

REGISTERED NUMBER: 283393 (England and Wales)

**REPORT OF THE DIRECTORS AND
AUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2006
FOR
SHAW WALLACE OVERSEAS LTD**



SHAW WALLACE OVERSEAS LTD

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For The Year Ended 31 March 2006

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SHAW WALLACE OVERSEAS LTD

COMPANY INFORMATION

For The Year Ended 31 March 2006

DIRECTORS: G M K Lodhi
A Variath

SECRETARY: G M K Lodhi

REGISTERED OFFICE: Sussex House
8-10 Homesdale Road
Bromley
Kent
BR2 9LZ

REGISTERED NUMBER: 283393 (England and Wales)

AUDITORS: Crane & Partners
Chartered Accountants & Registered Auditors
Sussex House
8-10 Homesdale Road
Bromley
Kent
BR2 9LZ

SHAW WALLACE OVERSEAS LTD

REPORT OF THE DIRECTORS For The Year Ended 31 March 2006

The directors present their report with the financial statements of the company for the year ended 31 March 2006.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of

DIRECTORS

The directors during the year under review were:

G M K Lodhi	- appointed 14.6.05
A Variath	- appointed 14.6.05
D Chaudhuri	- resigned 14.6.05
Mrs V Chhabria	- resigned 14.6.05
S Jain	- appointed 10.6.05
	- resigned 14.6.05
T S Shettgar	- resigned 14.6.05
K C Wazir	- resigned 14.6.05

The directors holding office at 31 March 2006 did not hold any beneficial interest in the issued share capital of the company at date of appointment or 31 March 2006.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice.

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 234ZA of the Companies Act 1985) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS

The auditors, Crane & Partners, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985.

This report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

ON BEHALF OF THE BOARD:

.....
G M K Lodhi - Secretary

Date: 26 October 2006

REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS OF SHAW WALLACE OVERSEAS LTD

We have audited the financial statements of Shaw Wallace Overseas Ltd for the year ended 31 March 2006 on pages five to nine. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As described on page two the company's directors are responsible for the preparation of financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Report of the Directors is consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

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

Basis of audit opinion

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

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

We have undertaken the audit in accordance with the requirements of APB Ethical Standards including APB Ethical Standard - Provisions Available to Small Entities, in the circumstances set out in note nine to the financial statements.

**REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS OF
SHAW WALLACE OVERSEAS LTD**

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 March 2006 and of its profit for the year ended: and
- have been properly prepared in accordance with the Companies Act 1985.

In our opinion the information given in the report of the directors is consistent with the financial statements.

Crane & Partners

Crane & Partners
Chartered Accountants & Registered Auditors
Sussex House
8-10 Homesdale Road
Bromley
Kent
BR2 9LZ

Date: *27 October 2006*

SHAW WALLACE OVERSEAS LTD**PROFIT AND LOSS ACCOUNT**
For The Year Ended 31 March 2006

	Notes	2006 £	2005 £
TURNOVER		11,180	39,564
Administrative expenses		<u>9,966</u>	<u>14,105</u>
OPERATING PROFIT	2	1,214	25,459
Interest receivable and similar income		<u>5,670</u>	<u>4,413</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		6,884	29,872
Tax on profit on ordinary activities	3	<u>2,065</u>	<u>12,054</u>
PROFIT FOR THE FINANCIAL YEAR AFTER TAXATION		<u><u>4,819</u></u>	<u><u>17,818</u></u>

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current year or previous year.

The notes form part of these financial statements

SHAW WALLACE OVERSEAS LTD**BALANCE SHEET**
31 March 2006

	Notes	2006 £	2005 £
CURRENT ASSETS			
Debtors	5	-	9,410
Cash at bank		213,986	200,518
		<u>213,986</u>	<u>209,928</u>
CREDITORS			
Amounts falling due within one year	6	25,371	26,132
		<u>25,371</u>	<u>26,132</u>
NET CURRENT ASSETS		<u>188,615</u>	<u>183,796</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>188,615</u>	<u>183,796</u>
CAPITAL AND RESERVES			
Called up share capital	7	357,745	357,745
Profit and loss account	8	(169,130)	(173,949)
		<u>188,615</u>	<u>183,796</u>
SHAREHOLDERS' FUNDS	10	<u>188,615</u>	<u>183,796</u>

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

The financial statements were approved by the Board of Directors on 26 October 2006 and were signed on its behalf by:

.....
G M K Lodhi - Director

The notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS
For The Year Ended 31 March 2006

1. ACCOUNTING POLICIES**Accounting convention**

The financial statements have been prepared under the historical cost convention.

Financial Reporting Standard Number 1

Exemption has been taken from preparing a cash flow statement on the grounds that the company qualifies as a small company.

Turnover

Turnover represents net invoiced sales of services, excluding value added tax.

Royalties

Royalties are stated at cost less accumulated amortisation. Amortisation is calculated to write off the cost of the royalties in equal annual instalments over the the estimated economic life, deemed to be ten years.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

2. OPERATING PROFIT

The operating profit is stated after charging:

	2006 £	2005 £
Patents and licences amortisation	-	10,000
Auditors' remuneration	1,875	2,000
	<u>1,875</u>	<u>2,000</u>
Directors' emoluments and other benefits etc	-	-
	<u>-</u>	<u>-</u>

3. TAXATION**Analysis of the tax charge**

The tax charge on the profit on ordinary activities for the year was as follows:

	2006 £	2005 £
Current tax:		
UK corporation tax	2,065	12,054
	<u>2,065</u>	<u>12,054</u>
Tax on profit on ordinary activities	<u>2,065</u>	<u>12,054</u>

UK corporation tax has been charged at 30%

SHAW WALLACE OVERSEAS LTD

NOTES TO THE FINANCIAL STATEMENTS - continued
For The Year Ended 31 March 2006

4. INTANGIBLE FIXED ASSETS

	Other intangible assets £
COST	
At 1 April 2005 and 31 March 2006	<u>300,000</u>
AMORTISATION	
At 1 April 2005 and 31 March 2006	<u>300,000</u>
NET BOOK VALUE	
At 31 March 2006	<u>-</u>
At 31 March 2005	<u>-</u>

5. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2006 £	2005 £
Trade debtors	<u>-</u>	<u>9,410</u>

6. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2006 £	2005 £
Trade creditors	-	2,325
Taxation and social security	1,694	14,310
Other creditors	<u>23,677</u>	<u>9,497</u>
	<u>25,371</u>	<u>26,132</u>

7. CALLED UP SHARE CAPITAL

Authorised:				
Number:	Class:	Nominal value:	2006 £	2005 £
500,000	Ordinary	£1	<u>500,000</u>	<u>-</u>
Allotted, issued and fully paid:				
Number:	Class:	Nominal value:	2006 £	2005 £
357,745	Ordinary	£1	<u>357,745</u>	<u>357,745</u>

SHAW WALLACE OVERSEAS LTD

NOTES TO THE FINANCIAL STATEMENTS - continued
For The Year Ended 31 March 2006

8. RESERVES

	Profit and loss account £
At 1 April 2005	(173,949)
Profit for the year	<u>4,819</u>
At 31 March 2006	<u><u>(169,130)</u></u>

9. APB ETHICAL STANDARD - PROVISIONS AVAILABLE FOR SMALL ENTITIES

In common with many other businesses of our size and nature we use our auditors to prepare and submit returns to the tax authorities and assist with the preparation of the financial statements.

10. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2006 £	2005 £
Profit for the financial year	<u>4,819</u>	<u>17,818</u>
Net addition to shareholders' funds	4,819	17,818
Opening shareholders' funds	<u>183,796</u>	<u>165,978</u>
Closing shareholders' funds	<u><u>188,615</u></u>	<u><u>183,796</u></u>
Equity interests	<u><u>188,615</u></u>	<u><u>183,796</u></u>