

**Company Registration No. 04968445**

**GM Capital Markets Limited**

**Annual Report and Financial Statements**

**for the year ended 31 December 2013**

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# **GM Capital Markets Limited**

## **Annual report and financial statements for the year ended 31 December 2013**

<b>Contents</b>	<b>Page</b>
<b>Officers and professional advisers</b>	<b>1</b>
<b>Directors' report</b>	<b>2</b>
<b>Statement of directors' responsibilities</b>	<b>3</b>
<b>Independent auditors' report to the members of GM Capital Markets Limited</b>	<b>4</b>
<b>Profit and loss account</b>	<b>5</b>
<b>Balance sheet</b>	<b>6</b>
<b>Notes to the financial statements</b>	<b>7</b>

# **GM Capital Markets Limited**

## **Officers and professional advisers for the year ended 31 December 2013**

### **Directors**

Prashant C Naik  
Julian Swain

### **Secretary**

Jessica Terry

### **Registered Office**

1 Snowden Street  
London  
EC2A 2DQ

### **Independent Auditors**

PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
7 More London Riverside  
London SE1 2RT  
United Kingdom

# **GM Capital Markets Limited**

## **Directors' report for the year ended 31 December 2013**

The directors present their report and the audited financial statements of GM Capital Markets Limited (the "Company") for the year ended 31 December 2013.

### **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 profit or losses (2012: nil) in the year ended 31 December 2013. The directors did not declare any dividend during the year. No final dividend is being proposed (2012: \$nil).

### **Going concern**

The Company has received a letter of support from an intermediary parent company. Hence, the Directors have a reasonable expectation that the Company can continue to adopt the going concern basis in preparing the financial statements.

### **Directors**

The directors who served during the year were:

Prashant C 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 during the financial year and at the date of this report.

### **Statement of disclosure of information to Auditors**

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

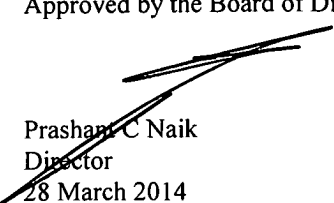
- so far as the directors are aware, there is no relevant audit information of which the Company's auditors are unaware; and
- the directors have taken all the steps that they ought to have taken as a director in order to make themselves aware of all relevant audit information and to establish that the Company's auditors are 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 C Naik  
Director  
28 March 2014

# **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;
- 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 Auditors' Report to the Member of GM Capital Markets Limited**

## **Report on the financial statements**

### **Our opinion**

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2013 and of its result 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.

This opinion is to be read in the context of what we say below.

### **What we have audited**

The financial statements for the year ended 31 December 2013, which are prepared by GM Capital Markets Limited, comprise:

- Profit and loss account;
- The balance sheet;
- the Accounting Policies; and
- related notes.

The financial reporting framework that has been applied in their preparation comprises applicable law and *United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)*.

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

### **What an audit of financial statements involves**

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) (ISAs (UK & Ireland)). 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 and Financial Statements* to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

### **Opinion on 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.

### **Other matters on which we are required to report by exception**

#### **Adequacy of accounting records and information and explanations received**

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

#### **Directors' remuneration**

Under the Companies Act 2006 we are required to report if, in our opinion, certain disclosures of directors' remuneration specified by law have not been made. We have no exceptions to report arising from this responsibility.

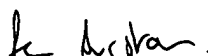
## **Responsibilities for the financial statements and the audit**

### **Our responsibilities and those of the directors**

As explained more fully in the Directors' Responsibilities Statement set out on page 3 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 ISAs (UK & Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.



Ben Burston (Senior Statutory Auditor)

for and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

London

28 March 2014

## GM Capital Markets Limited

### Profit and loss account For the year ended 31 December 2013

	Note	2013 \$'000	2012 \$'000
Administrative expenses		-	-
<b>Operating result</b>	2	-	-
Tax on result on ordinary activities	5	-	-
<b>Result for the financial year</b>	8	-	-

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

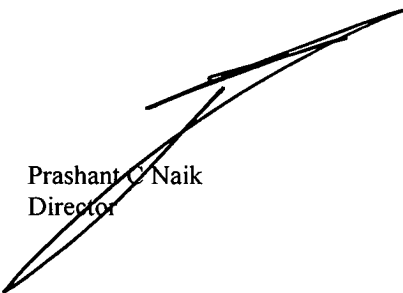
## Balance sheet

As at 31 December 2013

	Note	2013 \$'000	2012 \$'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>
Total shareholder's deficit	9	<u><u>(365)</u></u>	<u><u>(365)</u></u>

The financial statements on pages 5 to 9 of GM Capital Markets Limited, registered number 04968445 were approved and authorised for issue by the Board of Directors on 28 March 2014.

Signed on behalf of the Board of Directors



Prashant C Naik  
Director



# **GM Capital Markets Limited**

## **Notes to the financial statements For the year ended 31 December 2013**

### **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 Companies Act 2006 and applicable United Kingdom law and Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

#### **Going concern**

The Company has received a letter of support from an intermediary parent company. Hence, the Directors have a reasonable expectation that the Company can continue to adopt the going concern basis in preparing the financial statements.

#### **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 2013

### 2. Operating result

	2013 \$'000	2012 \$'000
The analysis of auditor s' remuneration is as follows:		
Fees payable for the audit of the Company's financial statements	15	16

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 (2012: \$nil) and there were no employees during the year (2012: none).

### 4. Directors' remuneration

The Directors did not receive any remuneration (2012: nil) for the services provided to GM Capital Markets Limited.

### 5. Tax on result on ordinary activities

	2013 \$'000	2012 \$'000
<b>Current taxation</b>		
United Kingdom corporation tax at 23.25 % (2012: 24.5%)	-	-
Total current tax credit	-	-

UK corporation tax is calculated at 23.25% (2012: 24.5%) of the estimated assessable profits for the year.

### 6. Creditors: amounts falling due within one year

	2013 \$'000	2012 \$'000
Amounts owed to group undertakings	365	365

### 7. Called up shared capital

	2013 \$'000	2012 \$'000
<b>Authorised</b>		
1,000 (2012: 1,000) ordinary shares of £1 each	2	2
<b>Called up, allotted and fully paid:</b>		
1,000 (2012: 1,000) ordinary shares of £1 each	2	2

# GM Capital Markets Limited

## Notes to the financial statements For the year ended 31 December 2013

### 8. Statement of movements on reserves

	Profit and loss account \$'000	Total \$'000
As at 1 January 2013 and 31 December 2013	(367)	(367)

### 9. Reconciliation of movements in shareholder's deficit

	2013 \$'000	2012 \$'000
Result for the financial year	--	--
Opening shareholder's deficit	(365)	(365)
Closing shareholder's deficit	(365)	(365)

### 10. Ultimate parent and ultimate controlling party

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

### 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 (d). There were no other related party transactions requiring disclosure.