

**Schedule 2  
FORM ECSRC – OR**

(Select One)

**QUARTERLY FINANCIAL REPORT** for the period ended July 31, 2018

**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: **TDC081098KN**

**St Kitts Nevis Anguilla Trading and Development Company Limited**

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

**St Christopher and Nevis**

(Territory or jurisdiction of incorporation)

**Fort Street, Basseterre, St Kitts**

(Address of principal executive Offices)

(Reporting issuer's:

Telephone number (including area code): **869-465-2511**

Fax number: **869-465-1099**

Email address: earle.kelly@tdcgrouppltd.com; maritza.bowry@tdcgrouppltd.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
Issued: Ordinary Shares of EC\$1.00 each	52,000,000

**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:

Earle A. Kelly

Signature



Date

Name of Director:

Mr. Nicolas N. Menon

Signature



Date

Name of Chief Financial Officer:

Maritza S. Bowry

  
Signature

Signature

Date

## 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 nonfinancial indicators.

### *General Discussion and Analysis of Financial Condition*

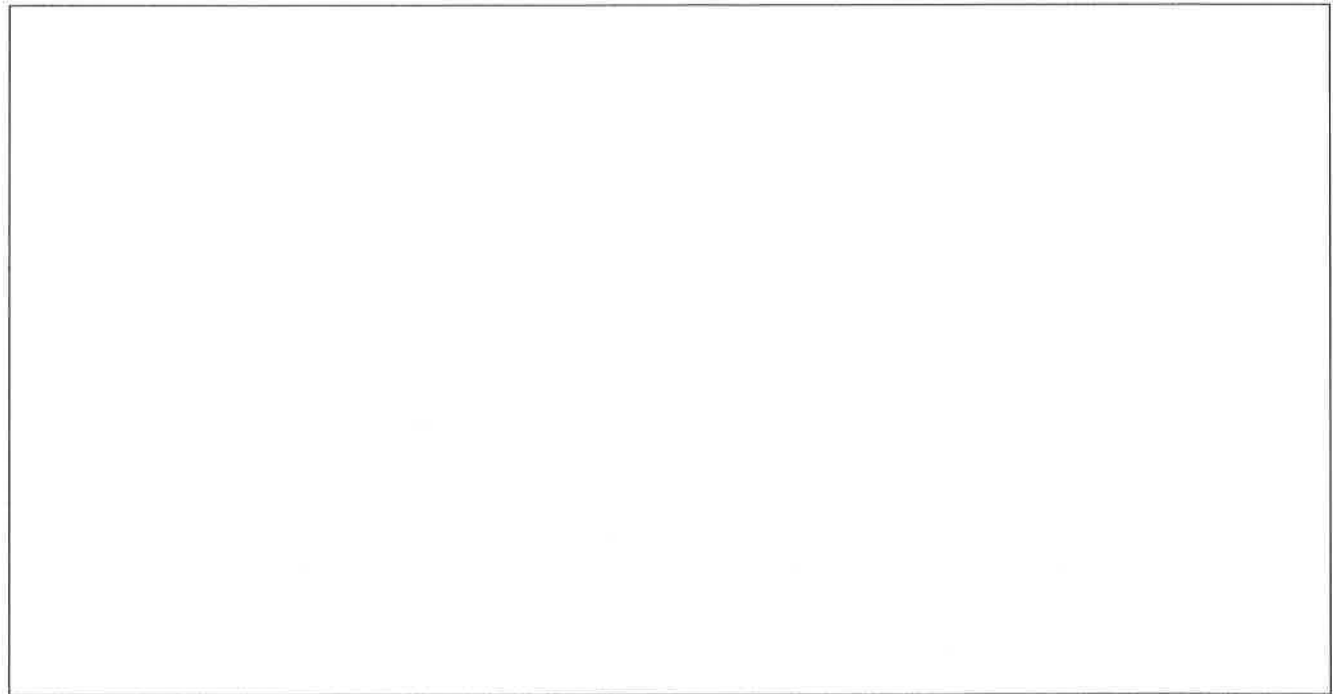
World growth strengthened in 2017 to 3.8 per cent, ½ percentage point higher than in 2016 and the strongest since 2011. Gross Domestic Product (GDP) in the Eastern Caribbean Currency Union expanded by an estimated 1.8 per cent in 2017 compared to 2.9 per cent in 2016. Based on the data available GDP is estimated to have increased by 1.7 per cent in 2017 in St Kitts and Nevis compared to an expansion of 2.2 per cent in 2016.

The IMF predicts global growth at 3.9% in 2018. Consistent with the positive global forecasts, economic activity in the ECCU is expected to improve in the short to medium term. All the member territories, except Dominica, are forecasted to record positive economic growth in 2018. The economy of St Kitts and Nevis is expected to expand at an accelerated pace in 2018, compared with developments in 2017. *Source: Eastern Caribbean Central Bank December 2017 Economic and Financial Review.*

An increase in construction will reflect continued work on a number of public and private sector projects. Major infrastructural projects in St Kitts in 2018 will include the resurfacing of the island main road.

The performance of the tourism industry is estimated to strengthen. The recent opening of the 5-star Park Hyatt on 1 November 2017, the recent refurbishment of the St Kitts Marriot Resort and the planned refurbishment of the Four Seasons Resort on Nevis should complement recent investments in securing increased airlift into the Federation from United Airlines and American Airlines along with pre-existing seasonal airlift arrangements from Delta Airlines and winter service from Air Canada.

The draft unaudited financial statements for the TDC Group for the period February 01, 2018 to July 31, 2018 reflect a Profit Before Tax of \$5,034,844 compared to \$4,267,403 in the prior year while profit before tax at the end of the last financial year, February 01, 2017 to January 31, 2018 was \$1,515,874. The profit before tax from the Financing segment of the business decreased by 14% at 31 July 2018 compared to 31 July 2017. The Insurance segment profit before tax decreased by 13% at 31 July 2018 in comparison to July 2017. Sales at the Home and Building Depot in St Kitts increased by 29% in comparison to last year, and in Nevis the sales increased by 13%. Sales at the Automotive Division in St Kitts decreased by 27% while it increased by 50% at the Automotive Division in Nevis. The hotel segment continues to face challenges, however, the loss before tax for this segment decreased by 47% in comparison to last year.



### 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*

The Cash and Short-term Investments totaled \$20,135,288 at July 31, 2018 compared to \$17,372,819 at January 31, 2018.

Net Cash Flows used in operating activities were \$2,855,023 for the first half of the financial year February 1, 2018 to July 31, 2018. Net Cash Flows used in financing activities were \$1,291,296

Borrowings stood at \$53,764,578 at the end of the first half of the financial year compared to \$49,994,699 at January 31, 2018.

Property, plant and equipment is \$134,938,368 at July 31, 2018 compared to \$136,851,334 at January 31, 2018.

#### 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 offbalance 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.

N/A

### 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.

Improved results were realized at the Home and Building Depots in St Kitts and Nevis, TDC Insurance, TDC Rentals, Business Centre in St Kitts and City Drug Store Nevis Ltd St Kitts Masonry Products (SKMP) and the OTI Group. There has been an increase in construction activity, particularly in St Kitts. Projects in St Kitts and Nevis that have positively impacted the sales include:

#### St Kitts

- Hurricane Relief Project
- T-Lofts
- Second pier at Port Zante
- NHC Homes in various areas
- Kings Pavilion Hotel, Bay Road
- Powell Apartments, New Road
- Police Training Facility, Lime Kiln
- Antioch Baptist Church, Lime Kiln
- CCCU Building, Wilkin Street
- Ross University, erecting additional building for classrooms
- Customs Building, Bird Rock
- FND Renovations, Bladens Commercial Development
- Caribbean Galaxy (Hilden Estate)– Newton Ground – 3 buildings
- Cane Grove Development, St Peters
- Delisle Walwyn Renovation, Liverpool Row
- Windswept villas, Christophe Harbour
- Bennett Hofford projects, Christophe Harbour
- Razo Construction Projects

#### Nevis

- Anne Bass, Tower Hill
- Four Seasons Resort refurbishment
- Police Station in St James
- Treasury building reconstruction
- Alexandra Hospital expansion and refurbishment
- Deon Daniel, condos at Pinneys Beach
- T & T Construction Development (Leighton Tyson), villas at Colquhoun

In May 2018 the Prime Minister announced that EC \$30 million will be made available to civil servants for home renovations, additions up \$30,000 per person. The first tier of \$15 million

was invested in the Development Bank on 1 June 2018, the rate of interest is 5% per annum. Also, activity began on the construction of the second cruise pier.

#### St Kitts Masonry Products – Purchase of Block Making Machine

In 2017, SKMP purchased a new block making machine that arrived in January 2018. The block making machines had been in use for over 25 years and broke down frequently in 2017. On 9 February 2018 SKMP began manufacturing blocks on the recently purchased machine. The sale of blocks increased significantly during the first half of the financial year.

#### Cruise Pier

- During the first quarter of the financial year TDC Insurance and TDC Financial Services each loaned US \$1 million to the St Christopher Air and Sea Ports Authority. The other lenders were the SKNA National Bank US \$34 million; Social Security Board US \$7 million and SIDF US \$5 million – total US \$48 million
- Purpose – to finance the construction of a second pier at Port Zante US \$40.8 million, upland developments US \$ 1.5 million, purchase of a second hand tug US \$3.7 million and professional fees US \$2 million – total US \$48 million
- Term – 15 years

#### ECCB Audit – TDC Financial Services

In April 2017, ECCB conducted an audit on TDC Financial Services. On 15 November 2017 the draft report was received, the report addressed corporate governance, credit risk, liquidity risk market risk, capital, earning, operational risk, compliance/anti-money laundering and the financing of terrorism. TDC Financial responded to the draft report received on 16 February 2018 that was subsequently discussed with team at ECCB. TDC Financial Services has begun to address several of the draft recommendations.

#### Other

#### **Performance Evaluation System**

TDC's performance evaluation system is currently being reviewed and it is anticipated that the final instrument will assist in creating greater teamwork, enhanced productivity, accountability and a more dedicated and motivated workforce. We have developed a set of Key Performance Indicators (KPIs) that will ensure that we remain tightly focused on our purpose.

#### **Replacement of Software**

The company will change the software programme utilized by the retail outlets in 2019. Training of staff members has started.

#### **DHL**

On 1 May 2018 TDC was appointed as the agents for DHL for a 3-year period.

### **TDC Insurance – AM Best Rating**

TDC Insurance Company Ltd maintained its A minus (A-) rating from A.M. Best, a leading international rating agency. The rating, which is valid for one year, is based on the company's Balance Sheet strength, profitability over the years, underwriting and operational performance, mitigation of risks through its reinsurance programmes, and its market presence in St Kitts and Nevis. On 29 August 2018 TDCIC was notified.

### ***Overview of Results of Operations***

#### **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.

The investments held by the various subsidiaries within the TDC Group are exposed to market risk, that is risk of loss in financial instruments on the Balance Sheet due to adverse movements in market factors such as interest rates, prices, spreads, volatilities and/or correlations. For example, the TDC Group held cash and fixed deposits at the Caribbean Commercial Bank (Anguilla) Ltd and the National Bank of Anguilla. Both banks were placed in conservatorship in August 2013.

TDC Insurance Company Ltd – risk of loss due to catastrophe claims, pricing and underwriting.

**Financial Risk Management and Management of Insurance and Financial Risk** – please refer to Notes 5 and 6 in the Financial Statements attached.

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 legal proceedings that had a material effect on the Company.

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 or use of proceeds that occurred in this period.**



(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

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

N/A

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.

**There was no default in the payment of any security in the period.**

- (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.

N/A

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.

The Annual General Meeting was held on 26 June 2018.

- (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.

Messrs Melvin Edwards Glenville Jeffers, O Nicholas Brisbane and Ms Myrna Walwyn were re-elected.

- (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.

The shareholders approved the:

- 1) payment of a dividend of \$0.04 per share, \$2,080,000
- 2) re-appointment of the auditors Grant Thornton

- (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.

8.

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.

N/A