

Schedule 1
FORM ECSRC – K
ANNUAL REPORT
PURSUANT TO SECTION 98(1) OF THE SECURITIES ACT, CAP. 21.16

For the financial year ended _____
31 March 2020

Issuer Registration number
KN-SE-0001-04

EASTERN CARIBBEAN CENTRAL SECURITIES DEPOSITORY LIMITED

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

ST KITTS

(Territory of incorporation)

BIRD ROCK, BASSETERRE, ST KITTS

(Address of principal office)

Reporting issuer's:

Telephone number (including area code): (869) 466-7192

Fax number: (869) 466-3798

Email address: info@ecseonline.com

(Provide information stipulated in paragraphs 1 to 14 hereunder)

Indicate whether the reporting issuer has filed all reports required to be filed by section 98 of the Securities Act, Cap. 21.16 during the preceding 12 months

Yes _____

No _____

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	404,000

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:

TREVOR BLAKE

SIGNED AND CERTIFIED

Signature

25-SEPTEMBER-2020

Date

Name of Director:

D MICHAEL MORTON

SIGNED AND CERTIFIED

Signature

25-SEPTEMBER-2020

Date

Name of Chief Financial Officer:

CHERYL MOSES

SIGNED AND CERTIFIED

Signature

25-SEPTEMBER-2020

Date

INFORMATION TO BE INCLUDED IN FORM ECSRC-K

1. Business.

Provide a description of the developments in the main line of business including accomplishments and future plans. The discussion of the development of the reporting issuer's business need only include developments since the beginning of the financial year for which this report is filed.

During the year, the Eastern Caribbean Central Securities Depository Ltd (ECCSD) cleared and settled 1.63 billion units of securities in 1,291 transactions. This comprised 1.61 billion units of securities from 1,055 primary market transactions and 18.9 million units from 236 secondary market transactions. This activity was 8% higher in volume and value than that recorded in the financial year ended March 2019.

The 1.61 billion units of securities cleared and settled from primary market activity were comprised entirely of debt instruments, 1.4 billion units of which were sovereign debt issued on the RGSM, and the remaining 197.7 million units, corporate paper issued on the ECSM corporate debt market. The 18.9 million units of securities processed from secondary market activity comprised 16.6 million units of debt securities from 22 fixed income trades, and 2.3 million units of equities from 214 transactions.

Future Plans

The ECCSD is in the process of expanding its operations to include custodial services of collective investments schemes for the period 2020/2021. It is believed that this would impact the overall performance of the ECCSD and the Group as a whole.

2. Properties.

Provide a list of properties owned by the reporting entity, detailing the productive capacity and future prospects of the facilities. Identify properties acquired or disposed off since the beginning of the financial year for which this report is filed.

None.

3. Legal Proceedings.

Furnish information on any proceedings that were commenced or were terminated during the current financial year. Information should include date of commencement or termination of proceedings. Also include a description of the disposition thereof with respect to the reporting issuer and its subsidiaries.

None.

4. 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.

On 4th October 2019, the 18th Annual General Meeting of the ECSE was held.

- (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.

The following directors were elected to the Board by resolution:

Mr Timothy NJ Antoine (Chairman)
Mr. D Michael Morton
Mr. Peter Blanchard
Mrs Jennifer Nero
Mr Dexter Ducreay

- (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.

None.

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

None.

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

None.

5. Market for Reporting issuer's Common Equity and Related Stockholder Matters.

Furnish information regarding all equity securities of the reporting issuer sold by the reporting issuer during the period covered by the report.

The ECCSD issued an additional 182,000 shares to the ECSE bring the total issued shares to 404,000. This increase in capital due to the transfer of the operations formerly carried out by ECCSR to the ECCSD.

6. Financial Statements and Selected Financial Data.

Provide Audited Financial Statements, which comprise the following:

For the most recent financial year

- (i) Auditor's report; and
- (ii) Statement of Financial Position;

For the most recent financial year and for each of the two financial years preceding the date of the most recent audited Statement of Financial Position being filed

- (iii) Statement of Profit or Loss and other Comprehensive Income;
- (iv) Statement of Cash Flows;
- (v) Statement of Changes in Equity; and
- (vi) Notes to the Financial Statements.

7. 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 overall sustainability of the ECCSD is predicated on its ability to generate sufficient fee income from its core activities of clearing and settling primary and secondary market transactions.

Transactions within the ECCSD continue to be dominated by primary market activity on the RGSM. In the financial year ended 31 March 2020, transactions in Sovereign debt securities on the primary market accounted for 99.0% of total depository activity. The secondary market transactions accounted for 1.0% of overall depository activity.

The ECCSD's heavy reliance on sovereign issuers, requires an active RGSM. In the most recent past, several of the ECCU member Governments continue to face debt sustainability challenges, one Government underwent a debt restructuring exercise in 2015 (This particular government has made strong progress in ameliorating its fiscal management practices and condition) and another restructured its debt in 2012.

The impact of debt restructuring, should they become more prevalent and continue to involve substantial haircuts, could adversely affect RGSM activity. Any significant reduction in RGSM activity would negatively affect the ECCSD's performance.

8. 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.

None

- (b) 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)

Not applicable.

- Name and address of underwriter(s)

Not applicable.

- Amount of expenses incurred in connection with the offer **Not applicable.**

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

Not applicable.

- Payments to associated persons and the purpose for such payments

Not applicable.

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

The ECCSD's accumulated deficit of \$2,753,049 at 31 March 2020 continues to restrict the payment of dividends.

9. 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 percent 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.

Not applicable.

- (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.

Not applicable.

10. 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 financial year of the filing. Discussions of liquidity and capital resources may be combined whenever the two topics are interrelated.

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 ECSE, as part of a group rationalization exercise, wound up the subsidiary Eastern Caribbean Central Securities Registry Limited (ECCSR) on October 14, 2019 and transferred its operations to the ECCSD. The ECCSR's assets, liabilities and equity were transferred to the ECCSD upon the merging of operations of the two companies. This merger resulted significant changes to the Depository Financial Position.

At 31 March 2020, Total Assets stood at \$54,162,485 compare 2019 \$4.1 million. This significant increase was due to the merger of the operations of the two companies.

Total Liabilities totaled for 2020 :\$52,875,534 compare 2019: \$4,047,069. This major increase in liabilities was due to the merge of the operations of the two companies.

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

Over the period the Liquidity and Capital Resources for the ECCSD has changed significantly due the amalgamation of the Depository and Registry operations. This resulted in significant changes to the following:

The cash position at 31 March 2020 was 50,697,384 compare to period 2019 \$3.6 million. Increase in Current Liabilities over the period 2020: \$52.5 million compare to 2019 \$3.6 million.

Increase in total liabilities 2020: 52.9 million compare 2019 \$4.0 million.

Increase in Share Capital 2020 \$4,040,000 compare 2019 \$2,220,000

Increase in Shareholders Equity 2020 \$1,286,951 compare to \$5,547.

The significant improvement of the financial position of the ECCSD resulted in a slight shift to the current ratio 2020: 1.0 compare 2019: 1.02. Despite this shift the Company maintains a the Company maintains an improved cash position and are able to meets its obligations as and when they become payable.

The Company's policy is to maintain a strong capital base to encourage investor, creditor and market confidence, and to sustain future development of the business. There were no changes to the way in which the Company manages its capital during the year.

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.

The ECCSD does not have off-balance sheet financing.

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

Due to amalgamation of the Registry operations the financial performance of the ECCSD has changed significantly:

The ECCSD reported a net profit of \$500,541 during the year ended 31 March 2020 compare to 2019 \$69,162.

Significant increase in revenue 2020 \$2,420,330 compare to period 2019 \$438,384.

Increase in expenses over the period 2020 \$1,919,789 compare to 2019 \$389,222.

The increase in revenue, expenses and profit was attributable to the merger of the operations of the two entities and increase activities for the ECCSD. As the company continue to maintain increased profit margins in the near the accumulated deficit will become converted to accumulate surplus.

The ECCSD continues to seek other opportunities to increase its revenue base and grow its income stream.

11. Changes in and Disagreements with Auditors on Accounting and Financial Disclosure.

Describe any changes in auditors or disagreements with auditors, if any, on financial disclosure.

None.

12. Directors and Executive Officers of the Reporting Issuer. (Complete Biographical Data Form attached in Appendix 1 and Appendix 1 (a) for each director and executive officer)

Furnish biographical information on directors and executive officers indicating the nature of their expertise.

13. Other Information.

The reporting issuer may, at its option, report under this item any information, not previously reported in a Form ECSRC – MC report provided that the material change occurred within seven days of the due date of the Form ECSRC – K 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.

None.

14. List of Exhibits

List all exhibits, financial statements, and all other documents filed with this report.

Appendix 1: Biographies of the ECCSD Board of Directors and Executive Officers.

Appendix 2: Audited Financial Statements for the years ended 31 March 2020 and 31 March 2019.