Flour Mills of Nigeria Plc

Annual Report

31 March 2023

Contents

Mission & Vision Statement

Our Vision	To be the leading food and agro-allied group in Africa
Our Mission	To produce and supply products of superior quality and value to the market enriching the lives of consumers, communities, employees and all stakeholders
Our Goals	To be a customer-centric company. To be focused on both product and process innovation. Always seek to build value for all stakeholders.
Our Purpose	Feeding the nation, everyday

Board of Directors, Officers and Other Corporate Information

Board of Directors:	Mr. John George Coumantaros	Chairman (US Citizen)
	Mr. Paul Miyonmide Gbededo	Vice-Chairman
	Mr. Omoboyede Oyebolanle Olusanya	Group Managing Director
	Prof. Jerry Gana, CON	
	Mr. Alfonso Garate	(Spanish)
	Alhaji Rabiu M. Gwarzo, OON	
	Mr. Ioannis Katsaounis	(Greek)
	Mr. Thanassis Mazarakis	(Greek)
	Mr. Foluso O. Phillips	
	Alhaji Y. Olalekan A. Saliu	
	Mr. Folarin R. A. Williams	
	Dr (Mrs.) Salamatu Hussaini Sulaiman	
	Mrs. Juliet Anammah	
	Mr. Muhammad K. Ahmad, OON	
	Ms. Yewande Sadiku	
Company Secretary	Mr. Joseph Odion Umolu	
Registration number	RC 2343	
Tax identification number	00136700-0001	
Date of incorporation	29 September 1960	
Independent Auditor	KPMG Professional Services KPMG Tower Bishop Aboyade Cole Street Victoria Island Lagos	
Registered office	1, Golden Penny Place, Wharf Road Apapa, Lagos	
Registrars and Transfer office	Atlas Registrars Ltd 34 Eric Moore Road, Iganmu, (Bagco Building) P.O.Box 341, Apapa, Lagos	
Principal Bankers	Access Bank Plc	Heritage Bank Plc
	Citibank Nigeria Limited	Nova Merchant Bank Limited
	Ecobank Nigeria Limited	Stanbic IBTC Bank Plc
	Fidelity Bank Plc	Union Bank of Nigeria Plc
	First Bank of Nigeria Limited	United Bank for Africa Plc
	First City Monument Bank Plc	Wema Bank Plc
	Globus Bank	Zenith Bank Plc
	Guaranty Trust Bank Plc	

GROUP PERFORMANCE HIGHLIGHT

	31-Mar-23	31-Mar-22	Increase/ (Decrease)
	₦'000	₦'000	%
Continuing operations			
Revenue	1,539,654,788	1,163,802,851	32 %
Profit before minimum tax	42,752,114	41,118,148	4 %
Minimum tax	(2,969,506)	(1,902,530)	56 %
Profit before tax	39,782,608	39,215,618	1 %
Net income tax expenses	(10,278,323)	(11,200,392)	(8) %
Profit for the year	29,504,285	28,015,226	5 %
Other comprehensive income/(loss) net of tax	1,937,296	(33,050)	(5,962) %
Total comprehensive income	31,441,581	27,982,176	12 %
Profit attributable to:			
Owners of the Company	29,732,507	25,676,035	16 %
Non-controlling Interest	(228,222)	2,339,192	(110) %
Share capital	2,050,197	2,050,197	0 %
Shareholder's funds	225,224,887	195,904,691	15 %
Proposed dividend	9,225,887	8,815,847	5 %
Weighted average number of shares ('000)	4,100,394	4,100,394	0 %
Market capitalisation	127,112,214	127,317,234	(0) %
Per share data (kobo)			
Basic earnings per share	725	626	16 %
Diluted earnings per share	725	626	16 %
Dividend	225	215	5 %
Dividend cover	3.22	2.91	11 %
Market price per share at 31 March	3,100	3,105	(0) %
Other Data			
Number of employees (Group)	5,919	5,910	0 %
Number of employees (Company)	3,839	3,778	2 %

Report of The Directors
For the year ended 31 March 2023

1. Accounts
The Directors are pleased to present the annual report together with the audited consolidated and separate financial statements of Flour Mills of Nigeria Plc ("the Company" or "FMN") and its subsidiaries (together, "the Group") for the year ended 31 March 2023.

2. Legal form
The Company was incorporated in Nigeria on 29 September 1960 as a private limited liability company and converted to a public liability company in November, 1978. The shares are currently quoted on Nigerian Exchange Limited (NGX).

3. Principal activities
The Group is primarily engaged in flour milling; production of pasta, noodles, edible oil and refined sugar; production of livestock feeds; farming and other agro-allied activities; distribution and sale of fertilizer; manufacturing and marketing of laminated woven polypropylene sacks and flexible packaging materials; operation of Terminals A and B at the Apapa Port; customs clearing, development of real estate properties for rental purposes, forwarding and shipping agents and logistics.

4. Results	Group		Company	
	31-Mar-23	**31-Mar-22**	**31-Mar-23**	**31-Mar-22**
	N '000	N '000	N '000	N '000
Revenue	1,539,654,788	1,163,802,851	923,015,713	832,810,561
Operating profit	97,760,224	65,513,351	48,288,706	32,165,916
Profit before minimum taxation	42,752,114	41,118,148	32,252,805	29,748,829
Profit for the year	29,504,285	28,015,225	14,173,904	21,819,815
Total comprehensive income for the year	31,441,581	27,982,176	15,965,572	21,476,488

5. Dividend
The Directors are pleased to recommend to shareholders at the forthcoming annual general meeting the declaration of a total of N9.23 billion (2022: N8.82 billion) representing a dividend of N2.25 (2022: N2.15) per ordinary share of 50 kobo each. This dividend, if approved by the shareholders, is subject to deduction of appropriate withholding tax.

6. Directors and directors' interests
The names of Directors who are currently in office are detailed on page 8.
In accordance with the Company's Articles of Association, the following Directors are due to retire and, being eligible, offer themselves for re-election at the next Annual General Meeting:

Retiring by rotation:

Mr. Paul Gbededo
Mr. Muhammad K. Ahmad, OON
Alhaji Y. O. Saliu
Mr. Folarin R. A. Williams
Mrs. Juliet Anammah

7. Profile of Directors seeking re-election

Profile of Directors seeking re-election or confirmation at the Annual General Meeting:

Mr. Paul Gbededo
Mr. Muhammad K. Ahmad, OON
Alhaji Y. O. Saliu
Mr. Folarin R. A. Williams
Mrs. Juliet Anammah

Mr. Paul Gbededo

Paul Gbededo, a Fellow of the Polymer Institute of Nigeria was appointed Vice Chairman of the board on 4th December 2020. He was before then, the Group Managing Director/CEO, of FMN from April 2013 to December 2020. Paul attended the Polytechnic of North London, UK where he obtained a Graduateship of the Plastic and Rubber Institute and an Associateship of the National College of Rubber Technology in 1980. Additionally, he holds an MSc. Degree in Polymer Technology (1981) of the Loughborough University of Technology, UK. He is an alumnus of Lagos Business School, Advanced Management Programme 3, 1994, and also attended an Executive Programme at Harvard Business School in 2013.

Paul's over 30 years career with FMN Group started at Nigerian Bag Manufacturing Company Plc in 1982 where he became the first indigenous Production Director in 1996. He thereafter led the establishment and growth of many subsidiaries including Golden Fertilizer Company Limited, Golden Pasta Company Limited, Golden Penny Rice Limited, and Golden Sugar Company Limited, either as pioneer General Manager or Director. In July 2012, Paul was elevated to the position of pioneer Managing Director, Agro- Allied business, where he was charged with the responsibility of implementing FMN Group's backward integration policies, programmes and initiatives. He was later appointed the Group Managing Director/Chief Executive Officer. Paul, who has a keen focus on results, is fully engaged in mentoring the career development of Nigerian Managers as well as expatriates.

Mr. Muhammad K. Ahmad, OON

Mr. Ahmad has about 40 years of distinguished experience leading and working in various public sector organizations and financial services institutions in Nigeria. He was the pioneer Director-General and Chief Executive Officer of the National Pension Commission and oversaw the establishment and growth of the Pension industry in Nigeria. He had worked as a bank supervisor at the Nigeria Deposit Insurance Corporation (NDIC) and the Central Bank of Liberia. He was also a Departmental Director and a member of the Board of Federal Inland Revenue Service. He was also an Independent Non-Executive of FBN Holdings Plc and Fate Foundation as well as the Chairman of International Insurance Plc.

Mr. Ahmad was a member of the National Council on Privatisation chaired by the Vice President of Nigeria. He chaired the Technical Committee on the Nigerian Code of Corporate Governance constituted by the Financial Reporting Council of Nigeria, which produced the Nigerian Code of Corporate Governance 2018.

Ahmad chaired the Technical Committee that produced the North East Transformation Strategy (NESTS), a medium-term Regional Development Strategy, for the sustainable socio-economic transformation and reconstruction of the Region, a strategy promoted by the six Governors of the constituent states of the region. He also assisted in the development of the Buhari Plan, which was initiated by the Federal Government of Nigeria to provide a framework for coordinating all initiatives and interventions by various actors for early recovery and sustainable development of the North East region as well as coordinated the crafting of the Borno State 25-Year Development Plan. Ahmad is a member of Governor's Advisory Council of `Gombe State which assist in developing and supervising policy initiatives of the State. He obtained a BSc. Accounting degree from Ahmadu Bello University and a PG Diploma (Innovation & Strategy), University of Oxford.
He is a director at Polaris Bank Limited; FMN; Infrastructure Corporation of Nigeria Ltd (InfraCorp); Credent Capital and Advisory Limited; Buraq Capital Limited; Data Guard Document Management Limited; Society for Corporate Governance Nigeria and Pan Atlantic University. His board committee membership includes Chairman-Remuneration and Human Resources Committee, Member-Board Audit Committee, Member-Social, Ethics and Sustainability Committee.

Alhaji Y. O. Saliu

Alhaji Y. Olalekan A. Saliu, a Fellow of the Institute of Chartered Accountants of Nigeria (ICAN) and a Fellow of the Association of Certified Chartered Accountants, U.K is a Non-Executive Director of FMN. Alhaji Saliu who holds an Upper Second-Class Honours Bachelor of Science Degree in Economics - University of Ibadan in June 1969 had a brief stint with the Civil Service of the old Western Nigeria where he worked as Administrative Officer Grade IV (Assistant Secretary) from 1969 to December 1970. He traveled to the United Kingdom in January 1971 for training in Accountancy which he completed in June 1973.
On his return to Nigeria, he joined the accounting firm of KPMG Audit (formerly Peat Marwick Ani Ogunde & Co) as an Audit Senior in February 1974 and was admitted into the Partnership of the firm in 1982. He remained a Partner of KPMG for twelve years before vacating the position to join FMN in February 1994 as Finance Director/Company Secretary. He stepped aside from his role as Finance Director in September 2011 and continued to serve Flour Mills as an Executive Director and Company Secretary. Alhaji retired as the Company Secretary on 31 December 2015 and remains on the Board of Directors as a Non-Executive Director of the Company.
An alumnus of Lagos Business School Executive Programme, Advanced Management (Programme 7), Alhaji Saliu attended some Executive and Leadership Development Programmes in the U.K., U.S.A., Switzerland and Australia. Alhaji Saliu was the Vice-Chairman of the Body of Patrons, Lagos Mainland District Society of the Institute of Chartered Accountants of Nigeria.

Mr. Folarin R. A. Williams

Mr. F. R. A. Williams joined the Board of Flour Mills of Nigeria Plc as a non-executive member on 20th May 2005. He was educated at the Imperial College of Science and Technology, London where he graduated with B.Sc. (Hons.) AGGI Chemical Engineering. He received the Dr. Loveless Award for outstanding work in the Humanities from the University of London in 1976.
He studied at Selwyn College Cambridge from 1981 to 1983, obtaining MA (Hons) Cantab Law, and was called to the Nigerian Bar in 1984. Mr. Williams is a Senior Partner of Chief Rotimi Williams' Chambers. He is a highly experienced legal practitioner who is principally active in commercial and corporate advisory work and litigation. He was a founding council member and Treasurer of the Nigerian Bar Association Section on Business Law. He is a fellow of the Center for International Legal Studies Salzburg, Austria.

He served on the boards of many companies including G. Cappa Plc, UPS Nigeria Ltd, GlaxoSmithKline Plc, United Geophysical Nigeria Ltd and Delta Steel Company. He is currently the Chairman of Pharma Deko Plc.

Mrs. Juliet Anammah

Mrs. Juliet Anammah was appointed as a Non- Executive Director to the Board of Directors of FMN in September 2020. She is a seasoned professional with over 28 years of experience in consulting, consumer goods and retail and e-commerce and has served in a non-executive capacity on many boards.

She is the founder of CG&R Strategy LLC, a consumer goods and retail specialty consulting company based in the United States. She advises clients on emerging market entry strategies, scaling digital start-ups, retail digital transformation and route to consumer operating model design and execution. Her Consumer Goods and Retail experience spans over 20 years developing and implementing strategic roadmaps that improve competitive positioning and financial performance.

Juliet was CEO of Jumia Nigeria from 2015 to 2020. She led the company from an online retailer to an integrated Marketplace, Logistics and Payment eCommerce platform culminating in the Group's IPO on the NYSE. Jumia is Africa's first Tech start-up to be listed on the NYSE. From 2020 to 2023 She was Jumia Group's Chief Sustainability officer. She pioneered ESG strategy and implementation at the company and Jumia became the first African eCommerce company to publish a sustainability report in 2022. Additionally, she chaired the Jumia Nigeria board and provided oversight to the Jumia Nigeria CEO on country level strategic issues.

Prior to Jumia she was the Managing Director / Partner of Accenture's West African Consumer Goods and Retail consulting practice. Juliet is also currently an independent non-executive director of Nigerian Breweries. She is a member of Accion's board. She is also an advisory board member of the World Retail Congress and Stanford University's Global Centre for Sustainable digital Finance. She has an MBA in Finance and is an alumnus of Wharton College Business school.

8. Directors' Responsibilities

The Directors are responsible for the preparation of consolidated and separate financial statements which give a true and fair view in accordance with IFRS Standards as issued by the International Accounting Standards Board (IFRS Standards) and in the manner required by the Companies and Allied Matters Act (CAMA), 2020 . In doing so, they ensure that:

- Proper accounting records are maintained.
- Applicable accounting standards are complied with.
- Suitable accounting policies are adopted and consistently applied.
- Judgments and estimates made are reasonable and prudent.
- The going concern basis is used, unless it is inappropriate to presume that the Company will continue in business.

- Internal control procedures are instituted which, as far as is reasonably possible, safeguard the assets, prevent and detect fraud and other irregularities.

9. Directors' interests in shares

The Directors' interests in the issued share capital of the Company as recorded in the Register of members and/or as notified by them for the purpose of Section 301 of CAMA 2020 and disclosed in accordance with Section 385 also of CAMA 2020 are as follows:

Interests in shares

Director	**31-Mar-23**		**31-Mar-22**	
	Direct	**Indirect**	**Direct**	**Indirect**
Mr. John G. Coumantaros*	-	2,597,314,890	-	2,597,314,890
Mr. Paul Miyonmide Gbededo	10,836,154	-	10,836,154	-
Mr. Omoboyede Oyebolanle Olusanya	-	-	-	-
Prof. Jerry Gana, CON	44,000	-	44,000	-
Mr. Ioannis Katsaounis**	3,561,512	8,295,673	3,561,512	8,295,673
Mr. Thanassis Mazarakis	-	-	-	-
Mr. Folarin R. A. Williams	30,082	-	30,082	-
Alhaji Rabiu M. Gwarzo, OON	199,722	-	199,722	-
Alhaji Y. Olalekan A. Saliu	1,235,699	-	1,235,699	-
Mr. Foluso O. Phillips	-	-	-	-
Mr. Alfonso Garate	-	-	-	-
Dr. (Mrs.) Salamatu Hussaini Sulaiman	-	-	-	-
Mrs. Juliet Anammah	-	-	-	-
Mr. Muhammad K. Ahmad, OON	-	-	-	-
Ms. Yewande Sadiku	-	-	-	-

*Mr. John G. Coumantaros represents Excelsior Shipping Company Limited. See Note 1.4 of the consolidated and separate financial statements.
**Mr. Ioannis Katsaounis owns these shares indirectly through Windward Transport Company.

10. Substantial Interest in shares

The Registrar has advised that according to the Register of Members on 31 March 2023, apart from Excelsior Shipping Company Limited with 2,597,314,890 (2022: 2,597,314,890), representing 63.34% of the paid up share capital, no other individual shareholder held up to 5% of the issued share capital of the Company.

11. Analysis of Shareholding Structure

As at 31 March, 2023:

Share Range	**No of shareholders**	**Percentage (%)**	**No of shares held**	**Percentage (%)**
1-1,000	29,550	36.34	11,842,252	0.29
1,001-5,000	38,885	47.81	92,841,342	2.26
5,001-10,000	5,734	7.05	40,584,581	0.99
10,001-50,000	5,300	6.52	113,174,380	2.76
50,001-100,000	827	1.02	59,561,907	1.45
100,001-500,000	778	0.96	165,573,836	4.04
500,001-1,000,000	120	0.15	87,789,000	2.14
1,000,001 and above	130	0.16	3,529,028,308	86.07
	81,324	**100**	**4,100,395,606**	**100**

12. Donations and Charitable Gifts

No donation was made to any political party or organization during the year.

Donations and charitable gifts amounting to N168.6 million were made during the year (2022: N183.4 billion):

	31-Mar-23	31-Mar-22
	Naira	Naira
Coalition support for COVID-19 (including vaccination program support)	-	108,176,000
Donation to 49th AGM of Manufacturers Association of Nigeria	-	50,000
Donations and annual grants to Universities	8,000,000	7,530,000
Sponsorship of Nigeria Economic Summit Group	45,000,000	34,500,000
Humanitarian donation and sponsorship	45,768,169	29,185,984
Sponsorship to Professional Institutes	40,400,000	4,000,000
Commercial Corn Seed Initiative	27,387,500	-
CIBN 57th Annual Banker's Conference	2,000,000	-
	168,555,669	**183,441,984**

13. Significant event during the year

On 12 May 2022, FMN acquired 77.75% of the voting rights of Honeywell Flour Mills Plc (HFM), a manufacturer and marketer of wheat-based products including flour, semolina, whole wheat meal, noodles and pasta.

The transaction was entered into as part of FMN Group's global growth strategy, to create a stronger and more resilient national champion for Nigeria and further enhance food security. The transaction combined the strategic talents that are unique to each company, enhance customer's access to a wider range of innovative products and enable FMN expand its group operations.

14. Post balance sheet events

Except as disclosed in Note 52 of the financial statements, there were no significant developments since the balance sheet date which could have had a material effect on the state of affairs of the Group and Company at 31 March 2023 and the profit for the year ended on that date which have not been adequately provided for or disclosed in the financial statements.

15. Major distributors

The Company's products are distributed through key distributors who cover the entire country.

16. Suppliers

The Company obtains its materials from overseas and local suppliers. Amongst its main overseas and local suppliers are Star Trading Company Limited, Buhler A.G, First Blend Limited, Vitachem Nigeria Limited, Montizen Limited and Wahum Packaging Limited.

17. Property, plant and equipment

Movements in property, plant and equipment during the year are shown under Note 18 to the consolidated and separate financial statement. In the opinion of the Directors, the recoverable amount of the Company's property, plant and equipment is not less than the value shown in the audited consolidated and separate financial statements.

18. Human Capital

a) Employment and Employees

The Company reviews its employment policy in line with the needs of our business. Careful recruiting is undertaken to ensure that potential high performers are attracted and retained.

(b) Employee Developments

Local and overseas training and development programmes are organized to meet the needs of the Company's modernization / automation strategy implementation.

The Company continues to place premium on its human capital development arising from the fact that this would ensure improved efficiency of the business and maintain strategic advantage over competition.

(c) Health, Safety and Environment

The Company appreciates the value of safe work environment to business success and therefore embarks on periodic assessment to ensure compliance and safety. Employees are continuously sensitized and pep talks on safety procedures precede the commencement of each shift in the operational areas and at relevant meetings. 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.

The employee canteens at Iganmu, Apapa and other major sites continue to provide nutritionally balanced healthy meals in very conducive environment and at subsidized rates.

(d) HIV/AIDS Policy

HIV/AIDS policy guidelines are in place and employees are encouraged to undertake voluntary counseling and testing (VCT) in order to confirm their HIV status. Continuous interactions at workshops with known HIV positive individuals are arranged from time to time to educate staff and eliminate discrimination and stigmatization. Regular educational programmes are arranged to sustain the message as part of the activities to mark World's AIDS day annually.

(e) Performance Management/Target Setting

Performance management/target setting is implemented in line with Management's resolve to set strategic objectives for effective monitoring of performance of the Company and its employees.

19. Sustainability Statement

As a socially responsible organization, FMN's sustainability approach is based on respect for our people, cultures and the natural environment.

We are committed to contributing to the preservation of biodiversity by lowering our water use, waste and greenhouse gas emission, energy use, and carbon emissions. The health and welfare of our employees and host communities remains a priority as we strive to improve the environmental, social and economic impacts of our operations.

Our vision becomes reality by putting into action programs and practices that optimize the use of natural resources, by developing energy efficient products and technologies, and by fostering innovations and creative solutions adding value for our stakeholders. We have the capacity to grow sustainably.

20. Auditors

Messrs. KPMG Professional Services, having satisfied the relevant corporate governance rules on their tenure in office have indicated their willingness to continue in office as auditors to the Company. In accordance with Section 401(2) of CAMA 2020, therefore, the auditors will be re-appointed at the next annual general meeting of the Company without any resolution being passed.

A resolution will however be proposed authorizing the Directors to determine the remuneration of the Auditors.

BY ORDER OF THE BOARD

JOSEPH ODION UMOLU
Company Secretary
FRC/2013/NBA/00000003687
1 Golden Penny Place,
Wharf Road, Apapa.
Lagos, Nigeria.
28 August 2023

Corporate Governance Report

1. Introduction

Flour Mills of Nigeria Plc is committed to the best practice and procedures in corporate governance. Its business is conducted in a fair, honest and transparent manner that conforms to highest ethical standards. This enables the Board of Directors and Management to accomplish the Company's strategic goals, ensure good growth and corporate stability for the benefit of all stakeholders.

2. Board Composition

The Company's Articles of Association provide that the Company's Board of Directors shall consist of not more than fifteen directors. Presently, the Board has a non-executive Chairman, a non-executive Vice Chairman, one executive director and twelve non-executive directors, five of whom are independent non-executive directors. The thorough process for selecting Board members gives premium to educational and professional background, integrity, competence, capability, knowledge, expertise, skills, experience and diversity.

3. Board Meetings

Members of the Board of Directors hold a minimum of four quarterly meetings to approve the company's business strategy and objectives, decide on policy matters, direct and oversee the Company's affairs, progress, performance, operations, and finances; and ensure that adequate resources are available to meet the Company's goals and objectives. Attendance of Directors at Board meetings is very good.

It is noteworthy that the Company's Memorandum and Articles of Association allow for teleconferencing in order to ensure wide consultation and maximum participation by board members.

In line with provisions of Section 284(2) of the Companies and Allied Matters Act (CAMA) 2020, the record of Directors attendance at Board meetings shall be available for inspection at the Annual General Meeting.

4. Role of Directors

The highlights of the role of directors include:

- Critical and regular examination of the Company's overall strategy to ensure that its goals, business plan and budget are in alignment.
- Assign respective committees to consider and take appropriate decisions on issues requiring Board attention.
- Establish well-considered objectives for the Company and monitor implementation, reviewing performance and ensure the deployment of appropriate competencies.
- Ensure that adequate resources are available to meet the Company's goals and objectives.
- Oversee Board appraisal, training, succession planning, appointment and remuneration of members.

5. Frequency and Attendance of Board Meetings

The Board held ten (10) meetings during the financial year ended 31 March 2023. The notice for each meeting was in line with the Company's Articles of Association and Board papers were provided to directors in advance.
Senior Executives of the Company were invited to attend Board meetings from time to time to make representations of their business units.

A summary of the record of attendance at Board meetings is presented below:

	18-May-22	27-May-22	27-Jul-22	06-Sep-22	26-Oct-22	09-Nov-22	23-Nov-22	26-Jan-23	08-Feb-23	27-Mar-23
Mr. John G. Coumantaros	Yes	Yes	Yes	Yes	Yes	Yes	Yes	No	Yes	Yes
Mr. Paul Miyonmide Gbededo	Yes	Yes	No	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Omoboyede Oyebolanle Olusanya	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Alhaji Yunus Olalekan Saliu	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Alhaji Rabiu Muhammad Gwarzo, OON	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Ioannis Katsaounis	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Thanassis Mazarakis	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Folarin Rotimi Abiola	Yes	Yes	Yes	No	No	Yes	No	Yes	No	Yes
Prof. Jerry Gana, CON	Yes	Yes	Yes	No	No	No	No	No	Yes	Yes
Mr. Foluso Olajide Phillips [Independent]	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Alfonso Garate	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Dr. Mrs. Salamatu Sulaiman [Independent]	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mrs. Juliet Anammah [Independent]	Yes	No	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Mr. Muhammad K. Ahmad, OON [Independent]	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Ms. Yewande Sadiku [Independent]	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

Legend:
Yes - Present
No - Absent

6. Company Secretary

The Company has a functional Company Secretariat department that supports and assists the Board and Management in implementing and sustaining good corporate governance practices and culture. The Company Secretariat Department is headed by the Company Secretary/Director, Legal Services.

7. Board Committees and Statutory Audit Committee

The Board of Directors has three principal board committees. These are listed below with the summary of attendance at meetings held during the financial year ended 31 March 2023:

(a) Remuneration/Governance Committee

Members of the committee include:

- Mr. Foluso O. Phillips - Chairman
- Mr. Thanasis Mazarakis
- Dr. (Mrs.) Salamatu Hussaini Sulaiman
- Mr. Muhammad K. Ahmad, OON
- Mr. Folarin R. A. Williams
- Mr. Joseph Odion Umolu - Company Secretary

Record of attendance at Meetings:

	05-May-22	24-Aug-22	02-Nov-22	20-Jan-23
Mr. Foluso O. Phillips	Yes	Yes	Yes	Yes
Mr. Thanassis Mazarakis	Yes	Yes	Yes	Yes
Dr. (Mrs.) Salamatu Hussaini Sulaiman	Yes	Yes	Yes	Yes
Mr. Muhammad K. Ahmad, OON	No	No	Yes	Yes
Mr. Folarin R.A. Williams	Yes	Yes	Yes	Yes
Mr. Joseph Odion Umolu	Yes	Yes	Yes	Yes

Legend:
Yes - Present
No - Absent

(b) Audit and Risk Management Committee
Members of the committee and meetings include:
Mr. Thanassis Mazarakis Chairman
Mr. Paul Miyonmide Gbededo
Alhaji Rabiu M. Gwarzo, OON
Alhaji Y. Olalekan A. Saliu
Mr. Omoboyede Oyebolanle Olusanya
Mrs. Juliet Anammah
Mr. Joseph Odion Umolu Company Secretary

Record of attendance at Meetings:

	13-Jul-22	19-Oct-22	25-Jan-23
Mr. Thanassis Mazarakis	Yes	Yes	Yes
Mr. Omoboyede Oyebolanle Olusanya	Yes	Yes	Yes
Mr. Paul Miyonmide Gbededo	Yes	Yes	Yes
Alhaji Rabiu M. Gwarzo, OON	Yes	Yes	Yes
Alhaji Y. Olalekan A. Saliu	No	Yes	Yes
Mrs. Juliet Anammah	Yes	Yes	Yes
Mr. Joseph Odion Umolu	Yes	Yes	Yes

Legend:
Yes- Present
No- Absent

The Board also has a committee known as the Board Local Content Committee and its composition was approved by the Board at its meeting of 3 March 2021:

Local Content Committee

Mr. Paul Miyonmide Gbededo - Chairman
Mr. Thanassis Mazarakis
Mr. Omoboyede Oyebolanle Olusanya
Alhaji Y. Olalekan A. Saliu
Mr. Muhammad K. Ahmad
Mr. Joseph Odion Umolu - Secretary

Record of attendance at Meetings:

	06-May-22	25-Aug-22	03-Nov-22	19-Jan-23
Mr. Paul Miyonmide Gbededo	Yes	Yes	Yes	Yes
Mr. Omoboyede Oyebolanle Olusanya	Yes	Yes	No	No
Mr. Thanassis Mazarakis	Yes	Yes	Yes	Yes
Alhaji Y. Olalekan A. Saliu	Yes	Yes	Yes	Yes
Mr. Muhammad K. Ahmad	Yes	Yes	Yes	Yes
Mr. Joseph Odion Umolu	Yes	Yes	Yes	Yes

Legend:
Yes - Present
No - Absent

Statutory Audit Committee

Composition

Pursuant to section 404(3) of CAMA 2020, the Company's Audit Committee comprises two Directors, three shareholders and the Company Secretary as secretary of the Committee as follows:

Mr. Adesina Olalekan Oladepo - Chairman
Mr. Shekoni Nurudeen Adebayo
Mr. Adeshina Tajudeen Imran
Mr. Foluso O. Phillips
Alhaji Y. Olalekan A. Saliu
Mr. Joseph Odion Umolu - Secretary

The functions of the Committee are laid down under section 404(7) of CAMA 2020.

Meetings:

Members of the Statutory Audit Committee receive regular reports and updates on financial matters and internal control reviews from the Finance team, and internal and external auditors. A summary of the record of attendance at Statutory Audit Committee meetings held during the financial year ended 31 March 2023 is shown below:

	23-May-22	26-Jul-22	15-Nov-22	24-Jan-23
Mr. Adesina Olalekan Oladepo	Yes	Yes	Yes	Yes
Mr. Shekoni Nurudeen Adebayo	Yes	Yes	Yes	Yes
Mr. Adeshina Tajudeen Imran	Yes	Yes	Yes	Yes
Mr. Foluso O. Phillips	Yes	Yes	Yes	Yes
Alhaji Y. Olalekan A. Saliu	Yes	Yes	Yes	Yes
Mr. Joseph Odion Umolu	Yes	Yes	Yes	Yes

Legend:
Yes - Present
No - Absent

8 Divisions and Directorates
For effective management, the Company is structured along the following Divisions and Directorates:

Agro Allied	Division	Internal Audit (Business Assurance)	Directorate
Bag Manufacturing	Division	Logistics	Directorate
Corporate Services/Legal	Directorate	Marketing & Sales	Directorate
Fertilizer Operations	Division	Pasta Production	Division
Finance	Directorate	Special Projects	Directorate
Flour Operations	Division	Stakeholder Engagement	Directorate
General Services	Directorate	Supplies/Procurement	Directorate
Human Resources	Directorate	Technical	Directorate

9 Gender Diversity on the Board
The Board promotes diversity in its membership across a variety of attributes relevant for promoting better decision-making and effective governance. These attributes include field of knowledge, skills and experience as well as age, culture and gender. The Board has in place processes that establish measurable objectives for achieving diversity in gender and other areas.

10. Board Appointments
The Board of Directors is responsible for the overall direction, supervision and control of the company. The Company's Articles of Association, CAMA 2020, the Securities and Exchange Commission's (SEC) Corporate Governance Guidelines and the Nigerian Code of Corporate Governance 2018 describe the responsibilities and authorities of the Board of Directors and set out rules and procedures for the composition, appointment and operations of the Board of Directors.

The Board has a formal induction programme for new directors including, but not limited to; facility visits, engagement with Board and Management officials, business and governance structure familiarization. Important corporate documents on the Company's profile, history, core values and general business direction are made available to new directors. The Board of Directors has an approved annual training plan designed in line with the identified training needs and suggestions of its members.

The Remuneration and Governance Committee of the Board assesses and evaluates prospective candidates and make appropriate recommendations to the Board with respect to the appointment of Directors. A description of the desirable characteristics that the Remuneration and Governance Committee and the Board, should consider before recommending candidates for nomination/appointment as Directors, are set out in the Board of Directors Charter and include:

- Integrity, reputation, knowledge, competence and commitment.
- Familiarity with the commercial and economic environment.
- Regional balancing.
- Good network in FMN areas of business

The Remuneration and Governance Committee reviews such qualities and characteristics at least annually and recommend any appropriate changes to the Board for consideration.

11. Board Evaluation Process and Summary of Evaluation Results

S/N	PARTICULARS	REMARKS
1	General Information	The Company's general Information is as provided for in this Annual Report.
2	Attendance at Board Meetings; Audit Committee and Board Committee meetings	Satisfactory.
3	Part A - Board of Directors and Officers of the Board: Principle 1 – Role of the Board	The Board is the ultimate decision-making body of the Company and is responsible for exercising leadership, enterprise, integrity and judgment in its oversight and control of the Company to achieve the Company's continued survival and prosperity; The Company has a Board Charter and Code of Conduct approved by the Board which guides members on the operations of the Board, duties and obligations of members, expected conduct and how to avoid conflict of interest in any business relationship with the Company.
	Principle 2 – Board Structure and Composition	The Board is comprised of and continues to balance its diverse mix of professionals with the right blend of skills and expertise including the business, commercial and industry experience needed to govern the Company.
	Principle 3 – Chairman	The Chairman's roles and responsibilities are clearly defined in the Board Charter including ensuring the effective operation of the Board such that the Board works as a group towards achieving the Company's strategic objectives. Provide leadership to the Board and ensure its effectiveness in all aspects of its role.
	Principle 4 – Managing Director/Chief Executive Officer	The Group Managing Director/Chief Executive Officer's roles and responsibilities are clearly defined in the Board Charter including ensuring that the policies spelt out by the Board in the Company's overall corporate strategy are implemented. The GMD/CEO is the head of Management assigned with the responsibility of running the affairs of the Company to achieve its strategic objectives for sustainable corporate performance. The GMD/CEO is equipped with a broad understanding of the Company's business and demonstrates entrepreneurial skills, credibility and integrity earning the confidence of the Board and management.

	Principle 5 – Executive Directors	The Executive Director's roles and responsibilities are clearly defined in the Board Charter including proper implementation and achievement of the Company's strategic imperatives, as well as prudent management of the Company's finances and other resources.
	Principle 6 – Non-Executive Directors (NED)	The Non-Executive Directors (NED)'s roles and responsibilities are clearly defined in the Board Charter including constructive contribution to the development of the Company's strategy.
	Principle 7 – Independent Non-Executive Directors (NED)	The Independent Non-Executive Directors (NED)'s roles and responsibilities are clearly defined in the Board Charter including being independent in character and judgment and accordingly being free from such relationships or circumstances with the Company, its management, or substantial shareholders as may, or appear to, impair their ability to make independent judgment. The Independent Non-Executive Directors represent a strong independent voice on the Board and bring a high degree of objectivity to the Board for sustaining stakeholder trust and confidence.
	Principle 8 – Company Secretary	The Company Secretary functionally reports to the Board through the Chairman and administratively reports to the GMD/CEO. The Company Secretary is the Secretary of the Board and guides the Board on its duties and responsibilities and other matters of governance.
	Principle 9- Access to Independent Advice	The Board ensures members obtain external advice, as may be required, at the Company's expense and invite senior management to provide technical advice as needed.
	Principle 10 - Meetings of the Board	The meetings of the Board of Directors are organized optimally to ensure a seamless review of the business of the Board and in fulfilling the strategic objectives of the Company. To effectively perform its oversight function and monitor management's performance, the Board shall meet at least once every quarter.

		Every Director shall endeavour to attend all Board meetings. The attendance record of Directors shall be among the criteria for the re-election of a Director. Minutes of meetings of the Board and its committees, as a record of what transpired at those meetings are prepared and sent timeously to Directors.
	Principle 11 – Board Committees	The Board Committees are structured to ensure the efficiency and effectiveness of the Board. The Board discharges its responsibilities through Board Committees appointed from amongst its members subject to the applicable laws. The Board has established the following committees: Ø Board Audit and Risk Management Committee Ø Board Remuneration and Governance Committee Ø Board Local Content Committee
	Principle 12 – Appointment to the Board	Key parameters considered for effective appointment to the Board include: Ø Integrity, reputation and commitment. Ø Familiarity with the commercial and economic environment. Ø Regional balancing. Ø Good network in FMN areas of business
	Principle 13 – Induction and Continuing Education	Effective formal induction and training plans are in place for the Board. Important corporate documents on the Company's profile, history, core values and general business direction are made available to new directors during the induction process. The Board of Directors has an approved annual training plan designed in line with the identified training needs and suggestions of its members.
	Principle 14 – Board Evaluation	During the current year ended 31 March 2023, the Company carried out a rigorous self-evaluation of its Board of Directors.
	Principle 15 – Corporate Governance Evaluation	During the current year ended 31 March 2023, the company carried out a rigorous self-evaluation of its corporate governance.
	Principle 16 – Remuneration Governance	There is a Board approved Director's remuneration policy which is regularly reviewed. The remuneration for the Directors shall be tabled for approval by Shareholders at this Annual General meeting.

		The applicable allowances paid by the Company to Non-executive Directors include: Director's Fee- N3,000,000 and Sitting Allowance - N500,000.
	Principle 17 – Risk Management	The Company has a robust Risk Assessment and Management framework and systems in place. The Company's Risk Management Policy is available through the link provided under the Risk Management item of this Corporate Governance Report.
	Principle 18 – Internal Audit	The Company has an effective Internal Audit function carried out by its Business Assurance Department and is regularly assessed by an Independent Business Advisory/Assurance firm on the effectiveness of its functions.
	Principle 19 – Whistleblowing	The Company has an effective and anonymously maintained whistleblowing system that encourages staff and other stakeholders effectively communicate information helpful in enforcing good corporate governance practices.
	Principle 20 – External Audit	The Company's external professional audit partners are rotated regularly to ensure independence .
	Principle 21 – General Meetings	The Company's general meetings are held in line with regulatory requirements and every calendar year, an Annual General Meeting is held in compliance with corporate governance requirements on the issuance of notice of meeting and orderly conduct of all deliberations thereat.
	Principle 22 – Shareholder engagement	The Board has a stakeholder-inclusive approach and is responsible for giving due consideration to the legitimate interests and expectations of the Company's stakeholders in its deliberations, decisions and actions.
	Principle 23 – Protection of Shareholder rights	The Board recognizes, respects and protects the rights of shareholders and ensures equitable treatment of all shareholders in the same class of issued shares whether minority, institutional or foreign. The Board ensures that adequate and timely information is provided to Shareholders on the Company's affairs.
	Principle 24 – Business Conduct and Ethics	Management continues to monitor compliance with the Group's Code of Conduct and presents regular reports to the Board on same.
	Principle 25 – Ethical Culture	The Company has established policies and mechanisms for monitoring insider trading, conflict of interest and related party transactions.

	Principle 26 – Sustainability	The Board has approved its Sustainability Policy and the Company recently issued its second Sustainability Report within the year under review.
	Principle 27 – Stakeholder Communication	The Company has an effective Investor Relations Management team and an Investor relations page hosted on its website – www.fmnplc.com for updated information about its operations.
	Principle 28 - Disclosures	The Company has in place an effective system to ensure that due disclosures are made timeously about its operations.

Principles 14.1 & 15.1 of the Code of Corporate Governance 2018 provide that the Board should ensure annual Board and Corporate Governance Evaluations are carried out. The evaluation shall be facilitated by an independent external consultant at least once every three years.

The Board established a system to undertake a formal and effective annual evaluation of its performance and that of its Committees, the Chairman and the individual directors.

The Institute of Corporate Secretaries and Administrators of Nigeria (ICSAN) was engaged as external Consultants to carry out the Board Evaluation and Corporate Governance audit of the Company for the year ended 31 March 2021. For the current year ended 31 March 2023, the Company carried out a rigorous self-evaluation of its board and corporate governance.

Based on the self-evaluation exercise, the Board of FMN demonstrated a good understanding of and complied with the responsibilities as provided in the SEC Code of Corporate Governance and the Nigerian Code of Corporate Governance 2018 during the year ended 31 March 2023.

12. The Corporate Governance Rating System Certification

Flour Mills of Nigeria Plc is one of the Corporate Governance Rating System (CGRS) certified listed companies in Nigeria after being duly certified and accorded the CGRS certification mark with effect from January 2018 with a three-year validity period.

Flour Mills of Nigeria Plc is pleased to announce its CGRS recertification effective 15 March 2023 and valid till 14 March 2025.

13. Report on Compliance with the Nigerian Code of Corporate Governance 2018

The Company confirms its compliance with the principles in the Nigerian Code of Corporate Governance 2018 (NCCG 2018). The Company's full report on compliance with the Nigerian Code of Corporate Governance 2018 for the year ended 31 March 2023 is available on the Company's website and can be accessed through the link herein – www.fmnplc.com.

General Information

14. Management Committee

The day-to-day management of the business is the responsibility of the Group Managing Director/ Chief Executive Officer who is assisted by a Management Committee made up of Heads of Departments in the Company.

The core of the Management Committee, the “ExCo” holds weekly meetings to deliberate on critical issues affecting the organization and the strategic positioning of the business.

The composition of the Management Committee is as set out below:
- Omoboyede Olusanya - Group Managing Director/Chief Executive Officer
- Devlin Hainsworth - Managing Director, Foods Division
- Stoney Su - Managing Director, Agro Allied Division
- Raffoul Nassib - Managing Director, Honeywell Flour Mills Plc
- Wale Adediran - Group Human Resources and Services Director
- Cephas Afebuameh - Group Director, Supply Chain
- Anders Kristiansson - Group Chief Finance Officer
- Sadiq Usman - Group Director, Strategy and Stakeholders Relations
- Bola Adeeko – Director, Special Projects.
- Joseph Umolu - Company Secretary/Director, Legal Services

15. Human Resources Policies and other related matters

The Company recognizes that its people are very valuable assets. Consequently, the human resources policies of the Company are to ensure that the Company continues to place premium on its human capital development arising from the fact that this would ensure improved efficiency of the business and maintain a strategic advantage over competition.

Within the last financial year, the business maintained strict adherence to all COVID-19 protocols providing effective health advisory and interventions including staff vaccination arrangements while consolidating our Employee Assistance Program to promote employee general health and wellbeing.

The Management holds periodic meetings with the employees in order to brief them on business related issues and exchange ideas that are beneficial. In addition, Management communicates corporate issues to employees regularly through internal communication circulars and newsletters – “Golden Penny News”.

16. Sustainability Policies and Environmental Protection initiatives

FMN is aware that sustainability is a journey, as such, our long-term strategy is inspired by the need for continuous capacity expansion, an enhanced route to market capability, the innovation of products of superior quality and the realignment of our core food business. To ensure our process remains sustainable in the long run, the Company continues to backwardly integrate to mitigate further reliance on imports and exposure to external volatility in the food business. The need to create value in the supply chain and reduce dependence on imported raw materials is a strategic imperative that the Company is committed to achieving.

As an environmentally responsible organization, FMN has adopted more energy-efficient technologies across our factories and plants by fostering innovations and implementing creative solutions. In our mills, the Company has introduced newer and more innovative technologies to reduce our carbon footprint. The business has also adopted more climate-friendly designs that feature low noise pollution and dust extraction monitoring systems, whilst adopting a production process with minimal impact on our environment. As expected, our process and impact assessment at FMN is designed to be as retrospective as it is prospective. FMN will continue to put first our responsibility to our Planet, its People and our Returns.

17. Internal Audit, Risk Management and Compliance

Internal Audit Function is a key line of defence for FMN Group which is central to our overall integrated assurance framework and governance processes. Internal Audit provides reasonable confidence to the Board, the Statutory Audit Committee and Management that there are sound internal controls over all aspects of the Group's operations, including Statutory Compliance, Accounting and Asset Management.

To ensure the independence of this important function, Internal Audit reports directly to the Statutory Audit Committee quarterly and is supervised by the Board Audit and Risk Committee.

Risk Management and Compliance initiatives are instituted and embedded in the assurance processes and support the Yearly Audit Plans in pro-active determination and recommendations for mitigation of the emerging risks faced by the FMN Group.

18. Ethics and Code of Business Conduct

FMN is committed to a high standard of ethical conduct and adopts a zero-tolerance approach to fraud and corruption. The Company has put in place an Ethics Programme which comprises a Code of Conduct Policy inclusive of regular training and declarations.

The Code of Business Conduct applies to all internal and external stakeholders, including the Directors, Management, other employees and third parties. It ensures that all directors, officers and employees conduct business with integrity.

19. Whistle-Blowing

FMN has established a culture where every stakeholder feels comfortable raising concerns about potential and actual breaches of our Code of Business Conduct or policies.

The Company’s code of conduct encourages and provides a channel for stakeholders, including employees, to report possible improprieties and unethical practices in good faith and confidence, without fear of reprisals or concerns.

To ensure that all incidents that are reported are adequately brought to the notice of the stakeholders concerned as well as to initiate corrective action, a reporting structure is provided in detail in the Code of Conduct. A simple communication channel to allow anonymous reporting of any fraud, misappropriation, improprieties, or unethical practices is set out in the Code of Conduct. A breach may be reported through our dedicated e-mail address (codeofconduct@fmnplc.com).

The whistleblowing mechanism is reliable, accessible and guarantees anonymity and protection of the whistleblower. To safeguard the whistle-blower from retaliation, should employees suspect that they are being targeted or have actions taken against them in retaliation for raising a compliance or an integrity issue, they should immediately report such suspicions using the communication channels provided in the Code of Conduct.

20. Security Trading Policy

In line with relevant legal and regulatory provisions, the Board approved and has in place a Securities Trading Policy ("The Policy") which prescribes a code of behaviour by Directors and senior employees, as well as those in possession of or who may come in contact with market-sensitive information relating to the Company (referred to as "Insiders").

Insiders are prohibited from dealing in the Company's securities during closed periods and are mandated in appropriate cases to notify and obtain consent to deal from appropriate senior executives of the Company. The Company Secretary, who is the designated Administrator of the Policy is tasked with ensuring adherence to the provisions of the Policy and regularly issues Closed Period Notifications to Directors, employees and other relevant persons under the Policy.

During the financial year under review, the Directors and employees of the company complied with the Nigerian Exchange Limited's Rules relating to securities transactions and the provisions of the Securities Trading Policy.

21. Complaints Management Policy

In line with the Securities and Exchange Commission (SEC) Rules relating to the Complaints Management Framework of the Nigerian Capital Market, FMN has established and maintained a clearly defined Complaints Management Policy to handle and resolve complaints within the purview of the Framework.

The framework as established by FMN involves the maintenance of an electronic complaint register by the Registrars and the

Policy is available on the company's website and can be accessed through the link herein – www.fmnplc.com

The electronic complaints register is updated daily by the Registrars with complaints received from shareholders. Steps taken towards the resolution of the matter(s) and the duration of communicating to the Shareholders are also maintained on the Register. Returns on Complaints management are sent by the Registrars on quarterly basis to SEC.

JOSEPH ODION UMOLU
Company Secretary
FRC/2013/NBA/00000003687
1 Golden Penny Place,
Wharf Road, Apapa.
Lagos, Nigeria.
28 August 2023

Statement of Directors' responsibilities in relation to the Consolidated and Separate Financial Statements

For the year ended 31 March 2023

The Directors accept responsibility for the preparation of the Consolidated and Separate financial statements that give a true and fair view in accordance with IFRS Standards as issued by the International Accounting Standards Board (IFRS Standards) and in a manner required by the Companies and Allied Matters Act (CAMA), 2020 and the Financial Reporting Council of Nigeria Act, 2011.

The Directors further accept responsibility for maintaining adequate accounting records as required by the Companies and Allied Matters Act (CAMA), 2020 and for such internal controls as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement whether due to fraud or error.

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

SIGNED ON BEHALF OF THE BOARD OF DIRECTORS BY:

Signature	Signature
Mr. Omoboyede Oyebolanle Olusanya	Alhaji Y. Olalekan A. Saliu
Group Managing Director	Director
FRC/2017/IODN/00000017634	FRC/2013/ICAN/00000003595
28 August 2023	28 August 2023

Statement of Corporate Responsibility for the Consolidated and Separate Financial Statements

For the year ended 31 March 2023

Further to the provisions of section 405 of the Companies and Allied Matters Act (CAMA), 2020, we, the Group Managing Director/CEO and Group Chief Financial Officer, hereby certify the consolidated and separate financial statements of Flour Mills of Nigeria Plc for the year ended 31 March 2023 as follows:

a) That we have reviewed the audited financial statements of the Group and Company for the year ended 31 March 2023.

b) That the consolidated and separate financial statements do not contain any untrue statement of material fact or omit to state a material fact which would make the statements misleading, in the light of the circumstances under which such statement was made.

c) That the consolidated and separate financial statements and all other financial information included in the statements fairly present, in all material respects, the financial condition and results of operation of the Group and Company as of and for, the year ended 31 March 2023.

d) That we are responsible for establishing and maintaining internal controls and have designed such internal controls to ensure that material information relating to the Group and Company is made known to us by other officers of the Group and Company, during the year end 31 March 2023.

e) That we have disclosed the following information to the Group and Company's Auditors and Audit Committee:

(i) there are no material deficiencies in the design or operation of internal controls which could adversely affect the Group and Company's ability to record, process, summarise and report financial data, and have identified for the Group and Company's auditors any significant weaknesses in internal controls, and

(ii) there is no fraud that involves management or other employees who have a significant role in the Group and Company's internal control

Signature

Mr. Omoboyede Oyebolanle Olusanya
Group Managing Director/CEO
FRC/2017/IODN/00000017634
28 August 2023

Signature

Mr. Anders Kristiansson
Group Chief Financial Officer
FRC/2014/ANAN/00000009819
28 August 2023

AUDIT COMMITTEE REPORT

TO MEMBERS OF FLOUR MILLS OF NIGERIA PLC FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2023

In compliance with section 404 (4) & (7) of the Companies and Allied Matters Act, 2020, the Audit Committee received the Audited Financial Statements for the year ended 31st March 2023 together with the Management letter from the External Auditors and management response thereto at the duly convened meeting of the Committee.

We reviewed the scope and planning of the audit requirements and found them adequate.

After due consideration the Committee accepted the Report of the External Auditors that the financial statements give a true and fair view of the state of the Company's financial affairs as at 31st March 2023 having been prepared in accordance with International Financial Reporting Standards (IFRS). The Committee reviewed Management's response to the External Auditors findings in the Management letter and we are satisfied with Management responses.

The Committee considered and approved the provision made in the Financial Statements for the remuneration of the External Auditors.

We confirm that the internal control system was constantly and effectively monitored through effective internal audit function.

The External Auditors confirmed that they received full cooperation from Management in the course of their statutory audit.

The Committee therefore recommended that the Audited Financial Statements for the year ended 31st March 2023 and the External Auditors' Report thereon be presented for adoption at this Annual General Meeting.

Dated 14th August, 2023

MR. OLALEKAN OLADEPO ADESINA
FRC NO.: FRC/2013/NIM/00000003678
CHAIRMAN, AUDIT COMMITTEE

Other Members of the Audit Committee:

Mr. Shekoni Nurudeen Adebayo

Mr. Adeshina Tajudeen Imran

Mr. Foluso Phillips

Alhaji Yunus Olalekan Saliu

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

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234 (1) 271 8599
Internet home.kpmg/ng

INDEPENDENT AUDITOR'S REPORT

To the Shareholders of Flour Mills of Nigeria Plc

Report on the Audit of the Consolidated and Separate Financial Statements

Opinion

We have audited the consolidated and separate financial statements of Flour Mills of Nigeria Plc ("the Company") and its subsidiaries (together, "the Group"), which comprise:

- the consolidated and separate statements of financial position as at 31 March 2023;
- the consolidated and separate statements of profit or loss and other comprehensive income;
- the consolidated and separate statements of changes in equity;
- the consolidated and separate statements of cash flows for the year then ended; and
- the notes, comprising significant accounting policies and other explanatory information.

In our opinion, the accompanying consolidated and separate financial statements give a true and fair view of the consolidated and separate financial position of the Company and its subsidiaries as at 31 March 2023, and of its consolidated and separate financial performance and its consolidated and separate cash flows for the year then ended in accordance with IFRS Standards as issued by the International Accounting Standards Board (IFRS Standards) and in the manner required by the Companies and Allied Matters Act (CAMA), 2020 and the Financial Reporting Council of Nigeria Act, 2011.

Basis for Opinion

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

Key Audit Matters

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

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<table>
<tr><td colspan="2">1. Revenue recognition</td></tr>
<tr><td colspan="2">Refer to significant accounting policies (Note 2.3) and Revenue (Note 5) in the consolidated and separate financial statements</td></tr>
<tr><td>Key Audit Matter</td><td>How the matter was addressed in our audit</td></tr>
<tr><td>The Group is diversified and earns revenue from a wide range of activities with varying revenue recognition criteria. This requires a careful assessment of the appropriateness and timing of revenue recognition in accordance with the requirements of the relevant accounting standards.

Furthermore, revenue is most significant as it impacts the majority of the key performance indicators on which the Company and the Group are assessed. Thus, there is potential incentive for manipulation of revenue to meet targets or expectations.

These factors make revenue an area of significance in our audit of the Group and the Company.</td><td>The following audit procedures were performed among others:

• We assessed the design, implementation and operating effectiveness of key controls over three-way match, price change approvals and customer credit limits.

• We tested compliance with the relevant accounting standards including assessment of the appropriateness of the allocation of revenue to multiple performance obligations (where applicable) by inspecting contractual agreements on a sample basis to determine the appropriateness and timing of revenue recognition.

• We recomputed revenue based on the sales quantities and approved selling prices and compared to revenue recorded by the Group and Company.

• We tested the intra-group transactions and assessed that they were appropriately reconciled and eliminated in preparing the consolidated financial statements.

• We selected a sample of discounts and rebates granted to customers and inspected relevant underlying documentation to assess if they were appropriately computed and accounted for in the relevant financial period.

• We assessed the inclusion of revenue transactions in the appropriate period by inspecting revenue earned both during and subsequent to year end using specific criteria such as period covered.</td></tr>
<tr><td colspan="2">2. Impairment of investment in subsidiaries</td></tr>
<tr><td colspan="2">Refer to significant accounting policies on (Notes 2.2 & 2.13) and Investment in subsidiaries (Note 22) in the separate financial statements.</td></tr>
<tr><td>Key Audit Matter</td><td>How the matter was addressed in our audit</td></tr>
<tr><td>The carrying amount of the Company’s investment in subsidiaries is significant. Some of these subsidiaries are currently loss making and a number of them are dependent on financial support, mostly in form of loans and advances from the parent company for their ongoing operations.

Judgment is required in estimating the</td><td>The following audit procedures were performed among others:
• We held discussions with the management to understand their future plans for the subsidiaries.

• We assessed the reasonableness of the Company's forecasts by comparing them with historical performance.</td></tr>
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<table>
<tr><td>recoverable amounts of the investments in subsidiaries.

The estimation of recoverable amounts is complex and involves making assumptions regarding the future performance of the businesses, inherent uncertainty involved in preparing forecasts/ future cash flow projections and determining an appropriate discount rate.

The significance of the amounts involved, judgement required and the uncertainties inherent in estimating the recoverable amounts makes this a significant matter in our audit.</td><td>• We used our own valuation specialist to test the reasonableness of the discount rates, long term growth rates and the methodology applied by the Company to estimate the value in use.

• We considered the adequacy of the disclosures in the separate financial statements and compared with the requirements of the relevant accounting standards.</td></tr>
<tr><td colspan="2">3. Business Combination</td></tr>
<tr><td colspan="2">Refer to significant accounting policies (Notes 2.2), business combination (Note 23) in the consolidated and separate financial statements.</td></tr>
<tr><td>Key Audit Matter</td><td>How the matter was addressed in our audit</td></tr>
<tr><td>Following regulatory and shareholders' approval, the Company entered into a business combination transaction through effective acquisition of 77.75% of Honeywell Flour Mills Plc in the year.

We focused on this area due to the material impact on the Group’s financial position and the complexities involved in accounting for the acquisition including the evaluation of the gain on bargain purchase on acquisition as well as the nature of disclosures required in the separate and consolidated financial statements. In addition, there are significant regulatory considerations involved.</td><td>The following audit procedures were performed among others:
• We held inquiries with the management to understand the process and procedures for accounting for business combination.

• We assessed the design and implementation of the controls around the accounting for business combination.
• We inspected evidence of approval of the acquisition by the board of directors, shareholders and relevant regulatory authorities.
• We inspected the share purchase agreement and other contracts supporting the purchase of the third-party business.
• We evaluated the appropriateness of the accounting for the business combination by checking the accounting policy for consistency with relevant accounting standards.
• We evaluated the accuracy and consistency of the measurement and recognition of the business combination arrangement in the consolidated financial statements.
• We obtained the purchase price allocation and valuation reports provided by management and challenged management’s assumptions and judgment used in the valuation of the brands and intangibles by comparing to publicly available information and our knowledge of the Group and experience of the industry.
• We evaluated the adequacy and relevance of the presentation and disclosures in the financial</td></tr>
</table>

	statements in accordance with the relevant accounting standards.
4. Accounting for payment to statutory agency following agreements reached	
Refer to significant accounting policies (Notes 2.25), Statutory Assessment (Note 16) in the consolidated and separate financial statements.	
Key Audit Matter	**How the matter was addressed in our audit**
During the year, the Company was subject to a review by a statutory agency. During the review, the Company made a payment of N31.3 billion to the Federal Government (the payments). Upon conclusion, subsequent to year end, it was agreed by the parties that the payments will ultimately be treated as a prepayment against current and future taxes. We focused on this area due to the nature and significance of the amounts involved.	The following audit procedures were performed among others: • We held inquiries with management to understand the processes and procedures for accounting for the payments. • We assessed the design and implementation of the controls around the accounting for the payments. • We inspected evidence of approval of the payments by the board of directors and senior management team. • We obtained and read the executed agreement with the statutory agency and other relevant documents supporting the payments. • We evaluated the appropriateness of the accounting for the payments by checking the accounting policy and treatment for consistency with the relevant accounting standards. • We evaluated the adequacy of the presentation and disclosures in the financial statements in accordance with the relevant accounting standards.

Other Information

The Directors are responsible for the other information. The other information comprises the Mission & Vision Statement, Board of Directors, Officers and Other Corporate Information, Group Performance Highlight, Report of the Directors, Corporate Governance Report, Statement of Directors' Responsibilities in Relation to the Consolidated and Separate Financial Statements, Statement of Corporate Responsibility for the Consolidated and Separate Financial Statements, Audit Committee Report, Other National Disclosures which we obtained prior to the date of this auditor's report, but does not include the consolidated and separate financial statements and our audit report thereon. Other information also includes the Chairman's statement, shareholders' information amongst others together the "outstanding reports", which are expected to be made available to us after this date.

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

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

When we read the outstanding reports, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

Responsibilities of the Directors for the Consolidated and Separate Financial Statements

The Directors are responsible for the preparation of consolidated and separate financial statements that give a true and fair view in accordance with IFRS Standards and in the manner required by the Companies and Allied Matters Act (CAMA), 2020, the Financial Reporting Council of Nigeria Act, 2011 and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated and separate financial statements, the directors are responsible for assessing the Group and 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 Group and Company or to cease operations, or have no realistic alternative but to do so.

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

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

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

- Identify and assess the risks of material misstatement of the consolidated and separate financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group and 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 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 Group and 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 consolidated and separate financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated and separate financial statements, including the disclosures, and whether the consolidated and separate financial

statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

Report on Other Legal and Regulatory Requirements

Compliance with the requirements of Schedule 5 of the Companies and Allied Matters Act (CAMA), 2020.

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 appears from our examination of those books.

iii. The Company's statement of financial position and statement of profit or loss and other comprehensive income are in agreement with the books of account.

Signed:

Goodluck C. Obi, FCA
FRC/2012/ICAN/00000000442
For: KPMG Professional Services
Chartered Accountants
29 August 2023
Lagos, Nigeria

Consolidated and Separate Statements of Financial Position

As at 31 March

	Notes	Group 2023	Group 2022	Company 2023	Company 2022
		₦'000	**₦'000**	**₦'000**	**₦'000**
ASSETS					
Property, plant and equipment	18	340,804,379	226,840,392	122,019,533	100,300,597
Investment property	19	1,322,333	1,427,443	50,680	52,735
Biological assets	25	54,498	73,474	-	-
Right-of-use assets	41	15,501,196	15,720,081	2,709,056	2,692,372
Goodwill	21	4,148,022	4,148,022	1,876,816	1,876,816
Intangible assets	20	13,705,232	369,182	61,775	296,022
Investments in subsidiaries	22	-	-	85,164,727	45,755,534
Long term loans and receivables	26	43,534	37,551	20,853,541	69,962,336
Other investments	24	47,260	34,000	47,260	34,000
Deferred tax asset	15	11,484,351	6,245,238	-	-
Total non-current assets		**387,110,805**	**254,895,383**	**232,783,388**	**220,970,412**
Biological assets	25	666,274	757,085	-	-
Inventories	27	336,374,640	284,462,821	151,925,626	155,480,370
Trade and other receivables	28	47,469,558	39,900,930	97,817,112	43,782,434
Derivative assets	29	-	84,480	-	84,480
Prepayments	30	228,073,084	55,289,689	169,592,143	47,025,998
Cash and cash equivalents	31	97,702,029	31,621,421	67,167,053	20,273,882
Total current assets		**710,285,585**	**412,116,426**	**486,501,934**	**266,647,164**
Total assets		**1,097,396,390**	**667,011,809**	**719,285,322**	**487,617,576**

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

Consolidated and Separate Statements of Financial Position (Cont'd)

As at 31 March

	Notes	Group 2023	Group 2022	Company 2023	Company 2022
		₦'000	**₦'000**	**₦'000**	**₦'000**
EQUITY AND LIABILITIES					
Equity					
Share capital	33	2,050,197	2,050,197	2,050,197	2,050,197
Share premium	33	75,377,444	75,377,444	75,377,444	75,377,444
Fair value reserve		(88,196)	(101,456)	(88,196)	(101,456)
Hedging reserve	46	-	(1,281,434)	-	(1,281,434)
Retained earnings		132,667,941	111,101,724	104,481,082	98,619,096
Equity attributable to owners of the company		**210,007,386**	**187,146,475**	**181,820,527**	**174,663,847**
Non-controlling interests	22	15,217,501	8,758,216	-	-
Total equity		**225,224,887**	**195,904,691**	**181,820,527**	**174,663,847**
Liabilities					
Borrowings	34	210,240,706	114,810,880	64,608,656	70,976,427
Lease liabilities	42	15,722,575	17,654,283	427,938	590,079
Retirement benefit obligation	35	11,205,123	10,268,526	8,418,371	7,815,524
Deferred income	37	27,362,183	16,173,241	2,529,289	3,807,687
Deferred tax liabilities	15	19,489,454	15,022,760	14,582,143	14,217,140
Long service award	36	4,060,137	3,591,011	2,998,181	2,926,253
Total non current liabilities		**288,080,178**	**177,520,701**	**93,564,578**	**100,333,110**
Bank overdraft	31	32,806,764	9,937,833	20,191,541	4,563,004
Current tax payable	14	28,862,614	14,411,961	18,242,070	7,250,478
Trade and other payables	38	320,649,144	194,591,771	244,339,315	155,202,371
Borrowings	34	139,450,591	34,016,762	127,557,304	19,622,399
Lease liabilities	42	1,952,565	-	-	-
Deferred income	37	9,153,955	7,645,503	1,224,144	2,355,474
Derivative liabilities	29	2,942,620	1,898,421	2,088,559	1,898,421
Dividend payable	39	516,502	2,804,900	516,502	2,804,900
Contract liabilities	40	47,756,569	28,279,266	29,740,782	18,923,572
Total current liabilities		**584,091,324**	**293,586,417**	**443,900,217**	**212,620,619**
Total liabilities		**872,171,502**	**471,107,118**	**537,464,795**	**312,953,729**
Total equity and liabilities		**1,097,396,390**	**667,011,809**	**719,285,322**	**487,617,576**

These consolidated and separate financial statements were approved by the Board of Directors on 28 August 2023 and signed on its behalf by:

Mr. Omoboyede Oyebolanle Olusanya	Alhaji Y. Olalekan A. Saliu	Mr. Anders Kristiansson
Group Managing Director	Director	Group Chief Financial Officer
FRC/2017/IODN/00000017634	FRC/2013/ICAN/00000003595	FRC/2014/ANAN/00000009819

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

Consolidated and separate statements of profit or loss and other comprehensive income

For the year ended 31 March

		Group		Company	
	Notes	2023	2022	2023	2022
		₦'000	₦'000	₦'000	₦'000
Revenue	5	1,539,654,788	1,163,802,851	923,015,713	832,810,561
Cost of sales	6	(1,362,551,941)	(1,055,712,728)	(795,330,687)	(768,739,096)
Gross profit		**177,102,847**	**108,090,123**	**127,685,026**	**64,071,465**
Net operating losses	8	(21,821,784)	(135,885)	(44,638,904)	(4,617,901)
Impairment (loss)/ writeback on trade and intercompany receivables	28	(1,509,508)	415,208	76,816	3,132,300
Selling and distribution expenses	9	(15,479,921)	(11,080,165)	(10,869,932)	(9,250,950)
Administrative expenses	10	(40,531,410)	(31,775,930)	(23,964,300)	(21,168,998)
Operating profit		**97,760,224**	**65,513,351**	**48,288,706**	**32,165,916**
Finance income	12	717,611	1,086,420	13,178,025	12,778,485
Finance costs	13	(55,725,721)	(25,481,623)	(29,213,926)	(15,195,572)
Profit before minimum taxation		**42,752,114**	**41,118,148**	**32,252,805**	**29,748,829**
Minimum tax	14	(2,969,506)	(1,902,530)	-	-
Profit before taxation		**39,782,608**	**39,215,618**	**32,252,805**	**29,748,829**
Income tax expenses		(10,278,323)	(11,200,392)	(18,078,901)	(7,929,013)
Profit for the year		**29,504,285**	**28,015,226**	**14,173,904**	**21,819,816**
Other comprehensive income					
Items that will not be reclassified to profit or loss					
Remeasurements of defined benefit liability		952,003	1,839,888	736,258	1,380,216
Related tax	15	(309,401)	(597,964)	(239,284)	(448,570)
		642,602	**1,241,924**	**496,974**	**931,646**
Equity investments at FVOCI - net change in fair value		13,260	6,460	13,260	6,460
Items that may be reclassified to profit or loss					
Cashflow hedges - effective portion of changes in fair value		1,898,421	(1,898,421)	1,898,421	(1,898,421)
Related tax		(616,987)	616,987	(616,987)	616,987
		1,281,434	**(1,281,434)**	**1,281,434**	**(1,281,434)**
Other comprehensive income for the year net of tax		**1,937,296**	**(33,050)**	**1,791,668**	**(343,328)**
Total comprehensive income for the year net of tax		**31,441,581**	**27,982,176**	**15,965,572**	**21,476,488**
Profit attributable to					
Owners of the parent		29,732,507	25,676,035	14,173,904	21,819,816
Non-controlling interests	21	(228,222)	2,339,192	-	-
		29,504,285	**28,015,227**	**14,173,904**	**21,819,816**
Total comprehensive income attributable to:					
Owners of the parent		31,669,803	25,612,511	15,965,572	21,476,488
Non-controlling interest	22	(228,222)	2,369,665	-	-
		31,441,581	**27,982,176**	**15,965,572**	**21,476,488**
Earnings per share					
Per share information					
Basic earnings per share (kobo)	17	725	626	346	532
Diluted earnings per share (kobo)	17	725	626	346	532

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

Consolidated statement of changes in equity for the year ended 31 March 2023

	Share capital	Share Premium	Fair Value Reserve	Hedging reserve	Retained earnings	Equity attributable to owners of the Company	Non-controlling interests	Total equity
	₦'000	₦'000	₦'000	₦'000	₦'000	₦'000	N'000	N'000
Group								
Balance at 1 April 2021	**2,050,197**	**75,377,444**	**(107,916)**	**-**	**90,905,674**	**168,225,399**	**6,388,551**	**174,613,950**
Total comprehensive income								
Profit for the year	-	-	-	-	25,676,035	25,676,035	2,339,191	28,015,226
Other comprehensive income, net of tax	-	-	6,460	(1,281,434)	1,211,450	(63,524)	30,474	(33,050)
Total comprehensive income for the year	**-**	**-**	**6,460**	**(1,281,434)**	**26,887,485**	**25,612,511**	**2,369,665**	**27,982,176**
Transactions with owners recorded directly in equity								
Dividends declared (Note 39)	-	-	-	-	(6,765,653)	(6,765,653)	-	(6,765,653)
Write-back of unclaimed dividends (Note 39)	-	-	-	-	74,218	74,218	-	74,218
Total transactions with owners of the company recognized directly in equity	-	-	-	-	(6,691,435)	(6,691,435)	-	(6,691,435)
Balance at 31 March 2022	**2,050,197**	**75,377,444**	**(101,456)**	**(1,281,434)**	**111,101,724**	**187,146,475**	**8,758,215**	**195,904,691**
Balance at April 1 April 2022	**2,050,197**	**75,377,444**	**(101,456)**	**(1,281,434)**	**111,101,724**	**187,146,475**	**8,758,215**	**195,904,691**
Total comprehensive income								
Profit for the year	-	-	-	-	29,732,507	29,732,507	(228,222)	29,504,285
Other comprehensive income, net of tax	-	-	13,260	1,281,434	642,602	1,937,296	-	1,937,296
Total comprehensive income for the year	**-**	**-**	**13,260**	**1,281,434**	**30,375,109**	**31,669,803**	**(228,222)**	**31,441,581**
Transactions with owners recorded directly to equity								
Dividends declared (Note 39)	-	-	-	-	(8,815,850)	(8,815,850)	-	(8,815,850)
Write-back of unclaimed dividends (Note 39)	-	-	-	-	6,958	6,958	-	6,958
Total transactions with owners of the company recognized directly in equity	-	-	-	-	(8,808,892)	(8,808,892)	-	(8,808,892)
Changes in ownership interests								
Acquisition of subsidiary with NCI (Note 22)	-	-	-	-	-	-	6,687,508	6,687,508
	-	-	-	-	-	-	6,687,508	6,687,508
Balance at 31 March 2023	**2,050,197**	**75,377,444**	**(88,196)**	**-**	**132,667,941**	**210,007,386**	**15,217,501**	**225,224,887**

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

Separate statement of changes in equity for the year ended 31 March 2023

	Share capital	Share Premium	Fair Value Reserve	Hedging Reserve	Retained earnings	Total attributable to equity holders of the Company	Total equity
	₦'000	**₦'000**	**₦'000**	**₦'000**	**₦'000**	**₦'000**	**₦'000**
Company							
Balance at 1 April 2021	**2,050,197**	**75,377,444**	**(107,916)**	**-**	**82,559,069**	**159,878,794**	**159,878,794**
Total comprehensive income							
Profit for the year	-	-	-	-	21,819,816	21,819,816	21,819,816
Other comprehensive income, net of tax	-	-	6,460	(1,281,434)	931,646	(343,328)	(343,328)
Total comprehensive income for the year	**-**	**-**	**6,460**	**(1,281,434)**	**22,751,462**	**21,476,488**	**21,476,488**
Transactions with owners recorded directly in equity							
Dividends declared (Note 39)	-	-	-	-	(6,765,653)	(6,765,653)	(6,765,653)
Write-back of unclaimed dividends (Note 39)			-	-	74,218	74,218	74,218
Total transactions with owners of the company recognized directly in equity	**-**	**-**	**-**	**-**	**(6,691,435)**	**(6,691,435)**	**(6,691,435)**
Balance at 31 March 2022	**2,050,197**	**75,377,444**	**(101,456)**	**(1,281,434)**	**98,619,096**	**174,663,847**	**174,663,847**
Balance at 1 April 2022	**2,050,197**	**75,377,444**	**(101,456)**	**(1,281,434)**	**98,619,096**	**174,663,847**	**174,663,847**
Total comprehensive income							
Profit for the year	-	-	-	-	14,173,904	14,173,904	14,173,904
Other comprehensive income, net of tax	-	-	13,260	1,281,434	496,974	1,791,668	1,791,668
Total comprehensive income for the year	**-**	**-**	**13,260**	**1,281,434**	**14,670,878**	**15,965,572**	**15,965,572**
Transactions with owners recorded directly in equity							
Dividends declared (Note 39)	-	-	-	-	(8,815,850)	(8,815,850)	(8,815,850)
Write-back of unclaimed dividends (Note 39)					6,958	6,958	6,958
Total transactions with owners of the company recognized directly in equity	**-**	**-**	**-**	**-**	**(8,808,892)**	**(8,808,892)**	**(8,808,892)**
Balance at 31 March 2023	**2,050,197**	**75,377,444**	**(88,196)**	**-**	**104,481,082**	**181,820,527**	**181,820,527**

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

Consolidated and separate Statements of Cash Flows

For the year ended 31 March

	Notes	Group 2023 ₦'000	Group 2022 ₦'000	Company 2023 ₦'000	Company 2022 ₦'000
Cash flows from operating activities					
Cash generated/ (used in) from operations	32	110,949,401	49,719,610	(9,150,642)	2,084,184
Income tax paid	14	(11,087,898)	(4,833,346)	(4,843,738)	(1,336,183)
Long service award benefit paid	36	(397,497)	(248,608)	(329,450)	(194,900)
Retirement benefit paid	35	(534,927)	(600,682)	(405,142)	(501,882)
Net cash generated from/(used in) operating activities		98,929,079	44,036,974	(14,728,972)	51,219
Cash flows from investing activities					
Purchase of property plant and equipment	18	(147,584,004)	(40,652,521)	(37,477,184)	(23,815,114)
Proceeds from sale of property plant and equipment		9,212,641	123,852	350,907	104,101
Acquisition of right-of-use assets	41	(1,868,784)	(1,097,291)	(436,745)	(402,024)
Addition and acquisition of intangible assets	20	(13,676,083)	-	-	-
Acquisition of subsidiary, net of cash acquired	23	(25,895,871)	-	-	-
Investment in subsidiary	22	-	-	(39,409,193)	(1,114,900)
Repayment of Quasi Equity	22	-	-	-	17,591,695
Loans repayments from related companies	26	904	1,301	160,915,357	310,978,887
Loans granted to related companies	26	(6,887)	-	(111,259,003)	(314,672,741)
Purchase of biological assets	25	(6,027,250)	(4,309,723)	-	-
Interest received	12	693,715	1,086,420	4,154,129	6,656,485
Dividends received	12	23,896	-	9,023,896	6,122,000
Net cash (used in)/generated from investing activities		(185,127,723)	(44,847,962)	(14,137,836)	1,448,389
Cash flows from financing activities					
Proceeds from borrowings	34	266,020,282	39,573,064	125,257,011	10,987,462
Repayments of borrowings	34	(68,729,197)	(16,250,651)	(24,659,130)	(2,787,982)
Repayments of principal for lease liabilities	42	(3,000,330)	(2,667,114)	(285,566)	(409,384)
Repayments of interest for lease liabilities	42	(76,130)	-	(19,435)	-
Dividends paid	39	(11,097,290)	(8,094,076)	(11,097,291)	(6,472,971)
Finance costs paid		(53,887,867)	(23,939,384)	(29,157,152)	(15,112,735)
Net cash generated from/(used in) financing activities		129,229,468	(11,378,161)	60,038,437	(13,795,610)
Net increase/(decrease) in cash and cash equivalents		43,030,824	(12,189,149)	31,171,629	(12,296,002)
Cash and cash equivalents, beginning of the year		21,683,588	33,162,448	15,710,878	27,624,715
Effect of movements in exchange rates on cash held		180,853	710,289	93,005	382,165
Cash and cash equivalents, end of the year		64,895,265	21,683,588	46,975,512	15,710,878

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

Notes to the consolidated and separate financial statements

1. Corporate information

1.1 Reporting entity

Flour Mills of Nigeria Plc (The Company) was incorporated in Nigeria as a private limited liability Company on 29 September 1960 and was converted to a public liability company in November 1978. Its registered head office is located at 1 Golden Penny Place, Apapa, Lagos. These consolidated and separate financial statements comprise the Company and its subsidiaries (together referred to as the "Group").

1.2 Principal activities

The Group and Company are primarily engaged in flour milling, production of pasta, noodles, edible oil and refined sugar, production of livestock feeds, farming and other Agro-allied activities, distribution and sales of fertilizer, manufacturing and marketing of laminated woven polypropylene sacks and flexible packaging materials, development of real estate properties for rental, operation of terminals A and B at the Apapa Port, customs clearing, forwarding agents, shipping agents and logistics.

1.3 Going concern status

The financial statements have been prepared on a going concern basis. The Directors believe that there is no intention or threat from any source to curtail significantly the Company's lines of business in the foreseeable future.

1.4 Ownership structure

Name of shareholder	No. of shares held	Percentage of share capital
Excelsior Shipping Company Limited	2,597,314,890	63
Other individuals and institutional shareholders	1,503,080,716	37
	4,100,395,606	**100**

The ultimate holding company is Excelsior Shipping Company Limited, a company registered in Liberia. The beneficial owner of Excelsior Shipping Company is a trust established by the late Mr. George S. Coumantaros.

1.5 Financial period

These consolidated and separate financial statements cover the financial period from 1 April 2022 to 31 March 2023, with comparatives for year ended 31 March 2022.

1.6 Basis of accounting

The consolidated and separate financial statements have been prepared in accordance with IFRS Standards as issued by the International Accounting Standards Board (IFRS Standards) and the requirements of the Companies and Allied Matters Act (CAMA), 2020 and the Financial Reporting Council (FRC) of Nigeria Act, 2011.
The financial statements were authorised for issue by the Board on 28 August 2023. Details of the Group's accounting policies are included in Note 2.

1.7 Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following:

- Agricultural produce: Fair value less cost to sell.
- Non-bearer plant biological assets: Fair value where possible and cost where it is impossible to determine the fair value.
- Non-derivative financial assets and liabilities at amortised cost: Initially measured at fair value and subsequently measured at amortised cost.
- Inventories: Lower of cost and net realisable value.
- Defined benefits obligations: Present value of the obligation.
- Financial assets at Fair Value through Other Comprehensive Income ("FVOCI").
- Derivative financial assets and liabilities: Fair value through Other Comprehensive Income ("OCI").

1.8 Functional and presentation currency

For the purpose of these financial statements, the results and financial position of the Company and its subsidiaries are expressed in Naira, which is the functional currency and the presentation currency for the Company and the Group financial statements.

All amounts have been rounded to the nearest thousand, unless otherwise indicated.

2. Significant accounting policies

The following accounting policies have been applied consistently to all periods presented in these financial statements, except if mentioned otherwise.

2.1 Segment 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 and assessing performance of the operating segments, has been identified as the Board of Directors of Flours Mills of Nigeria Plc.

The Group and Company's primary format for segment reporting is based on business operating segments. Where applicable, segment results, assets and liabilities include items directly attributable to a segment as well as those that can be allocated on a reasonable basis.

The basis of segmental reporting has been set out in Note 7.

2.2 Consolidation

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and its subsidiaries. Subsidiaries are entities controlled by the Group.

Subsidiaries

The Group 'controls' an entity if it is exposed to, or has right to, variable returns from involvement with the entity and has the ability to affect those returns through its power over the entity. This is generally accompanied by a share of more than 50% of the voting rights. The financial information of the subsidiaries are prepared as of the same reporting date and consolidated using consistent accounting policies. Subsidiaries are consolidated from the date on which control is transferred to the Group and are included until the date on which the Group ceases to control them.

All intra-group transactions, balances, income and expenses are eliminated in full on consolidation.

Non-controlling interests

Non-controlling interests in the net assets of consolidated subsidiaries are identified and recognised separately from the Group's interest therein, and are recognised within equity. Losses of subsidiaries attributable to non-controlling interests are allocated to the non-controlling interest even if this results in a debit balance being recognised for the non-controlling interest.

Transactions with non-controlling interests which result in change in ownership levels, where the Group has control of the subsidiary both before and after the transaction are regarded as equity transactions and are recognised directly in the statement of changes in equity.

Business combinations

The Group accounts for business combinations using the acquisition method of accounting. The cost of the business combination is measured as the aggregate of the fair values of assets given (at the date of exchange), liabilities incurred or assumed and equity instruments issued by the Group in exchange for control of the acquiree when the acquired set of activities and assets meets the definition of a business and control is transferred to the Group. In determining whether a particular set of activities and assets is a business, the Group assesses whether the set of assets and activities acquired includes, at a minimum, an input and substantive process and whether the acquired set has the ability to produce outputs. The Group has an option to apply a 'concentration test' that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The optional concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. Costs directly attributable to the business combination are expensed as incurred in statement of profit or loss, except the costs to issue debt which are amortised as part of the effective interest and costs to issue equity which are included in equity. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in profit or loss immediately.

When the consideration transferred by the Group in a business combination includes assets or liabilities resulting from a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively, with corresponding adjustments against goodwill. Measurement period adjustments are adjustments that arise from additional information obtained during the 'measurement period' (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

Notes to the consolidated and separate financial statements

Contingent consideration is measured at fair value at the date of acquisition. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise, other contingent consideration is remeasured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognised in profit or loss.

Where a business combination is achieved in stages, the Group's previously-held interests in the acquired entity are remeasured at fair value at the acquisition date (i.e. the date the Group attains control) and the resulting gain or loss, if any, is recognized in profit or loss. Amounts arising from interests in the acquiree prior to the acquisition date that have previously been recognized in other comprehensive income are reclassified to profit or loss, where such treatment would be appropriate if that interest were disposed of.

The acquiree's identifiable assets, liabilities and contingent liabilities that meet the conditions for recognition under IFRS 3, Business combinations are recognized and measured at their fair value at the acquisition date, except:

- deferred tax assets or liabilities arising from the assets acquired and liabilities assumed are measured in accordance with the Group's accounting policy on taxation.
- liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with the Group's accounting policy on employee benefits; .
- assets (or disposal groups) that are classified as held for sale in accordance with the Group's accounting policy on Non-current Assets Held for Sale and Discontinued Operations are measured in accordance with the applicable Standard.

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquiree (if any) over the net of the acquisition-date fair value of the identifiable assets acquired and the liabilities assumed. If, after reassessment, the net of the acquisition-date amounts of the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquiree (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation may be initially measured either at fair value or at the non-controlling interests' proportionate share of the recognised amounts of the acquiree's identifiable net assets. The choice of measurement basis is made on a transaction-by-transaction basis. Other types of non-controlling interests are measured at fair value or, when applicable, on the basis specified in IFRS. The group has adopted the fair value approach for the measurement of the non-controlling interest for the acquisition during the year.

Business combination of entities under common control

Business combinations in which all of the entities or businesses are ultimately controlled by the Group both before and after the combination and that control is not transitory are recognised as common control transactions. Where the transaction takes the form of a merger in which individual assets are acquired and liabilities assumed rather than the shares in the business being acquired, the acquirer accounts for such assets and liabilities at book value and the difference between the carrying value of the investments and the net assets acquired is recognised in retained earnings.

The result of the merged subsidiary is included in the separate financial statements of the existing entity as if the merger occurred at the beginning of the financial year.

Interests in subsidiaries in company separate financial statements

In the Company’s separate financial statements, investments in subsidiaries are carried at cost less any accumulated impairment. The cost of an investment in a subsidiary is the aggregate of:

- the fair value, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the company; plus
- any costs directly attributable to the purchase of the subsidiary.

Investments in subsidiaries are eliminated on consolidation in the Group financial statements.

Loss of control

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary and any related non-controlling interest and other component of equity. Any resulting gain or loss is recognised in profit or loss. Any interest retained in the former subsidiary is measured at fair value when control is lost.

2.3 Revenue from contracts with customers

Revenue represents the net value of goods sold (including delivery charges) to customers net of discounts, rebates and value added tax. Revenue is measured based on the consideration specified in a contract with a customer and excludes amounts collected on behalf of third parties. The Group recognises revenue when it transfers control of a product or service to a customer.

Nature and timing of satisfaction of performance obligation, including significant payment terms

Customers gain control of goods when the goods have been delivered and accepted at their premises or when the goods are picked up by the customer. Invoices are generated at that point in time. Invoices are usually payable within 30 days. If it is probable that discounts will be granted and the amount can be measured reliably, then the discount is recognised as a reduction of revenue as the sales are recognised.

Revenue recognition

Revenue is recognised when the goods are delivered and have been accepted by customers at their premises or when the goods are picked up by the customer.

For contracts that permit the customer to return an item, revenue is recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. Therefore, the amount of revenue recognised is adjusted for expected returns, which are estimated based on the historical data. In these circumstances, a refund liability and a right to recover returned goods asset are recognised. The right to recover returned goods asset is measured at the former carrying amount of the inventory less any expected costs to recover goods. The Group reviews its estimate of expected returns at each reporting date and updates the amounts of the asset and liability accordingly.

Rendering of services

Revenue represents the net value of services in respect of various services which includes haulage services, port services, packaging services e.t.c. rendered to third parties net of discounts and value added tax. The above services can be obtained from other providers and do not significantly customise or modify the sale of the Group's products. The Group recognises revenue from port and haulage services over time.

Advance payments received for goods yet to be delivered and services yet to be rendered by the Group/Company are recognized as contract liabilities on the statement of financial position and revenue is recognised as soon as goods have been delivered or services have been rendered.

2.4 Biological assets

Biological asset is recognised only when the Group controls the asset as a result of past events, it is probable that future economic benefits will flow to the entity, and the fair value or cost of the asset can be measured reliably.

Biological assets comprise growing sugar cane, oil palm fresh fruit bunches and cassava as well as poultry. Biological assets are measured on initial recognition and subsequently at fair value less cost to sell.

Biological assets at the point of harvest are measured at fair value less cost to sell and are subsequently reclassified from agricultural produce to inventory and measured in accordance with the accounting policy on inventories.

Fair value gain or loss arising on initial and subsequent measurement is recognised in profit or loss for the period in which it arises.

2.5 Investment property

Investment property are properties held for long term rental yields. Investment properties are carried in the Group statement of financial position at cost less accumulated depreciation. Cost includes transaction costs on initial recognition.

Investment property is initially measured at cost and depreciated on a straight line basis to allocate cost less residual values of the assets over their estimated useful lives.

Depreciation of Investment property is calculated on a straight line basis to allocate cost less residual values of the assets over their estimated useful lives.

Investment property (building) is depreciated over a useful life of 50 years.

Investment property is derecognised in the event of transfer of the investment property or the disposal of the investment property. Any gain or loss on disposal of investment property (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognised in profit or loss.

2.6 Property, plant and equipment

The cost of 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 entity; and
- the cost of the item can be measured reliably.

Property, plant and equipment are carried at cost less accumulated depreciation and accumulated impairment losses. Cost includes expenditure that is directly attributable to the acquisition of the items, including the capitalisation of borrowing costs on qualifying assets.

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

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to profit or loss during the financial period in which they are incurred.

Depreciation is calculated on a straight-line basis at rates deemed appropriate to write off the cost of the assets less their residual values over their expected useful lives. The depreciation of all asset starts when it is available for use.

Depreciation is recognised so as to write off the cost of assets (other than properties under construction) less their residual values over their useful lives, using the straight-line method, on the following bases:

Item	**Average useful life**
Buildings	50 years
Plant and machinery	5-25 years
Furniture, fittings and equipment	3-10 years
Motor vehicles	4-5 years
Mature bearer plants	7-35 years
Freehold land	Not depreciated
Berth rehabilitation	Over the lease period

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Assets in the course of construction (capital work-in-progress) are carried at cost, less any recognised impairment losses. Cost includes professional fees and for qualifying assets borrowing costs capitalised in accordance with the Group's accounting policy. Assets in the course of construction or PPE items are not depreciated until they get to the stage of available for use.

Major spare parts and stand-by equipment are carried as Property, plant and equipment when an entity expects to use them over more than one period or when they can be used only in connection with an item of Property, plant and equipment.

Immature bearer plants are carried at cost and represent bearer plants that have been planted but have not reached a matured stage and have not started yielding biological assets. They are not depreciated. Immature crops, including the cost incurred for procurement of new seeds and maintenance of nurseries, are carried at cost less any recognized impairment losses under capital work-in-progress. Cost includes the cost of land preparation, new planting, fertilizing, maintenance of newly planted bushes for a period of four years until maturity. On maturity (i.e. when the bearer plants are ready for their intended use), these costs are classified under bearer plants. Depreciation of bearer plants commence when they are ready for use.

2.7 Intangible assets

An intangible asset is recognised when:

- it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity; and

- the cost of the asset can be measured reliably.

Intangible assets are initially recognised at cost.

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses and residual values. Amortisation is recognised on a straight-line basis over their estimated useful lives and is generally recognized in profit or loss. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less accumulated impairment losses less their estimated residual values.

Amortisation is recognised so as to write-off the cost of finite intangible assets, over their useful lives, using the straight-line method, on the following bases:

Item	**Useful life**
Computer software	3 - 5 years
Brand name	Indefinitely
Customer relationships	Indefinitely

Derecognition of intangible assets

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

2.8 Financial instruments

i. Recognition and initial measurement:

All financial instruments are measured initially at fair value plus directly attributable transaction costs and fees, except for those financial instruments that are subsequently measured at fair value where such transaction costs and fees are immediately recognized in profit or loss. Financial instruments are recognized (derecognized) on the date the Group commits to purchase (sell) the instruments (trade date accounting).

The Group and Company classify financial instruments, or their component parts, on initial recognition as a financial asset, a financial liability or an equity instrument in accordance with the substance of the contractual arrangement.

For financial instruments which are not at fair value through profit or loss, transaction costs are included in the initial measurement of the instrument.

Transaction costs on financial instruments at fair value through profit or loss are recognised in profit or loss.

ii. Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at: amortised cost; fair value through OCI (FVOCI) - debt investment; FVOCI - equity investment; or Fair value through profit or loss (FVTPL).

Financial assets are not reclassified subsequent to their initial recognition unless the Group and Company change their 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 mortised cost 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 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 interest on the principal amount outstanding.

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

On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI or at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets - Business model assessment

The Group and Company make 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 following are considered in the assessment:

- 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 realizing cash flows through the sale of the assets;
- how the performance of the portfolio is evaluated and reported to the Group and 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 derecognition are not considered sales for this purpose, consistent with the Group and Company's continuing recognition of the assets. Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial 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 Group and Company consider 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 Group and Company consider:

- 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 Group's claim to cash flows from specified 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 par amount, 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.

Financial instruments held by the Group are classified in accordance with the provisions of IFRS 9 Financial Instruments. On initial recognition, a financial asset is classified as measured at: amortised cost; fair value through other comprehensive income; or fair value through profit or loss.

Broadly, the classification possibilities, which are adopted by the Group ,as applicable, are as follows:

Financial assets which are equity instruments:

- Designated as at fair value through other comprehensive income. (This designation is not available to equity instruments which are held for trading or which are contingent consideration in a business combination).

Financial assets which are debt instruments:

- Amortised cost. (This category applies only when the contractual terms of the instrument give rise, on specified dates, to cash flows that are solely payments of principal and interest on principal, and where the instrument is held under a business model whose objective is met by holding the instrument to collect contractual cash flows); or

- Fair value through other comprehensive income. (This category applies only when the contractual terms of the instrument give rise, on specified dates, to cash flows that are solely payments of principal and interest on principal, and where the instrument is held under a business model whose objective is achieved by both collecting contractual cash flows and selling the instruments); or

Derivatives which are not part of a hedging relationship:

- Mandatorily at fair value through profit or loss.

Financial liabilities:

- Amortised cost; or designated at fair value

On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or FVOCI or at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Notes to the consolidated and separate financial statements

Financial assets - 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 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 derecognition 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 OCI and are reclassified to profit or loss.
Equity investment 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.

Note 46 Financial instruments and risk management presents the financial instruments held by the group based on their specific classifications.

2.8.1 Trade and other receivables

Classification

Trade and other receivables (excluding, when applicable, VAT and prepayments) are classified as financial assets subsequently measured at amortised cost. Trade receivables are recognised initially at the transaction price, unless they contain significant financing component then they are recognised at fair value.

They have been classified in this manner because their contractual terms give rise, on specified dates to cash flows that are solely payments of principal and interest on the principal outstanding, and the Group's business model is to collect the contractual cash flows on trade and other receivables.

Impairment

Financial instruments and contract assets

The Group and Company recognise loss allowances for Expected Credit Losses (ECLs) on:
- financial assets measured at amortised cost;
- debt investments measured at FVOCI; and
- contract assets

The Group and Company measure loss allowances at an amount equal to lifetime ECLs, except for the following, which are measured at 12-month ECLs:
- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime ECLs using a simplified impairment methodology adjusted for current conditions and forward looking information.

When determining or estimating whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECLs, the Group and Company consider reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group and Company's historical experience and informed credit assessment and including forward- looking information.

The Group and Company assume that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group and Company consider a financial asset to be in default when;

-the borrower is unlikely to pay its credit obligation to the Company in full, without recourse by the Company to actions such as realizing security (if any is held); or

- the financial asset is more than 90 days past due.

Lifetime ECLs are the ECLs that result from all possible default events over the expected life of a financial instrument.

12-month ECLs are the portion of ECLs that result from default events that are possible within the 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months)

The maximum period considered when estimating ECLs is the maximum contractual period over which the Group and Company are exposed to credit risk.

Measurement of ECLs

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows that the Group and Company expect to receive).

ECLs are discounted at the effective interest rate of the financial asset.

Credit impaired financial assets

At each reporting date, the Company assesses financial assets carried at amortised cost as credit-impaired. A financial asset is "credit impaired" when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred. Evidence that a financial asset is credit impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- a breach of contract such as a default or being more than 90 days past due.

Loss allowance for the financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

Presentation of allowance for ECL in the consolidated and separate statement of Financial Position

Loss allowance for financial assets measured at amortised costs are deducted from the gross carrying amount of the assets. For debt securities at FVOCI, the loss allowances is charged to profit or loss and is recognized in OCI.

Write-off

The gross carrying amount of a financial asset is written off when the Group and Company have no reasonable expectations of recovering a financial asset in its entirety or a portion thereof. For individual customers, the Group has a policy of writing off the gross carrying amount when the financial asset is more than 1 year past due based on historical experience of recoveries of similar assets. For corporate customers, the Group individually makes an assessment with respect to the timing and amount of write-off based on whether there is a reasonable expectation of recovery. The Group and Company expect no significant recovery from the amount written off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedure for recovery of amounts due. Any recovery made is recognized in profit or loss.

2.8.2 Cash and cash equivalents

Cash and cash equivalents comprise cash in hand, current balances with banks and similar institutions, bank overdrafts and highly liquid investments generally with maturities of three months or less. Term deposit with tenor of one year or less are also included in cash and cash equivalents if they are held for short term cash commitments rather than for investment or other purposes. Cash equivalents are readily convertible into known amounts of cash and have an insignificant risk of changes in value. Cash and cash equivalents are stated at carrying amount which is deemed to be fair value.

2.8.3 Borrowings and loans

Recognition and measurement

Borrowings and loans are recognised when the Group or Company becomes a party to the contractual provisions of the loan. The loans are measured at initial recognition, at fair value plus transaction costs if any.

They are subsequently measured at amortised cost using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

Interest expense, calculated on the effective interest method, is included in profit or loss in finance costs.

Borrowings expose the Group and Company to liquidity risk and interest rate risk. Refer to Note 46 for details of risk exposure and management thereof.

2.8.4 Trade and other payables

Recognition and measurement

They are recognised when the Group or Company becomes a party to the contractual provisions, and are measured, at initial recognition, at fair value plus transaction costs, if any.

They are subsequently measured at amortised cost using the effective interest method if the impact of discounting is material.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability, or (where appropriate) a shorter period, to the amortised cost of a financial liability.

If trade and other payables contain a significant financing component, and the effective interest method results in the recognition of interest expense, then it is included in profit or loss in finance costs.

Trade and other payables expose the Group to liquidity risk and possibly to interest rate risk. Refer to Note 46 for details of risk exposure and management thereof.

2.8.5 Bank overdrafts

Bank overdrafts are initially measured at fair value, and are subsequently measured at amortised cost, using the effective interest rate method.

2.8.6 Derivatives and hedge accounting

Classification

The Group holds derivative financial instruments to hedge its foreign currency risk exposures.

Derivatives embedded in other financial instruments or other non-financial host contracts are treated as separate derivatives when their risks and characteristics are not closely related to those of the host contract and the host contract is not carried at fair value with unrealised gains or losses reported in profit or loss. The Group designates certain derivatives as hedging instruments to hedge its variability in cashflows associated with highly probable forecast transactions arising from changes in foreign exchange rates and certain derivatives.

The Group designates certain derivatives as hedging instruments in respect of foreign currency risk and interest rate risk in fair value hedges or cash flow hedges. Hedges of foreign exchange risk on firm commitments are accounted for as cash flow hedges.

At the inception of the hedge relationship, the Group documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk, which is when the hedging relationships meet all of the following hedge effectiveness requirements:

Notes to the consolidated and separate financial statements

• There is an economic relationship between the hedged item and the hedging instrument

• The effect of credit risk does not dominate the value changes that result from that economic relationship

• The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge that quantity of hedged item

If a hedging relationship ceases to meet the hedge effectiveness requirement relating to the hedge ratio but the risk management objective for that designated hedging relationship remains the same, the Group adjusts the hedge ratio of the hedging relationship (i.e. rebalances the hedge) so that it meets the qualifying criteria again.

The Group designates the full change in the fair value of a forward contract (i.e. including the forward elements) as the hedging instrument for all of its hedging relationships involving forward contracts.

The Group designates only the intrinsic value of option contracts as a hedged item, i.e. excluding the time value of the option. The changes in the fair value of the aligned time value of the option are recognised in other comprehensive income and accumulated in the cost of hedging reserve. If the hedged item is transaction-related, the time value is reclassified to profit or loss when the hedged item affects profit or loss. If the hedged item is time period related, then the amount accumulated in the cost of hedging reserve is reclassified to profit or loss on a rational basis – the Group applies straight-line amortisation. Those reclassified amounts are recognised in profit or loss in the same line as the hedged item. If the hedged item is a non-financial item, then the amount accumulated in the cost of hedging reserve is removed directly from equity and included in the initial carrying amount of the recognised non-financial item. Furthermore, if the Group expects that some or all of the loss accumulated in cost of hedging reserve will not be recovered in the future, that amount is immediately reclassified to profit or loss.

Cash flow hedges

The effective portion of changes in the fair value of derivatives and other qualifying hedging instruments that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated under the heading of cash flow hedging reserve, limited to the cumulative change in fair value of the hedged item from inception of the hedge. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss, and is included in the ‘other gains and losses’ line item.

When the hedged forecast transaction results in the recognition of a non-financial asset, the gains and losses previously recognised in other comprehensive income and accumulated in equity are removed from equity and included in the initial measurement of the cost of the non-financial asset. This transfer does not affect other comprehensive income. Furthermore, if the Group expects that some or all of the loss accumulated in the cash flow hedging reserve will not be recovered in the future, that amount is immediately reclassified to profit or loss.

The Group discontinues hedge accounting only when the hedging relationship (or a part thereof) ceases to meet the qualifying criteria (after rebalancing, if applicable). This includes instances when the hedging instrument expires or is sold, terminated or exercised. The discontinuation is accounted for prospectively. Any gain or loss recognised in other comprehensive income and accumulated in cash flow hedge reserve at that time remains in equity and is reclassified to profit or loss when the forecast transaction occurs. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in the cash flow hedge reserve is reclassified immediately to profit or loss.

Nature and purpose of hedging reserves

The cash flow hedge reserve represents the cumulative amount of gains and losses on hedging instruments deemed effective in cash flow hedges. The cumulative deferred gain or loss on the hedging instrument is included directly in the initial cost or other carrying amount of the hedged non-financial items (basis adjustment).

Derivatives that do not qualify for hedge accounting

Certain derivative instruments do not qualify for hedge accounting. Changes in the fair value of any derivative instrument that does not qualify for hedge accounting are recognised immediately in profit or loss and are included in net gains or losses in profit or loss.

Hedge effectiveness

The Group determines hedge effectiveness at the inception of the hedge relationship, and through periodic prospective effectiveness assessments, to ensure that an economic relationship exists between the hedged item and hedging instrument.

Hedges directly affected by interest rate benchmark reform

The Group has adopted the Phase 2 amendments and retrospectively applied them from 1 April 2022.

When the basis for determining the contractual cash flows of the hedged item or hedging instrument changes as a result of interbank offered rate ("IBOR") reform and therefore there is no longer uncertainty arising about the cash flows of the hedged item or the hedging instrument, the Group amends the hedge documentation of that hedging relationship to reflect the change(s) required by IBOR reform. For this purpose, the hedge designation is amended only to make one or more of the following changes:

– designating an alternative benchmark rate as the hedged risk;

– updating the description of the hedged item, including the description of the designated portion of the cash flows or fair value being hedged; or

– updating the description of the hedging instrument.

The Group amends the description of the hedging instrument only if the following conditions are met:

– it makes a change required by IBOR reform by using an approach other than changing the basis for determining the contractual cash flows of the hedging instrument;

– the chosen approach is economically equivalent to changing the basis for determining the contractual cash flows of the original hedging instrument; and

– the original hedging instrument is not derecognised.

The Group amends the formal hedge documentation by the end of the reporting period during which a change required by IBOR reform is made to the hedged risk, hedged item or hedging instrument. These amendments in the formal hedge documentation do not constitute the discontinuation of the hedging relationship or the designation of a new hedging relationship.

If changes are made in addition to those changes required by IBOR reform described above, then the Group first considers whether those additional changes result in the discontinuation of the hedge accounting relationship. If the additional changes do not result in the discontinuation of the hedge accounting relationship, then the Group amends the formal hedge documentation for changes required by IBOR reform as mentioned above.

When the interest rate benchmark on which the hedged future cash flows had been based is changed as required by IBOR reform, for the purpose of determining whether the hedged future cash flows are expected to occur, the Group deems that the hedging reserve recognised in OCI for that hedging relationship is based on the alternative benchmark rate on which the hedged future cash flows will be based.

Recognition and measurement

Derivatives are recognised when the Group or Company becomes a party to the contractual provisions of the instrument. They are measured, at initial recognition and subsequently, at fair value. Directly attributed transaction costs are recognised in profit or loss. Details of the valuation policies and processes are presented in Note 47.

2.8.7 Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the statement of financial position when, and only when, the Group and Company currently have a legally enforceable right to set off the amounts and they intend either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

2.8.8 Derecognition

Financial assets

The Group or Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party to which the Group or Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset. If the Group or Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group or Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group or Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

Notes to the consolidated and separate financial statements

Financial liabilities

The Group and Company derecognise financial liabilities when, and only when, the Group and Company obligations are discharged, cancelled or they expire. The Group and Company also derecognise 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 recognised at fair value. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

If the modification of a financial liability is not accounted for as derecognition, then the amortised cost of the liability is recalculated by discounting the modified cashflows at the original effective interest rate and the resulting gain or loss is recognised in profit or loss. For floating rate financial liabilities, the original effective interest rate used to calculate the modification gain or loss is adjusted to reflect current market terms at the time of the modification. Any cost and fees incurred are recognised as an adjustment to the carrying amount of the liability and amortised over the remaining term of the modified financial liability by re-computing the effective interest rate on the instrument.

2.9 Taxation

Income tax expense comprises current tax (company income tax, tertiary education tax, Nigeria Police Trust Fund levy, National Agency for Science and Engineering Infrastructure (NASENI) levy) and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year, and any adjustment to tax payable or receivable in respect of previous years. The amount of current tax payable or receivable is the best estimate of the tax amount expected to be paid or received that reflects uncertainty related to income taxes, if any. It is measured using tax rates enacted or substantively enacted at the reporting date and is assessed as follows;

- Company income tax is computed on taxable profits

- Tertiary education tax is computed on assessable profits

- Nigeria Police Trust Fund levy is computed on net profit (i.e. profit after deducting all expenses and taxes from revenue earned by the company during the year).

- National Agency for Science and Engineering Infrastructure (NASENI) Levy - NASENI Levy is based on a rate of 0.25% of the turnover of companies engaged in banking, information and communication technology (ICT), maritime, aviation and oil & gas sectors, in Nigeria, with an annual turnover of N100m and above.

Total amount of tax payable under Company Income Tax Act is determined based on the higher of two components namely Company Income Tax (based on taxable income (or loss) for the year) and minimum tax. Taxes based on profit for the period are treated as income tax in line with IAS 12.
The Group and Company offset the tax assets arising from withholding tax (WHT) credits and current tax liabilities if, and only if, the entity has a legally enforceable right to set off the recognised amounts, and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. The tax asset is reviewed at each reporting date and written down to the extent that it is no longer probable that future economic benefit would be realised.

Minimum tax, which is based on a gross amount is outside the scope of IAS 12 and therefore not presented as part of income tax expense in the profit or loss. Minimum tax was computed for the Group subsidiaries with no assessable or total profits, or tax payable which was less than minimum tax. The prevailing rate for minimum tax is 0.5% of gross turnover. The Finance Act (2020) defines 'gross turnover' as the gross inflow of economic benefits arising from operating activities of a company including sales of goods, supply of services, receipt of interest, rents, royalties, or dividends. The Group and the Company recognise minimum tax payable to the tax authority as part of their company income tax payable in the statement of financial position.

Nigeria Police Trust Fund levy-Nigeria Police Trust Fund levy is based on the Net profit of the Company and is governed by the Nigeria Police Trust Fund (Establishment) Act, 2019.

National Agency for Science and Engineering Infrastructure (NASENI) Levy is based on 0.25% of the Turnover and is governed by the NASENI Act, 1992. It applies only to companies in specific sectors, with an annual turnover of N100m and above. During the year, the Group had only one subsidiary liable to the levy - Apapa Bulk Terminal Limited.

Implementation of Finance Act

The Finance Act 2021 (the Act) introduced sweeping changes to the Nigerian tax laws; the amendments were generally to promote fiscal equity, align local tax laws with global best practices and support small businesses in line with the Ease of doing business reforms. The Act also provided clarification on controversial and unclear areas of the tax laws.

The Federal Inland Revenue Service (FIRS) recently issued circulars to provide guidance to taxpayers on the transition process and implementation of the changes in the Act.

The Company has reviewed the amendments introduced by the Finance Act, evaluated the impact of the changes on its operations and has put in place mechanisms to align with the new tax laws. The Company also constantly reviews its operations to ensure that the changes have been implemented appropriately.

Notes to the consolidated and separate financial statements

Accounting for uncertain tax treatments

Uncertainty over Income Tax Treatments

The interpretation clarifies how to apply the recognition and measurement requirements in IAS 12 when there is uncertainty over income tax treatments. Specifically, if it is probable that the tax authorities will accept the uncertain tax treatment, then all tax related items are measured according to the planned tax treatment. If it is not probable that the tax authorities will accept the uncertain tax treatment, then the tax related items are measured on the basis of the probabilities to reflect the uncertainty. Changes in facts and circumstances are required to be treated as changes in estimates and applied prospectively.

The Company has applied IFRIC 23 by evaluating the cumulative effect of initially applying the interpretation as an adjustment to the opening balance of retained earnings of the annual reporting period. At the date of initial transition, there were no adjustments relating to uncertainty over income taxes recorded in the opening balance of retained earnings. The Company's compliance framework ensures that the tax treatment accorded to its operations is in line with the enacted tax laws.

The Company's judgements with respect to income taxes are based on the likelihoods that the tax authority will accept an uncertain tax treatment that has been taken or is expected to be taken on its tax returns. The Company specifically reviews whether its tax treatments are consistent with requirements and recommendations of the tax laws while ensuring its proper coverage of avoidable tax risks and exposures in process.

The Company measures the impact of uncertainty using the method that best predicts the resolution of the uncertainty; either the most likely amount method or the expected value method. Furthermore, the judgements and estimates made to recognize and measure the effect of uncertain tax treatments are reassessed whenever circumstances change or when there is new information that affect those judgments.

The Company did not adopt any uncertain tax position during the year and therefore, no provision has been made in this regard.

Deferred tax assets and liabilities

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated and separate financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for unused tax losses and for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and associates, and interests in joint ventures, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which the benefits of the temporary differences will be utilised and they are expected to reverse in the foreseeable future.

Future taxable profits are determined based on the reversal of relevant taxable temporary differences. If the amount of taxable temporary differences is insufficient to recognise a deferred tax asset in full, then future taxable profits, adjusted for reversals of existing temporary differences, are considered, based on the business plans for individual subsidiaries in the Group.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

2.10 Leases

i. As a lessee

At commencement or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of its relative stand-alone prices. However, for the leases of property the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain adjustments to reflect the terms of the lease and type of the asset leased.

The Group determines its incremental borrowing rate by obtaining interest rates from various external financing sources and makes certain

* fixed payments, including in-substance fixed payments;

* variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;

* amounts expected to be payable under a residual value guarantee; and

* the exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets that do not meet the definition of investment property and lease liabilities as separate items in the statement of financial position.

A lease modification is a change in the scope of a lease, or the consideration for a lease, that was not part of its original terms and conditions.

– for a modification that is not a separate lease, at the effective date of the modification the Group and Company account for it by remeasuring the lease liability using a discount rate determined at that date and:

– for modifications that decrease the scope of the lease, the Group and Company account for it by decreasing the carrying amount of the right-of-use asset to reflect the partial or full termination of the lease, and recognising a gain or loss that reflects the proportionate decrease in scope; and

– for all other modifications, the Group and Company account for it by making a corresponding adjustment to the right-of-use asset.

ii. As a lessor

At inception or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices.

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease.

To classify each lease, the Group makes an overall assessment of whether the lease transfers substantially all of the risks and rewards incidental to ownership of the underlying asset. If this is the case, then the lease is a finance lease; if not, then it is an operating lease. As part of this assessment, the Group considers certain indicators such as whether the lease is for the major part of the economic life of the asset.

When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term lease to which the Group applies the exemption described above, then it classifies the sub-lease as an operating lease.

The Group applies the derecognition and impairment requirements in IFRS 9 to the net investment in the lease. The Group further regularly reviews estimated unguaranteed residual values used in calculating the gross investment in the lease.

The Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term as part of ‘other revenue’.

Generally, the accounting policies applicable to the Group as a lessor in the comparative period were not different from IFRS 16 except for the classification of the sub-lease entered into during current reporting period that resulted in a finance lease classification.

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of short term and low value assets. The Group recognises the lease payments associated with these leases as expenses on a straight line over the lease term.

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Rental income from letting property is recognised in the profit or loss on a straight-line basis over the term of the lease. Lease incentives granted are considered as an integral part of the total rental income and recognised over the term of the lease. Rental income from the ordinary business of the Group is recognised as revenue, while rental income from activities other than the ordinary business are recognised in net operating gains or losses.

2.11 Inventories

Inventories are measured at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in marketing, selling and distribution.

The basis of costing of different Inventory types are as follows:

- Raw materials, components: Purchase cost including transportation and other incidental cost on a First In First Out (FIFO) basis.
- Goods in transit: Purchase cost incurred to date and other incidental costs and recognised as part of raw materials, consumable stores and maintenance spares as applicable
- Work in progress: Weighted average cost
- Finished goods: Purchase cost of direct materials, labour and a reasonable allocation of overheads based on normal operating capacity on a weighted average basis.
- Harvested agricultural produce: Fair value less cost to sell at the point of harvest.
- Consumable stores and maintenance spares: Weighted average cost.

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 part of 'cost of raw and packaging materials' in the period in which the reversal occurs.

Inventories include a "right to returned goods" which represents the Group right to recover products from customers where customers exercise their right of return under the Group returns policy. The Group uses its accumulated historical experience to estimate the number of returns on a portfolio level using the expected value method. A corresponding adjustment is recognised against cost of sales.

2.12 Goodwill

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

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

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

2.13 Impairment of tangible and intangible assets excluding goodwill, inventories, deferred tax assets and financial assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. When a reasonable and consistent basis of allocation can be identified, corporate assets are also allocated to individual cash-generating units, or otherwise they are allocated to the smallest group of cash-generating units for which a reasonable and consistent allocation basis can be identified.

Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment at least annually, and whenever there is an indication that the asset may be impaired. Whenever such indication exists, the assets recoverable amount is estimated. The impairment is the carrying amount less the recoverable amount of the assets.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the income statement, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

2.14 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.

The Company has only one class of shares; ordinary shares. Ordinary shares are classified as equity. When new shares are issued, they are recorded in share capital at their par value. The excess of the issue price over the par value is recorded in the share premium reserve. The use of the share premium account is governed by Companies and Allied Matters Act (CAMA), 2020. All ordinary shares rank equally with regard to the Company's residual assets. Holders of these shares are entitled to dividends as declared from time to time and are entitled to one vote per share at general meetings of the Company.

Incremental costs directly attributable to the issue of Ordinary shares are recognised as deduction from equity.

The Group's quasi equity investments are classified as equity instruments as the terms of agreements supporting all quasi equity transactions do not contain an obligation to make principal or interest repayment except at the discretion of issuer. Discretionary payment of principal and interest on quasi equity investment are accounted for in equity as an equity transaction.

2.15 Deposit for imports

Foreign currencies applied to fund letters of credit in respect of imported raw materials, spare parts and machinery are recognised as deposit for imports on the statement of financial position.

2.16 Employee benefits

Short-term employee benefits

Short term employee benefits consists of salaries, bonuses e.t.c. Short-term employee benefits are expensed as the related service is provided. A liability is recognised for the amount expected to be paid as cash bonus if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

Defined contribution plans

The Group and Company operate a defined contribution based retirement benefit scheme for their staff, in accordance with the Pension Reform Act of 2014 with employee contributing 8% and the employer contributing 10% each of the employee’s relevant emoluments (basic salaries, housing and transport allowances). Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered the service entitling them to the contributions. Employees contributions are deducted through payroll.

Defined benefits

The Group and Company also operates a gratuity scheme for its qualified staff. Benefits are related to the employees' length of service and remuneration. The gratuity obligation is determined using the Projected Unit Credit Method, with actuarial valuations being carried out at the end of each reporting period by an independent actuary. All actuarial gains and losses are recognised immediately through other comprehensive income. Net interest is calculated by applying the discount rate at the beginning of the period to the net defined benefit liability. The Company's obligation in respect of the scheme is the amount of future benefits that employees have earned in return for their service in the current and prior periods.

The benefit is discounted to determine its present value. The discount rate is the yield at the reporting date on Federal Government of Nigeria issued bonds that have maturity dates approximate to the term of the Company's defined benefits obligation. Defined benefit costs are categorised as follows:

- Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements)
- Net interest expense
- Remeasurement (actuarial gains and losses)

The service cost and net interest expense are charged to the profit or loss while the gains and loss due to remeasurement are charged to other comprehensive income.

Although the scheme is not funded the Group ensures that adequate arrangements are in place to meet its obligations under the scheme.

Long service award

In addition, the Group operates long service award for its qualified staff. The benefits are graduated depending on the employees number of years in service to the Group. The Group's obligation in respect of the scheme is the amount of future benefits that employees have earned in return for their service in the current and prior periods. The benefit is discounted to determine its present value. The discount rate is the yield at the reporting date on Federal Government of Nigeria issued bonds that have maturity dates approximate to the term of the Group's defined benefits obligation. The obligation is determined by an independent actuary at each reporting period.

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

Termination benefits

Termination benefits are expensed at the earlier of when the Group can no longer withdraw the offer of those benefits and when the Group recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the reporting date, then they are discounted.

2.17 Provisions and contingencies

Provisions are recognised when:

- the Group has a present obligation as a result of a past event;
- it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and
- a reliable estimate can be made of the obligation.

Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognised as finance cost. The amount of a provision is the present value of the expenditure expected to be required to settle the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cashflows (when the effect of the time value of money is material).

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Restructuring

A restructuring provision is recognised when the Group has developed a detailed formal plan for the restructuring and has raised a valid expectation in those affected that it will carry out the restructuring by starting to implement the plan or announcing its main features to those affected by it. The measurement of a restructuring provision includes only the direct expenditures arising from the restructuring, which are those amounts that are both necessarily entailed by the restructuring and not associated with the ongoing activities of the entity.

Future operating losses are not provided for.

Contingent assets and liabilities

A contingent asset is a potential economic benefit that is dependent on some future event(s) largely out of a company's control while a contingent liability is a possible obligation that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company, or a present obligation that arises from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or the amount of the obligation cannot be measured with sufficient reliability. Contingent liabilities are only disclosed and not recognised as liabilities in the statement of financial position. If the likelihood of an outflow of resources is remote, the possible obligation is neither a provision nor a contingent liability and no disclosure is made.

2.18 Government grants

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates.

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate.

2.19 Investment income

Dividend income from investments is recognised when the shareholders' rights to receive payment have been established by approval of dividend at the annual general meeting of the investee (provided that it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably).

Interest income is recognised when it is probable that the economic benefits will flow to the Group and the amount of revenue can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Notes to the consolidated and separate financial statements

2.20 Earnings per share

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

2.21 Borrowing costs

Borrowing costs are interest and other costs that the Group incurs in connection with the borrowing of funds. These include interest expenses calculated using the effective interest rate method, finance charges in respect of finance leases and exchange differences arising from foreign currency borrowings. Where a range of debt instruments is used to borrow funds, or where the financing activities are coordinated centrally, a weighted average capitalisation rate is applied.

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. The Group defines a qualifying asset as an asset that takes more than a year to prepare for its intended use.

All other borrowing costs are recognised as an expense in the period in which they are incurred.

2.22 Foreign currencies translations

Foreign currency transactions

Transactions in currencies other than the entity's functional currency (foreign currencies) are recognized at the rates of exchange prevailing on the dates of the transactions. At the end of each reporting period, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items that are measured based on historical cost in foreign currency are translated at the exchange rate at the date of the transaction. Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Exchange differences on monetary items are recognised in the profit or loss in the period in which they arise.

Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous annual report are recognised in profit or loss in the period in which they arise.

When a gain or loss on a non-monetary item is recognised to other comprehensive income and accumulated in equity, any exchange component of that gain or loss is recognised to other comprehensive income and accumulated in equity. When a gain or loss on a nonmonetary item is recognised in profit or loss, any exchange component of that gain or loss is recognised in profit or loss.

Cash flows arising from transactions in a foreign currency are recorded in Naira by applying to the foreign currency amount the exchange rate between the Naira and the foreign currency at the date of the cash flow.

2.23 Statement of cash flows

The Group applies the indirect method for preparation of the statement of cash flows. Changes in statement of financial position items that have not resulted in cash flows such as translation differences, fair value changes and other non-cash items have been adjusted for the purpose of preparing the statement. Dividends paid to ordinary shareholders are included in financing activities. Interest paid is also included in financing activities while finance and dividend income is included in investing activities.

2.24 Dividends payable

Dividends which remain unclaimed for a period exceeding twelve (12) years from the date of declaration and which are no longer actionable by shareholders in accordance with the Companies and Allied Matters (CAMA), 2020 are written back to retained earnings.

2.25 Net Operating Gains/Losses

Net operating gains and losses is the result generated from the fees earned, rental income, government grants, fair value gains on derivatives, foreign exchange differences, profit or loss on disposal of property, plant and equipment, impairment of non-financial assets and other sundry income and expenses.

2.26 Cost of Sales

Cost of sales represents decreases in economic benefits during the accounting period that are directly related to revenue-generating activities of the Group. Cost of sales is recognized on an accrual basis regardless of the time of spending cash and measured at historical cost.

2.27 Prepayment

Prepayments are non-financial assets which result when payments are made in advance of the receipt of goods and services and advance payments made for taxes. They are recognised when the Company expects to receive future economic benefits equivalent to the value of the prepayments. The receipt or consumption of the services results in a reduction in the prepayment and a corresponding increase in expenses or assets for that reporting period.

2.28 Other investments

Other investments are equity instruments of unrelated entities owned by the Group. The Group assesses the fair value of the instrument at the end of each reporting period. The Group and the Company have designated other investments as at fair value through other comprehensive income.

2.29 Operating profit

Operating profit is the result generated from the continuing principal revenue-producing activities of the Group as well as other income and expenses related to operating activities. Operating profit excludes net finance costs, share of profit of equity-accounted investees and income taxes.

3 Significant judgements, assumptions and sources of estimation uncertainty

The preparation of financial statement in conformity with IFRS requires Directors, from time to time, to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses.

The estimates and associated assumptions are based on experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Use of Judgements

Information about judgements made in applying accounting policies that have the most significant effect on the amount recognised in the financial statement is included in the following notes:

Note (42) lease term; whether the Group is reasonably certain to exercise extension options
Note (22) Non controlling interest- recognition and measurement of the business combination using the fair value approach.
Note (15) - recognition of deferred tax assets: availability and timing of future taxable profit against which deductible temporary difference and tax losses carried forward can be utilised;

Note (38) and (51) - recognition and measurement of provisions and contingencies: key judgements about the likelihood and magnitude of an outflow of resources;
Note (7) Gain on bargain purchase allocation - Allocation of gain on bargain purchase realized from acquisition across segments.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties as at 31 March 2023 that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities in the next financial year is included in the following notes

Note (35) and (36)- recognition of defined benefit obligation: key actuarial assumptions;

Note (25) determining the fair value of biological assets on the basis of significant unobservable inputs;

Note (20) and (21)- impairment test of intangible assets and goodwill; key assumptions underlying recoverable amounts;

Note (37) determining the inputted interest rate of the borrowing cost to compute the fair value of the loan;

Note (28) measurement of ECL allowance for the receivables and contract assets; key assumptions in determining the weighted-average loss rate; and

Areas of estimation uncertainties are disclosed below:

Biological assets

Fair value of biological assets is measured with reference to the estimated price in an active market at the point of harvest adjusted for its present location and stage of maturity/condition. Judgement is involved in the determination of the adjustment required to the market price to reflect the stage of maturity/condition of the biological assets.

Allowance for credit losses

The Company periodically assesses its trade and other receivables for probability of credit losses. Management considers several factors including past credit record, current financial position and credibility of customers and future economic conditions. Judgment is exercised in determining the allowances made for credit losses.

Impairment allowance is made for receivables that have been outstanding for 365 days, in respect of which there is no firm commitment to pay by the customer.

These assessments are subjective and involve a significant element of judgment by management on the ultimate recoverability of amounts receivable.

Contingencies

Judgements and assumptions are made about the likelihood and magnitude of an outflow of resources with respect to ongoing litigation and claims and regulatory audits.

Measurement of government grant

As at the end of the reporting period, the Group was granted some government assisted loans at below market rates. In accordance with IAS 20, the government grant which is the difference between the proceeds of the loans and their fair value should be accounted for. Based on IFRS 9, all financial liabilities should be initially recognized at fair value. In computing the fair value of these loans, the imputed interest rate used in discounting the cash flows associated with the loans is based on management judgement of best estimate of its borrowing cost at the time the loans were granted.

Provision for gratuity

The Company operates an unfunded defined benefit scheme which entitles staff who put in a minimum qualifying working period of five years to gratuity upon leaving the employment of the Company. IAS 19 requires the application of the Projected Unit Credit Method for actuarial valuations. Actuarial measurements involve the making of several demographic projections regarding mortality, rates of employee turnover etc. and financial projections in the area of future salaries and benefit levels, discount rate, inflation etc.

Notes to the consolidated and separate financial statements

Provision for long service award

A provision for Long term service award is granted at first to employees that have spent a minimum of ten years in service and for every multiple five years an employee remains in service. IAS 19 requires the application of the Projected Unit Credit Method for actuarial valuations. Actuarial measurements involve the making of several demographic projections regarding mortality, rates of employee turnover etc. and financial projections in the area of future salaries and benefit levels, discount rate, inflation etc.

Taxation

The Group's tax charge on ordinary activities is the sum of the total current and deferred tax charges. The calculation of the Group's total tax charge necessarily involves a degree of estimation and judgment in respect of certain items whose treatment cannot be finally determined until resolution has been reached with the relevant tax authority.

Impairment of Goodwill

Determining whether goodwill is impaired requires an estimation of the recoverable amount of the cash generating units to which goodwill has been allocated. The value in use calculations requires directors to estimate the future cashflows expected to arise from the cash generating unit and use a suitable discount rate to calculate the present value. The determination of the expected future cashflows requires judgement to be made by management. Where the actual future cashflows are less than expected, an impairment loss may arise.

Measurement of fair value

A number of the Group's accounting policies and disclosures require the determination of fair value, for both financial and non-financial assets and liabilities. When applicable, further information about the assumptions made in determining fair values is disclosed in the notes specific to that asset or liability. Significant valuation issues are reported to the Audit Committee.

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

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

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

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

Further information about the basis of determination of fair values are included in Note 46 Financial Instruments - Fair Values and Financial Risk Management.

4. New Standards and Interpretations

4.1 Standards and interpretations issued but not yet effective

The following standards have been issued or amended by the IASB but are yet to be effective as at the reporting date:

- Amendments to IAS 1 Classification of Liabilities as Current or Non-current.
- Amendments to IFRS 16 Lease Liability in a Sale and Leaseback .
- Amendments to IAS 1 Non-current Liabilities with Covenants.
- Amendments to IAS 8 - Definition of Accounting Estimates
- Amendments to IAS 12 - Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction.

Amendment to IAS 1 – Classification of Liabilities as Current or Non-current

In January 2020, the IASB issued amendment to IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments are effective for annual reporting periods beginning on or after 1 January 2024 and must be applied retrospectively. The amendment clarify:

• What is meant by a right to defer settlement.
• That a right to defer must exist at the end of the reporting period.
• That classification is unaffected by the likelihood that an entity will exercise its deferral right.
• That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification. The IASB also added two new paragraphs (Paragraph 76A and 76B) to IAS1 to clarify what is meant by "settlement" of a liability. The IASB concluded that it was important to link the settlement of the liability with the outflow of resources of the entity. The amendment is not expected to have any material impact on the Group.

Amendments to IFRS 16 Lease Liability in a Sale and Leaseback.

In January 2020, the IASB issued amendment to IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments are effective for annual reporting periods beginning on or after 1 January 2024 and must be applied retrospectively. The amendment confirm the following:

• On initial recognition, the seller-lessee includes variable lease payments when it measures a lease liability arising from a sale-and-leaseback transaction.
• After initial recognition, the seller-lessee applies the general requirements for subsequent accounting of the lease liability such that it recognises no gain or loss relating to the right of use it retains.

A seller-lessee may adopt different approaches that satisfy the new requirements on subsequent measurement. The amendments are effective for annual reporting periods beginning on or after 1 January 2024, with earlier application permitted. The amendment is not expected to have any material impact on the Group.

Amendments to IAS 1 Non-current Liabilities with Covenants.

Under the amendments to IAS 1 Presentation of Financial Statements the classification of certain liabilities as current or non-current may change (e.g. convertible debt). In addition, companies may need to provide new disclosures for liabilities subject to covenants.

The amendments will apply from 1 January 2024. However, companies need to consider whether their upcoming annual financial statements will need to include disclosures under IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors of the possible future impacts. The amendment is not expected to have any material impact on the Group.

Amendments to IAS 8 - Definition of Accounting Estimates

The amendment introduces a new definition for accounting estimates: clarifying that they are monetary amounts in the financial statements that are subject to measurement uncertainty.
The amendments also clarifies the following:
•an entity develops an accounting estimate to achieve the objective set out by an accounting policy.
•developing an accounting estimate includes both selecting a measurement technique (estimation or valuation technique) and choosing the inputs to be used when applying the chosen measurement technique.
•a change in accounting estimate that results from new information or new developments is not the correction of an error. In addition, the effects of a change in an input or a measurement technique used to develop an accounting estimate are changes in accounting estimates if they do not result from the correction of prior period errors.
•a change in an accounting estimate may affect only the current period's profit or loss, or the profit or loss of both the current period and future periods. The effect of the change relating to the current period is recognised as income or expense in the current period. The effect, if any, on future periods is recognised as income or expense in those future periods.

The definition of accounting policies remains unchanged.
The amendments are effective for periods beginning on or after 1 January 2023, and will apply prospectively to changes in accounting estimates and changes in accounting policies occurring on or after the beginning of the first annual reporting period in which the company applies the amendments. The amendment is not expected to have any material impact on the Group.

Amendments to IAS 12 - Deferred Tax Related to Assets and Liabilities Arising from a Single Transaction.

The amendment clarifies that the initial recognition exemption does not apply to transactions that give rise to equal and offsetting temporary differences such as leases and decommissioning obligations. As a result, companies will need to recognise a deferred tax asset and a deferred tax liability for temporary differences arising on initial recognition arising from these transactions.
For leases and decommissioning liabilities, the associated deferred tax asset and liabilities will need to be recognised from the beginning of the earliest comparative period presented, with any cumulative effect recognised as an adjustment to retained earnings or other components of equity at that date. If an entity previously accounted for deferred tax on these transactions using the net approach, then the impact on transition is likely to be limited to the separate presentation of the deferred tax asset and the deferred tax liability.
The standard is effective for annual periods beginning on or after 1 January 2023. The amendment is not expected to have any material impact on the Group.

5. Revenue

	Group		Company	
	31-Mar-23	**31-Mar-22**	**31-Mar-23**	**31-Mar-22**
Revenue from contracts with customer	**₦'000**	**₦'000**	**₦'000**	**₦'000**
Sale of goods	1,492,877,117	1,118,159,111	878,838,961	789,151,462
Rendering of services	46,777,671	45,643,740	44,176,752	43,659,099
Total Revenue	1,539,654,788	1,163,802,851	923,015,713	832,810,561

	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
Analysis by segment				
Sales of goods- point in time	**₦'000**	**₦'000**	**₦'000**	**₦'000**
Food	1,000,627,569	748,762,912	858,728,070	772,157,714
Agro Allied	283,952,026	213,373,985	20,110,891	16,993,748
Sugar	208,297,522	156,022,214	-	-
Provision of services- overtime				
Support Services	46,777,671	45,643,740	44,176,752	43,659,099
	1,539,654,788	1,163,802,851	923,015,713	832,810,561

*Agro allied in the company relates to the sale of Golden Penny Vegetable Oil, Soya Oil and Margarine products.

*Support services relates to the operation of Terminals, customs clearing, forwarding and shipping agents and logistics.

6. Cost of Sales (by Nature)

	Group		Company	
	31-Mar-23	**31-Mar-22**	**31-Mar-23**	**31-Mar-22**
	₦'000	**₦'000**	**₦'000**	**₦'000**
Cost of raw and packing materials	1,225,962,938	957,956,311	730,241,823	714,696,156
Production employee cost	31,753,525	23,522,020	18,815,723	15,882,705
Depreciation	27,888,340	21,447,186	11,924,091	10,831,827
Fuel and oil	41,205,202	23,111,312	18,574,210	12,673,188
Factory rent and rates	140,320	108,261	3,138,145	1,225,302
Factory repairs and maintenance	21,483,088	16,113,766	9,958,827	9,011,942
Insurance	1,678,868	941,249	844,785	512,853
Technical fees	6,659,592	5,683,803	400	-
Other production expenses*	5,780,068	6,828,820	1,832,683	3,905,123
	1,362,551,941	1,055,712,728	795,330,687	768,739,096

*Other Production expenses include cost incurred in/on personnel uniforms, factory security, laboratory, fumigation/sanitation, stationeries, Information Technology e.t.c

7. Segment information

Information reported to the chief operating decision makers (board of directors) for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

Basis of Segmentation

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

The following summary describes the operations of each reportable segment:

Food	Milling and sales of Flour products and sales of pasta, snacks sugar and noodles
Agro Allied	Farming of maize, cassava, soya, sugar cane, and oil palm and production and sales of fertilizer, edible oils, livestock feeds and poultry products.
Support services	Manufacturing and marketing of laminated woven polypropylene sacks and flexible packing materials. Port terminal operations, customs clearing and forwarding, shipping and haulage services and leasing of investment property.
Sugar	Cultivation and processing of sugarcane, refining and selling of sugar and sale of by- products from sugar refining.

The Board of Directors of Flour Mills of Nigeria Plc reviews the internal management reports of each segment on a periodic basis.

There are varying levels of integration between the Food and the Agro allied segments and the Sugar and Services segments.

This integration includes transfer and sale of raw and packaging materials and shared distribution services respectively.

All non-current asset of the group are domiciled in Nigeria and overseas.

Segment revenue and profit or loss

The following is an analysis of the Group's revenue and results from continuing operations by reportable segment:

31 March 2023
Group

	Revenue	Cost of sales	Gross profit
	N '000	N '000	N '000
Food	1,000,627,569	866,340,586	134,286,983
Agro Allied	283,952,026	262,918,966	21,033,060
Sugar	208,297,522	202,565,637	5,731,885
Support Services	46,777,671	30,726,752	16,050,919
	1,539,654,788	**1,362,551,941**	**177,102,847**

31 March 2022
Group

	Revenue	Cost of sales	Gross profit
	N '000	N '000	N '000
Food	748,762,912	685,942,311	62,820,600
Agro Allied	213,373,985	184,511,351	28,862,634
Sugar	156,022,214	155,634,561	387,653
Support Services	45,643,740	29,624,504	16,019,235
	1,163,802,851	**1,055,712,728**	**108,090,122**

	Group		Group	
	31-Mar-23	**31-Mar-23**	**31-Mar-22**	**31-Mar-22**
	₦'000	**₦'000**	**₦'000**	**₦'000**
	Segment revenue	Segment profit/(loss)	Segment revenue	Segment profit/(loss)
Food	1,057,319,739	33,791,108	839,596,668	28,838,073
Agro Allied	328,413,581	13,031,651	265,078,092	20,057,370
Sugar	217,315,761	1,297,869	161,206,996	(3,208,395)
Support Services	88,697,668	3,588,640	82,359,133	6,572,290
Elimination of Inter-segment revenue	(152,091,961)	-	(184,438,039)	-
Elimination of Inter-segment profit/loss	-	(8,957,154)	-	(11,141,190)
	1,539,654,788	**42,752,114**	**1,163,802,850**	**41,118,148**

Revenue from customers domiciled in Nigeria amounted to N1.512 trillion (2022: 1.162 trillion), while revenue from foreign customers (export revenue) amounted to N27.2 billion (2022: N27.5 billion).

The accounting policies of the reportable segments are the same as the Group's accounting policies described in Note 2. Segment profit represents the profit earned by each segment without allocation of income tax expense. This is the measure reported to the chief operating decision maker for the purposes of resource allocation and assessment of segment performance.

Segment assets and liabilities - Group

Segment assets

	31-Mar-23	**31-Mar-22**
	₦'000	**₦'000**
Food	754,177,163	534,979,691
Agro Allied	292,344,260	187,920,933
Sugar	206,264,243	190,696,524
Support Services	66,791,150	34,821,027
Elimination of Inter-segment assets	(222,180,426)	(281,406,365)
	1,097,396,390	**667,011,809**

Segment liabilities

	31-Mar-23	**31-Mar-22**
	₦'000	**₦'000**
Food	695,618,300	347,481,909
Agro Allied	191,151,433	95,001,603
Sugar	158,830,399	128,980,659
Support Services	62,881,785	34,055,544
Elimination of Inter-segment liabilities	(236,310,415)	(134,412,596)
	872,171,502	**471,107,118**

7. Segment information (continued)

Other material items

Group 31March, 2023	Food N '000	Agro Allied N '000	Sugar N '000	Support Services N '000	Reportable segment totals N '000	Intersegment adjustments N '000	Consolidated total N '000
Interest income	4,399,036	5,855,983	262,420	547	10,517,986	(9,800,375)	717,611
Interest expense	(38,735,077)	(12,816,187)	(12,047,570)	(2,024,550)	(65,623,384)	9,897,663	(55,725,721)
Depreciation and amortisation	(18,041,447)	(3,470,985)	(5,820,442)	(1,750,487)	(29,083,361)	1,773,420	(27,309,941)
Fair value (loss)/gain on derivatives	(2,225,588)	106	(581,544)	-	(2,807,026)	-	(2,807,026)
	(54,603,076)	(10,431,083)	(18,187,136)	(3,774,490)	(86,995,785)	1,870,708	(85,125,077)

31 March, 2022	Food N '000	Agro Allied N '000	Sugar N '000	Support Services N '000	Reportable segment totals N '000	Intersegment adjustments N '000	Consolidated total N '000
Interest income	6,666,020	418,024	44,149	20,085	7,148,278	(6,061,858)	1,086,420
Interest expense	(15,354,888)	(6,439,358)	(7,800,884)	(2,030,359)	(31,625,489)	6,143,866	(25,481,623)
Depreciation and amortisation	(13,658,460)	(4,159,244)	(5,259,736)	(1,748,505)	(24,825,943)	466,884	(24,359,059)
Fair value (loss)/gain on derivatives	389,420	-	-	-	389,420	-	389,420
	(21,957,907)	(10,180,577)	(13,016,471)	(3,758,779)	(48,913,734)	548,892	(48,364,842)

8 Net operating gains and (losses)

	Group		Company	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
	N '000	**N '000**	**N '000**	**N '000**
Fees earned	6,476,331	4,360,563	147,751	318,269
Fair value (loss)/gain on derivatives *	(2,807,026)	389,420	(1,954,707)	321,799
Rental income	262,507	202,544	141,615	204,887
Insurance claim	340,294	743,832	49,299	323,771
Gain on bargain purchase (Note 23)	23,023,600	-	-	-
Sundry income/(expense)**	(28,722,150)	(127,578)	(30,471,403)	9,399
Bad debts recovered/(expense)	10,420	-	(14,373)	-
Reversal of Impairment of PPE	1,051,589	-	1,051,589	-
Government grants (Note 36)	11,522,458	5,111,647	2,409,729	1,688,467
(Loss)/profit on disposal of property, plant and equipment	(195,838)	(50,362)	(199,604)	8,494
Loss on exchange difference	(31,484,327)	(10,194,497)	(15,798,800)	(7,492,987)
Fair value changes in biological assets (Note 25)	(1,299,642)	(571,454)	-	-
	(21,821,784)	(135,885)	(44,638,904)	(4,617,901)

* The derivative loss for the Group includes the total amount of N2.94 bn (Company N2.08bn) recognised as unrealised loss.

**Sundry expense includes an amount of N31.3 billion paid to the Federal Government by the Company which it anticipates will be treated as a prepayment against current and future taxes as per Note 16.

9 Selling and distribution expenses (analysed by nature)

	Group		Company	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
	N '000	**N '000**	**N '000**	**N '000**
Employee costs	6,461,377	4,458,800	4,434,976	3,686,246
Advertisement	2,123,121	1,844,099	1,716,683	1,737,021
Selling expenses	6,895,423	4,777,266	4,718,273	3,827,683
	15,479,921	11,080,165	10,869,932	9,250,950

10 Administrative expenses (analysed by nature)

	Group		Company	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
	N '000	**N '000**	**N '000**	**N '000**
Auditors remuneration	392,300	371,617	192,062	191,343
Bank charges	2,595,843	2,560,598	2,040,288	1,862,500
Legal and professional fees	2,112,767	2,471,718	1,514,913	1,480,243
Depreciation	4,097,641	3,144,616	2,585,880	2,065,480
Employee costs	16,079,681	11,577,148	10,813,874	8,223,293
Non income taxes, fines and penalty	617,042	2,304,250	359,594	2,075,382
Insurance	501,520	677,806	94,529	262,171
Computer related expenses	1,907,161	1,560,796	1,337,499	1,094,639
Medical, canteen and welfare expenses	1,260,352	1,188,431	883,524	881,297
Motor vehicle expenses	483,220	371,717	216,500	196,649
Fuel, gas and oil	557,225	313,337	258,668	164,594
General administrative expenses	5,916,832	1,444,129	1,604,324	322,578
Postages, telephone and cables	99,728	123,934	65,622	49,506
Printing and stationery	167,653	97,944	91,084	50,756
Rent and rate	233,361	354,543	163,796	314,637
Repairs and maintenance	1,253,806	1,082,683	538,794	460,227
Subscriptions and donations	525,367	596,501	198,538	345,879
Security services	684,487	475,471	176,177	170,729
Travelling expenses	1,045,424	1,058,691	828,634	957,095
	40,531,410	31,775,930	23,964,300	21,168,998

11 Employee information

	Group		Company	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
	N '000	**N '000**	**N '000**	**N '000**
Employee cost comprise:				
Salaries, wages and other benefits	49,674,851	35,851,338	30,901,004	24,905,657
Pensions	1,670,840	1,267,977	1,019,032	955,617
Long service awards	589,181	126,347	409,839	128,521
Gratuity	2,359,711	2,312,306	1,734,698	1,802,449
	54,294,583	39,557,968	34,064,573	27,792,244

Total employee costs recognised in profit or loss:				
Cost of sales	31,753,525	23,522,020	18,815,723	15,882,705
Administrative expenses	16,079,681	11,577,148	10,813,874	8,223,293
Selling and distribution expenses	6,461,377	4,458,800	4,434,976	3,686,246
	54,294,583	39,557,968	34,064,573	27,792,244

Average number of persons as at year end.

	Group		Company	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
	Number	Number	Number	Number
Managerial	1,748	1,469	1,062	1054
Non- managerial staff	4,171	3,721	2,777	2724
	5,919	5,190	3,839	3,778

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

	Group		Company	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
	N '000	**N '000**	**N '000**	**N '000**
N.0 - N.500,000	273	340	1	278
N.500,001 - N.1,000,000	1,652	1,349	1,234	1,184
N.1,000,001 - N.10,000,000	3,716	3,258	2,387	2,122
N.10,000,001 - N.20,000,000	250	233	191	185
N.20,000,000 and above	28	10	26	9
Total	5,919	5,190	3,839	3,778

12 Investment income

	Group		Company	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
	N '000	**N '000**	**N '000**	**N '000**
Dividend income				
Dividend income	23,896	-	9,023,896	6,122,000
Interest income				
Interest income from short term investments and bank deposits	693,715	1,086,420	618,241	954,818
Interest income from loans to related companies	-	-	3,535,888	5,701,667
Total investment income	717,611	1,086,420	13,178,025	12,778,485

13 Finance costs

	Group		Company	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
	N '000	**N '000**	**N '000**	**N '000**
Interest expense on loans from related parties	-	-	4,604,090	360,188
Interest on bond and commercial papers	5,328,922	5,980,646	5,328,853	5,980,646
Interest expense on lease liabilities	1,837,854	1,542,239	56,774	82,837
Interest on bank loans and overdrafts	48,558,945	17,958,738	19,224,209	8,771,901
Total finance costs	55,725,721	25,481,623	29,213,926	15,195,572

14 Taxation

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

Per profit or loss

	Group		Company	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
	N '000	N '000	N '000	N '000
Income tax charged	23,488,505	10,310,454	16,143,966	5,741,923
Withholding tax on dividend income (i)	900,000	612,200	900,000	612,200
Tertiary education tax	2,670,069	1,626,083	1,887,566	892,580
Capital gain tax	363	-	363	-
Police Trust Fund Levy	2,797	2,933	1,613	1,487
NASENI Levy	4,803	5,562	-	-
(Over)/under provision in prior year	(841,943)	(270,692)	(363,339)	(206,277)
Current tax expense	26,224,594	12,286,540	18,570,169	7,041,914
Origination and reversal of temporary differences	(15,946,271)	(1,086,149)	(491,268)	887,099
Net income tax expense as per profit or loss	10,278,323	11,200,391	18,078,901	7,929,013

(i) Withholding Tax on Dividend income represents the tax payable on dividend income received from subsidiaries, amounting to N900million (2022:N612million). The withholding tax will be paid to relevant tax authorities after the shareholders have approved the final dividend proposed for the year, in line with Section 80 of the Companies Income Tax Act, 2004, as amended.

Corporation tax is calculated at 30% (2022: 30%) of the estimated taxable profit for the year while tertiary education tax is calculated at 2.5% (2022: 2.5%) of the estimated assessable profit for the year. The deferred tax charges recognised in the year relates to the origination and reversal of temporary differences.

Per statement of financial position	**Group**		**Company**	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
	N '000	**N '000**	**N '000**	**N '000**
At 1 April	14,411,960	9,481,685	7,250,478	4,690,114
Charge for the period	26,224,594	12,286,540	18,570,169	7,041,914
Minimum tax	2,969,506	1,902,530	-	-
Payment during the year				
Cash	(11,087,898)	(4,833,346)	(4,843,738)	(1,336,183)
Withholding tax utilised	(3,655,548)	(4,425,449)	(2,734,839)	(3,145,369)
Current tax payable	28,862,614	14,411,960	18,242,070	7,250,478

Minimum Tax

Minimum tax was computed for the Group subsidiaries with no total profits, or tax payable which was less than minimum tax. During the year, the Group computed minimum tax based on 0.50% of turnover and this amounted to N 1.90 billion. In previous year, in line with the Finance Act which provided for a reduced minimum tax rate of 0.25% of gross turnover which applied to corporate tax returns due on any date between 1 January 2020 and 31 December 2022, the minimum tax was computed at 0.25% of gross turnover and this amounted to (N91.2million).

Reconciliation of effective tax rate
The Group and Company

	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
	N '000	**N '000**	**N '000**	**N '000**
Reconciliation of effective tax rate				
Profit before tax on continuing operations (A)	39,782,608	39,215,618	32,252,805	29,748,829
Tax at the statutory corporation tax rate of 30% (2022: 30%)	11,934,782	11,764,685	9,675,841	8,924,649
Effect of police trust fund levy	2,797	2,933	1,613	1,487
Effect of capital gains tax	363	-	363	-
Withholding tax on dividend	900,000	612,200	900,000	612,200
Effect of income that is exempt from taxation	(7,252,768)	(6,692,378)	(3,199,180)	(2,762,566)
Effect of other non deductible expenses	7,699,639	1,015,889	9,711,250	696,109
Effect of investment allowance and other incentives	(817,909)	(380,138)	(535,213)	(282,724)
Tertiary education tax at 2.5% of assessable profit	2,670,069	1,626,083	1,887,566	892,580
Effect of change in Tax rate	-	314,131	-	53,555
Current year losses for which no deferred tax was recognised	-	1,775,488	-	-
Derecognition of previously recognised deferred tax	-	1,432,191	-	-
Previously unrecognised deductible temporary difference now recognised	(4,016,707)	-	-	-
(Over) or under provision in prior year	(841,943)	(270,692)	(363,339)	(206,277)
Income tax expenses recognised in profit or loss (relating to continuing operations) (B)	**10,278,323**	**11,200,392**	**18,078,901**	**7,929,013**
Effective tax rate (B/A)	25.8%	28.6%	56.1%	26.7%

The Finance Act 2022 introduced changes to certain sections of the Companies Income Tax Act (CITA), which have been considered in determining the estimated income tax charge for the year.

15 Deferred tax

	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
	N '000	**N '000**	**N '000**	**N '000**
Analysis of deferred tax balances				
Deferred tax asset	11,484,351	6,245,238	-	-
Deferred tax liability	(19,489,454)	(15,022,760)	(14,582,143)	(14,217,140)
Net deferred tax liability	(8,005,103)	(8,777,522)	(14,582,143)	(14,217,140)

The Group has unutilized capital allowance and unrelieved tax losses amounting to ₦0.3 billion and ₦2.1 billion (2022: ₦0.26 billion and ₦1.5 billion) respectively. No deferred tax assets have been recognised in respect of these amounts due to the unpredictability of the amount and timing of future taxable profit against which they would be utilised. The Group would re-assess the timing and availability of future taxable profit against which the asset can be utilised in subsequent years. Previously unrecognised deferred tax assets were recognised on the basis of probability of future taxable profits based on the Group's improved business outlook and forecast of growth. The capital allowances and tax losses can be carried forward indefinitely.

Deferred tax assets and liabilities

The following are the major deferred tax liabilities and assets recognised by the Group and Company and movements thereon during the current and prior reporting periods.

Group as at 31 March 2023
Deferred tax (assets)/liabilities in relation to

	Opening Balance	Arising from business combination	Recognised in profit or loss	Recognised in Other comprehensive income	Closing balance
	N '000	**N '000**	**N '000**	**N '000**	**N '000**
Property, plant and equipment	26,367,258	21,681,703	(18,565,679)	-	29,483,282
Tax losses	(2,952,997)	-	(266,366)	-	(3,219,363)
Exchange difference	(1,290,502)	-	(3,503,047)	-	(4,793,549)
Employee benefits	(4,504,349)	-	(669,724)	309,401	(4,864,672)
Inventories and trade and other receivables	(6,237,504)	-	832,097	-	(5,405,407)
Right of use assets	(2,284,785)	(7,434,239)	7,290,835	-	(2,428,189)
Fair valuation of derivatives instrument	(589,530)	-	(27,457)	616,987	-
Fair value	-	-	5,749	-	5,749
Gain on fair valuation of biological assets	269,931	-	(269,931)	-	-
Impairment of investment in subsidiary	-	-	(1,333,421)	-	(1,333,421)
Revaluation surplus on land	-	-	560,673	-	560,673
	8,777,522	14,247,465	(15,946,271)	926,388	8,005,103

Group as at 31 March 2022
Deferred tax (assets)/liabilities in relation to

	Opening balance	Recognised in profit or loss	Recognised in Other comprehensive income	Closing balance
	N '000	**N '000**	**N '000**	**N '000**
Property, plant and equipment	24,811,614	1,555,644	-	26,367,258
Tax losses	(86,999)	(2,865,998)	-	(2,952,997)
Exchange difference	(1,071,465)	(219,037)	-	(1,290,502)
Employee benefits	(4,469,161)	(633,152)	597,964	(4,504,349)
Inventories and trade and other receivables	(7,939,137)	1,701,633	-	(6,237,504)
Right of use assets	(1,616,030)	(668,755)	-	(2,284,785)
Fair valuation of derivatives instrument	167,914	(140,457)	(616,987)	(589,530)
Gain on fair valuation of biological assets	85,958	183,973	-	269,931
	9,882,694	(1,086,149)	(19,023)	8,777,522

Company as at 31 March 2023
Deferred tax (assets)/liabilities in relation to:

	Opening balance	Recognised in profit or loss	Recognised in Other comprehensive income	Closing balance
	N '000	N '000	N '000	N '000
Property, plant and equipment	21,738,817	2,008,484	-	23,747,301
Exchange difference	(1,527,274)	(1,760,174)	-	(3,287,448)
Fair valuation of derivative instrument	(589,530)	(595,773)	616,987	(568,316)
Employee benefits	(3,548,929)	(421,950)	239,284	(3,731,595)
Inventories and trade and other receivables	(1,847,559)	303,580	-	(1,543,979)
Right of use assets	(8,386)	(25,434)	-	(33,820)
	14,217,139	(491,267)	856,271	14,582,143

Company as at 31 March 2022
Deferred tax (assets)/liabilities in relation to:

	Opening balance	Recognised in profit or loss	Recognised in Other comprehensive income	Closing balance
	N '000	N '000	N '000	N '000
Property, plant and equipment	20,684,899	1,053,918	-	21,738,817
Exchange difference	(941,081)	(586,193)	-	(1,527,274)
Fair valuation of derivative instrument	183,187	(155,730)	(616,987)	(589,530)
Employee benefits	(3,553,796)	(443,703)	448,570	(3,548,929)
Inventories and trade and other receivables	(2,865,863)	1,018,304	-	(1,847,559)
Right of use assets	(8,893)	507	-	(8,386)
	13,498,454	887,103	(168,417)	14,217,140

16 Statutory assessment

During the year, the Company was subject to a review by a statutory agency. During the review the Company made a payment of N31.3 billion to the Federal Government. Upon conclusion, subsequent to year end, it was agreed that the payment will be treated as a prepayment against current and future taxes and that it represents full settlement in respect of the assessment.

This treatment is subject to certain conditions which had not been met at year-end. Hence the amount has been charged to profit or loss. However, the Company fully anticipates that the conditions will be subsequently met, and that the amount will be available to offset future tax obligations.

17 Earnings per share

Basic earnings per share

Basic earnings per share is determined by dividing profit or loss attributable to the ordinary equity holders of the Company by the weighted average number of ordinary shares outstanding during the year.

	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
	N '000	N '000	N '000	N '000
Profit or loss for the year attributable to equity holders of the parent				
	29,732,507	25,676,035	14,173,904	21,819,816
Profit or loss for the year from continuing operations				
	29,732,507	**25,676,035**	**14,173,904**	**21,819,816**
Weighted average number of shares ('000)	4,100,394	4,100,394	4,100,394	4,100,394
Basic earnings per share				
From total operations (kobo per share)	725	626	346	532
From continuing operations (kobo per share)	725	626	346	532
Diluted earnings per share				
From total operations (kobo per share)	725	626	346	532
From continuing operations (kobo per share)	725	626	346	532

18a Property, plant and equipment (Group)

The reconciliation of carrying amounts of property, plant and equipment is given as follows:

	Land	Building	Plant & Machinery	Furniture, fittings and office equipment	Motor Vehicles	Bearer plants	Berth Rehabilitation	Capital work-in-progress	Total
Cost									
Balance at 1 April 2021	14,222,985	64,642,094	264,459,588	10,323,760	15,420,627	1,273,260	763,547	10,137,914	381,243,775
Additions	-	635,093	4,729,173	948,880	4,414,769	-	9,675	29,914,931	40,652,521
Disposals	-	-	(1,680,823)	(73,497)	(488,241)	-	-	-	(2,242,561)
Transfer - capital work in progress	-	965,945	9,229,881	269,215	1,671,398	163,085	-	(12,299,524)	-
Transfer to intangible assets	-	-	-	-	-	-	-	(94,909)	(94,909)
Reclassification	-	77,192	(1,434,455)	(411,535)	596,850	-	-	1,171,948	-
Write off/ impairment	-	(325,077)	(361,814)	(4,986)	(342,060)	-	-	(103,364)	(1,137,301)
Balance at 31 March 2022	14,222,985	65,995,247	274,941,551	11,051,837	21,273,343	1,436,345	773,222	28,726,996	418,421,525
Balance at 1 April 2022	14,222,985	65,995,247	274,941,551	11,051,837	21,273,343	1,436,345	773,222	28,726,996	418,421,525
Additions	268,144	841,422	17,092,006	584,003	2,439,012	452,296	2,880	40,630,970	62,310,733
Disposals	-	(8,567)	(19,828,259)	(4,830)	(473,736)	-	-	-	(20,315,392)
Transfer - capital work in progress	-	4,245,455	18,735,360	778,866	489,708	2,750,562	-	(26,999,952)	-
Acquisition through business combination (Note 23)	9,857,600	23,311,607	50,305,048	319,641	575,641	-	-	903,734	85,273,271
Write off	-	-	(550,450)	(3,317)	-	-	-	(134,456)	(688,223)
Balance at 31 March 2023	24,348,729	94,385,164	340,695,256	12,726,200	24,303,968	4,639,203	776,102	43,127,292	545,001,914
Accumulated depreciation and impairment:									
Balance at 1 April 2021	1,280,679	16,480,508	135,471,943	7,930,553	10,181,565	575,979	351,059	250,000	172,522,285
Charge for the year	-	2,495,400	16,567,885	995,249	1,863,800	137,395	38,516	-	22,098,245
Disposals	-	-	(1,545,146)	(52,406)	(470,797)	-	-	-	(2,068,349)
Reclassification	-	21	(73,665)	(285,452)	359,096	-	-	-	-
Write off/impairment	-	(325,077)	(341,658)	(4,318)	(299,996)	-	-	-	(971,049)
Balance at 31 March 2022	1,280,679	18,650,852	150,079,359	8,583,626	11,633,668	713,374	389,575	250,000	191,581,133
Balance at 1 April 2022	1,280,679	18,650,852	150,079,359	8,583,626	11,633,668	713,374	389,575	250,000	191,581,133
Charge for the year	-	2,719,280	18,010,844	1,003,915	2,627,102	482,115	38,982	-	24,882,238
Disposals	-	(2,070)	(10,435,024)	(4,760)	(465,056)	-	-	-	(10,906,910)
Reversal of impairment loss	-	-	(1,051,589)	-	-	-	-	-	(1,051,589)
Write off	-	-	(304,100)	(3,237)	-	-	-	-	(307,337)
Balance at 31 March 2023	1,280,679	21,368,062	156,299,490	9,579,544	13,795,714	1,195,489	428,557	250,000	204,197,535
Carrying amount									
Balance as at 1 April 2021	12,942,306	48,161,586	128,987,645	2,393,207	5,239,062	697,281	412,487	9,887,914	208,721,489
Balance as at 31 March 2022	12,942,306	47,344,395	124,862,192	2,468,211	9,639,675	722,971	383,647	28,476,996	226,840,392
Balance as at 31 March 2023	23,068,050	73,017,102	184,395,766	3,146,656	10,508,254	3,443,714	347,545	42,877,292	340,804,379

18b Property, plant and equipment (Company)

The reconciliation of carrying amounts of property, plant and equipment is given as follows:

	Land	Building	Plant & Machinery	Furniture, fittings and office equipment	Motor Vehicles	Capital work-in-progress	Total
Balance at 1 April 2021	4,132,998	28,658,642	135,932,357	7,036,626	11,401,615	8,197,064	195,359,303
Additions	-	45,371	2,930,869	689,429	3,356,713	16,792,732	23,815,114
Disposals	-	-	(769,547)	(36,295)	(209,856)	-	(1,015,698)
Transfer- capital work in progress	-	180,679	6,464,124	65,531	1,785,880	(8,496,214)	-
Transfer to subsidiaries	-	-	-	-	-	(284,972)	(284,972)
Transfer to intangible assets	-	-	-	-	-	(94,909)	(94,909)
Write off/ impairment	-	-	(2,878)	-	(342,062)	(175,970)	(520,910)
Balance at 31 March 2022	4,132,998	28,884,692	144,554,926	7,755,291	15,992,290	15,937,730	217,257,928
Balance at 1 April 2022	4,132,998	28,884,692	144,554,926	7,755,291	15,992,290	15,937,730	217,257,928
Additions	268,123	320,928	5,485,587	469,431	2,015,193	28,917,922	37,477,184
Transfer - capital work in progress	-	2,317,498	12,651,140	630,112	358,906	(15,957,656)	-
Disposals	-	-	(829,651)	(2,349)	(372,969)	-	(1,204,969)
Transfer to subsidiaries	-	-	-	(14,911)	-	(2,134,736)	(2,149,647)
Write off	-	-	(191,450)	-	-	(64,605)	(256,055)
Balance at 31 March 2023	4,401,121	31,523,118	161,670,552	8,837,574	17,993,420	26,698,655	251,124,441
Accumulated depreciation and impairment:							
Balance at 1 April 2021	419,907	8,860,010	83,802,131	5,327,951	7,447,738	250,000	106,107,737
Charge for the year	-	1,160,530	8,730,201	807,368	1,371,578	-	12,069,677
Disposals	-	-	(707,376)	(15,888)	(196,824)	-	(920,088)
Transfer to related parties	-			(139,789)	139,789		-
Write off/ impairment		-	-	-	(299,995)	-	(299,995)
Balance at 31 March 2022	419,907	10,020,540	91,824,956	5,979,642	8,462,286	250,000	116,957,331
Balance at 1 April 2022	419,907	10,020,540	91,824,956	5,979,642	8,462,286	250,000	116,957,331
Charge for the year	-	1,293,905	9,799,344	757,165	2,003,212	-	13,853,626
Disposals	-	-	(287,710)	(2,346)	(364,404)	-	(654,460)
Reversal of impairment loss	-	-	(1,051,589)	-	-	-	(1,051,589)
Balance at 31 March 2023	419,907	11,314,445	100,285,001	6,734,461	10,101,094	250,000	129,104,908
Carrying amount							
Balance as at 1 April 2021	3,713,091	19,798,632	52,130,226	1,708,675	3,953,877	7,947,064	89,251,565
Balance as at 31 March 2022	3,713,091	18,864,152	52,729,970	1,775,649	7,530,004	15,687,730	100,300,597
Balance as at 31 March 2023	3,981,214	20,208,673	61,385,551	2,103,113	7,892,326	26,448,655	122,019,533

Analysis of bearer plants

31-Mar-23	Cost	Accumulated depreciation	Carrying amount
Mature bearer plants	**N '000**	**N '000**	**N '000**
Sugar cane	4,269,079	(1,095,958)	3,173,121
Oil Palm	370,123	(99,530)	270,593
	4,639,202	(1,195,488)	3,443,714

31-Mar-22	Cost	Accumulated depreciation	Carrying amount
Mature bearer plants	**N '000**	**N '000**	**N '000**
Sugar cane	1,066,221	(623,496)	442,725
Oil Palm	370,123	(89,877)	280,246
	1,436,344	(713,373)	722,971

Also included in the group property, plant and equipment movement schedule is berth rehabilitation, which represents the cost of leasehold improvement at Apapa Bulk Terminal Limited.

Pledged as security

There are negative pledges over the Group's property, plant and equipment and floating assets, which have been given in relation to the group's borrowings.

Capital commitments

The total capital commitments of the Group as at 31 March 2023 amounted to N2.31 billion (2022: N15.04 billion) in respect of various capital projects.

Capital work in progress

Capital work in progress comprises immature bearer plants, buildings and plant and machinery under construction as at the year end. There was no capitalised borrowing cost during the year (2022: Nil).

	Group		Company	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
	N '000	N '000	N '000	N '000
Closing Capital WIP and bearer plants are analysed as follows:				
Buildings	6,813,766	1,364,519	696,010	569,235
Plant and machinery	36,063,527	26,064,663	25,752,645	15,118,496
Immature bearer plants	4,639,202	1,047,814	-	-
	47,516,495	**28,476,996**	**26,448,655**	**15,687,730**

19 Investment property

	Building	
	Group	**Company**
Cost	**N '000**	**N '000**
Balance at 1 April 2021	2,193,252	87,750
Addition	-	-
Balance at 31 March 2022	2,193,252	87,750
Balance at 1 April 2022	2,193,252	87,750
Addition	-	-
Balance at 31 March 2023	2,193,252	87,750
Accumulated depreciation		
Balance at 1 April 2021	660,699	32,961
Charge for the year	105,110	2,054
Balance at 31 March 2022	765,809	35,015
Balance at 1 April 2022	765,809	35,015
Charge for the year	105,110	2,055
Balance at 31 March 2023	870,919	37,070
Carrying amount		
Balance as at 1 April 2021	1,532,553	54,789
Balance as at 31 March 2022	1,427,443	54,789
Balance as at 31 March 2023	1,322,333	50,680

The Group applies the cost model in accounting for its investment property.

Measurement of fair value

The fair value of the Group's and Company 's investment property as at 31 March 2023 is N7.8 billion (2022: N7.3 billion) and N729 million (2022: N649.7 million) respectively. The fair value of the Group's investment property has been arrived at on the basis of valuation carried out on the respective dates by Messrs. Godwin Kalu & Co.(FRC registration number: FRC/2023/COY/812389) and Messrs. Jide Taiwo & Co. Estate Surveyors & Valuers (FRC registration number: FRC/2012/00000000254). Messrs. Godwin Kalu & Co and Messrs. Jide Taiwo & Co. are members of the Nigeria Institute of Estate Surveyors and Valuers and are not related to the Group. The fair value was determined based on the market comparable approach that reflects the recent transaction price of similar properties within a reasonable time frame.

	Group		**Company**	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
	N '000	**N '000**	**N '000**	**N '000**
Abuja residential property	581,200	535,700	581,200	535,700
Ibadan residential property	147,800	114,000	147,800	114,000
Lagos residential property	7,100,000	6,700,000	-	-
	7,829,000	7,349,700	729,000	649,700

Investment property comprise of a number of commercial properties that are leased to third parties. Each of the leases contains the lease period as well as the rental charge for the duration of the lease. Rental income earned by the Group amounted to N262 million (2022: N245 million) and direct operating expenses amounted to N240 million (2022: N128 million). The fair value measurement for all of the investment properties has been categorised as a Level 3 fair value based on the inputs to the valuation technique used.

Valuation techniques	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
The valuation has been done using the market comparison approach. The fair values are based on market price of similar properties adjusted for relevant estimated costs of construction. This is based on the economic principle that a buyer will pay no more for an asset than what it will cost the buyer to own an equivalent asset of equal utility either through purchase or outright construction.	Adjusted cost of construction per floor area N2.42 million per square meter (2022: N3.31 million per square meter).	The estimated fair value will increase (decrease) if: estimated adjusted cost of construction per square meter were higher (lower)
The cost of construction is determined by reference to the current construction rate of a similar property to the gross floor area including other associated costs which is further depreciated to reflect present physical conditions, functional and economic obsolescence on the property before including the value of the bare site at the date of the valuation.	Adjusted forced sale cost of construction per floor area N1.69 million per square meter (2022: N2.42 million per square meter).	The estimated fair value will increase (decrease) if: estimated adjusted forced sale cost of construction per square meter were higher (lower)

20 Intangible assets

	Group			
	Brand name	Customer relationships	Computer software	Total
Cost	**N '000**	**N '000**	**N '000**	**N '000**
Balance at 1 April 2021	-	-	2,543,671	2,543,671
Transfer from property , plant and equipment (Note 18)	-	-	94,909	94,909
Balance at 31 March 2022	-	-	2,638,580	2,638,580
Balance at 1 April 2022	-	-	2,638,580	2,638,580
Additions			63,625	63,625
Acquisition through business combination (Note 23)	8,876,456	4,418,741	317,261	13,612,458
Balance at 31 March 2023	8,876,456	4,418,741	3,019,466	16,314,663
Accumulated depreciation				
Balance at 1 April 2021	-	-	1,897,267	1,897,267
Charge for the year	-	-	372,131	372,131
Balance at 31 March 2022	-	-	2,269,398	2,269,398
Balance at 1 April 2022	-	-	2,269,398	2,269,398
Charge for the year	-	-	340,033	340,033
Balance at 31 March 2023	-	-	2,609,431	2,609,431
Carrying amount				
Balance as at 1 April 2021	-	-	646,404	646,404
Balance as at 31 March 2022	-	-	369,182	369,182
Balance as at 31 March 2023	8,876,456	4,418,741	410,035	13,705,232

	Company	
	Computer software	Total
Cost	**N '000**	**N '000**
Balance at 1 April 2021	2,071,598	2,071,598
Addition	-	-
Transfer from Property , Plant and equipment (Note 18)	94,909	94,909
Balance at 31 March 2022	2,166,507	2,166,507
Balance at 1 April 2022	2,166,507	2,166,507
Addition	-	-
Transfer from Property plant and equipment (Note 18)	-	-
Balance at 31 March 2023	2,166,507	2,166,507
Accumulated depreciation		
Balance at 1 April 2021	1,570,492	1,570,492
Charge for the year	299,993	299,993
Balance at 31 March 2022	1,870,485	1,870,485
Balance at 1 April 2022	1,870,485	1,870,485
Charge for the year	234,247	234,247
Balance at 31 March 2023	2,104,732	2,104,732
Carrying amount		
Balance as at 1 April 2021	501,106	501,106
Balance as at 31 March 2022	296,022	296,022
Balance as at 31 March 2023	61,775	61,775

Computer software relates to acquired software license and other costs directly attributable to the preparation of the computer software for its intended use. Amortization of computer software is calculated based on useful life of 5 years.

Amortisation of intangible assets is recognised in administrative expenses in profit or loss.

For the Group, Brand name and customer relationships relate to previously unidentified intangible assets recognized upon acquisition of Honeywell Flour Mills Plc by the Company during the year. These intangible assets have been estimated to have indefinite useful lives.

21 Goodwill

Group	31-Mar-23			31-Mar-22		
	Cost	Accumulated impairment	Carrying value	Cost	Accumulated impairment	Carrying value
	₦'000	₦'000	₦'000	₦'000	₦'000	₦'000
	4,148,022	-	4,148,022	4,148,022	-	4,148,022

Company	31-Mar-23			31-Mar-22		
	Cost	Accumulated impairment	Carrying value	Cost	Accumulated impairment	Carrying value
	₦'000	₦'000	₦'000	₦'000	₦'000	₦'000
	1,876,816	-	1,876,816	1,876,816	-	1,876,816

The carrying amount of goodwill was allocated to the cash generating units as follows:

	Group	
	31-Mar-23	31-Mar-22
Goodwill on acquisition of Premium Edible Oil Products Limited (formerly ROM Oil Mills Company Limited) - allocated to Premier Feed Mills Company Limited	1,351,067	1,351,067
Goodwill on acquisition of Premium Cassava Products Limited (formerly Thai Farms Limited) - allocated to Nigerian Eagle Flour Mills Limited	920,139	920,139
Goodwill on acquisition of Quilvest through New Horizon Flour Mills Limited - allocated to Flour Mills of Nigeria Plc.	1,876,816	1,876,816
	4,148,022	4,148,022

	Company	
	31-Mar-23	31-Mar-22
Goodwill on acquisition of Quilvest through New Horizon Flour Mills Limited	1,876,816	1,876,816
	1,876,816	1,876,816

Goodwill has been assessed for impairment as part of the annual mandatory impairment testing in line with the requirements of the International Financial Reporting Standards. Goodwill was apportioned to identified Cash Generating Units (CGUs) expected to benefit from the respective business combinations on the basis of management expectation of the benefit to be derived from their synergies.

As at 31 March 2023, the adjusted carrying values of the assets of the CGUs to which the Goodwill was allocated were lower than their recoverable amounts, As a result, no impairment loss on Goodwill has been recognized (2022; Nil).

Goodwill has been allocated for impairment test purposes to the following cash-generating units:

- Flour Mills of Nigeria Plc.
- Premier Feed Mills Company Limited
- Nigerian Eagle Flour Mills Limited

Cash Generating Units

For identified CGUs, the recoverable amount of the cash generating units was determined based on a value in use calculation which uses cash flow projections based on five (5) year projections of current year free cash flows from operations and a weighted average cost of capital (WACC) of 19.7% - 21.3% per annum (2022: 11.70% - 13.70% per annum).

Key forecast assumptions
The key inputs and assumptions used in the value in use calculations for the cash generating units are as follows.

- Discount rate (WACC): 19.7% - 21.30% per annum (2022: 13.00% - 14.20% per annum)
- Net cash flow: The Net cash flow is based on 5-year forecast using 2023 as the base year.
- Terminal growth rate of 4 - 7.41%.
- Inflation rate: Inflation rate is based on forecast consumer price indices during the period for the country. An inflation rate of 21.91% has been applied for the current year (2022: 15.9%). The value assigned to the key assumption is consistent with external sources of information.

The discount rate was based on computed WACC using the Capital Asset Pricing Model (CAPM). The net cash flows were then discounted using this rate to estimate their present values inclusive of a terminal growth value discounted to its present value thereafter. The terminal growth rate was determined based on the average Gross Domestic Product (GDP) growth rate of Nigeria for the past three (3) Decades.

Revenue growth was projected taking into account the average growth levels experienced over the past five (5) years and the estimated sales volume and price growth for the next five years. It was assumed that sales prices would grow at a constant margin above forecast inflation over the next five years.

The estimated recoverable amounts of all CGU's exceeded their carrying amount in the period under review (2022; same). Management has identified that a reasonably possible change in one (1) key assumption, the discount rate of 13.9% utilized in the period under review could cause the carrying amount to exceed the recoverable amount. The following shows the amount in percentages by this key assumption would need to change per CGU for the estimated recoverable amount to equal the carrying amount:

FMN Company (20%), Nigerian Eagle Flour Mills (21%), Premier Flour Mills (16%).

In the prior period, management had assessed that any reasonably possible change in the key assumptions on which the recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable amount of each CGU.

22 Investment in subsidiaries

(a) Investment in subsidiaries are stated at cost and analysed as follows:

	Group		Company	
	31-Mar-23	**31-Mar-22**	**31-Mar-23**	**31-Mar-22**
	N '000	**N '000**	**N '000**	**N '000**
Unquoted				
Apapa Bulk Terminal Limited	-	-	50,000	50,000
Nigerian Eagle Flour Mills Limited	-	-	510,000	510,000
Crestview Towers Limited	-	-	10,000	10,000
FMN International Limited	-	-	1,114,900	1,114,900
Ecowise Horizon Investment Limited (Note 23)	-	-	1,000	-
Golden Penny Power Limited (Note 22 (a)(ii))	-	-	1,000	-
Golden Fertilizer Company Limited (Note 22 (a)(iii))	-	-	38,807,193	-
Golden Sugar Company Limited	-	-	43,817,193	43,817,193
	-	**-**	**84,311,286**	**45,502,093**
Quoted				
Northern Nigeria Flour Mills Plc (Note 22 (a) (i)))	-	-	903,441	303,441
	-	-	85,214,727	45,805,534
Impairment	-	-	(50,000)	(50,000)
	-	**-**	**85,164,727**	**45,755,534**

(i) During the year, the Company paid N600million to acquire 11,446,591 units of shares held by Dantata Investment and Securities Limited in Northern Nigerian Flour Mills Plc.

(ii) During the year, the board of directors approved the transfer of the investment in Golden Fertilizer Company Limited from Golden Sugar Company to Flour Mills of Nigeria Plc. Golden Fertilizer is in the business of fertilizer process and it serves as the holding company for the Agro- allied business under the Flour Mills Group.

(iii) Incorporation of Golden Penny Power Limited

During the year, the Company paid up N1 million for 2,000,000 ordinary shares of 50kobo each in Golden Penny Power Limited, a wholly owned subsidiary, incorporated in Nigeria to carry out the business of power generation, transmission and distribution. The group made a transfer of property, plant and equipment to Golden Penny Power Limited in the total amount of N8.1 billion at the book value from Golden Sugar Company (N6.2 billion), Nigerian Eagle Flour Mills Limited (N1.1billion), and Premium Edible Oil Products Limited (N850 million).

(b)

Shareholding in Subsidiaries	Ordinary Shares	31-Mar-23	31-Mar-22	Principal Activity
Direct shareholding				
Apapa Bulk Terminal Limited	380,000,000 ordinary shares of 50 kobo per shares	100	100	Port Operations
Ecowise Horizon Investment Limited (Note 23)	1,000,000 ordinary shares of N1 per shares	100	-	Investment
Golden Sugar Company Limited	20,000,000 ordinary shares of 50 kobo per shares	100	100	Manufacturing of sugar
Golden Penny Power Limited	1,000,000 ordinary shares of N1 per shares	100	-	Power generation
Northern Nigeria Flour Mills Plc	178,200,000 ordinary shares of 50 kobo per shares	60	53	Flour milling
Crestview Towers Limited	20,000,000 ordinary shares of 50k each	100	100	Real estate
Nigeria Eagle Flour Mills Limited	510,000,000 ordinary shares of N1 per shares	51	51	Flour milling
FMN International Limited	200,000 ordinary shares of $10 each	100	100	Support services
Indirect shareholding				
Servewell Agricultural Services Limited	10,000,000 ordinary shares of 50k each	100	100	Silo storage services
Independent Grain Handling and Storage Limited	10,000,000 ordinary shares of 50k each	100	100	Silo storage services
Upland Grain Production Company Limited	10,000,000 ordinary shares of 50k each	100	100	Silo storage services
Premium Edible Oil Products Limited	4,010,000,000 ordinary shares of 50k each	100	100	Manufacturing of edible oil.
Honeywell Flour Mills Plc	7,930197,658 ordinary shares of 50 kobo per shares	78	-	Manufacturing of flour product
Greywise Investment Solutions Limited	1,000,000 ordinary shares of N1 per shares	100	-	Investment
Best Chickens Limited	20,000,000 ordinary shares of 50k each	100	100	Agriculture
Premier Feed Mills Company Limited	50,000,000 ordinary shares of 50 kobo per shares	62	62	Livestock feeds
Golden Fertilizer Company Limited	100,000,000 ordinary shares of N1 per shares	100	100	Agriculture

The shareholdings in the subsidiaries above represents the Company's voting rights in the subsidiaries.
In prior years, the following dormant companies were liquidated - Iganmu Power Company Limited, Premium Poultry Processors Limited and Premier Chicks Limited. The share capital for these subsidiaries have not been issued or paid up by the Company.
Other than FMN International Limited situated in Cyprus, the place of business of all the subsidiaries is Nigeria.

(c) Movement in investment in subsidiaries

	Group		Company	
	31-Mar-23	**31-Mar-22**	**31-Mar-23**	**31-Mar-22**
	N '000	**N '000**	**N '000**	**N '000**
At 1 April	-	-	45,755,534	62,258,329
Additions in the year (Note 22 (a (i)and (iii)))	-	-	602,000	1,114,900
Transfers (Note 22 (a (ii)))	-	-	38,807,193	-
	-	-	39,409,193	1,114,900
Repayment of Quasi Equity	-	-	-	(17,591,695)
Derecognition due to merger	-	-	-	(26,000)
At 31 March	-	-	85,164,727	45,755,534

During the year, investments in subsidiaries were assessed for impairment considering the future cashflows and net assets of each subsidiary. Impairment indicators were identified relating to the carrying value of the Company's investment in subsidiaries. For the purpose of impairment testing, the subsidiaries identified for impairment testing have been identified as a cash generating unit (CGU).

The recoverable amounts of the identified subsidiaries have been determined on a value-in-use basis.
The key inputs and assumptions used in the value in use calculations for the cash generating units are as follows.

· Discount rate (WACC): 19.7% - 21.30% per annum (2022: 13.00% - 14.20% per annum)
· Net cash flow: The Net cash flow is based on 5-year forecast using 2023 as the base year.
· Terminal growth rate of 4 - 7.41%.
· Inflation rate: Inflation rate is based on forecast consumer price indices during the period for the country. An inflation rate of 21.91% has been applied for the current year (2022: 15.9%). The value assigned to the key assumption is consistent with external sources of information.

The discount rate was based on computed WACC using the Capital Asset Pricing Model (CAPM). The net cash flows were then discounted using this rate to estimate their present values inclusive of a terminal growth value discounted to its present value thereafter. The terminal growth rate was determined based on the average Gross Domestic Product (GDP) growth rate of Nigeria for the past three (3) Decades.

Revenue growth was projected taking into account the average growth levels experienced over the past five (5) years and the estimated sales volume and price growth for the next five years. It was assumed that sales prices would grow at a constant margin above forecast inflation over the next five years.

(d) Subsidiaries with material non-controlling interests

The following information is provided for subsidiaries with non controlling interests which are material to the reporting company. The summarised financial information is provided prior to intercompany eliminations.

	% Ownership interest held by non-controlling interest	
	31-Mar-23	**31-Mar-22**
Northern Nigeria Flour Mills Plc.	40.4%	47.0%
Honeywell Flour Mills Plc	22.3%	0.0%
Premier Feed Mills Company Limited.	38.0%	38.0%
Nigerian Eagle Flour Mills Limited	49.0%	49.0%

31 March 2023

Summarised consolidated and separate statement of financial position **In thousands of Naira**	**NCI percentage**	**Non current assets**	**Current assets**	**Total assets**	**Non current liabilities**	**Current liabilities**	**Total liabilities**	**Net assets**	**Carrying amount of non-controlling interest**
Northern Nigeria Flour Mills Plc	40%	7,622,627	10,111,407	17,734,034	883,665	10,008,950	10,892,615	6,841,419	2,768,038
Premier Feeds Mills Company Limited	38%	30,196,186	31,615,286	61,811,472	8,054,033	39,140,006	47,194,039	14,617,433	5,554,625
Honeywell Flour Plc (note 23)	22%	83,463,437	78,753,163	162,216,600	80,519,978	60,559,241	141,079,219	21,137,381	6,687,508
Nigerian Eagle Flour Mills Limited	49%	5,352,913	11,804,893	17,157,806	1,078,760	5,102,907	6,181,667	10,976,140	5,378,308
Total		126,635,163	132,284,749	258,919,912	90,536,436	114,811,104	205,347,540	53,572,373	20,388,479
Intra-group eliminations									(5,170,978)
Non-controlling interest per consolidated statement of financial position									15,217,501

Summarised statement of profit or loss and other comprehensive income **In thousands of Naira**	**NCI %**	**Revenue**	**Profit/(loss) before tax**	**Tax expense**	**Profit/(loss) for the year**	**Other comprehensive income**	**Total comprehensive income**	**Profit/(loss) allocated to NCI**	**OCI attributable to NCI**	**Total comprehensive income attributable to NCI**
Northern Nigeria Flour Mills Plc	40%	16,161,840	544,163	15,763	559,926	-	93,424	226,210	-	226,210
Premier Feeds Mills Company Limited	38%	81,048,659	(2,906,485)	-	(2,906,485)	-	(2,906,485)	(1,104,464)	-	(1,104,464)
Honeywell Flour Plc	22%	132,778,935	(8,270,309)	(203,828)	(8,474,137)	-	(8,474,137)	(1,885,496)	-	(1,885,496)
Nigerian Eagle Flour Mills Limited	49%	40,009,485	5,169,785	4,761	5,174,546	-	5,174,546	2,535,528	-	2,535,528
Total		269,998,919	(5,462,846)	(183,304)	(5,646,150)	-	(6,112,652)	(228,222)	-	(228,222)
Intra-group eliminations									-	-
Total profit or loss allocated to non-controlling interest								(228,222)	-	(228,222)

Summarised statement of cash flows

In thousands of Naira	NCI percentage Cash flow from	Cash flow operating activities	Cash flow investing activities	Cash flow financing activities	Net increase (decrease) in cash flow
Northern Nigeria Flour Mills Plc	40%	1,209,107	(159,280)	(250,146)	799,681
Premier Feeds Mills Company Limited	38%	9,392,060	(1,753,171)	(10,185,685)	(2,546,796)
Honeywell Flour Plc	22%	(553,009)	(1,300,350)	(4,698,685)	(6,552,044)
Nigerian Eagle Flour Mills Limited	49%	(8,271,130)	(579,423)	8,643,149	(207,404)
Total		1,777,028	(3,792,224)	(6,491,367)	(8,506,563)

On 12 May 2022, The group acquired 77.75% of the voting rights of Honeywell Flour Mills Plc (HFM) and HFM became a subsidiary from that date (see Note 23). Accordingly the information relating to HFM is only for the period from 12 May 2022 to 31 March 2023.

31 March 2022

Summarised consolidated and separate statement of financial position In thousands of Naira	NCI percentage	Non current assets	Current assets	Total assets	Non current liabilities	Current liabilities	Total liabilities	Net assets	Carrying amount of non-controlling interest
Northern Nigeria Flour Mills Plc	47%	3,858,158	9,456,970	13,315,128	669,273	9,791,386	10,460,659	2,854,469	1,341,600
Premier Feeds Mills Company Limited	38%	8,917,792	40,278,516	49,196,308	9,512,303	22,612,209	32,124,512	17,071,796	6,487,282
Nigerian Eagle Flour Mills Limited	49%	5,902,026	28,178,947	34,080,973	22,222,834	6,091,269	28,314,103	5,766,870	2,825,766
Total		18,677,976	77,914,433	96,592,409	32,404,410	38,494,864	70,899,274	25,693,135	10,654,649
Intra-group eliminations									(1,896,433)
Non-controlling interest per consolidated statement of financial position									8,758,216

The difference between the carrying amount of the Non-controlling interest and the non-controlling interest's proportionate share of the net assets of the subsidiary is represented by goodwill.

Notes to the consolidated and separate financial statements

Summarised statement of profit or loss and other comprehensive income In thousands of Naira	NCI %	Revenue	Profit/(loss) before tax	Tax expense	Profit for the year	Other comprehensive income	Total comprehensive income attributable	Profit allocated to NCI	OCI attributable to NCI	Total comprehensive income attributable to NCI
Northern Nigeria Flour Mills Plc	47%	15,232,820	184,527	(103,859)	80,668	12,756	93,424	37,914	5,995	43,909
Premier Feeds Mills Company Limited	38%	103,914,977	1,154,432	-	1,154,432	34,640	1,189,072	438,684	13,163	451,847
Nigerian Eagle Flour Mills Limited	49%	62,504,628	6,056,080	(2,254,871)	3,801,209	23,094	3,824,303	1,862,592	11,316	1,873,908
Total		181,652,425	7,395,039	(2,358,730)	5,036,309	70,490	5,106,799	2,339,191	30,475	2,369,665
Intra-group eliminations								-	-	-
Total profit or loss allocated to non-controlling interest								2,339,191	30,475	2,369,665

Summarised statement of cash flows

In thousands of Naira	NCI percentage Cash flow from	Cash flow operating activities	Cash flow investing activities	Cash flow financing activities	Net increase (decrease) in cash flow
Northern Nigeria Flour Mills Plc	47%	2,271,879	(514,610)	(1,316,333)	440,936
Premier Feeds Mills Company Limited	38%	9,392,060	(1,753,171)	(10,185,685)	(2,546,796)
Nigerian Eagle Flour Mills Limited	49%	(8,271,130)	(579,423)	8,643,149	(207,404)
Total		3,392,809	(2,847,204)	(2,858,869)	(2,313,264)

23 Business Combination - Incorporation of Ecowise Horizon Investment Limited and Acquisition of Honeywell Flour Mills Plc

Ecowise and Greywise were incorporated as special purpose vehicles used for the acquisition of 77.75% of the voting right in Honeywell Flour Mills Plc.

On 12 May 2022, Flour Mills of Nigeria Plc (FMN), through the above-named special purpose vehicles, acquired 77.75% of the voting rights of Honeywell Flour Mills Plc (HFM), a manufacturer and marketer of wheat-based products including flour, semolina, whole wheat meal, noodles and pasta.

The voting rights are indirectly held through Ecowise Horizon Investment Limited and Greywise Investment Solutions Limited, a subsidiary and affiliate of FMN respectively.

The transaction was entered into as part of FMN's global growth strategy, to create a stronger and more resilient national champion for Nigeria and further enhance food security. The transaction will combine the strategic talents that are unique to each company, enhance customer's access to a wider range of innovative products and enable FMN expand its group operations.

Details of the purchase consideration are as follows:

	N'000
Purchase consideration	25,895,871
Total purchase consideration	25,895,871

N3.08 billion of the purchase consideration is currently held in escrow in accordance with the sale and purchase agreement. This amount will be utilised to offset any warranties as outlined in the agreement and may be payable in cash.

Acquisition-related costs of N576 million (2022: N554 million) are included in legal and professional fees under administrative expenses in the statement of profit or loss and in operating cash flows in the statement of cash flows. The total amount of acquisition related costs is N1.13 billion.

The fair value assets and liabilities recognised as a result of the acquisition are as follows:

	Fair value N'000
Property, plant and equipment	85,707,600
Right of use asset	947,083
Intangible assets	317,261
Intangible assets: customer relationships	4,418,741
Intangible assets: brand names	8,876,453
Inventories	42,387,036
Trade and other receivables	885,020
Prepayments	2,971,986
Cash and cash equivalents	20,150,572
Borrowings	(81,505,169)
Lease liabilities	(876,467)
Deferred tax	(15,045,906)
Trade and other payables	(12,812,481)
Current tax liabilities	(814,750)

Net identifiable assets acquired	55,606,979
Less: non-controlling interests (measured at fair value of the recognised identifiable net assets)*	(6,687,508)
Net assets acquired	48,919,471

*The fair value of the non-controlling interests as at the acquisition date has been determined by multiplying the number of shares held by non-controlling interests by the prevailing market price of an Honeywell Flour Mills Plc share as at 12 May 2022 being N3.79.

Gain on bargain purchase

Gain on bargain purchase arising from the acquisition has been recognised as follows:

	N'000
Consideration transferred	25,895,871
Non-controlling interest in the acquiree	6,687,508
Fair value of identifiable net assets	(55,606,979)
	(23,023,600)

The entity has made a gain on bargain purchase of N23.02 billion which is included in other income. The gain on bargain purchase has arisen due to FMN controlling 77.75% of the voting rights but only having transferred 48.70% of the total purchase consideration in line with FMN's equity participation rights.

Acquired receivables

The fair value of acquired trade receivables is N755.3 million. The gross contractual amount for trade receivables due is N1.17 billion, with a loss allowance of N414.2 million recognised on acquisition.

Revenue and profit contribution

The acquired business contributed revenues of N132 billion and net loss of N8.2 billion to the Group for the period from 12 May 2022 to 31 March 2023. If the acquisition had occurred on 1 April 2022, consolidated pro-forma revenue and loss for the year ended 31 March 2023 would have been N147 billion and N9 billion respectively. These amounts have been calculated using the subsidiary’s results and adjusting them for:

- differences in the accounting policies between the group and the subsidiary, and

- the additional depreciation and amortisation that would have been charged assuming the fair value adjustments to property, plant and equipment and intangible assets had applied from 1 April 2022, together with the consequential tax effects.

Indemnification asset

An indemnification asset amounting to N3.76 billion has been recognised in the consolidated financial statements at the acquisition date, in connection with liability assumed from the acquisition of Honeywell Flour Mills Plc. The liability represents principal and interest of outstanding loan owed by Honeywell to Ecobank Nigeria Limited, its banker. The seller of Honeywell agreed to indemnify Flour Mills of Nigeria Plc of any liability arising from the acquisition in connection with the debt owed to the bank.

Indemnification liability

An amount of N3.76 billion has been recognised as a contingent liability in connection with the liability assumed from the acquisition of Honeywell Flour Mills Plc. This amount has been disclosed in the financial statement due to the fact that there has been a final judgment at the Supreme Court within the measurement date, which indicates that Honeywell is liable to its bankers.

24 Other Investments

Investments held by the Group which are measured at fair value, excluding derivatives are as follows:

Equity instruments at fair value through other comprehensive income
The specific investments which are measured at fair value through other comprehensive income are as follows:

	Group		Company	
	31-Mar-23	**31-Mar-22**	**31-Mar-23**	**31-Mar-22**
Quoted equity investments	**₦'000**	**₦'000**	**₦'000**	**₦'000**
Transnational Corporation Plc	127,500	127,500	127,500	127,500
Net fair value loss	(80,240)	(93,500)	(80,240)	(93,500)
	47,260	34,000	47,260	34,000
	47,260	**34,000**	**47,260**	**34,000**

The Group's investment in Transnational Corporation Plc was fair valued using the market price of N1.39 per share (2022: N1) as at year end which resulted in fair value increase of N13.2 million (2022: fair value increase of N5.1 million). The fair value changes have been recognised in other comprehensive income with no income tax impact. The valuations have been categorised as Level 1 in the fair value hierarchy as there are no unobservable input to the valuation. The valuation was done on the same basis as in prior year and there has been no transfers between levels during the year.

The Group designated the equity securities at FVOCI because the equity securities represent investments that the Group intends to hold for the long term for strategic purposes.

25 Biological asset

	Livestock (a)	Oil palm (b)	Cassava (c)	Sugar cane (d)	Total
	N'000	**N'000**	**N'000**	**N'000**	**N'000**
Balance at 1 April 2021	30,930	60,094	-	316,343	407,369
Addition	8,160	1,509,279	41,123	2,751,160	4,309,722
Fair value gain/(loss) due to remeasurement	47,565	64,847	37,131	(720,996)	(571,453)
Harvested during the year	(13,180)	(1,542,246)	-	(1,759,652)	(3,315,078)
Balance at 31 March 2022	**73,475**	**91,974**	**78,254**	**586,855**	**830,559**
Balance at 1 April 2022	73,475	91,974	78,254	586,855	830,559
Additions	8,375	177,869	11,184	5,829,822	6,027,250
Fair value gain/(loss) due to remeasurement	27,914	12,219	5,192	(1,344,967)	(1,299,642)
Harvested during the year	(55,266)	(207,970)	(7,214)	(4,566,945)	(4,837,395)
Balance at 31 March 2023	**54,498**	**74,092**	**87,416**	**504,765**	**720,772**

	31-Mar-23	31-Mar-22
Analysed into:	**₦'000**	**₦'000**
Current	666,274	757,085
Non-current	54,498	73,474
	720,772	**830,559**

(a) Livestock relates to poultry used for poultry eggs production at Best Chickens Limited and are stated at fair value less estimated point-of-sale costs, with any resultant gain or loss recognised in the profit or loss. Point-of-sale costs include all costs that will be necessary to sell the assets. The fair value of livestock is determined based on valuation using the market prices of livestock of similar age, breed and generic merit.

(b) Oil palm refers to growing fresh fruit bunches at Premium Edible Oil Products Limited and are stated at fair value less cost-to-sell with any resultant gain or loss recognised in profit or loss. Selling costs include all costs that would be necessary to sell the fresh fruit bunches (including cost of harvest). The fair value is determined based on valuation using the market prices of fresh fruit bunches per tonne of similar weight and quality. Oil Palm trees are classified as bearer plants (See Note 18).

(c) Cassava is cultivated at Premium Cassava Products Limited (a division of Golden Sugar Company) and the harvested cassava tubers are used for starch extraction and production of high quality cassava flour. They are stated at fair value less estimated cost-to-sell. Cost-to-sell include costs that would be necessary to sell the cassava tubers (including the cost of harvest). Fair value is determined based on valuation using market prices per tonne of cassava tubers of similar weight and quality, adjusted for stage of maturity.

(d) Growing sugarcane refers to sugarcane plants at the plantation owned by Golden Sugar Company Limited. The initial sugarcane suckers has a cane-production life of seven years (See Note 18). The cost of the suckers, the related land preparation cost and other directly associated cost such as those of fertilizer have been capitalised as bearer plants and are being depreciated over seven years. The canes which are harvested from the suckers annually for sugar milling are classified as biological assets. The biological assets are carried at fair value less estimated cost to sell. The fair value is based on market prices of sugarcane per tonne and stage to maturity.

Methods and assumptions used in determining fair value

Fair value is determined using market-based evidence by appraisal. Valuation of biological assets is carried out at sufficient regularity to identify any material movement and any material differences are adjusted accordingly to ensure that the carrying value of the assets does not differ materially from the fair values determined as at the reporting date.

Measurement of fair values

Fair value hierarchy

The fair value measurement for the oil palm fresh fruit bunch, livestock, sugarcane and cassava have been categorised as Level 2 fair values based on observable market sales data inputs.

The following table shows the valuation techniques used in measuring fair values as well as the valuation variables used:

Type		Valuation techniques	Valuation variables	Inter-relationship between key valuation variables and fair value measurement
Oil Palm		Market comparison technique: The fair values are based on market price per tonne of similar palm fruit bunches adjusted for age of maturity.	Estimated plantation size 1,497 hectares (2022: 1,513 hectares) Estimated market price per tonne N158,281 (2022: N130,227) Number of trees 166,840 (2022: 168,769). Estimated yield per tree 5 bunches per year (2022: 5). Estimated cost to sell per bunch N361 (2022: N229).	The estimated fair value would increase/(decrease) if: a. the estimated price per tonne of fresh fruit bunch were higher/(lower). b. If the estimated yield per tree were higher/(lower). c. If the estimated cost to sell were lower/(higher)
Livestock		Market comparison technique: The fair values are based on market price of livestock of similar age, weight and breed.	Estimated number of birds as at 2023: 23,883 (2022: 31,482). Average age ranges between 18 and 88 weeks. Average price per bird is N2,300 (2022: N2,334).	The estimated fair value would increase/(decrease) if: a. the estimated price per birds were higher/(lower) b. the estimated number of birds were higher/ (lower)
Cassava		Market comparison technique: The fair values are based on market price per tonne of cassava tubers of similar quality.	Estimated hectares of cultivated land in the year was 433 hectares (2022: 189.23 hectares). Also the estimated yield per hectare was 7.54 metric tonnes (2022: 10.52 tonnes). Estimated market price N43,000 per metric tonne (2022: N40,000 per metric tonne).	The estimated fair value would increase/(decrease) if: a. the estimated price per tonne were higher/ (lower) b. If the estimated yield per hectare were higher/(lower)
Sugarcane		Market comparison technique: The fair values are based on market price of similar cane sugar per tonne adjusted for estimated cost to sell and discounted for stage of maturity.	Estimated plantation size 2,856 hectares (2022: 2,447 hectares) Estimated market price per metric tonne is N27,000 per metric tonnes (2022: N16,000 per metric tonnes). Estimated yield per hectare 70 metric tonnes (2022: 65 metric tonnes).	The estimated fair value would increase/ decrease if: (a) Price per metric tonne were higher/ (lower) (b) Estimated yield per hectare were higher/ (lower).

Risk management strategy related to agricultural activities

The Group is exposed to the following risks relating to its biological assets:

a Regulatory and environmental risks

The Group is subject to laws and regulations in the states in which it operates. The Group has established environmental policies and procedures aimed at compliance with local environmental and other laws.

b Supply, demand and yield risks

The Group is exposed to risks arising from fluctuations in the prices of agricultural produce, birds and seedlings for cultivation as well as yield volumes. When possible, the Group manages these risks by aligning its harvest volume to market supply and demand. Management performs regular industry trend analyses for projected harvest volumes and pricing. The Group manages yield volume risks by employing latest technology and sourcing for optimally viable seedlings.

c Climate, disease and other risks

The Group's biological assets are exposed to the risks of damage from climatic conditions, diseases, forest fires and other natural forces. The Group has processes in place aimed at monitoring and mitigating those risks, including insurance, regular health inspections for the poultry, poultry vaccinations, use of environmentally friendly pesticides for the crops and leveraging on industry pest and disease surveys as well as other agricultural best practices.

26 Long term loans and receivables

	Group		Company	
	31-Mar-23	**31-Mar-22**	**31-Mar-23**	**31-Mar-22**
	₦’000	₦’000	₦’000	₦’000
Premium Edible Oil Products Limited	-	-	-	1,796,176
Port Harcourt Flour Mills Limited	166,974	166,974	-	-
Premier Feeds Mills Limited	-	-	-	956
Golden Sugar Company Limited	-	-	12,836,775	46,016,421
Golden Fertilizer Company Limited	-	-	8,058,883	651,101
Nigerian Eagle Flour Mills Limited	-	-	-	21,480,689
Independent Grain Handling Services	-	-	-	570,016
Servewell Agricultural Services Limited	-	-	-	576,970
Upland Grain Production Limited	-	-	-	560,292
Honeywell Flour Mills Plc	-	-	1,100,609	-
Receivable from ABCML	43,534	37,551	-	-
Impairment of Long term receivables	(166,974)	(166,974)	(1,142,726)	(1,690,285)
Total long term loans and receivables	43,534	37,551	20,853,541	69,962,336

Credit quality on long term receivables

The Company granted intercompany loans with a carrying amount of N20.8 billion as at 31 March 2023 (2022: N69.96 billion) to related parties within the Group. The loan is receivable in tranches within Seven years, with the possibility of early refund (partial; or whole) with 30 days notice, without penalty payments and the loans are unsecured. The Company and the Group are faced with the risk that there might be a shortfall in the repayment of these receivables. Adequate agreements are put in place as well as ensuring that the business activities of these entities are monitored closely on a monthly basis and interest are charged based on the weighted average cost of group borrowing facilities.

Movement in Long term receivables

	Group		Company	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
	₦'000	₦'000	₦'000	₦'000
Opening balance	37,551	38,852	69,962,336	62,423,085
Additions during the year	6,887	-	111,259,003	314,672,741
Transfer from trade and other receivables	-	-	-	790,078
	44,438	38,852	181,221,339	377,885,904
Repayments in the year	(904)	(1,301)	(160,915,357)	(310,978,887)
Writeback/(impairment loss) in the year	-	-	547,559	3,055,319
	43,534	37,551	20,853,541	69,962,336

27 Inventories

	Group		Company	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
	₦'000	₦'000	₦'000	₦'000
Raw materials and components	222,759,605	207,269,576	86,141,446	101,949,196
Work in progress	13,456,234	13,325,177	5,254,552	5,474,955
Finished goods	30,752,760	17,655,561	16,753,825	10,855,435
Consumable stores and maintenance spares	73,064,509	50,270,719	45,801,702	37,531,307
	340,033,108	288,521,033	153,951,525	155,810,893
Inventories (write-downs)	(3,658,468)	(4,058,212)	(2,025,899)	(330,523)
	336,374,640	284,462,821	151,925,626	155,480,370

The cost of inventories recognised as an expense during the year in the Group was N1.26 trillion (2022: N960 billion), while in the Company it was N773 billion (2022: N717 billion).

Inventory write down during the period for the Group was N4.52 billion (2022: N4.06 billion), Company N2.29 billion (2022: N330 million). This has been recognised in the cost of sales.

28 Trade and other receivables

	Group		Company	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
	₦'000	₦'000	₦'000	₦'000
Trade receivables	37,108,984	32,627,216	20,020,541	16,024,769
Trade receivables - related parties net (Note 43)	-	-	64,460,191	17,476,627
Impairment allowance on trade receivables	(4,185,485)	(3,719,785)	(2,880,779)	(2,495,709)
Trade receivables at amortised cost	32,923,499	28,907,431	81,599,953	31,005,687
Staff debtors	3,610,006	3,133,172	2,653,986	2,498,920
Sundry debtors*	10,936,053	7,860,327	13,563,173	10,277,827
Total trade and other receivables	47,469,558	39,900,930	97,817,112	43,782,434

*Sundry debtors relate majorly to Group and Company's withholding tax of N2.9 billion and N428 million (2022: N2.6 billion and N695 million) respectively. Also included in sundry debtors is an amount of N9.0 billion (2022: N5.0 billion) relating to Company's dividend receivable from subsidiaries .

Exposure to credit risk

The average credit period on sale of goods is 30 days. The Group uses an allowance matrix to measure the Expected Credit Losses (ECLs) of trade receivables from customers. Loss rates are calculated using a 'roll rate' method based on the probability of a receivable progressing through successive stages of delinquency to write-off.

Roll rates are calculated using the age of outstanding receivables and historical loss rates. The historical loss rates are adjusted to reflect current and forward looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified the inflation rate and Gross Domestic Product (GDP) of Nigeria to be the most relevant factors, and accordingly adjusts the historical loss rates based on expected changes in this factor. Scalar factor of 1.00 (2022: 1.00) applied are based on inflation, exchange forecasts and national economic outlook.

The Group has recognised an allowance for doubtful debts of 100% against all receivables over 365 days because historical experience has been that receivables that are past due beyond 365 days are not recoverable. Allowances for doubtful debts are recognised against trade receivables between 30 and 365 days based on the determined loss rate per age bracket.

Before accepting a new customer the Group initially trades with the customer on a cash basis to assess the customer's ability and also determine the customer's transaction volumes. This enables a reasonable credit limit to be set. Once these are determined the customer is then allowed to apply for a credit facility from the Company through a rigorous process with several levels of approval. Also certain categories of credit customers provide bank guarantees before being accepted as credit customers of the Group.

Credit sales form a small portion of overall sales (2%). The concentration of credit risk is limited due to this fact and the large and unrelated customer base. The Group has pledged no trade receivables during the year.

Group

		31-Mar-23	**31-Mar-22**	**31-Mar-23**	**31-Mar-23**	**31-Mar-22**	**31-Mar-22**
	Credit impaired	Weighted average loss rate	Weighted average loss rate	Gross carrying amount	Loss allowance (Lifetime expected credit loss)	Gross carrying amount	Loss allowance (Lifetime expected credit loss)
				₦'000	**₦'000**	**₦'000**	**₦'000**
1- 30 days	No	5%	5%	27,939,830	1,397,378	24,689,969	1,241,898
31- 60 days	No	8%	8%	4,997,789	383,408	4,417,895	340,748
61 - 90 days	No	24%	24%	1,239,429	294,764	1,095,618	261,967
91 - 180	No	34%	34%	1,111,867	374,729	982,857	333,034
181 - 365	No	40%	40%	141,697	56,834	125,256	50,511
Over 365 days	Yes	100%	100%	1,678,372	1,678,372	1,491,627	1,491,627
				37,108,984	**4,185,485**	**32,803,220**	**3,719,785**

Notes to the consolidated and separate financial statements

Company	Credit impaired	31-Mar-23 Weighted average loss rate	31-Mar-22 Weighted average loss rate	31-Mar-23 Gross carrying amount	31-Mar-23 Loss allowance (Lifetime expected credit loss)	31-Mar-22 Gross carrying amount	31-Mar-22 Loss allowance (Lifetime expected credit loss)
				₦'000	₦'000	₦'000	₦'000
1- 30 days	No	5%	5%	14,011,469	648,105	11,268,380	561,474
31- 60 days	No	13%	14%	2,356,361	313,293	1,906,785	271,415
61 - 90 days	No	23%	25%	1,234,049	286,512	998,602	248,214
91 - 180	No	33%	35%	1,163,350	384,037	941,392	332,703
181 - 365	No	81%	86%	33,303	26,823	26,949	23,238
Over 365 days	Yes	100%	100%	1,222,009	1,222,009	1,058,664	1,058,664
				20,020,541	**2,880,779**	**16,200,773**	**2,495,709**

Reconciliation of expected loss allowances

The following table shows the movement in the loss allowance (lifetime expected credit losses) for intercompany and trade receivables and 12 months expected credit loss for loan receivables;:

Group 2023

	Long term receivables	Trade receivables	Total
	₦'000	₦'000	₦'000
Opening balance	166,974	3,719,785	3,886,759
Arising from business combination	-	(1,043,808)	(1,043,808)
Impairment loss	-	1,509,508	1,509,508
Closing balance	166,974	4,185,485	4,352,459

Company 2023	Intercompany receivable	Long term receivables	Trade receivables	Total
	₦'000	₦'000	₦'000	₦'000
Opening balance	358,904	1,690,285	2,495,708	4,544,897
Impairment loss/(write-back)	85,673	(547,559)	385,071	(76,816)
Closing balance	444,577	1,142,726	2,880,779	4,468,081

Group 2022

	Long term receivables	Trade receivables	Total
	₦'000	₦'000	₦'000
Opening balance	166,974	4,134,993	4,301,967
Impairment loss/(write-back)	-	(415,208)	(415,208)
Closing balance	166,974	3,719,785	3,886,759

Company 2022	Intercompany receivable ₦'000	Long term receivables ₦'000	Trade receivables ₦'000	Total ₦'000
Opening balance	259,287	4,745,604	2,672,306	7,677,197
Impairment loss	99,617	(3,055,319)	(176,598)	(3,132,300)
Closing balance	358,904	1,690,285	2,495,708	4,544,897

29 Derivatives

Refer to Note 47 fair value information for details of valuation policies and processes.

Refer to Financial instruments and risk management for further details

Group	31-Mar-23		31-Mar-22	
	Assets ₦'000	Liabilities ₦'000	Assets ₦'000	Liabilities ₦'000
Foreign exchange futures contracts- Forwards	-	2,942,620	84,480	1,898,421
	-	2,942,620	84,480	1,898,421

Company	31-Mar-23		31-Mar-22	
	Assets ₦'000	Liabilities ₦'000	Assets ₦'000	Liabilities ₦'000
Foreign exchange futures contracts- Forwards	-	2,088,559	84,480	1,898,421
	-	2,088,559	84,480	1,898,421

There are no significant unobservable inputs, thus the valuation is categorised as level 2 in the fair value hierarchy. Holding all other variables constant, a change by 100 basis point in exchange rates will result in the following variations in the derivative assets and liabilities.

Group	31-Mar-23		31-Mar-22	
	Assets ₦'000	Liabilities ₦'000	Assets ₦'000	Liabilities ₦'000
Base derivative asset/ (liabilities)	-	(2,942,620)	84,480	(1,898,421)
	-	(2,942,620)	84,480	(1,898,421)

	Derivative forward net ₦'000	Derivative futures net liability ₦'000	Derivative forward net ₦'000	Derivative futures net liability ₦'000
100 basis point increase in NIBOR rates	-	(2,957,458)	84,906	97,538
100 basis point increase in USD LIBOR rates	-	(2,938,719)	84,368	96,920
100 basis point increase in NIBOR rates	-	(2,927,782)	84,054	96,560
100 basis point increase in USD LIBOR rates	-	(2,946,521)	84,592	97,178

Company	**31-Mar-23**		**31-Mar-22**	
	Assets	**Liabilities**	**Assets**	**Liabilities**
	₦'000	**₦'000**	**₦'000**	**₦'000**
Base derivative asset/ (liabilities)	-	(2,088,559)	84,480	(1,898,421)
	-	(2,088,559)	84,480	(1,898,421)

	Derivative forward net **₦'000**	Derivative futures net liability **₦'000**	Derivative forward net **₦'000**	Derivative futures net liability **₦'000**
100 basis point increase in NIBOR rates	-	(2,098,616)	84,887	1,907,559
100 basis point increase in USD LIBOR rates	-	(2,086,107)	84,381	1,896,186
100 basis point increase in NIBOR rates	-	(2,078,517)	84,074	1,889,286
100 basis point increase in USD LIBOR rates	-	(2,091,026)	84,580	1,900,662

The Group and Company's derivative asset and liability represents the fair value of Forward contracts with the intention of hedging against exchange rate volatility of foreign payables from various vendors. At the end of the year, the Group and Company had a total foreign currency payable of USD 96 million (2022: USD154.6 million).

The full fair value of a derivative is classified as a non-current asset or liability if the remaining maturity of the derivative is more than 12 months and, as a current asset or liability, if the maturity of derivative is less than 12 months.

The fair value of the futures and forward contracts have been determined using market-related input as follows:

*Exchange rate of N561/ USD
*Average discount rate of 7.64% determined based on the NIBOR and LIBOR rates.
*The value of the forward is the discounted value of the cash flow to be obtained using the difference between the strike price and the estimated foreign exchange rate at maturity date.

30 Prepayments

	Group		**Company**	
	31-Mar-23	**31-Mar-22**	**31-Mar-23**	**31-Mar-22**
	₦'000	**₦'000**	**₦'000**	**₦'000**
Deposit for imports (Letters of credit)	131,489,455	27,274,536	125,642,327	25,939,887
Deposit for FX relating to forward and futures contracts	53,775,923	9,219,302	17,833,104	9,219,120
Advance payment to suppliers	31,567,363	14,191,647	19,542,369	8,060,479
Prepaid rent on operating premises*	212,042	170,103	164,597	108,150
Prepaid expenses **	11,028,301	4,434,101	6,409,746	3,698,362
	228,073,084	55,289,689	169,592,143	47,025,998
Analysed into:				
Current	228,073,084	55,289,689	169,592,143	47,025,998
Non-Current	-	-	-	-
	228,073,084	55,289,689	169,592,143	47,025,998

*Prepaid rent represents advance payment on short term leases.

**Prepaid expenses comprises of prepaid insurance premium, and prepaid IT expenses.

The Company made a payment of N31.3billion which it anticipates will be treated as a prepayment. The amount was charged to profit or loss by year end as per Note 16.

31 Cash and cash equivalents

Cash and cash equivalents consist of:	Group		Company	
	31-Mar-23	**31-Mar-22**	**31-Mar-23**	**31-Mar-22**
	₦'000	**₦'000**	**₦'000**	**₦'000**
Cash on hand	966,470	1,098,441	898,055	958,990
Bank balances and fixed deposits	96,735,559	30,522,980	66,268,998	19,314,892
Cash and cash equivalents per statement of financial position	97,702,029	31,621,421	67,167,053	20,273,882
Bank overdraft	(32,806,764)	(9,937,833)	(20,191,541)	(4,563,004)
Cash and cash equivalents per statement of cashflows	**64,895,265**	**21,683,588**	**46,975,512**	**15,710,878**

Cash and cash equivalents comprise cash and bank balances, net of outstanding bank overdrafts. The carrying amount of these assets approximate their fair values due to their short term nature. See note 46 for additional information on exposure to credit and currency risk.

Included in cash and cash equivalents are short term deposits for unclaimed dividends amounting to N4.04 billion (2022: N3.48 billion) for the Company.

		Group		Company	
		31-Mar-23	**31-Mar-22**	**31-Mar-23**	**31-Mar-22**
		₦'000	**₦'000**	**₦'000**	**₦'000**
32 Cash generated from(used in) operations profit for the year					
Profit for the year		29,504,285	28,015,226	14,173,904	21,819,816
Adjustments for:					
Depreciation	18	24,882,238	22,098,245	13,853,626	12,069,677
Amortisation of intangible assets	20	340,033	372,131	234,247	299,993
Depreciation of investment property	19	105,110	105,110	2,055	2,054
Gain on loan modification	34	3,572,570	(3,172,787)	969,253	(1,219,568)
Losses/(gains) on disposals of property, plant and equipment	8	195,838	50,362	199,604	(8,494)
Depreciation of ROU assets	41	2,087,670	1,888,683	420,061	394,355
Net losses/ (gain) on foreign exchange	8	22,570,929	4,906,931	7,037,515	3,560,393
Investment income	12	(717,611)	(1,086,420)	(13,178,025)	(12,778,485)
Finance costs	13	55,725,721	25,481,623	29,213,926	15,195,572
Fair value loss/(gain) on biological assets	24	1,299,642	571,454	-	-
Fair value loss/(gain) on derivatives	8	2,807,026	(389,420)	1,954,707	(321,799)
Provision for retirement benefit obligations	34	2,423,527	2,312,306	1,798,047	1,802,449
Write-off/impairment of property plant and equipment	18	(670,703)	166,252	(795,534)	220,915
Income tax charge/(credit)	14	10,278,323	11,200,392	18,078,901	7,929,013
Provision for long service award	35	866,623	126,347	412,857	128,521

Reversal of impairment on long term loans and trade receivables	28	(1,509,508)	415,208	(76,816)	(3,132,300)
Minimum tax	14	2,969,506	1,902,530	-	-
		156,731,219	94,964,173	74,298,328	45,962,112
Changes in working capital:					
Inventories		(51,911,819)	(89,013,785)	3,554,744	(78,500,242)
Trade and other receivables		(9,714,668)	(18,915,976)	(57,240,260)	(24,454,494)
Prepayments		(172,783,395)	(8,624,785)	(122,566,145)	(14,168,436)
Trade and other payables		158,131,714	72,309,139	86,075,298	72,084,627
Deferred income		12,697,394	6,919,604	(2,409,728)	3,334,103
Contract liabilities		19,477,303	(10,646,852)	10,817,210	(4,881,684)
Derivative assets		84,480	926,720	84,480	859,099
Derivative liability		(1,762,827)	1,801,372	(1,764,569)	1,849,099
		110,949,401	49,719,610	(9,150,642)	2,084,184

(a) The changes in property, plant and equipment have been adjusted for transfers to leases, intangible assets, and fixed assets transferred to related parties as disclosed in Note 1.

(b) The changes in trade and other receivables for the Company has been adjusted for transfer to long term receivables and loans converted to equity as disclosed in Note 26. Also, changes in trade and other receivables for the Group and Company have been respectively adjusted for withholding tax utilized as disclosed in Note 14.

(c) The changes in inventory for the Group has been adjusted for biological assets harvested during the year as disclosed in Note 25.

(d) The changes in derivative asset for the Group and Company has been adjusted for fair value gains disclosed in Note 8.

(e) The changes in trade and other payables for the Company have been adjusted for related party transfers of retirement benefit obligations and long service awards as disclosed in Note 35 and Note 36 respectively.

(f) Included in the proceeds from loans and borrowings are transaction costs related to loans and borrowings.

Reconciliation of movements of liabilities to cash flows arising from financing activities

Group		**Loans and borrowings ₦'000**	**Lease liabilities ₦'000**	**Dividend payable ₦'000**	**Total ₦'000**
Balance as at 1 April 2022		148,827,642	17,654,283	2,804,900	169,286,825
Changes from financing cash flows					
Proceeds from borrowings	34	266,020,282	-	-	266,020,282
Repayment of borrowings	34	(68,729,197)	-	-	(68,729,197)
Repayment of lease liabilities	42	-	(3,000,330)	-	(3,000,330)
Dividend paid	39	-	-	(11,097,290)	(11,097,290)
Total changes from financing cash flows		**197,291,085**	**(3,000,330)**	**(11,097,290)**	**183,193,465**
Other changes					
Gain on loan modification		3,572,570	-	-	3,572,570
Foreign exchange difference		-	413,115	-	413,115
New leases		-	846,348	-	846,348
Interest expense		-	1,837,854	-	1,837,854
Dividend declared during the year		-	-	8,815,850	8,815,850
Unclaimed dividend transferred to reserve		-	-	(6,958)	(6,958)
Total liability-related other changes		3,572,570	3,097,317	8,808,892	15,478,779
Balance as at 31 March 2023		349,691,297	17,751,270	516,502	367,959,069

Notes to the consolidated and separate financial statements

Company		**Loans and borrowings ₦'000**	**Lease liabilities ₦'000**	**Dividend payable ₦'000**	**Total ₦'000**
Balance as at 1 April 2022		90,598,826	590,079	2,804,900	93,993,805
Changes from financing cash flows					
Proceeds from borrowings	34	125,257,011	-	-	125,257,011
Repayment of borrowings	34	(24,659,130)	-	-	(24,659,130)
Repayment of lease liabilities	42	-	(285,566)	-	(285,566)
Dividend paid	39	-	-	(11,097,291)	(11,097,291)
Total changes from financing cash flows		**100,597,881**	**(285,566)**	**(11,097,291)**	**89,215,024**
Other changes					
Gain on loan modification		969,253	-	-	969,253
New leases		-	86,086	-	86,086
Interest expense		-	56,774	-	56,774
Dividend declared during the year		-	-	8,815,850	8,815,850
Unclaimed dividend transferred to reserve		-	-	(6,958)	(6,958)
Total liability-related other changes		969,253	142,860	8,808,892	9,921,005
Balance as at 31 March 2023		192,165,960	447,373	516,502	193,129,834

33 Share capital

	Group		**Company**	
	31-Mar-23	**31-Mar-22**	**31-Mar-23**	**31-Mar-22**
	₦'000	**₦'000**	**₦'000**	**₦'000**
(a) **Authorised ***				
4,100,395,606 (2022: 5,000,000,000) ordinary shares of 50 kobo each	2,050,197	2,500,000	2,050,197	2,500,000

*In compliance with section 124 of the Companies and Allied Matters Act, 2020 (as amended) and Regulation 13 of the Companies Regulation 2021, shareholders authorized and approved the cancellation of 899,604,394 units of unissued shares of 50k each (N449.8 million) which comprised of the total number of unissued shares in share capital of the Company.

(b) **Issued and fully paid:**				
4,100,395,606 (2022: 4,100,395,606) ordinary shares of 50 kobo each	2,050,197	2,050,197	2,050,197	2,050,197
	2,050,197	2,050,197	2,050,197	2,050,197
Share premium	75,377,444	75,377,444	75,377,444	75,377,444
	77,427,641	**77,427,641**	**77,427,641**	**77,427,641**
Reconciliation of number of shares issued:				
Reported as at 1 April 2022	4,100,395,606	4,100,395,606	4,100,395,606	4,100,395,606
Reported as at 31 March 2023	4,100,395,606	4,100,395,606	4,100,395,606	4,100,395,606

34 Borrowings

	Group		Company	
	31-Mar-23	**31-Mar-22**	**31-Mar-23**	**31-Mar-22**
	₦'000	**₦'000**	**₦'000**	**₦'000**
Unsecured borrowings				
Bank of Industry Loan - CBN intervention fund (a)	29,581,815	22,374,028	3,556,886	4,532,979
Commercial Agricultural Credit Scheme-Agricultural loans (b)	315,106	533,613	-	-
RSSF-Real Sector Support Facility (c)	131,469,831	55,688,067	27,841,483	26,408,051
Power and Airline Intervention fund (d)	913,525	1,064,905	913,525	1,064,905
Other Bank Loans (e)	85,170,732	6,648,990	35,472,811	1,119,483
Intercompany Loan (g)	-	-	24,119,400	2,051,049
Commercial papers and Bond issue (f)	100,261,855	55,422,359	100,261,855	55,422,359
Anchor Borrowers Programme (h)	-	5,012,536	-	-
National Sugar Development Council	669,160	577,520	-	-
Private Sector Accelerated Agriculture Development Scheme	1,309,273	1,505,624	-	-
	349,691,297	**148,827,642**	**192,165,960**	**90,598,826**
Analysed into				
Current	139,450,591	34,016,762	127,557,304	19,622,399
Non-current	210,240,706	114,810,880	64,608,656	70,976,427
	349,691,297	**148,827,642**	**192,165,960**	**90,598,826**
Borrowing movement				
Opening balance	148,827,642	128,678,016	90,598,826	83,618,914
Additions	266,020,282	39,573,064	125,257,011	10,987,462
Gain on loan modification	3,572,570	(3,172,787)	969,253	(1,219,568)
Repayment	(68,729,197)	(16,250,651)	(24,659,130)	(2,787,982)
Closing balance	**349,691,297**	**148,827,642**	**192,165,960**	**90,598,826**

(a) Flour Mills of Nigeria Plc obtained funds from the CBN/BOI Power and Aviation Intervention Fund and Manufacturing Intervention Fund in different tranches, with tenors of 10 to 15 years. Principal repayment commenced in September 2013. Principal and interest are repaid quarterly in arrears. The facilities have fixed interest rates between 7% and 9% per annum. The loans were granted to finance or refinance the construction of the group's power plants and expansion of existing manufacturing plants.

In addition, various subsidiaries within the Group have obtained Long-term and Working capital loans directly from the Bank of Industry at rates between 10% and 12%. Tenors range between 3 and 7 years.

(b) FMN's subsidiaries have a total of N0.5 billion (2022: N11.0 billion) outstanding in the Central Bank of Nigeria - Commercial Agricultural Credit Scheme (CACS). The loans were obtained by some subsidiaries at interest rates ranging from 7% - 9% per annum.
Medium-term loans under the scheme have a moratorium of 18 to 24 months and a 5-7 years tenor (with principal and interest payable quarterly in arrears), while short-term loans under the scheme have a tenor of one year.

(c) The Central Bank of Nigeria, as part of the efforts to unlock the potential of the real sector to engender output growth, value added productivity and job creation established the Real Sector Support Facility (RSSF) and the Differentiated Cash Reserve Ratio Programme. Various subsidiaries have obtained funds under this facility at 9%, with quarterly repayment of principal and interest for medium-term loans. Short-term loans under the scheme have a tenor of one year, with principal repayment at the end of the period.

(d) This loan relates to the borrowings provided by other subsidiaries in the Flour Mills Group to Flour Mills of Nigeria Plc. These are Premier Feed Mills Company Limited and Golden Agri Inputs Limited.

The relevant interest rate is the prevailing interest rate on short term loans provided by commercial banks. During the year, this ranged from 7% - 15% (2022: Nil).

(e) Other bank loans (amounting to N5.0 billion for the Group), refers to debt obtained by FMN Group subsidiaries from commercial banks in Nigeria, This loan has tenor of 3 years. This is repayable at 2023 with interest rates at 7%.

(f) Also, in February 2020, Flour Mills of Nigeria Plc completed another corporate bond issue, having raised a total amount of N20.00 billion from investors. The issue was in two Series - N12.5 billion of Series III A at 10.0% with a tenor of 3 years (bullet repayment of principal at the end of the tenor) and Series 3B of N7.5 billion at 11.1% with a tenor of 5 years (bullet repayment of principal at the end of the tenor).

In December 2020, Flour Mills of Nigeria Plc completed another corporate bond issue, having raised a total amount of N29.89 billion from investors. The issue was in two Series - N4.9 billion of Series IV A at 5.5% with a tenor of 5 years (bullet repayment of principal at the end of the tenor) and Series IV B of N25.0 billion at 6.25% with a tenor of 7 years (bullet repayment of principal at the end of the tenor).

(g) In a bid to catalyze financing of the real sector of the Nigeria economy, the Central Bank of Nigeria has set aside N300 billion to fast-track the development of electric power projects and provide leverage for additional private sector investment in the power and aviation sectors. The Group obtained the loan to acquire and construct a combined heat and power system with two 15MW gas turbines each connected to its own waste heat system generator. The funds from this facility was obtained at 9%, with quarterly repayment of principal and interest.

Loans obtained under (a-c) were obtained at below market interest rate and were hence recorded at their fair value at inception, using the appropriate market rate at date of draw down. Due to the nature of the lending and the providers, the benefit of the below market rate has been treated as government grants and included in deferred income (Note 37).

35 Retirement benefit obligation

Defined benefit plan

The Group operates unfunded defined benefit plans for qualifying employees of the Group. Under the plans, the employees are entitled to retirement benefits on attainment of a retirement age ranging from 50 to 60 years.

The most recent actuarial valuations of the present value of the defined benefit obligation were carried out at 31 March 2023 by EY Nigeria (Wise Chigudu (MBA, FIA), FRC/2022/PRO/NAS/0000002411). The present value of the defined benefit obligation, and the related current service cost, were measured using the Projected Unit Credit Method.

Carrying value

	Group		Company	
	31-Mar-23	**31-Mar-22**	**31-Mar-23**	**31-Mar-22**
	₦'000	**₦'000**	**₦'000**	**₦'000**
Present value of the defined benefit obligation-wholly unfunded	(11,205,123)	(10,268,526)	(8,418,371)	(7,815,524)

Movements for the year

	Group 31-Mar-23	Group 31-Mar-22	Company 31-Mar-23	Company 31-Mar-22
Opening balance	10,268,526	10,396,790	7,815,524	8,067,744
Transfers	-	-	(53,800)	(172,572)
Benefit paid during the period	(534,927)	(600,682)	(405,142)	(501,882)
Net expenses recognised in profit or loss and other comprehensive income	1,471,524	472,418	1,061,789	422,234
At the period end	11,205,123	10,268,526	8,418,371	7,815,524

Net expense for the year:				
Current service cost	1,045,977	1,057,499	752,278	821,641
Interest cost	1,377,550	1,254,807	1,045,769	980,808
Recognised in profit or loss	2,423,527	2,312,306	1,798,047	1,802,449
Actuarial (gains)/losses recognised in other comprehensive income	(952,003)	(1,839,888)	(736,258)	(1,380,215)
	1,471,524	472,418	1,061,789	422,234
Actuarial gains and losses due to:				
Changes in assumptions	(649,951)	(1,266,213)	(524,351)	(912,644)
Changes in experience	(302,052)	(573,675)	(211,907)	(467,572)
	(952,003)	(1,839,888)	(736,258)	(1,380,216)

Key financial assumptions used

	Group		**Company**	
	31-Mar-23	**31-Mar-22**	**31-Mar-23**	**31-Mar-22**
Interest credit	8.00%	8.00%	8.00%	8.00%
Discount rates (per annum)	14.58%	13.99%	14.49%	13.71%
Average rate of inflation (per annum)	13.00%	12.00%	13.00%	12.00%
Expected increase in salaries (per annum)	13.00%	13.00%	13.00%	13.00%
Average duration of the plan (years)	9.70	10.75	8.49	8.68

Demographic assumption
Mortality in service
The rates of mortality assumed for employees are the rates published in the A67/70 Ultimate Tables, published jointly by the Institute and Faculty of Actuaries in the UK due to unavailability of published reliable demographic data in Nigeria.

	Number of deaths in year out of 10,000 lives	**Withdrawal from Service (Age band)**	**Withdrawal from Service (Rate)**
Sample age			
25	7	</=30	5.0%
30	7	31-39	3.0%
35	9	40-44	2.0%
40	14	45-50	1.5%
45	26	51-55	1.1%
		56-59	2.5%

Sensitivity analysis
Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefits obligation by the amount shown below:

Group		**₦'000**
31-Mar-23		
Base		11,205,126
Discount rate	1%	10,323,365
	-1%	12,212,535
Salary increase	1%	11,735,966
	-1%	10,726,170

12 months deposit rate (Central Bank of Nigeria)	1%	556,107
	-1%	500,772
Mortality experience	Age rated up by 1 year	11,194,506
	Age rated down by 1 year	11,183,616
31-Mar-22		
Base		10,140,262
Discount rate	1%	9,401,776
	-1%	11,265,540
Salary increase	1%	10,800,103
	-1%	9,791,035
12 months deposit rate (Central Bank of Nigeria)	1%	504,718
	-1%	464,195
Mortality experience	Age rated up by 1 year	10,266,648
	Age rated down by 1 year	10,270,195

Company		**₦'000**
31-Mar-23		
Base		8,418,371
Discount rate	1%	7,762,841
	-1%	9,180,680
Salary increase	1%	8,799,068
	-1%	8,086,390
12 months deposit rate (Central Bank of Nigeria)	1%	556,107
	-1%	500,772
Mortality experience	Age rated up by 1 year	8,413,709
	Age rated down by 1 year	8,403,599
31-Mar-22		
Base		7,563,304
Discount rate	+1%	7,159,669
	-1%	8,586,222
Salary increase	+1%	8,208,281
	-1%	7,476,402
12 months deposit rate (Central Bank of Nigeria)	+1%	N/A
	-1%	N/A
Mortality experience	Age rated up by 1 year	7,821,100
	Age rated down by 1 year	7,824,579

36 Long service award

Long term service award is granted at first to employees that have spent a minimum of ten years in service and for every multiple five years the employee remains in service. Payments to employees are both in cash and in kind.

The most recent actuarial valuations of the present value of the defined benefit obligation were carried out at 31 March 2023 by EY Nigeria (Wise Chigudu (MBA, FIA), FRC/2022/PRO/NAS/00000024119). The present value of the defined benefit obligation, and the related current service cost, were measured using the Projected Unit Credit Method.

Carrying value

The amount included in the statement of financial position arising from the Group's and Company's obligations in respect of its long service awards is as follows:

	Group		Company	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
	₦'000	₦'000	₦'000	₦'000
Long service awards	4,060,137	3,591,011	2,998,181	2,926,253

The movement in the account during the year was as follows:

At the beginning of the year	3,591,011	3,713,272	2,926,253	3,037,869
Transfer	-	-	(11,479)	(45,237)
Net expense recognised in profit or loss	866,623	126,347	412,857	128,521
Benefits paid	(397,497)	(248,608)	(329,450)	(194,900)
At the end of the year	4,060,137	3,591,011	2,998,181	2,926,253

Net expenses recognised in profit or loss				
Service cost	754,628	456,016	349,179	369,151
Interest cost	435,822	429,486	352,317	351,904
Actuarial (gains)/losses	(323,827)	(759,155)	(288,639)	(592,534)
	866,623	126,347	412,857	128,521

The actuarial (gains) and losses on long service awards are analyzed as follows:				
Change in economic assumptions	(364,626)	(205,227)	(303,380)	(153,122)
Change in demographic assumptions	40,799	(553,928)	14,741	(439,412)
At 31 March	(323,827)	(759,155)	(288,639)	(592,534)

The principal assumptions used for the purpose of the actuarial valuations were as follows:

Group	**Valuation at**	
	31-Mar-23	**31-Mar-22**
Discount rate (per annum)	14%	13.07%
Expected rate(s) of salary increases (per annum)	13%	13%
Average rate on inflation (per annum)	13%	12%
Benefit inflation rate (per annum)	7%	6%
Average duration of the plan (years)	7.22	8.33

Company	**Valuation at**	
	31-Mar-23	**31-Mar-22**
Discount rate (per annum)	14.33%	12.67%
Expected rate(s) of salary increases (per annum)	13%	13%
Average rate on inflation (per annum)	13%	12%
Benefit inflation rate (per annum)	7%	6%
Average duration of the plan (years)	6.5	6.7

Demographic assumptions

Mortality in service

The rates of mortality assumed for employees are the rates published in the A67/70 Climate Tables, published jointly by the Institute and Faculty of Actuaries in the UK due to unavailability of published reliable demographic data in Nigeria.

	Number of deaths in year out of 10,000 lives	**Age band**	**Withdrawal from Service**
Sample age			
25	7	</=30	5.0%
30	7	31-39	3.0%
35	9	40-44	2.0%
40	14	45-50	1.5%
45	26	51-55	1.1%
		56-59	2.5%

Sensitivity analysis

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

Group		**₦'000**
31-Mar-23		
Base		4,060,137
Discount rate	1%	3,807,585
	-1%	4,299,499
Salary increase	1%	4,284,544
	-1%	3,818,060
Benefit escalation rate	1%	4,064,635
	-1%	4,017,413
Mortality experience	Age rated up by 1 year	4,024,844
	Age rated down by 1 year	4,054,055

31-Mar-22		
Base		3,591,011
Discount rate	1%	3,367,030
	-1%	3,842,630
Salary increase	1%	3,830,261
	-1%	3,374,887
Benefit escalation rate	1%	3,619,217
	-1%	3,565,324
	Age rated up by 1 year	3,569,135
Mortality experience	Age rated down by 1 year	3,612,797

Company		**₦'000**
31-Mar-23		
Base		2,998,181
Discount rate	+1%	2,829,012
	-1%	3,191,331
Salary increase	+1%	3,181,218
	-1%	2,835,773
Benefit escalation rate	+1%	3,017,891
	-1%	2,984,101
Mortality experience	Age rated up by 1 year	2,988,989
	Age rated down by 1 year	3,010,675
31-Mar-22		
Discount rate		2,926,253
	+1%	2,747,279
Salary increase	-1%	3,127,328
	+1%	3,116,636
Benefit escalation rate	-1%	2,754,286
	+1%	2,950,162
12 months deposit rate (Central Bank of Nigeria)	-1%	2,904,776
	Age rated up by 1 year	2,915,261
Mortality experience	Age rated down by 1 year	2,936,480

37 Deferred income

	Group		Company	
	31-Mar-23	**31-Mar-22**	**31-Mar-23**	**31-Mar-22**
	₦'000	**₦'000**	**₦'000**	**₦'000**
Non Current	27,362,183	16,173,241	2,529,289	3,807,687
Current	9,153,955	7,645,503	1,224,144	2,355,474
	36,516,138	23,818,744	3,753,433	6,163,161

The deferred income relates to government grants arising from the benefit received from below-market-interest rate government assisted loans (BOI, CACS, PAIF and RSSF loans) granted to date. The income is recognised in profit or loss at an amount proportionate to the additional finance costs incurred from amortisation of the loan.

At 1 April	23,818,744	16,899,140	6,163,161	2,829,058
Additions	24,219,852	12,031,251	-	5,022,570
Release of deferred income from government grant (Note 8)	(11,522,458)	(5,111,647)	(2,409,729)	(1,688,467)
At 31 March	36,516,138	23,818,744	3,753,432	6,163,161

38 Trade and other payables

	Group		Company	
	31-Mar-23	**31-Mar-22**	**31-Mar-23**	**31-Mar-22**
	N'000	**N'000**	**N'000**	**N'000**
Trade payable	220,681,718	147,297,679	156,347,765	113,985,342
Trade payables-related parties	-	-	41,195,126	17,318,206
Other accrued expenses	89,385,146	42,532,946	44,131,635	22,350,208
Sundry creditors	2,959,458	1,636,943	27,574	602,159
Non- financial liabilities				
Statutory payables	7,622,822	3,124,202	2,637,215	946,456
	320,649,144	194,591,770	244,339,315	155,202,371

The average credit period on purchases is 28 days. No interest is charged on trade payables. The Group and Company have financial risk management policies in place to ensure that all payables are paid within a reasonable time of the credit time frame.

The Group's major supplier, Star Trading Company Limited, accounts for over 70% of the inventory purchases and the Group does not default in the payment to its suppliers.

39 Dividend payable

	Group		Company	
	31-Mar-23	**31-Mar-22**	**31-Mar-23**	**31-Mar-22**
	₦'000	**₦'000**	**₦'000**	**₦'000**
At 1 April	2,804,900	4,207,541	2,804,901	2,586,437
Declared during the year	8,815,850	6,765,653	8,815,850	6,765,653
Payment during the year	(11,097,290)	(8,094,076)	(11,097,291)	(6,472,971)
Unclaimed dividends transferred to reserves	(6,958)	(74,218)	(6,958)	(74,218)
	516,502	2,804,900	516,502	2,804,901

Unclaimed dividends transferred to retained earnings represent dividends which have remained unclaimed and are therefore no longer recoverable or actionable by the shareholders in accordance with the Section 429 of Companies and Allied Matters Act (CAMA), 2020.

Recognised dividends per share during the year amounted to 2.15 per share (2022: 1.65 per share). The Board of Directors have proposed a dividend of 2.25 per share (2022: 2.15 per share).

40 Contract liabilities

Amount represents customer deposits made for products which will be recognised as revenue at the point the control of the products are transferred to the customers. The amount of N2.89 billion included in contract liabilities have been recognised as revenue (2022: N652.83 billion).

	Group		Company	
	31-Mar-23	**31-Mar-22**	**31-Mar-23**	**31-Mar-22**
	₦'000	**₦'000**	**₦'000**	**₦'000**
Contract liabilities	47,756,569	28,279,266	29,740,782	18,923,572
	47,756,569	**28,279,266**	**29,740,782**	**18,923,572**

41 Right of use asset

	Group			Company	
	₦'000	₦'000	₦'000	₦'000	₦'000
Cost	**Equipment**	**Property**	**Total**	**Property**	**Total**
At 1 April 2021	2,282,604	18,322,292	20,604,896	3,216,134	3,216,134
Additions	-	1,097,291	1,097,291	402,024	402,024
At March 2022	**2,282,604**	**19,419,583**	**21,702,187**	**3,618,158**	**3,618,158**
At 1 April 2022	2,282,604	19,419,583	21,702,187	3,618,158	3,618,158
Additions	-	1,868,784	1,868,784	436,745	436,745
Derecognition **		(675,542)	(675,542)	-	-
At March 2023	**2,282,604**	**20,612,825**	**22,895,429**	**4,054,903**	**4,054,903**
Accumulated depreciation					
At 1 April 2021	(114,325)	(3,979,098)	(4,093,423)	(531,431)	(531,431)
Depreciation charge	(113,740)	(1,774,943)	(1,888,683)	(394,355)	(394,355)
At March 2022	**(228,065)**	**(5,754,041)**	**(5,982,106)**	**(925,786)**	**(925,786)**
At 1 April 2022	(228,065)	(5,754,041)	(5,982,106)	(925,786)	(925,786)
Depreciation charge	(113,740)	(1,973,930)	(2,087,670)	(420,061)	(420,061)
Derecognition **		675,543	675,543	-	-
At March 2023	**(341,805)**	**(7,052,428)**	**(7,394,233)**	**(1,345,847)**	**(1,345,847)**
Carrying amount					
At March 2023	**1,940,799**	**13,560,397**	**15,501,196**	**2,709,056**	**2,709,056**
At March 2022	**2,054,539**	**13,665,542**	**15,720,081**	**2,692,372**	**2,692,372**
At March 2021	**2,168,279**	**14,343,194**	**16,511,473**	**2,684,703**	**2,684,703**

** These are write off during the year for fully depreciated right of use assets.

The Group and the Company leases silos, warehouses, office buildings, flats and apartments.

42 Lease liabilities

	Group		Company	
	31-Mar-23	**31-Mar-22**	**31-Mar-23**	**31-Mar-22**
	₦'000	**₦'000**	**₦'000**	**₦'000**
Balance as at 1 April	17,654,283	16,708,755	590,079	676,373
Additions	846,348	71,647	86,086	240,253
Interest expenses	1,837,854	1,542,238	56,774	82,837
Exchange difference	413,115	1,998,757	-	-
	20,751,600	**20,321,397**	**732,939**	**999,463**
Less: Interest payment on lease	(76,130)	-	(19,435)	-
Less: Principal payment on lease	(3,000,330)	(2,667,114)	(285,566)	(409,384)
	17,675,140	**17,654,283**	**427,938**	**590,079**
Non- current liabilities	15,722,575	17,654,283	427,938	590,079
Current liabilities	1,952,565	-	-	-
	17,675,140	**17,654,283**	**427,938**	**590,079**

The incremental borrowing rates of the naira and dollar denominated lease liabilities are 6%-16% and 7.73% respectively.
Extension and termination options are included in a number of property and equipment leases across the Group. The extension options are used to maximise operational flexibility of managing assets in the Group operations. The extension options are exercisable only by the Group and not the lessors.

Lease expense for the year are as follows:

	Group		Company	
	31-Mar-23	**31-Mar-22**	**31-Mar-23**	**31-Mar-22**
	₦'000	**₦'000**	**₦'000**	**₦'000**
Depreciation	2,087,670	1,888,683	420,061	394,355
Short term leases	212,042	801,514	164,597	239,115
Lease interest expense	1,837,854	1,542,238	56,774	82,837
Exchange loss on lease items	413,115	1,998,757	-	-
Variable lease expense	1,115,136	-	425,903	821,390
	5,665,817	**6,231,192**	**1,067,335**	**1,537,697**

Variable Lease

The Group and Company's motor vehicle lease arrangements are based on variable payment terms linked to the usage of the trucks. Variable payment terms are used for a number of reasons including; minimising fixed cost, and optimising operational flexibility. The overall financial effect of using variable payment terms is that increased usage of the vehicle would increase total lease payments made under the motor vehicle lease arrangement.

Group as lessor

The Group leases out its investment property. All leases are classified as operating from a lessor perspective. The Group recognised lease payments (rental income) received from third party leasee as income on a straight-line basis over the lease term. The total amount of rental income received in the year is N262 million (2022: N245 million).

Lease payments are received in-advance from third party lessees.

43 Related parties transactions

The Company had transactions with the following related parties:

Name of related party	**Relationships**	**Nature of transaction**
Apapa Bulk Terminal Limited	Subsidiary	Cargo handling and rental services to the Company
Ecowise Horizon Investment Limited	Subsidiary	Investment
Golden Sugar Company Limited	Subsidiary	Purchase of packaging materials from the Company
Northern Nigeria Flour Mills Plc	Subsidiary	Purchase of wheat grain from the Company
Golden Fertilizer Company Limited	Sub-subsidiary	Provision of business support services
Premier Feed Mills Company Limited	Sub-subsidiary	Purchase of packaging materials from the Company
Nigerian Eagles Flour Mills Limited	Subsidiary	Purchase of packaging materials from the Company
Crestview Towers Limited	Subsidiary	Sold residential apartments to the Company
Premium Edible Oil Company Limited	Sub-subsidiary	Sale of edible oil to the Company
Thai Farm International Limited	Sub-subsidiary	Purchase of packaging materials from the Company
Honeywell Flour Mills Plc	Sub-subsidiary	Purchase of flour products
Best Chickens Limited	Sub-subsidiary	Provision of business support services
Eastern Premier Feeds Limited	Sub-subsidiary	Purchase of raw and packaging materials

Related party balances:	**Group**		**Company**	
	31-Mar-23	**31-Mar-22**	**31-Mar-23**	**31-Mar-22**
	₦'000	**₦'000**	**₦'000**	**₦'000**
Trade and other receivables				
Golden Fertilizer Company Limited	-	-	2,049,880	125,159
Apapa Bulk Terminal Limited	-	-	152,428	858,939
Golden Sugar Company Limited	-	-	9,940,411	3,100,483
Nigerian Eagle Flour Mills Limited	-	-	1,741,566	1,029,509
Premier Feed Mills Company Limited	-	-	486,187	40,244
Northern Nigeria Flour Mills Plc	-	-	7,868,441	7,755,123
Crestview Towers Limited	-	-	8,408	7,336
Premium Edible Oil Company Limited	-	-	277,794	3,235,595
Best Chickens Limited	-	-	63,279	44,508
Eastern Premier Feed Mills Company Limited	-	-	11,265,651	1,612,535
Independent Grain Handling Limited	-	-	7,669	4,198
Upland Grains Production Company Limited	-	-	7,697	7,353
Servewell Agricultural Services Limited	-	-	6,486	4,114
Ecowise Horizon Investment Limited	-	-	14,301,110	-
Honeywell Flour Mills Plc	-	-	16,564,819	-
Other related parties	-	-	162,942	10,435
Impairment of intercompany receivables	-	-	(444,577)	(358,904)
	-	**-**	**64,460,191**	**17,476,627**
Total (Note 28)	**-**	**-**	**64,460,191**	**17,476,627**
Trade and other payables				
Eastern Premier Feeds Company Limited	-	-	-	813,868
Premium Edible Oil Products Limited	-	-	3,699,675	2,966,386
Apapa Bulk Terminal Limited	-	-	825,241	5,764,781
Premier Feeds Mills Company Limited	-	-	5,539,878	756,193
Honeywell Flour Mills Plc	-	-	59,924	-
Golden Shipping Company Nigeria Limited	-	-	10,864	-
Golden Fertilizer Company Limited			1,699,046	6,982,136
Golden Sugar Company Limited	-	-	29,346,781	34,842
Golden Penny Power Limited	-	-	194	-
Olympic Towers Limited	-	-	13,523	-
Total (Note 38)	**-**	**-**	**41,195,126**	**17,318,206**
Long term loans receivables (Note 26)	**-**	**-**	**20,853,541**	**69,962,336**

The following transactions were carried out with related parties during the year;

	Group		Company	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
Purchase of goods and services	**₦'000**	**₦'000**	**₦'000**	**₦'000**
Apapa Bulk Terminal Limited	-	-	8,295	7,317,900
Premium Edible Oil Company Limited	-	-	2,669,224	1,317,180
Golden Sugar Company Limited	-	-	4,700,459	4,387,910
Nigerian Eagle Flour Mills Plc	-	-	32,168,533	25,668,760
Northern Nigerian Flour Mills Plc	-	-	5,257,105	1,117,213
Eastern Premier Feed Mills Company Limited	-	-	1,551,124	3,676,710
Honeywell Flour Mills Plc	-	-	6,519,914	-
Golden Fertilizer Company Limited	-	-	1,880,889	18,020,930
Premier Feeds Mills Limited	-	-	6,256,796	3,664,440
	-	**-**	**61,012,339**	**65,171,043**
Sale of goods and services				
Golden Agri Input Limited	-	-	-	30,240
Eastern Premier Feed Mills Limited	-	-	-	3,676,708
Northen Nigeria Flour mills Plc	-	-	1,120,974	8,240,321
Nigerian Eagle Flour Mills Limited	-	-	21,703,159	66,948,870
Golden Sugar Company Limited	-	-	9,962,918	6,323,330
Premium Edible Oil Company Limited	-	-	25,819,323	19,728,910
Golden Fertilizer Company Limited	-	-	27,388	2,176,560
Apapa Bulk Terminal Limited			6,720,810	-
	-	**-**	**65,354,572**	**107,124,939**
Interest income from related parties				
Golden Fertilizer Company Limited	-	-	149,558	482,055
Upland Grains Production Company Limited	-	-	12,825	51,881
Golden Sugar Company Limited	-	-	2,958,413	2,963,445
Nigerian Eagle Flour Mills Limited	-	-	-	8,236
Independent Grains Handling Services Limited	-	-	12,995	52,623
Servewell Agricultural Services Limited	-	-	13,149	54401
Northern Nigeria Flour Mills Limited	-	-	-	29,345
Honeywell Flour Mills Plc	-	-	329,283	-
Premier Feed Mills Limited	-	-	7,643	492,176
Premium Cassava Products Limited	-	-	18,279	64,303
Premium Edible Oil Company Limited	-	-	33,743	1,503,202
	-	**-**	**3,535,888**	**5,701,667**

Interest expense to related parties	**Group**		**Company**	
	31-Mar-23	**31-Mar-22**	**31-Mar-23**	**31-Mar-22**
	₦'000	**₦'000**	**₦'000**	**₦'000**
Apapa Bulk Terminal Limited	-	-	-	19,497
Nigerian Eagle Flour Mills Limited	-	-	36,157	-
Premium Edible Oil Company Limited	-	-	69,412	36,946
Premier Feed Mills Company Limited	-	-	1,699,706	156,943
Honeywell Flour Plc	-	-	501,015	-
Golden Fertilizer Company Limited	-	-	2,067,149	102,728
Golden Sugar Company Limited	-	-	230,651	44,074
	-	**-**	**4,604,090**	**360,188**
Rental income from related parties				
Apapa Bulk Terminal Limited	-	-	17,000	26,338
Golden Fertilizer Company Limited	-	-	20,100	28,600
Premium Edible Oil Company Limited	-	-	6,667	16,550
Golden Sugar Company Limited	-	-	68,000	79,600
	-	**-**	**111,767**	**151,088**
Rental expense to related parties				
Apapa Bulk Terminal Limited	-	-	3,000,000	1,537,635
Golden Sugar Company Limited	-	-	-	89,654
	-	**-**	**3,000,000**	**1,627,289**

Related party transactions disclosed is inclusive of the relevant Value Added Tax applicable on the transactions.

Compensation of key management personnel

The key management personnel represents the senior leadership team of the Group and are responsible for strategic planning, execution and successful implementation of agreed business goals aimed at delivering value to the shareholders.

Short term benefits	913,232	491,148
Long term benefits (Post- employment benefit)	23,554	21,760
	936,786	**512,909**

44 Directors' emoluments

The remuneration of directors and key executive is determined by the remuneration committee having regard to the performance of individuals and market trends.

	Group		**Company**	
	31-Mar-23	**31-Mar-22**	**31-Mar-23**	**31-Mar-22**
	₦'000	**₦'000**	**₦'000**	**₦'000**
The remuneration paid to Directors was:				
Fees	3,000	3,000	3,000	3,000
Salaries and other emoluments	139,478	117,500	139,478	117,500
	142,478	**120,500**	**142,478**	**120,500**

Fees and other emoluments discussed above include amount paid to:

Chairman	8,000	8,000	8,000	8,000
Other directors	134,478	112,500	134,478	112,500
	142,478	**120,500**	**142,478**	**120,500**

The number of Directors excluding the Chairman and highest paid director whose emoluments (excluding certain benefits) were within the following ranges:

	Group		Company	
	31-Mar-23	**31-Mar-22**	**31-Mar-23**	**31-Mar-22**
190,000- 200,000	14	14	14	14
19,000,001- 20,000,000	1	1	1	1
	15	**15**	**15**	**15**

	Group		Company	
	31-Mar-23	**31-Mar-22**	**31-Mar-23**	**31-Mar-22**
	₦'000	**₦'000**	**₦'000**	**₦'000**
Highest paid Director	**37,031**	**37,031**	**37,031**	**37,031**

No loan was given to any key management personnel during the year (2022: Nil)

45 Accounting classifications and fair value

	Group Carrying amount		Company Carrying amount	
	31-Mar-23	**31-Mar-22**	**31-Mar-23**	**31-Mar-22**
	₦'000	**₦'000**	**₦'000**	**₦'000**
Derivative and non- derivative financial assets				
Financial assets measured at amortised cost				
Cash and cash equivalents (Note 31)	97,702,029	31,621,421	67,167,053	20,273,882
Trade and other receivables (Note 28)	32,923,499	28,907,431	81,599,953	31,005,687
Long term loans and receivables (Note 26)	43,534	37,551	20,853,541	69,962,336
Fair value through OCI				
Equity instruments at fair value through OCI (Note 24)	47,260	34,000	47,260	34,000
Fair value through profit or loss				
Derivative financial assets (Note 29)	-	84,480	-	84,480
	130,716,322	**60,684,883**	**169,667,807**	**121,360,385**

Derivative and non-derivative financial liabilities	**Group Carrying amount**		**Company Carrying amount**	
	31-Mar-23	**31-Mar-22**	**31-Mar-23**	**31-Mar-22**
	₦'000	**₦'000**	**₦'000**	**₦'000**
Financial liabilities measured at amortised cost				
Bank overdraft (Note 31)	32,806,764	9,937,833	20,191,541	4,563,004
Borrowings (Note 34)	349,691,297	148,827,642	192,165,960	90,598,826
Trade and other payables (excluding statutory deductions) (Note 38)	313,026,322	191,467,568	241,702,100	154,255,915
Dividend payable (Note 39)	516,502	2,804,900	516,502	2,804,900
Lease liabilities (Note 42)	17,675,140	17,654,283	427,938	590,079
Fair value through OCI				
Derivative financial liabilities (cashflow hedge) (Note 29)	2,942,620	1,898,421	2,088,559	1,898,421
	716,658,645	**372,590,647**	**457,092,600**	**254,711,145**

46 Financial instruments and risk management

Capital risk management

The Group and Company manage their capital to ensure that it is able to continue as going concern in order to provide returns

for shareholders and benefits for other stakeholders and to maintain an efficient capital structure to optimise the cost of capital.

In order to maintain the capital structure, the Group may adjust the amount of dividends paid to shareholders, issue new shares by way of right-issue or sell investments to reduce debt. The Group monitors capital on the basis of the debt to equity ratio. This ratio is calculated as net debt divided by total equity. Net debt is calculated as total borrowings (including overdrafts, bonds and other bank loans as shown in the consolidated statement of financial position) less cash and cash equivalents. Total equity is the equity attributable to owners of Flour Mills of Nigeria Plc. in the consolidated statement of financial position.

The Group and Company are not subject to any externally imposed capital requirements.

Group operates a centralised procurement department in order to take advantage of the benefits of bulk purchase and also the logistics and transportation of products are handled by the Transport division and this creates more efficiency in delivery and thereby reducing cost.

The Group's risk management committee reviews the capital structure of the Group on a semi-annual basis. As part of this review, the committee considers the cost of capital and the risks associated with each class of capital.

Ratios

The net debt : equity ratio of the Group as at the reporting date was as follows:

		Group		**Company**	
		31-Mar-23	**31-Mar-22**	**31-Mar-23**	**31-Mar-22**
		₦'000	**₦'000**	**₦'000**	**₦'000**
Borrowings	34	349,691,297	148,827,642	192,165,960	90,598,826
Lease liabilities	42	17,675,140	17,654,283	427,938	590,079
Total borrowings		**367,366,437**	**166,481,925**	**192,593,898**	**91,188,905**
Cash and cash equivalents	31	(64,895,265)	(21,683,588)	(46,975,512)	(15,710,878)
Net borrowings		**302,471,172**	**144,798,337**	**145,618,386**	**75,478,027**
Equity		225,224,887	195,904,691	181,820,527	174,663,847
Gearing ratio		134%	74%	80%	43%

Financial risk management

Overview
The Group 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).

Risk management is carried out by management under policies approved by the board of directors. Management identifies and evaluates the financial risks in co-operation with the Group's operating units. The board provides written principles for overall risk management, as well as written policies covering specific areas, such as foreign exchange risk, interest rate risk credit risk and liquidity risk. The Group's overall risk management program seeks to minimize potential adverse effects on the Company's financial performance.

Financial risk management is an integral part of the way the Group is managed. The Board of Directors establishes the Group’s financial risk management policies and the Group Managing Director establishes objectives in line with these policies. The Group Chief Financial Officer is then responsible for setting financial strategies, which are executed by the financial leadership team.

The risk management activities are supervised by the Internal Audit Department and they provide an independent assurance of the risk framework. The Internal Audit assesses compliance with established controls and recommendations for improvement in processes are escalated to relevant management, Audit Committee and Board of Directors.

46.1 Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations resulting in financial loss to the Group. The Group has adopted a policy of only dealing with creditworthy counterparties and credit limits are set, where appropriate, as a means of mitigating the risk of financial loss from defaults. Credit exposure is controlled by counterparty limits that are reviewed and approved by the risk management committee annually.

Trade and other receivables consist of a large number of customers, spread across diverse industries and geographical areas. It also includes receivables from related parties. Ongoing credit evaluation is performed on the financial condition of customers in respect of trade receivable and, where appropriate, bank credit guarantee is obtained.

These rates are adjusted for where necessary to reflect the differences between the economic conditions during the period over which the historical data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

Intercompany loan receivables

The Company held non-trade receivables from its subsidiaries. The Company uses a general impairment model approach for assessment of ECLs for these receivables. The Group monitors changes in credit risk of the subsidiaries by tracking the published external credit ratings used as a basis in the determination of the subsidiaries credit risk grading. The loan receivables are not credit impaired.

12-month and lifetime probabilities of default are based on historical data supplied by Fitch ratings for each credit rating. Loss given default (LGD) parameters generally reflect an assumed recovery rate of 48%. The exposure to credit risk for long term loan receivable is measured at amortised cost at the reporting date and analysed as follows.

Credit rating	At Amortized cost 2023	2022
B- to B+	8,058,883	70,169,406
C to CCC+	13,937,383	1,483,215
Gross carrying amounts	21,996,266	71,652,621
Loss allowance	(1,142,726)	(1,690,285)
Amortised cost	20,853,540	69,962,336
Carrying amount	20,853,540	69,962,336

Cash and cash equivalents

The cash and cash equivalents are held with banks and financial institution counterparties, which are rated by established rating agencies.

Impairment on cash and cash equivalents has been measured on the 12-month expected loss basis and reflects the short maturities of the exposures. The Group considers that its cash and cash equivalents have low credit risk.

The Group continuously assesses the recoverability of these receivables. When the assessment reveals an indication of crystalization of a credit risk, the company recognizes an impairment loss provision to based on its assessment of the expected credit loss for these receivables.

Derivative contracts are entered into with bank and financial institution counterparties which have high quality credit ratings.

The following represents the maximum amounts of financial assets subject to credit risk exposure;

Group		31-Mar-23 Amortised cost ₦'000	31-Mar-22 Amortised cost ₦'000
Trade receivables	28	32,923,499	28,907,431
Staff receivables	28	3,610,006	3,133,172
Loan term loans and receivable	26	43,534	37,551
Derivatives	29	-	84,480
Bank balances	31	96,735,559	30,522,980
		133,312,598	**62,685,614**

Company		31-Mar-23 Amortised cost ₦'000	31-Mar-22 Amortised cost ₦'000
Trade receivables	28	20,020,541	16,024,769
Related party receivables	28	64,460,191	17,476,627
Staff receivables	28	2,653,986	2,498,920
Sundry debtors	28	13,563,173	10,277,827
Derivatives	29	-	84,480
Bank balances	31	66,268,998	19,314,892
		166,966,889	**65,677,515**

Staff receivables are recovered through payroll deductions. Accordingly, management does not consider any credit risk on staff receivables.

The Group/ Company mitigates its credit risk exposure of its bank balances and derivative financial asset by selecting and transacting with reputable banks with good credit ratings and a history of strong financial performance.

46.2 Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset.

Notes to the consolidated and separate financial statements

Ultimate responsibility for liquidity risk management rests with the board of directors, which has established an appropriate liquidity risk management framework for the management of the Group's short-, medium- and long-term funding and liquidity management requirements. The Group and Company manage liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cashflows, and by matching the maturity profiles of financial assets and liabilities.

Maturity analysis of financial liabilities

The following tables detail the Group and Company's remaining contractual maturity for its financial liabilities with agreed repayment periods. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

Group - 2023

Derivatives and non-derivatives financial liabilities		Carrying amount **₦'000**	Gross Nominal Amount **₦'000**	Less than 1 month **₦'000**	1 to 3 months **₦'000**	3 months to 1 year **₦'000**	1 to 5 years **₦'000**	Over 5 years **₦'000**
Trade and other payables	38	220,681,718	220,681,718	-	-	220,681,718	-	-
Borrowings	34	349,691,297	382,641,500	-	85,170,733	62,578,490	96,437,733	138,454,544
Dividend payable	39	516,502	516,502	-	-	516,502	-	-
Bank overdraft	31	32,806,764	32,806,764	-	32,806,764	-	-	-
Derivative liability	29	2,942,620	2,942,620	292,225	787,471	1,862,924	-	-
Lease liabilities	42	17,675,140	20,407,935	148,460	544,060	1,375,420	5,721,839	12,618,156
		624,314,041	**659,997,039**	**440,685**	**119,309,028**	**287,015,054**	**102,159,572**	**151,072,700**

Group - 2022

Derivatives and non-derivatives financial liabilities		Carrying amount **₦'000**	Gross Nominal Amount **₦'000**	Less than 1 month **₦'000**	1 to 3 months **₦'000**	3 months to 1 year **₦'000**	1 to 5 years **₦'000**	Over 5 years **₦'000**
Trade and other payables	38	147,297,679	147,297,679	-	-	147,297,679	-	-
Borrowings	34	148,827,642	166,273,895	-	5,107,778	19,538,647	41,588,057	100,039,413
Dividend payable	39	2,804,900	2,804,900	-	-	2,804,900	-	-
Bank overdraft	31	9,937,833	9,937,833	-	9,937,833	-	-	-
Derivative liability	29	1,898,421	1,898,421	188,528	508,034	1,201,859	-	-
Lease liabilities	42	17,654,283	19,337,496	51,752	152,804	420,138	4,470,282	14,242,520
		328,420,758	**347,550,224**	**240,280**	**15,706,449**	**171,263,223**	**46,058,339**	**114,281,933**

Company- 2023

Derivatives and non-derivatives financial liabilities		Carrying amount **₦'000**	Gross Nominal Amount **₦'000**	Less than 1 month **₦'000**	1 to 3 months **₦'000**	3 months to 1 year **₦'000**	1 to 5 years **₦'000**	Over 5 years **₦'000**
Trade and other payables	38	156,347,765	156,347,765	-	-	156,347,765	-	-
Borrowings	34	192,165,960	195,195,549	-	59,592,210	62,453,490	50,031,649	23,118,200
Dividend payable	39	516,502	516,502	-	-	516,502	-	-
Bank overdraft	31	20,191,541	20,191,541	-	20,191,541	-	-	-
Derivative liability	29	2,088,559	2,088,559	207,410	558,917	1,322,232	-	-
Lease liabilities	42	427,938	452,317	35,572	72,612	203,985	79,779	60,369
		371,738,265	**374,792,233**	**242,982**	**80,415,280**	**220,843,974**	**50,111,428**	**23,178,569**

Company- 2022

Derivatives and non-derivatives financial liabilities		Carrying amount **₦'000**	Gross Nominal Amount **₦'000**	Less than 1 month **₦'000**	1 to 3 months **₦'000**	3 months to 1 year **₦'000**	1 to 5 years **₦'000**	Over 5 years **₦'000**
Trade and other payables	38	113,985,342	113,985,342	-	-	113,985,342	-	-
Borrowings	34	90,598,826	91,391,665	-	2,051,048	13,942,428	27,279,989	48,118,200
Dividend payable	39	2,804,900	2,804,900	-	-	2,804,900	-	-
Bank overdraft	31	4,563,004	4,563,004	-	4,563,004	-	-	-
Derivative liability	29	1,898,421	1,898,421	188,528	508,034	1,201,859	-	-
Lease liabilities	42	590,079	1,419,963	-	-	42,632	184,964	1,192,367
		214,440,572	**216,063,296**	**188,528**	**7,122,086**	**131,977,161**	**27,464,953**	**49,310,567**

The Group has access to undrawn borrowing facilities amounting to N127 billion (2022: N123.62 billion). The Bank overdraft maybe drawn at any time and may be terminated by the bank without notice. The Group continues to monitor its access to finance and take appropriate measures to ensure obligations are settled in the normal course of business.

46.3 Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices such as interest rate, exchange rates and other prices.

The Group's activities expose it primarily to financial risks of changes in foreign currency exchange rates, interest rates, equity prices and commodity prices. Market risks exposures are measured using sensitivity analysis. There has been no change to the manner in which these risks are managed and measured.

46.3.1 Foreign currency risk

The Group is mainly exposed to fluctuation in the exchange rate of the American Dollar (USD), Euro (EUR) and Swiss Franc (CHF).

The Group is currently involved in the backward integration of Agro Allied products in order to reduce the foreign exchange risk associated with the high dependence on imported raw materials. The Group has also commenced the export of products to neighbouring African Countries in order to get more inflow of the USD.

	US Dollar	**Euro**	**CHF Swiss Franc**
31-Mar-23			
Closing rate as at 31 March 2023	561.00	610.13	612.54
Average rate for the Period	631.34	657.83	663.08
31-Mar-22			
Closing rate as at 31 March 2022	548.23	610.50	592.13
Average rate for the Period	533.96	487.34	457.69

Foreign currency exposure at the end of the reporting period

The net carrying amounts, in Naira, of the various exposures, are denominated in the following currencies. The amounts have been presented in their respective foreign currency amounts at the reporting date:

	Group		**Company**	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
	USD'000	USD'000	USD'000	USD'000
Cash and bank balance	18,588	9,756	9,434	5,152
Trade receivables	9,563	11,501	5,185	5,096
Trade payables	(121,768)	(123,820)	(85,457)	(91,924)
Net exposure	(93,617)	(102,563)	(70,838)	(81,676)

Notes to the consolidated and separate financial statements

	Group		Company	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
	EUR'000	EUR'000	EUR'000	EUR'000
Cash and bank balance	339	339	339	339
Trade receivables	7,769	11,501	7,792	-
Trade payables	-	(677)	-	(656)
Net exposure	8,108	11,163	8,131	(317)

	Group		Company	
	31-Mar-23	31-Mar-22	31-Mar-23	31-Mar-22
	CHF'000	CHF'000	CHF'000	CHF'000
Trade payables	-	(1,502)	-	(1,502)
	-	(1,502)	-	(1,502)

Foreign currency sensitivity analysis

The following information presents the sensitivity of the Group 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.

The following table details the Group and Company's sensitivity to a 20% (2022:20%) increase and decrease in the value of Naira against foreign currencies - USD, EUR and CHF. Management believes that a 20% (2022:20%) movement in either direction is reasonably possible at the balance sheet date. The sensitivity analysis below include outstanding balances of foreign currency (USD, EUR and CHF) denominated assets and liabilities. A positive number indicates an increase in profit where Naira strengthens by 20% (2022:20%) against foreign currencies - USD, EUR and CHF. For a 20% (2022:20%) weakening of Naira against foreign currencies - USD, EUR and CHF there would be an equal and opposite impact on profit, and the balances below would be negative.

	31-Mar-23	31-Mar-23	31-Mar-22	31-Mar-22
Group	USD'000	USD'000	USD'000	USD'000
Increase or decrease in rate	Increase	Decrease	Increase	Decrease
Impact on profit or loss				
US Dollar 20% (2022:20%)	10,503,827	(10,503,827)	11,245,675	(11,245,675)

	31-Mar-23	31-Mar-23	31-Mar-22	31-Mar-22
Company	USD'000	USD'000	USD'000	USD'000
Increase or decrease in rate	Increase	Decrease	Increase	Decrease
Impact on profit or loss				
US Dollar 20% (2022:20%)	7,948,024	(7,948,024)	8,955,470	(8,955,470)

Notes to the consolidated and separate financial statements

	31-Mar-23	31-Mar-23	31-Mar-22	31-Mar-22
Group	EUR'000	EUR'000	EUR'000	EUR'000
Increase or decrease in rate	Increase	Decrease	Increase	Decrease
Impact on profit or loss				
Euro 20% (2022:20%)	989,387	(989,387)	41,268	(41,268)

	31-Mar-23	31-Mar-23	31-Mar-22	31-Mar-22
Company	EUR'000	EUR'000	EUR'000	EUR'000
Increase or decrease in rate	Increase	Decrease	Increase	Decrease
Impact on profit or loss				
Euro 20% (2022:20%)	992,193	(992,193)	38,708	(38,708)

	31-Mar-23	31-Mar-23	31-Mar-22	31-Mar-22
Group	CHF'000	CHF'000	CHF'000	CHF'000
Increase or decrease in rate	Increase	Decrease	Increase	Decrease
Impact on profit or loss				
CHF Swiss Franc 20% (2022:20%)	-	-	177,927	(177,927)

	31-Mar-23	31-Mar-23	31-Mar-22	31-Mar-22
Company	CHF'000	CHF'000	CHF'000	CHF'000
Increase or decrease in rate	Increase	Decrease	Increase	Decrease
Impact on profit or loss				
CHF Swiss Franc 20% (2022:20%)	-	-	177,927	(177,927)

Cash flow hedges

The following table provides information on the forward foreign currency outstanding as at 2022 year end including their related hedge items:

Hedging instruments

Maturity	Average forward contract rates (USD:NGN)	Nominal amount (USD'000)	Nominal amount (NGN'000)	Change in fair value for recognizing hedge effectiveness	Carrying amount of the hedging instruments - (assets)/liabilities
1-6 months	419.00	42,848	18,356,420	523,575	(523,575)
6-12 months	419.05	48,036	20,418,381	582,388	(582,388)
More than one year	435.97	63,720	27,783,403	792,458	(792,458)
		154,604	66,558,204	1,898,421	(1,898,421)

	Change in value used for calculating hedge effectiveness	Balance in hedge reserve for continuing hedges	Balance in hedge reserve arising from hedge relationships for which hedge accounting is no longer applied
Hedge items			
Future commitments for inventory purchase	1,898,421	-	-
	1,898,421	-	-

For hedges of foreign currency purchases, the Group enters into hedge relationships where the critical terms of the hedging instrument match exactly with the terms of the hedged item. The Group therefore performs a qualitative assessment of effectiveness. If changes in circumstances affect the terms of the hedged item such that the critical terms no longer match exactly with the critical terms of the hedging instrument, the group uses the hypothetical derivative method to assess effectiveness.

Hedge effectiveness is determined at the inception of the hedge relationship, through periodic prospective assessment to ensure that an economic relationship exists between the hedged item and instrument.

The Group enters into future commitments to purchase inventory for its operations. In 2022, the Group entered into forward contracts for terms averaging 1 to 8 months to hedge the exchange rate risk arising from future commitments to purchase inventory. The amount deferred in hedge reserves are reclassified and adjusted against inventory. No amount has been reclassified from hedging reserves to profit or loss at year end.

The table below provides a reconciliation of the hedge reserve resulting from cash flow hedge accounting:

	Hedge reserves	
	2023	**2022**
Changes in fair value arising from foreign currency risk - future commitments to purchase inventory	1,898,421	(1,898,421)
Derecognition of hedge item	(1,281,434)	-
Tax movement in reserve during the year	(616,987)	616,987
	-	(1,281,434)

Interest rate profile and tenor of borrowings

The terms and conditions and interest rate profile of outstanding loans at the end of the reporting period was as follows:

Group	Currency **N'000**	Nominal Interest rate	Maturity **N'000**	31-Mar-23 **N'000**	31-Mar-22 **N'000**
Bank overdraft	Naira	18.5%-24%	On demand	31,877,955	9,937,833
Bank of industry Loan- CBN intervention fund	Naira	7%-10%	2023-2029	29,581,815	22,374,028
Commercial Agricultural Credit Scheme- Agriculture loans	Naira	9%	2023-2026	315,106	533,613
Power and Airline Intervention fund	Naira	9%	2025	913,525	1,064,905
Commercial papers and bonds	Naira	6%-16%	2023-2027	100,261,855	55,422,359
Term loans	Naira	21%	2023	30,411,507	
Other bank loans	Naira	6%-21%	2023-2031	54,759,226	6,648,990
RSSF-Real Sector Support Facility	Naira	9%	2024-2032	131,469,831	55,688,067
Anchor Borrowers Programme	Naira	9%	2023	-	5,012,536
National Sugar Development Council	Naira	3%	2031	669,161	577,520
Private Sector-Led Accelerated Agriculture Development Scheme (PAADS)	Naira	9%	2031	1,309,273	1,505,624.00
				381,569,254	**158,765,474**

Company	Currency N'000	Nominal Interest rate	Maturity N'000	31-Mar-23 N'000	31-Mar-22 N'000
Bank overdraft	Naira	18.5%-24%	On demand	19,614,856	-
Bank of industry Loan- CBN intervention fund	Naira	7%-10%	2026	3,556,886	4,532,979
Import finance facility	Naira	10.0%	2023	15,373,633	1,119,483
Commercial papers and bonds	Naira	6%-16%	2023-2027	100,261,855	55,422,359
RSSF-Real Sector Support Facility	Naira	9%	2026-2031	28,325,805	26,408,051
Power and Airline Intervention fund	Naira	9%	2025	913,525	1,064,905
Intercompany loans	Naira	8%-14%	2023-2029	24,119,400	2,051,049
				192,165,960	**90,598,826**

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to the changes in market interest rates. The Group maintains a centralised treasury department and Group borrowing is done in order to obtain lower interest rates. The Group negotiates long term credit facilities and obtains subsidised loans from the Government in order to reduce the risk associated with high cost of borrowing. The Group also takes advantage of the Central Bank of Nigeria intervention funds and grants from the Federal Government at below market rate in order to mitigate this risk.

The Group is exposed to interest rate risk because it borrows funds at both fixed and floating interest rates. The sensitivity analysis below have been determined based on the exposure to interest rates for borrowings at the end of the reporting period. For floating rate liabilities, the analysis is prepared assuming the amount of the liability outstanding at the end of the reporting period was outstanding for the whole year. 1000 basis points (BP) increase or decrease are used when reporting interest rate risk internally to key management personnel and these represent management's assessment of the reasonably possible change in interest rates.

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.

Notes to the consolidated and separate financial statements

The interest rate profile of the Group's interest-bearing financial instruments as reported to the management of the Group is as follows.

Group	31-Mar-23	31-Mar-22
	N'000	**N'000**
Variable rate instruments		
Financial assets	-	-
Financial liabilities	(32,806,764)	(9,937,833)
	(32,806,764)	**(9,937,833)**

Company	31-Mar-23	31-Mar-22
	N'000	**N'000**
Variable rate instruments		
Financial assets	21,996,267	71,652,621
Financial liabilities	(20,191,541)	(4,563,004)
	1,804,726	**67,089,617**

Fair value sensitivity analysis for fixed-rate instruments

The Group and Company does not account for any fixed-rate financial assets or financial liabilities, at FVTPL, and the Group and Company does not designate derivatives (interest rate swaps) as hedging instruments under a fair value hedge accounting model. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

A change of 100 basis points in interest rates would have increased or decreased profit or loss by N99,378 (2022: N40,009) and N670,897 (2022: N671,687) for the Group and Company respectively. This analysis assumes that all other variables, in particular foreign currency exchange rates, remain constant.

46.3.2 Price risk

The Group is further exposed to commodity price risk. The risk arises from the Group's need to buy specific quantities and qualities of raw materials to meet its milling requirements. These raw materials include wheat and cassava flour. The risk is partly mitigated by buying these raw materials 3 months in advance of use. This is based on management past experience with price movements.

Equity price risk

The Group is exposed to equity price risk which arises from its fair-value-through-other-comprehensive-income equity instruments. The management of the Group monitors the proportion of equity securities based on market indices. The primary goal of the Group's investment strategy is to maximize its returns in general. The maximum exposure to equity price risk at the reporting date is N47 million (2022: N34 million).

The Group investment carried at FVOCI, is listed on the Nigerian Exchange Limited (NGX). A 10% increase in the share price would have increased equity by N4.7 million, an equal change in the opposite direction would have decreased equity by N4.7 million.

47. Fair value information
Accounting classification and fair values

The following table shows the carrying amount and fair values of financial assets and liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value due to their short term nature and the consequent insignificant impact of discounting.

Group
31-Mar-23
In thousands of Naira

		Carrying amount					Fair value			
	Note	**Derivative financial instruments at FVOCI**	**Financial assets measured at amortised cost**	**FVOCI Equity Instruments**	**Non-derivative financial liabilities**	**Total**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets measured at fair value through OCI										
Other investments	24	-	-	47,260	-	47,260	47,260	-	-	47,260
Derivative assets	29	-	-	-	-	-	-	-	-	-
		-	-	47,260	-	47,260	47,260	-	-	47,260
Financial assets at amortised cost										
Long term loans and receivables	26	-	43,534	-	-	43,534	-	43,534	-	43,534
Trade and other receivables	28	-	47,469,558	-	-	47,469,558	-	-	-	-
Cash and cash equivalents	31	-	97,702,029	-	-	97,702,029	-	-	-	-
		-	145,215,121	-	-	145,215,121	-	43,534	-	43,534
Financial liabilities measured at fair value through OCI										
Derivative liabilities	29	2,942,620	-	-	-	2,942,620	-	2,942,620	-	-
		2,942,620	-	-	-	2,942,620	-	2,942,620	-	-
Financial liabilities at amortised cost										
Bank overdrafts	31	-	-	-	(32,806,764)	(32,806,764)	-	-	-	-
Lease liabilities	42	-	-	-	(17,675,140)	(17,675,140)	-	(17,675,140)	-	(17,675,140)
Unsecured bank loans	34	-	-	-	(349,691,297)	(349,691,297)	-	(349,691,297)	-	(349,691,297)
Dividend payable	39	-	-	-	(516,502)	(516,502)	-	-	-	-
Trade and other payables (excluding statutory deductions)	38	-	-	-	(313,026,322)	(313,026,322)	-	-	-	-
		-	-	-	(713,716,025)	(713,716,025)	-	(367,366,437)	-	(367,366,437)

Group
31-Mar-22

In thousands of Naira		**Carrying amount**					**Fair value**			
	Note	**Derivative financial instrument at FVTPL**	**Financial assets measured at amortised cost**	**FVOCI Equity Instruments**	**Non-derivative financial liabilities**	**Total**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets measured at fair value through OCI										
Other investments	24	-	-	34,000	-	34,000	34,000	-	-	34,000
Derivative assets	29	84,480	-	-	-	84,480	-	84,480	-	84,480
		84,480	-	34,000	-	118,480	34,000	84,480	-	118,480
Financial assets at amortised cost										
Long term loans and receivables	26	-	37,551	-	-	37,551	-	36,955	-	36,955
Trade and other receivables	28	-	39,900,930	-	-	39,900,930	-	-	-	-
Cash and cash equivalents	31	-	31,621,421	-	-	31,621,421	-	-	-	-
		-	71,559,902	-	-	71,559,902	-	36,955	-	36,955
Financial liabilities measured at fair value through OCI										
Derivative liabilities	29	1,898,421	-	-	-	1,898,421	-	1,898,421	-	1,898,421
		1,898,421	-	-	-	1,898,421	-	1,898,421	-	1,898,421
Financial liabilities at amortised cost										
Bank overdrafts	31	-	-	-	(9,937,833)	(9,937,833)	-	-	-	-
Lease liabilities	42	-	-	-	(17,654,283)	(17,654,283)	-	(12,186,464)	-	(12,186,464)
Unsecured bank loans	34	-	-	-	(148,827,642)	(148,827,642)	-	(102,249,679)	-	(102,249,679)
Dividend payable	39	-	-	-	(2,804,900)	(2,804,900)	-	-	-	-
Trade and other payables (excluding statutory deductions)	38	-	-	-	(191,467,569)	(191,467,569)	-	-	-	-
		-	-	-	(370,692,227)	(370,692,227)	-	(114,436,143)	-	(114,436,143)

Company
31-Mar-23
In thousands of Naira

		Carrying amount					Fair value			
	Note	**Derivative financial instruments at FVOCI**	**Financial assets measured at amortized cost**	**FVOCI Equity Instruments**	**Non-derivative financial liabilities**	**Total**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets measured at fair value through OCI										
Other investments	24	-	-	47,260	-	47,260	47,260	-	-	47,260
Derivative assets	29	-	-	-	-	-	-	-	-	-
		-	-	47,260	-	47,260	47,260	-	-	47,260
Financial assets at amortised cost										
Long term loans and receivables	26	-	20,853,541	-	-	20,853,541	-	20,853,541	-	20,853,541
Trade and other receivables	28	-	97,817,112	-	-	97,817,112	-	-	-	-
Cash and cash equivalents	31	-	67,167,053	-	-	67,167,053	-	-	-	-
		-	185,837,706	-	-	185,837,706	-	20,853,541	-	20,853,541
Financial liabilities measured at fair value through OCI										
Derivative liabilities	29	2,942,620	-	-	-	2,942,620	-	2,942,620	-	-
		2,942,620	-	-	-	2,942,620	-	2,942,620	-	-
Financial liabilities at amortised cost										
Bank overdrafts	31	-	-	-	(20,191,541)	(20,191,541)	-	-	-	-
Lease liabilities	42	-	-	-	(427,938)	(427,938)	-	(427,938)	-	(427,938)
Unsecured bank loans	34	-	-	-	(192,165,960)	(192,165,960)	-	(192,165,960)	-	(192,165,960)
Dividend payable	39	-	-	-	(516,502)	(516,502)	-	-	-	-
Trade and other payables (excluding statutory deductions)	38	-	-	-	(241,702,100)	(241,702,100)	-	-	-	-
		-	-	-	(455,004,041)	(455,004,041)	-	(192,593,898)	-	(192,593,898)

Company
31-Mar-22

In thousands of Naira			**Carrying amount**					**Fair value**		
	Note	**FVTPL**	**Financial assets measured at amortised cost**	**FVOCI Equity Instruments**	**Other financial liabilities**	**Total**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets measured at fair value through OCI										
Other investments	24	-	-	34,000	-	34,000	34,000	-	-	34,000
Derivative assets	29	84,480	-	-	-	84,480	-	84,480	-	84,480
		84,480	-	34,000	-	118,480	34,000	84,480	-	84,480
Financial assets at amortised cost										
Long term loans and receivables	26	-	69,962,336	-	-	69,962,336	-	70,587,177	-	70,587,177
Trade and other receivables	28	-	43,782,434	-	-	43,782,434	-	-	-	-
Cash and cash equivalents	31	-	20,273,882	-	-	20,273,882	-	-	-	-
		-	134,018,652	-	-	134,018,652	-	70,587,177	-	70,587,177
Financial assets measured at fair value through OCI										
Derivative liabilities	29	1,898,421	-	-	-	1,898,421	-	1,898,421		1,898,421
		1,898,421	-	-	-	1,898,421	-	1,898,421	-	1,898,421
Financial liabilities at amortised cost										
Bank overdrafts	31	-	-	-	(4,563,004)	(4,563,004)	-	-	-	-
Lease liabilities	42	-	-	-	(590,079)	(590,079)	-	(590,079)	-	(590,079)
Unsecured bank loans	34	-	-	-	(90,598,826)	(90,598,826)	-	(65,569,294)	-	(65,569,294)
Dividend payable	39	-	-	-	(2,804,900)	(2,804,900)	-	-	-	-
Trade and other payables (excluding statutory deductions)	38	-	-	-	(154,255,915)	(154,255,915)	-	-	-	-
		-	-	-	(252,812,724)	(252,812,724)	-	(66,159,373)	-	(66,159,373)

Fair value hierarchy

Financial instruments in Level 1

The fair value of financial instruments traded in active markets (quoted equity) is based on quoted market prices at the reporting date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis

The quoted market price used for quoted equity investment held by the Company is the bid price at the reporting date. These instruments are included in level 1. There were no transfers between levels during the year

Financial instruments in Level 2

The fair value of financial instruments that are not traded in an active market (loans and borrowings) is determined by using discounted cash flow valuation techniques. This valuation technique maximize the use of observable market data by using the market related interest rate for discounting the contractual cash flows. There are no significant unobservable inputs. There were no transfers between levels during the year. The basis of measurement has remained the same between current and prior years. The discount rates used are 15.75% (2022: 7.75%).

The fair value of future and forward exchange contracts is determined using quoted forward exchange rates at the reporting date and present value calculations based on high credit quality yield curves in the respective currencies (Note 29).

Financial instrument in Level 3

The fair value is based on unobservable inputs. The Group has no level 3 financial assets or financial liabilities as at the reporting period.

48. Non-audit fees paid to the Auditors

In the current year the total amount of non-audit fees paid to our auditors amounted to N12.5 million (2022: N73.5 million). This is in respect of advisory services rendered during the year.

49. Substantial interest in shares

Excelsior Shipping Company Limited has 2,597,314,890 (2022: 2,597,314,890) ordinary shares of 50k each, representing 63.34% (2022: 63.34%) of the issued and paid-up share capital of the Company.

50. Commitments

Guarantees and other financial commitments

The Company has committed itself to providing continued financial support to all subsidiaries in the Group with net liability position.

The Directors are of the opinion that all known liabilities and commitments which are relevant in assessing the Company's state of affairs have been taken into consideration in the preparation of the financial statements under review.

51. Contingencies

The Group and the Company are involved in litigation in the ordinary course of business. The total amount for contingent liabilities is N126 million with respect to cases against the Group and Company as at year end (2022: Nil). The actions are being contested and the Directors are of the opinion that none of the cases are likely to have a material adverse effect on the Group and Company.

The directors believe that any liability that may arise on conclusion of the reviews is not likely to be material. However, the amount of the ultimate liability if any, cannot be reliably estimated as at the reporting date. Accordingly, no provision has been made in these consolidated and separate financial statements. The directors have not made further disclosures about the nature of the regulatory reviews as doing so would amount to disclosing information that could prejudice or harm the Company's position on the matters.

52. Events after the reporting period

Flour Mills of Nigeria Plc issued a 3-year (14.50%) senior unsecured Fixed Rate Bonds due 2026 amounting to N46 billion on 4 April 2023. The bond issued will be used to support short term funding needs.

Except as disclosed above and in Note 16, there are no other significant events after the reporting period which could have a material effect on the financial position of the Company as at 31 March 2023, and its financial performance for the year then ended, that have not been adequately provided for or disclosed in these consolidated and separate financial statements.

Other National Disclosures

Other National Disclosures

Consolidated Value Added Statement

Group	**31-Mar-23**	**31-Mar-23**	**31-Mar-22**	**31-Mar-22**
	₦'000	**%**	**₦'000**	**%**
Turnover	1,539,654,788		1,163,802,851	
Investment income	717,611		1,086,420	
Brought-in-materials				
- Local	(132,620,568)		(78,085,948)	
- Foreign	(1,225,962,938)		(957,956,311)	
Value Added	181,788,893	**100**	128,847,012	**100**
Distribution of value added				
To Pay Employees	54,294,583		39,557,968	
Salaries, wages, medical and other benefits	54,294,583	**30**	39,557,968	**30**
To Pay Providers of Capital				
Finance costs	55,725,721		25,481,623	
	55,725,721	**31**	25,481,623	**20**
To Pay Government				
Income tax	26,224,594		12,286,541	
	26,224,594	**14**	12,286,541	**10**
To be retained in the business for expansion and future wealth creation:				
Depreciation and amortisation (for the replacement of	31,985,981		24,591,802	
Deferred tax	(15,946,271)		(1,086,149)	
	16,039,710	**9**	23,505,653	**18**
Value retained				
Retained profit	29,732,507		25,676,035	
Non-controlling interest	(228,222)		2,339,191	
	29,504,285	**16**	28,015,226	**22**
Value Added	181,788,893	**100**	128,847,012	**100**

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

Other National Disclosures

Separate Value Added Statement

Company	**31-Mar-23**	**31-Mar-23**	**31-Mar-22**	**31-Mar-22**
	₦'000	**%**	**₦'000**	**%**
Turnover	923,015,713		832,810,561	
Investment income	13,178,025		12,778,485	
Brought-in-materials				
- Local	(53,190,309)		(52,080,615)	
- Foreign	(772,962,154)		(707,874,479)	
Value Added	110,041,275	**100**	85,633,952	**100**
Distribution of value added				
To Pay Employees	34,064,573		27,792,244	
Salaries, wages, medical and other benefits	34,064,573	**31**	27,792,244	**32**
To Pay Providers of Capital				
Finance costs	29,213,926		15,195,572	
	29,213,926	**27**	15,195,572	**18**
To Pay Government				
Income tax	18,570,169		7,041,914	
	18,570,169	**17**	7,041,914	**8**
To be retained in the business for expansion and future wealth creation:				
Depreciation and amortisation (for the replacement (	14,509,971		12,897,307	
Deferred tax	(491,268)		887,099	
	14,018,703	**13**	13,784,406	**16**
Value retained				
Retained profit	14,173,904		21,819,816	
	14,173,904	**12**	21,819,816	**25**
Value Added	110,041,275	**100**	85,633,952	**100**

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

Other National Disclosures

	31-Mar-23	31-Mar-22	31-Mar-21	31-Mar-20	31-Mar-19
	₦'000	₦'000	₦'000	₦'000	₦'000
Group					
Consolidated Statement of Financial Position					
Assets					
Non-current assets	387,110,805	254,895,383	238,727,670	242,722,155	236,552,221
Current assets	710,285,585	412,116,426	306,005,143	189,731,687	180,269,383
Total assets	**1,097,396,390**	**667,011,809**	**544,732,813**	**432,453,842**	**416,821,604**
Liabilities					
Non-current liabilities	288,080,178	177,520,701	160,422,753	127,887,817	81,220,607
Current liabilities	584,091,324	293,586,417	209,696,110	148,758,253	184,628,802
Total liabilities	872,171,502	471,107,118	370,118,863	276,646,070	265,849,409
Total equity	225,224,887	195,904,691	174,613,950	155,807,772	150,972,195
	1,097,396,389	**667,011,809**	**544,732,813**	**432,453,842**	**416,821,604**
Consolidated Statement of Profit or Loss and Other Comprehensive Income					
Revenue	1,539,654,788	1,163,802,851	771,607,880	573,774,356	527,404,569
Profit before taxation	42,752,114	41,118,148	41,118,148	17,496,815	10,174,275
Taxation	(10,278,323)	(11,200,392)	(11,567,960)	(5,815,148)	(6,174,129)
Profit from continuing operations	32,473,791	29,917,755	29,550,188	11,681,667	4,000,146
Profit for the year	29,504,285	28,015,226	25,716,923	11,376,743	4,000,146
Non-controlling interest	228,222	(2,339,191)	431,863	(909,070)	108,223
Profit attributable to parents of the Company	29,732,507	25,676,035	26,148,786	10,467,673	4,108,369
Per share data					
Earnings per share (Naira)	7.25	6.26	6.38	2.55	1.00
Net assets per share (Naira)	54.93	47.78	42.58	38.00	35.00

Earnings per share is based on profit for the year and the number of issued and fully paid ordinary shares at the end of each financial year.

Net assets per share is based on net assets and the number of issued and fully paid ordinary shares at the end of each financial year

Other National Disclosures

	31-Mar-23	31-Mar-22	31-Mar-21	31-Mar-20	31-Mar-19
	₦'000	**₦'000**	**₦'000**	**₦'000**	**₦'000**
Company					
Separate Statement of Financial Position					
Assets					
Non-current assets	232,783,388	220,970,412	219,163,251	189,083,838	171,481,410
Current assets	486,501,934	266,647,165	161,159,274	125,183,221	142,576,777
Total assets	**719,285,322**	**487,617,577**	**380,322,525**	**314,267,059**	**314,058,187**
Liabilities					
Non-current liabilities	93,564,578	100,333,110	95,377,417	67,325,900	36,799,208
Current liabilities	443,900,217	212,620,619	125,066,314	100,624,270	138,329,706
Total liabilities	**537,464,795**	**312,953,729**	**220,443,731**	**167,950,170**	**175,128,914**
Total equity	181,820,527	174,663,847	159,878,794	146,316,889	138,929,273
	719,285,322	**487,617,577**	**380,322,525**	**314,267,059**	**314,058,187**
Separate Statement of Profit or Loss and Other Comprehensive Income					
Revenue	923,015,713	832,810,561	535,881,585	394,884,217	370,205,529
Profit before taxation	32,252,805	29,748,829	28,183,601	17,537,684	18,536,249
Taxation	(18,078,901)	(7,929,013)	(8,011,112)	(4,955,115)	(986,742)
Profit from continuing operations	14,173,904	21,819,815	20,172,489	12,582,569	17,549,507
Discontinued operations				-	1,768,147
Profit for the year	14,173,904	21,819,815	20,172,489	12,582,569	19,317,654
Profit attributable to parents of the Company	14,173,904	21,819,815	20,172,489	12,582,569	19,317,654
Per share data					
Earnings per share (Naira)	3.46	5.32	4.92	3.06	4.28
Net assets per share (Naira)	44.34	42.60	38.99	35.68	33.88

Earnings per share is based on profit for the year and the number of issued and fully paid ordinary shares at the end of each financial year.

Net assets per share is based on net assets and the number of issued and fully paid ordinary shares at the end of each financial year