सुपर मादी हाइड्रोपावर लिमिटेड

SUPER MADI HYDROPOWER LIMITED

17TH ANNUAL REPORT

Fiscal Year 2082/83

SCAN FOR WEBSITE

१७औं वार्षिक प्रतिवेदन

आर्थिक वर्ष २०८२/८३

ललितपुर-१०, कुपण्डोल, नेपाल

फोन नं. ०१-५५२७०१०, ५५२३९७१

supermadihydro@gmail.com

www.supermadihydro.com.np

सञ्चालक समिति

धनराज आचार्य
अध्यक्ष

बाबुराम थापा
सञ्चालक

दुर्गा प्रसाद उप्रेती
सञ्चालक

हरिहर उप्रेती
सञ्चालक

निर्जा राजभण्डारी
सञ्चालक

बिक्रम भण्डारी
सञ्चालक

विष्णु प्रसाद पाण्डे
स्वतन्त्र सञ्चालक

निश्चल खरेल
कम्पनी सचिव

सुपर मादी हाइड्रोपावर लिमिटेड
SUPER MADI HYDROPOWER LIMITED

पुस्तिकामा समाविष्ट सामाग्रीहरु

सुपर मादी हाइड्रोपावर लिमिटेड
SUPER MADI HYDROPOWER LIMITED

ललितपुर-१०, कुपण्डोल, नेपाल
फोन नं. ०१-५५२७०९०, ५५२३९७१
E-mail : supermadihydro@gmail.com
website : www.supermadihydro.com.np

सत्रौं वार्षिक साधारण सभा बस्ने बारेको सूचना

प्रथम पटक प्रकाशित मितिः २०८३/०५/१०

श्री आदरणीय शेयरधनी महानुभावहरू,

यस सुपर मादी हाइड्रोपावर लिमिटेडको मिति २०८३ साल भाद्र ८ गते अपरान्ह ५:०० बजे बसेको सञ्चालक समितिको बैठकको निर्णयानुसार निम्न विषयहरू उपर छलफल तथा निर्णय गर्न कम्पनीको सत्रौं वार्षिक साधारण सभा देहायको मिति, समय तथा स्थानमा बस्ने भएकोले सम्पूर्ण शेयरधनी महानुभावहरूको जानकारीको लागि कम्पनी ऐन, २०६३ को दफा ६७ बमोजिम यो सूचना प्रकाशित गरिएको छ ।

१. सभा हुने मिति, समय र स्थान :

मिति : २०८३ साल आश्विन ०१ गते (तदनुसार सन् २०२६ सेप्टेम्बर १७), बिहीबार ।

समय : बिहान ११:०० बजे ।

स्थान : होटल इम्पेरीयल, बत्तिसपुतली, काठमाडौं ।

२. छलफलका विषयहरू :

क. सामान्य प्रस्तावहरू :

१. कम्पनीको सञ्चालक समितिको तर्फबाट प्रस्तुत आ.व. २०८२/०८३ को वार्षिक प्रतिवेदन उपर छलफल गरी पारित गर्ने सम्बन्धमा ।

२. आ.व. २०८२/०८३ को लेखापरीक्षकको प्रतिवेदन सहितको मिति २०८३ साल आषाढ मसान्तसम्मको वासलात, नाफा नोक्सान हिसाब तथा नगद प्रवाह विवरण लगायत सो सँग सम्बन्धित अनूसुचीहरू उपर छलफल गरी पारित गर्ने सम्बन्धमा ।

३. आ.व. २०८३/०८४ को लागि बाह्य लेखापरीक्षकको नियुक्ति तथा निजको पारिश्रमिक निर्धारण गर्ने सम्बन्धमा ।

४. सञ्चालक समितिले प्रस्ताव गरे बमोजिम कम्पनीको हाल चुक्ता पुँजी रू. २,३१,५२,५०,०००/- को ०.७८९४७% को दरले हुने रू. १,८२,७८,२८९.४७ (अक्षेरुपी एक करोड बयासी लाख अठहत्तर हजार दुई सय उनानब्बे रूपैयाँ सत्चालिस पैसा मात्र) बराबर रकम (कर प्रयोजनको लागि) नगद लाभांश वितरण गर्न स्वीकृत गर्ने ।

ख. विशेष प्रस्तावहरू :

१. सञ्चालक समितिले प्रस्ताव गरे बमोजिम कम्पनीको चुक्ता पुँजी रू. २,३१,५२,५०,०००/- को १५% को दरले हुने (कर बाहेक) रू. ३४,७२,८७,५००/- (अक्षेरुपी चौतिस करोड बहत्तर लाख सतासी हजार पाँच सय मात्र) बराबरको ३४,७२,८७५ (चौतिस लाख बहत्तर हजार आठ सय पचहत्तर) कित्ता बोनस शेयर वितरण गर्ने सम्बन्धमा ।

२. कम्पनीले ताप्लेजुङ जिल्ला स्थित तमोर नदीमा निर्माणाधिन अवस्थामा रहेको २८५ मेगावाट क्षमताको अपर तमोर जलविद्युत आयोजना निर्माणको लागि आवश्यक रकम संकलन प्रयोजनार्थ हकप्रद शेयर जारी गर्ने सम्बन्धमा ।

(कम्पनीको हाल कायम चुक्ता पुँजी रू. २,३१,५२,५०,०००/- को १५% को दरले हुने (कर बाहेक) रू. ३४,७२,८७,५००।- (अक्षेरुपी चौतिस करोड बहत्तर लाख सतासी हजार पाँच सय मात्र) बराबरको ३४,७२,८७५ कित्ता बोनस शेयर वितरण गरे पश्चात कायम हुने जम्मा शेयर चुक्ता पुँजी रू. २,६६,२५,३७,५००/- को प्रति शेयर अंकित मुल्य रू. १०० दरको २,६६,२५,३७५ कित्ता शेयरको २:१ को अनुपातमा हुने १,३३,१२,६८८ कित्ता हकप्रद शेयर निश्काशन गर्ने ।)

३. पुँजी वृद्धि गर्ने र कम्पनीको प्रबन्धपत्रको दफा ६(क), (ख) र (ग) संशोधन सम्बन्धी निम्न बमोजिमको विशेष प्रस्ताव सम्बन्धमा ।

(क) दफा ६(क) : कम्पनीको अधिकृत पुँजी रू. ३,९९,३८,०६,३००/- (तीन अर्ब उनान्सय करोड अठतिस लाख छ हजार तिन सय) हुनेछ । सो पुँजीलाई प्रति शेयर रू. १००/- का दरले ३,९९,३८,०६३ (तीन करोड उनान्सय लाख अठतिस हजार त्रिसठ्ठी) थान साधारण शेयरमा विभाजन गरिएको छ ।

(ख) दफा ६(ख) : कम्पनीको जारी पुँजी ३,९९,३८,०६,३००/- (तीन अर्ब उनान्सय करोड अठतिस लाख छ हजार तिन सय) हुनेछ । सो पुँजीलाई प्रति शेयर रू.१००/- का दरले ३,९९,३८,०६३ (तीन करोड उनान्सय लाख अठतिस हजार त्रिसठी) थान साधारण शेयरमा विभाजन गरिएको छ ।

(ग) दफा ६(ग) : कम्पनीको चुक्ता पुँजी रू. २,६६,२५,३७,५००।– (दुई अर्ब छैसठी करोड पच्चिस लाख सैतिस हजार पाँच सय) हुनेछ । सो पुँजीलाई प्रति शेयर रू.१००/- का दरले २,६६,२५,३७५ (दुई करोड छैसठ्ठी लाख पच्चिस हजार तिन सय पचहत्तर) थान साधारण शेयरमा विभाजन गरिएको छ ।

४. उपरोक्त बमोजिम पारित सामान्य तथा विशेष प्रस्ताव तथा हकप्रद शेयर स्वीकृतीको लागि नियमनकारी निकायमा पेश हुँदा नियमनकारी निकायबाट कुनै पनि विषयमा संशोधन वा परिवर्तन गर्न कुनै निर्देशन वा कैफियत प्राप्त भएमा सो समेत मिलाई संशोधन वा परिवर्तन गर्न तथा अन्य कार्यहरू समेत गर्न सञ्चालक समितिलाई पूर्ण अख्तियारी प्रदान गर्ने सम्बन्धमा ।

ग. विविध ।

साधारण सभा सम्बन्धी थप सामान्य जानकारी

१) सत्रौं वार्षिक साधारण सभा तथा बोनस शेयर वितरण प्रयोजनका लागि मिति २०८३/०५/२३ गते कम्पनीको शेयरधनी दर्ता किताब बन्द गरिनेछ । नेपाल स्टक एक्सचेञ्ज लिमिटेडमा मिति २०८३/०५/२२ गते सम्म कारोवार भई शेयर खरिद गरी आफ्नो नाममा शेयर नामसारी भई आएका शेयरधनीहरू सो सभामा भाग लिन तथा बोनस शेयरको लागि योग्य हुनेछन् ।

२) सभामा भाग लिन प्रत्येक शेयरधनी महानुभावहरूले सभा हुने स्थानमा उपस्थित भई सभास्थलमा रहेको हाजिरी पुस्तिकामा दस्तखत गर्नुपर्नेछ । हाजिरी पुस्तिका बिहान १०:०० बजेदेखि खुल्ला रहनेछ । शेयरधनीको उपस्थितिबाट प्रचलित ऐनको व्यवस्था बमोजिम सभाका लागि आवश्यक गणपुरक संख्या पुरा भए पश्चात सभाको कार्यवाही अगाडि बढाइनेछ ।

३) आफ्नो राय, सुझाव वा मन्तव्य राख्न चाहनु हुने शेयरधनी महानुभावहरूले सभा शुरू हुनु भन्दा कम्तीमा ४८ घण्टा अगावै कम्पनीको फोन नं. ०१-४५२७०९० र ०१-४५२३९७१ मा वा कम्पनीको आधिकारिक इमेलः supermadihydro@gmail.com मा सम्पर्क गरी नाम टिपाउनु हुन अनुरोध गर्दछौं । सभामा आफ्नो लिखित राय, सुझाव राख्न चाहनु हुने शेयरधनी महानुभावहरूले उक्त राय सुझाव कम्पनीको इमेल ठेगानामा पठाउन सक्नु हुनेछ ।

४) सभामा आफु उपस्थित नभई प्रतिनिधि नियुक्त गर्न चाहने शेयरधनी महानुभावहरूले सभा सुरू हुने समय भन्दा कम्तीमा ४८ घण्टा अगावै यस कम्पनीको रजिष्टर्ड कार्यालयमा प्रोक्सी फारम दर्ता गरिसक्नु पर्नेछ । सभामा भाग लिन र मतदान गर्नका लागि प्रतिनिधि नियुक्त गरिसकेपछि उक्त प्रतिनिधि बदर गरी अर्कै मुकरर गर्ने भएमा सो को लिखित सूचना सोही अवधि भित्र कम्पनीको रजिष्टर्ड कार्यालयमा दर्ता गरिसक्नु पर्नेछ । यसरी प्रतिनिधि (प्रोक्सी) नियुक्त गरिएको व्यक्ति समेत कम्पनीको शेयरधनी हुनु पर्नेछ तर प्रतिनिधि नियुक्त गर्नु भएका शेयरधनी आफैं उपस्थित भई हाजिरी पुस्तिकामा दस्तखत गरेमा प्रतिनिधिपत्र स्वतः बदर हुनेछ ।

५) संरक्षक रहनु भएका शेयरधनी महानुभावहरूका तर्फबाट कम्पनीको शेयर लगत कितावमा संरक्षकको रूपमा नाम दर्ता भएको व्यक्तिले, संयुक्त रूपमा शेयर खरिद गरिएको अवस्थामा शेयर लगत कितावमा पहिले नाम उल्लेख भएको व्यक्ति अथवा सर्वसम्मतिबाट प्रतिनिधि नियुक्त गरिएको एक व्यक्तिले र कुनै संगठित संस्था वा कम्पनीले शेयर खरिद गरेको हकमा त्यस्ता संगठित संस्था वा कम्पनीले मनोनित गरेको प्रतिनिधिले शेयरधनीको हैसियतले सभामा भाग लिन र मतदान गर्न सक्नु हुनेछ ।

६) एक भन्दा बढी व्यक्तिहरूको संयुक्त नाममा शेयर दर्ता गरेको अवस्थामा सर्वसम्मतबाट प्रतिनिधि चयन गरिएको एक जनाले मात्र वा लगत कितावमा पहिलो नाम उल्लेख भएको व्यक्तिले सभामा भाग लिन सकिनेछ । कुनै संगठित संस्था वा कम्पनीले शेयर खरिद गरेको हकमा त्यस्ता संगठित सस्था वा कम्पनीले मनोनित गरेको प्रतिनिधिले शेयरवालाको हैसियतले सभामा भाग लिन सक्नु हुनेछ ।

७) कुनै शेयरधनी महानुभावले छलफलका विषयहरू मध्ये विविध शीर्षक अन्तर्गत कम्पनी सम्बन्धी कुनै विषयमा छलफल गर्न गराउन चाहेमा सभा हुनु भन्दा सात (७) दिन अगावै कम्पनी सचिव मार्फत सञ्चालक समितिको अध्यक्षलाई लिखित रूपमा प्रस्ताव दिनु पर्नेछ । तर त्यस्तो प्रस्ताव साधारण सभामा छलफल वा पारितको रूपमा समावेस गर्ने वा नगर्ने अधिकार सञ्चालक समितिको अध्यक्षमा निहित रहनेछ ।

८) वार्षिक साधारण सभा सम्बन्धी थप जानकारी आवश्यक परेमा कार्यालय समय भित्र कम्पनीको कार्यालयमा सम्पर्क राख्न अनुरोध गरिन्छ । थप जानकारीको लागि कम्पनीको वेबसाइट www.supermadihydro.com.np मार्फत प्राप्त गर्न सक्नु हुनेछ ।

सञ्चालक समितिको आज्ञाले,
कम्पनी सचिव

सुपर मादी हाइड्रोपावर लिमिटेड

ललितपुर-१०, कुपण्डोल, नेपाल

साधारण सभामा आफ्नो प्रतिनिधि नियुक्त गर्ने निवेदन (प्रोक्सी फारम)

कम्पनी ऐन, २०६३ को दफा ७१ को उपदफा (३) सँग सम्बन्धित

श्री सञ्चालक समिति,
सुपर मादी हाइड्रोपावर लिमिटेड
ललितपुर-१०, कुपण्डोल, नेपाल ।

विषय : **प्रतिनिधि नियुक्त गरेको बारे ।**

महाशय,

____________________ जिल्ला ____________________ म.न./न.पा./गा.पा. वडा नं. ____ बस्ने म/हामी ____________________________________ ले त्यस संस्थाको शेयरधनीको हैसियतले मिति २०८३ साल आश्विन ०१ गते सोमबारका दिन हुने सत्रौ वार्षिक साधारण सभामा स्वयं उपस्थिति भई छलफल तथा निर्णयमा सहभागी हुन नसक्ने भएकाले उक्त सभामा भाग लिन तथा मतदान गर्नका लागि मेरो/हाम्रो प्रतिनिधित्व गरी भाग लिन ____________________ जिल्ला ____________________ म.न./न.पा./गा.पा. बस्ने त्यस संस्थाका शेयरधनी श्री ______________________________ शेयरधनी/हितग्राही परिचय नं. ____________________ लाई मेरो /हाम्रो प्रतिनिधित्व मनोनयन गरी पठाएको छु/छौ ।

प्रतिनिधि हुनेको

नाम :

दस्तखत :

शेयरधनी नं./हितग्राही खाता नं. :

शेयर संख्या :

मिति :

प्रतिनिधि नियुक्त गर्ने शेयरधनिको

नाम :

दस्तखत :

शेयरधनी नं./हितग्राही खाता नं. :

शेयर संख्या :

मिति :

सुपर मादी हाइड्रोपावर लिमिटेड

ललितपुर-१०, कुपण्डोल, नेपाल

प्रवेश-पत्र

शेयरधनीको नाम :

प्रमाण पत्र नं. :

कुल शेयर संख्या :

शेयरधनीको सही :

हितग्राही खाता नं. :

कम्पनी सचिव

(सभा कक्षमा प्रवेश गर्न यो प्रवेश-पत्र अनिवार्य रूपमा लिई आउनुहुन अनुरोध छ ।)

सुपर मादी हाइड्रोपावर लिमिटेडको
सत्रौं वार्षिक साधारण सभामा
अध्यक्षको मन्तव्य

आदरणीय शेयरधनी महानुभावहरू,

आजको यस सुपर मादी हाइड्रोपावर लिमिटेडको सत्रौं वार्षिक साधारण सभामा आफ्नो अमुल्य समय दिएर उपस्थित हुनुभएका सम्पूर्ण शेयरधनी महानुभावहरू, आमन्त्रित अतिथि तथा नियामक निकायका प्रतिनिधिहरू लगायत यस सभामा उपस्थित सम्पूर्ण महानुभावहरूलाई म हार्दिक स्वागत गर्न चाहन्छु । यस सत्रौं वार्षिक साधारण सभामा कम्पनीको व्यावसायिक, आर्थिक तथा वित्तीय अवस्था तथा यस गरिमामय सभामा सञ्चालक समितिको तर्फबाट आर्थिक वर्ष २०८२/०८३ को सञ्चालक समितिको प्रतिवेदन र सोही वर्षको लेखापरीक्षण भएका वित्तीय विवरणहरू सभा समक्ष स्वीकृतिको लागि प्रस्तुत गर्न गइरहेको छु । साथै यस अवसरमा कम्पनीले हालसम्म सम्पन्न गरेका कार्यसम्पादन विवरणहरू संक्षिप्त रूपमा प्रस्तुत गर्न पाउँदा मलाई हर्षको अनुभूति समेत भएको छ ।

शेयरधनी महानुभावहरू,

मिति २०८३ भाद्र १० गते रसुवा जिल्लाको भोटेकोशी नदी क्षेत्रमा आएको बाढी तथा त्यसबाट सिर्जित विषम प्राकृतिक परिस्थितिले पुर्‍याएको मानवीय, सामाजिक तथा भौतिक क्षतिप्रति गहिरो दुःख व्यक्त गर्दछ । उक्त प्राकृतिक विपद्का कारण ज्यान गुमाउनुहुने सम्पूर्ण व्यक्तिहरूप्रति भावपूर्ण श्रद्धाञ्जली अर्पण गर्दछौं साथै, शोकसन्तप्त परिवारजनमा हार्दिक समवेदना व्यक्त गर्दछौं ।

उक्त विपदमा परी घाइते हुनुभएका जलविद्युत आयोजनाका विज्ञ, कार्यरत प्रविधिक, कर्मचारीहरू लगायत सम्पूर्ण घाइते व्यक्तिहरूको शीघ्र तथा पूर्ण स्वास्थ्यलाभको कामना गर्दै, विस्थापित, प्रभावित तथा पीडित परिवारहरूलाई यस कठिन परिस्थितिबाट यथाशीघ्र सामान्य जीवनमा फर्कन सक्ने वातावरण निर्माण होस् भन्ने कम्पनीले कामना गर्दछौ । साथै यस विपद घडीमा उद्धार तथा राहतको लागि यस कम्पनीले प्रधानमन्त्री दैवी प्रकोप उद्धार कोषमा रू. २५,५५,५५५/- आर्थिक सहयोग प्रदान गरेको छ ।

यस प्राकृतिक विपद्का कारण रसुवा र नुवाकोट जिल्लामा जलविद्युत आयोजना र आयोजनाका संरचना, पहुँचमार्ग, विद्युत उत्पादन तथा प्रसारणसँग सम्बन्धित पूर्वाधार वा अन्य सहायक संरचनामा भएको क्षतिको विस्तृत प्राविधिक तथा आर्थिक मुल्यांकनका आधारमा आवश्यक मर्मत, पुनःस्थापना तथा पुनर्निर्माण कार्यलाई प्राथमिकता दिन सम्बन्धित निकायसँग अनुरोध गर्दछौ ।

कम्पनीको स्थापनाकालदेखि हालसम्मको संक्षिप्त जानकारी :

यस सुपर मादी हाइड्रोपावर लिमिटेड प्रचलित कानुन बमोजिम २०६५ साल माघ ०३ गते कम्पनी रजिष्ट्रारको कार्यालयमा सुपर मादी हाइड्रोपावर लि.को रूपमा दर्ता भई आयोजनाको निर्माण कार्य थालनी गरिएको र कम्पनी ऐन, २०६३ र विद्युत ऐन, २०४९ अन्तर्गत काम/कारोवार गर्दै आइरहेको छ ।

कम्पनीबाट उत्पादन गरिएको सबै विद्युत एकमुष्ट नेपाल विद्युत प्राधिकरणले खरिद गर्न मन्जुर गरी कम्पनी र प्राधिकरण बीच २०७३ साल माघ २७ गते (थप सम्झौता २०७५ साल श्रावण ११ गते) विद्युत खरिद बिक्री सम्झौता सम्पन्न भई सोही बमोजिम कार्यान्वयनमा आइरहेको छ ।

कम्पनीले मिति २०७९/१२/२७ गतेदेखि विद्युतको व्यापारिक उत्पादन प्रारम्भ गरी नियमित रूपमा विद्युत उत्पादन गरिरहेको छ ।

आदरणीय शेयरधनी महानुभावहरू,

आयोजनाले यस आ.व. ०८२/०८३ को आषाढ मसान्तसम्म विद्युत बिक्रीबाट १ अर्ब तिस करोड ५० लाख ३७ हजार १ सय ९० रूपैयाँ आम्दानी गरेको छ ।

मादी नदीमा पानीको बहाव राम्रो भएकोले उक्त आ.व. मा आयोजनाबाट २०८२ मंसिरदेखि २०८३ बैशाखसम्म कन्ट्रयाक्ट इनर्जी भन्दा बढी १४३१५५९ यूनिट विद्युत उत्पादन भएको छ । आयोजनाले यस आ.व. मा कम्पनिले कन्ट्राक्ट इनर्जी भन्दा बढी उत्पादन गरेको विद्युत ९७,५९,३५० यूनिट नेपाल विद्युत प्राधिकरणलाई निःशुल्क उपलब्ध गराएको छ ।

माथि उल्लेखित आम्दानीबाट बैंकको ब्याज, आयोजनाको प्लाण्ट सञ्चालन तथा प्रसाशनिक खर्च, विद्युत प्राधिकरणलाई तिर्ने रोयल्टी, तथा आयोजनाको बीमा भुक्तानी गरिएको कुरा समेत यहाँहरूलाई म जानकारी गराउन चाहन्छु जसको विस्तृत खर्च कम्पनीको वार्षिक प्रतिवेदनमा संलग्न वासलात आय-व्यय विवरणका साथ संलग्न अनुसूची सहितको लेखापरिक्षकबाट प्रमाणित आर्थिक प्रतिवेदनले स्पष्ट पार्दछ ।

आदरणीय शेयरधनी महानुभावहरू,

यस सुपर मादी हाइड्रोपावर लिमिटेडले आयोजना सञ्चालनमा आएको पहिलो वर्ष २०७९/८० को ३ महिनामा नै कम्पनीको मुनाफाबाट २ प्रतिशत नगद लाभांश वितरण गरेको र त्यसपछिका आ.व. २०८०/०८१ को सञ्चित मुनाफाबाट ५ प्रतिशत बोनस शेयर लाभांश र आ.व. २०८१/०८२ को सञ्चित मुनाफाबाट ५ प्रतिशत बोनस शेयर लाभांश वितरण गरिएको यहाँहरूलाई सर्वविदितै छ ।

त्यसैको नियमित प्रतिफल स्वरूप यस आ.व. २०८२/०८३ सम्मको सञ्चित मुनाफाबाट कायम चुक्ता पुँजी रू. २ अर्ब ३१ करोड ५२ लाख ५० हजारको १५ प्रतिशतका दरले हुने रकम रू. ३४ करोड ७२ लाख ८७ हजार ५ सय बोनस शेयर लाभांश र लाभांश कर प्रयोजनका लागि कम्पनीको हाल कायम चुक्ता पुँजीको ०.७८९४७% को दरले हुने रकम रू. १ करोड ८२लाख ७८ हजार २ सय ८९ नगद लाभांश गरी कुल रू. ३६ करोड ५५ लाख ६५ हजार ७ सय ८९ लाभांश वितरण गर्न स्वीकृति तथा अनुमोदनको लागि यस सभा समक्ष पेश गरिएको व्यहोरा म यहाँहरू समक्ष जानकारी गराउँदछु ।

त्यसैगरी कम्पनीले ताप्लेजुङ जिल्ला स्थित तमोर इनर्जी प्रा.लि. द्वारा निर्माणाधिन अवस्थामा रहेको २८५ मेगावाट क्षमताको अपर तमोर जलविद्युत आयोजना निर्माणमा लगानी गर्ने गरी आवश्यक रकम संकलन प्रयोजनार्थ कम्पनीको सोह्रौ वार्षिक साधारण सभाले बोनस सहितको कायम चुक्ता पुँजीको २:१ को अनुपातमा हकप्रद शेयर निश्कासन गर्ने निर्णय गरिएको र सोही अनुसार नियमक निकाय विद्युत नियमन आयोगमा स्वीकृतिको प्रक्रियामा नै रहेको व्यहोरा जानकारी गराउँदछु ।

हाल आ.व. २०८२/०८३ को सञ्चित मुनाफाबाट रू. ३४ करोड ७२ लाख ८७ हजार ५ सय बोनस शेयर लाभांश वितरण गरे पश्चात कायम हुने जम्मा चुक्ता शेयर पुँजी रू. २,६६,२५,३७,५००/- को प्रति शेयर अंकित मुल्य रू. १०० दरको २,६६,२५,३७५ कित्ता शेयरको २:१ को अनुपातमा हुने १,३३,१२,६८८ कित्ता हकप्रद शेयर निश्कासन गर्ने विद्युत नियमन आयोग समक्ष थप स्वीकृतिको लागि पेश गर्ने गरी स्वीकृति तथा अनुमोदनको लागि यस सभा समक्ष विशेष प्रस्तावको रूपमा पेश गरिएको व्यहोरा म यहाँहरू समक्ष जानकारी गराउँदछु ।

हाल उक्त आयोजनामा यस कम्पनीले वित्तीय संस्थाबाट रू. १ अर्ब अल्पकालिन कर्जा लिई लगानी गरी सकिएको व्यहोरा जानकारी गराउँदछु । उक्त आयोजनाको करिब ३० प्रतिशत कार्य सम्पन्न गरी सकिएको छ । आयोजनाको विस्तृत प्रगति यस साधारण सभा पश्चात श्रव्यदृश्य प्रस्तुत गरिने छ ।

यस सुपर मादी जलविद्युत आयोजनाको व्यापारिक उत्पादन सुरू भए पश्चात आयोजनाको सम्पूर्ण सञ्चालन तथा

व्यवस्थापन हाइड्रोपावर मेनेजमेन्ट सर्भिस प्रा.लि. सँग सम्झौता गरी सोही कम्पनी मार्फत कर्मचारी व्यवस्थापन र प्लान्ट सञ्चालन हुँदै आएको छ ।

पुँजीको संरचना सम्बन्धी जानकारी :

हालकायम रहेको पुँजी :

कम्पनीले गत आ.व. मा वितरण गरेको ५ प्रतिशत बोनस शेयर पश्चात कम्पनीको कुल अधिकृत तथा जारी पुँजी रू. ३ अर्ब ४७ करोड २८ लाख ७५ हजार र चुक्ता पुँजी रू. २ अर्ब ३१ करोड ५२ लाख ५० हजार रहेको छ ।

संशोधनको लागि प्रस्तावित पुँजी :

आ.व. २०८२/०८३ को लागि मिति २०८३ साल आषाढ मसान्तको लेखापरीक्षण भएको वित्तीय विवरणको आधारमा आ.व. २०८२/०८३ सम्मको सञ्चित मुनाफाबाट कायम चुक्ता पुँजीको १५ प्रतिशत बोनस शेयर लाभांश यस साधारण सभाबाट अनुमोदन भए पश्चात कम्पनीको चुक्ता पुँजीमा रू. २,६६,२५,३७,५००/- कायम हुने र प्रति शेयर अंकित मुल्य रू. १०० दरको २,६६,२५,३७५ कित्ता शेयरको २:१ को अनुपातमा १,३३,१२,६८८ कित्ता कित्ता हकप्रद शेयर निश्काशन समेत गर्न र हकप्रद शेयर निश्कासन पश्चात कम्पनीको अधिकृत तथा जारी पुँजीमा वृद्धि भई रू. ३,९९,३८,०६,३००/- (तीन अर्ब उनान्सय करोड अठतिस लाख छ हजार तीन सय) हुने भएको र सो को प्रति शेयर रू. १००/- का दरले ३,९९,३८,०६३ थान साधारण शेयरमा विभाजन गरी पुँजी वृद्धि कायम हुन कम्पनीको प्रबन्धपत्रको दफा ६(क), (ख) र (ग) संशोधन सम्बन्धी तिनमहले विवरण सहित स्वीकृति तथा अनुमोदनको लागि यस सभा समक्ष विशेष प्रस्तावको रूपमा पेश गरिएको व्यहोरा म यहाँहरू समक्ष जानकारी गराउँदछु ।

अन्त्यमा, यस कम्पनी प्रति शेयरधनी महानुभावहरू, नेपाल विद्युत प्राधिकरण, ऋण लगानीकर्ता बैंकहरू, आयोजनामा बीमा गर्ने कम्पनी तथा विभिन्न नियमनकारी निकायहरू, आयोजना प्रभावित बासिन्दाहरू, लगनसिल तथा इमान्दारिताका साथ कार्यरत कम्पनीका कर्मचारी साथीहरू तथा लेखापरीक्षकहरू, यहाँहरूले देखाउनु भएको आस्था, सदासयता तथा विश्वासप्रति कम्पनीको सञ्चालक समिति तथा मेरो व्यक्तिगत तर्फबाट सहृदय धन्यवाद दिन चाहन्छु ।

अतः आफ्नो कामको व्यवस्तता बावजुद पनि यस सभामा उपस्थित भई कम्पनीको हौसला बढाई दिनु भएकोमा शेयरधनी महानुभावहरूलाई धन्यवाद दिँदै सञ्चालक समितिद्वारा प्रस्तुत प्रतिवेदन माथि छलफल गरी अनुमोदनको लागि प्रस्तुत गर्दछु ।

धन्यवाद !

धनराज आचार्य
अध्यक्ष, सञ्चालक समिति
सुपर मादी हाइड्रोपावर लिमिटेड

मिति : २०८३ आश्विन ०१ गते

सुपर मादी हाइड्रोपावर लिमिटेडको सत्रौं वार्षिक साधारण सभामा

सञ्चालक समितिको तर्फबाट प्रस्तुत वार्षिक प्रतिवेदन

कम्पनी ऐन, २०६३ को दफा १०९ को उपदफा (४) बमोजिम सञ्चालक समितिको प्रतिवेदन

आर्थिक वर्ष २०८२/०८३

समीक्षा अवधि र चालु आ.व. को यथास्थिति बारेमा सम्पूर्ण शेयरधनी महानुभावहरूको जानकारीका लागि कम्पनी ऐन २०६३ ले निर्दिष्ट गरेअनुरूप देहाय बमोजिम विवरण पेश गरिएको छ । समीक्षा अवधि र चालु आ.व. को यथास्थिति बारेमा सम्पूर्ण शेयरधनी महानुभावहरूको जानकारीका लागि कम्पनी ऐन, २०६३ ले निर्दिष्ट गरेअनुरूप देहाय बमोजिम विवरण पेश गरिएको छ ।

(१) विगत वर्षको कारोवारको सिंहावलोकन :

जलविद्युत आयोजनाको निर्माण तथा सञ्चालन गर्ने मुख्य व्यवसायिक उद्देश्य रहेको यस कम्पनीले आफ्नो उद्देश्य अनुसार निर्माण गरी कास्की जिल्लाको मादी खोला स्थित ४४ मे.वा. जडित क्षमताको सुपर मादी जलविद्युत आयोजना निर्माण सम्पन्न गरी मिति २०७९ चैत्र २७ गतेबाट सञ्चालनमा रहेको छ ।

यस जलविद्युत आयोजनालाई प्रस्तुत आर्थिक वर्ष २०८२/०८३ मा पनि दक्षता पूर्वक सञ्चालन गरी अधिकतम विद्युतीय उर्जा उत्पादन तथा बिक्रीबाट कम्पनीको आम्दानी उच्चतम बनाउने कार्यलाई निरन्तरता दिइएको छ । गत वर्षको तुलनामा यस प्रस्तुत आ.व. मा पनि विद्युत उत्पादनको स्थिति राम्रो रहेको छ ।

आ.व. २०८२/०८३ को कारोवारको संक्षिप्त अवलोकन

विद्युत उत्पादन लक्ष्य तथा बिक्री आ.व. २०८२/०८३ मा यस कम्पनीको ४४ मे.वा. क्षमताको सुपर मादी जलविद्युत आयोजनाबाट उत्पादित विद्युत आम्दानी विवरण यस प्रकार रहेको छ ।

विवरण		आ.व. २०८१/०८२			आ.व. २०८२/०८३		
महिना	लक्ष्य, कट्राक्ट इनर्जी (पि पि ए)	उत्पादन कि.वा.आ.	उत्पादन प्रतिशत	रकम रू.	उत्पादन कि.वा.आ.	उत्पादन प्रतिशत	रकम रू.
श्रावण	३०७८८२०८	३०,९४१,५१०	१००.५०	१५२,८५१,०५९	२९,२१६,४६०	९४.८९	१४८,७११,७८१
भाद्र	३०७८८२०८	२८,२७२,२२०	९१.८३	१३९,६६४,७६७	२७,६५०,९३०	८९.८१	१४०,७४३,२३४
आश्विन	३०७८८२०८	२६,१२७,२२०	८४.८६	१२९,०६८,४६७	२०,००७,४३०	६४.९८	१०१,८३७,८१९
कार्तिक	२३६२९१६३	१६,३५४,१८०	६९.२१	८०,७८९,६४९	१७,०५२,८५०	७२.१७	८६,७९९,००७
मंसिर	१५६३२८३८	१०,५३९,६२३	६७.४२	५२,०६५,७३७	१७,९७७,७६४	११५.००	८५,५२७,२५७
पौष	११४३५१७७	५,९८४,७६०	५२.३४	५१,७६८,१७४	१३,११२,२१७	११४.६७	१०९,२३५,९०३
माघ	८७७८४७५	२,६३५,६८०	३०.०२	२२,७९८,६३२	१०,५३४,१७०	१२०.००	८५,९४१,२७०
फाल्गुण	८५८०७७०	७,६३०,४५०	८८.९३	६६,००३,३९३	१०,७२५,९६२	१२५.००	८५,९१४,९५७
चैत्र	८९६१८४८	१०,७०९,५६०	११९.५०	८६,१०४,८३५	११,६५०,४०५	१३०.००	९१,७२४,५२६

विवरण		आ.व. २०८१/०८२			आ.व. २०८२/०८३		
महिना	लक्ष्य, कट्राक्ट इनर्जी (पि पि ए)	उत्पादन कि.वा.आ.	उत्पादन प्रतिशत	रकम रु.	उत्पादन कि.वा.आ.	उत्पादन प्रतिशत	रकम रु.
बैशाख	१४८००५९१	१५,००८,२९०	१०१.४०	७५,३३५,००८	१८,५००,७४०	१२५.००	८७,०८२,९८१
जेष्ठ	२६६८४६४५	२१,३५२,८१०	८०.०२	१०८,६८५,८०३	२३,७५६,६५७	८९.०३	१२४,२४७,३१६
आषाढ	३१७८१३७६	३१,७१४,६३०	९९.७९	१६१,४२७,४६७	३०,०७०,९६३	९४.६२	१५७,२७१,१३९
जम्मा	८२२२८४६०	२०७,२७०,९३३		१,१२६,५६२,९९१	२३०,२५६,५४८		१,३०५,०३७,१९०

नोटः आ.व. २०८१/८२ मा आयोजनाको मर्मत कार्य गर्नु परेकोले विद्युत उत्पादनमा कमि भई उक्त आ.व. मा आम्दानी घटन गएको छ ।

शेयरधनी महानुभावहरूको जानकारीका लागि कम्पनीको आय-व्ययलाई निम्नानुसार प्रस्तुत गरिएको छ :

विवरण	आर्थिक वर्ष		वृद्धि/(कमी)	
	२०८१/०८२	२०८२/०८३	रकम रू.	प्रतिशत
विद्युत बिक्री आम्दानी	१,१२६,५६२,९९१	१,३०५,०३७,१९०	१७८,४७४,१९९	१५.८४
बीमा आम्दानी (LOP)	-	२५,३९५,१००.००	२५,३९५,१००	१००.००
जम्मा आम्दानी	**१,१२६,५६२,९९१**	**१,३३०,४३२,२९०**	**२०३,८६९,२९९**	
विद्युत/क्षमता रोयल्टी खर्च	८१,२००,९२०	३०,५००,७४४	(५०,७००,१७६.२०)	(६२.४४)
प्रशासकीय तथा प्लान्ट सञ्चालन खर्च	८२,१४२,०१७	९८,१५४,२१६	१६,०१२,१९९	१९.४९
ह्रास खर्च	३०६,७४६,७३०	३१४,२९७,४९०	७,५५०,७६०	२.४६
ब्याज खर्च	५४३,६८०,७८९	४६४,७११,१६२	(७८,९६९,६२७)	(१४.५२)
जम्मा खर्च	**१,०१३,७७०,४५६**	**९०७,६६३,६११**	**(१०६,१०६,८४५)**	
आयकर कट्टी गर्नु अघिको नाफा	**११२,७९२,५३५**	**४२२,७६८,६७९**	**३०९,९७६,१४४**	**२७४.८२**
आय कर		०	०	
आयकर पछिको नाफा	**११२,७९२,५३५**	**४२२,७६८,६७९**	**३०९,९७६,१४४**	**२७४.८२**
शेयर संख्या	२२,०५०,०००	२३,१५२,५००	१,१०२,५००	५.००
प्रति शेयर आम्दानी	**५.१२**	**१८.२६**		

२) राष्ट्रिय तथा अन्तर्राष्ट्रिय परिस्थितिबाट कम्पनीको कारोवारलाई परेको असर :

राष्ट्रिय तथा अन्तर्राष्ट्रिय आर्थिक तथा वित्तीय क्षेत्रमा देखा पर्ने विभिन्न प्रतिकुलताहरू जस्तै मुद्रास्फिति, विदेशी मुद्राको मुल्यमा हुने वृद्धि, रसिया युक्रेन तथा इरानमा जारी युद्ध आदिका कारण इन्धनमा हुने मुल्य वृद्धि तथा नेपालमा भएको विभिन्न आन्दोलन, बाढी पहिरो, महा भुकम्प, नाकावन्दी आदिका कारण आयोजनालाई आवश्यक पर्ने नियमित मर्मत संभारका लागि विभिन्न यन्त्र उपकरण लगायत निर्माण सामाग्री, प्रविधिक परामर्श सेवा आदिले कम्पनीको खर्च बढ्ने गर्दछ ।

३) प्रतिवेदन तयार भएको मितिसम्म चालु वर्षको उपलब्धी र भविश्यमा गर्नुपर्ने कुरा सञ्चालक समितिको धारणा :

कम्पनीको चालु आर्थिक वर्ष २०८३ श्रावण महिनाको आम्दानी रू. १३,४६,४२,५७३/- (तेह्र करोड छयालिस लाख बयालीस हजार पाँच सय त्रिहत्तर) भएको छ । हाललाई कम्पनीले २८५ मे.वा. क्षमताको माथिल्लो तमोर जलविद्युत आयोजनामा लगानी गर्ने योजना अनुसार करिव रू. १ अर्ब लगानी गरिसकिएको छ । आयोजनाको अधिकतम संरक्षण र नियमित मर्मत तथा सम्भार गरी लगानीकर्ता एवं शेयरधनिहरूमा लगानीको उपयुक्त प्रतिफल दिने लक्ष्य लिएको छ ।

सर्वसाधारण तथा सबैमा जानकारीको लागि यस कम्पनीले त्रैमासिक वित्तीय प्रतिवेदन प्रकाशित गर्दै आएकोमा यस समीक्षा आ.व. २०८२/०८३ को चौथो त्रैमासिक २०८३ आषाढ मसान्तसम्मको प्रतिवेदन राष्ट्रियस्तरको दैनिक पत्रिका नेपाल समाचार पत्रमा प्रकाशित गरिएको छ ।

४) कम्पनीको औद्योगिक वा व्यावसायिक सम्बन्ध :

कम्पनीले आफ्नो व्यावसायिक तथा औद्योगिक क्षेत्रसँग प्रत्यक्ष वा परोक्ष सम्बन्ध राख्ने संघ संस्था, निकायहरू तथा सरोकारवाला संस्थाहरू जस्तैः नेपाल सरोकारको उर्जा ,जलस्रोत तथा सिञ्चाई मन्त्रालय, विद्युत विकास विभाग, उद्योग विभाग, कम्पनी रजिष्ट्रारको कार्यालय साथै कृषि, वन तथा पर्यावरण मन्त्रालय, स्थानीय विकास मन्त्रालय, गृह मन्त्रालय, रक्षा मन्त्रालय र विद्युत खरिद गर्ने नेपाल विद्युत प्राधिकरण, आयोजना निर्माणमा वित्तीय सहयोग प्रदान गर्ने बैंकहरू, आयोजनाको बीमा गर्ने बीमा कम्पनी, नेपाल धितोपत्र बोर्ड, नेपाल स्टक एक्सचेन्ज लिमिटेड, सिडिएस एण्ड क्लियारिङ्ग लिमिटेड, विद्युत नियमन आयोग, आयोजना क्षेत्रका स्थानीय सरकारी तथा गैर सरकारी निकायहरू, अन्नपूर्ण संरक्षण क्षेत्र, कम्पनीलाई आवश्यक पर्ने पार्ट-पुर्जा तथा उपकरणहरू आपूर्तिकर्ता स्वदेशी तथा विदेशी कम्पनीहरूसँग कम्पनीले सुमधुर सम्बन्ध कायम नै राख्दै आएको छ ।

५) सञ्चालक समितिमा हेरफेर र सोको कारण :

कम्पनीको नियमावली अनुसार यस कम्पनीमा ४ वर्षको कार्यकालका लागि ७ जना सञ्चालकहरू रहने व्यवस्था छ । संस्थापक समूहबाट १ जना महिला सहित ५ जना तथा सर्वसाधारण समूहबाट १ जना र स्वतन्त्रबाट १ जना सञ्चालकहरूको प्रतिनिधित्व रहनेछ ।

वर्तमानमा निम्न अनुसारका सञ्चालकहरूको कार्यकाल ४ वर्ष रहने गरी चौधौं वार्षिक साधारण सभा तथा सञ्चालक समितिको निर्णयबाट नियुक्त सञ्चालक समितिमा पुष्प ज्योति ढुङ्गाना, रघुनाथ पुरी र मित्र प्रसाद काफ्लेले आफ्नो कार्य व्यस्तताको कारणले सञ्चालकको पदबाट राजिनामा दिनु भए पश्चात बाँकी कार्यकालको लागि सञ्चालक समितिबाट मनोनयन गरिएको सञ्चालक समिति निम्न अनुसार रहेको छ ।

वर्तमान सञ्चालक समिति

सि. नं.	बहाल वला सञ्चालक समितिको नाम थर	पद	सञ्चालकमा हेरफेर तथा परिवर्तन भएको कारण
१.	श्री धन राज आचार्य	अध्यक्ष	यथावत
२.	श्री बाबुराम थापा	सञ्चालक	यथावत
३.	श्री दुर्गा प्रसाद उप्रेती	सञ्चालक	सञ्चालक समितिबाट नियुक्त
४.	श्री हरिहर उप्रेती	सञ्चालक	सञ्चालक समितिबाट नियुक्त
५.	श्रीमती निर्जा राजभण्डारी	सञ्चालक	यथावत
६	श्री बिक्रम भण्डारी	सञ्चालक	सञ्चालक समितिबाट नियुक्त
७	श्री विष्णु प्रसाद पाण्डे	स्वतन्त्र सञ्चालक	यथावत

सञ्चालक समितिबाट नियुक्त सञ्चालकको आगामी बाँकी कार्यकालसम्मको लागि भएकोले यस साधारण सभाबाट अनुमोदन गरिने छ ।

(६) कारोवारलाई असर पर्ने मुख्य कुराहरू :

जलविद्युत आयोजनाहरूको विकास निर्माण, सञ्चालन, मर्मत सम्भार आदिमा निम्न कुराहरूले प्रतिकुल असर पार्ने गर्दछ ।

क) निजी क्षेत्रबाट निर्माण तथा सञ्चालन गरिने जलविद्युत आयोजनामा देशको प्रचलित कानुनी व्यवस्थामा हुने परिवर्तन, संशोधन तथा नयाँ बन्ने कानुनले नकरात्मक तथा सकरात्मक असर पार्ने गर्दछ ।

ख) अप्रत्याशित प्रकृतिक प्रकोप, बाढी पहिरो, खडेरी भुकम्प, रोग व्याधि, महामारी तथा सो को नियन्त्रणको लागि गरिने पहल कदमी तथा इन्धनको मुल्य वृद्धि, विदेशी विनिमयदरमा परिवर्तन, बैंक ब्याजको अस्थिरता आदि वित्तीय कारणले पनि आयोजनाहरूमा प्रतिकुल असर पर्ने गर्दछ ।

ग) जोखिम बहनलाई न्यूनीकरण गर्नको लागि आयोजनाले निर्माण संरचना यन्त्र उपकरण, मेसिनको बीमा गरिएको छ । साथै समय समयमा मर्मत संभार तथा आवश्यक पर्ने जगेडा पार्टपुर्जाको व्यवस्था गरिएको छ ।

घ) आयोजनाबाट उत्पादित विद्युत नेपाल प्रधिकरणले समय समयमा विद्युत उत्पादन तल माथि गर्ने Dispatch Instruction जारी र पुरै विद्युत लिन नसक्नुले कम्पनीको व्यवसायिक आम्दानीमा असर पुऱ्याएको छ ।

(७) लेखापरिक्षण प्रतिवेदनमा कुनै कैफियत उल्लेख भएको भए सो उपर सञ्चालक समितिको प्रतिक्रिया :

यस कम्पनीले आर्थिक प्रतिवेदन NFRS (Nepal Financial Reporting Standards) मापदण्ड बमोजिमको वित्तीय विवरणहरू तयार पारिएको छ आवश्यक सुझाव र कैफियतहरूमा सञ्चालक समिति सदैव सजग र सो को कार्यान्वयनमा लागि पर्नेछ ।

(८) बोनस शेयर बाँडफाँड गर्न सिफारिस गरिएको जानकारी :

यस कम्पनीको सञ्चालक समितिको मिति २०८३/०५/०८ मा बसेको बैठकबाट आ.व. २०८२/०८३ को लागि मिति २०८३ साल आषाढ मसान्तको लेखापरीक्षण भएको वित्तीय विवरणको आधारमा आ.व. २०८२/०८३ सम्मको सञ्चित मुनाफाबाट हाल कायम चुक्ता पुँजी रू. २,३१,५२,५०,०००/- (अक्षेरूपी दुई अर्ब एकतिस करोड बाउन्न लाख पचास हजार मात्र) को १५ प्रतिशतका दरले हुने रकम रू. ३४,७२,८७,५००/- (अक्षेरूपी चौतिस करोड बहत्तर लाख सतासी हजार पाँच सय मात्र) बोनस शेयर लाभांश र लाभांश कर (५ प्रतिशत) प्रयोजनका लागि हुने रकम रू. १,८२,७८,२८९.४७ (अक्षेरूपी एक करोड बयासी लाख अठहत्तर हजार दुई सय उनानब्बे रूपैयाँ सत्चालिस पैसा मात्र) नगद लाभांश गरी कुल रू. ३६,५५,६५,७८९/- लाभांश वितरण गर्न स्वीकृति तथा अनुमोदनको लागि यसै वार्षिक साधारण सभामा प्रस्ताव पेश गरिएको छ ।

(९) शेयर जफत भएको भए जफत भएको शेयर संख्या, त्यस्तो शेयरको अकित मुल्य त्यस्तो शेयर जफत हुनु अगावै सो वापत कम्पनीले प्राप्त गरेको जम्मा रकम र त्यस्तो शेयर जफत भएपछि सो शेयर बिक्री गरी कम्पनीले प्राप्त गरेको रकम तथा जफत भएको शेयर वापत रकम फिर्ता गरेको भए सो को विवरण :

कम्पनीमा शेयर जफत सम्बन्धी कुनै कार्य भएको छैन ।

(१०) विगत आर्थिक वर्षमा कम्पनी र यसको सहायक कम्पनीको कारोवारको प्रगति र सो आर्थिक वर्षको अन्तमा रहेको स्थितिको पुनरावलोकन :

यस कम्पनीको अन्य कुनै सहायक कम्पनी नभएको र यस कम्पनीले आर्थिक वर्षमा सम्पन्न गरेको आर्थिक कारोवार र सो अवधिमा कम्पनीको कारोवारमा आएको परिवर्तन संलग्न आर्थिक प्रतिवेदनले स्पष्ट पार्दछ ।

(११) विगत आर्थिक वर्षमा कम्पनीका आधारभूत शेयरधनीहरूले कम्पनीलाई उपलब्ध गराएको जानकारी :

विगत आर्थिक वर्षमा कम्पनीका आधारभूत शेयरधनीहरुले कम्पनीलाई कुनै जनकारी गराएको छैन ।

(१२) विगत आर्थिक वर्षमा कम्पनीको सञ्चालक तथा पदाधिकारीहरुले लिएको शेयरको स्वामित्वको विवरण र कम्पनीको शेयर कारोवारमा निजहरू संलग्न रहेको भए सो सम्बन्धमा निजहरूबाट कम्पनीले प्राप्त गरेको जानकारी :

आ.व. २०८२/०८३ को अन्त्यसम्ममा कम्पनीका सञ्चालक तथा पदाधिकारीहरुको शेयर स्वामित्व निम्न बमोजिम रहेको छ र निजहरू कम्पनीको शेयरको कारोवारमा संलग्न रहेको पाइएको छैन ।

सि.नं.	बहाल वला सञ्चालक समितिको नाम थर	पद	शेयर संख्या
१.	श्री धन राज आचार्य	अध्यक्ष	व्यक्तिगत - ८०३५६ कित्ता
२.	श्री बाबुराम थापा	सञ्चालक	व्यक्तिगत - २७७८३०कित्ता
३.	श्री दुर्गा प्रसाद उप्रेती	सञ्चालक	व्यक्तिगत - १००० कित्ता
४.	श्री हरिहर उप्रेती	सञ्चालक	व्यक्तिगत - ५११ कित्ता
५.	श्री निर्जा राजभण्डारी	सञ्चालक	व्यक्तिगत - ११०२ कित्ता
६	श्री बिक्रम भण्डारी	सञ्चालक	व्यक्तिगत - १०० कित्ता
७	श्री विष्णु प्रसाद पाण्डे	स्वतन्त्र सञ्चालक	-

(१३) विगत आर्थिक वर्षमा कम्पनीसँग सम्बन्धित सम्झौताहरुमा कुनै सञ्चालक तथा निजको नजिकको नातेदारको व्यक्तिगत स्वार्थ बारेमा उपलब्ध गराइएको जानकारी व्यहोरा :

त्यस प्रकारको जानकारी उपलब्ध नभएको ।

(१४) कम्पनीले आफ्नो शेयर आफैले खरिद गरेको भए त्यसरी आफ्नो शेयर खरिद गर्नुको कारण, त्यस्तो शेयर कम्पनीले आफ्नो शेयर आफै खरिद गरे बापत कम्पनीले भुक्तानी गरेको रकम :

कम्पनीले आफ्नो शेयर आफैले खरिद गरेको छैन ।

(१५) आन्तरिक नियन्त्रण प्रणाली भए वा नभएको र भएको भए सोको विस्तृत विवरण :

कम्पनीले आयोजनाले आन्तरिक नियन्त्रण प्रणाली सम्बन्धी व्यवस्थालाई (कर्मचारी सेवा विनियमावली, आर्थिक प्रशासन सम्बन्धी विनियमावली, जोखिम व्यवस्थापन विनियमावली) सबल तथा प्रभावकारी व्यवस्थापन कार्यहरू गरिरहेको छ ।

(१६) विगत आर्थिक वर्षको कुल व्यवस्थापनको खर्चको विवरण :

यसै साथ संलग्न आर्थिक प्रतिवेदनको नाफा नोक्सान हिसाबमा उल्लेख गरिएको छ ।

(१७) लेखापरिक्षण समितिका सदस्यहरूको नामावली निजहरूले प्राप्त गरेको पारिश्रमिक, भत्ता तथा सुविधा सो समितिले गरेका काम कारवाहीको विवरण र सो समितिले कुनै सुझाव दिएको भए सो को विवरण :

कम्पनीमा हाल तीन जनाको लेखापरिक्षण समितिको गठन गरिएको छ । जसमा सञ्चालक सदस्य श्रीमती निर्जा राज भण्डारी संयोजक र सञ्चालक बिक्रम भण्डारी सदस्य र विज्ञबाट श्री अर्जुन प्रसाद शर्मा सदस्य रहनु भएको छ । निजहरलाई हाल बैठक भत्ता तथा अन्य पारिश्रमिकको व्यवस्था गरिएको छैन ।

(१८) सञ्चालक, प्रबन्ध सञ्चालक, कार्यकारी प्रमुख, कम्पनीका आधारभूत शेयरधनी वा निजको नातेदार वा निज संलग्न रहेको फर्म, कम्पनी वा संगठित संस्थाले कम्पनीलाई कुनै रकम बुझाउन बाँकी भए सो कुरा :

कुनै पनि सञ्चालक पदाधिकारी शेयरधनी वा निजको नजिकको नातेदार वा निजसँग संलग्न रहेको फर्म, कम्पनी वा संगठित संस्थाले कुनै रकम बुझाउन बाँकी रहेको छैन ।

(१९) सञ्चालक, प्रबन्ध सञ्चालक, कार्यकारी प्रमुख तथा पदाधिकारीहरूलाई भुक्तानी गरिएको को पारिश्रमिक, भत्ता तथा सुविधाको रकम :

यस कम्पनीले सञ्चालक समितिको बैठक भत्ता वापत मासिक दुई वा दुई भन्दा बढी बैठक बसेता पनि महिनामा एउटा मात्र बैठकको भत्ता दिने गरी सञ्चालक अध्यक्षलाई रू. १५,०००/- तथा अन्य सञ्चालकहरूलाई रू. १०,०००/- प्रति सञ्चालक भत्ताको व्यवस्था गरिएको छ । कम्पनीको दैनिक कार्यको लागि समितिका अध्यक्ष श्री पुष्प ज्योती ढुङ्गाना ज्यूलाई कार्यकारीको रूपमा दैनिक काम काज गर्ने गरी मासिक खुद रू. ५,००,०००/- पारिश्रमिकको व्यवस्था विगतदेखि नै दिँदै आएकोमा निजले २०८२ चैत्रदेखि सञ्चालक समितिबाट राजिनामा दिनुभई स्वीकृति पश्चात आ.व. २०८२/०८३ को फाल्गुण मसान्तसम्मको मात्र भुक्तानी गरिएको छ ।

२०) शेयरधनीले बुझिलिन बाँकी रहेको लाभांशको रकम :

आ.व. २०७९/०८० को नगद लाभांश रू. ११,९९,३९६/- रहेको छ ।

(२१) दफा १४१ बमोजिम सम्पत्ति खरिद गरेको कुराको विवरण :

आ.व. २०८२/०८३ सम्मका सम्पत्तिहरूको विवरण आर्थिक प्रतिवेदनको अनुसूची विवरणहरूमा उल्लेख गरिएको छ ।

(२२) दफा १७५ बमोजिम सम्बद्ध कम्पनी बीच भएको कारेवारको विवरण :

यस कम्पनी र सम्बद्ध कम्पनी बीच कारोवार नभएको र सम्बद्ध कम्पनी नभएको ।

(२३) ऐन तथा प्रचलित कानुन बमोजिम सञ्चालक समितिको प्रतिवेदनमा खुलाउनु पर्ने अन्य कुनै कुरा :

नभएको ।

(२४) अन्य अवश्यक कुराहरू :

संस्थागत सामाजिक उत्तरदायित्व

यस कम्पनीले आयोजना निर्माणका साथसाथै आयोजना प्रभावित क्षेत्र तथा प्रत्यक्ष प्रभावितहरूको लागि कम्पनीले आफ्नो तर्फबाट निभाउनु पर्ने संस्थागत सामाजिक उत्तरदायित्व निभाउँदै आएको छ । आयोजना प्रत्यक्ष प्रभावित क्षेत्रमा विशेष गरी त्यस क्षेत्रमा परेका कुलो, खाने पानी, बाटो, स्कुल, स्थनीय संघ संस्था आदि सामाजिक दायित्व लाई नियमित रूपमा पुरा गरिरहेको छ । मिति २०८३ भाद्र १० गते रसुवाको भोटेकोशीमा आएको बाढीले ठूलो मात्रमा जनधनको क्षतिपुऱ्याएको र राहत स्वरूप यस कम्पनीले प्रधानमन्त्री दैवी प्रकोप उद्धार कोषमा रू २५,५५,५५५/- आर्थिक सहयोग गरेको छ ।

आयोजनाको निर्माण सम्बन्धी

कम्पनीले आयेजना निर्माण कार्य सम्पन्न गरे पश्चात मिति २०७९ चैत्र २७ गतेदेखि १३२ के.भी. प्रसारण लाइन मार्फत प्राधिकरणको लेखनाथ सवस्टेशनमा जडान गरी व्यापारिक उत्पादन सुरू गरी नियमित विद्युत उत्पादन गरी प्रसारण भइरहेको छ ।

आयोजनाको व्यापारिक उत्पादन सुरू भए पश्चात मिति २०८० वैशाखदेखि आयोजनाको सम्पूर्ण सञ्चालन व्यवस्थापन एक छुट्टै कम्पनी हाइड्रोपावर मेनेजमेन्ट सर्भिस प्रा.लि. सँग सम्झौता गरी कर्मचारी व्यवस्थापन तथा प्लान्ट सञ्चालनको जिम्मा दिएको छ जस अनुसार यस कम्पनीमा एक जना कम्पनी सचिव रहनुभएको छ भने अन्य प्रशासनिक तथा प्राविधिक कर्मचारीहरू कम्पनी अन्तर्गत रहेका छैनन् ।

धन्यवाद ज्ञापन

कम्पनीको स्थापना कालदेखि आयोजनाको निर्माण तथा सञ्चालन, व्यवस्थापन, मर्मत संभारमा प्रत्यक्ष वा परोक्ष रूपमा संलग्न भई निरन्तर सहयोग पुऱ्याउनु हुने सम्पूर्ण निकाय तथा व्यक्तिहरूलाई धन्यवाद दिन चाहन्छु ।

अन्त्यमा, शेयरधनी महानुभावहरूले कम्पनी र कम्पनीको सञ्चालक समिति प्रति देखाउनु भएको सहयोग, सदासयता तथा विश्वास प्रति हार्दिक धन्यवाद तथा कृतज्ञता ज्ञापन गर्दै सञ्चालक समितिद्वारा पेश गरिएको प्रतिवेदन माथि छलफल गरी अनुमोदनको लागि प्रस्तुत गर्दछु ।

धन्यवाद !

धनराज आचार्य
अध्यक्ष
सञ्चालक समिति
सुपर मादी हाइड्रो पावर लिमिटेड

टि. सुबास एण्ड एसोसिएट्स
चार्टर्ड एकाउन्टेन्ट्स

T. SUBASH & ASSOCIATES
Chartered Accountants

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Supermadi Hydropower Limited.

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Supermadi Hydropower Limited. (the Company), which comprises the statement of financial position as at 32nd Ashad 2083, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion and to the best of our information and according to explanations provided to us, the accompanying financial statements present fairly, in all material respects, the financial position of the Company as at Ashad End 2083 and its financial performance and its cash flows for the year then ended in accordance with Nepal Financial Reporting Standards (NFRS).

Basis for Opinion

We conducted our audit in accordance with Nepal Standards on Auditing (NSAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the 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. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Emphasis of Matter

Rental Agreement with Pushpa Jyoti Dhungana

As per section 30(3) of Corporate Governance Directives, issued by the Securities Board of Nepal, any listed company shall not enter into rental agreement with any person having financial interest, firm employees or consultants. However, the Company has entered into rental agreement with Pushpa Jyoti Dhungana - one of the promoter shareholders & Executive chairman of the company.

Further, as per section 93 (1) of Companies Act, 2063 a public company requires approval from shareholder for any transactions with director or relatives, shareholder above the limit (lower of Rs 1 lakhs or 5% of net assets). However, Company has not taken approval from shareholders for the above transaction.

Other Matters

NAS 28 (Investment in Associates and Subsidiary)

We draw attention to Schedule 3 to the financial statements, which states that the Company holds a 28.09% equity interest in Tamor Energy Private Limited, categorized as an investment in associate in accordance with Nepal Accounting Standard (NAS) 28 "Investments in Associates and Joint Ventures." As disclosed therein, the Company's share of the profit or loss of the associate for the year ended 32nd Ashad 2083, together with the corresponding adjustments to the carrying amount of the investment and to other comprehensive income, have not been incorporated in these financial statements, as the statutory audit of the associate company for the year had not been completed as at the date of this report. Accordingly, the carrying amount of the investment in associate, and the Company's share of the

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associate's profit or loss recognized in the statement of profit or loss and, where applicable, in other comprehensive income, do not reflect the effects of the equity method adjustments required under NAS 28. Our opinion is not modified in respect of this matter.

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 NFRSs, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing 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 NSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As a part of audit in accordance with 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 an opinion. The risk of not detecting an 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 internal control.

- 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 company'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 consolidated 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 appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- 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 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 though 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 agree 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 and on behalf of T. Subash & Associates,
Chartered Accountants

CA Subash Timilsina
Proprietor
COP: 1190

Place: Kathmandu, Nepal
Date: 2083.05.07
UDIN No: 260827CA01749DHMpU

Super Madi Hydropower Limited
Kathmandu, Nepal
Statement of Financial Position
As at 16th July 2026 (32nd Asadh 2083)

Amount in NPR

Particulars	Explanatory Note	As at 32nd Asadh 2083	As at 32nd Asadh 2082
Assets:			
Non current assets:			
Plant,Property & Equipments	1	7,977,409,418	8,425,034,707
Right-of-use Assets	3	23,798,887	25,782,128
Investment in Associates	2	943,316,500	-
Total non current assets		**8,944,524,805**	**8,450,816,835**
Current Assets			
Financial Assets			
Advance to Tamor for Equity Investment		-	500,000,000
Loans and Advances	4	589,595,117	486,477,611
Cash and Cash Equivalents	5	7,245,967	2,401,500
Total current assets		**596,841,084**	**988,879,111**
Total assets		**9,541,365,889**	**9,439,695,946**
Equity and liabilities:			
Equity			
Share Capital	6	2,315,250,000	2,205,000,000
Reserve and Surplus	7	448,207,827	141,491,780
Total Equity		**2,763,457,827**	**2,346,491,780**
Liabilities:			
Non current liabilities			
Long Term Borrowings	8	5,467,717,003	5,909,039,004
Lease Liability	9	28,964,417	29,346,940
Current Liabilities			
Financial Liabilities			
Trade and Other Payables	10	131,560,385	384,559,189
Short Term Borrowings	11	1,149,666,257	770,259,033
Current Tax Liabilities	12	-	-
Total equity and liabilities		**9,541,365,889**	**9,439,695,946**

Schedules and explanatory notes forms integral part of financial statement

As per our report of even date

For and on the behalf of
Super Madi Hydropower Limited

Dhan Raj Acharya
Chairman

Harihar Uprety
Director

Babu Ram Thapa
Director

CA Subash Timilsina
Proprietor
T. Subash & Associates
Chartered Accountants

Bishnu Prasad Pandey
Director

Nirja Rajbhandari
Director

Durga Prassad Uprety
Director

Date: 2083.05.07
Place: Lalitpur

Super Madi Hydropower Limited
Kathmandu, Nepal
Statement of Profit or Loss
For the Year Ended 16th July, 2026 (32nd Asadh, 2083)

Amount in NPR

Particulars	Explanatory Note	For the period 2082-83	For the period 2081-82
Revenue	13	1,305,037,190	1,126,562,991
Direct Expenses	14	30,500,744	81,200,920
Gross Profit		**1,274,536,446**	**1,045,362,071**
Finance Cost	15	464,711,162	543,680,789
Employee benefit expense	16	6,708,744	9,813,116
Operating and Administrative Expenses	17	91,445,472	72,328,901
Depreciation and amortisation	18	314,297,490	306,746,730
Profit from Operation		**397,373,579**	**112,792,535**
Other Income	19	25,395,100	-
Profit Before Tax		**422,768,679**	**112,792,535**
Current tax		-	-
Deferred Tax Expense/(Income)		-	-
Net Profit		**422,768,679**	**112,792,535**
Earnings per share	**3.18**	**2082-83**	**2081-82 (Restated)**
Basic earnings per share		18.26	4.87
Diluted earnings per share		18.26	4.87

Schedules and explanatory notes forms integral part of financial statement

As per our report of even date

For and on the behalf of
Super Madi Hydropower Limited

Dhan Raj Acharya
Chairman

Harihar Uprety
Director

Babu Ram Thapa
Director

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Proprietor
T. Subash & Associates
Chartered Accountants

Bishnu Prasad Pandey
Director

Nirja Rajbhandari
Director

Durga Prassad Uprety
Director

Date: 2083.05.07
Place: Lalitpur

Super Madi Hydropower Limited
Kathmandu, Nepal
Statement of Comprehensive Income
For the Year Ended 16th July, 2026 (32nd Asadh, 2083)

Amount in NPR

Particulars	For the period 2082-83	For the period 2081-82
Net Profit or Loss as per Statement of Profit or Loss	**422,768,679**	**112,792,535**
Other Comprehensive Income		
1. Items that will not be reclassified subsequently to profit or loss		
a) Gain/(loss) on equity instruments designated at FVOCI	-	-
b) Remeasurement of defined benefit plan	-	-
c) Income tax relating to items that will not be reclassified to profit or loss	-	-
2. Items that will be reclassified subsequently to profit or loss		
a) Foreign currency translation differences	-	-
b) Income tax relating to items that will be reclassified to profit or loss	-	-
Total Other Comprehensive Income (OCI)	-	-
Total Comprehensive Income for the Period	**422,768,679**	**112,792,535**

Schedules and explanatory notes forms integral part of financial statement

As per our report of even date

For and on the behalf of
Super Madi Hydropower Limited

Dhan Raj Acharya
Chairman

Harihar Uprety
Director

Babu Ram Thapa
Director

CA Subash Timilsina
Proprietor
T. Subash & Associates
Chartered Accountants

Bishnu Prasad Pandey
Director

Nirja Rajbhandari
Director

Durga Prassad Uprety
Director

Date: 2083.05.07
Place: Lalitpur

Super Madi Hydropower Limited
Kathmandu, Nepal
Cash Flow Statement
As at 16th July 2026 (32nd Asadh 2083)

Amount in NPR

Particulars	As at 32nd Asadh 2083	As at 32nd Asadh 2082
Cash Flow from Operating Activities		
Net profit/(Loss) after tax	422,768,679	112,792,535
Add: Depreciation	314,297,490	306,746,730
Add: Interest Expenses	464,711,162	543,680,789
Cash flow from Operating activities before working capital changes	**1,201,777,331**	**963,220,054**
Adjustments for Working Capital Changes:		
Change in operating assets	(103,117,506)	54,138,394
Change in operating liabilities	(253,035,062)	25,318,470
Net Cash Flow from Operating Activities	**845,624,762**	**1,042,676,919**
Cash Flow From Investing Activities		
Purchase of Property, Plant & Equipment	135,311,040	(120,778,503)
Investment in Equity	(443,316,500)	(500,000,000)
Dividend Paid	(5,802,632)	(5,526,316)
Net Cash Flow From Investing Activities	**(313,808,093)**	**(626,304,819)**
Cash Flow From Financing Activities		
Increase/(Decrease) in Share Capital	-	-
Increase/(Decrease) in loans	(61,914,777)	129,442,205
Interest Expenses	(461,757,427)	(540,709,869)
Lease Payment under NFRS 16	(3,300,000)	(3,000,000)
Net Cash Flow From Financing Activities	**(526,972,204)**	**(414,267,664)**
Net increase in Cash and Cash equivalents	**4,844,466**	**2,104,436**
Cash and Cash Equivalents : Opening	**2,401,500**	**297,064**
Cash and Cash Equivalents : Closing	**7,245,967**	**2,401,500**

Schedules and explanatory notes forms integral part of financial statement

As per our report of even date

For and on the behalf of
Super Madi Hydropower Limited

Dhan Raj Acharya
Chairman

Harihar Uprety
Director

Babu Ram Thapa
Director

CA Subash Timilsina
Proprietor
T. Subash & Associates
Chartered Accountants

Bishnu Prasad Pandey
Director

Nirja Rajbhandari
Director

Durga Prassad Uprety
Director

Date: 2083.05.07
Place: Lalitpur

Super Madi Hydropower Limited
Kathmandu, Nepal
Statement of Changes in Equity
As at 16th July 2026 (32nd Asadh 2083)

Amount in NPR

Particulars	Share Capital	Share Premium	Revaluation Reserves	Retained Earnings	Other Reserves	Total
Balance as at 32nd Asadh, 2082	**2,205,000,000**	-	-	**141,491,780**	-	**2,346,491,780**
Profit for the Year	-	-	-	422,768,679	-	**422,768,679**
Transferred to General Reserves	-	-	-	-	-	-
Dividend to shareholders	-	-	-	(5,802,632)	-	**(5,802,632)**
Issue of Bonus Share	110,250,000	-	-	(110,250,000)	-	-
Issue of Share Capital(IPO)	-	-	-	-	-	-
Balance as at 32nd Asadh, 2083	**2,315,250,000**	-	-	**448,207,827**	-	**2,763,457,827**

Schedules and explanatory notes forms integral part of financial statement

For and on the behalf of
Super Madi Hydropower Limited

As per our report of even date

Dhan Raj Acharya
Chairman

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Date: 2083.05.07
Place: Lalitpur

Super Madi Hydropower Limited
Kathmandu, Nepal
Notes forming part of Statement of Financial Position

Amount in NPR

1 **Plant,Property & Equipments**

Particulars	As at 32nd Asadh 2083	As at 32nd Asadh 2082
Property, Plant & Equipment	8,968,918,756	9,104,229,795.00
Accumulated Depreciation	(991,509,338)	(679,195,088.06)
Total	**7,977,409,418**	**8,425,034,706.94**

2 **Right-of-use Assets**

Particulars	As at 32nd Asadh 2083	As at 32nd Asadh 2082
Right-of-use Assets	29,748,609	29,748,609
Less: Accumulated Amortization	(5,949,722)	(3,966,481)
Total	**23,798,887**	**25,782,128**

3 **Investment in Associates**

Particulars	As at 32nd Asadh 2083	As at 32nd Asadh 2082
Investment in Tamor Energy Private Limited		
Cost	943,316,500	-
Add/Less: Share of Profit during the year	-	-
Total	**943,316,500**	-

4 **Loans and Advances**

Particulars	As at 32nd Asadh 2083	As at 32nd Asadh 2082
Fewa Construction Pvt. Ltd	47,936,289	17,436,289
Advance to Suppliers	33,552,008	30,589,509
Insurance Claim Receivable	25,395,100	-
Site Advance for Project Development	143,417,491	143,417,491
NEA Receivable	308,664,186	260,976,131
Advance Capacity Royalty	-	3,300,000
Sanima Bank limited (Lc Margin)	5,061,678	5,216,178
Prepaid insurance	25,568,365	25,542,013
Total	**589,595,117**	**486,477,611**

5 **Cash & Bank Balances**

Particulars	As at 32nd Asadh 2083	As at 32nd Asadh 2082
Cash at Bank		
Cash in Hand	12,331	12,331
Sanima Bank Limited-Current Account	161,100	102,851
Laxmi Sunrise Bank Ltd	5,000	5,000
Sanima Bank Limited Control A/C	2,868,907	625,404
Rastriya Banijaya Bank	3,000	3,000
Consortium Bank Account balance	4,195,628	1,652,914
Total	**7,245,967**	**2,401,500**

6 Share Capital

Particulars	As at 32nd Asadh 2083	As at 32nd Asadh 2082
Authorised Share Capital:		
34,728,750 Equity Shares @ Rs. 100 Each	3,472,875,000	2,205,000,000
Issued Share Capital:		
34,728,750 Equity Shares of Rs.100 each	3,472,875,000	2,205,000,000
Paid Up Share Capital:		
23,152,500 Equity Share @100 each	2,315,250,000	2,205,000,000
Total	**2,315,250,000**	**2,205,000,000**

7 Reserve and Surplus

Particulars	As at 32nd Asadh 2083	As at 32nd Asadh 2082
Accumulated Profit upto previous year	141,491,780	139,225,561
Profit/(Loss) during the year	422,768,679	112,792,535
Bonus Share issue	(110,250,000)	(105,000,000)
Cash Dividend Paid	(5,802,632)	(5,526,316)
Prior Period Expenses		
Deferred Tax Liabilities	-	-
Others	-	-
Total	**448,207,827**	**141,491,780**

8 Long Term Borrowings

Particulars	As at 32nd Asadh 2083	As at 32nd Asadh 2082
Interest Capitalization	-	-
Term Loan - Consortium loan	5,467,717,003	5,909,039,004
(Lead Bank: Sanima Bank Limited)		
Total	**5,467,717,003**	**5,909,039,004**

9 Lease Liabilities

Particulars	As at 32nd Asadh 2083	As at 32nd Asadh 2082
Present Value of Lease Liability under NFRS-16	29,693,205	29,722,285
Add: Interest Expenses for the Period	2,953,735	2,970,920
Less: Payment During the Year	(3,300,000)	(3,000,000)
Total	**29,346,940**	**29,693,205**

Classification into Current and Non Current Lease Liability

Particulars	As at 32nd Asadh 2083	As at 32nd Asadh 2082
Liability to be Settled:		
Within 12 Months	382,523	346,265
More than 12 months	28,964,417	29,346,940

10 Trade and Other Payables

Particulars	As at 32nd Asadh 2083	As at 32nd Asadh 2082
TDS Payable	282,993	1,452,273
Salary Payable	4,775,898	5,249,315
Audit Fee Payable	296,018	296,018
House Rent Payable	7,753,000	4,453,000
CIT Payable	200,084	200,084
Lease Liabilities	382,523	346,265
Retention Money	20,000	20,000
PF and Gratuity Payable	5,276	5,276
Interest Payable To Bank	93,117	-
Capacity Royalty Payable	1,100,000	-
Suppliers and Other Payable	113,674,223	369,460,408
ROW Land Payable	2,977,253	3,076,549
	-	-
Total	**131,560,385**	**384,559,188**

11 Short Term Borrowings

Particulars	As at 32nd Asadh 2083	As at 32nd Asadh 2082
Bridge Gap Loan - Sanima Bank Limited	-	124,912,360
Bridge Gap Loan - Everest Bank Limited	-	500,000,000
Short Term Loan - Kumari Bank Limited	1,000,000,000	-
Cash Credit Loan	149,666,257	145,346,673
Total	**1,149,666,257**	**770,259,033**

12 Current Tax Liabilities

Particulars	As at 32nd Asadh 2083	As at 32nd Asadh 2082
Current year income tax liabilities	-	-
Net current tax asset / (liability)	-	-

Super Madi Hydropower Limited
Kathmandu, Nepal
Notes Forming Parts of Financial Statements

Note 1: Property, Plant and Equipment

Amount in NPR

Description	Land and Development	Infrastructure	Civil Structures	Transmission Line	Hydro Mechanical Works	Electro Mechanical Works	Office Equipment and Furniture	Vehicles	Intangible Asset	TOTAL
Gross Block										
As at 15 July 2024	79,561,679	245,450,715	6,036,932,918	493,521,133	682,520,464	1,385,160,226	9,204,417	51,065,840	33,900	8,983,451,293
Additions during the Year	3,076,549	-	77,138,764	-	981,405	39,581,784	-	-	-	120,778,503
Adjustment (disposals and transfers)	-	-	-	-	-	-	-	-	-	-
As at 16 July 2025	82,638,228	245,450,715	6,114,071,683	493,521,133	683,501,869	1,424,742,011	9,204,417	51,065,840	33,900	9,104,229,796
Additions			-	-		4,643,960	45,000			4,688,960
Adjustment (disposals and transfers)	-	-	-	140,000,000	-	-	-	-	-	140,000,000
As at 16 July 2026	82,638,228	245,450,715	6,114,071,683	353,521,133	683,501,869	1,429,385,971	9,249,417	51,065,840	33,900	8,968,918,756
Accumulated depreciation										
As at 15 July 2024	3,319,136	10,169,356	222,869,637	20,030,754	23,326,976	56,987,036	5,528,142	32,166,661	33,900	374,431,598
Attributable to sold/transferred/written off	-	-	-	-	-	-	-	-	-	-
Attributable to asset held for sale	-	-	-	-	-	-	-	-	-	-
Charge for the year (Depreciation for the year)	2,677,522	8,262,324	203,777,233	16,613,274	23,111,597	47,096,474	525,182	2,699,883	-	304,763,490
Attributable to sold/transferred/written off	-	-	-	-	-	-	-	-	-	-
As at 16 July 2025	5,996,659	18,431,680	426,646,870	36,644,029	46,438,573	104,083,510	6,053,324	34,866,544	33,900	679,195,088
Attributable to sold/transferred/written off	-	-	-	-	-	-	-	-	-	-
Attributable to asset held for sale	-	-	-	-	-	-	-	-	-	-
Charge for the year (Depreciation for the year)	2,763,933	8,193,618	205,002,536	13,164,344	22,974,462	47,697,330	2,304,858	10,213,168	-	312,314,250
Attributable to sold/transferred/written off	-	-	-	-	-	-	-	-	-	-
As at 16 July 2026	8,760,592	26,625,298	631,649,406	49,808,373	69,413,035	151,780,840	8,358,182	45,079,712	33,900	991,509,338
				33,120,998						
Net Book Value										
As at 15 July 2024	76,242,543	235,281,359	5,814,063,281	473,490,379	659,193,488	1,328,173,190	3,676,275	18,899,179	-	8,609,019,695
As at 16 July 2025	76,641,570	227,019,035	5,687,424,813	456,877,105	637,063,296	1,320,658,500	3,151,093	16,199,296	-	8,425,034,708
As at 16 July 2026	73,877,637	218,825,416	5,482,422,277	303,712,761	614,088,834	1,277,605,130	891,235	5,986,128	-	7,977,409,418

Schedules and explanatory notes forms integral part of financial statement

For and on the behalf of
Super Madi Hydropower Limited

Dhan Raj Acharya
Chairman

Harihar Uprety
Director

Babu Ram Thapa
Director

As per our report of even date

CA Subash Timilsina
Proprietor
T. Subash & Associates
Chartered Accountants

Bishnu Prasad Pandey
Director

Raja Rajbhandari
Director

Durga Prasad Uprety
Director

Date: 2083.05.07
Place: Lalitpur

Super Madi Hydropower Limited
Kathmandu, Nepal
Notes forming part of the Statement of Profit or Loss

Amount in NPR

13 **Revenue**

Particular	For the period 2082-83	For the period 2081-82
Sales of Electricity	1,305,037,190	1,126,562,991
Total	**1,305,037,190**	**1,126,562,991**

14 **Direct Expenses**

Particular	For the period 2082-83	For the period 2081-82
Energy Royalty Charge	26,100,744	22,010,357
Capacity Royalty	4,400,000	4,400,000
Shortfall Energy	-	54,790,563
Total	**30,500,744**	**81,200,920**

15 **Finance Cost**

Particular	For the period 2082-83	For the period 2081-82
Bank loan Interest Charge	452,487,966	533,683,914
Interest Rebate	-	(808,032)
Interest Expense Under NFRS 16	2,953,735	2,970,920
Loan Processing Charge	9,269,460	7,833,988
Total	**464,711,162**	**543,680,789**

16 **Employee benefit expense**

Particular	For the period 2082-83	For the period 2081-82
Salary	6,708,744	9,813,116
Total	**6,708,744**	**9,813,116**

17 **Operating and Administrative Expenses**

Particular	For the period 2082-83	For the period 2081-82
Acquisation Expenses- ERC	1,200,000	-
Advertisement Expenses	144,075	735,726
AGM Expenses	198,308	66,721
AMC Expenses -IT	12,306	-
Audit fee	300,000	300,000
Bank Charges	29,939	1,441,709
Consultancy Charges	406,800	406,800
Custom Clearance Expenses	358,165	222,946
Commission Expenses	650,000	-
Email and Internet	121,659	94,290
Fuel Expenses	-	17,000
Guest and Entertainment	10,175	-
Equipment Rental Expense	406,800	-
Insurance Expenses	32,978,600	31,349,427
IPPAN Registration and Renewal Charge	90,000	90,000
OCR Renewal Expenses	390,000	43,000
SEBON Expenses	-	50,000
SCADA Testing and Commissioning	-	262,177
Labour Charges	-	290,437
Meeting Expenses	778,837	23,530
Miscelleneous Expenses	134,935	91,835
NEA Interconnection Charge	2,123,064	196,344
NEA Transmission Directorate	2,400,000	-
Transmission Line Royalty Charge	205,830	321,515
NEPSE Renewal Charge	100,000	100,000
Office Expenses	792,500	2,480
Wada Registrations & Renewal Expenses	338,510	23,560
Operation Management expenes	33,900,000	33,900,000
Printing and Stationary	118,920	81,925
Rating Expenses	948,515	-
Repair and Maintanance	9,901,782	-
RTS Fees	210,404	-
Share Pledge Expenses	400	
Site Camp Repair and Maintanance	-	300
Site Consumable Expenses	176,908	-
Corporate Social Responsibility Expenses	40,527	405,000
SRC Expenses	640,000	-
Travelling Expenses	531,340	223,850
Vehicle Renew Expenses	147,780	230,700
Bonus Share Registration Expense	658,284	675,904
Logistics Expenses	-	192,629
Cargo & Courior Expenses	110	8,845
Vehicle Repair and Maintenance	-	480,251
Total	**91,445,472**	**72,328,901**

18 **Depreciation and amortisation**

Particular	For the period 2082-83	For the period 2081-82
Depreciation of PPE	312,314,250	304,763,490
Amortization of ROU Assets	1,983,241	1,983,241
Total	**314,297,490**	**306,746,730**

19 **Other Income**

Particular	For the period 2082-83	For the period 2081-82
Other Income	25,395,100	-
Total	**25,395,100**	-

Supermadi Hydropower Limited
Kathmandu, Nepal
Computation of Depreciation u/s 19 of Income Tax Act.
Income Year 2082-83

Calculation of Depreciation Base	Pool A Land	Pool A Building	Pool B Furniture, Equipment, Computer	Pool C Vehicle	Pool D Other Assets	Total
Opening Depreciation Base	81,949,139	5,531,588,318	2,180,086	12,703,870	1,675,856,881	7,304,278,294
Adjustment						
Restated Depreciation Base	81,949,139	5,531,588,318	2,180,086	12,703,870	1,675,856,881	7,304,278,294
Addition:						
Upto Poush	-	-	45,000	-	4,643,960	4,688,960
Upto Chaitra	-	-	-	-	-	-
Upto Ashadh	-	-	-	-	-	-
Total Addition	-	-	**45,000**	-	**4,643,960**	**4,688,960**
Absorbed Addition:						
Full	-	-	45,000	-	4,643,960	4,688,960
2/3rd	-	-	-	-	-	-
1/3rd	-	-	-	-	-	-
Total Absorbed Addition	-	-	**45,000**	-	**4,643,960**	**4,688,960**
Disposal during the year	-	-	-	-	140,000,000	-
Depreciation Base for the year	**81,949,139**	**5,531,588,318**	**2,225,086**	**12,703,870**	**1,540,500,841**	**7,168,967,254**
Depreciation Rate	-	6.67%	33.33%	26.67%	20.00%	
Depreciation for the Year	-	**368,772,555**	**741,695**	**3,387,699**	**308,100,168**	**681,002,117**
Unabsorbed Addition	-	-	-	-	-	-

Repair & Improvement Expense

Pool	A	A	B	C	D	Total
Depreciation Base for the year	81,949,139	5,531,588,318	2,225,086	12,703,870	1,540,500,841	7,168,967,254
7% of depreciation Base	5,736,440	387,211,182	155,756	889,271	107,835,059	501,827,708
Actual Expense for the year	-	-	-	182,773	9,719,009	9,901,782
Allowable RI Expense	-	-	-	182,773	9,719,009	9,901,782
Unallowed RI Expense	-		-	-	-	-
Closing Depreciation Base	**81,949,139**	**5,162,815,763**	**1,483,390**	**9,316,172**	**1,232,400,673**	**6,487,965,137**

Schedules and explanatory notes forms integral part of financial statement

As per our report of even date

For and on the behalf of
Super Madi Hydropower Limited

Dhan Raj Acharya
Chairman

Harihar Uprety
Director

Babu Ram Thapa
Director

CA Subash Timilsina
Proprietor
T. Subash & Associates
Chartered Accountants

Bishnu Prasad Pandey
Director

Nirja Rajbhandari
Director

Durga Prasad Uprety
Director

Date: 2083.05.07
Place: Lalitpur

Significant accounting policies and notes to the Financial Statements
For the Financial Year 2082-83

1 Reporting Entity

Super Madi Hydropower Limited ("SMHL" or "The Company") is a public limited company incorporated under the Companies Act on 16th January 2009. The registered office of the company is Dhungana Complex, Kupandole,Kathmandu. Super Madi Hydropower Limited is registered with the Inland Revenue Department on 12th Magh 2067 with Permanent Account Number 304748989.

Super Madi Hydropower Limited was incorporated with a prime objective of developing Super Madi Hydroelectric Project 44MW located in Madi Rural Municipal, Kaski District Madi Rular Municipality. The company has entered into Power Purchase Agreement with Nepal Electricity Authority (NEA) on 27th Magh, 2073.

The financial statements apply to the financial year ended 32nd Asadh 2083 (16th July 2026). In the Financial Statements, Super Madi Hydropower Limited has been referred as "SMHL" or "Company". The accompanied financial statements have been approved for publication by the Board of Directors of the SMHL in its meeting held on 7th Bhadra 2083. The Board of Directors acknowledges the responsibility of preparation of financial statements.

2 Basis of Preparation and Measurement

2.1 Basis of Measurement

These financial statements of the Super Madi Hydropower Limited have been prepared on accrual basis of accounting except the Cash flow information, which is prepared, on a cash basis. The Financial Statements are prepared in accordance with Nepal Financial Reporting Standards. The financial statements comprise the Statement of Financial Position, Statement of Profit or Loss and other Comprehensive Income, the Statement of Changes in Equity, the Statement of Cash Flows and the Notes to the Accounts.

2.2 Statement of Compliance

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

2.3 Functional and Presentation Currency

The financial statements are presented in Nepalese Currency (NPR) (rounded to the nearest Rupee unless otherwise stated), which is the company's functional currency. The company determines the functional currency and items included in the financial statements are measured using that functional currency.

2.4 Use of Estimates, Assumptions and Judgments

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amount of revenues, expenses, assets and liabilities, and the accompanying disclosures, as well as the disclosure of contingent liabilities. Management believes that the estimates used in the preparation of the standalone financial statements are prudent and reasonable. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. Information about assumptions and estimation that have a significant risk of resulting in a material adjustment within the next financial year are:

- Provisions, commitments and contingencies.
- Determination of net realizable value.
- Determination of useful life of the property, plants and equipment.
- Assessment of the Finance's ability to continue as going concern.
- Determination of fair value of financial instruments; and property and equipment.
- Impairment of financial and non-financial assets.
- Assessment of current as well as deferred tax.

2.5 Changes in Accounting Policies

The Company has consistently applied the accounting policies to all periods presented in these financial statements except for new or revised statements and interpretations implemented during the year. The nature and effect of new standards and interpretations are discussed in note that follows.

2.6 New Standards and interpretation not adapted

All Nepal Accounting Standards and Nepal Financial Reporting Standards and other interpretation issued by ASB of Nepal have been adapted while preparing financial statements.

3 Summary of Significant Accounting Policies

The principal accounting policies applied by the Super Madi Hydropower Limited in the preparation of these financial statements are presented below. These policies have been consistently applied to all the years presented unless stated otherwise.

3.1 Basis of Measurement

The financial statements are prepared on the historical-cost basis. Estimates and underlying assumptions are reviewed on an ongoing basis and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results could differ from those estimates. The estimates and judgements used in the preparation of the financial statements are continuously evaluated by the Company. Any revisions to accounting estimates are recognized prospectively in the period in which the estimates are revised and in the future periods. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in notes that follow.

3.2 Current and Non-Current Classification

The Company presents assets and liabilities in the Statement of Financial Position based on Current/ Non-Current classification.

An asset is treated as Current when it is –

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period. All other assets are classified as non-current.

Kathmandu

A liability is current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading; - It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

  The Company classifies all other liabilities as non-current. Deferred tax assets and liabilities are classified as non-current assets and liabilities.

3.3 Materiality and Aggregation

In compliance with NAS 1 - Presentation of Financial Statements, each material class of similar items is presented separately in the financial Statements. Items of dissimilar nature or functions are presented separately unless they are material.

3.4 Going Concern

The going concern principle is the assumption that an entity will remain in business for the foreseeable future. The Financial Statements has been prepared on going concern basis as there is no material uncertainty related to events or conditions that may cast significant doubt upon the entity's ability to continue as a going concern.

3.5 Foreign Currencies

In preparing the financial statements of the entity, transactions in currencies other than the entity's functional currency (foreign currencies) are recognized at the rates of exchange prevailing on the dates of the transactions. At each reporting date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences are recognized in profit or loss in the period in which they arise except for:

- Exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings.
- Exchange differences on transactions entered into a hedge certain foreign currency risk; and
- Exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur in the foreseeable future (therefore forming part of the net investment in the foreign operation), which are recognized initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the net investment.

The company has not entered into any foreign exchange transactions during the year.

3.6 Property, plant and equipment

a) On transition to NFRS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at Ashad 31, 2078 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment as on Shrawan 1, 2078.

b) Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit and loss during the reporting period in which they are incurred.

c) The Company identifies and determines cost of each component/ part of the asset separately, if the component/ part has a cost which is significant to the total cost of the asset having useful life that is materially different from that of the remaining asset. These components are depreciated over their useful lives; the remaining asset is depreciated over the life of the principal asset.

d) The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

e) An item of property, plant and equipment and any significant part initially recognised is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

f) Where an obligation (legal or constructive) exists to dismantle or remove an asset or restore a site to its former condition at the end of its useful life, the present value of the estimate cost of dismantling, removing or restoring the site is capitalized along with the cost of acquisition or construction upon completion and a corresponding liability is recognized. Revenue generated from production during the trial period is capitalized.

Company commenced its operation from 27th Chaitra, 2079. However,all the project construction related expenses incurred during the construction period are capitalized irrespective of the date of invoice.

Depreciation and Amortization

The depreciation of land and development, infrastructure , civil structures, transmission line, hydro mechanical works and electro mechanical works is provided by using straight line method over the useful life for the uses of those project assets by the company. Office furniture, equipment, vehicles and other assets are depreciated using the Straight Line ethod.

Category of Asset	Useful Life of Assets	Depreciation Method
Land and development	30*	SLM
Infrastructure	30	SLM
Civil Structures	30	SLM
Transmission Line	30	SLM
Hydro Mechanical Works	30	SLM
Electro Mechanical Works	30	SLM
Office Equipment	10	SLM
Furniture and Fixtures	10	SLM
Vehicle	10	SLM

*The company has obtained the hydro electricity generation license from 17th Chaitra 2073 till 16th Chaitra 2109. Accordingly, the useful life of the project assets has been calculated from the date of commercial operation till end of the license.

The life of the assets acquired during the fiscal year is calculated from the year of purchase up to the end of the license on 16th Chaitra 2109.

3.8 Derecognition of Property Plant and Equipment

In accordance with NAS 16 "Property, Plant and Equipment," the carrying amount of an item of property, plant and equipment (or a significant part thereof) shall be derecognized when the asset is disposed of, or when no future economic benefits are expected from its use or disposal, or when control over the identified portion of the asset is transferred to another party.

As per the Agreement date on 7th September 2022, between Super Madi Hydropower Ltd (SMHL) and Madame Khola Hydropower Ltd (MKHP), SHML agrees to share the ownership of transmission line with MKHP. The total cost incurred in the construction of transmission line shall be divided into two parties according to the installed capacity of the respective projects. Further, as per the Memorandum of Understanding dated on 26th March 2024, among Madi Power Limited, Super Madi Hydropower Ltd and Madame Khola Hydropower Ltd, MKHP needs to pay 14 crores to the SMHL.

In accordance with NAS 16 "Property, Plant and Equipment," the carrying amount attributable to the portion of the transmission line disposed/transferred under the agreement has been derecognised. Accordingly, the related cost and accumulated depreciation have been adjusted, and the carrying amount of the transmission line has been reduced by the amount attributable to the portion derecognised.

The transmission line continues to be recognised in the Company's financial statements to the extent of the Company's retained interest and future economic benefits arising from the asset.

3.9 Investment Properties

An investment property is defined as property held by the Company to earn rentals or for capital appreciation or both, rather than own-occupied. It will not be held for consumption in the business operations and disposal would not affect the operations of the company. Investment properties are initially measured at cost, including transaction costs. Subsequently all investment properties (without exception) are reported at fair value with any gains or losses in fair value reported in the statement of profit or loss as they arise. The fair value used is that which the property could be exchanged between knowledgeable, willing parties in an arm's length transaction and should reflect market conditions at the balance sheet date.

3.10 Impairment of Tangible and Intangible Assets

The Company assesses at each reporting date as to whether there is any indication that any item of Property, Plant and Equipment and Intangible Assets or group of assets, called Cash Generating Units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognized in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

3.11 Contingencies

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

3.12 Deferred Tax

Significant management judgment is required to determine the amount of deferred tax assets that can be recognized, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company.

3.13 Capital Work in progress

All the expenses incurred by the company till the date of commercial operation was recognized as Capital work in progress. Accordingly, there is no such Capital work in progress recognized during the period.

3.14 Cash and cash equivalents

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

3.15 Revenue Recognition

A. Sales of electricity

Revenue from the sales of electricity in the course of ordinary activities is measured at the fair value of the consideration received or receivable, net of return, trade discount and volume rebates. Revenue is recognized when persuasive evidence exists, that the significant risks and rewards of the ownership has been transferred to the custumer, recovery of the consideration is probable, the associated costs and possible return of the goods can be estimated reliably, there is no continuing management involvement with the goods and the amount of revenue can be measured reliably.

B. Other Income

Other income comprises income earned by the Company from sources other than its principal operating activities. Company has recognized other income of NPR. 25,395,100 in respect of an insurance claim under the Loss of Profit Insurance Policy. Based on the assessment of the claim and the applicable requirements of NAS/NFRS, company has recognized the amount of insurance claim as income, with the corresponding amount recognized as a receivable.

3.16 Trade and Receivables

Trade receivables represent amounts receivable from Nepal Electricity Authority (NEA) in respect of electricity sales.

Thet NEA receivable balance includes shortfall energy charges of NPR. 32,424,124 which was deducted by NEA, which have subsequently been recognized as receivable pursuant to the meeting minutes dated 2083.02.20 between the SMHL and NEA.

3.17 Taxation

a) Income Tax

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

b) Current Tax

Current tax is the expected tax payable on the taxable income for the year. Taxable profit differs from profit before tax as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of reporting period.

c) Deferred Tax

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the standalone Financial Statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax assets are recognized to the extent it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax losses can be utilized. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

Since the company is in first year of its operation, company enjoys tax holiday upto 2089-90 and 50 percent for further 5 years period. Hence, deferred tax on the losses accumulated till the current financial year has not been recognized.

3.18 Employment Benefits

Short-Term Employee Benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized as an expense during the period when the employees render the services.

Post-Employment Benefits

Defined Contribution Plans the Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the financial statement date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability. If the contribution already paid exceeds the contribution due for services received before the financial statement date, then excess is recognized as an asset to the extent that the pre-payment will lead to a reduction in future payment or a cash refund.

Defined Benefit Plans

The liability in respect of gratuity and other post-employment benefits is calculated using the Projected Unit Credit Method and spread over the period during which the benefit is expected to be derived from employees' services. Remeasurement gains and losses arising from adjustments and changes in actuarial assumptions are recognized in the period in which they occur in Other Comprehensive Income.

Explanatory Notes:

Company has not made any actuarial valuation for the long term benefits during the year. Further, the company has only one employee. So, it is immaterial as at the end of the finacial year.

3.19 Leases

The determination of whether an arrangement is a lease, or contains a lease, is based on the substance of the arrangement at the inception date and requires an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset (or assets) and the arrangement conveys a right to use the asset (or assets), even if that asset is (or those assets are) not explicitly specified in an arrangement.

Company as a lessee

a) Recognition

At the commencement date, a lessee shall recognize a right-of-use asset and a lease liability.

b) Measurement

I. <u>Initial measurement</u>

Initial measurement of the right-of-use asset

At the commencement date, a lessee shall measure the right-of-use asset at cost. The cost of the right-of-use asset shall comprise:

(a) The amount of the initial measurement of the lease liability,

(b) Any lease payments made at or before the commencement date, less any lease incentives received,

(c) Any initial direct costs incurred by the lessee; and

(d) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

II. <u>Initial measurement of the lease liability</u>

At the commencement date, a lessee shall measure the lease liability at the present value of the lease payments that are not paid at that date. The lease payments shall be discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the lessee shall use the lessee's incremental borrowing rate.

At the commencement date, the lease payments included in the measurement of the lease liability comprise the following payments for the right to use the underlying asset during the lease term that are not paid at the commencement date:

(a) Fixed payments, less any lease incentives receivable;

(b) Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement.

(c) Amounts expected to be payable by the lessee under residual value guarantees;

(d) The exercise price of a purchase option if the lessee is reasonably certain to exercise that option and

(e) Payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an Option to terminate the lease.

III. **Subsequent measurement**

Subsequent measurement of the right-of-use asset

After the commencement date, a lessee shall measure the right-of-use asset applying a cost model, unless it applies either of the other measurement models.

Cost model

While opting for the cost model, a lessee shall measure the right-of-use asset at cost:

(a) Less any accumulated depreciation and any accumulated impairment losses; and

(b) Adjusted for any measurement of the lease liability

Other measurement models

If a lessee applies the fair value model in NAS 40 Investment Property to its investment property, the lessee shall also apply that fair value model to right-of-use assets that meet the definition of investment property in NAS 40.

If right-of-use assets relate to a class of property, plant and equipment to which the lessee applies the Revaluation model in NAS 16, a lessee may elect to apply that revaluation model to all of the right-of-use assets that relate to that class of property, plant and equipment.

Subsequent measurement of the lease liability

After the commencement date, a lessee shall measure the lease liability by:

(a) Increasing the carrying amount to reflect interest on the lease liability;

(b) Reducing the carrying amount to reflect the lease payments made; and

(c) Premeasuring the carrying amount to reflect any reassessment or lease modifications, or to reflect revised in-substance fixed lease payments

Interest on the lease liability in each period during the lease term shall be the amount that produces a constant periodic rate of interest on the remaining balance of the lease liability. The periodic rate of interest is the discount rate or if applicable the revised discount rate

After the commencement date, a lessee shall recognize in profit or loss, unless the costs are included in the carrying amount of another asset applying other applicable Standards, both:

(a) Interest on the lease liability; and

(b) Variable lease payments not included in the measurement of the lease liability in the period in which the event or condition that triggers those payments occurs.

Explanatory Notes:
The lease payments have been discounted using the rate 10% p.a.

3.20 Earnings per share

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

Explanatory Notes:
The comparative basic and diluted earnings per share for the period 2081-82 have been restated retrospectively to reflect the effect of bonus shares issued during the year, in accordance with NAS 33 - Earnings per Share.

3.21 Provisions, contingencies and Commitments

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

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

c) The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

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

e) A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the standalone financial statements.

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

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

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

3.22 Financial Instruments

A. FINANCIAL INSTRUMENTS

Financial assets and financial liabilities are recognized when the Company becomes a party to the contract embodying the related financial instruments. All financial assets, financial liabilities and financial guarantee contracts are initially measured at transaction cost and where such values are different from the fair value, at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit and loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability. Transaction costs directly attributable to the acquisition of financial assets and financial liabilities at fair value through profit and loss are immediately recognised in the statement of profit and loss.

B. EFFECTIVE INTEREST METHOD

The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income or expense over the relevant period. The effective interest rate is the rate that exactly discounts future cash receipts or payments through the expected life of the financial instrument, or where appropriate, a shorter period. Income/ expense arising on financial instruments after applying an effective interest rate is recognized in Statement of Profit and Loss and is included in the "finance income" or " finance cost" line item.

C. FINANCIAL ASSETS

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets measured at fair value

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company in respect of equity investments (other than in subsidiaries, associates and joint ventures) which are not held for trading has made an irrevocable election to present in other comprehensive income subsequent changes in the fair value of such equity instruments. Such an election is made by the Company on an instrument by instrument basis at the time of initial recognition of such equity investments. Financial asset not measured at amortised cost or at fair value through other comprehensive income is carried at fair value through the statement of profit and loss. For financial assets maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the shorter maturity of these instruments.

Impairment of financial assets

Loss allowance for expected credit losses is recognised for financial assets measured at amortised cost and fair value through the statement of profit or loss. The company recognizes impairment loss on trade receivables using expected credit loss model. For financial assets whose credit risk has not significantly increased since initial recognition, loss allowance equal to twelve months expected credit losses is recognised. Loss allowance equal to the lifetime expected credit losses is recognised if the credit risk on the financial instruments has significantly increased since initial recognition.

De-recognition of financial assets

The Company de-recognizes a financial asset only when the contractual rights to the cash flows from the financial asset expire, or it transfers the financial asset and the transfer qualifies for de-recognition under NFRS 9. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognizes its retained interest in the assets and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received. On de-recognition of a financial asset in its entirety, the difference between the carrying amounts measured at the date of de-recognition and the consideration received is recognised in statement of profit or loss.

D. FINANCIAL LIABILITIES AND EQUITY INSTRUMENTS

Classification as debt or equity

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

Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

Financial Liabilities

Financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method where the time value of money is significant. Interest bearing bank loans, overdrafts and issued debt are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the statement of profit and loss. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

The company has obtained long term loan, short term loan and cash credit loan loan from the lead bank(Sanima Bank limited) and participitating bank (Kumari Bank ltd, Agriculture Bank ltd, Rastriya Banijya Bank ltd, Hydroelectricity Investment and Development Company ltd, Prabhu Bank and Everest Bank ltd) by mortgaging all its project assets and personal guarantee of its directors. Quaterly Repayment Schedule of term loan started from May 2023 and ends on Februry 2033.
Outstanding borrowing as per the bank confirmation letter is as follows.

SN	Name of Consortium Bank	Outstanding Balance
1	Agriculture Development Bank Limited	575,103,843
2	Cash Credit Loan	149,666,257
3	Everest Bank Limited	557,681,000
4	Hydroelectricity Investment & Development Company Limited	731,742,568
5	Kumari Bank Limited	2,403,362,287
6	Prabhu Bank Limited	473,481,357
7	Rastriya Banijya Bank Limited	568,355,000
8	Sanima Bank Limited	1,157,990,948
	Total	**6,617,383,260**

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

De-recognition of financial liability
A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

E. OFF-SETTING OF FINANCIAL INSTRUMENTS
Financial assets and financial liabilities are offset and the net amount is reported in the standalone balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

3.23 Investment in Associates

The company shall measure the investment in associates using Equity Method. Under the equity method, on initial recognition the investment in an associate is recognised at cost, and the carrying amount is increased or decreased to recognise the company share of the profit or loss of the investee after the date of acquisition. The investor's share of the investment profit or loss is recognised in the company profit or loss. Distributions received from an investee reduce the carrying amount of the investment. Adjustments to the carrying amount may also be necessary for changes in the company proportionate interest in the investment arising from changes in the investment other comprehensive income. Such changes include those arising from the revaluation of property, plant and equipment and from foreign exchange translation differences. The company share of those changes is recognised in the company other comprehensive income.

3.24 Financial Cost

Borrowing costs that are directly attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Statement of Profit and Loss for the period for which they are incurred.

3.25 Financial Risk Management Objectives and Policies

The Company's business activities expose it to a variety of financial risks, namely primarily to fluctuations in foreign currency exchange rates, interest rates, equity prices, liquidity and credit risk, which may adversely impact the fair value of its financial instruments. The Company's Board and senior management has overall responsibility for the establishment and oversight of the Company's risk management. The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities. The Risk Management is done by the Company's management that provides assurance that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks which are summarized below:-

A. CURRENCY RISK

The Company is subject to the risk that changes in foreign currency values impact the Company's imports of inventories and property, plant and equipment and contractor's service. The Company is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to US Dollar. The aim of the company's approach to management of currency risk is to leave the Company with no material residual risk. This aim has been achieved in all years presented.

B. CREDIT RISK

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

C. INTEREST RATE RISK

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long-term and short-term debt obligations. Since, the interest rate risk is influenced by market forces, SMHL has little role to play for minimizing this risk. Further, the

Company manages its interest rate risk by having a balanced portfolio of fixed and variable rate loans and borrowings by negotiating with highly reputed commercial banks.

D. LIQUIDITY RISK

Liquidity risk is the risk that the Company will face in meeting its obligations associated with its financial liabilities. The Company's approach to managing liquidity is to ensure that it will have sufficient funds to meet its liabilities when due without incurring unacceptable losses. In doing this, management considers both normal and stressed conditions. A material and sustained shortfall in our cash flow could create potential business continuity risk. In order to control liquidity risk and for better working capital management, SMHL can make arrangement of adequate level of OD facility for short term financing. The Company's Finance department regularly monitors the cash position to ensure it has sufficient cash on-going basis to meet operational needs. Any short term surplus cash generated by the company, over and above the amount required for working capital management and other operational requirements, are retained as cash and cash equivalents (to the extent required) and any excess is invested in interest bearing term deposits to optimize its cash returns on investments. The said investments are made in instruments with appropriate maturities or sufficient liquidity to provide sufficient head-room as determined by the above-mentioned forecasts.

3.26 Capital Management

For the purpose of the Company's capital management, capital includes issued capital and all other equity reserves attributable to the equity holders of the company. The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimize returns to the shareholders. The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets. The Company's aim to translate profitable growth to superior cash generation through efficient capital management. The Company's policy is to maintain a stable and strong capital structure with a focus on total equity so as to maintain investor, creditor, and market confidence and to sustain future development and growth of its business. The Company's focus is on keeping strong total equity base to ensure independence, security, as well as a high financial flexibility for potential future borrowings, if required, without impacting the risk profile of the Company. The Company will take appropriate steps in order to maintain, or if necessary adjust, its capital structure. The management monitors the return on capital as well as the level of dividends to shareholders. The Company's goal is to continue to be able to return excess liquidity to shareholders by continuing to distribute dividends in future periods. No changes were made in the objectives, policies or processes for managing capital during the years ended on Ashad 2082..

3.27 Related parties Transaction

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial or operation decision or one other party's controls both. The definition includes subsidiaries, associates, directors, key management personnel and employee's retirement benefit fund.

Identification of Related Parties

A related party is a person or entity that is related to the entity that is preparing its financial statements

A person or a close member of that person's family is related to a reporting entity if that person:

(i) has control or joint control of the reporting entity

(ii) has significant influence over the reporting entity or

(iii) is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.

The Company Identifies the following as the related parties under the requirement of NAS 24

i. **Board of Directors**

S.N.	Name	Position
1.	Dhan Raj Acharya	Chairman
2.	Babu Ram Thapa	Director
3.	Durga Prassad Uprety	Director
4.	Harihar Uprety	Director
5.	Nirja Rajbhandari	Director
6.	Bishnu Prassad Pandey	Independent Director

ii. **Entities under common control:**

a) Tamor Energy Pvt Ltd
b) Riverside Hydro Energy Ltd
c) Palun Khola Hydropower Pvt Ltd

iii. **Other Related Parties**

Mr. Pushpa Jyoti Dhungana served as the Executive Director of the Company up to the 2082.11-30 and holds a substantial shareholding in the Company. Accordingly, he has been identified as a related party in accordance with the applicable requirements of NAS 24.

iv. **Transaction with Related Parties:**

During the year, the Company entered into transactions with related parties in the ordinary course of business. Details of related-party transactions and outstanding balances are as follows:

Related Parties	Nature of transaction	Transaction during the Year (NPR)	Balance as at 32.03.2083
Pushpa Jyoti Dhungana	Salary	6,708,744	(4,775,898)
Pushpa Jyoti Dhungana	Rent	3,300,000	(7,423,000)
Tamor Energy Pvt, Ltd.	Purchase of Equity Share	443,316,500	943,316,500
Tamor Energy Pvt, Ltd.	Settlement of Liability	56,683,500	-
Palun Khola Hydropower Pvt Ltd	Advance	500,000	(500,000)
Riverside Hydro Energy Ltd	Advance	3,000,000	-

v. **Key Management Personnel Compensation:**

The compensation (Salary) of Key Management Personnel (executive director) for the financial year amounted to NPR. 4,526,583 (Net of Tax), comprising short term employee benefits.

3.28 Service Concession Arrangements

IFRIC (International Financial Reporting Interpretation Committee) 12 gives guidance on the accounting by operators for public-to-private service concession arrangements. This interpretation sets out general principles on recognizing and measuring obligations and related rights in service concession arrangements. The company has considered about the applicability of IFRIC 12 Service Concession Arrangement, issued by International Accounting Standard Board (IASB) for preparation and presentation of financial statements.

A feature of these service arrangements is the public service nature of the obligation undertaken by the operator. Public policy is for the services related to the infrastructure to be provided to the public, irrespective of the identity of the party that operates the services. The service arrangement contractually obliges the operator to provide the services to the public on behalf of the public sector entity. Other common features are:

a) the party that grants the service arrangement (the grantor) is a public sector entity, including a governmental body, or a private sector entity to which the responsibility for the service has been devolved.
b) the operator is responsible for at least some of the management of the infrastructure and related services and does not merely act as an agent on behalf of the grantor.
c) the contract sets the initial prices to be levied by the operator and regulates price revisions over the period of the service arrangement.
d) the operator is obliged to hand over the infrastructure to the grantor in a specified condition at the end of the period of the arrangement, for little or no incremental consideration, irrespective of which party initially financed.

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

a) The grantor controls or regulates what services the operator must provide with the infrastructure, to whom it must provide them and at what prices;
b) The grantor controls-through ownership, beneficial entitlement or otherwise- any significant residual interest in the infrastructure at the end of the term of the arrangement.

An arrangement within the scope of this interpretation typically involves a private sector entity (an operator) constructing the infrastructure used to provide the public service or upgrading it (for example, by increasing its capacity) and operating and maintaining that infrastructure for a specified period of time. The operator is paid for its services over the period of the arrangement. The arrangement is governed by a contract that sets out performance standards, mechanisms for adjusting prices and arrangements for arbitrating disputes. Such an arrangement is often described as a 'build-operate-transfer', a 'rehabilitate-operate-transfer' or a 'public-to-private' service concession arrangement.

The company has considered applicability of IFRIC 12 Service Concession Agreement, issued by International Accounting Standard Board (IASB) for preparation and presentation of financial statements.Supermadi Hydropower LImited. (SMHL), after due consideration has not applied IFRIC 12 while preparing these financial statements on the following grounds.

Kathmandu

a) The company sells electricity to Nepal Electricity Authority at price independent of the price charged by NEA to general public. NEA for the ultimate sale of electricity is bound by the rates determined by Electricity Tariff Commission set up by the government, whereas NEA purchases electricity on the basis of different commercial agreement with the power producers. Electricity Tariff Commission does not determine the rate at which NEA purchases or has to purchase from the power producers. There have been instances where the rates charged by NEA to the general public is lower than it paid to some of the power producers

b) The license agreement with Department of Electricity Development (DoED) for Supermadi Hydroelectric Project being developed by SMHL does not obligate the company to sell electricity to NEA or any specific buyer.

c) The company does not receive any specific concession for the use of the natural resource. The company has to pay to the government for the use of the natural resources in the form of royalty.

d) The company under Power Purchase Agreement (PPA) sells energy to NEA and not directly to the general public.

e) Though the project is to be transferred to the government at the end of the licence period the legal title of the project is with the company, including the control of access to the project site. In addition, the company has right to pledge the assets as lien for availing finances from financial institutions

T. Subash & Associates
Kathmandu
Chartered Accountants

धितोपत्र दर्ता तथा निष्काशन नियमावली २०७३ को नियम २६ को उपनियम (२) सँग सम्बन्धित अनुसूची १५ बमोजिमको वार्षिक विवरण (आ.व. २०८२/०८३)

१. **सञ्चालक समितिको प्रतिवेदन :** सम्बन्धित शीर्षक अन्तर्गत राखिएको ।

२. **लेखापरीक्षणको प्रतिवेदन :** सम्बन्धित शीर्षक अन्तर्गत राखिएको ।

३. **लेखापरीक्षण भएको वित्तीय विवरण :** सम्बन्धित शीर्षक अन्तर्गत राखिएको ।

४. **कानुनी कारवाही सम्बन्धी विवरण :**

क) त्रैमासिक अवधिमा संगठित संस्थाले वा संस्थाका विरूद्ध कुनै मुद्दा दायर भएको भए,

➢ त्रैमासिक अवधिमा संगठित संस्थाले वा संस्थका विरूद्ध कुनै मुद्दा दायर भएको छैन ।

ख) संगठित संस्थाका संस्थापक वा सञ्चालकले वा संस्थापक वा सञ्चालकको विरूद्धमा प्रचलित नियमको अवज्ञा वा फौजदारी अपराध गरेको सम्बन्धमा कुनै मुद्दा दायर गरेको वा भएको भए,

➢ यस कम्पनीको जानकारीमा नभएको ।

ग) कुनै संस्थापक वा सञ्चालक विरूद्ध आर्थिक अपराध गरेको सम्बन्धमा कुनै मुद्दा दायर भएको भए,

➢ यस कम्पनीको जानकारीमा नभएको ।

५. **संगठित संस्थाको शेयर कारोवार तथा प्रगतिको विश्लेषण :**

(क) धितोपत्र बजारमा भएको संगठित संस्थाको शेयरको कारोवार सम्बन्धमा व्यवस्थापनको धारणा :

➢ नेपाल स्टक एक्सचेन्ज लि.तथा धितोपत्र बोर्डको सुपरीवेक्षण व्यवस्थाको अधिनमा रही कारोवार गरेको ।

(ख) आ.व. २०८२/०८३ मा संगठित संस्थाको अधिकतम, न्यूनतम र अन्तिम मुल्यका साथै कुल कारोवार शेयर संख्या र कारोवार दिन :

त्रैमास	अधिकतम मुल्य	न्यूनतम मुल्य	अन्तिम मुल्य	कुल कारोवार दिन	कुल कारोवार संख्या	कुल कारोवार शेयर संख्या
प्रथम त्रैमास	१२३०	७५५.१०	५७५.१०	५१	११५५३	११३३३१९९
दोस्रो त्रैमास	८९७	४९०.१०	५९४.८०	५५	१०५२५	१३६१६०५
तेस्रो त्रैमास	६१२	४४३	५०५	५५	४७८४७	१०७७८६१७
चौथो त्रैमास	५४०	४५१.३०	४८५	५४	१३२६७	२४५८५६०

६. **समस्या तथा चुनैती**

(क) आन्तरिक समस्या तथा चुनैती

➢ यन्त्र उपकरणहरूमा उत्पन्न हुने प्राविधक तथा यान्त्रिक गडबडी ।

➢ दक्ष जनशक्ति व्यवस्थापनमा चुनैती ।

(ख) वाह्य समस्या तथा चुनौती

- देश संघीय संरचनामा प्रवेश गरेकोले केन्द्र, प्रदेश र स्थानीय सरकार बीच समन्वयमा कमी तथा कर्तव्य र अधिकार क्षेत्र सम्बन्धी अन्यौलता ।
- जलविद्युत विकासमा सरकारबाट घोषणा भएको सुविधा तथा सहुलियत कार्यान्वयनमा ढिलासुस्ती ।
- बैंक ब्याजदर तथा वैदेशिक विनिमयदरमा हुने वृद्धि ।
- ऐन, कानुन तथा सरकारी नीति नियममा हुने परिवर्तन ।
- जलविद्युतको लागि आवश्यक मेसिनरी उपकरण तथा स्पेयर पार्टहरूको लागि स्वदेशी आपूर्तिकर्ता तथा बिक्रेताहरूको अभाव एवं भन्सार महसुल छुटका दरमा पटकपटक परिवर्तन ।
- ट्रान्समिसन लाईनमा उत्पन्न हुने प्राविधिक समस्याहरू ।
- बाढी, पहिरो, खडेरी, भुकम्प जस्ता प्राकृतिक विपत्तिबाट हुन सक्ने जोखिम ।
- समय समयमा ने.वि.प्रा. ले Dispatch Instruction जारी गरी विद्युत उत्पादनमा कटौती गर्नु ।

(ग) रणनीति

- लागानीकर्ताहरूको प्रतिफल सुनिश्चित गराउन भविष्यमा आईपर्ने समस्या तथा चुनौतीहरूको पहिचान र तिनीहरूको समाधान गरी अवसरको रूपमा परिणत गर्ने, गराउने ।
- सबै क्षेत्रलाई लगानीमैत्री बनाउनको लागि सरकारसँग आवश्यक समन्वय गर्ने ।
- मेसिनेरी तथा स्पेयर पार्टसहरूको आवश्यक मौज्दातको व्यावस्थापन 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 पूर्णरूपले पालना गरिनेछ ।

धनराज आचार्य
अध्यक्ष, सञ्चालक समिति
सुपर मादी हाइड्रोपावर लिमिटेड

मिति : २०८३ आश्विन ०१ गते

संस्थागत सुशासन सम्बन्धी वार्षिक अनुपालना प्रतिवेदन

(सूचीकृत संगठित संस्थाहरुको संस्थागत सुशासन सम्बन्धी निर्देशिक २०७४ बमोजिम)

सूचीकृत सङ्गठित संस्थाको नाम	सुपर मादी हाइड्रोपावर लिमिटेड
ठेगाना, इमेल र वेबसाइट सहित	ललितपुर-१०, कुपण्डोल, नेपाल Email: supermadihydro@gmail.com Website: www.supermadihydro.com.np
फोन नम्बर	०१-४५२७०९०, ४५२३९७१
प्रतिवेदन पेश गरिएको आ.व.	२०८२/०८३

१. **सञ्चालक समिति सम्बन्धी विवरण :**

(क) सञ्चालक समितिको अध्यक्षको नाम तथा नियुक्ति मिति : धनराज आचार्य २०८० साल पौष २८ गतेको वार्षिक साधारण सभाले र अध्यक्षको जिम्मेवारीमा सञ्चालक समितिले मिति २०८२/१२/०१ मा नियुक्ति ।

(ख) संस्थाको शेयर संरचना सम्बन्धी विवरण (संस्थापक, सर्वसाधरण तथा अन्य) : कम्पनीको संस्थापक शेयर रू. १ अर्ब ९६ करोड ७९ लाख ६२ हजार ५ सय र सर्वसाधारणमा निश्कासन ३४ करोड ७२ लाख ८७ हजार ५ सय मात्र (८५ प्रतिशत र १५ प्रतिशत) गरी कुल रू. २,३१,५२,५०,०००/- (दुई अर्व एकतिस करोड बाउन्न लाख पचास हजार मात्र) ।

(ग) सञ्चालक समिति सम्बन्धी विवरण :

क्र. सं.	सञ्चालकहरुको नाम तथा ठेगाना	प्रतिनिधित्व भएको समुह	शेयर संख्या	नियुक्ति भएको मिति	पद तथा गोपनियताको शपथ लिएको मिति	सञ्चालक नियुक्तिको तरिका (विधि)
१	श्री धनराज आचार्य पोखरा म.न.पा-३३, कास्की	सञ्चालक	५८०३५६	२०८०/०९/२८	२०८०/०९/२८	वार्षिक साधारण सभा
२	श्री बाबुराम थापा फेदाप गा.पा.-०५, तेह्रथुम	सञ्चालक	२७७८३०	२०८०/०९/२८	२०८०/०९/२८	वार्षिक साधारण सभा
३	श्री दुर्गा प्रसाद उप्रेती इलाम न.पा.-१, इलाम	सञ्चालक	१०००	२०८२/१२/०१	२०८२/१२/०१	सञ्चालक समितिको निर्णयले
४	श्री हरिहर उप्रेती काठमाडौं म.न.पा.-३४, काठमाडौं	सञ्चालक	५११	२०८३/०१/२०	२०८३/०१/२०	सञ्चालक समितिको निर्णयले
५	श्रीमती निर्जा राजभण्डारी नेपालगञ्ज-१२, बाँके	सञ्चालक	११०२	२०८२/१२/०१	२०८२/१२/०१	सञ्चालक समितिको निर्णयले
६	श्री बिक्रम भण्डारी षडानन्द न.पा.-१ , भोजपुर	सञ्चालक	१००	२०८३/०५/१०	२०८३/०५/१०	सञ्चालक समितिको निर्णयले
७	श्री विष्णु प्रसाद पाण्डे कालिगण्डकी गा.पा.-४, स्याङ्जा	स्वतन्त्र संचालक	-	२०८०/०९/२८	२०८०/०९/२८	वार्षिक साधारण सभा

नोट : पछिल्लो साधारण सभापछि सञ्चालकहरू नियुक्ति भए सो सम्बन्धित जानकारी र सो सम्बन्धमा बोर्डलाई जानकारी गराएको मिति समेत छुट्टै उल्लेख गर्नुपर्ने । मिति २०८२/१२/०२ मा र २०८३/०५/११ मा जानकारी गराइएको ।

(घ) सञ्चालक समितिको बैठक

- सञ्चालक समितिको बैठक सञ्चालक सम्बन्धी विवरण :

क्र.सं.	यस आ.व. बसेको सञ्चालक समितिको बैठकको मिति	उपस्थित सञ्चालकको संख्या	बैठकको निर्णयमा भिन्न मत राखी हस्ताक्षर गर्ने सञ्चालकको संख्या	गत आ.व.मा बसेको बैठकको मिति
१	२०८२/०५/०७	७	०	२०८१/०४/२०
२	२०८२/०७/२०	७	०	२०८१/०५/१६
३	२०८२/०८/०४	७	०	२०८१/०६/०७
४	२०८२/०८/०९	७	०	२०८१/०६/०८
५	२०८२/०९/२३	७	०	२०८१/०७/१५
६	२०८२/१०/१०	७	०	२०८१/०८/१५
७	२०८२/१२/०१	७	०	२०८१/०९/१५
८	२०८३/०१/३	७	०	२०८१/१०/१५
९	२०८३/०१/१९	७	०	२०८१/११/१५
१०	२०८३/०१/२०		०	२०८१/११/१९
११	२०८३/०३/०४		०	२०८१/१२/०८
१२	२०८३/०३/१०		०	२०८१/१२/१५

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

सञ्चालक समितको बैठकमा सञ्चालक वा वैकल्पिक सञ्चालक उपस्थिति भए नभएको (नभएको अवस्थामा बैठकको मिति सहित कारण खुलाउने) :	भएको ।
सञ्चालक समितिको बैठकमा उपस्थित सञ्चालकहरू, छलफल भएको विषय र त्यस सम्बन्धमा भएको निर्णयको विवरण (माईन्युट) को छुट्टै अभिलेख राखे नराखेको :	राखेको ।
सञ्चालक समितिको दुई लगातार बसेको बैठकको अधिकतम अन्तर (दिनमा) :	२-५
सञ्चालक समितिको बैठक भत्ता निर्धारण सम्बन्धमा बसेको वार्षिक साधारण सभाको मिति :	२०८०/०९/२८
सञ्चालक समितिको बैठक भत्ताको व्यवस्था भएको :	भएको ।
आ.व. को सञ्चालक समितिको कुल बैठक खर्च रू. :	७,२०,०००/-

२. **सञ्चालकको आचरण सम्बन्धी तथा अन्य विवरण**

सञ्चालकको आचरण सम्बन्धमा सम्बन्धित संस्थाको आचार संहिता भए/नभएको	कम्पनी ऐन अनुसार
एकाघर परिवारको एक भन्दा बढी सञ्चालक भए सो सम्बन्धी विवरण :	नभएको ।
सञ्चालकहरूको वार्षिक रूपमा सिकाई तथा पुनर्ताजगी कार्यक्रम सम्बन्धी विवरण : नभएको ।	छैन ।

क्र.सं.	विषय	मिति	सहभागी सञ्चालकको संख्या	तालिम सञ्चालन भएको स्थान
१.				

प्रत्येक सञ्चालकले आफु सञ्चालकको पदमा नियुक्त वा मनोनयन भएको पन्ध्र दिनभित्र देहायका कुराको लिखित जानकारी गराएको/नगराएको भए सो को विवरण :	गराएको ।
५ सस्थासँग निज वा निजको एकाघरको परिवारको कुनै सदस्यले कुनै किसिमको करार गरेको वा गर्न लागेको भए सो को विवरण	नभएको ।
५ निज वा निजको एकाघरको परिवारको कुनै सदस्यले संस्था वा सो संस्थाको मुख्य वा सहायक कम्पनीमा लिएको शेयर वा डिबेन्चरको विवरण : यस कम्पनीका संचालक श्री धनराज आचार्य र श्री बाबुराम थापा रिभर साईड हाइड्रो इनर्जी लि. र पालुन खोला हाइड्रोपावर लि. मा सञ्चालक सदस्यमा रहनु भएको छ ।	
५ निजको एकाघरको परिवारको कुनै सदस्य संस्थामा पदाधिकारी वा कर्मचारीको हैसियतमा काम गरिरहेको भए सो को विवरण :	नभएको ।
सञ्चालकले उस्तै प्रकृतिको उद्देश्य भएको सूचिकृत संस्थाको सञ्चालक, तलबी पदाधिकारी, कार्यकारी प्रमुख वा कर्मचारी भई कार्य गरेको भए सो को विवरण :	नभएको ।
सञ्चालकहरुलाई नियमन निकाय तथा अन्य निकायहरूबाट कुनै कारवाही गरिएको भए सो को विवरण :	नभएको ।

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

(क) जोखिम व्यावस्थापनको लागि कुनै समिति गठन भए/नभएको गठन नभएको भए सो को कारण : हाल नभएको ।

(ख) जोखिम व्यावस्थापन समिति सम्बन्धी जानकारी :

(अ) समितिको संरचना (संयोजन तथा सदस्यहरूको नाम तथा पद)

(आ) समितिको बैठक संख्या

(इ) समितिको कार्य सम्बन्धी छोटो विवरण

(ग) आन्तरिक नियन्त्रण कार्यविधि भए/नभएको : नियमन निकायको निर्देशिका बमोजिम ।

(घ) आन्तरिक नियन्त्रण प्रणालीको लागि कुनै समिति गठन भए/नभएको गठन नभएको भए सो को कारण : नभएको ।

(ङ) आन्तरिक नियन्त्रण प्रणाली समिति सम्बन्धी विवरण :

(अ) समितिको संरचना (संयोजन तथा सदस्यहरूको नाम तथा पद)

(आ) समितिको बैठक संख्या

(इ) समितिको कार्य सम्बन्धी छोटो विवरण

४. सूचना तथा जानकारी प्रवाह सम्बन्धी विवरण :

(क) संस्थाले सार्वजनिक गरेको सूचना तथा जानकारी प्रवाहको विवरण :

विषय	माध्यम	सार्वजनिक गरेको मिति
वार्षिक साधारण सभाको सूचना	टेलिफोन तथा पत्रपत्रिका तथा website मार्फत	२०८३/०५/१०
विशेष साधारण सभाको सूचना	नभएको	छैन ।
वार्षिक प्रतिवेदन	website	वार्षिक प्रतिवेदन पेश भएको ।

विषय	माध्यम	सार्वजनिक गरेको मिति
त्रैमासिक प्रतिवेदन	राष्ट्रियस्तरको दैनिक पत्रिकामा	२०८२/०७/२५ (प्रथम) २०८२/१०/१६ (दोस्रो) २०८३/०१/२२ (तेस्रो) २०८३/०४/१४ (चौथो)
धितोपत्रको मुल्यमा प्रभाव पार्ने मुल्य संवेदनशिल सूचना		नभएको ।
अन्य		नभएको ।

(ख) सूचना सार्वजनिक नगरेको वा अन्य कारणले धितोपत्र बोर्ड तथा अन्य निकायबाट कारवाहीमा परेको भए सो सम्बन्धी जानकारी : नभएको ।

(ग) पछिल्लो वार्षिक तथा विशेष साधारण सभा सम्पन्न भएको मिति : २०८२/०९/०४

५. संस्थागत संरचना र कर्मचारी सम्बन्धी विवरण :

(क) कर्मचारीहरूको संरचना, पदपूर्ति, वृद्धि विकास, तालिम, तलब, भत्ता तथा अन्य सुविधा, हाजिर र विदा, आचारसहिता लगायतका कुराहरू समेटिएको कर्मचारी सेवा शर्त नियमावली/व्यवस्था भए नभएको : भएको

(ख) सांगठनिक संरचना संलग्न गर्ने :

(ग) उच्च व्यवस्थापन तहका कर्मचारीहरूको नाम, शैक्षिक योग्यता तथा अनुभव सम्बन्धी विवरण : कम्पनीले व्यावस्थापन सम्बन्धी सम्पूर्ण छुट्टै निकाय हाइड्रोपावर मेनेजमेण्ट प्रा.लि. मार्फत गरिएको छ ।

(घ) कर्मचारी सम्बन्धी अन्य विवरण

संरचना अनुसार कर्मचारी पदपूर्ति गर्ने गरे/नगरेको :	गरेको ।
नयाँ कर्मचारीहरूको पदपूर्ति गर्दा अपनाएको प्रक्रिया :	अन्तर्वार्ता, अनुभव
व्यवस्थापन स्तरका कर्मचारीको संख्या :	१
कुल कर्मचारीको संख्याः आयोजना सञ्चालनमा आएपछि छुट्टै कम्पनीलाई व्यवस्थापन जिम्म दिएकाले कर्मचारी नभएको :	२४
कर्मचारीहरूको सक्सेसन प्लान भए/नभएको :	भएको ।
आ.व. कर्मचारीहरूलाई दिइएको तालिम संख्या तथा सम्मलित कर्मचारीको संख्या : आ.व. को कर्मचारी तालिम खर्च रू : कुल खर्चमा कर्मचारी खर्चको प्रतिशत : कुल कर्मचारी खर्चमा कर्मचारी तालिम खर्चको प्रतिशत :	प्लान्ट सञ्चालन लागि तालिम तथा मर्मत कार्यको लागि मेशिनरी पार्टस पुर्जा सप्लायर्सबाट व्यवस्था भएको ।

६. संस्थाको लेखा तथा लोखापरिक्षण सम्बन्धी विवरण

(क) लेखा सम्बन्धी विवरण

संस्थाको पछिल्लो आ.व. को वित्तीय विवरण NFRS अनुसार तयार गरे/नगरेको, नगरेको भए सो को कारण :	२०७९/०८० देखि गरेको ।
सञ्चालक समितिबाट पछिल्लो वित्तीय विवरण स्वीकृत भएको मिति : आ.व. २०८२/०८३	२०८३/०५/०७
त्रैमासिक वित्तीय विवरण प्रकाशन गरेको मिति : २०८२/०८३ को चौथो त्रैमासिक	२०८३/०४/१४

अन्तिम लेखापरिक्षण सम्पन्न भएको मिति :	२०८३/०५/०७
साधारण सभाबाट वित्तीय विवरण स्वीकृत भएको मिति : (आ.व. २०८१/०८२ को)	२०८२/०९/०४
संस्थाको आन्तरिक लेखापरीक्षण सम्बन्धी विवरण : (अ) आन्तरिक रूपमा लेखापरीक्षण गर्ने गरिएको वा बाह्य विज्ञ नियुक्त गर्ने गरिएको (आ) बाह्य विज्ञ नियुक्त गरिएको भए सो को विवरण (इ) आन्तरिक लेखापरीक्षण कति अवधिको गर्ने गरिएको (त्रैमासिक, चैमासिक वा अर्धवार्षिक)	नभएको ।

(ख) लेखापरीक्षण समिति सम्बन्धी विवरण

संयोजक तथा सदस्यहरूको नाम, पद तथा गोप्यता : १. श्रीमती निर्जा राज भण्डारी, संयोजक २. श्री बिक्रम भण्डारी, सदस्य ३. श्री अर्जुन प्रसाद शर्मा	३ सदसीय समिति
बैठक बसेको मिति तथा उपस्थित सदस्य संख्या :	२
प्रतिबैठक भत्ता रू :	नभएको ।
लेखापरीक्षण समितिले आफ्नो काम कारवाहीको प्रतिवेदन सञ्चालक समितिमा पेश गरेको मिति :	नभएको ।

७. अन्य विवरण

संस्थाले सञ्चालक तथा निजको एकाघरका परिवारको वित्तीय स्वार्थ भएको व्यक्ति, बैंक तथा वित्तीय संस्थाबाट ऋण वा सापटी वा अन्य कुनै रूपमा रकम लिए/नलिएको :	
प्रचलित कानुन बमोजिम कम्पनीको सञ्चालक, शेयरधनी, कर्मचारी, सल्लाहाकार, परामर्शदाताको हैसियतमा पाउने सुविधा वा लाभ बाहेक सूचिकृत सङ्गठित संस्थाको वित्तीय स्वार्थ भएको कुनै व्यक्ति, फर्म, कम्पनी, कर्मचारी, सल्लाहाकार वा परामर्शदाताले संस्थाको कुनै सम्पत्ति कुनै किसिमले भोगचलन गरे/नगरेको :	नगरेको ।
नियमकारी निकायले इजाजतपत्र जारी गर्दा तोकेको शर्तहरूको पालना भए/नभएको :	
नियमकारी निकायले संस्थाको नियम निरीक्षण वा सुपरीवेक्षण गर्दा संस्थालाई दिइएको निर्देशन पालना भए/नभएको :	भएको ।
संस्था वा सञ्चालक विरूद्ध अदालतमा कुनै मुद्दा चलिरहेको भए सोको विवरण :	नभएको ।

परिपालना अधिकृतको नाम : निश्चल खरेल

पद : कम्पनी सचिव

मिति :

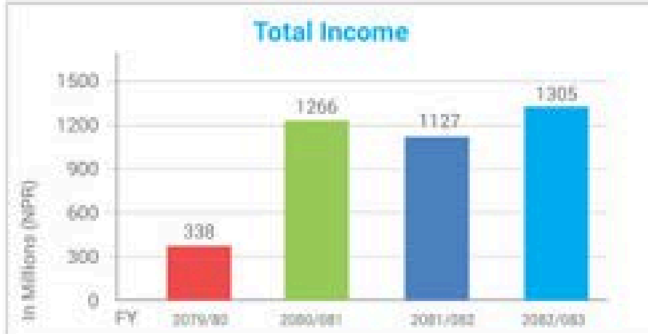
संस्थाको छाप :

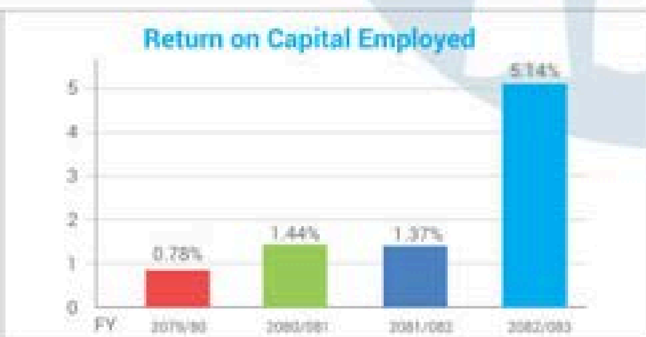
प्रतिवेदन सञ्चालक समितिबाट स्वीकृत मिति : २०८३/०५/१२

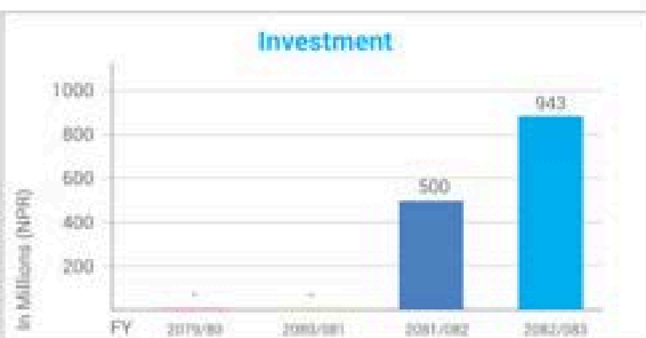
सुपर मादी हाइड्रोपावर लिमिटेडको
प्रबन्ध-पत्रको
साविक र वर्तमान व्यवस्थाहरु सम्बन्धी तीन महले विवरण

	साविकको व्यवस्था	वर्तमान व्यवस्था	परिवर्तनको कारण
प्रबन्ध -पत्र	**दफा ६(क) कम्पनीको अधिकृत पुंजी :** यस कम्पनीको अधिकृत पुंजी रू. ३,४७,२८,७५,०००/- (तीन अर्ब तचालिस करोड अठ्ठाईस लाख पचहत्तर हजार) हुनेछ । सो पुंजीलाई प्रति शेयर रू.१००/- का दरले ३,४७,२८,७५०/- (तीन करोड सतचालिस लाख अठ्ठाईस हजार सात सय पचास) थान साधारण शेयरमा विभाजन गरिएको छ ।	**दफा ६(क) यस कम्पनीको अधिकृत पुँजी :** यस कम्पनीको अधिकृत पुँजी रू. ३,९९,३८,०६,३००/- (तीन अर्ब उनान्सय करोड अठतिस लाख छ हजार तिन सय) हुनेछ । सो पुँजीलाई प्रति शेयर रू. १००/- का दरले ३,९९,३८,०६३ (तीन करोड उनान्सय लाख अठतिस हजार त्रिसठी) थान साधारण शेयरमा विभाजन गरिएको छ ।	बोनस शेयर वितरण तथा हकप्रद शेयर पश्चात कम्पनीको अधिकृत पुँजी वृद्धि हुने भएकोले ।
	६ दफा ६ (ख) कम्पनीको तत्काल जारी पुँजी : यस कम्पनीको तत्काल जारी पुँजी रू. ३,४७,२८,७५,०००/- (तीन अर्ब सत्चालिस करोड अठ्ठाईस लाख पचहत्तर हजार) हुनेछ । सो पुँजीलाई प्रति शेयर रू. १००/ -का दरले ३,४७,२८,७५० (तीन करोड सतचालिस लाख अठ्ठाईस हजार सात सय पचास) थान साधारण शेयरमा विभाजन गरिएको छ ।	**दफा ६ (ग) कम्पनीको तत्काल जारी पुँजी :** यस कम्पनीको तत्काल जारी पुँजी रू. ३,९९,३८,०६,३००/- (तीन अर्ब उनान्सय करोड अठतिस लाख छ हजार तिन सय) हुनेछ । सो पुँजीलाई प्रति शेयर रू. १००/- का दरले ३,९९,३८,०६३ (तीन करोड उनान्सय लाख अठतिस हजार त्रिसठी) थान साधारण शेयरमा विभाजन गरिएको छ ।	बोनस शेयर वितरण तथा हकप्रद शेयर पश्चात कम्पनीको तत्काल जारी पुँजी वृद्धि हुने भएकोले ।
	दफा ६(ग) कम्पनीको तत्काल चुक्ता पुँजी : यस कम्पनीको तत्काल चुक्ता पुँजी रू. २,३१,५२,५०,०००/- (दुई अर्ब एकतिस करोड बाउन्न लाख पचास हजार) हुनेछ । सो पुँजीलाई प्रति शेयर रू. १००/- का दरले २,३१,५२,५०० (दुई करोड एकतिस लाख बाउन्न हजार पाँच सय) थान साधारण शेयरमा विभाजन गरिएको छ ।	**दफा६ (ग) कम्पनीको तत्काल चुक्ता पुँजी :** यस कम्पनीको तत्काल चुक्ता पुँजी रू. २,६६,२५,३७,५००/- (दुई अर्ब छैसठी करोड पच्चिस लाख सैतिस हजार पाँच सय) हुनेछ । सो पुँजीलाई प्रति शेयर रू. १००/- का दरले २,६६,२५,३७५ (दुई करोड छैसठी लाख पच्चिस हजार तीन सय पचहत्तर) थान साधारण शेयरमा विभाजन गरिएको छ ।	बोनस शेयर वितरण पश्चात कम्पनीको चुक्ता पुँजी वृद्धि हुने भएकोले ।

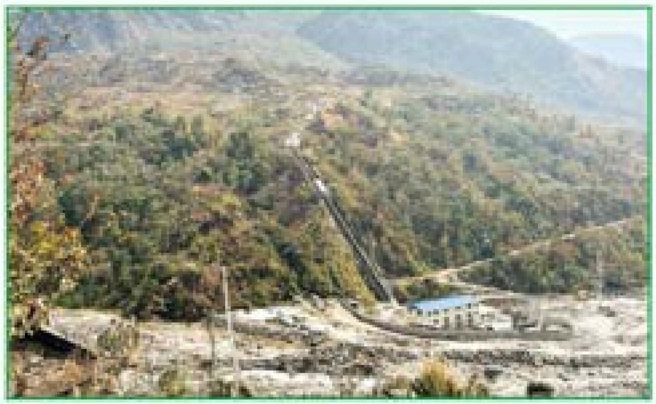
SUPER MADI HYDROPOWER LIMITED - FINANCIAL HIGHLIGHTS





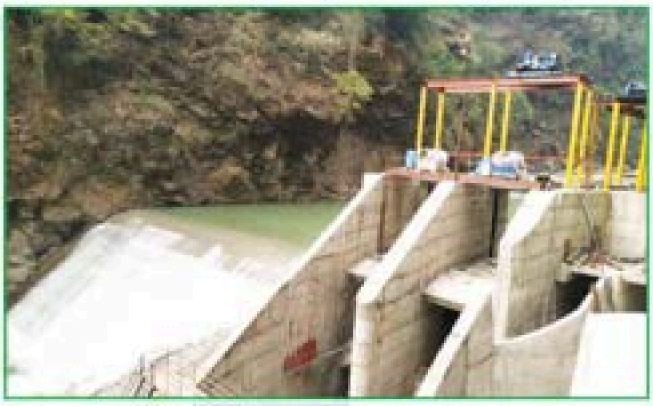


Latest photos of Super Madi Hydro Electric Project (44 MW)

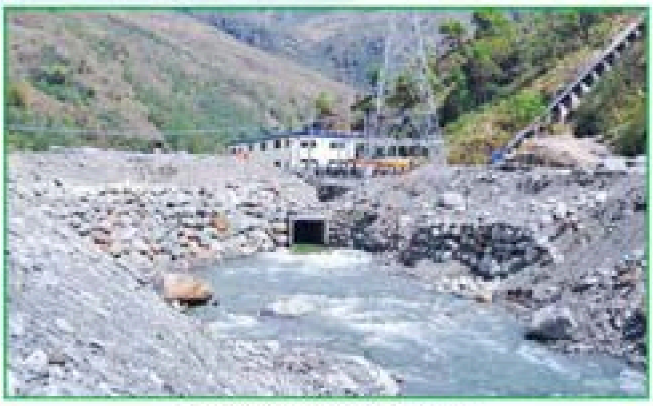

Overall view of penstock alignment


Upstream of weir, after operation of power plant


Headworks, viewing upstream


Water spilling through weir during wet test


Water filling at intake/gravel trap.


Outlet of tailrace culvert


Control Room in powerhouse


Tailrace Cooling Pool

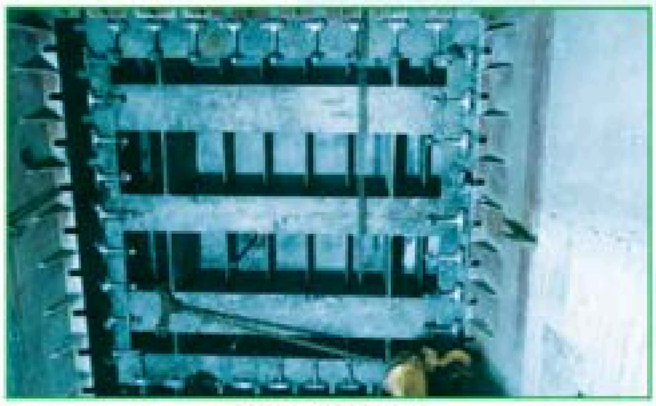
Latest photos of Super Madi Hydro Electric Project (44 MW)


Water filling at intake/gravel trap


Settling basin


Sediment Flushing during construction


Hoisting system installation at undersluice and intake


Bulk head gate


Penstock Protection Valve House

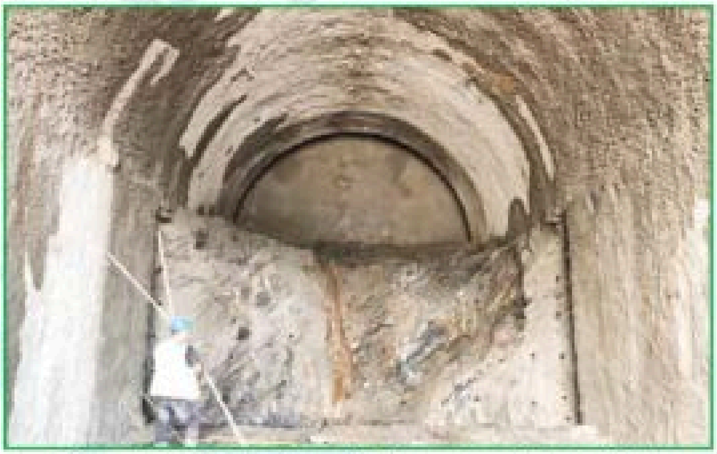

Water level at Conveyance Tank during Power plant operation


Staff Quarter

सुपर मादी हाइड्रोपावर लिमिटेडले शेयर लगानी गरिएको ताप्लेजुङ्ग जिल्लाको तमोर नदीमा निर्माण भइरहेको २८५ मे.वा. क्षमताको उपर तमोर जलविद्युत आयोजना सम्बन्धी कार्य प्रगतिको फोटाहरू:

माथिल्लो तमोर जलविद्युत आयोजनाको हेडवर्क्स संरचना

आयोजनाका प्रमुख विशेषताहरु	
नदीको नाम	तमोर
हेड	४५० मि.
जडित क्षमता	२८५ मे.वा.
Catchment Area	१८५० वर्ग कि.मि.
डिजाइन डिस्चार्ज	७७.५ घनमिटर प्रति सैकेण्ड
पिकिङ्ग प्रकार (Peaking Type)	६ घण्टा Daily Peaking
विद्युत गृह	भुमिगत
टर्वाइन प्रकार, सख्या	५, पेल्टन
औषत वार्षिक उर्जा	१५९५ गिगावाट
प्रसारण लाइन	२२० के.भि. मल्टि सर्किट
व्यवसायिक उत्पादन शुरू	२०८५ जेष्ठ १९
उत्पादन अनुमतिपत्र बहाल रहने अवधि	२०७५/०२/२७ देखि २११०/०२/२७ सम्म



Tunnel Boring Machine-Platform Area-Entry Point

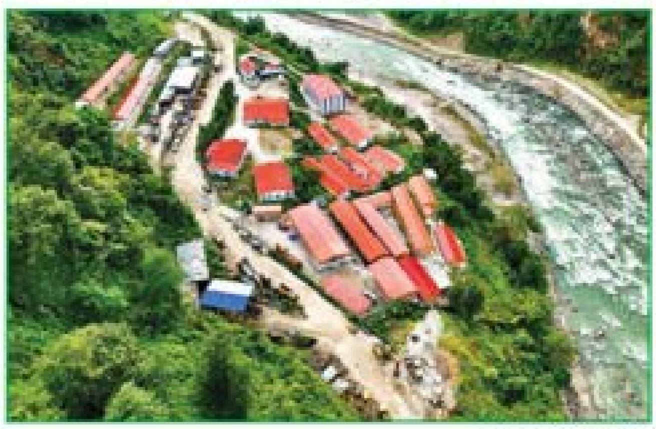
Segment Production Yard

Construction of Settling Basin at Headworks

Reinforcement Cage for Segment Production

Junction of MAT, TRA and PAT

TRT and TRA Junction



Employer and Contractor Camp

APF and Labor Camp

CREGC Senior Officers Camp (TBM)

Camp at Headworks

नोट तथा टिपोट

नोट तथा टिपोट

सुपर मादी हाइड्रोपावर लिमिटेड

SUPER MADI HYDROPOWER LIMITED

पावर हाउस

स्विचयार्ड

सुपर मादी हाइड्रोपावर लिमिटेड
SUPER MADI HYDROPOWER LIMITED

ललितपुर-१०,
कुपण्डोल, नेपाल

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०१-४५२३२७१

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