स्ट्याण्डर्ड चार्टर्ड बैंक नेपाल लिमिटेडको
४०औं वार्षिक साधारण सभा सम्बन्धी सूचना
(प्रथम पटक) प्रकाशन मिति: २०८३/०८/०१

सूचना

मिति **२०८३ साल कार्तिक २७ गते** बसेको यस बैंकको संचालक समितिको ४९५औं बैठकले निर्णय गरे अनुसार यस बैंकको **४०औं वार्षिक साधारण सभा** निम्न लिखित मिति, समय र स्थानमा निम्न विषय उपर छलफल तथा निर्णय गर्न बस्ने भएको हुँदा शेयरधनी महानुभावहरूको जानकारी र सहभागिताका लागि यो सूचना प्रकाशित गरिएको छ ।

सभा हुने मिति, समय र स्थान:

सभा हुने मिति : २०८३ साल मंसिर २३ गते (तद्नुसार ९ डिसेम्बर २०२६), बुधबार ।

सभा सुरू हुने समय : बिहान ९:०० बजे ।

स्थान : आर्मी अफिसर्स क्लब, भद्रकाली, काठमाण्डौ ।

सभा ठीक समयमा सुचारू रूपले संचालन गर्नको लागि शेयरधनी उपस्थिति पुस्तिका सभा हुने दिन बिहान ८:०० बजे देखि खुला राखिने छ ।

छलफलका विषयहरू :

क. सामान्य प्रस्ताव :

१. आर्थिक वर्ष २०८२/८३ को संचालक समितिको वार्षिक प्रतिवेदन उपर छलफल गरी पारित गर्ने ।
२. लेखापरीक्षकको प्रतिवेदन सहितको आ.व. २०८२/८३ को वार्षिक वित्तीय विवरण (आषाढ मसान्त २०८३ मा समाप्त भएको वर्षको वासलात, आ.व. २०८२/८३ को नाफा नोक्सान हिसाब र सोहि अवधिको नगद प्रवाह विवरण, इक्विटीमा भएको परिवर्तन सम्बन्धी विवरण लगायत वार्षिक वित्तीय विवरणसँग सम्बद्ध अनुसूचीहरू) उपर छलफल गरी पारित गर्ने ।
३. संचालक समितिले प्रस्ताव गरे बमोजिम प्रति शेयर रू.१६/०० (अक्षरूपी सोह्र रूपैयाँ मात्र) का दरले (कर सहित) नगद लाभांश वितरण गर्न स्वीकृत गर्ने ।
४. बैंक तथा वित्तीय संस्था सम्बन्धि ऐन, २०७३ को दफा ६३ तथा कम्पनी ऐन, २०६३ को दफा १११ अनुसार आर्थिक वर्ष २०८३/८४ को लागि लेखापरीक्षण गर्न लेखापरीक्षण समिति तथा संचालक समितिको सिफारिश मुताबिक लेखापरीक्षक नियुक्ति गर्ने र निजको पारिश्रमिक निर्धारण गर्ने ।
५. सर्वसाधारण शेयरधनीहरूको तर्फबाट बैंकको संचालक समितिमा प्रतिनिधित्व गर्ने एक जना संचालकको निर्वाचन गर्ने ।

ख. विविध ।

संचालक समितिको आज्ञाले,
कम्पनी सचिव

साधारण सभा सम्बन्धी अन्य जानकारी

१. साधारण सभा प्रयोजनको लागि बैंकको शेयर दाखिल खारेज मिति २०८३ मंसिर १० गते (तदनुसार २६ नोभेम्वर २०२६) का दिन बन्द रहने छ । शेयर दाखिल खारेज बन्द हुने अघिल्लो दिनको अभिलेखमा बैंकको शेयरधनीको रूपमा रहनु भएका शेयरधनीले मात्र साधारण सभामा भागलिन, मतदान गर्न र नगद लाभांश प्राप्त गर्न सक्नु हुनेछ ।
२. सभामा उपस्थित हुने शेयरधनीहरूले बैंकबाट जारी प्रवेश-पत्र वा बैंकको शेयर अभौतिकीकरण गरेको देखिने अभौतिकीकरण खाताको डि. पि. नम्बर तथा ग्राहक नम्बर खुलेको विवरण (Statement) वा अभौतिकीकरण नभएको भए **आफ्नो कुनै एक सक्कल शेयरधनी प्रमाण-पत्र** सहित आफ्नो परिचय खुल्ने प्रमाण साथमा लिई सभामा भाग लिन आउनु हुन अनुरोध गर्दछौं ।
३. शेयरधनी महानुभावहरूले आफ्नो राय, सुझाव, जिज्ञासा तथा प्रश्न केहि भएमा मिति २०८३ मंसिर १८ गते भित्र बैंकको इमेल AGM.SCBN@SC.COM मा इमेल गरि वा बैंकको टेलिफोन नं. ०१ ५९७०५३८ मा फोन गरि शेयर विभागलाई वा कम्पनी सचिवलाई सम्पर्क गरि टिपाउन सक्नु हुनेछ । शेयरधनी महानुभावहरूले टिपाउनु भएका राय सुझाव, जिज्ञासा तथा प्रश्नहरू संकलन गरी सोको जवाफ साधारण सभाको क्रममा दिने व्यवस्था मिलाइएको छ ।
४. सभामा भाग लिन र मतदान गर्नका लागि प्रतिनिधि (प्रोक्सी) नियुक्त गर्न चाहने शेयरधनीहरूले प्रतिनिधि-पत्र (प्रोक्सी फारम) भरी बैंकको नयाँ बानेश्वर, काठमाण्डौमा अवस्थित केन्द्रिय कार्यालय भवनमा रहेको शेयर बिभागमा सभा शुरू हुनुभन्दा कम्तिमा ९६ घण्टा अगाडि दर्ता गरी सक्नु पर्नेछ । यसरी प्रतिनिधि (प्रोक्सी) नियुक्त गरिएको व्यक्ति समेत बैंकको शेयरधनी हुनु पर्नेछ । प्रोक्सी फारम बैंकको website मार्फत प्राप्त गर्न सक्नु हुनेछ ।
५. प्रतिनिधि नियुक्त गरिसक्नु भएको शेयरधनी आफै सभामा उपस्थित भई शेयरधनी उपस्थिति पुस्तिकामा दस्तखत गर्नुभएमा प्रोक्सी दिइसकेको भए पनि त्यस्तो प्रोक्सी स्वतः बदर हुनेछ ।
६. एकभन्दा बढी व्यक्तिहरूको संयुक्त नाममा शेयर दर्ता रहेको अवस्थामा शेयरधनी दर्ता किताबमा पहिलो नाम उल्लेख भएको व्यक्ति वा सर्वसम्मतबाट प्रतिनिधि चयन गरिएको एक जनाले मात्र सभामा भाग लिन सक्नुहुनेछ ।
७. प्रतिनिधि नियुक्त गरी सो प्रतिनिधि-पत्र बैंकमा बुझाई सकेपछि प्रतिनिधि (प्रोक्सी) बदर गरी अर्को प्रतिनिधि नियुक्त गर्न चाहेमा सो को निवेदन सभा सुरू हुनु भन्दा ४८ घण्टा अगावै बैंकको केन्द्रिय कार्यालय, नयाँ बानेश्वर स्थित शेयर विभागमा दर्ता गरेको अवस्थामा सोही पत्र साथ प्राप्त प्रतिनिधि-पत्र (प्रोक्सी) मान्य हुनेछ । सो बमोजिम नगरी एकै शेयरधनीले एकभन्दा बढी व्यक्तिहरूलाई प्रतिनिधि-पत्र (प्रोक्सी) नियुक्त गरेको पाइएमा त्यस्ता सबै प्रतिनिधि-पत्रहरू (प्रोक्सी) बदर हुनेछन् ।
८. नाबालक वा मानसिक रूपले अशक्त शेयरधनीहरूको तर्फबाट बैंकको शेयर लगत किताबमा संरक्षकको रूपमा नाम दर्ता भइरहेका महानुभावहरूले सभामा भाग लिन तथा प्रतिनिधि नियुक्त गर्न सक्नु हुनेछ । शेयरधनीहरूको दर्ता किताबमा संरक्षकको रूपमा नाम लेखिएको वा शेयरधनी दर्ता किताबमा दस्तखत भएको व्यक्तिलाई मात्र संरक्षक मानिनेछ ।
९. आफनो नाममा रहेको शेयर संख्या भन्दा बढी शेयर संख्या उल्लेख गरी प्रतिनिधि-पत्र (प्रोक्सी) दिएमा तथा प्रतिनिधि-पत्र (प्रोक्सी) मा शेयरधनीको हस्ताक्षर यस बैंकको शेयरधनी रेकर्ड अनुसार नमिलेको अवस्थामा त्यस्तो सबै प्रतिनिधि-पत्र (प्रोक्सी) हरू स्वतः बदर हुनेछन् ।
१०. संचालक पदमा उम्मेदवार हुन चाहने शेयरधनीले धितो बन्धक लगायत कुनै पनि प्रकारको बन्धक (Encumbrances) नरहेको कम्तीमा ३०० कित्ता शेयर लिएको हुनुपर्नेछ र बैंक तथा वित्तिय संस्था सम्बन्धी ऐन २०७३, कम्पनी ऐन २०६३, अन्य प्रचलित कानून तथा बैंकको संचालक निर्वाचन कार्यविधि सम्बन्धी निर्देशिका, २०७५ बमोजिम योग्य हुनुपर्नेछ ।
११. संचालक पदमा उम्मेदवार हुन चाहने शेयरधनीले निर्वाचन अधिकृतद्वारा प्रकाशित निर्वाचन कार्यक्रम अनुसार तोकिएको मिति तथा समयमा बैंकको केन्द्रिय कार्यालयमा अवस्थित शेयर विभागमा एकजना शेयरधनी प्रस्तावक र अर्को एकजना समर्थक सहित तोकिएको ढाँचामा आफ्नो उम्मेदवारी दर्ता गर्नुपर्नेछ । उम्मेदवारीबाट आफ्नो नाम फिर्ता लिन चाहेमा तोकिएको ढाँचा र समयमा दरखास्त दर्ता गर्नु पर्नेछ । तर अध्यक्षले अनुमति दिएमा यस्ता उम्मेदवारले सो समयपछि पनि आफ्नो नाम फिर्ता लिन सक्नेछन् ।
१२. सर्वसाधारण शेयरधनीहरूको तर्फबाट प्रतिनिधित्व गर्ने एक जना संचालकको निर्वाचन सम्बन्धि विस्तृत कार्यक्रम बैंकको केन्द्रिय कार्यालय, नयाँ बानेश्वर, काठमाण्डौमा अवस्थित शेयर विभागको सूचना पाटीमा निर्वाचन हुने दिन भन्दा ९ दिन अगावै टाँस गरे बमोजिम हुनेछ ।
१३. यस बैंकको संचालक निर्वाचन कार्यविधि निर्देशिका, २०७५ शेयरधनीहरूले यस बैंकको शेयर विभागबाट रू. ३०० शुल्क तिरी प्राप्त गर्न सक्नु हुनेछ ।
१४. सुरक्षाको दृष्टिकोणले शेयरधनी महानुभावहरू सभा स्थलमा आउँदा झोला, ब्याग जस्ता बस्तुहरू नलिई आउनु हुन अनुरोध गरिन्छ । आवश्यक देखिएमा सुरक्षाकर्मीले सुरक्षा जाँच गर्न सक्ने भएको हुँदा सो कार्यमा सहयोग गरिदिनु हुन समेत अनुरोध गर्दछौं ।

द्रष्टव्य :

१) बैंकको संक्षिप्त वार्षिक आर्थिक विवरण यसै सुचना साथ प्रकाशित गरिएको व्यहोरा जानकारी गराउँदछौं । बैंकको वार्षिक प्रतिवेदन बैंकको शेयर विभाग वा साधारण सभा स्थलबाट शेयरधनी महानुभावहरूलाई उपलब्ध गराउने व्यवस्था मिलाईने छ । साथै साधारणसभासँग सम्बन्धित वार्षिक प्रतिवेदन र छलफलका विषयहरू यस बैंकको वेबसाइट https://www.sc.com/np/investor-relations/en/ मा पनि राखिने हुँदा त्यहाँबाट समेत हेर्न तथा प्राप्त गर्न सकिने व्यहोरा जानकारी गराउँदछौं ।
२) हितग्राही खातामा बैंक खाता अद्यावधिक नगराएका शेयरधनीहरु तथा हालसम्म पनि आफ्नो शेयर प्रमाणपत्रहरु अभौतिकीकरण (DEMAT) नगराउनु भएका शेयरधनी महानुभावहरुले आफ्नो शेयर प्रमाणपत्र अभौतिकीकरण गराई सो सँगसँगै हितग्राही खातामा बैंक खाता समेत अद्यावधिक गराउनु हुन अनुरोध गर्दछौं ।

सञ्चालक समितिको प्रतिवेदनको संक्षिप्त स्वरूप (कम्पनी ऐन २०६३ को दफा ८४(४) को व्यवस्था बमोजिम प्रकाशित)

आदरणीय शेयरधनी महानुभावहरू,

सञ्चालक समितिको तर्फबाट, म अध्यक्ष हर्षका साथ प्रतिवेदन पेश गर्न चाहान्छु कि स्ट्याण्डर्ड चार्टर्ड बैंक नेपाल लिमिटेडले आर्थिक वर्ष २०८२/८३ मा पनि व्यावसायिक बातावरणमा देखिएका बिभिन्न चुनौतीहरूका बाबजुद सुदृढ बितीय कार्य सम्पादन हासिल गर्न सफल भएको छ । हामीले रू. २ अर्ब ८४ करोड कर पछिको खुद मुनाफा हाँसिल गर्न सक्षम भएका छौं ।

शुल्क तथा ट्रेडिङ आम्दानीमा भएको सुधारले ब्याज आम्दानीमा परेको दबाबलाई आंशिक रूपमा न्यूनीकरण गर्नुका साथै व्यवसायको विविधीकरणबाट प्राप्त हुने लाभको महत्वलाई समेत उजागर गरेको छ । तपाईंको बैंकले विगत धेरै वर्षदेखि आफ्नो व्यावसायिक आधारलाई सुदृढ बनाउँदै आएका आधारभूत सिद्धान्तहरूमा निरन्तर ध्यान केन्द्रित गरेको छ, जसमा ग्राहकहरूलाई उत्कृष्ट सेवा प्रदान गर्ने, सुदृढ वासलात कायम राख्ने, विवेकपूर्ण रूपमा जोखिम व्यवस्थापन गर्ने तथा शेयरधनीहरूलाई दिँगो प्रतिफल प्रदान गर्ने विषयहरू समावेश छन् ।

कर्जा जोखिममा देखिन सक्ने दबाबका प्रारम्भिक संकेतहरूको समयमै पहिचान, विवेकपूर्ण कर्जा मूल्याङ्कन तथा स्वीकृति, कर्जा पोर्टफोलियोको नियमित अनुगमन र प्रभावकारी असुलीमा हामीले विशेष ध्यान दिँदै आएका छौं । यस दृष्टिकोणले समीक्षा अवधिमा निष्क्रिय कर्जाको प्रभावकारी व्यवस्थापन गर्न तथा बैंकको नाफालाई सुरक्षित गर्न उल्लेख्य सहयोग पुऱ्याएको छ ।

बिगत वर्षमा बैंकको वित्तीय कार्य सम्पादनका मुख्य फलकहरू निम्न तालिकामा प्रस्तुत गरिएको छ :

वित्तीय विवरणहरू	आ.ब. २०८२/८३	आ.ब. २०८१/८२
खुद मुनाफा (ने.रू. अरबमा)	२.८	३.०
कूल कर्जा (ने.रू. अरबमा)	७०.९	८८.५
ग्राहकहरूको कूल निक्षेप (ने.रू. अरबमा)	१४७.७	१२५.३
इक्विटीमा प्रतिफल (%)	१२.९	१४.३
प्रति शेयर नेटवर्थ (ने.रू.)	२२५.०	२१५.८
प्रति शेयर आम्दानी (ने.रू.)	२८.३	३०.०
लाभांश (%)	१६.०	१९.०

गत आर्थिक वर्षमा आर्थिक वृद्धिको गति केही सुस्त रहे तापनि नेपालको अर्थतन्त्रले पुनरूत्थानको क्रमलाई निरन्तरता दिएको छ । बैंकिङ प्रणालीमा तरलता उच्च रहनुका साथै ब्याजदरमा गिरावट आएको छ । तथापि, कर्जाको माग तुलनात्मक रूपमा न्यून रह्यो । यसैबीच, अधिक तरलता र बढ्दो निष्क्रिय कर्जाका कारण बैंकहरूले सम्पत्तिको गुणस्तर तथा नाफामा परेको दबाबको सामना गरिरहनुपरेको छ । समग्रमा, वास्तविक अर्थतन्त्र र बैंकिङ क्षेत्र दुवैले उल्लेख्य दबाबको सामना गरेका छन्।

पर्याप्त विदेशी मुद्रा सञ्चिति, उल्लेख्य विप्रेषण आप्रवाह तथा उच्च तरलताले नेपालको अर्थतन्त्रलाई सुदृढ आधार प्रदान गरेका छन् तथापि, यी सबल पक्षहरूलाई लगानी विस्तार, कर्जा वृद्धि तथा रोजगारी सिर्जनामा प्रभावकारी रूपमा रूपान्तरण गर्नु दिगो आर्थिक विकासका लागि महत्वपूर्ण रहेको छ ।

हाम्रा ग्राहकहरूलाई उनीहरूको निरन्तर निष्ठाका लागि, हाम्रा कर्मचारीहरूलाई उनीहरूको समर्पण, प्रतिबद्धता र जुझारूपनका लागि र हाम्रा मूल्यवान शेयरधनीहरूलाई वहाँहरूको निरन्तर विश्वास र समर्थनका लागि सञ्चालक समिति धन्यवाद दिन चाहन्छ ।

Consolidated Statement of Profit or Loss For the year ended 32 Ashadh 2083 (16 July 2026)

(Amount in NPR)

Particulars	Note	Current Year	Previous Year
Interest income	4.29	7,423,825,005	8,311,018,433
Interest expense	4.30	3,480,529,257	3,848,768,879
Net interest income		**3,943,295,748**	**4,462,249,554**
Fee and commission income	4.31	1,889,414,039	1,844,889,791
Fee and commission expense	4.32	405,944,078	482,555,372
Net fee and commission income		**1,483,469,961**	**1,362,334,419**
Net interest, fee and commission income		**5,426,765,709**	**5,824,583,973**
Net trading income	4.33	970,580,544	721,046,156
Other operating income	4.34	10,021,421	29,079,637
Total operating income		**6,407,367,674**	**6,574,709,766**
Impairment charge/(reversal) for loans and other losses	4.35	(157,275,478)	(335,296,649)
Net operating income		**6,564,643,151**	**6,910,006,415**
Operating expense			
Personnel expenses	4.36	1,538,739,060	1,550,284,693
Other operating expenses	4.37	737,244,999	534,290,314
Depreciation & Amortisation	4.38	132,280,162	138,674,519
Operating Profit		**4,156,378,930**	**4,686,756,890**
Non operating income	4.39	14,893,658	9,869,152
Non operating expense	4.40	11,075,967	165,739,882
Profit before income tax		**4,160,196,621**	**4,530,886,160**
Income tax expense	4.41	1,315,546,976	1,518,322,811
Current Tax		1,330,036,605	1,501,878,339
Deferred Tax		(14,489,629)	16,444,472
Profit for the period		**2,844,649,645**	**3,012,563,349**
Profit attributable to:			
Equity holders of the Bank		2,844,649,645	3,012,563,349
Non-controlling interest			
Profit for the period		**2,844,649,645**	**3,012,563,349**
Earnings per share			
Basic earnings per share		28.33	30.00
Diluted earnings per share		28.33	30.00

Consolidated Statement of Financial Position As on 32 Ashadh 2083 (16 July 2026)

(Amount in NPR)

Particular	Note	Current Year	Previous Year
Assets			
Cash and cash equivalent	4.1	56,181,712,182	43,661,578,299
Due from Nepal Rastra Bank	4.2	4,865,039,483	4,429,936,824
Placement with Bank and Financial Institutions	4.3	19,181,525,170	3,651,996,950
Derivative financial instruments	4.4	86,221,644	5,452,410
Other trading assets	4.5		
Loan and advances to B/FIs	4.6	4,043,548,008	14,813,832,277
Loans and advances to customers	4.7	66,100,195,155	72,893,086,343
Investment securities	4.8	27,682,168,337	13,578,328,256
Current tax assets	4.9	245,891,715	354,858,747
Investment in subsidiaries	4.10		
Investment in associates	4.11		
Investment property	4.12		
Property and equipment	4.13	269,581,930	378,216,717
Goodwill and Intangible assets	4.14		
Deferred tax assets	4.15	125,231,766	106,553,720
Other assets	4.16	1,741,129,350	2,005,562,697
Total Assets		**180,522,244,741**	**155,879,403,240**
Liabilities	**Note**	**Current Year**	**Previous Year**
Due to Bank and Financial Institutions	4.17	2,759,985,611	2,068,769,064
Due to Nepal Rastra Bank	4.18		
Derivative financial instruments	4.19	84,943,329	15,828,882
Deposits from customers	4.20	147,683,923,981	125,338,847,480
Borrowing	4.21		700,000,000
Current Tax Liabilities	4.9		
Provisions	4.22		
Deferred tax liabilities	4.15		
Other liabilities	4.23	4,871,281,193	3,559,996,604
Debt securities issued	4.24	2,523,938,630	2,524,615,890
Subordinated Liabilities	4.25		
Total liabilities		**157,924,072,744**	**134,208,057,921**
Equity			
Share capital	4.26	10,042,368,398	10,042,368,398
Share premium			
Retained earnings		1,812,409,104	1,996,365,160
Reserves	4.27	10,743,394,495	9,632,611,762
Total equity attributable to equity holders		**22,598,171,996**	**21,671,345,319**
Non-controlling interest			
Total equity		**22,598,171,996**	**21,671,345,319**
Total liabilities and equity		**180,522,244,740**	**155,879,403,240**
Contingent liabilities and commitment	4.28	141,858,369,081	129,356,342,538
Net assets value per share		225.03	215.80

Consolidated Statement of Other Comprehensive Income For the year ended 32 Ashadh 2083 (16 July 2026)

(Amount in NPR)

Particulars	Current Year	Previous Year
Profit for the year	2,844,649,645	3,012,563,349
Other comprehensive income, net of income tax		
a) Items that will not be reclassified to profit or loss		
Gain/(losses) from investments in equity instruments measured at fair value	84,985,841	44,197,972
Gains/(losses) on revaluation		
Actuarial gains/(losses) on defined benefit plans	(98,947,230)	(141,976,174)
Income tax relating to above items	4,188,417	29,333,461
Net other comprehensive income that will not be reclassified to profit or loss	**(9,772,972)**	**(68,444,741)**
b) Items that are or may be reclassified to profit or loss		
Gains/(Losses) on cash flow hedge		
Exchange gains/(losses) (arising from translating financial assets of foreign operation)		
Income tax relating to above items		
Reclassify to profit or loss		
Net other comprehensive income that are or may be reclassified to profit or loss		
c) Share of other comprehensive income of associate accounted as per equity method		
Other comprehensive income for the period, net of income tax	**(9,772,972)**	**(68,444,741)**
Total comprehensive income for the year	**2,834,876,673**	**2,944,118,608**
Total comprehensive income attributable to:		
Equity holders of the Bank	2,834,876,673	2,944,118,608
Non-controlling interest		
Total comprehensive income for the period	**2,834,876,673**	**2,944,118,608**

Consolidated Statement of Cash Flows For the year ended 32 Ashadh 2083 (16 July 2026)

(Amount in NPR)

Particulars	Current Year	Previous Year
CASH FLOWS FROM OPERATING ACTIVITIES		
Interest received	7,444,435,156	8,383,817,425
Fees and other income received	2,146,820,898	1,593,329,563
Divided received		
Receipts from other operating activities	989,611,377	587,734,234
Interest paid	(3,538,759,302)	(3,926,338,864)
Commission and fees paid	(652,055,898)	(181,307,929)
Cash payment to employees	(1,387,174,533)	(1,355,782,824)
Other expense paid	(743,107,885)	(540,153,199)
Operating cash flows before changes in operating assets and liabilities	**4,259,769,814**	**4,561,298,405**
(Increase)/Decrease in operating assets	**1,693,361,490**	**(3,304,374,994)**
Due from Nepal Rastra Bank	(435,102,659)	(679,086,203)
Placement with bank and financial institutions	(15,529,528,220)	(3,648,905,394)
Other trading assets	(80,769,234)	(4,750,679)
Loan and advances to bank and financial institutions	10,878,984,268	(7,385,164,400)
Loans and advances to customers	6,830,537,958	8,626,398,221
Other assets	29,239,377	(212,866,539)
Increase/(Decrease) in operating liabilities	**23,030,119,426**	**13,227,548,463**
Due to bank and financial institutions	691,216,547	(273,113,799)
Due to Nepal Rastra Bank		
Deposit from customers	22,345,076,501	12,854,960,753
Borrowings	(700,000,000)	700,000,000
Other liabilities	693,826,378	(54,298,492)
Net cash flow from operating activities before tax paid	**28,983,250,730**	**14,484,471,874**
Income taxes paid	(1,221,069,574)	(1,575,658,282)
Net cash flow from operating activities	**27,762,181,156**	**12,908,813,593**
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of investment securities	(14,018,854,240)	
Receipts from sale of investment securities		4,299,570,043
Purchase of property and equipment	(23,645,375)	(51,370,290)
Receipt from the sale of property and equipment	917,331	815,555
Purchase of intangible assets		
Receipt from the sale of intangible assets		
Purchase of investment properties		
Receipt from the sale of investment properties		
Interest received		
Dividend received	1,173,455	1,466,819
Net cash used in investing activities	**(14,040,408,829)**	**4,250,482,126**
CASH FLOWS FROM FINANCING ACTIVITIES		
Receipt from issue of debt securities		
Repayment of debt securities		
Receipt from issue of subordinated liabilities		
Repayment of subordinated liabilities		
Receipt from issue of shares		
Dividends paid	(957,407,385)	(1,771,772,204)
Interest paid	(247,877,260)	(246,522,740)
Other receipt/payment		
Net cash from financing activities	**(1,205,284,645)**	**(2,018,294,944)**
Net increase (decrease) in cash and cash equivalents	**12,516,487,682**	**15,141,000,775**
Cash and cash equivalents at Shrawan 1	43,661,578,300	28,499,220,367
Effect of exchange rate fluctuations on cash and cash equivalents held	3,646,200	21,357,158
Cash and cash equivalents at Ashadh end	**56,181,712,182**	**43,661,578,300**

आर्थिक वर्ष २०८२/८३ को लेखापरीक्षकको प्रतिवेदन

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Independent Auditor's Report

To The Shareholders of Standard Chartered Bank Nepal Limited

Report on the Audit of Financial Statements

Opinion

We have audited the accompanying financial statements of **Standard Chartered Bank Nepal Limited ("the Bank")** which comprise the Statement of Financial Position as at Ashad 32, 2083, (July 16, 2026), the Statement of Profit or Loss (including Other Comprehensive Income), the Statement of Change 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 accompanying financial statements present fairly, in all material respects, the financial position of the Bank as at Ashad 32, 2083, its financial performance and its cash flows for the year then ended in accordance with the Nepal Financial Reporting Standards (NFRS).

Basis of Opinion

We conducted our audit 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 Bank in accordance with The Institute of Chartered Accountants of Nepal's (ICAN's) Handbook of Code of Ethics for Professional Accountants together with the ethical requirements that are relevant to our audit of the financial statements in Nepal, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAN's Handbook of Code of Ethics for Professional Accountants. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in the audit of 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.

S.N.	Key Audit Matters	Auditor's Response
1.	**Interest Recognition**	
	The Bank is required to recognize interest income on an accrual basis in line with the Guidance Note on Interest Income Recognition, 2025 issued by Nepal Rastra Bank (NRB).	Our audit procedures for verifying the interest recognition process included: • Obtaining a clear understanding of the process for accrual of interest income on loans and advances in the Bank's Core Banking System. • Verifying, on a sample basis, that interest income is recognized in line with the stage of the loans and advances. • Test-checking interest income booking through manual recalculation of interest for selected loans and advances from each stage. **Our Result**: No material exceptions were noted.
2.	**Impairment of Loans and Advances to Customers**	
	In accordance with NRB Directive 4, read with the NFRS 9 Expected Credit Loss Related Guidelines, 2024 issued by Nepal Rastra Bank (NRB), the Bank is required to measure impairment on loans and advances at the higher of: • the amount derived as per the norms prescribed by NRB for loan loss provisioning • the amount determined as per para 5.5 of NFRS 9. Under NFRS 9, impairment is determined using an expected credit loss (ECL) model, which estimates credit losses as a probability-weighted amount (i.e. the present value of all expected cash shortfalls) over the expected life of the financial instrument. The Bank has received approval from NRB to develop and implement a country-specific ECL model until the end of FY 2083/84. Until then, the Group follows the ECL model in line with NFRS 9. Impairment under the ECL model requires an assessment of future cash flows and the historical loss experience of portfolios, while impairment under the NRB norms requires an assessment of overdue status and of whether loans have been used for their intended purpose. Because of this, we regarded the following as Key Audit Matters.	Our audit procedures for verifying the impairment of loans and advances included: • We obtained the written approval from Nepal Rastra Bank permitting the Bank to develop and implement a country-specific ECL model until the end of FY 2083/84. • We also confirmed that impairment was recognized at the higher of the NRB loan loss provisioning norms and the NFRS 9 ECL amount and that the approval and its effect were appropriately disclosed in the financial statements. **Our Result**: We consider the accounting treatment and related disclosure of the impairment of loans and advances to customers to be acceptable as per the regulatory norms.
3.	**Investment Valuation, Identification, and Impairment**	
	The Bank's investments comprise government bonds, T-bills, development bonds, and investments in quoted and unquoted equity instruments. These securities are valued in compliance with NFRS 9 and NRB Directive no. 8. Investments in government and NRB bonds and T-bills are required to be recognized at amortized cost on the reporting date, whereas other investments in equity instruments, other than those held for trading, are to be valued at Fair Value through Other Comprehensive Income (FVOCI). Because the prescribed treatment varies with the nature of the cash flows, and given the business model adopted, the complexity of the calculations, and the significance of the amounts involved, we have considered this a Key Audit Matter.	Our audit procedures for verifying the valuation, identification, and impairment of investments included: • Reviewing the Bank's investments and their valuation with reference to the NFRS issued by ICAN and the applicable NRB Directives. • Assessing the nature of the expected cash flows of the investments and the business model adopted by management, based on available evidence and circumstances, and ensuring that the classification of each investment is consistent with its cash flow characteristics and management's intention for holding it. • For investments valued at amortized cost, checking the effective interest rate (EIR) and the amortization schedule on a test basis. • For quoted investments valued at FVOCI, ensuring that fair value was determined using the closing transaction price at NEPSE as of 32 Ashadh 2083. For unquoted investments, ensuring that fair value was based on the latest management-certified financial statements, including net worth per share. **Our Result**: We considered the accounting treatment, valuation and related disclosures of the investment to be acceptable.
4.	**Information Technology Systems and Controls Impacting Financial Reporting**	
	The Bank's key financial accounting and reporting processes are highly dependent on the automated controls over the Bank's IT systems. There is a risk that gaps in the change management, segregation of duties or user access management controls (in relation to key financial accounting and reporting systems) may undermine our ability to place some reliance thereon in our audit.	Our procedure included: • We tested the design, operation and effectiveness of control over granting, removal and appropriateness of access rights on the accounting and reporting system of the bank. • Obtained and inspected the change management policies and, for a sample of changes in inputs and control functions on the systems, has been reviewed to confirm that changes had been performed in line with approved decisions. • Tested a sample of the automated controls that are designed to enforce appropriate segregation of duties. • We have tested a sample of outputs particularly interest income and expenses on loans and advances of the system through manual calculations. • We have reviewed the IT Audit findings performed by the independent IT auditor and the actions undertaken by the bank. **Our Result**: We considered the information technology systems and their relevant controls to be adequate.

Information other than the Financial Statements and Auditor's Report thereon

The management is responsible for other information presented in the Bank's Annual Report including the report of the Board of Directors. The annual report, including the report of the Board of Directors, is expected to be made available to us after the date of this auditor's report. Our opinion on the financial statements does not cover the other information and we do not express an audit opinion or, except as explicitly stated below, any form of assurance conclusion thereon. In connection with our audit of the financial

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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 in the audit or otherwise appears to be materially misstated. The 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. The annual report, including the report of the Board of Directors, is expected to be made available to us after the date of this auditor's report.

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.

Responsibilities of Management and Those Charged with Governance for Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with Nepal Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of 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 bank'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 bank or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the bank'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.
- 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 Bank'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 Bank'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 Bank to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Bank to express an opinion in the financial statements. We are responsible for the direction, supervision and performance of the bank audit. We remain solely responsible for our audit opinion.

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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

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

a. We have obtained satisfactory information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.

b. The Statement of Financial Position, Off Balance Sheet Transactions, Statement of Profit or Loss (including other Comprehensive Income), Statement of Cash Flow and attached Schedules dealt with by this report are prepared as per procedure and format prescribed by Nepal Rastra Bank and agree with the books of account maintained by the Bank.

c. Accounts and records of the Bank have been maintained as required by law.

d. In our opinion, so far as appeared from our examination of the books, the Bank has maintained adequate capital fund, risk bearing fund and adequate provisions for possible impairment of assets in accordance with the directives of Nepal Rastra Bank.

e. In our Opinion and to the best of our information and according to the explanation given to us, the Board of Directors, the representative or any employee of the Bank has not acted contrary to the provision of law relating to accounts nor caused direct loss or damage to the Bank deliberately or acted in a manner that would jeopardize the interest and security of the bank and the business of the Bank appears to have been conducted satisfactorily.

f. The Bank has been functioning as per the Directives of Nepal Rastra Bank and the operations are within its jurisdiction.

g. The Bank has not acted in a manner to jeopardize the interest and security of the investors and other stakeholders, and

h. We have not come across any fraudulence in the accounts, based on our sample examination of the books of accounts of the Bank.

Sudarshan Raj Pandey, FCA
Senior Partner
S.R Pandey & Co.,
Chartered Accountants

Place: Kathmandu
Date: 2026/10/28

UDIN: 261028CA000319RCbJ

Consolidated Statement of changes in equity For the year ended 32 Ashadh 2083 (16 July 2026)

(Amount in NPR)

Particulars	Attributable to equity holders of the Bank											
	Share Capital	Share premium	General reserve	Exchange equalisation reserve	Regulatory reserve	Fair value reserve	Employee Training Fund	Retained earning	Other reserve	Total	Non-controlling interest	Total equity
Balance at Shrawan 1, 2081	9,429,453,895		6,583,312,307	542,010,057	523,045,691	164,016,423		2,461,563,258	815,421,321	20,518,822,952		20,518,822,952
Adjustment/Restatement												
Adjusted/Restated balance at Shrawan 1, 2081	**9,429,453,895**		**6,583,312,307**	**542,010,057**	**523,045,691**	**164,016,423**		**2,461,563,258**	**815,421,321**	**20,518,822,952**		**20,518,822,952**
Comprehensive income for the year												
Profit for the year								**3,012,563,349**		**3,012,563,349**		**3,012,563,349**
Other comprehensive income, net of tax												
Gain/(losses) from investments in equity instruments measured at fair value						30,938,580				30,938,580		30,938,580
Gains/(losses) on revaluation												
Actuarial gains/(losses) on defined benefit plans									(99,383,322)	(99,383,322)		(99,383,322)
Gains/(losses) on cash flow hedge												
Exchange gains/(losses) (arising from translating financial assets of foreign operation)												
Total comprehensive income for the year						**30,938,580**		**3,012,563,349**	**(99,383,322)**	**2,944,118,608**		**2,944,118,608**
Transfer to reserve during the year			**602,512,670**	**5,339,289**				**(1,127,574,876)**	**519,722,917**			
Transfer from reserve during the year					**(21,571,488)**			**54,324,172**	**(32,752,684)**			
Transactions with owners, directly recognised in equity												
Share issued												
Share based payments												
Dividends to equity holders												
Bonus shares issued	612,914,503							(612,914,503)				
Cash dividend paid								(1,791,596,240)		(1,791,596,240)		(1,791,596,240)
Others												
Total contributions by and distributions	**612,914,503**							**(2,404,510,743)**		**(1,791,596,240)**		**(1,791,596,240)**
Balance at Ashadh end 2082	**10,042,368,398**		**7,185,824,977**	**547,349,347**	**501,474,203**	**194,955,004**		**1,996,365,160**	**1,203,008,231**	**21,671,345,319**		**21,671,345,319**
Balance at 1 Shrawan 2082	10,042,368,398		7,185,824,977	547,349,347	501,474,203	194,955,004		1,996,365,160	1,203,008,231	21,671,345,319		21,671,345,319
Adjustment/Restatement												
Adjusted/Restated balance at 1 Shrawan 2082	**10,042,368,398**		**7,185,824,977**	**547,349,347**	**501,474,203**	**194,955,004**		**1,996,365,160**	**1,203,008,231**	**21,671,345,319**		**21,671,345,319**
Comprehensive income for the year												
Profit for the year								2,844,649,645		2,844,649,645		2,844,649,645
Other comprehensive income, net of tax												
Gain/(losses) from investments in equity instruments measured at fair value						59,490,089				59,490,089		59,490,089
Gains/(losses) on revaluation												
Actuarial gains/(losses) on defined benefit plans									(69,263,061)	(69,263,061)		(69,263,061)
Gains/(losses) on cash flow hedge												
Exchange gains/(losses) (arising from translating financial assets of foreign operation)												
Total comprehensive income for the year						**59,490,089**		**2,844,649,645**	**(69,263,061)**	**2,834,876,673**		**2,834,876,673**
Transfer to reserve during the year			**568,929,929**	**911,550**	**62,221,927**		**11,037,074**	**(1,160,278,622)**	**517,178,141**			
Transfer from reserve during the year								**39,722,917**	**(39,722,917)**			
Transactions with owners, directly recognised in equity												
Share issued												
Share based payments												
Dividends to equity holders												
Bonus shares issued												
Cash dividend paid								(1,908,049,996)		(1,908,049,996)		(1,908,049,996)
Others												
Total contributions by and distributions								**(1,908,049,996)**		**(1,908,049,996)**		**(1,908,049,996)**
Balance at Ashadh end 2083	**10,042,368,398**		**7,754,754,906**	**548,260,897**	**563,696,130**	**254,445,093**	**11,037,074**	**1,812,409,104**	**1,611,200,395**	**22,598,171,996**		**22,598,171,996**