

COMPANY REGISTRATION NUMBER 05540630

AXIS SECURITIES EUROPE LIMITED
FINANCIAL STATEMENTS
31 MARCH 2015

AXIS SECURITIES EUROPE LIMITED

FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2015

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AXIS SECURITIES EUROPE LIMITED

STRATEGIC REPORT

YEAR ENDED 31 MARCH 2015

Business and Market Review

The current year under review has continued to be influenced by the global financial uncertainty. The number of corporate finance transactions which the company has the necessary permission to carry out was largely affected by the weak market sentiments across the globe and fear of uncertain times in Europe.

Markets generally across Asia and the US are in an unstable position on account of the subprime crisis and oil price rise. Inflation is on the increase in most of the emerging economies leaving secondary markets across the globe including India on a weaker footing. The advantages for the cross border listings are significantly reduced and hence cross border fund raising programmes are expected to be on a weaker note for at least some time to come.

However, there are various untapped opportunities arising in the areas of investment advisory and cross border merger and acquisition activities. The company is hopeful these activities will contribute to filling the gap arising out of corporate finance activities.

Future Plans and strategy

There are no plans to change the activities of the business in the near future, and the directors continue to consider the options for the company going forward.

Signed on behalf of the directors



Natarajan Iyer

DIRECTOR

Approved by the directors on 10 April 2015

AXIS SECURITIES EUROPE LIMITED

DIRECTORS' REPORT

YEAR ENDED 31 MARCH 2015

The directors present their report and the financial statements of the company for the year ended 31 March 2015.

RESULTS AND DIVIDENDS

The loss for the year amounted to £12,917. The directors have not recommended a dividend.

FINANCIAL INSTRUMENTS AND PILLAR 3 DISCLOSURES

Introduction

Because of the nature of the company's business, it falls within the scope of the Basel II Accord ('Basel II'), implemented through the EU Capital Adequacy and Banking Consolidation Directives. Together these require the company to make certain disclosures under 'Pillar 3' of the capital framework implemented by Basel II. Pillar 3 complements the existing pillars: minimum capital requirements (Pillar 1) and the supervisory review process (Pillar 2). Its aim is to encourage market discipline by developing a set of disclosure requirements which will allow market participants to assess key pieces of information on a company's capital, risk exposure and risk assessment processes.

The company intends to make these disclosures annually in its annual report. All the disclosures made herein are of the position at 31 March 2015, and are disclosed on an individual, stand alone basis for the company. The firm will not disclose items judged by the directors to be immaterial. Information should be considered as material if its omission or mis-statement could change or influence the assessment or decision of a user relying on it to make economic decisions.

There are no statements made under Pillar 3 that are equivalent to disclosures required to be made by accounting standards to which the company is subject. Therefore none of the statements made are subject to audit.

Financial risk management objectives and policies

The objective of financial risk management is to plan, organise and perform sufficient actions to provide reasonable assurance that the company's overall objectives and goals will be met; and to limit, to a level that is acceptable to the directors.

The company identifies and manages its key financial risks by means of a risk management policy that is appropriate to its size while preserving its effectiveness. Key parts of the policy to manage financial risk, including operational risk, are:

- regular management meetings;
- regular management information;
- regular compliance monitoring; and
- annual risk assessment as part of the company's ICAAP process.

AXIS SECURITIES EUROPE LIMITED

DIRECTORS' REPORT *(continued)*

YEAR ENDED 31 MARCH 2015

The firm does not hedge any of its financial risks.

Exposure to price risk

The company does not take positions itself and hence does not expose itself to price risk.

Exposure to credit risk

The company does not generally extend credit to its clients or counterparties. The company maintains an exposure in connection with funds held on current and deposit accounts with its bankers.

Exposure to cash flow risk

The company seeks to maintain at all times sufficient funds in readily accessible accounts with its bankers to meet its liabilities when they fall due. Details of the balances are given in the balance sheet on page 12.

In addition, in accordance with the FCA rules the company maintains capital equivalent to one quarter of its estimated projected annual fixed overhead expenditure to ensure that the company's affairs could be wound up in an orderly manner should the need arise (there is no current intention or expectation for such an eventuality). The relevant figure to be maintained is kept under regular review.

Capital resources

The company's capital resources are comprised only of core tier one capital, specifically permanent equity share capital and audited retained earnings.

The company's tier one capital resources and deductions made therefrom in accordance with the FCA's rules at 31 March 2015 are summarised as follows:

	2015
	£
Permanent equity capital	1,000
Audited retained earnings	866
Tier one capital	1,866
Deductions:	
Capital requirements	531
Surplus of own funds	1,335

Compliance with IFPRU 3,4,6, and 7

The company has decided that it is prudent to hold capital in respect of certain risks. Below is an extract of capital requirements summary from ICAAP.

AXIS SECURITIES EUROPE LIMITED

DIRECTORS' REPORT *(continued)*

YEAR ENDED 31 MARCH 2015

INTERNAL CAPITAL ADEQUACY ASSESSMENT PROCESS (ICAAP)

The firm's senior management keep all areas of its business under review and look to enhance existing controls and develop processes in place on a continuous basis.

Summary of capital requirements

As a IFPRU 730k firm, the firm is required to hold a minimum capital computed as the higher of its base capital requirement and the higher of:

- (1) its fixed overhead requirement; and
- (2) the sum of this business risk, credit risk, operational risk and market risk.

These may be summarised as follows:

	€'000	£'000
Pillar 1 capital requirement	730	531
Total capital requirement for Pillar 1	730	531

The directors consider there to be no market risk component in the variable capital requirement as there is no exposure to counterparties. Credit risk is considered to be £150,221 and the operational risk is considered to be £nil.

Therefore, the total capital required will be the higher of the base capital requirement of €730,000 or £534,024, and the sum of the credit risk, market risk and operational risk components.

The credit risk requirement is computed in part by reference to 8% of the risk weighted exposure amounts for each of the standard exposure classes set out in IFPRU 4.2 of the FCA handbook. The relevant amounts as at 31 March 2015 are as follows:

**8% of risk
weighted
exposure
amount
£'000
£
-**

The company currently has no trading book. The company, therefore, has no minimum capital requirements in respect of trading book business.

The company currently has no foreign currency exposure and therefore the company has no foreign currency position risk requirement.

There is a requirement for the company to maintain an operational risk capital requirement which it calculates using the basic approach.

The company has neither retail nor equity exposures that require any allocation of capital.

The company does not engage in any derivative trading or otherwise take positions in derivative instruments. It therefore has no counterparty risk in relation to such transactions.

AXIS SECURITIES EUROPE LIMITED

DIRECTORS' REPORT *(continued)*

YEAR ENDED 31 MARCH 2015

Credit risk and dilution risk

The directors consider, for accounting purposes, an exposure to be 'past due' when a counterparty has failed to make a payment when contractually due. The directors consider an exposure to be 'impaired' when it becomes likely that the exposure will realise less than its book value. The directors review all receivables for impairment on a regular basis and make provisions where they consider it appropriate.

Information concerning exposures as at 31 March 2015 and, where applicable, during the year then ended, is as follows:

	Exposure at 31 March 2015 £'000	Average exposure during the year £'000
Exposure to credit institutions	1,878	1,882

Exposures at 31 March 2015 were analysed geographically as follows:

	Exposure at 31 March 2015 £'000
UK	1,878

The residual maturity profile of all exposures at 31 March 2015 was as follows:

	Exposure at 31 March 2014 £'000	On demand £'000	Due in less than 60 days £'000	Due in more than 60 days £'000	Items past due £'000
Exposure to: Credit institutions	1,878	1,878			

At 31 March 2015 there were no amounts considered by the directors to be impaired and accordingly no provision for impairment existed at the balance sheet date. There was no charge recognised in profit and loss account during the year in respect of impaired and irrecoverable assets.

Risk weighted exposure amounts in accordance with the standardised approach The company employs the simplified method of assessing risk weighted exposure amounts and does not employ ratings agencies in connection with this exercise.

Market risk

The company had a capital resource requirement in respect of foreign currency position risk requirement of £nil at 31 March 2015.

Non-trading book exposures in equities

There are no non-trading book exposures in equities.

Exposures to interest rate risk in the non-trading book

The company is exposed to interest-rate risk in relation to monies held on interest-bearing deposit with the firm's bankers, although the risk involved is considered negligible and

AXIS SECURITIES EUROPE LIMITED

DIRECTORS' REPORT *(continued)*

YEAR ENDED 31 MARCH 2015

accordingly a detailed measurement of interest-rate risk has not been undertaken.

Securitisation

The company does not engage in securitisation.

The directors consider that a disclosure of risks attached to the financial instruments utilised by the company is not material to the assessment of assets, liabilities, financial position and profit and loss of the company.

DIRECTORS

The directors who served the company during the year were as follows:

Natarajan Iyer
Cyril Madireddi
Srinivasan Varadarajan

DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Strategic Report, 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 year.

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, 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.

AXIS SECURITIES EUROPE LIMITED

DIRECTORS' REPORT *(continued)*

YEAR ENDED 31 MARCH 2015

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

- so far as each director is aware, there is no relevant audit information of which the company's auditor is unaware; and
- each director has taken all steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Registered office:
10 Orange Street
London
WC2H 7DQ

Signed on behalf of the directors



Natarajan Iyer

DIRECTOR

Approved by the directors on 10 April 2015

AXIS SECURITIES EUROPE LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF AXIS SECURITIES EUROPE LIMITED

YEAR ENDED 31 MARCH 2015

We have audited the financial statements of Axis Securities Europe Limited for the year ended 31 March 2015 which comprise the Profit and Loss Account, Balance Sheet, Cash Flow Statement and the related notes. 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 shareholders, 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 shareholders 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 shareholders 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 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 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 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 March 2015 and of its loss 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 Strategic Report and Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

AXIS SECURITIES EUROPE LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF AXIS SECURITIES EUROPE LIMITED *(continued)*

YEAR ENDED 31 MARCH 2015

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.



BENJAMIN BIDNELL (Senior
Statutory Auditor)
For and on behalf of
SHIPLEYS LLP
Chartered Accountants
& Statutory Auditor

10 Orange Street
Haymarket
London
WC2H 7DQ

10 April 2015

AXIS SECURITIES EUROPE LIMITED

PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 MARCH 2015

	Note	2015 £	2014 £
TURNOVER		-	-
Administrative expenses		(12,917)	(9,064)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		<u>(12,917)</u>	<u>(9,064)</u>
Tax on loss on ordinary activities		-	-
LOSS FOR THE FINANCIAL YEAR		<u><u>(12,917)</u></u>	<u><u>(9,064)</u></u>

All of the activities of the company are classed as continuing.

The company has no recognised gains or losses other than the results for the year as set out above.

The notes on pages 13 to 14 form part of these financial statements.

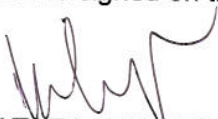
AXIS SECURITIES EUROPE LIMITED

BALANCE SHEET

31 MARCH 2015

	Note	2015 £	2014 £
CURRENT ASSETS			
Cash at bank		1,877,758	1,886,775
CREDITORS: Amounts falling due within one year	4	<u>(11,600)</u>	<u>(7,700)</u>
NET CURRENT ASSETS		1,866,158	1,879,075
TOTAL ASSETS LESS CURRENT LIABILITIES		1,866,158	1,879,075
CAPITAL AND RESERVES			
Called-up equity share capital	6	1,000,002	1,000,002
Profit and loss account	7	<u>866,156</u>	<u>879,073</u>
SHAREHOLDERS' FUNDS	8	1,866,158	1,879,075

These accounts were approved by the directors and authorised for issue on 10 April 2015, and are signed on their behalf by:



NATARAJAN IYER

Company Registration Number: 05540630

The notes on pages 13 to 14 form part of these financial statements.

AXIS SECURITIES EUROPE LIMITED

CASH FLOW STATEMENT

YEAR ENDED 31 MARCH 2015

	2015 £	£	2014 £
NET CASH OUTFLOW FROM OPERATING ACTIVITIES		(9,017)	(10,089)
DECREASE IN CASH		<u>(9,017)</u>	<u>(10,089)</u>

RECONCILIATION OF OPERATING LOSS TO NET CASH OUTFLOW FROM OPERATING ACTIVITIES

	2015 £	2014 £
Operating loss	(12,917)	(9,064)
Increase/(decrease) in creditors	3,900	(1,025)
Net cash outflow from operating activities	<u>(9,017)</u>	<u>(10,089)</u>

RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET FUNDS

	2015 £	2014 £
Decrease in cash in the period	<u>(9,017)</u>	<u>(10,089)</u>
Movement in net funds in the period	<u>(9,017)</u>	<u>(10,089)</u>
Net funds at 1 April 2014	1,886,775	1,896,864
Net funds at 31 March 2015	<u>1,877,758</u>	<u>1,886,775</u>

ANALYSIS OF CHANGES IN NET FUNDS

	At 1 Apr 2014 £	Cash flows £	At 31 Mar 2015 £
Cash in hand and at bank	1,886,775	(9,017)	1,877,758
Net funds	<u>1,886,775</u>	<u>(9,017)</u>	<u>1,877,758</u>

The notes on pages 13 to 14 form part of these financial statements.

AXIS SECURITIES EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2015

1. ACCOUNTING POLICIES

Basis of accounting

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

Consolidation

The company was, at the end of the year, a wholly-owned subsidiary of another company incorporated outside the EEA and in accordance with Section 401 of the Companies Act 2006, is not required to produce, and has not published, consolidated accounts.

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its liabilities.

2. OPERATING LOSS

Operating loss is stated after charging:

	2015	2014
	£	£
Directors' remuneration	—	—
Auditor's remuneration - audit of the financial statements	6,500	6,500
Auditor's remuneration - other fees	5,100	1,200
	<u> </u>	<u> </u>

3. PARTICULARS OF EMPLOYEES

No salaries or wages have been paid to employees, including the directors, during the year.

4. CREDITORS: Amounts falling due within one year

	2015	2014
	£	£
Accruals and deferred income	11,600	7,700
	<u> </u>	<u> </u>

AXIS SECURITIES EUROPE LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2015

5. RELATED PARTY TRANSACTIONS

No transactions with related parties were undertaken such as are required to be disclosed under Financial Reporting Standard 8.

6. SHARE CAPITAL

Allotted, called up and fully paid:

	2015		2014	
	No	£	No	£
Ordinary shares of £1 each	<u>1,000,002</u>	<u>1,000,002</u>	<u>1,000,002</u>	<u>1,000,002</u>

7. PROFIT AND LOSS ACCOUNT

	2015	2014
	£	£
Balance brought forward	879,073	888,137
Loss for the financial year	<u>(12,917)</u>	<u>(9,064)</u>
Balance carried forward	<u>866,156</u>	<u>879,073</u>

8. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2015	2014
	£	£
Loss for the financial year	<u>(12,917)</u>	<u>(9,064)</u>
Opening shareholders' funds	<u>1,879,075</u>	<u>1,888,139</u>
Closing shareholders' funds	<u>1,866,158</u>	<u>1,879,075</u>

9. ULTIMATE PARENT COMPANY

The ultimate parent company is Axis Bank Limited, a company registered in India. Axis Bank Limited owns 100% of the issued share capital of Axis Capital Limited, who is the immediate parent of the company. The company's year end results have been included in the consolidated financial statements of its ultimate parent undertaking, Axis Bank Limited. A copy of the group financial statements can be obtained from "TRISHUL", Third Floor, Opp. Samarsheshwar Temple, Nr. Law Garden, Ellisbridge, Ahmedabad, 380-006, India.

AXIS SECURITIES EUROPE LIMITED

MANAGEMENT INFORMATION

YEAR ENDED 31 MARCH 2015

The following pages do not form part of the statutory financial statements which are the subject of the independent auditor's report on pages 8 to 9.

AXIS SECURITIES EUROPE LIMITED

DETAILED PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 MARCH 2015

	2015	2014
	£	£
OVERHEADS		
Administrative expenses	(12,917)	(9,064)
LOSS ON ORDINARY ACTIVITIES	<u>(12,917)</u>	<u>(9,064)</u>

AXIS SECURITIES EUROPE LIMITED

NOTES TO THE DETAILED PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 MARCH 2015

	2015		2014
	£	£	£
ADMINISTRATIVE EXPENSES			
General expenses			
Legal and professional fees	6,117		2,221
Auditors remuneration	<u>6,500</u>		<u>6,500</u>
		12,617	8,721
Financial costs			
Bank charges		<u>300</u>	<u>343</u>
		<u>12,917</u>	<u>9,064</u>