









www.geminiseafood.com



One of the guiding momentum to Gemcon Family by our Hon'ble Chairman of Gemcon Group "লেগে থাকে, মফলতা আমরেই"।





Vision :

Defining Standards in Innovation and Service

Mission:

It serves the need of consumers and businesses in growth segments profitable by providing:

- Quality products & Services to our customers.
- A Satisfying work environment to our staff.
- Fair, respectful and consistent working relations to our suppliers and channel partners.
- Profitable and responsible growth to our shareholders.

Values:

- Integrity : Conduct all our activities and transactions with a sense of deep accountability, by being honest within and outside the company.
- **Challenges :** Seek not just what we are capable of now, but acquire the capacity to achieve what we dream.
- **Team spirit :** Build teams that we are excited to be a part of and that will push us to new heights.
- **Skills and processes :** Upgrade our skills and processes constantly to stay on top of the competition.
- Responsibility: Respect nature, society and stakeholders as the ultimate good business practice.



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CORPORATE DIRECTORY

BOARD OF DIRECTORS

Mrs. Ameenah Ahmed Lt. Col. Kazi Shahid Ahmed (Retd.) Mr. Kazi Nabil Ahmed, MP Mr. Kazi Inam Ahmed Mr. Khandaker Habibuzzaman, FCS

MANAGEMENT

Lt. Col. Kazi Shahid Ahmed (Retd.) Mr. Kazi Inam Ahmed Capt. Zakir Ahmed Zakir (Retd.), MBA Mr. Khayer-ul-Alam Suman

AUDIT COMMITTEE

Mr. Khandaker Habibuzzaman, FCS Lt. Col. Kazi Shahid Ahmed (Retd.) Mr. Kazi Nabil Ahmed, MP

COMPANY SECRETARY

Mr. AFM. Nazrul Islam, FCS

INTERNAL AUDIT IN-CHARGE Mr. Asish Kumar Saha

AUDITORS

K.M. Alam & Co. 80, Motijheel (4th Floor) Dhaka - 1000

CORPORATE GOVERNANCE AUDITORS

Akhter Amir & Co. Chartered Accountants Shanjary Tower, 5B 78, Nayapaltan Dhaka - 1000

BANKERS

Bangladesh Krishi Bank United Commercial Bank Ltd. Prime Bank Ltd. Dutch-Bangla Bank Ltd. Madumoti Bank Ltd.

REGISTRERED & CORPORATE OFFICE

House # 44, Road # 16 (27 old) Dhanmondi, Dhaka-1209 Bangladesh Phone: +88-02-9142197, 9138246-52 Fax: +88-02-9113756 e-mail: gemini@gemcongroup.com nazrul@gemcongroup.com web-site: www.geminiseafood.com Chairperson Managing Director Director Director & CEO. Independent Director

Managing Director Director & CEO. Chief Financial officer Head of Operation

Chairman Member Member

FACTORY & OFFICE

Village & P.O: Jabusha P.S: Rupsha, Dist: Khulna Bangladesh Phone: +88-41-800151 Fax: +88-41-800361



COMPANY PROFILE

| | 01. Name of the Company 02. Business of the Company 03. Date of Incorporation 04. Date of Operation 05. Brand Name 06. Product Types | :: | GEMINI SEA FOOD LIMITED Processor, packer and exporter of quality frozen raw shrimp, cooked shrimp and white fish. 16th September 1982 3rd August 1984 "MEENA" & "GEMINI" a. Head on Shell on (HOSO) b. Headless Shell-on (HLSO) c. Easy peel (EZP) d. Deep cut/Grill Cut e. Peeled and Deveined (P&D) f. Peeled Deveined Tail on (PDTO) g. Peeled and Undeveined (PUD) h. Skewer |
|--------|---|----|---|
| DX Bra | 07. Sources of Raw Materials | • | i. Raw, Cooked, Blanched, j. IQF, Block, Semi-IQF The Company processes the firm raised shrimps received from Government FIQC approved sources only. All the shrimps are naturally cultured. |
| | 08. Machineries and Equipments | : | The Company is equipped with world class and best possible equipments like; a. Plate Freezer: Gram (Denmark) b. Cooker, Chiller, Spiral IQF Freezer, Glazer and Hardener: Carnitech (Denmark) c. Compressors : Grasso (Netherlands), Sabroe (Denmark) d. Generators : Cummins (USA), Caterpillar (USA) |
| | 09. Quality Control | : | The Company possesses a very well set and equipped laboratory with highly professionals capable of carrying out all essential tests check required to ensure best possible hygienic products conforming to the standard as per HACCP. We are green ticketed with the US FDA and EU approval. We are approved by Russian Veterinary Authority (Rosselkhoznadzor). We are also registered with the US FDA pursuant to Section 305 of the US Public Health Security and Bio- terrorism Preparedness and Response Act of 2002 PL 107-188, as of 19 November, 2003. |



| 10. Production capacity (Daily) | : a. Block: 10 Tons, b. IQF: 15 Tons |
|---|--------------------------------------|
| 11. HACCP Certified | : By FIQC, Since 1998 |
| 12. EU Approval No. | : KLN-14 |
| 13. US Public Health Security & Bio-Terrorism Reg. No. | : 12525970880 |
| 14. BRC Global Standard for Food Safety Iss Certificate No. BRC Site Code | ue 7 : GBO 8/74364; : 1756876. |
| 15. IFS Food Version 6 Certificate No. CO ID | : BD 17/711041040 : 14501 |
| 16. BAP Issue 3 Certificate No. Registration no. | : IN 15/50145 : P10103 |
| 17. HACCP Codex Alimentarius Certificate No. | : BD 17/711041046 |

ų. 0 5 **Sompany**



Directors & Management Team



Mrs. Ameenah Ahmed Chairperson



Lt. Col. Kazi Shahid Ahmed (Retd.) Managing Director



Mr. Kazi Nabil Ahmed, MP Director



Mr. Kazi Inam Ahmed Director & CEO.



Mr. Khandaker Habibuzzaman, FCS Independent Director



Capt. Zakir Ahmed Zakir (Retd.), MBA Mr. AFM. Nazrul Islam, FCS **Chief Financial Officer**



Company Secretary



Mr. Khayer-ul-Alam Suman Head of Operation

Quality Policy

"Hygienic product and Healthy Trade" is the core of Gemini's Business activity. Products are handled and processed with utmost care and in compliance with HACCP system and other internationally recognized standards. In order to ensure only the best quality products are produced, Gemini's Limits sourcing of Raw materials only through trusted and long time suppliers. Gemini also performs regular lab test of raw materials and other ingredients to ensure quality is never compromised.





Monitoring and Control

Testing laboratory closely flawlessly monitors the entire processing operations, which eventually ensures absolute compliance with the set processing standard by the production team. The monitoring process is carried out by the QA team regularly. This is attributed to food safety in every phase of production.



Certifications

We regularly update our certificates to ensure food safety and legal factors relevant to the Business



Letter of Transmittal

The Members,

Bangladesh Securities and Exchange Commission, Dhaka Stock Exchange Limited. Registrar of Joint Stock Companies & Firms.

Sub: Annual Report for the year ended June 30, 2017.

Dear Sir/s,

I am pleased to submit a copy of the Annual Report containing all relevant Reports together with Audited Financial Statements including Statement of Financial Position, Statement of Profit or Loss and other Comprehensive Income, Changes in Equity and Cash Flows for the year ended June 30, 2017 alongwith notes thereon for your kind information and record.

Yours sincerely,

(AFM. Nazrul islam) Company Secretary



NOTICE OF THE 35TH ANNUAL GENERAL MEETING-2017

November 20, 2017

NOTICE

Notice is hereby given to the Shareholders of Gemini Sea Food Ltd. that the 35th ANNUAL GENERAL MEETING will be held on Monday the 18 December, 2017 at 11.15 am. at 533 & 534 Beribadh, ULAB Playground, Ramchandrapur, Mohammadpur, Dhaka-1207 to transact the following business:

SPECIAL BUSINESS

1. To pass special resolution in order to enhance the Authorised Capital of the Company from Tk. 2.00 crore to Tk. 40.00 crore and amend the subsequent Clause -V and the following others integral clause of article nos.: 1, 4, 5, 6, 7, 8(a), 9, 14, 17, 35, 42, 43, 50, 60, 61, 62, 68, 70, 71, 72, 73, 80, 82, 94, 96, 101, 105, 107, 113 (e), 113 (g), 113 (h), 115, 124, 127, 129, 132, 138, 139, 142 (b), 142 (c), 142 (g), 142 (m), 142 (s), 143, 149, 171, 176, 177, 185, 194" respectively.

ORDINARY BUSINESS

- 2. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended 30 June, 2017 together with the Report of Directors and Auditors thereon;
- 3. To declare dividend for the year ended 30 June, 2017;
- 4. To elect Directors according to the relevant provisions of Articles of Association;
- 5. To appoint Auditors and to fix their remuneration;
- 6. To approve appointment of the Managing Director of the company;
- 7. To approve appointment of the Independent Director.

By order of the Board,

Company Secretary (AFM. Nazrul Islam)

NOTES:

- i. The Record date was November 16, 2017;
- ii. The Shareholders whose names appear in the Share Register of the Company and/or Depository Register of CDBL as on record date i.e. November 16, 2017 would be entitled to attend at the 35th AGM & will qualify to the Dividends;
- iii. Details Special Business contained in page no. 19 of the annual report;
- iv. The Proxy form must be affixed with requisite revenue stamp and deposited it at the Registered Office of the Company not later than 48 hours before the time fixed for the meeting;
- v. Admittance to the meeting venue will be strictly on production of the attendance slip attached with the Annual Report. Shareholders also requested to update their signatures with their Depository Participant (DP) for checking it in the meeting counter;
- vi. Registration counter shall remain open from 9.00 am to 11.00 am;
- vii. The Annual Report can be availed in the Company's website at www.geminiseafood.com
- viii. No Annual Report (AR) will deliver in the AGM venue. If any AR has not been delivered in time; the Shareholders are requested to collect it from the Share Department of the registered office of the Company not later than 48 hours before the date of AGM.

অবগতির জন্য ঃ বাংলাদেশ সিকিউরিটিজ এ্যান্ড এক্সচেঞ্জ কমিশনের নোটিফিকেশন নং SEC/CMRRCD/2009-193/154 dated 24 October, 2013 অনুযায়ী <u>আসন্ন বার্ষিক সাধারণ সভায় কোন প্রকার উপহার/উপহার</u> কুপন/যাতায়াত ভাতা প্রদানের ব্যবস্থা থাকবে না।



GEMINI SEA FOOD LIMITED

Reports of the Board of Directors For the year ended 30th June, 2017

Dear Shareholders,

We are pleased to submit you the Annual Report along with the Auditors' Report and Audited Financial Statements of the Company for the year ended 30th June 2017.

This report is prepared in compliance with Section 184 of the Companies Act, 1994 and Bangladesh Securities and Exchange Commission (BSEC) notification no SEC/CMRRC-D/2006-158/134/Admin/44 dated August 07, 2012 and subsequent amendment on July 21, 2013.

(1) Industry Summary:

Bangladesh is the 12th world cultured shrimp producer (2-3% of world production). Frozen food export contributes 3.65% to GDP & 1.97% of Export income.

Aquaculture is playing a vital role in our seafood industry. Bangladesh's shrimp industry has long been playing a significant role in the National economy. There are 162 fish processing plants in the country, out of which 78 are approved by the Bangladesh government and 66 are approved by the European Union (EU).

(2) Business overview:

According to Export Promotion Bureau (EPB), overall shrimp exports from Bangladesh slightly decreased last year. The Country's export earnings from shrimp stood at Tk. 4211.60 crore in the fiscal year (July to June) 2016-17 showing 1.74% decline compared to that of 2015-16 fiscal year of Tk. 4286.16 crore. Seafood sector failed to reach the target because of mainly global economic recession, devaluation of Euro and Pounds, impact of Vennamei shrimp, terrorism etc.

In recent year's demand of Black tiger shrimp in the international market dropped due to the new cheaper species of Vennamei shrimp. The Bangladesh Government did not allow for production of the Vennamei shrimp culture in the Country as yet. Whereas in nearby countries like India, Vietnam, Indonesia and Thailand the Vennamei shrimp is produced in a very large scale. Therefore Vennamei price dropped and there is a significant negative impact on Black tiger demand and price.

Moreover, the European importers are in very conservative mood due to devaluation of Euro and BritExit effect. USA market is rolling very slowly from mid of last year. The Gemini management is facing these challenges successfully with their long experience, prudence, strategies and hard work and on top of that the all along support of valued shareholders.



(3) Segment wise Performance:

We Process shrimp and fish only, so there is no scope for providing any product wise performance report.

(4) Risks, Concerns and Advantages:

Farmed shrimp is now being a major exporting commodity for several countries. Excessive use of chemicals such as pesticides, antibiotics and hormones are major concerns for the shrimp industry.

In the post-harvest period, quality of the shrimp can sometimes deteriorate, for a number of reasons like inappropriate storage condition of middleman (foria, sub- depot), lack of awareness, extended periods of time in warm temperatures.

Complex supply chain is another concern for product traceability. It is not easy to trace where the shrimp has come from, how it was produced, who sold it at what price to the depot, and how old it is.

Bangladeshi shrimp have a distinctive place in the global market for having good texture and taste. But we are struggling against the price offered by East Asian and Indian vannamei shrimp exporters.

Early Mortality Syndrome (EMS) still remains major concerns in shrimp industry, mainly for china, Vietnam, Thailand and India. We are also not free from such type of risk.

As still most of our farmers are practicing the traditional extensive culture system for the production of Black tiger shrimp from 250 kg to 300 kg per acre. The Department of Fisheries (DoF) has taken different initiatives to increase the traditional production of shrimp in Khulna area and they have been successful raising the same from 350 to 400 kg per acre. Recently some intensive cultures have been started in Satkhira area where the production is 2.5 to 3 tons/acre.

Possible Growth and Future Developments:

Bangladesh has the highest reserve of extensive Black tiger shrimp in the world & a huge reserve of fin fish in the Bay of Bengal. Beside that Crab, vegetables and Sea weeds have huge possibilities.

Moreover there is a wide market of value added products. The demand for non-conventional products especially organic and sustainable products are increasing. Therefore industry has a huge potential for both vertical and horizontal expansion. We are already working on introducing these products like organic, sustainable, value added items (e.g.: marinated, fish fillet) and to step into new market along with our existing market.

Due to changing lifestyle and consumption pattern, people are moving from conventional frozen seafood to save time and effort to cook and ready to eat kind of foods. We have started product and market analysis to determine the demand for these products. By



exporting to newer markets that enabling us to expand more besides two major markets EU and USA. We are working with fish fillet for last five years in Japanese market where there is a scope to grow.

Gemini has completed its journey of 35 years with the same building structure and mostly old machineries. In course of time the building became vulnerable and risky, machinery efficiency reduced resulting high overheads and maintenance cost. Also utility lines (Electricity lines, water pipe lines and cooling gas lines) became old and vulnerable. So the factory is in risk of Gas/Electrical accident. With the existing condition of factory renewal of business license and quality certificates became conditional. Ultimately it became very hard to retain buyer's confidence with existing factory. So renovation of Gemini Seafood Ltd became our crying need. So we have decided to build up a new factory building with extended floor of 42000 sft instead of existing 24900 sft. We planned to increase the production capacity of 45MT/day instead of existing 25 MT/day by including some new machinery. Also we need new utility lines (Electricity lines, water pipe lines and cooling gas lines). The estimated project cost is Tk 30 crore. It will take around 9 months to complete the project.

Our goal is to positioning the business in the changing business environment to maximize profit and credibility.

At last we would like to thank our valued shareholders for their continued partnership and commitments as we seek new markets and business in the coming year.

Analysis of Cost of Goods sold, Gross Profit Margin and Net Profit Margin:

Cost of Goods Sold:

This year's cost of goods sold was Tk. 125.33 crore only as compared to last year's 9 months' cost of goods sold of Tk. 102.79 crore. The rise is proportionate to rise in sales which mean we are able to maintain the level of GP% of last year. During the current year 13,65,344 kg of shrimps have been produced as against last year's 9 months' production of 9,44,760 kg. 73% production capacity has been utilized during this year compared to 51% capacity utilization of last year.

b. Gross Profit:

The company has achieved an export turnover of Tk. 135.51 crore during the current year ended 30th June 2017. Gross profit of Tk. 10.18 crore has been earned during the current year as against gross profit of Tk. 8.42 crore from last year's 9 months.

c. Net Profit:

Net profit (after tax) earned during the current year was 2.16 crore as compared to last year's 9 months'net profit (after tax) of Tk. 2.28 crore. The situation could have been improved if inventory level could have been kept low. Higher inventory level lead to higher finance cost which reduced the profit. The other positive factor decreases in administrative and selling expenses. We are able to maintain sales without compromising the price or GP%.



(7) Extra-Ordinary gain or loss:

During the year there was no realized extra-ordinary gain or loss made by the company.

(8) Related party transactions:

During the year under review, the Company has entered into transactions with Group Companies having common shareholding by some of the sponsors in normal course of business that fall within the definition of related parties as per Bangladesh Accounting Standard - 24 "Related Party Disclosures". There is a background to such transactions. In order to reduce the dependence on high cost (11%) funding from Bangladesh Krishi Bank (BKB), a short term (fixed term) loan of Tk. 30 cr was taken from Modhumoti Bank at a lower rate (8.5%). However, some portion of the loan from BKB could not be paid off due to stringent regulations for which the Company ended up with surplus borrowed fund. Company would have to pay 8.5% interest on that fund. Fortunately, related companies agreed to utilize this surplus fund at a higher rate of 10% and thus reimbursed the interest expense on this surplus fund which reduced the Company's finance cost by 26.55 lacs.

- (9) Utilization of proceeds from public issues and/ or rights issues: There was no right share issue offered during the year.
- (10) Financial results after the Company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Offer, Direct Listing, etc.: N/A
- (11) Variance between Quarterly Financial performance and Annual Financial Statements: There is no significant variance to report.
- (12) Remunerations to Directors including Independent Directors have been itemized inthe note no. 25(B).
- (13) The financial statements has been prepared by the management of the issuer Company present fairly its state of affairs, the result of its operations, cash flows and changes in equity.
- (14) Proper books of account of the issuer company have been maintained;
- (15) Appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment;
- (16) International Accounting Standards (IAS)/Bangladesh Accounting Standards (BAS)/ International Financial Reporting Standards (IFRS)/Bangladesh Financial Reporting Standards (BFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed;
- (17) The system of internal control is sound in design and has been effectively implemented and monitored;



- (18) There are no significant doubts upon the issuer Company's ability to continue as a going concern.
- (19) Deviation from the last year's operating results: Nothing significant to mention
- (20) Key Operational and Financial Data at least preceding 5 (five) years:

Operational Data:

(Figures in '000' taka except EPS & Dividend)

| Z | Particulars | 30-06-17 | 30-06- 16 | 30-09-15 | 30-09-14 | 30-09-2013 | 30-09-12 |
|---|----------------------|---------------------|-------------------|----------|----------|-------------|-----------|
| | Turn Over | 13,55,124 | 11,12,137 | 905,239 | 954,540 | 766,971 | 1,216,293 |
| | Gross Profit | 1,01,781 | 84,199 | 68,658 | 74,560 | 59,792 | 83,438 |
| | Profit before Tax | 33,778 | 30,355 | 15,805 | 11,360 | (1,873) | 19,782 |
| | Net Profit After Tax | 21,556 | 22,783 | 8,029 | 1,532 | (16,926) | 11,971 |
| | Earnings Per Share | 13.06 | 20.71 | 7.30 | 1.39 | (15.39) | 10.88 |
| 1 | (EPS) | | | | | | |
| 2 | Dividend per share | Cash-Nil & Stock | Cash: 20% & | 1.50 | 0.75 | No Dividend | 1.50 |
| | | (bonus) 125% | Stock (bonus) 50% | | | | |

Financial Data:

(Figures in '000' taka)

| Particulars | 30-06- 17 | 30-06- 16 | 30-09- 15 | 30-09- 14 | 30-09- 13 | 30-09- 12 |
|--|-----------|-----------|-----------|-----------|-----------|-----------|
| Total Assets | 656,254 | 362,592 | 374,019 | 215,052 | 295,007 | 218, 478 |
| Property, Plant and Equipment-Gross | 119,368 | 119,368 | 119,368 | 115,882 | 113,761 | 113,316 |
| Property, Plant and Equipment-Net | 36,070 | 37,653 | 40,414 | 40,777 | 42,720 | 46,677 |
| Gross Working Capital | 620,184 | 324,939 | 333,605 | 174,274 | 252,287 | 170,365 |
| Net Working Capital | 13,528 | (7,454) | (31,205) | (37,919) | (48,992) | (36,178) |
| Working Capital Loan | 542,701 | 275,511 | 310,563 | 159,726 | 300,151 | 204,334 |
| Share Capital | 16,500 | 11,000 | 11,000 | 11,000 | 11,000 | 11,000 |
| Reserve and Surplus | - | - | - | 935 | 935 | 935 |
| Share Holders Equity | 42,953 | 23,598 | 2,465 | (4,739) | (6,271) | 10,655 |



(21) Dividend:

In consideration with the investment of honorable Shareholders, the Board of Directors has recommended 125% Stock (Bonus) Dividend for year of 2016-2017. The Board decided to consider the matter and directed to place the proposal before the honorable shareholders in the ensuing 35 AGM of the Company for approval.

(22) Board meetings:

The number of Board Meeting and the attendance of Directors during the year of 2016-17 have been enumerated in the note no.27.

(23) Pattern of Share Holdings:

Name-wise details

No. of Share

- a. Parent/Subsidiary/Associated Companies and other related Parties Nil
- b. Directors, Chief Executive Officer, Chief Finance Officer, Company Secretary, Head of Internal Audit and their spouses and minor children (name wise details) as under:

| SI. | Name | No.of shares | Name of Spouse | No. of shares |
|-----|--|--------------|---------------------------------------|---------------|
| 1 | Directors | | | |
| i | Mrs. Ameenah Ahmed Chairperson | 2,08,656 | Lt. Col. Kazi Shahid Ahmed (Retd.) | 2,82,330 |
| ii | Lt. Col. Kazi Shahid Ahmed (Retd. Managing Director |) 2,82,330 | Mrs. Ameenah Ahmed | 2,08,656 |
| iii | Mr. Kazi Nabil Ahmed Director | 49,500 | Dr. Maliha Mannan Ahmed | Nil |
| iv | Mr. Kazi Inam Ahmed Director & CEO. | 1,12,920 | Mrs. Syeda Madiha Murshed | Nil |
| V | Mr. Khandaker Habibuzzamar Independent Director | Nil | Mrs. Monira Parvin | Nil |
| 2 | Mr. Zakir Ahmed Zakir, Chief Financial Officer | Nil | Mrs. Shayla Rezwana | Nil |
| 3 | Mr. AFM. Nazrul Islam Company Secretary | Nil | Mrs. Lutfun Ara Begum | Nil |
| 4 | Asish Kumar Saha Internal Audit In-charge | Nil | Mrs. Schanda Rani Saha | Nil |



c. Senior Corporate Executives (top five salaried employees) of the Company, other than the Directors, Chief Executive Officer, Chief Financial Officer, Company Secretary and Head of Internal Audit:

| SI. | Name | Status | No. of Shares |
|-----|------------------------------|--------------------|---------------|
| 1 | Mr. Khayer ul Alam Suman | Head of Operation | Nil |
| 2 | Mr. Md. Abdul Hye | Manager, Finance & | Nil |
| | | Accounts | |
| 3 | Mr. Md. Bellal Hossain | Assistant Manager, | Nil |
| | | Share Department | |
| 4 | Mr. Md. Babul Aktar | Assistant Manager, | Nil |
| | | Share Department | |
| 5 | Mr. Khondokar Shafiqul Islam | Assistem Manager | Nil |
| | | HR and Admin | |

Shareholder holding ten percent (10%) or more voting interest in the Company:

| SI. | Names | Status | No. of Shares |
|-----|------------------------------------|-------------------|---------------|
| 1 | Mrs. Ameenah Ahmed | Chairperson | 2,08,656 |
| 2 | Lt. Col. Kazi Shahid Ahmed (Retd.) | Managing Director | 2,82,330 |
| | Total | | 4,90,986 |

(24) Appointment/re-appointment of Chairman, Managing Director (MD) and Directors the Company through the Board Meetings dated 25 October, 2017:

Mrs. Ameenah Ahmed, Chairperson of Gemini, is voluntarily decided to resign from the position of Chairperson due to business strategy & others engagement. The meetings took the motions for discussion & decisions for accepting her resignation proposal.

As per Articles 129 of the Association of the Company, Mr. Kazi Shahid Ahmed, Managing Director, GSFL is voluntarily decided to resign from the position of the Managing Director due to business strategies and his others involvement. Simultaneously, the meetings discussed the motion of resignation of Mr. Kazi Shahid Ahmed, from the position of MD, but the meetings proposed Mr. Kazi Shahid Ahmed as a Chairman & Mr. Kazi Inam Ahmed as a Managing Director of Gemini.

After threadbare discussion in the motions, the meetings approved the matter of resignations of Mr. Kazi Shahid Ahmed as Managing Director of the Company and subsequently, decided to appoint Mr. Kazi Shahid Ahmed & Mr. Kazi Inam Ahmed as the Chairman & Managing Director of Gemini respectively. The meetings also decided to appoint Mr. Kazi Inam Ahmed as MD of Gemini with a remuneration of Tk. 3.00 lac and his tenure of office will be 5 (five) years period with effect from December 12, 2017 to December 11, 2022. The meeting also instructed to the Company Secretary to place the proposal in the ensuing 35th AGM of the meeting for approval.



GEMINI SEA FOOD LIMITED

A curriculum vita of the new Chairman and Managing Director are given below:

Mr. Kazi Shahid Ahmed

Proposed Chairman

Mr. Kazi Shahid Ahmed joined in the Pakistan Army in 1966. In Bangladesh, he was the first Founding Platoon Commander of the Bangladesh Military Academy and he retired as Lieutenant Colonel from Bangladesh Army in 1977. After retirement, he involved in different businesses and socio-economic development activities of the country;

Kazi Shahid Ahmed is a dignitary and renowned business personality in the country. Under his dynamic leadership, the following prestigious business houses are developed:

Gemini Sea Food Ltd, Gemcon Food & Agricultural Products Ltd, Gem Jute Ltd, Gemcon City Ltd, Gemcon Limited, Kazi & Kazi Tea Estate Ltd., Ajker Kagoj Ltd, Castle Construction Co. Ltd., Charka Steel Ltd., Bengal Herbal Garden Ltd., Karotoya Tea Estate Ltd.. Rawshanpur Tea Frontier Ltd., Khaborer Kagoj Prokashan Ltd., Gemcon Tea Estate Ltd., Gemcon Sea Food Ltd & Meena Retails Ltd., Meena Sweets & Confectionaries Ltd.;

Kazi Shahid Ahmed is the founder President of the University of Liberal Arts Bangladesh (ULAB) Foundation to develop sustainable education and culture which is known to all. Now, ULAB is one of the leading Private University of Bangladesh;

He also established a non-profitable, charibable and non-political organization namely Kazi Shahid Foundation (KSF) located at Panchagarh for socio economic & sustainable development for the poverty-stricken people in the northern part of the country;

He is the founder editor of the Daily Ajker Kagoj and Weekly Khaborer Kagoj;

Due to cntribution in business of the Land, he was awarded as CIP (Business) twice by the Government Republic of Bangladesh;

Kazi Shahid Ahmed is also authors of different writings i.e. 'ঘরে আগুন লেগেছে', 'আমার কথা, ভৈরব, পাশা, দাতে কাটা পেনসিন' etc. His written novel had been telecasting as Series drama on the Channel-I.

Kazi Shahid Ahmed obtained B.Sc Engineering in Civil from Lahore Engineering University in 1965.



A curriculum vita of the new Managing Director is given below:

Mr. Kazi Inam Ahmed Proposed Managing Director

Mr. Kazi Inam Ahmed involved in different business and Social activities in Bangladesh.

He has already been selected as Managing Director of Gemini Sea Food Ltd to be approved by the Shareholders in the ensuing 35th AGM of the Company.

He is performing as Director of the following business concerns of Groups:

Gemini Sea Food Ltd, Gemcon Food & Agricultural Products Ltd, Gemcon City Ltd, Gem Jute Ltd, Gemcon Limited, Kazi & Kazi Tea Estate Ltd, Ltd, Charka Steel Ltd, Bengal Herbal Garden Ltd, 2A-Media Ltd (National English Daily Dhaka Tribune), Meena Sweets & Confectionaries Ltd, Karotaya Tea Estate Ltd, Rawshanpur Tea Frontier Ltd, Gemcon Sea Food Ltd, Gemcon Tea Estate Ltd, Meena Retails Ltd, and Bengali Daily the Ajker Kagoj etc.

He is also a Partner of Online Bangla Paper "The Bangla Tribune".

Kazi Inam Ahmed is the General Secretary of the Board of Trustees of the University of Liberal Arts Bangladesh (ULAB). He establishes the first ULAB Cricket Team and organized a Tournament 6(six) Private University for the first ULAB Fair Play Cup and regular practices. He is the General Secretary of Meena Trust.

He is also performing as Finance Secretary of Kazi Shahid Foundation (KSF) and Treasurer of Bangladesh Supermarket Owner's Association.

Mr. Inam is now holding the position of Director of the Bangladesh Cricket Board (BCB). and the Chairman of Marketing & Commercial Department of BCB.

He is the Chief Patron and Managing Director of the Khulna Titans to be played in the Top level Professional Twenty20 Cricket Bangladesh Premier League-2017 organized by Bangladesh Cricket Board (BCB).

Kazi Inam Ahmed obtained Bachelor of Arts Degree in Humanities from Wesleyan University, Middletown CT, USA.

b. As per Articles 119 of the Association of the Company and according to the term of rotation Mrs. Ameenah Ahmed and Mr. Kazi Nabil Ahmed retire by rotation as Directors at the upcoming Annual General Meeting and both being eligible offer themselves for re-appointment. The Board recommended their re-appointment.



The details work profiles of re-appointed Directors are given below:

Mrs. Ameenah Ahmed

Chairperson

Mrs. Ameenah Ahmed is the Chairperson of Gemini Sea Food Ltd. She is also getting hold of the Chairpersonship of the following prestigious business houses of Gemcon Group:

Gemcon Food & Agricultural Products Limited (Meena Bazar), Bengal Herbal Garden Limited, Gemcon Limited, Charka Steel Limited, Gem Jute Limited, Gemcon City Limited, Kazi & Kazi Tea Estate Limited, Gemcon Sea Food Limited, Gemcon Tea Estate Limited;

And Directorship of the following business of Group:

Castle Construction Co. Limited, Karotaya Tea Estate Limited, Rawshanpur Tea Frontier Limited, and Ajker Kagoj Limited;

She is a the Hon'ble President of Meena Trust, Member of the Board of Trustees of Kazi Shahid Foundation and University of Liberal Arts Bangladesh Trust;

Mrs. Ameenah Ahmed has engaged herself in different Socio-cultural & Economical activities of the Country. She is the founder President of a renowned cultural organization "Rabirag" and Vice-President of the "Rabindra Sangeet Shilpi Sangstha" in Bangladesh;

Mrs. Ameenah Ahmed obtained Bachelor of Arts from Lalmatia Girls' College in 1977.

Mr. Kazi Nabil Ahmed, MP Director

Mr. Kazi Nabil Ahmed is a Director of Gemini Sea Food Ltd and involved himself in different businesses, socio-economic development and political activities of the Country.

Kazi Nabil Ahmed is holding the post of the Chairman of Pathar Limited and Managing Director of Charka SPC Poles Ltd, Karotaya Tea Estate Ltd & Rawshanpur Tea Frontier Ltd.

Mr. Kazi Nabil Ahmed is a dignitary of the Country in respect of politics as well as important business personality noted as under:

He is an Hon'ble Member of the Parliament of Bangladesh elected from Jessore-3 Sadar and Member of the Standing Committee of Parliament of the Ministry of Foreign Affairs.

Kazi Nabil Ahmed is the Vice-President of the Bangladesh Football Federation (BFF). He is also Sponsor Director of the following business Institutions and National Dailies of the Country:

Gemcon Food & Agricultural Products Ltd (Meena Bazar), Gemcon City Ltd, Gem Jute Ltd, Gemini Sea Food Ltd, Gemcon Limited, Kazi & Kazi Tea Estate Ltd, Ajker Kagoj Ltd, Charka Steel Ltd, Bengal Herbal Garden Ltd, Meena Sweets & Confectionaries Ltd, Khaborer Kagoj Prokashana Ltd, Gemcon Sea Food Ltd, Gemcon Tea Estate Ltd, and Meena Retails Ltd etc.



In Media arena, Mr. Ahmed is a Director of 2A-Media Ltd (National English Daily Dhaka Tribune) and Bengali the Daily Ajker Kagoj. He is also a Partner of Online Bangla Newspaper "the Bangla Tribune".

He is one of the Trustees of the University of Liberal Arts Bangladesh Trust to develop pragmatic & sustainable education and culture in Bangladesh. He is also Vice-President of Meena Trust and Member of Kazi Shahid Foundation. He is a Member of the Audit Committee of Gemini Sea Food Ltd.

Mr. Kazi Nabil Ahmed obtained Bachelor of Arts (B.A) in Economics from Brown University and Masters of Science (Msc) in Comparative Politics from London School of Economics.

Retirement of Independent Director:

Barrister Kazi Rehan Nabi, Independent Director was appointed from 15th December, 2013 for a period of 3 (three) years according to BSEC notification no. SEC/CMRRCD/2006-158/134/Ad-min/44 dated 7-8-2012 and the tenure service was end with effective from 14 December, 2016.

Appointment of Independent Director:

Mr. Khandaker Habibuzzaman was appointed as Independent Director with effect from 1st January, 2017 for a period of 3 (three) years according to BSEC notification no. SEC/CMRRC-D/2006-158/134/Admin/44 dated 07 August, 2012. The profile of new Independent Director is given below:

Mr. Khandaker Habibuzzaman, FCS Independent Director

Mr. Khandaker Habibuzzaman obtains Bachelor of Commerce, from Rajshahi University, Masters in Islamic Studies from Asian University of Bangladesh and Masters in Business Administration (MBA) from International Islamic University of Chittagong;

After completing education, he started his career with different portfolios in the national & multi-national companies related with Company matters;

Presently, Mr. Khandaker Habibuzzaman is Company Secretary of Square Group.

Mr. Khandaker Habibuzzaman is presently holding the position of Chairman of the Audit Committee of Gemini Sea Food Ltd.



(25) SPECIAL BUSINESS:

To pass special resolution in order to increase the Authorised Capital of the Company from Tk. 2 crore (Taka two crore) to Tk. 40 crore (Taka forty crore) and amend the Clause -V of Memorandum of Association and different clause of Articles of Association of the Company.

The Board of Directors of the Company in its meeting held on October 25, 2017 has decided in principle to increase the Authorised Capital of the Company from Tk. 2 crore (Taka two crore) to Tk. 40 crore (Taka forty crore).

This is due to BMRE, expansion of business in future and to amend the Clause-V and the following article nos.: 1, 4, 5, 6, 7, 8(a), 9, 14 , 17, 35, 42, 43, 50, 60, 61, 62, 68, 70, 71, 72, 73, 80, 82, 94, 96, 101, 105, 107, 113 (e), 113 (g), 113 (h), 115, 124, 127, 129, 132, 138, 139, 142 (b), 142 (c), 142 (g), 142 (m), 142 (s), 143, 149, 171, 176, 177, 185, 194" respectively.

Therefore if though fit, the shareholders are requested to pass the following resolutions as special resolutions:

Resolved that_

(i) "the existing Clause-V of the Company's Memorandum of Association (MoA) be altered by substituting the existing one as under:

V. The authorized capital of the Company is Tk.40,00,00,000.00 (Forty Crore) divided into 4,00,00,000 (four crore) ordinary shares of Tk 10/-each with power to increase and reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company."

(ii) "the existing Article 4 of the Company's Articles of Association (AoA) be altered by substituting the existing one as under:

4. The capital of the Company is 40,00,00,000/- (Taka Forty Crore) divided into 4,00,00,000 (four lac) shares of Tk. 10/- each."

(iii) "the following existing Articles of the Article of Association shall be amended in light of the Companies Act 1994:

Article No. : 1, 4, 5, 6, 7, 8(a), 9, 14, 17, 35, 42, 43, 50, 60, 61, 62, 68, 70, 71, 72, 73, 80, 82, 94, 96, 101, 105, 107, 113 (e), 113 (g), 113 (h), 115, 124, 127, 129 132, 138, 139, 142 (b), 142 (c), 142 (g), 142 (m), 142 (s), 143, 149, 171, 176, 177, 185, 194" respectively.



(iv) a new printed copy of the Memorandum and Articles of Association of the Company incorporating the amendments made up to this date in substitution of the existing Memorandum and Articles of Association of the Company and the same be filled with the Registrar of Joint Stock Companies & Firms, Dhaka, Bangladesh.

(26) Auditors:

As per order of the Bangladesh Securities & Exchange Commission, existing Auditors M/S. K.M. Alam & Co., 80, Motijheel C/A, Dhaka Chartered Accountants, retires as the auditors of the Company at this General Meeting. Being eligible, offer themselves for appointment as Auditor for the Accounting year of 2017-2018 and agreed with the remuneration of Tk.2,00,000 (Taka Two Iac) only.

The Board agreed to appoint the incumbent. Finally, the Board decided to consider the matter and advised to place the proposal before the honorable shareholders in the ensuing 35 AGM of Gemini Sea Food Limited for approval.

(27) Corporate Governance Compliance Report:

In accordance with the requirement of the Bangladesh Securities and Exchange Commission, "Corporate Governance Report" is annexed herewith.

(28) Conclusion:

Finally, on behalf of the Board of Directors and on my own behalf, I would like to thank all workers, officers and management staff of the Company for their contribution, sincerity and loyalty in Managing Company successfully during the period. The Board of Directors also expresses their gratitude to the valued shareholders for their continued support, active cooperation, assistance and valuable advice. Besides, we express our gratitude to Banks, the Bangladesh Securities and Exchange Commission, Dhaka Stock Exchange Ltd., Buyers, Agents suppliers and Government Agencies for their support, confidence and guidance, which helped up to prospers and achieve our target. I once again assure you that no effort will be spared from our part to try and achieve a more sound position for your Company in the days to come.

We hope, let it be good journey for all of us in the years to come.

sh flored

(Ameenah Ahmed) Chairperson

Note: In the event of conflict between English and Bangla text of the report, English text shall prevail.



জেমিনি সি ফুড লিঃ পরিচালনা পর্ষদের প্রতিবেদন ৩০শে জুন, ২০১৭ইং সনের সমাপ্ত বৎসরের কোম্পানীর পরিচালনা পর্ষদের বার্ষিক প্রতিবেদন

সম্মানিত শেয়ারহোল্ডারবৃন্দ,

জেমিনি সি ফুড লিঃ এর পরিচালনা পর্ষদের পক্ষ হতে আপনাদের সমীপে কোম্পানীর ৩০শে জুন, ২০১৭ইং তারিখে সমাপ্ত বৎসরের অডিটরের রিপোর্টসহ আর্থিক প্রতিবেদন এবং কোম্পানীর সংক্ষিপ্ত ব্যবসায়িক কার্যক্রম উপস্থাপন করছি।

পরিচালনা পর্ষদের আর্থিক প্রতিবেদন প্রনয়নের ক্ষেত্রে কোম্পানী আইন ১৯৯৪ এর ১৮৪ ধারা ও বাংলাদেশ সিকিউরিটিজ্ এন্ড এক্সচেঞ্জ কমিশন (বিএসইসি) কর্তৃক প্রনীত নোটিফিকেশন নং-এসইসি/সিএমআরআরসিডি/২০০৬-১৫৮/১৩৪/প্রশাসন/৪৪, তারিখঃ আগস্ট ০৭, ২০১২, সংশোধিত জুলাই ২১, ২০১৩ইং তারিখ অনুসৃত হয়েছে, যা সংক্ষেপনে নিম্নে আপনাদের উদ্দেশ্যে উপস্থাপন করা হ'লঃ

সংক্ষিপ্ত শৈল্পিক কাঠামোঃ

বাংলাদেশ বিশ্বের ১২তম চিংড়ী উৎপাদনকারী রাষ্ট্র (বৈশ্বিক উৎপাদনের ২-৩%)। আমাদের দেশের অর্থনীতিতে জিডিপি'র ৪.৩৯% এবং রপ্তানী আয়ের ১.৯৭% দেশের জাতীয় অর্থনীতিতে এ হিমায়িত খাদ্য অবদান রাখছে।

জলজ প্রানী সম্পদ (Aquaculture) নমীয় বাংলাদেশের অর্থনীতিতে এক অত্যাবশ্যক ভূমিকা পালন করে আসছে। হিমায়িত চিংড়ী শিল্প বাংলাদেশের জাতীয় অর্থনীতিতে তাৎপর্যপূর্ন ভূমিকা পালন করে চলেছে। এ জাতীয় শিল্পে বাংলাদেশে ১৬২টি চিংড়ী প্রক্রিয়াকরন প্রান্ট চলমান রয়েছে, তন্মধ্যে ৭৮টি বাংলাদেশ সরকারের এবং বাকী ৬৬টি ইউরোপীয় ইউনিয়ন(EU) কর্তৃক অনুমোদিত।

২. ব্যবসায়িক কার্যক্রমঃ

রপ্তানী উন্নয়ন ব্যুরো (Export Promotion Bureau) এর মতে, গত বৎসর এই শিল্পে বাংলাদেশ হতে সার্বিক চিংড়ী উৎপাদন সামান্য মাত্রায় হ্রাস পেয়েছে। ২০১৬-২০১৭ (জুলাই-জুন) অর্থ বৎসরে এই শিল্পে হিমায়িত চিংড়ী রপ্তানী হতে ৪২১১.৬০ কোটি টাকা আয় হয়েছে, যা ২০১৫-২০১৬ অর্থ বৎসরের আয় ৪২৮৬.১৬ কোটি টাকা যা গত বছরের তুলনায় ১.৭৪% কম। প্রধানতঃ বৈশ্বিক অর্থনৈতিক মন্দা, ইউরো ও পাউন্ডের দরপতন, Vinnamei Shrimp'র প্রভাব এবং বৈশ্বিক সন্ত্রাসবাদ ইত্যাদি কারনে এ বৎসর মৎস্য খাত রপ্তানীর লক্ষ্যমাত্রা পূরন করতে পারে নি।

সাম্প্রতিক বৎসরগুলিতে Vinnamei নামে নতুন প্রজাতি চিংড়ীর অতিমাত্রায় চাহিদাজনিত প্রভাবের কারনে আন্তর্জাতিক বাজারে বাংলাদেশের Black Tiger চিংড়ীর চাহিদা হ্রাস পেয়েছে। বাংলাদেশ সরকার এখন পর্যন্ত Vinnamei প্রজাতি চিংড়ীর উৎপাদনের অনুমতি প্রদান করেন নাই। পক্ষান্তরে ভারত, ভিয়েতনাম, ইন্দোনেশিয়া এবং থাইল্যান্ড প্রভৃতি প্রতিবেশী দেশ Vinnamei প্রজাতি চিংড়ী প্রচুর পরিমানে উৎপাদন করছে। সুতরাং Vinnamei প্রজাতি চিংড়ীর মূল্য হ্রাস পাওয়ায় Black Tiger প্রজাতির চিংড়ীর চাহিদা ও মূল্যের উপর অভাবনীয় মন্দা প্রভাব বিষ্তার করেছে, যা বিশেষ ভাবে বাংলাদেশের রগুনী খাতে ধীরে ধীরে ক্রম হ্রাসমান পর্যায়ে উপনীত হচ্ছে।

ইউরো'র অবমূল্যায়ন এবং BritExit এর প্রভাবের কারনে এ বৎসর ইউরোপের আমদানীকারকেরা অত্যন্ত সতর্কতার সাথে ক্রয় কার্যক্রম পরিচালনা করছেন। মার্কিন বাজারে গত বৎসরের মধ্যভাগ হতে তা খুব ধীরে ধীরে চলছে। আপনারা জেনে খুশী হবেন যে, দীর্ঘ অভিজ্ঞতা, বিচক্ষনতা, কৌশল, কঠোর পরিশ্রম এবং মূল্যবান শেয়াহোল্ডারদের সার্বিক সমর্থনে জেমিনি ব্যবস্থাপনা কর্তৃপক্ষ সফলতার সাথে অত্র চ্যালেঞ্জসমূহ মোকাবেলা করছে।

৩. বিভাজন অনুযায়ী চিংড়ীর অবদানঃ

আমরা শুধুমাত্র হিমায়িত চিংড়ী এবং মৎস্য প্রক্রিয়াজাত করি। সে জন্য চিংড়ীর বিভাজন অনুযায়ী আমাদের রিপোর্ট উপস্থাপনের সুযোগ নেই।

8. ঝুঁকি, উদ্বেগ এবং সুবিধাঃ

চাষ করা চিংড়ী এখন বেশ কয়েকটি দেশের জন্য প্রধান রপ্তানী দ্রব্য। রোগনাশক/বালাইনাশক (Pesticidies), জীবানুনাশক (Antibiotics) এবং হরমোন (Hormones) জাতীয় রাসায়নিক দ্রব্য অতিমাত্রায় ব্যবহার চিংড়ী শিল্পের জন্য বড়ই উদ্বেগের বিষয়। চিংড়ী উৎপাদনের অব্যবহিত পরে বিভিন্ন কারনে গুনগতমানের অবনতি দেখা দিতে পারে, যেমন মধ্যম্বত্ব বা ফড়িয়া কর্তৃক বেঠিক বা অযথাযথ গুদামজাতকরন, সচেতনার অভাব এবং উচ্চ তাপমাত্রায় সংরক্ষনের সময়ের আধিক্য ইত্যাদি।



জটিল সরবরাহ ব্যবস্থা চিংড়ী উৎপাদন ব্যবস্থাপনার জন্য উদ্বেগের বিষয়। ফলে এটি কোথা থেকে এসেছে, কিভাবে উৎপাদিত হয়েছে এবং ডিপোতে কে কি মৃল্যে বিক্রয় করেছে এবং কতটা বয়স হয়েছে তা চিহ্নিত করা সহজ নয়।

স্বাদ ও বর্ণের কারনে বাংলাদেশ বিশ্ব বাজারে চিংড়ীর স্বাতন্ত্র্যমূলক জায়গা খুজে পেয়েছে। পূর্ব এশিয়া এবং ভারতের Vinnamei প্রজাতি চিংড়ী রপ্তানীকারক কর্তৃক প্রদত্ত মূল্যের বিপরীতে উৎপাদিত চিংড়ী রপ্তানীর জন্য প্রতিনিয়ত সংগ্রাম করেই বাংলাদেশে তা চলমান রয়েছে।

Early Mortality Syndrome (EMS) প্রভাব থাকার কারনে চীন, ভিয়েতনাম, থাইল্যান্ড এবং ভারতের চিংড়ী শিল্প এখনও ঝুকিতে রয়েছে। বাংলাদেশও অনুরূপ ঝুকি হতে সম্পূর্ণ মুক্ত নয়।

এখন পর্যন্ত আমাদের কৃষকেরা অধিকাংশই প্রথাগত পদ্ধতি প্রচলনের মাধ্যমেই চাষাবাদ পরিচালনা করছেন এবং এ পদ্ধতির মাধ্যমেই তারা Black Tiger প্রজাতির চিংড়ী উৎপাদনের পরিমান প্রতি একরে ২৫০ কেজি হতে ৩০০ কেজিতে আনতে সক্ষম হয়েছেন । খুলনা অঞ্চলে চিংড়ীর প্রথাগত উৎপাদন বৃদ্ধির লক্ষ্যে মৎস্য অধিদপ্তর বিভিন্ন উদ্যোগ গ্রহন করেছে এবং একই সাথে প্রতি একর থেকে ৩৫০ কেজি হতে ৪০০ কেজি চাষে সফল হয়েছে। সম্প্রতি, সাতক্ষীরা অঞ্চলেও কিছু নতুন উদ্যোগ চালু করা হয়েছে যেখানে চিংড়ীর উৎপাদন প্রতি একরে ২.৫ টন হতে ৩ টন পর্যন্ত হতে পারে।

৫. শিল্প সম্পর্কিত দৃষ্টিভঙ্গি এবং এর উন্নয়ন সম্ভাবনাঃ

বিশ্বের সর্ব বৃহৎ Black Tiger প্রজাতির চিংড়ী এবং বঙ্গোপসাগরে বিপুল পরিমান সংরক্ষিত মাছের সর্বোচ্চ রিজার্ভ বাংলাদেশে রয়েছে। পাশাপাশি Fin Fish, কাঁকড়া, শাক-সজি এবং সাগর শৈবালজাত উদ্ভিদের বিশাল রপ্তানীর সমূহ সম্ভাবনা রয়েছে।

এছাড়া, নতুন নতুন মূল্যবর্ধক জাতীয় পন্যের একটি ব্যাপক বাজার রয়েছে। অপ্রচলিত পন্য বিশেষ করে অর্গানিক এবং টেকশই পন্যের বিশেষ চাহিদা বাড়ছে। সুতরাং, পূর্ব-পশ্চিমে বাজার সম্প্রসারনে অত্র শিল্পের একটি বিশাল সম্ভাবনা রয়েছে। আমরা ইতিমধ্যে ঐ সকল পন্য যেমন অর্গানিক এবং মূল্য সংযোজিত পন্য (ভাজা মাছ, টুকরো করে কাটা মাছ) চালু করা এবং আমাদের বিদ্যমান বাজারের সাথে নতুন বাজারে অগ্রসর হওয়ার মত পন্যগুলি প্রবর্তনের কাজ করে চলেছি যা হয়ত আগামীতে আমাদের শিল্পে ইতিবাচক ভূমিকা রাখবে।

ক্রেতাগণের জীবন যাত্রার মান ও খরচের প্যাটার্ন পরিবর্তন ও অন্যান্য কারনে প্রচলিত হিমায়িত খাদ্য হতে আগ্রহ হারিয়ে ফেলছে। পাশাপাশি অন্যান্য ধরনের প্রস্তুতকৃত খাদ্যের সংগ্রহের জন্য প্রস্তুতি নিচ্ছে। ঐ সকল পন্যের চাহিদা নির্ধারনে আমরাও পন্য এবং বাজার বিশ্লেষণের কাজ শুরু করেছি।

নতুন বাজারে রপ্তানীর মাধ্যমে আমাদের দুইটি প্রধান বাজার ইইউ ও মার্কিন যুক্তরাষ্ট্র ছাড়াও অচিরেই আমরা আরো বাজার সম্প্রসারিত করতে সক্ষম হব। এছাড়াও, আমরা জাপানের বাজারে গত পাচঁ বৎসর ধরে কাটা মাছ (Fish Fillet) নিয়ে কাজ করছি যেখানে এটি বাজারজাত করার সম্ভাবনা রয়েছে।

একই ভবনের কাঠামো এবং পুরাতন যন্ত্রপাতী দিয়ে জেমিনি সি ফুড লিঃ তার ৩৫ বৎসর সম্পূর্ন করেছে। সময়ের পরিক্রমায় ছাপনাটি অরক্ষিত ও ঝুকিপূর্ণ, যন্ত্রপাতীর দক্ষতা হ্রাস পাওয়ার ফলে ব্যবসা চালিয়ে যাওয়ার জন্য প্রয়োজনীয় আনুষঙ্গিক ও রক্ষনাবেক্ষন খরচ বৃদ্ধি পাচ্ছে। এর ফলে জন উপযোগমূলক সেবা (বৈদ্যুতিক সঞ্চালন লাইন, পানির সরবরাহ লাইন ও শীতলকারী গ্যাস লাইন ইত্যাদি) পুরনো ও দুর্বল হয়ে পড়েছে। সুতরাং, কারখানাটি গ্যাস/বৈদ্যুতিক দূর্ঘটনার ঝুকির মধ্যে রয়েছে। কারখানার বিদ্যমান পরিছিতি বিরাজমান থাকায় ব্যবসা পরিচালনার জন্য লাইসেস এবং গুনগত মানের সার্টিফিকেট প্রদানে নিয়ন্ত্রক সংছার পুনর্নবীকরনের শর্তের বেড়াজালে আবদ্ধ। প্রান্তিকভাবে বিদ্যমান কারখানার সাথে ক্রেতা সাধারনের আছা বজায় রাখা খুবই কঠিন। তাই অত্র ছাপনাটির দ্রত পুনঃসংক্ষার করা অত্যন্ত জরুরী হয়ে পড়েছে। আমরা বিদ্যমান ২৪,৯০০ বর্গফুট আয়তন বিশিষ্ট মেঝের পরিবর্তে ৪২,০০০ বর্গফুট আয়তন বিশিষ্ট নতুন কারখানা ছাপনা নির্মাণের সিদ্ধান্ত নিয়েছি। কিছু নতুন যন্ত্রপাতী সহ বিদ্যমান দিনে ২৫ মেট্রিক টন পরিবর্তে ৪৫ মেট্রিক টন উৎপাদন বৃদ্ধির পরিকল্পনা হাতে নিয়েছি। নতুন জনউপযোগ মূলক সেবা (বৈদ্যুতিক সঞ্চালন লাইন, পানির সরবরাহ লাইন ও শীতলকারী গ্যাস লাইন ইত্যাদি) ও আমাদের প্রযোজন। এই সমন্ত কার্যক্রমে আনুমানিক প্রকল্প ব্যয় ৩০ (ত্রিশ) কোটি টাকা ধরা হয়েছে এবং প্রকল্পটি সম্পূর্ণ করতে প্রায় ৯ (নয়) মাস সময় লাগবে।

আমাদের লক্ষ্য, উদ্ধৃত পরিবর্তনশীল পরিস্থিতিতে কোম্পানীর সার্বিক মুনাফা ও বিশ্বস্থতা বাড়ানো।

আগামী বছরের মধ্যে নতুন বাজার ও ব্যবসা সম্প্রসানের আশা রেখে অব্যাহত অংশীদারিত্ব ও প্রতিশ্রুতির জন্য সম্মানিত শেয়ারহোল্ডারদের ধন্যবাদ জানাই।



৬. বিক্রিত পন্যের ব্যয় বিশ্লেষণ, মোট মুনাফা এবং নীট মুনাফাঃ

ক. বিক্রিত পন্যের ব্যয় বিশ্লেষণঃ

এই বৎসর বিক্রিত পন্যের ব্যয় ছিল ১২৫.৩৩ কোটি টাকা, যা গত বৎসরের প্রথম ০৯(নয়) মাসের ব্যয় ১০২.৭৯ কোটি টাকা। বিক্রয় আনুপাতিক হারে বৃদ্ধি পাওয়ায় আমরা গত বৎসরের ন্যায় জিপি'র উচ্চ মাত্রা বজায় রাখতে সক্ষম হয়েছি। চলতি বৎসরে ১৩,৬৫,৩৪৪ কেজি চিংড়ী উৎপাদিত হয়েছে, যা গত বৎসর ছিল ৯,৪৪,৭৬০ কেজি। আপনারা জেনে আরো খুশী হবেন যে, জেমিনি গত বৎসর উৎপাদন ক্ষমতার ৫১% ব্যবহারের তুলনায় এ বৎসর ৭৩% ব্যবহার করতে সক্ষম হয়েছে।

(খ) মোট মুনাফাঃ

৩০শে জুন, ২০১৭ইং সমাপ্ত চলতি অর্থ বৎসরে কোম্পানী রপ্তানী হতে ১৩৫.৫১ কোটি টাকা আয় করেছে। চলতি অর্থ বৎসরে কোম্পানীর মোট মুনাফা অর্জিত হয়েছে ১০.১৮ কোটি টাকা, যা গত বৎসরের প্রথম ৯(নয়) মাসে ছিল ৮.৪২ কোটি টাকা।

(গ) নীট মুনাফাঃ

চলতি বৎসর (কর পরবর্তী) নীট মুনাফা হয়েছে ২.১৬ কোটি টাকা, যা গত বৎসর ছিল (কর পরবর্তী) প্রথম ৯(নয়) মাসের নীট লাভ ২.২৮ কোটি টাকা। এ পরিছিতি উন্নত হতে পারত যদি Inventory Level নিম্ন ন্তরে রাখা যেত। সর্বোচ্চ Inventory Level সর্বোচ্চ মুনাফা জাতীয় (Revenue Expenditures) খরচের প্রধান ভূমিকা পালন করে, যা লাভের পরিমান কমায়। অন্যান্য ইতিবাচক বিদ্যমান কারনসমূহ যেমন প্রসাশনিক এবং বিক্রয় খরচ ইত্যাদি হ্রাস পেয়েছে। আমরা এ বৎসর জিপি'র হার অক্ষুন্ন রেখে উপযুক্ত মূল্যে পন্য বিক্রয় করে অধিক পরিমানে আয় করতে সক্ষম হয়েছি।

৭. অস্বাভাবিক লাভ বা ক্ষতিঃ

চলতি অর্থ বৎসরে কোম্পানী কোন অম্বাভাবিক লাভ বা ক্ষতির সম্মুখীন হয়নি।

৮. আন্তঃসম্পর্কিত কোম্পানীর লেনদেন সমূহঃ

পূনর্বিবেচনা সাপেক্ষে বৎসরব্যাপী ব্যবসা স্বাভাবিকতায় ও কৌশলগত কারনে জেমিনি সি ফুড লিঃ আঞ্চসম্পর্কিত কোম্পানীর লেনদেন আরম্ভ করে যা বাংলাদেশ একাউন্টিং স্টান্ডার্ড-২৪ Related Party Disclosures" সংজ্ঞার আওতায় পড়ে। এ ধরনের লেনদেনে বান্তবিক নিশ্চিত উন্নতির আলোকে জেমিনি বাংলাদেশ কৃষি ব্যাংক কর্তৃক মঞ্জুরীকৃত ঋনের উপর আরোপিত উচ্চ সুদের (১১%) নির্ভরতা কমাতে মধুমতি ব্যাংক হতে অল্প সুদ হারে(৮.৫%) স্বল্পকালীন ৩০(ত্রিশ) কোটি টাকা নেওয়া হয়েছে। বিকেবি'র ঋনের কিছু অংশ কঠোর নিয়মানুবর্তিতার কারনে নগদে পরিশোধ করা সম্ভব না হওয়ায় কোম্পানীর উদ্বৃত্ত ঋনের বেশ কিছু নগদ অর্থ থেকে যায়।। কোম্পানীর যে তহবিলের উপর ৮.৫% সুদ দিতে হবে সৌভাগ্যবশতঃ সংশ্লিষ্ট কোম্পানী উক্ত উদ্বৃত্ত তহবিলের উপর ১০% উচ্চ হারে ব্যবহার করতে সম্মত হয় এবং এভাবে অত্র উদ্বৃত্ত তহবিলের সুদ ফেরত দেয় যা কোম্পানীর অর্থ খরচ হ্রাস করে ২৬.৫৫ লক্ষ টাকা প্রদান করে।

৯. পাবলিক ইস্যু অথবা রাইট ইস্যু হতে প্রাপ্ত তহবিলের ব্যবহারঃ

আলোচিত বৎসর কোন পাবলিক ইস্যু অথবা রাইট শেয়ার ইস্যু না হওয়ার প্রেক্ষিতে উক্ত আলোচনার সুযোগ নেই।

- ১০. Initial Public Offering(IPO), Repeat Public Offering(RPO), Rights Offer, Direct Listing ইত্যাদি থেকে অর্থ বা তহবিল প্রাপ্তির পর কোম্পানীর আর্থিক অবস্থাঃ প্রযোজ্য নহে।
- ১১. বার্ষিক আর্থিক বিবরনী এবং ত্রৈমাসিক আর্থিক বিবরনীর মধ্যে পাথর্ক্যঃ তাৎপর্যপূর্ন তেমন কোন পার্থক্য নেই।
- ১২. স্বতন্ত্র পরিচালকসহ পরিচালকবৃন্দের পারিশ্রমিক সম্পর্কে নোট নং ২৫(বি) তে বিষ্তারিত বর্ননা করা হয়েছে।
- ১৩.কোম্পানীর ব্যবস্থাপনা কর্তৃপক্ষ কর্তৃক প্রস্তুতকৃত আর্থিক বিবরনীতে কোম্পানীর আর্থিক অবস্থা, কার্যক্রমের ফলাফল, নগদ প্রবাহ, মূলধনের পরিবর্তন যথাযথভাবে উপস্থাপন করা হয়েছে।
- ১৪. কোম্পানীর হিসাব বহিসমূহ যথাযথভাবে সংরক্ষন করা হয়েছে।



- ১৫. আর্থিক বিবরনী প্রস্তুতিতে যথোপযুক্ত হিসাবনীতিসমূহ ধারাবাহিকভাবে প্রয়োগ করা হয়েছে এবং হিসাবগত পরিমাপক সমূহ যুক্তিযুক্ত ও বিচক্ষন সিদ্ধান্তের উপরই প্রতিষ্ঠিত।
- ১৬. ইন্টারন্যাশনাল একাউন্টিং স্টান্ডার্ডস্ (আই.এ.এস)/বাংলাদেশ একাউন্টিং স্টান্ডার্ড (বি.এ.এস)/ইন্টারন্যাশনাল ফিন্যানসিয়াল রিপোর্টিং স্টান্ডার্ড (আই.এফ.আর.এস), যা বাংলাদেশে প্রযোজ্য তা অনুসরন করে আর্থিক বিবরনী প্রস্তুত করা হয়েছে এবং কোথাও কোন ব্যত্যয় থাকলে তা যথাযথভাবে প্রকাশ করা হয়েছে।
- ১৭. অভ্যন্তরিন নিয়ন্ত্রন ব্যবস্থা সুসংহত ও কার্যকরভাবে বান্তবায়ন ও পর্যবেক্ষন করা হয়েছে।
- ১৮. কোম্পানীর চলমান অস্তিত্ব ও সামর্থ্যের ক্ষেত্রে কোনরূপ তাৎপর্যপূর্ণ সন্দেহের অবকাশ নেই।
- **১৯. গত বৎসরের পরিচালনগত ফলাফলের সাথে চলতি বৎসরের পার্থক্যঃ** উল্লেখযোগ্য বা তাৎপর্যপূর্ণ পার্থক্য নেই।
- ২০.পূববর্তী পাঁচ বৎসরের মূখ্য পরিচালন এবং অর্থনৈতিক উপাত্তঃ

| বিবরন | ৩০-৬-২০১৭ | ৩০-০৬-২০১৬ | ৩০-০৯- ২০১৫ | ৩০-০৯-২০১৪ | ৩০-০৯-২০১৩ | ৩০-০৯-২০১২ |
|----------------------|------------------------------------|-----------------|-------------|------------|---------------|------------|
| মোট বিক্রয় লদ্ধ আয় | ১৩,৫৫,১২৪ | ১১,১২,১৩৭ | ৯০৫ ,২৩৯ | ৯৫৪,৫৪০ | ৭৬৬ ,৯৭১ | ১,২১৬,২৯৩ |
| মোট লাভ | ১,০১,৭৮১ | ৮৪,১৯৯ | ৬৮ ,৬৫৮ | ৭৪,৫৬০ | ৫৯ ,৭৯২ | ৮৩,৪৩৮ |
| কর পূর্ববর্তী লাভ | ৩৩ ,৭৭৮ | ৩০,৩৫৫ | ३०५, ७८ | ১১ ,৩৬০ | (১,৮৭৩) | ১৯,৭৮২ |
| কর পরবর্তী লাভ | ২১,৫৫৬ | ২২,৭৮৩ | ৮,০২৯ | ১,৫৩২ | (১৬,৯২৬) | ১১ ,৯৭১ |
| শেয়ার প্রতি আয় | ১৩.০৬ | ২০.৭১ | ૧.৩૦ | ১.৩৯ | (১৫.৩১) | ১০.৮৮ |
| শেয়ার প্রতি লভ্যাংশ | নগদ: শুন্য এবং স্টক(বোনাস) ১২৫% | নগদ: ২০% এবং | ٥٥.٤ | ०.१৫ | কোন ডিভিডেন্ড | ٥٥.٤ |
| | 204 (CHIMOT) 240 10 | স্টক(বোনাস) ৫০% | | | ছিল না। | |

পরিচালন তথ্যঃ (হাজার টাকায় শেয়ার প্রতি আয় ও লভ্যাংশ ব্যতীত)

অর্থনৈতিক উপাত্তঃ

| বিবরন | ৩০-০৬-২০১৭ | ৩০-০৬- ২০১৬ | ৩০-০৯- ২০১৫ | ৩০-০৯-২০১৪ | ৩০-০৯-২০১৩ | ৩০-০৯- ২০১২ |
|---|-----------------|-------------|-------------|-----------------|------------|------------------|
| মোট সম্পদ | ৬৫৬ ,২৫৪ | ৩৬২,৫৯২ | ৩৭৪,০১৯ | ২১৫,০৫২ | ২৯৫ ,০০৭ | ২১৮ , ৪৭৮ |
| সম্পত্তি, যন্ত্রপাতী ও যন্ত্রাংশ-মোট | ১১৯ ,৩৬৮ | ১১৯ ,৩৬৮ | ১১৯ ,৩৬৮ | ১১৫,৮৮২ | ১১৩ ,৭৬১ | ১১৩,৩১৬ |
| সম্পত্তি, যন্ত্রপাতী ও যন্ত্রাংশ-নিট | ৩৬,০৭০ | ৩৭,৬৫৩ | 80,88 | 80,999 | 8२,१२० | <u> </u> 8৬ ,৬૧૧ |
| মোট চলতি মূলধন | ৬২০ ,১৮৪ | ৩২৪,৯৩৯ | ৩৩৩,৬০৫ | ১ 98,২98 | ২৫২ ,২৮৭ | ১৭০ ,৩৬৫ |
| নীট চলতি মূললধন | ১৩,৫২৮ | (٩,8@8) | (৩১,২০৫) | (৩৭,৯১৯) | (৪৮,৯৯২) | (৩৬,১৭৮) |
| চলতি মূলধন ঋণ | ৫ 8২,৭০১ | ২৭৫ ,৫১১ | ৩১০ ,৫৬৩ | ১৫৯ ,৭২৬ | دىد, ەەپ | ২০৪,৩৩৪ |
| শেয়ার মূলধন | ১৬,৫০০ | ٥٥٥, ٢ | ٥٥٥, دد | ٥٥٥, ٧ | ٥٥٥, ذ | ٥٥٥, ٤ |
| সংরক্ষন এবং উদ্বৃত্ত | - | - | - | ৯৩ ৫ | ৯৩৫ | ১ ০৫ |
| শেয়ার মালিকদের ইকুইটি | ৪২ ,৯৫৩ | ২৩,৫৯৮ | २,8७৫ | (৪,৭৩৯) | (৬,૨૧১) | ১০ ,৬৫৫ |



২১. লভ্যাংশঃ

সম্মানিত শেয়ারকোল্ডারবৃন্দের বিনিয়োগের কথা বিবেচনা করে কোম্পানির পরিচালনা পর্যদ ২০১৬-১৭ হিসাব বৎসরে পরিশোধিত মূলধনের উপর ১২৫% স্টক (বোনাস) ডিভিডেড প্রদানের সুপারিশ করেছেন। ৩৫তম সাধারন সভায় শেয়ারহোল্ডারদের অনুমোদনের জন্য উপস্থাপন করা হ'ল।

২২. বোর্ড সভাঃ

২০১৬-২০১৭ইং বৎসরে পরিচালনা পর্ষদের অনুষ্ঠিত সভার সংখ্যা এবং উক্ত সভায় পরিচালকবৃন্দের উপস্থিতির তালিকা নোট নং ২৭ এ বিস্তারিত বর্ননা করা হয়েছে।

২৩. শেয়ারহোল্ডিং সংক্রান্ত বিবরনঃ

নাম অনুসারে বিবরন

- শেয়ারের সংখ্যা -শুন্য-
- ক) প্যারেন্ট/সাবসিডিয়ারী/এসোসিয়েটেড কোম্পানী এবং অন্যান্যঃ খ) প্রবিচালকবন্দ, প্রধান নির্বাহী কর্মকর্তা, কোম্পানী সচিব, প্রধান অর্থ কর্মকর্তা, অভ্যন্তবীন নি
- খ) পরিচালকবৃন্দ , প্রধান নির্বাহী কর্মকর্তা , কোম্পানী সচিব , প্রধান অর্থ কর্মকর্তা , অভ্যন্তরীন নিরীক্ষা প্রধান এবং তাহাদের স্বামী/স্ত্রী ও নাবালক সন্তানদের নাম ঃ

| ক্রমিক | নাম | শেয়ারহোল্ডিং | স্বামী/স্ত্রী নাম | শেয়ারহোল্ডিং |
|--------|-------------------------------------|---------------|-----------------------------|---------------|
| 2 | পরিচালক | | | |
| ক | মিসেস আমিনা আহমেদ | ২,০৮,৬৫৬ | লেঃ কর্ণেল কাজী শাহেদ | ২,৮২,৩৩০ |
| | সভানেত্রী | | আহমেদ(অব.) | |
| খ | লেঃ কর্ণেল কাজী শাহেদ আহমেদ(অব.) | ২,৮২,৩৩০ | মিসেস আমিনা আহমেদ | ২,০৮,৬৫৬ |
| | ব্যবন্থাপনা পরিচালক | | | |
| গ | জনাব কাজী নাবিল আহমেদ | ००୬, ๙८ | ডাঃ মালিহা মান্নান আহমেদ | শুন্য |
| | পরিচালক | | | |
| ঘ | জনাব কাজী ইনাম আহমেদ | ১,১২,৯২০ | মিসেস সৈয়দা মাদিহা মোর্শেদ | শুন্য |
| | পরিচালক ও প্রধান নির্বাহী কর্মকর্তা | | | |
| હ | জনাব খন্দকার হাবিবুজ্জামান | শুন্য | মিসেস মনিরা পারভিন | শুন্য |
| | স্বতন্ত্র পরিচালক | | | |
| ২ | জনাব জাকির আহমেদ জাকির | গুন্য | মিসেস শায়লা রেজওয়ানা | গুন্য |
| | প্রধান অর্থবিষয়ক কর্মকর্তা | | | |
| ٩ | জনাব এ.এফ.এম নজরুল ইসলাম | গুন্য | মিসেস লুৎফুন আরা ইসলাম | শুন্য |
| | কোম্পানী সচিব | | | |
| 8 | জনাব আশীষ কুমার সাহা | শুন্য | মিসেস ছন্দা রানী সাহা | শুন্য |
| | ইন্টারনাল অডিটি ইন-চার্জ | | | |

গ. কোম্পানীর উর্দ্ধতন কার্যনির্বাহীগণ (বেতনক্রম অনুযায়ী)ঃ

উর্দ্ধতন করপোরেট নির্বাহীগণঃ

| ক্রমিক | নাম | পদবী | শেয়ার সংখ্যা |
|--------|---------------------------|---|---------------|
| 2 | জনাব খায়ের-উল আলম সুমন | হেড অফ অপারেশন | -শূন্য- |
| ২ | জনাব আব্দুল হাই | ব্যবস্থাপক, অর্থ ও হিসাব | -শূন্য- |
| ৩ | জনাব মোঃ বেল্লাল হোসেন | সহকারী ব্যবস্থাপক, শেয়ার ডিপার্টমেন্ট | -শূন্য- |
| 8 | জনাব মোঃ বাবুল আক্তার | সহকারী ব্যবস্থাপক, শেয়ার ডিপার্টমেন্ট | -শূন্য- |
| ¢ | জনাব খন্দকার শফিকুল ইসলাম | সহকারী ব্যবস্থাপক, মানব সম্পদ ও প্রসাশন | -শূন্য- |



ফাম্পানীতে ১০ শতাংশ অথবা তার চেয়্নে বেশী ভোটের অধিকারী শেয়ারহোল্ডারঃ

| ক্রমিক | নাম | পদবী | শেয়ারের সংখ্যা |
|--------|-----------------------------------|---------------------|------------------|
| ۵. | মিসেস আমিনা আহমেদ | সভানেত্রী | ২,০৮,৬৫৬ |
| ૨. | লেঃ কর্নেল কাজী শাহেদ আহমেদ (অব.) | ব্যবস্থাপনা পরিচালক | २, ४२,७७० |
| | | মোট | ৪,৯০,৯৮৬ |

২৪. ২৫শে অক্টোবর, ২০১৭ইং তারিখে অনুষ্ঠিত বোর্ড সভায় পরিচালনা পর্ষদ কর্তৃক গৃহীত সিদ্ধান্ত মোতাবেক অত্র কোম্পানীর চেয়ারম্যান, ব্যবস্থাপনা পরিচালক এবং পরিচালকবৃন্দের নিয়োগ/পুনঃনিয়োগঃ

ব্যবসায়িক কৌশলতগত ও অন্যান্য সম্পৃক্তার কারনে মিসেস আমিনা আহমেদ কোম্পপানীর চেয়ারপার্সন পদ হতে স্বেচ্ছায় পদত্যাগের সিদ্ধান্ত নেন । সভায় তার পদত্যাগের প্রস্তাব নিয়ে আলোচনা ও সিদ্ধান্ত প্রস্তার গ্রহন করা হয়।

কোম্পানীর আর্টিকেলস্ অব এসোসিয়েশনের ১২৯ অনুচ্ছেদ অনুসারে, স্বাস্থ্যগত ও অন্যান্য অপরিহার্য ব্যবসায়িক সম্পৃক্ততার কারনে লেঃ কর্ণেল কাজী শাহেদ আহমেদ (অব.) অত্র কোম্পানীর ব্যবস্থাপনা পরিচালকের পদ হতে স্বেচ্ছায় পদত্যাগের সিদ্ধান্ত নেন। একই সঙ্গে সভায় লেঃ কর্ণেল কাজী শাহেদ আহমেদ(অব.) এর ব্যবস্থাপনা পরিচালক পদ হতে পদত্যাগের বিষয় নিয়ে আলোচনা করেন, তবে সভায় লেঃ কর্ণেল কাজী শাহেদ আহমেদ(অব.) কে কোম্পানীর চেয়ারম্যান এবং কাজী ইনাম আহমেদকে ব্যবস্থাপনা পরিচালক হিসেবে নিয়োগের প্রস্তাব উত্থাপিত হয়।

পদত্যাগের বিষয়ে আলাচনার পর, সভায় লেঃ কর্ণেল কাজী শাহেদ আহমেদ(অব.) কে ব্যবস্থাপনা পরিচালকের পদে পদত্যাগের বিষয়টি অনুমোদন করেন এবং পরবর্তীতে লেঃ কর্ণেল কাজী শাহেদ আহমেদ(অব.) কে চেয়ারম্যান ও কাজী ইনাম আহমেদকে ব্যবস্থাপনা পরিচালক নিয়োগের সিদ্ধান্ত গ্রহন করেন।

পরিচালনা পর্ষদ সভায় ডিসেম্বর ১২, ২০১৭ইং তারিখ হতে পরবর্তী ডিসেম্বর ১১, ২০২২ইং তারিখ পর্যন্ত অর্থাৎ ৫(পাঁচ) বৎসরের জন্য জনাব কাজী ইনাম আহমেদকে মাসিক ৩,০০,০০০ (টাকা তিন লক্ষ) টাকার পারিতোষিকে জেমিনি সি ফুড লিঃ এর ব্যবস্থাপনা পরিচালক হিসাবে নিয়োগের সিদ্ধান্ত নেন এবং কোম্পানী সেক্রেটারীকে পরবর্তী কোম্পানীর ৩৫তম সাধারন সভায় অনুমোদনের জন্য উপস্থাপনের জন্য অনুরোধ করেন।

জনাব কাজী শাহেদ আহমেদ ও কাজী ইনাম আহমেদ এর জীবন বৃত্তান্ত নিম্নে প্রদত্ত হলঃ

লেঃ কর্ণেল কাজী শাহেদ আহমেদ(অব.) চেয়ারম্যান প্রস্তাবিত

লেঃ কর্ণেল কাজী শাহেদ আহমেদ(অব.) ১৯৬৫ সালে লাহোর ইঞ্জিনিয়ারিং বিশ্ববিদ্যালয় হতে প্রথম বিভাগে বিএসসি ডিগ্রী লাভ করেন।

তিনি ১৯৬৬ সালে পাকিস্থান সেনাবাহিনীতে যোগদান করেন এবং পরবর্তীতে বাংলাদেশ মিলিটারী একাডেমীতে প্রতিষ্ঠাতা প্লাটুন কমান্ডার হিসাবে দায়িত্ব পালন করেন। তিনি ১৯৭৭ সালে বাংলাদেশ সেনাবাহিনীতে লেঃ কর্ণেল পদে আসীন থাকাবস্থায় অবসর গ্রহন করেন।

বাংলাদেশ সেনাবাহিনী হতে অবসর গ্রহনের পর তিনি ব্যবসা-বানিজ্য, আর্থ-সামাজিক, শিক্ষা, সাংস্কৃতিক এবং বিভিন্ন সেবামূলক কর্মকান্ডে নিজেকে সম্পৃক্ত করেন।

ম্বনামধন্য শীর্ষ ব্যবসায়িক ব্যক্তিত্ব হিসাবে জনাব কাজী শাহেদ আহমেদ সকলের কাছে সমধিক পরিচিত। তাঁর গতিশীল নেতৃত্বে নিম্নলিখিত লদ্ধ প্রতিষ্ঠিত ব্যবসায়িক প্রতিষ্ঠানসমূহের উন্নত সাধিত হয়ঃ

জেমিনি সি ফুড লিঃ, কাজী এন্ড কাজী টি এস্টেট লিঃ, ক্যাসেল কনস্ট্রাকশন কোম্পানী লিঃ, জেমকন ফুড এন্ড এগ্রিকালচার প্রডাক্টস্ লিঃ(মিনা বাজার), জেমকন সিটি লিঃ, জেম জুট লিঃ, আজকের কাগজ লিঃ, মিনা সুইটস এন্ড কনফেকশনারীজ লিঃ, করতোয়া টি এস্টেট লিঃ, রওশনপুর টি ফ্রন্ট্রিয়ার্স লিঃ, চরকা স্টিল লিঃ, চরকা এসপিসি পোলস্ লিঃ, খবরের কাগজ প্রকাশনা লিঃ, জেমকন টি এস্টেট লিঃ, এবং জেমকন সি ফুড লিঃ ইত্যাদি।





তিনি বেসরকারী বিশ্ববিদ্যালয় University of Liberal Arts Bangladesh (ULAB) প্রতিষ্ঠা করেন, যা গুনগত শিক্ষা, সাহিত্য ও সংস্কৃতির উন্নয়নে দেশের বেসরকারী বিশ্ববিদ্যালয় সমূহের মধ্যে অন্যতম বিশ্ববিদ্যালয় হিসাবে সুপরিচিত।

তিনি দেশের উত্তরাঞ্চলে দারিদ্র-পীড়িত মানুষের আর্থ-সামাজিক এবং টেকসই উন্নয়নে পঞ্চগড়ে কাজী শাহেদ ফাউন্ডেশন নামক একটি অলাভজনক, দাতব্য এবং অরাজনৈতিক প্রতিষ্ঠান গড়ে তুলেছেন। বর্তমানে উক্ত প্রতিষ্ঠান মঙ্গা-পীড়িত ঐ অঞ্চলের প্রান্তিক পর্যায়ে বহুবিধ টেকসই উন্নয়নমূলক কার্যক্রম চালিয়ে যাচ্ছে।

তিনি বাংলাদেশের অর্গানিক থিমের অন্যতম প্রবক্তা এবং উদ্যোক্তা, KKTE কর্তৃক উৎপাদিত চা`য়ে পরিপূর্ণভাবে প্রায়োগিক এবং আন্তর্জাতিক পরিদর্শক কর্তৃক স্বীকৃত ও সনদপ্রাপ্ত।

তিনি আজকের কাগজ এবং সাপ্তাহিক খবরের কাগজ পত্রিকার প্রতিষ্ঠাতা সম্পাদক।

দেশের ব্যবসায়িক ক্ষেত্রে অবদানের জন্য তিনি বাংলাদেশ সরকার কর্তৃক দু'বার সিআইপি (Commercially Important Person) পদকে ভূষিত হয়েছেন।

তাঁর রচিত গ্রন্থসমূহের মধ্যে 'ঘরে আগুন লেগেছে', 'আমার কথা' 'ভৈরব', 'পাশা' এবং 'দাঁতে কাটা পেন্সিল' অন্যতম ও পাঠক সমাদৃত

জনাব কাজী ইনাম আহমেদ

ব্যবস্থাপনা পরিচালক (প্রস্তাবিত)

জনাব কাজী ইনাম আহমেদ বিভিন্ন ব্যবসা ও সামাজিক উন্নয়নমূলক কর্মকান্ডে নিজেকে ব্যাপৃত রেখেছেন।

৩৫তম সাধারন সভার সম্মানিত শেয়ারহোল্ডাবৃন্দ কর্তৃক অনুমোদনের মধ্য দিয়ে জনাব কাজী ইনাম আহমেদ আগামী ৫(পাঁচ) বৎসরের জন্য কোম্পানীর ব্যবস্থাপনা পরিচালক হতে চলেছেন।

বর্তমানে তিনি নিম্নলিখিত কোম্পানির পরিচালক হিসেবে দায়িত্ব পালন করছেনঃ

জেমিনি সি ফুড লিঃ, জেমকন ফুড এন্ড এগ্রিকাল্চারাল প্রডাক্টস্ লিঃ(মিনা বাজার), জেমকন সিটি লিঃ, চরকা স্টিল লিঃ, কাজী এন্ড কাজী টি এস্টেট লিঃ, জেম জুট লিঃ, বেঙ্গল হার্বাল গার্ডেন লিঃ, জেমকন সি ফুড লিঃ, করতোয়া টি এস্টেট লিঃ, রওশনপুর টি ফ্রন্টিয়ারস লিঃ, জেমকন টি এস্টেট লিঃ,মিনা সুইটস এন্ড কনফেকশনারীজ লিঃ, ২এ-মিডিয়া লিঃ (জাতীয় ইংরেজী দৈনিক "ঢাকা ট্রিবিউন"), মিনা রিটেইলস্ লিঃ, এবং আজকের কাগজ লিঃ।

এছাড়াও তিনি অনলাইন বাংলা পত্রিকা "বাংলা ট্রিবিউন" এর একজন অংশীদার।

জনাব কাজী ইনাম আহমেদ University of Liberal Arts Bangladesh(ULAB) Trust এর সাধারন সম্পাদক। তাঁর উদ্যোগে ULAB ক্রিকেট টিম গঠিত হয় এবং প্রথম বারের মত ৬টি বেসরকারী বিশ্ববিদ্যালয়ের অংশ গ্রহনে ULAB Fair Play Cup আয়োজিত হয়।

এছাড়াও তিনি কাজী শাহেদ ফাউন্ডেশনের অর্থ সম্পাদক, মিনা ট্রাস্টের সাধারন সম্পাদক এবং বাংলাদেশ সুপার মার্কেট ওনার্স এসোসিয়েশনের কোষাধ্যক্ষ হিসাবে দায়িত্বরত আছেন।

বর্তমানে জনাব কাজী ইনাম আহমেদ বাংলাদেশ ক্রিকেট বোর্ডের সম্মানিত পরিচালক এবং ঐ বোর্ডও বানিজ্য ও বিপনন (Marketing & Commercial Department) বিভাগের এর চেয়ারম্যান হিসাবে কর্মরত।

তিনি বাংলাদেশ ক্রিকেট বোর্ড(বিসিবি) কর্তৃক আয়োজিত বাংলাদেশের শীর্ষ স্থানীয় পেশাদার টি২০ ক্রিকেট বাংলাদেশ প্রিমিয়ার লিগ-২০১৭তে অংশ গ্রহনরত খুলনা টাইটাসের প্রধান পৃষ্ঠপোষক ও ব্যবস্থাপনা পরিচালক।

শিক্ষাঃ

জনাব কাজী ইনাম আহমেদ মার্কিন যুক্তরাষ্ট্রের ওয়েসলিয়েন বিশ্ববিদ্যালয় হতে স্নাতক ডিগ্রী লাভ করেন।

খ. কোম্পানীর পরিচালকবৃন্দের নিয়োগ/পুনঃনিয়োগঃ

কোম্পানীর সংঘবিধি (Articles of Association) এর ১১৯ অনুসারে মিসেস আমিনা আহমেদ এবং জনাব কাজী নাবিল



আহমেদ পরিচালকদ্বয় পরিচালক পদ হতে পর্যায়ক্রমে অবসর গ্রহন করেছেন। তারা যোগ্য বিধায় পরিচালক পদে পুনঃনির্বাচনের জন্য প্রস্তাব করা হয়। মিসেস আমিনা আহমেদ এবং কাজী নাবিল আহমেদ এর জীবন বৃত্তান্ত নিম্নরুপঃ

মিসেস আমিনা আহমেদ

সভানেত্রী

মিসেস আমিনা আহমেদ জেমকন গ্রুপের অঙ্গ প্রতিষ্ঠানসমূহ জেমিনি সি ফুড লিঃ, জেমকন ফুড এন্ড এগ্রিকালচারাল প্রডাক্টস্ লিঃ, বেঙ্গল হার্বাল গার্ডেন লিঃ, জেমকন লিমিটেড, চরকা স্টিল লিঃ, জেম জুট লিঃ, জেমকন সিটি লিঃ, কাজী এন্ড কাজী টি এস্টেট লিঃ, জেমকন সি ফুড লিঃ এবং জেমকন টি এস্টেট লিঃ ইত্যাদি প্রতিষ্ঠিত কোম্পানীর চেয়ারপার্সন হিসেবে দায়িত্ব পালন করছেন।

তাছাড়া তিনি ক্যাসেল কনস্ট্রাকসন্স কোম্পানী লিঃ, করতোয়া টি এস্টেট লিঃ, রওশন পুর ফ্রন্টিয়ার লিঃ এবং আজকের কাগজ লিঃ ইত্যাদি বিশিষ্ট কোম্পানীর পরিচালক হিসাবে দায়িত্ব পালন করছেন।

তিনি ইউনিভার্সিটি অব্ লিবারেল আর্টস্ বাংলাদেশ ট্রাস্ট এবং কাজী শাহেদ ফাউন্ডেশনের ট্রাস্টি বোর্ডের সদস্য।

তিনি দেশের অন্যতম সাংস্কৃতিক ব্যক্তিত্ব হিসাবে সুপরিচিত। তাছাড়া, অর্থনৈতিক, সামাজিক ও সাংস্কৃতিক উন্নয়ন কার্যক্রমেও নিজেকে ব্যাপৃত রেখেছেন।

তিনি বাংলাদেশের অন্যতম সাংস্কৃতিক সংগঠন 'রবিরাগ' এবং 'রবীন্দ্র সঙ্গীত শিল্পী সংস্থা'র সহ-সভানেত্রী; তিনি বর্তমানে মিনা ট্রাস্টের প্রেসিডেন্ট হিসাবে দায়িত্বরত আছেন।

জনাব কাজী নাবিল আহমেদ

পরিচালক

জনাব কাজী নাবিল আহমেদ লন্ডনের ব্রাউন ইউনিভার্সিটি হতে অর্থনীতিতে বিএ (অনার্স) এবং লন্ডন স্কুল অব্ ইকোনমিক্স হতে Comparative Politics' এ এম এস সি ডিগ্রী অর্জন করেন।

শিক্ষা জীবন শেষে তিনি দেশের বিভিন্ন ব্যবসায়ী, সামাজিক ও অর্থনৈতিক কর্মকান্ডে নিজেকে নিয়োজিত রেখেছেন।

গুরুত্বপূর্ন পোর্টফোলিও ব্যবসায়িক বিষয়ে বর্তমানে জনাব কাজী নাবিল আহমেদ একজন মর্যাদাবান এবং প্রথিতযশা ব্যবসায়িক ব্যক্তিত্ব।

তিনি যশোর সদর-৩ আসন হতে নির্বাচিত সম্মানিত সংসদ সদস্য এবং বাংলাদেশ পররাষ্ট্র মন্ত্রণালয় সংক্রান্ত সংসদীয় স্থায়ী কমিটির সদস্য।

তিনি বাংলাদেশ ফুটবল ফেডারেশরেশনের (বাফুফে) নির্বাচিত সহ-সভাপতি। এছাড়াও তিনি জেমকন স্পোরর্স লিঃ তথা খুলনা টাইটান এর চেয়ারম্যান হিসেবে নিয়োজিত আছেন।

তিনি পাথর লিমিটেডের চেয়ারম্যান এবং চরকা এসপিসি পোলস্ লিঃ, করতোয়া টি এস্টেট লিঃ, রওশন পুর টি ফ্রন্টিয়ার লিঃ ইত্যাদি বিশিষ্ট কোম্পানীর ব্যবস্থাপনা পরিচালক।

তাছাড়া, জনাব কাজী নাবিল আহমেদ জেমিনি সি ফুড লিঃ, জেমকন ফুড এন্ড এগ্রিকালচারাল প্রডাক্টস্ লিঃ, ২এ-মিডিয়া লিঃ, মিনা সুইট্স এন্ড কসফেকশনারীজ লিঃ, বেঙ্গল হার্বাল গার্ডেন লিঃ, জেমকন লিমিটেড, চরকা স্টিল লিঃ, জেম জুট লিঃ, জেমকন সিটি লিঃ, কাজী এন্ড কাজী টি এস্টেট লিঃ, জেমকন সি ফুড লিঃ এবং জেমকন টি এস্টেট লিঃ এবং খবরের কাগজ পাবলিকেশঙ্গ লিঃ ইত্যাদি প্রতিষ্ঠিত কোম্পানীর পরিচালক হিসেবে কর্মরত।

তিনি বহুল প্রচারিত জাতীয় ইংরেজী দৈনিক 'ঢাকা ট্রিবিউন'এবং বাংলা দৈনিক 'আজকের কাগজ' এর উদ্যেক্তা পরিচালক এবং অনলাইন বাংলা পত্রিকা "বাংলা ট্রিবিউন" এর একজন অংশীদার।



স্বতন্ত্র পরিচালকের অবসর গ্রহনঃ

ব্যারিস্টার কাজী রেহান নবী ২০১৩ সনের ১৫ই ডিসেম্বর বাংলাদেশ সিকিউরিটিজ্ এন্ড এক্সচেঞ্জ কমিশন (বিএসইসি) কর্তৃক প্রনীত নোটিফিকেশন নং-এসইসি/সিএমআরআরসিডি/২০০৬-১৫৮/১৩৪/প্রশাসন/৪৪, তারিখঃ আগস্ট ০৭, ২০১২, সংশোধিত জুলাই ২১, ২০১৩ইং অনুযায়ী জেমিনি সি ফুড লিঃ এর পরবর্তী ৩(তিন) বৎসরের জন্য স্বতন্ত্র পরিচালক হিসাবে নিয়োগ প্রাপ্ত হন এবং তিন বৎসর পূর্ণ হওয়ায় গত ডিসেম্বর ১৪, ২০১৬ইং তারিখে তার মেয়াদ শেষ হয়।

নতুন স্বতন্ত্র পরিচালক নিয়োগঃ

বাংলাদেশ সিকিউরিটিজ্ এন্ড এক্সচেঞ্জ কমিশন (বিএসইসি) কর্তৃক প্রনীত নোটিফিকেশন নং-এসইসি/সিএমআরআরসি-ডি/২০০৬-১৫৮/১৩৪/প্রশাসন/৪৪, তারিখঃ আগস্ট ০৭, ২০১২, সংশোধিত জুলাই ২১, ২০১৩ইং জনাব খন্দকার হাবিবুজ্জামান কে জেমিনি সি ফুড লিঃ এর স্বতন্ত্র পরিচালক হিসাবে নিয়োগ দেওয়া হয়, যা গত জানুয়ারী ০১, ২০১৭ইং তারিখে কার্যকর হয়েছে। নিম্নে খন্দকার হাবিবুজ্জামানের জীবন বৃত্তান্ত দেওয়া হলঃ

খন্দকার হাবিবুজ্জামান ব্যাচলর অব্ কমার্স রাজশাহী বিশ্ববিদ্যালয়, এশিয়ান ইউনিভাসির্টি অব্ বাংলাদেশ থেকে ইসলামিক স্টাডিজে মাস্টার্স এবং ইন্টারন্যাশনাল ইসলামিক ইউনিভাসির্টি চট্রগ্রাম থেকে মাস্টার্স ইন বিজনেস এডমিনিস্ট্রেশন (এমবিএ) সম্পন্ন করেন।

শিক্ষা জীবন শেষ করার পর তিনি কোম্পানীর বিষয়বলির সাথে সম্পর্কিত জাতীয় ও বহুজাতিক কোম্পানীর বিভিন্ন পোর্টফোলিও'র সঙ্গে তার কর্ম জীবন শুরু করেন;

বর্তমানে, মি. খন্দকার ক্ষয়ার গ্রুপের কোম্পানী সচিব;

খন্দকার হাবিবুজ্জামান বর্তমানে জেমিনি সি ফুড লিঃ এর অডিট কমিটির বর্তমান চেয়ারম্যান পদে অধিষ্টিত আছেন।

২৫. নিরীক্ষক নিয়োগঃ

বাংলাদেশ সিকিউরিটিজ্ এন্ড এক্সচেঞ্জ এর আদেশ অনুসারে কোম্পানীর বর্তমান নিরীক্ষক মেসার্স কে এম আলম এন্ড কোং, চাটার্ড একাউন্ট্যান্টস্, মতিঝিল সি/এ, (৫ম তলা), ঢাকা-১০০০ অত্র সাধারন সভায় অবসর গ্রহন করেন। যোগ্য বিধায় মেসার্স কে এম আলম এন্ড কোং কে আগামী ২০১৭-২০১৮ অর্থ বৎসরে বার্ষিক ২,০০,০০০/- (দুই লক্ষ) টাকা মাত্র কোম্পানীর নিরীক্ষক পদে পুনঃনিয়োগের জন্য প্রস্তাব করেছেন।

পরিচালনা পর্ষদ উক্ত নিরীক্ষকের নিয়োগের প্রস্তাবে সম্মত হন। পরিশেষে, পরিচালনা পর্ষদ প্রস্তাবটি বিবেচনা করতে এবং কোম্পানী ৩৫তম বার্ষিক সাধারন সভায় অনুমোদনের জন্য উপস্থাপন করার উপদেশ প্রদান করেন।

২৬. কর্পোরেট গভার্নেঙ্গঃ

বাংলাদেশ সিকিউরিটিজ্ এন্ড এক্সচেঞ্জ কমিশন এর নির্দেশনা প্রয়োজন অনুসারে কর্পোরেট গভার্নেঙ্গ রিপোর্ট সংযুক্তির মাধ্যমে প্রতিফলিত হ'ল।

২৭. উপসংহারঃ

পরিশেষে পরিচালকমন্ডলী ও আমার পক্ষ থেকে কোম্পানীর সার্বিক কার্যক্রম ও সাফল্যের জন্য শ্রমিক, কর্মচারী ও কর্মকর্তাবৃন্দকে অশেষ ধন্যবাদ জানাচ্ছি। সম্মানিত শেয়ারহোল্ডাগণের অব্যহত সাহায্য, সহযোগিতা ও পরামর্শ প্রদানের জন্য পরিচালকমন্ডলী কৃতজ্ঞতা জ্ঞাপন করেছেন। তাছাড়া, সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশন, ঢাকা স্টক এক্সচেঞ্জ, ক্রেতা, এজেন্ট ও সরবরাহকারী এবং সরকারী অফিস সমূহের সাহায্য ও সহযোগিতা আমাদের ব্যবসায়িক লক্ষ্যে পৌছাতে বিশেষ অবদান রেখেছে বলে আমরা কৃতজ্ঞতাভরে স্বীকার করি। আপনাদের পরিচালকমন্ডলী আরও আশা করেন যে, ভবিষ্যত দিনগুলিতে আপনাদের মূল্যবান মতামত ও উপদেশ দ্বারা কোম্পানী আরও উপকৃত হবে এবং আমি ও সহকর্মীদের পক্ষ থেকে আবারও আপনাদের আশ্বাস দিতে চাই যে, আগামী দিনগুলোতে কোম্পানীর অবস্থান আরও সুদৃঢ় করার লক্ষ্যে আমাদের পক্ষ থেকে চেষ্টার কোন কমতি থাকবে না।

আমর্যা সকলের আগামীর যাত্রা শুভ হোক এই কামনায়।

Amerah Shound (আমিনা আহমেদ)

সভানেত্রী



Gemini Sea Food Limited

CEO & CFO'S DECLARATION TO THE BOARD OF DIRECTORS

Board of Directors Gemini Sea Food Limited House no. 44, Road no. 16, Dhanmondi, Dhaka-1209

SUB: CEO & CFO's DECLARATION TO THE BOARD OF DIRECTORS OF GEMINI SEA FOOD LTD.

Dear Sirs,

Please refer to the condition no. 6 imposed by the Bangladesh Securities & Exchange Commission's Notification No. SEC/CMRRCD/2006-158/134/Admin/44 dated August 07, 2012 issued under Section 2CC of the Securities & Exchange Ordinance, 1969, we do hereby certify to the Board of Directors noted as under:

- 1. We have reviewed the financial statements for the year ended on 30 June, 2017 and to the best of our knowledge and belief that_
- a) the statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
- b) the statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards with applicable laws.
- 2. To the best of our knowledge and belief, no transaction entered into by the company during the year which are fraudulent, illegal or violation of the Company's code of conduct.

(Zakir Ahmed Zakir) Chief Financial Officer

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(Kazi Inam Ahmed) Director & CEO



Audit Committee Report For the year of 2016-17

In accordance to the best practices of Corporate Governance, the Board of Directors of Gemini Sea Food Limited established an Audit Committee on July 13, 2017 and the status of Compliance with the conditions imposed by the Commissions notification no. SEC/CMRRC-D/2006-158/134/Admin//44 dated 7 August, 2012 issued under section 2CC of the Securities and Exchange Ordinance, 1969.

The Audit Committee supports the Board in fulfilling its responsibilities as per standard practice.

Composition of the Audit Committee

The Audit Committee is now composed of the following members:

| SI. | Name |
|-----|---------------------------|
| 1 | Barrister Kazi Rehan Nabi |

- 2 Mr. Khandaker Habibuzzaman
- 3 Lt. Col. Kazi Shahid Ahmed (Retd.)
- 4 Mr. Kazi Nabil Ahmed
- 5 Mr. AFM. Nazrul Islam

Position

Chairman (up to 14 December, 2016) Chairman (from 1st January, 2017) Member Member Secretary

The Chief Financial Officer attends the meeting by invitation only as and when requires. The Company Secretary functions as the Secretary of the Audit Committee.

Meeting

During the year ended 30th June, 2017, 4 (four) Audit Committee meetings was held. Proceeding of the Audit Committee Meetings was reported regularly to the Board of Directors. The Details of attendance of the Audit Committee Members have been shown as below:

| SI. | Name | No. of meeting held | No.of meeting attended |
|-----|---|---------------------|------------------------|
| 1 | Mr. Kazi Rehan Nabi | 4 | 2 |
| | Chairman (upto 14-12-16) | | |
| 2 | Mr. Khandaker Habibuzzaman | Λ | 2 |
| | Chairman (From 1 st January, 2017) | 4 | 2 |
| 3 | Mr. Kazi Shahid Ahmed | Λ | Λ |
| | Member | т – | 7 |
| 4 | Mr. Kazi Nabil Ahmed | 4 | Λ |
| | Member | 4 | 4 |
| 5 | Mr. AFM. Nazrul Islam | | 4 |
| | Secretary | 4 | |


Role of the Audit Committee

The Audit Committee assisted the Board of Directors in fulfilling its responsibilities regarding the Company's accounting and financial reporting process by monitoring the following:

- o The integrity of the Company's financial statements;
- o The independence, qualifications and performance quality of its external auditors;
- o The Company's system of internal controls;
- o The performance of the Company's internal audit process;
- o The Company's compliance with law, regulations and codes of conduct with a view to safeguard the interest of all stakeholders of the Company.

Summary of Activities

The Audit Committee carried out the following activities during the financial year ended June 30, 2017.

Regulatory Compliance

The Committee examined whether the Company's procedures are in place to ensure compliance with

- o the laws and regulations framed by the regulatory Authorities (BSEC, DSE and RJSC);
- o Internal regulations approved by the Board of Directors.

The Company is duly following the rules and regulations of the Regulatory bodies and also strictly follows areas with conflict of interest. The Committee was satisfied that the Company substantially complied with these regulatory requirements.

Financial Reporting

The Committee assisted the Board of Directors and the management to carry out their responsibilities of preparing true and fair financial statements in accordance with the books of accounts and Bangladesh Accounting Standards by:

- o Reviewing the adequacy and effectiveness of the internal control system and procedures in order to provide reasonable assurance that all transactions are accurately and completely recorded in the books of account;
- o Reviewing the integrity of the process by which financial statements are prepared from the books of account;
- o Reviewing the process by which compliance of provision of Bangladesh Accounting Standards.

The Committee also reviewed:

- o The quarterly, annual and interim financial statements of the Company prior to recommending them for the approval by the Board.
- o The annual audited financial statements of the Company with external auditors prior to submission to the Board for approval. The review focused particularly on changes of accounting policy and compliance with applicable accounting standards as adopted in Bangladesh and other legal & regulatory requirements.



Internal Control

The Committee examined whether the management has set up the appropriate compliance culture across the Company in order to ensure that all employees have a clear understanding of their roles and responsibilities. The Committee reviewed the arrangements made by the management for building up a suitable Management Information System including computerized systems and its applications thereof.

Internal Audit

The Committee reviewed and discussed the relevant reports of special investigations which were submitted by the Audit Team. They are as follows:

- o The annual audit plan for adequacy of scope and comprehensive coverage of these activities of the Company;
- o the audit programs, resources requirements for the year and assessed the performance of the internal audit functions;
- o The internal audit reports, audit recommendations and management responses to these recommendations and actions taken to improve the system of internal control and procedures;
- o Exercise Internal Audit of Gemini Sea Food Limited. Review the effectiveness of Internal Audit functions including performance and compliance with professional standards. Examine audit findings and material weakness and monitor implementation of audit action plans.

The Committee advised the management to take effective steps for rectification of all the lapses and weaknesses identified by internal audit and to take utmost care, so that such weaknesses and lapses shall not be repeated in future. Department heads attended the meetings when their reports were discussed.

External Audit

The Committee met with the external auditors at the conclusion of the annual audit and exchanged views on their Audit Report. The Committee reviewed the findings and recommendations made by the external auditors in order to remove the weaknesses as detected in the external auditing process.

The Committee reviewed the performance of the External Auditors and recommended to the Board on their appointment and fees.

Task of the Audit Committee during the year:

The Audit Committee reviewed the quarterly and annual financial statement and recommended to the Board for consideration. The Committee had reviewed and approved the procedure and task of the internal audit, financial report preparation and the external audit reports. The Committee found necessary arrangement to present a true and fair view of the activities and the financial status of the company and didn't find any significant material



deviation, discrepancies or any adverse finding/observation in the areas of reporting The Board approved the same at its meeting held on October 25, 2017.

Acknowledgement

The Audit Committee expressed of sincere thanks to the Chairman and members of the Board, management and the Auditors for their support in carrying out its duties and responsibilities effectively.

On behalf of the Audit Committee,

(Khandaker Habibuzzaman) Chairman, Audit Committee

REPORT ON CORPORATE GOVERNANCE

Corporate Governance clearly defines the rights and responsibilities of the Board of Directors, Management, Shareholders and other Stakeholders. The Board supports Management, Internal and External Auditors and other related parties including the Shareholders. A good corporate reputation is the most valuable and competitive asset of a Company. Gemini Sea Food Limited believes in the continued improvement of corporate governance. The Board of Directors and the Management Team of Gemini Sea Food Limited is committed to maintaining Corporate Governance in the passage of implementing a culture of accountability and transparency.

Board of Directors

The Board of Directors comprises of 05 (Five) members including one Independent Directors. All Directors have sound knowledge in the area of business, managerial expertise and sound academic and professional knowledge. They are well conversant with corporate governance.

Appointment of Board Members

The Directors of the Board are appointed by the Shareholders in the Annual General Meeting who are accountable to the Shareholders.

The Role of the Chairman and Managing Director

Position of the Chairman and Managing Director are clearly identified. The Chairman is responsible for leading the Board and its effectiveness.

Audit Committee

The Audit Committee was established as a sub-committee of the Board and has jurisdiction over Gemini Sea Food Limited. The audit committee is comprised of three members of the Board including one Independent Director one of them is the Chairman of the Committee. The Audit Committee assists the Board.

Company Secretary

Mr. AFM. Nazrul Islam has been appointed as the Company Secretary of the Company. He provides legal matters to the Board. Among other functions, the Company Secretary:

- o Bridges between the Board of Directors and Shareholders on strategic and statutory decision;
- o Acts as a compliance assurance agent in all information towards the Shareholders, Board & the other stakeholder;
- o Is responsible for ensuring that the appropriate Board procedures are followed;
- Acts as the "Disclosure Officer" of the Company and monitors the compliance of the Acts, rules, regulations, notifications, guidelines, orders/directives etc. issued by the Bangladesh Securities and Exchange Commission, Stock Exchange (s) applicable to the conduct of the business activities of the Company.

The Company Secretary keeps the records of the Company's compliance/noncompliance status of the conditions imposed by BSEC which has been shown in the compliance report on BSEC Notification.



Chief Financial Officer

Mr. Zakir Ahmed Zakir has been appointed as the Chief Financial Officer of the Company. He looks after the overall financial affairs of the Company. Among other functions, the Chief Finance Officer:

- o Prepares quarterly and annually financial statements;
- o Financial reporting procedures in line with the requirement of Bangladesh Accounting Standards;
- o Reports financial positions of the Company in its Board & other regulatory meetings.

Financial Reporting and Transparency

Financial Statements have been prepared in line with the International Accounting Standards, Bangladesh Accounting Standards and other legislations as applicable in Bangladesh. Timely publication of quarterly and annual financial statements with comprehensive details beyond the statutory requirement.

Compliance with Applicable Rules and Regulations

The Company's business activities are guided and supervised by local laws and regulations:

- o The Companies Act 1994;
- o The Bangladesh Securities and Exchange Commission;
- o Listing rules of Dhaka Stock Exchange Limited;
- o Bangladesh Accounting Standards.

Purchase Committee

A purchase committee is functioning with a group of executives, headed by a senior most executive to examine the purchase proposal of goods. Among others, the followings are the main responsibilities of the Committee:

- o To evaluate the received proposal and find out the effectiveness of each proposal
- o To prepare a report on the basis of evaluation of the purchase proposal with recommendation and sent to concerned departments for obtaining approval from the competent authority
- o To supervise the entire activities of procurement

Statutory Audit

Statutory Audit of the Company is governed by the Companies Act 1994. The Company Act provides guidelines for the appointment, scope of work and retirement of auditors. Shareholders appoint auditors and fix their remuneration in the Annual General Meeting.

Internal Audit

Internal Audit support the Company to achieve its objectives by bringing a systematic, disciplined approach to evaluate and improve the effectiveness of its risk management and control. Internal Audit activity is governed by the Internal Team, which is approved by the Board.

Internal Control

The Company has an Internal Audit department consisting of four members and headed by the Head of Internal Auditor. The Internal control system is maintained and reviewed by an internal audit function that reports to Management and the Audit Committee.



Internal Control mechanism is built by the Company's systems and procedures to reduce the risk of error and fraud. It may be able to reduce the risk that financial statement contains. The Board of Directors ensures sound internal control to provide reasonable assurance regarding the achievement of the Company objectives in the areas of:

- o Effectiveness and efficiency of operations;
- o Reliability of financial reporting;
- o Compliance with laws and regulations.

Code of Conduct

Gemini Sea Food Limited has adopted Codes of Conduct for securing good business ethics and conduct in all aspects of the Company's activities. The Code of Conduct is properly communicated to and with all employees and other activities, and is strictly required to abide by it.

Management Committee

The day- to- day Management of the Company is entrusted with the Chief Executive Officer and the Management Committee. The Management Committee serves the interest of the Company and presently the Committee achieves a sustainable growth. The Management Committee is accountable for the entire management of the Company and decides on the basic issues of business policy and corporate strategies.

Restrictions on dealing in the Company's share by insiders

The Company has established policy relating to trading shares by the Directors, employees and other insiders. The securities laws also impose restrictions on similar sort of transaction.

The Company encourages communication with shareholders throughout the year and welcomes their participation at shareholders meeting. The Company is transparent with the stakeholders of the Company. Gemini Sea Food Limited reports to its shareholders minimum three times regarding its business, financial position and earnings in the year. These include:

- o Quarterly and Annual financial statements;
- o Annual General Meeting;
- o Price –Sensitive disclosures and other disclosures to the BSEC and Dhaka Stock Exchanges.

In additional information, the Company is under a legal and regulatory requirement to publish through its Website and the daily Bangla and English newspapers. Gemini Sea Food Limited believes in transparency and accountability to the society as a whole through establishment of an efficient and effective Corporate Governance procedure.



Corporate Governance Compliance Status Report

Status of compliance with the conditions imposed by the Securities and Exchange Commission's Notification No. SEC/CMRRCD/2006-158/134/Admin/44 dated 07 August 2012 with amendment dated 21-7-2013 issued under section 2CC of the Securities and Exchange Ordinance, 1969:

| | | Compliance Status | | Remarks | |
|-------------|---|----------------------|-----------------|----------|--|
| Condition | Title | (Put√i approj | n the priate | | |
| no | | colu | mn) | | |
| | | Complied | Not complied | (If any) | |
| 1 | Board of Directors | | | | |
| 1.1 | Board Size the number of the board members of the company shall not be less than 5 (five) and more than 20 (twenty): | | | | |
| 1.2 | Independent Director: | | | | |
| 1.2 (i) | At Least one fifth (1/5) of the total member of directors in the Company & Board shall be independent Directors | | | | |
| 1.2 (ii) a) | Who either does not hold any share or holds less than 1% shares of the total paid up share | | | | |
| 1.2 (ii) b) | Not connected with any sponsor/director/shareholders who holds 1% or more share of the total paid up share on the basis of family relationship | V | | | |
| 1.2 (ii) c) | Does not have any other relationship, whether pecuniary or otherwise with the company or its subsidiary/associated companies | V | | | |
| 1.2 (ii) d) | Not a member, director or officer of any stock exchange | | | | |
| 1.2 (ii) e) | Not a shareholder, director or officer of any member of stock exchange or an intermediary of the Capital Market | | | | |
| 1.2 (ii) f) | Not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm | V | | | |
| 1.2 (ii) g) | Not be an independent director in more than 3 (three) listed Companies | V | | | |
| 1.2 (ii) h) | Not been convicted by a court of competent justification as a defaulter in payment of any load to Bank or a NBFI | | | | |
| 1.2 (ii) i) | Not been convicted for a criminal offence involving moral turipitude | | | | |
| 1.2 (iii) | Nominated by the board of directors and approved by the shareholders in the Annual General Meeting (AGM) | | | | |
| 1.2 (iv) | Not remain vacant for more than 90 (ninety) days | √ | | | |
| 1.2 (v) | Board shall lay down a code of conduct of all Board members and annual compliance of the code to be recorded | √ | | | |
| 1.2 (vi) | Tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) term only | | | | |
| 1.3 | Qualification of Independent Director (ID) | | | | |
| 1.3 (i) | Knowledge of Independent directors | √ | | | |



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| 1.3 (ii) | Background of Independent Directors | \checkmark | |
|-------------|--|--------------|-----------------------------|
| 1.3 (iii) | Speacial cases for qualifications | N/A | |
| 1.4 | Individual Chairman of the Board and CEO. | | |
| 1.5 | The Directors' Report to Shareholders: | | |
| 1.5 (i) | Industry outlook and possible future developments in the industry | | |
| 1.5 (ii) | Segment-wise or product-wise performance | \checkmark | |
| 1.5 (iii) | Risks and concerns | \checkmark | |
| 1.5 (iv) | Discussion on Cost of Goods sold, Gross Profit Margin and Net Profit Margin | | |
| 1.5 (v) | Discussion on continuity of any Extra-Ordinary gain or loss | N/A | such event ring the year |
| 1.5 (vi) | Basis for related party transactions | | |
| 1.5 (vii) | Utilization of proceeds from public issues, right issues & or through any other instruments | N/A | |
| 1.5 (viii) | Explanation if the financial results deteriorate after the company goes for IPO, RPO, Rights Offer, Direct Listing | N/A | |
| 1.5 (ix) | Significant variance | √ | |
| 1.5 (x) | Remuneration to directors including independent directors | √ | |
| 1.5 (xi) | Fairness of Financial Statement | √ | |
| 1.5 (xii) | Maintenance of Proper books of accounts | | |
| 1.5 (xiii) | Application of appropriate accounting policies and estimates | | |
| 1.5 (xiv) | Followed IAS, BAS, IFRS and BFRS in preparation of financial statements | | |
| 1.5 (xv) | Soundness of internal control system | \checkmark | |
| 1.5 (xvi) | Ability of Gemini Sea Food Ltd. (GSFL) to continue as a going concern | | |
| 1.5 (xvii) | Significan deviation from last year's operation results of the issuer Co. shall be highlighter & the reasons thereon | V | |
| 1.5 (xviii) | Presentation of key operation and financial data for last 5 (five) years | V | |
| 1.5 (xix) | Declaration of Dividend | \checkmark | |
| 1.5 (xx) | Number of Board meetings held during the year and attendance by each director | | |
| 1.5 (xxi) | Shareholding pattern: | | |
| 1.5 (xxi)a) | Parent/Subsidiary/Associated Companies and other related parties (name wise details) | N/A | |
| 1.5 (xxi)b) | Directors CEO, CFO, HIA & CS with their spouses and minor children | V | |
| 1.5 (xxi)c) | Executives | \checkmark | |
| 1.5 (xxi)d) | Shareholders holding ten percent (10%) or more voting interest in the company (name wise details) | V | |



| 1.5 (xxii) | Appointment/re-appointment of Director: | | |
|------------------|--|--------------|--|
| 1.5 (xxii)a) | Resume of the Directors | √ | |
| 1.5 (xxii)b) | Expertise in specific functional areas | √ | |
| 1.5 (xxii)c) | Holding of directorship and the membership of committees of the board other than the Co. | N/A | |
| 2.1 | Appointment of CFO, HIA & CS | √ | |
| 2.2 | Attendance of CFO & CS at the meeting of the Board of Directors | | |
| 3 | Audit Committee: | | |
| 3 (i) | Constitution of Audit Committee | √ | |
| 3 (ii) | Assistance of the Audit Committee to Board of Directors | √ | |
| 3 (iii) | Responsibility of The Audit Committee | √ | |
| 3.1 | Constitution of The Audit Committee | | |
| 3.1 (i) | At least 3 (three) members | √ | |
| 3.1 (ii) | Appointment of members of the Audit Committee | √ | |
| 3.1 (iii) | Qualification of Audit Committee Members | | |
| 3.1 (iv) | Terms of Service of Audit Committee Members | √ | |
| 3.1 (v) | Secretary of Audit Committee | | |
| 3.1 (vi) | Quorum of Audit Committee | | |
| 3.2 | Chairman of the Audit Committee (AC): | | |
| 3.2 (i) | Board of directors shall select the Chairman of AC | | |
| 3.2 (ii) | Chairman of the AC shall remain present in the Annual General Meeting. | V | |
| 3.3 | Role of Audit Committee: | | |
| 3.3 (i) | Oversee the financial reporting process. | | |
| 3.3 (ii) | Monitor choice of accounting policies and principles | | |
| 3.3 (iii) | Monitor Internal Control Risk management process | | |
| 3.3 (iv) | Oversee hiring and performance of external auditors. | | |
| 3.3 (v) | Review the annual financial statements before submission to the board for approval | V | |
| 3.3 (vi) | Review the all quarterly and yearly financial statements before submission to the board for approval | \checkmark | |
| 3.3 (vii) | Review the adequacy of internal audit function | | |
| 3.3 (viii) | Review statement of significant related party transactions | | |
| 3.3 (ix) | Rewiew Management Letters/Letter of Internal Control weakness issued by statutory auditors | \checkmark | |
| 3.3 (x) | Disclosure about the uses/applications of funds raised by IPO/Right issue | N/A | |
| 3.4 | Reporting of the Audit Committee: | | |
| 3.4.1 | Reporting to the Board of Directors | \checkmark | |
| 3.4.1 (i) | Activities of the Audit Committee | √ | |



| 3.4.1 (ii) | Reporting to the Board of Directors in the following findings: | | |
|--------------|--|-----|---------------------------|
| 3.4.1 (ii)a) | Conflict of interests | N/A | No such even to report |
| 3.4.1 (ii)b) | Material defect in the internal control system | N/A | No such even to report |
| 3.4.1 (ii)c) | Infringement of laws, rules and regulations | N/A | No such even to report |
| 3.4.1 (ii)d) | Any other matter | N/A | No such even to report |
| 3.4.2 | Reporting to the Authorities | N/A | No such even to report |
| 3.5 | Reporting to the shareholders and General Investors | N/A | No such even to report |
| 4 | Engagement of External/Statutory Auditors: | | |
| 4 (i) | Appraisal or valuation services or fairness opinions | | |
| 4 (ii) | Financial information systems design and implementation | | |
| 4 (iii) | Book-keeping | | |
| 4 (iv) | Broker-dealer services. | | |
| 4 (v) | Actuarial services | | |
| 4 (vi) | Internal audit services | | |
| 4 (vii) | Service that the Audit Committee determines | | |
| 4 (viii) | Audit firms shall not hold any share of the Company they audit | | |
| 4 (ix) | Audit/certification services on compliance of corporate governance | V | |
| 5 | Subsidiary Company: | | |
| 5 (i) | Composition of the Board of Directors | N/A | |
| 5 (ii) | At least 1 (one) independent director to the subsidiary company | N/A | |
| 5 (iii) | Submission of Minutes by the holding company | N/A | |
| 5 (iv) | Reviewed of the minutes of the subsidiary company | N/A | |
| 5 (v) | Review of Financial Statement by the holding company | N/A | |
| 6 | Duties of Chief Executive Officer and Chief Financial Officer: | | |
| 6 (i) a) | Reviewed the materially untrue of the financial statement | | |
| 6 (i) b) | Reviewed about compliance of the accounting standard | V | |
| 6 (ii) | Reviewed about fraudulent, illegal or violation of company's code of conduct | V | |
| 7 | Reporting and Compliance of Corporate Governance: | | |
| 7 (i) | Obtain certificate about compliance of conditions of corporate Governance Guidelines | V | |
| 7 (ii) | Annexure attached in the Directors Report | | |



AKHTAR AMIR & CO. Chartered Accountants

SHANJARY TOWER 4th Floor, 5B 78, Naya Paltanj Dhaka-1000

CERTIFICATE ON COMPLIANCE With the cordition of Corporate Governance Guide line

To the Members of Gemini Sea Food Ltd.

Certified that Gemini Sea Food Ltd. has complied with the condition of Corporate Govermance Guidelines imposed by Bangladesh Securities and Exchange Commission vide their Notification no. SEC/CMRRC-D/2006-158/134/Admin/44 date 7 August 2012 and subsequent amendment made their on.

Akhtar Amir & Co. Chartered Accountants



Value Added Statement - 2017

| | Amount 2017 | % | Amount 2016 | % |
|---|---------------|--------|---------------|--------|
| Value Added | | | | |
| Revenue | 1,355,124,137 | | 1,112,137,664 | |
| Less: Bought in materials and services | 1,286,681,906 | | 1,053,333,858 | |
| Add: Other income | 247,223 | | 66,722 | |
| Gross Value Added | 68,689,454 | 100% | 58,870,528 | 100% |
| | | | | |
| Distributions: | | | | |
| Employees | 29,197,562 | 42.51% | 24,143,723 | 41.01% |
| Government | 12,473,555 | 18.16% | 7,752,964 | 13.17% |
| Providers of finance (Long term) | | | | |
| Financial Institutions | - | 0.00% | 2,936 | 0.00% |
| Shareholders | 1,866,539 | 2.72% | 1,426,888 | 2.42% |
| | 43,537,657 | 63.38% | 33,326,512 | 56.61% |
| Value reinvested and retained | | | | |
| Entity (Deferred Tax Liability, Earnings, Depreciation and amortization) | 25,151,797 | 36.62% | 25,544,017 | 43.39% |
| | 68,689,454 | 100% | 58,870,528 | 100% |





Auditors' Report To The Shareholders of GEMINI SEA FOOD LIMITED.

We have audited the accompanying financial statements of Gemini Sea Food Limited ('the Company'), which comprise the statement of financial position as at June 30, 2017, and the statement of profit or loss and other comprehensive income, Statement of changes in equity and statement of cash flows for the period then ended and a summary of significant accounting policies and other explanatory information disclosed in notes 1 to 27 and Annexure-A & B.

Management's responsibility for the financial Statements

Management of the company is responsibility for the preparation and fair presentation of these financial statements in accordance with Bangladesh Financial Reporting Standards (BFRS) and for such internal control as management as determines is necessary to enable the preparation of financial statement that are free from materials misstatement, wherher due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Bangladesh Standards on Audit (BBA). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amount and disclosure in the financial statement. The procedures selected depend on the auditors' judgment, including the assessment of the risks of materials misstatement of the financial statements, whether due to fraud or error. In making those risks assessments, the auditor considers internal control relevant to the companies preparation and fair presentation of the financial statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluation the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management of the company, as well as evaluating the overall presentation of the financial statement.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



Opinion:

In our opinion, the financial statements give a true and fair view of the state of affairs of the Company as on 30th June 2017, and its financial performance and its cash flows for the period then ended in accordance with Bangladesh financial Reporting Standards (BFRS), the Securities & Exchange Commission Rules 1987, Companies Act 1994 and comply with the other applicable laws and regulation.

we also report that:

- i) We have obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof:
- ii) In our opinion, proper books of account as required by law have been kept by the Company so far as it appeared from our examination of those books:
 - iii) The statement of financial position and profit or loss and other comprehensive income dealt with the report are in agreement with the books of accounts.
- iv) The expenditure was incurred for the purpose of the company's business.

Place : Dhaka Date: 25 October, 2017

WAAameco

K.M. Alam & Co. Chartered Accountants



Statement of Financial Position

As at June 30, 2017

| Particulars | Notes | Amoun | Amount in Taka | | |
|---|--------|--------------|----------------|--|--|
| Particulars | Notes | June 30,2017 | June 30,2016 | | |
| Assets : | | | | | |
| Non-current assets | | | | | |
| Property, plant and equipment | 2 | 36,070,123 | 37,652,755 | | |
| Current assets | | 735,941,405 | 324,939,176 | | |
| Advance deposit & pre-payments | 3 | 1,025,532 | 916,390 | | |
| Inter company Receivable | 4 | 208,180,000 | - | | |
| Bills receivable | 5 | 94,158,532 | 88,958,371 | | |
| Closing stock | 6 | 331,011,057 | 220,045,919 | | |
| Cash and cash equivalents | 7 | 101,566,284 | 15,018,496 | | |
| Total assets | | 772,011,528 | 362,591,931 | | |
| | | | | | |
| Equity & liabilities : | | | | | |
| Equity | | 42,953,585 | 23,597,773 | | |
| Share capital | 8 | 16,500,000 | 11,000,000 | | |
| Retained earnings | 9 | 26,453,585 | 12,597,773 | | |
| Non-current liabilities | | | | | |
| Deferred tax | AnnexB | 6,644,746 | 6,600,932 | | |
| Current liabilities | | 722,413,198 | 332,393,227 | | |
| Bank overdraft | 10 | 542,701,142 | 275,511,110 | | |
| Inter company payable | 11 | 115,757,248 | - | | |
| Trading liabilities | 12 | 54,033,735 | 48,877,241 | | |
| Liabilities for expenses | 13 | 3,506,068 | 3,360,865 | | |
| Liabilities for dividend | 14 | 668,930 | 586,835 | | |
| Provision for WPPF | 15 | 4,846,548 | 3,157,648 | | |
| Provision for tax on additional income u/s 82 (C) | | 693,672 | 693,672 | | |
| Provision for tax on other income | | 205,855 | 205,855 | | |
| Total equity and liabilities | | 772,011,528 | 362,591,931 | | |
| Net asset value (NAV) per share | 23 | 26.03 | 21.45 | | |

The annexed notes from 1-27 and Annexure- A & B form an integral part of these Financial Statements.

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Signed in terms of our separate report of even date.

(Zakir Ahmed Zakir) Chief Financial Officer (AFM. Nazrul Islam) Company Secretary

In In A

(Kazi Inam Ahmed) Director & CEO.

(Lt. Col. Kazi Shahid Ahmed (Retd.) Managing Director

W/Alame Co K.M.Alam & Co.

K.M.Alam & Co. Chartered Accountants

Account

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Statement of Profit or Loss and Other Comprehensive Income For the year ended June 30, 2017

| | | Amoun | it in Taka |
|--|-------|----------------------------------|--------------------------------------|
| Particulars | Notes | July 01,2016 to June 30, 2017 | October 01, 2015 to June 30, 2016 |
| Revenue | 16 | 1,355,124,137 | 1,112,137,664 |
| Cost of goods sold | 10 | 1,253,342,857 | 1,027,938,245 |
| Gross profit | 17 | 101,781,280 | 84,199,419 |
| Operating expenses | | | |
| Administrative and selling expenses | 18 | 31,534,240 | 27,923,116 |
| Profit before financial expense | | 70,247,040 | 56,276,303 |
| Finance costs | 19 | 35,027,363 | 24,470,483 |
| Profit after financial expense | | 35,219,678 | 31,805,821 |
| Non- operating income | 20 | 247,223 | 66,722 |
| Profit before contribution to WPPF | | 35,466,901 | 31,872,543 |
| Provision for WPPF during the period | | 1,688,900 | 1,517,740 |
| Profit/(loss) before tax | | 33,778,001 | 30,354,802 |
| Income tax expenses | 21 | 12,222,189 | 7,572,020 |
| Current tax | 21.1 | 12,178,375 | 7,715,008 |
| Deferred tax | 21.2 | 43,814 | (142,988) |
| Net profit after tax | | 21,555,812 | 22,782,782 |
| Other comprehensive income Total comprehensive income for the period | | 21,555,812 | 22,782,782 |
| Earning per share(EPS) | 22 | 13.06 | 20.71 |
| Diluted Earning per share(EPS) | | - | 13.81 |

The annexed notes from 1-27 and Annexure- A & B form an integral part of these Financial Statements.

(Zakir Ahmed Zakir) Chief Financial Officer

Signed in terms of our separate report of even date.

(AFM. Nazrul Islam) Company Secretary

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(Kazi Inam Ahmed) Director & CEO.

(Lt. Col. Kazi Shahid Ahmed (Retd.) Managing Director

WHA lame Co K.M.Alam & Co.

K.M.Alam & Co. Chartered Accountants

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Statement of Changes in Equity For the year ended June 30, 2017

| Particulars | Share capital | Retained earnings | Total equity |
|--|---------------|----------------------|--------------|
| Balance as at October 01, 2015 | 11,000,000 | (8,535,009) | 2,464,991 |
| Total comprehensive income during the period | - | 22,782,782 | 22,782,782 |
| Final dividend | - | (1,650,000) | (1,650,000) |
| Balance as at June 30,2016 | 11,000,000 | 12,597,773 | 23,597,773 |
| Balance as at July 01, 2016 | 11,000,000 | 12,597,773 | 23,597,773 |
| Total comprehensive income during the period | - | 21,555,812 | 21,555,812 |
| Stock dividend | 5,500,000 | - | 5,500,000 |
| Final dividend | - | (7,700,000) | (7,700,000) |
| Balance as at June 30,2017 | 16,500,000 | 26,453,585 | 42,953,585 |

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(Zakir Ahmed Zakir) Chief Financial Officer

(AFM. Nazrul Islam) Company Secretary

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(Kazi Inam Ahmed) Director & CEO.

(Lt. Col. Kazi Shahid Ahmed (Retd.) Managing Director

W/Alame Co K.M.Alam & Co.

Chartered Accountants



Statement of Cash Flows For the year ended June 30, 2017

| Particulars | Amount in | Taka |
|---|--------------------------|-------------------------|
| Particulars | 2016-2017 | 2015-2016 |
| A. Cash flows from operating activities: | | |
| Cash receipts from customers | 1,349,923,976 | 1,058,586,188 |
| Cash paid to supplies | (1,356,523,874) | (953,016,813) |
| Cash paid to employees and others | (122,843,429) | (25,728,915) |
| Cash generated from operations | (129,443,327) | 79,840,461 |
| Interest paid | (35,027,363) | (24,470,483) |
| Non operating income received | 247,223 | 66,722 |
| Income taxes paid | (12,287,516) | (7,256,277) |
| Net cash from operating activities | (176,510,983) | 48,180,422 |
| Acquisition of fixed assets C. Cash flows from financing activities: | (2,013,354) | |
| Bank overdraft paid during the period | 267,190,032 | (35,052,291) |
| Dividends paid | (2,117,905) | (1,607,832) |
| Net cash provided/used in financing activities | 265,072,126 | (36,660,123) |
| Net cash provided/used in cash and cash equivalents Cash and cash equivalents at beginning of period | 86,547,789 15,018,496 | 11,520,299 3,498,197 |
| | 101,566,285 | 15,018,496 |

Net operating cash inflow per share

(106.98)

43.80

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(Zakir Ahmed Zakir) Chief Financial Officer

(AFM. Nazrul Islam) Company Secretary

In In Al (Kazi Inam Ahmed)

Director & CEO.

(Lt. Col. Kazi Shahid Ahmed (Retd.) Managing Director

WHA lame co K.M.Alam & Co. **Chartered Accountants**

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Notes to the financial statements For the period ended June 30,2017

1. SIGNIFICANT ACCOUNTING POLICIES AND OTHER MATERIAL INFORMATION:

a. Legal Form of the Enterprise:

Gemini Sea Foods Limited is a Public Limited Company registered under the Companies Act VII,1913, (Replaced 1994). The Company was incorporated in Bangladesh on 16.09.1982. Shares of the Company are listed in the Dhaka Stock Exchange Ltd.

b. Address of Registered Office and Factory:

The Registered Office is located at House # 44, Road # 16 (Old # 27), Dhanmondi, Dhaka – 1209 and the Factory is Located at Village & Post: Jabusha, Police Station: Rupsha, District: Khulna.

c. Nature of Business Activities:

The Company owns and operates a modern Shrimps Processing Plant and exports 100% of its products in the foreign markets.

d. Accounting Convention and Basis:

These Financial Statements have been prepared under the Historical Cost Conventionand Going Concern basis in accordance with applicable International AccountingStandards in Bangladesh which do not vary from the requirements of the Companies Act1994 and the Listing Regulations of the Stock Exchanges, The Securities & ExchangeRules, 1987 and other laws and rules applicable in Bangladesh.

e. Application of Bangladesh Accounting Standards (BAS): The following BASs are applicable for the financial statements for the period under review:

BAS-1 Presentation of financial statements

BAS-2 Inventories

BAS-7 Statement of Cash Flows

BAS-8 Accounting Policies, Changes in Accounting Estimates and Errors

- BAS-10 Events after the Balance Sheet dateBA S-12 Income Taxes
- BAS-16 Property, Plant and Equipments
- BAS-18 Revenue

BAS-21 The Effects of Changes in Foreign Exchange Rates

BAS-23 Borrowing Costs

BAS-24 Related Party Disclosures

BAS-33 Earnings Per Share

BAS-37 Provisions, Contingent Liabilities and Contingent Assets

BAS-39 Financial Instruments: Recognition and Measurement



f. Compliance with local laws:

The Financial Statements have been prepared in compliance with requirements of the Companies Act 1994, The Securities & Exchange Rules, 1987 and other relevant locallaws and rules.

g. Compliance with International Accounting Standard (IAS):

The Financial Statements have been prepared in compliance with requirements of IAS's adopted by the Institute of Chartered Accountants of Bangladesh (ICAB) and applicablein Bangladesh.

h. Property, Plant and Equipment:

Property, plant and Equipments are stated at historical cost less accumulated depreciation in accordance with BAS16 "Property, Plant and Equipment".

i. Depreciation:

Depreciation is charged on all fixed assets except land and land development on reducing balance method. Depreciation has been charged on assets when the assets are available for use.

The rates of depreciation of each class of assets are as follows:

| Land & Land Development | 0% |
|-------------------------|------|
| Plant & Machinery | 10 % |
| Building& Construction | 5 % |
| Electrical Fittings | 10 % |
| Deep Tube Well | 10 % |
| Furniture & Fixture | 5 % |
| Vehicles | 15 % |
| Loose Tools | 10 % |
| Fire Fighting Equipment | 10 % |
| Office Equipment | 15 % |
| Laboratory Instruments | 20 % |

j. Inventories:

Inventories in hand have been valued at lower ofcost and net realizable value in accordance with BAS 2 "Inventories".

k. Taxation:

Income tax expense comprises current and deferred tax. Income tax expense is recognized in the statement of comprehensive income except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

Current tax

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years. Gemini Sea Food Ltd. as a Publicly Traded Company"; hence the



applicable tax rate is 25%. All income of the company comes from export sales and AIT was deducted by the bank on the sale proceed. Income of the company assessed u/s 82 (c) of the ITO 1984. Considering the AIT as final tax liability and as the tax is already paid it is charged in the Income Statement.

Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they are reversed, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity. A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

I. Bills Receivable:

Export bills receivables are stated at the original invoice value.

m. Creditors and Accrued Expenses:

Liabilities are recognized for amounts to be paid in future for goods and services received whether or not billed by the suppliers.

n. Earnings Per Share:

The Company calculates Earnings Per Share (EPS) in accordance with BAS 33 "Earnings Per Share" which has been shown on the face of statement of comprehensive income and the computation of EPS is stated in Note 19.

i. Basic Earnings

This represents earnings for the year attributable to ordinary shareholders. There was nopreference dividend, minority interest, the net profit after tax for the year has been considered as fully attributable to the ordinary shareholders.

ii. Basic Earnings Per Share

This has been calculated by dividing the basic earnings by the weighted average number of ordinary shares outstanding during the period.

o. Statement of Cash Flows:

Statement of Cash Flows has been prepared in accordance with BAS 7 "Statement of Cash Flows" and the cash flow from the operating activities have been presented underdirect method as required by the Securities and Exchange Rules 1987 and considering the provisions of paragraph 19 of BAS 7 which provides that "Enterprises are Encouraged to Report Cash Flow from Operating Activities using the Direct Method".



p. Foreign Exchange:

Foreign currencies are converted into Bangladesh Taka at the rates ruling on the date of transaction and the balance in hand at the close of the business, at the rate prevailing on the Balance Sheet date in accordance with BAS 21 "The Effects of Changes in Foreign Exchange Rates".

q. Revenue Recognition:

Exports are made against confirmed L/C and firm contracts. The sale proceeds are accounted for upon shipments and after satisfying all the conditions for revenue recognition as provided in BAS 18 "Revenue".

Revenue from cash assistance calculated @ 10 % on the quantity exported multiplied by applicable FOB rate.

r. Risk and uncertainties for use of estimates in preparation of financial statements:

Preparation of Financial Statements in conformity with the Bangladesh Accounting Standards requires management to make estimates and assumption that effect thereported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and revenues and expenses during theperiod reported. Actual results could differ from those estimates. Estimates are used foraccounting of certain items such as long term contracts, depreciation and amortization, employees benefit plans, taxes, reserves and contingencies.

s. Comparative information:

Comparative information have been disclosed in respect of the year 2015-16 for allnumerical information of the financial statements and also the narrative and descriptive information when it is relevant for understanding of the current period's financial statements. Last year's figures have been rearranged where considered necessary to conform tocurrent period's presentation.

t. Reporting currency and level of precision:

The figures in the financial statements represent Bangladesh Currency (Taka), which havebeen rounded-off to nearest Taka.

u. Reporting period:

Financial Statements of the Company cover one financial period fromJuly 01,2016to June 30,2017.

v. Others:

The Financial Statements include the following components as per BAS 1 "Presentation of Financial Statements".

i) Statement of Financial Position as at June 30, 2017.

- ii) Statement of Comprehensive Income for the period ended June 30, 2017.
- iii) Statement of Changes in Equity for the period ended June 30, 2017.
- iv) Statement of Cash Flows for the periodended June 30, 2017.
- v) Accounting Policies and explanatory notes.



| | | | Amount in Taka. | | |
|---|--|-------|---------------------------------|-------------------------|--|
| | | Notes | June 30,2017 Ju | ıne 30,2016 | |
| _ | | | | | |
| 2 | Property, plant and equipment | | | | |
| | A. Cost | | | | |
| | Opening balance of cost | | 119,368,142 | 119,368,142 | |
| | Add: Addition during the period | | 2,013,354 | - | |
| | | | 121,381,496 | 119,368,142 | |
| | | | | | |
| | B. Depreciation Opening balance | | 01 715 207 | 79.054.152 | |
| | Add: Addition during the period | | 81,715,387 3,595,986 | 78,954,152 2,761,235 | |
| | Add. Addition during the period | | <u> </u> | 81,715,387 | |
| | | | | | |
| | Written down value (A-B) | | 36,070,123 | 37,652,755 | |
| | (Details have been shown in annexure-A.) | | | | |
| | | | | | |
| 3 | Advance deposit & pre-payments | | | | |
| | Deposit with T & T board against telex | | 131,350 | 131,350 | |
| | Deposit with sadharan bima corp. against CAD | | 10,000 | 10,000 | |
| | Deposit with PDB against new transformer | | 231,000 | 231,000 | |
| | Deposit with BOC Bangladesh ltd. | | 28,000 | 28,000 | |
| | Advance income tax on Interest | | 95,932 | 58,849 | |
| | Advance income tax on Import | | 449,249 | 407,191 | |
| | Advance income tax on vehicles | | 80,000 | 50,000 | |
| | | | 1,025,532 | 916,390 | |
| 5 | Bills Receivable | | | | |
| 5 | <u>A. Export</u> | | | | |
| | Opening balance | | 20,761,896 | _ | |
| | Add: Addition during the period | | , | | |
| | 1. Invoice NO. GSFL/34/2017 | | 17,920,095 | 10,862,274 | |
| | 2. Invoice NO. GSFL/36/2017 | | 6,596,461 | 9,899,622 | |
| | 3. Invoice NO. GSFL/38/2017 | | 17,502,612 | - | |
| | 4. Invoice NO. GSFL/43/2017 | | 15,934,980 | | |
| | Lease Descripted during the gravited | | 78,716,044 | 20,761,896 | |
| | Less: Received during the period | | 20,761,896 57,954,148 | 20,761,896 | |
| | B. Cash incentive | | 57,954,146 | 20,701,890 | |
| | Opening balance | | 68,196,475 | 35,406,895 | |
| | Add: Addition during the period | | 86,571,909 | 60,003,580 | |
| | ······································ | | 154,768,384 | 95,410,475 | |
| | Less: Received during the period | | 118,564,000 | 27,214,000 | |
| | 2 | | 36,204,384 | 68,196,475 | |
| | Total (A+B) | | 94,158,532 | 88,958,371 | |
| 6 | Closing stock | | | | |
| | Stock of finished goods | 6.01 | 329,294,137 | 218,742,877 | |
| | Stock consumable stores | 6.02 | 1,716,920 | 1,303,042 | |
| | | | 331,011,057 | 220,045,919 | |

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| | Notes | Amount | in Taka. |
|---|--------------|--------------|--------------|
| | Notes | June 30,2017 | June 30,2016 |
| | Qty | 1 | |
| 6.01 Stock of finished goods | in Kgs | | |
| Galda | 78,619 | 117,156,770 | 72,683,352 |
| Bagda | 242,292 | 212,137,367 | 146,059,525 |
| - | | 329,294,137 | 218,742,877 |
| | | | |
| 6.02 Stock consumable stores | | | |
| Master cartoons & inner cartoons | | 420,560 | 303,042 |
| Polythin sheet | | 10,240 | 6,875 |
| Carton tape | | 2,480 | 1,200 |
| Chemicals | | 896,350 | 679,016 |
| Printing items | | 6,780 | |
| Oil & lubricants | | 360,240 | 275,294 |
| Uniform | | 1,500 | 1,865 |
| Gumboot | | 7,860 | 10,234 |
| Hand gloves | | 3,500 | 4,210 |
| Rubber shoes | | 1,250 | 1,638 |
| Plastic | | 5,620 | 8,184 |
| Liquid soap | | 540 | 1,230 |
| | | 1,716,920 | 1,303,042 |
| 7 Cash and cash equivalents | | | |
| | | | |
| Bangladesh krishi bank, A/C No. 1301-0210 | 007431 | 78,045,095 | 5,646,664 |
| Prime bank ltd., A/C No. 12711080020847 | | 1,622,245 | 8,380 |
| Dutch-bangla bank ltd., A/C No. 017111000 | 0003270 | 429,065 | 128,326 |
| UCBL, A/C No. 0013301000000264 | | 9,148,197 | 8,859,084 |
| Bangladesh krishi bank, khulna, retention q | uota A/C-002 | 11,789,309 | 189,235 |
| Modhumoti Bank, A/C No. 1101 111000004 | 83 | 4,575 | - |
| Cash in hand | | 527,799 | 186,807 |
| | | 101,566,284 | 15,018,496 |
| 8 Share capital | | | |
| Authorized Capital : | | | |
| | | 20.000.000 | |
| 2,000,000 ordinary share @ Tk. 10 each | | 20,000,000 | 20,000,000 |
| Issued, Subscribed and Paid up Capital : | | | |
| 1,650,000 ordinary share @ Tk 10 each | | 16,500,000 | 11,000,000 |
| · | | | |

a) Composition of shareholders at end of the period:

| | June 30 |),2017 | June 30 | 0,2016 |
|--------------------------|--------------|------------|--------------|------------|
| Name of the shareholders | No of shares | % of Share | No of shares | % of Share |
| Sponsors and Directors | 653,406 | 39.60% | 863,920 | 78.54% |
| Institution | 85,318 | 5.17% | 58,376 | 5.31% |
| General Public | 911,276 | 55.23% | 177,704 | 16.15% |
| | 1,650,000 | 100% | 1,100,000 | 100% |

Accounts



b) Classification of Shareholders by holdings:

| [| June 30 |),2017 | June 30 |),2016 |
|---------------------------------|-----------------------|--------------|--------------------|--------------|
| Hoidings | No. of Shareholder | No. of Share | No. of Shareholder | No. of Share |
| | | | | |
| Less than 500 shares | 2,816 | 290,411 | 1,080 | 76,002 |
| 501 to 5,000 shares | 369 | 441,456 | 128 | 165,596 |
| 5,001 to 10,000 shares | 4 | 27,304 | 1 | 6,452 |
| 10,001 to 20,000 shares | - | - | - | - |
| 20,001 to 30,000 shares | 1 | 21,135 | - | - |
| 30,001 to 40,000 shares | - | - | 2 | 70,546 |
| 40,001 to 50,000 shares | 3 | 141,269 | - | - |
| 50,001 to 100,000 shares | 1 | 56,319 | 2 | 154,080 |
| 100,001 to 1,000,000 shares | 4 | 672,106 | 2 | 627,324 |
| 1,000,001 to 1,000,000,000 shar | - | - | - | - |
| - | 3,198 | 1,650,000 | 1,215 | 1,100,000 |

C) Market price:

These shares are listed in Dhaka stock exchange ltd. On 29.06.2017 each share was quoted at Tk. 581.50 in Dhaka stock exchange ltd.

9 Retained earnings

| Opening Balance | 12,597,773 | (8,535,009) |
|---|-------------|---------------------------------|
| Current period net profit / (loss) | 21,555,812 | 22,782,782 |
| Final dividend | (7,700,000) | (1,650,000) |
| | 26,453,585 | 12,597,773 |
| | | |
| Bank overdraft | | |
| | | |
| 1. Bangladesh krishi bank, khulna branch, khulna | | |
| Cash credit pledge account no. 1301-0135000018 | 122,870,510 | 159,910,489 |
| 2. Bangladesh krishi bank, khulna branch, khulna | | |
| Cash credit hypo account no. 1301-0134003222 | 112,821,993 | 97,716,071 |
| 3. Bangladesh krishi bank, khulna branch, khulna | | |
| Loan against cash incentive A/C No. 1301-1058000100 | - | 12,063,476 |
| 4. Bangladesh krishi bank, khulna branch, khulna | | |
| Loan against cash incentive A/C No. 1301-1058000119 | - | 5,821,074 |
| 5. Modhumoti Bank, Motijheel Branch, Dhaka | | |
| Loan Account no. 1101 67900000024 | 307,008,639 | - |
| | 542,701,142 | 275,511,110 |
| we want to a the latter to a | | |
| Trading liabilities | | |
| M/S. ZM fish | 1,483,554 | 13,476 |
| M/S. Razu fish | 17,126,255 | 21,054,270 |
| M/S. Rana fish | 123,500 | 1,921,017 |
| M/S. Dip & Manik | 8,669,041 | 96,552 |
| M/S. Shibsha enterprise | 3,952,813 | 3,894,942 |
| M/S. Ahsania fish | 13,230,654 | 8,266,016 |
| M/S.Padma fish | - | 105,428 |
| M/S.Hazi fish | 8,299,525 | 1,320,765 |
| M/S. Jamila fish | 788,995 | 866,552 |
| M/ 5. Jahlia hsh | | |
| Verious vendor | 359,398 | 11,338,223 |
| | | 11,338,223 48,877,241 |

Accounts

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| 17 | Liphilition for expenses | Nata | Amount | in Taka. |
|--------------|--|----------|--|-------------------------------------|
| 13 | Liabilities for expenses | Notes | June 30,2017 | June 30,2016 |
| | Electric bill | | 1,738,764 | 1,678,036 |
| | Audit fees | | 130,000 | 120,000 |
| | Salary and wages | | 1,636,571 | 1,535,186 |
| | Telephone bill | | 733 | 3,343 |
| | VAT payable for rent | | - | 24,300 |
| | Interest payable | | <u> </u> | - |
| | | | 3,506,068 | 3,360,865 |
| 14 | Liabilities for dividend (Unclaimed & unpaid d | ividend) | | |
| | Opening balance | | 586,835 | 544,667 |
| | Add: Addition during the period | | 2,200,000 | 1,650,000 |
| | | | 2,786,835 | 2,194,667 |
| | Less: Dividend paid during the period | | 1,866,539 | 1,426,888 |
| | Less: Tax on dividend distribution | | 251,366 | 180,944 |
| | | | 668,930 | 586,835 |
| 15 | Provision for WPPF | | | |
| | Opening balance | | 3,157,648 | 1,451,950 |
| | During the period | | 1,688,900 | 1,517,740 |
| | Add: Interest | | - - | 187,958 |
| | | | 4,846,548 | 3,157,648 |
| | Revenue | | | |
| | Total shrimp's export during the period | | 1,268,552,228 | 1,052,134,084 |
| \mathbf{O} | Add: Cash incentive | | 86,571,909 | 60,003,580 |
| UU | | | 1,355,124,137 | 1,112,137,664 |
| UU_ | | | | |
| 17 | 5 | | 220.045.010 | 204.025.000 |
| | Opening stock | 17.1 | 220,045,919 | 294,035,089 |
| | Add : Cost of production | 17.2 | 1,364,307,995 | 953,949,075 |
| | Less : Closing stock | c | 1,584,353,914 | 1,247,984,164 |
| | Cost of goods gold | 6 | <u>331,011,057</u> 1,253,342,857 | 220,045,919 1,027,938,245 |
| | | | | |
| 17. | 1 Opening stock : | | | |
| | Opening stock of finished goods | | 218,742,877 | 292,163,900 |
| | Opening stock of consumable stores | | 1,303,042 | 1,871,189 |
| | | | 220,045,919 | 294,035,089 |
| 17. | 2 Cost of production : | | | |
| | Raw materials | | 1,316,685,443 | 916,348,871 |
| | Wages & labour charges | | 16,848,371 | 12,043,500 |
| | Loading & unloading | | 920,565 | 293,610 |
| | Electricity bill | | 17,613,536 | 12,507,031 |
| | Diesel and lubricants | | 314,091 | 663,400 |
| | Consumable stores | | 9,298,362 | 10,125,400 |
| | Depreciation on plant and machinery | | 2,627,627 | 1,967,264 |
| | | | 1,364,307,995 | 953,949,075 |

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| | | Nataa | Amount | in Taka. |
|------|--|----------|------------------------|----------------------|
| 18 | Administrative & selling expenses | Notes | June 30,2017 | June 30,2016 |
| 10 | Salary | | 6,589,191 | 6,430,223 |
| | Director remuneration | | 5,760,000 | 5,670,000 |
| | Sea freight | | 15,241,074 | 13,087,744 |
| | Office rent | | 414,000 | 294,300 |
| | Printing & stationery | | 172,378 | 36,510 |
| | Entertainment | | 59,255 | 24,160 |
| | Travelling & conveyance | | 268,744 | 281,460 |
| | Car expenses | | 60,322 | 62,200 |
| | Postage & telegram | | 43,202 | 21,630 |
| | Telephone & fax Renewal fees | | 21,836 | 18,111 |
| | Audit fee | | 456,750 130,000 | 337,240 120,000 |
| | Repair & maintenance | | 16,336 | 35,100 |
| | Papers & periodicals | | 9,671 | 5,468 |
| | Insurance premium | | 352,740 | 207,500 |
| | Medical expenses | | 43,815 | 42,600 |
| | Electricity bill | | 439,092 | 153,302 |
| | Bank charges | | 121,094 | 96,120 |
| | Miscellaneous expenses | | 359,592 | 16,500 |
| | Advertisement | | 6,790 | 1,020 |
| | Depreciation | | 968,358 | 793,971 |
| | Interest charge on WPPF | | - | 187,958 |
| | | | 31,534,240 | 27,923,116 |
| 19 | Financial expenses | | | |
| | | | | |
| | 01. Cash credit pledge A/C No. 1301-01350000 | | 11,699,127 | 14,583,891 |
| | 02. Cash credit hypo A/C No. 1301-013400322 | 2 | 8,036,118 | 7,272,884 |
| | 03. Interest on Ioan A/C. L01100200008 | 00048 | - | 2,936 |
| | 04. Loan against incentive A/C No. 1301-10580 05. Loan against incentive A/C No. 1301-10580 | | _ | 455,428 163,794 |
| | 06. Loan against incentive A/C No. 1301-1058 | | 93,784 | 595,574 |
| | 07. Loan against incentive A/C No. 1301-10580 | | 194,356 | 1,395,976 |
| | 08. Loan A/C No. 1101 67900000014 | | 10,650,666 | - |
| | 09. Loan A/C No. 1101 67900000024 | | 7,008,064 | - |
| | Reimbursement of Interest Expense | | (2,654,752) | |
| | | | 35,027,363 | 24,470,483 |
| 20 | Other income | | | |
| | Interest received from -(UCBL) STD A/C- 13301 | 00000264 | 247,223 | 66,722 |
| | | 00000204 | 247,223 | <u> </u> |
| | _ | | | |
| 21 | Income tax expenses | | | |
| | Current tax expenses | 21.1 | 12,178,375 | 7,715,008 |
| | Deferred tax expenses | 21.2 | 43,814 | (142,988) |
| | | | 12,222,189 | 7,572,020 |
| 21.1 | Current tax expenses | | | |
| | AIT doducted against export | | 0 6 7 1 4 4 7 | 6 100 226 |
| | AIT deducted against export AIT deducted against cash incentive | | 8,621,443 3,556,932 | 6,188,236 816,420 |
| | Provision for additional income u/s 82 (c) | | 5,550,932 | 693,672 |
| | Provision on non-operating income | | | 16,680 |
| | reason of non-operating meane | | 12,178,375 | 7,715,008 |
| | | | ,.,0,5/5 | ,,, 15,000 |

Accounts



| | Notes | Amount | in Taka. |
|---|-----------------|--------------|--------------|
| 21.2 Deferred tax expenses | Notes | June 30,2017 | June 30,2016 |
| | | 6 600 000 | 6 7 42 020 |
| Opening deferred tax liabilities | A | 6,600,932 | 6,743,920 |
| Closing deferred tax liabilities | Annex-B | 6,644,746 | 6,600,932 |
| | | 43,814 | (142,988) |
| 22 Earning per share (EPS) | | | |
| The computation of EPS is given below: | | | |
| Earning attributable to the shareholders (net pro | ofit after tax) | 21,555,812 | 22,782,782 |
| Number of shares outstanding during the period | k | 1,650,000 | 1,100,000 |
| Earning per share (EPS) | | 13.06 | 20.71 |
| Diluted Earning per share (EPS) | | - | 13.81 |
| | | | |
| 23 Net asset value (NAV) per share | | | |
| The computation of NAV is given below: | | | |
| Net assets | | 42,953,585 | 23,597,773 |
| Number of shares outstanding during the period | ł | 1,650,000 | 1,100,000 |
| Net asset value (NAV) per share. | | 26.03 | 21.45 |

24 Subsequent events-discloser under BAS 10 "Events after the reporting period"

"Subsequent to the statement of financial position date, the board of directors in their meeting held on

Except to the fact stated above, there is no other events occurred after the reporting period which would

affect the ability to the users of the financial statements to make proper evaluations and decisions.

25 Disclosure as per requirement of Schedule XI, part II of the Company Act.1994

A. Disclosure as per requirement of Schedule XI, part II, note 5 of para 3

Employee position for Gemini Sea food Ltd. (As at 30th June 2017)

| Salary - Monthly | <u>Factory</u> | Head Office | <u>Worker</u> | <u>Total</u> |
|--|----------------|-------------|------------------------|-------------------|
| Below 3000/= Above 3000/= Total | 6 | 4 | - 198 198 | 208 208 |

B.Disclosure as per requirement of Schedule XI, part II, para 4

| Name of Director | Position | Remuneration | Festival bonus |
|------------------------------------|----------------------|--------------|-------------------|
| Mrs. Ameenah Ahmed | Chairperson | Nil | Nil |
| Lt. Col. Kazi Shahid Ahmed (Retd.) | Managing Director | 5,400,000 | Nil |
| Mr. Kazi Nabil Ahmed, MP | Director | Nil | Nil |
| Mr. Kazi Inam Ahmed | Director | Nil | Nil |
| Barrister Kazi Rehan Nabi | Independent Director | 180,000 | Nil |
| Mr. Khandaker Habibuzzaman | Independent Director | 180,000 | Nil |
| | | 5,760,000 | - |

Remuneration paid to the Director from July 01, 2016 to June 30, 2017 Directors except Lt.Col. Kazi Shahid Ahmed (Retd.), Barrister Kazi Rehan Nabi and Khandaker Habibuzzaman didn't take any other benefit from the company

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C. Disclosure as per requirement of Schedule XI, part II, para 7 Details of Production capacity utilization

| Particulars | Capacity Utilization | Production Capacity | Capacity Utilization |
|----------------------------|----------------------|------------------------|-------------------------|
| Annual production Capacity | % | Yearly (Kgs) | Yearly (Kgs) |
| Shrimps | 73% | 1,860,205 | 1,365,344 |

26 Contingent Liabilities

No credit facilities of general nature (other than trade credit in ordinary course of business) under any contract were obtained or made available to the company.

27 Attendance status of board meeting of director

During the period ended June 30, 2017, there were 14 (Fourteen) board meeting were held.

| SI.No. | Name of Director | Position | Meeting Held | Attended |
|--------|------------------------------------|----------------------|---------------------|----------|
| 1 | Mrs. Ameenah Ahmed | Chairperson | 14 | 14 |
| 2 | Lt. Col. Kazi Shahid Ahmed (Retd.) | Managing Director | 14 | 14 |
| 3 | Mr. Kazi Nabil Ahmed,MP | Director | 14 | 14 |
| 4 | Mr. Kazi Inam Ahmed | Director | 14 | 14 |
| 5 | Barrister Kazi Rehan Nabi | Independent Director | 14 | 9 |
| 6 | Mr. Khandaker Habibuzzaman | Independent Director | 14 | 5 |

For the board meeting, attendence fees were not paid to the director of the company.





4 & 11: Inter company Receivable & Payable (Related party transactions)

course of business that fall within the definition of related parties as per Bangladesh Accounting Standard - 24 "Related Party Disclosures". The terms of related party transactions are not significantly different from those that could have been obtained from The Company has entered into transactions with Group Companies having common shareholding by some of the sponsors in normal third parties. The significant related party transactions are as follows:

| Name of related party | Relationship | Nature of transaction | Opening balance as at 1 July 2016 | Amount paid during the year | Amount received during the year | Outstanding value as at 30 June 2017 |
|----------------------------|----------------|--------------------------|---|-----------------------------------|--|--|
| Castle Construction Co Ltd | Sister concern | CD,CC A/C | 1 | 139,984,000 | 132,170,000 | 7,814,000 |
| Pathar Ltd | Sister concern | CD,CC A/C | 1 | 143,714,000 | 9,700,000 | 134,014,000 |
| Gem Jute Ltd | Sister concern | CD,CC A/C | - | 71,352,000 | 5,000,000 | 66,352,000 |
| Gemcon Ltd | Sister concern | CD,CC A/C | - | - | 70,000,000 | (70,000,000) |
| Charka SPC Poles Ltd | Sister concern | CD,CC A/C | 1 | 54,242,752 | 100,000,000 | (45,757,248) |



Schedule of Property, plant and Equipment As on June 30, 2017 Annexure-A

| No.Particulars1Land & Land Developmen2Plant & Machinery3Building & Construction4Electrical Fittings5Deep Tube Well6Furniture & Fixture7Vehicle8Loose Tools9Fire Fighting Equipment | rrs /elopmen ry | July 01, 2016 | A -1 -1:4: | | | | | | |
|--|---------------------------|---------------|------------------------|----------------|------|--------------------|------------------------|--------------|------------|
| | /elopmen ry | | Addition during the | June 30,2017 | Rate | Rate July 01, 2016 | Addition during the | June 30,2017 | value(WDV) |
| | /elopmen ry ruction | | | | | | | | |
| | ry ruction | 2,174,654 | 1 | 2,174,654 | %0 | ı | ı | 1 | 2,174,654 |
| | ruction | 81,357,552 | 2,013,354 | 83,370,906 | 10% | 57,094,635 | 2,627,627 | 59,722,262 | 23,648,644 |
| | ימכנוסוו | 17,127,860 | 1 | 17,127,860 | 5% | 10,662,805 | 323,253 | 10,986,058 | 6,141,802 |
| | 5 | 825,710 | ı | 825,710 | 10% | 520,165 | 30,555 | 550,719 | 274,991 |
| | | 1,629,893 | ı | 1,629,893 | 10% | 1,443,122 | 18,677 | 1,461,799 | 168,094 |
| | Ire | 812,958 | ı | 812,958 | 5% | 388,780 | 21,209 | 406,989 | 402,969 |
| | | 12,734,630 | 1 | 12,734,630 15% | 15% | 9,464,139 | 490,574 | 9,954,713 | 2,779,917 |
| | | 425,362 | 1 | 425,362 | 10% | 409,362 | 1,600 | 410,962 | 14,400 |
| | uipment | 10,250 | ı | 10,250 | 10% | 9,888 | 36 | 9,924 | 326 |
| 10 Office Equipment | lt I | 1,842,925 | ı | 1,842,925 | 15% | 1,304,923 | 80,700 | 1,385,624 | 457,301 |
| 11 Laboratory Instruments | uments | 426,348 | ı | 426,348 | 20% | 417,567 | 1,756 | 419,323 | 7,025 |
| Total Taka | | 119,368,142 | 2,013,354 | 121,381,496 | | 81,715,388 | 3,595,986 | 85,311,373 | 36,070,123 |

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Charged to :

Cost of good sold Administrative & Selling Expenses

968,358 **3,595,986**

2,627,627

GEMINI SEA FOOD LIMITED



Annexure-B

| Deferred tax expenses/(income)-2017 | | | | |
|--|--------------------|-------------|-------------------------|----------------------|
| | | | Tax Rate | 25% |
| Particulars | Carrying Amount | Tax Base | Temporary Difference | DTL (+) / DTA (-) |
| NON-CURRENT AND CURRENT ASSETS | | | | |
| Property, Plant and Equipment | 36,070,123 | 9,491,140 | 26,578,983 | 6,644,746 |
| Advance deposit & Pre-Payments | 93,448,283 | 93,448,283 | - | - |
| Advance Income Tax deducted at source | 12,178,375 | 12,178,375 | - | - |
| Bills Receivable | 94,158,532 | 94,158,532 | - | - |
| Closing Stock | 331,011,057 | 331,011,057 | - | - |
| Cash and Cash Equivalents | 101,566,284 | 101,566,284 | - | - |
| EQUITY | | | | |
| Share Capital | 16,500,000 | 16,500,000 | - | - |
| NON-CURRENT AND CURRENT LIABILITIES | | | | |
| Bank Overdraft | 542,701,142 | 542,701,142 | - | - |
| Trading Liabilities | 54,033,735 | 54,033,735 | - | - |
| Liabilities for Expenses | 3,506,068 | 3,506,068 | - | - |
| Liabilities for Dividend (Unclaimed & Unpaid Dividend) | 668,930 | 668,930 | - | - |
| Deferred tax liability | | | | 6,644,746 |
| | | | | 0,014,140 |



GEMINI SEA FOOD LIMITED HOUSE # 44, ROAD # 27 (Old) 16 (New) DHANMONDI, DHAKA1209

PROXY FORM

| I/Weof |
|--|
| being shareholder (s) of GEMINI SEA FOOD LIMITED do |
| here by appoint Mr./Mrs./Msof |
| as my / our Proxy to attend and Vote for me / us and on my / our behalf at the 35 th ANNUAL GENERAL |
| MEETING of the company to be held at at 11.15 am. at 533 & 534, Beribadh, ULAB Playground, |
| Ramchandrapur, Mohammadpur, Dhaka-1207, on 18 December, 2017 and / or at any adjournment there of. As |
| witness my / our hand this day of day of |

Affix Revenue Stamp

Signature of Proxy Folio / BO ID. Signature of Shareholder Folio / BO ID.

1. A member entitled to attend and vote at the meeting may appoint his / her Proxy to attend and vote on his/her behalf.

2.. Forms of Proxy, duly stamped and signed must be deposited at the Company's Registered Office at House # 44, Road # 27 (old), 16 (New), Dhanmondi, Dhaka-1209 not later than 48 hours before the time appointed for the meeting. In default, forms of Proxy will not be treated as valid.



GEMINI SEA FOOD LIMITED HOUSE # 44, ROAD # 27 (Old) 16 (New) DHANMONDI, DHAKA-1209

ATTENDANCE SLIP

I hereby record my attendance at the 35 ANNUAL GENERAL MEETING being held on 18 December, 2017 at 11.15 am. at 533 & 534 ULAB Playground, Beribadh, Ramchandrapur, Mohammadpur, Dhaka-1207

Name of Shareholder / Proxy

Folio / BO ID

Signature

NoTE : Please complete this attendance slip and produce at the entrance of the venue.

Members of Board of Directors & Others in the Dias



Shareholders and others of the Company





Registered & Corporate Office: House no. 44, Road no. 16 (new), 27 (old), Dhanmondi, Dhaka-1209, Bangladesh. Phone: +88-02-9138246-52, Fax : +88-02-9113756 E-mail: nazrul@gemcongroup.com gemini@gemcongroup.com Web-site: www.geminiseafood.com