

ANNUAL REPORT AND  
FINANCIAL STATEMENTS

2 0 1 6

# DELIVERING OUR PROMISE



Bank of Baroda (Kenya) Ltd.



# STEADY GROWTH ROOTED IN PASSION

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# GENERAL INFORMATION



## Principal Shareholder

Country of incorporation and domicile

- Bank of Baroda, India - 86.70%
- Kenya

## Principal Officers

**Mr. Yatish C. Tewari**  
**Mr. Philip Burh**  
**Mr. Yogendra Singh Saini**  
**Mr. Amit Gupta**  
**Mr. Andrew L. Wefwafwa**  
**Mr. Winston Sore**  
**Mr. Bhavik S. Trivedi**  
**Ms. Maria Gorett Makokha**  
**Mr. Patrick Sila**  
**Mr. Dhirajlal N. Shah**  
**Mr. Rakesh R. Mehta**  
**Mr. Gopal Saxena**  
**Mr. Banambar Behera**  
**Mr. Ajeet Kumar**  
**Mr. Digvijay S. Rawat**  
**Mr. Sanjay Pratap**  
**Mr. Anoop Sharma**  
**Mr. Paul M. Kairu**  
**Ms. Neela K. Raj**  
**Mr. Elias K. Karanu**  
**Sri. Krishna VSN Raja**  
**Mr. Prasanta Kumar Padhi**

- Managing Director
- Director -Executive & Branch Head -Industrial Area, Nairobi
- Head - Operations
- Head - Risk Management / Compliance
- Head - Credit
- Head - Internal Audit
- Head - Treasury
- Head - Treasury (Back Office)
- Head - Finance
- Manager - Marketing
- Branch Head - Digo Rd Branch, Mombasa
- Branch Head - Thika Branch
- Branch Head - Kisumu Branch
- Branch Head - Sarit Centre Branch
- Branch Head - Eldoret Branch
- Branch Head - Nakuru branch
- Branch Head - Nairobi Main Branch, Koinange Street
- Branch Head - Kakamega Branch
- Branch Head - Nyalı Branch, Mombasa
- Branch Head - Meru Branch
- Branch Head - Diamond Plaza, Nairobi
- Branch Head - Mombasa Road Branch

## REGISTERED OFFICE

Baroda House, 29 Koinange Street  
P.O. Box 30033, 00100  
NAIROBI - KENYA  
Telephone: (020) 2248402, 2248412, 2226416  
Fax: (020) 316070/310439  
E-mail: kenya@bankofbaroda.com; ho.kenya@bankofbaroda.com; dmd.kenya@bankofbaroda.com

## INDEPENDENT AUDITOR

Grant Thornton  
Certified Public Accountants (Kenya)  
5th Floor Avocado Towers  
Muthithi Road, Westlands  
P.O. Box 46986, 00100  
NAIROBI - KENYA

## COMPANY SECRETARIES

Africa Registrars  
Certified Public Secretaries  
Kenya - Re Towers  
Upperhill  
P.O. Box 1243, 00100  
NAIROBI - KENYA

## LEGAL ADVISORS

Hamilton Harrison & Mathews Advocates  
A. B. Patel & Patel Advocates  
Mwaura & Wachira Advocates  
Patel & Patel Advocates  
Gathaiya & Associates

## PRINCIPAL VALUERS

Njihia Njoroge & Co  
Crystal Valuers Limited  
Datoo Kithiku Limited  
Coral Properties Limited

## PRINCIPAL CORRESPONDENT BANKS

Bank of Baroda  
Bank of Baroda  
Bank of Baroda  
Bank of Baroda  
NedBank Ltd.  
Bank of Baroda  
Bank of India  
Bank of Montreal  
Union Bank of Switzerland

- Mumbai, India
- New York, U.S.A.
- London, U.K.
- Brussels, Belgium
- Johannesburg, South Africa
- Sydney, Australia
- Tokyo, Japan
- Toronto, Canada
- Zurich, Switzerland

## GENERAL INFORMATION

## HEAD OFFICE

Baroda House, 29 Koinange Street  
P.O. Box 30033, 00100  
NAIROBI  
Telephone: (020) 2248402 / 2248412 / 2226416  
Fax: (020) 316070/310439  
E-mail: kenya@bankofbaroda.com; ho.kenya@bankofbaroda.com

## BRANCH NETWORK

**Digo Road Branch, Mombasa**

Plot No. XXV/61, Kizingo  
P.O. Box 90260, 80100  
MOMBASA  
Telephone: (041) 224507/8, 2226211  
Fax: (041) 228607  
E-mail: digoro@bankofbaroda.com

**Thika Branch**

Kenyatta Avenue  
P.O. Box 794, 01000  
THIKA  
Telephone: (067) 22379, 30048  
Fax: (067) 30048  
E-mail: thika@bankofbaroda.com

**Kisumu Branch**

Central Square  
P.O. Box 966, 40100  
KISUMU  
Telephone: (057) 2021768/74, 2020303  
Fax: (057) 2024375  
E-mail: kisumu@bankofbaroda.com

**Eldoret Branch**

Charotar Patel Plaza, Moi Street  
P.O. Box 1517, 30100  
ELDOROT  
Telephone: (053) 2063341  
Fax: (053) 2063540  
E-mail: eldoret@bankofbaroda.com

**Nairobi Main (Office) Branch, Koinange Street**

Baroda House, 29 Koinange Street  
P.O. Box 30033, 00100  
NAIROBI  
Telephone: (020) 2248402/12  
Fax: (020) 310439  
E-mail: nairobi@bankofbaroda.com

**Industrial Area Branch**

Enterprise Road  
P.O. Box 18269, 00500  
NAIROBI  
Telephone: (020) 555971/2/3  
Fax: (020) 555943  
E-mail: indust.nairobi@bankofbaroda.com

**Sarit Centre, Westlands Branch**

Lower Ground Floor, Sarit Centre  
P.O. Box 886, 00606  
NAIROBI  
Telephone: (020) 3752590/91  
Fax: (020) 3752592  
E-mail: sarit@bankofbaroda.com

**Diamond Plaza Branch**

First Floor, Diamond Plaza  
P.O. Box 13709, 00800  
NAIROBI  
Telephone: (020) 3742257  
Fax: (020) 3742263  
E-mail: dp.nairobi@bankofbaroda.com

**Mombasa Road Branch**

Ground Floor, Somak House  
P.O. Box 18948, 00500  
NAIROBI  
Telephone: (020) 6829118/9, 6829444  
Fax: (020)  
E-mail: mombasaroad@bankofbaroda.com

**Kakamega Branch**

Kenyatta Avenue  
P.O. Box 2873  
KAKAMEGA  
Telephone: (020) 2111777  
Fax: (056) 31766  
E-mail: kakamega@bankofbaroda.com

**Meru Branch**

Brown Rock Building, Njuri Ncheke Street  
P.O. Box 2762, 60200  
MERU  
Telephone: (064) 2341342  
Fax: (064) 30623  
E-mail: meru@bankofbaroda.com

**Nakuru Branch**

Vickers House, Kenyatta Avenue  
P.O. Box 12408, 20100  
NAKURU  
Telephone: (051) 2211718  
Fax: (051) 2211719  
E-mail: nakuru@bankofbaroda.com

**Nyali Branch, Mombasa**

Texas Road, Texas Towers  
P.O. Box 95450, 80106  
MOMBASA  
Telephone: (041) 4471103  
Fax: (041) 4471104  
E-mail: nyali@bankofbaroda.com



Bank of Baroda, one among the most prominent banks in India, commenced its first overseas operations in Kenya, during country's pre-independence era, by opening its first branch in Makadara Street at Mombasa on 14th December, 1953. While, the Bank was operating successfully in Kenya, in order to provide further autonomy for better business growth and to participate actively in the overall economic growth of the country, the Bank decided to convert its presence into a subsidiary of the Bank in the name of Bank of Baroda (Kenya) Ltd. in 1992. The Bank has since been operating as a full-fledged and self-sufficient entity in the country. While the parent bank continues to be a major shareholder with 86.70% holding in this subsidiary, rest of the shareholding is privately placed with local shareholders.

Over the years, the Bank has substantially strengthened its position in the Industry and is presently operating with more than 100 bn. business from its 13 branches located at all the major and important business centers in the country viz. Nairobi, Mombasa, Kisumu, Eldoret, Nakuru, Thika, Kakamega and Meru. The approach of the Bank is customer centric and to ensure that the interests of all Stakeholders are protected in best possible way. Bank sees huge business potential and opportunities in the country with the fast development programs embarked upon by the Government of Kenya and it would be our constant and ardent endeavor to participate whole heartedly in the progress of the country by following the principles of ethical, honest and transparent banking.

## GENERAL INFORMATION

## BOARD COMMITTEES

## The Board committees as at the date of this report comprise:

Board Audit Committee	Board Credit Committee	Asset and Liability Committee	Board Risk Management Committee	Executive Committee
Composition				
Three Directors (Non-Executive)	Two Directors (Executive) and Three Directors (Non-Executive)	Two Directors (Executive) Head Credit Head Operations Head Treasury Head Treasury (Back Office) Head Finance	One Director (Executive) & Three Directors (Non-Executive)	One Director (Executive) Head Operations Head Credit Head IT Head Treasury Head HR & Administration Head Finance
Main function				
Strengthening the control environment, financial reporting and auditing function.	Appraisal and approval of credit applications and reviewing credit portfolio.	Monitoring and management of the statement of financial position including liquidity risk, interest rate risk, foreign currency risk and compliance with all statutory requirements.	Ensuring quality, integrity and reliability of the Bank's risk management function.	To act as link between the Board and Management in implementing operational plans, annual budgets and periodic review of operations, strategic plans and identification of opportunities.
Frequency of meetings per Annum (minimum)				
Quarterly	Quarterly	Monthly	Quarterly	Three times a year
Chairperson				
Mr. Patrick K. Njoroge	Mr. Eric Francis Tucker	Mr. Yatish C. Tewari	Mr. Patrick K. Njoroge	Mr. Philip Burh
Members				
Mr. Eric Francis Tucker Mr. Ramesh Chunilal Mehta	Mr. Patrick K. Njoroge Mr. Yatish C. Tewari Mr. Ramesh Chunilal Mehta Mr. Philip Burh	Mr. Philip Burh Mr. Andrew L. Wefwafwa Mr. Yogendra Singh Saini Mr. Bhavik Suresh Trivedi Ms. Maria Gorett Makokha Mr. Patrick Sila	Mr. Eric Francis Tucker Mr. Yatish C. Tewari Dr. Winfred N. Karugu	Mr. Yogendra Singh Saini Mr. Andrew L. Wefwafwa Mr. Patrick Kombe Mr. Bhavik Suresh Trivedi Mr. Kennedy Machoka Mr. Patrick Sila



Dear Stakeholders,

I have the pleasure to present the Bank's Annual Audited Report and Financial Statements for the year ended 31st December 2016.

### **KENYAN ECONOMY & BANKING SECTOR**

There is a positive trend in the economic outlook of Kenya. Gross Domestic Product (GDP) is estimated to have expanded by 5.8% in 2016 vis-a-vis 5.7% in 2015. Annual average inflation eased to 6.3% compared to average of 6.6% in 2015. The Kenyan Shilling strengthened against the Pound Sterling, South African Rand, Ugandan Shilling, Tanzanian Shilling and the Rwandan Franc but weakened against the US Dollar, Euro and Yen.

Subsequent to the interest rate caps brought in with the introduction of Banking (Amendment) Act, the banking sector was affected in 2016 due to exit of many banks from the market either on account of inconsistent policies or on account of the consolidation process undertaken to counter the liquidity and long term sustainability challenges faced by them. The effects of the Interest rate regulation led to reduced interest margins and slow credit offtake.

### **PERFORMANCE OF THE BANK**

Coming to the salient features of the performance of our Bank, I am happy to state that during the year ended 31st December 2016, the Bank showed a good growth inspite of a slowdown in the growth of overall banking sector in the country. Deposits of the Bank grew by 22.57% and Advances grew by 18.06%, vis-à-vis the industry growth of 6.70% and 7.50% respectively. Total Business of the Bank grew by 20.90% during the year to stand at Kshs 102.96 Bn. The Bank's Gross Profit increased by 39.68% over the previous year. Net profit grew by more than 45% during the same period. The ratio of Gross NPA as a percentage of total advances increased to 8.91% as at 31st December 2016 compared to a ratio of 7.33% as at December 2015. The Bank is constantly pursuing for recovery in the stressed accounts and we expect to bring down the level substantially during the current year.

### **ACHIEVEMENTS**

Bank has recently introduced Visa Debit Card services. Bank has also implemented KRA i-Tax module for online collection of tax on behalf of Kenya Revenue Authority. During the year, the Bank launched -4- New retail products namely Baroda Home Improvement Loan, Baroda Additional Assured Advance, Baroda Mortgage Loan and Loan Against Future Rent Receivables. We aim to aggressively market the recently launched Retail and other products and we are confident that the same will translate into increased business for Bank.

During the year the Bank opened its 13th Branch at Mombasa Road, Nairobi and completely renovated two of its branches viz. Industrial area, Nairobi and Thika for better visibility and convenience of our constituents. The Bank has received the Runner – up award under the category of Most Efficient Bank by Think Business Magazine.



## CHAIRMAN'S REPORT

**WAY FORWARD**

Going ahead, we have entered into an agreement with a local vendor for launching Mobile Banking in the country in due course of time. The project will help in augmenting the product profiles and customer convenience and will also open various avenues for business mobilization like Agency Banking etc. We look forward to completion of the project in the near future.

The Bank also proposes to start the construction of its Head Office on its own property as against the current location of the Head Office in leased premises, for which the ground breaking is scheduled for September 2017. The project is expected to be completed in the next two years.

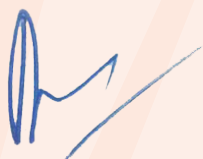
The Bank has been active in undertaking many activities focusing on the under - privileged section of the society. Bank shall continue to undertake such Corporate Social Responsibility (CSR) initiatives and look for opportunities to participate in developmental activities for the society at large.

**ACKNOWLEDGEMENTS**

I take this opportunity to place my sincere gratitude to the Government and the Central Bank of Kenya for continued support and guidance in strengthening the operations of our Bank. I acknowledge the dedication and contribution of the Management and all the staff members which translated to positive all round growth of the Bank during the year. I would also like to thank my fellow Directors for their continued support and timely guidance. I also appreciate the continued patronage of our esteemed customers and business partners.

I solicit your continued support and good wishes to bring further glory to the Bank.

Yours truly



**(Ashok Kumar Garg)**  
**Chairman**  
**Bank of Baroda (Kenya) Ltd**

## COMPANY INFORMATION

### BOARD OF DIRECTORS



**Name**

Ashok Kumar Garg

**Nationality**

Indian

**Position**

Chairman and Director (Non-Executive)

**Date of Appointment**

31st July 2017

**Other Directorships**

Bank of Baroda, India.

Bank of Baroda (Guyana) Inc.

Bank of Baroda (Trinidad & Tobago) Ltd.



**Name**

Yatish C. Tewari

**Nationality**

Indian

**Position**

Managing Director

**Date of Appointment**

7th December 2013

**Other Directorships**

None



**Name**

Philip Burh

**Nationality**

Indian

**Position**

Director (Executive)

**Date of Appointment**

17th March 2014

**Other Directorships**

None

## COMPANY INFORMATION

## BOARD OF DIRECTORS (Continued)

**Name**

Mr. Eric Francis Tucker

**Nationality**

Indian

**Position**

Director (Non-Executive)

**Date of Appointment**

4th January 2017

**Other Directorships**India First Life Insurance Co. Ltd  
Baroda Pioneer Trustee Pvt. Co. Ltd**Name**

Mr. Patrick K. Njoroge

**Nationality**

Kenyan

**Position**

Director (Non-Executive)

**Date of Appointment**

18th August 2014

**Other Directorships**Kenya Association of Investments Group.  
East Africa Capital Consultants.  
Algorithm Limited.  
Amalgamated Chama Limited**Name**

Dr. Winifred Nyambura Karugu

**Nationality**

Kenyan

**Position**

Director (Non-Executive)

**Date of Appointment**

3rd June 2016

**Other Directorships**JKUAT Enterprises Ltd.  
Kargua Construction.  
Mirie Cousins Ltd.  
Erian Heights Ltd.**Name**

Mr. Rameshchandra Chunilal Mehta

**Nationality**

Kenyan

**Position**

Director (Non-Executive)

**Date of Appointment**

28th March 2017

**Other Directorships**

Western Emporium (1975) Co. Ltd.

The Bank places strong importance on maintaining a sound control environment and applying the highest standards to continue its business integrity and professionalism in all areas of activities. It shall continue its endeavour to enhance shareholders' value by protecting their interests and defend their rights by ensuring performance at all levels and maximizing returns with minimal use of resources in its pursuit of excellence in corporate life.

### 1. RESPECTIVE RESPONSIBILITIES

The shareholders' role is to appoint the Board of Directors and the external auditors. This role is extended to holding the Board accountable and responsible for efficient and effective governance.

The Board of Directors is responsible for the governance of the Bank, and to conduct the business and operations of the Bank with integrity and in accordance with generally accepted corporate practices, in a manner based on transparency, accountability and responsibility.

### 2. BOARD OF DIRECTORS

The composition of the Board is set out on pages 8-9. The Board is chaired by Director (Non-Executive) and comprises of the Managing Director, Director (Executive) and Directors (Non-Executive).

All Directors (Non-Executive) are independent of management. The Board has varied and extensive skills in the areas of banking, business management, accountancy and information communication and technology. The Directors' responsibilities are set out in the Statement of Directors Responsibilities on page 14. The Directors are responsible for the development of internal financial controls which provide safeguard against material misstatements and fraud and also for the fair presentation of the financial statements.

The board meets on a quarterly basis and has a formal schedule of matters reserved for discussion.

During the year under review, the Board meetings were held on the following dates:

- February 3, 2016
- June 30, 2016
- September 23, 2016
- December 8, 2016

The attendance of individual directors is as follows:

Name of director	Period	Meetings held during their tenure	Meetings attended
Mr. Bhuwanchandra B. Joshi	01 January 2016 to 31 December 2016	2	2
Mr. Yatish C Tewari	01 January 2016 to 31 December 2016	4	4
Mr. Philip Burh	01 January 2016 to 31 December 2016	4	4
Mr. Patrick K Njoroge	01 January 2016 to 31 December 2016	4	4
Dr. Winfred N. Karugu	01 January 2016 to 31 December 2016	3	3
Mr. Vikram C. Kanji	01 January 2016 to 31 December 2016	2	2

The board has appointed various sub-committees to which it has delegated certain responsibilities with the chairperson of the sub-committee reporting to the board. The composition of the sub-committee is set out on page 5.

### 3. BOARD EVALUATION

In compliance with the Prudential Guidelines issued by the Central Bank of Kenya and also part of good Corporate Governance, each member of the Board including the Chairman conducted a peer evaluation exercise for the year 2016. This involved a self review of the Board's capacity, functionality and effectiveness of performance against its set objectives. This enabled the Board to assess its areas of strengths and weakness and then know how to balance its skills, expertise and knowledge.

The Board Performance evaluation covered the following:

#### (a) The Board Self Evaluation

The Board's performance during the year was evaluated by each member where members were allowed to give their opinion on how the Board had performed. Members were satisfied that the Board had performed to their expectations.

#### (b) The Director Peer Evaluation

A Directors' Peer evaluation exercise was conducted for each member. Each director was required to give the ratings on the performance of each member of the Board.

#### (c) The Board chairman's Evaluation

The Board members assessed the Chairman's performance and noted that the Board managed to achieve its business targets for year 2016 under his Chairmanship. The Chairman was effective during the year.



## CORPORATE GOVERNANCE (Continued)

**4. BOARD COMMITTEES****Board Audit Committee**

The committee comprises three Directors (Non-Executive). The committee meets on a quarterly basis and its functions include:

- Monitoring and strengthening the effectiveness of management information and internal control systems.
- Review of financial information and improving the quality of financial reporting.
- Strengthening the effectiveness of internal and external audit functions, and deliberating on significant issues arising from internal and external audits, and inspections carried out by the Bank Supervision Department of Central Bank of Kenya.
- Increasing the stakeholders' confidence in the credibility and stability of the institution.
- Monitoring instances of non-compliance with the International Financial Reporting Standards, applicable legislation and the Central Bank of Kenya Prudential Regulations and other pronouncements.

**Board Credit Committee**

The committee is chaired by a Director (Non-Executive) and comprises of the two Executive Directors, two Non-Executive Director and the Head of Credit as convener. It meets at least once in a quarter. The functions of the committee include Credit monitoring, appraisal and approval of credit applications based on limits set by the Board. The committee also monitors and reviews non-performing advances and ensures that adequate loan loss provisions are held against delinquent accounts in accordance with the guidelines issued by the Central Bank of Kenya and International Accounting Standards Board.

**Board Risk Management Committee**

The committee, chaired by a Director (Non - Executive) and comprising Managing Director and three Directors (Non-Executive), meets on a quarterly basis to ensure quality, integrity and reliability of Risk Management function and programme by way of assisting the Board of Directors in the discharge of duties relating to the corporate accountability, reviewing the integrity of the risk control systems, monitoring external developments relating to the practice of corporate accountability and providing independent and objective oversight.

**5. MANAGEMENT COMMITTEES****Asset and Liability Committee**

The committee, chaired by the Managing Director, comprising Director (Executive) and various departmental heads, meets on a monthly basis to discuss operational issues and to monitor and manage the statement of financial position to ensure that adequate resources are available to meet anticipated fund demands and to monitor compliance with all statutory requirements. The committee is also responsible for developing a framework for monitoring the banking risks including operational, liquidity, maturity, interest rate and exchange rate risks.

**Executive Committee**

The committee, chaired by Director (Executive) and comprising various departmental heads, meets at least three times a year to implement operational plans, annual budgeting, periodic reviews of operations, strategic plans, ALCO strategies, identification and management of key risks and opportunities.

**Directors' Remuneration**

The remuneration to all Directors is based on the responsibilities allocated to the Directors, and is subject to regular review to ensure that it adequately compensates them for the time spent on the affairs of the Bank.

**Relationship with Shareholders**

The Bank is a private limited liability company with the details of the main shareholder set out on the general information page. Shareholders have full access through the Managing Director to all information they require in respect of the Bank and its affairs. In accordance with the guidelines issued by the Central Bank of Kenya, the Bank publishes quarterly accounts in the local newspapers.



**Mr. Yatish C. Tewari**  
Managing Director

27th March 2017

The directors have pleasure in submitting their report on the financial statements of Bank of Baroda (Kenya) Limited for the year ended 31 December 2016.

## 1. Principal activity

The bank is licensed under the Banking Act and provides banking, financial and related services. There have been no material changes to the nature of the bank's business from the prior year.

## 2. Review of financial results and activities

The financial statements have been prepared in accordance with International Financial Reporting Standards and the requirements of the Kenyan Companies Act, 2015. The accounting policies have been applied consistently compared to the prior year.

The bank recorded a net profit after tax for the year ended 31 December 2016 of K Sh ('000) 2,946,759. This represented an increase of 45.44% from the net profit after tax of the prior year of K Sh ('000) 2,026,117.

Interest income increased by 26.29% from K Sh ('000) 7,591,982 in the prior year to K Sh ('000) 9,587,612 for the year ended 31 December 2016.

Bank cash flows from operating activities increased by 112.97% from K Sh ('000) 4,628,928 in the prior year to K Sh ('000) 9,858,215 for the year ended 31 December 2016.

## 3. Dividends

The directors propose a final dividend of K Sh 10.00 per share (2015: K Sh 4.00 per share) amounting to K Sh 494.858 million (2015: K Sh 197.943 million).

## 4. Directors

The directors of the bank during the year and to the date of this report are as follows:

Mr. Bhuwanchandra B. Joshi (Resigned w.e.f. 31.12.16)

Mr. Yatish C. Tewari

Mr. Philip Burh

Mr. Patrick K. Njoroge

Dr. Winfred N. Karugu (Appointed w.e.f. 03.06.16)

Mr. Vikram C. Kanji (Resigned w.e.f. 25.10.16)

Mr. Ashok Kumar Garg (Appointed during 2017)

Mr. Eric Francis Tucker (Appointed during 2017)

Mr. Ramesh Chunilal Mehta (Appointed during 2017)

## 5. Events after the reporting period

The directors are not aware of any material event which occurred after the reporting date and up to the date of this report.

## 6. Independent auditor

The Auditors, Messers Grant Thornton, continue in office in accordance with Section 719(2) of the Kenyan Companies Act, 2015 and subject to Section 24(1) of the Banking Act (Cap. 488).

## 7. Relevant audit information

The directors in office at the date of this report confirm that;

a) There is no relevant audit information of which the company's auditor is unaware; and

b) Each of the directors has taken all the steps that they ought to take as a director so as to be aware of any relevant information and to establish that the company's auditor is aware of that information.

## REPORT OF THE DIRECTORS

### 8. Business overview

During the year ended December 31, 2016, deposits grew by K Sh 11.94 billion to stand at K Sh 64.87 Billion compared to KSh 52.93 billion as at December 31, 2015 translating to a growth of 22.57%.

We managed to grow our advances by K Sh 5.83 billion in the year to close at K Sh 38.09 billion as at December 31, 2016 compared to K Sh 32.26 billion as at December 31, 2015 translating to a growth of 18.06%

The bank's net interest income stood at K Sh 4.990 billion for the year ended December 31, 2016 compared to K Sh 3.708 billion as at December 31, 2015 translating to an increase of K Sh 1.28 billion reflecting a growth 34.59% over the year.

The Bank would have performed even better, but for the enactment of the Banking Amendment Bill 2016 in August of 2016, which capped lending interest rates (i.e. maximum 4% over CBR) and also brought provision for payment of interest (i.e. 70% of CBR) on all interest bearing deposits. The effects of the rate regulation led to reduced interest margins and slow uptake in credit, hence affected profitability with effect from September 14, 2016, the date when it was made effective.

The ratio of Gross NPA as a percentage of total advances increased to 8.91% as at December 31, 2016 compared to a ratio of 7.33% as at December 2015. The bank is constantly pursuing recoveries on the stressed accounts and we expect to bring down the level substantially during the current year.

Other operating/ efficiency ratios have improved satisfactorily over the period and indicate healthy operations of the subsidiary. However, with the implementation of the Banking (Amendment) Act 2016, thereby capping the Interest rates with effect from September 14, 2016, profitability ratios are likely to suffer in future.

### 9. Approval of financial statements

The financial statements were approved at a meeting by the board of directors on March 27, 2017 and were signed on its behalf by:

#### By order of the Board

For and on behalf of:-  
AFRICA REGISTRARS SECRETARIES

.....COMPANY SECRETARY.....  
NAIROBI

The directors are required in terms of the Kenyan Companies Act, 2015 to maintain adequate accounting records and are responsible for the content and integrity of the financial statements and related financial information included in this report. It is their responsibility to ensure that the financial statements fairly present the state of affairs of the bank as at the end of the financial year and the results of its operations and cash flows for the period then ended, in conformity with International Financial Reporting Standards. The external auditors are engaged to express an independent opinion on the financial statements.

The financial statements are prepared in accordance with International Financial Reporting Standards and are based upon appropriate accounting policies consistently applied and supported by reasonable and prudent judgments and estimates.

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

The directors are of the opinion, based on the information and explanations given by management, that the system of internal control provides reasonable assurance that the financial records may be relied on for the preparation of the financial statements. However, any system of internal financial control can provide only reasonable, and not absolute, assurance against material misstatement or loss.

The directors have reviewed the bank's cash flow forecast for the year to 31 December 2017 and, in the light of this review and the current financial position, they are satisfied that the bank has or has access to adequate resources to continue in operational existence for the foreseeable future.

The external auditors are responsible for independently reviewing and reporting on the bank's financial statements. The financial statements have been examined by the bank's external auditors and their report is presented on pages 16 to 17. The financial statements set out on pages 18 to 59, which have been prepared on the going concern basis, were approved by the board of directors on March 27, 2017 and were signed on its behalf by:



**Managing Director**



**Director**



## TEAM BARODA



## To the members of Bank of Baroda (Kenya) Limited

### Report on the Audit of the Financial Statements

#### Opinion

We have audited the Financial Statements of Bank of Baroda (Kenya) Limited set out on pages 18 to 59, which comprise the Statement of Financial Position as at 31 December 2016, and the Statement of Profit or Loss and Other Comprehensive Income, Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Financial Statements, including a summary of significant accounting policies and other explanatory information.

In our opinion, the Financial Statements present fairly, in all material respects, the financial position of Bank of Baroda (Kenya) Limited as at 31 December 2016, and its financial performance and cash flows for the year then ended in accordance with International Financial Reporting Standards and the requirements of the Kenyan Companies Act, 2015.

#### Basis for opinion

We conducted our audit in accordance with International Standards on Auditing. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the bank in accordance with the International Ethics Standards Board for Accountants Code of Ethics for Professional Accountants (IESBA Code) and we have fulfilled our ethical responsibilities in accordance with the IESBA code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for the opinion.

#### Going concern

The financial statements of the bank have been prepared using the going concern basis of accounting. The use of this basis of accounting is appropriate unless the directors either intend to liquidate the bank or cease operations, or have no realistic alternative but to do so. As part of our audit of the bank's financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate. The directors have not identified a material uncertainty that may cast significant doubt on the bank's ability to continue as a going concern, and accordingly none is disclosed in the financial statement of the bank. Based on our audit of the financial information of the bank, we have not identified such a material uncertainty. However, neither management nor the auditor can guarantee the bank's ability to continue as a going concern.

#### Other information

The directors are responsible for the other information. The other information comprises the Directors' Report and the Audit Committee's Report as required by the Kenyan Companies Act, 2015, which we obtained prior to the date of this report. Our opinion on the Financial Statements does not cover the other information and we do not express an audit opinion or any form of assurance conclusion thereon.

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

#### Responsibilities of the directors for the Financial Statements

The directors are responsible for the preparation and fair presentation of the Financial Statements in accordance with International Financial Reporting Standards and the requirements of the Kenyan Companies Act, 2015, and for such internal control as the directors determine is necessary to enable the preparation of Financial Statements that are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, the directors are responsible for assessing the bank'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 bank or to cease operations, or have no realistic alternative but to do so. The directors are responsible for overseeing the company's financial reporting process.



## INDEPENDENT AUDITOR'S REPORT

### Auditor's responsibilities for the audit of the Financial Statements

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

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

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

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

### Report on other legal and regulatory requirements

As required by the Kenyan Companies Act, 2015, we report to you, based on our audit, that:

- a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion proper books of accounts have been kept by the bank, so far as appears from our examination of those books;
- c) In our opinion, the financial information given in the directors' report for the year ended 31 December 2016 is consistent with the bank's annual financial statements; and
- d) The bank's statement of financial position and statement of profit or loss and other comprehensive income are in agreement with the books of accounts.

The engagement partner responsible for the audit resulting in this independent auditor's report is CPA Dipesh V. Shah - P/No1729

**Grant Thornton, Nairobi**  
**B/108/121/077/0317/AUD**  
**March 27, 2017**

## FINANCIAL STATEMENTS

### STATEMENT OF PROFIT OR LOSS AND COMPREHENSIVE INCOME

		<b>2016</b>	<b>2015</b>
	<b>Note(s)</b>	<b>Kshs '000</b>	<b>Kshs '000</b>
Interest income	4	9,587,612	7,591,982
Interest expense	5	(4,597,226)	(3,884,201)
<b>Net interest income</b>		<b>4,990,386</b>	<b>3,707,781</b>
Fees and commission income		171,234	155,256
Foreign exchange trading income		88,899	85,878
Other income	6	113,148	98,776
Non interest expenses	7	(1,051,782)	(960,359)
Increase in impairment losses on loans	11	(436,075)	(601,761)
<b>Profit before taxation</b>		<b>3,875,810</b>	<b>2,485,571</b>
Taxation	12	(929,051)	(459,454)
<b>Profit for the year</b>		<b><u>2,946,759</u></b>	<b><u>2,026,117</u></b>
Earnings per share			
Basic and diluted (Kshs. per share)		59.55	40.94
<b>Dividend</b>			
Proposed final dividend for the year		494,858	197,943
<b>Dividend per share (Kshs. per share)</b>		<b>10.00</b>	<b>4.00</b>

The accounting policies on pages 22 to 30 and the notes on pages 18 to 59 form an integral part of the financial statements.

		<b>2016</b>	<b>2015</b>
	<b>Note(s)</b>	<b>Kshs '000</b>	<b>Kshs '000</b>
<b>Profit for the year</b>		<b>2,946,759</b>	<b>2,026,117</b>
<b>Other comprehensive income:</b>			
Fair value gain and (losses) on financial assets classified as 'available-for-sale'			
- government securities	13	199,210	(426,394)
- corporate bonds	13	4,487	(5,394)
- quoted shares	13	(692)	(528)
<b>Other comprehensive income for the year net of taxation</b>	<b>13</b>	<b>203,005</b>	<b>(432,316)</b>
<b>Total comprehensive income</b>		<b><u>3,149,764</u></b>	<b><u>1,593,801</u></b>

The accounting policies on pages 22 to 30 and the notes on pages 18 to 59 form an integral part of the financial statements.

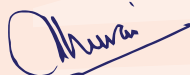


## FINANCIAL STATEMENTS

## STATEMENT OF FINANCIAL POSITION

		2016	2015
Assets	Note(s)	Kshs '000	Kshs '000
Cash in hand	14	371,492	272,005
Balances with Central Bank of Kenya	15	3,683,022	2,966,012
Government securities	16	41,209,970	32,215,403
Deposits and balances due from other banking institutions	17	333,663	819,275
Other assets	18	475,740	439,022
Loans and advances to customers (net)	19	36,400,900	31,018,373
Investment securities	20	129,232	162,901
Current tax receivable	21	-	28,085
Non-current asset held for sale	23	22,284	-
Intangible assets	22	4,877	2,937
Investment property	23	-	22,903
Property and equipment	24	222,813	183,599
Deferred tax	25	53,482	47,033
<b>Total Assets</b>		<b>82,907,475</b>	<b>68,177,548</b>
<b>Equity and Liabilities</b>			
<b>Liabilities</b>			
Customer deposits	26	64,873,604	52,928,623
Deposits and balances due to other banking institutions	27	2,899,978	3,596,940
Other liabilities	28	492,420	378,899
Current tax Payable	21	416,566	-
<b>Total Liabilities</b>		<b>68,682,568</b>	<b>56,904,462</b>
<b>Equity</b>			
Share capital	29	989,717	989,717
Fair value reserve (Statement of Changes in Equity)		(315,520)	(518,525)
Statutory loan loss reserve (Statement of Changes in Equity)		486,363	365,353
Retained income (Statement of Changes in Equity)		12,569,489	10,238,598
Proposed dividends (Statement of Changes in Equity)		494,858	197,943
<b>Total Equity</b>		<b>14,224,907</b>	<b>11,273,086</b>
<b>Total Equity and Liabilities</b>		<b>82,907,475</b>	<b>68,177,548</b>

The financial statements and the notes on pages 18 to 59, were approved by the board of directors on March 27, 2017 and were signed on its behalf by:

  
Managing Director

  
Director

  
Director

For and on behalf of:  
AFRICA REGISTRARS SECRETARIES  
  
COMPANY SECRETARY  
NAIROBI

The accounting policies on pages 22 to 30 and the notes on pages 18 to 59 form an integral part of the financial statements.

# FINANCIAL STATEMENTS

## STATEMENT OF CHANGES IN EQUITY

	Share capital Kshs '000	Fair value reserve Kshs '000	Statutory loan loss reserve Kshs '000	Total reserves Kshs '000	Retained income Kshs '000	Proposed dividends Kshs '000	Total equity Kshs '000
<b>Balance at January 01, 2016</b>	<b>989,717</b>	<b>(518,525)</b>	<b>365,353</b>	<b>(153,172)</b>	<b>10,238,598</b>	<b>197,943</b>	<b>11,273,086</b>
Changes in equity							
Total comprehensive income for the year	-	203,005	-	203,005	2,946,759	-	3,149,764
Transfer to statutory loan loss reserve	-	-	121,010	121,010	(121,010)	-	-
Dividends paid	-	-	-	-	-	(197,943)	(197,943)
Dividends proposed	-	-	-	-	(494,858)	494,858	-
Total changes	-	203,005	121,010	324,015	2,330,891	296,915	2,951,821
<b>Balance at December 31, 2016</b>	<b>989,717</b>	<b>(315,520)</b>	<b>486,363</b>	<b>170,843</b>	<b>12,569,489</b>	<b>494,858</b>	<b>14,224,907</b>
<b>Balance at January 01, 2015</b>	<b>989,717</b>	<b>(86,209)</b>	<b>358,853</b>	<b>272,644</b>	<b>8,416,924</b>	<b>188,046</b>	<b>9,867,331</b>
Changes in equity							
Total comprehensive income for the year	-	(432,316)	-	(432,316)	2,026,117	-	1,593,801
Transfer to statutory loan loss reserve	-	-	6,500	6,500	(6,500)	-	-
Dividends paid	-	-	-	-	-	(188,046)	(188,046)
Dividends proposed	-	-	-	-	(197,943)	197,943	-
Total changes	-	(432,316)	6,500	(425,816)	1,821,674	9,897	1,405,755
<b>Balance at December 31, 2015</b>	<b>989,717</b>	<b>(518,525)</b>	<b>365,353</b>	<b>(153,172)</b>	<b>10,238,598</b>	<b>197,943</b>	<b>11,273,086</b>

## FINANCIAL STATEMENTS

## STATEMENT OF CASH FLOWS

	Note(s)	2016 Kshs '000	2015 Kshs '000
<b>Cash flows from operating activities</b>			
Cash generated from operations		10,349,064	5,043,752
Tax paid	21	(490,849)	(414,824)
<b>Net cash from operating activities</b>		<b><u>9,858,215</u></b>	<b><u>4,628,928</u></b>
<b>Cash flows from investing activities</b>			
Purchase of property and equipment	24	(83,187)	(101,311)
Sale of property and equipment		306	2,366
Purchase of intangible assets		(3,918)	(499)
Sale of investment securities		-	-
Government securities		(8,795,357)	(4,161,297)
Investment Securities		<u>37,464</u>	<u>37,339</u>
<b>Net cash used in investing activities</b>		<b><u>(8,844,692)</u></b>	<b><u>(4,223,402)</u></b>
<b>Cash flows from financing activities</b>			
Dividends paid		(197,943)	(188,046)
<b>Total cash movement for the year</b>		<b>815,580</b>	<b>217,480</b>
Cash at the beginning of the year	14-15	<u>3,238,934</u>	<u>3,021,454</u>
<b>Total cash at end of the year</b>	14-15	<b><u>4,054,514</u></b>	<b><u>3,238,934</u></b>

## 1. PRESENTATION OF FINANCIAL STATEMENTS

The financial statements have been prepared in accordance with International Financial Reporting Standards, and the Kenyan Companies Act, 2015. The financial statements have been prepared on the historical cost basis, as modified by the carrying of available for sale investments at fair value and impaired assets at their recoverable amount. They are presented in Kenyan Shillings and rounded off to the nearest thousand. For the Kenyan Companies Act, 2015 reporting purposes, the balance sheet is presented by Statement of Financial Position and the profit or loss account by the Statement of Profit or Loss and Other Comprehensive Income in these financial statements.

These accounting policies are consistent with the previous period.

### 1.1 General Information

Bank of Baroda (Kenya) Limited is incorporated in Kenya under the Kenyan Companies Act as a private limited liability company and is domiciled in Kenya. The bank is licensed under the Banking Act and provide banking, financial and related services.

The bank operates 13 branches within Kenya.

### 1.2 Significant judgements and sources of estimation uncertainty

In preparing the financial statements, in conformity with International Financial Reporting Standards, management is required to make judgements, estimates and assumptions that affect the amounts represented in the financial statements and disclosure of contingent assets and liabilities at the date of the financial statements. Use of available information and the application of judgement are inherent in the formation of estimates. Actual results in the future could differ from these estimates which may be material to the financial statements. Significant judgements include:

#### Impairment of loans and advances

The bank's loan impairment provisions are established to recognise incurred impairment losses either on specific loan assets or within a portfolio of loans and receivables.

Impairment losses for specific loan assets are assessed either on an individual or on a portfolio basis. Individual impairment losses are determined as the difference between the loan carrying value and the present value of estimated future cash flows, discounted at the loans' original effective interest rate. Impairment losses determined on a portfolio basis are assessed based on the probability of default inherent within the portfolio of impaired loans or receivables.

Estimating the amount and timing of future recoveries involves significant judgment, and considers the level of arrears as well as the assessment of matters such as future economic conditions and the value of collateral, for which there may not be a readily accessible market.

Loan losses that have been incurred but have not been separately identified at the reporting date are determined on a portfolio basis, which takes into account past loss experience and defaults based on portfolio trends. Actual losses identified could differ significantly from the impairment provisions reported as a result of uncertainties arising from the economic environment.

#### Fair value of financial instruments

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the bank has access at that date. The fair value of a liability reflects its non-performance risk.

When available, the bank measures the fair value of an instrument using the quoted price in an active market for that instrument. A market is regarded as active if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis.

If there is no quoted price in an active market, then the bank uses valuation techniques that maximise the use of relevant observable inputs and minimise the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.



## ACCOUNTING POLICIES (Continued)

### Depreciation of property and equipment

Critical estimates are made by the Directors in determining the useful lives of property and equipment.

### Taxes

Determining income tax liability involves judgment on the tax treatment of certain transactions. Deferred tax is recognised on temporary differences where it is probable that there will be taxable revenue against which these can be offset.

### 1.3 Non-current assets held for sale

Non-current assets, or disposal groups comprising assets and liabilities, that are expected to be recovered primarily through sale rather than through continuing use, are classified as held for sale. Immediately before classification as held for sale, the assets, or components of a disposal group, are re-measured in accordance with the bank's accounting policies. Thereafter, generally the assets, or disposal group, are measured at the lower of their carrying amount and fair value less cost to sell. For non-financial assets, fair value takes into account the highest and best use either on a standalone basis or in combination with other assets or other assets and liabilities. Any impairment loss on a disposal group is first allocated to goodwill, and then to remaining assets and liabilities on pro rata basis, except that no loss is allocated to financial assets, deferred tax assets and employee benefit assets which continue to be measured in accordance with the bank's accounting policies. Impairment losses on initial classification as held for sale and subsequent gains or losses on re-measurement are recognised in profit or loss. Gains are not recognised in excess of any cumulative impairment loss.

### 1.4 Property and equipment

The cost of an item of property and equipment is recognised as an asset when:

- It is probable that future economic benefits associated with the item will flow to the bank; and
- The cost of the item can be measured reliably.

Property and equipment is initially measured at cost. Buildings are subsequently shown at market value, based on the valuations performed by professional independent valuers, less subsequent accumulated depreciation and impairment losses. All other property and equipment are stated at historical cost less depreciation.

Property and equipment are depreciated on the straight line basis and reducing balance basis to write down the cost of assets, or the revalued amounts, to its residual value over its estimated useful life using the following annual rates:

- Buildings Straight line basis over the remaining period of the lease
- Furniture and fixtures 12.5% - Reducing balance basis
- Motor vehicles 25.0% - Reducing balance basis
- Computers and electronics Straight line basis over a period of three years
- Leasehold improvements Straight line basis over a period of ten years

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

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gain or losses on disposal of property and equipment are determined by reference to their carrying amount and are taken into account in determining operating profit.

### 1.5 Intangible assets

Intangible assets costs which are clearly identifiable and controlled by the bank and have probable benefit exceeding the cost beyond one year are recognised as an intangible asset. These assets are amortised using the straight line method over their estimated useful life. Costs associated with the maintenance of existing computer software programs and modifications are expensed as incurred. Intangible assets are stated at cost net of accumulated amortisation and impairment losses.

- Computer software 5 years

### 1.6 Financial assets and financial liabilities

#### i) Recognition

The bank initially recognises loans and advances, deposits and debt securities issues on the date on which they originated. All other financial instruments are recognised on the trade date, which is the date the bank becomes a party to the contractual provisions of the instrument.

A financial asset or financial liability is measured initially at fair value plus, for an item not at fair value through profit or loss, transaction costs that are directly attributable to its acquisition or issue.

#### ii) Classification

The bank classifies its financial assets into one of the following categories:

##### a) Loans and receivables

Loans and receivables are financial assets with fixed or determinable payments and fixed maturities that are not quoted in an active market.

They arise when the bank provides money directly to borrowers, other than those created with the intention of short-term profit taking. They are recognised at the date money is disbursed to the borrower or when they are transferred to the bank from a third party.

Subsequent to initial recognition, these are carried at amortised cost, which is the present value of the expected future cash flows, discounted at the instrument's original effective interest rate. Loan origination fees together with related direct costs are treated as part of the cost of the transaction.

Amortised cost is calculated using the effective interest method.

##### b) Held to maturity

These are financial assets with fixed or determinable payments and fixed maturities that the bank's management has the positive intention and ability to hold to maturity. The sale of a significant amount of held-to-maturity assets would taint the entire category leading to reclassification as available-for-sale.

Subsequent to initial recognition, these are carried at amortised cost, which is the present value of the expected future cash flows, discounted at the instrument's original effective interest rate.

Amortised cost is calculated using the effective interest rate method. The amortisation and accretion of premiums and discounts is included in interest income.

##### c) Fair value through profit and loss

This category has two sub-categories: financial assets held for trading, and those designated at fair value through profit or loss at inception. A financial asset is classified in this category if acquired principally for the purpose of selling in the short term or if so designated by management.

Investments held for trading are those which were either acquired for generating a profit from short-term fluctuations in price or dealer's margin, or are securities included in a portfolio in which a pattern of short-term profit-taking exists. Investments held for trading are subsequently re-measured at fair value based on quoted bid prices or dealer price quotations, without any deduction for transaction costs. All related realized and unrealized gains and losses are included in profit or loss. Interest earned whilst holding held for trading investments is reported as interest income.

Foreign exchange forward and spot contracts are classified as held for trading. They are marked to market and are carried at their fair value. Fair values are obtained from discounted cash flow models which are used in the determination of the foreign exchange forward and spot contract rates. Gains and losses on foreign exchange forward and spot contracts are included in foreign exchange income as they arise.

## ACCOUNTING POLICIES (Continued)

### d) Financial liabilities

The bank classifies its financial liabilities, other than financial guarantees and loan commitments, as measured at amortized cost.

### iii) Derecognition

A financial asset is derecognised when the bank loses control over the contractual rights that comprise that asset. This occurs when the rights are realised, expire or are surrendered. A financial liability is derecognised when its contractual obligations are discharged or cancelled, or expires.

Held-to-maturity instruments and loans and receivables are derecognised on the day they are repaid in full or when they are transferred by the bank to a third party.

### iv) Offsetting

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

### 1.7 Identification and measurement of impairment of financial assets

At each reporting date the bank assesses whether there is objective evidence that financial assets not carried at fair value through profit or loss are impaired. Financial assets are impaired when objective evidence demonstrates that a loss event has occurred after the initial recognition of the asset, and that the loss event has an impact on the future cash flows on the asset than can be estimated reliably.

The bank considers evidence of impairment at both a specific asset and collective level. All individually significant financial assets are assessed for specific impairment. All significant assets found not to be specifically impaired are then collectively assessed for any impairment that has been incurred but not yet identified. Assets that are not individually significant are collectively assessed for impairment by grouping together financial assets (carried at amortised cost) with similar risk characteristics.

Objective evidence that financial assets are impaired can include default or delinquency by a borrower, restructuring of a loan or advance by the bank on terms that the bank would not otherwise consider, indications that a borrower or issuer will enter bankruptcy, the disappearance of an active market for a security, or other observable data relating to a group of assets such as adverse changes in the payment status of borrowers or issuers in the group, or economic conditions that correlate with defaults in the group.

In assessing collective impairment, the bank uses statistical modelling of historical trends of the probability of default, timing of recoveries and the amount of loss incurred, adjusted for management's judgement as to whether current economic and credit conditions are such that the actual losses are likely to be greater or less than suggested by historical modelling. Default rate, loss rates and the expected timing of future recoveries are regularly benchmarked against actual outcomes to ensure that they remain appropriate.

Impairment losses on assets carried at amortised cost are measured as the difference between the carrying amount of the financial assets and the present value of estimated cash flows discounted at the assets' original effective interest rate. Losses are recognised in profit or loss and reflected in an allowance account against loans and advances. Interest on the impaired asset continues to be recognised through the unwinding of the discount.

When a subsequent event causes the amount of impairment loss to decrease, the impairment loss is reversed through profit or loss.

### 1.8 Impairment for non-financial assets

The carrying amounts of the bank's non-financial assets, other than deferred tax, are reviewed at each reporting date determine whether there is any indication of impairment. If any such indication exists then the assets' recoverable amount is estimated. An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount.

A cash-generating unit is the smallest identifiable asset group that generates cash flows that largely are independent from other assets and groups. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit (group of units) on a pro-rata basis.

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

An impairment loss in respect of goodwill is not reversed. For other assets, an impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

### 1.9 Tax

#### Current tax assets and liabilities

Current tax for current and prior periods is, to the extent unpaid, recognised as a liability. If the amount already paid in respect of current and prior periods exceeds the amount due for those periods, the excess is recognised as an asset.

Current tax liabilities (assets) for the current and prior periods are measured at the amount expected to be paid to (recovered from) the tax authorities, using the tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

#### Deferred tax assets and liabilities

A deferred tax liability is recognised using the liability method for all taxable temporary differences.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

#### Tax expense

Current and deferred taxes are recognised as income or an expense and included in profit or loss for the period, except to the extent that the tax arises from:

- A transaction or event which is recognised, in the same or a different period, to other comprehensive income, or
- A business combination.

Current tax and deferred taxes are charged or credited to other comprehensive income if the tax relates to items that are credited or charged, in the same or a different period, to other comprehensive income.

Current tax and deferred taxes are charged or credited directly to equity if the tax relates to items that are credited or charged, in the same or a different period, directly in equity.

### 1.10 Leases

A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to ownership. A lease is classified as an operating lease if it does not transfer substantially all the risks and rewards incidental to ownership.

#### Finance leases - lessor

Finance income is recognised based on a pattern reflecting a constant periodic rate of return on the bank's net investment in the finance lease.

#### Operating leases - lessor

Assets leased to third parties under operating leases are included in investment properties in the statement of financial position.

#### Operating leases – lessee

Operating lease payments are recognised as an expense on a straight-line basis over the lease term. The difference between the amounts recognised as an expense and the contractual payments are recognised as an operating lease asset or liability. Any contingent rents are expensed in the period they are incurred.

## ACCOUNTING POLICIES (Continued)

### 1.11 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of an equity instrument are deducted from the initial measurement of the equity instrument.

### 1.12 Employee benefits

#### Short-term employee benefits

The cost of short-term employee benefits, (those payable within 12 months after the service is rendered, such as paid vacation leave and sick leave, bonuses, and non-monetary benefits such as medical care), are recognised in the period in which the service is rendered and are not discounted.

The expected cost of compensated absences is recognised as an expense as the employees render services that increase their entitlement or, in the case of non-accumulating absences, when the absence occurs.

#### Retirement benefit costs

The company contributes to the statutory National Social Security Fund. This fund is a defined contribution scheme registered under the National Social Security Fund Act. The company's obligations under this scheme are limited to specific contributions legislated from time to time and are currently limited to a maximum of Kshs 200 per employee per month.

The bank operates a defined contribution staff retirement benefit scheme for its permanent and pensionable employees. The scheme is administered by an insurance company. The bank has no further payment obligations once the contributions have been paid.

The company's obligations to the schemes are recognised in the statement of comprehensive income.

#### Employee entitlements

Employee entitlements to gratuity and long term service awards are recognised when they accrue to employees. A provision is made for the estimated liability for such entitlements as a result of services rendered by employees up to the statement of financial position date.

The estimated monetary liability for employee's accrued annual leave entitlement at the reporting date is recognised as an expense accrual.

### 1.13 Provisions and contingencies

Provisions are recognised when:

- The bank 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.

The amount of a provision is the present value of the expenditure expected to be required to settle the obligation.

### 1.14 Revenue recognition

Revenue is recognised only when it is probable that the economic benefits associated with the transaction will flow to the bank. The bank recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and when the specific criteria have been met for each of the bank's activities as described below. The amount of revenue is not considered to be reliably measured until all contingencies relating to the transaction have been resolved. The bank bases its estimates on historical results, taking into consideration the type of customer, type of transaction and specifics of each arrangement.

Interest income is recognised on an accrual basis in profit or loss using the effective yield on the asset. Interest income includes income from loans and advances, income from placements with loans and advances to other banking institutions and income from government securities. When financial assets become impaired, interest income is thereafter recognised at rates used to discount future cash flows for the purposes of measuring the recoverable amount.



Fees and commissions income and hire purchase options fees are recognised at the time of effecting the transaction. Foreign exchange trading income is recognised at the time of effecting the transaction. It includes income from spot and forward deals and translated foreign currency assets and liabilities.

Dividend income is recognised when the shareholders right to receive payment has been established. Rental income is accrued by reference to time on a straight line basis over the lease term.

### **1.15 Translation of foreign currencies**

#### **Foreign currency transactions**

Transactions in foreign currencies during the year are converted into Kenya Shillings (functional currency) at rates ruling at the transaction dates.

At the end of the reporting period:

- Foreign currency monetary items are translated using the closing rate;
- Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the Exchange rate at the date of the transaction; and
- 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 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 are recognised in the statement of comprehensive income in the period in which they arise.

### **1.16 Dividends**

Proposed dividends are disclosed as a separate component of equity until declared.

Dividends are recognised as a liabilities in the period in which they are approved by the bank's shareholders.

### **1.17 Contingent liabilities**

Letters of credit, acceptances, guarantees and performance bonds are accounted for as off balance sheet transactions and disclosed as contingent liabilities. Estimates of the outcome and of the financial effect of contingent liabilities is made by the management based on the information available up to the date the financial statements are approved for issue by the Directors. Any expected loss is charged to profit or loss.

### **1.18 Investment property**

Investment properties are long-term investments in land and buildings that are not occupied substantially for own use. Investment properties are initially recognised at cost and subsequently stated at historical cost less accumulated depreciation. Depreciation is calculated on the straight line basis to write down the cost of the property to its residual value over its estimated useful life of 50 years.

The properties residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. The properties carrying amounts are written down immediately to their recoverable amount if the carrying amount is greater than their estimated recoverable amount.

Gains or losses on disposal of investment property are determined by comparing the proceeds with the carrying amount and are taken into account in determining operating profit.

### **1.19 Statutory loan loss reserve**

These are provisions that have been appropriated from Retained Earnings. This applies if provisions computed under the Risk Classification of Assets and Provisioning Guidelines is in excess of impairment losses computed under the International Financial Reporting Framework.

## ACCOUNTING POLICIES (Continued)

**1.20 Interest expense**

Interest for all interest-bearing financial liabilities is recognised within interest expense in profit or loss using the effective interest method.

Interest expense includes expense incurred on customer deposits, placements and overnight borrowings with other banking institutions.

**2. NEW STANDARDS AND INTERPRETATIONS****2.1 Standards and interpretations effective and adopted during the year**

The bank has adopted the following new standards and amendments during the year ended December 31, 2016, including consequential amendments to other standards with the date of initial application by the bank being January 1, 2016. The nature and effects of the changes are explained below:

- Amendments to IAS 16 and IAS 38: Clarification of Acceptable Methods of Depreciation and Amortisation 01 January 2016 ( No impact to these financial Statements)
- Amendment to IAS 27: Equity Method in Separate Financial Statements 01 January 2016 ( No impact to these financial Statements)
- Amendments to IFRS 10, 12 and IAS 28: Investment Entities. Applying the consolidation exemption 01 January 2016 No impact to these financial Statements
- Amendment to IAS 19: Employee Benefits: Annual Improvements project 01 January 2016 ( No impact to these financial Statements)
- Disclosure Initiative: Amendment to IAS 1: Presentation of Financial Statements 01 January 2016 ( No impact to these financial Statements)

**2.2 Standards and interpretations not yet effective**

The bank has chosen not to early adopt the following standards and interpretations, which have been published and are mandatory for the bank's accounting periods beginning on or after 01 January 2017 or later periods:

**IFRS 16 Leases**

IFRS 16 Leases is a new standard which replaces IAS 17 Leases, and introduces a single lessee accounting model. The main changes arising from the issue of IFRS 16 which are likely to impact the bank are as follows:

**Bank as lessee:**

- Lessees are required to recognise a right-of-use asset and a lease liability for all leases, except short term leases or leases where the underlying asset has a low value, which are expensed on a straight line or other systematic basis.
- The cost of the right-of-use asset includes, where appropriate, the initial amount of the lease liability; lease payments made prior to commencement of the lease less incentives received; initial direct costs of the lessee; and an estimate for any provision for dismantling, restoration and removal related to the underlying asset.
- The lease liability takes into consideration, where appropriate, fixed and variable lease payments; residual value guarantees to be made by the lessee; exercise price of purchase options; and payments of penalties for terminating the lease.
- The right-of-use asset is subsequently measured on the cost model at cost less accumulated depreciation and impairment and adjusted for any re-measurement of the lease liability. However, right-of-use assets are measured at fair value when they meet the definition of investment property and all other investment property is accounted for on the fair value model. If a right-of-use asset relates to a class of property, plant and equipment which is measured on the revaluation model, then that right-of-use asset may be measured on the revaluation model.
- The lease liability is subsequently increased by interest, reduced by lease payments and re-measured for reassessments or modifications.  
Re-measurements of lease liabilities are affected against right-of-use assets, unless the assets have been reduced to nil, in which case further adjustments are recognised in profit or loss.
- The lease liability is re-measured by discounting revised payments at a revised rate when there is a change in the lease term or a change in the assessment of an option to purchase the underlying asset.
- The lease liability is re-measured by discounting revised lease payments at the original discount rate when there is a change in the amounts expected to be paid in a residual value guarantee or when there is a change in future payments because of a change in index or rate used to determine those payments.

- The lease liability is re-measured by discounting revised lease payments at the original discount rate when there is a change in the amounts expected to be paid in a residual value guarantee or when there is a change in future payments because of a change in index or rate used to determine those payments.
- Certain lease modifications are accounted for as separate leases. When lease modifications which decrease the scope of the lease are not required to be accounted for as separate leases, then the lessee re-measures the lease liability by decreasing the carrying amount of the right of lease asset to reflect the full or partial termination of the lease. Any gain or loss relating to the full or partial termination of the lease is recognised in profit or loss. For all other lease modifications which are not required to be accounted for as separate leases, the lessee re-measures the lease liability by making a corresponding adjustment to the right-of-use asset.
- Right-of-use assets and lease liabilities should be presented separately from other assets and liabilities. If not, then the line item in which they are included must be disclosed. This does not apply to right-of-use assets meeting the definition of investment property which must be presented within investment property. IFRS 16 contains different disclosure requirements compared to IAS 17 leases.

### Bank as lessor:

- Accounting for leases by lessors remains similar to the provisions of IAS 17 in that leases are classified as either finance leases or operating leases. Lease classification is reassessed only if there has been a modification.
- A modification is required to be accounted for as a separate lease if it both increases the scope of the lease by adding the right to use one or more underlying assets; and the increase in consideration is commensurate to the stand alone price of the increase in scope.
- If a finance lease is modified, and the modification would not qualify as a separate lease, but the lease would have been an operating lease if the modification was in effect from inception, then the modification is accounted for as a separate lease. In addition, the carrying amount of the underlying asset shall be measured as the net investment in the lease immediately before the effective date of the modification. IFRS 9 is applied to all other modifications not required to be treated as a separate lease.
- Modifications to operating leases are required to be accounted for as new leases from the effective date of the modification. Changes have also been made to the disclosure requirements of leases in the lessor's financial statements.

### Sale and leaseback transactions:

- In the event of a sale and leaseback transaction, the requirements of IFRS 15 are applied to consider whether a performance obligation is satisfied to determine whether the transfer of the asset is accounted for as the sale of an asset.
- If the transfer meets the requirements to be recognised as a sale, the seller-lessee must measure the new right-of-use asset at the proportion of the previous carrying amount of the asset that relates to the right-of-use retained. The buyer-lessor accounts for the purchase by applying applicable standards and for the lease by applying IFRS 16.
- If the fair value of consideration for the sale is not equal to the fair value of the asset, then IFRS 16 requires adjustments to be made to the sale proceeds. When the transfer of the asset is not a sale, then the seller-lessee continues to recognise the transferred asset and recognises a financial liability equal to the transfer proceeds. The buyer-lessor recognises a financial asset equal to the transfer proceeds.

The effective date of the standard is for years beginning on or after 01 January 2019.

The bank expects to adopt the standard for the first time in the 2019 financial statements.

The impact of this standard is currently being assessed.

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**Amendments to IFRS 15: Clarifications to IFRS 15 Revenue from Contracts with Customers**

The amendment provides clarification and further guidance regarding certain issues in IFRS 15. These items include guidance in assessing whether promises to transfer goods or services are separately identifiable; guidance regarding agent versus principal considerations; guidance regarding licenses and royalties.

The effective date of the standard is for years beginning on or after 01 January 2018.

The bank expects to adopt the standard for the first time in the 2018 financial statements.

The impact of this standard is currently being assessed.

**IFRS 9 Financial Instruments**

IFRS 9 issued in November 2009 introduced new requirements for the classification and measurements of financial assets.

IFRS 9 was subsequently amended in October 2010 to include requirements for the classification and measurement of financial liabilities and for derecognition, and in November 2013 to include the new requirements for general hedge accounting. Another revised version of IFRS 9 was issued in July 2014 mainly to include a) impairment requirements for financial assets and b) limited amendments to the classification and measurement requirements by introducing a "fair value through other comprehensive income" (FVTOCI) measurement category for certain simple debt instruments.

**Key requirements of IFRS 9:**

- All recognised financial assets that are within the scope of IAS 39 Financial Instruments: Recognition and Measurement are required to be subsequently measured at amortised cost or fair value. Specifically, debt investments that are held within a business model whose objective is to collect the contractual cash flows, and that have contractual cash flows that are solely payments of principal and interest on the outstanding principal are generally measured at amortised cost at the end of subsequent reporting periods. Debt instruments that are held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets, and that have contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on outstanding principal, are measured at FVTOCI. All other debt and equity investments are measured at fair value at the end of subsequent reporting periods. In addition, under IFRS 9, entities may make an irrevocable election to present subsequent changes in the fair value of an equity investment (that is not held for trading) in other comprehensive income with only dividend income generally recognised in profit or loss.
- With regard to the measurement of financial liabilities designated as at fair value through profit or loss, IFRS 9 requires that the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of the liability is presented in other comprehensive income, unless the recognition of the effect of the changes of the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. Under IAS 39, the entire amount of the change in fair value of a financial liability designated as at fair value through profit or loss is presented in profit or loss.
- In relation to the impairment of financial assets, IFRS 9 requires an expected credit loss model, as opposed to an incurred credit loss model under IAS 39. The expected credit loss model requires an entity to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition. It is therefore no longer necessary for a credit event to have occurred before credit losses are recognised.
- The new general hedge accounting requirements retain the three types of hedge accounting mechanisms currently available in IAS 39. Under IFRS 9, greater flexibility has been introduced to the types of transactions eligible for hedge accounting, specifically broadening the types of instruments that qualify for hedging instruments and the types of risk components of non-financial items that are eligible for hedge accounting. In addition, the effectiveness test has been replaced with the principal of an "economic relationship". Retrospective assessment of hedge effectiveness is also no longer required. Enhanced disclosure requirements about an entity's risk management activities have also been introduced.

The effective date of the standard is for years beginning on or after 01 January 2018.

The bank expects to adopt the standard for the first time in the 2018 financial statements.

The impact of this standard is currently being assessed.



### **IFRS 15: Revenue from Contracts with Customers**

IFRS 15 supersedes IAS 11 Construction contracts; IAS 18 Revenue; IFRIC 13 Customer Loyalty Programmes; IFRIC 15 Agreements for Construction of Real Estate; IFRIC 18 Transfers of Assets from Customers and SIC 31 Revenue - Barter Transactions Involving Advertising Services.

The core principle of IFRS 15 is that an entity recognises revenue to depict the transfer of promised goods or services to customers at an amount that reflects the consideration to which the entity expects to be entitled in exchange for the goods or services. An entity recognises revenue in accordance with that core principle by applying the following steps;

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

### **IFRS 15 also includes extensive new disclosure requirements**

The effective date of the standard is for years beginning on or after 01 January 2018.

The bank expects to adopt the standard for the first time in the 2018 financial statements.

It is unlikely that the standard will have material impact on the Bank's financial statements

### **Amendments to IAS 7: Disclosure initiative**

The amendment requires entities to provide additional disclosures for changes in liabilities arising from financing activities. Specifically, entities are now required to provide disclosure of the following changes in liabilities arising from financing activities:

- Changes from financing cash flows;
- Changes arising from obtaining or losing control of subsidiaries or other businesses;
- The effect of changes in foreign exchanges;
- Changes in fair values; and
- Other changes.

The effective date of the amendment is for years beginning on or after 01 January 2017.

The bank expects to adopt the amendment for the first time in the 2017 financial statements.

The impact of this amendment is currently being assessed.

### **Amendments to IAS 12: Recognition of Deferred Tax Assets for Unrealised Losses**

In terms of IAS 12 Income Taxes, deferred tax assets are recognised only when it is probable that taxable profits will be available against which the deductible temporary differences can be utilised. The following amendments have been made, which may have an impact on the bank:

If tax law restricts the utilisation of losses to deductions against income of a specific type, a deductible temporary difference is assessed in combination only with other deductible temporary differences of the appropriate type.

Additional guidelines were prescribed for evaluating whether the bank will have sufficient taxable profit in future periods. The bank is required to compare the deductible temporary differences with future taxable profit that excludes tax deductions resulting from the reversal of those deductible temporary differences. This comparison shows the extent to which the future taxable profit is sufficient for the entity to deduct the amounts resulting from the reversal of those deductible temporary differences.

The amendment also provides that the estimate of probable future taxable profit may include the recovery of some of an entity's assets for more than their carrying amount if there is sufficient evidence that it is probable that the entity will achieve this.

The effective date of the amendment is for years beginning on or after 01 January 2017.

The bank expects to adopt the amendment for the first time in the 2017 financial statements.

The impact of this amendment is currently being assessed.

## FINANCIAL STATEMENTS

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**3. FINANCIAL RISK MANAGEMENT****Financial risk management**

The bank's activities exposes it to a variety of financial risks and those activities involve analysis, evaluation, acceptance and management of some degree of risk or combination of risks. Taking risk is core to the financial business, and the operational risks are an inevitable consequence of being in business. The bank's aim is therefore to achieve an appropriate balance between risk and return and minimise potential adverse effects on the bank's financial performance.

The bank's risk management policies are designed to identify and analyse these risks, to set risk limits and controls, and to monitor the risks and adherence to limits by means of reliable and up-to-date management information systems. The bank regularly reviews its risk management policies and systems to reflect changes in markets, products and emerging best practice.

Risk management function is carried out by the bank's risk management department under policies approved by the Board of Directors. The bank's risk management department identifies, measures, monitors and controls financial risks in close coordination with various other departmental heads. The bank has Board approved policies covering specific areas, such as credit risk, market risk, liquidity risk and operational risk.

The most important types of risk are credit risk, liquidity risk, market risk and operational risk. Market risk includes currency risk, interest rate risk and price risk.

**Capital management**

The bank's objectives when managing capital, which is a broader concept than the equity on the face of the statement of financial position are:

- To comply with the capital requirements set by the regulator, Central Bank of Kenya.
- To safeguard the bank's ability to continue as a going concern so that it can continue to provide returns for shareholders and benefits for other stakeholders
- To maintain a strong capital base To support the development of its business.

The bank monitors the adequacy of its capital using ratios established by Central Bank of Kenya. These ratios measure capital adequacy by comparing the bank's core capital with total risk-weighted assets plus risk weighed off-balance sheet items, total deposit liabilities and total risk-weighted off balance sheet items.

**Credit risk weighted assets**

Assets are weighted according to broad categories of notional credit risk, being assigned a risk weighting according to the amount of capital deemed to be necessary to support them. Four categories of risk weights (0%, 20%, 50% and 100%) are applied e.g. cash in hand (domestic and foreign), balances held with Central Bank of Kenya including securities issued by the Government of Kenya have a zero risk weighting, which means that no capital is required to support the holding of these assets. Property, plant and equipment carries a 100% risk weighting. Based on these guidelines it means that they must be supported by capital equal to 100% of the carrying amount. Other asset categories have intermediate weightings.

Off-balance sheet credit related commitments such as guarantees and acceptances, performance bonds, documentary credit e.t.c. are taken into account by applying different categories of credit risk conversion factors, designed to convert these items into balance sheet equivalents. The resulting credit equivalent amounts are then weighted for credit risk using the same percentages as for statement of financial position assets. Core capital (Tier 1) consists of paid-up share capital, retained profits less non-dealing investments. Supplementary capital (Tier 2) includes statutory loan loss provisions and non-dealing investments.

**Market risk weighted assets**

This is the risk of loss in on and off balance sheet position arising from movement in market prices. These risks pertain to inherent risk related instruments in the trading book, commodities risk throughout the bank, equities risk and foreign exchange risk in the trading and banking books of the bank. Different risk weights are applied as per the Prudential Regulation.

# FINANCIAL STATEMENTS

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### Operational risk weighted assets

This is the risk of loss resulting from inadequate or failed internal process, people or from external events. The operational risk is calculated using the Basic Indicator Approach. Under this approach, the capital charge for operational risk is a fixed percentage of average positive annual gross income of the institution over the past three years. Annual gross income is the sum of net interest income and net non interest income. The table below summarizes the composition of the regulatory capital.

	Balance sheet nominal		Risk weighted amount	
	amount			
	2016	2015	2016	2015
Cash in hand	371,492	272,005	-	-
Balances with Central Bank of Kenya	3,683,022	2,966,012	-	-
Government securities	41,209,970	32,215,403	-	-
Deposits and balances due from other banking	333,663	819,275	66,732	163,855
Other assets	475,740	439,022	475,740	439,022
Loans and advances to customers	36,400,900	31,018,373	32,938,692	28,379,555
Non-Current Asset held for sale	22,284	-	22,284	-
Investment securities	129,232	162,901	129,232	162,901
Current tax receivable	-	28,085	-	28,085
Intangible assets	4,877	2,937	4,877	2,937
Investment property	-	22,903	-	22,903
Property and equipment	222,813	183,599	222,813	183,599
Deferred tax	53,482	47,033	53,482	47,033
	<b>82,907,475</b>	<b>68,177,548</b>	<b>33,913,852</b>	<b>29,429,890</b>
Off balance sheet position	7,156,711	5,910,271	2,762,018	4,018,004
Less: Market Risk qualifying Assets included in	(129,232)	(162,901)	(129,232)	(162,901)
<b>Adjusted credit risk weighted assets</b>	<b>89,934,954</b>	<b>73,924,918</b>	<b>36,546,638</b>	<b>33,284,993</b>
<b>Market risk</b>				
Total Market Risk Weighted Assets Equivalent	2,401,888	228,346	2,401,888	2,854,325
Operational Risk Equivalent Assets	6,874,799	6,535	6,874,799	81,690
<b>Total market risk capital charge</b>	<b>9,276,687</b>	<b>234,881</b>	<b>9,276,687</b>	<b>2,936,015</b>
<b>Total market risk weighted assets</b>	<b>99,211,641</b>	<b>74,159,799</b>	<b>45,823,325</b>	<b>36,221,008</b>

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	2016 Kshs '000	2015 Kshs '000
<b>Capital adequacy requirement calculation</b>		
<b>Tier I -Core Capital</b>	<b>13,505,724</b>	<b>11,181,282</b>
Add: Paid-up ordinary share capital/Assigned Capital	989,717	989,717
Retained earnings/Accumulated losses	9,622,730	8,212,481
Net After tax profits for the current year	2,946,759	2,026,117
Less: Deferred Tax Asset	(53,482)	(47,033)
<b>Tier II -Supplementary Capital</b>		
Add: Statutory Loan Reserve	486,363	365,353
<b>Total Capital</b>	<b><u>13,992,087</u></b>	<b><u>11,546,635</u></b>
 Total deposit liabilities	 <u>64,873,604</u>	 <u>52,928,623</u>

Risk weighted amounts for loans and advances to customers are stated net of impairment losses. These balances have also been offset against fixed deposits and short term deposits placed by customers as securities. There is no borrower with either funded or non-funded facilities, exceeding twenty five percent of core capital.

	Actual Ratios		Minimum Requirement	
	2016	2015	2016	2015
Core capital to total risk weighted assets	29.47%	26.30%	10.50%	10.50%
Total capital to total risk weighted assets	30.53%	27.10%	14.50%	14.50%
Core capital to deposit liabilities	20.82%	21.13%	8.00%	8.00%

**Credit risk**

The Bank takes on exposure to credit risk, which is the risk that a customer will cause a financial loss for the Bank by failing fulfil a contractual obligation. Credit risk is the most important risk for the Bank's business. Management therefore carefully manages its exposure to credit risk. Credit risk mainly arises from customer loans and advances, credit cards, investing activities and loan commitments (off balance sheet financial instruments). The credit risk management and control are centralised in credit and treasury departments of the bank.

**Measurement of credit risk****- Loans and advances**

In measuring credit risk of loans and advances to customers, the bank reflects on various components. These include:

- The probability of default by the borrower/client on their contractual obligations;
- Current exposures on the borrower/client and the likely future development, from which the bank derives the exposure at default; and
- The likely recovery ratio on the defaulted obligations.

These credit risk measurements, which reflect expected loss, are embedded in the bank's daily operational management. The operational measurements can be contrasted with impairment allowances required under IAS 39 and the Banking Act which are based on losses that have been incurred at the date of the statement of financial position rather than expected loss.

The bank assesses the probability of default of individual borrower/client using internal rating methods tailored to the various categories of the borrower/client. These have been developed and combine statistical analysis with the credit department's judgement and are validated, where appropriate, by comparison with externally available data.

Management assesses the credit quality of the customer, taking into account their financial position, past experience and other factors.



Individual limits are set based on internal or external information in accordance with limits set by the management. The utilisation of credit limits is regularly monitored. Corrective action is taken where necessary.

### - Investments

For investments, internal ratings taking into account the requirements of the Banking Act are used by the bank for managing the credit risk exposures. The investments in those securities are viewed as a way to gain a better credit quality mapping and maintain a readily available source to meet the funding requirement at the same time.

### - Risk limit control and mitigation policies

The bank manages, limits and controls concentrations of credit risk wherever they are identified. The bank structures the levels of credit risk it undertakes by placing limits on the amount of risk accepted in relation to one borrower, or groups of borrowers, and to industry segments. Such risks are monitored on a revolving basis and subject to annual or more frequent review, when considered necessary. Limits on the level of credit risk by product and industry sector are approved as and when required by the credit committee.

Exposure to credit risk is also managed through regular analysis of the ability of borrowers and potential borrowers to meet interest and capital repayment obligations and by charging these lending limits where appropriate. Some other specific control and mitigation measures are outlined below:

### - Collateral

The bank employs a range of policies and practices to mitigate credit risk. The most common one is to obtain collateral for loans and advances to customers. The types of collateral obtained include:

- Mortgages over properties;
- Charges over business assets such as land and buildings, inventory and receivables;
- Charges over financial instruments such as investments;
- Deposits placed under lien.

### - Credit-related commitments

The primary purpose of these instruments is to ensure that funds are available to a customer as required. Guarantees and letters of credit carry the same credit risk as loans. Letters of credit (which are written undertakings by the bank on behalf of a customer authorising a third party to draw drafts on the bank up to a stipulated amount under specific terms and conditions) are collateralised by the underlying shipments of goods to which they relate and therefore carry less risk than a direct advance or loan.

Commitments to extend credit represent unused portions of authorisations to extend credit in the form of loans, guarantees or letters of credit. With respect to credit risk on commitments to extend credit, the bank is potentially exposed to loss in an amount equal to the total unused commitments. However, the likely amount of loss is less than the total unused commitments, as most commitments to extend credit are contingent upon customers maintaining specific credit standards. The bank monitors the term to maturity of credit commitments because longer-term commitments generally have a greater degree of credit risk than shorter-term commitments.

### - Impairment and provisioning policies

The bank's internal and external systems focus more on credit quality mapping from the inception of the lending of the loan or advance. In contrast, impairment provisions are recognised for financial reporting purposes only for losses that have been incurred at the statement of financial position date based on objective evidence of impairment. The impairment provision shown in the statement of financial position at the year-end is derived after taking various factors into consideration as described in the accounting policy. The bank's management uses basis under IAS 39 and the Prudential Guidelines to determine the amount of impairment.

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## NOTES TO THE FINANCIAL STATEMENTS

**- Exposure to credit risk**

The management is confident in its ability to continue to control and sustain minimal exposure of credit risk to the bank resulting from both its loan and advances portfolio and other financial assets based on the following:

- The maximum exposure to credit risk arises from investments in government securities which constitutes 49.71% (2015: 45.86%) to the Bank's total assets; 45.94% (2015: 36%) represents loans and advances to customers.
- Government securities are considered stable investments as the risk is considered negligible.
- Share of Normal and Watch Accounts 91.09% (2015: 96.33%) of the loans and advances portfolio is categorised in the top two grades of the internal rating system (Normal and Watch Accounts).
- 16.19% (2015: 12.51%) of the loans and advances portfolio are considered to be past due but not impaired.
- Most of its loans and advances to customers are performing as per the respective covenants. Non-performing loans and advances have been provided for. The loans and advances are also secured.
- Cash in hand, balances with Central Bank of Kenya and placements with other banking institutions are held with sound financial institutions.
- Management considers the historical information available to assess the credit risk on investment securities. Exposure to this risk has been quantified in each financial asset note in the financial statements along with any concentration of risk.

**Liquidity risk**

Liquidity risk is the risk that the bank is unable to meet its payment obligations associated with its financial liabilities when they fall due and to replace funds when they are overdrawn. The matching and controlled mismatching of the maturities and interest rates of assets and liabilities is fundamental to the management of the bank. It is unusual for banks ever to be completely matched since business transacted is often of uncertain terms and of different types. An unmatched position potentially enhances profitability, but can also increase the risk of losses. The maturity of assets and liabilities and the ability to replace, at an acceptable cost, interest bearing liabilities as they mature are important factors in assessing the liquidity of the bank and its exposure to changes in interest and exchange rates.

The bank does not maintain cash resources to meet all liabilities as they fall due as experience shows that a minimum level of reinvestment of maturing funds can be predicted with a high level of certainty. The management has set limits on the minimum portion of maturing funds available to meet such withdrawals and on the level of interbank and other borrowing facilities that should be in place to cover withdrawals at unexpected levels of demand. The management reviews the maturity profile on a weekly basis and ensures that sufficient liquidity is maintained to meet maturing deposits which substantially are generally rolled over into new deposits. The bank fully complies with the Central Bank of Kenya's minimum cash reserve ratio (5.25%) and liquidity ratio (20%) requirements, with the average liquidity maintained at 65.2% (2015: 61.5%) during the year. The table overleaf analyses the bank's financial assets and liabilities into the relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date.

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<b>At December 31, 2016</b>	<b>Up to 3 months</b>	<b>3 to 6 months</b>	<b>6 to 12 months</b>	<b>1 to 3 years</b>	<b>Over 3 years</b>	<b>Total</b>
<b>Assets</b>						
Cash in hand	371,492	-	-	-	-	371,492
Balances with Central Bank of Kenya	58,597	-	-	-	3,624,425	3,683,022
Government securities	2,783,953	4,376,309	7,077,752	1,020,094	2,951,862	41,209,970
Deposits and balances due from other banks	333,663	-	-	-	-	333,663
Other assets	213,307	100,341	21,095	140,997	-	475,740
Loans and advances to customers	13,400,291	3,482,483	3,519,064	6,765,365	9,233,697	36,400,900
Investment securities	-	-	-	108,836	20,396	129,232
Current tax receivable	-	-	-	-	-	-
Intangible assets	-	-	-	4,877	-	4,877
Investment property	22,284	-	-	-	-	22,284
Property and equipment	-	-	-	-	222,813	222,813
Deferred tax	-	-	53,482	-	-	53,482
<b>Total assets</b>	<b>17,183,587</b>	<b>7,959,133</b>	<b>10,671,393</b>	<b>8,040,169</b>	<b>39,053,193</b>	<b>82,907,475</b>
<b>Liabilities and shareholders' equity</b>						
Customer deposits	46,853,666	11,544,930	6,088,955	301,363	84,690	64,873,604
Deposits due to other banking institutions	1,550,754	324,368	1,024,856	-	-	2,899,978
Other liabilities	-	-	908,986	-	-	908,986
Shareholders' equity	-	(315,520)	2,946,759	486,363	11,107,305	14,224,907
<b>Total liabilities and equity</b>	<b>48,404,420</b>	<b>11,553,778</b>	<b>10,969,556</b>	<b>787,726</b>	<b>11,191,995</b>	<b>82,907,475</b>
<b>Net liquidity gap as at December 31, 2016</b>	<b>(31,220,833)</b>	<b>(3,594,645)</b>	<b>(298,163)</b>	<b>7,252,443</b>	<b>27,861,198</b>	<b>-</b>

### At December 31, 2015

Total assets	23,170,113	1,415,628	2,719,210	16,540,473	24,332,124	68,177,548
Total liabilities and equity	47,068,142	6,330,726	3,920,152	236,620	10,621,908	68,177,548
<b>Net liquidity gap as at December 31, 2015</b>	<b>(23,898,029)</b>	<b>(4,915,098)</b>	<b>(1,200,942)</b>	<b>16,303,853</b>	<b>13,710,216</b>	<b>-</b>

Experience indicates that customer deposits are maintained for longer periods than the contractual maturity dates. The deposit base is considered to be of a stable and long term nature.

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**Interest rate risk**

The bank's operations are subject to the risk of interest rate fluctuations to the extent that interest earning assets and interest bearing liabilities mature or reprice at different times or in differing amounts. Risk management activities are aimed at optimizing net interest income, given market interest rates levels consistent with the bank's business strategies. The bank is exposed to various risks associated with the effects of fluctuation in the prevailing levels of market interest rates on its financial position and cash flows. The management closely monitors the interest rate trends to minimise the potential adverse impact of interest rate changes. The table summarises the exposure to interest rate risk at the balance sheet date. Included in the table are the assets and liabilities at carrying amounts, categorised by the earlier of contractual repricing or maturity dates. The bank does not have any derivative financial instruments. The bank does not bear an interest rate risk on off balance sheet items.

<b>Cash flow interest rate risk At December 31, 2016</b>	<b>Up to 3 months</b>	<b>3 to 6 months</b>	<b>6 to 12 months</b>	<b>1 to 3 years</b>	<b>Over 3 years</b>	<b>Non-interest bearing</b>	<b>Total</b>
<b>Assets</b>							
Cash in hand	371,492	-	-	-	-	-	371,492
Balances with Central Bank of Kenya	58,597	-	-	-	-	3,624,425	3,683,022
Government securities	2,783,953	4,376,309	7,077,752	1,020,094	25,951,862	-	41,209,970
Deposits and balances due from other banking institutions	333,663	-	-	-	-	-	333,663
Other assets	-	-	-	-	-	475,740	475,740
Loans and advances to customers	13,400,291	3,482,483	3,519,064	6,765,365	7,545,099	1,688,598	36,400,900
Investment securities	-	-	-	-	-	129,232	129,232
Current tax receivable	-	-	-	-	-	-	-
Intangible assets	-	-	-	-	-	4,877	4,877
Investment property	-	-	-	-	-	22,284	22,284
Property and equipment	-	-	-	-	-	222,813	222,813
Deferred tax	-	-	-	-	-	53,482	53,482
<b>Total assets</b>	<b>16,947,996</b>	<b>7,858,792</b>	<b>10,596,816</b>	<b>7,785,459</b>	<b>33,496,961</b>	<b>6,221,451</b>	<b>82,907,475</b>
<b>Liabilities and shareholders' equity</b>							
Customer deposits	42,036,547	11,544,930	6,088,955	301,363	84,690	4,817,119	64,873,604
Deposits due to other banking institutions	1,550,754	324,368	1,024,856	-	-	-	2,899,978
Other liabilities	-	-	-	-	-	908,986	908,986
Shareholders' equity	-	-	-	-	-	14,224,907	14,224,907
<b>Total liabilities and equity</b>	<b>43,587,301</b>	<b>11,869,298</b>	<b>7,113,811</b>	<b>301,363</b>	<b>84,690</b>	<b>19,951,012</b>	<b>82,907,475</b>
<b>Interest sensitivity gap as at December 31, 2016</b>	<b>(26,639,305)</b>	<b>(4,010,506)</b>	<b>3,483,005</b>	<b>7,484,096</b>	<b>33,412,271</b>	<b>(13,729,561)</b>	<b>-</b>

**At December 31, 2015**

Total assets	18,749,547	457,246	2,509,049	16,246,911	23,045,613	7,169,182	68,177,548
Total liabilities and equity	42,773,707	6,132,783	3,401,627	236,620	65,290	15,567,521	68,177,548
<b>Interest sensitivity gap as at December 31, 2015</b>	<b>(24,024,160)</b>	<b>(5,675,537)</b>	<b>(892,578)</b>	<b>16,010,291</b>	<b>22,980,323</b>	<b>(8,398,339)</b>	<b>-</b>

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### Financial risk management (continued)

The tables below summarise the effective interest rates calculated on a weighted average basis, by major currencies for monetary financial assets and liabilities:

2016	K Sh	USD	GBP	Euro
Government securities	12.47%	- %	- %	- %
Deposits and balances due from banking institutions	3.14%	- %	- %	- %
Loans and advances to customers	16.71%	8.24%	6.34%	5.17%
Customer deposits	7.67%	- %	- %	- %
Deposits and balances due to banking institutions	- %	1.99%	- %	- %

2015	K Sh	USD	GBP	Euro
Government securities	10.34%	- %	- %	- %
Deposits and balances due from banking institutions	9.06%	- %	- %	- %
Loans and advances to customers	17.69%	7.92%	9.06%	- %
Customer deposits	7.84%	- %	- %	- %
Deposits and balances due to banking institutions	- %	2.11%	- %	- %

### Interest rate risk sensitivity

At 31 December 2016, if the weighted average interest had been 10% higher, with all other variables held constant, post-tax profit would have been as follows:

	2016 Kshs `000	2015 Kshs `000
Effect on interest income - increase	958,761	531,439
Effect in interest expense - (increase)	(459,723)	(271,894)
<b>Net effect on profit after tax - increase</b>	<b><u>499,038</u></b>	<b><u>259,545</u></b>



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**Currency risk**

The bank operates wholly within Kenya and its assets and liabilities are reported in the local currency. It conducts trade with correspondent banks and takes deposits and lends in other currencies. The bank's currency position and exposure are managed within the exposure guideline of 10% of the core capital as stipulated by the Central Bank of Kenya. The position is reviewed on a daily basis by management. The significant currency positions are detailed below:

<b>At 31 December 2016</b>	<b>USD</b>	<b>GBP</b>	<b>Euro</b>	<b>Others</b>	<b>Total</b>
<b>Assets</b>					
Cash and Bank balances	31,839	705	1,594	-	34,138
Balances with Central Bank of Kenya	51,973	3,372	746	2,505	58,596
Deposits due from other banking institutions	10,215	72,236	44,927	157,198	284,576
Loans and advances to customers	<u>5,585,433</u>	<u>159,535</u>	<u>132,591</u>	<u>-</u>	<u>5,877,559</u>
<b>Total assets</b>	<u>5,679,460</u>	<u>235,848</u>	<u>179,858</u>	<u>159,703</u>	<u>6,254,869</u>
<b>Liabilities and shareholders' equity</b>					
Customer deposits	2,667,049	497,300	140,501	-	3,304,850
Deposits due to other banking institutions	<u>2,650,795</u>	<u>-</u>	<u>107,061</u>	<u>142,124</u>	<u>2,899,980</u>
<b>Total liabilities and equity</b>	<u>5,317,844</u>	<u>497,300</u>	<u>247,562</u>	<u>142,124</u>	<u>6,204,830</u>
<b>Net statement of financial position gap</b>	<b><u>361,616</u></b>	<b><u>(261,452)</u></b>	<b><u>(67,704)</u></b>	<b><u>17,579</u></b>	<b><u>50,039</u></b>
Off balance sheet net notional position	<u>303,492</u>	<u>(275,919)</u>	<u>(74,942)</u>	<u>-</u>	<u>(47,369)</u>
<b>At December 31, 2015</b>					
Total assets	4,779,925	281,872	57,239	146,780	5,265,816
Total liabilities and equity	<u>4,836,191</u>	<u>251,062</u>	<u>61,178</u>	<u>122,586</u>	<u>5,271,017</u>
<b>Net statement of financial position gap</b>	<b><u>(56,266)</u></b>	<b><u>30,810</u></b>	<b><u>(3,939)</u></b>	<b><u>24,194</u></b>	<b><u>(5,201)</u></b>

### Market risk

Market risk is the risk that changes in the market prices, which includes currency exchange rate and interest rates, will affect the fair value or future cash flows of financial instruments. Market risk arises from open positions in interest rates and foreign currencies, both of which are exposed to general and specific market movements and changes in the level of volatility. The objective of market risk management is to manage and control market risk exposures within acceptable limits, while optimising on the return on risk. Overall management for management of market risk rests with the Assets & Liability Committee (ALCO).

The treasury department is responsible for the development of detailed risk management policies, subject to review and approval by ALCO, and for the day to day implementation of the policies. Market risks arise mainly from trading and non-trading activities. Trading portfolios include those positions arising from market-making transactions where the bank acts as a principal with clients or with the market.

Non-trading portfolios primarily arise from the interest rate management of the entity's retail and commercial banking assets and liabilities. Non-trading portfolios also consist of foreign exchange and equity risks arising from the bank's available-for-sale investments.

The major measurement techniques used to measure and control market risk are outlined below:

#### - ALCO review:

ALCO meets on an adhoc basis to review the following:

- A summary of the bank's aggregate exposure on market risk
- A summary of the bank's maturity/repricing gaps
- A report indicating that the bank is in compliance with the board's set exposure limit
- A comparison of past forecast or risk estimates with actual results to identify any shortcomings.

#### - Review by the treasury department:

The treasury department monitors foreign exchange risk in close collaboration with the management. Regular reports are prepared by the treasury department of the bank and discussed with the management. Some of these reports include:

- Net overnight positions by currency
- Maturity distribution by currency of the assets and liabilities for both on and off balance sheet items
- Outstanding contracts (if any) by settlement date and currency
- Total values of contracts, spots and futures
- Aggregate dealing limits
- Exception reports for example limits or line excesses.

### Operational risk

Operational risk is the risk of direct or indirect loss arising from a wide variety of causes associated with the bank's processes, personnel, technology and infrastructure and from external factors other than credit, market and liquidity risks such as those arising out of legal and regulatory requirements and generally accepted standards of corporate behaviour. Operational risk arise from the bank's operations and is faced by all other business entities.

The bank endeavors to manage the operational risk by creating a balance between avoidance of cost of financial losses and damage to the bank's reputation within overall cost effectiveness and to avoid control procedures that restrict creativity and initiative. The key responsibility for development and implementation of policies and programs to implement the bank's operational risk management is with the senior management of the bank.

The above is tried to be achieved by development of overall standards for the bank to manage the risk in the following areas:

- Segregation of duties including independent authorisation of transactions
- Monitoring and reconciliation of transactions
- Compliance of regulatory and legal requirement
- Documentation of control and procedure
- Assessment of the operational risk on a periodic basis to address the deficiencies observed, if any
- Reporting of operational losses and initiation of remedial action

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- Development of contingency plan
- Giving training to staff to improve their professional competency
- Ethical and business standards
- Obtaining insurance wherever feasible, as a risk mitigation measure.

**Risk measurement and control**

Interest rate, currency, credit, liquidity and other risks are actively managed by management to ensure compliance with the bank's risk limits. The bank's risk limits are assessed regularly to ensure their appropriateness given its objectives and strategies and current market conditions. A variety of techniques are used by the bank in measuring the risks inherent in its trading and non-trading positions.

**Foreign exchange risk sensitivity**

The table below summarises the effect on post-tax profit had the Kenya Shilling weakened by 10% against each currency, with all other variables held constant. If the Kenya Shilling strengthened against each currency, the effect would have been the opposite.

2016	USD	GBP	EURO	Others	Total
Effect on profit - Increase / (decrease)	<u>36,162</u>	<u>(26,145)</u>	<u>(6,770)</u>	<u>1,758</u>	<u>5,005</u>
2015	USD	GBP	EURO	Other	Total
Effect on profit - Increase / (decrease)	<u>(3,939)</u>	<u>2,157</u>	<u>(276)</u>	<u>1,694</u>	<u>(364)</u>

**Price risk sensitivity**

The Bank is exposed to price risk on quoted shares, corporate bonds and government securities because of investments that are classified on the statement of financial position as 'Available-for-sale'. The table below summarises the impact on increase in the market price on the Bank's equity net of tax. The analysis is based on the assumption that the market prices had increased by 5% with all other variables held constant and all the Banks equity instruments moved according to the historical correlation with the price:

	Impact on other comprehensive Income	
	2016 Kshs '000	2015 Kshs '000
Effect of increase	<u>344,000</u>	<u>363,633</u>

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	<b>2016</b> <b>Kshs '000</b>	<b>2015</b> <b>Kshs '000</b>
<b>4 Interest income</b>		
Loans and advances to customers	4,934,152	4,469,907
Government securities	4,607,531	2,987,477
Corporate bonds	16,042	20,207
Deposits and balances due from banking institutions	28,954	113,685
Other income	933	706
	<b><u>9,587,612</u></b>	<b><u>7,591,982</u></b>
<b>5 Interest expense</b>		
Time deposits	4,350,583	3,733,176
Other Customer Deposits	181,612	82,959
Deposits and balances due to banking institutions	65,031	66,917
Other interest expense	-	1,149
	<b><u>4,597,226</u></b>	<b><u>3,884,201</u></b>
<b>6 Other income</b>		
Profit and (loss) on sale of assets	-	346
Dividend income	833	69
Recoveries of advances previously impaired	77,325	74,247
Rental income	22,339	18,994
Miscellaneous income	12,651	5,120
	<b><u>113,148</u></b>	<b><u>98,776</u></b>
<b>7 Non interest expenses</b>		
Staff costs (Note 8)	533,862	473,842
Directors' emoluments as executives	13,520	13,437
Depreciation and amortisation	46,219	45,697
Property and equipment written off	-	4,001
Auditors remuneration - current year fees	5,377	4,466
- underprovision of prior year fees	-	979
Contribution to Deposit Protection Fund	76,055	67,319
Operating lease rent	106,605	114,363
Loss on sale of property	46	-
Administration expenses (Note 9)	200,972	168,430
Establishment expenses (Note 10)	69,126	67,825
	<b><u>1,051,782</u></b>	<b><u>960,359</u></b>

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**8 Staff costs**

	<b>2016</b> <b>Kshs '000</b>	<b>2015</b> <b>Kshs '000</b>
Salaries and wages	364,306	320,020
National Social Security Fund (NSSF)	24,340	23,019
Fringe benefits	2,113	765
Staff leave	8,783	7,920
Staff medical	27,668	19,452
Staff training	306	124
Other staff expenses	<u>106,346</u>	<u>102,542</u>
	<b><u>533,862</u></b>	<b><u>473,842</u></b>

**Nuber of persons in employment for the year**

Management	101	99
Unionisable	<u>94</u>	<u>78</u>
	<b><u>195</u></b>	<b><u>177</u></b>

**9 Administrative expenses**

Advertising	15,480	14,166
Computer expenses	26,640	18,215
Donations and fines	545	823
Subscriptions and periodicals	1,430	3,661
Entertainment	2,350	3,253
Legal and professional fees	54,642	48,595
Miscellaneous	53,090	38,174
Postages, telephones, telex and fax	7,461	4,974
Printing and stationery	12,640	9,493
Secretarial fees	204	204
Insurance	16,805	15,128
Travelling and motor vehicle	<u>9,685</u>	<u>11,744</u>
	<b><u>200,972</u></b>	<b><u>168,430</u></b>

**10 Establishment expenses**

Electricity and water	17,852	17,545
Insurance	1,869	984
Licences	3,200	3,008
Office cleaning	8,726	5,889
Repairs and maintenance	<u>37,479</u>	<u>40,399</u>
	<b><u>69,126</u></b>	<b><u>67,825</u></b>



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## NOTES TO THE FINANCIAL STATEMENTS

	2016 Kshs '000	2015 Kshs '000
<b>11 Impairment losses on loans and advances</b>		
Loans and advances to customers		
- Additional provisions	436,075	601,761
<b>12 Taxation</b>		
Major components of the tax expense		
Current		
Current tax	910,463	423,915
Prior year underprovision	25,037	-
	<b>935,500</b>	<b>423,915</b>
<b>Deferred</b>		
Deferred tax charge / (credit)	(2,233)	35,539
Prior year underprovision	(4,216)	-
	<b>(6,449)</b>	<b>35,539</b>
	<b>929,051</b>	<b>459,454</b>
<b>Reconciliation of the tax expense</b>		
Reconciliation between accounting profit and tax expense.		
Accounting profit	3,875,810	2,485,571
Tax at the applicable tax rate of 30% (2015: 30%)	1,162,743	745,671
<b>Tax effect of adjustments on taxable income</b>		
Expenses not deductible for tax purposes	105,260	56,508
Income not subject to tax	(359,773)	(342,725)
Prior year under provision of current tax	25,037	-
Prior year under provision of deferred tax	(4,216)	-
	<b>929,051</b>	<b>459,454</b>
<b>13 Other comprehensive income</b>		
Components of other comprehensive income - Net		
<b>Available-for-sale financial assets adjustments</b>		
Government securities	199,210	(426,394)
Corporate bonds	4,487	(5,394)
Quoted shares	(692)	(528)
	<b>203,005</b>	<b>(432,316)</b>

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	2016 Kshs '000	2015 Kshs '000
<b>14 Cash in hand</b>		
Cash and cash equivalents consist of:		
Cash in hand	<u>371,492</u>	<u>272,005</u>
<b>15 Balances with Central Bank of Kenya</b>		
- Cash reserve ratio	3,624,425	2,889,118
- Other	<u>58,597</u>	<u>76,894</u>
	<b><u>3,683,022</u></b>	<b><u>2,966,012</u></b>
The cash reserve ratio balance is non interest bearing and is based on the value of customer deposits as adjusted in accordance with Central Bank of Kenya requirements. As at 31 December 2016 the cash reserve ratio requirement was 5.25% (2015: 5.25%) of all customer deposits. These funds are not available for the Bank's day to day operations.		
<b>16 Government securities</b>		
<b>Available-for-sale</b>		
Treasury bonds	<b><u>6,880,004</u></b>	<b><u>7,129,153</u></b>
<b>Held-to-maturity</b>		
Treasury bonds	31,059,903	23,724,390
Treasury bills	3,270,063	1,361,860
	<b><u>34,329,966</u></b>	<b><u>25,086,250</u></b>
<b>Total government securities</b>	<b><u>41,209,970</u></b>	<b><u>32,215,403</u></b>
<b>Current assets</b>		
Available-for-sale	6,880,004	7,129,153
Held to maturity	<u>34,329,966</u>	<u>25,086,250</u>
	<b><u>41,209,970</u></b>	<b><u>32,215,403</u></b>
<b>Government securities comprise of:</b>		
Maturing within 91 days	1,879,265	1,361,860
Maturing after 91 days and within a year	3,133,704	1,609,313
Maturing after a year	12,057,565	13,558,907
Maturing after three years	<u>24,139,436</u>	<u>15,685,323</u>
	<b><u>41,209,970</u></b>	<b><u>32,215,403</u></b>

The fair values of the government securities classified as 'available-for-sale' financial assets are categorised under Level 1 based on the information set out in the accounting policy. There were no gains or losses realised on the disposal of held-to-maturity financial assets in 2016 and 2015, as all the financial assets were disposed of at their redemption date.

# FINANCIAL STATEMENTS

## NOTES TO THE FINANCIAL STATEMENTS

	2016 Kshs '000	2015 Kshs '000
<b>17 Deposits and balances due from other banking institutions</b>		
Balances with banking institutions in Kenya	49,089	469,901
Balances with banking institutions abroad	135,424	217,348
Balances with parent bank	149,150	132,026
	<b>333,663</b>	<b>819,275</b>
<b>18 Other assets</b>		
Items in transit	213,307	249,435
Other receivables and prepayments	262,433	189,587
	<b>475,740</b>	<b>439,022</b>
In the opinion of the management, the bank's exposure to credit risk from other assets is low as these are expected to be collected within no more than 12 months after the date of this report.		
<b>19 Loans and advances to customers</b>		
Commercial loans	20,560,805	16,215,877
Overdrafts	17,394,127	15,937,700
Bills	134,566	109,571
<b>Gross loans and advances</b>	<b>38,089,498</b>	<b>32,263,148</b>
Provision for impaired loans and advances	(1,374,264)	(1,021,959)
Suspended interest	(314,334)	(222,816)
<b>Net loans and advances</b>	<b>36,400,900</b>	<b>31,018,373</b>
Provision for impaired loans and advances		
At start of the year	1,021,959	494,625
Additional provision during the year	436,129	596,255
Provision utilised during the year for write off	(6,446)	-
Recoveries	(77,378)	(68,921)
<b>At End of the year</b>	<b>1,374,264</b>	<b>1,021,959</b>

Loans and advances have been written down to their recoverable amount. Non performing loans and advances on which provisions for impairment have been recognised amount to Kshs. 3.392 billion (2015: Kshs. 2.364 billion). These are included in the statement of financial position net of provisions at Kshs. 1.703 billion (2015: Kshs 1.119 billion). In the opinion of the Directors, sufficient securities are held to cover the exposure on such loans and advances. Interest income amounting to Kshs. 314.33 million (2015: Kshs. 222.816 million) on impaired loans and advances has not been recognised as the management feels no economic benefit of such interest will flow to the Bank.

From past experience, the management is of the opinion that the 1% general provision for normal accounts and 3% general provision for watch accounts is adequate to cover any accounts which might become delinquent in the future.

## FINANCIAL STATEMENTS

## NOTES TO THE FINANCIAL STATEMENTS

**Concentration**

Economic sector risk concentrations within the loans and advances portfolio are as follows:

	2016 Kshs `000	2016 %	2015 Kshs `000	2015 %
Agriculture	1,173,087	3.08%	649,732	2.01%
Manufacturing	8,570,864	22.50%	7,565,893	23.45%
Building and construction	3,212,003	8.43%	2,814,312	8.72%
Mining and quarrying	441,972	1.16%	627,103	1.94%
Energy and water	113,824	0.30%	66,393	0.21%
Trade	11,913,233	31.28%	8,985,282	27.85%
Tourism, restaurants and hotels	1,570,157	4.12%	1,834,525	5.69%
Transport and communication	2,688,968	7.06%	2,943,091	9.12%
Real estate	4,813,528	12.64%	4,095,916	12.70%
Financial services	675,886	1.77%	424,769	1.32%
Social, Community and Personal Households	<u>2,915,976</u>	<u>7.66%</u>	<u>2,256,132</u>	<u>6.99%</u>
	<b><u>38,089,498</u></b>	<b><u>100%</u></b>	<b><u>32,263,148</u></b>	<b><u>100%</u></b>

**Loans and advances neither past due nor impaired, past due but not impaired and individually impaired**

	2016 Kshs `000	2015 Kshs `000
Neither past due nor impaired	28,528,062	27,799,258
Past due but not impaired	6,169,169	2,100,080
Individually impaired	<u>3,392,267</u>	<u>2,363,810</u>
<b>Gross loans and advances to customers</b>	<b><u>38,089,498</u></b>	<b><u>32,263,148</u></b>
Less: Provision for impaired loans and advances and Suspended Interest	<u>(1,688,598)</u>	<u>(1,021,959)</u>
<b>Net loans and advances to customers</b>	<b><u>36,400,900</u></b>	<b><u>31,018,373</u></b>

The loans and advances past due but not impaired are aged between 30 to 90 days. Loans and advances that are aged past 180 days are considered impaired. The credit quality of the portfolio of loans and advances that were past due but not impaired can be assessed by reference to the internal rating system adopted by the bank. The loans and advances past due but not impaired can be analysed as follows:

Watch	<u>6,169,169</u>	<u>2,100,080</u>
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The fair value of the collateral for loans and advances past due but not impaired is considered adequate.

**Loans and advances individually impaired**

The fair value of the collateral / securities value for loans and advances individually impaired is Kshs 1,809.73 Million (2015: Kshs 975.869 Million).

# FINANCIAL STATEMENTS

## NOTES TO THE FINANCIAL STATEMENTS

### 19 Loans and advances to customers (continued)

#### Loans and advances renegotiated

Restructuring activities include extended payment arrangements, approved external management plans, modification and deferral of payments. Following restructuring, a previously overdue customer account is reset to a substandard status and managed together with other similar accounts. Restructuring policies and practices are based on indicators or criteria which, in the judgement of the credit committee indicate that payment will most likely continue. These policies are kept under continuous review.

#### Reposessed collateral

As at 31 December 2016 the Bank did not hold possession of any reposessed collateral held as security.

### 20 Investment securities

#### Quoted equity investments:

	2016 Kshs '000	2015 Kshs '000
At start of year	1,888	2,225
Fair value (loss)/gain	(883)	(337)
<b>At end of the year</b>	<b><u>1,005</u></b>	<b><u>1,888</u></b>

#### Unquoted equity investments:

At start and end of year	19,391	19,391
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#### Corporate bonds:

At start of year	184,546	184,546
Redemption	-	(35,197)
Interest income for the year	-	-
Interest income received	-	-
Fair value (loss)/gain	(75,710)	(7,727)
	<b><u>108,836</u></b>	<b><u>141,622</u></b>
	<b><u>129,232</u></b>	<b><u>162,901</u></b>

The fair values of the quoted equity investments and corporate bonds are categorised under Level 1 based on the information set out in the accounting policy.

### 21 Tax Payable / (Refundable)

Balance at beginning of the year	28,085	37,176
Current tax for the year recognised in profit or loss	(935,500)	(423,915)
Balance at end of the year	<u>416,566</u>	<u>(28,085)</u>
	<b><u>(490,849)</u></b>	<b><u>(414,824)</u></b>

The non-current asset held for sale relates to the Tom Mboya property. As at December 31, 2016, the bank was at an advanced stage of disposing off the asset.



## FINANCIAL STATEMENTS

## NOTES TO THE FINANCIAL STATEMENTS

**22 Intangible assets****Reconciliation of intangible assets - 2016**

	Opening balance	Additions	Disposals	Amortisation	Total
Computer software	<u>2,937</u>	<u>3,918</u>	<u>-</u>	<u>(1,978)</u>	<u>4,877</u>
	<u>2,937</u>	<u>3,918</u>	<u>-</u>	<u>(1,978)</u>	<u>4,877</u>

**Reconciliation of intangible assets - 2015**

	Opening balance	Additions	Disposals	Amortisation	Total
Computer software	<u>4,344</u>	<u>-</u>	<u>-</u>	<u>(1,407)</u>	<u>2,937</u>
	<u>4,344</u>	<u>-</u>	<u>-</u>	<u>(1,407)</u>	<u>2,937</u>

	<b>2016</b>			<b>2015</b>		
	Cost / Valuation	Accumulated Amortisation	Carrying value	Cost / Valuation	Accumulated Amortisation	Carrying value
Computer software	<u>16,208</u>	<u>(11,331)</u>	<u>4,877</u>	<u>12,290</u>	<u>(9,353)</u>	<u>2,937</u>
<b>Total</b>	<b><u>16,208</u></b>	<b><u>(11,331)</u></b>	<b><u>4,877</u></b>	<b><u>12,290</u></b>	<b><u>(9,353)</u></b>	<b><u>2,937</u></b>

In the opinion of management there is no impairment in the value of intangible assets.

Amortisation costs are included in non interest expenses in the profit or loss.

**23 Investment property****Reconciliation of investment property - 2016**

	Opening balance	Additions	Disposals	Depreciation	Total
Investment property	<u>22,903</u>	<u>-</u>	<u>-</u>	<u>(619)</u>	<u>22,284</u>
	<u>22,903</u>	<u>-</u>	<u>-</u>	<u>(619)</u>	<u>22,284</u>

**Reconciliation of investment property - 2015**

	Opening balance	Additions	Disposals	Depreciation	Total
Investment property	<u>23,522</u>	<u>-</u>	<u>-</u>	<u>(619)</u>	<u>22,903</u>
	<u>23,522</u>	<u>-</u>	<u>-</u>	<u>(619)</u>	<u>22,903</u>

	<b>2016</b>			<b>2015</b>		
	Cost / Valuation	Accumulated depreciation	Carrying value	Cost / Valuation	Accumulated depreciation	Carrying value
Investment property	<u>30,950</u>	<u>(8,666)</u>	<u>22,284</u>	<u>30,950</u>	<u>(8,047)</u>	<u>22,903</u>
<b>Total</b>	<b><u>30,950</u></b>	<b><u>(8,666)</u></b>	<b><u>22,284</u></b>	<b><u>30,950</u></b>	<b><u>(8,047)</u></b>	<b><u>22,903</u></b>

# FINANCIAL STATEMENTS

## NOTES TO THE FINANCIAL STATEMENTS

### 24 Property and equipment

	2016			2015		
	Cost / Valuation	Accumulated depreciation	Carrying value	Cost / Valuation	Accumulated depreciation	Carrying value
Buildings	35,235	(5,563)	29,672	11,123	(5,119)	6,004
Furniture and fittings	172,342	(80,285)	92,057	140,364	(68,433)	71,931
Motor vehicles	31,306	(24,459)	6,847	31,306	(22,175)	9,131
Computer and electronic equipm	165,690	(153,137)	12,553	153,479	(139,150)	14,329
Leasehold improvements	<u>178,490</u>	<u>(96,806)</u>	<u>81,684</u>	<u>164,753</u>	<u>(82,550)</u>	<u>82,203</u>
<b>Total</b>	<b><u>583,063</u></b>	<b><u>(360,250)</u></b>	<b><u>222,813</u></b>	<b><u>501,025</u></b>	<b><u>(317,427)</u></b>	<b><u>183,598</u></b>

#### Reconciliation of property and equipment - 2016

	Opening balance	Additions	Disposals	Depreciation	Total
Buildings	6,004	24,112	-	(444)	29,672
Furniture and fittings	71,932	33,363	(306)	(12,932)	92,057
Motor vehicles	9,131	-	-	(2,284)	6,847
Computer and electronic equipment	14,329	11,975	-	(13,751)	12,553
Leasehold improvements	<u>82,203</u>	<u>13,737</u>	<u>-</u>	<u>(14,256)</u>	<u>81,684</u>
	<b><u>183,599</u></b>	<b><u>83,187</u></b>	<b><u>(306)</u></b>	<b><u>(43,667)</u></b>	<b><u>222,813</u></b>

#### Reconciliation of property and equipment - 2015

	Opening balance	Additions	Disposals	Depreciation	Total
Buildings	6,226	-	-	(222)	6,004
Furniture and fittings	55,343	28,701	(1,838)	(10,274)	71,932
Motor vehicles	7,784	4,500	(110)	(3,043)	9,131
Computer and electronic equipment	15,979	13,704	(72)	(15,282)	14,329
Leasehold improvements	<u>41,596</u>	<u>54,406</u>	<u>-</u>	<u>(13,799)</u>	<u>82,203</u>
	<b><u>126,928</u></b>	<b><u>101,311</u></b>	<b><u>(2,020)</u></b>	<b><u>(42,620)</u></b>	<b><u>183,599</u></b>

In the opinion of management, there is no impairment in the value of property and equipment.

## FINANCIAL STATEMENTS

## NOTES TO THE FINANCIAL STATEMENTS

**25 Deferred tax****Deferred tax asset / (liability)**

Deferred tax

2016 Kshs '000	2015 Kshs '000
53,482	47,033

**Reconciliation of deferred tax asset (liability)**

At beginning of the year

47,033 82,572

Accelerated capital allowances

7,230 (26,385)

Provisions

(4,997) (9,154)

Prior year underprovision

4,216 -

**53,482** **47,033****Recognition of deferred tax asset / liability**

Deferred tax is calculated on all temporary differences under the liability method using a principal tax rate of 30% (2015: 30%)

**26 Customer deposits**

Savings Deposits

2016 Kshs '000	2015 Kshs '000
7,725,509	5,864,733

Current Deposits

4,817,119 3,659,758

Term deposits

52,330,976 43,404,132**64,873,604** **52,928,623****Analysis of customer deposits by maturity**

Payable within 90 days

58,398,436 43,092,303

Payable after 90 days and within one year

6,088,955 9,534,410

Payable after one year

386,213 301,910**64,873,604** **52,928,623**

The economic sector concentrations within the customer deposits portfolio were as follows:

	2016 Kshs	2016 %	2015 Kshs	2015 %
Non profit institutions and individuals	53,497,600	82.46%	44,005,703	83.14%
Private companies	10,579,155	16.31%	8,694,513	16.43%
Insurance companies	<u>796,849</u>	<u>1.23%</u>	<u>228,407</u>	<u>0.43%</u>
	<b><u>64,873,604</u></b>	<b><u>100%</u></b>	<b><u>52,928,623</u></b>	<b><u>100%</u></b>

# FINANCIAL STATEMENTS

## NOTES TO THE FINANCIAL STATEMENTS

Included in customer accounts were deposits of Kshs. 2,730.67 million (2015: Kshs. 2,150.30 million) held as collateral for loans and advances. The fair value of those deposits approximates the carrying amount.

### 27 Deposits and balances due to other banking institutions

	2016	2015
Parent bank	142,122	122,586
Foreign banks	<u>2,757,856</u>	<u>3,474,354</u>
	<b><u>2,899,978</u></b>	<b><u>3,596,940</u></b>

### 28 Other liabilities

Staff leave and gratuity accrual	181,495	204,533
Bills payable	2,794	1,005
Other accounts payable	<u>308,131</u>	<u>173,361</u>
	<b><u>492,420</u></b>	<b><u>378,899</u></b>

Other liabilities are expected to be settled within no more than 12 months after the date of the statement of financial position

### 29 Share capital

#### Authorised

49,485,838 Ordinary shares of Kshs. 20.00 each	<b><u>989,717</u></b>	<b><u>989,717</u></b>
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#### Issued

49,485,838 Ordinary shares of Kshs. 20.00 each	<b><u>989,717</u></b>	<b><u>989,717</u></b>
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### 30. Statutory loan loss reserve

Where impairment losses required by legislation or regulation exceed those computed under International Financial Reporting Standards (IFRS's), the excess is recognised as a statutory reserve and accounted for as an appropriation of Retained Earnings. The reserves are not distributable.

### 31 Dividends

Proposed Dividends	<b><u>494,858</u></b>	<b><u>197,943</u></b>
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## FINANCIAL STATEMENTS

## NOTES TO THE FINANCIAL STATEMENTS

**32 Related parties**

Included in loans and advances and customer deposits are amounts advanced to/received from certain directors and companies in which directors are involved either as shareholders or directors (related companies). In addition, contingent liabilities include guarantees and letters of credit which have been issued to related companies. Key management includes the directors and other members of key management.

	2016 Kshs '000	2015 Kshs '000
<b>(a) Compensation to key management</b>		
Short-term employee benefits	47,408	47,183
Post-employment benefits	<u>8,512</u>	<u>7,123</u>
	<b><u>55,920</u></b>	<b><u>54,306</u></b>
<b>(b) Interest received from loans and advances to:</b>		
Related companies	-	-
Senior management employees	673	601
Other employees	<u>52,865</u>	<u>46,633</u>
	<b><u>53,538</u></b>	<b><u>47,234</u></b>
<b>(c) Interest paid on deposits from:</b>		
Directors		3,273
Related companies		7,473
Senior management employees	17	22
Other employees	<u>352</u>	<u>356</u>
	<b><u>11,124</u></b>	<b><u>11,124</u></b>
<b>(d) Management fees paid</b>		
Related companies	<b><u>47,102</u></b>	<b><u>46,203</u></b>



**(e) Outstanding loans and advances**

	<b>Directors</b>		<b>Related companies</b>		<b>Senior management employees</b>		<b>Other employees</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
At start of year	-	-	-	-	2,516	2,322	202,967	171,382
Advances during the year	-	-	-	-	5,662	1,000	111,590	64,530
Interest charged	-	-	-	-	176	163	19,540	10,125
Repayments during the year	-	-	-	-	(1,009)	(969)	(47,740)	(43,070)
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>7,345</u>	<u>2,516</u>	<u>286,357</u>	<u>202,967</u>

The loans and advances to related parties are performing.

No provisions have been recognised in respect of the loans and advances to Directors, related parties or staff as they are performing well.

**(f) Deposits**

	<b>Directors</b>		<b>Related companies</b>		<b>Senior management employees</b>		<b>Other employees</b>	
	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>	<b>2016</b>	<b>2015</b>
At start of year	41,181	10,671	67,273	133,152	1,010	1,886	175,578	169,497
Deposits received during the year	9,064	123,484	-	1,271,150	21,366	35,567	480,743	331,128
Interest paid during the year	2	3,273	-	7,473	1	22	314	356
Withdrawals during the year	(50,180)	(96,247)	(67,273)	(1,344,502)	(21,944)	(36,465)	(287,168)	(325,403)
	<u>67</u>	<u>41,181</u>	<u>-</u>	<u>67,273</u>	<u>433</u>	<u>1,010</u>	<u>369,467</u>	<u>175,578</u>

## FINANCIAL STATEMENTS

## NOTES TO THE FINANCIAL STATEMENTS

**32 Related parties (continued)****(g) Directors emoluments**

	<b>2016</b> <b>Kshs'000</b>	<b>2015</b> <b>Kshs'000</b>
Fees	815	695
Others	<u>12,705</u>	<u>12,742</u>
	<b><u>13,520</u></b>	<b><u>13,437</u></b>

All transactions with related parties were at arms length and at terms and conditions similar to those offered to other customers.

**33 Cash generated from operations**

Profit before taxation	3,875,810	2,485,571
Adjustments for:		
Depreciation and amortisation	46,219	45,697
(Profit) / Loss on sale of assets	46	(346)
Changes in working capital:		
Loans and advances to customers	(5,382,527)	(2,629,697)
Placement with and loans and advances to other banking institutions	485,612	375,690
Other assets	(36,718)	(68,589)
Due to local banking institutions	(696,962)	560,590
Customer deposits	11,944,981	4,245,435
Other liabilities	<u>112,603</u>	<u>21,119</u>
	<b><u>10,349,064</u></b>	<b><u>5,035,470</u></b>

**34 Capital commitments**

There were estimated capital commitments of K Sh 150 million relating to construction of the new Head Office building along Muthithi Road.

**Operating leases – as lessee (expense)**

The future minimum lease payments under non-cancellable operating leases are as follows:

**Minimum lease payments due**

- not later than 1 year	111,208	108,186
- later than 1 year and not later than 5 years	<u>319,873</u>	<u>383,170</u>
	<b><u>431,081</u></b>	<b><u>491,356</u></b>

The Directors are of the view that future net revenues, funding and cash flows will be sufficient to cover these commitments. The bank leases a number of premises under operating leases. The leases typically run for an initial period of between 5 to 8 years with an option to renew the lease after that date. None of these leases include contingent rentals. During the year 31 December 2016, K Sh ('000) 106,605 (2015: K Sh ('000) 114,363) was recognised as an expense in the Statement of Profit or Loss in respect of operating leases.

# FINANCIAL STATEMENTS

## NOTES TO THE FINANCIAL STATEMENTS

### 35 Off-balance sheet financial instruments, contingent liabilities and commitments

In common with banking business, the bank conducts business involving acceptances, guarantees, performance bonds and letters of guarantee. The majority of these facilities are offset by corresponding obligations from third parties.

<b>Contingent liabilities</b>	<b>2016 Kshs '000</b>	<b>2015 Kshs '000</b>
Spots	358,769	107,921
Letters of credit	2,204,320	1,542,416
Guarantees	3,230,944	3,343,626
Bills sent for collection	1,007,943	916,308
Forwards	354,735	-
	<b><u>7,156,711</u></b>	<b><u>5,910,271</u></b>

An acceptance is an undertaking by a bank to pay a bill of exchange on a specified due date. The bank expects most acceptances to be presented and reimbursement by the customer is normally immediate. Letters of credit commit the bank to make payments to third parties on production of credit compliant documents which are subsequently reimbursed by customers.

Guarantees are generally written by a bank to support the performance of a customer to third parties. The bank will only be required to meet these obligations in the event of the customer's default.

Based on the estimate of the financial effect of the contingencies and the corresponding obligations from third parties, no loss is anticipated.

The Bank has open lines of credit facilities with correspondent Banks.

<b>Commitments</b>	<b>2016 Kshs '000</b>	<b>2015 Kshs '000</b>
Undrawn formal stand-by facilities, credit lines	<b><u>3,323,099</u></b>	<b><u>3,329,595</u></b>

Commitments to lend are agreements to lend to customers in future subject to certain conditions. Such commitments are normally made for a fixed period. The bank may withdraw from its contractual obligation for the undrawn portion of agreed facilities by giving reasonable notice to the customer.

The pending litigation claims relate to cases instituted by third parties against the Bank. Judgement in respect of these cases had not been determined as at 31 December 2016. The directors are of the opinion that no liabilities will crystallise.

### 36 Events after the reporting period

The directors of the bank are not aware of any events after the reporting period; which may have a significant impact on operational existence or on the financial performance of the Bank for the period.

## FINANCIAL STATEMENTS

## NOTES TO THE FINANCIAL STATEMENTS

**37 Currency**

The financial statements are presented in Kenya Shillings rounded to the nearest thousand shilling ('000).

**38 Comparative figures**

Previous year's figures have been regrouped / rearranged wherever necessary in order to make them comparable with the current financial period.

**39 Earnings per share**

Basic earnings per share is calculated on the profit attributable to the shareholders and on the weighted average number shares outstanding during the year adjusted for the effect of any share issue during the year.

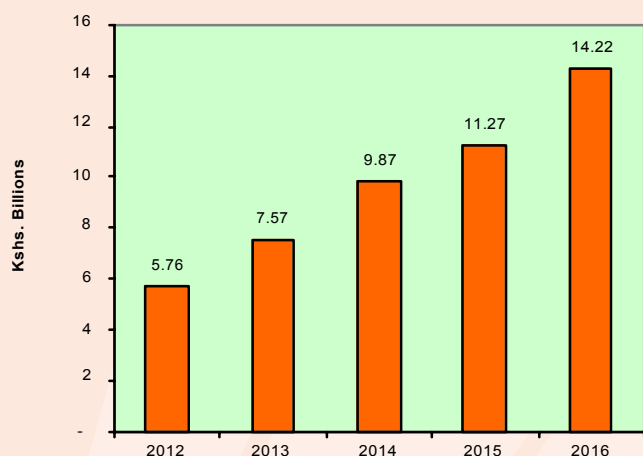
	<b>2016</b> <b>Kshs '000</b>	<b>2015</b> <b>Kshs '000</b>
Net income for the period attributable to shareholders (Kshs `000)	<u>2,946,759</u>	<u>2,026,117</u>
Adjusted weighted average Number of ordinary shares in issue (absolute)	<u>49,485,838</u>	<u>49,485,838</u>
Earnings per share - basic and diluted (Kshs)	<u>59.55</u>	<u>40.94</u>

There were no potentially dilutive shares outstanding as at 31 December 2016 and 2015.

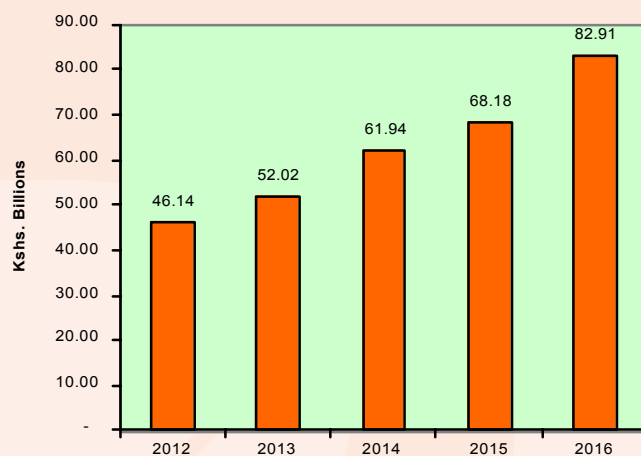
# APPENDIX I

## FINANCIAL HIGHLIGHTS

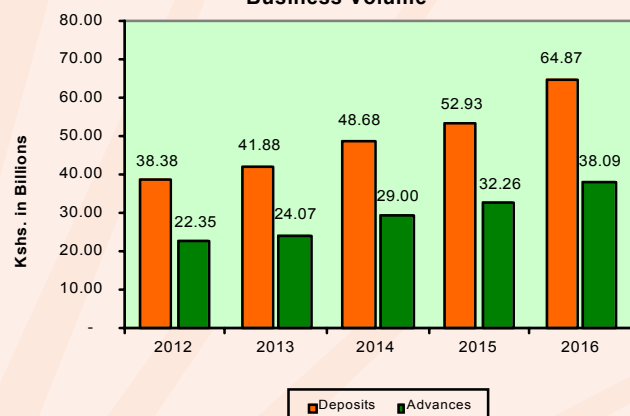
**Shareholders' Fund**



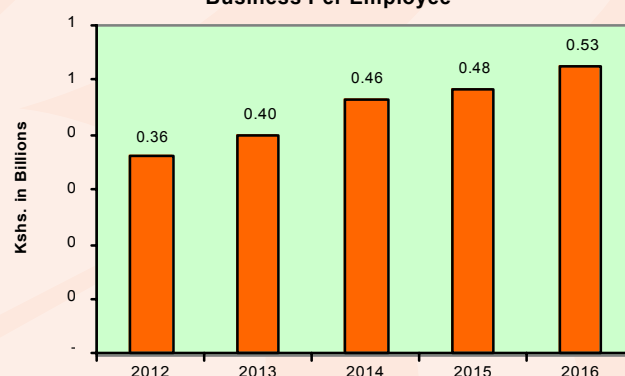
**Total Assets**



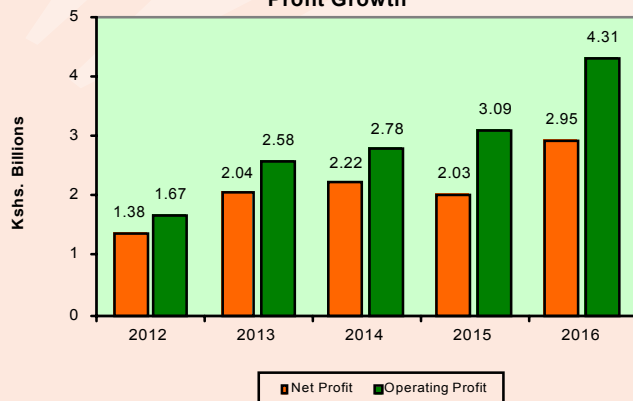
**Business Volume**



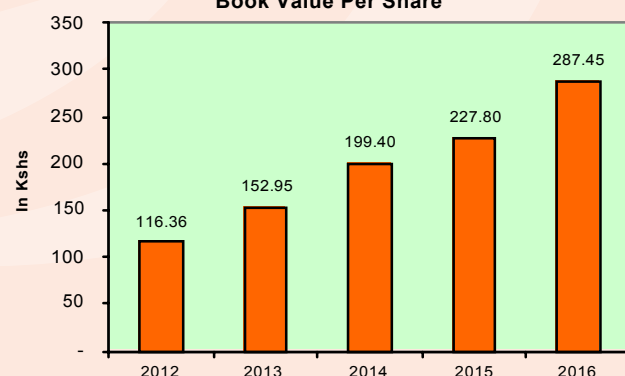
**Business Per Employee**



**Profit Growth**



**Book Value Per Share**





## APPENDIX II

## OTHER DISCLOSURES

## OTHER DISCLOSURES

## 1.0 NON-PERFORMING LOANS AND ADVANCES

	2016 Shs. '000'	2015 Shs. '000'
(a) Gross Non-performing loans and advances	3,392,267	2,363,810
(b) Less: Interest in Suspense	314,334	222,816
(c) Total Non-Performing Loans and Advances (a-b)	3,077,933	2,140,994
(d) Less: Loan Loss Provision	1,374,264	1,021,958
(e) Net Non-Performing Loans and Advances(c-d)	1,703,669	1,119,036
(f) Discounted Value of Securities	1,703,669	1,119,036
(g) Net NPLs Exposure (e-f)	-	-

## 2.0 INSIDER LOANS AND ADVANCES

(a) Directors, Shareholders and Associates	-	210
(b) Employees	293,702	237,734
(c) Total Insider Loans and Advances and other facilities	293,702	237,944

## 3.0 OFF-BALANCE SHEET ITEMS

(a) Letters of credit, guarantees, acceptances	5,435,264	4,885,832
(b) Forwards, swaps and options	713,504	107,921
(c) Other contingent liabilities	1,007,943	916,308
(d) Total Contingent Liabilities	7,156,711	5,910,061

## 4.0 CAPITAL STRENGTH

(a) Core capital	13,505,724	11,181,282
(b) Minimum Statutory Capital	1,000,000	1,000,000
(c) Excess/(Deficiency)(a-b)	12,505,724	10,181,282
(d) Supplementary Capital	486,363	365,353
(e) Total Capital (a+d)	13,992,087	11,546,635
(f) Total risk weighted assets	45,823,328	42,539,275
(g) Core Capital/Total deposits Liabilities	20.8%	21.1%
(h) Minimum statutory Ratio	8.0%	8.0%
(l) Excess/(Deficiency) (g-h)	12.8%	13.1%
(j) Core Capital / total risk weighted assets	29.5%	26.3%
(k) Minimum Statutory Ratio	10.5%	10.5%
(l) Excess (Deficiency) (j-k)	19.0%	15.8%
(m) Total Capital/total risk weighted assets	30.5%	27.1%
(n) Minimum statutory Ratio	14.5%	14.5%
(o) Excess/(Deficiency) (m-n)	16.0%	12.6%

## 5.0 LIQUIDITY

(a) Liquidity Ratio	65.2%	61.5%
(b) Minimum Statutory Ratio	20.0%	20.0%
(c) Excess (Deficiency) (a-b)	45.2%	41.5%

## Launch of Debit Card



Chief Guest Mr. Habil Olaka, CEO Kenya Bankers Association along with Mr. Yatish C. Tewari, Managing Director, Bank of Baroda (Kenya) Ltd, Mr. Eric Tucker, General Manager, International Operations, Bank of Baroda, Mr. Patrick K. Njoroge, Director (Non- Executive), Mr. Philip Burh, Director (Executive) during the launch of Baroda Debit Card.

## Most Efficient Bank – 1st Runners Up



Mr. Philip Burh, Director (Executive) receiving 1st Runners Up Award for the Most Efficient Bank during the Think Business Banking Awards 2017 .

## Celebration of 110th Foundation Day of Bank of Baroda, India



Chief Guest H.E. Mrs. Suchitra Durai, High Commissioner to India to Kenya addressing the customers & staff of Bank of Baroda (Kenya) Ltd during the customer meet cum celebration of 110th foundations day of Bank of Baroda, India.



Mr. Yatish C. Tewari Managing Director, Bank of Baroda (K) Ltd addressing the Customer meet on the occasion of celebration of 110th Foundation Day of Bank of Baroda, India.



Cross section of customers during the Customer meet for Celebration of 110th Foundation Day of Bank of Baroda India at Hotel Intercontinental, Nairobi.



Chief Guest H.E. Mrs. Suchitra Durai, High Commissioner of India to Kenya, Guests of Honour, Ambassador (Rtd.) R. Swaminathan and Mr. Habil Olaka, CEO, Kenya Bankers Association, and Mr. Yatish C. Tewari, Managing Director Bank of Baroda (Kenya) Ltd along with other directors and bank officials during the Customer Meet on the occasion of celebration of 110th Foundation Day of Bank of Baroda India.



## PHOTO GALLERY

## Corporate Social Responsibility

## Laverna Children's Home – Day &amp; Boarding Primary School

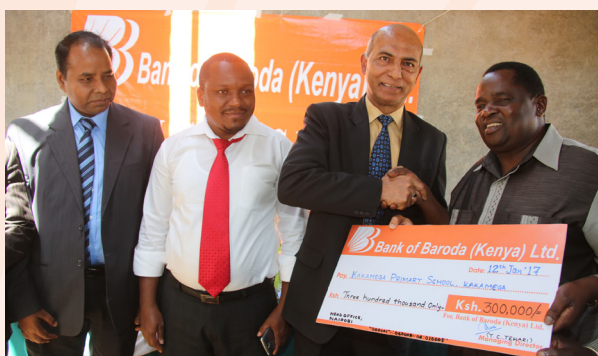


Mr. Yatish C. Tewari, Managing Director along with Mr. Gopal Saxena, Branch Head, Thika Branch contributing towards purchase of benches, desk and food items for The Laverna Children's Home Day & Boarding Primary School, Thika.



Sisters from the management of the Laverna Children's Home Day & Boarding Primary School, Thika along with Managing Director, Bank of Baroda (Kenya) Ltd, staff and customers of Thika branch during the CSR activity.

## Kakamega Primary School



Mr. Yatish C. Tewari, Managing Director, Bank of Baroda (Kenya) Ltd seen with Mr. Paul Kairu, Branch Head, Kakamega branch and Mr. Banamber Behera, Branch Head, Kisumu Branch handing over the contribution cheque to the Principal, Kakamega Primary School.



Students of the Kakamega Primary School during CSR activity of the Bank.

## Kibichiku Secondary School



Bank officials seen along with Management of school and students donated the Water Tower and Water Tank to Kibichiku Secondary School, Kiambu County during one of the CSR activity.



Mr. Yogendra Singh Saini, Head of Operations, along with Rev. Dr. Kibiku Mbugua Peter, Deputy Chairman of Kibichiku Secondary School.





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[www.bankofbarodakenya.com](http://www.bankofbarodakenya.com)

**Bank of Baroda (Kenya) Ltd is regulated by Central Bank of Kenya**