

Company Registration No: 05042763

INVESTMENT TRUST LIMITED

REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31st DECEMBER 2008

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COMPANIES HOUSE

Investment Trust Limited

Officers and Professional Advisers

Directors

Mr. F.N. Kudsi
Mrs. H. Kudsi

Secretary

HK Nominees Limited

Registered Office

Harcourt House
19 Cavendish Square, London W1A 2AW

Auditors

Moore Stephens LLP
St. Paul's House, Warwick Lane, London EC4M 7BP

Directors' Report

The Directors present their report and the financial statements for the year ended 31st December 2008.

Principal Activity

The principal activity of the company is providing investment and financial services to institutional and private clients in corporate finance, property investments and liquid investments.

Business Review

Due to the difficult market conditions in 2008 the profitability of the company has decreased quite considerably.

A major deal that we were working on in India has not happened after having completed our due diligence for over two years.

The company has acted as the financial adviser and has arranged the sale of a land property in the Middle East for one of our clients.

The company continues to be the retained adviser to a sugar refinery that is in operation in the Middle East. We believe that our contract, which will mature in 2009, will be renewed for a further two years.

We have completed the corporate restructuring assignment for one of our clients with whom we had a retained consultancy agreement, which was completed in October 2008.

Although the market conditions will continue to be very difficult in 2009 we believe that such conditions will provide a good buying opportunity for our clients, some of whom are highly liquid, from the Gulf as well as from other parts of the world. The company is in negotiation with a number of clients in the Middle East to act as their corporate finance and property retained adviser during 2009.

The company's profit after tax for the year is £23,269 (2007: £204,275) and the management recommend to the Board that no dividend be declared for this year (2007: £Nil).

Investment Trust Limited**Directors' Report (Continued)****Business Review and Future Developments (Continued)**

There were charitable donations of £502 (2007: £1,600) paid during the period.

Directors' Interests

The directors who served during the year and their interest in the shares of the company were as follows:

	<u>Ordinary shares of £1 each</u>	
	<u>2008</u>	<u>2007</u>
Mr. Faisal Kudsi	220,973	220,973
Mrs. H. Kudsi	3,000	3,000

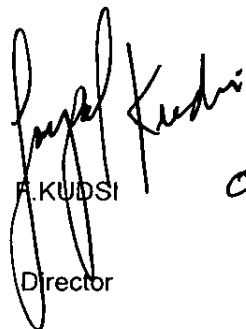
Auditors

A resolution to re-appoint Moore Stephens LLP as the Company's auditor will be put to the forthcoming Annual General Meeting.

Each of the persons who are directors at the time when this report is approved has confirmed that:

- (a) so far as each director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- (b) each director has taken all the steps that ought to have been taken as a director, including making appropriate enquiries of fellow directors and the company's auditors for that purpose, in order to be aware of any information needed by the company's auditors in connection with preparing their report and to establish that the company's auditors are aware of that information.

Approved by the Board of Directors
and signed on behalf of the Board


F. KUDSI
Director
04/02/09

Investment Trust Limited

Statement of Director's 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.

The directors are responsible for keeping proper accounting records which 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 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.

**Independent Auditors' Report to the Shareholders of
Investment Trust Limited**

We have audited the financial statements of Investment Trust Limited for the year ended 31 December 2008 which are set out pages 5 to 13. 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 auditor's 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

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

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 whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, 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 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 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 judgments 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, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2008 and of its profit for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the directors' report is consistent with the financial statements.

St. Paul's House
London, EC4M 7BP

9 February 2009


MOORE STEPHENS LLP

Registered Auditor
Chartered Accountants

Investment Trust Limited

Profit and Loss Account
For the year ended 31st December 2008

	<u>Note</u>	<u>2008</u>	<u>2007</u>
		£	£
Revenue	2	527,914	818,100
Administrative expenses		(489,921)	(572,109)
Operating Profit	3	37,993	245,991
Interest receivable		8,815	23,755
Profit on Ordinary Activities before Taxation		46,808	269,746
Tax on profit on ordinary activities	4	(23,539)	(65,471)
Profit for the Financial Period after Taxation		23,269	204,275
Equity dividends paid		-	-
Retained Profit for the Financial Period	12	23,269	204,275

Continuing Operations

All of the company's activities are continuing.

Total Recognised Gains and Losses

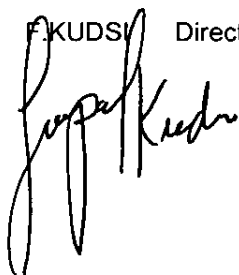
There are no recognised gains or losses other than those shown above.

Investment Trust Limited

Balance Sheet as at 31st December 2008

	Note	2008	2007
Fixed Assets			
Tangible assets	6	11,478	16,359
Current Assets			
Debtors	7	76,737	102,104
Cash at bank and in hand		401,706	433,406
		<u>478,443</u>	<u>535,510</u>
Creditors, amounts falling due within one year	10	<u>(60,947)</u>	<u>(145,256)</u>
Net Current Assets		<u>417,496</u>	<u>390,254</u>
Total Assets Less Current Liabilities		<u>428,974</u>	<u>406,613</u>
Provision for liabilities	8	(304)	(296)
Creditors, amount falling due after more than one year	10	<u>-</u>	<u>(916)</u>
Net Assets		<u><u>428,670</u></u>	<u><u>405,401</u></u>
Capital and Reserves			
Called up share capital	11	223,973	223,973
Profit and loss account	12	204,697	181,428
Shareholders' Funds	13	<u><u>428,670</u></u>	<u><u>405,401</u></u>

The financial statements were approved by the Board on
and signed on its behalf by

F. KUDSI Director

 04/02/09

Investment Trust Limited

Cash Flow Statement
For the year ended 31st December 2008

	<u>Note</u>	<u>2008</u>	<u>2007</u>
Net Cash Inflow From Operating Activities	a	38,051	31,208
Returns on Investments and Servicing of Finance			
Interest received		<u>8,815</u>	<u>23,755</u>
Net Cash Inflow from Returns on Investments and Servicing of Finance		8,815	23,755
Taxation		(75,081)	(29,856)
Capital Expenditure			
Purchase of tangible fixed assets		(3,485)	(12,036)
Purchase of shares		-	(393,290)
Proceeds from disposal of shares		-	367,091
Equity Dividends Paid		<u>-</u>	<u>-</u>
Decrease in Cash in the Period	b & c	<u>(31,700)</u>	<u>(13,128)</u>

Investment Trust Limited

Notes to the Cash Flow Statement
For the year ended 31st December 2008

a. Reconciliation of Operating Profit to Net Cash Inflow from Operating Activities

	<u>2008</u>	<u>2007</u>
Operating profit	37,993	245,991
Depreciation	8,366	7,008
Decrease/(increase) in debtors	25,367	(23,627)
Decrease in creditors	(33,675)	(227,338)
Loss on disposal of fixed assets	-	2,975
Loss on disposal of shares	-	26,199
	<hr/>	<hr/>
Net cash inflow from operating activities	<u>38,051</u>	<u>31,208</u>

b. Reconciliation of Net Cash Flow to Movement in Net Funds

	<u>2008</u>	<u>2007</u>
Balance at 1st January 2008	433,406	446,534
Decrease in cash	(31,700)	(13,128)
	<hr/>	<hr/>
Balance at 31st December 2008	<u>401,706</u>	<u>433,406</u>

c. Analysis of Net Funds

	At 1st January <u>2008</u>	<u>Cash Flow</u>	At 31st December <u>2008</u>
Cash at bank and in hand	<u>433,406</u>	<u>(31,700)</u>	<u>401,706</u>

Investment Trust Limited**Financial Statements for the year ended 31st December 2008****Notes****1. Accounting Policies****(a) Basis of accounting**

The financial statements are prepared in accordance with applicable accounting standards within the United Kingdom. The particular accounting policies adopted are described below.

(b) Tangible fixed assets

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

Furniture, fixtures and fittings	- 20% - straight line basis
Equipment	- 33.33% - straight line basis

(c) Fee income

The fees arise from corporate finance advisory and arranging services, management of properties and advisory services provided to the company's clients, and is stated net of VAT.

(d) Deferred taxation

Deferred tax is provided in full on timing differences which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date. The current tax rates and law have been used as the basis of those which are expected to apply on crystallisation.

Timing differences arise from the inclusion of items within the income and expenditure in taxation computations in periods different from those on the financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

(e) Foreign currency

Transactions in foreign currencies are recorded at the rate of exchange at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange ruling at that date. Exchange differences arising are taken to the profit and loss account.

(f) Operating lease rentals

Rental costs under operating leases are charged to the profit and loss account on a straight line basis over the lease term.

2. Revenue

Revenue is attributable to the principal activities of the company and represents fee income receivable.

Investment Trust Limited

Financial Statements for the year ended 31st December 2008

Notes (Continued)

3. Operating Profit

The operating profit is stated after charging/(crediting) the following:

	<u>2008</u>	<u>2007</u>
Operating lease payments - land and buildings	46,965	37,692
Auditors remuneration: statutory audit	7,000	6,000
taxation services	1,720	2,042
recruitment and remuneration services	1,853	1,943
other services	34,387	19,271
Depreciation of tangible fixed assets	8,366	7,008
Directors' emoluments	124,167	123,677
(Gain) on foreign exchange	(51,988)	(3,416)
Loss on disposal of tangible fixed assets	-	2,975
Loss on disposal of shares	-	26,199
	<u> </u>	<u> </u>

4. Taxation

Corporation tax on profit on ordinary activities:

	<u>2008</u>	<u>2007</u>
Corporation tax charge for period	13,738	65,288
Under provision in respect of prior periods	9,793	341
Deferred tax movement	8	(158)
	<u>23,539</u>	<u>65,471</u>

Factors affecting the Tax Charge for the Period

Profit on ordinary activities before taxation	<u>46,808</u>	<u>269,746</u>
	£	£
Profit on ordinary activities before taxation multiplied by an effective rate of UK corporation tax of 20.75% (2007: 19.75%)	<u>9,713</u>	<u>53,275</u>
Effects of:		
Non deductible expenses	4,482	12,383
Capital allowances in excess of depreciation	(457)	(370)
Under provision of prior year	9,793	341
Deferred tax	8	(158)
	<u>23,539</u>	<u>65,471</u>

Investment Trust Limited

Financial Statements for the year ended 31st December 2008

Notes (Continued)

5. Staff Costs and Directors' Remuneration

Included in staff costs and directors' remuneration are the following:

	<u>2008</u>	<u>2007</u>
Salaries	257,847	286,598
Social security costs	32,322	31,858
Other benefits	13,956	4,235
	<u>304,125</u>	<u>322,691</u>

The average monthly number of employees was 5 (2007: 5). Four employees are employed in an administrative capacity and one employee within sales.

Directors' emoluments was £124,167 (2007: £123,677).

6. Tangible Fixed Assets

	<u>Furniture, Fixtures and Fittings</u>	<u>Equipment</u>	<u>Total</u>
Cost			
As at 1st January 2008	2,312	21,345	23,657
Additions	769	2,716	3,485
Disposals	-	-	-
	<u>3,081</u>	<u>24,061</u>	<u>27,142</u>
At 31st December 2008			
Depreciation			
As at 1st January 2008	775	6,523	7,298
Charge for the period	546	7,820	8,366
Disposals	-	-	-
	<u>1,321</u>	<u>14,343</u>	<u>15,664</u>
At 31st December 2008			
Net book value			
At 31st December 2008	<u>1,760</u>	<u>9,718</u>	<u>11,478</u>
At 31st December 2007	<u>1,537</u>	<u>14,822</u>	<u>16,359</u>

7. Debtors

	<u>2008</u>	<u>2007</u>
Amounts falling due within one year:		
Trade debtors	39,690	83,275
Sundry debtors	5,670	4,658
Prepayments and accrued income	23,214	10,396
Other taxes and social security	8,163	3,775
	<u>76,737</u>	<u>102,104</u>

Investment Trust Limited

Financial Statements for the year ended 31st December 2008

Notes (Continued)

8. Provision for Liabilities

	<u>2008</u>	<u>2007</u>
At 1st January 2008	296	453
Increase/(decrease) in deferred tax	8	(157)
At 31st December 2008	<u>304</u>	<u>296</u>

9. Deferred Taxation

The deferred tax balance is made up as follows:

	<u>2008</u>	<u>2007</u>
Depreciation in excess of capital allowances	<u>304</u>	<u>296</u>

The movement on the deferred tax account is as follows:

	<u>2008</u>	<u>2007</u>
Balance as at 1st January	296	453
Increase/(decrease) in deferred tax	8	(157)
Balance as at 31st December	<u>304</u>	<u>296</u>

10. Creditors

	<u>2008</u>	<u>2007</u>
Amounts falling due within one year:		
Trade creditors	1,340	-
Corporation tax	13,738	65,288
Social security and other taxes	8,543	8,683
Sundry creditors	916	3,660
Accruals and deferred income	36,410	67,625
	<u>60,947</u>	<u>145,256</u>

Amounts falling due after more than one year:

Within one and five years:

Sundry creditors	<u>-</u>	<u>916</u>
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Investment Trust Limited

Financial Statements for the year ended 31st December 2008

Notes (Continued)

11. Share Capital

	<u>2008</u>	<u>2007</u>
Authorised		
250,000 £1 Ordinary shares	<u>250,000</u>	<u>250,000</u>
Allotted, called up and fully paid		
223,973 £1 Ordinary shares	<u>223,973</u>	<u>223,973</u>

12. Profit and Loss Account

	<u>2008</u>	<u>2007</u>
At 1st January 2008	181,428	(22,847)
Profit for the year	<u>23,269</u>	<u>204,275</u>
At 31st December 2008	<u>204,697</u>	<u>181,428</u>

13. Reconciliation of Movement in Shareholder's Funds

	<u>2008</u>	<u>2007</u>
Shareholder's funds at 1st January 2008	405,401	201,126
Profit for the financial period	<u>23,269</u>	<u>204,275</u>
Shareholder's funds at 31st December 2008	<u>428,670</u>	<u>405,401</u>

14. Financial Commitment

The annual commitment under operating leases for land and buildings is £37,971 (2007: £50,628).

The lease expires on 30th September 2009.

15. Related Party Transactions

During the year Mr F.N. Kudsi received from Investment Trust Limited £26,021 (2007: £7,470) regarding personal expenses which were then refunded to the company during the period.

Mr. F.N. Kudsi paid International Investment Trust £Nil (2007: £103,155) regarding services used for the purchase and refurbishment of a property. £Nil (2007: £1,500) was paid to Mrs H. Kudsi for developing and creating the new company logo. No amounts were outstanding at the year end.

During the year Investment Trust Limited received £172,596 (2007: £Nil) management fees from Sugar Refinery Holding Limited (SSRH). This is a related party due to common directorship with Mr. F. Kudsi.

At the year end SSRH owed £37,488 (2007: £Nil) to Investment Trust Limited.

During the year Investment Trust Limited received £352,590 (2007: £Nil) arrangement fees from Mr. S. Kudsi, a related party to Mr. F. Kudsi. No amounts were owing at the year end.

INVESTMENT TRUST LTD
For the year ended 31 December 2008
Pillar III disclosures

The Capital Requirements Directive ('the Directive') of the European Union establishes a revised regulatory capital framework across Europe governing the amount and nature of capital credit institutions and investment firms must maintain. In the United Kingdom, the Directive has been implemented by the Financial Services Authority ('FSA') in its regulations through the General Prudential Sourcebook ('GENPRU') and the Prudential Sourcebook for Banks, Building Societies and Investment Firms ('BIPRU').

The FSA framework consists of three 'Pillars':

- Pillar I sets out the minimum capital amount that meets the firm's credit, market and operational risk;
- Pillar II requires the firm to assess whether its Pillar 1 capital is adequate to meet its risks and is subject to annual review by the FSA; and
- Pillar III requires disclosure of specified information about the underlying risk management controls and capital position.

The rules in BIPRU 11 set out the provision for Pillar III disclosure. This document is designed to meet our Pillar III obligations.

We are permitted to omit required disclosures if we believe that the information is immaterial such that omission would be likely to change or influence the decision of a reader relying on that information.

In addition, we may omit required disclosures where we believe that the information is regarded as proprietary or confidential. In our view, proprietary information is that which, if it were shared, would undermine our competitive position. Information is considered to be confidential where there are obligations binding us to confidentiality with our customers, suppliers and counterparties.

We have made no omissions on the grounds that it is immaterial, proprietary or confidential.

Scope and application of the requirements

Investment Trust Ltd ("the Firm" or "ITL") is authorised and regulated by the Financial Services Authority and as such is subject to minimum regulatory capital requirements. The Firm is categorised as a €50,000 BIPRU Limited Licence firm by the FSA for capital purposes. It is a corporate finance firm and as such has no trading book exposures.

The principal business activities and FSA approved permissions of the firm are advising on investments, arranging deals in investments and making arrangements with a view to transactions in investments.

INVESTMENT TRUST LTD
For the year ended 31 December 2008
Pillar III disclosures

The Firm is not a member of a group and so is not required to prepare consolidated reporting for prudential purposes.

Risk management

The Firm is governed by its directors ("Principals") who determine its business strategy and risk appetite. They are also responsible for establishing and maintaining the Firm's governance arrangements along with designing and implementing a risk management framework that recognises the risks that the business faces.

The Principals also determine how the risk our business faces may be mitigated and assess on an ongoing basis the arrangements to manage those risks. The Principals meet on a regular basis and discuss current projections for profitability, cash flow, regulatory capital management, and business planning and risk management. The Principals manage the Firm's business risks through a framework of policy and procedures having regard to relevant laws, standards, principles and rules (including FSA principles and rules) with the aim to operate a defined and transparent risk management framework. These policies and procedures are updated as required.

Annually the Principals formally review their risks, controls and other risk mitigation arrangements and assess their effectiveness. Where the Principals identify material risks they consider the financial impact of these risks as part of our business planning and capital management and conclude whether the amount of regulatory capital is adequate. The Principals have identified that currency exposure risk is the only material risk to which the Firm is exposed.

Annually the Principals formally review their risks, controls and other risk mitigation arrangements and assess their effectiveness. Where the Principals identify material risks they consider the financial impact of these risks as part of our business planning and capital management and conclude whether the amount of regulatory capital is adequate. This assessment process is documented in the Firm's Internal Capital Adequacy Assessment Process ("ICAAP"), and the conclusion of the ICAAP is that the Firm's Pillar 2 requirement is £20,000.

INVESTMENT TRUST LTD
For the year ended 31 December 2008
Pillar III disclosures

Regulatory capital at 31 December 2008

The Firm is a Limited Liability Company and its capital arrangements are established in its Articles. Its capital is summarised as follows:

	31.12.2008
Share capital	223,973
Profit and loss	204,697
Shareholders funds	428,670

The main features of the Firm's capital resources for regulatory purposes are as follows:

Capital item	£'000
Total capital after deductions	429
Pillar 1 requirement	127
Pillar 2 requirement	20
Surplus arising	282

The Firm is small with a simple operational infrastructure.

As discussed above the firm is a €50,000 BIPRU Limited Licence firm and as such its capital requirements are the greater of:

- FOR (Fixed Overhead Requirement); or
- CRR (Credit Risk Requirement) and MRR (Market Risk Requirement) together; or
- Base capital requirement

Our Credit Risk Capital Requirement is made up of the Credit Risk Capital Component and the Counterparty Risk Capital Component.

The Credit Risk Capital Component is calculated in accordance with BIPRU 3.5 – The Simplified Method. The company makes an 8% adjustment on all fixed assets, debtors and prepayments and a 1.6% adjustment on all bank balances in accordance with BIPRU 3.4.127 – 3.1.133, resulting in a Credit Risk Requirement of £13,000.

The firm, due to the nature of its activities does not have any counterparty risk.

INVESTMENT TRUST LTD
For the year ended 31 December 2008
Pillar III disclosures

The Firm's Market Risk Capital Requirement is made up of its Foreign Currency PRR only. The Firm's Foreign Currency PRR is calculated on the assets and liabilities held in a foreign currency, predominately the US Dollar. The foreign currency PRR is calculated in accordance with BIPRU 7.5 as 8% of the total net long or short position, and totals nil at the 31 December 2008.

As a Limited Licence Firm, the firm calculates its fixed overhead requirement in accordance with GENPRU 2.1.53 and is £127,000.