ANNUAL REPORT 2014-15 3^{3 rd} Annual General Meeting









www.geminiseafood.com

THE GEMINI SEA FOOD LIMITED GE



GEMINI SEA FOOD LIMITED





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

BOARD OF DIRECTORS

Mrs. Ameenah Ahmed Lt. Col. Kazi Shahid Ahmed 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 Mr. Kazi Nabil Ahmed Mr. Kazi Inam Ahmed Mr. Khayer ul Alam Suman

AUDIT COMMITTEE Mr. Javed Hosein Lt. Col. Kazi Shahid Ahmed 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 # 16 (New), 27 (Old), Dhanmondi, Dhaka-1209, Bangladesh. Phone : +88-02-9138246-52 Fax : +88-02-8152061 E-mail: nazrul@gemcongroup.com Web-site: www.geminiseafood.com Chairperson Managing Director Director Director (till 9 August, 2015) Director & CEO. Independent Director Independent Director

Managing Director Director Director & CEO. Head of Operation

Chairman Member (from 3 September, 2015) Member Member (till 9 August, 2015)

FACTORY & OFFICE

Village & P.O.: Jabusha P.S.: Rupsha District : Khulna, Bangladesh. Phone : +88-041-800151 Fax : +88-041-800361 E-mail : mk.suman@geminiseafood.com



COMPANY PROFILE

0)1.	Name of the Company	:	GEMINI SEA FOOD LIMITED
0)2.	Business of the Company	:	Processor, packer and exporter of quality frozen raw shrimp, cooked shrimp and white fish.
0)3.	Date of Incorporation	:	16.09.1982
0)4.	Date of Operation	:	03.08.1984
0)5.	Brand Name	:	"MEENA" & "GEMINI"
0	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
0)7.	Sources of Raw Materials	:	The Company processes the firm raised shrimps received from Government FIQC approved sources only. All the shrimps are naturally cultured.
0)8.	Machineries and Equipment	s :	 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)
0)9.	Quality Control	:	The Company possesses a very well set and equippen laboratory with highly professionals copable of carrying out all essential tests and checks requied to ensure best possible hygienic products conforming to the standard as per HACCEP. 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
11.	HACCP Certified	: By FIQC, Since 1998
12.	EU Approval No.	: KLN-14
13.	US FDA Code	: BK-14
14.	US Public Health Security & Bio-terrorism Reg. No.	:12525970880
15.	BRC Global Standard-Food Certificate No.	: GBO 8/74364
16.	IFS Certificate No.	: DE 08/61818917
17.	BAP registration No.	: BAP 599







A Leading Seafood Processor and Exporter in the country





Finest Quality Shrimp & Fish

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.





Monitoring and Control

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 Business



Letter of Transmittal

Iransmittal Letter

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, 2015.

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, 2015 and Income Statement for the year ended September 30, 2015 along with notes thereon for your kind notification and record.

Yours sincerely,

(AFM. Nazrul Islam) Company Secretary



NOTICE OF THE 33RD ANNUAL GENERAL MEETING

7 December, 2015

Notice is hereby given that the 33rd ANNUAL GENERAL MEETING of the shareholders of Gemini Sea Food Limited will be held on Wednesday the 23 December, 2015 at 11.15 am. at the Celebrity Convention Centre, 3B, Satmasjid Road, Dhanmondi, Dhaka to transact the following business:

Agenda-1To receive, consider and adopt the Audited Accounts for the year ended 30 September,
2015 together with the Reports of the Directors and the Auditors' Reports thereon;

- Agenda-2 To approve the recommended dividend for the year ended 30th September, 2015;
- 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;

Agenda-5. To transact any other business with permission of the Chair.

By the order of the Board,

(AFM. Nazrul Islam) Company Secretary

Notes:

- i. The Record date shall be on Tuesday the 8 December, 2015.
- The Shareholders whose names appear in the Share Register of the Company and/or Depository Register of CDBL as on record date i.e. 8 December, 2015 would be entitled to attend at the 33rd AGM & be entitle to the Dividend;
- iii. In pursuance of BSEC's Notification No. SEC/SRMI/2000-953/1950 dated October 24, 2000 gazette on November 07, 2000, the Company shall hold discussions in the Annual General Meeting strictly in conformity with the provisions of the Companies Act, 1994;
- iv. The Proxy form must be affixed with requisite revenue stamp and deposited it at the Registered Office of the Company not later than 48 hours before the time fixed for the meeting;
- v. Admittance to the meeting venue will be strictly on production of the attendance slip attach with the Annual Report. Shareholders also requested to update their signature with their DP for checking at the meeting counter;
- vi. Shareholders bearing BOID are requested to update their respective BOID with 12 digits Taxpayer's Identification Number (e-TIN) and address through Depository Participant (DP) and Shareholders bearing Folio Numbers are requested to submit their 12 digit e-TIN certificate to the Share Department of the Company by 8 December, 2015 latest. Failing which Income Tax at source will be deducted from cash dividend @15% instead of 10%;
- vii. The Annual Report can be availed in the Company's website at <u>www.geminiseafood.com</u>

viii. No Annual Report (AR) will deliver in the AGM venue. By chance any AR has not been delivered in time, the Shareholders are requested to collect the AR from the Share Department of the registered office of the Company no later than 48 hrs. before the date of AGM. অবগতির জন্য ঃ বাংলাদেশ সিকিউরিটিজ এ্যান্ড এক্সচেঞ্জ কমিশনের নোটিফিকেশন নং SEC/CMRRCD/2009 - 193/154 dated 24 October, 2013 অনুযায়ী আসন বার্ষিক সাধারণ সভায় কোন প্রকার উপহার/উপহার কুপন/যাতায়াত ভাতা প্রদানের ব্যবস্থা থাকবে না ।

Notice

GEMINI SEA FOOD LIMITED Reports of the Board of Directors For the year ended 30th September, 2015

Dear shareholders,

We are pleased to submit you the Annual Report along with the Auditors' Report and Audited Financial Statements of the Company for the year ended 30th September 2015.

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:

Bangladesh is the 12^{th} world cultured shrimp producer (2-3% of world production). Bangladesh Fisheries sector contributes 4.39 % to GDP & 2.79% to foreign exchange earnings (3^{rd} position).

Aquaculture is playing a vital role in our seafood industry. Bangladesh's shrimp industry has long been playing a significant role in the national economy. There are 162 fish processing plants in the country, out of which 78 are approved by the Bangladesh government and 75 are approved by the European Union (EU).

2. Business overview:

Overall shrimp exports from Bangladesh decreased last year. Country's export earnings from shrimp stood at \$ 509.72 million in the fiscal year (July to June) 2014-15 showing 7.35% decline compared to that of 2013-14 fiscal's \$550.16 million. Seafood sector failed to reach the target by 10.47%. Bangladesh is unlikely to reach its export target set for the current fiscal year in the wake of the prevailing political unrest, Global economic recession, Devaluation of exchange rate of foreign currencies, impact of Vennamei etc.

According to Export Promotion Bureau (EPB), in the first half of the current fiscal year, Bangladesh earned from total export sectors \$14.9bn, which is 4.42% less than that of the export target of \$15.6bn for the period.

On the other hand, the export growth had showed a slower trend to 1.56% in July-December period, the lowest in the last five year.

From the beginning of the black tiger shrimp season the demand of black tiger shrimp in the international market dropped significantly due to the new cheaper species of Vennamei shrimp. Bangladesh Govt. did not allow the Vennamei shrimp culture in Bangladesh yet. Where as in nearby countries like India, Vietnam, Indonesia and Thailand the Vennamei production is almost double this year. Therefore vennamei price dropped and there is a significant negative impact on Black tiger demand and price. As a result the Black tiger sales price dropped more than 30% this year.

Moreover, the European importers were in very conservative mood due to abrupt devaluation of Euro this year. The Euro exchange rate against USD dropped 25% at the beginning of the season in April. Still the euro is under pressure due to economic recession in Europe which discourages the European importers from importing.

The slide in shipments on the western customers shift towards the lower priced vennamei, supplied in ample quantity by India, Thailand and Vietnam; slow economic recovery in the Eurozone and the weakness of the euro and the Russian Ruble.

However Investors will be glad to know that after long time USA market started to roll this year. Hopefully USA imports will be at desired level at the end of this year. Despite the economic recession Russian importers have started to response and we hope it will be a good avenue for us in the near future. As we are working with Fin fish fillet for last four years in Japanese Market there is a scope to grow.

3. Segment wise Performance:

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

4. Risks, Concerns and Advantages:

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

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

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

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

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

As still we are practicing the traditional extensive culture system the Black tiger shrimp production is 250 kg to 300 kg per hectare. Whereas in other countries like Vietnam, India etc. they are practicing intensive culture system and producing 1700 to 2000 Kg per hectare. That's why their Black tiger is more price competitive than ours.

The Department of Fisheries (DoF) has taken different initiatives to increase the traditional 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 to 300 Kg. Recently some intensive cultures have been started in Satkhira Area.



5. Possible Growth and Future Developments:

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

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

Due to changing lifestyle and consumption pattern, people 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.

By exporting to newer markets that enabling us to expand more besides two major markets EU and USA.

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

At last we would like to thank our valued 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. 83.66 crore as compared to last year's cost of goods sold of Tk. 88.00 crore. The decrease is proportionate to decrease in sales which mean we are able to maintain the higher level of GP% of last year. During the year, 12,48,164 kg of shrimps have been produced as against last year's production of 10,19,895 kg. 67% production capacity has been utilized during this year.

b. Gross Profit:

The company has achieved an export turn-over of Tk. 90.52 crore during the year ended 30^{th} September 2015. Last year's turn-over was Tk. 95.45 crore. The decrease in turnover is 5.16%. Gross profit Tk. 6.87 crore has been earned during the year as against last year's gross profit of Tk. 7.46 crore.

c. Net Profit:

Net profit (after tax) earned during the year was 75.66 lacs as compared to last year's net profit of (after tax) of Tk. 15.33 lacs. The situation has improved mainly due to decrease in interest cost and administrative and selling expenses. We were able to maintain higher sale without compromising the price or GP%.



7. Extra-Ordinary gain or loss:

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

- 8. **Related party transactions:** During the year under review, the company has no transactions with related party.
- 9. Utilization of proceeds from public issues and/ or rights issues: There was no right share issue offered during the year.
- 10. Financial results after the Company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Offer, Direct Listing, etc.: N/A
- 11. Variance between Quarterly Financial performance and Annual Financial Statements: There is no significant variance to report.
- 12. Remunerations to Directors including Independent Directors have been itemized in the note no. 24(B).
- 13. The financial statements has been prepared by the management of the issuer Company present fairly its state of affairs, the result of its operations, cash flows and changes in equity
- 14. Proper books of account of the issuer company have been maintained;
- 15. Appropriate accounting policies have been consistently applied in preparation of the financial statements and that the accounting estimates are based on reasonable and prudent judgment;
- 16. International Accounting Standards (IAS)/Bangladesh Accounting Standards (BAS)/ International Financial Reporting Standards (IFRS)/Bangladesh Financial Reporting Standards (BFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there-from has been adequately disclosed;
- 17. The system of internal control is sound in design and has been effectively implemented and monitored;
- 18. There are no significant doubts upon the issuer Company's ability to continue as a going concern.
- 19. Deviation from the last year's operating results:

The financial performance has comparatively been improved during this year mainly due to decrease in interest cost and administrative and selling expenses. We are in dialogue with Bangladesh Krishi Bank (BKB) to reduce the interest rates.

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

Particulars	30-09- 2015	30-09- 2014	30-09-2013	30-09-2012	30-09- 2011	30-09-2010
Turn Over	90,52,38,895	95,45,40,568	76,69,71,162	121,62,93,005	1,07,78,83,336	51,66,32,861
Gross Profit	6,86,58,556	7,45,60,271	5,97,91,919	8,34,37,700	7,39,42,596	3,54,37,756
Profit before Tax	1,58,04,778	1,13,59,845	(18,73,339)	1,97,82,500	1,61,05,472	70,85,405
Net Profit After Tax	75,74,428	15,32,775	(1,69,26,596)	1,19,71,259	1,04,24,022	40,64,419
Earnings Per Share (EPS)	6.89	1.39	(15.39)	10.88	94.76	36.95
Dividend per share of	1.50	0.75	No dividend	1.50	15.00	12.00
Tk.10.00						

Operational Data:

Financial Data:

Particulars	30-09- 2015	30-09- 2014	30-09- 2013	30-09- 2012	30-09- 2011	30-09- 2010
Total Assets	37,40,18,941	21,50,51,908	29,50,07,307	21,84,78,038	25,74,71,321	23,48,85,565
Property, Plant and Equipment	11,93,68,142	11,58,82,452	11,37,61,072	11,33,16,272	10,73,26,733	9,58,46,566
Property, Plant and Equipment-Net	4,04,13,990	4,07,77,364	4,27,20,120	4,66,77,205	4,56,02,810	3,90,80,992
Gross Working Capital	33,36,04,951	17,42,74,544	25,22,87,187	17,03,64,643	20,01,11,062	17,52,73,102
Net Working Capital	(3,12,05,079)	(3,79,19,561)	(4,89,91,691)	(3,61,78,180)	(4,54,25,044)	(4,76,77,248)
Working Capital Loan	31,05,63,402	15,97,25,755	30,01,51,519	20,43,34,244	24,28,68,321	20,97,10,722
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
Share Holders Equity	20,10,631	(47,38,797)	(62,71,571)	1,06,55,025	3,33,766	(84,40,256)

21. Dividend:

In consideration with the investment of honorable Shareholders, the Board of Directors has recommended cash Dividend of TK.16,50,000/- at the rate of Tk. 1.50 per share of Tk. 10.00 for the year of 2014-15 i.e. 15% on paid up Capital of the Company.



22. Board meetings:

The number of Board Meeting and the attendance of Directors during the year of 2014-2015 have been enumerated in the note no.26.

23. Pattern of Share Holdings:

Name-wise details

Nos. of Shares

- a) Parent/Subsidiary/Associated Companies and other related Parties -nil-
- **b**) Directors, Chief Executive Officer, Chief Finance Officer, Company Secretary, Head of Internal Audit as under:

Names	Status	Shareholdings as on 30.09.15
Mrs. Ameenah Ahmed	Chairperson	2,39,104
Lt. Col. Kazi Shahid Ahmed (Retd.)	Managing Director	3,88,220
Mr. Kazi Nabil Ahmed	Director	33,000
Dr. Kazi Anis Ahmed	Director (upto 09-08-15)	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
Mr. Md. Abu Hafiz	Head of Internal Audit	Nil

c) Senior Corporate Executives:

Nil

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

Names	Status	No. of Shares
Mrs. Ameenah Ahmed	Chairperson	2,39,104
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 Association of the Company and according to the term of rotation Mrs. Ameenah Ahmed and Mr. Kazi Nabil Ahmed retire by rotation as Directors at the upcoming Annual General Meeting and both being eligible offer themselves for re-appointment. The Board recommended their re-appointment.

Meantime, Dr. Kazi Anis Ahmed, a Director of the Company has resigned on 9 August, 2015 from his office of Director due to unavoidable reasons. After his resignation the numbers of Independent Director subsequently slashed as per BSEC notification dated 7 August, 2012. Mr. Javed Hosein Independent Director & Chairman of the Audit Committee is going to retire on 24 December, 2015, due to that none is require to replace the said Independent Director position of the Company.

The details work profiles of retiring Directors are given below:

Mrs. Ameenah Ahmed Chairperson

Mrs. Ameenah Ahmed is getting hold the Chairpersonship of the following prestigious business institutions:

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

Directorship of the following business houses:

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

She is a hon'ble member of the Board of Ttustees of Kazi Shahid Foundation, University of Liberal Arts Bangladesh Trust;

She is engaged herself in the Social, Cultural & Economic activities of the Country. She is the founding President & Vice-President of a renowned cultural organization "Rabirag" and "Rabindra Sangeet Shilpi Sangstha" respectively in Bangladesh; She is also president of Meena Trust.

Mr. Kazi Nabil Ahmed Director

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

After education, he involved in different businesses, socio-economic development activities of the Country;

Mr. Kazi Nabil Ahmed is a dignitary and renowned personality in the country in respect of important portfolio and business:

He is the elected Hon'rable Member of Parliament from Jessore-3 Sadar;

He is the Vice-President of the Bangladesh Football Federation (BFF);



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

He is also Sponsor Director of the following prestigious business Institutions of the Country:

Gemini Sea Food Limited, Gemcon Limited, Kazi & Kazi Tea Estate Limited, Ajker Kagoj Limited, Charka Steel Limited, Bengal Herbal Garden Limited, Meena Sweets & Confectionaries Limited, Khaborer Kagoj Prokashan Limited, Gemcon Tea Estate Limited, and Gemcon Sea Food Limited;

He is also Sponsor Director of National English Daily i.e. Dhaka Tribune and a Bengali Daily i.e. AJKER KAGOJ;

He is the Member of the University of Liberal Arts Bangladesh (ULAB) Trust to develop pragmatic & sustainable education and culture in Bangladesh through ULAB University. He is the member of the Audit Committee of the Company.

Dr. Kazi Anis Ahmed

Dr. Kazi Anis Ahmed has resigned on 9 August, 2015 from the Directorship of the Company due to unavoidable reasons and the Board has accepted his resignation.

Retirement of Independent Director:

Mr. Javed Hosein, Independent Director was appointed from 24 December, 2012 for a period of 3 (three) years according to BSEC notification no. BSEC/CMRRCD/2006-158/134/Admin/44 dated 7-8-2012 and the tenure of ending service will be effective on 23 December, 2015. Mr. Javed Hosein was also the Chairman of the Audit Committee.

After retirement of Mr. Javed Hosein, the other Independent Director, Barrister Kazi Rehan Nabi will act as Chairman of the Audit Committee as per Board decision with effect from 24 December, 2015.

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 the this General Meeting. Being eligible, offer themselves for appointment as Auditor for the Accounting year of 2015 - 2016 and agreed with the remuneration of TK. 1,20,000 (Taka one lac twenty thousand) only. The Board Directed to place the proposal before the honorable shareholders in the ensuing 33^{rd} AGM -2015 of GSFL for approval.

26. Corporate Governance Compliance Report:

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

27. 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.

Ameened Ahmed

(Ameenah Ahmed) Chairperson



পরিচালনা পর্ষদের প্রতিবেদন

৩০শে সেপ্টেম্বর, ২০১৫ইং সালের সমাপ্ত বৎসরের কোম্পানীর পরিচালনা পর্ষদের প্রতিবেদন সম্মানিত শেয়ারহোল্ডারগন,

জেমিনি সি ফুড লিঃ এর পরিচালনা পর্ষদের পক্ষ থেকে আপনাদের সমীপে কোম্পানীর ৩০শে সেপ্টেম্বর, ২০১৫ইং তারিখে সমাপ্ত বৎসরের অডিটরের অডিটকৃত রিপোর্টসহ আর্থিক প্রতিবেদন এবং কোম্পানীর সংক্ষিপ্ত কার্যক্রম উপস্থাপন করছি।

পরিচালনা পর্ষদের প্রতিবেদন প্রনয়নের ক্ষেত্রে কোম্পানী আইন ১৯৯৪ এর ১৮৪ ধারা ও বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের (বিএসইসি) নোটিফিকেশন নং-এসইসি/সিএমআরআরসিডি/২০০৬-১৫৮/১৩৪/প্রশাসন/৪৪, তারিখ আগস্ট ০৭, ২০১২ অনুসরন করা হয়েছে, যা নিম্নে সংক্ষিপ্তকারে আপনাদের সমীপে উপস্থাপিত হ'লঃ

<u>১. শৈল্পিক কাঠামোঃ</u>

বাংলাদেশ বিশ্বের ১২তম চিংড়ী উৎপাদনকারী রাষ্ট্র (বৈশ্বিক উৎপাদনের ২-৩%)। মৎস্য খাত জিডিপি'র ৪.৩৯% এবং বৈদেশিক মুদ্রা অর্জনে ২.৭৯% (৩য় তম)দেশের অর্থনীতিতে অবদান রাখছে।

Aquaculture সামুদ্রিক মৎস্য শিল্পে অত্যাবশ্যক ভূমিকা পালন করছে। হিমায়িত চিংড়ী শিল্প বাংলাদেশের জাতীয় অর্থনীতিতে তাৎপর্যপূর্ন ভূমিকা পালন করে চলেছে। দেশে ১৬২ টি প্রক্রিয়াকরন পস্নান্ট চলমান রয়েছে, তারমধ্যে ৭৮টি বাংলাদেশ সরকারের এবং বাকী ৭৫ টি ইউরোপীয় ইউনিয়ন (EU) কর্তৃক অনুমোদিত।

২. <u>ব্যবসায়িক কার্যক্রম</u>ঃ

গত বৎসর বাংলাদেশ হতে সার্বিক চিংড়ী রপ্তানী হ্রাস পেয়েছে। ২০১৪-১৫(জুলাই-জুন) অর্থ বৎসরে হিমায়িত চিংড়ী রপ্তানী হতে ৫০৯.৭২ মিলিয়ন ডলার আয় হয়েছে, যা ২০১৩-১৪ অর্থ বৎসরের আয় ৫৫০.১৬ মিলিয়ন ডলারের চেয়ে ৭.৩৫% কম। এ বৎসর সামুদ্রিক মৎস্য খাত হতে রপ্তানী লক্ষ্যমাত্রা ১০.৪৭% পৌছাতে ব্যর্থ হয়েছে।

দেশে বিদ্যমান রাজনৈতিক অস্থিতিশীল/অসন্তোষ, বৈশ্বিক অর্থনৈতিক মন্দা, বৈদেশিক মুদ্রার বিনিময় হারের অবমূল্যায়ন এবং Vennamei প্রজাতির চিংড়ী অতিমাত্রায় প্রভাবের কারনে চলতি অর্থ বৎসরে বাংলাদেশ চিংড়ী রপ্তানীর লক্ষ্যমাত্রায় পৌছানো অসম্ভাব্য।

রপ্তানী উন্নয়ন ব্যুরো (Export Promotion Bureau) মতে, চলতি অর্থ বৎসরে প্রথম ৬(ছয়) মাসে বাংলাদেশ রপ্তানী খাত হতে মোট ১৪.৯ বিলিয়ন ডলার আয় করেছে, যা রপ্তানীর লক্ষ্যমাত্রা ১৫.৬ বিলিয়ন ডলারের চেয়ে ৪.৪২% কম।

পক্ষান্তরে, জুলাই-ডিসেম্বর মাসে রপ্তানী প্রবৃদ্ধি ১.৫৬% কম অর্জিত হয়েছে, যা বিগত ৫(পাঁচ) বৎসরের মধ্যে সবচেয়ে কম।

ইউরো'র আকস্মিক অবমূল্যায়নের কারনে এ বৎসর ইউরোপের আমদানীকারকেরা অত্যন্ত সংরক্ষনশীলতায় ছিলেন। এপ্রিলে মৌসুম শুরুতে ডলারের বিপরীতে ইউরো'র বিনিময় হার ২৫% হ্রাস পেয়েছে। এখনও ইউরোপে অর্থনৈতিক মন্দার কারনে ইউরো চাপের মুখে থাকার কারনে আমদানীকারকেরা চিংড়ী আমদানীতে নিরম্নৎসারিত আছেন।

Black Tiger চিংড়ীর মৌসুম শুরুতে Vennamei Shrimp নতুন সুলভ প্রজাতির চিংড়ীর কারনে বিশ্ব বাজারে Black Tiger প্রজাতির চিংড়ীর চাহিদা তাৎপর্যপূর্নভাবে হ্রাস পেয়েছে। বাংলাদেশ সরকার এখন পর্যন্ত Vennamei Shrimp উৎপাদনে অনুমতি প্রদান করেনি। এ বৎসর ভারত, ভিয়েতনাম, ইন্দোনেশিয়া এবং থাইল্যান্ড প্রায় Vennamei Shrimp এর উৎপাদন প্রায় দ্বিগুন করেছে। সুতরাং Vennamei Shrimp এর মূল্য হ্রাস পাওয়ায় Black Tiger Shrimp এর চাহিদা ও মূল্যের উপর ঋনাত্বক প্রভাব বিস্তার করেছে। ফলে ই lack Tiger Shrimp এর বিক্রয় মূল্যেও উপর ৩০% বেশী হ্রাস পেয়েছে।



ইউরোজোনে মন্থর অর্থনৈতিক পুনরুদ্ধার কর্মসূচী, রাশিয়ার রুবেল এবং ইউরো'র দুর্বলতার কারনে পশ্চিমা বিশ্বের Customers ভারত, থাইল্যান্ড এবং ভিয়েতনাম কর্তৃক প্রচুর পরিমানে উৎপাদিত, সরবরাহকৃত এবং নিরুপিত কম মূল্যের Vennamei Shrimp এর প্রতি ঝুকে পড়ছে,যেখানে Black Tiger উৎপাদনকারীগণ ঝুকিতে রয়েছেন।

সন্মানিত বিনিয়োগকারীগণ শুনে খুশী হবেন যে, দীর্ঘদিন পর এ বৎসর মার্কিন বাজারে চিংড়ী প্রচুর পরিমানে আসতে শুরু করেছে। আশা করা যায়, মার্কিন যুক্তরাষ্ট্র এ বৎসর শেষে অভীষ্ট পর্যায়ে চিংড়ী আমদানী করবে। অর্থনৈতিক মন্দা সত্বেও রাশিয়ার আমদানীকারকেরা সাড়া দিতে শুরু করেছে। আশা করি অদুর ভবিষ্যতে এটি আমাদের চিংড়ী শিল্পের জন্য সুফল বয়ে আনবে। যেহেতু, আমরা বিগত পাঁচ বৎসর ধরে জাপানের বাজারে Fin Fish Fillet নিয়ে কাজ করছি, সেহেতু জেমিনি'র সেখানেও রপ্তানীর সুযোগ রয়েছে।

৩. বিভাজন অনুযায়ী চিংড়ীর অবদানঃ

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

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, মধ্যসত্ব (ফড়িয়া), উচ্চ তাপমাত্রায় সময়ের আধিক্যতা এবং সচেতনতার অভাবজনিত কারন।

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

স্বাদ ও বর্ণের কারনে বাংলাদেশ বিশ্ব বাজারে চিংড়ীর স্বাতস্ত্রসূচক জায়গা খুঁজে পেয়েছে। পূর্ব এশিয়া এবং ভারতের Vennami shrimp চিংড়ী রপ্তানীকারক কর্তৃক প্রদন্ত মূল্যের বিপরীতে বাংলাদেশে উৎপাদিত চিংড়ী রপ্তানীর জন্য প্রতিনিয়ত সংগ্রাম করছে।

Early Moryality Syndrome (EMS) এখনও প্রভার থাকার কারনে চীন, ভিয়েতনাম, থাইল্যান্ড এবং ভারতের চিংড়ী শিল্প এখনও ঝূঁকিতে রয়েছে। বাংলাদেশ ও অনুরূপ ঝূঁকি হতে সম্পূর্ণ ঝুঁকিমুক্ত নয়।

আমরা প্রতি হেক্টরে ২৫০ কেজি হতে ৩০০ কেজি Black Tiger চিংড়ী ব্যাপকহারে উৎপাদনে রত। ভিয়েতনাম, ভারত প্রতি হেক্টরে ১,৭০০ কেজি হতে ২,০০০ কেজি চিংড়ী উৎপাদন করছে। সে কারনে এ সমস্ত দেশে adjusted pricing এর ক্ষেত্রে উৎপাদিত Black Tiger shrimp এর মূল্য আমাদের উৎপদিত চিংড়ীর চেয়ে সুবিধাজনক অবস্থায় আছে।

বাংলাদেশ সরকারের মৎস্য বিভাগ খুলনা অঞ্চলে চিংড়ীর উৎপাদন প্রথাগতভাবে বৃদ্ধির লক্ষ্যে বিভিন্ন পদক্ষেপ গ্রহন করেছে এবং প্রতি হেক্টরে ২৫০ কেজি হতে ৩০০ কেজি চিংড়ী উৎপাদনের ক্ষমতা হতে প্রতি হেক্টরে ৩৫০ কেজি হতে ৪০০ কেজি উৎপাদনে উক্ত বিভাগ ইতিমধ্যে সাফল্য পেয়েছে। সম্প্রতি সাতক্ষীরা অঞ্চলে চিংড়ীর প্রথাগত উৎপাদন বৃদ্ধির জন্য বেশ কিছু পদক্ষেপ গ্রহন করা হয়েছে, যা বাংলাদেশে এ শিল্পের এক আশাব্যাঞ্জক দিক।



৫. শিল্প সম্পর্কিত দৃষ্টিভঙ্গি এবং এর উন্নয়ন সম্ভাবনাঃ

বিশ্ব বাজারে বাংলাদেশের উৎপাদিত Black Tiger shrimp এবং বঙ্গপোসাগরের Fin Fish, কাঁকড়া, শাক-সজি এবং সামুদ্রিক আগাছা'র বিশাল সম্ভাবনা রয়েছে।

তদুপরি, মূল্য সংযোজিত পন্যের বিশাল বাজার রয়েছে। অপ্রচলিত পন্য বিশেষকরে অর্গানিক এবং টেকশই পন্যদ্রব্যের চাহিদা বাড়ছে। সুতরাং, পূর্ব-পশ্চিমে বাজার সম্প্রসারনে অত্র শিল্পের ব্যাপক সম্ভাবনা রয়েছে। আমরা ইতিমধ্যে ঔ সকল পন্য যেমন অর্গানিক এবং মূল্য সংযোজিত পন্য (ভাজা মাছ, টুকরো করে কাটা মাছ) চালু করা এবং বর্তমান বাজার অক্ষুন্ন রেখে নতুন বাজার সম্প্রসারনে জন্য কাজ করছি। সম্ভবতঃ অচিরেই আমরা এ ক্ষেত্রে সফলতা অর্জন করব।

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 পন্যের এবং বাজার বিশেষনের মাধ্যমে সম্ভাব্যতা যাচাই এর কাজ করছি।

নতুন বাজারে আমাদের রপ্তানী ছাড়াও ইউরোপ ও মার্কিন যুক্তরাষ্ট্রে আরো বাজার সম্প্রসারনে আমরা সক্ষম হব। আমাদের উদ্দেশ্য হচ্ছে পরিবর্তিত পরিস্থিতিতে সামৃদ্রিক মৎস্য উৎপাদনের পরিবেশে ব্যবসাকে যথাস্থানে রেখে লাভ ও আস্থা সর্বোচ্চ পরিমানে বাড়ানো।

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

<u>(ক)</u> বিক্রিত পন্যের ব্যয় বিশেস্নষণঃ

এই বৎসর বিক্রিত পন্যের ব্যয় ছিল ৮৩.৬৬ কোটি টাকা, যা গত বৎসর ছিল ৮৮.০০ কোটি টাকা । বিক্রয় আনুপাতিক হারে বৃদ্ধি পাওয়ায় গত বৎসরের জিপি'র উচ্চ মাত্রা বজায় রাখতে সক্ষম হই। চলতি বৎসর ১২,৪৮,১৬৪ কেজি চিংড়ী উৎপাদিত হয়েছে, যা গত বৎসর ছিল ১০,১৯,৮৯৫ কেজি। চলতি বৎসর উৎপাদন ক্ষমতার ৬৭% ব্যবহৃত হয়েছে।

(খ) মোট মুনাফাঃ

৩০শে সেপ্টেম্বর, ২০১৫ইং সমাপ্ত অর্থ বৎসরে কোম্পানী রপ্তানী হতে অর্জিত আয় ৯০.৫২ কোটি টাকা, গত বৎসর ছিল ৯৫.৪৫ কোটি টাকা। গত বৎসরের তুলনায় বিক্রয় ৫.১৬% হ্রাস পেয়েছে। এ বৎসর মোট মুনাফা অর্জিত হয়েছে ৬.৮৭ কোটি টাকা, যা গত বৎসর ছিল ৭.৪৬ কোটি টাকা।

(গ) নীট মুনাফাঃ

এ বৎসর (কর পরবর্তী) নীট মুনাফা হয়েছে ৭৫.৬৬ কোটি টাকা, যা গত বৎসর ছিল (কর পরবর্তী) নীট লাভ ১৫.৩৩ কোটি টাকা। সুদের হার, প্রসাশনিক এবং বিক্রয়জনিত খরচ<u>হ</u>াস পাওয়া কারনে এ অবস্থার উন্নতি হয়েছে। আমরা এ বৎসর জিপি'র হার অক্ষন্ন 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. <u>আন্তঃসম্পর্কিত কোম্পানীর লেনদেন সমূহ</u>ঃ

এ বৎসর আন্তঃসম্পর্কিত কোন লেনদেন হয় নাই।

৯. পাবলিক ইস্যু অথবা রাইট ইস্যু হতে প্রাপ্ত তহবিলের ব্যবহারঃ

এ বৎসর কোন পাবলিক ইস্যু অথবা রাইট শেয়ার ইস্যু হয়নি।



- ১০. Initial Public Offering(IPO), Repeat Public Offering(RPO), Rights Offer, Direct Listing <u>ইত্যাদি থেকে অর্থ বা তহবিল প্রান্তির পর কোম্পানীর আর্থিক অবস্থাঃ</u> 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 করা 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 কোনরুপ তাৎপর্যপূর্ণ সন্দেহের অবকাশ নেই।
- ১৯. গত বৎসরের পরিচালনগত ফলাফলের সাথে চলতি বৎসরের পার্থক্যঃ

সুদের হার, প্রসাশনিক এবং বিক্রয়জনিত খরচ হ্রাস পাওয়া কারনে আর্থি অবস্থার উন্নতি সাধিত হয়েছে। সুদের হার কমানোর ব্যাপারে আমরা বাংলাদেশ কৃষি ব্যাংকের সাথে আলোচনারত আছি।

২০. পূববর্তী পাঁচ বৎসরের মূখ্য পরিচালন এবং অর্থনৈতিক উপাত্তঃ

<u>পরিচালন তথ্যঃ</u>

বিবরন	৩০-৯-২০১৫	৩০-৯-২০১৪	৩০-৯-২০১৩	৩০-৯-২০১২	৩০-৯-২০১১	৩০-৯-২০১০
মোট বিক্রয় লদ্ধ আয়	৯০,৫২,৩৮,৮৯৫	৯৫,৪৫,৪০,৫৬৮	૧৬,৬৯,૧১,১৬২	১ ૨১,৬২,৯৩,০০৫	১,০৭,৭৮,৮৩,৩৩৬	৫১,৬৬,৩২,৮৬১
মোট লাভ	৬,৮৬,৫৮,৫৫৬	१,8৫,৬০,২৭১	৫,৯৭,৯১,৯১৯	୫,৩୫,৩৭,৭୦୦	ঀ,৩৯,৪২,৫৯৬	७,৫৪,৩৭,৭৫৬
কর পূর্ববর্তী লাভ	३,৫৮,०৪,৭৭৮	১,১৩, ৫৯,৮৪৫	(১৮,৭৩,৩৩৯)	১,৯৭,৮২,৫০০	১,৬ ১,০৫,৪૧২	<u>१०,</u> ४৫,8०৫
কর পরবর্তী লাভ	৭৫,৭৪,৪২৮	১৫,৩২,৭৭৫	(১,৬৯,২৬,৫৯৬)	১,১৯,৭১,২৫৯	১ ,०8, ২ 8,०২২	৪০,৬৪,৪১৯
শেয়ার প্রতি আয়	৬.৮৯	১.৩৯	(১৫.৩৯)	\$0. bb	৯৪.৭৬	৩৬.৯৫
শেয়ার প্রতি লভ্যাংশ	۵.۴۵	०.१৫	কোন ডিভিডেন্ড নাই	\$.৫০	\$6.00	\$2.00



	অর্থনৈতিক উপাত্তঃ					
বিবরন	সেপ্টেম্বর ৩০, ২০১৫	সেপ্টেম্বর ৩০, ২০১৪	সেপ্টেম্বর ৩০, ২০১৩	সেপ্টেম্বর ৩০, ২০১২	সেপ্টেম্বর ৩০, ২০১১	সেপ্টেম্বর ৩০, ২০১০
মোট সম্পদ	৩৭,৪০,১৮,৯৪১	২১,৫০,৫১,৯০৮	২৯,৫০,০৭,৩০৭	২১,৮৪,৭৮,০৩৮	૨૯,૧৪,૧১,৩২১	૨৩, 8৮,৮৫,৫৬৫
সম্পত্তি, যন্ত্রপাতী ও যন্ত্রাংশ-মোট	১ ,৯৩,৬৮,১৪২	\$\$, @&,& ₹ ,8@₹	১ ,৩૧,৬১,૦૧૨	১১,৩৩,১৬,২৭২	১০,৭৩,২৬,৭৩৩	৯,৫৮,৪৬,৫৬৬
সম্পত্তি, যন্ত্রপাতী ও যন্ত্রাংশ-নিট	৪,০৪,১৩,৯৯০	୫,୦ ੧, ੧੧, ৩ ৬୫	8,२ ٩,२०, ১ २०	8,৬৬,૧૧,૨૦૯	৪,৫৬,০২,৮১০	৩,৯০,৮০,৯৯২
মোট চলতি মূলধন	৩৩,৩৬,০৪,৯৫১	३ १,8२,१8, ৫ 88	૨૯,૨૨,৮૧,১৮૧	\ 9,0 0 ,৬8,৬8৩	૨૦,૦১,১১,૦৬૨	১ ૧, ૯ ૨,૧૭,১૦૨
নীট চলতি মূললধন	(৩,১২,০৫,০৭৯)	(৩,৭৯,১৯,৫৬১)	(8,৮৯,৯১,৬৯১)	(৩,৬১,৭৮,১৮০)	(8,¢8,২¢,088)	(8,૧৬,૧૧,૨৪৮)
চলতি মূলধন ঋণ	७३,०৫,৬৩,৪०२	১ ৫,৯৭,২৫,৭৫৫	৩০,০১,৫১,৫১৯	૨૦, 8 ৩,৩8,૨88	૨ 8, ૨৮,৬৮,৩૨১	૨૦,৯૧,১૦,૧૨૨
শেয়ার মূলধন	۵,۵٥,٥٥,٥٥٥	۵ <u>,</u> ۵٥,٥٥,٥٥٥	۵,۵٥,٥٥,٥٥٥	٥,٥٥,٥٥٥	۵,۵٥,٥٥,٥٥٥	۵,۵٥,٥٥,٥٥٥
সংরক্ষন এবং উদ্বৃত্ত	-	-	৯,৩৫,২১৫	৯,৩৫,২১৫	৯,৩৫,২১৫	৯,৩৫,২১৫
শেয়ার মালিকদের ইকুইটি	২০,১০,৬৩১	(89,05,959)	(৬২,૧১,૯૧১)	১ ,०৬,৫৫,०२৫	৩,৩৩,৭৬৬	(৮৪,৪০,২৫৬)

<u>অর্থনৈতিক উপাত্তঃ</u>

২১. <u>লভ্যাংশঃ</u>

সম্মানিত শেয়ারকোল্ডারদের বিনিয়োগ বিবেচনা করে কোম্পানির পরিচালনা পর্ষদ ২০১৪-১৫ হিসাব বৎসরে প্রতি ১০(দশ) টাকার শেয়ারের জন্য ১.৫০ টাকা হারে মোট ১৬,৫০,০০০/- (ষোল লক্ষ পঞ্চাশ হাজার) টাকা অর্থাৎ কোম্পানীর পরিশোধিত মূলধনের উপর ১৫% লভ্যাংশ প্রদানের সুপারিশ করেছেন।

২২. বোর্ড সভাঃ

২০১৪-২০১৫ইং বৎসরে পরিচালনা পর্ষদের অনুষ্ঠিত সভার সংখ্যা এবং উক্ত সভায় পরিচালককববৃন্দের উপস্থিতির তালিকা নোট নং ২৬ এ বিস্তারিত বর্ননা করা হয়েছে।

২৩. শেয়ারহোল্ডিং সংক্রান্ত বিবরনঃ

নাম অনুসারে বিবরন	শেয়ারের সংখ্যা
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ক) প্যারেন্ট/সাবসিডিয়ারী/এসোসিয়েটেড কোম্পানী এবং অন্যান্যঃ শুন্য

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



নাম	পদবী	৩০.৯.২০১৫ইং তারিখে শেয়ারহোল্ডিং অবস্থান
মিসেস আমিনা আহমেদ	চেয়ারপারসন	২,৩৯,১০৪
লেঃ কর্নেল কাজী শাহেদ আহমেদ(অব.)	ব্যবস্থাপনা পরিচালক	৩,৮৮,২২০
জনাব কাজী নাবিল আহমেদ	পরিচালক	৩৩ ,০০০
ড. কাজী আনিস আহমেদ	পরিচালক (০৯-০৮-১৫ পর্যন্ত)	ঀ৮,৮০০
জনাব কাজী ইনাম আহমেদ	পরিচালক ও প্রধান নির্বাহী কর্মকর্তা	ঀ৾৾৻৻ঽ৮০
জনাব জাভেদ হোসেন	স্বতন্ত্র পরিচালক	শুন্য
জনাব কাজী রেহান নবী	স্বতন্ত্র পরিচালক	শুন্য
জনাব জাকির আহমেদ জাকির	প্রধান অর্থ কর্মকর্তা	শুন্য
জনাব এএফএম নজরুল ইসলাম	কোম্পানী সেক্রেটারী	শুন্য
জনাব মোঃ আবু হাফিজ	প্রধান, অভ্যন্তরীন অডিট কর্মকর্তা	শুন্য

গ) উর্দ্ধতন করপোরেট নির্বাহীগণঃ

শুন্য

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

ক্রমিক	নাম	পদবী	শেয়ারের সংখ্যা
۶.	মিসেস আমিনা আহমেদ	চেয়ারপারসন	২,৩৯,১০৪
ર.	লেঃ কর্নেল কাজী শাহেদ আহমেদ (অব.)	ব্যবস্থাপনা পরিচালক	৩,৮৮,২২০

২৪. কোম্পানীর পরিচালকবৃন্দের নিয়োগ/পুনঃনিয়োগঃ

কোম্পানীর সংঘবিধি ১১৯ আর্টিকেলস্ অনুসারে মিসেস আমিনা আহমেদ এবং জনাব কাজী নাবিল আহমেদ পরিচালকদ্বয় পরিচালক পদ হতে পর্যায়ক্রমে অবসর গ্রহন করেছেন। তারা যোগ্য বিধায় পরিচালক পদে পুনঃনির্বাচনের জন্য প্রস্তাব করা হয়। মিসেস আমিনা আহমেদ এবং জনাব কাজী নাবিল আহমেদ এর জীবন বৃত্তান্ত নিমুরুপঃ

অনিবার্য কারনবশতঃ ড. কাজী আনিস আহমেদ পরিচালকের পদ হতে ২০১৫ইং সনের ০৯ই আগস্ট পদত্যাগ করেন। তাঁর পদত্যাগের পর বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের (বিএসইসি) নোটিফিকেশন, তারিখ আগস্ট ০৭, ২০১২ অনুযায়ী স্বতন্ত্র পরিচালকের সংখ্যা সঙ্কুচিত হয়ে যায়। অন্য স্বতন্ত্র পরিচালক স্থলাভিসিক্ত না হওয়ার কারনে ডিসেম্বর ২৪, ২০১৫ইং তারিখে জনাব জাভেদ হোসেন স্বতন্ত্র পরিচালক ও অডিট কমিটির চেয়ারম্যানের পদ হতে পদত্যাগ করতে যাচ্ছেন। তাঁর স্থলাভিসিক্ত হতে যাচ্ছেন বিদ্যমান স্বতন্ত্র পরিচালক ব্যারিস্টার কাজী রেহান নবী।

অবসর প্রাপ্ত পরিচালকের বিস্তারিত জীবন বৃত্তান্ত নিম্নে প্রদত্ত হ'লঃ



মিসেস আমিনা আহমেদ

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

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

তিনি ইউনিভার্সিটি অব্ লিবারেল আর্টস্ আংলাদেশ ট্রাস্ট এবং কাজী শাহেদ ফাউন্ডেশনের সম্মানিত সদস্য;

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

তিনি বাংলাদেশের অন্যতম সাংস্কৃতিক সংগঠন 'রবিরাগ' এবং 'রবীন্দ্র সংগীত শিল্পী সংস্থা'র সহ-সভানেত্রী;

তিনি বর্তমানে মিনা ট্রাস্টের প্রেসিডেন্ট হিসাবে দায়িত্বরত আছেন।

জনাব কাজী নাবিল আহমেদ

জনাব কাজী নাবিল আহমেদ লন্ডনের ব্রাউন ইউনিভার্সিটি হতে অর্থনীতিতে বিএ(অনার্স) এবং লন্ডন স্কুল অব্ ইকোনমিক্র হতে কমপ্যারাটিভ পলিটিক্মে এমএসসি ডিগ্রী অর্জন করেন;

ডশক্ষা জীবন শেষে তিনি দেশের বিভিন্ন ব্যবসায়ী, সামাজিক ও অর্থনৈতিক উন্নয়নমূলক কর্মকান্ডে নিজেকে নিয়োজিত রেখেছেন;

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

তিনি যশোর সদর-৩ আসন হতে নির্বাচিত সন্মানিত সংসদ সদস্য;

তিনি বাংলাদেশ ফুটবল ফেডারেশনের (বাফুফে) নির্বাচিত সন্মানিত সহ-সভাপতি;

তিনি পাথর লিমিটেডর চেয়ারম্যান এবং চরকা এসপিসি পোলস লিঃ, করতোয়া টি এস্টেট লিঃ, রওশন পুর টি ফ্রন্টিয়ার লিঃ'র ব্যবস্থাপনা পরিচালক;

তাছাড়া, জনাব কাজী নাবিল আহমেদ জেমিনি সি ফুড লিঃ, জেমকন ফুড এন্ড এগ্রিকালচারাল প্রডাক্টস লিঃ, মিনা সুইট এন্ড কনফেকশনারীজ লিঃ, বেঙ্গল হার্বাল গার্ডেন লিঃ, জেমকন লিমিটেড, চরকা স্টিল লিঃ, জেম জুট লিঃ, জেমকন সিটি লিঃ, কাজী এন্ড কাজী টি এস্টেট লিঃ,জেমকন সি ফুড লিঃ এবং জেমকন টি এস্টেট লিঃ, খবরের কাগজ পাবলিকেশন্স লিঃ ইত্যাদি প্রতিষ্ঠিত কোম্পানীর পরিচালক হিসাবে কর্মরত;



তিনি বহুল প্রচারিত জাতীয় ইংরেজী দৈনিক 'ঢাকা ট্রিবিউন' এবং বাংলা দৈনিক 'আজকের কাগজ' এর উদ্যোক্তা পরিচালক;

দেশের শিক্ষা ও সংস্কৃতির যথার্থ উন্নয়নে প্রতিষ্ঠিত বেসরকারী বিশ্ববিদ্যালয় 'University of Liberal Arts Bangladesh (ULAB) Trust এর 'Board of Trust' এর সন্মানিত সদস্য এবং কাজী শাহেদ ফাউন্ডেশনের ভাইস চেয়ারম্যান হিসাবে নিয়োজিত।

ড. কাজী আনিস আহমেদ

অনিবার্য কারন বসতঃ ড.কাজী আনিস আহমেদ গত ৯ আগষ্ট, ২০১৫ইং তারিখে পরিচালকের পদ হতে অব্যহতি প্রদান করেন এবং পরিচালনা পর্ষদ কর্তৃক উক্ত অব্যহতি গৃহীত হয়।

সতন্ত্র পরিচালকের অবসর গ্রহনঃ

বিগত ২৪ ডিসেম্বর, ২০১২ইং তারিখে বাংলাদেশ সিকিউরিটিজ এন্ড এক্সচেঞ্জ কমিশনের (বিএসইসি) নোটিফিকেশন নং-এসইসি/সিএমআরআরসিডি/২০০৬-১৫৮/১৩৪/প্রশাসন/৪৪, তারিখ আগস্ট ০৭, ২০১২ অনুসারে জনাব জাভেদ হোসেনকে ৩ (তিন) বৎসরের জন্য কোম্পানীর স্বতন্ত্র পরিচালক হিসাবে নিয়োগ প্রদান করা হয়েছিল। তাঁর কার্যকালের মেয়াদ ২০১৫ইং সালের ২৩ ডিসেম্বর শেষ হবে। জনাব জাভেদ হোসেন কোম্পানীর অডিট কমিটিরও চেয়ারম্যান ছিলেন। জনাব জাভেদ হোসেন স্বতন্ত্র পরিচালকের পদ হতে অবসর গ্রহন করায় পরিচালনা পর্ষদের সিদ্ধান্ত মোতাবেক ব্যারিস্টার রেহান নবীকে কোম্পানীর অডিট কমিটির চেয়ারম্যান হিসাবে দায়িত্ব পালন করিবেন, যা ২০১৫ইং সনের ২৪শে ডিসেম্বর হতে কার্যকর হবে।

২৫. <u>নিরীক্ষক নিয়োগঃ</u>

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 রহমান মোস্তফা আলম এন্ড কোংকে ২০১৫-২০১৬ অর্থ বৎসরে কোম্পানীর নিরীক্ষক পদে পুনঃনিয়োগের জন্য প্রন্তাব করেছেন। ৩৩তম 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. <u>উপসংহার</u>ঃ

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

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(আমিনা আহমেদ) 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:

	Title	Compliance Status		Remarks
Condition no.		(Put√in the appropriate column)		
		Complied	Not complied	(if any)
1	Board of Directors:			
1.1	Board Size the number of the board members of the company shall not be less than 5 (five) and more than 20 (twenty):	√		
1.2	Independent Director :			
1.2 (i)	At Least one fifth (1/5) of the total member of directors in the Company & Board shall be independent Directors	√		
1.2 (ii) a)	Who either does not hold any share or holds less than 1% shares of the total paid up shares	V		
1.2 (ii) b)	Not connected with any sponsor/director/shareholders who holds 1% or more share of the total paid up share on the basis of family relationship	V		
1.2 (ii) c)	Does not have any other relationship, whether pecuniary or otherwise with the company or its subsidiary/associated companies	V		
1.2 (ii) d)	Not a member, director or officer of any stock exchange			
1.2 (ii) e)	Not a shareholder, director or officer of any member of stock exchange or an intermediary of the Capital Market	\checkmark		
1.2 (ii) f)	Not a partner or an executive or was not a partner or an executive during the preceding 3 (three) years of the concerned company's statutory audit firm	V		
1.2 (ii) g)	Not be an independent director in more than 3 (three) listed companies	V		
1.2 (ii) h)	Not been convicted by a court of competent justification as a defaulter in payment of any loan to Bank or a NBFI	\checkmark		
1.2 (ii) i)	Not been convicted for a criminal offence involving moral turpitude	\checkmark		
1.2 (iii)	Nominated by the board of directors and approved by the shareholders in the Annual General Meeting (AGM)	V		
1.2 (iv)	Not remain vacant for more than 90 (ninety) days	\checkmark		
1.2 (v)	Board shall lay down a code of conduct of all Board members and annual compliance of the code to be recorded	\checkmark		
1.2 (vi)	Tenure of office of an independent director shall be for a period of 3 (three) years, which may be extended for 1 (one) term only	√		
1.3	Qualification of Independent Director (ID)			
1.3 (i)	Knowledge of Independent Directors Background of Independent Directors	√ √		
1.3 (ii) 1.3 (iii)	Special cases for qualifications	√ N/A		
1.3 (11)	Individual Chairman of the Board and CEO	N/A √		
	The Directors' Report to Shareholders:	V		
1.5 1.5 (i)	Industry outlook and possible future developments in the	√		
	industry			
1.5 (ii)	Segment-wise or product-wise performance Risks and concerns	\checkmark		
1.5 (iii)				
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



1.5 (vi)	Basis for related party transactions	N/A	No such event
1.5 (vii)	Utilization of proceeds from public issues, right issues & /or through any other instruments	N/A	during the year
1.5 (viii)	Explanation if the financial results deteriorate after the company goes for IPO, RPO, Rights Offer, Direct Listing	N/A	
1.5 (ix)	Significant variance	√	
1.5 (x)	Remuneration to directors including independent directors		
1.5 (xi)	Fairness of Financial Statement		
1.5 (xii)	Maintenance of Proper books of accounts		
1.5 (xiii)	Application of appropriate accounting policies and estimates		
1.5 (xiv)	Followed IAS, BAS, IFRS and BFRS in preparation of financial statements	√	
1.5 (xv)	Soundness of internal control system		
1.5 (xvi)	Ability of Gemini Sea Food Ltd. (GSFL) to continue as a going concern	\checkmark	
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	\checkmark	
1.5 (xix)	Declaration of Dividend	\checkmark	
1.5 (xx)	Number of Board meetings held during the year and attendance by each director	\checkmark	
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	\checkmark	
1.5 (xxi)c)	Executives		
1.5 (xxi)d)	Shareholders holding ten percent (10%) or more voting interest in the company (name wise details)	\checkmark	
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	V	
3 (iii)	Responsibility of the Audit Committee		
3.1	Constitution of the Audit Committee:		
3.1 (i)	At least 3 (three) members		
3.1 (ii)	Appointment of members of the Audit Committee		
3.1 (iii)	Qualification of Audit Committee Members		
3.1 (iv)	Terms of Service of Audit Committee Members		
3.1 (v)	Secretary of Audit Committee		
3.1 (vi)	Quorum of Audit Committee		
3.2	Chairman of the Audit Committee(AC):		
3.2 (i)	Board of Directors shall select the Chairman of AC		
3.2 (ii)	Chairman of the AC shall remain present in the Annual General Meeting.	√	
3.3	Role of Audit Committee:		



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3.3 (i)	Oversee the financial reporting process.	\checkmark	
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	V	
3.3 (vii)	Review the adequacy of internal audit function	\checkmark	
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	\checkmark	
3.3 (x)	Disclosure about the uses/applications of funds raised by IPO/Right issue		
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
3.4.1 (ii)b)	Material defect in the internal control system	N/A	to report 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	\checkmark	
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) 6 (i) b)	Reviewed the materially untrue of the financial statement Reviewed about compliance of the accounting standard		
6 (ii)	Reviewed about fraudulent, illegal or violation of company's code of conduct	√	
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		
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S. R. ISLAM & CO. Chartered Accountants NOOR BHABAN 219/1, FAKIRAPOOL MOTIJHEEL, DHAKA-1000

PHONE: 7192350

2 November, 2015

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, 2012.

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 7th August, 2012.

S.R. I s l a m & C o. Chartered Accountants



AUDIT COMMITTEE REPORT

For the year 2014-2015

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 August, 2012.

The committee normally meets in the next month of every quarter. During the year 2014-15, 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 statutory 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.

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(Javed Hosein) Chairman, Audit Committee



CEO & CFO'S DECLARATION TO THE BOARD OF DIRECTORS

November 16, 2015

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

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

Dear Sirs,

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

- 1. We have reviewed the financial statements for the year ended on 30 September, 2015 and to the best of our knowledge and belief that_
- a) the statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
- b) the statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws.
- 2. To the best of our knowledge and belief, no transaction entered into by the company during the year which are fraudulent, illegal or violation of the company's code of conduct.

(Zakir Ahmed Zakir) Chief Finance Officer

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(Kazi Inam Ahmed) Director & CEO.



Value Added Statement - 2015

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 2015	%	Amount 2014	%
905,238,895		954,540,568	
863,752,593		917,363,453	
156,594		383,906	
41,642,896	100%	37,561,021	100%
21,160,797	50.81%	22,137,040	58.94%
8,321,714	19.98%	9,827,071	26.16%
78,726	0.19%	-	0.00%
658,167	1.58%	-	0.00%
30,219,404	72.57%	31,964,111	85.10%
11,423,493	<mark>27.43%</mark>	5,596,910	14.90%
41,642,896	100%	37,561,021	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, 2015, 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 & Annexure-B.

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, 2015, 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.

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Dated : Dhaka November 17,2015

Rahman Mostafa Alam & Co. Chartered Accountants


Statement of Financial Position

As at	September	30, 2015	
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		Amount	in Taka
Particulars	Notes	September 30,2015	September 30,2014
Assets :			
Non-Current Assets			
Property, Plant and Equipment	02	40,413,990	40,777,364
Current Assets		333,604,951	174,274,544
Advance Deposit & Pre-Payments	03	664,770	440,702
Bills Receivable	04	35,406,895	34,649,150
Closing Stock	05	294,035,089	127,926,480
Cash and Cash Equivalents	06	3,498,197	11,258,212
Total Assets		374,018,941	215,051,908
Equity & Liabilities :			
Equity		2,010,631	(4,738,797)
Share Capital	07	11,000,000	11,000,000
Retained earnings	08	(8,989,369)	(15,738,797)
Non-Current Liabilities			
Deferred Tax	AnnexB	7,198,280	7,596,600
Current Liabilities		364,810,030	212,194,105
Bank Overdraft	9	310,563,402	159,725,755
Trading Liabilities	10	49,912,242	49,264,880
Liabilities for Expenses	11	2,148,594	2,031,913
Liabilities for Dividend	12	544,667	469,198
Provision for WPPF	13	1,451,950	567,992
Provision for tax on other income		189,175	134,367
Total Equity and Liabilities		374,018,941	215,051,908
Net asset value (NAV) per share.	21	1.83	(4.31)

Accounts

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(Zakir Ahmed Zakir) **Chief Finance Officer**

(AFM. Nazrul Islam) Company Secretary

In In Al (Kazi Inam Ahmed) **Director & CEO**

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

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

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Rahman Mostafa Alam & Co. Chartered Accountants

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

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Statement of Comprehensive Income For the year ended September 30, 2015

Particulars	Notes	Amount in Taka		
Faiticulais	Notes	2014-2015	2013-2014	
Revenue	14	905,238,895	954,540,568	
Cost of Goods Sold	15	836,580,339	879,980,297	
Gross Profit		68,658,556	74,560,271	
Operating Expenses				
Administrative and Selling expenses	16	24,704,978	29,160,047	
Profit before financial expense		43,953,578	45,400,224	
Finance costs	17	27,515,156	33,856,292	
Profit after financial expense		16,438,423	11,543,932	
Non- Operating Income	18	156,594	383,906	
Profit before Contribution to WPPF		16,595,017	11,927,838	
Provision for WPPF during the year		790,239	567,992	
Profit/(loss) before tax		15,804,778	11,359,845	
Income tax expenses		8,230,350	9,827,071	
Current Tax	19	8,628,670	10,208,431	
Deferred Tax	19.1	(398,320)	(381,360)	
Net Profit after tax		7,574,428	1,532,775	
Other comprehensive income				
Total comprehensive income for the year		7,574,428	1,532,775	
Earning per Share(EPS)	20	6.89	1.39	

(Zakir Ahmed Zakir) Chief Finance Officer

(AFM. Nazrul Islam) Company Secretary

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(Kazi Inam Ahmed) Director & CEO

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

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Rahman Mostafa Alam & Co. Chartered Accountants

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

Accounts



Statement of Changes in Equity For the year ended September 30, 2015

Particulars	Share capital	Tax holiday Reserve	Retained earnings	Total equity
	Taka	Taka	Taka	Taka
Balance as at October 01, 2013	11,000,000	935,215	(18,206,787)	(6,271,572)
Total comprehensive income for the year	-	-	1,532,775	1,532,775
Tax holiday Reserve	-	(935,215)	935,215	-
Final dividend	-	-	-	-
Balance as at September 30,2014	11,000,000	-	(15,738,797)	(4,738,797)
Balance as at October 01, 2014	11,000,000	-	(15,738,797)	(4,738,797)
Total comprehensive income for the year	-	-	7,574,428	7,574,428
Final dividend	-	-	(825,000)	(825,000)
Balance as at September 30,2015	11,000,000	=	(8,989,369)	2,010,631

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(Zakir Ahmed Zakir) Chief Finance Officer

(AFM. Nazrul Islam) Company Secretary

In In Al

(Kazi Inam Ahmed) Director & CEO

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



Statement of Cash flows

For the year Ended September 30, 2015

Particulars	Amuon	t in Taka
	2014-2015	2013-2014
A. Cash Flows From Operating Activities:		
Cash receipts from customers	904,481,151	1,026,521,395
Cash Paid to Supplies	(999,390,206)	(827,224,240)
Cash paid to employees and others	(23,296,894)	(26,335,682)
Cash Generated from Operations	(118,205,949)	172,961,473
Interest paid	(27,515,156)	(33,856,292)
Non operating income received	156,594	383,906
Income taxes paid	(8,797,930)	(10,114,416)
Net Cash from Operating Activities	(154,362,440)	129,374,671
B. Cash Flows From Investing Activities:		
Acquisition of Fixed Assets	(3,485,690)	(2,121,380)
	(-,,,	(),,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,
C. Cash Flows From Financing Activities:		
Increase/(Decrease) in Bank Overdraft	150,837,647	(132,447,805)
Dividends paid	(749,531)	(,,,
		(400,447,005)
Net Cash Used in Financing Activities	150,088,116	(132,447,805)
		(= (= (= ()
Net increase/decrease in cash and cash equivalents	(7,760,015)	(5,194,514)
Cash and Cash equivalents at beginning of period	11,258,212	16,452,726
Closing Cash in hand and Cash at Bank	3,498,197	11,258,212

Net Operating cash inflow per share

(Zakir Ahmed Zakir) Chief Finance Officer

Company Secretary

In In A (AFM. Nazrul Islam) (Kazi Inam Ahmed)

Director & CEO

(140.33)

117.61

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

Accounts



Notes to the financial statements For the year ended September 30, 2015

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 Bangladesh.

e. Application of Bangladesh Accounting Standards (BAS):

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

Deferred tax

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

I. Bills Receivable:

Export bills receivables are stated at the original invoice value.

m. Creditors and Accrued Expenses:

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

n. Earnings Per Share:

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



i. Basic Earnings

This represents earnings for the year attributable to ordinary shareholders. There was 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 2013-14 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 01,2014 to September 30,2015.

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, 2015.
- ii) Statement of Comprehensive Income for the year ended September 30, 2015.
- iii) Statement of Changes in Equity for the year ended September 30, 2015.
- iv) Statement of Cash Flows for the year ended September 30, 2015.
- v) Accounting Policies and explanatory notes.



Schedule of Property, plant and Equipment As on September 30, 2015 Annexure-A

Ū			COST		200		DEPRECIATION		Writton down
No.	Particulars	October 01, 2014	Addition during the year	September 30,2015	Lep. Rate	October 01, 2014	Addition during the year	September 30,2015	value
~	Land & Land Development	2,174,654		2,174,654	%0				2,174,654
~	Plant & Machinery	77,871,862	3,485,690	81,357,552	10%	52,475,991	2,651,380	55,127,371	26,230,181
ო	Building & Construction	17,127,860	•	17,127,860	5%	10,057,397	353,523	10,410,920	6,716,940
4	Electrical Fittings	825,710	•	825,710	10%	458,689	36,702	495,391	330,319
2	Deep Tube Well	1,629,893	-	1,629,893	10%	1,405,543	22,435	1,427,978	201,915
9	Furniture & Fixture	812,958		812,958	5%	349,059	23,195	372,254	440,704
2	Vehicle	12,734,630	•	12,734,630	15%	8,399,265	650,305	9,049,570	3,685,060
ω	Loose Tools	425,362	•	425,362	10%	406,143	1,922	408,065	17,297
ი	Fire Fighting Equipment	10,250		10,250	10%	9,816	43	9,859	391
10		1,842,925		1,842,925	15%	1,129,750	106,976	1,236,726	606,199
11	Laboratory Instruments	426,348		426,348	20%	413,434	2,583	416,017	10,331
	Total Taka	115,882,452	3,485,690	119,368,142		75,105,088	3,849,064	78,954,152	40,413,990

Charged to :

Administrative & Selling Expenses Cost of good sold

2,651,380 1,197,684 3,849,064	
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Chief Finance Officer (Zakir Ahmed Zakir)

(AFM. Nazrul Islam) Company Secretary

the In Aul

(Kazi Inam Ahmed) Director & CEO

63

Managing Director

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





		Notes	Amount	in Taka.
		NOLES	Sept. 30,2015	Sept. 30,2014
02	Property, plant and equipment :			
	A. Cost :			
	Opening Balance of Cost		115,882,452	113,761,072
	Add: Addition during the year		3,485,690	2,121,380
	0 , - - - - - - - - - -		119,368,142	115,882,452
	B. Depreciation :			
	Opening Balance		75,105,088	71,040,952
	Charge to Income statement		3,849,064	4,064,136
			78,954,152	75,105,088
				,,
	Written Down Value (A-B)		40,413,990	40,777,364
	(Details have been shown in Annexure-A.)			
03	Advance deposit & Pre-Payments :			
	Deposit With T & T Board against Telex		131,350	131,350
	Deposit With Sadharan Bima Corp. against CAD		10,000	10,000
	Deposit With PDB against New Transformer		231,000	231,000
	Deposit With BOC Bangladesh Ltd.		28,000	28,000
	Advance income tax on Interest		48,841	25,352
	Advance income tax on Import		165,578	-
	Advance income tax on vehicles		50,000	15,000
			664,770	440,702
04	Bills Receivable :			
	B. Cash Incentive :			
	Opening Balance		34,649,150	42,001,846
	Add: Addition during the year		57,823,693	61,893,355
,			92,472,843	103,895,201
	Less: Received during the year		57,065,949	69,246,051
			35,406,895	34,649,150
05	Closing Stock :			
	Stock of Finished Goods	5.01	292,163,900	125,547,482
	Stock Consumable Stores	5.02	1,871,189	2,378,998
			294,035,089	127,926,480
0= 0 -		Qty		
05.01	Stock of Finished Goods :	in Kgs		
	Galda	32,856	33,184,560	91,123,440
	Bagda	353,387	258,979,340	34,424,042
			292,163,900	125,547,482



		Not	toe	Amount	in Taka.
		Nor	185	Sept. 30,2015	Sept. 30,2014
	5.02	Stock Consumable Stores :			
		Master Cartoons		1,020,500	1,191,228
		Inner Cartoons		415,480	520,468
		Polythin Sheet		15,468	32,160
		Count Ticket		2,456	6,210
		Cartoon Tape		1,856	2,634
		Bleaching Powder		32,145	62,140
		Printing Items		20,468	16,428
		Oil & Lubricants		325,468	456,875
		Uniform		2,546	5,240
		Gumboot Hand Gloves		12,358 5,875	32,104 12,432
		Rubber Shoes		2,357	4,687
		Cap		1,258	6,130
		Musk		1,024	3,296
Ŭ		Plastic		2,685	3,985
		Plastic Tub		3,548	9,425
		Liquid Soap		3,129	6,428
		Tape Cutter machine		2,568	7,128
				1,871,189	2,378,998
	06	Cash and Cash Equivalents :			
		Bangladesh Krishi Bank, A/C No. 1301-0210007431		1,438,650	2,420,593
		Prime Bank Ltd., A/C No. 12711080020847		_	
		Dutch-Bangla Bank Ltd., A/C No. 0171110000003270		35,967	84,293
		UCBL, A/C No. 0013301000000264		1,762,549	8,552,115
		Bangladesh Krishi Bank, Khulna, Retention Quota A/C-002)	189,235	189,235
		Cash in hand	-	71,796	11,975
				3,498,197	11,258,212
	07	Share Capital :			
	-	Authorised Capital :			
		-		20.000.000	20,000,000
H		2,000,000 ordinary share @ Tk. 10 each		20,000,000	20,000,000
		Issued,Subscribed and Paid up Capital :			
Ì		1,100,000 ordinary share @ Tk 10 each		11,000,000	11,000,000
		a) Composition of shareholders at end of the period :			

Name of the shareholders	No of shares	% of Share	% of Share
Sponsors and Directors Institution General Public	863,920 19,327 216,753	78.54% 1.76% 19.70%	78.54% 3.05% 18.41%
	1,100,000	100%	100%



Notes	Amount	in Taka.
Notes	Sept. 30,2015	Sept. 30,2014

b) Classification of Shareholders by holdings :

Hoidings	No. of Shareholder	No. of Share
Less than 500 shares	927	71,804
501 to 5,000 shares	111	163,699
5,001 to 10,000 shares	1	6,475
10,001 to 20,000 shares	3	43,618
20,001 to 30,000 shares	-	-
30,001 to 40,000 shares	1	33,000
40,001 to 50,000 shares	-	-
50,001 to 100,000 shares	2	154,080
100,001 to 1,000,000 shares	2	627,324
1,000,001 to 1,000,000,000 shares		-
	1,047	1,100,000

C) Market Price:

These shares are listed in Dhaka Stock Exchange Ltd. On 30.09.2015 each share was quoted at Tk. 398.10 in Dhaka Stock Exchange Ltd.

08	Retained Earnings :		
	Opening Balance	(15,738,797)	(18,206,787)
	Current Year Net Profit / (Loss)	7,574,428	1,532,775
	Tax holiday Reserve	-	935,215
	Final dividend	(825,000)	-
		(8,989,369)	(15,738,797)
09	Bank Overdraft :		
	1. Bangladesh Krishi Bank, Khulna Branch, Khulna		
	Cash Credit Pledge Account No. 1301-0135000018	179,690,768	62,558,221
	 Bangladesh Krishi Bank, Khulna Branch, Khulna Cash Credit HYpo Account No. 1301-0134003222 	100 446 242	06 400 500
	3. Prime Bank Limited, Satmosjid Road Branch, Dhaka	100,416,313	96,122,593
	Loan Account No. LD1021600001	-	579,868
	4. Prime Bank Limited, Satmosjid Road Branch, Dhaka		
	Loan Account No. LD1100200008 5. Bangladesh Krishi Bank, Khulna Branch, Khulna	152,246	465,073
	Loan against Cash Incentive A/C No. 1301-1058000048	10,509,875	-
	6. Bangladesh Krishi Bank, Khulna Branch, Khulna		
	Loan against Cash Incentive A/C No. 1301-1058000066	3,910,200	-
	 Bangladesh Krishi Bank, Khulna Branch, Khulna Loan against Cash Incentive A/C No. 1301-1058000100 	10,660,000	_
	8. Bangladesh Krishi Bank, Khulna Branch, Khulna	10,000,000	
	Loan against Cash Incentive A/C No. 1301-1058000119	5,224,000	_
40	The store 1 to bill the store	310,563,402	159,725,755
10	Trading Liabilities :	400 470	4 040 000
	M/S. Shamim Fish	463,476	
	M/S. Razu Fish	24,906,307	
	M/S. Rana Fish	4,003,064	, ,
	M/S. Jabber & Co. M/S. Shibsha Enterprise	96,552 3,872,641	96,552 9,640,246
	M/S. Hazi Fish	8,402,979	
	M/S.Padma Fish	105,428	
	M/S.Drubo Fish	5,073,923	488,111
	M/S. Jamila Fish	2,034,817	-
	Verious vendor	953,055	
		49,912,242	49,264,880



		Notes	Amount in Taka.		
		Notes	Sept. 30,2015	Sept. 30,2014	
11	Liabilities for Expenses :				
	Electric bill		1,691,688	1,284,507	
	iabilities aginst Fixed Assets purchase		-	121,000	
	Audit Fees		120,000	120,000	
	Salary and remuneration		90,000	502,188	
	Felephone Bill		4,153	4,218	
	/AT Payable for Rent		8,100	-	
	nterest Payable		234,653	-	
			2,148,594	2,031,913	
12 L	Liabilities for Dividend (Unclaimed & Unpaid Div	vidend) :	460 109	460 109	
	Dpening Balance Add: Addition during the period		469,198 825,000	469,198	
<i></i>	au. Audition during the period		1,294,198	469,198	
1	ess: Dividend paid during the year		658,167	+03,130	
	ess: Tax on Dividend Distribution		91,364	_	
			544,667	469,198	
				,	
	Provision for WPPF :		F67 000		
	Opening Balance		567,992	-	
	During the year		790,239	567,992	
F	Add: Interest		93,719 1,451,950	- 567,992	
			1,431,930	507,552	
14 F	Revenue :				
Т	Fotal Shrimp's export during the year		847,415,202	892,647,213	
Ĩ	Add: Cash incentive		57,823,693	61,893,355	
			905,238,895	954,540,568	
15	Cost of Goods Sold :				
	Opening Stock	15.1	127,926,480	128,804,134	
	Add : Cost of Production	15.2	1,002,688,948	879,102,643	
			1,130,615,428	1,007,906,777	
	Less : Closing Stock	05	294,035,089	127,926,480	
	Cost of Goods Sold		836,580,339	879,980,297	
15.1	Opening Stock :				
15.1	Opening Stock : Opening Stock of Finished Goods		125,547,482	123,464,336	
15.1			2,378,998	5,339,798	
	Opening Stock of Finished Goods Opening Stock of Consumable Stores			5,339,798	
	Opening Stock of Finished Goods		2,378,998	5,339,798	
	Opening Stock of Finished Goods Opening Stock of Consumable Stores Cost of Production : Purchase of Raw Materials		2,378,998 127,926,480 967,057,213	5,339,798 128,804,134 842,559,870	
	Opening Stock of Finished Goods Opening Stock of Consumable Stores Cost of Production : Purchase of Raw Materials Wages & Labour Charges		2,378,998 127,926,480 967,057,213 9,850,682	5,339,798 128,804,134 842,559,870 8,040,783	
	Opening Stock of Finished Goods Opening Stock of Consumable Stores Cost of Production : Purchase of Raw Materials Wages & Labour Charges Loading & Unloading		2,378,998 127,926,480 967,057,213 9,850,682 233,664	5,339,798 128,804,134 842,559,870 8,040,783 454,164	
	Opening Stock of Finished Goods Opening Stock of Consumable Stores Cost of Production : Purchase of Raw Materials Wages & Labour Charges Loading & Unloading Electricity Bill		2,378,998 127,926,480 967,057,213 9,850,682 233,664 12,637,766	5,339,798 128,804,134 842,559,870 8,040,783 454,164 14,909,835	
	Opening Stock of Finished Goods Opening Stock of Consumable Stores Cost of Production : Purchase of Raw Materials Wages & Labour Charges Loading & Unloading Electricity Bill Diesel and Lubricants		2,378,998 127,926,480 967,057,213 9,850,682 233,664 12,637,766 846,520	5,339,798 128,804,134 842,559,870 8,040,783 454,164 14,909,835 1,537,879	
	Opening Stock of Finished Goods Opening Stock of Consumable Stores Cost of Production : Purchase of Raw Materials Wages & Labour Charges Loading & Unloading Electricity Bill		2,378,998 127,926,480 967,057,213 9,850,682 233,664 12,637,766	5,339,798 128,804,134 842,559,870 8,040,783 454,164 14,909,835	



	Notos	Amount in Taka.	
	Notes	Sept. 30,2015	Sept. 30,2014
16	Administrative & Selling Expenses :	4 0 5 0 4 4 5	F 000 0F7
	Salary	4,950,115	5,326,257
	Director Remuneration	6,360,000	8,770,000
	Sea Freight	10,197,754	11,825,202
	Office Rent	392,400	392,400
	Printing & Stationery Entertainment	40,245 30,243	56,691 40,242
	Travelling & Conveyance	305,468	311,325
	Car Expenses	72,135	81,266
	Postage & Telegram	25,435	36,237
	Telephone & Fax	44,009	50,917
	Renewal Fees	344,635	331,968
	Audit Fee	120,000	120,000
	Repair & Maintenance	45,350	64,451
	Papers & Periodicals	6,548	7,686
	Insurance Premium	213,260	194,609
	Medical Expenses	52,150	45,417
	Electricity Bill	187,843	116,289
	Bank charges	9,450	10,375
	Miscellaneous Expenses	15,285	18,562
	Advertisement	1,250	3,048
	Depreciation	1,197,684	1,357,106
	Interest charge on WPPF	93,719	-
17	Financial Expenses :	24,704,978	29,160,047
17	•		
	01. Cash Credit Pledge Account No. 1301-0135000018	13,744,749	20,650,030
	02. Cash Credit HYpo Account No. 1301-0134003222	11,801,766	12,979,969
	03. Interest on Loan A/C. L01021600001	36,709	130,980
	04. Interest on Loan A/C. L01100200008	42,017	95,313
	05. Loan against Incentive A/C No. 1301-1058000020	1,165,187	-
	06. Loan against Incentive A/C No. 1301-1058000048	379,875	-
	07. Loan against Incentive A/C No. 1301-1058000066	110,200	-
	08. Loan against Incentive A/C No. 1301-1058000119	18,678	-
	09. Loan against Incentive A/C No. 1301-1058000100	215,975	-
18	Other Income :	27,515,156	33,856,292
10			
	Interest received in STD A/C- 0013301000000264	156,594	169,011
	Foreign exchange gain/ (Loss)	-	214,895
		156,594	383,906
19	Current Tax expenses :		
-	AIT deducted against Export	5,965,162	7,659,914
	AIT deducted against Export AIT deducted against Cash Incentive	2,608,700	2,414,150
	Provision on Nonoperating income	54,808	134,367
	Fromsion on Nonoperating Income	8,628,670	10,208,431
			,,,,,,,
9.1	Deferred tax expenses :		
9.1	•	7 596 600	7.977.960
19.1	Deferred tax expenses : Opening Deferred tax liabilities Closing Deferred tax Liabilities Annex-B	7,596,600 7,198,280	7,977,960 7,596,600

The Accounts **20** Notes



Notes	Amount	Amount in Taka.	
	Sept. 30,2015	Sept. 30,2014	

			Tax Rate	25.00%
Particulars	Carrying Amount	Tax Base	Temporary Difference	DTL (+) / DTA (-)
NON-CURRENT AND CURRENT ASSETS				
Property, Plant and Equipment	40,413,990	11,620,872	28,793,118	7,198,280
Advance deposit & Pre-Payments	664,770	664,770	-	-
Advance Income Tax deducted at source	8,628,670	8,628,670	-	-
Bills Receivable	35,406,895	35,406,895	-	-
Closing Stock	294,035,089	294,035,089	-	-
Cash and Cash Equivalents	3,498,197	3,498,197	-	-
EQUITY				
Share Capital	11,000,000	11,000,000	_	_
NON-CURRENT AND CURRENT LIABILITIES				
Bank Overdraft	310,563,402	310,563,402	-	-
Trading Liabilities	49,912,242	49,912,242	-	-
Liabilities for Expenses	2,148,594	2,148,594	-	-
Liabilities for Dividend (Unclaimed & Unpaid Dividend)	544,667	544,667	-	_
DeferredTaxLiability				7,198,280
Earning Per Share (EPS) :				
The computation of EPS is given below:				
Earning attributable to the shareholders (net pro-	ofit after tax)	7.574	4,428	1,532,775
Number of shares outstanding during the year	,		0,000	1,100,000
Earning per share (EPS)			6.89	1.39
Net asset value (NAV) per share :				
The computation of NAV is given below:				
Net assets		2,010	0,631	(4,738,797)
Number of shares outstanding during the year			0,000	1,100,000
Net asset value (NAV) per share			1.83	(4.31)

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, 2015 recommended15% cash dividend for the year ended September 30,2015 Thus,total amount of dividend is Tk. 16,50,000.00 on share capital Tk.1,10,00,000.00 The dividend proposal is subject to shareholders' approval at the forthcoming Annual General Meeting."

Except to the fact stated above, there is no other events occurred after the reporting period which would affect the ability to the users of the financial statements to make proper evaluations and decisions.

23 Related Party Transactions :

During the year under review, the company has no transactions with related party other than director's remuneration..



Amount in Taka.NotesSept. 30,2015Sept. 30,2015Sept. 30,2014

24 Disclosure as per requirment of Schedule XI, part II of the Company 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 2015)

Salary -Monthly	Factory	Head Office	<u>Worker</u>	<u>Total</u>
Below 3000/= Above 3000/= Total	- 6	4	_ 201 201	- 211 211

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

Name of Director	Position	Remuneration	Festival bonus
Mrs. Ameenah Ahmed	Chairperson	Nil	Nil
Lt. Col. Kazi Shahid Ahmed (Retd.)	Managing Director	6,000,000	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	Nil	Nil
Barrister Kazi Rehan Nabi	Independent Director	360,000	Nil
		6,360,000	-

Remunaration paid to the Director from October 01, 2014 to September 30, 2015 Directors except Lt.Col. Kazi Shahid Ahmed (Retd.) 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	67%	1,860,205	1,248,164

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, 2015, there were 18 (Eighteen) Board Meeting were held.

SI.No.	Name of Director	Position	Meeting Held	Attended
1	Mrs. Ameenah Ahmed	Chairperson	18	18
2	Lt. Col. Kazi Shahid Ahmed (Retd.	Managing Director	18	17
3	Mr. Kazi Nabil Ahmed	Director	18	18
4	Dr. Kazi Anis Ahmed	Director (upto 09-08-15)	18	15
5	Mr. Kazi Inam Ahmed	Director	18	18
6	Mr. Javed Hosein	Independent Director	18	9
7	Barrister Kazi Rehan Nabi	Independent Director	18	14

For the Board Meeting, attendence fees were not paid to the Director of the company.



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

PROXY FORM

I/Weof	
being sh	
herebyappointMr./Mrs./Ms	of
as my / our Proxy to attend and Vote for me / us an	
MEETING of the company to be held at Celebrity Convention	on Centre, 3B, Satmasjid Road, Dhanmondi, Dhaka-1207,
on 23 December, 2015 and / or at any adjournment thereof.As w	s witness my / our hand this day
of 2015.	

Affix Revenue Stamp (TK. 20.00)

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

NOTE :

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

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



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

ATTENDANCE SLIP

I hereby record my attendance at the 33RD ANNUAL GENERAL MEETING being held on 23 December, 2015 at Celebrity Convention Centre, 3B, Satmasjid Road, Dhanmondi, Dhaka-1207.

Name of Member / Proxy

Folio /BO ID

Signature

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



Members of Board of Directors & others in the dias

Shareholders and others of the Company





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