

**GS1 KENYA LIMITED**

**MINUTES OF THE ANNUAL GENERAL MEETING HELD AT THE OLE-SERENI HOTEL ON  
FRIDAY 30<sup>TH</sup> MARCH, 2018 FROM 2.00 PM**

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**DIRECTORS PRESENT:**

- |    |                   |   |                            |
|----|-------------------|---|----------------------------|
| 1. | Sospeter Kioko    | - | Chairman                   |
| 2. | Peter Otieno      | - | Vice - Chairman            |
| 3. | Dr. Jerusha Kamau | - | Director                   |
| 4. | Charles Nduati    | - | Director                   |
| 5. | Members           | - | (As per the attached list) |

**IN ATTENDANCE:**

- |    |                  |   |  |
|----|------------------|---|--|
| 1. | Michael Musembi  | - | General Manager, GS1                       |
| 2. | Angela Otieno    | - | Company Accountant, GS1                    |
| 3. | Eva Buyu         | - | Corporate Communication Manager, GS1       |
| 4. | Wangechi Wachira | - | Asst. Company Secretary (Rikan Registrars) |
| 5. | Peter Gatune     | - | Company Auditor, Gatune & Associates       |

**Min 01/2018:                    PRELIMINARIES**

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The meeting was called to order by the Chairman welcomed the members and thanked them for attending the meeting. There was a word of prayer from Dr. Jerusha Kamau, and thereafter the Notice and Agenda convening the meeting was read and adopted subject to one amendment. Agenda no. 6 was replaced with an agenda; - **“To pass a resolution as per the GM of 13<sup>th</sup> October, 2017 resolution regarding CR12 and registration, the Board recommends GSI Kenya Limited be reconstituted as soon as possible.** Thereafter the notice and agenda was adopted.

**Proposer: Dr. Jerusha Kamau**

**Secunder: Peter Otieno**

**Min 02/2018:                    CHAIRMAN’S REPORT**

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The Asst. Company Secretary invited the Chairman to give his report for the year ended 2017 to the members.

Signed as a correct record this.....day of .....2019

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**Sospeter Kioko**  
Chairman

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**John Wambugu**  
Company Secretary

The Chairman welcomed all members and thanked them for attending the 9<sup>th</sup> Annual General Meeting despite the short notice and impending Easter festivities. The Chairman went ahead to inform the members that there was a quorum as stated in the articles and memorandum of the Company AGM regulations. The Chairman further introduced the other board members who were present.

The Chairman highlighted a few achievements of the year ended December, 2017 which were as follows;

- i. GS1 had purchased and moved to new offices at Next Gen Mall Along Mombasa Road in October, 2017;
- ii. Financially, the Company closed the year on a positive note despite the challenges associated with harsh economic environment, staff changes and the long electioneering period witnessed in the country in the past year;
- iii. GS1 Global Forum- the Chairman informed the members that in the just concluded Global Forum held from 25<sup>th</sup> February, 2018 to 3<sup>rd</sup> March, 2018 where it had been made clear that in order to manage new development, the Global Office has allowed member organisations to issue and manage their numbers within their neighbouring regions;

### **New Projects**

The Chairman informed the members that the company was diversifying into new areas such as alternative and affordable advertisement, healthcare tracking and tracing solutions and GS1 Cloud.

With those remarks, the Chairman thanked the staff, management and the Board for their continued efforts in implementing solutions to steer GS1 ahead.

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## **Min 03 /2018                      AUDITED FINANCIAL REPORT**

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The Financial report for the period ended 31<sup>st</sup> December, 2017 was presented by Mr. Peter Gatune of Gatune & Associates.

Mr. Gatune highlighted that the report on financial statements was all inclusive and clearly gave a reflection on the company's correct financial position, income, changes in equity, cash flow, a summary of significant accounting policies and other explanatory notes, and further stressed on the responsibility of the Board for financial statements and the auditor's responsibility in order to reach a sound audit opinion.

The key highlights in his report were as follows: -

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**Sospeter Kioko**  
Chairman

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**John Wambugu**  
Company Secretary

- i. The Auditor proposed a write off of unrecoverable debts amounting to Kshs. 14,999,988/-;
- ii. The Auditor further noted that the company also owed Kshs. 3,397,589 to GS1 global which is not payable and as such a write back is recommended;
- iii. GS1 still faced a tax exposure of Kshs. 7,400,000/-;
- iv. All legal requirements were met including proper keeping of the books of accounts, provision of all relevant information required for the audit and that the Statement of Financial Position of the Company is in agreement with the books of account.

The members considered and resolved to adopt the audited financial reports for the year ended 31<sup>st</sup> December, 2017.

**Proposer: Peter Otieno**

**Secunder: David Gachoya                      R.H. Devani Limited**

**Min 04/2018                      REVIEW OF AUDITOR'S FEE**

Mr. Charles Nduati informed the members that the Auditors had proposed a review of their fees by 50% from the current rate of Kshs. 120,000/= per annum. And since the Auditors are nominated by an AGM it was imperative that the members consider the request.

This was considered and adopted accordingly and thus the fees shall be Kshs. 180,000/- per annum.

**Proposer: Peter Otieno**

**Secunder: Dr. Jerusha Kamau**

**Min 05/2018:                      PROPOSED BUDGET FOR THE YEAR ENDING 31<sup>ST</sup>  
DECEMBER, 2018**

The Asst. Company Secretary then invited Mr. Charles Nduati to present the proposed budget for the year 2018 for consideration by the members.

	2017	2018 (Projected)

Signed as a correct record this.....day of .....2019

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**Sospeter Kioko**  
**Chairman**

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**John Wambugu**  
**Company Secretary**

<b>Total income</b>	Kshs. 71,564,000/=	Kshs. 76,495,000/=
<b>Total Expenses</b>	Kshs. 10,454,677.47/=	Kshs. 15,334,178.82/=

The Members approved the budget as presented.

**Proposer: Dr. Jerusha Kamau**

**Secunder: Peter Otieno**

**Min 06/2018: ADOPTION OF THE ELECTION RESULTS & CONFIRMATION OF DIRECTORS TO THE GS1 (K) BOARD**

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The Asst. Company Secretary announced the list of Directors who were retiring in accordance with Article 6.5 of the company's Articles of Association, with two directors having offered themselves up for re-election. Therefore, the following persons were noted to have been validly nominated:

**1. Sector: Manufacturing, Trade & Financial Institutions**

Nominee: Charles Nduati

**2. Sector: Supply Chain, Warehouse & Construction**

Nominee: Peter Otieno

The Directors were elected unopposed and as such validly elected. The members unanimously approved the election results and resolved that the valid nominees be confirmed to be a member of the management board for the required period of three (3) years.

**Proposer: Noah Odhiambo - Talanta Sports Limited**

**Secunder: David Gachoya - R.H. Devani Limited**

**Min 07/2018: TO PASS A RESOLUTION AS PER THE S.G.M OF 13<sup>TH</sup> OCTOBER, 2017 RESOLUTION REGARDING CR12 AND REGISTRATION, THE BOARD RECOMMENDS GSI KENYA LIMITED BE RECONSTITUTED AS SOON AS POSSIBLE.**

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Signed as a correct record this.....day of .....2019

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**Sospeter Kioko**  
**Chairman**

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**John Wambugu**  
**Company Secretary**

Mr. Charles Nduati explained to the members present as to why the Board recommended the reconstitution of the company noting that the company has been unable to obtain a current list of Directors (CR12) from the registrar of companies hence the need for reconstitution. He further noted that it will remedy the confusion with the name.

The members the adopted a resolution to reconstitute the company to improve on governance.

**Proposer: David Gachoya - R.H. Devani Limited**

**Secunder: Noah Odhiambo - Talanta Sports Limited**

**Min 08/2018: A.O.B.**

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The General Manager, Mr. Michael Musembi urged all members to get involved in affairs of the company and thanked management for their support.

Finally, the Vice Chairman gave a vote of thanks to all attendees including fellow Directors and members for their support and urged them to support the company ahead to even greater heights.

**THERE BEING NO OTHER BUSINESS, THE MEETING CAME TO AN END AT 4.00 PM**

Signed as a correct record this.....day of .....2019

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**Sospeter Kioko**  
Chairman

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**John Wambugu**  
Company Secretary