

ANNUAL REPORT & Financial Statements



20 14

BRISCOE

R.T. BRISCOE (NIGERIA) PLC
RC 1482

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RESULTS AT A GLANCE

YEAR ENDED 31 DECEMBER 2014

Group	2014 N'000	2013 N'000	Variance (%)
Revenue	20,942,572	21,768,366	(4)
Results from operating activities	389,765	1,267,527	(69)
Net finance costs	(1,785,173)	(1,419,129)	26
Loss before income tax	(1,435,068)	(201,091)	614
Loss for the year	(1,821,842)	(92,016)	1,880
Total comprehensive income for the year	207,297	(84,242)	(346)
Retained earnings, end of year	240,964	2,043,548	(88)
Share capital	588,177	588,177	-
Total equity	3,257,051	3,049,754	7

PER 50K SHARE DATA:

Based on 1,176,353,697 (2013 - 1,176,353,697)

Ordinary shares of 50k each:

Basic (loss)/earnings (kobo)	(155)	(8)
Diluted (loss)/earnings (kobo)	(155)	(8)
Net assets (kobo)	277	259
Dividend declared	-	-
Dividend cover (times)	-	-
Stock Exchange quotation at year end (kobo)	0.77	1.47
Number of employees (group)	356	385

Directors	Mr. Clement Adekunle Olowokande - Chairman Mr. Bukola Oluseyi Onajide - Managing Director Alhaji Sanusi Ado Bayero Ms. Adeola Adenike Ade Ojo Dr. Adewale Olawoyin, SAN Mr. Akin Ajayi Alhaji Ali Safiyanu Madugu, mni Sir Sunday Nnamdi Nwosu
Registered Office:	18, Fatai Atere Way, Matori, Oshodi, Lagos.
Registration No.:	RC 1482
Company Secretary:	Olukayode Adeoluwa & Co. 18 Fatai Atere Way, Matori, Oshodi, Lagos.
Independent Auditor:	KPMG Professional Services KPMG Tower, Bishop Aboyade Cole Street, Victoria Island, Lagos.
Company's Principal Bankers:	Access Bank Nigeria PLC Diamond Bank PLC Ecobank Nigeria Limited Fidelity Bank PLC First Bank of Nigeria PLC First City Monument Bank PLC Guaranty Trust Bank PLC Keystone Bank Limited Mainstreet Bank Limited Skye Bank PLC Stanbic - IBTC Bank PLC Sterling Bank PLC Union Bank of Nigeria PLC United Bank For Africa PLC Unity Bank PLC Wema Bank PLC Zenith Bank PLC

BACKGROUND

R.T. Briscoe (Nigeria) PLC ("Briscoe") was incorporated in Nigeria on 9th March, 1957, as a Private Limited Liability Company and became a wholly-owned subsidiary of the East Asiatic Company Ltd A/S ("EAC") of Copenhagen-Denmark in 1961. The Company became a public Company in 1973 and the shares were listed for quotation on the Nigerian Stock Exchange in 1974. In August 2002, EAC divested its shareholding in Briscoe to Nigerian investors.

The Company started its business activities in Nigeria with the importation of building materials and some English trucks under an agency arrangement brokered by its parent Company. Since 1957, when Briscoe was incorporated, the Company has witnessed tremendous growth and has diversified its area of operations to include the sales and service of motor vehicles and technical equipment.

Briscoe has since 1957 under the trade name "Briscoe Motors" been a dealer of Toyota vehicles in Nigeria.

Briscoe became a dealer of Volvo cars in 1970 through a Concessionaire Agreement dated June 18th and July 9th 1970. Between 1970 and August 1992, Briscoe served as the exclusive dealer for Volvo vehicles in Nigeria with sales and service outlets in various parts of the country until the Agreement was mutually terminated by both parties.

In 2005, Briscoe expanded its product portfolio and was appointed a dealer of the Ford Motor Company for the marketing, sales and service of the Ford range of vehicles. The Ford dealership is conducted under the trade name – Briscoe Ford.

Briscoe has its head office at Matori, Lagos and branch offices at Ikeja, Victoria Island, Lekki, Akure, Asaba, Kano, Port Harcourt and Abuja. The Toyota and Ford dealerships are operated from separate facilities, each of which comprise offices, parts, and workshop service facilities. There is a special workshop at Matori and showroom for the Atlas Copco activities.

BUSINESS ACTIVITIES

BRISCOE Toyota

Presently, Briscoe is engaged in the marketing, sales and servicing of Toyota motor vehicles under the trade name Briscoe Toyota as one of the 8 authorised dealers of Toyota Nigeria Limited.

Our Spare Parts Department holds a large computerized inventory of genuine Toyota spare

parts and accessories ordered directly from the manufacturers.

BriscoeToyota workshops are equipped with state-of-the-art electronic and computerized equipment to ensure that the company offers the highest possible quality of after-sales service. Our workshops are among the best in the country. We regularly undertake the Facilities Improvement Activities (FIA) programme in order to maintain international standards in these workshops. BriscoeToyota is the first to receive the highly coveted Toyota award for Service, Marketing Excellence (TSL) from Toyota Motor Corporation (TMC) Japan.

BRISCOE FORD

BriscoeFord, allied to the Ford Motor Company of America is an authorized automotive dealer in Nigeria, dedicated to the sales and service of this prestigious American Brand and its product line ranging from passenger cars, sport utility, Multi-purpose and commercial vehicles.

BRISCOE INDUSTRIAL EQUIPMENT

Briscoe Industrial Equipment, handles the sales and services of industrial, mining and construction equipment as well as generating sets. The division also markets forklifts and pallet trucks. It partners with international brands– Atlas Copco, Toyota Material Handling Co., BT Material Handling Co. and JCB Power Products to provide this world class products.

BRISCOE PROPERTIES

Briscoe Properties Limited business scope covers facilities management, property development, project management and real estate services. (sales and leasing). BPL presently manages a number of residential and commercial properties and estates in Ikoyi, Apapa, Maryland and Yaba and is the appointed facility manager for Fara Park comprising 304 housing units along the Lekki – Epe Expressway.

Through the provision of technical management, Briscoe Properties addresses the key aspects of life cycle maintenance of buildings and their systems. Over the few years of our existence, this activity has increased tenant satisfaction and has ultimately resulted in high tenant retention while maintaining the long term value of our client's properties. We also provide professional services to clients with definitive strategy for the management of construction in order to achieve the completion of the project on time, to the specifications defined by the project brief and within the budget. Briscoe Properties identifies potentially property development opportunities and after appraisal, takes the project(s) forward to implementation.



1. Clement Adekunle Olowokande
CHAIRMAN



2. Bukola Oluseyi Onajide
MANAGING DIRECTOR



3. Ms. Adeola Adenike Ade Ojo
DIRECTOR



4. Akin Ajayi
DIRECTOR



5. Dr. Adewale Olawoyin SAN
DIRECTOR



6. Alhaji Sanusi Ado Bayero
DIRECTOR



7. Alhaji Ali Safiyanu Madugu mni
DIRECTOR



8. Sir Sunday Nnamdi Nwosu
DIRECTOR

1 Mr. Clement Adekunle Olowokande is the Chairman of the Company. A Chartered Accountant by profession, Mr. Olowokande is a Fellow of both the Institute of Chartered Accountants of Nigeria and the Association of Certified Accountants of the United Kingdom. He served in various accounting and finance capacities in Berger Paints Nigeria PLC which he joined in 1969 before his appointment to the Board as Finance Director in 1987 and Managing Director/Chief Executive Officer in 1992. He was appointed Executive Chairman in 2001 and became non-executive Chairman in 2002. He retired from the Board of Berger Paints PLC in 2013. Currently, he is the Executive Chairman of CAFOA Nigeria Limited and has since 2001, served the Country as Chairman and member of a number of economic policy and advisory committees. He was appointed director of R.T. Briscoe (Nigeria) PLC on September 5, 2002 and elected as Chairman of the Company on October 10, 2002.

2 Mr. Bukola Oluseyi Onajide is the Managing Director. He started his professional career as an intern with Deloitte Haskins & Sells, an international firm of Chartered Accountants, and qualified as a Chartered Accountant in 1989. Subsequently, He obtained a Masters Degree in Business Administration from the University of Lagos (1998) and now a Fellow of the Institute of Chartered Accountants of Nigeria (ICAN). He has attended many management courses locally and internationally, including the prestigious Lagos Business School and famous INSEAD, France. Prior to his joining Briscoe in 1998, he had worked with SCOA Nigeria PLC (1990-1993 and 1994-1996) where he became the AGM Finance and subsequently as a Management Consultant to Alchem Industries Limited (1996-1997) and Management Development Associates (1998). He was employed by R.T. Briscoe on the 1st of July 1998, appointed Finance Director in December 2004, Executive Director in charge of the motor business in January 2006. In April 2008, he was appointed the Deputy Managing Director, Managing Director – Designate in July 2009 and became the Managing Director in January 2010.

3 Ms. Adeola Adenike Ade Ojo is an internationally renowned fashion designer and winner of several local and international awards. She is a graduate of the University of Miami where she graduated with a Bachelor of Business degree in 1987. She obtained a Masters of Science (M.Sc) degree in Finance from the University of Lagos in 1989. Ms. Ade Ojo has served as Nigerian Representative in an

international campaign by the United Nation World Food Program to raise money towards halving the number of hungry people in the world particularly children. She was appointed a non-executive Director in December, 2004. She is a member of the Board's Financial Controls, Systems and Risks Committee.

4 Mr. Akin Ajayi graduated from the University of Ife (now Obafemi Awolowo University), Ile-Ife in 1984 with a Bachelor of Science (B.Sc) degree in Economics. He is a Fellow of the Institute of Chartered Accountants of Nigeria and a seasoned banker with a wealth of over 20 years experience. He has also attended several short term courses at prestigious business schools which include the International Management Development Institute (IMD), Switzerland in 1993, Lagos Business School (LBS) in 1995, The Cranfield University, UK in 2001, The Gordon Institute of Business Science (GIBBS), University of Pretoria, South Africa in 2004 and Columbia University, USA in 2006. Mr. Ajayi worked as an Officer in the Controls/Audit department of First City Merchant Bank Limited from 1988 to 1990. He was the Managing Director of Equity Bank Ltd from 2003 to 2005 before its merger with Intercontinental Bank Plc in 2005 where he served as Executive director from 2005 till his retirement from the Bank in 2008. He is currently the Chairman/Chief Executive Officer of Libra Energy Services Ltd and also serves on the boards of other private Companies including a Non-Government Organisation. Mr. Ajayi was appointed a director of the Company in July 2009. He is the Chairman of the Company's Audit Committee as well as the Board's Business Strategy and Re-Engineering Committee, and member of the Financial Controls, Systems and Risks Committee and the Executive Selection and Remuneration Committee.

5 Dr. Adewale Olawoyin, SAN is a Legal Practitioner and Senior Lecturer in law at the University of Lagos. He is a 1987 graduate of the Law faculty of the University of Ife (now Obafemi Awolowo University), Ile-Ife and was called to the Bar in 1988. He also has a Masters degree in law (LL.M) from the London School of Economics and Political Science, UK and a PhD in law from the University of Bristol, UK. Dr. Olawoyin started his career in 1988 with a one year stint as Legal Assistant at the Nigeria Merchant Bank Limited before joining the law firm of Olawoyin & Olawoyin in 1989 where he has been actively involved in legal practice in various capacities as Associate, Senior Associate and Partner. He is currently the Managing Partner of the

firm. He serves on the boards of several private Companies including a Non-Government Organisation. He was appointed a director of the Company in July 2009. He is the Chairman of the Board's Executive Selection and Remuneration Committee and member of the Financial Controls, Systems and Risks Committee as well as the Business Strategy and Re-Engineering Committee.

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Alhaji Sanusi Ado Bayero is a graduate of the Institute of Administration, Kongo, Zaria and the Law faculty of the Ahmadu Bello University, Zaria. He was called to the Bar in 1984, and is also the holder of a Diploma in French from the Ecole International De La Langue Francaise, Paris. He started his working career as State Counsel, Kano State Ministry of Justice from 1985 -1987 and subsequently served in various other capacities in the State as Legal Adviser/Company Secretary of the Kano State Investment Properties Limited, Director – General of the Kano State Council of Chiefs and Director General, Special Duties. Alhaji Ado Bayero also served as the Permanent Secretary, Kano State Ministry of Information, Youth and Culture, and is the Chairman or Director of a number of Non-Government Organisations and private Companies. He was appointed a Director of R.T. Briscoe in July 2003. He has served on the Audit Committee of the Company including the Board's Business Strategy and Re-Engineering Committee and the Executive Selection and Remuneration Committee.

Alhaji Ali Safiyanu Madugu, mni an industrialist is the Managing Director/Chief Executive Officer of Dala Foods Nigeria Limited, a food processing Company. He holds post graduate diplomas in Management as well as a Masters degree in Business Administration. He is a member of several professional bodies which include the Institute of Directors, Chartered Institute of Marketing, UK, Nigerian Institute of Management and the prestigious National Institute for Policy and Strategic Studies. He was appointed a Director of the Company in December 2013. He is a member of the Board's Executive Selection and Remuneration Committee as well as the Business Strategy and Re-Engineering Committee.

7

Sir Sunday Nnamdi Nwosu, KSS, GCOA, MIOD a well known Apostle of good corporate governance is the Founder and National Coordinator of the Independent Shareholders Association of Nigeria. He is an astute investor in a sizeable number of quoted companies on the Nigerian Stock Exchange and also serves on the Board or Audit Committee of some of them. Sir Nwosu is an Active member in the Federal Government Commission on Vision 20:20:20 and also a member of the Institute of Directors. He is the Chairman of the Board's Financial Controls, Systems and Risks Committee and member of the Executive Selection and Remuneration as well as the Business Strategy and Re-Engineering Committees. Sir Nwosu was appointed to the Board on March 27, 2014.

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NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of R.T. BRISCOE (NIGERIA) PLC will be held at the NECA HOUSE, Plot A2, Hakeem Balogun Street, Central Business District, Alausa, Ikeja, Lagos State on Tuesday, 29th September, 2015 at 11.00 a.m. for the transaction of the following business:

ORDINARY BUSINESS

1. To lay before the meeting, the financial statements for the year ended 31st December, 2014 and the Reports of the Directors, Auditors and Audit Committee thereon
2. To re-elect Directors
3. To authorize the Directors to fix the remuneration of the Auditors
4. To elect members of the Audit Committee

SPECIAL BUSINESS

5. To fix the remuneration of the Directors
6. To authorise the company to procure goods and services necessary for its operations from related companies

Lagos, Nigeria.
July 28, 2015

By Order of the Board
Olukayode Adeoluwa
(FRC/2013/NBA/00000002108)
Olukayode Adeoluwa & Co.
Company Secretary

Proxies

A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. Executed forms of proxy should be deposited at either the registered office of the Company or the office of the Registrar not less than 48 hours before the time of holding the meeting. To be effective, the proxy form should be duly stamped and signed.

Audit Committee

Any shareholder may nominate another shareholder as a member of the Audit Committee by giving notice in writing of such nomination to the Company Secretary at least 21 days before the date of the Annual General Meeting.

Closure of Register

The Register of members will be closed from Monday, August 24 to Friday, August 28, 2014 both dates inclusive.

Re-election of Director over 70 years old

Special Notice is hereby given pursuant to Section 256 of the Companies and Allied Matters Act, 1990 that a Director, Mr. Clement Adekunle Olowokande who was born on May 22, 1943 and is over 70 years old would be proposed for re-election.

The directors present their annual report on the affairs of R.T. Briscoe (Nigeria) PLC ("the Company") and its subsidiaries ("the Group"), together with the financial statements and independent auditor's report for the year ended 31 December 2014.

Legal form

The Company was incorporated in Nigeria as a private limited liability company on 9 March 1957 and was converted to a public limited liability company in 1973. It was listed on the Nigeria Stock Exchange on 15 March 1974.

Principal Activity and Business Review

The principal activities of the Company continues to be the sale and service of Toyota and Ford motor vehicles, technical equipment, including forklifts, industrial compressors, mining and drilling equipment and generating sets.

The following is a summary of the principal activities of the subsidiaries of the Company:

Name	Principal activity	Direct & Indirect Shareholding %"
Briscoe Properties Limited	Facility management, property development and sale and leasing of property.	97.00
CAWS Technical Nigeria Limited	Trading of industrial equipment	100.00
Suites Resorts Limited	Shell Company	100.00
Briscoe Leasing Limited	Not operational	100.00
IMC Airpower Limited	Not operational	100.00
Briscoe-Ford Nigeria Limited	Not operational	100.00
Briscoe Garages Limited	Not operational	100.00

The financial results of these subsidiaries have been consolidated in these financial statements.

Operating Results

The following is a summary of the Group and Company operating results and retained earnings:

	Group		Company	
	2014 N'000	2013 N'000	2014 N'000	2013 N'000
Revenue	20,942,572	21,768,366	19,457,880	21,618,130
Results from operating activities	389,765	1,267,527	144,313	1,259,422
Net finance costs	(1,785,173)	(1,419,129)	(1,657,197)	(1,433,530)
Loss before income tax	(1,435,068)	(201,091)	(1,552,544)	(215,033)
Loss for the year	(1,821,842)	(92,016)	(1,872,214)	(103,787)
Total comprehensive income for the year	207,297	(84,242)	156,925	(96,013)
Retained earnings, end of year	240,964	2,043,548	60,394	1,910,636

Directors and their Interests

The directors who served during the year and their interest in the shares of the Company as recorded in the Register of Members and/or notified by the Directors for the purpose of Section 275 of the Companies and Allied Matters Act and as disclosed in accordance with Section 342 of that Companies and Allied Matters Act is as follows:

	Ordinary Shares of 50k each as at 31 December 2014	
	2014	2013
Direct interest:		
Mr. Clement Adekunle Olowokande (Chairman)	810,001	810,001
Mr. Bukola Oluseyi Onajide (Managing Director)	648,000	648,000
Ms. Adeola Adenike Ade Ojo	-	-
Alhaji Sanusi Ado Bayero	-	-
Dr. Adewale Olawoyin, SAN	-	-
Mr. Akin Ajayi	-	-
Alhaji Ali Safiyanu Madugu, mni	-	-
Sir Sunday Nnamdi Nwosu	10,873	NA
Indirect Interest:		
Ms. Adeola Adenike Ade Ojo (through Classic Motors)	97,200,000	97,200,000
NA - Not a member of the Board of Directors as at that date		

Directors' Interest in Contracts

In accordance with Section 277 of the Companies and Allied Matters Act of 1990, none of the directors has notified the Company of any declarable interests in contracts with the Company except as disclosed in Note 25.

Re-election of Directors

In accordance with Section 259 of the Companies and Allied Matters Act, 1990, Mr. Clement Adekunle Olowokande and Dr. Adewale Olawoyin retire by rotation and being eligible offer themselves for re-election. In compliance with the provisions of sections 252 and 256 of the Companies and Allied Matters Act, 1990 notice is hereby given that Mr. C.A. Olowokande was born on May 22, 1943 and he is above 70 years old.

Meetings of Directors

The table below shows the frequency of meetings of the Board of Directors, the Audit Committees, and members' attendance at these meetings, during the year ended 31 December 2014.

	Number of meetings attended				
	Board of Directors	Audit Committee	Business Strategy and Re-Engineering Committee	Financial Controls, Systems and Risks Committee	Executive Selection and Remuneration Committee
Number of Meetings held in the year	5	4	2	2	2
Mr. C.A Olowokande	5	N/A	N/A	N/A	N/A
Mr. B.O. Onajide	5	N/A	2	2	N/A
Alhaji S. Ado Bayero	0	N/A	N/A	N/A	N/A
Ms. A.A. Ade Ojo	3	N/A	N/A	2	N/A
Dr. Adewale Olawoyin	5	3	2	2	2
Mr. Akin Ajayi	5	4	2	2	2
Alhaji A. S Madugu, mni	5	2	1	N/A	1
Sir S.N. Nwosu	4*	N/A	2	2	2

*Sir Nwosu attended all board meetings held since the date of his appointment

N/A - Not applicable as the director is not a member of the committee as at that date

	Board of Directors	Audit Committee	Business Strategy and Re-Engineering Committee	Financial Controls, Systems and Risks Committee	Executive Selection and Remuneration Committee
Dates of Meetings	27.03.2014 17.04.2014 24.07.2014 23.10.2014 16.12.2014	26.03.2014 17.04.2014 22.10.2014 15.12.2014	15.07.2014 11.12.2014	15.07.2014 11.12.2014	15.07.2014 11.12.2014

Beneficial Ownership

According to the Register of Members as at 31 December 2014, the following shareholders held more than 5% of the issued share capital of the Company.

	Number of Ordinary Shares of 50k each			
	2014 Number	2013 %	2014 Number	2013 %
Classic Motors Limited	97,200,000	8.26	97,200,000	8.26
Mikeade Investment Limited	339,931,724	28.90	339,931,724	28.90
Nigerian Citizens and Associations	739,221,971	62.84	739,221,971	62.84
	1,176,353,695	100.00	1,176,353,695	100.00

The analysis of distribution of shares of the Company as at 31 December 2014 was as follows:

Shareholding between	Number of Shareholders	% of Shareholders	Number of Shares	% of Shares
1 - 100	584	1.35	32,685	0
101 - 500	2641	6.11	782,541	0.07
501 - 1,000	7,740	17.91	7,026,300	0.6
1,001 - 2,500	10,981	25.4	19,247,547	1.64
2,501 - 5,000	6,749	15.61	22,962,633	1.95
5,001 - 7,500	2,342	5.42	14,347,011	1.22
7,501 - 10,000	6,167	14.27	48,784,158	4.15
10,001 - 100,000	5,315	12.3	138,232,810	11.75
100,001 - 999,998	631	1.46	159,310,955	13.54
Above 999,999	74	0.17	765,627,055	65.08
	43,224	100	1,176,353,695	100

Donations

The Group donated N100,000 (2013: N250,000) to the following charitable institutions during the year:
Nigeria Society for the Blind - N100,000

In accordance with Section 38(2) of Companies and Allied Matters Act, 1990, the Company did not make any donation or gift to any political party, political association or for any political purpose in the course of the year under review.

Post Balance Sheet Events

There are no significant developments since the end of the accounting year which could have a material effect on the financial statements.

Distributors

There are no major distributors appointed to distribute the Company's products.

Suppliers

The Company's significant suppliers are Toyota Nigeria Limited, Ford Motors Company, Atlas Copco Compressor International NV and Atlas Copco Construction and Mining AB, Sweden.

Compliance with the Nigerian Stock Exchange Post Listing Requirements

The Company was fined the sum of N1.5 million by the Nigerian Stock Exchange subsequent to year end for late filing of the audited financial statements of the Company for the year ended 31 December 2014.

Acquisition of Company's own shares

The Company has no beneficial interest in any of its own shares and all shares are held as provided for in the Company's Articles of Association.

Share Capital History

The changes to the Company's share capital since incorporation are summarised below:

Year	Authorised Share Capital		Issued and Fully Paid Up		Consideration
	Increase N'000	Cumulative N'000	Increase N'000	Cumulative N'000	
1957	-	200	200	200	Cash
					Increase in authorised share capital
1963	200	400	-	200	
1964	-	400	200	400	
					Increase in authorised share capital
1972	1,600	2,000	-	400	
1973	-	2,000	800	1,200	Bonus
1974	-	2,000	800	2,000	Cash
1975	4,000	6,000	2,000	4,000	Bonus
1976	4,000	10,000	6,000	10,000	Bonus
1977	10,000	20,000	5,000	15,000	Bonus
1980	-	20,000	5,000	20,000	Bonus
1981	10,000	30,000	5,000	25,000	Bonus
1992	-	30,000	5,000	30,000	Bonus
					Increase in authorised share capital
1993	20,000	50,000	-	30,000	
1997	50,000	100,000	30,000	60,000	Rights Issue
2003	-	100,000	15,000	75,000	Bonus
2004	200,000	300,000	18,750	93,750	Bonus
2004	-	300,000	62,500	156,250	Rights Issue
2004	-	300,000	25,285	181,535	Public Offer
2007	-	300,000	45,384	226,919	Bonus
2008	-	300,000	56,730	283,650	Bonus
2009	-	300,000	56,730	340,380	Bonus
2010	300,000	600,000	68,076	408,426	Bonus
2011	1,400,000	2,000,000	81,691	490,147	Bonus
2012	-	2,000,000	98,029	588,176	Bonus
					Increase in authorised share capital
2014	1,250,000	3,250,000	-	588,176	

Property, Plant and Equipment

Information relating to changes in property, plant and equipment is disclosed in Note 12 to the financial statements.

Employment and Employees**(a) Employment of physically challenged persons**

The Group and Company has no physically challenged persons in its employment. However, applications for employment by physically challenged persons are always fully considered bearing in mind the respective aptitudes and abilities of the applicants concerned. In the event of members of staff becoming physically challenged, every effort is made to ensure that their employment with the Group and Company continues and that appropriate training is arranged. It is the policy of the Group and Company that the training, career development and promotion of physically challenged persons should, as far as possible, be identical with that of other employees.

(b) Health, safety and welfare at work

The Group and Company invests its resources to ensure that the hygiene of its premises is of the highest standard. To this end, the Group and Company has various forms of insurance policies, including company personal accident insurance to adequately secure and protect its employees.

(c) Employee involvement and training

The Group and Company places considerable value on the involvement of its employees and has a practice of keeping them informed on matters affecting them as employees and on the various factors affecting the performance of the Group and Company. The Group and Company has in-house training facilities complemented when and where necessary with additional facilities from educational institutions for the training of its employees.

Audit Committee

Pursuant to section 359(3) of the Companies and Allied Matters Act, CAP 20 LFN 2004, the Company has an Audit Committee comprising of three directors and three shareholders namely:

Mr. Akin Ajayi	(Director)
Mr. Kenneth Nnabike Nwosu	(Shareholder's Representative)
Mr. Samuel Sunday Adebayo	(Shareholder's Representative)
Alhaji Ali Safiyanu Madugu	(Director)
Dr. Adewale Olawoyin	(Director)
Mr. Adeniyi Araunsi Adebisi	(Shareholder's Representative)

The functions of the Audit Committee are laid down in Section 359(6) of the Companies and Allied Matters Act, CAP C20, LFN 2004.

Corporate Governance

The Board is responsible for the corporate governance of the Group. The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time, the financial status of the company and ensures that the financial statements comply with the Companies and Allied Matters Act, CAP C20, LFN 2004. They are also responsible for safeguarding the assets of the Group by taking reasonable steps for the prevention and detection of fraud and other irregularities.

During the year under review, the Group was managed by a Board of eight Directors consisting of seven non-Executive Directors which include the Chairman, and one Executive Director. The Board of Directors ensured that the Group's objectives were implemented through the committees constituted as below:

Committee	Membership	Status
<i>Business Strategy and Re-engineering</i>	Akin Ajayi B. O. Onajide Dr. A. Olawoyin Alhaji A. Madugu Sir. S. N. Nwosu	Chairman Member Member Member Member
Executive Selection and Remuneration	Dr. A. Olawoyin Akin Ajayi Alhaji A. S. Madugu Sir. S. N. Nwosu	Chairman Member Member Member
Financial Controls, Systems and Risks	Sir. S. N. Nwosu B. O. Onajide Akin Ajayi Ms. A. A. Ade Ojo Dr. A. Olawoyin	Chairman Member Member Member Member

Board Evaluation

The Board is in the process of undertaking a formal Board evaluation and has decided to do the evaluation of the full Board, its Committees and individual Directors (in-house) with effect from the 2015 financial year.

Compliance with the Code of Corporate Governance

During the year, the Company complied with the 2011 Code of Corporate Governance for Public Companies issued by the Securities & Exchange Commission.

Securities Trading Policy

The Board adopted a Securities Trading Policy applicable to all employees and directors at its meeting of July 28, 2015 and the company is currently in the process of implementing its provisions. The terms of the policy are no less exacting than the standard set in the Listing Rules of The Nigerian Stock Exchange.

Independent Auditors

The previous auditors Akintola Williams Deloitte who audited the financial statements for the year ended 31 December 2013, voluntarily resigned their appointment as auditors and Messrs. KPMG Professional Services were appointed to fill the vacancy created.

In accordance with Section 357(2) of the Companies and Allied Matters Act of Nigeria, KPMG Professional Services have indicated their willingness to continue in office as auditors of the Company.

BY ORDER OF THE BOARD



Olukayode Adeoluwa
(FRC/2013/NBA/00000002108)
Olukayode Adeoluwa & Co.
Company Secretary
Lagos, Nigeria.
July 28, 2015



STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RELATION TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2014

The directors accept responsibility for the preparation of the annual financial statements set out on pages 22 to 66 that give a true and fair view in accordance with the International Financial Reporting Standards (IFRS) and in the manner required by the Companies and Allied Matters Act of Nigeria and the Financial Reporting Council of Nigeria Act, 2011.

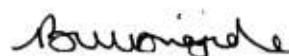
The directors further accept responsibility for maintaining adequate accounting records as required by the Companies and Allied Matters Act of Nigeria and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement whether due to fraud or error.

The directors have made an assessment of the Company's ability to continue as a going concern and have no reason to believe the Company will not remain a going concern in the year ahead.

SIGNED ON BEHALF OF THE BOARD OF DIRECTORS BY:



Mr. Clement Olowokande
FRC/2013/ICAN/00000001875
28 July 2015



Mr. Oluseyi Onajide
FRC/2013/ICAN/00000002194
28 July 2015

REPORT OF THE AUDIT COMMITTEE

For the year ended 31 December 2014

In compliance with the statutory provisions of Section 359(6) of the Companies and Allied Matters Act 1990, the members of the Audit Committee of R.T. Briscoe (Nigeria) PLC hereby reports as follows:

- i. The committee met in exercise of its statutory functions under Section 359(6) of the Companies and Allied Matters Act of 1990. We received the co-operation of the management and staff in the exercise of these responsibilities.
- ii. We confirm that the accounting and reporting policies of the companies are in accordance with the legal requirements and ethical practices.
- iii. We deliberated with the external auditors and they confirmed that all necessary co-operation was received from management and that they have issued a statutory report.
- iv. We are satisfied that management is vigorously pursuing the Company's goal and objectives.

Dated this 28th day of July 2015



Mr. Akin Ajayi
Chairman

Members:

Mr. Akin Ajayi
Mr. Kenneth Nnabike Nwosu
Mr. Samuel Sunday Adebayo
Mr. Adeniyi Araunsi Adebisi
Dr. Adewale Olawoyin, SAN
Alhaji Ali Safiyanu Madugu, mni

**KPMG Professional Services**

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PMB 40014, Falomo
Lagos

Telephone 234 (1) 271 8955
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INDEPENDENT AUDITOR'S REPORT

To the Members of R. T. Briscoe (Nigeria) PLC

Report on the Financial Statements

We have audited the accompanying financial statements of **R.T. Briscoe (Nigeria) PLC** ("the Company") and its subsidiaries (together "the Group"), which comprise the statements of financial position as at 31 December 2014, and the statements of profit or loss and other comprehensive income, statements of changes in equity and the statements of cash flows for the year then ended, a summary of significant accounting policies and other explanatory information, as set out on pages 22 to 66.

Directors' Responsibility for the Financial Statements

The directors are responsible for the preparation of financial statements that give a true and fair view in accordance with International Financial Reporting Standards and in the manner required by the Companies and Allied Matters Act of Nigeria and the Financial Reporting Council Act of Nigeria, 2011, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of financial statements that give a true and fair view 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the

directors, as well as evaluating the overall presentation of the financial statements.

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

Opinion

In our opinion, these financial statements give a true and fair view of the financial position of **R.T. Briscoe (Nigeria) PLC** ("the Company") and its subsidiaries (together "the Group") as at 31 December 2014, and of the Group and Company's financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards and in the manner required by the Companies and Allied Matters Act of Nigeria and the Financial Reporting Council of Nigeria Act, 2011.

Other Matter

The financial statements of R.T Briscoe (Nigeria) PLC for the year ended 31 December 2013, were audited by another auditor who expressed an unmodified opinion on those statements on 30 April 2014.

Report on Other Legal and Regulatory Requirements

Compliance with the requirements of Schedule 6 of the Companies and Allied Matters Act of Nigeria.

In our opinion, proper books of account have been kept by the Company, so far as appears from our examination of those books and the Company's statement of financial position and the statement of profit or loss and other comprehensive income are in agreement with the books of account.

Signed:

Goodluck C. Obi, FCA

FCA FRC/2012/ICAN/00000000442

For: KPMG Professional Services

Chartered Accountants

28 July, 2015

Lagos, Nigeria.



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Registered in Nigeria No BN 085925

Abayomi O. Sanni	Adebisi O. Lamikanra	Adekunle A. Elebute	Adetola P. Adeyemi
Adeleke K. Ajayi	Ajibola O. Oloriola	Akinyemi J. Ashade	Ayodele H. Othithwa
Ayo L. Salami	Chibuzor N. Ayamechi	Goodluck C. Ohi	Idolomi M. Adepoju
Joseph O. Tegbe	Kabir O. Okunola	Mohammed M. Adams	Oludapo R. Okubadejo
Oludamilola I. Salauddin	Chamika I. James	Olumide O. Olajinka	Olusagun A. Sowande
Oluseyi T. Bickersteth	Oluwalemi O. Awotoye	Oluxatoyin A. Gbogi	Tayo I. Ogungbemi
Victor U. Oyenika			

CHAIRMAN'S STATEMENT

Your Board would ensure that the company leverages on its formidable years of experience in the Nigerian auto industry to optimize its potentials and new status as an assembler of motor vehicles. The technical business of the company would also be expanded for improved profit and increased shareholder value. The Board also plans to consolidate and build upon its gains on the successful completion of the Orchid Court property development project with new initiatives.

GENERAL

My fellow shareholders, once again it is my pleasure to welcome you to the Annual General Meeting of our Company in respect of the 2014 financial year.

BUSINESS ENVIRONMENT

The 2014 fiscal year started out on a very promising note. In the first half of the year, oil prices reached a remarkable peak of US\$115 per barrel while market capitalization at The Nigerian Stock Exchange attained a significant milestone of N14 trillion. The statistical rebasing of the economy in April 2014 heralded Nigeria as the largest economy in Africa with further hope of better things to come. The rebasing saw Nigeria's Gross Domestic Product (GDP) for 2013 reassessed as \$509.9 billion, up from the \$285.5 billion under the old measure, propelling Nigeria to the top of the continent's charts and moving past South Africa, whose GDP was about \$350 billion. Unfortunately, these expectations became far from reality. In the second half of the year, the economy was buffeted by the twin shocks of global commodity price slump and liquidity volatility that dwindled both exports income and capital inflows into the country. By year end, the oil price had dipped below US\$50 per barrel, just as market capitalization shrank below N10 trillion, external reserves dropped to US\$34 billion, and the Naira exchange rate had lost a tenth of its value. Bank interest rates also shot up dramatically in the second half of the year. Your company therefore ended up having a very challenging year.

In the light of significant decline in oil revenues and dwindling foreign reserves there was a massive reduction in capital expenditure by the federal government. Huge local debts owed to contractors by federal and state government organs were sparsely settled due to paucity of funds. The implementation of the budget was much below



expectations particularly as oil prices fell below the budget benchmark and projected incomes were not realised. This also accounted for the inability of several state governments and even some federal government parastatals to meet their monthly wage commitments to their workers. The near empty coffers were also the root causes of the series of industrial unrests and strikes by various workers' unions all over the country.

Perceived uncertainties concerning the political future of the country led to significant reduction in foreign direct investment and massive capital flight. The resultant dearth of capital spiraled bank interest rates, led to reduced loan facilities by banks and increased the prevailing level of inflation. The situation was compounded by continued insurgency in the north eastern part of the country where sizeable parts of the affected states were usurped by the insurgents. Fatal recurrent bombings of innocent people in public places including unsavoury kidnappings mainly in the South heightened the atmosphere of insecurity to lives and property. Most companies adopted a wait and see approach and deferred major economic decisions particularly those that were capital intensive. The nation unfortunately had to contend with a largely comatose economy.

Significant changes in the regulatory landscape of the motor business also had a major impact on the fortunes of your company. The federal government introduced a new automotive policy which brought in its wake a new tariff regime that was unfriendly to importers of fully built vehicles like your company with a clear preference for locally assembled and manufactured vehicles.

RESULTS

The results of our subsidiary, Briscoe Properties Limited, a real estate company engaged in property development, facility management, project management as well as property sales and leasing have been fully consolidated in this year's financial statements with that of R.T. Briscoe.

Group

The R.T. Briscoe group recorded a turnover of N20.9 billion in 2014 and a dissatisfactory loss for the year of N1.8 billion.

R.T. Briscoe (Nigeria) PLC

The Company achieved a turnover of N19.5 billion and a disappointing loss of N1.9 billion in 2014. These results should however be viewed in the light of the prevailing business environment and market realities. A major and continued handicap was the undercapitalization of your company which compelled the company to fund its operations from overdrafts and short term funds from the banks at very expensive costs. The burden of having to finance a business with revenue of over N19 billion with equity capital of below N600 million took its toll on the final results of the company. Loans and borrowings including bank overdrafts stood at N13.1 billion at 2014 year end with corresponding finance costs of N1.8 billion.

As previously mentioned, the new automotive policy clearly put your company at a competitive disadvantage. Import duties for some fully built motor vehicles were increased from 20% to 35% while locally assembled ones enjoyed a concessionary rate of 10%. As importers of fully built vehicles, we were also denied access to the primary foreign exchange market thereby compelling us to purchase our foreign exchange needs at exorbitant rates and compounding the landed cost prices of our vehicles. As the sales of motor vehicles account for almost 80% of our turnover, these developments constituted a significant impediment to our business fortunes.

The response of your Board to the challenges confronting the company has however been strategic, swift and immediate. Capital constraints notwithstanding, your Board took up the gauntlet and I am pleased to inform you that the necessary measures have been put in place for your company to commence the assembly of motor vehicles and indeed generators in Nigeria in the nearest future. The required licences have been obtained from the Ministry of Trade and Investment, and agreements executed with world class reputable manufacturers.

Efforts to address the chronic undercapitalization of the company are ongoing. It would be recalled that at the last AGM, you gave your Board the authority to raise additional capital of N10 billion through the issue of debt instruments, preference shares, ordinary shares or a combination of any of these options.

Unfortunately, these initial plans to raise funds from the capital market had to be aborted and suspended in the meantime due to the current unfavourable economic climate for primary offers in the capital market. Your Board has in the circumstance decided to explore other options which I hope to be in a position to brief you about at the AGM.

At the tail end of the financial year, the company revalued its lands and buildings leading to a revaluation surplus of N2.8 billion and the creation of a revaluation reserve of approximately N2 billion which is however by law not distributable as profit. Prior to the recent revaluation, the last valuation of the company's leasehold land and buildings had been conducted by the firm of Messrs. Knight Frank & Rutley (Nigeria), Chartered Surveyors on October 23, 1986 with historical costs carried forward over the years with necessary adjustments for depreciation, additions and disposals. For prudence, significant provisions totaling N608 million were made in the accounts for 2014 as impairment allowances for the company's trade and other receivables considered doubtful of recovery. Efforts would however continue to be made to recover these amounts comprising mostly of withholding tax and VAT receivables from customers.

I must mention that at the behest of my fellow directors, I have been prevailed upon to defer my planned retirement from the Board to see our company through this difficult and trying period. I thank my colleagues on the Board for the continued confidence reposed in my leadership and have accepted with all humility and utmost faith in God, the challenge before the Board to reposition and recapitalize the company and also lay a solid foundation for future development.

In view of the disappointing results this year, your Board shall not be recommending the declaration of dividend to the AGM.

Briscoe Properties Limited

Our subsidiary, Briscoe Properties Limited recorded a turnover and profit after tax of N1.4 billion and N113.5 million respectively for the year ended 31st December 2014. Orchid court, a private residential estate of 25 units comprising detached, semi detached, duplex, triplex residential units as well as flats was completed towards the end of 2014. The income from this property development project is expected to positively impact the results of the group in 2015.

FUTURE PROSPECTS

The Board remains optimistic that the business fortunes of the company will improve in 2015. Your Board would ensure that the company leverages on its formidable years of experience in the Nigerian auto industry to optimize its potentials and new status as an assembler of motor vehicles. The technical business of the company would also be expanded for improved profit and increased shareholder value. The Board also plans to consolidate and build upon its gains on the successful completion of the Orchid Court property development project with new initiatives. These proposals will however depend largely on current efforts to recapitalize the company and inject much needed funds for business development and profit resurgence.

In conclusion, I wish to express the appreciation of the Board for the tremendous support and understanding we have continued to receive from our customers, business associates, shareholders and other stakeholders.

I wish you all a pleasant AGM.

Lagos, Nigeria
July 28, 2015



Clement Adekunle Olowokande
CHAIRMAN
FRC/2013/ICAN/00000001875

STATEMENT OF FINANCIAL POSITION

As at 31 December 2014

Assets	Notes	Group		Company	
		2014 N '000	2013 N '000	2014 N '000	2013 N '000
Property, plant and equipment	12	4,247,719	1,177,588	4,223,324	1,160,696
Intangible assets	13	27,576	12,966	23,683	12,966
Goodwill	14	33,999	33,999	-	-
Other receivables	18	155,768	586,087	155,768	586,087
Investment in subsidiaries	16	-	-	169,475	141,475
Deferred tax assets	22	-	523,010	-	521,409
Non-current assets		4,465,062	2,333,650	4,572,250	2,422,633
Inventories	17	8,564,073	5,625,481	7,126,953	4,101,094
Trade and other receivables	18	5,170,529	6,806,972	5,747,465	7,710,504
Other investments	15	140,000	140,000	140,000	140,000
Prepayments	19	114,464	157,772	106,497	155,178
Cash and cash equivalents	20	492,413	255,739	392,922	217,809
Current assets		14,481,479	12,985,964	13,513,837	12,324,585
Total assets		18,946,541	15,319,614	18,086,087	14,747,218
Equity					
Share capital	26(a)	588,177	588,177	588,177	588,177
Share premium	26(b)	409,862	409,862	409,862	409,862
Revaluation reserve	12(c)	2,007,167	-	2,007,167	-
Retained earnings		240,964	2,043,548	60,394	1,910,636
Equity attributable to owners of the Company		3,246,170	3,041,587	3,065,600	2,908,675
Non-controlling interests		10,881	8,167	-	-
Total equity		3,257,051	3,049,754	3,065,600	2,908,675
Liabilities					
Employee benefits	21	142,260	124,774	142,260	124,774
Deferred tax liabilities	22	322,496	373,234	320,450	368,166
Non-current liabilities		464,756	498,008	462,710	492,940
Current tax liabilities	10(d)	102,360	73,558	39,660	45,097
Trade and other payables	23	1,867,997	1,442,803	1,263,740	1,045,015
Bank overdrafts	20	3,307,110	1,900,783	3,307,110	1,900,783
Loans and borrowings	24	9,866,220	8,273,661	9,866,220	8,273,661
Dividend payable	27	81,047	81,047	81,047	81,047
Current liabilities		15,224,734	11,771,852	14,557,777	11,345,603
Total liabilities		15,689,490	12,269,860	15,020,487	11,838,543
Total equity and liabilities		18,946,541	15,319,614	18,086,087	14,747,218

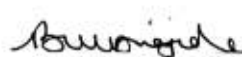
These financial statements were approved by the board of directors on 28 July, 2015 and signed on its behalf by the directors listed below:



Mr. Clement Olowokande

(Chairman)

FRC/2013/ICAN/00000001875



Mr. Oluseyi Onajide

(Managing Director)

FRC/2013/ICAN/00000002194

Additionally certified by:



Mr. Segun Ogunsola

(General Manager, Finance)

FRC/2013/ICAN/00000002198

The notes on pages 28 to 66 form an integral part of these financial statements.

STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2014

	Notes	Group 2014 N '000	Group 2013 N '000	Company 2014 N '000	Company 2013 N '000
Revenue	6	20,942,572	21,768,366	19,457,880	21,618,130
Cost of Sales	7(c)	(17,991,765)	(19,211,719)	(16,860,969)	(19,134,141)
Gross profit		2,950,807	2,556,647	2,596,911	2,483,989
Other income	7(a)	160,838	393,350	150,763	388,819
Impairment allowance	7(b)	(608,081)	-	(608,081)	-
Selling and distribution expenses	7(c)	(350,284)	(344,359)	(351,000)	(344,359)
Administrative expenses	7(c)	(1,763,515)	(1,338,111)	(1,644,280)	(1,269,027)
Results from operating activities		389,765	1,267,527	144,313	1,259,422
Finance income		48,818	46,862	176,794	32,461
Finance costs		(1,833,991)	(1,465,991)	(1,833,991)	(1,465,991)
Net finance costs	8	(1,785,173)	(1,419,129)	(1,657,197)	(1,433,530)
Loss before minimum tax		(1,395,408)	(151,602)	(1,512,884)	(174,108)
Minimum tax		(39,660)	(49,489)	(39,660)	(40,925)
Loss before income tax	9(a)	(1,435,068)	(201,091)	(1,552,544)	(215,033)
Income tax expense	10(a)	(386,774)	109,075	(319,670)	111,246
Loss for the year		(1,821,842)	(92,016)	(1,872,214)	(103,787)
Other comprehensive income, net of tax					
<i>Items that will never be reclassified to profit or loss</i>					
Remeasurement of defined benefit liability	21(b)	31,389	7,774	31,389	7,774
Revaluation of property plant and equipment	12(b)	2,867,381	-	2,867,381	-
Related tax	10(b)	(869,631)	-	(869,631)	-
Other comprehensive income for the year, net of tax		2,029,139	7,774	2,029,139	7,774
Total comprehensive income for the year		207,297	(84,242)	156,925	(96,013)
Loss attributable to:					
Owners of the Company		(1,824,556)	(92,391)	(1,872,214)	(103,787)
Non-controlling interests		2,714	375	-	-
		(1,821,842)	(92,016)	(1,872,214)	(103,787)
Total comprehensive income attributable to:					
Owners of the Company		204,583	(84,617)	156,925	(96,013)
Non-controlling interests		2,714	375	-	-
		207,297	(84,242)	156,925	(96,013)
Earnings per share					
<i>Basic and diluted (loss) /earnings per share (kobo)</i>					
	11	(155)	(8)	(159)	(9)

The notes on pages 28 to 66 form an integral part of these financial statements.

STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2014

Group

Attributable to equity holders of the Group

	Share capital N '000	Share premium N '000	Revaluation reserve N '000	Retained earnings N '000	Total N '000	Non- controlling interest N '000	Total equity N '000
Balance as at 1 January 2013	588,177	409,862	-	2,128,165	3,126,204	7,447	3,133,651
Loss for the year	-	-	-	(92,391)	(92,391)	375	(92,016)
Other comprehensive income	-	-	-	7,774	7,774	-	7,774
Total other comprehensive income	-	-	-	-	-	-	-
Total comprehensive income for the year	-	-	-	(84,617)	(84,617)	375	(84,242)
Transactions with owners, recorded directly in equity							
Share based payment charge	-	-	-	-	-	345	345
Balance at 31 December 2013	588,177	409,862	-	2,043,548	3,041,587	8,167	3,049,754
Balance as at 1 January 2014	588,177	409,862	-	2,043,548	3,041,587	8,167	3,049,754
Total comprehensive income for the year							
Loss for the year	-	-	-	(1,824,556)	(1,824,556)	2,714	(1,821,842)
Other comprehensive income	-	-	2,007,167	21,972	2,029,139	-	2,029,139
Total comprehensive income for the year	-	-	2,007,167	(1,802,584)	204,583	2,714	207,297
Transactions with owners, recorded directly in equity	-	-	-	-	-	-	-
Balance at 31 December 2014	588,177	409,862	2,007,167	240,964	3,246,170	10,881	3,257,051

The notes on pages 28 to 66 form an integral part of these financial statements.

STATEMENT OF CHANGES IN EQUITY contd.

For the year ended 31 December 2014

Company

Attributable to equity holders of the Company

	Share capital N '000	Share premium N '000	Revaluation Reserve N '000	Retained Earnings N '000	Total equity N '000
Balance as at 1 January 2013	588,177	409,862	-	2,006,649	3,004,688
Loss for the year	-	-	-	(103,787)	(103,787)
Other comprehensive income	-	-	-	7,774	7,774
Total comprehensive income for the year	-	-	-	(96,013)	(96,013)
Transactions with owners, recorded directly in equity	-	-	-	-	-
Balance at 31 December 2013	588,177	409,862	-	1,910,636	2,908,675
Balance as at 1 January 2014	588,177	409,862	-	1,910,636	2,908,675
Loss for the year	-	-	-	(1,872,214)	(1,872,214)
Other comprehensive income	-	-	2,007,167	21,972	2,029,139
Total comprehensive income for the year	-	-	2,007,167	(1,850,242)	156,925
Transactions with owners, recorded directly in equity	-	-	-	-	-
Balance at 31 December 2014	588,177	409,862	2,007,167	60,394	3,065,600

The notes on page 28 to 66 form an integral part of these financial statements.

STATEMENT OF CASH FLOWS

For the year ended 31 December 2014

	Note	Group 2014 N '000	Group 2013 N '000	Company 2014 N '000	Company 2013 N '000
Cash flows from operating activities					
Loss for the year		(1,821,842)	(92,016)	(1,872,214)	(103,787)
Adjustments for:					
Finance cost	8	1,833,991	1,465,991	1,833,991	1,465,991
Finance income	8	(48,818)	(46,862)	(176,794)	(32,461)
Income and minimum tax		426,434	(59,586)	359,330	(70,321)
Employee benefit charge		57,629	28,817	57,629	28,817
Depreciation and amortisation		233,836	162,668	223,887	154,611
Share based payment charge		-	345	-	-
Transfer of property, plant and equipment (PPE)	12(a)	-	815,000	-	-
Loss/(gain) on sale of PPE	9(a)	(1,137)	(6,723)	(1,137)	(6,723)
		680,092	2,267,634	424,692	1,436,127
Changes in:					
Other receivables		430,319	(428,329)	430,319	(428,329)
Inventories		(2,938,592)	(950,618)	(3,025,859)	497,603
Trade and other receivables*		915,009	(1,138,017)	1,247,430	(1,340,490)
Prepayments		43,308	(74,435)	48,681	(76,812)
Trade and other payables		704,905	(179,845)	466,045	(302,163)
Cash used in operating activities		(164,959)	(503,610)	(408,692)	(214,064)
Defined employee benefits paid	21(b)	(8,755)	(18,773)	(8,755)	(18,773)
Income taxes paid	10(d)	(73,558)	(73,250)	(45,097)	(41,551)
VAT paid**		(279,711)	(126,373)	(275,320)	(116,705)
Net cash used in operating activities		(526,983)	(722,006)	(737,864)	(391,093)
Cash flows from investing activities					
Finance income received	8	48,818	46,862	176,794	32,461
Proceeds from sale of property, plant and equipment		9,227	6,723	9,227	6,723
Acquisition of intangible assets	13	(19,254)	-	(14,806)	-
Acquisition of property, plant and equipment	12	(440,029)	(191,549)	(423,133)	(189,947)
Net cash used in investing activities		(401,238)	(137,964)	(251,918)	(150,763)
Cash flows from financing activities					
Interest paid	8	(1,833,991)	(1,465,991)	(1,833,991)	(1,465,991)
Loans obtained during the year		1,592,559	1,735,657	1,592,559	1,735,657
Dividends paid	27	-	(64)	-	(64)
Net cash used in financing activities		(241,432)	269,602	(241,432)	269,602
Net decrease in cash and cash equivalents		(1,169,653)	(590,368)	(1,231,214)	(272,254)
Cash and cash equivalents at 1 January		(1,645,044)	(1,054,676)	(1,682,974)	(1,410,720)
Cash and cash equivalents at 31 December	20	(2,814,697)	(1,645,044)	(2,914,188)	(1,682,974)

*The changes in Trade and other receivables have been adjusted for the impairment of withholding taxes as disclosed in Note 10(a).

**Value Added Tax (VAT) paid shown separately above and the change in investment in subsidiaries (note 16(a)) has been adjusted for in deriving the change in trade and other payables.

The notes on page 28 to 66 form an integral part of these financial statements.



**NOTES
TO THE
FINANCIAL
STATEMENTS**



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1. Reporting Entity

R.T. Briscoe (Nigeria) PLC (the 'Company') is domiciled in Nigeria. The Company was incorporated in Nigeria as a limited liability company on 9 March 1957 and became a public limited liability company in 1973. The Company's registered office is at 18, Fatai Atere Way, Matori, Oshodi, Lagos State. These financial statements comprise the Company and its subsidiaries (collectively 'the Group' and individually 'Group companies'). The Group is primarily engaged in the sales and servicing of Toyota and Ford motor vehicles, technical equipment, including forklifts, industrial compressors, mining and drilling equipment and generating sets, facility management, property development and leasing of property.

2. Basis of Preparation

a Statement of compliance

These financial statements have been prepared in accordance with International Financial Reporting Standards (IFRS). They were authorised for issue by the Board of Directors on 28 July 2015.

b Basis of measurement

The financial statements have been prepared on the historical cost basis except for defined benefit liability measured at the present value of the defined benefit obligation, which are carried at present values as explained in Note 3(c)(iii) and property plant and equipment (land and building) measured at fair value.

c Functional and presentation currency

These financial statements have been presented in Naira, which is the Company's functional currency. All amounts have been rounded to the nearest thousand, except when otherwise indicated.

d Use of judgments and estimates

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of the Group's accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to estimates are recognised prospectively.

(i) Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in the consolidated financial statements is included in the following notes:

Note 16 – Consolidation; whether the group has de facto control over an investee.

Note 6 – Revenue; whether the Group acts as an agent in the transaction rather than as a principal in its facility management arrangements.

(ii) Assumption and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment in the year ending 31 December 2015 is included in the following notes:

Note 7 – recognition of impairment of receivables; assumptions about the likelihood and magnitude of an outflow of resources.

Note 10 – recognition of deferred tax assets; availability of future taxable profit against which carry forward tax losses can be used.

Note 12 – The revalued amount is based on the fair value as at 30 December 2014 assessed by an independent valuer based on the Current Open Market capital Value.

Note 14 – Goodwill impairment testing; key assumptions of underlying recoverable amounts.

Note 21 – Measurement of defined benefit obligation; Key actuarial assumptions.

Note 29 – Contingencies key assumptions about the likelihood and magnitude of an outflow of resources.

(iii) Measurement of fair values

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities. Significant valuation issues are reported to the Group's Board of Directors and Audit Committee.

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows.

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

Further information about the assumptions made in measuring fair values is included in the following note:

Note 12: Property Plant and Equipment.

3. Significant Accounting Policies

Except for the changes explained in Note (e)(i) below, the Group has consistently applied the significant accounting policies set out below to all periods presented in these financial statements.

(a) Basis of consolidation**(i) Business combinations**

The Group accounts for business combinations using the acquisition method when control is transferred to the Group (see (a)(ii) below). The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. Any goodwill that arises is tested annually for impairment (see (f) below). Any gain on a bargain purchase is recognised in profit or loss immediately.

(ii) Subsidiaries

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date on which control commences until the date on which control ceases.

The accounting policies of subsidiaries are modified where necessary to align them with the policies adopted by the Company. Separate disclosure is made for non-controlling interest.

(iii) Non-controlling interests (NCI)

NCI are measured at their proportionate share of the acquiree's identifiable net assets at the date of acquisition. Changes in the Group's interest in a subsidiary that do not result in a loss of control are accounted for as equity transactions.

(iv) Loss of control

On the loss of control, the Group derecognises the assets and liabilities of the subsidiary, any non-controlling interests and the other components of equity related to the subsidiary. Any surplus or deficit arising on the loss of control is recognised in profit or loss. If the Group retains any interest in the previous subsidiary, then such interest is measured at fair value at the date that control is lost.

(v) Transactions eliminated on consolidation

Intra-group balances and transactions, and any unrealised income and expenses arising from intra-group transactions, are eliminated.

(b) Foreign currency transactions

Transactions in foreign currencies are translated and recorded in Naira at the actual exchange rates at the dates as of the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into naira at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into Naira at the exchange rate when the fair value was determined.

Foreign currency differences are generally recognised in profit or loss. Non-monetary items that are measured based on historical cost in a foreign currency are not translated.

(c) Financial instruments

A financial instrument is a contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Once a Group entity becomes party to such a contract, the financial instrument is recognised either as a financial asset or as a financial liability. The Group classifies non-derivative financial assets into the following category: loans and receivables. The Group classifies non-derivative financial liabilities into the other financial liabilities category.

(i) Non-derivative financial assets and financial liabilities-Recognition and derecognition

The Group initially recognises loans and receivables on the date they are originated. All other financial assets and financial liabilities are recognised initially on the trade date at which the Group becomes a party to the contractual provisions of the instrument.

The Group derecognises a financial asset when the contractual rights to the cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred, or it neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control over the transferred asset.

Any interest in such derecognised financial assets that is created or retained by the Group is recognised as a separate asset or liability.

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

Financial assets and liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group has a legal right to offset the amounts and intends either to settle on a net basis or to realise the asset and settle the liability simultaneously.

(ii) Non-derivative financial assets-measurement

The Company's non-derivative financial assets are classified as loans and receivables and cash and cash equivalents.

Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. These assets are initially recognised at fair value plus any directly attributable transaction costs. Subsequent to initial recognition, they are measured at amortised cost using the effective interest method. Loans and receivables comprises trade and other receivables.

Cash and Cash equivalents

Cash and cash equivalents comprise cash on hand; cash balances with banks and call deposits with original maturities of three months or less. Bank overdrafts that are repayable on demand and form an integral part of the Group/Company's cash management are included as a component of cash and cash equivalents for the purpose of statement of cash flows.

(iii) Non-derivative financial liabilities- measurement

Non-derivative financial liabilities are initially recognised at fair value less any directly attributable transaction costs. Subsequent to initial recognition, these liabilities are measured at amortised cost using the effective interest method.

The Group has the following other financial liabilities: loans and borrowings, bank overdrafts and trade and other payables.

Bank overdrafts that are repayable on demand and form an integral part of the Group's cash management are included as a component of cash and cash equivalents for the statement of cash flows.

(d) Share capital

The Company has only one class of shares, ordinary shares. Ordinary shares are classified as share capital. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects. Where the Group or any member of the Group purchases the Group's share capital, the consideration paid is deducted from the shareholders' equity and held in a separate 'reserve for own shares' account until they are cancelled or disposed. Where such shares are subsequently sold or reissued, any consideration received is included in shareholders' equity.

Ordinary shares are classified as equity. When new shares are issued, they are recorded in share capital at their par value. The excess of the issue price over the par value is recorded in the share premium reserve. The use of the share premium account is governed by S.120(3) of CAMA. All ordinary shares rank equally with regard to the Company's residual assets. Holders of these shares are entitled to dividends as declared from time to time.

(e) Property, plant and equipment**(i) Recognition and measurement**

The cost of an item of property, plant and equipment shall be recognised as an asset if it is probable that future economic benefits associated with the item will flow to the entity and can be measured reliably. Items of property, plant and equipment are measured at cost less accumulated depreciation and any accumulated impairment losses except as indicated in note (iv) below. Cost includes expenditure that is directly attributable to the acquisition of the asset and any other costs directly attributable to bringing the assets to a working condition for their intended use.

(i) Recognition and measurement contd.

Purchased software that is integral to the functionality of the related equipment is capitalized as part of that equipment.

If significant parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Any gains or losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognised net within other income in profit or loss.

Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are recognised as a part of the cost of that asset in accordance with IAS 23 (Borrowing Costs).

Revaluation of property, plant and equipment

The Group changed the measurement model of its land and building asset category of its property, plant and equipment from the cost model to the evaluation model. The Group previously measured its land and building at cost less accumulated depreciation and any accumulated impairment losses. However, with effect from 31 December 2014, the value of land building was determined with reference to its fair value at the date of revaluation, less any subsequent accumulated depreciation and any accumulated impairment losses. Revaluation will be performed with sufficient regularity such that the carrying amount does not differ materially from that which could be determined using fair values at the end of the reporting period.

Any revaluation increase arising on the revaluation of such land and buildings shall be recognised in other comprehensive income and accumulated in equity under revaluation surplus except to the extent that it reverses a revaluation decrease for the same asset previously recognised in profit or loss. Any revaluation decrease shall be recognised in profit or loss. However, the decrease shall be recognised in other comprehensive income to the extent that it reverses a revaluation surplus in respect of that asset.

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group. Ongoing repairs and maintenance are expensed as incurred.

(iii) Depreciation

Depreciation is calculated to write off the cost of items of property, plant and equipment less their estimated residual values using the straight-line method over their estimated useful lives, and is generally recognised in profit or loss. Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term.

The estimated useful lives for the current and comparative years are as follows:

Leasehold land and building	-	Lease period
Plant and Machinery	-	6.7 years
I. T. Equipment	-	3.3 years
Motor Vehicles	-	4 years

(f) Intangible assets and goodwill**(i) Recognition and measurement**

Goodwill arising on the acquisition of subsidiaries is measured at cost less accumulated impairment losses.

Intangible assets that are acquired by the Group and have finite useful lives are measured at cost less accumulated amortisation and accumulated impairment losses.

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in profit or loss as incurred.

(iii) Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives, and is generally recognised in profit or loss. Goodwill is not amortised.

The Company's intangible assets with finite useful lives comprise acquired computer software. The estimated useful lives for the current and comparative years is 5 years.

Amortisation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate.

(g) Inventories

Inventories are measured at the lower of cost and net realizable value. The cost of inventories includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their existing location and condition. The basis of costing is as follows:

Motor Vehicles - Purchase cost on a specific item identification basis including transportation and clearing cost.

Spares, accessories and industrial equipment- Purchase cost on a weighted average basis including transportation and clearing costs.

Real Estate Property Units - The cost of properties includes expenditure incurred in acquiring, production or conversion costs and other costs incurred in bringing them to their existing location and condition.

Construction work-in-progress represents accumulated cost of ongoing real estate projects and is measured using the cost model on the basis of a valuation by an independent valuer. Borrowing costs that are directly attributable to work-in-progress and other directly attributable expenditure are capitalised to work in progress when it is probable that they will result in future economic benefits on completion of the project. To the extent that loans and borrowings are specifically used for the purpose of the work in progress, the amount of borrowing costs eligible for capitalisation is determined as the borrowing costs incurred on the loans and borrowings (measured at amortised cost) during the year less any investment income on the temporary investment of those borrowings.

Inventory is measured at the lower of cost and net realisable value.

(h) Impairment**(i) Non-derivative financial assets**

Financial assets not classified as at fair value through profit or loss, are assessed at each reporting date to determine whether there is objective evidence of impairment.

Objective evidence that financial assets are impaired includes:

- default or delinquency by a debtor;
- restructuring of an amount due to the Group on terms that the Group would not consider otherwise;
- indications that a debtor or issuer will enter bankruptcy;
- adverse changes in the payment status of borrowers or issuers;
- the disappearance of an active market for a security; or
- observable data indicating that there is a measurable decrease in the expected cash flows from a group of financial assets.

Financial assets measured at amortised cost

The Group considers evidence of impairment for these assets at both an individual asset and a collective level. All individually significant assets are individually assessed for impairment. Those found not to be impaired are then collectively assessed for any impairment that has been incurred but not yet individually identified. Assets that are not individually significant are collectively assessed for impairment. Collective assessment is carried out by grouping together assets with similar risk characteristics.

In assessing collective impairment, the Group uses historical information on the timing of recoveries and the amount of loss incurred, and makes an adjustment if current economic and credit conditions are such that the actual losses are likely to be greater or lesser than suggested by historical trends.

An impairment loss is calculated as the difference between an asset's carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. Losses are recognised in profit or loss and reflected in an allowance account. When the Group considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through profit or loss.

(ii) Non-financial assets

At each reporting date, the Group reviews the carrying amounts of its non-financial assets (other than inventories and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

For impairment testing, assets are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or CGUs. Goodwill arising from a business combination is allocated to CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

The recoverable amount of an asset or CGU is the greater of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or CGU.

An impairment loss is recognised if the carrying amount of an asset or CGU exceeds its recoverable amount.

Impairment losses are recognised in profit or loss. They are allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets in the CGU on a pro rata basis.

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

(i) Employee benefits**(i) Short-term employee benefits**

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the obligation can be estimated reliably.

(ii) Post employment benefits**(a) Defined contribution plans**

A defined contribution plan is a post-employment benefit plan (pension fund) under which the Group/Company pays fixed contributions into a separate entity. The Group/Company has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

In line with the provisions of the Pension Reform Act 2004, the Group has instituted a defined contribution pension scheme for its permanent staff. Staff contributions to the scheme are funded through payroll deductions while the Group/Company's contribution is recognised in profit or loss as employee benefit expense in the periods during which services are rendered by employees.

For the Company, from 1 January 2014 to 30 June 2014, the employees and employer each contributed 7.5% of each employee's basic salary, transport and housing allowances (emoluments) to the fund. From 1 July 2014, when the PRA 2014 became effective, the Company contributed 10% of each employee's emoluments while the employees contributed 8%.

(b) Defined benefit plan

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods, discounting that amount.

The discount rate is the yield at the reporting date on Federal Government bonds, that have maturity dates approximating the terms of the Group's obligations and that are denominated in the currency (Naira) in which the benefits are expected to be paid.

The calculation of the defined benefit obligations is performed annually by a qualified actuary using the projected unit credit method. To calculate the present value of economic benefits, consideration is given to any applicable minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, (excluding interest), are recognised immediately in OCI. The Group determines the net interest expense on the net defined benefit liability for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability, taking into account any changes in the net defined benefit liability during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

(iii) Other long-term employee benefits

The Company's other long-term employee benefits represents Long Service Awards scheme instituted for all permanent employees. The Company's obligations in respect of these schemes are the amount of future benefits that employees have earned in return for their service in the current and prior periods. The benefit is discounted to determine its present value. The discount rate is the yield at the reporting date on Federal Government of Nigeria issued bonds that have maturity dates approximating the term of the Company's obligation. The calculation is performed using the Projected Unit Credit method. Any actuarial gains and losses are recognized in profit or loss.

(j) Provisions and Contingent liabilities

Provisions

A provision is recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost.

Contingent liabilities

A contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company, or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or the amount of the obligation cannot be measured with sufficient reliability. Contingent liabilities are only disclosed and not recognized as liabilities in the statement of financial position.

If the likelihood of an outflow of resources is remote, the possible obligation is neither a provision nor a contingent liability and no disclosure is made.

(k) Revenue

Revenue comprises of the fair value of consideration received or receivable for the goods and services provided, net of value-added tax, rebates and discounts and after elimination of sales within the group.

i Sale of goods

Revenue from the sale of goods in the course of ordinary activities is measured at the fair value of the consideration received or receivable, net of value added tax, sales returns, trade discounts and volume rebates.

Revenue is recognised when persuasive evidence exists that the significant risks and rewards of ownership have been transferred to the buyer, the sales price is agreed or determinable, recovery of the consideration is probable and there is no continuing management involvement with the goods, and the amount of revenue can be measured reliably. If it is probable that discount will be granted and the amount can be measured reliably, then the discount is recognised as a reduction of revenue as the sales are recognised.

Transfer of significant risk and rewards of ownership is determined to be transferred to the buyer at the point of delivery to the buyer. This corresponds generally to the delivery date on the sale to customers.

ii. Rendering of services

Revenue from rendering of services is recognised as revenue in proportion to the stage of completion of the transaction at the reporting date. The stage of completion is assessed with reference to surveys of work performed.

(l) Finance income and finance costs

Finance income comprises interest income on fixed deposits, loans to third parties. Finance income is recognized as it accrues in profit or loss, using the effective interest method.

Finance costs comprise interest expense on loans and borrowings, bank overdrafts and impairment losses recognised on financial assets.

Borrowing costs that are not directly attributable to the acquisition, construction or production of a qualifying asset are recognised in profit or loss using the effective interest method.

Foreign currency gains and losses on financial assets and financial liabilities are reported on a net basis as either finance income or finance cost depending on whether foreign currency movements are in a net gain or net loss position.

(m) Statement of cash flows

The statement of cash flows is prepared using the indirect method. Changes in statement of financial position items that have not resulted in cash flows such as translation differences, fair value changes, equity-settled share-based payments and other non-cash items, have been eliminated for the purpose of preparing the statement. Dividends paid to ordinary shareholders are included in financing activities. Finance cost is also included in financing activities while finance income received is included in investing activities.

(n) Tax

Tax expense comprises current and deferred tax. Current tax and deferred tax is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

(i) Current tax

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

(ii) Deferred tax

Deferred tax is recognized in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences:

- i. the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss.
- ii. differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future.
- iii. temporary differences arising on the initial recognition of goodwill.

Deferred tax is recognised in profit or loss account except to the extent that it relates to a transaction that is recognised directly in equity. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the amount will be utilised. Deferred tax assets are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

(iii) Tax exposures

In determining the amount of current and deferred tax, the Group takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. This assessment relies on estimates and assumptions and may involve a series of judgements about future events. New information may become available that causes the Company to change its judgement regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

(iii) Minimum taxation

Minimum tax payable is calculated using the tax rate applicable based on certain parameters stipulated in the Nigerian tax law. Any amount by which this minimum amount payable exceeds company income tax is shown as minimum tax expense and presented separately in the statement of profit or loss and other comprehensive income.

(o) Earnings per share

The Group/Company presents basic and diluted earnings per share (EPS) data for its ordinary shares. Basic EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the weighted average number of ordinary shares outstanding during the period, adjusted for own shares held. Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for own shares held and for the effects of all dilutive potential ordinary shares, if any.

(p) Segment reporting

An operating segment is a component of the Company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Company's other components. All operating segments' operating results are reviewed regularly by the Company's Board of Directors (BOD) to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

The Company's primary format for segment reporting is based on business segments. The business segments are determined by management based on the Company's internal reporting structure.

Segment results, assets and liabilities, that are reported to the BOD includes items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

(q) Dividends

Dividends are recognised as liability in the period they are declared.

Dividends which remained unclaimed for a period exceeding twelve (12) years from the date of declaration and which are no longer actionable by shareholders in accordance with Section 385 of Companies and Allied Matters Act of Nigeria are written back to retained earnings.

(r) Leases**(i) Leased assets**

Leases in terms of which the Group/Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Upon initial recognition the leased asset is measured at an amount equal to the lower of its fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the asset is accounted for in accordance with the accounting policy applicable to that asset.

Other leases are operating leases and the leased assets are not recognized in the Group/Company's statement of financial position.

(ii) Lease payments

Payments made under operating leases are recognised in profit or loss on a straight-line basis over the term of the lease. Lease incentives received are recognised as an integral part of the total lease expense, over the term of the lease.

Minimum lease payments made under finance leases are apportioned between the finance expense and the reduction of the outstanding liability. The finance expense is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

(s) Related parties

Related parties include the holding company and other group entities. Directors, their close family members and any employee who is able to exert a significant influence on the operating policies of the Company are also considered to be related parties. Key management personnel are also regarded as related parties. Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

(t) Standards and interpretations not yet adopted

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after 1st January 2015, and have not been applied in preparing these financial statements. Those which may be relevant to the Group/Company are set out below. The extent of the impact of these standards is yet to be determined. The Group/Company does not plan to adopt these standards early. These will be adopted in the period that they become mandatory unless otherwise indicated.

IFRS 9 Financial Instruments (2010)	Effective date 1 January 2018
IFRS 14 Regulatory Deferral Accounts	Effective date 1 January 2016
IFRS 15 Revenue from contracts with customers	Effective date 1 January 2017
IAS1 – Disclosure initiative	Effective date 1 January 2016
IAS 16 and IAS 38-Clarification of acceptable methods of depreciation and amortisation	Effective date 1 January 2016
IAS 27 Equity method in separate financial statements	Effective date 1 January 2016
IFRS 10, 12 and IAS 28 – Investment entities: applying the consolidation exemption	Effective date 1 January 2016

(u) Standards and interpretations effective 31 December 2014

New IFRS standards and amendments to existing standards that became effective for annual periods commencing on or after 1st January 2014 have been applied in preparing the financial statements resulted in additional disclosures but had no significant impact on the measurements of the Group/Company's assets and liabilities.

Investment Entities (Amendments to IFRS 10, IFRS 12 and IAS 27)

Offsetting Financial Assets and Financial Liabilities (Amendments to IAS 32)

Recoverable Amount Disclosures for Non-Financial Assets (Amendments to IAS 36)

IFRIC 21 Levies.

4. Determination of Fair Values

A number of the Group/Company's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. See note 28 (g) for basis of determination of fair value for financial assets and liabilities. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability.

a) Trade and other receivables

The fair value of trade and other receivables is estimated as the present value of future cash flows, discounted at the market rate of interest at the measurement date. Fair value for short-term receivables with no stated interest rate is measured at the original invoice amount if the effect of discounting is immaterial. Fair value is determined at initial recognition and for disclosure purposes, at each annual reporting date.

b) Non-derivative financial liabilities

Fair value, which is determined for disclosure purposes, is calculated based on the present value of future principal and interest cash flows, discounted at the market rate of interest at the reporting date.

5. Segment Reporting**a Basis of segmentation**

The Group has the following strategic divisions, which are its reportable segments. These divisions offer different products and services, and are managed separately because they require different technology and marketing strategies.

The following summary describes the operations of each reportable segment

Reportable segments	Operations
Motor Vehicles and accessories	Sale of Toyota & Ford Vehicles
Industrial equipment	Sale and marketing of industrial equipment
Aftersales service	Servicing and maintenance of vehicles
Property development	Facility Management, Development, sale and leasing of property.

The Group CEO reviews the internal management reports of each division at least quarterly.

b Information about reportable segments*Group*

31 December 2014	Segment Revenue N'000	Cost of sales N'000	Gross profit N'000
Motor vehicles and accessories	16,173,903	(14,520,298)	1,653,605
Industrial equipment	1,697,416	(1,407,834)	289,582
Aftersales services and parts	1,648,322	(961,885)	686,437
Property development & facility management	1,422,931	(1,096,694)	326,237
Total	20,942,572	(17,986,711)	2,955,861

Group

31 December 2013	Segment Revenue N'000	Cost of sales N'000	Gross profit N'000
Motor vehicles and accessories	18,799,209	(16,595,878)	2,203,331
Industrial equipment	2,369,433	(2,138,747)	230,686
Aftersales services and parts	404,875	(365,457)	39,418
Property development & facility management	150,236	(77,578)	72,658
Unallocated	44,613	(34,059)	10,554
	21,768,366	(19,211,719)	2,556,647

Company

31 December 2014	Segment Revenue N'000	Cost of sales N'000	Gross profit N'000
Motor vehicles and accessories	16,186,951	(14,537,667)	1,649,284
Industrial equipment	1,622,607	(1,361,417)	261,190
Aftersales services and parts	1,648,322	(961,885)	686,437
	19,457,880	(16,860,969)	2,596,911

31 December 2013	Segment Revenue N'000	Cost of sales N'000	Gross profit N'000
Motor vehicles and accessories	18,799,209	(16,595,878)	2,203,331
Industrial equipment	2,369,433	(2,138,747)	230,686
Aftersales services and parts	404,875	(365,457)	39,418
Unallocated	44,613	(34,059)	10,554
	21,618,130	(19,134,141)	2,483,989

Assets and liabilities by reportable segments are not presented to the Chief Operating Decision Maker (Board of Directors) on a regular basis. Therefore, information on segment assets and liabilities has not been presented.

Geographical Information

Nigeria is the Group/Company's only geographical segment as all of the Group/Company's sales are made in Nigeria. Accordingly, no further geographical segment information is reported.

6. Revenue

	Group		Company	
	2014 N'000	2013 N'000	2014 N'000	2013 N'000
Sale of goods	19,059,994	21,168,642	18,998,233	21,168,642
Rendering of services	459,647	404,875	459,647	404,875
Sale of property units	1,315,069	19,441	-	-
Management fees	107,862	130,795	-	-
Others	-	44,613	-	44,613
	20,942,572	21,768,366	19,457,880	21,618,130

7. Income and Expenses

(a) Other income

	Group		Company	
	2014 N'000	2013 N'000	2014 N'000	2013 N'000
Sundry income including WHT recovery	-	323,200	-	320,669
Doubtful debts recovered	70,767	55,764	70,767	55,764
Other miscellaneous income	43,012	-	35,637	-
Insurance commission received	28,206	2,607	28,206	2,607
Gain on disposal of property, plant and equipment	1,436	6,723	1,136	6,723
Rental income from property sub-lease	17,417	5,056	15,017	3,056
	160,838	393,350	150,763	388,819

(b) Impairment allowance

Impairment allowance represents an impairment allowance for the Company's trade and other receivables that are doubtful of recovery. These balances relate to customer balances, withholding tax receivables outstanding from customers and VAT receivables considered doubtful of recovery.

(c) Analysis of expenses by nature

	Group		Company	
	2014 N'000	2013 N'000	2014 N'000	2013 N'000
Cost of motor vehicles, accessories and parts	16,443,251	18,650,777	16,409,149	18,650,778
Personnel costs	934,760	864,887	857,574	829,734
Depreciation and amortisation	233,835	162,668	223,887	154,611
Rental expense	113,200	161,508	97,042	156,457
Maintenance expenses	36,795	53,757	36,399	54,482
Travelling expenses	106,232	70,374	104,766	69,343
Legal and professional fees	149,698	85,711	139,054	79,749
Bank charges	80,601	58,126	76,477	55,925
Rates and taxes	203,589	34,411	203,589	34,411
Gifts and Donations	13,878	10,614	13,878	10,614
Business Premises	127,371	278,411	126,262	232,514
Advertising expenses	124,547	73,571	77,330	73,571
Entertainment expenses	34,347	31,116	34,347	31,116
Security expenses	43,499	44,669	43,499	44,669
Vehicle expenses	107,131	99,774	107,131	99,774
Meeting expenses	20,756	24,615	20,756	24,615
Stationery expenses	34,818	33,371	34,818	31,259
Cleaning expenses	17,995	16,602	17,995	16,602
Facility management expenses	9,115	18,243	-	-
Property development expenses	1,035,105	11,858	-	-
Property sales and leasing	-	998	-	-
Write down of inventories	189,306	139,365	189,306	130,238
Exchange (gains)/loss	10,351	(72,364)	10,351	(72,364)
Insurance Premiums	35,384	41,127	32,639	39,429
Total cost of sales, selling and distribution and administrative expenses	20,105,564	20,894,189	18,856,249	20,747,527
<i>Analysed as follows:</i>				
Cost of sales	(17,991,765)	(19,211,719)	(16,860,969)	(19,134,141)
Selling and distribution expenses	(350,284)	(344,359)	(351,000)	(344,359)
Administrative expenses	(1,763,515)	(1,338,111)	(1,644,280)	(1,269,027)
	(20,105,564)	(20,894,189)	(18,856,249)	(20,747,527)

8. Net Finance Costs

	Group		Company	
	2014 N'000	2013 N'000	2014 N'000	2013 N'000
Interest on bank deposits	23,483	21,527	16,106	7,126
Investment income - Farapark	25,335	25,335	25,335	25,335
Interest on short term loan to related parties	-	-	135,353	-
Finance income	48,818	46,862	176,794	32,461
Interest on bank overdrafts	(492,894)	(360,707)	(492,894)	(360,707)
Interest on commercial papers & import facility	(1,341,097)	(1,105,284)	(1,341,097)	(1,105,284)
Finance cost	(1,833,991)	(1,465,991)	(1,833,991)	(1,465,991)
Net finance costs	(1,785,173)	(1,419,129)	(1,657,197)	(1,433,530)

9. Loss Before Tax

- (a) Loss before tax is stated after charging
/(crediting) the following items:

	Group		Company	
	2014 N'000	2013 N'000	2014 N'000	2013 N'000
Depreciation of property, plant and equipment (Note 12)	229,192	156,187	219,798	148,130
Amortisation of intangible assets (note 13)	4,644	6,481	4,089	6,481
Auditors' remuneration	19,800	21,050	17,382	18,480
Directors' remuneration (Note (c))	36,291	35,573	17,200	17,200
Personnel expenses (Note (b(i)))	934,760	864,887	857,574	829,734
Lease rental	97,042	156,457	97,042	156,457
Loss/(profit) on disposal of property, plant and equipment	(1,137)	(6,723)	(1,137)	(6,723)

(b) Personnel expenses

	Group		Company	
	2014 N'000	2013 N'000	2014 N'000	2013 N'000
<i>(i.) Personnel expenses comprise of:</i>				
Salaries, wages and other employee costs	762,079	767,245	688,050	735,398
Contributions to compulsory pension fund scheme	40,464	37,307	37,307	34,001
Expenses related to defined benefit plans	57,629	28,817	57,629	28,817
Staff training	74,588	31,518	74,588	31,518
	934,760	864,887	857,574	829,734

- (ii.) The number of full time employees
as at 31 December 2014 was as follows:*

	Group		Company	
	2014 Number	2013 Number	2014 Number	2013 Number
Managerial staff	23	24	20	20
Senior staff	216	251	192	207
Junior staff	117	110	88	100
	356	385	300	327

- (iii) Employees of the Company, other than directors, whose duties were wholly or mainly
discharged in Nigeria, received remuneration (excluding pension contributions and certain
benefits) in the following ranges:*

	Group		Company	
	2014 Number	2013 Number	2014 Number	2013 Number
N300,001 - N350,000	1	1	-	-
N350,001 - N400,000	6	1	-	-
N400,001 - N450,000	5	5	-	-
N500,000 and above	344	378	300	327
	356	385	300	327

(c) Directors' remuneration

Directors' remuneration, excluding certain benefits of directors of the Company, who discharged their duties mainly in Nigeria is as follows:

	Group		Company	
	2014 N'000	2013 N'000	2014 N'000	2013 N'000
Directors' fees	1,150	1,200	1,100	1,100
Remuneration - executive director	29,860	29,860	16,100	16,100
Other director's allowances	5,281	4,513	-	-
	36,291	35,573	17,200	17,200

The emolument (excluding pension contributions and certain benefits) of the highest paid director was N12,650,000 (2013: N12,650,000).

The number of other directors (excluding the Chairman and highest paid director) who received emoluments excluding pension contributions and certain benefits were within the following ranges:

	2014 Number	2013 Number
N 50,001- N100,000	-	-
N100,001- N150,000	6	4
N150,001- N200,000	-	1
N12,354,000 - N12,500,000	1	2
	7	7

10. Tax Expense

- (a) The tax charge/(credit) for the year has been computed after adjusting for certain items of expenditure and income, which are not deductible or chargeable for tax purposes, and comprises:

	Group		Company	
	2014 N '000	2013 N '000	2014 N '000	2013 N '000
Current tax expense				
Income tax – current year	58,899	-	-	-
Prior year under-provision of income tax	-	-	-	-
Tertiary education tax	3,801	1,028	-	402
Impairment of withholding tax receivables ⁱⁱⁱ	721,434	-	715,609	-
	784,134	1,028	715,609	402
Deferred tax (credit)/expense				
Origination and reversal of temporary differences (note 22)	(397,360)	(110,103)	(395,939)	(111,648)
Total tax expense	386,774	(109,075)	319,670	(111,246)

The Company did not make provision for company income tax in current and prior years as it has no taxable income.

- (i) The impairment of withholding tax is with respect to tax deducted by customers that are considered doubtful of recovery.

(b) Income tax recognised directly in other comprehensive income

	Group and Company 2014 N '000	2013 N '000
Revaluation of property, plant and equipment	860,214	-
Actuarial gain/loss in other comprehensive income before tax	9,417	-
Related tax expense	869,631	-

(c) Reconciliation of effective tax rate

	Group				Company			
	%	2014 N '000	%	2013 N '000	%	2014 N '000	%	2013 N '000
(Loss)/profit for the year		(1,821,842)		(92,016)		(1,872,214)		(103,787)
Total income tax expense		386,774		(109,075)		319,670		(111,246)
(Loss)/profit before income tax		(1,435,068)		(201,091)		(1,552,544)		(215,033)
Income tax using the domestic tax rate	30	(430,520)	30	(60,327)	30	(465,763)	30	(64,510)
Effect of income exempted from taxation	-	-	12	(23,726)	-	-	11	(23,726)
Tertiary education tax	-	3,801	(1)	1,028	-	-	-	402
Effect of previously unrecognised and unused tax losses and deductible temporary differences now recognised as deferred tax assets	-	-	14	(27,721)	-	-	15	(31,875)
Impact of withholding tax written-off		784,134	-	-	(46)	715,609	-	-
Effect of expenses not deductible in determining taxable profit	(1)	8,017	(1)	1,671	-	6,032	(4)	8,463
Others	(2)	22,773	-	-	(4)	63,792	-	-
Total tax expense	27	388,205	54	(109,075)	(20)	319,670	52	(111,246)

(d) Movement in current tax liability balance

	Group		Company	
	2014 N '000	2013 N '000	2014 N '000	2013 N '000
Balance, beginning of the year	73,558	95,495	45,097	45,321
Prior year under provision	-	796	-	-
Current year charge (note (a))	62,700	1,028	-	402
Minimum tax charge	39,660	49,489	39,660	40,925
Payments during the year	(73,558)	(73,250)	(45,097)	(41,551)
Balance, end of year	102,360	73,558	39,660	45,097

11. Earnings Per Share

Basic and diluted earnings per share for the Group is based on the loss after tax for the year of N 2.2 billion (2013: N103 million) and on 1,176,353,697 (2013: 1,176,353,697) ordinary shares of 50 kobo each being the number of ordinary in issue during the year.

Basic and diluted earnings per share for the Company is based on the loss after tax for the year of N2.2 billion (2013: N92 million) and on 1,176,353,697 (2013: 1,176,353,697) ordinary shares of 50 kobo each being the number of ordinary shares in issue during the year.

The Group and Company did not have any instrument that had a dilutive potential at the end of the year.

12. Property, Plant and Equipment

(a) The movement for the year was as follows:

Group

	Leasehold Land and Buildings N'000	Plant and Machinery, Furniture and Fittings N'000	I.T Equipment N'000	Motor Vehicle and Transport Equipment N'000	Capital Work in Progress N'000	Total N'000
Cost						
At 1 January 2013	1,769,269	334,703	123,181	456,489	95,974	2,779,616
Adjustment	463	-	-	-	-	463
Additions	21,685	49,609	21,743	90,374	8,138	191,549
Transfers with the Group	(815,000)	-	-	-	-	(815,000)
Disposals/write offs	-	-	-	(52,226)	-	(52,226)
At 31 December 2013	976,417	384,312	144,924	494,637	104,112	2,104,402
At 1 January 2014	976,417	384,312	144,924	494,637	104,112	2,104,402
Additions	4,904	41,476	30,060	90,310	273,279	440,029
Transfers	104,112	-	-	-	(104,112)	-
Increase from revaluation of land and building	2,867,381	-	-	-	-	2,867,381
Disposals/write offs	(31,880)	(5,254)	-	(24,091)	-	(61,225)
At 31 December 2014	3,920,934	420,534	174,984	560,856	273,279	5,350,587
Accumulated depreciation						
At 1 January 2013	252,231	218,545	109,519	242,558	-	822,853
Depreciation for the year	26,770	28,759	17,810	82,848	-	156,187
Disposals/write offs	-	-	-	(52,226)	-	(52,226)
At 31 December 2013	279,001	247,304	127,329	273,180	-	926,814
At 1 January 2014	279,001	247,304	127,329	273,180	-	926,814
Depreciation for the year	89,335	51,146	3,980	84,730	-	229,191
Disposals/write offs	(31,880)	(3,435)	-	(17,822)	-	(53,137)
At 31 December 2014	336,456	295,015	131,309	340,088	-	1,102,868
Carrying amounts						
At 31 December 2013	697,416	137,008	17,595	221,457	104,112	1,177,588
At 31 December 2014	3,584,478	125,519	43,675	220,768	273,279	4,247,719

12. Property, Plant and Equipment (cont'd)

- (b) The movement for the year was as follows:
Company

	Leasehold Land and Buildings N'000	Plant and Machinery, Furniture and Fittings N'000	I.T Equipment N'000	Motor Vehicle and Transport Equipment N'000	Capital Work in Progress N'000	Total N'000
Cost						
At 1 January 2013	954,270	327,658	116,581	423,467	95,974	1,917,950
Adjustment	463	-	-	-	-	463
Additions	21,685	48,783	20,967	90,374	8,138	189,947
Disposals/write offs	-	-	-	(52,226)	-	(52,226)
At 31 December 2013	976,418	376,441	137,548	461,615	104,112	2,056,134
At 1 January 2014	976,418	376,441	137,548	461,615	104,112	2,056,134
Additions	4,904	39,273	29,067	76,610	273,279	423,133
Transfers	104,112	-	-	-	(104,112)	-
Increase from evaluation of land and building	2,867,381	-	-	-	-	2,867,381
Disposals/write offs	(31,880)	(5,254)	-	(18,091)	-	(55,225)
At 31 December 2014	3,920,935	410,460	166,615	520,134	273,279	5,291,423
Accumulated depreciation						
At 1 January 2013	252,231	215,273	104,904	227,126	-	799,534
Depreciation for the year	26,770	27,723	16,955	76,682	-	148,130
Disposals/write offs	-	-	-	(52,226)	-	(52,226)
At 31 December 2013	279,001	242,996	121,859	251,582	-	895,438
At 1 January 2014	279,001	242,996	121,859	251,582	-	895,438
Depreciation for the year	89,335	49,950	2,995	77,518	-	219,798
Disposals/write offs	(31,880)	(3,435)	-	(11,822)	-	(47,137)
At 31 December 2014	336,456	289,511	124,854	317,278	-	1,068,099
Carrying amounts						
At 31 December 2013	697,417	133,445	15,689	210,033	104,112	1,160,696
At 31 December 2014	3,584,479	120,949	41,761	202,856	273,279	4,223,324

- (c) During the year, the Company carried out a revaluation of the land and building asset category of property, plant and equipment. The Company engaged an independent valuer, Gbenga Olaniyan and Associates to carry out the revaluation. The effective date of the revaluation was 31 December 2014. The carrying amount that would have been recognised had the revalued land and building been carried under cost model is shown below:

<i>Group and Company</i>	Leasehold land and building N'000
Asset Category	
Cost	
At 1 January 2014	976,418
Additions	4,904
Transfers	104,112
Disposals/write offs	(31,880)
At 31 December 2014	1,053,554

Group and Company

Asset Category contd.	Leasehold land and building
Cost	N'000
Accumulated depreciation	
At 1 January 2014	279,001
Depreciation for the year	89,335
Disposals	(31,880)
At 31 December 2014	336,456
Carrying amount at 31 December 2014	717,098
A revaluation surplus of N2.8 billion was recognised during the year (2013: nil). This has been recognised in the other comprehensive income for the year and is not available for distribution to the shareholders of the Company.	
Revaluation surplus (Note 12(b))	2,867,381
Related tax (Note 10 (b))	(860,214)
	2,007,167

(d) Security

The Company provided negative pledges over its assets in respect of its import finance facilities and overdraft facilities with its bankers.

(e) Capital commitments

The Group and the Company had no authorised or contracted capital commitments at the reporting date (2013: nil).

(f) Property, plant and equipment under construction

During the year, the Group acquired a piece of land with the intention of constructing a motor vehicle assembling factory. Included in the cost of the land are community costs which are related to the acquisition of the Land.

13. Intangible Assets

Intangible assets comprise computer software, the movement on the account for the year was as follows:

	Group N'000	Company N'000
Cost		
At 1 January 2013	32,413	32,413
Additions	-	-
At 31 December 2013	32,413	32,413
At 1 January 2014	32,413	32,413
Additions	19,254	14,806
At 31 December 2014	51,667	47,219
Amortisation		
At 1 January 2013	12,966	12,966
Charge for the year	6,481	6,481
At 31 December 2013	19,447	19,447
At 1 January 2014	19,447	19,447
Charge for the year	4,644	4,089
At 31 December 2014	24,091	23,536
Carrying amount		
At 31 December 2013	12,966	12,966
At 31 December 2014	27,576	23,683

14. Goodwill

Effective 30th October 2011, R.T Briscoe (Nigeria) PLC, ("The Company"), acquired controlling shares in Briscoe Properties Limited. The goodwill on acquisition is the excess of purchase consideration over the net assets acquired. For the purpose of impairment testing, goodwill has been allocated to Briscoe Properties Limited. Goodwill is tested for impairment annually. Impairment is determined by comparing the carrying amount of the cash generating unit (excluding goodwill) with the recoverable amount. The useful life of goodwill at the reporting date is assessed to be indefinite with no impairment losses.

15. Other Investments

Other investments relates to the Company's investment in equity notes in Fara Park Limited classified as loans and receivables, with a guaranteed return of 18% per annum. Management has commenced procedures to redeem these notes.

The information about the Group's exposure to credit and market risks, and fair value measurements, is included in Note 28.

16 Investments in Subsidiaries**(a) Investments in subsidiaries comprise**

Set out below is the Company's investment in subsidiaries

	Principal Place of Business	Company	
		2014 N '000	2013 N '000
Briscoe Properties Limited	Lagos	141,400	141,400
CAWS Technical Nigeria Limited	Lagos	1,000	-
Suite Resorts Limited	Lagos	4,075	75
Briscoe Leasing Limited*	Lagos	2,000	-
IMC Airpower Limited*	Lagos	10,000	-
Briscoe-Ford Nigeria Limited*	Lagos	10,000	-
Briscoe Garages Limited*	Lagos	1,000	-
		169,475	141,475

*This represents the investment in non-operational entities owned by the Company.

(b) Group structure

Subsidiary	Direct and Indirect Holding %	
	2014	2013
Briscoe Properties Limited	97	97
CAWS Technical Nigeria Limited	100	N/A
Suite Resorts Limited	100	100
Briscoe Leasing Limited	100	100
IMC Airpower Limited	100	100
Briscoe-Ford Nigeria Limited	100	100
Briscoe Garages Limited	100	100

N/A - Not a subsidiary at the time.

The Company's investments are measured at cost.

17. Inventories

	Group		Company	
	2014 N '000	2013 N '000	2014 N '000	2013 N '000
Motor vehicles	6,008,238	2,589,112	6,008,238	2,589,112
Industrial Equipment	1,039,549	1,688,795	839,545	1,688,795
Service work in progress	33,668	76,127	33,668	76,127
Trading properties	1,237,116	39,912	-	-
Development work in progress	-	1,484,475	-	-
Inventories in transit	583,060	-	583,060	-
	8,901,631	5,878,421	7,464,511	4,354,034
Less: Allowance for obsolete spares and slow moving stock	(337,558)	(252,940)	(337,558)	(252,940)
	8,564,073	5,625,481	7,126,953	4,101,094

The cost of inventory recognised in cost of sales amounted to N16 billion (2013: N19 billion). In current year, the write-down of inventories to net realisable value amounted to N189.31 million (2013: N130.23 million) and is included in cost of sales.

18. Trade and Other Receivables

	Group		Company	
	2014 N '000	2013 N '000	2014 N '000	2013 N '000
Trade receivables	2,408,663	4,557,072	2,137,178	4,447,173
Staff loans and advance	71,859	123,617	63,939	112,433
Due from related party	79,114	-	987,063	1,055,214
Advances to suppliers	1,615,732	1,269,745	1,615,732	1,264,745
Other receivables	36,697	480,483	36,697	487,155
	4,212,065	6,430,917	4,840,609	7,366,720
Value added tax receivables (current)	720,237	258,921	678,719	238,964
Withholding tax receivables	393,995	703,221	383,905	690,907
	5,326,297	7,393,059	5,903,233	8,296,591
Non-Current	155,768	586,087	155,768	586,087
Current	5,170,529	6,806,972	5,747,465	7,710,504
	5,326,297	7,393,059	5,903,233	8,296,591

The Group's exposure to credit and currency risks, and impairment losses related to trade and other receivables is disclosed in Note 28.

19. Prepayments

Prepayments represent prepaid rent and insurance comprise:

	Group		Company	
	2014 N '000	2013 N '000	2014 N '000	2013 N '000
Prepaid rent	58,219	133,089	50,252	130,495
Other prepaid expenses	56,245	24,683	56,245	24,683
	114,464	157,772	106,497	155,178
Non-current	-	-	-	-
Current	114,464	157,772	106,497	155,178
	114,464	157,772	106,497	155,178

20. Cash and Cash Equivalents

	2014 N'000	Group 2013 N'000	2014 N'000	Company 2013 N'000
Cash in hand	9,073	8,546	9,051	8,124
Bank balance	483,340	247,193	383,871	209,685
Cash and cash equivalents in the statement of financial position	492,413	255,739	392,922	217,809
Bank overdrafts used for cash management purposes	(3,307,110)	(1,900,783)	(3,307,110)	(1,900,783)
Cash and cash equivalents in the statement of cash flows	(2,814,697)	(1,645,044)	(2,914,188)	(1,682,974)

The Company's exposure to credit, currency and liquidity risks related to cash and cash equivalents is disclosed in Note 28.

21. Employee Benefits
Group and Company

	2014 N'000	2013 N'000
Defined benefit (gratuity) liability (note (b))	114,729	124,774
Long service awards benefit obligation (note (a))	27,531	-
Total employee benefit liabilities	142,260	124,774

The Company's defined benefit end of service gratuity obligation represents the estimated amount of future benefit that employees have earned in return for their service in the current and prior periods and that benefit is discounted to determine its present value. In determining the liability under the defined benefit scheme, consideration is given to future increases in salary rates and the Company's experience with staff turnover. The recognised liability is determined by an independent actuarial valuation performed by Giant Consultants Limited using the projected unit credit method.

The Company also operates a long service awards scheme for all permanent employees to reward their meritorious service during employment. The Company's obligations in respect of this scheme is the amount of future benefits that employees have earned in return for their service in the current and prior periods. The Company did not recognise the liability in respect of this scheme in its book in previous years. The recognised liability is determined by an independent actuarial valuation using the projected unit credit method.

(a) Movement in the present value of the long service awards obligation
Group and Company

	2014 N'000	2013 N'000
Balance at 1 January	-	-
Charged to profit or loss	27,531	-
Payments during the year	-	-
Balance at 31 December	27,531	-

This represents the present value of the long service award scheme obligation in respect of the Company's employees as at year end. This liability was previously unrecorded in previous years.

(b) Movement in present value of the defined benefit gratuity obligation
Group and Company

	2014 N'000	2013 N'000
Balance at 1 January	124,774	122,504
Included in profit or loss		
Current service costs	12,680	13,095
Interest costs on obligation	17,419	15,722
	30,099	28,817
Included in other comprehensive income		
Actuarial gain recognised in other comprehensive income	(31,389)	(7,774)
	(31,389)	(7,774)
Other		
Benefits paid	(8,755)	(18,773)
Balance at 31 December	114,729	124,774

(C) Actuarial assumptions

Principal actuarial assumptions at the reporting date (expressed as weighted averages) fall under two broad categories. These assumptions depict management's estimate of the likely future experience of the Company.

Financial Assumptions

	2014	2013
Discount rate (p.a.)	15.00%	13.50%
Future salary increase (p.a.)	13.50%	13.50%
Future rate of inflation (p.a.)	10.00%	10.00%
Benefit increase rate (p.a.)	12.00%	12.00%

Demographic assumptions

Assumptions regarding future mortality are based on published statistics and mortality tables.

Mortality in Service

The rates of mortality assumed for employees are the rates published in the A49/52 Ultimate Tables, published jointly by the Institute and Faculty of Actuaries in the UK. This is due to unavailability of published reliable demographic data in Nigeria.

Sample age	2014	2013
25	7	7
30	7	7
35	9	9
40	14	14
45	26	26

Withdrawal from Service

Withdrawal from service means retirement; voluntary or compulsory disengagement from service.

Age Band	Rate	
	2014	2013
Up to 30	5%	5%
31-35	5%	5%
36-40	5%	5%
41-45	2%	2%
46-50	2%	2%
51 and above	Nil	Nil

The calculation of the defined benefit obligation is sensitive to the mortality assumptions set out above. As the actuarial estimates of mortality continue to be refined, an increase of one year in lives shown above is considered reasonably possible in the next financial year.

(d) Sensitivity Analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the employee benefit obligation by the amount shown below.

Defined benefit liability	Rate	N'000
Discount rate	-1%	139,862
	1%	113,432
Future Salary increase rate	-1%	119,745
	1%	132,292
Future Mortality rate	-1 year	126,862
	+1 year	124,541
Long service awards	Rate	N'000
Discount rate	-1%	27,243
	1%	23,508
Future Salary increase rate	-1%	23,301
	1%	27,454
Future Mortality rate	-1 year	27,545
	+1 year	23,236

Although the analysis does not take account of the full distribution of cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumptions shown.

22. Deferred Tax Liabilities (Group)**Recognised deferred tax liabilities**

Deferred tax liabilities are attributable to the following:

In thousands of Naira	Liabilities		Assets		Net (liability) /asset	
	2014	2013	2014	2013	2014	2013
Property, plant and equipment	(1,116,910)	(351,524)	-	-	(1,116,910)	(351,524)
Employee benefits	-	-	42,678	37,423	42,678	37,423
Allowance for doubtful debts	-	-	118,573	289,667	118,573	289,667
Stock obsolescence allowance	-	-	191,422	75,882	191,422	75,882
Unrealised exchange (gain)/loss	-	(21,710)	3,105	-	3,105	(21,710)

NOTES TO THE FINANCIAL STATEMENTS contd.

For the year ended 31 December 2014

<i>In thousands of Naira</i>	Liabilities		Assets		Net (liability) /asset	
	2014	2013	2014	2013	2014	2013
Unabsorbed capital allowance carry-forwards	-	-	202,093	120,038	202,093	120,038
Tax loss carried forward	-	-	236,543	-	236,543	-
Tax (liabilities) /assets	(1,116,910)	(373,234)	794,414	523,010	(322,496)	149,776

Movement in temporary differences during the year

In thousands of Naira

	Balance, 1 January 2014	Recognised in profit or loss	Recognised in other comprehensive income	Balance 31 December 2014
Property, plant and equipment	(351,524)	94,828	(860,214)	(1,116,910)
Employee benefits	37,423	163,416	(9,417)	191,422
Unrelieved tax loss	-	236,543	-	236,543
Allowance for doubtful debts	289,667	(171,094)	-	118,573
Stock obsolescence allowance	75,882	115,540	-	191,422
Unrealised exchange gain	(21,710)	24,815	-	3,105
Unabsorbed capital allowance carry-forwards	120,038	82,055	-	202,093
	149,776	546,103	(869,631)	(173,752)

Deferred tax liabilities (Company)

Recognised deferred tax liabilities

Deferred tax liabilities are attributable to the following:

<i>In thousands of Naira</i>	Liabilities		Assets		Net (liability) /asset	
	2014	2013	2014	2013	2014	2013
Property, plant and equipment	(1,114,863)	(368,166)	-	-	(1,114,863)	(368,166)
Employee benefits	-	-	42,678	37,423	42,678	37,423
Allowance for doubtful debts	-	-	118,573	289,667	118,573	289,667
Stock obsolescence allowance	-	-	191,422	75,882	191,422	75,882
Unrealised exchange (loss)/gain	-	-	3,105	-	3,105	-
Unabsorbed capital allowance carry-forwards	-	-	202,093	118,437	202,093	118,437
Tax loss carried forward	-	-	236,542	-	236,542	-
Tax (liabilities)/assets	(1,114,863)	(368,166)	794,413	521,409	(320,450)	153,243

Movement in temporary differences during the year*In thousands of naira*

	Balance, 1 January 2014	Recognised in profit or loss	Recognised in other comprehensive income	Balance 31 December 2014
Property, plant and equipment	(368,166)	116,538	(860,214)	(1,111,842)
Employee benefits	37,423	49,081	(9,417)	77,087
Unrelieved tax loss	-	236,543	-	236,543
Allowance for doubtful debts	289,667	108,345	-	398,012
Stock obsolescence allowance	75,882	152,352	-	228,234
Unrealised exchange gain	-	(18,605)	-	(18,605)
Unabsorbed capital allowance carry-forwards	118,437	(248,316)	-	(129,879)
	153,243	395,938	(869,631)	(320,450)

23. Trade and Other Payables

	Group		Company	
	2014 N'000	2013 N'000	2014 N'000	2013 N'000
Trade payables	711,601	369,468	784,091	297,215
Accrued expenses	850,206	553,001	428,436	300,203
Deposit by customers	18,165	503,895	18,165	407,779
Pension payable (a)	6,037	16,439	5,048	10,189
Amounts due to related parties	281,988	-	28,000	29,629
	1,867,997	1,442,803	1,263,740	1,045,015

The Company's exposure to currency and liquidity risk related to trade and other payables is disclosed in Note 28.

(a) The movement in pension payable is as follows:

	Group		Company	
	2014 N'000	2013 N'000	2014 N'000	2013 N'000
Balance at 1 January	16,439	14,460	10,189	12,760
Contribution for the year	38,395	43,275	37,307	37,025
Payments during the year	(48,797)	(41,296)	(42,448)	(39,596)
Balance at 31 December	6,037	16,439	5,048	10,189

24. Loans and Borrowings

Loans and Borrowings at the year end is analysed as follows:

	Group		Company	
	2014 N'000	2013 N'000	2014 N'000	2013 N'000
Import finance facility	9,715,105	8,168,860	9,715,105	8,168,860
Commercial papers	151,115	104,801	151,115	104,801
	9,866,220	8,273,661	9,866,220	8,273,661

NOTES TO THE FINANCIAL STATEMENTS contd.

For the year ended 31 December 2014

24 Loans and Borrowings contd.

Terms and debt repayment Schedule

Terms and conditions of outstanding loans were as follows:

				2014	2013
	Currency	Nominal interest Rate (%)	Year of maturity	Carrying amount N'000	Carrying amount N'000
Secured import finance facility	USD	3.31-4.31	2015	1,885,646	356,899
Secured import finance facility	NGN	14.75-16.5	2015	7,829,459	7,811,961
Unsecured Commercial papers	NGN	10.00-14.00	2015	122,302	74,095
Unsecured Commercial papers	USD	8.00-10.00	2015	28,813	30,706
Total Interest bearing liabilities				9,866,220	8,273,661

The secured bank facilities are secured over the Company's assets.

25. Related Party Transactions

- (a) During the year, the Company entered into contractual relationships with its related parties on terms similar to such transactions entered into with third parties. Transactions with the related party are mainly in the nature of payments for expenses on behalf of each other and sale of goods.

	2014 N'000	2013 N'000
Amount due from related parties (Note 18)	987,063	1,055,214
Amount due to related parties (Note 23)	(28,000)	(29,629)
Commercial paper from related party	(44,656)	(31,893)
	914,407	993,692

Related party and nature of relationship	Nature of transaction	Transaction value		Balance receivable / (payable)	Balance receivable / (payable)
		2014	2013	2014	2013
		N'000	N'000	N'000	N'000
Briscoe properties Limited - Subsidiary	Sale of goods and services, loans and related interests and others.	15,806	1,025,585	772,367	1,025,585
CAWS Technical Nigeria Limited - Subsidiary	Purchase of goods and services and others.	106,269	-	106,269	-
Olawoyin & Olawoyin - Common directorship	Legal services.	791	-	-	-
Cafoa Nig Limited - Common directorship	Commercial Paper.	50,968	31,893	(44,656)	(31,893)
Toyota Nigeria Limited - Common shareholding	Purchase of goods.	16,068,737	-	108,427	-
Others - Subsidiaries	Investment in subsidiaries	-	-	(28,000)	-
				914,407	993,692

The amounts outstanding are unsecured and will be settled in cash. No provisions have been made for doubtful debts in respect of the amounts owed by related parties as the amounts are deemed to be recoverable.

(b) Key management personnel compensation comprised:

In addition to their salaries, the Company also provides non-cash benefits to directors and executive officers, and operates a post-employment defined benefit scheme on their behalf. In accordance with the terms of the plan, directors and executive officers are entitled to receive post employment benefits.

The Managing Director of one of the subsidiaries also participates in the group share based payment plan. This programme awards a certain sum of cash benefit which accrues to the recipient based on set criteria. Key management personnel compensation comprised:

	Group		Company	
	2014	2013	2014	2013
	N'000	N'000	N'000	N'000
Short-term employee benefits	67,270	67,270	53,735	53,735
Contribution to compulsory pension fund scheme	7,826	7,826	6,472	6,472
	75,096	75,096	60,207	60,207

26. Capital and Reserves**(a) Share capital is analysed as follows:**

	Group		Company	
	2014	2013	2014	2013
	N'000	N'000	N'000	N'000
Authorised ordinary shares of 50 kobo each				
At 1 January	2,000,000	2,000,000	2,000,000	2,000,000
Additions	1,250,000	-	1,250,000	-
At 31 December	3,250,000	2,000,000	3,250,000	2,000,000
Issued, allotted and fully paid ordinary shares of 50 kobo each				
At 1 January	588,177	588,177	588,177	588,177
At 31 December	588,177	588,177	588,177	588,177
(b) Share Premium				
At 1 January	409,862	409,862	409,862	409,862
At 31 December	409,862	409,862	409,862	409,862

All shares rank equally with regard to the Company's residual assets. The holders of ordinary shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the Company.

27. Dividend Payable

	Group		Company	
	2014	2013	2014	2013
	N'000	N'000	N'000	N'000
Balance at 1 January	81,047	81,111	81,047	81,111
Declared during the year	-	-	-	-
Payment during the year	-	(64)	-	(64)
Balance at 31 December	81,047	81,047	81,047	81,047

28. Financial Risk Management and Financial Instruments

The Company has exposure to the following risks from its use of financial instruments:

- credit risk
- liquidity risk
- market risk
- operational risk.

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout these financial statements.

Risk management framework

The Board of Directors has overall responsibility for the establishment and oversight of the Group's risk management framework. The Board of Directors has delegated the responsibility for developing and monitoring the Group's risk management policies to the management of the Group. The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls, and to monitor risks and adherence to controls. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Group's activities.

(a) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the end of the reporting period was as follows:

	Group		Company	
	2014	2013	2014	2013
	N'000	N'000	N'000	N'000
Trade and other receivables	2,596,333	5,161,172	3,224,877	6,101,975
Cash and cash equivalents	492,413	255,739	392,922	217,809
Other investments	140,000	140,000	140,000	140,000
	3,228,746	5,556,911	3,757,799	6,459,784

Trade and other receivables

The Group's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The Group considers that it is not exposed to major concentration of credit risk in relation to the trade receivables. However, credit risk can arise in the event of non-performance of a counterparty. Purchase limits are established for each customer, which represents the maximum allowed open amount. These limits are reviewed bi-annually. Customers that fail to meet the Group's benchmark creditworthiness may transact with the Group only on a cash-and-carry basis.

The Group considers that the concentration of credit risk with respect to trade receivables is limited given that the Group grants a credit period of 30 to 45 days to selected customers, which mitigates the risk of default by customers. In addition, the Group tries to mitigate the credit risk by adopting specific control procedures, including regular assessment the credit worthiness of the counterparty and limiting the exposure to any one counterparty.

The maximum exposure to credit risk for Trades and other receivables at the reporting date was:

	Group		Company	
	2014	2013	2014	2013
	N'000	N'000	N'000	N'000
Trade receivables	3,484,522	5,249,636	3,194,276	5,122,164
Impairment losses	(1,075,859)	(692,564)	(1,057,098)	(674,991)
	2,408,663	4,557,072	2,137,178	4,447,173
Non-trade receivables				
Staff loans and advances	71,859	123,617	63,939	112,433
Amounts due from related parties	79,114	-	987,063	1,055,214
Other receivables	36,697	480,483	36,697	487,155
	2,596,333	5,161,172	3,224,877	6,101,975

Impairment losses

The ageing of trade receivables at the reporting date was:

	Group		Group	
	Gross N'000	2014 Impairment N'000	Gross N'000	2013 Impairment N'000
Not past due	1,825,993	-	1,395,100	-
Past due	1,658,529	(1,075,859)	3,854,536	(692,564)
	3,484,522	(1,075,859)	5,249,636	(692,564)

	Company		Company	
	Gross N'000	2014 Impairment N'000	Gross N'000	2013 Impairment N'000
Not past due	1,596,800	-	1,285,201	-
Past due	1,597,476	(1,057,098)	3,836,963	(674,991)
	3,194,276	(1,057,098)	5,122,164	(674,991)

The movement in the allowance for impairment in respect of Trade and other receivables during the year was as follows:

	Group		Company	
	2014 N'000	2013 N'000	2014 N'000	2013 N'000
Balance at 1 January	(692,564)	(720,003)	(674,991)	(706,735)
Additional allowance for the year	(383,295)	(28,325)	(382,107)	(24,020)
Amounts written off during the year	-	-	-	-
Amounts recovered during the year	-	55,764	-	55,764
Balance at 31 December	(1,075,859)	(692,564)	(1,057,098)	(674,991)

Based on historic default rates, the Company believes that no impairment allowance is necessary in respect of receivables.

Cash and cash equivalents

The Company held cash and cash equivalents which represents its maximum credit exposure on these assets. The cash and cash equivalents are held with bank and financial institution counterparties, which are reputable and have a sound financial position.

(b) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group has an appropriate liquidity risk management framework for the Group's short, medium and long term liquidity requirements and makes monthly cash flow projections, which assists in monitoring cash flow requirements and optimizing cash return on investments.

Typically the credit terms with customers are more favourable compared to payment terms to its vendors in order to help provide sufficient cash on demand to meet expected operational expenses, including the servicing of financial obligations. This excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters.

The following are the contractual maturities of financial liabilities, including estimated interest payments and excluding the impact of netting agreements.

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For the year ended 31 December 2014

<i>Group</i>							
	Note	Carrying amount	Contractual cash flows	6 months or less	6 to 12 months	1 to 2 years	2 to 5 years
31-Dec-14							
Non-derivative financial liabilities		N'000	N'000	N'000	N'000	N'000	N'000
Trade and other payables	23	1,867,997	1,867,997	1,867,997	-	-	-
Loans and borrowings	24	9,866,220	9,866,220	9,866,220	-	-	-
Bank overdrafts	20	3,307,110	3,307,110	3,307,110	-	-	-
		15,041,327	15,041,327	15,041,321	-	-	-

31-Dec-13							
Non-derivative financial liabilities							
Trade and other payables	23	1,442,803	1,442,803	1,442,803	-	-	-
Loans and borrowings	24	8,273,661	8,273,661	8,273,661	-	-	-
Bank overdrafts	20	3,307,110	3,307,110	3,307,110	-	-	-
		13,023,574	13,023,574	13,023,574	-	-	-

<i>Company</i>							
	Note	Carrying amount	Contractual cash flows	6 months or less	6 to 12 months	1 to 2 years	2 to 5 years
31-Dec-14							
Non-derivative financial liabilities		N'000	N'000	N'000	N'000	N'000	N'000
Trade and other payables	23	1,263,740	1,263,740	1,263,740	-	-	-
Loans and borrowings	24	9,866,220	9,866,220	9,866,220	-	-	-
Bank overdrafts	20	3,307,110	3,307,110	3,307,110	-	-	-
		14,437,070	14,437,070	14,437,070	-	-	-

31-Dec-13							
Non-derivative financial liabilities							
Trade and other payables	23	1,045,015	1,045,015	1,045,015	-	-	-
Loans and Borrowings	24	8,273,661	8,273,661	8,273,661	-	-	-
Bank Overdrafts	20	1,900,783	1,900,783	1,900,783	-	-	-
		11,219,459	11,219,459	11,219,459	-	-	-

It is not expected that the cash flows included in the maturity analysis could occur significantly earlier, or at significantly different amounts.

(c) Market risk

Market risk is the risk that changes in market prices— such as foreign exchange rates, interest rates will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return. The Group agrees interest rates at competitive rates with its bankers to help reduce the Company's exposure to fluctuation in interest rates. Also for foreign purchases, the Company makes most of its payments in advance. This helps mitigate the risk of exchange losses that the Company may be exposed to.

Currency risk

The Group is exposed to currency risk to the extent that there is a mismatch between the currencies in which sales, purchases and borrowings are denominated and functional currency of the Group. The Group is exposed to currency risk on sales and purchases that are denominated in a currency other than the functional currency of the Group, primarily the Naira. The currencies in which these transactions primarily are denominated are Euro, United States Dollar (USD), Japanese Yen (JPY) and United kingdom pound sterling (GBP).

The currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to the changes in foreign exchange rates.

The Group's policy is to ensure that its net exposure in respect of monetary assets and liabilities denominated in foreign currencies are kept to an acceptable level by buying or selling foreign currencies at spot rates when necessary to address short term imbalances.

Exposure to currency risk

The summary quantitative data about the Group's exposure to currency risk as reported to the Management of the Company based on its risk management policy was as follows:

	31 December 2014				31 December 2013			
	Euro	USD	JPY	GBP	Euro	USD	JPY	GBP
Amounts in thousands								
Trade and other receivables	-	1,653	-	-	-	-	-	-
Cash and cash equivalents	9	723	-	-	-	24,116	-	-
Trade and other payables	(228)	(1,185)	(43,264)	(40)	-	27,189	-	-
Net exposure	(219)	1,191	(43,264)	(40)	-	51,305	-	-

The following significant exchange rates applied during the year:

	Average rate		Year end spot rate	
	2014	2013	2014	2013
Euro	203.55	213.72	219.00	204.64
United States Dollars (USD)	167.50	155.20	186.00	155.26
GBP	261.47	256.65	281.00	251.06
JPY	1.40	1.48	1.51	1.47

Sensitivity analysis

A 5 percent strengthening of the Naira, as indicated below, against the Euro and the USD would have affected the measurement of financial instruments denominated in foreign currency and decreased equity and profit or loss by the amounts shown below. This analysis is based on foreign currency exchange rate variances that the Company considered to be reasonably possible at the end of the reporting period. The analysis assumes that all other variables, in particular interest and inflation rates, remain constant and ignores any impact of forecast sales and purchases.

The analysis is performed on the same basis for 2013, albeit that the reasonably possible foreign exchange rate variances were different, as indicated below:

<i>Effect in thousands of Naira</i>	2014	2013
	(Increase)/ decrease in profit or loss N'000	(Increase)/ decrease in profit or loss N'000
Euro (5% weakening of the Naira)	2,341	-
USD (5% Weakening of the Naira)	(9,267)	398,286
GBP (5% Weakening of the Naira)	518	-
Yen (5% Weakening of the Naira)	3,266	-

A 5 percent weakening of the Naira against the above currencies at the reporting date would have had the equal but opposite effect on the amounts shown above.

(d) Interest rate risk

The Group adopts a policy of ensuring that its interest rates for its import finance facilities and commercial papers are at a fixed rate.

At the reporting date the interest rate profile of the Group's interest-bearing financial instruments was:

	Group Carrying Amount		Company Carrying Amount	
	2014	2013	2014	2013
	N'000	N'000	N'000	N'000
Variable rate instruments				
Bank overdrafts	3,307,110	1,900,783	3,307,110	1,900,783
Fixed rate instruments				
Loans and borrowings	9,866,220	8,273,661	9,866,220	8,273,661

Fair value sensitivity analysis for fixed rate instruments

The Group does not account for any fixed financial assets and liabilities at fair value through profit or loss. Therefore a change in interest rates at the reporting date would not affect profit or loss.

Cash flow sensitivity analysis for variable rate instruments

A decrease of 100 basis points (BP) in interest rates at the reporting date would have increased (decreased) profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant. The analysis is performed on the same basis for 2013.

	Group Profit or loss		Company Profit or loss	
	2014	2013	2014	2013
	100 BP	100 BP	100 BP	100 BP
	N'000	N'000	N'000	N'000
Variable rate instruments	5,457	3,136	5,457	3,136
Cash flow sensitivity (net)	5,457	3,136	5,457	3,136

An increase of 100 basis points (BP) in interest rates at the reporting date would have had the equal but opposite effect to the amounts shown above.

(e) Operational risk

Operational risk is the risk of direct or indirect loss arising from a wide variety of causes associated with the Group's processes, personnel, technology and infrastructure, and from external factors other than credit, market and liquidity risks such as those arising from legal and regulatory requirements and generally accepted standards of corporate behaviour. Operational risks arise from all of the Group's operations.

The Company's objective is to manage operational risk so as to balance the avoidance of financial losses and damage to the Company's reputation with overall cost effectiveness and to avoid control procedures that restrict initiative and creativity.

The primary responsibility for the development and implementation of controls to address operational risk is assigned to management. This responsibility is supported by the development of overall Company standards for the management of operational risk in the following areas:

- Documentation of processes, controls and procedures.
- Periodic assessment of operational risks faced, and the adequacy of controls and procedures to address the risks identified by the risk management committee.
- Training and development of employees.
- Appropriate segregation of duties, including the independent authorization of transactions.
- Monitoring of compliance with regulatory and other legal requirements.
- Requirements for reporting of operational losses and proposed remedial action.
- Reconciliation and monitoring of transactions.
- Development, communication and monitoring of ethical and acceptable business practices.
- Risk mitigation, including insurance when this is effective.
- Monitoring of business process performance and development and implementation of improvement mechanisms thereof.

Compliance with the Company's standards, established procedures and controls is supported by periodic reviews undertaken by management. Deficiencies are discussed with management for corrective action with summaries submitted to senior management of the Company.

(f) Capital management

The Group's objectives, when managing capital, are to safeguard the Group's ability to continue as a going concern. In order to maintain or adjust the capital structure, the Company or its subsidiaries may, among other things, issue new shares, convert debt to equity, carry out a rights issue, etc.

The debt to adjusted capital ratio at the end of the year was as follows:

	Group		Company	
	2014 N'000	2013 N'000	2014 N'000	2013 N'000
Total liabilities	15,689,490	12,269,860	15,020,487	11,838,543
Less: cash and cash equivalents	492,413	255,739	392,922	217,809
Net debt	16,181,903	12,525,599	15,413,409	12,056,352
Total equity	3,257,051	3,049,754	3,065,600	2,908,675
Debt to adjusted capital ratio	4.97	4.11	5.03	4.14

(g) Accounting classification and fair values

The analysis below shows the carrying amounts of financial assets and liabilities.

Group

31-Dec-14	Loans and receivables N'000	Carrying amount Other financial liabilities N'000	Total N'000
Financial assets not measured at fair value			
Trade and other receivables	5,170,529	-	5,170,529
Other investments	140,000	-	140,000
Cash and cash equivalents	492,413	-	492,413
	5,802,942	-	5,802,942

NOTES TO THE FINANCIAL STATEMENTS contd.

For the year ended 31 December 2014

31-Dec-14	Loans and receivables N'000	Carrying amount Other financial liabilities N'000	Total N'000
Financial liabilities not measured at fair value			
Trade and other payables	-	1,867,997	1,867,997
Bank overdrafts	-	3,307,110	3,307,110
Loans and Borrowings	-	9,866,220	9,866,220
Dividend payable	-	81,047	81,047
	-	15,122,374	15,122,374

31-Dec-13

Financial assets not measured at fair value

Trade and other receivables	6,806,972	-	6,806,972
Other investments	140,000	-	140,000
Cash and cash equivalents	255,739	-	255,739
	7,202,711	-	7,202,711

Financial liabilities not measured at fair value

Trade and other payables	-	1,442,803	1,442,803
Bank overdrafts	-	1,900,783	1,900,783
Loans and Borrowings	-	8,273,661	8,273,661
Dividend payable	-	81,047	81,047
	-	11,698,294	11,698,294

The fair value of the financial instruments above have not been disclosed because their carrying amounts are a reasonable approximation of fair values.

Company

31-Dec-14	Loans and receivables N'000	Carrying amount Other financial liabilities N'000	Total N'000
Financial assets not measured at fair value			
Trade and other receivables	5,747,465	-	5,747,465
Other investments	140,000	-	140,000
Cash and cash equivalents	392,922	-	392,922
	6,280,387	-	6,280,387
Financial liabilities not measured at fair value			
Trade and other payables	-	1,263,740	1,263,740
Bank overdrafts	-	3,307,110	3,307,110
Loans and Borrowings	-	9,866,220	9,866,220
Dividend payable	-	81,047	81,047
	-	14,518,117	14,518,117

31-Dec-13**Financial assets not measured at fair value**

Trade and other receivables	7,710,504	-	7,710,504
Other investments	140,000	-	140,000
Cash and cash equivalents	155,178	-	155,178
	8,005,682	-	8,005,682

Financial liabilities not measured at fair value

Trade and other payables	-	1,045,015	1,045,015
Bank overdrafts	-	1,900,783	1,900,783
Loans and Borrowings	-	8,273,661	8,273,661
Dividend payable	-	81,047	81,047
	-	11,300,506	11,300,506

The fair value of the financial instruments above have not been disclosed because their carrying amounts are a reasonable approximation of fair values.

29. Contingencies**(a) Pending litigation and claims**

The Group and Company are defendants in various law-suits that have arisen in the normal course of business. The contingent liabilities in respect of pending litigation at year end amounted to N134 million (2013: N127.84 million) respectively. In the opinion of the directors and based on independent legal advice, the Group and Company's liability is not likely to be significant, thus no provision has been made in these financial statements.

(b) Financial commitments

As at the end of year, the Company had bank bonds and bank guarantees amounting to N35.8 million and N120.87 million respectively. Apart from these, The Directors are of the opinion that all known liabilities and commitments, which are relevant in assessing the state of affairs of the Company, have been taken into consideration in the preparation of these financial statements.

(c) Others

During the year, the Federal Inland Revenue Services commenced a five year tax audit exercise for the year ended 31 December 2009 - 31 December 2013. As at the reporting date, the tax audit was yet to be concluded and no preliminary assessment has been made. Therefore the results of the tax audit cannot be reliably measured and as such no provision have been made in these financial statement

30. Operating Leases

The Group leases business premises and employee accommodation under operating lease agreements which typically run for a period of one to four years, with an option to renew at the expiration of the initial lease periods. Leases are paid for in advance and amounts expensed have been disclosed in note 8. Prepayments at year-end have been disclosed in the statements of financial position.

31. Subsequent Events

There were no significant subsequent events which could have had a material effect on the Group's and the Company's financial position as at 31 December 2014 that have not been adequately provided for or disclosed in these financial statements.



OTHER INFORMATION



VALUE ADDED STATEMENT

For the year ended 31 December 2014

	Group				Company			
	2014 N'000		2013 N'000		2014 N'000		2013 N'000	
Revenue	20,942,572		21,768,366		19,457,880		21,618,130	
Bought in materials and services								
- Imported	(8,107,107)		(8,416,798)		(7,575,727)		(8,416,798)	
- Local	(11,480,317)		(11,499,700)		(10,846,802)		(11,387,309)	
	1,355,148		1,851,868		1,035,351		1,814,023	
Other income	160,838		393,350		150,763		388,819	
Finance income	48,818		46,862		176,794		32,461	
Value added	1,564,804		2,292,080		1,362,908		2,235,303	
Distribution of Value Added								
		%		%		%		%
To Government as:								
Taxation	386,774	25	(109,075)	(5)	319,670	23	(111,246)	(5)
To Employees:								
Salaries, wages, fringe and end of service benefits	934,760	60	864,887	38	857,574	63	829,734	36
To Providers of Finance:								
- Finance costs	1,833,991	116	1,465,991	64	1,833,991	135	1,465,991	66
Retained in the Business								
To maintain and replace;								
- property, plant and equipment	229,191	15	156,187	7	219,798	16	148,130	7
- intangible assets	4,644	-	6,481	-	4,089	1	6,481	1
To deplete reserves	(1,824,556)	(116)	(92,391)	(4)	(1,872,214)	(138)	(103,787)	(5)
Value added	1,564,804	100	2,292,080	100	1,362,908	100	2,235,303	100

*Group***Statement of profit or loss and other comprehensive income**

	31-Dec-14 N'000	31-Dec-13 N'000	31-Dec-12 N'000	31-Dec-11 N'000
Revenue	20,942,572	21,768,366	21,980,201	19,605,063
Loss before taxation	389,765	1,267,527	(228,503)	292,834
Taxation	(386,774)	109,075	(319,670)	111,246
Loss for the year	(1,821,842)	(92,016)	(548,173)	404,080
Total comprehensive income for the year	207,297	(84,242)	(290,856)	233,726
Earnings per share	(155)	(8)	(32)	18

Statement of financial position

	31-Dec-14 N'000	31-Dec-13 N'000	31-Dec-12 N'000	31-Dec-11 N'000
Property, plant and equipment	4,247,719	1,177,588	1,956,763	1,160,696
Intangible assets	27,576	12,966	19,447	12,966
Goodwill	33,999	33,999	33,999	-
Investment	-	-	-	141,475
Deferred tax	-	523,010	38,877	521,409
Long term receivables	155,768	586,087	157,758	586,087
Net current liabilities	(743,255)	1,214,112	1,048,848	978,982
Employee benefits	(142,260)	(124,774)	(122,504)	(124,774)
Deferred tax liabilities	(322,496)	(373,234)	-	(368,166)
Net assets	3,257,051	3,049,754	3,133,188	2,908,675

Equity

	31-Dec-14 N'000	31-Dec-13 N'000	31-Dec-12 N'000	31-Dec-11 N'000
Share capital	588,177	588,177	588,177	588,177
Share premium	409,862	409,862	409,862	409,862
Revaluation reserve	2,007,167	-	-	-
Retained earnings	240,964	2,043,548	2,127,702	1,910,636
Non-controlling interest	10,881	8,167	7,447	-
	3,257,051	3,049,754	3,133,188	2,908,675

Company

Statement of profit or loss and other comprehensive income

	31-Dec-14 N'000	31-Dec-13 N'000	31-Dec-12 N'000	31-Dec-11 N'000	31-Dec-10 N'000
Revenue	19,457,880	21,618,130	21,093,788	19,605,063	15,132,451
(Loss)/profit before taxation	(1,552,544)	(215,033)	(377,923)	310,661	192,219
Taxation	(319,670)	111,246	(4,102)	(76,935)	(40,255)
(Loss)/profit for the year	(1,872,214)	(103,787)	(382,025)	233,726	151,964
Total comprehensive income for the year	156,925	(96,013)	(392,162)	233,726	151,964
Loss per share	(159)	(9)	(32)	24	19

Statement of financial position

	31-Dec-14 N'000	31-Dec-13 N'000	31-Dec-12 N'000	31-Dec-11 N'000	31-Dec-10 N'000
Property, plant and equipment	4,223,324	1,160,696	1,118,416	1,096,316	960,325
Intangible assets	23,683	12,966	19,447	25,930	-
Investment in subsidiary	169,475	141,475	952,325	141,400	51,437
Deferred tax	-	521,409	41,595	-	-
Long term receivables	155,768	586,087	157,758	243,675	146,253
Net current (liabilities)/assets	(1,043,940)	978,982	837,188	2,221,274	2,474,054
Employee benefits	(142,260)	(124,774)	(122,504)	(150,361)	(182,433)
Deferred tax liabilities	(320,450)	(368,166)	-	(83,818)	-
Net assets	3,065,600	2,908,675	3,004,225	3,494,416	3,449,636

Equity

	31-Dec-14 N'000	31-Dec-13 N'000	31-Dec-12 N'000	31-Dec-11 N'000	31-Dec-10 N'000
Share capital	588,177	588,177	588,177	490,147	408,456
Share premium	409,862	409,862	409,862	507,892	589,583
Revaluation reserve	2,007,167	-	-	-	-
Retained earnings	60,394	1,910,636	2,006,186	2,496,377	2,451,597
	3,065,600	2,908,675	3,004,225	3,494,416	3,449,636



**SHAREHOLDERS'
INFORMATION**



1. PURPOSE

The purpose of this Complaints Management Policy is to ensure that R.T. Briscoe achieves excellence in complaints management. This policy applies to all participants in the Complaints Management process, including R.T. Briscoe, its staff and agents, its shareholders, customers and interested third parties. The purpose of this Policy is to:

- provide an avenue for customer communication and feedback;
- recognise, promote and protect the customer's rights, including the right to comment and provide feedback on service;
- provide an efficient, fair and accessible framework for resolving complaints and monitoring feedback to improve service delivery;
- inform customers on the customer feedback handling processes; and
- provide staff with information about the customer feedback process.

2. DEFINITION OF A COMPLAINT

A complaint is an expression of dissatisfaction made to R.T. Briscoe related to its products, services or the performance, behaviour and conduct of staff, or the complaints handling process itself, where a response or resolution is explicitly or implicitly expected. A complaint may be made in person, by phone, fax, email or in writing.

3. POLICY STATEMENT

3.1 R.T. Briscoe is committed to resolving complaints by applying the following principles through the complaints handling process in an equitable, objective and unbiased manner –

- Openness to ensure both R.T. Briscoe staff and complainants understand the complaints handling process;
- Impartiality to ensure a balanced consideration of all information and evidence is undertaken before a complaint can be resolved without fear or favour;
- Confidentiality to ensure the complainants and customer's identities are protected;
- Accessibility to ensure all parties concerned are aware of the complaints handling process and the lodged complaints progress;
- Completeness to ensure all available information and evidence has been collected from both sides;
- Equity to ensure equal treatment to all people; and
- Sensitivity to ensure each case is considered on its merits, paying due care to individual differences and needs.

3.2 The Complaint Management Policy is based on the following principles:

- Complainants should be encouraged to voice their concerns at the point of service as soon as they feel unsatisfied. Staff may then be able to resolve the matter without delay;
- wherever possible, complaints should be resolved at the point from which they originate;
- information about how and where to complain should be well publicized to customers, shareholders, staff and other interested parties;
- Complaint management mechanisms should be easily accessible to all complainants; and
- The process should be easy to find, use and understand.

4. IMPLEMENTATION**4.1 Responsibilities**

All staff of R.T. Briscoe shall be responsible for receiving customer feedback and are to give priority to assist in the resolution of customer complaints. They will resolve minor verbal complaints where appropriate or refer more serious verbal or written complaints directly to their immediate Supervisor.

4.2 General Managers

General Managers shall ensure that the Complaints Management Policy is implemented in their respective Divisions and –

- advise the Managing Director of the nature of any major complaints and action taken or to be taken;
- document all complaints received and how they were resolved, including any changes that may be required to delivery of service; and
- Review and investigate all unresolved complaints.

4.3 Managing Director

The Managing Director will take overall responsibility for any complaints and have them addressed through General Managers as appropriate.

4.4 Electronic Complaints Register

R. T. Briscoe shall maintain an electronic Complaints Register of complaints by shareholders which shall be updated monthly contain the following details:

- Name of the complainant
- Nature of complaint
- Status and dates of resolution of the complaint

The Rules governing transactions with related parties or interested persons issued by The Nigerian Stock Exchange require the company to make the following disclosures when seeking a general mandate for transactions with interested persons.

Class of Persons

The Company will be transacting business with suppliers of motor vehicles and technical equipment which include Toyota Nigeria Limited, the authorized sole importer and distributor of Toyota vehicles in Nigeria. An interested person connected to a controlling shareholder in R.T. Briscoe (Nigeria) PLC also has significant interest and is connected with a controlling shareholder in Toyota Nigeria Limited.

Nature of Transaction

The transactions contemplated under the general mandate sought include the purchase of Toyota motor vehicles and parts from Toyota Nigeria Limited by R.T. Briscoe (Nigeria) PLC.

Rationale and Benefit

The rationale and benefit of the proposed interested person transactions are that they are indispensable to the business activities of the company in view of the volume of business involved and the position of Toyota Nigeria Limited as the sole authorized importer and distributor of Toyota vehicles into the country.

Methods or Procedures for Determining Transaction Prices

Transaction prices are determined in accordance with normal commercial terms and ordinary course of business in the auto industry and more particularly, the provisions of the Dealership agreement between Toyota Nigeria Limited and R.T. Briscoe (Nigeria) PLC. The methods or procedures for determining transaction prices are sufficient to ensure that the transactions shall be carried out on normal commercial terms and shall not be prejudicial to the interests of the company and its minority shareholders. The Company shall obtain a fresh mandate from shareholders if the methods or procedures for determining transaction prices become inappropriate.

Voting on Interested Transactions

An interested person shall abstain, and undertake to ensure that its associates shall abstain from voting on a resolution approving an interested person transaction. In compliance with the Rules of The Nigerian Stock Exchange on General Meetings, an interested person or its associate shall abstain from voting on a resolution at the Annual General Meeting for the approval of a general mandate concerning transactions with that interested person.

Disclosures

Disclosures in the notes to the accounts include the aggregate values of transactions conducted with related parties in the course of the financial year together with the names of the related party, nature of the transaction and the transaction value.

Definitions

"Interested person" means a director, chief executive officer, or controlling shareholder of the company or any person connected to such director, chief executive officer, or controlling shareholder.

"Interested person transaction" means a transaction between the company and an interested person.

UNCLAIMED DIVIDENDS AND SCRIPT CERTIFICATES

The unclaimed dividend and script certificates as at 31st December, 2014 are as follows:

Payment No.	Date Paid	N'000
20	10/05/2004	4,517,275.46
21	29/04/2005	5,206,157.10
22	28/04/2006	9,934,120.98
23	27/04/2007	3,222,677.70
24	25/04/2008	4,023,857.70
25	15/05/2009	7,043,407.20
26	28/05/2010	1,459,958.40
27	27/05/2011	1,544,446.53
28	29/06/2012	1,816,685.10
TOTAL		38,768,586.17

Sript No.	Date of Issue
01	29/08/1975
02	18/10/1976
03	14/10/1977
04	31/10/1980
05	30/11/1981
06	29/10/1982
07	24/04/2003
08	29/04/2004
09	26/04/2007
10	24/04/2008
11	01/04/2009
12	21/04/2010
13	29/04/2011
14	26/06/2012

UNCLAIMED DIVIDENDS AND SHARE CERTIFICATES

We wish to notify our shareholders that a number of dividend warrants and share certificates have been returned unclaimed because the addresses on them could not be traced. The shareholder concerned had either changed his or her address or did not collect them from the post office in good time.

We advise all affected shareholders to write to our registrars, **Meristem Registrars Limited**, 213, Herbert Macauley Way, Adekunle, Yaba, P. O. Box 51585 Falomo, Ikoyi, Lagos State for their unclaimed dividends and share certificates.

The list of unclaimed Dividend and Share Certificates are also available at the Registrar's website – www.meristemregistrars.com

Dear Shareholder,

Experience as shown that despite our tradition of despatching your dividend and mandate warrants the day after they are approved at the Annual General Meeting, many shareholders still do not receive their dividend warrants weeks and in some cases even months after the dividend warrants were dispatched.

To forestall this and facilitate the prompt receipt of your future dividends and bonus certificates, the e-dividend and e-bonus were introduced a few years ago. They provide a fast, reliable and efficient way of receiving your dividends and scrips directly into your bank and personal accounts with the Central Securities Clearing System (CSCS).

To benefit from the e-dividend and e-bonus system, you will be required to have a bank account as well as a CSCS account to be opened with the assistance of a stockbroker of your choice. The mandate form on the next page was designed with the purpose in mind. Please fill it as appropriate and forward to our Registrars for further action.

For further information, we advise that you get in touch either of the following:

The Company Secretary
R. T. Briscoe (Nigeria) Plc
 18, Fatai Atere Way
 Matori, Lagos.

Telephone Lines:
01- 2703477
01- 2703487

e-mail address:
Briscoemail@rtbriscoe.com

Website:
www.rtbriscoe.com

Yours faithfully,

Olukayode Adeoluwa
 (FRC/2013/NBA/00000002108)
Olukayode Adeoluwa & Co.
 Company Secretary

The Registrar
Meristem Registrars Limited
 213, Herbert Macaulay Way
 Adekunle, Yaba, Lagos.

Telephone Lines:
+234 (1) 2809250-3
0700MERIREG

e-mail address
info@meristemregistrars.com

Website:
www.meristemregistrars.com

Get your dividend the instant you need it with
e-Dividend Payment

MANDATE FOR DIVIDEND PAYMENT TO BANKS (e-Dividend)

To:

**The Registrar,
Meristem Registrars Limited,
213, Herbert Macauley Way,
Adekunle, Yaba,
Lagos.**

THE REGISTRARS,



213, Herbert Macauley Way, Adekunle, Yaba
P.O. Box 51585, Folorunso Ikoyi, Lagos.
Phone: +234 (1) 2809250-3, 0700MERIREG
Fax: 01-2702361 e-mail: info@meristemregistrars.com

Website: www.meristemregistrars.com

I/we hereby request that from now on, all my/our dividend warrant(s) due to me/our holding(s) in R.T. Briscoe (Nigeria) Plc be paid to my/our Bank named below.

Bank Name: _____

Bank Address: _____

Account Number: _____

Shareholder's Full Name: _____
(Surname First)

Shareholder's Address: _____

Email: _____

Mobile No _____
CSCS CHN _____ CSCS A/C NO _____

Single Shareholder's
Signature: _____

Joint Shareholder's
Signature: _____

1) _____

2) _____

If company,
Authorised Signatory:

1) _____

2) _____

Company Seal:

Authorised Signature & Stamp
of Bankers: _____

Sort Code

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e-DIVIDEND PAYMENT-
One Stop Solution to Unclaimed Dividend
Take advantage of it!

Please
Affix
Postage
Stamp

THE REGISTRARS,



213, Herbert Macaulay Way, Adekunle, Yaba
P.O. Box 51585, Falomo Ikoyi, Lagos.
Phone: +234 (1) 2809250-3, 0700MERIREG
Fax: 01-2702361 e-mail: info@meristemregistrars.com

Website: www.meristemregistrars.com

R. T. BRISCOE (NIGERIA) PLC (RC: 1482)
ANNUAL GENERAL MEETING to be at held at 11.00 a.m. on Tuesday, the 29th of September, 2015 at NECA HOUSE, PLOT A2, HAKEEM BALOGUN STREET, CENTRAL BUSINESS DISTRICT, ALAUSA, IKEJA, LAGOS.

I/We*
being a member/members of R. T. BRISCOE (NIGERIA) PLC hereby appoint

**
or failing him/her, Mr. C. A. Olowokande or failing him, Mr. B. O. Onajide as my/our proxy to vote for me/us at the General Meeting of the Company to be held on 29th September, 2015 at 11.00 a.m. and at any adjournment thereof. Unless otherwise instructed, the proxy will vote or abstain from voting as he thinks fit.

Dated this..... Day of..... 2015.

Signed:.....

* In the case of joint Shareholders, anyone of such may complete the form, but the names of all joint holders must be stated.

To be effective, this proxy form should be duly completed and stamped by the Commissioner for Stamp Duties in accordance with the Stamp Duties Act before posting it to reach the address below not less than 48 hours before the time for holding the Meeting.

NUMBER OF SHARES HELD:		
Resolutions	For	Against
To re-elect as directors: 1. Clement Adekunle Olowokande 2. Dr. Adewale Olawoyin, SAN		
To authorise the Directors to fix the remuneration of the Auditors.		
To elect members of the Audit Committee.		
To fix the remuneration of the Directors.		
To authorise the company to procure goods and services necessary for its operations from related companies.		
Please indicate with 'X' in the appropriate square how you wish your vote to be cast on the resolutions set out above.		

Before posting the above form, please cut off this part and retain it.

**R. T. BRISCOE (NIGERIA) PLC
18, FATAI ATERE WAY, MATORI, OSHODI, P. O. BOX 2104, LAGOS.
ADMISSION FORM**

R. T. BRISCOE (NIGERIA) PLC (RC: 1482)
ANNUAL GENERAL MEETING to be at held at 11.00 a.m. on Tuesday, the 29th of September, 2015 at NECA HOUSE, PLOT A2, HAKEEM BALOGUN STREET, CENTRAL BUSINESS DISTRICT, ALAUSA, IKEJA, LAGOS.

Name of Shareholder

.....
If you are unable to attend the Meeting, please note that:

A member (Shareholder) who is unable to attend the Company's General Meeting is allowed by law to vote on a poll by proxy. The representative of any Corporation, which is a member, may also vote on a show of hands. The above proxy form has been prepared to enable you to exercise your right to vote, in case you cannot personally attend the above Annual General Meeting.

Following the normal practice, the names of two directors of the Company have been entered on the form to ensure that someone will be at the Meeting to act as your proxy, but if you wish, you may insert in the blank space on the form (marked **) the name of any person, whether a member of the Company or not, who will attend and vote on your behalf instead of one of the directors.

Please sign the above proxy form, have it stamped by the Commissioner for Stamp Duties and then post it so as to reach the address on the reverse side of the proxy not less than 48 hours before the time for holding the Meeting.

Please
Affix
Postage
Stamp

THE REGISTRARS,



213, Herbert Macaulay Way, Adekunle, Yaba
P.O. Box 51585, Falomo Ikoyi, Lagos,
Phone: +234 (1) 2809250-3, 0700MERIREG
Fax: 01-2702361 e-mail: info@meristemregistrars.com

Website: www.meristemregistrars.com

BRISCOE

R.T. BRISCOE (NIGERIA) PLC
INC-482

... is MORE than you THINK.

Briscoe is not just about automobiles as many think. Briscoe has five divisions that offer products and services to enhance the lifestyle and living condition of millions of Nigerians.

Briscoe Toyota:

Briscoe Toyota, with a proud pedigree of experience in the Nigerian automobile industry, remains one of the foremost Toyota dealers in Nigeria providing unrivalled support to the brand and all its models.

Our After Sales Service won the first "Toyota Service Award for Excellence" in West Africa from TMC, Japan.



BriscoeFord:

Allied to the Ford Motor Company, BriscoeFord is an authorised Ford dealer in Nigeria dedicated to the sales and service of this prestigious American Brand.

Briscoe Industrial Equipment:

Markets and provides second to none after sales service for top class brands like Atlas Copco mining and drilling equipment, Atlas Copco stationary and mobile compressors and JCB power generating sets that combines efficiency and optimal performance.

Material Handling Equipment:

It partners with Toyota Material Handling Co. and BT Material Handling Co. to provide the Sales and service of World Class material handling equipment with high productivity and genuine spare parts.

- Durability
- Operation-friendly Equipment
- Gas / Electric / Diesel Engine
- Easy Maintenance
- High Stability
- Excellent Manoeuvrability
- Quality After Sales Maintenance available

Briscoe Properties Ltd.:

Briscoe Properties Limited develops residential estates for both lease and outright sale, facility management and other engineering services to many top range landed property owners across the country.

In our over 60 years of existence, we have established a strong reputation for performance and delivery. The future is promising with much more expectation. Come along with us.

www.rtbbriscoe.com

HEAD OFFICE

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Email: briscoemail@rtbbriscoe.com
Email: customerservice@rtbbriscoe.com

BRANCHES

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08174590106

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502, Independence Road,
P.O. BOX 31, Kano,
Kano State.
Tel: (080) 34413237

Port Harcourt
314, Port Harcourt/Oba Expressway,
Rumukwura, Port Harcourt,
Rivers State.
Tel: (0811) 74592302, 0817459047,
08133021723
Email: ph@rtbbriscoe.com

Abuja
Plot 410, Cadastre Zone,
Airport Junction,
Dopo Oando Filing Station,
Abuja District, Abuja.
Tel: (080) 34021577

Asaba
Summit Road,
By Amphi Road Junction,
Asaba Delta State
Tel: (070) 90884195,
(070) 91056783

Akure Service Centre
NAPC Filing station,
Owo Road, By Adesola Road,
Aagbala, Akure,
Ondo State
Tel: (08023310361

Unuabia Service Centre
Ministry of Works and Transport
Akuru Dam Road, Unuabia,
Abia State
Tel: +234-8154865754,
(080) 33021723

BRISCOEFORD

Lekki - The Ford Centre
Plot 2, Block 94,
Providence Street,
Lekki Phase 1,
Lekki Peninsula, Lagos.
Tel: (081) 74592282,
0829850680

Ikeja
20, Mocolaj Bank Anthony Way,
Ikeja, Lagos.
Tel: (01) 7524798, (081) 74592283,
(080) 91936328

BRISCOE

R.T. BRISCOE (NIGERIA) PLC

RC 1482

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E-mail - briscoemail@rtbriscoe.com

www.rtbbriscoe.com



BRANCHES: ABUJA // ASABA // AKURE // IKEJA // KANO // LEKKI // PORT HARCOURT // Umuahia // VICTORIA ISLAND