

Company Registration No. 04968445

GM Capital Markets Limited

Annual Report and Financial Statements

for the year ended 31 December 2011

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GM Capital Markets Limited

Annual report and financial statements for the year ended 31 December 2011

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GM Capital Markets Limited

Annual report and financial statements for the year ended 31 December 2011

Officers and professional advisers

Directors

Prashant Naik
Julian Swain

Secretary

Jessica Terry

Registered Office

1 Snowden Street
London
EC2A 2DQ

Auditor

Deloitte LLP
London
United Kingdom

GM Capital Markets Limited

Directors' report

The directors present their report and the audited financial statements of GM Capital Markets Limited (the "Company") for the year ended 31 December 2011

Principal activities and business review

The principal activities of the Company ceased in 2007 and it is not expected to trade for the foreseeable future. The financial statements are prepared on a going concern basis.

Results and dividends

The Company had no gains or losses (2010: loss \$1,000) in the year ended 31 December 2011. The directors did not declare any dividend during the year. No final dividend is being proposed (2010: \$nil).

Directors

The directors who served during the year were:

Prashant Naik
Julian Swain

Directors' indemnities

GFI Group Inc., of which GM Capital Markets Limited is a member, has made indemnity provisions for the benefit of its directors. These provisions were in force at the date of this report.

Auditor

Each of the persons who are directors at the date of approval of this report confirms that:


- so far as the directors are aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the directors have taken all the steps that they ought to have taken as a director in order to make themselves aware of all relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Small company special provisions

This Directors' Report has been prepared in accordance with the special provisions relating to small companies under section 415(A)(1)&(2) of the Companies Act 2006.

Approved by the Board of Directors and signed on behalf of the Board



Prashant Naik
Director

24 April 2012

GM Capital Markets Limited

Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under Company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent auditor's report to the members of GM Capital Markets Limited

We have audited the financial statements of GM Capital Markets Limited for the period ended 31 December 2011 which comprise of the profit and loss account, the balance sheet and the related notes 1 to 11. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 31 December 2011 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

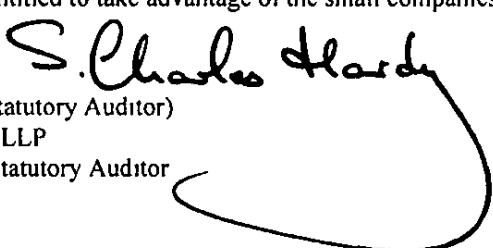
Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit, or
- the directors were not entitled to take advantage of the small companies exemption in preparing the directors' report.


Simon Hardy FCA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London, United Kingdom

24 April 2012

GM Capital Markets Limited

Profit and loss account For the year ended 31 December 2011

	Notes	2011 \$'000	2010 \$'000
Administrative expenses		-	(1)
Operating loss	2	-	(1)
Tax on loss on ordinary activities	5	-	-
Loss on ordinary activities after taxation	8	-	(1)

All activities derive from discontinued operations

There were no recognised gains or losses other than those shown in the profit and loss account above in the current year or previous year, and therefore no statement of total recognised gains and losses is presented

GM Capital Markets Limited

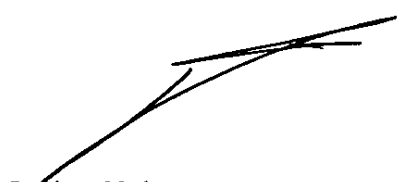
Balance sheet

As at 31 December 2011

	Notes	2011 S'000	2010 S'000
Creditors: amounts falling due within one year	6	<u>(365)</u>	<u>(365)</u>
Net liabilities		<u>(365)</u>	<u>(365)</u>
Capital and reserves			
Called up share capital	7	2	2
Profit and loss account	8	<u>(367)</u>	<u>(367)</u>
Equity shareholder's deficit	9	<u>(365)</u>	<u>(365)</u>

The financial statements of GM Capital Markets Limited, registered number 04968445 were approved and authorised for issue by the Board of Directors on 24 April 2012

Signed on behalf of the Board of Directors



Prashant Naik
Director

GM Capital Markets Limited

Notes to the financial statements For the year ended 31 December 2011

1. Accounting policies

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the preceding year on the basis that the company is a going concern.

Basis of accounting

The financial statements are prepared under the historical cost convention in accordance with applicable United Kingdom law and Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Cash flow statement

The parent undertaking, of the largest group that includes the Company, GFI Group Inc, produces a cash flow statement. Accordingly, the Company has elected to avail itself of the exemption provided in Financial Reporting Standard 1 (revised 1996) paragraph 5 and not produce a cash flow statement.

Foreign exchange

These financial statements are denominated in US dollars (\$) as this is the Company's primary economic environment.

Profit and loss account items denominated in currencies other than US dollars (\$) are translated at the average exchange rate ruling during the month of the transaction.

Monetary items in the balance sheet are translated at the rates of exchange ruling at the balance sheet date. Exchange differences are taken to the profit and loss account.

Taxation

Current taxation, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

A deferred tax asset is regarded as recoverable and therefore recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

GM Capital Markets Limited

Notes to the financial statements For the year ended 31 December 2011

2. Operating loss

	2011 \$'000	2010 \$'000
The analysis of auditor 's remuneration is as follows		
Fees payable for the audit of the Company's annual accounts	<u>3</u>	<u>4</u>

The audit fees payable represent the Company's portion of the group audit fee payable relating to the financial year, which is borne by the immediate parent company, GFI Holdings Limited

3. Staff cost

There are no staff costs for the year (2010 \$nil) and there were no employees during the year (2010 none)

4. Directors' remuneration

The Directors did not receive any remuneration for the services provided to GM Capital Markets Limited

5 Tax on loss on ordinary activities

	2011 \$'000	2010 \$'000
Current taxation		
United Kingdom corporation tax at 26.5% (2010 28.00%)	<u>-</u>	<u>-</u>
Total current tax credit	<u>-</u>	<u>-</u>

Tax rate reconciliation:

	2011 %	2010 %
Statutory rate	26.50	28.00
Disallowable expenditure	(26.50)	(28.00)
Foreign exchange translation	<u>-</u>	<u>-</u>
Effective tax rate	<u>-</u>	<u>-</u>

UK corporation tax is calculated at 26.5% (2010 28%) of the estimated assessable profits for the year. Taxation for other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

The Finance Act 2011 provides for a reduction in the main rate of UK corporation tax to 25% effective from 1 April 2012. Deferred tax balance at the year-end, in respect of UK corporation tax, are therefore held at a rate of 25.25%. The UK Budget on 21 March 2012 proposed a further 1% reduction to 24% effective from 1 April 2012. As this additional change in rate was not substantively enacted prior to 31 December 2011, there is no impact on the financial statements for the period ending 31 December 2011. The estimated financial effect of these changes is insignificant.

GM Capital Markets Limited

Notes to the financial statements For the year ended 31 December 2011

6. Creditors: amounts falling due within one year

	2011 \$'000	2010 \$'000
Amounts owed to group undertakings	<u>365</u>	<u>365</u>

7. Called up shared capital

	2011 \$'000	2010 \$'000
Authorised		
1,000 ordinary shares of £1 each	<u>2</u>	<u>2</u>
Called up, allotted and fully paid:		
1,000 ordinary shares of £1 each	<u>2</u>	<u>2</u>

8. Statement of movement on reserves

	Profit and loss account \$'000	Total \$'000
On 1 January 2011	(367)	(366)
Loss for the year	<u>-</u>	<u>(1)</u>
On 31 December 2011	<u>(367)</u>	<u>(367)</u>

9. Reconciliation of movements in shareholder's deficit

	2011 \$'000	2010 \$'000
Loss for the year	-	(1)
Opening shareholder's deficit	<u>(365)</u>	<u>(364)</u>
Closing shareholder's deficit	<u>(365)</u>	<u>(365)</u>

GM Capital Markets Limited

Notes to the financial statements For the year ended 31 December 2011

10. Ultimate parent and controlling party

The ultimate parent undertaking is GFI Group Inc. The parent undertaking of the largest and the smallest group that includes the Company and for which group financial statements are prepared is GFI Group Inc, a company incorporated in the United States of America. Copies of the group financial statements of GFI Group Inc are available from 55 Water Street, New York, NY 10041.

The ultimate controlling party is the board of directors of Jersey Partners Inc, a company incorporated in the United States of America. At the year end, Jersey Partners Inc owned approximately 41% of the outstanding shares of common stock of GFI Group Inc. The board of directors and shareholders of Jersey Partners Inc include directors of GFI Group Inc.

The immediate parent company is GFI Holdings Limited, a company incorporated in the Great Britain and registered in England and Wales. The Company is exempt from producing consolidated accounts.

11. Related party transactions

The Company is exempt from the requirement to disclose transactions with fellow wholly-owned group undertakings under Financial Reporting Standard 8 paragraph 3 (c). There were no other related party transactions requiring disclosure.