

**SECURITIES GROUP COMPANY K.S.C. (PUBLIC)
AND SUBSIDIARIES
STATE OF KUWAIT**

**CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED MARCH 31, 2014
WITH
INDEPENDENT AUDITORS' REPORT**

SECURITIES GROUP COMPANY K.S.C. (PUBLIC)
AND SUBSIDIARIES
STATE OF KUWAIT

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FOR THE YEAR ENDED MARCH 31, 2014
WITH
INDEPENDENT AUDITORS' REPORT

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AL-WAHA
AUDITING OFFICE
ALI OWAID RUKHAEYES

Member of The International Group of Accounting Firms

P.O. Box 27387 Safat
13134 - State of Kuwait
Telephone: (965) 22423415
Facsimile : (965) 22423417



RSM Albazie & Co.

Public Accountants

Kuwait Airways Building, 7th floor, Shuhada Street,
P.O. Box 2115, Safat - 13022, State of Kuwait
T +965 22961000 F +965 22412761
E mail@albazie.com W www.albazie.com

INDEPENDENT AUDITORS' REPORT

The Shareholders
Securities Group Company K.S.C. (Public)
State of Kuwait

Report on the consolidated financial statements

We have audited the accompanying consolidated financial statements of Securities Group Company K.S.C. (Public) (the Parent Company) and subsidiaries (the Group), which comprise the consolidated statement of financial position as at March 31, 2014, and the consolidated statements of profit or loss, profit or loss and other comprehensive income, changes in equity and cash flows for the financial year then ended and a summary of significant accounting policies and other explanatory notes.

Management's responsibility for the consolidated financial statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards as adopted for use by the State of Kuwait and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free of material misstatement, whether due to fraud or error.

Auditors' responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion.



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Basis for qualified opinion

The Group's investment in Kuwait Qatari Co. for Real Estate Development K.S.C.C. (associate) was accounted based on management accounts as at December 31, 2013 (Note 7) due to non-availability of the audited financial statements for the period then ended. Furthermore we had not obtained the audited financial statements of the associate as at December 31, 2012 and our opinion was qualified on the consolidated financial statements of the Group for the year ended March 31, 2013 in this regard. Consequently, we were unable to ascertain whether any further adjustments to the carrying amount of the investment were necessary.

Qualified opinion

In our opinion, except for the possible effect of the matter described in the Basis for Qualified Opinion paragraph, the consolidated financial statements present fairly, in all material respects, the financial position of the Group as at March 31, 2014, and of its financial performance and its cash flows for the financial year then ended in accordance with International Financial Reporting Standards as adopted for use in the State of Kuwait.

Report on other legal and regulatory requirements

Also in our opinion, the consolidated financial statements include the disclosures required by the Companies Law No. 25 of 2012, as amended and its Executive Regulations and the Parent Company's Memorandum of Incorporation and Articles of Association, and we obtained the information we required to perform our audit. In addition, proper books of account have been kept, physical stocktaking was carried out in accordance with recognized practice, and the accounting information given in the Director's Report is in agreement with the Parent Company's books. According to the information available to us, no violation of the Companies Law No. 25 of 2012, as amended and its Executive Regulations or of the Parent Company's Memorandum of Incorporation and Articles of Association has occurred during the financial year ended March 31, 2014 which might have materially affected the Group's financial position or results of its operations.

We further report that, during the course of our audit, we have not become aware of any material violations of the provisions of Law No. 32 of 1968, as amended, concerning currency, the Central Bank of Kuwait and the Organization of Banking Business, Law No. 7 of 2010 concerning the Capital Markets Authority and its related regulations during the financial year ended March 31, 2014.

Ali Owaid Rukheyas
Licence No. 72-A
Member of the International Group of
Accounting Firms

Dr. Shuaib A. Shuaib
Licence No. 33-A
RSM Albazie & Co.

State of Kuwait
June 2, 2014

SECURITIES GROUP COMPANY K.S.C. (PUBLIC) AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF FINANCIAL POSITION
AS AT MARCH 31, 2014
(All amounts are in Kuwaiti Dinars)

<u>ASSETS</u>	Note	2014	2013
Cash on hand and at banks		6,887,323	7,051,721
Investments at fair value through profit or loss	3	61,670	4,835,200
Accounts receivable and other debit balances	4	21,760,244	2,059,388
Loans granted to others	5	512,372	362,935
Investments available for sale	6	49,613,400	51,617,346
Investment in associates	7	27,374,942	26,963,299
Investment in unconsolidated subsidiaries	8	1,075,405	589,405
Investment held to maturity	9	3,000,000	3,000,000
Investment properties	10	13,160,095	24,038,637
Total assets		123,445,451	120,517,931
 <u>LIABILITIES AND EQUITY</u>			
Liabilities:			
Loans	11	59,150,000	63,315,000
Accounts payable and other credit balances	12	4,252,238	2,115,932
Total liabilities		63,402,238	65,430,932
Equity:			
Capital	13	25,528,372	25,528,372
Treasury shares	14	(87,765)	(87,765)
Share premium		3,046,592	3,046,592
Statutory reserve	15	12,764,186	12,764,186
Voluntary reserve	16	4,405,892	4,405,892
Foreign currency translation adjustments		83,715	151,564
Cumulative changes in fair value		(8,371,934)	(11,279,149)
Retained earnings		22,607,922	20,489,621
Equity attributable to the shareholders of Parent Company		59,976,980	55,019,313
Non-controlling interest		66,233	67,686
Total equity		60,043,213	55,086,999
Total liabilities and equity		123,445,451	120,517,931
Memorandum accounts off the consolidated statement of financial position	25	1,673,449,135	1,370,595,222

The accompanying notes (1) to (30) form an integral part of the consolidated financial statements


Khaled S. Al - Ali
Chairman


Ali Y. Al - Awadi
Vice Chairman and CEO

SECURITIES GROUP COMPANY K.S.C. (PUBLIC) AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF PROFIT OR LOSS
FOR THE YEAR ENDED MARCH 31, 2014
(All amounts are in Kuwaiti Dinars)

	Note	2014	2013
Revenues:			
Net investment income (loss)	18	708,298	(2,501,208)
Fees and commission income	19	2,396,448	1,504,319
Interest income		217,915	84,749
Rental income		628,191	778,701
Group's share of results from associates	7	1,829,648	1,334,756
Gain on sale of investment property	10	3,050,293	50,000
Other income		82,155	142,431
		<u>8,912,948</u>	<u>1,393,748</u>
Expenses and other charges:			
General and administrative expenses	20	(1,680,490)	(1,534,514)
Finance charges		(1,506,195)	(1,358,405)
Impairment loss on investments available for sale	6	(1,170,740)	(3,158,537)
Net provisions charged	7, 12	(954,034)	(14,751)
		<u>(5,311,459)</u>	<u>(6,066,207)</u>
Profit (loss) for the year before contribution to Kuwait Foundation for the Advancement of Sciences (KFAS), National Labor Support Tax (NLST), Zakat and Board of Directors' remuneration		3,601,489	(4,672,459)
Contribution to KFAS	21	(17,310)	-
NLST	22	(113,642)	-
Zakat	23	(29,027)	-
Board of Directors' remuneration	17	(50,000)	-
Net profit (loss) for the year		<u>3,391,510</u>	<u>(4,672,459)</u>
Attributable to:			
Shareholders of the Parent Company		3,392,963	(4,672,184)
Non-controlling interest		(1,453)	(275)
Net profit (loss) for the year		<u>3,391,510</u>	<u>(4,672,459)</u>
		<u>Fils</u>	<u>Fils</u>
Earnings (loss) per share attributable to shareholders of the Parent Company	24	<u>13.31</u>	<u>(18.33)</u>

The accompanying notes (1) to (30) form an integral part of the consolidated financial statements

SECURITIES GROUP COMPANY K.S.C. (PUBLIC) AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR ENDED MARCH 31, 2014

(All amounts are in Kuwaiti Dinars)

	Note	2014	2013
Net profit (loss) for the year		<u>3,391,510</u>	<u>(4,672,459)</u>
Other comprehensive income:			
<u>Items that may be reclassified subsequently to consolidated statement of profit or loss</u>			
Investments available for sale:			
Changes in fair value of investments available for sale	6	2,070,222	(2,197,462)
Reversal on sale of investments available for sale		(99,044)	3,477,252
Reversal on impairment of investments available for sale		936,037	-
		<u>2,907,215</u>	<u>1,279,790</u>
Share of other comprehensive income of associates		38,107	96,038
Foreign currency translation adjustments		(105,956)	150,927
Other comprehensive income for the year		<u>2,839,366</u>	<u>1,526,755</u>
Total comprehensive income (loss) for the year		<u>6,230,876</u>	<u>(3,145,704)</u>
Attributable to:			
Shareholders of the Parent Company		6,232,329	(3,145,429)
Non-controlling interest		(1,453)	(275)
		<u>6,230,876</u>	<u>(3,145,704)</u>

The accompanying notes (1) to (30) form an integral part of the consolidated financial statements

SECURITIES GROUP COMPANY K.S.C. (PUBLIC) AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED MARCH 31, 2014

(All amounts are in Kuwaiti Dinars)

	Equity attributable to the shareholders of the Parent Company										
	Capital	Treasury shares	Share premium	Statutory reserve	Voluntary reserve	Foreign currency translation adjustments	Cumulative changes in fair value	Retained earnings	Sub-total	Non-controlling interest	Total
Balance as at March 31, 2012	25,528,372	(87,765)	3,046,592	12,764,186	4,405,892	2,128	(12,656,468)	25,161,805	58,164,742	67,961	58,232,703
Total comprehensive income (loss) for the year	-	-	-	-	-	149,436	1,377,319	(4,672,184)	(3,145,429)	(275)	(3,145,704)
Balance as at March 31, 2013	25,528,372	(87,765)	3,046,592	12,764,186	4,405,892	151,564	(11,279,149)	20,489,621	55,019,313	67,686	55,086,999
Total comprehensive (loss) income for the year	-	-	-	-	-	(67,849)	2,907,215	3,392,963	6,232,329	(1,453)	6,230,876
Cash dividends (Note 17)	-	-	-	-	-	-	-	(1,274,662)	(1,274,662)	-	(1,274,662)
Balance as at March 31, 2014	25,528,372	(87,765)	3,046,592	12,764,186	4,405,892	83,715	(6,371,934)	22,607,922	59,976,980	66,233	60,043,213

The accompanying notes (1) to (30) form an integral part of the consolidated financial statements

SECURITIES GROUP COMPANY K.S.C. (PUBLIC) AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED MARCH 31, 2014

(All amounts are in Kuwaiti Dinars)

	<u>2014</u>	<u>2013</u>
Cash flow from operating activities:		
Net profit (loss) for the year before KFAS, NLST, Zakat and Board of Directors' remuneration	3,601,489	(4,672,459)
Adjustments to:		
Net investment (income) loss	(708,298)	2,501,208
Interest income	(217,915)	(84,749)
Group's share of results from associates	(1,829,648)	(1,334,756)
Gain on sale of investment property	(3,050,293)	(50,000)
Finance charges	1,506,195	1,358,405
Impairment loss on investments available for sale	1,170,740	3,158,537
Net provisions charged	954,034	14,751
	<u>1,426,304</u>	<u>890,937</u>
Changes in operating assets and liabilities:		
Investments at fair value through profit or loss	4,999,093	(5,070,655)
Accounts receivable and other debit balances	(1,909,723)	50,153
Loans granted to others	(150,946)	(366,601)
Accounts payable and other credit balances	1,036,233	(171,816)
Net cash generated from (used in) operating activities	<u>5,400,961</u>	<u>(4,667,982)</u>
Cash flow from investing activities:		
Purchase of investments available for sale	(159,297)	(7,328,840)
Proceeds from sale of investments available for sale	3,992,584	13,304,640
Paid for investment in associates	-	(13,931,749)
Proceeds from liquidation of an associate	-	59,699
Paid for investment in unconsolidated subsidiaries	(486,000)	(15,086)
Purchase of investment held to maturity	-	(3,000,000)
Paid for investment properties	(3,408,236)	(18,921,090)
Proceeds from sale of investment property	-	550,000
Interest received	219,733	38,681
Dividends received	1,192,405	2,686,413
Net cash generated from (used in) investing activities	<u>1,351,189</u>	<u>(26,557,332)</u>
Cash flows from financing activities:		
Loans	(4,165,000)	32,483,996
Cash dividends paid	(1,245,353)	(77,109)
Finance charges paid	(1,506,195)	(1,358,405)
Net cash (used in) generated from financing activities	<u>(6,916,548)</u>	<u>31,048,482</u>
Net decrease in cash on hand and at banks	(164,398)	(176,832)
Cash on hand and at banks at the beginning of the year	<u>7,051,721</u>	<u>7,228,553</u>
Cash on hand and at banks at the end of the year	<u>6,887,323</u>	<u>7,051,721</u>

The accompanying notes (1) to (30) form an integral part of the consolidated financial statements

SECURITIES GROUP COMPANY K.S.C. (PUBLIC) AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
MARCH 31, 2014
(All amounts are in Kuwaiti Dinars)

1. Incorporation and principal activities

Securities Group Company K.S.C. (Public) (the Parent Company) is a Kuwaiti Closed Shareholding Company incorporated by agreement no. 786 / Vol. 2 dated October 24, 1981 and the latest amendment on June 9, 2007. The Parent Company is listed in the Kuwait Stock Exchange. The Parent Company's registered office is P.O. Box 26953, Safat 13130, State of Kuwait.

The principal activities of the Parent Company include:

- Trading in securities listed in Kuwait and the GCC
- Acting as custodian and managers of funds
- Conducting research and studies
- Providing financial and investment services
- Obtaining loans from the financial market, granting to others and acting as an intermediary in the lending and borrowing process
- Establishing and managing real estate portfolios for its clients inside and outside Kuwait and
- Investment in real estate.

The Parent Company is under the supervision of the Capital Market Authority according to Law No.7/2010 for investment companies.

The Companies Law was issued on November 26, 2012 by Decree No. 25 of 2012 (the "Companies Law"), and had cancelled the Commercial Companies Law No. 15 of 1960. The Companies Law was subsequently amended by Law No. 97 of 2013. The Executive Regulations of the new amended law was issued on September 29, 2013 and was published in the Official Gazette on October 6, 2013. As stated in Article No. (3) of the Executive Regulations, all companies have a grace period of one year from the Executive Regulation's publication date to comply with the requirements of the new amended law.

The consolidated financial statements were authorized for issue by the Board of Directors on June 2, 2014. The Shareholders' Annual General Assembly has the power to amend these consolidated financial statements after issuance.

2. Significant accounting policies

The accompanying consolidated financial statements of the Group have been prepared in accordance with the International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB) and applicable requirements of Ministerial order No.18 of 1990 except for IAS 39 requirements for collective provision which has been replaced by the Central Bank of Kuwait requirements for a minimum general provision. Significant accounting policies are summarized as follows:

a) Basis of preparation

The consolidated financial statements are presented in Kuwaiti Dinars and are prepared under the historical cost convention, except that, investments at fair value through profit or loss and certain investments available for sale are stated at their fair value.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The accounting policies applied by the Group are consistent with those used in the previous year, except for the changes due to implementation of the following new and amended International Financial Reporting Standards as at January 1, 2013:

IAS 1 Presentation of items of other comprehensive income

The amendments to IAS 1 require items of other comprehensive income to be grouped into two categories

- a) Items that will not be reclassified, subsequently to consolidated statement of profit or loss and
- b) Items that may be reclassified to consolidated statement of profit or loss when specific conditions are met.

The amendments are effective for annual periods beginning on or after July 1, 2012.

IAS 28 Investments in associates and joint ventures

As a consequence of the new IFRS 11 Joint Arrangements and IFRS 12 Disclosure of Interests in other entities IAS 28 Investments in Associates has been renamed IAS 28 Investments in Associates and Joint Ventures and describes the application of the equity method to investments in Joint Ventures in addition to associates. The revised standard becomes effective for annual periods beginning on or after January 1, 2013.

IFRS 7 Offsetting financial assets and financial liabilities and related disclosures

The amendments to IFRS 7 require entities to disclose information about rights of offset and related arrangements for financial instruments under an enforceable master netting agreement or similar arrangement. The amendments are effective for annual periods beginning on or after January 1, 2013.

IFRS 10 Consolidated financial statements

The new Standard identifies the principles of control, determines how to identify whether an investor controls an investee and therefore must consolidate the investee, and sets out the principles for the preparation of consolidated financial statements. It introduces a single consolidation model that identifies control as the basis for consolidation for all types of entities, where control is based on whether an investor has power over the investee, exposure/rights to variable returns from its involvement with the investee and the ability to use its power over the investee to affect the amount of the returns. This standard is effective for annual periods beginning on or after January 1, 2013.

IFRS 12 Disclosure of interests in other entities

The new Standard combines, enhances and replaces the disclosure requirements for subsidiaries, joint arrangements, associates and unconsolidated structured entities. It requires extensive disclosure of information that enables users of financial statements to evaluate the nature of, and risks associated with, interests in other entities and the effects of those interests on the entity's financial position, financial performance and cash flows. This standard is effective for annual periods beginning on or after January 1, 2013.

IFRS 13 Fair value measurement

This IFRS

- a) defines fair value.
- b) sets out in a single IFRS a framework for measuring fair value.
- c) requires disclosures about fair value measurements.

IFRS 13 applies when other IFRSs require or permit fair value measurements. It does not introduce any new requirements to measure an asset or a liability at fair value, change what is measured at fair value in IFRS or address how to present changes in fair value. The new requirements are effective for annual periods beginning on or after January 1, 2013.

The preparation of consolidated financial statements in conformity with International Financial Reporting Standards requires management to make judgments, estimates and assumptions in the process of applying the Group's accounting policies. Significant accounting judgments, estimates and assumptions are disclosed in Note 2(q).

Standards issued but not effective

The following IASB standards have been issued but are not yet effective, and have not been adopted by the Group:

Amendments to IAS 32 offsetting financial assets and financial liabilities

The amendments to IAS 32 clarify the meaning of "currently has a legally enforceable right of set off" and "simultaneous realization and settlement". These are effective for annual periods beginning on or after January 1, 2014.

IFRS 9 Financial instruments

The standard, which was earlier effective for annual periods beginning on or after January 1, 2015 and now deferred, specifies how an entity should classify and measure its financial assets. It requires all financial assets to be classified entirely based on the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets. Financial assets are measured either at amortized cost or fair value.

These requirements improve and simplify the approach for classification and measurement of financial assets compared with the requirements of IAS 39. They apply a consistent approach to classifying financial assets and replace the numerous categories of financial assets in IAS 39, each of which had its own classification criteria. They also result in one impairment method, replacing the numerous impairment methods in IAS 39 that arise from the different classification categories.

Amendments to IFRS 10 and IFRS 12 for Investment Entities

The amendments to IFRS 10 define an investment entity and require a reporting entity that meets the definition of investment entity not to consolidate its subsidiaries but instead to measure its subsidiaries at fair value through profit or loss in its consolidated financial statements. The amendments are effective for annual periods beginning on or after January 1, 2014.

These standards are not expected to have any material impact on the consolidated financial statements.

b) Principles of consolidation

The consolidated financial statements incorporate the financial information of the Parent Company and the following subsidiaries:

<u>Name of the subsidiary</u>	<u>Country of incorporation</u>	<u>Principal activities</u>	<u>Percentage of holding</u>	
			<u>2014</u>	<u>2013</u>
Al Anoud Al Thahabiya Company W.L.L.	Kingdom of Saudi Arabia	Real Estate	100%	100%
North African Investment Company Limited	Cayman islands	Investment	100%	100%
First Securities Group For Credit Fund Company W.L.L.	Kuwait	Factoring	99%	99%
Securities Group Morocco SARL AU	Morocco	Industrial	100%	100%
Al-Ataya International Foods Company K.S.C. (Closed)	Kuwait	Food	75%	75%

Subsidiaries are those enterprises controlled by the Parent Company. Control exists when the Parent Company:

- has power over the investee.
- is exposed, or has rights to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Parent Company reassess whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

When the Company has less than a majority of voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

The financial statements of subsidiaries are included in the consolidated financial statements from the date that control effectively commences until the date that control effectively ceases. All inter-company balances and transactions, including inter-company profits and unrealized profits and losses are eliminated in full on consolidation. Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances.

Non-controlling interests in the net assets of consolidated subsidiaries are identified separately from the Group's equity therein. Non-controlling interests consist of the amount of those interests at the date of the original business combination and the non-controlling shareholders' share of changes in equity since the date of the combination.

Non-controlling interests are measured at either fair value, or at its proportionate interest in the identifiable assets and liabilities of the acquiree, on a transaction-by-transaction basis.

A change in the ownership interest of a subsidiary, without a change of control, is accounted for as an equity transaction. The carrying amounts of the Group's ownership interests and non-controlling interests are adjusted to reflect changes in their relative interests in the subsidiaries. Any difference between the amount by which non-controlling interests are adjusted and fair value of the consideration paid or received is recognized directly in equity and attributable to owners of the Parent Company. Losses are attributed to the non-controlling interest even if that results in a deficit balance. If the Group loses control over a subsidiary, it:

- Derecognizes the assets (including goodwill) and liabilities of the subsidiary;
- Derecognizes the carrying amount of any non-controlling interest;
- Derecognizes the cumulative translation differences, recorded in equity;
- Recognizes the fair value of the consideration received;
- Recognizes the fair value of any investment retained;
- Recognizes any surplus or deficit in profit or loss; and
- Reclassifies the Parent Company's share of components previously recognized in other comprehensive income to profit or loss or retained earnings as appropriate.

c) Financial instruments

Financial assets and financial liabilities are recognized when the Group becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities carried on the statement of financial position include cash on hand and at banks, receivables, investments, loans granted to others, loans and payables.

Financial instruments are classified as liabilities or equity in accordance with the substance of the contractual arrangement. Interest, dividends, gains, and losses relating to a financial instrument classified as a liability are reported as expense or income. Distributions to holders of financial instruments classified as equity are charged directly to equity. Financial instruments are offset when the Group has a legally enforceable right to offset and intends to settle either on a net basis or to realize the asset and settle the liability simultaneously.

MARCH 31, 2014

(All amounts are in Kuwaiti Dinars)

i) Accounts receivable

Receivables are recognized initially at fair value and subsequently measured at amortized cost, using the effective interest method, less provision for impairment. A provision for impairment of receivables is established when there is objective evidence that the Group will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial reorganization, and default or delinquency in payments are considered indicators that the trade receivable is impaired. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account, and the amount of the loss is recognized in the consolidated statement of profit or loss. When a receivable is uncollectible, it is written off against the allowance account for receivables. Subsequent recoveries of amounts previously written off are credited in the consolidated statement of profit or loss.

ii) Investments

The Group classifies its investments in the following categories: investments at fair value through profit or loss, loans and receivables, held to maturity investments and available for sale investments. The classification depends on the purpose for which the investments were acquired and is determined at initial recognition by the management.

(a) Investments at fair value through profit or loss

This category has two sub-categories: investments held for trading, and those designated at fair value through profit or loss at inception.

An investment is classified as held for trading if acquired principally for the purpose of selling in the short term or if it forms part of an identified portfolio of investments that are managed together and has a recent actual pattern of short-term profit making or it is a derivative that is not designated and effective as a hedging instrument.

An investment is designated by the management on initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise or; if they are managed and their performance is evaluated and reported internally on a fair value basis in accordance with a documented risk management or investment strategy.

(b) Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise when the Group provides money, goods or services directly to a debtor with no intention of trading the receivable.

(c) Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets with fixed or determinable payments and fixed maturities that the Group's management has the positive intention and ability to hold to maturity.

(d) Investments available for sale

Investments available for sale are non-derivative financial assets that are either designated in this category or not classified in any of the other categories.

Purchases and sales of investments are recognized on trade date – the date on which the Group commits to purchase or sell the asset. Investments are initially recognized at fair value plus transaction costs for all financial assets not carried at fair value through profit or loss.

After initial recognition, investments at fair value through profit or loss and investments available for sale are subsequently carried at fair value. Loans and receivables and held to maturity investments are carried at amortized cost using the effective interest method less any allowance for impairment. The fair values of quoted investments are based on current bid prices. If the market for an investment is not active (and for unlisted securities), the Group establishes fair value by using valuation techniques. These include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, and option pricing models refined to reflect the issuer's specific circumstances.

Realized and unrealized gains and losses from investments at fair value through profit or loss are included in the consolidated statement of profit or loss. Unrealized gains and losses arising from changes in the fair value of investments available for sale are recognized in cumulative changes in fair value in other comprehensive income.

Where investments available for sale could not be measured reliably, these are stated at cost less impairment losses, if any.

When an investment available for sale is disposed off or impaired, any prior changes in fair value earlier reported in other comprehensive income is transferred to the consolidated statement of profit or loss.

An investment (in whole or in part) is derecognized either when: the contractual rights to receive the cash flows from the investment have expired; or the Group has transferred its rights to receive cash flows from the investment and either (a) has transferred substantially all the risks and rewards of ownership of the investment, or (b) has neither transferred nor retained substantially all the risks and rewards of the investment, but has transferred control of the investment. Where the Group has retained control, it shall continue to recognize the investment to the extent of its continuing involvement in the investment.

The Group assesses at the end of each reporting period whether there is an objective evidence that a financial asset or a group of financial assets is impaired. In the case of equity securities classified as available for sale, a significant or prolonged decline in the fair value of the security below its cost is considered in determining whether the securities are impaired. Significant is evaluated against the original cost of the investment and prolonged against the period in which fair value has been below its original cost. If any such evidence exists for investments available for sale, the cumulative loss – measured as the difference between the acquisition cost and the current fair value, less any impairment loss on that investment previously recognized in profit or loss – is removed from other comprehensive income and recognized in the consolidated statement of profit or loss. Impairment losses recognized in the consolidated statement of profit or loss on available for sale equity instruments are not reversed through the consolidated statement of profit or loss.

iii) Accounts payable

Accounts payable are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

iv) Borrowings

Borrowings are recognized initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortized cost. Any difference between proceeds (net of transaction costs) and the redemption value is recognized in the consolidated statement of profit or loss over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalized as a pre-payment for liquidity services and amortized over the period of the facility to which it relates.

d) Associates

Associates are those enterprises in which the Group has significant influence which is the power to participate in the financial and operating policy decisions of the associate. The consolidated financial statements include the Group share of the results and assets and liabilities of associates under the equity method of accounting from the date that significant influence effectively commences until the date that significant influence effectively ceases, except when the investment is classified as held for sale, in which case it is accounted as per IFRS 5 "Non-current Assets Held for Sale and Discontinued Operations". Under the equity method, investments in associates are carried in the consolidated statement of financial position at cost as adjusted for post-acquisition changes in the Group share of the net assets of the associate.

The Group recognizes in its other comprehensive income for its share of changes in other comprehensive income of associate.

Losses of an associate in excess of the Group interest in that associate (which includes any long-term interests that, in substance, form part of the Group net investment in the associate) are not recognized except to the extent that the Group has an obligation or has made payments on behalf of the associate.

Gains or losses arising from transactions with associates are eliminated against the investment in the associate to the extent of the Group interest in the associate.

Any excess of the cost of acquisition over the Group share of the net fair value of the identifiable assets, liabilities and contingent liabilities of the associate recognized at the date of acquisition is recognized as goodwill. The goodwill is included within the carrying amount of the investment in associates and is assessed for impairment as part of the investment. If the cost of acquisition is lower than the Group's share of the net fair value of the identifiable assets, liabilities and contingent liabilities, the difference is recognized immediately in the consolidated statement of profit or loss.

Upon loss of significant influence over the associate, the Group measures and recognizes any retaining investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retaining investment and proceeds from disposal is recognized in the consolidated statement of profit or loss.

After the application of the equity method, the Group determines whether it is necessary to recognize impairment loss on the Group's investment in its associate. The Group determines at each reporting date whether there is any objective evidence that the investment in associate is impaired. If this is the case, The Group calculates the amount of impairment as the difference between the recoverable amount of the associate and its carrying value and recognizes the amount in the consolidated statement of profit or loss.

e) Investment properties

Investment properties comprise completed property, property under construction or re-development held to earn rentals or for capital appreciation or both. Investment properties are re-measured at cost including purchase price and transactions costs less accumulated depreciation and impairment losses. Land on which the investment property is erected is not depreciated. Depreciation is computed on a straight-line basis over the useful life of the buildings of 20 years.

Investment properties are derecognized when either they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Gains or losses arising on the retirement or disposal of an investment property are recognized in the consolidated statement of profit or loss.

Transfers are made to investment property when, and only when, there is a change in use, evidenced by the end of owner occupation or commencement of an operating lease to another party. Transfers are made from investment property when, and only when, there is a change in use, evidenced by commencement of owner occupation or commencement of development with a view to sale.

f) Impairment of tangible assets

At the end of each reporting period, the Group reviews the carrying amounts of its tangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of the fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a discount rate that reflects current market assessment of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognized immediately in the consolidated statement of profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Where an impairment loss subsequently reverses, the carrying amount of the asset (cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset (cash-generating unit) in prior years. A reversal of an impairment loss is recognized immediately in the consolidated statement of profit or loss, unless the relevant asset is carried at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

g) Provisions

A provision is recognized when the Group has a present legal or constructive obligation as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation. Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate.

Where the effect of the time value of money is material, the amount of a provision is the present value of the expenditures expected to be required to settle the obligation. Provisions are not recognized for future operating losses.

h) Provision for end of service indemnity

Provision is made for amounts payable to employees under the Kuwaiti Labor Law in the private sector and employees' contracts. This liability, which is unfunded, represents the amount payable to each employee as a result of involuntary termination at the end of the reporting period and approximates the present value of the final obligation.

i) Capital

Ordinary shares are classified as equity.

j) Treasury shares

Treasury shares consist of the Parent Company's own shares that have been issued, subsequently reacquired by the Group and not yet reissued or cancelled. The treasury shares are accounted for using the cost method. Under the cost method, the weighted average cost of the shares reacquired is charged to a contra equity account. When the treasury shares are reissued, gains are credited to a separate account in consolidated statement of changes in equity (treasury shares reserve), which is not distributable. Any realized losses are charged to the same account to the extent of the credit balance on that account. Any excess losses are charged to retained earnings, reserves and then share premium.

Gains realized subsequently on the sale of treasury shares are first used to offset any recorded losses in the order of share premium, reserves, retained earnings and the treasury shares reserve account. No cash dividends are paid on these shares. The issue of bonus shares increases the number of treasury shares proportionately and reduces the average cost per share without affecting the total cost of treasury shares.

Where any Group's company purchases the Parent Company's equity share capital (treasury shares), the consideration paid, including any directly attributable incremental costs is deducted from equity attributable to the Parent Company's equity holders until the shares are cancelled or reissued. Where such shares are subsequently reissued, any consideration received, net of any directly attributable incremental transaction costs, is included in equity attributable to the Parent Company's equity holders.

k) Segment reporting

A segment is a distinguishable component of the Group that engages in business activities from which it earns revenue and incurs costs. Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker is identified as the person being responsible for allocating resources, assessing performance and making strategic decisions regarding the operating segments.

l) Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of investments and services rendered in the ordinary course of the Group's activities.

The Group recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the Group's activities as described below. The amount of revenue is not considered to be reliably measurable until all contingencies relating to the sale and services rendered have been resolved.

i) Gain on sale of investments

Gain on sale of investments is measured by the difference between the sale proceeds and the carrying amount of the investment at the date of disposal, and is recognized at the time of the sale.

ii) Dividend income

Dividend income is recognized when the right to receive payment is established.

iii) Interest income

Interest income is recognized using the effective interest method.

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iv) Management fees

Management fees are recognized on a cash basis.

v) Other income

Fees, commission and consultancy revenue is recognized at the time the related services are provided.

vi) Rental income

Rental income is recognized, when earned, on a time apportionment basis.

m) Foreign currencies

Foreign currency transactions are translated into Kuwaiti Dinars at rates of exchange prevailing on the date of the transactions. Monetary assets and liabilities denominated in foreign currency at the end of reporting period are retranslated into Kuwaiti Dinars at rates of exchange prevailing on that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are included in profit or loss for the period. Translation differences on non-monetary items such as equity investments which are classified as investments at fair value through profit or loss are reported as part of the fair value gain or loss. Translation differences on non-monetary items such as equity investments classified as investments available for sale are included in "cumulative changes in fair value" in other comprehensive income.

The assets and liabilities of the foreign subsidiary are translated into Kuwaiti Dinars at rates of exchange prevailing at the end of reporting period. The results of the subsidiary are translated into Kuwaiti Dinars at rates approximating the exchange rates prevailing at the dates of the transactions. Foreign exchange differences arising on translation are recognized directly in other comprehensive income. Such translation differences are recognized in profit or loss in the period in which the foreign operation is disposed off.

n) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalization.

All other borrowing costs are recognized in consolidated statement of profit or loss in the period in which they are incurred.

o) Contingencies

Contingent liabilities are not recognized but disclosed in the consolidated financial statements except when the possibility of an outflow of resources embodying economic benefits is remote.

Contingent assets are not recognized but disclosed in the consolidated financial statements when an inflow of economic benefits is probable.

p) Memorandum accounts off the statement of financial position

Assets held in trust or in a fiduciary capacity are not treated as assets of the Group and accordingly are not included in these consolidated financial statements but are disclosed in the notes to the consolidated financial statements.

q) Critical accounting estimates and judgments

The Group makes judgments, estimates and assumptions concerning the future. The preparation of consolidated financial statements in conformity with International Financial Reporting Standards requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenue and expenses during the year. Actual results could differ from the estimates.

a) **Judgments**

In the process of applying the Group's accounting policies which are described in note 2, management has made the following judgments that have the most significant effect on the amounts recognized in the consolidated financial statements.

(i) Revenue recognition

Revenue is recognized to the extent it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. The determination of whether the revenue recognition criteria as specified under IAS 18 are met requires significant judgment.

(ii) Classification of investments

On acquisition of an investment, the Group decides whether it should be classified as "at fair value through profit or loss", "available for sale" or "held to maturity". The Group follows the guidance of IAS 39 on classifying its investments.

(iii) Impairment of investments

The Group follows the guidance of IAS 39 to determine when an available-for-sale equity investment is impaired. This determination requires significant judgment. In making this judgment, the Group evaluates, among other factors, a significant or prolonged decline in the fair value below its cost; and the financial health of and short term business outlook for the investee, including factors such as industry and sector performance, changes in technology and operational and financing cash flow. The determination of what is "significant" or "prolonged" requires significant judgment.

b) **Estimation and assumptions**

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(i) Fair value of unquoted equity investments

If the market for a financial asset is not active or not available, the Group establishes fair value by using valuation techniques which include the use of recent arm's length transactions, reference to other instruments that are substantially the same, discounted cash flow analysis, and option pricing models refined to reflect the issuer's specific circumstances. This valuation requires the Group to make estimates about expected future cash flows and discount rates that are subject to uncertainty.

(ii) Impairment of non-financial assets

An impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs to sell and its value in use. The fair value less costs to sell calculation is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow model. The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the cash generating unit being tested. The recoverable amount is most sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash inflows and the growth rate used for extrapolation purposes.

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3. Investments at fair value through profit or loss

Investments at fair value through profit or loss represents quoted securities held for trading.

4. Accounts receivable and other debit balances

	<u>2014</u>	<u>2013</u>
Accrued revenue	2,870,073	2,857,755
Due from related parties	1,446,114	510,870
Receivable from sale of investment available for sale	-	1,109,570
Receivable from sale of investment property (a)	17,706,385	-
Advance payment for acquiring investments	1,944,096	-
Accrued interest and dividend	71,177	50,665
Other receivables	810,340	618,469
	<u>24,848,185</u>	<u>5,147,329</u>
Less: Provision for doubtful debts	<u>(3,087,941)</u>	<u>(3,087,941)</u>
	<u>21,760,244</u>	<u>2,059,388</u>

a) During the year, the Group sold an investment property located in the Kingdom of Saudi Arabia through a public auction for KD 17,706,385 (SAR 235,366,537) (Note 10). Subsequent to the reporting date, the auction manager collected KD 3,785,655 (SAR 50,420,070) from the outstanding balance. The Group is in the process of completing the legal procedures with the governmental authorities in the Kingdom of Saudi Arabia.

5. Loans granted to others

	<u>2014</u>	<u>2013</u>
Loan granted to an associate	517,547	366,601
Provision for loans	(5,175)	(3,666)
	<u>512,372</u>	<u>362,935</u>

The interest free loan is set to mature on December 31, 2014.

The policy of the Group for calculation of the impairment provisions for loans granted to others complies in all material respects with the specific provision requirements of the Central Bank of Kuwait. In accordance with Central Bank of Kuwait instructions, the Group provides a minimum general provision of 1% on cash credit facilities not subject to specific provision and net of certain categories of collateral.

6. Investments available for sale

	<u>2014</u>	<u>2013</u>
Quoted securities	37,939,925	35,811,442
Unquoted securities	11,642,904	11,800,600
Funds	30,571	4,005,304
	<u>49,613,400</u>	<u>51,617,346</u>

The movement during the year was as follows:

	<u>2014</u>	<u>2013</u>
Balance at the beginning of the year	51,617,346	63,475,666
Additions	159,297	7,328,840
Disposals	(3,998,762)	(13,831,161)
Changes in fair value	2,070,222	(2,197,462)
Impairment loss	(234,703)	(3,158,537)
Balance at the end of the year	<u>49,613,400</u>	<u>51,617,346</u>

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Unquoted securities and investment in funds amounting to KD 9,306,019 (2013 - KD 9,467,208) are carried at cost less impairment losses, due to the unpredictable nature of their future cash flows and lack of other suitable methods for arriving at a reliable fair value for these investments. There is no active market for these investments and the Group intends to hold them for the long term.

Quoted securities with a carrying value of KD 19,103,100 (2013 – KD 18,328,650) were pledged with a local bank against a loan (Note 11).

Investments available for sale are denominated in the following currencies:

	<u>2014</u>	<u>2013</u>
Kuwaiti Dinar	38,761,106	40,114,757
US Dollar	5,648,302	5,809,491
Qatari Riyal	916,700	1,316,545
Saudi Riyal	1,576,139	1,576,139
Tunisian Dinar	2,711,153	2,800,414
	<u>49,613,400</u>	<u>51,617,346</u>

7. Investment in associates

<u>Name of the associate</u>	<u>Country of incorporation</u>	<u>Principal activities</u>	<u>Percentage of holding</u>	<u>2014</u>	<u>2013</u>
Kuwait Saudi Pharmaceutical Industries Co. S.A.K. (Closed) ("KSPI")	Kuwait	Pharmaceutical	50%	13,656,556	13,184,153
Future Communication Co. K.S.C.P. ("FCC") (a)	Kuwait	Communication	28.19%	8,045,680	8,102,126
Kuwait Qatari Co. for Real Estate Development K.S.C.C ("KQRE") (b)	Kuwait	Real Estate	40.72%	4,830,760	4,830,760
Alpha Atlantique Du Sahara S.A.	Morocco	Industrial	22.52%	835,716	840,030
Mena Equities Ltd.	British Virgin Islands	Financial institution	44.15%	6,230	6,230
				<u>27,374,942</u>	<u>26,963,299</u>

(a) The market value of FCC at the end of the reporting year is KD 3,563,243 (2013 – KD 3,517,561).

(b) During the year, the Group recognized KD 631,246 as share of results from Kuwait Qatari Co. for Real Estate Development K.S.C.C. based on the management accounts as at December 31, 2013 and a provision of KD 631,246 was recorded against the share of results.

(c) The movement during the year is as follows:

	<u>2014</u>	<u>2013</u>
Balance at the beginning of the year	26,963,299	13,402,537
Additions	-	14,016,184
Disposals	-	(59,699)
Group's share of results from associates	1,829,648	1,334,756
Share of other comprehensive income	38,107	96,038
Provision	(631,246)	-
Cash dividends received	(824,866)	(1,826,517)
Balance at the end of the year	<u>27,374,942</u>	<u>26,963,299</u>

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(d) The summarized financial information of associates which are material to the Group is as follows:

	<u>KSPI</u>	<u>FCC</u>	<u>KQRE</u>	<u>2014</u>	<u>2013</u>
<u>Statement of financial position</u>					
Current assets	13,076,532	18,319,686	2,361,433	33,757,651	33,132,669
Non-current assets	6,921,557	687,865	12,753,144	20,362,566	20,177,711
Current liabilities	3,373,074	3,862,645	1,682,974	8,918,693	10,296,639
Non-current liabilities	1,426,480	949,699	-	2,376,179	2,485,769
Net assets	<u>15,198,535</u>	<u>14,195,207</u>	<u>13,431,603</u>	<u>42,825,345</u>	<u>40,527,972</u>
<u>Statement of profit or loss</u>					
Revenue	11,213,363	23,228,823	1,028,028	35,470,214	35,176,079
Expenses	(9,198,633)	(22,416,280)	(193,069)	(31,807,982)	(32,525,487)
Net profit for the year	<u>2,014,730</u>	<u>812,543</u>	<u>834,959</u>	<u>3,662,232</u>	<u>2,650,592</u>
Dividends received	<u>539,350</u>	<u>285,516</u>	<u>-</u>	<u>824,866</u>	<u>1,826,517</u>
Contingent liabilities and commitments	<u>1,214,653</u>	<u>1,169,654</u>	<u>-</u>	<u>2,384,307</u>	<u>4,106,758</u>

(e) Reconciliation of the above summarized financial information to the carrying amount of investment in associates recognized in the consolidated financial statements:

	<u>KSPI</u>	<u>FCC</u>	<u>KQRE</u>
<u>2014</u>			
Net assets of the associate	15,198,535	14,195,207	13,431,603
Group's percentage of ownership	50%	28.1874%	40.72%
	<u>7,599,268</u>	<u>4,001,260</u>	<u>5,469,349</u>
Goodwill	6,057,532	4,044,420	-
Provision	-	-	(631,246)
Other adjustments	(244)	-	(7,343)
Carrying amount of Group's investment in the associate	<u>13,656,556</u>	<u>8,045,680</u>	<u>4,830,760</u>
<u>2013</u>			
Net assets of the associate	14,251,243	14,395,337	11,881,392
Group's percentage of ownership	50%	28.1874%	40.72%
	<u>7,125,622</u>	<u>4,057,671</u>	<u>4,838,103</u>
Goodwill	6,057,532	4,044,420	-
Provision	-	-	-
Other adjustments	999	35	(7,343)
Carrying amount of Group's investment in the associate	<u>13,184,153</u>	<u>8,102,126</u>	<u>4,830,760</u>

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8. Investment in unconsolidated subsidiaries

<u>Name of the subsidiary</u>	<u>Country of incorporation</u>	<u>Percentage of ownership</u>	<u>Principal activities</u>	<u>2014</u>	<u>2013</u>
Third Securities Group For Economic Consultants Company W.L.L.	Kuwait	99%	Consulting	7,425	7,425
Fourth Securities Group For Mechanical Consultants Company W.L.L.	Kuwait	99%	Consulting	247,500	247,500
Sixth Securities Group For Administrative Consultant Company W.L.L.	Kuwait	99%	Consulting	7,421	7,421
Adeem Silver Company W.L.L.	KSA	100%	Real Estate	7,543	7,543
Al Madar Al Thahabia Company W.L.L.	KSA	100%	Real Estate	7,543	7,543
Private Group for General Trading And Contracting Company W.L.L.	Qatar	50%	Real Estate	8,000	8,000
Salamana Silver Company W.L.L.	KSA	95%	Real Estate	6,973	6,973
Ready Office Real Estate Company W.L.L.	Kuwait	99%	Real Estate	59,400	59,400
Al Sawab Real Estate Company W.L.L.	Kuwait	99%	Real Estate	59,400	59,400
Al Jadedeiah Real Estate Company W.L.L.	Kuwait	99%	Real Estate	59,400	59,400
Al Raha Real Estate Company W.L.L.	Kuwait	99%	Real Estate	59,400	59,400
Al Sametah Real Estate Company W.L.L.	Kuwait	99%	Real Estate	59,400	59,400
AL Ratqa Al-Kuwaitiya Company W.L.L.	Kuwait	99%	Real Estate	80,000	-
Masjan Al Kuwait Company W.L.L.	Kuwait	99%	Real Estate	80,000	-
Awarah Real Estate Company W.L.L.	Kuwait	99%	Real Estate	80,000	-
Al Liwan Al Kuwaitiya Company W.L.L.	Kuwait	99%	Real Estate	80,000	-
Al Radeefa Real Estate Company W.L.L.	Kuwait	99%	Real Estate	80,000	-
Al Liyah Real Estate Company W.L.L.	Kuwait	99%	Real Estate	80,000	-
Al Baheeth Company W.L.L.	Kuwait	99%	Real Estate	6,000	-
				<u>1,075,405</u>	<u>589,405</u>

The Group had not consolidated these subsidiaries since they were not considered material to the accompanying consolidated financial statements.

9. Investment held to maturity

During the year ended March 31, 2013, the Group invested KD 3,000,000 in a subordinated floating rate bond issued by a local bank. The bond carries an annual interest rate of 3.9% over the Central Bank of Kuwait discount rate and is due to mature on December 27, 2022.

10. Investment properties

The movement during the year was as follows:

	<u>2014</u>	<u>2013</u>
Balance at the beginning of the year	24,038,637	5,478,321
Additions	3,408,236	18,921,090
Disposals	(14,197,730)	(500,000)
Foreign currency translation adjustments	(89,048)	139,226
Balance at the end of the year	<u>13,160,095</u>	<u>24,038,637</u>

The fair value of investment properties as at March 31, 2014 was KD 15,861,546 (2013 – KD 32,094,258) based on the lowest of valuations carried out by two independent valuers. In estimating the fair value of investment properties, the cost approach, income capitalization approach and market comparable approach have been used, considering the nature and usage of the investment properties. The fair value measurement of investment properties has been categorized as level 3 fair value based on inputs to the valuation technique used.

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The Group has complied with Capital Market Authority decision dated July 23, 2012 with respect to guidelines for valuation of investment properties.

During the year, the Group sold its entire share of 22.6% in an investment property located in the Kingdom of Saudi Arabia through a public auction for an amount of KD 17,770,621 (SAR 235,366,537) (Note 4) that resulted in a gain of KD 3,572,891 (SAR 47,321,940). This gain is subject to Zakat and withholding tax imposed by the Saudi Department of Zakat and Income Tax (SDZIT) amounting to KD 522,598 (SAR 6,921,654) that has been accrued under "Accounts payable and other credit balances". Accordingly, the net gain resulting from this sale transaction is KD 3,050,293 (SAR 40,400,286).

Also during the year, the Group acquired investment properties located in the State of Kuwait for KD 3,353,345.

11. Loans

	<u>2014</u>	<u>2013</u>
Loans maturing from 3 months to one year	<u>59,150,000</u>	<u>63,315,000</u>

Loans carry an annual interest rate ranging from 2% to 3% (2013 – 2% to 3%). Loan of KD 25,815,000 is secured by quoted securities (Note 6) and other loans are secured by promissory notes.

12. Accounts payable and other credit balances

	<u>2014</u>	<u>2013</u>
Accrued expenses	1,558,528	557,147
Dividend payable	336,954	307,645
Provision for end of service indemnity	499,913	431,099
Due to related parties	834,033	309,787
Provision for legal case	321,379	-
Other credit balances	701,431	510,254
	<u>4,252,238</u>	<u>2,115,932</u>

13. Capital

The authorized, issued and paid up capital comprises of 255,283,718 (2013 – 255,283,718) shares of 100 fils each and all shares are paid in cash.

14. Treasury shares

	<u>2014</u>	<u>2013</u>
Number of treasury shares	351,342	351,342
Percentage of ownership	0.14%	0.14%
Market value (KD)	41,458	42,864
Cost (KD)	87,765	87,765

Based on Capital Markets Authority resolution dated December 30, 2013, the Parent Company's management has allotted an amount equal to the treasury shares balance from the voluntary reserve as at March 31, 2014. Such amount will not be available for distribution during the treasury shares holding period.

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15. Statutory reserve

As required by the Companies Law and the Parent Company's Articles of Association, 10% of the profit for the year before contribution to KFAS, NLST, Zakat and Board of Directors' remuneration is transferred to statutory reserve. The Parent Company may resolve to discontinue such annual transfers when the reserve equals 50% of the capital. This reserve is not available for distribution except in cases stipulated by Law and the Parent Company's Articles of Association. The Parent Company had discontinued transfer to statutory reserve in prior years since it had reached 50% of the capital.

16. Voluntary reserve

As required by the Parent Company's Articles of Association, 10% of the profit for the year before contribution to KFAS, NLST, Zakat and Board of Directors' remuneration is transferred to voluntary reserve. Such transfer may be discontinued by a resolution at the Shareholders' Annual General Assembly, upon recommendation by the Board of Directors. The Shareholders General Assembly dated April 6, 2004, approved to discontinue any transfer to the voluntary reserve with effect from December 31, 2002.

17. General Assembly and proposed dividend

The Board of Directors proposed cash dividends of 10 fils per share and Directors' remuneration amounting to KD 50,000 for the year ended March 31, 2014. This proposal is subject to the approval of the Shareholders' Annual General Assembly.

The Shareholders' Annual General Assembly held on August 18, 2013 approved the distribution of cash dividends of 5 fils per share for the year ended March 31, 2013.

18. Net investment income (loss)

	<u>2014</u>	<u>2013</u>
Unrealized gain (loss) from investments at fair value through profit or loss	13,070	(484,980)
Realized gain (loss) from investments at fair value through profit or loss	212,493	(51,155)
Realized gain (loss) from investments available for sale	92,866	(2,809,768)
Dividend income	389,869	844,695
	<u>708,298</u>	<u>(2,501,208)</u>

19. Fees and commission income

	<u>2014</u>	<u>2013</u>
Portfolio management fees	1,314,901	1,107,653
Consultancy fees	830,822	45,823
Commission	250,725	350,843
	<u>2,396,448</u>	<u>1,504,319</u>

20. General and administrative expenses

	<u>2014</u>	<u>2013</u>
Staff costs	1,331,509	1,119,484
Management & consultancy fees	125,035	136,360
Professional fees	43,141	27,940
Other expenses	180,805	250,730
	<u>1,680,490</u>	<u>1,534,514</u>

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21. Contribution to Kuwait Foundation for the Advancement of Sciences (KFAS)

Contribution to KFAS is calculated at 1% of the net profit attributable to shareholders of the Parent Company before contribution to KFAS, NLST, Zakat and Board of Directors' remuneration and after deducting its share of income from shareholding subsidiaries and associates and transfer to statutory reserve.

22. National Labor Support Tax (NLST)

NLST is calculated at 2.5% of the net profit attributable to shareholders of the Parent Company before contribution to KFAS, NLST, Zakat, and Board of Directors' remuneration and after deducting its share of income from Kuwaiti listed shareholding subsidiaries and associates and dividends from Kuwaiti listed shareholding companies in accordance with Law No 19/2000 and Ministry of Finance resolution No. 24/2006 and their executive regulations.

23. Zakat

Zakat is calculated at 1% of the net profit attributable to shareholders of the Parent Company before contribution to KFAS, NLST, Zakat and Board of Directors' remuneration and after deducting its share of income from shareholding subsidiaries and associates in accordance with Law No. 46/2006 and Ministry of Finance resolution No. 58/2007 and their executive regulations.

24. Earnings (loss) per share

There are no potential dilutive ordinary shares. Earnings (loss) per share is calculated by dividing the net profit (loss) for the year by the weighted average number of shares outstanding during the year:

	<u>2014</u>	<u>2013</u>
Net profit (loss) for the year attributable to shareholders of the Parent Company	<u>3,392,963</u>	<u>(4,672,184)</u>
	<u>Shares</u>	<u>Shares</u>
Number of shares at beginning of the year	<u>255,283,718</u>	<u>255,283,718</u>
Less: weighted average number of treasury shares	<u>(351,342)</u>	<u>(351,342)</u>
Weighted average number of shares outstanding	<u>254,932,376</u>	<u>254,932,376</u>
	<u>Fils</u>	<u>Fils</u>
Earnings (loss) per share attributable to shareholders of the Parent Company	<u>13.31</u>	<u>(18.33)</u>

25. Memorandum accounts off the consolidated statement of financial position

The Parent Company manages investment portfolios and funds for others amounting to KD 1,673,449,135 as at March 31, 2014 (2013 - KD 1,370,595,222) to earn management fees. These investment portfolios are registered in the name of the Group and are not accounted in the accompanying consolidated financial statements.

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26. Segment information

The Group is divided into operating segments for managing its business activities based on internal reporting provided to the chief operating decision maker as follows:

- Investment activities: Direct investment for the Group's benefit in securities, portfolios and funds
- Asset management services: Portfolio and Fund management services for clients
- Lending activities: Direct lending to others and acting as a broker in lending and borrowing activities.
- Real estate activities: Investment in real estate and managing real estate portfolios.

	2014				2013					
	Investment activities	Asset management services	Lending activities	Real estate activities	Total	Investment activities	Asset management services	Lending activities	Real estate activities	Total
Segment operating revenue (loss)	926,213	2,396,448	-	628,191	3,950,852	(2,416,459)	1,504,319	-	778,701	(133,439)
Segment operating expenses	(1,506,195)	-	-	(117,945)	(1,624,140)	(1,358,405)	-	-	(117,902)	(1,476,307)
Unallocated operating expense					(1,562,545)					(1,416,612)
Operating profit (loss)					764,167					(3,026,358)
Group's share of results from associates					1,829,648					1,334,756
Gain on sale of investment property					3,050,293					50,000
Other income					82,155					142,431
Impairment loss on investments available for sale					(1,170,740)					(3,158,537)
Net provisions charged					(954,034)					(14,751)
Contribution to KFAS					(17,310)					-
NLST					(113,642)					-
Zakat					(29,027)					-
Board of Directors' remuneration					(50,000)					-
Net profit (loss) for the year					3,391,510					(4,672,459)
Other information										
Segment assets	59,562,393	58,357	512,372	13,160,095	73,293,217	59,476,431	58,357	362,935	24,038,637	83,936,360
Investment in unconsolidated subsidiaries					27,374,942					26,963,299
Unallocated assets					1,075,405					589,405
Total assets					21,701,887					9,028,867
					123,445,451					120,517,931
Segment liabilities	59,471,379	-	-	-	59,471,379	63,315,000	-	-	-	63,315,000
Unallocated liabilities					3,930,859					2,115,932
Total liabilities					63,402,238					65,430,932

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27. Related party balances and transactions

The Group has entered into various transactions with related parties in the normal course of its business concerning financing and other related services. Prices and terms of payment are approved by the Group's management. Significant balances and transactions with other related parties are as follows:

	<u>2014</u>	<u>2013</u>
(i) Consolidated statement of financial position		
Cash at banks	6,642,901	6,813,575
Accounts receivable and other debit balances	1,446,114	510,870
Loans granted to others	512,372	362,935
Loans	59,150,000	63,315,000
Accounts payable and other credit balances	834,033	309,787
	<u>2014</u>	<u>2013</u>
(ii) Consolidated statement of profit or loss		
Interest income	2,200	12,937
Finance charges	(1,506,195)	(1,358,405)
	<u>2014</u>	<u>2013</u>
(iii) Compensation to key management personnel		
Short-term benefits	286,000	285,505
Termination benefits	25,000	22,556

The related party transactions are subject to approval by the shareholders of the Parent Company in the Annual General Assembly.

28. Capital commitments and contingent liabilities

	<u>2014</u>	<u>2013</u>
Letters of guarantee	200,000	200,000
Capital commitments	8,409,945	13,796
	<u>8,609,945</u>	<u>213,796</u>

Capital commitments as at March 31, 2014 mainly represent the Group's contractual obligation to acquire investment properties located in Kingdom of Saudi Arabia amounting to KD 8,396,149 (SAR 111,607,906).

29. Financial risk management

In the normal course of business, the Group uses primary financial instruments such as cash on hand and at banks, investments, receivables, loans granted to others, loans and payables and as a result, are exposed to the risks indicated below. The Group currently does not use derivative financial instruments to manage its exposure to these risks.

a) **Credit risk**

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation causing the other party to incur a financial loss. Financial assets which potentially subject the Group to credit risk consist principally of cash at banks, receivables and loans granted to others. The Group's cash at banks are placed with high credit rating financial institutions. Receivables and loans granted to others are presented net of allowance for doubtful debts.

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The Group's maximum exposure arising from default of the counter-party is limited to the carrying amount of cash at banks, receivables and loans granted to others.

(i) Maximum exposure to credit risk before collateral held or other credit enhancements

	2014	2013
Cash on hand and at banks	6,887,323	7,051,721
Accounts receivable and other debit balances	21,760,244	2,059,388
Loans granted to others	512,372	362,935
Investment held to maturity	3,000,000	3,000,000
	<u>32,159,939</u>	<u>12,474,044</u>

(ii) Concentration of assets and liabilities:

	2014		2013	
	Assets	Liabilities	Assets	Liabilities
State of Kuwait	84,861,383	62,686,320	85,279,455	65,196,605
Europe	6,230	-	6,230	-
Africa	3,609,480	17,996	3,661,373	14,215
Asia	34,968,358	697,922	31,570,873	220,112
	<u>123,445,451</u>	<u>63,402,238</u>	<u>120,517,931</u>	<u>65,430,932</u>

b) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in raising funds to meet commitments associated with financial instruments. To manage this risk, the Group periodically assesses the financial viability of customers and invests in bank deposits or other investments that are readily realizable.

(i) Liquidity risk management process

The Group's liquidity management process, as carried out within the Group includes:

- Day-to-day funding, managed by monitoring future cash flows to ensure that requirements can be met.
- Maintaining a portfolio of highly marketable assets that can easily be liquidated as protection against any unforeseen interruption to cash flow.
- Monitoring statement of financial position liquidity ratios against internal and regulatory requirements.
- Managing the concentration and profile of debt maturities.

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The maturity profile of assets and liabilities of the Group as at March 31 was as follows:

2014	Up to 1 month	1 - 3 months	3 - 12 months	1 - 5 years	Over 5 years	Total
Assets						
Cash on hand and at banks	6,887,323	-	-	-	-	6,887,323
Investments at fair value through profit or loss	61,670	-	-	-	-	61,670
Accounts receivable and other debit balances	-	17,706,385	4,053,859	-	-	21,760,244
Loans granted to others	-	-	512,372	-	-	512,372
Investments available for sale	34,312,073	-	8,076,887	7,224,440	-	49,613,400
Investment in associates	-	-	-	27,374,942	-	27,374,942
Investment in unconsolidated subsidiaries	-	-	-	-	1,075,405	1,075,405
Investment held to maturity	-	-	-	-	3,000,000	3,000,000
Investment properties	-	-	1,093,857	12,066,238	-	13,160,095
	<u>41,261,066</u>	<u>17,706,385</u>	<u>13,736,975</u>	<u>46,665,620</u>	<u>4,075,405</u>	<u>123,445,451</u>
Liabilities						
Loans	-	-	59,150,000	-	-	59,150,000
Accounts payable and other credit balances	336,954	125,215	3,290,156	499,913	-	4,252,238
	<u>336,954</u>	<u>125,215</u>	<u>62,440,156</u>	<u>499,913</u>	-	<u>63,402,238</u>
2013						
Assets						
Cash on hand and at banks	7,051,721	-	-	-	-	7,051,721
Investments at fair value through profit or loss	4,835,200	-	-	-	-	4,835,200
Accounts receivable and other debit balances	-	1,109,570	949,818	-	-	2,059,388
Loans granted to others	-	-	362,935	-	-	362,935
Investments available for sale	25,335,764	14,480,979	11,800,603	-	-	51,617,346
Investment in associates	-	-	-	26,963,299	-	26,963,299
Investment in unconsolidated subsidiaries	-	-	-	-	589,405	589,405
Investment held to maturity	-	-	-	-	3,000,000	3,000,000
Investment properties	-	14,683,351	-	9,355,286	-	24,038,637
	<u>37,222,685</u>	<u>30,273,900</u>	<u>13,113,356</u>	<u>36,318,585</u>	<u>3,589,405</u>	<u>120,517,931</u>
Liabilities						
Loans	-	-	63,315,000	-	-	63,315,000
Accounts payable and other credit balances	307,645	268,012	1,109,176	431,099	-	2,115,932
	<u>307,645</u>	<u>268,012</u>	<u>64,424,176</u>	<u>431,099</u>	-	<u>65,430,932</u>

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c) **Market risk**

Market risk is the risk that the fair value or future cash flows of financial instruments will fluctuate due to changes in market variables such as interest rate, foreign exchange rates and equity prices as indicated below:

i) **Interest rate risk**

Financial instruments are subject to the risk of changes in value due to changes in the level of interest. The effective interest rates and the periods in which interest bearing financial assets and liabilities are repriced or mature are indicated in the respective notes.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's consolidated statement of profit or loss (through the impact on floating rate borrowings).

Year	Increase / (Decrease) in interest rate	Balance on March 31	Effect on consolidated statement of profit or loss
2014			
KD Loans	±50 basis points	59,150,000	±295,750
2013			
KD Loans	±50 basis points	63,315,000	±316,575

ii) **Foreign currency risk**

The Group incurs foreign currency risk on transactions that are denominated in a currency other than the Kuwaiti Dinar. The Group may reduce its exposure to fluctuations in foreign exchange rates through the use of derivative financial instruments. The Group ensures that the net exposure is kept to an acceptable level, by dealing in currencies that do not fluctuate significantly against the Kuwaiti Dinar.

The following table demonstrates the sensitivity to a reasonably possible change in the foreign exchange between, other currencies and Kuwaiti Dinar.

Currency	Change in foreign currency rate	Effect on consolidated statement of profit or loss	Effect on other comprehensive income
2014			
US Dollar	±5%	±1,421	±282,415
Qatari Riyal	±5%	±176	±45,835
Sterling Pound	±5%	±8	-
Saudi Riyal	±5%	±917,064	±78,807
Tunisian Dinar	±5%	±2,267	±135,558
Euro	±5%	±91	-
Egyptian Pound	±5%	-	-
Morocco Dirhams	±5%	-	-

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Currency	Change in foreign currency rate	Effect on consolidated statement of profit or loss	Effect on other comprehensive income
2013			
US Dollar	±5%	+64,368	+290,475
Qatari Riyal	±5%	+561	+65,827
Sterling Pound	±5%	+8	-
Saudi Riyal	±5%	+7,651	+78,807
Tunisian Dinar	±5%	+51	+140,021
Euro	±5%	+164	-
Egyptian Pound	±5%	+76	-
Morocco Dirhams	±5%	+685	-

iii) Equity price risk

Equity price risk is a risk that the value of a financial instrument will fluctuate as a result of changes in the level of equity indices and the value of individual stocks. The Group manages this risk through diversification of investments in terms of geographical distribution and industry concentration. The equity price risk exposure arises from the Group's investment in equity securities classified as "at fair value through profit or loss" and "available for sale".

The following table demonstrates the sensitivity to a reasonably possible change in equity indices as a result of change in the fair value of these investments, to which the Group had significant exposure at March 31:

Market index	2014			2013		
	Change in equity price %	Effect on consolidated statement of profit or loss	Effect on other comprehensive income	Change in equity price %	Effect on consolidated statement of profit or loss	Effect on other comprehensive income
Kuwait Stock Exchange	±5%	+3,084	+1,715,604	±5%	+241,760	+1,584,724
Tunisia Stock Exchange	±5%	-	+135,558	±5%	-	+140,021
Doha Stock Exchange	±5%	-	+45,835	±5%	-	+65,827

d) Fair value of financial instruments

The Group measures its financial assets such as investments at fair value through profit or loss and certain investments available for sale at their fair value.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

All financial instruments for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).

Level 3: Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs).

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The following table presents the Group's assets and liabilities that are measured at fair value at March 31:

<u>2014</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Total</u>
Investments at fair value through profit or loss	61,670	-	61,670
Investments available for sale	37,939,925	2,367,456	40,307,381
Total	38,001,595	2,367,456	40,369,051
<u>2013</u>	<u>Level 1</u>	<u>Level 2</u>	<u>Total</u>
Investments at fair value through profit or loss	4,835,200	-	4,835,200
Investments available for sale	35,811,442	6,338,696	42,150,138
Total	40,646,642	6,338,696	46,985,338

At March 31, the fair values of financial instruments approximate their carrying amounts, with the exception of certain financial assets available for sale carried at cost as indicated in Note 6. The management of the Group has assessed that fair value of cash on hand and at banks, receivables, loans granted to others, loans and payables approximate their carrying amounts largely due to the short-term maturities of these instruments.

During the year, there were no transfers between different levels of fair value measurement.

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between Levels in the hierarchy by re-assessing the categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

30. Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, sell assets to reduce debt, repay loans or obtain additional loans.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total borrowings less cash on hand and at banks. Total capital is calculated as 'equity' as shown in the consolidated statement of financial position plus net debt.

For the purpose of capital risk management, the total capital resources consist of the following components:

	<u>2014</u>	<u>2013</u>
Loans	59,150,000	63,315,000
Less: cash on hand and at banks	(6,887,323)	(7,051,721)
Net debt	52,262,677	56,263,279
Total equity	60,043,213	55,086,999
Total capital resources	112,305,890	111,350,278
Gearing Ratio	46.54%	50.53%