

**REVIEW REPORT ON CORPORATE GOVERNANCE OF LISTED PUBLIC COMPANIES  
RELATED DIRECTIVES, 2074 (amended 2075) NEPAL DOORSANCHAR COMPANY  
LIMITED (NEPAL TELECOM) FOR THE FINANCIAL YEAR ENDED 31 ASHADH 2080**

We have performed the procedures agreed with you in respect to the requirement CORPORATE GOVERNANCE OF LISTED PUBLIC COMPANIES RELATED DIRECTIVES, 2074. Our engagement was undertaken in accordance with the Nepal Standard on Related Services applicable to agreed-upon Procedures engagements. The Procedures were performed solely to check the compliance of CORPORATE GOVERNANCE OF LISTED PUBLIC COMPANIES RELATED DIRECTIVES 2074 (with amendment 2075).

On the basis of our review, we report the compliance of CORPORATE GOVERNANCE OF LISTED PUBLIC COMPANIES RELATED DIRECTIVES, 2074 (with amendment 2075) as per attached report for the year ended 31 Ashadh 2080. We do not express our assurance on the above said matters because the above procedures do not constitute either an audit or a review made in accordance with Nepal Standards on Auditing or Nepal Standards on Review Engagements.

Had we performed additional procedures, or had we performed an audit or review of the financial statements in accordance with Nepal Standards on Auditing or Nepal Standards on Review Engagements, other matters might have come to our attention that would have been reported to you.

This report is solely for the purpose set forth in the first paragraph of this report and for your information and is not to be used for any other purpose or to be distributed to any other parties.



CA. Mahesh Kumar Guragain  
Partner  
M.G.S & Associates  
Chartered Accountants

Kathmandu, Nepal  
Date: 12/22/2023  
Accountants



CA. Peeyush Anand  
Proprietor  
P. Anand & Associates  
Chartered Accountants

UDIN: 231222CA00125aGwxX

231227CA00377GJHTR



**Nepal Doorsanchar Company Limited**  
Central Office

Bhadrakali Plaza, Kathmandu

Report to Office of the Company Registrar for Fiscal Year 2079/80 as per Company Act, 2063, Section 78

Approved by the meeting of the Board of Directors held on 2080/09/05

A) The total number of the shares allotted

Particulars	Number
Number of ordinary shares allotted	180,000,000

B) Number of fully paid up and unpaid shared out of the allotted shares

Particulars	Number
Number of ordinary shares paid up	180,000,000

C) Particulars of director, managing director, auditor, executive chief and manager of the company, and amount of remuneration, allowance and facility paid to them

Particulars	Meeting Fees	Remuneration & Allowances
Board Of Directors *	1,687,500	-
Managing Director	262,500	3,970,000
Deputy Managing Directors and Managers	607,500	138,945,017
<b>Total</b>	<b>2,557,500</b>	<b>142,915,017</b>

\* Board Of Directors Allowance Including Audit Committee Allowance.

Details of Auditor

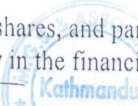
Particulars	Name	Audit Fee (NPR)
Statutory Audit	Mahesh Kumar Guragain/Peeyush Anand	2,400,000
Tax Audit	Mahesh Kumar Guragain/Peeyush Anand	800,000
Corporate Governance and Section 78 Certification	Mahesh Kumar Guragain/Peeyush Anand	400,000
<b>Total</b>		<b>3,600,000</b>

D) The names of individuals or corporate bodies subscribing five percent or more of the paid up capital of the company, and details of shares or debentures held in their names,

Share Holder's Name	No of Share	Value (NPR)	Percentage
Government of Nepal	164,693,160	16,469,316,000	91.50%

E) The total proceeds of the sale of shares, and particulars of the new shares and debentures issued and raised by the company in the financial year concerned

None



Ngita Bahadee (Arval)





- F) The amount due and payable by the director or substantial shareholder to his/her close relative to the company None
- G) The details of payment made or to be made against the sale of shares or for any other matters None
- H) The amount of loans borrowed from banks and financial institutions and of principal and interest due and payable None
- I) The amount claimed to be receivable by the company or payable by the company to any other person to details of, lawsuits, if any , ongoing in this respect,

S.N.	Person / Party	Particulars
1	Jitendra Bahadur Rawal	Upgrade related
2	Kul Bahadur Acharya	VRS Related
3	Lal Bahadur Pakhrin	VRS Related
4	Tej Bahadur K.C.	VRS Related
5	Kishan Dahal	Upgrade related
6	Nar Bahadur Shrestha	Upgrade related
7	Chandra Narayan Mandal	Upgrade related
8	Nepal Doorsanchar Company Limited	Related to Appointment ( Shyam Kumar Mestar )
9	Ramlal Khan Tharu	VRS Related
10	Amrita Dev Vaishya	Fiber Cable Supply related
11	Sapana Bhandari	Related to Inactive Sim card
12	Lilanath Dahal	Retirement related
13	Sujani Kumari Shah	Related to Sim Card Issue
14	Satya Prakash Kalwar Gupta	VRS Related
15	Prabhu Insurance Limited	Health Insurance Claim
16	Bholanath Ghimire	Related to Employment period
17	Nepal Doorsanchar Company Limited	Related to promotion ( Nar Bahadur Shrestha)
18	Nar Bahadur Shrestha	Upgrade related ( Paramadesh)
19	Nepal Doorsanchar Company Limited	Related to VAS Service ( NTA)
20	Sarita Upadhyay Ghimire	VRS Related
21	Rajkumar Shrestha	Related to Ploygamy
22	Bimal Neupane	Related to Information
23	Subash Shah	Related to Information

J) Number of employees working in the management, other levels or as labours in the Company (During the Year),

Particulars	Number
Management Level	
Other Level	67
Total	3,808
	3,875

Sagita Pahadee (Aryal)  
For Manager



*[Handwritten signature]*

K) The number of expatriate employees engaged in the management of the company and at other levels, and remuneration, allowances and facilities paid to them,

None

L) Where any agreement has been entered into between the company and any foreign body or person on investment, management or technical services or other matter for a period of more than one year, particulars thereof and the particulars of the dividend, commission, fee, charge and royalty, as well paid under such agreement in the financial year concerned,

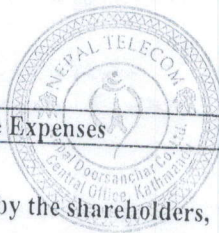
None

M) A statement of the management expenditures of the company in a financial year

S.N.	Particulars	Amount (NPR)	Total Amount (NPR)
<b>A</b>	<b>Employees Cost</b>		
1	Salaries & Wages		
2	Allowances	2,156,722,858	
3	Uniform Allowances	1,289,974,919	
4	Overtime Allowances	39,392,000	
5	Medical Expenses	34,710,498	
6	Telecom Allowances	524,816,066	
7	Employee Statutory Bonus	383,099,003	
8	Other monetary Benefits	623,292,720	
9	Leave Encashment	33,519,396	
	<b>Finance cost under NFRS</b>	130,373,554	
10	Defined Contribution Plan	164,536,652	
11	Contribution to Provident Fund		
12	Contributory Pension Fund	210,451,092	
13	Life Insurance	33,759,511	
	<b>Defined Benefit Plan</b>	76,845,223	
14	Leave Encashment		
15	Pension and Gratuity	91,923,306	
16	Other Long term employee benefits	2,150,344,260	
17	Travelling Expenses	7,046,781	7,950,807,839
18	Rates and Local Taxes	158,684,896	
19	Rent and Leasehold Cost of Land and Buildings	116,943,325	
20	Board Meeting Allowance	175,544,015	
21	Other Meeting Allowances and Expenses	1,777,500	
22	Printing and Stationery	53,351,856	
23	Bank Charges	37,456,564	
24	Training Expenses	14,395,509	
25	Hospitality Expenses	202,205,152	
26	Office Furnishing	24,763,885	
27	Insurance	10,674,253	
28	Statutory Audit Fee	32,113,176	
29	Tax Audit Fee	2,400,000	
30	Audit Expenses	900,000	
31	Postage	4,397,004	
32	Books and Periodicals	1,042,199	
33	Professional fees	2,528,146	
34	Security Expenses	9,348,540	
35	Outsourcing Service expenses	220,366,941	
36	Membership Fee	11,675,404	
37	Business support Expense	15,186,706	
38	Communication Expenses	67,284,772	
39	Anniversary Expenses	19,716,968	
40	Annual General Meeting Expenses	6,924,558	
41	Miscellaneous Expenses	1,840,924	
42	Donation	120,581,936	
			1,312,104,229

*E.M.J.*  
Sangita Pahadee (Aryal)  
Director





Total Employees and Administrative Expenses	9,262,912,068
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N The amount of dividends yet to be claimed by the shareholders,

Particulars	Amount (NPR)
Unclaimed Dividend of FY 2064/65	4,525,690
Unclaimed Dividend of FY 2065/66	5,168,636
Unclaimed Dividend for FY 2066/67	11,356,300
Unclaimed Dividend for FY 2067/68	13,047,870
Unclaimed Dividend for FY 2068/69	13,481,336
Unclaimed Dividend for FY 2069/70	21,138,676
Unclaimed Dividend for FY 2070/71	18,762,691
Unclaimed Dividend for FY 2071/72	21,756,900
Unclaimed Dividend for FY 2072/73	29,287,579
Unclaimed Dividend for FY 2073/74	42,929,150
Unclaimed Dividend for FY 2074/75	16,906,380
Unclaimed Dividend for FY 2075/76	12,701,345
Unclaimed Dividend for FY 2076/77	50,852,312
Unclaimed Dividend for FY 2077/78	13,194,324
Unclaimed Dividend for FY 2078/79	42,632,724
<b>Total</b>	<b>317,741,912</b>

O) Any other matters.

We declare that Company has followed the provisions of Company Act, 2063 and other laws in effect.

This is to certify that the above statements prepared by the Company on the basis of information made available to us for our verification and approved by the Board of Directors are true and correct to the best of our knowledge.

For and on behalf of the Board

Sangita Pahadee (Aryal)  
Officiating Managing Director  
Nepal Doorsanchar Company Limited



CA. Mahesh Kumar Guragain  
Chartered Accountants  
M.G.S. & Associates

CA. Peeyush Anand  
Chartered Accountants  
P. Anand & Associates

Date: 2080/09/05

Place: Kathmandu, Nepal

UDIN:

231222CA00125ZW81K