/(loss) for the year, net of tax	11,835,903	5,555,195

The accompanying notes form an integral part of these financial statements.

As per our attached report of even date

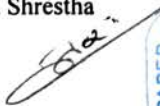

Anjani Kumar Sinha
 Manager- Accounts


Atul Kumar Pandey
 Chief Operating Officer

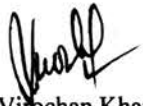



Saparna Gurung
 Director


Nikesh Adhikari
 Chairman


Laxman Shrestha
 Director




CA Virochan Khanal
 Partner
 U.V. Associates
 Chartered Accountants

Date: 2080.09.03
 Place: Kathmandu

SAMA Papers and Publication Limited
(Formerly Known as SAMA Printers Pvt. Ltd.)
Bhaiseipatti, Ward 25, Lalitpur Metropolitan City, Lalitpur, Nepal
Statement of Cash Flows
For the year ended 31st Ashad 2080 (16th July 2023)

	2079-80	Figures in NPR Restated* 2078-79
CASH FLOWS FROM OPERATING ACTIVITIES	15,856,168	1,968,862
Net Profit for the year		
Adjustments for:	36,035,037	35,714,475
Depreciation and Impairment on property, plant and equipment	-	-
FV (gain)/loss on Investment Securities	-	-
Amortization of Intangibles	(6,789,918)	-
Previous Year Taxes	96,396,980	47,051,352
Interest Expense	(87,536)	2,207,589
Movement in provision for employee benefits		
Working capital adjustments	61,847,719	(145,000,000)
(Increase)/ decrease in Inventories	(145,339,149)	19,671,441
(Increase)/ decrease in Trade & Other receivables	(168,413,647)	92,615,014
Increase / (decrease) in Trade and Other payables	1,745,109	1,499,434
Increase/ (decrease) in current lease liability	260,596,991	63,156,236
Increase / (decrease) in short term borrowings	151,847,754	118,884,401
Cash generated from operations	804,018	(1,370,609)
Income Tax Paid	152,651,773	117,513,792
NET CASH FLOWS FROM OPERATING ACTIVITIES [A]		
CASH FLOWS FROM / (USED IN) INVESTING ACTIVITIES	(1,237,072)	(93,520,600)
Acquisition of Property, plant and Equipment	-	-
Financial Assets measured at Fair Value through OCI	-	-
Disposal of Property, Plant & Equipment	-	-
Acquisition of Right of Use Asset	-	-
NET CASH FLOWS FROM INVESTING ACTIVITIES [B]	(1,237,072)	(93,520,600)
CASH FLOWS FROM FINANCING ACTIVITIES	500,000	-
Proceeds from issuance of Share Capital	-	-
Repayment of Borrowings	(30,309,721)	23,359,064
Increase/ (decrease) in Borrowings	(9,201,814)	(7,456,705)
Decrease in Non Current Lease Liability	(96,396,980)	(47,051,352)
Interest Expense	-	-
Dividend Paid	(135,408,514)	(31,148,994)
NET CASH FLOWS FROM FINANCING ACTIVITIES [C]		
INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS [A+B+C]	16,006,187	(7,155,802)
Net foreign exchange difference on cash and cash equivalents		
CASH AND CASH EQUIVALENTS,		
Beginning of Year	6,146,430	13,302,233
CASH AND CASH EQUIVALENTS, End of Period*	22,152,619	6,146,430

The accompanying notes form an integral part of these financial statements.


As per our attached report of even date


Anjani Kumar Sinha
Manager- Accounts

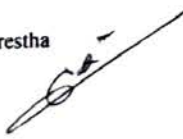

Atul Kumar Pandey
Chief Operating Officer


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Director




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Laxman Shrestha
Director



Date: 2080.09.03
Place: Kathmandu

SAMA Papers and Publication Limited
(Formerly Known as SAMA Printers Pvt. Ltd.)
Bhaisepatti, Ward 25, Lalitpur Metropolitan City, Lalitpur, Nepal
Statement of Changes in Equity
For the year ended 31st Ashad 2080 (16th July 2023)

Figures in NPR

	Retained earnings and reserves			Total	
	Share Capital	CSR reserve	Revaluation Reserve		Accumulated Profit/(loss)
Balance at 31st Ashadh 2077	27,796,000	-	170,750,830	(157,071,807)	41,475,023
Restatement of CSR from Provision to Reserve		520,126		(3,030,926)	520,126
Amortization and Interest Cost of Lease				28,523,471	(3,030,926)
Revaluation Reserve transferred to retained earnings (net of Deferred tax)			(28,523,471)		-
Deferred Asset/ Liabilities				757,732	757,732
Restated Balance at 31st Ashadh 2077	27,796,000	520,126	142,227,359	(130,821,531)	39,721,955
Profit for the year				3,982,574	3,982,574
Other Comprehensive income				5,109,834	-
Revaluation Reserve transferred to retained earnings (net of Deferred tax)			(5,109,834)		-
Restated Balance at 31st Ashadh 2078	27,796,000	520,126	137,117,525	(121,729,123)	43,704,529
Profit for the year				509,443	509,443
Other comprehensive income				5,045,751	-
Total comprehensive income	27,796,000	520,126	132,071,774	(116,173,928)	44,213,972
Share issue					
Dividends to shareholders					
Adjustments related to Prior Periods					
Balance at 32nd Ashad 2079	27,796,000	520,126	132,071,774	(116,173,928)	44,213,972
Balance at 1st Shrawan 2079	27,796,000	520,126	132,071,774	(116,173,928)	44,213,972
Profit for the year				6,794,389	6,794,389
Other comprehensive income				5,041,514	-
Total comprehensive income				(5,041,514)	6,794,389
Share issue	500,000				500,000
Dividends to shareholders					
Revaluation of Building					
Balance at 31st Ashad 2080	28,296,000	520,126	127,030,259	(104,338,025)	51,508,361


The accompanying notes form an integral part of these financial statements.


Anjani Kumar Sinha
 Manager, Accounts


Atul Kumar Pandey
 Chief Operating Officer


Saparna Gurung
 Director

As per our attached report of even date


U.V. ASSOCIATES
 Chartered Accountants
Virochan Khanal
 Partner
 U.V. Associates
 Chartered Accountants


Nikesh Adhikari
 Chairman


Laxman Shrestha
 Director



Date: 2080.09.03
 Place: Kathmandu