

Company Registration No: 04442771

COLLINS STEWART HOLDINGS LIMITED

ANNUAL REPORT & AUDITED FINANCIAL
STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2008



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OFFICERS

Company Directors

Mark Brown (appointed as a director of the company on 21 October 2008)

David Lindsay (resigned as a director of the company on 18 November 2008)

Joel Plasco (resigned as a director of the company on 19 November 2008)

Company Secretary

Simon Pearce

Registered Office

88 Wood Street
London
EC2V 7QR

DIRECTORS' REPORT

The directors present their annual report on the affairs of the company, together with the audited financial statements, for the year ended 31 December 2008. This directors' report has been prepared in accordance with the special provisions relating to small companies under Section 246(4) of the Companies Act 1985.

Principal activities and review of the year

The company is a holding company. It directly owns 50% of the issued share capital of its sole operating joint venture, Collins Stewart Inga Private Limited. It is anticipated that the company will remain in this manner for the foreseeable future. The profit attributable to shareholders of the company for the year ended 31 December 2008 amounted to £214,764 (2007: £47,543), as set out in the profit and loss account on page 9.

Directors

The directors who held office during the year are listed in the Officers section of this annual report on page 3.

The Articles of Association of the company do not require the directors to retire by rotation.

Resolutions

The company has passed elective resolutions to dispense with the holding of an annual general meeting and the laying of the annual report and audited financial statements before the members.

Reappointment of auditors

The company has elected to dispense with the obligation to appoint auditors annually and, accordingly, Deloitte LLP (formerly known as Deloitte & Touche LLP until their change of name on 1 December 2008) shall be deemed to be re-appointed as auditors for a further term.

DIRECTORS' REPORT (Continued)

Disclosure of relevant information to auditors

Each of the persons who is a director at the date of approval of this annual report confirms that:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This information is given and should be interpreted in accordance with the provisions of s234ZA of the Companies Act 1985.

Approved by the Board and signed on its behalf by:

A handwritten signature in black ink, appearing to be 'MB' with a stylized flourish at the end.

Mark Brown
Company Director
31 March 2009

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 Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to 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; 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 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 1985. 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 members of Collins Stewart Holdings Limited

We have audited the financial statements of Collins Stewart Holdings Limited for the year ended 31 December 2008, which comprise the Profit and Loss Account, Balance Sheet and the related notes 1 to 9. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

INDEPENDENT AUDITORS' REPORT (Continued)
To the members of Collins Stewart Holdings Limited

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2008 and of its profit for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements;



Deloitte LLP
Chartered Accountants and Registered Auditors
London, United Kingdom
31 March 2009

PROFIT AND LOSS ACCOUNT
For the year ended 31 December 2008

	Notes	2008 £	2007 £
Income from investments	4	<u>205,519</u>	<u>47,543</u>
Revenue		<u>205,519</u>	<u>47,543</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		<u>205,519</u>	<u>47,543</u>
Tax on profit on ordinary activities	5	<u>9,245</u>	<u>-</u>
PROFIT FOR THE FINANCIAL YEAR		<u>214,764</u>	<u>47,543</u>

All of the company's revenue and profit for the year was derived from continuing activities. There are no recognised gains or losses other than the profits for the above financial year.

BALANCE SHEET
As at 31 December 2008

	Notes	2008 £	2007 £
NON-CURRENT ASSETS			
Investment in joint venture	4	934,406	934,406
		<u>934,406</u>	<u>934,406</u>
Total assets		<u>934,406</u>	<u>934,406</u>
CREDITORS – amounts falling due within one year			
Other creditors – amounts owed to Collins Stewart Europe Limited		(672,098)	(886,862)
		<u>(672,098)</u>	<u>(886,862)</u>
NET CURRENT LIABILITIES		<u>(672,098)</u>	<u>(886,862)</u>
Total liabilities		<u>(672,098)</u>	<u>(886,862)</u>
NET ASSETS		<u>262,308</u>	<u>47,544</u>
CAPITAL AND RESERVES			
Called up share capital	6	1	1
Profit and loss account		262,307	47,543
SHAREHOLDERS' FUNDS		<u>262,308</u>	<u>47,544</u>

The notes on pages 11 to 13 form part of these accounts.

These financial statements on pages 9 to 13 were approved and authorised for issue by the Board of Directors on 31 March 2009.

Signed on behalf of the Board of Directors by:



Mark Brown
Company Director
31 March 2009

NOTES TO THE ACCOUNTS

For the Year Ended 31 December 2008

1. Accounting Policies

ACCOUNTING CONVENTION

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom law and accounting standards.

CASH FLOW

The company is a wholly owned subsidiary of a group undertaking which prepares consolidated financial statements including a consolidated cash flow statement. It is therefore exempt under Financial Reporting Standard 1 (Revised 1996) from preparing its own cash flow statement.

INVESTMENT IN JOINT VENTURES

The company's investment in joint ventures is stated at cost less any provision for impairment.

INVESTMENT INCOME

Dividend income from investment in joint ventures is recognised in the profit and loss account when the company's right to receive the payment is established.

CURRENT TAXATION

Current tax, 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 TAXATION

Deferred taxation 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. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax assets are recognised to the extent that it is regarded, as more likely than not that they will be recovered. Deferred tax assets are not discounted.

NOTES TO THE ACCOUNTS (Continued)

For the Year Ended 31 December 2008

2. Information Regarding Directors and Employees

The company had no employees during the year under review or the preceding financial period.

No emoluments were payable to the directors of the company during the year under review or the preceding financial period.

3. Auditors' Remuneration

Auditors' remuneration for the audit of the company's annual accounts in the current year is £2,000 (2007: £2,000) and has been borne by another group company without any right of reimbursement.

4. Investment in Joint Ventures and Investment Income

In February 2007 the company completed an acquisition of a 50% stake in the ordinary share capital of Inga Advisors Private Limited ("Inga"), one of India's leading merchant bankers, specialising in the mid cap sector. The company's investment in the new joint venture, renamed Collins Stewart Inga Private Limited, was £934,406 at 31 December 2008 (2007: £934,406).

Investment income comprises of dividends received from Inga (that are not subject to withholding tax but on which tax is payable by Inga).

5. Taxation

The tax assessed for the year is different from that resulting from applying the standard rate of corporation tax in the UK of 28.5% (2007: 30%), as explained below:

	2008 £	2007 £
Profit on ordinary activities before taxation	<u>205,519</u>	<u>47,543</u>
Tax on profit at standard rate of 28.5% (2007: 30%)	58,573	14,263
<i>Factors affecting the charge for the year:</i>		
Double taxation relief	(58,573)	(14,263)
Prior year adjustment	9,245	-
Net tax credit as shown in the profit and loss account	<u>9,245</u>	<u>-</u>

NOTES TO THE ACCOUNTS (Continued)
For the Year Ended 31 December 2008

6. Called Up Share Capital

	2008 £	2007 £
Authorised		
1 ordinary shares of £1.00 each	<u>1</u>	<u>1</u>
Allotted, called up and fully paid		
1 ordinary shares of £1.00 each	<u>1</u>	<u>1</u>

All shares rank pari passu with respect to rights to dividends, their voting rights and priority and amounts receivable on a winding-up.

7. Related Party Disclosures

The company has taken advantage of an exemption in Financial Reporting Standard No. 8: Related Party Disclosures. Under this exemption, the company is not required to disclose transactions or balances with other Collins Stewart group companies because it is a wholly owned subsidiary of Collins Stewart Europe Limited, whose financial statements are publicly available. There are no other related party transactions requiring disclosure.

8. Events After the Balance Sheet Date

There have been no material events since the balance sheet date.

9. Ultimate Controlling Party

The directors regard Collins Stewart plc, a company incorporated in the United Kingdom, as the ultimate parent company and the ultimate controlling party.

Collins Stewart plc is the parent company of the largest and smallest group of which the company is a member, and for which group financial statements are drawn up. Copies of the financial statements are available from 9th Floor, 88 Wood Street, London EC2V 7QR. The company's immediate parent company is Collins Stewart Europe Limited.