REPORT OF THE DIRECTORS AND

FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 2009

FOR

INDEPENDENT CAPITAL CORPORATION LIMITED

FRIDAY

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GYNCH SHAW MAURICE &CO
Chartered Certified Accountants and Registered Auditors

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COMPANY INFORMATION FOR THE YEAR ENDED 30 NOVEMBER 2009

DIRECTORS:

J M CHAMBOULIVE J CHAMBOULIVE

M S ISPAHANI

SECRETARY:

B TASDIGHI

REGISTERED OFFICE:

6 Catherine Mews

London SW3 2PX

REGISTERED NUMBER:

02824402 (England and Wales)

SENIOR STATUTORY

AUDITOR:

Gyanchand Mungur FCCA

AUDITORS:

Gynch Shaw Maurice & Co

Registered Auditors 5 Glenthorne Road Friern Barnet London N11 3HU

BANKERS:

National Westminster Bank PLC

St James's and Piccadilly

P O Box 2 DG 208 Piccadilly London W1A 2DG

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 30 NOVEMBER 2009

The directors present their report with the financial statements of the company for the year ended 30 November 2009

PRINCIPAL ACTIVITIES

The principal activities of the company in the year under review were those of acting as arranger between buyers and sellers of shares, stocks, bonds and other securities, managing investments and funds, and providing financial advisory services

REVIEW OF BUSINESS

The results for the year and financial position of the company are as shown in the annexed financial statements

DIVIDENDS

No dividends will be distributed for the year ended 30 November 2009

EVENTS SINCE THE END OF THE YEAR

Information relating to events since the end of the year is given in the notes to the financial statements

DIRECTORS

The directors shown below have held office during the whole of the period from 1 December 2008 to the date of this report

J M CHAMBOULIVE J CHAMBOULIVE M S ISPAHANI

POLITICAL AND CHARITABLE CONTRIBUTIONS

During the previous year the company made charitable donations of £1,000 (2008- Nil) There were no donations made to political parties during the year and in the previous year

GOING CONCERN

The financial statements have been prepared on the going concern basis, and the directors are of opinion that the company continue in existence in the next twelve months

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with International Financial Reporting Standards as adopted by the European Union. Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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 418 of the Companies Act 2006) 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

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 30 NOVEMBER 2009

AUDITORS

The auditors, Gynch Shaw Maurice & Co, will be proposed for re-appointment at the forthcoming Annual General Meeting

ON BEHALF OF THE BOARD:

B TASDIGHI Secretary

Date 25.2.10

REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS OF INDEPENDENT CAPITAL CORPORATION LIMITED

We have audited the financial statements of INDEPENDENT CAPITAL CORPORATION LIMITED for the year ended 30 November 2009 on pages five to fifteen. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page two, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 30 November 2009 and of its profit for the year then ended.
- have been properly prepared in accordance with IFRSs as adopted by the European Union, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

Gyanchant Mungur FCCA (Senior Statutory Auditor)

for and on behalf of Gynch Shaw Maurice & Co

Registered Auditors 5 Glenthorne Road Friem Barnet London N11 3HU

Date 25 FEBRUARY 2010

STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED 30 NOVEMBER 2009

		2009	2008
	Notes	£	£
CONTINUING OPERATIONS Revenue		810,814	354,452
Cost of sales		(284,774)	(56,230)
GROSS PROFIT		526,040	298,222
Administrative expenses		(500,850)	(291,762)
OPERATING PROFIT		25,190	6,460
Finance income	4	806	4,944
PROFIT BEFORE INCOME TAX	5	25,996	11,404
Income tax	6	(9,924)	(5,105)
PROFIT FOR THE YEAR		16,072	6,299
OTHER COMPREHENSIVE INCOM	E		
TOTAL COMPREHENSIVE INCOM	E FOR THE YEAR	16,072	<u>6,299</u>
Earnings per share expressed			
in pence per share Basic	7	10 71	4 20
Diluted		10 71	4 20

STATEMENT OF FINANCIAL POSITION 30 NOVEMBER 2009

		2009	2008	2007
	Notes	£	£	£
ASSETS				
NON-CURRENT ASSETS				
Loans and other financial assets	8		25,780	_52,887
CURRENT ASSETS				
Trade and other receivables	9	351,815	349,421	292,951
Cash and cash equivalents	10	322,034	279,352	260,228
		673,849	628,773	553,179
TOTAL ASSETS		673,849	654,553	606,066
EQUITY				
SHAREHOLDERS' EQUITY				
Called up share capital	11	370,000	370,000	370,000
Retained earnings	12	<u>(105,465)</u>	(121,537)	(127,836)
TOTAL EQUITY		264,535	248,463	242,164
LIABILITIES				
NON-CURRENT LIABILITIES				
Financial liabilities - borrowings				
Interest bearing loans and borrowings	14		40,000	40,000
CURRENT LIABILITIES				
Trade and other payables	13	37,627	70,225	77,359
Financial liabilities - borrowings				
Bank overdrafts	14	300	-	2,985
Interest bearing loans and borrowings	14	361,463	290,760	243,558
Tax payable		9,924	5,105	
		409,314	366,090	323,902
TOTAL LIABILITIES		409,314	406,090	363,902
		402,514	-100,000	303,702
TOTAL EQUITY AND LIABILITIES		<u>673,849</u>	654,553	606,066

The financial statements were approved by the Board of Directors on its behalf by

25:2.10

and were signed on

J M CHAMBOULIVE - Director

M S ISPAHANI - Director

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 NOVEMBER 2009

	Called up share capital £	Profit and loss account £	Total equity £
Balance at 1 December 2007	370,000	(127,836)	242,164
Changes in equity Total comprehensive income Balance at 30 November 2008	370,000	6,299 (121,537)	
Changes in equity Total comprehensive income		16,072	16,072
Balance at 30 November 2009	370,000	(105,465)	264,535

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 NOVEMBER 2009

		2009	2008
Cash flows from operating activities		£	£
Cash generated from operations	1	(9,802)	(57,144)
Tax paid	1	(5,105)	(57,144)
i ax paid		_(3,103)	
Net cash from operating activities		(14,907)	(57,144)
Cash flows from investing activities			
Interest received		806	4,944
Net cash from investing activities		<u>806</u>	4,944
Cash flows from financing activities			
New loans in year		6,125	47,202
Loan repayments in year		25,780	27,107
Amount introduced by directors		24,578	
Net cash from financing activities		56,483	<u>74,309</u>
Increase in cash and cash equivalents		42,382	22,109
Cash and cash equivalents at beginning of			
year	2	279,352	257,243
Cash and cash equivalents at end of year	2	321,734	279,352

NOTES TO THE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 30 NOVEMBER 2009

1 RECONCILIATION OF PROFIT BEFORE INCOME TAX TO CASH GENERATED FROM OPERATIONS

	2009	2008
	£	£
Profit before income tax	25,996	11,404
Finance income	(806)	(4,944)
	25,190	6,460
Increase in trade and other receivables	(2,394)	(56,470)
Decrease in trade and other payables	(32,598)	(7,134)
Cash generated from operations	(9,802)	(57,144)

2 CASH AND CASH EQUIVALENTS

The amounts disclosed on the cash flow in respect of cash and cash equivalents are in respect of these balance sheet amounts

Voor	habna	30	November	2009
1 ear	enueu	.746	TOVEHILLE	21117

Cash and cash equivalents	30.11.09 £ 322,034	1.12.08 £ 279,352
Bank overdrafts	(300)	
	<u>321,734</u>	<u>279,352</u>
Year ended 30 November 2008		
	30 11 08	1 12 07
	£	£
Cash and cash equivalents	279,352	260,228
Bank overdrafts	-	(2,985)
	279,352	257,243

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 2009

1 EARLY ADOPTION OF IAS1

The company has adopted the IAS 1 earlier than its effective date. The prime statements are presented in their new format as required by the IAS1

2 ACCOUNTING POLICIES

Basis of preparation

These financial statements have been prepared in accordance with International Financial Reporting Standards and IFRIC interpretations and with those parts of the Companies Act 2006 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention

Revenue recognition

Revenue is recognised as the difference between the sell and buy tickets issued during the year on deals arranged for clients and on trade date basis. It also includes fees receivable from management of funds on behalf of clients.

Taxation

Current taxes are based on the results shown in the financial statements and are calculated according to local tax rules, using tax rates enacted or substantially enacted by the balance sheet date

Foreign currencies

Monetary 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.

Employee benefit costs

The company operates a defined contribution pension scheme Contributions payable to the company's pension scheme are charged to the income statement in the period to which they relate

3 EMPLOYEES AND DIRECTORS

Wages and salaries Social security costs Other pension costs	2009 £ 151,851 21,112 11,047	2008 £ 100,573 13,938 10,526
	101,010	120,007
The average monthly number of employees during the year was as follows	2009	2008
Administrative and selling	3	2
	2009 £	2008 £
Directors' remuneration	119,351	99,823
NET FINANCE INCOME	2000	2000
	2009 £	2008 £
Finance income Deposit account interest	806	4,944
Deposit account interest		4,944

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 30 NOVEMBER 2009

5. PROFIT BEFORE TAX

	The profit before tax is stated after charging	2009	2008
	Cost of inventories recognised as expense Auditors' remuneration	£ 284,774 5,000	£ 56,230 5,000
6	TAXATION		
	Analysis of the tax charge	2009 £	2008 £
	Current tax		
	Tax	9,924	5,105
	Total tax charge in income statement	9,924	5,105
	Factors affecting the tax charge The tax assessed for the year is higher than the standard rate of corporation tax explained below	in the UK Th	e difference is
		2009	2008
		£	£
	Profit on ordinary activities before tax	25,996	11,404
	Profit on ordinary activities multiplied by the standard rate of corporation tax		
	in the UK of 21% (2008 - 20%)	5,459	2,281
	Effects of		
	Expenses not deductible for tax purposes	4,465	3,308
	Trade losses utilised	-	(648)
	Marginal relief and other adjustments		<u>164</u>
	Total income tax	9,924	5,105

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 30 NOVEMBER 2009

7 EARNINGS PER SHARE

8

Basic earnings per share is calculated by dividing the earnings attributable to ordinary shareholders by the weighted average number of ordinary shares outstanding during the period

Diluted earnings per share is calculated using the weighted average number of shares adjusted to assume the conversion of all dilutive potential ordinary shares

Reconciliations are set out below

Basic EPS	Earnings £	2009 Weighted average number of shares	Per-share amount pence
Earnings attributable to ordinary shareholders Effect of dilutive securities	16,072	150,000	10.71
			
Diluted EPS Adjusted earnings	<u>16,072</u>	150,000	10.71
	Earnings	2008 Weighted average number of	Per-share amount
Basic EPS	£	shares	pence
Earnings attributable to ordinary shareholders Effect of dilutive securities	6,299	150,000	4 20
Diluted EPS			
Adjusted earnings	6,299	150,000	4 20
LOANS AND OTHER FINANCIAL ASSETS			
At 1 December 2008 Repayment in year			Other loans £ 25,779 (25,779)
At 30 November 2009			

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 30 NOVEMBER 2009

9 TRADE AND OTHER RECEIVABLES

				2009 £	2008 £
	Current Trade debtors Other debtors			212,048 139,767	271,082 78,339
				351,815	349,421
10	CASH AND C	CASH EQUIVALENTS			
				2009 £	2008 £
	Cash in hand Deposits with of Bank accounts			31 232,268 89,735	27 232,268 47,057
				322,034	279,352
11	CALLED UP	SHARE CAPITAL			
	Allotted, issued	d and fully paid			
	Number	Class	Nominal	2009	2008
	150,000	Ordinary Shares	value 1 00	£ 150,000	£ 150,000
	220,000	Redeemable Preference Shares	1 00	220,000	220,000
				370,000	370,000
12	RESERVES				
					Retained earnings £
	At 1 December Profit for the y				(121,537) _16,072
	At 30 Novemb	er 2009			(105,465)
13	TRADE AND	OTHER PAYABLES			
				2009	2008
	Current			£	£
	Trade creditors			13,352	10,773
		and other taxes		2,186	33,354
	Sundry creditor	is and accruais		22,089	_26,098
				37,627	<u>70,225</u>

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 30 NOVEMBER 2009

14 FINANCIAL LIABILITIES - BORROWINGS

		2009	2008
Current		£	£
Bank overdrafts		300	_
Other Loans		321,463	290,760
Subordinated Loans		40,000	-
		361,763	290,760
Non-current			
Other loans - 1-2 years			40,000
Terms and debt repayment schedule			
Terms and debt repayment senedate			
	1 year or		
	less	2-5 years	Totals
	£	£	£
Bank overdrafts	300	-	300
Other Loans	321,463	-	321,463
Subordinated Loan	40,000		40,000
	361,763	-	361,763

15 ULTIMATE PARENT COMPANY

The ultimate holding company is Jemerik SA which holds 87 per cent of the Ordinary Share Capital However, the ultimate controlling party is J M Chamboulive who is a shareholder and director of the company

16 CONTINGENT LIABILITIES

There were no contingent liabilities at balance sheet date

17 CAPITAL COMMITMENTS

The company entered into a lease agreement with a third party for three to 29 June 2009 for three years to 29 June 2012, to pay an annual rent of £100,000 Therefore the financial commitment at balance sheet date amounted to £250,000 for the remainder of the lease period and is not included in the accounts

18 RELATED PARTY DISCLOSURES

Two of the directors of the company receive remunerations for their services and these were properly recorded in the accounts together with the expenses paid for them Expenses paid by the director on behalf of the company are recorded through the director's current account Mr J M Chamboulive has provided a subordinated loan to the company for £10,000

19 POST BALANCE SHEET EVENTS

There were no events which took place after the balance sheet date which are required to be reflected in the financial statements or that will change the financial position of the company

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NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 30 NOVEMBER 2009

20 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2009	2008
Profit for the financial year	£ 	£ 6,299
Net addition to shareholders' funds Opening shareholders' funds	16,072 248,463	6,299 242,164
Closing shareholders' funds	264,535	248,463

INCOME STATEMENT SUMMARIES FOR THE YEAR ENDED 30 NOVEMBER 2009

	2009 £	2008 £
DESCRIPTION	~	~
REVENUE Fee and commission receivable	<u>_</u>	25,672
Management fee receivable	810,814	271,074
Sundry income	010,014	57,706
Sund y meome		
	810,814	354,452
COST OF SALES		
Trade fee and commission payable	284,774	56,230
riado loc and commissión payable	204,774	
	284,774	_56,230
ADMINISTRATIVE EXPENSES		
Establishment costs		
Rent, rates and service charge	80,247	26,667
Insurance	3,890	708
Light and heat	832	-
Cleaning	4,940	_
Administrative expenses	,	
Directors' salaries	119,351	99,823
Directors' social security	17,318	13,938
Wages	32,500	750
Social security	3,794	-
Pensions and medical insurance	11,047	10,526
Telephone and communications	16,065	9,124
Posting, postage and stationer	2,491	1,657
Travelling and subsistence	23,795	21,844
Office equipment rental	24,464	13,499
Repairs and renewals	8,779	2,287
Subscription and registration	2,691	3,242
Staff welfare	879	397
General office expenses	6,223	272
Sundry expenses	708	373
Accountancy and administration	49,714	33,740
Legal and professional fees Auditors' remuneration	15,624 5,000	366
Donations Tenimieration	1,000	5,000
Entertainment	21,262	16,539
Marketing fee	20,270	17,620
Finance costs	20,270	17,020
Bank charges	3,153	2,320
Loan interest payable	14,792	10,676
Exchange Difference	10,021	666
		
	500,850	291,762
FINANCE INCOME	201	
Deposit account interest	806	<u>4,944</u>
	806	4,944