Company No 05460265

Directors' Report and Financial Statements for the year ended 31 March 2011

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Company Number 05460265

# **REPORT AND FINANCIAL STATEMENTS**

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Company Number 05460265

### **Directors**

H Bruder M Sundaresan J Wang

### Secretary

Throgmorton Secretaries LLP

### **Auditors**

Ernst and Young LLP 1 More London Place London SE1 2AF

#### **Bankers**

Barclays Bank PLC First Floor 99 Hatton Garden London BX3 2BB

### **Registered Office**

42-44 Portman Road Reading Berkshire RG30 1EA

Company Number: 05460265

# **Directors' report**

#### For the year ended 31 March 2011

The directors present their report and the audited financial statements of the group and the company for the year ended 31 March 2011. The comparatives represent the results for the six month period ended 31 March 2010. In the prior period the accounting period was changed from 30 September to 31 March.

#### **Principal activity**

The principal activity of the group is to provide investment, advisory and support services. The company is a corporate member of Capula Investment Management LLP. Its principal activity is to provide staff and infrastructure to Capula Investment Management LLP.

The directors do not expect any change in the nature of the business activity in the foreseeable future

#### **Review of the business**

These financial statements consolidate the financial statements of Capula Investment Services Ltd ('the company') and Capula Investment Japan Limited (collectively 'the group')

The results for the year and the financial position at the year end were considered satisfactory by the directors. The group has seen a good progress in business development in the year and the directors are confident that this will continue in the year ended 31 March 2012. The directors do not foresee any change to the nature of the group's activity going forward.

#### Results and dividends

The profit of the group is reported on the consolidated profit and loss account on page 9 of these financial statements. At the date of this report, the directors do not propose to pay a dividend

#### **Directors**

The directors of the company during the year and up to the date of this report were

Y Huo (resigned 14 March 2011) M Asai (resigned 14 March 2011) H Bruder (appointed 14 March 2011) M Sundaresan (appointed 14 March 2011) J Wang (appointed 14 March 2011)

#### Key performance indicators ("KPIs")

Given the straightforward nature of the business, the directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business. Growth and performance of assets under management of Capula Investment Management LLP is the most important KPI of the group

#### Principal risks and uncertainties

The principal risks and uncertainties affecting the group relate to the performance of the funds managed by Capula Investment Management LLP and the impact poor performance has on the ability to attract and retain investors

The group operates systems and controls to mitigate any adverse effects across the range of risks that it faces. The group has no significant exposure to price, credit, liquidity or cash flow risk

Company Number 05460265

# Directors' report (continued)

For the year ended 31 March 2011

#### Going concern

The group has adequate financial resources and an ongoing relationship with Capula Investment Management LLP to recover expenses and receive discretionary profit allocations. As a consequence, the directors believe that the group and company are well placed to manage their business risks successfully

The directors have a reasonable expectation that the group has adequate resources to continue in operational existence and meet its liabilities as they fall due for the foreseeable future

Accordingly, they continue to adopt the going concern basis in preparing the directors' report and financial statements

#### Statement of disclosure of information to the auditors

The directors are not aware of any relevant audit information, being information needed by the auditor in connection with preparing its report, of which the group's auditors are unaware. The directors also confirm that they have taken all steps required that they ought to have taken as directors in order to make themselves aware of any relevant audit information, and to establish that the auditors are aware of that information

#### **Auditors**

A resolution to reappoint Ernst & Young LLP as auditors will be put to the members at the Annual General Meeting

By order of the board

Henning Brider
Director

29 June 2011

Company Number 05460265

# Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing their directors' report and 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 group and of the company and of the profit or loss of the group 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 estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed subject to any material departures disclosed and explained in the financial statements, 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 proper accounting records that are sufficient to show and explain the group's and the company's transactions and disclose with reasonable accuracy at any time the financial position of the group and the company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the group and the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Company Number 05460265

# Independent Auditor's Report to the members of Capula Investment Services Ltd

We have audited the financial statements of Capula Investment Services Ltd for the year ended 31 March 2011 which comprise the Consolidated Profit and Loss Account, the Statement of Group Total Recognised Gains and losses, the Consolidated and Company Balance Sheets, the Consolidated Cash Flow Statement and the related notes 1 to 16 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 set out on page 6, 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 group and 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 Directors' 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 group and of the company's affairs as at 31
   March 2011 and of the group 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

Company Number 05460265

# Independent Auditor's Report to the members of Capula Investment Services Ltd (continued)

#### 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 by the company, or returns adequate for our audit have not been received from branches not visited by us, or
- the company 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

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Deborah Weston (Senior statutory auditor) for and on behalf of Ernst & Young LLP, Statutory Auditor London

**29** June 2011

Company Number 05460265

# Consolidated profit and loss account

for the year ended 31 March 2011

		Year ended 31 March	Period ended 31 March
		2011	2010
	Notes	£	£
Turnover	2	35,557,388	11,863,997
Administrative expenses		(31,905,708)	(11,832,048)
Operating profit	3	3,651,680	31,949
Bank interest receivable		103,621	249
Profit on ordinary activities before taxation		3,755,301	32,198
Tax on profit on ordinary activities	5	(1,382,450)	(112,845)
Profit/(loss) on ordinary activities after taxation	11	2,372,851	(80,647)

All amounts are in respect of continuing operations

# Statement of group total recognised gains and losses

	Year ended	Period ended
	31 March	31 March
	2011	2010
	£	£
Profit/(loss) for the financial year/period	2,372,851	(80,647)
Exchange difference on retranslation of net assets of subsidiary undertaking	21,787	(10,044)
Total recognised gains and losses relating to the year / period	2,394,638	(90,691)

Company Number 05460265

# **Consolidated balance sheet**

### at 31 March 2011

		2011	2010
	Notes	£	£
Fixed assets			
Tangible assets	6	3,044,395	1,907,463
Investments	7	1,797,440	1,400,000
		4,841,835	3,307,463
Current assets			
Debtors	8	7,039,078	4,241,048
Cash at bank and in hand		271,678	304,896
		7,310,756	4,545,944
Creditors. amounts falling due within one year	9	(8,117,960)	(6,213,414)
Net current liabilities		(807,204)	(1,667,470)
Net assets		4,034,631	1,639,993
Capital and reserves			
Called up share capital	10	600,001	600,001
Share premium account	11	724,999	724,999
Profit and loss reserves	11	2,709,631	314,993
Total shareholder's funds	11	4,034,631	1,639,993

These final cial statements were approved by the board and signed on its behalf by

'Henning Bruder Director

29 June 2/11

Company Number: 05460265

# **Company balance sheet**

# at 31 March 2011

		2011	2010
	Notes	£	£
Fixed assets			
Tangible assets	6	2,854,766	1,669,277
Investments	7	2,110,559	1,713,119
		4,965,325	3,382,396
Current assets			
Debtors	8	5,658,951	2,867,194
Cash at bank and in hand		146,526	199,359
		5,805,477	3,066,553
Creditors: amounts falling due within one year	9	(6,960,911)	(4,917,255)
Net current liabilities		(1,155,434)	(1,850,702)
Net assets		3,809,891	1,531,694
Capital and reserves			
Called up share capital	10	600,001	600,001
Share premium account	11	724,999	724,999
Profit and loss reserves	11	2,484,891	206,694
Total shareholder's funds	11	3,809,891	1,531,694

hese financian statements were approved by the board and signed on its behalf by

Henning/Bruder Director

29 June 20/11

Company Number 05460265

# Consolidated cash flow statement

for the year ended 31 March 2011

	Notes	Year ended 31 March 2011 £	Period ended 31 March 2010 £
Net cash inflow from operating activities	12(a)	3,602,530	899,045
Net cash inflows from returns on investments and servicing of finance	12(b)	103,621	249
Net cash outflow from taxation	12(b)	(1,360,068)	(177,138)
Net cash outflow from capital expenditure and financial investment	12(b)	(2,386,525)	(684,615)
(Decrease)/increase in cash	12(c)	(40,442)	37,541
Reconciliation of net cash flow to movements	s in net fun Notes	n <b>ds</b> Year ended 31 March 2011 £	Period ended 31 March 2010 £
(Decrease)/increase in cash  Change in net funds resulting from cash flows	12(c)	(40,442) (40,442)	<u>37,541</u> 37,541
Foreign exchange differences	12(c)	7,224	(13,581)
(Decrease)/increase in net funds	12(c)	(33,218)	23,960
Net funds at 1 April 2010/1 October 2009	12(c)	304,896	280,936
Net funds at 31 March	12(c)	271,678	304,896

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### Notes to the financial statements

for the year ended 31 March 2011

#### 1. Accounting policies

#### **Basis of preparation**

The financial statements have been prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable United Kingdom accounting standards. The principal accounting policies are set out below

#### **Basis of consolidation**

The consolidated financial statements include the accounts of the company and its subsidiary undertaking Capula Investment Japan Limited (collectively the "group") drawn up to 31 March 2011 All material intercompany transactions and balances have been eliminated in the group financial statements

No profit and loss account is presented for Capula Investment Services Ltd, as permitted by Section 408 of the Companies Act 2006 Of the group profit for the year, a profit of £2,283,176 (2010 £106,834 loss) is dealt with in the financial statements of the company

#### **Fixed assets**

All fixed asset are recorded at historical cost, less accumulated depreciation

Depreciation of fixed assets is calculated to write off their cost less any residual value, on a straight line basis over their estimated useful lives as follows

Software - 3 to 5 years

Office Equipment - 3 years (subsidiary - 15 years)

Computer Equipment - 3 years
Furniture & Fixtures - 4 to 6 years
Leasehold Improvements - 5 years
Aircraft - 15 years

#### Fixed asset investment

Fixed asset investments are stated at cost less provision for any impairment in value

#### Operating leases

Rentals paid under operating leases are charged to the profit and loss account as incurred

#### Taxation and deferred taxation

Provision is made for corporation tax at the current rates on the excess of taxable income over allowable expenses. Deferred taxation is provided on all timing differences that have originated but not reversed by the balance sheet date other than those differences that are regarded as permanent. An asset is not recognised to the extent that the transfer of economic benefits in the future is uncertain. Any deferred tax assets and liabilities recognised are provided at the average rate of tax expected to apply when the asset and liability crystallises and are not discounted.

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# Notes to the financial statements (continued)

for the year ended 31 March 2011

#### 1. Accounting policies (continued)

#### Foreign currencies

Transactions denominated in foreign currencies are translated into sterling at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange ruling at the balance sheet date. The financial statements of foreign subsidiaries are translated at the rate of exchange ruling at the balance sheet date. Exchange differences arising on the retranslation to sterling of the opening balance sheet of overseas subsidiaries is taken directly to reserves. All other exchange differences are taken to the profit and loss account.

#### 2. Turnover

Turnover which is stated net of any value added tax comprises advisory fees, administrative costs recharged to Capula Investment Management LLP and profit allocation from Capula Investment Management LLP Turnover is derived entirely from the group's principal activity of providing investment, advisory and support services and is recognised on an accrual basis Turnover for the year was as follows

	Year ended	Period ended
	31 March	31 March
	2011	2010
	£	£
Advisory fees	4,689,695	4,303,216
Administrative costs recharged	27,315,693	7,560,781
Profit allocation	3,552,000	
	35,557,388	11,863,997

#### 3. Operating profit

Operating profit is stated after charging/(crediting)

	Year ended	Period ended
	31 March	31 March
	2011	2010
	£	£
Depreciation and amortisation	866,203	365,528
Foreign exchange (gains)/losses	(212,644)	30,885
Auditors' remuneration		
-fees payable to the auditors for the audit of the parent		
company and consolidated financial statements	10,000	10,000
-fees payable for non-audit services		
- tax services	246,351	37,767
- other services	120,320	-
Operating lease rentals - buildings	1,417,295	654,746

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# Notes to the financial statements (continued)

### for the year ended 31 March 2011

### 4. Personnel costs

(a) Staff costs

(a) Starr Costs	Year ended 31 March 2011	Period ended 31 March 2010
	£	£
Wages and salaries	20,765,759	8,201,952
Social security costs	2,456,408	195,733
Pension Costs	421,763	167,228
	23,646,930	8,564,913

The average monthly number of persons (including executive directors) employed by the company during the year was as follows

	Year ended 31 March 2011	Period ended 31 March 2010
Portfolio support	18	15
Research	10	8
Administration	30	26
	58	49

#### (b) Directors' emoluments

The directors did not receive any remuneration (2010 £nil) for their services to the company or its subsidiary during the year

Company Number 05460265

# Notes to the financial statements (continued) for the year ended 31 March 2011

# 5. Tax on profit on ordinary activities

(a) Tax on profit on ordinary activities

The tax charge	is made up	as follows
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The tax charge is made up as follows	Year ended	Period ended
	31 March	31 March
	2011	2010
	£	£
Current year UK tax	1,273,803	107,047
Foreign Taxes	108,647	5,798
	1,382,450	112,845
(b) Factors affecting the tax charge for the year		
Profit on ordinary activities before tax	3,755,301	32,198
Profit on ordinary activities before tax multiplied by 28%	1,051,484	9,015
Expenses not deductible for tax purposes	279,243	106,987
Adjustment in respect of profit in Japanese subsidiary	(56,924)	(8,955)
Adjustment regarding profits subject to Japanese tax	108,647	5,798
	1,382,450	112,845

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# Notes to the financial statements (continued)

for the year ended 31 March 2011

# 6. Tangible fixed assets

Group							
	Computer	Office		urniture	Leasehold		
	Equipment E				Improvements	Aircraft	Total
	£	£	£	£	£	£	£
Cost							
At 1 April 2010	1,365,394	425,804	88,578	506,854	983,402	-	3,370,032
Additions	167,450	11,937	3,601	57,533	63,265	1,685,299	1,989,085
Disposals	-	-	-	(1,013)	-	-	(1,013)
Exchange differences		8,227	1,526	12,054	-		21,807
At 31 March 2011	1,532,844	445,968	93,705	575,428	1,046,667	1,685,299	5,379,911
Accumulated depreciation and amortisation							
At 1 April 2010	696,885	251,941	57,167	214,608	241,968		1,462,569
Charge for the year	401,815	77,628	10,720	132,959	205,630	37,451	866,203
Disposals	-			(500)		, -	(500)
Exchange differences	_	1,293	381	5,570	-	-	7,244
At 31 March 2011	1,098,700	330,862	68,268	352,637	447,598	37,451	2,335,516
	.,				······································		
Net book value							
At 31 March 2011	434,144	115,106	25,437	222,791	599,069	1,647,848	3,044,395
At 31 March 2010	668,509	173,863	31,411	292,246	741,434	-	1,907,463
Company	_			_			
	Computer	Office		Furniture	Leasehold	Aircraft	Total
	• -		Sojiware o £	t rixiures £	Improvements £		Total £
	£	£	I	I	I	ž.	1
Cost	1 265 204	201.260	62.614	200 716	983,402		3,013,385
At 1 April 2010	1,365,394	291,260		309,715		1,685,299	1,983,969
Additions	167,450	11,937		56,018			
At 31 March 2011	1,532,844	303,197	63,614	365,733	1,040,007	1,685,299	4,997,354
Accumulated depreciation and amortisation							
At 1 April 2010	696,885	230,800	50,926	123,529	241,968	-	1,344,108
Charge for the year	401,815	62,046	4,822	86,716	205,630	37,451	798,480
At 31 March 2011	1,098,700	292,846	55,748	210,245	447,598	37,451	2,142,588
Net book value							
At 31 March 2011							
ALDI March Zoll	434,144	10,351	7,866	155,488	599,069	1,647,848	2,854,766
At 31 Water 2011	434,144	10,351	7,866	155,488	599,069	1,647,848	2,854,766

Company Number 05460265

# Notes to the financial statements (continued)

for the year ended 31 March 2011

#### 7. Investments

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Group	2011 £	2010 £
Investment in Capula Investment Management LLP	1,797,440	1,400,000
Company	2011 £	2010 £
Investment in Capula Investment Management LLP Investment in Capula Investment Japan Limited	1,797,440 313,119 2,110,559	1,400,000 313,119 1,713,119

The investment in Capula Investment Management LLP represents a 94% capital interest. This capital interest does not give proportionate voting rights. Capula Investment Services Ltd does not have control of Capula Investment Management LLP.

The company owns 100% of the share capital of Capula Investment Japan Limited, a company incorporated in Japan, whose principal activity is the provision of investment management services

#### 8. Debtors

#### Group

Згоцр	2011 £	2010 £
Due from Capula Investment Management LLP	1,803,191	-
Prepayments and accrued income	1,727,861	1,909,871
Other debtors	3,508,026	2,331,177
	7,039,078	4,241,048

Other debtors includes a rent deposit of £987,601 (2010 £899,826) due after more than one year

Company Number 05460265

# Notes to the financial statements (continued)

for the year ended 31 March 2011

# 8. Debtors (continued)

Company		
• •	2011	2010
	£	£
Due from Capula Investment Management LLP	1,803,191	
Due from Capula Investment Japan Limited	106,085	354,109
Prepayments	719,462	610,306
Other debtors	3,030,213	1,902,779
	5,658,951	2,867,194

Other debtors includes a rent deposit of £568,368 (2010 £568,368) due after more than one year

# 9. Creditors: amounts falling due within one year

Group		
	2011	2010
	£	£
Trade creditors	526,424	299,793
Other creditors	19,140	19,140
Due to Capula Investment Management LLP	-	3,699,731
Corporation tax payable	135,227	112,845
Other taxes and social security costs	1,209,572	1,379,714
Accruals and deferred income	6,227,597	702,191
	8,117,960	6,213,414
Company		
• •	2011	2010
	£	£
Trade creditors	526,424	299,793
Other creditors	19,140	19,140
Due to Capula Investment Management LLP	•	3,699,731
Corporation tax payable	4,979	107,047
Other taxes and social security costs	234,080	103,511
Accruals and deferred income	6,176,288	688,033
	6,960,911	4,917,255

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# Notes to the financial statements (continued)

for the year ended 31 March 2011

# 10. Share capital

### Group and company

Authorised				
	2011	2011	2010	2010
	No	£	No	£
Ordinary shares of £1 each	600,001	600,001	600,0001	600,001
Issued, called up & fully paid				
	2011	2011	2010	2010
	No	£	No	£
Ordinary shares of £1 each	600,001	600,001	600,001	600,001

# 11. Reconciliation of total shareholder's funds and movements on reserves

### Group

	Share capital	Share premium account	Profit and loss reserves	Total shareholder's funds
	£	£	£	£
At 1 April 2010	600,001	724,999	314,993	1,639,993
Exchange differences	-	-	21,787	21,787
Profit for the year			2,372,851	2,372,851
At 31 March 2011	600,001	724,999	2,709,631	4,034,631

### Company

	Share capital	Share premium account	Profit and loss reserves	Total shareholder's funds
	£	£	£	£
At 1 April 2010	600,001	724,999	206,694	1,531,694
Profit for the year	<u>-</u>		2,278,197	2,278,197
At 31 March 2011	600,001	724,999	2,484,891	3,809,891

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# Notes to the financial statements (continued)

for the year ended 31 March 2011

### 12. Notes to the consolidated cash flow statement

(a) Reconciliation of operating profit to net cash inflow from operating activities

			2011	2010
			£	£
Operating profit			3,651,680	31,949
Depreciation and amortisation			866,203	365,528
Loss on disposal of fixed asset			513	-
(Increase)/decrease in debtors			(2,798,030)	2,609,612
Increase/(decrease) in creditors			1,882,164	(2,108,044)
Net cash flow from operating ac	tivities		3,602,530	899,045
(b) Analysis of cash flows for	or headings netted	in the statemen	nt of cash flows	
Returns on investments and so	ervicing of finance	:		
Interest received			103,621	249
Taxation:				
Corporate taxation paid		_	(1,360,068)	(177,138)
Capital expenditure and finan	cial investment:			
Payments to acquire tangible fix	red assets		(1,989,085)	(684,615)
Payments to acquire investment	s		(397,440)	
		===	(2,386,525)	(684,615)
(c) Analysis of changes in n	et funds			
	At			At
	1 April	Cash	Exchange	31 March
	2010	flows	differences	2011
	£	£	£	£
Cash at bank	304,896	(40,442)	7,224	271,678

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# Notes to the financial statements (continued)

for the year ended 31 March 2011

#### 13. Related party transactions

Capula Investment Services Ltd is a member of Capula Investment Management LLP ("the partnership") During the year, the company recharged £27,315,693 (2010 £7,560,781) of expenses to the partnership for administration services provided In addition, the partnership provided funding to the company, which was used to offset the recharge from the partnership During the year, the partnership allocated profits of £3,552,000 to the company (2010 £nil) As at 31 March 2011, the partnership owed the company £1,803,191 (2010 £3,699,731 owed to the partnership)

Capula Investment Japan Limited is a 100% owned subsidiary of Capula Investment Services Ltd During the year, the company provided funding to Capula Investment Japan Limited As at 31 March 2010, Capula Investment Japan Limited owed the company £106,085 (2010 £354,109)

#### 14. Parent undertaking

The company's parent undertaking is Capula Management Limited, a company incorporated in the Cayman Islands

#### 15. Ultimate controlling party

The directors consider the ultimate controlling party to be Y Huo

#### 16. Other financial commitments

At 31 March 2011 the group had annual commitments under non-cancellable operating leases as set out below

	2011	2010
	Land and	Land and
	Buildings	Buildings
	£	£
Operating leases which expire		
Under one year	291,474	-
In two to five years	1,052,940	1,082,327