

**सिद्धार्थ बैंक लिमिटेडको**  
**छैठौं वार्षिक साधारण सभाको**  
**कामकारवाहीको विवरण (माइन्ट)**

**१. सभाको काम कारवाही:**

सिद्धार्थ बैंक लिमिटेडको मिति २०६४/०६/१४ का दिन वसेको संचालक समितिको ९०औं बैठकको निर्णयअनुसार बोलाइएको छैठौं वार्षिक साधारण सभा निम्न मिति, स्थान र समयमा निम्न विषयहरू उपर छलफल गरी निर्णय गर्न संचालक समितिका अध्यक्ष श्री चिरंजीलाल अग्रवालज्यूको अध्यक्षतामा सम्पन्न भएको साधारण सभाको काम कारवाहीको विवरण (माइन्ट) देहाय बमोजिम छ ।

**२. सभाको मिति, समय र स्थान:**

मिति : २०६४ मंसिर १९ गते बुधवार (०५ डिसेम्बर २००७)  
स्थान : राष्ट्रिय सभा गृह, काठमाण्डौं  
समय : दिउँसो ११:३० वजे देखि अपरान्ह २:३० वजे सम्म ।

**३. सभाको सूचना र सूचना प्रकाशन मिति:**

(क) बैंकको लागु भैरहेको नियमावली तथा प्रचलित कम्पनी कानून बमोजिम यस बैंकको छैठौं वार्षिक साधारणसभा हुने मिति, समय, स्थान र छलफल गर्ने विषयसूची समेत राखी सम्बन्धित शेयरधनीहरूको जानकारीका लागि मिति २०६४ कार्तिक २८ गते समाचारपत्रमा र मिति २०६४ मंसिर २ गते राजधानी मा सूचना प्रकाशित गरी सम्पूर्ण शेयरधनीहरूलाई जानकारी गराईएको थियो ।

**४. सभामा उपस्थिति:**

४.१ संचालकहरूको उपस्थिति :

(क) श्री चिरंजीलाल अग्रवाल	अध्यक्ष
(ख) श्री सुरेश चन्द्र अग्रवाल	संचालक
(ग) श्री तारा चन्द्र केडिया	संचालक
(घ) श्री रतनलाल केडिया	संचालक
(ङ.) श्री विश्वनाथ शाह	संचालक
(च) श्री महेश पोखरेल	संचालक
(छ) श्री हेमन्त ज्ञवाली	संचालक

पदाधिकारीहरूको उपस्थिति :

(क) श्री शम्भु नाथ गौतम	निमित्त प्रमुख कार्यकारी अधिकृत
(ख) श्री एल.डि.महत पार्टनर सि.एस.सि. एण्ड कम्पनी, चार्टर्ड एकाउण्टेन्ट्स	लेखा परिक्षक
(ग) श्री शिव रिजाल	कानूनी सल्लाहकार
(घ) श्रीमती प्रवल पन्त	प्रतिनिधि, नेपाल मर्चेन्ट बैंक एण्ड फाइनेन्स लिमिटेड (शेयर रजिष्ट्रार)
(ङ) श्री सुन्दर प्रसाद कडेल	वरिष्ठ प्रबन्धक संचालन
(च) श्री शेर वहादुर बुढाथोकी	प्रबन्धक कर्जा
(छ) श्री जीवन भट्टराई	कम्पनी सचिव
(ज) श्री प्रवेश शाक्य	प्रबन्धक सूचना प्रविधि

(भ) श्री रजनीस दहाल (ज) श्री लक्ष्मण प्रसाद जैशी	आन्तरिक लेखा परिक्षक अधिकृत - लेखा
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५. सभाको गणपूरक संख्या:

कुल शेयर संख्या	उपस्थित संख्या	स्वयं	प्रतिनिधी मार्फत	उपस्थिती (शेयर)	शेयरको प्रतिनिधित्व %
६०,००,०००	३१८	२८०	३८	४,५२०,२६६	७५.३४

६. सभाको वैधानिकता:

सभाको प्रारम्भमा कम्पनी सचिवले यस साधारण सभा बैकको लागु भैरहेको प्रचलित नियमावली तथा कम्पनी ऐन २०६३ मा रहेका प्रावधान बमोजिम बोलाइएको र सभा संचालन गर्न कम्पनी ऐन २०६३ तथा बैकको प्रवन्धपत्र तथा नियमावलीमा व्यवस्था भए बमोजिम आवश्यक गणपूरक संख्या पूगेको जानकारी सभालाई अवगत गराउनु भयो ।

७. सभाको सभापतित्व र सभा संचालन:

कम्पनी ऐन २०६३ र बैकको नियमावली अनुसार बैकको संचालक समितिका अध्यक्ष श्री चिरंजीलाल अग्रवालज्यू लाई आसन ग्रहणगरी सभाको अध्यक्षता गरिदिनु हुन को लागि कम्पनी सचिवले अनुरोध गर्नुभयो । यसैगरी बैकका संचालक समितिका सदस्यज्यूहरू, आमन्त्रीत महानुभावहरू र बैकका पदाधिकारीज्यूहरूलाई आसन ग्रहणको लागि मन्चमा आमन्त्रीत गर्नुभयो । तत्पश्चात् सभामा आवश्यक गणपूरक संख्या पूरा भएको जानकारी गराउदै सभा संचालन गरिदिनुहुनको लागि अध्यक्षज्यू लाई कम्पनी सचिवले अनुरोध गर्नुभयो ।

८. सभाको विषयसूची तथा प्रस्तावहरू:

१. सञ्चालक समितिको वार्षिक प्रतिवेदन २०६३/६४ पारित गर्ने ।
२. लेखापरीक्षकको प्रतिवेदन सहित २०६४ आषाढ मसान्तको वासलात र मिति २०६३ श्रावण १ देखि २०६४ आषाढ मसान्त सम्मको नाफा नोक्सान हिसाव तथा सोही अवधीको नगद प्रवाह विवरण ।
३. संचालक समितिले प्रस्ताव गरे अनुरूप वोनश शेयरको कर वापतको रकमको लागि रु.४७,३६,८४२ नगद लाभांश स्वीकृत गर्ने ।
४. कम्पनी ऐन २०६३ को दफा १११ अनुसार आर्थिक वर्ष २०६४/०६५ को लागि लेखापरीक्षकको नियुक्ति गर्ने र निजको पारिश्रमिक तोक्ने । (द्रष्टव्य: हाल बहालवाला लेखापरीक्षक श्री एल.डि.महत, पार्टनर सि.एस.सि. एण्ड कंपनी, चार्टर्ड एकाउण्टेन्ट्स पून: नियुक्तिका लागि योग्य हुनुहुनेछैन ।)
५. संचालकहरूको बैठक भत्ता तथा सुविधा वृद्धि गर्ने सम्वन्धमा ।
६. २०६४ आषाढ मसान्तमा समाप्त वर्षको मुनाफा तथा पूंजी समायोजन कोषको रकम समेत वाट १५% का दरले वोनश शेयर जारी गर्ने तथा तत्पश्चात २०% का दरले हकप्रद शेयर जारी गरि सोही बराबर बैकको जारी पूंजी तथा चुक्ता पूंजी वृद्धि गर्ने र सोही अनुरूप प्रवन्ध पत्रको दफा ५ (ख) र ५ (ग) संशोधन गर्ने ।
७. विविध

९. सभापतिज्यूबाट वार्षिक प्रतिवेदन प्रस्तुति:

निर्धारित सभाको विषय सूची १ मा उल्लेख भए बमोजिम संचालक समितिका अध्यक्ष श्री चिरंजीलाल अग्रवालज्यूले संचालक समितिको प्रतिवेदन सभामा पढेर सुनाउनु भयो ।

१०. छलफलको लागि आह्वान:

(क) तत्पश्चात् अध्यक्षज्यूले शेयरधनी महानुभावहरूलाई केही जिज्ञासा, प्रश्न तथा सुझावहरू भए छलफलको विषयसूची अनुसार आफ्नो विचार मन्तव्य प्रकट गरी दिनु हुन अनुरोध गर्दै सभा

अगाडि बढाउन तथा शेयरधनी महानुभावहरु समक्ष वार्षिक प्रतिवेदन लगायत वासलात तथा नाफा नोक्सान हिसाबमा छलफल गर्न आह्वान गर्नुभयो । यस क्रममा निम्नलिखित शेयरधनी महानुभावहरुले आफ्नो मन्तव्य व्यक्त गर्न सहभागी हुनु भयो । वक्ता शेयरधनीहरुबाट प्रस्तुत गरिएका राय, सल्लाह र सुभावहरु देहाय अनुसार छन् ।

१) निर्मल प्रधान

- बैंकको विकास तथा प्रगतिको लागि बैंक पदाधिकारीहरुलाई धन्यवाद ।
- छोटो समयमा लगानीकर्ताहरुलाई दिएको प्रतिफलको लागि पनि धन्यवाद ।
- बैंकले स्ट्याण्डर्ड चार्टर्ड तथा एभरेष्ट बैंकको जस्तै वाटो पहिल्याएको छ ।
- बैंकको साख वृद्धि गरेकोमा कर्मचारीहरुको उच्च मल्यांकन ।
- २०७० मा बैंकले आवश्यक २ अर्ब पूँजीको वदलामा ५ अर्ब नै पुऱ्याउन सुभाव ।
- नाफावाट पूँजी वृद्धि गर्न सुभाव ।
- धन्यवाद ।

२) डा. माधव कुमार श्रेष्ठ (लिखित रुपमा)

(क) शेयरधनी डा. माधव कुमार श्रेष्ठ  
शेयरधनी नं १३३

(ख) धन्यवाद

१) कम्पनी ऐन २०६३ को दफा ७६ (१) अनुसार आर्थिक वर्ष समाप्त भएको ६ महिना भित्र वार्षिक साधारण सभा गर्नुपर्नेमा ४ महिना १९औं दिनमा तथा लेखा परिक्षण प्रतिवेदन प्राप्त भएको मिति २०६४/असोज १ गते २ महिना ४ दिनमा यो बैंकका छैठौं वार्षिक साधारण सभा गरेकोमा स्वतन्त्रतापूर्वक Vigilant Independent Professional Shareholder को हैसियतले आफ्नो मन्तव्य, प्रश्न तथा सुभावहरु प्रस्तुत गर्न मौका दिनु भएकोमा हार्दिक धन्यवाद ।

२) कम्पनी ऐन २०६३ को दफा ८३ (ड) को प्रावधान अनुसार चुक्ता पूँजीको १५ प्रतिशत बोनस शेयर वितरण गर्न विशेष प्रस्ताव ल्याउनु भएको र तत्पश्चात २० प्रतिशतका दरले हकप्रद शेयरको प्रस्ताव ल्याउनु भएकोमा पनि सहर्ष धन्यवाद ।

(ग) प्रश्नहरु

१) कम्पनी ऐन २०६३ को दफा १०९ (४) मा प्रतिवेदन तयार भएको मिति सम्मको चालु आर्थिक वर्ष २०६४/६५ को उपलब्धि र भविष्यमा गर्नुपर्ने सम्बन्धमा संचालक समितिको धारणा स्पष्ट हुनु पर्नेमा मेरो प्रश्न हो :-

- १.१ चालु आर्थिक वर्षको २०६४/६५ मा Annual Net Profit Target (ANPT) कति हो ? जानकारी पाउँ ।
- १.२ चालु आर्थिक वर्षको प्रथम त्रैमासिक खुद मुनाफा रु३,३४,४० हजार भएको वुभेकोले दोस्रो त्रैमासिक Net Profit Target कति हो?
- १.३ आर्थिक वर्ष २०६३/६४ को तुलनामा आ.व. २०६४/६५ को Annual Net – Profit Growth Target कति हो? जानकारी पाउँ
- १.४ चालु आ.व. को कार्तिक मसान्त सम्मको कर्मचारी संख्या कति हो? सो अवधिसम्म Profit Per Employee कति पुग्यो?

२) कम्पनी ऐन २०६३ को दफा १६५ को लेखा परिक्षण समितिको काम, कर्तव्य र अधिकारको खण्ड (ख) मा स्पष्ट उल्लेख गर्नुपर्ने । Internal Financial Control System तथा Risk Management System पुनरावलोकन गर्नुपर्ने प्रावधान रहेकोमा के कस्तो Systems प्रयोगमा ल्याएको हो ? Increasing Competitive Banking Environment मा यो Emerging Bank को Continued Process को लागि पनि IFC System र Risk Management System Functioning,

Coordinating and Controlling Mechanism मा Change, Adjustment and Reform ल्याई Sound, Safe and Strong (3 Ss) रुपमा ल्याई सकेको छु छैन? जानकारी पाउ ।

३) बैंक तथा वित्तिय संस्था सम्बन्धि ऐन २०६३ को दफा १२ (क) मा व्यावसायिक विशेषज्ञ र कम्पनी ऐन २०६३ को दफा ८६ (क) मा स्वतन्त्र संचालकको नियुक्तिको व्यवस्था भएकोमा यो बैंकमा अहिलेको संचालक समितिका संचालकहरु व्यावसायिक तथा स्वतन्त्र खालका छु कि छैन ? जानकारी पाउ ।

४) बैंक तथा वित्तिय संस्था सम्बन्धी ऐन २०६३ को दफा ५२ मा उल्लेख भएको प्रावधान अनुसार राष्ट्र बैंकले समिक्षा वर्षमा कून मितिमा कहिले सम्म कून कून विषयमा स्थलगत (on-site) निरिक्षण तथा सुपरीवेक्षण गर्छो ? स्थलगत निरिक्षण बाट यो बैंकको सम्बन्धित काममा कतिको सुधार तथा प्रभाव (6 Es : Execution, Economy, Efficiency, Effectiveness, Empowerment and Earning) हुने गरेको छ ।

(घ) सुभावहरु

१) राष्ट्र बैंकको निर्देशिका ४.३१ अनुसूची बमोजीम प्रस्तुत गर्ने गरेको प्रमुख सुचकाङ्कहरु (PRINCIPAL INDICATOR) अध्ययन गर्दै आएकोमा लगानीकर्ताहरुलाई लगानी सम्बन्धी निर्णय गर्नको लागि विशेष गरी ध्यान दिनुपर्ने विषयगत CRITERIA, CONSISTENCY AND COMPARABILITY को लागि आवश्यक COLUMN थप गरी NATIONAL & INTERNATIONAL STANDARD पनि प्रस्तुत गर्न सुभाव पेश गर्नुहुन । यसतर्फ राष्ट्र बैंक संग पनि सम्पर्क राख्न अनुरोध गर्दछु ।

२) प्रारम्भिक निष्काशन (IPO) मा वढी मूल्यमा निष्काशन नहोस् र प्रारम्भिक issue मा profession cross check पनि होस् ।

३) समिक्षा वर्षमा यो बैंकको प्रति शेयर वजार मूल्य रु७७८/- भै मूल्य आम्दानी अनुपात (P/E RATIO) ४८।९८ भएको हाल चालु आर्थिक वर्षको मार्ग महिनाको दोस्रो हप्तातिर बैंकको प्रतिशेयर वजार मूल्य रु.१,२३५ पुगी शेयर मूल्य आम्दानी अनुपात (PE RATIO) ६५ पुगेकोमा “What goes up must going up” अनुरूपनै भएकोले यसलाई SUSTAIN गर्दै लान लगानीकर्ताहरुमा यस बैंक प्रति LOYALTY AND POSITIVE PERCEPTION वढाउदै जानुको साथै बैंकको BRAND IMAGE AND EARNING PER SHARE मा सुधार ल्याउनको लागि सुभाव प्रस्तुत गर्दछु । यो INCREASING P/E RATIO को SUSTAINABILITY तर्फ सम्बन्धित सहभागीहरु ध्यान तथा REGULATORS’ VIGILANCY पर्याप्त भएन भने P/E RATIO & MARKET CRASH हुने हुन्छ ।

२) CORPORATE LEADERSHIP PRESCRIPTION BY TEN LETTER WORD:  
“LEADERSHIP”

1. 6<sup>th</sup> Letter R : Recognizing the real responsibilities (viz The Twelve Major Corporate Leadership Responsibilities) of an honest corporate leader by expecting the corporate leaders to perform normally responsibilities beyond their specific job requirements (viz additional duties), top corporate leaders who act on their best judgment with an honest vision and intension, have not only customer oriented focus (i.e understanding customers’ needs, sensitivity, sentiments, loyalty, retention, delight, satisfaction and providing the best value and protection to the customers and so on), but also have integrated approach (i.e. corporate activities be guided by the single logic of customer or client satisfaction at profit) are generally eager to take over extra burden and willing to assume any responsibility offered, because they have competency, confidence, and competitiveness (triple Cs) and a tremendous willingness to assume additional responsibility (AR) to go ahead; when there is a deficiency of result driven conscious AR, its partial or complete failure resulting loss of additional competitive advantages may occur due to lack of such AR with commensurate authority or empowerment arising at various levels when the corporate organizational design is based on clusters by line authority, functional authority, staff relationship (the horizontal relationship) and the lateral relationship formalized into committee to pool judgment; and transferring additional competitive advantages into a business requires multiple skills and a team to make that happen : *This is an honest corporate leaders ADDITIONAL RESPONSIBILITY*

2. Revealing the challenging teal responsibilities which are unusual and beyond their current capabilities at all corporate executive jobs and how better can the top corporate leadership team test an executive than to know what he would do in a critical situation or crisis (e.g. the East Asia's financial crisis of July 1997) : he may get his fingers burned or so perhaps the corporation or company (e.g. the East Asia's financial crisis of July 1997) : he may get his fingers burned or so perhaps the corporation or company (e.g. during football match players are frequently faced with real challenges beyond their capacity like failure of the corporate executive leader's plan execution due to weak leadership at the implementation level); the outstanding challenging – real-responsibilities (e.g. to achieve the quarterly audited net profit target) at the corporate executive leadership levels (viz top, middle and bottom) should enter the 21<sup>st</sup> century and be highly regarded as springboard for better executive leaders and growth of executive leadership competencies (e.g. the need to establish “Models of Competencies” in CEO is greater now than ever before) and application of effective team-work approach is the greatest long-term challenge to-day; the corporate leader should avoid fear in order to preserve independence so that right decisions have to be taken at the right time and other biggest challenge is not only to anticipate the future trends, offensive and defensive policy, internal and external challenges or threat and opportunities but also to avoid the macro policy mistakes (e.g. currency and banking crises in Mexico, South Korea, Thailand and Indonesia) and achieve risks management skills, operational skills and abilities to improve their competitive strategy and professional expertise faced with a number of challenges requiring talents to lead a forward thinking leadership team to discharge this responsibility seriously for enhancing the Long-term Corporate Longevity; and a talented corporate leader is one who has a vision to constantly improve and develop, and can create a favourable culture where people dream, imagine, experiment, invent, cooperate, and deliver, and must have a competency to mobilize a team that shares its common vision : *This is an honest corporate leader's CHALLENGING RESPONSIBILITY.*

3. Assuming the responsibility for continued corporate leadership development to the extent that the CEO and the divisional corporate leaders or heads are responsible for training of their subordinates with right team mind-set; the basic responsibility for corporate leadership development by its very nature inherently rests with superior and its development is an integral part of corporate leadership development (CLD); corporates are required to create a favourable environment where both tacit (i.e. information only in people's mind) and explicit information (i.e reports, plans, information and so on) should be harnessed and shared around and across the corporate organization; each corporate leader with the obligation of putting the right people in the right place should be empowered with the right information at the right time to make critical (e.g. a continued deficiency in available tissue oxygen leads to an irreversible alternation of local enzyme system, if the administration of oxygen is withheld until cyanosis is deep and the indications are obvious, irreparable damage may have been done.) and path-breaking business decisions; lack of well-trained corporate leader is the main barrier to sustained and progressive profitability growth; the senior professional and line executive corporate leaders can be encouraged to do a good job of training as well as to apply standard of the best corporate leadership development approach, practice and knowledge sharing; the serious negligence in the CLD may cause sudden top leadership crisis (TLC) just like sudden cardiac crisis or death may happen sooner rather than later in the negligent cardiac patient; the top corporate leader's inability to discharge his sound CLD responsibility including long-term succession plans for the top leadership can well be the biggest critical failure factor (CFF) which needs proper diagnosis for the right remedial action; the periodical CLD practice review should encourage the poorer leadership performers to improve and learn from the experiences of the best; desirable improved changes over the current practice will be required from time to time as desirable practice continuous to develop so that they can ultimately compete with the best in the world and the corporate leadership competency to compete against other for better performance is significantly determined by the sound CLD committee practice – system: *This is an honest corporate leader's CORPORATE LEADERSHIP DEVELOPMENT RESPONSIBILITY.*

4. Believing the corporate executive leadership responsibility to coach, counsel or otherwise aid in the leadership career development of his subordinates or sub-leaders so that the lack of coaching or the absence of practice educators often prevents the development and growth of a good vibrant corporate executive leader; each subordinate understand each other fully regarding every assignment and the lack of regulatory minimum standard of such assignment to give them professional acknowledgment poses negative impact or risk to corporate organization; the corporate leader's failure to discharge his coaching responsibilities makes him not only unable to obtain competitive advantages from the current low level performance standard of his team members but also make him unable to retain the best of

them due to inadequate Career –self- devotion (i.e. a personal approach of effective way of helping oneself to success by taking oneself in hand and directing personal talents, skills, abilities and capabilities toward a well defined goal with a Timetable) Compensation and Culture (3 Cs) ; coaching including special-function training and just-in-time skills training (i.e. immediate use of training so that teams which learn together work better together) should also be provided to persons designated to become facilitators for instructors and to persons who soon become leaders of teams; executives should also be given opportunities not only to reflect on their leadership practice which involves analyzing and assessing their own performance standards, developing new perspectives but also to make every individual capable to contribute to the corporate performance and perceive differently because of different time and change in the rightful duties; and coaching q ?? all techniques prepares people for today and to move on to tomorrow; *This is an honest corporate leader's* COUCHING RESPONSIBILITY.

5. Making aware of the responsibilities of the Chairman of the Board (i.e Trusteeship Responsibility) the CEO (i.e. top executive responsibility) and other various level leaders to know how to enlist in his team or services better and smarter people than himself (i.e. fully aware of surrounding himself with competent, disciplined, loyal and professionally agile team members or capable, credible and dedicated fellows or subordinates.) for working together with an appropriate team mind-set for sustainable profitability growth; for adequate capable support, the CEO must have a knowledgeable and friendly team of various multidimensional professionals with extensive resources and support network enabling corporate people, teams and staffs to be creative and dynamic; and the corporate BFSI (viz. banking finance, service and insurance company) must have a strong culture of progressive CLD, achievement, excellence, service and mutual support system; *This is an honest corporate leader's* CAPABLE SUPPORT RESPONSIBILITY.

6. Realizing the responsibility of every new corporate executive or non-executive leader to use his first few weeks on the job to understand the policies, plans, programs, personalities, capability assessment, clear understanding of corporate governance system , organizational development, current corporate culture and problems of the corporate organization to find out “how things are prior to taking action to “change things” ; the use of this objective perspective during the first few weeks on a new job is very significant; obviously corporate leaders at various levels and relevant professional specialists must join the multi-disciplinary team within the corporate department with actively promoting a flexible and supportive approach and the new corporate leader must discharge his responsibilities (i.e keen sense of rightful duties and moral / legal obligations) with complete fidelity; the ability to see a corporation as a whole is, in a real sense, the first essential of corporate leadership; and from the micro, macro and global economic view, a new leader should yet to grasp fully; *this is an honest corporate leader's* ORIENTATION RESPONSIBILITY.

7. Stressing the corporate executive leadership responsibility to provide as many opportunities as possible for participation of team members, each corporate executive leader has a responsibility for knowing these people and for providing challenges as well as opportunities that will foster their self-development; participation in this context may signify participation in corporate vision, policy formulation, mission, objectives and strategy formulation, sharing knowledge and information, framing operating procedures, control and review processes, action planning and so on; the organization can hardly work efficiently, effectively and economically without the whole hearted participation, cooperation, consensus and partnership commitment of the corporate people; a well developed constructive suggestion program including the truly CIP shareholders' Pre- and Post - AGM interaction program with appropriate rewards will also improve participation which creates a sense of belongingness and empowerment ; as the world moves into the participation and partnership age, sharing new ideas and learning create value in the economic chain and bring about socio-political and global economic change; thus participatory approach to become regular there should be creation of environment in which corporate people are dynamic rather than static, active rather than passive, rational or responsible rather than irrational or irresponsible, realistic rather than imaginary, long-term oriented rather than short term-oriented, partner in business rather than just hired hands, productive like-minded and trustworthy partnership (e.g. demonstrated by job-sharing and family- friendly policies adding to the feeling of working in partnership- a mindset uniting both the negotiating and the expert parties gain from the alliance.) rather than non-productive and negative minded groups, basically more smart and independent rather than dull and dependent and as a rule, the participatory behaviour-guide

will specify to the corporate executive leader the action-plan as precisely as possible to perform the committed job in such a way that decentralized corporations can lead to gradual participation of the bottom of the pyramid, where people are looking not only truthful and positive behaviours but also gravitate towards corporate leader who is honest and straightforward; and the leader acquires status through active participation; *this is an honest corporate leader's PARTICIPATORY AND PARTNERSHIP RESPONSIBILITY.*

8. Enhancing the corporate leaders sufficient time for “reflective thinking” as well as “development thinking” responsibility so that they should concentrate on the use of professionally competent personal assistants to handle much of the detail, effective use of capable corporate staff and conforming to the sound principles of span of control and contributing to the development and enhancement of research skills, enabling reshaping of the future corporate leadership prestige and techniques as their chief priorities; the BOARD OF DIRECTORS should stress the importance of providing time for creative work and development thinking to face increasing local and global competitiveness; it allows the corporate leaders and their subordinates to think and function more reflectively and to develop more systemic approach to problem solving so that equilibrium (i.e. the tendency of a system to achieve a balance among the various forces operating within and upon it.) and change are the twin focuses of emerging development economy and prudential investors stand to gain from the strong fundamental and tough transparency norms; this helps not only to create a price premium for them but also to stimulate customer loyalty through them; and for better synergy the corporate leader must initiate merger and acquisition (M&A) etc. : *this is an honest corporate leader's REFLECTIVE AND DEVELOPMENT THINKING RESPONSIBILITY.*

9. Enhancing the corporate leader's responsibility to translate creative ideas into action plan for achievement as well as improvement, he must assure accomplishment of such plan (i.e. the present action plans including programs calendar of operation and budgeting are the corporate executive leaders' attempt to give a lead on how they can work towards attaining sustainable profitability growth) : for this executive leadership action the executive leader acquires a full-rounded background of ability, skills and relevant quality experience in their particular field and builds habits of right decision making so that they may summon all the courage necessary to support of their right decisions and appropriate roles and in this action plan process in which objectives and means (viz. a set of ends-means chain) will have to be constantly adjusted in the light of knowledge acquired and the resources which can be mobilized to carry out the task; the process of mobilizing sources of influence should be by building an activation base of three Ps : Persuading (e.g. to get job done well by convincing), Pressuring (e.g. using pressure tactics), and Promoting self- activation (e.g. self-development is the best development) : the overall responsibility for preparation of the corporate CEO's Master Action Plan (MAP) lays with his team ; and the Board of Directors should set up a committee with major responsibility for monthly supervising, follow-up, and reviews of highlights of the excellent efforts being made by his MAP : *this is an honest corporate leader's EFFECTIVE ACTION PLANNING RESPONSIBILITY.*

10. Recognizing the responsibilities of the top corporate executive leaders to function ranging from routine to high level policy decision making functions among which routine functions wherever possible should be reduced to a minimum (e.g. All preparatory work is done by the surgical team members and the surgeon is called on only for the final prognosis and the actual surgery.) to provide adequate time for the substantive elements of the corporate executive leadership job to a steady growth track; with proper empowerment or decentralization, the line between high level policy decision making functions and operating functions (viz. decision translating into practice) should be as clear-cut as the distinction between the corporate planning (i.e. the purpose of corporate planning is to enable corporate management to apply its resources most effectively toward the accomplishment of objectives) and the corporate performance; the corporate leader responsible for an operation, program, performance and project is inherently responsible for planning as well as execution; the most significant role of the CEO in long – range planning should be addressed; the speed at which the corporate leaders take the sound policy decision (i.e. as a broad guideline to thinking reflects the corporate official attitude toward the future behaviour of employees within it) makes the difference between success and failure; there are various policies under common stocks such as cash dividend policy (viz. progressive, conservative dividend policy), stock dividend policy, right issue policy, investment policy, credit policy etc: any liability to the organization against failure of the corporate leader to discharge his sound policy decision making responsibilities should be indemnified as per the professional indemnity insurance policy to

protect the corporate interest; and such corporates with sound policies are precisely admired because they lead rather than follow : *this is an honest corporate leader's* SOUND POLICY DECISION MAKING RESPONSIBILITY.

11. Adopting the best corporate governance system (i.e. a system by which corporations or companies are not only directed, guided and controlled as per the law and ethics and concerns the effectiveness, accountability and liability of directors to their shareholders, but also refers to the structure systems, methods, and processes in such corporate organizations that are considered most appropriate to enhance their wealth generating capacity) which includes corporate board as a major instrument to enhance and sustain good corporate performance as well as to secure the FOUR Ts: 1<sup>st</sup> – Truthful Moral Conduct (e.g. The facts, all the facts, and nothing but the facts, even the law seldom decides the issue, the facts do.) and Ethical compliance, 2<sup>nd</sup> Tough Control Mechanism including controlling responsibility of the BOARD, internal performance audit, risk monitoring and external audit, controlling inside trading on price-sensitive information obtained from insider before it becomes public (e.g. weak corporate governance and ineffective commercial laws can causes inside trading practice, rigging, lower shareholders' value, return, growth etc.), sound regulatory check and finance on stock market (e.g. regular on-site and off-site supervision as a preventive vigilance and preventing a sudden Stock Market Crash such as the ?? sub-prime credit-mortgage trouble where the Dow Jones plunged by 6% between 23 July and 3 August 2007, all other major stock markets went into crash mode signaling perhaps the starting of a global bear market and credit/liquidity crunch which may, if emergency funds are not injected into money markets, deepen ultimately into a global recession. After a few days “British Mortgage Lender Northern Rock PLC become Britain’s biggest victim to the Global Credit Crisis, but on Tuesday, September, 18, 2007 the US Federal Reserve reduced its benchmark interest rate by half a percentage point to 4.75% from 5.25% as a shock therapy. Consequently on Wednesday the Dow Jones industrial average jumped 200 points almost instantly and ended the day up 335 points or 2.51% at 13,739.39. Shares in Asia and Europe rose sharply on Wednesday. The rally witness in other Asian markets also boosted Indian and Nepalese stocks. The NEPSE (Nepal Stock Exchange) soared by 42.04 points and closed at 879.96 points as a new record on Thursday to 885.50 points. September 30,2007. As India is less linked to the US than other Asian countries, its economy growing at 8-9%, attracting ??? in high flooding inflows: \$11 billion, and targeting inflation rate of 3%, enabled the SENSEX to move from Tuesday’s close of 16899.54 points to a record high of 17025.07 in the first few minutes of trade. With the worst housing slump in a decade, the US consumer Confidence Index for September fell to its lowest point in nearly two years. Normal stage will happen only after timely complete crisis-impact correction and assessment), focusing on investor education and global stock market standard, ensuring the best standard of the corporate governance practice (e.g. determining the top executives’ compensation is a basic responsibility of the Board of Directors and making it mandatory for corporate leadership level executive remuneration to be fixed by a remuneration committee consisting of only independent and accountable directors whose professional advice, decision or judgment must not be influenced in any way by a connection with another person or organization, otherwise the board is failing to execute its responsibility and creating the real problem of paying enormous amounts to top executives such as CEOs, CFOs and others who fail to perform and meet the target. Board becomes irresponsible if it guarantees pay for nonperformance or regardless of performance.) 3<sup>rd</sup> – Trusteeship between the corporation and the stakeholders including employees or corporate leaders as agents and shareowners as principles (e.g. The economic collapse-at the end of 2001 of ENRON – the U.S. energy company with its bad corporate governance and subsequent failure and some 5600 employees lost their jobs) and 4<sup>th</sup> – Transparency in all matters or in all dealings which should not only be fair but should also be seen to be fair and enables to conduct business freely and fearlessly (3Fs) in transparent manner with integrity so that there is much greater transparency (e.g. even the disclosure on remuneration matters should also track performance quality standard of the top corporate leaders and ensure that their remuneration is not only consistent with their performance but also is linked directly to the corporate economic value creation, not its market stock price in order to check on excessive remuneration and prevent abuses in fixing corporate leaders’ remuneration.) in the way the corporate performances are operated as per the sound corporate governance system: *This is an honest corporate leader's* GOOD CORPORATE GOVERNANCE RESPONSIBILITY.

12. Ensuring the corporate social performance disclosure in the annual report which is primarily made up of societal responsibilities such as environmental quality (e.g. best pollution control records but climate is a global responsibility), educational aids, public health community programs, building social

capital, employee benefits, product safety, industrial safety, avoiding anti-social practices, equal employment opportunities, social and moral responsibilities to shareholders, micro-finance service for peoples' minimum basic needs (PMBNs) and poverty alleviation (viz income enhancement & capability improvement) as a national priority, meeting the Millennium Development Goals (MDGs) by 2015, Shareholders' Suggestion System and its implementation with international credibility, investor friendly (i.e. return to the investors and investors' care leading to the investors' fancy), audited quarterly financial results, ways to protect minority shareholders, share market price rally justified by "high earnings growth as a long-term driver: net profit growth quarter coupled with increased efficiencies, lower leverage, higher Total Return To Shareholders (TRTS), highest net-worth ratio (Price/ Book value ratio), highly compounded annualized return from the stock market (e.g. stocks can make gains as long as a strong economy with the higher healthy demand and the lower level inflation rate of less than 5% known as a win-win situation, persists.), excellent fundamentals linking corporate performance to the stock market capitalization growth to GDP ratio, the best credit ratings to mobilize funds at competitive rates and provide investors' protection, adopting the New Capital Accord (Basel II) by the banking and financial Institutions, world – class companies, products with superior technology, strategic partnership with reputed global companies, stakeholders' grievance system, market riding on fundamentals etc. rather than high liquidity as a medium term – driver ; low interest rate etc and market sentiment (MS) as a short term – driver : up / down price corrections like a swing of a pendulum, rumors or facts based MS etc. "bad directors and officers (D&)) including errors and omission's liability insurance, professional indemnity policy of external auditor for failure to detect corporate fraud, and champions of team sports etc. ; a well developed capital market or stock exchange safeguards against manipulations (e.g if the market price of a share is rising up over 10% from the base price without justified fundamentals it is highly risky or the share market price more than three times of its book value is also risky) and every price performance must have a normal standard (viz. Dividend Yield less than 3%; danger, etc.) for monitoring and evaluation (M/E): when the economy lags behind the stock market, stocks should reasonably be at or close to their lows but **Stock Gamblers** (viz. stock market players with high gambling instincts to assume high risk in corporate stocks and fostering "Get-Rich-Quick Mentality" at the cost of millions.) may increase stock price or Gamblers' Bullish Mania : if the regulators and the stock market players fail to sustain the basic requisites of "What goes up must keep going up" Stock Market Crash is highly inevitable; markets should mobilize and reward CSR (Corporate Social Responsibility) as an integral part of business strategy with good positive financial impact; netter corporate social performance information must lead to dignity (i.e. such corporate performance is perceived as dignified behaviour and in a real sense a corporate should also be systematically measured by the returns it provides to the societies.) and prestige as well as gaining social recognition which creates respect and the value will follow; and over the long- run even the stock market rewards respect by higher price/earning multiples per share, lower systematic risks, better vision, value and vitality (3Vs), appraising the corporate BFSI with higher social accountability and the corporate leader's active leadership with integrity (viz. always performing in a socially responsible manner) in business improvement : *this is an honest corporate leader's* CORPORATE SOCIAL PERFORMANCE DISCLOSURE RESPONSIBILITY.

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### ३) मे. कुवेर श्रेष्ठ

- विगत ६ वर्षको performance राम्रो देखिएको छ ।
- NPA ०.३४% मा भरेको छ EPS १५.८८% PE Ratio ४८% राम्रो हो ।
- श्री शम्भू नाथ गौतमलाई अहिलेको प्रगतीलाई निरन्तर गर्दै लैजान सुभावा ।
- सिद्धार्थनगरमा शाखा खोल्न सुभावा ।
- वोनश शेयर र हकप्रद शेयरको लागि अध्यक्षजू र प्रमुख कार्यकारी अधिकृतजूलाई धन्यवाद ।
- दुर्गम क्षेत्रमा साखा खोल्न सुभावा ।
- कर्मचारी तालिम खर्च वढाउन सुभावा ।
- औषधी उपचार खर्च र कानूनी खर्च वढेको कारण माग ।
- बैंकको सुरक्षा वारे चासो व्यक्त ।
- सामाजिक उत्तरदायित्व वहन गर्ने तर्फ अग्रसर हुन सुभावा ।
- Fraction मा आउने शेयरलाई १ शेयर दिन सुभावा ।
- Premium मा IPO निष्काशन गर्ने कुरा साधारण शेयरधनीको हित विपरीत भएकोले यस्तो निर्णय नगर्न आधिकारीक निकायलाई सुभावा ।

### ४) राम लाल श्रेष्ठ

- निमित्त कार्यकारी अधिकृतमा नियुक्त हुनु भएकोमा श्री शम्भू नाथ गौतमलाई वधाई र उहाँलाई प्रमुख कार्यकारी अधिकृत मा नै नियुक्त गर्न सुभावा व्यक्त ।
- बैंकको वित्तिय विवरण तथ्य र सत्यमा आधारित छ ।
- विज्ञापन खर्च, ज्याला खर्च र अन्य खर्च को विवरण माग ।
- संचालक समितिको बैठक भत्ता वढाए अनुरूपको प्रतिफल वढाउन सुभावा ।

### ५) प्रकाश रजौरे

- वोनश शेयर र हकप्रद शेयर दिने निर्णयको लागि आभार व्यक्त ।
- बैंकले आफनो सूचकाङ्कहरुमा उल्लेखिय प्रगति गरेकोमा धन्यवाद ।
- प्रतिफल दिएकोले गर्दा लगानीकर्ताको विश्वास वढेको छ ।
- इन्त्योरेन्समा गरेको लगानी सकारात्मक भएको कुरा व्यक्त ।
- सम्पूर्ण व्यापारीक केन्द्रहरुमा शाखा विस्तार गर्न सुभावा ।
- Premium मा IPO निष्काशन गर्ने कुरा साधारण शेयरधनीको हित विपरीत भएकोले यस्तो निर्णय नगर्न आधिकारीक निकायलाई सुभावा ।

### ६) रोज कुमार श्रेष्ठ

- बैंकको प्रगती स्वागत योग्य भएको कुरा व्यक्त ।
- संक्षिप्त वार्षिक प्रतिवेदन छापन सुभावा ।
- फाराममा शेयर प्रमाण पत्र को सट्टा शेयरधनी नं हुनुपर्ने ।
- संचालक समितिको बैठक भत्ता भन्दा अन्य खर्च वढी भएको कारण माग र यसलाई घटाउन सुभावा ।
- वार्षिक प्रतिवेदन कम्पनी ऐन अनुसारको ढांचामा वनाउन सुभावा ।

### ७) राम गोपाल महर्जन

- हकप्रद शेयर र वोनश शेयर दिएकोमा धन्यवाद ।
- रु. १००० मा खाता खोल्ने योजना वनाएकोमा धन्यवाद ।
- Fraction मा आउने शेयरलाई १ शेयर दिन सुभावा ।
- कर्मचारीवर्गको हितको कुरा गर्न सुभावा ।
- शाखा विस्तार गर्दा सुरक्षा र पार्किङलाई ध्यान दिनुपर्ने ।
- बैंकको सेवालाई समय सापेक्ष रुपमा सुधार गर्दै लान जोड ।
- ए.टि.एम सेवा विस्तार गर्न ध्यान दिनुपर्ने ।

- बैंकले customer approach को बारेमा अझ वढी ध्यान दिन सुभाब ।
- Investment गर्दा cautious भएर Invest गर्न सुभाब ।
- आगामी वर्ष return बढाउन सुभाब ।
- Premium मा IPO निष्काशन गर्ने कुरा साधारण शेयरधनीको हित विपरीत भएकोले यस्तो निर्णय नगर्न आधिकारीक निकायलाई सुभाब ।

#### ८) डम्बरु वल्लभ घिमिरे

- बैंकले आफनो सूचकाङ्कहरूमा उल्लेखिय प्रगति गरेकोमा धन्यवाद ।
- लगानीको प्रतिफल दिएको कुरा स्वागत योग्य छ ।
- Fraction मा आउने शेयरलाई १ शेयर दिन सुभाब ।
- वित्तिय विवरणमा छापिएको विज्ञापनमा व्याजदर राख्न सुभाब ।
- राष्ट्र बैंकले क्रेडिट पर्चेजमा औल्याएका कैफियतलाई सुधार गर्न सुभाब ।
- Premium मा IPO निष्काशन गर्ने कुरा साधारण शेयरधनीको हित विपरीत भएकोले यस्तो निर्णय नगर्न आधिकारीक निकायलाई सुभाब ।

#### ९) महेन्द्र वहादुर श्रेष्ठ

- छोटो अवधिमा बैंकले गरेको प्रगतीको लागि धन्यवाद ।
- हल व्यवस्थापन राम्रो हुनुपर्न्यो । अध्यक्षज्यूको speech छोटो बनाउन सुभाब ।
- शाखा विस्तारमा नयां क्षेत्र पहिचान गर्नुपर्न्यो ।
- Shareholders लाई खाता खोल्न motivate गर्न सुभाब ।
- विदेशी बैंक संग affiliation को सोचको बारेमा सुभाब ।
- हकप्रद शेयरको बारेमा पूर्ण विवरण दिन माग ।
- Fraction मा आउने शेयरलाई थप पैसा लिएर भएपनि १ शेयर दिन सुभाब ।
- कम्पनी ऐन बमोजिम Independent Director यथासिघ्र नियुक्ति गर्न सुभाब ।

#### १०) दिलिप श्रेष्ठ

- बैंकको वित्तिय स्थिती र विकाश स्वागत योग्य भएको कुरा व्यक्त ।
- बैंकले शाखा विस्तार गर्दा सो क्षेत्रमा पहिले सामाजिक कार्य गरेमा प्रभावकारी हुने कुरा व्यक्त ।
- साधारण शेयरधनीलाई साधारण सभा अगाडि अन्तरक्रिया कार्यक्रम गर्दा राम्रो हुने कुरा व्यक्त ।
- अनुसूची क मा उपसमितिहरूको विवरण राख्न सुभाब ।

#### १०) लभ राज जोशी

- बैंकले गरेको प्रगतिको लागि धन्यवाद ।
- व्यवस्थापन र संचालक समिति वढी पारदर्शी हुनुपर्ने कुरामा जोड ।
- विना व्याजको निक्षेप बढाउन सुभाब ।
- कर्मचारीलाई समय सापेक्ष रुपमा र Performance को आधारमा reward दिई retain गर्न सुभाब ।
- Public Director लाई public को बारेमा वढी concern हुन सुभाब ।

#### १२) अशोक उप्रेती

- बैंकको प्रगति र विकासको लागि संचालक समित, कर्मचारी वर्ग तथा शेयरधनी महानुभावहरूलाई धन्यवाद

- Premium मा IPO निष्काशन गर्ने कुरा साधारण शेयरधनीको हित विपरीत भएकोले यस्तो निर्णय नगर्न आधिकारीक निकायलाई सुझाव ।
- कृषि क्षेत्रमा लगानी गर्न सुझाव ।

#### ११. अध्यक्षज्यूको प्रतिउत्तर (सामूहिक रूपमा):

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- ;+rfns ;ldltsf] cGo vr{ tkm{ 4 hgf ;+rfns sf&df)\*F)+ jflx/ /xgU ePsf] xU+bf pxf+x? j}&sdf efu lng sf&df)\*f)+ cfp+bf hf+bf nfUg] Kn]g ef+\*F tyf eQf /fwf/)F ;efn] tf]s] jdf]lhdsf] vr{ ePsf] xf] .
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#### १२. सभाको निर्णयहरू:

१. सामान्य प्रस्ताव अन्तर्गत निर्धारित विषयसूची नं. १ अनुसार संचालक समितिको प्रतिवेदन अनुमोदनका लागि पेश हुंदा सर्वसम्मतिबाट अनुमोदन तथा पारित गरियो ।
२. सामान्य प्रस्ताव अन्तर्गत निर्धारित विषयसूची नं. २ अनुसार लेखापरीक्षकको प्रतिवेदन सहित २०६४ आषाढ मसान्तको वासलात र मिति २०६३ श्रावण १ देखि २०६४ आषाढ मसान्त सम्मको नाफा नोक्सान हिसाव तथा सोही अवधीको नगद प्रवाह विवरण छलफल गरी पारित गर्ने प्रस्ताव पेश हुदां सर्वसम्मतिबाट पारित भयो ।
३. संचालक समितिले प्रस्ताव गरे अनुरूप वोनश शेयरको कर वापतको रकमको लागि रु.४७,३६,८४२ नगद लाभांश स्वीकृत गर्ने प्रस्ताव पेश हुंदा सर्वसम्मतीबाट पारित भयो ।
४. सामान्य प्रस्ताव अन्तर्गत निर्धारित विषयसूची नं. ३ अनुसारको आ.व.२०६४/६५ को लागि लेखापरीक्षकको नियुक्ति र निजको पारिश्रमिक तोक्ने प्रस्ताव पेश हुंदा लेखापरिक्षण समितिको सिफारिस अनुसार श्री टि.आर. उपाध्याय एण्ड कम्पनी, चार्टर्ड एकाउण्टेन्ट्सलाई नियुक्त गर्ने र पारिश्रमिकको हकमा statutory audit, tax audit, long form audit report, कम्पनी ऐनको दफा ७८

अनुसारको विवरणका साथै दैनिक भ्रमण भत्ता, Transportation तथा accommodation र fooding समेत सम्पूर्ण कार्यको लागि एकमुष्ट रु.४००,०००/ (अक्षरेपी रु चार लाख) भ्याट समेत प्रदान गर्ने निर्णय सर्वसम्मतिबाट पारित भयो ।

५. सामान्य प्रस्ताव अन्तर्गत निर्धारित विषयसूची नं ४ अनुसार संचालकहरूको बैठकभत्ता अध्यक्ष को रु.७,००० प्रति बैठक र संचालकको प्रति बैठक रु.६,००० तथा टेलिफोन र पत्र पत्रिकाको लागि अध्यक्ष तथा संचालकहरूलाई रु.५,००० प्रति महिना / प्रति जनका दरले प्रदान गर्ने गरि सर्वसम्मतीबाट निर्णय भयो ।

६. १५४ आषाढ मसान्तमा समाप्त वर्षको मुनाफा तथा पूँजी समायोजन कोषको रकम समेत वाट १५% का दरले वोनश शेयर जारी गर्ने तथा तत्पश्चात २०% का दरले हकप्रद शेयर जारी गरि सोहि बराबर बैँकको जारी पूँजी तथा चुक्ता पूँजी वृद्धि गर्ने र सोही अनुरूप प्रवन्ध पत्रको दफा ५ (ख) र ५ (ग) मा निम्न अनुसारको संशोधन गर्ने सर्वसम्मतीबाट निर्णय भयो ।

प्रवन्धपत्रको दफा	साविक विवरण	संशोधित विवरण
५(ख)	बैँकको तत्काल जारी पूँजी रु.८०,००,००,००० (असी करोड रुपैयाँ) हुनेछ ।	बैँकको तत्काल जारी पूँजी रु.८२,८०,००,००० (वयासी करोड असी लाख रुपैयाँ) हुनेछ ।
५(ग)	बैँकको तत्काल चुक्ता पूँजी रु.६०,००,००,००० (साठी करोड रुपैयाँ) हुनेछ ।	बैँकको तत्काल चुक्ता पूँजी रु.६२,८०,००,००० (वयासी करोड असी लाख रुपैयाँ) हुनेछ ।

साथै, नियमावलीको दफा ३१ मा संचालकको बैठक भत्ता तथा सुविधाहरूमा माथि निर्णय नं ४ मा भएको निर्णयलाई नियमावलीमा निम्न संशोधन गर्ने निर्णय भयो ।

नियमावलीको दफा	साविक विवरण	संशोधित विवरण
३१(क)	संचालकहरूको पारिश्रमिक, बैठक भत्ता तथा सुविधासम्बन्धी व्यवस्था: संचालकहरूको मासिक पारिश्रमिक, बैठक भत्ता, दैनिक तथा भ्रमण भत्ता र अन्य सुविधाहरू देहाय बमोजिम हुनेछन् । अध्यक्ष : रु ५,००० का दरले सदस्य : रु ४,००० का दरले साथै, काठमाण्डौं वाहिरवाट संचालक समितिको बैठकमा भाग लिन आउनुहुने संचालकहरूको लागि आतेजाते हवाई जहाजको लागेको वास्तविक भाडा (एयरपोर्ट ट्याक्स समेत) को अलावा खान वस्न तथा अन्य भैपरी आउने खर्च वापत दैनिक रु ५,००० वढीमा दुई दिन सम्मको भत्ता दिइनेछ ।	संचालकहरूको पारिश्रमिक, बैठक भत्ता तथा सुविधासम्बन्धी व्यवस्था: संचालकहरूको मासिक पारिश्रमिक, बैठक भत्ता, दैनिक तथा भ्रमण भत्ता र अन्य सुविधाहरू देहाय बमोजिम हुनेछन् । १) प्रति बैठक अध्यक्ष : रु ७,००० का दरले र सदस्य : रु ६,००० का दरले २) काठमाण्डौं उपत्यका वाहिरवाट संचालक समितिको बैठकमा भाग लिन आउनुहुने संचालकहरूको लागि आतेजाते हवाई जहाजको लागेको वास्तविक भाडा (एयरपोर्ट ट्याक्स समेत) को अलावा खान वस्न तथा अन्य भैपरी आउने खर्च वापत दैनिक रु ५,००० वढीमा दुई दिन सम्मको भत्ता दिइनेछ । ३) टेलिफोन र पत्र पत्रिकाको लागि अध्यक्ष तथा संचालकहरूलाई रु.५,००० प्रति महिना / प्रति जनका दरले महिनामा १ पटक प्रदान गरिनेछ ।

र अन्य आवश्यक संशोधन गर्नु परेमा संचालक समितिलाई अख्तियारी प्रदान गर्ने सर्वसम्मतीबाट निर्णय भयो ।

७. निर्धारित विषयसूची नं. ५ अनुसार विविध विषय अन्तर्गत छलफलको विषय नभएको ।

### १३. सभा विसर्जन :

अध्यक्षज्यूले चिसोको वावजुद पनि उत्साह एवं उमंगकासाथ लामो समय सम्म धैर्यधारण गरी सक्रिय रूपमा छलफलमा संलग्न भई यस साधारण सभालाई सफलतापूर्वक सुसम्पन्न गर्न सहयोग गर्नु भएकोमा सम्पूर्ण शेयरधनीमहानुभावहरु, संचालकहरु, आमन्त्रीत महानुभावहरु, कर्मचारी वर्ग का साथै प्रत्यक्ष तथा अप्रत्यक्ष रूपमा सहयोग गर्नुहुने सम्बन्धित सबैलाई धन्यवाद दिनु हुदै अपरान्ह २:३० बजे सभा विसर्जन गर्नु भयो ।

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(कम्पनी सचिब)

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(अध्यक्ष)

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