



BRISCOE

R.T. BRISCOE (NIGERIA) PLC
RC 1482

**2015 ANNUAL REPORT
& FINANCIAL STATEMENTS**

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RESULTS AT A GLANCE

YEAR ENDED 31 DECEMBER 2015

Group	2015 N'000	2014 N'000	Variance (%)
Revenue	11,945,313	20,942,572	(43)
Results from operating activities	(2,003,594)	389,765	(614)
Net finance costs	(2,284,427)	(1,785,173)	28
Loss before income tax	(4,306,120)	(1,435,068)	200
Loss for the year	(4,181,641)	(1,821,842)	130
Total comprehensive income for the year	(3,300,229)	207,297	(1692)
Retained earnings, end of year	(3,918,241)	240,964	(1726)
Share capital	588,177	588,177	-
Total equity	(40,738)	3,257,051	(101)

PER 50K SHARE DATA

Based on 1,176,353,695 (2014-1,176,353,695)

Ordinary shares of 50k each:

Basic and diluted loss per share (kobo)	(355)	(155)
Net (liabilities)/assets (kobo)	(3)	277
Dividend declared	-	-
Dividend cover (times)	-	-
Stock exchange quotation at year end (kobo)	50	77
Number of employees (group)	311	356

CORPORATE INFORMATION

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.

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.

Briscoe has over the past 5 years improved upon its vehicle sales volumes and motor business turnover. In recent times, despite severe threats from grey imports and stiff competition from other dealers, total unit vehicle sales increased significantly.

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. Briscoe Industrial Equipment, a division of the Company, distributes and services materials handling equipment, industrial compressors, mining and drilling equipment as well as generating sets.

Briscoe Properties is involved in facilities management, property development, project management and estate management services.

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 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 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 Lekki-Epe Expressway) as well as the 1004 flats in Victoria Island, Lagos.

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.

DIRECTORS

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.

6. 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 Internationale 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.

7. 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 Committees.

8. Sir Sunday Nnamdi Nwosu, KSS, GCOA, MIOB 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.



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 Thursday, 29th December, 2016 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, 2015 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.
October 26, 2016

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, December 12 to Friday, December 16, 2016 both dates inclusive.

Right of Shareholders to ask Questions

Shareholders have a right to ask questions not only at the meeting but also in writing prior to the meeting. Such questions must be submitted to the Company or the Registrars on or before the 19th of December, 2016.

CHAIRMAN'S STATEMENT

GENERAL

Fellow shareholders, it is with mixed feelings that I welcome you to the Annual General Meeting of our Company for the 2015 financial year. I do apologise for the unprecedented lateness of this year's AGM, largely due to unusual delays in the audit schedule, and the need for prior approval of the 2015 financial statements by the Financial Reporting Council. The approvals of the regulatory authorities have now been obtained to hold the AGM at this time.

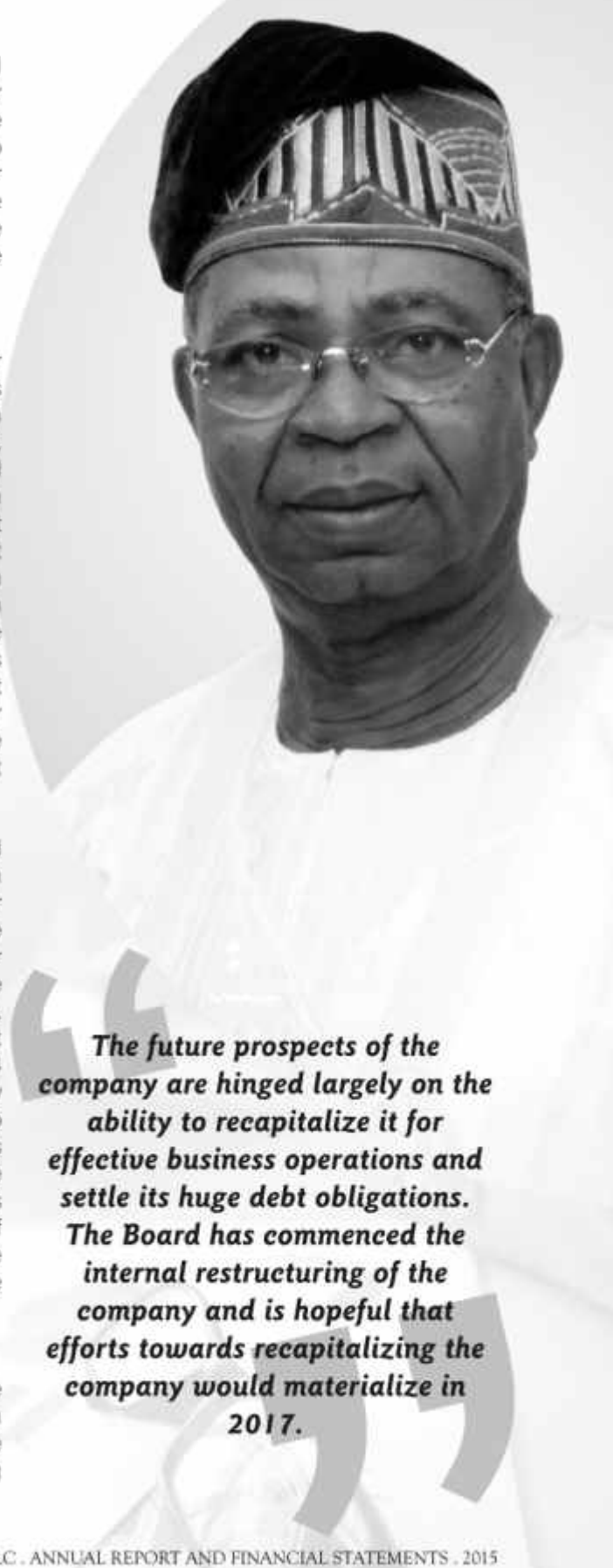
BUSINESS ENVIRONMENT

The 2015 financial year was a very challenging one for our company and indeed the entire country. Falling oil prices in the international market, worsened by low production due to oil theft and vandalism of petroleum pipelines, reduced the country's oil production output and consequently its income. The impact on the Nigerian business environment, being essentially an oil dependent economy, was almost immediate and quite significant. It heralded an era of tight liquidity and scarcity of foreign exchange. Not surprisingly, bank interest and foreign exchange rates which had hitherto been stable commenced an upward spiral with severe consequences for business concerns which found it difficult to import capital equipment and materials required for their business operations. Low government spending and the inability to access credit by business entities brought economic activities to an almost comatose state.

Due to the unfavourable economic climate, your Board was unable to implement your approval at the last AGM in 2014 to raise about N10 billion fresh funds through either debt or equity capital or a combination of both. The situation in the capital market was not very conducive for such an exercise. The Nigerian Stock Exchange All Share Index declined by 17.4% in 2015 and all market indices, except the industrial index with a marginal improvement of 1.4%, performed poorly compared to their 2014 performance. The average daily turnover declined by 28.5%. In the circumstance, the Company was unable to redress its obvious capital inadequacy and was constrained to continue its heavy reliance on expensive loans from the banks for its working capital needs. This took its toll on the financial and business performances of the company as the heavy debt burden, particularly the finance charges, have continued to cripple the performance of the company.

RESULTS

The results of the Group and the Company in 2015 were disappointing losses of N4.1 billion and N4.2 billion respectively. For reasons earlier enumerated, the revenue of the group and company both declined by 43% having



The future prospects of the company are hinged largely on the ability to recapitalize it for effective business operations and settle its huge debt obligations. The Board has commenced the internal restructuring of the company and is hopeful that efforts towards recapitalizing the company would materialize in 2017.

recorded turnovers of N11.9 billion and N11.0 billion respectively in 2015 as against N20.9 billion and N19.4 billion in 2014. The operational subsidiaries of the company, Briscoe Properties Limited and CAWS Technical Nigeria Limited however both had a good year and recorded some measures of profit despite the difficult economic terrain.

Crippling financing costs have continued to be the bane of the company. Net finance costs of the company increased by 38% from N1.7 billion in 2014 to N2.3 billion in 2015. The company recently restructured most of its loan facilities to ease the repayment burden. It is instructive to note that since 2012 the company has paid about N6.6 billion as bank interest charges translating to an annual return of about 15% to 20%, to the detriment of shareholders who have not earned any dividend.

Regrettably, the losses recorded by our company in the past 4 years have significantly eroded shareholders' funds thereby causing speculations about the going concern status of the company. I wish to assure you that your Board is leaving no stone unturned to reverse the current unfortunate situation. As required by law, your Board held an Extra-ordinary General Meeting in September to brief you in detail about the company's financial position and the plans towards redressing its current situation. Your comments and advice at the meeting have been noted and appropriate action is being taken.

There is also a sore matter that came to light and was drawn to the attention of the Board in the course of the audit of the 2015 accounts. This concerns an impairment of an amount of N1.1 billion within the trade and other receivables account which was deemed irrecoverable. The explanation received was that it was an accumulated balance that emanated from uncollected withholding taxes, value added taxes and outstanding trade debts amongst others over a number of years. The Board considered the explanation unacceptable and directed the internal auditors to conduct a detailed investigation into the matter with a view to establishing the facts of the matter, and making some possible recoveries. Nonetheless, for the sake of prudent accounting, the total amount involved has been provided for in this year's accounts. This matter resulted in our external auditors issuing a qualified audit opinion largely because of the quantum of the amount involved. The going concern status of the company due to its heavy indebtedness to the banks and the winding-up petition instituted in court by one of our bankers also attracted an emphasis of matter in the accounts.

DIRECTORS

At this meeting, three Directors Ms. Adeola Adenike Ade Ojo, Alhaji Sanusi Ado Bayero and Mr. Akin Ajayi retire by rotation. Ms. Ade Ojo and Mr. Ajayi being eligible, offer themselves for re-election. I urge you to give them your support.

Our longstanding Director, Alhaji Sanusi Ado Bayero whom you would observe from the record of attendance in the Directors' report has not attended Board meetings for a while did not indicate his intention to stand for re-election and would by implication be retiring from the Board of the company at the end of this meeting. I wish him success in his future endeavours and thank him for his contributions over the years towards the progress and development of the company.

I also wish to inform you that this would be my last AGM as the Chairman of the Company. I will be retiring from the Board after the AGM, sometime next year. Having served the Board continuously for a period of 14 years and crossed over to the elderly age of 70, I have decided to take a well-deserved rest. My replacement will be announced shortly at a Board meeting to be held after the AGM.

I wish to thank the shareholders of the company who have partnered with me through thick and thin over the years. I must mention particularly the support I have received from the Shareholders' Associations who have continued to proffer useful suggestions for the progress of the company and have been partners in progress. Special gratitude also goes to the majority shareholder, at whose behest I was appointed to the Board and whose trust, support and confidence has been of tremendous value to me. It is indeed gratifying to recall the camaraderie and cooperation I have enjoyed from other members of the Board and I wish to express my appreciation for the tremendous support and cooperation I have enjoyed.

CORPORATE GOVERNANCE

Your Board has recommended three non-executive Directors, Mr. Akin Ajayi, Dr. Adewale Olawoyin and Alhaji A.S. Madugu as its three representatives on the Audit Committee for the current financial year.

The Board conducted an in-house evaluation of individual Directors and the Board this year as you must have read in the Directors' report. Valuable lessons were garnered from the exercise which can only make our Board stronger and more effective.

Your Company is currently participating in the Corporate Governance Rating System (CGRS) organized by the Nigerian Stock Exchange in collaboration with the Convention on Business Integrity. The system rates all listed companies in Nigeria on their corporate governance and integrity practices. Members of the Board successfully concluded the Fiduciary Awareness Certification Test for Directors and the company has proceeded to the next stage which is the verification of claims in a self-assessment tool.

The Board is cognizant of the provisions of the National Code of Corporate Governance for the private sector applicable to listed companies like ours released on October 17, 2016 by the Financial Reporting Council of Nigeria and shall diligently implement its provisions.

FUTURE PROSPECTS

The country's export earnings from crude oil and foreign exchange reserves have continued to fall below budgeted expectations. The country's Gross Domestic Product according to the National Bureau of Statistics contracted by 0.36% in the first quarter of 2016 and the indications are that the second and third quarters did not fare any better. It is not surprising therefore, that the International Monetary Fund slashed its growth forecast for the Nigerian economy in July, and predicted that it will now contract by about 1.8% in 2016, a sharp contrast to earlier growth estimates of 2.3%. The current economic landscape of the country remains very turbulent and harsh. The Nigerian economy is evidently in a recession in the light of the decline in the GDP and economic activities, increase in the inflation rate, widespread drop in revenue and profits of business entities, rising unemployment and job losses. The implications of these developments on our company's business activities are enormous, particularly our motor business. Already, due to the significant price increases of new vehicles triggered by rising exchange rates and incremental clearing costs, sales of new vehicles have dwindled drastically.

The story is however not all gloomy. Our non-motor business activities have remained profitable despite the difficult economic situation. Briscoe Properties Limited, our real estate business and the industrial equipment business comprising the material handling unit as well as the new ELGI industrial equipment dealership have shown considerable prospects. The company also has valid licences for local assembly of motor vehicles and generating sets, which are however yet to take off due to paucity of funds and the bleak economic climate.

The future prospects of the company are hinged largely on the ability to recapitalize it for effective business operations and settle its huge debt obligations. The Board has commenced the internal restructuring of the company and is hopeful that efforts towards recapitalizing the company would materialize in 2017.

I wish you all a pleasant AGM.

Lagos, Nigeria
October 26, 2016



Clement Adekunle Olowokande
CHAIRMAN
FRC/2013/ICAN/00000001875

DIRECTORS' REPORT

For the year ended 31 December 2015

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 2015.

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.	96
CAWS Technical Nigeria Limited	Trading of industrial equipment	100
Suites Resorts Limited	Shell Company	100
Briscoe Leasing Limited	Not operational	100
IMC Airpower Limited	Not operational	100
Briscoe-Ford Nigeria Limited	Not operational	100
Briscoe Garages Limited	Not operational	100

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	
	2015	2014	2015	2014
	N'000	N'000	N'000	N'000
Revenue	11,945,313	20,942,572	11,040,841	19,457,880
Results from operating activities	(2,003,594)	389,765	(2,150,560)	144,313
Net finance costs	(2,284,427)	(1,785,173)	(2,235,696)	(1,657,197)
Loss before income tax	(4,306,120)	(1,435,068)	(4,404,355)	(1,552,544)
Loss for the year	(4,181,641)	(1,821,842)	(4,247,819)	(1,872,214)
Total comprehensive income for the year	(3,300,229)	207,297	(3,366,407)	156,925
Retained earnings, end of year	(3,918,241)	240,964	(4,163,624)	60,394

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:

DIRECTORS' REPORT CONTD.

For the year ended 31 December 2015

Ordinary Shares of 50k each as at
31 December 2015

Direct interest:	2015	2014
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	24,696	24,696
Dr Adewale Olawoyin, SAN	-	-
Mr. Akin Ajayi	-	-
Alhaji Ali Safiyanu Madugu, mni	-	-
Sir Sunday Nnamdi Nwosu	10,873	10,873
Indirect Interest:		
Mr. Akin Ajayi (through Lusano Investments Limited)	50,000	-
Ms Adeola Adenike Ade Ojo (through Classic Motors)	97,200,000	97,200,000

Directors' interest in contracts

In accordance with Section 277 of the Companies and Allied Matters Act of Nigeria, 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, Ms. Adeola Adenike Ade Ojo, Alhaji Sanusi Ado Bayero and Mr. Akin Ajayi retire by rotation at this Annual General Meeting. Being eligible Ms. Adeola Adenike Ade Ojo and Mr. Akin Ajayi offer themselves for re-election. Alhaji Sanusi Ado Bayero has not indicated his interest to stand for re-election at the next Annual General Meeting.

Meetings of directors

The table below shows the frequency of meetings of the Board of Directors, Board Committees, and members' attendance at these meetings, during the year ended 31 December 2015.

	Board of Directors	Audit Committee	Number of meetings attended		
			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	-	4	-
Mr. C.A Olowokande	5	N/A	N/A	N/A	N/A
Mr. B.O. Onajide	5	N/A	-	4	N/A
Alhaji S. Ado Bayero	0	N/A	N/A	N/A	N/A
Ms. A.A. Ade Ojo*	2	N/A	N/A	1	N/A
Dr. Adewale Olawoyin, SAN*	3	1	-	1	-
Mr. Akin Ajayi	5	4	-	2	-
Alhaji A. S Madugu, mni**	4	4	-	N/A	-
Sir S.N. Nwosu	5	N/A	-	2	-

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

DIRECTORS' REPORT CONTD.

For the year ended 31 December 2015

- * These 2 Directors were abroad when notices were despatched and 2 emergency Board Committee meetings were held.
Ms. Ade Ojo was abroad when 2 Board meetings were held while Dr. Olawoyin was abroad when 1 Board meeting was held.
- ** This Director had a confirmed connecting flight abruptly rescheduled on his way back to the country for a Board meeting and missed the meeting.

Dates of meetings

Board of Directors	Audit Committee	Business Strategy and Re-Engineering Committee	Financial Controls, Systems and Risks Committee	Executive Selection and Remuneration Committee
26.03.2015	28.01.2015	-	27.04.2015	-
28.07.2015	25.03.2015	-	14.10.2015	-
29.09.2015	28.07.2015	-	19.11.2015	-
27.10.2015	26.10.2015	-	20.11.2015	-
17.12.2015	-	-	-	-

Beneficial ownership

According to the Register of Members as at 31 December 2015, the following shareholders held more than 5% of the issued share capital of the Company.

	Number of Ordinary Shares of 50k each			
	2015	2015	2014	2014
		%		%
Mikeade Investment Limited	339,931,724	28.90	339,931,724	28.90
Classic Motors Limited	97,200,000	8.26	97,200,000	8.26
Nigerian public	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 2015 was as follows:

Shareholding between:	Number of Shareholders	% of Shareholders	Number of Shares	% of Shares
1-100	598	1.39	33,644	0.00
101-500	2,677	6.20	791,929	0.07
501-1000	7,737	17.92	7,017,471	0.60
1001-2500	10,998	25.48	19,253,679	1.64
2,501-5,000	6,725	15.58	22,881,435	1.95
5,001-7,500	2,328	5.39	14,262,381	1.21
7,501-10,000	6,143	14.23	48,585,298	4.13
10,001-100,000	5,254	12.17	136,666,632	11.62
100,001-1,000,000	628	1.45	159,222,610	13.54
Above 1,000,000	77	0.18	767,638,616	65.26
	43,165	100	1,176,353,695	100

DIRECTORS' REPORT CONTD.

For the year ended 31 December 2015

Donations

The Group donated N750,000 (2014: N100,000) to the following charitable institutions during the year:

Nigeria Armed Forces Resettlement Centre - N250,000
National Association of Oduduwa Students - N500,000

In accordance with Section 38(2) of CAMA, 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.

Subsequent events

Apart from as disclosed in Note 31, there were no other significant subsequent events which could have had a material effect on the Group's and the Company's financial position as at 31 December 2015 that have not been adequately provided for or disclosed in these 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.

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 '000	Cumulative '000	Increase N'000	Cumulative N'000	
1957	-	200	200	200	Cash
1963	200	400	-	200	Increase in authorised share capital
1964	-	400	200	400	Bonus
1972	1,600	2,000	-	400	Increase in authorised share capital
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
1993	20,000	50,000	-	30,000	Increase in authorised share capital
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

DIRECTORS' REPORT CONTD.

For the year ended 31 December 2015

Year	Authorised Share Capital		Issued and Fully Paid Up		Consideration
	Increase '000	Cumulative '000	Increase N'000	Cumulative N'000	
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	588,177	Bonus
2014	1,250,000	3,250,000	-	588,177	Increase in authorised share capital

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.

Property, plant and equipment

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

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

DIRECTORS' REPORT CONTD.

For the year ended 31 December 2015

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

Board evaluation

During the reporting period, the Board conducted its first performance evaluation process under the guidance of the Chairman. The evaluation was carried out in-house by way of anonymous questionnaires that were collated by the Company Secretary and then reviewed and discussed by the Board. The questionnaires focused on a range of topics which included the following:

- Strategic goals and objectives
- Quality of contributions at meetings and internal relationships
- Roles and responsibilities, skills and experience
- Leadership
- Composition, attendance at meetings and training
- Risk management
- Procedures and internal controls
- Communication with stakeholders
- Succession planning

A report on the outcome of the overall performance evaluation was provided to the Board for discussions and review purposes. The evaluation identified a number of actions which could be taken to improve the effectiveness of the Board.

For the year ended 31 December 2015

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 has a Securities Trading Policy which is applicable to all employees and directors and the company. The terms of the policy are no less exacting than the standard set in the Listing Rules of The Nigerian Stock Exchange.

Independent Auditors

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 & Co.
(FRC/2013/NBA/00000002108)
Company Secretary
18, Fatai Atere Way, Matori
Lagos, Nigeria

27 July, 2016.



STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RELATION TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2015

The directors accept responsibility for the preparation of the annual financial statements 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 (Chairman)
FRC/2013/ICAN/00000001875
27 July 2016.



Mr. Oluseyi Onajide
FRC/2013/ICAN/00000002194
27 July 2016.




REPORT OF THE AUDIT COMMITTEE

For the year ended 31 December 2015

In compliance with the statutory provisions of Section 359(6) of the Companies and Allied Matters Act 1990, the Rules of the Nigerian Stock Exchange and the Code of Corporate Governance issued by the Securities & Exchange Commission, the Members of the Audit Committee of R.T. Briscoe (Nigeria) PLC hereby report 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 and we received the co-operation of the Management and Staff in the exercise of these responsibilities.
- ii. We exercised due oversight over Management processes towards ensuring that the accounting and reporting policies of the Company are in accordance with legal requirements and ethical practices.
- iii. We deliberated with the External Auditors and received confirmation that all necessary co-operation was received from Management and that they have issued a satisfactory report.
- iv. We confirm that the Company has an adequately resourced independent internal audit unit which discharges its responsibilities effectively.
- v. We are satisfied from our deliberations and reports presented at meetings that Management is pursuing the Company's goals and objectives.
- vi. In the course of the financial year, R.T. Briscoe (Nigeria) PLC recorded significant business transactions with Toyota Nigeria Limited which is its main supplier of Toyota vehicles and the sole authorized distributor of Toyota vehicles in Nigeria by the manufacturers, the Toyota Motor Corporation of Japan. R.T. Briscoe has a de facto common shareholder with Toyota Nigeria Limited who has controlling interests in R.T. Briscoe and therefore an interested person.
- vii. We are satisfied that the methods or procedures for determining transaction prices between R.T. Briscoe (Nigeria) PLC and Toyota Nigeria Limited have not changed since the approval granted by shareholders at the last Annual General Meeting on September 29, 2015; and the methods or procedures are sufficient to ensure that the transactions are carried out on normal commercial terms and are not prejudicial to the interests of the company and its minority shareholders.

Dated this 27th day of July 2016



Mr. Akin Ajayi
FRC/2013/IODN/00000004485
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

INDEPENDENT AUDITOR'S REPORT



KPMG Professional Services
KPMG Tower
Bishop Abiodun Cole Street
Victoria Island
PMB 40014, Falomo
Lagos

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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 consolidated and separate statements of financial position as at 31 December 2015, the consolidated and separate statements of profit or loss and other comprehensive income, the consolidated and separate statements of changes in equity, and the consolidated and separate statements of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information, as set out on pages 24 to 72.

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 of Nigeria Act, 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 qualified audit opinion.

Basis for Qualified Opinion

An amount of N1.1 billion (Note 7(c)) was written off by the Company as an impairment loss to the profit or loss account for the year ended 31 December 2015. This amount had been confirmed in the prior year by a supplier as due to the Company. However, in the current reporting period the amount was reclassified to the value added tax (VAT) input account and thereafter written off to profit or loss. We were unable to obtain sufficient appropriate audit evidence regarding the nature and accounting for the underlying transactions as management was unable to provide satisfactory explanations and relevant supporting documents. Consequently, we were unable to determine whether any adjustments or disclosures were required with respect to this amount.

Qualified Opinion

In our opinion, except for the possible effect of the matter described in the Basis for Qualified Opinion paragraph, the 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 2015, 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.

Emphasis of Matter

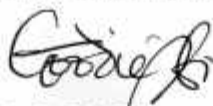
Without further qualifying our opinion, we draw attention to Notes 31(a) and 32 in the financial statements. Note 31(a) describes the uncertainty related to the outcome of the lawsuit filed against the Company by Diamond Bank PLC; while Note 32 indicates that the Company incurred a loss of N4.2 billion during the year ended 31 December 2015 and, as of that date, the Company's current liabilities exceeded its current assets by N4.8 billion, while its total liabilities exceeded its total assets by N0.3 billion. These conditions, along with other matters as set forth in Note 32, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

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, except for the matter described in the Basis for Qualified Opinion paragraph, 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
FRC/2012/ICAN/00000000442
For: KPMG Professional Services
Chartered Accountants
14 November 2016
Lagos, Nigeria



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Registered in Nigeria No. 281 561025

Akinyemi D. Sami
Adewale K. Ajayi
Ayo L. Sejam
Joseph O. Tegbe
Oladimeji I. Olatunmbi
Oluwaye T. Bichenseth
Victor U. Oyenike

Adediji O. Lamiksin
Ayobola O. Olanrewaju
Diboun N. Awerechi
Katie O. Okunla
Olayinka U. James
Oluwalanle O. Awolaye

Adesunke A. Odebo
Ayubola A. Sojebi
Goodluck C. Obi
Mohammed M. Adams
Olaniside O. Olayinka
Oluwatobi A. Gbogi

Adelola P. Adejumo
Ayodele M. Othman
Bilal M. Aladejumo
Oladapo R. Okunadejo
Oluwagun A. Sowande
Tayo I. Ogunlana

CONSOLIDATED AND SEPARATE STATEMENTS OF FINANCIAL POSITION

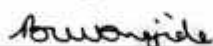
As at 31 December 2015

	Notes	Group 2015 N '000	2014 N '000	Company 2015 N '000	2014 N '000
Assets					
Property, plant and equipment	12	4,780,037	4,247,719	4,767,141	4,223,324
Intangible assets	13	27,966	27,576	25,185	23,683
Goodwill	14	33,999	33,999	-	-
Other receivables	18	115,857	155,768	115,857	155,768
Prepayments	19	14,259	-	14,259	-
Investment in subsidiaries	16	-	-	169,475	169,475
Non-current assets		4,972,118	4,465,062	5,091,917	4,572,250
Inventories	17	5,624,695	8,564,073	4,602,979	7,126,953
Trade and other receivables	18	2,659,279	5,170,529	2,725,288	5,747,465
Other investments	15	140,000	140,000	140,000	140,000
Prepayments	19	60,469	114,464	54,138	106,497
Cash and bank balances	20	482,894	492,413	430,249	392,922
Current assets		8,967,337	14,481,479	7,952,654	13,513,837
Total assets		13,939,455	18,946,541	13,044,571	18,086,087
Equity					
Share capital	26	588,177	588,177	588,177	588,177
Share premium	26	409,862	409,862	409,862	409,862
Revaluation reserve	12(c)	2,864,778	2,007,167	2,864,778	2,007,167
Retained earnings		(3,918,241)	240,964	(4,163,624)	60,394
Equity attributable to owners of the Company		(55,424)	3,246,170	(300,807)	3,065,600
Non-controlling interests		14,686	10,881	-	-
Total equity		(40,738)	3,257,051	(300,807)	3,065,600
Liabilities					
Employee benefits	21	123,827	142,260	123,827	142,260
Loans and borrowings	24	435,689	-	435,689	-
Deferred tax liabilities	22	1,463	322,496	-	320,450
Non-current liabilities		560,979	464,756	559,516	462,710
Current tax liabilities	10(d)	214,664	102,360	182,024	39,660
Trade and other payables	23	2,466,397	1,867,997	1,873,023	1,263,740
Bank overdrafts	20	4,752,160	3,307,110	4,744,822	3,307,110
Loans and borrowings	24	5,904,946	9,866,220	5,904,946	9,866,220
Dividend payable	27	81,047	81,047	81,047	81,047
Current liabilities		13,419,214	15,224,734	12,785,862	14,557,777
Total liabilities		13,980,193	15,689,490	13,345,378	15,020,487
Total equity and liabilities		13,939,455	18,946,541	13,044,571	18,086,087

These financial statements were approved by the board of directors on 27 July, 2016 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/2194

Additionally certified by:



Mr. Segun Ogunsola (Chief Financial Officer) FRC/2013/ICAN/00000002198

The notes on pages 30 to 72 form an integral part of these financial statements.

CONSOLIDATED STATEMENTS OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2015

	Notes	Group		Company	
		2015 N '000	2014 N '000	2015 N '000	2014 N '000
Revenue	6	11,945,313	20,942,572	11,040,841	19,457,880
Cost of Sales	7(d)	(10,820,855)	(17,991,765)	(10,181,138)	(16,860,969)
Gross profit		1,124,458	2,950,807	859,703	2,596,911
Other Income	7(a)	220,767	160,838	209,535	150,763
Other Expenses	7(b)	(215,920)	-	(215,920)	-
Impairment loss	7(c)	(1,286,255)	(608,081)	(1,286,255)	(608,081)
Selling and distribution expenses	7(d)	(282,456)	(350,284)	(260,957)	(351,000)
Administrative expenses	7(d)	(1,564,188)	(1,763,515)	(1,456,666)	(1,644,280)
Results from operating activities		(2,003,594)	389,765	(2,150,560)	144,313
Finance income		67,035	48,818	103,905	176,794
Finance costs		(2,351,462)	(1,833,991)	(2,339,601)	(1,833,991)
Net finance costs	8	(2,284,427)	(1,785,173)	(2,235,696)	(1,657,197)
Loss before minimum tax		(4,288,021)	(1,395,408)	(4,386,256)	(1,512,884)
Minimum tax		(18,099)	(39,660)	(18,099)	(39,660)
Loss before income tax	9(a)	(4,306,120)	(1,435,068)	(4,404,355)	(1,552,544)
Income tax expense	10(a)	124,479	(386,774)	156,536	(319,670)
Loss for the year		(4,181,641)	(1,821,842)	(4,247,819)	(1,872,214)
Other comprehensive income, net of tax:					
Items that will never be reclassified to profit or loss					
Remeasurement of defined benefit liability	21(b)	23,801	31,389	23,801	31,389
Revaluation of property plant and equipment	12(c)	857,611	2,867,381	857,611	2,867,381
Total other comprehensive income		881,412	2,898,770	881,412	2,898,770
Related tax	10(b)	-	(869,631)	-	(869,631)
Other comprehensive income for the year, net of tax		881,412	2,029,139	881,412	2,029,139
Total comprehensive income for the year		(3,300,229)	207,297	(3,366,407)	156,925
Loss attributable to:					
Owners of the Company		(4,183,006)	(1,824,556)	(4,247,819)	(1,872,214)
Non-controlling interests		1,365	2,714	-	-
		(4,181,641)	(1,821,842)	(4,247,819)	(1,872,214)
Total comprehensive income attributable to:					
Owners of the Company		(3,301,594)	204,583	(3,366,407)	156,925
Non-controlling interests		1,365	2,714	-	-
		(3,300,229)	207,297	(3,366,407)	156,925
Earnings per share:					
Basic and diluted loss per share (kobo)	11	(355)	(155)	(361)	(159)

The notes on pages 30 to 72 form an integral part of these financial statements.

CONSOLIDATED AND SEPARATE STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2015

Group	Attributable to equity holders of the Group						
	Share	Share	Revaluation	Retained	Total	Non-	Total
	capita	premium	reserve	earnings		controlling	equity
	N '000	N '000	N '000	N '000	N '000	interest	N '000
Balance as at 1 January 2014	588,177	409,862	-	2,043,548	3,041,587	8,167	3,049,754
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	-	-	-	-	-	-	-
Share based payment charge	-	-	-	-	-	-	-
Balance at 31 December 2014	588,177	409,862	2,007,167	240,964	3,246,170	10,881	3,257,051
Balance as at 1 January 2015	588,177	409,862	2,007,167	240,964	3,246,170	10,881	3,257,051
Total comprehensive income for the year:							
Loss for the year	-	-	-	(4,183,006)	(4,183,006)	1,365	(4,181,641)
Other comprehensive income	-	-	857,611	23,801	881,412	-	881,412
Total comprehensive income for the year	-	-	857,611	(4,159,205)	(3,301,594)	1,365	(3,300,229)
Transactions with owners, recorded directly in equity							
Changes in ownership interest:							
Dilution in group holdings (Note 16(b))	-	-	-	-	-	2,440	2,440
Balance at 31 December 2015	588,177	409,862	2,864,778	(3,918,241)	(55,424)	14,686	(40,738)

The notes on pages 30 to 72 form an integral part of these annual report and financial statements.

CONSOLIDATED AND SEPARATE STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2015

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 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
Balance as at 1 January 2015	588,177	409,862	2,007,167	60,394	3,065,600
Loss for the year	-	-	-	(4,247,819)	(4,247,819)
Other comprehensive income	-	-	857,611	23,801	881,412
Total comprehensive income for the year	-	-	857,611	(4,224,018)	(3,366,407)
	588,177	409,862	2,864,778	(4,163,624)	(300,807)

The notes on pages 30 to 72 form an integral part of these annual report and financial statements.

CONSOLIDATED AND SEPARATE STATEMENTS OF CASH FLOWS

For the year ended 31 December 2015

	Note	Group		Company	
		2015	2014	2015	2014
		N '000	N '000	N '000	N '000
Cash flows from operating activities					
Loss for the year		(4,181,641)	(1,821,842)	(4,247,819)	(1,872,214)
Adjustments for:					
Interest on commercial papers & import facility	8	1,179,432	1,341,097	1,167,571	1,341,097
Finance income	8	(67,035)	(48,818)	(103,905)	(176,794)
Income tax expense	10	(124,479)	386,774	(156,536)	319,670
Minimum tax		18,099	39,660	18,099	39,660
Employee benefit plan charge	9(b)	48,871	57,629	48,871	57,629
Depreciation of Property, plant & equipment	12	439,653	229,191	432,773	219,798
Amortisation of Intangible assets	13	1,756	4,644	644	4,089
Gain on sale of Property, plant & equipment	9(a)	(2,136)	(1,137)	(1,543)	(1,137)
		(2,687,480)	187,198	(2,841,845)	68,202
Changes in:					
Other receivables		39,911	430,319	39,911	430,319
Inventories		2,939,378	(2,938,592)	2,523,974	(3,025,859)
Trade and other receivables***		2,452,604	869,912	2,982,528	1,202,333
Prepayments		39,736	43,308	38,100	48,681
Trade and other payables**		600,495	704,905	579,993	466,045
Cash generated from/(used in) operating activities		3,384,644	(702,950)	3,322,661	(946,683)
Employee benefits paid		(43,503)	(8,755)	(43,503)	(8,755)
Income taxes paid		(43,703)	(28,461)	-	-
VAT paid*		(73,159)	(279,711)	(44,214)	(275,320)
Net Cash generated from/(used in) operating activities		3,224,279	(1,019,877)	3,234,944	(1,230,758)
Cash flows from investing activities					
Finance income received	8	67,035	48,818	103,905	176,794
Proceeds from sale of property, plant and equipment		12,462	9,227	5,937	9,227
Acquisition of intangible assets	13	(2,146)	(19,254)	(2,146)	(14,806)
Acquisition of property, plant and equipment**		(51,182)	(440,029)	(49,869)	(423,133)
Net cash used in investing activities		26,169	(401,238)	57,827	(251,918)
Cash flows from financing activities					
Interest on loans capitalized	8	(1,179,432)	(1,341,097)	(1,167,571)	(1,341,097)
Net (decrease)/ increase in borrowings during the year		(3,525,585)	1,592,559	(3,525,585)	1,592,559
Net cash used in financing activities		(4,705,017)	251,462	(4,693,156)	(241,432)
Net decrease in cash and cash equivalents		(1,454,569)	(1,169,653)	(1,400,385)	(1,231,214)
Cash and cash equivalents at 1 January		(2,814,697)	(1,645,044)	(2,914,188)	(1,682,974)
Cash and cash equivalents at 31 December	20	(4,269,266)	(2,814,697)	(4,314,573)	(2,914,188)

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

** Acquisition of property, plant and equipment exclude a sum of N73.5million addition to land which does not involve cash movement during the year, and is adjusted for in deriving the change in trade and other payables above.

*** Withholding tax utilized during the year has been adjusted for in deriving the change in trade and other receivables.

The notes on pages 30 to 72 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. This 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 consolidated and separate financial statements have been prepared in accordance with 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. They were authorised for issue by the Board of Directors on 27 July 2016.

b Basis of measurement

"The consolidated and separate 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, inventories measured at the lower of cost and net realisable value property plant and equipment (land and building) measured at fair value as described in note 4 to the financial statements. Financial assets and liabilities are measured initially at fair value and subsequently measured at amortised cost.

c Functional and presentation currency

These consolidated and separate financial statements have been presented in Nigerian Naira, which is the Company's functional currency. All amounts have been rounded to the nearest thousands, 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

Note 10 - Tax expense; whether the amount provided for prior year back-duty assessment is adequate.

(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 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. The Board has established a process in respect to the measurement of fair values especially level 3 fair values where an independent valuation specialist is engaged who reports directly to the chief finance officer.

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

The Group has consistently applied the significant accounting policies set out below to all periods presented in these financial statements.

(a) Basis of consolidation

Subsidiaries are entities controlled by the Group. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. The accounting policies of subsidiaries have been changed when necessary to align them with the policies adopted by the Group.

Unrealised losses are eliminated in the same way as unrealised gains, but only to the extent that there is no evidence of impairment.

NOTES TO THE FINANCIAL STATEMENTS CONTD.

For the year ended 31 December 2015

(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 on consolidation.

(b) Foreign currency transactions

Transactions in foreign currencies are translated and recorded in Naira at the actual exchange rates as of the dates 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. Non-monetary items that are measured on historical cost in foreign currency are translated using the exchange rate at the dates of the transactions. Foreign currency differences are generally recognised in profit or loss.

(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 loans and receivables category. The Group classifies non-derivative financial liabilities into the other financial liabilities category.

(c) Financial instruments contd.

(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 which are included as a component of cash and cash equivalents in 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

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.

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.

An item of property, plant and equipment is derecognized upon disposal or when the asset is permanently withdrawn from use and no future economic benefits are expected from the disposal. 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).

(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 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 buildings	-	Lease period
Plant & Machinery, Furniture & Fittings	-	6.7 years
I.T Equipment	-	3.3 years
Motor Vehicles	-	4 years

(iii) Depreciation contd.

Depreciation methods, useful lives and residual values are reviewed at each financial year end and adjusted if appropriate, with the effect of changes in estimate accounted for on a prospective basis.

Capital work-in-progress is not depreciated. The attributable cost of each asset is transferred to the relevant asset category immediately the asset is available for use and depreciated accordingly.

(iv) Revaluation of Property plant and equipment

With effect of 31 December 2014, the Group adopted the revaluation model for its land and building asset category of its property plant and equipment. After recognition, land and building whose fair value can be measured reliably shall be carried at a revalued amount, being its fair value at the date of the revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses. Revaluations shall be made with sufficient regularity to ensure that the carrying amount does not differ materially from that which would be determined using fair value at the end of the reporting period. When an item of property, plant and equipment is revalued, the carrying amount of that asset is adjusted to the revalued amount. At the date of the revaluation, the accumulated depreciation is eliminated against the gross carrying amount of the asset.

- If an asset's carrying amount is increased, the increase shall be recognised in other comprehensive income and accumulated in equity in "revaluation surplus". However, the increase shall be recognised in profit or loss to the extent that it reverses a revaluation decrease of the same asset previously recognised in profit or loss.
- If an asset's carrying amount is decreased, the decrease shall be recognised in profit or loss. However, the decrease shall be recognised in other comprehensive income to the extent of any credit balance existing in the revaluation surplus in respect of that asset. The effects of taxes on income, if any, resulting from the revaluation of property, plant and equipment are recognised and disclosed in accordance with IAS 12 Income Taxes.

(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.

An intangible asset is derecognized upon disposal or when the asset is permanently withdrawn from use and no future economic benefits are expected from the disposal.

NOTES TO THE FINANCIAL STATEMENTS CONTD.

For the year ended 31 December 2015

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

Property Units - Property acquired or being constructed for sale in the ordinary course of business, rather than to be held for rental or capital appreciation, is held as property units. This would normally comprise expenditure incurred in acquiring the properties, production or conversion costs and other costs incurred in bringing them to their existing location and condition and are subsequently measured at the lower of cost and net realizable value.

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.

(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 because of financial difficulties; 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.

Financial assets measured at amortised cost contd.

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.

NOTES TO THE FINANCIAL STATEMENTS CONTD.

For the year ended 31 December 2015

(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 2014, 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.

Employees contribute 8% of their Basic salary, Transport and Housing Allowances to the Fund on a monthly basis. The Group's contribution is 10% of each employee's Basic salary, Transport & Housing Allowances for all employees.

(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. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan. 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, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, 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 Group's other long-term employee benefits represents Long Service Awards scheme instituted for all permanent employees. The Group'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.

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For the year ended 31 December 2015

ii. Rendering of services

Revenue from rendering of services is recognised in profit or loss 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.

iii. Rental income

Revenue from rentals is recognised in the profit or loss on a straight line basis.

(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 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.

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.

(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.

(iv) 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) Government grants

Government grants are recognised at fair value when there is reasonable assurance that the Company will comply with the conditions attaching to them and the grants will be received. Grants related to income are recognized as deferred income and allocated into profit or loss on a systematic basis over the periods in which the entity recognizes as expenses the related costs for which the grant is intended to compensate.

The benefit of a government loan at below market rate of interest is treated as a government grant related to income.

The fair value of the government loan at below market rate of interest is estimated as the present value of all future cash flows discounted using the prevailing market rate(s) of interest for a similar instrument with a similar credit rating. The benefit of the government grant is measured as the difference between the fair value of the loan and the proceeds received.

(q) 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.

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For the year ended 31 December 2015

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.

(r) 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.

(s) 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.

(t) 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.

(u) 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 2016, 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	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 2018
IAS1 – Disclosure initiative (Amendments to IAS 1)	Effective date 1 January 2016
IFRS 11- Accounting for acquisitions of interests in joint operations	Effective date 1 January 2016

IFRS 10 and IAS 28 - Sale or contribution of Assets between an investor and its associate or joint venture (Associate and Joint Ventures: Assets transactions - Amendments to IFRS 10 and IAS 28	Effective date 1 January 2016
IAS 16 and IAS 38-Clarification of acceptable methods of depreciation and amortisation	Effective date 1 January 2016
IAS 16 and IAS 41-Agriculture: Bearer plants	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

(v) Standards and interpretations effective 31 December 2015

New IFRS standards and amendments to existing standards that became effective for annual periods commencing on or after 1st January 2015 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)

Novation of Derivatives and Continuation of Hedge Accounting (Amendments to IAS 39)

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	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.

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For the year ended 31 December 2015

The Group Chief Executive Officer (CEO) reviews the internal management reports of each division at least quarterly

b) Information about reportable segments

Group			
31 December 2015			
	Segment Revenue	Cost of sales	Gross profit
	N'000	N'000	N'000
Motor vehicles and accessories	8,946,822	(8,639,836)	306,986
Industrial equipment	1,088,228	(886,020)	202,208
Aftersales services and parts	1,209,510	(790,172)	419,338
Property development & facility management	700,753	(504,827)	195,926
Total	11,945,313	(10,820,855)	1,124,458
Group			
31 December 2014			
	Segment Revenue	Cost of sales	Gross profit
	N'000	N'000	N'000
Motor vehicles and accessories	16,173,903	(14,525,352)	1,648,551
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
	20,942,572	(17,991,765)	2,950,807
Company			
31 December 2015			
	Segment Revenue	Cost of sales	Gross profit
	N'000	N'000	N'000
Motor vehicles and accessories	8,946,821	(8,639,836)	306,985
Industrial equipment	876,583	(746,770)	129,813
Aftersales services and parts	1,217,437	(794,532)	422,905
	11,040,841	(10,181,138)	859,703
31 December 2014			
	Segment Revenue	Cost of sales	Gross profit
	N'000	N'000	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

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.

NOTES TO THE FINANCIAL STATEMENTS CONTD.

For the year ended 31 December 2015

6 Revenue

	Group		Company	
	2015	2014	2015	2014
	N'000	N'000	N'000	N'000
Sale of goods	10,035,050	19,059,994	10,705,890	18,998,233
Rendering of services	1,209,510	459,647	334,951	459,647
Sale of property units	549,750	1,315,069	-	-
Management fees	151,003	107,862	-	-
	11,945,313	20,942,572	11,040,841	19,457,880

7 Income and Expenses

(a) Other income

	Group		Company	
	2015	2014	2015	2014
	N'000	N'000	N'000	N'000
Rental income from property sub-lease	61,198	17,417	54,448	15,017
Insurance claims received	12,727	28,206	12,727	28,206
Gain on disposal of property, plant and equipment	2,136	1,137	1,543	1,137
Bad debts recovered	127,380	70,767	127,380	70,767
Sale of Scrap items & other sundry income	17,326	43,311	13,437	35,636
	220,767	160,838	209,535	150,763

(b) Other expenses

Other expenses represent back-duty assesment by the FIRS in respect of withholding and Value added taxes levied on the company during the year.

(c) Impairment loss

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

Analysed as follows:

	Group		Company	
	2015	2014	2015	2014
	N'000	N'000	N'000	N'000
VAT input	1,072,049	-	1,072,049	-
Others (trade, VAT and withholding tax receivables)	214,206	608,081	214,206	608,081
	1,286,255	608,081	1,286,255	608,081

(d) Analysis of expenses by nature

	Group		Company	
	2015	2014	2015	2014
	N'000	N'000	N'000	N'000
Cost of motor vehicles, accessories and parts	10,011,316	16,443,251	9,876,425	16,409,149
Personnel costs	829,439	934,760	747,938	857,574
Directors fees	1,100	1,150	1,100	1,100
Depreciation and amortisation	440,765	233,835	432,773	223,887

NOTES TO THE FINANCIAL STATEMENTS CONTD.

For the year ended 31 December 2015

(d) Analysis of expenses by nature (contd.)

	Group		Company	
	2015	2014	2015	2014
	N'000	N'000	N'000	N'000
Rental expense	139,208	113,200	86,204	97,042
Maintenance expenses	50,009	36,795	48,867	36,399
Travelling expenses	72,658	106,232	69,327	104,766
Legal and professional fees	161,847	148,548	142,249	137,954
Bank charges	58,190	80,601	54,202	76,477
Rates and taxes	7,082	203,589	7,082	203,589
Gifts and Donations	2,816	13,878	2,710	13,878
Business Premises	122,485	127,371	111,758	126,262
Advertising expenses	48,066	124,547	26,079	77,330
Entertainment expenses	16,343	34,347	16,132	34,347
Security expenses	40,714	43,499	40,125	43,499
Vehicle expenses	63,033	107,131	61,762	107,131
Meeting expenses	15,019	20,756	15,019	20,756
Stationery expenses	11,906	34,818	11,646	34,818
Cleaning expenses	17,138	17,995	16,828	17,995
Inventories Impairment	42,743	189,306	42,743	189,306
Foreign exchange losses	61,608	10,351	61,608	10,351
Insurance Premiums	29,256	35,384	26,184	32,639
Facility management expenses	18,495	9,115	-	-
Property development expenses	406,263	1,035,105	-	-
Total cost of sales, selling and distribution and administrative expenses	12,667,499	20,105,564	11,898,761	18,856,249
Analysed as follows:				
Cost of sales	(10,820,855)	(17,991,765)	(10,181,138)	(16,860,969)
Selling and distribution expenses	(282,456)	(350,284)	(260,957)	(351,000)
Administrative expenses	(1,564,188)	(1,763,515)	(1,456,666)	(1,644,280)
	(12,667,499)	(20,105,564)	(11,898,761)	(18,856,249)

8 Net finance costs

	Group		Company	
	2015	2014	2015	2014
	N'000	N'000	N'000	N'000
Interest on bank deposits	41,700	23,483	37,376	16,106
Investment income - Farapark	25,335	25,335	25,335	25,335
Interest on short term loan to related parties	-	-	41,194	135,353
Finance income	67,035	48,818	103,905	176,794
Interest on bank overdrafts	(1,172,030)	(492,894)	(1,172,030)	(492,894)
Interest on commercial papers & import facility	(1,179,432)	(1,341,097)	(1,167,571)	(1,341,097)
Finance cost	(2,351,462)	(1,833,991)	(2,339,601)	(1,833,991)
Net finance costs	(2,284,427)	(1,785,173)	(2,235,696)	(1,657,197)

NOTES TO THE FINANCIAL STATEMENTS CONTD.

For the year ended 31 December 2015

9 Loss before income tax

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

	Group		Company	
	2015	2014	2015	2014
	N'000	N'000	N'000	N'000
Depreciation of property, plant and equipment (Note 12)	439,653	229,191	432,773	219,798
Amortisation of intangible assets (note 13)	1,756	4,644	644	4,089
Auditors' remuneration	19,800	19,800	14,800	17,382
Directors' remuneration (Note (c))	29,691	36,291	17,200	17,200
Personnel expenses (Note (b)(i))	829,439	934,760	747,938	857,574
Lease rental	139,208	97,042	86,204	97,042
Gain on disposal of property, plant and equipment	(2,136)	(1,137)	(1,543)	(1,137)

(b) Personnel expenses

	Group		Company	
	2015	2014	2015	2014
	N'000	N'000	N'000	N'000
(i) Personnel expenses comprise of:				
Salaries, wages and other employee costs	601,884	762,079	523,596	688,050
Contributions to compulsory pension fund scheme	85,787	40,464	82,574	37,307
Expenses related to benefit plans	48,871	57,629	48,871	57,629
Staff training	92,897	74,588	92,897	74,588
	829,439	934,760	747,938	857,574

(ii) The number of full time employees as at 31 December 2015 was as follows:

	Group		Company	
	2015	2014	2015	2014
	Number	Number	Number	Number
Managerial staff	29	23	26	20
Senior staff	179	216	140	192
Junior staff	103	117	72	88
Total Number of Employees	311	356	238	300

(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:

NOTES TO THE FINANCIAL STATEMENTS CONTD.

For the year ended 31 December 2015

	Group		Company	
	2015	2014	2015	2014
	Number	Number	Number	Number
N300,001- N350,000	1	1	-	-
N350,001- N400,000	9	6	-	-
N400,001- N450,000	6	5	-	-
N500,000 and above	295	344	238	300
	311	356	238	300

(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	
	2015	2014	2015	2014
	N'000	N'000	N'000	N'000
Directors' fees	1,100	1,150	1,100	1,100
Remuneration - executive director	28,591	29,860	16,100	16,100
Other director's allowances	-	5,281	-	-
	29,691	36,291	17,200	17,200

The emolument (excluding pension contributions and certain benefits) of the highest paid director was N16,100,000 (2014: 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:

	2015	2014
	Number	Number
N 50,001- N100,000	-	-
N100,001- N150,000	6	6
N150,001- N200,000	-	-
N200,001- N12,300,000	-	-
N12,300,001 - N12,500,000	1	1
	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	
	2015	2014	2015	2014
	N'000	N'000	N'000	N'000
Current tax expense				
Income tax – current year	31,492	58,899	-	-
Tertiary education tax	1,148	3,801	-	-
Prior year under-provision of income tax	163,914	-	163,914	-
Impairment of withholding tax receivables (i)	-	721,434	-	715,609
	196,554	784,134	163,914	715,609

NOTES TO THE FINANCIAL STATEMENTS CONTD.

For the year ended 31 December 2015

10 Tax expense (contd.)

	Group		Company	
	2015	2014	2015	2014
	N'000	N'000	N'000	N'000
Deferred tax (credit)/expense				
Origination and reversal of temporary differences (note 22)	(321,033)	(397,360)	(320,450)	(395,939)
Total tax expense	(124,479)	386,774	(156,536)	319,670

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	
	2015	2014
	N'000	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	
	2015	2014	2015	2014
	%	%	%	%
	N'000	N'000	N'000	N'000
Loss for the year	(4,181,641)	(1,821,842)	(4,247,819)	(1,872,214)
Total income tax expense	(124,479)	386,774	(156,536)	319,670
Loss before income tax	(4,306,120)	(1,435,068)	(4,404,355)	(1,552,544)
Income tax using the domestic tax rate	30 (1,291,836)	30 (430,520)	30 (1,321,306)	30 (465,763)
Change in recognised deductible temporary differences	4 (158,631)	-	4 (158,631)	-
Tertiary education tax	-	3,801	-	-
Prior year under provision	(4) 163,914	-	(4) 163,914	-
Tax losses, unutilised tax credits and other temporary differences for which no deferred tax has been recognised	(15) 646,693	-	(15) 646,693	-
Impact of withholding tax written-off	-	721,434	-	(46) 715,609
Effect of expenses not deductible in determining taxable profit	(12) 510,354	(1) 8,017	(12) 510,354	- 6,032
Tax incentive for investment allowance	- (440)	-	- (440)	-
Others	- 5,466	(2) 84,052	- 2,880	(4) 63,792
Total tax expense	3 (124,479)	27 386,784	3 (156,536)	(20) 319,670

NOTES TO THE FINANCIAL STATEMENTS CONTD.

For the year ended 31 December 2015

(d) Movement in current tax liability balance

	Group		Company	
	2015	2014	2015	2014
	N'000	N'000	N'000	N'000
Balance, beginning of the year	102,360	73,558	39,660	45,097
Prior year under provision	163,914	-	163,914	-
Current year charge	32,640	62,700	-	-
Minimum tax charge	18,099	39,660	18,099	39,660
Payments during the year	(43,703)	(28,461)	-	-
With-holding tax utilised during the year	(58,646)	(45,097)	(39,649)	(45,097)
Balance, end of year	214,664	102,360	182,024	39,660

11 Earnings Per Share

Basic and diluted earnings per share for the Group is based on the loss after tax for the year of N4.2 billion (2014: N1.9 billion) and on 1,176,353,697 (2014: 1,176,353,697) ordinary shares of 50 kobo each being the number of ordinary 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	Office buildings	Plant and machinery, furniture and fittings	I.T equipment	Motor vehicle and transport equipment	Capital Work in progress	Total
	N'000	N'000	N'000	N'000	N'000	N'000	N'000
Cost							
At 1 January 2014	346,965	629,452	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 with the Group	-	104,112	-	-	-	(104,112)	-
Revaluations	2,455,676	411,705	-	-	-	-	2,867,381
Disposals/write offs	-	(31,880)	(5,254)	-	(24,091)	-	(61,225)
At 31 December 2014	2,802,641	1,118,293	420,534	174,984	560,856	273,279	5,350,587
At 1 January 2015	2,802,641	1,118,293	420,534	174,984	560,856	273,279	5,350,587
Additions	73,504	-	10,500	6,137	8,773	25,772	124,686
Reclassifications	273,279	-	17,913	(7,817)	(10,096)	(273,279)	-
Revaluations	460,184	397,427	-	-	-	-	857,611
Disposals/write offs	-	-	-	-	(21,760)	-	(21,760)
At 31 December 2015	3,609,608	1,515,720	448,947	173,304	537,773	25,772	6,311,124
Accumulated depreciation:							
At 1 January 2014	196,492	82,509	247,304	127,329	273,180	-	926,814
Depreciation for the year	62,919	26,416	51,146	3,980	84,730	-	229,191
Disposals/write offs	-	(31,880)	(3,435)	-	(17,822)	-	(53,137)
At 31 December 2014	259,411	77,045	295,015	131,309	340,088	-	1,102,868

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For the year ended 31 December 2015

	Leasehold land N'000	Office 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
At 1 January 2015	259,411	77,045	295,015	131,309	340,088	-	1,102,868
Depreciation for the year	25,264	254,493	60,793	15,217	83,886	-	439,653
Reclassifications	-	-	(13,552)	5,227	8,325	-	-
Disposals/write offs	-	-	-	-	(11,434)	-	(11,434)
At 31 December 2015	284,675	331,538	342,256	151,753	420,865	-	1,531,087

Carrying amounts :

At 31 December 2014	2,543,230	1,041,248	125,519	43,675	220,768	273,279	4,247,719
At 31 December 2015	3,324,933	1,184,182	106,691	21,551	116,908	25,772	4,780,037

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

	Leasehold land N'000	Office 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 2014	346,965	629,453	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)	-
Revaluations	2,455,676	411,705	-	-	-	-	2,867,381
Disposals/write offs	-	(31,880)	(5,254)	-	(18,091)	-	(55,225)
At 31 December 2014	2,802,641	1,118,294	410,460	166,615	520,134	273,279	5,291,423
At 1 January 2015	2,802,641	1,118,294	410,460	166,615	520,134	273,279	5,291,423
Additions	73,504	-	9,479	5,845	8,773	25,772	123,373
Reclasifications	273,279	-	17,913	(7,817)	(10,096)	(273,279)	-
Revaluations	460,184	397,427	-	-	-	-	857,611
Disposals/write offs	-	-	-	-	(14,460)	-	(14,460)
At 31 December 2015	3,609,608	1,515,721	437,852	164,643	504,351	25,772	6,257,947
Accumulated depreciation							
At 1 January 2014	196,492	82,509	242,996	121,859	251,582	-	895,438
Depreciation for the year	62,919	26,416	49,950	2,995	77,518	-	219,798
Disposals/write offs	-	(31,880)	(3,435)	-	(11,822)	-	(47,137)
At 31 December 2014	259,411	77,045	289,511	124,854	317,278	-	1,068,099
At 1 January 2015	259,411	77,045	289,511	124,854	317,278	-	1,068,099
Depreciation for the year	25,264	254,493	59,569	14,181	79,266	-	432,773
Reclasifications	-	-	(13,552)	5,227	8,325	-	-
Disposals/write offs	-	-	-	-	(10,066)	-	(10,066)
At 31 December 2015	284,675	331,538	335,528	144,262	394,803	-	1,490,806

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For the year ended 31 December 2015

	Leasehold land N'000	Office 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
Carrying amounts							
At 31 December 2014	2,543,230	1,041,249	120,949	41,761	202,856	273,279	4,223,324
At 31 December 2015	3,324,933	1,184,183	102,324	20,381	109,548	25,772	4,767,141

(c) Revaluation of Property, plant and equipment

During the year, the Company carried out a revaluation of the leasehold land and building asset category of property, plant and equipment. The Company engaged an independent valuer, Gbenga Olaniyan and Associates (FRC/2013/00000000001837) to carry out the revaluation. The effective date of the revaluation was 31 December 2015.

The carrying amount that would have been recognised had the revalued land and building been carried under cost model is shown below:

Group and Company Asset Category	Leasehold land and building	
	2015 N'000	2014 N'000
Cost		
At 1 January	1,053,554	976,418
Additions	73,504	4,904
Transfers	273,279	104,112
Disposals/write offs	-	(31,880)
At 31 December	1,400,337	1,053,554
Accumulated depreciation		
At 1 January	336,456	279,001
Depreciation for the year	21,968	89,335
Disposals	-	(31,880)
At 31 December	358,424	336,456
Carrying amount at 31 December	1,041,913	717,098

A revaluation surplus of N857.6million was recognised during the year (2014: N2.9 billion). This has been recognised in the other comprehensive income for the year and is not available for distribution to the shareholders of the Company.

	2015 N'000	2014 N'000
Balance as at 1 January	2,007,167	-
Revaluation surplus (Note 12(b))	857,611	2,867,381
Related tax (Note 10 (b))	-	(860,214)
	2,864,778	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 work in progress

This represents an item of plant and machinery which was yet to be available for use as at the end of the year.

(f) Capital commitments

The Group and the Company had no authorised or contracted capital commitments at the reporting date (2014: nil).

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 2014	32,413	32,413
Additions	19,254	14,806
At 31 December 2014	51,667	47,219
At 1 January 2015	51,667	47,219
Additions	2,146	2,146
At 31 December 2015	53,813	49,365
Accumulated amortisation		
At 1 January 2014	19,447	19,447
Charge for the year	4,644	4,089
At 31 December 2014	24,091	23,536
At 1 January 2015	24,091	23,536
Charge for the year	1,756	644
At 31 December 2015	25,847	24,180
Carrying amount		
At 31 December 2014	27,576	23,683
At 31 December 2015	27,966	25,185

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 with the recoverable amount. The useful life of goodwill at the reporting date is assessed to be indefinite with no impairment losses. The value in use of the CGU was determined to be the recoverable amount. The determination of the value in use was based on the assumptions that Cash flows are projected based on actual operating results and a five year business plan. Cash flows for a five years period were extrapolated using expected annual volume growth rates. forecast. Inflation rate of 13% is based on forecast consumer price indices during the period for the Country. The discount rate was a post-tax measure estimated based on the historical industry average weighted- average cost of capital, with a possible market interest rate of 11%.

NOTES TO THE FINANCIAL STATEMENTS CONTD.

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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

	Company	
	2015	2014
	N'000	N'000
Briscoe Properties Limited	141,400	141,400
CAWS Technical Nigeria Limited	1,000	1,000
Suite Resorts Limited	4,075	4,075
Briscoe Leasing Limited*	2,000	2,000
IMC Airpower Limited*	10,000	10,000
Briscoe-Ford Nigeria Limited*	10,000	10,000
Briscoe Garages Limited*	1,000	1,000
	169,475	169,475

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

(b) Group structure

	Direct and Indirect Holding %	
Subsidiary	2015	2014
Briscoe Properties Limited **	96	97
CAWS Technical Nigeria Limited	100	100
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

** During the year, one of the Group's subsidiaries, Briscoe Properties Limited issued additional shares, which reduced the Group's ownership interest in the subsidiary and led to the dilution of N2,440,000 in the Group's holding.

17 Inventories

	Group		Company	
	2015	2014	2015	2014
	N'000	N'000	N'000	N'000
Motor vehicles, parts & accessories	4,292,841	6,008,238	4,292,841	6,008,238
Industrial equipment & parts	735,366	1,039,549	639,551	839,545
Service work in progress	46,042	33,668	46,042	33,668
Trading properties	925,901	1,237,116	-	-
Consumables	4,359	-	4,359	-
Inventories in transit	487	583,060	487	583,060
	6,004,996	8,901,631	4,983,280	7,464,511

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For the year ended 31 December 2015

	Group		Company	
	2015	2014	2015	2014
	N'000	N'000	N'000	N'000
Less: Allowance for obsolete spares and slow moving stock	(380,301)	(337,558)	(380,301)	(337,558)
	5,624,695	8,564,073	4,602,979	7,126,953

The cost of inventory recognised in the Company's cost of sales amounted to N10.1 billion (2014: N16.4 billion). In current year, the write-down of inventories to net realisable value for the Company amounted to N42.7 million (2014: N189.3 million).

18 Trade and other receivables

	Group		Company	
	2015	2014	2015	2014
	N'000	N'000	N'000	N'000
Trade receivables	802,287	2,408,663	703,918	2,137,178
Staff loans and advance	42,675	71,859	41,892	63,939
Due from related party	181,090	79,114	385,232	987,063
Advances to suppliers	617,917	1,615,732	617,918	1,615,732
Other receivables	37,447	36,697	12,851	36,697
	1,681,416	4,212,065	1,761,811	4,840,609
Value added tax receivables	671,796	720,237	657,411	678,719
Withholding tax receivables	421,923	393,995	421,923	383,905
	2,775,135	5,326,297	2,841,145	5,903,233
Non-Current	115,857	155,768	115,857	155,768
Current	2,659,279	5,170,529	2,725,288	5,747,465
	2,775,136	5,326,297	2,841,145	5,903,233

*This represents withholding tax receivables.

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	
	2015	2014	2015	2014
	N'000	N'000	N'000	N'000
Prepaid rent	58,945	58,219	58,945	50,252
Other prepaid expenses	15,783	56,245	9,452	56,245
	74,728	114,464	68,397	106,497
Non-current	14,259	-	14,259	-
Current	60,469	114,464	54,138	106,497
	74,728	114,464	68,397	106,497

NOTES TO THE FINANCIAL STATEMENTS CONTD.

For the year ended 31 December 2015

20 Cash and cash equivalents

	Group		Company	
	2015	2014	2015	2014
	N'000	N'000	N'000	N'000
Cash in hand	6,013	9,073	5,290	9,051
Bank balance	476,881	483,340	424,959	383,871
Cash and bank deposits in the statement of financial position	482,894	492,413	430,249	392,922
Bank overdrafts used for cash management purposes	(4,752,160)	(3,307,110)	(4,744,822)	(3,307,110)
Cash and cash equivalents in the statement of cash flows	(4,269,266)	(2,814,697)	(4,314,573)	(2,914,188)

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

	2015	2014
	N'000	N'000
Defined benefit (gratuity) liability (note (b))	81,747	114,729
Long service award benefit obligation (note (a))	42,080	27,531
Total employee benefit liabilities	123,827	142,260

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 report was signed on behalf of the firm by Femi Odutola Odulana (FRC/2013/NAS/00000001320).

The Company also operates a long service award 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 recognised liability is determined by an independent actuarial valuation using the projected unit credit method by the same firm.

The subsidiaries do not operate long service award scheme and defined benefit end of service gratuity obligation.

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

	2015	2014
	N'000	N'000
Balance at 1 January	27,531	-
Charged to profit or loss	15,399	27,531
Payments during the year	(850)	-
Balance at 31 December	42,080	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.

NOTES TO THE FINANCIAL STATEMENTS CONTD.

For the year ended 31 December 2015

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

	2015 N'000	2014 N'000
Balance at 1 January	114,729	124,774
Included in profit or loss		
Current service costs	15,235	12,680
Interest costs on obligation	18,237	17,419
	33,472	30,099
Included in other comprehensive income		
Actuarial gain recognised in other comprehensive income	(23,801)	(31,389)
	(23,801)	(31,389)
Other		
Benefits paid	(42,653)	(8,755)
Balance at 31 December	81,747	114,729

(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. The same assumptions has been used for both defined benefit obligation and Long Service Award.

Financial Assumptions

	2015	2014
Discount rate (p.a.)	12%	15%
Future salary increase (p.a.)	13.5%	13.5%
Future rate of inflation (p.a.)	10%	10%
Benefit increase rate (p.a.)	12%	12%

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	Number of deaths in a year out of 10,000 lives	
	2015	2014
25	7	7
30	7	7
35	9	9
40	14	14
45	26	26

NOTES TO THE FINANCIAL STATEMENTS CONTD.

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Withdrawal from Service

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

Age Band	Rate	
	2015	2014
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 as shown below.

Defined benefit liability	Rate	N'000 2015	N'000 2014
Discount rate	-1%	84,581	139,862
	1%	80,893	113,432
Future Salary increase rate	-1%	80,938	119,745
	1%	82,808	132,292

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 taxation

(a) Unrecognised deferred tax assets (Group & Company)

Deferred tax assets have not been recognised in respect of the following items, because it was considered improbable that future taxable profit will be available against which the Group can use the benefits therefrom.

In thousands of naira			
	2015	2014	
Property, plant and equipment	(490,826)	-	
Employee benefits	37,148	-	
Unrealised exchange loss	18,482	-	
Unabsorbed capital allowance carry-forward	106,106	-	
Unrelieved tax losses carried forward	882,882	-	
	553,792	-	

NOTES TO THE FINANCIAL STATEMENTS CONTD.

For the year ended 31 December 2015

(b) Movement in deferred tax balances (Group) 2015

In thousands of naira	Balance 1 January	Recognised in profit or loss	Recognised in other comprehensive income	Balance 31 December	Deferred tax assets	Deferred tax liabilities
Property, plant and equipment	(1,116,909)	255,232	860,214	(1,463)	-	(1,463)
Employee benefits	42,678	(52,095)	9,417	-	-	-
Unrelieved tax loss	236,542	(236,542)	-	-	-	-
Allowance for doubtful debts	118,573	(118,573)	-	-	-	-
Stock obsolescence allowance	191,422	(191,422)	-	-	-	-
Unrealised exchange gain	3,105	(3,105)	-	-	-	-
Unabsorbed capital allowance carry-forward	202,093	(202,093)	-	-	-	-
	(322,496)	(548,598)	869,631	(1,463)	-	(1,463)

2014

Property, plant and equipment	(351,524)	94,829	(860,214)	(1,116,909)	-	(1,116,909)
Employee benefits	37,423	14,672	(9,417)	42,678	42,678	-
Unrelieved tax loss	-	236,542	-	236,542	236,542	-
Allowance for doubtful debts	289,667	(171,094)	-	118,573	118,573	-
Stock obsolescence allowance	75,882	115,540	-	191,422	191,422	-
Unrealised exchange gain	(21,710)	24,815	-	3,105	3,105	-
Unabsorbed capital allowance carry-forward	120,038	82,055	-	202,093	202,093	-
	149,776	397,359	(869,631)	(322,496)	794,413	(1,116,909)

(c) Movement in deferred tax balances (Company) 2015

In thousands of naira	Balance 1 January	Recognised in profit or loss	Recognised in other comprehensive income	Balance 31 December	Deferred tax assets	Deferred tax liabilities
Property, plant and equipment	(1,114,863)	254,649	860,214	-	-	-
Employee benefits	42,678	(52,095)	9,417	-	-	-
Unrelieved tax loss	236,542	(236,542)	-	-	-	-
Allowance for doubtful debts	118,573	(118,573)	-	-	-	-
Stock obsolescence allowance	191,422	(191,422)	-	-	-	-
Unrealised exchange (loss)/gain	3,105	(3,105)	-	-	-	-
Unabsorbed capital allowance carry-forwards	202,093	(202,093)	-	-	-	-
	(320,450)	(549,181)	869,631	-	-	-

NOTES TO THE FINANCIAL STATEMENTS CONTD.

For the year ended 31 December 2015

2014

In thousands of naira	Balance 1 January	Recognised in profit or loss	Recognised in other comprehensive income	Balance 31 December	Deferred tax assets	Deferred tax liabilities
Property, plant and equipment	(368,166)	113,517	(860,214)	(1,114,863)	-	(1,114,863)
Employee benefits	37,423	14,672	(9,417)	42,678	42,678	-
Unrelieved tax loss	-	236,542	-	236,542	236,542	-
Allowance for doubtful debts	289,667	(171,094)	-	118,573	118,573	-
Stock obsolescence allowance	75,882	115,540	-	191,422	191,422	-
Unrealised exchange (loss)/gain	-	3,105	-	3,105	3,105	-
Unabsorbed capital allowance carry-forwards	118,437	83,656	-	202,093	202,093	-
	153,243	395,938	(869,631)	(320,450)	794,413	(1,114,863)

23 Trade and other payables

	Group		Company	
	2015	2014	2015	2014
	N'000	N'000	N'000	N'000
Trade payables	683,623	711,601	594,553	784,091
Accrued expenses	574,273	708,633	334,801	286,863
Deposit by customers	920,882	18,165	613,982	18,165
Pension payable (Note a)	10,412	6,037	9,528	5,048
Non income taxes	267,812	132,375	267,812	132,375
Other payables	9,395	9,198	9,395	9,198
Amounts due to related parties	-	281,988	42,952	28,000
	2,466,397	1,867,997	1,873,023	1,263,740

The Group and 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	
	2015	2014	2015	2014
	N'000	N'000	N'000	N'000
Balance at 1 January	6,037	16,439	5,048	10,189
Contribution for the year	47,875	38,395	42,029	37,307
Payments during the year	(43,500)	(48,797)	(37,549)	(42,448)
Balance at 31 December	10,412	6,037	9,528	5,048

24 Loans and borrowings

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

	Group		Company	
	2015	2014	2015	2014
	N'000	N'000	N'000	N'000
Current borrowings:				
Term loan facility due within 1 year	384,867	-	384,867	-
Import finance facilities due within 1 year	5,491,774	9,715,105	5,491,774	9,715,105
Commercial papers due within 1 year	28,305	151,115	28,305	151,115
	5,904,946	9,866,220	5,904,946	9,866,220
Non Current borrowings:				
Term loan facility due after 1 year	435,689	-	435,689	-
Total loans and borrowings	6,340,635	9,866,220	6,340,635	9,866,220

(i) Terms and conditions of outstanding loans were as follows:

				2015	2014
	Currency	Nominal interest Rate (%)	Year of maturity	Carrying amount N'000	Carrying amount N'000
Secured term loan facility	NGN	18.00	2017	820,556	-
Secured import finance facility	USD	3.31- 4.31	2015	-	1,885,646
Secured import finance facility	NGN	16.50-19.00	2016	5,491,774	7,829,459
Unsecured Commercial papers	NGN	10.00-14.00	2016	28,305	122,302
Unsecured Commercial papers	USD	8.00 - 10.00	2015	-	28,813
Total Interest bearing liabilities				6,340,635	9,866,220

The secured bank facilities are secured with a negative pledge over the Company's assets.

25 Related party transactions

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.

	2015	2014
	N'000	N'000
Amount due from related parties (Note 18)	385,232	987,063
Amount due to related parties (Note 23)	(42,952)	(28,000)
Commercial paper from related party	-	(44,656)
	342,280	914,407

Related party	Nature of transaction	Transaction value		Balance receivable / (payable)	
		2015	2014	2015	2014
		N'000	N'000	N'000	N'000
Subsidiaries					
Briscoe properties Limited	Sale of goods and services, loans and related interests and others.	68,109	15,806	43,872	772,367
CAWS Technical Nigeria Limited	Purchase of goods and services and Inter Company loan	107,395	106,269	118,406	106,269
Others	Investment in subsidiaries	-	-	-	(28,000)

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Related party	Nature of transaction	Transaction value		Balance receivable / (payable)	
		2015	2014	2015	2014
		N'000	N'000	N'000	N'000
<i>Other related parties</i>					
Olawoyin & Olawoyin	Legal services	1,150	791	-	-
Cafoa Nig Limited	Commercial Paper	-	50,968	-	(44,656)
Toyota Nigeria Limited	Purchase of goods	4,730,016	16,068,737	180,002	108,427
				342,280	914,407

Related party transactions disclosed is inclusive of the relevant value added tax applicable on the transactions.

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 Group and 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.

Key management personnel compensation comprised:

	Group		Company	
	2015 N'000	2014 N'000	2015 N'000	2014 N'000
Short-term employee benefits	67,211	67,270	54,720	53,735
Contribution to compulsory pension fund scheme	6,331	7,826	5,394	6,472
	73,542	75,096	60,114	60,207

26 Capital and reserves

(a) Share capital is analysed as follows:

	Group		Company	
	2015 N'000	2014 N'000	2015 N'000	2014 N'000
Authorised ordinary shares of 50 kobo each				
At 1 January	3,250,000	2,000,000	3,250,000	2,000,000
Additions	-	1,250,000	-	1,250,000
At 31 December	3,250,000	3,250,000	3,250,000	3,250,000
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

For the year ended 31 December 2015

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

	2015	Group 2014	Company 2015	2014
	N'000	N'000	N'000	N'000
Balance at 1 January	81,047	81,047	81,047	81,047
Declared during the year	-	-	-	-
Payment during the year	-	-	-	-
Balance at 31 December	81,047	81,047	81,047	81,047

28 Financial risk management and Financial instruments

The Group and 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 Group and Company's exposure to each of the above risks, the Group's objectives, policies and processes for measuring and managing risk, and the Group'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	
	2015	2014	2015	2014
	N'000	N'000	N'000	N'000
Trade and other receivables*	1,063,499	2,596,333	1,143,893	3,224,877
Cash and bank balances	482,894	492,413	430,249	392,922
Other investments	140,000	140,000	140,000	140,000
	1,686,393	3,228,746	1,714,142	3,757,799

- * Advance payments, with-holding tax and VAT receivables have been excluded as they are not financial instruments.

NOTES TO THE FINANCIAL STATEMENTS CONTD.

For the year ended 31 December 2015

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.

Deductions are made on a monthly basis from staff emoluments to recover any outstanding loan liabilities, and any other outstanding loan balance is deducted from an exiting employee's final entitlements. There has been no history of default in respect of amounts due from related companies as such amounts are always settled in full. Accordingly management does not consider any credit risk in respect of amount due from related parties.

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

	Group		Company	
	2015	2014	2015	2014
	N'000	N'000	N'000	N'000
Trade receivables	802,287	2,408,663	703,918	2,137,178
Staff loans and advance	42,675	71,859	41,892	63,939
Amounts due from related parties	181,090	79,114	385,232	987,063
Other receivables	37,447	36,697	12,851	36,697
	1,063,499	2,596,333	1,143,893	3,224,877

Impairment losses

The ageing of trade receivables at the reporting date was:

	Group		Company	
	2015	2014	2015	2014
	N'000	N'000	N'000	N'000
Not past due	264,267	1,825,993	165,898	1,596,800
Past due 61-90 days	83,496	387,240	83,496	384,477
Past due 91-180 days	150,200	31,502	150,200	-
Past due 181-360 days	304,324	163,928	304,324	155,901
	802,287	2,408,663	703,918	2,137,178

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

	Group		Company	
	2015	2014	2015	2014
	N'000	N'000	N'000	N'000
Balance at 1 January	(635,031)	(11,858)	(635,031)	(11,858)
Additional allowance for the year	(186,255)	(623,173)	(186,255)	(623,173)
Amounts written off during the year	(20,137)	-	(20,137)	-
Balance at 31 December	(841,423)	(635,031)	(841,423)	(635,031)

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.

Other investments

The Company held 'equity notes' amounting to N140 million which represents its maximum credit exposure on this asset. The Company has consistently earned interest income at the agreed rate and so far there is no indication of impairment on this asset.

(b) Liquidity risk

Liquidity risk is the risk that the Group and company 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 and company'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 and company has an appropriate liquidity risk management framework for the Group's and company'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.

Group

31 December 2015

	Note	Carrying amount N'000	Contractual cash flows N'000	1 year or less N'000	1 to 2 years N'000	2 to 5 years N'000
Non-derivative financial liabilities						
Trade and other payables		2,198,585	2,198,585	2,198,585	-	-
Loans and borrowings	24	6,340,635	6,340,635	5,904,946	435,689	-
Bank overdrafts	20	4,752,160	4,752,160	4,752,160	-	-
		13,291,379	13,291,379	12,855,691	435,689	-

31 December 2014

Non-derivative financial liabilities

Trade and other payables		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	15,041,327	-	-

NOTES TO THE FINANCIAL STATEMENTS CONTD.

For the year ended 31 December 2015

Company						
31 December 2015	Note	Carrying amount N'000	Contractual cash flows N'000	1 year or less N'000	1 to 2 years N'000	2 to 5 years N'000
Trade and other payables		1,605,211	1,605,211	1,605,211	-	-
Loans and borrowings	24	6,340,635	6,340,635	5,904,946	435,689	-
Bank overdrafts	20	4,744,822	4,744,822	4,744,822	-	-
		12,690,667	12,690,667	12,254,979	435,689	-
31 December 2014						
Non-derivative financial liabilities						
Trade and other payables		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	-	-

Trade and other payables has been adjusted for statutory deductions like PAYE, VAT, WHT, ITF etc. 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

The Group's activities expose it primarily to the financial risk of changes in foreign currency exchange rates and interest rates. There has been no change to the Group's exposure to market risks or the manner in which it manages and measures the risk during the year.

I. Foreign Currency risk

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 Company's exposure to currency risk as reported to the Management of the Company based on its risk management policy was as follows:

	31 December 2015				31 December 2014			
	Euro	USD	JPY	GBP	Euro	USD	JPY	GBP
Amounts in thousands								
Trade and other receivables	-	355	-	-	-	1,653	-	-
Cash and cash equivalents	32	19	-	-	9	723	-	-
Trade and other payables	(24)	(543)	-	-	(228)	(1,185)	(43,264)	(40)
Net exposure	8	(169)	-	-	(219)	1,191	(43,264)	(40)

The following significant exchange rates applied during the year:

	Average rate		Year end spot rate	
	2015	2014	2015	2014
Euro	213.98	203.55	217.86	213.32
United States Dollars (USD)	198.00	167.50	199.12	155.52
GBP	275.58	261.47	291.93	259.22
JPY	1.58	1.40	1.65	1.51

For the year ended 31 December 2015

II. Sensitivity analysis

A reasonable possible strengthening / (weakening) of the Naira, as indicated below, against major foreign currencies would have affected the measurement of financial instruments denominated in foreign currency and (increased)/ 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.

Effect in thousands of Naira	(Increase)/ decrease in profit or loss
	2015
Euro (20% weakening of the Naira)	(354)
USD (20% Weakening of the Naira)	6,710
GBP (20% Weakening of the Naira)	-
Yen (20% Weakening of the Naira)	-
	2014
Euro (5% weakening of the Naira)	2,341
USD (5% Weakening of the Naira)	(9,267)
GBP (5% Weakening of the Naira)	518
Yen (5% Weakening of the Naira)	3,266

A 20 percent weakening of the Naira against the above currencies at the reporting date would have had the equal but opposite effect to 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, as much as possible, other facilities are at variable rates. At the reporting date the interest rate profile of the Group's interest-bearing financial instruments was:

	Group		Company	
	Carrying Amount		Carrying Amount	
	2015	2014	2015	2014
	N'000	N'000	N'000	N'000
Variable rate instruments				
Bank overdrafts	4,752,160	3,307,110	4,744,822	3,307,110
Fixed rate instruments				
Loans and borrowings	6,340,635	9,866,220	6,340,635	9,866,220

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.

NOTES TO THE FINANCIAL STATEMENTS CONTD.

For the year ended 31 December 2015

	Group Profit or loss		Company Profit or loss	
	2015 100 BP N'000	2014 100 BP N'000	2015 100 BP N'000	2014 100 BP N'000
Variable rate instruments	7,841	5,457	7,829	5,457
Cash flow sensitivity (net)	7,841	5,457	7,829	5,457

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 Board 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 provide returns for the shareholders and to maintain an optimal capital structure to reduce cost of capital. In order to maintain or adjust the capital structure, the Company or its subsidiaries may, among other things, issue new shares or convert debt to equity.

NOTES TO THE FINANCIAL STATEMENTS CONTD.

For the year ended 31 December 2015

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

	Group		Company	
	2015	2014	2015	2014
	N'000	N'000	N'000	N'000
Total liabilities	13,980,193	15,689,490	13,345,378	5,020,487
Less: cash and cash equivalents	(482,894)	(492,413)	(430,249)	(392,922)
Net debt	13,497,299	15,197,077	12,915,129	14,627,565
Total equity	(40,738)	3,257,051	(300,807)	3,065,600
Debt to adjusted capital ratio	(331)	5	(43)	5

Due to the position above, management is exploring various options as detailed in Note 32 to achieve a better debt to equity ratio.

(g) Accounting classification and fair values

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

Group

31 December 2015	Carrying amount		
	Loans and receivables	Other financial liabilities	Total
	N'000	N'000	N'000
Financial assets not measured at fair value			
Trade and other receivables	1,063,499	-	1,063,499
Other investments	140,000	-	140,000
Cash and cash equivalents	482,894	-	482,894
	1,686,393	-	1,686,393
Financial liabilities not measured at fair value			
Trade and other payables	-	2,198,585	2,198,585
Bank overdrafts	-	4,752,160	4,752,160
Loans and borrowings*	-	6,340,635	6,340,635
Dividend payable	-	81,047	81,047
	-	13,372,427	13,372,427

* Included in loans and borrowings is a facility with a tenure of 24 months amounting to N820.6 million, the fair value as at the reporting date using a level 2 hierarchy is N807.8 million

31 December 2014	Carrying amount		
	Loans and receivables	Other financial liabilities	Total
	N'000	N'000	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 2015

31 December 2014 (contd.)	Carrying amount		Total
	Loans and receivables	Other financial liabilities	
	N'000	N'000	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

Company 31 December 2015	Carrying amount		Total
	Loans and receivables	Other financial liabilities	
	N'000	N'000	N'000
Trade and other receivables	1,143,893	-	1,143,893
Other investments	140,000	-	140,000
Cash and cash equivalents	430,249	-	430,249
	1,714,142	-	1,714,142
Financial liabilities not measured at fair value			
Trade and other payables	-	1,605,211	1,605,211
Bank overdrafts	-	4,744,822	4,744,822
Loans and borrowings*	-	6,340,635	6,340,635
Dividend payable	-	81,047	81,047
	-	12,771,715	12,771,715

- * Included in loans and borrowings is a facility with a tenure of 24 months amounting to N820.6 million, the fair value as at the reporting date using a level 2 hierarchy is N807.8 million

31 December 2014			
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

Except as highlighted above, the fair value of all other financial instruments 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 N120 million (2014: N134 million) in addition to claims of N23m and N1.52billion for under payment of custom duties and Value Added Tax made against the company by the

Nigerian Custom Service and Federal Inland Revenue Service respectively, which are being disputed by the company. In the opinion of the directors, 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 has no financial commitments to any counterparty. 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.

30 Operating leases

The Group and Company lease 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 9. Prepayments at year-end have been disclosed in the statements of financial position.

31 Subsequent events

(a) Subsequent to year end, Diamond Bank Nigeria PLC (DBN) on the basis that the Company was unable to liquidate and/or offset the various facilities granted it by the bank;

- i. petitioned the Federal High Court Lagos to wind up the Company and
- ii. applied for and obtained an Ex-parte Order restraining the Company from dealing with its properties and/or withdrawing any of its funds with DBN and other financial institutions in Nigeria.

The Court heard and granted the Ex-parte Application on 13 June 2016.

Ex-parte Order

The Company applied to the Court on 22 June 2016 to set aside the Interim Order (Ex-parte Order) on the ground that the Petitioner suppressed material facts in obtaining the Order. The Application was heard on 8 July 2016 and the Court ruled in the Company's favour and set aside the Ex-parte Order. Having been dissatisfied with the Court ruling of 8 July 2016, the Petitioner (DBN) on 15 July 2016 appealed to the Court of Appeal. However, this appeal is yet to be heard by the Court.

Winding-up Case

On 8 July 2016 the Court adjourned the hearing on the winding up case till 27 September 2016. At the resumed hearings, First Bank of Nigeria Limited, Skye Bank PLC and United Bank for Africa PLC (other creditors and bankers of the Company) were represented in Court as interested parties. The Court however directed the parties to try to reach an amicable resolution of the matter consequent upon which the parties have been working towards an amicable resolution. The matter in court stands adjourned till 16 November 2016 for report of settlement. The Directors are optimistic that a settlement will be reached although, the final outcome is uncertain.

- (b) On 15 June 2016, the Central Bank of Nigeria released its revised guidelines for the operation of the Nigerian inter-bank foreign exchange market which removed the ceiling on the exchange rate to the United States Dollar (\$) and Euro(€). This resulted in a significant weakening of the Naira against the USD and Euro by approximately 86%. The Company's foreign denominated balances held in cash and cash equivalent((\$19,000 - ~~N4million~~), (€32,000 - ~~N6million~~)), trade and other receivables((\$355, 237- ~~N71million~~)) and trade payable balances ((\$542,853 - ~~N108million~~), (€23,692 - ~~N5million~~))as at 31 December 2015.**

NOTES TO THE FINANCIAL STATEMENTS CONTD.

For the year ended 31 December 2015

If on the date of issue of the financial statements, the exchange rates of (N370:\$1) and (N405:€1) were applied, trade and other receivables and cash and cash equivalents would have increased by 86%, with an exchange gain of N70million, trade payable balances would have also increased by 86% with an exchange loss of N97million.

32 Going Concern

The Company incurred a loss of N4.2 billion (2014: N1.9 billion) for the year ended 31 December 2015 and as of that date, the Company's current liabilities exceeded its current assets by N4.8 billion (2014: N1.0 billion), while its total liabilities exceeded its total assets by N 0.3 billion (2014: total assets exceeded total liabilities by N3.1 billion). Because the Company has incurred losses over the past four (4) years, the shareholders' fund has reduced significantly from N3.5 billion as at 31 December 2011 to the deficit of N 0.3 billion as at 31 December 2015.

The loss for the year was mainly attributable to the decline in the Company's revenue from N19.5 billion in 2014 to N11.0 billion in current year; an increase in its finance costs from N1.8 billion in 2014 to N2.3 billion in current year; and the significant impairment of receivables amounting to N1.3 billion.

The decline in revenue has contributed to the Company's inability to generate sufficient cash from its operations to settle its obligations and hence has resulted in:

- Difficulty in meeting its obligations with respect to its import finance/stock replacement finance and overdraft facilities with the Company's bankers which in some instances lead to penalty charges and increased finance costs.
- Delays in remittance of some statutory government deductions.
- Delays in settlement of its obligations to suppliers and other service providers contrary to the terms of agreement.

In addition to the factors above, subsequent to year end the Company's Global Importer Dealer Sales and Service Agreement for its Ford Dealership was not renewed by Ford Motor Company, one of the Company's major vendor.

These conditions indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. In order to address this, the directors have undertaken a number of activities aimed at returning the Company to profitability and healthy financial position as follows:

- Two of the Company's import finance bank facilities amounting to N3.2billion with tenures of three (3) months have been restructured to tenure of about 24 months subsequent to year end.
- Plan to commence Comprehensive marketing campaign primarily to drive sales.
- Plan to expand on the non – auto businesses in order to achieve better sales margins.
- Plan to downsize business operations due to the current widespread low demand for capital goods with the following measures:
 - Stop all imports of products except where extremely necessary
 - Drastic reduction in overhead costs
 - Closure of all unprofitable business units
 - Accelerated sales of inventories to reduce bank borrowings and interest expenses
- Subject to the outcome of the pending court case(Note 31(a)), disposal of some items of property plant and equipment identified to be surplus to current business requirements.
- Actively exploring the raising of additional equity capital of N5 billion in 2017.

The Directors believe that the above plan will be successful and remain confident of the validity of the going concern assumption. Accordingly, the financial statements have been prepared on the basis of accounting policies applicable to a going concern.

OTHER NATIONAL DISCLOSURES



VALUE ADDED STATEMENT

For the year ended 31 December 2015

	Group				Company			
	2015 N'000		2014 N'000		2015 N'000		2014 N'000	
Revenue	11,945,313		20,942,572		11,040,841		19,457,880	
Bought in materials and services:								
- Imported	(4,624,165)		(8,107,106)		(4,298,639)		(7,575,727)	
- Local	(8,336,307)		(11,480,317)		(7,939,041)		(10,846,802)	
	(1,015,159)		1,355,149		(1,196,839)		1,035,351	
Other income	220,767		160,838		209,535		150,763	
Finance income	67,035		48,818		103,905		176,794	
Value added	(727,357)		1,564,805		(883,399)		1,362,908	
Distribution of Value Added		%		%		%		%
To Government as: Taxation	(124,479)	18	386,774	25	(156,536)	18	319,670	23
To Employees: Salaries, wages, fringe and end of service benefits	829,439	(121)	934,760	60	747,938	(85)	857,574	62
To Providers of Finance: - Finance costs	2,351,462	(343)	1,833,991	117	2,339,601	(265)	1,833,991	135
Retained in the Business To maintain and replace:								
- property, plant and equipment	439,653	(64)	229,192	15	432,773	(49)	219,798	16
- intangible assets	1,756	-	4,644	-	644	(0)	4,089	1
To deplete reserves	(4,183,006)	611	(1,824,556)	(117)	(4,247,819)	480	(1,872,214)	(137)
Value added	(685,175)	101	1,564,805	100	(883,399)	99	1,362,908	100

Group

Statement of profit or loss and other comprehensive income

	31 Dec 2015	31 Dec 2014	31 Dec 2013	31 Dec 2012	31 Dec 2011
	N'000	N'000	N'000	N'000	N'000
Revenue	11,945,313	20,942,572	21,768,366	21,980,201	19,605,063
(Loss)/profit before income tax	(4,306,120)	(1,435,068)	(151,602)	(228,503)	292,834
Income tax expense	124,479	(386,774)	59,586	(319,670)	111,246
(Loss)/profit for the year	(4,181,641)	(1,821,842)	(92,016)	(548,173)	404,080
Total comprehensive income for the year	(3,300,229)	207,297	(84,242)	(290,856)	233,726
Earnings per share	(355)	(155)	(8)	(32)	18

Statement of financial position

	31 Dec 2015	31 Dec 2014	31 Dec 2013	31 Dec 2012	31 Dec 2011
	N'000	N'000	N'000	N'000	N'000
Property, plant and equipment	4,780,037	4,247,719	1,177,588	1,956,763	1,160,696
Intangible assets	27,966	27,576	12,966	19,447	12,966
Goodwill	33,999	33,999	33,999	33,999	-
Deferred tax assets	-	-	523,010	38,877	521,409
Non current prepayments	14,259	-	-	-	-
Other non current receivables	115,857	155,768	586,087	157,758	727,562
Net current liabilities	(4,451,877)	(743,255)	1,214,112	1,048,848	978,982
Employee benefits	(123,827)	(142,260)	(124,774)	(122,504)	(124,774)
Loans and borrowings	(435,689)	-	-	-	-
Deferred tax liabilities	(1,463)	(322,496)	(373,234)	-	(368,166)
Net assets	(40,738)	3,257,051	3,049,754	3,133,188	2,908,675

Equity

	31 Dec 2015	31 Dec 2014	31 Dec 2013	31 Dec 2012	31 Dec 2011
	N'000	N'000	N'000	N'000	N'000
Share capital	588,177	588,177	588,177	588,177	588,177
Share premium	409,862	409,862	409,862	409,862	409,862
Revaluation reserve	2,864,778	2,007,167	-	-	-
Retained earnings	(3,918,241)	240,964	2,043,548	2,127,702	1,910,636
Non-controlling interest	14,686	10,881	8,167	7,447	-
	(40,738)	3,257,051	3,049,754	3,133,188	2,908,675

FINANCIAL SUMMARY

Company

Statement of profit or loss and other comprehensive income

	31 Dec 2015	31 Dec 2014	31 Dec 2013	31 Dec 2012	31 Dec 2011
	N'000	N'000	N'000	N'000	N'000
Revenue	11,040,841	19,457,880	21,618,130	21,093,788	19,605,063
(Loss)/profit before income tax	(4,404,355)	(1,552,544)	(215,033)	(377,923)	310,661
Income tax expense	156,536	(319,670)	111,246	(4,102)	(76,935)
(Loss)/profit for the year	(4,247,819)	(1,872,214)	(103,787)	(382,025)	233,726
Total comprehensive income for the year	(3,366,407)	156,925	(96,013)	(392,162)	233,726
Loss per share	(361)	(159)	(9)	(32)	24

Statement of financial position

	31 Dec 2015	31 Dec 2014	31 Dec 2013	31 Dec 2012	31 Dec 2011
	N'000	N'000	N'000	N'000	N'000
Property, plant and equipment	4,767,141	4,223,324	1,160,696	1,118,416	1,096,316
Intangible assets	25,185	23,683	12,966	19,447	25,930
Investment in subsidiary	169,475	169,475	141,475	952,325	141,400
Deferred tax assets	-	-	521,409	41,595	-
Non current prepayments	14,259	-	-	-	-
Other non current receivables	115,857	155,768	586,087	157,758	243,675
Net current (liabilities)/assets	(4,833,208)	(1,043,940)	978,982	837,188	2,221,274
Employee benefits	(123,827)	(142,260)	(124,774)	(122,504)	(150,361)
Loans and borrowings	(435,689)	-	-	-	-
Deferred tax liabilities	-	(320,450)	(368,166)	-	(83,818)
Net assets	(300,807)	3,065,600	2,908,675	3,004,225	3,494,416

Equity

	31 Dec 2015	31 Dec 2014	31 Dec 2013	31 Dec 2012	31 Dec 2011
	N'000	N'000	N'000	N'000	N'000
Share capital	588,177	588,177	588,177	588,177	490,147
Share premium	409,862	409,862	409,862	409,862	507,892
Revaluation reserve	2,864,778	2,007,167	-	-	-
Retained earnings	(4,163,624)	60,394	1,910,636	2,006,186	2,496,377
	(300,807)	3,065,600	2,908,675	3,004,225	3,494,416

ER INFORMATION

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

GENERAL MANDATE FOR TRANSACTIONS WITH RELATED PARTIES OR INTERESTED PERSONS

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, 2015 are as follows:

Dividend	Date Paid	N'000
18	16.09.02	3,259,519.09
19	12.05.03	3,361,112.70
20	10.05.04	4,062,226.06
21	29.04.05	5,486,343.78
22	28.04.06	9,438,510.96
23	27.04.07	3,280,107.15
24	25.04.08	4,219,171.20
25	15.05.09	7,157,556.72
26	28.05.10	1,454,121.45
27	27.05.11	1,581,898.05
28	29.06.12	1,526,044.14
TOTAL		44,826,611.30

Script No.	Date of Issue
01	29.08.75
02	18.10.76
03	14.10.77
04	31.10.80
05	30.11.81
06	29.10.82
07	24.04.03
08	29.04.04
09	26.04.07
10	24.04.08
11	01.04.09
12	29.04.11
13	26.06.12

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

E-DIVIDEND AND E-BONUS

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 Macauley Way
Adekunle, Yaba, Lagos.

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

e-mail address
info@meristemregistrars.com

Website:
www.meristemregistrars.com



MANDATE FORM

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.**



RC No: 489092

213, Herbert Macauley Way, Adekunle, Yaba
P.O. Box 51585, Fafemo 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 bellow.

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

PROXY AND ADMISSION FORMS

R. T. BRISCOE (NIGERIA) PLC (RC: 1482)
ANNUAL GENERAL MEETING to be at held at 11.00 a.m. on Thursday, the 29th of December, 2016 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 December, 2016 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.....2016.

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. Ms. Adeola A. Ade-Ojo 2. Mr. Akin Ajayi		
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 Thursday, the 29th of December, 2016 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



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

BRISCOE

R.T. BRISCOE (NIGERIA) PLC

RC 1482

18, Fatai Atere Way, Matori, Oshodi, P.O. Box 2104, Lagos.

Tel: (01) 2703477, 2703478 Fax: (01) 2793216

E-mail – briscoemail@rtbriscoe.com

www.rtbriscoe.com