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 [✓] A	Annual Registration
Grenada Co-operative Bank Ltd.		
(Exact name of Company as set forth in Certificate of Incorporati	ion)	
Place and date of incorporation:		
Grenada, West Indies, 1932	_	
Street and postal address of registered office:		
No. 8 Church Street, P.O. Box 135,		
St. George's, Grenada, West Indies		
Company telephone number: (473) 440-2111		
Fax number: (473) 440-6600		
Email address: alogie@grenadaco-opbank.c	com	
Financial year-end: September	30th	
(month)	(day)	
Contact person(s): Aaron Logie (Mr.)		
Terri-Ann Campbell	<u> </u>	
Telephone number (if different from above): ()	
Fax number: ()		
Email address: alogie@grenadaco-opbank.co	<u>m</u>	
tcampbell@grenadaco-opbank	K.com	

This Company	y:	
[]	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 compa	any applied for listing on the Eastern Car	ibbean Securities Exchange [] Yes [✓] No
Date of Issue of	of this Registration Statement:	February 2, 2015

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.

PART VII THE COMPANY

1. a) Provide a brief history of the registrant since its inception to the present time.

The Company opened its first branch on Young Street, St. George's in July 1933.

One year later, it was relocated to the Historical Church Street site. Since then four additional retail units were opened. The most recent being Carriacou in July 2007.

In June of 2010, the Bank opened its new premiere banking facility on No. 14 Church Street. This state of the art building ushers a new dimension in the Bank's quest to deliver superior customer service.

b) Provide a description of the developments in the main line of business including accomplishments and future plans.

In 2014 electronic banking was launched. This is expected to bring a new dimension to banking in the local market.

c) Describe in detail what business the company does and proposes to do, including what products are or will be produced or services that are or will be rendered.

As a retail commercial Bank, regular deposit taking activities range from Demand
Deposit Accounts to Certificates of Deposits. Credit facilities include Mortgage
loans, Consumer loans, Commercial loans and Overdraft facilities, Personal
Overdraft facilities, and Credit Card services are offered. Ancillary services
comprise Merchant Credit Card acquisition, ATMs e banking and Foreign
Exchanges transactions.

d) Describe <u>how</u> these products or services are to be produced or rendered and how and when the company intends to carry out its activities. If the company plans to offer a new product(s), state the present stage of development, including whether or not a working prototype(s) is in existence. Indicate if completion of development of the product would require a material amount of the resources of the company, and the estimated amount.

Employees of the Bank produce services on an ongoing basis,

primarily with customers being physically present. Services are also provided

over the telephone and ATMs and electronic banking is now being made available.

(e) Describe specifically the marketing strategies the company is employing or will employ in penetrating its market or in developing a new market. Indicate how and by whom, its product or services are or will be marketed (such as advertising, personal contact by sales representative, etc.), how its marketing structure operates or will operate and the basis of its marketing approach including any marketing studies.

The Bank's marketing strategy is shifted. Much of the resources allocated to

Marketing would be directed to the Bank's strategy for reduction of

Non- performing loans. Essential to this would be the sale of property securing

distressed loans.

(f) Describe generally the principal properties (such as real estate, plant and equipment, patents, etc.) that the company owns, indicating also what properties it leases and a summary of the terms under those leases, including the amount of payments, expiration dates and the terms of any renewal options. Indicate what properties the company intends to acquire in the immediate future, the cost of such acquisitions and the sources of financing it expects to use in obtaining these properties, whether by purchase, lease or otherwise.

The Bank owns four (4) buildings that houses three (3) of its retail units and the fourth, its head office. Its Core computer system, PC Network, ATMs, Standby Generators, office equipment and vehicles support the delivery of its services. The Bank's fourth retail centre is leased for a ten year period which commenced in 2010. Annual payment on this lease is \$242k. The fifth retail centre is also leased for a ten year period. Annual payment on this lease is \$135k

(g) Description of the industry in which the company sells its products or services. (Where applicable, include any recognised trends within that industry. Describe that part of the industry and the territory in which the business competes).

Our industry is Retail Banking. Over 98% of our business is generated from customers residing in Grenada and approximately 2% from Grenadians residing abroad. Our main interest earner is Mortgage Loans, followed by Consumer Loans. Commercial lending commenced in earnest in 2004. Our investment portfolio consists of Government of Grenada Treasury Bills, Bonds of Grenada and other ECCU Governments and Shares in private companies such as other banks and regional institutions such as the Eastern Caribbean Home Mortgage Bank.

(h) Indicate current and future forms of competition, (whether by price, service or otherwise). Name the company's main actual and/or potential competitors. Indicate the relative size, financial and market strengths of the company's competitors and/or its anticipated competitors. State bases on which the company can effectively compete with these and other companies within the industry.

Price and quality of service delivery are the bases of competition. Our main competitors are all commercial banks and the Credit Unions, in particular, the Public Service Credit Union, and Republic Bank.

(i) Indicate the extent to which the company's operations have depended or are expected to depend upon patents, copyrights, trade secrets, know-how or other proprietary information. Describe the steps taken to secure and protect the company's intellectual property. (Include use of confidentiality agreements, covenants-not-to-compete and the like).

The company does not depend on patents, copyrights, and trade secrets.

However, the Bank is the majority shareholder in a company that owns the,

"connex" trademark which represents a shared ATM and point of sale

experience for the Bank's customers and Credit Union members.

(j) State whether the company's business, products or properties have been subject to material regulation (including environmental regulation). Indicate the nature and extent of regulation and its effect or potential effects upon the company and its operations.

The company is not subject to any regulation, save and except by the (i) Uniform

Banking Act, No. 19 of 2005 (ii) The Companies Act (iii) Eastern Caribbean Central

Bank Prudential Regulations and Guidelines; (iv) The Proceeds of Crime Act 2003

and similar legislations.

(k) State names of the company's subsidiaries. Outline their business purposes. Give names of primary owners. (Indicate whether this information is included in the Financial Statements attached hereto).

The company has one subsidiary. Connex (Grenada) Inc. is the owner of a trade mark "connex" which is managed for and on behalf of the Bank and the Public Service Co-operative Credit Union.

(1) State whether the company is a subsidiary. If so, describe the business of the parent company. Indicate what percentage of the company is owned by the parent.

The company is not a subsidiary.

(m)Summarise the material events in the development of the company including any material acquisitions or mergers during the past five years.

In the last five (5) years, the following material events occurred: -

1. In 2010, 2,500,000 ordinary shares were raised at the price of \$7 per share.

The Additional Public offer was oversubscribed

- 2. List in order of importance the factors, which are the most substantial risks to an investor (i.e., those factors which constitute the greatest threat that the investment will be lost in whole or in part, or will not provide an adequate return).
- (1) Credit Risk. The risk of further deterioration in the quality of the loan portfolio which would give rise to substantial provision for the provision for doubtful debts.
 - (a) Indicate whether the company is having or anticipates having within the next 12 months any cash flow or liquidity problems and whether or not it is in default or in breach of any note, loan, lease or other indebtedness or financing arrangement requiring the company to make payments.

The company anticipates no cash flow liquidity problems within the next twelve (12) months and is not in default or breach of any financial obligations.

a. Indicate whether proceeds from this offering will satisfy the company's cash requirements for the next 12 months, and whether it will be necessary to raise additional funds. State the source of additional funds, if known.

N/A			

PART VIII CAPITALIZATION

1. Indicate the capitalisation of the company as of the most recent balance sheet date (adjusted to reflect any subsequent stock splits, stock dividends, recapitalisations or refinancings) and as adjusted to reflect the sale of the minimum and maximum amount of securities in this offering and the use of the net proceeds therefrom:

Amount Outstanding

	As of:	As Adjus	sted
Debt:	09 /30/14	Minimum	Maximum
Short-term debt (aver	rage \$\frac{\$601,102,761}{}	\$	\$
interest rate 2.51%			
Long-term debt (aver	rage \$0	\$	\$
interest rate %			
Total debt	<u>\$</u>	\$	\$
Stockholders equity (
Preferred stock - par	or stated value (by class	of	
preferred in order of p	preferences)		
	\$	\$	\$
i	\$	<u> </u>	\$
	\$	<u> </u>	\$
Common stockpar	\$24,871,739	\$	\$
or stated value			
Reserves	\$13,500,792	\$	\$
Retained earnings	\$ 3,390,938	\$	\$
(deficit)			
Total stockholders	<u>\$41,763,469</u>	\$	\$
equity (deficit)			
Total Capitalisation	<u>\$41,763,469</u>	\$	\$

2. Capital Commitments and Contingent Liabilities

a	Unfunded Pension Liabilitie	s -	Nil
b	Letters of Credit	-	Nil
c	Performance bonds	-	Nil
d	Guarantees and Warranties	-	3,287,077
e	Undrawn commitments	-	23,276,168
f	Letters of Comfort	-	Nil
g	Capital Commitment	-	NIL
ĥ	Others	-	Nil

PART IX DIVIDEND POLICY

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

DATE	AMOUNT	% OF NET INCOME	DIVIDEND PER SHARE
2014	\$608,000	25	\$0.08
2013	\$0.00	0	\$0.00
2012	\$532,000	25.7	\$0.07
2011	\$0.00	0	\$0.00
2010	\$1,431,250	187.8	\$0.25

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

The dividend payout ratio will reflect several factors

- 1. To retain outright, a predetermined amount of after tax profits before any consideration of dividend payment.
- 2. The amount of outright retention and maximum dividend payout is fixed in a scale as appended hereto.
- 3. Per the Scale no dividend are paid when after tax profits are less than \$1,000,000.
- 4. Beyond profits of \$1,000,000, after the outright retention, the Bank shall distribute 40% of the balance of net after tax profits as dividends per the fixed scale.

PART X OFFICERS AND KEY PERSONNEL OF THE COMPANY

1. **EXECUTIVE OFFICERS** Position: Managing Director Name: Richard W. Duncan (Mr.) Age: 53 Mailing Address: No. 8 Church Street, St. George's, Grenada, W.I. Telephone No.: (473) 440-2111 List jobs held during the last five years. Give brief description of responsibilities. Include names of employers. Grenada Co-operative Bank Ltd., Managing Director Responsible for overall management the Bank. Education (degrees or other academic qualifications, schools attended, and dates): M.A. Public Administration, Carleton University - 1994 **B.Sc. Economics and Accounting, UWI - 1987** Fellow of the Certified General Accountant – 1997 - Canada Associate of the Institute of Canadian Bankers – 2002

If retained on a part time basis indicate amount of time to be spent dealing with company matters:

[✓] Yes

[] No

Also a Director of the company

Name: Aaron Lo	gie (Mr.)	Position: Executive Manager,
		Finance
		Age: <u>43</u>
Mailing Address:	No. 8 Church Street, St. George's,	, Grenada, W.I.
Telephone No.:	(473) 440-2111	
Tinkinhahald dand		iti
of employers.	ing the last live years. Give oriel desc	scription of responsibilities. Include names
Cronada Co ono	erative Bank Ltd., Executive Manag	ngar Financa
Grenada Co-ope	Tradive Dank Ltu., Executive Manag	iger, rinance
Responsible for r	managing Finance & Treasury	
Education (degree	es or other academic qualifications, sc	schools attended, and dates):
Follow of the Age	conjustion of Contified Chantened Ac	accountants ECCA 2005
Fellow of the Ass	sociation of Certified Chartered Acc	Ecountants, FCCA 2005
Mostors Pusinoss	s Administration 2009	
WIASIETS DUSINESS	S Administration 2009	
-		
Also a Director of	f the company [] Yes [✓] No
If retained on a paratters:	art time basis indicate amount of time	e to be spent dealing with company
Una additional alexa	eta if waa aa aa aa a	
Use additional shee	eis ij necessary.	

Operations and Administration Name: Floyd Dowden (Mr.) Age: **47** Mailing Address: No. 8 Church Street, St. George's, Grenada, W.I. Telephone No.: (473) 440-2111 List jobs held during the last five years. Give brief description of responsibilities. Include names of employers. Grenada Co-operative Bank Ltd., Manager Operations and Administration Responsible for management the operations of the bank, and facilities. Currently on rotation for the next 24 months as part of teh Bank's Management succession plan Education (degrees or other academic qualifications, schools attended, and dates): Institute of Canadian Bankers - Associate of the Institute of Canadian Bankers (AICB) **June 2003 Masters in Business Administration 2013** Also a Director of the company [] Yes [•] No

Position: Executive Manager,

Name: Nadia Sandy	Position: Executive Manager Corporate and Commercial Banking
	Age: 41
Mailing Address: No. 8 Church Street, St. G	eorge's, Grenada, W.I.
Telephone No.: (473) 440-2111	
List jobs held during the past five years. Give b of employers.	rief description of responsibilities. Include names
RBTT Grenada Limited, Relationship Mana	ger, Manager, Corporate & Commercial
Conduct strategy sessions with clients, port	tfolio quality management, etc.
Education (degrees or other academic qualificate	tions, schools attended, and dates):
M. Sc Agricultural Economics	
B. Sc Agribusiness Management	
Also a Director of the company [] Yes	[•] No
If retained on a part time basis, indicate amount matters:	t of time to be spent dealing with company
Use Additional Sheets if Necessary	

Position: Chief Audit Executive Name: Julia G. Lawrence (Ms.) Age: <u>51</u> Mailing Address: No. 8 Church Street, St. George's, Grenada, W.I. Telephone No.: (473) 440-2111 List jobs held during the past five years. Give brief description of responsibilities. Include names of employers. Grenada Co-operative Bank Ltd., Internal Auditor Responsible for the Internal Audit function of the Bank. Education (degrees or other academic qualifications, schools attended, and dates): B.Sc. Accounting; B.Sc. Management; 1989 **MBA (International Banking and Finance) 2001** Also a Director of the company [] Yes [\] No If retained on a part time basis, indicate amount of time to be spent dealing with company matters: Use Additional Sheets if Necessary

Position: Chief Operation officer Name: **Deon Moses** Age: **52** Mailing Address: No. 8 Church Street, St. George's, Grenada, W.I. Telephone No.: (473) 440-2111 List jobs held during the past five years. Give brief description of responsibilities. Include names of employers. **Corporate Loans Manager – RBTT Grenada Limited** Republic Bank Grenada Limited Education (degrees or other academic qualifications, schools attended, and dates): **B.Sc. Management**; 1987 **MSc Business Administration**; 2006 Fellow of the Institute of Canadian Bankers Also a Director of the company [] Yes [\] No If retained on a part time basis, indicate amount of time to be spent dealing with company matters:

Name: Mondelle Francis (Mrs.) Age:	43
Mailing Address: No. 8 Church Street, St. George's, Gren	ada, W.I.
Telephone No.: <u>(473) 440-2111</u>	
List jobs held during the past five years. Give brief description of employers.	n of responsibilities. Include names
Grenada Co-operative Bank Ltd., Executive Manager, Cu	stomer Care
with responsibility for human resources, marketing and co	istomer care
Education (degrees or other academic qualifications, school	als attended and dates).
Education (degrees of other academic qualifications, seno	ns attenucu, and dates).
B.Sc. Management; 1987	
Also a Director of the company [] Yes [✓] No	

DIRECTORS OF THE COMPANY

Information concerning non-Executive Directors:

Name: Lisa Taylor (Ms.)	Position: <u>Director</u>
	Age: <u>46</u>
Mailing Address:	Church Street, St. George's, Grenada, W.I.
_	
-	
Telephone No.: (473) 4	40-2453
List jobs held during the pa of employers.	ast five years. Give brief description of responsibilities. Include names
Partner/ of the Law Firm	, Henry Hudson Phillip, Solicitors & Conveyancers
Education (degrees or other	r academic qualifications, schools attended, and dates):
Inter LLB Degree, Univer	rsity of the West Indies
B.A Political Science, Uni	versity of the West Indies

Name: Derick Steele (1	<u>Mr.)</u>	Position: Director
		Age: 73
Mailing Address:	River Road, St. George	e's, Grenada, W.I.
Telephone No.: (473)	440 3075/440 2200	
reteptione No (473)	440-3073/440-2233	
List jobs held during pa employers.	st five years. Give brief	description of responsibilities. Include names of
Manager/Owner Steel	e's Auto Supplies Co. L	.td.
Education (degrees or o	other academic qualificati	ions, schools attended, and dates):
Technical Engineering	g at South East London	College of Technology

Name: Richard Mo	: Intyre (Mr.)	Positio	on: <u>Director</u>
Mailing Address:	Melville Street, St. C	Age: _ George's, Grenad	
Telephone No.: <u>(4</u>	73) 440-3753/3754		
List jobs held during employers.	past five years. Give bri	ief description of	responsibilities. Include names of
Owner/Manager of	Richard Mc Intyre (In	surance) Ltd.	
Education (degrees o	or other academic qualific	cations, schools a	ttended, and dates):
Senior Cambridge	Certificate		

Name: Ambrose Phillip (Mr.)	Position <u>Director</u>
	Age: <u>60</u>
Mailing Address Grenada Port Authority, St. Georg	e's Grenada, W.I.
Telephone No.: (473) 442-2350	
Name of employers, titles and dates of positions held di job responsibilities.	uring past five years with an indication of
General Manager- Grenada Port Authority	
Education (degrees, schools, and dates):	
B.Sc. Management; 1981	
MSc Ports and Shipping	

Name: Leslie Ramdhanny (Mr.)	Position <u>Director</u>
	Age: <u>65</u>
Mailing Address Marli, St. Andrew's, Grenada,	<u>W.I.</u>
Telephone No.: (473) 442-5847	
Name of employers, titles and dates of positions he job responsibilities.	eld during past five years with an indication of
Manager of L.L. Ramdhanny & Co. – Grenville	e, St. Andrew's
Education (degrees, schools, and dates):	
RSc Agriculture	

Name: Darryl Brathwaite	Position <u>Director</u>
	Age: <u>63</u>
Mailing Address Hi Tec Printry, Lagoon R	oad, St. George's, Grenada, W.I.
Telephone No.: (473) 440-5000	
Name of employers, titles and dates of position job responsibilities.	ons held during past five years with an indication of
Manager of Hi Tech Printery Ltd. – St. Ge	eorge's Grenada.
Education (degrees, schools, and dates):	
Senior Cambridge	

Name: Gordon Steele	Position <u>Director</u>
	Age: 83
Mailing Address C/O Grenada Co-operative Bank C	Grenada, W.I.
Telephone No.: (473) 440-2111	
Name of employers, titles and dates of positions held dipob responsibilities.	uring past five years with an indication of
Retired	
Education (degrees, schools, and dates):	
Senior Cambridge	
N. Ale ID (I)	
Name: Alfred Peter Logie	Position <u>Director</u>
	Age:55
Mailing Address <u>C/O Grenada Co-operative Bank (</u>	<u> Grenada, W.I.</u>
Telephone No.: (473) 440-2111	
Name of employers, titles and dates of positions held dipob responsibilities.	uring past five years with an indication of
Director- National Insurance Scheme	

Education (degrees, schools, and dates):

Lec. Economic Planning

2. Number of Directors: **Eight (9)**

If Directors are not elected annually, or are elected under a voting trust or other arrangement, explain:

- 3. Summarise Articles of Association or Bylaws which are relevant to Directors
 - There shall be a minimum of six (6) and a maximum of ten (10) Directors
 - At least two (2) shall not be officers or employees of the company or its affiliates
 - A person must hold or agree to become the holder of, at least 1,000 shares to be eligible for election as a director at any general meeting and must be recommended by the board; or give the company written notice signed by a number of persons holding at least 5% of the issued shares. Such notice to propose a person for election together with a letter of consent from the person being proposed should be received by the company, 30 50 days prior to the date appointed for the AGM.

SUBSTANTIAL SHAREHOLDERS

1. (a) Principal owners of the company (those who beneficially own more than 5% of the common and preferred stock presently outstanding whether directly or indirectly) starting with the largest common stockholder. Indicate by endnote any transaction where the consideration was not cash. State the nature of any such consideration.

SECURITIES NOW HELD:

Name:	Class of	No. of	% of
Address:	Securities:	Securities:	Total
Grenada Ports Authority, St. George's	Ordinary Shares	465,900	6.1%
National Insurance Scheme, St. George's	Ordinary shares	811,637	11%

(b) Include all common stock issuable upon conversion of convertible securities and show conversion rate per share as if conversion has occurred.

UPON CONVERSION:

Name: Address:	Class Securities:	of	Conversion Rate:	No. of Securities upon Conversion	% of Total*

^{*} Current holding of securities if conversion option were exercised.

SUBMISSION OF MATTERS TO A VOTE OF SHAREHOLDERS

If any matter was submitted during the past year (or is likely to be put forward in the next six months) to a vote of shareholders, through the solicitation of proxies or otherwise, furnish the following information:

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

The Annual Meeting was held on January 23, 2014.

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

The Annual General Meeting re-elected Messrs. Ambrose Phillip and Derick Steele. Darryl Brathwaite, Richard Mc Intyre and Ms. Lisa Taylor.

Directors whose terms of office as directors continued after the meeting were: Messrs.

Gordon Steele, Leslie Ramdhanny. Darryl Brathwaite, Richard Mc Intyre, Ms. Lisa Taylor and Alfred Logie.

PART XVI SIGNATURES

A Director, the Chief Executive and Financial Officers of the company shall sign this Registration Statement 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. By submitting this Registration Statement to the ECSRC, each Director, the Chief Executive Officer and the Chief Financial Officer of the company agree to make himself available to each investor prior to the time of investment, and to respond to questions and otherwise confirm the information contained herein. The Directors, the Chief Executive Officer and the Chief Financial Officer hereby undertake to make the company's books and records, copies of any contract, lease or other document referred to in the Registration Statement, or any other material contract or lease (including stock options and employee benefit plans), except any proprietary or confidential portions thereof, and a set of the exhibits to this Registration Statement, available to each investor, prior to the making of any investment by such investor.

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:	Name of (Chairman)/Director:
Richard W. Duncan	Derick Steele
Signature	Signature
Date February 2, 2015	Date February 2, 2015
Name of Chief Financial Officer:	
Aaron Logie	
Signature	
Date	
Made and issued this 2 day of Februa	ry 2015