2619705

REPORT OF THE DIRECTORS AND

UNAUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2004

FOR

WAYBRIDGE FINANCIAL GROUP PLC

LD4 *L4DY19ZQ* 457 COMPANIES HOUSE 31/10/2005

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COMPANY INFORMATION FOR THE YEAR ENDED 31ST DECEMBER 2004

DIRECTORS:

Z M Ahsan

A Shabanzadeh

SECRETARY:

K Jackson

REGISTERED OFFICE:

61 Connaught Street

London W2 2AE

REGISTERED NUMBER: 2619705

ACCOUNTANTS:

Butler & Co

Chartered Accountants

Walmar House

288-292 Regent Street

London W1B 3AL

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31ST DECEMBER 2004

The directors present their report with the financial statements of the company for the year ended 31st December 2004.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of providing general insurance and financial services.

FIXED ASSETS

The movement in the fixed assets of the company during the year are summarised in note 6 to the accounts.

DIRECTORS

The directors during the year under review were:

Z M Ahsan

A Shabanzadeh

The beneficial interests of the directors holding office on 31st December 2004 in the issued share capital of the company were as follows:

| Ordinary Shares £1 shares | 31.12.04 | 1.1.04 |
|---------------------------|----------|--------|
| Z M Ahsan | 25,250 | 25,250 |
| A Shabanzadeh | 24,750 | 24,750 |

POLITICAL AND CHARITABLE CONTRIBUTIONS

The donations were given to Registered UK Charities.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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.

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:

| | , | Y | e — | alı | > | |
|---|----------|-------|--------|----------|---|---|
| Ż | М | Ahsan | - | Director | | • |

| Date: | 31 | octoben | 2005 | |
|-------|----|----------|------|--|
| Date: | | <i>.</i> | | |

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST DECEMBER 2004

| | Notes | 2004 £ | 2003 £ |
|---|-------|-----------|-----------|
| TURNOVER | | 165,764 | 151,385 |
| Administrative expenses | | 164,567 | 147,162 |
| OPERATING PROFIT | 3 | 1,197 | 4,223 |
| Interest receivable and similar income | | 242 | 407 |
| PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION | S | 1,439 | 4,630 |
| Tax on profit on ordinary activities | 4 | 607 | 91 |
| PROFIT FOR THE FINANCIAL YEA AFTER TAXATION | .R | 832 | 4,539 |
| RETAINED PROFIT FOR THE YEAR | R | 832 | 4,539 |

CONTINUING OPERATIONS

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

TOTAL RECOGNISED GAINS AND LOSSES

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

The notes form part of these financial statements

BALANCE SHEET 31ST DECEMBER 2004

| | | 2004 | | 2003 | |
|-------------------------------------|-------|---------|--|---------------|---------|
| | Notes | £ | £ | £ | £ |
| FIXED ASSETS | | | | | |
| Tangible assets | 5 | | 1,596 | | 1,308 |
| CURRENT ASSETS | | | | | |
| Debtors | 6 | 369,816 | | 344,140 | |
| Cash at bank | | 78,924 | | 126,090 | |
| 65-5 0-65-6 | | 448,740 | | 470,230 | |
| CREDITORS | _ | | | | |
| Amounts falling due within one year | 7 | 428,871 | | 450,905 | |
| NET CURRENT ASSETS | | | 19,869 | _ | 19,325 |
| TOTAL ASSETS LESS CURRENT | | | | | |
| LIABILITIES | | | 21,465 ==================================== | | 20,633 |
| CAPITAL AND RESERVES | | | | | |
| Called up share capital | 9 | | 25,000 | | 25,000 |
| Profit and loss account | 10 | | (3,535) | | (4,367) |
| SHAREHOLDERS' FUNDS | 11 | | 21,465 | | 20,633 |
| | | | ======================================= | | ===== |

The company is entitled to exemption from audit under Section 249A(1) of the Companies Act 1985 for the year ended 31st December 2004.

The members have not required the company to obtain an audit of its financial statements for the year ended 31st December 2004 in accordance with Section 249B(2) of the Companies Act 1985.

The directors acknowledge their responsibilities for:

- (a) ensuring that the company keeps accounting records which comply with Section 221 of the Companies Act 1985 and
- (b) preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of each financial year and of its profit or loss for each financial year in accordance with the requirements of Section 226 and which otherwise comply with the requirements of the Companies Act 1985 relating to financial statements, so far as applicable to the company.

These financial statements have 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:

Director

Approved by the Board on

31 OUTOBOR 2005

The notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2004

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.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Fixtures & Fittings and Equipment - 25% reducing balance.

Deferred tax

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

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

2. STAFF COSTS

| Wages and salaries Social security costs | 2004 £ 107,124 9,603 | 2003 £ 95,768 11,563 |
|---|-------------------------------|-------------------------------|
| | 116,727 | 107,331 |
| The average monthly number of employees during the year | was as foll 2004 | lows: 2003 |
| Management Administration | 2 2 | 2 2 |
| | 4 | 4 |

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2004

4. TAXATION

| | Analysis of the tax charge The tax charge on the profit on ordinary activities for the year was as follows: | 2004 £ | 2003 £ |
|------------|---|-------------|-------------------------|
| | Current tax: | | 0.1 |
| | UK corporation tax | 607 | 91 |
| | Tax on profit on ordinary activities | 607 | 91 |
| 5. | TANGIBLE FIXED ASSETS | | |
| V . | | | Plant and machinery etc |
| | COST | | |
| | At 1st January 2004 Additions | | 15,521 820 |
| | At 31st December 2004 | | 16,341 |
| | DEPRECIATION | | |
| | At 1st January 2004 Charge for year | | 14,213 532 |
| | At 31st December 2004 | | 14,745 |
| | NET BOOK VALUE | | |
| | At 31st December 2004 | | 1,596 |
| | At 31st December 2003 | | 1,308 |
| 6. | DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR | 2004 | 2002 |
| | | 2004 £ | 2003 £ |
| | Trade debtors | 22,005 | 23,855 |
| | Other debtors | 347,811 | 320,285 |
| | | 369,816 | 344,140 |
| 7. | CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR | | |
| | | 2004 | 2003 |
| | Bank loans and overdrafts (see note 8) | £ 33,400 | £ 48,028 |
| | Trade creditors | 51,956 | 30,262 |
| | Taxation and social security | 3,349 | 5,500 |
| | Other creditors | 340,166 | 367,115 |
| | | 428,871 | 450,905 |
| | | | |

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31ST DECEMBER 2004

8. **LOANS**

| An analysis of the maturity of loans is given by | pelow: |
|--|--------|
|--|--------|

| | An analysis o | of the maturity of loans is given below: | | | |
|-----|--------------------------------|---|-------------------|---------------------|-------------------------|
| | Amounts fall | ing due within one year or on demand: | | 2004 £ 33,400 | 2003 £ 48,028 |
| | 2 0, 4. 4 | ••• | | | ===== |
| 9. | CALLED U | P SHARE CAPITAL | | | |
| | Authorised: Number: | Class: | Nominal | 2004 | 2003 |
| | 1,000,000 | Ordinary Shares | value: £1 | 1,000,000 ——— | 1,000,000 ——— |
| | | ed and fully paid: | | | |
| | Number: | Class: | Nominal value: | 2004 £ | 2003 £ |
| | 25,000 | Ordinary Shares | £1 | 25,000 ===== | 25,000 |
| 10. | RESERVES | | | | D 6% |
| | | | | | Profit and loss account |
| | At 1st Januar Retained prof | y 2004 fit for the year | | | £ (4,367) 832 |
| | At 31st Dece | mber 2004 | | | (3,535) |
| 11. | RECONCIL | JATION OF MOVEMENTS IN SHA | AREHOLDERS' FUNDS | | |
| | | | | 2004 £ | 2003 £ |
| | | financial year | | 832 | 4,539 |
| | Share Capital | | | | 25,000 |
| | | to shareholders' funds eholders' funds | | 832 20,633 | 29,539 (8,906) |
| | Closing shar | eholders' funds | | 21,465 | 20,633 |
| | Equity interes | sts | | 21,465 | 20,633 |