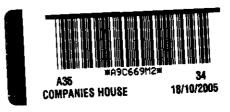
# REPORT OF THE DIRECTORS AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 2004

**FOR** 

INDEPENDENT CAPITAL CORPORATION LIMITED



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## <u>COMPANY INFORMATION</u> FOR THE YEAR ENDED 30 NOVEMBER 2004

**DIRECTORS:** 

J M CHAMBOULIVE J CHAMBOULIVE M S ISPAHANI

SECRETARY:

**B TASDIGHI** 

**REGISTERED OFFICE:** 

3rd Floor

46 Albemarle Street

London W1X 3FE

**REGISTERED NUMBER:** 

02824402 (England and Wales)

**AUDITORS:** 

Gynch Shaw Maurice & Co

Registered Auditors

GSM House

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 2004

The directors present their report with the financial statements of the company for the year ended 30 November 2004.

### 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 2004.

#### 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 during the year under review were:

J M CHAMBOULIVE J CHAMBOULIVE M S ISPAHANI

The beneficial interests of the directors holding office on 30 November 2004 in the issued share capital of the company were as follows:

were as follows.	30.11.04	1.12.03
Ordinary Shares 1.00 shares		
J M CHAMBOULIVE J CHAMBOULIVE M S ISPAHANI	20,000	20,000
Redeemable Preference Shares 1.00 shares		
J M CHAMBOULIVE J CHAMBOULIVE	- -	-

## GOING CONCERN

M S ISPAHANI

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

### DONATIONS

During the year charitable donations amounted to £2,160 and there were no donations made to political parties.

## 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;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

## REPORT OF THE DIRECTORS FOR THE YEAR ENDED 30 NOVEMBER 2004

## STATEMENT OF DIRECTORS' RESPONSIBILITIES - continued

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.

### **AUDITORS**

The auditors, Gynch Shaw Maurice & Co, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985.

#### ON BEHALF OF THE BOARD:

B TASDIGHI - Secretary

Date: 28/02/05

## 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 2004 on pages five to eleven. These financial statements have been prepared under the historical cost convention and 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 pages two and three the company's directors are responsible for the preparation of financial statements in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

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 not 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 transactions with the company 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 United Kingdom Auditing Standards 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.

**Opinion** 

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 30 November 2004 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Gynch Shaw Maurice & Co

Cynch Shaw Maurice fco

Registered Auditors

GSM House 5 Glenthorne Road

Friern Barnet
London N11 3HU

GYNCH SHAW MAURICE & CO CHARTERED CERTIFIED ACCOUNTANTS

5 GLENTHORNE ROAD

FRIERN BARNET LONDON N11 3HU

Date: 18 february 2005

## PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 NOVEMBER 2004

		2004	2003
	Notes	£	£
TURNOVER		778,179	449,690
Cost of sales		(225,889)	(77,389)
GROSS PROFIT		552,290	372,301
Administrative expenses		(518,768)	(355,901)
		33,522	16,400
Other operating income		12,000	6,500
OPERATING PROFIT	3	45,522	22,900
Interest receivable and similar income		1,839	1,222
PROFIT ON ORDINARY ACTIVE BEFORE TAXATION	ITIES	47,361	24,122
Tax on profit on ordinary activities	4	(2,572)	
PROFIT FOR THE FINANCIAL AFTER TAXATION	YEAR	44,789	24,122
Deficit brought forward		(163,217)	(187,339)
DEFICIT CARRIED FORWARD		£(118,428)	£(163,217)

## 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.

## BALANCE SHEET 30 NOVEMBER 2004

		2004	2003
	Notes	£	£
CURRENT ASSETS: Debtors Cash at bank and in hand	5	102,900 296,103	104,143 160,836
CREDITORS: Amounts falling		399,003	264,979
due within one year	6	(107,431)	(18,196)
NET CURRENT ASSETS:		291,572	246,783
TOTAL ASSETS LESS CURRENT LIABILITIES:		291,572	246,783
CREDITORS: Amounts falling due after more than one year	7	(40,000)	(40,000)
		£251,572	£206,783
CAPITAL AND RESERVES: Called up share capital Profit and loss account	9	370,000 (118,428)	370,000 (163,217)
SHAREHOLDERS' FUNDS (including non-equity interests):	15	£251,572	£206,783

## ON BEHALF OF THE BOARD:

M S ISPAHANI - Director

Approved by the Board on 28/02/05

## <u>CASH FLOW STATEMENT</u> FOR THE YEAR ENDED 30 NOVEMBER 2004

		2004	2003
	Notes	£	£
Net cash inflow from operating activities	1	133,993	47,964
Returns on investments and servicing of finance	2	1,839	1,222
Taxation		<del>-</del>	(225)
		135,832	48,961
Financing	2	(565)	(18,735)
Increase in cash in the period		£135,267	<u>£30,226</u>

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Reconciliation of net cash flow to movement in net funds 3		
Increase in cash in the period	135,267	30,226
Change in net funds resulting from cash flows	135,267	30,226
Movement in net funds in the period Net funds at 1 December	135,267 160,836	30,226 130,610
Net funds at 30 November	£296,103	£160,836

## NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 30 NOVEMBER 2004

## 1. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

			2004 £	2003 £
	Operating profit Decrease in debtors Increase in creditors		45,522 1,243 87,228	22,900 19,031 6,033
	Net cash inflow from operating activities		133,993	47,964
2.	ANALYSIS OF CASH FLOWS FOR HEADINGS NETT	ED IN THE CAS	H FLOW STA	<b>FEMENT</b>
			2004 £	2003 £
	Returns on investments and servicing of finance			
	Interest received		1,839	1,222
	Net cash inflow for returns on investments and servicing of finance			
	Financing Amount withdrawn by directors		(565)	(18,735)
	Net cash outflow from financing		<u>(565</u> )	(18,735)
3.	ANALYSIS OF CHANGES IN NET FUNDS	At 1.12.03	Cash flow £	At 30.11.04
	Net cash: Cash at bank and in hand	160,836	135,267	296,103
		160,836	135,267	296,103
	Total	160,836	135,267	<u>296,103</u>
	Analysed in Balance Sheet			
	Cash at bank and in hand	160,836		296,103
		160,836		296,103

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 2004

#### 1. ACCOUNTING POLICIES

#### Accounting convention

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

#### Turnover

Turnover represents net amount invoiced for services, excluding value added tax.

Turnover also represents the total differences between the sell and buy tickets issued during the year on the deals arranged for clients and fees arising from management of funds on behalf of clients.

#### Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date. No deferred tax was provided because of the insignificant timing difference on the interest receivable during the year.

#### 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

3.

Wages and salaries Social security costs Other staff costs	2004 £ 224,890 28,896 8,657	2003 £ 124,133 14,765 7,721
	262,443	146,619
The average monthly number of employees during the year was as follows:	2004	2003
Administrative and selling	3	3
OPERATING PROFIT		
The operating profit is stated after charging:		
Auditors' remuneration	2004 £ 6,000	2003 £ 6,000
Directors' emoluments	141,620	99,133

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 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:		.~
	UK Corporation tax	<u>2,572</u>	
	Tax on profit on ordinary activities	2,572	-
5.	DEBTORS: AMOUNTS FALLING		
	DUE WITHIN ONE YEAR	2004 £	2003 £
	Trade debtors	19,137	54,938
	Other debtors Prepayments and accrued income	79,019 4,744	36,631 14,574
		102,900	104,143
6.	CREDITORS: AMOUNTS FALLING		
	DUE WITHIN ONE YEAR	2004	2003
		£	£
	Trade creditors	30,501	2,006
	Other creditors and accruals Taxation	74,358 2,572	16,190 
		107,431	18,196
7.	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR		
		2004 £	2003 £
	Loans (see note 8)	40,000	40,000
		40,000	40,000
8.	LOANS AND OVERDRAFTS		
	An analysis of the maturity of loans and overdrafts is given below:		
		2004 £	2003 £
	Amounts falling due between two and five years:		
	Subordinated loan: Jemerik SA Subordinated loan: J M Chamboulive	30,000 10,000	30,000 10,000
		40,000	40,000

#### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 NOVEMBER 2004

### 9. CALLED UP SHARE CAPITAL

Authorised, allotted, issued and fully paid:

Number:	Class:	Nominal value:	2004 f	2003 f
150,000	Ordinary Charge	1.00	150,000	150,000
,	Ordinary Shares		,	, , , ,
220,000	Redeemable Preference Shares	1.00	220,000	220,000
			370,000	370,000

#### 10. ULTIMATE PARENT COMPANY

The ultimate holding company is Jemerik SA which holds 87 per cent of the Ordinary Share Capital.

### 11. CONTINGENT LIABILITIES

There were no contingent liabilities at balance sheet date.

#### 12. CAPITAL COMMITMENTS

The company entered into a lease agreement with a third party for five years from 24 March 2001 to 24 March 2006, to pay an annual rent of £25,000. Therefore the financial commitment at balance sheet date amounted to £35,417 for the remainder of the lease period and is included in the accounts, of which £10,417 is payable after twelve months from the balance sheet date.

#### 13. RELATED PARTY DISCLOSURES

Two of the directors of the company receive remuneration 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. One of the directors has provided a subordinated loan to the company for £10,000.

### 14. 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.

#### 15. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

Profit for the financial year	2004 £ 44,789	2003 £ 24,122
Net addition to shareholders' funds Opening shareholders' funds	44,789 206,783	24,122 182,661
Closing shareholders' funds	251,572	206,783
Equity interests Non-equity interests	31,572 220,000	(13,217) 220,000
	251,572	206,783

## TRADING AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 NOVEMBER 2004

	2004	2004		
	£	£	£	£
Income: Fee and commission receivable	736,355		449,690	
Management fee receivable	41,824		-	
3		778,179		449,690
Cost of sales: Trade fee and commission payable		225,889		77,389
Trade fee and commission payable		223,009		
GROSS PROFIT		552,290		372,301
Other income:				
Sundry income	12,000		6,500	
Interest receivable	1,839		1,222	
		13,839		7,722
		566,129		380,023
Expenditure:				
Directors' remuneration	141,620		99,133	
Social security	18,830		11,959	
Staff costs	83,270		25,000	
Social security	10,066		2,806	
Pensions and medical insurance	8,657		7,721	
Auditors remuneration	6,000		6,000	
Entertainment	14,278		28,107	
Marketing fee	100,044		44,173	
Rent, rates and service charge	30,640		26,890	
Insurance and professional indemnity	767		619	
Light and heat	623		693	
Repairs and maintenance Subscription and registration	1,134 3,224		3,350 1,796	
Travel and subsistence	14,929		21,269	
Legal and professional fees	17,727		469	
Telephone and communications	9,676		8,412	
Donations	2,160		2,260	
Printing, postage and stationery	2,553		1,129	
Office equipment rental	24,874		24,823	
Staff welfare	832		1,329	
Office cleaning	1,481		1,586	
Accountancy and secretarial	2,175		250	
Book keeping and administration	27,658		23,163	
Sundry expenses	<u>780</u>		249	
		506,271		343,186
<del></del> -		59,858		36,837
Finance costs:	1 400		1 405	
Bank charges Foreign exchange loss/(profit)	1,499 10,998		1,425 11,290	
i oreign exchange 1088/(profit)	10,770	12,497	11,490	12,715
NET PROFIT		£47,361		£24,122
		=======================================		<del>~~~,122</del>