



ANNUAL REPORT: 2018-2019

Energizing today for an efficient tomorrow



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Letter of Transmittal

All Shareholders, GBB Power Limited
Bangladesh Securities & Exchange Commission
Registrar of Joint Stock Companies & Firms
Dhaka Stock Exchange Limited
Chittagong Stock Exchange Limited

Dear Sir(s)/ Madam(s),

We are pleased to enclose a copy of the Annual Report of GBB Power Limited together with the Auditors' Report and Audited Financial Statements for the year ended on June 30, 2019 along with Notes thereon for kind information and record.

Thanking you.

Yours Sincerely,

.....
S M Hedaitul Islam
Company Secretary

NOTICE

NOTICE OF THE 12TH ANNUAL GENERAL MEETING

Notice is hereby given that the 12th Annual General Meeting of the Shareholders of GBB Power Limited will be held on Wednesday, December 18, 2019 at the Conference Hall of Hotel Naz Garden, Silimpur, Bogura-5800, at 09:30 A.M. to transact the following business:

AGENDA:

1. To receive and adopt the Directors' Report and the Audited Financial Statements for the year ended June 30, 2019 together with the Auditors' Report thereon;
2. To declare dividend for the year ended June 30, 2019;
3. To elect/re-elect Director(s) of the Company;
4. To appoint Auditor for the year ended June 30, 2020 and fix their remuneration;
5. To appoint the professional who will provide the certificate on compliance of the Corporate Governance Code.

Dhaka, December 04, 2019

By order of the Board


S M Hedaitul Islam
Company Secretary

Notes:

1. Shareholders bearing BO ID are requested to update their respective BO ID with 12 Digits Taxpayer's Identification Number (e-TIN), bank account number and address through their Depository Participant (DP) before the record date; failing which Income Tax at Source will be deducted from cash dividend @ 15% instead of 10% as per Income Tax Ordinance 1984 under section 54.
2. Depository Participants (DPs) are requested to provide us the detail (Shareholders name, BO ID, shareholding position, applicable tax rate and dividend amount) of their margin loan holders who holds GBB Power Limited shares as on Record Date.
3. Shareholders whose names appeared at the record date i.e. December 03, 2019 in the Share Register of the Company or in the Depository Register on that date will be eligible to attend and vote in the Annual General Meeting and to receive dividend as approved in the AGM.
4. Members entitled to attend and vote at the Annual General Meeting may appoint a Proxy to attend and vote on his/her behalf. The Proxy Form must be affixed with requisite revenue stamp and must be submitted to the Corporate Office of the Company not less than 48 hours before the time fixed for the Annual General Meeting.
5. Admission into the meeting venue will be allowed on production of the Attendance Slip attached with the Proxy Form.
6. PDF copy of Annual Report 2018-2019 sent to respective shareholders email address available in their beneficial owner (BO) accounts with the depository (CDBL) as per BSEC notification No. BSEC/CMRRCD/2006-158/208/Admin/81 date 20 June 2018.

Members may please note that no gift or benefit in cash or kind shall be given at the Annual General Meeting as per BSEC Notification No. BSEC/SRMI/2000-953/1950- Dated October 24, 2000.

Visit our web site: www.gbb.com.bd/company-profile/gbb-power-limited/ for Proxy Form and Annual Report.



Company Information

GBB Power Limited (GBBPL), is an Independent Power Producer (IPP) in Bangladesh in the private sector providing electricity to the national grid. GBBPL was incorporated in Bangladesh on October 17, 2006 as a Private Limited Company. On February 26, 2008 the Company was converted to a Public Limited Company under the Companies Act 1994.

GBB Power Limited took part in the tendering process initiated by Bangladesh Power Development Board (BPDB) and won the bid for implementing, generating & supplying electricity from a 20+/- (10%+/-) MW power plant at BPDB Compound, Puran Bogra, Bogra for a period of 15 years on BOO basis and signed an agreement with Bangladesh Power Development Board on June 17, 2007 and the agreement for Gas Sales with Pashchimanchal Gas Company Limited (PGCL) was on July 03, 2007. The company arranged 6 (six) nos. of Deutz Gas gen-sets from the world renowned MWM of Germany and procured all other auxiliary equipments for setting up of the power plant from reliable sources. The Project is now being operated since 2008 by competent professionals and is serving the power sector, which is directly contributing to the national economy.

The Company was successfully listed on May 20, 2012 with both Dhaka & Chittagong stock exchanges and on June 13, 2012 trading of the shares of the company started. The Company is also a member of Bangladesh Association of Publicly Listed Companies (BAPLC), Bangladesh Independent Power Producer Association (BIPPA) and Dhaka Chamber of Commerce & Industry (DCCI) Considering the immense opportunities, the Company is striving to establish more HFO/Gas run power plants around the country.

Also, we are planning to venture into Solar Power Plant, as the Government is committed to generating 10% of the total power generation by renewable energy by 2021.



Corporate Directory

Board of Directors	<ul style="list-style-type: none"> - Shamim Ara Islam - M. Taifur Hossain - Rintia Nazim - Morziana Hasan - Rafsana Rafique - Moqsumul Quader (Independent Director) - Syed Fazlul Karim (Independent Director)
Registered Office	GBB Power Plant, BPBD Compound, Puratan Bogura, Bogura 5800
Corporate Office	Momtaaz Plaza (4th Floor), House # 7, Road # 4, Dhanmondi R/A, Dhaka 1205 Telephone: 880 2 58613322, 58616703 Fax: 880 2 9666568.
Auditor	M/S. MABS & J Partners Chartered Accountants, Dhaka, Bangladesh
Legal Advisor	Barrister Akthar Imam, Akthar Imam & Associates House # 19, Road # 4, Gulshan-1, Dhaka-1212
Tax & VAT Advisor	Md. Shahadat Hossain, Chartered Accountant, 21, Purana Paltan, Dhaka 1000
Company Secretary	S M Hedaitul Islam
Chief Financial Officer	Tareq Mahamud
Principal Bankers	<ul style="list-style-type: none"> -Bank Asia Ltd. -Shahjalal Islami Bank Ltd. -AB Bank Ltd. -IDLC Finance Ltd.



Success Milestones of GBB POWER LIMITED

2006

- Year of Incorporation
- Agreement for Supply of Power at Bogra

2014

- Membership of Bangladesh Independent Power Producer Association (BIPPA)

2007

- Contract to Sell Power to BPDB
- Gas Sales Agreement with Pashchimanchal Gas Company Limited (PGCL)

2017

- Membership of Dhaka Chamber of Commerce & Industry (DCCI)

2008

- Conversion into a Public Limited Company
- Commencement of Commercial Operation

2018

- Credit Rating
Long Term Rating- "AA"
Short Term Rating- "ST-1"
Outlook- "Stable"
- Finished complete overhauling (E70) of all engines after mandatory 70,000 hours of operation.

2012

- Listing with DSE & CSE
- Member Bangladesh Association of Publicly Listed Companies (BAPLC)



Director's Profile

Shamim Ara Islam **Chairperson & Director**

Mrs. Shamim Ara Islam, was the former Executive Director of the now defunct GBB Trading (Private) Limited from 1990 to 1998. She is one of the sponsor directors of the Company.

Mohammed Taifur Hossain **Managing Director & Director**

Mr. M. Taifur Hossain did his B.Sc. in Design & Construction Management, from University of Greenwich, UK. He has worked at GBB Power Limited since 2008, until he was appointed as the Managing Director.

Morziana Hasan **Director**

Mrs. Morziana Hasan completed her MBA, from IBA of Dhaka University in early 1990's. She did her second MBA in MIS from Texas A&M University, USA. After graduating she was involved in teaching at IBA, Dhaka University. From thereon she started her long and distinguished career with The World Bank, NASA, TEEX, Citi Group, ATB Financial and Flowers Foods. She became involved with GBB Power Ltd. since 2008 in various advisory capacities until she was appointed as director. She is a sponsor shareholder of the company.

Rintia Nazim **Director**

Mrs. Rintia Nazim did her MBA in Marketing, from Eastern University, and has been involved with the Company since 2008 in various capacities.

Rafsana Rafique **Director**

Mrs. Rafsana Rafique did her MBA in Marketing, from American International University-Bangladesh (AIUB), and has been involved with the Company since 2011 in various capacities.

Moqsumul Quader **Independent Director**

Mr. Moqsumul Quader, (c), ndc, psc, afwc, BN a retired Commodore of the Bangladesh Navy, completed his Post Graduation Diploma from University of Malaya, Malaysia. He started his long and distinguished career with Bangladesh Navy. He has worked in managerial and decision making position in a Government, semi Government, Autonomous and Private Organisation likely Staff Officer, Armed Forces Division, Prime Minister Office, Director General, Bangladesh Coast Guard, Commandant, Bangladesh Marine Academy, Managing Director Bangladesh Shipping Corporation.

Syed Fazlul Karim **Independent Director**

Mr. Syed Fazlul Karim is a former General Manager, Finance & Accounts, completed his graduation in history from Rajshahi University in 1964. He has over 41 years of experience in Finance & Accounts and administrations under government and private organisation. He started his long and distinguished career with The Civil Defense Department, Trading Corporation of Bangladesh (TCB), Airport Development Agency and Erba Limited.



Committee of the Board & Management

Management Committee

1 M. Taifur Hossain	Chairman
2 Rintia Nazim	Member
3 Morziana Hasan	Member

Audit Committee

1 Moqsumul Quader	Chairman
2 Rintia Nazim	Member
3 Rafsana Rafique	Member
4 S M Hedaitul Islam	Secretary

Purchase Committee

1 M. Taifur Hossain	Chairman
2 Morziana Hasan	Member
3 Rafsana Rafique	Member

Operation & Maintenance Committee

1 Wahidur Rahman	Chairman
2 Md. Nur Alam	Member
3 Abdul Wahed	Member

Nomination & Remuneration Committee

1 Syed Fazlul Karim	Chairman
2 Rafsana Rafique	Member
3 Rintia Nazim	Member
4 S M Hedaitul Islam	Secretary



Management Team

Chairperson

Shamim Ara Islam

Managing Director & CEO

M. Taifur Hossain

Company Secretary

S M Hedaitul Islam

Chief Financial Officer

Tareq Mahamud

Assistant General Manager- Technical

Mosfaqur Rashid

Accounts & Finance

A.K.M. Jasimuddin

Commercial & Share

Mohammad Sattar Hossain

Human Resource

Md. Najmul Alam



Executive Team

Advisor

Md. Wahedur Rahman

Plant In-charge

Md. Nur Alam

Mechanical In-charge

Md. Abdul Wahed

Electrical In-charge

Md. Mizananur Rahman Sarker

Md. Asaduzzaman

Operation In-charge

Md. Al-Amin

Store & Admin In-charge

Md. Ziaur Rahman



Statement of Corporate Governance

The corporate governance philosophy of the Company is aimed at assisting the top management in efficient conduct of its affairs as well as in meeting obligations to all the stakeholders and is guided by strong emphasis on transparency, accountability and integrity. It provides the Company with strategic guidance as to how the objectives are set and achieved, how risk is monitored and assessed and how the performance is maximized.

Keeping in view the size, complexity and operations, the governance framework of the Company is based on the following principles:

- That the Board is appropriate in size and members are committed to their respective duties and responsibilities;
- That timely flow of information to the Board and its Committees are ensured to enable them discharge their functions effectively;
- That a sound system of risk management and internal control is in place;
- That timely and balanced disclosure of all material information concerning the Company is made to all Stakeholders;
- That all transactions of the Company are transparent and accountability for the same is well established;
- That all regulatory and statutory rules and regulations are complied with.

The Responsibilities of the Board

To ensure effective maintenance of corporate governance, the Board of GBB Power Limited (GBBPL) formulates strategic objectives and policies for the company, provides leadership and supervises management actions in implementing those objectives of the company. In GBBPL, Board of Directors is in full control of the company's affairs and is also accountable to the shareholders. The Board firmly believes that the success of the company depends largely on the prevalence of a credible corporate governance practice.

In discharging its responsibilities, the Board fulfills certain key functions, including:

- Reviewing and guiding corporate strategy, major plans of action, risk policy, annual budgets and business plans; setting performance objectives; monitoring implementation and corporate performance.
- Ensuring the integrity of the company's accounting & financial reporting systems, in particular, systems for risk management, financial and operational control and compliance with the law and relevant standards.
- Reviewing company's financial statements and oversee its compliance with applicable audit, accounting and reporting requirement.
- Monitoring implementation and effectiveness of the approved strategic and operating plans.
- Establish company's value.
- Oversee the corporate governance of the company

The Company's policy is to maintain optimum combination of Directors from both Sponsors and general public. The Managing Director of the Company is a Shareholder director and the Board has appointed one independent Director as per the Security and Exchange Commission's requirement. The Board ensures that the activities of the Company are always conducted with adherence to high ethical standard and in the best interest of the shareholders.



Board Meetings and Procedures

The number of meetings held during the year 2018-2019 was 06. The procedures of the board meeting are mentioned below:

(a) Selection of Agenda:

The Chairman/ Chairperson of the Board, in consultation with Managing Director sets the agenda for Board meetings with the understanding that the Board is responsible for providing suggestions for agenda items that are aligned with the advisory and monitoring functions of the Board. Any member of the Board may request that an item be included on the agenda.

(b) Board Materials:

Board materials related to agenda items are provided to Board Members sufficiently in advance of Board meetings to allow the Directors to prepare for discussion of the items at the meeting.

(c) Senior Management in the Board meeting:

At the invitation of the Board, members of senior management attended Board meetings or portions thereof for the purpose of participating in discussions.

Internal Control Framework

The Management recognizes its responsibilities to present a balanced and understandable assessment of the company's position and prospect. The management has accountability for reviewing and approving the effectiveness of internal controls operated by the company, including financial, operational and compliance controls and risk management.

The company has adequate system of internal control in place. The well defined organization structure, predefined authority levels, documented policy guidelines and an extensive system of internal controls ensure optimal utilization and protection of resources, reporting of financial transactions and compliance with applicable laws and regulations. The system also ensures that assets are safeguarded against loss from unauthorized use or disposition.

Status of Compliance with Corporate Governance Guidelines

Status of compliance with the conditions imposed by the Commission's Notification No.BSEC/C MRRCD/2006-158/207/Admin/80 dated 3 June 2018 issued under section 2CC of the Securities and Exchange Ordinance, 1969 :

(Report under Condition No. 9)

ANNEXURE- C

[As per condition no.1 (5) (xxviii)]

Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
1.	Board of Directors			
1.	Board of Directors			
1(1)	Board's Size shall not be less than 5 and more than 20	✓		
1(2)	Independent Directors			
1(2)(a)	Independent Director(s) - at least one fifth (1/5) of the total number of directors	✓		
1(2)(b)(i)	Independent director does not hold any share or holds less than one percent (1%) shares of total paid up capital	✓		
1(2)(b)(ii)	Independent director is not a sponsor of the company or is not connected with the company's any sponsor or director or nominated director or shareholder of the company or any of its associates, sister concerns, subsidiaries and parents or holding entities who holds one percent (1%) or more shares of the total paid-up shares of the company on the basis of family relationship and his or her family members also shall not hold above mentioned shares in the company	✓		
1(2)(b)(iii)	Independent director has not been an executive of the company in immediately preceding 2 (two) financial years	✓		
1(2)(b)(iv)	Independent director does not have any other relationship, whether pecuniary or otherwise, with the company or its subsidiary or associated companies	✓		
1(2)(b)(v)	Independent director is not member or TREC holder, director or officer of any stock exchange	✓		
1(2)(b)(vi)	Independent director is not a shareholder, director excepting independent director or officer of any member or TREC holder of stock exchange or an intermediary of the capital market	✓		
1(2)(b)(vii)	Independent director is 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 or audit firm engaged in internal audit services or audit firm conducting special audit or professional certifying compliance of this Code	✓		
1(2)(b)(viii)	Independent director is not independent director in more than 5 (five) listed companies	✓		
1(2)(b)(ix)	Independent director has not been convicted by a court of competent jurisdiction as a defaulter in payment of any loan or any advance to a bank or a Non-Bank Financial Institution (NBFI)	✓		
1(2)(b)(x)	Independent director has not been convicted for a criminal offence involving moral turpitude	✓		
1(2)(c)	The independent director(s) shall be appointed by the Board and approved by the Shareholders in the AGM	✓		
1(2)(d)	The post of independent director(s) cannot remain vacant for more than 90 days	✓		
1(2)(e)	The tenure of office of an Independent Directors shall be for a period of 3 (three) years which may be extended for 1 (one) tenure only	✓		
1(3)	Qualification of Independent Director			
1(3)(a)	Independent Director shall be a knowledgeable individual with integrity who is able to ensure compliance with financial, regulatory and corporate laws and can make meaningful contribution to business	✓		
1(3)(b)(i)	Business Leader who is or was a promoter or director of an unlisted company having minimum paid-up capital of Tk. 100.00 million or any listed company or a member of any national or international chamber of commerce or business association			N/A
1(3)(b)(ii)	Corporate Leader who is or was a top level executive not lower than Chief Executive Officer or Managing Director or Deputy Managing Director or Chief Financial Officer or Head of Finance or Accounts or Company Secretary or Head of Internal Audit and Compliance or Head of Legal Service or a candidate with equivalent position of an unlisted company having minimum paid up capital of Tk. 100.00 million or of a listed company			N/A
1(3)(b)(iii)	Former official of government or statutory or autonomous or regulatory body in the position not below 5th Grade of the national pay scale, who has at least educational background of bachelor degree in economics or commerce or business or law	✓		
1(3)(b)(iv)	University Teacher who has educational background in Economics or Commerce or Business Studies or Law			N/A
1(3)(b)(v)	Professional who is or was an advocate practicing at least in the High Court Division of Bangladesh Supreme Court or a Chartered Accountant or Cost and Management Accountant or Chartered Financial Analyst or Chartered Secretary or Certified Public Accountant or Chartered Management Accountant or Chartered Secretary or equivalent qualification			N/A
1(3)(c)	The independent director shall have at least 10 (ten) years of experiences in any field mentioned in clause (b)	✓		
1(3)(d)	In special cases, the above qualifications or experiences may be relaxed subject to prior approval of the Commission			N/A
1(4)	Duality of Chairperson of the Board of Directors and Managing Director or Chief Executive Officer			
1(4)(a)	The positions of the Chairperson of the Board and the Managing Director (MD) and/or Chief Executive Officer (CEO) of the company shall be filled by different individuals	✓		
1(4)(b)	The Managing Director (MD) and/or Chief Executive Officer (CEO) of a listed company shall not hold the same position in another listed company	✓		
1(4)(c)	The Chairperson of the Board shall be elected from among the non-executive directors of the company	✓		
1(4)(d)	The Board shall clearly define respective roles and responsibilities of the Chairperson and the Managing Director and/or Chief Executive Officer	✓		
1(4)(e)	In the absence of the Chairperson of the Board, the remaining members may elect one of themselves from non-executive directors as Chairperson for that particular Board's meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	✓		
1(5)	The Directors' Report to Shareholders			
1(5)(i)	An industry outlook and possible future developments in the industry	✓		
1(5)(ii)	The Segment-wise or product-wise performance			N/A
1(5)(iii)	Risks and concerns including internal and external risk factors, threat to sustainability and negative impact on environment, if any	✓		
1(5)(iv)	A discussion on Cost of Goods Sold, Gross Profit Margin and Net Profit Margin, where applicable	✓		
1(5)(v)	A discussion on continuity of any extraordinary activities and their implications (gain or loss)	✓		
1(5)(vi)	A detailed discussion on related party transactions along with a statement showing amount, nature of related party, nature of transactions and basis of transactions of all related party transactions;	✓		



Condition No.	Title	Compliance Status (Put V in the appropriate column)		Remarks (if any)
		Complied	Not complied	
1(5)(vii)	A statement of utilization of proceeds raised through public issues, rights issues and/or any other instruments			N/A
1(5)(viii)	An explanation if the financial results deteriorate after the company goes for Initial Public Offering (IPO), Repeat Public Offering (RPO), Rights Share Offer, Direct Listing, etc.			N/A
1(5)(ix)	An explanation on any significant variance that occurs between Quarterly Financial performances and Annual Financial Statements	✓		
1(5)(x)	A statement of remuneration paid to the directors including independent directors	✓		
1(5)(xi)	A statement that the financial statements 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	✓		
1(5)(xii)	A statement that proper books of account of the issuer company have been maintained	✓		
1(5)(xiii)	A statement that 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	✓		
1(5)(xiv)	A statement that International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure there from has been adequately disclosed	✓		
1(5)(xv)	A statement that the system of internal control is sound in design and has been effectively implemented and monitored	✓		
1(5)(xvi)	A statement that minority shareholders have been protected from abusive actions by, or in the interest of, controlling shareholders acting either directly or indirectly and have effective means of redress	✓		
1(5)(xvii)	A statement that there is no significant doubt upon the issuer company's ability to continue as a going concern, if the issuer company is not considered to be a going concern, the fact along with reasons thereof shall be disclosed	✓		
1(5)(xviii)	An explanation that significant deviations from the last year's operating results of the issuer company shall be highlighted and the reasons thereof be explained	✓		
1(5)(xix)	A statement where key operating and financial data of at least preceding 5 (five) years shall be summarized	✓		
1(5)(xx)	An explanation on the reasons if the issuer company has not declared dividend (cash or stock) for the year	✓		
1(5)(xxi)	Board's statement to the effect that no bonus share or stock dividend has been or shall be declared as interim dividend			N/A
1(5)(xxii)	The total number of Board meetings held during the year and attendance by each director	✓		
1(5)(xxiii)	A report on the pattern of shareholding disclosing the aggregate number of shares (along with name-wise details where stated below) held by:			
1(5)(xxiii)(a)	Parent or Subsidiary or Associated Companies and other related parties (name-wise details)			N/A
1(5)(xxiii)(b)	Directors, Chief Executive Officer, Company Secretary, Chief Financial Officer, Head of Internal Audit and Compliance and their spouses and minor children (name-wise details)	✓		
1(5)(xxiii)(c)	Shareholding pattern of Executives	✓		
1(5)(xxiii)(d)	Shareholders holding ten percent (10%) or more voting interest in the company (name-wise details)	✓		
1(5)(xxiv)	In case of appointment or re-appointment of a Director, a disclosure on the following information to the Shareholders:			
1(5)(xxiv)(a)	A brief resume of the director	✓		
1(5)(xxiv)(b)	Nature of his or her expertise in specific functional areas	✓		
1(5)(xxiv)(c)	Names of companies in which the person also holds the directorship and the membership of committees of the board	✓		
1(5)(xxv)	A Management's Discussion and Analysis signed by CEO or MD presenting detailed analysis of the company's position and operations along with a brief discussion of changes in the financial statements, among others, focusing on:			
1(5)(xxv)(a)	Accounting policies and estimation for preparation of financial statements	✓		
1(5)(xxv)(b)	Changes in accounting policies and estimation, if any, clearly describing the effect on financial performance or results and financial position as well as cash flows in absolute figure for such changes	✓		
1(5)(xxv)(c)	Comparative analysis (including effects of inflation) of financial performance or results and financial position as well as cash flows for current financial year with immediate preceding five years explaining reasons thereof	✓		
1(5)(xxv)(d)	Compare such financial performance or results and financial position as well as cash flows with the peer industry scenario	✓		
1(5)(xxv)(e)	Briefly explain the financial and economic scenario of the country and the globe		✓	
1(5)(xxv)(f)	Risks and concerns issues related to the financial statements, explaining such risk and concerns mitigation plan of the company	✓		
1(5)(xxv)(g)	Future plan or projection or forecast for company's operation, performance and financial position, with justification thereof, i.e., actual position shall be explained to the shareholders in the next AGM	✓		
1(5)(xxvi)	Declaration or certification by the CEO and the CFO to the Board as required under condition No. 3(3) shall be disclosed as per Annexure-A	✓		
1(5)(xxvii)	The report as well as certificate regarding compliance of conditions of this Code as required under condition No. 9 shall be disclosed as per Annexure-B and Annexure-C	✓		
1(6)	The company shall conduct its Board meetings and record the minutes of the meetings as well as keep required books and records in line with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Code	✓		
1(7)	Code of Conduct for the Chairperson, other Board members and Chief Executive Officer			
1(7)(a)	The Board shall lay down a code of conduct, based on the recommendation of the Nomination and Remuneration Committee (NRC) at condition No. 6, for the Chairperson of the Board, other board members and Chief Executive Officer of the company	✓		
1(7)(b)	The code of conduct as determined by the NRC shall be posted on the website of the company including, among others, prudent conduct and behavior; confidentiality; conflict of interest; compliance with laws, rules and regulations; prohibition of insider trading; relationship with environment, employees, customers and suppliers; and independency.	✓		
2.	Governance of Board of Directors of Subsidiary Company:			
2(a)	Provisions relating to the composition of the Board of the holding company shall be made applicable to the composition of the Board of the subsidiary company			N/A
2(b)	At least 1 (one) independent director on the Board of the holding company shall be a director on the Board of the subsidiary company			The company does not hold subsidiary company
2(c)	The minutes of the Board meeting of the subsidiary company shall be placed for review at the following Board meeting of the holding company			
2(d)	The minutes of the respective Board meeting of the holding company shall state that they have reviewed the affairs of the subsidiary company also			



Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
3.	Managing Director (MD) or Chief Executive Officer (CEO), Chief Financial Officer (CFO), Head of Internal Audit and Compliance (HIAC) and Company Secretary (CS):			
3(1)	Appointment			
3(1)(a)	The Board shall appoint a Managing Director (MD) or Chief Executive Officer (CEO), a Company Secretary (CS), a Chief Financial Officer (CFO) and a Head of Internal Audit and Compliance (HIAC)	✓		
3(1)(b)	The positions of the Managing Director (MD) or Chief Executive Officer (CEO), Company Secretary (CS), Chief Financial Officer (CFO) and Head of Internal Audit and Compliance (HIAC) shall be filled by different individuals	✓		
3(1)(c)	The MD or CEO, CS, CFO and HIAC of a listed company shall not hold any executive position in any other company at the same time	✓		
3(1)(d)	The Board shall clearly define respective roles, responsibilities and duties of the CFO, the HIAC and the CS	✓		
3(1)(e)	The MD or CEO, CS, CFO and HIAC shall not be removed from their position without approval of the Board as well as immediate dissemination to the Commission and stock exchange(s)	✓		
3(2)	Requirement to attend Board of Directors' Meetings			
	The MD or CEO, CS, CFO and HIAC of the company shall attend the meetings of the Board	✓		
3(3)	Duties of Managing Director (MD) or Chief Executive Officer (CEO) and Chief Financial Officer (CFO)			
3(3)(a)	The MD or CEO and CFO shall certify to the Board that they have reviewed financial statements for the year and that to the best of their knowledge and belief:	✓		
3(3)(a)(i)	These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading; and	✓		
3(3)(a)(ii)	These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards and applicable laws;	✓		
3(3)(b)	The MD or CEO and CFO shall also certify that there are, to the best of knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board or its members;	✓		
3(3)(c)	The certification of the MD or CEO and CFO shall be disclosed in the Annual Report.	✓		
4.	Board of Directors' Committee			
	For ensuring good governance in the company, the Board shall have at least following subcommittees:			
4(i)	Audit Committee; and	✓		
4(ii)	Nomination and Remuneration Committee.	✓		
5.	Audit Committee			
5(1)	Responsibility to the Board of Directors			
5(1)(a)	Audit Committee as a sub-committee of the Board	✓		
5(1)(b)	The Audit Committee shall assist the Board in ensuring that the financial statements reflect true and fair view of the state of affairs of the company and in ensuring a good monitoring system within the business;	✓		
5(1)(c)	The Audit Committee shall be responsible to the Board; the duties of the Audit Committee shall be clearly set forth in writing.	✓		
5.2	Constitution of the Audit Committee			
5(2)(a)	The Audit Committee shall be composed of at least 3 (three) members	✓		
5(2)(b)	The Board shall appoint members of the Audit Committee who shall be nonexecutive directors of the company excepting Chairperson of the Board and shall include at least 1 (one) independent director;	✓		
5(2)(c)	All members of the audit committee should be "financially literate" and at least 1(one) member shall have accounting or related financial management background and 10 (ten) years of such experience;	✓		
5(2)(d)	Casual Vacancy of the Audit Committee fill up immediately or not later than 1 (one) month from the date of vacancy.	✓		
5(2)(e)	The company secretary shall act as the secretary of the Committee	✓		
5(2)(f)	The quorum of the Audit Committee meeting shall not constitute without at least 1 (one) independent director.	✓		
5.3	Chairperson of the Audit Committee			
5(3)(a)	The Board shall select 1 (one) member of the Audit Committee to be Chairperson of the Audit Committee, who shall be an independent director;	✓		
5(3)(b)	In the absence of the Chairperson of the Audit Committee, the remaining members may elect one of themselves as Chairperson for that particular meeting, in that case there shall be no problem of constituting a quorum as required under condition No. 5(4)(b) and the reason of absence of the regular Chairperson shall be duly recorded in the minutes.	✓		
5(3)(c)	Chairperson of the Audit Committee shall remain present in the Annual General Meeting (AGM)	✓		
5.4	Meeting of the Audit Committee			
5(4)(a)	The Audit Committee shall conduct at least its four meetings in a financial year;	✓		
5(4)(b)	The quorum of the meeting of the Audit Committee shall be constituted in presence of either two members or two third of the members of the Audit Committee, whichever is higher, where presence of an independent director is a must.	✓		
5.5	Role of Audit Committee			
5(5)(a)	Oversee the financial reporting process	✓		
5(5)(b)	Monitor choice of accounting policies and principles	✓		
5(5)(c)	Monitor Internal Audit and Compliance process to ensure that it is adequately resourced, including approval of the Internal Audit and Compliance Plan and review of the Internal Audit and Compliance Report;	✓		
5(5)(d)	Oversee hiring and performance of external auditors	✓		
5(5)(e)	Hold meeting with the external or statutory auditors for review of the annual financial statements before submission to the Board for approval or adoption;	✓		
5(5)(f)	Review along with the management, the annual financial statements before submission to the board for approval	✓		
5(5)(g)	Review along with the management, the quarterly and half yearly financial statements before submission to the board for approval	✓		
5(5)(h)	Review the adequacy of internal audit function	✓		



Condition No.	Title	Compliance Status (Put V in the appropriate column)		Remarks (if any)
		Complied	Not complied	
5(5)(i)	Review the Management's Discussion and Analysis before disclosing in the Annual Report;	✓		
5(5)(j)	Review statement of all related party transactions submitted by the management	✓		
5(5)(k)	Review Management Letters or Letter of Internal Control weakness issued by statutory auditors	✓		
5(5)(l)	Oversee the determination of audit fees based on scope and magnitude, level of expertise deployed and time required for effective audit and evaluate the performance of external auditors;	✓		
5(5)(m)	Oversee whether the proceeds raised through Initial Public Offering (IPO) or Repeat Public Offering (RPO) or Rights Share Offer have been utilized as per the purposes stated in relevant offer document or prospectus approved by the Commission;			N/A
5(6)	Reporting of the Audit Committee			
5(6)(a)	Reporting to the Board of Directors			
5(6)(a)(i)	The Audit Committee shall report on its activities to the Board	✓		
5(6)(a)(ii)	The Audit Committee shall immediately report to the Board on the following findings, if any:			
5(6)(a)(ii)(a)	Report on conflicts of interest			
5(6)(a)(ii)(b)	Suspected or presumed fraud or irregularity or material defect identified in the internal audit and compliance process or in the financial statements;			N/A
5(6)(a)(ii)(c)	Suspected infringement of laws, regulatory compliances including securities related laws, rules and regulations;			
5(6)(a)(ii)(d)	Any other matter which the Audit Committee deems necessary shall be disclosed to the Board immediately;			
5(6)(b)	Reporting to the Authorities			
	if any report which has material impact on the financial condition and results of operation and which has discussed with the Board and the management that any rectification is necessary and if the Audit Committee finds that such rectification has been unreasonably ignored, the Audit Committee shall report such finding to the Commission, upon reporting of such matters to the Board for three times or completion of a period of 6 (six) months from the date of first reporting to the Board, whichever is earlier.			N/A
5(7)	Reporting to the Shareholders and General Investors	✓		
	Report on activities carried out by the Audit Committee, including any report made to the Board under condition No. 5(6)(a)(ii) above during the year, shall be signed by the Chairperson of the Audit Committee and disclosed in the annual report of the issuer company.			
6.	Nomination and Remuneration Committee (NRC)			
6(1)	Responsibility to the Board of Directors			
6(1)(a)	The company shall have a Nomination and Remuneration Committee (NRC) as a subcommittee of the Board.	✓		
6(1)(b)	The NRC shall assist the Board in formulation of the nomination criteria or policy for determining qualifications, positive attributes, experiences and independence of directors and top level executive as well as a policy for formal process of considering remuneration of directors, top level executive;	✓		
6(1)(c)	The Terms of Reference (ToR) of the NRC shall be clearly set forth in writing covering the areas stated at the condition No. 6(5)(b);	✓		
6(2)	Constitution of the NRC			
6(2)(a)	The Committee shall comprise of at least three members including an independent director;	✓		
6(2)(b)	All members of the Committee shall be non-executive directors;	✓		
6(2)(c)	Members of the Committee shall be nominated and appointed by the Board;	✓		
6(2)(d)	The Board shall have authority to remove and appoint any member of the Committee;	✓		
6(2)(e)	In case of death, resignation, disqualification, or removal of any member of the Committee or in any other cases of vacancies, the board shall fill the vacancy within 180 (one hundred eighty) days of occurring such vacancy in the Committee;			N/A
6(2)(f)	The Chairperson of the Committee may appoint or co-opt any external expert and/or member(s) of staff to the Committee as advisor who shall be non-voting member, if the Chairperson feels that advice or suggestion from such external expert and/or member(s) of staff shall be required or valuable for the Committee;	✓		
6(2)(g)	The company secretary shall act as the secretary of the Committee;	✓		
6(2)(h)	The quorum of the NRC meeting shall not constitute without attendance of at least an independent director;	✓		
6(2)(i)	No member of the NRC shall receive, either directly or indirectly, any remuneration for any advisory or consultancy role or otherwise, other than Director's fees or honorarium from the company.	✓		
6(3)	Chairperson of the NRC			
6(3)(a)	The Board shall select 1 (one) member of the NRC to be Chairperson of the Committee, who shall be an independent director;		✓	
6(3)(b)	In the absence of the Chairperson of the NRC, the remaining members may elect one of themselves as Chairperson for that particular meeting; the reason of absence of the regular Chairperson shall be duly recorded in the minutes;	✓		
6(3)(c)	The Chairperson of the NRC shall attend the annual general meeting (AGM) to answer the queries of the shareholders;	✓		
6(4)	Meeting of the NRC			
6(4)(a)	The NRC shall conduct at least one meeting in a financial year;	✓		
6(4)(b)	The Chairperson of the NRC may convene any emergency meeting upon request by any member of the NRC;	✓		
6(4)(c)	The quorum of the meeting of the NRC shall be constituted in presence of either two members or two third of the members of the Committee, whichever is higher, where presence of an independent director is must as required under condition No. 6(2)(h);	✓		
6(4)(d)	The proceedings of each meeting of the NRC shall duly be recorded in the minutes and such minutes shall be confirmed in the next meeting of the NRC.	✓		
6(5)	Role of the NRC			
6(5)(a)	NRC shall be independent and responsible or accountable to the Board and to the shareholders;	✓		
6(5)(b)	NRC shall oversee, among others, the following matters and make report with recommendation to the Board:	✓		
6(5)(b)(i)	Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommend a policy to the Board, relating to the remuneration of the directors, top level executive, considering the following:	✓		
6(5)(b)(i)(a)	The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate suitable directors to run the company successfully;	✓		
6(5)(b)(i)(b)	The relationship of remuneration to performance is clear and meets appropriate performance benchmarks;	✓		
6(5)(b)(i)(c)	Remuneration to directors, top level executive involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;	✓		
6(5)(b)(iii)	Devising a policy on Board's diversity taking into consideration age, gender, experience, ethnicity, educational background and nationality;	✓		



Condition No.	Title	Compliance Status (Put ✓ in the appropriate column)		Remarks (if any)
		Complied	Not complied	
6(5)(b)(iii)	Identifying persons who are qualified to become directors and who may be appointed in top level executive position in accordance with the criteria laid down, and recommend their appointment and removal to the Board;	✓		
6(5)(b)(iv)	Formulating the criteria for evaluation of performance of independent directors and the Board;	✓		
6(5)(b)(v)	Identifying the company's needs for employees at different levels and determine their selection, transfer or replacement and promotion criteria;	✓		
6(5)(b)(vi)	Developing, recommending and reviewing annually the company's human resources and training policies;	✓		
6(5)(c)	The company shall disclose the nomination and remuneration policy and the evaluation criteria and activities of NRC during the year at a glance in its annual report.	✓		
7.	External or Statutory Auditors			
7(1)	The issuer company shall not engage its external or statutory auditors to perform the following services of the company, namely:	✓		
7(1)(i)	Appraisal or valuation services or fairness opinions;	✓		
7(1)(ii)	Financial information systems design and implementation;	✓		
7(1)(iii)	Book-keeping or other services related to the accounting records or financial statements;	✓		
7(1)(iv)	Broker – dealer services	✓		
7(1)(v)	Actuarial services	✓		
7(1)(vi)	Internal audit services or special audit services;	✓		
7(1)(vii)	Any service that the Audit Committee determines;	✓		
7(1)(viii)	Audit or certification services on compliance of corporate governance as required under condition No. 9(1);	✓		
7(1)(ix)	Any other service that creates conflict of interest.	✓		
7(2)	No partner or employees of the external audit firms shall possess any share of the company they audit at least during the tenure of their audit assignment of that company; his or her family members also shall not hold any shares in the said company	✓		
7(3)	Representative of external or statutory auditors shall remain present in the Shareholders' Meeting (Annual General Meeting or Extraordinary General Meeting) to answer the queries of the shareholders.	✓		
8.	Maintaining a website by the Company			
8(1)	The company shall have an official website linked with the website of the stock exchange.	✓		
8(2)	The company shall keep the website functional from the date of listing.	✓		
8(3)	The company shall make available the detailed disclosures on its website as required under the listing regulations of the concerned stock exchange(s).	✓		
9.	Reporting and Compliance of Corporate Governance			
9(1)	The company shall obtain a certificate from a practicing Professional Accountant or Secretary (Chartered Accountant or Cost and Management Accountant or Chartered Secretary) other than its statutory auditors or audit firm on yearly basis regarding compliance of conditions of Corporate Governance Code of the Commission and shall such certificate shall be disclosed in the Annual Report.	✓		
9(2)	The professional who will provide the certificate on compliance of this Corporate Governance Code shall be appointed by the shareholders in the annual general meeting.	✓		
9(3)	The directors of the company shall state, in accordance with the Annexure-Attached, in the directors' report whether the company has complied with these conditions or not.	✓		



মালেক সিদ্দিকী ওয়ালী, চার্টার্ড একাউন্টেন্টস

৯-জি, মতিঝিল বানিজ্যিক এলাকা, ঢাকা ১০০০

Malek Siddiqui Wali

CHARTERED ACCOUNTANTS

Partners: Md. Waliullah, FCA
Mr. Swadesh Ranjan Saha, FCA
Md. Habibur Rahman Sarker, FCA
Mr. Anjan Mallik, FCA

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9-G, MOTIJHEEL C/A,
Dhaka-1000, Bangladesh

Report to the Shareholders of GBB Power Limited on compliance on the Corporate Governance Code

Annexure-B

[Certificate as per condition No. 1(5)(xxvii)]

We have examined the compliance status to the Corporate Governance Code by GBB Power Limited for the year ended on June 30, 2018. This Code relates to the Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 dated 3 June 2018 of the Bangladesh Securities and Exchange Commission.

Such compliance with the Corporate Governance Code is the responsibility of the Company. Our examination was limited to the procedures and implementation thereof as adopted by the Management in ensuring compliance to the conditions of the Corporate Governance Code.

This is a scrutiny and verification and an independent audit on compliance of the conditions of the Corporate Governance Code as well as the provisions of relevant Bangladesh Secretarial Standards (BSS) as adopted by Institute of Chartered Secretaries of Bangladesh (ICSB) in so far as those standards are not inconsistent with any condition of this Corporate Governance Code.

We state that we have obtained all the information and explanations, which we have required, and after due scrutiny and verification thereof, we report that, in our opinion:

- (a) The Company has complied with the conditions of the Corporate Governance Code as stipulated in the above mentioned Corporate Governance Code issued by the Commission;
- (b) The company has complied with the provisions of the relevant Bangladesh Secretarial Standards (BSS) as adopted by the Institute of Chartered Secretaries of Bangladesh (ICSB) as required by this Code;
- (c) Proper books and records have been kept by the company as required under the Companies Act, 1994, the securities laws and other relevant laws; and
- (d) The governance of the company is highly satisfactory.

Place: Dhaka

Dated: November 20, 2019

Malek Siddiqui Wali

Charter Accountants

Md. Waliullah, FCA
Managing Partner



Report of the Audit Committee

The Audit Committee makes recommendation on the reporting, control and compliance aspects of the Directors' and the Company's responsibilities, providing independent monitoring, guidance and challenge to executive management in these areas. The Audit Committee on behalf of the board strives to ensure effective implementation of the processes and procedures set out in the business plans and policies. Its aim is to ensure that high standards of corporate reporting, control and compliance are achieved, in the belief that excellence in these areas enhances the effectiveness and reduces the risks of the business.

Committee's Composition and Meeting

The committee comprises of-

1. Moqsumul Quader, Independent Director, acts as Chairman
2. Morziana Hasan, Director, acts as Member
3. Mrs. Rafsana Rafique, Director, acts as Member
4. S M Hedaitul Islam, Company Secretary, acts as Member Secretary

Meetings of the Audit Committee

The Committee held Four meetings during the period under review. The terms of reference of the Audit Committee clearly defines the roles and responsibilities of the Audit Committee. The terms of reference is periodically reviewed and revised with the concurrence of the Board of Directors. The roles and functions of the committee are further regulated by the rules governing the Audit Committee as specified by the conditions/guidelines on corporate governance issued by the Bangladesh Securities and Exchange Commission.

Role of the Committee

The Audit Committee's authorities, duties and responsibilities flow from the Board's oversight function and the terms of reference are detailed in Committee Charter approved by the Board. The major responsibilities of the Committee, among others, include:

- * Reviewing Accounting Policies & Principle.
- * Reviewing the quarterly, half-yearly and annual financial statements and other financial results of the company and, upon its satisfaction of the review, recommend them to the Board for approval.
- * Monitoring and reviewing the adequacy and effectiveness of the company's financial reporting process, internal control and risk management system.
- * Monitoring and reviewing the arrangements to ensure objectivity and effectiveness of the external and internal audit functions. Examine audit findings and material weaknesses in the system and monitor implementation of audit action plans.
- * Recommending to the Board the appointment, re-appointment or removal of external auditors.



Major Activities of the Audit Committee

The audit committee carried out the following activities during the year:

- * Reviewed and recommended to the Board the quarterly and annual financial statements for the period ended on June 30, 2019.
- * Reviewed and approved the Annual Financial Statements prepared for publication, prior to submission to the Board;
- * Reviewed the effectiveness and independence of the statutory auditors;
- * Reviewed the activities of the Compliance function, incidence reporting and actions, and the status of enforcement of the Codes of Conduct.
- * Reviewed the Board Audit Committee Charter and Internal Audit Function
- * Reviewed and received report on the matters as per requirement from the Bangladesh Securities and Exchange Commission (BSEC). The above matters are significant recommendations for continuous improvement and therefore duly noted.

Acknowledgement

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

.....
Moqsumul Quader
Chairman
Audit Committee

Memories

Memorable Events

Annual Picnic





Message from the Chairperson

Dear Shareholders,

Assalamu-Alaikum,

Let me first welcome to you all to Bogura and to this 12th Annual General Meeting of GBB Power Limited. Secondly, I must thank you for taking the troubles of joining the AGM which demonstrates your confidence to the Board of Directors of your Company and it gives me great pleasure to share with you highlights of performances of the Company during the previous 12 months which ended on June 30, 2019.

Your company has steadily grown with remarkable consistency over last few years and remains committed to 'responsible growth'. It has focused on producing clean power by implementing eco-friendly technologies, reducing carbon foot print to the best extent possible in terms of global initiatives to combat climate change. It has always strived for creating sustainable livelihood for communities adjacent to its location. Your company has been able to achieve many milestones with its pioneering operational procedures and motivated team with a proclivity for trendsetting.

In 2018-2019, another strong year of operations enabled us to turn in good financial results. Our revenues from continuing operations were approximately BDT 54.75 Crore. These results illustrate once again our ability to deliver sound financial results, in difficult economies as well as during boom times. As much as we focus on operations we never lose sight of one of our primary goals, which is to enhance shareholder's value.

On November 03, 2019 the Board announced that it had recommended a Cash dividend of 10% per share. We assure you that we will continue our effort so as to achieve further better financial results in the next year.

I would like to thank our valued shareholders, BPDB, PGCB, PGCL, BSEC, DSE, CSE bankers and other partners for the support that they continue to provide us. With your unfaltering faith and stronger support, I am confident that we will emerge stronger than ever before.

Shamim Ara Islam



Message from the Managing Director & CEO

Honorable Chairperson, the Directors of the Board and valued Shareholders

Assalamu Alaikum,

It has been an honor and privilege for me to say few words to this assembly as the Managing Director of GBB Power Limited. I am also very proud to report on the performance of your Company achieved during FY 2018-2019.

Overall, 2018-2019 was a successful year in terms of our annual results. Each and every employee in the Company individually and as a group contributed to our success.

GBB Power Limited remains committed to demonstrating reliability, trustworthiness and responsible, sustainable development - a pledge that will guide our pursuit of stable production on a per share basis over the next years. Our company's business and corporate reputation is more than just a point of pride; it is one of our greatest assets, built through continuous learning and improvement as we strive to reduce our impacts on the environment, improve our safety and performance, attract and retain the best staff, enhance our community engagement and refine our practices to be among the best in industry.

The existence of GBB Power Limited is linked with the support of all stakeholders including Creditors, Banks, Insurance Companies, The Bangladesh Securities & Exchange Commission, The Dhaka Stock Exchange Limited, The Chittagong Stock Exchange Limited, The Central Depository Bangladesh Limited, various Government Authorities and other individuals and agencies.

With sincere gratitude and very best wishes to all of our investors, team members, customers and stakeholders, we look forward to your continuous support and prayers for GBB Power Limited into the future.

Thanking you all.

M. Taifur Hossain



GBB Power Limited Declaration by CEO and CFO

Annexure-A
[As per condition No. 1(5)(xxvi)]

Date: October 24, 2019

The Board of Directors
GBB Power Limited
House # 7, Road # 4
Dhanmondi
Dhaka

Subject: Declaration on Financial Statements for the year ended on June 30, 2019

Dear Sirs,

Pursuant to the condition No. 1(5)(xxvi) imposed vide the Commission's Notification No.BSEC/CMRRCD/2006-158/207/ Admin/80 dated 3 June 2018 under section 2CC of the Securities and Exchange Ordinance, 1969, we do hereby declare that:

- (1) The Financial Statements of GBB Power Limited for the year ended on June 30, 2018 have been prepared in compliance with International Accounting Standards (IAS) or International Financial Reporting Standards (IFRS), as applicable in the Bangladesh and any departure there from has been adequately disclosed;
- (2) The estimates and judgments related to the financial statements were made on a prudent and reasonable basis, in order for the financial statements to reveal a true and fair view;
- (3) The form and substance of transactions and the Company's state of affairs have been reasonably and fairly presented in its financial statements;
- (4) To ensure above, the Company has taken proper and adequate care in installing a system of internal control and maintenance of accounting records;
- (5) Our internal auditors have conducted periodic audits to provide reasonable assurance that the established policies and procedures of the Company were consistently followed; and
- (6) The management's use of the going concern basis of accounting in preparing the financial statements is appropriate and there exists no material uncertainty related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.

In this regard, we also certify that: -

- (i) We have reviewed the financial statements for the year ended on June 30, 2018 and that to the best of our knowledge and belief:
 - (a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (b) These statements collectively present true and fair view of the Company's affairs and are in compliance with existing accounting standards and applicable laws.
- (ii) There are, to the best of knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the code of conduct for the company's Board of Directors or its members.

Sincerely yours,

M. Taifur Hossain
MD & CEO

Date: October 24, 2019

Tareq Mahamud
CFO

Date: October 24, 2019



Directors' Report

Bismillahir Rahmanir Rahim

Dear Shareholders,
Assalamu Alaikum,

On behalf of the Board of Directors, we have the pleasure to welcome you all to the 12th Annual General Meeting of the Company. We are pleased to submit before you the operational activities and Audited Financial Statements of the Company for the year ended June 30, 2019 as adopted by the Board of Directors.

The Directors Report is prepared in compliance with Section 184 of the Companies Act 1994 and regulations of the Institute of Chartered Accountants of Bangladesh (ICAB).

Background:

Electricity is the major source of power for most of the economic activities in the country and demand for that is increasing at a very high rate every day. The present Govt. has been desperately trying to mitigate the crisis. Your company, being one of the pioneers of the local private power sector, has been successfully supplying 20 +/- 10% MW Power to the Grid from its Bogura plant since its inception in June 2008.

Business Activities:

The sole activity of GBBPL is to generate electricity from its Bogura Power Plant, run on 6 units of Natural gas fired brand new MWM (formerly Deutz) generator sets of Germany, and to deliver the output to Power Grid Company of Bangladesh Ltd., (PGCB), a subsidiary of Bangladesh Power Development Board (BPDB). The company intends to maximize its power generation and enhance its contribution to national economy in the years to come.

In the year 2018-2019, the company earned total revenue of Tk. 54.75 Crore as against 54.99 Crore of for the 12 month period ended June 30, 2018.

Business Expansion:

Your Company has been looking for opportunity to expand the operational capacity to add value to the Shareholders. In this connection, we conducted negotiations with BPDB to increase the existing capacity and to install new plants in different locations of the country. But the depletion of natural gas reserve stood brevier to our efforts. However, we are looking for opportunities to set up new plants on alternative fuel-fired engines and / or sourcing renewable energy in collaboration with experienced foreign companies.

We are also planning to venture into Solar Power Plant, as the Government is committed to generating 10% of the total power generation by renewable energy by 2021.

Directors' Responsibilities towards Shareholders

In compliance with the requirements of the BSEC's Notification No. BSEC/CMRRCD/2006-158/207/Admin/80 Dated 03 June 2018, the Directors are responsible for the governance of the Company and in that capacity, the Directors confirm, to the best of their knowledge that-

Industry Outlook and future development:

The Board is pleased to inform you that the existing plant located at BPDB Compound, Bogura is running excellent and generated substantial amount of energy during this time.

Risks and concerns:

Exchange rate risks

Taka has been devalued significantly against dollar and it is very unlikely to appreciate in near future. But devaluation of local currency against major international currencies will not affect the company's business.

Management perception

Since all dues relating to import of machineries and equipments from abroad has been settled, exchange rate risk is not going to hamper business of the company.

Industry risks

The Company is operating in a situation where there is a huge gap between demand and supply. Although power sector is a highly demanding and aggravated sector in our country, chances are there that excessive competition may hamper the company's business.

Management perception

Currently there is a huge gap between demand and supply of electricity in our country. On the other hand demand for electricity is increasing drastically day by day. In this situation chance of excessive competition is very less. Moreover BPDB purchases 100% of the electricity produced by the company at a rate predetermined in the Power Purchase Agreement which is also adjusted as per consumer price index. Hence, the company is protected against any sort of loss due to competition or inflation.

Market and technology-related risks

Capacity of generating power is dependent to a great extent on the capacity of its generators. Should there be any disturbance in the technology used by the company; operation of the company may face major turbulence.

Management perception

The company is using modern machines. The plant is comprised of 6 units of generator sets from the world renowned gas fuelled reciprocating engine manufacturer Deutz, Germany. Total installed capacity of the plant is approximately 24.00 MW where contracted capacity is 22 MW of electricity. Furthermore the management of the company is very serious about timely maintenance of the machineries.

Operations risks

Operational risk covers the ability of the project to achieve the performance as envisaged. Technology used, fuel supply arrangement, operation & maintenance (O&M) arrangement and political condition are major sources of operational risk for the company.

Management perception

To mitigate fuel supply problem GBBPL has signed gas supply agreement with Pashchimanchal Gas Company Limited (PGCL) on July 3, 2007 for a term of 15 years to supply gas in required quantity and specification throughout the agreement period. During major overhaul, GBBPL will engage Kaltimax Energy Bangladesh (pvt) Ltd. for providing the overhaul services. As the company installed 6 units of generators, electricity supply will not be hampered to a great extent even at the time of scheduled maintenance or any minor problem.

Project duration risk

The company entered into an agreement with Bangladesh Power Development Board (BPDB) with a condition that the agreement shall become effective upon signing and shall terminate fifteen (15) years after the commercial operations date, unless extended or earlier terminated pursuant to the provisions of this agreement.

Management perception

Management perceives that there are no possibilities of early termination of the agreement as there are huge demands for power in our country. Government of Bangladesh is encouraging more local entrepreneur to invest in this sector to meet up demand and supply gap. Moreover, at present, scarcity of power reveals that the power crisis will remain in future as economy of Bangladesh is growing and demand for power and electricity is increasing. So there is scope of extension of the term of current agreement subject to approval of BPDB.

Extra-Ordinary Events

No events of extra ordinary gain or loss occurred during the reporting period which would require adjustment or disclosure in the financial statements.

Variance within the Financial Year

There was no event of significant variance between quarterly financial performances during the year under reporting.

Remuneration to Directors

This information is incorporated in the Notes 16.09 of the notes to the financial statements on page 49 with reference to the "Directors' fees and remuneration" figures concerning the Board of Directors including Independent Director.

Fairness of Financial Statements

The financial statements together with the notes thereon have been drawn up in conformity with the Companies Act 1994 and Securities and Exchange Rules 1987. These statements present fairly the Company's state of affairs, the results of its operations, cash flow and changes in equity. In compliance with the requirement of the Bangladesh Securities and Exchange Commission (BSEC) Corporate Governance Code date June 3, 2018, Chief Executive Officer and Chief Financial Officer has given the declaration about the fairness of the financial statements which is shown on page 31 of the report.

Books of Accounts

Proper books of account of the company have been maintained.

Accounting Policies

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.

Application of BAS & IFRS

International Accounting Standards, as applicable in Bangladesh, have been followed in preparation of the financial statements and any departure therefrom has been adequately disclosed.

Internal Control

The system of internal control is sound in design and has been effectively implemented and monitored.

Going Concern/Forward Looking Statement

There are no significant doubts upon the company's ability to continue as a going concern.

Significant Variance over the Last Year's Operating Result

No significant deviations from last year in operating results of the company have been made.

Dividend

The Board of Directors of the company recommended 10% cash dividend for the year ended June 30, 2019.

Board and Committee Meetings and Attendance

During the year ended June 30, 2019, the Board of Directors met Six times. Audit Committee met four times and Remuneration Committee met once. The attendance record of the Directors is shown below:

Board Meeting and Attendance

Name of Directors:	Attended
Mrs. Shamim Ara Islam	6
Mr. M. Taifur Hossain	6
Mrs. Morziana Hasan	6
Mrs. Rintia Nazim	6
Mrs. Rafsana Rafique	6
Mr. Moqsumul Quader	6
Mr. Syed Fazlul Karim	6
The Director who could not attend the meetings was granted leave of absence.	

Audit Committee Meeting and Attendance

Name of Members:	Attended
Mr. Moqsumul Quader	4
Mrs. Rintia Nazim	4
Mrs. Rafsana Rafique	4
Mr. S M Hedaitul Islam	4

Nomination & Remuneration Committee Meeting and Attendance

Name of Members:	Attended
Mr. Syed Fazlul Karim	1
Mrs. Rafsana Rafique	1
Mrs. Rintia Nazim	1
Mr. S M Hedaitul Islam	1

Pattern of Shareholding

The pattern of shareholding is provided on page 53.

Five Year's Financial Results

The company's Five years financial results from 2014 to 2019 with the recommendation for appropriation are as follows:

Amount in Crore Taka

Particulars	2019	2018	2017	For the 18 month Period ended 30 June 2016	2014
Cost of goods sold	38.48	41.10	35.66	47.60	29.73
Net profit	7.70	9.57	11.16	16.31	13.05
Profit brought forward	10.46	20.54	14.23	20.25	19.16
Profit available for appropriation	18.16	30.11	25.39	36.56	31.25
Less: Dividend+Adjustment regarding HHV gas bill	—	19.64	14.54	12.64	10.10
Profit Carried Forward	18.16	10.47	10.85	23.92	20.15
Appropriations:					
Proposed Dividends	10% Cash Dividend	No Dividend	5% Cash & 5% Stock Dividend	15% cash Dividend	15% Stock Dividend
Transferred to retained earning	18.16	10.47	10.85	9.38	7.6
Net Asset Value (NAV) Per Share	20.30	19.54	21.06	20.41	22.68
Earnings per Share (EPS)	0.76	0.94	1.15	1.68	1.55
Net Operating Cash Flow Per share	1.04	(0.01)	1.48	2.91	2.45

Contribution to the National Exchequer

During the period under review, your Company paid Taka 3.80 crore to the national exchequer in the form of corporate income tax, customs duties and value added tax.

Credit Rating

The Company achieved AA rating in long term and ST-1 for short term with a stable outlook from Alpha Credit Rating Limited.

Statutory Payments

The Directors, to the best of their knowledge and belief, are satisfied that all statutory payments in relation to employees and the Government have been made up to date.

Directors

Name of the Directors of the company and their biographical details are shown on page 11.

Directors retirement, Election & Re-appointment:

In accordance with the provisions of Article-111, Article 112, Article-113 and Article-145 of the Articles of Association, Mrs. Morziana Hasan, Mrs. Rintia Nazin and Mr. M. Taifur Hossain shall retire at the 12th Annual General Meeting by rotation and, being eligible, offer themselves for re-election and the matter of retreat will be place before the shareholders at 12th Annual General meeting for approval.

Auditors:

The present auditors M/s. MABS & J Partners, Chartered Accountants will retire at this Annual General Meeting. The Board recommended that Kazi Zahir Khan & Co. Chartered Accountants be offered to serve as the Auditors of the Company for the year 2019-2020.

Insurance Coverage:

The company has comprehensive insurance covering all risks package including Fire, Machinery Breakdown, Business Interruption and Third Party Liability etc-by Pioneer Insurance Company Limited.

Human Resource Management:

The company has in its pay-roll 10 graduate engineers, 10 diploma engineers, 3 technicians and supervisors. The plant is headed by our Advisor who is also a retired GM of PGCB and B.Sc. Engr. (E) from BUET (1972). The Secretary of the Board is a Chartered Secretary & Chartered Accountant. The CFO is a master degree with 22 years of experience of accounts.

The Plant In-charge (GM) is a senior Electrical Engineer with 21 years of experience in power generation. The head of Mechanical Division is an engineer with ex-Navy & Singapore Shipyard background of 39 years experience. The head of Electrical Division is an engineer with background of 14 years experience.

Your company recognizes that manpower is the most important resource and key to success of the organization. To develop and equip the employees with key skills, the company places great emphasis on the development of its manpower and hence substantial in-service trainings are provided at outside training institutes for updating their knowledge on the respective functional areas. In addition, we also train interns, apprentice engineers and technicians.

Audit Committee

Audit committee is formed by the Board of Directors, which consists of four members including an Independent Director and company secretary of the company act, as a member secretary of the committee. Audit committee is responsible to report to the Board. The committee assists the Board in discharging its supervisory responsibilities with respect to Internal Control, Financial Reporting, Risk management and Auditing matters.

Going Concern

The Board of Directors has reviewed the Company's business plan and is satisfied that the Company has adequate resources to continue its operations in the foreseeable future. Accordingly the Financial Statements are prepared based on the going concern concept.

Compliance with Laws and Regulations

The Company was not engaged in any activities contravening the laws and regulations. All those responsible for ensuring compliance with the provisions in various laws and regulations did so within the stipulated time.

Environmental Protection

To the best of the Board's knowledge, the Company was not engaged in any activity which might be harmful to environment. The local environment protection authority monitor the plant periodically and reports quarterly on the quality of air, sound etc as set forth by the government.

Acknowledgement:

Your Board of Directors would like to place on record its deep gratitude to the honorable shareholders for their cooperation and support towards the business of the company. Your faith in us enables us to move forward.

The Board would like to express their grateful appreciation for the whole hearted support, cooperation and guidance extended by the Bangladesh Power Development Board, the only customer of the company.

The Board also expresses their thanks to our Bankers and Financial Institutions, PGCL, PGCB, Environment Department, BSEC, DSE, CSE and CDBL for their extensive support and cooperation.

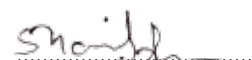
The Directors also wish to express their thanks to the employees of the company at all levels for their team spirit, hard work and dedicated services towards the growth and progress of the company.

We look forward to a better future.

On behalf of the Board of Directors,



M. Taifur Hossain
Managing Director & CEO
Date: November 17, 2019



Shamim Ara Islam
Chairperson
Date: November 17, 2019

Independent Auditor's Report To the Shareholders of GBB Power Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of GBB Power Limited, which comprise the statement of financial position as at 30 June 2019, and the statement of profit or loss and other comprehensive income, statement of cash flows and statement of changes in equity for the year then ended 30 June 2019, and a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying financial statements give a true and fair view of the financial position of the Company as at 30 June 2019, and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs), the Companies Act 1994 and other applicable laws and regulations.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirement that are relevant to our audit of the financial statements in Bangladesh, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Going Concern

We draw attention to page no. 10 note "B" to the financial statements describe the events or matters that may cast significant doubt on the Company's ability to continue as going concern. Our opinion is not modified in respect of this event or matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below our description of how our audit addressed the matters provided in that context.

Risk	Our response to the risk
Revenue Recognition	
<p>Revenue arising from the sale of power at end of the each month recognized when deliveries are made to National Grid of BPDB compliance with all the conditions as per contractual agreement with BPDB.</p> <p>Invoice shall be prepared by the company and submitted to BPDB on monthly basis. BPDB shall pay after deducting any amount that are subject to dispute.</p> <p>There is a risk that revenue may be overstated or understated.</p>	<p>We have tested the design and operating effectiveness of key controls focusing on the following:</p> <ul style="list-style-type: none"> ➤ Segregation of duties in invoice creation and modification; and ➤ Timing of revenue recognition. <p>Our substantive procedures in relation to the revenue recognition comprises the following:</p> <ul style="list-style-type: none"> ➤ Obtaining supporting documentation for sales transactions recorded either side of year end as well as credit notes issued after the year end date to determine whether revenue was recognized in the correct period; ➤ Critically assessing manual journals posted to revenue to identify unusual or irregular items; and ➤ Finally assessed the appropriateness and presentation of disclosures against relevant accounting standards.
See note no 32 to the financial statements	

Valuation of Inventory	
Inventories are carried at the lower of cost and net realizable value. As a result, the Directors apply judgment in determining the appropriate values for slow-moving or obsolete items.	<p>We challenged the appropriateness of management's assumptions applied in calculating the value of the inventory provisions by:</p> <ul style="list-style-type: none"> ➤ evaluating the design and implementation of key inventory controls operating across the company; ➤ attending inventory counts and reconciling the count results to the inventory listings to test the completeness of data; ➤ comparing the net realizable value, obtained through a detailed review of sales subsequent to the year-end, to the cost price of a sample of inventories and comparison to the associated provision to assess whether inventory provisions are complete; ➤ reviewing the historical accuracy of inventory provisioning, and the level of inventory write-offs during the year
See note no 19 to the financial statements	
Impairment of Property, Plant and Equipment's	
<p>The economic climate and levels of competition remain challenging for the Company. There is a risk that the impairment charge may be misstated.</p> <p>Determining the level of impairment involves forecasting and discounting future cash flows and estimation of recoverable amounts which are inherently uncertain. This is one of the key judgmental areas that our audit has concentrated on.</p>	<p>Our audit procedures included, among others, considering the impairment risk associated with the following different types of asset:</p> <ul style="list-style-type: none"> ➤ We critically assessed and challenged the company's impairment model. This included consideration of discounted cash flow forecast. ➤ We have also considered the adequacy of the company's disclosures about the degree of estimation involved in determining the amount of impairment and the sensitivity to key assumptions
See note no 13 to the financial statements	

Other Information

Management is responsible for the other information. The other information comprises all of the information in the Annual report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation of financial statements that give a true and fair view in accordance with IFRSs, 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that gives a true and fair view.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Report on Other Legal and Regulatory Requirements

In accordance with the Companies Act 1994, we also report the following:

- a) We have obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of our audit and made due verification thereof;
- 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 those books; and
- c) The Company's statement of financial position and statement of profit or loss and other comprehensive income with by the report are in agreement with the books of account.
- d) The expenditure incurred was for the purpose of the Company's business.

Dated: Dhaka
03 November 2019

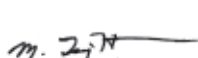

MABS & J Partners
Chartered Accountants

GBB Power Limited
Statement of Financial Position
As at 30 June 2019

Particulars	Notes	Amount in Taka	
		30 June 2019	30 June 2018
ASSETS :			
Non-current Assets		1,145,043,690	1,209,505,860
Property, Plant and Equipments	17.00	1,142,099,212	1,205,809,600
Leasehold Land Development	18.00	2,944,478	3,696,260
Current Assets		1,165,192,869	1,163,575,595
Inventories	19.00	218,909,688	236,610,705
Accounts Receivable	20.00	101,131,775	97,892,440
Sundry Debtors	21.00	500,000	500,000
Advance, Deposit & Prepayments	22.00	192,202,784	243,722,306
Cash and Cash Equivalents	23.00	652,448,622	584,850,144
Total Assets		2,310,236,559	2,373,081,455
EQUITY & LIABILITIES:			
Shareholders' Equity		2,066,242,102	1,989,264,579
Share Capital	24.00	1,018,035,480	1,018,035,480
Share Premium	25.00	866,550,000	866,550,000
Retained Earnings		181,656,622	104,679,099
Current Liabilities		243,994,457	383,816,876
Accounts Payable	26.00	49,154,111	136,433,423
Sundry Creditors	27.00	887,962	2,162,024
Accrued Expenses	28.00	5,818,126	11,788,992
Workers Profit Participation and Welfare Fund	29.00	11,124,279	16,784,468
Unclaimed Dividend	30.00	4,057,346	4,104,653
Short Term Bank Loan	31.00	141,968,824	179,355,283
Provision for Income Tax	36.00	30,983,809	33,188,033
Total Equity and Liabilities		2,310,236,559	2,373,081,455
Net Asset Value (NAV) Per Share	38.00	20.30	19.54

The accounting policies and other notes form an integral part of the Financial Statements.

The Financial Statements were authorised for issue by the Board of Directors on 03 November 2019 and signed on its behalf by :


Managing Director

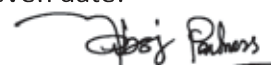

Director


Company Secretary

Auditor's Report to the Shareholders:

This is the Statement of Financial Position referred to in our report of even date.

Dated Dhaka, 28 October 2018


MABS & J Partners
Chartered Accountants

GBB Power Limited
Statement of Profit or Loss and Other Comprehensive Income
For the Year Ended 30 June 2019

Particulars	Notes	Amount in Taka	
		1 July 2018 to 30 June 2019	1 July 2017 to 30 June 2018
Turnover	32.00	547,524,167	549,925,019
Cost of Energy Sold	33.00	384,847,801	411,017,489
Gross Profit		162,676,366	138,907,530
Administrative, Financial & Other Expenses	34.00	65,056,450	66,345,021
Net Profit Before Other Income & W.P.P.F		97,619,916	72,562,509
Other Income	35.00	53,453,756	37,890,601
Net Profit Before Charging WPP & Welfare fund		151,073,672	110,453,110
Contribution to WPP & Welfare Fund	29.00	7,193,984	5,259,672
Net Profit Before Income Tax		143,879,687	105,193,438
Income Tax Expenses	37.00	66,902,165	9,472,650
Net Profit After Tax		76,977,523	95,720,788
Earnings Per Share (EPS)	39.00	0.76	0.94

The accounting policies and other notes form an integral part of the Financial Statements.
The Financial Statements were authorised for issue by the Board of Directors on 03 November 2019 and signed on its behalf by :


Managing Director



Director


Company Secretary

Auditor's Report to the Shareholders:

This is the Statement of Profit or Loss and comprehensive income referred to in our report of even date.

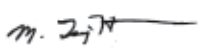
Dated Dhaka, 28 October 2018


MABS & J Partners
Chartered Accountants

GBB Power Limited
Statement of Cash Flows
For the Year Ended 30 June 2019

Particulars	Amount in Taka	
	1 July 2018 to 30 June 2019	1 July 2017 to 30 June 2018
Cash Flows from Operating Activities		
Collections from Turnover and others Income	597,738,588	625,928,878
Payment for Cost and Expenses	(499,037,169)	(577,318,093)
Financial Expenses	(24,496,402)	(10,555,103)
Income Tax refund	69,200,282	-
Income Tax Deducted at Source	(38,002,455)	(38,974,528)
	105,402,845	(918,846)
Cash Flows from Investing Activities		
Acquisition of Property, Plant and Equipments	(370,600)	210,751
	(370,600)	210,751
Cash Flows from Financing Activities		
Cash Credit and Other short term loan	(37,386,460)	130,079,923
Dividend /Fraction Share Dividend paid	(47,307)	(47,680,093)
	(37,433,767)	82,399,830
Increase/(Decrease) in Cash and Cash Equivalent	67,598,478	81,691,735
Opening Cash and Cash Equivalents	584,850,144	503,158,409
Closing Cash and Cash Equivalents	652,448,622	584,850,144
Net Operating Cash Flow Per Share	1.04	(0.01)

The accounting policies and other notes form an integral part of the Financial Statements.
The Financial Statements were authorised for issue by the Board of Directors on 03 November 2019 and signed on its behalf by :


Managing Director


Director


Company Secretary

Auditor's Report to the Shareholders:

This is the Statement of Cash Flows referred to in our report of even date.

Dated Dhaka, 28 October 2018

 A member of
Nexia
International

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GBB Power Limited
Statement of Change in Equity
For the Year Ended 30 June 2019

(Amount in Taka)

Particulars	Ordinary Share Capital	Share Premium	Share Money Deposits	Retained Earnings	Total
1st July 2018	1,018,035,480	866,550,000	80,000	104,679,099	1,989,344,579
Net Profit during the Year	-	-	-	76,977,523	76,977,523
30 June 2019	1,018,035,480	866,550,000	80,000	181,656,622	2,066,322,102

For the Year Ended 30 June 2018

(Amount in Taka)

Particulars	Ordinary Share Capital	Share Premium	Share Money Deposits	Retained Earnings	Total
1st July 2017	969,557,600	866,550,000	80,000	205,431,231	2,041,618,832
Cash Dividend	-	-	-	(48,477,880)	(48,477,880)
Adjustment regarding HHV gas bill	-	-	-	(99,517,160)	(99,517,160)
Stock Dividend	48,477,880	-	-	(48,477,880)	-
Net Profit during the Year	-	-	-	95,720,788	95,720,788
30 June 2018	1,018,035,480	866,550,000	80,000	104,679,099	1,989,344,579

The accounting policies and other notes form an integral part of the Financial Statements.

The Financial Statements were authorised for issue by the Board of Directors on 03 November 2019 and signed on its behalf by :


Managing Director



Director


Company Secretary

Auditor's Report to the Shareholders:

This is the Statement of Changes in Equity referred to in our report of even date.

Dated Dhaka, 28 October 2018


MABS & J Partners
Chartered Accountants

GBB Power Limited
Notes to the Financial Statements
As at and for the Year Ended 30 June 2019

A. Compliance with the requirements of notification of the Securities and Exchange Commission dated 04.06.2008 under reference # SEC/CMMRPC/2008-181/53/Adm/03/28.

1. Notes to the financial statements marked from C-1 to C-16 outlining the policies are unambiguous with respect to the reporting framework on which the accounting policies are based.
2. The accounting policies on all material areas have been stated clearly in the notes marked from C-1 to C-16.
3. The financial statements have been prepared in compliance with requirements of IAS and IFRS as adopted by the Institute of Chartered Accountants of Bangladesh (ICAB).
4. The financial statements have been prepared in compliance with requirements of the Companies Act, 1994, the Securities and Exchange Rules, 1987 and other applicable local laws and rules.

B. Legal status and nature of the company – Disclosure under IAS 1 “Presentation of Financial Statements”

Domicile, Legal Form and Country of Incorporation

The Company was incorporated on 17th October 2006 as a private company limited by shares and by a resolution passed on 26 February 2008. It was converted into a public company limited by shares. The company implemented the Joint Venture Agreement executed between GBB Limited and Caladonian Power Limited and has done all that was necessary as per notification of award of “Supply Installation and Putting in Commercial Operation of 20MW +/- 10% Trailer/ Skid Mounted Power Plant at Bogra on rental basis for a tenure of 15 year Project which will be ended in 17 June 2023” issued by Bangladesh Power Development Board vide Memo No. 108-BPDB (CS.)/ (Contract)/Bogra Rental /06 dated 03.08.2006 and 15.08.2006 respectively.

The company has installed and utilized the following capacity

Licensed Capacity by BERC (Net)	Saleable Rental Capacity by PPA (Net)	Installed Capacity	Commissioned Capacity
22.80 MW	20 (+/-) 10% MW	23.26 MW (100%)	23.26 MW

Capacity Rented	Total Electricity Generated 11KV (Gross)	Total Electricity Sold 33 KV (Net)
21.772 MW (Effective From 30/09/2018)	169,279 MWH (100%)	161,983 MWH (95.69%)
21.720 MW (20/08/2017 to 29/09/2018)		

Address of Registered Office and Principal Place of Business

The principal place of business is in the registered office at GBB Power Complex, BPDB Compound, Puran Bogra, Bogra-5800 and Corporate office at Momtaz Plaza (5th Floor), House # 07, Road # 04, Dhanmondi R/A, Dhaka-1205.

Principal Activities and Nature of Operations

Supply Installation and putting in commercial operation of 20MW +/- 10% Trailer/ Skid Mounted Power Plant.

Number of Employees

On the payroll of the Company, there were 31 officers, 60 staff and workers /technicians apart from many casual / contract technicians / workers.

		Taka
i)	87 Staff / Officers / Employees drew yearly salary & allowances of Tk. 48,000 or more	33,003,544
ii)	4 Staff / Officers / Employees drew yearly salary & allowances of Tk. 48,000 or more	122,760
	91	33,126,304

C. Significant Accounting Policies-Disclosures

1.00 Compliance with International Accounting Standards (IASs)

The financial Statements have been prepared in compliance with requirements of IASs as adopted by the Institute of Chartered Accountants of Bangladesh (ICAB) and applicable in Bangladesh.

2.00 Compliance with local Laws

The financial statements have been prepared in compliance with requirements of the Companies Act, 1994, the Securities and Exchange Rules, 1987 and other relevant local laws and rules, including compliance with Income Tax Ordinance 1984, Income Tax Rules 1984, VAT Act 1991 and VAT Rules 1991.

3.00 Measurement Bases used in preparing the Financial Statements.

The elements of financial statements have been measured on "Historical Cost" basis, which is one of the most commonly adopted base as provided in "the frame-work for the preparation and presentation of financial statements" Issued by the International Accounting Standards Committee (IASC).

4.00 Components of the Financial Statements

According to the International Accounting Standard (IAS) 1 "Presentation of Financial Statements", the complete set of Financial Statements includes the following components:

- (i) Statement of Financial Position as at 30 June 2019;
- (ii) Statement of profit or loss and other comprehensive income for the year ended 30 June 2019;
- (iii) Statement of Cash Flows for the year ended 30 June 2019;
- (iv) Statement of Changes in Equity for the year ended 30 June 2019; and
- (v) Accounting policies and explanatory notes.

5.00 Specific accounting policies selected and applied for significant transactions and events.

Recognition of Property, Plant & Equipment and Depreciation.

Property, Plant and Equipment are stated at their cost less accumulated depreciation in accordance with IAS 16 "Property, Plant and Equipment". Cost represents cost of acquisition or construction and capitalization of pre-production expenditure including interest during construction periods. Depreciation has been charged on additional fixed assets from the date of ready for use. Depreciation on all other fixed assets is computed using the diminishing balance method in amounts sufficient to write off depreciable assets over their estimated useful economic lives. Expenditure of maintenance and repairs are expensed; major replacements, renewals and betterments are capitalized.

The depreciation rates applicable to the principal categories are:

Assets	Depreciation Rate
Building and Premises	5%
Plant and Machinery	5%
Tools & Equipment	5%
Furniture & Fixtures	20%
Fabrication Work	5%
Shuttering Materials	20%
Office Equipment	20%
Office Car	20%

The rent on leasehold land is being recognized as revenue expenses year to year, leasehold land development has been shown under separate head. Please see Note 18.00 hereinafter.

6.00 Inventories

Inventories comprise mainly of Lubricants, spare parts, consumable etc. They are stated at the lower of cost and net realizable value on consistent basis in accordance with IAS 2 “Inventories”. Net realizable value is based on estimated selling price less any further costs expected to be incurred for completion and disposal.

7.00 Cash and Cash Equivalents

According to IAS 7 “Statement of Cash Flows”, cash comprises cash in hand and demand deposit and cash equivalents are short term, highly liquid investments that are readily convertible to known amount of cash and which are subject to an insignificant risk of changes in value. IAS 1 “Presentation of Financial Statements” also provides that cash and cash equivalents are those which have no restriction in use considering the provision of IAS 7 and IAS 1. Cash in hand and bank balances have been considered as cash and cash equivalents.

8.00 Statement of Cash Flows

Statement of Cash Flows is prepared principally in accordance with IAS 7 “Statement of Cash Flows” and the cash flow from the operating activities have been presented under direct method as prescribed by the Securities and Exchange Rules, 1987 and considering the provision of paragraph 19 of IAS 7 which provides that “enterprises are encouraged to report cash flow from operating activities using the direct method”.

9.00 Taxation

Transactions relating to Income Tax have been disclosed in conventional manner. There appears no deferred tax liability arising out of taxable temporary differences as per IAS-12 for that the tax deducted at source by customer of Tk. 38,002,455 is the final liability u/s. 52 N of I.T Ordinance 1984 if the company is to pay tax which is dependent upon award of the Court as has been stated in Note-38.00.

10.00 Revenue Recognition

Revenue arising from the sale of power at end of the each month is recognized when deliveries are made to National Grid of Bangladesh Power Development Board (BPDB) compliance with all the conditions for revenue recognition as provided in IAS 15 “Revenue Recognition” The contractual agreement with BPDB provides as under as per clause 13.3(a)(i):

“Invoice shall be on a monthly basis. Invoice shall be prepared by the company and submitted to BPDB no sooner then 7 (seven) days after the end of the month for which such invoice is applicable and shall show the due date of payment of the invoice to be 45(forty five) days after date of issuance of the relevant invoice. Such invoices shall present all information including schedule 9, 10 & 11 and calculation, any other information required by BPDB to confirm the consistency of the invoice with the provision of the section 13.3. BPDB shall pay to the company by A/C payee cheque or Pay Order or through Bank Transfer all amount due under this agreement, less any amount that are subject to dispute.”

11.00 Foreign currency translation

Transactions denominated in foreign currencies are translated into Bangladesh Taka and recorded at rates of exchange ruling on the date of transaction in accordance with IAS 21 "The Effects of Changes in Foreign Currency Rates".

12.00 Earning Per Share (EPS)

The company calculates Earnings per Share (EPS) in accordance with IAS 33 "Earnings per Share" which has been shown on the face of Comprehensive Income Statement and the computation of EPS is stated in Note -39.00.

Basic Earnings

This represents earnings for the period attributable to ordinary shareholders. As there was no preference dividend, minority interest to extra ordinary items, the net profit for the period has been considered as fully attributable to the ordinary shareholders.

Basic Earnings per Share

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

Diluted Earnings per Share

No diluted EPS is required to be calculated for the period as there was no scope for dilution during the period under review.

13.00 Impairment of Assets

As all assets of the company shown in the financial statements that are within the scope of IAS-36 are in physical existence and valued not more than their recoverable amount following International Accounting Standards adopted in Bangladesh, disclosures with regard to "Impairment of Assets" as per IAS-36 have not been considered necessary.

14.00 Employee Benefit Obligations

The Company has implemented following employees benefit plan:

- a) Annual leave with wage
- b) Gratuity: this scheme is recognised by NBR.
- c) Provident Fund: this scheme is recognised by NBR.
- d) Festival bonus.
- e) Workers profit participation and welfare fund at 5% of net profit. It has been initiated from 2008

15.00 Trade Creditors and Other Current Liabilities

Liabilities are recognised for amount to be paid in the future for goods and services received, whether or not billed by the supplier.

16.00 Additional Information

16.01 Responsibility for preparation and presentation of Financial Statements

The Board of Directors is responsible for the preparation and presentation of Financial Statements under Section 183 of the Companies Act, 1994 and as per the provision of "the framework for the preparation and presentation of financial statements" issued by the International Accounting Standards Committee (IASC).

16.02 Transactions with Related Parties / Associated Undertakings

The company carried transactions with related parties in the arms' length basis and there is no transaction during the period with related parties.

16.03 Risk and uncertainties for use of estimates in preparation of financial statements

The preparation of financial statements in conformity with the International Accounting Standards requires management to make estimates and assumption that affect the report, amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and revenue and expenses during the period reported. Actual results could differ from those estimates. Estimates are used for accounting of certain terms such as long term contracts, provision for doubtful accounts, depreciation and amortization, employees benefit plan, tax reserves and contingencies.

16.04 Reporting Currency and level of precision

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

16.05 Comparative Information

Comparative information have been disclosed in respect of the year 30 June 2018 for all numerical information in the financial statements and also the narrative and descriptive information when it is relevant for understanding the current period's financial statements.

16.06 Turnover

Turnover comprises energy sales of the company, excluding VAT, supplementary duty, etc.

16.07 Commission

No commission has been paid during the year under review.

16.08 Brokerage or Discount

The company did not pay any brokerage or discount during the period under review.

16.09 Payment to Directors

During the period the company has paid to its Directors as follows:

SL. No.	Name	Designation	Period	Remuneration (BDT)	Festival Bonus (BDT)	Total (BDT)
1	Mr. M. Taifur Hossain	Managing Director	July-June	3,600,000	360,000	3,960,000
2	Mrs. Shamim Ara Islam	Chairman	July-June	2,400,000	240,000	2,640,000
3	Mrs. Morziana Hasan	Director (Procurement)	July-June	2,700,000	270,000	2,970,000
Total				8,700,000	870,000	9,570,000

The Directors were not paid for any other facilities from the company.

16.10 Miscellaneous Expenses

Miscellaneous expenses do not include any item exceeding 1% of total revenue.

16.11 Leases

Lease rentals against assets acquisition have been expensed as they incurred.

16.12 Acknowledgement of Claims

There was no claim against the company acknowledged as debt as on 01 July 2018 to 30 June 2019.

16.13 Going Concern

There is no significant doubt upon the company's ability to continue as a going concern.

16.14 Reporting Period

Financial statements of the company cover one financial period from 01 July 2018 to 30 June 2019.

16.15 Rearrange of Figure

Comparative figures have been rearranged, if necessary.

16.16 Loans, Advances and Deposits

This is considered good and collectible and therefore, no amount was written off as bad debt and no debt was considered doubtful to provide for.



Amount in Taka	
30 June 2019	30 June 2018

17.00 Property, Plant and Equipment's: Tk. 1,142,099,212

The break up of the above amount is as under :

Cost as per last account	1,877,843,148	1,878,053,899
Add : Additions/Adjustments during the year	370,600	(210,751)
	1,878,213,748	1,877,843,148
Less : Accumulated Depreciation	736,114,536	672,033,548
Written down value	1,142,099,212	1,205,809,600

Details have been shown in Annexure-'01'

18.00 Leasehold Land Development Cost: Tk. 2,944,478

The break up of the above amount is as under :

Balance as per last account	3,696,260	4,448,042
Less: Amortization during the year	751,782	751,782
	2,944,478	3,696,260

19.00 Inventories: Tk. 218,909,688

The break up of the above amount is as under :

Stock of Spare Parts for General	47,530,036	17,877,444
Stock of Spare Parts for E-70	168,553,972	215,357,356
Stock of Lubricants	2,825,680	3,375,905
	218,909,688	236,610,705

20.00 Accounts Receivable: Tk. 101,131,775

The break up of the above amount is as under :

	30 June 2019		30 June 2018	
	Below six months	Over six months	Below six months	Over six months
Bangladesh Power Development Board	101,131,775	-	97,892,440	-
	101,131,775	-	97,892,440	-

21.00 Sundry Debtors: Tk. 500,000

The break up of the above amount is as under :

	30 June 2019		30 June 2018	
	Below six months	Over six months	Below six months	Over six months
Central Depository Bangladesh Limited	-	500,000	-	500,000
	-	500,000	-	500,000

22.00 Advance, Deposit and Prepayments: Tk. 192,202,784

The break up of the above amount is as under :

	30 June 2019		30 June 2018	
	Below six months	Over six months	Below six months	Over six months
Other Advances (Note-22.01)	7,607,358	5,029,000	1,381,575	4,659,260
Bank Guarantee Margin (Bank Asia Ltd)	1,098,500	4,048,421	-	4,048,421
L/C Margin (Note-22.02)	617,849	-	4,527,178	-
Advance against expenses	45,000,000	-	-	-
Tax Deducted at Source on Other Income	2,826,366	6,211,229	2,221,855	6,130,310
Advance Income Tax Deducted at Source	18,477,092	91,903,271	12,915,506	207,838,201
Advance Income Tax Deducted (for 2007-2011) from Tax refund of 2018	9,383,698	-	-	-
	85,010,863	107,191,921	21,046,114	222,676,192

22.01 Other Advances: Tk. 12,636,358

The break up of the above amount is as under :

	30 June 2019		30 June 2018	
	Below six months	Over six months	Below six months	Over six months
Advance Rent (Office Rent)	982,740	351,000	842,400	302,050
Advance Rent (Office Car Parking)	225,504	-	-	20,880
Advance to Staff (Against Office Work)	1,300	-	81,175	-
Advance to Staff (Against Salary)	1,699,666	-	328,000	199,500
Advance to Haribhasa Enterprise (SPP)	950,000	4,678,000	130,000	1,598,000
Prepaid Insurance Premium	3,748,148	-	-	2,538,830
	7,607,358	5,029,000	1,381,575	4,659,260

Amount in Taka	
30 June 2019	30 June 2018

22.02 L/C Margin: 617,849

The break up of the above amount is as under :

L/C Margin & Document Value	548,766	4,438,821
L/C Commission	33,926	19,534
L/C Bank Charges	9,660	27,336
L/C Insurance Premium	25,497	41,487
	617,849	4,527,178

Amount in Taka	
30 June 2019	30 June 2018

23.00 Cash and Cash Equivalents: Tk. 652,448,622

The break up of the above amount is as under :

Cash in Hand at Head Office	175,577	22,001
Cash in Hand at Branch Office	370,229	611,768
Cash at Banks (Note-23.01)	83,116,935	36,864,214
Fixed deposit at Bank (Note-23.02)	568,785,881	547,352,161
	652,448,622	584,850,144

23.01 Cash at Banks: Tk. 83,116,935

The break up of the above amount is as under :

AB Bank Ltd. A/C: 4006-757891-000	684	2,409
Bank Asia Ltd. A/C: 00733003080	42,020	44,820
Bank Asia Ltd. A/C: 00733003201 ESCROW	1	-
Bank Asia Ltd. A/C: 02136000314 Fractional Stock & Cash Divident	4,304,947	4,255,858
Bank Asia Ltd. A/C: 02136000275	77,989,229	31,979,545
Bank Asia Ltd. A/C: 02133001382	342,959	-
BRAC Bank Ltd A/C: 1501201917699001	168,027	166,143
Prime Bank Limited A/C:14611020018121	118,292	120,282
Shahjalal Islami Bank Ltd. A/C: 400312400000022	147,723	292,657
Sharp Securities Ltd. 28999 BO A/C:1203180052163888	3,052	2,502
	83,116,935	36,864,214

23.02 Fixed Deposit at Bank: Tk. 568,785,881

The break up of the above amount is as under :

Bank Asia Ltd. ,Dhanmondi Branch	26,607,516	25,000,000
Arab Bangladesh Bank Ltd. (ABBL)	74,337,106	68,982,981
IDLC Finance Ltd.	467,841,259	453,369,180
	568,785,881	547,352,161

24.00 Share Capital: Tk. 1,018,035,480

The break up of the above amount is as under :

101,803,548 Ordinary Shares of Taka 10 each	1,018,035,480	969,557,600
Addition During the year:		
5% Stock Divident 4,847,788 Shares of Taka 10 each	-	48,477,880
	1,018,035,480	1,018,035,480

24.01 The percentage of shareholding by different categories of shareholders is as follows:

No. of Holders	Holdings			
7,894	Less	then	500	shares
5,103	501	to	5000	shares
1,092	5,001	to	10000	shares
703	10,001	to	20000	shares
236	20,001	to	30000	shares
105	30,001	to	40000	shares
59	40,001	to	50000	shares
90	50,001	to	100000	shares
63	100,001	to	1000000	shares
10	1,000,001	to	Over	shares
15,355				

24.02 Composition of the Ordinary Shareholders:

Sl. No.	Particulars	30 June 2019			30 June 2018		
		No. of Shares	Value of shares	%	No. of Shares	Value of shares	%
1	M. Taifur Hossain (Managing Director)	10,164,000	101,640,000	9.98%	10,164,000	101,640,000	9.98%
2	Mrs. Shamim Ara Islam (Chairman)	6,781,013	67,810,130	6.66%	6,781,013	67,810,130	6.66%
3	Mrs. Morziana Hasan(Director)	6,661,886	66,618,860	6.54%	6,661,886	66,618,860	6.54%
4	Mrs. Rintia Nazim (Director)	4,489,364	44,893,640	4.41%	4,489,364	44,893,640	4.41%
5	Mrs. Rafsana Rafique (Director)	4,489,364	44,893,640	4.41%	4,489,364	44,893,640	4.41%
6	Institutions	14,784,160	147,841,600	14.52%	15,682,216	156,822,160	15.40%
7	Others(Individual)	54,433,761	544,337,610	53.47%	53,535,705	535,357,050	52.59%
	Total	101,803,548	1,018,035,480	100%	101,803,548	1,018,035,480	100%

24.03 Year Wise Share Holding Position:

Sl. No.	Date of Bonus Issue	Particulars	Opening No. of Share	Addition No. of Share	Total No. of Share	Value of Share (Amount in Tk.)
1	12 August 2012	IPO Issue	30,499,990	20,500,000	50,999,990	509,999,900
2	12 August 2012	Bonus Share	50,999,990	12,749,997	63,749,987	637,499,870
4	15 July 2013	Bonus Share	63,749,987	9,562,498	73,312,485	733,124,850
5	16 April 2014	Bonus Share	73,312,485	10,996,872	84,309,357	843,093,570
6	15 July 2015	Bonus Share	84,309,357	12,646,403	96,955,760	969,557,600
7	06 October 2016	Bonus Share	96,955,760	4,847,788	101,803,548	1,018,035,480

Amount in Taka	
30 June 2019	30 June 2018

25.00 Share Premium: Tk. 866,550,000

The break up of the above amount is as under :

Share Premium	866,550,000	866,550,000
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26.00 Accounts Payable: Tk. 49,154,111

The break up of the above amount is as under :

Fuchs Lubricants Bangladesh Ltd.	202,629	391,629
Pashchimanchal Gas Co. Ltd.	48,951,482	135,841,794
Veritas Initiative Holding Ltd.	-	200,000
	49,154,111	136,433,423

27.00 Sundry Creditors: Tk. 887,962

The break up of the above amount is as under :

Ayub Tradelink	200,000	800,000
Agility Limited	-	692,375
Share Money Deposit	80,000	80,000
Tax Deducted at Source from salary ,suppliers, office rent etc.	607,962	589,649
	887,962	2,162,024

Amount in Taka	
30 June 2019	30 June 2018

28.00 Accrued Expenses: Tk. 5,818,126

The break up of the above amount is as under :

Remuneration & Salary	3,282,800	3,247,391
Employees Fringe Benefits (Note-28.01)	1,945,986	3,841,794
Office Rent	89,340	74,450
Liabilities for Various Expenses	-	4,250,356
Audit Fees	500,000	375,000
	5,818,126	11,788,992

28.01 Employees Fringe Benefits: Tk. 1,945,986

The break up of the above amount is as under :

Opening Balance	3,841,794	1,821,438
Payable During the year	4,560,562	5,275,092
Total	8,402,356	7,096,530
Disburse during the year	(1,109,158)	(1,261,862)
	7,293,198	5,834,668
Transfer to Gratuity A/C During the Year	(5,347,212)	(1,992,874)
	1,945,986	3,841,794

29.00 Workers Profit Participation and Welfare Fund: Tk. 11,124,279

The break up of the above amount is as under :

Opening Balance	16,784,468	14,802,326
Addition During the Year	7,193,984	5,259,672
Total	23,978,452	20,061,998
Less: Disburse During the Year		
Participation Fund	(4,327,298)	(3,101,459)
Welfare Fund	(8,526,875)	(176,071)
	11,124,279	16,784,468

30.00 Unclaimed Dividend: Tk. 4,057,346

The break up of the above amount is as under :

Opening Balance	4,104,653	3,168,866
Addition During the Year:		
Cash Divident	-	48,477,880
Fractional Share	-	138,000
Total	4,104,653	51,784,746
Disburse during the year		
Less: Paid During the Period (Cash Dividend)	(47,307)	(47,680,093)
	4,057,346	4,104,653

31.00 Short Term Bank Loan: Tk. 141,968,824

The breakup of the above amount is as under:

Short Term Loan Bank Asia Ltd. (STL)-02135001400	141,968,824	170,671,950
LTR Bank Asia Ltd.-02131000716	-	784,391
LTR Bank Asia Ltd.- 02131000718	-	3,409,005
Bank Asia Ltd, OD A/C 02133001382	-	4,489,936
	141,968,824	179,355,283

Amount in Taka	
2018-2019	2017-2018

32.00 Turnover: Tk. 547,524,167

The breakup of the above amount is as under:

Revenue from BPDB	547,524,167	549,925,019
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*This turnover is from sale of energy to Bangladesh Power Development Board, through PGCB National Grid.

33.00 Cost of Energy Sold: Tk. 384,847,801

The breakup of the above amount is as under:

Gas Consumed	158,702,896	159,039,803
Direct Expenses (Note-33.01)	226,144,905	251,977,686
	384,847,801	411,017,489

33.01 Direct Expenses: Tk. 226,144,905

The breakup of the above amount is as under:

Lubricants Consumed (Note-33.01.1)	15,719,305	23,163,115
Salary & Allowances	26,535,417	22,190,434
Operating Expenses-Bogra Plant	1,558,670	1,459,046
Spare Parts (Note-33.01.2)	55,286,723	44,725,427
Spare Parts for E-70 (Note-33.01.3)	46,803,384	45,679,626
Energy Meter Expenses	-	401,942
Havoline	561,750	604,800
Depreciation Expenses	63,440,178	71,182,855
Amortization of leasehold land development cost	744,264	744,264
Plant All Risk Insurance Premium	3,788,212	3,385,106
Testing Expenses	400,000	343,058
Cleaner Elements	-	5,490,100
Alternator Repair Expenses	-	4,747,200
Turbo Charger Repair	-	16,105,511
Transformer Repair	-	318,464
Thermocouple	-	475,150
Control Panel Repair	-	5,466,546
Repair & Maintenance	11,307,002	5,495,042
	226,144,905	251,977,686

33.01.01 Lubricants Consumed: Tk. 15,719,305

The breakup of the above amount is as under:

Opening Stock	3,375,905	6,821,520
Add: Purchases	15,169,080	19,717,500
	18,544,985	26,539,020
Less: Closing Stock	2,825,680	3,375,905
	15,719,305	23,163,115

33.01.02 Spare Parts: Tk. 55,286,723

The breakup of the above amount is as under:

Opening Stock	17,877,444	28,690,545
Add: Purchase	84,939,315	33,912,326
	102,816,759	62,602,871
Less: Closing Stock	47,530,037	17,877,444
	55,286,723	44,725,427

33.01.03 Spare Parts E-70 : Tk. 46,803,384

The breakup of the above amount is as under:

Opening Stock	215,357,356	48,558,880
Add: Purchase	-	212,478,102
	215,357,356	261,036,982
Less: Closing Stock	168,553,972	215,357,356
	46,803,384	45,679,626

34.00 Administrative, Financial and Other Expenses: Tk. 65,056,450

The breakup of the above amount is as under:

Administrative Expenses (34.01)	28,552,736	33,404,870
Financial Expenses (34.02)	24,496,402	10,555,103
Other Expenses (34.03)	12,007,312	22,385,048
	65,056,450	66,345,021

34.01 Administrative Expenses: Tk. 28,552,736

The breakup of the above amount is as under:

Directors Remuneration	8,700,000	8,700,000
Salary & Allowances	7,573,343	11,250,288
Festival Bonus	2,026,027	1,647,080
Director's Meeting Allowances	103,500	138,000
Employees Benefits (Note-34.01.01)	4,560,562	5,275,092
Contribution for PF	1,013,774	407,875
Advertising	444,590	694,138
Annual General Meeting	2,077,878	2,343,656
Electric Bill	247,295	292,483
Office Maintenance	60,430	59,717
Audit fee	556,250	427,500
Wasa Bill	48,166	33,217
Car Rental Expenses	435,683	1,334,291
Deprecation Expenses	640,810	719,019
Amortization of leasehold land development cost	7,518	7,518
Miscellaneous Expenses	56,910	74,996
	28,552,736	33,404,870

34.01.01 Employees Fringe Benefits: Tk. 4,560,562

The breakup of the above amount is as under:

Annual Leave	1,155,718	1,109,158
Gratuity	3,404,844	4,165,934
	4,560,562	5,275,092

34.02 Financial Expenses: Tk. 24,496,402

The breakup of the above amount is as under:

Bank Charges	468,627	439,602
Bank Guarantee Commission	1,117,366	1,117,366
Interest on Bank Loan	22,910,409	8,998,135
	24,496,402	10,555,103

34.03 Other Expenses: Tk. 12,007,312

The breakup of the above amount is as under:

Office Rent	1,078,785	1,058,232
Courier Service Expenses	2,203	686,341
Telephone & Mobile Expenses	244,324	201,341
Fuel Expenses	844,610	826,350
Donation & Subscription	100,000	632,707
Entertainment	2,209,229	4,487,082
Fooding Bill for Staff	189,201	202,988
Medical & Medicine Expenses	6,837	172
Newspaper Bills	4,020	4,070
Dependable Capacity Test Expenses	450,000	446,906
Internet Line Expenses	159,600	188,800
Insurance Premium Expenses	496,147	655,455
Professional Expenses	362,250	230,000
Listing Expenses	1,160,249	1,114,593
IT Maintenance Charge	17,328	50,203
Legal Expenses	-	1,072,950
Traveling Expenses	447,316	751,319
Printing & Stationery	634,234	5,304,714
Repair, Maintenance & Registration Expenses	1,051,544	1,070,910
Tendering Expenses	200,000	-
Data Processing Expenses	-	364,924
Renewal Expenses	831,169	281,453
Other Operational Expenses	925,920	705,668
Training & Welfare Expenses	185,923	16,650
Safety Material	91,700	1,601,130
C & F Expenses	-	95,000
Utility Bills/Service Charges	314,723	335,090
	12,007,312	22,385,048

35.00 Other Income: Tk. 53,453,756

The breakup of the above amount is as under:

Interest on SND, MMSA and FDR Interest	53,453,756	37,890,601
	53,453,756	37,890,601

36.00 Provision for Income Tax: Tk. 30,983,809

The breakup of the above amount is as under:

Opening Balance	33,188,033	23,715,383
Add: During the year:		
On SND, MMSA & FDR	18,708,815	9,472,650
	18,708,815	9,472,650
	51,896,848	33,188,033
Adjustment with Tax Assessment	(20,913,039)	-
	30,983,809	33,188,033

37.00 Income Tax Expenses: Tk. 66,902,165

Current Year Tax	18,708,815	9,472,650
Add: Adjustment regarding Previous 5 Years Assesment Year (2013-2014 to 2017-2018)	48,193,350	-
	66,902,165	9,472,650

No provision for tax on income from energy sale has been made because of the reasons stated in note # 9 above.

38.00 Net Asset Value Per Share (NAV): Tk. 20.30

The Computation of EPS is given below:

	Amount in Taka	
	30 June 2019	30 June 2018
Total Assets	2,310,236,559	2,373,081,455
Less: Total Liabilities	243,994,457	383,816,876
(a) Net Assets	2,066,242,102	1,989,264,579
(b) Number of Ordinary Shares outstanding at the year ended 30 June 2019	101,803,548	101,803,548
(c) Net Asset Value Per Share (NAV) [a/b]	20.30	19.54

39.00 Basic Earnings per Share (EPS): Tk. 0.76

The Computation of EPS is given below:

(a) Earnings attributable to the Ordinary Shareholders	76,977,523	95,720,788
(b) Number of Ordinary Shares outstanding at the year ended 30 June 2019	101,803,548	101,803,548
(c) Basic EPS	0.76	0.94

The reason for deviation of Earnings per Share (EPS) from Tk. 0.94 to Tk. 0.76 is that Income Tax Expenses including Adjustment regarding Previous 5 Years, Assesment Year (2013-2014 to 2017-2018)



40.00 Reconciliation of Cash Flow from Operating Activities Using Indirect Method with Cash Flow from Operating Activities Using Direct Method:

Particulars	Amount in Taka 2018-2019
Cash flow from operating activities	
Net Profit / (Loss) before tax	143,879,687
Adjustments for:	
Depreciation and amortization	64,832,770
Operating profit / (loss) before working capital changes	208,712,458
Changes in working capital:	
Adjustments for (increase)/ decrease in operating assets:	
Inventories	17,701,017
Trade receivables	(3,239,335)
Advance, deposits & prepayments	(48,784,694)
Adjustments for (increase)/(decrease) in liabilities:	
Accounts Payable	(87,279,312)
Sundry Creditors	(1,274,062)
Accrued Expenses	(5,970,866)
Workers Profit Participation and Welfare Fund	(5,660,189)
Income tax refund	69,200,282
Provision for Income Tax	(38,002,455)
Net cash flow from / (used in) operating activities	105,402,845

Operating cash flows per share **1.04**

The reason for deviation of Net Operating Cash Flow Per Share from Tk. -0.01 to Tk. 1.04 is that Cash flows from operating activities include Income Tax Refund regarding previous years

41.00 Tax Assessment Status:

Amount in Taka

Accounting Year	Assessment Year	Liabilities as per Assessment Order	Advance Income Tax Paid/Collected
2007	2008-2009	Assessment Completed	Nil
2008	2009-2010	Assessment Completed	9,291,217
2009	2010-2011	Assessment Completed	10,327,545
2010	2011-2012	Assessment Completed	17,376,752
2011	2012-2013	Assessment Completed	13,272,708
2017-2018	2018-2019	Return Submitted	38,974,528
2018-2019	2019-2020	Return not Submitted	38,002,455
Total			127,245,205

NBR. Now the income tax return submission and assessment under process.

42.00 Some Information with Regard to Income and Expenditure in Foreign Currency etc:

	30 June 2019	30 June 2018
(a) Value of Imports on C & F basis		
(i) Raw Materials	Nil	Nil
(ii) Packing Materials	Nil	Nil
(iii) Components and Spare Parts	USD 68,000 & Euro 156,266	USD 2,443,120.12 & Euro 4,155
(iv) Capital Goods	11,770	SGD 5,500
(b) Expenditure in Foreign Currency for Royalty, Technical Fee, Professional Advisory fee, Interest and Others.	Nil	Nil
(c) Value of Consumed Raw Materials, Packing Materials, Stores & Spares consumed with percentage:		

	Amount in Taka		Amount in Taka		Amount in Taka	
	Raw Materials	%	Packing Materials	%	Stores & Spares	%
Imported	Nil		Nil		66,008,685	-
Local	Nil		Nil		36,081,422	-

Amount in Taka	
30 June 2019	30 June 2018

(d) The amount remitted during the year in foreign currencies on account of dividends with a specific mention of the number of non-resident shareholders,	Nil	Nil
(e) Earnings in foreign exchange classified under the following heads namely :-	Nil	Nil
i) Export of goods calculated on F.O.B basis;	Nil	Nil
ii) Royalty, know-how, professional and consultation fees ;	Nil	Nil
iii) Interest and dividend ;	Nil	Nil
iv) Other income, indicating the nature thereof.	Nil	Nil

43.00 Contingent Liability (IAS-37): Tk. 127,245,205

The break up of the above amount is as under :

* Income Tax	127,245,205	234,312,414
	127,245,205	234,312,414

*The company was awarded Independent Power Producer (IPP) license on 10/01/2013 by the Bangladesh Energy Regulatory Commission (BERC) as per direction by the Honorable Supreme Court and as per issued license the company is supposed to enjoy tax holiday for 15 (fifteen) years from its date of commercial production dated 17.06.2008 in light of SRO No. 114-AIN/ 1999 dated 26.05.1999 of NBR.

The Taxes Appellate Tribunal, Division Bench-2, Dhaka has, in its order dated 30/11/2015, already directed the Deputy Commissioner of Taxes to allow the said exemption and consider the above amount as income of the company.

44.00 There was no Claim against the Company which is to be Acknowledged as Debt as on 30-06-2019.

45.00 Subsequent Event:

- (a) The Board of Directors of the Company in it's meeting held on 03 November 2019 approved the financial statements of the Company for the year ended 30 June 2019 and authorized the same for issue. The Board of Directors also recommended 10% cash dividend for all shareholders only for the year ended 30 June 2019 subject to approval in the next Annual General Meeting.
- (b) There is no other significant event that has occurred between the financial statements date and the date when the financial statements were authorized for issue by the board of directors.


Managing Director


Director


Company Secretary

GBB Power Limited
Schedule of Property, Plant and Equipment's
As at and for the Year Ended 30 June 2019

(Annexure-01)

Particulars	Cost			Rate	Depreciation			Written down value as on 30 June 2019
	Balance as at 01 July 2018	Additions/ Adjustments during the Year	Total as on 30 June 2019		Balance as at 01 July 2018	During the Year	Total as on 30 June 2019	
Building & Premises	129,455,776	-	129,455,776	5%	46,673,949	4,139,091	50,813,040	78,642,736
Plant & Machinery	1,393,686,013	-	1,393,686,013	5%	485,514,971	45,408,552	530,923,523	862,762,490
Tools & Equipment	284,533,183	-	284,533,183	5%	102,789,171	9,087,201	111,876,372	172,656,811
Furniture & Fixtures	3,787,343	54,000	3,841,343	20%	2,900,685	187,658	3,088,343	753,000
Office Equipment	4,127,748	316,600	4,444,348	20%	2,776,057	327,440	3,103,497	1,340,851
Office Car	27,080,789	-	27,080,789	20%	17,688,781	3,828,221	21,517,002	5,563,787
Fabrication Work	33,516,873	-	33,516,873	5%	12,225,889	1,064,549	13,290,438	20,226,435
Shuttering Materials	1,655,423	-	1,655,423	20%	1,464,045	38,276	1,502,321	153,102
Total	1,877,843,148	370,600	1,878,213,748		672,033,548	64,080,988	736,114,536	1,142,099,212

Allocation of Depreciation :	Amount in Taka
Charged to Production	63,440,178
Charged to Administration	640,810
Total	64,080,988



GBB POWER LIMITED

Registered Office: GBB Power Complex, BPDB Compound, Puran Bogura, Bogura-5800

Proxy Form

I/we _____ of _____ being a member of GBB Power Limited, hereby appoint Mr./Ms. _____ of _____ as my/our proxy to attend and vote in my/our behalf at the 12th Annual General Meeting (AGM) of the Company to be held on the 18, December 2019 at 09.30 a.m. respectively at the Conference Hall, Hotel Naz Garden, Silimpur, Bogura-5800, and at the adjournment thereof.

Signed this _____ day of _____ 2019

Revenue
Stamp

(Signature of the Proxy)

Signature of the witness

Date: _____

(Signature of the Shareholder)

No. of Shares held _____

Note:

BO ID No.

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

1. A member eligible to attend and vote at the AGM may appoint a proxy to attend and vote on his/her behalf.
2. The Proxy Form must be affixed with revenue stamps of Tk.20.00 and submitted to the Registered Office of the Company not later than 48 hours before the time fixed for the Meeting.
3. Signature of the Member(s) must be in accordance with the Specimen Signature recorded with the Company.

(Authorized Signatory)

GBB Power Limited

Signature Verified

GBB POWER LIMITED

Registered Office: GBB Power Complex, BPDB Compound, Puran Bogura, Bogura-5800

ATTENDANCE SLIP

I/We hereby record my/our attendance at the 12th Annual General Meeting (AGM) being held on the 18, December 2019 at 09.30 a.m. respectively at the Conference Hall, Hotel Naz Garden, Silimpur, Bogura-5800,

Name of Shareholder(s)/Proxy: _____

BO ID No.

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No. of Shares held: _____

Signature of Shareholder

Note:

1. Please note the AGM can only be attended by the honorable shareholder or properly constituted proxy. Therefore, any friend or children accompanying with honorable shareholder or proxy cannot be allowed into the meeting.
2. Please present this attendance slip at the registration counter on or before 09.00 a.m. on the AGM date.

সম্মানিত শেয়ারহোল্ডারদের সদয় অবগতির জন্য জানানো যাচ্ছে যে, আসন্ন বার্ষিক সাধারণ সভায় কোন প্রকার উপহার/খাবার/কুপন প্রদানের ব্যবস্থা থাকবে না।



GBB POWER LIMITED

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