

# तेस्रो

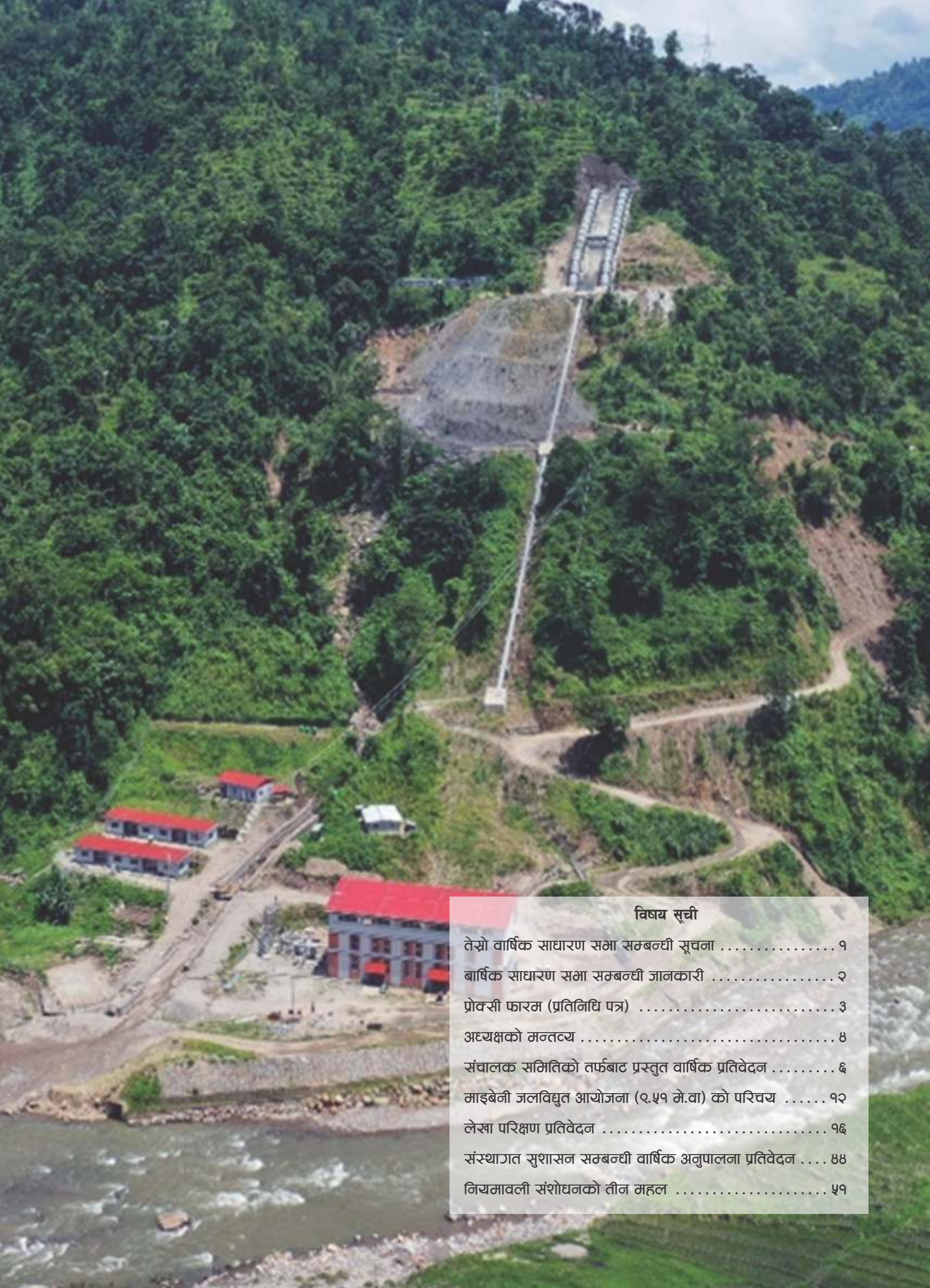
वार्षिक प्रतिवेदन  
आ.ब. २०७७/०७८



**Samling Power Company Ltd.**  
*Mai-Beni Hydropower Project (9.51 MW)*







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## संचालक समिति



विजय बहादुर राजभण्डारी  
अध्यक्ष



मानुभक्त पोखरेल  
प्रमुख कार्यकारी अधिकृत/संचालक



मोहनदाश मानन्धर  
संचालक



श्याम मिलन श्रेष्ठ  
संचालक



गोपाल मानन्धर  
संचालक



मंगला अमात्य  
संचालक



मोहन विक्रम कार्की  
संचालक



शम्भु प्रसाद फयल  
संचालक



राजु शाक्य  
स्वतन्त्र तथा व्यवसायिक संचालक



दिनेश श्रेष्ठ  
स्वतन्त्र तथा व्यवसायिक संचालक



अनिता खत्री  
कम्पनी सचिव



## सामलिङ्ग पावर कम्पनी लिमिटेडको तेस्रो वार्षिक साधारण सभा सम्बन्धी सूचना

यस सामलिङ्ग पावर कम्पनी लिमिटेडको संचालक समितिको मिति २०७८/११/२९ (तदनुसार १३ मार्च, २०२२) गतेको दिन बसेको संचालक समितिको बैठकको निर्णय बमोजिम कम्पनीको तेस्रो वार्षिक साधारण सभा निम्न विषयहरू उपर छलफल गर्न देहाय बमोजिको मिति, स्थान र समयमा बस्ने भएको हुँदा (कम्पनी ऐन २०६३) को दफा- ६७ अनुसार शेयरधनी महानुभावहरूको जानकारीको लागि यो सूचना प्रकाशित गरिएको छ।

### सभा बस्ने मिति, समय र स्थान:

मिति : २०७८ साल चैत्र २१ गते सोमबार (तदनुसार ४ अप्रील २०२२)  
समय : बिहान ११ बजे, उपस्थिति पुस्तिका बिहान १०:०० बजे देखि नै खुल्ला राखिने छ।  
स्थान : कार्की ब्याङ्केट, बबरमहल, काठमाडौं।

### वार्षिक साधारण सभाको छलफलका विषयहरू:

#### क. सामान्य प्रस्ताव:

- १) आ.व. २०७७/०७८ को संचालक समितिको प्रतिवेदन उपर छलफल गरि पारित गर्ने।
- २) आ.व. २०७७/०७८ को लेखापरीक्षकको प्रतिवेदन र अनुसूची सहितको वित्तिय विवरणहरू उपर छलफल गरि सोलाई पारित गर्ने।
- ३) कम्पनी ऐन २०६३ को दफा १११ अनुसार आ.व. २०७८/०७९ को लागि लेखापरीक्षक नियुक्त गर्ने र निजको पारिश्रमिक निर्धारण गर्ने। (हाल कायम लेखा परीक्षक चार्टर्ड एकाउन्टेन्ट श्री प्रधान एण्ड शाक्य एशोसियेट्स पुनः नियुक्तिको लागि योग्य हुनुहुन्छ)।

#### ख. विशेष प्रस्ताव:

१. कम्पनीको नियमावलीमा संशोधन गर्ने सम्बन्धी विशेष प्रस्ताव पारित गर्ने सम्बन्धमा।
  - १.१ कम्पनीको संचालक समितिको कायम संख्या ११ (एघार) जना बाट घटाई ७ (सात) जना कायम गर्न नियमावलीको नियम २७ (२) र सोसँग सम्बन्धी नियम ३१ संशोधन गर्ने।
  - १.२ कम्पनीको नियमावलीको नियम १७ मा आवश्यक संशोधन गर्ने।
  - १.३ माथि विशेष प्रस्ताव (१) को प्रस्तावित संशोधनमा नियमकारी निकायहरूबाट कुनै फेरबदल वा संशोधन वा परिमार्जनका लागि निर्देशन वा सुझाव आएमा सोही बमोजिम गर्न गराउन संचालक समितिलाई अख्तियारी दिने।
- ग) सर्वसाधारण शेयरधनी समूह "ख" बाट १ जना तथा समूह "ग" बाट १ जना गरि २ (दुई) जना संचालकहरूको निर्वाचन गर्ने।
- घ) विविध।

संचालक समितिको आज्ञाले  
कम्पनी सचिव



## वार्षिक साधारण सभा सम्बन्धी जानकारी

- १) उल्लेखित कम्पनीको तेस्रो वार्षिक साधारण सभामा भाग लिने प्रयोजनको लागि कम्पनीको शेयरधनी दर्ता किताब मिति २०७८/१२/०७ गते एक दिनका लागि बन्द रहनेछ। शेयरधनी दर्ता किताब बन्द भएको मिति २०७८/१२/०७ भन्दा अघिल्लो दिनसम्म नेपाल स्टक एक्सचेन्ज लि.बाट कारोबार भई यस कम्पनीको शेयर रजिष्ट्रार नेपाल एसबिआई मर्चेण्ट बैकिङ लिमिटेड, काठमाडौंमा प्राप्त शेयर नामसारीको लिखतको आधारमा शेयरधनी दर्ता किताबमा कायम शेयरधनीहरूले यो सभामा भाग लिन, उम्मेदवारी दर्ता गर्न तथा मतदान गर्नसक्ने व्यहोरा यसै सूचनाद्वारा जानकारी गराइएको छ।
- २) वार्षिक साधारण सभामा भौतिक रूपमा उपस्थित भई भाग लिन इच्छुक शेयरधनी महानुभावहरूको सुविधाको लागि हाजिरी किताब सभा शुरु हुनु भन्दा १ घण्टा अगावै देखि खुला रहनेछ।
- ३) सम्पूर्ण शेयरधनी महानुभावहरूलाई वार्षिक प्रतिवेदनका लागि यस कम्पनीको सानेपा-२, ललितपुर स्थित प्रधान कार्यालयमा सम्पर्क गर्नुहुन सुचित गरिन्छ। वार्षिक प्रतिवेदन यस कम्पनीको वेबसाइट [www.spcl.com.np](http://www.spcl.com.np) तथा शेयर रजिष्ट्रार कार्यालय नेपाल एसबिआई मर्चेण्ट बैकिङ लिमिटेडको कार्यालयमा समेत उपलब्ध हुने व्यहोरा सुचित गरिइन्छ।
- ४) सभामा भाग लिन इच्छुक शेयरधनीले सभा हुने दिन सभा शुरु हुनुभन्दा पहिला नै उपस्थित भई हाजिर पुस्तिका मा हाजिरी गर्नुपर्ने छ। सो दिन हाजिर पुस्तिका बिहान १० बजे देखि खुल्ला हुनेछ।
- ५) सभामा प्रवेशका लागि DMAT Account No. वा आफ्नो परिचय खुल्ने कुनै परिचय पत्रको प्रतिलिपि अनिवार्य रूपमा लिई आउनु हुन अनुरोध छ, अन्यथा सभाकक्ष भित्र प्रवेश गर्न पाइने छैन।
- ६) सार्वजनिक शेयरधनी समूह “ख” र “ग” बाट १/१ जना गरि सञ्चालक समितिमा प्रतिनिधित्व गर्ने २ जना सञ्चालकहरूको निर्वाचन सम्बन्धी तालिका कम्पनीको वेबसाइट [www.spcl.com.np](http://www.spcl.com.np) तथा कम्पनीको सूचना पाटीमा पछि प्रकाशित गरिनेछ।
- ७) निर्वाचन हुने सञ्चालक पदको निमित्त उम्मेदवार हुन चाहने सर्वसाधारण शेयरधनी समूह “ख” र “ग” समूहको मतदाता नामावलीमा उल्लेख भएको शेयरधनीले कम्पनीको कम्तीमा १०० (एक सय) कित्ता शेयर आफ्नो नाममा ग्रहण गरेको हुनुपर्नेछ (संस्थाको तर्फबाट उम्मेदवार दिनेको हकमा बाहेक) र कम्पनी ऐन २०६३ बमोजिम अयोग्य नठहरिएको व्यक्ति हुनुपर्नेछ।
- ८) सभामा भाग लिन, छलफल गर्न र मतदान गर्नको लागि प्रतिनिधि (प्रोक्सी) नियुक्त गर्न चाहने शेयरधनीले सो सम्बन्धी निवेदन सभा शुरु हुनु भन्दा ४८ घण्टा अगावै प्रतिनिधि पत्र (प्रोक्सी) यस कम्पनीको रजिष्टर्ड कार्यालय सानेपा-२, ललितपुरमा बुझाई सक्नुपर्नेछ र यसरी प्रतिनिधि नियुक्त गरिएका व्यक्ति कम्पनीको शेयरधनी हुनु आवश्यक छ। उक्त दिन सार्वजनिक विदा परेको खण्डमा पनि उल्लेखित प्रयोजनको निमित्त कार्यालय खुल्ला रहनेछ।
- ९) प्रतिनिधि (प्रोक्सी) नियुक्त गर्दा एकभन्दा बढि व्यक्तिलाई शेयर विभाजन गरि वा अन्य कुनै किसिमबाट छुट्टाएर दिईएको प्रोक्सी बदर हुनेछ। कुनै शेयरधनीले एक भन्दा बढी शेयरधनीलाई प्रतिनिधि नियुक्त गरेको रहेछ भने त्यस्ता प्रतिनिधि पत्र स्वतः खारेज हुनेछ।
- १०) प्रतिनिधि (प्रोक्सी) नियुक्त गर्ने शेयरधनीले कुनै कारणवश त्यस्तो प्रतिनिधि बदर गरी आफै सभामा उपस्थित भई सभामा भाग लिन, छलफल गर्न र मतदान गर्न चाहेमा सोको लिखित सूचना सभा शुरु हुनु भन्दा अगावै यस कम्पनीको रजिष्टर्ड कार्यालय सानेपा-२, ललितपुरमा बुझाई सक्नुपर्नेछ।
- ११) संयुक्त रूपमा शेयर ग्रहण गर्ने शेयरधनीहरूको हकमा शेयरधनीको लगत किताबमा पहिले नाम उल्लेख भएको व्यक्तिले वा संयुक्त नाम मध्येबाट सर्वसम्मतीमा नियुक्त कुनै एकजना शेयरधनीले वा सर्वसम्मतीबाट नियुक्त प्रतिनिधि (प्रोक्सी) ले मात्र सभामा भाग लिन र मतदान गर्न पाउनेछ।
- १२) नाबालक तथा विक्षिप्त शेयरधनीको तर्फबाट संरक्षकको रूपमा नाम दर्ता भएको व्यक्तिले सभामा भाग लिन तथा प्रोक्सी नियुक्त गर्न सक्नुहुनेछ।
- १३) शेयरधनी महानुभावहरूले सभामा उपस्थित हुदाँ सुरक्षाको दृष्टिकोणले यथाशक्य भोला, प्याकेट आदि नलिई आउनुहुन अनुरोध छ। सुरक्षाकर्मीले सभाकक्षमा प्रवेश गर्नको आवश्यकतानुरूप सुरक्षा जाँच गर्न सक्ने हुदाँ सो कार्यमा सहयोग गरिदिनुहुन समेत अनुरोध गरिन्छ।
- १४) कोभिड १९ को रोकथामको लागि नेपाल सरकारबाट जारी गरिएको स्वास्थ्य सम्बन्धी निर्देशन र मापदण्डहरू सबैले अनिवार्य पालन गर्नुपर्नेछ।
- १५) सभाको दिन सभा शुरु हुनु भन्दा पहिले नै उपस्थित भईदिनुहुन हार्दिक अनुरोध छ।
- १६) सभा सम्बन्धी अन्य काम कारवाहि प्रबन्ध पत्र, निमावली तथा कम्पनी ऐन २०६३ बमोजिम हुनेछ।

संचालक समितिको आज्ञाले  
कम्पनी सचिव



## प्रोक्सी फारम (प्रतिनिधि पत्र)

श्री सञ्चालक समिति,  
सामलिङ्ग पावर कम्पनी लिमिटेड,  
सानेपा-२, ललितपुर ।

विषय : प्रतिनिधि नियुक्त गरेको बारे ।

महाशय,  
उपरोक्त सम्बन्धमा, .....जिल्ला.....गा.पा./न.पा.वडा नं. ....  
बस्ने म/हामी .....ले त्यस कम्पनीको शेयरधनीको हैसियतले संवत् २०७८ साल चैत्र  
महिना २१ गतेका दिन हुने तेस्रो वार्षिक साधारण सभामा म/हामी स्वयम् उपस्थित भई छलफल तथा निर्णयमा सहभागी हुन  
नसक्ने भएकाले उक्त सभामा मेरो/हाम्रो तर्फबाट भाग लिन तथा मतदान समेत गर्नका लागि .....  
जिल्ला ..... गा.पा./न.पा.वडा नं. .... बस्ने श्री .....  
लाई मेरो प्रतिनिधि नियुक्त गरी पठाएको छु।

प्रतिनिधि नियुक्त भएको व्यक्तिको :-  
हस्ताक्षरको नमूना :  
नागरिकताको प्रमाणपत्र नं. :  
मिति: २०७७/ /

निवेदक  
दस्तखत :  
नाम :  
ठेगाना :  
शेयरधनी प्रमाणपत्र नं./बी.ओ.आई.डी. नम्बर:  
शेयर संख्या :  
मिति:

द्रष्टव्य : यो निवेदन वार्षिक साधारणसभा हुन भन्दा ४८ घण्टा अगावै कम्पनीको रजिष्टर्ड कार्यालय सानेपा-२, ललितपुरमा पेश  
गरिसक्नु पर्नेछ। कम्पनीको शेयरधनी बाहेक अन्यलाई प्रोक्सी दिन पाइने छैन।

### प्रवेश पत्र

१. शेयरधनीको नाम:
२. ठेगाना
३. शेयरधनी प्रमाणपत्र नं./बी.ओ.आई.डी. नम्बर:
४. लिएको शेयर संख्या:
५. शेयरधनीको दस्तखत:

श्री सामलिङ्ग पावर कम्पनी लिमिटेडको मिति २०७८/१२/२१ मा हुने तेस्रो वार्षिक सभामा उपस्थित हुन जारी गरिएको प्रवेश  
पत्र ।

.....  
कम्पनी सचिव

द्रष्टव्य : सभा कक्षमा प्रवेश गर्न यो प्रवेश पत्र अनिवार्य रूपमा लिई आउनु हुन अनुरोध छ। अन्यथा सभा कक्षमा प्रवेश गर्न पाइने  
छैन।



**सामलिङ्ग पावर कम्पनी लिमिटेड**  
**तेस्रो वार्षिक साधारण सभामा**  
**अध्यक्षको मन्तव्य**

आदरणीय शेयरधनी महानुभावहरु,

यस सामलिङ्ग पावर कम्पनी लिमिटेडको आर्थिक वर्ष २०७७/०७८ को तेस्रो वार्षिक साधारण सभामा आफ्नो अमूल्य समय दिएर भौतिक रूपमा उपस्थित हुनु भएका यस कम्पनीका आदरणीय शेयरधनी महानुभावहरु, तथा कम्पनीका कर्मचारीहरु लगायतका सभामा उपस्थित सम्पूर्ण महानुभावहरुमा सञ्चालक समितिको तर्फबाट अध्यक्षको हैसियतले सञ्चालक समिति र मेरो व्यक्तिगत तर्फबाट समेत हार्दिक अभिवादन गर्दै यस सभामा स्वागत गर्न चाहन्छौं।

**पृष्ठभूमि:**

नेपालको पूर्वी पहाडी क्षेत्र इलाम जिल्लाको इलाम नगरपालिका (साविक इलाम न.पा र गोदक गा.वि.स) तथा माइजोगमाई गाउँपालिका (साविक सोयाड र नामसालिङ गा.वि.स) स्थित यस कम्पनीद्वारा निर्माण सम्पन्न गरिएको ९.५१ मे.वा जडित क्षमताको माईवेनी जलविद्युत आयोजना जलविद्युत उत्पादन गर्ने मुलभुत उद्देश्यका साथ मिति २०७० चैत्र ३० गते प्राइभेट कम्पनीको रूपमा स्थापित यस कम्पनी मिति २०७६ साल जेष्ठ २४ गते कानून बमोजिम पब्लिक लिमिटेडमा परिणत भएको हो।

यस कम्पनीले आयोजना प्रभावित क्षेत्रका वासिन्दा तथा सर्वसाधारणहरुलाई कम्पनीको शेयर पूँजीमा लगानीको अवसर प्रदान गर्दै शेयरको सार्वजनिक निष्काशन गरी नेपाल धितोपत्र बोर्डमा सूचीकृत पब्लिक लिमिटेड कम्पनीको रूपमा रहेको छ। साथै, कम्पनीले आफ्नो व्यवसायिक उद्देश्य अनुरूप सम्पूर्ण निर्माण कार्यहरु तथा विभिन्न चरणका परीक्षणहरु सफलतापूर्वक सम्पन्न गरी मिति २०७८ आश्विन १ गते (September 17, 2021) देखि व्यापारिक उत्पादन आरम्भ गरी हाल सञ्चालनमा रहेको छ।

यस आयोजनाका लागि उर्जा, जलस्रोत तथा सिँचाई मन्त्रालय अन्तर्गतको निकाय विद्युत विकास विभागबाट २०७१ जेष्ठ २ (May 16, 2014) मा विद्युत सर्वेक्षण अनुमति पत्र (Survey License) प्राप्त गरी मिति २०७३ कार्तिक २६ (November 11, 2016) मा नेपाल विद्युत प्राधिकरणसँग विद्युत खरिद बिक्री सम्झौता (PPA) सम्पन्न गरिएको र मिति २०७५ वैशाख ६ (April 19, 2018) मा विद्युत उत्पादन अनुमतिपत्र (Generation License) प्राप्त गरी आयोजनाको निर्माण विकास आरम्भ गरिएको थियो। नेपाल विद्युत प्राधिकरणसँग सम्पन्न भएको विद्युत खरिद बिक्री सम्झौता (PPA) अनुसार आयोजनाको व्यापारिक उत्पादन शुरु गर्नुपर्ने मिति November 2021 भएतापनि कोभिड १९ को प्रतिकूल परिस्थितिका बाबजुद आयोजनाको निर्माण कार्य सो भन्दा करीब २ महिना अगावै सम्पन्न गरी व्यापारिक उत्पादन आरम्भ गर्न सफल भएकोमा गौरवान्वित महसुस गरेका छौं।

यस आयोजना निर्माणका लागि आवश्यक कर्जाको वित्तिय व्यवस्थापनको लागि नेपाल एस.बि.आई बैक लिमिटेड को अगुवाई र सिद्धार्थ बैक लिमिटेडको सहभागितामा मिति २०७५ साल मंसिर २८ (December 14, 2018) मा सहवित्तियकरण कर्जा सम्झौता (Syndicated Loan Agreement -SLA) सम्पन्न भएको थियो जसमा आयोजना निर्माणको कुल लागत मध्ये २५ प्रतिशत लागत स्वपूँजीबाट व्यवस्था गरिएको र ७५ प्रतिशत लागत सहवित्तियकरण कर्जा सम्झौताद्वारा व्यवस्था गरिएको थियो।

यस आयोजनाले आफ्नो निर्माण विकासको चरणमा सिभिल र हाइड्रोमेकानिकल कार्यको कार्यान्वयनको लागि सि.ई कन्स्ट्रक्सन प्रा.लि.सँग र इलेक्ट्रोमेकानिकल उपकरणहरुको आपूर्ति तथा जडान कार्यको लागि (Toshiba Plant System & Services Corporation India (TPSCI) सँग करार सम्झौता गरी सो कार्यहरु सम्पन्न गरेको थियो।

यस कम्पनीले नेपाल वित्तीय प्रतिवेदन मापदण्ड (Nepal Financial Reporting Standard–NFRS) अनुसार वित्तिय विवरणहरु तयार गरेको छ। प्रस्तुत आर्थिक वर्ष २०७७/२०७८ को वासलात, नाफानोक्सान हिसाब, नगद प्रवाह विवरण लगायत लेखापरिक्षकबाट पेश गरिएको प्रतिवेदन तथा प्रचलित कम्पनी ऐनले निर्दिष्ट गरे बमोजिम तयार गरिएको सञ्चालक समितिको वार्षिक प्रतिवेदन यस अघि नै यहाँहरुलाई उपलब्ध गराई सकिएकाले अनुमोदनका लागि प्रस्तुत गर्न चाहन्छौं।

यस कम्पनीले शेयरको सार्वजनिक निष्काशनको लागि २०७८ साल अषाढ ३१ गते नेपाल धितोपत्रबोर्डबाट स्विकृति प्राप्त गरी कम्पनीको कुल जारी पूँजीको १० प्रतिशतले हुन आउने ५ करोड बराबरको ५ लाख कित्ता शेयर आयोजनाको प्रभावित क्षेत्रको वासिन्दाको लागि र १४.६ प्रतिशतले हुन आउने ७ करोड ३० लाख बराबरको ७ लाख ३० हजार कित्ता शेयर गरी जम्मा १२ करोड ३० लाख बराबरको १२ लाख ३० हजार कित्ता शेयर सर्वसाधारणका लागि प्रारम्भिक सार्वजनिक निष्काशन (IPO) गरेको थियो जसमा शेयरको सार्वजनिक निष्काशनको लागि निष्काशन तथा बिक्री प्रबन्धक र शेयर रजिष्ट्रार सेवामा नेपाल एस. बि.आई मर्चेण्ट बैकिङ लिमिटेडलाई नियुक्त गरी मिति २०७७ साल आश्विन १४ गते सम्झौता सम्पन्न गरिएको थियो। यस कम्पनीले शेयरको सार्वजनिक निष्काशन गरी शेयरको बाँडफाँट पश्चात मिति २०७८ मंसिर ८ (November 24,





२०२१) मा नेपाल स्टक एक्सचेन्ज (नेप्से) लिमिटेडसँग सम्झौता सम्पन्न गरी कम्पनीको साधारण शेयर (IPO) नेप्सेमा सूचीकृत भई २०७८ मंसिर ९ (November 25, 2021) बाट धितोपत्रको दोश्रो बजारमा निरन्तर रुपमा शेयरको कारोबार भइरहेकोमा पूँजीबजारमा सर्वसाधारण शेयरधनीहरुबाट प्राप्त सकारात्मक तथा उत्साहजनक प्रतिक्रियाले हामीलाई थप हौसला प्रदान गरेको छ ।

यस आयोजना पूर्ण सञ्चालनमा आई व्यापारिक उत्पादन आरम्भ गरेपश्चात मिति २०७८ कार्तिक ०२ र ०३ (October 19 and 20, 2021) मा आयोजना क्षेत्रमा अप्रत्यासित रुपमा आएको बाढीका कारणले आयोजनाको इन्टेक संरचनामा क्षति पुगेको भएतापनि सोको तत्कालै मर्मत संभार कार्यहरु तीव्र रुपमा सम्पन्न गरी २०७८ माघ २५ (February 8, 2022) गतेदेखि आयोजना पुनः सञ्चालनमा ल्याउन सफल भएको उल्लेख गर्न चाहन्छौं ।

आदरणीय शेयरधनी महानुभावहरु,

यस कम्पनीले कोभिड १९ को महामारी तथा बाढीपहिरोजस्ता प्राकृतिक प्रकोप लगायतका अन्य चुनौतीहरुबीच समेत उल्लेखनीय प्रगति गर्न सफल भएको र भविष्यमा अभै प्रगति गर्दै जाने कुरामा हामी विश्वस्त छौं । कम्पनीको यस लक्ष्य प्राप्तिमा शेयरधनी तथा शुभचिन्तकहरुको ठोस, रचनात्मक सल्लाह सुझावको महत्वपूर्ण भुमिका रहने हुँदा कम्पनीको हितका लागि यहाँहरुबाट प्राप्त हुने अमूल्य सल्लाह, सुझावहरुलाई कम्पनीले सदाभै मार्गदर्शनका रुपमा लिई अगाडी बढ्नेछ ।

अन्त्यमा, आजको यस सभामा कम्पनीको हालसम्मको प्रगति प्रतिवेदन प्रस्तुत गर्न समय दिनु भएकोमा आभार प्रकट गर्दै प्रस्तुत प्रतिवेदन स्वीकृत गरिदिनुहुन सभा समक्ष हार्दिक अनुरोध गर्दछौं । यसका साथै, यस सभामा उपस्थित सम्पूर्ण सञ्चालक, शेयरधनी, आमन्त्रित महानुभावहरु तथा कर्मचारीहरु समेतलाई यस सभालाई सफल बनाईदिनु भएकोमा धन्यवाद ज्ञापन गर्न चाहन्छौं र यहाँहरुले यस कम्पनीमाथि देखाउनु भएको विश्वास र प्रदान गर्नुभएको सहयोग भोलिका दिनमा अझ गाढा हुँदै जानेछ, भन्ने विश्वास गर्दछौं ।

सञ्चालक समितिको तर्फबाट प्रतिवेदक  
विजय बहादुर राजभण्डारी  
अध्यक्ष  
सामलिङ्ग पावर कम्पनी लिमिटेड



**सामलिङ्ग पावर कम्पनी लिमिटेडको  
तेस्रो वार्षिक साधारण सभामा  
संचालक समितिको तर्फबाट प्रस्तुत वार्षिक प्रतिवेदन**

**आदरणीय शेयरधनी महानुभावहरू:**

सामलिङ्ग पावर कम्पनी लिमिटेडको यस तेस्रो वार्षिक साधारण सभामा उपस्थित सम्पूर्ण महानुभावहरूलाई संचालक समितिको तर्फबाट हार्दिक स्वागत गर्दछु। यस अवसरमा कम्पनीको आर्थिक वर्ष २०७७/७८ को वित्तीय विवरण लगायतका अन्य गतिविधीहरू र क्रियाकलापहरूको विवरण यस सभामा प्रस्तुत गरिएको छ।

विगतका वर्षहरूमा यस कम्पनीलाई दिनुभएको अमूल्य समय र सहयोग प्रति म कम्पनीका शेयरधनी एवं संचालकहरू प्रति आभारी छु।

**संचालक समितिको विवरण:**

श्री विजय बहादुर राजभण्डारी	अध्यक्ष
श्री श्याम मिलन श्रेष्ठ	संचालक
श्री गोपाल मानन्धर	संचालक
श्री मोहन दाश मानन्धर	संचालक
श्री शम्भु प्रसाद फुयाल	संचालक
श्री मोहन विक्रम कार्की	संचालक
श्री भानुभक्त पोखरेल	संचालक/प्रमुख कार्यकारी अधिकृत
श्री मंगला अमात्य	संचालक
श्री दिनेश श्रेष्ठ	स्वतन्त्र तथा व्यवसायिक संचालक
श्री राजु शाक्य	स्वतन्त्र तथा व्यवसायिक संचालक

**वित्तीय अवस्था**

कम्पनी ऐन, २०६३ को दफा १०९ को उपदफा ४ बमोजिम विवरण तथा लेखापरिक्षण वासलात र अन्य विवरण छुट्टै पेश गरेको छु। उपरोक्त वित्तीय विवरणको सारांश तथा २०७८ आषाढ मसान्तको वित्तीय अवस्था छोटकरीमा तल प्रस्तुत गर्दछु।



२०७८ आषाढ ३१ गतेको  
वित्तीय अवस्थाको विवरण

विवरण	आ.व. २०७७/७८ रु.	आ.व. २०७६/७७ रु.
<b>सम्पत्ति</b>		
<b>गैर चालू सम्पत्ति</b>		
जायजैथा, प्लाण्ट तथा उपकरण	२०,५२०,२४४	१५,६३९,२८६
अदृष्य सम्पत्ति	-	६,५५४
निर्माणाधिन अदृष्य सम्पत्ति	१,९१९,५११,५४०	१,०४४,३००,७६१
<b>वित्तीय सम्पत्ति</b>		
वित्तीय लगानी (Held to Maturity)	५,०००,०००	५,०००,०००
<b>जम्मा गैर चालू सम्पत्ति</b>	<b>१,९४५,०३१,७८४</b>	<b>१,०६४,९४६,६०१</b>
<b>चालू सम्पत्ति</b>		
<b>वित्तीय सम्पत्ति</b>		
नगद तथा नगद समान	३५,४१०	५,७१२,५७४
अन्य बैंक मौज्दात	९९८,३७७	२६,५६१,६०९
व्यापारिक आसामी	-	-
अन्य वित्तीय सम्पत्ति	१४९,९७३,७८८	४३२,४१३,६२२
अन्य चालू सम्पत्ति	-	-
<b>जम्मा चालू सम्पत्ति</b>	<b>१५१,००७,५७५</b>	<b>४६४,६८७,८०५</b>
<b>जम्मा सम्पत्ति</b>	<b>२,०९६,०३९,३५९</b>	<b>१,५२९,६३४,४०६</b>
<b>कोष तथा दायित्व</b>		
<b>कोष</b>		
शेयर पूँजी	३७७,०००,०००	३७७,०००,०००
अग्रिम शेयर पूँजी	-	-
जगेडा तथा कोष	१४२,९२२,५४२	७७,१८१,७३४
<b>जम्मा कोष</b>	<b>५१९,९२२,५४२</b>	<b>४५४,१८१,७३४</b>
<b>दायित्व</b>		
<b>गैर चालू दायित्व</b>		
वित्तीय दायित्व	-	-
ऋण/सापटी	१,४६८,०००,५३९	९९१,१५९,४९७
<b>जम्मा गैर चालू दायित्व</b>	<b>१,४६८,०००,५३९</b>	<b>९९१,१५९,४९७</b>
<b>चालू दायित्व</b>		
वित्तीय दायित्व		
व्यापारिक साहू	१०१,८१७,४८५	८२,०४९,७६८
व्यवस्थाहरु	३७६,५१४	४७१,९२८
अन्य चालू दायित्व	५,९२२,२७९	१,७७१,४७९
<b>जम्मा चालू दायित्व</b>	<b>१०८,११६,२७८</b>	<b>८४,२९३,१७५</b>
<b>जम्मा दायित्व</b>	<b>१,५७६,११६,८१७</b>	<b>१,०७५,४५२,६७२</b>
<b>जम्मा कोष तथा दायित्व</b>	<b>२,०९६,०३९,३५९</b>	<b>१,५२९,६३४,४०६</b>

\*NFRS समायोजित



२०७८ आषाढ ३१ गते समाप्तवर्षको  
नाफा नोक्सानको विवरण

विवरण	आ.व. २०७७/७८ रु.	आ.व. २०७६/७७ रु.
बिक्री	८७५,२१०,७७९	६१२,६७६,२१०
बिक्री लागत	८०६,६४५,८७९	५६४,६७८,५३४
<b>कूल मुनाफा</b>	<b>६८,५६४,९००</b>	<b>४७,९९७,६७५</b>
अन्य आय	-	-
<b>जम्मा आय</b>	<b>६८,५६४,९००</b>	<b>४७,९९७,६७५</b>
ह्यासकट्टी	९०८,३३८	९०४,९१७
परिशोधन	६,५५४	६,५५४
प्रशासनिक तथा अन्य संचालन खर्चहरु	१२९,९५०	१२४,३००
<b>संचालनवाट मुनाफा</b>	<b>६७,५२०,०५८</b>	<b>४६,९६१,९०४</b>
वित्तीय आय	-	-
वित्तीय लागत	-	-
<b>कर अधिको मुनाफा</b>	<b>६७,५२०,०५८</b>	<b>४६,९६१,९०४</b>
आयकर खर्च	-	-
चालु वर्षको आयकर	-	-
स्थगन कर आम्दानी/(खर्च)	-	-
<b>चालु वर्षको मुनाफा</b>	<b>६७,५२०,०५८</b>	<b>४६,९६१,९०४</b>
अन्य विस्तृत आय	-	-
रोजगार निश्चित सुविधा योजनाको पुनर्मुल्यांकन लाभ	-	-
शेयर कारोबार लागत	(१,७७९,२५०)	-
कोष औजारवाट देखिएको अन्य विस्तृत आय	-	-
नाफा नोक्सानसंग पुनवर्गीकरण नहुने शीर्षकको कर	-	-
<b>जम्मा अन्य विस्तृत खूद आय</b>	<b>(१,७७९,२५०)</b>	<b>-</b>
<b>जम्मा विस्तृत खूद आय (कर पछिको)</b>	<b>६५,७४०,८०८</b>	<b>४६,९६१,८०४</b>
<b>प्रति शेयर आम्दानी (प्रत्येक शेयर मूल्य रु १००)</b>		
प्रति शेयर आम्दानी - आधारभूत (Basic)	१७.४४	१२.४६
प्रति शेयर आम्दानी - परिवर्तित (Diluted)	१७.४४	१२.४६



- ख) राष्ट्रिय तथा अन्तराष्ट्रिय परिस्थितिबाट कम्पनीको कारोबारलाई कुनै असर परेको भए सो असर: कोभिड-१९ महामारीको प्रभावले यस कम्पनीद्वारा निर्माणाधिन माईबेनी जलविद्युत आयोजना-९.५१ मे.वा.को निर्माण कार्यमा प्रतिकूल प्रभाव परेकोले उक्त आयोजनाको व्यवसायिक उत्पादन लक्षित समय भन्दा केही ढिला हुन गएको र हाल आयोजनाले व्यवसायिक उत्पादन सुरु गरिसकेको।
- ग) प्रतिवेदन तयार भएको मितिसम्म चालु वर्षको उपलब्धि र भविष्यमा गर्नुपर्ने कुराको सम्बन्धमा संचालक समितिको धारणा: यस कम्पनीले माईबेनी जलविद्युत आयोजना-९.५१ मे.वा. को निर्माण कार्य सम्पन्न गरिसकेको छ। यो प्रतिवेदन तयार पार्दा सम्म उक्त आयोजनाको निर्माण कार्य सम्पन्न भई मिति २०७८ असोज १ गतेबाट व्यापारिक उत्पादन समेत सुरु गरिसकेको छ।
- घ) कम्पनीको औद्योगिक तथा व्यावसायिक सम्बन्ध: कोभिड-१९ को महामारी बाहेक कम्पनीको औद्योगिक वा व्यावसायिक सम्बन्धमा कुनै प्रतिकूल अवस्था नरहेको।
- ङ) संचालक समितिमा भएको हेरफेर र सोको कारण: संचालक समितिमा हालसम्म कुनै प्रकारको हेरफेर नभएको।
- च) कारोबारलाई असर पार्ने मुख्य कुराहरू: कोभिड-१९ महामारीको प्रभाव बाहेक अन्य त्यस्तो नभएको।
- छ) लेखापरिक्षण प्रतिवेदनमा कुनै कैफियत उल्लेख भएको भए सो उपर संचालक समितिको प्रतिक्रिया: लेखापरिक्षण प्रतिवेदनमा कुनै कैफियत नरहेकोले संचालक समितिले कुनै प्रतिक्रिया गर्नु नपरेको।
- ज) लाभांश बाँडफाँड गर्न सिफारिस गरिएको रकम: छैन।
- झ) शेयर जफत भएको भए जफत भएको शेयर संख्या, त्यस्तो शेयरको अंकित मुल्य, त्यस्तो शेयर जफत हुनुभन्दा अगावै सो वापत कम्पनीले प्राप्त गरेको जम्मा रकम र त्यस्तो शेयर जफत भएपछि सो शेयर बिक्रि गरी कम्पनीले प्राप्त गरेको रकम तथा जफत भएको शेयरवापत रकम फिर्ता गरेका भए सोको विवरण: छैन।
- ञ) विगत आर्थिक वर्षमा कम्पनी र यसको सहायक कम्पनीको कारोबारको प्रगति र सो आर्थिक वर्षको अन्तमा रहेका स्थितिको पुनरावलोकन: यस कारोबारको अवस्था माथि बुँदा नं. (क) मा प्रस्तुत गरिएको छ।
- ट) कम्पनी तथा त्यसको सहायक कम्पनीले आर्थिक वर्षमा सम्पन्न गरेको प्रमुख कारोबारहरू र सो अवधिमा कम्पनीको कारोबारमा आएको कुनै महत्वपूर्ण परिवर्तन: माथि उल्लेख गरिए बाहेक उपरोक्त आर्थिक वर्षमा कुनै महत्वपूर्ण परिवर्तन नभएको।
- ठ) विगत आर्थिक वर्षमा कम्पनीको आधारभुत शेयरधनीहरूले कम्पनीलाई उपलब्ध गराएको जानकारी: त्यस्तो जानकारी नगराएको।
- ड) विगत आर्थिक वर्षमा कम्पनीका संचालक तथा पदाधिकारीहरूले लिएको शेयरको स्वामित्वको विवरण र कम्पनीको शेयर कारोबारमा निजहरू संलग्न रहेको भए सो सम्बन्धमा निजहरूबाट कम्पनीले प्राप्त गरेको जानकारी:-



कम्पनीका संचालक तथा पदाधिकारीहरूले लिएको शेयरको स्वामित्व निम्नानुसार रहेको:

नाम	पद	शेयर कित्ता
विजय बहादुर राजभण्डारी (आधिकारीक प्रतिनिधी-सि.ई. कन्स्ट्रक्सन प्रा.लि.)	अध्यक्ष	२६०,०००
श्याम मिलन श्रेष्ठ	संचालक	९६,०००
गोपाल मानन्धर	संचालक	९६,०००
मोहनदास मानन्धर (आधिकारी प्रतिनिधी-उर्जा डेभलपर्स प्रा.लि)	संचालक	२४४,०००
शम्भु प्रसाद फयल	संचालक	१३८,०००
मोहन विक्रम काकी	संचालक	९६,०००
भानुभक्त पोखरेल	संचालक / प्रमुख कार्यकारी अधिकृत	५१,०००
मंगला अमात्य	संचालक	१,००,०००
दिनेश श्रेष्ठ	स्वतन्त्र तथा व्यवसायिक संचालक	
राजु शाक्य	स्वतन्त्र तथा व्यवसायीक संचालक	

कम्पनीको शेयर कारोबारमा निजहरु संलग्न रहेका जानकारी निजहरुबाट कम्पनीले प्राप्त गरेको छैन।

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

कम्पनीसँग सम्बन्धित सम्भौताहरुमा कुनै संचालक तथा निजको नजिकको नातेदारको व्यक्तिगत स्वार्थको बारेमा जानकारी उपलब्ध गराइएको छैन।

ण) कम्पनीले आफ्नो शेयर आफैले खरिद गरेको भए त्यसरी आफ्नो शेयर गर्नुको कारण, त्यस्तो शेयरको संख्या र अंकित मुल्य तथा त्यसरी शेयर खरिद गरेवापत कम्पनीले भुक्तानी गरेको रकम:-

कम्पनीले आफ्नो शेयर आफैले खरिद नगरेको।

त) आन्तरिक नियन्त्रण प्रणाली भए वा नभएको र भएको भए सोको विस्तृत विवरण:- भएको।

थ) विगत आर्थिक वर्षको कुल व्यवस्थापन खर्चको विवरण:-

विगत आर्थिक वर्षको कुल व्यवस्थापन खर्च पूँजिकृत भएको।

द) लेखापरिक्षण समितिका सदस्यहरुको नामावली, निजहरुले प्राप्त गरेको पारिश्रमिक, भत्ता तथा सुविधा, सो समितिले गरेको काम कारबाहीको विवरण र सो समितिले कुनै सुझाव दिएको भए सोको विवरण:

१. लेखापरिक्षण समितिका सदस्यहरुको नामावली:

संचालक	श्याम मिलन श्रेष्ठ	अध्यक्ष
संचालक	शम्भु प्रसाद फयल	सदस्य
गुप सि.एफ.ओ.	सन्देश भट्टराई	सदस्य सचिव



## २. लेखापरिक्षण समितिले दिएको सिफारिस तथा सुझावहरू:

- क. यस कम्पनीको लेखापरिक्षक प्रधान एण्ड शाक्य एशोसियट्स बाट आ.व.२०७७/२०७८ को लेखापरिक्षण सम्पन्न गरी प्रस्तुत गरेको वार्षिक आर्थिक विवरणलाई स्वीकृत गरी अनुमोदनका लागि यस साधारण सभा समक्ष प्रस्ताव पेश गरिएको छ।
- ख. कम्पनीको आ.व.२०७८/२०७९ को आर्थिक तथा वित्तिय कारोबारको लेखापरिक्षण गर्न लेखा परिक्षक संस्था प्रधान एण्ड शाक्य एशोसियट्स लाई लेखा परिक्षण बापतको रू.१,२०,०००/- (एक लाख बीस हजार) मूल्य अभिवृद्धि कर, बाह्य भत्ता, स्थानिय सुविधा र यातायात परिक्षण खर्च बाहेक (Excluding of VAT, Out-Station Allowances and Transportation expenses) उपलब्ध गराउने गरी आ.व. २०७८/२०७९ को लेखापरिक्षक नियुक्तीका लागि संचालक समितिलाई सिफारिस गरिएको छ।
- ग. लेखापरिक्षण समितिका संचालक सदस्यहरूले हालसम्म कुनै पनि बैठकको भत्ता नलिएको।
- घ) संचालक, प्रबन्ध संचालक, कार्यकारी प्रमुख, कम्पनीका आधारभुत शेयरधनी वा निजको नजिकको नातेदार वा निज संलग्न रहेको फर्म, कम्पनी वा संगठित संस्थाले कम्पनीलाई कुनै रकम बुझाउन बाकी भए सो कुरा:-  
त्यस्तो बाँकी बुझाउन रकम छैन।
- न) संचालक, प्रबन्ध संचालक, कार्यकारी प्रमुख तथा पदाधिकारीहरूलाई भुक्तानी गरिएको पारिश्रमिक, भत्ता तथा सुविधाको रकम :  
संचालक समितिका सदस्यहरूलाई प्रति बैठक भत्ता रू. ३०००/- तोकिएको भएतापनि हालसम्म कुनै संचालकहरूले बैठक भत्ता नलिएको। प्रमुख कार्यकारी अधिकृतलाई पारिश्रमिक बापत रू. १३ लाख उपलब्ध गराएको छ।
- प) शेयरधनीहरूले बुझिलिन बाँकी रहेको लाभांशको रकम:-  
कम्पनीले लाभांश भुक्तान गरेको छैन।
- फ) दफा १४१ बमोजिम सम्पत्ति खरिद वा बिक्री गरेको कुराको विवरण:-  
यस कम्पनीमा त्यस्तो सम्पत्ति खरिद वा बिक्री नभएको।
- ब) यस ऐन तथा प्रचलित कानून बमोजिम संचालक समितिको प्रतिवेदनमा खुलाउनु पर्ने अन्य कुनै कुरा:-  
अन्य आवश्यक विवरण संचालक समितिको प्रतिवेदन अन्तर्गत अध्यक्षज्यूको प्रतिवेदनमा उल्लेख गरिएको छ।
- भ) अन्य आवश्यक कुराहरू:-  
छैन।

कम्पनीले विगतमा गरेका क्रियाकलाप तथा कारोबारको समिक्षा गरी आगामी वर्षमा गर्नुपर्ने कामको बारेमा यहाँहरूबाट प्राप्त राय सुझावहरू संस्थाको लागि सदाभै मार्गदर्शनका रूपमा रहने कुरामा हामी विश्वस्त छौं।

अन्त्यमा कम्पनीलाई विभिन्न माध्यमद्वारा सहयोग तथा मार्गदर्शन प्रदान गर्ने सम्पूर्ण महानुभावहरू, नेपाल सरकारका सम्बन्धित निकायहरू, नेपाल विद्युत प्राधिकरण, ऋण लगानीकर्ता बैंक तथा वित्तिय संस्थाहरू, विभिन्न नियमनकारी निकायहरू, लेखापरिक्षक तथा कम्पनीमा कार्यरत कर्मचारीहरू लगायत सम्पूर्ण सहयोगीहरूमा संचालक समितिको एवं मेरो व्यक्तिगत तर्फबाट हार्दिक धन्यवाद ज्ञापन गर्न चाहान्छु।

श्री विजय बहादुर राजभण्डारी

अध्यक्ष

सामलिङ्ग पावर कम्पनी लिमिटेड

मिति: २०७८ चैत्र २९ गते

## Introduction

Mai Beni Hydropower Project is a run-of-river type project with an installed capacity of 9.51 MW designed to generate 53.28 GWh energy annually. The project area is located between elevation of 645m and 490m above mean sea level in the middle reaches of Mai Khola in Ilam District, State 1, Nepal. Geographically, the project area is located between longitudes 87° 56' 38" E – 87° 57' 30" E and latitudes 26° 53' 09" N – 26° 55' 41" N. The project area location map is shown in Figure 1.



Figure Project Location Map

All the components of the project lie in the right bank of Mai River within Ilam Municipality, Ward No. 8, while Mai Jogmai Rural Municipality lies on the opposite bank. The project components include the Headworks, Settling basin, Headrace tunnel as well as Headrace pipe, Surge tank, Powerhouse, Tailrace and Switchyard. The Headworks is accessible through a 5.4 km long all season gravel road from Tilkeni Mode on Mechi Highway. Likewise, an all season gravel road 8.3 km long connects the Powerhouse to Tilkeni Mode independently. Both roads have been widened and upgraded by the project in coordination with Ilam Municipality. In addition, 6 km long new project internal roads has been constructed from Headworks to Powerhouse to ensure accessibility to all project components of the project.

The project has been promoted by Samling Power Company Ltd. (SPC) which is a single purpose company of Urja Developers Pvt. Ltd. established for the development of Mai Beni Hydropower Project. The company has already acquired Generation License for Construction from Department of Electricity Development (DoED), Ministry of Energy, Water Resource and Irrigation and the project has embarked on construction since May 2018.

Power Purchase Agreement (PPA) for the sale of energy generated from the project has been signed with Nepal Electricity Authority (NEA). The generated electricity will be evacuated through an approximately 3.25 km long 33kV Transmission line to the 33/132 kV Godak Sub-station under the Kabeli corridor project of Nepal Electricity Authority (NEA). After completion of all the components (Civil, HM and EM) of the project, different tests were conducted under the presence of representatives of Nepal Electricity Authority (NEA). After the tests were conducted successfully, the commissioning of the project was done on 17th September 2021(1st Ashwin 2078).



**PROJECT SALIENT FEATURE****1 Project Location**

Province	: 1
District	: Ilam
<b>Project Boundary</b>	
Latitude	: 26o53'09" to 26o55'41" N
Longitude	: 87o56'38" E to 87o57'30" E

**2 General**

River	: Mai Khola
Nearest Town	: Ilam Bazar
Type of Scheme	: Run-of-river
Gross Head	: 147.5 m
Rated Net Head	: 135.02 m

**3 Hydrology**

Catchment Area	: 194 km <sup>2</sup>
Revised and Adopted Design Discharge (at 40% PoE)	: 8.4 m <sup>3</sup> /s
Riparian Release	: 0.25 m <sup>3</sup> /s
Design Flood (1 in 100 year return period)	: 972 m <sup>3</sup> /s

**4 Power and Energy****As per PPA**

PPA Capacity	: 9.51 MW
Dry Energy	: 8.91 GWh
Wet Energy	: 44.37 GWh
Total Contract Energy	: 53.281 GWh

**5 Weir**

Weir Type	: Semi-permanent concrete infilled boulder weir
Weir Crest Length	: 25 m
Auxiliary/Secondary Weir Crest Length (Average)	: 30.92 m
Weir Crest Elevation	: 638.50 masl
Operation Platform Elevation	: 644 masl

**6 Under sluice**

Size of Under sluice (b x h)	: 2 m x 2 m
No of Under sluice gates	: 2

**7 Intake**

Type of Intake	: Side Intake
Size of Intake Opening (b x h)	: 2.3 m x 2.0 m
Number of Openings	: 3
Velocity of flow at intake trashrack	: 0.8 m/s



<b>8</b>	<b>Gravel Trap</b>	
	Length of Gravel Trap at base	: 5.68 m
	Width of Gravel Trap	: 8.70 m
	Width of Flushing Gate	: 1.80 m
	Height of Flushing Gate	: 1.30 m
	Length of Flushing Culvert	: 58.45 m
<b>9</b>	<b>Approach Culvert</b>	
	Water height in culvert	: 2.20 m
	Depth of culvert including freeboard	: 2.50 m
	Bottom width of culvert	: 2.50 m
	Top width of culvert	: 2.50 m
	Bed Slope	: 1 in 400
	Length of culvert	: 56.94 m
	Normal water level at culvert inlet	: 638.20 masl
	Canal invert level at start	: 636.00 masl
<b>10</b>	<b>Settling basin</b>	
	Sediment size to be settled	: 0.20 mm
	Number of bays	: 2
	Length of Settling Basin	: 45 m
	Width of Settling Basin	: 5.25 m in each bay
	Efficiency	: 90%
	Water Depth	: 4 m
<b>11</b>	<b>Headrace Pipe</b>	
	Material	: Steel
	Diameter	: 2.10 m
	Length of HRP-1	: 447 m
	Length of HRP-2	: 1319 m
<b>12</b>	<b>Headrace Tunnel</b>	
	Length of HRT-1	: 1079 m
	Length of HRT-2	: 1486 m
<b>13</b>	<b>Surge Pipe</b>	
	Finished Diameter	: 3.5 m
	Down surge level	: 622.5 masl
	Upsurge Level	: 647 masl
	Top Level of Surge Pipe including freeboard	: 650 masl
	Total length of Surge pipe	: 166.454 m
<b>14</b>	<b>Penstock Pipe</b>	
	Material	: Steel
	Diameter	: 1.50 m
	Length	: 266.32 m



<b>15 Powerhouse</b>	
Type	: Surface Powerhouse
Size ( L x B x H), outer dimensions	: 34m x 11m x 13.8m
Design Tail water Level	: 491 masl
<b>16 Tailrace canal</b>	
Length	: 81.96 m
Size ( b x h)	: 2.5m x 2.83m
<b>17 Turbine</b>	
Type	: Horizontal Axis Francis Turbine
Number of units	: 2
<b>18 Generator</b>	
Number of Units	: 2
<b>19 Transmission Line</b>	: 3.1 km 33 kV Transmission line
<b>20 Total Project Cost</b>	: NPR 2000 Million
<b>21 Internal Rate of Return (IRR)</b>	: 13.37%
<b>22 Internal Rate of Return (Equity) (EIRR)</b>	: 18.41%
<b>23 Benefit Cost Ratio (BCR)</b>	: 1.33
<b>24 Construction Period</b>	: 2.5 Years



**PRADHAN & SHAKYA**  
ASSOCIATES  
CHARTERED ACCOUNTANTS

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**INDEPENDENT AUDITOR'S REPORT**  
To the Shareholder of  
**Samling Power Company Limited**

**Report on the Audit of Financial Statements**

**Opinion**

We have audited the financial statements of Samling Power Company Limited which comprises the Statement of Financial Position as at Ashadh 31, 2078 (corresponding to July 15, 2021), and the Statement of Profit and Loss, the Statement of Changes in Equity, and Statement of Cash Flows for the year then ended, and Notes to the Financial Statements, including a summary of significant accounting policies.

In our opinion, the financial statements present fairly, in all material respect, the Statement of Financial Position as at Ashadh 31, 2078 (corresponding to July 15, 2021), and its financial performance and its cash flows for the year then ended in accordance with Nepal Financial Reporting Standards (NFRS).

**Basis for Opinion**

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

**Key Audit Matter**

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. Those matters were addressed in the context of the financial statements as a whole, and informing our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined that there are no key audit matters to communicate in our report.

**Responsibilities of Management and Those Charged with Governance for the Financial Statements**

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

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

Those charged with governance are responsible for overseeing the entity's financial reporting process.




### Auditor's Responsibility for Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatements, 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 Nepal Standards on Auditing will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

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

- 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 omission, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion of the effectiveness of the entity'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 the 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 cause significant doubt on the entity'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 disclosure 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 report. However, future events or conditions may cause the entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

### Report on Other Legal and Regulatory Requirement

- We have obtained information and explanations asked for, which, to the best knowledge and belief, were necessary for the purpose of our audit.
- In our opinion, Statement of financial position, Statement of Profit & Loss, 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 maintained by the Company.
- To the best of our information and according to the explanation given to us and so far appeared from our examination of the books of account of the Company, we have not come across cases where Board of Directors or any employees of the Company have acted contrary to the provisions of law relating to the accounts, or committed any misappropriation or caused loss or damage to the company.

CA. Chhetra Gopal Pradhan  
Managing Partner



UDIN: 220112CA00365QHURI

Place: Kathmandu, Nepal  
Date: 2078.09.14



Samling Power Company Limited  
Statement of Financial Position as at Ashad 31, 2078

Particulars	Notes	Amount in NPR	
		As at 31.03.2078	As at 31.03.2077
<b>Assets</b>			
<b>Non-Current Assets</b>			
Property, Plant and Equipment	3	20,520,244	15,639,286
Intangible Assets	4	-	6,554
Intangible Assets under Development	5	1,919,511,540	1,044,300,761
<b>Financial Assets</b>			
Financial Investments - Held to Maturity	6	5,000,000	5,000,000
<b>Total Non-Current Assets</b>		<b>1,945,031,784</b>	<b>1,064,946,601</b>
<b>Current Assets</b>			
<i>Financial Assets</i>			
Inventories	7	-	-
Cash and Cash Equivalents	8	35,410	5,712,574
Bank Balance other than Cash and Cash Equivalents	9	998,377	26,561,609
Trade Receivables	10	-	-
Other Financial Assets	11	149,973,788	432,413,622
Other Current Assets	12	-	-
<b>Total Current Assets</b>		<b>151,007,575</b>	<b>464,687,805</b>
<b>Total Assets</b>		<b>2,096,039,359</b>	<b>1,529,634,406</b>
<b>Equity and Liabilities</b>			
<b>Equity</b>			
Equity Share Capital	13	377,000,000	377,000,000
Advance for Share Capital	14	-	-
Reserve and Surplus	15	142,922,542	77,181,734
<b>Total Equity</b>		<b>519,922,542</b>	<b>454,181,734</b>
<b>Liabilities</b>			
<b>Non-Current Liabilities</b>			
<i>Financial Liabilities</i>			
Borrowings	16	1,468,000,539	991,159,497
<b>Total Non-Current Liabilities</b>		<b>1,468,000,539</b>	<b>991,159,497</b>
<b>Current Liabilities</b>			
<i>Financial Liabilities</i>			
Trade and Other Payables	17	101,817,485	82,049,768
Provisions	18	376,514	471,928
Other Current Liabilities	19	5,922,279	1,771,479
<b>Total Current Liabilities</b>		<b>108,116,278</b>	<b>84,293,175</b>
<b>Total Liabilities</b>		<b>1,576,116,817</b>	<b>1,075,452,672</b>
<b>Total Equity and Liabilities</b>		<b>2,096,039,359</b>	<b>1,529,634,406</b>

The accompanying notes are integral part of these financial statements

As per our report of even date

For and on behalf of Samling Power Company Ltd.

For Pradhan & Shakya Associates,  
Chartered Accountants

Bhanu Bhakta Pokharel  
CEO

Mohan Das Manandhar  
Director

Bijay Bahadur Rajbhandary  
Chairman

per CA Chhetra Gopal Pradhan  
Partner

Date: 2078.09.14  
Place: Lalitpur, Nepal



Samling Power Company Limited  
Statement of Profit or Loss and Other Comprehensive Income for the year ended Ashad 31, 2078

Particulars	Notes	Amount in NPR	
		For the year ended Ashad 31, 2078	For the year ended Ashad 31, 2077
Revenue	20	875,210,779	612,676,210
Cost of Sales	21	806,645,879	564,678,534
<b>Gross Profit/(Loss)</b>		<b>68,564,900</b>	<b>47,997,675</b>
Other Income	22	-	-
<b>Total Income</b>		<b>68,564,900</b>	<b>47,997,675</b>
Depreciation	3	908,338	904,917
Amortisation	4	6,554	6,554
Administrative and Other Operating Expenses	23	129,950	124,300
<b>Profit from Operation</b>		<b>67,520,058</b>	<b>46,961,904</b>
Finance Income	24	-	-
Finance Costs	25	-	-
<b>Profit before Tax</b>		<b>67,520,058</b>	<b>46,961,904</b>
<b>Income Tax Expenses</b>			
Current Tax		-	-
Deferred Tax Credit/Charge		-	-
<b>Profit for the Year</b>		<b>67,520,058</b>	<b>46,961,904</b>
<b>Other Comprehensive Income</b>			
<b>Other Comprehensive Income not to classified to Profit or Loss in subsequent periods</b>			
Re-measurement (Losses)/Gains on Post Employment Defined Benefit Plans		-	-
Share Transaction Cost	26	(1,779,250)	-
Equity Instruments through Other Comprehensive Income		-	-
Tax relating to items that will not to be reclassified to Profit and Loss		-	-
<b>Other Comprehensive Gain/(Loss) for the year, net of tax</b>		<b>(1,779,250)</b>	<b>-</b>
<b>Total Comprehensive Gain/(Loss) for the year, net of tax</b>		<b>65,740,808</b>	<b>46,961,904</b>
<b>Earnings per equity share of Rs. 100 each</b>			
Basic Earnings per Share		17.44	12.46
Diluted Earnings per Share		17.44	12.46

The accompanying notes are integral part of these financial statements  
As per our report of even date

For and on behalf of Samling Power Company Ltd.

For Pradhan & Shakya Associates,  
Chartered Accountants

Bhanu Bhakta Pokharel  
CEO

Mohan Das Manandhar  
Director

Bijay Bahadur Rajbhandary  
Chairman

per CA Chhetra Gopal Pradhan  
Partner

Date: 2078.09.14  
Place: Lalitpur, Nepal



**Samling Power Company Limited**  
**Statement of Changes in Equity for the year ended Ashadh 31, 2078**

Particulars	Amount in NPR					
	Share capital	Calls in advances	Share premium	General reserve	Retained earnings	Total
<b>Balance as at Shrawan 1, 2076</b>	306,050,000	-	-	-	30,219,830	341,769,830
Issue of share capital	70,950,000	5,500,000	-	-	-	65,450,000
Comprehensive income for the year ended Ashadh 31, 2077	-	(5,500,000)	-	-	-	-
Profit for the year	-	-	-	-	46,961,904	46,961,904
Other comprehensive income	-	-	-	-	-	-
Total comprehensive income	-	-	-	-	-	-
<b>Balance as at Ashadh 31, 2077</b>	<b>377,000,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>77,181,734</b>	<b>454,181,734</b>
Issue of share capital	-	-	-	-	-	-
Comprehensive income for the year ended Ashadh 31, 2078	-	-	-	-	-	-
Profit for the year	-	-	-	-	65,740,808	65,740,808
Other comprehensive income	-	-	-	-	-	-
Total comprehensive income	-	-	-	-	-	-
<b>Balance as at Ashadh 31, 2078</b>	<b>377,000,000</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>142,922,542</b>	<b>519,922,542</b>

The accompanying notes are an integral part of the financial statements.  
As per our report of even date

**For and on behalf of Samling Power Company Ltd.**

**For Pradhan & Shakya Associates,  
Chartered Accountants**

**Bhanu Bhakta Pokharel**  
CEO

**Mohan Das Manandhar**  
Director

**Bijay Bahadur Rajbhandary**  
Chairman

**per CA Chhetra Gopal Pradhan**  
Partner

Date: 2078.09.14

Place: Lalitpur, Nepal





Samling Power Company Limited  
Statement of Cash Flows for the year ended Ashad 31, 2078

Particulars	Amount in NPR	
	For the year ended Asadh 31, 2078	For the year ended Asadh 31, 2077
<b>Operating activities</b>		
Net profit after tax	67,520,058	46,961,904
Adjustment for:		
Pre-operating expenses	-	-
Depreciation	914,892	911,471
Interest income	-	-
Interest expense	-	-
<b>Operating cash flow before working capital changes</b>	<b>68,434,950</b>	<b>47,873,375</b>
(Increase)/Decrease in current assets	282,439,834	(11,383,756)
Increase/(Decrease) in current liabilities	23,823,103	66,816,958
<b>Cash generated from operations</b>	<b>374,697,887</b>	<b>103,306,577</b>
Interest paid	-	-
Income tax paid	-	-
<b>Net Cash from operating activities</b>	<b>374,697,887</b>	<b>103,306,577</b>
<b>Investing activities</b>		
Purchase of property, plant and equipment	(5,789,296)	(266,382)
Investments	-	-
Increase in Capital work in progress	(875,210,779)	(612,676,210)
<b>Net cash used in investing activities</b>	<b>(881,000,075)</b>	<b>(612,942,592)</b>
<b>Financing activities</b>		
Proceeds from the issuance of share capital	-	70,950,000
Share Transaction Cost	(1,779,250)	-
Advance money received towards share capital	-	(5,500,000)
Proceeds/Repayment	476,841,042	452,329,686
Dividends paid	-	-
<b>Net cash from financing activities</b>	<b>475,061,792</b>	<b>517,779,686</b>
Net increase in cash and cash equivalents	(31,240,396)	8,143,671
Cash and cash equivalents at the beginning of the period	32,274,183	24,130,512
<b>Cash and cash equivalents at the end of the year</b>	<b>1,033,787</b>	<b>32,274,183</b>

The accompanying notes are an integral part of the financial statements.  
As per our report of even date

For and on behalf of Samling Power Company Ltd.

For Pradhan & Shakya Associates,  
Chartered Accountants

Bhanu Bhakta Pokharel  
CEO

Mohan Das Manandhar  
Director

Bijay Bahadur Rajbhandary  
Chairman

per CA Chhetra Gopal Pradhan  
Partner

Date: 2078.09.14  
Place: Lalitpur, Nepal



## Notes to the Financial Statements

### 1. Background

Samling Power Company Limited was established and registered in 2070 B.S (2014 A.D.) as a private limited company under the Companies Act, 2063 with an aim to develop hydropower projects using appropriate training, technology transfer and human resources. Samling Power Company Limited was converted into a public limited company in 2076 B.S (2019 AD). Its main shareholders are CE Construction Pvt. Ltd., Urja Developers Pvt. Ltd., and Mangala Amatya. The corporate office of Samling Power Company Limited is located at Sanepa, Lalitpur, Nepal.

The core business of Samling Power Company Limited includes;

- Generation of Hydroelectricity
- Distribution of Hydroelectricity
- Project Development and
- Investment in the shares of projects and other companies.

The financial statements apply to the financial year ended Ashadh 31, 2078 (15<sup>th</sup> July, 2021). In the financial statements, Samling Power Company Limited has been referred to as “SPCL” or “Company”. The accompanied financial statements have been approved for publication by the Board of Directors of the SPCL in its meeting held on Poush 8, 2078 (December 23, 2021 AD). The Board of Directors acknowledges the responsibility of preparation of financial statements.

### 2. Significant Accounting Policies

#### 2.1 Basis of preparation and Measurement

##### i. Statement of Compliance

The financial statements have been prepared in accordance with applicable Nepal Financial Reporting Standards (NFRS) as issued by the Institute of Chartered Accountants of Nepal (ICAN). The Financial Statements have also been prepared in accordance with relevant presentational requirements of the Companies Act, 2063 of Nepal.

##### ii. Standards issued by ICAN but not yet applicable at 15<sup>th</sup> July, 2021

SPCL has not opted for the early adoption of any of the new set of NFRS pronounced by ICAN, which may relate to it, but whose application was not mandatory for financial year 2077-78 (2020-21).

These standards include:

- a. NFRS 9 “Financial Instruments”, NFRS 14 “Regulatory Deferral Accounts”, NFRS 15 “Revenue from Contracts with Customers”, NFRS 16 “Leases”, NFRS 17 “Insurance Contracts” & NAS 29 “Financial Reporting in Hyperinflationary Economies” applicable from 16<sup>th</sup> July 2021 and
- b. All other standards under NFRS 2018 applicable from 15<sup>th</sup> July, 2020.

SPCL is currently assessing the impact and plans to adopt the new standard on the required effective date.

NFRS 15 “Revenue from Contracts with Customers” is the new NFRS standard governing the accounting principles for revenue. It replaces standards NAS 11 “Construction Contracts” and NAS 18 “Revenue”, as well as the different existing interpretations SIC 31” Revenue-Barter Transactions involving Advertising Services”, “IFRIC 13 “Customer Loyalty Programs”, IFRIC 15 “Agreements for the construction of Real Estate” and IFRIC 18 “Transfers of Assets from Customers”.



NFRS 9 “Financial Instruments” is the new NFRS standard introducing new provisions regarding Impairment of Financial assets and hedging. It replaces NAS 39 “Financial Instruments: Recognition and Measurement” and NFRS 9 (2013) “Financial Instruments”.

NFRS 16 “Leases” changes the recognition of leases by lessees. It replaces NAS 17 “Leases”, IFRIC 4 “Determining Whether an Arrangement Contains a Lease”, SIC 15 “Operating Leases- Incentives” and SIC 27 “Evaluating the Substance of Transactions in the Legal Form of a Lease”.

### **iii. Basis of Preparation**

The financial statements have been prepared on accrual and going concern. The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non-current as per the Company’s normal operating cycle. 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 or non-current classification of assets and liabilities.

The financial statements are presented in functional and presentational currency of the company i.e. Nepalese Rupees (“NPR”) which is the currency of the primary economic environment in which the company operates.

### **iv. Basis of Measurement**

The financial statements are prepared under historical cost convention except for certain material items that have been measured at fair value as required by the relevant NFRS and explained in the ensuing policies below.

### **v. Materiality and Aggregation**

Each material class of similar items is presented separately in the financial statement. Items of dissimilar nature or function are presented separately unless that are material.

### **vi. Going Concern**

The board of directors have made assessment of the Company’s ability to continue as going concern and are satisfied that it has resources to continue in business for the foreseeable future. Furthermore, the management is not aware of any material uncertainties that may cast significant doubt upon the Company’s ability to continue as going concern and accordingly, the financial statements continue to be prepared on the basis of going concern.

### **vii. Change in Accounting Policy for Revenue Recognition**

Effective Shrawan 1, 2076, the company has adopted IFRIC 12 for recognition of revenue and cost during the construction phase, previously the company had not made recognition of such revenue and cost during the construction phase.

The change in policy has been made for adoption of IFRIC 12 and management's opinion that such presentation will provide accurate reflection in the financial statements. The detail policy is provided in Notes 2.3.

Below is the summary of the impact the change in policy for the previous year;



	Ashadh 31, 2077 Previously reported	Adjustment	Ashadh 31, 2077 Restated Amount
<b>Impact in Statement of Financial Position</b>			
Intangible Assets under Development	962,489,180	81,811,580	1,044,300,761
Reserve	(4,629,847)	81,811,580	77,181,734
<b>Impact in Statement of Other Comprehensive Income</b>			
Revenue	-	612,676,210	612,676,210
Cost of Sale	-	564,678,534	564,678,534

### viii. Previous Years Figures and Comparatives

Previous year's figures have been reclassified and restated wherever necessary. Retrospective adjustment has been provided for adoption of IFRIC 12 by the organization.

### 2.2 Critical Accounting Estimates and Judgements

The preparation of the financial statements in conformity with Nepal Financial Reporting Standards requires the use of certain critical accounting estimates and judgements. It also requires management to exercise judgement in the process of applying the Company's accounting policies. The Company makes certain estimates and assumptions regarding the future events. Estimates and judgements are continuously evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates. Any revision to accounting estimates is recognized prospectively in current and future periods. 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;

#### Useful Life and Residual Value of Property, Plant and Equipment

Management reviews the useful life and residual values of property, plant and equipment at least once a year. Such life is dependent upon an assessment of both the technical life of the asset and also their likely economic life, based on various internal and external factors including relative efficiency and operating costs. Accordingly, depreciable lives are reviewed annually using the best information available to the Management.

#### Impairment of Property, Plant and Equipment

At the end of each reporting period, the Company reviews the carrying amounts of its property, plant and equipment to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Recoverable amount is the higher of fair value less costs to sell and value in use. Value in use is usually determined on the basis of discounted estimated future cash flows. This involves management estimates on anticipated commodity prices, market demand and supply, economic and regulatory environment, discount rates and other factors. Any subsequent changes to cash flow due to changes in the above-mentioned factors could impact the carrying value of assets.



## Contingencies

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. Potential liabilities that are possible but not probable of crystallizing or are very difficult to quantify reliably are treated as contingent liabilities. Such liabilities are disclosed in the notes but are not recognized.

## Fair Value Measurements

Some of the Company's assets and liabilities are measured at fair value for financial reporting purposes. The management determines the appropriate valuation techniques and inputs for fair value measurements. In estimating the fair value of an asset or a liability, the Company uses market observable data to the extent it is available. Where Level I input are not available, the Company engages the third-party qualified valuers to perform the valuation as per necessity. The management works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model.

## 2.3 Service Concession Arrangements

Under IFRIC 12 – Service Concession Arrangements applies to public-to-private service concession arrangements if:

- The grantor controls or regulates what services the operator must provide with the infrastructure, to whom it must provide them and at what prices;
- The grantor controls through ownership, beneficial entitlement or otherwise any significant residual interest in the infrastructure at the end of the term of the arrangement;
- Infrastructure that the operator constructs or acquires from a third party for the purpose of the service arrangement;
- Existing infrastructure to which the grantor gives the operator access for the purpose of the service arrangement.

Infrastructure used in a public-to-private service concession arrangement for its entire useful life (whole of life assets) is within the scope of this IFRIC, if the conditions in 2.3(a) are met.

These arrangements are accounted on the basis of below mentioned models depending on the nature of consideration and relevant contract laws.

### Financial Asset Model

The Financial Asset Model is used when the Company, being an operator, has an unconditional contractual right to receive cash or another financial asset from or at the direction of the grantor for the construction services. Unconditional contractual rights are established when the grantor contractually guarantees to pay the operator (a) specified or determinable amounts or (b) the shortfall, if any, between amounts received from users of the public service and specified or determinable amounts, even if payment is contingent on the operator ensuring that the infrastructure meets specified quality or efficiency requirements.

### Intangible Asset Model

The intangible asset model is used to the extent that the Company, being an operator, receives a right (a license) to charge users of the public service. A right to charge users of the public service is not an unconditional right to receive cash because the amounts are contingent on the extent that the public uses the service.

If the Operator is paid for the construction services partly by a financial asset and partly by an intangible asset it is necessary to account separately for each component of the operator's consideration. The



consideration received or receivable for both components shall be recognized initially at the fair value of the consideration received or receivable.

### Intangible Assets under Service Concession Arrangement (SCA)

The company maintains and services the infrastructure during the concession period. Further, the concession arrangement gives SPCL right to use the hydropower projects for generating electricity and earn revenue by selling electricity to NEA and local consumers. The right to consideration gives rise to an intangible asset and accordingly, the intangible asset model is applied.

Revenue from service concession arrangement under intangible asset model is recognized in accordance with the terms of the power purchase agreement as and when the power is supplied. The intangible asset is amortized over its expected useful life in a way that reflects the pattern in which the asset's economic benefits are consumed by the company, starting from the date when the right to operate starts to be used. Based on these principles, the intangible asset is amortized in line with the actual usage of the specific public facility, with a maximum of the duration of the concessions. Any asset carried under concession arrangements is derecognized on the disposal or when no future economic benefits are expected from its future use or when the contractual rights to the financial assets expire.

The tenure of the Service Concession Arrangement of 9.51MW Mai Beni Hydropower Project for generation, transmission and distribution shall be ended on 21/10/01/05.

Explanatory Notes:

Particulars	As at Ashad 31, 2078	As at Ashad 31, 2077	As at Ashad 31, 2076
Construction Costs	1,769,135,060	962,489,180	397,810,646
Intangible Assets Under Development	1,919,511,540	1,044,300,761	431,624,551
Revenue booked	875,210,779	612,676,210	431,624,551
Construction Costs	806,645,879	564,678,534	397,810,646
<b>Gross Margin</b>	<b>68,564,900</b>	<b>47,997,675</b>	<b>33,813,905</b>

### 2.4 Property, Plant and Equipment

- i. Freehold land is carried at historical cost and is not depreciated. All other items of property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.
- ii. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item will be measured reliably. The carrying amount of any component accounted for as separate assets are de-recognized when replaced. All other repairs and maintenance are charged to profit and loss during the period in which they are incurred.
- iii. The Company identifies and determines cost of each component/part of the asset separately, if the component/part have a cost which is significant to the total cost of the asset having useful life that is materially different from that of the remaining asset. These components are depreciated over their useful lives; the remaining asset is depreciated over the life of the principal asset.
- iv. 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.



- v. 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. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognized.
- vi. Assets in the course of construction are capitalized in the assets under **Intangible Assets under Development**. At the point when an asset is operating at management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment and depreciation commences. Where an obligation (legal or constructive) exists to dismantle or remove an asset or restore a site to its former condition at the end of its useful life, the present value of the estimated cost of dismantling, removing or restoring the site is capitalized along with the cost of acquisition or construction upon completion and a corresponding liability is recognized.

**Land under BOOT Arrangement/Restriction on Property use**

SPCL has obtained the generation license for operation from the then Ministry of Water Resource (Current: Ministry of Energy, Water Resources and Irrigation) for a period of 35 years, therefore the useful life of assets of the project cannot exceed 35 years even if the economic life of the asset is more as the entire generation unit needs to be transferred to the Government of Nepal at the end of this license term. However, management has made a policy not to amortize its land assets until company comes to operation.

**2.5 Other Intangible Assets**

- i. Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses. Intangible assets with indefinite useful lives are carried at cost less accumulated impairment losses.
- ii. Certain computer software costs are capitalized and recognized as intangible assets based on materiality, accounting prudence and significant benefits expected to flow there from for a period longer than one year.
- iii. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the statement of profit or loss when the asset is derecognized.

**2.6 Depreciation and Amortization**

- i. Depreciation is recognized so as to write off the cost of assets (other than freehold land and properties under construction) less their residual values over their useful lives, using the written down method.
- ii. Amortization is recognized on a straight-line basis over their estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.
- iii. Depreciation is provided on the written down method based on the estimated useful lives of the assets determined by the management. Depreciation on additions to fixed assets is charged on pro-rata basis in the year when it is available for use. The useful life of the assets and the corresponding rates at which the assets are depreciated are as follows;

Category of Assets	Estimated Useful Life	Depreciation Rate
Building	58-59 years	5%
Plant and Equipment	18-19 years	15%
Office Equipment	10-11 years	25%
Furniture and fixtures	10-11 years	25%
Computer and accessories	10-11 years	25%
Vehicles	13-14 years	20%

Computer software is amortized over an estimated useful life of 5 years on straight line basis.



- iv. Useful life is either the period of time which the asset is expected to be used or the number of production or similar units expected to be obtained from the use of asset. The estimated useful life, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in the estimate accounted for on a prospective basis.
- v. Office furniture, equipment and vehicles costing less than NPR 5,000 per unit and plant equipment costing less than NPR 10,000 per unit is charged to the statement of profit or loss in the year of purchase.
- vi. Leasehold improvements are depreciated over the period of lease or estimated useful life, whichever is lower, on straight line basis.

## 2.7 Impairment of tangible and intangible assets

- i. At the end of each reporting period, the Company reviews the carrying amount of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to the smallest company of cash-generating units for which a reasonable and consistent allocation basis can be identified.
- ii. Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired.
- iii. Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.
- iv. If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in Statement of Profit or Loss.
- v. Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined has not impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in Statement of Profit or Loss.

## 2.8 Borrowing Cost

Borrowing Cost consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset until such time as the assets are substantially ready for the intended use or sale. All other borrowing costs are expensed in the period in which they occur.

## 2.9 Cash and cash equivalents

Cash and cash equivalents in the Statement of Financial Position comprise cash at banks and on hand and demand deposits with an original maturity of three months or less and highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.





## 2.10 Inventories

Cost of inventories includes cost of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and conditions. Inventories of stores, spare parts and loose tools are stated at the lower of weighted average cost and net realizable value. Net realizable value represents the estimated selling price for inventories in the ordinary course of business less all estimated costs necessary to make the sale.

## 2.11 Revenue recognition

### i. Sale of Electricity

Revenue is recognized to the extent that it is probable that economic benefits will flow to the company and that the revenue can be reliably measured. Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated rebates and other similar allowances. Revenue is recognized when substantial risks and rewards of ownership is transferred to the buyer under the terms of the contract.

### ii. Other Electricity Services

Fees from other electricity services are accounted on accrual basis as and when the right to receive arises.

### iii. Interest Income

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

## 2.12 Foreign currency transactions

- i. The functional currency of the Company and its subsidiaries is determined on the basis of the primary economic environment in which it operates. The functional currency of the Company is Nepalese Rupee (NPR).
- ii. In preparing the financial statements of the Company, transactions in currencies other than the entity's functional currency (foreign currencies) are recognized at the rates of exchange prevailing at the dates of the transactions.
- iii. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined.
- iv. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.
- v. Exchange differences on monetary items are recognized in Statement of Profit or Loss in the period in which they arise.

## 2.13 Employment Benefits

The Company has schemes of employment benefits namely provident fund, employee gratuity and accumulated leave payable as per employee service manual.



## **DEFINED CONTRIBUTION PLAN – PROVIDENT FUND**

Under defined contribution plans-provident fund, the Company pays pre-defined amounts to separate funds and does not have any legal or informal obligation to pay additional sums. Contributions to defined contribution schemes (Provident fund) are charged to the profit or loss statement in the year to which they relate as the company has no further defined obligations beyond monthly contributions. Contributions to defined contribution schemes are deposited with Employees Provident Fund (Karmachari Sanchaya Kosh).

As the company is a SPV developing Mai Beni Hydropower Project, all the expenses are capitalized under assets with heading Intangible Assets under Development. The expenses will be charged to statement of profit or loss once the project is under operation.

## **DEFINED CONTRIBUTION PLAN – GRATUITY FUND**

As per the provision of new Labor Act enacted and effective from Bhadra 19, 2074, gratuity plan has been converted into contribution plan from defined benefit plan. The company has the practice of depositing 8.33% of basic salary of employees to the Citizen Investment Trust. Contribution to Gratuity Fund is charged to the Statement of profit or loss in the year to which they relate as the company has no further defined obligations beyond monthly contributions.

As the company is a SPV developing Mai Beni Hydropower Project, all the expenses are capitalized under assets with heading Intangible Assets under Development. The expenses will be charged to statement of profit or loss once the project is under operation.

## **SHORT TERM AND LONG-TERM EMPLOYMENT BENEFITS**

A liability is recognized for benefits accruing to employees in respect of wages and salaries, annual leave and sick leave in the period. The related service is rendered at the undiscounted amount of the benefits expected to be paid in exchange for that service.

Liabilities recognized in respect of short-term employee and contractual employees; benefits are measured at the undiscounted amount of the benefits expected to be paid in exchange for the related service.

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as a liability at the present value of the obligation as at the reporting date determined based on an actuarial valuation.

## **2.14 Taxation**

### **Income Tax**

Income Tax on the profit or loss for the year comprises current taxes and deferred taxes. Income tax is recognized in the profit or loss statement except to the extent that it relates to items recognized directly to equity.

### **Current Tax**

Current tax is the expected tax payable on the taxable income for the year using tax rates at the balance sheet date and any adjustment to tax payable in respect of previous years.

### **Income tax rates applicable to company:**

Income from sale of electricity: 0% up to first 10 years, 10% for next 5 years, 20% for further years of operation. The Company is on the stage of construction of hydropower project and hence 0% tax rate is applicable.



## 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.

A deferred tax asset is recognized only to the extent that it is probable that future taxable profits will be available against which the asset can be utilized. The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

### 2.15 Earnings per share

Basic earnings per share is computed by dividing the profit/ (loss) for the year by the weighted average number of equity shares outstanding during the year. The weighted average number of equity shares outstanding during the year is adjusted for treasury shares, bonus issue, bonus element in a rights issue to existing shareholders, share split and reverse share split (consolidation of shares).

Diluted earnings per share is computed by dividing the profit/ (loss) for the year as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share from continuing ordinary operations. Potential dilutive equity shares are deemed to be converted as at the beginning of the period, unless they have been issued at a later date.

### 2.16 Provisions, contingencies and commitments

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain.

The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

A provision for onerous contracts is recognized when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before a provision is established, the Company recognizes any impairment loss on the assets associated with that contract.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non- occurrence of one or more uncertain future events beyond the control of the



Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non- occurrence of one or more uncertain future events not wholly within the control of the entity.

Commitments include the amount of purchase order (net of advances) issued to parties for completion of assets.

Provisions, contingent liabilities, contingent assets and commitments are reviewed at each reporting period.

## 2.17 Financial Instruments

### i. Financial Instruments

Financial assets and financial liabilities are recognized when the Company becomes a party to the contract embodying the related financial instruments. All financial assets, financial liabilities and financial guarantee contracts are initially measured at transaction cost and where such values are different from the fair value, at fair value.

Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are immediately recognized in the statement of profit or loss. In case of interest free or concession loans/debentures/ preference shares given to subsidiaries, associates and joint ventures, the excess of the actual amount of the loan over initial measure at fair value is accounted as an equity investment.

Investment in equity instruments issued by subsidiaries, associates and joint ventures are measured at cost less impairment.

Investment in preference shares/debentures of the subsidiaries are treated as equity instruments if the same are convertible into equity shares or are redeemable out of the proceeds of equity instruments issued for the purpose of redemption. of such investments. Investment in preference shares/ debentures not meeting the aforesaid conditions are classified as debt instruments at amortized cost.

### ii. Financial Assets

#### Financial assets at amortized cost

Financial assets are subsequently measured at amortized cost if these financial assets are held within a business model whose objective is to hold these 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.

#### Financial assets measured at fair value

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows or to sell these financial assets 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. The Company in respect of equity investments (other than in subsidiaries, associates and



joint ventures) which are not held for trading has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of such equity instruments. Such an election is made by the Company on an instrument-by-instrument basis at the time of initial recognition of such equity investments.

Financial asset not measured at amortized cost or at fair value through other comprehensive income is carried at fair value through the statement of profit and loss.

For financial assets maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the shorter maturity of these instruments.

### **Impairment of financial assets**

The Company assesses, at each reporting date, whether there is objective evidence that a financial asset or a group of financial assets is impaired. An impairment exists if one or more events that has occurred since the initial recognition of the asset (an incurred 'loss event'), has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated.

### **De-recognition of financial assets**

The Company de-recognizes a financial asset only when the contractual rights to the cash flows from the financial asset expire, or it transfers the financial asset and the transfer qualifies for de- recognition under NFRS 9. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the assets and an associated liability for amounts it may have to pay.

If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

On de-recognition of a financial asset in its entirety, the differences between the carrying amounts measured at the date of de-recognition and the consideration received is recognized in statement of profit or loss.

## **iii. FINANCIAL LIABILITIES AND EQUITY INSTRUMENTS**

### **Classification as debt or equity**

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

### **Equity Instruments**

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

Equity instruments are recorded at the proceeds received, net of direct issue costs.

### **Financial Liabilities**

Financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost, using the effective interest rate method where the time value of money is significant. Interest bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortized cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognized over the term of the borrowings in the statement of profit and loss.



For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

### **Financial guarantee contracts**

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognized initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee.

### **De-recognition of financial liability**

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification

is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

### **OFF-SETTING OF FINANCIAL INSTRUMENTS**

Financial assets and financial liabilities are offset and the net amount is reported in the standalone Statement of Financial Position if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

### **FAIR VALUE MEASUREMENT**

The Company measures financial instruments, such as, investment in equity instruments at fair value at each balance sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- i. In the principal market for the asset or liability, or
- ii. In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:



**Level 1** — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

**Level 2** — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

**Level 3** — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable. For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability; and the level of the fair value hierarchy as explained above.

## 2.18 Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement. A lease is classified at the inception date as a finance lease or operating lease.

### The Company as a lessee

A lease that transfers substantially all the risks and rewards incidental to ownership to the company is classified as a finance lease.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Finance leases are capitalized at the commencement of the lease at the inception date fair value of the leased asset or, at the present value of the minimum lease payments at the inception of the lease, whichever is lower. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognized in finance costs in the statement of profit or loss, unless they are directly attributable to qualifying assets, in which case they are capitalized in accordance with the Company's general policy on the borrowing costs.

Operating lease payments are recognized as an expense in the statement of profit or loss on a straight-line basis over the lease term unless another systematic basis is more representative of the time pattern of the user's benefit.

### The Company as Lessor

Rental income from operating lease is generally recognized on a straight-line basis over the term of the relevant lease except where another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognized on a straight-line basis over the lease term.

## 2.19 Government Grants and Grant Aid in Reserve

Government grants are recognized where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognized as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognized as income in equal amounts over the expected useful life of the related asset.



When the Company receives grants of non- monetary assets, the asset and the grant are recorded at fair value amounts and released to profit or loss over the expected useful life in a pattern of consumption of the benefit of the underlying asset i.e., by equal annual installments.

When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favorable interest is regarded as a government grant. The loan or assistance is initially recognized and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities

Grant received related to assets is shown at fair value as “grant aid in reserve” to the extent of asset creation they contribute. Grant aid in reserve is reduced by the depreciation of such assets and the same amount is realized as income to balance the expense of depreciation expense in the profit and loss account.

Revenue grant and related expenses are recognized in the profit or loss account.

## **2.20 Non-Current assets held for sale**

The Company classifies non-current assets as held for sale if their carrying amounts will be recovered principally through a sale rather than through continuing use. Actions required to complete the sale should indicate that it is unlikely that significant changes to the sale will be made or that the decision to sell will be withdrawn. Management must be committed to the sale expected within one year from the date of classification.

The criteria for held for sale classification is regarded met only when the assets or disposal group is available for immediate sale in its present condition, subject only to terms that are usual and customary for sales of such assets, its sale is highly probable; and it will genuinely be sold, not abandoned. Non-current assets held for sale are measured at the lower of their carrying amount and the fair value less costs to sell. Assets and liabilities classified as held for sale are presented separately in the balance sheet.

Property, plant and equipment and intangible assets once classified as held for sale/distribution to owners are not depreciated or amortized.

## **2.21 Financial risk management objectives and policies**

The Company’s business activities expose it to a variety of financial risks, namely primarily to fluctuations in foreign currency exchange rates, interest rates, equity prices, liquidity and credit risk, which may adversely impact the fair value of its financial instruments. The Company’s Board and senior management has overall responsibility for the establishment and oversight of the Company’s risk management. The Company’s risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company’s activities.

The Risk Management is done by the Company’s management that provides assurance that the Company’s financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company’s policies and risk objectives.

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





## Currency Risk

The Company is subject to the risk that changes in foreign currency values impact the Company's imports of inventories and property, plant and equipment. The Company is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to US Dollar. The aim of the Company's approach to management of currency risk is to leave the Company with no material residual risk. This aim has been achieved in all years presented. Since, there is not significant currency risk, the Company has not entered into any forward contract.

## Credit Risk

Credit risk refers to the risk that a counterparty including its subsidiaries and associates will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults. The Company's exposure and the credit ratings of its counterparties are continuously monitored. In addition, the Company is exposed to credit risk in relation to financial guarantees given to banks provided by the Company. The Company's maximum exposure in this respect is the maximum amount the Company could have to pay if the guarantee is called on. No amount has been recognized in the financial position as financial liabilities.

## INTEREST RATE RISK

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term and short-term debt obligations. Since, the interest rate risk is influenced by market forces, SPCL has little role to play for minimizing this risk. Further, the Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings by negotiating with highly reputed commercial banks.

## LIQUIDITY RISK

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions. A material and sustained shortfall in the cash flow could create potential business continuity risk.

In order to control liquidity risk and for better working capital management, SPCL has arranged adequate level of short-term debt facility for short term financing. The Company's Finance department regularly monitors the cash position to ensure it has sufficient cash on-going basis to meet operational needs. Any short-term surplus cash generated by the operating entities, over and above the amount required for working capital management and other operational requirements, are retained as cash and cash equivalents (to the extent required) and any excess is invested in interest bearing term deposits to optimize its cash returns on investments. The said investments are made in instruments with appropriate maturities or sufficient liquidity to provide sufficient head-room as determined by the above-mentioned forecasts.

## 2.22 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 Company manages its capital so as to safeguard its ability to continue as a going concern and to optimize returns to the shareholders. The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in



proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets.

The Company's aim is to translate profitable growth to superior cash generation through efficient capital management. The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditor, and market confidence and to sustain future development and growth of its business.

The Company's focus is on keeping strong total equity base to ensure independence, security, as well as a high financial flexibility for potential future borrowings, if required, without impacting the risk profile of the Company. The Company will take appropriate steps in order to maintain, or if necessary, adjust, its capital structure. The management monitors the return on capital as well as the level of dividends to shareholders. The Company's goal is to continue to be able to return excess liquidity to shareholders by continuing to distribute dividends in future periods.

### **2.23 Segment reporting**

The Chief Executive Officer and functional managers of the Company has been identified as the Chief Operating Decision Maker (CODM) as defined by NFRS 8, Operating Segments. The CODM evaluates the Company's performance and allocates resources based on an analysis of various performance indicators, however the Company is primarily engaged in only one segment viz., "Generation and Sale of electricity" and that most of the operations are in Nepal. Hence the Company does not have any reportable Segments as per NFRS 8 "Operating Segments".

### **2.24 Staff Bonus**

The management will comply with the provisions of Electricity Act and provide the bonus to the staffs once the company earns profit.

### **2.25 Events after Balance Sheet Date**

#### **2.25.1 Commercial Operation of Mai Beni Hydropower Project**

Mai Beni Hydropower Project (9.51MW) has started its commercial operation from Ashwin 1, 2078 after successful testing of the hydropower project. The project has been connected in national grid and has already started to sell electricity to Nepal Electricity Authority.

#### **2.25.2 Initial Public Offering of Samling Power Company Limited**

The initial public offering of general shares of Samling Power Company Limited has been concluded on two stages and its trading has started in secondary market from 9<sup>th</sup> Mangsir 2078. Application has been invited for subscription from project affected areas from Bhadra 18, 2078 to Ashwin 1, 2078 for total amount of NPR 5 crores. Allotment for project affected areas concluded on Ashwin 20, 2078. After successful completion of first stage of public issue, Samling Power Company opened application for subscription from general public for total amount of NPR 7.30 crores from Kartik 4, 2078 to Kartik 8, 2078. Allotment for general public took place on Kartik 16, 2078. With the completion of public issue, the total ordinary share capital of Samling Power Company has increased to NPR 50 crores. The share price on the date of trading was opened at NPR 293.10 per share. The Last Traded Price as on the date of audit (2078.09.14) is 457.00

#### **2.25.3 Damage caused by flood on project**

Mai Beni Hydropower project promoted by Samling Power Company Limited along with different other hydropower projects located in Mai Khola suffered effects of flood on Mai Khola due to incessant rain on Kartik 3, 2078. The operation of the project halted due to after effects of flood and is in the process of maintenance works to bring the project back to operation. The estimated cost of repairs of damages



caused by flood is approximately NPR 10 crores. The project is scheduled to be operated by Falgun 3, 2078.

## 2.26 Contingent Assets

As per point 317 of the Budget Speech of Fiscal Year 2021/22, Government of Nepal, Ministry of Finance declared to provide reimbursement amounting to seventy five percent for projects constructing access road up to project location and construction of transmission line. Request will be made to Ministry of Energy after commercial operation of the project. The total expenditure on construction of access road and transmission line as on Ashad end, 2078 stands at NPR 22,119,449.50 and 12,335,437.00. The total reimbursement from Government of Nepal, receivable for construction access road and transmission line as on Ashad end, 2078 amounts to NPR 25,841,164.88.

## 2.27 Related Party Transactions

The company has carried out transactions in the ordinary course of business on an arm's length basis at commercial rates with parties who are defined as related parties as per the Nepal Accounting Standard - NAS 24 - 'Related Party Disclosures', except for the transactions that Key Management Personnel (KMPs) have availed under schemes uniformly applicable to all staff at concessionary rates. Those transactions include lending activities, acceptance of deposits, Off-Balance Sheet transactions and provision of other banking and finance services.

The Company identifies the following as the related parties under the requirements of NAS 24.

- i. Directors of the Company and their close family members, if any
- ii. Key Managerial Personnel and their close family members, if any
- iii. Other Related Party

### Those charged with Governance

Those charged with governance of the SPCL include members of Board of directors namely:

Name	Designation
Mr. Bijay Bahadur Rajbhandari (Representative of CE Construction)	Chairperson
Mr. Shyam Milan Shrestha	Director
Mr. Gopal Manandhar	Director
Mr. Mohan Das Manandhar (Representative of Urja Developers)	Director
Mr. Shambhu Prasad Phuyal	Director
Mr. Mohan Bikram Karki	Director
Mr. Bhanu Bhakta Pokharel	CEO/Director
Ms. Mangala Amatya	Director
Mr. Dinesh Shrestha	Independent Director
Mr. Raju Shakya	Independent Director

The following provides expenses incurred for those charged with governance of SPCL;

Meeting Allowance - The Board Members have not received any meeting allowances in the Current Fiscal Year.

### Transactions with Key Management Personnel

SPCL considers Chief Executive Officer (CEO), Mr. Bhanu Bhakta Pokharel to be the Key Management Personnel.

MD has not drawn any salary and benefits during the reporting year.



SPCL has entered into a contract with the company “Integrated Energy and Industrial Enterprises P. Ltd.”, where Mr. Pokharel is Managing Director, for Design, Supply, Testing of the Contractor's or its Sub-contractor's premises, Packing, Transportation up to Project Site, Transit insurance, Erection All Risk Insurance, Installation, Testing and Commissioning of Substation works, consisting of 33 kV Bays, 132/33 kV 28 MVA Transformer, 132 kV Bay and all necessary accessories for evacuation of power from Mai Beni Hydropower Project (9.51 MW). The value of such contract on part of SPCL is NPR 48,324,466.53

**Other Related Party Transactions**

Name of the Related Party	Nature of Transactions	Transactions	
		Current Year	Previous Year
CE Construction Pvt. Ltd.	Main Civil Works	390,289,491	246,293,876
CE Construction Pvt. Ltd.	Hydromechanical Works	55,418,063	-



**Samling Power Company Limited**  
**Notes to the Account**

**3. Property, Plant & Equipment**

Particular	Freehold Land	Buildings	Office Equipment & Furniture	Vehicles	Plant & Machinery	Total
<b>Cost</b>						
Balance at Shrawan 1, 2077	12,464,385	-	1,589,126	1,585,775	-	15,639,286
Additions	4,632,603	-	1,156,693	-	-	5,789,296
Disposals	-	-	-	-	-	-
<b>Depreciable Basis</b>	<b>17,096,988</b>	<b>-</b>	<b>2,745,819</b>	<b>1,585,775</b>	<b>-</b>	<b>21,428,582</b>
Less: Depreciation Charge for the Year	-	-	591,183	317,155	-	908,338
<b>Net Book Value</b>	<b>17,096,988</b>	<b>-</b>	<b>2,154,636</b>	<b>1,268,620</b>	<b>-</b>	<b>20,520,244</b>

**4. Intangible Assets**

Particulars	Intangible Assets
<b>Cost</b>	
Balance at Shrawan 1, 2077	6,554
Additions	-
Disposals	-
<b>Depreciable Basis</b>	<b>6,554</b>
Less: Amortization for the Year	6,554
<b>Net Book Value</b>	<b>-</b>

**5. Intangible Assets under Development**

Particulars	As at Ashad 31, 2078	As at Ashad 31, 2077
Civil Works	927,518,639	513,408,663
Electromechanical Equipments	256,901,907	144,768,369
Environmental Mitigation & Social Contribution	20,077,119	17,553,537
Hydromechanical Cost	186,347,294	65,601,151
Infrastructure Development/ Access Road	22,119,450	22,119,450
Finance Costs	225,484,808	105,597,138
Pre-operating Expenses	29,876,900	30,000,000
Project management & Supervision	83,812,422	58,779,789
Transmission Line	12,335,437	-
Site Office Building & Camping Facility	4,661,084	4,661,084
<b>Intangible Assets under Development</b>	<b>1,769,135,060</b>	<b>962,489,180</b>
Add: Margins from IFRIC 12	150,376,480	81,811,580
<b>Total</b>	<b>1,919,511,540</b>	<b>1,044,300,761</b>

**6. Financial Investments - Held to Maturity**

Particulars	As at Ashad 31, 2078		As at Ashad 31, 2077	
	No. of Shares	Amount	No. of Shares	Amount
<b>Unquoted Investments at Cost</b>				
<b>Investment in Associate Companies</b>				
Asian Hydropower Ltd-Lower Jogmai Hydropower Project (Equity shares of NPR 100 each fully paid up)	50,000	5,000,000	50,000	5,000,000
<b>Gross Investment at Cost (A)</b>		<b>5,000,000</b>		<b>5,000,000</b>
Less: Provision for Impairment Loss (B)	-	-	-	-
<b>Net Investments in Financial Assets</b>		<b>5,000,000</b>		<b>5,000,000</b>

Asian Hydropower is in the process of issuing its IPO to general public. The prospectus for such issue has been registered in SEBON on 2078.09.11.

**7. Inventories**

Particulars	As at Ashad 31, 2078	As at Ashad 31, 2077
Office Supplies, Tools, Equipment & Inventories	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**8. Cash and Cash Equivalents**

Particulars	As at Ashad 31, 2078	As at Ashad 31, 2077
<b>Balances with Banks</b>		
Local currency account	35,410	5,707,248
Cash on Hand	-	5,326
<b>Total</b>	<b>35,410</b>	<b>5,712,574</b>



**9. Bank Balance other than Cash & Cash Equivalents**

Particulars	As at Ashad 31, 2078	As at Ashad 31, 2077
Embarked Balance with Banks		
Margin Money	998,377	26,561,609
<b>Total</b>	<b>998,377</b>	<b>26,561,609</b>

**10. Trade Receivables**

Particulars	As at Ashad 31, 2078	As at Ashad 31, 2077
Sundry Debtors	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**11. Other Financial Assets**

Particulars	As at Ashad 31, 2078	As at Ashad 31, 2077
Land Advances	14,601,086	18,451,086
Loans and Advances	1,527,527	1,742,508
Gratuity Plan Assets	533,542	397,863
Receivables	3,366,982	-
Other Receivables	-	32,725,789
Advances to Contractors and Vendors	129,944,651	379,096,375
<b>Total</b>	<b>149,973,788</b>	<b>432,413,622</b>

**12. Other Current Assets**

Particulars	As at Ashad 31, 2078	As at Ashad 31, 2077
Other Advances & Receivables	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**13. Share Capital**

Particulars	As at Ashad 31, 2078	As at Ashad 31, 2077
Authorized Capital (5,000,000 share @ Rs. 100)	500,000,000	500,000,000
Issued Capital (5,000,000 share @ Rs. 100)	500,000,000	500,000,000
Paid up Share Capital (1,000,000 share @ Rs. 100)	377,000,000	377,000,000
<b>Total</b>	<b>377,000,000</b>	<b>377,000,000</b>

**14. Advance for Share Capital**

Particulars	As at Ashad 31, 2078	As at Ashad 31, 2077
Advance for Share Capital	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**15. Reserves & Surplus**

Particulars	As at Ashad 31, 2078	As at Ashad 31, 2077
Opening Reserve & Surplus	77,181,734	30,219,830
Addition This Year	65,740,808	46,961,904
Less: Dividends	-	-
<b>Total</b>	<b>142,922,542</b>	<b>77,181,734</b>

**16. Loans & Borrowings**

Particulars	As at Ashad 31, 2078	As at Ashad 31, 2077
Bridge Gap Loan	274,280,430	66,633,217
Term Loan-NSBI	774,909,810	604,992,137
Term Loan-SBL	418,810,299	319,534,143
Unsecured Loans	-	-
<b>Total</b>	<b>1,468,000,539</b>	<b>991,159,497</b>

**17. Trade Payables**

Particulars	As at Ashad 31, 2078	As at Ashad 31, 2077
Sundry Creditors	2,391,283	57,237,910
Staff Payables	3,160,824	1,654,390
Gratuity Fund	533,542	397,863
Retention Money	43,642,435	22,759,605
Other Payables	52,089,401	-
<b>Total</b>	<b>101,817,485</b>	<b>82,049,768</b>

**18. Provisions**

Particulars	As at Ashad 31, 2078	As at Ashad 31, 2077
Provision for Leave	376,514	471,928
<b>Total</b>	<b>376,514</b>	<b>471,928</b>

**19. Other Current Liabilities**

Particulars	As at Ashad 31, 2078	As at Ashad 31, 2077
TDS Payables	5,922,279	1,771,479
<b>Total</b>	<b>5,922,279</b>	<b>1,771,479</b>

**20. Revenue**

Particulars	For the period ending Ashad 31, 2078	For the period ending Ashad 31, 2077
Revenue under IFRIC 12	875,210,779	612,676,210
<b>Total</b>	<b>875,210,779</b>	<b>612,676,210</b>

**21. Cost of Sales**

Particulars	For the period ending Ashad 31, 2078	For the period ending Ashad 31, 2077
Cost under IFRIC 12	806,645,879	564,678,534
<b>Total</b>	<b>806,645,879</b>	<b>564,678,534</b>

*Note: SPCL is a developer of hydroelectricity. It is yet to start generation of hydro electricity and currently is at construction phase. Revenue and margin from the construction phase has been estimated as per management's best judgement. Hence, margin on construction phase is assumed to be 8.5% and accordingly revenue and cost during construction phase has been recognised.*

**22. Other Income**

Particulars	For the period ending Ashad 31, 2078	For the period ending Ashad 31, 2077
Other Income	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**23. Administrative And Other Expenses**

Particulars	For the period ending Ashad 31, 2078	For the period ending Ashad 31, 2077
Audit Fee Expenses	129,950	124,300
<b>Total</b>	<b>129,950</b>	<b>124,300</b>

**24. Finance Income**

Particulars	For the period ending Ashad 31, 2078	For the period ending Ashad 31, 2077
Interest Income	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**25. Finance Cost**

Particulars	For the period ending Ashad 31, 2078	For the period ending Ashad 31, 2077
Interest Expenses & Bank Charges	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

**26. Share Transaction Cost**

Particulars	For the period ending Ashad 31, 2078	For the period ending Ashad 31, 2077
IPO Registration Fee	150,000	-
Share Registration Fee	1,045,000	-
Underwriting Fee	584,250	-
<b>Total</b>	<b>1,779,250</b>	<b>-</b>



सामलिङ्ग पावर कम्पनी लिमिटेड

सानेपा-२ ललितपुर

संस्थागत सुशासन सम्बन्धी वार्षिक अनुपालना प्रतिवेदन

(नेपाल धितोपत्र बोर्डबाट जारी सूचिकृत संगठित संस्थागत सुशासन सम्बन्धि निर्देशिका, २०७४ बमोजिम)

सूचिकृत संघठित संस्थाको नाम  
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१. सञ्चालक समिति सम्बन्धी विवरण

क. संचालक समितिको अध्यक्षको नाम तथा नियुक्ति मिति: नाम :श्री विजय बहादुर राजभण्डारी (२०७६/०९/१४)

ख. संस्थाको शेयर संरचना सम्बन्धी विवरण (संस्थापक, सर्वसाधारण तथा अन्य): प्रतिशेयर रू.१०० दरको ५०,००,००० कित्ता शेयर

ग. संचालक समिति सम्बन्धी विवरण :

क्र.सं.	संचालकहरूको नाम तथा ठेगाना	प्रतिनिधित्व भएको समुह	शेयर संख्या	नियुक्ति भएको मिति	पद तथा गोपनियता शपथ लिएको मिति	संचालक नियुक्तिको तरीका (विधि)
१.	श्री विजय बहादुर राजभण्डारी (आधिकारीक प्रतिनिधी सि.ई. कन्स्ट्रक्सन प्रा.लि.) ठेगाना:का.जि.का.म.न.पा वडा नं. ११	क	२,६०,००० थान	२०७६/०९/१४	२०७६/०९/१४	साधारण सभाबाट निर्वाचित
२.	श्री भानुभक्त पोखरेल ठेगाना: सातदोबाटो-१०, ललितपुर	क	५१,००० थान	२०७६/०९/१४	२०७६/०९/१४	साधारण सभाबाट निर्वाचित
३.	श्री मोहन दाश मानन्धर (आधिकारीक प्रतिनिधी उर्जा डेभलपर्स प्रा.लि.) ठेगाना: ल.पु.जि.ल.पु.म.न.पा. वडा नं. २	क	२,४४,००० थान	२०७६/०९/१४	२०७६/०९/१४	साधारण सभाबाट निर्वाचित
४.	श्री श्याममिलन श्रेष्ठ ठेगाना: का.जि.का.म.न.पा वडा नं. ९	क	९६,००० थान	२०७६/०९/१४	२०७६/०९/१४	साधारण सभाबाट निर्वाचित
५.	श्री मोहन बिक्रम कार्की ठेगाना: थुम्पाखर वडा नं. ३, सिन्धुपाल्चोक	क	९६,००० थान	२०७६/०९/१४	२०७६/०९/१४	साधारण सभाबाट निर्वाचित
६.	श्री गोपाल मानन्धर ठेगाना: का.जि.का.म.न.पा वडा नं. ३	क	९६,००० थान	२०७६/०९/१४	२०७६/०९/१४	साधारण सभाबाट निर्वाचित
७.	श्री शम्भु प्रसाद फयल ठेगाना:का.प.जि.बेथानचोक गाउँपालिका वडा नं. १	क	१,३८,००० थान	२०७६/०९/१४	२०७६/०९/१४	साधारण सभाबाट निर्वाचित
८.	श्री मंगला अमात्य ठेगाना:का.जि.का.म.न.पा वडा नं. ११	क	१,००,००० थान	२०७६/०९/१४	२०७६/०९/१४	साधारण सभाबाट निर्वाचित
९.	श्री दिनेश श्रेष्ठ	स्वतन्त्र तथा व्यवसायिक संचालक		२०७६/०९/१४	२०७६/०९/१४	साधारण सभाबाट निर्वाचित
१०.	श्री राजु शाक्य	स्वतन्त्र तथा व्यवसायिक संचालक		२०७६/०९/१४	२०७६/०९/१४	साधारण सभाबाट निर्वाचित





पछिल्लो साधारण सभा पछि संचालकहरु नियुक्ति भए सो सम्बन्धि जानकारी र सो सम्बन्धमा बोर्डलाई जानकारी गराएको मिति समेत छुट्टै उल्लेख गर्नुपर्ने : सो नभएको ।

### घ. सञ्चालक समितिको बैठक

सञ्चालक समितिको बैठक सञ्चालन सम्बन्धि विवरण :

क्र.सं.	यस आ.ब. मा बसेको सञ्चालक समितिको मिति	उपस्थित संचालकको संख्या	बैठकको निर्णयमा भिन्न मत राखी हस्ताक्षर गर्ने संचालकको संख्या	गत आ.ब.मा बसेको बैठकको मिति
१.	२०७७/०४/१४	१०		२०७६/०४/०१
२.	२०७७/०५/२९	९		२०७६/०४/०३
३.	२०७७/०६/१०	१०		२०७६/०५/०८
४.	२०७७/०६/१२	९		२०७६/०५/१०
५.	२०७७/०७/१७	१०		२०७६/०५/२७
६.	२०७७/०८/०२	१०		२०७६/०७/२५
७.	२०७७/१०/१२	१०		२०७६/०८/०५
८.	२०७७/१०/१६	९		२०७६/०८/१६
९.	२०७७/११/०३	१०		२०७६/०८/२०
११.	२०७७/११/१७	१०		२०७६/०८/३०
११.	-			२०७७/०२/२१
१२.	-			२०७७/०३/२९

- कुनै सञ्चालक समितिको बैठक आवश्यक गणपुरक संख्या नपुगी स्थगित भएको सोको विवरण : छैन ।
- सञ्चालक समितिको बैठक सम्बन्धी अन्य विवरण :

सञ्चालक समितिको बैठकमा सञ्चालक वा वैकल्पिक सञ्चालक उपस्थित भए-नभएको (नभएको अवस्थामा बैठकको मिति सहित कारण खुलाउने)	संचालक समितिको प्रत्येक बैठकमा बहुमत संख्या पुगेको ।
सञ्चालक समितिको बैठकमा उपस्थित सञ्चालकहरु, छलफल भएको विषय र तत्सम्बन्धमा भएको निर्णयको विवरण (माइन्यूट) को छुट्टै अभिलेख राखे नराखेको:	सञ्चालक समितिको बैठकमा भएको निर्णयको विवरण (माइन्यूट) को अभिलेख राख्ने गरेको ।
सञ्चालक समितिको दुई लगातार बसेको बैठकको अधिकतम अन्तर (दिनमा):	७० दिन
सञ्चालक समितिको बैठक भत्ता निर्धारण सम्बन्धमा बसेको वार्षिक साधारण सभाको मिति:	२०७७/०८/२५
सञ्चालक समितिको प्रति बैठक भत्ता रू.	रू.३०००/- (अक्षरुपी तीन हजार मात्र)
आ.ब. को सञ्चालक समितिको कुल बैठक खर्च रू.	हालसम्म कुनै पनि संचालकहरुले बैठक भत्ता नलिएको



२. सञ्चालकको आचरण सम्बन्धी तथा अन्य विवरण :

सञ्चालकको आचरण सम्बन्धमा सम्बन्धित संस्थाको आचार संहिता भए/नभएको:		प्रचलित नेपाल कानून बमोजिम		
एकाघरको परिवारको एक भन्दा बढी सञ्चालक भए सो सम्बन्धी विवरण :		नभएको		
सञ्चालकहरुको वार्षिक रुपमा सिकाई तथा पूर्णताजगी कार्यक्रम सम्बन्धि विवरण :		नभएको		
क्र.सं.	विषय	मिति	सहभागी संचालकको संख्या	तलिक संचालन भएको स्थान
प्रत्येक सञ्चालकले आफू सञ्चालकको पदमा नियुक्त वा मनोनयन भएको पन्ध्र दिनभित्र देहायका कुराको लिखत जानकारी गराएको/नगराएको भए सोको विवरण :		कम्पनी ऐन २०६३, को दफा ९२ बमोजिमको विवरण उपलब्ध गराएको ।		
<ul style="list-style-type: none"> <li>संस्थासँग निज वा निजको एकाघरको परिवार कुनै सदस्यले कुनै किसिमको करार गरेको वा गर्न लागेको भए सोको विवरण,</li> </ul>				
<ul style="list-style-type: none"> <li>निज वा निजको एकाघरको परिवारको कुनै सदस्यले संस्था वा सो संस्थाको मुख्य वा सहायक कम्पनीमा लिएको शेयर वा डिबेन्चरको विवरण,</li> </ul>		नभएको		
<ul style="list-style-type: none"> <li>निज अन्य कुनै सङ्गठित संस्थाको आधारभूत शेयरधनी वा सञ्चालक रहेको भए त्यसको विवरण,</li> </ul>		छ		
विजयबहादुर राजभण्डारी	सि.ई. कन्स्ट्रक्सन प्रा.लि-अध्यक्ष ग्रान्डी होल्डिङ्स प्रा.लि-अध्यक्ष मेवा डेभलर्स प्रा.लि (४९ मे.वा.)-अध्यक्ष उर्जा डेभलपर्स प्रा.लि (१११ मे.वा.)-अध्यक्ष एशियन हाइड्रोपावर लिमिटेड (६.२ मे.वा.)-अध्यक्ष पालुन खोला हाइड्रोपावर प्रा.लि.(२१ मे.वा.)-अध्यक्ष उर्जा ई. टु प्रा.लि.(२४.४६ मे.वा.)-संचालक उर्जा इन्जिनियरिङ एण्ड म्यानेजमेण्ट सोलुसन्स प्रा.लि.-आधिकारिक प्रतिनिधी सी प्लस प्रा.लि.-संचालक सी.ई. रियल स्टेट प्रा.लि.-संचालक सी.ई. सर्भिसेज प्रा.लि.-संचालक सी.एम डेभलपर्स प्रा.लि-संचालक सी.एम.एस प्रा.लि.-संचालक ग्राण्डी इन्टरनेशनल हस्पिटल लिमिटेड-संचालक मास्टर क्राफ्ट नेपाल प्रा.लि.-संचालक मेघा स्टेट प्रा.लि.-संचालक शिवम् डेभलपर्स प्रा.लि.-संचालक स्वस्तिक प्रोप्रिज प्रा.लि.-संचालक टेक्नो ट्रेनिङ इन्विच्यूट प्रा.लि.-संचालक द हव लुम्बिनी प्रा.लि.-संचालक			
मोहनदास मानन्धर	मेवा डेभलर्स प्रा.लि (४९ मे.वा.)-संचालक उर्जा डेभलपर्स प्रा.लि (१११ मे.वा.)-संचालक एशियन हाइड्रोपावर लिमिटेड (६.२ मे.वा.)-संचालक पालुन खोला हाइड्रोपावर प्रा.लि.(२१ मे.वा.)-संचालक उर्जा ई. टु प्रा.लि.(२४.४६ मे.वा.)-संचालक उर्जा इन्जिनियरिङ एण्ड म्यानेजमेण्ट सोलुसन्स प्रा.लि.-आधिकारिक प्रतिनिधी निति फाउण्डेसन -कार्यकारी निर्देशक तथा अध्यक्ष			
भानुभक्त पोखरेल	मेवा डेभलर्स प्रा.लि (४९ मे.वा.)-संचालक उर्जा डेभलपर्स प्रा.लि (१११ मे.वा.)-संचालक एशियन हाइड्रोपावर लिमिटेड (६.२ मे.वा.)-संचालक पालुन खोला हाइड्रोपावर प्रा.लि.(२१ मे.वा.)-संचालक उर्जा ई. टु प्रा.लि.(२४.४६ मे.वा.)-संचालक उर्जा इन्जिनियरिङ एण्ड म्यानेजमेण्ट सोलुसन्स प्रा.लि.-आधिकारिक प्रतिनिधी सान्धी इनर्जी लि.-संचालक इन्ट्रिग्रेटेड इनर्जी एण्ड इन्डस्ट्रीयल प्रा.लि.-अध्यक्ष			



मंगला अमात्य	एशियन हाइड्रोपावर लिमिटेड (६.२ मे.वा.)- संचालक	
मोहन विक्रम कार्की	सुपरमाई हाइड्रोपावर प्रा.लि (७.८ मे.वा)-अध्यक्ष माई खोला हाइड्रोपावर प्रा.लि.(७.८ मे.वा)-अध्यक्ष कुथेली बुखारी हाइड्रोपावर प्रा.लि.(९.९८ कि.वा)-संचालक सगरमाथा जलविद्युत कम्पनी प्रा.लि.(९.६ मे.वा)-संचालक	
शम्भु प्रसाद फयल	हाम्रो सकोस-अध्यक्ष सि.ई. कन्स्ट्रक्सन प्रा.लि.-महाप्रबन्धक तथा कम्पनी सचिव सि.ई रियल स्टेट प्रा.लि.- महाप्रबन्धक सि.डी डेभलपर्स प्रा.लि.- महाप्रबन्धक सि.ई. सर्भिसेज प्रा.लि.- महाप्रबन्धक सि.एम. डेभलपर्स प्रा.लि.- महाप्रबन्धक	
गोपाल मानन्धर	एशियन हाइड्रोपावर लिमिटेड (६.२ मे.वा.)-संचालक सि.ई. कन्स्ट्रक्सन प्रा.लि.-संचालक एग्जेट प्रा.लि.-संचालक एरटेक्स प्रा.लि.-संचालक सिडी डेभलपर्स -संचालक सि.ई कन्क्रिट प्रोडक्टस् प्रा.लि.-संचालक सि.ई. इन्जिनियरिङ्ग सोलुसन्स प्रा.लि.-संचालक सि.ई. फ्यासिलिटीज् म्यानेजमेण्ट सर्भिस प्रा.लि.-संचालक सि.ई. हाइड्रोमेकानिकल प्रा.लि.-संचालक सि.ई. मेट इलेक्ट्रिकल प्रा.लि.-संचालक सि.ई. मेटल वर्क-संचालक	
श्याम मिलन श्रेष्ठ	एशियन हाइड्रोपावर लिमिटेड (६.२ मे.वा.)-संचालक सि.ई. कन्स्ट्रक्सन प्रा.लि.-संचालक सि.ई. हस्पिटालिटी प्रा.लि.-संचालक सिपी इन्टेरियर प्रा.लि.-संचालक	
दिनेश श्रेष्ठ	छैन	
राजु शाक्य	छैन	
<ul style="list-style-type: none"> <li>निजको एकाघरको परिवारको कुनै सदस्य संस्थामा पदाधिकारी वा कर्मचारी हैसियतमा काम गरिरहेको भए सोको विवरण ।</li> </ul>		नभएको
सञ्चालकले उस्तै प्रकृतिको उद्देश्य भएको सुचिकृत संस्थाको सञ्चालक, तलबी पदाधिकारी, कार्यकारी प्रमुख वा कर्मचारी भई कार्य गरेको भए सोको विवरण:		छैन
सञ्चालकहरुलाई नियमन निकाय तथा अन्य निकायहरुबाट कुनै कारवाही गरिएको भए सोको विवरण:		छैन

३. संस्थाको जोखिम व्यवस्थापन तथा आन्तरिक नियन्त्रण प्रणाली सम्बन्धी विवरण :

क. जोखिम व्यवस्थापनको लागि कुनै समिति गठन भए/नभएको गठन नभएको भए सोको कारण: गठन भएको ।

ख. जोखिम व्यवस्थापनका समिति सम्बन्धी जानकारी

अ. समितिको संरचना (संयोजक तथा सदस्यहरुको नाम तथा पद):

**जोखिम व्यवस्थापन समिति**

संचालक	मोहनदास मानन्धर	अध्यक्ष
स्वतन्त्र संचालक	राजु शाक्य	सदस्य
प्रमुख कार्यकारी अधिकृत	भानुभक्त पोखरेल	सदस्य सचिव

आ. समितिको बैठक संख्या : १ वटा

इ. समितिको कार्य सम्बन्धी विवरण : यस समितिले यस कम्पनीले लगानी गरेको निर्माणाधिन जलविद्युत आयोजनाहरूमा हुन सक्ने जोखिमहरूको पहिचान, नियन्त्रण तथा व्यवस्थापनको सम्बन्धमा आवश्यक अध्ययन गरिरहेको आदि ।

ग. आन्तरिक नियन्त्रण कार्यविधि भए/नभएको : भएको

घ. आन्तरिक नियन्त्रण प्रणालीको लागि कुनै समिति गठन भए/नभएको भए सोको कारण : आन्तरिक नियन्त्रण प्रणालीका लागी लेखापरिक्षण समिति र जोखिम व्यवस्थापन समिति गठन गरिएको छ ।

ड. आन्तरिक नियन्त्रण प्रणालीको समिति सम्बन्धि विवरण :

अ. समितिको संरचना (संयोजक तथा सदस्यहरूको नाम तथा पद) :

#### जोखिम व्यवस्थापन समिति

संचालक	मोहनदास मानन्धर	अध्यक्ष
स्वतन्त्र संचालक	राजु शाक्य	सदस्य
प्रमुख कार्यकारी अधिकृत	भानुभक्त पोखरेल	सदस्य सचिव

#### लेखापरिक्षण समिति

संचालक	श्याम मिलन श्रेष्ठ	अध्यक्ष
संचालक	शम्भु प्रसाद फयल	सदस्य
ग्रुप सि.एफ.ओ	सन्देश भट्टराई	सदस्य सचिव

आ. समितिको बैठक संख्या (आ.व. २०७७/२०७८मा) :

- जोखिम व्यवस्थापन समिति : १ वटा
- लेखा परिक्षण समिति : ३ वटा

ई. समितिको कार्य सम्बन्धि छोटो विवरण :

- लेखापरिक्षण समिति: कम्पनीको आन्तरिक लेखापरिक्षण सम्बन्धी निरीक्षण तथा आवश्यक निर्देशन दिने ।
- जोखिम व्यवस्थापन समिति: कम्पनीको व्यावसायिक क्रियाकलाप तथा कम्पनीले लगानी गरेको निर्माणाधिन जलविद्युत आयोजनाहरूमा हुन सक्ने जोखिमहरूको पहिचान, नियन्त्रण तथा व्यवस्थापनका सम्बन्धमा आवश्यक निति निर्देशन दिने ।

च. आर्थिक प्रशासन विनियमावली भए/नभएको : भएको ।

४. सूचना तथा जानकारी प्रवाह सम्बन्धि विवरण ।

क. संस्थाले सो आर्थिक वर्षमा सार्वजनिक गरेको सूचना तथा जानकारी प्रवाहको विवरण :



विषय	माध्यम	सार्वजनिक गरेको मिति
वार्षिक साधारण सभाको सुचना	राष्ट्रिय दैनिक पत्रिका	२०७७/०८/०४ र २०७७/०८/१०
विशेष साधारण सभाको सुचना	विद्युतीय माध्यम इन्टरनेट मार्फत	-
वार्षिक प्रतिवेदन	कम्पनीको वेबसाइट	-
त्रैमासिक प्रतिवेदन	-	-
धितोपत्रको मुल्यमा प्रभाव पार्ने मुल्य संवेदनशिल सुचना	-	-
अन्य	पत्रिका, कम्पनीको वेबसाइट	-

ख. सुचना सार्वजनिक नगरेको वा अन्य कारणले धितोपत्र बोर्ड तथा अन्य निकायबाट कारवाहिमा परेको भए सो सम्बन्धि जानकारी : छैन ।

ग. पछिल्लो वार्षिक तथा विशेष साधारण सभा सम्पन्न भएको मिति :

- वार्षिक साधारण सभा सम्पन्न भएको मिति : २०७७/०८/२५
- विशेष साधारण सभा सम्पन्न भएको मिति: २०७७/०६/१०

५. संस्थागत संरचना संलग्न गर्ने :

क. कर्मचारीहरुको संरचना, पदपूर्ति, वृत्ति विकाश, तालिम, भत्ता तथा अन्य सुबिधा, हाजिर र विदा, आचारसंहिता लगायत कुराहरु समेटिएको कर्मचारी सेवा शर्त विनियमावली व्यवस्था भए/नभएको: भएको ।

ख. सांगठनीक संरचना संलग्न गर्ने : संलग्न छ ।

ग. उच्च व्यवस्थापन तहका कर्मचारीहरुको नाम, शैक्षिक योग्यता तथा अनुभव सम्बन्धी विवरण :

क्र.सं.	नाम	शैक्षिक योग्यता	अनुभव
१.	श्री भानुभक्त पोखरेल	स्नातकोत्तर (प्रोजेक्ट म्यानेजमेण्ट), स्नातक (सिभिल इन्जिनियरिङ्ग)	३३ वर्ष
२.	श्री सन्देश भट्टराई	चार्टर्ड एकाउन्टेन्ट	९ वर्ष
३.	श्री राजेन्द्रराज भारती	स्नातक (सिभिल इन्जिनियरिङ्ग)	९ वर्ष

घ. कर्मचारी सम्बन्धि अन्य विवरण :

संरचना अनुसार कर्मचारी पदपूर्ती गर्ने गरे/नगरेको	गरेको
नयाँ कर्मचारीहरुको पदपूर्ती गर्दा अपनाएको प्रकृया :	कम्पनीको मानव संसाधन नितीमा उल्लेख भए बमोजिमको पदपूर्ति प्रकृया अपनाएको ।
व्यवस्थापन स्तरको कर्मचारीको संख्या :	३
कुल कर्मचारीको संख्या:	१२
कर्मचारीको सक्सेसन प्लान भए/नभएको :	भएको
आ.व. कर्मचारीहरुलाई दिईएको तालिम संख्या तथा सम्मिलित कर्मचारी संख्या :	नभएको
आ.व. कर्मचारी तालिम खर्च रू.:	नभएको
कुल खर्चमा कर्मचारी खर्चको प्रतिशत:	पूँजीकृत भएको
कुल कर्मचारी खर्चमा कर्मचारी तालिम खर्चको प्रतिशत :	नभएको



**६. संस्थाको लेखा तथा लेखापरिक्षण सम्बन्धि विवरण :**

क लेखासम्बन्धि विवरण :

संस्थाको पछिल्लो आ.व को वित्तिय विवरण NFRS अनुसार तयार गरे/नगरेको भए सोको कारण	तयार गरिएको
संचालक समितिबाट पछिल्लो वित्तीय विवरण स्वीकृत भएको मिति :	२०७८/०९/०८
त्रैमासिक वित्तिय विवरण प्रकाशन गरेको मिति:	यस आ.व.मा कम्पनी सूचिकृत नभएको
अन्तिम लेखापरिक्षण सम्पन्न भएको मिति :	२०७८/०९/१४
साधारण सभाबाट वित्तीय विवरण स्वीकृत भएको मिति:	२०७७/०८/२५ (आ.व. २०७६/७७)
<b>संस्थाको आन्तरिक लेखा परिक्षण सम्बन्धि विवरण :</b>	
अ. आन्तरिक रुपमा लेखा परिक्षण गर्ने गरिएको वा बाह्य विज्ञ नियुक्ति गर्ने गरिएको ।	ऊर्जा डेभलपर्स ग्रुपको आन्तरिक लेखा परिक्षण हुँदा सामलिङ्ग पावरकम्पनीको आन्तरिक लेखा परिक्षण हुने (चौमासिक)
आ. बाह्य विज्ञ नियुक्त गरिएको भए सोको विवरण	
इ. आन्तरिक लेखापरिक्षण कति अवधिको गर्ने गरिएको - त्रैमासिक, चौमासिक वा अर्धवार्षिक)	

ख. लेखापरीक्षण सम्बन्धि विवरण :

१. संयोजक तथा सदस्यहरुको नाम, पद तथा योग्यता :

संचालक	श्याम मिलन श्रेष्ठ	अध्यक्ष	स्नातक (सिभिल इन्जिनियरिङ्ग)
संचालक	शम्भु प्रसाद फयल	सदस्य	स्नातक (व्यवस्थापन)
ग्रुप सि.फ.ओ	सन्देश भट्टराई	सदस्य सचिव	चार्टर्ड एकाउन्टेन्ट

यस आ.व मा बैठक बसेको अन्तिम मिति तथा उपस्थित सदस्य संख्या :

क्र. सं.	बैठक बसेको मिति	उपस्थित संख्या	कैफियत
१.	२०७७/०७/१७	३	
२.	२०७७/१०/२६	३	
३.	२०७८/०१/०६	३	

प्रति बैठक भत्ता रू.३,०००/- (हाल सम्म कुनै पनि सदस्यले बैठक भत्ता नलिएको)

लेखापरिक्षण समितिले आफ्नो काम कारबाही प्रतिवेदन संचालक समितमा पेश गरेको मिति :

**७.अन्य विवरण :**

संस्थाले सञ्चालक तथा निजको एकाघर परिवारको वित्तिय स्वार्थ भएको व्यक्ति, बैंक तथा वित्तिय संस्थाबाट ऋण वा सापटी वा अन्य कुनै रुपमा रकम लिए/नलिएको	नलिएको
प्रचलित कानुन बमोजिम कम्पनीको सञ्चालक, शेयरधनी, कर्मचारी, सल्लाहकार, परामर्शदाताको हैसियतमा पाउने सुविधा वा लाभ बाहेक सुचिकृत सङ्गठित संस्थाको वित्तीय स्वार्थ भएको कुनै व्यक्ति, फर्म, कम्पनी, कर्मचारी, सल्लाहकार वा परामर्शदाताले संस्थाको कुनै किसिमले भोगचलन गरे/नगरेको	नगरेको
नियमनकारी निकायले इजाजतपत्र जारी गर्दा तोकेको शर्तहरुको पालन भए/नभएको	भएको
नियमनकारी निकायले संस्थाको नियमन निरिक्षण वा सुपरिवेक्षण गर्दा संस्थालाई दिइएको निर्देशन पालन भए/नभएको	भएको
संस्था वा संचालक विरुद्ध अदालतमा कुनै मुद्दा चलिरहेको भए सोको विवरण	नभएको

परिपालन अधिकृतको नाम : **सन्देश भट्टराई**

पद : **ग्रुप सी.एफ.ओ.**

मिति: **२०७८/११/२९**

संस्थाको छाप :

प्रतिवेदन संचालक समितिबाट स्वीकृत मिति : २०७८/११/२९

सोहि मितिको संलग्न प्रतिवेदन अनुसार

**क्षेत्रगोपाल प्रधान**  
प्रधान एण्ड शाक्य एसोशिएट्स



**सामलिङ्ग पावर कम्पनी लिमिटेडको  
नियमावली  
संशोधनको तीन महले  
२०७८**

साविक व्यवस्था र नियम	हाल गर्नुपर्ने संशोधन र नियम	संशोधन गर्नु पर्ने औचित्य र कारण
<p><b>१७. शेयरधनी तथा डिबेञ्चरवालाको दर्ता कितावको निरीक्षण:</b> शेयरधनी वा डिबेञ्चरवालाले कम्पनीको शेयर वा डिबेञ्चर दर्ता किताव निरीक्षण गर्न चाहेमा कम्पनीले निरीक्षण गर्न दिनु पर्नेछ।</p> <p>तर कम्पनीले आफ्नो सूचना पाटीमा १५ दिन अगावै सूचना टाँस गरी एक वर्षमा पैतालीस दिनमा नबढाई एक पटकमा बढीमा तीस दिन सम्म दर्ता कितावको निरीक्षण बन्द गर्न सक्नेछ।</p>	<p><b>१७. शेयरधनी तथा डिबेञ्चरवालाको दर्ता कितावको निरीक्षण:</b> शेयरधनी वा डिबेञ्चरवालाले कम्पनीको शेयर वा डिबेञ्चर दर्ता किताव निरीक्षण गर्न चाहेमा कम्पनीले निरीक्षण गर्न दिनु पर्नेछ।</p> <p>तर कम्पनीले आफ्नो सूचना पाटीमा ७ दिन अगावै सूचना टाँस गरी एक वर्षमा पैतालीस दिनमा नबढाई एक पटकमा बढीमा तीस दिन सम्म दर्ता कितावको निरीक्षण बन्द गर्न सक्नेछ।</p>	<p>नियमावलीको नियम १७ संशोधन गर्न आवश्यक हुन आएकोले</p>
<p><b>२७. सञ्चालक समितिको गठन, संख्या र कार्यकाल:</b></p> <p>२) यस कम्पनीमा कम्तीमा १ (एक) जना महिला सहित ११ (एघार) जनाको सञ्चालक समिति हुनेछ जसमा २ (दुई) जना स्वतन्त्र सञ्चालक रहनेछन् र कम्तीमा १/१ जना संचालकहरु “ख” तथा “ग” समूहका शेयरधनीहरुबाट नियुक्त हुनेछन्। कम्पनीले सर्वसाधारणलाई शेयर जारी नगरेसम्मका लागि “क” समूहका शेयरधनीहरुबाट नै संचालक समिति गठन हुनेछ।</p>	<p><b>२७. सञ्चालक समितिको गठन, संख्या र कार्यकाल:</b></p> <p>२) यस कम्पनीमा कम्तीमा १ (एक) जना महिला सहित ७ (सात) जनाको सञ्चालक समिति हुनेछ जसमा १ (एक) जना स्वतन्त्र सञ्चालक रहनेछन् र २ जना संचालकहरु “ख” तथा “ग” समूहका शेयरधनीहरुबाट (सर्वसाधारण शेयरधनी) नियुक्त हुनेछन्। कम्पनीले सर्वसाधारणलाई शेयर जारी नगरेसम्मका लागि “क” समूहका शेयरधनीहरुबाट नै संचालक समिति गठन हुनेछ।</p>	<p>नियमावलीको नियम २७ (२) संशोधन गर्न आवश्यक हुन आएकोले</p>
<p><b>३१. सञ्चालक नियुक्ति सम्बन्धी कुनै खास व्यवस्था गर्ने भए सो कुरा खुलाउने:</b> यस कम्पनीको संचालकहरुको नियुक्त गर्दा २ (दुई) जना स्वतन्त्र संचालक र कम्तीमा १ (एक) जना महिला सहित बाँकी ९ (नौ) जना शेयरधनी संचालक नियुक्त गरिनेछ। यसरी शेयरधनी संचालक नियुक्त गर्दा कम्तीमा १/१ जना संचालक “ख” तथा “ग” समूहका शेयरधनीहरुबाट र बाँकी “क” समूहका शेयरधनीहरु बाट नियुक्त हुने गरि आवश्यक व्यवस्था गरिएकोछ।</p>	<p><b>३१. सञ्चालक नियुक्ति सम्बन्धी कुनै खास व्यवस्था गर्ने भए सो कुरा खुलाउने:</b> यस कम्पनीको संचालकहरुको नियुक्त गर्दा १ (एक) जना स्वतन्त्र संचालक र कम्तीमा १ (एक) जना महिला सहित बाँकी ५ (पाँच) जना शेयरधनी संचालक नियुक्त गरिनेछ। यसरी शेयरधनी संचालक नियुक्त गर्दा कम्तीमा १/१ जना संचालक “ख” तथा “ग” समूहका शेयरधनीहरुबाट (सर्वसाधारण शेयरधनी) र बाँकी “क” समूहका शेयरधनीहरुबाट नियुक्त हुने गरि आवश्यक व्यवस्था गरिएको छ।</p>	<p>नियमावलीको नियम ३१ संशोधन गर्न आवश्यक हुन आएकोले।</p>

प्रमाणित गर्ने:

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