

# NOTICE OF ANNUAL GENERAL MEETING OF RED STAR EXPRESS PLC

**NOTICE IS HEREBY GIVEN** that the Thirtieth Annual General Meeting of Red Star Express Plc will be held virtually on Thursday 14<sup>th</sup> September 2023, at 11.00am, to transact the following business:


## ORDINARY BUSINESS:

- To lay before members of the Company, the Audited Financial Statements for the year ended March 31, 2023, together with the Report of the Directors, Auditors and Statutory Audit Committee thereon;
- To declare a Dividend;
- To re-elect the following Director retiring by rotation:
  - Mr. Sulaiman Koguna (Non-Executive Director)
- To authorize the directors to fix the remuneration of the Auditors.;
- To disclose the remuneration of the Managers of the Company;
- To elect members of the statutory Audit committee;

## SPECIAL BUSINESS:

- To consider and if thought fit, pass the following ordinary resolution:  
"That the remuneration of the Directors for the year ending March 31, 2024 be and is hereby fixed at N8,000,000.00 (Eight Million Naira) only".

## BY ORDER OF THE BOARD

  
A.K.POMUKA  
Company Secretary  
FRC/2013/ICSAN/0000002640  
September 1, 2022  
Lagos, Nigeria

## NOTES

### 1. PROXY

A member of the company entitled to attend and vote at the general meeting is entitled to appoint a proxy in his/her/its stead. A proxy need not be a member of the Company. Consequently, a member of the Company entitled to attend and vote is advised to select from the under-listed proposed Proxies:

- |                         |   |                                 |
|-------------------------|---|---------------------------------|
| 1. Mr Suleiman Barau    | - | Chairman/Non-Executive Director |
| 2. Mr Auwalu Babura     | - | Managing Director/CEO           |
| 3. Mr Moses Ogundede    | - | Shareholder Representative      |
| 4. Chief Cyril Ugwumadu | - | Shareholder Representative      |
| 5. Mr Ganiyu Amoo       | - | Shareholder Representative      |

For the appointment to be valid, a completed and duly executed Proxy Form must be forwarded to the Registrars via email at [registrars@apel.ng](mailto:registrars@apel.ng) or deposited at the office of the Registrars, **Apel Capital Registrars Limited, No. 8, Alhaji Bashorun Street, Off Norman Williams Crescent, South-West, Ikoyi, Lagos, Nigeria** not less than 48 hours before the time fixed for the meeting.

A Proxy Form is attached to the Annual Report and is also available for download from the Company's website at [www.redstarplc.com](http://www.redstarplc.com) or the Registrars website at [www.registrars.apel.com.ng](http://www.registrars.apel.com.ng)

**Stamping of Proxy Forms:** The Company has made arrangements at its cost, for the stamping of all duly completed and signed Proxy Forms, submitted to the Company's Registrars within the stipulated time.

### 2. Closure of Register

The Register of Members and Transfer Books of the Company will be closed from **Monday 21<sup>st</sup> August 2023 to Friday 25<sup>th</sup> August 2023**, both dates inclusive to enable the Registrars to update the Register of Members in preparation for payment of dividend.

### 3. Virtual Meeting Link

Further to the provisions of the Business Facilitation (Miscellaneous Provisions) Act and section 240(2) of the Companies and Allied Matters Act 2020 (CAMA), as amended which enables Public Companies conduct their General Meetings electronically, this Annual General Meeting will be held virtually. The link would be sent to all shareholders via email and be available on the Company's website at [www.redstarplc.com](http://www.redstarplc.com).

### 4. Dividend Payment

The Board of Directors of the Company, are recommending a dividend of 20kobo per 50kobo share, payable less Withholding Tax. If approved at the meeting, dividends will be paid electronically on the 12<sup>th</sup> of October 2023, to shareholders whose names appear on the Register of Members as of 15<sup>th</sup> September 2023, who have completed the e-dividend registration and mandated the Registrars to pay dividends directly into their designated bank accounts.

### 3. E-Dividend Mandate & Shareholder Update

Shareholders are kindly required to update their records and advise the Registrars of their updated details. Detachable E-dividend payment, Unclaimed Dividend & Shareholders Update Forms have been attached to the Annual Report for convenience and may be downloaded from [E-Dividend Mandate Activation Form](#), as well as the Registrars website at <https://registrars.apel.com.ng/?download=292>. All duly completed forms may also be delivered to the Registrars, Apel Capital Registrars Limited, No. 8, Alhaji Bashorun Street, Off Norman Williams Crescent, South-West, Ikoyi, Lagos, Nigeria.

### 4. Unclaimed Dividends

Some dividends have remained unclaimed and outstanding. Shareholders affected by this notice are advised to contact the Registrars for resolution.

### 5. Statutory Audit Committee

In accordance with Section 404(6) of the Companies and Allied Matters Act 2020 ("CAMA"), any shareholder may nominate another shareholder for appointment to the Statutory Audit Committee. Such nomination should be in writing and should reach the Company Secretary at least 21 days before the Annual General Meeting.

Section 404 (5) of the Companies and Allied Matters Act 2020 provides that all the members of the Audit Committee shall be financially literate and at least one (1) member shall be a member of a professional accounting body in Nigeria established by an Act of the National Assembly. The Code of Corporate Governance issued by the Financial Reporting Council of Nigeria also provides that members of the Audit Committee should be financially literate and able to read and interpret financial statements.

In view of the above, we request that nominations to the Audit Committee should be accompanied by copies of the nominees' Curriculum Vitae.

### 6. Re-election of Directors

Mr. Sulaiman Koguna retire by rotation and being eligible offer himself for re-election pursuant to the relevant provisions of CAMA and Company's Articles of Association. His profile is included in the Annual Reports and the Company's website at [www.redstarplc.com](http://www.redstarplc.com).

### 7. Rights of Shareholders to ask questions

Shareholders reserve the right to ask questions at the Annual General Meeting. Shareholders may also submit their questions prior to the meeting. Such questions are to be addressed to the Company Secretary and reach the Company at its Head Office or by electronic mail to [investorrelations@redstarplc.com](mailto:investorrelations@redstarplc.com) not later than 72 hours to the date of the AGM.

### 8. Electronic Copy of the Annual Report and Accounts

An electronic copy of the 2023 Annual Reports and Accounts is available online for viewing and or download via the company's website i.e. [www.redstarplc.com](http://www.redstarplc.com). Shareholders who have provided their email addresses to the Registrars will receive electronic copies of the Annual Report via email. Also, shareholders who wish to receive the electronic version of the Annual Report should send in their request via email to [registrars@apel.ng](mailto:registrars@apel.ng) or [investorrelations@redstarplc.com](mailto:investorrelations@redstarplc.com)

### 9. Live Streaming of the AGM

The Annual General Meeting would be streamed live. This will enable shareholders who are unable to attend physically participate in the proceedings. The link for the live stream would be available on the Company's website i.e. [www.redstarplc.com](http://www.redstarplc.com) at least 24 hours before the meeting.

## Independent Auditor's Report

To the Members of Red Star Express Plc.

### Report on the Audit of the Consolidated and Separate Financial Statements

#### Opinion

We have audited the consolidated and separate financial statements of Red Star Express 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.

#### Other Matter

The consolidated and separate financial statements of the Group and Company as at and for the year ended 31 March 2022 were audited by another auditor who expressed an unmodified opinion on 30 June 2022.

#### 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.

#### Other Information

The Directors are responsible for the other information. The other information comprises the Corporate Information, Directors report, Corporate Governance Report, Audit Committee's 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 and 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 auditor's report thereon. Other information also includes the Corporate profile, Profile of Board of Directors, Chairman's statement, Managing Director's review, Sustainability & CSR report and Red Star Foundation report, together the "Outstanding reports", which are expected to be made available to us after that 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 auditor's report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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 and the Financial Reporting Council of Nigeria Act, 2011 and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

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:



Dunni D. Okegbemila, FCA  
FRC/2012/ICAN/0000000441  
For: KPMG Professional Services  
Chartered Accountants  
4 July 2023  
Lagos, Nigeria



## RED STAR EXPRESS PLC

AUDITED RESULT FOR YEAR ENDED 31ST MARCH 2023

### CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

	THE GROUP		THE COMPANY	
	2023	2022	2023	2022
	N'000	N'000	N'000	N'000
TURNOVER	13,874,604	12,598,817	7,256,901	7,399,350
PROFIT BEFORE TAX	593,415	413,859	413,329	282,843
TAXATION	(279,515)	(326,053)	(219,073)	(159,670)
PROFIT AFTER TAX	313,900	87,806	194,256	123,173

### CONSOLIDATED STATEMENT OF FINANCIAL POSITION

NON-CURRENT ASSETS	3,758,143	3,333,060	3,309,188	2,588,763
CURRENT ASSETS	4,899,495	4,419,127	3,664,644	3,457,797
TOTAL ASSETS	8,657,638	7,752,187	6,973,832	6,046,560
EQUITY	4,577,755	4,193,625	3,731,227	3,466,741
NON-CURRENT LIABILITIES	517,078	482,665	258,518	82,564
CURRENT LIABILITIES	3,562,805	3,075,897	2,984,087	2,497,255
TOTAL EQUITY & LIABILITIES	8,657,638	7,752,187	6,973,832	6,046,560

		
Suleiman Barau Chairman 28 June 2021 FRC/2013/ICEN/00000011559	Badamasi Auwalu Babura Group Managing Director / CEO 28 June 2021 FRC/2016/ICAN/00000014402	Onyibo Valentine Chief Financial Officer 28 June 2021 FRC/2013/ICAN/00000003908

Red Star Express



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