### ANNUAL REPORT 2013-14

32nd Annual General Meeting





### OUR MARKETS



## ANNUAL REPORT 2013-14



GEMINI SEA FOOD LIMITED

# Mission Mission

### Vision:

Defining Standards in Innovation and Service.

### **Mission:**

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

- Quality products & Services to our customers.
- A satusftung 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 bonest 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

### **CORPORATE DIRECTORY**

### **BOARD OF DIRECTORS**

Mrs. Ameenah Ahmed

Lt. Col. Kazi Shahid Ahmed (Retd.)

Mr. Kazi Nabil Ahmed Dr. Kazi Anis Ahmed Mr. Kazi Inam Ahmed

Mr. Javed Hosein

Barrister Kazi Rehan Nabi

### MANAGEMENT

Lt. Col. Kazi Shahid Ahmed(Retd.)

Mr. Kazi Inam Ahmed Mr. Kazi Nabil Ahmed Mr.M.Mustaque Amin

### **AUDIT COMMITTEE**

Mr. Javed Hosein Mr. Kazi Nabil Ahmed Dr. Kazi Anis Ahmed

### **COMPANY SECRETARY**

Mr. AFM. Nazrul Islam

### **AUDITORS**

Rahman Mostafa Alam & Co. Chartered Accountants Paramount Heights (7th floor D2) 65/2/1, Box Culvert Road, Purana Paltan, Dhaka-1000.

### **BANKERS**

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

### **REGISTERED & CORPORTATE OFFICE**

House # 44, Road # 27 (Old) 16 (New), Dhanmondi,

Dhaka-1209, Bangladesh. Phone: +88-02-9138246-52 Fax: +88-02-8152061

E-mail:gemini@gemcongroup.com nazrul@gemcongroup.com Web:www.geminiseafood.com

### Chairperson

Managing Director

Director Director

Independent Director Independent Director

### Managing Director

Director Director

Chief Operating Officer

Chairman Member Member

### **FACTORY & OFFICE**

Village & P.O.: Jabusha

P.S.: Rupsha

District: Khulna, Bangladesh. Phone: +88-041-800151 Fax: +88-041-800361

E-mail: mustaque.amin@gemcongroup.com

## Company Profile

### **COMPANY PROFILE**

01. Name of the Company: GEMINI SEA FOOD LIMITED

02. Business of the Company: Processor, packer and exporter of quality frozen raw

shrimp, cooked shrimp and white fish.

03. Date of Incorporation: 16.09.1982

04. Date of Operation: 03.08.1984

05. Brand Name: "MEENA" & "GEMINI"

06. Products: a. Headless Shell-on (HLSO)

b. Peeled and Undeveined (PUD)c. Peeled and Deveined (P & D)d. Headon Shellon Semi IQF

e. Skewer Semi IQF

f. Peeled Deveined Tailon IQF

g. Butterfly IQF h. Ezypeel IQF

i. Cooked and Blanched IQF

07. Sources of Raw Materials : 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 equiped 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)

d. Generators: Cummins (USA)

09. Quality Control: The Company possesses a very well set and equipped

laboratory with highly professionals capable of carrying out all essential tests and checks requied 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 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 Nov, 2003.

10. Production Capacity (Daily): a.Block: 15 Tons

b.IQF: 10 Tons

By FIQC, Since 1998 11. **HACCP** Certified:

12. EU Approval No.: KLN-14

13. US FDA Code: BK-14

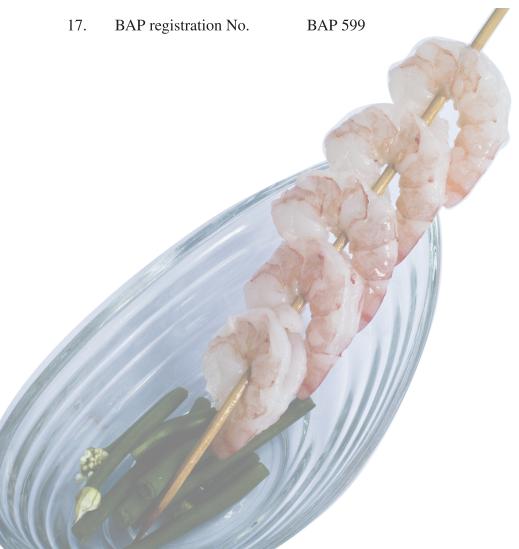
US Public Health Security & Bio-terrorism Reg. No.: 14.

12525970880

15. BRC Global Standard-Food

GBO 8/74364 Certificate No.

16. IFS Certificate No. DE 08/61818917





A Leading Seafood Processor and Exporter in the country

**HACCP, BRC, IFS & BAP Certified** 



### Finest Quality Shrimp & Fish



EU APPROVAL NO.: KLN-14, US FDA CODE NO.: BK-14, US FDA REG.NO.: 12525970880

### **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 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.



Testing laboratory closely and 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 industry.

### **Letter of Transmittal**

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

Sub: Submission of Annual Report for the year ended September 30, 2014.

Dear Sir(s),

I am pleased to submit a copy of the Annual Report together with the Audited Accounts including Balance Sheet as at September 30, 2014 and Income Statement for the year ended September 30, 2014 along with notes thereon for your kind notification and record.

Yours sincerely,

(AFM. Nazrul Islam) Company Secretary

### NOTICE OF THE 32<sup>ND</sup> ANNUAL GENERAL MEETING

1<sup>st</sup> December, 2014

Notice is hereby given that the 32<sup>nd</sup> ANNAUL GENERAL MEETING of the shareholders of Gemini Sea Food Limited will be held on Monday, the 22 December, 2014 at 11.30 a.m at Celebrity Convention Centre, 3B, Satmasjid Road, Dhanmondi, Dhaka to transact the following businesses:

- Agenda-1 To receive, consider and adopt the Accounts for the year ended 30<sup>th</sup> September, 2014 together with the Reports of the Directors and the Auditors' Reports thereon;
- Agenda-2 To declare dividend for the year ended 30th September, 2014;
- Agenda-3 To elect Directors in terms of rotation in the relevant provision of Articles of Association;
- Agenda-4 To appoint Auditors and to fix their remuneration;

### **Special Business**

Agenda-5 To amend the Articles of Association of the Company as under:

Resolved that

- a. the Clause no. 106 of the Articles of Association of the Company be and is hereby incorporated for passing the decision as Special Resolution in the General Meeting of the Shareholders of the Company. And the matter to be incorporated in the Articles of Association of the Company narrated as under\_
  - "List of existing Board of Directors\_
  - 1. Lt. Col. Kazi Shahid Ahmed (Retd.)
  - 2. Mrs. Ameenah Ahmed
  - 3. Mr. Kazi Nabil Ahmed
  - 4. Dr. Kazi Anis Ahmed
  - 5. Mr. Kazi Inam Ahmed AND

(Two nos. Independent Directors as per relevant Order & Notifications of the Regulators)".

Agenda-6. To transact any other business with permission of the Chair.

By the order of the Board,

(AFM. Nazrul Islam)

Company Secretary

Notes:

- i. The Shareholders whose names appear in the Share register of the Company and/or Deposi tory Register of CDBL as on record date i.e. 8 December, 2014 would be entitled to attend at the 32nd AGM & others;
- ii. The Proxy form must be affixed with requisite revenue stamp and deposited at the Registered Office of the Company not less than 48 hours before the time fixed for the meeting;
- iii. Admittance to the meeting venue will be strictly on production of the attendance slip attach with the Annual Report;
- iv. The Annual Report can be availed in the Company's website at www.geminiseafood.com **অবগতির জন্যঃ** বাংলাদেশ সিকিউরিটিজ এ্যান্ড এক্সচেঞ্জ কমিশনের নোটিফিকেশন নং SEC/SRMI/2000-953/1950 dated 24 October, 2000 অনুযায়ী আসন্ন বার্ষিক সাধারণ সভায় কোন প্রকার উপহার/উপহার কুপন/যাতায়াত ভাতা প্রদানের ব্যবস্থা থাকবে না।

### **GEMINI SEA FOOD LIMITED**

Reports of the Board of Directors For the year ended 30<sup>th</sup> September, 2014

### 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 30<sup>th</sup> September, 2014.

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

### (1) Industry Summary:

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. Currently, Bangladesh produces about 4% of the global production of shrimp, and the shrimp sector is the second largest export industry after RMG sector. There are 162 fish processing plants in the country, out of which 78 are approved by the Bangladesh government and 74 are approved by the European Union (EU).

### (2) Business overview:

Overall shrimp exports from Bangladesh increased last year. Country's export earnings from shrimp stood at \$550.16 million in the fiscal year 2013-14 showing 20.93% growth compared to that of 2012-13 fiscal's \$454.93 million. This year export earnings from shrimp exceeded country's export target by 15.17%.

At the beginning of the Black Tiger Shrimp season this year the price of raw material was relatively low, but there was not so much demand from EU. Price of raw material started to increase from end of June 2014, export to EU also started rise and increased by 3.5% year-on-year between July-September.

Political Situation before 10th parliament election hindered our national export but later improved after situation had become stable.

Year 2012-13 was one of the most disappointing years for us. Earnings from shrimp export to USA witnessed a drastic fall in the previous year. We missed our target in that year because of poor demand and sluggish global economy and scarcity of raw materials.

This year export situation has improved and national seafood export exceeded last year's export value. During the first quarter of 2014, farmed shrimp production world wide remained below the expected level. However, imports increased into the EU market. With overall low production, raw material price was high at the beginning 2014. High prices have also caused lower import demands in some European markets. Import price for shrimp in Japan was high in 2013 compared with 2012 but in 2014 the market has been characterized by falling demand for farmed shrimp. Lower demand in the mid of 2014, drove prices down in USA. China, Vietnam

and Thailand, production was far below compared to last year's production. Early Mortality Syndrome (EMS) was a major concern in these areas. Vietnam faced the antibiotic residue and early harvesting alert during the first quarter of 2014. In India, overall supplies have also been lower than earlier forecasted. In Asia, imports into China are likely to increase for domestic consumption, while Vietnam and Thailand will continue to import for export processing.

Because of Early Mortality Syndrome (EMS) which caused heavy mortality in shrimp spread out in some countries price trend of shrimp in international market was upward. Bangladesh and a few other countries are not affected by this disease. Supply shortage caused by EMS, has put us in advantageous position for shrimp export, but scarcity of raw materials with very high price are still major obstacles to meet the export demand.

Investors will be glad to know that we have got Shrimp & Fish export approval from Russia and we have already started export to this new destination. Export to Russia has opened new door of opportunity for us. Now we are working on more geographical expansion and product diversification.

Improving global economic situation has created a hope for the industry this year, however shortage and high price of raw materials in local market are still a huge challenge for us.

Last but not the least, high bank interest is also hurting the industry and is a major impediment to take our products to price sensitive markets.

### (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 has 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. But we are not free from such type of risk.

The shrimp production of our country is 250 kg to 300 kg per hectare. But in Vietnam the production is 1,000 to 2,000 kg per hectare while in Thailand it is 1,200 to 1,500 kg per hectare. Vennami shrimp produced in these countries are more affordable than those are produced in Bangladesh.

The Department of Fisheries (DoF) has taken different initiatives to increase the production of shrimp in Khulna area and they have been successful in raising the same from 350 to 400 kg per hectare from 250 kg per hectare last year.

### (5) Possible Growth and Future Developments:

Demand for non-conventional products in some regions are getting higher and customers are willing to pay premium value for it. We are aggressively working on introducing these products and to step into new market along with our existing market.

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

Entering into new demographic region Russia will help us to boost up revenue. By exporting to newer markets that enabling us to reduce dependability on two major markets EU and USA.

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

### (6) Analysis of Cost of Goods Sold, Gross Profit Margin and Net Profit Margin: a. Cost of Goods Sold:

This is year's cost of goods sold was Tk. 88.00 crore as compared to last year's cost of goods sold of Tk. 70.72 crore. The increase is proportionate to increase in sales which mean we are able to maintain the higher level of GP% of last year. During the year 10,23,265 kg of shrimps have been produced as against last year's production of 9,09,390 kg. 80% production capacity has been utilized during this year.

### b. Gross Profit:

The company has achieved an export turn-over of Tk. 95.45 crore during the year ended 30th September 2014. Last year's turn-over was Tk. 76.70 crore. The increase in turnover is 24.46%. Gross profit TK. 7.46 crore has been earned during the year as against last year's gross profit of Tk. 5.98 crore.

### c. Net Profit:

Net profit (after tax) earned during the year was 15.33 lacs as compared to last year's net loss (after tax) of Tk. 1.69 crore. The situation has improved mainly due to increase sales. We are able to sale higher quantity 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:

There was no related party transaction with the Associated Companies during the year which has been detailed in the note no. 23.

### (9) Utilization of proceeds from public issues and/ or rights issues:

There was no right 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 in the note no. 26.
- (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:

The financial performance has comparatively been improved during this year mainly due to higher sales. B angladesh Krishi Bank unilaterally increased the rate of interest last years. The said rate of interest has been decreased during this year by the Bangladesh Krishi Bank.

### (20) Key Operational and Financial Data at least preceding 5 (five) years:

### **Operational Data:**

Particulars	30-09- 2014	30-09-2013	30-09-2012	30-09- 2011	30-09-2010	30-09- 2009
Turn Over	95,45,40,568	76,69,71,162	121,62,93,005	1,07,78,83,336	51,66,32,861	1,14,88,76,594
GrossProfit	7,45,60,271	5,97,91,919	8,34,37,700	7,39,42,596	3,54,37,756	7,85,83,160
Profit before Tax	1,13,59,845	(18,73,339)	1,97,82,500	1,61,05,472	70,85,405	1,12,45,833
Net Profit After Tax	15,32,775	(1,69,26,596)	1,19,71,259	1,04,24,022	40,64,419	28,12,597
Earnings Per Share (EPS)	1.39	(15.39)	10.88	94.76	36.95	25.57
Dividend per share	0.75	-	1.50	15.00	12.00	15.00

### **Financial Data:**

Particulars	30-09- 2014	30-09- 2013	30-09- 2012	30-09- 2011	30-09- 2010	30-09-2009
Total Assets	21,50,51,908	29,50,07,307	21,84,78,038	2,574,71,321	2,348,85,565	2,793,64,641
Property, Plant and Equipment Gross	11,58,82,452	11,37,61,072	11,33,16,272	10,73,26,733	9,58,46,566	9,31,26,675
Gross Working Capital	17,42,74,544	25,22,87,187	1,7,03,64,643	20,01,11,062	1,752,73,102	21,56,93,897
Net Working Capital	(3,79,19,561)	(4,89,91,691)	(3,61,78,180)	(4,54,25,044)	(4,76,77,248)	(5,17,35,529)
Working Capital Loan	15,97,25,755	30,01,51,519	20,43,34,244	24,28,68,321	20,97,10,722	24,14,23,455
Share Capital	1,10,00,000	1,10,00,000	1,10,00,000	1,10,00,000	1,10,00,000	1,10,00,000
Reserve and Surplus	-	9,35,215	9,35,215	9,35,215	9,35,215	9,35,215
Share Holders Equity	(47,38,797)	(62,71,571)	1,06,55,025	3,33,766	(84,40,256)	(1,11,84,674)

### (21) Dividend:

In consideration with the investment of honorable Shareholders, the Board of Directors has recommended cash Dividend of TK.8, 25,000/- at the rate of Tk. 0.75 per share of Tk. 10.00 for the year of 2013-14 i.e. 7.5% on paid up Capital of the Company .

### (22) Board meetings:

The number of Board Meeting and the attendance of Directors during the year of 2013-2014 have been enumerated in the note no. 24(B).

### (23) Pattern of Share Holdings:

Name-wise details

Nos. of Shares

- a) Par ent/subsidiary/Associated Companies and other related Parties
- Nil
- b) Directors, Chief Executive Office, Chief Financial Officer, Company Secretary, Head of Internal Audit are as follows:

Names	Status	Shareholdings as on 30.09.14
Mrs. Ameenah Ahmed	Chairperson	2,38,630
Lt. Col. Kazi Shahid Ahmed (Retd.)	Managing Director	3,88,220
Mr. Kazi Nabil Ahmed	Director	33,000
Dr. Kazi Anis Ahmed	Director	78,800
Mr. Kazi Inam Ahmed	Director & CEO	75,280
Mr. Javed Hosein	Independent Director	Nil
Barrister Kazi Rehan Nabi	Independent Director	Nil
Mr. Zakir Ahmed Zakir	Chief Finance Officer	Nil
Mr. AFM. Nazrul Islam	Company Secretary	Nil

c) Senior Corporate Executives:

Nil

d) Shareholder holding ten percent (10%) of more voting interest in the Company are as follows:

Sl. n	io.	Names	Status	Nos. of Shares
i		Mrs. Ameenah Ahmed	Chairperson	2,38,630
ii		Lt. Col. Kazi Shahid Ahmed (Retd.)	Managing Director	3,88,220

### (24) Appointment/re-appointment of Directors the Company:

Recommendations for re-election of Directors:

As per Articles-119 of the Articles of Association of the Company and according to the term of rotation, Dr. Anis Ahmed and Mr. Kazi Inam Ahmed retire by rotation as Directors at the upcoming Annual General Meeting and both being eligible offer themselves for reappointment. The Board recommends their re-appointment. The details work profiles of Dr. Kazi Anis Ahmed & Mr. Kazi Inam Ahmed are given bellow:

### Dr. Kazi Anis Ahmed

Dr. Kazi Anis Ahmed obtained PhD degree in Creative Literature from New York University, USA and completed MFA in Creative Writing from Washington University;

After studies, he involved in different businesses, spreading Education, writing & Social Activities;

He is the pioneer in establishing the American-styled Liberal Arts Curriculum in Bangladesh as the significant role in expansion of quality education in Bangladesh;

Dr. Kazi Anis Ahmed, as the General Secretary of the Trustee Board of Kazi Shahid Foundation (KSF) engages himself in socio-economic & sustainable development in the northern part of the county;

He is the editorial Director of the Daily Ajker Kagoj;

Dr. Kazi Anis Ahmed has engaged himself in the following prestigious business Institution as Director:

Gemini Sea Food Ltd, Kazi & Kazi Tea Estate Ltd., Gemcon Food & Agricultural Products Ltd (Meena Bazar), Gemcon City Ltd., Gem Jute Ltd., Charka Steel Ltd., Meena Sweets & Confectionaries Ltd., Bengal Herbal Garden Ltd., Karotaya Tea Estate Ltd. Rawshanpur Tea Frontiers Ltd., Ajker Kagoj Ltd., Khabarer Kagoj Prokashana Ltd., Gemcon Tea Estate Ltd. and Gemcon Sea Food Ltd.;

Dr. Kazi Anis Ahmed is freelance writer who has already been acclaimed by the leading Educationists & Writers of the Country. He contributes to International Journal such as Daily Beast, Wall Street Journal and World Literature Today. Forty Steps (চলিশ কদম) written by him which has been praised by the prominent Readers and Critics in and outside of the country. Dr. Ahmed has published a book of anthology "Good Night Mr. Kissinger" was released in Bangladesh by UPL in November, 2012 and in the USA, in March, 2014 by the Unnamed Press. His first Novel "The World in My Hands" was published in December, 2013 by the Vintage/Random House India;

Dr. Anis is now acting upon as Managing Director of 2A-Media Ltd. and Pathar Ltd. and Publisher of the English National Daily Newspaper named as "Dhaka Tribune".

### Mr. Kazi Inam Ahmed

Kazi Inam Ahmed obtained Bachelor of Arts degree in Theatre, Strong Interest in Government from Wesleyan University, Middletown CT, USA;

After returning home, he involved in different business and Social activities;

He is performing as Director of the following concerns:

Gemini Sea Food Ltd., Gemcon Food & Agricultural Products Ltd., (Meena Bazar), Gemcon City Ltd., Charka Steel Ltd., Kazi & Kazi Tea Estate Ltd., Gem Jute Ltd., Karotaya Tea Estate Ltd., Rawshanpur Tea Frontiers Ltd., Gemcon Tea Estate Ltd., Gemcon Sea Food Ltd.; Bengal Herbal Garden Ltd., Meena Sweets & Confectionaries Ltd. and 2A-Media Ltd;

Mr. 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 of 6 Private University for the First ULAB Fairplay Cup and regular practices;

He is also performing as Finace Secretary of Kazi Shahid Foundation and Treasurer of Bangladesh Supermarket Owners Association;

Mr. Inam is now holding the Position of 'Director' of the Bangladesh Cricket Board.

### **Appointment of Independent Directors:**

Barrister Kazi Rehan Nabi appointed as Independent Director of the Company according to BSEC Corporate Governance Guidelines as Mr. AK Mizanur Rahman resigned.

The details work profile of Barrister Kazi Rehan Nabi is given bellow:

### Barrister Kazi Rehan Nabi

Mr. Kazi Rehan Nabi obtained LL.B(Hon's) and LLM (Degree) from the University of Wolverhampton, UK and completed Bar Vocational Course from the University of Cardiff, Wales, UK and Barrister-at-Law, from the Hon'ble Society of Gray's Inn, UK;

After completing education, he started for practicing as an Advocate in the Bangladesh Supreme Court;

Mr. Nabi is an Associate of the Law Chamber titled as 'M/s. Sharif & Nabi;

He is currently associated with many Company/Institutions in Bangladesh as Legal Adviser and holding position of Independent Director of Gemini Sea Food Ltd.

### (25) Auditors:

As per order of the Bangladesh Securities & Exchange Commission, existing Auditors M/s. Rahman Mostofa Alam & Co., 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 2014 -2015 and agreed with the remuneration of TK. 1,20,000 (Taka one lac twenty thousand) only.

The Board recommended their appointment and instructed to place before the 32<sup>nd</sup> AGM for approval.

### (26) Special Business

To pass special resolution in order to Amend of Articles of Association of the Company as under:

The Board of Director of the Company in its meeting held on 17 November, 2014 has decided in principle to amend Clause no. 106 of the Articles of Association of the Company as per prevailing order & notifications of the Regulators.

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

### Resolved that

a. the Clause no. 106 of the Articles of Association of the Company be and is hereby incorporated for passing the decision as Special Resolution in the General Meeting of the Shareholders of the Company. And the matter to be incorporated in the Articles of Association of the Company narrated as under\_

"List of existing Board of Directors\_

- 1. Lt. Col. Kazi Shahid Ahmed (Retd.)
- 2. Mrs. Ameenah Ahmed
- 3. Mr. Kazi Nabil Ahmed
- 4. Dr. Kazi Anis Ahmed
- 5. Mr. Kazi Inam Ahmed AND

(Two nos. Independent Directors as per relevant Order & Notifications of the Regulators)".

b. that 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 be and are hereby adopted as Memorandum and Articles of Association of the Company and the same be filed with the Registrar of Joint Stock Companies and Firms, Dhaka, Bangladesh.

### (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:

The Company wishes to express its sincere appreciation to all employees of GSFL for their contribution and at the same time thank all the stakeholders for their continued support and confidence.

(Ameenah Ahmed)

Ameensh Shonet

Chairperson

### পরিচালনা পর্যদের প্রতিবেদন

৩০শে সেপ্টেম্বর, ২০১৪ইং সালের সমাপ্ত বৎসরের কোম্পানীর পরিচালনা পর্যদের প্রতিবেদন ।

### সম্মানিত শেয়ারহোল্ডারগন.

জেমিনি সি ফুড লিঃ এর পরিচালনা পর্যদের পক্ষ থেকে আপনাদের সমীপে কোম্পানীর ৩০শে সেপ্টেম্বর, ২০১৪ইং তারিখে সমাপ্ত বৎসরের অডিটর কর্তৃক প্রনীত অডিট রিপোর্টসহ আর্থিক প্রতিবেদন এবং কোম্পানীর সংক্ষিপ্ত কার্যক্রম উপস্থাপন করছি।

পরিচালনা পর্যদের প্রতিবেদন প্রনয়নের ক্ষেত্রে কোম্পানী আইন ১৯৯৪ এর ১৮৪ ধারা ও বাংলাদেশ সিকিউরিটিজ এভ এক্সচেঞ্জ কমিশনের (বিএসইসি) নোটিফিকেশন নং-এসইসি/সিএমআরআরসিডি/২০০৬-১৫৮/১৩৪/প্রশাসন/৪৪, তারিখ আগস্ট ০৭, ২০১২ অনুসরন করা হয়েছে।

### ১. সংক্ষিপ্ত শৈল্পিক কাঠামোঃ

হিমায়িত চিংড়ী শিল্প বাংলাদেশের জাতীয় অর্থনীতিতে তাৎপর্যপূর্ন ভূমিকা পালন করে চলেছে। বর্তমানে বাংলাদেশ বৈশ্বিক চাহিদার ৪% হিমায়িত চিংড়ী উৎপাদন করে, যা তৈরী পোষাক খাতের পর দ্বিতীয় প্রধান রপ্তানী খাত হিসেবে পরিগনিত। বর্তমানে দেশে ১৬২ টি মৎস্য প্রক্রিয়াকরন প্লান্ট চলমান রয়েছে, তম্মধ্যে ৭৮টি বাংলাদেশ সরকার এবং বাকী ৭৪টি ইউরোপীয় ইউনিয়ন (EU) কর্তৃক অনুমোদিত।

### ২. সংক্ষিপ্ত ব্যবসায়িক কার্যক্রমঃ

বাংলাদেশ হতে গত বৎসর হিমায়িত চিংড়ী রপ্তানী বৃদ্ধি পেয়েছে। ২০১৩-২০১৪ অর্থ বৎসরে হিমায়িত খাদ্য রপ্তানী হতে ৫৫০.১৬ মিলিয়ন ডলার আয় হয়েছে, যা ২০১২-১৩ অর্থ বৎসরের আয় ৪৫৪.৯৩ মিলিয়ন ডলারের চেয়ে ২০.৯৩% বেশী। এ বৎসর লক্ষ্যমাত্রার চেয়ে ১৫.১৭% বেশী চিংড়ী রপ্তানী হয়েছে।

Black Tiger Shrimp মৌসুম শুরুতে কাঁচামালের মূল্য তুলনামূলকভাবে কম থাকা সত্ত্বেও ইউরোপীয় ইউনিয়ন ভূক্ত দেশ হতে চিংড়ীর চাহিদা আশানুরূপ হয়নি। ২০১৪ সালের জুন মাসের শেষের দিকে চিংড়ীর কাঁচামালের মূল্য বাড়তে শুরু করলেও এ সময় ইউরোপীয় ইউনিয়ন ভূক্ত দেশসমূহে রপ্তানী ৩.৫% বৃদ্ধি পায়।

দশম সংসদ নির্বাচনের আগে দেশে রাজনৈতিক অস্থিতিশীলতার কারনে রপ্তানী বানিজ্য বাধাগ্রস্থ হয়। তবে পরবর্তীতে স্থিতিশীলতা ফিরে আসায় এ খাতে অবস্থার উন্নতি প্রতীয়মান।

২০১২-১৩ বৎসরটি আমাদের জন্য ছিল চরম হতাশাব্যঞ্জক। পূর্ববর্তী বৎসরে মার্কিন যুক্তরাষ্ট্রে চিংড়ী রপ্তানী নাটকীয়ভাবে ধস নামে। কাঁচামালের অপ্রতুলতা, বৈশ্বিক মন্দা অর্থনীতি এবং অপ্রতুল চাহিদার কারনে ঐ বৎসর আমরা চিংড়ী রপ্তানীর লক্ষ্যমাত্রা পরন করতে পারিনি।

এ বৎসর চিংড়ী রপ্তানীর পরিবেশ উন্নত হতে থাকায় রপ্তানীর লক্ষ্যমাত্রা গত বৎসরের লক্ষ্যমাত্রাকে অতিক্রম করে। ২০১৪ সালের প্রথম ৩(তিন) মাসে বৈশ্বিক চিংড়ী উৎপাদন প্রত্যাশিত ছিল না। তবে এ সময়ে ইউরোপীয় ইউনিয়ন ভুক্ত দেশসমূহে চিংড়ী রপ্তানী বৃদ্ধি পায়। সার্বিকভাবে কম উৎপাদনশীলতার কারনে ২০১৪ সালের শুরুতে চিংড়ীর কাঁচামালের উচ্চমূল্যের ফলে ইউরোপের কিছু দেশে রপ্তানী হার কম ছিল।

জাপানে চিংড়ীর রপ্তানী মূল্য ২০১২ সালের তুলনায় ২০১৩ সালে ছিল তুঙ্গে। তবে ২০১৪ সালে জাপানে ফার্মে উৎপাদিত চিংড়ীর চাহিদা বিশেষভাবে হ্রাস পেয়েছে। ২০১৪ সালের মধ্যবর্তী সময়ে হ্রাসমান চাহিদাজনিত কারনে মার্কিন যুক্তরাষ্ট্রে রপ্তানী চিংড়ীর মূল্য নিমুমুখী প্রবনতা লক্ষনীয়। এ কারনে চীন, ভিয়েতনাম এবং থাইল্যান্ডে চিংড়ীর উৎপাদন গত বৎসরের তুলনায় কম।

চিংড়ীর জন্য Early Mortality Syndrome(EMS) রোগ একটি প্রধান উদ্বেগের বিষয়। ভিয়েতনাম ২০১৪ সালের ত্রৈমাসিক কালে জীবানু নাশক/জীবানু প্রতিরোধী অবশেষ এবং আগাম চিংড়ী আহরন বিষয়ে হুমকির সম্মুখীন হয়েছে। এসময় ভারতে পূর্বানুমানের চেয়ে চিংড়ীর সার্বিক সরবরাহ কম হয়েছে। অভ্যন্তরীন চাহিদা বৃদ্ধি পাওয়ায় সম্ভবত চীনে চিংড়ীআমদানী বৃদ্ধি পেয়েছে। ভিয়েতনাম এবং থাইল্যান্ড রপ্তানী প্রক্রিয়াকরনের জন্য চিংড়ী আমদানী চলমান রয়েছে। কিছু দেশে Early Mortality Syndrome এর কারনে বিশ্ব বাজারে চিংড়ীর মূল্য ছিল উর্ধ্বমূখী। বাংলাদেশসহ অল্প কিছু দেশের উৎপাদিত চিংড়ী উক্ত রোগ দ্বারা প্রভাবিত হয়নি। EMS জনিত কারনে চিংড়ী যোগানের কমতি ঘটলেও বাংলাদেশ বিশ্ববাজারে চিংড়ী রপ্তানীর ক্ষেত্রে সুবিধাজনক অবস্থায় রয়েছে। তবে কাঁচামালের অপ্রতুলতার সাথে উচ্চমূল্য চিংড়ীর রপ্তানী চাহিদা মেটানোর ক্ষেত্রে এখনও বহুলাংশে অন্তরায় রয়ে গেছে।

সম্মানিত বিনিয়োগকারীগণ শুনে খুশী হবেন যে, ইতিমধ্যে আমরা হিমায়িত চিংড়ী এবং সাদা মৎস্য রাশিয়ায় রপ্তানীর আদেশ পেয়েছি এবং সেখানে আমরা রপ্তানীও শুরু করেছি। রাশিয়ায় রপ্তানী আমাদের জন্য সম্ভাবনার এক নতুন দ্বার খুলে দিয়েছে। এখন আমরা ব্যবসার ভৌগলিক পরিধি বিস্তার এবং পন্য বহুমূখীকরনের জন্য কাজ করছি। এ বৎসর বৈশ্বিক অর্থনীতি সার্বিক উন্নত লাভ করায় আমাদের চিংড়ী রপ্তানীর ক্ষেত্রে নতুন আশা জাগিয়েছে। তবে স্থানীয় বাজারে কাঁচামালের অপ্রতুলতা এবং এর উচ্চমূল্য আমাদের জন্য বিশাল চ্যালেঞ্জ।

উচ্চ ব্যাংক সুদও এই শিল্পকে বাধাগ্রস্থ করছে যা মূল্য সংবেদনশীল মার্কেটে আমাদের পন্য নিতে এখনও প্রধান অন্তরায় হিসেবে রয়ে গেছে।

### ৩. বিভাজন অনুযায়ী চিংড়ীর অবদানঃ

আমরা শুধুমাত্র হিমায়িত চিংড়ী এবং সাদা মৎস্য প্রক্রিয়াজাত করি। সে জন্য চিংড়ীর বিভাজন অনুযায়ী রিপোর্ট উপস্থাপন করা হয়নি।

### 8. ঝুঁকি, উদ্বেগ এবং সুবিধাঃ

খামারে উৎপাদিত চিংড়ী কয়েকটি দেশের প্রধান রপ্তানী দ্রব্য। রোগনাশক/বালাইনাশক (Pesticidies), জীবানুনাশক (Antibiotics) এবং হরমোন(Hormones) জাতীয় রাসায়নিক দ্রব্য অতিমাত্রায় ব্যবহার এ শিল্পের জন্য বড়ই উদ্বেগের বিষয়। চিংড়ীর উৎপাদনের অব্যাহতি পরেই বিভিন্ন কারনে গুনগতমানের অবনতি দেখা দিতে পারে, যেমন বেঠিক বা অযথাযথ গুদামজাতকরন, মধ্যস্বত্বভোগী (ফড়িয়া), উচ্চ তাপমাত্রায় সময়ের আধিক্যতা এবং সচেতনতার অভাব নমীয় কারনে।

উৎপাদন হতে প্রক্রিয়াজাতকরন পর্যন্ত জটিল সরবরাহ ব্যবস্থা কাঁচামালের সনাক্তকরনের বিষয়টি কঠিন। ফলে এটি কোথায়, কখন, কিভাবে উৎপাদন, কত দিনে আগে উৎপাদিত এবং বিক্রয় মূল্য কত ছিল, তা সনাক্ত করা কঠিন হয়ে দাড়ায়।

স্বাদ ও বর্ণের কারনে বাংলাদেশ বিশ্ব বাজারে চিংড়ীর স্বাতস্ত্রসূচক জায়গা খুঁজে পেয়েছে। কিন্তু উৎপাদন পরিমানের দিক হতে আমরা বেশ খানিককটা পিছিয়ে আছি। পূর্ব এশিয়া এবং ভারতের Vennami shrimp রপ্তানীকারক কর্তৃক প্রদত্ত মুল্যের বিপরীতে বাংলাদেশে উৎপাদিত চিংড়ী রপ্তানীর জন্য নতুন জায়গা খুঁজতে প্রতিনিয়ত সংগ্রাম করছে।

বিগত কয়েক বৎসর ধরে EMS এর কারনে চীন, ভিয়েতনাম, থাইল্যান্ড এবং ভারতের চিংড়ী শিল্প এখনও ঝূঁকিতে রয়েছে। কিন্তু বাংলাদেশ অনুরূপ ঝূঁকি হতে মুক্ত থাকলেও সম্পূর্ণ ঝুঁকিমুক্ত নয়।

আমাদের দেশে প্রতি হেক্টরে ২৫০ কেজি হতে ৩০০ কেজি চিংড়ী উৎপাদিত হয়। ভিয়েতনামে প্রতি হেক্টরে ১,০০০ কেজি হতে ২,০০০ কেজি, থাইল্যান্ডে প্রতি হেক্টরে ১,২০০ কেজি হতে ১,৫০০ কেজি চিংড়ী উৎপাদিত হয়। বাংলাদেশে উৎপাদিত চিংড়ীর তুলনায় ঐ সকল দেশে Vennami shrimp উৎপাদন কম ঝূঁকিপূর্ন।

বাংলাদেশ সরকারের মৎস্য বিভাগ খুলনা অঞ্চলে চিংড়ীর উৎপাদন বৃদ্ধির লক্ষ্যে বিভিন্ন পদক্ষেপ গ্রহন করেছে এবং প্রতি হেক্টরে ২৫০ কেজি চিংড়ী উৎপাদনের ক্ষমতা হতে প্রতি হেক্টরে ৩৫০-৪০০ কেজি উৎপাদনে উক্ত বিভাগ ইতিমধ্যে সাফল্য প্রেয়েছে।

### ৫. শিল্প সম্পর্কিত দৃষ্টিভঙ্গি এবং এর উন্নয়ন সম্ভাবনাঃ

ব্যতিক্রমধর্মী মৌলিক গুনগতমান সম্পন্ন হিমায়িত চিংড়ীর বৈশ্বিক চাহিদা বাড়ছে। আমরা আমাদের চিংড়ীর বর্তমান বাজার অক্ষুন্ন রেখে চিংড়ীর নতুন পরিচিতি ও বাজার সৃষ্টির জন্য নিরলসভাবে কাজ করে যাচিছ।

জীবনধারা ও খরচের প্যাটার্ন পরিবর্তনের কারনে প্রচলিত হিমায়িত খাদ্যের পাশাপাশি অন্যান্য ধরনের প্রস্তুতকৃত হিমায়িত খাদ্যের চাহিদা ও আগ্রহ বাড়ছে । ঐ সকল পন্যের চাহিদা নিরুপনে আমরা পন্যে এবং বাজার বিশ্লেষনের মাধ্যমে সম্ভাব্যতা যাচাই এর কাজ শুরু করেছি।

আমরা আশা করি, নতুন ভৌগলিক অঞ্চল রাশিয়ার বাজারে আমাদের রপ্তানীর আয় বৃদ্ধি করতে সক্ষম হব। এর ফলে নতুন বাজারে প্রবেশ আমাদেরকে চিংড়ীর প্রধান দুই ক্রেতা ইউরোপীয় ইউনিয়ন ভূক্ত দেশসমূহ এবং মার্কিন যুক্তরাষ্ট্রের প্রতি নির্ভরশীলতা কমাতেও সহায়ক ভূমিকা পালন করবে।

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

### (ক) বিক্রিত পন্যের ব্যয় বিশ্লেষণঃ

এই বৎসর বিক্রিত পন্যের ব্যয় ছিল ৮৮.০০ কোটি টাকা, যা গত বৎসর ছিল ৭০.৭২ কোটি টাকা । বিক্রয় আনুপাতিক হারে বৃদ্ধি পাওয়ায় জিপি'র উচ্চ মাত্রা বজায় রাখতে সক্ষম হই। চলতি বৎসর ১০,২৩,২৬৫ কেজি চিংড়ী উৎপাদিত হয়েছে, যা গত বৎসর ছিল ৯,০৯,৩৯০ কেজি। চলতি বৎসর উৎপাদন ক্ষমতার ৮০% ব্যবহৃত হয়েছে।

### (খ) মোট মুনাফাঃ

৩০শে সেপ্টেম্বর, ২০১৪ইং সমাপ্ত অর্থ বৎসরে কোম্পানী রপ্তানী হতে অর্জিত আয় ৯৫.৪৫ কোটি টাকা, যা গত বৎসর ছিল ৭৬.৭০ কোটি টাকা। গত বৎসরের তুলনায় বিক্রয় ২৪% বৃদ্ধি পেয়েছে। এ বৎসর মোট মুনাফা অর্জিত হয়েছে ৭.৪৬ কোটি টাকা, যা গত বৎসর ছিল ৫.৯৮ কোটি টাকা।

### (গ) নীট মুনাফাঃ

এ বৎসর (কর পরবর্তী) নীট মুনাফা হয়েছে ১৫.৩৩ কোটি টাকা, যা গত বৎসর ছিল (কর পরবর্তী) নীট লোকসান ১.৬৯ কোটি টাকা। এ বৎসর বিক্রয় বৃদ্ধিজনিত কারনে অবস্থার উনুতি হয়েছে। 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 অস্বাভাবিক লাভ বা ক্ষতির সম্মুখীন হয়নি।

### ৮. আন্তঃ সম্পর্কিত কোম্পানীর লেনদেন সমূহঃ

নোট নং ২৩ এ বর্ননা করা হয়েছে।

### ৯. পাবলিক ইস্যু অথবা রাইট ইস্যু হতে প্রাপ্ত তহবিলের ব্যবহারঃ

এ বৎসর কোন পাবলিক ইস্যু অথবা রাইট শেয়ার ইস্যু হয়নি।

### ১o.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 নোট নং ২৪(বি) তে বিস্তারিত বর্ননা করা হয়েছে।
- ১৩. কোম্পানীর ব্যবস্থাপনা কর্তৃপক্ষ কর্তৃক প্রস্তুতকৃত আর্থিক বিবরনীতে কোম্পানীর আর্থিক অবস্থা, কার্যক্রমের ফলাফল, নগদ প্রবাহ, মূলধানের পরিবর্তন যথাযথভাবে উপস্থাপন করা হয়েছে।
- ১৪. কোম্পানীর হিসাব বহিসমূহ যথাযথভাবে সংরক্ষন করা হয়েছে।
- ১৫. আর্থিক বিবরনী প্রস্তুতিতে যথোযুক্ত হিসাবনীতিসমূহ ধারাবাহিকভাবে প্রয়োগ করা হয়েছে এবং হিসাবগত পরিমাপক সমূহ যুক্তিযুক্তও বিচক্ষন সিদ্ধান্তের উপর 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 বাস্তবায়ন ও পর্যবেক্ষন করা হয়েছে।
- ১৮. কোম্পানীর চলমান অস্তিত্ব ও সামর্থ্যের ক্ষেত্রে কোনরকম তাৎপর্যপূর্ণ সন্দেহের অবকাশ নেই।

### ১৯.গত বৎসরের পরিচালনগত ফলাফলের সাথে চলতি বৎসরের পার্থক্যঃ

অপরিবর্তিত জিপি এবং সেই সাথে চিংড়ীর বিক্রয় বৃদ্ধিজনিত কারনে এ বৎসর আর্থিক ক্ষেত্রে তুলনামূলকভাবে উনুতি ঘটেছে। বাংলাদেশ কৃষি ব্যাংক গত বৎসর একপাক্ষিকভাবে সুদের হার বাড়িয়েছে । এ বৎসর বাংলাদেশ কৃষি ব্যাংক ঋনের সুদের হার কমিয়েছে।

# Directors Beborts

### ২০. পূববর্তী পাঁচ বৎসরের মুখ্য পরিচালন এবং অর্থনৈতিক উপাত্তঃ পরিচালন তথ্যঃ

বিবরন	সেপ্টেম্বর ৩০, ২০১৪	সেপ্টেম্বর ৩০, ২০১৩	সেপ্টেম্বর ৩০, ২০১২	সেপ্টেম্বর ৩০, ২০১১	সেপ্টেম্বর ৩০, ২০১০	সেপ্টেম্বর ৩০, ২০০৯
মোট বিক্ৰয় লদ্ধ আয়	৯৫,৪৫,৪০,৫৬৮	৭৬,৬৯,৭১,১৬২	<i>\$2\$,</i> 62,50,006	১,০৭,৭৮,৮৩,৩৩৬	<i><b>&amp;\$,</b>\\\</i> ,\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\\	<b>১,১</b> 8,৮৮,৭৬,৫৯8
মোট লাভ	9,8৫,৬০,২৭১	৫,৯৭,৯১,৯১৯	৮,৩৪,৩৭,৭০০	৭,৩৯,৪২,৫৯৬	৩,৫৪,৩৭,৭৫৬	৭,৮৫,৮৩,১৬০
কর পূর্ববর্তী লাভ	\$, <b>\$</b> ७,৫৯,৮8৫	(১৮,৭৩,৩৩৯)	১,৯৭,৮২,৫০০	১,৬১,০৫,৪৭২	90, <i>৮৫,</i> 80৫	<b>১,১</b> ২,৪৫,৮৩৩
কর পরবর্তী লাভ	১৫,৩২,৭৭৫	(১,৬৯,২৬,৫৯৬)	১,১৯,৭১,২৫৯	<b>১</b> ,०8,২8,०২২	৪০,৬৪,৪১৯	২৮,১২,৫৯৭
শেয়ার প্রতি আয়	১.৩৯	(১৫.৩১)	\$0.06	৯৪.৭৬	৩৬.৯৫	২৫.৫৭
শেয়ার প্রতি লভ্যাংশ	0.9@		\$.60	\$6.00	\$2.00	\$6.00

### <u>অর্থনৈতিক উপাত্তঃ</u>

বিবরন	সেপ্টেম্বর ৩০, ২০১৪	সেপ্টেম্বর ৩০,২০১৩	সেপ্টেম্বর ৩০,২০১২	সেপ্টেম্বর ৩০,২০১১	সেপ্টেম্বর ৩০,২০১০	সেপ্টেম্বর ৩০,২০০৯
মোট সম্পদ	२ <b>১,</b> ৫०,৫ <b>১,</b> ৯০৮	২৯,৫০,০৭,৩০৭	২১,৮৪,৭৮,০৩৮	২,৫৭৪,৭১,৩২১	ঽ, <b>৩</b> 8৮,৮৫,৫৬৫	২,৭৯৩,৬৪,৬৪১
সম্পত্তি, যন্ত্ৰপাতী ও যন্ত্ৰাংশ -মোট	<b>১১</b> ,৫৮,৮২,৪৫২	১১,৩৭,৬১,০৭২	১১,৩৩,১৬,২৭২	১০,৭৩,২৬,৭৩৩	৯,৫৮,৪৬,৫৬৬	ঌ <b>,৩১</b> ,২৬,৬৭৫
সম্পত্তি, যন্ত্রপাতী ও যন্ত্রাংশ -নিট	8,09,99,068	8,२१,२०,১२०	8,৬৬,٩٩,২০৫	8,৫৬,০২,৮ <b>১</b> ০	৩,৯০,৮০,৯৯২	8,00,58,৮৫৫
মোট চলতি মূলধন	\$9,82,98,688	২৫,২২,৮৭,১৮৭	১,৭,০৩,৬৪,৬৪৩	২০,০১,১১,০৬২	১,৭৫২,৭৩,১০২	২১,৫৬,৯৩,৮৯৭
নীট চলতি মূললধন	(৩,৭৯,১৯,৫৬১)	(१६ ७,८४,६५,६)	(७,५১,٩৮,১৮०)	(8,68,26,088)	(8,9৬,99,২8৮)	(৫,১৭,৩৫,৫২৯)
চলতি মূলধন ঋণ	<b>১</b> ৫,৯৭,২৫,৭৫৫	৩০,০১,৫১,৫১৯	২০,8৩,৩8,২88	<b>২</b> 8,২৮,৬৮, <b>৩২</b> ১	२०,৯१,১०,१२२	<b>২8,</b> \$8, <b>২</b> 0,8৫৫
শেয়ার মূলধন	۵,۵۰,۰۰,۰۰۰	\$,\$0,00,000	\$,\$0,00,000	۵, ۵,00,000	۵,۵۰,۰۰,۰۰۰	۵,۵۰,۰۰,۰۰۰
সংরক্ষন এবং উদ্বৃত্ত	-	৯,৩৫,২১৫	৯,৩৫,২১৫	৯,৩৫,২১৫	৯,৩৫,২১৫	৯,৩৫,২১৫
শেয়ার মালিকদের ইকুইটি	(৪৭,৩৮,৭৯৭)	(७२,९১,৫९১)	১,০৬,৫৫,০২৫	৩,৩৩,৭৬৬	(৮৪,৪০,২৫৬)	(১,১১,৮৪,৬৭৪)

### ২১. লভ্যাংশঃ

সম্মানিত শেয়ারকোল্ডারদের বিনিয়োগ বিবেচনা করে কোম্পানির পরিচালনা পর্ষদ ২০১৩-১৪ হিসাব বৎসরে প্রতি ১০(দশ) টাকার শেয়ারের জন্য ০.৭৫ টাকা হারে মোট ৮,২৫,০০০(টাকা আট লক্ষ পঁচিশ হাজার) টাকা অর্থাৎ কোম্পানীর পরিশোধিত মূলধনের উপর ৭.৫% নগদ লভ্যাংশ প্রদানের সুপারিশ করেছেন।

### ২২. বোর্ড সভাঃ

এ বৎসর পরিচালনা পর্যদের ১০টি সভা অনুষ্ঠিত হয়েছে। ২০১৩-২০১৪ইং বৎসরে পরিচালনা পর্যদের অনুষ্ঠিত সভার সংখ্যা এবং উক্ত সভায় পরিচালক বৃন্দের উপস্থিতির তালিকা নোট নং ২৬ এ বিস্তারিত বর্ননা করা হয়েছে।

### ২৩. শেয়ারহোল্ডিং সংক্রান্ত বিবরনঃ

নাম অনুসারে বিবরন

শেয়ারের সংখ্যা

ক) প্যারেন্ট/সাবসিডিয়ারী/এসোসিয়েটেড কোম্পানী এবং অন্যান্যঃ

শুন্য

খ) পরিচালকবৃন্দ, প্রধান নির্বাহী কর্মকর্তা, কোম্পানী সচিব, প্রধান অর্থ কর্মকর্তা, অভ্যন্তরীন নিরীক্ষা প্রধানঃ

নাম	পদবী	৩০.৯.২০১৪ইং তারিখ হিসাবে শেয়ারহোল্ডিং অবস্থান
মিসেস আমিনা আহমেদ	চেয়ারপারসন	২,৩৮,৬৩০
লেঃ কর্নেল কাজী শাহেদ আহমেদ(অব.)	ব্যবস্থাপনা পরিচালক	৩৮৮,২২০
জনাব কাজী নাবিল আহমেদ	পরিচালক	৩৩,০০০
ড. কাজী আনিস আহমেদ	পরিচালক	9৮,৮০০
জনাব কাজী ইনাম আহমেদ	পরিচালক ও প্রধান নির্বাহী কর্মকর্তা	٩৫,২৮०
জনাব জাভেদ হোসেন	স্বতন্ত্র পরিচালক	গুন্য
ব্যারিষ্টার কাজী রেহান নবী	স্বতন্ত্র পরিচালক	গুন্য
জনাব জাকির আহমেদ জাকির	প্রধান অর্থ কর্মকর্তা	শুন্য
জনাব এএফএম নজরুল ইসলাম	কোম্পানী সেক্রেটারী	<b>७</b> ना

গ) উধর্বতন করপোরেট নির্বাহীগণঃ

শুন্য

ঘ) কোম্পানীতে ১০ শতাংশ অথবা তার চেয়ে বেশী ভোটের অধিকারী শেয়ারহোল্ডারঃ

ক্রমিক	নাম	পদবী	শেয়ার সংখ্যা
٥.	মিসেস আমিনা আহমেদ	চেয়ারপারসন	২,৩৮,৬৩০
২.	লেঃ কর্নেল কাজী শাহেদ আহমেদ(অব.)	ব্যবস্থাপনা পরিচালক	৩,৮৮,২২০

### ২৪. কোম্পানীর পরিচালকবৃন্দের নিয়োগ/পুনঃনিয়োগঃ

কোম্পানীর সংঘবিধি ১১৯ আর্টিকেলস্ অনুসারে ড. কাজী আনিস আহমেদ এবং জনাব কাজী ইনাম আহমেদ পরিচালকদ্বয় পরিচালক পদ হতে পর্যায়ক্রমে অবসর গ্রহন করেছেন। তারা যোগ্য বিধায় পরিচালক পদে পুনঃনির্বাচনের জন্য প্রস্তাব করা হয় এবং প্রস্তাবনুযায়ী পরিচালকদ্বয় পূনঃ নির্বাচনের জন্যে আগ্রহ প্রকাশ করেন। এই আগ্রহের প্রেক্ষিতে ড. কাজী আনিস আহমেদ এবং জনাব কাজী ইনাম আহমেদ এর জীবন বৃত্তান্ত নিমুরূপ ঃ

### ড. কাজী আনিস আহমেদ

ড. কাজী আনিস আহমেদ মার্কিন যুক্তরাষ্ট্রের নিউইয়র্ক বিশ্ববিদ্যালয় হতে পিএ ইচডি এবং ওয়াশিংটন বিশ্ববিদ্যালয় হতে CreativeLiterature এর উপর MFA ডিগ্রী অর্জন করেন; অতপর তিনি বিভিন্ন ব্যবসা-বানিজ্য, শিক্ষা বিস্তার, লেখা এবং সামাজিক কার্যক্রমেও নিয়োজিত আছেন ;

সামাজিক উন্নয়নমূলক প্রতিষ্ঠান কাজী শাহেদ ফাউন্ডেশনর ট্রাষ্ট্রি বোর্ডের সাধারন সম্পাদক হিসাবে উত্তরাঞ্চলে বিশেষতঃ পঞ্চগড়ের গণমানুষের আর্থ-সামাজিক এবং টেকসই উন্নয়নে তিনি নিজেকে ব্যাপৃত রেখেছেন;

তিনি বাংলাদেশে American Style Liberal Arts Curriculum প্রতিষ্ঠায় অগ্রপথিক হিসেবে বিশেষ ভূমিকা পালন করেন। তিনি University of Liberal Arts Bangladesh(ULAB) Trust এর সম্মানিত সহ-সভাপতি হিসাবে শিক্ষার গুনগত মান বজায় রেখে এর সম্প্রসারনে তাৎপর্যপূর্ণ ভূমিকা পালন করে চলেছেন;

ড. কাজী আনিস আহমেদ নিমুলিখিত কোম্পানীর পরিচালক হিসাবে দায়িত্ব পালন করছেন:

তিনি জেমিনি সি ফুড লিঃ, জেমকন ফুড এন্ড এগ্রিকাল্চারাল প্রডাক্ট্রস্ লিঃ, জেমকন সিটি লিঃ, চরকা স্টিল লিঃ, কাজী এন্ড কাজী টি এস্টেট লিঃ, জেম জুট লিঃ, বেঙ্গল হার্বাল গার্ডেন লিঃ, আজকের কাগজ লিঃ, জেমকন সি ফুড লিঃ, করতোয়া টি এস্টেট লিঃ, রওশনপুর টি ফ্রন্টিয়ারস লিঃ, জেমকস টি এস্টেট লিঃ,মিনা সুইটস এন্ড কনফেকশনারীজ লিঃ।

ড. কাজী আনিস আহমেদ একজন মুক্তচিন্তার লেখক। তাঁর রচিত Forty Steps (চল্লিশ কদম) বইটি দেশী-বিদেশী প্রথিতযশা শিক্ষাবিদ, লেখক, পাঠানুরাগী ও সমালোকগন কর্তৃক প্রশংসিত হয়েছে। Newsweek, Daily Beast, Wall Street Journal এবং World Literature Today ইত্যাদি আন্তর্জাতিক সাময়িকীতে তাঁর লেখা প্রকাশিত হয়েছে। তাঁর রচিত Good Knight Mr. Kissinger নামক বইটি নভেম্বর, ২০১২ বাংলাদেশে UPL এবং মার্চ, ২০১৪ মার্কিন যুক্তরাষ্ট্রের the Unnamed Press কর্তৃক প্রকাশিত হয়। তাঁর রচিত প্রথম উপন্যাস The World in My Hands ডিসেম্বর, ২০১৩ সালে ভারতের Vintage/Random House India কর্তৃক প্রকাশিত হয়;

তিনি দৈনিক আজকের কাগজ পত্রিকার সম্পাদকীয় পরিচালক হিসাবে দায়িত্ব পালন করে আসছেন। বর্তমানে, ড.কাজী আনিস আহমদে 2A-Media Ltd. এবং পাথর লিমিটেড এর ব্যবস্থাপনা পরিচালক এবং Dhaka Tribune নামক দৈনিক ইংরেজী পত্রিকার প্রকাশক।

### জনাব কাজী ইনাম আহমেদ

জনাব কাজী ইনাম আহমেদ মার্কিন যুক্তরাষ্ট্রের ওয়েসলিয়েন বিশ্ববিদ্যালয় হতে স্লাতক ডিগ্রী লাভ করেন;

দেশে ফিরে তিনি বিভিন্ন ব্যবসা ও সামাজিক উনুয়নমূলক কর্মকান্ডে নিজেকে নিয়োজিত রাখেন;

বর্তমানে তিনি জেমিনি সি ফুড লিঃ, জেমকন ফুড এন্ড এপ্রিকাল্চারাল প্রডাক্টস্ লিঃ, 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, জেমকস টি এস্টেট লিঃ,এবং মিনা সুইটস এন্ড কনফেকশনারীজ লিঃ এর পচিালক হিসাবে দায়িত্ব পালন করছেন;

তিনি 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 আয়োজন করা হয়;

তিনি কাজী শাহেদ ফাউন্ডেশনের অর্থ সম্পাদক এবং বাংলাদেশ সুপার মার্কেট ওনার্স এসোসিয়েশনের কোষাধ্যক্ষ হিসাবে নিয়োজিত রয়েছে;

বর্তমানে জনাব কাজী ইনাম আহমেদ বাংলাদেশ ক্রিকেট বোর্ডের পরিচালক হিসাবে দ্বায়িত্ব পালন করছেন।

### স্বতন্ত্র পরিচালক নিয়োগঃ

বাংলাদেশ সিকিউরিটিজ্ এন্ড এক্সচেঞ্জ কমিশন কর্তৃক প্রনীত Corporate Governance Guidelines অনুসারে জনাব একে মিজানুর রহমান স্বতন্ত্র পরিচালকের পদ হতে পদত্যাগ করায় ব্যারিস্টার কাজী রেহান নবীকে আগামী ৩(তিন) বৎসরের জন্য কোম্পানীর স্বতন্ত্র পরিচালক হিসাবে নিয়োগ প্রদান করা হয়েছে। জনাব কাজী রেহান নবী'র বিস্তারিত বিবরন নিমুরুপঃ

### ব্যারিষ্টার কাজী রেহান নবীঃ

জনাব কাজী রেহান নবী যুক্তরাজ্যের University of Wolverhampton হতে এলএলবি (অনার্স) ও এলএলম ডিগ্রী অর্জন করেন। তিনি যুক্তরাজ্যের University of Cardif, Wales হতে বার ভোকেশনাল কোর্স এবং the Hon'ble Society of Gray's Inn হতে Barrister-at-Law লাভ করেন;

শিক্ষা জীবন শেষে ব্যারিষ্টার কাজী নবী বাংলাদেশ সুপ্রীম কোর্টের একজন এডভোকেট হিসাবে আইন ব্যবসা শুরু করেন;

তিনি সেসার্স শরীফ এন্ড নবী এর সম্মানিত এসোসিয়েট; জনাব কাজী রেহান নবী বিভিন্ন কোম্পানী/ইন্সটিটিউটে আইন উপদেষ্টা এবং জেমিনি সি ফুড লিঃ এ স্বতন্ত্র পরিচালক হিসাবে দায়িত্ব পালন করছেন।

### ২৫. নিরীক্ষক নিয়োগঃ

বাংলাদেশ সিকিউরিটিজ্ এন্ড এক্সচেঞ্জ কমিশন এর আদেশ অনুসারে কোম্পানীর বর্তমান নিরীক্ষক মেসার্স রহমান মোস্তফা আলম এন্ড কোং, চাটার্ড একাউন্ট্যান্টস্, সাধারন সভায় অবসর গ্রহন করেন । যোগ্য বিধায় মেসার্স রহমানমোস্তফা আলম এন্ড কোংকে ২০১৪-২০১৫ অর্থ বৎসরে কোম্পানীর নিরীক্ষক পদে পুনঃনিয়োগের জন্য প্রস্তাব করেছেন।

৩২তম সাধারন সভায় তা অনুমোদনের জন্য উপস্থাপন করা হ'ল।

### ২৬. কর্পোরেট গভার্নেঙ্গঃ

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

### ২৭. উপসংহারঃ

জেমিনি সি ফুড লিঃ কর্তৃপক্ষ তার সকল কর্মকর্তা ও কর্মচারীবৃন্দকে আন্তরিক শুভেচ্ছা জ্ঞাপন করছে। সেই সাথে কোম্পানীর প্রতি অবিশ্রান্ত সমর্থন ও অবিচল বিশ্বাস স্থাপনের জন্য সকল স্টেক হোল্ডারদের ধন্যবাদ জানাচ্ছে।

্ (আমিনা আহমেদ)

Ameenah Ahmet

চেয়ারপারসন

### **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:

		Compl Stat		Remarks
Condition	Title	(Put √ approj	in the oriate	n the riate
no.		Complied	Not	(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		
1.2 (ii) a)	Who either does not hold any share or holds less than 1% shares of the total paid up shares			
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	√		
1.2 (ii) c)	Does not have any other relationship, whether pecuniary or otherwise with the company or its subsidiary/associated companies	√		
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		
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	√		
1.2 (ii) g)	Not be an independent director in more than 3 (three) listed companies	√		
1.2 (ii) h)	Not been convicted by a court of competent justification as a defaulter in payment of any loan to Bank or a NBFI	√		
1.2 (ii) i)	Not been convicted for a criminal offence involving moral turpitude	√		
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 <b>Qualification of Independent Director (ID)</b>	√		
1.3 1.3 (i)	Knowledge of Independent Directors	-/		
1.3 (ii)	Background of Independent Directors	√ √		
1.3 (iii)	Special cases for qualifications	N/A		
	Individual Chairman of the Board and CEO			
1.4		√		
1.5	The Directors' Report to Shareholders:  Industry outlook and possible future developments in the	,		
1.5 (i)	industry	√ /		
1.5 (ii)	Segment-wise or product-wise performance	√ /		
1.5 (iii)	Risks and concerns	√		
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		No such event during the year

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1.5 (vi)	Basis for related party transactions	N/A	No such event
			during the year
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	<b>√</b>	
1.5 (xi)	Fairness of Financial Statement	√	
1.5 (xii)	Maintenance of Proper books of accounts	√ V	
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	√	
1.5 (xvi)	Ability of Gemini Sea Food Ltd. (GSFL) to continue as a going concern	√	
1.5 (xvii)	Significant deviation from last year's operating results of the issuer Co. shall be highlighted & the reasons thereon	V	
1.5 (xviii)	Presentation of key operation and financial data for last 5 (five) years	√	
1.5 (xix)	Declaration of Dividend	√	
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	√	
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 Director	√	
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:		
<b>3.1</b> (i)	At least 3 (three) members	√	
<b>3.1</b> (ii)	Appointment of members of the Audit Committee	√	
<b>3.1</b> (iii)	Qualification of Audit Committee Members	√	
<b>3.1</b> (iv)	Terms of Service of Audit Committee Members	√	
<b>3.1</b> (v)	Secretary of Audit Committee	√	
<b>3.1</b> (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.	√	
3.3	Role of Audit Committee:		

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2.2 (:)	Oversee the financial reporting process.	1 / 1	
3.3 (i)		√ /	
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	√	
3.3 (vi)	Review the quarterly and half yearly financial statements before submission to the board for approval	√	
3.3 (vii)	Review the adequacy of internal audit function	√	
3.3 (viii)	Review statement of significant related party transactions	√	
3.3 (ix)	Review Management Letters/ Letter of Internal Control weakness issued by statutory auditors	<b>√</b>	
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	√	
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
2 4 4 (11) 1	Make with defeating the sint sound as ordered as ordered	N1/A	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	√	
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	√	
6 (ii)	Reviewed about fraudulent, illegal or violation of company's code of conduct	<b>√</b>	
7	Reporting and Compliance of Corporate Governance:		
7 (i)	Obtain certificate about compliance of conditions of corporate Governance Guidelines	√	
7 (ii)	Annexure attached in the Directors Report	√	

এস, আর, ইসলাম এন্ড কোং S. R. ISLAM & CO. **Chartered Accountants** 

**NOOR BHABAN** 

219/1, FAKIRAPOOL MOTIJHEEL, DHAKA-1000

PHONE: 7192350

16 November, 2014

### CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

We have examined compliance status of Gemini Sea Food Limited regarding conditions of corporate governance guidelines issued by the Bangladesh Securities and Exchange Commission as stipulated in Condition No. 7(i) of the BSEC notification no. BEC/CMRRCD/2006-158/134/Admin/44 dated 7 August 20012.

The compliance of conditions of corporate governance guidelines as stated in the aforementioned notification and reporting of the status of compliance is the responsibility of the Company,s management. Out examination for the purpose of issuing this certification was limited to the checking of procedures and implementations thereof, adopted by the Company for ensuring the com; liance of conditions of corporate governance and correct reporting of com; liance status on the attached statement on the basis of evidence gathered and representation received.

To the best of our information and according to the explanations given to us, we certify that, except as reported on the attached status of compliance statement, the Company has complied with the conditions of corporate governance stipulated in the above mentioned BSEC notification dated 7<sup>th</sup> August 2012.

Chartered Accountants

### **AUDIT COMMITTEE REPORT**

For the year 2013-2014

The Audit Committee of GEMINI SEA FOOD LIMITED was formed as per the terms of reference approved by the Board in accordance with the notification of Bangladesh Securities and Exchange Commission no. SEC/CMRRCD/2006-158/134/Admin/44, dated 7<sup>th</sup> August 2012.

The committee normally meets in the next month of every quarter. During the year 2013-14, four Audit Committee meeting were held, the details of attendance of each member at the Audit Committee meetings are as follows:

Name of Audit Committee Member	Status	Meeting held	Attended
Mr. Javed Hosein Independent Director	Chairman	4	4
Mr. Kazi Nabil Ahmed Director	Member	4	4
Dr. Kazi Anis Ahmed Director	Member	4	4

### The scope of Audit Committee as under:

- i. Monitor and oversee choice of accounting policies and principles, internal control risk management process, auditing matter, hiring and performance of external auditors;
- ii. Review and recommend to the Board to approve the quarterly, half-yearly and annual financial statements prepared for staturory purpose;
- iii. Review statement of significant related party transactions submitted by the management.
- iv. Maintained a role to safeguard the systems of governance and independence of statutory auditors;
- v. Lastly review and consider the report of internal auditors and statutory auditors' observations on internal control.

### Task of the Audit Committee during the year:

The Audit Committee reviewed the quarterly, half yearly 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.

(Javed Hosein) Chairman,

**Audit Committee** 

### **COO & CFO'S DECLARATION TO THE BOARD OF DIRECTORS**

November 16, 2014

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

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

Dear Sir,

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 September 2014 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 Company's affairs and are in compliance with existing accounting standards and applicable laws.
- 2. To the best of our knowledge and belief, no transaction entered into the company during the year which are fraudulent, illegal or violation of the Company's code of conduct.

Thanking you,

Yours sincerely,

(M. Mustaque Amin) Chief Operating Officer

(Zakir Ahmed Zakir) Chief Financial Officer

# Value Added Statement

### Value Added Statement - 2014

Value Added

Revenue

Less: Bought in materials and services

Add: Other income Gross Value Added

Distributions:

Employees

Government

Providers of finance (Long term)

Financial Institutions

Shareholders

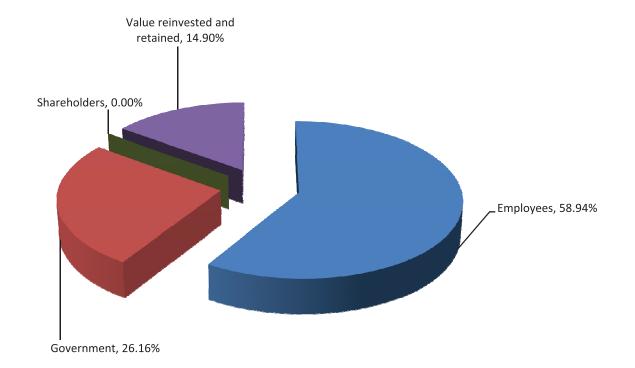
Value reinvested and retained

Entity (Deferred Tax Liability, Earnings,

Depreciation and amortization)

Amount 2014	%			
95,45,40,568				
91,73,63,453				
3,83,906				
3,75,61,021	100%			
2,21,37,040	58.94%			
98,27,071	26.16%			
-	0.00%			
-	0.00%			
3,19,64,111	85.10%			
55,96,911	14.90%			
3,75,61,021	100%			

Amount 2013	%
76,69,71,162	
74,43,30,129	
1,61,681	
2,28,02,714	100%
1,87,34,830	82.16%
1,52,18,597	66.74%
-	0.00%
13,73,999	6.03%
3,53,27,426	154.93%
(1,25,24,712)	-54.93%
2,28,02,714	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 September 30, 2014, and the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended and a summary of significant accounting policies and other explanatory information disclosed in Notes 1 to 26 and Annexure-A.

### **Management's Responsibility for the Financial Statements**

Management of the company is responsible 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 determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether 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 Auditing (BSA). 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 amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation and fair presentation of the financial statements 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 evaluating 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 statements.

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 present fairly, in all material respects, the financial position of Gemini Sea Food Limited as at September 30, 2014, and its financial performance and its cash flows for the year then ended in accordance with Bangladesh Financial Reporting Standards (BFRS), the Securities & Exchange Rules 1987, Companies Act 1994 and comply with the other applicable laws and regulations.

### We also report that:

- a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;
- b) 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 these books;
- c) the statement of Financial Position and statement of Comprehensive Income dealt with by the report are in agreement with the books of accounts; and
- d) the expenditure incurred was for the purposes of the company's business.

Dated : Dhaka November 17,2014 Rahman Mostafa Alam & Co. Chartered Accountants

## **Accounts**

### **GEMINI SEA FOOD LIMITED**

Statement of Financial Position As at September 30, 2014

Particulars	Mataa	Amount in Taka	
	Notes	September 30,2014	September 30,2013
Assets:			
Non-Current Assets			
Property, Plant and Equipment	02	4,07,77,364	4,27,20,120
Current Assets		17,42,74,544	25,22,87,187
	03		
Advance Deposit & Pre-Payments Bills Receivable	03	4,40,702 3,46,49,150	4,00,350 10,66,29,977
Closing Stock	04 05	12,79,26,480	10,66,29,97
Cosing Stock  Cash and Cash Equivalents	06	1,12,58,212	1,64,52,726
Cash and Cash Equivalents	00	1,12,30,212	1,04,32,720
Total Assets		21,50,51,908	29,50,07,307
Equity & Liabilities :			
Equity		(47,38,797)	(62,71,572)
Share Capital	07	1,10,00,000	1,10,00,000
Retained earnings	08	(1,57,38,797)	(1,82,06,787)
Reserve for Tax	09	-	9,35,215
Non-Current Liabilities			
Deferred Tax	AnnexA	75,96,600	79,77,960
Current Liabilities		21,21,94,105	29,33,00,919
Bank Overdraft	10	15,97,25,755	29,21,73,560
Trading Liabilities	11	4,92,64,880	93,508
Liabilities for Expenses	12	20,31,913	5,64,653
Liabilities for Dividend	13	4,69,198	4,69,198
Provision for WPPF		5,67,992	-
Provision for tax on other income		1,34,367	-
		21,50,51,908	29,50,07,307

The accompanying notes from 1-26 and Annexure - A form an integral part of these Financial Statements. Signed in terms of our separate report of even date.

21

(Zakir Ahmed Zakir) Chief Financial Officer

Net asset value (NAV) per share.

(Kazi Inam Ahmed) Director (Lt. Col. Kazi Shahid Ahmed (Retd.) Managing Director Rahman Mostafa Alam & Co. Chartered Accountants

(5.70)

(4.31)

Dated : Dhaka November 17,2014

Statement of Comprehensive Income For the year ended September 30, 2014

Particulars	Notes	Amount in Taka				
Particulars	Notes	September 30,2014	September 30,2013			
Revenue	14	95,45,40,568	76,69,71,162			
Cost of Goods Sold	15	87,99,80,297	70,71,79,243			
Gross Profit		7,45,60,271	5,97,91,919			
Operating Expenses						
Administrative and Selling expenses	16	2,91,60,047	2,55,62,938			
Profit before financial expense		4,54,00,224	3,42,28,981			
Finance costs	17	3,38,56,292	3,62,64,000			
Profit after financial expense		1,15,43,932	(20,35,020)			
Non- Operating Income	18	3,83,906	1,61,681			
Profit before Contribution to WPPF		1,19,27,838	(18,73,339)			
Provision for WPPF		5,67,992	-			
Profit/(loss) before tax		1,13,59,845	(18,73,339)			
Income tax expenses	19	98,27,071	1,50,53,258			
Net Profit after tax		15,32,775	(1,69,26,597)			
Other comprehensive income		-	-			
Total comprehensive income for the year		15,32,775	(1,69,26,597)			
Earning per Share(EPS)	20	1.39	(15.39)			

The accompanying notes from 1-26 and Annexure - A form an integral part of these Financial Statements.

Signed in terms of our separate report of even date.

(Zakir Ahmed Zakir) **Chief Financial Officer**  (Kazi Inam Ahmed)

Director

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

**Managing Director** 

RahmanloofofaAlflo Rahman Mostafa Alam & Co. **Chartered Accountants** 

Dated: Dhaka November 17,2014



Statement of Changes in Equity For the year ended September 30, 2014

Share capital	Tax holiday Reserve	Retained earnings	Total equity
Taka	Taka	Taka	Taka
1,10,00,000	9,35,215	(12,80,190)	1,06,55,025
-	-	(1,69,26,597)	(1,69,26,597)
-	-	-	-
-	-	-	-
1,10,00,000	9,35,215	(1,82,06,787)	(62,71,572)
	Taka 1,10,00,000	Reserve   Reserve     Reserve     Reserve     Reserve	Reserve   earnings

Balance as at October 01, 2013	1,10,00,000	9,35,215	(1,82,06,787)	(62,71,572)
Total comprehensive income for the year	-	-	15,32,775	15,32,775
Tax holiday Reserve	-	(9,35,215)	9,35,215	-
Final dividend	-	-	-	-
Balance as at September 30,2014	1,10,00,000	-	(1,57,38,797)	(47,38,797)

(Zakir Ahmed Zakir) **Chief Financial Officer**  (Kazi Inam Ahmed)

Director



Statement of Cash flows For the year Ended September 30, 2014

Particulars	Amuont	Amuont in Taka				
Faiticulais	September 30,2014	September 30,2013				
A. Cash Flows From Operating Activities:						
Cash receipts from customers	1,02,65,21,395	71,61,46,500				
Cash Paid to Supplies	(82,72,24,240)	(71,08,25,887)				
Cash paid to employees and others	(2,63,35,682)	(4,29,29,073)				
Cash Generated from Operations	17,29,61,473	(3,76,08,460)				
Interest paid	(3,38,56,292)	(3,62,64,000)				
Non operating income received	3,83,906	1,61,681				
Income taxes paid	(1,01,14,416)	(70,75,298)				
Dividends paid	-	(15,39,338)				
Net Cash from Operating Activities	12,93,74,671	(8,23,25,415)				
B. Cash Flows From Investing Activities:						
Acquisition of Fixed Assets	(21,21,380)	(4,44,800)				
requisition of Fixed Assets	(21,21,300)	(4,44,000)				
C. Cash Flows From Financing Activities:						
1. Increase/(Decrease) Unsecured Loan	-	(8,00,00,000)				
2. Increase/(Decrease) in Bank Overdraft	(13,24,47,805)	16,78,39,316				
Net Cash Used in Financing Activities	(13,24,47,805)	8,78,39,316				
Net increase/decrease in cash and cash equivalents	(51,94,514)	50,69,101				
Cash and Cash equivalents at beginning of period	1,64,52,726	1,13,83,625				
Closing Cash in hand and Cash at Bank	1,12,58,212	1,64,52,726				
Net Operating cash inflow per share	117.61	(74.84)				
Their operating easif inflow per share	117.01	(77.04)				

(Zakir Ahmed Zakir) Chief Financial Officer (Kazi Inam Ahmed) Director (Lt. Col. Kazi Shahid Ahmed (Retd.) Managing Director

Notes to the financial statements For the year ended September 30, 2014

### 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 Convention and Going Concern basis in accordance with applicable International Accounting Standards in Bangladesh which do not vary from the requirements of the Companies Act 1994 and the Listing Regulations of the Stock Exchanges, The Securities & Exchange Rules, 1987 and other laws and rules applicable in Bangla-

### e. Application of Bangladesh Accounting Standards (BAS):

The following BASs are applicabled for the financial statements for the year 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 date
- **BAS-12 Income Taxes**
- BAS-16 Property, Plant and Equipments
- BAS-17 Leases 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 local laws 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 applicable in Bangladesh.

### h. Property, Plant and Equipment:

Property, plant and Equipments are stated at historical cost less accumulated depreciation in accordance with BAS 16 "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 of cost 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 27.50 %. 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 18.

### i. Basic Earnings

This represents earnings for the year attributable to ordinary shareholders. There was no preference 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 year.

### 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 under direct 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 the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and revenues and expenses during the period reported. Actual results could differ from those estimates. Estimates are used for accounting 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 2012-13 for all numerical 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 to current year's presentation.

### t. Reporting currency and level of precision:

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

### u. Reporting period:

Financial Statements of the Company cover one financial year from October 01,2013 to September 30,2014

### v. Others:

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

- i) Statement of Financial Position as at September 30, 2014.
- ii) Statement of Comprehensive Income for the year ended September 30, 2014.
- iii) Statement of Changes in Equity for the year ended September 30, 2014.
- iv) Statement of Cash Flows for the year ended September 30, 2014.
- v) Accounting Policies and explanatory notes.



## Stes to The Accounts

### **GEMINI SEA FOOD LIMITED**

Property, plant and Equipment As on September 30, 2014

Property, Plant and Equipment: 07

Written down	villen down value	21,74,654	2,53,95,871	70,70,463	3,67,021	2,24,350	4,63,899	43,35,365	19,219	434	7,13,175	12,913	4,07,77,364
	September 30,2014		5,24,75,991	1,00,57,397	4,58,689	14,05,543	3,49,059	83,99,265	4,06,143	9,816	11,29,750	4,13,434	7,51,05,088
DEPRECIATION	Addition during the year		27,07,030	3,70,651	40,780	24,928	24,416	7,65,064	2,135	48	1,25,854	3,228	40,64,136
	October 01, 2013		4,97,68,961	96,86,746	4,17,909	13,80,616	3,24,644	76,34,201	4,04,008	191,6	10,03,896	4,10,206	7,10,40,952
Dan	Dep. Rate	%0	10%	2%	10%	10%	%5	15%	10%	10%	15%	20%	
	September 30,2014	21,74,654	7,78,71,862	1,71,27,860	8,25,710	16,29,893	8,12,958	1,27,34,630	4,25,362	10,250	18,42,925	4,26,348	11,58,82,452
COST	Addition during the year		20,65,200	56,180	-	•	-		-		-	•	21,21,380
	October 01, 2013	21,74,654	7,58,06,662	1,70,71,680	8,25,710	16,29,893	8,12,958	1,27,34,630	4,25,362	10,250	18,42,925	4,26,348	11,37,61,072
	Particulars	Land & Land Development	Plant & Machinery	Building & Construction	Electrical Fittings	Deep Tube Well	Furniture & Fixture	Vehicle	Loose Tools	Fire Fighting Equipment	Office Equipment	Laboratory Instruments	Total Taka
CI	No.		2	3	4	5	9	7	8	6	10	11	

Charged to:

Administrative & Selling Expenses Cost of goods sold

27,07,030 13,57,106 40,64,136

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			Amount in Taka.			
			Sept. 30,2014	Sept. 30,2013		
03	Advance deposit & Pre-Payments:					
	Deposit With T & T Board against Telex	1,31,350	1,31,350			
	Deposit With Sadharan Bima Corp. against CA	ΔD	10,000	10,000		
	Deposit With PDB against New Transformer		2,31,000	2,31,000		
	Deposit With BOC Bangladesh Ltd.		28,000	28,000		
	Advance income tax on Interest		25,352	-		
	Advance income tax on vehicles		15,000	-		
			4,40,702	4,00,350		
04	Bills Receivable:					
	A. Export					
	Bills Receivable against export					
	Invoice # 048/2013		_	1,01,10,084		
	Invoice # 054/2013		_	1,16,65,757		
	Invoice # 052 & 52 (A)/2013		_	1,27,01,374		
	Invoice # 050/2013		_	1,55,54,541		
	Invoice # 055 & 55 (A)/2013	_	1,45,96,375			
			-	6,46,28,131		
	B. Cash Incentive:					
	Opening Balance		4,20,01,846	2,80,55,123		
	Add: Addition during the year		6,18,93,355	4,39,91,503		
			10,38,95,201	7,20,46,626		
	Less: Received during the year		6,92,46,051	3,00,44,780		
			3,46,49,150	4,20,01,846		
	Total (A+B)		3,46,49,150	10,66,29,977		
05	Closing Stock :					
	Stock of Finished Goods	5.01	12,55,47,482	12,34,64,336		
	Stock Consumable Stores	5.02	23,78,998	53,39,798		
			12,79,26,480	12,88,04,134		
			, , ,	, , ,		
05.01	Stock of Finished Goods	Qty				
05.01	— —	in Kgs				
	Galda	90,738	9,11,23,440	7,75,03,836		
	Bagda	46,963	3,44,24,042	4,59,60,500		
	-		10.55.47.400	10.04.64.006		

On the basis of the certificate given by the management the amount of fixed assets and closing inventory had been recorded .

12,55,47,482

12,34,64,336

# Notes to The Accounts

		Amount i	n Taka.
5.02	Stock Consumable Stores	Sept. 30,2014	Sept. 30,2013
0.02	Stock Solisainasie Stores		
	Master Cartoons	11,91,228	24,90,500
	Inner Cartoons	5,20,468	10,24,560
	Polythin Sheet	32,160	3,15,400
	Count Ticket	6,210	96,800
	Cartoon Tape	2,634	25,400
	Bleaching Powder	62,140	1,10,300
	Printing Items	16,428	80,400
	Oil & Lubricants	4,56,875	8,96,410
	Uniform	5,240	15,468
	Gumboot	32,104	1,24,160
	Hand Gloves	12,432	30,240
	Rubber Shoes	4,687	15,480
	Cap	6,130	21,400
	Musk	3,296	10,400
	Plastic	3,985	15,600
	Plastic Tub	9,425	28,470
	Liquid Soap	6,428	30,400
	Tape Cutter machine	7,128	8,410
		23,78,998	53,39,798
06	Cash and Cash Equivalents:		
	Bangladesh Krishi Bank, C/A No. 1301-0210007431	24,20,593	51,77,271
	Prime Bank Ltd., A/C No. 12711080020847	-	80,523
	Dutch-Bangla Bank Ltd., A/C No. 01711100000032700	84,293	24,79,281
	UCBL, A/C No. 001131000037 6	85,52,115	82,66,860
	Bangladesh Krishi Bank, Khulna, Retention Quota Account -002	1,89,235	1,89,235
	Cash in hand	11,975	2,59,556
		1,12,58,212	1,64,52,726
07	Share Capital		
	Authorised Capital:		
	2,000,000 ordinary share @ Tk. 10 each	2,00,00,000	2,00,00,000
	Issued, Subscribed and Paid up Capital:		

a) Composition of shareholders at end of the period:

1,100,000 ordinary share @ Tk 10 each

Name of the shareholders

Sponsors and Directors Institution General Public

No of shareholders	% of Share	% of Share
863,920 33,590	78.54% 3.05%	78.54% 3.99%
202,490	18.41 %	17.47%
1,100,000	100%	100%

1,10,00,000

1,10,00,000

b) Classification of Shareholders by holdings:

Hoidings	No. of Shareholder	No. of Share
Less than 500 shares 501 to 5,000 shares 5,001 to 10,000 shares 10,001 to 20,000 shares	1,121 92 4 4	82,570 1,21,950 33,900 47,650
20,001 to 30,000 shares 30,001 to above shares	- 5	8,13,930
COM 1 D	1,226	11,00,000

### C) Market Price:

These shares are listed in Dhaka Stock Exchange Ltd. On 30.09.2014 each share was quoted at Tk. 146.00 in Dhaka Stock Exchange Ltd.

08 Retained Earnings:

Opening Balance Current Year Net Profit / (Loss) Tax holiday Reserve Divisble Profit Less: Dividend Paid during the year

09 Reserve for Tax:

Special reserve under section 45 of Income Tax Ordinance 1984

- 10 Bank Overdraft:
  - 1. Bangladesh Krishi Bank, Khulna Branch, Khulna Cash Credit(Pledge) Account No. 1301-0135000018
  - 2. Bangladesh Krishi Bank, Khulna Branch, Khulna Cash Credit(HYpo) Account No. 1301-0134003222
  - 3. Prime Bank Limited, Satmosjid Road Branch, Dhaka Loan Account No. LD1021600001
  - 4. Prime Bank Limited, Satmosjid Road Branch, Dhaka Loan Account No. LD1100200008
- 11 Trading Liabilities:

M/S. Shamim Fish

M/S. Razu Fish

M/S. Julfikar Ali

M/S. Jabber & Co.

M/S. Shibsha Enterprise

M/S. Hazi Fish

M/S.Padma Fish

M/S.Dcrop Ltd

M/S. Two Star

Verious vendor

Amount in Taka.				
<u> </u>				
Sept. 30,2014	Sept. 30,2013			
(18,206,787)	(12,80,190)			
1,532,775	(1,69,26,597)			
935,215	-			
(15,738,797)	(1,82,06,787)			
-	-			
(15,738,797)	(1,82,06,787)			
-	9,35,215			
_	9,35,215			
6,25,58,221	10,20,33,298			
3,20,03,221	10,20,00,20			
9,61,22,593	18,82,36,821			
5,79,868	11,28,081			
3,77,000	11,20,001			
4,65,073	7,75,359			
15,97,25,755	29,21,73,560			
12,48,398	20,500			
2,45,97,120	14,800			
34,23,188	21,000			
96,552	26,780			
96,40,246	10,428			
89,72,146	-			
1,03,571	-			
4,88,111	-			
55,316	-			
6,40,232	- 02.700			
4,92,64,880	93,508			

12	Liabilities for Expenses:
	Electric bill
	Liabilities against Fixed Assets purchase Audit Fees
	Salary
	Telephone Bill
13	Liabilities for Dividend (Unclaimed & Unpaid Dividend): Opening Balance Add: Addition during the period
	Less: Dividend paid during the year
	Tax on Dividend Distribution
14	Revenue:
	Total Shrimp's export during the year
	Add: Cash incentive

14	Revenue: Total Shrimp's export during the year Add: Cash incentive	
15	Cost of Goods Sold :	15.1
	Opening Stock	
	Add: Cost of Production	15.2
	Less: Closing Stock	05
	Cost of Goods Sold	
15.1	Opening Stock:	
	Opening Stock of Finished Goods	
	Opening Stock of Consumable Stores	
	Spening Stock of Consumative Stores	
15.2	Cost of Production:	
	Purchase of Raw Materials	
	Wages & Labour Charges	
	Loading & Unloading	
	Electricity Bill	
	D' 1 11 1 '	

Diesel and Lubricants

Purchase of Consumable Stores Depreciation on Plant and Machinery

Amount in Taka.		
Sept. 30,2014	Sept. 30,2013	
, ,	•	
12,84,507	-	
1,21,000	-	
1,20,000	50,000	
5,02,188	5,10,000	
4,218	4,653	
20,31,913	5,64,653	
4,69,198	3,58,536	
-	16,50,000	
4,69,198	20,08,536	
-	13,73,999	
-	1,65,339	
4,69,198	4,69,198	
89,26,47,213	72,29,79,659	
6,18,93,355	4,39,91,503	
95,45,40,568	76,69,71,162	
12 00 04 124	10.07.75.050	
12,88,04,134	10,27,75,352	
87,91,02,643	73,32,08,025	
1,00,79,06,777	83,59,83,377	
12,79,26,480	12,88,04,134	
87,99,80,297	70,71,79,243	
12,34,64,336	9,67,12,640	
53,39,798	60,62,712	
12,88,04,134	10,27,75,352	
84,25,59,870	69,24,32,132	
80,40,783 4,54,164	65,41,015 3,62,263	
1,49,09,835	1,14,91,562	
15,37,879	11,83,291	
88,93,082	1,83,30,434	
27,07,030	28,67,328	
87,91,02,643	73,32,08,025	

	Amount i	in Taka.
	Sept. 30,2014	Sept. 30,2013
16 Administrative & Selling Expenses:		_
Salary	53,26,257	25,93,815
Director Remuneration	87,70,000	96,00,000
Sea Freight	1,18,25,202	1,01,50,202
Office Rent	3,92,400	3,60,000
Printing & Stationery	56,691	79,428
Entertainment	40,242	29,853
Travelling & Conveyance	3,11,325	1,17,120
Car Expenses	81,266	78,764
Postage & Telegram	36,237	13,865
Telephone & Fax	50,917	54,027
Renewal Fees	3,31,968	3,06,342
Audit Fee	1,20,000	50,000
Repair & Maintenance	64,451	55,447
Papers & Periodicals	7,686	8,650
Insurance Premium	1,94,609	2,38,576
Medical Expenses	45,417	38,146
Electricity Bill	1,16,289	63,549
Bank charges	10,375	21,436
Miscellaneous Expenses	18,562	8,640
Advertisement	3,048	4,520
Write-off of Preliminary Expenses	-	1,56,000
Depreciation	13,57,106	15,34,55
	2,91,60,047	2,55,62,938
17 Financial Expenses:		
17 Financial Expenses :		
1. Cash Credit(Pledge) Account No. 1301-0135000018	2,06,50,030	2,09,84,698
2. Cash Credit(HYpo) Account No. 1301-0134003222	1,29,79,969	1,49,17,403
3. Interest on Loan A/C. L01021600001	1,30,980	2,17,923
4. Interest on Loan A/C. L01100200008	95,313	1,43,976
	3,38,56,292	3,62,64,000
18 Other Income:		
Interest received in STD A/C- 376	1,69,011	1,61,68
Foreign exchange gain/ (Loss)	2,14,895	-
	3,83,906	1,61,68
19 Income Tax Expense :		
Opening Deferred tax liabilities	79,77,960	_
Closing Deferred tax Liabilities  Annex-A	75,96,600	79,77,960
_		
Deferred tax expenses	(3,81,360)	79,77,960
Current tax expenses 19.2	1,02,08,431	70,75,298

25,93,815 96,00,000 1,01,50,202 3,60,000 79,428 29,853 1,17,120 78,764 13,865 54,027 3,06,342 50,000 55,447 8,650 2,38,576 38,146 63,549 21,436 8,640 4,520 1,56,000 15,34,557 2,55,62,938

2,09,84,698 1,49,17,403 2,17,923 1,43,976 3,62,64,000

1,61,681

1,61,681

79,77,960 79,77,960 70,75,298

1,50,53,258

98,27,071

### 19.1 Deferred tax expenses/(income)

### Annexure-A

		Tax Rate	27.50%	
Particulars	Carrying Amount	Tax Base	Temporary Difference	DTL (+) / DTA (-)
NON-CURRENT AND CURRENT ASSETS				
Property, Plant and Equipment	4,07,77,364	1,31,53,366	2,76,23,999	75,96,600
Advance deposit & Pre-Payments	4,40,702	4,40,702	-	-
Advance Income Tax deducted at source	1,02,08,431	1,02,08,431	-	-
Bills Receivable	3,46,49,150	3,46,49,150	-	-
Closing Stock	12,79,26,480	12,79,26,480	-	-
Cash and Cash Equivalents	1,12,58,212	1,12,58,212	-	-
EQUITY				
Share Capital	1,10,00,000	1,10,00,000	-	-
NON-CURRENT AND CURRENT LIABILITIES				
Bank Overdraft	15,97,25,755	15,97,25,755	-	1
Trading Liabilities	4,92,64,880	4,92,64,880	-	-
Liabilities for Expenses	20,31,913	20,31,913	-	-
Liabilities for Dividend (Unclaimed & Unpaid Dividend)	4,69,198	4,69,198	-	-
DeferredTaxLiability				75,96,600

### 19.2 Current Tax expenses:

AIT deducted against Export AIT deducted on STD A/C # 0001 1310000037 6 AIT deducted against Cash Incentive Provision on Non-operating income

### 20 Earning Per Share (EPS):

The computation of EPS is given below: Earning attributable to the shareholders (net profit after tax) Number of shares outstanding during the year Earning per share (EPS)

### 21 Net asset value (NAV) per share:

The computation of NAV is given below:

Net assets

Number of shares outstanding during the year

Net asset value (NAV) per share.

Amount in	n Taka.
Sept. 30,2014	Sept. 30,2013
76,59,914	54,89,046
-	24,252
24,14,150	15,62,000
1,34,367	-
1,02,08,431	70,75,298
15,32,775	(1,69,26,597)
11,00,000	11,00,000
1.39	(15.39)
/	//
(47,38,797)	(62,71,572)
11,00,000	11,00,000
(4.31)	(5.70)

22. 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 17 November, 2014 and recommended 7.5% cash dividend for the year ended September 30, 2014. Thus, total amount of dividend is Tk.8,25,000/- on share capital Tk.1,10,00,000/-. The dividend proposal is subject to Shareholders' approval at the forthcoming Annual General Meeting."

23. Related Party Transactions:

During the year under review, the company has no transactions with related party.

24. Disclosure as per requirment of Schedule XI, part II of the Companies Act.1994

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

Employee position for Gemini Sea food Ltd. (As at 30th September 2014)

Salary -Monthly	Factory	Head Office	Worker	Total
Below 3000/=	-	-	-	-
Above 3000/=	8	3	207	218
Total	8	3	207	218

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

Name of Director	Position	Remuneration	Festival bonus
Mrs. Ameenah Ahmed	Chairperson	21,70,000	Nil
Lt. Col. Kazi Shahid Ahmed (Retd.)	Managing Director	60,00,000	Nil
Mr. Kazi Nabil Ahmed	Director	Nil	Nil
Dr. Kazi Anis Ahmed	Director	Nil	Nil
Mr. Kazi Inam Ahmed	Director	Nil	Nil
Mr. Javed Hosein	Independent Director	3,00,000	Nil
Barrister Kazi Rehan Nabi	Independent Director	3,00,000	Nil
		87,70,000	-

Remunaration paid to the Director from October 01, 2013 to September 30, 2014 Directors except Mrs. Ameenah Ahmed, Lt. Col. Kazi Shahid Ahmed (Retd.), Mr. Javed Hosein and Barrister Kazi Rehan Nabi didn't take any other benefit from the Company.

C. Disclosure as per requirment 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	80%	12,74,868	10,19,895

### 25 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.

### 26 Attendance Status of Board Meeting of Director

During the year ended September 30, 2014, there were 10 (Ten) Board Meeting were held.

Sl.No.	Name of Director	Position	Meeting Held	Attended
1	Mrs. Ameenah Ahmed	Chairperson	10	10
2	Lt. Col. Kazi Shahid Ahmed (Retd.)	Managing Director	10	10
3	Mr. Kazi Nabil Ahmed	Director	10	10
4	Dr. Kazi Anis Ahmed	Director	10	10
5	Mr. Kazi Inam Ahmed	Director	10	10
6	Mr. Javed Hosein	Independent Director	10	8
7	Barrister Kazi Rehan Nabi	Independent Director	10	3

### PROXY FORM

I/W	Ve	of
beir	ing shareholder(s) of GEMINI SEA FOOD LIMITED do hereb	y appoint Mr./Mrs./Ms
of	as my / our	Proxy to attend and Vote for me / us and on my / our behalf
	the 32nd ANNUAL GENERAL MEETING of the company transjid Road, Dhanmondi, Dhaka-1207, on 22nd December, 201	•
As v	witness my / our hand thisday of	2014.
		Affix Revenue Stamp (TK. 20.00)
Sign	gnature of Proxy	Signature of Shareholder
Foli	lio /BO ID	Folio /BO ID.
NO	OTE :	
1.	A member entitled to attend and vote at the meeting may aphis/her behalf.	ppoint his / her Proxy to attend and vote on
2.	Forms of Proxy, duly stamped and signed must be depositional House # 44, Road # 27 (old), 16 (New), Dhanmondi, Dhal	



time appointed for the meeting. In default, forms of Proxy will not be treated as valid.

### ATTENDANCE SLIP

I hereby record my attendance at the 32<sup>nd</sup> ANNUAL GENERAL MEETING being held on 22<sup>nd</sup> December, 2014 at Celebrity Convention Centre, 3B, Satmasjid Road, Dhanmondi Dhaka-1207

Name of Member / Proxy		
Folio /BO ID		
	 Signa	ture

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

### 31st AGM OF GEMINI SEA FOOD LTD.



Members of Board of Directors & others in the dias



Shareholders and others of the company

### 32



Registered & Corporate Office:
House no. 44, Road no. 16 (new), 27 (old),
Dhanmondi, Dhaka-1209, Bangladesh.
Phone: +88-02-9138246-52, Fax: +88-02-8152061
E-mail:gemini@gemcongroup.com
nazrul@gemcongroup.com
Web-site:www.geminiseafood.com