



सिटिजन्स शेयर ब्रोकर लिमिटेड

तेश्रो वार्षिक प्रतिवेदन

आर्थिक वर्ष २०८१/८२

सञ्चालक समिति



सप्तमान बज्राचार्य
अध्यक्ष



सिजु शाक्य
सञ्चालक



सृजेश ज्वाली
सञ्चालक



प्रमिता श्रेष्ठ प्रधान
सञ्चालक



ऋषि राज बराल
स्वतन्त्र सञ्चालक

लेखापरीक्षक

श्रेष्ठ एण्ड न्यौपाने एसोसिएट्स
चार्टर्ड एकाउण्टेण्ट्स

कम्पनी सचिव

प्रजिता महर्जन

विषयसूची

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सिटिजन्स शेयर ब्रोकर लिमिटेड
(साविकको नाम सि.बि.आई.एल. सेक्युरिटीज लि.)
कुपण्डोल, ललितपुरको
तेश्रो वार्षिक साधारण सभा बस्ने सम्बन्धी सूचना

मिति २०८२/०४/२० गते बसेको संचालक समितिको ६० औं बैठकले निर्णय गरे अनुसार यस कम्पनीको **तेश्रो वार्षिक साधारण सभा** निम्न लिखित मिति, स्थान र समयमा निम्न विषयहरु उपर छलफल तथा निर्णय गर्न बस्ने भएको हुँदा सम्पूर्ण शेयरधनी महानुभावहरुको जानकारीका लागि यो सूचना प्रकाशित गरिएको छ ।

१. सभा हुने मिति, स्थान र समय

मिति :- २०८२ साल भाद्र १३ गते (अगस्ट २९, २०२५) शुक्रबार
स्थान :- सिटिजन्स शेयर ब्रोकर लिमिटेडको प्रधान कार्यालय, कुपण्डोल, ललितपुर ।
सभा सुरु हुने समय :- विहान ८:०० बजे ।

२. छलफलका विषयहरु :

क. साधारण प्रस्तावहरु

१. आ.व. २०८१/८२ को संचालक समितिको वार्षिक प्रतिवेदन छलफल गरि पारित गर्ने ।
२. लेखापरीक्षको प्रतिवेदन सहित असार मसान्तको कम्पनीको वासलात, मिति २०८१/०४/०१ देखि २०८२/०३/३२ सम्मको नाफा नोक्सानीको हिसाव तथा सोहि अवधिको नगद प्रवाह विवरण लगायतका वित्तीय विवरणहरु छलफल गरि पारित गर्ने ।
३. संचालक समितिले प्रस्ताव गरे बमोजिम चुक्ता पूँजीको १५.७९ प्रतिशतको दरले हुन आउने रकम रु. ३,१५,७८,९४७.३७ (अक्षरेपी तीन करोड पन्ध्र लाख अठ्ठतर हजार नौ सय सतचालीस रुपैयाँ सैंतीस पैसा मात्र) नगद लाभांश (लाभांश कर समेत) वितरण गर्न स्वीकृत गर्ने ।
४. कम्पनी ऐन, २०६३ को दफा १११ अनुसार आर्थिक वर्ष २०८२/८३ को लागि लेखापरीक्षण समितिको सिफारिसमा लेखापरीक्षण गर्न लेखापरीक्षकको नियुक्ति गर्ने र निजको पारिश्रमिक निर्धारण गर्ने ।
५. यस कम्पनीको नियमावली अनुसार गरिएको संचालक नियुक्ति अनुमोदन गर्ने ।

ख. विशेष प्रस्ताव

१. कम्पनीको प्रबन्धपत्रमा आवश्यक संसोधन गर्ने सम्बन्धमा ।

ग. विविध

साधारण सभा सम्बन्धि अन्य जानकारी

१. वार्षिक साधारण सभालाई ध्यानमा राखी मिति २०८२/०५/०३ गते कम्पनीको शेयरधनी दर्ता किताब बन्द रहने छ । नेपाल स्टक एक्सचेन्ज लिमिटेडमा मिति २०८२/०५/०२ गते सम्म कारोबार भई मिति २०८२/०५/१२ गते भित्र यस कम्पनीको रजिष्टर्ड कार्यालय कुपण्डोल, ललितपुरमा प्राप्त शेयर नामसारीको लिखतको आधारमा शेयरधनी दर्ता किताबमा कायम शेयरधनीहरुले सो सभामा भाग लिन पाउने छन् ।
२. अन्य कुनै जानकारीका लागि कम्पनीको रजिष्ट्रार कार्यालय कुपण्डोल, ललितपुरमा सम्पर्क गर्नुहुन अनुरोध छ ।

**संचालक समितिको आज्ञाले,
कम्पनी सचिव**

प्रबन्धपत्रमा गरिएको प्रस्तावित संसोधनको तीन महले

क्रस	सम्बन्धित विषय	साविक व्यवस्था	प्रस्तावित संसोधन	कारण
१	कम्पनीको उद्देश्यमा थप गर्ने सम्बन्धमा ।	प्रबन्धपत्रको दफा ४ को उपदफा (१): कम्पनीको उद्देश्य: (१) यस कम्पनीको उद्देश्य देहाय बमोजिम हुनेछ । (क) प्रचलित धितोपत्र सम्बन्धी ऐन, नियम र कानूनी व्यवस्था तथा विद्यमान नीतिगत व्यवस्थाको अधिनमा रही धितोपत्र व्यवसायी (धितोपत्र दलाल) सम्बन्धी कामहरु गर्ने, (ख) आफ्ना ग्राहकहरुलाई बैंक तथा वित्तीय संस्थाबाट मार्जिन कर्जा उपलब्ध गराउनको लागि आवश्यक सिफारिस सहित सहयोग उपलब्ध गराउने, (ग) प्रचलित कानूनको अधिनमा रही स्वदेश तथा विदेशका बैंक तथा वित्तीय संस्थाहरूसँग थोकमा ऋण, सापटी प्राप्त गरी वा कम्पनीको आफ्नै स्रोतबाट आफ्ना ग्राहकहरुलाई नियमन निकायबाट जारी गरिएको निर्देशन तथा परिपत्रमा उल्लेखित व्यवस्था बमोजिम माजिन कर्जा उपलब्ध गराउने, (घ) शेयर, डिवेन्चर, ऋणपत्रमा लगानी गर्ने र त्यस्ता शेयर डिवेन्चर ऋणपत्रमा लगानी गर्न आवश्यक सुझाव परामर्श सेवा प्रदान गर्ने गराउने, (ङ) आफ्नो विश्वास तथा पत्यारिलो व्यक्ति, फर्म, कम्पनीहरुलाई आवश्यक पर्ने सम्पत्ती वा ऋण प्राप्त गर्न सेवा शुल्क लिई वा नलिई कम्पनीको चल अचल सम्पत्ती धितो बन्धक राखी दिने, धनजमानी बसी दिने वा जमानत गर्ने गराउने ।	प्रबन्धपत्रको दफा ४ को उपदफा (१): कम्पनीको उद्देश्य: (१) यस कम्पनीको उद्देश्य देहाय बमोजिम हुनेछ । (क) प्रचलित धितोपत्र सम्बन्धी ऐन, नियम र कानूनी व्यवस्था तथा विद्यमान नीतिगत व्यवस्थाको अधिनमा रही धितोपत्र व्यवसायी (धितोपत्र दलाल) सम्बन्धी कामहरु गर्ने, (ख) आफ्ना ग्राहकहरुलाई बैंक तथा वित्तीय संस्थाबाट मार्जिन कर्जा उपलब्ध गराउनको लागि आवश्यक सिफारिस सहित सहयोग उपलब्ध गराउने, (ग) प्रचलित कानूनको अधिनमा रही स्वदेश तथा विदेशका बैंक तथा वित्तीय संस्थाहरूसँग थोकमा ऋण, सापटी प्राप्त गरी वा कम्पनीको आफ्नै स्रोतबाट आफ्ना ग्राहकहरुलाई नियमन निकायबाट जारी गरिएको निर्देशन तथा परिपत्रमा उल्लेखित व्यवस्था बमोजिम माजिन कर्जा उपलब्ध गराउने, (घ) शेयर, डिवेन्चर, ऋणपत्रमा लगानी गर्ने र त्यस्ता शेयर डिवेन्चर ऋणपत्रमा लगानी गर्न आवश्यक सुझाव परामर्श सेवा प्रदान गर्ने गराउने, (ङ) आफ्नो विश्वास तथा पत्यारिलो व्यक्ति, फर्म, कम्पनीहरुलाई आवश्यक पर्ने सम्पत्ती वा ऋण प्राप्त गर्न सेवा शुल्क लिई वा नलिई कम्पनीको चल अचल सम्पत्ती धितो बन्धक राखी दिने, धनजमानी बसी दिने वा जमानत गर्ने गराउने । (च) धितोपत्र सम्बन्धी ऐन, २०६३ र सो अन्तर्गत बनेको नियम, विनियम, व्यवस्था तथा अन्य प्रचलित कानूनको अधिनमा रही निक्षेप सदस्यको रूपमा कार्य गर्न ।	निक्षेप सदस्यको रूपमा कार्य गर्न ।

सिटिजन्स शेयर ब्रोकर लिमिटेडको सञ्चालक समितिको वार्षिक प्रतिवेदन आर्थिक वर्ष २०८१/८२

आदरणीय शेयरधनी महानुभावहरू,

यस सिटिजन्स शेयर ब्रोकर लिमिटेडको तेस्रो वार्षिक साधारण सभामा उपस्थित सम्पूर्ण शेयरधनी महानुभावहरूलाई सञ्चालक समितिको तर्फबाट म हार्दिक स्वागत गर्दछु।

यस अवसरमा, सर्वप्रथम कम्पनीको स्थापना पृष्ठभूमि संक्षेपमा प्रस्तुत गर्न चाहन्छु। नेपालको धितोपत्र बजारमा व्यवसायिक सेवा विस्तार गर्ने उद्देश्यले सिटिजन्स बैंक इन्टरनेशनल लिमिटेडको पूर्ण स्वामित्वमा सहायक कम्पनीको रूपमा स्थापना गरिएको यस कम्पनीले धितोपत्र व्यवसायी (दलाल तथा व्यापारी) नियमावली, २०६४ को प्रावधान, नेपाल राष्ट्र बैंकको मौद्रिक नीति २०७५ को कार्यान्वयनमा जारी निर्देशन, तथा नेपाल धितोपत्र बोर्डको अन्य नीतिगत व्यवस्था अनुसार स्थापना प्रक्रिया पूरा गरेको थियो।

नेपाल धितोपत्र बोर्डबाट मिति २०८० साउन ३२ गते धितोपत्र दलाल व्यवसायीको सीमित सेवा सञ्चालन गर्नका लागि अनुमति प्राप्त गरेपछि, कम्पनीले नेपाल स्टक एक्सचेन्ज लिमिटेडमा मिति २०८० भदौ ३ गते सदस्यताको लागि निवेदन दिएको थियो र आवश्यक प्रक्रिया पुरा गरी मिति २०८० असोज २९ गते 'धितोपत्र दलाल नम्बर ९९' को रूपमा सदस्यता प्राप्त गर्न सफल भएको थियो। साथै, सिडिएस एण्ड क्लियरिङ लिमिटेडबाट राफसाफ सदस्यताको प्रक्रिया पनि सफलतापूर्वक सम्पन्न गरि मिति २०८० मंसिर २४ गतेका दिन देखि औपचारिक रूपमा यस कम्पनीले धितोपत्र बजारमा व्यवसायिक कार्य शुभारम्भ गरेको थियो।

कम्पनीको मिति २०८१/१०/०८ मा भएको दोस्रो विशेष साधारण सभाबाट कम्पनीको दृष्टिकोण र पहिचान लाई थप सुदृढ गर्दै, कम्पनीको नाम परिवर्तन गरी 'सि.बि.आई.एल. सेक्युरिटीज लिमिटेड' बाट 'सिटिजन्स शेयर ब्रोकर लिमिटेड' राखिएको छ। यस परिवर्तनले कम्पनीको मूल संस्था सिटिजन्स बैंक इन्टरनेशनल लिमिटेडसँगको ब्रान्ड नाममा एकरूपता तथा बैंक संगको समन्वयलाई अझ सुदृढ बनाएको छ। साथै, धितोपत्र सेवा थप विस्तार गर्ने योजनाअनुसार कम्पनीले आफ्नो पहिलो शाखा बुटवलको कालिकानगरमा स्थापना गर्न लागेको जानकारी समेत यस सभामार्फत गराउन चाहन्छु, जसले सो क्षेत्रका लगानीकर्ताहरूलाई सहज र सुलभ ब्रोकरेज सेवा प्रदान गर्ने विश्वास लिइएको छ।

अब म, सञ्चालक समितिको तर्फबाट आर्थिक वर्ष २०८१/८२ को वासलात, नाफा-नोक्सान विवरण, नगद प्रवाह विवरण लगायतका वित्तीय विवरणहरू यस सम्मानित सभाको स्वीकृतिका लागि प्रस्तुत गर्दैछु। साथै, समग्र आर्थिक तथा पूँजी बजार का केही परिसूचकहरू र कम्पनीको गत आ.व. को प्रमुख उपलब्धिहरूको समीक्षा र आगामी वर्षको कार्यदिशा तथा योजनाहरू पनि यस सम्मानित सभामा प्रस्तुत गरिने जानकारी गराउन चाहन्छु।

१. आर्थिक तथा पूँजी बजारका परिसूचकहरू (आ.व. २०८१/८२)

कुल गार्हस्थ्य उत्पादन

आ.व. २०८१/८२ मा प्राथमिक क्षेत्र, द्वितीय क्षेत्र र सेवा क्षेत्रको वृद्धिदर क्रमशः ३.२५%, ४.६५ % र ४.२१ % रहने अनुमान रहेको छ। गत आ.व. मा प्राथमिक क्षेत्र, र सेवा क्षेत्रको वृद्धिदर क्रमशः ३.३५ % र ४.३५ % रहेको थियो भने

द्वितीय क्षेत्रको वृद्धिदर ०.०३ % ले ऋणात्मक रहेको थियो । गत आ.व. कुल ग्राहस्थ उत्पादनमा कृषि, उद्योग र सेवा क्षेत्रको योगदान क्रमशः २४.७१ %, १२.९१ % र ६२.३८ % रहेकोमा आ. व. २०८१/८२ मा यस्तो योगदान क्रमशः २५.१६ %, १२.८३ % र ६२.०१ % रहने अनुमान गरिएको छ ।

उपभोक्ता मुद्रास्फीति

२०८२ सालको जेठ महिनामा वार्षिक विन्दुगत उपभोक्ता मुद्रास्फीति २.७२ प्रतिशत मापन गरिएको छ । यसअघि, २०८१ सालको सोही महिनामा यो दर ४.१७ प्रतिशत थियो ।

ब्याजदर

९१ दिनको ट्रेजरी बिलको भारित औसत ब्याजदर २०८१ जेठमा २.९९ प्रतिशत थियो भने २०८२ जेठमा यो दर २.९४ प्रतिशतमा झरेको छ । बैंक तथा वित्तीय संस्थाबीचको अन्तरबैंक कारोबारको औसत ब्याजदर २०८१ जेठमा २.९५ प्रतिशत रहेँदा २०८२ जेठमा बढेर २.९९ प्रतिशत पुगेको छ । २०८१ जेठमा वाणिज्य बैंकहरूका निक्षेपमा प्रदान गरिएको औसत ब्याजदर ६.१७ प्रतिशत थियो भने २०८२ जेठमा घटेर ४.२९ प्रतिशतमा झरेको छ ।

पूँजीबजार

२०८१ जेठ मसान्तमा २११२.३० रहेको नेप्से सूचकाङ्क २०८२ जेठ मसान्तमा २६५५.३९ कायम भएको छ । २०८२ जेठ मसान्तमा धितोपत्र बजार पूँजीकरण रु.४४२३ अर्ब ४ करोड कायम भएको छ । २०८१ जेठ मसान्तमा बजार पूँजीकरण रु.३३४९ अर्ब ४८ करोड रहेको थियो ।

दोस्रो बजारमा शेयर कारोबार

२०८२ जेठ मसान्तसम्म नेपाल स्टक एक्सचेन्जमा सूचीकृत कम्पनीहरूको संख्या २७२ पुगेको छ, जसमा १३२ बैंक तथा वित्तीय संस्था र बीमा कम्पनीहरू छन् । त्यस्तै, ९१ जलविद्युत् कम्पनी, २३ उत्पादन तथा प्रशोधन उद्योग, ७ होटल, ७ लगानी कम्पनी, ४ व्यापारिक संस्था र ८ अन्य कम्पनीहरू रहेका छन् । अघिल्लो वर्षको सोही अवधिमा यो संख्या २७० थियो ।

सूचीकृत कम्पनीहरूमध्ये बैंक तथा वित्तीय संस्था र बीमा कम्पनीको धितोपत्र बजार पूँजीकरणको हिस्सा ५२.१ प्रतिशत रहेको छ । त्यसैगरी, जलविद्युत् कम्पनीको हिस्सा १६.१ प्रतिशत, लगानी कम्पनीको हिस्सा ८.० प्रतिशत, उत्पादन तथा प्रशोधन उद्योगको हिस्सा ५.५ प्रतिशत, व्यापारिक संस्थाको हिस्सा ५.३ प्रतिशत, होटलको हिस्सा २.८ प्रतिशत तथा अन्य समूहका कम्पनीहरूको हिस्सा १०.२ प्रतिशत रहेको छ ।

प्राथमिक शेयर निष्काशन

नेपाल स्टक एक्सचेन्ज लिमिटेडमा २०८२ जेठ मसान्तमा सूचीकृत ८ अर्ब ८० करोड शेयरको चुक्ता मूल्य रु.८६७ अर्ब २९ करोड रहेको छ । आर्थिक वर्ष २०८१/८२ को एघार महिनामा रु.२३ अर्ब ६३ करोड बराबरको बोनस शेयर, रु.२२ अर्ब ४० करोड बराबरको साधारण शेयर, रु.१२ अर्ब १५ करोड बराबरको हकप्रद शेयर, रु.१ अर्ब २५ करोड बराबरको म्युचुअल फण्ड,

रु.११ करोड २० लाख बराबरको एफपीओ र रु.३ अर्ब ९६ करोड बराबरको अन्य शेयर गरी कुल रु.६३ अर्ब ५० करोड बराबरको थप धितोपत्र सूचीकृत भएका छन् ।

समीक्षा अवधिमा नेपाल धितोपत्र बोर्डले रु.१४ अर्ब ९५ करोड बराबरको हकप्रद सेयर, रु.१३ अर्ब बराबरको म्युचुअल फण्ड, रु.८ अर्ब ४२ करोड बराबरको डिबेन्चर र रु.२ अर्ब ७५ करोड बराबरको साधारण सेयर गरी कुल रु.३९ अर्ब १२ करोड बराबरको धितोपत्र सार्वजनिक निष्काशनका लागि अनुमति दिएको छ ।

२. विगत वर्षको कम्पनीको कारोबारको सिंहावलोकन

आर्थिक वर्ष २०८१/८२ को वित्तीय विवरण Nepal Financial Reporting Standard (NFRS) बमोजिमको सर्वमान्य लेखाको सिद्धान्तका आधारमा तयार गरिएको छ । समीक्षा अवधिको वित्तीय विवरण अनुसार यस कम्पनीको वित्तीय स्थितिको अवस्था देहाय बमोजिम रहेको छः।

कम्पनी रजिष्ट्रार कार्यालयमा कम्पनी दर्ता तथा आन्तरिक राजस्व कार्यालयबाट स्थायी लेखा नम्बर प्राप्त भए पश्चात श्री सिटिजन्स बैंक इण्टरनेशनल लिमिटेडसंग कम्पनी स्थापना गर्ने बेलामा बैंकको तर्फबाट प्रबन्धपत्र र नियमावलीमा कबुल गरिए बमोजिमको पूँजी माग गरिएकोमा मिति २०७६/०३/२० का दिन उक्त पूँजी प्राप्त भएको साथै धितोपत्र व्यवसायी (धितोपत्र दलाल तथा धितोपत्र व्यापारी) नियमावली २०६४ (पाँचौ संशोधन) अनुसार कम्पनीको पूँजी वृद्धि गर्नु पर्ने भएको हुँदा विशेष सधारण सभामा पूँजी वृद्धिका विषयमा छलफल हुँदा कम्पनीको अधिकृत पूँजी ६० करोड र चुक्ता पूँजी २० करोड कायम गर्ने गरी निर्णय भएको । सोही निर्णय बमोजिम मुख्य कम्पनीलाई चुक्ता पूँजी वापत रु. १५ करोड थप पूँजी माग गरिएकोमा मुख्य कम्पनीबाट मिति २०७९/०६/२३ का दिन रु. १५ करोड कम्पनीको खातामा जम्मा गरि दिएको थियो ।

वासलात	आर्थिक वर्ष २०७७/७८	आर्थिक वर्ष २०७८/७९	आर्थिक वर्ष २०७९/८०	आर्थिक वर्ष २०८०/८१	आर्थिक वर्ष २०८१/८२
चुक्तापूँजी	५,००,००,०००।-	५,००,००,०००।-	२०,००,००,०००।-	२०,००,००,०००।-	२०,००,००,०००।-
कुल सम्पत्ति	५,६७,८१,८८१।-	६,०१,४२,६८०।-	२२,१२,०८,२६७।-	३१,३४,०५,८०३।-	३०२,४६३,४९३।-
लगानीहरु - चल्ती तथा मुद्दती निक्षेप	५,६२,७१,९२४।-	५,९९,२१,५२५।-	२१,६७,४१,४५९।-	२४,२९,५१,१२४।-	२,३८,५६,०१९।-
अन्य सम्पत्ती	५,०९,९५७।-	२,२१,१५५।-	४४,६६,८०८।-	७,०४,५४,६८१।-	२४,३८,९५,३५४।-
जगेडा तथा कोषहरु	६७,२५,३८१।-	१,००,५७,९३०।-	२,१०,४२,३७२।-	२,४१,५८,९९९।-	३,४७,१२,१२०।-
नाफा - नोक्सान हिसाब	आर्थिक वर्ष २०७७/७८	आर्थिक वर्ष २०७८/७९	आर्थिक वर्ष २०७९/८०	आर्थिक वर्ष २०८०/८१	आर्थिक वर्ष २०८१/८२
कमीसन आम्दानी	-	-	-	७९,४६,६४८।-	६,४५,०१,९९६।-
ब्याज आम्दानी	४७,८३,०१२।-	४७,९८,८१४।-	१,७७,८५,५१६।-	१,८२,१४,८९१।-	५४,९५,११९।-
गैह्र संचालन आम्दानी	-	७५८।-	८,०००।-	-	३,०००।-
सञ्चालन खर्च	४६,९२८।-	३७,२९८।-	२१,०१,४५५।-	२,१४,९७,१०२।-	३,९९,१४,४९२।-
खुद मुनाफा	३६,७०,४६५।-	३३,३२,५४९।-	१,०९,८४,४४३।-	३१,१६,५४६।-	२,१०,७९,५१८।-

पूँजी संरचना : यस आर्थिक वर्ष २०८१/८२ को अन्त्यमा कम्पनीको चुक्ता पूँजी रु. बीस करोड रहेको छ ।

ब्याज आम्दानी :आ.व. २०८१/८२ मा ५४ लाख ९५ हजार ११९ ब्याज आम्दानी गरेको छ ।

सञ्चालन खर्च :आ.व. २०८१/८२ लेखापरीक्षकको पारिश्रमिक र संचालन खर्च आदीमा रु.३ करोड ९९ लाख १४ हजार ४९२ खर्च गरिएको छ ।

खुद मुनाफा :आ.व. २०८१/८२ मा रु. २ करोड १० लाख ७९ हजार ५१८ खुद मुनाफा गरेको छ ।

३. संस्थागत सुशासन तथा अनुपालन :

कम्पनीले संस्थागत सुशासन र नियमन अनुपालनलाई आफ्नो कार्य संचालनको मूल आधारका रूपमा लिई उच्चतम स्तरमा कायम राख्न निरन्तर प्रतिबद्धता जनाउँदै आएको छ। संस्थागत सुशासनको प्रभावकारी कार्यान्वयनलाई प्राथमिकतामा राख्दै कम्पनीको उद्देश्य, नीति, आन्तरिक संरचना तथा कर्मचारीहरूद्वारा पालना गरिनुपर्ने आचरणका मापदण्डहरू व्यवस्था गरिएको छ। सञ्चालक समिति र कर्मचारीहरूका लागि तयार गरिएको आचारसंहिता कार्यान्वयनमा रहनुका साथै, आवश्यक विनियमावलीहरू—जस्तै कर्मचारी विनियमावली, आर्थिक प्रशासन विनियमावली, कार्य सञ्चालन विनियमावली—सञ्चालक समितिबाट स्वीकृत भई व्यवहारमा ल्याइसकिएको छ। कम्पनीले आफ्नो सम्पूर्ण कार्यप्रणालीलाई पारदर्शी, जवाफदेही र उत्तरदायी बनाउँदै संस्थागत सुशासनलाई थप सुदृढ बनाउने दिशामा निरन्तर अग्रसरता देखाउँदै आएको छ। साथै, नियमन निकायहरू तथा अन्य सम्बन्धित निकायहरूद्वारा समय-समयमा जारी गरिएका नीति, निर्देशन तथा मार्गनिर्देशनहरूलाई कम्पनीले पूर्ण रूपमा पालना गर्दै आएको छ।

४. सञ्चालक समितिमा भएको हेरफेर र त्यसको कारण

कम्पनी ऐन, २०६३ को दफा ८६ तथा कम्पनीको नियमावलीको दफा २७(२) बमोजिम स्वतन्त्र सञ्चालकको रिक्त स्थानमा श्री ऋषिराज बराललाई मिति २०८१ चैत्र ०७ गते बसेको सञ्चालक समितिको ५४औं बैठकबाट स्वतन्त्र सञ्चालक सदस्यको रूपमा नियुक्त गरिएको छ। कम्पनीका अन्य सबै सञ्चालक सदस्यहरू यथावत् रहेका छन्।

५. व्यवस्थापनमा भएको हेरफेर र त्यसको कारण

आ.व २०८१/८२ मा कम्पनीको कार्यालय संचालनलाई थप प्रभावकारी र व्यावसायिक बनाउन एक जना प्रमुख कार्यकारी अधिकृत नियुक्त गर्नु आवश्यक रहेकोले, इच्छुक व्यक्तिहरूबाट छनोट प्रक्रिया अघि बढाई योग्य उम्मेदवारहरूको मूल्याङ्कन तथा अन्तरवार्ता सम्पन्न गरिएपश्चात, मिति २०८१ कार्तिक २९ गते बसेको सञ्चालक समितिको ४९औं बैठकको निर्णयानुसार श्री मनिष अर्याल ज्यूलाई मिति २०८१/०८/०५ गतेदेखि लागू हुने गरी कम्पनीको कर्मचारी विनियमावलीको दफा ४ को स्पष्टिकरणको खण्ड (ख) अनुसार करारमा प्रमुख कार्यकारी अधिकृतको रूपमा नियुक्त गरिएको छ।

६. अन्य समितिहरू

नेपाल धितोपत्र बोर्डबाट कारोवार गर्ने इजाजत प्राप्त भए पश्चात नियमानुसार ए.एम.एल. समिति, लेखापरीक्षण समिति, जनशक्ति समिति, जोखिम व्यवस्थापन समिति र पदपूर्ति समिति गठन गरिएको छ।

७. सरकारी राजस्वमा योगदान

आ.व. २०८१/८२ मा कम्पनीले अग्रिम आयकर वापत रु. ९३ लाख ८५ हजार ३२६ दाखिला गरेको छ।

८. कम्पनीको कारोवारलाई असर पार्ने मुख्य कारकहरू

कम्पनीको कारोवारलाई असर पार्न सक्ने विभिन्न किसिमका जोखिमहरू देहायबमोजिम रहेका छन्:

१. नेपाल धितोपत्र बोर्ड सम्बन्धी नीतिमा परिवर्तन गर्दा श्रृजना हुनसक्ने संभावित जोखिमहरू।
२. नेपाल स्टक एक्सचेन्ज लिमिटेडबाट शेयर कारोवारमा असर पर्ने नीतिमा परिवर्तनबाट हुन सक्ने जोखिमहरू।
३. सिडिएस एण्ड क्लियरिंग लिमिटेडले नीति निर्देशन परिवर्तन वा परिमार्जनबाट हुन सक्ने जोखिमहरू।
४. देशको आर्थिक अवस्थामा आउने परिवर्तनबाट पर्न सक्ने जोखिमहरू।
५. पूँजीबजारमा आउन सक्ने उतारचढावबाट हुन सक्ने जोखिमहरू।
६. देशको राजनैतिक अस्थिरताले पर्न सक्ने असरहरू।
७. तीव्र तर बैकिङ्ग प्रतिस्पर्धाका कारण पर्न सक्ने असरहरू।

८. सम्पत्ति शुद्धीकरणलाई रोक्नका लागि देशमा केन्द्रकृत तथ्यांकहरु तथा पर्याप्त प्रविधिहरुको अभावका कारण हुन सक्ने जोखिम ।

९. सूचना प्रविधिको विकास सँगै यससँग जोडिएका सञ्चालन जोखिम सम्बन्धी चुनौती ।

९. लेखापरीक्षकको नियुक्ति

कम्पनीको आर्थिक वर्ष २०८१/८२ का हरहिसाबहरु लेखापरीक्षण गर्न संचालक समितिबाट नियुक्त हुनु भएका श्री श्रेष्ठ एन्ड न्यौपाने एसोसिएट्स, चार्टर्ड एकाउन्टेन्ट्सबाट लेखापरीक्षण सम्पन्न भयो । आर्थिक वर्ष २०८२/८३ को हरहिसाबहरु लेखापरीक्षण गर्नका लागि संचालक समितिको सिफारिस अनुसार लेखापरीक्षकको नियुक्त गरिने छ ।

१०. भावी कार्यक्रम तथा योजनाहरु

यस कम्पनीको भावी कार्यक्रम तथा योजनाहरु निम्नानुसार रहेका छन् :

१. बुटवलमा शाखा सञ्चालन गर्नका लागि नेपाल धितोपत्र बोर्ड (SEBON) बाट स्वीकृति प्राप्त भइसकेको हुँदा उक्त शाखालाई प्रभावकारी रूपमा सञ्चालन गर्ने ।
२. उपत्यका बाहिर अन्य उपयुक्त शाखाहरुको पहिचान गर्ने तथा मुख्य कम्पनी सिटिजन्स बैंक इण्टरनेशनल लिमिटेडको शाखाहरुबाट कारोवार विस्तार गर्दै जाने ।
३. नेपाल धितोपत्र बोर्डबाट निक्षेप सदस्यको इजाजत प्राप्त गर्न आवश्यक पर्ने कम्पनीको कार्यालयमा भौतिक पूर्वाधार निर्माण गर्ने तथा आवश्यक उपकरणहरु, स्थिर सम्पत्ती तथा software को व्यवस्थापन गर्ने ।
४. कम्पनीको आन्तरिक नियन्त्रण प्रणाली तथा सुशासनलाई अझ बढी सुदृढ गर्ने ।
५. विज्ञापन तथा व्यापार प्रवर्द्धन कार्यक्रमद्वारा कम्पनीले आफ्नो Brand विस्तार गरी व्यापार बढाउँदै जाने ।
६. कर्मचारीहरुको दक्षता अभिवृद्धिको लागि नियमित रूपमा तालिम दिई मानव संसाधनको विकास गर्ने ।
७. शेयर कारोवारको क्षेत्रमा विकसित नविनतम प्रविधिलाई आवश्यकता अनुसार लागू गर्ने ।

११. लेखापरीक्षण, वासलात र अन्य विवरण

२०८२ असार मसान्तको कम्पनीको वासलात, २०८१/८२ को नाफा-नोक्सान हिसाब, नगद प्रवाह विवरण, सम्बद्ध अनुसूचीहरु र लेखापरीक्षकको प्रतिवेदन यसै प्रतिवेदनका अंगको रूपमा राखिएको छ ।

१२. वितरण योग्य मुनाफा

आर्थिक वर्ष २०८१/८२ कम्पनीले खुद नाफा रु २,१०,७९,५१८।- आर्जन गरेकोमा धितोपत्र व्यवसायी (धितोपत्र दलाल तथा धितोपत्र व्यापारी) नियमावली, २०६४ को दफा ३४क बमोजिम खुद नाफाको १० प्रतिशत अर्थात रु. २१ लाख ७ हजार ९ सय ५२ साधारण जगेडा कोषमा छुट्याइएको छ र २ लाख १० हजार ७ सय ९५ सामाजिक उत्तरदायित्व कोषमा छुट्याइएको छ ।

यस कम्पनीले गत आर्थिक वर्ष सम्मको सञ्चित नाफा रु. १ करोड ३३ लाख २० हजार ९ सय ४९ र यस वर्षको अन्त्यमा कायम भएको वितरण योग्य मुनाफा रु. १ करोड ८७ लाख ६० हजार ७७० समेत गरि कुल वितरण योग्य मुनाफा रु. ३ करोड २० लाख ८१ हजार ७१९ सहितको रकमबाट नगद लाभांश वितरण गर्ने प्रस्ताव गरेको छ ।

१३. कम्पनी ऐन २०६३ को दफा १०९ उपदफा ४ अनुसारको अतिरिक्त विवरणहरुलाई यसै प्रतिवेदनको अंगको रूपमा अनुसूची “क” मा राखिएको छ ।

धन्यवाद ज्ञापन

यस कम्पनीको स्थापना र सफल सञ्चालनमा प्रत्यक्ष तथा अप्रत्यक्ष रूपमा सहयोग प्रदान गर्नु भएका सबै पक्षप्रति सञ्चालक समितिको तर्फबाट हार्दिक आभार प्रकट गर्दछु। विशेषतः प्रवर्द्धक संस्थाको रूपमा निरन्तर सहयोग गर्दै आउनु भएका शेयरधनी संस्था सिटिजन्स बैंक इन्टरनेशनल लिमिटेडका सम्माननीय सञ्चालक समितिका सदस्यहरू, प्रमुख कार्यकारी अधिकृतज्यू तथा अन्य उच्च पदस्थ अधिकारीहरूलाई हार्दिक कृतज्ञता व्यक्त गर्दछु।

त्यसैगरी, नेपाल सरकारका सम्बन्धित निकायहरू, नेपाल धितोपत्र बोर्ड, नेपाल स्टक एक्सचेञ्ज लिमिटेड तथा सिडिएस एण्ड क्लियरिङ लिमिटेडले देखाएको मार्गदर्शन र सहकार्यप्रति पनि हामी विशेष आभारी छौं।

कम्पनीको स्थापनादेखि सञ्चालनसम्म सक्रिय रूपमा योगदान पुर्याउनु भएका सबै कर्मचारीहरूलाई पनि हार्दिक धन्यवाद ज्ञापन गर्न चाहन्छु। साथै, कम्पनी प्रति विश्वास र समर्थन जनाइदिनु भएका सम्पूर्ण शुभेच्छुक तथा सरोकारवालाप्रति पनि म आभार प्रकट गर्दछु।

मिति: २०८२/०४/११

सञ्चालक समितिको तर्फबाट

सप्तमान बज्राचार्य

अध्यक्ष

कम्पनी ऐन २०६३ को दफा १०९ उपदफा ४ अनुसारको अतिरिक्त विवरण

(क) विगत वर्षको कारोबारको सिंहावलोकन,

सञ्चालक समितिको वार्षिक प्रतिवेदनमा उल्लेख गरिएको छ ।

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

पूँजीबजार तथा दोस्रोबजारमा शेयरको मूल्यमा दैनिक रुपमा आउने परिवर्तन, लगानीकर्ताको आय, सूचिकृत कम्पनीको नीति, आम्दानी, पूँजी तथा लाभांश नीति परिवर्तनको कारण समग्र व्यवसाय समेत प्रभावित हुनसक्ने देखिन्छ ।

(ग) प्रतिवेदन तयार भएको मितिसम्म चालू वर्षको उपलब्धि र भविष्यमा गर्नु पर्ने कुराको सम्बन्धमा सञ्चालक समितिको धारणा,

सञ्चालक समितिको वार्षिक प्रतिवेदनमा “विगत वर्षको कम्पनीको कारोबारको सिंहावलोकन” र “भावी कार्यक्रम तथा योजनाहरु” शीर्षक अन्तर्गत उल्लेख गरिएको छ ।

(घ) कम्पनीको औद्योगिक वा व्यावसायिक सम्बन्ध,

कम्पनीको औद्योगिक एवम् व्यावसायिक सम्बन्ध भएका सबै सरोकारवालाहरूसँग सुमधुर व्यावसायिक सम्बन्ध कायम रहेको छ । भावी दिनहरुमा अझ बढी सुमधुर व्यावसायिक सम्बन्ध विस्तार गर्दै लगिने छ ।

(ङ) सञ्चालक समितिमा भएको हेरफेर र सोको कारण,

कम्पनी ऐन, २०६३ को दफा ८६ तथा कम्पनीको नियमावलीको दफा २७(२) बमोजिम स्वतन्त्र सञ्चालकको रिक्त स्थानमा श्री ऋषिराज बराल लाई यस कम्पनीको मिति २०८१ चैत्र ०७ गते बसेको संचालक समितिको ५४ औं बैठकबाट स्वतन्त्र संचालक सदस्यमा नियुक्त गरेको र अन्य सबै संचालकहरु श्री सप्तमान बज्राचार्य, श्री सृजेश ज्ञवाली, श्रीमति सिजु शाक्य र श्रीमति प्रमिता श्रेष्ठ प्रधान यथावत रहनुभएको ।

(च) कारोबारलाई असर पार्ने मुख्य कुराहरु,

१. नेपाल धितोपत्र बोर्ड सम्बन्धी नीतिमा परिवर्तन गर्दा श्रृजना हुनसक्ने संभावित जोखिमहरु ।
२. नेपाल स्टक एक्सचेन्ज लिमिटेडबाट शेयर कारोबारमा असर पर्ने नीतिमा परिवर्तनबाट हुन सक्ने जोखिमहरु ।
३. सिडिएस एण्ड क्लियरिंग लिमिटेडले नीति, निर्देशन परिवर्तन वा परिमार्जनबाट हुन सक्ने जोखिमहरु ।
४. देशको आर्थिक ऐन, मौद्रीक नीतिमा आउने परिवर्तनबाट पर्न सक्ने जोखिमहरु ।
५. देशको आर्थिक अवस्थामा आउने परिवर्तनबाट पर्न सक्ने जोखिमहरु ।
६. पूँजी बजारमा आउन सक्ने उतार चढावबाट हुन सक्ने जोखिमहरु ।
७. विभिन्न प्राकृतिक प्रकोपबाट श्रृजना हुन सक्ने जोखिमहरु ।

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- (छ) लेखापरीक्षण प्रतिवेदनमा कुनै कैफियत उल्लेख भएको भए सोउपर सञ्चालक समितिको प्रतिकृया, सारभुत कैफियत नरहेको ।
- (ज) लाभांश बाँडफाँड गर्न सिफारिस गरिएको रकम,
आ.व २०८१/८२ मा कम्पनीले १५.७९ प्रतिशत नगद लाभांश बाँडफाँड गर्न सिफारिस गरिएको ।
- (झ) शेयर जफत भएको भए जफत भएको शेयर संख्या, त्यस्तो शेयरको अङ्कित मूल्य, त्यस्तो शेयर जफत हुनुभन्दा अगावै सोबापत कम्पनीले प्राप्त गरेको जम्मा रकम र त्यस्तो शेयर जफत भएपछि सो शेयर बिक्री गरी कम्पनीले प्राप्त गरेको रकम तथा जफत भएको शेयरबापत रकम फिर्ता गरेको भए सोको विवरण,
कम्पनीले गत वर्ष कुनै पनि शेयर जफत गरेको छैन ।
- (ञ) विगत आर्थिक वर्षमा कम्पनी र यसको सहायक कम्पनीको कारोबारको प्रगति र सो आर्थिक वर्षको अन्तमा रहेको स्थितिको पुनरावलोकन,
कम्पनीको सहायक कम्पनी नरहेको ।
- (ट) कम्पनी तथा त्यसको सहायक कम्पनीले आर्थिक वर्षमा सम्पन्न गरेको प्रमुख कारोबारहरु र सो अवधिमा कम्पनीको कारोबारमा आएको कुनै महत्वपूर्ण परिवर्तन,
कम्पनीको सहायक कम्पनी नरहेको ।
- (ठ) विगत आर्थिक वर्षमा कम्पनीको आधारभूत शेयरधनीहरुले कम्पनीलाई उपलब्ध गराएको जानकारी,
यस्तो कुनै जानकारी प्राप्त भएको छैन ।
- (ड) विगत आर्थिक वर्षमा कम्पनीका सञ्चालक तथा पदाधिकारीहरुले लिएको शेयरको स्वामित्वको विवरण र कम्पनीको शेयर कारोबारमा निजहरु संलग्न रहेको भए सोसम्बन्धमा निजहरुबाट कम्पनीले प्राप्त गरेको जानकारी:
सिटिजन्स बैंक इन्टरनेशनल लिमिटेडको शत प्रतिशत लगानी रहेको - २०,००,००० कित्ता शेयर ।
- (ढ) विगत आर्थिक वर्षमा कम्पनीसँग सम्बन्धित सम्भौताहरुमा कुनै सञ्चालक तथा निजको नजिकको नातेदारको व्यक्तिगत स्वार्थको बारेमा उपलब्ध गराइएको जानकारीको व्यहोरा,
यस्तो कुनै जानकारी कम्पनीलाई प्राप्त भएको छैन ।
- (ण) कम्पनीले आफ्नो शेयर आफैले खरिद गरेको भए त्यसरी आफ्नो शेयर खरिद गर्नुकोकारण, त्यस्तो शेयरको संख्या र अङ्कित मूल्य तथा त्यसरी शेयरखरिद गरेबापत कम्पनीले भुक्तानी गरेको रकम,
कम्पनीले आफ्नो शेयर आफैले खरिद गरेको छैन ।

(त) आन्तरिक नियन्त्रण प्रणाली भए वा नभएको र भएको भए सोको विस्तृत विवरण,

कम्पनीले आन्तरिक नियन्त्रण प्रणाली अन्तर्गत देहाय बमोजिमको व्यवस्था गरेको छ :

- (क) सञ्चालन प्रक्रिया तर्फ आर्थिक विनियमावली, कर्मचारी विनियमावली, कार्य संचालन विनियमावली, तथा आवश्यक कार्य विधिहरू तयार गरी प्रचलनमा ल्याएको छ ।
- (ख) स्वतन्त्र आन्तरिक लेखापरीक्षण विभाग गठन गरिएको छ ।
- (ग) लेखापरीक्षण समितिले आन्तरिक नियन्त्रण प्रक्रियाको नियमित अनुगमन गर्ने गरेको छ ।
- (घ) संस्थागत सुशासनको लागि हर सम्भव निरन्तर प्रयत्नहरू जारी राखेको छ ।
- (ङ) जोखिम न्यूनिकरणको लागि व्यवसायमा प्रत्यक्ष संलग्न नहुने गरी जोखिम व्यवस्थापन समिति रहेकोछ ।
- (च) सञ्चालन तथा AML/CFT जोखिम न्यूनिकरणको निमित्त AML/CFT समिति गठन गरिएको छ ।

(थ) विगत आर्थिक वर्षको कुल व्यवस्थापन खर्चको विवरण,

क्र.सं.	शीर्षक	रकम रु
१	कार्यालय संचालन खर्च	३९,९१४,४९२ ।-

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

(१) लेखापरीक्षण समिति

सञ्चालक श्री ऋषिराज बराल	संयोजक
सञ्चालक श्री श्रृजेश ज्ञवाली	सदस्य
आन्तरिक लेखापरीक्षक श्री ज्ञानेन्द्र सुवेदि	सदस्य सचिव

(२) लेखापरीक्षण समितिका सदस्यलाई बैठक भत्ता रु. ७०,००० बाहेक अन्य कुनै पारिश्रमिक/सुविधा प्रदान गर्ने गरिएको छैन ।

(३) आ.व. २०८१/८२ मा चार पटक लेखापरीक्षण समितिको बैठक बसेको थियो ।

समितिले कम्पनीको दीर्घकालीन रणनीति, आन्तरिक नियन्त्रण प्रणाली, वित्तीय स्थिति, लगानीको प्रभावकारिता तथा जोखिम व्यवस्थापन, लेखापरीक्षण योजना र आन्तरिक लेखापरीक्षक तथा वाह्य लेखापरीक्षकले पेश गरेको लेखापरीक्षण प्रतिवेदनमा देखा परेका प्रमुख मुद्दाहरूको समीक्षा गरी विभिन्न सुझावहरू व्यवस्थापनलाई दिने, उक्त समिक्षामा विशेष रूपमा नियामकीय दायित्वहरू तथा बजारको अस्थिरताको सन्दर्भमा देखिएका सम्भावित जोखिमहरूलाई पहिचान गरी सो सम्बन्धमा सुधारात्मक कदम चाल्न व्यवस्थापनलाई निर्देशन दिने, कम्पनीको समग्र दीर्घकालीन योजनालाई कार्यान्वयनमा ल्याउनका लागि आवश्यक परामर्श प्रदान गर्ने र सोहीअनुसार व्यवस्थापनले कार्यान्वयन सुनिश्चित गर्नुपर्ने निर्देशन दिने, कम्पनीको कामकारवाहीमा नियमितता, मितव्ययिता, औचित्यता, प्रभावकारिता जस्ता कुराहरू अवलम्बन भए/नभएको बारे समीक्षा गरी सञ्चालक समितिलाई आवश्यक सुझाव दिने, कम्पनीको त्रैमासिक वित्तीय विवरणको समीक्षा गरी सञ्चालक समिति समक्ष प्रतिवेदन पेश गर्ने जस्ता कार्यहरू सम्पन्न गरेको छ ।

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

(न) सञ्चालक, प्रबन्ध सञ्चालक, कार्यकारी प्रमुख तथा पदाधिकारीहरूलाई भुक्तानीगरिएको पारिश्रमिक, भत्ता तथा सुविधाको रकम,

क्र.सं.	विवरण	सञ्चालक रकम रु.	प्रमुख कार्यकारी अधिकृतको रकम रु.
१	बैठक भत्ता	७१५,०००* १-	
२.	पारिश्रमिक तथा भत्ता		
	(क) तलव		९४४,००० १-
	(ख) भत्ता		७०९,३३३ १-
	(ग) अन्य		९४,४०० १-
	कुल जम्मा	७१५,००० १-	१,७४७,७३३ १-

*उपरोक्त रकममा विभिन्न उपसमितिको बैठक भत्ता रु. २६२,००० १- समेत समावेश भएको छ ।

*प्रमुख कार्यकारी अधिकृत लगायत अन्य कर्मचारीहरूलाई कम्पनीको कर्मचारी विनियमावली अनुसार विमा, इन्धन सुविधाको व्यवस्था गरीएको छ ।

(प) शेयरधनीहरूले बुझिलिन बाँकी रहेको लाभांशको रकम, नभएको ।

(फ) दफा १४१ बमोजिम सम्पत्ति खरिद वा बिक्री गरेको कुराको विवरण, नभएको ।

(ब) दफा १७५ बमोजिम सम्बद्ध कम्पनीबीच भएको कारोबारको विवरण, सम्बद्ध कम्पनी बिच भएको कारोबारको विवरण कम्पनीको वार्षिक वित्तीय विवरणको लेखा सम्बन्धी टिप्पणीहरू अन्तर्गतको बुँदा नं. २३ मा उल्लेख गरिएका छन् ।

(भ) यस ऐन तथा प्रचलित कानूनबमोजिम सञ्चालक समितिको प्रतिवेदनमा खुलाउनु पर्ने अन्य कुनै कुरा, नभएको ।

(म) अन्य आवश्यक कुराहरु । नभएको ।



लेखापरीक्षण प्रतिवेदन

आर्थिक वर्ष २०८१/८२



**INDEPENDENT AUDITOR'S REPORT
TO THE SHAREHOLDERS OF
CITIZENS SHARE BROKER LIMITED
(FORMERLY KNOWN AS CBIL SECURITIES LIMITED)**

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Citizens Share Broker Limited** (previously known as **CBIL Securities Limited** and hereafter referred to as "**the Company**" in this opinion), which comprise the Statement of Financial Position as at Ashadh 32, 2082, (July 16, 2025), the Statement of Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended on that date, and a summary of the significant accounting policies and other explanatory information (hereafter referred to as "**the financial Statements**").

In our opinion, the financial statements of the Company present fairly, in all material respects, the financial position of the Company, as at Ashadh 32, 2082 (July 16, 2025), and its financial performance, changes in equity, cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information, in accordance with Nepal Financial Reporting Standards (NFRS) and comply with Company Act, 2063 (updated 2074) and other prevailing laws.

Basis for Opinion

We conducted our audit of the financial statements in accordance with Nepal Standards on Auditing (NSAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Handbook of The Code of Ethics for Professional Accountants issued by The Institute of Chartered Accountants of Nepal (ICAN), and we have fulfilled our other ethical responsibilities in accordance with 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 audit opinion on the financial statements.

Key Audit Matters

Key Audit Matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report:

S. No.	Key Audit Matters	Auditor's Response
a)	Fair Value Movement : The Company has investment in multiple financial assets whose Fair Value movement will cast significant impact on the financial performance of the Company.	Our audit approach includes analysis of markets which suggests the asset specific fair value. The fair value movement is checked with the nature of the transactions along with the market scenarios pertaining to those assets.



UDIN : 250730CA01261jWgzt

S. No.	Key Audit Matters	Auditor's Response
b)	Receivable Balances : Company has a receivable balance amounting to NRs. 215,853,490 of current nature from its receivables as on the reporting date. This includes receivable from clients in the normal course of business and balances remaining to be settled within regulated time.	Our audit approach regarding assessment of receivable balances included the positive external confirmation from the parties, assessment of internal control mechanisms related to recording and receipt of fund and test of control.

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

The Company's Management is responsible for the preparation of the other information. The other information comprises the information included in the Management Report, Report of the Board of Directors and Chairman's statement but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

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

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

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

- Identify and assess the risks 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 omissions, misrepresentations, or the override of internal control.

UDIN : 250730CA01261jWgz



- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company'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 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 cast significant doubt on the Company'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 disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

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.

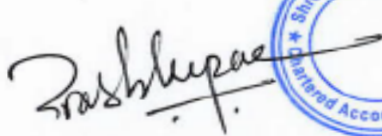
We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

Based on our examination, we would like to further report that:

- i. We have obtained all the information and explanations which were considered necessary for the purpose for our audit.
- ii. The Company has kept proper books of accounts as required by law, in so far as it appears from our examination of those books of account.
- iii. The Statement of Financial Position, Statement of Profit or Loss (including other Comprehensive Income), the Statement of Change in Equity and the Statement of Cash Flows and attached Schedules dealt with by this report are in agreement with the books of account maintained by the Company.
- iv. During our examination of the books of account of the Company, we have not come across the cases where the Board of Directors or any member thereof or any representative or any office holder or any employee of the Company has acted contrary to the provisions of law or caused loss or damage to the Company and
- v. We have not come across any fraudulence in the accounts, based on our sample examination of the books.

Date: July 30, 2025 (Shrawan 14, 2082)
Place: Kathmandu




Prashidha Neupane, FCA.
Partner
for & on behalf of
Shrestha & Neupane Associates
Chartered Accountants

UDIN : 250730CA01261jWgzt

CITIZENS SHARE BROKER LIMITED
Formerly known as CBIL Securities Limited
STATEMENT OF FINANCIAL POSITION
As on Ashad 32, 2082

Particulars	Notes	Current Year Ashad 32, 2082	Previous Year Ashad 31, 2081
Assets			
<u>Non- Current Assets</u>			
Financial Assets measured at Amortised Cost	6.1	-	-
Property, Plant & Equipment	2	6,762,151	7,745,451
Right of Use (ROU) Asset	4.1	4,890,756	5,478,505
Intangible Assets	3	512,180	670,640
Deferred Tax Asset	17	250,794	-
<u>Current Assets</u>			
Cash & Cash Equivalents	7	2,856,019	42,951,124
Financial Assets measured at Amortised Cost	6.1	21,000,000	200,000,000
Financial Assets measured at Fair Value through Profit or Loss	6.2	5,031,527	-
Advance Tax	8	1,986,179	2,795,553
Other Assets	9	224,461,766	53,764,532
Total Assets		267,751,372	313,405,804
Liabilities			
<u>Non- Current Liabilities</u>			
Employee Benefit	10	425,496	131,762
Lease Liability	4.2	4,648,310	5,392,077
<u>Current Liabilities</u>			
Liabilities & Provisions	11	3,357,380	582,271
Employee Benefit	10	426,248	146,765
Trade & Other Payable	12	23,547,903	19,329,900
Borrowing	13	-	63,300,000
Lease Liability	4.2	633,914	285,479
Current Tax Liabilities	-	-	-
Deferred Tax Liability	17	-	78,632
Total Liabilities		33,039,252	89,246,885
Equity			
Share Capital	18	200,000,000	200,000,000
Retained Earning	19	32,081,719	23,847,264
Reserves	20	2,630,402	311,655
Total Equity		234,712,120	224,158,918
Total Equity & Liabilities		267,751,372	313,405,804

Schedules & Explanatory Notes form integral part of Balance Sheet As per our report of even date

Prajeeta Maharjan
Finance head

Manish Aryal
Chief Executive Officer

Saptaman Bajracharya
Chairman

CA Prasiddha Neupane, FCA
Partner for & on behalf of
Shrestha & Neupane Associates

Siju Shakya
Director

Srijesh Gyawali
Director

Pramita Shrestha Pradhan
Director

Rishi Raj Baral
Independent Director

Date: July 27, 2025

Place: Lalitpur

CITIZENS SHARE BROKER LIMITED
Formerly known as CBIL Securities Limited
STATEMENT OF PROFIT OR LOSS & OTHER COMPREHENSIVE INCOME
For the Period From Shrawan 1, 2081 to Ashad 32, 2082

Particulars	Notes	Current Year Ashad 32, 2082	Previous Year Ashad 31, 2081
Income			
Revenue from Operations	15.1	64,501,996	7,946,648
Other Income	15.2	5,498,119	18,214,891
Net change in fair value of financial asset recorded at fair value through Profit or loss	6.2	(464,372)	-
Gain/(Loss) on Disposal of Securities	6.3	514,166	-
Total Income		70,049,909	26,161,539
Expenditure			
Operational Expenses	16.1	13,316,436	1,642,325
Personnel Expenses	10	12,029,615	6,826,231
Other Operating Expense	16.2	8,596,974	9,782,738
Finance Cost	16.3	4,156,072	1,996,386
Depreciation	2	1,656,935	1,129,062
Amortization	3	158,460	120,360
Total Expenditure		39,914,492	21,497,102
Profit Before Income Tax		30,135,417	4,664,437
Income Tax Expense	17	9,055,900	1,547,891
Current Tax		9,385,326	1,469,259
Deferred Tax		(329,426)	78,632
Profit/(Loss) for the year		21,079,518	3,116,546
Other Comprehensive Income/ (Expense)			
Gain/(loss) on Revaluation		-	-
Actuarial Gains/(Losses) on Defined Benefit Plans		-	-
Income Tax relating to Above Items		-	-
Total Comprehensive Income for the year		21,079,518	3,116,546
Attributable To Equity Share Holders		21,079,518	3,116,546
Earning Per Share (Basic)		10.54	1.56
Earning Per Share (Diluted)		10.54	1.56

Schedules & Explanatory Notes form integral part of Balance Sheet

As per our report of even date

Prajeeta Maharjan
Finance head

Manish Aryal
Chief Executive Officer

Saptaman Bajracharya
Chairman

CA Prasiddha Neupane, FCA
Partner for & on behalf of
Shrestha & Neupane Associates

Siju Shakya
Director

Srijesh Gyawali
Director

Pramita Shrestha Pradhan
Director

Rishi Raj Baral
Independent Director

Date: July 27, 2025

Place: Lalitpur

CITIZENS SHARE BROKER LIMITED
Formerly known as CBIL Securities Limited
STATEMENT OF CASH FLOW
For the Period From Shrawan 1, 2081 to Ashad 32, 2082

Particulars	Current Year Ashad 32, 2082	Previous Year Ashad 31, 2081
A. Cashflow from Operating Activities		
1. Cash Receipts	70,000,115	26,161,539
1.1 Interest Income	5,495,119	18,214,891
1.2 Commission Income	64,501,996	7,946,648
1.3 Gain on Trading of Investment Securities		-
1.4 Other Income	3,000	-
2. Cash Payments	47,484,422	21,716,939
2.1 Commission Expense	13,316,436	1,642,325
2.1 Interest Expenses	4,156,072	1,996,386
2.2 Staff Expenses	12,029,615	6,826,231
2.3 Office and Other Overhead Expenses	8,596,974	9,782,738
2.4 Payment of Income Tax	9,385,326	1,469,259
2.5 Utilization of CSR Fund	-	-
Cash Flow Before Working Capital Activities	22,515,692	4,444,600
Decrease/(Increase) in Current Asset from Operating Activities	(169,887,861)	(54,883,076)
1. (Increase)/Decrease in Current Assets	(169,887,861)	(54,883,076)
Increase/(Decrease) in Current Liability from Operating Activities	(55,733,670)	83,324,803
1. Increase / (Decrease) in Borrowing	(63,300,000)	63,300,000
2. Increase / (Decrease) in Provision and Other liabilities	3,348,327	-
3. Increase / (Decrease) in Trade and Other Payable	4,218,003	20,024,803
Net Cash Flow from Operating Activity	(203,105,838)	32,886,327
B. Cash Flow from Investing Activities		
Purchase of Investments	(5,495,899)	
Receipt from sale of Investment securities	514,166	
Purchase of Property & Equipment	(131,126)	
Receipt from sale of Property & Equipment	26,119	
Purchase of Intangible Assets		
Receipt from sale of Intangible Assets	-	
Dividend Received	-	
(Increase)/Decrease in Investment	179,000,000	
Net Cash flow from Investing Activities	173,913,260	(12,354,218)
(C) Cash Flow from Financial Activities		
Increase/(Decrease) in Lease Liability	(395,331)	5,677,555
Adjustments in Lease Liability of Previous Year	19,121	-
Dividend Paid	(10,526,316)	-
Other Receipt/Payment	-	-
Net Cash Flow from Financial Activities	(10,902,526)	5,677,555
Net Increase/(Decrease) in cash	(40,095,104)	26,209,664
Opening Cash & Cash Equivalents	42,951,123	16,741,459
Changes due to rectification of Prior Period Error	-	
Closing Cash & Cash Equivalents	2,856,019	42,951,123

Schedules & Explanatory Notes form integral part of Balance Sheet

As per our report of even date

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Finance head

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Chief Executive Officer

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Director

Srijesh Gyawali
Director

Pramita Shrestha Pradhan
Director

Rishi Raj Baral
Independent Director

Date: July 27, 2025,
Place: Lalitpur

CITIZENS SHARE BROKER LIMITED
Formerly known as CBIL Securities Limited
Kupondole, Lalitpur, Nepal
STATEMENT OF CHANGE IN EQUITY
For the Period From Shrawan 1, 2081 to Ashad 32, 2082

Particulars	Share Capital	Share Premium	Retained Earning	General Reserve	CSR Reserve	Total amount
Balance as on 1st Shrawan 2080	200,000,000	-	21,042,373	-	-	221,042,373
Profit for the year			3,116,546			3,116,546
Transfer to reserves			(311,655)	311,655	-	-
Other Comprehensive Income			-			-
Utilization					-	-
Adjustment of lease liability						-
Balance as on Ashad end 2081	200,000,000	-	23,847,264	311,655	-	224,158,919
Dividend paid			(10,526,316)			(10,526,316)
Profit for the year			21,079,517			21,079,517
Opening Figure Adjustment			-			-
Transfer to reserves			(2,318,747)	2,107,952	210,795	-
Other Comprehensive Income			-			-
Utilization			-		-	-
Balance as on Ashad End 2082	200,000,000	-	32,081,719	2,419,606	210,795	234,712,120

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Director

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Director

Rishi Raj Baral
Independent Director

Date: July 27, 2025
Place: Lalitpur

Notes to the **Financial Statements**

for the year ending on
Ashad 32, 2082 (July 16, 2025)

1. Overview of the Company

Citizens Share Broker Limited (Formerly known as C.B.I.L. Securities Limited, hereinafter referred to as "Company") was incorporated on June 11, 2019 (Jestha 28, 2076) as a public limited company incorporated in Nepal under the Companies Act, 2063 (Registration No. 163273/072/073) is a Stock Broker licensed by Securities Board of Nepal (SEBON) to render brokerage service related to securities, margin trading, investment in securities and consultancy to its clients and other related services. The Company commenced its commercial activities from 29th Ashwin, 2080 (16th October 2023). On its Second Special General Meeting dated 08th Magh, 2081 (21st January 2025), the Company passed a resolution to amend the name to Citizens Share Broker Limited accordingly. The same is recorded with the Office of the Company Registrar on 19th Chaitra, 2081 (1st April 2025).

The registered office and principal place of business of the Company is located at Ward No.10, Lalitpur Metropolitan City, Kuponhole, Nepal. Citizens Bank International Limited as on date holds 100% controlling interest in the company

The Board of Directors approved the financial statements for the year ended Ashadh 32, 2082 (July 16, 2025) and authorized for issue on July 27, 2025.

1.1. Summary of Significant Accounting Policies

The principal accounting policies are adopted in the preparation of financial statements, which have been consistently applied unless otherwise stated.

1.2. Statement of Compliance:

The Financial Statements are presented in Nepalese Rupees, rounded to the nearest Rupee. The Financial Statements have been prepared in accordance with Nepal Financial Reporting Standards (NFRS).

Further, the financial statements are in compliance with the Securities Act, 2063 and its regulation and in conformity with the Companies Act 2063 (updated 2074) and other relevant laws.

1.3. Basis of Preparation

The company, while complying with the reporting standards, makes critical accounting judgments as having potentially material impact on the financial statements. The significant accounting policies that relate to the financial statements along with the judgments made are described herein.

Where an accounting policy is generally applicable to a specific item, the policy is described within that relevant note. NFRS requires the company to exercise judgment in making accounting estimates. A description of such estimates has been given in the relevant sections wherever they have been applied.

1.4. Reporting Pronouncements

The company has, for the preparation of financial statements, adopted the NFRS pronounced by ASB as effective on September 13, 2013. NFRS conforms, in all material respects, to International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB).

1.5. Accounting Conventions

The financial statements have been prepared on a historical cost basis, as modified by the revaluation of financial assets and liabilities at fair value through profit or loss. The financial statements have been prepared on a going concern basis where the accounting policies and judgments as required by the standards are consistently used and in case of deviations disclosed specifically.

1.6. Presentation

The financial statements have been presented in the nearest Nepalese Rupees and are rounded to nearest Rupee.

For presentation of the statement of financial position, assets and liabilities have been bifurcated into current and non-current distinction.

The statement of profit or loss has been prepared using the classification 'by nature' method.

The cash flows from operations within the statement of cash flows have been derived using the indirect method.

1.7. Presentation currency

Financial statements are denominated in Nepalese Rupees, which is the functional and presentation currency of the company.

1.8. Accounting policies and accounting estimates

The company, under NFRS, is required to apply accounting policies to suit its circumstances and operating environment most appropriately. Further, the company is required to make a judgment in respect of items where the choice of specific policy, accounting estimate, or assumption to be followed could materially affect the financial statements. This may later be determined that a different choice could have been more appropriate.

Accounting policies have been included in the relevant notes for each item of the financial statements. The effect and nature of the changes, if any, have been disclosed.

NFRS requires the company to make estimates and assumptions that will affect the assets, liabilities, disclosure of contingent assets and liabilities, and profit or loss as reported in the financial statements.

The company applies estimates in preparing and presenting the financial statements. The estimates and underlying assumptions are reviewed periodically. Revision to accounting estimates are recognized in the period in which the estimate is revised and are applied prospectively.

Disclosures of the accounting estimates have been included in the relevant section of the notes wherever the estimates have been applied along with the nature and effect of changes of accounting estimates, if any.

1.9. Financial Periods

The company follows the Nepalese financial year based on the Nepalese calendar. Reporting Period is a period from the first day of Shrawan (mid July) of any year to the last day of Ashadh (mid July) of the next year as per the Nepali calendar.

Year	Nepali Calendar	English Calendar
Current Year	2081/82	2024/25
Previous Year	2080/81	2023/24
Current Year Period	1 st Shrawan 2081 to 32 nd Ashadh 2082	16 th July 2024 to 16 th July 2025
Previous Year Period	1 st Shrawan 2080 to 31 st Ashadh 2081	17 th July 2023 to 15 th July 2024

1.10. Discounting

Discounting has been applied where assets and liabilities are non-current, and the impact of the discounting is material.

1.11. Limitations of NFRS implementation

If the information is not available and the cost to develop would exceed the benefit derived, such exception to NFRS implementation has been noted and disclosed in respective sections.

1.12. Financial Risk Management

The Company's activities are exposed to a variety of financial risks: market risk (including price risk and interest rate risk), credit risk and liquidity risk.

The company's overall internal control structure focuses on ensuring risk minimization. It also seeks to maximize the returns derived for the level of risk to which the company is exposed and seeks to minimize potential adverse effects on the company's financial performance.

All securities investments present a risk of loss of capital. The maximum loss of capital on long equity and debt securities is limited to the fair value of those positions. The management of these risks is carried out by the management of the company.

2. Property, Plant and Equipment

Property, plant and equipment are tangible items that are held for servicing, or for other purposes and are expected to be used during more than one period.

a. Basis of Recognition

Property, plant and equipment are recognized if it is probable that future economic benefits associated with the assets will flow to the Company and costs of the asset can be reliably measured.

b. Basis of Measurement

An item of property, plant and equipment that qualifies for recognition as an asset is measured at its cost. Cost includes expenditure that is directly attributable to the acquisition of the asset and cost incurred subsequently to add to, replace part of, or service it. The cost of self-constructed assets includes the cost of materials and direct labor, any other costs directly attributable to bringing the asset to a working condition for their intended use and the costs of dismantling and removing the items and restoring the site on which they are located.

Assets having a useful life of more than one accounting period are capitalized as per NAS 16 'Property, Plant & Equipment'.

c. Subsequent Costs

The cost of replacing part of an item of property, plant and equipment is recognized in the carrying amount of the item if it is probable that the future economic benefits embodied within that part will flow to the Company and its cost can be measured reliably.

d. De-recognition

The carrying amount of an item of property, plant and equipment is derecognized on disposal or when no future economic benefits are expected from its use or disposal. The gain or losses arising from de-recognition of an item of property, plant and equipment is included in statement of profit or loss when the item is recognized. When replacement costs are recognized in the carrying amount of an item of property, plant and equipment, the remaining carrying amount of the

replaced part is derecognized. Major inspection costs are capitalized. At each such capitalization, the remaining carrying amount of the previous cost is derecognized.

e. Depreciation

Depreciation and amortization are calculated over the depreciable amount, which is the cost of an asset plus and incidental costs related to acquisition. Depreciation is recognized in the statement of profit or loss on the Straight-Line Method (SLM) method using the rate defined/estimated by the management. Based on such estimation, the management estimates the useful life of Property, Plant and Equipment and Intangible Assets are as follows:

Property, Plant and Equipment	Useful Life
Building	50 years
Furniture- Metal	10 years
Furniture- Wood	7 years
Office Equipment	7 years
Vehicles	7 years
Computer (including Printer)	6 years
Leasehold Assets	Over Lease period or a maximum of 10 years
Software	5 years or License Period

Depreciation of an asset begins when it is available for use, i.e. when it is in the location and condition necessary for it to be capable of operating in the manner intended by management. Depreciation of an asset ceases at the earlier of the date when the asset is classified as held for sale or the date when the asset is derecognized. Depreciation methods, useful lives and residual values are reviewed at each reporting date.

f. Property Plant and Equipment

Property and Equipment

(Figures in NPR)

Particulars	Leasehold Properties	Computer & Accessories	Vehicles	Furniture & Fixture	Office Equipment	Capital Work in Progress	Total
Cost							
As on Ashad end 2080	-	-	-	-	-	2,789,800	2,789,800
Addition during the Year	4,054,329	1,785,020	206,500	997,013	1,480,236		8,523,098
Disposal during the year							-
Transfer from assets under construction						2,789,800	2,789,800
As on Ashadh end 2081	4,054,329	1,785,020	206,500	997,013	1,480,236	-	8,523,098
Addition during the Year		32,996		75,078	23,052		131,126
Disposal during the year		8,124			17,995		26,119
As on Ashadh end 2082	4,054,329	1,809,892	206,500	1,072,091	1,485,293		8,628,105
Depreciation and Impairment							
As on Ashad end 2080							
Addition during the Year	301,329	204,490	13,648	101,828	156,353	-	777,647
Disposal during the year	-	-	-	-	-	-	-
Accumulated Depreciation as on Ashadh end 2081	301,329	204,490	13,648	101,828	156,353	-	777,647
As on Ashadh end 2081							
Addition during the Year	406,210	299,733	29,558	140,935	211,870	-	1,088,306
Disposal during the year							
Accumulated Depreciation as on Ashadh End 2082	707,538	504,223	43,206	242,763	368,223	-	1,088,306
Net Book Value as on Ashadh End 2081	3,753,001	1,580,530	192,852	895,185	1,323,883		7,745,451
Net Book Value as on Ashadh End 2082	3,346,791	1,305,669	163,294	829,327	1,117,070	-	6,762,151

3. Intangible assets

An intangible asset is an identifiable non-monetary asset without physical substance held for use in the production or supply of goods or services, or for administrative purposes.

a. Basis of Recognition

Intangible assets are recognized if it is probable that the future economic benefits that are attributable to the asset will flow to the entity and the cost of the assets can be measured reliably.

b. Amortization

Intangible assets are amortized on a Straight-Line Method (SLM) basis. They are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

The amortization rate for the software is assumed to be 20%. Amortization methods, useful lives, and residual values are reviewed at each reporting date.

c. De-recognition

An intangible asset is recognized on disposal or when no future economic benefits are expected from its use and subsequent disposal.

d. Intangible Assets

(Figures in NPR)

Particulars	Software & License
Cost	
As on Ashadh end 2080	-
Addition during the Year	791,000
Disposal during the year	-
As on Ashadh end 2081	791,000
Addition during the Year	-
Disposal during the year	-
As on Ashadh end 2082	791,000
Amortization	
Accumulated Amortization as on Ashadh end 2080	-
Addition during the Year	120,360
Disposal during the year	-
Accumulated Amortization as on Ashadh end 2081	120,360
Addition upto Ashadh End 2082	158,460
Disposal upto Ashadh End 2082	-
Accumulated Amortization as on Ashadh End 2082	278,820
Net Book Value as on Ashadh End 2081	670,640
Net Book Value as on Ashadh End 2082	512,180

4. Leases

The lease includes office premises taken on lease. Lease include conditions such as non-cancellable period, notice period before terminating the lease or escalation of rent upon completion of part tenure of the lease in line with inflation of price. The Company has premises on lease for the period 10 years with an option to renew the lease by mutual consent on mutually agreeable terms.

The weighted average incremental borrowing rate applied to lease liabilities as at Ashad 32, 2082 is 8.55% p.a.

Information about leases for which the company is a lessee are presented below:

4.1 Right of Use Asset

(Figures in NPR)

Particulars	Current Year	Previous Year
Opening Balance	5,478,505	5,829,920
Adjustment for Previous Year	(6,669)	-
Depreciation	(581,080)	(351,415)
Total	4,890,756	5,478,505

4.2 Movement in Lease Liabilities

(Figures in NPR)

Particulars	Current Year	Previous Year
Opening Balance	5,677,555	-
Addition	-	5,829,920
Adjustment	(140,677)	
Interest	465,346	281,635
Payments	(720,000)	(434,000)
Total	5,282,224	5,677,555
Current Lease Liability	633,914	285,479
Non-Current Lease Liability	4,648,310	5,392,077

4.3 Amounts recognized in the Statement of Profit and Loss

(Figures in NPR)

Particulars	Current Year	Previous Year
Interest on Lease Liabilities	465,346	281,635
Adjustment of Interest on Lease Liabilities	(121,557)	-
Depreciation of ROU lease asset	581,080	351,415
Adjustment of ROU lease asset	(12,451)	
Total	912,418	633,050

5. Assets Held for Sale and Discontinued Operations

Non-current assets (such as property) and disposal groups (including both the assets and liabilities of the disposal groups) are classified as held for sale and measured at the lower of their carrying amount and fair value less cost to sell when: (i) their carrying amounts will be recovered principally through sale; (ii) they are available-for-sale in their present condition; and (iii) their sale is highly probable.

Immediately before the initial classification as held for sale, the carrying amounts of the assets (or assets and liabilities in a disposal group) are measured in accordance with the applicable accounting policies described above.

There are no assets that meet the recognition criteria for assets held for sale and discontinued operation.

6. Financial Instruments

The Company's principal financial assets comprise assets held at fair value through profit and loss, financial assets measured at Amortized Cost, trade & other receivables and cash and cash equivalents. The main purpose of these financial instruments is to generate a return on the investment made by shareholders. The Company's principal financial liabilities comprise trade and other payables, which arise directly from its operations.

In accordance with NFRS 9, Financial Instruments: Recognition and Measurement, the company's investment in equity securities are classified as fair value through profit and loss. The amount attributable to Shareholders is classified as equity. Payables are designated as Current and Non-Current liabilities.

a) Classification

The Fund's current investments are classified as fair value through profit or loss. They comprise:

Financial instruments classified as fair value through profit or loss

Financial assets held for trading are recorded in the statement of financial position at fair value. Changes in fair value are recognized through profit or loss. This classification includes quoted equity securities held for trading and equity shares that are not quoted on an active market.

b) Recognition / De- recognition

The company recognizes financial assets and financial liabilities on the date it becomes party to the contractual agreement (trade date) and recognizes changes in fair value of the financial assets or financial liabilities from this date.

Investments are derecognized when the right to receive cash flows from the investments has expired or the company has transferred substantially all risks and rewards of ownership.

Financial liabilities at fair value through profit or loss are derecognized when the obligation specified in the contract is discharged or expired.

Realized gains and realized losses on de-recognition are determined using the weighted average method and are included in the profit or loss in the period in which they arise. The realized gain is the difference between an instrument's weighted average cost and disposal amount.

c) Measurement

Financial assets and liabilities are held at fair value through profit or loss

At initial recognition, the Company measures a financial asset at its fair value. Transaction costs of financial assets carried at fair value through profit or loss are expensed in the statement of Profit or loss.

Subsequent to initial recognition, all financial assets and financial liabilities at fair value through profit or loss are measured at fair value. Gains and losses arising from changes in the fair value of the 'financial assets or financial liabilities at fair value through profit or loss' category are presented in the statement of comprehensive income within net gains/(losses) on financial instruments held at fair value through profit or loss in the period in which they arise.

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 of financial assets and liabilities traded in active markets is subsequently based on their quoted market prices at the end of the reporting period without any deduction for estimated future selling costs.

The fair value of financial assets and liabilities that are not traded in an active market are determined using valuation techniques. The quoted market price used for financial assets held by the Company is the cost price which has not been reclassified due to the assets not being listed in an active market till date and the immaterial impact of such valuation.

d) Fair Value Measurement

The Company measures and recognizes the following assets and liabilities at fair value on a recurring basis:

The Company has no assets or liabilities measured at fair value on a non-recurring basis in the current reporting period:

NFRS 13 requires disclosure of fair value measurements by level of the following fair value hierarchy.

Level 1 fair value measurements are those derived from unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 valuations are those with quoted prices for similar instruments in active markets or quoted prices for identical or similar instruments in inactive markets and financial instruments valued using models where all significant inputs are observable.

Level 3 portfolios are those where at least one input, which could have a significant effect on the instrument's valuation, is not based on observable market data.

6.1 Financial Assets measured at Amortized Cost

During the reporting period, the company has classified fixed deposits amounting to NPR 21,000,000 as Financial Assets measured at Amortized Cost.

(Figures in NPR)

Particulars	Current Year	Previous Year
Non-Current Assets	-	-
Investment in Fixed Deposit (with term exceeding 365 days)		
Current Assets	21,000,000	200,000,000
Investment in Fixed Deposit (with term less than 365 days)	21,000,000	200,000,000
Fixed Deposit in 'A' Class Commercial Banks	21,000,000	200,000,000
Fixed Deposit in Banks other than 'A' Class Banks	-	-
Total	21,000,000	200,000,000

6.2 Financial Assets held at fair value through Profit or Loss

(Figures in NPR)

Particulars	Current Year	Previous Year
<u>Investment Measured at Cost</u>		
Hydro Power Sector	5,488,787	-
Add/(Less): Fair Value Adjustment	(464,372)	-
Total	5,024,415	-

6.3 Gain/Loss on Disposal of Securities

(Figures in NPR)

Particulars	Current Year	Previous Year
Hydro Power	261,779	-
Hotel and Tourism	106,404	-
Investment Company	145,983	-
Total	514,166	-

7. Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash in hand and at bank. Payments and receipts relating to the purchase and sale of investment securities are classified as cash flows from operating activities.

(Figures in NPR)

Particulars	Current Year	Previous Year
Cash In Hand	-	-
Balance at Bank ('A' Class Commercial Banks)	2,856,019	42,951,124
Total	2,856,019	42,951,124

All the investments in term deposits are considered to be investments irrespective of their maturity period.

8. Advance Tax

The advance tax represents TDS receivable and tax deposited by the company. Advance tax for the Income Year paid by the company has been settled with the provision for income tax liability and are presented as Advance tax as Current Assets.

(Figures in NPR)

Particulars	Current Year	Previous Year
Current Tax Asset	1,985,966	2,795,553
Advance Tax	11,371,504	4,264,812
Less: Tax Liabilities	(9,385,539)	(1,469,259)
Current Tax Liabilities	-	-
Current year Income Tax Liabilities		
Tax Liabilities of Prior Periods	-	-
Total	1,985,966	2,795,553

9. Other Assets

Trade receivables include trade receivables, prepaid bank guarantee commission, prepayment and deposits, other receivables and inventories. Amounts are generally received within 90 days of being recorded as receivables.

Prepaid Expense & Advances may include amounts for prepaid expenses and other advances made to vendors.

Receivable, Prepaid Expenses, & Advances are recognized and carried at amortized cost, less a provision for any uncollectable debts. An estimate for doubtful debt is made when collection of an amount is no longer probable.

Recoverability of receivable is reviewed on an ongoing basis at an individual portfolio level, Individual debts that are known to be uncollectable are written off when identified. An impairment provision is recognized when there is objective evidence that the Company will not be able to collect the receivable. Financial difficulties of the debtor, default payments are considered objective evidence of impairment. The amount of impairment loss is the receivable carrying amount compared to the present value of estimated future cash flows, discounted at the original effective interest rate.

(Figures in NPR)

Particulars	Current Year	Previous Year
Trade Receivables	215,853,490	52,694,189
Other Deposits	-	1,000
Prepaid Bank Guarantee Commission	1,079,542	719,542
Prepayment and Deposits	7,344,821	88,278
Advance to Staff	6,156	40,088
Other Receivables	2,000	2,000
Inventories	175,757	219,435
Total	224,461,766	53,764,531

10. Employee benefits

a. Short-Term Employee Benefits

Short term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is also recognized for the amount expected to be paid under bonus required by the Bonus Act.

Short-term employee benefits include all the following items (If payable within 12 months after the end of reporting period):

- Wages, Salaries and Social Security contributions.
- Profit-sharing and bonuses; and
- Non-Monetary Benefits

b. Post-Employment Benefit Plan

Post-employment benefit plan includes followings:

i. Defined contribution plan

A defined contribution plan is a post-employment plan under which an entity pays fixed contributions into a separate entity and has no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution plans are recognized as an

employee benefit expense in the statement of profit or loss in the periods during which services are rendered by employees. Employees are eligible for Employees' Provident Fund Contributions and Gratuity at pre-defined rates in accordance with the respective statutes and regulations.

- **Employees Provident Fund**

The company contributes 10% of the salary of each employee to the Employees' Provident Fund managed by the Government of Nepal.

- **Gratuity Fund**

The company has recognized a liability arising due to gratuity during the year for all its staffs for the period of service accrued.

ii. **Defined benefit plan**

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company is liable to pay retirement benefits i.e. leave under the Labor Act, 2074. The liability recognized in the financial statements in respect of defined benefit plans is the current value of the defined benefit obligation as at the reporting date. The defined benefit obligation is calculated as at the reporting date by a qualified actuary. Contributions to defined contribution plans are recognized as an expense in the statement of profit or loss as incurred.

Planned Assets

The company has not invested any amount in planned assets.

The following employee benefits expenses are charged to the Statement of Profit or Loss.

(Figures in NPR)

Particulars	Current Year	Previous Year
Short-Term Employee Benefit Expenses		
Salary	3,350,459	3,193,809
Allowance	2,479,099	1,102,539
Dearness Allowance	773,882	595,707
Dashain Allowance	337,500	353,500
Force Leave Expense	484,360	153,500
Staff Insurance Premium	109,682	132,962
Recruitment Expense	-	166,250
Uniform Expense	85,500	-
Training and Team Building Expenses	45,255	159,122
Defined Contribution Expenses		
Provident Fund	335,045	165,381
Gratuity Expense	279,062	137,096

Defined Benefit Obligation Expenses		
Current service cost	401,391	148,095
Interest Expenses on Employee Benefit	-	-
Employee Profit-Sharing Expenses		
Staff Bonus	3,348,380	518,271
Total	12,029,615	6,826,231

c. Other Long-Term Employee Benefits

The sick and Home Leave are the other long term employee benefit plans provided to employees.

The details of the provision for accumulated leave and payment from it are as follow: -

(Figures in NPR)

Particulars	Current Year	Previous Year
Defined benefit obligation at the beginning of the period	148,095	-
Interest Expense	7,871	-
Current Service Cost	214,511	-
Benefits Paid	(71,316)	-
Re-measurements on obligation- (Gain)/ Loss	179,009	148,095
Defined benefit obligation as at the end of the period	478,170	148,095

11. Liabilities and Provisions

Liabilities and Provisions include provision for staff bonus and provision for expense.

(Figures in NPR)

Particulars	Current Year	Previous Year
Provision for Expense	9,000	64,000
Provision for Staff Bonus	3,348,380	518,271
Total	3,357,380	582,271

12. Trade & Other Payable

Trade & Other Payable include amounts payable related to expenditure, including Audit fee payable, NEPSE and SEBON fee payable, TDS payable and other payables. Payables are recognized and carried at fair value of the liability. Discounting is made only for material non-current payables.

(Figures in NPR)

Particulars	Current Year	Previous Year
Audit Fee Payable	169,500	169,500
Payable to NEPSE & SEBON	23,167,921	18,657,782
Sundry Creditors	35,629	13,819
TDS Payable	38,693	53,284
Other Payables	136,161	435,514
Total	23,547,903	19,329,900

13. Borrowing

Borrowings include a cash credit facility of NPR 10 crore from Global IME Bank Limited. However, the outstanding balance under this facility was nil as of Ashad-end, 2082.

(Figures in NPR)

Particulars	Current Year	Previous Year
Loan	-	63,300,000
Total	-	63,300,000

14. Impairment

The company assesses at each reporting date whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred if, and only if, there is objective evidence of impairment as a result of one or more events occurring after the initial recognition of the asset (a loss event), and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets.

15. Revenue Recognition

Revenue is recognized to the extent that the economic benefit will probably flow to the Company and the associated costs incurred or to be incurred can be reliably measured.

Revenue is measured at the fair value of the consideration received or receivable, net of sales returns, trade discounts, and revenue-related taxes.

Revenue for services rendered is recognized in the statement of profit or loss after delivery of the service.

Interest income is recognized in profit or loss for all financial instruments that are not held at fair value through profit or loss using the effective interest method. Interest in income on assets held at fair value through profit or loss is included in the net gains/ (losses) on financial instruments. Other changes in fair value for such instruments are recorded in accordance with the policies described in Note 4.3.

Gains and losses arising from trading of share investments are recognized after the securities are sold, while gains and losses arising from revaluation (marked to market) are recognized daily.

15.1 Revenue from Operation

(Figures in NPR)

Particulars	Current Year	Previous Year
Income from Brokerage Commission	64,412,466	7,926,776
Income from DEMAT and Mero share Opening and Renewal	89,530	19,873
Total	64,501,996	7,946,648

15.2 Other Income

(Figures in NPR)

Particulars	Current Year	Previous Year
Interest on Fixed Deposit	4,994,073	18,070,164
Interest on Call Account	369,272	144,727
Interest Income from Client	131,774	-
Other Income	3,000	-
Total	5,498,119	18,214,891

16. Expenditure

All expenses except specifically mentioned are accounted for on an accrual basis.

All expenditure incurred in running of the business and in maintaining the property, plant & equipment in a state of efficiency has been charged to revenue in arriving at the profit for the year and presented in the statement of profit or loss.

Expenditure incurred for the purpose of acquiring, expanding or improving assets of a permanent nature by means of which to carry on the business or for the purpose of increasing the earning capacity of the business has been treated as capital expenditure.

Repairs and renewals are charged to the income statement in the year in which the expenditure is incurred. The profit earned by the Company is before income tax expense and after making provision for all known liabilities and for the depreciation of Property, Plant & Equipment.

16.1 Operational Expenses

(Figures in NPR)

Particulars	Current Year	Previous Year
SEBON Commission	386,476	47,561
NEPSE Commission	12,882,499	1,585,355
Mero Share and DEMAT Expense	47,461	9,409
Total	13,316,436	1,642,325

16.2 Other Operating Expenses*(Figures in NPR)*

Particulars	Current Year	Previous Year
Advertisement, Business Promotion and Others	48,483	4,161
Audit Fee	169,500	169,500
Board Meeting Fee	453,000	490,000
Board Meeting Other Expenses	3,530	-
Cleaning Expenses	11,300	19,775
Consumable Capital Goods	45,736	60,956
CSR Expenses	65,657	131,396
Expense on Bank Charge	325,845	109,911
Expenses on AGM/ Anniversary/ Inauguration Expenses	148,145	177,291
Expenses on Audit	5,460	1,990
Installation Fee	-	200,000
Insurance Premium	19,004	14,542
License Renewal Fee	292,175	-
Loan Processing Fee	125,565	-
Loss on Fixed Assets	26,119	-
Lunch Expense	128,000	-
Membership & Subscription Fee	3,392,392	5,444,171
Miscellaneous exp	3,197	47,094
Office Expenses	121,951	86,860
Other meeting fee	262,000	120,000
Outsource Manpower Expenses	476,526	308,080
Postage and Communication	481,124	352,720
Power & Fuel Expenses	248,911	100,085
Printing and Stationery	187,611	163,388
Professional/Technical/Consultancy Fee Exp.	1,080,803	1,165,251
Registration Fee	40,040	15,000
Rates and Taxes	27,556	509,960
Repair & Maintenance	76,753	8,670
Stock Transaction Cost	113,332	-
Travel Expenses	114,628	-
Water and Electricity	102,630	81,937
Total	8,596,974	9,782,738

Finance Cost*(Figures in NPR)*

Particulars	Current Year	Previous Year
Interest Expenses on Lease	343,789	281,635
Interest Expenses on Loan	3,812,283	1,714,750
Total	4,156,072	1,996,386

17. Income Tax Expense

Income tax payable on profit is based on the applicable provisions of the Income Tax Act 2058 BS and is recognized as an expense in the period in which profits arise. Income tax on the profit for the year comprises current and deferred tax. Income tax is recognized directly in the statement of profit or loss, except to the extent that it relates to items recognized directly in equity or other comprehensive income.

a. Current Tax

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted at the reporting date, and any adjustment made to tax payable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any.

(Figures in NPR)

Particulars	Current Year	Previous Year
Current Tax	9,385,326	1,469,259
Deferred Tax	(329,426)	78,632

b. Reconciliation of Profit/(Loss) as per Taxation and Books of Accounts

Particulars	Amount
Net Profit as per Financial Statements	30,135,417
Add:	
Fines and Disallowed Expenses	50,914
Loss on Sale of Fixed Assets	26,119
Current Service Cost, Interest Cost, and Gratuity	573,218
Adjustment in Depreciation	391,922
Interest on Lease	343,789
Stock Transaction Cost	113,332
Less:	
Lease Expenses	720,000
Fair Value Changes on Asset Value	(369,707)
Net Profit as per Tax Calculation	31,284,418

c. Deferred Tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes.

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

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at the reporting date.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences to the extent that it is probable that the future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized, based on the level of future taxable profit forecasts and tax planning strategies.

Deferred tax liabilities are recognized for all taxable temporary differences.

Previous Fiscal Year (FY 2080-81)

Particulars	Accounting Base	Tax Base	Temporary Difference
Property, Plant and Equipment	13,894,596	7,676,407	(6,218,189)
Employees' Defined Benefit Plan	278,527	-	278,527
Lease Liability	5,677,555	-	5,677,555
Financial Assets Held for Trading	-	-	-
Total	19,850,678	7,676,407	(262,107)
Current Tax Rate			30%
Deferred Tax Asset/(Liability) as on Year End			(78,632)
Opening Deferred Tax Asset/(Liability)			-
Origination/(Reversal) During the Year			(78,632)
Deferred Tax Income/Expense) Recognized in Profit or Loss			(78,632)
Deferred Tax Income/Expense) Recognized in Other Comprehensive Income			-

Current Fiscal Year (FY 2081-82)

Particulars	Accounting Base	Tax Base	Temporary Difference
Property, Plant and Equipment	12,165,088	6,384,060	(5,781,028)
Employees' Defined Benefit Plan	851,745	-	851,745
Lease Liability	5,282,224	-	5,282,224
Financial Assets Held for Trading	5,031,527	5,514,566	483,039
Total	23,330,583	11,898,626	835,980
Current Tax Rate			30%
Deferred Tax Asset/Liability as on Year End			250,794
Opening Deferred Tax Asset/(Liability)			(78,632)
Origination/(Reversal) During the Year			329,426
Deferred Tax Income/(Expense) Recognized in Profit or Loss			329,426
Deferred Tax Income/Expense) Recognized in Other Comprehensive Income			-

18. Share Capital

The share pattern is as follows:

(Figures in NPR)

Particulars	Current Year	Previous Year
Authorized Capital		
6,000,000 ordinary shares of NRs. 100 each	600,000,000	600,000,000
Issued Capital		
2,000,000 Ordinary Shares of NRs. 100 each	200,000,000	200,000,000
Paid Up Capital		
2,000,000 Ordinary Shares of NRs. 100 each	200,000,000	200,000,000
Total Amount	200,000,000	200,000,000

19. Retained Earning

(Figures in NPR)

Particulars	Current Year	Previous Year
Retained Earnings		
Opening Balance	13,320,948	21,042,372
Current Year profit	21,164,779	3,116,546
Less: Appropriations:		
Transfer to General Reserve	(2,116,478)	(311,655)
Transfer to CSR Fund	(211,648)	
Total	32,157,601	23,847,264

20. Reserves

(Figures in NPR)

Particulars	Current Year	Previous Year
General Reserve		
Opening Balance	311,655	-
Transfer from retained earnings	2,116,478	311,655
Total	2,428,132	311,655
CSR Fund		
Opening Balance	-	-
Transfer from retained Earnings	211,648	-
Total	211,648	-
Total Amount	2,639,780	311,655

21. Events after the Reporting Period

The company monitors and assesses events that may have potential impact to qualify as adjusting and/or non-adjusting events after the end of the reporting period. All adjusting events are adjusted in the books with additional disclosures and non-adjusting material events are disclosed in the notes

with possible financial impact, to the extent ascertainable. There are no material events that have occurred subsequent to Ashad 32, 2082 till the signing of this financial statement.

22. Segmental Reporting

The Company is engaged primarily in the business of stock brokerage and related services, which include trading of securities on behalf of clients. Accordingly, the Company is considered to operate in a single business segment, and all operations are conducted within Nepal. Hence, separate segment reporting is immaterial and hence not presented in these financial statements as per the criteria set out in NFRS 8.

23. Related Party Transaction

23.1. Related Party Disclosure

Disclosure has been made in respect of the transactions in which one party has the ability to control or exercise significant influence over the financial and operating policies/ decisions of the other, irrespective of whether a price is charged.

The Company identifies the following as the related parties:

(a) The members of the Board of Directors.

S. No.	Designation	FY 2081-82
1	Chairman	Mr. Saptaman Bajracharya
2	Director	Mr. Srijesh Gyawali
3	Director	Ms. Siju Shakya
4	Director	Ms. Pramita Shrestha Pradhan
5	Independent Director	Mr. Rishi Raj Baral

(b) The Key Management Personnel of the Company.

S. No.	Designation	FY 2081-82
1	Chief Executive Officer (CEO)	Mr. Manish Aryal
2	Deputy CEO (DCEO) * (Acting CEO from 2081.04.01 till 2081.07.28)	Mr. Dipak Mahat

(c) The Holding Company of the company

S. No.	Designation	FY 2081-82
1	Holding Company	Citizens Bank International Limited

Various transactions with related parties during the year are shown below.

- i) Total Board Meeting Fees provided to directors for attending the Board Meeting during the reporting period are as follows:

(Figures in NPR)

Meeting	Current Year
Mr. Saptaman Bajracharya-Chairman	134,000
Ms. Siju Shakya-Member	200,000
Mr. Srijesh Gyawali-Member	163,000
Ms. Pramita Shrestha (Pradhan)-Member	153,000
Mr. Rishi Raj Baral	32,000
Total	682,000

- ii) Remuneration given to Key Managerial Personnels (KMP) for the reporting period are as follows:

(Figures in NPR)

KMP	Basic	Allowance	Dashain	Bonus	Leave Allowance	Provident Fund	Total
Mr. Manish Aryal (CEO)	944,000	629,333	-	-	80,000	94,400	1,747,733
Mr. Dipak Mahat (Acting CEO)	612,000	888,000	125,000	-	125,000	61,200	1,227,760

**Leave allowances and Provident Fund are retirement benefits.*

- iii) The details of transactions with Citizens Bank International Limited are as follows:

Citizens Bank International Limited (herein after ‘the Bank’) has made investment in share capital of the company. The Bank holds 100% controlling interest in the company.

1. The Bank has rented its building located in Kupondole, Lalitpur to the Company with the agreement to pay a Monthly Rent of NRs. 60,000 (which is the fair market value for such transactions) after the commencement of operation, which will be increased by 10% every 2 years.
2. The Bank has provided NRs. 183,600,000 loan against Fixed Deposit to company in multiple periods. All the loans are fully settled as on the reporting date.
3. The overall transactions with the Holding Company included in the Financial Statements of the company have been tabulated below:

(Figures in NPR)

Particulars	Current Year	Previous Year
Statement of Profit or Loss		
Interest Income	5,070,994	18,214,891
Total Income	5,070,994	18,214,891
Interest Expense	2,665,835	1,714,750
Rent Paid	720,000	434,000
Electricity Paid	86,910	66,137
Bank Guarantee Commission	315,000	825,000
Demat/Mero share-related Commission Expense	36,037	4,364
Professional Fee	612,603	255,251
Total Expenses	4,436,385	2,040,502
Statement of Financial Position		
Deposit in Holding Company	21,724,282	201,346,146

24. Events after Reporting Period

The company monitors and assesses events that may have potential impact to qualify as adjusting and / or non-adjusting events after the end of the reporting period. All adjusting events are adjusted in the books with additional disclosures and non-adjusting material events are disclosed in the notes with possible financial impact, to the extent ascertainable.

There is no material event that has occurred subsequent to 15 July 2024 till the signing of this financial statement.

25. Proposed Dividend

Distribution of profit to the shareholders is done by way of payment of cash dividend and /or issue of bonus shares. Applicable withholding taxes are deducted from such distribution. The distributions are proposed by the board and approved by the general meeting. The proposed dividend is 15.79% for F/Y 2081/82.

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[illegible]

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व्यवस्थापन समूह



मनिष अर्याल

प्रमुख कार्यकारी अधिकृत



प्रजिता महर्जन

कम्पनी सचिव/ अनुपालन अधिकृत



सुस्मिता पौडेल

प्रमुख - राफसाफ विभाग



दिपक लाल कर्ण

प्रमुख - सूचना प्रविधि विभाग



सीता बस्नेत

प्रमुख - कारोवार विभाग



कुसुम श्रेष्ठ

प्रमुख - ग्राहक सेवा विभाग



सन्तोष पन्त

राफसाफ विभाग



ललन कुमार साफी

वित्त विभाग



गिभेन्स चौधरी

कारोवार विभाग



अस्मिता कोडराला

राफसाफ विभाग

धितोपत्र दलाल कम्पनी

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