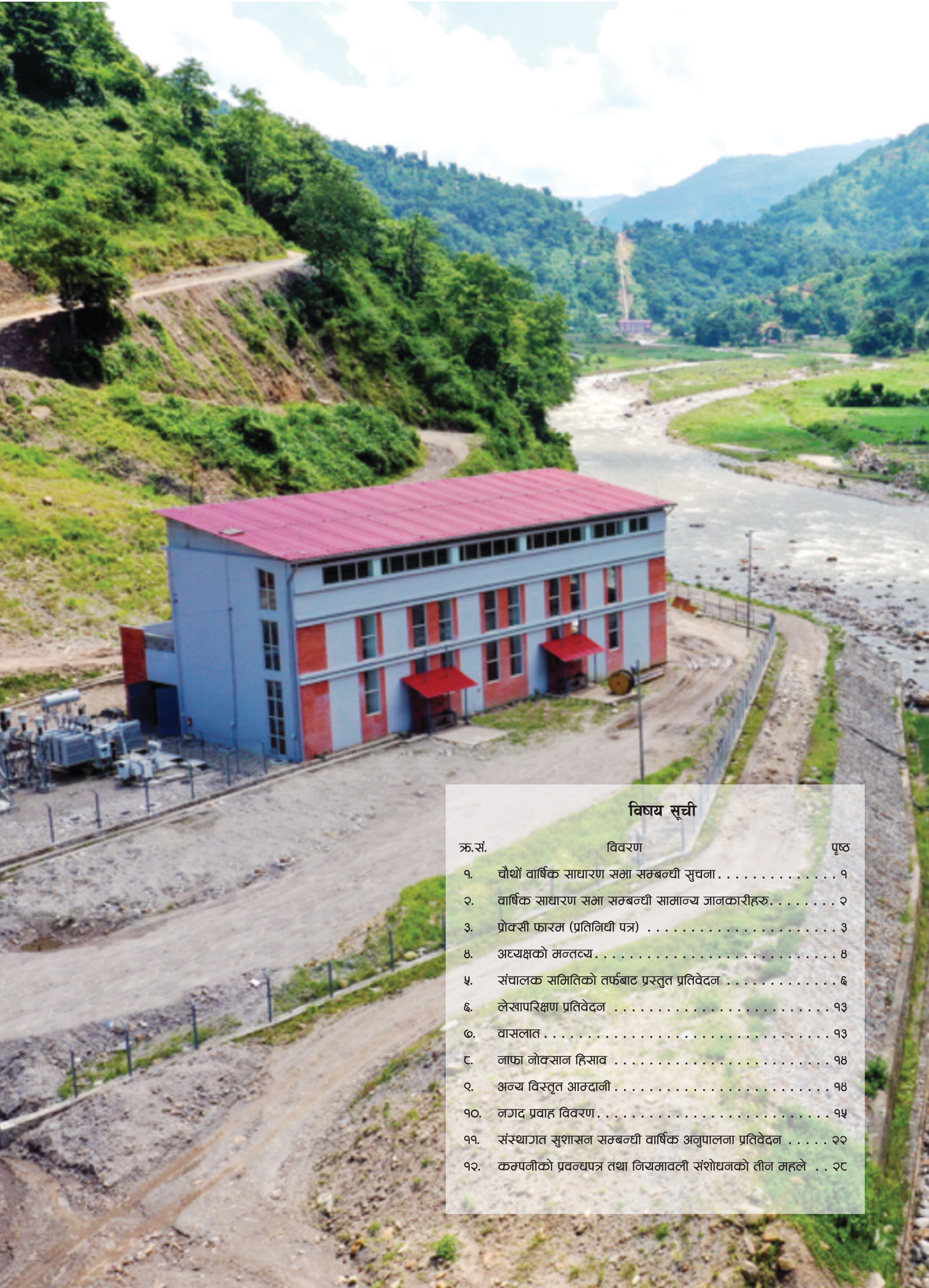


चौथों

वार्षिक प्रतिवेदन
आ.ब. २०७८/०७९



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



विषय सूची

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संचालकहरु, महाप्रबन्धक तथा कम्पनी सचिव



मोहनदाश मानन्धर
अध्यक्ष



श्याम मिलन श्रेष्ठ
संचालक



गोपाल मानन्धर
संचालक



शम्भु प्रसाद फयल
संचालक



विनय कुमार तोदी
संचालक



दुगादेवी अधिकारी
संचालक



राजु शाक्य
स्वतन्त्र संचालक



सन्देश भट्टराई
महाप्रबन्धक



अनिता खत्री
कम्पनी सचिव



**सामलिङ्ग पावर कम्पनी लिमिटेडको
चौथो वार्षिक साधारण सभा सम्बन्धी सूचना**

यस सामलिङ्ग पावर कम्पनी लिमिटेडको संचालक समितिको मिति २०७९/०८/२१ (तदनुसार ७ डिसेम्बर, २०२२) गतेको दिन बसेको संचालक समितिको बैठकको निर्णय बमोजिम कम्पनीको चौथो 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 : २०७९ साल पौष २१ गते विहिवार (तदनुसार ५ जनवरी, २०२३)

समय : बिहान ११ बजे, उपस्थिति पुस्तिका बिहान १०:०० बजे देखि नै खुल्ला राखिने छ।

स्थान : ज्वागल ब्याङ्केट, ललितपुर।

वार्षिक साधारण सभाको छलफलका विषयहरू:

क. सामान्य प्रस्ताव:

- १) आ.ब. २०७८/०७९ को संचालक समितिको प्रतिवेदन उपर छलफल गरि पारित गर्ने।
- २) आ.ब. २०७८/०७९ को लेखापरीक्षकको प्रतिवेदन र अनुसूची सहितको वित्तीय विवरणहरू उपर छलफल गरि सोलाई पारित गर्ने।
- ३) कम्पनी ऐन २०६३ को दफा १११ अनुसार आ.ब. २०७९/०८० को लागि लेखापरीक्षक नियुक्त गर्ने र निजको पारिश्रमिक निर्धारण गर्ने।

ख. विशेष प्रस्ताव:

- १) आयोजनाको अन्तिम लागत र सो लागत बमोजिमको बैंकको ऋण लगानी रकम अनुमोदन गर्ने सम्बन्धमा।
- २) कम्पनीको मिति २०७९/०२/१६ मा गठित ७ सदस्यीय संचालक समितिको अनुमोदन तथा बाँकी कार्य अवधिको लागि स्वीकृती दिने सम्बन्धमा।
- ३) कम्पनीको हाल कायम रजिष्टर्ड कार्यालयको ठेगाना परिवर्तन गरी नयाँ ठेगाना कायम गर्न प्रबन्ध पत्र र नियमावलीमा संशोधन गर्ने सम्बन्धी विशेष प्रस्ताव पारित गर्ने सम्बन्धमा।
- ४) 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) विविध।

संचालक समितिको आज्ञाले
कम्पनी सचिव



वार्षिक साधारण सभा सम्बन्धी सामान्य जानकारी

- १) उल्लेखित कम्पनीको चौथो वार्षिक साधारण सभामा भाग लिने प्रयोजनको लागि कम्पनीको शेयरधनी दर्ता किताब मिति २०७९/०९/०७ गते एक दिनका लागि बन्द रहनेछ। शेयरधनी दर्ता किताब बन्द भएको मिति २०७९/०९/०७ भन्दा अघिल्लो दिनसम्म नेपाल स्टक एक्सचेन्ज लि.बाट कारोबार भई यस कम्पनीको शेयर रजिष्ट्रार नेपाल एसबिआई मर्चेण्ट बैकिङ्ग लिमिटेड, काठमाडौंमा प्राप्त शेयर नामसारीको लिखतको आधारमा शेयरधनी दर्ता किताबमा कायम शेयरधनीहरूले यो सभामा भाग लिन सक्ने व्यहोरा यसै सूचनाद्वारा जानकारी गराइएको छ।
- २) वार्षिक साधारण सभामा 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 अब कायम हुने ठेगाना कृष्णगल्ली-३ ललितपुर स्थित प्रधान कार्यालयमा सम्पर्क गर्नुहुन सुचित गरिन्छ। वार्षिक प्रतिवेदन यस कम्पनीको वेबसाईट www.spcl.com.np तथा शेयर रजिष्ट्रार कार्यालय नेपाल एसबिआई मर्चेण्ट बैकिङ्ग लिमिटेडको कार्यालयमा समेत उपलब्ध हुने व्यहोरा सुचित गराइन्छ।
- ४) सभामा भाग लिन ईच्छुक शेयरधनीले सभा हुने दिन सभा शुरु हुनुभन्दा पहिला नै उपस्थित भई हाजिर पुस्तिकामा 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) सभामा भाग लिन र छलफल गर्नको लागि प्रतिनिधि (प्रोक्सी) नियुक्त गर्न चाहने शेयरधनीले सो सम्बन्धी निवेदन सभा शुरु हुनु भन्दा ४८ घण्टा अगावै प्रतिनिधि पत्र (प्रोक्सी) यस कम्पनीको प्रधान कार्यालयमा बुझाई सक्नुपर्नेछ र यसरी प्रतिनिधि नियुक्त गरिएका व्यक्ति कम्पनीको शेयरधनी हुनु आवश्यक छ। उक्त दिन सार्वजनिक बिदा परेको खण्डमा पनि उल्लेखित प्रयोजनको निमित्त कार्यालय खुल्ला रहनेछ।
- ७) 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।
- ८) प्रतिनिधि (प्रोक्सी) नियुक्त गर्ने शेयरधनीले कुनै कारणवश त्यस्तो प्रतिनिधि बदर गरी आफै सभामा उपस्थित भई सभामा भाग लिन तथा छलफल गर्न चाहेमा सोको लिखित सूचना सभा शुरु हुनु भन्दा अगावै यस कम्पनीमा बुझाई सक्नुपर्नेछ।
- ९) 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।
- १०) नाबालक तथा अशक्त वा विक्षिप्त शेयरधनीको तर्फबाट संरक्षकको रूपमा नाम दर्ता भएको व्यक्तिले सभामा भाग लिन तथा प्रोक्सी नियुक्त गर्न सक्नुहुनेछ।
- ११) 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।
- १२) सभाको दिन सभा शुरु हुनु भन्दा पहिले नै उपस्थित भईदिनुहुन हार्दिक अनुरोध छ।
- १३) सभा सम्बन्धी अन्य काम कारवाहि प्रबन्ध पत्र, नियमावली 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/हामीले त्यस कम्पनीको शेयरधनीको हैसियतले संवत् २०७९ साल पुष
महिना २१ गतेका दिन हुने चौथो 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: २०७९ / /

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 अब कायम हुने ठेगाना कृष्णगल्ली-३ ललितपुर स्थित
प्रधान कार्यालयमा पेश गरिसक्नु पर्नेछ।

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 २०७९/०९/२१ मा हुने चौथो वार्षिक साधारण सभामा उपस्थित हुन जारी
गरिएको प्रवेश पत्र ।

.....
कम्पनी सचिव

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



**सामलिङ्ग पावर कम्पनी लिमिटेडको
चौथो वार्षिक साधारण सभामा
अध्यक्षको मन्तव्य**

आदरणीय शेयरधनी महानुभावहरु,

यस सामलिङ्ग पावर कम्पनी लिमिटेडको आर्थिक वर्ष २०७८/०७९ चौथो वार्षिक साधारण सभामा आफ्नो अमूल्य समय दिएर भौतिक रुपमा उपस्थित हुनु भएका आदरणीय शेयरधनी महानुभावहरु, नियामक निकायका प्रतिनिधिहरु, आमन्त्रित अतिथिहरु, कम्पनीका कर्मचारीहरु तथा सभामा उपस्थित सम्पूर्ण महानुभावहरुमा सञ्चालक समितिको तर्फबाट अध्यक्षको हैसियतले सञ्चालक समिति र मेरो व्यक्तिगत तर्फबाट समेत हार्दिक अभिवादन गर्दै यस सभामा स्वागत गर्न चाहन्छु।

यस कम्पनीको व्यवसायिक उद्देश्य अनुरूप इलाम जिल्लामा निर्माण सम्पन्न भएको ९.५१ मे.वा जडित क्षमताको माईवेनी जलविद्युत आयोजनाले मिति २०७८ आश्विन १ (September 17, 2021) गतेदेखि व्यापारिक उत्पादन आरम्भ गरिसकेको सर्वविदितै छ। साथै, कम्पनीको साधारण शेयर (IPO) को सार्वजनिक निष्काशन गरी शेयरको बाँडफाँड समेत सम्पन्न गरेपश्चात मिति २०७८ मंसिर ८ (November 24, 2021) मा नेपाल स्टक एक्सचेन्ज (नेप्से) लिमिटेडसँग सम्झौता सम्पन्न गरी कम्पनीको साधारण शेयर (IPO) नेप्सेमा सूचीकृत भई २०७८ मंसिर ९ (November 25, 2021) देखि धितोपत्रको दोश्रो बजारमा शेयरको कारोबार शुरु भइसकेको समेत यहाँहरुलाई जानकारी नै छ।

यस आयोजना पूर्ण सञ्चालनमा आई व्यापारिक उत्पादन आरम्भ गरे पश्चात 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 अवगत गर्न चाहन्छु।

यस कम्पनीको आर्थिक वर्ष २०७८/०७९ को व्यावसायिक तथा आर्थिक गतिविधि बाढीबाट भएको क्षतिको बावजुत पनि सन्तोषजनक रहेको जानकारी यस सभालाई गराउन चाहन्छु। कम्पनीको सञ्चालक समिति, व्यवस्थापन समिति तथा दक्ष एवं जिम्मेवार कर्मचारीहरुको संयुक्त योगदानका कारण कम्पनीद्वारा सञ्चालनमा रहेको विद्युत गृह चुस्तदुरुस्त तवरले सञ्चालनमा आउन सफल भएको छ। कम्पनीको आर्थिक वर्ष २०७८/०७९ को आर्थिक विवरण त्रैमासिक रुपमा नियमित सार्वजनिक प्रकाशन हुने वित्तीय प्रतिवेदनहरु मार्फत स्पष्ट भईसकेको छ।

आर्थिक वर्ष २०७८/०७९ मा कम्पनीद्वारा प्रवर्द्धित माईवेनी जलविद्युत आयोजनाले दुई करोड तेह्र लाख किलोवाट आवर विद्युत नेपाल विद्युत प्राधिकरणलाई विक्री गरी कुल रु.११,६५,५४,९४९/- (अक्षरुपी एघार करोड पैसठ्ठी लाख चौअन्न हजार नौसय उनान्चास रुपैया) आम्दानी गरेको छ। आर्थिक वर्ष २०७८/०७९ को वित्तीय प्रतिवेदन अनुसार कम्पनीले यस वर्ष ६,४४,९४,९४२/- (अक्षरुपी छ करोड चौअलिस लाख चौरानब्बे हजार नौसय बैयालिस रुपैया) बराबरको घाटा व्यहोरेको छ।

यस कम्पनीले नेपाल वित्तीय प्रतिवेदन मापदण्ड (Nepal Financial Reporting Standard-NFRS) अनुसार वित्तीय विवरणहरु तयार गरेको छ। आर्थिक वर्ष २०७८/२०७९ को वासलात, नाफानोक्सान हिसाब, नगद प्रवाह विवरण लगायत लेखापरीक्षकबाट पेश गरिएको प्रतिवेदन तथा प्रचलित कम्पनीले ऐनले निर्दिष्ट गरे बमोजिम तयार गरिएको संचालक समितिको वार्षिक प्रतिवेदन यस अधिनै अध्ययनको लागि यहाँहरुलाई उपलब्ध गराई सकिएकाले अनुमोदनका लागि प्रस्तुत गर्न चाहन्छु।



आदरणीय शेयरधनी महानुभावहरु,

यस कम्पनीले बाढीपहिरोजस्ता प्राकृतिक प्रकोप लगायतका अन्य चुनौतीहरुबीच समेत सन्तोषजनक प्रगति गर्न सफल भएको र भविष्यमा अभै प्रगति गर्दै जाने कुरामा विश्वस्त छु।

अन्त्यमा, आजको यस सभामा कम्पनीको हालसम्मको प्रगति प्रतिवेदन प्रस्तुत गर्न समय दिनु भएकोमा आभार प्रकट गर्दै प्रस्तुत प्रतिवेदन स्वीकृत गरिदिनुहुन सभा समक्ष हार्दिक अनुरोध गर्दछु। यसका साथै, यस सभामा उपस्थित हुनुभएका संचालक समितिका सदस्यहरु, शेयरधनी महानुभावहरु, नियामक निकायका प्रतिनिधिहरु, ऋण लगानीकर्ता बैंक तथा वित्तिय संस्थाहरु, आयोजनाको बीमा गर्ने बीमा कम्पनी, आमन्त्रित अतिथिहरु, कम्पनीका कर्मचारीहरु तथा सभामा उपस्थित सम्पूर्ण महानुभावहरुमा यस सभालाई सफल बनाईदिनु भएकोमा धन्यवाद ज्ञापन गर्न चाहन्छु र यहाँहरुले यस कम्पनीमाथि देखाउनु भएको विश्वास र प्रदान गर्नुभएको सहयोग भोलिका दिनमा अभू गाढा हुँदै जानेछ भन्ने विश्वास लिएको छु।
धन्यवाद।

**सञ्चालक समितिको तर्फबाट प्रतिवेदक
मोहनदाश मानन्धर
अध्यक्ष, सामलिङ्ग पावर कम्पनी लिमिटेड**



सामलिङ्ग पावर कम्पनी लिमिटेडको
चौथो वार्षिक साधारण सभामा
संचालक समितिको तर्फबाट प्रस्तुत वार्षिक प्रतिवेदन
कम्पनी ऐन, २०६३ को दफा १०९ को उपदफा (४) बमोजिम सञ्चालक समितिको प्रतिवेदन
आर्थिक वर्ष २०७८/०७९

सामलिङ्ग पावर कम्पनी लिमिटेडको यस चौथो वार्षिक साधारण सभामा उपस्थित सम्पूर्ण महानुभावहरुलाई संचालक समितिको तर्फबाट हार्दिक स्वागत गर्दछु । समीक्षा अवधि र चालु आर्थिक वर्षको यथास्थितिको बारेमा सम्पूर्ण शेयरधनी महानुभावहरुको जानकारीका लागि कम्पनी ऐन २०६३ ले निर्दिष्ट गरे अनुरूप देहाय बमोजिमको विवरण पेश गरिएको छ ।

क) वित्तीय अवस्था

यस सामलिङ्ग पावर कम्पनी लिमिटेडले आफ्नो व्यवसायिक उद्देश्य अनुरूप इलाम जिल्लामा स्थित ९.५१ मे.वा जडित क्षमताको माईबेनी जलविद्युत आयोजना निर्माण सम्पन्न गरी दक्षतापूर्वक सञ्चालन गरी विद्युतीय उर्जा उत्पादन तथा बिक्रि बाट कम्पनीको आम्दानी बढाउने कार्य गरिरहेको छ । शेयरधनी महानुभावहरुको जानकारीको लागि कम्पनीको आ.व २०७८/२०७९ को आर्थिक तथा वित्तीय विवरणको अवस्था निम्नानुसार प्रस्तुत गरिएको छ ।

२०७९ आषाढ ३१ गतेको
वित्तीय अवस्थाको विवरण

विवरण	आ.व. २०७८/७९ रु.	आ.व. २०७७/७८ रु.
सम्पत्ति		
गैर चालू सम्पत्ति		
जायज्जथा, प्लाण्ट तथा उपकरण	-	२०,५२०,२४४
अदृष्य सम्पत्ति	२,०९९,०२४,८२०	-
निर्माणाधिन अदृष्य सम्पत्ति	-	१,९१९,५११,५४०
वित्तीय सम्पत्ति		
वित्तीय लगानी (Held to Maturity)	५,०००,०००	५,०००,०००
जम्मा गैर चालू सम्पत्ति	२,१०४,०२४,८२०	१,९४५,०३१,७८४
चालू सम्पत्ति		
वित्तीय सम्पत्ति		
नगद तथा नगद समान	४६,३२६	३५,४१०
अन्य बैंक मौज्जात	४७१,८५७	९९८,३७७
व्यापारिक आसामी	५४,९०२,३६७	-
अन्य वित्तीय सम्पत्ति	९०,०९४,९११	१४९,९७३,७८८
अन्य चालू सम्पत्ति	-	-
जम्मा चालू सम्पत्ति	१४५,५१५,४६१	१५१,००७,५७५
जम्मा सम्पत्ति	२,२४९,५४०,२८१	२,०९६,०३९,३५९
कोष तथा दायित्व		
कोष		
शेयर पूँजी	५००,०००,०००	३७७,०००,०००
अग्रिम शेयर पूँजी	-	-
जगेडा तथा कोष	७८,४२७,६००	१४२,९२२,५४२
जम्मा कोष	५७८,४२७,६००	५१९,९२२,५४२



दायित्व		
गैर चालू दायित्व		
वित्तीय दायित्व	-	-
ऋण/सापटी	१,५८३,९६७,४४३	१,४६८,०००,५३९
जम्मा गैर चालू दायित्व	१,५८३,९६७,४४३	१,४६८,०००,५३९
चालू दायित्व		
वित्तीय दायित्व		
व्यापारिक साहू	६३,१७०,८७२	१०१,८१७,४८५
व्यवस्थाहरु	२४३,२४३	३७६,५१४
अन्य चालू दायित्व	२३,७३१,१२३	५,९२२,२७९
जम्मा चालू दायित्व	८७,१४५,२३८	१०८,११६,२७८
जम्मा दायित्व	१,६७१,११२,६८१	१,५७६,११६,८१७
जम्मा कोष तथा दायित्व	२,२४९,५४०,२८१	२,०९६,०३९,३५९

**२०७९ आषाढ ३१ गते समाप्त वर्षको
नाफा नोक्सानको विवरण**

विवरण	आ.व. २०७८/७९ रु.	आ.व. २०७७/७८ रु.
बिक्री	११६,५५४,९४९	
बिक्री लागत	९,५४१,८१९	
कूल मुनाफा	१०७,०१३,१३०	-
अन्य आय	१७,९६३,१४३	६८,५६४,९००
जम्मा आय	१२४,९७६,२७३	६८,५६४,९००
हासकट्टी	-	९०८,३३८
परिशोधन	५९,७७९,५४२	६,५५४
प्रशासनिक तथा अन्य संचालन खर्चहरु	३,९०८,७३०	१२९,९५०
संचालनवाट मुनाफा	६१,२८८,००१	६७,५२०,०५८
वित्तीय आय	-	-
वित्तीय लागत	१२३,३००,१०३	-
कर अधिको मुनाफा	(६२,१०२,१०२)	६७,५२०,०५८
आयकर खर्च	-	-
चालु वर्षको आयकर	-	-
स्थगन कर आम्दानी/(खर्च)	-	-
चालु वर्षको मुनाफा	(६२,१०२,१०२)	६७,५२०,०५८
अन्य विस्तृत आय	-	-
रोजगार निश्चित सुविधा योजनाको पुनर्मुल्यांकन लाभ	-	-
शेयर कारोबार लागत	(२,४८२,८४०)	(१,७७९,२५०)
कोष औजारवाट देखिएको अन्य विस्तृत आय	-	-
नाफा नोक्सानसंग पुनवर्गीकरण नहुने शीर्षकको कर	-	-
जम्मा अन्य विस्तृत खुद आय	(२,४८२,८४०)	(१,७७९,२५०)
जम्मा विस्तृत खुद आय (कर पछिको)	(६४,५८४,९४२)	६५,७४०,८०८
प्रति शेयर आम्दानी (प्रत्येक शेयर मूल्य रु १००)		
प्रति शेयर आम्दानी - आधारभूत (Basic)	(१२.९०)	१७.४४
प्रति शेयर आम्दानी - परिवर्तित (Diluted)	(१२.९०)	१७.४४



ख) राष्ट्रिय तथा अन्तर्राष्ट्रिय परिस्थितिबाट कम्पनीको कारोबारलाई कुनै असर परेको भए सो असर:

राष्ट्रिय तथा अन्तर्राष्ट्रिय आर्थिक तथा वित्तीय क्षेत्रमा देखापर्ने विभिन्न प्रतिकुलताहरु जस्तै मुद्रास्फीति, विदेशी मुद्राको मुल्यमा हुने वृद्धि, अन्तर्राष्ट्रिय मुल्यस्तरमा वृद्धि आदी कारणहरुले आयोजनाको नियमित मर्मत सम्भारका लागी आवश्यक पर्ने विभिन्न यन्त्र उपकरण, पाटपूजा लगायत निर्माण सामग्री, प्राविधिक परामर्श सेवा आदीको मुल्य हुने परिवर्तनले कम्पनीको खर्च बढ्ने सम्भावना रहन्छ।

ग) प्रतिवेदन तयार भएको मितिसम्म चालु वर्षको उपलब्धि र भविष्यमा गर्नुपर्ने कुराको सम्बन्धमा संचालक समितिको धारणा:

(अ) यस कम्पनीले आर्थिक वर्ष २०७८/२०७९ मा माईबेनी जलविद्युत आयोजना-९.५१ मे.वा. बाट २,१३,४९,६१५ किलोवाट आवर विद्युतिय उर्जा उत्पादन गरी नेपाल विद्युत प्राधिकरणलाई बिक्रि गरी कम्पनीले हालसम्म कुल रू. ११,६५,५४,९४९/- आम्दानी गरेको छ।

(आ) कम्पनीको हाल सञ्चालनमा रहेको जलविद्युत आयोजनाको स्वामित्व निर्धारित अवधि पश्चात् नेपाल सरकारलाई हस्तान्तरण गर्नुपर्ने हुँदा शेयरधनीहरुको लगानीको दीर्घकालिन प्रतिफलका लागी कम्पनीले हालसम्म तल्लो जोगमाई खोला जलविद्युत आयोजना (६.२ मे.वा) मा शेयर पुँजीमा लगानी गरिसकेको छ।

(इ) सम्बन्धित सबैको जानकारीको लागी यस कम्पनीले कानून बमोजिम त्रैमासिक वित्तिय प्रतिवेदन, सुचना तथा जानकारीहरु राष्ट्रिय स्तरको दैनिक पत्रिकामा प्रकाशित गर्दै आएको छ।

घ) कम्पनीको औद्योगिक तथा व्यावसायिक सम्बन्ध:

यस कम्पनीले आफ्नो औद्योगिक तथा व्यवसायिक क्षेत्रसँग प्रत्यक्ष तथा परोक्ष सम्बन्ध राख्ने सरकारी तथा गैर सरकारी निकायहरु, संघ तथा संस्थाहरु जस्तै नेपाल सरकारको उर्जा, जलस्रोत तथा सिँचाई मन्त्रालय, विद्युत विकास विभाग, विद्युत नियमन आयोग, नेपाल विद्युत प्राधिकरण, वन तथा वातावरण मन्त्रालय, उद्योग विभाग, कम्पनी रजिष्ट्रारको कार्यालय, स्थानिय विकास मन्त्रालय, गृह मन्त्रालय, रक्षा मन्त्रालय, आयोजना निर्माण विकासमा वित्तीय सहयोग प्रदान गर्ने बैंक तथा वित्तिय संस्थाहरु, बीमा कम्पनीहरु, नेपाल धितोपत्र बोर्ड, नेपाल स्टक एक्सचेन्ज, सिडिएस एण्ड क्लियरिङ लिमिटेड, आयोजना क्षेत्रका स्थानीय, सरकारी तथा गैर सरकारी निकायहरु, आयोजना निर्माणको लागी आवश्यक पाटपुजा, मेसिनरी तथा उकरणहरु उपलब्ध गराउने स्वदेशी तथा विदेशी आपूर्तिकर्ता कम्पनीहरुसँग सौहार्दपूर्ण सुमधुर सम्बन्ध कायम राख्दै आएको छ।

ङ) संचालक समितिमा भएको हेरफेर र सोको कारण:

अ) यस कम्पनीमा शेयरधनीहरुको तर्फबाट ८ जना र स्वतन्त्र संचालक २ जना गरी जम्मा १० जना संचालकहरु प्रथम वार्षिक साधारण सभाबाट ४ वर्षको लागी नियुक्त भई तपसिल बमोजिमको सञ्चालक समिति संचालक समितिमा प्रतिनिधित्व गरिरहेको थियो।

तपसिल

सि.नं.	सञ्चालकहरुको नाम थर	पद	हेरफेर
१	विजय बहादुर राजभण्डारी	संचालक अध्यक्ष	प्रथम वार्षिक साधारण सभाबाट नियुक्त/निर्वाचित भई यथावत रहेको
२	भानुभक्त पाखरेल	संचालक सदस्य	
३	मोहनदाश मानन्धर	संचालक सदस्य	
४	श्याम मिलन श्रेष्ठ	संचालक सदस्य	
५	गोपाल मानन्धर	संचालक सदस्य	
६	शम्भु प्रसाद फयल	संचालक सदस्य	
७	मंगला अमात्य	संचालक सदस्य	
८	मोहन विक्रम कार्की	संचालक सदस्य	
९	राजु शाक्य (स्वतन्त्र संचालक)	संचालक सदस्य	
१०	दिनेश श्रेष्ठ (स्वतन्त्र संचालक)	संचालक सदस्य	



आ) यस कम्पनीको शेयरको प्रारम्भिक सार्वजनिक निष्काशन (IPO) पश्चात् सार्वजनिक शेयरको प्रतिनिधित्व हुने गरी संचालकहरु नियुक्ती हुनुपर्ने व्यवस्था यस कम्पनीको नियमावलीमा भएकोले र तेस्रो वार्षिक साधारण सभाबाट संचालक सदस्यहरु १० जना बाट घटाई ७ जना कायम गर्ने गरी विशेष प्रस्ताव पारित भए बमोजिम कम्पनीको तेस्रो वार्षिक साधारण सभाबाट यस कम्पनीमा तपसिल बमोजिमको सञ्चालक समिति रहेको छ।

तपसिल

सि.नं.	सञ्चालकहरुको नाम थर	पद	हेरफेर
१	मोहनदाश मानन्धर	संचालक अध्यक्ष	प्रथम वार्षिक साधारण सभाबाट नियुक्त/निर्वाचित भई यथावत रहेको ।
२	श्याम मिलन श्रेष्ठ	संचालक सदस्य	
३	गोपाल मानन्धर	संचालक सदस्य	
४	शम्भु प्रसाद फयल	संचालक सदस्य	तेस्रो वार्षिक साधारण सभाबाट नियुक्त/निर्वाचित भई यथावत रहेको ।
५	विनय कुमार तोदी	संचालक सदस्य	
६	दुर्गादेवी अधिकारी	संचालक सदस्य	
७	राजु शाक्य (स्वतन्त्र संचालक)	संचालक सदस्य	प्रथम वार्षिक साधारण सभाबाट नियुक्त/निर्वाचित भई यथावत रहेको ।

च) कारोबारलाई असर पार्ने मुख्य कुराहरु :

- (अ) विद्यमान ऐन कानूनमा हुने संशोधन वा परिवर्तनले तथा नयाँ कानूनहरुको निर्माणले निजी क्षेत्रबाट प्रवर्द्धन गरिने जलविद्युत आयोजनाको निर्माण तथा सञ्चालनमा अनुकूल/प्रतिकूल असर पर्न सक्दछ।
- (आ) बाढी पहिरो, खडेरी, भुकम्प आदी जस्ता अप्रत्यासित प्रकोप, महामारी तथा सोको नियन्त्रणका लागि लागु गरिने निषेधाज्ञा, बन्दाबन्दी लगायतका अन्य गतिविधी, मुद्रास्फिति, इन्धनको मुल्य बृद्धि, बैकको व्याजदरमा हुने बृद्धि, विदेशी विनिमय दरमा हुने परिवर्तन जस्ता कारणहरुले पनि जलविद्युत आयोजनाको निर्माण विकास, संचालन तथा मर्मत सम्भार जस्ता कार्यहरुमा प्रतिकूल असर पर्दछ।

छ) लेखापरिक्षण प्रतिवेदनमा कुनै कौफियत उल्लेख भएको भए सो उपर संचालक समितिको प्रतिक्रिया:

यस कम्पनीले NFRS (Nepal Financial Reporting Standards) मापदण्ड बमोजिमको वित्तीय तथा आर्थिक विवरणहरु तयार गर्ने गरिएकोमा आर्थिक वर्ष २०७८/२०७९ मा पनि सोही बमोजिमको वित्तीय विवरण तयार पारिएको र लेखापरिक्षण प्रतिवेदनमा कुनै कौफियत 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 बिक्री गरी कम्पनीले प्राप्त गरेको रकम तथा जफत भएको शेयरबापत 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 कम्पनीको वित्तीय विवरणमा प्रस्तुत गरिएको छ।

ट) कम्पनी तथा त्यसको सहायक कम्पनीले आर्थिक वर्षमा सम्पन्न गरेको प्रमुख कारोबारहरु र सो अवधिमा कम्पनीको कारोबार आएको कुनै महत्वपूर्ण परिवर्तन: माथि उल्लेख गरिए बाहेक उपरोक्त आर्थिक वर्षमा कुनै महत्वपूर्ण परिवर्तन नभएको।

ठ) विगत आर्थिक वर्षमा कम्पनीको आधारभुत शेयरधनीहरुले कम्पनीलाई उपलब्ध गराएको जानकारी: त्यस्तो जानकारी नगरिएको।

ड) विगत आर्थिक वर्षमा कम्पनीका संचालक तथा पदाधिकारीहरुले लिएको शेयरको स्वामित्वको विवरण र कम्पनीको शेयर कारोबारमा निजहरु संलग्न रहेको भए सो सम्बन्धमा निजहरुबाट कम्पनीले प्राप्त गरेको जानकारी:



कम्पनीका संचालक तथा पदाधिकारीहरूले लिएको शेयरको स्वामित्व निम्नानुसार रहेको छ ।

नाम	पद	शेयर कित्ता
मोहनदाश मानन्धर	संचालक-अध्यक्ष	५०,०००
श्याम मिलन श्रेष्ठ	संचालक-सदस्य	९६,०००
गोपाल मानन्धर	संचालक-सदस्य	९६,०००
शम्भु प्रसाद फयल	संचालक-सदस्य	१३८,०००
विनय कुमार तोदी (प्रतिनिधी-इक्यूटास होल्डिङ्स प्रा.लि.)	संचालक-सदस्य	१००
दुर्गा देवी अधिकारी	संचालक-सदस्य	१००
राजु शाक्य	स्वतन्त्र संचालक	००

कम्पनीको शेयर कारोबारमा निजहरू संलग्न रहेका जानकारी निजहरूबाट कम्पनीले प्राप्त गरेको छैन ।

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

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

ण) कम्पनीले आफ्नो शेयर आफैले खरिद गरेको भए त्यसरी आफ्नो शेयर खरिद 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:-

अ) कम्पनीको आन्तरिक नियन्त्रण प्रणाली सवल तथा प्रभावकारी बनाई कारोबार र व्यवस्थापन सुव्यवस्थित रूपमा संचालन गर्नका लागि संचालक समितिले Accounting Policy, Administration Policy र Human Resources Policy लगायत समय समयमा कम्पनी व्यवस्थापनबाट आवश्यक निर्देशनहरू जारी गरि त्यसको कार्यान्वयन गरिएको छ ।

आ) आन्तरिक प्रणाली सवल बनाई राख्नको कम्पनी ऐन, २०६३ को दफा १६४ बमोजिम संचालक समितिका सदस्यहरू रहेको लेखापरीक्षण समिति गठन गरी सोही समितिको निर्देशन एवं अनुगमनमा कम्पनीको लेखा प्रणाली संचालन हुदै आएको छ ।

इ) कम्पनीको आ.ब २०७८/०७९ को वित्तिय तथा आर्थिक कारोबारको हिसाब किताबको लेखापरीक्षणका लागि बाह्य, स्वतन्त्र लेखापरीक्षक प्रधान एण्ड शाक्य एशोसियेट्स बाट लेखापरीक्षण गराइएको छ ।

थ) विगत आर्थिक वर्षको कुल व्यवस्थापन खर्चको विवरण:

व्यवस्थापन खर्चको विवरण	रकम (रु)
कर्मचारी खर्च	२,०९९,३३३/-
कार्यालय सञ्चालन खर्च	१,८०९,३९७/-
कुल व्यवस्थापन खर्च	३,९०८,७३०/-

द) लेखापरीक्षण समितिका सदस्यहरूको नामावली, निजहरूले प्राप्त गरेको पारिश्रमिक, भत्ता तथा सुविधा, सो समितिले गरेको काम कारबाहीको विवरण र सो समितिले कुनै सुझाव दिएको भए सोको विवरण:



१. लेखापरिक्षण समितिका सदस्यहरूको नामावली:

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

लेखापरिक्षण समितिका सदस्य सचिवले मिति २०७९/०२/१६ गते लेखापरिक्षण समिति समक्ष राजिनामा बुझाउनु भएको र समितिले उहाको राजिनामा २०७९/०२/१६ गते बसेको बैठकद्वारा नै स्वीकृत गरिएको छ।

२. लेखापरिक्षण समितिले दिएको सिफारिस तथा सुझावहरू:

- क. यस कम्पनीको लेखापरिक्षक **प्रधान एण्ड शाक्य एशोसियट्स**बाट आ.व. २०७८/२०७९ 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. २०७९/२०८० को आर्थिक तथा वित्तिय कारोबारको लेखापरीक्षण गर्न लेखापरीक्षण समितिको सिफारिस बमोजिम लेखापरीक्षक संस्था **S.D & Associates** लेखापरीक्षण बापतको **रु. १,२५,०००/- (एक लाख पच्चिस 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. २०७९/२०८० को लेखापक्षरीक नियुक्तीका लागि साधारण सभा समक्ष सिफारिस गरिएको छ।
- ग. लेखापरिक्षण समितिका सदस्यहरूलाई प्रति बैठक भत्ता रु. ३०००/- दरले आर्थिक वर्ष २०७८/०७९ मा जम्मा रु. २७,०००/- (सत्ताइस हजार मात्र) उपलब्ध गराइएको छ।
- घ) **संचालक, प्रबन्ध संचालक, कार्यकारी प्रमुख, कम्पनीका आधारभुत शोयरधनी 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 सदस्यहरूकले नियुक्ती पश्चात आ.व २०७७/२०७८ सम्म कुनै पनि प्रकारको बैठक भत्ता नलिएको र आर्थिक वर्ष २०७८/०७९ मा प्रति बैठक भत्ता रु. ३०००/- दरले जम्मा रु. ६६,०००/- (छैसठ्ठी हजार मात्र) उपलब्ध गराइएको छ। प्रमुख कार्यकारी अधिकृतलाई रु. १०,५०,०००/- (दश लाख पचास हजार मात्र) र महाप्रबन्धक लाई रु. २,२५,०००/- (दुइ लाख पच्चीस हजार मात्र) पारिश्रमिक लेखाइकन गरिएको छ।
- प) **शोयरधनीहरूले बुझिलिन बाँकी रहेको लाभांशको रकम: कम्पनीले हालसम्म लाभांश भुक्तान गरेको छैन।**
- फ) **दफा १४१ बमोजिम सम्पत्ति खरिद वा विक्री गरेको कुराको विवरण:** आ.व. २०७८/२०७९ मा खरिद गरिएका खर्च भएर नजाने पुँजीगत सामानको विवरण वार्षिक आर्थिक विवरणमा उल्लेख गरिएको छ।
- ब) **यस ऐन तथा प्रचलित कानुन 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**



धन्यवाद तथा कृतज्ञता ज्ञापन,

यस कम्पनीको स्थापना कालदेखि कम्पनी तथा यस कम्पनीद्वारा प्रवर्द्धित आयोजनाहरुको निर्माण विकास, संचालन तथा व्यवस्थापन आदीमा विभिन्न माध्यमद्वारा प्रत्यक्ष वा अप्रत्यक्ष रूपमा संलग्न भई सहयोग तथा मार्गदर्शन प्रदान गर्ने सम्पूर्ण महानुभावहरु, नेपाल सरकारका सम्बन्धित निकायहरु, नेपाल विद्युत प्राधिकरण, ऋण लगानीकर्ता बैंक तथा वित्तिय संस्थाहरु, विभिन्न नियमनकारी निकायहरु, लेखापरिक्षक तथा कम्पनीमा कार्यरत कर्मचारीहरु लगायत सम्पूर्ण सहयोगीहरुमा संचालक समितिको एवं मेरो व्यक्तिगत तर्फबाट हार्दिक धन्यवाद ज्ञापन गर्न चाहान्छु।

अन्त्यमा, सम्पूर्ण शेयरधनी महानुभावहरुलाई कम्पनी र कम्पनीले संचालक समिति प्रति देखाउनु भएको सहयोग, सद्भाव र विश्वासको लागि हार्दिक कृतज्ञता तथा धन्यवाद ज्ञापन गर्दै सञ्चालक समितिद्वारा प्रस्तुत प्रतिवेदन माथि छलफल गरी अनुमोदनको लागि प्रस्तुत गर्दछु।

**श्री मोहनदाश मानन्धर
अध्यक्ष, संचालक समिति
सामलिङ्ग पावर कम्पनी लिमिटेड**

मिति:



Samling Power Company Limited
Statement of Financial Position as at Ashad 32, 2079

Particulars	Notes	Amount in NPR	
		As at 32.03.2079	As at 31.03.2078
Assets			
Non-Current Assets			
Property, Plant and Equipment	3	-	20,520,244
Intangible Assets	4	2,099,024,820	-
Intangible Assets under Development	5	-	1,919,511,540
<i>Financial Assets</i>			
Financial Investments - Held to Maturity	6	5,000,000	5,000,000
Total Non-Current Assets		2,104,024,820	1,945,031,784
Current Assets			
Inventories	7	-	-
<i>Financial Assets</i>			
Cash and Cash Equivalents	8	46,326	35,410
Bank Balance other than Cash and Cash Equivalents	9	471,857	998,377
Trade Receivables	10	54,902,367	-
Other Financial Assets	11	90,094,911	149,973,788
Other Current Assets	12	-	-
Total Current Assets		145,515,461	151,007,575
Total Assets		2,249,540,281	2,096,039,359
Equity and Liabilities			
Equity			
Equity Share Capital	13	500,000,000	377,000,000
Advance for Share Capital	14	-	-
Reserve and Surplus	15	78,427,600	142,922,542
Total Equity		578,427,600	519,922,542
Liabilities			
Non-Current Liabilities			
<i>Financial Liabilities</i>			
Borrowings	16	1,583,967,443	1,468,000,539
Total Non-Current Liabilities		1,583,967,443	1,468,000,539
Current Liabilities			
<i>Financial Liabilities</i>			
Trade and Other Payables	17	63,170,872	101,817,485
Provisions	18	243,243	376,514
Other Current Liabilities	19	23,731,123	5,922,279
Total Current Liabilities		87,145,238	108,116,278
Total Liabilities		1,671,112,681	1,576,116,817
Total Equity and Liabilities		2,249,540,281	2,096,039,359

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**

Sandesh Bhattarai
General Manager

Shyam Milan Shrestha
Director

Mohan Das Manandhar
Chairman

per CA Chhetra Gopal Pradhan
Partner

Date: 2079 Mangsir 22
Place: Lalitpur, Nepal



Samling Power Company Limited
Statement of Profit or Loss and Other Comprehensive Income for the year ended Ashad 32, 2079

Particulars	Notes	Amount in NPR	
		For the year ended Ashad 32, 2079	For the year ended Ashad 31, 2078
Revenue from Sale of Electricity	20	116,554,949	-
Cost of Sales	21	9,541,819	-
Gross Profit/(Loss)		107,013,130	-
Net Revenue during Construction Period as per IFRIC 12	22	17,963,143	68,564,900
Total Income		124,976,273	68,564,900
Depreciation	3	-	908,338
Amortisation	4	59,779,542	6,554
Administrative and Other Operating Expenses	23	3,908,730	129,950
Profit from Operation		61,288,001	67,520,058
Finance Income	24	-	-
Finance Costs	25	123,300,103	-
Profit before Tax		(62,012,102)	67,520,058
Income Tax Expenses			
Current Tax		-	-
Deferred Tax Credit/Charge		-	-
Profit for the Year		(62,012,102)	67,520,058
Other Comprehensive Income			
Other Comprehensive Income not to classified to Profit or Loss in subsequent periods			
Re-measurement (Losses)/Gains on Post Employment Defined Benefit Plans		-	-
Share Transaction Costs	26	(2,482,840)	(1,779,250)
Equity Instruments through Other Comprehensive Income		-	-
Tax relating to items that will not to be reclassified to Profit and Loss		-	-
Other Comprehensive Gain/(Loss) for the year, net of tax		(2,482,840)	(1,779,250)
Total Comprehensive Gain/(Loss) for the year, net of tax		(64,494,942)	65,740,808
Earnings per equity share of Rs. 100 each			
Basic Earnings per Share		(12.90)	17.44
Diluted Earnings per Share		(12.90)	17.44

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

Sandesh Bhattarai
General Manager

Shyam Milan Shrestha
Director

Mohan Das Manandhar
Chairman

per CA Chhetra Gopal Pradhan
Partner

Date: 2079 Mangsir 22
Place: Lalitpur, Nepal



Samling Power Company Limited
Statement of Cash Flows for the year ended Ashad 32, 2079

Particulars	For the year ended Asadh 32, 2079	For the year ended Asadh 31, 2078
Operating activities		
Net profit after tax	(62,012,102)	67,520,058
Adjustment for:		
Pre-operating expenses	-	-
Amortization	59,779,542	914,892
Interest income	-	-
Interest expense	123,300,103	-
Operating cash flow before working capital changes	121,067,543	68,434,950
(Increase)/Decrease in Current Assets	4,976,510	282,439,834
Increase/(Decrease) in Current Liabilities	(21,314,255)	23,823,103
Cash generated from operations	104,729,797	374,697,887
Income tax paid	-	-
Net Cash from operating activities	104,729,797	374,697,887
Investing activities		
(Purchase)/Sale of Property, Plant and Equipment	-	(5,789,296)
Increase/(Decrease) in Intangible Assets	(2,158,804,361)	-
Investments	-	-
Increase/(Decrease) in Intangible Assets under Development	1,940,031,784	(875,210,779)
Net cash used in investing activities	(218,772,577)	(881,000,075)
Financing activities		
Proceeds from the issuance of share capital	123,000,000	-
Advance money received towards share capital	-	-
Share Transaction Costs	(2,482,840)	(1,779,250)
Interest Income	-	-
Interest Paid	(122,956,887)	-
Borrowings Proceeds/(Repayment)	115,966,904	476,841,042
Dividends paid	-	-
Net cash from financing activities	113,527,176	475,061,792
Net increase in cash and cash equivalents	(515,604)	(31,240,396)
Cash and cash equivalents at the beginning of the period	1,033,787	32,274,183
Cash and cash equivalents at the end of the year	518,183	1,033,787

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

Sandesh Bhattarai
General Manager

Shyam Milan Shrestha
Director

Mohan Das Manandhar
Chairman

per CA Chhetra Gopal Pradhan
Partner

Date: 2079 Mangsir 22
Place: Lalitpur, Nepal



Samling Power Company Limited
Statement of changes in equity for the year ended Ashadh 32, 2079

Particulars	Amount in NPR					
	Share capital	Calls in advances	Share premium	General reserve	Retained earnings	Total
Balance as at Shrawan 1, 2077	377,000,000	-	-	-	77,181,734	454,181,734
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	-	-	-	-	-	-
Balance as at Ashadh 31, 2078	377,000,000	-	-	-	142,922,542	519,922,542
Issue of share capital	123,000,000	-	-	-	-	123,000,000
Comprehensive income for the year ended Ashadh 32, 2079	-	-	-	-	-	-
Profit for the year	-	-	-	-	(64,494,942)	(64,494,942)
Other comprehensive income	-	-	-	-	-	-
Total comprehensive income	-	-	-	-	-	-
Balance as at Ashadh 32, 2079	500,000,000	-	-	-	78,427,600	578,427,600

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**

Sandesh Bhattarai
General Manager

Shyam Milan Shrestha
Director

Mohan Das Manandhar
Chairman

per CA Chhetra Gopal Pradhan
Partner

Date: 2079 Mangsir 22
Place: Lalitpur, Nepal



Samling Power Company Limited
Notes to the Account

3. Property, Plant & Equipment

Particular	Freehold Land and Buildings	Office Equipment & Furniture	Vehicles	Plant & Machinery	Total
Cost					
Balance at Shrawan 1, 2078	17,096,988	2,154,636	1,268,620	-	20,520,244
Additions	-	-	-	-	-
Transfer to Intangible Assets	17,096,988	2,154,636	1,268,620	-	20,520,244
Depreciable Basis					
Less: Depreciation Charge for the Year	-	-	-	-	-
Net Book Value					
	-	-	-	-	-

4. Intangible Assets/Leasehold Developments

Particulars	Intangible Assets
Cost	
Balance at Shrawan 1, 2078	-
Additions	2,158,804,361
Disposals	-
Depreciable Basis	2,158,804,361
Less: Amortization for the Year	59,779,542
Net Book Value as on Ashad 32, 2079	2,099,024,820

**Samling Power Company Limited**
Notes to the Account**5. Intangible Assets under Development**

Particulars	As at Ashad 32, 2079	As at Ashad 31, 2078
Civil Works	1,004,634,507	927,518,639
Electromechanical Equipments	256,922,657	256,901,907
Environmental Mitigation & Social Contribution	20,087,119	20,077,119
Hydromechanical Cost	263,030,535	186,347,294
Infrastructure Development/ Access Road	22,119,450	22,119,450
Finance Costs	218,546,356	225,484,808
Pre-operating Expenses	29,876,900	29,876,900
Project management & Supervision	117,102,706	83,812,422
Transmission Line	16,101,600	12,335,437
Site Office Building & Camping Facility	5,937,718	4,661,084
Intangible Assets under Development	1,954,359,546	1,769,135,060
Add: Margins from IFRIC 12	168,339,623	150,376,480
Sub-Total	2,122,699,169	1,919,511,540
Less: Transfer to Intangible Assets	2,122,699,169	-
Total	-	1,919,511,540

6. Financial Investments - Held to Maturity

Particulars	As at Ashad 32, 2079	As at Ashadh 31, 2078
Unquoted Investments at Cost		
Investment in Associate Companies		
Asian Hydropower Ltd-Lower Jogmai Hydropower Project (Equity shares of NPR 100 each fully paid up)	5,000,000	5,000,000
Gross Investment at Cost (A)	5,000,000	5,000,000
Less: Provision for Impairment Loss (B)	-	-
Net Investments in Financial Assets	5,000,000	5,000,000

7. Inventories

Particulars	As at Ashad 32, 2079	As at Ashad 31, 2078
Office Supplies, Tools, Equipment & Inventories	-	-
Total	-	-

8. Cash and Cash Equivalents

Particulars	As at Ashad 32, 2079	As at Ashad 31, 2078
Balances with Banks		
Local currency account	46,326	35,410
Cash on Hand	-	-
Total	46,326	35,410

9. Bank Balance other than Cash & Cash Equivalents

Particulars	As at Ashad 32, 2079	As at Ashad 31, 2078
Embarked Balance with Banks		
Margin Money	471,857	998,377
Total	471,857	998,377

10. Trade Receivables

Particulars	As at Ashad 32, 2079	As at Ashad 31, 2078
Sundry Debtors	54,902,367	-
Total	54,902,367	-



11. Other Financial Assets

Particulars	As at Ashad 32, 2079	As at Ashad 31, 2078
Land Advances	14,601,086	14,601,086
Loans and Advances	1,163,929	1,527,527
Gratuity Plan Assets	653,940	533,542
Receivables-Deferred Expenses	3,498,355	3,366,982
Other Receivables	1,455,169	-
Advances to Contractors and Vendors	68,722,433	129,944,651
Total	90,094,911	149,973,788

12. Other Current Assets

Particulars	As at Ashad 32, 2079	As at Ashad 31, 2078
Other Advances & Receivables	-	-
Total	-	-

13. Share Capital

Particulars	As at Ashad 32, 2079	As at Ashad 31, 2078
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 (5,000,000 share @ Rs. 100)	500,000,000	377,000,000
Total	500,000,000	377,000,000

14. Advance for Share Capital

Particulars	As at Ashad 32, 2079	As at Ashad 31, 2078
Advance for Share Capital	-	-
Total	-	-

15. Reserves & Surplus

Particulars	As at Ashad 32, 2079	As at Ashad 31, 2078
Opening Reserve & Surplus	142,922,542	77,181,734
Addition This Year	(64,494,942)	65,740,808
Less: Dividends	-	-
Total	78,427,600	142,922,542

16. Loans & Borrowings

Particulars	As at Ashad 32, 2079	As at Ashad 31, 2078
Bridge Gap Loan	162,277,000	274,280,430
Term Loan-NSBI USD	800,000,000	-
Term Loan-NSBI NPR	109,189,810	774,909,810
Term Loan-SBL	489,550,000	418,810,299
Unsecured Loans-Directors Loan	38,325,634	-
Less: Current Portion of Term Loan	(15,375,000)	-
Total	1,583,967,443	1,468,000,539

**17. Trade Payables**

Particulars	As at Ashad 32, 2079	As at Ashad 31, 2078
Sundry Creditors	59,080,301	2,391,283
Staff Payables	3,093,416	3,160,824
Gratuity Fund	653,940	533,542
Interest Payable	343,215	-
Retention Money	-	43,642,435
Other Payables	-	52,089,401
Total	63,170,872	101,817,485

18. Provisions

Particulars	As at Ashad 32, 2079	As at Ashad 31, 2078
Provision for Leave	243,243	376,514
Total	243,243	376,514

19. Other Current Liabilities

Particulars	As at Ashad 32, 2079	As at Ashad 31, 2078
Short Term Borrowings	5,700,000	-
Current Portion of Term Loan	15,375,000	-
TDS Payables	2,656,123	5,922,279
Total	23,731,123	5,922,279

20. Revenue from Sale of Electricity

Particulars	For the period ending Ashad 32, 2079	For the period ending Ashad 31, 2078
Revenue from Sale of Electricity	116,554,949	-
Total	116,554,949	-

21. Cost of Sales

Particulars	For the period ending Ashad 32, 2079	For the period ending Ashad 31, 2078
Generation and Distribution Costs	9,541,819	-
Total	9,541,819	-

22. Net Revenue during Construction Period as per IFRIC 12

Particulars	For the period ending Ashad 32, 2079	For the period ending Ashad 31, 2078
Revenue under IFRIC 12 during Construction Period	229,294,236	875,210,779
Cost under IFRIC 12 during Construction Period	211,331,093	806,645,879
Total	17,963,143	68,564,900

23. Administrative And Other Expenses

Particulars	For the period ending Ashad 32, 2079	For the period ending Ashad 31, 2078
Audit Fee Expenses	135,600	129,950
Administrative and Other Operating Expenses	3,773,130	-
Total	3,908,730	129,950



24. Finance Income

Particulars	For the period ending Ashad 32, 2079	For the period ending Ashad 31, 2078
Interest Income	-	-
Total	-	-

25. Finance Cost

Particulars	For the period ending Ashad 32, 2079	For the period ending Ashad 31, 2078
Interest Expenses	122,719,025	-
Other Finance Costs	581,078	-
Total	123,300,103	-

26. Share Transaction Costs

Particulars	For the period ending Ashad 32, 2079	For the period ending Ashad 31, 2078
IPO Issuance Charges and Fees	1,898,590	-
IPO Registration Fee	-	150,000
Share Registration Fee	-	1,045,000
Underwriting Fee	584,250	584,250
Total	2,482,840	1,779,250



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 32, 2079 (16th July, 2022). In the financial statements, Samling Power Company Limited has been referred to as “SPC” or “Company”. The accompanied financial statements have been approved for publication by the Board of Directors of the SPC in its meeting held on Mangsir 21, 2079 (December 7, 2022 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 16th July, 2022

SPC 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 2078-79 (2021-22).

These standards include:

- a. NFRS 17 “Insurance Contracts” applicable from 1st January 2023 and
- b. All other standards under NFRS 2018 applicable from 15th July, 2021.

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

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. Previous Years Figures and Comparatives

Previous year’s figures have been reclassified and restated wherever necessary.

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:

- a. The grantor controls or regulates what services the operator must provide with the infrastructure, to whom it must provide them and at what prices;
- b. 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;
- c. Infrastructure that the operator constructs or acquires from a third party for the purpose of the service arrangement;
- d. 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 SPC 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 2110/01/05.

Explanatory Notes:

Particulars	As at Ashad 32, 2079	As at Ashad 31, 2078
Construction Costs Capitalized	1,954,359,546	1,769,135,060
Intangible Assets Under Development	2,122,699,169	1,919,511,540
Revenue booked as per IFRIC 12	203,187,630	875,210,779
Cost as per IFRIC 12	185,224,487	806,645,879
Gross Margin	17,963,143	68,564,900

2.4 Property, Plant and Equipment

- 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.
- 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.
- 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.
- 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.
- 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

SPC 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. The company's project, Mai Beni Hydropower Project started its commercial operation from Aswin 1, 2078. Hence, land under BOOT arrangement which is capitalized under Intangible Assets under Development, is amortized over the useful life of the project.

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.
- 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

SPC recognizes its revenue from sale of power and SPC's revenues arises from sale of electricity and other income. Revenue from other income comprises of margin during construction phase as per IFRIC 12, interest from banks and dividends from investment in shares of body corporate and other miscellaneous income.

i. Sale of Electricity

Revenue is measured based on the consideration that is specified in a contract with a customer or is expected to be received in exchange for the products or services and excludes amounts collected on behalf of third parties. The Company recognizes revenue when it transfers control over the products or services to a customer.

Revenue from sale of electricity is accounted for as per rates agreed in the Power Purchase Agreement (PPA) concluded between the company and Nepal Electricity Authority (NEA) on 2073 Kartik 26 and its subsequent amendments. The project started its commercial operation from Ashwin 1, 2078.

ii. Other Income

Margin during construction phase is recognized as per IFRIC 12- Service Concession Arrangements.

Dividend income is recognized when the right to receive the same is established.

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 incurred till the date of commercial operation are capitalized under assets with heading Intangible Assets under Development.



After the commercial operation of the project from Ashwin 1, 2078, the expenses are charged to the Statement of Profit or Loss.

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 incurred till the date of commercial operation are capitalized under assets with heading Intangible Assets under Development. After the commercial operation of the project from Ashwin 1, 2078, the expenses are charged to the Statement of Profit or Loss.

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.

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 has completed the construction of hydropower project and come into commercial operation. The company is exempt from tax for upcoming 10 financial years.

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 Company assesses whether a contract is or contains a lease at the inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- the contract involves the use of an identified asset – this may be specified explicitly or implicitly and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- the Company has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- the Company has the right to direct the use of the asset. The Company has this right when it has the decision-making rights that are most relevant to changing how and for what purpose the asset is used. In rare cases where the decision about how and for what purpose the asset is used is predetermined, the Company has the right to direct the use of the asset if either:
 - the Company has the right to operate the asset; or
 - the Company designed the asset in a way that predetermines how and for what purpose it will be used.

The Company as a lessee

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

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The estimated useful lives of right-of-use assets are determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability. Assessment of impairment is done using the principles of NAS 36- Impairment of Assets.

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

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

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and'
- the exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a



change in the Company's estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension or termination option or when a lease contract is modified, and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in statement of profit and loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company presents right-of-use assets that do not meet the definition of investment property as a separate line item on the face of the balance sheet.

The Company has elected not to recognize right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognizes the lease payments associated with these leases as an expense on an actual basis.

The Company as Lessor

When the Company acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership of an underlying asset. A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership of an underlying asset.

Subsequent to initial recognition, the Company regularly reviews the estimated unguaranteed residual value and applies the impairment requirements of NFRS 9- Financial Instruments, recognizing an allowance for expected credit losses on the lease receivables.

Finance lease income is calculated with reference to the gross carrying amount of the lease receivables, except for credit-impaired financial assets for which interest income is calculated with reference to their amortized cost (i.e., after a deduction of the loss allowance).

If an arrangement contains lease and non-lease components, the Company applies NFRS 15- Revenue from Contracts with Customers to allocate the consideration in the contract.

In the case of Operating Leases or embedded operating leases, the lease income from the operating lease is recognized in revenue over the lease term to reflect the pattern of use benefit derived from the leased asset. The respective leased assets are included in the Balance Sheet based on their nature and depreciated over its economic life.

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, SPC 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, SPC 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.

The company traded at NPR 428.10 per share at the end of the reporting period. The company's market capitalization as on year end is NPR 2,140,500,000.

2.23 Segment reporting

The General Manager 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 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, 2079 stands at NPR 22,119,449.50 and 16,101,599.76. The total reimbursement from Government of Nepal, receivable for construction access road and transmission line as on Ashad end, 2079 amounts to NPR 28,665,786.95.

2.26 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 SPC include members of Board of directors namely:



Name	Designation
Mr. Mohan Das Manandhar	Chairman
Mr. Shyam Milan Shrestha	Director
Mr. Gopal Manandhar	Director
Mr. Shambhu Prasad Phuyal	Director
Mr. Vinay Kumar Todi	Director
Ms. Durga Devi Adhikari	Director
Mr. Raju Shakya	Independent Director

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

Meeting Allowance

Nature of Expenses	Current Year	Previous Year
Meeting Allowances	66,000.00	0.00

Transactions with Key Management Personnel

SPC considers Mr. Bhanu Bhakta Pokharel (CEO) and General Manager (GM), Mr. Sandesh Bhattarai to be the Key Management Personnel. Mr. Bhanu Bhakta Pokharel (CEO) resigned from the post on 2079/02/16.

The CEO and GM has drawn the following salary and benefits during the reporting year.

Nature of Expenses	Current Year	Previous Year
Short-Term Employee Benefits	1,375,000.00	1,300,000.00

Other Related Party Transactions

Name of the Related Party	Nature of Transactions	Transactions	
		Current Year	Previous Year
CE Construction Pvt. Ltd.	Main Civil Works	77,115,867	390,289,491
CE Construction Pvt. Ltd.	Hydromechanical Works	76,683,241	55,418,063

2.27 Effect of Natural Calamities

Mai Beni Hydropower project suffered effects of flood on Mai Khola due to incessant rain on Kartik 3, 2078. The operation of the project halted due to the effects of flood from Kartik 3, 2078 to Magh 24, 2078. The estimated cost of repairs of damages caused by flood is approximately NPR 10.33 crores. The project resumed its commercial operation after completion of rehabilitation works from Magh 25, 2078. Insurance claim lodged for the damages is under review with NLG Insurance Company.

During the period of shut down of operations due to damage repair works, company incurred an estimated loss of revenue of NPR 7.16 crores.



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 संगठित संस्थाको नाम	सामलिङ्ग पावर कम्पनी लिमिटेड
ठेगाना इमेल र वेबसाइट सहित	Email: info@urjadeveloper.com, www.spcl.com.np
फोन नं.	०१-५५२५२२८, ०१-५५३०१३५
प्रतिवेदन पेश गरिएको आ.ब.	२०७८/२०७९

१. सञ्चालक समिति सम्बन्धी विवरण

- क. संचालक समितिको अध्यक्षको नाम तथा नियुक्ति मिति: नाम :श्री मोहनदास मानन्धर (२०७९/०२/१६)
- 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.	संचालकहरुको नाम तथा ठेगाना	प्रतिनिधित्व भएको समुह	शेयर संख्या	नियुक्ति भएको मिति	पद तथा गोपनियता शपथ लिएको मिति	संचालक नियुक्तिको तरीका (विधि)
१.	श्री मोहनदास मानन्धर ठेगाना: का.जि.का.म.न.पा वडा नं. ३	संस्थापक	५०,००० थान	२०७६/०९/१४	२०७६/०९/१४	साधारण सभाबाट निर्वाचित
२.	श्री श्याममिलन श्रेष्ठ ठेगाना: का.जि.का.म.न.पा वडा नं. ९	संस्थापक	९६,००० थान	२०७६/०९/१४	२०७६/०९/१४	साधारण सभाबाट निर्वाचित
३.	श्री गोपाल मानन्धर ठेगाना: का.जि.का.म.न.पा वडा नं. ३	संस्थापक	९६,००० थान	२०७६/०९/१४	२०७६/०९/१४	साधारण सभाबाट निर्वाचित
४.	श्री शम्भु प्रसाद फयल ठेगाना: का.प.जि.बेथानचोक गाउँपालिका वडा नं. १	संस्थापक	१,३८,००० थान	२०७६/०९/१४	२०७६/०९/१४	साधारण सभाबाट निर्वाचित
५.	श्री विनय कुमार तोदी ठेगाना: का.जि.का.म.न.पा वडा नं. ०४	सर्वसाधारण	१०० थान	२०७९/०२/१६	२०७९/०२/१६	साधारण सभाबाट निर्वाचित
६.	श्री दुर्गा देवि अधिकारी ठेगाना: इलाम जिल्ला, इलाम न.पा वडा नं. ०८	सर्वसाधारण	१०० थान	२०७९/०२/१६	२०७९/०२/१६	साधारण सभाबाट निर्वाचित
७.	श्री राजु शाक्य	स्वतन्त्र		२०७६/०९/१४	२०७६/०९/१४	साधारण सभाबाट निर्वाचित

पछिल्लो साधारण सभा पछि संचालकहरु नियुक्ति भए सो सम्बन्धि जानकारी र सो सम्बन्धिमा बोर्डलाई जानकारी गराएको मिति समेत छुट्टै उल्लेख गर्नुपर्ने: यस कम्पनीको तेस्रो वार्षिक साधारण सभाबाट पारित भई मिति २०७९/०२/१६ गते नयां संचालकहरु नियुक्ति भएको र सो सम्बन्धिमा बोर्डलाई जानकारी गराएको मिति २०७९/०२/१६।



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
१.	२०७८/०४/०५	८	-
२.	२०७८/०५/२१	१०	-
३.	२०७८/०५/२९	९	-
४.	२०७८/०६/०४	६	-
५.	२०७८/०६/११	९	-
६.	२०७८/०६/२५	९	-
७.	२०७८/०७/०१	८	-
८.	२०७८/०७/०१	८	-
९.	२०७८/०८/१३	८	-
१०.	२०७८/०९/१४	९	-
११.	२०७८/१०/०२	९	-
१२.	२०७८/११/२५	१०	-
१३.	२०७८/११/२९	९	-
१४.	२०७९/०१/२६	७	-
१५.	२०७९/०२/१६	८	-
१६.	२०७९/०२/१६	८	-

- 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 (माइन्स्यूट) को छुट्टै अभिलेख राखे नराखेको:	सञ्चालक समितिको बैठकमा भएको निर्णयको विवरण (माइन्स्यूट) को अभिलेख राख्ने गरेको।
सञ्चालक समितिको दुई लगातार बसेको बैठकको अधिकतम अन्तर (दिनमा):	५७ 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.	रू.६६,०००/- (अक्षरुपी छैसठ्ठी हजार मात्र)



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
सञ्चालकहरूको वार्षिक रुपमा सिकाई तथा पूर्णताजगी कार्यक्रम सम्बन्धि विवरण :					नभएको
क्र.सं.	विषय	मिति	सहभागी सञ्चालकको संख्या	तालिम 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"> संस्थासँग निज वा निजको एकाघरको परिवार कुनै सदस्यले कुनै किसिमको करार गरेको वा गर्न लागेको भए सो को विवरण, निज वा निजको एकाघरको परिवारको कुनै सदस्यले संस्था वा सो संस्थाको मुख्य वा सहायक कम्पनीमा लिएको शेयर वा डिबेन्चरको विवरण, निज अन्य कुनै सङ्गठित संस्थाको आधारभूत शेयरधनी वा सञ्चालक रहेको भए त्यसको विवरण, 					नभएको
मोहनदाश मानन्धर	मेवा डेभलपर्स लि-संचालक उर्जा डेभलपर्स प्रा.लि-संचालक एशियन हाइड्रोपावर लिमिटेड-संचालक उर्जा इन्जिनियरिङ्ग एण्ड म्यानेजमेण्ट सोलुसन्स प्रा.लि.- आधिकारिक प्रतिनिधी निति फाउण्डेसन-कार्यकारी निर्देशक तथा अध्यक्ष				
गोपाल मानन्धर	एशियन हाइड्रोपावर लिमिटेड-संचालक सि.ई. कन्स्ट्रक्सन प्रा.लि-संचालक एग्रेमेट 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. फ्यासिलिटिज् 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-संचालक सि.ई. कन्स्ट्रक्सन प्रा.लि-संचालक सि.ई. हस्पिटालिटी प्रा.लि.-संचालक सिपी इन्टेरियर प्रा.लि.-संचालक				
शम्भु प्रसाद फयल	हाम्रो सकोस-अध्यक्ष सि.ई. कन्स्ट्रक्सन प्रा.लि-महाप्रबन्धक तथा कम्पनी सचिव सि.ई रियल स्टेट प्रा.लि- महाप्रबन्धक तथा कम्पनी सचिव सि.डी डेभलपर्स प्रा.लि- महाप्रबन्धक तथा कम्पनी सचिव सि.ई. सर्भिसेज प्रा.लि.- महाप्रबन्धक तथा कम्पनी सचिव सि.एम. डेभलपर्स प्रा.लि- महाप्रबन्धक तथा कम्पनी सचिव				
विनय कुमार तोदी	सिइडिबी हाइड्रोपावर डेभलपमेण्ट प्रा.लि				
दुर्गादेवी अधिकारी	छैन				
राजु शाक्य	छैन				



● निजको एकाघरको परिवारको कुनै सदस्य संस्थामा पदाधिकारी वा कर्मचारी हैसियतमा काम गरिरहेको भए सोको विवरण ।	नभएको
सञ्चालकले उस्तै प्रकृतिको उद्देश्य भएको सुचिकृत संस्थाको सञ्चालक, तलवी पदाधिकारी, कार्यकारी प्रमुख वा कर्मचारी भई कार्य गरेको भए सोको विवरण :	छैन
सञ्चालकहरुलाई नियमन निकाय तथा अन्य निकायहरुबाट कुनै कारबाही 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):

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

जोखिम व्यवस्थापन समितिका सदस्य सचिवले मिति २०७९/०२/१६ गते जोखिम व्यवस्थापन समिति समक्ष राजिनामा बुझाउनु भएको र समितिले उहाँको राजिनामा २०७९/०२/१६ गते बसेको बैठकद्वारा नै स्वीकृत गरिएको छ ।

आ. समितिको बैठक संख्या : १ वटा

इ. समितिको कार्य सम्बन्धी विवरण : यस समितिले यस कम्पनीले लगानी गरेको निर्माणाधिन जलविद्युत आयोजना हरूमा हुन सक्ने जोखिमहरुको 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 ।

ङ. आन्तरिक नियन्त्रण प्रणालीको समिति सम्बन्धी विवरण :

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

लेखापरिक्षण समिति

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

लेखापरिक्षण समितिका सदस्य सचिवले मिति २०७९/०२/१६ गते लेखापरिक्षण समिति समक्ष राजिनामा बुझाउनु भएको र समितिले उहाँको राजिनामा २०७९/०२/१६ गते बसेको बैठकद्वारा नै स्वीकृत गरिएको छ ।

जोखिम व्यवस्थापन समिति

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

जोखिम व्यवस्थापन समितिका सदस्य सचिवले मिति २०७९/०२/१६ गते लेखापरिक्षण समिति समक्ष राजिनामा बुझाउनु भएको र समितिले उहाँको राजिनामा २०७९/०२/१६ गते बसेको बैठकद्वारा नै स्वीकृत गरिएको छ ।

आ. समितिको बैठक संख्या :

-जोखिम व्यवस्थापन समिति: १ वटा

-लेखा परिक्षण समिति: ३ वटा



ई. समितिको कार्य सम्बन्धि छोटो विवरण :

लेखापरिक्षण समिति: कम्पनीको आन्तरिक लेखापरिक्षण सम्बन्धी निरिक्षण तथा आवश्यक निर्देशन दिने ।

जोखिम व्यवस्थापन समिति: कम्पनीको व्यावसायिक क्रियाकलाप तथा कम्पनीले लगानी गरेको निर्माणाधीन जलविद्युत आयोजनाहरुमा हुन सक्ने जोखिमहरुको 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 सूचना	राष्ट्रिय दैनिक पत्रिका	२०७९/०८/२८ र २०७९/०९/१३
धितोपत्रको मुल्यमा प्रभाव पार्ने मुल्य संवेदनशिल सूचना	-	नभएको
अन्य	पत्रिका, कम्पनीको वेबसाइट	-

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

ग. पछिल्लो वार्षिक तथा विशेष साधारण सभा सम्पन्न भएको मिति:- वार्षिक साधारण सभा सम्पन्न भएको मिति : २०७८/१२/२९

५. संस्थागत संरचना संलग्न गर्ने :

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

ख. सांगठनीक संरचना संलग्न गर्ने : सलग्न छ ।

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

क्र.सं.	नाम	शैक्षिक योग्यता	अनुभव
१.	श्री सन्देश भट्टराई	चार्टर्ड एकाउन्टेन्ट	१० वर्ष

घ. कर्मचारी सम्बन्धि अन्य विवरण :

संरचना अनुसार कर्मचारी पदपूर्ति गर्ने गरे/नगरेको	गरेको
नयाँ कर्मचारीहरुको पदपूर्ति गर्दा अपनाएको प्रकृया :	कम्पनीको मानव संसाधन नितीमा उल्लेख भए बमोजिमको पदपूर्ति प्रकृया अपनाएको ।
व्यवस्थापन स्तरको कर्मचारीको संख्या :	१
कुल कर्मचारीको संख्या:	५ (अपरेशन्स एण्ड मेन्टेनेन्स सम्भौता ठेकेदार मार्फत परिचालित कर्मचारी : १५)
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:	नभएको
कुल कर्मचारी खर्चमा कर्मचारी तालिम खर्चको प्रतिशत :	नभएको



६. संस्थाको लेखा तथा लेखापरिक्षण सम्बन्धि विवरण :

क. लेखासम्बन्धि विवरण :

संस्थाको पछिल्लो आ.व को वित्तीय विवरण NFRS अनुसार तयार गरे/नगरेको भए सोको कारण	तयार गरिएको
संचालक समितिबाट पछिल्लो वित्तीय विवरण स्वीकृत भएको मिति :	२०७९/०८/२१
त्रैमासिक वित्तीय विवरण प्रकाशन गरेको मिति:	२०७८/१०/२९ २०७९/०१/२८ २०७९/०४/३१
अन्तिम लेखापरिक्षण सम्पन्न भएको मिति:	२०७९/०८/२५
साधारण सभाबाट वित्तीय विवरण स्वीकृत भएको मिति:	२०७८/१२/२१ (आ.व.२०७७/७८)
संस्थाको आन्तरिक लेखा परिक्षण सम्बन्धि विवरण :	
अ. आन्तरिक रुपमा लेखा परिक्षण गर्ने गरिएको वा बाह्य विज्ञ नियुक्ति गर्ने गरिएको । आ. बाह्य विज्ञ नियुक्त गरिएको भए सोको विवरण इ. आन्तरिक लेखापरिक्षण कति अवधिको गर्ने गरिएको - त्रैमासिक,चौमासिक वा अर्धवार्षिक)	उर्जा डेभलपर्स ग्रुपको आन्तरिक लेखापरिक्षण हुदाँ सामलिङ्ग पावर कम्पनी लिमिटेडको आन्तरिक लेखापरिक्षण हुने (चौमासिक)

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 एकाउण्टेन्ट

लेखापरिक्षण समितिका सदस्य सचिवले मिति २०७९/०२/१६ गते लेखापरिक्षण समिति समक्ष राजिनामा बुझाउनु भएको र समितिले उहाको राजिनामा २०७९/०२/१६ गते बसेको बैठकद्वारा नै स्वीकृत गरिएको छ।

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

क्र.सं.	बैठक बसेको मिति	उपस्थित संख्या	कैफियत
१.	२०७८/१०/२८	३	
२.	२०७९/०१/३०	३	
३.	२०७९/०२/१६	३	

प्रति बैठक भत्ता रू.३०००/- (तीन हजार मात्र)

लेखापरिक्षण समितिले आफ्नो काम कारबाही प्रतिवेदन संचालक समितमा पेश गरेको मिति : २०७९/०८/२०

७. अन्य विवरण :

संस्थाले सञ्चालक तथा निजको एकाघर परिवारको वित्तीय स्वार्थ भएको व्यक्ति, बैंक तथा वित्तीय संस्थाबाट ऋण वा सापटी वा अन्य कुनै रुपमा रकम लिए/नलिएको	नलिएको
प्रचलित कानून 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 : दिपक दुङ्गना

पद : लेखा अधिकृत

मिति:

संस्थाको छाप :

प्रतिवेदन संचालक समितिबाट स्वीकृत मिति :

नोट : यो प्रतिवेदन सूचीकृत सङ्गठित संस्थाहरुको परिपालना अधिकृतले तयार गरी सञ्चालक स्वीकृत गराई लेखा परिक्षकबाट प्रमाणित गराई नेपाल धितोपत्र बोर्डमा लेखापरीक्षण प्रतिवेदनसँग पेश गनुपर्ने छ।



सामलिङ्ग पावर कम्पनी लिमिटेडको
प्रबन्ध तथा नियमावली संशोधनको तीन महले
२०७९

साविक व्यवस्था र नियम	हाल गर्नुपर्ने संशोधन र नियम	संशोधन गर्नुपर्ने कारण
२. कम्पनीको रजिस्टर्ड कार्यालय रहने ठेगाना: यस कम्पनीको रजिस्टर्ड कार्यालय ल.पु.जि.ल.पु.म.न.पा वडा नं. २ मा रहनेछ।	२. कम्पनीको रजिस्टर्ड कार्यालय रहने ठेगाना: यस कम्पनीको रजिस्टर्ड कार्यालय ल.पु.जि.ल.पु.म.न.पा वडा नं. ३ मा रहनेछ।	कम्पनीको रजिस्टर्ड कार्यालय सार्नु परेकोले







Powerhouse Machine Hall



Safety Board



Switchyard

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