Report of the Directors and

Consolidated Financial Statements

for the Period 3 September 2007 to 31 October 2008

for

Maji Capital Partners Group Plc

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Company Information for the Period 3 September 2007 to 31 October 2008

DIRECTORS:

A Meikle A Eavis

SECRETARY:

A D J Farmiloe

REGISTERED OFFICE:

52 Bedford Square

London WC1B 3DP

REGISTERED NUMBER:

06359242 (England and Wales)

AUDITORS:

Gerber Landa & Gee Registered Auditor Chartered Accountants 11/12 Newton Terrace

GLASGOW G3 7PJ

Report of the Directors for the Period 3 September 2007 to 31 October 2008

The directors present their report with the financial statements of the company and the group for the period 3 September 2007 to 31 October 2008.

INCORPORATION

The group was incorporated on 3 September 2007.

PRINCIPAL ACTIVITY

The principal activity of the group in the period under review was that of a public holding company of a financial services group.

REVIEW OF BUSINESS

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

The group faced a challenging year after making significant investments in developing new products. It suffered the effect of disappointing performance of investee companies as well as deteriorating trading conditions in the market in the latter half of the financial year due to widespread economic uncertainties. Looking forward, new developed products are expected to be launched and this coupled with a planned overhead reduction and a diversification of the group's business is expected to produce further income generation opportunities.

DIVIDENDS

No dividends will be distributed for the period ended 31 October 2008.

RESEARCH AND DEVELOPMENT

In the year the group spend £140,647 on the creation of a wealth management system and this has been included in the balance sheet as development costs.

DIRECTORS

The directors who have held office during the period from 3 September 2007 to the date of this report are as follows:

A Meikle - appointed 3 September 2007

A Eavis - appointed 3 September 2007

Professor R J Stone - appointed 10 September 2007 - resigned 1 November 2007

G Thompson - appointed 4 October 2007 - resigned 13 March 2008

Both the directors who are eligible offer themselves for election at the forthcoming first Annual General Meeting.

POST BALANCE SHEET EVENT

One of the Group's fully owned subsidiaries, M Squared Equities Limited, went into liquidation in April 2009.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the company and the group and of the profit or loss of the group 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 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 Period 3 September 2007 to 31 October 2008

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 the group 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 the group 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 234ZA of the Companies Act 1985) of which the group's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the group's auditors are aware of that information.

AUDITORS

ON BEHALF OF THE BOARD:

A D J Farmiloe - Secretary

18 June 2009

Report of the Independent Auditors to the Members of Maji Capital Partners Group Plc

We have audited the group and company financial statements of Maji Capital Partners Group Plc for the period ended 31 October 2008 on pages six to nineteen. 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 a Report of the Auditors 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 on pages two and three.

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 Report of the Directors 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 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 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 judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the group's and 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.

Report of the Independent Auditors to the Members of Maji Capital Partners Group Plc

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 group's and parent company's affairs as at 31 October 2008 and of the group's loss for the period then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Report of the Directors is consistent with the financial statements.

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Gerber Landa & Gee Registered Auditor Chartered Accountants 11/12 Newton Terrace GLASGOW G3 7PJ

18 June 2009

Consolidated Profit and Loss Account for the Period 3 September 2007 to 31 October 2008

	Notes	£
TURNOVER		1,674,128
Cost of sales		576,712
GROSS PROFIT		1,097,416
Administrative expenses		1,381,111
OPERATING LOSS	3	(283,695)
Interest receivable and similar income		1,252
		(282,443)
Interest payable and similar charges	4	10,889
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	;	(293,332)
BEFORE TAXATION		(293,332)
Tax on loss on ordinary activities	5	(11,567)
LOSS FOR THE FINANCIAL PERIO	OD	(00
AFTER TAXATION		_(281,765)

CONTINUING OPERATIONS

None of the group's activities were acquired or discontinued during the current period.

TOTAL RECOGNISED GAINS AND LOSSES

The group has no recognised gains or losses other than the loss for the current period.

Consolidated Balance Sheet 31 October 2008

	Notes	£	£
FIXED ASSETS	_		
Intangible assets	7		140,647
Tangible assets	8		55,333
Investments	9		
			195,980
CURRENT ASSETS			
Debtors	10	607,288	
Cash at bank and in hand		_33,923	
		641,211	
CREDITORS			
Amounts falling due within one year	11	584,848	
NET CURRENT ASSETS			56,363
TOTAL ASSETS LESS CURRENT LIABILITIES			252,343
CREDITORS			
Amounts falling due after more than one			
year	12		7,184
NET ASSETS			245,159
CAPITAL AND RESERVES			
Called up share capital	16		2,136,379
Share premium	17		453,944
Other reserves	17		(1,999,900)
Profit and loss account	17		(345,264)
SHAREHOLDERS' FUNDS	20		245,159

The financial statements were approved by the Board of Directors on 18 June 2009 and were signed on its behalf by:

A Meikle - Director

A Eavis - Director

Company Balance Sheet 31 October 2008

	Notes	£	£
FIXED ASSETS			
Intangible assets	7		_
Tangible assets	8		-
Investments	9		2,000,000
			2,000,000
CURRENT ASSETS			
Debtors	10	685,573	
CREDITORS			
Amounts falling due within one year	11	129,275	
NET CURRENT ASSETS			556,298
TOTAL ASSETS LESS CURRENT			
LIABILITIES			2,556,298
CAPITAL AND RESERVES			
Called up share capital	16		2,136,379
Share premium	17		453,944
Profit and loss account	17		(34,025)
SHAREHOLDERS' FUNDS	20		2,556,298

The financial statements were approved by the Board of Directors on 18 June 2009 and were signed on its behalf by:

A Eavis - Director

A Meikle - Director

Consolidated Cash Flow Statement for the Period 3 September 2007 to 31 October 2008

_	Notes	£	£
Net cash outflow from operating activities	1		(376,490)
Returns on investments and servicing of finance	2		(9,637)
Taxation			17,077
Capital expenditure	2		(145,329)
			(514,379)
Financing	2		548,302
Increase in cash in the period			33,923
Reconciliation of net cash flow to movement in net debt	3		
Increase in cash in the period Cash inflow		33,923	
from increase in debt and lease financin	g	(164,000)	
Change in net debt resulting from cash flows			(130,077)
Movement in net debt in the period Net debt at 3 September			(130,077)
Net debt at 31 October			(130,077)

Notes to the Consolidated Cash Flow Statement for the Period 3 September 2007 to 31 October 2008

1. RECONCILIATION OF OPERATING LOSS TO NET CASH OUTFLOW FROM OPERATING **ACTIVITIES**

	£
Operating loss	(283,695)
Depreciation charges	27,280
Increase in debtors	(542,597)
Increase in creditors	422,522
Net cash outflow from operating activities	(376,490)

2.

ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT		
Returns on investments and servicing of finance Interest received Interest paid Interest element of hire purchase and finance lease rental payments	£ 1,252 (6,159) (4,730)	
Net cash outflow for returns on investments and servicing of finance	<u>(9,637)</u>	
Capital expenditure Purchase of intangible fixed assets Purchase of tangible fixed assets Net cash outflow for capital expenditure	(140,647) (4,682) (145,329)	
Financing Capital repayments in year Amount withdrawn by directors Share issue	38,750 (64,691) 574,243	
Net cash inflow from financing	548,302	

Notes to the Consolidated Cash Flow Statement for the Period 3 September 2007 to 31 October 2008

3. ANALYSIS OF CHANGES IN NET DEBT

Marc 1	At 3.9.07	Cash flow £	At 31.10.08 £
Net cash: Cash at bank and in hand		33,923	33,923
		33,923	33,923
Debt: Hire purchase			
and finance leases Debts falling due	-	(38,750)	(38,750)
within one year		(125,250)	(125,250)
	.	(164,000)	(164,000)
Total	_	(130,077)	(130,077)

Notes to the Consolidated Financial Statements for the Period 3 September 2007 to 31 October 2008

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 income receivable from the sale of shares and commissions receivable.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life or, if held under a finance lease, over the lease term, whichever is the shorter.

Short leasehold

- 20% on cost

Fixtures and fittings

- 25% on cost and

Motor vehicles

25% on reducing balance

Computer equipment

over the period of the lease25% on reducing balance and

25% on cost

Deferred tax

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

Research and development

Expenditure on research is charged to the profit and loss account in the year in which it is incurred.

Expenditure on development is charged to the profit and loss account as it is incurred, except where it relates to individual projects. Where the recoverability of expenditure on individual projects is reasonably assured, the expenditure is deferred until the commencement of commercial production and then amortised by reference to sales of the relevant products over a maximum period of four years.

Hire purchase and leasing commitments

Assets obtained under hire purchase contracts or finance leases are capitalised in the balance sheet. Those held under hire purchase contracts are depreciated over their estimated useful lives. Those held under finance leases are depreciated over their estimated useful lives or the lease term, whichever is the shorter.

The interest element of these obligations is charged to the profit and loss account over the relevant period. The capital element of the future payments is treated as a liability.

2. STAFF COSTS

Wages and salaries Social security costs	625,388 27,453
	652,841
The average monthly number of employees during the year was as follows:	31.10.08
Administration and compliance Directors	14
	17

£

Notes to the Consolidated Financial Statements - continued for the Period 3 September 2007 to 31 October 2008

3. OPERATING LOSS

The operating loss is stated after charging:

	Ľ
Depreciation - owned assets	6,424
Depreciation - assets on hire purchase contracts and finance leases	20,856
Auditors' remuneration	15,525

Directors' emoluments 368,650

Information regarding the highest paid director is as follows:

£ 297,775

4. INTEREST PAYABLE AND SIMILAR CHARGES

 Bank interest
 6,159

 Hire purchase
 4,730

10,889

5. TAXATION

Analysis of the tax credit

The tax credit on the loss on ordinary activities for the period was as follows:

£

Current tax:

Over provision of tax liability (11,567)

Tax on loss on ordinary activities (11,567)

6. LOSS OF PARENT COMPANY

As permitted by Section 230 of the Companies Act 1985, the profit and loss account of the parent company is not presented as part of these financial statements. The parent company's loss for the financial year was $\pounds(34,025)$.

7. INTANGIBLE FIXED ASSETS

Group

	Development
	costs
COST	£
COST Additions	140,647
At 31 October 2008	140,647
NET BOOK VALUE At 31 October 2008	140,647

Notes to the Consolidated Financial Statements - continued for the Period 3 September 2007 to 31 October 2008

8. TANGIBLE FIXED ASSETS

G	ro	u	p
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•		Fixtures			
	Short leasehold £	and fittings £	Motor vehicles £	Computer equipment £	Totals £
COST	~	*	*	2	~
At 3 September 2007	8,798	11,662	47,880	44,464	112,804
Additions	-	1,419		3,263	4,682
At 31 October 2008	8,798	13,081	47,880	47,727	117,486
DEPRECIATION					
At 3 September 2007	2,786	3,538	15,960	12,589	34,873
Charge for period	1,760	2,762	11,970	10,788	27,280
At 31 October 2008	4,546	6,300	27,930	23,377	62,153
NET BOOK VALUE					
At 31 October 2008	4,252	6,781	<u>19,950</u>	<u>24,350</u>	55,333
At 2 September 2007	6,012	8,124	31,920	31,875	77,931

Fixed assets, included in the above, which are held under hire purchase contracts and finance leases are as follows:

	Motor vehicles £	Computer equipment £	Totals £
COST	•		-
At 3 September 2007			
and 31 October 2008	47,880	20,526	68,406
DEPRECIATION			
At 3 September 2007	15,960	5,987	21,947
Charge for period	11,970	8,886	20,856
At 31 October 2008	27,930	14,873	42,803
NET DOOK VALUE			
NET BOOK VALUE At 31 October 2008	19,950	5,653	25,603
7.1.5.1.50.1.500	<u> </u>		=======================================
At 2 September 2007	<u>31,920</u>	14,539	46,459

Notes to the Consolidated Financial Statements - continued for the Period 3 September 2007 to 31 October 2008

9. **FIXED ASSET INVESTMENTS**

Company

Unlisted investments

£

COST

Additions

2,000,000

At 31 October 2008

2,000,000

NET BOOK VALUE

At 31 October 2008

2,000,000

The group or the company's investments at the balance sheet date in the share capital of companies include the following:

Subsidiaries

Maji Capital Partners Limited

Nature of business: Sale of shares in small trading companies

%

Class of shares:

holding

Ordinary

100.00

Aggregate capital and reserves

£ (268,025)

Loss for the period

(190,268)

Blue Harbour Financial Limited

Nature of business: Financial adviser

%

Class of shares:

holding

Ordinary

100.00

Aggregate capital and reserves

£ 116,826

Profit for the period

48,067

Blue Harbour Financial Limited is a subsidiary of Maji Capital Partners Limited.

Infinity Corporate Finance Limited

Nature of business: Corporate finance adviser

%

Class of shares:

Ordinary

holding

100.00

Aggregate capital and reserves

£ 41,752

Profit for the period

12,580

Infinity Corporate Finance Limited is a subsidiary of Maji Capital Partners Limited.

Notes to the Consolidated Financial Statements - continued for the Period 3 September 2007 to 31 October 2008

9. FIXED ASSET INVESTMENTS - continued

M Squared	Equities	Limited
Nature of bu	siness: S	tockbroker

Class of shares: holding
Ordinary 100.00

Aggregate capital and reserves (200,749)Loss for the period (118,125)

M Squared Equities Limited is a subsidiary of Maji Capital Partners Limited.

Indigo Wealth Limited

Nature of business: Dormant company

Class of shares: holding Ordinary 100.00

Aggregate capital and reserves

Indigo Wealth Limited is a subsidiary of Maji Capital Partners Limited.

10. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group £	Company £
Associated company loan	534,663	-
Group debtors	- · · · · · · · · · · · · · · · · · · ·	685,573
Directors' current accounts	64,691	-
Prepayments and accrued income	<u>7,934</u>	
	607,288	685,573

11. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group £	Company
Dehentures (see note 12)	125,250	125,250
Debentures (see note 13)	123,230	123,230
Hire purchase contracts and finance leases	21.566	
(see note 14)	31,566	-
Trade creditors	162,735	-
Sundry creditors	33,515	-
Tax	5,510	-
Social security and other taxes	70,760	-
Accrued expenses	<u>155,512</u>	4,025
	584,848	129,275

Notes to the Consolidated Financial Statements - continued for the Period 3 September 2007 to 31 October 2008

12. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

		Group
Hire purchase contracts and finance leases		£
(see note 14)	•	<u>7,184</u>

13. LOANS

An analysis of the maturity of loans is given below:

	Group £	Company £
Amounts falling due within one year or on demand:		
Bonds	125,250	125,250

14. OBLIGATIONS UNDER HIRE PURCHASE CONTRACTS AND LEASES

Group

	Hire purchase contracts £	Finance leases £
Gross obligations repayable: Within one year Between one and five years	30,197	5,287 9,253
	30,197	14,540
Finance charges repayable: Within one year	2.736	1,182
Between one and five years	2,736	2,069
	2,736	3,251
Net obligations repayable:		
Within one year Between one and five years	27,461 	4,105 7,184
	27,461	11,289

15. FINANCIAL INSTRUMENTS

During the year the company issued convertible loan notes totalling £125,250. These were issued in October 2008 and it is intended that these loan notes will be converted to AIM stock within twelve months of issue. Should the AIM stock not be available then the bond will be redeemed for the original cash value plus interest of 7.5% gross per annum.

Notes to the Consolidated Financial Statements - continued for the Period 3 September 2007 to 31 October 2008

16. CALLED UP SHARE CAPITAL

1,000,000,000 Ordinary

Authorised:

Number:

Class:

Nominal

value: £0.01 £ 10,000,000

Allotted, issued and fully paid:

Number:

Class:

Nominal

value:

£

213,637,900 Ordinary

£0.01

2,136,379

200,000,000 Ordinary shares of £0.01 each were allotted as fully paid in exchange for shares held in Maji Capital Partners Limited.

13,637,900 Ordinary shares of £0.01 each were allotted as fully paid at a premium of 4p per share during the period.

17. RESERVES

Group

	Profit			
	and loss	Share	Other	
	account	premium	reserves	Totals
	£	£	£	£
At 3 September 2007	(63,499)	-	-	(63,499)
Deficit for the period	(281,765)			(281,765)
Cash share issue	<u>-</u>	545,516	-	545,516
Merger reserve	-	-	(1,999,900)	(1,999,900)
Costs of share issue	-	(91,572)	-	(91,572)
				 ′
At 31 October 2008	(345,264)	453,944	(1,999,900)	(1,891,220)
				
Common				
Company		D-+ 64		
		Profit	O.I.	
		and loss	Share	77 . 1
		account	premium	Totals
		£	£	£
Deficit for the period		(34,025)		(34,025)
Cash share issue		(51,025)	545,516	545,516
Costs of share issue		_	(91,572)	(91,572)
Costs of share issue			(71,572)	(21,372)
At 31 October 2008		(34,025)	453,944	419,919
		\		

18. ULTIMATE PARENT COMPANY

Maji Capital Partners Group Plc is controlled by A Meikle.

Notes to the Consolidated Financial Statements - continued for the Period 3 September 2007 to 31 October 2008

19. RELATED PARTY DISCLOSURES

Consultancy fees totalling £279,775 were invoiced from a company controlled by A Meikle who is a company director.

At the year end the company was owed a total of £64,691 by A Meikle. This loan was repaid in full after the year end.

Consultancy fees totalling £70,875 were invoiced from a company controlled by A Eavis, a company director. Of this total £17,875 was outstanding at the year end.

A total of £534,663 is due from Topshore Limited. This loan has been provided under a formal loan agreement between Topshore Limited and Maji Capital Partners Limited dated 3 February 2007. No interest has been charged on this loan to date. Topshore Limited and Maji Capital Partners Limited are connected by a common director and controlling party in A Meikle.

20. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

Group	
Loss for the financial paried	£ (291.765)
Loss for the financial period Share issue in period	(281,765) 681,995
Expenses of share issue	(91,572)
Opening group reserves	(63,499)
of small 8 or the state of the	_(00,100)
Net addition to shareholders' funds	245,159
Opening shareholders' funds	
Closing shareholders' funds	245,159
	245 150
Equity interests	<u>245,159</u>
Company	
- Company	£
Loss for the financial period	(34,025)
Shares issued in year	2,681,895
Expenses of share issue	(91,572)
Net addition to shareholders' funds	2,556,298
Net addition to shareholders' funds Opening shareholders' funds	2,556,298
Opening shareholders' funds	
	2,556,298
Opening shareholders' funds	
Opening shareholders' funds	