

RBTT Financial Holdings Limited

Directors' Report

31 March 2002

REPORT OF THE DIRECTORS

The Directors have pleasure in submitting their Report for the year ended 31 March 2002.

CONSOLIDATED FINANCIAL RESULTS AND DIVIDENDS	TT\$'000	TT\$'000
Profit attributable to shareholders	-	483,040
Transfer to Statutory Reserve	-	(32,603)
Transfers to Other Reserves	-	(7,813)
Currency Translation Differences	-	(415)
Dividends:		
Interim Dividend of 25 cents per share paid on 4 December 2001	85,061	-
Final Dividend of 35 cents per share payable on 12 June 2002	119,085	(204,146)
Retained Profits at beginning of year	-	686,777
Retained Profits at end of year	-	924,840

DIRECTORS

Messrs. Robert Bermudez, Joseph P. Esau, Terrence A. J. Martins, Rodney S. Prasad and Gary N. Voss's term of office expires at the close of the Fourth Annual Meeting on Thursday 27 June 2002 and being eligible offer themselves for re-election. It is proposed that Messrs. Robert Bermudez, Joseph P. Esau, Terrence A. J. Martins, Rodney S. Prasad and Gary N. Voss be elected for a term of three years.

AUDITORS

The Auditors, PricewaterhouseCoopers, retire and being eligible offer themselves for re-appointment. The Directors have agreed to recommend the re-appointment of PricewaterhouseCoopers as Auditors of the Company. In accordance with Section 163 (1) of the Companies Act, 1995 the term of the appointment will extend from the close of the Fourth Annual Meeting until the next Annual Meeting of the Company.

DIRECTORS' INTEREST

The interests of the Directors holding office at the end of the Company's Financial Year in the Ordinary Shares of the Company were as follows:-

Director	Beneficial	Non-Beneficial
Gaston S. Aguilera	63,527	Nil
John P. Andrews	6,006	Nil
Robert Bermudez	29,666	-
Martin G. Daly S.C.	6,098	Nil
Joseph P. Esau	31,042	Nil
H. Peter Ganteaume	10,000	Nil
Peter J. July	46,115	-
Arthur Lok Jack	Nil	Nil
Terrence A.J. Martins	87,130	Nil
Krishna Narinesingh	13,900	Nil
Phillip M. Nassief	10,000	Nil
Rodney S. Prasad	19,806	Nil
Suresh B. Sookoo	Nil	Nil
Gary N. Voss	7,920	Nil

There has been no change in these interests occurring between the end of the Company's Financial Year and one month prior to the date of the Notice convening the Annual Meeting.

At no time during or at the end of the financial year has any Director had any material interests in any contract or arrangement in relation to the business of the Company or any of its subsidiaries.

SUBSTANTIAL INTERESTS IN SHARE CAPITAL

A substantial interest is a holding of 1/10 or more of the Issued Capital of the Company. The Guardian Holdings Group of Companies collectively holds approximately 20.63 percent of the Issued Capital of the Company.

Dated this 3rd day of June 2002.

BY ORDER OF THE BOARD

Neera S. Lakhan
Corporate Secretary
