

Report of the Directors and

Financial Statements

for the Period

1 April 2003 to 30 June 2004

for

Curzon Capital Limited



A48
COMPANIES HOUSE

A7YT15CQ

0165
17/05/05

Contents of the Financial Statements
for the Period 1 April 2003 to 30 June 2004

	Page
Company Information	1
Report of the Directors	2
Report of the Independent Auditors	4
Profit and Loss Account	5
Balance Sheet	6
Cash Flow Statement	7
Notes to the Cash Flow Statement	8
Notes to the Financial Statements	10-15
Profit and Loss Account	16

Curzon Capital Limited

Company Information
for the Period 1 April 2003 to 30 June 2004

DIRECTORS:	C Derricott W F C Graham
SECRETARY:	W F C Graham
REGISTERED OFFICE:	34 Clarges Street London W1J 7EJ
REGISTERED NUMBER:	3792077 (England and Wales)
AUDITORS:	Scott-Moncrieff 17 Melville Street Edinburgh EH3 7PH
BANKERS:	Adam & Company plc 22 Charlotte Square Edinburgh EH2 4DF

Report of the Directors
for the Period 1 April 2003 to 30 June 2004

The directors present their report with the financial statements of the company for the period 1 April 2003 to 30 June 2004.

PRINCIPAL ACTIVITY

The principal activity of the company in the period under review was that of an investment adviser dedicated to alternative investments including venture capital and private equity.

REVIEW OF BUSINESS

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

DIVIDENDS

Interim dividends per share were paid as follows:

0.1237	- 1 December 2003
<u>0.2178</u>	- 4 February 2004
<u>0.3415</u>	

The directors recommend that no final dividend be paid.

The total distribution of dividends for the period ended 30 June 2004 will be £186,135.

FUTURE DEVELOPMENTS

The company will continue to trade as in the previous year.

DIRECTORS

The directors during the period under review were:

C Derricott
W F C Graham

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

	30.6.04	1.4.03
Ordinary shares £0.01 shares		
C Derricott	242,500	242,500
W F C Graham	242,500	242,500

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.

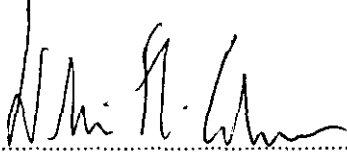
The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets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

Report of the Directors
for the Period 1 April 2003 to 30 June 2004

AUDITORS

During the year, Andrew Hamilton & Co resigned as auditor. Scott-Moncrieff were appointed as auditor and will be proposed for re-appointment in accordance with Companies Act 1985.

ON BEHALF OF THE BOARD:



.....
W F C Graham - Secretary

Date: 27.9.04

Report of the Independent Auditors to the Shareholders of
Curzon Capital Limited

We have audited the financial statements of Curzon Capital Limited for the period ended 30 June 2004 on pages five to fifteen which have been prepared under the historical cost convention and the accounting policies set out on page 10.

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 in the statement of directors' responsibilities 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 Directors' Report 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 Directors' Report 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 June 2004 and of its profit for the period then ended and have been properly prepared in accordance with the Companies Act 1985.



Scott-Moncrieff
Chartered Accountants &
Registered Auditors

17 Melville Street
Edinburgh
EH3 7PH

Date: 29.9.04.....

Curzon Capital Limited

Profit and Loss Account
for the Period 1 April 2003 to 30 June 2004

		Period 1.4.03 to 30.6.04	Year Ended 31.3.03
	Notes	£	£
TURNOVER		1,116,396	466,310
Administrative expenses		<u>892,561</u>	<u>184,321</u>
		223,835	281,989
Other operating income		<u>2,000</u>	-
OPERATING PROFIT	3	225,835	281,989
Interest receivable and similar income	4	<u>18,021</u>	<u>1,642</u>
		243,856	283,631
Interest payable and similar charges	5	<u>187</u>	<u>2,107</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		243,669	281,524
Tax on profit on ordinary activities	6	<u>53,697</u>	<u>42,864</u>
PROFIT FOR THE FINANCIAL PERIOD AFTER TAXATION		189,972	238,660
Dividends	7	<u>186,135</u>	<u>144,483</u>
		3,837	94,177
Retained profit/(loss) brought forward		<u>37,952</u>	<u>(56,225)</u>
RETAINED PROFIT CARRIED FORWARD		<u>£41,789</u>	<u>£37,952</u>

CONTINUING OPERATIONS

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

TOTAL RECOGNISED GAINS AND LOSSES

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

The notes form part of these financial statements

Curzon Capital Limited

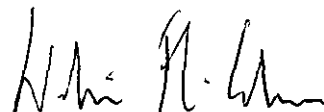
Balance Sheet
30 June 2004

		<u>30.6.04</u>		<u>31.3.03</u>	
	Notes	£	£	£	£
FIXED ASSETS:					
Tangible assets	8		11,452		5,368
Investments	9		<u>600</u>		<u>600</u>
			12,052		5,968
CURRENT ASSETS:					
Debtors	10	211,728		242,276	
Cash at bank and in hand		<u>124,543</u>		<u>3,774,728</u>	
		336,271		4,017,004	
CREDITORS: Amounts falling due within one year	11	<u>194,479</u>		<u>3,874,370</u>	
NET CURRENT ASSETS:			<u>141,792</u>		<u>142,634</u>
TOTAL ASSETS LESS CURRENT LIABILITIES:			153,844		148,602
PROVISIONS FOR LIABILITIES AND CHARGES:	13		<u>1,405</u>		<u>-</u>
			<u>£152,439</u>		<u>£148,602</u>
CAPITAL AND RESERVES:					
Called up share capital	14		5,450		5,450
Share premium	15		105,200		105,200
Profit and loss account			<u>41,789</u>		<u>37,952</u>
SHAREHOLDERS' FUNDS:	18		<u>£152,439</u>		<u>£148,602</u>

ON BEHALF OF THE BOARD:



.....
C Derricott - Director



.....
W F C Graham - Director

Approved by the Board on 27.9.04

The notes form part of these financial statements

Curzon Capital Limited

Cash Flow Statement
for the Period 1 April 2003 to 30 June 2004

		Period 1.4.03 to 30.6.04	Year Ended 31.3.03
	Notes	£	£
Net cash (outflow)/inflow from operating activities	1	(3,442,376)	3,870,378
Returns on investments and servicing of finance	2	17,834	(465)
Taxation		(42,864)	-
Capital expenditure	2	(10,349)	(6,710)
Equity dividends paid		(202,414)	(128,204)
		(3,680,169)	3,734,999
Management of liquid resources	2	50	-
Financing	2	-	(371)
(Decrease)/Increase in cash in the period		<u>£(3,680,119)</u>	<u>£3,734,628</u>
Reconciliation of net cash flow to movement in net funds	3		
(Decrease)/Increase in cash in the period		<u>(3,680,119)</u>	<u>3,734,628</u>
Change in net funds resulting from cash flows		<u>(3,680,119)</u>	<u>3,734,628</u>
Movement in net funds in the period		<u>(3,680,119)</u>	<u>3,734,628</u>
Net funds at 1 April		<u>3,774,728</u>	<u>40,100</u>
Net funds at 30 June		<u>£94,609</u>	<u>£3,774,728</u>

The notes form part of these financial statements

Notes to the Cash Flow Statement
for the Period 1 April 2003 to 30 June 2004

1. **RECONCILIATION OF OPERATING PROFIT TO NET CASH (OUTFLOW)/INFLOW FROM OPERATING ACTIVITIES**

	Period 1.4.03 to 30.6.04 £	Year Ended 31.3.03 £
Operating profit	225,835	281,989
Depreciation charges	4,265	1,342
Decrease/(Increase) in debtors	30,498	(221,976)
(Decrease)/Increase in creditors	<u>(3,702,974)</u>	<u>3,809,023</u>
Net cash (outflow)/inflow from operating activities	<u>(3,442,376)</u>	<u>3,870,378</u>

2. **ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT**

	Period 1.4.03 to 30.6.04 £	Year Ended 31.3.03 £
Returns on investments and servicing of finance		
Interest received	18,021	1,642
Interest paid	<u>(187)</u>	<u>(2,107)</u>
Net cash inflow/(outflow) for returns on investments and servicing of finance	<u>17,834</u>	<u>(465)</u>
Capital expenditure		
Purchase of tangible fixed assets	<u>(10,349)</u>	<u>(6,710)</u>
Net cash outflow for capital expenditure	<u>(10,349)</u>	<u>(6,710)</u>
Management of liquid resources		
Directors' current account	50	-
Investments	—	—
Net cash inflow from management of liquid resources	<u>50</u>	<u>-</u>
Financing		
Amount withdrawn by directors	—	(371)
Net cash outflow from financing	<u>-</u>	<u>(371)</u>

The notes form part of these financial statements

Notes to the Cash Flow Statement
for the Period 1 April 2003 to 30 June 2004

3. ANALYSIS OF CHANGES IN NET FUNDS

	At 1.4.03 £	Cash flow £	At 30.6.04 £
Net cash:			
Cash at bank and in hand	3,774,728	(3,650,185)	124,543
Bank overdraft	<u>-</u>	<u>(29,934)</u>	<u>(29,934)</u>
	<u>3,774,728</u>	<u>(3,680,119)</u>	<u>94,609</u>
 Total	 <u>3,774,728</u>	 <u>(3,680,119)</u>	 <u>94,609</u>
 Analysed in Balance Sheet			
Cash at bank and in hand	3,774,728		124,543
Bank overdraft	<u>-</u>		<u>(29,934)</u>
	<u>3,774,728</u>		<u>94,609</u>

The notes form part of these financial statements

Notes to the Financial Statements
for the Period 1 April 2003 to 30 June 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 gross sales of services as company is not VAT registered.

All of the turnover of the company relates to UK markets (2003 - all to UK markets).

Tangible fixed assets

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

Plant and machinery - 20% on cost

Deferred tax

During the year, the company has changed its policy on deferred tax.

Under the previous policy, provision was made, under the liability method, to take account of timing differences between the treatment of certain items for accounts purposes and their tax purposes. Tax deferred or accelerated was accounted for to the extent that it was probable that a liability or asset would crystallise in the foreseeable future.

Under the new policy, full provision is made at the current rates of tax for taxation deferred in respect of all timing differences. Deferred tax balances are not discounted.

2. **STAFF COSTS**

	Period 1.4.03 to 30.6.04 £	Year Ended 31.3.03 £
Wages and salaries	128,715	3,000
Social security costs	<u>15,136</u>	<u>218</u>
	<u>143,851</u>	<u>3,218</u>

The average monthly number of employees during the period was as follows:

	Period 1.4.03 to 30.6.04	Year Ended 31.3.03
Management	<u>4</u>	<u>1</u>

Notes to the Financial Statements
for the Period 1 April 2003 to 30 June 2004

3. **OPERATING PROFIT**

The operating profit is stated after charging:

	Period 1.4.03 to 30.6.04 £	Year Ended 31.3.03 £
Depreciation - owned assets	4,265	1,342
Auditors' remuneration	<u>2,000</u>	<u>2,500</u>
Directors' emoluments	<u>2,246</u>	<u>-</u>

4. **INTEREST RECEIVABLE AND SIMILAR INCOME**

	Period 1.4.03 to 30.6.04 £	Year Ended 31.3.03 £
Deposit account interest	<u>18,021</u>	<u>1,642</u>

5. **INTEREST PAYABLE AND SIMILAR CHARGES**

	Period 1.4.03 to 30.6.04 £	Year Ended 31.3.03 £
Interest repayment	<u>187</u>	<u>2,107</u>

6. **TAXATION**

Analysis of the tax charge

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

	Period 1.4.03 to 30.6.04 £	Year Ended 31.3.03 £
Current tax:		
UK corporation tax	52,292	42,864
Deferred taxation	<u>1,405</u>	<u>-</u>
Tax on profit on ordinary activities	<u>53,697</u>	<u>42,864</u>

UK corporation tax has been charged at 30%

Notes to the Financial Statements
for the Period 1 April 2003 to 30 June 2004

6. TAXATION – continued

Factors affecting the tax charge

The tax assessed for the period is lower than the standard rate of corporation tax in the UK. The difference is explained below:

	Period 1.4.03 to 30.6.04 £	Year Ended 31.3.03 £
Profit on ordinary activities before tax	<u>243,669</u>	<u>281,524</u>
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 30% (2003 - 19%)	73,101	53,490
Effects of:		
Capital allowances in excess of depreciation	(1,597)	(393)
Marginal relief	(19,212)	-
Expenses not deductible	-	381
Losses being set off	<u>-</u>	<u>(10,614)</u>
Current tax charge	<u>52,292</u>	<u>42,864</u>

7. DIVIDENDS

	Period 1.4.03 to 30.6.04 £	Year Ended 31.3.03 £
Equity shares: Interim	<u>186,135</u>	<u>144,483</u>

8. TANGIBLE FIXED ASSETS

	<u>Plant and machinery</u> £
COST:	
At 1 April 2003	6,710
Additions	<u>10,349</u>
At 30 June 2004	<u>17,059</u>
DEPRECIATION:	
At 1 April 2003	1,342
Charge for period	<u>4,265</u>
At 30 June 2004	<u>5,607</u>
NET BOOK VALUE:	
At 30 June 2004	<u>11,452</u>
At 31 March 2003	<u>5,368</u>

Notes to the Financial Statements
for the Period 1 April 2003 to 30 June 2004

9. **FIXED ASSET INVESTMENTS**

COST:		£
At 1 April 2003		
and 30 June 2004		<u>600</u>
NET BOOK VALUE:		
At 30 June 2004		<u>600</u>
At 31 March 2003		<u>600</u>

	30.6.04	31.3.03
	£	£
Unlisted investments	<u>600</u>	<u>600</u>

10. **DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	30.6.04	31.3.03
	£	£
Trade debtors	72,160	131,980
Other debtors	126,678	110,126
Prepayments & accrued income	12,890	120
Directors' current accounts	-	50
	<u>211,728</u>	<u>242,276</u>

11. **CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	30.6.04	31.3.03
	£	£
Bank loans and overdrafts		
(see note 12)	29,934	-
Trade creditors	5,777	-
Other creditors	388	3,714,415
Deferred income	71,811	5,326
Dividend proposed	-	16,279
Social security & other taxes	3,779	402
Taxation	52,292	42,864
Accrued expenses	<u>30,498</u>	<u>95,084</u>
	<u>194,479</u>	<u>3,874,370</u>

12. **LOANS AND OVERDRAFTS**

An analysis of the maturity of loans and overdrafts is given below:

	30.6.04	31.3.03
	£	£
Amounts falling due within one year or on demand:		
Bank overdrafts	<u>29,934</u>	<u>-</u>

Notes to the Financial Statements
for the Period 1 April 2003 to 30 June 2004

13. PROVISIONS FOR LIABILITIES AND CHARGES

	30.6.04	31.3.03
	£	£
Deferred taxation	<u>1,405</u>	<u>-</u>
	Deferred	
	tax	
	£	
Deferred tax	<u>1,405</u>	
Balance at 30 June 2004	<u>1,405</u>	

14. CALLED UP SHARE CAPITAL

Authorised:				
Number:	Class:	Nominal	30.6.04	31.3.03
		value:	£	£
10,000,000	Ordinary shares	£0.01	<u>100,000</u>	<u>100,000</u>
Allotted, issued and fully paid:				
Number:	Class:	Nominal	30.6.04	31.3.03
		value:	£	£
545,000	Ordinary shares	£0.01	<u>5,450</u>	<u>5,450</u>

15. SHARE PREMIUM

	30.6.04	31.3.03
	£	£
Cash share issue	<u>105,200</u>	<u>105,200</u>

16. TRANSACTIONS WITH DIRECTORS

During the year, company extended a interest free loan of £14,855 to Ms Gurney. This loan is still outstanding at the year end and is expected to be paid back in October 2004. Ms Gurney is fiancée of W Graham who is a director in the company.

Notes to the Financial Statements
for the Period 1 April 2003 to 30 June 2004

17. **RELATED PARTY DISCLOSURES**

The following disclosures are required by Financial Reporting Standard No.8.

Transactions with related parties during the year and balances outstanding at the year end were as follows:-

Related Party	Type of transaction	Amount	Balance outstanding
1. Ventura Holdings Limited	Provision of services & loan	£68,663	£111,823
2. Business Trade Abundance LLP	Commission Paid	£510,000	NIL

All transactions were carried out on normal commercial terms.

The directors of Curzon Capital Limited are directors in Ventura Holdings Limited and partners in Business Trade Abundance LLP.

18. **RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS**

	30.6.04	31.3.03
	£	£
Profit for the financial period	189,972	238,660
Dividends	(186,135)	(144,483)
Issue of shares		
Net addition to shareholders' funds	<u>3,837</u>	<u>94,177</u>
Opening shareholders' funds	<u>148,602</u>	<u>54,425</u>
Closing shareholders' funds	<u><u>152,439</u></u>	<u><u>148,602</u></u>
Equity interests	<u>152,439</u>	<u>148,602</u>