



## ANNUAL REPORT 2018

A large, stylized graphic dominates the center of the page. It features the word 'FOCUS' in large, bold, green-to-white gradient letters, with the 'O' replaced by a circular, multi-layered graphic resembling a stylized eye or a target. To the right of 'FOCUS', the words 'THE FUTURE' are written in a white, sans-serif font. The entire graphic is set against a background of concentric green circles and lines, creating a sense of depth and movement. The overall color scheme is green and white, with a glowing yellow-green light emanating from the center of the 'FOCUS' graphic.

**FOCUS** THE FUTURE

## COMPANY OVERVIEW

National Enterprises Limited (NEL) is an investment holding company incorporated on August 27 1999 by the Government of the Republic of Trinidad and Tobago. NEL was formed to consolidate the Government's shareholding in selected State Enterprises and facilitate public offerings on the Trinidad and Tobago Stock Exchange.

NEL has invested in industries which drive the economy of Trinidad and Tobago: natural gas and energy-based manufacturing, telecommunications, power generation, and the marketing and manufacturing of basic foods.

NEL holds shares in the following companies:

- National Flour Millis (NFM);
- NGC NGL Company Limited (NGC NGL) ;
- NGC Trinidad and Tobago LNG Limited (NGC LNG);
- Telecommunications Services of Trinidad and Tobago Limited (TSTT);
- Trinidad Nitrogen Co. Limited (Tringen);
- NEL Power Holdings Limited (NPHL); and
- Pan West Engineers and Constructors, LLC (Pan West).

Together, these companies employ a significant portion of the country's workforce and act as the crucible for local innovation and expertise development. Through NEL, individual and corporate investors can share in the financial stability and staying power of these enterprises. Today over 5,000 citizens who benefit from our consistent dividend payments own 100 million of the 600 million issued shares in NEL.

## MISSION

NEL's **Mission** is to be the premier investment holding company for the Government of Trinidad and Tobago. We will assist the Government of Trinidad and Tobago to unlock value across the State Enterprise Sector.

## VISION

NEL's **Vision** is to contribute to the sustainable development of the economy of Trinidad and Tobago by a focused and proactive investment approach geared towards the continuous enhancement of shareholder value.

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## The Chairman's Statement



Ingrid L.A. Lashley  
Chairman

National Enterprises Limited has been able to offer consistent dividends to its shareholders since its listing on the stock exchange in 2001. This fiscal year was no exception. Against the backdrop of a stabilizing local economy and uncertain regional and global market trends, our portfolio of investee companies were able to manoeuvre admirably.

### The Local Economy

Following a period of economic shocks due to reduced energy supplies and lower prices, the Government of the Republic of Trinidad and Tobago (GORTT) initiated programmes of fiscal adjustment which have assisted in moderating the adverse effects of these shocks. The need for diversification away from the energy sector has taken root in several sectors of the economy and the country stands to benefit from this re-alignment in the medium to long term.

In the short term, the benefit of increased gas production in the third quarter of 2017 through the increase in upstream production from new natural gas output from the Juniper field and the Trinidad Onshore Compression Project has borne fruit. Together, the upstream gas producers have been able to increase production by almost 15% and this has led to improved performance in downstream petrochemical producers who were the recipients of the output. The non-energy sector is yet to fully recover from the recessionary challenges but the manufacturing sector has shown resilience in the past and this would be expected again going forward.

Given that GORTT continues to be the main driver of the economy, improvements in the fiscal accounts from higher gas production and energy prices augur well for the overall economic health of the country. The fiscal deficit narrowed year-on-year, meaning that the overall government debt did not grow as quickly as in the previous year. In addition, the launch of the National Investment Fund was an innovative initiative in the management of the budget deficit which will redound to the benefit of all citizens. Other positive macroeconomic factors included the relatively low inflation rates at below 1.5%. Although there was an increase in unemployment, the level is still comparatively low, under 5%. The demand for foreign currency continues to outstrip supply but the exchange rate has been well managed and has remained stable over the course of the year.

### The Global Economy

According to the Central Bank of Trinidad and Tobago's Economic Bulletin of March 2018, the global economy improved in the second half of the year due to faster economic activity in the advanced economies, specifically the United States and the Euro area. The advanced economies grew at 3.7% and higher commodity prices, notably energy, also contributed to growth in the emerging and developing market economies where estimated growth in 2017 was 4.7%.

Oil prices which had declined from a high of over US\$100 a barrel for crude oil a few years ago and which fell rapidly to almost US\$30 a barrel, have risen above US\$60 due to disciplined OPEC production constraints.

The on-going negotiations over Brexit continue to leave the United Kingdom uncertain about its relationship with the European Union. Overall, though, these economies continue to perform well with unemployment at almost full-employment status in certain areas and stock markets at sustained high levels. As a result, the increase in interest rates by the United States Federal Reserve had little effect as they had been priced into the markets. These economies therefore seem well balanced at this time.

In general, the International Monetary Fund's World Economic Outlook Report of April 2018 expects overall global growth in 2018 and the year following before any slowing down, while growth in emerging and developing markets are expected to rise before levelling off.

In the Caribbean, after the effects of the hurricanes in 2017, some economies are expected to benefit from the higher commodity prices. Guyana in particular is preparing for monetary inflows from its hydrocarbon finds while Barbados seeks to balance its fiscal operations through its tourism sector.

#### 2018 Outlook

The increase in natural gas production that started in the second half of 2017 is expected to continue into the next 2-3 years as bpTT's Angellin and Shell's east and north-east coast projects come on-stream. Even further ahead is the Dragon field development with Venezuela. In addition, oil prices are expected to remain relatively stable over the next year.

As a result of these improved conditions, the IMF is forecasting positive growth of 1.5% over the medium term for Trinidad and Tobago. The Central Bank has already signalled that interest rates may start to increase in order to provide a competitive environment for investors relative to the advanced economies where rates are already on the move upward. Other macroeconomic variables are expected to be stable, with inflation, the exchange rate and unemployment not expected to move substantially.

NEL will play its part in providing investors with an opportunity for improvement in shareholder value by strategic expansion of its investment portfolio. To this end, a new strategic direction will evolve to take advantage of capital market initiatives over the medium to long term.



Ingrid L.A. Lashley  
Chairman

## Notice of Meeting

### NOTICE OF MEETING:

NOTICE is hereby given that the Nineteenth Annual Meeting of National Enterprises Limited will be held at the Festival Ballroom, Radisson Hotel, Wrightson Road, Port of Spain on Thursday August 23, 2018 commencing 10:00 am for the following purposes:-

1. To receive the Audited Financial Statements of National Enterprises Limited for the year ended March 31, 2018 and the Reports of the Directors and Auditors thereon.
2. To take note of and approve the final Dividend.
3. To re-elect Directors.
4. To re-appoint the Auditors, PKF Chartered Accountants and Business Advisors and to authorise the Directors to fix their remuneration.
5. Any other business.

### By order of the Board

**VAEGIS**  
BUSINESS SOLUTIONS LIMITED



Secretary  
Aegis Business Solutions Limited  
Corporate Secretary  
Port of Spain  
July 30 2018

### Notes

#### Persons Entitled to Notice

In accordance with Section 110(2) of the Companies Act Chap. 81:01, the Directors of the Company have fixed July 30, 2018 as the Record Date for the determination of shareholders who are entitled to receive notice of the Annual Meeting. A list of such shareholders will be available for examination by shareholders at the Office of the Registrar during usual business hours.

### Proxies

Shareholders of the Company entitled to attend and vote at the Meeting are entitled to appoint one or more proxies to attend, and in a poll, vote instead of them. A proxy need not be a shareholder. Any instrument appointing a proxy must be received at the Registrar's Office not less than 48 hours before the Meeting. Shareholders who return completed proxy forms are not precluded, if subsequently they so wish, from attending the Meeting instead of their proxies and voting in person. In the event of a poll, their proxy votes lodged with the Registrar, will be excluded.

### Dividend

A final dividend of \$0.11 declared for the financial year ended March 31, 2018 will be payable on August 29, 2018 to shareholders at the close of business on August 09, 2018.

### Documents Available for Inspection

No service contracts were granted by the Company to any Director of the Company.

## Corporate Information

### Board of Directors

Ingrid L.A. Lashley – Chairman  
 Ross Alexander  
 Gerry Brooks  
 Vishnu Dhanpaul  
 Ferri Hosein  
 Annalean Inniss  
 Janet Parks  
 Navin Rajkumar  
 David Robinson

### Corporate Secretary

Aegis Business Solutions Limited  
 18 Scott Bushe Street,  
 Port of Spain

### Registered Office

Level 15, Tower D  
 International Waterfront Centre  
 Wrightson Road  
 Port of Spain  
 Trinidad and Tobago  
 (868) 612-1705

### Bankers

First Citizens Bank Limited  
 50 St. Vincent Street  
 Port of Spain  
 (868) 624-3178

### Auditors

PKF Chartered Accountants and  
 Business Advisors  
 111 Eleventh Street  
 Barataria  
 (868) 235-5063

### Attorneys

LEX Caribbean  
 P.O. Box 1165  
 First Floor  
 5-7 Sweet Briar Road  
 St. Clair  
 (868) 628-9255

### Registrar

Trinidad and Tobago  
 Central Depository  
 10th Floor  
 Nicholas Towers  
 63-65 Independence Square  
 Port of Spain  
 (868) 625-7288

## Board of Directors

Ingrid L.A. Lashley; Chairman



Gerry Brooks



Annalean Inniss



Navin Rajkumar





Vishnu Dhanpaul



Janet Parks



Ferri Hosein



David Robinson



Ross Alexander

## Directors Report 2018

The Directors confirm that, to the best of their knowledge and belief, the Audited Financial Statements for the year ended March 31 2018 comply with the applicable financial reporting standards and present a true and fair view of the financial affairs of the company.

| 2017 Financial Highlights for the year | TT\$ Million |
|----------------------------------------|--------------|
| Net Profit for the year                | 195          |
| Interim dividend paid                  | 66           |
| Financial dividend declared            | 66           |
| Total dividend paid for the year       | 132          |
| Retained earnings as at March 31 2018  | 1,284        |

### Dividend

An interim dividend of \$0.11 per share was paid to shareholders on December 18 2017. The Directors have declared a second interim dividend of \$0.11 per share for the year ended March 31 2018 to shareholders on the Register of Members of the company as at August 9 2018. The dividend will be paid on August 29 2018. It is proposed that this be the final dividend for the fiscal year ended March 31 2018.

### Disclosure of Interest of Directors and Officers in any Material Contract:

*(pursuant to section 93(1) of the Company Act Ch 81:01.)*

At no time during the current financial year has any Director or Officer been a party to a material contract or a proposed material contract with the company, or been a Director or Officer of any body, or had material interest in any body that was a party to a material contract or a proposed material contract with the company.

### Directors:

Subsequent to the Eighteenth Annual Meeting, the following changes occurred to the Board of Directors:

- Mr. Anthony Clerk resigned effective August 31 2017.

In accordance with Clause 4.4.1 and Clause 4.5.1 of the Company's By-Laws, Mr. David Robinson was appointed on January 30 2018 to serve as a Director.

### Auditors:

The Auditors, PKF Chartered Accountant and Business Advisors, retire at the end of the Nineteenth Annual Meeting of the Company on August 23 2018 and have indicated that they are willing to continue as the Auditors of National Enterprises Limited.



VAEGIS  
BUSINESS SOLUTIONS LIMITED  
Secretary

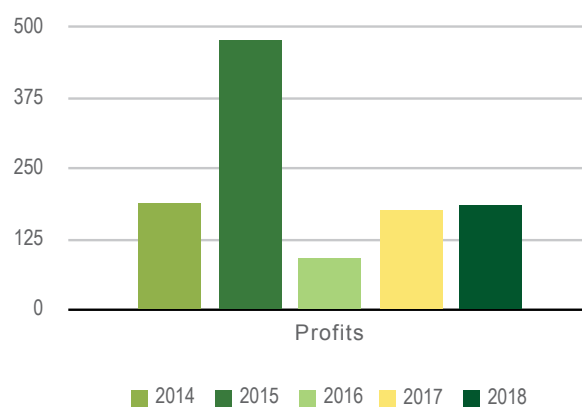
Aegis Business Solutions Limited  
Corporate Secretary  
18 Scott Bushe Street,  
Port of Spain  
July 30 2018

# Management Discussion and Analysis

Over the financial year ended March 31 2018, National Enterprises Limited (NEL) had a relatively stable performance with marginal changes in net profits and earnings per share. This occurred largely owing to the improvement in production of natural gas and some petrochemical products, which led to higher dividends for the related investee companies.

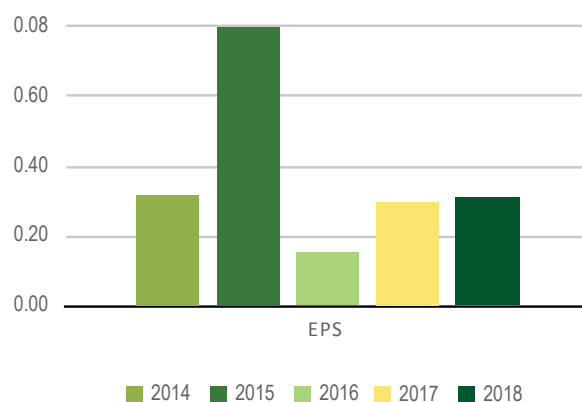
## Financial Performance

The company's net profit for the year at \$194.8 million, was a 1.2% decline from the comparative 2017 figure of \$197.1 million. Despite a reduction in turnover of \$35 million, the gross profit margin remained stable over the period. Further, the increase in dividend income from \$18.6 million in 2017 to \$34.8 million in 2018 offset the decrease in the share of profit of equity accounted investments which fell from \$142.1 million to \$128.9 million. Dividend increases were attributed in particular to contributions from NEL Power Holdings Limited, NGC NGL, NGC LNG and NFM, as well as improved portfolio management.



Profit Attributable to Equity Holders (\$M)

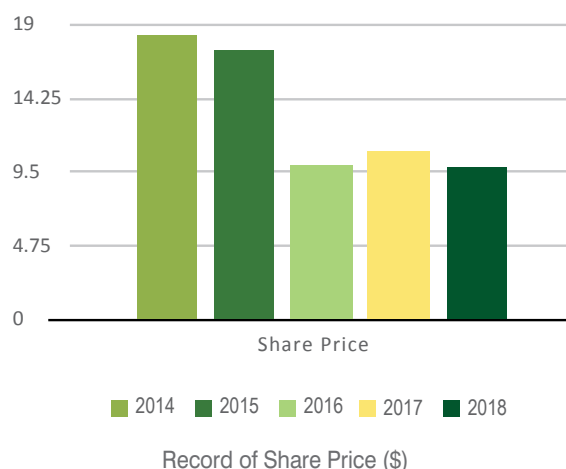
The company also benefitted from an increase in unrealized gains which went from negative \$7.1 million in 2017 to positive \$7.2 million in 2018. This \$14 million change contributed to total comprehensive income of \$200.1 million in 2018 as compared to \$199.6 million in 2017. The net effect of these results was that earnings per share, which is that portion of comprehensive income attributable to equity holders of the company divided by the number of outstanding shares, was \$0.31 per share in 2018, which was higher than the comparative period in 2017 at \$0.30.



Earnings Per Share (\$)

## Management Discussion and Analysis

The performance of the Trinidad and Tobago Stock Exchange's (TTSE) All Trinidad and Tobago Index reflected the recessionary environment that pervaded most of the financial year. This was also reflected in the share price of NEL which had fallen by almost 9% over the year, as compared to the almost 6% decline in the Index.



The Board of Directors had declared an interim dividend of \$0.11 in December 2017. A second interim dividend of \$0.11 is to be paid to shareholders on August 29, 2018, for a total dividend of \$0.22 for the financial year.

### Investee Companies Highlights

NEL has a 20% shareholding in NGC NGL Company Limited, which is a private holding company with a single investment in the shares of Phoenix Park Gas Processors Limited, a company that produces petrochemicals from natural gas fluids. Trinidad and Tobago NGL Limited (TTNGL) is also a holding company and represents the publicly traded portion of Phoenix Park Gas Processors Limited. In June 2018, TTNGL had an Additional Public Offering on the TTSE at an offer price of \$20.00 and paid a dividend of 7%. By March 31 2018, the price was over \$27, a 35% capital appreciation. This was the best performing stock in the portfolio over the past year. Through NEL's shareholding in NGC NGL and Pan West Engineers and Constructors LLC (which also owns 10% of Phoenix Park Gas Processors), and having acquired shares on the stock exchange in TTNGL, the investment in Phoenix Park has been very successful. Phoenix Park's success was driven by a combination of higher natural gas production and higher petrochemical prices for its products.

Telecommunication Services of Trinidad and Tobago (TSTT), in implementing its strategic plan, acquired Massy Communications Limited in July 2017 to boost its presence in the pay TV sector which would diversify its revenue base. Although the company remains challenged by changing consumer usage, technology improvements which impact on capital expenditure, a competitive market and relatively high employee costs, the company remains committed to adapting to its operating environment and to its strategic goals.

Through its investment in the Power Generation Company of Trinidad and Tobago (PowerGen), NEL Power Holdings has benefitted from PowerGen's clear focus on providing consistent production through maintenance of its existing assets.

## Management Discussion and Analysis

National Flour Mills has also showed resilience in its ability to provide stable margins despite lower sales over the year. Its strategic initiatives include product and geographic diversification and the company has initiated the implementation of these initiatives.

### Outlook

The increase in gas production from September 2017 and higher gas production as upstream projects commence operations, are expected to lead to increased energy based output from the petrochemical sector. NEL stands to benefit from such increases in the short to medium term. Further, the wider impact from this increased production would serve all of the investee companies in the portfolio as the economy starts to grow once more. With strategic plans in place and implementation of several already underway, fiscal 2019 is quite encouraging.



Terrence Clarke  
General Manager

## The Team

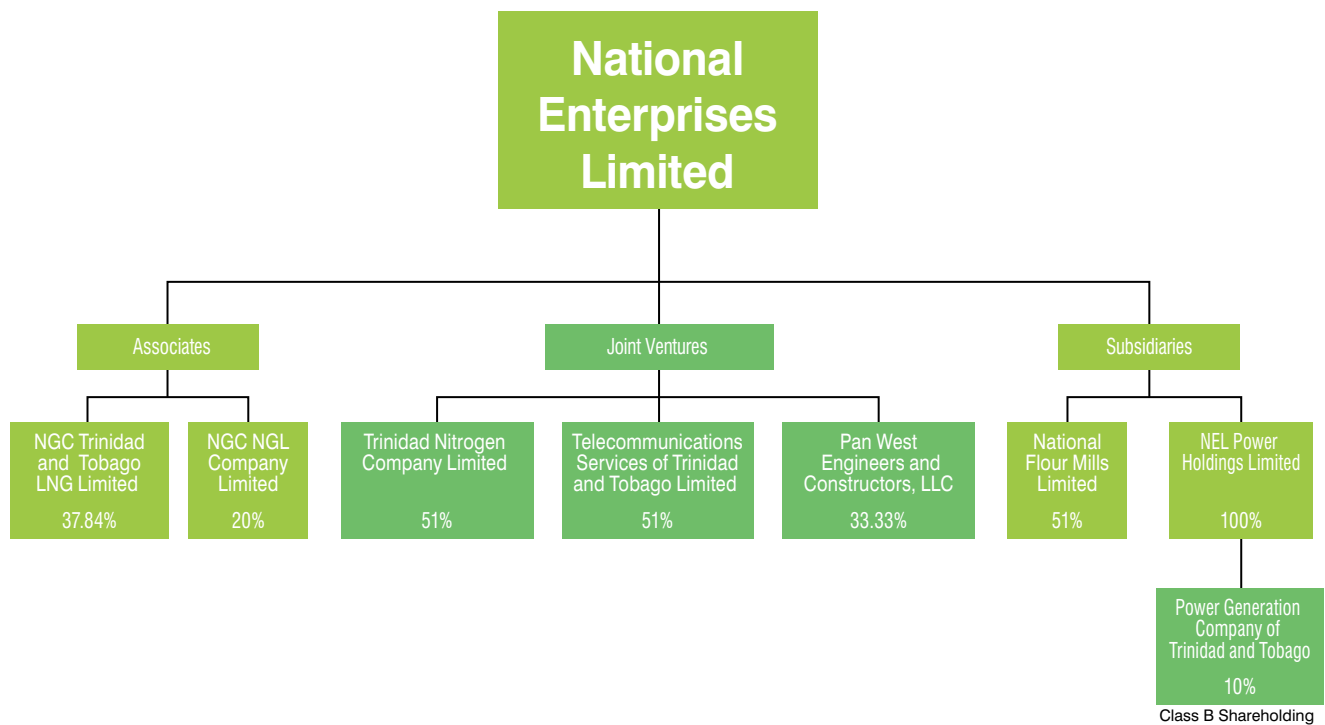
Terrence Clarke  
General Manager



Keisha Armstrong  
Head of Secretariat



## NEL's Group Structure





## Investee Companies

- National Flour Mills Limited (NFM)
- NEL Power Holdings Limited (NPHL)
- NGC NGL Company Limited (NGC NGL)
- NGC Trinidad and Tobago LNG Limited (NGC LNG)
- Pan West Engineers and Constructors Limited (Pan West)
- Telecommunications Services of Trinidad and Tobago Limited (TSTT)
- Trinidad Nitrogen Company Limited (TRINGEN)

## National Flour Mills Limited (NFM)

National Flour Mills (NFM) Limited is owned by National Enterprises Limited with a 51.0% shareholding. Having commenced its operations as Trinidad Flour Mills in 1966, NFM was established as a public trading company and for fifty (50) years has been contributing to the nation's food security. With a focus on the future, the company has identified several strategic initiatives to ensure a sustainable competitive advantage, key to which is the diversification of risks from the continued reliance of revenues from wheat-based products.

In fiscal 2019, the operations of the Company will continue to be reviewed and investments made to ensure that the right mix of people and technology are employed to guarantee the viability of the Company. Having recognised that the ability to grow a Company that produces commodities such as flour is limited, the focus going forward will be on growing the Company through strategic alliances, acquisitions and networks for both product and geographic diversification



## NEL Power Holdings Limited (NPHL)

NEL Power Holdings Limited (NPHL) is a 100% subsidiary of National Enterprises Limited. NPHL holds a 10.0% shareholding in the Power Generation Company of Trinidad and Tobago Limited (PowerGen).

NEL purchased Amoco Trinidad Power Resources Corporation from BP which held the 10% shareholding in PowerGen as its only asset. PowerGen generates power for supply in bulk form to the Trinidad and Tobago Electricity Commission (T&TEC), which in turn breaks the

power down to lower voltages for distribution to T&TEC's industrial, commercial, and residential customers.

The Company has a strong emphasis on maintenance and is focused on ensuring that its operations are reliable, efficient and safe. Going forward, the Company has committed resources to consider the long term supply of power generation and is considering several projects that would assist in this endeavour.



## NGC NGL Company Limited (NGC NGL)

The National Gas Company of Trinidad and Tobago Limited (NGC) is a key player in the development of the local natural gas industry of Trinidad and Tobago. Established by the Government of Trinidad and Tobago in August 1975, NGC is today an international investment grade company. One of its main subsidiaries is NGC NGL Company of Trinidad and Tobago Limited (NGC NGL).

NGC NGL is a holding company with a 51.0% shareholding in Phoenix Park Gas Processors Limited

(PPGPL). PPGPL is one of the largest and most efficient gas processing facilities in the Americas. It earns revenue from the processing of natural gas from upstream suppliers and then creating other products such as propane, butane and natural gasoline. These are marketed in the Caribbean and Central America. With an almost 20% increase in natural gas supply over the past year, the company is well poised for improved revenues and profits in the short term.



### NGC Trinidad and Tobago LNG Limited (NGC LNG)

The National Gas Company of Trinidad and Tobago LNG Limited (NGC LNG) is an associate company of NGC. It is a holding company with a 10% shareholding in Atlantic LNG 1 which was the first train established to develop liquified natural gas in Point Fortin. Created in 1995, the first shipment was made in 1999.

The Company had substantial maintenance works undertaken in the past year and is expected to benefit from the increased gas supply from upstream suppliers. These suppliers are also the main shareholders in the Company so higher output, sales and profits are expected from NGC LNG going forward.



## Pan West Engineers and Constructors LLC (Pan West)

This company represents the successful collaboration of three of this country's leading institutional investors: NEL, the National Insurance Board of Trinidad and Tobago and the Trinidad and Tobago Unit Trust Corporation. Together, these institutions acquired Pan West Engineers and Constructors LLC which owns 10%

of Phoenix Park Gas Processors Limited. Each investor has an equal 33.3% stake in the company. As Phoenix Park continues to grow, Pan West's shareholders will expect to receive above average dividends from this investment.



## Telecommunications Services of Trinidad and Tobago Limited (TSTT)

Telecommunications Services of Trinidad and Tobago Limited is a limited liability company that is jointly owned 51% by National Enterprises Limited (NEL) and 49% by Cable and Wireless (West Indies) Limited.

TSTT is the most established telecommunications company in Trinidad and Tobago. Its offerings include

mobile fixed line, broadband, pay TV, security and other related services on a nationwide basis. In the past year, its acquisition of Massy Communications Limited (now Amplia) signalled that its focus is on growing specific market segments aggressively for long term revenue growth and product diversification. It will continue to do this as it transforms into an agile broadband communications company.



## Trinidad Nitrogen Company Limited (TRINGEN)

Trinidad Nitrogen Company Limited (Tringen) is a limited liability company owned 51% by National Enterprises Limited (NEL) and 49% by Yara Caribbean (2002) Ltd. The Company manufactures anhydrous ammonia at two (2) independent production plants known as Tringen I and Tringen II. The Company is managed through a management and operating agreement by Yara Trinidad

Limited, a wholly owned subsidiary of Yara Caribbean (2002) Limited.

Yara also has a sales and marketing contract with Tringen and uses its global network of companies to ensure the maximum revenue-earning potential of the Company is realized. Future prospects are positive for the Company with increased gas supply through NGC.



## Substantial and Directors' Interests

### NATIONAL ENTERPRISES LIMITED

As at March 31 2018

#### SHAREHOLDERS BY SHAREHOLDINGS IN DESCENDING ORDER

10 largest blocks of shares

**Issued Share Capital:**

**600,000,641**

| RANK | COMPANY                                                 | SHAREHOLDING IN   |           |
|------|---------------------------------------------------------|-------------------|-----------|
|      |                                                         | TOTAL SHARES HELD | HOLDING % |
| 1    | MINISTER OF FINANCE - CORPORATION SOLE                  | 396,324,698       | 66.05%    |
| 2    | THE NATIONAL GAS COMPANY OF TRINIDAD AND TOBAGO LIMITED | 100,000,641       | 16.67%    |
| 3    | NATIONAL INSURANCE BOARD                                | 25,000,000        | 4.17%     |
| 4    | REPUBLIC BANK LIMITED - 1162                            | 7,502,000         | 1.25%     |
| 5    | TRINTRUST LIMITED A/C 1088                              | 5,342,086         | 0.89%     |
| 6    | FIRST CITIZENS TRUST & ASSET MGMT- PT7                  | 3,282,450         | 0.55%     |
| 7    | REPUBLIC BANK LIMITED A/C 778                           | 2,568,321         | 0.43%     |
| 8    | T & T UNIT TRUST CORPORATION - FUS                      | 2,400,000         | 0.40%     |
| 9    | RBC TRUST (TRINIDAD & TOBAGO) LIMITED - T585            | 2,335,935         | 0.39%     |
| 10   | RBC TRUST (TRINIDAD & TOBAGO) LIMITED - T534            | 2,271,346         | 0.38%     |

#### Directors Interest in National Enterprises Limited

| Directors Name      | Share Balance       |                    |
|---------------------|---------------------|--------------------|
|                     | As at March 31 2018 | As at June 30 2018 |
| Ingrid L.A. Lashley | 0                   | 0                  |
| Vishnu Dhanpaul     | 1                   | 1                  |
| Annalean Inniss     | 0                   | 0                  |
| Janet Parks         | 0                   | 0                  |
| Ferri Hosein        | 0                   | 0                  |
| Ross Alexander      | 2000                | 2000               |
| Navin Rajkumar      | 0                   | 0                  |
| Gerry Brooks        | 0                   | 0                  |
| David Robinson      | 0                   | 0                  |

# Consolidated Financial Statements

## 31 March 2018



## Statement of Management's Responsibilities

July 13 2018

Management is responsible for the following:

- preparing and fairly presenting the accompanying consolidated financial statements of National Enterprises Limited, which comprise the consolidated statement of financial position as at 31 March 2017, the consolidated statements of comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended, and a summary of significant accounting policies and other explanatory information;
- ensuring that the group keeps proper accounting records;
- selecting appropriate accounting policies and applying them in a consistent manner;
- implementing, monitoring and evaluating the system of internal control that assures security of the group's assets, detection/prevention of fraud, and the achievement of group's operational efficiencies;
- ensuring that the system of internal control operated effectively during the reporting period;
- producing reliable financial reporting that complies with laws and regulations, including the Companies Act; and
- using reasonable and prudent judgement in the determination of estimates.

In preparing these audited financial statements, management utilised the International Financial Reporting Standards, as issued by the International Accounting Standards Board and adopted by the Institute of Chartered Accountants of Trinidad and Tobago. Where International Financial Reporting Standards presented alternative accounting treatments, management chose those considered most appropriate in the circumstances.

Nothing has come to the attention of management to indicate that the group will not remain a going concern for the next twelve months from the reporting date; or up to the date the accompanying financial statements have been authorised for issue, if later.

Management affirms that it has carried out its responsibilities as outlined above.



General Manager  
Terrence Clarke

## Independent Auditors' Report



**The Shareholders**  
**National Enterprises Limited**

### Opinion

We have audited the consolidated financial statements of National Enterprises Limited, which comprise the consolidated statement of financial position as at 31 March 2018, the consolidated statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes to the consolidated financial statements including a summary of significant accounting policies.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of National Enterprises Limited as at 31 March 2018 and its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs").

### Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of National Enterprises Limited in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

### Investments in joint ventures and associates

The investments in joint ventures and associates comprise 67% of the total assets of the company. International Accounting Standard (IAS) 28 - Investments in Associates and Joint Ventures, and IAS 36 – Impairment of Assets, require the entity to determine whether there is any objective evidence that its net investments in joint ventures and associates may be impaired. Such investments are considered impaired if and only if there is objective evidence of impairment as a result of one or more events that occurred which have an impact on the estimated future cash flows from the investments that can be reliably estimated. The Standard goes on to state that objective evidence includes information about significant changes with an adverse effect that have taken place in the technological, market, economic or legal environment in which the associate or joint venture operates, and indicates that the cost of the investment in the equity instrument may not be recovered. The Standard states that a significant or prolonged decline

Telephone: (868) 235-5063  
Address: 111 Eleventh Street, Barataria, Trinidad, West Indies  
Mailing Address: PO Box 10205, Eastern Main Road, San Juan

Partners: Renée-Lisa Philip Mark K. Superville

## Independent Auditors' Report (continued)

### Key Audit Matters (continued)

#### Investments in joint ventures and associates (continued)

in the fair value of an investment in an equity instrument below its cost is also objective evidence of impairment. In such a case, the Standard requires a comparison between the recoverable amount and the carrying value. The recoverable amount is the higher of the value in use and the fair value less costs to sell. The carrying amount is the amount at which an asset is recognized after deducting any accumulated depreciation/amortization/impairment losses.

We reviewed management's assessment of the occurrence or otherwise of an impairment event.

A valuation was commissioned by the management of National Enterprises Limited on one of the joint ventures for the purpose of determining a fair market price for the investment. The computation involved a detailed and complex evaluation of many objective and subjective assumptions. It relied on the integrity of the data used in the model calculation which is derived from various sources.

Our audit procedures included:

- critically evaluating the assumptions used to calculate the discount rates and performing sensitivity analyses as necessary;
- analyzing the projected future cash flows used in the models to determine whether they were reasonable and supportable given the current economic climate and expected future performance of the joint venture;
- comparing the projected cash flows, including the assumptions relating to revenue growth rates and operating margins against historical performance to test the reasonableness of projections.

#### Valuation of financial investments and the impairment of financial assets

The Group's financial assets investments are classed either as loans and receivables, available-for-sale investments or held to maturity investments.

The valuation of all investments can be attributed to various factors that can be verified. With respect to available-for-sale investments, a significant portion of the Group's investments can be measured using fair value prices and rates that can be readily available in the liquid market. For the other securities, management performed an assessment and utilise their expertise judgement.

Management continually performed an assessment of impairment of all its financial assets.

Our audit procedures included the following:

- Performing an assessment of valuation the Group's financial assets.
- For those available-for-sale financial assets that were actively being traded, we ensured that we verified the market prices.
- Comparing the market prices from prior periods and performed analytical reviews on any unexpected significant decreases noted.
- For the available-for-sale financial assets that were not traded on the active market, a financial assessment was done of the last available financial information.
- Conducting a review of management's assessment of impairment of both available-for-sale and held-to-maturity investments.

There was no need for further impairment in the valuation of financial assets classed as available-for-sale and held-to-maturity.

## Independent Auditors' Report (continued)

### Key Audit Matters (continued)

#### Valuation of the net retirement benefit asset and the medical and life insurance obligation

A subsidiary within the Group sponsors a defined benefit pension plan and a medical and life insurance plan. As at 31 March 2018, that subsidiary had:

- retirement benefit asset of TT\$21M, which represents 4% of total assets, comprised of plan assets valued at TT\$188M (of which TT \$86M is not based on observable market data), and a defined benefit obligation of TT\$167M.
- medical and life insurance plan liability of TT\$18M which represented 7% of total liabilities.

We focused on the valuation of the retirement benefit asset and the medical and life insurance plan liability as they require significant levels of judgement and technical expertise in determining appropriate assumptions. A number of the key assumptions can have a material impact on the calculation of the liability including:

- discounts rates;
- salary increases; and
- medical inflation rates.

Management utilises an independent external actuary to perform certain calculations with respect to the estimated obligations.

Management utilises the work of the plan's institutional Trustee to perform valuation of the plan's assets that are not traded on active markets. The fair values of the plan assets are based on a model that they have developed to value these unquoted investments. Significant judgement and assumptions are utilised because of the limited external evidence to support the valuations.

We reviewed the key assumptions, including the discount rates and salary increase assumptions for the pension obligation and medical and life insurance liability by performing the following:

- Discount rates – the rates used by management were compared to the yield of a Government of Trinidad and Tobago bond of a similar period.
- Salary increases – salary increases were compared to historical increases, taking into account the current economic climate.

Medical inflation rates are actuarial assumptions determined by management's independent actuary based on their experience with this as well as other similar plans. We performed the following procedures over the assumptions used in the calculation:

- We reviewed the assessment of the independence and competence of the actuary used by management to calculate the pension obligation and medical and life insurance liability confirming that they are qualified and that there was no affiliation to the Group.
- We reviewed the evaluation done on the methodology used by the management's independent expert and noted that it was consistent with prior periods and in compliance with the relevant reporting standard.
- We reviewed the census data used in the actuarial calculation by comparing it to personnel files. There were no differences identified based on our procedures performed.

We reviewed the testing of the pension plan assets, focusing on the valuation of those assets. For more judgemental valuations, which may depend on unobservable inputs, we reviewed the evaluation done on the assumptions, methodologies and models used by management.

## Independent Auditors' Report (continued)

### Key Audit Matters (continued)

#### **Valuation of the net retirement benefit asset and the medical and life insurance obligation (continued)**

Specifically, we reviewed the assessment of significant inputs relating to yield, prices and valuation inputs against external sources and compared to similar transactions in the marketplace. In some cases, these resulted in a different valuation to that calculated by management. In our view, the differences were within a reasonable range of outcomes, in the context of the inherent valuation uncertainties disclosed in the Group's financial statements.

There were no material exceptions noted in our review of the valuation of the pension assets, the defined benefit obligation and the medical and life insurance plan liability.

No material misstatements were identified.

#### **Verification of the existence and valuation of inventory**

Inventory revaluation is a key audit matter because it has a direct effect on profitability through cost of goods sold.

Management conducts annual assessments according to IAS 2 which requires inventories to be measured at the lower of cost and net realisable value (NRV). The standard also outlines acceptable methods of determining cost.

Management ensures that periodic stock counts are conducted and that the accounts are updated to reflect the outcome of such counts.

Based on the results of these periodic stock counts, management reviews those inventory items that are slow moving and also assesses whether those stock items are considered obsolete. Provisions would be created for those stock items that are considered obsolete.

The following audit procedures were adhered to verify the existence and valuation of inventory:

- Stock counts at all material inventory locations were attended.
- The accuracy of the cost and net realisable value computations were tested against invoices and other source documents, as applicable.
- Analytical procedures were performed to detect unusual fluctuations in quantities and value of inventories.
- The bases of inventory provisions/allowances for both finished goods and raw materials were critically reviewed.
- The provisions/allowances were checked for consistency and conformity with policy.

The process, methods and assumptions used to develop the provision for slow moving, excess or obsolete items were assessed.

Both finished goods and raw materials inventory provisions were prepared in line with policy and were supportable on the basis of historical trends as well as management's expectations for future sales and inventory management plans.

No material misstatements were identified.

#### **Other information included in the Group's 2018 Annual Report**

Management is responsible for the other information. Other information consists of the information included in the Annual Report, other than the consolidated financial statements and our auditors' report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

## Independent Auditors' Report (continued)

### Key Audit Matters (continued)

#### Verification of the existence and valuation of inventory (continued)

#### Other information included in the Group's 2018 Annual Report (continued)

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed on the other information that we obtained prior to the date of this auditor's report, we concluded that there is a material misstatement of this other information, we are required to communicate the matter to the Board of Directors.

#### Responsibilities of Management and the Board of Directors for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRSs, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Group's financial reporting process.

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

#### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

## Independent Auditors' Report (continued)

### Key Audit Matters (continued)

#### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements (continued)

- Conclude on the appropriateness of management's use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the Board of Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Board of Directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

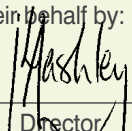
From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter, or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so, would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditors' report is Renee-Lisa Philip

Barataria  
TRINIDAD  
13 July 2018

| <b>ASSETS</b>                                       |       |                  |                                             |                                 |
|-----------------------------------------------------|-------|------------------|---------------------------------------------|---------------------------------|
|                                                     | Notes | 2018<br>(\$'000) | 31 March<br>2017<br>(\$'000)<br>(Re-stated) | 2016<br>(\$'000)<br>(Re-stated) |
| <b>Non-Current Assets:</b>                          |       |                  |                                             |                                 |
| Equity accounted investments                        | 5     | 2,421,943        | 2,409,457                                   | 2,298,735                       |
| Financial Assets                                    | 6     | 456,139          | 437,010                                     | 410,843                         |
| Fixed Assets                                        | 7     | 176,409          | 165,337                                     | 167,376                         |
| Retirement benefit asset                            | 8     | 20,914           | 20,277                                      | 9,059                           |
| Trademarks                                          |       | -                | -                                           | 533                             |
| Deferred tax asset                                  | 20    | 5,436            | 5,050                                       | 11,867                          |
| Total Non-Current Assets                            |       | 3,080,841        | 3,037,131                                   | 2,898,413                       |
| <b>Current Assets:</b>                              |       |                  |                                             |                                 |
| Inventories                                         | 9     | 61,625           | 72,051                                      | 78,940                          |
| Accounts receivables and prepayments                | 10    | 156,591          | 154,554                                     | 215,526                         |
| Restricted deposit                                  | 11    | 75,020           | 54,728                                      | -                               |
| Cash and cash equivalents                           | 12    | 223,396          | 348,155                                     | 391,868                         |
| Taxation recoverable                                |       | 5,978            | 2,615                                       | 626                             |
| Total Current Assets                                |       | 522,610          | 632,103                                     | 686,960                         |
| <b>Total Assets</b>                                 |       | <b>3,603,451</b> | <b>3,669,234</b>                            | <b>3,585,373</b>                |
| <b>LIABILITIES AND EQUITY</b>                       |       |                  |                                             |                                 |
| <b>Equity:</b>                                      |       |                  |                                             |                                 |
| Stated capital                                      | 14    | 1,736,632        | 1,736,632                                   | 1,736,632                       |
| Other equity                                        | 15    | (2,633)          | (2,633)                                     | -                               |
| Investment remeasurement reserve                    | 16    | 16,422           | 9,189                                       | 16,349                          |
| Translation reserve                                 | 17    | 63,866           | 61,576                                      | 25,147                          |
| Retained earnings                                   |       | 1,283,691        | 1,314,806                                   | 1,302,537                       |
| Capital and reserves attributable to equity holders |       | 3,097,978        | 3,119,570                                   | 3,080,665                       |
| Non-controlling interest                            |       | 131,881          | 124,255                                     | 107,229                         |
| Total Equity                                        |       | 3,229,859        | 3,243,825                                   | 3,187,894                       |
| <b>Non-Current Liabilities:</b>                     |       |                  |                                             |                                 |
| Non-current portion of long-term borrowings         | 18    | 130,901          | 145,729                                     | 93,895                          |
| Non-current portion of finance lease liability      | 19    | -                | 932                                         | 932                             |
| Deferred tax liability                              | 20    | 45,910           | 43,564                                      | 34,384                          |
| Medical and Life Insurance                          | 21    | 18,120           | 16,833                                      | 17,194                          |
| Total Non-Current Liabilities                       |       | 194,931          | 207,058                                     | 146,405                         |
| <b>Current Liabilities:</b>                         |       |                  |                                             |                                 |
| Bank overdraft and short-term borrowings            | 22    | 83,221           | 125,254                                     | 168,021                         |
| Current portion of long-term borrowings             | 18    | 27,547           | 27,190                                      | 6,566                           |
| Current portion of finance lease facility           | 19    | 885              | 603                                         | 1,347                           |
| Taxation payable                                    |       | 1,566            | 4,663                                       | 26                              |
| Accounts payable and accruals                       | 23    | 65,442           | 60,641                                      | 75,114                          |
| Total Current Liabilities                           |       | 178,661          | 218,351                                     | 251,074                         |
| Total Liabilities                                   |       | 373,592          | 425,409                                     | 397,479                         |
| <b>Total Liabilities and Equity</b>                 |       | <b>3,603,451</b> | <b>3,669,234</b>                            | <b>3,585,373</b>                |

These consolidated financial statements were approved by the Board of Directors and authorised for issue on 13 July 2018 and signed on their behalf by:

  
Director  
Ingrid L.A. Lashley

  
Director  
Navin Rajkumar

(The accompanying notes are an integral part of these consolidated financial statements)

|                                                                                 |              | <b>For the year ended<br/>31 March</b> |                          |
|---------------------------------------------------------------------------------|--------------|----------------------------------------|--------------------------|
|                                                                                 | <b>Notes</b> | <b>2018<br/>(\$'000)</b>               | <b>2017<br/>(\$'000)</b> |
| Turnover                                                                        |              | 435,493                                | 470,509                  |
| Cost of sales                                                                   |              | <u>(330,518)</u>                       | <u>(330,518)</u>         |
| Gross profit                                                                    |              | <u>130,796</u>                         | <u>139,991</u>           |
| Selling and distribution expenses                                               |              | 40,376                                 | 42,695                   |
| Administrative expenses                                                         |              | <u>47,441</u>                          | <u>43,682</u>            |
|                                                                                 |              | <u>87,817</u>                          | <u>86,377</u>            |
| Operating profit                                                                |              | 42,979                                 | 53,614                   |
| Finance cost                                                                    |              | (13,275)                               | (14,977)                 |
| Dividend income                                                                 |              | 34,764                                 | 18,635                   |
| Interest income                                                                 |              | 8,646                                  | 9,516                    |
| Other income                                                                    |              | 10,743                                 | 9,442                    |
| Share of profit of equity accounted investments net of tax                      |              | <u>128,884</u>                         | <u>142,184</u>           |
| Profit before tax                                                               | 24           | 212,741                                | 218,414                  |
| Taxation                                                                        | 25           | <u>(17,903)</u>                        | <u>(21,333)</u>          |
| Net profit for the year                                                         |              | <u>194,838</u>                         | <u>197,081</u>           |
| <b>Other Comprehensive Income</b>                                               |              |                                        |                          |
| <u>Items that may be reclassified subsequently to profit or loss</u>            |              |                                        |                          |
| Unrealised gains                                                                |              | 7,233                                  | (7,160)                  |
| <u>Items that will not be reclassified subsequently to profit or loss</u>       |              |                                        |                          |
| Remeasurement of retirement benefit asset and medical plan expenses, net of tax |              | <u>(1,473)</u>                         | <u>9,677</u>             |
| Other comprehensive income for the year                                         |              | <u>5,760</u>                           | <u>2,517</u>             |
| Total comprehensive income for the year                                         |              | <u><b>200,598</b></u>                  | <u><b>199,598</b></u>    |
| <b>Attributable to:</b>                                                         |              |                                        |                          |
| Equity holders of the Company                                                   |              | 187,082                                | 177,860                  |
| Non-controlling Interest                                                        |              | <u>13,516</u>                          | <u>21,738</u>            |
| Net profit for the year                                                         |              | <u><b>200,598</b></u>                  | <u><b>199,598</b></u>    |
| Earnings per share                                                              | 26           | \$0.31                                 | \$0.30                   |

(The accompanying notes are an integral part of these consolidated financial statements)

For The Year Ended 31 March 2018

|                                                      | Share<br>Capital<br>(\$'000) | Other<br>Equity<br>(\$'000) | Investment<br>Remeasure-<br>ment<br>Reserve<br>(\$'000) | Translation<br>Reserve<br>(\$'000) | Retained<br>Earnings<br>(\$'000) | Non-<br>Controlling<br>Interest<br>(\$'000) | Total<br>Equity<br>(\$'000) |
|------------------------------------------------------|------------------------------|-----------------------------|---------------------------------------------------------|------------------------------------|----------------------------------|---------------------------------------------|-----------------------------|
| <b>Year ended 31 March 2018</b>                      |                              |                             |                                                         |                                    |                                  |                                             |                             |
| Balance as at 1 April 2017                           | 1,736,632                    | (2,633)                     | 9,189                                                   | 61,576                             | 1,314,806                        | 124,255                                     | 3,243,825                   |
| Total comprehensive income for the year              | -                            | -                           | 7,233                                                   | -                                  | 179,849                          | 13,516                                      | 200,598                     |
| Share of translation reserve                         | -                            | -                           | -                                                       | 2,290                              | -                                | -                                           | 2,290                       |
| Share of deferred tax on actuarial gain              | -                            | -                           | -                                                       | -                                  | (24,964)                         | -                                           | (24,964)                    |
| Subsidiary dividend paid on non-controlling interest | -                            | -                           | -                                                       | -                                  | -                                | (5,890)                                     | (5,890)                     |
| Dividends paid ( <b>Note 28</b> )                    | -                            | -                           | -                                                       | -                                  | (186,000)                        | -                                           | (180,000)                   |
| <b>Balance as at 31 March 2018</b>                   | <b><u>1,736,632</u></b>      | <b><u>(2,633)</u></b>       | <b><u>16,422</u></b>                                    | <b><u>63,866</u></b>               | <b><u>1,314,806</u></b>          | <b><u>131,881</u></b>                       | <b><u>3,229,859</u></b>     |

|                                                      | Share<br>Capital<br>(\$'000) | Other<br>Equity<br>(\$'000) | Investment<br>Remeasure-<br>ment<br>Reserve<br>(\$'000) | Translation<br>Reserve<br>(\$'000) | Retained<br>Earnings<br>(\$'000) | Non-<br>Controlling<br>Interest<br>(\$'000) | Total<br>Equity<br>(\$'000) |
|------------------------------------------------------|------------------------------|-----------------------------|---------------------------------------------------------|------------------------------------|----------------------------------|---------------------------------------------|-----------------------------|
| <b>Year ended 31 March 2017</b>                      |                              |                             |                                                         |                                    |                                  |                                             |                             |
| Balance as at 1 April 2016                           | 1,736,632                    | -                           | 16,349                                                  | 25,147                             | 1,302,537                        | 107,229                                     | 3,187,894                   |
| Total comprehensive income for the year              | -                            | -                           | (7,160)                                                 | -                                  | 185,020                          | 21,738                                      | 199,598                     |
| Share of translation reserve                         | -                            | -                           | -                                                       | 36,429                             | -                                | -                                           | 36,429                      |
| Treasury Shares                                      | -                            | (2,633)                     | -                                                       | -                                  | -                                | -                                           | (2,633)                     |
| Share of deferred tax on actuarial gain              | -                            | -                           | -                                                       | -                                  | 6,005                            | -                                           | 6,005                       |
| Subsidiary dividend paid on non-controlling interest | -                            | -                           | -                                                       | -                                  | -                                | (4,712)                                     | (4,712)                     |
| Dividend refunded                                    | -                            | -                           | -                                                       | -                                  | 1,244                            | -                                           | 1,244                       |
| Dividends paid ( <b>Note 29</b> )                    | -                            | -                           | -                                                       | -                                  | (180,000)                        | -                                           | (180,000)                   |
| <b>Balance as at 31 March 2017</b>                   | <b><u>1,736,632</u></b>      | <b><u>(2,633)</u></b>       | <b><u>9,189</u></b>                                     | <b><u>61,576</u></b>               | <b><u>1,314,806</u></b>          | <b><u>124,255</u></b>                       | <b><u>3,243,825</u></b>     |

(The accompanying notes are an integral part of these consolidated financial statements)

|                                                         | Share<br>Capital<br>(\$'000) | Other<br>Equity<br>(\$'000) | Investment<br>Remeasure-<br>ment<br>Reserve<br>(\$'000) | Transla-<br>tion<br>Reserve<br>(\$'000) | Retained<br>Earnings<br>(\$'000) | Non-<br>Controlling<br>Interest<br>(\$'000) | Total<br>Equity<br>(\$'000) |
|---------------------------------------------------------|------------------------------|-----------------------------|---------------------------------------------------------|-----------------------------------------|----------------------------------|---------------------------------------------|-----------------------------|
| <b>Year ended 31 March 2016</b>                         |                              |                             |                                                         |                                         |                                  |                                             |                             |
| Balance as at 1 April 2015                              | 1,736,632                    | -                           | 17,912                                                  | 19,532                                  | 1,602,048                        | 94,973                                      | 3,471,097                   |
| Re-statement ( <b>Note 34</b> )                         | -                            | -                           | -                                                       | -                                       | (19,329)                         | -                                           | (19,329)                    |
| Re-stated Balance as at<br>1 April 2015                 | 1,736,632                    | -                           | 17,912                                                  | 19,532                                  | 1,582,719                        | 94,973                                      | 3,451,768                   |
| Total comprehensive income<br>for the year              | -                            | -                           | (1,563)                                                 | -                                       | 91,982                           | 15,790                                      | 106,209                     |
| Share of translation reserve                            | -                            | -                           | -                                                       | 5,615                                   | -                                | -                                           | 5,615                       |
| Share of deferred tax on<br>actuarial gain              | -                            | -                           | -                                                       | -                                       | (1,407)                          | -                                           | (1,407)                     |
| Subsidiary dividend paid on<br>non-controlling interest | -                            | -                           | -                                                       | -                                       | -                                | (3,534)                                     | (3,534)                     |
| Dividend refunded                                       | -                            | -                           | -                                                       | -                                       | 1,243                            | -                                           | 1,243                       |
| Dividends paid                                          | -                            | -                           | -                                                       | -                                       | (372,000)                        | -                                           | (372,000)                   |
| <b>Balance as at 31 March 2016</b>                      | <b><u>1,736,632</u></b>      | <b><u>-</u></b>             | <b><u>16,349</u></b>                                    | <b><u>25,147</u></b>                    | <b><u>1,321,866</u></b>          | <b><u>107,229</u></b>                       | <b><u>3,187,894</u></b>     |

(The accompanying notes are an integral part of these consolidated financial statements)

|                                                            | <b>For the year ended<br/>31st March</b> |                          |
|------------------------------------------------------------|------------------------------------------|--------------------------|
|                                                            | <b>2018<br/>(\$'000)</b>                 | <b>2017<br/>(\$'000)</b> |
| <b><u>OPERATING ACTIVITIES</u></b>                         |                                          |                          |
| Profit before taxation                                     | 212,741                                  | 222,129                  |
| Adjustment for non-cash items:                             |                                          |                          |
| Share of profit of equity accounted investments net of tax | (128,884)                                | (145,899)                |
| Depreciation                                               | 15,437                                   | 13,061                   |
| Amortisation of trademarks                                 | -                                        | 533                      |
| Increase in provision for doubtful debts                   | 642                                      | 2,517                    |
| Retirement benefit and medical plan costs                  | (1,454)                                  | 2,245                    |
|                                                            | <u>98,482</u>                            | <u>94,586</u>            |
| Net change in accounts receivables and prepayments         | 7,433                                    | 68,568                   |
| Net change in accounts payable and accruals                | 4,801                                    | (14,473)                 |
| Net change in inventory                                    | <u>10,426</u>                            | <u>6,889</u>             |
|                                                            | 121,142                                  | 155,570                  |
| Taxation paid (net)                                        | <u>(21,772)</u>                          | <u>(3,120)</u>           |
| Cash generated from Operating Activities                   | <u>99,370</u>                            | <u>152,450</u>           |
| <b><u>INVESTING ACTIVITIES</u></b>                         |                                          |                          |
| Dividends declared and received (Note 27)                  | 83,612                                   | 60,068                   |
| Change in long-term investments                            | (16,515)                                 | (33,327)                 |
| Restricted cash                                            | (15,673)                                 | (54,728)                 |
| Net movement in fixed assets                               | <u>(26,509)</u>                          | <u>(11,022)</u>          |
| Cash generated from/(used in) Investing Activities         | <u>24,915</u>                            | <u>(39,009)</u>          |
| <b><u>FINANCING ACTIVITIES</u></b>                         |                                          |                          |
| Finance lease liability                                    | (650)                                    | (744)                    |
| (Repayment of)/proceeds from loan                          | (14,471)                                 | 72,458                   |
| Payments for treasury share purchases by trust             | -                                        | (2,633)                  |
| Dividend refunded                                          | -                                        | 1,244                    |
| Dividend paid by subsidiary to non-controlling interest    | (5,890)                                  | (4,712)                  |
| Dividends paid (Note 28)                                   | <u>(186,000)</u>                         | <u>(180,000)</u>         |
| Cash used in Financing Activities                          | <u>(207,011)</u>                         | <u>(114,387)</u>         |
| Net change in Cash Resources                               | (82,726)                                 | (946)                    |
| Net Cash Resources at beginning of year                    | <u>222,901</u>                           | <u>223,847</u>           |
| Net Cash Resources at end of year (Note 13)                | <u><b>140,175</b></u>                    | <u><b>222,901</b></u>    |

(The accompanying notes are an integral part of these consolidated financial statements)

## 1. Incorporation and Principal Activities:

National Enterprises Limited (NEL) is incorporated in Trinidad and Tobago and is controlled by the Minister of Finance (Corporation Sole). It was formed by the Government of the Republic of Trinidad and Tobago as part of a re-organisation exercise, to hold its shareholdings in selected state enterprises and facilitate a public offering on the Trinidad and Tobago Stock Exchange.

Its initial portfolio of investments in National Flour Mills Limited (NFM), Telecommunications Services of Trinidad and Tobago (TSTT) and Trinidad Nitrogen Company Limited (TRINGEN) were transferred at their last audited net asset value by the Minister of Finance (Corporation Sole) on behalf of the Government in exchange of 500,000,000 ordinary shares of no par value in the Company. All formation expenses were borne by the Ministry of Finance. Subsequently, on 14 December 2001, NEL acquired a 20% shareholding in NGC NGL Company Limited (NGCNGL) financed by the issue of an additional 50,511,540 shares and on 8 December 2003, NEL acquired a 37.84% shareholding in NGC Trinidad and Tobago LNG Limited (NGCLNG) financed by the issue of an additional 49,489,101 shares.

In December 2014, NEL entered into a joint venture and acquired 33.33% of Pan West Engineers and Constructors, LLC. NEL's principal business activity is therefore that of an Investment Holding Company and it has no business operations of its own. The company has a wholly owned subsidiary, NEL Power Holdings Limited. The principal business activities of its investee companies are disclosed in **Note 32**.

The accounts for the consolidated entity (the Group) are presented here. The accounts of the unconsolidated entity are presented separately.

The registered office of the Company is Level 15, Tower D, International Waterfront Centre, Wrightson Road, Port of Spain.

## 2. Summary of Significant Accounting Policies:

### (a) Basis of preparation

These consolidated financial statements are prepared in accordance with International Financial Reporting Standards (IFRSs), and are stated in thousands of Trinidad and Tobago dollars rounded to the nearest thousand. The historical cost basis is used, except for the measurement at fair value of available-for-sale investments and certain other financial instruments.

The accounting policies adopted are consistent with those of the previous financial year.

The Group has elected to present one statement.

### (b) Critical accounting estimates and judgements in applying accounting policies

The preparation of financial statements in conformity with IFRSs requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and judgements are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Although these estimates are based on management's best knowledge of current events and actions, actual results ultimately may differ from those estimates. Significant accounting estimates relate to the assessment of inventory and provision for doubtful receivables, as well as, the estimated useful lives of fixed assets and trademarks.

## 2. Summary of Significant Accounting Policies (continued)

### (c) New accounting standards and interpretations

- (i) The Group has applied the following standards, revised standards and interpretations for the first time for their annual reporting:

|         |                                                                                                                             |
|---------|-----------------------------------------------------------------------------------------------------------------------------|
| IFRS 12 | Disclosure of Interest in Other Entities - Amendments resulting from Annual Improvements 2014–2016 Cycle (clarifying scope) |
| IAS 7   | Statement of Cash Flows - Amendments resulting from disclosure initiative                                                   |
| IAS 12  | Income Taxes - Amendments resulting from recognition of deferred tax assets for unrealised losses                           |

With the exception of the disclosures relating to the amendments of IAS 7 (See Note 18), the adoption of these amendments did not have any impact on the current period or any prior period and is not likely to affect future periods. Other standards, amendments and interpretations which are effective for the financial year beginning 1 January 2017 are not applicable to the Group

- (ii) The Group has not applied the following standards, revised standards and interpretations that have been issued but are not yet effective as they either do not apply to the activities of the Group or have no material impact on its financial statements, except for IFRS 9 Financial Instruments:

|         |                                                                                                                                                                                                                    |
|---------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| IFRS 1  | First-time Adoption of Financial Reporting Standards - Amendments regarding the deletion of short-term exemptions for first-time adopters (effective for accounting periods beginning on or after 1 January 2018). |
| IFRS 2  | Share-based Payment - Amendments regarding the classification and measurement of share-based payment transactions (effective for accounting periods beginning on or after 1 January 2018).                         |
| IFRS 4  | Insurance Contracts - Amendments regarding the application of IFRS 9 'Financial Instruments' with IFRS 4 'Insurance Contracts' (effective for accounting periods beginning on or after 1 January 2018).            |
| IFRS 9  | Financial Instruments (effective for accounting periods beginning on or after 1 January 2018).                                                                                                                     |
| IFRS 9  | Financial Instruments - Amendments regarding the application of IFRS 9 'Financial Instruments' with IFRS 4 'Insurance Contracts' (effective for accounting periods beginning on or after 1 January 2018).          |
| IFRS 9  | Financial Instruments - Amendments regarding prepayment features with negative compensation (effective for accounting periods beginning on or after 1 January 2019).                                               |
| IFRS 15 | Revenue from Contracts with Customers (effective for accounting periods beginning on or after 1 January 2018).                                                                                                     |
| IFRS 16 | Leases (effective for accounting periods beginning on or after 1 January 2019).                                                                                                                                    |
| IFRS 17 | Insurance Contracts (effective for accounting periods beginning on or after 1 January 2021).                                                                                                                       |
| IAS 28  | Investment in Associates - Amendments regarding the long-term interests in associates and Joint Ventures (effective for accounting periods beginning on or after 1 January 2019).                                  |

## 2. Summary of Significant Accounting Policies (continued)

### (c) New accounting standards and interpretations (continued)

IAS 40 Investment Property - Amendments regarding the transfer of investment property (effective for accounting periods beginning on or after 1 July 2018).

IFRIC 22 Foreign Currency Transactions and Advance Consideration (effective for accounting periods beginning on or after 1 January 2018).

IFRIC 23 Uncertainty over Income Tax Treatments (effective for accounting periods beginning on or after 1 January 2019).

The Group has not applied IFRS 9 which has been issued but is not yet effective. Although its effect is likely to be significant, the impact cannot be determined with any degree of certainty, particularly with regard to twelve-month and life-time expected credit loss.

### (d) Consolidation

Subsidiaries are all entities over which the Group has the power to govern the financial and operating policies generally accompanying a shareholding of more than one-half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the Group controls another entity. National Flour Mills Limited, in which the Group has a 51% interest, and NEL Power Holdings Limited, in which the Group has a 100% interest, are subsidiaries. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are de-consolidated from the date on which control ceases.

The Group uses the purchase method of accounting to account for the acquisition of subsidiaries. The cost of an acquisition is measured as the fair value of the assets given, equity instruments issued and liabilities incurred or assumed at the date of exchange, plus costs directly attributable to the acquisition. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the fair value of the net assets of the subsidiary acquired, the difference is recognised directly in the profit and loss account. All intercompany transactions and balances are eliminated on consolidation.

### (e) Equity accounted investments

National Enterprises Limited ("the Company" or "NEL") owns 51% of Telecommunication Services of Trinidad and Tobago Limited ("TSTT") and Trinidad Nitrogen Company Limited ("TRINGEN"). Although NEL is the majority shareholder in these entities, shareholder agreements with the minority shareholders of both companies establish joint control by the joint venture partners. In the case of TSTT, the joint venture partner has been seeking to divest its shareholding and a divestment agreement had been negotiated under which the joint venture partner is no longer represented at the level of the Board. However, non-consolidation of TSTT by NEL remains, as the divestment process is an on-going exercise. Additionally NEL owns 33.33% – Pan West Engineers Constructors, LLC. In accordance with International Accounting Standard No. 31 – Interests in Joint Ventures, these investments are accounted for using the equity method of accounting.

NGC NGL Company Limited ("NGCNGL") and NGC Trinidad and Tobago LNG Limited ("NGCLNG") in which the Company has a 20% and 37.84% interest respectively, are associates and also accounted for using the equity method of accounting in accordance with International Accounting Standard No. 28 – Investments in Associates.

## 2. Summary of Significant Accounting Policies: (continued)

### (e) Equity accounted investments (continued)

Equity accounting involves recognising in the Consolidated Statement of Comprehensive Income, the Group's share of the associated company's post-acquisition profits and losses. The Group's share of the associated company's post-acquisition movements in reserves is recognized in reserves. The Group's interest in associated companies is carried in the Consolidated Statement of Financial Position at an amount which reflects its share of net assets including any fair value adjustments at the date of acquisition.

### (f) Financial assets

Financial assets are classified into the following categories – loans and receivables, available for sale and held to maturity financial assets. The classification depends on the purpose for which the investments were acquired. Management determines the classification of its investments at initial recognition and re-evaluates this at every reporting date.

#### *Loans and receivables*

Loans and receivables are non-derivative financial assets, with fixed or determinable payments that are not quoted in an active market and which the Group does not intend to sell in the short-term or which it has not designated as fair value through profit and loss, available for sale or held to maturity. Loans and receivables are carried at amortized cost using the effective interest method.

#### *Available for sale*

Investments intended to be held for an indefinite period of time and which may be sold in response to needs for liquidity or changes in interest rates are classified as available for sale. These investments are carried at fair value with realized gains and losses being taken to the profit and loss account and unrealized gains and losses being shown in equity.

#### *Held to maturity*

Investments with fixed or determinable payments and fixed maturity which the Group has the positive intent and ability to hold to maturity are classified as held to maturity and are stated at amortised costs.

Purchases and sales of investments are recognized on the trade date, which is the date on which the Group commits to purchase or sell the asset. Investments are initially recognized at fair value plus, in the case of financial assets not carried at fair value through profit and loss, transaction costs that are directly attributable to their acquisition. Investments are derecognized when the rights to receive cash flows from the investments have expired or where the Group has transferred substantially all risks and rewards of ownership.

The fair value of publicly traded instruments is based on its quoted market price at the reporting date. Where market values are not available the Group establishes fair value by using valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same and discounted cash flow analysis.

### (g) Fixed assets

Fixed assets are stated as cost less related depreciation. Cost includes expenditure that is directly attributable to the acquisition of the items. Subsequent costs are included in the assets' carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Consolidated Statement of Comprehensive Income during the financial period in which they are incurred. Land is not depreciated. Depreciation on other assets is calculated on the straight-line method to allocate their cost over their estimated useful lives using the following rates:

## 2. Summary of Significant Accounting Policies: (continued)

### (g) Fixed assets (continued)

|                                       |                |
|---------------------------------------|----------------|
| Buildings                             | 2.5%           |
| Plant, machinery and equipment        | 4.0% - 10.0%   |
| Forklift, trucks and loaders          | 25.0%          |
| Office equipment and air conditioning | 10.0% - 25%    |
| Computer equipment                    | 20.0% - 33.33% |
| Motor vehicles                        | 25.0%          |
| Leasehold improvements                | 10%            |

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposal are determined by comparing proceeds with the carrying amount and are included in the Consolidated Statement of Comprehensive Income.

### (h) Retirement benefit plan

The Subsidiary, National Flour Mills (NFM), operates a defined benefit plan covering its permanent employees. The funds of the Plan are administered by trustees. The Group's net obligation in respect of the retirement benefit plan is calculated by estimating the amount of future benefit and that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of the plan assets. The calculation of the defined benefit obligation is performed annually by a qualified independent actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognized asset is limited to the present value of economic benefits available in the form of any future refunds of Plan or reductions in future contributions to the Plan (after considering any minimum funding requirements).

Remeasurement of the net defined benefit asset, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any), are recognized immediately in other comprehensive income.

Net interest expense (income) or the net defined benefit liability (asset) is determined using the discount rate. Net interest expense and other expenses related to the retirement benefit plan are recognized in profit or loss.

The actuary performs a full actuarial valuation every three years and any surpluses or deficits may be recognized by an adjustment of future contribution rates.

### (i) Trademarks

Trademarks are shown at historical cost less accumulated amortization. Amortisation is calculated using the straight-line method to allocate the cost of trademarks over their estimated useful lives.

### (j) Inventories

Inventories are stated at the lower of cost and net realizable value. The cost of raw materials, packaging materials and maintenance spares is determined on the first-in, first-out basis. Finished products are stated at the lower of average cost of production and net realizable value. Cost of production comprises raw material, direct labour, other direct cost and related production overheads based on normal operating capacity. It excludes borrowing costs. Net realizable value is the estimated selling price in the ordinary course of business less selling expense.

## 2. Summary of Significant Accounting Policies: (continued)

### (k) Accounts receivable and prepayments

Trade and sundry receivables are recognized initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for impairment is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganization, and default or delinquency in payments are considered indicators that a receivable is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate. The amount of the provision is recognized in the Consolidated Statement of Comprehensive Income.

### (l) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand, deposits held on call with banks, other short-term highly liquid investments less bank overdrafts. Bank overdrafts are shown within current liabilities on the Consolidated Statement of Financial Position.

### (m) Share capital

Shares are classified as equity when there is no obligation to transfer cash or other assets. Incremental costs directly attributable to the issue of equity instruments are shown in equity as a deduction from the proceeds.

### (n) Borrowings

Borrowings are recognized initially at fair value net of transaction costs incurred. Borrowings are subsequently stated at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption value is recognized in the Consolidated Statement of Comprehensive Income over the period of the borrowings using the effective interest method.

Borrowing costs incurred for the construction of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use. Other borrowing costs are expense.

### (o) Taxation

The Group is subject to Corporation Tax as it does not meet the criteria of an Investment Company as defined by the Corporation Tax Act, Section 6(3). Tax on profit or loss for the year comprises current tax and the change in deferred tax. Current tax comprises tax payable calculated on the basis of the taxable income for the year using the prevailing tax rate and any adjustment to tax payable for previous years.

Deferred tax is calculated using the liability method whereby liabilities are recognised for temporary differences arising between the carrying amount of assets and liabilities in the Consolidated Statement of Financial Position and their tax basis, using tax rates that have been enacted or substantially enacted by the year end reporting date, which result in taxable amounts in future periods. Deferred tax assets relating to the carry forward of unused tax losses are recognised to the extent it is probable that sufficient taxable profits will be available against which the unused tax losses can be utilised.

### (p) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events, it is more likely than not that an outflow of resources will be required to settle the obligation and a reliable estimate of the amount can be made. Provisions are not recognized for future operating losses.

## 2. Summary of Significant Accounting Policies: (continued)

### (p) Provisions (continued)

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognized even if the likelihood of an outflow with respect to any other item included in the same class of obligations may be small. Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to the passage of time is recognized in the Consolidated Statement of Comprehensive Income.

### (q) Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods in the ordinary course of activities. Revenue is shown net of value-added-tax, rebates and discounts and after eliminating intra-group sale. Interest income is recognised on the accruals basis and dividend income is accrued for when the right to receive payment is established.

### (r) Earnings per share

Earnings per share is calculated by dividing profit attributable to equity holders of the Group by the weighted average number of ordinary shares in issue during the year.

### (s) Foreign currency translation

#### *Functional and presentation currency*

Items included in the consolidated financial statements are measured using the currency of the primary economic environment in which the entity operates (the 'functional currency'). The consolidated financial statements are presented in thousands of Trinidad and Tobago dollars, which is the Group's functional and presentation currency.

#### *Transactions and balances*

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Consolidated Statement of Comprehensive Income.

#### *Group companies*

The results and financial position of group companies that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (i) Assets and liabilities for each Statement of Financial Position presented are translated at the closing rate at the date of the Statement of Financial Position;
- (ii) Income and expenses for each Statement of Comprehensive Income are translated at average exchange rates; and
- (iii) The resulting exchange differences are recognized as a separate component of equity.

## 2. Summary of Significant Accounting Policies: (continued)

### (t) Segment reporting

A business segment is a group of asset and operations engaged in providing products or services that are subject to risks and returns that are different from those of other business segments.

### (u) Impairment of assets

Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash generating units). Non-financial assets that suffer impairment are reviewed for possible reversal of the impairment at each reporting date.

### (v) Leases

Assets obtained under finance leases are capitalised in the Consolidated Statement of Financial Position and are depreciated over their estimated useful economic lives or the lease term, whichever is the shorter. The interest element of these obligations is charged to the Consolidated Statement of Comprehensive Income over the relevant period. The capital element of the future payments is treated as a liability.

Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Consolidated Statement of Comprehensive Income on a straight-line basis over the period of the lease.

### (w) Dividends

Dividend distribution to the Group's shareholders is recognized as a liability in the Group's financial statements in the period in which the dividends are declared by the Group's directors.

### (x) Medical and life insurance plan

National Flour Mills Limited (NFM) operates a medical and life insurance plan (the medical Plan) covering employees who retire either directly from the company at age 60 or as a result of ill health. The medical plan is self-administered.

NFM's obligation in respect of the medical plan is calculated using approximate actuarial valuations of the liabilities and the projected unit actuarial method as required by IAS 19.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation. In countries where there is no deep market in such bonds, the market rates on government bonds are used.

Re-measurement of the net medical plan, which comprise actuarial gains and losses, (excluding interest) are recognised immediately in other comprehensive loss.

Net interest expense (income) or the net defined liability is determined using the discount rate. Net interest expense and other expenses related to the medical and life insurance are recognised in profit or loss.

### (y) Comparative information

Where necessary, comparative figures have been adjusted to conform with changes in presentation in the current year.

### 3. Financial Risk Management

#### Financial risk factors

The Group's activities are primarily related to the use of financial instruments. The Group accepts funds from shareholders and earns interest by investing in equity investments.

The following table summarizes the carrying amounts and fair values of the Group's financial assets and liabilities:

|                                          | 2018                    |                     |
|------------------------------------------|-------------------------|---------------------|
|                                          | Carrying Value (\$'000) | Fair Value (\$'000) |
| <b>Financial Assets</b>                  |                         |                     |
| Equity accounted investments             | 2,421,943               | 2,421,943           |
| Held to maturity                         | 139,358                 | 139,358             |
| Available for sale                       | 316,781                 | 316,781             |
| Retirement benefit asset                 | 20,914                  | 20,914              |
| Accounts receivable and prepayments      | 156,591                 | 156,591             |
| Restricted deposit                       | 75,020                  | 75,020              |
| Cash and cash equivalents                | 223,396                 | 223,396             |
| <b>Financial Liabilities</b>             |                         |                     |
| Finance lease liability                  | 885                     | 885                 |
| Long term borrowings                     | 158,448                 | 158,448             |
| Accounts payables and accruals           | 65,442                  | 65,442              |
| Bank overdraft and short-term borrowings | 83,221                  | 83,221              |
| Medical and Life Insurance Plan          | 18,120                  | 18,120              |
|                                          | 2017                    |                     |
|                                          | Carrying Value (\$'000) | Fair Value (\$'000) |
| <b>Financial Assets</b>                  |                         |                     |
| Equity accounted investments             | 2,409,457               | 2,409,457           |
| Held to maturity                         | 145,899                 | 145,899             |
| Available for sale                       | 291,111                 | 291,111             |
| Retirement benefit asset                 | 20,277                  | 20,277              |
| Accounts receivable and prepayments      | 154,554                 | 154,554             |
| Restricted deposit                       | 54,728                  | 54,728              |
| Cash and cash equivalents                | 348,155                 | 348,155             |
| <b>Financial Liabilities</b>             |                         |                     |
| Finance lease liability                  | 1,535                   | 1,535               |
| Long term borrowings                     | 172,919                 | 172,919             |
| Accounts payables and accruals           | 60,641                  | 60,641              |
| Bank overdraft and short-term borrowings | 125,254                 | 125,254             |
| Medical and Life Insurance Plan          | 16,833                  | 16,833              |

### 3. Financial Risk Management: (continued)

The Group is exposed to interest rate risk, credit risk, liquidity risk, currency risk, operational risk, compliance risk and reputation risk arising from the financial instruments that it holds. The risk management policies employed by the Group to manage these risks are discussed below.

#### (a) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates.

The Group is exposed to interest rate risk through the effect of fluctuations in the prevailing levels of interest rates on interest bearing financial assets and liabilities, including investments in bonds, loans and other funding instruments.

The exposure is managed through the matching of funding products with financial services and monitoring market conditions and yields.

#### Interest rate sensitivity analysis

The Group's exposure to interest rate risk is summarized in the table below, which analyses assets and liabilities at their carrying amounts categorized according to their maturity dates.

|                                          |                | 2018                  |                       |                       |                               |                  |
|------------------------------------------|----------------|-----------------------|-----------------------|-----------------------|-------------------------------|------------------|
|                                          | Effective Rate | Up to 1 year (\$'000) | 1 to 5 years (\$'000) | Over 5 years (\$'000) | Non-Interest Bearing (\$'000) | Total (\$'000)   |
| <b>Financial Assets</b>                  |                |                       |                       |                       |                               |                  |
| Equity accounted investments             | 0%             | -                     | -                     | -                     | 2,421,943                     | 2,421,943        |
| Held to maturity                         | 2 - 7%         | -                     | 98,112                | 41,246                | -                             | 139,358          |
| Available for sale                       | 0%             | -                     | -                     | 316,781               | -                             | 316,781          |
| Retirement benefit asset                 |                | -                     | -                     | 20,914                | -                             | 20,914           |
| Accounts receivable and prepayments      | 0%             | -                     | -                     | -                     | 156,591                       | 156,591          |
| Other financial assets                   | 2.45%          | 75,020                | -                     | -                     | -                             | 75,020           |
| Cash and cash equivalents                | 0%             | -                     | -                     | -                     | 223,396                       | 223,396          |
|                                          |                | <u>75,020</u>         | <u>98,112</u>         | <u>378,941</u>        | <u>2,801,930</u>              | <u>3,354,003</u> |
| <b>Financial Liabilities</b>             |                |                       |                       |                       |                               |                  |
| Finance lease facility                   |                | 885                   | -                     | -                     | -                             | 885              |
| Long-term borrowings                     | 2- 6.5%        | 27,547                | 61,952                | 68,949                | -                             | 158,448          |
| Accounts payables and accruals           |                | -                     | -                     | -                     | 65,442                        | 65,442           |
| Medical and Life Insurance Plan          |                | -                     | -                     | 18,120                | -                             | 18,120           |
| Bank overdraft and short-term borrowings | 2- 6.5%        | <u>83,221</u>         | <u>-</u>              | <u>-</u>              | <u>-</u>                      | <u>83,221</u>    |
|                                          |                | 111,653               | 61,952                | 87,069                | 65,442                        | 326,116          |

### 3. Financial Risk Management: (continued)

#### (a) Interest rate risk (continued)

|                                          |                | 2017                  |                       |                       |                               |                  |
|------------------------------------------|----------------|-----------------------|-----------------------|-----------------------|-------------------------------|------------------|
|                                          | Effective Rate | Up to 1 year (\$'000) | 1 to 5 years (\$'000) | Over 5 years (\$'000) | Non-Interest Bearing (\$'000) | Total (\$'000)   |
| <b>Financial Assets</b>                  |                |                       |                       |                       |                               |                  |
| Equity accounted investments             | 0%             | -                     | -                     | -                     | 2,432,501                     | 2,432,501        |
| Held to maturity                         | 2 - 7%         | -                     | -                     | 145,899               | -                             | 145,899          |
| Available for sale                       | 0%             | -                     | -                     | 291,111               | -                             | 291,111          |
| Retirement benefit asset                 |                | -                     | -                     | 20,277                | -                             | 20,277           |
| Accounts receivable and prepayments      | 0%             | -                     | -                     | -                     | -                             | 154,554          |
| Other financial assets                   | 0%             | 54,728                | -                     | -                     | -                             | 54,728           |
| Cash and cash equivalents                | 0%             | -                     | -                     | -                     | -                             | 348,155          |
|                                          |                | <u>54,728</u>         | <u>-</u>              | <u>457,287</u>        | <u>2,432,501</u>              | <u>3,447,225</u> |
| <b>Financial Liabilities</b>             |                |                       |                       |                       |                               |                  |
| Finance lease facility                   |                | 603                   | 932                   | -                     | -                             | 1,535            |
| Long-term borrowings                     | 2- 6.18%       | 27,190                | -                     | 145,729               | -                             | 172,919          |
| Medical and Life Insurance Plan          |                | -                     | -                     | 16,833                | -                             | 16,833           |
| Accounts payables and accruals           |                | -                     | -                     | -                     | 60,641                        | 60,641           |
| Bank overdraft and short-term borrowings | 0 - 1.4%       | <u>125,254</u>        | <u>-</u>              | <u>-</u>              | <u>-</u>                      | <u>125,254</u>   |
|                                          |                | <u>213,688</u>        | <u>932</u>            | <u>162,562</u>        | <u>60,641</u>                 | <u>377,182</u>   |

#### (b) Credit risk

Credit risk arises when a failure by counter parties to discharge their obligations could reduce the amount of future cash inflows from financial assets on hand at the reporting date. The Group has policies in place to ensure that all amounts due are collected within the specified credit period.

Cash balances are held with high credit quality financial institutions and the Group has policies to limit the amount of exposure to any financial institution.

#### (c) Liquidity risk

Liquidity risk is the risk that arises when the maturity of assets and liabilities does not match. An unmatched position potentially enhances profitability, but can also increase the risk of losses. The Group has procedures with the object of minimising such losses such as maintaining sufficient cash and other highly liquid current assets and by having available an adequate amount of committed credit facilities.

##### Liquidity gap

The Group's exposures to liquidity risk is summarized in the table below which analyses assets and liabilities based on the remaining period from the reporting date to the contractual maturity date.

3. Financial Risk Management: (continued)

(c) Liquidity Risk (continued)

|                                          | 2018                        |                             |                             |                   |
|------------------------------------------|-----------------------------|-----------------------------|-----------------------------|-------------------|
|                                          | Up to<br>1 year<br>(\$'000) | 1 to<br>5 years<br>(\$'000) | Over<br>5 years<br>(\$'000) | Total<br>(\$'000) |
| <b>Financial Assets</b>                  |                             |                             |                             |                   |
| Equity accounted investments             | -                           | -                           | 2,421,943                   | 2,421,943         |
| Held to maturity                         | -                           | 98,112                      | 41,246                      | 139,358           |
| Available for sale                       | -                           | -                           | 316,781                     | 316,781           |
| Retirement benefit asset                 | -                           | -                           | 20,914                      | 20,914            |
| Accounts receivable and prepayments      | 156,591                     | -                           | -                           | 156,591           |
| Other financial assets                   | 75,020                      | -                           | -                           | 75,020            |
| Cash and cash equivalents                | 223,396                     | -                           | -                           | 223,396           |
|                                          | <u>455,007</u>              | <u>98,112</u>               | <u>2,800,884</u>            | <u>3,354,003</u>  |
| <b>Financial Liabilities</b>             |                             |                             |                             |                   |
| Finance lease facility                   | 885                         | -                           | -                           | 885               |
| Long term borrowings                     | 27,547                      | 61,952                      | 68,949                      | 158,448           |
| Medical and Life Insurance Plan          | -                           | -                           | 18,120                      | 18,120            |
| Accounts payables and accruals           | 65,442                      | -                           | -                           | 65,442            |
| Bank overdraft and short-term borrowings | 83,221                      | -                           | -                           | 83,221            |
|                                          | <u>177,095</u>              | <u>61,952</u>               | <u>87,069</u>               | <u>326,116</u>    |
|                                          | 2017                        |                             |                             |                   |
|                                          | Up to<br>1 year<br>(\$'000) | 1 to<br>5 years<br>(\$'000) | Over<br>5 years<br>(\$'000) | Total<br>(\$'000) |
| <b>Financial Assets</b>                  |                             |                             |                             |                   |
| Equity accounted investments             | -                           | -                           | 2,409,457                   | 2,409,457         |
| Held to maturity                         | -                           | 87,692                      | 58,207                      | 145,899           |
| Available for sale                       | -                           | -                           | 291,111                     | 291,111           |
| Retirement benefit asset                 | -                           | -                           | 20,277                      | 20,277            |
| Accounts receivable and prepayments      | 154,554                     | -                           | -                           | 154,554           |
| Restricted deposit                       | 54,728                      | -                           | -                           | 54,728            |
| Cash and cash equivalents                | 348,155                     | -                           | -                           | 348,155           |
|                                          | <u>557,437</u>              | <u>87,692</u>               | <u>2,779,052</u>            | <u>3,424,181</u>  |
| <b>Financial Liabilities</b>             |                             |                             |                             |                   |
| Finance lease facility                   | 603                         | 932                         | -                           | 1,535             |
| Long term borrowings                     | 27,190                      | 24,816                      | 120,913                     | 172,919           |
| Medical and Life Insurance Plan          | -                           | -                           | 16,833                      | 16,833            |
| Accounts payables and accruals           | 60,641                      | -                           | -                           | 60,641            |
| Bank overdraft and short-term borrowings | 125,254                     | -                           | -                           | 125,254           |
|                                          | <u>213,688</u>              | <u>25,748</u>               | <u>137,746</u>              | <u>377,182</u>    |

### 3. Financial Risk Management: (continued)

#### (d) Currency risk

Currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates. Currency risk arises when future commercial transactions and recognized assets and liabilities are denominated in a currency that is not the Group's measurement currency. The Group is exposed to foreign exchange risk arising from various currency exposures primarily with respect to the United States Dollar. The Group's management monitors the exchange rate fluctuations on a continuous basis and acts accordingly.

#### (e) Operational risk

Operational risk is the risk derived from deficiencies relating to the Group's information technology and control systems, as well as the risk of human error and natural disasters. The Group's systems are evaluated, maintained and upgraded continuously. Supervisory controls are installed to minimize human error. Additionally, staff is often rotated and trained on an on-going basis.

#### (f) Compliance risk

Compliance risk is the risk of financial loss, including fines and other penalties, which arise from non-compliance with laws and regulations of the state. The risk is limited to a significant extent, due to the supervision applied by the Securities and Exchange Commission of Trinidad and Tobago, as well as by the monitoring controls applied by the Group.

#### (g) Reputation risk

The risk of loss of reputation arising from the negative publicity relating to the Group's operations (whether true or false) may result in a reduction of its clientele, reduction in revenue and legal cases against the Group. The Group engages in public social endeavors to engender trust and minimize this risk.

### 4. Critical Accounting Estimates and Judgements

The preparation of financial statements in accordance with International Financial Reporting Standards requires management to make judgements, estimates and assumptions in the process of applying the Group's accounting policies.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The Group makes estimates and assumptions concerning the future. However, actual results could differ from those estimates as the resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

Changes in accounting estimates are recognized in the Consolidated Statement of Comprehensive Income in the period in which the estimate is changed, if the change affects that period only, or in the period of the change and future periods if the change affects both current and future periods.

The critical judgements, apart from those involving estimations, which have the most significant effect on the amounts recognized in the consolidated financial statements, are as follows:

- i) Whether investments are classified as held to maturity investments, available for sale or loans and receivables.

#### 4. Critical Accounting Estimates and Judgements (continued)

- ii) Whether leases are classified as operating leases or finance leases.
- iii) Which depreciation method for plant and equipment is used.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date (requiring management's most difficult, subjective or complex judgements) that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are as follows:

##### i) Impairment of assets

Management assesses at each reporting date whether assets are impaired. An asset is impaired when the carrying value is greater than its recoverable amount and there is objective evidence of impairment. Recoverable amount is the present value of the future cash flows. Provisions are made for the excess of the carrying value over its recoverable amount.

##### ii) Plant and equipment

Management exercises judgement in determining whether future economic benefits can be derived from expenditures to be capitalized and in estimating the useful lives and residual values of these assets.

#### 5. Equity Accounted Investments

|                                                    | TSTT<br>(\$'000) | TRINGEN<br>(\$'000) | NGCLNG<br>(\$'000) | NGCNGL<br>(\$'000) | PAN WEST<br>(\$'000) | Total<br>(\$'000) |
|----------------------------------------------------|------------------|---------------------|--------------------|--------------------|----------------------|-------------------|
| <b>Year ended 31 March 2018</b>                    |                  |                     |                    |                    |                      |                   |
| Balance as at 1 April 2017                         | 1,102,457        | 338,267             | 251,743            | 367,289            | 349,701              | 2,409,457         |
| Share of profit after taxation                     | 4,316            | 46,600              | 4,465              | 56,993             | 16,510               | 128,884           |
| Dividends declared                                 | -                | -                   | (721)              | (9,391)            | -                    | (10,112)          |
| Dividends received                                 | (12,368)         | (10,315)            | (3,704)            | (40,649)           | (16,576)             | (83,612)          |
| Share of translation reserve                       | -                | 1,597               | 168                | 525                | -                    | 2,290             |
| Share of net actuarial loss<br>net of deferred tax | (16,708)         | (8,256)             | -                  | -                  | -                    | (24,964)          |
| Balance as at 31 March 2018                        | <u>1,077,697</u> | <u>367,893</u>      | <u>251,951</u>     | <u>374,767</u>     | <u>349,635</u>       | <u>2,421,943</u>  |
| <b>Year ended 31 March 2017</b>                    |                  |                     |                    |                    |                      |                   |
| Balance as at 1 April 2017                         | 1,100,195        | 279,847             | 242,325            | 346,090            | 349,607              | 2,318,064         |
| Share of profit after taxation                     | 24,735           | 58,463              | 6,543              | 42,654             | 13,504               | 145,899           |
| Dividends declared                                 | -                | (13,830)            | -                  | -                  | -                    | (13,830)          |
| Dividends received                                 | -                | (13,871)            | -                  | (32,786)           | (13,410)             | (60,067)          |
| Share of translation reserve                       | -                | 22,223              | 2,875              | 11,331             | -                    | 36,429            |
| Share of net actuarial loss<br>net of deferred tax | 571              | 5,435               | -                  | -                  | -                    | 6,006             |
| Balance as at 31 March 2018                        | <u>1,102,457</u> | <u>338,267</u>      | <u>251,743</u>     | <u>367,289</u>     | <u>349,701</u>       | <u>2,409,457</u>  |

As a result of the financial year ends of TRINGEN, NFM, NGCNGL and NGCLNG not being co-terminus with that of NEL, the book value under the equity method is based on the audited net asset positions as at 31 December 2017.

## 5. Equity Accounted Investments (continued)

The Group's share of the results of associates and its share of the assets and liabilities are as follows:

|                                     | Assets<br>(\$'000) | Liabilities<br>(\$'000) | Income<br>(\$'000) | Profit after<br>Taxation<br>(\$'000) |
|-------------------------------------|--------------------|-------------------------|--------------------|--------------------------------------|
| <b>31 March 2018</b>                |                    |                         |                    |                                      |
| NGC NGL Company Limited             | 229,244            | 61                      | 57,651             | 56,993                               |
| NGC Trinidad and Tobago LNG Limited | 64,877             | 20                      | 5,295              | 4,465                                |
|                                     | <u>294,121</u>     | <u>81</u>               | <u>62,946</u>      | <u>61,458</u>                        |
| <b>31 March 2017</b>                |                    |                         |                    |                                      |
| NGC NGL Company Limited             | 212,326            | 13                      | 43,417             | 42,654                               |
| NGC Trinidad and Tobago LNG Limited | 63,978             | 50                      | 7,591              | 6,543                                |
|                                     | <u>276,304</u>     | <u>63</u>               | <u>51,008</u>      | <u>49,197</u>                        |

There are no contingent liabilities relating to the associated companies.

The Group's share of the results of joint ventures and its share of the assets, liabilities, contingent liabilities and capital commitments are as follows:

|                         | TSTT             |                  | TRINGEN          |                  | PAN WEST         |                  |
|-------------------------|------------------|------------------|------------------|------------------|------------------|------------------|
|                         | 2018<br>(\$'000) | 2017<br>(\$'000) | 2018<br>(\$'000) | 2017<br>(\$'000) | 2018<br>(\$'000) | 2017<br>(\$'000) |
| <b>Assets</b>           |                  |                  |                  |                  |                  |                  |
| Non-current assets      | 2,072,444        | 1,781,615        | 565,649          | 560,016          | 349,636          | 349,636          |
| Current assets          | 597,454          | 760,037          | 297,841          | 297,875          | -                | -                |
|                         | <u>2,669,898</u> | <u>2,541,652</u> | <u>863,490</u>   | <u>857,891</u>   | <u>349,636</u>   | <u>349,636</u>   |
| <b>Liabilities</b>      |                  |                  |                  |                  |                  |                  |
| Non-current liabilities | 1,104,377        | 976,271          | 260,235          | 251,621          | -                | -                |
| Current liabilities     | 487,152          | 462,874          | 233,890          | 238,911          | 36               | -                |
|                         | <u>1,591,529</u> | <u>1,439,145</u> | <u>494,125</u>   | <u>490,532</u>   | <u>36</u>        | <u>-</u>         |
| Net assets              | <u>1,078,369</u> | <u>1,102,507</u> | <u>369,365</u>   | <u>367,359</u>   | <u>349,600</u>   | <u>349,636</u>   |
| Income                  | 1,345,853        | 1,477,270        | 681,374          | 739,614          | 16,613           | 13,558           |
| Expenses                | (1,341,537)      | (1,456,250)      | (579,012)        | (681,151)        | (103)            | (54)             |
| Profit after taxation   | <u>4,316</u>     | <u>21,020</u>    | <u>102,362</u>   | <u>58,463</u>    | <u>16,510</u>    | <u>13,504</u>    |
| Capital commitments     | 80,121           | 84,966           | 80,587           | 50,824           | -                | -                |

5. Equity Accounted Investments: (continued)

|                                                                         | No. of<br>Shares | Book Value<br>Under<br>Equity<br>Method<br>(\$'000) |
|-------------------------------------------------------------------------|------------------|-----------------------------------------------------|
| <b>31-Mar-18</b>                                                        |                  |                                                     |
| Telecommunications Services of Trinidad and Tobago Limited ("A" shares) | 144,238,384      | 1,077,697                                           |
| Trinidad Nitrogen Co. Limited ("A" shares)                              | 306,000          | 367,893                                             |
| NGC NGL Company Limited                                                 | 9,406,950        | 374,767                                             |
| NGC Trinidad and Tobago LNG Limited                                     | 9,226            | 251,951                                             |
| Pan West Engineers and Construction, LLC                                |                  | 349,635                                             |
|                                                                         |                  | <u>2,421,943</u>                                    |
| <b>31-Mar-17</b>                                                        |                  |                                                     |
| Telecommunications Services of Trinidad and Tobago Limited ("A" shares) | 110,238,384      | 1,102,457                                           |
| Trinidad Nitrogen Co. Limited ("A" shares)                              | 306,000          | 338,267                                             |
| NGC NGL Company Limited                                                 | 9,406,950        | 367,289                                             |
| NGC Trinidad and Tobago LNG Limited                                     | 9,226            | 251,743                                             |
| Pan West Engineers and Construction, LLC                                |                  | 349,701                                             |
|                                                                         |                  | <u>2,409,457</u>                                    |

6. Financial Assets

|                                                         | 2018<br>(\$'000) | 2017<br>(\$'000) |
|---------------------------------------------------------|------------------|------------------|
| Held to maturity:                                       |                  |                  |
| National Housing Authority TT\$40M 7% FXRB due 2025     | 53,881           | 39,563           |
| Home Mortgage Bank TT\$20M series B 2% FXRB due 2022    | 10,555           | 12,444           |
| First Citizens Bank Loan Note                           | 39,665           | 53,964           |
| Restricted Deposit                                      | 1,581            | 6,200            |
| ANSA Merchant Bank Loan Note                            | 33,676           | 33,728           |
|                                                         | <u>139,358</u>   | <u>145,899</u>   |
| Available for sale investments:                         |                  |                  |
| CLICO Investment Fund                                   | 20,160           | 22,500           |
| First Citizens Bank Limited                             | 51,753           | 40,509           |
| Power Generation Company of Trinidad and Tobago Limited | 151,316          | 151,316          |
| Trinidad and Tobago Stock Exchange                      | 224              | 224              |
| Trinidad and Tobago National Gas Limited                | 52,368           | 32,802           |
| UTC Calypso Index Fund                                  | 40,960           | 43,760           |
|                                                         | <u>316,781</u>   | <u>291,111</u>   |
|                                                         | <u>456,139</u>   | <u>437,010</u>   |

7. Fixed Assets

|                          | Industrial<br>and Office<br>Buildings<br>(\$'000) | Plant,<br>Machinery<br>and<br>Equipment<br>(\$'000) | Office<br>Furniture,<br>Equipment<br>and Motor<br>Vehicles<br>(\$'000) | Work in<br>Progress<br>(\$'000) | Total<br>(\$'000) |
|--------------------------|---------------------------------------------------|-----------------------------------------------------|------------------------------------------------------------------------|---------------------------------|-------------------|
| <b>31-Mar-18</b>         |                                                   |                                                     |                                                                        |                                 |                   |
| Opening net book amount  | 99,334                                            | 41,391                                              | 6,471                                                                  | 18,141                          | 165,337           |
| Additions                | 8,510                                             | 8,007                                               | 5,714                                                                  | 4,283                           | 26,514            |
| Disposal                 | -                                                 | -                                                   | (5)                                                                    | -                               | (5)               |
| Reclassification         | 5,288                                             | 7,850                                               | 1,902                                                                  | 15,040                          | -                 |
| Depreciation             | (6,620)                                           | (6,552)                                             | (2,265)                                                                | -                               | (15,437)          |
| Closing net book value   | 106,512                                           | 50,696                                              | 11,817                                                                 | 7,384                           | 176,409           |
| Cost                     | 161,594                                           | 309,855                                             | 50,120                                                                 | 7,384                           | 528,953           |
| Accumulated depreciation | (55,082)                                          | (259,159)                                           | (38,303)                                                               | -                               | (352,544)         |
| Closing net book value   | 106,512                                           | 50,696                                              | 11,817                                                                 | 7,384                           | 176,409           |
|                          |                                                   |                                                     |                                                                        |                                 |                   |
|                          | Industrial<br>and Office<br>Buildings<br>(\$'000) | Plant,<br>Machinery<br>and<br>Equipment<br>(\$'000) | Office<br>Furniture,<br>Equipment<br>and Motor<br>Vehicles<br>(\$'000) | Work in<br>Progress<br>(\$'000) | Total<br>(\$'000) |
| <b>31-Mar-17</b>         |                                                   |                                                     |                                                                        |                                 |                   |
| Opening net book amount  | 102,249                                           | 48,413                                              | 5,570                                                                  | 11,144                          | 167,376           |
| Additions                | 46                                                | 691                                                 | 3,288                                                                  | 6,997                           | 11,022            |
| Depreciation             | (2,961)                                           | (7,713)                                             | (2,387)                                                                | -                               | (13,061)          |
| Closing net book value   | 99,334                                            | 41,391                                              | 6,471                                                                  | 18,141                          | 165,337           |
| Cost                     | 147,796                                           | 293,998                                             | 42,509                                                                 | 18,141                          | 502,444           |
| Accumulated depreciation | (48,462)                                          | (252,607)                                           | (36,038)                                                               | -                               | (337,107)         |
| Closing net book value   | 99,334                                            | 41,391                                              | 6,471                                                                  | 18,141                          | 165,337           |

## 8. Retirement Benefit Asset

The Subsidiary, National Flour Mills (NFM) operates a defined benefit pension plan as follows:

|                                                                        | 2018<br>(\$'000) | 2017<br>(\$'000) |
|------------------------------------------------------------------------|------------------|------------------|
| <b>(a) Change in Defined Benefit Obligations</b>                       |                  |                  |
| Defined benefit obligations at start                                   | (160,059)        | (162,703)        |
| Service cost                                                           | 6,682            | (5,837)          |
| Interest cost                                                          | (4,352)          | (7,987)          |
| Members' contributions                                                 | (8,623)          | (1,604)          |
| Benefits paid                                                          | (2,240)          | 5,993            |
| Past service cost                                                      | (196)            | -                |
| Remeasurement:                                                         |                  |                  |
| Experience adjustments                                                 | 1,162            | 1,003            |
| Actuarial loss from changes in financial assumptions                   | -                | 11,076           |
| <b>Defined Benefit Obligation at end</b>                               | <b>(167,626)</b> | <b>(160,059)</b> |
| <b>(b) Amount recognised in the Statement of Financial Position</b>    |                  |                  |
| Present value of defined benefit obligation                            | (167,626)        | (160,059)        |
| Fair value of plan assets                                              | 188,540          | 180,336          |
| <b>Net IAS #19 Defined Benefit Asset</b>                               | <b>20,914</b>    | <b>20,277</b>    |
| <b>(c) Change in Plan Assets</b>                                       |                  |                  |
| Plan assets at start of year                                           | 180,336          | 171,762          |
| Expected return on Plan assets                                         | 5,750            | -                |
| Interest income                                                        | 2,240            | 8,580            |
| Group contributions                                                    | (6,682)          | 4,482            |
| Members' contributions                                                 | 9,943            | 1,604            |
| Benefits paid                                                          | (2,640)          | (5,993)          |
| Expense allowance                                                      | (407)            | -                |
| <b>Plan Assets at end of year</b>                                      | <b>188,540</b>   | <b>180,336</b>   |
| <b>Actual Return on Plan Assets</b>                                    | <b>7,303</b>     | <b>8,888</b>     |
| <b>(d) Amounts recognised in the Statement of Comprehensive Income</b> |                  |                  |
| Current service cost                                                   | 4,352            | 5,837            |
| Interest on defined benefit obligation                                 | (1,320)          | (593)            |
| Administration expenses                                                | 407              | 407              |
| Past service cost                                                      | 196              | -                |
| <b>Net Pension Cost</b>                                                | <b>3,635</b>     | <b>5,651</b>     |

8. Retirement Benefit Asset (continued)

|                                                                                                                                        | 2018<br>(\$'000) | 2017<br>(\$'000) |
|----------------------------------------------------------------------------------------------------------------------------------------|------------------|------------------|
| <b>(e) Reconciliation of Opening and Closing Statement of Financial Position Entries</b>                                               |                  |                  |
| Opening defined benefit asset                                                                                                          | 20,277           | 9,059            |
| Net pension cost                                                                                                                       | (3,635)          | (5,651)          |
| Remeasurement recognised in other comprehensive income                                                                                 | (1,478)          | 12,387           |
| Group contributions paid                                                                                                               | 5,750            | 4,482            |
| <b>Closing Defined Benefit Asset</b>                                                                                                   | <b>20,914</b>    | <b>20,277</b>    |
| <b>(f) Remeasurement reorganised in other Comprehensive Income</b>                                                                     |                  |                  |
| Experience losses                                                                                                                      | (1,478)          | 12,387           |
| <b>(g) Experience History</b>                                                                                                          |                  |                  |
| Defined benefit obligation                                                                                                             | (167,626)        | (160,059)        |
| Fair value of Plan assets                                                                                                              | 188,540          | 180,336          |
| Surplus                                                                                                                                | 20,914           | 20,277           |
| Experience adjustment of Plan liabilities                                                                                              | (196)            | 1,003            |
| Actuarial losses from changes in financial assumptions                                                                                 | 1,162            | 11,076           |
| <b>(h) The Subsidiary, National Flour Mills (NFM) expects to contribute \$5.2 million to its defined benefit pension plan in 2019.</b> |                  |                  |
| <b>(i) Summary of Principal Assumptions</b>                                                                                            |                  |                  |
| Discount rate                                                                                                                          | 5.50%            | 5.50%            |
| Salary increases                                                                                                                       | 3.25%            | 3.25%            |
| Pension increases                                                                                                                      | 0.00%            | 0.00%            |

The calculation of the defined obligation is sensitive to the assumptions used. The following table summarises how the defined obligation as at 31 March 2018 would have changed as a result of a change in the assumptions used.

|                         | 1% pa<br>Increase<br>\$million | 1% pa<br>decrease<br>\$million |
|-------------------------|--------------------------------|--------------------------------|
| Discount rate           | 24,543                         | (19,812)                       |
| Future salary increases | (6,549)                        | (7,450)                        |

## 8. Retirement Benefit Asset (continued)

### (i) Summary of Principal Assumptions (continued)

An increase of 1 year in the assumed life expectancies would increase the defined benefit obligation at 31 March 2018 by **\$2,906 million** (2017: \$2,773 million).

These sensitivities were calculated by re-calculating the defined benefit obligations using the revised assumptions as adjusted for the sensitivities.

There have been no changes in the way the sensitivity analysis was computed when compared with the financial year ended 31 March 2017.

The most recent actuarial assessment of the Pension Plan was at 31 December 2014.

### (j) Asset Allocation

|                                          | 2018<br>(\$'000) | 2017<br>(\$'000) |
|------------------------------------------|------------------|------------------|
| Locally listed equities ties             | 52,017           | 51,495           |
| Overseas equities                        | 14,618           | 10,199           |
| TT\$-denominated bonds                   | 86,429           | 72,316           |
| Non-TT\$-denominated bonds (mainly US\$) | 18,447           | 16,662           |
| Mutual funds (short-term securities)     | 311              | 873              |
| Cash and cash equivalents                | 7,016            | 18,562           |
| Other (immediate annuity policies)       | 9,702            | 10,229           |
| Fair value of Plan assets at end of year | <u>188,540</u>   | <u>180,336</u>   |

The Plan does not directly hold any assets and/shares of NFM.

### (k) The defined benefit obligation is allocated between the Plan's members as follows:

|                  | 2018 | 2017 |
|------------------|------|------|
| Active           | 57%  | 57%  |
| Deferred members | 15%  | 15%  |
| Pensioners       | 28%  | 28%  |

The weighted average duration of the defined benefit obligation at the year end 13.8 years (2016: 13.8 years).

98% (2017: 95%) of the value of the benefits for active members is vested.

20% (2017: 20%) of the defined benefit obligation for active members is conditional on future salary increases.

## 9. Trademarks

|                     | 2018<br>(\$'000) | 2017<br>(\$'000) |
|---------------------|------------------|------------------|
| Raw materials       | 50,189           | 57,341           |
| Packaging materials | 3,792            | 4,066            |
| Finished products   | <u>7,644</u>     | <u>10,644</u>    |
|                     | <u>61,625</u>    | <u>72,051</u>    |

## 9. Trademarks (continued)

Inventories are stated after a provision for impairment of **\$0.650 million** (2017: **nil**). The amount recognised as an expense in the year in respect of the write down of inventories is **nil** (2017: **\$0.178 million**). The amount recognised as a credit in the year in respect of reversals of write downs of inventories is **nil** (2017: **\$0.718 million**).

The cost of inventories recognised as an expense and included in cost of sales is **\$231,124 million** (2017: **\$253,504 million**).

## 10. Accounts Receivable and Prepayments

|                                                   | 2018<br>(\$'000) | 2017<br>(\$'000) |
|---------------------------------------------------|------------------|------------------|
| Trade receivables                                 | 57,724           | 58,283           |
| Dividends declared but not received               | 17,497           | 17,430           |
| Prepayments                                       | 1,428            | 990              |
| Sundry receivables                                | 2,043            | 1,997            |
| Other receivables                                 | 14,571           | 11,441           |
| Loan receivable                                   | 46,191           | 49,512           |
| Government of the Republic of Trinidad and Tobago | 17,137           | 14,901           |
|                                                   | <u>156,591</u>   | <u>154,554</u>   |

The amount due from the Government of the Republic of Trinidad and Tobago (GORTT) is as a result of NFM offering discounts to customers to pass on to the public on specific products at the request of the GORTT.

The aging analysis of trade receivables at the reporting date was:

|              | Gross<br>2018<br>(\$'000) | Impairment<br>2018<br>(\$'000) | Gross<br>2016<br>(\$'000) | Impairment<br>2016<br>(\$'000) |
|--------------|---------------------------|--------------------------------|---------------------------|--------------------------------|
| Not past due | 47,562                    | -                              | 44,922                    | -                              |
| Past due:    |                           |                                |                           |                                |
| 1-2 months   | 6,057                     | -                              | 5,297                     | -                              |
| 2-3 months   | 4,105                     | -                              | 8,064                     | -                              |
| 3-6 months   | 31,984                    | 31,984                         | 31,342                    | 31,342                         |
|              | <u>89,708</u>             | <u>31,984</u>                  | <u>89,625</u>             | <u>31,342</u>                  |

The movement in the impairment allowance during the year was as follows:

|                                          | 2018<br>(\$'000) | 2017<br>(\$'000) |
|------------------------------------------|------------------|------------------|
| Balance at 1 April                       | 31,342           | 28,825           |
| Allowance charged to profit for the year | 642              | 2,517            |
| Balance at 31 March                      | <u>31,984</u>    | <u>31,342</u>    |

#### 11. Restricted Deposit

As at 31 March 2018, NFM held a deposit of **\$76.601million** (2017: \$60.928 million). \$1,581 million are with a financial institution and is used to secure NFM's lease facility. The funds are held in a deposit, and earn interest of .15%.

An additional **\$75.020 million** earns interest of 2.45% and is held to secure a foreign denominated working capital facility and these mature within twelve (12) months of the Statement of Financial Position date.

#### 12. Cash and Cash Equivalents

|                        | 2018<br>(\$'000) | 2017<br>(\$'000) |
|------------------------|------------------|------------------|
| Cash at bank           | 99,310           | 155,468          |
| Short-term investments | 124,086          | 192,687          |
|                        | <u>223,396</u>   | <u>348,155</u>   |

#### 13. Cash Resources

|                                                    | 2018<br>(\$'000) | 2017<br>(\$'000) |
|----------------------------------------------------|------------------|------------------|
| Cash and cash equivalents (Note 12)                | 223,396          | 348,155          |
| Bank overdraft and short-term borrowings (Note 22) | (83,221)         | (125,254)        |
|                                                    | <u>140,175</u>   | <u>222,901</u>   |

#### 14. Stated Capital

|                                             | 2018<br>(\$'000) | 2017<br>(\$'000) |
|---------------------------------------------|------------------|------------------|
| <b>Authorised</b>                           |                  |                  |
| Unlimited number of shares of no par value  |                  |                  |
| <b>Issued and fully paid</b>                |                  |                  |
| 600,000,641 ordinary shares of no par value | <u>1,736,632</u> | <u>1,736,632</u> |

#### 15. Other Equity

NFM provided for employee participation in the capital ownership structure by providing access to shares in NFM through its Employee Share Ownership Plan (ESOP). The plan which took effect from 5 May 1995, allowed for an initial injection of **\$0.7 million** into the Trust with annual amounts not exceeding 3% of after tax profits for distribution to all permanent members of staff each year. The plan is classified as a cash settled share based payment whose allocation vest immediately.

The amount paid to each employee is pro-rated based on that employee's basic salary as a factor of total basic salaries of permanent employees in the particular of distribution. The ESOP requires that a minimum of 40% of each employee's entitlement be taken in the form of a share based payment. The Trust is managed by a financial institution in the name of NFM on behalf of the employees. NFM's liabilities relating to this arrangement is included within Accounts Payable and Accruals.

#### 15. Other Equity (continued)

Treasury shares are shares in NFM that are held by the National Flour Mills Limited Employee Share Trust. Shares are for the purpose of issuing shares under National Flour Mills Limited Employee Ownership Plan. The number of NFM's share held by the plan as at 31 March 2018 is 2,311 (2017: 2,335) with a fair value of **\$4.415 million** (2017: **\$5.884 million**). The fair value was derived from the Trinidad and Tobago Stock Exchange at the reporting date. The cost paid for those shares was **\$2.633 million**.

#### 16. Investment Remeasurement Reserve

In accordance with IAS 39, an investment re-measurement reserve has been created to capture unrealized gains/losses on available-for-sale investments.

#### 17. Translation Reserve

This reserve is used to record exchange differences arising from the translation of the functional currency (USD) from Investments in joint ventures and associated companies TRINGEN, NGCLNG AND NGCNGL to the presentation currency (TTD).

#### 18. Borrowings

|                                             | 2018<br>(\$'000) | 2017<br>(\$'000) |
|---------------------------------------------|------------------|------------------|
| (i) Republic Bank Limited - NPHL            | 89,577           | 96,461           |
| (ii) Republic Bank Limited - NEL            | 31,578           | 52,006           |
| (iii) Republic Bank Limited - NFM           | 37,293           | 24,452           |
|                                             | 158,448          | 172,919          |
| Current portion of long-term borrowings     | (27,547)         | (27,190)         |
| Non-current portion of long-term borrowings | 130,901          | 145,729          |

- (i) In the 2016 financial period this balance represent a short term loan facility from Republic Bank Limited for the amount of **US\$33,500,000** to assist with share acquisition in the PANWEST Engineers and Contractors, LLC at a floating rate of 3 months US Libor plus 1.4% payable in 3 years. NEL secured an extension on this loan to 19 November 2015 with semi annual interest rate resets.

As at 21 April 2016 the loan was renegotiated with the Republic Bank Limited of Trinidad and Tobago on the balance outstanding of **US\$9,200,000**. The new terms secured extended the loan for a period of three years with quarterly repayments at an interest rate of 140 basis points above the three month Libor to be reset semi-annually. A further extension was granted to 31 July 2019.

The loan facility is secured by a charge over **2,000,000** Units held on the Calypso Macro Index Fund held with Bourse Brokers Limited and a lien over the First Citizens Bank Limited USD account for **US\$3,000,000**.

## 18. Borrowings (continued)

- (ii) The balance represents a loan facility from Republic Bank Limited for the amount of US\$16.3 million to assist with share acquisition in the Power Generation Company of Trinidad and Tobago Limited.

The loan is repayable over ten (10) years at a floating rate of 6 months US Libor plus 2.5% with principal reductions of **US\$1 million** for the first three (3) years (2014-2017) thereafter payable via seven (7) annual payments of **US\$1.9 million** in arrears.

- (iii) This balance represents a 5 year amortised facility held by NFM for TT\$40 million to cover working capital and operating costs at a fixed interest rate of 4.75%.

This facility is secured by a debenture on all fixed and floating assets of NFM as well as a collateral mortgage over all real property, stamped to cover **\$90 million** ranking pari passu with a similar debenture held by Citibank Limited.

|                      | 1 April<br>2017<br>(\$'000) | Cash Flows<br>(\$'000) | Foreign<br>Exchange<br>Movement<br>(\$'000) | 31 March<br>2018<br>(\$'000) |
|----------------------|-----------------------------|------------------------|---------------------------------------------|------------------------------|
| Long term borrowings | 172,919                     | (14,432)               | 39                                          | 158,448                      |

## 19. Capital and Lease Commitments

The finance leases pertain to motor vehicles used by the Subsidiary, NFM. Finance leases liabilities are payable as follows:

|                            | Future<br>Minimum<br>Lease<br>Payments<br>2018<br>(\$'000) | Interest<br>2018<br>(\$'000) | Present<br>Value of<br>Minimum<br>Lease<br>Payments<br>2018<br>(\$'000) | Future<br>Minimum<br>Lease<br>Payments<br>2017<br>(\$'000) | Interest<br>2017<br>(\$'000) | Present<br>Value of<br>Minimum<br>Lease<br>Payments<br>2017<br>(\$'000) |
|----------------------------|------------------------------------------------------------|------------------------------|-------------------------------------------------------------------------|------------------------------------------------------------|------------------------------|-------------------------------------------------------------------------|
| Less than one year         | 885                                                        | -                            | -                                                                       | 603                                                        | -                            | -                                                                       |
| Between one and five years | -                                                          | (19)                         | -                                                                       | 1,682                                                      | (750)                        | -                                                                       |
|                            | <u>885</u>                                                 | <u>(19)</u>                  | <u>-</u>                                                                | <u>2,285</u>                                               | <u>(750)</u>                 | <u>-</u>                                                                |

|                            | 2018<br>(\$'000) | 2017<br>(\$'000) |
|----------------------------|------------------|------------------|
| Less than one year         | 885              | 603              |
| Between one and five years | -                | 932              |
|                            | <u>885</u>       | <u>1,535</u>     |

## 20. Deferred Tax Asset/Liability

|                                                      | 2018<br>(\$'000) | 2017<br>(\$'000) |
|------------------------------------------------------|------------------|------------------|
| Excess of net book value over written-down tax value | (39,635)         | (37,481)         |
| Remeasurement of medical plan                        | 5,436            | 5,050            |
| Retirement benefit asset                             | (6,275)          | (6,083)          |
|                                                      | <u>(40,474)</u>  | <u>(38,514)</u>  |

The movement in deferred tax for the year is as follows:

|                                                 | 2018<br>(\$'000) | 2017<br>(\$'000) |
|-------------------------------------------------|------------------|------------------|
| Balance at beginning of year                    | (38,514)         | (22,517)         |
| Charge to the Statement of Comprehensive Income | (2,591)          | (11,850)         |
| Recognition in Other Comprehensive Income       | 631              | (4,147)          |
| Balance at end of year                          | <u>(40,474)</u>  | <u>(38,514)</u>  |
| Deferred tax asset                              | 5,436            | 5,050            |
| Deferred tax liability                          | <u>(45,910)</u>  | <u>(43,564)</u>  |
|                                                 | <u>(40,474)</u>  | <u>(38,514)</u>  |

## 21. Medical and Life Insurance Plan

|                                                      | 2018<br>(\$'000) | 2017<br>(\$'000) |
|------------------------------------------------------|------------------|------------------|
| <b>(a) Change in Defined Benefit Obligations</b>     |                  |                  |
| Defined benefit obligations at start                 | (16,833)         | (17,194)         |
| Service cost                                         | (546)            | (620)            |
| Interest cost                                        | (904)            | (850)            |
| Benefits paid                                        | 789              | 394              |
| Remeasurement:                                       |                  |                  |
| Experience adjustments                               | (626)            | 227              |
| Actuarial loss from changes in financial assumptions | -                | 1,210            |
| <b>Defined Benefit Obligation at end</b>             | <u>(18,120)</u>  | <u>(16,833)</u>  |

### (b) The obligation is allocated between the members as follows:

|            |     |     |
|------------|-----|-----|
| Active     | 42% | 42% |
| Pensioners | 58% | 58% |

The weighted average duration of the obligation at the year-end was 14.3 years (2016: 15.3 years).

21. Medical and Life Insurance Plan (continued)

(c) Amounts recognised in the Statement of Comprehensive Income

|                         |              |              |
|-------------------------|--------------|--------------|
| Current service cost    | 546          | 620          |
| Interest on obligation  | 904          | 850          |
| <b>Net Pension Cost</b> | <b>1,450</b> | <b>1,470</b> |

(d) Reconciliation of Opening and Closing Statement of Financial Position Entries

|                                                        |               |               |
|--------------------------------------------------------|---------------|---------------|
| Opening Medical Life Insurance Plan liability          | 16,833        | 17,194        |
| Net medical plan cost                                  | 1,450         | 1,470         |
| Remeasurement recognised in other comprehensive income | 626           | (1,437)       |
| Group contributions paid                               | (789)         | (394)         |
| <b>Closing Medical Life Insurance Plan liability</b>   | <b>18,120</b> | <b>16,833</b> |

(e) Remeasurement reorganised in other Comprehensive Income

|                   |       |       |
|-------------------|-------|-------|
| Experience losses | (626) | 1,437 |
|-------------------|-------|-------|

(f) The subsidiary, National Flour Mills Limited, expects to pay **\$0.822 million** in benefits in 2018.

(g) Summary of Principal Assumptions

|                               | 2018<br>(\$'000) | 2017<br>(\$'000) |
|-------------------------------|------------------|------------------|
| Discount rate                 | 5.50%            | 5.50%            |
| Future medical cost increases | 4.50%            | 4.50%            |
| Future salary increases       | 3.25%            | 3.25%            |

The calculation of the Medical Plan obligation is sensitive to the assumptions used. The following summarises how the Medical Plan obligation as at 31 March 2018 would have changed as a result of a change in the assumptions used.

|                        | 1% pa<br>Decrease<br>\$million<br>2018<br>(\$'000) | 1% pa<br>Increase<br>\$million<br>2017<br>(\$'000) |
|------------------------|----------------------------------------------------|----------------------------------------------------|
| Discount rate          | 2,874                                              | 2,571                                              |
| Medical cost increases | (1,658)                                            | (1,521)                                            |

An increase of 1 year in the assumed life expectancies would increase the Medical Plan Obligation at 31 March 2018 by **\$0.168 million**.

These sensitivities were calculated by re-calculating the Medical Plan Obligation using the assumptions as adjusted for the sensitivities.

## 22. Medical and Life Insurance Plan (continued)

### (g) Summary of principal assumptions (continued)

There have been no changes in the way the sensitivity analysis was computed when compared with the financial year ended 31 March 2018.

The most recent actuarial assessment of the Medical and Life Insurance Plan was at 31 December 2014.

*Risk exposure – Retirement Benefit Asset (the Plan) and medical plan (Medical Plan)*

Through its defined benefit pension plans and medical plans, the Group is exposed to a number of risks, the most significant of which are detailed below:

#### (i) Assets volatility

The Plan and the Medical Plan liabilities are calculated using a discount rate set with reference to Government Bond yields; if plan assets underperform this yield, this will create a deficit. The Plan holds a significant proportion of equities, Government Bonds and Corporate Bonds, which all provide volatility and risk.

As the Plan matures, the Group intends to reduce the level of investment risk by investing more in assets that better match the liabilities.

The Group believes that due to the long-term nature of the Plan liabilities, a level of continuing equity investment is an appropriate element of the Group's long-term strategy to efficiently manage the Plan.

#### (ii) Changes in bond yields

A decrease in Government Bond yields will increase the Plan's liabilities, although this will be partially offset by an increase in the value of the Plan's bond holdings.

#### (iii) Inflation risks

Some of the Group's pension obligations are linked to salary inflation, and higher inflation will lead to higher liabilities. The majority of the Plan's assets are either unaffected by (fixed interest bonds) or loosely correlated with (equities) inflation, meaning that an increase in inflation will also increase the deficit.

#### (iv) Life expectancy

The majority of the Plan and Medical Plan obligations are to provide benefits for the life of the member, so increases in life expectancy will result in an increase in the Plans' liabilities.

## 22. Bank Overdraft and Short-Term Borrowing

|                 | 2018<br>(\$'000) | 2017<br>(\$'000) |
|-----------------|------------------|------------------|
| Revolving grain | <u>83,221</u>    | <u>125,254</u>   |

Revolving grain purchase loans have been provided by the following to finance the importation of grain.

23. Bank Overdraft and Short-Term Borrowing (continued)

|                                                              | 2018<br>(US\$'000) | 2017<br>(US\$'000) |
|--------------------------------------------------------------|--------------------|--------------------|
| Export Import Bank of Trinidad and Tobago (Eximbank) Limited | 3,000              | 9,285              |
| Citibank (Trinidad and Tobago) Limited                       | -                  | 9,282              |
| NCB Global Finance Limited                                   | 9,000              | -                  |
|                                                              | <u>12,000</u>      | <u>18,567</u>      |
|                                                              | (\$'000)           | (\$'000)           |
| TTD equivalent                                               | <u>83,221</u>      | <u>125,254</u>     |

**Export Import Bank of Trinidad and Tobago**

The terms and conditions with the Export Import Bank of Trinidad and Tobago (Eximbank or the Lender) Limited are as follows:

- The loan shall be repaid to the Lender 30-180 days from the drawdown date.
- Interest on the Facility granted by the Lender is payable by the Borrower or the Group at the interest rate determined in the first tiered interest rate; this interest rate will be subject to revision and change at any time based on prevailing market conditions without any prior notice to the Borrower.
- First Tiered Interest Rate – the rate of interest that the Lender applies to the facility will be 6.50% per annum.
- Promissory notes are signed and stamped for amounts advanced prior to disbursement of funds.

**Citibank (Trinidad and Tobago) Limited**

The terms and conditions with Citibank (Trinidad and Tobago) Limited (the Lender) are as follows:

- The Revolving Line of Credit in the amount of **USD\$10M** for trade finance related activities, in relation to the purchase of grain and other associated costs as permitted by the Lender. The tenor of disbursements is 90 days after which both interest and principal becomes due.
- This facility is secured by a letter of guarantee issued by the Ministry of Finance of the Government of the Republic of Trinidad and Tobago for up to US \$15M. Interest ranges between 2.82% to 2.91%. Additional security is provided by way of a debenture on all fixed and floating assets of the Company as well as a collateral mortgage over all real property stamped to cover **\$90M** ranking pari passu with a similar debenture held by Republic Bank Limited.
- This loan facility was paid off in the financial year.

**NCB Global Finance Limited**

The terms and conditions with NCB Global Finance Limited are as follows:

- A five (5) year amortised facility for **\$10 Million USD** to cover trade and finance related activities, in relation to the purchase of grain and other associated costs as permitted by the lender at a fixed interest rate of 5.90%.
- This facility is secured by a fixed deposit of **\$75 Million TTD** held by **NCB Global Finance Limited** bearing interest of 2.45%.

**23. Accounts Payable and Accruals**

|                                                   | 2018<br>(\$'000) | 2017<br>(\$'000) |
|---------------------------------------------------|------------------|------------------|
| Trade payables                                    | 24,801           | 29,292           |
| Payroll related liabilities                       | 9,998            | 8,255            |
| Accrued expenses                                  | 16,195           | 11,472           |
| Government of the Republic of Trinidad and Tobago | 14,448           | 11,622           |
|                                                   | <u>65,442</u>    | <u>60,641</u>    |

**24. Profit Before Taxation**

Profit before taxation is arrived at after charging:

|                               | 2018<br>(\$'000) | 2017<br>(\$'000) |
|-------------------------------|------------------|------------------|
| Finance charges               | 13,275           | 14,977           |
| Depreciation and amortisation | 15,437           | 13,594           |
| Directors' fees               | 838              | 1,357            |

**25. Taxation**

|                                                                               | 2018<br>(\$'000) | 2017<br>(\$'000) |
|-------------------------------------------------------------------------------|------------------|------------------|
| Current year                                                                  | (15,312)         | (9,483)          |
| Deferred tax                                                                  | (2,591)          | (11,850)         |
|                                                                               | <u>(17,903)</u>  | <u>(21,333)</u>  |
| Reconciliation of the effective tax rate to the statutory rate is as follows: |                  |                  |
| Profit before taxation                                                        | 222,129          | 218,414          |
| Tax at statutory rate                                                         | (55,532)         | (54,418)         |
| Tax effect of expenses/income not deductible for tax purposes                 | 40,614           | 39,500           |
| Tax utilised                                                                  | 547              | 547              |
| Tax impact of change in deferred tax rate from 25% to 30%                     | (6,575)          | (6,575)          |
| Business Levy                                                                 | (61)             | (61)             |
| Green Fund Levy                                                               | (326)            | (326)            |
| Prior year under accrual                                                      | (942)            | -                |
|                                                                               | <u>(17,903)</u>  | <u>(21,333)</u>  |

26. Earnings Per Share

|                                                            | 2018<br>(\$'000) | 2017<br>(\$'000) |
|------------------------------------------------------------|------------------|------------------|
| Profit attributable to equity holders of the Subsidiary    | 187,082          | 177,860          |
| Weighted average number of ordinary shares in issue ('000) | 600,001          | 600,001          |
| Earnings per share                                         | <u>0.31</u>      | <u>0.30</u>      |

27. Dividends Received from Joint Ventures and Associates

|                                                            | 2018<br>(\$'000) | 2017<br>(\$'000) |
|------------------------------------------------------------|------------------|------------------|
| Telecommunications Services of Trinidad and Tobago Limited | 12,368           | -                |
| Trinidad Nitrogen Co., Limited                             | 10,315           | 13,871           |
| NGC NGL Company Limited                                    | 40,649           | 32,786           |
| NGC Trinidad and Tobago LNG Limited                        | 3,704            | -                |
| Pan West Engineers and Constructors, LLC                   | 16,576           | 13,411           |
|                                                            | <u>83,612</u>    | <u>60,067</u>    |

28. Dividends Paid

|                                                                    | 2018<br>(\$'000) | 2017<br>(\$'000) |
|--------------------------------------------------------------------|------------------|------------------|
| 2017 final dividend - \$0.20 per share (2015 - \$0.27 per share)   | 120,000          | 90,000           |
| 2018 interim dividend - \$0.11 per share (2016 - \$0.15 per share) | <u>66,000</u>    | <u>90,000</u>    |
|                                                                    | <u>186,000</u>   | <u>180,000</u>   |

A final dividend in respect of the year ended 31 March 2018 is \$0.11 (2017 - \$0.20) has been approved. These consolidated financial statements do not reflect this dividend payable.

29. Contingent Liabilities

As at 31 March 2018, the subsidiary National Flour Mills (NFM) had a contingent liability in respect of various legal proceedings. The actual liability could differ from this estimate of \$3,101,000. In accordance with IAS 37, no liability has been created to recognise this contingent liability in these financial statements.

30. Related Party Transactions

|                                        | 2018<br>(\$'000) | 2017<br>(\$'000) |
|----------------------------------------|------------------|------------------|
| Key management compensation:           |                  |                  |
| Salaries and other short-term benefits | 13,436           | 12,736           |
| Termination benefits                   | <u>912</u>       | <u>713</u>       |
|                                        | <u>14,348</u>    | <u>13,449</u>    |

### 31. Principal Business Activities

The principal business activities of the subsidiary and other investee companies are:

| <u>Investment</u>                                          | <u>Incorporated</u> | <u>Activity</u>             | <u>% Interest</u> |
|------------------------------------------------------------|---------------------|-----------------------------|-------------------|
| <b>Subsidiary</b>                                          |                     |                             |                   |
| National Flour Mills Limited                               | Trinidad and Tobago | Food processing             | 51.00%            |
| NEL Power Holdings Limited                                 | Delaware, USA       | Investment                  | 100.00%           |
| <b>Joint Ventures</b>                                      |                     |                             |                   |
| Telecommunications Services of Trinidad and Tobago Limited | Trinidad and Tobago | Telecommunications provider | 51.00%            |
| Trinidad Nitrogen Co., Limited                             | Trinidad and Tobago | Manufacturer of ammonia     | 51.00%            |
| Pan West Engineers and Contractors, LLC                    | Delaware, USA       | Investment                  | 33.33%            |
| <b>Associates</b>                                          |                     |                             |                   |
| NGC NGL Company Limited                                    | Trinidad and Tobago | Investment holding company  | 20.00%            |
| NGC Trinidad and Tobago LNG Limited                        | Trinidad and Tobago | Investment holding company  | 37.84%            |

### 32. Operating Segments

National Flour Mills Limited has three (3) reportable segments, as described below, which are the subsidiary's strategic divisions. The strategic divisions offer different products and services, and are managed separately because they require different technology and marketing strategies. For each of the strategic divisions, the subsidiary's Chief Executive Officer (CEO) reviews internal management reports monthly. The following summary describes the operations in each of the subsidiary's reportable segments:

- Food stuff. Includes manufacturing and distributing flour, flour byproducts and rice.
- Animal feed. Includes manufacturing and distribution of feed products for animals.

Other operations include the purchase and sale of imported dry goods.

Information regarding the results of each reportable segment is included below. Performance is measured based on segment gross profit, as included in the internal management reports that are reviewed by the National Flour Mills Limited's CEO. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

Financial information regarding assets and liabilities by operating segment is not reported on a regular basis to National Flour Mills Limited's CEO.

### 32. Operating Segments (continued)

|                               | Food             |                  | Animal Feed      |                  | Other            |                  | Total            |                  |
|-------------------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|
|                               | 2018<br>(\$'000) | 2017<br>(\$'000) | 2018<br>(\$'000) | 2017<br>(\$'000) | 2018<br>(\$'000) | 2017<br>(\$'000) | 2018<br>(\$'000) | 2017<br>(\$'000) |
| External Revenue              | 311,550          | 308,531          | 104,178          | 117,903          | 19,765           | 44,075           | 435,493          | 470,509          |
| Depreciation and amortisation | 13,609           | 8,849            | 1,141            | 4,051            | 548              | 29               | 15,298           | 12,929           |
| Gross profit                  | 99,445           | 92,454           | 26,181           | 37,623           | 5,170            | 9,914            | 130,796          | 139,991          |

### 33. Maturity of Financial Liabilities

The following are the contractual maturities of financial liabilities, including estimated interest payments:

|                                 | Carrying<br>Amount<br>(\$'000) | Contractual<br>Cash Flow<br>(\$'000) | 6 Months<br>or less<br>(\$'000) | 6-12<br>Months<br>(\$'000) | 1-2<br>Years<br>(\$'000) | 2-5<br>Years<br>(\$'000) |
|---------------------------------|--------------------------------|--------------------------------------|---------------------------------|----------------------------|--------------------------|--------------------------|
| <b>31-Mar-18</b>                |                                |                                      |                                 |                            |                          |                          |
| Long-term borrowings            | 158,448                        | 158,448                              | -                               | 33,609                     | 23,647                   | 101,192                  |
| Other secured advances          | 83,221                         | 83,221                               | 83,221                          | -                          | -                        | -                        |
| Finance lease liability         | 885                            | 885                                  | -                               | 885                        | -                        | -                        |
| Medical and life insurance plan | 18,120                         | 18,120                               | -                               | -                          | -                        | 18,120                   |
| Accounts payable and accruals   | 65,374                         | 65,374                               | 65,374                          | -                          | -                        | -                        |
|                                 |                                | <u>326,048</u>                       | <u>148,595</u>                  | <u>34,494</u>              | <u>23,647</u>            | <u>119,312</u>           |
| <b>31-Mar-17</b>                |                                |                                      |                                 |                            |                          |                          |
| Long-term borrowings            | 172,919                        | 172,919                              | -                               | 88,984                     | 54,715                   | 29,220                   |
| Other secured advances          | 125,254                        | 125,254                              | 125,254                         | -                          | -                        | -                        |
| Finance lease liability         | 1,535                          | 1,535                                | -                               | 603                        | -                        | 932                      |
| Medical and life insurance plan | 16,833                         | 16,833                               | -                               | -                          | -                        | 16,833                   |
| Accounts payable and accruals   | 60,641                         | 60,641                               | 60,641                          | -                          | -                        | -                        |
|                                 |                                | <u>377,182</u>                       | <u>185,895</u>                  | <u>89,587</u>              | <u>54,715</u>            | <u>46,985</u>            |

### 34. Re-statement

Comparative information has been adjusted to take into account the following restatements and reclassifications made to prior year balances of Telecommunication Services of Trinidad and Tobago (TSTT), a Joint Venture:

a) The restatements to the Commissions and Rental fees - prior period error

Fees paid for the rental of premises related to the 2017 year end were included in error in the corresponding expenses in 2018. These charges were reversed from March 2018 expenses and included in the Other Comprehensive Income for the year ended March 2017. Similarly, commissions which related to the 2017 year end were also included in error in the corresponding expense for the year end March 2018, and this was also corrected.

### 34. Re-statement (continued)

- b) The restatements to fixed assets were as follows:

The Company embarked on a full review of its capital projects recorded in the Plant Under Construction (PUC) account. There were closed capital projects that were not transferred to the asset management module for periods prior to March 2017.

In accordance with IAS 8, 'Accounting Policies, Changes in Accounting Estimates and Errors' these prior period errors have been applied retrospectively. The impact of this restatement on the current and prior periods is disclosed in the table below.

#### Year ended 31 March 2016

|                                                  | As previously<br>reported<br>(\$'000) | Correction of<br>prior period<br>error<br>(\$'000) | As re-stated<br>(\$'000) |
|--------------------------------------------------|---------------------------------------|----------------------------------------------------|--------------------------|
| <b>Impact on Statement of Financial Position</b> |                                       |                                                    |                          |
| <b>Assets</b>                                    |                                       |                                                    |                          |
| Equity accounted investments                     | 2,318,064                             | (19,329)                                           | 2,298,735                |
| Total effect on net assets                       | <u>2,318,064</u>                      | <u>(19,329)</u>                                    | <u>2,298,735</u>         |
| <b>Equity</b>                                    |                                       |                                                    |                          |
| Retained Earnings                                | 1,321,866                             | (19,329)                                           | 1,302,537                |
| Total effect on Equity                           | <u>1,321,866</u>                      | <u>(19,329)</u>                                    | <u>1,302,537</u>         |

#### Year ended 31 March 2017

|                                                  | As previously<br>reported<br>(\$'000) | Correction of<br>prior period<br>error<br>(\$'000) | As re-stated<br>(\$'000) |
|--------------------------------------------------|---------------------------------------|----------------------------------------------------|--------------------------|
| <b>Impact on Statement of Financial Position</b> |                                       |                                                    |                          |
| <b>Assets</b>                                    |                                       |                                                    |                          |
| Equity accounted investments                     | 2,432,501                             | (23,044)                                           | 2,409,457                |
| Total effect on net assets                       | <u>2,432,501</u>                      | <u>(23,044)</u>                                    | <u>2,409,457</u>         |
| <b>Equity</b>                                    |                                       |                                                    |                          |
| Retained Earnings                                | 1,337,850                             | (23,044)                                           | 1,314,806                |
| Total effect on Equity                           | <u>1,337,850</u>                      | <u>(23,044)</u>                                    | <u>1,314,806</u>         |

34. Re-statement (continued)

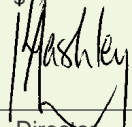
b) The restatements to fixed assets were as follows (continued):

Year ended 31 March 2017 (continued)

|                                                                             | As previously<br>reported<br>(\$'000) | Correction of<br>prior period<br>error<br>(\$'000) | As re-stated<br>(\$'000) |
|-----------------------------------------------------------------------------|---------------------------------------|----------------------------------------------------|--------------------------|
| <b>Impact on the Income Statement</b>                                       |                                       |                                                    |                          |
| <b>Assets</b>                                                               |                                       |                                                    |                          |
| Profit before taxation                                                      | 200,796                               | (3,715)                                            | 218,414                  |
| Taxation                                                                    | (21,333)                              | -                                                  | (21,333)                 |
| Profit for the year                                                         | <u>200,796</u>                        | <u>(3,715)</u>                                     | <u>197,081</u>           |
| <b>Impact on Other Comprehensive Income</b>                                 |                                       |                                                    |                          |
| <u>Items may be reclassified subsequently to profit or loss</u>             |                                       |                                                    |                          |
| Unrealised gains                                                            | (7,160)                               | -                                                  | (7,160)                  |
| <u>Items that will not be reclassified subsequently to profit or loss</u>   |                                       |                                                    |                          |
| Re-measurement or retirement benefit asset and medical expenses, net of tax | <u>9,677</u>                          | <u>-</u>                                           | <u>9,677</u>             |
| Total Other Comprehensive Income                                            | <u>2,517</u>                          | <u>-</u>                                           | <u>2,517</u>             |
| Total Comprehensive Income for the year, net of tax                         | <u>203,313</u>                        | <u>-</u>                                           | <u>199,598</u>           |
| <b>Impact on earnings per share</b>                                         |                                       |                                                    |                          |
| Profits attributable to equity holders of the company                       | 181,575                               | 3,715                                              | 177,860                  |
| Number of shares                                                            | 600,001                               | -                                                  | 600,001                  |
| Earnings per share                                                          | \$0.30                                | -                                                  | \$0.30                   |

| <b>ASSETS</b>                                         |       |                  |                                             |                                 |
|-------------------------------------------------------|-------|------------------|---------------------------------------------|---------------------------------|
|                                                       | Notes | 2018<br>(\$'000) | 31 March<br>2017<br>(\$'000)<br>(Re-stated) | 2016<br>(\$'000)<br>(Re-stated) |
| <b>Non-Current Assets:</b>                            |       |                  |                                             |                                 |
| Fixed assets                                          | 5     | 652              | 788                                         | 857                             |
| Investment in subsidiaries                            | 6     | 102,654          | 102,654                                     | 102,654                         |
| Investment in joint ventures and associated companies | 7     | 2,421,943        | 2,409,457                                   | 2,298,735                       |
| Other long-term investments                           | 8     | 303,242          | 279,494                                     | 253,327                         |
| Due from related parties                              | 9     | 96,316           | 111,625                                     | 112,329                         |
| Total Non-Current Assets                              |       | 2,924,807        | 2,904,018                                   | 2,767,902                       |
| <b>Current Assets:</b>                                |       |                  |                                             |                                 |
| Accounts receivable and prepayments                   | 10    | 14,091           | 19,427                                      | 73,427                          |
| Short-term investments                                | 11    | 104,322          | 208,890                                     | 236,400                         |
| Cash in hand and at bank                              | 12    | 43,589           | 29,587                                      | 80,220                          |
| Taxation recoverable                                  |       | 2,558            | 2,615                                       | 626                             |
| Total Current Assets                                  |       | 164,560          | 260,519                                     | 390,673                         |
| <b>Total Assets</b>                                   |       | <b>3,089,367</b> | <b>3,164,537</b>                            | <b>3,158,575</b>                |
| <b>EQUITY AND LIABILITIES</b>                         |       |                  |                                             |                                 |
| <b>Equity:</b>                                        |       |                  |                                             |                                 |
| Stated capital                                        | 13    | 1,736,632        | 1,736,632                                   | 1,736,632                       |
| Other equity                                          | 14    | 63,866           | 61,576                                      | 25,147                          |
| Investment remeasurement reserve                      | 15    | 16,422           | 9,189                                       | 16,349                          |
| Retained earnings                                     |       | 1,237,892        | 1,304,232                                   | 1,317,790                       |
| Total Equity                                          |       | 3,054,812        | 3,111,629                                   | 3,095,918                       |
| <b>Non-Current Liabilities:</b>                       |       |                  |                                             |                                 |
| Non-current portion of long-term loan facility        | 16    | 10,766           | 31,562                                      | -                               |
| Total Non-Current Liabilities                         |       | 10,766           | 31,562                                      | -                               |
| <b>Current Liabilities:</b>                           |       |                  |                                             |                                 |
| Current portion of long-term loan facility            | 16    | 20,812           | 20,444                                      | 60,408                          |
| Accounts payable and accruals                         | 17    | 2,977            | 902                                         | 2,249                           |
| Total Current Liabilities                             |       | 23,789           | 21,346                                      | 62,657                          |
| Total Liabilities                                     |       | 34,555           | 52,908                                      | 62,657                          |
| <b>Total Equity and Liabilities</b>                   |       | <b>3,089,367</b> | <b>3,164,537</b>                            | <b>3,158,575</b>                |

These unconsolidated financial statements were approved by the Board of Directors and authorised for issue on 13 July 2018 and signed on their behalf by:

  
\_\_\_\_\_  
Director  
Ingrid L.A. Lashley

  
\_\_\_\_\_  
Director  
Navin Rajkumar

(The accompanying notes are an integral part of these consolidated financial statements)

|                                                                      |       | For the year ended<br>31 March |                       |
|----------------------------------------------------------------------|-------|--------------------------------|-----------------------|
|                                                                      | Notes | 2018<br>(\$'000)               | 2017<br>(\$'000)      |
| <b>Revenue</b>                                                       |       |                                |                       |
| Interest income                                                      |       | 8,580                          | 9,506                 |
| Dividend income                                                      | 18    | 14,028                         | 12,662                |
| Other income                                                         |       | 42                             | 1,767                 |
|                                                                      |       | <u>22,650</u>                  | <u>23,895</u>         |
| <b>Operating Expenses</b>                                            |       |                                |                       |
| Accounting and audit fees                                            |       | 347                            | 389                   |
| Administrative services                                              |       | 910                            | 489                   |
| Bank charges                                                         |       | 9                              | 3                     |
| Consulting fees                                                      |       | 771                            | 1,719                 |
| Depository fees                                                      |       | 128                            | 44                    |
| Depreciation                                                         |       | 138                            | 132                   |
| Directors' fees                                                      |       | 518                            | 540                   |
| Publication fees                                                     |       | 540                            | 591                   |
| Staff salaries and benefits                                          |       | 1,817                          | 1,578                 |
| T & T Securities and Exchange Commission                             |       | 8                              | 6                     |
|                                                                      |       | <u>5,186</u>                   | <u>5,491</u>          |
| Operating profit                                                     |       | 17,464                         | 18,404                |
| Finance costs                                                        |       | <u>(1,201)</u>                 | <u>(1,054)</u>        |
|                                                                      |       | 16,263                         | 17,350                |
| Share of profit of equity accounted investments net of tax           |       | <u>128,884</u>                 | <u>142,184</u>        |
| Net profit before tax                                                |       | 145,147                        | 159,534               |
| Taxation                                                             | 19    | <u>(523)</u>                   | <u>(341)</u>          |
| Net profit for the year                                              |       | 144,624                        | 159,193               |
| <b>Other Comprehensive Income</b>                                    |       |                                |                       |
| <u>Items that may be reclassified subsequently to profit or loss</u> |       |                                |                       |
| Unrealised gains                                                     |       | <u>7,233</u>                   | <u>(7,160)</u>        |
| <b>Total Comprehensive Income</b>                                    |       | <u><u>155,748</u></u>          | <u><u>152,033</u></u> |

(The accompanying notes are an integral part of these financial statements)

## Notes:

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## Notes:

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This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.



THE REPUBLIC OF TRINIDAD AND TOBAGO

THE COMPANIES ACT, CHAPTER 81:01  
(SECTION 144)

## Management Proxy Circular

1. **Name of Company:** National Enterprises Limited **Company No.:** N-735 (95)
2. **Particulars of Meeting:**  
Annual Meeting to be held at Radisson Hotel, Wrightson Road, Port of Spain on **August 23 2018 at 10:00am.**
3. **Solicitation:**  
The Management of the Company is required by the Companies Act, Chapter 81:01 of the laws of Trinidad and Tobago ("the Act") to send together with the notice convening the meeting, forms of proxy. By complying with the Act, Management is deemed to be soliciting proxies within the meaning of the Act. This *Management Proxy Circular* accompanies the Notice of Annual Meeting of the Company and is furnished in connection with the solicitation by the Management of the Company of proxies for use at the meeting or any adjournment thereof.
4. **Any director's statement submitted pursuant to section 76 (2):**  
No statement has been received from any director pursuant to section 76(2) of the Companies Act, Chapter 81:01.
5. **Any auditor's statement submitted pursuant to section 171 (1):**  
Not Applicable.
6. **Any shareholder's proposal and/or statement submitted pursuant to sections 166(a) and 117(2):**  
No proposals have been submitted.

| DATE         | NAME AND TITLE                                          | SIGNATURE                                                                                                                                 |
|--------------|---------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------|
| July 30 2018 | Aegis Business Solutions Limited<br>Corporate Secretary | <br>AEGIS<br>BUSINESS SOLUTIONS LIMITED<br>Secretary |



## INSTRUCTIONS

- Item 1:** Set out the full legal name of the company and, except where a number has not been assigned, state the company number.
- Item 2:** State full particulars of the meeting including the date, place and time.
- Item 3:** Set out the solicitation being made by management of the company.
- Item 4:** Any Director's statement submitted pursuant to section 76(2) shall, unless it is included in or attached to a *Management Proxy Circular*, be sent to every shareholder entitled to receive notice of the meeting and to the registrar; section 76(3).
- Item 5:** Any Auditor's statement submitted pursuant to section 171(1) shall, unless it is included in or attached to a *Management Proxy Circular*, be sent to every Shareholder entitled to receive notice of the meeting and to the Registrar; section 171(2).
- Item 6:** Any proposal submitted by a Shareholder pursuant to section 116(a) and any statement pursuant to section 117(2) must be set out in the *Management Proxy Circular* or attached thereto.
- Signature:** A Director or authorised officer of the company shall sign the circular.



THE COMPANIES ACT, CHAPTER 81:01  
(Section 143 (1))

## FORM OF PROXY

1. Name of Company: National Enterprises Limited Company No.: N-735 (95)
2. Particulars of Meeting: Nineteenth Annual Meeting of Shareholders to be held at the Radisson Hotel, Wrightson Road, Port of Spain on August 23 2018, at 10 am.

I/We (block letters please) \_\_\_\_\_

of \_\_\_\_\_

\_\_\_\_\_

Shareholder(s) in the above Company, appoint(s) \_\_\_\_\_

of \_\_\_\_\_

\_\_\_\_\_

or failing him \_\_\_\_\_

of \_\_\_\_\_

to be my/our proxy to vote for me/us and on my/our behalf at the above meeting and any adjournment thereof in the same manner, to the same extent and with the same powers as if I/we were present at the said meeting or such adjournment or adjournments thereof.

Please indicate, with an "X" in the spaces below, how you wish your proxy to vote on the Resolutions referred to. If no such indication is given, the proxy will exercise his discretion as to how he votes or whether he abstains from voting.

|              |                                                                                                                                                                                                       | For | Against |
|--------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|---------|
| Resolution 1 | <ul style="list-style-type: none"><li>That the financial statements of the company for the year ended March 31, 2018 and the reports of the Directors and Auditors be received and adopted.</li></ul> |     |         |
| Resolution 2 | <ul style="list-style-type: none"><li>That the final dividend of \$0.11 per share be approved.</li></ul>                                                                                              |     |         |

|              |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | For | Against |
|--------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|---------|
| Resolution 3 | <ul style="list-style-type: none"> <li>That the following person be appointed as Directors to the Board of National of Enterprises Limited for the following periods with effect from the date of appointments.</li> </ul> <p>Mr. Ross Alexander      Representative of Labour   - 3 years<br/> Vishnu Dhanpaul       Representative of GORTT   - 3 years<br/> Ingrid L.A. Lashley      Representative of GORTT   - 3 years<br/> Dr. Ferri Hosein       Representative of GORTT   - 2 years<br/> Annalean Inniss       Representative of GORTT   - 2 years<br/> Janet Parks           Representative of GORTT   - 2 years<br/> David Robinson       Representative of RBL     - 1 year</p> |     |         |
| Resolution 4 | <ul style="list-style-type: none"> <li>That PKF Chartered Accountants and Business Advisors be re-appointed as the Auditors and the Directors be empowered to determine the Auditors' remuneration in respect of the period ending at the conclusion of the Twentieth Annual Meeting of the Company.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                            |     |         |

Signature(s) \_\_\_\_\_ Witness (es) \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Date \_\_\_\_\_

\_\_\_\_\_

## NOTES

1. In the case of a joint holding, the signature of any is sufficient, but the names of all joint holders should be stated.
2. If the appointer is a Corporation, this form must be under its common seal or under the hand of some officer or attorney duly authorized in that behalf.
3. To be valid, this form must be completed and deposited at the Registered Office of the Company at the address below not less than forty-eight (48) hours before the time fixed for holding the meeting or adjourned meeting.

THE CORPORATE SECRETARY  
NATIONAL ENTERPRISES LIMITED  
LEVEL 15, TOWER D  
INTERNATIONAL WATERFRONT CENTRE  
WRIGHTSON ROAD  
PORT OF SPAIN



# CHANGE OF ADDRESS FORM

Please complete all information requested in this form.

When completed in its entirety and signed, please return this form along with a copy of a utility bill and two forms of valid national identification to:

Private and Confidential

**The Registrar Department  
The Trinidad and Tobago Central Depository  
10th Floor Nicholas Tower  
63-65 Independence Square  
Port of Spain**

## Section 1 – Shareholder's Current Information

Current Name: \_\_\_\_\_

Current Address: \_\_\_\_\_

Contact Number: \_\_\_\_\_

## Section 2 - Shareholder's New Information (if any changes)

Changed Name: \_\_\_\_\_

Changed Address: \_\_\_\_\_

\_\_\_\_\_

Contact Number: \_\_\_\_\_

Email Address: \_\_\_\_\_

### Section 3 - Dividend Payment Instructions

Dividends are paid semi-annually, through the Trinidad and Tobago Central Depository, via cheque or direct deposit via ACH to a commercial bank of your choice. If you do not provide a dividend address, the dividend cheques will be mailed to the Shareholder's current address on record on the payment date each year. **Kindly advise by ticking your agreed payment method.**

**Cheque Payment** ☐

Dividend Address \_\_\_\_\_

Contact Information \_\_\_\_\_

**Direct Deposit (via ACH)** ☐

Bank of Choice \_\_\_\_\_

Account Number \_\_\_\_\_

Shareholder Comments: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Signature of Shareholder: \_\_\_\_\_

Date: \_\_\_\_\_



NATIONAL ENTERPRISES LIMITED



National Enterprises Limited,  
Level 15, Tower D,  
International Waterfront Centre,  
Wrightson Road,  
Port of Spain, Trinidad & Tobago.  
T: 1(868) 625-0015  
F: 1(868) 624-3029  
E: [info.nel@gov.tt](mailto:info.nel@gov.tt)  
W: [www.nel.co.tt](http://www.nel.co.tt)