

4th Annual Report -2080/81

चौथो वार्षिक
प्रतिवेदन

M **MEWA**
DEVELOPERS LTD.



आ.व. २०८०/०८१

संचालकहरु तथा कम्पनी सचिव



श्री विजय बहादुर राजमण्डारी
अध्यक्ष



श्री मानुमत्त पोखरेल
सञ्चालक



श्री मोहनदाश मानन्धर
सञ्चालक



श्री जीवन कुमार बस्नेत
सञ्चालक



श्री भूमिका लिम्बू सुब्बा
सञ्चालक



श्री डा. समिक्षा कोइराला
स्वतन्त्र सञ्चालक



श्री अन्जन कुमार दाहाल
कम्पनी सचिव

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मेवा डेभलपर्स लिमिटेडको
चौथो वार्षिक साधारण सभा सम्बन्धी सूचना

यस मेवा डेभलपर्स लिमिटेडको संचालक समितिको मिति २०८१/१०/२९ गतेको दिन बसेको संचालक समितिको बैठकको निर्णयानुसार निम्नलिखित मिति, समय र स्थानमा निम्न प्रस्ताव उपर छलफल गरि निर्णय गर्न यस कम्पनीको चौथो वार्षिक साधारण सभा बस्ने भएको हुँदा सम्पूर्ण शेयरधनी महानुभावहरूलाई जानकारी गराउँदै सभामा उपस्थितीको लागि हार्दिक अनुरोध गर्दछौं ।

सभा बस्ने मिति, समय र स्थान :

मिति : २०८१ साल फागुन २५ गते आईतबार

समय : बिहान १०:०० बजे

स्थान : यलादरबार भेनु, शंखमुल ललितपुर ।

वार्षिक साधारण सभाको छलफलका विषयहरू :

क. सामान्य प्रस्ताव:

- १) आ.व. २०८०/०८१ को साधारण सभामा प्रस्तुत हुने संचालक समितिका अध्यक्षज्यूको प्रतिवेदन उपर छलफल गरि पारित गर्ने सम्बन्धमा ।
- २) आ.व. २०८०/०८१ को लेखापरीक्षकको प्रतिवेदन र अनुसूची सहितको वित्तिय विवरणहरू उपर छलफल गरि सोलाई पारित गर्ने सम्बन्धमा ।
- ३) कम्पनी ऐन २०६३ को दफा १११ अनुसार आ.व. २०८१/०८२ को लागि लेखा परीक्षक नियुक्त गर्ने र निजको पारिश्रमिक निर्धारण गर्ने सम्बन्धमा ।

ख. विविध:

संचालक समितिको आज्ञाले
कम्पनी सचिव



साधारण सभा सम्बन्धी जानकारी

- १) कम्पनी रजिष्ट्रारको कार्यालयमा अभिलेख रहेको पछिल्लो शेयर लगतको आधारमा कायम शेयरधनीको रेकर्ड कायम गरिनेछ, शेयरधनी बाहेकका अन्य असम्बन्धित व्यक्तिहरूलाई सभामा प्रवेश गर्न दिइने छैन ।
- २) साधारण सभा हुने दिन सभामा उपस्थितिको लागि हाजिरी पुस्तिका बिहान १० बजे देखि सभा बिसर्जन नभएसम्मका लागि खुल्ला रहने छ ।
- ३) साधारण सभाको दिन सभा शुरु हुनुभन्दा अगावै सभा कक्षमा उपस्थित भईदिनु हुन सम्पूर्ण शेयरधनी महानुभावहरूलाई अनुरोध गरिन्छ ।
- ४) उपस्थित जनार्थ सभामा भाग लिन आउनु हुने शेयरधनी महानुभावहरूले आ नो परिचय खुल्ने फोटो सहितको कागज प्रमाण प्रस्तुत गरेपछि मात्र सभा कक्षमा प्रवेश गर्न पाइने छ, परिचय खुल्ने कागज प्रमाण नभएमा सभामा प्रवेश दिइने छैन ।
- ५) सभामा भाग लिनका लागि प्रतिनिधि (प्रोक्सी) नियुक्त गर्न चाहने शेयरधनी महानुभावहरूले प्रतिनिधि (प्रोक्सी) फारम सभा हुने दिन भन्दा कम्तीमा ४८ घण्टा अगावै अर्थात २०८१/११/२३ गते दिनको ३ बजे भित्र कम्पनीको कार्यालयमा दर्ता गराईसक्नु पर्नेछ र कम्पनीका कायम शेयरधनीहरू बाहेकका अन्य व्यक्तिलाई प्रतिनिधि (प्रोक्सी) नियुक्त गर्न सकिने छैन ।
- ६) एकजना शेयरधनीले एकजना भन्दा बढीलाई प्रतिनिधि (प्रोक्सी) नियुक्त गर्न सकिने छैन । एकभन्दा बढी प्रतिनिधि (प्रोक्सी) नियुक्त भएको पाईएमा सबैभन्दा पहिला कम्पनीमा दर्ता भएको प्रतिनिधि (प्रोक्सी) मात्र मान्य हुनेछ । प्रतिनिधि (प्रोक्सी) नियुक्त गरिसकेपछि पनि शेयरधनीले सभामा उपस्थित भई सभाको हाजिरी पुस्तिकामा दस्तखत गरेमा प्रतिनिधि (प्रोक्सी) नियुक्त स्वतः बदर हुनेछ ।
- ७) कुनै कम्पनी शेयरधनी रहेको अवस्थामा सम्बन्धित कम्पनीको कार्यकारी प्रमुख वा अध्यक्षले आधिकारीक रुपमा दस्तखत गरि नियुक्त गरेको प्रतिनिधिले मात्र शेयरधनीको हैसियतले सभामा भाग लिनसक्नु हुनेछ ।
- ८) साधारण सभा सम्बन्धी अन्य विस्तृत जानकारीको लागि कम्पनीको कार्यालय, पुल्चोक ललितपुरमा कार्यालय समय भित्र सम्पर्क राख्न अनुरोध गरिन्छ ।
- ९) सभामा भाग लिन ईच्छुक शेयरधनीले सभा हुने दिन सभा शुरु हुनुभन्दा पहिला नै उपस्थित भई हाजिर पुस्तिकामा हाजिरी गर्नुपर्नेछ र सो दिन हाजिर पुस्तिका बिहान ९:०० बजेदेखि खुल्ला हुनेछ ।
- १०) नाबालक तथा अशक्त वा विक्षिप्त शेयरधनीको तर्फबाट संरक्षकको रुपमा नाम दर्ता भएको व्यक्तिले सभामा भाग लिन तथा प्रोक्सी नियुक्त गर्न सक्नुहुनेछ ।
- ११) सभाको सुरक्षार्थ खटिएका सुरक्षाकर्मीले सभा कक्षमा प्रवेश गर्नको आवश्यकतानुरूप सुरक्षा जाँच गर्नसक्ने हुदाँ सो कार्यमा सहयोग गरिदिनुहुन समेत अनुरोध गरिन्छ ।
- १२) साधारण सभा सम्बन्धी अन्य सम्पूर्ण काम कारवाहीहरू कम्पनीको प्रबन्ध पत्र, निमावली तथा कम्पनी ऐन २०६३ बमोजिम हुनेछ ।
- १३) साधारण सभा सम्बन्धी अन्य विस्तृत जानकारीको लागि कम्पनीको केन्द्रिय कार्यालय कृष्णगल्ली, पुल्चोक ललितपुरमा कार्यालय समयभित्र सम्पर्क राख्न अनुरोध गरिन्छ ।

कम्पनी ऐन, २०६३ को दफा ७१ सँग सम्बन्धित

प्रोक्सी फारम (प्रतिनिधि पत्र)

श्री सञ्चालक समिति,
मेवा डेभलपर्स लिमिटेड,
कृष्णगल्ली-३, ललितपुर ।

विषय : प्रतिनिधि नियुक्त गरेको बारे ।

महाशय,

उपरोक्त सम्बन्धमा,.....जिल्ला.....गा.पा./न.पा.वडानं.....बस्ने म/हामी
.....ले त्यस कम्पनीको शेयरधनीको हैसियतले संवत् २०८१ साल फाल्गुन २५ गतेका दिन हुने चौथो वार्षिक
साधारण सभामा म/हामी स्वयम् उपस्थित भई छलफल तथा निर्णयमा सहभागी हुन नसक्ने भएकाले उक्त सभामा मेरो/हाम्रो
तर्फबाट भाग लिन तथा मतदान समेत गर्नका लागि.....जिल्ला.....गा.पा./न.पा.वडा नं.....बस्ने
श्री.....लाई मेरो प्रतिनिधि नियुक्त गरी पठाएको छु ।

प्रतिनिधि नियुक्त भएको व्यक्तिको- नाम: ठेगाना: शेयरधनी नं हस्ताक्षर नमुना: परिचय पत्र नं: मिति:	निवेदक- शेयरधनी प्रमाणपत्र नं./बी.ओ.आई.डी.नम्बर: दस्तखत: नाम: ठेगाना: शेयर संख्या: मिति:
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द्रष्टव्य : यो निवेदन वार्षिक साधारणसभा हुन भन्दा ४८ घण्टा अगावै अब कायम हुने ठेगाना कृष्णगल्ली-३ ललितपुर स्थित प्रधान कार्यालयमा पेश गरिसक्नु पर्नेछ ।

प्रवेश पत्र

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

श्री मेवा डेभलपर्स लिमिटेडको मिति २०८१/११/२५ मा हुने चौथो वार्षिक सभामा उपस्थित हुन जारी गरिएको प्रवेश पत्र ।

.....
कम्पनी सचिव

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



मेवा डेभलपर्स लिमिटेडको
चौथो वार्षिक साधारण सभा

संचालक समितिको प्रतिवेदन

(मिति २०८१/१०/२९ को बैठकबाट पारित)

आदरणीय शेयरधनी महानुभावहरू:

यस मेवा डेभलपर्स लिमिटेडको आर्थिक वर्ष २०८०/०८१ को चौथो वार्षिक साधारण सभामा आफ्नो अमूल्य समय दिएर उपस्थित हुनु भएका आदरणीय संचालक समितिका पदाधिकारीहरू, विभिन्न समितिका पदाधिकारीहरू, शेयरधनी महानुभावहरू, नियामक निकायका प्रतिनिधिहरू, आमन्त्रित अतिथिहरू, कम्पनीका कर्मचारीहरू तथा सभामा उपस्थित सम्पूर्ण महानुभावहरूमा सञ्चालक समितिको तर्फबाट हार्दिक अभिवादन गर्दै आजको यस वार्षिक साधारण सभामा स्वागत गर्न चाहन्छौं ।

साविकको प्राईभेट लिमिटेड कम्पनीबाट मिति २०७८, असार ९ (June 23, 2021)देखि पब्लिक लिमिटेड कम्पनीमा परिणत भई कारोबार सञ्चालन स्विकृती समेत प्राप्त गरि निरन्तर कार्य गरिरहेको यस मेवा डेभलपर्स लिमिटेडले नेपालको पूर्वी जिल्ला ताप्लेजुङ्गमा ७३.५ मेगावाट जडित क्षमताको मध्य मेवा जलविद्युत आयोजना र ९.३ मेगावाट जडित क्षमताको सिवा खोला जलविद्युत आयोजना समेत दुईवटा पारस्परिक समावेशी (Mutual Inclusive)जलविद्युत आयोजनाहरूको निर्माण विकास गर्ने व्यवसायिक उद्देश्य अनुरूप कार्यहरू गर्दै आएको छ । शेयरधनी महानुभावहरूलाई जानकारी भएकै कुरा हो, यस कम्पनीले आरम्भमा ४९ मेगावाट क्षमता रहेको मध्य मेवा जलविद्युत आयोजनाको विकास निर्माणको क्रममा सो क्षेत्रमा बग्ने सिवा खोलाको बहावको उच्चतम सदुपयोग गर्दा मध्य मेवा जलविद्युत आयोजनाको क्षमता वृद्धि हुनसक्ने पहिचान भए अनुसार सो आयोजनाको क्षमतामा २४.५ मेगावाट थप भई ७३.५ मेगावाट कायम गरि कार्य निरन्तर गरिरहेको छ । यसरी, मध्य मेवा जलविद्युत आयोजना र सिवा खोला जलविद्युत आयोजनाको संयुक्त क्षमता ८२.८ मेगावाट हुनुका साथै सोही बमोजिम निर्माण कार्य अघि बढ्दै गरेको कुरा यस सभालाई जानकारी गराउन चाहन्छौं ।

कम्पनीले मध्य मेवा जलविद्युत आयोजनाको मिति २०८०, श्रावण २२ (August 7, 2023) मा संशोधित क्षमता अनुसार ७३.५ मे.वा.को विद्युत उत्पादनको अनुमतिपत्र (Generation License) समेत प्राप्त गरिसकेको छ । यसअघि नै नेपाल विद्युत प्राधिकरणसँग विद्युत खरिद बिक्री सम्झौताहरू(PPA) समेत भईसकेको र निर्माण कार्यहरू निरन्तर अघि बढिसकेसम्म छिटो निर्माण सक्ने गरि कार्य गर्नुपर्ने समेत देखिन्छ र गरिरहेका पनि छौं । साथै विद्युत उत्पादन गर्नुपर्ने मिति (RCOD)को संशोधनका लागि नेपाल विद्युत प्राधिकरणसँग आवश्यक पत्राचार समेत गरि संशोधनको प्रक्रियामा रहेको सभा समक्ष जानकारी गराउन चाहन्छु । यसका साथै, कम्पनी अधिन अर्को सिवा खोला जलविद्युत आयोजनाको पनि मिति २०७९, माघ २०(February 3, 2023) विद्युत उत्पादनको अनुमतिपत्र (Generation License) प्राप्त हुनुका साथैनेपाल विद्युत प्राधिकरणसँग

विद्युत खरिद विक्री सम्झौताहरु (PPA) समेत भई हाल निर्माण कार्यले गति लिईरहेको अवस्थाको बारेमा समेत यस सभालाई जानकारी गराउँदछौं ।

यसका साथै हालसम्म मध्य मेवा जलविद्युत आयोजनाको इलेक्ट्रोमेकानिकल कार्य अन्तिम चरणमा रहेको, प्रसारण लाईनको निर्माण लगभग सकिएको अवस्था छ, भने सिभिल र हाइड्रोमेकानिकलको कार्य समेत प्रगतिका साथ अगाडि बढिरहेको अवस्थाले मध्य मेवा जलविद्युत आयोजनाको पूर्वाधार निर्माणका कार्यहरु अघि बढिरहेको र सिवा खोलाको निर्माण कार्यसमेत आरम्भ भई हालसुरुङ्ग निर्माणको कार्य अघि बढेको पनि सभा समक्ष अवगत गराउँदछौं ।

यहाँ यस सभा समक्ष दुवै मध्य मेवा जलविद्युत आयोजना र सिवा खोला जलविद्युत आयोजनाका लागि आवश्यक वित्तीय व्यवस्थापनसमेत भईसकेको र सोही अनुरूप बैंकहरुको ऋण सहयोगमा निर्माण कार्य अगाडि बढिरहेको समेत जानकारी गराउन चाहन्छौं ।

यसको अलावा संचालक समितिको तर्फबाट यस सभा समक्ष हामीले सम्पूर्ण शेयरधनीहरुको चाहना अनुरूप कम्पनीले विद्युत नियमन आयोगबाट आवश्यक स्वीकृती विधिवत रुपमा प्राप्त गरेपश्चातकम्पनीको साधारण शेयरको सार्वजनिक निष्काशन(आईपीओ) कालागि हालै विवरण पत्र तथा अन्य आवश्यक कागजातहरु समेत तयार गरि तोकिएका अन्य सम्पूर्ण प्रक्रिया पुरा गरेरनेपाल धितोपत्र बोर्डमा आवश्यक आवदेन समेत गरिसके को हुँदा विगतका वर्षमा गरिएको बाचा अनुरूप नै कम्पनीले आईपीओ निष्काशनको प्रक्रिया अघि बढाउनुका साथै हाल प्रक्रियामा रहेको समेत यस सभालाई सहर्ष जानकारी गराउन चाहन्छौं ।

आदरणीय शेयरधनी महानुभावहरु:

यस कम्पनीको साधारण शेयरको सार्वजनिक निष्काशन(आईपीओ) का लागि आवेदन गरि हाल सोको प्रक्रियामा रहनु तथा कम्पनी अधिन जलविद्युत आयोजनाहरुको हालसम्मको प्रगति सुचारु रहेको कुरा आफै मा सकारात्मक रहेको देखिन्छ।

अन्त्यमा, आजको यस सभामा कम्पनीको प्रगति प्रतिवेदन प्रस्तुत गर्न समय दिनु भएकोमा यहाँहरु सबैमा आभार प्रकट गर्दै प्रस्तुत प्रतिवेदन स्वीकृत गरिदिनुहुन सभा समक्ष हार्दिक अनुरोध गर्न चाहन्छौं ।

साथै, यस सभामा उपस्थित हुनुभएका शेयरधनी महानुभावहरु, सम्बन्धित मन्त्रालय लगायत सम्पूर्ण नियामक निकायका प्रतिनिधिहरु, ऋण लगानीकर्ता बैंक तथा वित्तीय संस्थाहरु, नेपाल विद्युत प्राधिकरण, आयोजनाको बीमा गर्ने बीमा कम्पनी, लेखापरीक्षक, आमन्त्रित अतिथिहरु, कम्पनीका कर्मचारीहरु लगायत सम्पूर्ण सहयोगीहरुमा तपाईंहरुले यस कम्पनीमाथि देखाउनु भएको विश्वास र प्रदान गर्नु भएको स्नेह सधैं रहनेछ, र भोलिका दिनमा अझ गाढा हुँदै जानेछ भन्ने विश्वासका साथ सञ्चालक समितिको एवं मेरो व्यक्तिगत तर्फबाट हार्दिक धन्यवाद ज्ञापन गर्न चाहन्छु ।

धन्यवाद ।

संचालक समितिको तर्फबाट
प्रबन्ध संचालक
मेवा डेभलपर्स लिमिटेड

मेवा डेभलपर्स लिमिटेडको
चौथो वार्षिक साधारण सभामा

संचालक समितिको तर्फबाट प्रस्तुत वार्षिक प्रतिवेदन

कम्पनी ऐन, २०६३ को दफा १०९ को उपदफा (४) बमोजिम सञ्चालक समितिको प्रतिवेदन
आर्थिक वर्ष २०८०/०८१

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

क) विगत वर्षको कारोबारको सिंहावलोकन

यस मेवा डेभलपर्स लिमिटेडले आफ्नो व्यवसायिक उद्देश्य अनुरूप ताप्लेजुङ्ग जिल्ला स्थित ७३.५ मे.वा जडित क्षमताको मध्य मेवा जलविद्युत आयोजना र ९.३ मे.वा जडित क्षमताको सिवा खोला जलविद्युत आयोजनाको निर्माण विकास गरिरहेको छ। आर्थिक वर्ष २०८०/८१ र २०७९/८० को तुलनात्मक वित्तीय अवस्थाको भ्रलक देहायको तालिकामा उल्लेख गरिएको छ।

रकम रु करोडमा

क्र. सं.	विवरण	आर्थिक वर्ष २०८०/८१	आर्थिक वर्ष २०७९/८०	वृद्धि/कमी	
				रकम	%
१.	मूर्त सम्पत्ति	२५.७९	१०.०७	१५.७२	१५६
२.	अमूर्त सम्पत्ति	१०३४.४६	६०४.१३	४३०.३२	७१
३.	नगद तथा बैंक मौज्जात	११.८२	९.९५	१.८८	१९
४.	व्यापारिक आसामी	५.८२	९.०९	(३.२७)	(३६)
५.	अन्य वित्तीय सम्पत्ति	३६५.१८	४००.३१	(३५.१३)	(९)
६.	शेयर पूँजी	३५२.००	१७२.९८	१७९.०२	१०३
७.	शेयर बापतको अग्रिम भुक्तानी	२.९१	१७९.६८	(१७६.७७)	(९८)
८.	सञ्चित मुनाफा तथा जगेडा	८०.२७	४७.२९	३२.९७	७०
९.	ऋण	९२०.७८	६२७.०३	२९३.७५	४७
१०.	व्यापारिक साहू	८५.३०	४.५५	८०.७५	१७७५
११.	व्यवस्थाहरू	०.१९	०.११	०.०८	६६
१२.	अन्य चालू दायित्व	१.६३	१.८९	(०.२७)	(१४)
१३.	विद्युत बिक्रिबाट आम्दानी	-	-	-	-
१४.	IFRIC १२ अनुसारको खुद आम्दानी	३३.७१	२५.६५	८.०६	३१
१५.	कुल खर्च	-	-	-	-
१६.	कर अधिको मुनाफा	३३.७१	२५.६५	८.०६	३१

१७.	आय कर	-	-	-	-
१८.	खुद मुनाफा (कर पछि)	३३.७१	२५.६५	८.०६	३१
१९.	अन्य विस्तृत आमदानी	०.७४	०.०३	०.७१	२३५८
२०.	जम्मा विस्तृत आमदानी	३२.९७	२५.६२	७.३५	२९
२१.	प्रति शेयर आमदानी (EPS)(रुपैयाँमा)	९.३७	१४.८१	(५.४४)	(३७)

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

यस कम्पनीको आयोजना निर्माणको क्रममा विभिन्न प्राकृतिक प्रकोपले निरन्तर रूपमा नै असर गर्दै आएको छ, यसको अवाला गत वर्षायाममा आएको बाढीले हेवा खोलाको पुलमा परेको असर पछि यस वर्षको वर्षाले थप बाटो बगाएको अवस्थाले प्रतिकूल अवस्था विद्यमान छ। साथै राष्ट्रिय तथा अन्तर्राष्ट्रिय आर्थिक तथा वित्तीय क्षेत्रमा देखापर्ने विभिन्न प्रतिकूलताहरू जस्तै मुद्रास्फिति, विदेशी मुद्राको मुल्यमा हुने वृद्धि, अन्तर्राष्ट्रिय मुल्यस्तरमा वृद्धि आदि कारणहरूले आयोजनाको नियमित निर्माण कार्यका लागि आवश्यक पर्ने विभिन्न यन्त्र उपकरण, पाटपूर्जा लगायत निर्माण सामग्री, प्राविधिक परामर्श सेवा आदिको मुल्यमा हुने परिवर्तनले कम्पनीको खर्च निर्माण लागत समेत बढ्ने सम्भावना रहन्छ।

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

(अ) यस कम्पनी अन्तर्गतको मध्य मेवा जलविद्युत आयोजना र सिवा खोला जलविद्युत आयोजनाहरूमा भौतिक कार्यहरू जस्तै सिभिल कार्य, इलेक्ट्रोमेकानिकल कार्य र हाइड्रोमेकानिकल कार्य तीब्र रूपमा अगाडी बढिरहेको छ तथा ग्रिड कनेक्सनको लागि प्रसारण लाईन अन्तिम अवस्थामा पुगेको हुँदा यस कम्पनीले सन्तोषजनक उपलब्धि हासिल गरेको छ।

(आ) सम्बन्धित सबैको जानकारीको लागि यस कम्पनीले कानूनबमोजिम त्रैमासिक वित्तीय प्रतिवेदन, सुचना तथा जानकारीहरू प्रकाशित गर्दै आएको छ।

घ) कम्पनीको औद्योगिक तथा व्यवसायिक सम्बन्ध:

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

ड) संचालक समितिमा भएको हेरफेर र सोको कारण:

अ) यस कम्पनीमा शेयरधनीहरूको तर्फबाट ५ जना र स्वतन्त्र संचालक १ जना गरी जम्मा ६ जना संचालकहरू प्रथम वार्षिक साधारण सभाबाट ४ वर्षको लागि नियुक्त भई तपसिल बमोजिमको सञ्चालकहरूले संचालक समितिमा प्रतिनिधित्व गरिरहेको थियो।

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सि.नं.	सञ्चालकहरूको नाम थर	पद	हेरफेर
१.	श्री विजय बहादुर राजभण्डारी (प्रतिनिधी सि.ई.कन्स्ट्रक्सन प्रा.लि.)	संचालक अध्यक्ष	प्रथम वार्षिक साधारण सभाबाट नियुक्त/निर्वाचित भई यथावत रहेको
२	श्री भानुभक्त पाखरेल	संचालक सदस्य	
३	श्री मोहनदास मानन्धर	संचालक सदस्य	
४	श्री भानुभक्त पाखरेल (प्रतिनिधी उर्जा डेभलपर्स प्रा.लि.)	संचालक सदस्य	
५	श्री जीवन कुमार बस्नेत (प्रतिनिधी हाइड्रोइलेक्ट्रीसिटी इन्भेष्टमेण्ट एण्ड डेभलपमेन्ट कम्पनी लि.)	संचालक सदस्य	शेयर खरिद बिक्रि सम्भौता पश्चात नियुक्त भई यथावत रहेको
६	श्री ज्ञानेन्द्र मान जोशी (स्वतन्त्र संचालक)	संचालक सदस्य	प्रथम वार्षिक साधारण सभाबाट नियुक्त/निर्वाचित भई यथावत रहेको

- आ) यस कम्पनी र हाइड्रोइलेक्ट्रीसिटी इन्भेष्टमेण्ट एण्ड डेभलपमेन्ट कम्पनी लि.बिच मिति २०७८/१२/०९ मा भएको शेयर खरिदबिक्रि सम्भौता पश्चात् शेयरधनीहरूको तर्फबाट ५ जना र स्वतन्त्र संचालक १ जना गरी जम्मा ६ जना सदस्यहरूको संचालक समिति रहेको थियो ।
- इ) यस कम्पनीका स्वतन्त्र संचालक श्री ज्ञानेन्द्र मान जोशी को राजिनामा पश्चात तथा मिति २०८०/०३/३० मा भएको संचालक समिति को पुनर्गठन पश्चात तपसिल बमोजिमको संचालक समिति कायम रहेको छ यसमा गत वर्ष नै एकजना उर्जा डेभलपर्स प्रा.लि.को प्रतिनिधि गर्ने संचालक परिवर्तन भई नयाँ संचालक श्री भूमिका लिम्बु सुब्बा कायम हुनुका साथै साविक स्वतन्त्र संचालकले राजिनामा दिए पश्चात संचालक समितिबाट श्री समिक्षा कोइरालालाई नियुक्त गरिएको छ र निज दुवैजना नयाँ संचालकहरूको संचालक समितिबाट गरिएको नियुक्तिलाई गत वर्षको तेस्रो वार्षिक साधारण सभाबाट अनुमोदन समेत भई सकेको अवस्था छ ।

तपसिल

सि.नं.	सञ्चालकहरूको नाम थर	पद	हेरफेर
१.	श्री विजय बहादुर राजभण्डारी (प्रतिनिधी सि.ई.कन्स्ट्रक्सन प्रा.लि.)	संचालक अध्यक्ष	प्रथम वार्षिक साधारण सभाबाट नियुक्त/निर्वाचित भई यथावत रहेको
२	श्री भानुभक्त पाखरेल	संचालक सदस्य	
३	श्री मोहनदास मानन्धर	संचालक सदस्य	
४	श्री जीवन कुमार बस्नेत (प्रतिनिधी हाइड्रोइलेक्ट्रीसिटी इन्भेष्टमेण्ट एण्ड डेभलपमेन्ट कम्पनी लि.)	संचालक सदस्य	शेयर खरिद बिक्रि सम्भौता पश्चात नियुक्त भई यथावत रहेको
५	श्री भूमिका लिम्बू सुब्बा	संचालक सदस्य	बाँकी अवधिको लागि संचालक समितिबाट नियुक्त भई साधारण सभाबाट अनुमोदन भएको
६	श्री डा.समीक्षा कोइराला (स्वतन्त्र संचालक)	संचालक सदस्य	बाँकी अवधिको लागि संचालक समितिबाट नियुक्त भई साधारण सभाबाट अनुमोदन भएको

च) कारोबारलाई असर पार्ने मुख्य कुराहरू :

(अ) विद्यमान ऐन कानूनमा हुने संशोधन वा परिवर्तनले तथा नयाँ कानूनहरूको निर्माणले निजी क्षेत्रबाट प्रवर्द्धन गरिने जलविद्युत आयोजनाको निर्माण तथा सञ्चालनमा अनुकूल/प्रतिकूल असर पर्न सक्दछ ।

(आ) बाढी पहिरो, खडेरी, भुकम्प आदि जस्ता अप्रत्यासित प्रकोप, महामारी तथा सोको नियन्त्रणका लागि लागु गरिने निषेधाज्ञा, बन्दाबन्दी लगायतका अन्य गतिविधि, मुद्रास्फिति, इन्धनको मुल्य बृद्धि, बैंकको व्याजदरमा हुने बृद्धि, विदेशी विनिमय दरमा हुने परिवर्तन जस्ता कारणहरूले पनि जलविद्युत आयोजनाको निर्माण विकास, संचालन तथा मर्मत सम्भार जस्ता कार्यहरूमा प्रतिकूल असर पर्दछ ।

छ) लेखापरीक्षण प्रतिवेदनमा कुनै कैफियत उल्लेख भएको भए सो उपर संचालक समितिको प्रतिक्रिया:

यस कम्पनीले NFRS (Nepal Financial Reporting Standards) मापदण्ड बमोजिमको वित्तीय तथा आर्थिक विवरणहरू तयार गर्ने गरिएकोमा आर्थिक वर्ष २०८०/२०८१ मा पनि सोही बमोजिमको वित्तीय विवरण तयार पारिएको र लेखापरीक्षण प्रतिवेदनमा कुनै कैफियत नरहेकोले संचालक समितिले कुनै प्रतिक्रिया गर्नु नपरेको ।

ज) लाभांश बाँडफाँड गर्न सिफारिस गरिएको रकम: छैन ।

झ) शेयर जफत भएको भए जफत भएको शेयर संख्या, त्यस्तो शेयरको अंकित मुल्य, त्यस्तो शेयर जफत हुनुभन्दा अगावै सो बापत कम्पनीले प्राप्त गरेको जम्मा रकम र त्यस्तो शेयर जफत भएपछि सो शेयर बिक्रि गरी कम्पनीले प्राप्त गरेको रकम तथा जफत भएको शेयरबापत रकम फिर्ता गरेका भए सोको विवरण: छैन ।

ञ) विगत आर्थिक वर्षमा कम्पनी र यसको सहायक कम्पनीको कारोबारको प्रगति र सो आर्थिक वर्षको अन्तमा रहेका स्थितिको पुनरावलोकन: यस कारोबारको अवस्था कम्पनीको वित्तीय विवरणमा प्रस्तुत गरिएको छ ।

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

ठ) विगत आर्थिक वर्षमा कम्पनीको आधारभूत शेयरधनीहरूले कम्पनीलाई उपलब्ध गराएको जानकारी: त्यस्तो जानकारी नगराएको ।

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

कम्पनीका संचालक तथा पदाधिकारीहरूले लिएको शेयरको स्वामित्व निम्नानुसार रहेको छ ।

(कम्पनीको शेयर कारोबारमा निजहरू संलग्न रहेको जानकारी निजहरूबाट कम्पनीले प्राप्त गरेको छैन ।)

क्र.स.	नाम	पद	शेयर कित्ता
१.	श्री विजय बहादुर राजभण्डारी (प्रतिनिधी सि.ई.कन्स्ट्रक्सन प्रा.लि.)	संचालक-अध्यक्ष	४,००,००० थान
२	श्री भानुभक्त पाखरेल	संचालक-सदस्य	३,००,००० थान
३	श्री मोहनदाश मानन्धर	संचालक-सदस्य	१,००,००० थान
४	श्री जीवन कुमार बस्नेत (प्रतिनिधी हाइड्रोइलेक्ट्रीसिटी इन्भेष्टमेण्ट एण्ड डेभलपमेन्ट कम्पनी लि.)	संचालक-सदस्य	९२,६०,००० थान
५	श्री भुमिका लिम्बू सुब्बा	संचालक-सदस्य	१,१२,७३० थान
६	श्री डा.समीक्षा कोइराला (स्वतन्त्र संचालक)	संचालक-सदस्य	००

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

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

ण) कम्पनीले आफ्नो शेयर आफैले खरिद गरेको भए त्यसरी आफ्नो शेयर खरिद गर्नुको कारण, त्यस्तो शेयर को संख्या र अंकित मूल्य तथा त्यसरी शेयर खरिद गरेवापत कम्पनीले भुक्तानी गरेको रकम:- कम्पनीले आफ्नो शेयर आफैले खरिद नगरेको।

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

अ)कम्पनीको आन्तरिक नियन्त्रण प्रणाली सवल तथा प्रभावकारी बनाई कारोबार र व्यवस्थापन सुव्यवस्थित रुपमा संचालन गर्नका लागि संचालक समितिले Accounting Policy, Administration Policy/ HumanResourcesPolicy लगायत समय समयमा कम्पनी व्यवस्थापनबाट आवश्यक निर्देशनहरु जारी गरी त्यसको कार्यान्वयन गरिएको छ।

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

इ) कम्पनीको आ.व २०८०/०८१ को वित्तिय तथा आर्थिक कारोबारको हिसाब किताबको लेखापरीक्षणका लागि बाह्य, स्वतन्त्र लेखापरीक्षक यू.एल एण्ड एशोसियेट्सबाट लेखापरीक्षण गराइएको छ।

थ) विगत आर्थिक वर्षको कुल व्यवस्थापन खर्चको विवरण:

व्यवस्थापन खर्चको विवरण	रकम (रु)
कर्मचारी खर्च	१,९८,२८,३३५/-

कार्यालय सञ्चालन खर्च	२०,८०,३९,३८५/-
कूल व्यवस्थापन खर्च	२२,७८,६७,७२०/-

यस कम्पनीद्वारा मध्य मेवा जलविद्युत आयोजना र सिवा खोला जलविद्युत आयोजना निर्माण गरिरहेकोले सम्पूर्ण व्यवस्थापन खर्च पुँजिकृत गरिएको ।

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

१. लेखापरीक्षण समितिका सदस्यहरूको नामावली:

संचालक	श्री मोहनदाश मानन्धर	संयोजक
संचालक	श्री जीवन कुमार वस्नेत	सदस्य
ग्रुप सि.एफ.ओ	श्री सन्देश भट्टराई	सदस्य सचिव

(यस आ.व मा निजहरूले कुनै पनि पारिश्रमिक, भत्ता तथा सुविधा नलिएको ।)

२. लेखापरीक्षण समितिले दिएको सिफारिस तथा सुझावहरू:

क. यस कम्पनीको लेखापरीक्षक यू.एल एण्ड एशोसियट्सबाट आ.व.२०८०/२०८१ को लेखापरीक्षण सम्पन्न गरी प्रस्तुत गरेको वार्षिक आर्थिक विवरणलाई स्वीकृत गरी अनुमोदनका लागि यस साधारण सभा समक्ष प्रस्ताव पेश गरिएको छ ।

ख. कम्पनीको आ.व.२०८१/२०८२ को आर्थिक तथा वित्तिय कारोबारको लेखापरीक्षण गर्न लेखापरीक्षण समितिको सिफारिस बमोजिम लेखापरीक्षक संस्था B.S.C. & Associates लाई लेखापरीक्षण बापतको रू.३,००,०००/- (तीन लाख) मूल्य अभिवृद्धि कर, बाह्य भत्ता, स्थानीय सुविधा र यातायात परीक्षण खर्च बाहेक (Excluding of VAT, Out (Station Allowances and Transportation Expenses) उपलब्ध गराउने गरी आ.व.२०८१/२०८२ को लेखापरीक्षक नियुक्तिका लागि साधारण सभा समक्ष सिफारिस गरिएको छ ।

- ध) संचालक, प्रबन्ध संचालक, कार्यकारी प्रमुख, कम्पनीका आधारभूत शेयरधनी वा निजको नजिकको नातेदार वा निज संलग्न रहेको फर्म, कम्पनी वा संगठित संस्थाले कम्पनीलाई कुनै रकम बुझाउन बाकी भए सो कुरा : त्यस्तो बुझाउन बाँकी रकम छैन ।

- न संचालक, प्रबन्ध संचालक, कार्यकारी प्रमुख तथा पदाधिकारीहरूलाई भुक्तानी गरिएको पारिश्रमिक, भत्ता तथा सुविधाको रकम : कम्पनीले हालसम्म भुक्तान गरेको छैन ।

- प शेयरधनीहरूले बुझिलिन बाकी रहेको लाभांशको रकम: कम्पनीले हालसम्म लाभांश भुक्तान गरेको छैन ।

- फ) दफा १४१ बमोजिम सम्पत्ति खरिद वा विक्री गरेको कुराको विवरण: आ.व.२०८०/२०८१ मा खरिद गरिएका खर्च भएर नजाने पुँजीगत सामानको विवरण वार्षिक आर्थिक विवरणमा उल्लेख गरिएको छ ।

- ब) दफा १७५ बमोजिम सम्बद्ध कम्पनी बीच भएको कारोबारको विवरण: आ.व.२०८०/२०८१ मा सम्बद्ध कम्पनी बीच भएको कारोबारको विवरण वार्षिक आर्थिक विवरणको लेखा टिप्पणीमा उल्लेख गरिएको छ ।

भ) यस ऐन तथा प्रचलित कानून बमोजिम संचालक समितिको प्रतिवेदनमा खुलाउनु पर्ने अन्य कुनै कुरा : अन्य आवश्यक विवरण संचालक समितिको प्रतिवेदन अन्तर्गत अध्यक्षज्यूको प्रतिवेदनमा उल्लेख गरिएको छ।

म) अन्य आवश्यक कुराहरु : छैन

धन्यवाद तथा कृतज्ञता ज्ञापन,

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

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

श्री विजय बहादुर राजभण्डारी
अध्यक्ष, संचालक समिति
मेवा डेभलपर्स लिमिटेड

मिति:



INDEPENDENT AUDITOR'S REPORT
To the Shareholders of
Mewa Developers Ltd.

Report on the Audit of Financial Statements

Opinion

We have audited the financial statements of the **Mewa Developers Ltd.** which comprises the Statement of Financial Position as at Ashadh 31, 2081 (corresponding to July 15, 2024), and the Statement of Profit or Loss and Other Comprehensive Income, the Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and Notes to the Financial Statements, including a summary of significant accounting policies.

In our opinion, the financial statements except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the accompanying financial statements present fairly, in all material respect, the Statement of Financial Position at Ashadh 31, 2081 (corresponding to July 15, 2024) and its financial performance and its cash flows for the year then ended in accordance with Nepal Financial Reporting Standards (NFRSs)

Basis for Opinion

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

Key Audit Matter

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

Key Audit Matter	How our Audit addressed the matter
<p>Intangible Assets Under Development</p> <p>The Company is engaged in the development of Siwakhola Hydropower Project (9.3 MW) and Middle Mewa Hydropower Project (73.5 MW). As of 15 July 2025, the total intangible assets under development amount to NPR 10,344,609,298.</p> <p>These assets primarily include costs related to feasibility studies, licensing, project development, and other pre-operational expenses incurred in the hydropower projects.</p> <p>The recognition and measurement of intangible assets under development involve significant management judgment, particularly in:</p>	<p>Our audit procedures included, but were not limited to, the following:</p> <ul style="list-style-type: none">• Understanding and evaluating the Company's policies and procedures for recognizing and capitalizing development costs related to the hydropower projects.• Reviewing supporting documentation for significant capitalized amounts, including feasibility studies, contracts, invoices, and regulatory approvals.• Assessing management's assumptions regarding the recoverability of intangible assets by considering future project cash flows, expected power purchase agreements, and financing arrangements.

Key Audit Matter	How our Audit addressed the matter
<ul style="list-style-type: none"> • Assessing the recoverability of the capitalized costs. • Determining whether the costs meet the criteria for capitalization under the applicable financial reporting framework. • Evaluating potential indicators of impairment, including project feasibility, financial viability, and regulatory approvals. <p>Due to the materiality of the intangible assets under development and the judgment required in their recognition and valuation, we identified this as a key audit matter.</p>	<ul style="list-style-type: none"> • Evaluating potential impairment indicators, such as project delays, cost overruns, or regulatory risks, and testing management's impairment assessments. • Reviewing compliance with applicable financial reporting standards, • Assessing the adequacy of disclosures in the financial statements to ensure transparency regarding the status, financial impact, and risks associated with the hydropower projects. <p>Based on our procedures, we found that the recognition and measurement of intangible assets under development were consistent with applicable accounting standards and appropriately disclosed in the financial statements.</p>

Emphasis of Matter – Related Party Transactions

We draw attention to Note 2.26 of the financial statements, which describes the Company's significant transactions with CE Construction Pvt. Ltd., a related party that serves as the contractor for Civil and Hydro-Mechanical (HM) works and is also one of the shareholders of the Company. As disclosed, as of 31st Ashadh 2081, the outstanding advance balances disbursed to C.E. Constructions Pvt. Ltd. amounts to NPR 1,272,798,513 (without Advance Payment Guarantee) and NPR 1,397,109,795 (against Advance Payment Guarantee) for the execution of Main Civil and Hydromechanical works.

Our opinion is not modified in respect of this matter.

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

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

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

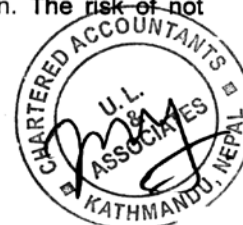
Those charged with governance are responsible for overseeing the entity's financial reporting process.

Auditor's Responsibility for Audit of the Financial Statements

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

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

- Identify and assess the risk of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. ~~The risk of not~~



detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omission, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion of the effectiveness of the entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of the management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cause significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosure in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

Report on Other Legal and Regulatory Requirement

- We have obtained information and explanations asked for which, to the best knowledge and belief, were necessary for the purpose of our audit.
- In our opinion, Statement of Financial Position, Statement of Profit & Loss, Statement of Changes in Equity and Statement of Cash Flows, have been prepared in accordance with the requirements of the Companies Act, 2063 with the books of account maintained by the Company.
- To the best of our information and according to explanation given to us and so far, appeared from our examination of the books of account of the Company, we have not come across cases where Board of Directors or any employees of the Company have acted contrary to the provisions of law relating to the accounts, or committed any misappropriation or caused loss or damage to the company.

CA. Ujjwal Lamichhane
Proprietor



UDIN Number: 250302CA00964dcCK9

Date: 2081/10/29
Place: Kathmandu, Nepal

Mewa Developers Ltd.
Statement of Financial Position as at Ashad 31, 2081

		<i>Amount in NPR</i>	
Particulars	Notes	As at Ashad 31, 2081	As at Ashad 31, 2080
Assets			
Non Current Assets			
Property, Plant and Equipment	3	257,931,451	100,733,756
Intangible Assets	4	-	-
Intangible Assets under Development	5	10,344,609,298	6,041,363,243
Financial Assets			
Financial Investments - Held to Maturity	6	-	-
Total Non-Current Assets		10,602,540,749	6,142,096,999
Current Assets			
Inventories	7	-	-
<i>Financial Assets</i>			
Cash and Cash Equivalents	8	118,242,463	99,451,403
Bank Balance other than Cash and Cash Equivalents	9	58,188,733	90,930,852
Trade Receivables	10	-	-
Other Financial Assets	11	3,533,484,554	3,913,738,475
Other Current Assets	12	118,339,634	89,370,507
Total Current Assets		3,828,255,384	4,193,491,237
Total Assets		14,430,796,133	10,335,588,236
Equity and Liabilities			
Equity			
Equity Share Capital	13	3,520,000,000	1,729,845,000
Advance for Share Capital	14	29,125,000	1,796,830,826
Reserve and Surplus	15	802,682,180	472,961,521
Total Equity		4,351,807,180	3,999,637,347
Liabilities			
Non-Current Liabilities			
<i>Financial Liabilities</i>			
Borrowings	16	9,207,766,739	6,270,284,893
Total Non-Current Liabilities		9,207,766,739	6,270,284,893
Current Liabilities			
<i>Financial Liabilities</i>			
Trade and Other Payables	17	852,988,284	45,494,765
Provisions	18	1,923,576	1,194,798
Other Current Liabilities	19	16,310,354	18,976,433
Total Current Liabilities		871,222,214	65,665,996
Total Liabilities		10,078,988,953	6,335,950,889
Total Equity and Liabilities		14,430,796,133	10,335,588,236

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For and on behalf of Mewa Developers Ltd.

For U.L. & Associates,
Chartered Accountants

Bhanu Bhakta Pokharel
Managing Director

Mohan Das Manandhar
Director

Bijay Bahadur Rajbhandary
Chairman

CA Ujjwal Lamichhane
Proprietor

Date:
Place: Lalitpur, Nepal

Mewa Developers Ltd.
Statement of Profit or Loss and Other Comprehensive Income for the year ended Ashad 31, 2081

Particulars	Notes	Amount in NPR	
		For the year ended Ashad 31, 2081	For the year ended Ashad 31, 2080
Revenue	20	-	-
Cost of Sales	21	-	-
Gross Profit/(Loss)		-	-
Net Revenue under IFRIC 12	22	337,120,659	256,543,005
Total Income		337,120,659	256,543,005
Depreciation	3	-	-
Amortisation	4	-	-
Administrative and Other Operating Expenses	23	-	-
Profit from Operation		337,120,659	256,543,005
Finance Income	24	-	-
Finance Costs	25	-	-
Profit before Tax		337,120,659	256,543,005
Income Tax Expenses			
Current Tax		-	-
Deferred Tax Credit/Charge		-	-
Profit for the Year		337,120,659	256,543,005
Other Comprehensive Income			
Other Comprehensive Income not to classified to Profit or Loss in subsequent periods			
Re-measurement (Losses)/Gains on Post Employment Defined Benefit Plans		-	-
Share Transaction Costs		(7,400,000)	(325,000)
Tax relating to items that will not be reclassified to Profit and Loss		-	-
Other Comprehensive Gain/(Loss) for the Year, net of Tax		(7,400,000)	(325,000)
Total Comprehensive Gain/(Loss) for the Year, net of Tax		329,720,659	256,218,005
Earnings per equity share of Rs. 100 each			
Basic Earnings per Share		9.37	14.81
Diluted Earnings per Share		9.29	7.27

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For and on behalf of Mewa Developers Ltd.

For U.L. & Associates,
Chartered Accountants

Bhanu Bhakta Pokharel
Managing Director

Mohan Das Manandhar
Director

Bijay Bahadur Rajbhandary
Chairman

CA Ujjwal Lamichhane
Proprietor

Date:
Place: Lalitpur, Nepal

Mewa Developers Ltd.
Statement of Cash Flows for the year ended Ashad 31, 2081

Particulars	<i>Amount in NPR</i>	
	For the year ended Ashad 31, 2081	For the year ended Ashad 31, 2080
Operating activities		
Net profit after tax	329,720,659	256,218,005
Adjustment for:	-	-
Pre-operating Expenses	-	-
Depreciation	-	-
Interest income	-	-
Interest expense	-	-
Operating cash flow before working capital changes	329,720,659	256,218,005
(Increase)/Decrease in current assets	351,284,793	(1,944,754,046)
Increase/(Decrease) in current liabilities	805,556,218	(46,834,383)
Cash generated from operations	1,486,561,670	(1,735,370,424)
Interest paid	-	-
Income tax paid	-	-
Net Cash from operating activities	1,486,561,670	(1,735,370,424)
Investing activities		
Purchase of Property, Plant and Equipment	(157,197,695)	(16,703,382)
Investments	-	-
Increase in Intangible Assets under Development	(4,303,246,055)	(3,225,854,978)
Net cash used in investing activities	(4,460,443,750)	(3,242,558,360)
Financing activities		
Proceeds from the issuance of share capital	1,790,155,000	1,611,845,000
Advance money received towards share capital	(1,767,705,826)	(258,628,249)
Increase/(Decrease) in Borrowings	2,937,481,846	3,711,857,772
Net cash from financing activities	2,959,931,020	5,065,074,523
Net increase in cash and cash equivalents	(13,951,060)	87,145,739
Cash and cash equivalents at the beginning of the period	190,382,255	103,236,516
Cash and cash equivalents at the end of the year	176,431,195	190,382,255

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For and on behalf of Mewa Developers Ltd.

For U.L. & Associates,
Chartered Accountants

Bhanu Bhakta Pokharel
Managing Director

Mohan Das Manandhar
Director

Bijay Bahadur Rajbhandary
Chairman

CA Ujjwal Lamichhane
Proprietor

Date:
Place: Lalitpur, Nepal

Mewa Developers Ltd.
Statement of Changes in Equity for the year ended Ashad 31, 2081

Particulars	Amount in Nepalese Rupees (NPR)					
	Share Capital	Calls in Advances	Share Premium	General Reserve	Retained Earnings	Total
Balance as at Shrawan 1, 2079	118,000,000	2,055,459,075	-	-	216,743,517	2,390,202,592
Advance received against share capital	1,611,845,000	(258,628,249)	-	-	256,218,005	1,609,434,756
Comprehensive income for the year ended Ashad 31, 2080						
Profit for the year	-	-	-	-	-	-
Other comprehensive income	-	-	-	-	-	-
Total comprehensive income	-	-	-	-	-	-
Balance as at Ashad 31, 2080	1,729,845,000	1,796,830,826	-	-	472,961,521	3,999,637,347
Balance as at Shrawan 1, 2080	1,729,845,000	1,796,830,826	-	-	472,961,521	3,999,637,347
Advance received against share capital	1,790,155,000	(1,767,705,826)	-	-	-	22,449,174
Comprehensive income for the year ended Ashad 31, 2081						
Profit for the year	-	-	-	-	337,120,659	337,120,659
Other comprehensive income	-	-	-	-	(7,400,000)	(7,400,000)
Total comprehensive income	-	-	-	-	329,720,659	329,720,659
Balance as at Ashad 31, 2081	3,520,000,000	29,125,000	-	-	802,682,180	4,351,807,180

The accompanying notes are an integral part of the financial statements.

As per our report of even date

For and on behalf of Mewa Developers Ltd.

For U.L. & Associates,
Chartered Accountants

Bhanu Bhakta Pokharel
Managing Director

Mohan Das Manandhar
Director

Bijay Bahadur Rajbhandary
Chairman

CA Ujjwal Lamichhane
Proprietor

Date:
Place: Lalitpur, Nepal

Notes to the Financial Statements

1. Background

Mewa Developers Limited was established and registered in 2073 B.S (2016 A.D.) as a private limited company under the Companies Act, 2063 with an aim to develop hydropower projects using appropriate training, technology transfer and human resources. Mewa Developers Limited was converted into a public limited company in 2077 B.S (2020 AD). Its main shareholders are Hydroelectricity Investment and Development Company Limited, Nepal Infrastructure Investment Fund Limited, CE Construction Pvt. Ltd. and Urja Developers Pvt. Ltd. The corporate office of Mewa Developers Limited is located at Krishnagalli, Pulchowk, Lalitpur, Nepal.

The core business of Mewa Developers Limited includes;

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

The financial statements apply to the financial year ended Ashadh 31, 2081 (15th July, 2024). In the financial statements, Mewa Developers Limited has been referred to as “MDL” or “Company”. The accompanied financial statements have been approved for publication by the Board of Directors of the MDL in its meeting. The Board of Directors acknowledges the responsibility for the preparation of the financial statements.

2 Significant Accounting Policies

2.1 Basis of preparation and Measurement

i Statement of Compliance

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

ii. Basis of Preparation

The financial statements have been prepared on accrual and going concern. The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non-current as per the Company’s normal operating cycle. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

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

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

iv. Materiality and Aggregation

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

v. Going Concern

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

vi. Previous Years Figures and Comparatives

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

2.2 Critical Accounting Estimates and Judgements

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

Useful Life and Residual Value of Property, Plant and Equipment

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

Impairment of Property, Plant and Equipment

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

Contingencies

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

Fair Value Measurements

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

2.3 Service Concession Arrangements

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

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

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

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

Financial Asset Model

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

Intangible Asset Model

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

If the Operator is paid for the construction services partly by a financial asset and partly by an intangible asset it is necessary to account separately for each component of the operator's consideration. The consideration received or receivable for both components shall be recognized initially at the fair value of the consideration received or receivable.

Intangible Assets under Service Concession Arrangement (SCA)

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

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

The tenure of the Service Concession Arrangement of Middle Mewa Hydropower Project for generation, transmission and distribution shall be ended on 2111/10/11.

Explanatory Notes:

Particulars	As at Ashad 31, 2081	As at Ashad 31, 2080
Construction Costs Capitalized	9,327,352,977	5,428,244,542
Intangible Assets Under Development	10,120,177,980	5,889,645,328
Gross Margin	792,825,003	461,400,786
Net Construction Revenue under IFRIC 12	331,424,217	244,657,270

The tenure of the Service Concession Arrangement of Siwa Khola Hydropower Project for generation, transmission and distribution shall be ended on 2114/10/19.

Particulars	As at Ashad 31, 2081	As at Ashad 31, 2080
Construction Costs Capitalized	206,849,141	139,832,180
Intangible Assets Under Development	224,431,318	151,717,915
Gross Margin	17,582,177	11,885,735
Net Construction Revenue under IFRIC 12	5,696,442	11,885,735

2.4 Property, Plant and Equipment

- i. Freehold land is carried at historical cost and is not depreciated. All other items of property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.
- ii. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item will be measured reliably. The carrying amount of any component accounted for as separate assets are de-recognized when replaced. All other repairs and maintenance are charged to profit and loss during the period in which they are incurred.
- iii. The Company identifies and determines cost of each component/part of the asset separately, if the component/part have a cost which is significant to the total cost of the asset having useful life that is materially different from that of the remaining asset. These components are depreciated over their useful lives; the remaining asset is depreciated over the life of the principal asset.
- iv. The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.
- v. An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognized.
- vi. Assets in the course of construction are capitalized in the assets under **Intangible Assets under Development**. At the point when an asset is operating at management's intended use, the cost of construction is transferred

to the appropriate category of property, plant and equipment and depreciation commences. Where an obligation (legal or constructive) exists to dismantle or remove an asset or restore a site to its former condition at the end of its useful life, the present value of the estimated cost of dismantling, removing or restoring the site is capitalized along with the cost of acquisition or construction upon completion and a corresponding liability is recognized.

Land under BOOT Arrangement/Restriction on Property use

MDL has obtained the generation license for operation from the then Ministry of Water Resource (Current: Ministry of Energy, Water Resources and Irrigation) for a period of 35 years, therefore the useful life of assets of the project cannot exceed 35 years even if the economic life of the asset is more as the entire generation unit needs to be transferred to the Government of Nepal at the end of this license term. Land under BOOT arrangement which is capitalized under Intangible Assets under Development, shall be amortized over the useful life of the project from the date of commercial operation.

2.5 Other Intangible Assets

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

2.6 Depreciation and Amortization

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

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

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

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

- vi. Leasehold improvements are depreciated over the period of lease or estimated useful life, whichever is lower, on straight line basis.

2.7 Impairment of Tangible and Intangible Assets

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

2.8 Borrowing Cost

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

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

2.9 Cash and Cash Equivalents

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

2.10 Inventories

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

2.11 Revenue Recognition

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

i. Sale of Electricity

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

Revenue from sale of electricity is accounted for as per rates agreed in the Power Purchase Agreement (PPA) concluded between the company and Nepal Electricity Authority (NEA) on 2075 Bhadra 04 and its subsequent amendments.

ii. Other Income

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

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

2.12 Foreign Currency Transactions

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

2.13 Employment Benefits

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

Defined Contribution Plan – Provident Fund

Under defined contribution plans-provident fund, the Company pays pre-defined amounts to separate

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

As the company is a SPV developing Middle Mewa and Siwa Khola Hydropower Project, all the expenses incurred till the date of commercial operation are capitalized under assets with heading Intangible Assets under Development. After the commercial operation of the project, the expenses shall be charged to the Statement of Profit or Loss.

Defined Contribution Plan – Gratuity Fund

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

As the company is a SPV developing Middle Mewa and Siwa Khola Hydropower Project, all the expenses incurred till the date of commercial operation are capitalized under assets with heading Intangible Assets under Development. After the commercial operation of the project, the expenses shall be charged to the Statement of Profit or Loss.

Short Term and Long-Term Employment Benefits

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

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

2.14 Taxation

Income Tax

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

Current Tax

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

Income tax rates applicable to company:

Income from sale of electricity: 0% up to first 10 years, 10% for next 5 years, 20% for further years of operation. The Company has completed the construction of hydropower project and come into commercial operation. The company is exempt from tax for upcoming 10 financial years.

Deferred Tax

Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected realization or settlement of the carrying amount of assets and liabilities using tax rates at the balance sheet date.

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

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

2.15 Earnings per share

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

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

2.16 Provisions, Contingencies and Commitments

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

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

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

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

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

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non- occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a

liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

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

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

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

2.17 Financial Instruments

i. Financial Instruments

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

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

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

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

ii. Financial Assets

Financial Assets at Amortized Cost

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

Financial Assets measured at Fair Value

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business model whose objective is to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. The Company in respect of equity investments (other than in subsidiaries, associates and joint ventures) which are not held for trading has made an irrevocable election to present in other comprehensive income subsequent changes

in the fair value of such equity instruments. Such an election is made by the Company on an instrument-by-instrument basis at the time of initial recognition of such equity investments.

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

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

Impairment of Financial Assets

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

De-recognition of Financial Assets

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

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

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

iii. FINANCIAL LIABILITIES AND EQUITY INSTRUMENTS

Classification as Debt or Equity

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

Equity Instruments

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

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

Financial Liabilities

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

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

Financial Guarantee Contracts

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

De-recognition of Financial Liability

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

OFF-SETTING OF FINANCIAL INSTRUMENTS

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

FAIR VALUE MEASUREMENT

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

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

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

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

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

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

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

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

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

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

2.18 Leases

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

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

The Company as a Lessee

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

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

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

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

- fixed payments, including in-substance fixed payments;
- variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable under a residual value guarantee; and
- the exercise price under a purchase option that the Company is reasonably certain to exercise, lease

payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

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

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

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

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

The Company as Lessor

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

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

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

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

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

2.19 Government Grants and Grant Aid in Reserve

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

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

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

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

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

2.20 Non-Current Assets Held for Sale

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

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

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

2.21 Financial risk management objectives and policies

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

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

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

Currency Risk

The Company is subject to the risk that changes in foreign currency values impact the Company's imports

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

Credit Risk

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

Interest Rate Risk

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

Liquidity Risk

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

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

2.22 Capital Management

For the purpose of the Company's capital management, capital includes issued capital and all other equity reserves attributable to the equity holders of the company. The Company manages its capital so as to safeguard its ability to continue as a going concern and to optimize returns to the shareholders. The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day-to-day needs. We consider the amount of capital in proportion to risk and manage the capital structure in light of changes in economic conditions and the risk characteristics of the underlying assets.

The Company's aim is to translate profitable growth to superior cash generation through efficient capital management. The Company's policy is to maintain a stable and strong capital structure with a focus on total

equity so as to maintain investor, creditor, and market confidence and to sustain future development and growth of its business.

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

2.23 Segment Reporting

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

2.24 Staff Bonus

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

2.25 Contingent Assets

As per point 317 of the Budget Speech of Fiscal Year 2021/22, Government of Nepal, Ministry of Finance declared to provide reimbursement amounting to seventy five percent for projects constructing access road up to project location and construction of transmission line. Request will be made to Ministry of Energy after commercial operation of the project. The total expenditure on construction of access road and transmission line as on Ashad end, 2081 stands at NPR 205,563,347 and 82,265,096. The total reimbursement from Government of Nepal, receivable for construction access road and transmission line as on Ashad end, 2081 amounts to NPR 215,871,332.25.

2.26 Related Party Transactions

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

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

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

Those charged with Governance

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

Name	Designation
Mr. Bijay Bahadur Rajbhandari (Representative of CE Construction)	Chairperson
Mr. Mohan Das Manandhar (Representative of Urja Developers)	Director
Mr. Jeevan Kumar Basnet (Representative of Hydroelectricity Investment and Development Company Limited)	Director
Ms. Bhumika Limbu Subba	Director
Ms. Samikshya Koirala	Independent Director
Mr. Bhanu Bhakta Pokharel	Managing Director

Expenses incurred for those charged with governance of MDL are as follows;

Meeting Allowance

Nature of Expenses	Current Year	Previous Year
Meeting Allowances-BOD	305,000.00	355,000.00
Meeting Allowances-Contract Committee	337,500.00	0.00

Other Related Party Transactions

Name of the Related Party	Nature of Transactions	Transactions		Balance
		Current Year	Previous Year	Current Year
CE Construction Pvt. Ltd.	Main Civil Works	856,875,576.74	1,072,330,113.32	1,277,883,194.76
CE Construction Pvt. Ltd.	Main Civil Works- Mobilization Advance against APG			1,322,644,330.94
CE Construction Pvt. Ltd.	Hydromechanical Works	54,287,547.77	26,996,556.63	(5,084,682.08)
CE Construction Pvt. Ltd.	Hydromechanical Works-Mobilization Advance against APG			74,465,464.00
Urja Engineering and Management Solutions Pvt. Ltd.	Project Management/ Construction Supervision-Middle Mewa HPP	92,910,000.00	59,325,000.00	125,934,207.67
Urja Engineering and Management Solutions Pvt. Ltd.	Project Management/ Construction Supervision-Siwa Khola HPP			41,700,000.00
Urja Services Pvt. Ltd.	Electromechanical Works		1,808,000.00	201,531,083.82
Urja E.S.G. Pvt. Ltd.	Environmental Mitigation/ESG Advisory			23,182,145.00

Mewa Developers Ltd
Notes to the Account

3. Property, Plant & Equipment

Particulars	Freehold Land	Buildings	Office Equipment & Furniture	Vehicles	Plant & Machinery	Total
Cost						
Balance at Shrawan 1, 2079	50,587,719	-	5,881,284	41,542,393	-	98,011,396
Additions	8,202,975	-	8,500,406	-	-	16,703,381
Disposals	-	-	-	-	-	-
Depreciable Basis	58,790,694	-	14,381,690	41,542,393	-	114,714,776
Less: Depreciation Charge for the Year	-	-	3,595,422	10,385,598	-	13,981,021
Net Book Value as on 31 Ashad 2080	58,790,694	-	10,786,267	31,156,795	-	100,733,756

Particulars	Freehold Land	Buildings	Office Equipment & Furniture	Vehicles	Plant & Machinery	Total
Cost						
Balance at Shrawan 1, 2080	58,790,694	-	10,786,267	31,156,795	-	100,733,756
Additions	3,891,150	-	153,306,545	-	-	157,197,695
Disposals	-	-	-	-	-	-
Depreciable Basis	62,681,843	-	164,092,813	31,156,795	-	257,931,451
Less: Depreciation Charge for the Year	-	-	-	-	-	-
Net Book Value as on 31 Ashad 2081	62,681,843	-	164,092,813	31,156,795	-	257,931,451

Mewa Developers Ltd
Notes to the Account

5. Intangible Assets under Development

Particulars	As at Ashad 31, 2081	As at Ashad 31, 2080
Middle Mewa HPP		
Civil Works	3,153,577,328	2,434,718,187
Site Enabling Works	397,292,389	397,262,389
Construction Power	55,383,211	55,383,211
Electromechanical Equipments	2,158,306,288	576,562,798
Environmental Mitigation & Social Contribution	154,762,304	65,941,528
Hydromechanical Cost	286,058,691	202,763,992
Infrastructure Dev/ Access Road	205,563,347	201,194,249
Mobilization and General Works	150,000,000	-
Finance Costs	1,942,218,075	962,414,037
Pre-Operating Expenses	200,156,318	199,993,120
Project Management & Supervision	530,428,517	303,520,174
Transmission Line	82,265,096	17,149,446
Site Office Building & Camping Facility	11,341,413	11,341,413
MMHPP Subtotal	9,327,352,977	5,428,244,542
Siwa Khola HPP		
Environmental Mitigation-Social Contribution	1,600,363	1,600,363
Infrastructure Development	86,341,766	20,284,181
Project Management & Supervision (Siwa)	9,517,767	8,558,390
Construction Power Siwa khola	9,402,466	9,402,466
Pre-Operating Expenses-Siwa Khola	99,986,780	99,986,780
SKHPP Subtotal	206,849,141	139,832,180
Total IAUD	9,534,202,118	5,568,076,722
Add: Margin as per IFRIC 12	810,407,180	473,286,521
Sub-Total	10,344,609,298	6,041,363,243

6. Financial Investments-Held to Maturity

Particulars	As at Ashad 31, 2081	As at Ashad 31, 2080
Gross Investment at Cost (A)	-	-
Less: Provision for Impairment Loss (B)	-	-
Net Investments in Financial Assets	-	-

7. Inventories

Particulars	As at Ashad 31, 2081	As at Ashad 31, 2080
Office Supplies, Tools, Equipment & Inventories	-	-
Total	-	-

8. Cash and Cash Equivalents

Particulars	As at Ashad 31, 2081	As at Ashad 31, 2080
Balances with Banks	118,143,535	99,352,475
Cash on Hand	98,928	98,928
Total	118,242,463	99,451,403

9. Bank Balance other than Cash & Cash Equivalents

Particulars	As at Ashad 31, 2081	As at Ashad 31, 2080
Embarked Balance with Banks		
Margin Money	58,188,733	90,930,852
Total	58,188,733	90,930,852

10. Trade Receivables

Particulars	As at Ashad 31, 2081	As at Ashad 31, 2080
Sundry Debtors	-	-
Total	-	-

11. Other Financial Assets

Particulars	As at Ashad 31, 2081	As at Ashad 31, 2080
Mobilization Advances	1,449,197,725	1,474,080,795
<i>Civil</i>	1,322,644,331	
<i>HM</i>	74,465,464	
<i>Urja International</i>	13,715,000	
<i>Ekikrit Byapar Company</i>	38,372,930	
Work Advances	2,084,286,829	2,439,657,680
<i>Advances for Siwa Khola Project Development</i>	112,942,500	-
<i>EM Works Advances</i>	190,384,191	107,358,150
<i>Construction Advances</i>	1,279,092,585	1,344,350,641
<i>Project Management and Supervision Advances</i>	66,776,164	242,619,913
<i>Advances for Transmission Line</i>	16,242,771	2,049,742
<i>Advances for Environmental Mitigation</i>	37,903,140	50,093,765
<i>Advances for Explosives-Ekikrit</i>	18,127,070	19,500,000
<i>Advance for Infrastructure Development</i>	17,481,693	25,896,274
<i>HM Works Advances</i>	-	35,295,462
<i>Other Advances</i>	345,336,716	612,493,733
Total	3,533,484,554	3,913,738,475

12. Other Current Assets

Particulars	As at Ashad 31, 2081	As at Ashad 31, 2080
Gratuity Plan Assets	3,297,067	2,610,467
Land Advances	36,886,645	36,486,645
Site Advances	23,588,427	28,461,098
Receivables	54,567,495	21,812,297
Total	118,339,634	89,370,507

13. Equity Share Capital

Particulars	As at Ashad 31, 2081	As at Ashad 31, 2080
Authorized Capital (50,000,000 share @ Rs. 100)	5,000,000,000	5,000,000,000
Issued Capital 50,000,000 share @ Rs. 100)	5,000,000,000	5,000,000,000
Paid up Share Capital 35,200,000 share @ Rs. 100)	3,520,000,000	1,729,845,000
Total	3,520,000,000	1,729,845,000

14. Advance for Share Capital

Particulars	As at Ashad 31, 2081	As at Ashad 31, 2080
Advance for Share Capital	29,125,000	1,796,830,826
Total	29,125,000	1,796,830,826

15. Reserve & Surplus

Particulars	As at Ashad 31, 2081	As at Ashad 31, 2080
Opening Reserve & Surplus	472,961,521	216,743,517
Addition This Year	329,720,659	256,218,005
Less: Dividends	-	-
Total	802,682,180	472,961,521

16. Borrowings

Particulars	As at Ashad 31, 2081	As at Ashad 31, 2080
Bridge Gap Loan	657,565,652	679,000,000
Term Loan	8,550,201,087	5,591,284,893
Total	9,207,766,739	6,270,284,893

17. Trade and Other Payables

Particulars	As at Ashad 31, 2081	As at Ashad 31, 2080
Sundry Creditors	676,367,297	37,188,414
Trade Payables-Siwa Khola HPP	6,418,925	-
Gratuity Payable	72,868	321,842
Gratuity Fund	3,297,067	2,610,467
Staff Payables	2,579,463	5,374,042
Meeting Allowance Payables	374,000	-
House Rent Payables	4,797,293	-
Retention Money	159,081,372	-
Total	852,988,284	45,494,765

18. Provisions

Particulars	As at Ashad 31, 2081	As at Ashad 31, 2080
Other Provisions	167,250	139,375
Provision for Leave	1,756,326	1,055,423
Total	1,923,576	1,194,798

19. Other Current Liabilities

Particulars	As at Ashad 31, 2081	As at Ashad 31, 2080
Other Current Liabilities	16,310,354	18,976,433
Total	16,310,354	18,976,433

20. Revenue

Particulars	For the period ending Ashad 31, 2081	For the period ending Ashad 31, 2080
Revenue from Sale of Electricity	-	-
Total	-	-

21. Cost of Sales

Particulars	For the period ending Ashad 31, 2081	For the period ending Ashad 31, 2080
Generation and Distribution Expenses		-
Total	-	-

22. Other Income

Particulars	For the period ending Ashad 31, 2081	For the period ending Ashad 31, 2080
Net Revenue Under IFRIC 12	337,120,659	256,543,005
Total	337,120,659	256,543,005

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

23. Administrative and Other Operating Expenses

Particulars	For the period ending Ashad 31, 2081	For the period ending Ashad 31, 2080
Administrative Expenses	-	-
Total	-	-

24. Finance Income

Particulars	For the period ending Ashad 31, 2081	For the period ending Ashad 31, 2080
Interest Income	-	-
Total	-	-

25. Finance Costs

Particulars	For the period ending Ashad 31, 2081	For the period ending Ashad 31, 2080
Interest Expenses & Bank Charges	-	-
Total	-	-

26. Share Transaction Costs

Particulars	For the period ending Ashad 31, 2081	For the period ending Ashad 31, 2080
Issue Management Fee	-	325,000
Underwriting Fee	7,400,000	-
Total	7,400,000	325,000

मेवा डेभलपर्स लिमिटेड
कृष्णागल्ली-३, ललितपुर

संस्थागत सुशासन सम्बन्धी वार्षिक अनुपालना प्रतिवेदन

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

सूचिकृत संङ्कठित संस्थाको नाम	मेवा डेभलपर्स लिमिटेड
ठेगाना इमेल र वेबसाइट सहित	www.mewa.com.np
फोन नं.	०१-५४२५२२८, ०१-५४३०९३५
प्रतिवेदन पेश गरिएको आ.व.	२०८०/२०८१

१. संचालक समिति सम्बन्धी विवरण

- क. संचालक समितिको अध्यक्षको नाम तथा नियुक्ति मिति: श्री विजय बहादुर राजभण्डारी (२०७८/०९/२९)
- ख. संस्थाको शेयर संरचना सम्बन्धी विवरण (संस्थापक, सर्वसाधारण तथा अन्य): प्रतिशेयर रू.१०० दरको ३,५२,००,००० कित्ता शेयर (आर्थिक वर्ष २०७९/२०८० मा १,७२,७९,७८५ कित्ता शेयर लगतमा मिति २०८१/०२/१६ मा ३,५२,००,००० कित्ता रकम बराबर शेयर लगत कायम भएको)
- ग. संचालक समिति सम्बन्धी विवरण :

क्र. सं.	संचालकहरूको नाम तथा ठेगाना	प्रतिनिधित्व भएको समुह	शेयर संख्या	नियुक्ति भएको मिति	पद तथा गोपनीयता शपथ लिएको मिति	संचालक नियुक्तिको तरिका (विधि)
१.	श्री विजय बहादुर राजभण्डारी (प्रतिनिधी सि.ई.कन्स्ट्रक्सन प्रा.लि.)	संस्थापक	४,००,००० थान	२०७८/०९/२९	२०७८/०९/२९	साधारण सभाबाट निर्वाचित
२.	श्री भानुभक्त पाखरेल	संस्थापक	३,००,००० थान	२०७८/०९/२९	२०७८/०९/२९	साधारण सभाबाट निर्वाचित
३.	श्री मोहनदाश मानन्धर	संस्थापक	१,००,००० थान	२०७८/०९/२९	२०७८/०९/२९	साधारण सभाबाट निर्वाचित
४.	श्री जीवन कुमार बस्नेत (प्रतिनिधी हाइड्रोइलेक्ट्रीसिटी इन्भेष्टमेण्ट एण्ड डेभलपमेन्ट कम्पनी लि.)	संस्थापक	९२,६०,००० थान	२०७९/०९/१५	२०७९/०९/१५	शेयर खरिद विक्री सम्भौता पश्चात मनो नयन
५.	श्री भुमिका लिम्बू सुब्बा	संस्थापक	१,१२,७३० थान	२०८०/०३/३०	२०८०/०३/३०	बाँकी अवधिको लागि संचालक समिति बाट नियुक्त
६.	श्री डा.समीक्षा कोइराला (स्वतन्त्र संचालक)	संस्थापक	००	२०८०/०३/३०	२०८०/०३/३०	बाँकी अवधिको लागि संचालक समिति बाट नियुक्त

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

घ. संचालक समितिको बैठक

संचालक समितिको बैठक सञ्चालन सम्बन्धि विवरण:

कुनै संचालक समितिको बैठक आवश्यक गणपुरक संख्या नपुगी स्थगित भएको सोको विवरण : छैन ।

संचालक समितिको बैठक सम्बन्धी अन्य विवरण :

संचालक समितिको बैठकमा संचालक वा वैकल्पिक संचालक उपस्थित भए-नभएको (नभएको अवस्थामा बैठकको मिति सहित कारण खुलाउने)	संचालक समितिको प्रत्येक बैठकमा बहुमत संख्या पुगेको ।
संचालक समितिको बैठकमा उपस्थित संचालकहरु, छलफल भएको विषय र तत्सम्बन्धमा भएको निर्णयको विवरण (माइन्सूट) को छुट्टै अभिलेख राख्ने नराखेको:	संचालक समितिको बैठकमा भएको निर्णयको विवरण (माइन्सूट) को अभिलेख राख्ने गरेको ।
संचालक समितिको दुई लगातार बसेको बैठकको अधिकतम अन्तर (दिनमा):	९० दिन नकटेको
संचालक समितिको बैठक भत्ता निर्धारण सम्बन्धमा बसेको वार्षिक साधारण सभाको मिति:	२०७९/०९/२९
संचालक समितिको प्रति बैठक भत्ता रू.	रू.५०००/- (अक्षरूपी तीन हजार मात्र)
आ.ब.को संचालक समितिको कुल बैठक खर्च रू.	३,०५,०००/- (अक्षरूपी तीन लाख पाँचहजार मात्र)

२. सञ्चालकको आचरण सम्बन्धी तथा अन्य विवरण :

सञ्चालकको आचरण सम्बन्धमा सम्बन्धित संस्थाको आचार सहित भए/नभएको :	प्रचलित नेपाल कानून बमोजिम										
एकाघरको परिवारको एक भन्दा बढी सञ्चालक भए सो सम्बन्धी विवरण :	नभएको										
सञ्चालकहरुको वार्षिक रुपमा सिकाई तथा पूर्णताजगी कार्यक्रम सम्बन्धि विवरण :	नभएको										
<table border="1"> <thead> <tr> <th>क्र.सं.</th> <th>विषय</th> <th>मिति</th> <th>सहभागी संचालकको संख्या</th> <th>तालिम संचालन भएको स्थान</th> </tr> </thead> <tbody> <tr> <td> </td> <td> </td> <td> </td> <td> </td> <td> </td> </tr> </tbody> </table>	क्र.सं.	विषय	मिति	सहभागी संचालकको संख्या	तालिम संचालन भएको स्थान						
क्र.सं.	विषय	मिति	सहभागी संचालकको संख्या	तालिम संचालन भएको स्थान							
<p>प्रत्येक सञ्चालकले आफू सञ्चालकको पदमा नियुक्त वा मनोनयन भएको पन्ध्र दिनभित्र देहायका कुराको लिखत जानकारी गराएको/नगराएको भए सोको विवरण :</p> <ul style="list-style-type: none"> संस्थासँग निज वा निजको एकाघरको परिवार कुनै सदस्यले कुनै किसिमको करार गरे को वा गर्न लागेको भए सो को विवरण, निज वा निजको एकाघरको परिवारको कुनै सदस्यले संस्था वा सो संस्थाको मुख्य वा सहायक कम्पनीमा लिएको शेयर वा डिबेन्चरको विवरण, 	कम्पनी ऐन २०६३, को दफा ९२ बमोजिमको विवरण उपलब्ध गराएको ।										

<ul style="list-style-type: none"> निज अन्य कुनै सङ्गठित संस्थाको आधारभूत शैरधनी वा सञ्चालक रहेको भए त्यसको विवरण, 		नभएको
विजय बहादुर राजभण्डारी	<p>सि.ई. कन्ष्ट्रक्सन प्रा.लि-अध्यक्ष ग्रान्डी होल्डिङ्स प्रा.लि-अध्यक्ष सी प्लस प्रा.लि.-संचालक सी.ई. रियल स्टेट प्रा.लि.-संचालक सी.ई. सर्भिसेज प्रा.लि.-संचालक सी.एम डेभलपर्स प्रा.लि-संचालक सी.एम.एस प्रा.लि.-संचालक ग्राण्डी इन्टरनेशनल हस्पिटल लिमिटेड-संचालक मास्टर क्राफ्ट नेपाल प्रा.लि.-संचालक मेघा स्टेट प्रा.लि.-संचालक शिवम् डेभलपर्स प्रा.लि.-संचालक स्वस्तिक प्रोप्रटिज प्रा.लि.-संचालक टेक्नो ट्रेनिङ्ग इन्चिच्यूट प्रा.लि.-संचालक द हव लुम्बिनी प्रा.लि.-संचालक</p>	
मोहनदास मानन्धर	<p>उर्जा डेभलपर्स प्रा.लि -संचालक सामलिङ्ग पावर कम्पनीलिमिटेड-अध्यक्ष हाइड्रो भिलेज लि.-संचालक अपर म्याग्दी हाइड्रोपावर लि.-संचालक उर्जा इन्जिनियरिङ्ग एण्ड म्यानेजमेण्ट सोलुसन्स प्रा.लि.- आधिकारिक प्रतिनिधी</p>	
भानुभक्त पोखरेल	<p>उर्जा डेभलपर्स प्रा.लि-संचालक उर्जा इन्जिनियरिङ्ग एण्ड म्यानेजमेण्ट सोलुसन्स प्रा.लि.- आधिकारिक प्रतिनिधी सान्धी इनर्जी लि.-संचालक इन्ट्रिप्रेटेड इनर्जी एण्ड इन्डस्ट्रीयल प्रा.लि.-अध्यक्ष अपर म्याग्दी हाइड्रोपावर लि. - अध्यक्ष हाइड्रो भिलेज लि. - अध्यक्ष</p>	
जीवन कुमार बस्नेत (प्रतिनिधी हाइड्रोइलेक्ट्रीसिटी इन्भेष्टमेण्ट एण्ड डेभलपमेन्ट कम्पनी लि)	-	
श्री भुमिका लिम्बू सुब्बा	-	
श्री डा.समीक्षा कोइराला (स्वतन्त्र संचालक)	हाईड्रो भिलेज लि.-संचालक बिजबेल प्रा.लि.-संचालक	
<ul style="list-style-type: none"> निजको एकाघरको परिवारको कुनै सदस्य संस्थामा पदाधिकारी वा कर्मचारी हैसियतमा काम गरिरहेको भए सोको विवरण । 		नभएको
सञ्चालकले उस्तै प्रकृतिको उद्देश्य भएको सुचिकृत संस्थाको सञ्चालक, तलबी पदाधिकारी, कार्यकारी प्रमुख वा कर्मचारी भई कार्य गरेको भए सोको विवरण :		छैन
सञ्चालकहरुलाई नियमन निकाय तथा अन्य निकायहरुबाट कुनै कारबाही गरिएको भए सोको विवरण:		छैन

३. संस्थाको आन्तरिक नियन्त्रण प्रणाली सम्बन्धी विवरण :

आन्तरिक नियन्त्रण प्रणाली अन्तर्गत निम्न समितिहरू गठन भएको ।

- करार समिति
- लेखापरिक्षण समिति

क. करार समिति सम्बन्धी जानकारी :

यस कम्पनी अन्तर्गत मध्य मेवा जलविद्युत आयोजनाले भविष्यमा यस कम्पनी अन्तर्गत कायम हुन आउने अन्य जलविद्युत आयोजनाहरूको निर्माण विकास गर्नका लागि कम्पनीमा विभिन्न समयमा आवश्यकतानुसार ठेक्कापट्टा तथा करारहरू समेत गर्नुपर्ने भएको र सोको लागि संचालक समितिबाट मात्र समयभावले सम्भव नहुने र समितिमा सो सम्बन्धमा आवश्यक विज्ञता समेत कायम नरहेको हुँदा त्यस्ता ठेक्कापट्टा करार लगायतका अन्य सम्बन्धित कार्य समेत गर्न मिति २०७६/०६/०८ मा बसेको संचालक समितिको बैठकको निर्णय बमोजिमतल उल्लेख गरिए बमोजिमको सदस्यहरू रहने गरी "करार समिति (Contract Committee)" गठन गरिएको छ । (मिति २०७८/०४/०५ मा बसेको पब्लिक लिमिटेड कम्पनीको संचालक समितिको बैठकबाट करार समितिलाई यथावत रूपमा कायम राखि कार्य गर्ने निर्णय भई स्वीकृत तथा अनुमोदन गरि राखिएको)

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

करार समिति

श्री मोहनदास मानन्धर	संचालक	संयोजक
श्री भानुभक्त पोखरेल	प्रबन्ध संचालक	सदस्य सचिव
श्री सन्देश भट्टराई	वित्तिय प्रमुख, उर्जा	सदस्य
श्री रवि मुल्मी	प्राविधिक/प्रोजेक्ट प्रमुख	सदस्य
श्री अन्जन कुमार दाहाल	कानूनी सल्लाहकार	सदस्य

ख. लेखापरीक्षणसम्बन्धी जानकारी :

यस कम्पनीको मिति मिति २०७९/०९/०८ मा बसेको संचालक समितिको बैठकबाट निर्णय भए बमोजिम तल उल्लेखिते तीन सदस्यीय लेखा परिक्षण समिति गठन गरिएको छ ।

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

लेखापरिक्षण समिति

श्री मोहनदास मानन्धर	संचालक	संयोजक
श्री जिवन कुमार बस्नेत	संचालक	सदस्य
श्री सन्देश भट्टराई	ग्रुप सि.एफ.ओ, उर्जा	सदस्य

४. सूचना तथा जानकारी प्रवाह सम्बन्धि विवरण ।

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

विषय	माध्यम	सार्वजनिक गरेको मिति
वार्षिक साधारण सभाको सूचना	जन सवाल राष्ट्रिय दैनिक पत्रिका	२०८१/११/०४ र २०८१/११/११

- ख. सूचना सार्वजनिक नगरेको वा अन्य कारणले धितोपत्र बोर्ड तथा अन्य निकायबाट कारबाहीमा परेको भए सो सम्बन्धी जानकारी : छैन ।
- ग. पछिल्लो वार्षिक तथा विशेष साधारण सभा सम्पन्न भएको मिति :
- विशेष साधारण सभा सम्पन्न भएको मिति : २०८१/०३/०६
- वार्षिक साधारण सभा सम्पन्न भएको मिति : २०८०/०९/२९
५. संस्थागत संरचना संलग्न गर्ने :
- क. कर्मचारीहरूको संरचना, पदपूर्ति, वृत्ति विकास, तालिम, भत्ता तथा अन्य सुविधा, हाजिर र विदा, आचारसंहिता लगायत कुराहरू समेटिएको कर्मचारी सेवा शर्त विनियमावली/व्यवस्था भए नभएको : भएको ।
- ख. सांगठनिक संरचना संलग्न गर्ने : संलग्न छ ।
- ग. उच्च व्यवस्थापन तहका कर्मचारीहरूको नाम, शैक्षिक योग्यता तथा अनुभव सम्बन्धी विवरण :

क्र.सं.	नाम	शैक्षिक योग्यता	अनुभव
१.	श्री सुनिल प्रसाद रेग्मी	प्रशासन तथा जनसम्पर्क म्यानेजर	१४ वर्ष
२.	श्री रोशन मुखिया	प्लाण्ट म्यानेजर	११ वर्ष

घ. कर्मचारी सम्बन्धी अन्य विवरण :

संरचना अनुसार कर्मचारी पदपूर्ति गर्ने गरे/नगरेको	गरेको
नयाँ कर्मचारीहरूको पदपूर्ति गर्दा अपनाएको प्रकृया :	कम्पनीको मानव संसाधन नितीमा उल्लेख भए बमोजिमको पदपूर्ति प्रकृया अपनाएको ।
व्यवस्थापन स्तरको कर्मचारीको संख्या :	२ जना
कुल कर्मचारीको संख्या:	३३ जना
कर्मचारीको सक्सेसन प्लान भए/नभएको :	भएको
आ.व. कर्मचारीहरूलाई दिईएको तालिम संख्या तथा सम्मिलित कर्मचारी संख्या :	नभएको
आ.व. कर्मचारी तालिम खर्च रू.:	नभएको
कुल खर्चमा कर्मचारी खर्चको प्रतिशत:	
कुल कर्मचारी खर्चमा कर्मचारी तालिम खर्चको प्रतिशत :	नभएको

६. संस्थाको लेखा तथा लेखापरीक्षण सम्बन्धी विवरण :

क. लेखासम्बन्धी विवरण :

संस्थाको पछिल्लो आ.व. को वित्तीय विवरण NFRS अनुसार तयार गरे/नगरेको भए सोको कारण	तयार गरिएको
संचालक समितिबाट पछिल्लो वित्तीय विवरण स्वीकृत भएको मिति :	२०८१/१०/२९
त्रैमासिक वित्तीय विवरण प्रकाशन गरेको मिति:	यस आ.व मा कम्पनी सुचिकृत नभएको

अन्तिम लेखापरीक्षण सम्पन्न भएको मिति:	२०८१/१०/२९
साधारण सभाबाट वित्तीय विवरण स्वीकृत भएको मिति:	२०८०/०९/२९ (आ.व.२०७९/८०)

७. अन्य विवरण :

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

परिपालन अधिकृतको नाम : सुनिल प्रसाद रेग्मी

पद : प्रशासन तथा जनसम्पर्क प्रबन्धक

मिति:

संस्थाको छाप :

प्रतिवेदन संचालक समितिबाट स्वीकृत मिति :

Middle Mewa Hydropower Project 73.5 MW

INTRODUCTION

Middle Mewa Hydropower Project is a Peaking run-of-river type located between 1452m and 980m above mean sea level in the middle reach of Mewa Khola in Taplejung District, Province 1 of Nepal. The headworks is proposed in Temba and the powerhouse is located at Libang of Mikhwa Khola Rural Municipality along the left bank of the Mewa River.

PROJECT PROGRESS

a. Civil Works

- Headworks excavation works completed.
- High-pressure jet grouting at right side dam completed, ongoing at intake and left side dam.
- Cutoff wall percussion drilling and concrete work completed for all six panels.
- Cutoff wall curtain grouting works ongoing.
- Concrete works at headpond, desander panel 4 completed.
- Right side dam raft concreting completed and pier concrete ongoing.
- Steel lining at right side dam completed.
- Concrete works at the settling basin, spillway and desander transition part ongoing.
- Concrete works at headpond to HTR inlet connection part ongoing.
- Headrace tunnel between Face 1 and Face 2 breakthrough completed, invert cleaning, final support and concrete works ongoing.
- Headrace tunnel at Face 3 and Face 4 diverted due to weak geological conditions requiring additional 95 m tunnel length.
- 5363m excavation work completed out of new diverted alignment length of 5814m.
- Concrete works at bellmouth, valve house and anchor block 1 is ongoing.
- Concrete infill work at both Vertical shaft 1 and 2 completed.
- Powerhouse cavern finishing works ongoing.
- Powerhouse cavern control room roofing works completed and finishing works ongoing.
- Powerhouse MAT portal busduct support concrete works completed
- Powerhouse switchyard control building concrete works completed and finishing works ongoing.
- Tailrace tunnel invert and shear wall concreting works completed.
- Switchyard foundation and protection works ongoing.

b. Hydromechanical Works

- Fabrication of first-stage and second-stage embedded parts of all gates completed.
- Fabrication works of Bifurcations are completed and Bellmouth installation completed.
- Penstock pipe steel plates 1260 MT delivered to the site and fabrication works for penstocks in progress.
- Fabrication of 864m penstock pipe completed out of 888 m
- Erection of penstock pipe at upper-pressure tunnel completed.
- Erection of penstock pipe at Vertical Shaft 1 completed.
- Erection of penstock pipe at Intermediate-pressure tunnel ongoing, 70 m completed (136 m remaining).
- Erection of penstock pipe at Vertical Shaft 2 completed.
- Erection of 11.46 m of penstock pipe at bend 6 and 13.2 m of penstock pipe at bend 4 completed

- Erection of 24.65 m of branch penstock pipe at LPT completed and erection of bifurcation 1 & 2 is ongoing.
- Erection of steel lining at right side dam completed
- Erection of second stage embedment for desander flushing, turbine outlet gates ongoing

c. Electromechanical Works

- Manufacturing of all major equipment completed and delivered to site.
- Turbine housing/bifurcation installation for all three units along with second stage concreting completed.
- Installation of turbine nozzles of all three units completed.
- Installation of all three MIVs completed.
- Installation of all three units of generators completed.
- Three units main Transformer installation completed and transformer have been charged.
- Bus duct installation ongoing.
- 11kV switchgear panels, LVAC panels, DC system panels, cable trays manufactured and reached at site. Installation ongoing.
- Switchyard equipment like Lightning Arrestors, Circuit Breakers, Current Transformer-Potential Transformers, Disconnecting Switches, etc. reached site. Installation of the steel structures and switchyard equipment is ongoing.
- Installation of three numbers of 132kV bays completed.

d. Transmission Line Works

- All transmission line tower stubs, tower sets and accessories delivered to the site store.
- Excavation for 34 tower foundation completed out of 35 tower.
- Concrete works completed for 34 tower foundations.
- Tower erection completed for 34 towers.
- Tower protection works completed for 13 towers and ongoing for remaining towers.
- Conductor stringing works completed between 5 towers and ongoing between 3 towers.

PROJECT PROGRESS SUMMARY

The overall physical progress of the Middle Mewa Hydropower Project (73.5 MW) considering Civil works, Hydro-mechanical works, Electromechanical Works, Transmission line and Interconnection works, Site office and Camp facilities and Infrastructures works is 76.3% till date. The summary of progress at the site is tabulated below.

S. No.	Descriptions of Works	Work Progress (%)
A	Civil works	72.3%
B	Hydro-mechanical works	71.2%
C	Electro-mechanical works	82.9%
D	Transmission line works	83.3%
E	Site office and camp facilities	100.0%
F	Infrastructure	100.0%

Siwa Khola Hydropower Project 9.3 MW

SALIENT FEATURES

Project	Siwa Khola Hydropower Project
River	Siwa Khola
Project Location	Mikhwa Khola and Meringden Rural Municipality, Taplejung, Province 1, Nepal
Type of Scheme	Peaking Run-of-River(PRoR)
Catchment Area	131.56 km ²
Design Discharge	6.2 m ³ /s
Gross Head	177.51m
Installed Capacity	9.3 MW
Annual Energy	54.637 GWh
Diversion Weir	40m, 1629.51 masl
Intake	Side Intake, 2 Nos, 3.2m (W) x 1.7m (H)
Settling Basin	Two Chambered dufour type, 45.0 x 6.0 x 3.4 m
Headrace Tunnel	Inverted-D, 4171 m, 3.2m x 3.5 m
Surge Shaft	Surface square shaped, 26 m , 5 x 5 m
Penstock Pipe	245 m, 1.5m dia, Steel Pipe
Powerhouse	Surface, 45 m (L) x 11 m (W) x 15.6 m (H)
Turbine	Francis, Horizontal Axis, 2 Nos, 4800 kW
Generator	Cylindrical Pole, Synchronous, 2 Nos, 5.47 MVA Siwa Switchyard: 6.6 kV/33 kV
Transformer 1	3 Phase outdoor, oil immersed, 1 No, 12 MVA Mewa Switchyard: 33 kV/132kV
Transformer 2	3 Phase outdoor, oil immersed, 1 No, 12 MVA
Transmission Line	33kV, 8 Km
Delivery Point	Middle Mewa HPP Switchyard
Connection Point	NEA's Dhungesanghu S/S

1. Introduction

1.1 Project Overview

Siwa Khola Hydropower Project is a Peaking run-of-river type located between 1630m and 1452m above mean sea level in the middle reach of Siwa Khola in Taplejung District, Province 1 of Nepal. The headworks is proposed in Chaga village and the powerhouse is located at Phungphunge region of Mikhwa Khola Rural Municipality along the left bank of the Siwa Khola. Siwa Khola is a major tributary to Mewa Khola. The general layout of the project is shown below.

Siwa Khola is a major tributary of Mewa Khola, wherein the developer, Mewa Developers Ltd. initially have Generation License for a project named Middle Mewa Hydropower Project with 49 MW installed capacity. Full-fledged construction works for Middle Mewa HPP is ongoing at the moment.

During the study of the project, it was identified that Siwa Khola flow can be diverted to Middle Mewa Headworks to enhance the capacity of Middle Mewa to 73.5 MW as a six hours peaking plant; and an additional 9.3 MW (one hour peaking) can be generated from Siwa Khola flow before discharging into Middle Mewa project's reservoir. The installed capacity of the Middle Mewa was increased from 49 MW to 73.5 MW, for which Generation License has been received on 7th August 2023. Thus the total capacity can be enhanced to 82.8 MW to avail better financial benefits.

Accordingly, Mewa Developers Ltd. obtained the survey license and has undertaken various engineering and environmental studies for both projects. Siwa Khola Generation (construction) License has been received on 5th February 2023 and construction activities have been ongoing.

1.2 Key dates for the project

The Key Milestones of the Siwa Khola Hydropower Project are as follows;

Milestones	Description
Power Purchase Agreement for 9.3 MW	Signed on 24 th June 2022
Industry Registration	Concluded on 12 th September 2022
Revised Initial Environment Examination Approval	Obtained on 20 th September 2022
Generation License	Obtained on 5 th February 2023
Financial Closure	Signed on 28 th June 2023
Civil Works Contract	Signed on 29 th January 2024
Contractor Mobilization	March 2024

2. Project Status

Construction of infrastructures and site-enabling works are ongoing at the moment, along with mobilization of Civil Contractor and starting of civil works. Progress of the activities is summarized below:

2.1 Land Acquisition

Since all of the project components lie on the government land, the purchase of private land for project components are not required for the project structures.

Likewise, land for the mobilization of Contractor of Headworks also lies on government land.

The land for construction of Army Barrack and Bunker, as well as Developer's camp has already been purchased and construction activities started on the land.

Other land for the use of Civil, HM and EM Contractor shall be leased as per requirement.

2.2 Pre-Construction Works

2.2.1 Access Road

The construction of the access road to Siwa powerhouse has already been completed. However, regular maintenance works such as slope protection works, soling, and retaining structures required for the smooth operation of the access road shall be continued throughout the construction period.

The new track opening towards the surge tank and outlet portal from the powerhouse is substantially completed. Also, the access road to Siwa Headworks is completed and the upgrading of access road gradient and geometry, along with gabion, soling works is ongoing.

2.2.2 RCC Bridge and Baileybridge Construction

The construction of the RCC Bridge at Lowa Khola, which is the main crossway to connect the headworks with the road network has been completed, including the finishing and clearance works.

Meanwhile, the construction of the Bailey bridge across the Mewa River to connect the road network to the Siwa Khola powerhouse is also completed. Additional protection works for the bridge shall be continued in the dry season.

2.2.3 Siwa Khola Crossing

Since the access road for the project is on the right bank, while the major Headworks components and the inlet portal are on the left bank of the Siwa River, a Hume pipe crossing is planned across Siwa. The Hume pipes have been delivered to the site, and their laying has been completed, enabling the smooth crossing of manpower and equipment.

2.2.4 Camp Construction

The Developer's camp at the Powerhouse area is completed, which shall be shared between the Headworks staff of the Middle Mewa Hydropower project, and the Powerhouse staff of Siwa Khola Hydropower project. The camp at Headworks of the project is also complete and operational.

2.2.5 Construction Power

For construction power, a 33 kV transmission line has been planned for the powerhouse of the project, while 11 kV line is planned for Headworks. The construction of the 33 kV line is already completed, while the construction of the 11 kV line is completed up to Siwa Headworks camp, including Pole erection and stringing. Further pole erection and stringing is ongoing from camp area to Headworks.

2.2.6 Explosives, Army Barrack and Bunker

The approval for transportation, security, storage and handling of explosive materials required for the project has been received in June 2023 from the Ministry of Home Affairs. Likewise, NOC from the Embassy of India for the import of emulsion and other explosive materials has been renewed till 3rd December 2024, and further

renewal process is on progress. The Contract for supply of explosives has been signed with Ekikrit Byapar Company Pvt. Ltd., and the Contractor has started the process of importing the explosives from India.

Meanwhile, the construction of army barrack and bunkers for the storage of explosives is completed at the Headworks area of the project. The inspection of the barrack and bunker was completed by the army technical team in Dec 2024.

2.3 Detailed design

The updated feasibility study of the project has been completed by the design Consultant Hydro Tunneling and Research Pvt. Ltd. The detailed design works for project is being done by the same Consultant, and the preparation of construction drawings is in progress.

2.4 Main Civil works

After the award of Contract for Main Civil Works in January 2024, the mobilization for the civil works of the project has been done from the powerhouse area. Site clearance activities are ongoing at the powerhouse location of the project. Also, with the access road track up to the Surge Tank and HRT portal being nearly complete, the construction of Adit Portal shall be started at site.

Likewise, after laying Hume pipe for river crossing at Headworks area, the construction of inlet portal is rapidly progressing. The excavation of the portal along with the marking and surveying, ribs installation tunnel canopy is completed. Currently, support works in the portal area and drilling works for the blasting is ongoing. The excavation works at desander and headpond area is ongoing. Similarly, the surface preparation works in the powerhouse area is ongoing.

2.5 Project Progress

The overall physical progress of the Siwa Khola Hydropower Project considering access road, RCC and Belly Bridge, camp construction, construction power, land acquisition and main civil works is 7.2% till date. The project progress overview is shown below.

• Private Land Acquisition	Completed
• RCC bridge at Lova Khola towards Headworks	Completed
• Access road to Headworks area	Completed
• Bailey bridge Installation at Powerhouse	Completed
• Access road to Surge Shaft area	Substantially Completed
• Site enabling works	Substantially Completed
• Civil Works	Contract Awarded
• Mobilization	Contractor Mobilized
• EM Works	Bid Floated
• HM Works	Bid Floated

PHOTOGRAPHS



Dam Overview



Headworks overview



High pressure Jet grouting works



Right side Dam Ongoing concrete works



HRT Invert compaction



HRT Shotcrete works



Seepage Cutoff wall at Headworks concrete work completed



Powerhouse overview



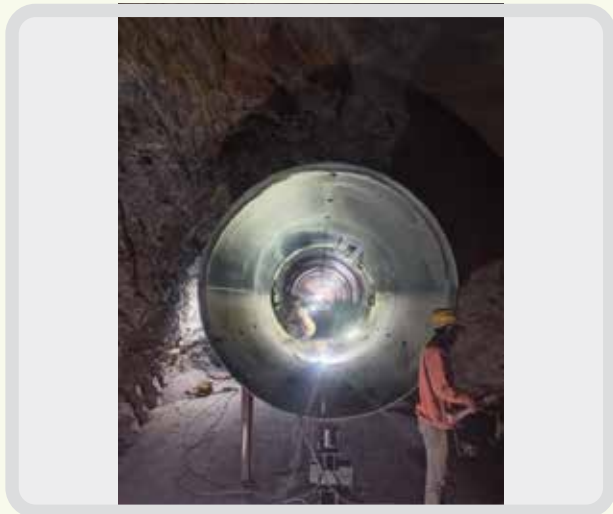
Seepage Cutoff wall at Headworks concrete work completed



HRT Face 1-2 Breakthrough



Bellmouth erection completed



Penstock Pipe erection works



Generator Installation completed



Switchyard Area overview



Switchyard



132 kV conductor stringing Ongoing



Drilling works at HRT Inlet



Emulsion Bunker at Headworks



Ongoing work at Inlet Portal Canopy



Switchyard Area overview



RCC Bridge Construction at Lowa Khola



Bailey Bridge at Powerhouse



Developers Camp at Headworks Area



Siwa Khola Crossing



Developers Camp at Powerhouse area



Sluice Gate Fabrication Works



Overall Headwork Overview



- ✉ P.O.Box No.: 617
- 📍 Lalitpur Metropolitan City, Lalitpur, Nepal
- ☎ Tel: +977-1-5430135, 5425228
- @ info@mewa.com.np
- 🌐 www.mewa.com.np