

ISSUER REGISTRATION STATEMENT
Section 97(2) (3) (4) of the Securities Act 2001

REGISTRATION STATEMENT RS-1

Select One: **Notice** of Sale of Securities Initial Registration Annual Registration

DOMINICA ELECTRICITY SERVICES LIMITED

(Exact name of Company as set forth in Certificate of Incorporation)

Place and date of incorporation: 30th APRIL 1975

Street and postal address of registered office: 18 Castle Street Roseau
P.O. Box 1593
Roseau
Commonwealth of Dominica

Company telephone number: (767) 255 6000 / 448 2681

Fax number: (767) 448 5397

Email address: domlec@domleconline.com

Financial year-end: December 2005

Contact person(s): Ellise Darwton

Company Secretary

Telephone number (if different from above): Same as above

Fax number: Same as above

Email address: edarwton@domleconline.com

This Company:

- Has never conducted operations.
- Is in the development stage.
- Is currently conducting operations.
- Has shown a profit in the last financial year.
- Other (Specify): _____
(Check at least one, as appropriate)

Has the company applied for listing on the Eastern Caribbean Securities Exchange [*] Yes [] No

Date of Issue of this Registration Statement: April 2006

THIS DISCLOSURE DOCUMENT CONTAINS ALL OF THE REPRESENTATIONS BY THE COMPANY CONCERNING THIS OFFERING, AND NO PERSON SHALL MAKE DIFFERENT OR BROADER STATEMENTS THAN THOSE CONTAINED HEREIN. INVESTORS ARE CAUTIONED NOT TO RELY UPON ANY INFORMATION NOT EXPRESSLY SET FORTH IN THIS DISCLOSURE DOCUMENT, OR THE PROSPECTUS PUBLISHED IN RESPECT OF THIS ISSUE. INVESTMENT IN BUSINESSES INVOLVES A CERTAIN DEGREE OF RISK, AND INVESTORS SHOULD NOT INVEST IN THIS OFFERING UNLESS THEY CAN AFFORD TO LOSE THEIR INVESTMENT IN ITS ENTIRETY. IN MAKING AN INVESTMENT DECISION INVESTORS MUST RELY ON THEIR OWN EXAMINATION OF THE ISSUER AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THESE SECURITIES HAVE NOT BEEN RECOMMENDED BY ANY REGULATORY AUTHORITY. FURTHERMORE, THE FOREGOING AUTHORITIES HAVE NOT CONFIRMED THE ACCURACY OR DETERMINED THE ADEQUACY OF THIS DOCUMENT. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENCE.

This Disclosure Document, together with Financial Statements and other Attachments, consists of a total of _____ pages.

**PART I
OFFER STATISTICS FOR SECURITIES OFFERING**

NOT APPLICABLE

**PART II
OFFERING PRICE FACTORS**

NOT APPLICABLE

**PART III
DESCRIPTION OF SECURITIES**

1. Description of Share Capital

a) Authorised

TYPE/CLASS	AMOUNT
ORDINARY	15,000,000

b) Issued

TYPE/CLASS	AMOUNT
ORDINARY	10,417,328

2. The securities offered hereby are:

NUMBER	TYPE
[*]	Common Stock
[]	Preferred or Preference Stock
[]	Notes, Bonds or Debentures
[]	Other

3. These securities have:

Yes	No	
[]	[*]	Cumulative voting rights
[]	[*]	Other special voting rights
[]	[*]	Pre-emptive rights to purchase in new issues of securities
[]	[*]	Preference as to dividends or interest
[]	[*]	Preference upon liquidation
[]	[*]	Other special rights or preferences (specify):

Explain:

4. Are the securities convertible? [] Yes [*] No

If so, state conversion price or formula.

Date when conversion becomes effective: ___/___/___

Date when conversion expires: ___/___/___

5. Provide details of any bonus securities or stock dividends in the last two years.

**PART IV
USE OF PROCEEDS
NOT APPLICABLE**

**PART V
PLAN OF DISTRIBUTION
NOT APPLICABLE**

**PART VI
OFFER STATISTICS FOR REGISTRATION
NOT APPLICABLE**

**PART VII
THE COMPANY
SEE SECTION 7 ECSRC-K DECEMBER 2005**

**PART VIII
CAPITALIZATION**

	Amount Outstanding		
	As of:	<u>As Adjusted</u>	
	<u>2005/12/31</u>	<u>Minimum</u>	<u>Maximum</u>
Debt:			
Short-term debt (average interest rate 7.76%)	\$4,655,794	\$ _____	\$ _____
Long-term debt (average interest rate 7.73%)	\$31,345,872	\$ _____	\$ _____
Total debt	\$36,001,666	\$ _____	\$ _____
Stockholders equity (deficit):			
Preferred stock - par or stated value (by class of preferred in order of preferences)			
	\$ _____	\$ _____	\$ _____
	\$ _____	\$ _____	\$ _____
	\$ _____	\$ _____	\$ _____
Common stock--par or stated value	\$10,417,328	\$ _____	\$ _____
Additional paid in capital	\$ _____	\$ _____	\$ _____
Retained earnings (deficit)	\$28,066,732	\$ _____	\$ _____
Total stockholders equity (deficit)	\$38,484,060	\$ _____	\$ _____
Total Capitalisation	\$74,485,726	\$ _____	\$ _____

1. Capital Commitments and Contingent Liabilities

a	Unfunded Pension Liabilities	NONE
b	Letters of Credit	NONE
c	Performance bonds	NONE
d	Guarantees and Warranties	VEHICLE OWNERSHIP SCHEME NOTE 27 IN FINANCIAL STATEMENTS
e	Undrawn commitments	NONE
f	Letters of Comfort	NONE
g	Capital Commitment	NOTE 24 IN THE FINANCIAL STATEMENTS
h	Others	NONE

**PART IX
DIVIDEND POLICY**

1. If the company has within the last five years paid dividends, provide the following:

DATE	AMOUNT	% OF NET INCOME	DIVIDEND PER SHARE
2005	\$1,250,079	20.25%	12 cents
2004	\$ 625,040	17.37%	6 cents
2003	\$ 625,061	31.28%	6 cents

2. Outline any projections or plans for payment of dividends over the next two years?

The Board of Directors has declared and paid a dividend of twelve cents per share for the year ended December 31st 2005 and anticipates that for the year ended December 31st 2006 a dividend of fifteen cents per share may be declared.

**PART X
OFFICERS AND KEY PERSONNEL OF THE COMPANY**

SEE SECTION 12 ECSRC-K DECEMBER 2005

PART XI

SUBSTANTIAL SHAREHOLDERS

SECURITIES NOW HELD:

Name: Address:	Class Securities:	of	No. Securities:	of	% of Total
Dominica Private Power Limited	Ordinary		5,407,394		51.91
Dominica Social Security	Ordinary		2,083,467		20.00

SUBMISSION OF MATTERS TO A VOTE OF SHAREHOLDERS

SEE SECTION 4 ECSRC-K DECEMBER 2005

PART XII

LITIGATION

SEE SECTION 3 ECSRC-K DECEMBER 2005

PART XIII

MISCELLANEOUS FACTORS

NONE

PART XIV

FINANCIAL STATEMENTS

SEE EXHIBITS ECSRC- K DECEMBER 2005

PART XV

MANAGEMENT'S DISCUSSION AND ANALYSIS OF CERTAIN RELEVANT FACTORS

SEE SECTION 10 ECSRC-K DECEMBER 2005.

SIGNATURES

Managing Director :
Joel Huggins

Name of Director:
Grayson Stedman

Signature

Signature

Date

Date

Name of Financial Controller:
Marvelin Etienne

Signature

Date