





FLOUR MILLS PLC
INCORPORATED IN SOUTH AFRICA

HONEYWELL FLOUR MILLS PLC

**AUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH, 2022**

HONEYWELL FLOUR MILLS PLC

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HONEYWELL FLOUR MILLS PLC

CORPORATE INFORMATION

Board of Directors:

Mr. Omoboyede Oyebohanle Olusanya	- Chairman	(Appointed w.e.f 10/5/2022)
Oba Otudeko D.Sc (Hon) CFR	- Chairman	(Resigned w.e.f 10/5/2022)
Mr. Nassib Raffoul	- Managing Director	(Appointed w.e.f 10/5/2022)
Mr. Olanrewaju Bamidele Jaiyeola	- Outgoing Managing Director and now Non-Executive Director	(w.e.f 10/5/2022)
Mr. Anders Lars Kristiansson	- Non Executive Director	(Appointed w.e.f 10/5/2022)
Mr. Sadiq Abubakar Usman	- Non Executive Director	(Appointed w.e.f 10/5/2022)
Mr. Vlasios Liakouris	- Non Executive Director	(Appointed w.e.f 10/5/2022)
Mrs. Kate Osamede Iketubosin	- Independent Non-Executive Director	(Appointed w.e.f 10/5/2022)
Mr. Joseph Odion Umolu -	- Non Executive Director	(Appointed w.e.f 10/5/2022)
Mr. Obafemi Otudeko	- Non Executive Director	(Resigned w.e.f 10/5/2022)
Mr. Alan Palmer	- Non Executive Director	(Resigned w.e.f 10/5/2022)
Mr. Andrew Smith-Maxwell	- Non-Executive Director	(Resigned w.e.f 10/5/2022)
Dr. Nino Albert Ozara	- Non-Executive Director	(Resigned w.e.f 10/5/2022)
Mr. Theophilus Oluranti Sokunbi	- Independent Director	(Resigned w.e.f 10/5/2022)
Mrs. Wonuola Adetayo	- Independent Director	(Resigned w.e.f 10/5/2022)
Dr. Raymond Zoukpo	- Independent Director	(Resigned w.e.f 10/5/2022)

Registered Office: SW8/1185 Sanda Street,
Molete, Ibadan, Oyo State.

Registration Number: RC 55495

Operational Office: **Apapa Factory**
2nd Gate By-Pass,
Tin Can Island Port,
Apapa, Lagos.

Ikeja Factory
Plot YABB, Mobolaji John Avenue,
Alausa, Ikeja, Lagos.

Sagamu Factory
Sagamu Inter- Change
Sagamu,
Ogun State.

Company Secretary: Mrs. Osomomen L. Olukoya
Tel:+234 9088328458

Company Registrar: First Registrars & Investor Services Limited
Plot 2 Abebe Village Road,
Iganmu, Lagos.

Independent Auditors: Bakertilly Nigeria
(Chartered Accountants),
Kresta Laurel Complex (4th Floor),
376, Ikorodu Road,
Maryland, Lagos.

Bankers: Access Bank Plc
Ecobank Nigeria Plc
Fidelity Bank Plc
First Bank of Nigeria Limited
Guaranty Trust Bank Limited
Keystone Bank Limited
Polaris Bank Limited
Standard Chartered Bank Nigeria Limited
Union Bank of Nigeria Plc
United Bank for Africa Plc
Zenith Bank Plc

HONEYWELL FLOUR MILLS PLC

FINANCIAL HIGHLIGHTS
FOR THE YEAR ENDED 31 MARCH, 2022

	2022 N'000	2021 N'000	% Increase/ (decrease)
Major profit or loss items			
Revenue	136,427,507	109,594,730	24
(Loss)/profit before taxation	(172,141)	1,576,746	(111)
(Loss)/profit after taxation	(983,812)	1,125,864	(188)

At year end**Major statement of financial position items**

Shareholders' fund	56,429,751	57,968,678	(3)
Total assets	149,869,159	147,394,656	2
Total liabilities	93,439,408	89,425,978	4
Issued and fully paid share capital	3,965,099	3,965,099	-

Per 50k share data

	Kobo	kobo
Earnings	(12.41)	14.20
Dividend proposed	-	7
Dividend paid	7	4

HONEYWELL FLOUR MILLS PLC**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The Directors accept responsibility for the annual financial statements, which have been prepared using appropriate accounting policies supported by reasonable and prudent judgments and estimates, in conformity with International Financial Reporting Standards (IFRS) and the requirements of the Companies and Allied Matters Act, 2020 and Financial Reporting Council of Nigeria Act, No. 6, 2011.

The Directors are of the opinion that the financial statements give a true and fair view of the state of the financial affairs of the Company and of the financial performance during the year.

The directors further acknowledge that they are ultimately responsible for the system of internal financial controls established by the company and place considerable importance on maintaining a strong control environment. To enable the directors to meet these responsibilities, the board of directors sets standards for internal control aimed at reducing the risk of error or loss in a cost effective manner. The standards include the proper delegation of responsibilities within a clearly defined framework, effective accounting procedures and adequate segregation of duties to ensure an acceptable level of risk. These controls are monitored throughout the company and all employees are required to maintain the highest ethical standards in ensuring the company's business is conducted in a manner that in all reasonable circumstances is above reproach. The focus of risk management in the company is on identifying, assessing, managing and monitoring all known forms of risk across the company. While operating risk cannot be fully eliminated, the company endeavours to minimise it by ensuring that appropriate infrastructure, controls, systems and ethical behaviour are applied and managed within predetermined procedures and constraints.

Nothing has come to the attention of the Directors to indicate that the Company will not remain a going concern for at least twelve months from the date of this financial statements.

Signed on behalf of the Board of Directors By:



Omoboyede Oyeboalele Olusanya
Chairman
FRC/2017/IODN/00000017634

27 May, 2022



Olanrewaju Bamidele Jaiyeola
Director
FRC/2014/ICAN/00000008542

27 May, 2022

HONEYWELL FLOUR MILLS PLC

CORPORATE GOVERNANCE

Honeywell Flour Mills Plc is committed to the best practices and principles of Corporate Governance. The Company is a member of the Society for Corporate Governance of Nigeria, and has successfully completed the Corporate Governance Rating System assessment- a joint initiative of the Nigerian Stock Exchange and the Convention on Business Integrity. Its business is conducted in a fair, honest and transparent manner which conforms to Code of Corporate Governance issued by Securities and Exchange Commission and the Financial Reporting Council of Nigeria.

i. **Board Composition**

The Board consists of a Non-Executive Chairman, four (4) Non-Executive Directors, three (3) Independent Non-Executive Directors and one (1) Executive Directors as at 31 March 2022, all bringing high level of competence and expertise. They are seasoned professionals and entrepreneurs with vast business management experience and credible track records. The non-executive Directors are independent of the management and are free from constraints which may materially affect their judgment as Directors of the Company.

ii. **Role of the Board**

The Board has the responsibility of ensuring that the Company is properly managed and achieves its strategic objectives with the aim of creating sustainable long term value to the Shareholders.

iii. **Records of Directors Attendance at Meetings**

Members of the Board of Directors hold periodic meetings to decide policy matters with the aim of directing the affairs of the Company, review its operations, finances and formulate growth strategy. Board agenda and reports are provided ahead of meetings.

Further to the provisions of Section 267(1) of the Companies and Allied Matters Act 2020, the records of the Directors' attendance at Board meetings during the year under review is available at the Company's Corporate Head office for inspection. In accordance with Corporate Governance principles, details of attendance at Board meetings during the year are as follows:

	25/5/2021	20/8/2021	1/11/2021
Dr. Oba Otudeko D.Sc (Hon) CFR	yes	yes	yes
Mr. Olanrewaju Bamidele Jaiyeola	yes	yes	yes
Dr. Nino Albert Ozara	yes	yes	yes
Mr. Obafemi Otudeko	yes	no	yes
Mr. Alan Palmer	yes	yes	yes
Mr. Andrew Smith-Maxwell	yes	yes	yes
Mr. Theophilus Oluranti Sokunbi	yes	yes	yes
Mrs. Wonuola Adetayo	yes	yes	yes
Dr. Raymond Zoukpo	yes	yes	yes

iv. **Board Changes**

No Director is resigning by rotation in view of the change in the Board.

v. **Committees**a) **Statutory Audit Committee**

In compliance with section 404 (3) of the Companies and Allied Matters Act 2020, members of the Audit Committee were elected at the Annual General Meeting held on 14 October, 2021. Members that served on the Committee during the year comprise:

Mr. Adebayo Adeleke	Shareholder
Mr. Afolabi J. Ogundipe	Shareholder
Mrs. Morenike Omilabu	Shareholder
Mr. Andrew Smith-Maxwell	Director
Mr. Theophilus .O. Sokunbi	Director
Mrs. Wonuola Adetayo	Director

The Committee, in the conduct of its affairs, reviews the Company's overall risk management and control systems, financial reporting arrangements and standard of business conduct. Members of the Audit Committee have direct access to the Internal Audit Department and Independent Auditors. The statutory functions of the Committee are provided for in section 404(7) of the Companies and Allied Matters Act, 2020. The details of the attendance at meetings of the Committee during the year are as follows:

	14/4/2021	13/7/2021	22/10/2021
Mr Adebayo Adeleke (Chairman)	yes	yes	yes
Mr. Emmanuel Omole	yes	yes	yes
Mrs. Morenike Omilabu	yes	yes	yes
Mr. Andrew Smith- Maxwell	yes	yes	yes
Mr. Theophilus. O. Sokunbi	yes	yes	yes
Mrs. Wonuola Adetayo	yes	yes	yes

b) **Business Development Committee**

The purpose of the Business Development Committee is to assist the Board in fulfilling its responsibilities in relation to assessing and managing the Company's business development strategies and activities. Details of members of the committee during the year are as follows:

Mr. Alan Palmer (Chairman)
Mr. Olanrewaju Bamidele Jaiyeola
Dr. Nino Albert Ozara
Mr. Theophilus Oluranti Sokunbi
Mrs. Wonuola Adetayo

The committee did not meet during the period under review.

c) Nominations, Governance & Remuneration Committee

The Nominations Committee is empowered to bring to the board recommendations regarding the appointment of any Executive or Non-Executive Director. The Committee ensures that a review of Board candidates is undertaken in a disciplined and objective manner.

The members of the Nominations Committee are; Mr. Oluranti Sokunbi, Mr. Obafemi Otudeko and Dr. Raymond Zoukpo. It did not meet during the period under review.

vi. Executive Management Committee

The Executive Management comprises the Executive Directors and Head of Departments of the Core Business Units of the Company. It meets once a week and is responsible for setting overall Corporate targets, reviewing the Company's performance and operational issues and overseeing the affairs of the Company on a day-to-day basis. As at 31 March, 2022, the Executive Management comprised the following members:

Mr. Olanrewaju Bamidele Jaiyeola	- Managing Director
Mr. Mobolaji Fakayode	- Finance Director
Mr. Tayo Ilori	- Director, Supply Chain Operations
Mr. Oluseye Ogunwole	- Head, National Sales (Business to Business) B2B
Mr. Narendra Nagarkar	- Head, National Sales (Business to Customers) B2C
Mr. Babatunde Adebayo	- General Manager Operation, Sagamu
Mr. Boniface Isunuaya	- Head, Milling and Production
Mrs. Bisi Duduyemi	- Head, Human Resources
Mrs. Yewande Giwa	- Company Secretary

vii. Performance Evaluation of the Board

The Board has established a system to undertake a formal and rigorous annual evaluation of its own performance, that of its Committees, the Chairman and individual Directors. The evaluation system includes the criteria and key performance indicators and targets for the Board, its Committees and each individual Committee member.

viii. Policies

In keeping up with its practice of adhering to best Corporate Governance Standards, Honeywell Flour Mills Plc has put in place several policies which protect the interest of its customers and stakeholders. These include:

a. Security Trading Policy

In accordance with Section 14 of amended Listing Rules of the Nigerian Stock Exchange, Honeywell Flour Mills Plc has in place a Security Trading Policy.

During the financial year under review, the Directors and employees of the Company complied with the Nigerian Stock Exchange Rules relating to securities

transactions and the provision of the Honeywell Flour Mills Plc Policy on insider trading.

b. Shareholders Enquiries and Complaints Management Policy

Honeywell Flour Mills Plc has in place a Complaints Management Policy in compliance with the Investments and Securities Act (ISA), 2007 and in line with the Securities and Exchange Commission's Rules relating to the Complaints Management Framework of the Nigerian Capital Market.

During the financial year, all enquiries and complaints covered under the Policy were promptly resolved.

Enquiries and complaints may be submitted through the following channels:

i. Company Registrar

First Registrars & Investor Services Limited
Plot 2 Abebe Village Road
Iganmu,
Lagos.
Tel: 234 1 2799880, 2701078, 2701079
Fax: 234 1 2701071, 2701072
Email: info@firstregistrarnigeria.com.

ii. Company Secretary

Shareholders seeking to escalate unresolved complaints are directed to contact the Company Secretary at this location:

Office of the Company Secretary
Plot YABB, Mobolaji Johnson Avenue,
Alausa Ikeja,
Lagos.
Email: oolukoya@fmnplc.com
Tel: +234 9088328458

c. Whistle Blowing Policy

Under its whistle blowing mechanism, employees of Honeywell Flour Mills Plc and other stakeholders including third parties are encouraged to report any observed or suspected acts of fraud, corruption or other irregularities. They may contact the independent helpline by telephone or online without fear of reprisal or recrimination and may do so anonymously if they so wish.

The Company guarantees that the identity of the reporting individual or organisation shall be accorded utmost protection and the report timely investigated and treated. Whistle-blowers may report misconduct, irregularities or malpractice via the following channels:

- whistleblower@honeywellgroup.com
- 0708 060 1099
- www.honeywellgroup.com/whistleblowing

d. Quality Policy

The Company is committed to the continuous achievement of business success by maintaining its quality leadership in the flour milling industry.

This is driven by a quality management system designed to ensure that customers are always provided with high quality products and services that meet International Standards. Such standards are in full compliance with all statutory and regulatory requirements which are set out in writing for adherence by all staff at all times.

Honeywell Flour Mills Plc was the first flour milling company in Nigeria to be ISO-certified. All processes and procedures across the organisation are in line with international best practice to ensure the continuous production of good quality products for the complete satisfaction of its highly esteemed customers. The Company employs state-of-the-art facilities for the production of its various brands in conjunction with its technical partners Buhler AG of Switzerland (the world's leading milling equipment manufacturer) for the installation and maintenance of its mills as well as a partnership agreement with Muhlenchemie of Germany for the supply of additives.

e. Anti-bribery and Corruption Policy

Honeywell Flour Mills Plc is committed to upholding the highest levels of ethical standards and integrity in doing business. Hence, the Company has zero tolerance for fraud, bribery and corruption of any nature.

The Company acknowledges the importance of fairness in business and kicks against all acts which threaten to undermine the integrity of its business operations. The adverse effects of fraud, bribery and corruption are recognized through its core values which include 'integrity' - symbolizing our commitment to tenaciously maintain the highest ethical standards, and 'responsibility beyond ourselves' which denotes our intent to act as catalysts for positive change and development in our Society. This acts as the foundation of our dealings at Honeywell, and will continue to underpin our business operations.

The Company actively maintains an Anti-Bribery & Corruption Policy to reiterate its zero tolerance stance on fraud, bribery and corruption and such other unethical acts, to provide a framework to promote its stance on these, to promote transparency in its dealings and to ensure its reputation and stakeholders are adequately protected.

f. Others

In line with the Code of Corporate Governance, Honeywell Flour Mills Plc also has in place other policies which further strengthen its Corporate Governance Structure. They include:

- Conflict of interest & related party transactions policy
- Code of Ethics for employees and the Board of Directors
- Communications policy

- Board appointment policy
- Board remuneration policy
- Internal Control policy
- Robust charters for the Board and Committees
- Orientation & induction programme for new Directors

ix. **Statement on Sustainability**

Honeywell Flour Mills Plc is passionate about creating and enabling the growth of sustainable value for all its stakeholders. The Company constantly assesses how its operations affect its immediate stakeholders and the broader environment and implements action plans which promote more sustainable business practices.

Honeywell Flour Mills Plc's sustainability agenda has 2 broad objectives – creating a positive impact as a responsible corporate citizen, while minimizing the adverse effects of business operations on the environment. This agenda thus encompasses both Sustainability and Corporate Social responsibility initiatives, and is anchored on 4 pillars known as “HEED”:

- Health & Safety
- Education
- The Environment; and
- Driving economic growth

The Company's sustainability agenda aligns with the United Nations' Sustainable Development Goals, particularly:

- Goal 2: Zero hunger
- Goal 3: Good health and well-being
- Goal 4: Quality education
- Goal 8: Decent work and economic growth

Honeywell Flour Mills Plc recognizes that strong leadership and governance structures are critical to the success of its sustainability agenda, and to the growth and sustenance of its business as a whole. The Board of Directors, working with the Management Team, is responsible for promoting adherence to corporate governance principles and global best practice in business operations, and shall ensure that these business operations are conducted in a manner which aligns with the Company's sustainability agenda.

x. **Statement of Compliance with the Nigerian Code of Corporate Governance**

Honeywell Flour Mills Plc affirms that to the best of its knowledge, the Company is in compliance with the Nigerian Code of Corporate Governance. Practical demonstration of its compliance is shown by the following steps which have been taken:

Part A: Board of Directors & Officers of the Board

- The Board consists of a non-Executive Chairman, 3 Independent Directors, 4 non-Executive Directors and 1 Executive Directors, supported by a competent Company Secretary.

- A Board Diversity Policy has been developed to ensure that the Board remains sensitive to the need for diversity in all forms including gender, age and experience.
- In addition to the statutory Audit Committee, the Board has established a Nominations, Governance & Remuneration Committee and a Business Development Committee all of which are governed by robust charters. The establishment of a Board Audit & Risk Management Committee is also in view.
- Training and induction of Directors is governed by the Board's Director of Development Policy. During the year under review, Board members received training on Strategic Leadership.
- The Board is guided by its Appointment Policy in making appointments to the Board, though there were no appointments made during the year under review. The policy sets out the criteria for Board appointments, and provides for the extensive screening and vetting of potential Directors. Upon appointment, new Directors are mandated to undergo an induction programme.
- The Board Remuneration Policy provides a framework for the remuneration of Executive and Non-Executive Directors, which enables the Company offer competitive and fair rates of pay and benefits to attract and retain people of proven ability, experience and skills whilst ensuring that there is no discrimination based on gender, race, ethnicity, religion or sexual orientation.
 - Executive Directors' compensation is performance-driven, and consists of both fixed and variable remuneration components which are as follows:
 - Base salary
 - Performance incentive
 - Benefits & allowances
 - Terminal benefits
 - Non-executive Directors' compensation consists of Directors fees, sitting allowances and reimbursable expenses.

Part B: Assurance

- A robust Enterprise Risk Management framework is utilized in monitoring business risks
- A whistle-blowing framework has long been established and is continuously communicated to stakeholders

Part C: Relationship with Shareholders

A Stakeholder Management, Engagement & Communication Policy has been developed to enable and encourage stakeholders to engage with the Company.

Part D: Business Conduct with Ethics

Several policies have been developed to demonstrate the Company's commitment to ethical business conduct. They include:

- Insider Trading policy
- Conflict of interest & related party transactions policy
- Anti-bribery & corruption policy

Part E: Sustainability

The Company's sustainability agenda is documented in a Sustainability policy.

Part F: Transparency

Material information is disclosed to stakeholders through the appropriate channels.

REPORT OF THE DIRECTORS

The directors have pleasure in submitting their report on the financial statements of Honeywell Flour Mills Plc for the year ended 31 March, 2022.

1. **Incorporation**

Honeywell Flour Mills Plc was initially registered as Gateway Honeywell Flour Mills Limited on 21 June, 1983. A change in the Company's ownership structure led to a change of the name to Honeywell Flour Mills Limited in June 1995. The Company was converted to a Public Liability Company in 2008. Its shares were listed on the Nigerian Stock Exchange (NSE) in 2009.

2. **Principal Activities**

The Company is principally involved in the manufacturing and marketing of wheat based products such as flour, semolina, whole wheat meal, noodles and pasta.

3. **Result for the Year**

The following is the summary of the company's operating results for the year:

	N'000
Revenue	136,427,507
	<u> </u>
Loss before taxation	(172,141)
Taxation and levy	(811,671)
	<u>(983,812)</u>

There were no material changes to the nature of the company's business from the prior year.

4. **Dividend**

The directors do not recommend the declaration of any dividend in order to conserve fund.

5. **Products Distribution**

The Company's products are distributed through many distributors across the Country.

6. **Directors' Shareholding**

The direct and indirect interest of Directors in the Issued Share Capital of the Company as recorded in the Register of Directors Shareholdings and/or as notified by the Directors for the purposes of Sections 301 and 302 of the Companies and Allied Matters Act 2020 and the listing requirements of Nigerian Stock Exchange is as stated hereunder as at 31 March, 2022.

	2022 Direct	2021 Direct	2022 Indirect	2021 Indirect
Dr. Oba Otudeko D.Sc (Hon) CFR	-	-	5,294,363,565	5,294,363,565
Mr. Olanrewaju Bamidele Jaiyeola	370,000	370,000	-	-
Mr. Nino Albert Ozara	250,000	250,000	-	-
Mr. Obafemi Otudeko	-	-	618,000,000	618,000,000
Mr. Alan Palmer	75,783	75,783	-	-
Mr. Andrew Smith-Maxwell	-	-	-	-
Mr. Theophilus Oluranti Sokunbi	208,000	208,000	-	-
Mrs. Wonuola Adetayo	50,000	50,000	-	-
Dr. Raymond Zoukpo	204,541	204,541	-	-
	<u>1,158,324</u>	<u>1,158,324</u>	<u>5,912,363,565</u>	<u>5,912,363,565</u>

**Dr. Oba Otudeko and Mr. Obafemi Otudeko have indirect holdings amounting to 5,294,363,565 and 618,000,000 respectively through Siloam Global Services Limited which is a 75% equity holder in the Company.

7. Directors' Interest in Contracts

None of the Directors have notified the Company for the purpose of Section 303 of the Companies and Allied Matters Act 2020 of any disclosable interest in contracts with which the Company was involved during the year ended 31 March, 2022.

8. Employment and Employees

i). Employment Policy

It is the policy of the Company that there should be no discrimination in considering applications for employment including those from physically challenged persons. However, there was no physically challenged person in the employment of the Company during the year.

ii). Training and Development

It is the Company's policy to equip all employees with the skills and knowledge required for the successful performance of their jobs. The Company sees the investment in its employees as a major part of its strategic development and have maintained a consistent policy of training its staff, both locally and internationally to enhance their skills and competence.

iii). Health and Welfare of Employees

It is the policy of Honeywell Flour Mills Plc that every employee is provided with a safe and healthy working environment so far as is practicable, having due regard to all moral, legal and economic obligations. The Directors of the Company recognize that they have a responsibility to ensure that all reasonable precautions are taken to maintain good working conditions that are safe, healthy and comply with all statutory requirements and best codes of practice. The Company provides Personal Protective Equipment to employees as required by the nature of their jobs and safety officers perform regular monitoring to ensure usage compliance. There are fully equipped clinics at its various sites of operation with full-time nurses and weekly attendance by a physician. It also offers free medical services through a health management services provider to all members of staff.

The Company continuously strives to improve its operation to ensure a safe working environment. It also maintains high standard of hygiene in all its premises through sanitation practices and regular fumigation exercises, as well as installation of pest and rodent control gadgets.

The employee canteens at Apapa, Ikeja and Sagamu continue to provide nutritionally balanced healthy meals in a conducive environment, free for the Junior Staff and at highly subsidized rate for the Senior Staff.

Employees and stakeholders will continue to be encouraged to express their views on the Company's safety standards through the Safety Committee while Health and Safety training opportunities will be provided annually.

Subject to applicable laws we recruit, hire, train, promote, discipline, and provide other conditions of employment without regard to a person's race, colour, religion, sex, national origin, disability or other classifications protected under law.

9. Shareholding Analysis

The shareholding structure of the Company as at 31 March, 2022 is as stated below:

Share Range	No. of Holders	% of Holders	No of Holdings	% of Holdings
1 - 1,000	12,554	37.54	10,410,903	0.13
1,001 - 5,000	13,768	41.17	36,308,002	0.46
5,001 - 10,000	2,880	8.61	23,665,586	0.30
10,001 - 50,000	2,783	8.32	65,663,449	0.83
50,001 - 100,000	590	1.76	46,039,476	0.58
100,001 - 500,000	641	1.92	134,919,852	1.70
500,001 - 1,000,000	96	0.29	74,983,242	0.95
1,000,001 - 5,000,000	97	0.29	199,815,613	2.52
5,000,001 - 10,000,000	14	0.04	102,377,281	1.29
10,000,001 - 50,000,000	11	0.03	254,882,246	3.21
50,000,001 and above	6	0.02	6,981,132,008	88.03
	33,440	100.00	7,930,197,658	100.00

10. Substantial Interest in Shares

According to the register of members, the following shareholders of the Company held at least 5 percent of the Issued Share Capital of the Company as at 31 March, 2022:

	2022	
	Number	%
Siloam Global Services Limited	5,912,363,565	75
Truthon Limited	400,967,024	5

11. **Donations, Sponsorship and Corporate Social Responsibility**

The value of gifts and donations made by the Company during the year amounted to ₦7,210,970 (2021 ₦53,309,175) and analysed as follows:

	₦
FRSC Road Safety Campaign and Other Events	3,076,600
Youth Sport Development	1,862,530
Women Empowerment Programme	649,680
Children Sponsorship Events	1,556,660
Heartbeat Charity Foundation	<u>65,500</u>
	<u>7,210,970</u>

12. **Property, Plant and Equipment**

Information relating to the changes in the items of Property, Plant and Equipment is disclosed in Note 5 page 49. In the opinion of the Directors the market value of the Company's properties is not lower than the value shown in the financial statements.

13. **Independent Auditors**

Messrs. Bakertilly Nigeria (Chartered Accountants), have indicated their willingness to continue as auditors in accordance with Section 401(2) of the Companies and Allied Matters Act 2020. A resolution will be proposed to authorise the directors to fix their remuneration.

By Order of the Board



Osomomen L. Olukoya
FRC/2022/PRO/NBA/004/451605
Company Secretary

Lagos, Nigeria
27 May, 2022

HONEYWELL FLOUR MILLS PLC

AUDIT COMMITTEE REPORT

In compliance with the provisions of Section 404(7) of the Companies and Allied Matters Act 2020, we the members of the Audit Committee of Honeywell Flour Mills Plc received the Audited Financial Statements for the year ended 31 March, 2022 together with Management Control Report from the external auditors and management responses thereto at a duly convened meeting of the Committee and hereby report as follows:

We confirm that:

- (a). We reviewed the scope and planning of the audit requirements;
- (b). We reviewed the external auditors' Management Control Report together with Management Responses; and
- (c). We have ascertained that the accounting and reporting policies of the company for the year ended 31 March, 2022 are in accordance with legal requirements and agreed ethical practices.

In our opinion, the scope and planning of the audit for the year ended 31 March, 2022 was adequate and Management Responses to the auditors' findings were satisfactory.

We confirm that the internal control system was being consistently and effectively monitored through effective internal Audit.

The External Auditors confirmed that they received full co-operation from the management during the course of the statutory audit.

The Committee therefore recommends that the Audited Financial Statements for the year ended 31 March, 2022 and the External Auditors' Report thereon be presented for adoption at the Annual General Meeting.

Dated 26 May, 2022



Mr Adebayo Adeleke
Chairman, Audit Committee
FRC/2013/NIM/00000002317

Members of the Audit Committee

Mr. Adebayo Adeleke	-	Shareholder/Chairman
Mr. Afolabi J. Ogundipe	-	Shareholder
Mrs. Morenike Omilabu	-	Shareholder
Mr. Anders Lars Kristiansson	-	Director
Mrs. Kate Osamede Iketubosin	-	Director

4th Floor, Kresta Laurel Complex,
376, Ikorodu Road, Maryland,
P.O. Box 15016, Ikeja,
Lagos,
Nigeria.
Tel: +234 (0) 703 505 1283, (0) 903 161 3983,
(0) 802 310 6422
E-mail: btlnlg@bakertillynigeria.com
Website: www.bakertilly.ng

REPORT OF THE INDEPENDENT AUDITORS

TO THE MEMBERS OF HONEYWELL FLOUR MILLS PLC

Report on the Audit of the Financial Statements

We have audited the financial statements of Honeywell Flour Mills Plc (the company) set out on pages 23 to 75, which comprise the statement of financial position as at March 31, 2022, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

Opinion

In our opinion, the financial statements give a true and fair view, in all material respects, of the financial position of Honeywell Flour Mills Plc as at March 31, 2022, and its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards and the requirements of the Companies and Allied Matters Act 2020.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the financial statements section of our report. We are independent of the company in accordance with the International Ethics Standards Board for Accountants' International Code of Ethics for Professional Accountants (including International Independence Standards) (Parts 1 and 3) (IESBA Code) and other independence requirements applicable to performing audits of financial statements in Nigeria. We have fulfilled our other ethical responsibilities in accordance with the IESBA Code and in accordance with other ethical requirements applicable to performing audits in Nigeria. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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Key Audit Matters

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

Key Audit Matter

Gross borrowings (N61.83billion)

We focused on the borrowings of the company because of its materiality on the financial statements.

How our audit addressed the key audit matter

We adopted a substantive test approach to check the correctness, completeness and the figures of borrowings included in the financial statements. Specifically, we:

- Obtained and reviewed all existing loan covenant establishing the facilities;
- Reviewed all loans amortization schedule to ensure they are in agreement with the respective loan covenants;
- Reviewed all correspondences with the banks to establish communication around loan performances during the year;
- Reviewed loan repayment during the year to confirm that they agree with the loan covenants and the relevant amortization schedule;
- Reviewed the appropriateness of the foreign exchange currency denominated facilities;
- Obtained an independent confirmation from the banks stating balances and the status of the facilities at the year-end; and
- Reviewed the disclosures on borrowings for reasonableness

Our audit procedure did not reveal any material misstatement.

Other Information

The directors are responsible for the other information. The other information comprises the information included in the document titled "Honeywell Flour Mills Plc financial statements for the year ended 31 March, 2022", which includes the Directors' Report and the Audit Committee's Report as required by the Companies and Allied Matters Act 2020 and the Detailed Income Statement, which we obtained prior to the date of this report. The other information does not include the financial statements and our auditor's report thereon.

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

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

Going Concern

The Company's financial statements have been prepared using the going concern basis of accounting. The use of this basis of accounting is appropriate unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Management has not identified a material uncertainty that may cast significant doubt on the entity's ability to continue as a going concern, and accordingly none is disclosed in the financial statements. Based on our audit of the financial statements, we also have not identified such a material uncertainty.

Responsibilities of the Directors for the Financial Statements

The directors are responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards and the requirements of the Companies and Allied Matters Act 2020 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.

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

As part of an audit in accordance with International Standards on Auditing, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

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

We communicate with the directors 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.

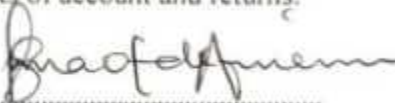
We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the 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

In accordance with Schedule 5 of the Companies and Allied Matters Act 2020, we expressly state that:

- (i) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- (ii) in our opinion, proper books of account have been kept by the Company, so far as it appears from our examination of those books; and
- (3) the Company's statement of financial position and income statement are in agreement with the books of account and returns.


Mark E. Ariemuduigho
FRC/2013/ICAN/00000002724
For: Bakertilly Nigeria
(Chartered Accountants)


Lagos, Nigeria
27 May, 2022




HONEYWELL FLOUR MILLS PLC
STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH, 2022

		2022	2021
Assets	Note(s)	N'000	N'000
Non-Current Assets			
Property, plant and equipment	5	97,061,562	101,321,149
Intangible assets	6	<u>186,316</u>	<u>136,830</u>
		97,247,878	101,457,979
Current Assets			
Inventories	7	31,725,805	19,780,169
Trade and other receivables	8	3,288,640	3,245,255
Prepayments	9	3,903,487	2,655,860
Cash and cash equivalents	10	<u>13,703,349</u>	<u>20,255,393</u>
		52,621,281	45,936,677
Total Assets		149,869,159	147,394,656
Equity and Liabilities			
Liabilities			
Non-Current Liabilities			
Borrowings	11	21,315,817	22,544,629
Deferred tax	12	<u>4,940,786</u>	<u>4,940,786</u>
		26,256,603	27,485,415
Current Liabilities			
Borrowings	11	40,512,612	37,940,164
Trade and other payables	13	25,855,444	23,799,441
Current tax payable	14.2	<u>814,749</u>	<u>200,958</u>
		67,182,805	61,940,563
Total Liabilities		93,439,408	89,425,978
Equity			
Share capital	15	3,965,099	3,965,099
Share premium	15a	6,462,041	6,462,041
Reserves		32,115,596	32,115,596
Retained earnings		<u>13,887,015</u>	<u>15,425,942</u>
		56,429,751	57,968,678
Total Equity and Liabilities		149,869,159	147,394,656

The financial statements were approved by the Board of Directors on 27 May, 2022 and signed on its behalf by:


Oluwoyede Oyebohanle Oluwaya
Chairman
FRC/2017/IODN/00000017634


Olanrewaju Bakidele Jaiyeola
Director
FRC/2014/ICAN/00000008542


Mobolaji Fakayode
Finance Director
FRC/2017/ICAN/00000016847

The accounting policies and the notes on pages 27 to 71 form an integral part of these financial statements

HONEYWELL FLOUR MILLS PLC
STATEMENT OF PROFIT OR LOSS AND OTHER
COMPREHENSIVE INCOME FOR THE
YEAR ENDED 31 MARCH, 2022

	Note	2022 N'000	2021 N'000
Revenue	16	136,427,507	109,594,730
Cost of sales	17	<u>(124,860,338)</u>	<u>(93,973,456)</u>
Gross profit		11,567,169	15,621,274
Other operating income	18	338,819	140,712
Selling and distribution expenses	19	<u>(4,536,958)</u>	<u>(5,543,372)</u>
General and administrative expenses	19	<u>(2,687,862)</u>	<u>(2,572,565)</u>
Operating profit	20	4,681,168	7,646,049
Finance income	21	633,897	-
Finance costs	22	<u>(5,487,206)</u>	<u>(6,069,303)</u>
(Loss)/profit before taxation		(172,141)	1,576,746
Taxation	14.1	<u>(811,671)</u>	<u>(450,826)</u>
Police Trust Fund Levy		<u>z</u>	<u>(56)</u>
(Loss)/profit for the year after taxation		(983,812)	1,125,864
Other comprehensive income:			
Total comprehensive income for the year		<u>(983,812)</u>	<u>1,125,864</u>
Earnings per share (kobo)		<u>(12.41)</u>	<u>14.20</u>

The accounting policies and the notes on pages 27 to 71 form an integral part of these financial statements

HONEYWELL FLOUR MILLS PLC

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH, 2022

	Share Capital N'000	Share premium N'000	Total share capital N'000	Revaluation reserve N'000	Total reserve N'000	Retained income N'000	Total equity N'000
Balance at 1 April, 2021	3,965,099	6,462,041	10,427,140	32,115,596	32,115,596	15,425,942	57,968,678
(Loss)/profit for the year	-	-	-	-	-	(983,812)	(983,812)
Dividend	-	-	-	-	-	(555,115)	(555,115)
Balance at March 31, 2022	3,965,099	6,462,041	10,427,140	32,115,596	32,115,596	13,887,015	56,429,751
Restated balance at April 1, 2020	3,965,099	6,462,041	10,427,140	32,115,596	32,905,177	13,827,705	57,160,022
Profit for the year	-	-	-	-	-	1,125,864	1,125,864
Transfer between reserve	-	-	-	-	(789,581)	789,581	-
Dividend	-	-	-	-	-	(317,208)	(317,208)
Balance at 31 March 1, 2021	3,965,099	6,462,041	10,427,140	32,115,596	32,115,596	15,425,942	57,968,678

The accounting policies and the notes on pages 27 to 71 form an integral part of these financial statements

HONEYWELL FLOUR MILLS PLC

STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 MARCH, 2022

Cash flows from operating activities		2022	2021
	Note(s)	N'000	N'000
(Loss)/Profit before taxation		(172,141)	1,576,746
Adjustments for:			
Depreciation and amortisation	25	5,231,458	4,663,976
Inventories write down	7	(169,116)	42,012
Movement in expected credit loss	8	(54,019)	(24,587)
Loss/(Profit) on assets disposal	18	37,948	(10,268)
Finance costs	22	5,487,206	6,069,303
Police Trust Fund Development levy	23	-	(56)
Movements in retirement benefit assets and liabilities			-
Changes in working capital:			
Inventories	7	(11,776,520)	(2,296,293)
Trade and other receivables	8	(10,634)	1,787,576
Prepayments	9	(1,247,627)	(611,033)
Trade and other payables	13	<u>2,318,316</u>	<u>2,312,318</u>
Cash generated from operations		(355,129)	13,509,694
Under provision for tax in prior year			
Tax paid	26	<u>(197,880)</u>	<u>(629,255)</u>
Net cash from operating activities		<u>(553,009)</u>	<u>12,880,439</u>
Cash flows from investing activities			
Purchase of property, plant and equipment	5	(1,204,260)	(641,523)
Sale of property, plant and equipment	5	14,388	11,845
Purchase of other intangible assets	6	<u>(110,478)</u>	<u>(112,081)</u>
Net cash from investing activities		<u>(1,300,350)</u>	<u>(741,759)</u>
Cash flow from financing activities			
Finance costs	22	(5,487,206)	(6,069,303)
Dividend paid		(555,115)	(317,208)
Increase in borrowings	11	<u>1,343,636</u>	<u>5,147,805</u>
Net cash from financing activities		<u>(4,698,685)</u>	<u>(1,238,706)</u>
Total cash movement for the year		(6,552,044)	10,899,974
Cash at the beginning of the year		<u>20,255,393</u>	<u>9,355,419</u>
Total cash at end of the year	10	<u>13,703,349</u>	<u>20,255,393</u>

The accounting policies and the notes on pages 27 to 71 form an integral part of these financial statements

HONEYWELL FLOUR MILLS PLC

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH, 2022

1. Corporate Information

Honeywell Flour Mills Plc was initially registered as Gateway Honeywell Flour Mills Limited on 21 June, 1983. A change in the company's ownership structure led to a change of the name to Honeywell Flour Mills Limited in June, 1995. The Company was converted to a Public Liability Company in 2008. Its shares were listed on the Nigerian Stock Exchange (NSE) in 2009. As part of its vertical integration strategy, the Company acquired 100% ownership of Honeywell Superfine Foods Limited, manufacturer of pasta and noodles in 2008.

Honeywell Flour Mills Plc is a company domiciled in Nigeria. The Company is principally engaged in the manufacturing and marketing of wheat-based products including Flour, Semolina, Whole Wheat Meal, Noodles and Pasta.

2. Basis of Preparation

(i). Statement of Compliance

The financial statements have been prepared on the going concern basis in accordance with, and in compliance with, International Financial Reporting Standards ("IFRS") and International Financial Reporting Interpretations Committee ("IFRIC") interpretations issued and effective at the time of preparing these financial statements and the Companies Act 71 of 2008, and in the manner required by the Companies and Allied Matters Act 2020 and the Financial Reporting Council of Nigeria Act No. 6, 2011.

(ii). Basis of Measurement

The financial statements have been prepared on the historic cost convention, unless otherwise stated in the accounting policies which follow and incorporate the principal accounting policies set out below.

(iii). Functional and Presentation Currency

They are presented in Naira, which is the company's functional currency.

(iv). Use of Estimates and Judgments

The preparation of the financial statements in conformity with the IFRS requires management to make judgments, estimates and assumption that affect the application of accounting policies and reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed in an on-going basis. Revision to accounting estimates are recognized in the year in which the estimates are revised and in any future years affected.

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements is included in the following notes:-

- measurement of defined benefit obligations;
- provisions and contingencies; and
- measurement of Expected Credit Loss (ECL) allowances for the trade and other receivables and key assumptions in determining the weighted-average loss rate.

Refer to note 31 for details of use of estimates and judgments

3. Significant Accounting Policies

The principal accounting policies applied in the preparation of these financial statements are set out below.

3.1 Going Concern

The Directors have reasonable expectation that the Company has adequate resources to continue in operational existence for the unforeseeable future. The Company continues to adopt the going concern basis in preparing its financial statements.

3.2 Segmental Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating-decision maker. The chief operating decision-maker, who is responsible for allocating resources, making strategic decisions and assessing performance of the operating segments, has been identified as the Board of Directors.

The Company's business operating segments are identified by three factories located at Apapa, Ikeja and Sagamu.

The basis of segmental reporting is disclosed in the note 16.

3.3 Business Combination

Business combination involving entities under common control are outside the scope of IFRS 3. Management exercises its judgment to apply the pooling of interest method of accounting for business combination in accordance with IAS 8, 10 - 12. The IAS 8 and 12 allow management to consider the most relevant conceptual framework in developing an accounting policy where IFRS has no specific requirements.

Under a pooling of interests-type method, the acquirer accounts for the combination as follows:

- The assets and liabilities of the acquirer are recorded at book value not fair value (although adjustments should be recorded to achieve uniform accounting policies);
- No goodwill is recorded. The difference between the acquirer's cost of investment and the acquiree's equity is presented separately within Other Statements of Comprehensive Income; no goodwill is recorded. The difference between the acquirer's cost of investment and the acquiree's equity is presented separately within Other Statements of Comprehensive Income;
- Comparative amounts are restated as if the combination had taken place at the beginning of the earliest comparative period presented.

3.4 Foreign Currency Transactions

Foreign currency transactions are translated into Naira using the exchange rates prevailing at the dates of the transactions or valuations where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognized in the income statement, except when deferred in other comprehensive income as qualifying cash flow hedges and qualifying net investment hedges.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the income statement within 'finance income or cost'. All other foreign exchange gains and losses are presented in the income statement within 'other gains / (losses) - net'.

3.5 Changes in Significant Accounting Policies

There are no new or amended applicable standards that became effective or adopted by the company during the year, hence, there are no changes in the accounting policies applied during the year.

3.6 Property, Plant and Equipment

Property, plant and equipment are tangible assets which the company holds for its own use or for rental to others and which are expected to be used for more than one year.

An item of property, plant and equipment is recognised as an asset when it is probable that future economic benefits associated with the item will flow to the company, and the cost of the item can be measured reliably.

Property, plant and equipment is initially measured at cost. Cost includes all of the expenditure which is directly attributable to the acquisition or construction of the asset, including the capitalisation of borrowing costs on qualifying assets and adjustments in respect of hedge accounting, where appropriate.

Expenditure incurred subsequently for major services, additions to or replacements of parts of property, plant and equipment are capitalised if it is probable that future economic benefits associated with the expenditure will flow to the company and the cost can be measured reliably. Day to day servicing costs are included in profit or loss in the year in which they are incurred.

Major spare parts and stand by equipment which are expected to be used for more than one year are included in property, plant and equipment.

Subsequent to initial recognition, property, plant and equipment is measured at cost less accumulated depreciation and any accumulated impairment losses, except for land and buildings which are stated at revalued amounts. The revalued amount is the fair value at the date of revaluation less any subsequent accumulated depreciation and impairment losses.

Property, plant and equipment is subsequently stated at revalued amount, being the fair value at the date of revaluation less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

Revaluations are made within 3 to 5 years such that the carrying amount does not differ materially from that which would be determined using fair value at the end of the reporting year.

The fair value represents the price which an interested party in a property or an item of plant and machinery might reasonably be expected to realize in a sale by private treaty assuming the following:

- a willing buyer;
- a reasonable period within which to negotiate the sale taking into consideration the nature of the assets and the state of the market;
- values will remain static throughout the period; - the assets will be freely exposed to the market;
- no account is to be taken of an additional bid by a special purchaser; and
- no account is to be taken of expenses of realization which may arise in the event of a disposal.

Any increase in an asset's carrying amount, as a result of a revaluation, is recognised in other comprehensive income and accumulated in the revaluation reserve in equity. The increase is recognised in profit or loss to the extent that it reverses a revaluation decrease of the same asset previously recognised in profit or loss.

Any decrease in an asset's carrying amount, as a result of a revaluation, is recognised in profit or loss in the current year. The decrease is recognised in other comprehensive income to the extent of any credit balance existing in the revaluation reserve in respect of that asset. The decrease recognised in other comprehensive income reduces the amount accumulated in the revaluation reserve in equity.

Depreciation of an asset commences when the asset is available for use as intended by management. Depreciation is charged to write off the asset's carrying amount over its estimated useful life to its estimated residual value, using a method that best reflects the pattern in which the asset's economic benefits are consumed by the company. Leased assets are depreciated in a consistent manner over the shorter of their expected useful lives and the lease term. Depreciation is not charged on an asset if its estimated residual value exceeds or is equal to its carrying amount. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale or de-recognised.

The useful lives of items of property, plant and equipment have been assessed as follows:

Item	Depreciation Method	Average useful life
Buildings	Straight line	20 – 60 years
Office Furniture and Equipment	Straight line	2- 10 years
Plant and Machinery	Straight line	2 -25 years
Motor vehicles	Straight line	4 years
Land	Not Depreciated	

The residual value, useful life and depreciation method of each asset are reviewed at the end of each reporting year. If the expectations differ from previous estimates, the change is accounted for prospectively as a change in accounting estimate.

Each part of an item of property, plant and equipment with a cost that is significant in relation to the total cost of the item is depreciated separately.

The depreciation charge for each year is recognised in profit or loss unless it is included in the carrying amount of another asset.

Impairment tests are performed on property, plant and equipment when there is an indicator that they may be impaired. When the carrying amount of an item of property, plant and equipment is assessed to be higher than the estimated recoverable amount, an impairment loss is recognised immediately in profit or loss to bring the carrying amount in line with the recoverable amount.

An item of property, plant and equipment is de-recognised upon disposal or when no future economic benefits are expected from its continued use or disposal. Any gain or loss arising

from the de-recognition of an item of property, plant and equipment, determined as the difference between the net disposal proceeds, if any, and the carrying amount of the item, is included in profit or loss when the item is de-recognised.

3.7 Intangible Assets

i). Computer Software

Acquired computer software licenses are capitalized on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortized over their estimated useful lives. Costs associated with maintaining computer software programmes are recognized as expenses incurred. Development costs that are directly attributable to the design and testing of identifiable and unique software products controlled by the Company are recognized as intangible assets when the following criteria are met:

- It is technically feasible to complete the software product and use or sell it;
- Management intends to complete the software product and use or sell it;
- There is an ability to use or sell the software product;
- It can be demonstrated how the software product will generate probable future economic benefits;
- Adequate technical, financial and other resources to complete the development and use or sell the software product are available; and
- The expenditure attributable to the software product during its development can be reliably measured.

Directly attributable costs that are capitalized as part of the software product include the software development, employee costs and an appropriate portion of relevant overheads. Other development expenditure that do not meet these criteria are recognized as expenses as incurred. Development costs previously recognized as expense are not recognized as asset in subsequent period.

Computer software development costs recognized as assets are amortized over their estimated useful lives.

ii). Amortization of Intangible Assets

Intangible assets are amortized on a straight-line basis in the income statement over their estimated useful lives, from the date that they are available for use. The estimated useful life of computer software is between 2 to 10 years. Amortization methods, useful lives and residual values are reviewed at each reporting date and adjusted for where appropriate.

Impairment tests are performed on intangible assets when there is an indicator that they may be impaired. When the carrying amount of an item of intangible assets is assessed to be higher than the estimated recoverable amount, an impairment loss is recognised immediately in profit or loss to bring the carrying amount in line with the recoverable amount.

An item of intangible assets is de-recognised upon disposal or when no future economic benefits are expected from its continued use.

3.8 Financial Instruments

i. Recognition and Initial Measurement

The Company initially recognizes trade and other receivables on the date that they are originated. All other financial assets and financial liabilities are initially recognized on the trade date at which the Company becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

ii. Classification and Subsequent Measurement

Financial assets — Policy applicable from 1 April 2019.

On initial recognition, a financial asset is classified as measured at:

- Amortized cost; fair value through other comprehensive income (FVOCI)
- Debt investment; FVOCI
- Equity investment; or FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at fair value through profit or loss (FVTPL):

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and,
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal.

A debt investment is measured at FVOCI if it meets both of the following conditions and is not designated as at FVTPL:

- it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL.

Business Model Assessment:

The Company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for de-recognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Assessment whether contractual cash flows are solely payments of principal and interest:

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;

- terms that may adjust the contractual coupon rate, including variable-rate features; - prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specialized assets (e.g. non—recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to its contractual paramount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Subsequent measurement and gains and losses:

A prepayment feature is consistent with the “solely payments of principal and interest criterion” if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a discount or premium to its contractual amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Subsequent measurement and gains and losses:

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortised cost using the cost-effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on de-recognition is recognised in profit or loss.
Debt investments at FVOCI	These assets are subsequently measured at fair value. Interest income calculated using the effective interest method, foreign exchange gains and losses and impairment are recognised in profit or loss. Other net gains and losses are recognised in OCI. On de-

recognition, gains and losses accumulated in OCI are reclassified to profit or loss.

Equity investments at FVOCI

These assets are subsequently measured at fair value. Dividends are recognised as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognised in OCI and are never reclassified to profit or loss.

Financial Liabilities

Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on de-recognition is also recognized in profit or loss.

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on de-recognition is also recognized in profit or loss.

iii. De-recognition

Financial Assets

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

Financial Liabilities

The Company de-recognizes a financial liability when its contractual obligations are discharged or cancelled, or expire. The Company also de-recognizes a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognized

at fair value. On de-recognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognized in profit or loss.

iv. **Offsetting**

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously. Financial instruments held by the company are classified in accordance with the provisions of IFRS 9 Financial Instruments.

Trade and Other Receivables

Trade receivables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest rate method, less provision for impairment. The collectability of trade receivables is reviewed on an ongoing basis. A provision for impairment of trade receivables is established when there is objective evidence that the Company will not be able to collect all amounts due, according to the original terms of the receivables. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows. The amount of the provision is recognized in the income statement.

Trade and Other Payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payments is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

Cash and Cash Equivalents

Cash, cash equivalents and bank overdrafts include cash at bank and in hand plus short-term deposits less overdrafts. Short-term deposits have a maturity of less than three months from the date of acquisition. Bank overdrafts are repayable on demand and form an integral part of the Company's cash management.

Cash and cash equivalents are stated at carrying amount which is deemed to be fair value.

Borrowings

Interest bearing bank loans and overdrafts are recorded at the proceeds received, net of direct issue costs. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are accounted for on an accruals basis through the income statement using the effective interest method and are added to the carrying amount of the instrument to the extent they are not settled in the period in which they arise.

3.9 Research and Development

Research and development expenditure is charged against profits in the year in which it is incurred, unless it meets the criteria for capitalization set out in IAS 38 'Intangible assets'.

3.10 Tax

Income tax expense represents the sum of current tax expense and deferred tax expense. Current tax and deferred tax are recognized in income statement except to the extent that it relates to a business combination, or items recognized directly in equity or in other comprehensive income.

i. Current Tax Expense

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates statutorily enacted at the reporting date, and any adjustment to tax payable in respect of previous years. The Company is subject to the following types of current income tax:

- Companies Income tax - This relates to tax on revenue and profit generated by the company during the year, to be taxed under the Companies Income Tax Act 2020 as amended to date;
- Tertiary Education tax - Tertiary education tax is based on assessable income of the Company and is governed by the Tertiary Education Trust Fund (Establishment, etc.) Act, 2011.

ii. Deferred Tax

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

Taxable temporary differences arising on the initial recognition of goodwill.

The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amounts of its assets and liabilities. For investment property that is measured at fair value, the presumption that the carrying amount of the investment property will be recovered through sale has not been rebutted.

Deferred tax is measured at the tax rates that are expected to be applied to temporary differences when they reverse, using tax rates enacted or substantively enacted at 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 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.

A deferred tax asset is recognized for unused tax losses, tax credits and deductible temporary differences to the extent that it is probable that future taxable profits will be available against which they can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefits will be realized.

iii. Tax Exposure

In determining the amount of current and deferred tax, the Company 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 judgments about future events. New information may become available that causes the Company to change its judgment regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expenses in the period that such determination is made.

3.11 Leases

The company assesses whether a contract is, or contains a lease, at the inception of the contract.

A contract is, or contains a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

In order to assess whether a contract is, or contains a lease, management determine whether the asset under consideration is "identified", which means that the asset is either explicitly or implicitly specified in the contract and that the supplier does not have a substantial right of substitution throughout the period of use. Once management has concluded that the contract deals with an identified asset, the right to control the use thereof is considered. To this end, control over the use of an identified asset only exists when the company has the right to substantially all of the economic benefits from the use of the asset as well as the right to direct the use of the asset.

In circumstances where the determination of whether the contract is or contains a lease requires significant judgement, the relevant disclosures are provided in the significant judgments and sources of estimation uncertainty section of these accounting policies.

Company as Lessor

Leases for which the company is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership

to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases. Lease classification is made at inception and is only reassessed if there is a lease modification.

The various lease and non-lease components of contracts containing leases are accounted for separately, with consideration being allocated by applying IFRS 15

3.12 Inventories

Inventories are stated at the lower of cost and estimated net realizable value. Costs comprise direct material costs and where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the First in First out (FIFO) method. Net realizable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution. Goods in transit are stated at purchase cost incurred to date.

When inventories are sold, the carrying amount of those inventories are recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories, arising from an increase in net realisable value, are recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

Strategic Spare Parts and Servicing Equipment

Strategic spare parts and servicing equipment are usually carried as inventory and recognized in profit or loss using the weighted average cost method as consumed. However, major spare parts and stand-by equipment qualify as property, plant and equipment when the Company expects to use them during more than one period. Similarly, if the spare parts and servicing equipment can be used only in connection with an item of property, plant and equipment, they are accounted for as property, plant and equipment. Such classified spares are depreciated as property, plant and equipment over the useful life on a straight line basis.

3.13 Impairment of Assets

The company assesses at each end of the reporting period whether there is any indication that an asset may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset.

Irrespective of whether there is any indication of impairment, the company also:

- Tests intangible assets with an indefinite useful life or intangible assets not yet available for use for impairment annually by comparing its carrying amount with its recoverable

amount. This impairment test is performed during the annual period and at the same time every period.

- Tests goodwill acquired in a business combination for impairment annually.

If there is any indication that an asset may be impaired, the recoverable amount is estimated for the individual asset. If it is not possible to estimate the recoverable amount of the individual asset, the recoverable amount of the cash-generating unit to which the asset belongs is determined.

The recoverable amount of an asset or a cash-generating unit is the higher of its fair value less costs to sell and its value in use.

If the recoverable amount of an asset is less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. That reduction is an impairment loss.

An impairment loss of assets carried at cost less any accumulated depreciation or amortisation is recognised immediately in profit or loss. Any impairment loss of a revalued asset is treated as a revaluation decrease.

An entity assesses at each reporting date whether there is any indication that an impairment loss recognised in prior periods for assets other than goodwill may no longer exist or may have decreased. If any such indication exists, the recoverable amounts of those assets are estimated.

The increased carrying amount of an asset other than goodwill attributable to a reversal of an impairment loss does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior periods.

A reversal of an impairment loss of assets carried at cost less accumulated depreciation or amortisation other than goodwill is recognised immediately in profit or loss. Any reversal of an impairment loss of a revalued asset is treated as a revaluation increase.

3.14 Share Capital and Equity

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Ordinary shares are recognised at par value and classified as 'share capital' in equity. Any amount [received from the issue of shares in excess of par value is classified as 'share premium' in equity. Dividends are recognised as a liability to the company in which they are declared.

3.15 Employee Benefits

i. Defined Contribution Plans

The Company operates a defined contribution plan which is funded by contributions from the Company and the employees. The Company's contribution is recognized as employee

benefit expenses and charged to the income statement. The contributions of both the company and the employees are paid on a monthly basis to a Pension Fund Administrator. The Company has no legal or constructive obligation to pay further contributions if the Pension Fund Administrator does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods. The contributions are recognized as employee benefit expenses when they are due.

ii. **Short-term Benefit**

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided.

A liability is recognized for the amount expected to be paid under short-term cash bonus or profit sharing plan if the Company has a present legal or constructive obligation to pay this amount as a result of past services provided by the employee, and the obligation can be estimated reliably.

3.16 **Provisions and Contingencies**

Provisions are recognized when the Company has a present legal or constructive obligation as a result of a past event, and it is probable that the Company will be required to settle that obligation and the amount has been reliably estimated. Provisions for restructuring costs are recognized when the Company has a detailed formal plan for the restructuring that has been communicated to affected parties. Provisions are not recognized for future operating losses.

Provisions are measured at the present value of the expenditures expected to be acquired to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and risks specific to the obligation. The increase in the provision due to passage of time is recognized as interest expense.

3.17 **Revenue Recognition**

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Company's activities. Revenue is shown net of value-added tax, returns, rebates and discounts.

The Company recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Company's activities as described below:

i. **Sale of Goods**

The Company manufactures and sells a range of products to the distributors and dealers. Sale of goods are recognized when the Company has delivered products to the customers and there is no unfulfilled obligation that could affect the customers' acceptance of the

products. Delivery does not occur until the products have been shipped to the specified locations; the risks of obsolescence and loss have been transferred to the customers and either the customers have accepted the products in accordance with the sales contract, or the Company has objective evidence that all criteria for acceptance have been satisfied.

The products are often sold with discounts and rebates. Sales are recorded based on the price specified on the sales invoice net of the discounts, rebates and returns at the time of sale.

Sales are also recognized when the customer self-collect the product directly at the Company's premises during which the risks and rewards of ownership passes to the customer at the point of loading after the customer's delivery truck leaves the Company's premises.

No element of financing is deemed present where sales are made on agreed credit terms which are consistent with the market practice.

ii. **Interest Income**

Interest income is recognized using the effective interest rate method. When a loan and receivable is impaired, the Company reduces the carrying amount to its recoverable amount, being the estimated future cash flow discounted at the original effective interest rate of the investment, and continues unwinding the discount as interest income. Interest income on impaired loan and receivables are recognized using the original effective interest rate.

3.18 **Dividend Distribution**

Dividend distribution to the Company's shareholders is recognized as a liability in the Company's financial statements in the period in which the dividends are approved by the Company's shareholders. Dividends are recognized once paid.

3.19 **Earnings per Share**

The Company presents earnings per share (EPS) data for its ordinary shares. EPS is calculated by dividing the profit or loss attributable to ordinary shareholders of the Company by the number of ordinary shares held at the year end.

3.20 **Cost of Sales**

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories, arising from an increase in net realisable value, is recognised as

a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

3.21 Risk Management

Risk management is inherent in the business operations of the Company. Management has set up processes and systems to identify, assess, monitor and control business risks including the following:-

(a) Credit Risk

This refers to the risk that a trade debtor will default by failing to make payments in accordance with the agreed credit terms and conditions. The possible impact of the credit risk is poor Account Receivable assets quality arising from high level of bad and doubtful debts and possible impairment of shareholders' funds. The carrying amount of financial assets represents the maximum credit exposure.

Mitigating Measure

- Credit application follows rigorous and extensive credit review and approval processes.
- All credits are secured by insurance or bank bonds.
- Once conditions precedent to credit utilization are met by the customer, the approved credit is updated, monitored and controlled by the ERP on real time basis in accordance with credit terms.
- Credit utilization reports are prepared and monitored on a daily basis.

(b) Liquidity Risk

This refers to the risk of Company's inability to finance its operation and meet its obligation when they become due without incurring unacceptable losses. Liquidity risk includes the inability to manage unplanned decreases or changes in funding sources.

Mitigating Measures

- Efficient and effective working capital management.
- Efficient Naira facility management.
- Efficient funds management to eliminate idle funds, meet obligations as they fall due and reduce interest expenses to the minimum level.
- Liquidity and working capital management reports are prepared and monitored on daily basis.
- The Treasury Department is well structured and equipped under the management of a very experienced and well trained team.

(c) Market Risk

- Market risk is the risk of financial loss due to the change in value of the market risk factors. The Company is faced with the following market risk factors:
- Interest rate risk: - The risk that interest rate will change adversely at the money market.
- Foreign exchange risk: - The risk that foreign exchange rates will fluctuate unfavourably at the foreign exchange market.
- Commodity risk: - The risk that wheat prices will significantly increase at the international commodity markets.

Mitigating Measures

- Efficient management of exchange and interest rate risks including generation of relevant risk management reports for the monitoring and review on a daily and weekly basis.
- Monitor the money, capital and foreign exchange markets including micro and macroeconomic environment on a daily basis.
- Efficient management of the commodity risk by the Logistics and Supplies Department with a full-fledged experienced and well trained team in the area of wheat dynamics and procurement strategies.
- Monitoring of price dynamics and changes at the relevant Commodity Exchange Boards on a real time basis and take proactive decisions on a timely basis.
- The commodity risk affects the global milling industry as the wheat prices are determined at the international commodity markets. We usually increase product price in response to global volatility in wheat prices in order to recover some portion of the rise in wheat price.

(d) Operational Risk

This relates to the risk of loss resulting from inadequate or failed internal processes, controls, procedures, people, and systems. Operational risk is inherent in the business activities. These include risk of inadequate haulage partners required to achieve the company's objectives in terms of sales volume and profit; risk of wastages, downtime and other associated losses arising from inefficient plant operations; risk of breakdown of ERP and IT infrastructure or outright loss of critical operational/business data and information; risk of loss of company assets due to unexpected disaster which may affect business operations; risk of breakdown of internal control systems and misstatement of financial statements.

Mitigating Measures

- Efficient and effective maintenance culture to prevent down time and inefficient production operations. - Control activities are an integral part of the Company's day to day operations and are defined at every business area.
- Existence of robust ERP and comprehensive computerization of internal business processes, systems and procedures.
- Existence of robust IT business continuity and disaster recovery programmes.
- All insurable business risks are assessed, identified and adequately covered/insured.
- All key positions have a minimum of one under-study who can assume the roles immediately with minimum support, and eventually grow into the position.
- Continuous recruitment of qualified haulage contractors to meet corporate requirements and prevent shortage of delivery trucks. The Company also acquired and managed some of its delivery trucks e.g. bulk flour loading trucks.
- It has a strong, active and experienced Internal Audit Team. Internal Audit Reports highlighting control weaknesses periodically to the Management and Board Audit Committee.
- The Company's internal control and risk management systems ensure that material errors or inconsistencies in the financial statements are identified and corrected. Financial Statements are prepared in accordance with accounting standards and policies.
- Financial statements are prepared periodically on monthly and quarterly bases for the review of the Management and Board. Performance are monitored and compared with budgets.

4. Standards and Interpretations issued/amended but not yet effective

Amendments to IFRS 9, IAS 39, IFRS 7, IFRS 4 and IFRS 16 Interest Rate Benchmark Reform – Phase 2	<p>The Phase 2 amendments address issues that arise from the implementation of the reforms, including the replacement of one benchmark with an alternative one.</p> <p>This amendment, also, does not have any effect on the financial statements of the Company.</p>
<i>Published</i>	August 2020
<i>Effective date</i>	Annual periods beginning on or after 1 January 2021
Amendments to IAS 1, Presentation of financial statements' on classification of liabilities	<p>These narrow-scope amendments to IAS 1, 'Presentation of financial statements', clarify that liabilities are classified as either current or non-current, depending on the rights that exist at the end of the reporting period. Classification is unaffected by the expectations of the entity or events after the reporting date (for example, the receipt of a waiver or a breach of covenant). The amendment also clarifies what IAS 1 means when it refers to the 'settlement' of a liability.</p>
<i>Published</i>	January 2020
<i>Effective date</i>	Annual periods beginning on or after 1 January 2022.
A number of narrow-scope amendments to IFRS 3, IAS 16, IAS 17 and some annual improvements on IFRS 1, IFRS 9, IAS 41 and IFRS 16	<p>Amendments to IFRS 3, 'Business combinations' update a reference in IFRS 3 to the Conceptual Framework for Financial Reporting without changing the accounting requirements for business combinations.</p> <p>Amendments to IAS 16, 'Property, plant and equipment' prohibit a company from deducting from the cost of property, plant and equipment amounts received from selling items produced while the company is preparing the asset for its intended use. Instead, a company will recognise such sales proceeds and related cost in profit or loss.</p> <p>Amendments to IAS 37, 'Provisions, contingent liabilities and contingent assets' specify which costs a company includes when assessing whether a contract will be loss-making.</p> <p>Annual improvements make minor amendments to IFRS 1, 'First-time Adoption of IFRS', IFRS 9, 'Financial instruments', IAS 41, 'Agriculture' and the Illustrative Examples accompanying IFRS 16, 'Leases'.</p> <p>The Company is not early adopting these amendments and this amendment does not have any effect on the financial statements of the Company in 2020.</p>
<i>Published</i>	May 2020
<i>Effective date</i>	Annual periods beginning on or after 1 January 2022.

**IFRS 17,
'Insurance
contracts'**

This standard replaces IFRS 4, which currently permits a wide variety of practices in accounting for insurance contracts. IFRS 17 will fundamentally change the accounting by all entities that issue insurance contracts and investment contracts with discretionary participation features.

This amendment does not have any effect on the financial statements of the Company.

Published

May 2017

Effective date

Annual periods beginning on or after 1 January 2023.

5. Property, Plant and Equipment

	2022			2021		
	Cost or Revaluation N'000	Accumulated Depreciation N'000	Carrying Value N'000	Cost or Revaluation N'000	Accumulated Depreciation N'000	Carrying Value N'000
Land	11,026,350	-	11,026,350	11,026,350	-	11,026,350
Buildings	42,056,292	(5,760,373)	36,295,919	41,937,878	(4,722,510)	37,215,368
Plant and machinery	69,714,945	(21,000,510)	48,714,435	62,953,936	(17,154,055)	45,799,881
Office Furniture and Equipment	644,888	(517,603)	127,285	594,677	(473,905)	120,772
Motor vehicle	2,488,917	(1,711,500)	777,417	2,086,813	(1,526,890)	559,923
Capital work-in-progress	120,156	-	120,156	6,598,855	-	6,598,855
Total	126,051,548	28,989,986	97,061,562	125,198,509	(23,877,360)	101,321,149

	Office			Capital		
	Plant and Machinery N'000	Furniture & Equipment N'000	Motor Vehicles N'000	WIP N'000	Total N'000	
Cost						
At April 1, 2020	47,721,062	536,081	1,838,633	21,895,289	124,585,589	
Additions	99,647	34,350	270,010	116,090	641,523	
Disposals and scrapping	-	(246)	(21,830)	-	(22,076)	
Reclassifications	15,133,227	24,492	-	(15,412,524)	(6,527)	
At March 31, 2021	62,953,936	594,677	2,086,813	6,598,855	125,198,509	
At April 1, 2021	62,953,936	594,677	2,086,813	6,598,855	125,198,509	
Additions	625,844	50,687	409,315	-	1,204,260	
Disposals and scrapings	(102,488)	(476)	(7,211)	-	(110,175)	
Reclassification	6,237,653	-	-	(6,478,699)	(241,046)	
At March 31, 2022	69,714,945	644,888	2,488,917	120,156	126,051,548	

	Land N'000	Buildings N'000	Plant and Machinery N'000	Office Furniture & Equipment N'000	Motor Vehicles N'000	Capital WIP N'000	Total N'000
Depreciation and impairment:							
At April 1, 2020	-	3,698,805	13,781,421	418,198	1,360,255	-	19,258,679
Disposals	-	-	-	(45)	(20,455)	-	(20,500)
Charged for the year	-	1,023,705	3,372,634	55,752	187,090	-	4,639,181
	-	4,722,510	17,154,055	473,905	1,526,890	-	23,877,360
At April 1, 2021							
At April 1, 2021	-	4,722,511	17,154,055	473,903	1,526,890	-	23,877,359
Charged for the year	-	1,037,862	3,897,174	43,863	191,567	-	5,170,466
Disposal	-	-	(50,719)	(163)	(6,957)	-	(57,839)
At March 31, 2022	-	5,760,373	21,000,510	517,603	1,711,500	-	28,989,986
Carrying Amount							
At March 31, 2021	11,026,350	37,215,368	45,799,881	120,772	559,923	6,598,855	101,321,149
At March 31, 2022	11,026,350	36,295,919	48,714,435	127,285	777,417	120,156	97,061,562

Depreciation expenses of N4,749 billion (2021: N4,280 billion) has been charged in cost of goods sold, N55,505 million (2021: N56,050 million) in selling and distribution costs and N366,331 million (2021: N303,504 million) in administrative expenses.

Property, plant and equipment were professionally revalued on 1 April, 2016 by Ubosi Eleh & Co (Estate Surveyors and Valuers) FRC/2015/NIESV/00000013406 on the Open Market Valuation basis and are used as reference to determine their fair value in the financial year.

6. Intangible Assets

	2022			2021		
	Cost	Accum'd	Carrying	Cost	Accum'd	Carrying
	Valuation	Amortisation	Value	Valuation	Amortisation	Value
	N'000	N'000	N'000	N'000	N'000	N'000
Computer software	331,074	(144,758)	186,316	220,596	(83,766)	136,830

Reconciliation of Intangible Assets:

	Opening balance	Reclassi- fication	Additions	Amortisation	Total
	N'000	N'000	N'000	N'000	N'000
Computer software -2022	136,830	-	110,478	(60,992)	186,316
Computer software -2021	43,017	6,527	112,081	(24,795)	136,830

	2022	2021
	N'000	N'000
7. Inventories		
Raw and packaging materials	14,828,097	6,568,926
Working in progress	597,802	237,372
Finished goods	621,743	1,577,845
Consumables and Maintenance spares	2,176,847	1,886,867
Goods in transit	13,501,316	9,678,275
	31,725,805	19,949,285
Inventories (write-down)*	-	(169,116)
	31,725,805	19,780,169

* The amount of write down of inventories is recognised as an expenses in cost of sale

8. Trade and Other Receivables

Financial instrument:

Trade receivables	773,281	806,171
Loss allowance	(416,827)	(470,846)
Trade receivables at amortised cost	356,454	335,325
Trade receivables – related parties *	2,595,329	2,786,550
Other receivables **	336,857	123,380
Total trade and other receivables	3,288,640	3,245,255

Split between non-current and current portions

Non-current assets	-	-
Current assets	3,288,640	3,245,255
	3,288,640	3,245,255

* Trade receivables- related parties represent balances due from Uruga Power Solutions Limited as at 31 March, 2022

**Other receivables represent receivables due from customers on services rendered which are outside the primary activities of the Company.

Financial instruments and non-financial instruments components of trade and other receivables

	2022 N'000	2021 N'000
At amortised cost	3,288,640	3,245,255

Exposure to Credit Risk

Trade receivables inherently exposes the company to credit risk, being the risk that the company will incur financial loss if customers fail to make payments as they fall due.

The maximum exposure to credit risk at the reporting date is the carrying value of the receivables. The Company holds insurance/bank bonds as security against default. The Company's Credit Sales Insurance covered a total credit customer amounting to N558,939,037 (2021: N468,768,308) as at 31 March, 2022.

A total number of 34 Credit customers were insured against default as at 31 March, 2022 (2021: 28 Credit Customers).

In order to mitigate the risk of financial loss from defaults, the company only deals with reputable customers with consistent payment histories. Sufficient collateral or guarantees are also obtained when appropriate. Each customer is analysed individually for creditworthiness before terms and conditions are offered. Statistical credit scoring models are used to analyse customers. These models make use of information submitted by the customers as well as external bureau data (where available). Customer credit limits are in place and are reviewed and approved by credit management committees. The exposure to credit risk and the creditworthiness of customers is continuously monitored.

Trade receivables arise from both wholesale and retail sales. The customer base for retail trade is large and widespread, with a result that there is no specific significant concentration of credit risk from these trade receivables. Wholesale trade, while also large and widespread is geographically spread within the country. Management therefore assesses and monitors credit risk internally along these risk concentrations (Retail, wholesale country wide).

As at 31 March, 2022, trade receivables of N357 million (2021: N330 million) were neither past due nor impaired. These relate to a number of independent customers for whom there is no recent history of default. Analyses of customer credit risk were performed on the customers.

The average credit period on trade receivables is 15 days (2021: 15 days) No interest is charged on outstanding trade receivables.

A loss allowance is recognised for all trade receivables, in accordance with IFRS 9 Financial Instruments, and is monitored at the end of each reporting period. In addition to the loss allowance, trade receivables are written off when there is no reasonable

expectation of recovery, for example, when a debtor has been placed under liquidation. Trade receivables which have been written off are not subject to enforcement activities.

The company measures the loss allowance for trade receivables by applying the simplified approach which is prescribed by IFRS 9. In accordance with this approach, the loss allowance on trade receivables is determined as the lifetime expected credit losses on trade receivables. These lifetimes expected credit losses are estimated using a provision matrix, which is presented below. The provision matrix has been developed by making use of past default experience of debtors but also incorporates forward looking information and general economic conditions of the industry as at the reporting date.

The estimation techniques explained have been applied for the first time in the current financial period, as a result of the adoption of IFRS 9. Trade receivables were previously impaired only when there was objective evidence that the asset was impaired. The impairment was calculated as the difference between the carrying amount and the present value of the expected future cash flows.

The company's historical credit loss experience does not show significantly different loss patterns for different customer segments. The provision for credit losses is therefore based on past due status without disaggregating into further risk profiles. The loss allowance provision is determined as follows:

	2022	2022	2021	2021
	Gross carrying	Loss	Gross	Loss
	Amount	allowance	amount	allowance
	At default	(lifetime	at default	(lifetime
	N'000	ECL)	N'000	ECL)
Expected Credit Loss Rate:				
Less than 30 days	357,257	33,526	330,198	1,510
31-90 days past due	67,554	37,809	15,762	10,088
91-180 days past due	14,300	11,322	33	8
181-365 days past due	-	-	1,385	357
More than 365 days past due	<u>334,170</u>	<u>334,170</u>	<u>458,793</u>	<u>458,883</u>
	<u>773,281</u>	<u>416,827</u>	<u>806,171</u>	<u>470,846</u>

Reconciliation of loss allowances

The following table shows the movement in the loss allowance (lifetime expected credit losses) for Trade receivables:

	2022	2021
	N'000	N'000
Opening balance	(470,846)	(495,433)
Amount recovered	-	31,431
Provisions charged/reversed on trade receivables	<u>54,019</u>	<u>(6,844)</u>
	<u>(416,827)</u>	<u>(470,846)</u>

Exposure to currency risk

The net carrying amounts, in Naira, of trade and other receivables, excluding non-financial instruments, are denominated in Naira. The amounts have been presented in Naira by converting the foreign currency amount at the closing rate at the reporting date.

	2022 N'000	2021 N'000
Naira amount		
Naira	3,288,640	3,245,255
	<u>=====</u>	<u>=====</u>
9. Prepayments		
Prepaid Import Duty	2,202,635	23,833
Advance Payment to Vendors	1,371,170	2,418,129
Others	329,682	213,898
	<u>3,903,487</u>	<u>2,655,860</u>
	<u>=====</u>	<u>=====</u>
10. Cash and Cash Equivalents		
Cash and cash equivalent consist of:		
Cash on hand	5,815	5,708
Bank balances *	13,440,190	20,009,479
Short-term deposit **	258,122	243,247
Expected credit loss	(778)	(3,041)
	<u>13,703,349</u>	<u>20,255,393</u>
	<u>=====</u>	<u>=====</u>

Cash and cash equivalent is reconciled to the cash flow statement as follows:

Cash and cash equivalent	13,703,349	20,255,393
Bank overdraft	-	-
	<u>13,703,349</u>	<u>20,255,393</u>
	<u>=====</u>	<u>=====</u>

*Bank balance as at 31 March, 2022 includes an amount of N356.186million (2021: N1.493billion) representing the CBN mandatory deposit for foreign exchange bidding to be held by CBN for a maximum of 14 days. This deposit bear no interest.

**Short term deposits represent temporary excess of liquidity invested in low-risk short-term bank deposits with a maturity not exceeding 365 days. Included in the short-term deposits is unclaimed dividend returned by the Company's Registrar in line with the Securities and Exchange Commission directive.

There are no material difference between the fair value and the carrying amount of cash and cash equivalent.

11.	Borrowings	2022	2021
	<i>Held at amortised cost:</i>	N'000	N'000
	<i>Secured</i>		
	Term loan*	61,828,429	60,484,793
		<u>61,828,429</u>	<u>60,484,793</u>
	Split between non-current and current portions:		
	Non-current liabilities	21,315,817	22,544,629
	Current liabilities	<u>40,512,612</u>	<u>37,940,164</u>
		<u>61,828,429</u>	<u>60,484,793</u>

**Bank loans are secured by legal mortgage over company's property, plant and equipment, all assets' debenture, and corporate guarantee of Pivot Engineering Limited. The import finance facilities are secured by consignment of shipping documents for the raw material and corporate guarantee of Pivot Engineering Limited.

The fair value of current borrowings equals their carrying amount, as the impact of discounting is not significant.

The carrying amounts and fair value of the non-current borrowings are as follow:

	Carrying amount 2022 N'000	Carrying amount 2021 N'000	Fair value 2022 N'000	Fair value 2021 N'000
First Bank of Nigeria Limited- Term Loan (i)	8,391,874	10,366,432	8,391,874	10,366,432
First Bank Nigeria Limited (CBN intervention Fund) (ii)	-	125,000	-	125,000
Bank of Industry Limited (iii)	1,173,943	2,303,197	1,173,943	2,303,197
Fidelity Bank Plc RSSF (iv)	4,250,000	6,250,000	4,250,000	6,250,000
Polaris Bank Limited RSSF (v)	2,500,000	3,500,000	2,500,000	3,500,000
Fidelity Bank Plc RSSF (vi)	<u>5,000,000</u>	<u>-</u>	<u>5,000,000</u>	<u>-</u>
	<u>21,315,817</u>	<u>22,544,629</u>	<u>21,315,817</u>	<u>22,544,629</u>

- First Bank of Nigeria Limited Term loan was obtained in January 2017 to ease the Company's cash flow. The facility has a restructured tenor of 6 years (72 months), quarterly repayment of principal and interest, and interest rate of 16% per annum.
- This represent First Bank of Nigeria Limited's Central Bank of Nigeria/Bank of Industry Intervention Fund (term loan) of N 666,666,666. The loan has a tenor of seven (7) years, and interest rate of 7% interest per annum with effect from January 2017. This is currently being covered in the same offer letter with (i) above. As at 31 March 2022, was fully repaid.
- The loan from Bank of Industry Limited (BOI) was granted to the Company to finance the new Pasta Factory located at Sagamu. The loan has a restructured tenor extended to February 2023, with 12 months moratorium on principal repayment between January and December 2018. This facility is domiciled with Polaris Bank Limited.

- iv. The Company obtained a loan of N10billion from Fidelity Bank Plc, under the Central Bank of Nigeria (CBN) Real Sector Support Fund (RSSF) Programme to finance the Sagamu expansion project. The loan was released in two tranches. The first tranche was granted in April, 2017 with original expected payment date of 11th January, 2024 while the second tranche was granted in August, 2017 with expected repayment date of 24th May, 2024. The loans have a tenor of seven (7) years each inclusive of two (2) years moratorium on principal repayment beginning from the date of first disbursement. Interest rate on the loan is 9%.
- v. A loan of N5 billion was obtained from Skye Bank Plc, under the Central Bank of Nigeria (CBN) Real Sector Support Fund (RSSF) Programme to finance the Sagamu expansion project. The loan was granted in October, 2017 with expected repayment date of 10th October, 2024. The loans has a tenor of seven (7) years inclusive of two (2) years moratorium on principal repayment beginning from the date of first disbursement. Interest rate on the loan is 9%.
- vi. A loan of N5 billion was obtained from Fidelity bank Plc, under the Central Bank of Nigeria (CBN) Real Sector Support Fund (RSSF) Programme to finance the Sagamu expansion project. This is currently being covered in the same offer letter with (iv) above.
- vii. The fair value of current borrowings equal their carrying amount, as the impact of discounting is not significant.

Exposure to currency risk

The carrying amount of borrowings are denominated in Naira. However, refer to note 32 for Financial instruments and financial risk management.

	2022	2021
Naira amount	N'000	N'000
Naira	<u>61,828,429</u>	<u>60,484,793</u>
Foreign currency per Naira		
USD	<u>N570</u>	<u>N495</u>

Exposure to interest rate risk

Refer to note 32 for details of interest rate risk management for investments in Financial instruments and financial risk management.

12. Deferred tax

Deferred tax liability

Property, plant and equipment	<u>4,940,786</u>	<u>4,940,786</u>
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The deferred tax assets and the deferred tax liability relate to income tax in the same jurisdiction, and the law allows net settlement. Therefore, they have been offset in the statement of financial position as follows:

Reconciliation of deferred tax liability

	2022	2021
	N'000	N'000
At the beginning of the year	4,940,786	4,690,918
Taxable/(deductible) temporary difference	-	249,868
	<u>4,940,786</u>	<u>4,940,786</u>

13. Trade and Other Payables**Finance instruments:**

Trade payables	2,551,672	1,651,147
Unclaimed dividend (13.1)	258,122	243,247
Accrued liabilities (13.2)	16,187,867	15,118,307
Deposit by customers	6,857,415	6,774,580
Pension and sundry taxes	368	12,160
	<u>25,855,444</u>	<u>23,799,441</u>

The carrying amount of trade and other payables and accrued liabilities is considered to be in line with their fair value at the reporting date.

- 13.1. The unclaimed dividend represents amount returned by the Company's Registrar in line with the Securities and Exchange Commission directive that all unclaimed dividend in the custody of the Registrars should be returned to the paying Company 12 months after the date of approval of dividend at a general meeting.

- 13.2. Accrued liabilities represent contractual liabilities that relate respectively to expenses that were incurred but not paid for at the year end

Exposure to Currency Risk

The net carrying amounts, in Naira, of trade and other payables, excluding non-financial instruments, are denominated in the following currencies. The amounts have been presented in Naira by converting the foreign currency amount at the closing rate at the reporting date.

Naira amount

Naira	25,855,444	23,799,441
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14. Taxation**14.1. Income Tax Expense****Current**

Corporate income tax	-	72,922
Minimum Tax	683,923	-
Education tax	127,748	128,036
	<u>811,671</u>	<u>200,958</u>

Deferred

Originating and reversing temporary differences	-	249,868
	<u>811,671</u>	<u>450,826</u>

	2022	2021
	N'000	N'000
14.2. Current Tax Payables		
At 1 April	200,958	629,255
Under provision in prior year	-	-
Charges for the year	<u>811,671</u>	<u>200,958</u>
	1,012,629	830,213
Payment during the year	<u>(197,880)</u>	<u>(629,255)</u>
	<u>814,749</u>	<u>200,958</u>
14.3 Reconciliation of the Tax Expenses - Effective Tax Rate		
Reconciliation between accounting profit and tax expense		
Accounting (loss)/profit	<u>(172,141)</u>	<u>1,576,746</u>
Tax at the applicable tax rate of 32.5% (2021:32%)	(55,945)	504,559
<i>Tax effect of adjustments on taxable income;</i>		
Disallowed income	-	(10,058)
Disallowed expenses	1,712,557	1,550,327
Balancing charge	4,119	-
Retirement benefit paid	-	72,922
Minimum tax	172,928	3,740
Capital allowances	<u>(1,021,988)</u>	<u>(1,920,532)</u>
	<u>811,671</u>	<u>200,958</u>
Effective Tax Rate	<u>(21%)</u>	<u>13%</u>
15. Share Capital		
Authorised		
8,000,000,000 ordinary shares of 50k each	<u>4,000,000</u>	<u>4,000,000</u>
Issued		
7,930,197,658 ordinary shares of 50k each	<u>3,965,099</u>	<u>3,965,099</u>
15a. Share premium	<u>6,462,041</u>	<u>6,462,041</u>

16.	Revenue	2022	2021
	Revenue from contracts with customers	N'000	N'000
	Sale of goods	136,427,507	109,594,730

Revenue by geographical location of customers:

The company disaggregates revenue from customers as follows:

Domestic (within Nigeria)	136,427,507	109,594,730
Export (outside Nigeria)	-	-
	<u>136,427,507</u>	<u>109,594,730</u>

Segment Reporting

The Company's business operating segments are identified by three factories located at Ikeja, Sagamu and Apapa. The Ikeja segment manufactures Pasta/Noodles, Sagamu segment manufactures Pasta while Apapa segment manufactures Flour, Semo, Wheat meal, Brown flour and Baker's delight flour.

The chief operating decision maker, who is responsible for allocating resources and accessing performance of the operating segments, is the Board of Directors.

The Board reviewed the Company's monthly financial and operational information in order to assess its performance and allocate resources.

The chief operating decision maker assesses the performance based on operating profits for each operating segments. Below is the summary of the operations from the three segments of the Company:

31 March, 2022	Apapa	Ikeja	Sagamu	Total
	N'000	N'000	N'000	N'000
Revenue	108,812,657	7,627,680	19,987,170	136,427,507
Cost of sales	(99,558,610)	(6,987,977)	(18,313,751)	(124,860,338)
Gross profit	9,254,047	639,703	1,673,419	11,567,169
Other trading and operating income	277,918	16,822	44,079	338,819
Selling and distribution expenses	(3,618,614)	(253,662)	(664,682)	(4,536,958)
Administrative expenses	(2,197,552)	(135,432)	(354,878)	(2,687,862)
Operating profit	3,715,799	267,431	697,938	4,681,168

31 March, 2021	Apapa	Ikeja	Sagamu	Total
	N'000	N'000	N'000	N'000
Revenue	85,018,586	5,492,485	19,083,659	109,594,730
Cost of sales	(73,299,295)	(4,698,673)	(15,975,487)	(93,973,456)
Gross profit	11,719,290	793,812	3,108,172	15,621,274
Other trading and operating income	121,831	15,661	3,220	140,712
Selling and distribution expenses	(4,312,518)	(271,199)	(959,655)	(5,543,372)
Administrative expenses	(2,027,370)	(121,845)	(423,350)	(2,572,565)
Operating profit	5,501,233	416,429	1,728,387	7,646,049

17.	Cost of Sales	2022	2021
	<i>Cost of sales is analysed by nature as follows:</i>	N'000	N'000
	Raw and packaging materials consumed	111,438,506	82,662,001
	Employee costs	2,945,737	2,681,854
	Depreciation	4,809,620	4,279,627
	Plant maintenance and power cost	4,972,326	3,696,667
	Factory rent and rates	107,860	155,197
	Insurance	82,505	76,157
	Other manufacturing expenses	<u>503,784</u>	<u>421,953</u>
		<u>124,860,338</u>	<u>93,973,456</u>
18.	Other Operating Income		
	Sale of by-product	294,052	83,969
	Bad debts recovered	-	31,431
	Net gain on sale of property	-	10,268
	Sundry income	<u>44,767</u>	<u>15,044</u>
		<u>338,819</u>	<u>140,712</u>
19.	Operating Expenses by Nature		
	The total of selling and distribution expenses, and administrative expenses, are analysed by nature as follows:		
	Directors' fees and other emolument	76,215	55,349
	Employees cost	1,878,029	1,857,373
	Delivery expenses	778,261	2,628,553
	Insurance	98,284	94,052
	Audit fees	20,000	20,000
	Consulting and other professionals fee	60,419	141,676
	Subscriptions	140,369	119,241
	Travelling and accommodation expenses	422,357	373,991
	Entertainment	119,093	111,238
	Lease expenses	23,397	81,613
	Bank charges	137,532	141,329
	Uniform expenses	137,961	132,888
	Drivers' expenses	54,378	52,543
	Motor vehicle maintenance and running expenses	115,349	87,495
	Depreciation and amortization	421,836	385,407
	Other expenses	<u>2,741,340</u>	<u>1,833,170</u>
		<u>7,224,820</u>	<u>8,115,937</u>
	Selling and distribution expenses	4,536,958	5,543,372
	Administrative expenses	<u>2,687,862</u>	<u>2,572,565</u>
		<u>7,224,820</u>	<u>8,115,937</u>

20. **Operating profit before Tax**

Operating profit for the year is stated after charging the following, amongst others:

	2022	2021
	N'000	N'000
Audit fees	20,000	20,000
Consulting and professional services	60,419	45,279
Directors' emolument	76,215	55,349
Employee costs	4,823,766	4,594,596
Lease expense	23,397	81,613
Finance cost	5,487,206	6,069,303
Depreciation and amortization	<u>5,231,458</u>	<u>4,663,976</u>
21. Finance income	<u>633,897</u>	<u>-</u>
22. Finance cost		
Interest on borrowings and overdraft	<u>5,487,206</u>	<u>6,069,303</u>
23. Police Trust Fund Levy		
Profit for the year after taxation	<u>-</u>	<u>1,125,920</u>
0.005% thereof	<u>-</u>	<u>56</u>

The Police Trust Fund Development levy represents the contribution of the company to the development of the Police Force. This is in compliance with the Nigeria Police Trust Fund Act passed by National Assembly in April 2019 and signed into law by the President on 24 June, 2019. The levy represents 0.005% of the net profit after company income tax of the companies operating business in Nigeria.

24. **Emoluments of Chairman, Directors and Employees**24.1 **Chairman and Directors emoluments**

Fees:		
Chairman	2,680	2,680
Others directors	<u>10,466</u>	<u>10,400</u>
	13,146	13,080
	-----	-----
Other Emoluments:		
Chairman	-	-
Others directors	<u>44,805</u>	<u>42,269</u>
Total emoluments	<u>57,951</u>	<u>55,349</u>

Number of directors (excluding the Chairman) whose emoluments were within certain ranges were:

	Number	Number
below N5,000,000	7	7
N5,000,000 - N10,000,000	-	-
N10,000,001 and above	2	2
	<u> </u>	<u> </u>

No director waived his/her right to receive emoluments.

No pension was paid to the existing and past directors

No compensation for loss of office was paid to any of the directors.

24.2 Employees

As at 31 March, 2022 the company had 818 permanent employees (2021:832). Employee benefits expense is made up of the following for all employees, excluding executive directors:

	2022 N'000	2021 N'000
Basic and other payroll cost	3,249,783	2,870,307
Pension contribution- employer	287,978	278,599
Bonus	182,728	83,118
Medical aid - company contributions	148,316	152,695
Furniture	256,039	240,455
Leave allowance	151,610	140,286
Other short term benefit	<u>623,527</u>	<u>829,136</u>
	<u>4,899,981</u>	<u>4,594,596</u>
<i>Total employees costs charged as follows:</i>		
Direct employee costs	2,945,737	2,681,854
Indirect employee cost	<u>1,954,244</u>	<u>1,912,742</u>
	<u>4,899,981</u>	<u>4,594,596</u>

Average number of persons employed during the year:

	Number	Number
Administration	265	272
Factory	415	436
Management	9	8
Sales and marketing	<u>129</u>	<u>116</u>
	<u>818</u>	<u>832</u>

The table shows the number of employees (excluding directors) whose earnings during the year fell within the ranges shown below:

	Number	Number
Below 1,000,000	286	494
1,000,001 -2,000,000	162	113
2,000,001 -3,000,000	166	85
3,000,001 -4,000,000	63	38
4,000,001 -5,000,000	23	24
5,000,001 -6,000,000	25	29
6,000,001 and above	<u>93</u>	<u>49</u>
	<u>818</u>	<u>832</u>
25. Depreciation and amortisation	2022	2021
Depreciation:	N'000	N'000
Operating expenses	360,846	359,554
Cost of sales	<u>4,809,620</u>	<u>4,279,627</u>
	5,170,466	4,639,181
Amortisation:		
Intangible assets	<u>60,992</u>	<u>24,795</u>
	<u>5,231,458</u>	<u>4,663,976</u>
26. Cash flow reconciliation of tax paid		
Balance at beginning of the year	(200,958)	(629,255)
Current tax for the year recognised in profit/loss	(814,749)	(200,958)
Balance at end of the year	<u>817,827</u>	<u>200,958</u>
	<u>(197,880)</u>	<u>(629,255)</u>
27. Dividends paid		
Dividends	<u>(555,115)</u>	<u>(317,208)</u>
28. Financial Commitments		
The Directors are of the opinion that all known liabilities and commitments have been taken into account in the preparation of the financial statements under review. These liabilities are relevant in assessing the Company's state of affairs as at 31 March, 2022.		
29. Contingencies		
There are litigations against the Company as at 31 March, 2022 the outcome of which had not been determined.		

However, the directors, having sought legal advice from professional counsel are of the opinion that no material liabilities may arise in the ordinary course of business. No provision was made in these financial statements in that respect.

30. **Related Parties**

The directors, their close family members and any employee who is able to exert a significant influence on the operating policies of the Company are considered as 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.

(a) **Related Parties Transactions**

The company enters into transactions with some companies in which the Ex-Chairman, Dr. Oba Otudeko has significant interest (related parties) in the normal course of business and at normal market prices.

The details of transactions and balances outstanding at the end of year are as follows:

Due from related parties

	Type of Transaction	Nature of Transaction	Opening balances N'000	Transactions during the Year N'000	Total N'000
Due from related parties					
Uraga Power Solution Ltd	Common Director	Borrowings	428,393	(36,464)	391,929
Uraga Power Solution Ltd	Common Director	Lease	<u>2,342,577</u>	<u>(139,176)</u>	<u>2,203,401</u>
			<u>2,770,970</u>	<u>(175,640)</u>	<u>2,595,330</u>

(b). **Transactions with Key Management Personnel**

The Company's key management personnel, and persons connected with them, are also considered to be related parties for disclosure purposes.

No key management personnel or their immediate relatives engaged in transactions with the Company during the year (2021: Nil).

31. **Significant Judgment and Key Sources of Estimation**

In preparing its financial statements, the Company has made significant judgments, estimates and assumptions that impact on the carrying value of certain assets and liabilities, income and expenses as well as other information reported in the notes. The Company periodically monitors such estimates and assumptions and make sure that they incorporate all relevant information available at the date when financial statements are prepared. However, this does not prevent actual figures differing from estimates.

The judgments made in the process of applying the Company's accounting policies that have the most significant effect on the amounts recognized in the financial statements, and the estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

Revenue recognition

The Company makes provisions for trade discounts, volume rebates and charge back for product returns allowed by the sale contracts when recognizing the revenue derived from sales of its products. Such deductions represent estimates, which are subject to judgments and assumptions based on past experience as well as the company's knowledge available at the time the estimate is made.

Allowance for doubtful receivables

The determination of the recoverability of the amount due from customers involves the identification of whether there is any objective evidence of impairment. In cases where that process is not feasible, a collective evaluation of impairment is performed. As a consequence, the way individual and collective evaluations are carried out and the timing relating to the identification of objective evidence of impairment require significant judgment and may materially affect the carrying amount of receivables at the reporting date.

Asset impairment tests

A financial asset or a group of financial assets, other than those categorized at fair value through profit or loss, are assessed for indicators of impairment at the end of each reporting period. Impairment exists only when the Company ascertains that a "loss event" affecting the estimated future cash flows of the financial asset has occurred. It may not be possible to identify a single, discrete event that caused the impairment and moreover to determine when a loss event has occurred might involve the exercise of significant judgment.

The amount of impairment loss recognized for financial assets carried at amortized cost is the difference between the assets' carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate.

Net realizable value of inventories

Inventories are stated at the lower of cost and net realizable value. The cost of inventories is written down to their estimated realizable value when their cost may no longer be recoverable, such as when inventories are damaged or become wholly or partly obsolete or their selling prices have declined. In any case, the realizable values represent the best estimate of the recoverable amount, based on the most reliable evidence available at the reporting date and inherently involve estimates regarding the future expected realizable value. The benchmarks for determining the amount of write-downs to net realizable value include ageing analysis, technical assessment and subsequent events.

In general, such an evaluation process requires significant judgment and may materially affect the carrying amount of inventories at the reporting date.

Deferred tax estimation

Recognition of deferred tax assets and liabilities involves making a series of assumptions. As far as deferred tax assets are concerned, their realization ultimately depends on taxable profits being available in the future. Deferred tax assets are recognized only when it is probable that taxable profits will be available against which the deferred tax asset can be utilized and it is probable that the entity will earn sufficient

taxable profit in future periods to benefit from a reduction in tax payments. This involves the Company making assumptions within its overall tax-planning activities and periodically reassessing them in order to reflect changed circumstances as well as tax regulations. Moreover, the measurement of a deferred tax asset or liability reflects the manner in which the entity expects to recover the asset's carrying value or settle the liability.

32. Financial instruments and risk management

Capital risk management

The company's objective when managing capital (which includes share capital, borrowings, working capital and cash and cash equivalents) is to maintain a flexible capital structure that reduces the cost of capital to an acceptable level of risk and to safeguard the company's ability to continue as a going concern while taking advantage of strategic opportunities in order to maximise stakeholder returns sustainably.

The company manages capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain the capital structure, the company may adjust the amount of dividends paid to the shareholders, issue new shares, issue new debt, issue new debt to replace existing debt with different characteristics and/or sell assets to reduce debt.

The company monitors capital utilising a number of measures, including the gearing ratio. The gearing ratio is calculated as net borrowings (total borrowings less cash) divided by shareholders' equity.

The capital structure and gearing ratio of the company at the reporting date was as follows:

		2022 N'000	2021 N'000
Borrowings	11	61,828,429	60,484,793
Trade and other payables	13	<u>25,855,444</u>	<u>23,799,441</u>
Total borrowings		87,683,873	84,284,234
Cash and cash equivalents	10	<u>(13,703,349)</u>	<u>(20,255,393)</u>
Net borrowings		73,980,524	64,028,841
Equity		56,434,544	57,968,678
Gearing ratio		131%	110%

Financial risk management

Overview

The company is exposed to the following risks from its use of financial instruments:

- Credit risk;
- Liquidity risk; and
- Market risk (currency risk, interest rate risk and price risk).

The board of directors has overall responsibility for the establishment and oversight of the company's risk management framework. The board has established the risk committee, which is responsible for developing and monitoring the company's risk management policies. The committee reports quarterly to the board of directors on its activities.

The company's risk management policies are established to identify and analyse the risks faced by the company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the company's activities.

The company audit committee oversees how management monitors compliance with the risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the company. The audit committee is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the audit committee and the risk committee.

Credit risk

Credit risk is the risk of financial loss to the company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The company is exposed to credit risk on trade and other receivables, cash and cash equivalents, loan commitments and financial guarantees.

Credit risk for exposures other than those arising on cash and cash equivalents, are managed by making use of credit approvals, limits and monitoring. The company only deals with reputable counterparties with consistent payment histories. Sufficient collateral or guarantees are also obtained when necessary. Each counterparty is analysed individually for creditworthiness before terms and conditions are offered. The analysis involves making use of information submitted by the counterparties. Counterparty credit limits are in place and are reviewed and approved by credit management committees. The exposure to credit risk and the creditworthiness of counterparties is continuously monitored.

Credit risk exposure arising on cash and cash equivalents is managed by the company through dealing with well-established financial institutions with high credit ratings.

Credit loss allowances for expected credit losses are recognised for all debt instruments, but excluding those measured at fair value through profit or loss. Credit loss allowances are also recognised for loan commitments and financial guarantee contracts.

In order to calculate credit loss allowances, management determine whether the loss allowances should be calculated on a 12 month or on a lifetime expected credit loss basis. This determination depends on whether there has been a significant increase in the credit risk since initial recognition. If there has been a significant increase in credit risk, then the loss allowance is calculated based on lifetime expected credit losses. If not, then the loss allowance is based on 12 month expected credit losses. This determination is made at the end of each financial period. Thus the basis of the loss allowance for a specific financial asset could change year on year.

The maximum exposure to credit risk is presented in the table below:

	2022			2021		
	Gross Carrying amount	Credit loss allowance	Amortised cost/fair value	Gross Carrying amount	Credit loss allowance	Amortised cost/fair value
	N'000	N'000	N'000	N'000	N'000	N'000
Trade & other receivable 8	3,705,467	(416,827)	3,288,640	3,716,101	(470,846)	3,245,255
Cash & cash equivalents 10	<u>13,704,127</u>	-	<u>13,704,127</u>	<u>20,256,171</u>	-	<u>20,256,171</u>
	17,409,594	(416,827)	16,992,767	23,972,272	(470,846)	23,501,426

Amounts are presented at amortised cost or fair value depending on the accounting treatment of the item presented. The gross carrying amount for debt instruments at fair value through other comprehensive income is equal to the fair value because the credit loss allowance does not reduce the carrying amount. The credit loss allowance is only shown for disclosure purposes. Debt instruments at fair value through profit or loss do not include a loss allowance. The fair value is therefore equal to the gross carrying amount.

Liquidity risk

The company is exposed to liquidity risk, which is the risk that the company will encounter difficulties in meeting its obligations as they become due.

The company manages its liquidity risk by effectively managing its working capital, capital expenditure and cash flows. The financing requirements are met through a mixture of cash generated from operations and long and short term borrowings. Committed borrowing facilities are available for meeting liquidity requirements and deposits are held at banking institutions.

There have been no significant changes in the liquidity risk management policies and processes since the prior reporting period.

The maturity profile of contractual cash flows of non-derivative financial liabilities, and financial assets held to mitigate the risk, are presented in the following table. The cash flows are undiscounted contractual amounts.

2022		Carrying Amount N'000
Non-current liabilities		
Borrowings	11	21,315,817
Current liabilities		
Trade and other payables	13	25,855,444
Borrowings	11	<u>40,512,612</u>
		<u>(87,683,873)</u>

2021		Carrying Amount N'000
Non-current liabilities		
Borrowings	11	22,544,629
Current liabilities		
Trade and other payables		23,799,441
Borrowings	11	37,940,164
		<u>(84,284,234)</u>

Foreign currency risk

Foreign currency sensitivity analysis

The following information presents the sensitivity of the company to an increase or decrease in the respective currencies it is exposed to. The sensitivity rate is the rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated amounts and adjusts their translation at the reporting date. No changes were made to the methods and assumptions used in the preparation of the sensitivity analysis compared to the previous reporting period.

At 31 March, 2022 if the Rand/dollar exchange rate had been 5% (2021: 5%) higher or lower during the period, with all other variables held constant, profit or loss for the year would have been N8,607,050(2021: N531,560,000) higher and N8,607,050 (2021: N531,560,000) lower.

Interest rate risk

Fluctuations in interest rates impact on the value of investments and financing activities, giving rise to interest rate risk.

The debt of the company is comprised of different instruments, which bear interest at either fixed or floating interest rates. The ratio of fixed and floating rate instruments in the loan portfolio is monitored and managed, by incurring either variable rate bank loans or fixed rate bonds as necessary. Interest rate swaps are also used where appropriate, in order to convert borrowings into either variable or fixed, in order to manage the composition of the ratio. Interest rates on all borrowings compare favourably with those rates available in the market.

The company policy with regards to financial assets, is to invest cash at floating rates of interest and to maintain cash reserves in short-term investments in order to maintain liquidity, while also achieving a satisfactory return for shareholders.

There have been no significant changes in the interest rate risk management policies and processes since the prior reporting period.

Interest rate profile

The interest rate profile of interest bearing financial instruments at the end of the reporting period was as follows:

Interest rate sensitivity analysis

The following sensitivity analysis has been prepared using a sensitivity rate which is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates. All other variables remain constant. The sensitivity analysis includes only financial instruments exposed to interest rate risk which were recognised at the reporting date. No changes were made to the methods and assumptions used in the preparation of the sensitivity analysis compared to the previous reporting period.

At March 31, 2022, if the interest rate had been 5% per annum (2021: 5%) higher or lower during the period, with all other variables held constant, loss for the year would have been ₦ 274,360,000 (2021: ₦ 303,465,150) lower and ₦ 274,360,000 (2021: ₦ 303,465,150) higher.

33. Operating Leases

The Company leases offices and warehouse facilities under operating leases. The leases typically run for a period of one to three years, with an option to renew the lease at the end of the lease period. Lease rentals are paid upfront and included in prepayments, which are amortised to the profit or loss over the life of the lease on a straight line basis. Lease rental charge in current year amounted to ₦23.397 million (2021: ₦81.613 million).

There were no lease commitments at the end of the year (2021: Nil).

34. Going concern

The directors believe that the company has adequate financial resources to continue in operation for the foreseeable future and accordingly the financial statements have been prepared on a going concern basis. The directors have satisfied themselves that the company is in a sound financial position and that it has access to sufficient borrowing facilities to meet its foreseeable cash requirements. The directors are not aware of any new material changes that may adversely impact the company. The directors are also not aware of any material non-compliance with statutory or regulatory requirements or of any pending changes to legislation which may affect the company.

35. Events after the Reporting Period

On 22 November 2021, Honeywell Flour Mills Plc. (HFMP) and Honeywell Group Ltd. (HGL) announced that an agreement had been signed for Flour Mills of Nigeria Plc. (FMN) to acquire a majority stake in Honeywell Flour Mills Plc's (HFMP) issued and yet to be issued ordinary shares subject to the requisite shareholder and regulatory approvals. As at year-end, 31 March 2022, the proposed transaction was yet to be completed, but the acquisition had been finalized to come into effective on 12th May 2022.

The transaction involved the acquisition of majority shares in Honeywell Flour Mills Plc (HFMP). HFMP was initially registered as Gateway Honeywell Flour Mills Limited in 1985, and subsequently changed its name and company structure in 1995. HFMP's principal activity is the milling, processing and packaging of flour and other wheat-based products with seven major product brands - Honeywell Superfine Flour,

Honeywell Wheat Meal, Honeywell Semolina, Honeywell Noodles, Honeywell Pasta, Honeywell Composite Flour and Honeywell Brown Flour.

Prior to the acquisition, the beneficial interest in HFMP was held by Siloam Global Services Limited (75%), First Bank of Nigeria Plc (5%) and 20% by over 32,000 individuals and institutional investors. Following the transaction, FMN through its affiliate companies, Ecowise Horizon Investment Limited and Greywise Investment Solutions Limited, holds 76.75% equity interest in HFMP. The 76.75% represents an acquisition of Honeywell Group's 71.75% interest (through Siloam) and First Bank Plc's 5% interest for a cash consideration equivalent to ₦4.20 kobo per share. The 76.75% equity interest carry an equivalent percentage of voting rights in HFMP. Non-controlling interest in HFMP will be retained and will be treated fairly in line with capital market regulations.

36. **Approval of the Financial Statements**

These financial statements were approved by the Board of Directors of the company on 27 May, 2022.

Other National Disclosures

HONEYWELL FLOUR MILLS PLC

STATEMENT OF VALUE ADDED FOR THE YEAR ENDED 31 MARCH, 2022

"Value added" is the measure of wealth the group has created in its operations by "adding value" to the cost of products and services. The statement below summarises the total wealth created and shows how it was shared by employees and other parties who contributed to its creation. Also set out below is the amount retained and re-invested in the company for the replacement of assets and the further development of operations.

	2022 N'000	%	2021 N'000	%
Turnover	136,427,507		109,594,730	
Other operating income	972,716		140,712	
Bought - in materials and services;				
- Foreign	(114,636,496)		(87,283,630)	
- Local	(7,317,223)		(5,547,191)	
Total Value Added	15,446,504	100	16,904,621	100
Value Distributed				
To Pay Employees				
Employees cost	4,899,981	32	4,594,596	27
To Pay Providers of Fund				
Finance costs	5,487,206	36	6,069,303	36
To Pay Government				
Income tax	811,671	5	200,958	2
Police Trust Fund Development levy	-	-	56	-
<i>Retained for future expansion and wealth creation:</i>				
Depreciation, amortization and impairments	5,231,458	34	4,663,976	28
Deferred tax	-	-	249,868	-
Retained earnings	(983,812)	(7)	1,125,864	7
Total Value Distributed	15,446,504	100	16,904,621	100

Value added represents the additional wealth which the company has been able to create by its own and employees efforts.

HONEYWELL FLOUR MILLS PLC

FIVE YEARS FINANCIAL SUMMARY FOR THE YEAR ENDED 31 MARCH, 2022

Statement of Financial Position

	2022	2021	2020	2019	2018
	N'000	N'000	N'000	N'000	N'000
Assets					
Non-current assets	97,247,878	101,457,979	105,369,928	106,658,729	103,210,062
Current assets	<u>52,621,281</u>	<u>45,936,677</u>	<u>36,891,364</u>	<u>30,813,715</u>	<u>21,624,951</u>
Total assets	<u>149,869,159</u>	<u>147,394,656</u>	<u>142,261,292</u>	<u>137,472,444</u>	<u>124,835,013</u>
Liabilities					
Non-current liabilities	26,256,603	27,485,415	31,461,351	38,535,524	40,236,091
Current liabilities	<u>67,182,805</u>	<u>61,940,563</u>	<u>53,639,919</u>	<u>42,301,619</u>	<u>28,207,258</u>
Total liabilities	<u>93,439,408</u>	<u>89,425,918</u>	<u>85,101,270</u>	<u>80,837,143</u>	<u>68,443,349</u>
Equity					
Share capital	10,427,140	10,427,140	10,427,140	10,427,140	10,427,140
Reserves	32,115,596	32,115,596	32,905,177	32,905,177	32,221,429
Retained earnings	<u>13,887,015</u>	<u>15,425,942</u>	<u>13,827,705</u>	<u>13,302,984</u>	<u>13,743,095</u>
Total equity	<u>56,429,751</u>	<u>57,968,678</u>	<u>57,160,022</u>	<u>56,635,301</u>	<u>56,391,664</u>
Total equity & liabilities	<u>149,869,159</u>	<u>147,394,656</u>	<u>142,261,292</u>	<u>137,472,444</u>	<u>124,835,013</u>

Statement of Profit or Loss and Other Comprehensive Income

Revenue	<u>136,427,507</u>	<u>109,594,730</u>	<u>80,450,397</u>	<u>74,409,113</u>	<u>71,476,319</u>
(Loss)/profit before taxation	(172,141)	1,576,746	1,270,237	575,123	4,872,292
Taxation	(811,671)	(450,826)	(629,712)	(539,423)	(445,314)
Police trust fund dev. levy	-	(56)	(33)	-	-
Retained (loss)/earnings	<u>(983,812)</u>	<u>1,125,864</u>	<u>640,492</u>	<u>35,700</u>	<u>4,426,978</u>
Per share data (kobo)					
Earnings per share (Basic)	(12.44)	14.20	8.18	0.45	56
Net assets per share	711.58	730.99	722	714	711
Dividend proposed per share	-	7	4	-	6
Dividend paid per share	<u>7</u>	<u>4</u>	<u>-</u>	<u>6</u>	<u>6</u>

Per share data are based on the number of issued and fully paid ordinary shares of 7,930,197,658 at the end of each financial year, (2021: 7,930,197,658).

Share Capital History

Year	Authorised(N'000)		Issued and fully paid up (N'000)		Consideration
	Increase	Cumulative	Increase	Cumulative	
1990	-	10,000	-	2	cash@ N1 each
1991	-	10,000	-	2	cash@ N1 each
1992	-	10,000	-	2	cash@ N1 each
1993	-	10,000	-	2	cash@ N1 each
1994	-	10,000	-	2	cash@ N1 each
1995	40,000	50,000	49,998	50,000	cash@ N1 each
2001	160,000	210,000	160,000	210,000	cash@ N1 each
2003	790,000	1,000,000	790,000	1,000,000	cash@ N1 each
2008	1,000,000	2,000,000	999,999	1,999,999	Acquisition of Honey well Superfine Foods Limited
2008	-	2,000,000	-	1,999,999	Share split of N1 to N0.50
2008	2,000,000	4,000,000	1,500,000	3,499,999	Bonus issue of 3 to 4 shares
2009	-	4,000,000	465,100	3,965,099	Public issue @ N8.50 each