

**Schedule 2
FORM ECSRC – OR**

(Select One)

QUARTERLY FINANCIAL REPORT for the period ended 30 JUNE 2021
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:

Anthony Kelsick

Signature

July 29th 2021

Date

Name of Director:

Natalie Kelsick

Signature

July 29th 2021

Date

Name of Chief Financial Officer:

Bernard Malcolm

Signature

July 29th 2021

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

After fifteen (15) months, the COVID-19 pandemic continues to affect the economy. With restrictions placed on all social and economic activities, the economy's performance continues to decline with a greater risk of sustainability in many sectors.

The Group Profit Before Tax for the quarter April 2021 – June 2021 was \$ 496,441. This profit was achieved even though there were losses in some sectors. The profit earned for the quarter was 72% below the prior-year comparative.

Sales for the quarter were \$ 28,250,139, which was 4% below the prior year.

The current ratio is 1:1.95, while the debt to equity ratio is 0.25:1.

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 Group continues to have adequate access to both long-term and short-term financing facilities.

Over the period October 2020 to March 2021, the short loan portfolio was reduced by \$1.8M while the cash balances were increased by \$0.6M.

The Group paid all loans, interest, and dividends on time.

There are 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

The Group Profit Before Tax for the nine months ending June 2021 (\$ 4,710,689) is reasonable in light of the COVID-19 pandemic and the general performance of the economy.

The future performance of the Group is directly linked to the recovery of the economy.

The fiscal policies implemented by the Government to stimulate the economy will be critical to the speed of the social and business recovery in the Federation.

The Group will continue to monitor its key performance indicators and take all necessary steps to continue its longevity.

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) The external and internal economic impact of COVID - 19
- (2) General country economic conditions and its effects on consumer disposable income and spending
- (3) Competitive environment and entry of significant new competitors engaged in similar lines of business and their effects of market share, sales, and margins.
- (4) Availability and cost of capital, particularly debt capital, to finance ongoing working capital needs.
- (5) Availability of labour, particularly in the area of skilled management.
- (6) 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.
- (7) Supply chain disruption that affects the availability of goods and services for resale.

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 Bank of Nevis (Previously 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 are no dividend arrears.

A second interim dividend on September 2020 profit amounting to \$3,390,608 was declared and paid on June 17th, 2021.

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 Group AGM was scheduled for June 17th, 2021, but was cancelled because of the Covid-19 regulations. The AGM is scheduled to take place on August 12th, 2021.

- (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 & Company Limited
Group Consolidated Balance Sheet As at June 2021

	June 2021	September 2020
Current Assets		
Cash & Bank Balances	3,425,290	2,765,672
Trade Receivables (Note 1)	14,967,697	16,244,993
Inventory	32,417,891	36,145,787
	<u>50,810,878</u>	<u>55,156,452</u>
Non Current Assets		
Fixed Assets	94,614,725	96,426,897
Accounts Receivable (Note 1)	18,582,951	20,947,465
Investment & Long Term Loans	16,443,453	16,443,453
Available For Sale Investment	378,831	378,831
Intangibles	65,228	97,330
	<u>130,085,188</u>	<u>134,293,976</u>
Total Assets	<u>180,896,066</u>	<u>189,450,428</u>
Current Liabilities		
Overdraft	2,043,699	2,954,055
Demand Loans (Note 2)	8,127,009	9,022,192
Trade Payables	15,500,645	18,037,277
Provision For Income Tax	337,876	1,950,715
	<u>26,009,229</u>	<u>31,964,239</u>
Long Term Liabilities		
Defined Benefit Obligation	4,570,035	4,412,380
Deferred Taxation	5,209,883	5,209,883
	<u>9,779,918</u>	<u>9,622,263</u>
Total Liabilities	<u>35,789,147</u>	<u>41,586,502</u>
Equity		
Share Capital	60,296,860	60,296,860
Retained Earnings (Note 3)	39,447,305	42,204,312
Reserves	45,362,754	45,362,754
Shareholders' Funds	<u>145,106,919</u>	<u>147,863,926</u>
Total Liabilities And Equity	<u>180,896,066</u>	<u>189,450,428</u>

S.L. Horsford Group of Companies

Group Income Statement for the period October 2020 to June 2021

	Apr - Jun 2021	Apr - Jun 2020	Oct 2020 - Jun 2021	Oct 2019 - Jun 2020
SALES	28,250,139	29,536,254	100,203,450	116,928,650
Gross Margin	7,450,334	8,626,432	25,530,667	29,536,485
Other Income	2,033,214	2,466,735	7,561,638	10,037,954
GROSS REVENUE	9,483,548	11,093,167	33,092,305	39,574,439
EXPENSES				
Occupancy	680,147	886,632	2,553,211	2,846,490
Insurance	296,268	304,684	888,804	911,826
Office	476,834	664,633	1,621,394	1,732,238
Employment	4,655,002	4,811,128	14,531,039	15,016,760
Advertising	492,796	424,042	1,898,727	1,868,651
Selling & Distribution	481,405	533,545	1,618,905	1,778,297
Depreciation	1,038,393	1,023,799	3,143,687	3,125,338
Sundry Expenses	806,159	464,452	1,887,511	1,394,698
Interest Expenses	60,103	167,756	238,329	602,291
TOTAL EXPENSES	8,987,107	9,280,671	28,381,607	29,276,589
Income Before Associated Companies Share Of Associated Company Results	496,441	1,812,496	4,710,698	10,297,850
PROFIT BEFORE TAX	496,441	1,812,496	4,710,698	10,297,850
Less Provision For Tax	(211,542)	(670,623)	(1,515,137)	(3,810,205)
PROFIT AFTER TAX	284,899	1,141,873	3,195,561	6,487,645

S. L. Horsford And Company Limited
Group Statement Of Cash Flows EC\$

	Apr - Jun 2021	Apr - Jun 2020	Oct 2020 - Jun 2021	Oct 2019 - Jun 2020
CASH FLOW FROM OPERATING ACTIVITIES				
Income before Taxation	496,441	1,812,496	4,710,698	10,297,850
Adjustments for:				
Depreciation and Amortization	1,038,393	1,023,799	3,143,687	3,125,338
Gain on disposal of Property, Plant and Equipment	(8,633)	(193,053)	(120,047)	(265,529)
Impairment	437,097		674,245	
Finance Costs incurred	60,103	167,345	238,329	601,880
Pension Plan Expenses	101,619	-	304,857	-
Share of Income from Associated Companies		-	(745,045)	-
Operating profit before working capital changes	2,125,020	2,810,587	8,206,724	13,759,539
Net change in non-cash working capital balances related to Operations	1,465,346	1,022,342	3,690,218	6,056,726
Finance Costs Paid	3,590,366	3,832,929	11,896,942	19,816,265
Pension Payments Made	(60,103)	(167,345)	(238,329)	(601,880)
Taxation Paid	(49,291)	-	(147,202)	-
	(234,198)	(795,806)	(3,127,021)	(3,620,604)
Net cash inflow from Operating activities	3,246,774	2,869,778	8,384,390	15,593,781
CASH FLOWS FROM INVESTING ACTIVITIES				
Purchase of Property, Plant and Equipment	(339,813)	(435,824)	(1,405,882)	(2,493,607)
Proceeds on disposal of Property, Plant and Equipment	8,633	843,841	229,109	1,189,852
Purchase of Intangibles	(1,492)	(23,149)	(2,891)	(89,993)
Dividend Received from Associated Companies		-	745,045	-
Net cash used in investing activities	(332,672)	384,868	(434,619)	(1,393,748)
CASH FLOWS FROM FINANCING ACTIVITIES				
Non-current Receivables	226,148	1,572,321	468,611	1,424,773
Long-term loans received/paid	3,115,926	(3,170,890)	(895,183)	(8,655,282)
Dividends paid to Shareholders	(3,390,608)	-	(5,953,225)	(3,919,295)
Net cash used in financing activities	(48,534)	(1,598,569)	(6,379,797)	(11,149,804)
Net Increase/(decrease) in cash and cash equivalents	2,865,568	1,656,077	1,569,974	3,050,229
Cash and cash equivalents - beginning of period	(1,483,977)	979,356	(188,383)	(414,796)
Cash and cash equivalent - end of period	1,381,591	2,635,433	1,381,591	2,635,433
Cash	3,425,290	4,140,079	3,425,290	4,140,079
Bank Overdraft	(2,043,699)	(1,504,646)	(2,043,699)	(1,504,646)
	1,381,591	2,635,433	1,381,591	2,635,433

S.L. Horsford & Company Limited
Notes To The Financial Statements As At June 2021

Note 1 :- ACCOUNT RECEIVABLE

Trade and Instalment Receivables	41,908,232
Less: Provision for Impairment	(9,459,570)

Sundry Receivables and Prepayments	32,448,662
	1,101,986

Less: Non Current portion of Receivables	33,550,648
	(18,582,951)

CURRENT RECEIVABLE	14,967,697
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Note 2 :- LOANS & BANK OVERDRAFT

Overdrafts	2,043,699
Bank Loans	

Demand Loans	8,127,009
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TOTAL CURRENT LOANS AND OVERDRAFTS	10,170,708
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Loans - Current	10,170,708
Loans - Non Current	

Note 3 :- Retained Earnings

As at March 2021	42,553,014
Less Dividend For The Quarter	(3,390,608)
Profit/(Loss) After Tax For The Quarter	284,899

39,447,305

Note 4 :- PROVISION FOR TAXATION AT 25%

Profit Before Tax	496,441
Not Taxable Income	

Taxable Profit/(Loss)	496,441
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Estimated Tax Charge For The Quarter	(211,542)
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Current Quarter Profit/(Loss) After Tax	284,899
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