

## पुस्तिकामा समाविष्ट सामाग्रीहरु

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# पाँचथर पावर कम्पनि लिमिटेड Panchthar Power Company Limited

हात्तिवन ललितपुर ,फोन नं. ०१-५२५१००३, ०१-५२५१००४

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## आठौं वार्षिक साधारण सभा वस्ने वारेको सूचना प्रथम पटक प्रकाशित मिति: २०८१/०२/०६

श्री आदरणीय शेयरधनि महानुभावहरु,

यस पाँचथर पावर कम्पनि लिमिटेडको मिति २०८१/०२/०४ मा वसेको सञ्चालक समितिको बैठकको निर्णय अनुसार निम्न विषयहरु उपर छलफल तथा निर्णय गर्न कम्पनिको आठौं वार्षिक साधारणसभा वस्ने भएकोले सम्पूर्ण शेयरधनि महानुभावहरुको जानकारीको लागि कम्पनि ऐन, २०६३ को दफा ६७(२) बमोजिम यो सूचना प्रकाशित गरिएको छ ।

### सभा हुने स्थान, मिति र समय

मिति : २०८१ साल जेष्ठ २७ गते आइतवार (तदनुसार सन् २०२४ जुन ९) ।

समय : दिनको ११.०० वजे

स्थान : होटल इम्पेरीयल काठमाण्डौ, बत्तिसपुतली ।

### छलफलका बिषयहरु:

क. सामान्य प्रस्तावहरु:

१. अध्यक्षज्यूको मन्तव्य तथा आठौं वार्षिक साधारण सभाको लागि सञ्चालक समितिको तर्फबाट प्रस्तुत वार्षिक प्रतिवेदन उपर छलफल गरी पारित गर्ने वारे ।
२. लेखापरीक्षकद्वारा प्रस्तुत आ.व. २०७९/०८० को लेखापरीक्षण प्रतिवेदन सहितको आय व्यय विवरण र वासलात माथि छलफल गरि पारित गर्ने वारे ।
३. आगामी आ.व. २०८०/०८१ को लागि लेखापरीक्षकको नियुक्ति र पारिश्रमिक तोक्ने वारे ।

ख. विशेष प्रस्तावहरु

१. कम्पनीको नियमावलीको नियम २७ (२), (सञ्चालक समितिको संख्या) मा संशोधन गर्ने वारे ।
२. पाँचथर पावर कम्पनी लिमिटेडले श्री एक्सेस इन्भेष्टमेन्ट प्रा.लि. र मेगा भेन्चर प्रा.लि.लाई प्राप्ती/गाभ्ने वारे ।
३. पाँचथर पावर कम्पनी लिमिटेडले श्री एक्सेस इन्भेष्टमेन्ट प्रा.लि. र मेगा भेन्चर प्रा.लि.लाई प्राप्ती/गाभ्ने सन्दर्भमा आवश्यक पर्ने विभिन्न समितिहरु गठन गर्ने, आवश्यक विषय, विज्ञहरुको नियुक्ति गर्ने र नियमनकारी निकायहरु वा अन्य कुनै कार्यालयहरुबाट कुनै पनि किसिमको फेरबदल गर्न, संशोधन गर्न, थपघट गर्न लगायत कुनै निर्देशन प्राप्त भएमा सोही बमोजिम कार्यहरु गर्न यस कम्पनीको सञ्चालक समितिलाई आवश्यक सम्पूर्ण अख्तियारी प्रदान गर्ने वारे ।
४. आयोजनामा पूनः निर्माणको लागि कर्जा थप गर्ने वारे ।
५. विविध ।

## साधारण सभा सम्बन्धी थप सामान्य जानकारी

- १) आठौं वार्षिक साधारणसभा प्रयोजनका लागि यहि मिति २०८१/०२/१७ गते विहिवा एक दिन कम्पनिको शेयरधनि दर्ता कित्ताव वन्द गरिनेछ । नेपाल स्टक एक्सचेञ्ज लिमिटेडमा मिति २०८१/०२/१६ गतेसम्म कारोवार भई कायम रहेका शेयरधनिहरु सो सभामा भाग लिनका लागि योग्य हुनेछन् ।
- २) आफ्नो राय, सुझाव वा मन्तव्य राख्न चाहनु हुने शेयरधनी महानुभावहरुले सभा शुरु हुनु भन्दा कम्तीमा ४८ घण्टा अगावै कम्पनीको फोन नं. ०१-५९९२००३ तथा ०१-५९९६००४ मा वा कम्पनीको आधिकारिक ईमेल: ppchewa@gmail.com मा सम्पर्क गरी नाम टिपाउनु हुन अनुरोध गर्दछौं । सभामा आफ्नो लिखित राय, सुझाव राख्न चाहनु हुने शेयरधनी महानुभावहरुले उक्त राय सुझाव कम्पनीको ईमेल ठेगानामा पठाउन सक्नु हुनेछ ।
- ३) सभामा आफु उपस्थित नभई प्रतिनिधि नियुक्त गर्न चाहने शेयरधनी महानुभावहरुले सभा सुरु 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 सोको 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 आफै उपस्थित भई हाजिरी पुस्तिकामा दस्तखत गरेमा प्रतिनिधिपत्र स्वतः बदर हुनेछ ।
- ४) संरक्षक रहनु भएका शेयरधनी महानुभावहरुका तर्फबाट कम्पनीको शेयर लगत कित्तावमा संरक्षकको रुपमा नाम दर्ता भएको व्यक्तिले, संयुक्त रुपमा शेयर खरीद गरिएको अवस्थामा शेयर लगत कित्तावमा पहिले नाम उल्लेख भएको व्यक्ति अथवा सर्वसम्मतिबाट प्रतिनिधि नियुक्त गरिएको एक व्यक्तिले र कुनै संगठित संस्था वा कम्पनीले शेयर खरिद गरेको हकमा त्यस्तो संगठित संस्था वा कम्पनीले मनोनित गरेको प्रतिनिधिले शेयर धनीको हैसियतले सभामा भाग लिन र मतदान गर्न सक्नु हुनेछ ।
- ५) कुनै शेयरधनी महानुभावले छलफलका विषयहरु मध्ये विविध शिर्षक अन्तर्गत कम्पनी सम्बन्धी कुनै विषयमा छलफल गर्न गराउन चाहेमा सभा हुनु भन्दा सात दिन अगावै कम्पनी सचिव मार्फत सञ्चालक समितिको अध्यक्षलाई लिखित रुपमा प्रस्ताव दिनु पर्नेछ । तर त्यस्तो प्रस्ताव साधारण सभामा छलफल वा पारितको रुपमा समावेश गर्ने वा नगर्ने अधिकार सञ्चालक समितिको अध्यक्षमा निहित रहनेछ ।
- ६) वार्षिक साधारण सभा सम्बन्धी थप जानकारी आवश्यक परेमा कार्यालय समय भित्र कम्पनी रजिष्टर्ड कार्यालय, हात्तिवन, ललितपुरमा सम्पर्क राख्न अनुरोध गरिन्छ । थप जानकारीको लागि कम्पनीको वेबसाइट [www.ppcl.com.np](http://www.ppcl.com.np) मार्फत प्राप्त गर्न सक्नुहुनेछ ।

सञ्चालक समितिको आज्ञाले,  
कम्पनी सचिव



पाँचथर पावर कम्पनी लिमिटेड  
हात्तिवन, ललितपुर

प्रतिनिधि नियुक्ति फारम

श्री सञ्चालाक समिति,  
पाँचथर पावर कम्पनी लिमिटेड  
हात्तिवन, ललितपुर

विषय : प्रतिनिधि नियुक्ति गरिएको बारे ।

महाशय,

..... जिल्ला ..... न.पा./गा.वि.स. वडा नं. .... बस्ने म/हामी .....  
..... ले त्यस संस्थाको शेयरधनीको हैसियतले मिति २०८१ साल जेष्ठ २७ गते  
आईतवारका दिन हुने आठौं वार्षिक साधारण सभामा स्वयं उपस्थिति भई छलफल तथा निर्णयमा सहभागी हुन नसक्ने  
भएकाले उक्त सभामा भाग लिन तथा मतदान गर्नका लागि मेरो/हाम्रो प्रतिनिधित्व गरि भाग लिन .....  
जिल्ला ..... न.पा./गा.वि.स. बस्ने त्यस संस्थाका शेयरधनी श्री.....  
..... शेयरधनी/हितग्राही परिचय नं. .... लाई मेरो/हाम्रो प्रतिनिधित्व मनोनयन गरी पठाएको छु/छौं ।

प्रतिनिधि हुनेको

नाम :

दस्तखत :

शेयरधनी नं. :

शेयर संख्या :

मिति :

प्रतिनिधि नियुक्त गर्ने शेयरधनिको

नाम :

दस्तखत :

शेयरधनी नं. :

शेयर संख्या :

मिति :

पाँचथर पावर कम्पनी लिमिटेड  
आठौं वार्षिक साधारण सभा

प्रवेश- पत्र

शेयरधनीको नाम :

प्रमाण पत्र नं. :

कुल शेयर संख्या :

शेयरधनीको सही :

.....  
कम्पनी सचिव

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



## अध्यक्षज्यूको मन्तव्य

### आदरणीय शेयरधनी महानुभावहरू,

यस पाँचथर पावर कम्पनी लिमिटेडको आठौं वार्षिक साधारण सभामा आफ्नो अमूल्य समय दिएर उपस्थित हुनु भएका कम्पनीका आदरणीय शेयरधनी महानुभावहरू, आमन्त्रित अतिथि तथा नियामक निकायका प्रतिनिधिहरू लगायत सभामा उपस्थित सम्पूर्ण महानुभावहरूमा सञ्चालक समिति र मेरो व्यक्तिगत तर्फबाट समेत हार्दिक अभिवादन गर्दै यस सभामा स्वागत गर्न चाहन्छु।

आजको यस वार्षिक साधारण सभामा कम्पनीको व्यावसायिक, आर्थिक तथा वित्तीय स्थिति गत आर्थिक वर्ष २०७९/८०मा सम्पन्न गरेका कार्य सम्पादनका विवरणहरू अभिलेखको रूपमा सञ्चालक समितिको यो वार्षिक प्रतिवेदन सभा समक्ष प्रस्तुत गर्न पाउँदा मलाई हर्षको अनुभूती समेत भइरहेको छ।

आयोजना सञ्चालनमा आईसके पछि विद्युत विक्रि वाट आएको आम्दानीले बैकको साँवा तथा ब्याज भुक्तानी गर्दै आएकोमा आ.व. २०७९/०८० को अन्त्य मिति २०८०/०३/०२ गते राति करिब १ बजे वाट अविरल वर्षाका कारण हेवा खोलामा आएको बाढीले आयोजनाको सिभिल संरचनाहरू हेडवर्कस, एक्सेस रोड, बृज, स्विचयार्ड, पावरहाउस साथै जडित सम्पूर्ण इलेक्ट्रो मेकानिकल मेशिन, हाईड्रो मेकानिकल मेशिन पार्टस, अन्य मेशिन तथा औजारहरू पुर्ण रूपमा क्षति हुन गई आयोजनाको उत्पादन मिति २०८० आषढ २ गते देखि बन्द रहेको दुखद खबर म यहाँहरू समक्ष जानकारी गराउदछु।

वाढीले हेवा खोला ए जलविद्युत आयोजनाको सम्पूर्ण संरचनाहरूमा क्षति पुर्याई आयोजना वाट उत्पादीत विद्युत पुर्णरूपमा बन्द रहन गएकोले बैकको नियमित सावा तथा ब्याज रकम भुक्तानी गर्न विमा वाट आम्सीक रकम र आम्दानीको लस वापत आएको रकमले मात्र नपुग भई बैक वाट थप कर्जा लिई आयोजनाको पुन निर्माण कार्य गरिरहेको ब्यहोरा म यहाँहरू समक्ष जानकारी गराउदछु।

आयोजनाको सम्पति विमा तथा आम्दानी विमा वापत सगरमाथा इन्सुरेन्स कम्पनि संग गरिएको थियो इन्सुरेन्स कम्पनि वाट सम्पती विमा दावी वापत हाल पेशकि स्वरुप रु १५,००,००,०००। (पन्ध्र करोड) प्राप्त गरि सकिएको छ भने आम्दानी वापतको विमा रकम रु १६ करोड ८९ लाख ७ हजार ५००।-मात्र प्राप्त भएको छ भने बाकि रहेको सम्पति दावि रकम आयोजना सम्पन्न भए पछि आउने कुरा मयहाँहरू समक्ष जनाकारी गराउद छु। आयोजनाको पुन निर्माणको सम्पूर्ण लागत बराबरको रकम विमा दावि नहुने भएकोले विमा वापत प्राप्त भएको रकम वाहेकको लागत लाई बैकको थप ऋण कायमहुने कुरा म यहाँहरू समक्ष जानकारी गराउदछु।

आर्थिक वर्ष ०७९।०८० मा नदिमा पानीको बहाव घटन गई Contract Energy अनुसारको उत्पादन गर्न नसकिएको ब्यहोरा समेत म यहाँहरू समक्ष अनुरोध गर्न चाहान्छु साथै उक्त आम्दानी वाट बैकको ब्याज,आयोजनाको प्लाण्ट सञ्चालन तथा प्रशाशनिक खर्च, विद्युत रोयल्टी, तथा आयोजनाको विमा भुक्तानि गरिएको जानकारी गराउदछु। यसको विस्तृत खर्च कम्पनिको वार्षिक प्रतिवेदनमा संलग्न बासलात आय-व्यय विवरणका साथ संलग्न अनुसुचि सहितको लेखापरिक्षक वाट प्रमाणीत आर्थिक प्रतिवेदनले प्रस्ट पार्दछ।

### आदरणीय शेयरधनी महानुभावहरू

आयोजनाको सम्पूर्ण संरचनाहरूमा वाढीवाट क्षती भई आयोजनाको निर्माण कार्य सुचारु गरि करिब ९५ प्रतिशत काम सम्पन्न गरिएको छ, ओजनाको इलेक्ट्रो मेकानिकल इक्वूपमेण्ट पुर्णरूपमा काम नलगने अवस्था रहेकोले साविककै सप्लायर्स एसिया प्यासिफिक पावर टेक कम्पनि चाइना वाट तत्काल एल.सि. मार्फत अमेरिकन डलर ३२,२५०००।- मा सामान आयात गरि जडान कार्य भइरहेको रहेको छ। आयोजनको लागी आयात गरिएको सामानमा वर्तमान आर्थिक ऐनले ब्यवस्था

गरे अनुसार भन्सार महशुल तथा मु.अ.कर छुटको व्यवस्था नगरेको र सोको प्राप्तीको लागी सम्बन्धित निकाय उर्जा मन्त्रालय, अर्थमन्त्रालयमा पहल गरिएको कारण ले समयमानै सामान भन्सार जँचपास गरि लान नसकिएकोले केहि ढीलाहुन गएको क्वार मयहाहरु समक्ष जानकारी गराउदछु ।

त्यस्तै गरि सिभिल कार्यको लागी फेवा कन्ट्रक्सन प्रा.लि. संग रु ४० करोडमा संभौता गरिको छ भने हाईड्रो मेकानिकल सम्बन्धि सुरु निर्माण कार्य गरेकै ठेकेदार माछापुच्छे मेटल एण्ड मेशिनरी संग रु २ करोडमा संभौता गरि पुन निर्माणको कार्य भएरहेको छ ।

कम्पनीको आ.व. २०७९/८० मा थोरै मुनाफा भएता पनि आयोजना पुन निर्माण गर्नु पर्ने भएकोले कम्पनीले रिजर्भवाट शेयर धनि तथा लगानि कर्ताहरुमा लाभांश वितरण गर्ने प्रस्ताव पेश गर्न नसकिएको व्यहोरा जानकारी गराउदछु ।

आ.व.२०७९/०८० को वासलात, नाफा-नोक्सान हिसाब, नगद प्रवाह विवरण लगायत लेखापरीक्षकवाट पेश गरिएको प्रतिवेदन तथा सञ्चालक समितिको वार्षिक प्रतिवेदन अध्ययनका लागि यहाँहरु समक्ष उपलब्ध गराई सकिएकोले अनुमोदनका लागि प्रस्तुत गर्न चाहन्छु । कम्पनीको उन्नती प्रगति र व्यवसायिक सफलतामा यस कम्पनिका शेयरधनी तथा शुभचिन्तकहरुको ठोस रचनात्मक सल्लाह सुभाबको महत्वपूर्ण भूमिका रहने हुँदा यहाँहरुवाट प्राप्त हुने अमूल्य सल्लाह, सुभाबलाई कम्पनीले सदाभै मार्गदर्शनका रुपमा लिई अगाडि बढ्नेछ र त्यस्ता सल्लाह सुभाब तथा प्रतिक्रियाहरुको सदैव अपेक्षा गर्दछौ ।

यस आर्थिक वर्षको साधारणसभा आयोजनाको पुननिर्माणकार्य गर्नमा समय दिनुपर्ने भएको कारणले समयमानै गर्न नसकि ढिला हुन गएको व्यहोरा जानकारी गराउदछु ।

अन्त्यमा,सम्पूर्ण शेयरधनी महानुभावहरु, नेपाल विद्युत प्राधिकरण, ऋण लगानीकर्ता बैंकहरु, आयोजनाको बीमा गर्ने कम्पनी तथा विभिन्न नियमनकारी निकायहरु आयोजना प्रभावित क्षेत्रका वासिन्दाहरु, लगनशिल तथा इमान्दारिताका साथ कार्यरत कम्पनीका कर्मचारी साथीहरु, लेखापरिक्षक लाई कम्पनीको सञ्चालक समिति तथा मेरो व्यक्तिगत तर्फवाट सहृदय धन्यवाद दिन चाहन्छु ।

आफ्नो व्यस्ततका बाबजुद यस सभामा उपस्थित भई कम्पनीको हौसला बढाई दिनु भएकोमा शेयरधनी महानुभावहरुलाई पुनः धन्यवाद दिँदै सञ्चालक समितिद्वारा पेश गरिएको प्रतिवेदन माथि छलफल गरी अनुमोदनको लागि प्रस्तुत गर्दछु । धन्यवाद ।

(राजेश कुमार श्रेष्ठ)  
अध्यक्ष, सञ्चालक समिति  
मिति २०८१ जेष्ठ २७ गते

# पाँचथर पावर कम्पनी लिमिटेडको वार्षिक साधारण सभामा सञ्चालक समितिको तर्फबाट प्रस्तुत आर्थिक वर्ष २०७९/०८० वार्षिक प्रतिवेदन

## कम्पनी ऐन, २०६३ को दफा १०२ को उपदफा (४) बमोजिम सञ्चालक समितिको प्रतिवेदन

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

### (१) विगत वर्षको कारोबारको सिंहावलोकन

जलविद्युत आयोजनाको निर्माण तथा सञ्चालन गर्ने मुख्य व्यवसायिक उद्देश्य रहेको यस कम्पनीले आफ्नो उद्देश्य अनुसार निर्माण गरी हाल सञ्चालनमा रहेको पाँचथर जिल्लाको हेवा खोला स्थित १४.९ मे.वा जडित क्षमताको हेवा खोला ए जलविद्युत आयोजना लाई विगतका वर्षहरुमा जस्तै प्रस्तुत आर्थिक वर्ष २०७९/०८० पनि दक्षता पूर्वक सञ्चालन गरी अधिकतम विद्युतीय उर्जा उत्पादन तथा बिक्रीबाट कम्पनीको आम्दानी उच्चतम बनाउने कार्यलाई निरन्तरता दिइएको छ । तसर्थ प्रस्तुत आर्थिक वर्ष पनि विद्युत उत्पादनको स्थिति संतोषजनक नै रहेको छ ।

### आ.व.२०७८/७९ र २०७९/८० को कारोबारको संक्षिप्त बिबरण

विद्युत उत्पादन लक्ष तथा बिक्री आ.व. २०७८/०७९ र २०७९/०८० मा यस कम्पनीको १४.९ मे.वा. क्षमताको हेवाखोला ए जलविद्युत आयोजना वाट विद्युत उत्पादन विवरण तालिका

महिना	०७८/०७९				०७९/०८०		
	लक्ष्य, कट्राक्ट इनर्जी कि.वा.आ. (पि पि ए)	उत्पादन कि.वा.आ.	प्रतिशत	रकम रु.	उत्पादन कि.वा.आ.	प्रतिशत	रकम रु.
श्रावण	१०५३५७५४	१०२४४३००	९७.२३	५५११४३३४	९७९६६६०	९२.९८	५४०७७५६३
भाद्र	१०५३५७५४	१०५२३०००	९९.८८	५६६९३७४०	९७४६६३०	९२.५१	५३८०१३९८
आश्विन	१०५३५७५४	९४८३८००	९०.०२	५१०२२८४४	८९६७८२०	८५.१२	४९५०२३६६
कार्तिक	८३०१७३५	७२४८०००	८७.३१	३८९९४२४०	६९४०९३०	८३.६१	३८३१३९३४
मंसिर	६०६९९७१	५०९६७६०	८३.९७	२७४२०५६९	३४६९०९०	५७.१५	१९९४९३७७
पौष	४४२७९२३	३६५१६२०	८२.४७	३४३६१७४४	२३७४७५०	५३.६३	२२९४००८५
माघ	३३१२८५२	२५८१९६०	७७.९४	२४२९६२४४	१८९३२८०	५७.१५	१८२८९०८५
फाल्गुण	२९८३९६५	१५४६७९०	५१.८५	१४९४१९९१	१५१८१३०	५०.८९	१४६६५१३६
चैत्र	२७००५८७	१५९९५५०	५९.२३	१५४५१६५३	२४३२१६०	९०.०६	२३४९४६६६
वैशाख	३८३००२०	१९५३३२०	५१.००	१०७८२३२६	१७८५२१०	४६.६१	९८५४३५९
जेष्ठ	७९८६६०९	४७०१६१०	५८.८७	२५९५२८८७	३७३८४२०	४६.८१	२०६३६०७८
अषाढ	१०८७५६१७	८७९६८००	८०.१५	४८११६७३६	२६३५९०	२.४२	१४५५०१७
जम्मा	८२०९५७४१	६७३४७५१०		४०३०६९३०९	५२९२६६७०		३२६१७९०६३

शेयरधनी महानुभावहरुको जानकारीका लागि कम्पनीको आय व्यय लाई आ.व. संग तुलना गरी निम्नानुसार प्रस्तुत गरिएको छ :-

विवरण	आर्थिक वर्ष		वृद्धि / (कमी)	
	२०७९ / ८०	०७८ / ०७९		प्रतिशत
विद्युत बिक्री आम्दानी	३२६,१७९,३३९	४०३,०६९,३०९	(७६,८८९,९७०)	(१९.०८)
अन्य आम्दानी	१,९४०,५८३	३,७७०,८८२	(१,८३०,२९९)	(४८.५४)
जम्मा आम्दानी	३२८,११९,९२२	४०६,८४०,१९१	(७८,७२०,२६९)	(६७.६१)
रोयल्टी ,पेनाल्टी	२६,६४९,९५१	१९,१२९,५०२	७,५२०,४४९	३९.३१
प्रशासकीय तथा प्लान्ट संचालन खर्च	४०,२५७,५४२	२३,६३७,३०८	१६,६२०,२३४	७०.३१
ह्रास खर्च	८६,६१०,८६४	८८,११५,०३७	(१,५०४,१७३)	(१.७१)
व्याज खर्च	१२१,५३६,५३३	११३,९५५,२९४	७,५८१,२३९	६.६५
जम्मा खर्च	२७५,०५४,८८९	२४४,८३७,१४१	३०,२१७,७४८	१२.३४
आयकर कट्टी गर्नु अधिको नाफा	५३,०६५,०३३	१६२,००३,०५०	(१०८,९३८,०१७)	(६७.२४)
आय कर	०	—	—	
आयकर पछिको नाफा	५३,०६५,०३३	१६२,००३,०५०	(१०८,९३८,०१७)	
शेयर संख्या	९,६२५,०००	९,६२५,०००	—	—
प्रति शेयर आम्दानी	५.५१	१६.८३	(११.३२)	

## (२) राष्ट्रिय तथा अन्तराष्ट्रिय परिस्थितिबाट कम्पनीको कारोबारलाई परेको असर :

राष्ट्रिय तथा अन्तराष्ट्रिय आर्थिक तथा वित्तीय क्षेत्रमा देखा पर्ने विभिन्न प्रतिकूलताहरु जस्तै मुद्रास्फूर्ति, विदेशी मुद्राको मूल्यमा हुने वृद्धि, अन्तराष्ट्रिय वृद्धि आदि कारण आयोजनाको नियमित मर्मत सम्भारका लागि आवश्यक पर्ने विभिन्न यन्त्र उपकरण लागायत निर्माण सामाग्री, प्राविधिक परामर्श सेवा आदिले कम्पनीको खर्च बढ्ने गर्दछ। यसका साथै २०८० आषाढ २ गतेको बाढीले आयोजनामा ठुलो क्षति हुन गई हालसम्म पनि पुन निर्माण कार्य सम्पन्न भएको छैन।

## (३) प्रतिवेदन तयार भएको मिति सम्म चालु वर्षको उपलब्धी र भविष्यमा गर्नु पर्ने कुराको सम्बन्धमा सञ्चालक समितिको धारण :

यस कम्पनीको चालु बर्षमा आषाढ २ गतेको बाढी वाट आयोजना क्षति ग्रस्त भएकोले उत्पादन बन्द रहेको र आयोजना को पुन निर्माण कार्य ९५ प्रतिशत सम्पन्न भएको छ। आयोजनालाई छिटो पुनर निर्माण कार्य सकि बिद्युत उत्पादन गर्ने लक्ष्य लिएको छ। सर्वसाधारण तथा सबैमा जानकारीको लागि यस कम्पनिले त्रैमासिक वित्तीय प्रतिवेदन प्रकाशित गर्दै आएको मा चालु आ.व.२०८०/०८१ को २०८० चैत्र मसान्त सम्मको तेस्रो त्रैमासीक प्रतिवेदन राष्ट्रियस्तरको दैनिक राजधानि पत्रिकामा प्रकाशित गरिएको छ।

## ४) कम्पनीको औद्योगिक वा व्यावसायिक सम्बन्ध :

कम्पनीले आफ्नो व्यावसायीक तथा औद्योगिक क्षेत्रसँग प्रत्यक्ष वा परोक्ष सम्बन्ध राख्ने सघ संस्था, निकायहरु तथा सरो कारवाला संस्थाहरु जस्तै नेपाल सरोकारको उर्जा ,जलस्रोत तथा सिंचाई मन्त्रालय, विद्युत विकास विभाग, उद्योग विभाग, कम्पनी रजिष्ट्रारको कार्यालय साथै वन तथा वातावरण मन्त्रालय, स्थानीय विकास मन्त्रालय, गृह मन्त्रालय, रक्षा मन्त्रालय र विद्युत खरीद गर्ने नेपाल विद्युत प्राधिकरण, आयोजना निर्माणमा वित्तीय सहयोग प्रदान गर्ने बैंकहरु, आयोजनाको बीमा गर्ने बीमा कम्पनी, नेपाल धितोपत्र बोर्ड , नेपाल स्टक एक्सचेन्ज, सिडिएस एण्ड क्लियरिङ लिमिटेड, आयोजना क्षेत्रका स्थानीय सरकारी तथा गैर सरकारी निकायहरु, जगेडा पार्ट-पुर्जा तथा उपकरणहरु आपूर्तिकर्ता स्वदेश तथा विदेशी कम्पनीहरूसँग कम्पनीले सुमधुर सम्बन्ध कायम राख्दै आएको छ।

## ५) सञ्चालक समिति

कम्पनीको नियमावली अनुसार यस कम्पनीमा ४ वर्षको कार्यकालका लागि ९ जना सञ्चालकहरु रहने ब्यस्था छ। सस्थापक समुह (क,समुह वाट) ६ जना तथा सर्वसाधारण (ख,समुह वाट) २ जना र स्वतन्त्र वाट १ जना संचालकहरुको प्रतिनिधित्व रहनेछ।

वर्तमानमा निम्न अनुसारका संचालक हरुको कार्यकाल ४ बर्ष रहने गरि पाँचौ वार्षिक साधारण सभा वाट नियुक्त संचालक समिति रहेको छ। नियुक्त संचालक हरु मध्ये प्रवन्ध संचालक श्री पुष्प ज्योती ढुङ्गानालेकार्यबसतताको कारण देखाई दिएको राजिनामा स्वीकृत गर्दै मिति २०७९।१०।२७ गते संचालक समितिको निर्णयवाट बाकि कार्यकालको लागि श्री हिमा तिम्सीना लाई नियुक्त गरिएको छ।

## वर्तमान् सञ्चालक समिति

सि.नं.	बहाल वला संचालक समितिको नाम थर	पद	सञ्चालकमा हेरफेर तथा परिवर्तन भएको कारण
१	श्री राजेश कुमार श्रेष्ठ प्रतिनिधि : यु.वि. ईन्भेष्टमेन्ट कम्पनी प्रा.लि.का तर्फबाट	अध्यक्ष	यथावत
२	श्री रघुनाथ पुरी प्रतिनिधि : मेगा भेन्चर प्रा.लि.का तर्फबाट	सञ्चालक	यथावत
३	श्री लाल प्रसाद साँवा लिम्बु प्रतिनिधि : मेगा भेन्चर प्रा.लि.का तर्फबाट	सञ्चालक	यथावत
४	श्री हिमा तिम्सीना	सञ्चालक	यथावत
५	श्री राजन काफ्ले सर्वसाधारण समुह वाट	सञ्चालक	यथावत

### (६) कारोबारलाई असर पार्ने मुख्य कुराहरु:

जलविद्युत आयोजनाहरुको बिकाश निर्माण,संचालन, मर्मत सम्भार आदीमा निम्न कुराहरुले प्रतिकूल असर पार्ने गर्दछ ।

क) निजि क्षेत्र वाट निर्माण तथा संचालन गरिने जलविद्युत आयोजनामा देशको प्रचलित कानूनी व्यवस्थामा हुने परिवर्तन ,शंसोधन तथा नयाँ बन्ने कानूनले नकरात्मक तथा सकारात्मक असर पार्ने गर्दछ ।

ख) अप्रत्यासित प्रकृतिक प्रकोप, बाढी पहिरो, खडेरी भुकम्प, रोग ब्याधि महामारी तथा सोको नियन्त्रणको लागी गरिने पहल कदमि तथा इन्धनको मुल्य बृद्धि, विदेशी विनिमयदरमा परिवर्तन, बैंक ब्याजको अस्थिरता आदि वित्तिय कारणले पनि आयोजनाहरुमा प्रतिकूल असर पर्ने गर्दछ ।

### (७) लेखापरिण प्रतिवेदनमा कुनै कैफियत उल्लेख भएको भए सो उपर संचालक समितिको प्रतिक्रिया :

यस कम्पनीले आ.व. २०७९/०८० देखि आर्थिक प्रतिवेदन NFRS ( Nepal Financial Reporting Standards ) मापदण्ड बमोजिमको वित्तिय विवरणहरु तयार पारिएको छ । आवश्यक सुभाब र कैफियत हरुमा संचालक समिती सदैव सजग र सोको कार्यान्वयनमा लागी पर्ने छ ।

### (८) लाभांश बाँडफाँड गर्न सिफारिस गरिएको रकम: हाल प्रस्ताव गरिएको छैन ।

(९) शेयर जफत भएको भए जफत भएको शेयर संख्या, त्यस्तो शेयरको अंकित मूल्य, त्यस्तो शेयर जफत हुनुभन्दा अगावै सो बापत कम्पनीले प्राप्त गरेको जम्म रकम र त्यस्तो शेयर जफत भएपछि सो शेयर बिक्री गरी कम्पनीले प्राप्त गरेको रकम तथा जफत भएको शेयर बिक्री गरी कम्पनीले प्राप्त गरेको रकम तथा जफत भएको शेयर बापत रकम फिर्ता गरेको भए सोको विवरण : कम्पनीमा शेयर जफत सम्बन्धी कुनै कार्य भएको छैन ।

- (१०) बिगत आर्थिक वर्षमा कम्पनी र यसको सहायक कम्पनीको कारोवारको प्रगति र सो आर्थिक बर्षको 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 प्रतिवेदन ले स्पष्ट पार्दछ ।
- (११) बिगत आर्थिक वर्षमा कम्पनीको आधारभूत शेयरधनीहरूले कम्पनीलाई उपलब्ध गराएको जानकारी :  
बिगत आर्थिक वर्षमा कम्पनीका आधारभूत शेयरधनीहरूले कम्पनीलाई कुनै जनकारी गराएको छैन ।
- (१२) बिगत आर्थिक वर्षमा कम्पनीको सञ्चालक तथा पदाधिकारीहरूले लिएको शेयरको स्वामित्वको विवरण र कम्पनीको शेयर कारोबारमा निजहरू संलग्न रहेको भए सो सम्बन्धमा निजहरूबाट कम्पनीले प्राप्त गरेको जानकारी :  
आ.व. २०७९/०८० को अन्त्य सम्ममा कम्पनिका संचालक तथा पदाधिकारीहरूको शेयर स्वामित्व निम्न वमोजिम रहेको छ र निजहरू कम्पनिको शेयर कारोवारमा संलग्न रहेको पाईएको छैन ।

सि.नं.	बहाल वला संचालक समितिको नाम थर	पद	शेयर संख्या
१	श्री राजेश कुमार श्रेष्ठ प्रतिनिधि :यु.वि. ईन्भेष्टमेन्ट कम्पनी प्रा.लि.का तर्फबाट	अध्यक्ष	सस्थागत-१७५५३०४ कित्ता ब्याक्तिगत-१७३२७० कित्ता
२	श्री रघुनाथ पुरी प्रतिनिधि :मेगा भेन्चर प्रा.लि.का तर्फबाट	सञ्चालक	सस्थागत-१११२११९ कित्ता
३	श्री लाल प्रसाद साँवा लिम्बु प्रतिनिधि :मेगा भेन्चर प्रा.लि.का तर्फबाट	सञ्चालक	
४	श्री हिमा तिम्सीना	सञ्चालक	सस्थागत-१११८४८ कित्ता
५	श्री राजन काफ्ले सर्वसाधारण समुह वाट	सञ्चालक	९००० कित्ता

- (१३) बिगत आर्थिक वर्षमा कम्पनीसंग सम्बन्धित सम्भौताहरूमा कुनै सञ्चालक तथा निजको नजिकको नातेदारको व्यक्तिगत स्वार्थ बारेमा उपलब्ध गराईको 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 गरेबापत कम्पनीले भुक्तानी गरेको रकम :  
कम्पनीले आफ्नो शेयर आफै खरिद गरेको छैन ।
- (१५) आन्तरिक नियन्त्रण प्रणाली भए वा नभएको र भएको भए सोको विस्तृत विवरण: कम्पनीले आन्तरिक नियन्त्रण प्रणालि सम्बन्धि ब्यावस्थालाई (कर्मचारी सेवा विनियमावलि, आर्थिक प्रशासन सम्बन्धि विनियमावली, जोखिम व्यवस्थापन विनियमावली) आगामि दिनमा सवल तथा प्रभावकारी व्यवस्थापन गरिनेछ ।

- (१६) विगत आर्थिक वर्षको कुल व्यावस्थापन खर्चको विवरण: यसै साथ संलग्न आर्थिक प्रतिवेदनको नाफा नोक्शन हिसावमा उल्लेख गरिएको छ ।
- (१७) लेखापरीक्षण समितिका सदस्यहरुको नामावली, निजहरुको प्राप्त गरेको पारिश्रमिक, भत्ता तथा सुविधा, सो समितिले गरेका कामकारबाहीको विवरण र सो समितिले कुनै सुझाव दिएको भए सोको विवरण: कम्पनीमा हाललाई लेखापरीक्षण समितिको गठन गरिएको छैन ।
- (१८) सञ्चालक, प्रबन्ध सञ्चालक, कार्यकारी प्रमुख कम्पनीका आधारभूत शेयरधनी वा निजको नजिकका नातेदार वा निज संलग्न रहेको फर्म, कम्पनी वा संगठित संस्थाले कम्पनीलाई कुनै रकम बुझाउन बाँकी भए सो कुरा : कुनै पनि संचालक पदाधिकारी शेयरधनि वा निजको नजिकको नातेदार वा निज संग संलग्न रहेको फर्म, कम्पनी वा संगठित संस्थाले कुनै रकम बुझाउन बाँकी रहेको छैन ।
- (१९) सञ्चालक प्रबन्ध संचालक कार्यकारी प्रमुख तथा पदाधिकारीहरुलाई भूक्तानिगरिएको को पारिश्रमिक ,भत्ता तथा सुविधाको रकम :  
आ.व. २०७९/०८० मा कम्पनीका संचालक हरुलाई प्रति बैठक भत्ता वापत संचालक समितिका अध्यक्ष लाई रु. १५०००।- र संचालक सदस्यहरुलाई रु. १०,०००।- उपलब्ध गराईएको छ भने प्रबन्ध संचालक लाई मासिक रु १,२०,०००।- पारिश्रमिक मिति २०७९ माघ मसान्त सम्म मात्र उपलब्ध गराईएको छ ।
- (२०) शेयरधनीहरुले बुझिलिन बाँकी रहेको लाभांशको रकम : नभएको ।
- (२१) दफा १४१ बमोजिम सम्पति खरिद गरेको कुराको विवरण :  
आ.व. २०७९/२०८० सम्मका सम्पति हरुको विवरण आर्थिक प्रतिवेदन को अनुसन्धि विवरणहरुमा उल्लेख गरिएको छ ।
- (२२) दफा १७५ बमोजिम सम्बद्ध कम्पनी बीच भएको कारोबारको विवरण: नभएको ।
- (२३) ऐन तथा प्रचलित कानून बमोजिम संचालक समितिको प्रतिवेदनमा खुलाउनु पर्ने अन्य कुनै कुरा :  
नभएको ।
- (२४) अन्य अवश्यक कुराहरु :  
संस्थागत सामाजिक उत्तरदायित्व  
यस कम्पनीले आयोजना निर्माणका साथ साथै आयोजना प्रभावित क्षेत्र तथा प्रत्यक्ष प्रभावितहरुको लागि कम्पनीले आफ्नो तर्फबाट निभाउनु पर्ने संस्थागत सामाजिक उत्तरदायित्व निभाउँदै आएको छ । आयोजना प्रत्यक्ष प्रभावित क्षेत्रमा विशेष गरी त्यस क्षेत्रमा परेका कुलो, खाने पानी, स्कुल सम्म पुग्ने वाटो आदी सामाजिक दायित्व लाई नियमित रुपमा पुरा गरिरहेको छ ।
- (२३) धन्यवाद ज्ञापन  
कम्पनीको स्थापना काल देखि आयोजनाको निर्माण तथा संचालन ,व्यवस्थापन, मर्मत संभारमा प्रत्यक्ष वा परोक्ष रुपमा संलग्न भई निरन्तर सहयोग पुर्याउनु हुने सम्पूर्ण निकाय तथा ब्याक्तिहरुलाई धन्यवाद दिन चाहान्छु ।  
अन्त्यमा, शेयरधनी महानुभावहरुले कम्पनी र कम्पनीको संचालक 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 ।

सञ्चालक समिति  
पाँचथर पावर कम्पनी लिमिटेड



TP ADHIKARI  
& ASSOCIATES  
Chartered Accountants

UDIN: 240107CA005724qN7L

## INDEPENDENT AUDITOR'S REPORT

TO THE SHARE HOLDERS OF PANCHTHAR POWER COMPANY LTD.

### REPORT ON THE AUDIT OF THE FINANCIAL STATEMENTS

#### Disclaimer of Opinion

We were engaged to audit the financial statements of PANCHTHAR POWER COMPANY LTD. ("the Company"), which comprise the statement of financial position as at 31<sup>st</sup> Ashad, 2080 (16<sup>th</sup> July, 2023), statement of profit or loss, statement of other comprehensive income, statement in changes in equity, statement of cash flow for the year then ended, and a summary of significant accounting policies and other explanatory information.

We do not express an opinion on the accompanying financial statements of the company. Because of the significance of the matters described in the Basis for Disclaimer of Opinion section of our report, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

#### Basis for Disclaimer of Opinion

The Institute of Chartered Accountants of Nepal (ICAN) has made applicable Nepal Financial Reporting Standards (NFRS) to all listed entities or entities having public accountability with effective from Fiscal Year 2073/74. Accordingly the company is required to prepare opening balance sheet at the date of transition, restated comparative financial statements for previous year and fully NFRS complied Financial Statements for the reporting period. Since the company is listed company, it should apply but has not done the same. The cumulative effect of the same in the financial statement is not ascertainable and could be material and pervasive.

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

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the Nepal Financial Reporting Standards (NFRS) and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material 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 relating 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 Responsibility is to conduct an audit of the Company's financial statements in accordance with Nepal Standards on Auditing and to issue an auditor's report. However, because of the matters described in the Basis for Disclaimer of Opinion of our report, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion on these financial statements.

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

#### **Report On Other Legal and Regulatory Requirements**

We have obtained all information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit. In our opinion, the statement of financial position, profit or loss, other comprehensive income, changes in equity and cash flows have been prepared in accordance with the provisions of Companies Act 2063 and conform to the books of accounts of the Company and the books of accounts and records are properly maintained in accordance with the prevailing laws. During the course of our audit, we did not come across the cases where the Board of Directors or the representative or any employee of the Company has acted deliberately contrary to the provisions of the law or caused loss or damage to the Company or misappropriated funds of the Company, nor have we been informed of any such case by the management.

For and on behalf of,  
TP Adhikari & Associates  
Chartered Accountants



Thakur Prasad Adhikari  
Managing Partner  
Place: Kathmandu, Nepal  
Date: *December 31, 2023*



**Panchthar Power Company Ltd.**  
**Hattiban, Lalitpur, Nepal**  
**Statement of Financial Position at Ashad 31, 2080**  
**All amounts are in NRs, unless otherwise stated**

	Notes	As at	As at	As at
		Ashad 31, 2080	Ashad 31, 2079	Shrawan 1, 2078
<b>ASSETS</b>				
<b>Non-current Assets</b>				
a) Property, Plant & Equipment (Gross)	5			
(i) General Asset (Gross)		13,332,231.44	22,305,231.44	28,048,642.00
Less: Accumulated Depreciation		(11,741,632.92)	(19,133,961.17)	(23,791,910.00)
General Asset (Net)		1,590,618.52	3,171,290.27	4,256,732.00
ii) Project Asset (Gross)		2,638,617,491.00	2,638,617,491.00	2,613,606,093.00
Less: Accumulated Depreciation		(546,227,732.45)	(660,268,802.27)	(372,975,517.00)
Project Asset (Net)		2,092,389,758.55	2,178,408,688.73	2,240,630,576.00
Property, Plant and Equipment (Net)		2,693,008,377.07	2,181,579,979.00	2,244,886,788.00
b) Financial Assets				
(i) Fixed Deposit	6	-	22,531,300.00	22,531,300.00
<b>Total Non-current Assets</b>		<b>2,693,008,377.07</b>	<b>2,204,111,279.00</b>	<b>2,267,418,088.00</b>
<b>Current Assets</b>				
(a) Financial Assets				
(i) Trade Receivables	7	16,887,390.58	72,559,125.00	41,736,099.00
(ii) Cash and Cash Equivalents	8	5,581,443.41	4,683,758.00	459,433.00
(iii) Other Financial Assets	9	15,400.00	9,000.00	1,305,000.00
(b) Other Current Assets	10	96,895,635.96	43,349,527.00	51,143,872.00
<b>Total Current Assets</b>		<b>119,379,869.95</b>	<b>120,601,410.00</b>	<b>94,644,426.00</b>
<b>Total Assets</b>		<b>2,213,368,247.02</b>	<b>2,324,712,689.00</b>	<b>2,362,062,434.00</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
(a) Equity Share Capital	11	962,500,000.00	962,500,000.00	962,500,000.00
(b) Other Equity	12	102,428,787.83	116,938,755.00	(85,064,295.00)
<b>Total Equity</b>		<b>1,065,128,787.83</b>	<b>1,079,438,755.00</b>	<b>917,435,705.00</b>
<b>Liabilities</b>				
<b>Non-current Liabilities</b>				
(a) Financial Liabilities				
(i) Borrowings	13	744,078,364.09	957,378,834.00	1,178,920,786.00
<b>Total Non-current Liabilities</b>		<b>744,078,364.09</b>	<b>957,378,834.00</b>	<b>1,178,920,786.00</b>
<b>Current Liabilities</b>				
(a) Financial liabilities				
(i) Borrowings	14	354,495,000.00	255,240,346.00	231,243,342.00
(ii) Other Financial Liabilities	15	47,395,596.65	30,078,065.00	33,992,533.00
(b) Provisions	16	2,128,089.85	2,386,505.00	-
(c) Other Current Liabilities	17	134,408.60	190,184.00	470,068.00
<b>Total Current Liabilities</b>		<b>404,153,095.10</b>	<b>287,895,100.00</b>	<b>265,705,943.00</b>
<b>Total Liabilities</b>		<b>1,148,231,459.19</b>	<b>1,245,273,934.00</b>	<b>1,444,626,729.00</b>
<b>Total Equity and Liabilities</b>		<b>2,213,368,247.02</b>	<b>2,324,712,689.00</b>	<b>2,362,062,434.00</b>

The accompanying notes are integral parts of the financial statements

Date: 2080-09-15

Lalitpur, Nepal

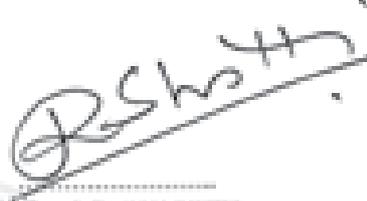
As per Our Report of Even Date

For & on behalf of TP Adhikari & Associates

Chartered Accountants

  
Sushil Mani Subedi  
Finance Manager

  
Raghu Nath Puri  
Director

  
Rajesh Kumar Sharma  
Chairman

  
Shankar Prasad Adhikari  
Managing Partner



Panchthar Power Company Ltd.

Hattiban, Lalitpur, Nepal

Statement of profit and loss and Other Comprehensive Income for the year ended Ashad 31,2080

All amounts are in Rs.\* unless otherwise stated

	Notes	Ashad 31,2080	Ashad 31,2079
Revenue from Operations	18	326,179,339.20	403,069,309.00
Cost of Sales	19	33,076,273.66	19,129,502.00
<b>Gross Profit</b>		<b>293,103,065.54</b>	<b>383,939,807.00</b>
Other Income	20	1,940,583.09	3,770,882.00
		<b>295,043,648.63</b>	<b>387,710,689.00</b>
<b>Expenses</b>			
Administrative Expenses	21	32,748,259.13	21,250,802.56
Finance Costs	22	121,536,532.76	113,953,294.00
Depreciation and Amortisation Expense	23	86,610,864.06	88,115,037.44
Reversal of Impairment on Financial Assets	24		
<b>Total Expenses</b>		<b>240,895,655.95</b>	<b>223,321,134.00</b>
Profit Before Bonus & Tax		<b>54,147,992.68</b>	<b>164,389,555.00</b>
Provision For Staff Bonus		1,082,939.85	2,386,505.00
Provision For CSR			
Less: Tax Expense			
(1) Current Tax		-	-
(2) Deferred Tax		-	-
<b>Profit/(Loss) for The Period</b>		<b>53,065,052.83</b>	<b>162,003,050.00</b>
<b>Other Comprehensive Income</b>			
(A) Items That Will Not be Reclassified to Profit or Loss:			
(i) Equity Instruments Through Other Comprehensive Income		-	-
<b>Total Other Comprehensive Income</b>		-	-
<b>Total Comprehensive Income For The Period</b>		<b>53,065,052.83</b>	<b>162,003,050.00</b>
Earnings Per Equity Share (For Continuing Operation):	25		
(1) Basic (in Rs.)		5.51	16.83
(2) Diluted (in Rs.)		5.51	16.83

The accompanying notes are integral parts of the financial statements

Date:2080-09-15

Lalitpur, Nepal

As per Our Report of Even Date

For & on behalf of TP Adhikari & Associates

Chartered Accountants



Sundar Mani Subedi  
Finance Manager



Raghunath Puri  
Director



Rajesh Kumar Shrestha  
Chairman



Thakur Prasad Adhikari  
Managing Partner



December 31, 2023

**Foothar Power Company Ltd.**  
**Statement of cash flows for the year ended Ashad 31,2080**  
 All amounts are in Ru. unless otherwise stated

	Year ended Ashad 31,2080	Year ended Ashad 31,2079
<b>Cash Flows From Operating Activities</b>		
Profit For The Year	53,065,032.83	162,000,000.00
Adjustments For:		
Finance Costs	121,536,532.76	113,955,294.00
Depreciation And Amortization Of Non-Current Assets	86,610,864.06	88,115,037.44
	<b>261,212,429.65</b>	<b>364,871,331.44</b>
<b>Movements In Operating Assets:</b>		
(Increase)/Decrease In Trade And Other Receivables	55,671,734.42	(38,823,026.00)
(Increase)/Decrease In Other Financial Assets	(6,400.00)	1,296,000.00
(Increase)/Decrease In Other Current Assets	(53,546,108.96)	3,794,343.00
Increase/ (Decrease) In Financial Liabilities	99,254,654.00	23,997,004.00
Increase/ (Decrease) In Other Financial Liabilities	17,317,531.65	(3,914,468.00)
Increase/(Decrease) In Provisions	(258,415.15)	2,386,505.00
Increase/(Decrease) In Other Liabilities	(55,775.40)	(779,884.00)
	<b>118,377,226.56</b>	<b>496,476.00</b>
<b>Cash Generated From Operations</b>	<b>379,589,658.21</b>	<b>364,529,857.44</b>
<b>Net Cash Generated By Operating Activities</b>	<b>379,589,658.21</b>	<b>364,529,857.44</b>
<b>Cash Flows From Investing Activities</b>		
Increase or Decrease of Investment	22,531,300.00	-
Sale/ (Purchase) For Property, Plant And Equipment	988,737.87	(24,808,308.44)
<b>Net Cash (Used In)/Generated By Investing Activities</b>	<b>23,520,037.87</b>	<b>(24,808,308.44)</b>
<b>Cash Flows From Financing Activities</b>		
Increase or Decrease Of Borrowings	(213,300,468.91)	(221,341,952.00)
Increase or Decrease In Share Capital	-	-
Dividends Paid On Equity Shares	(67,375,000.00)	-
Finance Expenses	(121,536,532.76)	(113,955,294.00)
<b>Net Cash Used In Financing Activities</b>	<b>(402,212,001.67)</b>	<b>(335,297,246.00)</b>
<b>Net Increase In Cash And Cash Equivalents</b>	<b>87,885.41</b>	<b>4,224,303.00</b>
Cash And Cash Equivalents At The Beginning Of The Year	4,683,758.00	439,455.00
Effects Of Exchange Rate Changes On The Balance Of Cash And Cash Equivalents Held In Foreign Currencies	-	-
<b>Cash And Cash Equivalents At The End Of The Year</b>	<b>4,771,643.41</b>	<b>443,758.00</b>

As per Our Report of Even Date

For & on behalf of TP  
Adhikari & Associates

Chartered Accountants

Date:2080-09-15

Lalitpur, Nepal

  
Sander Mimi Subedi  
Finance Manager

  
Raghu Nath Puri  
Director

  
Rajesh Kumar Shrestha  
Chairman

  
Thakur Prasad Adhikari  
Managing Partner

December 8, 2023



**Powder Mill Power Company Ltd.**  
**Statement of changes in equity for the year ended Ashad 31, 2079**  
 All amounts are in Rs. unless otherwise stated

Particulars	Share Capital	Reserves and Surplus				Total
		Capital Reserve	Securities Premium Reserve	Equity Investment Through Other Comprehensive Income	General Reserve	
Balance As At Shrawan 1, 2078	942,500,000.00	-	-	-	-	942,500,000.00
Issue of Share Capital	-	-	-	-	-	-
Profit For The Year	-	-	-	-	615,064,268.00	615,064,268.00
Other Comprehensive Income For The Year, Net of Income Tax	-	-	-	-	162,003,050.00	162,003,050.00
Issue of Dividends	-	-	-	-	-	-
Transfer To Retained Earnings	-	-	-	-	-	-
Balance As At Ashad 31, 2079	942,500,000.00	-	-	-	1,14,067,318.00	1,056,567,318.00
Issue of Share Capital	-	-	-	-	-	-
Profit For The Year	-	-	-	-	20,063,003.00	20,063,003.00
Other Comprehensive Income For The Year, Net of Income Tax	-	-	-	-	-	-
Payment of Dividends	-	-	-	-	(67,371,000.00)	(67,371,000.00)
Transfer To Retained Earnings	-	-	-	-	192,625,787.00	192,625,787.00
Balance As At Ashad 31, 2080	942,500,000.00	-	-	-	1,65,317,790.00	1,007,817,790.00

As per Our Report of Even Date  
 For & on behalf of TP Auditor & Associates  
 Chartered Accountants

*Rajesh Kumar Shrestha*  
 Rajesh Kumar Shrestha  
 Chairman

*Rajendra Nath Puri*  
 Rajendra Nath Puri  
 Director

*Sandeep Mool Sahel*  
 Sandeep Mool Sahel  
 Finance Manager

*Prakash Prasad Acharya*  
 Prakash Prasad Acharya  
 Managing Partner  
 April 23, 2023



NOTES TO THE FINANCIAL STATEMENTS

1 COMPANY BACKGROUND

The Company produces electricity as per the terms of the license issued by Ministry of Electricity. The company has Himsa Khola 'A' Hydroelectric project (14.9 MW) under its fold. Panchthar company is a limited company incorporated under Company Act, 2063. The registered office of the company, and the principal place of business is located at Hattiban, Laligur, Nepal and production unit is located in phalabang Rural Municipality of Panchthar, Nepal. The company is converted into Public Limited on 22-03-2074. The company produces electricity as per the terms of license issued by the ministry of energy.

2 SIGNIFICANT ACCOUNTING POLICIES

a) Statement of Compliance

The financial statements have been prepared in accordance with the applicable Nepal Financial Reporting Standards(NFRS ) as issued by the Accounting Standard Board(ASB), Nepal. The financial statements have also been prepared in accordance with the relevant presentational requirements of the Companies Act, 2063 of Nepal.

These financial statements for the year ended Ashadh 31,2080 are the first report prepared by complying NFRS. For all periods upto and including the year ended Ashadh 31, 2079, the company prepared its financial statements in accordance with the Nepal Accounting Standards (hereinafter referred to as Previous GAAP) for its statutory reporting requirement in Nepal. The financial statements for the year ended 31 Ashadh, 2079 and the opening Balance Sheet as at Shrawan 1,2078 have been restated in accordance with NFRS for comparative information. These financial statements were authorized for issue by the Board of Directors on 2080/9/13. The Board of Directors acknowledges the responsibility of preparation of financial statements.

Reconciliations and explanations of the effect of the transition from Previous GAAP to NFRS on the Company's Statement of Financial Position, Statement of Profit or Loss and Other Comprehensive Income and Statement of Cash Flows are provided in Note 4. The transition date of NFRS is Shrawan 1, 2078.

b) Basis of Preparation of Financial Statements

The financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below:

(i) Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

(ii) Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

(iii) Financial assets and financial liabilities measured at fair value (refer accounting policy (j)-on financial instruments ).

(iv) Financial statements prepared under Going concern and accrual basis.

c) Property, Plant and Equipment

(i) Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any. Cost includes expenditures directly attributable to the acquisition of the asset.

(ii) Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

(iii) 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.

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

d) Depreciation & Amortisation

(i) Depreciation is recognized so as to writeoff the cost of assets less their residual values over their useful lives, using the diminishing balance method. However, Right to Use Assets (Lease) are depreciated over the period of the lease or estimated useful life, whichever is lower, on straight line basis.

(ii) The estimated useful life and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

(iii) The useful life of the assets and the corresponding rates at which the assets are depreciated are as follows:-

Category of Assets	Estimated Useful life	Depreciation Rate
Structure Assets	30.75 Yrs	3.26%
Building	30.75 Yrs	3.26%
Plant and Machinery	30.75 Yrs	3.26%
Land and Development	30.75 Yrs	3.26%
Office Equipment and Furniture		25%
Vehicle		20%

For transition to NFRS , the Company has elected to continue with the carrying value of all of its Property, Plant and Equipment recognized as of Shrawan 1, 2078 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

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**Paanchbar Power Company Ltd.**  
**NOTES TO THE FINANCIAL STATEMENTS**

**f) Impairment of Tangible and Intangible Assets:**

An asset is considered as impaired in accordance with NAS 36 on Impairment of Assets when at the balance sheet date there are indications of impairment and the carrying amount of the asset, or where applicable the cash generating unit to which the asset belongs, exceeds its recoverable amount (i.e. the higher of the asset's net selling price and value in use). The carrying amount is reduced to the recoverable amount and the reduction is recognized as an impairment loss in profit or loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in profit or loss.

**g) Classification of Current and Non-current of Assets and Liabilities.**

All assets and liabilities have been classified as current & non-current assets as per the company's normal operating cycle. Based on the nature of products and time between acquisition of assets for processing and their realization cash and cash equivalents, the company has ascertained its operating cycle as twelve months for the purpose of classification current & non-current classification.

**h) Revenue from Contracts with Customers**

Revenue is measured at the fair value of the consideration received or receivable. Revenue is reduced for estimated rebates, penalties and other similar items.

Revenue from operations comprises of sale of power. It is recognized at an amount that reflects the consideration for which the Company expects to be entitled in exchange for transfer of power (goods / service) to the customer.

Revenue from sale of power is accounted in accordance with tariff provided in Power Purchase Agreement (PPA) with the Nepal Electricity Authority (NEA) and no significant uncertainty as to the measurability or collectability exist.

Since there is insignificant construction cost incurred during the year and there is no availability of average margin rate hence, construction revenue is equal to construction cost. So, revenue from construction contract is not recognized.

**i) Employee Benefits**

Compensation to employees for services rendered is measured and accounted for in accordance with NAS 19 on Employee Benefits.

**Defined Benefit Plan**

Employee Benefits such as gratuity is charged as expense to profit or loss in the period and the net obligation is provided as gratuity payable for the employees.

**Short Term-Employee Benefits**

Employee Benefits such as salaries, allowances, and non-monetary benefits which fall due for payment within a period of twelve months after rendering service, are charged as expense to profit or loss in the period in which the service is rendered.

**j) Borrowing Costs**

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

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. All other borrowing costs are recognized in profit or loss in the period in which they are incurred.

**k) Income Tax**

Income tax expense represents the sum of the tax currently payable and deferred tax.

**Current tax**

The tax currently payable is based on taxable profit 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 is currently enjoying tax holiday for the income from sales of power. And for other income, the Company's current tax is calculated using tax rates that have been enacted at the end of the reporting period.

**Deferred tax**

Deferred tax is recognized on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognized for all taxable temporary differences. Deferred tax assets are generally recognized for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which these deductible temporary differences can be utilized.

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

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

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**Paackhar Power Company Ltd.**

**NOTES TO THE FINANCIAL STATEMENTS**

**Current and Deferred Tax For The Year**

Current and deferred tax are recognized in profit or loss, except when they relate to items that are recognized in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognized in other comprehensive income or directly in equity respectively.

**b) Earnings Per Share**

The Company reports basic and diluted Earnings per Share (EPS) in accordance with NAS 33 on Earnings Per Share. Basic EPS is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted EPS is computed by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

**c) Cash Flow Statement**

The Cash Flow Statement is prepared by the indirect method set out in NAS 7 on Cash Flow Statements and presents the cash flows by operating, investing and financing activities of the Company.

**d) Provisions and Contingencies**

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

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (when the effect of the time value of money is material).

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence of one or more uncertain future events beyond the control of the company or present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligations or a reliable estimate of the amount of obligation cannot be made.

A contingent asset is neither recognized nor disclosed in the financial statements.

**e) Financial Instruments**

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured 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 or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in profit or loss.

**Financial Assets**

All regular way purchases or sales of financial assets are recognized and derecognized on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets.

**Classification of Financial Assets**

Debt instruments that meet the following conditions are subsequently measured at amortized cost (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows, and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at fair value.

**Effective Interest Method**

The effective interest method is a method of calculating the amortized cost of a debt instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

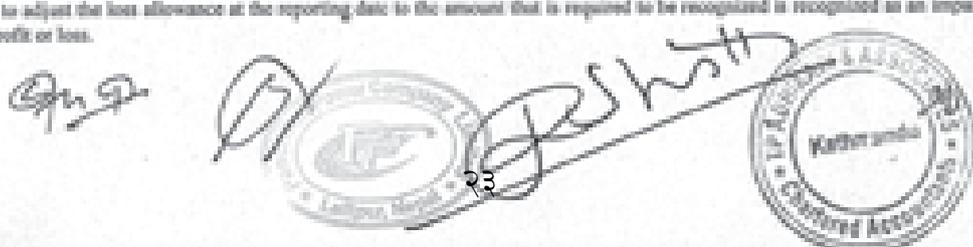
Income is recognized on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognized in profit or loss and is included in the "Other income" line item.

**Impairment of Financial Assets**

The Company applies the expected credit loss model for recognizing impairment loss on financial assets measured at amortized cost, trade receivables and other contractual rights to receive cash or other financial asset.

Loss allowance for trade receivables with no significant financing component is measured at an amount equal to life time ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case these are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized is recognized as an impairment gain or loss in profit or loss.

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**NOTES TO THE FINANCIAL STATEMENTS**

**Financial Liabilities and Equity Instruments**

**Classification as Debt or Equity**

Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements 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 an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognized at the proceeds received, net of direct issue costs.

**Financial Liabilities**

All financial liabilities are subsequently measured at amortized cost using the effective interest method. Since Effective interest couldnot be calculated retrospectively Fair value on the date of transition is considered a deemed value of Financial Liabilities.

**Derogation of Financial Instruments**

The Company derogates a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derogation under NIAS 39. A financial liability (or a part of a financial liability) is derogated from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

**3 First-Time Adoption – Mandatory Exceptions and Optional Exemptions**

**First Time Adoption of NFRS (NFRS 1)**

**Overall Principle**

The Company has prepared the opening balance sheet as per NFRS as of Shrawan 1, 2078 (the transition date) by recognizing all assets and liabilities whose recognition is required by NFRS , not recognizing items of assets or liabilities which are not permitted by NFRS , by reclassifying items from previous GAAP to NFRS as required under NFRS, and applying NFRS in measurement of recognized assets and liabilities. However, this principle is subject to the certain exception and certain optional exemptions availed by the Company as detailed below:

**Derogation of Financial Assets and Financial Liabilities**

The Company has applied the derogation requirements of financial assets and financial liabilities prospectively for transactions occurring on or after Shrawan 1, 2078 (the transition date).

**Impairment of Financial Assets**

The Company has applied the impairment requirements of NIAS 36 retrospectively; however, as permitted by NFRS 1 , it has used reasonable and supportable information that is available without undue cost or effort to determine the credit risk at the date that financial instruments were initially recognized in order to compare it with the credit risk at the transition date. Further, the Company has not undertaken an exhaustive search for information when determining, at the date of transition to NFRSs, whether there have been significant increases in credit risk since initial recognition, as permitted by NFRS 1.

**Deemed cost for Property, Plant and Equipment, and Intangible Assets**

The Company has elected to continue with the carrying value of all of its plant and equipment, and intangible assets recognized as of Shrawan 1,2078 (transition date) measured as per the previous GAAP and use that carrying value as its deemed cost as of the transition date.

**4 Critical Accounting Judgments and Key Sources of Estimation Uncertainty**

In application of the Company's accounting policies, which are described in note 2, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

**Critical Judgments in Applying Accounting Policies**

The following are the critical judgments, apart from those involving estimations that the directors have made in the process of applying the Company's accounting policies and that have the most significant effect on the amounts recognized in the financial statements.

**Income Taxes**

The Company's tax jurisdiction is in Nepal. Significant judgments are involved in determining the provision for income taxes, including the amount expected to be paid or recovered in connection with uncertain tax positions.

**Key Sources of Estimation Uncertainty**

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

**Useful Lives of Property, Plant and Equipment**

As described above, the Company reviews the estimated useful lives of property, plant and equipment at the end of each reporting period. There was no change in the useful life of property, plant and equipment as compared to previous year.

**Impairment of Trade Receivables**

The Company estimates the probability of collection of accounts receivable by analyzing historical payment patterns, customer status, customer credit-worthiness and current economic trends. If the financial condition of a customer deteriorates, additional allowances may be required.

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**Panchsheel Power Company Ltd.**  
Bharilua, Lalitpur, Nepal  
Notes to the financial statements for the year ended Ashad 31, 2079  
All amounts are in Rs.\* unless otherwise stated

**11. Equity Share Capital**

Particulars	As at Ashad 31, 2078	As at Ashad 31, 2079	As at Ashad 31, 2079
Equity share capital	962,500,000.00	962,500,000.00	962,500,000.00
<b>Total</b>	<b>962,500,000.00</b>	<b>962,500,000.00</b>	<b>962,500,000.00</b>
<b>Authorised Share Capital:</b>			
Fully paid equity shares of Rs. 100 each	962,500,000.00	962,500,000.00	962,500,000.00
Issued:			
1,621,000 Fully paid equity shares of Rs. 100 each	962,500,000.00	962,500,000.00	962,500,000.00
Paid-up Capital:			
1,621,000 Fully paid equity shares of Rs. 100 each	962,500,000.00	962,500,000.00	962,500,000.00
	962,500,000.00	962,500,000.00	962,500,000.00

The Company has single class of equity shares having face value of Rs. 100 per share. Every member holding equity shares therein shall have voting rights in proportion to their shares.

**12. Other Equity**

Particulars	As at Ashad 31, 2078	As at Ashad 31, 2079	As at Ashad 31, 2079
<b>Retained Earnings</b>			
Balance At Beginning Of Year	116,838,789.83	(45,064,295.00)	(340,142,596.00)
Profit For The Year	93,063,002.83	140,000,000.00	93,070,202.00
Less: Dividend paid	(97,375,000.00)		
Adjustment (Due to First Time NFRS Adoption)			
<b>Balance at End of the Year</b>	<b>112,526,792.66</b>	<b>116,838,789.83</b>	<b>(45,064,295.00)</b>
<b>Total</b>	<b>112,526,792.66</b>	<b>116,838,789.83</b>	<b>(45,064,295.00)</b>

**13. Non-current Borrowings**

Particulars	As at Ashad 31, 2078	As at Ashad 31, 2079	As at Ashad 31, 2079
<b>Secured - at Amortised Cost</b>			
Term loans	989,274,364.00	1,171,186,834.00	1,360,738,784.00
Current Portion of Long term loans	(241,496,000.00)	(217,808,000.00)	(181,808,000.00)
<b>Total Non-current Borrowings</b>	<b>747,778,364.00</b>	<b>953,378,834.00</b>	<b>1,178,930,784.00</b>

Because of the hassle involved in obtaining the history of Consortium Loan EIR cannot be calculated retrospectively, hence As allowed by NFRS 1 PV as on the date of transition is considered as a deemed value for the Financial Asset/Liability.

**14. Current Borrowings**

Particulars	As at Ashad 31, 2078	As at Ashad 31, 2079	As at Ashad 31, 2079
<b>Unsecured - At Amortised Cost</b>			
Current Portion of Long Term Loans	198,999,000.00	217,432,342.00	49,432,342.00
Current Portion of Long Term Loans	243,496,000.00	217,808,000.00	181,808,000.00
<b>Total</b>	<b>442,495,000.00</b>	<b>435,240,342.00</b>	<b>231,240,342.00</b>

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**Panchbar Power Company Ltd.**  
Biratnagar, Lalitpur, Nepal

Notes to the financial statements for the year ended Ashad 31, 2078  
All amounts are in Ru. unless otherwise stated

**15. Other Financial Liabilities - Current**

Particulars	As at Ashad 31, 2068	As at Ashad 31, 2078	As at Ashad 31, 2078
Account payable	148,009.00	148,009.00	148,009.00
Consulancy fee payable	148,009.00	-	-
Salary Payable	335,439.17	780,252.00	990,641.00
Ready Creditors			
Machhapuchhre Metal and Machinery workshop p. Ltd.	18,723,160.61	18,723,161.00	18,723,161.00
Auto Land Pvt. Ltd.	18,231.38	18,231.00	18,231.00
Shreevan Bean-Crane	3,948,471.00	3,948,471.00	3,948,471.00
Asia Pacific Power-Teach Co.Ltd	-	-	115,921.00
Global Travels and Tours Pvt. Ltd	-	153,941.00	15,406.00
Changta-Vehicle	-	-	148,261.00
Millennium Publication Pvt. Ltd.	100,000.00	165,000.00	110,000.00
Mitra Kaffa	-	-	2,029.00
Radio Annapurna Pvt. Ltd.	-	-	21,700.00
Pudha byat Dhungana	-	8,919.00	8,919.00
Rajesh Shrestha	23,800.00	23,800.00	23,800.00
Ananda auto Electric repairing	-	-	137,702.00
Hydro Equipment Services Pvt. Ltd	341,490.00	-	3,241,290.00
OSMA Consultancy and Heavy Equipment Pvt. Ltd	12,977.72	392,465.00	-
National Teach Hydro and Electric Pvt.Ltd	3,772,719.00	-	-
Dagarmatha Lumbini Insurance Company Ltd.	15,000,000.00	-	-
<b>Other Payables</b>			
Site Payable Oil Expenses	-	-	22,248.00
Others Payable	2,764,416.92	2,099,727.00	191,384.00
Shree Kumar Thapa	126,819.00	126,819.00	126,819.00
Oil Dhungana	1,279,990.00	1,279,990.00	1,279,990.00
Royalty Payable- DCO	-	1,499,000.00	4,598,346.00
Seema Kumar Nambar	3,632.85	3,634.00	3,634.00
Jayman Shrestha	13,709.00	13,709.00	13,709.00
Uddhous Print Support	-	-	-
Shree Shakti Pokhrel	-	-	58,250.00
Jaya Ambe Suppliers	6,677.00	399,031.00	-
Eastern Electrical Enterprises	1,888.00	141,888.00	-
Pioneer IT Pvt. Ltd	-	14,495.00	-
Pokhram Almuniyem and Furniture solving	-	27,326.00	-
New Educational Enterprises	6,395.00	-	-
Kathmandu Service center	34,804.00	-	-
<b>Total</b>	<b>47,395,396.65</b>	<b>39,878,665.00</b>	<b>33,992,433.00</b>

**16. Provisions- Current**

Particulars	As at Ashad 31, 2068	As at Ashad 31, 2078	As at Ashad 31, 2078
Provision for Employee Bonus	2,128,689.85	2,346,568.00	-
<b>Total</b>	<b>2,128,689.85</b>	<b>2,346,568.00</b>	<b>-</b>

**17. Other Current Liabilities**

Particulars	As at Ashad 31, 2068	As at Ashad 31, 2078	As at Ashad 31, 2078
STP Payable	62,357.00	183,864.00	114,340.00
TDS Payable (Net)	71,251.60	4,320.00	353,508.00
<b>Total</b>	<b>133,608.60</b>	<b>198,184.00</b>	<b>478,848.00</b>

**18. Revenue From Operations**

Particulars	As at Ashad 31, 2068	As at Ashad 31, 2078
Electricity Sale to NEA		
Income From Power Sale (Hawa Khola "A")	326,179,109.20	465,665,369.00
<b>Total</b>	<b>326,179,109.20</b>	<b>465,665,369.00</b>

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**Panchthar Power Company Ltd.**  
Bhatlung, Lalitpur, Nepal

Notes to the financial statements for the year ended Ashad 31, 2080  
All amounts are in Ru.' unless otherwise stated

**19. Cost of Sales**

Particulars	As at Ashad 31, 2080	As at Ashad 31, 2079
<b>Royalty</b>		
Royalty (Against Generation)	5,970,380.21	7,965,698.00
Royalty (Against Installed Capacity)	1,490,000.00	1,490,000.00
<b>Project Operation</b>		
Electricity expenses site intake	102,999.00	218,560.00
EM- Repair and maintenance	10,020,809.00	-
Fuel Expenses - Vehicle	673,331.00	480,900.00
NEA meeting expenses	-	40,608.00
NEA Internal Consumption-Cost	143,908.00	124,400.00
Power House repair goods Expense	772,803.00	310,498.00
Power house turbine oil	163,800.00	-
Project Insurance	6,834,301.45	6,669,479.00
Renewal Charge	1,000.00	33,100.00
Radio-Set -VHF (Chyokhy set)	-	163,884.00
Repair and maintenance	-	1,207,217.00
Royalty -CFO	27,651.00	25,109.00
Travelling Expenses	437,484.00	265,625.00
Staff Salary & Allowances	6,426,323.00	-
<b>Total</b>	<b>33,876,273.66</b>	<b>19,176,602.00</b>

**20. Other Income**

Particulars	As at Ashad 31, 2080	As at Ashad 31, 2079
Other Income	1,566,320.00	1,671,321.00
Sale of Fixed Assets	174,263.00	99,867.00
<b>Total</b>	<b>1,740,583.00</b>	<b>1,771,188.00</b>

**21. Administrative Expenses**

Particulars	As at Ashad 31, 2080	As at Ashad 31, 2079
AGM expenses	188,498.00	91,345.00
Audit Fee	150,000.00	150,000.00
Consultancy fee	150,000.00	-
Bank Commission Charges	16,941.00	9,027.00
Bhawa Karma Puja Expenses	15,790.00	10,440.00
Board Meeting Allowance	660,000.00	440,000.00
CEO- Renewal Charge	170,000.00	170,000.00
Debit Allowance	-	310,300.00
Dial & Internet Expenses	14,300.00	12,000.00
House Rent	300,000.00	300,000.00
Loan Rating Charge NCR	294,230.00	-
Meeting expenses	62,973.00	8,100.00
Miss-Expenses	161,523.00	173,583.00
Misc.expenses	-	12,148.00
NEPSE -Renewal Charge	100,000.00	100,000.00
News Paper	-	3,400.00
Advertisement	17,289.00	-
Guest and entertainment	20,200.00	-
Quarterly Report/notice published expenses	82,870.00	-
Vehicle Renewal Charge	99,150.00	192,400.00
Vehicle Repair and Maintenance	144,607.00	428,694.00
Monthly-Charges NEA	27,314,420.13	9,144,349.00
Road Maintenance	-	20,000.00
Office Expenses	34,341.00	68,041.00
Overtime Expenses	-	1,011,679.00
Printing & Stationery Expenses	261,804.00	84,000.00
Report Publishing expenses	-	97,986.00
Staff Salary & Allowances	1,107,840.00	7,484,500.00
Share register (RTN) Charge	100,000.00	100,000.00
Social Mitigation Expenses	50,000.00	100,000.00
Social Security Funds	-	461,500.00
Tally software update charge	-	14,600.00
Telephone Expenses' site email set	82,463.00	49,150.00
Transportation charge	24,350.00	11,949.36
Vehicle Insurance	23,480.00	69,084.00
Water & Electricity Charge	69,324.00	60,000.00
Website expenses	-	11,000.00
<b>Total</b>	<b>32,748,349.13</b>	<b>21,250,602.34</b>

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**Panchthar Power Company Ltd.**  
**Hattiban, Lalitpur, Nepal**  
**Notes to the financial statements for the year ended Ashad 31, 2080**  
**All amounts are in Rs.\* unless otherwise stated**

**21. Finance Cost**

Particulars	As at Ashad 31, 2080	As at Ashad 31, 2079
Interest on Bank Loan-Mgmt	119,863,696.74	112,345,399.00
Bank Loan Arrangement Fee	1,671,936.03	1,609,935.00
<b>Total</b>	<b>121,535,632.77</b>	<b>113,955,334.00</b>

**22. Depreciation And Amortisation Expenses**

Particulars	As at Ashad 31, 2080	As at Ashad 31, 2079
Depreciation Of Property, Plant And Equipment pertaining to Continuing	86,618,884.06	88,115,037.44
<b>Total Depreciation And Amortisation Pertaining To Continuing</b>	<b>86,618,884.06</b>	<b>88,115,037.44</b>

**24. Impairment Losses On Financial Assets And Reversal Of Impairment On Financial Assets**

The management has concluded to the best of its decisions, there are no indications of impairment as at Balance sheet date and the carrying amount of these asset, exceeds its recoverable amount (i.e. the higher of the asset's net selling price and value in use). Hence, no impairment losses on financial assets and reversal of impairment on financial assets is recognized.

**25. Earnings Per Share**

Particulars	Year ended Ashad 31, 2080	Year ended Ashad 31, 2079
From Continuing Operations	Rs. per share	Rs. per share
Basic Earnings Per Share	5.51	16.83
Diluted Earnings Per Share	5.51	16.83

q) There are no potential dilutive instruments.

**26. Basic Earnings per share**

The earnings and weighted average number of equity shares used in the calculation of basic earnings per share are as follows.

Particulars	Year ended Ashad 31, 2080	Year ended Ashad 31, 2079
Profit for the year attributable to owners of the Company (A)	53,065,032.83	142,003,850.00
Weighted average number of equity shares for the purposes of basic	9,625,000.00	9,625,000.00
<b>Basic Earnings per share (A/B)</b>	<b>5.51</b>	<b>16.83</b>

*Signature*

*Signature*



*Signature*



**Pranithar Power Company Ltd.**

Notes to the financial statements for the year ended Aashad 31, 2080  
All amounts are in Ru' unless otherwise stated

**27. Segment Reporting**

The management evaluates the company's performance and allocates resources based on the analysis of various performance indicators, however the company is primarily engaged in only one segment, i.e., "Generation and sale of electricity" and that all its operations are in Nepal. Hence the company does not have any reportable segments as per NFRS 8 "Operating Segments".

**28.1 Financial risk management objectives**

The Company's principal financial liabilities, comprise trade and other payables and borrowings. The main purpose of these financial liabilities is to support its operations. The Company's principal financial assets include trade and other receivables, cash & cash equivalents, short-term deposits that are derived directly from its operations and investments in equity shares. The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk, market risk (including foreign currency risk). The Company's Board of Directors reviews and sets out policies for managing these risks and monitors suitable actions taken by management to minimize potential adverse effects of such risks on the company's operational and financial performance.

**28.2 Credit Risk**

Credit risk arises when a counterparty defaults on its contractual obligations to pay resulting in financial loss to the Company. The credit risk for the Company primarily arises from credit exposures to trade receivables.

**Trade and other receivables:** The Company's business is predominantly through sales of power. The Company has PPA agreement with Nepal Electricity Authority (NEA). NEA is government body due to which the risk of credit default is significantly low.

**Other Financial Assets:** Credit risk from balances with banks and financial institutions are managed by maintaining the balances with highly reputed Commercial banks only.

**28.3 Liquidity risk management**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with the financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

**Liquidity risk table**

The following tables detail the Company's remaining contractual maturity for its financial liabilities with agreed repayment periods. The table has been drawn up based on the undiscounted cash flows of the financial liabilities based on the earliest date on which the Company can be required to pay.

Financial Liabilities	Less than 1 year	1 years and above	Total
<b>31 Aashad, 2080</b>			
(i) Borrowings	394,499,000.00	744,079,304.00	1,098,578,304.00
(ii) Other Financial Liabilities	47,395,396.65	-	47,395,396.65
	<b>441,894,396.65</b>	<b>744,079,304.00</b>	<b>1,145,973,700.74</b>
<b>30 Aashad, 2079</b>			
(i) Borrowings	325,340,346.00	253,240,346.00	578,580,692.00
(ii) Other financial liabilities	30,078,065.00	-	30,078,065.00
	<b>355,418,411.00</b>	<b>253,240,346.00</b>	<b>608,658,757.00</b>

**28.4 Market Risk**

Market risk is the risk that the fair value of future cash flows of a financial instruments will fluctuate because of changes in market prices. Market prices comprise three type of risk: interest rate risk, currency risk and other price risk such as equity price risk.

**Interest Rate Risk:** The company has material exposure to the debt instruments and on which interest rate is based on market.

**Equity price Risk:** The company has exposure to equity market as the company has invested in equity instruments which price are highly volatile. To mitigate this risk company has invested in highly reputed entities only.

**Foreign currency risk management**

The Company undertakes transactions denominated in foreign currencies. Consequently, exposures to exchange rate fluctuations arise. The exchange gains or losses are recognized in profit or loss on the date of settlement and revaluation at quarterly intervals.

**29 Fair value measurements**

This note provides information about how the Company determines fair values of various financial assets and financial liabilities.

Fair value measurements are categorized into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly, and
- Level 3 inputs are unobservable inputs for the asset or liability.

Fair value of financial assets and financial liabilities that are not measured at fair value (but fair value disclosures are required)

The Directors are of the belief that the carrying amounts of financial assets and financial liabilities recognized in the financial statements approximate their fair values.

*Signature*  
*[Signature]*  


Punjab Power Company Ltd.  
 Notes to the financial statements for the year ended March 31, 2009  
 All amounts are in Rupees unless otherwise stated

28.1 Financial Instruments Measurement at Fair Value: Fair Value Hierarchy

Assets & Liabilities (2008-09)	Carrying Amount	Fair value	Quoted Market price (Level-1)	Observable inputs (Level-2)	Unobservable inputs (Level-3)
<b>ASSETS</b>					
<b>Current</b>					
(i) Trade receivables	16,887,390.58	16,887,390.58		16,887,390.58	
(ii) Cash and cash equivalents	5,581,443.41	5,581,443.41		5,581,443.41	
(iii) Other financial assets	15,400.00	15,400.00			15,400.00
<b>Liabilities</b>					
<b>Non current</b>					
(i) Borrowings	744,078,364.09	744,078,364.09			744,078,364.09
<b>Current</b>					
(i) Borrowings	354,495,000.00	354,495,000.00			354,495,000.00
(ii) Other Financial Liabilities	47,395,396.65	47,395,396.65			47,395,396.65
<b>Assets &amp; Liabilities (2007-08)</b>					
<b>Assets</b>					
(i) Trade receivables	72,359,123.00	72,359,123.00		72,359,123.00	
(ii) Cash and cash equivalents	4,683,738.00	4,683,738.00		4,683,738.00	
(iii) Other financial assets	9,000.00	9,000.00			9,000.00
<b>Liabilities</b>					
<b>Non current</b>					
(i) Borrowings	977,378,834.00	977,378,834.00			977,378,834.00
<b>Current</b>					
(i) Borrowings	233,240,346.00	233,240,346.00			233,240,346.00
(ii) Other Financial Liabilities	30,078,063.00	30,078,063.00			30,078,063.00

9/1/09

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**Panchthar Power Company Ltd.**

**Notes to the financial statements for the year ended Ashad 31, 2080**

**All amounts are in Rs. unless otherwise stated**

**30. Related Party Disclosures**

(a) Companies in which the investor (including close member of family) has significant influence

Name	Share Holding %
Access Investment Company Private Limited	20.51%
U.V Investment Company Private Limited	22.79%

(b) Key Management Personnel

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

Name	Designation
Mr. Rajesh Kumar Shrestha	Chairman
Mrs. Hima Timalsina	Director
Mr. Raghu Nath Puri	Director
Ms. LP Sarma Limbu	Director

The following provides expenses incurred for those charged with governance of BPC: Nature of Expense Current year

Nature of Expenses	Current Year	Previous Year
Meeting Expenses	63,973.00	8,100.00
Board Meeting Allowance	660,000.00	440,000.00

Transactions with key management personnel

Key Management personnel includes:

Particulars	Current year
Short Term Employee Benefits	
Pushpa Jyoti Dhungana (MD upto Poush 2079)	1,079,000.00
Sundar Man Subedi ( Manager)	505,000.00

**31. Contingent Liabilities and Commitments**

Where appropriate, the Company recognizes a provision for liabilities when it is probable that an outflow of economic resources embodying economic benefits will be required and for which a reliable estimate can be made of the obligation(s). Company has no any contingent liabilities and commitments at year end as per the best judgement and estimates of management.

32. The previous year figure has been reclassified wherever necessary.

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*Signature*



धितोपत्र दर्ता तथा निष्काशन नियमावली २०७३ को नियम २६ को उपनियम (२) सँग सम्बन्धित अनुसूची १५ बमोजिमको वार्षिक विवरण (आ. व. २०७९/०८० )

१. सञ्चालक समितिको प्रतिवेदन : सम्बन्धित शीर्षक अन्तर्गत राखिएको ।
२. लेखापरीषणको प्रतिवेदन : सम्बन्धित शीर्षक अन्तर्गत राखिएको ।
३. लेखापरीक्षण भएको वित्तीय विवरण : सम्बन्धित शीर्षक अन्तर्गत राखिएको ।
४. कानुनी कारबाही सम्बन्धी विवरण :
  - क) त्रैमासिक अवधिमा संगठित संस्थाले वा संस्थाका विरुद्ध कुनै मुद्दा दायर भएको भए,
    - त्रैमासिक अवधिमा संगठित संस्थाले वा संस्थाका विरुद्ध कुनै मुद्दा दायर भएको छैन ।
  - ख) संगठित संस्थाका संस्थापक वा सञ्चालकले वा संस्थापक वा सञ्चालकको विरुद्धमा प्रचलित नियमको अवज्ञा वा फौजदारी अपराध गरेको सम्बन्धमा कुनै मुद्दा दायर गरेको वा भएको भए,
    - यस कम्पनीको जानकारीमा नभएको ।
  - ग) कुनै संस्थापक वा सञ्चालक विरुद्ध आर्थिक अपराध गरेको सम्बन्धमा कुनै मुद्दा दायर भएको भए,
    - यस कम्पनीको जानकारीमा नभएको ।
५. संगठित संस्थाको शेयर कारोबार तथा प्रगतिको विश्लेषण :
  - (क) धितोपत्र बजारमा भएको संगठित संस्थाको शेयरको कारोबार सम्बन्धमा व्यवस्थापनको धारणा:
    - नेपाल स्टक एक्सचेन्ज लि. तथा धितोपत्र बोर्डको सुपरीवेक्षण व्यवस्थाको अधिनमा रही कारोबार गरेको ।
  - (ख) आ. व. २०७९/०८० मा संगठित संस्थाको अधिकतम , न्यूनतम र अन्तिम मुल्यका साथै कुल कारोबार शेयर संख्या र कारोबार दिन :

त्रैमास	अधिकतम मुल्य	न्यूनतम मुल्य	अन्तिम मुल्य	कुल कारो वार दिन	कुल कारोबार संख्या	कुल कारोबार शेयर संख्या
प्रथम त्रैमास	३८४	२६६.७०	२८६	६५	८४७२	१७९९७४९
दास्रो त्रैमास	३८७	२५२	३४१	५२	४८३६	१११२६४२
तेस्रो त्रैमास	३८९.३०	३३५.२०	३५५	५६	४३४१	९९१९७२
चौथो त्रैमास	३६५	२५२	२६९	६२	५९०३	१२४५७७०

६. समस्या तथा चुनौती
  - (क) आन्तरिक समस्या तथा चुनौती
    - यन्त्र उपकरणहरुमा उत्पन्न हुने प्राविधिक तथा यान्त्रिक गडबडी ।
    - दक्ष जनशक्ति व्यावस्थापनमा चुनौती ।
  - (ख) बाह्य 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 सहूलियत कार्यान्वयनमा ढिलासुस्ती ।
    - बैंक ब्यजदर तथा वैदेशिक विनिमयदरमा हुने बृद्धि ।
    - ऐन, कानुन तथा सरकारी नीति नियममा हुने परिवर्तन ।
    - जलविद्युतको लागि आवश्यक मेसिनरी उपकरण तथा स्पेयर पार्टहरुको लागि स्वदेशी आपूर्तिकर्ता तथा विक्रेताहरुको अभाव एवं भन्सार महशुल छुट का दरमा पटकपटक परिवर्तन ।

- ट्रान्समिसन लाईनमा उत्पन्न हुने प्राविधिक समस्याहरु ।
- बढी , पहिरो , खडेरी , भुकम्प जस्ता प्राकृतिक विपत्तिबाट हुन सक्ने जोखिम ।
- (ग) रणनीति
- लागानीकर्ताहरुको प्रतिफल सुनिश्चित गराउन भविष्यमा आईपर्ने समस्या तथा चुनौतीहरुको पहिचान , र तिनीहरुको समाधान गरी अवसरको रुपमा परिणत गर्ने , गराउने ।
- सबै क्षेत्रलाई लगानीमैत्री बनाउनको लागि सरकारसँग आवश्यक समन्वय गर्ने।
- मेशिनरि तथा स्पेयर पार्टसहरुको आवश्यक मौज्जातको व्यावस्थापन ।

#### ७. संस्थागत सुशासन

प्रचलित ऐन, नियम अनुसार सम्बन्धित नियमनकारी निकायहरुद्वारा जारी गरिएको निर्देशन तथा परिपत्रहरुको नियमानुसार परिपालना गरिएको छ । संस्थागत सुशासनलाई सदैव उच्च प्राथमिकतामा राख्दै आएको र संस्थागत सुशासन सम्बन्धी निर्देशन तथा परिपत्रहरुको पूर्ण रुपले पालना गरिनेछ ।

राजेश कुमार श्रेष्ठ  
अध्यक्ष,  
पाँचथर पावर कम्पनी लिमिटेड

## संस्थागत सुशासन सम्बन्धी वार्षिक अनुपालना प्रतिवेदनको ढाँचा

(सूचीकृत संगठित संस्थाहरुको संस्थागत सम्बन्धी निर्देशिका २०७४ बमोजिम)

सूचीकृत सङ्गठित संस्थाको नाम	पाँचथर पावर कम्पनी लिमिटेड
ठेगाना, इमेल र वेबसाइट सहित	हातिवन, ललितपुर, ppchewa@gmail.com Website: ppcl.com.np
फोन नं.	०१-५९,१२००३, ०१-५९९६००४
प्रतिवेदन पेश गरिएको आ.व	२०७९/०८०

### १. सञ्चालक समिति सम्बन्धी विवरण

(क) सञ्चालक समितिको अध्यक्षको नाम तथा नियुक्ति मिति : रोजेश कुमार श्रेष्ठ २०७७ फाल्गुण २४ मा संचालक र ०७८ श्रावण १० देखि अध्यक्षको जिम्मेवारीमा ।

(ख) संस्थाको शेयर संरचना सम्बन्धी विवरण (संस्थापक,सर्वसाधारण तथा अन्य ) :संस्थापक रु ७७ करोड र सर्वसाधारणमा निश्कासन १९करोड २५ लाख 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 तरीका (विधि)
१	श्री राजेश कुमार श्रेष्ठ (प्रतिनिधि यू.वि इनभेष्टमेण्ट)	संस्थापक	१,७५५,३०४ १७३,२७०	२०७७ फाल्गुण २४ देखि	२०७७ फाल्गुण २४	वार्षिक साधारण सभाल
२	श्री हिमा तिम्लीना	संस्थापक	१,११,८४८	"	"	मिति २०७९,१०,२७ गते संचालक समिति को निर्णय बाट ।
३	श्री रघुनाथ पुरी (प्रतिनिधि मेगा भेन्चर प्रा.लि.)	संस्थापक	१,११२,११९	"	"	वार्षिक साधारण सभा
४	श्री लाल प्रसाद सावाँ लिम्बु (प्रतिनिधि मेगा भेन्चर प्रा.लि.)	संस्थापक		"	"	वार्षिक साधारण सभा
५	श्री राजन काफ्ले	संस्थापक	९०००	"	"	वार्षिक साधारण सभा

नोट : पछिल्लो साधारण सभा पछि सञ्चालकहरु नियुक्ति भए सो सम्बन्धित जानकारी र सो सम्बन्धमा बोर्डलाई जानकारी गराएको मिति समेत छुट्टै उल्लेख गर्नुपर्ने । प्रवन्ध संचालक श्री पुष्प ज्योती दुङ्गनाको राजिनामा स्विकृत भए पछि मिति २०७९।१०।२७ गते संचालक समिति को निर्णय बाट हिम तिमसीना लाई संचालक समितिमा नियुक्त भएको । मिति २०७९।११। १५ बोर्डलाई जनाकारी गराईएको ।

(घ) सञ्चालक समितिको बैठक

ग) सञ्चालक समितिको बैठक सञ्चालक सम्बन्धी विवरण :

क्र.सं.	यस आ.व. वसेको सञ्चालक समितिको बैठकको मिति	उपस्थित सञ्चालकको संख्या	बैठकको निर्णयमा भिन्न मत राखी हस्ताक्षर गर्ने सञ्चालकको संख्या	गत आ.व. मा वसेको बैठकको मिति
१	२०७९/०१/१७	५	०	२०७८/०९/०२,३,४,१७
२	२०७९/०५/२०	५	०	२०७८/०९/०३
३	२०७९/०६/०९	५	०	२०७८/०९/०४
४	२०७९/०७/१४	५		२०७८/०९/१७
५	२०७९/०८/२२	४	०	२०७८/१०/०६
६	२०७९/०८/२३	५	०	२०७८/११/१८
७	२०७९/०८/२४	५	०	२०७८/१२/१३
८	२०७९/०९/५	५	०	२०७८/१२/१५
९	२०७९/१०/१८	५	०	२०७८/१२/१७
१०	२०७९/१०/२७	५	०	२०७८/१२/२२
११	२०७९/११/१७	५	०	२०७९/०२/१६
१२	२०७९/१२/१९	५	०	२०७९/०३/१६
१३	२०८०/०१/१९	५	०	
१४	२०८०/०१/२८	५	०	
१५	२०८०/०२/२५	५	०	
१६	२०८०/०३/०६	५	०	
१७	२०८०/०३/१९	५	०	
१८	२०८०/०३/२०	५	०	
१९	२०८०/०३/२८	५	०	
२०	२०८०/०३/२९	५	०	

» कुनै सञ्चालक समितिको बैठक आवश्यक गणपुरक संख्या नपुगी स्थगित भएको भए सोको विवरण : छैन ।

**१ सञ्चालक समितिको बैठक सम्बन्धी अन्य विवरण :**

सञ्चालक समितिको बैठकमा सञ्चालक वा वैकल्पिक सञ्चालक उपस्थिति भए नभएको (नभएको अवस्थामा बैठकको मिति सहित कारण खुलाउने) :	भएको,
सञ्चालक समितिको बैठकमा उपस्थित सञ्चालकहरु ,छलफल भएको विषय र त्यसम्बन्धमा भएको निर्णयको विवरण (माईन्यूट) को छुट्टै अभिलेख राखे नराखेको	राखेको
सञ्चालक समितिको दुई लगातार बसेको बैठकको अधिकतम अन्तर (दिनमा) :	२-३०
सञ्चालक समितिको बैठक भत्ता निर्धारण सम्बन्धमा बसेको वार्षिक साधारण सभाको मिति :	२०७७/११/२४
सञ्चालक समितिको प्रति बैठक भत्ता रु. १५००० अध्यक्ष र १०००० सञ्चालक सदस्य	प्रति बैठक
आ.व. को सञ्चालक समितिको कुल बैठक खर्च रु.	६६०,०००/-

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

सञ्चालकको आचरण सम्बन्धमा सम्बन्धित संस्थाको आचार संहिता भए/नभएको	कम्पनि ऐन अनुसार										
एकाघर परिवारको एक भन्दा बढी सञ्चालक भए सो सम्बन्धी विवरण :	नभएको										
सञ्चालकहरुको वार्षिक रुपमा सिकाई तथा पूर्णताजगी कार्यक्रम सम्बन्धी विवरण : नभएको ।	छैन										
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 10%;">क्र.स.</th> <th style="width: 20%;">विषय</th> <th style="width: 15%;">मिति</th> <th style="width: 15%;">सहभागी सञ्चालको संख्या</th> <th style="width: 40%;">तालीम सञ्चालन भएको स्थान</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table> <p>प्रत्येक सञ्चालकले आफु सञ्चालकको पदमा नियुक्त वा मनोनयन भएको पन्ध्र दिनभित्र देहायका कुराको लिखित जानकारी गराएको/नगराएको भए सोको विवरण :संस्थासंग निज वा निजको एकाघरको परिवारको कुनै सदस्यले कुनै किसिमको करार गरेको वा गर्न लागेको भए सोको विवरण , नभएको ।</p> <ul style="list-style-type: none"> <li>● निज वा निजको एकाघरको परिवारको कुनै सदस्यले संस्था वा सो संस्थाको मुख्य वा सहायक कम्पनीमा लिएको शेयर वा डिबेन्चरको विवरण , नभएको</li> <li>● निज अन्य कुनै सङ्गठित संस्थाको आधारभूत शेयरधनी वा सञ्चालक रहेको भए त्यसको विवरण ,</li> <li>● निजको एकाघरको परिवारको कुनै सदस्य संस्थामा पदाधिकारी वा कर्मचारीको हैसियतमा काम गरिरहेको भए सोको विवरण</li> </ul>	क्र.स.	विषय	मिति	सहभागी सञ्चालको संख्या	तालीम सञ्चालन भएको स्थान						गरेको
क्र.स.	विषय	मिति	सहभागी सञ्चालको संख्या	तालीम सञ्चालन भएको स्थान							
सञ्चालकले उस्तै प्रकृतिको उद्देश्य भएको सूचिकृत संस्थाको सञ्चालक, तलवी पदाधिकारी, कार्यकारी प्रमुख वा कर्मचारी भई कार्य गरेको भए सोको विवरण :	नभएको ।										

सञ्चालकहरुलाई नियमन निकाय तथा अन्य निकायहरुबाट कुनै कारवाही गरिएको भए सोको विवरण :	नभएको
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### ३. संस्थाको जोखिम व्यवस्थापन तथा आन्तरिक नियन्त्रण प्रणाली सम्बन्धी विवरण

(क) जोखिम व्यवस्थापनको लागी कुनै समिती गठन भए/नभएको गठन नभएको भए सोको कारण : नभएको ।

(ख) जोखिम व्यवस्थापन समिति सम्बन्धी जानकारी :

- (अ) समितिको संरचना (संयोजन तथा सदस्यहरुको 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 लागी कुनै समिति गठन भए/नभएको गठन नभएको भए सोको कारण : नभएको ।
- (ङ) आन्तरिक नियन्त्रण प्रणाली समिति सम्बन्धी विवरण :
  - (अ) समितिको संरचना (संयोजन तथा सदस्यहरुको 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 मार्फत	२०८१।०२।०६
विशेष साधारण सभाको सूचना		छैन
वार्षिक प्रतिवेदन		वार्षिक प्रतिवेदन पेश भएको ।
त्रैमासिक प्रतिवेदन	राष्ट्रियस्तरको दैनिक पत्रिकामा	२०७९।०७।२९ प्रथम २०७९।१०।२५ दोस्रो २०८०।०१।२५ तेस्रो २०८०।०४।३१ चौथो
धितोपत्रको मुल्यमा प्रभाव पार्ने मुल्य संवेदनशिल सूचना		नभएको
अन्य		नभएको

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

(ग) पछिल्लो वार्षिक साधारणसभा सम्पन्न भएको मिति : २०७९, पौष १८ गते

#### ५. संस्थागत संरचना र कर्मचारी सम्बन्धी विवरण

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

(ख) सांगठनिक संरचना संलग्न गर्ने :

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

#### व्यवस्थापनको विवरण :

क्र.सं.	नाम	नियुक्ति मिति	पद	शैक्षिक योग्यता	कम्पनीमा लिएको शेयर संख्या	लगानीको विवरण	अनुभव
१	श्री राजेश कुमार श्रेष्ठ	२०६६।०९।०२३	अध्यक्ष	स्नातकोत्तर (अर्थशास्त्र)	१,७३,२७०	-	१. लिटल एञ्जल्स स्कुल एण्ड कलेजमा २०४२ सालदेखि हालसम्म सञ्चालकमा संलग्न । २. स्मल हेभन स्कुल चितवनमा २०५७ साल देखिहालसम्म सञ्चालकमा संलग्न । ३. मेघा पब्लिकेशन प्रा.लि.मा २०७० देखि सञ्चालक । ४. सगरमाथा टि स्टेट प्रा.लि.मा २०६८ देखि सञ्चालकमा संलग्न । ५. सेञ्चुरी कर्मसंयल बैंकमा २०७१ सालदेखि अध्यक्ष पदमा संलग्न । ६. हेवा खोला "ए" जलविद्युत आयोजनामा २०६५ देखि सञ्चालकमा संलग्न ।
३	श्री सुन्दर मणी सुवेदी	२०६६।०८।०१	व्यवस्थापक (वित्त तथा प्रशासन)	स्नातकोत्तर (व्यवस्थापन)	नरहेको ।	-	नेपाल कृषि अनुसन्धान परिषदमा ५ वर्षको कार्य अनुभव, खोरङ्गा हाइड्रोपावरमा ५ वर्षको कार्य अनुभव र हेवा खोला ए जलविद्युत आयोजनामा २०६६ देखि हालसम्म ।

**(घ) कर्मचारी सम्बन्धी अन्य विवरण**

संरचना अनुसार कर्मचारी पद पूर्ति गर्ने गरे/नगरेको :	गरेको
नयाँ कर्मचारीहरूको पदपूर्ति गर्दा अपनाएको प्रकृया :	अन्तरवार्ता ,अनुभव
व्यवस्थापन स्तरका कर्मचारीको संख्या :	२
कुल कर्मचारीको संख्या	२९
कर्मचारीहरूको सक्सेसन प्लान भए/नभएको :	छैन
आ.व. कर्मचारीहरूलाई दिइएको तालिम संख्या तथा सम्मिलित कर्मचारीको संख्या :	छैन
आ.व. को कर्मचारी तालिम खर्च रु :	छैन
कुल खर्चमा कर्मचारी खर्चको प्रतिशत :	छैन
कुल कर्मचारी खर्चमा कर्मचारी तालिम खर्चको प्रतिशत :	छैन

**६. संस्थाको लेखा तथा लेखापरिक्षण 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 गरेको
सञ्चालक समितिबाट पछिल्लो वित्तीय विवरण स्वीकृत भएको मिति :	२०८०/०४/२०
त्रैमासिक वित्तीय विवरण प्रकाशन गरेको मिति :	२०८०/०४/३१
अन्तिम लेखापरिक्षण सम्पन्न भएको मिति :	२०८०/०९/१५
साधारण सभाबाट वित्तीय विवरण स्वीकृत भएको मिति :(आ.व. २०७७/०७८ को)	२०७९/०९/१८
संस्थाको आन्तरिक लेखा परीक्षण सम्बन्धी विवरण : (अ) आन्तरिक रुपमा लेखा परीक्षण गर्ने गरिएको वा बाह्य विज्ञ नियुक्त गर्ने गरिएको (आ) बाह्य विज्ञ नियुक्त गरिएको भए सोको विवरण (इ) आन्तरिक लेखापरीक्षण कति अवधिको गर्ने गरिएको (त्रैमासिक,चैमासिक वा अर्धवार्षिक	नभएको

**(ख) लेखा परीक्षण समिति सम्बन्धी विवरण**

संयोजक तथा सदस्यहरूको नाम ,पद तथा गोप्यता :	हाल समिति बनाएको छैन ।
बैठक बसेको मिति तथा उपस्थित सदस्य संख्या :	
प्रति बैठक भत्ता रु :	
लेखापरीक्षण समितिले आफ्नो काम कारवाहीको प्रतिवेदन सञ्चालक समितिमा पेश गरेको मिति :	

**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 कानून 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 सम्पति 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 संचालक विरुद्ध अदालतमा कुनै मुद्दा चलिरहेको भए सोको विवरण	नभएको

परिपालना अधिकृतको नाम :

पद :

मिति :

संस्थाको छाप :

प्रतिवेदन संचालक समितिबाट स्विकृत मिति :२०८०/०९/ २२

**पाँचथर पावर कम्पनी लिमिटेड**  
**नियमावली**  
**को**

**साविक र वर्तमान व्यवस्थाहरु सम्बन्धि तिन महले विवरण**

	साविकको व्यवस्था	वर्तमान व्यवस्था	परिवर्तनको कारण
नियमावली	२७. संचालक समितिको गठन, संख्या र कार्यकाल: (२) यस कम्पनीमा ९ जनाको संचालक समिति हुनेछ, जसमा सस्थापक समुह वाट ६ सर्वसाधारण समुहवाट २ जना र १ जान स्वतन्त्र संचालक रहने छन ।	२७. संचालक समितिको गठन, संख्या र कार्यकाल: (२) यस कम्पनीमा एक महिला सहित ७ जनाको संचालक समिति हुनेछ, जसमा सस्थापक समुह वाट ५ सर्वसाधारण समुहवाट १ जना र १ जान स्वतन्त्र संचालक रहने छन ।	संसोधन संचालक समिति चुस्त रछरितो बनाउन र कम्पनी ऐन बमोजिम व्यवस्था गर्न ।

साबिक परियोजनाका केहि भलकहरु:





बाढीबाट क्षतिग्रस्त पावरहाउस





## निर्माणाधीन अवस्था





## ABOUT THE PROJECT

Hewa Khola "A" Hydroelectric Project (HKAHEP) is a run-of-river scheme located at Phidim Municipality and Hilihang Rural Municipality (previously Yangnam, Nangin and Bharapa VDCs) of Panchthar district developed by Panchthar Power Company Limited.

The project site is about 710 km from Kathmandu and 165 km from Birtamode at Mahendra highway via Mechi highway. The project access road is earthen and gravel type and is 10 km from Hewa Bridge at Mechi highway. The developer constructed this 10 km road from Hewa bridge upto the headworks site for transportation and supplies.

The company signed PPA with NEA on Bhadra 30, 2068 for the capacity of 12 MW. Later, the installed capacity of the project was upgraded to 14.9 MW consequently followed by the first amendment on PPA on Falgun 17, 2069. As per the PPA and Connection Agreement, the delivery point of the project is 132 kV busbar of Phidim substation owned and managed by NEA.

The project comprises a diversion weir with undersluice, intake arrangements followed by approach canal, settling basin, headrace tunnel, surface penstock, powerhouse and tailrace canal. The generated power is evacuated through a 4 km long -132 kV transmission line and connected to Integrated Nepal Power System (INPS) at Nepal Electricity Authority's (NEA) Thapatar, Phidim substation in Panchthar district.

Construction of the project began in September 2012 and it was commissioned in February 2017.

## PROJECT AREA

Hewa Khola is one of the tributaries of the Tamor River. The intake of the project lies at approximately 87°49'39" E longitude and 27° 11' 06" N latitude and at an elevation of 863.5 m amsl (the original river bed level). The powerhouse is located at approximately 87° 47' 22" E Longitude and 27° 10' 11" N Latitude and at an elevation of 655 m amsl. The catchment area of this project is 208 sq. km.

Figure : Project Area (Google Earth) The area lies in the Lesser Himalaya Zone, immediately south from the boundary with the Higher Himalaya. The predominant rock types are sandstone, siltstone and mudstone. The area is mostly covered with forest and cultivated land and tea gardens in the surrounding. The weathered depth of Siwalik rock provides necessary environment for forest and plants.

The project's headworks is situated on the Hewa Khola between the border of two Village Development Committees (VDCs) namely Yangnam and Bharapa of Panchthar District. Right bank of the diversion dam lies in Bharapa VDC and the left bank in Yangnam VDC. The powerhouse site is located at Nangin VDC approximately

2.75 km upstream from the confluence of the Hewa Khola and PHEME Khola in Nangin VDC of Panchthar district. The intake structures, gravel trap, approach canal, settling basin, headpond are compact and are located on the left bank of the Hewa Khola. Headrace tunnel, surge shaft area, penstock and powerhouse also lies at the left bank. The outdoor switchyard is located on the right bank of Hewa Khola in Nangin VDC. After generating power, the water is discharged back to the Hewa Khola approximately 40 m downstream of the powerhouse.

## PROJECT LAYOUT

The headworks comprises of a boulder lined broad crested weir. The weir has crest length of 43.5 m, 8.83 m height (from the foundation level) and its crest elevation is 867.50 m amsl. The intake is constructed in combined arrangement together with undersluice, power-intake and trash-passage provisioned for floating debris. After intake, a short curved inlet canal conveys water into the gravel trap. Approach culvert joins the gravel trap with two separate settling basins having two chambers each. From the end of the settling basin, the water is conveyed to the headpond. A pressurized flow starts immediately after the outlet of the headpond where the inlet portal stands. The headrace tunnel is 3578.26 m long and the cross section is inverted Ushaped. An off set surge-shaft is located at chainage 3+930 m along the tunnel measured from the inlet portal and is exposed to the surface. The height of the surge-shaft is 46.24 m and the finish diameter are 6.0 m and 6.65 m for concrete lined section and shotcreted section respectively. A single surface penstock pipe of 694.46 (401+293.46) m length conveys the water further and bifurcates before feeding to two generating units accommodated in the semi surface powerhouse. About 40 m long tailrace culvert conveys the water from powerhouse and discharges into Hewa Khola back again.

The generated power is evacuated through a 132 kV single circuit transmission line of 4 km length. The transmission line connects to the national grid at the Phidim substation.

