

हिमालयन डिस्टिलरी लिमिटेडको २१ औं वार्षिक साधारणसभा सम्बन्धी सूचना
कम्पनी ऐन २०६३ को दफा ८४ (४) वमोजिमको संक्षिप्त वार्षिक आर्थिक विवरण
(पहिलो पटक प्रकाशित : २०७८/०९/०७) काठिणपुर दैनिकमा

आदरणीय शेयरधनी महानुभावहरु,

विषय: २१ औं वार्षिक साधारण सभा सम्बन्धी सूचना ।

यस कम्पनीको मिति २०७८ साल पौष ६ गते मंगलवार दिनको ३:३० बजे बसेको संचालक समितिको बैठकको निधायानुसार कम्पनीको २१ औं वार्षिक साधारण सभा देशयका विषयहरुमा छलफल र निर्णय गर्नका लागि निम्न मिति, स्थान तथा समयमा बस्ने भएकोले शेयरधनी महानुभावहरुको उपस्थितिको लागि हार्दिक अनुरोध छ ।

छलफलका विषयहरु:

क. सामान्य प्रस्तावहरु :

१. संचालक समितिको तर्फबाट साधारण सभामा पेश हुने वार्षिक प्रतिवेदनलाई पारित गर्ने ।
२. कम्पनीको आ.व.२०७७/०७८ को वासलात, नाफा-नोसान हिसाब र नगद प्रवाह हिसाब सहितको लेखा परीक्षण प्रतिवेदनलाई स्वीकृत गर्ने ।
३. यस कम्पनीको सहायक कम्पनी हिमालयन मल्टी एगो लि.र हिमालयन फिसर्रीज लि.को आ.व. २०७७/०७८ को वित्तीय विवरण सहितको एक्िकृत (Consolidated) वित्तीय विवरण उपर छलफल गरी स्विक्त गर्ने ।
४. संचालक समितिले सिफारिस गरे बमोजिम हाल कायम चुक्ता पूँजिको २५ प्रतिशतले हुने नागद लाभांश रु. २१,६९,२५,५९३।७५(अक्षरपी एक्काईस करोड उन्वन्त्तरती लाख पच्चीस हजार पांच सय त्रियानब्बे पैसा पचहत्तर मात्र) (लाभांश कर प्रयोजनार्थ समेत) वितरण गर्ने विव्क्त गर्ने ।
५. आ.व.२०७८/०७९ का लागि लेखा परीक्षकको नियुक्तिका सम्बन्धमा लेखा परीक्षण समितिबाट समेत सिफारिस भई आएका जी. पौडेल एण्ड एसोसिएट्स, चाटण्ड एकाउण्टेण्डसलाई नियुक्ती गरी निजको पारिश्रमिक निर्धारण गर्ने (सिफारिस भएका जी. पौडेल एण्ड एसोसिएट्स, चाटण्ड एकाउण्टेण्ड्स नियुक्तीका लागि योग्य हुनु हुन्छ)
६. कम्पनीको नाममा दर्ता कायम रहेको Blue Oak नामक ट्रेडमार्क प्रयोग गरि अन्य उद्योगबाट समेत उत्पादन तथा बिक्री वितरण गर्ने सम्भतीता स्विक्त गर्ने ।
७. संचालक समितिलमा रहने जम्मा ५(पाँच) जना संचालक सदस्यको निर्वाचनद्वारा चयन गर्ने ।
- ख. विशेष प्रस्तावहरु:
१. संचालक समितिले प्रस्ताव गरे बमोजिम हालको चुक्ता पूँजिको ७५ प्रतिशत (कायम ४ शेयरमा ३ वोनश) का दरले हुने ६५,०७,७६,७८१.२५ (अक्षरपी पैगड्ठी करोड सात लाख छयहत्तर हजार सात सय एकासी पैसा पच्चीस मात्र) बराबरको वोनस शेयर वितरण गर्न स्विक्त गर्ने ।
९. वोनस शेयर वितरणबाट कम्पनीको साविकको अधिकृत पूँजी रु.९०,००,००,०००।०० (अक्षरपी नब्बे करोड मात्र) बाट रु.१,६०,००,०००/०० (अक्षरपी एक अबं साड्ठी करोड मात्र) र साविकको चुक्ता पूँजि रु.८८६,७७,०२,३७५।०० (अक्षरपी छयासी करोड सत्हत्तर लाख दुई हजार तीन सय पचहत्तर) लाई बृद्धि गरी रु.१,५१,८४,७९,१५६।२५ (अक्षरपी एक अबं एकाउन्न करोड चौरासी लाख उनाअसी हजार एक सय छान्ना पैसा पच्चीस मात्र) हुने हुनाले सो अनुसार कम्पनीको प्रबन्ध पत्रको दफा ५(क),(ख), (ग) र नियमावलीको नियम ५(क), (ख), (घ) र (ङ) मा संशोधन गर्ने ।
१०. कम्पनीको प्रबन्ध पत्र तथा नियमावलीमा हुने संशोधन सम्बन्धमा नियमनकारी निकायबाट कुनै फेरबदल सुभाब आएका सो अनुसार गर्न संचालक समितिलाई अक्षियार प्रदान गर्ने ।
११. आ.व.२०७८/०७९ को लागि कम्पनी ऐन २०६३ को दफा १०५ (ग) ले व्यवस्था गरे भन्दा बढिको खर्चलाई पूर्व स्विक्तीको लागि विशेष प्रस्ताव पारित गर्ने ।
१२. विविध ।
- मिति : २०७८ पौष २८ गते बुधवार (तदनुसार १२ जनवरी सन् २०२२)
- स्थान : कम्पनीको रजिष्टर्ड कार्यालय, विरगन्ज महानगरपालिका वार्ड नं. २१, लिपनिर्विता, पर्सा ।
- समय : बिहान ठिक १०:०० बजे ।

साधारण सभा सम्बन्धित जानकारी:

१. शेयरधनी महानुभावहरुको सुविधाको लागि हाजिरी पुस्तीका सभास्थलमा सभा हुने दिन बिहान ९:०० बजे देखि सभा संचालन रहे सम्म खुल्ला रहने छ । विषयव्यापि रुपमा फैलिराको कोरोना भाईरस(कोभिड-१९) को कारण सभामा उपस्थित हुदा स्वास्थ्य मापदण्डको परिपालन तथा न्यूनतम पनि सुरक्षाको उपकरणहरु प्रयोग गरी सभास्थलमा उपस्थित भई दिन हुन अनुरोध छ । कोभिड-१९ को संक्रमणकाल कायमै रहेको हुनाले सभाहलमा प्रवेश गर्नु भन्दा पहिले नेपाल सरकारले तोकेका मापदण्डहरु पालना गरेका शेयरधनीहरुलाई मात्र सभास्थलमा सहभागीका लागि प्रवेश खुल्ला गरिने छ ।
२. वार्षिक साधारण सभामा भाग लिन आउनु हुने शेयरधनी महानुभावहरुले हितग्राही खाता खोलिएको (डिम्पाउ) शेयर प्रमाण पत्र वा आफ्नो परिचय खुल्ने प्रमाण वा सोको प्रतिलिपी साथमा लिई आउनु हुन अनुरोध छ, अन्यथा सभा कक्ष भित्र प्रवेश गर्न पाइने छैन ।
३. शेयरधनी महानुभावहरुको जानकारीका लागि यस कम्पनीको संक्षिप्त आर्थिक विवरण यसै सूचनासंग प्रकाशित गरिएको छ । संक्षिप्त आर्थिक विवरण लगायतका वार्षिक साधारण सभामा पेश हुने सम्पूर्ण प्रस्तावहरु कम्पनीको Website: www.himalayandistillery.com मा पनि हेर्न सकिने गरी राखिएको छ ।
४. साधारण सभामा भाग लिन प्रतिनिधि नियुक्ती गर्दा प्रोक्सी पत्र साधारण सभा हुनु भन्दा ४८ घण्टा अगावै विरगन्ज, पर्सा स्थित कम्पनीको रजिष्टर्ड कार्यालयमा प्रोक्सी दर्ता गराउनु पर्नेछ । प्रोक्सी दर्ता गरी सके पछि सो बढर गराउन चाहिमा सो को सूचना २४ घण्टा अगावै प्रोक्सी दर्ता गरेको स्थानमा लिखित निवेदन दर्ता गर्नु पर्नेछ । प्रतिनिधि मुकरर गर्दा केहि शेयर आफै संग बाकी राखि प्रतिनिधि मुकरर गर्न पाइने छैन । सम्पूर्ण शेयरको लागि एकै व्यक्तिलाई प्रतिनिधि मुकरर गर्नु पर्नेछ । प्रतिनिधि मुकरर गर्न शेयरधनी सभामा स्वयं उपस्थित भएमा उक्त मुकरर गरिएको प्रतिनिधि (प्रोक्सि) स्वतः रद्द हुनेछ ।
५. संरक्षक रहनु भएका शेयरधनी महानुभावहरुको तर्फबाट कम्पनीको शेयरधनी दर्ता कितावमा संरक्षकको रुपमा नाम दर्ता भएको व्यक्तिले सभामा भाग लिन वा मतदान गर्न वा प्रतिनिधि(प्रोक्सी) तोक्न सक्नेछ ।
६. संक्षिप्त नाममा शेयर रहेको भए शेयर लगत किताबमा पहिले नाम उल्लेख भएको व्यक्ति वा सर्व सम्मतबाट प्रतिनिधि नियुक्त गरिएको एक व्यक्तिले मात्र सभा भाग लिन पाउनेछ ।
७. प्रतिनिधि (प्रोक्सी) नियुक्त गर्ने व्यक्ति कम्पनी वा संगठित संस्था भएमा त्यस्तो नियुक्ती पत्रमा सो संस्था वा कम्पनीको छाप सहित अधिकृत व्यक्तिको दस्तखत भएको हुनु पर्नेछ । संस्थागत शेयरधनी बाहेक अरुले यसरी प्रतिनिधि(प्रोक्सी) नियुक्त गर्दा कम्पनीको अर्को शेयरधनीलाई मात्र गर्नु पर्नेछ ।
८. शान्ती सुरक्षाका कारण साधारण सभामा उपस्थित हुने शेयरधनी महानुभावहरुलाई यथासक्क भोला, व्याग आदि नन्याई दिनुहुन अनुरोध गर्दछौं । सभामा सुरक्षाको लागि खटिएका सुरक्षाकर्मीहरुले साधारण सभाकक्षमा प्रवेश गर्दा सबैको भोला, व्याग, आदि जाच गर्न सक्नेछन् ।
९. विविध शिर्षक अन्तर्गत छलफल गर्न इच्छुक शेयरधनीहरुले सभा हुनु भन्दा सात दिन अगावै छलफलको विषय खोलि कम्पनी सचिव मार्फत लिखित रुपमा संचालक समितिका अध्यक्षलाई जानकारी दिनु पर्नेछ ।
१०. सभामा आफ्नो मन्तव्य वा जिज्ञासा व्यक्त गर्न चाहनु हुने शेयरधनी महानुभावले सभाध्यक्षले तोकेको समयमा एक एक गरि गालो पालो मन्तव्य वा जिज्ञासा व्यक्त गरि दिनु भई सहयोग गरि दिनु हुन अनुरोध छ ।
११. शेयरधनीले व्यक्त गरेको मन्तव्य वा प्रश्नहरुका सम्बन्धमा संचालक समितिका एकल सदस्य वा सामूहिक रुपमा वा संचालक समितिको निर्देशनमा कम्पनी व्यवस्थापनका प्रतिनिधिहरुले जवाफ दिनेछन् ।
१२. वार्षिक साधारण प्रयोजनका लागि कम्पनीको शेयर दर्ता किताब मिति २०७८ साल पौष १६ गतेका दिन बन्द हुनेछ । नेपाल स्टक एक्सचेन्ज लिमिटेडमा दर्ता किताब बन्द हुनु भन्दा अगाडी कारोबार भई शेयर खरिद गरेका र नियमानुसार शेयर नामसारी भई आएका शेयरधनीहरु एक्काईसौं वार्षिक साधारणसभामा भाग लिन र सो सभाबाट निर्णय भए बमोजिम नगद लाभांश तथा वोनस शेयर पाउन योग्य हुने यसै सूचनाबाट अवगत गराइन्छ ।
१३. संचालकको निर्वाचन सम्बन्धमा निर्वाचन अधिकृतको कार्यालय, हिमालयन डिष्टिलरी लिमिटेड, पर्साले कम्पनीको रजिष्टर्ड कार्यालयमा सूचना तथा निर्वाचन कार्यक्रम प्रकाशन गर्नेछ । सो प्रकाशन गरेको सूचना र निर्वाचन सम्बन्धि कार्यक्रमलाई कम्पनीको Website मा राखिने छ ।

आज्ञाले,

कम्पनी सचिव

हिमालयन डिष्टिलरी लिमिटेडको आ.व. २०७७/०७८ को संक्षिप्त आर्थिक विवरण
कम्पनी ऐन २०६३ को दफा ८४(४) को प्रयोजनको निमित्त प्रकाशित विवरण

(प्रस्तुत संक्षिप्त वार्षिक आर्थिक विवरण, कम्पनीको वार्षिक आर्थिक विवरण र संचालक समितिको प्रतिवेदनको संक्षिप्त मात्र हो ।)

आदरणीय शेयरधनी महानुभावहरु,

यस हिमालयन डिष्टिलरी लिमिटेडको एक्काईसौं वार्षिक साधारण सभाको प्रयोजनार्थ आ.व. २०७७/०७८ को यस कम्पनीको सहायक कम्पनीहरु सहितको एक्िकृत वासलात, नाफा नोसान हिसाब, एक्िकृत अन्य विस्तृत आम्दानीको विवरण, एक्िकृत नगद प्रवाह विवरण लगायत कम्पनीको समग्र कारोवारको सिंहावलोकन निम्नानुसार रहेको यस संक्षिप्त वार्षिक आर्थिक विवरण मार्फत जानकारी गराउदछौं ।

क. आ.व. २०७७/०७८ को कम्पनीको कारोवारको सिंहावलोकन मुख्य रुपमा वित्तीय सूचकहरु निम्नानुसार रहेका छन् ।

	आ.व.२०७७/०७८	आ.व.२०७६/०७७	वृद्धि / (हास) प्रतिशत (%)
विवरण			
खुद बिक्री	३,६९९,६६८,४१०	२,४०४,६२८,२५०	५४%
बिक्री लागत	१,४७४,७२३,२४९	१,१६९,५७४,८६८	२६%
कुल नाफा	२,२२४,९४५,१६१	१,२३५,०५३,३८२	८०%
अन्य आम्दानी	७२,९५५,११८	९५९,१४९	७५०६%
संचालन तथा अन्य खर्च	८८९,७७५,२६४	६०८,९१८,८९९	४६%
कर खर्च	३६६,७२८,२४९	१६०,१७६,६७८	१२९%
खुद मुनाफा	१,०४१,३९६,७६६	४६६,९१६,९५४	१२३%
कुल दायित्व	३०५,०६०,०४६	७४३,१८३,९४९	-५९%
चुक्ता पुजि	८६७,७०२,३७५	५७८,४६८,२५०	५०%
नगद र बैंकमा रहेको जम्मा रकम	९०९,११९,०७८	१२,१३६,९५९	७३९९%

उपरोक्त तालिका अनुसार २०७७ अषाढ मसान्तको तुलनामा २०७८ अषाढ मसान्तमा कम्पनीको खुद बिक्रीमा ५४% ले वृद्धि भएको छ भने कम्पनीको खुद मुनाफा रकममा समेत १२३% ले वृद्धि भएको छ ।

ख. प्रतिवेदन मिति सम्म चालु आर्थिक वर्षको उपलब्धि :

चालु आर्थिक वर्ष २०७८/७९ को प्रथम त्रैमासिक अवधिमा यस कम्पनीको खुद बिक्री रु.६९,६५,५०,७४०।०० भएको छ ।

ग. लेखा परीक्षकको मन्तव्य

कम्पनीले माथी प्रस्तुत गरेको संक्षिप्त आर्थिक विवरण कम्पनीको वार्षिक आर्थिक विवरणबाट संक्षेपीकरण गरिएको हो । कम्पनीको आ.व. २०७७/०७८ को एक्िकृत वासलात, एक्िकृत नाफा नोसानीको हिसाब तथा सोही अवधिको एक्िकृत नगद प्रवाह विवरण लगायतका वित्तीय विवरणहरूमा लेखा परीक्षकबाट सामान्य लेखाका सिद्धान्त अनुसार यथार्थ परक रहेको राय सहितको प्रतिवेदन निम्नानुसार रहेको छ ।

N. Amatya & Co. Chartered Accountants UDN: 21222080209047 MEMBERSHIP NUMBER UNDER THE MEMBERSHIP OF HIMALAYAN DISTILLERY LTD. Report on the audit of the consolidated financial statements Opinion We have audited the consolidated financial statements of Himalayan Distillery Ltd. (hereinafter referred to as "the Parent"), and its subsidiaries (the Parent and its subsidiaries hereinafter referred to as "the Group"), which comprise the consolidated statement of financial position as at Ashad 31, 2078 (July 15, 2021), and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity, the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies. In our opinion, the accompanying consolidated financial statements present fairly, in all material aspects, the financial position of the Group as at Ashad 31, 2078 (July 15, 2021), and the financial performance and its cash flows for the year then ended in accordance with Nepal Financial Reporting Standards (NFRS). Basis for opinion We conducted our audit in accordance with Nepal Standards on Auditing (NSAs). Our responsibilities under these standards are further described in the auditor's responsibilities for the audit of the consolidated financial statements section of our report. We are independent of the Group in accordance with the code of ethics for professional accountants issued by Institute of Chartered Accountants of Nepal (ICAN) together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Companies Act, 2063 and we have fulfilled all other ethical responsibilities in accordance with these requirements and the ICAN's Code of Ethics for professional accountants. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements. Key audit matters Our audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the financial year ended on Ashad 31, 2078 (July 15, 2021). 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