

**Schedule 2  
FORM ECSRC – OR**

(Select One)

**QUARTERLY FINANCIAL REPORT** for the period ended March 31, 2017  
Pursuant to Section 98(2) of the Securities Act, 2001

**OR**

**TRANSITION REPORT**  
for the transition period from \_\_\_\_\_ to \_\_\_\_\_  
Pursuant to Section 98(2) of the Securities Act, 2001  
*(Applicable where there is a change in reporting issuer's financial year)*

Issuer Registration Number: GRENLEC27091960G

Grenada Electricity Services Ltd.

(Exact name of reporting issuer as specified in its charter)

Grenada W.I.

(Territory or jurisdiction of incorporation)

Dusty Highway, Grand Anse, St. George's, P.O. Box 381

(Address of principal executive Offices)

(Reporting issuer's:

Telephone number (including area code): (473) 440-3391

Fax number: (473) 440-4106

Email address: mail@grenlec.com

(Former name, former address and former financial year, if changed since last report)

(Provide information stipulated in paragraphs 1 to 8 hereunder)

Indicate the number of outstanding shares of each of the reporting issuer's classes of common stock, as of the date of completion of this report. \_\_\_\_\_

CLASS	NUMBER
Ordinary Shares	19,000,000

## SIGNATURES

A Director, the Chief Executive Officer and Chief Financial Officer of the company shall sign this Annual Report on behalf of the company. By so doing each certifies that he has made diligent efforts to verify the material accuracy and completeness of the information herein contained.

The Chief Financial Officer by signing this form is hereby certifying that the financial statements submitted fairly state the company's financial position and results of operations, or receipts and disbursements, as of the dates and period(s) indicated. The Chief Financial Officer further certifies that all financial statements submitted herewith are prepared in accordance with International Accounting Standards consistently applied (except as stated in the notes thereto) and (with respect to year-end figures) including all adjustments necessary for fair presentation under the circumstances.

Name of Chief Executive Officer:

**Collin Cover**

Collin Cover

Signature

Name of Director:

**Alister Bain**

Alister Bain

Signature

Date 28<sup>th</sup> April 2017

Date 28<sup>th</sup> April 2017

Name of Chief Financial Officer:

**Benedict Brathwaite**

B. Brathwaite

Signature

Date 28. 4. 17

## **INFORMATION TO BE INCLUDED IN FORM ECSRC-OR**

### **1. Financial Statements**

Provide Financial Statements for the period being reported in accordance with International Accounting Standards. The format of the financial statements should be similar to those provided with the registration statement. Include the following:

- (a) Condensed Balance Sheet as of the end of the most recent financial year and just concluded reporting period.
- (b) Condensed Statement of Income for the just concluded reporting period and the corresponding period in the previous financial year along with interim three, six and nine months of the current financial year and corresponding period in the previous financial year.
- (c) Condensed Statement of Cash Flows for the just concluded reporting period and the corresponding period in the previous financial year along with the interim three, six and nine months of the current financial year and the corresponding period in the previous financial year.
- (d) By way of *Notes to Condensed Financial Statements*, provide explanation of items in the financial statements and indicate any deviations from generally accepted accounting practices.

### **2. Management's Discussion and Analysis of Financial Condition and Results of Operation.**

Discuss the reporting issuer's financial condition covering aspects such as liquidity, capital resources, changes in financial condition and results of operations during the reporting period. Discussions of liquidity and capital resources may be combined whenever the two topics are interrelated. Discussion of material changes should be from the end of the preceding financial year to the date of the most recent interim report.

The Management's Discussion and Analysis should disclose sufficient information to enable investors to judge:

1. The quality of earnings;
2. The likelihood that past performance is indicative of future performance; and
3. The issuer's general financial condition and outlook.

It should disclose information over and above that which is provided in the management accounts and should not be merely a description of the movements in the financial statements in narrative form or an otherwise uninformative series of technical responses. It should provide management's perspective of the company that enables investors to view the business from the vantage point of management.

The discussion should focus on aspects such as liquidity; capital resources; changes in financial condition; results of operations; material trends and uncertainties and measures

taken or to be taken to address unfavourable trends; key performance indicators; and non-financial indicators.

*General Discussion and Analysis of Financial Condition*

The following table provides information as at March 31, 2017 with comparatives at March 31, 2016 and December 31, 2016 of GRENLEC's compliance with various financial loan covenants. All ratios are well within the target and we can expect this to continue to be so.

**Covenant Table**

	<b>Covenant Ratio</b>	<b>March 2017</b>	<b>March 2016</b>	<b>December 2016</b>
Current Ratio	$\geq 1.35:1$	2.85:1	2.32:1	2.97:1
Debt Service Coverage Ratio	$\geq 1.75:1$	1.69:1	0.91:1	4.35:1
Funded Debt to EBITDA	$\leq 3:1$	5.77:1	4.66:1	1.24:1

As can be seen from the 2016 numbers the Company is well on track to once again surpass the covenant ratios of the agreement based on the profitability of the first quarter.

In the first three months of 2017 the Company's net assets increased from \$73.39M to \$74.90M. Property plant and equipment increased from \$71.93M to \$72.06M in this period despite depreciation expense of \$1.49M. Capital work in progress increased from \$8.65M at the end of 2016, to \$9.10M in the three months to March 2017 as the Company continued to make routine non-expansion capital expenditures financed from internal operations.

Trade receivables decreased by \$0.15M, over the three months to March 2017, from \$14.79M. The domestic, hotel, statutory bodies and government sectors were all lower, ranging from 0.1 to 8.1 percent. The commercial and industrial saw increases of 4.2 and 0.9 percent respectively. The quality of the receivables continues to improve with 66% being current and 77% below 60 days. Focus on further reducing trade receivables over 60 days will continue as it is well known that the longer balances are outstanding the more difficult it becomes to recover.

**Liquidity and Capital Resources**

Provide a narrative explanation of the following (but not limited to):

- i) The reporting issuer's financial condition covering aspects such as liquidity, capital

resources, changes in financial condition and results of operations.

- ii) Any known trends, demands, commitments, events or uncertainties that will result in, or that are reasonably likely to result in, the issuer's liquidity increasing or decreasing in any material way. If a deficiency is identified, indicate the course of action that the reporting issuer has taken or proposes to take to remedy the deficiency.
- iii) The issuer's internal and external sources of liquidity and any material unused sources of liquid assets.
- iv) Provisions contained in financial guarantees or commitments, debt or lease agreements or other arrangements that could trigger a requirement for an early payment, additional collateral support, changes in terms, acceleration of maturity, or the creation of an additional financial obligation such as adverse changes in the issuer's financial ratios, earnings, cash flows or stock price or changes in the value of underlying, linked or indexed assets.
- v) Circumstances that could impair the issuer's ability to continue to engage in transactions that have been integral to historical operations or are financially or operationally essential or that could render that activity commercially impracticable such as the inability to maintain a specified level of earnings, earnings per share, financial ratios or collateral.
- vi) Factors specific to the issuer and its markets that the issuer expects will affect its ability to raise short-term and long-term financing, guarantees of debt or other commitment to third parties, and written options on non-financial assets.
- vii) The relevant maturity grouping of assets and liabilities based on the remaining period at the balance sheet date to the contractual maturity date. Commentary should provide information about effective periods and the way the risks associated with different maturity and interest profiles are managed and controlled.
- viii) The issuer's material commitments for capital expenditures as of the end of the latest fiscal period, and indicate the general purposes of such commitments and the anticipated source of funds needed to fulfil such commitments.
- ix) Any known material trends, favorable or unfavorable, in the issuer's capital resources, including any expected material changes in the mix and relative cost of capital resources, considering changes between debt, equity and any off-balance sheet financing arrangements.

## *Discussion of Liquidity and Capital Resources*

### **(a) Liquidity**

As at the end of the first quarter of 2017 the Company recorded a current ratio of 2.85:1 and was in position to meet its operational requirements at a level above the lender institution's benchmark of 1.35:1.

The average electricity rate over the first three months of 2017 was \$0.80/kWh, an increase of 3.9 percent (\$0.03/kWh) as compared to the same period last year. This increase was due to world fuel prices slowly creeping up. The average fuel charge has increased by 21.6 percent from \$0.2796/kWh to \$0.3211/kWh for the three months as compared to the equivalent period last year.

Cash provided by operating activities for the three months to March 31, 2017 of \$5.50M was higher than the \$4.47M for the same period in 2016. However, it exceeds the \$21.73M for the entire year of 2015. Adjusted profit was \$4.04M less than for the first three months of 2016 while receivables and prepayments increased by \$2.57M and accounts payable and accrued charges decreased by \$2.33M.

Cash used in investing activities of \$1.18M to March 31, 2017 contrasted to that provided of \$1.90M in the first three months of 2016. The main factors in the use of this cash was purchase of fixed assets of \$2.26M and an increase in capital work in progress of \$0.45M.

Financing activities in the first three months of 2017 was limited to the payment of the regular quarterly dividend of thirteen cents per share and repayment of borrowings as scheduled. This saw cash utilized of \$2.97M compared to the \$19.66M over the equivalent period of 2016.

Overall, during the first three months of the year, the cash position improved by \$1.35M with a balance at the end of the period of \$3.19M. The Company met all of its obligations in the period, and, based on its current cash flow projections can be expected to continue to do so for the foreseeable future.

### **(b) Capital Resources**

Non-expansion capital expenditure of \$2.71M in the first three months of 2017 was funded from internal operations. A balance of \$9.29M remains from the expected capital expenditure of \$12M in 2017 which will be similarly funded from operations. Over the years the Company has only utilized external funding for major capital projects.

The Company, as part of its strategic plan, has set a target of having 20 percent of its generation capacity from renewable energy by 2020. To achieve this goal will require the Company to make capital investments in solar photovoltaics and or wind turbine farms. Progress to date has been slow and it is not expected to be any faster in 2017 given the uncertainty the Company faces with the passage of the 2016 ESA.

The Company is now reviewing its options for a 3MW of ground mounted solar PV project on 33 acres of leased land in Pearls St. Andrew and a wind turbine project in Carriacou. It is possible that a phased development to this project might be approached. The Carriacou project was tendered in 2016 but before a Contractor could be selected it was placed on hold because of the developments with the 2016 ESA. External funding would most likely be required for either of these projects.

### Off Balance Sheet Arrangements

Provide a narrative explanation of the following (but not limited to):

- i) Disclosures concerning transactions, arrangements and other relationships with unconsolidated entities or other persons that are reasonably likely to materially affect liquidity or the availability of, or requirements for capital resources.
- ii) The extent of the issuer's reliance on off-balance sheet arrangements should be described fully and clearly where those entities provide financing, liquidity, market or credit risk support, or expose the issuer to liability that is not reflected on the face of the financial statements.
- iii) Off-balance sheet arrangements such as their business purposes and activities, their economic substance, the key terms and conditions of any commitments, the initial on-going relationship with the issuer and its affiliates and the potential risk exposures resulting from its contractual or other commitments involving the off- balance sheet arrangements.
- iv) The effects on the issuer's business and financial condition of the entity's termination if it has a finite life or it is reasonably likely that the issuer's arrangements with the entity may be discontinued in the foreseeable future.

None

### Results of Operations

In discussing results of operations, issuers should highlight the company's products and services, facilities and future direction. There should be a discussion of operating considerations and unusual events, which have influenced results for the reporting period. Additionally, any trends or uncertainties that might materially affect operating results in the future should be discussed.

Provide a narrative explanation of the following (but not limited to):

- i) Any unusual or infrequent events or transactions or any significant economic changes that materially affected the amount of reported income from continuing operations and, in each case, the extent to which income was so affected.
- ii) Significant components of revenues or expenses that should, in the company's judgment, be described in order to understand the issuer's results of operations.
- iii) Known trends or uncertainties that have had or that the issuer reasonably expects

will have a material favorable or unfavorable impact on net sales or revenues or income from continuing operations.

- iv) Known events that will cause a material change in the relationship between costs and revenues (such as price increases, costs of labour or materials), and changes in relationships should be disclosed.
- v) The extent to which material increases in net sales or revenues are attributable to increases in prices or to increases in the volume or amount of goods or services being sold or to the introduction of new products or services.
- vi) Matters that will have an impact on future operations and have not had an impact in the past.
- vii) Matters that have had an impact on reported operations and are not expected to have an impact upon future operations
- viii) Off-balance sheet transactions, arrangements, obligations (including contingent obligations), and other relationships that have or are reasonably likely to have a current or future effect on the registrant's financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources.
- ix) Performance goals, systems and, controls.



## *Overview of Results of Operations*

The Company's financial performance for the first three months of 2017, reflected by its profit before interest, showed a 35.8 percent decline as compared to the same period in 2016, a reduction of \$4.43M to \$7.89M. The main factors driving this were increased operating costs and a lower fuel cost recovery benefit.

KWh sales were basically flat with a 0.7 percent growth, over the same period in 2016. However, this must be viewed in the context of the Company sustaining its kWh sales at 2016 levels when there was growth of 6.6 percent.

Total revenue to March 2017 increased by 8.5 percent, to \$36.03M as compared to the equivalent period of 2016. The 51 percent increase in average fuel prices to \$5.51 per imperial gallon, in comparison with that to March 2016, led to higher fuel charge rates. As such, the fuel charge revenue increased by 15.8 percent from \$13.21M to \$15.29M, mainly accounting for the increased revenue.

The fuel cost recovery rate over the three months to March was 104 percent producing a net benefit of \$0.61M compared to the \$3.29M from a comparative rate of 133 percent over the equivalent period of 2016. The recovery rate in the first quarter has been lower than that of 2016 as fuel prices have been trending upwards as against still reducing in this period last year.

Operating and administrative expenses other than fuel of \$13.39M increased by 22.7 percent in the first three months of 2017 relative to the \$10.91M in the comparative period of 2016. This increase was due to a provision for legal expenses higher than that of 2016 by \$1.38M and the benefit in 2016 of an exchange gain on the repayment of the EIB borrowings of \$0.63M because of a favourable exchange rate. The other expenses were comparative to that of 2016 as tight controls over costs were maintained in recognition that with no change in the non-fuel charge rate and negligible kWh sales growth it is unlikely that there will be an increase in non-fuel revenue. Over the first three months of 2017 operating expenses were lower than budget by 3.2 percent.

Interest costs of \$0.67M in the first three months of 2017 reflects a decrease of 38.5 percent compared to the \$1.09M to March 2016. The new borrowings in 2016 led to interest penalties being applicable as a result of an early repayment of borrowings from the EIB, in accordance with the agreement, and accounts for the higher financing costs in 2016.

System losses twelve months rolling average of 7.31 percent at March 31, 2017 was below the 7.58 percent for the year 2016. This would have had a positive impact on the fuel cost recovery rate. This is a key strategic driver for the Company and its importance cannot be over emphasized in the context of the challenging economic conditions under which the Company is operating. Management will therefore monitor it closely with a view of sustaining if not further decreasing system losses.

Fuel efficiency of 19.44kWh's per imperial gallon in the first three months of 2017 was a marked improvement over the 19.07kWh's achieved in the same period last year and represents a 2 percent improvement. Fuel efficiency for 2016 was 19.13kWh's per imperial gallon. This, like system losses, is very important as it is a key performance indicator for the Company that has a significant impact on its financial performance.

**3. Disclosure about Risk Factors.**

Provide a discussion of the risk factors that may have an impact on the results from operations or on the financial conditions. Avoid generalised statements. Typical risk factors include untested products, cash flow and liquidity problems, dependence on a key supplier or customer, management inexperience, nature of business, absence of a trading market (specific to the securities of the reporting issuer), etc. Indicate if any risk factors have increased or decreased in the time interval between the previous and current filing.

With each passing period without Grenada being significantly affected by a tropical storm the Hurricane Reserve increases, and presently stands at \$22M which reduces the main risk exposure associated with post-hurricane recovery. The major risk factors facing the Company continue to be as follows:

- Hurricanes - as clearly established after Hurricane Ivan in 2004 when approximately 90 percent of our distribution system was affected. This continues to be the most immediate and significant risk being faced. This has been partially offset by the strengthening of the distribution system which has been made more robust in the rebuilding period after hurricanes Ivan and Emily. Additionally, the Hurricane Fund of \$22.29M is more than the pre Ivan level of \$14M.
- The 2016 Electricity Supply Act and 2016 Public Regulatory Commission Act
  - The 2016 ESA and the 2016 PURC Acts had commencement dates of August 1, 2016. These Acts fundamentally alters the regulatory and operating framework. Section 71 of ESA 2016 repeals the Electricity Supply Act, 1994 (ESA 1994) under which Grenlec operated. The 2016 ESA separates generation and transmission entities to allow competition in both the generation and distribution areas, and to increase generation by renewable energy. The changes are many and are expected to have a negative financial impact on the Company. A serious concern that has been voiced by many is the significant amount of power that is vested in a single Government Minister. The Act is silent on the issue of whether concessions on custom duties will continue as per the Electricity Supply Act No, 39 of 2013 or be removed altogether. The regulations under the new Act have not yet been promulgated.
  - On March 22, 2017, GPP the holder of 50% of Grenlec's shares filed a demand notice with the Government of Grenada (GoG) in regards to government's Share Purchase Agreement obligations with GPP. GPP is asserting that the GoG breached the terms of the SPA and as a consequence has contractually initiated a repurchase of its shares by the GoG. GPP is a subsidiary of WRB Enterprises Inc who have had a management contract with Grenlec since 1994.
- Current borrowings are in EC\$ which limits exposure to foreign currency rates. Foreign exchange risk relates to purchases most of which are transacted in United States dollars, which has a fixed exchange rate.
- Sharply increasing fuel prices can over the short run impact negatively on the Company's cash flow and profitability.

**4. Legal Proceedings.**

A legal proceeding need only be reported in the ECSRC – OR filed for the period in which it first became a reportable event and in subsequent interim reports in which there have been material developments. Subsequent Form ECSRC – OR filings in the same financial year in which a legal proceeding or a material development is reported should reference any previous reports in that year. Where proceedings have been terminated during the period covered by the report, provide similar information, including the date of termination and a description of the disposition thereof with respect to the reporting issuer and its subsidiaries.

There were no pending legal proceedings outstanding as at March 31, 2017 that could materially impact on the Company's position.

**5. Changes in Securities and Use of Proceeds.**

- (a) Where the rights of the holders of any class of registered securities have been materially modified, give the title of the class of securities involved. State briefly the general effect of such modification upon the rights of holders of such securities.

There were no changes in securities during the quarter ended March 31, 2017.

(a) Where the use of proceeds of a security issue is different from that which is stated in the registration statement, provide the following:

- Offer opening date (provide explanation if different from date disclosed in the registration statement)

N/A

- Offer closing date (provide explanation if different from date disclosed in the registration statement)

N/A

- Name and address of underwriter(s)

N/A

- Amount of expenses incurred in connection with the offer N/A

- Net proceeds of the issue and a schedule of its use

N/A

- Payments to associated persons and the purpose for such payments

N/A

(b) Report any working capital restrictions and other limitations upon the payment of dividends.

None.

**6. Defaults upon Senior Securities.**

- (a) If there has been any material default in the payment of principal, interest, a sinking or purchase fund instalment, or any other material default not satisfied within 30 days, with respect to any indebtedness of the reporting issuer or any of its significant subsidiaries exceeding 5 per cent of the total assets of the reporting issuer and its consolidated subsidiaries, identify the indebtedness. Indicate the nature of the default. In the case of default in the payment of principal, interest, or a sinking or purchase fund instalment, state the amount of the default and the total arrears on the date of filing this report.

Payments of principal and interest to CIBC FirstCaribbean for a loan of \$48.05M in March 2016 was made as scheduled during the quarter ended March 31, 2017 as per the agreement.

- (b) If any material arrears in the payment of dividends have occurred or if there has been any other material delinquency not satisfied within 30 days, give the title of the class and state the amount and nature of the arrears or delinquency.

No arrears in the payment of dividends have occurred and there are no restrictions.

**7. Submission of Matters to a Vote of Security Holders.**

If any matter was submitted to a vote of security holders through the solicitation of proxies or otherwise during the financial year covered by this report, furnish the following information:

- (a) The date of the meeting and whether it was an annual or special meeting.

None.

- (b) If the meeting involved the election of directors, the name of each director elected at the meeting and the name of each other director whose term of office as a director continued after the meeting.

N/A

- (c) A brief description of each other matter voted upon at the meeting and a statement of the number of votes cast for or against as well as the number of abstentions as to each such matter, including a separate tabulation with respect to each nominee for office.

- (d) A description of the terms of any settlement between the registrant and any other participant.

N/A

- (e) Relevant details of any matter where a decision was taken otherwise than at a meeting of such security holders.

N/A

Other Information.

The reporting issuer may, at its option, report under this item any information, not previously reported in a Form ECSRC – MC report (used to report material changes), with respect to which information is not otherwise called for by this form, provided that the material change occurred within seven days of the due date of the Form ECSRC-OR report. If disclosure of such information is made under this item, it need not be repeated in a Form ECSRC – MC report which would otherwise be required to be filed with respect to such information or in a subsequent Form ECSRC – OR report.

None



NOTES TO THE FINANCIAL STATEMENTS FOR THE THREE MONTHS ENDED MARCH 31, 2017

**1. Corporate Information**

Grenada Electricity Services Limited (the Company) is public and is registered in Grenada. It is engaged in the generation and supply of electricity throughout Grenada, Carriacou and Petit Martinique. It is a subsidiary of Grenada Private Power Limited of which WRB Enterprises Inc. is the majority owner.

The Company was issued a certificate of continuance under Section 365 of the Companies Act on November 8th, 1996.

The Company operates and exercises and performs functions relating to the supply of electricity in Grenada. The Company is listed on the Eastern Caribbean Securities Exchange.

The registered office is situated at Grand Anse, St. George's, Grenada.

**2. Basis of Preparation**

The interim financial report for the period ended March 31, 2017 has been prepared in accordance with IAS 34, 'Interim Financial Reporting' and should be used in conjunction with the annual financial statements for the year ended December 31, 2016.

**3. Significant Accounting Policies**

The accounting policies adopted in the preparation of the interim financial statements are consistent with those followed in the preparation of the annual financial statements for the year ended December 31, 2016.

**4. Use of Judgements and Estimates**

In preparing these interim financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, income and expense. Actual results may differ from these estimates.

The significant judgements made by management in applying the Company's accounting policies and the key sources of estimation uncertainty were the same as those that applied in the financial statements as at and for the year ended December 31, 2016.