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Annual Report
and Financial Statements
2018

Let's Build
A BETTER FUTURE

BRISCOE

R.T. BRISCOE (NIGERIA) PLC

RC 1482

Contents

Results At A Glance

For the year ended 31 December 2018

	2018 N'000	2017 N'000	Variance %
Turnover	**5,182,459**	4,376,859	18%
Loss before taxation	**(2,168,845)**	(3,137,152)	-31%
Taxation	**(19,921)**	(23,390)	-15%
Loss after taxation	**(2,188,766)**	(3,160,542)	-31%
Other comprehensive income net of tax	**(20,868)**	64,495	-132%
Total comprehensive income for the year after tax	**(2,209,634)**	(3,096,047)	-29%
Total Equity and Liabilities	**7,726,285**	7,612,474	1%
Equity attributed to owners of the Company	**(8,196,074)**	(6,043,730)	36%
Per 50K share data:			
Based on 1,176,356,880 (2017 -1,176,353,695)			
Ordinary shares of 50k each:			
Basic Loss Per Share (Kobo)	**(186)**	(269)	-30%
Market Price Per Share as at 31 December (N)	**0.38**	0.50	-24%
Market Capitalization as at 31 December	**447,016**	588,177	-24%
Number of employees (group)	**218**	223	

Corporate Information

Board of Directors:	• Sir Sunday Nnamdi Nwosu, KSS, GCOA, MIoD	-	Acting Chairman
	• Mr. Bukola Oluseyi Onajide	-	Managing Director
	• Ms. Adeola Adenike Ade-Ojo		
	• Mr. Akin Ajayi		
	• Dr. Adewale Olawoyin, SAN		
	• Alhaji Ali Safiyanu Madugu, mni		
	• Mrs. Folasade Oluwatoyin Ogunde		
	• Mrs. Aderemi Oluwatosin Akinsete-Chidi [*Alternate Director to Ms. A. A. Ade Ojo*]		

Registered Office: 18, Fatai Atere Way
Matori, Oshodi
Lagos

Registration No.: RC. 1482

Company Secretary: Olukayode Adeoluwa
Olukayode Adeoluwa & Co.
18, Fatai Atere Way
Matori, Oshodi
Lagos

Independent Auditor: PKF Professional Services
PKF House
205A, Ikorodu Road,
Obanikoro, Lagos

Registrars: Meristem Registrars And Probate Services Limited
213, Herbert Macaulay Way, Adekunle, Yaba
P. O. Box 51585, Falomo,
Ikoyi, Lagos

Company's Bankers:
Access Bank Nigeria PLC
Ecobank Nigeria PLC
Fidelity Bank PLC
First Bank of Nigeria PLC
First City Monument Bank PLC
Guaranty Trust Bank PLC
Keystone Bank Limited
Polaris 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

Corporate Profile

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. Briscoe 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.

Briscoe 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. 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. Between 2005 and June, 2016, Briscoe was also an authorized dealer of Ford Motor Company products until the mutual termination of the dealership agreement by both parties. The marketing, sales and servicing of Ford vehicles was conducted under the trade name – BriscoeFord.

Briscoe has its head office at Matori, Lagos and branch offices at Victoria Island, Lekki, Kano, Asaba, Port Harcourt and Abuja.

BUSINESS ACTIVITIES

Presently, Briscoe is engaged in the marketing, sales and servicing of Toyota motor vehicles under the trade name BriscoeToyota as one of the 8 authorised dealers of Toyota Nigeria Limited. It is also engaged in the real estate sector and deals in industrial equipments.

Business Units

The **BriscoeMotors** Division deals in the sales and servicing of Toyota motor vehicless. Briscoe Toyota Workshop are equipped with the state-of-the-art electronic and computerized equipment to ensure that the company offers the highest possible quality after-sales service. Our workshops are among the best in the country through regular facilities improvement activities. BriscoeToyota was the first Toyota dealer to receive the highly coveted Toyota award for Service, Marketing Excellence (TSL) from Toyota Motor Corporation (TMC) Japan.

The **Briscoe Industrial Equipment** Division of the Company handles the sales and services of industrial, mining, construction and warehouse equipment as well as generating sets. The division markets and services Toyota, BT & Raymond brands of forklift and other material handling equipments. The Elgi brand of compressors are currently being marketed through CAW Technical Nigeria Limited, a fully owned subsidiary of the company.

Briscoe Properties Limited, a fully owned subsidiary is involved in facilities management, property development, project management and estate management services. Briscoe Properties Limited has developed a number of residential properties in Nigeria and presently manages a large portfolio of commercial and residential properties in Ikoyi, Victoria Island, Apapa, Ikeja, Yaba, Abuja, Lekki etc. It also provides project management and property marketing services to its vast clientele

Directors

SIR SUNDAY NNAMDI NWOSU, Kss, GCOA, MIoD
Acting Chairman

Sir Sunday Nnamdi Nwosu is the Acting Chairman of the Company. A well-known Apostle of good corporate governance, he is the Founder and erstwhile National Coordinator of the Independent Shareholders Association of Nigeria. He is a member of the SEC Capital Market Development Company and the Institute of Directors. Sir Nwosu is an astute investor in a sizeable number of quoted companies on the Nigeria Stock Exchange and serves on the Board or Audit Committee of some of them. He is a Director of Nigeria Aviation Handling Company PLC, MRS Oil Nigeria PLC and Kajola Integrated Investment PLC. He is also a member of the statutory Audit Committees of Julius Berger PLC, Trust Funds PLC, FrieslandCampina WAMCO Nigeria PLC and Seplat Petroleum Development Company PLC. Sir Nwosu was appointed to the Board of R.T. Briscoe on March 27, 2014 and as acting Chairman on April 27, 2017. Prior to his appointment as Chairman, he had served as Chairman of the Board's Finance & Risks Management Committee and as a member of the Governance and Business Strategy Committees of the company.

MR. BUKOLA OLUSEYI ONAJIDE
Managing Director

Oluseyi Onajide 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.

MR. AKIN AJAYI

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 and public 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 Committee, and member of the Finance and Risks Management Committee.

MS. ADEOLA ADENIKE ADE-OJO

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 Finance and Risks Management Committee as well as the Governance Committee.

DR. ADEWALE OLAWOYIN, SAN

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 Governance Committee and member of the Business Strategy Committee. He is also a member of the Company's Statutory Audit Committee.

ALHAJI ALI SAFIYANU MADUGU, mni

Alhaji 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 Governance and Business Strategy Committees. He is also a member of the Company's Statutory Audit Committee.

MRS. FOLASADE OLUWATOYIN OGUNDE

Oluwatoyin Ogunde is a Non-Executive and Independent Director of the company. She is a Fellow of the Institute of Chartered Accountants of Nigeria and also a Facility Management Professional (FMP). She obtained a Bachelor of Science degree in Economics from the University of Ife, Ile-Ife in 1984 and has attended several short term management courses locally and abroad. In her working career which has spanned over 30 years, Mrs. Ogunde has served in various Management and Board positions as Auditor, Management Accountant, Group Treasurer, Divisional Commercial Director and Finance Director. She started her working career in 1985 as an Audit Trainee in Deloitte Haskins + Sells (Chartered Accountants) (now Akintola Williams Deloitte & Co.) and left in 1991 for brief stints as Treasury Manager in a Savings & Loans company (1992-1995) and as Consultant Auditor in International Computers Limited (1995-1997) before joining the UAC Group in November 1997 as a mid-career Manager. She rose through the ranks to become Finance Director of UAC Property Development Company PLC in 2005 before her retirement in May 2016. She currently serves as a Management and Financial Consultant to companies in the private sector. She was appointed Director of R.T. Briscoe on April 10, 2017 and is the Chairman of the Board's Finance and Risks Management Committee. She is also a member of the the Business Strategy Committee.

MRS. ADEREMI O. AKINSETE-CHIDI

Aderemi Akinsete-Chidi is alternate Director to Ms. Adeola Adenike Ade-Ojo. She is a professional Banker and Chartered Pension Administrator with over 25 years' experience in the Banking and Sales & Service industry. She has extensive experience in strategic planning, operations/customer service and relationship management. She graduated with a B.Sc. Accounting degree from the Oklahoma City University, Oklahoma City, USA in 1989 and did her post graduate studies at the Graduate School of Management of the University of Maryland in 1991. She is a member of the American Institute of Banking, Washington DC, USA and an Associate member of the Certified Pension Institute of Nigeria. She has attended several training courses locally and abroad. Mrs. Akinsete-Chidi started her banking career with the First American Bank, USA in 1989 and she has since then served in various management positions in some Nigerian Banks - Standard Chartered Bank PLC, the now defunct FSB International Bank PLC, its successor Fidelity Bank Plc, First Bank of Nigeria PLC and Ecobank Nigeria Ltd. She currently serves on the Boards of Levmora Nigeria Limited and Nub Petrochemical Ltd. She was appointed an Alternate Director of R.T. Briscoe with effect from April 10, 2017.

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, 28TH NOVEMBER, 2019 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, 2018 and the Reports of the Directors, Auditors and Audit Committee thereon
2. To elect Directors
3. To appoint Messrs. PKF Professional Services as the Auditors of the company
4. To authorize the Directors to fix the remuneration of the Auditors
5. To elect members of the Audit Committee

SPECIAL BUSINESS

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

Lagos, Nigeria.
July 4, 2019

By Order of the Board

Olukayode Adeoluwa
[FRC/2013/NBA/000000002108]
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, November 4 to Friday, November 8, 2019 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 15th of November, 2019.

Chairman's Statement

GENERAL

Fellow shareholders, it is once again my pleasure and privilege to welcome you to the Annual General Meeting of our Company for the 2018 financial year and express the appreciation of the Board for the tremendous understanding and support that we have received and continue to receive from you.

BUSINESS ENVIRONMENT

The business environment in Nigeria recorded marginal improvements in 2018. The somewhat unsteady rise in oil prices from USD63.7 in January before peaking at USD70.98 in July and nose diving to USD40 in December was an improvement over 2017, when prices plummeted. According to the Nigerian Bureau of Statistics, the Nigerian economy expanded by 1.93% in 2018 as against the increase of 0.82% recorded in 2017. The weak economic growth was however not sufficient to address the rapidly growing unemployment situation as unemployment increased from 20.4% in 2017 to 23.1% in 2018 while youth unemployment increased from 26.58% in 2017 to 29.72% in 2018. Inflation eased to an annual average of 12.2% in 2018, from 16.6% in 2017. The late approval of the 2018 budget of the Federal Government by the National Assembly had a negative impact on the implementation of the capital budget as capital expenditures were restricted mostly to the second half of the year. The end result of this was that only N820.6 billion amounting to 28.6% of the budgeted capital expenditure was released as at December 2018. In the main, the various States of the Federation did not fare much better as the quarterly allocations from the Federation Account Allocation Committee were inadequate to finance their budgets in 2018, with most unable to generate considerable revenue internally.

The benchmark interest rate of the Central Bank of Nigeria remained stable at 14% throughout 2018 while the one-year Treasury bill rate closed at 17% in 2018. Commercial bank interest rates were mostly above 19% which made debt capital quite expensive. The exchange rate of the Naira to the United States Dollars was mostly stable in 2018, heavily reinforced by the CBN at an average rate of about N306 to the USD1 at the Inter-bank foreign Exchange Market. The stable interest and foreign exchange rates had a stabilizing and positive impact on businesses like ours, which are capital intensive and import dependent.

RESULTS

The automobile industry in Nigeria is currently undergoing very challenging times. Industry monitors revealed that the sales of brand new vehicles dropped significantly from about 50,000 units in 2013 to below 10,000 units in 2017 as well as in 2018, largely due to the prohibitive costs of imported fully built new vehicles which attract 70% import duties. The situation in 2019 as at the time of writing has unfortunately largely remained the same. It is in this light that I review the results of the R.T. Briscoe group for the 2018 financial year. Despite the harsh operating environment, the group recorded an 18% growth in revenue from N4.4 billion in 2017 to N5.2 billion in 2018. The significant improvement in revenue was attributable to the activities8of the sales functions for motor vehicles and technical equipment which accounted for about 90% of the group's revenue while the sales of property units and rent from investment properties held by the company's real estate subsidiary, Briscoe Properties Limited was responsible for the rest.

Despite the harsh operating environment, the group recorded an 18% growth in revenue from N4.4 billion in 2017 to N5.2 billion in 2018. The significant improvement in revenue was attributable to the activities of the sales functions for motor vehicles and technical equipment which accounted for about 90% of the group's revenue while the sales of property units and rent from investment properties held by the company's real estate subsidiary, Briscoe Properties Limited was responsible for the rest.

THE CURRENT FINANCIAL POSITION OF OUR COMPANY

The three major threats to the going concern status of our company over the past few years had been its liquidity challenges due to chronic undercapitalization, the loss-making business situation including the winding-up petition and another court case which arose due to the inability of our company to settle its indebtedness to its bankers.

Today, as briefly outlined below the major threats to the going concern status of the company are being firmly addressed and the results have been slow but encouraging.

Liquidity and Recapitalization of the R.T. Briscoe Group

The Board and indeed the shareholders of our company are concerned about the liquidity challenges of the company and are taking steps to resolve this situation. It would be recalled that our shareholders at two separate AGMs in 2014 and subsequently in 2016, authorized the Board to raise up to N10 billion by way of equity, debt capital or a combination of both to recapitalize the company. To actualize this, the Board retained the services of Lead Capital Plc as financial advisers, to identify potential investors and facilitate the recapitalization exercise. Recently, the services of Dunn Loren Merrifield Advisory Partners (DLM) were also engaged as Investment advisers, with the mandate to raise additional capital to refinance company's existing debts, finance start-up of new business and enhance working capital. DLM has developed and recommended a rather distinctive Recapitalization Scheme. The scheme involves the institution of a money market fund with a life span of about 12-18 months, where existing shareholders of the company and other interested investors may subscribe to units of the offer by making a single lump sum payment or commit to pay in instalments. A share conversion exercise involving the shares of the company would subsequently be consummated after the termination of the fund. The Board has approved an engagement letter from DLM setting out comprehensively the terms and conditions of the fund raising exercise in preparation for formal applications to the regulatory authorities to kick start the process.

Winding-Up Petition and Outstanding Debts

Diamond Bank PLC (now Access bank) instituted an action at the Federal High Court in Lagos for the winding up of our company based on our indebtedness to the bank. The case has been pending in Court since June 2016 due to the various interlocutory applications before the Court and several adjournments. It suffices to mention that the interlocutory applications for the appointment of a provisional liquidator and an Interim Official Receiver respectively were dismissed as lacking merit by the Court on June 11, 2018. Unsurprisingly, the bank recently applied to the Court for the withdrawal of the winding-up petition. R.T. Briscoe would be raising no objection in principle to the withdrawal when it comes up for hearing at the next date in October, as this would put to rest the legal threat to our company's existence, which also accounted largely for the qualified opinion in our audited financial statements for 2016. An action instituted by Guaranty Trust Bank at the Lagos High Court for N185.2 million is currently at the Case Management stage.

Currently, our company's total assets are about N7.7 billion as against total liabilities of about N15.9 billion with about N14.3 billion of this amount accounting for accrued bank interest and charges. The company is disputing the bank interest and charges, an unspecified significant part of which the banks have informally agreed to waive on receipt of an attractive repayment proposal. Prospective investors have however insisted on a forensic audit of the debts as a pre-condition for a firm and binding proposal. Preliminary reports by engaged Forensic Auditors who are yet to conclude their assignments indicate significant excess charges by the banks. The Asset Management Company of Nigeria has taken over the debts due to the erstwhile Skye Bank (now Polaris Bank).

Return to Profitable Business Operations

The return of the R.T. Briscoe group to operational profit has been slow in coming, but steady, particularly in the current very challenging business environment. In 2018, the group and company recorded operating profits of N100.2 million and N69 million respectively which were significant improvements on the operating losses of the previous year. This trend has continued into 2019, and in the first half of 2019, an operating profit of N138.3 million was recorded from the turnover of N3.1 billion for the group. Understandably, however the final result was a disappointing loss of N424 million due to the overall financing expenditure of N562.6 million. This modest result should be viewed in the light of the operational challenges that

> *Our major suppliers, both local and foreign, have continued to reaffirm their confidence in the business prospects of our company through their staunch support. We owe a debt of gratitude to our major equipment suppliers – Toyota Nigeria Limited, Toyota Material Handling in Japan and Elgi Air Compressors in India who are the primary sources of our revenue earning potential and competitive advantage.*

our various business units have had to overcome due to limited working capital and the initial reputational damage caused by the winding-up petition. Our various businesses' results have shown that with the right level of operating capital, they can deliver satisfactory returns as they continue to thrive under harsh circumstances.

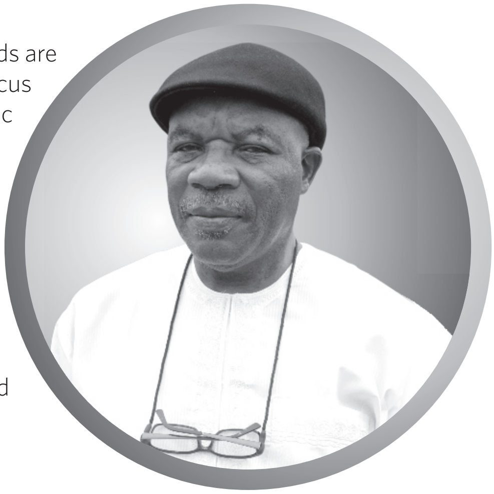
It is however gratifying to note that the Briscoe group is emerging out of this storm stronger and more resilient. Our major suppliers, both local and foreign, have continued to reaffirm their confidence in the business prospects of our company through their staunch support. We owe a debt of gratitude to our major equipment suppliers – Toyota Nigeria Limited, Toyota Material Handling in Japan and Elgi Air Compressors in India who are the primary sources of our revenue earning potential and competitive advantage.

CORPORATE GOVERNANCE
The Board and Audit Committee met as appropriate in the course of the year and each meeting was well attended. You would however observe from the Directors' report that the Board and Audit Committee held an unusually higher number of meetings as against those of the Board Committees which in comparison might seem to have been inactive. This was however not the case, as your Board unwittingly but deliberately settled for a collective focus by all Directors on the issues that would have otherwise been delegated to its Committees. The offshoot of this was that it eliminated the need to have Committee decisions referred to the Board for approval, and the resultant quick decision making process, largely aided the restructuring and recapitalization initiatives of the Board. A joint meeting of the Board and the Audit Committee was held in July to review financial matters.

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

FUTURE BUSINESS PROSPECTS
The future of our company lies in its ability to reposition itself and chart a differentiating course in the very competitive auto industry which currently accounts for about 70% of our business activities. We are currently also focusing upon and developing our technical and real estate businesses which have shown promising prospects over the years but have had restricted growth due to limited working capital. Our company holds licences (now due for renewal) for the assembling of motor vehicles and generators in Nigeria and in this regard, we are currently reinforcing our relationship with BYD, a global leader in electric automobiles, metro transportation and alternative energy with a new MOU to be executed in the coming weeks. The expected recapitalization of the company would give the needed impetus for the exponential growth of our various business activities.

Your Board is working assiduously to make the best of the current situation. All hands are on deck towards the recapitalization of the company. There is also an unrelenting focus on our business units for optimal performance despite the current daunting economic climate. The support from our foreign and local suppliers during these trying times has been encouraging, as our business relationships with them have continued to thrive unhindered. The Board acknowledges and appreciates the confidence that they continue to demonstrate in our business operations as a company. Our company shall emerge from these trying times as a sturdier and more resilient business entity.



Our Board remains resolute that the company's going concern status is not in doubt and with recent developments looks forward to the future with renewed vigour and optimism.

I wish you all a pleasant AGM.

Lagos, Nigeria
July 30, 2019

Sir Sunday Nnamdi Nwosu KSS, GCOA, MIOD
ACTING CHAIRMAN

Directors' Report

For the year ended 31 December 2017

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 2018.

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 are the sale and service of Toyota 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.	100
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's operating results and retained earnings:

	Group		**Company**	
	2018 N'000	**2017 N'000**	**2018 N'000**	**2017 N'000**
Revenue	**5,182,459**	4,376,859	**4,594,287**	3,882,611
Results from operating activities	**100,275**	(430,795)	**69,008**	(479,783)
Net finance costs	**(2,269,121)**	(2,706,357)	**(2,234,093)**	(2,672,958)
Loss before income tax	**(2,168,846)**	(3,137,152)	**(2,165,085)**	(3,152,751)
Loss for the year	**(2,188,767)**	(3,160,542)	**(2,176,881)**	(3,161,248)
Total comprehensive income for the year	**(2,209,634)**	(3,096,047)	**(2,197,749)**	(3,096,753)
Retained earnings, end of year	**(12,058,891)**	(9,906,547)	**(12,466,674)**	(10,328,900)

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 as 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:

Direct Interest:	Ordinary Shares of 50k each as at 31 December 2018	2017	Approval Date of Accounts 4 July 2019
Sir Sunday Nnamdi Nwosu (Acting Chairman)	**10,873**	10,873	10,873
Mr. Bukola Oluseyi Onajide (Managing Director)	**648,000**	648,000	648,000
Ms. Adeola Adenike Ade Ojo	**-**	-	-
Dr. Adewale Olawoyin, SAN	**-**	-	-
Mr. Akin Ajayi	**50,000**	50,000	50,000
Alhaji Ali Safiyanu Madugu, mni	**-**	-	-
Mrs. Folasade Oluwatoyin Ogunde	**-**	-	-
Indirect Interest:			
Ms Adeola Adenike Ade Ojo (through Classic Motors)	**97,200,000**	97,200,000	97,200,000

Alternate Director:
Mrs. Aderemi Oluwatosin Akinsete-Chidi served as alternate to Ms. Adeola Ade Ojo during the year ended 31 December 2018.

Directors' interest in contracts
In accordance with section 277 of the Companies and Allied Matters Act, 1990 none of the Directors has notified the Company of any declarable interests in contracts with the Company.

Re-election of directors
In accordance with Section 259 of the Companies and Allied Matters Act, 1990, Mr. Akin Ajayi and Alhaji Ali Safiyanu Madugu, mni retire by rotation and being eligible offer themselves for re-election.

Independent Non-Executive Directors:
"Three Independent Non-Executive Directors namely Sir Sunday Nnamdi Nwosu, Alhaji Ali Safiyanu Madugu, mni and Mrs. Folasade Oluwatoyin Ogunde served on the Board of the company during the year ended 31 December 2018. The independence of these Directors were ascertained in accordance with the provisions of the Nigerian Code of Corporate Governance 2018 which requires the Board to annually ascertain and confirm the continued independence of each Independent Non-Executive Director of the company.
An Independent Non-Executive Director is required by the Code to represent a strong independent voice on the Board, be independent in character and judgment and accordingly be free from such relationships or circumstances with the Company, its management, or substantial shareholders as may, or appear to, impair his or her ability to make independent judgment."

Diversity on the Board
The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance. The composition of the Board is based on a number of considerations which include but are not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All Board appointments are based on merit, and candidates are considered against objective criteria, having due regard for the benefits of diversity on the Board.

Frequency of Meetings
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 2018.

	Board of Directors	Audit Committee	Business Strategy Committee	Finance & Risks Management Committee	Governance Committee
Number of Meetings held in the year	7	4	-	1	-
Sir S.N. Nwosu	7	N/A	N/A	N/A	N/A
Mr. B.O. Onajide	7	N/A	-	1	N/A
Ms. A.A. Ade Ojo	7	N/A	N/A	1	-
Mr. Akin Ajayi	7	4	-	1	N/A
Dr. Adewale Olawoyin, SAN	3	2	-	N/A	-
Alhaji A.S Madugu, MNI	5	4	-	N/A	-
Mrs. Folasade Ogunde	7	N/A	-	1	N/A

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

The table below shows the dates that the meetings of the Board of Directors, Board Committees and the statutory Audit Committee of the company were held during the year ended 31 December 2018.

Dates of meetings

Board of Directors	Audit Committee	Business Strategy Committee	Finance & Risks Management Committee	Governance Committee
26.01.2018	26.01.2018	Nil	05.12.2018	Nil
26.02.2018	28.03.2018	-	-	-
29.03.2018	09.07.2018	-	-	-
09.07.2018	16.10.2018	-	-	-
22.07.2018	-	-	-	-
16.10.2018	-	-	-	-
29.11.2018	-	-	-	-

Beneficial ownership

According to the Register of Members as at 31 December 2018, the following shareholders held more than 5% of the issued share capital of the Company.

	Number of Ordinary Shares of 50k each			
	2018	**2018**	**2017**	**2017**
		%		%
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	**739,220,332**	62.84	739,220,332	62.84
	1,176,352,056	100.00	1,176,352,056	100.00

The analysis of distribution of shares of the Company as at 31 December 2018 was as follows:

Shareholding between:	Number of Shareholders	% of Shareholders	Number of Shares	% of Shares
1-100	677	1.56	39,132	0.00
101-500	2,760	6.36	817,873	0.07
501-1000	7,777	17.93	7,047,439	0.60
1001-1500	1,791	4.13	2,213,902	0.19
1,501-2,500	9,244	21.32	17,112,388	1.45
2,501-5,000	6,716	15.49	22,866,342	1.94
5,001-7,500	2,326	5.36	14,242,185	1.21
7,501-10,000	6,118	14.11	48,395,137	4.11
10,001-100,000	5,251	12.11	136,789,719	11.63
100,001-1,000,000	632	1.46	160,210,946	13.61
100,001 and above	74	0.17	766,616,993	65.17
	43,366	**100**	**1,176,352,056**	**100**

Free Float

The free float of the company is in full compliance with the minimum free float requirements of the Nigerian Stock Exchange for the Main Board. The free float analysis of the issued and paid-up share capital of the company as at December 31, 2018 and July 4, 2019 when the consolidated financial statements for the year ended 31st December, 2018 were approved is as follows:

	No. of ordinary shares held as at 4 July 2019	% of ordinary shares held as at 4 July 2019	No. of ordinary shares held as at 31 December 2018	% of ordinary shares held as at 31 December 2018	% of ordinary shares held as at 31 December 2017
Strategic Shareholding	487,516,737	41.4	487,516,737	41.4	41.4
Director's Direct Shareholding	708,873	0.1	708,873	0.1	0.1
Staff Schemes	13,255,923	1.1	13,255,923	1.1	1.1
Free Float	674,870,523	57.4	674,870,523	57.4	57.4
Total	1,176,352,056	100	1,176,352,056	100	100

Donations

The Group donated N550,000 (2017: N200,000) to the following charitable institutions during the year:
Port-Harcourt Youth Association - N300,000
Nigeria Armed Forces Resettlement - N50,000
National Association of Polytechnic Students - N200,000

Subsequent events

There were no significant subsequent events which could have had a material effect on the Group's and the Company's financial position as at 31 December 2018 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 and Toyota Material Handling International NV 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:

	Authorised Share Capital		Issued and Fully Paid Up		
Year	**Increase**	**Cumulative**	**Increase**	**Cumulative**	**Consideration**
	'000	**'000**	**N'000**	**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
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 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 continues and that appropriate training is arranged. It is the policy of the Group 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 invests its resources to ensure that the hygiene of its premises is of the highest standard. To this end, the Group 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 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. The Group 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 16 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 (Chairman)
Mr. Kenneth Nnabike Nwosu
Mr. Samuel Sunday Adebayo
Alhaji Ali Safiyanu Madugu, MNI
Dr. Adewale Olawoyin, SAN
Mr. Adeniyi Araunsi Adebisi

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

Corporate governance

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

During the year under review, the Group was managed by a Board of seven Directors consisting of six 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	Akin Ajayi	Chairman
	B.O. Onajide	Member
	Dr. A. Olawoyin	Member
	Alhaji A.S. Madugu	Member
	Mrs. F.O. Ogunde	Member
Governance	Dr. A. Olawoyin	Chairman
	Ms. A.A. Ade-Ojo	Member
	Alhaji A.S. Madugu	Member
Finance & Risks Management	Mrs. F.O. Ogunde	Chairman
	B.O. Onajide	Member
	Akin Ajayi	Member
	Ms. A.A. Ade Ojo	Member

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. The company has also commenced the early application of the Nigerian Code of Corporate Governance 2018.

Complaints Management Framework
The company has a Complaints Management Policy to handle and resolve complaints from shareholders, customers, business associates, employees, members of the public and other stakeholders. The details of the policy are hosted on the company's website.

Whistle Blowing Policy
The company also has a Whistle Blowing Policy which governs the procedure and provides for a confidential channel by which employees, customers and other members of the public might report any concerns about wrongdoing or improper conduct within the company to the Board of Directors or the Audit Committee. Reports by Whistle Blowers can be made in writing by email and addressed to whistleblowing@rtbriscoe.com or the personal emails of the Chairmen of the Committees as follows:

Chairman, Governance Committee	-	wolawoyin@olawoyin.com
Chairman, Audit Committee	-	akinajayi1@yahoo.com
Chairman, Finance and Risk Management Committee	-	sadeogunde@yahoo.com

Reports can also be made verbally either through telephone or in person. The following telephone lines should be used:

08056232586	-	(Chairman, Corporate Governance Committee)
08023037318	-	(Chairman, Audit Committee)
09092154179	-	(Chairman, Finance & Risks Management Committee)

The details of the policy are hosted on the company's website.

Securities Trading Policy
The Board has a Securities Trading Policy which is applicable to all employees, directors, audit committee members and connected employees of auditors, consultants and contractors of the company and its subsidiaries. The terms of the policy are no less exacting than the standard set in the Listing Rules of The Nigerian Stock Exchange. A copy of the policy is on the company's website.

Independent Auditor
Messrs. KPMG Professional Services resigned their appointment as the External Auditors of the company with effect from March 1, 2019 and Messrs. PKF Professional Services were appointed by the Board to fill the casual vacancy created by the resignation and hold office until the conclusion of the next Annual General Meeting. A Resolution with special notice will be proposed at the next Annual General Meeting for the appointment of Messrs. PKF Professional Services as the External Auditors of the company in accordance with Section 364 of the Companies and Allied Matters Act, CAP C20, LFN 2004. A resolution will also be proposed authorising the Directors to determine their remuneration.

BY ORDER OF THE BOARD

Olukayode Adeoluwa
(FRC/2013/NBA/00000002108)

Olukayode Adeoluwa & Co.
Company Secretary
18, Fatai Atere Way, Matori
Lagos, Nigeria

Dated: 4 July 2019

Statement of Directors' Responsibilities in Relation to The Financial Statements

For the year ended 31 December 2018

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, Cap C.20, Laws of the Federation of Nigeria, 2004 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, Cap C.20, Laws of the Federation of Nigeria, 2004 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:

Sir Sunday N. Nwosu (Acting Chairman)
FRC/2014/IODN/00000006788

Dated: 4 July 2019

Mr. Oluseyi Onajide
FRC/2013/ICAN/00000002194

Dated: 4 July 2019

Report of the Audit Committee

For the year ended 31 December 2018

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 as well as the Financial Reporting Council of Nigeria, 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 fair and objective 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 November 29, 2018; 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 4th day of July 2019

Mr. Akin Ajayi
FRC/2013/MULTI/00000004485
Chairman

Members:
Mr. Akin Ajayi
Mr. Kenneth Nnabike Nwosu
Mr. Samuel Sunday Adebayo
Mr. Adeniyi Araunsi Adebisi
Dr. Adewale Olawoyin, SAN

Independent Auditor's Report

Independent Auditor's Report
To the Shareholders of R.T. Briscoe (Nigeria) Plc
Report on the audit of the consolidated and separate financial statements

Opinion

We have audited the consolidated and separate 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 at 31 December 2018, and the consolidated and separate statements of profit or loss and other comprehensive income, consolidated and separate statements of changes in equity and consolidated and separate statements of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion, the accompanying consolidated and separate financial statements present fairly, in all material respects, the consolidated and separate financial position of the Company and its subsidiaries as at 31 December 2018, and of its consolidated and separate financial performance and its consolidated and separate cash flows for the year then ended in accordance with International Financial Reporting Standards (IFRSs) in compliance with Financial Reporting Council of Nigeria Act, No. 6, 2011 and with the requirements of the Companies and Allied Matters Act, Cap C.20, Laws of the Federation of Nigeria, 2004.

Basis of opinion

"We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the consolidated and separate Financial Statements section of our report. We are independent of the Group and Company in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (IESBA Code) together with the ethical requirements that are relevant to our audit of the consolidated and separate financial statements in Nigeria and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated and separate financial statements of the current period. These matters were addressed in the context of our audit of the consolidated and separate financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. The key audit matters below relates to the audit of the consolidated and separate financial statements.

Key Audit Matter	How the matter was addressed in the audit
a) Revenue recognition Revenue is an important measure and it impacts most of the key performance indicators on which the Company and its Directors are assessed. The significance makes revenue a matter of focus in our audit. *Refer to significant accounting policies (Note 4.11) and revenue on (Note 8) of the financial statements.*	The following audit procedures were performed among others: - We evaluated the design and implementation and the operating effectiveness of manual internal controls over the approval of goods and services rendered. - For sale of vehicle and services rendered to customers during the year, we compared, on a sample basis, postings into revenue ledger to appropriate basis such as delivery way bills acknowledged by customers.

	- We tested the accuracy of a sample of manual journal entries relating to revenue by checking them to supporting documentation, such as approved credit notes to customers with respect to sales returns. - We assessed the postings in sales ledger subsequent to year end to understand the basis of any significant/unusual credit notes - We tested whether revenue transactions occurring both prior and post the year end date were recognized in the correct period.
b) Impairment of trade receivables During the year, The Group adopted IFRS 9 Financial Instruments which became effective 1 January 2018. For the Group, the key change arising from adoption of IFRS 9 was that the Group's impairment losses on trade and other receivables are now based on Expected Credit Loss (ECL) model rather than an incurred loss model under IAS 39. *Refer to significant accounting policies (Note 2.1(a)), trade and other receivables (Note 23) and transition disclosures (Note 41) of the financial statements.* The ECL model involves the application of considerable level of judgement and estimation in determining inputs which are derived from historical records obtained within and outside the Group into a complex financial model. The Group considered the following in determining the inputs for the ECL model: - determining criteria for assigning Probability of Default rates (PD Rates); - assessing the relationship between the quantitative factors such as default and qualitative factors such as macro-economic variables; - The Group incorporates forward looking information in the model building process; - factors incorporated in determining the Probability of Default (PD); - factors considered in cash flow estimation including rate of recovery from customers.	We focused our testing of impairment on financial assets on the assumptions of management and in line with IFRS 9. Our procedures included the followings with respect to the periods 1 January 2018 and 31 December 2018: - We assessed and tested the design and operating effectiveness of the controls over impairment determination process. - Key controls tested include the recoverability of the receivables that had been long overdue. - Evaluate whether the model used to calculate the recoverable amount complied with the requirements of IFRS 9 and it is in agreement with our understanding of the business and the industry in which R.T. Briscoe operates.

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Emphasis of matter
Material Uncertainty Related to Going Concern
Without qualifying our opinion, we draw attention to Note 2.3 in the consolidated and separate financial statements which indicates that the Group and Company incurred losses of N2.2 billion respectively for the year ended 31 December 2018 (2017 : N3.2 billion) and as of that date, the Group's current liabilities exceeded its current assets by N13.4 billion (2017 : N11.3 billion) and the Company by N13.6 billion (2017: N11.5 billion), while its total liabilities exceeded its total assets by N8.2 billion (2017: N6.0 billion) and the Company by N8.6 billion (2017: N6.5 billion). As a result of the losses incurred over the years, the shareholders' fund has been totally eroded to the tune of N8.2 billion and N8.6 billion deficit as at 31 December 2018 for the Group and Company respectively. These conditions, along with other matters set forth on the same Note 2.3, indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern.

Other Matters
We draw your attention to the matter stated below:

- The financial statements of R.T. Briscoe (Nigeria) Plc for the year ended 31 December 2017, was audited by another auditor who expressed a modified opinion on those statements on 6 September 2018 due to going concern uncertainty and failure to secure funding to settle its outstanding obligations and to finance its working capital requirements.

- We have reviewed the current situation and provides an update in Note 2.3.

Other Information
The directors are responsible for the other information. The other information comprises the Chairman's Statement, Directors' Report; Audit Committee's Report, Corporate Governance Report and Company Secretary's report which is expected to be made available to us after that date. The other information does not include the consolidated and separate financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated and separate financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated and separate financial statements or our knowledge obtained in the audit, or otherwise appeared to be materially misstated.

If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Directors and Those Charged with Governance for the Consolidated and Separate Financial Statements
The directors are responsible for the preparation and fair presentation of the consolidated and separate financial statements in accordance with International Financial Reporting Standard in compliance with the Financial Reporting Council of Nigeria Act, No 6, 2011 and the requirements of the Companies and Allied Matters Act, CAP C20, LFN 2004,and for such internal control as the directors determine is necessary to enable the preparation of consolidated and separate financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

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

Auditor's Responsibilities for the Audit of the Consolidated and Separate Financial Statements

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

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

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

- Conclude on the appropriateness of the director's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated and separate financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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From the matters communicated with the Audit Committee, we determine those matters that were of most significance in the audit of the consolidated and separate financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements
Compliance with the requirements of Schedule 6 of the Companies and Allied Matters Act, Cap C.20, Laws of the Federation of Nigeria, 2004.

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

Najeeb A. Abdussalaam, FCA
FRC/2013/ICAN 00000000753
For: **PKF Professional Services**
Chartered Accountants
Lagos, Nigeria

Dated: 9 August 2019

Consolidated and Separate Statements of Financial Position

At 31 December 2018

		The Group		The Company	
		2018	2017	2018	2017
	Notes	N'000	N'000	N'000	N'000
Assets					
Non-current assets					
Property, plant and equipment	17	4,525,257	4,545,160	4,516,579	4,536,475
Investment property	26	350,845	355,622	-	-
Intangible assets	18	2,038	3,275	-	-
Other receivables	23	426,178	381,773	383,618	381,773
Investment in subsidiary	21	-	-	156,576	160,576
		5,304,318	5,285,830	5,056,773	5,078,824
Current assets					
Inventories	22	863,930	923,989	588,617	853,383
Trade and other receivables	23	958,159	770,149	1,040,184	705,661
Other financial assets	20	140,725	140,000	140,725	140,000
Other current assets	24	59,376	49,443	48,227	43,871
Cash and cash equivalents	25	399,777	443,063	232,058	211,891
		2,421,967	2,326,644	2,049,811	1,954,806
Total assets		7,726,285	7,612,474	7,106,584	7,033,630
Current liabilities					
Trade and other payables	32	1,471,972	1,857,841	1,289,150	1,732,177
Current borrowings	33	-	4,697,960	-	4,697,960
Current tax payable	15.3	67,347	67,026	39,894	38,343
Bank overdraft	25	14,325,310	6,991,169	14,325,310	6,991,169
		15,864,629	13,613,996	**15,654,354**	13,459,649
Net current liabilities		(13,442,662)	(11,287,352)	(13,604,543)	(11,504,843)
Non-current liabilities					
Defined benefit plan	31	56,088	40,065	56,088	40,065
Deferred tax liability	15.4	1,642	2,143	-	-
Total non-current liabilities		57,730	42,208	56,088	40,065
Net liabilities		**(8,196,074)**	**(6,043,730)**	**(8,603,858)**	**(6,466,084)**
Equity					
Share capital	27	588,177	588,177	588,177	588,177
Share premium	28	409,862	409,862	409,862	409,862
Revaluation reserves	29	2,864,778	2,864,778	2,864,778	2,864,778
Sustained loss	30	(12,058,891)	(9,906,547)	(12,466,675)	(10,328,901)
Equity attributable to equity holder of the parent		**(8,196,074)**	(6,043,730)	**(8,603,858)**	(6,466,084)
Total equity		**(8,196,074)**	(6,043,730)	**(8,603,858)**	(6,466,084)

These consolidated and separate financial statements were approved by the Board of Directors on **4 July 2019** and signed on its behalf by:

Sir. Sunday Nnamdi Nwosu	**Mr. Oluseyi Onajide**	**Mr. Jubril Adetokunbo Shittu**
FRC/2014/IODN/00000006788	FRC/2013/ICAN/00000002194	FRC/2013/ICAN/00000000728
Ag. Chairman	Managing Director	Ag. Chief Financial Officer

The accompanying explanatory notes and statement of significant accounting policies form an integral part of these consolidated and separate financial statements.

Consolidated and Separate Statements of Profit or Loss and Other Comprehensive Income

For the year ended 31 December 2018

		The Group		The Company	
		2018	2017	2018	2017
	Notes	N'000	N'000	N'000	N'000
Continuing operations					
Revenue	8	**5,182,459**	4,376,859	**4,594,287**	3,882,611
Cost of sales	9	**(3,724,908)**	(3,405,396)	**(3,383,442)**	(3,153,801)
Gross profit		**1,457,551**	971,463	**1,210,845**	728,810
Other income	10	**153,817**	120,125	**144,316**	118,699
Distribution costs	11	**(258,676)**	(187,685)	**(247,799)**	(157,307)
Administrative expenses	12.2	**(1,252,416)**	(1,334,698)	**(1,038,354)**	(1,169,985)
Operating profit/ (loss)		**100,276**	(430,795)	**69,008**	(479,783)
Finance income	13.1	**16,122**	29,054	**51,150**	62,443
Finance costs	13.2	**(2,310,578)**	(2,760,746)	**(2,310,578)**	(2,760,746)
Investment income	13.3	**25,335**	25,335	**25,335**	25,335
Loss before taxation		**(2,168,845)**	(3,137,152)	**(2,165,085)**	(3,152,751)
Income tax expense	15.1	**(19,921)**	(23,390)	**(11,796)**	(8,497)
Loss for the year from continuing operations		**(2,188,766)**	(3,160,542)	**(2,176,881)**	(3,161,248)
Other comprehensive income Items that will not be reclassified subsequently to profit or loss:					
Remeasurement (loss)/gain on defined benefit plans	31.3	**(20,868)**	64,495	**(20,868)**	64,495
Other comprehensive (loss)/ income for the year		**(20,868)**	64,495	**(20,868)**	64,495
Total comprehensive loss for the year		**(2,209,634)**	(3,096,047)	**(2,197,749)**	(3,096,753)
Total loss attributable to:					
Equity holders of the parent		**(2,188,766)**	(3,160,542)	**(2,176,881)**	(3,161,248)
		(2,188,766)	(3,160,542)	**(2,176,881)**	(3,161,248)
Total comprehensive (loss)/ income attributable to:					
Equity holders of the parent		**(2,209,634)**	(3,096,047)	**(2,197,749)**	(3,096,753)
Loss for the year		**(2,209,634)**	(3,096,047)	**(2,197,749)**	(3,096,753)
Loss per share from continuing operations:					
Basic/diluted loss per share (Naira)	16	**(1.86)**	(2.69)	**(1.85)**	(2.69)

The accompanying explanatory notes and statement of significant accounting policies form an integral part of these consolidated and separate financial statements.

Consolidated Statement of Changes in Equity

For the year ended 31 December 2018

	Issued share capital N'000	Share premuim N'000	Retained earnings N'000	Revaluation reserves N'000	Total N'000	Non controlling interest N'000	Total equity N'000
The Group							
Attributable to equity holders of the Group							
At 1 January 2017	588,177	409,862	(6,810,500)	2,864,778	(2,947,683)	-	(2,947,683)
Loss for the year	-	-	(3,160,542)	-	(3,160,542)	-	(3,160,542)
Other comprehensive income	-	-	64,495	-	64,495	-	64,495
Total comprehensive loss	-	-	(3,096,047)	-	(3,096,047)	-	(3,096,047)
At 31 December 2017	588,177	409,862	(9,906,547)	2,864,778	(6,043,730)	-	(6,043,730)
At 1 January 2018	588,177	409,862	(9,906,547)	2,864,778	(6,043,730)	-	(6,043,730)
Impact of IFRS 9 adoption	-	-	57,290	-	57,290	-	57,290
Restated opening balance under IFRS 9	588,177	409,862	(9,849,257)	2,864,778	(5,986,440)	-	(5,986,440)
Loss for the year	**-**	**-**	**(2,188,766)**	**-**	**(2,188,766)**	**-**	**(2,188,766)**
Other comprehensive income	**-**	**-**	**(20,868)**	**-**	**(20,868)**	**-**	**(20,868)**
Total comprehensive loss	**-**	**-**	**(2,209,634)**	**-**	**(2,209,634)**	**-**	**(2,209,634)**
At 31 December 2018	**588,177**	**409,862**	**(12,058,891)**	**2,864,778**	**(8,196,074)**	**-**	**(8,196,074)**

The accompanying explanatory notes and statement of significant accounting policies form an integral part of these consolidated and separate financial statements.

Consolidated Statement of Changes in Equity

For the year ended 31 December 2018

	Issued share capital N'000	Share premuim N'000	Retained earnings N'000	Revaluation reserves N'000	Total equity N'000
The Company					
Attributable to equity holders of the Company					
At 1 January 2017	588,177	409,862	(7,232,148)	2,864,778	(3,369,331)
Loss for the year	-	-	(3,161,248)	-	(3,161,248)
Other comprehensive income	-	-	64,495	-	64,495
Total comprehensive loss	-	-	(3,096,753)	-	(3,096,753)
At 31 December 2017	588,177	409,862	(10,328,900)	2,864,778	(6,466,084)
At 1 January 2018	**588,177**	**409,862**	**(10,328,900)**	**2,864,778**	**(6,466,084)**
Impact of IFRS 9 adoption	**-**	**-**	**59,975**	**-**	**59,975**
Restated opening balance under IFRS 9	**588,177**	**409,862**	**(10,268,925)**	**2,864,778**	**(6,406,109)**
Loss for the year	**-**	**-**	**(2,176,881)**	**-**	**(2,176,881)**
Other comprehensive income	**-**	**-**	**(20,868)**	**-**	**(20,868)**
Total comprehensive loss	**-**	**-**	**(2,197,749)**	**-**	**(2,197,749)**
At 31 December 2018	**588,177**	**409,862**	**(12,466,674)**	**2,864,778**	**(8,603,858)**

The accompanying explanatory notes and statement of significant accounting policies form an integral part of these consolidated and separate financial statements.

Consolidated and Separate Statements of Cash Flows

For the year ended 31 December 2018

		The Group		The Company	
	Notes	2018 N'000	2017 N'000	2018 N'000	2017 N'000
Cash flows from operating activities					
Loss for the year		**(2,188,766)**	(3,160,542)	**(2,176,881)**	(3,161,252)
Adjustment for:					
Depreciation of property, plant and equipment	17	**56,674**	101,722	**48,204**	95,239
Interest income	13.1	**(16,122)**	(29,054)	**(51,150)**	(62,443)
Income from investment	13.3	**(25,335)**	(25,335)	**(25,335)**	(25,335)
Interest on loan		**649**	571,499	**649**	571,499
Foreign exchange (loss)/gain		**5,729**	(36,306)	**(7,712)**	(36,306)
Impairment of goodwill		**-**	33,999	**-**	-
Adjustment to property, plant and equipment		**1,222**	-	**2,329**	-
Profit on disposal of property, plant and equipment	10	**(948)**	(7,170)	**(948)**	(7,170)
Employee benefit plan charge		**4,722**	(10,330)	**4,722**	(10,330)
Depreciation of Investment properties		**4,777**	-	**-**	-
Amortisation of Intangible assets		**1,237**	3,396	**-**	2,284
Income tax	15	**19,921**	23,390	**11,796**	8,497
		(2,136,240)	(2,534,731)	**(2,194,326)**	(2,625,317)
Changes in:					
Decrease in inventories		**60,059**	890,919	**264,766**	495,756
Increase/(decrease) in trade and other receivables*		**(130,720)**	154,999	**(274,548)**	646,655
Increase in other receivables		**(44,405)**	(135,659)	**(1,845)**	(135,659)
Increase/(decrease) in other current assets		**(9,933)**	18,355	**(4,356)**	5,050
(Decrease)/increase in current borrowings		**(4,598,261)**	1,301,565	**(4,598,261)**	1,301,565
(Decrease)/increase in trade and other payables		**(390,846)**	353,913	**(434,673)**	408,165
Adjustment for other investment		**(725)**	-	**(725)**	-
Adjustment for investment in subsidiary		**-**	-	**4,000**	-
Transfer of property, plant and equipment		**-**	-	**6,859**	-
		(7,251,071)	49,361	**(7,233,109)**	96,215
Income taxes paid	15.3	**(20,101)**	(62,638)	**(10,245)**	-
Net cash generated from operating activities		**(7,271,172)**	(13,277)	**(7,243,354)**	96,215
Purchase of property plant and equipment	17	**(37,993)**	(51,912)	**(37,496)**	(51,663)
Purchase of intangible assets		**-**	(2,718)	**-**	-
Income from investment	13	**25,335**	25,335	**25,335**	25,335
Benefit paid	31	**(9,567)**	(11,839)	**(9,567)**	(11,839)
Proceeds from sale of property, plant and equipment		**948**	7,170	**948**	7,170
Net cash generated from investing activities		**(21,277)**	(33,964)	**(20,780)**	(30,997)
Interest on loan	13.2	**(649)**	(571,499)	**(649)**	(571,499)
Interest income	13.1	**16,122**	29,054	**51,150**	18,978
Repayments of borrowing		**(99,699)**	(942,227)	**(99,699)**	(942,227)
Dividend paid		**-**	(4,093)	**-**	(4,093)
Net Cash used in financing activities		**(84,226)**	(1,488,765)	**(49,198)**	(1,498,841)
Effect of exchange rate changes on cash and cash equivalents		**(752)**	-	**(642)**	-
Net (decrease)/increase in cash and cash equivalents		**(7,377,427)**	(1,536,006)	**(7,313,974)**	(1,433,623)
Cash and cash equivalents at 1 January		**(6,548,106)**	(5,012,100)	**(6,779,278)**	(5,345,655)
Cash and cash equivalents at 31 December	25	**(13,925,533)**	(6,548,106)	**(14,093,252)**	(6,779,278)

*** Effect of IFRS 9 adoption have been adjusted for in the movement in trade and other receivables.**

The accompanying explanatory notes and statement of significant accounting policies form an integral part of these consolidated and separate financial statements.

Notes to the Financial Statements

For the year ended 31 December 2018

1. The reporting entity

1.1. Legal form

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').

1.2. Principal activity

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

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standard (IFRSs) as issued by the International Accounting Standard Board (IASB), with the requirements of the Companies and Allied Matter Act, CAP C20 LFN 2004 and in compliance with the Financial Reporting Council of Nigeria Act, No 6, 2011.

2.1. Changes in accounting policies and disclosures

New and amended standards and interpretations

In these financial statements, the Group has applied IFRS 9, IFRS 7R (Revised) and IFRS 15, effective for annual periods beginning on or after 1 January 2018, for the first time. The Group has not adopted early any other standard, interpretation or amendment that has been issued but is not yet effective.

Several other amendments and interpretations apply for the first time in 2018, but do not have an impact on the financial statements of the Group.

a. IFRS 9 - Financial instruments: Impact on adoption

The Group has adopted IFRS 9 as issued by the IASB in July 2014 with a date of transition of 1 January 2018, which resulted in changes in accounting policies and adjustments to the amounts previously recognised in the financial statements. The Group did not adopt any earlier versions of IFRS 9 in previous periods. IFRS 9 replaces IAS 39 for annual periods on or after 1 January 2018.Although, there are no significant impact from the adoption of the IFRS 9 in relation to the changes to the impairment calculation because the company does not carry material financial assets except for trade receivables.

As permitted by the transitional provisions of IFRS 9, differences arising from the adoption of IFRS 9 have been recognised directly in retained earnings as of 1 January 2018 and are disclosed in Note 41 (i.e. Transition disclosures).

Changes to classification and measurement

To determine their classification and measurement category, IFRS 9 requires all financial assets, except equity instruments and derivatives, to be assessed based on a combination of the entity's business model for managing the assets and the instruments' contractual cash flow characteristics.

The IAS 39 measurement categories of financial assets (fair value through profit or loss (FVPL), available for sale (AFS), held-to-maturity and loans and receivable have been replaced by:

- Debt instruments at amortised cost
- Debt instruments at fair value through other comprehensive income (FVOCI), with gains or losses recycled to profit or loss on derecognition
- Equity instruments at FVOCI, with no recycling of gains or losses to profit or loss on derecognition
- Financial assets FVPL

The accounting for financial liabilities remains largely the same as it was under IAS 39.
The quantitative impact of applying IFRS 9 as at 1 January 2018 is disclosed in Note 41.

Changes to the impairment calculation

The adoption of IFRS 9 has changed the Group's accounting for trade receivables loss impairments by replacing IAS 39's incurred loss approach with a forward-looking expected credit loss (ECL) approach. IFRS 9 requires the Group to record an allowance for ECLs for all trade receivables and/or other debt financial assets not held at FVPL. The allowance is based on the ECLs associated with the probability of default in the next twelve months unless there has been a significant increase in credit risk since origination. If the financial asset meets the definition of purchased or originated credit impaired (POCI), the allowance is based on the change in the ECLs over the life of the asset.

Details of the Group's impairment method are disclosed in Note 41. The quantitative impact of applying IFRS 9 as at 1 January 2018 is disclosed in Note 41 (i.e. Transition disclosures).

b. IFRS 7 Revised (IFRS 7R)

To reflect the differences between IFRS 9 and IAS 39, IFRS 7 Financial Instruments: Disclosures was updated and the Group has adopted it, together with IFRS 9, for the year beginning 1 January 2018. Changes include transition disclosures as shown in Note 41.

Reconciliations from opening to closing ECL allowances are presented in Notes 41 (Transition disclosures).

c. IFRS 15 Revenue from contracts with customers

The Entity adopted IFRS 15 Revenue from contracts with customers on its effective date of 1 January 2018. IFRS 15 replaces IAS 18 Revenue and establishes a five-step model to account for revenue arising from contracts with customers. It applies to all contracts with customers except leases, financial instruments and insurance contracts. The standard establishes a more systematic approach for revenue measurement and recognition by introducing a five-step model governing revenue recognition.

The five-step model requires the Group to:
i) identify the contract with the customer,
ii) identify each of the performance obligations included in the contract,
iii) determine the amount of consideration in the contract,
iv) allocate the consideration to each of the identified performance obligations and
v) recognise revenue as each performance obligation is satisfied.

There are no significant impacts from the adoption of IFRS 15 in relation to the timing of when the Group recognises revenues or when revenue should be recognised gross as a principal or net as an agent. Revenue recognition for trading income and net investment income are recognised based on requirements of IFRS 9. In addition, guidance on interest and dividend income have been moved from IAS 18 to IFRS 9 without significant changes to the requirements.

2.2. Basis of measurement

The financial statements have been prepared in accordance with the going concern principle under the historical cost convention, except for financial instruments measured at fair value.

The preparation of financial statements in conformity with IFRS requires the use of certain critical accounting estimates, it also requires management to exercise its judgment in the process of applying the Group's accounting policies. Changes in assumptions may have a significant impact on the financial statements in the period the assumptions changed. Management believes that the underlying assumptions are appropriate and therefore the Group's financial statements present the financial position and results fairly.

2.3. Going concern status

The Group and Company incurred losses of N2.2 billion respectively for the year ended 31 December 2018 (2017: N3.2 billion) and as of that date, the Group's current liabilities exceeded its current assets by N13.4 billion (2017: N11.3 billion) and the Company by N13.6 billion (2017: N11.5 billion), while its total liabilities exceeded its total assets by N8.2 billion (2017: N6.0 billion) and the Company by N8.6 billion (2017: N6.5 billion). As a result of the losses incurred over the years, the shareholders' fund has been totally eroded to the tune of N8.2 billion and N8.6 billion deficit as at 31 December 2018 for the Group and Company respectively.

The loss for the year was mainly attributable to finance costs which remain high at N2.3 billion for both Group and Company (2017 : N2.8 billion for the Group and Company), as both group and Company achieved positive operating profits of N100 million and N69 million respectively during the year.

The decline in the Company's revenue over the years contributed to the Company's inability to generate sufficient cash from its operations to settle its obligations, which resulted in:

- Difficulty in meeting its obligations with respect to its import finance/stock replacement finance and overdraft facilities with the Company's bankers.
- Delays in settlement of its obligations to suppliers and other service providers contrary to the terms of agreement.

2.3.1. Suit No. FHC/L/CR/780/2016 (winding up petition between Diamond Bank Plc v. R.T. Briscoe Nigeria Plc)

In 2016, one of the Company's bankers, Diamond Bank Nigeria PLC (DBN) petitioned the Federal High Court Lagos to wind up the Company on the basis that the Company was unable to liquidate and/or offset the various facilities granted to it by the bank.

Simultaneous with the issuance of the petition aforesaid, the Bank applied for (and obtained) an Ex-parte order to restrain the Company from dealing with its properties and /or withdrawing any of its funds with the Bank and other financial institutions in Nigeria.

Upon service of the said order on the it, the Company instructed the law firm of A.B.Sulu-Gambari & Co. to defend its interests and get the Ex-Parte Order vacated on the ground that the Company was servicing its debts till May 2016, a material fact which the Bank failed to disclose to the court in obtaining the order.

The firm applied to court on 22/06/2016 to set aside the Ex-Parte Order of 13/06/2016 as the Bank suppressed material facts in obtaining the said Order. The Application was heard on 08/07/2016 when the court ruled in the Company's favour and set aside the Ex-Parte Order for non-disclosure of material facts amongst others.

The Bank claims it is owed a total sum of N3,339,393,807.59 (Three Billion, Three Hundred and Thirty-Nine Million, Three Hundred and Ninety-Three Thousand, Eight Hundred and Seven Naira Fifty-Nine Kobo) by the Company

Further to the above, other parties including United Bank for Africa, Guaranty Trust Bank, Polaris (Skye) Bank, First Bank, FSDH Merchant Bank and Federal Inland Revenue Service applied to the court as interested parties, alleging to be creditors to the Company for various amounts which are being disputed by the Company.

Petition for Apppointment of Liquidator/Receiver
In 2018, an application was placed before the court by First Bank of Nigeria Limited and Diamond Bank Nigeria PLC (DBN) for the appointment of a provisional liquidator and an Interim Official Receiver respectively. These applications were dismissed as lacking merit by the Federal High Court on 11 June 2018.

Status of the matter as of date
The Bank and the Company have filed their respective final written addresses. When the matter came up in court on 21/01/2019, the Judge informed the parties that he had been transferred to another Judicial Division consequent upon which the matter would start afresh before a new Judge.

The matter commenced before the new Judge and was set down for hearing of the petition and other applications on 04/06/2019, but the Court was unable to sit on the said date.

However, the Bank filed an Application dated 23/05/19 seeking to discontinue the matter in its entirety. Although, the Company's legal team is not opposing the application, but a counter Affidavit on the ground that the proper order the court should make in the circumstances is that of dismissal of the petition and not striking out. The Firm further prayed the court to grant substantial costs of N50million in favour of the Company.

Subsequently, one of the alleged creditors, Polaris Bank (formerly Skye Bank), filed an application dated 03/06/2019 seeking to be substituted as the Bank in place of Diamond Bank.

In response, Diamond Bank filed a counter Affidavit dated 18/06/2019 and Polaris Bank filed its reply on points of law dated 27/06/19.

The matter now stands adjourned to 15/10/2019 for hearing of the petition and pending applications.

2.3.2 Suit No. I.D./3761/2018 (GTB Plc v. R.T. Briscoe Nigeria Limited)
Guaranty Trust Bank Plc ("GTBank") seeks to recover principally the sum of N185,274,562.54 (One Hundred and Eighty-Five Million ,Two hundred and Seventy Four Thousand, Five Hundred and Sixty Two Naira, Fifty-Four Kobo) from R.T. Briscoe Nigeria Limited ("the Company"). In response, the Company has filed a complete Defence against the claim along with a counterclaim against GTBank to recover from GTBank for the sum of N3,096,943,226.00 (Three Billion, Ninety Six Million, Nine Hundred and Forty Three Thousand, Two Hundred and Twenty Six Naira). The case is scheduled for management conference.

2.3.3.The above 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 over the last two years commenced the implementation of a number of measures aimed at returning the Company to profitability and a healthy financial position, some of which has started yielding positive results.

These measures are as follows:

- General restructuring of the Company's operations for greater efficiency and profitability, and positioning the Company and or its subsidiaries to attract potential investors. This has yielded positive results, as the group and the Company made positive operational profits during the current year.

- Downsized the business operations due to the low demand for capital goods with the following measures taken:
  - Reduced importation of foreign products to those already presold or booked.
  - Drastic reduction in overhead costs

- Actively exploring the raising of additional capital of N10billion pursuant to the approval by the shareholders at two separate AGMs in 2014 and subsequently in 2016, which authorized the Board to raise up to N10 billion by way of equity, debt capital or a combination of both to recapitalize the Company. To actualize this, the Directors retained the services of Lead Capital Plc as financial advisers, to identify potential investors and facilitate the recapitalization exercise and the process is ongoing. Recently, the Company also engaged the services of a firm of Investment advisers, with the mandate to assist to raise additional capital to refinance the Company's existing debts, finance start-up of new businesses and enhance working capital. The firm has developed and recommended a rather distinctive Recapitalization Scheme. The scheme involves the institution of a money market fund with a life span of about 12-18 months, where existing shareholders of the Company and other interested investors may subscribe to units of the offer by making single lump sum payments or commit to pay in instalments. A share conversion exercise involving the shares of the Company would subsequently be consummated after the termination of the fund.

- Various forensic examinations have been carried out by the Company on the outstanding Bank facilities to enhance the possibility of challenging excess charges. Discussions are also on-going with the Banks for interest waiver and restructure of the debts in order to pay off from cash generated from the operations.

- Subsequent to the planned recapitalisation, the Company intends to:
  - Expand the non – auto businesses in order to achieve better sales margins.
  - Diversify into other more profitable lines of businesses including the commencement of assembly of motor vehicles and generators.

2.3.4 The Directors believe that the above on-going actions and plans will be successful, and remains 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.

However, if the on going actions and plans as enumerated above did not yield the desired results, the Company may be unable to realise its assets and discharge its liabilities in the normal course of business.

2.4. Functional and presentational currency

The financial statements are presented in Naira, which is the Company's presentational currency. The financial statements are presented in the currency of the primary economic environment in which the Company operates (its functional currency).

3. Summary of Standards and Interpretations effective for the first time

3.1 Amendments effective from annual periods beginning on or after 1 January 2018

a. Amendments to IFRS 15 'Revenue from Contracts with Customers

IFRS 15 provides a single, principles based five step model to be applied to all contracts with customers. The five steps in the model are as follows:

- Identify the contract with the customer;
- Identify the performance obligations in the contract;
- Determine the transaction price;
- Allocate the transaction price to the performance obligations in the contracts;
- Recognize revenue when (or as) the entity satisfies a performance obligation.

Guidance is provided on topics such as the point in which revenue is recognized, accounting for variable consideration, costs of fulfilling and obtaining a contract and various related matters. New disclosures about revenue are also introduced.

Amends IFRS 15 Revenue from Contracts with Customers also clarify three aspects of the standard (identifying performance obligations, principal versus agent considerations, and licensing) and to provide some transition relief for modified contracts and completed contracts.

b. IFRS 9 Financial Instruments

A finalized version of IFRS 9 which contains accounting requirements for financial instruments, replacing IAS 39 Financial Instruments: Recognition and Measurement. The standard contains requirements in the following areas:

- Classification and measurement: Financial assets are classified by reference to the business model within which they are held and their contractual cash flow characteristics. The 2014 version of IFRS 9 introduces a 'fair value through other comprehensive income' category for certain debt instruments. Financial liabilities are classified in a similar manner to under IAS 39; however there are differences in the requirements applying to the measurement of an entity's own credit risk.

- Impairment: The 2014 version of IFRS 9 introduces an 'expected credit loss' model for the measurement of the impairment of financial assets, so it is no longer necessary for a credit event to have occurred before a credit loss is recognized;

- Hedge accounting: Introduces a new hedge accounting model that is designed to be more closely aligned with how entities undertake risk management activities when hedging financial and non-financial risk exposures;

- Derecognition: The requirements for derecognition of financial assets and liabilities are carried forward from IAS 39.

c. Amendments to IAS 40 Investment Property

Amends paragraph 57 to state that an entity shall transfer a property to, or from, investment property when, and only when, there is evidence of a change in use. A change of use occurs if property meets, or ceases to meet, the definition of investment property. A change in management's intentions for the use of a property by itself does not constitute evidence of a change in use. The list of examples of evidence in paragraph 57(a) – (d) is now presented as a non-exhaustive list of examples instead of the previous exhaustive list.

d. Amendments to IAS 28 Investments in Associates and Joint Ventures

This amendment Clarifies that the election to measure at fair value through profit or loss an investment in an associate or a joint venture that is held by an entity that is a venture capital organization, or other qualifying entity, is available for each investment in an associate or joint venture on an investment by investment basis, upon initial recognition.

3.2. Standards and interpretations issued/amended but not yet effective

At the date of authorisation of these financial statements the following standards, amendments to existing standards and interpretations were in issue, but not yet effective: This includes:

3.2.1 Amendments effective from annual periods beginning on or after 1 January 2019

a. IFRS 16 'Leases'

Effective for an annual periods beginning on or after 1 January 2019.

- New standard that introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. A lessee is required to recognise a right-of-use asset representing its right to use the underlying leased asset and a lease liability representing its obligation to make lease payments. A lessee measures right-of-use assets similarly to other non-financial assets (such as property, plant and equipment) and lease liabilities similarly to other financial liabilities. As a consequence, a lessee recognises depreciation of the right-of-use asset and interest on the lease liability, and also classifies cash repayments of the lease liability into a principal portion and an interest portion and presents them in the statement of cash flows applying IAS 7 Statement of Cash Flows;

- IFRS 16 contains expanded disclosure requirements for lessees. Lessees will need to apply judgement in deciding upon the information to disclose to meet the objective of providing a basis for users of financial statements to assess the effect that leases have on the financial position, financial performance and cash flows of the lessee;

- IFRS 16 substantially carries forward the lessor accounting requirements in IAS 17. Accordingly, a lessor continues to classify its leases as operating leases or finance leases, and to account for those two types of leases differently;

- IFRS 16 also requires enhanced disclosures to be provided by lessors that will improve information disclosed about a lessor's risk exposure, particularly to residual value risk;

- IFRS 16 supersedes the following Standards and Interpretations:
  a) IAS 17 Leases;
  b) IFRIC 4 Determining whether an Arrangement contains a Lease;
  c) SIC-15 Operating Leases—Incentives; and
  d) SIC-27 Evaluating the Substance of Transactions Involving the Legal Form of a Lease.

3.2.2 New standards, amendments and interpretations issued but without an effective date

At the date of authorisation of these financial statements the following standards, amendments to existing standards and interpretations were in issue, but without an effective date: These include:

a. Amendments to IFRS 9 Financial Instruments

IFRS 9 introduces new requirements for classifying and measuring financial assets, as follows:

- Debt instruments meeting both a 'business model' test and a 'cash flow characteristics' test are measured at amortised cost (the use of fair value is optional in some limited circumstances);

- Investments in equity instruments can be designated as 'fair value through other comprehensive income' with only dividends being recognized in profit or loss;

- All other instruments (including all derivatives) are measured at fair value with changes recognized in the profit or loss;

- The concept of 'embedded derivatives' does not apply to financial assets within the scope of the Standard and the entire instrument must be classified and measured in accordance with the above guidelines.

Also a revised version of IFRS 9 incorporating requirements for the classification and measurement of financial liabilities, and carrying over the existing derecognition requirements from IAS 39 Financial Instruments: Recognition and Measurement.

The revised financial liability provisions maintain the existing amortised cost measurement basis for most liabilities. New requirements apply where an entity chooses to measure a liability at fair value through profit or loss in these cases, the portion of the change in fair value related to changes in the entity's own credit risk is presented in other comprehensive income rather than within profit or loss.

4. Summary of significant accounting policies

The significant accounting policies set out below have been applied consistently to all years presented in these consolidated financial statements, unless otherwise stated.

4.1. 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

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. 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.

4.2. 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.

4.3. 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.

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. Cash and cash equivalents are measured at amortised cost.

4.4. 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.

4.5. 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.

(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	-	Unlimited
Buildings	-	100 years
Plant & Machinery, Furniture & Fittings	-	6.7 years
I.T Equipment	-	3.3 years
Motor Vehicles	-	4 years

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 is accounted for on a prospective basis.

During the year, the Company reviewed the estimated useful life of its buildings to 100 years as against Leasehold period used in the comparative period, based an assessment carried out by a professional firm of structural engineers on one of its oldest buildings, in conjunction with Lagos State Material Testing Agency. This is also premised on the fact that Leasehold periods for lands upon which the buildings are sitting are considered unlimited. The new estimate has been applied prospectively inline with the provisions of IAS 8.

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 from 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 as appropriate.

4.6. Intangible assets and goodwill

(i) Recognition and measurement

Goodwill represents the excess of the consideration over the fair value of the net identifiable assets of an acquired entity at the date of the acquisition. Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business less accumulated impairment losses, if any.

The excess of the purchase price over the carrying amount of non-controlling interest, when the Group increases its interest in an existing subsidiary, is recognised in equity. Goodwill is tested annually for impairment. Impairment losses on goodwill are not reversed. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash generating units or groups of cash-generating units that are expected to benefit from the business combination.

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

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.

4.7. Investment property

Investment Properties are Properties that are held for long-term rental yields or for capital appreciation or both, that are not occupied by any of the entities within the group. Investment properties are measured at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition of the property. Depreciation is calculated on the depreciable amount, which is the cost of a property, or other amount substituted for the cost, less its residual value. Depreciation is recognised on a straight-line basis over the useful life of the investment property.

Investment properties are derecognised when they have been disposed. If an investment property becomes owner-occupied, it is reclassified as property, plant and equipment. It's carrying value at the date of reclassification becomes its cost for subsequent accounting purposes.

If an item of owner-occupied property becomes an investment property because its use has changed, any difference resulting between the carrying amount and the fair value of this item at the date of transfer is treated in the same way as a revaluation under IAS 16. Any resulting increase in the carrying amount of the property is recognised in profit or loss to the extent that it reverses a previous impairment loss, with any remaining increase recognised in other comprehensive income and increase directly to equity in revaluation surplus within equity. Any resulting decrease in the carrying amount of the property is initially charged in other comprehensive income against any previously recognised revaluation surplus, with any remaining decrease charged to profit or loss.

Where an investment property undergoes a change in use, evidenced by commencement of development with a view to sale, the property is transferred to inventories. A property's deemed cost for subsequent accounting as inventories is it's carrying amount at the date of change in use.

4.8. 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.

4.9. 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.

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.

4.10. 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.

4.11. Employee benefits

(i) Short-term employee benefits

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

(ii) Post employment benefits

(a) Defined contribution plans

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

In line with the provisions of the Pension Reform Act 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) Long Service Award

The Group's instituted 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.

4.12. Revenue

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

i Sale of goods

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

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

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

ii. Rendering of services

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

4.13. 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.

4.14. 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.

4.15. 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.

Current 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.

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:

a. 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.

b. 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.

c. 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

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.

4.16. 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.

4.17. Segment reporting

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

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

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

4.18. 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.

4.19. 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.

4.20. 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.

5. 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 6 (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. For other non-derivative financial liabilities where the impact of discounting is not material, their carrying amounts are fair approximations of their fair values, hence no further fair value disclosures are made.

6. 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	
	2018	2017	2018	2017
	N'000	N'000	N'000	N'000
Trade and other receivables*	**481,875**	499,695	**282,271**	442,619
Cash and bank balances	**399,777**	443,063	**232,058**	211,891
Other investments	**140,725**	140,000	**140,725**	140,000
	1,022,377	1,082,758	**655,054**	794,510

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

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	
	2018	2017	2018	2017
	N'000	N'000	N'000	N'000
Trade receivables	**1,518,227**	1,456,690	**1,200,393**	1,242,439
Staff loans and advance	**27,716**	39,498	**24,396**	38,285
Amounts due from related parties	**-**	12,123	**237,879**	170,511
Other receivables	**2,491,656**	28,201	**2,472,706**	28,201
	4,037,599	1,536,512	**3,935,374**	1,479,436

The ageing of trade and other receivables at the reporting date was:

	Group		Company	
	2018	2017	2018	2017
	N'000	N'000	N'000	N'000
Not past due	**782,303**	1,264,036	**755,303**	1,225,149
Past due 91-180 days	**170,447**	7,995	**150,442**	7,995
Past due 181-360 days	**112,474**	117,059	**77,254**	117,059

Past due above 360 days	**2,972,375**	2,444,726	**2,952,375**	2,419,125
	4,037,599	3,833,816	**3,935,374**	3,769,328

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

	Group		Company	
	2018	**2017**	**2018**	**2017**
	N'000	**N'000**	**N'000**	**N'000**
At 1 January	**2,681,894**	2,714,517	**2,681,894**	2,714,517
Effect of IFRS 9 adoption	**(57,291)**	-	**(59,975)**	-
Provision no longer required	**(92,379)**	(78,427)	**(86,492)**	(78,427)
Addition in the year	**121,038**	45,804	**71,145**	45,804
Inter company transfer during the year	**-**	-	**(95,000)**	-
Balance at 31 December	**2,653,262**	2,681,894	**2,511,572**	2,681,894

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 N141 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.

	Note	Carrying amount N'000	Contractual cash flows N'000	1 year or less N'000	1 to 2 years N'000
Group					
31 December 2018					
Non-derivative financial liabilities					
Trade and other payables*		1,228,131	1,228,131	1,228,131	-
Bank overdrafts	25	14,325,310	14,325,310	14,325,310	-
		15,553,441	15,553,441	15,553,441	-
31 December 2017					
Non-derivative financial liabilities					
Trade and other payables*		1,266,409	1,266,409	1,266,409	-
Loans and borrowings	33	4,697,960	4,697,960	4,697,960	-
Bank overdrafts	25	6,991,169	6,991,169	6,991,169	-
		12,955,538	12,955,538	12,955,538	-
Company					
31 December 2018					
Non-derivative financial liabilities					
Trade and other payables*		1,103,475	1,103,475	1,103,475	-
Loans and borrowings	33	-	-	-	-
Bank overdrafts	25	14,325,310	14,325,310	14,325,310	-
		15,428,785	15,428,785	15,428,785	-
31 December 2017					
Non-derivative financial liabilities					
Trade and other payables*		1,486,556	1,486,556	1,486,556	-
Loans and borrowings	33	4,697,960	4,697,960	4,697,960	-
Bank overdrafts	25	6,991,169	6,991,169	6,991,169	-
		13,175,685	13,175,685	13,175,685	-

*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 is 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 of 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 2018				31 December 2017			
	Euro	**USD**	**JPY**	**GBP**	**Euro**	**USD**	**JPY**	**GBP**
Amounts in thousands								
Trade and other receivables	-	32	-	-	21	23	6	-
Cash and cash equivalents	2	8	4	2	7	30	-	2
Trade and other payables	(25)	(26)	-	-	(254)	(156)	(16,250)	-
Net exposure	**(23)**	**14**	**4**	**2**	**(226)**	**(103)**	**(16,244)**	**2**

The following significant exchange rates applied during the year:

	Average rate		Year end spot rate	
	2018	**2017**	**2018**	**2017**
Euro	410	430	409	366.26
United States Dollars (USD)	368	365	363	305.5
GBP	482	485	458	412.98
JPY	2	2.7	2	2.05

ii. Sensitivity analysis

A reasonable possible strenghtening/ (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.

(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	
	2018	**2017**	**2018**	**2017**
	N'000	**N'000**	**N'000**	**N'000**
Variable rate instruments				
Bank overdrafts	**14,325,310**	6,991,169	**14,325,310**	6,991,169
Fixed rate instruments				
Loans and borrowings	-	4,697,960	-	4,697,960

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.

(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.

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

	Group		Company	
	2018	**2017**	**2018**	**2017**
	N'000	**N'000**	**N'000**	**N'000**
Total liabilities	**15,922,359**	13,656,204	**15,710,442**	13,499,714
Less: Cash and cash equivalents	**(399,777)**	(443,063)	**(232,058)**	(211,891)
Net debt	**15,522,582**	13,213,141	**15,478,384**	13,287,823
Total equity	**(8,196,074)**	(6,043,730)	**(8,603,858)**	(6,466,086)
Debt to adjusted capital ratio	**(2)**	(2)	**(2)**	(2)

Due to the position above, management is exploring various options as detailed in Note 2.3 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.

	Carrying amount		
	Loans and receivables	**Other financial liabilities**	**Total**
	N'000	**N'000**	**N'000**
Group			
31 December 2018			
Financial assets not measured at fair value			
Trade and other receivables	481,875	-	**481,875**
Other financial assets	140,725	-	**140,725**
Cash and cash equivalents	399,777	-	**399,777**
	1,022,377	**-**	**1,022,377**
Financial liabilities not measured at fair value			
Trade and other payables	-	1,364,672	**1,364,672**
Bank overdrafts	-	14,325,310	**14,325,310**
Dividend payable	-	107,300	**107,300**
	-	**15,797,282**	**15,797,282**
31 December 2017			
Financial assets not measured at fair value			
Trade and other receivables	442,619	-	**442,619**
Other investments	140,000	-	**140,000**
Cash and cash equivalents	211,891	-	**211,891**
	794,510	**-**	**794,510**
Financial liabilities not measured at fair value			
Trade and other payables	-	1,486,556	**1,486,556**
Bank overdrafts	-	6,991,169	**6,991,169**
Loans and borrowings	-	4,697,960	**4,697,960**
Dividend payable	-	107,300	**107,300**
	-	**13,282,985**	**13,282,985**

	Carrying amount		
	Loans and receivables	**Other financial liabilities**	**Total**
	N'000	**N'000**	**N'000**
Company			
31 December 2018			
Financial assets not measured at fair value			
Trade and other receivables	282,271	-	282,271
Other investments	140,725	-	140,725
Cash and cash equivalents	232,058	-	232,058
	655,054	-	655,054

Financial liabilities not measured at fair value

Trade and other payables	-	1,181,850	140,725
Bank overdrafts*	-	14,325,310	232,058
Dividend payable	-	107,300	655,054
	-	15,614,460	1,027,837

* Bank overdrafts represents overdue facilities from various banks which has been debited into the Company's current accounts.

Company			
31 December 2017			
Financial assets not measured at fair value			
Trade and other receivables	442,619	-	442,619
Other investments	140,000	-	140,000
Cash and cash equivalents	211,891	-	211,891
	794,510	-	794,510
Financial liabilities not measured at fair value			
Trade and other payables	-	1,486,556	-
Bank overdrafts	-	6,991,169	794,510
Loans and borrowings	-	4,697,960	-
Dividend payable	-	107,300	-
	-	13,282,985	794,510

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.

7. Segment Reporting

7.1. 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.

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

Information about reportable segments

	Segment Revenue N'000	Cost of sales N'000	Gross profit N'000
Group			
31 December 2018			
Motor vehicles and accessories	2,982,288	(2,409,016)	573,272
Industrial equipment	657,115	(379,802)	277,313
Aftersales services and parts	1,329,411	(823,014)	506,397
Property development & facility management	213,645	(113,076)	100,569
Total	5,182,459	(3,724,908)	1,457,551
Group			
31 December 2017			
Motor vehicles and accessories	2,556,166	(2,168,824)	387,342
Industrial equipment	557,079	(306,859)	250,220
Aftersales services and parts	1,044,144	(810,472)	233,672
Property development & facility management	219,470	(119,241)	100,229
Total	4,376,859	(3,405,396)	971,463
Company			
31 December 2018			
Motor vehicles and accessories	2,982,288	(2,409,016)	573,272
Industrial equipment	313,844	(228,996)	84,848
Aftersales services and parts	1,298,155	(745,430)	552,725
	4,594,287	(3,383,442)	1,210,845
Company			
31 December 2017			
Motor vehicles and accessories	2,556,166	(2,168,824)	387,342
Industrial equipment	268,667	(166,325)	102,342
Aftersales services and parts	1,057,778	(818,652)	239,126
	3,882,611	(3,153,801)	728,810

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.

No customer provided up to 15% of the revenue generated by the Group/Company.

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.

	The Group		The Company	
	2018 N'000	2017 N'000	2018 N'000	2017 N'000
8. Revenue				
Sales of goods	**4,641,535**	3,830,692	**4,290,534**	3,559,810
Rendering of services	**327,279**	337,078	**303,753**	322,801

		The Group		The Company	
		2018	**2017**	**2018**	**2017**
		N'000	**N'000**	**N'000**	**N'000**
	Sale of property units	**12,153**	-	**-**	-
	Rents from investment properties	**23,500**	7,338	**-**	-
	Facilities Management fees	**177,992**	201,751	**-**	-
		5,182,459	4,376,859	**4,594,287**	3,882,611
9.	**Cost of sales**	**3,724,908**	3,405,396	**3,383,442**	3,153,801
10.	**Other income**				
	Rental Income	**37,919**	21,614	**36,919**	21,614
	Commission received	**-**	15,564	**-**	15,564
	Insurance claim	**539**	8,385	**-**	8,385
	Profit on disposal of property, plant and equipment	**948**	7,170	**948**	7,170
	Provision no longer required	**22,543**	-	**22,543**	-
	Scrap sales	**100**	6,853	**100**	5,427
	Bad debts recovered	**51,192**	24,232	**51,192**	24,232
	Withholding tax recovered	**7,772**	-	-	-
	Gains on foreign exchange translations	**8,697**	36,307	**8,612**	36,307
	Sundry other income	**24,107**	-	**24,002**	-
		153,817	120,125	**144,316**	118,699
11.	**Selling and distribution expenses**				
	Selling and distribution expenses	**258,676**	187,685	**247,799**	157,307
12.	**Expenses by nature**				
	Salaries and employee related costs (Note 12.1)	**523,835**	510,534	**445,599**	431,991
	Cost of motor vehicles, accessories and parts	**3,724,908**	3,286,155	**3,383,442**	3,153,801
	Selling and distribution expenses	**258,676**	187,685	**247,799**	157,307
	Meeting expenses	**17,464**	18,808	**17,358**	18,808
	Audit fees	**10,000**	15,000	**5,000**	7,000
	Legal and professional fees	**68,256**	119,015	**47,495**	98,666
	Donations	**3,240**	1,171	**1,355**	1,171
	Deprecation and amortisation	**55,996**	104,006	**48,241**	96,302
	Director fees	**950**	1,110	**950**	1,110
	Entertainment	**12,213**	10,934	**10,558**	10,877
	Electricity, fuel and business premises	**75,886**	103,837	**75,842**	61,010
	Foreign exchange loss	**14,426**	-	**900**	-
	Insurance	**48,062**	49,302	**38,565**	32,672
	Bank charges	**5,785**	6,933	**4,529**	5,065
	Postages and stationeries	**20,201**	34,228	**17,847**	34,228
	Impairment charge	**89,242**	45,804	**71,145**	45,804
	Repairs and maintenance	**85,934**	85,973	**79,062**	85,973
	Lease rental	**43,659**	67,969	**26,181**	29,159
	Rate and taxes	**7,236**	14,700	**7,236**	14,700
	Registrar fees	**9,300**	7,875	**9,300**	7,875
	Internet and subscriptions	**39,724**	36,107	**39,357**	36,107

	The Group		The Company	
	2018	**2017**	**2018**	**2017**
	N'000	**N'000**	**N'000**	**N'000**
Security and cleaning	**38,540**	42,641	**38,104**	41,222
Telephone expenses	**7,830**	5,860	**6,077**	5,860
Transport and travelling Expenses	**60,327**	76,856	**42,764**	50,267
Subscriptions to Organisations	**3,416**	8,671	**2,736**	8,671
Other expenses	**10,894**	52,606	**2,153**	45,447
	5,236,000	4,893,780	**4,669,595**	4,481,093

12.1. Salaries and employee related costs include the following:

Basic salary	**102,483**	129,016	**88,172**	108,206
Leave allowance	**11,113**	14,185	**10,036**	12,025
House allowance	**58,180**	75,507	**54,565**	64,009
Transport allowance	**33,610**	12,129	**31,494**	10,282
Meal subsidy	**8,964**	11,475	**8,260**	9,727
Staff Bonus & Incentives	**24,582**	7,322	**18,174**	6,207
Gratuity expense	**8,582**	-	**7,614**	-
Industrial Training Fund	**3,126**	7,642	**2,891**	6,842
Medical Expenses - Admin	**75,656**	65,448	**64,914**	55,482
Directors Remuneration (Note 36.2)	**42,544**	42,163	**28,225**	29,885
Other staff expenses	**154,995**	145,647	**131,254**	129,326
	523,835	510,534	**445,599**	431,991

12.2. Expense by function

Production cost	**3,724,908**	3,286,155	**3,383,442**	3,153,801
Selling and distribution expenses	**258,676**	187,685	**247,799**	157,307
Administrative expenses	**1,252,416**	1,334,698	**1,038,354**	1,169,985
	5,236,000	4,808,538	**4,669,595**	4,481,093

13. Finance income and finance cost

13.1. Finance income

Interest on bank deposits	**15,543**	29,054	**51,150**	18,978
Interest on commercial paper	**579**	-	**-**	-
Interest on short term loan to related parties	**-**	-	**-**	43,465
Total Finance income	**16,122**	29,054	**51,150**	62,443

13.2. Finance costs

Interest on bank overdrafts	**(2,309,929)**	(2,189,247)	**(2,309,929)**	(2,189,247)
Interest on loans	**(649)**	(571,499)	**(649)**	(571,499)
Total Finance cost	**(2,310,578)**	(2,760,746)	**(2,310,578)**	(2,760,746)
Net finance costs	**(2,294,456)**	(2,731,692)	**(2,259,428)**	(2,698,303)

Interest income represents income earned on bank deposits while interest expense represents charges on various outstanding facilities utilised during the year.

13.3. Investment income	**25,335**	25,335	**25,335**	25,335

Investment income represents income on Farapark investment

14. Loss before income tax

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

Depreciation of property, plant and equipment (Note 17)	**56,674**	101,722	**48,204**	95,239
Amortisation of intangible assets (Note 18)	**1,237**	2,284	**-**	2,284
Auditors' remuneration	**10,000**	15,000	**5,000**	7,000
Directors' remuneration	**42,544**	42,163	**28,225**	29,885
Personnel expenses (Note 12.1)	**523,835**	510,534	**445,599**	431,991
Rent and rates	**43,659**	67,969	**26,181**	29,159
Gain on disposal of property, plant and equipment	**(948)**	(7,170)	**(948)**	(7,170)

15. Tax expense

15.1. 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:

	The Group		**The Company**	
	2018	**2017**	**2018**	**2017**
	N'000	**N'000**	**N'000**	**N'000**
Company Income Tax	**19,993**	23,390	**11,796**	8,497
Education Tax	**504**	-	**-**	-
Deferred Tax written back	**(576)**	-	**-**	-
Total tax expense	**19,921**	23,390	**11,796**	8,497

	Group & Company	
	N'000	**N'000**
15.2. Income tax recognised directly in other comprehensive income		
Actuarial (loss)/gain in other comprehensive income before tax	**(20,868)**	64,495
Related tax expense	**-**	-
	(20,868)	64,495

No tax expense was recognised for income recognised in other comprehensive income, because the criteria for recognition of the corresponding deferred tax asset was not met.

	The Group		The Company	
	2018	2017	2018	2017
	N'000	N'000	N'000	N'000
15.3. Current tax payable				
At 1 January	**67,026**	126,358	**38,343**	46,717
Prior year under provision	**2,169**	-	**-**	-
Charge for the year:	**20,497**	23,390	**11,796**	8,497
Payments during the year	**(13,821)**	(62,638)	**(10,245)**	-
Withholding tax utilized**	**(8,524)**	(20,084)	**-**	(16,871)
At 31 December	**67,347**	67,026	**39,894**	38,343

* In line with the provisions of section 28a of the Companies Income Act 1979, minimum tax charge has been computed using gross profit and turnover in excess of N500,000.

** As at year end, the Group and Company has witholding tax credit notes available for use in settlment of its tax liability. An amount of **N8.5million** (2017: N20million) for Group and **NIL** (2017: N16.9million for Company has been utilised to offset tax liability. The Movement in withholding tax receivables is as follows:

	The Group		The Company	
	2018	2017	2018	2017
	N'000	N'000	N'000	N'000
At 1 January	**631,685**	585,713	**629,179**	576,835
Additions in the year	**140,977**	66,056	**120,880**	69,215
Witholding tax credit note utilised	**(8,524)**	(20,084)	**-**	(16,871)
At 31 December	**764,138**	631,685	**750,059**	629,179

15.4. Deferred taxation

15.4.1. Unrecognised deferred tax assets (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 Company can use the benefits therefrom.

	2018	2017
	N'000	N'000
Property, plant and equipment	**455,145**	278,752
Employee benefits	**16,826**	12,020
Impairment allowance on trade receivables	**(18,037)**	13,741
Unabsorbed capital allowance carry-forward	**577,709**	165,915
Unrelieved tax losses carried forward	**2,973,810**	2,362,270
	4,005,453	2,832,698

	The Group		The Company	
	2018	2017	2018	2017
	N'000	N'000	N'000	N'000
15.4.2. Movement in deferred tax balances				
At 1 January	**2,143**	1,463	**-**	-
Charged through profit or loss	**(501)**	680	**-**	-
At 31 December	**1,642**	2,143	**-**	-
15.5. Income tax reconciliation				
Loss before taxation	**(2,168,845)**	(3,137,152)	**(2,165,085)**	(3,152,751)
Tax at Nigerian statutory income tax rate of 30% (2017 : 30%)	**6,338**	7,313	**-**	-
Non deductible expenses for tax purposes	**3,106**	308	**-**	-
Effect of minimum tax	**13,014**	14,187	**11,796**	8,497
Deferred tax effect	**(576)**	1,101	**-**	-
Tax relief	**(2,465)**	(7)	**-**	-
Education tax @ 2% of assessable profit	**504**	488	**-**	-
Recognised in profit or loss (Note 15.1)	**19,921**	23,390	**11,796**	8,497
	%	**%**	**%**	**%**
At the effective tax rate	**(109)**	(134)	**(184)**	(371)
15.6. Statement of profit or loss				
Accelerated depreciation for tax purpose	**56,674**	101,722	**48,204**	95,239
Unutilized tax credit	**-**	-	**-**	-
Impairment of trade and other receivables	**(2,653,262)**	(2,681,894)	**(2,511,572)**	(2,681,894)
Other comprehensive income:				
Post-employment benefits	**-**	-	**-**	-
	(2,596,588)	(2,580,172)	**(2,463,368)**	(2,586,655)

16. Basic and diluted loss per share

Basic/diluted loss per share is calculated by dividing the loss for the year attributable to ordinary equity holders of the Group by the number of ordinary shares outstanding during the year. The following reflects the income and share data used in the basic earnings per share computation:

	The Group		The Company	
	2018	2017	2018	2017
	N'000	N'000	N'000	N'000
Loss attributable to equity holders (Naira)	**(2,188,766)**	(3,160,542)	**(2,176,881)**	(3,161,248)
Number of shares outstanding	**1,176,354**	1,176,354	**1,176,354**	1,176,354
Basic/diluted loss per share (Naira)	**(1.86)**	(2.69)	**(1.85)**	(2.69)

There have been no transactions involving ordinary shares or potential ordinary shares between the reporting date and the date of authorisation of these financial statements.

17. Property, plant and equipment

17.1. The Group

	Freehold land N'000	Freehold building N'000	Motor vehicle and Transport equipment N'000	Plant and machinery, Furniture and fittings N'000	IT Equipment N'000	Work-in-progress N'000	Total N'000
Cost							
At 1 January 2017	3,611,608	1,515,918	536,476	464,130	177,132	75,355	6,380,619
Additions	-	8,065	-	390	249	43,208	51,912
Reclassification /adjustment	-	(29,701)	(11,561)	29,701	-	-	(11,561)
Disposals/write offs	-	-	(24,610)	-	-	-	(24,610)
At 31 December 2017	3,611,608	1,494,282	500,305	494,221	177,381	118,563	6,396,360
Additions in the year	-	15,560	16,801	3,171	882	1,579	37,993
Disposal	-	-	(5,100)	-	-	-	(5,100)
At 31 December 2018	3,611,608	1,509,842	512,006	497,392	178,263	120,142	6,429,253
Depreciation							
At 1 January 2017	284,675	483,488	477,524	375,596	162,782	-	1,784,065
Charged for the year	-	17,144	47,187	29,062	8,329	-	101,722
Reclassifications/trasnfer	-	(21,889)	(9,977)	21,889	-	-	(9,977)
Disposals/write offs	-	-	(24,610)	-	-	-	(24,610)
At 31 December 2017	284,675	478,743	490,124	426,547	171,111	-	1,851,200
Reclassification/ adjustment**	-	-	(8,723)	8,723	1,222	-	1,222
Disposal	-	-	(5,100)	-	-	-	(5,100)
Charged for the year	-	14,188	11,380	27,973	3,133	-	56,674
At 31 December 2018	284,675	492,931	487,681	463,243	175,466	-	1,903,996
Net book value							
At 31 December 2018	3,326,933	1,016,911	24,325	34,149	2,797	120,142	4,525,257
At 31 December 2017	3,326,933	1,015,539	10,181	67,674	6,270	118,563	4,545,160

** This adjustment to property, plant and equipment represents correction of mis-statement of accumulated depreciation in the prior year.

17.2. The Company

	Freehold land N'000	Freehold building N'000	Motor vehicle and Transport equipment N'000	Plant and machinery, Furniture and fittings N'000	IT Equipment N'000	Work-in-progress N'000	Total N'000
Cost							
At 1 January 2017	3,611,608	1,515,918	496,084	452,748	167,614	75,355	6,319,327
Additions	-	8,065	-	390	-	43,208	51,663
Disposal	-	-	(24,610)	-	-	-	(24,610)
Reclassification/ adjustment	-	(29,701)	(11,561)	29,701	-	-	(11,561)
At 31 December 2017	3,611,608	1,494,282	459,913	482,839	167,614	118,563	6,334,819
Additions	-	15,560	16,801	2,838	718	1,579	37,496
Transfer	-	-	(131,796)	(42,856)	(6,729)	-	(181,381)
Disposal	-	-	(5,100)	-	-	-	(5,100)
At 31 December 2018	3,611,608	1,509,842	339,818	442,821	161,603	120,142	6,185,834
Depreciation							
At 1 January 2017	284,675	483,488	447,460	367,712	154,357	-	1,737,692
Charged for the year	-	17,144	42,417	27,992	7,686	-	95,239
Reclassifications	-	(21,889)	-	21,889	-	-	-
Transfer	-	-	(9,977)	-	-	-	(9,977)
Disposals/write offs	-	-	(24,610)	-	-	-	(24,610)
At 31 December 2017	284,675	478,743	455,290	417,593	162,043	-	1,798,344
Reclassification/ adjustment**	-	-	(8,723)	8,723	2,329	-	2,329
Charged for the year	-	14,188	7,157	24,247	2,612	-	48,204
Transfer	-	-	(130,410)	(37,456)	(6,656)	-	(174,522)
Disposal	-	-	(5,100)	-	-	-	(5,100)
At 31 December 2018	284,675	492,931	318,214	413,107	160,328	-	1,669,255
Net book value							
At 31 December 2018	**3,326,933**	**1,016,911**	**21,604**	**29,714**	**1,275**	**120,142**	**4,516,579**
At 31 December 2017	3,326,933	1,015,539	4,623	65,246	5,571	118,563	4,536,475

Revaluation of property, plant and equipment

In 2015, 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. No revaluation was carried out in 2017 and 2018 as management consider that there has been no material change in fair value of the properties during the year.
The carrying amount that would have been recognised had the revalued land and building been carried under cost model is shown below:

**** This adjustment to property, plant and equipment represents correction of mis-statement of accumulated depreciation in the prior year.**

17.3. 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	
	Group & Company	
	2018	2017
	N'000	N'000
Cost		
At 1 January	**1,410,599**	1,402,534
Additions	**15,560**	8,065
At 31 December	**1,426,159**	1,410,599
Accumulated depreciation		
At 1 January	**527,518**	510,374
Depreciation for the year	**17,144**	17,144
At 31 December	**544,662**	527,518
Carrying amount at 31 December	**1,970,821**	1,938,117

No revaluation surplus was recognised during the year (2017 : NIL).

Balance as at 1 January	**2,864,778**	2,864,778
Revaluation surplus	**-**	-
Related tax	**-**	-
	2,864,778	2,864,778

17.4. Security

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

17.5. 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.

17.6. Capital commitments

The Group and the Company had no authorised or contracted capital commitments at the reporting date (2017: nil).

17.7. Depreciation of buildings

The Company's leasehold land at 18 Fatai Atere road, Matori has a certificate of occupancy which expires by 2021, the building on the land is however depreciated over 100 years based on the assessment of useful life of the building carried out by a commissioned firm of Structural Engineers, People & Projects Limited, (whose Principal Partner, Engr. Stephen Adekunle's FRCN Number is FRCN/2018/00000018214) in conjuction with Lagos State Material Testing Agency, and the assumption that the lease on the land will be renewed by Lagos State Government when expired.

18. Intangible assets

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

	Group	Company
	N'000	N'000
Cost		
At 1 January 2017	53,813	49,365
Additions	1,606	-
At 31 December 2017	55,419	49,365
At 31 December 2018	**55,419**	**49,365**
Accumulated amortisation		
At 1 January 2017	49,860	47,081
Charge for the year	2,284	2,284
At 31 December 2017	52,144	49,365
At 1 January 2018	52,144	49,365
Charge for the year	1,237	-
At 31 December 2018	**53,381**	**49,365**
Carrying amount		
At 31 December 2018	**2,038**	-
At 31 December 2017	3,275	-

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

19. Goodwill

	2018			2017		
	Cost	Impairment	Carrying value	Cost	Impairment	Carrying value
	N'000	N'000	N'000	N'000	N'000	N'000
Group	33,999	(33,999)	-	33,999	(33,999)	-
	33,999	(33,999)	-	33,999	(33,999)	-

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. At 31 Decembe 2017, the goodwill was considered fully impaired and apprporiate entries were passed.

	The Group		The Company	
	2018	2017	2018	2017
	N'000	N'000	N'000	N'000
20. Other investments				
Invesment - Fara Park Limited	**140,725**	140,000	**140,725**	140,000

20.1. 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 6.

		The Company	
		2018	**2017**
		N'000	**N'000**
21.	**Investments in subsidiaries**		
	Briscoe Properties Limited	**155,501**	155,501
	Suite Resorts Limited	**75**	4,075
	CAWS Technical Nigeria Limited	**1,000**	1,000
	Non-operational entities	**23,000**	23,000
		179,576	183,576
	Impairment of investment in subsidiary	**(23,000)**	(23,000)
	At 31 December	**156,576**	160,576

	% of ownership	Company 2018 N'000	Company 2017 N'000
21.1. Group structure			
Briscoe Properties Limited	100	**155,501**	155,501
CAWS Technical Nigeria Limited	100	**1,000**	1,000
Suite Resorts Limited	0.05	**75**	4,075
Briscoe Leasing Limited*	100	**2,000**	2,000
IMC Airpower Limited*	100	**10,000**	10,000
Briscoe-Ford Nigeria Limited*	100	**10,000**	10,000
Briscoe Garages Limited*	100	**1,000**	1,000
Impairment of investment in non-operational entities		**(23,000)**	(23,000)
		156,576	160,576

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

21.2. Subsidiary undertakings

All shares in subsidiary undertakings are ordinary shares.

Subsidiary	**Principal activities**	**Country of incorporation**	**Percentage held**	**Statutory year end**
Briscoe Properties Limited (Note 21.2.1)	Property development and facility management	Nigeria	100%	31 December
CAWS Technical Nigeria Limited (Note 21.2.2)	Sales and aftersale service of compressors and generators	Nigeria	100%	31 December

21.2.1. Briscoe Properties Limited

Briscoe Properties Limited "the Company" was incorporated in Nigeria as a private limited liability company on 4 September 2003. The principal activities of the company are facility management, project management, property development, sale and leasing of property.

21.2.2. CAWS Technical Nigeria Limited

Caws Technical Nigeria Limited, was incorporated on 27 January 2014 in Nigeria as a private limited liability company. The principal activity of the Company are sales and aftersale service of Elgi Compressor. The company commenced operations in June 2014.

21.3. Condensed results of consolidated entities

The consolidated results of the consolidated entities of R.T Briscoe (Nigeria) Plc are shown in Note 21.3.1-4.

The R.T Briscoe Group in the condensed results includes the results of the under listed entities:
Briscoe Properties Limited
CAWS Technical Nigeria Limited

Condensed results of consolidated entities
31 December 2018

	Parent - R.T Briscoe (Nigeria) Plc	Briscoe Properties Limited	CAWS Technical Nigeria Limited	Total	Elimination	Group
	N'000	N'000	N'000	N'000	N'000	N'000
21.3.1. Condensed statement of profit or loss						
Revenue	4,594,287	213,644	381,150	5,189,081	(6,622)	5,182,459
Cost of sales	(3,383,442)	(113,076)	(232,914)	(3,729,432)	4,524	(3,724,908)
Gross profit	1,210,845	100,568	148,236	1,459,649	(2,098)	1,457,551
Other income	144,316	9,415	86	153,817	-	153,817
Distribution costs	(247,799)	(573)	(10,304)	(258,676)	-	(258,676)
Administrative expenses	(1,038,354)	(94,112)	(122,050)	(1,254,516)	2,100	(1,252,416)
Operating profit / (loss)	69,008	15,298	15,968	100,274	2	100,276
Net finance (expense) /income	(2,234,093)	5,830	(40,858)	(2,269,121)	-	(2,269,121)
Loss before taxation	(2,165,085)	21,128	(24,890)	(2,168,847)	2	(2,168,845)
Income tax expense	(11,796)	(6,908)	(1,217)	(19,921)	-	(19,921)
Loss after taxation	(2,176,881)	14,220	(26,107)	(2,188,768)	2	(2,188,766)

31 December 2018

21.3.2. Condensed statement of financial position

	Parent - R.T Briscoe (Nigeria) Plc N'000	Briscoe Properties Limited N'000	CAWS Technical Nigeria Limited N'000	Total N'000	Elimination N'000	Group N'000
Assets						
Cash and cash equivalents	232,058	143,340	24,379	399,777	-	399,777
Trade and other receivables	1,423,802	144,400	148,062	1,716,264	(331,927)	1,384,337
Other financial assets	140,725	-	-	140,725	-	140,725
Other current assets	48,227	7,148	4,001	59,376	-	59,376
Inventories	588,617	41,030	307,379	937,026	(73,096)	863,930
Property, plant and equipment	4,516,579	5,189	3,489	4,525,257	-	4,525,257
Intangible assets	-	2,038	-	2,038	-	2,038
Investment property	-	350,845	-	350,845	-	350,845
Investment in subsidiary	156,576	14,925	-	171,501	(171,501)	-
Total assets	7,106,584	708,915	487,310	8,302,809	(576,524)	7,726,285
Liabilities and equity						
Trade and other payables	1,289,150	145,141	386,991	1,821,282	(349,310)	1,471,972
Current tax payable	39,894	4,415	33,113	77,422	(10,075)	67,347
Bank Overdraft	14,325,310	-	-	14,325,310	-	14,325,310
Defined benefit plan	56,088	-	-	56,088	-	56,088
Deferred tax liability	-	1,117	525	1,642	-	1,642
Equity and reserves	(8,603,858)	558,242	66,681	(7,978,935)	(217,139)	(8,196,074)
Total liabilities and equity	7,106,584	708,915	487,310	8,302,809	(576,524)	7,726,285

31 December 2017

	Parent - R.T Briscoe (Nigeria) Plc N'000	Briscoe Properties Limited N'000	CAWS Technical Nigeria Limited N'000	Total N'000	Elimination N'000	Group N'000
21.3.3. Condensed statement of profit or loss						
Revenue	3,882,611	219,471	287,885	4,389,967	(13,108)	4,376,859
Cost of sales	(3,153,801)	(120,347)	(140,000)	(3,414,148)	8,752	(3,405,396)

Gross profit	728,810	99,124	147,885	975,819	(4,356)	971,463
Other income	118,699	1,427	5,154	125,280	(6,581)	118,699
Distribution costs	(157,307)	-	-	(157,307)	-	(157,307)
Administrative expenses	(1,169,985)	(86,250)	(84,348)	(1,340,583)	170,598	(1,169,985)
Operating (loss) / profit	(479,783)	14,301	68,691	(396,791)	159,661	(237,130)
Net finance (expense) /income	(2,672,968)	10,077	(43,466.00)	(2,706,357)	-	(2,706,357)
Loss before taxation	(3,152,751)	24,378	25,225	(3,103,148)	159,661	(2,943,487)
Income tax expense	(8,497)	(9,203)	(8,072)	(25,772)	2,382	(23,390)
Loss after taxation	(3,161,248)	15,175	17,153	(3,128,920)	162,043	(2,966,877)

31 December 2017

21.3.4. Condensed statement of financial position

	Parent - R.T Briscoe (Nigeria) Plc N'000	Briscoe Properties Limited N'000	CAWS Technical Nigeria Limited N'000	Total N'000	Elimination N'000	Group N'000
Assets						
Non-current assets						
Cash and cash equivalents	211,891	131,704	99,468	443,063	-	443,063
Trade and other receivables	1,087,434	269,152	105,392	1,461,978	(310,056)	1,151,922
Other financial assets	140,000	-	-	140,000	-	140,000
Other current assets	43,871	5,572	-	49,443	-	49,443
Inventories	853,383	39,912	103,789	997,084	(73,095)	923,989
Property, plant and equipment	4,536,475	8,441	1,351	4,546,267	(1,107)	4,545,160
Intangible assets	-	3,275	-	3,275	-	3,275
Investment property	-	354,515	-	354,515	1,107	355,622
Investment in subsidiary	160,576	810,925	-	971,501	(971,501)	-
Total assets	7,033,630	1,623,496	310,000	8,967,126	(1,354,652)	7,612,474
Liabilities and equity						
Trade and other payables	1,732,177	1,065,252	179,192	2,976,621	(1,118,780)	1,857,841
Current tax payable	38,343	6,064	34,863	79,270	(12,244)	67,026
Bank Overdraft	6,991,169	-	-	6,991,169	-	6,991,169
Current borrowings	4,697,960	-	-	4,697,960	-	4,697,960
Deferred revenue	-	6,411	-	6,411	(6,411)	-
Defined benefit plan	40,065	-	-	40,065	-	40,065
Deferred tax liability	-	1,693	525	2,218	(75)	2,143
Equity and reserves	(6,466,084)	544,076	95,420	(5,826,588)	(217,142)	(6,043,730)
Total liabilities and equity	7,033,630	1,623,496	310,000	8,967,126	(1,354,652)	7,612,474

	The Group		The Company	
	2018 N'000	2017 N'000	2018 N'000	2017 N'000
22. Inventories				
Motor vehicles, parts and accessories	**184,712**	466,080	**184,712**	539,177
Industrial equipment and parts	**523,496**	464,050	**288,438**	363,095
Service work in progress	**18,279**	37,911	**18,279**	37,911
Trading properties	**41,030**	39,912	**-**	-
Consumables	**4,477**	2,218	**4,477**	2,218
Inventories in transit	**121,733**	2,835	**113,399**	-
	893,727	1,013,006	**609,305**	942,401
Less: Allowance for obsolete spares and slow moving stock	**(29,797)**	(89,017)	**(20,688)**	(89,018)
	863,930	923,989	**588,617**	853,383

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

	The Group		The Company	
	2018 N'000	2017 N'000	2018 N'000	2017 N'000
23. Trade and other receivables				
Trade receivables	**1,518,227**	1,456,690	**1,200,393**	1,242,439
Receivable from related parties (Note 34)	**-**	12,123	**237,879**	158,388
Other receivables	**2,491,656**	2,325,642	**2,472,706**	2,330,216
Staff loans and advance	**27,716**	39,361	**24,396**	38,285
	4,037,599	3,833,816	**3,935,374**	3,769,328
Allowance for Impairments (Note 23.1)	**(2,653,262)**	(2,681,894)	**(2,511,572)**	(2,681,894)
	1,384,337	1,151,922	**1,423,802**	1,087,434
Analysis of trade and other receivables				
Non-current***	**426,178**	381,773	**383,618**	381,773
Current	**958,159**	770,149	**1,040,184**	705,661
	1,384,337	1,151,922	**1,423,802**	1,087,434

***Non-current other receivables represent Withholding tax credit with Federal Inland Revenue Services that cannot be utilised for income tax payment purpose within the next 12 months.

The Group's exposure to credit and currency risks, and impairment losses related to trade and other receivables is disclosed in Note 6.

23.1. Allowance for Impairments

At 1 January	**2,681,894**	2,714,517	**2,681,894**	2,714,517
Effect of IFRS 9 adoption	**(57,291)**	-	**(59,975)**	-
Provision no longer required	**(92,379)**	(78,427)	**(86,492)**	(78,427)
Addition in the year	**121,038**	45,804	**71,145**	45,804
Inter company transfer during the year	**-**	-	**(95,000)**	-
At 31 December	**2,653,262**	2,681,894	**2,511,572**	2,681,894

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

As at 31 December, the ageing analysis of trade receivables is as follows:

	The Group			**The Company**		
	2018					
	Gross N'000	**Impairment N'000**	**Carrying amount N'000**	**Gross N'000**	**Impairment N'000**	**Carrying amount N'000**
Not past due	**782,303**	**(42,972)**	**739,331**	**755,303**	**(41,489)**	**713,814**
Past due 91 - 180 days	**170,447**	**(35,050)**	**135,397**	**150,442**	**(30,050)**	**120,392**
Past due 181 - 360 days	**112,474**	**(51,508)**	**60,966**	**77,254**	**(46,505)**	**30,749**
Past due above 360 days	**2,972,375**	**(2,523,732)**	**448,643**	**2,952,375**	**(2,393,528)**	**558,847**
	4,037,599	**(2,653,262)**	**1,384,337**	**3,935,374**	**(2,511,572)**	**1,423,802**

	2017					
	N'000	**N'000**	**N'000**	**N'000**	**N'000**	**N'000**
Not past due	1,264,036	(311,487)	952,549	1,225,149	(311,487)	913,662
Past due 91 - 180 days	7,995	(401)	7,594	7,995	(401)	7,594
Past due 181 - 360 days	117,059	(65,875)	51,184	117,059	(65,875)	51,184
Past due above 360 days	2,444,726	(2,304,131)	140,595	2,419,125	(2,304,131)	114,994
Total	3,833,816	(2,681,894)	1,151,922	3,769,328	(2,681,894)	1,087,434

	The Group		**The Company**	
	2018 N'000	**2017 N'000**	**2018 N'000**	**2017 N'000**
24. Other current assets				
Prepaid rent	**33,508**	22,907	**30,592**	22,907
Other prepaid expenses	**25,868**	26,536	**17,635**	20,964
	59,376	49,443	**48,227**	43,871

25. Cash and cash equivalents

Cash and cash equivalents consist of cash on hand, balances with banks and short term deposits.

Cash in hand	**6,395**	4,852	**5,536**	4,260
Cash at Bank	**313,818**	327,860	**146,958**	97,280
Short-term deposit	**79,564**	110,351	**79,564**	110,351
Cash and short term deposit	**399,777**	443,063	**232,058**	211,891

For the purpose of statement of cash flows, cash and cash equivalents consist of cash and bank balances as defined above, net of outstanding bank overdrafts as at 31 December.

Cash and short term deposit	**399,777**	443,063	**232,058**	211,891
Bank overdrafts (Note 25.1)	**(14,325,310)**	(6,991,169)	**(14,325,310)**	(6,991,169)
	(13,925,533)	(6,548,106)	**(14,093,252)**	(6,779,278)

25.1 Movement in overdrafts

Opening balance	**(6,991,169)**	(5,744,149)	**(6,991,169)**	(5,744,149)
Term loan classified to overdrafts	**(4,697,960)**	-	**(4,697,960)**	-
Interest accrued in the prior year reclassified from payables	**(425,302)**	-	**(425,302)**	-
Interest charged in the year	**(2,310,578)**	(2,189,247)	**(2,310,578)**	(2,189,247)
Loan/overdrafts repayment during the year	**99,699**	942,227	**99,699**	942,227
	(14,325,310)	(6,991,169)	**(14,325,310)**	(6,991,169)

This represents facilities with seven Nigerian banks which the company defaulted in paying and the banks converted to overdrafts.

Included in cash and cash equivalents are unclaimed dividend amounting to N18.7 million (2017 : N17 million) held in separate bank deposit account in accordance with the guidelines issued by the Securities and Exchange Commission. This amount is restricted from use by the Company.

The Company's exposure to credit, currency and liquidity risks related to cash and cash equivalents is disclosed in Note 6.

26. Investment properties

	Land	Building	Total
	N'000	**N'000**	**N'000**
Cost			
Reclassification from Inventories	171,426	184,196	355,622
At 30 December 2017	171,426	184,196	355,622
At 1 January 2018	171,426	184,196	355,622
At 31 December 2018	**171,426**	**184,196**	**355,622**

Accumulated depreciation			
At 1 January 2017	-	-	-
Charge for the year	-	-	-
At 31 December 2017	-	-	-
Charge for the year	-	4,777	4,777
At 31 December 2018	-	4,777	4,777
Carrying amounts			
At 31 December 2018	**171,426**	**179,419**	**350,845**
At 31 December 2017	171,426	184,196	355,622

26.1. Investment property comprises of residential housing units located at Orchid Court, Ikeja GRA Lagos state which are on rental and are fully occupied as at year end. The fair value of investment property as at 31 December 2018 was determined by the Company's internal valuer, having appropriately recognised professional qualifications and recent experience in the location and category of property valued. The fair value of the investment property as at 31 December 2018 amounts to N495 million (2017 : 356 million).

	The Group		The Company	
	2018	**2017**	**2018**	**2017**
	N'000	**N'000**	**N'000**	**N'000**
27. Share capital and reserves				
27.1. Authorised shares:				
6,500,000,000 ordinary shares of 50 kobo each	**3,250,000**	3,250,000	**3,250,000**	3,250,000
27.2. Issued and fully paid				
1,176,354,000 ordinary share of 50k each	**588,177**	588,177	**588,177**	588,177

	The Group		The Company	
	2018	**2017**	**2018**	**2017**
	N'000	**N'000**	**N'000**	**N'000**
28. Share premium				
At 31 December	**409,862**	409,862	**409,862**	409,862

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

29. Revaluation reserve				
At 31 December	**2,864,778**	2,864,778	2,864,778	2,864,778

30.	**Loss sustained**				
	At 1 January	**(9,906,547)**	(6,810,500)	**(10,328,901)**	(7,232,148)
	Impact of IFRS 9 adoption	**57,290**	-	**59,975**	-
	Loss for the year	**(2,188,766)**	(3,160,542)	**(2,176,881)**	(3,161,248)
	Other comprehensive income	**(20,868)**	64,495	**(20,868)**	64,495
	At 31 December	**(12,058,891)**	(9,906,547)	**(12,466,675)**	(10,328,901)
31.	**Employee benefit**				
	Defined benefit obligation (gratuity) liability (Note 31.2)	**37,194**	20,085	**37,194**	20,085
	Long service award (Note 31.1)	**18,894**	19,980	**18,894**	19,980
	Total employee benefit liabilities	**56,088**	40,065	**56,088**	40,065

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 performed by by the same firm using the projected unit credit method.

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

	The Group		**The Company**	
	2018	**2017**	**2018**	**2017**
	N'000	**N'000**	**N'000**	**N'000**
31.1. Movement in the present value of the long service award				
At 1 January	**19,980**	57,880	**19,980**	57,880
Included in profit or loss				
Current service cost	**720**	2,024	**720**	2,024
Interest cost	**2,781**	8,868	**2,781**	8,868
	3,501	10,892	**3,501**	10,892
Actuarial loss recognised in profit or loss	**(2,987)**	(47,342)	**(2,987)**	(47,342)
Benefits paid by the plan	**(1,600)**	(1,450)	**(1,600)**	(1,450)
At 31 December	**18,894**	19,980	**18,894**	19,980

31.2. Movement in present value of the defined benefit obligation (gratuity)

At 1 January	**20,085**	79,572	**20,085**	79,572
Included in profit or loss				
Current service cost	**1,602**	14,064	**1,602**	14,064
Interest cost	**2,606**	12,056	**2,606**	12,056
	4,208	26,120	**4,208**	26,120
Net actuarial losses/(gain) recognised in other comprehensive income	**20,868**	(64,495)	**20,868**	(64,495)
Unpaid benefits transferred to current liabilities	**-**	(10,723)	**-**	(10,723)
Benefits paid by the plan	**(7,967)**	(10,389)	**(7,967)**	(10,389)
Balance at 31 December	**37,194**	20,085	**37,194**	20,085

31.3. Recognised in other comprehensive income:

Net actuarial losses/(gain) on defined benefit obligation	**20,868**	(64,495)	**20,868**	(64,495)

31.4. Actuarial assumptions

Principal actuarial assumptions at the reporting date (expressed as weighted averages) fall under two broad categories. Due to unavailability of published reliable demographic data in Nigeria, the demographic assumptions regarding future mortality are based on the rates published jointly by the Institute and Faculty of Actuaries in the United Kingdom (UK)

Financial assumptions

	2018	**2017**
The principal actuarial assumptions used were:		
Discount rate	**15%**	14%
Future salary increases	**10%**	13.5%
Future rate of Inflation	**10%**	10%
Benefit increase rate (p.a)	**0%**	0%

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.

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 A67/70 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.

	Number of deaths in a year out of 10,000 lives	
Sample age	**2018**	**2017**
25	**7**	7
30	**7**	7
35	**9**	9
40	**14**	14
45	**26**	26

Withdrawal from Service

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

	Rate	
	2018	**2017**
Withdrawal from Service (age band)		
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 Group		The Company	
	2018 N'000	**2017 N'000**	**2018 N'000**	**2017 N'000**
32. Trade and other payables				
Trade creditors	**819,502**	466,451	**653,673**	509,366
Other payables (Note 32.1)	**458,677**	1,230,017	**378,682**	1,007,976
Dividend payable	**107,300**	107,300	**107,300**	107,300
Non income taxes	**56,667**	42,861	**25,890**	25,227
Due to related parties (Note 32.2)	**6,175**	-	**99,954**	71,096
Pension Contribution (Note 32.3)	**23,651**	11,212	**23,651**	11,212
	1,471,972	1,857,841	**1,289,150**	1,732,177
32.1. Other payables				
Deferred Income	**52,316**	10,200	**30,867**	10,200
Staff deductions	**104,750**	406,770	**103,163**	400,608
Withholding tax payable	**101,488**	73,323	**77,470**	73,323
Sundry creditors	**69,325**	-	**69,325**	-
Payable on facility management	**18,981**	-	**-**	-
Accrued expenses	**111,817**	739,724	**97,857**	523,845
	458,677	1,230,017	**378,682**	1,007,976

32.2. Due to related parties

This represents amount due from R. T Briscoe (Nigeria) Plc to other related parties.

32.3. Pension contribution

At 1 January	**11,212**	8,957	**11,212**	8,957
Additions in the year	**30,253**	42,657	**30,253**	42,657
Remittances in the year	**(17,814)**	(40,402)	**(17,814)**	(40,402)
At 31 December	**23,651**	11,212	**23,651**	11,212

33. Current borrowings

Term loan facility due within 1 year	**-**	469,248	**-**	469,248
Import finance facilities due within 1 year	**-**	4,221,712	**-**	4,221,712
Commercial papers due within 1 year	**-**	7,000	**-**	7,000
	-	4,697,960	**-**	4,697,960

34. Related Parties

During the year, the Company entered into contractual relationships with its related parties. Transactions with the related party are mainly in the nature of payments for expenses on behalf of each other and sale of goods.

Related Parties	Nature of Transaction	Relationship	Transaction value during the year		Balance outstanding as at 31 December	
			31-Dec-18 N'000	**31-Dec-17 N'000**	**31-Dec-18 N'000**	**31-Dec-17 N'000**
Caws Technical Nigeria Limited	Service provision	Sister Company	**77,437**	76,332	**235,825**	158,388
Briscoe Properties Ltd.	Service provision	Sister Company	**73,150**	103,424	**2,054**	(71,096)
Other related parties:						
Toyota Nigeria Limited	Purchase of goods		**1,496,257**	1,662,385	**(6,175)**	12,123
			1,646,844	1,842,141	**231,704**	99,415

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.

Long term compensation to key management

The company has no long term compensation for his key management personnel.

	Group		Company	
	2018 Number	**2017 Number**	**2018 Number**	**2017 Number**
35. The number of full time employees as at 31 December 2017 was as follows:				
Managerial staff	**17**	16	**15**	14
Senior staff	**110**	101	**94**	85
Junior staff	**91**	106	**57**	72
Total number of employees	**218**	223	**166**	171

35.1. 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:

	Number	Number	Number	Number
N300,001- N350,000	**4**	-	**-**	-
N350,001- N400,000	**31**	-	**-**	-
N400,001- N450,000	**3**	-	**-**	-
N500,000 and above	**180**	223	**166**	171
	218	223	**166**	171

	Number	Number	**Number**	Number
36. Information relating to Directors				
36.1. Directors' mix				
Executive Directors	**2**	2	**1**	1
Non-executive Directors	**7**	8	**7**	8
	9	10	**8**	9

	N'000	N'000	**N'000**	N'000
36.2. Directors' remuneration				
The aggregate emolument of the Directors was:				
Directors' fees	**950**	1,110	**950**	1,110
Remuneration - executive director(s)	**30,419**	28,378	**16,100**	16,100
Sitting allowance	**6,375**	7,875	**6,375**	7,875
Chairman emoluments (excluding pension contribution)	**4,800**	4,800	**4,800**	4,800
	42,544	42,163	**28,225**	29,885

The emolument (excluding pension contributions and certain benefits) of the highest paid director was N16,100,000 (2017: N16,100,000).

36.3. 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:

	The Company	
	2018 Number	**2017 Number**
N 50,001- N100,000	**-**	-
N100,001- N150,000	**6**	6
	6	6

37. Contingencies

(a) Ongoing litigation with Diamond Bank (Nigeria) PLC and others

On May 30, 2019, the Company received an application from Diamond Bank Plc (now Access Bank) indicating their interest to discontinue the Winding-Up petition against RT Briscoe. The implication of this is that as soon as the Court grants this application, the Winding Up will be struck out or dismissed by the Court.

In the meanwhile, the case stands adjourned till October 15, 2019, when we expect the Court to rule on Diamond bank's application to discontinue the Winding Up petition.

(b) Contigent liabilities

The Group and Company is subject to ongoing statutory review by regulatory bodies. The reviews are yet to be completed as at the reporting date and the directors are of the opinion that the regulatory reviews are not likely to result in material adverse effect on the Group and Company.

(c) 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.

38. 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 4.18.

39. Events after the reporting date

Other than as described in Note 37(a) above, 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 2018 that have not been adequately provided for or disclosed in these financial statements.

40. Comparative figures

Where necessary comparative figures have been reclassified to ensure proper disclosure and uniformity in the current year's presentation. This re-classification have no net impact on these consolidated financial statements.

41. Transition disclosures

This sets out the impact of adopting IFRS 9 on the statement of financial position, and retained earnings including the effect of replacing IAS 39's incurred credit loss calculations with IFRS 9's ECLs. A reconciliation between the carrying amounts under IAS 39 to the balances reported under IFRS 9 as of 1 Janaury 2018 is, as follows:

	Category	IAS 39 Measurement Amount N'000	Re-Measurement ECL N'000	IFRS 9 Amount N'000	Category
Financial assets					
Trade and other receivables	Trade and other receivables	205,622	59,975	265,597	Amortised Costs
Total Financial assets measured at amortised cost		**205,622**	**59,975**	**265,597**	

	2018 N'000
Impact on retained earnings	
Closing Balance under 1AS 39 (31 December 2017)	(10,328,903)
Recognition of IFRS 9 ECLs	59,975
Opening Balance under IFRS 9 (1 Janaury 2018)	(10,268,928)
Total change in equity due to adopting IFRS 9	59,975

Movement in impairment allowance due to IFRS 9 adoption

	Allowance for impairment under IAS 39/IAS 37 at 31 December 2017 N'000	Re-measurement N'000	ECLs under IFRS 9 at 1 Janaury 2018 N'000
Impairment allowance for:			
Trade receivables (IAS 39) / Financial assets at amortised cost (IFRS 9)			
Trade and other receivables	(1,036,817)	59,975	(976,842)

Assumptions

1. Receivables are mainly from sale and aftersales of vehicles and materials handling equipment into Corporate & Non-Corporate clients

2. Receivables from invoiced clients (mostly Corporate) becomes due in line with approved credit terms.

3. Historical Loss rate on Corporate and non corporate clients is averaged at 4.2%. The historical rate is arrived by ratio of debt to revenue for a particular period.

4. Most Corporate and non corporate customers are invoiced immediately; except for SLA customers whose invoices are raised at a particular threshold contianed in the agreement.

5. Average historical loss rate of 4.2% was determined for both Corporate and non-corporate customers.

Value Added Statement

For the year ended 31 December 2018

	Group				Company			
	2018 N'000	%	2017 N'000	%	2018 N'000	%	2017 N'000	%
Revenue	**5,182,459**		4,376,859		**4,594,287**		3,882,611	
Other operating income	**153,817**		120,125		**144,316**		118,699	
Finance income	**41,457**		54,389		**76,485**		87,778	
	5,377,733		4,551,373		**4,815,088**		4,089,088	
Deduct:								
Outside purchases of services and products:								
- Local	**(4,208,440)**		(3,881,915)		**(3,777,029)**		(3,556,421)	
- Import	**(445,814)**		(431,324)		**(398,763)**		(395,158)	
Value erroded	**723,479**	**100**	238,134	100	**639,296**	**100**	137,509	100
Distributed as follows:								
To pay employee:								
Salaries and labour related expenses	**523,835**	**72**	510,534	214	**445,599**	**70**	431,991	314
To provider of capital:								
Interest	**2,310,578**	**319**	2,760,746	1,159	**2,310,578**	**361**	2,760,746	2,008
To pay Government:								
- Company taxes	**19,921**	**3**	23,390	10	**11,796**	**2**	8,497	6
To provide for replacement of assets and future expansion of business:								
- Depreciation of property plant and equipment	**56,674**	**8**	101,722	43	**48,204**	**8**	95,239	69
- Amortisation of intangible assets	**1,237**	**-**	2,284	1	**-**	**-**	2,284	2
Loss transferred from income statements	**(2,188,766)**	**(303)**	(3,160,542)	(1,327)	**(2,176,881)**	**(341)**	(3,161,248)	(2,299)
	723,479	**100**	238,134	100	**639,296**	**100**	137,509	100

The value added represents the wealth created through the use of the group's asset by its own its employees' efforts. This statement shows the allocation of wealth amongst employees, capital providers, government, and that retained for future creation of wealth.

Financial Summary - (The Group)

31 December 2018

	2018 N'000	2017 N'000	2016 N'000	2015 N'000	2014 N'000
Profit or loss and other comprehensive income					
Revenue	**5,182,459**	4,376,859	9,808,274	11,945,313	20,942,572
(Loss)/profit before income tax	**(2,168,845)**	(3,137,152)	(2,819,299)	(4,306,120)	(1,435,068)
Taxation	**(19,921)**	(23,390)	(81,310)	124,479	(386,774)
(Loss)/profit for the year ended	**(2,188,766)**	(3,160,542)	(2,900,609)	(4,181,641)	(1,821,842)
Other comprehensive (loss)/income	**(20,868)**	64,495	7,765	881,412	1,614,545
Total comprehensive (loss) /income for the year	**(2,209,634)**	(3,096,047)	(2,892,844)	(3,300,229)	(207,297)
Employment of funds					
Property, plant & equipment	**4,525,257**	4,545,160	4,596,553	4,780,037	4,247,719
Investment property	**350,845**	355,622	-	-	-
Other non current asset	**428,216**	385,048	288,621	192,081	217,343
Net current liabilities	**(13,442,662)**	(11,287,352)	(7,392,696)	(4,451,877)	(743,255)
Non-current liabilities	**(57,730)**	(42,208)	(440,161)	(560,979)	(464,756)
Net liabilities	**(8,196,074)**	(6,043,730)	(2,947,683)	(40,738)	3,257,051
Funds employed					
Share capital	**588,177**	588,177	588,177	588,177	588,177
Share premium account	**409,862**	409,862	409,862	409,862	409,862
Revaluation reserve	**2,864,778**	2,864,778	2,864,778	2,864,778	2,007,167
(Loss sustained)/retained earnings	**(12,058,891)**	(9,906,547)	(6,810,500)	(3,918,241)	240,964
Non-controlling interest	**-**	-	-	14,686	10,881
	(8,196,074)	(6,043,730)	(2,947,683)	(40,738)	3,257,051
Basic/diluted (loss) per share (Naira)	**(3.76)**	(5.26)	(4.92)	(5.61)	(0.35)
Net asset per share (Naira)	**(13.93)**	(10.28)	(5.01)	(0.07)	5.54

(Loss) per share are based on (loss) after tax divided by the issued and fully paid ordinary shares at the end of each financial year.

Net (liabilities)/assets per share are based on net (liabilities)/assets divided by the issued and fully paid ordinary shares at the end of each financial year.

Financial Summary - (The Company)

31 December 2018

	2018 N'000	2017 N'000	2016 N'000	2015 N'000	2014 N'000
Profit or loss account					
Revenue	**4,594,287**	3,882,611	8,751,219	11,040,841	21,618,130
(Loss)/profit before income tax	**(2,165,085)**	(3,152,751)	(3,059,416)	(4,404,355)	(215,033)
income tax expense/writeback	**(11,796)**	(8,497)	(16,871)	156,536	111,246
(Loss)/profit for the year	**(2,176,881)**	(3,161,248)	(3,076,287)	(4,247,819)	(103,787)
Other comprehensive (loss)/income	**(20,868)**	64,495	7,765	881,412	7,774
Total comprehensive loss for the year	**(2,197,749)**	(3,096,753)	(3,068,522)	(3,366,407)	(96,013)
Employment of funds					
Property, plant and equipment	**4,516,579**	4,536,475	4,581,635	4,767,141	4,223,324
Intangible assets	**-**	-	2,284	25,185	23,683
Investment in subsidiaries	**156,576**	160,576	183,576	169,475	169,475
Non-current prepayments	**-**	-	4,555	14,259	-
Other non-current receivables	**383,618**	381,773	246,114	115,857	155,768
Net current (liabilities)/assets	**(13,604,543)**	(11,504,843)	(7,949,475)	(4,833,208)	(1,043,940)
Loans and borrowings	**-**	-	(300,566)	(435,689)	-
Non-current liabilities	**(56,088)**	(40,065)	(137,452)	(123,827)	(142,260)
Deferred tax liabilities	**-**	-	-	-	(320,450)
Net (liabilities)/assets	**(8,603,858)**	(6,466,084)	(3,369,329)	(300,807)	3,065,600
Funds employed					
Share capital	**588,177**	588,177	588,177	588,177	588,177
Share premium account	**409,862**	409,862	409,862	409,862	409,862
Revaluation reserve	**2,864,778**	2,864,778	2,864,778	2,864,778	2,007,167
(Loss sustained)/retained earnings	**(12,466,675)**	(10,328,901)	(7,232,146)	(4,163,624)	60,394
	(8,603,858)	(6,466,084)	(3,369,329)	(300,807)	3,065,600
Basic/diluted (loss)/earnings per share (Naira)	**(1.85)**	(2.69)	(2.62)	(3.61)	(0.09)
Net (liabilities)/asset per share (Naira)	**(15)**	(11)	(6)	(1)	5

(Loss) per share are based on (loss) after tax divided by the issued and fully paid ordinary shares at the end of each financial year.

Net (liabilities)/assets per share are based on net (liabilities)/assets divided by the issued and fully paid ordinary shares at the end of each financial year.

Unclaimed Dividends, E-dividend and E-bonus

E-Dividend/Unclaimed Dividends

The Securities and Exchange Commission Nigeria ("SEC") as the apex regulator of the Nigerian Capital Market and in furtherance of its investor protection and market development mandate had directed the discontinuance of the issuance of physical dividend warrants by public companies with effect from December 31, 2017. The payment of dividends are now to be done solely by e-dividend whereby payments will be made electronically to the bank accounts of the concerned shareholders. All shareholders who are not registered for e-dividend are advised to fill the E-Dividend Mandate Activation Form in this report and submit same to the Registrars for the collection of their unclaimed dividends and subsequent dividends electronically. We advise all shareholders with unclaimed dividends to write our Registrars for their unclaimed dividends. The list of unclaimed dividends are available on our Registrar's web site – **www.meristemregistrars.com**

Electronic Dispatch of Annual Reports

To ensure that our shareholders receive their annual reports as early as possible and within a reasonable time before the Annual General Meeting, arrangements have been put in place for electronic copies to be forwarded timeously to shareholders' e-mail addresses. Hard copies would be dispatched in advance to the Shareholders' Associations registered by SEC while hard copies would also be made available on the day of the AGM. Shareholders are requested to provide our Registrars with their e-mail addresses to facilitate the prompt delivery of their annual reports.

Complaints Management Policy

The Complaints Management Policy is available on the company's website – www.rtbriscoe.com

The unclaimed dividend as at 31st December, 2017 are as follows:

Dividend	Date Paid	N'000
24	25/04/2008	23,504,773.69
25	15/05/2009	23,811,112.19
26	28/05/2010	6,909,217.01
27	27/05/2011	8,271,087.53
28	29/06/2012	13,477,928.20
TOTAL		**75,974,118.62**

S/N	Sript No.	Date of Issue
1	01	29.08.75
2	02	18.10.76
3	03	14.10.77
4	04	31.10.80
5	05	30.11.81
6	06	29.10.82
7	07	24.04.03
8	08	29.04.04
9	09	26.04.07
10	10	24.04.08
11	11	01.04.09
12	12	21.04.10
13	13	29.04.11
14	14	26.06.12

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

The Company Secretary	The Registrar
R. T. Briscoe (Nigeria) Plc.	**Meristem Registrars and Probate Services Ltd.**
18, Fatai Atere Way, Matori, Lagos.	213, Herbert Macaulay Way, Adekunle, Yaba, Lagos.
Telephone Lines:	Telephone Lines:
01– 4537694, 01– 4537695	**+234 (1) 2809250-3**
e-mail address:	e-mail address
Briscoemail@rtbriscoe.com	**info@meristemregistrars.com**
Website:	Website:
www.rtbriscoe.com	**www.meristemregistrars.com**

E-dividend Mandate Activation Form

Affix
Current
Passport

(To be stamped by Bankers)

Write your name at the back of your passport photograph

Only Clearing Banks are acceptable

MERISTEM
REGISTRARS AND PROBATE SERVICES LIMITED
RC No: 489029

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

Instruction
Please complete all sections of this form to make it eligible for processing and return to the address below

The Registrar
Meristem Registrars and Probate Services Limited
213, Herbert Macaulay Way
Adekunle-Yaba
Lagos State

I\We hereby request that henceforth, all my\our Dividend Payment(s) due to me\us from my\our holdings in R.T Briscoe (Nigeria) Plc be credited directly to my \our bank account detailed below:

Bank Verification Number

Bank Name

Bank Account Number

Account Opening Date

Shareholder Account Information
Surname/Company's Name | First Name | Other Names

Address:

City | State | Country

Previous Address (If address has changed)

CHN | CSCS A/c No

Name of Stockbroker

Mobile Telephone 1 | Mobile Telephone 2

Email Address

Signature(s)

Company Seal (If applicable)

Joint\Company's Signatories

Help Desk Telephone No/Contact Centre Information for Issue resolution or clarification: 01-2809250-4

Please
Affix
Postage
Stamp

THE REGISTRARS,

MERISTEM

REGISTRARS AND PROBATE SERVICES LIMITED

RC No: 489029

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 28th of November, 2019 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, Sir S. N. Nwosu 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 28th November, 2019 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... 2019.

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. Mr. A. Ajayi 2. Alhaji A. S. Madugu, mni		
To appoint Messrs. PKF Professional Services as the Auditors of the company		
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 28th of November, 2019 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,

MERISTEM

REGISTRARS AND PROBATE SERVICES LIMITED

RC No: 489029

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

Notes

Notes

BRISCOE

R.T. BRISCOE (NIGERIA) PLC
RC 1482

18, Fatai Atere Way, Matori, Oshodi, P.O. Box 2104, Lagos.
Tel: (01) 4537694, 4537695   E-mail – briscoemail@rtbriscoe.com

BRANCHES: ABUJA // ASABA // KANO // LEKKI // PORT HARCOURT // VICTORIA ISLAND

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