



मनकामना ईन्जिनियरिङ्ग हाईड्रोपावर लि.
MANAKAMANA ENGINEERING HYDROPOWER LTD.

चौथो वार्षिक प्रतिवेदन

(आ.व. २०८०/०८१)

**4th ANNUAL
REPORT**

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सञ्चालक समिति



कृष्ण बहादुर उप्रेती
अध्यक्ष



रामहरी बजगाईं
सञ्चालक



नारायण दत्त तिमल्सिना
सञ्चालक



राधेश्याम खड्का
सञ्चालक



सीता ठकाल (पौडेल)
सञ्चालक



बाल कुमार बास्तोला
सञ्चालक



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मनकामना इन्जिनियरिङ हाइड्रोपावर लिमिटेड

अनामनगर-२९, काठमाडौं, फोन नं: ०१-४१०२६०६

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चौथो वार्षिक साधारण सभा सम्बन्धी सूचना

आदरणीय शेयरधनी महानुभावहरू,

यस कम्पनीको संचालक समितिको मिति २०८१/०९/०४ गते बिहिवार दिउसो ३:३० बजे बसेको बैठकको निर्णय अनुसार निम्न लिखित मिति, समय र स्थानमा निम्न प्रस्ताव उपर छलफल तथा निर्णय गर्न कम्पनी ऐन २०६३ को दफा ६७ अनुसार कम्पनीको चौथो वार्षिक साधारण सभा बस्ने भएकोले सम्पूर्ण शेयरधनी महानुभावहरूको जानकारीको लागि यो सूचना प्रकाशित गरिएको छ।

साधारण सभा हुने मिति, समय र स्थान:

मिति : २०८१ पौष २९ गते सोमबार।

समय : दिनको ११ बजे।

स्थान : रोयल दरबार रेष्टो एण्ड भेन्यु, महाराजगंज, काठमाण्डौ।

छलफलका विषयहरू:

क) सामान्य प्रस्तावहरू:

१. संचालक समितिको तर्फबाट आ.व. २०८०/०८१ को वार्षिक प्रतिवेदन माथि छलफल गरी पारित गर्ने।
२. कम्पनीको लेखा परिक्षकले पेश गर्नु भएको आ.व. २०८०/०८१ को लेखा परिक्षण प्रतिवेदन तथा वित्तिय विवरण माथि छलफल गरी पारित गर्ने।
३. कम्पनी ऐन २०६३ को दफा १११ बमोजिम हाल लेखा परिक्षण गर्दै आइरहनुभएको श्री एस महर्जन एण्ड एसोसिएट्सको कार्यवाधि समाप्त भएकोले आ.व. २०८१/०८२ को लेखा परीक्षकको नियुक्ति, पारिश्रमिक निर्धारण र अनुमोदन गर्ने।
४. स्वतन्त्र संचालकको नियुक्ति अनुमोदन गर्ने।

ख) विशेष प्रस्तावहरू:

ग) विविध

**साधारण सभा सम्बन्धी सामान्य जानकारीहरूः**

१. चौथो वार्षिक साधारणसभा प्रयोजनको लागि २०८१ पौष १६ गते एक दिनको लागि शेयरधनी दर्ता किताब बन्द रहनेछ । नेपाल स्टक एक्सचेञ्ज लिमिटेडमा मिति २०८० पौष १४ गते सम्म कारोबार भई यस कम्पनीको शेयर रजिष्ट्रार ग्लोबल आई.एम. ई. क्यापिटल लिमिटेड, नक्साल काठमाडौँमा प्राप्त शेयर नामसारीको लिखितको आधारमा शेयरधनी किताबमा कायम शेयरधनीहरूले मात्र सो सभामा भाग लिन योग्य हुनेछन् ।
२. सभामा भाग लिन इच्छुक शेयरधनी महानुभावहरूले सभाको दिन सभा शुरु हुनु भन्दा अगावै सभा स्थलमा रहेको हाजिरी पुस्तिकामा दस्तखत गर्न अनुरोध छ । हाजिरी पुस्तिका बिहानको १०:०० बजेदेखि दिनको ११:१५ बजे सम्म खुल्ला रहनेछ ।
३. सभामा उपस्थित हुने शेयरधनी महानुभावले सभाकक्ष भित्र प्रवेश गर्नका लागि आफ्नो परिचय स्पष्ट खुल्ने किसिमको फोटो सहितको कुनै प्रमाणपत्र वा हितग्राही खाता विवरण वा शेयर प्रमाण पत्र साथमा लिई आउनु हुन अनुरोध छ ।
४. साधारण सभामा भाग लिनको लागि प्रतिनिधि (प्रोक्सी) नियुक्ति गर्न चाहने शेयरधनी महानुभावहरूले आफ्नो सम्पूर्ण शेयरको एउटै प्रतिनिधि-पत्र (प्रोक्सि फारम) भरी सभा शुरु हुने समय भन्दा कम्तीमा ४८ घण्टा अगावै यस कार्यालयमा दर्ता गराईसक्नुपर्ने छ । प्रतिनिधि (प्रोक्सी) नियुक्ति गरिएको व्यक्ति समेत यस कार्यालयको शेयरधनी हुन आवश्यक छ । त्यस्तै एक भन्दा बढि व्यक्तिहरूलाई आफ्नो शेयर विभाजन गरी तथा अन्य कुनै किसिमबाट छुट्याएर दिइएको प्रोक्सी बदर हुनेछ ।
५. कुनै शेयरधनी महानुभावहरूले छलफलको विषय मध्ये विविध शीर्षक अन्तर्गत कम्पनी सम्बन्धी कुनै विषयमा छलफल गर्न/गराउन चाहेमा सभा हुनु भन्दा ७ कार्यदिन अगावै कम्पनी सचिव मार्फत संचालक समितिको अध्यक्षलाई लिखित रुपमा प्रस्ताव दिनु पर्ने छ । तर त्यस्तो प्रस्ताव साधारण सभामा छलफल वा बहसको रुपमा समावेश गर्ने/नगर्ने अधिकार संचालक समितिको अध्यक्षमा निहित हुनेछ ।
६. कम्पनीको चौथो साधारण सभा सम्बन्धि थप जानकारी आवश्यक परेमा कार्यालय समय भित्र कम्पनीको रजिष्टर्ड कार्यालय अनामनगर, काठमाडौँ वा शेयर रजिष्ट्रार ग्लोबल आई.एम.ई. क्यापिटल लिमिटेड, नक्साल, काठमाडौँमा सम्पर्क राख्न अनुरोध गरिन्छ । थप जानकारी कम्पनीको वेबसाइट www.hydropomanakamana.com.np बाट प्राप्त गर्न सक्नुहुनेछ ।

संचालक समितिको आज्ञाले

कम्पनी सचिव



साधारण सभामा भाग लिन प्रतिनिधि नियुक्त गर्ने निवेदन (प्रोक्सी फारम)

(कम्पनी ऐन, २०६३ को दफा ७१(३) सँग सम्बन्धित चौथो वार्षिक साधारण सभामा भाग लिन तथा मतदान गर्न प्रतिनिधि (प्रोक्सी) फारम

श्री सञ्चालक समिति
मनकामना इन्जिनियरिङ हाईड्रोपावर लि.
अनामनगर-२९, काठमाण्डौ ।

विषय : प्रतिनिधि नियुक्त गरेको बारे ।

महाशय,

.....जिल्ला.....न.पा./गा.पा.वडा नं.....बस्ने
म/हामीले त्यस कम्पनीको शेयरधनीको हैसियतले संवत् २०८१
साल पुष महिना २९ गतेको दिन हुने चौथो वार्षिक साधारण सभामा म/हामी स्वयं उपस्थित भई छलफल तथा निर्णयमा सहभागी
हुन नसक्ने भएकोले उक्त सभामा मेरो/हाम्रो तर्फबाट भागलिनका लागि जिल्ला.....न.पा./गा.पा.वडा
नं.....बस्ने त्यस कम्पनीका शेयरधनी श्री.....लाई मेरो/हाम्रो प्रतिनिधि मनोनित
गरी पठाएको छु/छौं ।

प्रोक्सी लिनेले भर्ने:

प्रतिनिधि नियुक्त भएको व्यक्ति:
हस्ताक्षरको नमुना:
शेयरधनी नं./डिम्याट नं.:
शेयर प्रमाण-पत्र नं.
मिति:

प्रोक्सी दिनेले भर्ने:

निवेदक दस्तखत:
नाम:
ठेगाना:
शेयरधनी नं./डिम्याट नं.:
शेयरको प्रकार:
शेयर प्रमाण-पत्र नं.:
शेयर संख्या:

द्रष्टव्य: यो निवेदन साधारण सभा हुनु भन्दा कम्तिमा ४८ घण्टा अगावै कम्पनीको रजिस्टर्ड कार्यालयमा पेश गरी सक्नु पर्नेछ ।

प्रवेश-पत्र

शेयरधनीको नाम :.....
शेयरधनी नं./डिम्याट नं.:.....शेयर प्रमाण-पत्र नं. :.....
शेयर संख्या :..... मिति: २०८१ साल पौष महिना २९ गतेका दिन हुने
मनकामना इन्जिनियरिङ हाईड्रोपावर लि. को चौथो वार्षिक साधारणसभामा उपस्थित हुन जारी गरिएको प्रवेश-पत्र ।

द्रष्टव्य:

१. शेयरधनीहरूले माथि उल्लेखित सम्पूर्ण विवरणहरू अनिवार्यरूपमा भर्नु होला ।
२. सभा कक्षमा प्रवेश गर्न यो प्रवेश-पत्र प्रस्तुत गर्न अनिवार्य छ ।

(अध्यक्ष)



मनकामना इन्जिनियरिङ हाइड्रोपावर लिमिटेड

अनामनगर-२९, काठमाडौं, फोन नं: ०१-४१०२६०६

Email: hydromanakamana@gmail.com, Web: www.hydromanakamana.com.np

कम्पनीको परिचय

यस मनकामना इन्जिनियरिङ हाइड्रोपावर कम्पनी नेपालको कम्पनी दर्ता तथा संचालन सम्बन्धी प्रचलित कानून बमोजिम २०६७ साल श्रवाण २ गते कम्पनी रजिष्ट्रारको कार्यालयमा प्रा.लि. कम्पनीको रुपमा दर्ता भै मिति २०७८ साल अषाढ २५ गते देखि पब्लिक कम्पनीमा परिणत भएको यस कम्पनीले दोलखा जिल्ला गौरीशंकर गाउँपालिका भएर बग्ने घट्टेखोलामा ५ मे.वा. क्षमताको घट्टेखोला साना जलविद्युत आयोजना निर्माण हेतु मिति २०७० साल श्रवाण महिनामा विद्युत खरिद बिक्री सम्झौता गरि मिति २०७७ साल कार्तिक २३ गते देखि व्यावसायिक उत्पादन सुरु गर्दै आइरहेको छ । विविध कारण बस यस आयोजनाको सबस्टेशन वैकल्पिक व्यवस्थामा रहेकोमा मिति २०८१ साल अषाढ २६ गते देखि उक्त वैकल्पिक व्यवस्था खारेजी गरि विद्युत खरिद बिक्री सम्झौता बमोजिमको सिंगटी लामासाँघु १३२/३३ के.भी. प्रसारण लाईनको सिंगटी सबस्टेशनमा जडान गरि सकिएको छ ।

यस कम्पनीको उद्देश्यहरू:

यस कम्पनीको प्रबन्धपत्रको दफा ४ मा उल्लेख गरिए बमोजिम यस कम्पनीको उद्देश्य देहाय बमोजिम रहेको छ ।

- नेपाल राज्यका विभिन्न भागमा रहेका खोलाहरू तथा नदिहरूबाट जलविद्युत उत्पादन गर्ने र बिक्री वितरण गर्ने साथै जल विद्युत उत्पादन गर्ने सम्बन्धमा इन्जिनियरिङ परामर्श सेवा उपलब्ध गराउने, जलविद्युत उत्पादन सम्बन्धमा अध्ययन र अनुसन्धान गर्ने कार्य गर्ने ।
- विद्युत उर्जाको आवश्यकता अनुसार जलविद्युत वाहेक अन्य वायु श्रोत, सौर्य शक्ति, फ्यूल प्लान्ट वा अन्य विकसित प्रविधिसंग सम्बन्धित निज क्षेत्रमा विद्युत उत्पादन गर्ने तथा सो सम्बन्धित इन्जिनियरिङ सेवा उपलब्ध गराउने ।
- उत्पादित विद्युत शक्तिलाई थोक तथा खुद्रा बिक्री गर्ने ।
- उपदफा क र ख उल्लेखित श्रोतहरूबाट विद्युत उत्पादन गर्ने सिविल, इलेक्ट्रो मेकानिकल एवं प्रसारण तथा वितरण लाईनहरूको निर्माण तथा मर्मत गर्ने ।
- सिभिल ईलेक्ट्रो मेकानिकल एवं प्रसारण तथा वितरण लाईन निर्माण सम्बन्धी मालसामान तथा औजार उपकरणहरूको आपूर्ति गरि प्रयोगमा ल्याउने कार्य गर्ने ।
- विद्युत आयोजनाहरूको आपूर्ति गरि प्रयोगमा ल्याउने कार्य गर्ने ।
- जलविद्युत शक्ति उत्पादन ट्रान्समिसन गर्ने, आवश्यक ट्रान्समिसन तथा वितरण लिन निर्माण गरि संचालनमा ल्याउने ।
- विद्युत उत्पादनको लागि आवश्यक प्रविधि, सामग्री विदेशबाट आयात तथा उत्पादन गरि प्रयोगमा ल्याउने ।

शेयर पूँजीको संरचना:

- कम्पनीको अधिकृत पूँजी रु. ८०,००,००,०००/- (अक्षरूपि असि करोड) रहेको छ । सो पूँजीलाई प्रतिशेयर रु.१००/- दरका ८०,००,०००/- (असी लाख) थान साधारण शेयरमा विभाजन गरिएको छ ।
- कम्पनीको जारी पूँजी रु. ८०,००,००,०००/- (अक्षरूपि असि करोड) रहेको छ । जस मध्ये रु. ५२,००,००,०००/- (अक्षरूपि बाउन्न करोड) संस्थापक शेयरधनीहरू तर्फ र रु. २८,००,००,०००/- (अक्षरूपि अठ्ठाइस करोड) सर्वसाधारण तर्फ रहेको छ ।



मनकामना इन्जिनियरिङ हाइड्रोपावर लिमिटेड

(घट्टे खोला साना जलविद्युत आयोजना ५ मे.बा.)

अनामनगर-२९, काठमाडौं फोन नं: ०१-४१०२६०६

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चौथो वार्षिक साधारण सभामा अध्यक्षको मन्तव्य

आदरणीय शेयरधनी महानुभावज्यूहरू,

मनकामना इन्जिनियरिङ हाइड्रो पावर लिमिटेडको यस गरिमामय चौथो वार्षिक साधारण सभामा आफ्नो अमूल्य समय दिएर उपस्थित हुनुभएका शेयरधनी एवं शेयरधनी कम्पनीहरूका तर्फबाट प्रतिनिधित्व गर्नु हुने महानुभावहरू, आमन्त्रित अतिथि महानुभावहरू, कर्मचारी साथीहरू लगायत सभामा उपस्थित भद्र महिला तथा सज्जनवृन्दहरूमा सञ्चालक समिति र मेरो व्यक्तिगत तर्फबाट समेत हार्दिक स्वागत अभिवादन गर्दछु।

चौथो वार्षिक साधारण सभामा यहाँहरू समक्ष कम्पनीको व्यवसायिक क्रियाकलाप तथा उपलब्धी सहितको वार्षिक प्रतिवेदन पेश गर्न पाउँदा अत्यन्तै खुसी लागेको छ।

आदरणीय शेयरधनी महानुभावहरू,

यस कम्पनीद्वारा प्रवर्द्धित घट्टे खोला साना जलविद्युत आयोजनाको सम्पूर्ण निर्माण कार्य सफलतापूर्वक सम्पन्न भई मिति २०७७ साल कार्तिक २३ गतेबाट व्यापारिक उत्पादन शुरू भएको थियो।

करिब १ वर्षको तयारी र ४ वर्षको अनवरत प्रयासमा भुकम्प, कोरोना महामारी, बाढी पहिरो लगायत अनगिन्ती कठिनाईका बावजुद सानो परियोजना निर्माण तथा सञ्चालन गर्न सफल भएको यस महत्वपूर्ण अवसरमा निर्माणमा संलग्न सम्पूर्ण ठेकेदार कम्पनी, कर्जा प्रदान गर्ने सहवित्तीयकरण बैंकहरू तथा वित्तीय संस्थाहरू, शेयरधनी महानुभावहरू, कम्पनी व्यवस्थापन तथा कर्मचारी साथीहरू, विद्युत नियमन आयोग, विद्युत विकास विभाग, नेपाल विद्युत प्राधिकरण, अनुमति पत्र प्रदायक उर्जा, जलश्रोत तथा सिंचाई मन्त्रालय, सरकारी तथा गैरसरकारी निकायहरू लगायत अन्य सहयोगी व्यक्ति तथा संस्थाहरूलाई हृदयदेखि नै व्यक्तिगत तथा सञ्चालक समितिको तर्फबाट धन्यवाद ज्ञापन गर्दछु। साथै, यस कम्पनीमा अमूल्य लगानी प्रदान गरी आयोजना निर्माण कार्यलाई सफल बनाउन तथा विभिन्न समयमा सञ्चालक समिति तथा कम्पनी व्यवस्थापनलाई आफ्नो अमूल्य राय, सुझाव, सल्लाह तथा प्रतिक्रिया प्रदान गरी मार्गदर्शन गर्ने सम्पूर्ण लगानीकर्ता तथा शुभचिन्तकहरूलाई हृदयदेखि नै धन्यवाद ज्ञापन गर्न चाहन्छु।

स्थानीय बासिन्दाको धैर्यता, साथ र सहयोगको लागि विशेष धन्यवाद ज्ञापन गर्दछु।

आदरणीय शेयरधनी महानुभावज्यूहरू,

अब म यहाँहरू समक्ष आयोजना सञ्चालन अवस्थाको सम्बन्धमा संक्षिप्त रूपमा जानकारी गराउन चाहन्छु।

सञ्चालन तथा उत्पादन अवस्था:

विभिन्न आरोह अवरोह र कठिनाईको बावजुत आयोजना सञ्चालनमा आएको पनि ४ वर्ष पुरा भैसकेको छ। यस अवधिमा आयोजनाका सिभिल, हाइड्रो मेकानिकल, इलेक्ट्रो मेकानिकल, प्रसारण लाईन लगायत सम्पूर्ण संरचनाहरू स्वस्थ रूपमा सञ्चालनमा रहेको व्यहोरा यहाँहरूलाई अवगत गराउन चाहन्छु।

सिंगटी लामोसाँघु १३२ के.भी. प्रसारणलाईनको निर्माण कार्यले समयमै पूर्णता नपाउँदा यस आयोजनाको उत्पादित विद्युत बित्री वितरण गर्नका लागि वैकल्पिक सम्भौता गरि ३३ के.भी. प्रसारण लाईनमा जडान गरि आंशिक रूपमा विद्युत बेच्न सफल भयौं। फलस्वरूप यस आयोजनाले बैंकको वार्षिक व्याज दायित्व भुक्तानी गरि संस्थाको स्थायित्व कायम गर्न सफल रह्यो र हाल उक्त



वैकल्पिक व्यवस्था खारेजी गरि मिति २०८१ साल अषाढ २६ गते देखि विद्युत खरिद बिक्री सम्भन्धिता बमोजिमको सिंगटी लामा साँघु १३२/३३ के.भी. प्रसारण लाईनको सिंगटी सबस्टेशनमा जडान गरि सकिएको कुरा यस साधारणसभा समक्ष जानकारी गराउन चाहान्छु ।

यस आयोजनाले आ.व. २०८०/०८१ मा विद्युत बिक्री माफर्त रु. १०,४५,५६,४०७/- (अक्षरुपि दश करोड पैतालिस लाख छपन्न हजार चार सय सात रुपैया मात्र) को विद्युत बिक्री गरेको कुरा जानकारी गराउन चाहान्छु ।

चुनौतीहरू:

आदरणीय शेयरधनी महानुभावज्यूहरू,

यहाँ समक्ष कम्पनीले आगामी दिनहरूमा सामना गर्नु पर्ने चुनौतीहरूका सम्बन्धमा पनि यो गरिमामय साधारणसभामा प्रकाश पार्न चाहन्छु । यस आयोजनाबाट उत्पादित विद्युतलाई १४ कि.मि. लामो प्रसारण लाईन माफर्त नेपाल विद्युत प्राधिकरणको सिंगटी सब-स्टेशनमा जोडिएको र प्रसारण लाईनको यस किसिमको लामो दुरीमा अधिक विद्युत चुहावट हुने साथै, अनपेक्षित रूपमा हुने जलवायु परिवर्तनले नदीको जलप्रवाह घट्दै गैरहेको अर्को चुनौती छ । जसले गर्दा हाम्रो प्रक्षेपित उर्जा उत्पादनमा प्रभाव परिरहेको छ । बीमा/पुर्न बीमाको नीतिमा परिवर्तन भई एक करोडभन्दा तलको क्षति दावी भुक्तानी नहुने हुँदा त्यसले बढाउने खर्चको प्रभाव ।

व्यवसायजन्य सुरक्षा तथा स्वास्थ्य, वातावरणीय व्यवस्थापन र संस्थागत सामाजिक उत्तर दायित्व:

आयोजना निर्माण तथा सञ्चालनका क्रममा उत्पन्न हुन सक्ने जोखिम तथा दुर्घटनालाई मध्यनजर गरी आयोजनामा कार्यरत कर्मचारीहरूको स्वास्थ्य तथा जीवन सुरक्षाका लागि व्यवसायजन्य स्वास्थ्य तथा सुरक्षा नीति बनाई लागु गरिएको छ । आयोजना स्थलमा सुरक्षा सामाग्रीहरूको उचित व्यवस्थापन एवं स्वास्थ्य तथा सुरक्षा सम्बन्धी तालिमहरूलाई निरन्तरता दिइने छ ।

वातावरणीय व्यवस्थापन, संस्थागत सामाजिक उत्तर दायित्व, सामुदायिक सामाजिक कार्यक्रम (CSR) आदि अन्तर्गत वृक्षारोपण, भुक्षय नियन्त्रण, शिक्षा, स्वास्थ्य, सिंचाई, खाने पानी, विश्राम स्थल, सडक विस्तार एवं मर्मत सुधार आदिमा निरन्तर रूपमा स्थानीय समुदायसँगको सहकार्य तथा समन्वयमा कार्यहरू भइरहेको पनि यहाँहरू समक्ष जानकारी गराउँदछु । साथै, स्वीकृत वातावरणीय अध्ययन प्रतिवेदन अनुसार स्थानीयस्तरमा गर्नुपर्ने कार्यहरूलाई निरन्तरता दिइरहेको पनि जानकारी गराउँदछु ।

अन्य महत्वपूर्ण पक्षहरू:

कम्पनीको आ.व. २०८०/०८१ को वासलात, नाफा नोक्सान हिसाब, नगद प्रवाह विवरण लगायत लेखापरीक्षाकबाट पेश गरिएको प्रतिवेदन सहित सञ्चालक समितिको प्रतिवेदन अध्ययनका लागि यहाँहरूलाई उपलब्ध गराई सकिएकोले अनुमोदनका लागि प्रस्तुत गर्न चाहान्छु ।

कम्पनीले हालसम्म गरेको उपलब्धी, क्रियाकलाप तथा गतिविधिहरूका बारेमा शेयरधनी महानुभावहरूको जानकारीका लागि सञ्चालक समितिको वार्षिक प्रतिवेदनमा विस्तृत रूपमा उल्लेख गरिएको छ ।

अन्त्यमा, कम्पनीको व्यवसायिक उद्देश्य पुरा गर्न शेयर पूँजीमा लगानी गरी जलविद्युत आयोजना निर्माणमा प्रत्यक्ष परोक्ष सहयोग गर्नु हुने सम्पूर्ण शेयरधनी महानुभावहरू, निर्माण व्यवसायी कम्पनी तथा आपूर्ति एवं सेवा प्रदायक कम्पनीहरू, आयोजनाको वित्तीय आवश्यकता पूर्तिको लागि कर्जा लगानी गर्ने बैंक तथा वित्तीय संस्थाहरू, उत्पादित विद्युत उर्जा खरिद गर्ने नेपाल विद्युत प्राधिकरण, अनुमति पत्र प्रदायक उर्जा, जलश्रोत तथा सिंचाई मन्त्रालय, नियमनकारी निकाय विद्युत नियमन आयोग, विद्युत विकास विभाग, कम्पनी र जिष्टारको कार्यालय, उद्योग विभाग लगायत सम्बन्धित सरकारी तथा गैर सरकारी निकायहरू, प्रभावित क्षेत्रका बासिन्दाहरू, कम्पनीको काममा अथक मेहेनत गर्नु हुने सम्पूर्ण कर्मचारी मित्रहरूलाई हृदयदेखि नै मेरो व्यक्तिगत तथा सञ्चालक समितिको तर्फबाट हार्दिक धन्यवाद दिन चाहन्छु । व्यक्तिगत रूपमा सञ्चालक समितिको सहकर्मि साथीहरूमा पूर्ण सहयोग र सहकार्यको लागि आभार व्यक्त गर्न चाहान्छु ।

अन्त्यमा: आफ्नो व्यस्तताको बावजुद आजको यस वार्षिक साधारण सभामा उपस्थित भई कम्पनीको हौसला बढाई दिनु भएकोमा शेयरधनी महानुभावहरूलाई धन्यवाद दिँदै सञ्चालक समितिद्वारा प्रस्तुत प्रतिवेदन माथि छलफल गरी अनुमोदनको लागि प्रस्तुत गर्दछु । धन्यवाद ।



मनकामना इन्जिनियरिङ हाइड्रोपावर लिमिटेड

(घट्टे खोला साना जलविद्युत आयोजना ५ मे.वा.)

कम्पनी ऐन २०६३ को दफा १०९ को उपदफा (४) बमोजिम

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संचालक समितिको प्रतिवेदन आ.व. २०८०/०८१

आदरणीय शेयर धनी महानुभावहरू,

यस कम्पनीको चौथो वार्षिक साधारण सभामा यहाँहरू समक्ष संचालक समितिको तर्फबाट प्रस्ताव गरिएको आर्थिक वर्ष २०८०/०८१ को लेखा परिक्षकको प्रतिवेदन लगायतका सामान्य र विशेष प्रस्तावहरू अनुमोदनका लागि पेश गर्दै कम्पनीले विगत वर्षमा प्राप्त गरेको उपलब्धि तथा कार्यनीति र आगामी वर्षमा कार्यान्वयन गरिने कार्ययोजनाहरू समेटिएको कम्पनी ऐन २०६३ को व्यवस्था अनुसार तपसिलका विवरणहरू पेश गरिएको छ।

क) विगत वर्षका कारोबारको सिँहावलोकन :

यस कम्पनीको प्रमुख उद्देश्य विद्युत उत्पादन तथा बित्री कार्य गर्ने रहेको छ। मनकामना इन्जिनियरिङ हाइड्रोपावर लिमिटेड घट्टे खोला साना जलविद्युत आयोजनाको कार्य प्रगति निम्नानुसार रहेको छ।

१) मनकामना इन्जिनियरिङ हाइड्रोपावर लिमिटेड (घट्टे खोला साना जलविद्युत आयोजना ५ मे.वा.):

दोलखा जिल्लामा अवस्थित यस आयोजनाको उत्पादन अनुमति पत्र मिति २०७२/०३/२४ मा प्राप्त गरी आयोजनाबाट उत्पादन हुने विद्युत विक्रीका लागि नेपाल विद्युत प्राधिकरणसँग विद्युत खरिद विक्री सम्झौता (PPA) भई निर्माण कार्य समेत सम्पन्न भएको छ। मिति २०७७/०७/२३ मा शुरु भई हाल आयोजनाबाट नियमित रूपमा विद्युत उत्पादन गरी विद्युत विक्री गरिएको छ।

कम्पनीको शेयर पूँजी संकलन

यस कम्पनीको अधिकृत पूँजी तथा जारी पूँजी रु. ८०,००,००,०००/- (असि करोड रुपैयाँ मात्र) रहेको छ। उक्त पूँजीबाट संस्थापक शेयरधनीका लागि ६५% बराबर हुने रु. ५२,००,००,०००/- (बाउन्न करोड रुपैयाँ मात्र) चुक्ता भएको र जारी पूँजी मध्ये बाँकी ३५% ले हुन आउने रकम रु. २८,००,००,०००/- (अठ्ठाईस करोड रुपैयाँ मात्र) सर्वसाधारणलाई प्राथमिक शेयर (IPO)जारी गरी मिति २०८०/०४/१६ मा बाँडफाँड पश्चात हाल नेपाल स्टक एक्सचेन्जमा सुचिकृत भई कारोबार भइरहेको छ।

ख) राष्ट्रिय तथा अन्तर्राष्ट्रिय परिस्थितिबाट कम्पनीको कारोबारलाई परेको असर :

बीमा तथा पुर्नबीमा कम्पनीहरूले access रकममा गरेको परिवर्तनले गर्दा बाढीले गरेको क्षतिको परिपूर्ति हेतु बीमा दाबी गर्न नमिलेको।

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

अ) चालु वर्षको उपलब्धि :

यस आयोजनाले आ.व. २०८०/०८१ मा उत्पादन गरेको विद्युतको विवरण निम्न अनुसार रहेको छ :

साल/ महिना	कनट्रयाक्ट इनजी (KWH)	कनट्रयाक्ट रकम (रु.)	उत्पादित विद्युत (KWH)	दर	खुद आम्दानी रकम (रु.)
२०८० श्रवाण	३४,९८,६६०	१,७२,८३,३८०.४०	१८,१३,४४०	५.०९	९२,३०,४०९.६०
२०८०भाद्र	३४,९८,६६०	१,७२,८३,३८०.४०	२५,९०,०६०	५.०९	१,३१,८३,४०५.४०



२०८० आश्विन	३४,९८,६६०	१,७२,८३,३८०.४०	२८,४१,९८०	५.०९	१,४४,६५,६७८.२०
२०८० कार्तिक	३०,६८,४९१	१,५१,५८,३४५.५४	२४,५१,७७०	५.०९	१,२४,७९,५०९.३०
२०८० मंसिर	१९,२७,५७६	९५,२२,२२५.४४	१३,९७,५४०	५.२३	७३,०९,१३४.२०
२०८० पौष	१३,४३,५०३	१,१९,५७,१७६.७०	८,८१,१९०	९.१६	८०,७१,७००.४०
२०८० माघ	१०,५५,५९४	९३,९४,७८६.६०	६,३०,१३०	९.१६	५७,७१,९९०.८०
२०८० फाल्गुन	८,९३,३५३	७९,५०,८४१.७०	४,७३,५३०	९.१६	४३,३७,५३४.८०
२०८० चैत्र	८,७५,७८७	७७,९४,५०४.३०	४,२२,३७०	९.१६	३८,६८,९०९.२०
२०८१ वैशाख	११,९७,८५४	१,०६,६०,९००.६०	५,८९,५५०	५.२३	३०,८३,३४६.५०
२०८१ जेष्ठ	५६,०७,७२५	१,३२,७३,३२०.२५	२१,३४,६००	५.२३	१,११,६३,९५८.००
२०८१ असार	३६,११,५२०	१,८३,८२,६३६.८०	२२,१६,२२०	५.२३	१,१५,९०,८३०.६०
जम्मा					१०,४५,५६,४०७.००

आ) कम्पनीको आगामी योजना तथा कार्यक्रम :

- १) शेयरधनीहरूलाई लाभांश वितरण गर्न अधिकतम प्रयास गर्ने ।
- २) उच्च प्रतिफल दिने अन्य आयोजनाहरूको खोजी गर्ने, लगानी गर्ने/खरिद गर्ने ।
- ३) पुरक वातावरणीय परिक्षण गर्ने ।

घ) कम्पनीको औद्योगिक वा व्यवसायिक सम्बन्ध :

कम्पनीले प्रवर्द्धन गर्ने जलविद्युत आयोजना निर्माणको लागि संभाव्यता अध्ययन देखि उत्पादन अनुमति प्राप्त गर्दासम्म विभिन्न सरकारी निकाय तथा स्थानियको स्वीकृती तथा सिफारिस आवश्यक पर्ने साथै आयोजना निर्माणको लागि ऋण लगानी गर्ने विभिन्न वित्तीय संस्था लगायत परामर्श दाता संस्थाहरू समेतको अहम भूमिका हुने हुँदा कम्पनीले सबै निकायसँग सुमधुर सम्बन्ध राखि कार्य गर्दै आइरहेको छ र भविष्यमा पनि सदैव सुमधुर सम्बन्ध राख्न कम्पनी प्रयत्नशील रहनेछ । साथै, आयोजना संचालनको क्रममा विद्युत खरीद बिक्री सम्भन्धिता बमोजिम नेपाल विद्युत प्राधिकरणलाई विद्युत बिक्री गर्दै आइरहेको छ ।

ड) संचालक समितिमा भएको हेरफेर र सोको कारणः

यस कम्पनीका संस्थापक समुहका संचालक समितिका सदस्यहरू तेस्रो साधारण सभाबाट निर्वाचित हुनु भएकोमा गत आ.व. सम्ममा कुनै हेरफेर भएको छैन ।

यस कम्पनीका सर्वसाधारण समुहका संचालक समितिका सदस्यहरू तेस्रो साधारण सभाबाट निर्वाचित हुनु भएकोमा गत आ.व. सम्ममा कुनै हेरफेर भएको छैन ।

यस कम्पनीका स्वतन्त्र समुहका संचालक समितिका सदस्य चयन गर्न तेस्रो साधारण सभाबाट संचालक समितिलाई अख्तियारी प्रदान गरेकोमा स्वतन्त्र संचालकको नियुक्ती अनुमोदनको लागि प्रस्ताव यसै साधारण सभामा पेश गरिएको छ ।

च) कारोबारलाई असर पार्ने मुख्य कुराहरू :

अ) भविष्यमा हुन सक्ने इन्धनको मुल्यवृद्धि, ब्याजदर बृद्धि, प्राकृतिक प्रकोप, महामारी लगायतका वातावरणीय प्रभावका कारणहरूले कम्पनीको आम्दानी तथा नाफामा समेत असर पर्न सक्ने देखिन्छ ।

आ) उल्लेखित जोखिमलाई न्युनिकरण गर्न कम्पनीले आयोजनाको विविध संरचनाको बिमा गरेको छ । साथै संचालित आयोजनाको सुरक्षा व्यवस्था गर्नुका साथै जगेडा पाटपुर्जाको व्यवस्था गरी नियमित मर्मत सम्भार गर्ने तालिका बनाई प्रयोगमा रहेको छ ।

छ) लेखापरीक्षण प्रतिवेदनमा कुनै कैफियत उल्लेख भएको भए सो उपर सञ्चालक समितिको प्रतिक्रियाः

लेखापरीक्षण प्रतिवेदनमा कुनै कैफियत उल्लेख भएको छैन ।

ज) लाभांश बाँडफाँड गर्न सिफारिस गरिएको रकमः

कम्पनीद्वारा प्रवर्द्धित आयोजना हालसम्म नाफामा जान नसकेकोले हाललाई कुनै लाभांश सिफारिस गरिएको छैन ।

झ) शेयर जफत भएको भए जफत भएको शेयर संख्या, त्यस्तो शेयरको अतिरिक्त मूल्य, त्यस्तो शेयर जफत हुनुभन्दा अगावै सो बराबर कम्पनीले प्राप्त गरेको जम्मा रकम र त्यस्तो शेयर जफत भएपछि सो शेयर बिक्री गरी कम्पनीले प्राप्त गरेको रकम तथा जफत



भएको शेयर ब्रापत र कम फिर्ता गरेको भए सो को विवरणः

आ.व. २०८०/०८१ मा शेयर जफत सम्बन्धी कुनै कारवाही भएको छैन ।

- ज) विगत आर्थिक वर्षमा कम्पनीको कारोबारको प्रगति र सो आर्थिक वर्षको अन्तमा रहेको स्थितिको पुनरावलोकनः
कम्पनीको आ.व. २०८०/०८१ मा सम्पन्न गरेको कारोबार सम्बन्धी विवरण संलग्न वासलात सहितको प्रतिवेदनमा उल्लेख भएको ।
- ट) कम्पनीको आर्थिक वर्षमा सम्पन्न गरेको प्रमुख कारोबारहरू र सो अवधिमा कम्पनीको कारोबारमा आएको कुनै महत्वपूर्ण परिवर्तनः
माथि बुँदा (अ) मा उल्लेखित बाहेक अन्य कुनै महत्वपूर्ण परिवर्तन नभएको ।
- ठ) विगत आर्थिक वर्षमा कम्पनीको आधारभुत शेयरधनीहरूले उपलब्ध गराएको जानकारीः
त्यस्तो कुनै कारोबार बारे जानकारी प्राप्त नभएको ।
- ड) विगत आर्थिक वर्षमा कम्पनीका सञ्चालक तथा पदाधिकारीहरूले लिएको शेयरको स्वामित्वको विवरण र कम्पनीको शेयर कारोबारमा निजहरू संलग्न रहेको भए सो सम्बन्धमा निजहरूबाट कम्पनीले प्राप्त गरेको जानकारीः
१. आ.व. २०८०/०८१ को अन्त्यसम्ममा कम्पनीका संचालक तथा पदाधिकारीहरूको शेयर स्वामित्व निम्न बमोजिम रहेको छ ।

सि.नं.	नाम, थर	पद	शेयर सङ्ख्या
१.	कृष्ण बहादुर उप्रेती	अध्यक्ष (संस्थापक)	१,००,०००
२.	रामहरी बजगाई	संचालक (संस्थापक)	१,००,०००
३.	नारायण दत्त तिमिल्सिना	संचालक (संस्थापक)	१,००,०००
४.	राधे श्याम खड्का	संचालक (संस्थापक)	१,००,०००
५.	बाल कुमार बास्तोला	संचालक (सर्वसाधारण)	१,००२
६.	सिता ढकाल पौडेल	संचालक (सर्वसाधारण)	१,९००

२. कम्पनीको शेयर कारोबारमा निजहरू संलग्न रहेको बारे कम्पनीमा जानकारी नगराईएको ।

- ढ) विगत आर्थिक वर्षमा कम्पनीसँग सम्बन्धीत सम्भ्रिताहरूमा कुनै सञ्चालक तथा निजको नजिकको नातेदारको व्यक्तिगत स्वार्थको बारेमा उपलब्ध गराईएको जानकारीको व्यहोराः
कम्पनीसँग सम्बन्धीत सम्भ्रिताहरूमा कुनै सञ्चालक तथा निजको नजिकको नातेदारको व्यक्तिगत स्वार्थ बारे जानकारी नभएको ।
- ण) कम्पनीले आफ्नो शेयर आफैले खरिद गरेको भए त्यसरी आफ्नो शेयर खरिद गर्नुको कारण, त्यस्तो शेयरको संख्या र अतिरिक्त मूल्य तथा त्यसरी शेयर खरिद गरे ब्रापत कम्पनीले भुक्तानी गरेको रकमः
कम्पनीले आफ्नो शेयर आफै खरिद नगरेको ।
- त) आन्तरिक नियन्त्रण प्रणालीको विस्तृत विवरण : हाललाई नियुक्ति नगरिएको ।
- थ) विगत आर्थिक वर्षको कुल व्यवस्थापन खर्च विवरण :
कम्पनीको आ.व. २०८०/०८१ को कुल व्यवस्थापन लागत निम्नानुसार रहेको छ ।

सि.नं.	विवरण	आ.व २०८०/०८१	आ.व २०७९/८०
१	कर्मचारी तलब खर्च	२५,१८,४३८.००	२४,५३,५२७.००
२	व्यवस्थापन तथा अन्य अप्रत्यक्ष खर्च	१,५९,३३,१८१.००	१,३१,७१,५२७.००

- द) लेखा परिक्षण समितिका सदस्यहरूको नामावली निजहरूले प्राप्त गरेको पारिश्रमिक, भत्ता तथा सुविधा, सो समितिले गरेको काम कारवाहीको विवरण र सो समितिले कुनै सुझाव दिएको भए सोको विवरणः
अ) कम्पनीको लेखापरिक्षण समिति : हाललाई गठन नगरिएको ।
आ) लेखापरिक्षण समितिका सदस्यहरूलाई कुनै पारिश्रमिक भत्ता तथा सुविधा प्रदान गरिएको छैन ।



- ध) संचालक, प्रबन्ध संचालक, कार्यकारी प्रमुख, कम्पनीका आधारभूत शेयर धनी वा निजको नजिकका नातेदार वा निज संलग्न रहेको फर्म, कम्पनी वा संगठित संस्थाले कम्पनीलाई कुनै रकम बुझाउन बाँकी भए सो कुराः
त्यस्तो कुनै बाँकी रकम नभएको ।
- न) संचालक, प्रबन्ध संचालक, कार्यकारी प्रमुख तथा पदाधिकारीहरूलाई भुक्तानी गरिएको पारिश्रमिक भत्ता तथा सुविधा रकमः
संचालक, प्रबन्ध संचालकलाई आ.व. २०८०/०८१ मा पारिश्रमिक, बैठक भत्ता, मासिक भत्ता र दैनिक भ्रमण भत्ता तथा सुविधा बापत रकम भुक्तानी गरिएको छैन ।
- प) शेयर धनीहरूले बुझिलिन बाँकी रहेको लाभांशको रकमः
कम्पनीले हालसम्म कुनै लाभांश भुक्तानी नगरेको ।
- फ) दफा १४१ बमोजिम सम्पत्ति खरिद वा बिक्री गरेको कुराको विवरणः
त्यस्तो कुनै सम्पत्ति खरिद वा बिक्री नभएको ।
- ब) दफा १७५ बमोजिम सम्बद्ध कम्पनीबीच भएको कारोबारको विवरणः त्यस्तो कुनै कारोबार नभएको ।
- भ) यस ऐन तथा प्रचलित कानून बमोजिम संचालक समितिको प्रतिवेदनमा खुलाउनु पर्ने अन्य कुनै कुराः नभएको ।
- म) अन्य आवश्यक कुराहरूः नभएको ।
- अ) आ.व. २०८१/०८२ को लागि लेखा परिक्षकको नियुक्ति गर्ने ।
- कम्पनीको आ.व. २०८१/०८२ को लेखा परीक्षक नियुक्ति तथा पारिश्रमिक सम्बन्धमा यस वार्षिक साधारण सभामा प्रस्ताव पेश गरिएको ।
- आ) बैठक भत्ता :
१. अध्यक्ष रु.३,५००/-
२. संचालक रु.२,५००/-

धन्यवाद ज्ञापन

यस साधारण सभाको अवसरमा कम्पनीद्वारा प्रवर्द्धित आयोजना सफलता पूर्वक सम्पन्न गर्न सहयोग पुऱ्याउनु हुने ऋण लगानीकर्ता बैंकहरू, कम्पनीका शेयर धनीहरू, संचालकहरू, कम्पनीमा कार्यरत कर्मचारीहरू, परामर्श दाताहरू तथा प्रत्यक्ष वा अप्रत्यक्ष रूपमा निरन्तर सहयोग गरि रहनु भएका नेपाल धितो पत्र बोर्ड, कम्पनी रजिष्ट्रार कार्यालय, विद्युत नियमन आयोग, विद्युत विकास विभाग, उद्योग विभाग लगायत सम्पूर्ण सरकारी तथा गैरसरकारी निकाय, विभिन्न सहयोगी व्यक्तिहरू र पत्रकारहरूप्रति कम्पनीको तर्फबाट हार्दिक आभार व्यक्त गर्न चाहान्छौं ।

अन्त्यमा उपस्थित शेयरधनी महानुभावहरूलाई कम्पनी प्रति देखाउनु भएको सहयोग, सद्भाव र अपार विश्वासलाई भविष्यमा पनि कायम राख्ने प्रतिवद्धता सहित धन्यवाद ज्ञापन गर्दै संचालक समितिको तर्फबाट प्रस्तुत गरिएको आ.व. २०८०/०८१ को समष्टिकृत वार्षिक प्रतिवेदन माथि छलफल सहित अनुमोदनका लागि अनुरोध गर्दछौं ।

धन्यवाद ।

संचालक समितिको तर्फ बाट

रामहरी बजगाईं
संचालक

नारायण दत्त तिमल्सिना
संचालक

राधेश्याम खड्का
संचालक



Reg. No. 603 / 072-073, PAN-106324095

S. Maharjan & Associates

(Chartered Accountants)

Address: Gwarko, Lalitpur, Nepal

G.P.O. Box : 8975, E.P.C. No- 1518

Email: ca.santaman@gmail.com

Mobile No. : 9851170252

Phone No. : 01-5452082

Independent Auditor's Report

To the Shareholders of

Manakamana Engineering Hydropower Limited

Report on the Audit of the Financial Statements:

Opinion

We have audited the accompanying financial statements of Manakamana Engineering Hydropower Ltd., herein referred to as "Company", which comprise statement of financial position as at Ashadh 31, 2081 (July 15, 2024), statement of profit & loss and other comprehensive income, statement of cash flow, statement of changes in equity for the year then ended, and a summary of significant accounting policies and notes to the accounts prepared in accordance with NFRS.

In our opinion the accompanying financial statements read along with the notes to the accounts present fairly, in all material respects the financial position of as on Ashadh 31, 2081 (July 15, 2024) and its financial performance, and its cash flows for the year ended on 31, 2081 (July 15, 2024) in accordance with Nepal Financial Reporting Standard (NFRS).

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined that there are no other Key Audit Matters to communicate in our report.





Emphasis of Matter

We draw attention to Note 9 of Significant Accounting Policies and Notes to Account which includes the matter related to the treatment of Interest expenses. Our opinion is not modified in respect of this matter.

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

Manakamana Engineering Hydropower Ltd., Management is responsible for the preparation of the other information. The other information comprises the information included in the Management report and other progress reports but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those charged with Governance for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with NSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in aggregate, they could reasonably expect to influence the economic decisions of users taken on the basis of these Financial Statements.





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

- Identify and assess the risk of material misstatement of the Financial Statement whether due to fraud or error, design and perform audit procedure responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than one resulting from error, as fraud may involve collusion, forgery, intentional omission, misrepresentation, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude an appropriateness of management use of going concern basis of accounting and, based in audit evidence obtained, whether a material uncertainty exists related to events or condition that may cast significant doubt on the group's ability to continue as going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the company to cease to continue as going concern.
- Evaluate the overall presentation, structure, and content of Financial Statement including the disclosures, and whether the Financial Statement represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the company to express an opinion on the financial statements. We remain solely responsible for our audit opinion.

We communicate with those charges with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matter that may reasonably be thought to bear on our independence, and where applicable, related standards.

Report on Other Legal and Regulatory Requirement

As per Companies Act 2063, based on our audit carried out on sampling basis, we report that, in our opinion:

- We have obtained information and explanations asked for, which, to the best knowledge and belief, were necessary for the purpose of our audit.
- In our opinion the company has kept proper books of accounts as required by law so far, as appears from our examination of those books.
- In our opinion, statement of financial position, profit or loss & other comprehensive income, changes in equity and cash flows, have been prepared in accordance with the requirements of the Companies Act, 2063 and are in agreement with the books of account maintained by the company.
- To the best of our information and according to explanation given to us and so far appeared from our examination of the books of account of the company, we have not come across





cases where Board of Directors or any employees of the company have acted contrary to the provisions of law relating to the accounts or committed any misappropriation or caused loss or damage to the company.

- We have not come across any fraudulence in the accounts so far as it appears from our examination of the books of account.

For S. Maharjan & Associates

CA Santaman Maharjan
Proprietor

Date: 2081/08/29

Place: Lalitpur, Nepal

UDIN: 241214CA00833uFFBF





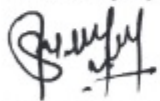
Manakamana Engineering Hydropower Limited


Statement of Financial Position

As on 31st Ashadh 2081

Particulars	Notes	FY 2080-81	FY 2079-80
Assets			
Non current Assets			
Property Plant and Equipment	8	996,519	1,896,439
Intangible Assets	9	1,318,352,066	1,345,844,648
Financial Assets	2	-	-
Investment in Associates	7	-	-
Total Non Current assets		1,319,348,585	1,347,741,088
Current Assets			
Cash and Cash Equivalents	1	5,827,955	38,393,271
Financial Assets	2	11,008,082	13,635,397
Inventories	3	-	-
Other Assets	4	15,184,494	19,930,553
Current Tax Asset	5	-	-
Deferred Tax Asset	6	-	-
Total Current assets		32,020,531	71,959,221
Total Assets		1,351,369,116	1,419,700,309
Equity and Liabilities			
Equity			
Share Capital	10	800,000,000	520,000,000
Share Application Money	11	-	-
Other Reserves	17	-	-
Retained Earnings	17	(282,676,581)	(190,643,014)
Total Equity		517,323,419	329,356,986
Non Current Liabilities			
Financial Liabilities	18	765,506,392	949,026,458
Provisions	19	-	-
Other Liabilities	20	-	-
Total Non current Liabilities		765,506,392	949,026,458
Current Liabilities			
Financial Liabilities	18	58,624,775	65,908,428
Provisions	19	-	-
Current Tax Liabilities	5	-	-
Deferred Tax Liabilities	6	-	-
Other Liabilities	20	9,914,530	75,408,436
Total Current Liabilities		68,539,305	141,316,865
Total Equity and Liabilities		1,351,369,116	1,419,700,309
Contingent Liabilities and Commitments	39		
Net assets value per share		64.67	63.34

The accompanying notes form an integral part of the financial statements


Nirmal Neupane
Finance Manager


Radheshyam Khadka
Director


Ramhari Bajgai
Director



Narayan Dutta Timilsina
Director

Krishna Bdr. Upreti
Chairman

For S Maharjan & Associates
Chartered Accountants


CA Santaman Maharjan
Proprietor





Manakamana Engineering Hydropower Limited
Statement of Profit or Loss and Other Comprehensive Income
For the Year Ended 31st Ashadh 2081

Particulars	Notes	FY 2080-81	FY 2079-80
Revenue	21	104,556,407	105,409,333
Cost of Sales	22	(20,327,890)	(19,610,752)
Gross profit		84,228,517	85,798,581
Other Income	23	3,318,748	-
Personnel Expenses	24	(3,365,192)	(2,453,527)
Other Operating and Administrative expenses	25	(5,637,256)	(6,160,775)
Impairment Charges/(Reversal)	26	-	-
Depreciation & Amortization	27	(46,780,246)	(46,660,172)
Profit/(Loss) before Interest and Tax		31,764,571	30,524,107
Finance Income	28	-	-
Finance Cost	29	(118,356,596)	(87,063,003)
Profit/(Loss) Before Bonus and Tax		(86,592,025)	(56,538,896)
Provision for Staff Bonus			
Profit/(Loss) Before Tax			
Income Tax Expenses	30		
Current Tax		-	-
Deferred Tax		-	-
Profit for the year		(86,592,025)	(56,538,896)
Other Comprehensive Income:			
Items that will not be reclassified to profit or loss			
Gains/(losses) from financial assets measured at fair value through other comprehensive income			-
Gains/(losses) on revaluation			-
Actuarial gains/(losses) on defined benefit plans			-
Income tax relating to above items			-
Other comprehensive gain/(loss) for the year, net of tax		-	-
Total comprehensive gain/(loss) for the year, net of tax		(86,592,025)	(56,538,896)
Earnings per Equity share of Rs. 100 Each			
Basic Earnings per Share		(10.82)	(10.87)
Diluted Earnings Per Share		(10.82)	(10.87)


The accompanying notes form an integral part of the financial statements

As per our report of even date


Nirmal Neupane
Finance Manager


Radheshyam Khadka
Director


Ramhari Bajagai
Director


For S Maharjan & Associates
Chartered Accountants

Narayan Dutta Timilsina
Director

Krishna Bdr Upreti
Chairman


A Santaman Maharjan
Proprietor



**Manakamana Engineering Hydropower Limited****Statement of Cash Flows**

For the Year Ended 31st Ashadh 2081

Particulars	FY 2080-81	FY 2079-80
CASH FLOWS FROM OPERATING ACTIVITIES		
Profit After tax	(86,592,025)	(56,538,896)
Depreciation on Fixed assets	46,780,246	46,660,172
Profit/loss on sale of fixed assets	10,590	-
Finance Charge	118,356,596	87,063,003
Finance Income	-	-
Dividend Paid	-	-
Income Tax Expense	-	-
Operating profit before working capital changes	78,555,407	77,184,279
(Increase)/Decrease in Current Assets		
Inventories	-	-
Financial Assets	2,627,315	(986,929)
Other Current assets	4,746,059	(10,889,917)
Increase/(Decrease) in Current Liabilities		
Financial Liabilities	(7,283,653)	6,258,586
Other Current Liabilities	(65,493,907)	(23,566,317)
Operating Cash Flows after Changes in working capital	(65,404,186)	(29,184,577)
Net Cash Flow from Operating Activities before Tax Paid	13,151,221	47,999,702
Income Tax Paid	-	-
Net Cash Flow from Operating Activities	13,151,221	47,999,702
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase/Sale of Property and Equipment	(18,398,334)	(10,991,513)
Purchase/Sales of Intangible Assets	-	-
Net Cash Used in Investing Activities	(18,398,334)	(10,991,513)
CASH FLOWS FROM FINANCING ACTIVITIES		
Increase/(Decrease) in Equity	280,000,000	460,000,000
Increase/(Decrease) in Borrowings	(183,520,066)	87,753,560
Increase/(Decrease) in Share Application Money	-	(460,000,000)
Dividends Paid	-	-
Share issuance expenses	(5,441,542)	-
Interest and Bank Charges Paid	(118,356,596)	(87,063,003)
Net Cash from Financing Activities	(27,318,204)	690,557
Net Increase (Decrease) in Cash and Cash Equivalents	(32,565,317)	37,698,745
Opening Cash and Cash Equivalent	38,393,271	694,526
Effect of Exchange Rate fluctuations on Cash and Cash Equivalents Held	-	-
Closing Cash and Cash Equivalent	5,827,955	38,393,271

The accompanying notes form an integral part of the financial statements

As per our report of even date

Nirmal Neupane
Finance Manager

Radheshyam Khadka
Director

Ramhari Bajagai
Director

Narayan Dutta Timilsina
DirectorKrishna Bdr Upreti
ChairmanFor S Maharjan & Associates
Chartered Accountants

CA Santaman Maharjan
Proprietor




Manakamana Engineering Hydropower Limited
Statement of Changes in Equity
For the Year Ended 31st Ashadh 2081

Particulars	Share Capital	Share Premium	Retained Earning	Fair Value Reserve	Other Reserves	Total
Balance at Shrawan 01, 2080	520,000,000	-	(190,643,014)		-	329,356,986
Profit for the year			(86,592,025)			(86,592,025)
Other Comprehensive Income, Net of Tax						-
Total Comprehensive Income for the year	-	-	(86,592,025)		-	(86,592,025)
Transfer to Reserves during the year						-
Transfer from Reserves during the year						-
Share Issuance cost			(5,441,542)			(5,441,542)
Transactions with Owners, directly recognized in Equity						-
Share Issued	280,000,000					280,000,000
Advances for share received	-					-
Dividend to Equity-Holders						-
Bonus Shares Issued						-
Cash Dividend Paid						-
Total Contributions by and Distributions	280,000,000	-	(92,033,567)		-	187,966,433
Balance at Asar 31st, 2081	800,000,000	-	(282,676,581)		-	517,323,419

The accompanying notes form an integral part of the financial statements

As per our report of even
date
For S Maharjan &
Chartered Accountants

Nirmal Neupane
Finance Manager

Ramhari Bajagai
Director

Narayan Datta Timilsina
Director

Radheshyam Khadka
Director

Krishna Bdr Upreti
Chairman

CA Santaman Maharjan
Proprietor





Manakamana Engineering Hydropower Limited

Notes to Financial Statements

For the Year Ended 31st Ashadh 2081

1 Cash and Cash Equivalents

Particulars	FY 2080-81	FY 2079-80
Cash	182,128	1,357
Balance with Banks and Financial Institutions-LCY	5,645,827	38,391,914
Balance with Banks and Financial Institutions-FCY	-	-
Total	5,827,955	38,393,271

2 Financial Assets

When an entity first recognizes a financial asset, it classifies it based on the entity's business model for

2.1 Financial Assets at Fair value through Other Comprehensive Income

financial assets are classified and measured at fair value through other comprehensive income if they are held in a business model whose objective is achieved by both collecting contractual cash flows and

Particulars	FY 2080-81	FY 2079-80
Investments	-	-
Total	-	-

2.2 Financial Assets at Amortized Cost

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

1. the asset is held within a business model whose objective is to hold assets in order to collect contractual
2. the contractual terms of the financial asset give rise on specified dates to cash flows that are solely

Particulars	FY 2080-81	FY 2079-80
Trade Receivables	11,007,082	13,633,897
Loans and Advances	-	-
LC Margin Deposit	-	-
BG Margin Deposit	-	-
Miscellaneous Deposit	1,000	1,500
Impairment	-	-
Total	11,008,082	13,635,397

2.3 Financial Assets at Fair value through Profit or Loss

Financial assets that are not held in one of the two business models mentioned are measured at fair value through profit or loss.

Particulars	FY 2080-81	FY 2079-80
	-	-
Total	-	-

[Signature]



[Signature]



**3 Inventories**

As per NAS 2, Inventory are value at the lower of Cost or Net Realizable Value (Selling Price Less Cost to Sell).

Particulars	FY 2080-81	FY 2079-80
Bearing/Transformer Oil		-
Hydro-Mechanical Stock		-
Spare Parts of Electromechanical Equipment's		-
Total	-	-

4 Other Assets

Particulars	FY 2080-81	FY 2079-80
Advance for Land	5,340,000	5,340,000
Deposits-Gaurishankar Conservation Area Singati	1,824,146	-
Advance Income Tax	20,126	
Other Advances	4,957,471	11,164,435
Prepaid Insurance	3,042,751	3,426,117
Total	15,184,494	19,930,553

Note.: As company allocate 10 ropani land (Kitta No.: 1353, 1324,1409,273 at Marbhu, Dolakha District) at site to compansate for cutoff of trees in intake and transmission line to forest devision Dolakha but due to some circumstances the land niether be transferred to company name nor to forest devision. So advance for land balance is carried from previous year.

5 Current Tax Asset/Liabilities

Current tax is the amount of income tax payable (recoverable) in respect of the taxable profit (loss) for a period.

Particulars	FY 2080-81	FY 2079-80
Current Year Income Tax Liabilities		-
Tax Assets of Prior Periods		-
Total	-	-

6 Deferred Tax Asset/Liabilities

Deferred income tax is the income tax payable (recoverable) in future periods in respect of the temporary differences, unused tax losses and unused tax credits.

Particulars	FY 2080-81	FY 2079-80
Deferred Tax		-
Total	-	-






7 Investment in Associates

The investment in company with holding more than 20% and less than 50% is normally treated as Investment in associate subject to SIGNIFICANT INFLUENCE exercised.

Particulars	FY 2080-81	FY 2079-80
Investment in Quoted Associates		-
Investment in Unquoted Associates		-
Total	-	-

10 Share Capital

Particulars	FY 2080-81	FY 2079-80
Ordinary Shares	800,000,000	520,000,000
Total	800,000,000	520,000,000

10.1 Ordinary Shares

Particulars	FY 2080-81	FY 2079-80
Authorized Capital		
8000000 Ordinary Shares of Rs.100 Each	800,000,000	800,000,000
Issued Capital		
8000000 Ordinary Shares of Rs.100 Each	800,000,000	800,000,000
Subscribed and Paid up Capital		
8000000 Ordinary Shares of Rs.100 Each (Previous Year		
5200000 Ordinary Shares)	800,000,000	520,000,000
Total	800,000,000	520,000,000






10.1 Ordinary Share Ownership

Particulars	FY 2080-81	FY 2079-80
Domestic Ownership		
Nepal Government		-
"A" class licensed institutions		-
Other licensed institutions		-
Other Institutions		-
Public	35%	-
Private Promotor	65%	100%
Foreign ownership		-
Total	100%	100%

11 Share Application Money

Particulars	FY 2080-81	FY 2079-80
Share Application Money	-	-
Total	-	-

17 Reserves and Surplus

17.1 General Reserves

Particulars	FY 2080-81	FY 2079-80
Retained earnings	(190,643,014)	(134,104,118)
IPO Issuance Cost	(5,441,542)	-
Profit/(Loss) during Year	(86,592,025)	(56,538,896)
Total	(282,676,581)	(190,643,014)

17.2 Other Reserves

Particulars	FY 2080-81	FY 2079-80
Fair Value Reserve		-
Revaluation Reserve		-
Actuarial Reserve		-
Corporate Social Responsibility Fund		-
Total	-	-

18 Financial Liabilities

18.1 Financial Liabilities at Amortized Cost

Current		
Particulars	FY 2080-81	FY 2079-80
Borrowings from Banks and Financial Institutions	19,900,000	19,981,000
Unsecured Borrowings From Directors		-
Trade Payables	24,724,775	21,169,385
Sakura Power	14,000,000	24,758,043
Total	58,624,775	65,908,428




**Non Current**

Particulars	FY 2080-81	FY 2079-80
Borrowings from Banks and Financial Institutions	765,506,392	949,026,458
Total	765,506,392	949,026,458

19 Provisions

Particulars	FY 2080-81	FY 2079-80
Provision for Staff Bonus		-
Provisions for Redundancy		-
Provisions for Restructuring		-
Total	-	-

20 Other Liabilities

Particulars	FY 2080-81	FY 2079-80
Audit Fee Payable	278,750	278,750
Staff Salary Payable	826,000	296,424
Liabilities for Social Security Fund	58,170	28,087
Liabilities for employees defined benefit obligations		-
Advance From Directors		-
<i>K. B. Upreti</i>	2,000,000	
<i>Mahendra Kumar Giri</i>	1,000,000	
<i>Narayan D. Timalsina</i>	2,000,000	
<i>Radhe Shyam</i>	2,000,000	
<i>Ram Hari Bajagain</i>	1,300,000	
Leave allowance Payable		-
Retention Money Payable	-	19,241,957
TDS Payable	437,963	211,038
SST Payable	13,648	20,075
TDS on Audit Fees	-	3,750
Interest payable		120,760
Sundry Payable	-	-
Employees Advance	-	-
Site Expense Payable		-
Everest Energy Co- Operative Ltd	-	55,207,595
Total	9,914,530	75,408,436




**Manakamana Engineering Hydropower Limited**

Notes to Financial Statements

For the Year Ended 31st Ashadh 2081

21 Revenue

Particulars	FY 2080-81	FY 2079-80
Revenue From Sales of Electricity	104,556,407	105,409,333
Total	104,556,407	105,409,333

22 Cost of Sales

Particulars	FY 2080-81	FY 2079-80
Royalty on Installed Capacity	231,728	500,000
Royalty on Power Generation	1,858,985	2,055,401
Operation and Maintenance of Plant	10,295,925	9,119,941
Insurance Expenses	3,897,936	3,132,138
Shutdown compensation expenses	71,670	-
Repair & Maintenance	-	-
Site Expenses	2,382,168	2,137,535
NEA Rebate Expenses	1,589,478	2,665,737
Total	20,327,890	19,610,752

23 Other Income

Particulars	FY 2080-81	FY 2079-80
Foreign exchange revaluation gain	-	-
Fair Value Gain/loss on sale of Financial Assets measured at Fair value through Profit or Loss	-	-
Fair value gain/loss on investment properties	-	-
Dividend on equity instruments	-	-
Gain/loss on sale of property and equipment	-	-
Gain/loss on sale of investment property	-	-
Other Income	1,341,748	-
Income from Insurance Claim	1,977,000	-
Total	3,318,748	-

24 Personnel Expenses

Particulars	FY 2080-81	FY 2079-80
Salary	1,876,443	1,983,505
Allowances	1,216,124	241,000
Approval Fees	-	-
Gratuity Expense	-	-
Provident Fund	-	-
Social Security Fund	243,937	229,022
Uniform	-	-
Training & development expense	-	-
Leave encashment	-	-
Medical	-	-
Insurance	-	-
Employees incentive	-	-
Cash-settled share-based payments	-	-
Finance expense under NFRS	-	-
Other expenses related to staff	28,687	-
Total	3,355,192	2,453,527



Manakamana Engineering Hydropower Limited







25 Other Operating and Administrative expenses

Particulars	FY 2080-81	FY 2079-80
Auditors' remuneration	278,750	282,500
Advertisement Expenses	47,883	129,691
Professional and legal expense	830,364	41,000
Consulting Charges	84,750	598,682
Office administration expense	896,951	2,904,280
Operating lease expense	462,000	466,800
Rating Charges	271,200	536,750
Corporate social responsibility expense	1,151,403	632,935
Water and Electricity	20,310	8,820
Repair and Maintenance	-	-
(a) Building	-	-
(b) Vehicle	317,155	-
(c) Computer and Accessories	-	-
(d) Office Equipment and Furnitures	3,714	-
(e) Others	-	-
Insurance	17,450	-
Postage, telex, Telephone, Fax	-	-
Fine & Penalty	16,139	-
Internet Expenses	110,910	22,600
Kitchen Expenses	160,293	345,159
Printing & Stationary	172,350	79,173
Fuel Expenses	41,330	-
Communication Expenses	18,768	2,885
Registration And Renewal	72,500	-
Website Renewal & Maintenance	10,000	6,000
Donation	-	-
RTS Expenses	100,000	-
Meeting allowances and expenses	378,923	-
Loss on sales of vehicle	10,590	-
Travel Allowance and Expense	-	103,500
Others	163,524	-
Total	5,637,256	6,160,775

26 Impairment Charges/(Reversal)

Particulars	FY 2080-81	FY 2079-80
Impairment (charge)/reversal on Trade Receivables	-	-
Impairment (charge)/reversal on Property, Plant and Equipment	-	-
Impairment (charge)/reversal on Goodwill and Intangible Assets	-	-
Impairment (charge)/reversal on Investment Properties	-	-
Total	-	-






27 Depreciation & Amortization

Particulars	FY 2080-81	FY 2079-80
Depreciation of Property, Plant and Equipment	253,325	46,657,158
Amortization of Intangible Assets	46,526,921	3,013
Total	46,780,246	46,660,172

28 Finance Income

Particulars	FY 2080-81	FY 2079-80
Interest Income	-	-
Total	-	-

29 Finance Cost

Particulars	FY 2080-81	FY 2079-80
Bank Charges & Commission	19,415	2,253,948
Interest on Loan	118,337,182	84,809,055
Total	118,356,596	87,063,003

30 Income Tax Expenses

Particulars	FY 2080-81	FY 2079-80
Current tax expense		
Current year		-
Adjustments for prior years		-
Deferred tax (Income)/expense		
Origination and reversal of temporary differences		-
Changes in tax rate		-
Recognition of previously unrecognised tax losses		-
Total	-	-






8 Property Plant and Equipment

Particulars	Leasehold Properties	Computer & Accessories	Vehicles	Furniture & Fixtures	Office Equipment & others	Total
Cost						-
Balance as on 1st Shrawan 2080	-	-	2,797,189	484,588	358,073	3,639,851
Addition during the Year						-
Acquisition			913,000	82,995	67,000	1,062,995
Capitalization						-
Disposal during the year			(1,709,590)			(1,709,590)
Adjustment/Revaluation						-
Balance as on Ashadh end 2081	-	-	2,000,599	567,583	425,073	2,993,256
Depreciation and Impairment						-
As on Asar end 2080	-	-	1,275,518	277,340	190,553	1,743,412
Impairment for the year						-
Depreciation charge for the year			147,134	58,728	47,463	253,325
Disposals						-
Adjustments						-
As on Asar end 2081	-	-	1,422,653	336,068	238,016	1,996,737
Net Book Value						-
As on Asar end 2080	-	-	1,521,671	207,248	167,520	1,896,439
As on Asar end 2081	-	-	577,947	231,515	187,057	996,519





9 Intangible Assets

Particulars	Software	5 MW Ghatte Khola Hydro Project	Totals
Cost			
Balance as on Asar end 2080	45,200	1,470,470,708	1,470,515,908
Addition during the Year			
Acquisition	-	19,034,339	19,034,339
Capitalization			-
Disposal during the year			-
Adjustment/Revaluation			-
Balance as on Asar end 2081	45,200	1,489,505,047	1,489,550,247
Amortisation and Impairment			
As on Asar end 2080	3,013	124,668,246	124,671,260
Impairment for the year			-
Amortisation charge for the year	10,547	46,516,374	46,526,921
Disposals			-
Adjustment			-
As on Asar end 2081	13,560	171,184,621	171,198,181
Net Book Value			
As on Asar end 2080	42,187	1,345,802,462	1,345,844,648
As on Asar end 2081	31,640	1,318,320,426	1,318,352,066



 Manakamona Engineering Hydro Power Ltd.





MANAKAMANA ENGINEERING HYDROPOWER LIMITED

Kathmandu, Nepal

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNT

The accounting policies set out below have been applied consistently to all periods presented in these Financial Statements, and deviations if any have been disclosed accordingly.

1. About the Entity

M/s Manakamana Engineering Hydropower Limited is a limited liability company registered in Nepal under the Company Act, 2063. The registered office of the company is located at Anamanagar, KMC-29, Kathmandu. The company was converted into public limited company on 2080/03/25 with new registration number 264430/77/078.

The company operates 5000 kW hydropower plant at Dolakha known as "Ghattekhola Sano Hydroelectric Project" as per the terms of license issued by Ministry of Energy. This project is constructed on Build, Own, Operate, (BOT) model. The PPA is valid for the period of 35 years. After the expiry of PPA, new PPA would be done on mutual agreements. The generated electricity is sold to the Nepal Electricity Authority (NEA) as per rate agreed upon in the power purchase Agreement (PPA).

Commercial Operation Date (COD) is 22th Kartik, 2077. The power generated from the project is evacuated to distribution lines of Singhati Lamasanghu 132/33 KV sub-station.

The company does not have any subsidiary, or an interest in associate or joint venture.


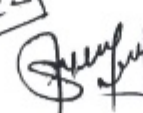


2. Basis of Preparation and Presentation

2.1. 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 been prepared complying with the relevant presentational requirements of the Company Act, 2063 of Nepal.

The company follows the Nepalese Financial Year based on the Nepalese calendar. The corresponding dates for the English calendar are as follow;

Relevant Financial Statement	Nepalese Calendar	Corresponding English Calendar
Comparative Statement of Financial Position Date	2080 Ashad 31	July 16, 2023
Comparative Reporting Period	2079 Shrawan 01 to 2080 Ashad 31	July 17, 2022 to July 16, 2023
Statement of Financial Position Date	2081 Ashad 31	July 15, 2024
Statement of Financial Reporting Period	2080 Shrawan 01 to 2081 Ashad 31	July 17, 2023 to July 15, 2024



2.2. Basis of Preparation

The financial statements have been prepared on accrual and going concern basis. 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 noncurrent classification of assets and liabilities. The financial statement is presented in functional and presentation currency of the Company i.e. Nepalese Rupee ("NPR") which is the currency of the primary economic environment in which the Company operates.

2.3. Basis of Measurement

These 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.

2.4. Critical Accounting Estimates and Judgments

The preparation of the financial statements in conformity with Nepal Financial Reporting Standards requires the use of certain critical accounting estimates and judgments. It also requires management to exercise judgment in the process of applying the Company's accounting policies. The Company makes certain estimates and assumptions regarding the future events. Estimates and judgments are continuously evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. 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.

3. Property, plant and equipment

Property, Plant & equipment (PPE) are stated at cost of acquisition or construction less accumulated depreciation and accumulated impairment losses, if any.

Cost includes Inward freight, duties and taxes and incidental expenses related to acquisition. Expenses capitalized also include applicable borrowing costs for qualifying assets, if any. All up gradation / enhancements are charged off as revenue expenditure unless they bring similar significant additional benefits. Subsequently, PPE can be measured on Cost model or Revaluation model.

3.1. Cost model

Property and equipment is stated at cost less accumulated depreciation less accumulated Impairment losses,

3.2. Revaluation model

The Hydropower Company has not applied the revaluation model to any class of freehold land and buildings or other assets.

On revaluation of an asset, any increase in the carrying amount is recognized in 'Other comprehensive Income' and accumulated in equity, under capital reserve or used to reverse a previous revaluation decrease relating to the same asset, which was charged to the Statement of Profit or Loss. In this circumstance, the increase is recognized as income to the extent of previous write down. Any decrease in the carrying amount is recognized as an expense in the Statement of Profit or Loss or debited to the Other Comprehensive income to the extent of any credit balance existing in the capital reserve in respect of that asset.

21/12/2020



The decrease recognized in other comprehensive income reduces the amount accumulated in equity under capital reserves. Any balance remaining in the revaluation reserve in respect of an asset is transferred directly to retained earnings on retirement or disposal of the asset.

An item of property, plant and equipment is de-recognized upon disposal or when no future economic benefits are expected to arise from the continued use of asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognized in the Statement of Profit or Loss and Other Comprehensive Income.

The Company has adopted Cost model for property, plant & equipment. Carrying amount of assets has been assumed as fair value.

1. Intangible Assets

Intangible Assets that the Company controls and from which it expects future economic benefits are capitalized upon acquisition and initially measured at cost comprising the purchase price (including Import duties and non-refundable taxes) and directly attributable costs to prepare the asset for its intended use.

The useful life of an intangible asset is considered finite where the rights to such assets are limited to a specified period of time by contract or law (e.g., licenses) or the likelihood of technical, technological obsolescence (e.g., computer software). If, there are no such limitations, the useful life is taken to be indefinite.

Intangible assets that have finite lives are amortized over their estimated useful lives by the straight line method unless it is practical to reliably determine the pattern of benefits arising from the asset. An intangible asset with an indefinite useful life is not amortized.

All intangible assets are tested for impairment. Amortization expenses and impairment losses and reversal of impairment losses are taken to the Statement of Profit or Loss and Other Comprehensive Income. Thus, after initial recognition, an intangible asset is carried at its cost less accumulated amortization and / or impairment losses.

Gains or losses arising from de-recognition 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 and loss when the asset is derecognized.

The company has capitalized the project cost incurred to develop the Ghattekhola Sano Hydroelectric Project as the Intangible assets as per IFRIC 12. The subsequent cost incurred after initial capitalization would also be capitalized at the time of occurrence. The company has taken the life of such assets as 30 years from the date of operation.

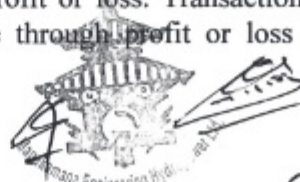
3. Financial Instruments

3.1 Recognition

Financial asset or a financial liability is recognized in the statement of financial position when the entity becomes a party to the contractual provisions of the instrument.

3.2 Initial Measurement

All financial instruments are measured initially at their fair value plus transaction costs that are directly attributable to acquisition or issue of such financial instruments except in the case of such financial assets and liabilities at fair value through profit or loss. Transaction cost in relation to financial assets and financial liabilities at fair value through profit or loss are dealt with the Statement of Profit or Loss.





3.3 Financial Asset Classification

NFRS 9 classifies financial assets based on two characteristics:

1. Business model test

What is the objective of holding financial assets? Collecting the contractual cash flows? Selling?

2. Contractual cash flows' characteristics test

Are the cash flows from the financial assets on the specified dates solely payments of principal and interest on the principal outstanding?

Based on these two tests, the financial assets can be classified in the following categories:

- Financial Assets at Amortized Cost
- Financial Assets at Fair Value Through Other Comprehensive Income
- Financial Assets at Fair Value Through Profit Or Loss

A financial asset shall be measured at amortized cost if both of the following conditions are met:

- The financial asset is held within a business model whose objective is to hold financial 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.

A financial asset shall be measured at fair value through other comprehensive income if both of the following conditions are met:

- The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling 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.

3.4 De-recognition of Financial Assets

An entity shall derecognize a financial asset when, and 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.

3.5 Financial Liabilities Classification

An entity shall classify all financial liabilities as subsequently measured at amortized cost, except for:

- Financial liabilities at fair value through profit or loss. Such liabilities, including derivatives that are liabilities, shall be subsequently measured at fair value.
- Financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition or when the continuing involvement approach applies.

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3.6 De recognition of Financial Liabilities

An entity shall remove a financial liability (or a part of a financial liability) from its statement of financial position when, and only when, it is extinguished— i. e. when the obligation specified in the contract is discharged or cancelled or expires.

The difference between the carrying amount of a financial liability (or part of a financial liability) extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, shall be recognized in profit or loss.

3.7 Impairment of Financial Assets

An entity shall recognize a loss allowance for expected credit losses on a financial asset that is measured at amortized cost or fair value through other comprehensive income, a lease receivable, a contract asset or a loan commitment and a financial guarantee contract to which the impairment requirements apply.

Subject to paragraphs on purchased or originated credit-impaired financial assets, at each reporting date, an entity shall measure the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition.

Subject to paragraphs on purchased or originated credit-impaired financial assets, if, at the reporting date, the credit risk on a financial instrument has not increased significantly since initial recognition, an entity shall measure the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses.

4. Simplified approach for trade receivables, contract assets and lease receivables

An entity shall always measure the loss allowance at an amount equal to lifetime expected credit losses for:

(a) Trade receivables or contract assets that result from transactions that are within the scope of IFRS 15 Revenue from Contracts with Customers, and that:

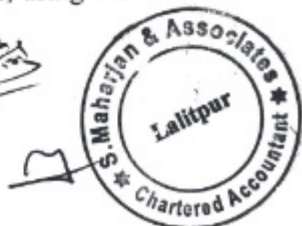
(i) Do not contain a significant financing component in accordance with IFRS 15 Revenue from Contracts with Customers or

(ii) Contain a significant financing component in accordance with IFRS 15 Revenue from Contracts with Customers, if the entity chooses as its accounting policy to measure the loss allowance at an amount equal to lifetime expected credit losses. That accounting policy shall be applied to all such trade receivables or contract assets but may be applied separately to trade receivables and contract assets.

(b) Lease receivables that result from transactions that are within the scope of IFRS 16 Leases, if the entity chooses as its accounting policy to measure the loss allowance at an amount equal to lifetime expected credit losses. That accounting policy shall be applied to all lease receivables but may be applied separately to finance and operating lease receivables.

5. Depreciation and Amortization

1. 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.





4. 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.
3. 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 of purchase. The Assets procured up to Poush end are absorbed fully, procured up to Chaitra End are absorbed 2/3rd and procured after Chaitra end are absorbed 1/3rd amount of total cost. The useful life of the assets and the corresponding rates at which the assets are depreciated are as follows:

Category of Assets	Estimated useful Life	Depreciation Rate
Building/Civil Structure	30 years	3.33%
Plant and Equipment	20 years	5%
Office Equipment	4-5 years	25%
Furniture and fixtures	4-5 years	25%
Computers and accessories	4-5 years	25%
Vehicles	5 years	20%

4. Useful life is either the period of time which the assets 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 estimate accounted for on a prospective basis.

6. Impairment of non-financial assets

Non-financial assets subject to impairment testing include intangible assets and property, plant and equipment. Impairment of material intangible assets under construction are tested at least once a year. Assets subject to depreciation and amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment test is performed by comparing the carrying amount of the asset or cash generating unit (CGU) to its recoverable amount. The recoverable amount is calculated as the higher of the fair value less costs to sell and Value in use which is the present value of the future cash flows from an asset or CGU.

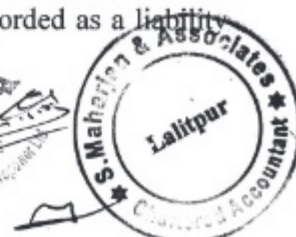
6. Retirement Benefits Obligations

6.1 Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan under which MEHL pays fixed contribution into a separate Institution (or own fund) and will have no legal or constructive obligation to pay further contributions if the fund does not hold sufficient assets to pay all employee benefits relating to employee services in the current and prior periods, as defined in Nepal Accounting Standards — NAS 19 (Employee Benefits).

The contribution payable by the employer to a defined contribution plan in proportion to the services rendered to by the MEHL employees and is recorded as an expense under 'Personnel expenses' as and when they become due. Unpaid contributions, if any, are recorded as a liability under 'Other liabilities'. Company has no any defined contribution plans.

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6.2 Defined Benefit Plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. Accordingly, staff gratuity and leave encashment has been considered as defined benefit plans as per Nepal Accounting Standards — NAS 19 (Employee Benefits).

6.3 Gratuity

Gratuity has been booked as per the prevailing Labor Act, 2074 in Nepal. The Board of Directors (BOD) meeting has decided to deposit the Gratuity amount i.e. 8.33% of basic salary per month of the employee in an approved gratuity fund "Social Security Fund". As the gratuity of employee is fixed, so as per NAS 19 actuarial valuations for Gratuity is not required in order to determine the liability or asset that the company have at the year end.

6.4 Unutilized Accumulated Leave

MEHL's liability towards the accumulated leave which is expected to be utilized beyond one year from the end of the reporting period is treated as other long term employee benefits. MEHL's net obligation towards unutilized accumulated leave is calculated by discounting the amount of future benefit that employees have earned in return for their service in the current and prior periods to determine the present value of such benefits. The discount rate is the yield at the reporting date on government bonds that have maturity dates approximating to the terms of MEHL's obligation. The calculation is performed using the Projected Unit Credit method. Net change in liability for unutilized accumulated leave including any actuarial gain and loss are recognized in the Statement of Profit or Loss under 'Personnel Expenses' in the period in which they arise.

NAS 19 requires actuarial valuations for Leave encashment in order to determine the liability or asset that the company has at the year end. Actuarial valuations have been carried out to determine the same.

6.5 Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

7. Provisions and Contingencies

In accordance with Nepal Accounting Standards (NAS) 37- Provisions, Contingent Liabilities and Contingent Assets, a provision is required to be recognized where there is a present legal or constructive obligation as a result of a past event that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation, the timing or amount of which are uncertain.

The company has made provisions for all those obligations meeting the definition of NAS 37.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or nonoccurrence 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 nonoccurrence of one or more uncertain future events not wholly within the control of the entity.

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

8. Government grants

Government grants are assistance by government in the form of transfers of resources to an entity in return for past or future compliance with certain conditions relating to the operating activities of the entity.

Government grants can be Grants related to assets or Grants related to income. Under Grants related to assets, there is a condition that the entity shall purchase, construct or otherwise acquire long-term assets. Grants related to income are grants other than grants related to assets.

Government grants are recognized when there is reasonable assurance they will be received and the corporation will comply with the conditions associated with the grant. Government grants that compensate the corporation for expenses Incurred are recognized in profit or loss in the same period in which the expenses are recognized. Grants that compensate the corporation for the cost of an asset are recorded as deferred revenue and recognized in other revenue over the service life of the related asset.

Government grants shall be recognized as income over the periods necessary to match them with the related costs which they are intended to compensate, on a systematic basis.

Once a government grant is recognized, any related contingent liability or contingent asset is treated in accordance with NAS 37: Provisions, Contingent Liabilities and Contingent Assets.

9. Borrowing cost

As per NAS 23, Borrowing costs are the costs incurred by the company in borrowing loans for construction of assets or any capital goods. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs. Borrowings can be general or specific. Borrowing costs are capitalized till the construction of asset is complete and is ready for use.

The costs have been charged to Statement of Profit or Loss since the asset has already come into operation.

Company has paid the interest of previous year in this year and charged in the PL as it was not recognized in previous year. Total interest of previous year recognized in this year on payment basis is NPR 3,00,46,539.81.

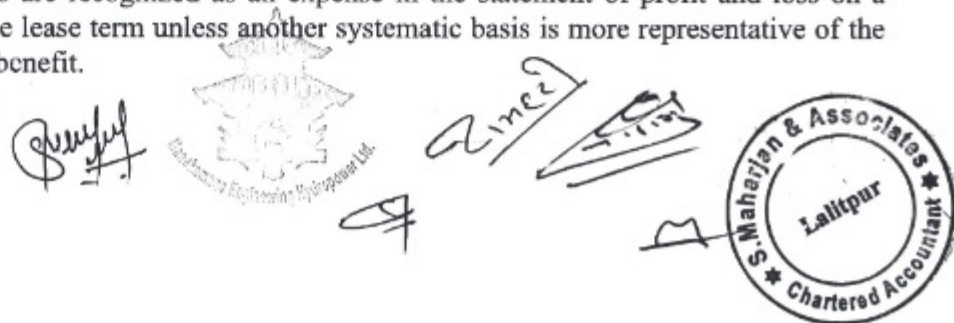
10. Leases

Leases are recognized as a finance lease wherever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

10.1 Company as a Lessee

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

10.2 Company as a lessor





Lease Income from operating leases shall be recognized in income on a straight-line basis over the lease term, unless another systematic basis is more representative of the time pattern in which use benefit derived from the leased asset is diminished.

The company has accounted for operating lease payments on straight line basis over the period of lease term and made necessary changes in previous year's figures in respect of operating lease as per NAS 17.

11. Income Tax

As per Nepal Accounting Standard- NAS 12 (Income Taxes) tax expense is the aggregate amount included in determination of profit or loss for the period in respect of current and deferred taxation. Income Tax expense is recognized in the statement of Profit or Loss, except to the extent it relates to items recognized directly in equity or other comprehensive income in which case it is recognized in equity or in other comprehensive income.

Income Tax Act 2058 has specified a tax rate of 25% flat for Hydropower Companies.

As per Section II (3 Gha) of Income Tax Act 2058, Hydropower companies are exempted from tax for the first 10 years of its operation and 50% concession on tax is provided for the next 5 years thereon.

Manakamana Engineering Hydropower Ltd. plant (5MW) has started its commercial operation from 23 Kartik 2077. Thus, the company is in tax holiday period.

11.1 Current Tax

Current tax assets and liabilities consist of amounts expected to be recovered from or paid to Inland Revenue Department in respect of the current year, using the tax rates and tax laws enacted or substantively enacted on the reporting date and any adjustment to tax payable in respect of prior years.

According to Section 11(3D) of Income Tax Act, 2058 corporate tax is 100% exempt for 10 years and 50% exempt for further 5 years as eligible under the current hydropower policy of Government. Therefore, provision for corporate tax has not been made with respect to operational revenue from the project.

However, required provision has been made in respect of interest income earned on term deposits.

11.2 Deferred Tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities and the amounts used for taxation purposes (tax base), at the tax rates and tax laws enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognized for the future tax consequences to the extent it is probable that future taxable profits will be available against which the deductible temporary differences can be utilized.

Income tax, in so far as it relates to items disclosed under other comprehensive income or equity, are disclosed separately under other comprehensive income or equity, as applicable.

Deferred tax assets and liabilities are offset when there is legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances related to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on net basis, or to realize the asset and settle the liability simultaneously.

(Handwritten signatures and stamps)





The company is in tax holiday period due to which no temporary differences arise on carrying amount and tax base and hence no deferred tax assets/liabilities have been recognized.

12. Cash and Cash Equivalent

Cash and Cash Equivalent in the statement of financial position comprise cash in hand, cash at Banks and Financial Institutions.

13. Inventory

Cost of inventories comprise of cost of purchase, costs of conversion and other costs in bringing the asset to the location and condition intended to be used by management. Inventories are stated at lower of cost or Net realizable value. Net Realizable value represents the estimated selling price of the inventory less any estimated costs to sell. Inventory is maintained in First in First out (FIFO) Basis.

14. Revenue Recognition

14.1 Sale of electricity

NAS 18 on 'Revenue' requires revenue to be recognized when it is probable that economic benefits associated with the transactions will flow to the entity and the amount can be measured reliably. It requires that the entity has transferred the risks and rewards of ownership of the goods to the buyer.

Sale of electricity is the regular course of business of MEHL, therefore revenue is recognized at the rate/s given Power purchase agreement based on the approved meter reading from Banchara (Alternative) substation of Nepal Electricity Authority. Revenue is recognized after netting off any deduction made by Nepal Electricity Authority.

14.2 Dividend and Interest income

Dividend income from investment in shares is recognized when the right to receive the payment has been established.

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the entity and the amount can be measured reliably.

All other incomes are recognized on accrual basis.

15. Foreign currency translation

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.

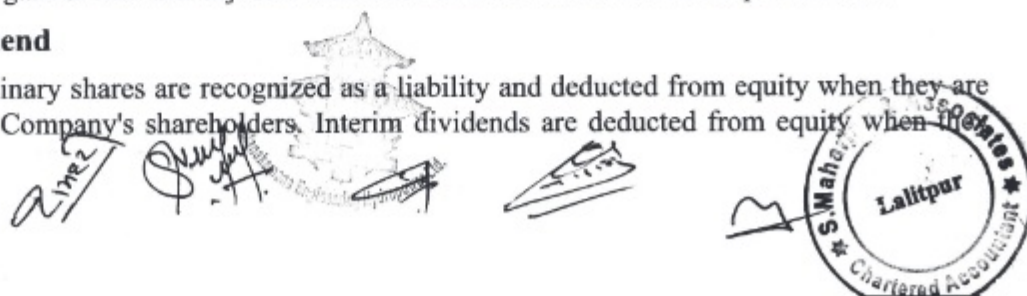
Revenues and expenses resulting from transactions in foreign currencies are translated to Nepalese Rupee equivalents at exchange rates approximating those in effect at the transaction date.

Monetary assets and liabilities denominated in foreign currencies are translated into Nepalese rupee at the exchange rate prevailing at the reporting date. Translation gains and losses are credited or charged to Profit or loss in the current period.

Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous financial statements has been recognized (using the closing rate of reporting date) as foreign exchange gain or loss and adjusted with statement of Profit and Loss as per NAS 21.

16. Proposed Dividend

Dividends on ordinary shares are recognized as a liability and deducted from equity when they are approved by the Company's shareholders. Interim dividends are deducted from equity when they are





Dividends proposed by the Board of Directors after the reporting date is not recognized as a liability and is only disclosed as a note to the financial statements

16.1 Withholding tax on dividends

Withholding tax that arises from the distribution of dividends by the Company is recognized at the same time as the liability to pay the related dividend is recognized.

17. Other Income

Other income includes foreign exchange gain, income from sales of office vehicle and other miscellaneous income.

18. Operating segments (NFRS 8)

Operating segment is a component of an entity:

- That engages in business activities from which it may earn revenues and incur expenses (including revenues and expenses relating to transactions with other components of the same entity).
- Whose operating results are regularly reviewed by the entity's chief operating decision maker to make decisions about resources to be allocated to the segment and assess its performance; and
- For which discrete financial information is available.

NFRS 8 requires an entity whose debt or equity securities are publicly traded, that files, or is in the process of filing, its (consolidated) financial statements with a securities commission or other regulatory organization for the purpose of issuing any class of instruments in a public market, to disclose information to enable users of its financial statements to evaluate the nature and financial effects of the different business activities in which it engages and the different economic environments in which it operates.

19. Earnings per share

Earnings per share is the portion of company's profit allocated to each outstanding share of common stock. Basic earnings per share is computed by dividing the net profit/ (loss) for the year by the weighted average number of equity shares outstanding during the year.

Basic earnings per share is calculated by dividing the net profit for the year attributable to equity holders of the parent by the weighted average number of ordinary shares outstanding during the year, as per the NAS.

NAS 33 - Earnings per Share.	FY 2080-81	FY 2079-80
Amount used as a Numerator		
Profit Attributable to ordinary Shareholders	(86,592,025)	(56,538,896.00)
Amount used as the Denominator		
Weighted average number of Ordinary Shares	8,000,000.00	5,200,000.00
Basic Earnings per Ordinary Share (NPR)	(10.82)	(10.87)

Signature

Signature



Signature





धितो पत्र दर्ता तथा निष्काशन नियमावली, २०७३ को नियम २६ को उपनियम (२) सँग सम्बन्धित अनुसूची १५ बमोजिमको वार्षिक वितरण (आ.व. २०८०/०८१)

१. संचालक समितिको प्रतिवेदन : सम्बन्धित शिर्षक अन्तर्गत राखिएको ।
२. लेखापरीक्षणको प्रतिवेदन : सम्बन्धित शिर्षक अन्तर्गत राखिएको ।
३. लेखापरीक्षण भएको वित्तीय विवरण : सम्बन्धित शिर्षक अन्तर्गत राखिएको ।
४. कानूनी कारवाही सम्बन्धी विवरण :
 - (क) त्रैमासिक अवधिमा संगठित संस्थाले वा संस्थाका विरुद्ध कुनै मुद्दा दायर भएको भए,
 - त्रैमासिक अवधिमा संगठित संस्थाले वा संस्थाका विरुद्ध कुनै मुद्दा दायर भएको छैन ।
 - (ख) संगठित संस्थाका संस्थापक वा संचालकले वा संस्थापक वा संचालकको विरुद्धमा प्रचलित नियमको अवज्ञा वा फौजदारी अपराध गरेको सम्बन्धमा कुनै मुद्दा दायर गरेको वा भएको भए,
 - यस कम्पनीको जानकारीमा नभएको ।
५. संगठित संस्थाको शेयर कारोबार तथा प्रगतिको विश्लेषण:
 - (क) धितो पत्र बजारमा भएको संगठित संस्थाको शेयरको कारोबार सम्बन्धमा व्यवस्थापनको धारणा:
 - नेपाल स्टक एक्सचेन्ज तथा धितो पत्र बोर्डको सुपरिवेक्षण व्यवस्थाको अधिनमा रही कारोबार गरेको ।
 - (ख) आ.व. २०८०/०८१ मा संगठित संस्थाको अधिकतम, न्युनतम र अन्तिम मुल्यका साथै कुल कारोबार शेयर संख्या र कारोबार दिन
 - अधिकतम मुल्य : ३८३
 - न्युनतम मुल्य : १७५
 - अन्तिम मुल्य : ३४८
 - कुल कारोबार शेयर संख्या : ६९,४८,९१० कित्ता
 - कुल कारोबार दिन : १८३
६. समस्या तथा चुनौती:
 - (क) आन्तरिक समस्या तथा चुनौती
 - यन्त्र उपकरणहरूमा उत्पन्न हुने प्रवाधिक तथा यान्त्रिक गडबडी ।
 - दक्ष जनशक्ति व्यवस्थापनमा चुनौती ।
 - (ख) बाह्य समस्या तथा चुनौती:
 - ऐन, कानून तथा सरकारी नीति नियममा हुने परिवर्तन ।
 - जलविद्युतको लागि आवश्यक मेशिनरी उपकरण तथा स्पेयर पार्टसहरूको लागि स्वदेशी आपूर्तिकर्ता तथा विक्रेताहरूको अभाव ।
 - ट्रान्समिसन लाईनमा उत्पन्न हुने प्रवाधिक समस्याहरू ।
 - बाढि, पहिरो, खडेरी, भुकम्प जस्ता प्राकृतिक विपत्तिबाट हुन सक्ने जोखिम ।
 - नदीको जलप्रवाहमा आउने अनपेक्षित घटाव ।
 - (ग) रणनीति:
 - लगानीकर्ताहरूको प्रतिफल सुनिश्चित गराउन भविष्यमा आईपर्ने चुनौतिहरूको पहिचान, विश्लेषण र मुल्यांकन गरि अवसरको रूपमा परिणत गर्ने, गराउने ।
 - लगानी गर्न उपयुक्त र उच्च प्रतिफल दिने अन्य आयोजनाहरूको खोजि गरि लगानीको लागि समन्वय गर्ने ।
७. संस्थागत सुशासन:
 - प्रचलित ऐन, नियम अनुसार सम्बन्धित नियमनकारी निकायहरूद्वारा जारी गरिएको निर्देशन तथा परिपत्रहरूको नियमानुसार परिपालना गरिएको छ । संस्थागत सुशासनलाई सदैव उच्च प्राथमिकतामा राख्दै आएको र संस्थागत सुशासन सम्बन्धी निर्देशन तथा परिपत्रहरूको पूर्ण रूपले पालना गरिएको छ ।
 - संस्थागत सुशासन अभिवृद्धिका लागि संचालक समितिले कर्मचारी सेवा विनियमावली, आर्थिक प्रशासन सम्बन्धी विनियमावली, जोखिम व्यवस्थापन विनियमावली, संचालक निर्वाचन सम्बन्धी विनियमावली लगायत समय समयमा कम्पनी व्यवस्थापनबाट आवश्यक निर्देशनहरू जारी गरि त्यसको कार्यान्वयन गरिएको छ ।



मनकामना इन्जिनियरिङ हाईड्रोपावर लिमिटेड

(घट्टे खोला साना जलविद्युत आयोजना ५ मे.वा.)

संस्थागत सुशासन सम्बन्धी वार्षिक अनुपालना प्रतिवेदन

(सूचिकृत संगठित संस्थाहरूको संस्थागत सुशासन सम्बन्धी निर्देशिका, २०७४ बमोजिम)

सूचिकृत संगठित संस्थाको नाम	मनकामना इन्जिनियरिङ हाईड्रोपावर लि.
ठेगाना इमेल र वेबसाइट सहित	ठेगाना: अनामनगर-२९, काठमाण्डौ । Email :hydromanakamana@gmail.com Website : www.hydromanakamana.com.np
फोन नं.	०१-४१०२६०६
प्रतिवेदन पेश गरिएको आ.व.	२०८०-०८१

१ संचालक समिति सम्बन्धी विवरण

(क) संचालक समितिको अध्यक्षको नाम तथा नियुक्ति मिति :

कृष्ण बहादुर उप्रेती	२०८०.०९.२८
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(ख) संस्थाको शोयर संरचना सम्बन्धी विवरण (संस्थापक, सर्वसाधारण तथा अन्य):

क्र.स.	विवरण	कित्ता	रकम	कैफियत
१.	संस्थापक	५२,००,०००	५२,००,००,०००/-	
२.	सर्वसाधारण (स्थानिय समेत)	२८,००,०००	२८,००,००,०००/-	

(ग) संचालक समिति सम्बन्धी विवरण:

क्र.स.	संचालकहरूको नाम तथा ठेगाना	प्रतिनिधित्व भएको समुह	शोयर संख्या	नियुक्ति भएको मिति	पद तथा गोपनियताको शपथ लिएको मिति	संचालक नियुक्तिको तरीका (विधि)
१.	कृष्ण बहादुर उप्रेती दोलखा, नाम्दु ८	संस्थापक	१,००,०००	२०८०.०९.२८	२०८०.०९.२८	तेस्रो वार्षिक साधारण सभा
२.	राधेश्याम खड्का गोठार-८, काठमाण्डौ	संस्थापक	१,००,०००	२०८०.०९.२८	२०८०.०९.२८	तेस्रो वार्षिक साधारण सभा
३.	रामहरि बजगाईं हुर्खर्क-९, काभ्रेपलान्चोक	संस्थापक	१,००,०००	२०८०.०९.२८	२०८०.०९.२८	तेस्रो वार्षिक साधारण सभा
४.	नारायण दत्त तिमिल्सिना इकुडोल-८, ललितपुर	संस्थापक	१,००,०००	२०८०.०९.२८	२०८०.०९.२८	तेस्रो वार्षिक साधारण सभा
५.	बाल कुमार बास्तोला	सर्वसाधारण	१,००२	२०८०.०९.२८	२०८०.०९.२८	तेस्रो वार्षिक साधारण सभा
६.	सिता ढकाल पौडेल	सर्वसाधारण	१,९००	२०८०.०९.२८	२०८०.०९.२८	तेस्रो वार्षिक साधारण सभा

नोट : पछिल्लो साधारण सभा पछि संचालकहरू नियुक्ति भए सो सम्बन्धी जानकारी र सो सम्बन्धमा बोर्डलाई जानकारी गराएको मिति समेत छुट्टै उल्लेख गर्नुपर्ने ।



(घ) संचालक समितिको बैठक

- संचालक समितिको बैठक संचालन सम्बन्धी विवरण:

क्र.स	ग्रस आ.व.मा बसेको संचालक समितिको बैठकको मिति	उपस्थित संचालकहरूको संख्या	बैठकको निर्णयमा भिन्न मत राखी हस्ताक्षर गर्ने संचालकको संख्या	गत आ.व. मा बसेको बैठकको मिति
१.	२०८०.०४.११	४	-	२०७९.०४.१८
२.	२०८०.०४.१४	४	-	२०७९.०५.२५
३.	२०८०.०४.१९	४	-	२०७९.०५.३०
४.	२०८०.०४.२५	४	-	२०७९.०६.२४
५.	२०८०.०६.२२	४	-	२०७९.०६.२४
६.	२०८०.०६.२५	४	-	२०७९.०६.३०
७.	२०८०.०८.२१	४	-	२०७९.०७.१६
८.	२०८०.०८.२९	४	-	२०७९.०७.२३
९.	२०८०.०९.१३	४	-	२०७९.०८.२१
१०.	२०८०.०९.२८	६	-	२०७९.०८.२३
११.	२०८०.१०.०४	६	-	२०७९.०९.२४
१२.	२०८०.१०.०७	६	-	२०७९.११.१७
१३.	२०८०.१०.१५	६	-	२०७९.१२.२२
१४.	२०८०.१०.१६	६	-	२०७९.१२.२२
१५.	२०८०.१२.१४	६	-	२०८०.०२.१४
१६.	२०८१.०२.१०	६	-	२०८०.०३.२५
१७.	२०८१.०३.२६	६	-	
१८.	२०८१.०३.३१	६	-	

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

संचालक समितिको बैठकमा संचालक वा वैकल्पिक संचालक उपस्थित भए-नभएको (नभएको अवस्थामा बैठकको मिति सहित कारण खुलाउने)	उपस्थित भएको
संचालक समितिको बैठकमा उपस्थित संचालकहरू, छलफल भएको विषय र तत् सम्बन्धमा भएको निर्णयको विवरण (माईन्यूट) को छुट्टै अभिलेख राखे/नराखेको)	राखेको
संचालक समितिको दुई लगातार बसेको बैठकको अधिकतम अन्तर (दिनमा)	५७ दिन
संचालक समितिको बैठक भत्ता निर्धारण सम्बन्धमा बसेको वार्षिक साधारण सभाको मिति	२०८०/०९/२८
संचालक समितिको प्रति बैठक भत्ता	अध्यक्ष रु.३,५००/- प्रति संचालक रु.२,५००/-
आ.व. को संचालक समितिको कुल बैठक खर्च रु.	बैठक भत्ता नलिएको

२. संचालकको आचरण सम्बन्धी तथा अन्य विवरण

संचालकको आचरण सम्बन्धमा सम्बन्धित संस्थाको आचार संहिता भए/नभएको	प्रचलित कानून बमोजिम हुने
एकाघर परिवारको एक भन्दा बढी संचालक भए सो सम्बन्धी विवरण	नभएको



संचालकहरूको वार्षिक रुपमा सिकाई तथा पूर्णताजगी कार्यक्रम सम्बन्धी विवरण					तालिम संचालन नभएको
क्र.स.	विषय	मिति	सहभागी संचालकको संख्या	तालिम संचालन भएको स्थान	
-	-	-	-	-	
संचालकले उस्तै प्रकृतिको उद्देश्य भएको सूचिकृत संस्थाको संचालक, तलबी पदाधिकारी, कार्यकारी प्रमुख वा कर्मचारी भई कार्य गरेको भए सो को विवरण:					जानकारी प्राप्त नभएको
संचालकहरूलाई नियमन निकाय तथा अन्य निकायहरूबाट कुनै कारवाही गरिएको भए सो को विवरण					कुनै कारवाही नभएको
प्रत्येक संचालकले आफू संचालकको पदमा नियुक्त वा मनोनयन भएको पन्ध्र दिनभित्र देहायका कुराको लिखित जानकारी गराएको/नगराएको र नगराएको भए सो को विवरण					जानकारी नगराएको जानकारी नगराएको जानकारी नगराएको छैन
● संस्थासंग निज वा निजको एकैघरको परिवारको कुनै सदस्यले कुनै किसिमको करार गरे को वा गर्न लागेको भए सो को विवरण					
● निज वा निजको एकैघरको परिवारको सदस्यले संस्था वा सो संस्थाको मुख्य वा सहायक कम्पनीमा लिएको शेयर वा डिबेन्चरको विवरण					
● निज अन्यकुनै संगठित संस्थाको आधारभुत शेयरधनी वा संचालक रहेको भए त्यसको विवरण					
● निजको एकैघरको परिवारको कुनै सदस्य संस्थामा पदाधिकारी वा कर्मचारीको हैसियतमा काम गरिरहेको भए सो को विवरण ।					

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

- (क) जोखिम व्यवस्थापनको लागि कुनै समिति गठन भए/नभएको, गठन नभएको भए सो को कारण : छैन, आयोजनाको जोखिम मूल्यांकन, निवारणको कार्य कम्पनीकै कर्मचारीहरू द्वारा गरिएको हुँदा छुट्टै समितिको आवश्यक नरहेकोले गठन नगरिएको ।
- (ख) जोखिम व्यवस्थापन समिति सम्बन्धी जानकारी : नभएको
- अ. समितिको संरचना (संयोजक सदस्यहरूको नाम तथा पद):
- आ. समितिको बैठक संख्या :
- इ. समितिको कार्य सम्बन्धी छोटो विवरण :
- (ग) आन्तरिक नियन्त्रण कार्यविधि भए/नभएको : आन्तरिक नियन्त्रणका लागि संचालक समितिबाट विभिन्न नियमावली पारित गरि लागु गरिएको ।
- (घ) आन्तरिक नियन्त्रण प्रणालीको लागि कुनै समिति गठन भए/नभएको, गठन नभएको भए सो को कारण: गठन गर्न आवश्यक नभएको ।
- (ङ) आन्तरिक नियन्त्रण प्रणाली समिति सम्बन्धी विवरण :
- अ. समितिको संरचना (संयोजक तथा सदस्यहरूको नाम तथा पद)
- आ. समितिको बैठक संख्या
- इ. समितिको कार्य सम्बन्धी छोटो विवरण
- (च) आर्थिक प्रशासन विनियमावली भए/नभएको : भएको



४. सूचना तथा जानकारी प्रवाह सम्बन्धी विवरणः

(क) संस्थाले सार्वजनिक गरेको सूचना तथा जानकारी प्रवाहको विवरणः

विषय	माध्यम	सार्वजनिक गरेको मिति
साधारण सभाको सूचना	राष्ट्रिय दैनिक पत्रिका	२०८१/०९/०५
विशेष साधारण सभाको सूचना	छैन	छैन
वार्षिक प्रतिवेदन	.	.
त्रैमासिक प्रतिवेदन	राष्ट्रिय दैनिक पत्रिका	२०८१/०७/३० (पछिल्लो प्रतिवेदन सार्वजनिक गरेको मिति)
धितोपत्रको मूल्यमा प्रभाव पार्ने मूल्य संवेदनशिल सूचना	छैन	छैन
अन्य	छैन	छैन

(ख) सूचना सार्वजनिक गरेको वा अन्य कारणले धितोपत्रबोर्ड तथा अन्य निकायबाट कारवाहीमा परेको भए सो सम्बन्धी जानकारी : छैन

(ग) पछिल्लो वार्षिक तथा विशेष साधारण सभा सम्पन्न भएको मिति :

वार्षिक साधारण सभा: २०८०/०९/२८

विशेष साधारण सभा: छैन

५. संस्थागत संरचना र कर्मचारी सम्बन्धी विवरण

(क) कर्मचारीहरूको संरचना, पदपूर्ति, वृद्धि विकास, तालिम, तलब, भत्ता तथा अन्य सुविधा, हाजिर र बिदा, आचार संहिता लगायतका कुराहरू समेटिएको कर्मचारी सेवाशर्त विनियमावली/व्यवस्था भए नभएको : भएको

(ख) सांगठनिक संरचना संलग्न गर्ने : गरिएको

(ग) उच्च व्यवस्थापन तहका कर्मचारीहरूको नाम, शैक्षिक योग्यता तथा अनुभव सम्बन्धी विवरणः

१. निर्मल न्यौपाने - प्रबन्धक

शैक्षिक योग्यता - स्नातक

अनुभव - सम्बन्धित क्षेत्रमा एघार वर्षको अनुभव

(घ) कर्मचारी सम्बन्धी अन्य विवरण

संरचना अनुसार कर्मचारी पदपूर्ति गर्ने गरे/नगरेको	गरेको
नयाँ कर्मचारीहरूको पदपूर्ति गर्दा अपनाएको प्रकृया	विज्ञापनद्वारा
व्यवस्थापन स्तरका कर्मचारीको संख्या	४
कुल कर्मचारीको संख्या	२४
कर्मचारीहरूको सक्सेसन प्लान भए/नभएको	नभएको
आ.व. मा कर्मचारीहरूलाई दिइएको तालिम संख्या तथा सम्मिलित कर्मचारीको संख्या	छैन
आ.व. को कर्मचारी तालिम खर्च रु.	छैन
कुल खर्चमा कर्मचारी खर्चको प्रतिशत	१.७५%
कुल कर्मचारी खर्चमा कर्मचारी तालिम खर्चमा खर्चको प्रतिशत	छैन

६. संस्थाको लेखा लेखापरीक्षण सम्बन्धी विवरण

(क) लेखा सम्बन्धी विवरण



संस्थाको पछिल्लो आ.व. को वित्तिय विवरण NFRS अनुसार तयार गरे/नगरेको, नगरेको भए सो को कारण	गरेको
संचालक समितिबाट पछिल्लो वित्तिय विवरण स्वीकृत भएको मिति	२०८१/०८/२९
त्रैमासिक वित्तिय विवरण प्रकाशन गरेको मिति	२०८१/०७/३० (पछिल्लो प्रतिवेदन सार्वजनिक गरेको मिति)
अन्तिम लेखापरीक्षण सम्पन्न भएको मिति	२०८१/०८/२९
साधारण सभाबाट वित्तिय विवरण स्वीकृत भएको मिति	स्वीकृत हुनबाँकी
संस्थाको आन्तरिक लेखा परीक्षण सम्बन्धी विवरण अ) आन्तरीक रुपमा लेखा परीक्षण गर्ने गरिएको वा बाह्य विज्ञ नियुक्तगर्ने गरिएको आ) बाह्य विज्ञ नियुक्त गरिएको भए सो को विवरण (इ) आन्तरीक लेखापरीक्षण कति अवधिगर्ने गरिएको (त्रैमासिक, चौमासिक वा अर्धवार्षिक)	नियुक्त गरिएको त्रैमासिक

(ख) लेखापरीक्षण समिति सम्बन्धी विवरण

संयोजक तथा सदस्यहरूको नाम, पद तथा योग्यता	हाललाई गठन नगरिएको
बैठक बसेको मिति तथा उपस्थित सदस्य संख्या	
लेखापरीक्षण समितिले आफ्ना काम कारवाहीको प्रतिवेदन संचालक समितिमा पेश गरेको मिति :	

७. अन्य विवरण

संस्थाले संचालक तथा निजको एकाघरका परिवारको वित्तिय स्वार्थ भएको व्यक्ति, बैंक तथा वित्तिय संस्थाबाट ऋण वा सापटी वा अन्य नलिएको	नलिएको
प्रचलित कानुन बमोजिम कम्पनीको संचालक, शेयरधनी, कर्मचारी, सल्लाहकार, परामर्शदाताको हैसियतमा पाउने सुविधा वा लाभ बाहेक सूचिकृत सांगठित संस्थाको वित्तिय स्वार्थ भएको कुनै व्यक्ति, फर्म, कम्पनी, कर्मचारी, सल्लाहकार वा परामर्शदाताले संस्थाको कुनै सम्पत्ति कुनै किसिमले भोग्गचलन गरे/नगरेको	नगरेको
नियमकारी निकायले इजाजतपत्र जारी गर्दा तोकेको शर्तहरूको पालना भए/नभएको	भएको
नियमकारी निकायले संस्थाको नियमन निरीक्षण वा सुपरीवेक्षण गर्दा संस्थालाई दिइएको निर्देशन पालना भए/नभएको	हाल सम्म निर्देशन प्राप्त नभएको
संस्था वा संचालक विरुद्ध अदालतमा कुनै मुद्दा चलिरहेको भए सो को विवरण	छैन

परिपालन अधिकृतको नाम	निर्मल न्यौपाने	प्रमाणित गर्ने लेखापरीक्षकको विवरण	
पद	लेखा प्रबन्धक	नाम	सन्तमान महर्जन
मिति	२०८०/०८/२९	संस्थाको नाम	एस महर्जन एण्ड एसोसिएट्स, चार्टर्ड एकाउन्टेन्ट
संस्थाको छाप		संस्थाको छाप	

प्रतिवेदन संचालक समितिबाट स्वीकृत मिति : २०८१/०९/०४

नोट: यो प्रतिवेदन सूचिकृत संगठित संस्थाहरूको परिपालना अधिकृतले तयार गरी संचालक समितिबाट स्वीकृत गराई लेखा परिक्षकबाट प्रमाणित गराई नेपाल धितोपत्र बोर्डमा लेखापरीक्षण प्रतिवेदनसँग पेश गर्नुपर्नेछ ।

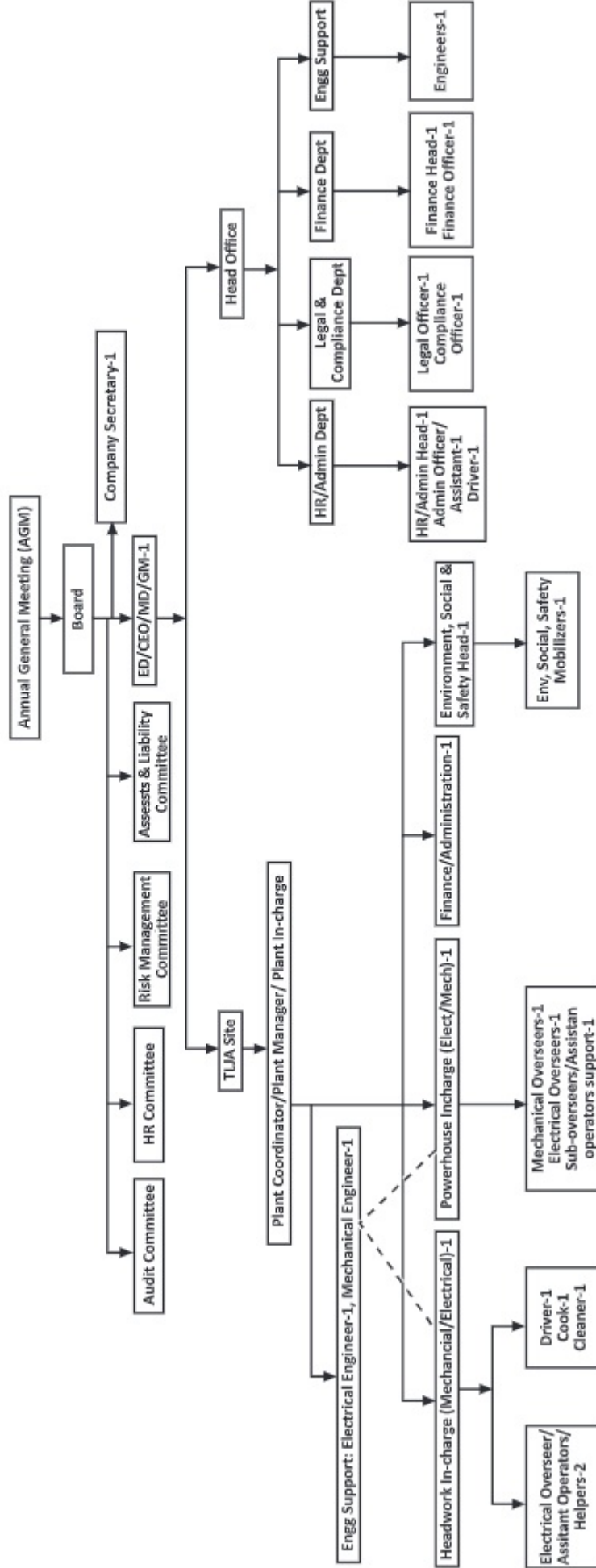


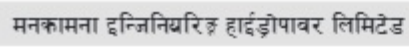
सांठनिक संरचना

मनकामना इन्जिनियरिंग हाईड्रोपावर लिमिटेड

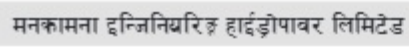
(घट्टेखोला साना जलविद्युत आयोजना ५ मे.वा.)

अनामनगर-२९, काठमाडौं फोन नं: ०१-४१०२६०६









व्यवस्थापन समूह



निर्मल न्यौपाने
प्रबन्धक



पशुपतिनाथ रिमाल
कार्यालय संयोजक



विराज मल्ल
लेखा अधिकृत



सिता श्रेष्ठ
कार्यालय सहयोगी

विद्युतगृह सञ्चालन तथा संभार समूह



दिपेश थापा
प्रोजेक्ट कोअर्डिनेटर



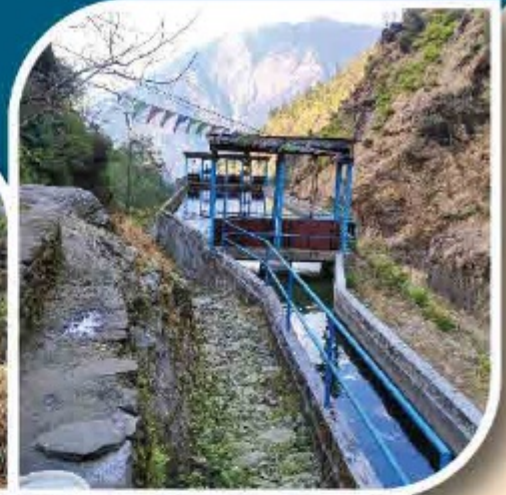
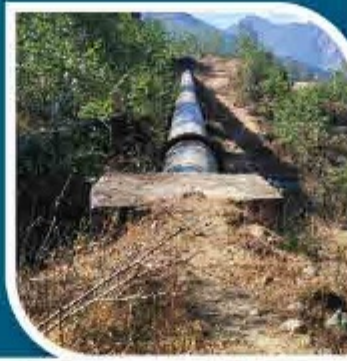
पृथ्वी थापा
सिनियर इलेक्ट्रिकल इन्जिनियर



मदन रावल
प्लान्ट इन्चार्ज



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