

FM Capital Partners Limited

Report And Financial Statements

31 December 2009

SATURDAY



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07/08/2010
COMPANIES HOUSE

Rees Pollock
Chartered Accountants

COMPANY INFORMATION

Directors	Dr K Kagigi M Siala R Haggiagi E Naas F Marino A Bessot
Company number	06952225
Registered office	4th Floor 1 Knightsbridge London SW1X 7LX
Auditors	Rees Pollock 35 New Bridge Street London EC4V 6BW
Bankers	British Arab Commercial Bank plc 8-10 Mansion House Place London EC4N 8BJ

DIRECTORS' REPORT

For the period ended 31 December 2009

The directors present their report and the financial statements for the period ended 31 December 2009

Principal activities

The principal activity of the company during the period was that of fund management. The directors intend to continue to develop the business.

Results and dividends

The profit for the period, after taxation, amounted to £3,740,699.

Particulars of dividends declared are detailed in note 13 to the accounts.

Directors

The directors who served during the period were

Dr K Kagigi (appointed 23 July 2009)

M Siala (appointed 23 July 2009)

R Haggiagi (appointed 23 July 2009)

E Naas (appointed 23 July 2009)

F Marino (appointed 3 July 2009)

A Bessot (appointed 3 July 2009)

Statement of directors' responsibilities

The directors are responsible for preparing the Directors' 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 judgments 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,
- 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.

DIRECTORS' REPORT

For the period ended 31 December 2009

Provision of information to auditors

Each of the current directors has confirmed that

- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditors in connection with preparing their report and to establish that the company's auditors are aware of that information

Auditors

The auditors, Rees Pollock, have expressed their willingness to continue in office

This report was approved by the board on 6 August 2010 and signed on its behalf

F Marino
Director

A handwritten signature in black ink, appearing to read 'F Marino', with a long horizontal stroke extending to the right.



REES POLLOCK

Chartered Accountants

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INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF FM CAPITAL PARTNERS LIMITED

We have audited the financial statements of FM Capital Partners Limited for the period ended 31 December 2009, set out on pages 4 to 12. 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 Auditors' 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 auditors

As explained more fully in the Statement of directors' responsibilities, 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 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.

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 2009 and of its profit for the period 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 period 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.

Jonathan Moulds (Senior statutory auditor)
for and on behalf of
Rees Pollock, Statutory Auditor

6 August 2010

PROFIT AND LOSS ACCOUNT
For the period ended 31 December 2009

	Note	2009 £
TURNOVER	1,2	5,710,976
Administrative expenses		(514,907)
		<hr/>
OPERATING PROFIT	3	5,196,069
Interest receivable		54
		<hr/>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		5,196,123
Tax on profit on ordinary activities	6	(1,455,424)
		<hr/>
NET PROFIT FOR THE FINANCIAL PERIOD	11	<u>3,740,699</u>

All amounts relate to continuing operations

There were no recognised gains and losses for 2009 other than those included in the Profit and loss account

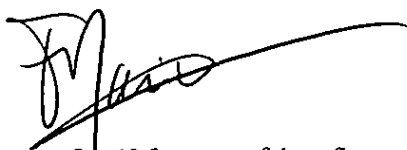
The notes on pages 7 to 12 form part of these financial statements

BALANCE SHEET
As at 31 December 2009

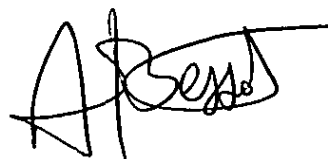
	Note	£	2009 £
FIXED ASSETS			
Tangible fixed assets	7		100,333
CURRENT ASSETS			
Debtors	8	996,592	
Cash at bank		5,266,588	
		<u>6,263,180</u>	
CREDITORS: amounts falling due within one year	9	(4,013,564)	
NET CURRENT ASSETS			<u>2,249,616</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			<u>2,349,949</u>
CAPITAL AND RESERVES			
Called up share capital	10		546,000
Profit and loss account	11		<u>1,803,949</u>
SHAREHOLDERS' FUNDS	12		<u>2,349,949</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 6 August 2010

F Marino
Director



A Bessot
Director



The notes on pages 7 to 12 form part of these financial statements

CASH FLOW STATEMENT

For the period ended 31 December 2009

	Note	2009 £
Net cash flow from operating activities	14	4,821,074
Returns on investments and servicing of finance	15	54
Capital expenditure and financial investment	15	(100,540)
CASH INFLOW BEFORE FINANCING		4,720,588
Financing	15	546,000
INCREASE IN CASH IN THE PERIOD		5,266,588

RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS

For the period ended 31 December 2009

	2009 £
Increase in cash in the period	5,266,588
MOVEMENT IN NET FUNDS IN THE PERIOD	5,266,588
NET FUNDS AT 31 DECEMBER 2009	5,266,588

The notes on pages 7 to 12 form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS

For the period ended 31 December 2009

1 ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention, and in accordance with applicable accounting standards

1.2 Turnover

Turnover comprises revenue recognised by the company in respect of investment management fees receivable, stated net of value added tax

1.3 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases

Fixtures & fittings	- 3 years
Computer equipment	- 3 years

1.4 Operating leases

Rentals under operating leases are charged to the profit and loss account on a straight line basis over the lease term

1.5 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation

A net deferred tax asset is recognised only if 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. Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse. Deferred tax assets and liabilities are not discounted.

1.6 Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction. Exchange gains and losses are recognised in the profit and loss account.

2 TURNOVER

All turnover arose within the United Kingdom

NOTES TO THE FINANCIAL STATEMENTS

For the period ended 31 December 2009

3 OPERATING PROFIT

The operating profit is stated after charging/(crediting)

	2009 £
Depreciation of tangible fixed assets	
- owned by the company	207
Auditors' remuneration	10,000
Auditors' remuneration - non-audit	7,717
Difference on foreign exchange	(60,437)
	<u> </u>

4. STAFF COSTS

Staff costs, including directors' remuneration, were as follows

	2009 £
Wages and salaries	198,036
Social security costs	14,665
Other pension costs	15,573
	<u> </u>
	228,274
	<u> </u>

The average monthly number of employees, including the directors, during the period was as follows

	2009 No.
	3
	<u> </u>

5. DIRECTORS' REMUNERATION

	2009 £
Emoluments	170,882
	<u> </u>
Company pension contributions to money purchase pension schemes	12,893
	<u> </u>

During the period retirement benefits were accruing to 2 directors

6 TAXATION

	2009 £
UK corporation tax charge on profit for the period	1,455,424
	<u> </u>

NOTES TO THE FINANCIAL STATEMENTS

For the period ended 31 December 2009

6 TAXATION (continued)

Factors affecting tax charge for the period

The tax assessed for the period differs from the standard rate of corporation tax in the UK (28%) The differences are explained below

	2009 £
Profit on ordinary activities before tax	5,196,123
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 28%	1,454,914
Effects of:	
Expenses not deductible for tax purposes	15,901
Differences on fixed assets	(15,391)
Current tax charge for the period (see note above)	1,455,424

7 TANGIBLE FIXED ASSETS

	Fixtures & fittings £	Computer equipment £	Total £
Cost			
Additions	51,868	48,672	100,540
At 31 December 2009	51,868	48,672	100,540
Depreciation			
Charge for the period	-	207	207
At 31 December 2009	-	207	207
Net book value			
At 31 December 2009	51,868	48,465	100,333

8 DEBTORS

	2009 £
Other debtors	404,861
Prepayments and accrued income	591,731
	996,592

NOTES TO THE FINANCIAL STATEMENTS
For the period ended 31 December 2009

9 CREDITORS:

Amounts falling due within one year

	2009 £
Trade creditors	120,198
Corporation tax	1,455,424
Social security and other taxes	14,359
Dividends declared	1,936,750
Other creditors	20,141
Accruals and deferred income	466,692
	<u>4,013,564</u>

10 SHARE CAPITAL

	2009 £
Allotted and paid up	
546,000 Ordinary shares of £1 each	<u>546,000</u>

On 3 July 2009, the company was incorporated and issued 2 Ordinary shares of £1 each for cash consideration of £1 per share

On 23 July 2009, the company issued a further 545,998 Ordinary shares of £1 each for cash consideration of £1 per share

11. RESERVES

	Profit and loss account £
Profit for the period	3,740,699
Dividends	(1,936,750)
	<u>1,803,949</u>
At 31 December 2009	

12 RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	2009 £
Opening shareholders' funds	-
Profit for the period	3,740,699
Dividends (Note 13)	(1,936,750)
Shares issued during the period	546,000
	<u>2,349,949</u>
Closing shareholders' funds	

NOTES TO THE FINANCIAL STATEMENTS
For the period ended 31 December 2009

13. DIVIDENDS

	2009 £
Dividends declared on equity capital	1,936,750

14. NET CASH FLOW FROM OPERATING ACTIVITIES

	2009 £
Operating profit	5,196,069
Depreciation of tangible fixed assets	207
Increase in debtors	(996,592)
Increase in creditors	621,390
Net cash inflow from operating activities	4,821,074

15. ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN CASH FLOW STATEMENT

	2009 £
Returns on investments and servicing of finance	
Interest received	54

	2009 £
Capital expenditure and financial investment	
Purchase of tangible fixed assets	(100,540)

	2009 £
Financing	
Issue of ordinary shares	546,000

16. ANALYSIS OF CHANGES IN NET FUNDS

	3 July 2009 £	Cash flow £	31 December 2009 £
Cash at bank and in hand	-	5,266,588	5,266,588
Net funds	-	5,266,588	5,266,588

NOTES TO THE FINANCIAL STATEMENTS

For the period ended 31 December 2009

17. OPERATING LEASE COMMITMENTS

At 31 December 2009 the company had annual commitments under non-cancellable operating leases as follows

	Land and buildings 2009 £
Expiry date:	
Between 1 and 2 years	260,432

18. RELATED PARTY TRANSACTIONS

Turnover comprises investment management fees of £5,710,976 receivable from Libya Africa Investment Portfolio, a shareholder. Included within creditors at 31 December was a balance of £413,613 relating to these fees received in advance.

Dividends declared amounting to £581,025 and £193,675 are payable to companies respectively controlled by two of the directors, F Marino and A Bessot.

19. CONTROLLING PARTY

Libya Africa Investment Portfolio, a Libyan sovereign fund, is the ultimate controlling party.