

**Schedule 2
FORM ECSRC – OR**

(Select One)

☐ **QUARTERLY FINANCIAL REPORT** for the period ended 31 MARCH 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: SLH120119112KN

S. L. HORSFORD & COMPANY LIMITED

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

ST. KITTS & NEVIS

(Territory or jurisdiction of incorporation)

WEST INDEPENDENCE SQUARE BASSETERRE

(Address of principal executive Offices)

(Reporting issuer's:

Telephone number (including area code): 869-465-2616

Fax number: 869-465-1042

Email address: headoffice@horsfords.com

NONE

(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. NONE

CLASS	NUMBER
Ordinary	60,296,860

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:

W. Anthony Kelsick

SIGNED AND CERTIFIED

Signature

24/08/2018

Date

Sobrena Walters - Accountant for:

Name of Chief Financial Officer:

R. HEATHER JAMES

SIGNED AND CERTIFIED

Signature

24 August 2018

Date

Name of Director:

Judith P. Na'alla

SIGNED AND CERTIFIED

Signature

24/08/18

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 non-financial indicators.

General Discussion and Analysis of Financial Condition

The Horsford group completed another profitable quarter at 31 March 2018. Profit before taxation was slightly less than the prior year but exceeded the budget by 19.52%. The half year results were better than projected with a profit before taxation of \$8,101,937, which exceeded the budget by 19.19% but was less than 2017 by 1.93%. Management projection for the rest of the financial year is for a slight improvement over 2017.

There were no major capital projects. Investing activities were replacement of fixed assets, due to wear and tear in the normal course of business.

The financial strength of the group continues to grow as seen in the improvements in the current ratio of 1:1.56 and debt to equity ratio of 0.25:1.

N

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

Results for the six months ended 31 March 2018 were satisfactory. Net income before taxation was \$8,101,937 which was 19.18% above budget and 1.93% below 2017.

The group is liquid as it continues to generate positive cash flows for working capital needs; at 31 March 2018 the current ratio was 1:1.56 an improvement over the 1:1.37 of the previous quarter.

Loans installments and interest were paid as they fell due. There were no defaults.

There are no known events which are likely to significantly impact liquidity and capital resources for the remainder of the financial year.

There were no capital commitments.

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.

There are no off-balance sheet arrangements.

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

Results for the six months ended 31 March 2018 were satisfactory. Net income before taxation was \$8,101,937 which was 19.7% above budget and 1.93% below 2017.

Group sales of \$84,805,241 was an increase of 9.45% over 2017 and 10.72% over budget.

Management is not aware of any events that would materially affect the profitability of the group other than the rate of the country's economic growth. Outlook for the rest of the year is for a slight improvement over 2017/18.

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.

Potential RISK Factors

(1) General country economic conditions and its effects on consumer disposable income and spending

(2) Competitive environment and entry of significant new competitors engaged in similar lines of business and their effects of market share, sales and margins.

(3) Availability and cost of capital, particularly debt capital to finance ongoing working capital needs.

(4) Availability of labour, particularly in the area of skilled management

The economic forecast for the country is positive and no changes in the above risk factors are expected.

(5) The company operates in the retail industry and carry Public Liability Insurance. The business generates adequate cash flow to meet working capital needs and no shortfall in liquidity is anticipated.

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.

NONE

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.

NOT APPLICABLE

(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)

NOT APPLICABLE

- 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.

There are no working capital restrictions. However, the Company must seek the consent of its bankers, the Royal Bank of Canada, before making a dividend payment

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 were no defaults. Principle and interest were paid on their due dates.

- (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.

There were no dividend arrears. An interim dividend of four cents per share was paid in October 2017.

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.

N/A

- (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.

N/A

- (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

8. 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

S.L. Horsford & Co Ltd and its Subsidiary Companies
Statement of Financial Position as at 31 March 2018

	NOTES	March 2018 EC\$	September 2017 EC\$
CURRENT ASSETS			
Cash at bank & on hand		1,882,977	1,397,901
Accounts Receivable	1	18,677,060	15,424,716
Inventories		36,691,790	38,380,218
Taxation Recoverable		93,197	93,197
		<u>57,345,025</u>	<u>55,296,032</u>
CURRENT LIABILITIES			
Loans & Bank O/Ds	2	21,660,273	26,921,749
Accounts Payable & Accruals		13,461,252	12,546,226
Provision for Taxation		1,634,206	856,043
		<u>36,755,731</u>	<u>40,324,018</u>
WORKING CAPITAL		<u>20,589,294</u>	<u>14,972,014</u>
Accounts Receivable - Non current	1	24,443,884	25,457,506
Investment in Associated Companies		11,841,968	11,841,968
Available for sale Investments		527,992	527,992
intangibles		97,008	20,345
Property Plant and Equipment		102,018,647	102,006,651
TOTAL		<u><u>159,518,794</u></u>	<u><u>154,826,476</u></u>
FINANCED BY:			
Share Capital		60,296,860	60,296,860
Reserves	3	73,898,233	76,310,135
Current Year Profits		5,104,220	-
SHAREHOLDERS' FUNDS		<u>139,299,314</u>	<u>136,606,995</u>
Loans - Non - Current	2	13,089,866	11,089,866
Deferred Tax		7,129,614	7,129,615
FUNDS EMPLOYED		<u><u>159,518,794</u></u>	<u><u>154,826,476</u></u>

S.L. Horsford & Co Ltd and its Subsidiary Companies
Income Statement for the quarter January 2018 to March 2018

	January 2018 to March 2018	January 2017 to March 2017	October 2017 to Mar-18	October 2016 to Mar-17
	EC\$	EC\$	EC\$	EC\$
SALES	<u>36,600,882</u>	<u>31,676,096</u>	<u>84,805,238</u>	<u>77,486,610</u>
Gross Margin	8,132,573	7,791,886	18,695,122	18,086,791
Other Income	3,879,627	3,935,931	8,720,535	9,013,988
GROSS REVENUE	<u>12,012,200</u>	<u>11,727,817</u>	<u>27,415,657</u>	<u>27,100,779</u>
EXPENSES				
Building and Insurance	1,216,164	1,143,302	2,350,557	2,332,131
Office	475,867	428,793	913,340	822,474
Employment	4,753,051	4,725,071	9,456,316	9,509,474
Selling	1,280,527	1,260,762	2,720,853	2,683,178
Depreciation	1,095,513	1,014,229	2,153,595	2,007,612
Interest	409,965	420,094	833,191	867,447
Other	574,846	290,242	885,868	617,242
TOTAL EXPENSES	<u>9,805,933</u>	<u>9,282,493</u>	<u>19,313,720</u>	<u>18,839,558</u>
NET INCOME before results of Associated Co.'s	2,206,267	2,445,324	8,101,937	8,261,221
Share of results of Associated co.				
INCOME BEFORE TAXATION	<u>2,206,267</u>	<u>2,445,324</u>	<u>8,101,937</u>	<u>8,261,221</u>
Income Tax Expense	(816,309)	(904,770)	(2,997,717)	(3,056,652)
	<u>1,389,958</u>	<u>1,540,554</u>	<u>5,104,220</u>	<u>5,204,569</u>

S. L. HORSFORD AND COMPANY LIMITED AND ITS SUBSIDIARY COMPANIES
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE QUARTER ENDED 31 MARCH 2018

	January 2018 to March 2018 EC\$	January 2017 to March 2017 EC\$	October 2017 to March 2018 EC\$	October 2016 to March 2017 EC\$
CASH FLOW FROM OPERATING ACTIVITIES				
Income before Taxation	2,206,267	2,445,324	8,101,937	8,261,221
Adjustments for:				
Depreciation and Armortisation	1,095,517	1,014,229	2,153,600	2,007,613
Gain on disposal of Property, Plant and Equipment	(52,203)	(9,176)	(132,765)	(103,066)
Finance Costs incurred	409,965	420,094	833,191	867,447
Share of Income from Associated Companies	-	-	-	-
Operating profit before working capital changes	3,659,546	3,870,471	10,955,963	11,033,215
Net change in non-cash working capital balances related to Operations	(3,849,475)	(805,161)	(648,891)	2,344,831
Finance Costs Paid	(189,929)	3,065,310	10,307,072	13,378,046
Taxation Paid	(409,965)	(420,094)	(833,191)	(867,447)
	(965,761)	(2,074,256)	(2,219,550)	(3,289,477)
Net cash inflow from Operating activities	(1,565,655)	570,960	7,254,331	9,221,122
CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of Property, Plant and Equipment	(763,047)	(651,274)	(2,300,158)	(2,021,724)
Proceeds on disposal of Property, Plant and Equipment	119,087	84,426	282,876	305,546
Purchase of Intangibles	(92,244)	(6,840)	(92,244)	(6,840)
Dividend Received from Associated Companies				
Net cash used in investing activities	(736,204)	(573,688)	(2,109,526)	(1,723,018)
CASH FLOWS FROM FINANCING ACTIVITIES				
Non-current Receivables	3,962,381	1,497,640	1,013,622	(5,063,719)
Long-term loans received/(Paid)	(804,336)	(946,393)	(677,933)	1,392,047
Dividends paid to Shareholders	-	-	(2,411,874)	(3,014,843)
Net cash used in financing activities	3,158,045	551,247	(2,076,186)	(6,686,515)
Net Increase/(decrease) in cash and cash equivalents	1,231,484	548,518	3,068,619	811,589
Cash and cash equivalents - beginning of quarter	193,972	(1,326,124)	(1,643,163)	(1,589,195)
Cash and cash equivalent - end of quarter	1,425,456	(777,606)	1,425,456	(777,606)
Cash	1,882,977	541,577	1,882,977	541,577
Bank Overdraft	(457,521)	(1,319,183)	(457,521)	(1,319,183)
	1,425,456	(777,606)	1,425,456	(777,606)

NOTES TO THE STATEMENT OF FINANCIAL POSITION

Note 1

ACCOUNT RECEIVABLE

Trade and Instalment Receivables	77,800,365
Less: Provision for Impairment	<u>(37,184,377)</u>
	40,615,988
Sundry Receivables and Prepayments	<u>2,504,956</u>
	43,120,944
Less: Non Current portion of Receivables	<u>(24,443,884)</u>
CURRENT RECEIVABLE	<u>18,677,060</u>

Note 2

LOANS & BANK OVERDRAFT

Current:

Overdrafts	457,521
Loan Current Portion	<u>21,202,752</u>
TOTAL CURRENT LOANS AND OVERDRAFTS	<u>21,660,273</u>
LOANS - NON CURRENT	<u>13,089,866</u>

Note 3

RESERVES

Balance as at September 30, 2017	76,310,135
Less: Interim Dividends Paid October 2017	<u>(2,411,902)</u>
	<u>73,898,233</u>