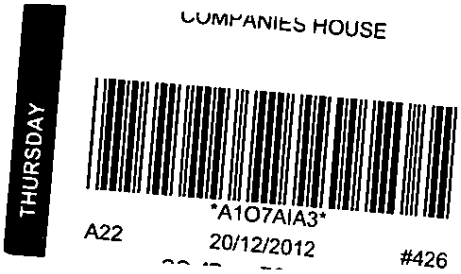
RAJAN TRADING CO. LIMITED

REPORT OF THE DIRECTORS AND

FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2012



DTE Business Advisers Limited
Chartered Accountants
Statutory Auditors
DTE House
Hollins Mount
Hollins Lane
Bury
BL9 8AT

RAJAN TRADING CO. LIMITED (REGISTERED NUMBER: 01129421)

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FOR THE YEAR ENDED 31 MARCH 2012

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COMPANY INFORMATION
FOR THE YEAR ENDED 31 MARCH 2012

DIRECTORS:	A Kumar R Kumar S Kumar
SECRETARY:	R Kumar
REGISTERED OFFICE:	DTE House Hollins Mount Bury Lancashire BL9 8AT
REGISTERED NUMBER:	01129421 (England and Wales)
AUDITORS:	DTE Business Advisers Limited Chartered Accountants Statutory Auditors DTE House Hollins Mount Hollins Lane Bury BL9 8AT
BANKERS	Barclays Bank plc 15 St Ann's Square Manchester M60 2PX

REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 31 MARCH 2012

The directors present their report with the financial statements of the company for the year ended 31 March 2012

PRINCIPAL ACTIVITY
The principal activity of the company in the year under review was that of investing in and letting of properties

REVIEW OF BUSINESS
The company lets properties to both external and related parties

The results for the company show a pre-tax profit of £411,964

The balance sheet remains healthy with net assets in excess of £3,600,000, and in the opinion of the directors the company has sufficient resources to continue trading at, and above current levels of activity

The key business risks and uncertainties affecting the company are considered to be in relation to tenant retention and property valuation

The company has built a good relationship with all its tenants and intends to maintain these relationships in the foreseeable future by continuing to provide tenancy agreements at competitive rates The company also aims to keep the properties in good condition in order to mitigate the business risks identified above

Given the straightforward nature of the business, the company's directors are of the opinion that analysis using KPI's is not necessary for an understanding of the development, performance or position of the business

DIVIDENDS
No dividends will be distributed for the year ended 31 March 2012

DIRECTORS
The directors shown below have held office during the whole of the period from 1 April 2011 to the date of this report

A Kumar
R Kumar
S Kumar

COMPANY'S POLICY ON PAYMENT OF CREDITORS
It is the company's policy to

i settle the terms of payment with those suppliers when agreeing the terms of each transaction, and

ii to ensure that those suppliers are made aware of the terms of payment, and

iii to abide by the terms of payment

The average time period the company took to pay its suppliers in the year to 31 March 2012 was less than 30 days

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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) 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 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 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

AUDITORS

The existing auditors, who changed their name to DTE Business Advisers Limited on 14th May 2012, will be proposed for re-appointment at the forthcoming Annual General Meeting

ON BEHALF OF THE BOARD:

S Kumar - Director

3 August 2012

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF RAJAN TRADING CO. LIMITED

We have audited the financial statements of Rajan Trading Co Limited for the year ended 31 March 2012 on pages six to fifteen The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006 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
As explained more fully in the Statement of Directors' Responsibilities set out on page three, 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 and express an opinion on 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 In addition, we read all the financial and non-financial information in the Report of the Directors to identify material inconsistencies with the audited financial statements If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report

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 31 March 2012 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, 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

DTE Business Advisers Limited

Lesley Haresnape FCA (Senior Statutory Auditor)
for and on behalf of DTE Business Advisers Limited
Chartered Accountants
Statutory Auditors
DTE House
Hollins Mount
Hollins Lane
Bury
BL9 8AT

Date 6 August 2012

PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 MARCH 2012

	Notes	2012 £	2011 £
TURNOVER	2	**437,500**	437,500
Cost of sales		**(11,588)**	(11,450)
GROSS PROFIT		**425,912**	426,050
Administrative expenses		**(14,650)**	(7,971)
OPERATING PROFIT	3	**411,262**	418,079
Interest receivable and similar income	4	**1,403**	16,641
		412,665	434,720
Interest payable and similar charges	5	**(701)**	-
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		**411,964**	434,720
Tax on profit on ordinary activities	6	**(103,098)**	(120,673)
PROFIT FOR THE FINANCIAL YEAR		**308,866**	314,047

CONTINUING OPERATIONS
None of the company's activities were acquired or discontinued during the current year or previous year

TOTAL RECOGNISED GAINS AND LOSSES
The company has no recognised gains or losses other than the profits for the current year or previous year

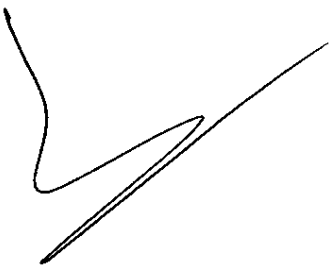
The notes form part of these financial statements

BALANCE SHEET
31 MARCH 2012

	Notes	2012 £	2011 £
FIXED ASSETS			
Tangible assets	8	**2,455,000**	2,455,000
Investment property	9	**3,455,000**	3,455,000
		5,910,000	5,910,000
CURRENT ASSETS			
Debtors	10	**205,640**	46,291
Cash at bank		**298,983**	670,012
		504,623	716,303
CREDITORS			
Amounts falling due within one year	11	**(2,728,925)**	(3,249,471)
NET CURRENT LIABILITIES		**(2,224,302)**	(2,533,168)
TOTAL ASSETS LESS CURRENT LIABILITIES		**3,685,698**	3,376,832
CAPITAL AND RESERVES			
Called up share capital	13	**100,000**	100,000
Revaluation reserve	14	**1,627,369**	1,627,369
Profit and loss account	14	**1,958,329**	1,649,463
SHAREHOLDERS' FUNDS	19	**3,685,698**	3,376,832

The financial statements were approved by the Board of Directors on 3 August 2012 and were signed on its behalf by

S Kumar - Director



The notes form part of these financial statements

CASH FLOW STATEMENT
FOR THE YEAR ENDED 31 MARCH 2012

	Notes	2012 £	2011 £
Net cash inflow from operating activities	1	**294,653**	424,756
Returns on investments and servicing of finance	2	**702**	16,641
Taxation		**(41,430)**	(61,846)
Equity dividends paid		**-**	(600,000)
		253,925	(220,449)
Financing	2	**(600,000)**	-
Decrease in cash in the period		**(346,075)**	(220,449)
Reconciliation of net cash flow to movement in net funds	3		
Decrease in cash in the period		**(346,075)**	(220,449)
Change in net funds resulting from cash flows		**(346,075)**	(220,449)
Movement in net funds in the period		**(346,075)**	(220,449)
Net funds at 1 April		**645,058**	865,507
Net funds at 31 March		**298,983**	645,058

The notes form part of these financial statements

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2012

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

	2012	2011
	£	£
Operating profit	411,262	418,079
Increase in debtors	(159,349)	(437)
Increase in creditors	42,740	7,114
Net cash inflow from operating activities	294,653	424,756

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

	2012	2011
	£	£
Returns on investments and servicing of finance		
Interest received	1,403	16,641
Interest paid	(701)	-
Net cash inflow for returns on investments and servicing of finance	702	16,641
Financing		
Loan repayments in year	(600,000)	-
Net cash outflow from financing	(600,000)	-

3 ANALYSIS OF CHANGES IN NET FUNDS

	At 1.4.11	Cash flow	At 31.3.12
	£	£	£
Net cash			
Cash at bank	670,012	(371,029)	298,983
Bank overdraft	(24,954)	24,954	-
	645,058	(346,075)	298,983
Total	645,058	(346,075)	298,983

The notes form part of these financial statements

1 ACCOUNTING POLICIES

Basis of preparing the financial statements
The company has lease agreements in place with its current tenants for at least the next 12 months and therefore the directors expect a similar level of income and profit in the new accounting year The directors have considered the business risk and believe that the company is well placed to manage its risks successfully despite the current uncertain economic outlook As a result the directors consider the going concern basis of preparation as appropriate

Accounting convention
The financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain fixed assets and investment properties, and in accordance with the applicable United Kingdom accounting standards Compliance with SSAP 19 "Accounting for investment properties" requires departure from the requirements of the Companies Act 2006 relating to depreciation and an explanation of the departures are given below

Revenue
Rental income is recognised when it falls due under the terms of the lease

Tangible fixed assets
Long leasehold properties are stated at valuation in accordance with FRS 15 Depreciation is provided at rates calculated in order to write off the cost, less estimated residual value, of each asset over it's expected useful life

The directors are of the opinion that the residual value of leasehold properties included within tangible fixed assets are at least equal to their net book value and any depreciation charges would be immaterial, as such no depreciation has been charged Although this is a departure from the Companies Act 2006, it is in accordance with the provisions of Financial Reporting Standard 15

Investment properties
Investment properties are revalued annually Surpluses or deficits on individual properties are transferred to the revaluation reserve, except that a deficit which is expected to be permanent and which is in excess of any previously recognised surplus over cost relating to the same property, or the reversal of such a deficit, is charged (or credited) to the profit and loss account

The Companies Act 2006 requires all properties to be depreciated Depreciation is not provided in respect of long leasehold and freehold investment properties The directors consider that this accounting policy, which represents a departure from the statutory accounting rules, is necessary to provide a true and fair view as required under SSAP 19 "Accounting for investment properties" This is because the directors consider that these properties are not held for consumption but for investment potential The financial effect of the departure from the statutory accounting rules cannot be reasonably be quantified because depreciation is only one of many factors reflected in the annual valuation

Deferred tax
Deferred tax is recognised in respect of all material timing differences that have originated but not reversed at the balance sheet date Provision is made for deferred tax on gains on revalued assets only when a binding commitment to dispose of the asset exists at the year end The amount of deferred tax unprovided in respect of the revalued amount is £406,842 (2011 - £455,663) at the rate of tax that is currently enacted under UK law

2 TURNOVER

The turnover and profit before taxation are attributable to the one principal activity of the company and comprise rents receivable from the company's properties Rental income is accounted for on an accruals basis

3 OPERATING PROFIT

The operating profit is stated after charging

	2012	2011
	£	£
Auditors' remuneration	**5,754**	4,700
Directors' remuneration	**-**	-

4 INTEREST RECEIVABLE AND SIMILAR INCOME

	2012	2011
	£	£
Interest on corporation tax	**-**	14,494
Other interest	**1,403**	2,147
	1,403	16,641

5 INTEREST PAYABLE AND SIMILAR CHARGES

	2012	2011
	£	£
Bank interest	**701**	-

6 TAXATION

Analysis of the tax charge

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

	2012	2011
	£	£
Current tax		
UK corporation tax	**61,668**	-
Group relief	**41,430**	120,673
Tax on profit on ordinary activities	**103,098**	120,673

continued

6 **TAXATION - continued**

Factors affecting the tax charge
The tax assessed for the year is lower than the standard rate of corporation tax in the UK The difference is explained below

	2012	2011
	£	£
Profit on ordinary activities before tax	**411,964**	434,720
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 26% (2011 - 28%)	**107,111**	121,722
Effects of		
Capital allowances in excess of depreciation	**(779)**	(1,049)
Items not allowable for corporation tax	**493**	-
Effect of marginal relief	**(3,727)**	-
Current tax charge	**103,098**	120,673

7 **DIVIDENDS**

	2012	2011
	£	£
Ordinary shares of £1 each		
Interim	-	600,000

8 **TANGIBLE FIXED ASSETS**

	Leasehold property
	£
COST OR VALUATION	
At 1 April 2011 and 31 March 2012	**2,455,000**
NET BOOK VALUE	
At 31 March 2012	**2,455,000**
At 31 March 2011	2,455,000

The long leasehold property was revalued in the year ended 31 March 2010 The valuation was performed by Knight Frank LLP on market value basis The valuation was done in accordance with the RICS Valuation Standard Manual

Had the property been included in the financial statements at historical cost, it would be included at £2,367,164 based on original cost

continued

8 TANGIBLE FIXED ASSETS - continued

Cost or valuation at 31 March 2012 is represented by

	Leasehold property £
Valuation in 2010	(1,195,000)
Valuation in 2008	(320,000)
Valuation in 2005	1,508,004
Valuation in 2002	94,832
Cost	2,367,164
	2,455,000

9 INVESTMENT PROPERTY

	Total £
COST	
At 1 April 2011 and 31 March 2012	3,455,000
NET BOOK VALUE	
At 31 March 2012	3,455,000
At 31 March 2011	3,455,000

The above investment properties comprise various long leasehold and freehold land and buildings and are included at directors' valuation

10 DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2012 £	2011 £
Other debtors	14,287	13,611
Amount due from related company	29,584	29,584
Prepayments and accrued income	161,769	3,096
	205,640	46,291

11 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2012 £	2011 £
Bank loans and overdrafts (see note 12)	-	24,954
Amounts owed to group undertakings	2,498,844	3,098,844
Corporation tax	61,668	-
Other creditors	1,040	-
Group relief	162,073	120,673
Accrued expenses	5,300	5,000
	2,728,925	3,249,471

continued

12 LOANS

An analysis of the maturity of loans is given below

	2012	2011
	£	£
Amounts falling due within one year or on demand		
Bank overdrafts	-	24,954

13 CALLED UP SHARE CAPITAL

Allotted, issued and fully paid

Number	Class	Nominal value	2012	2011
			£	£
100,000	Ordinary	£1	100,000	100,000

14 RESERVES

	Profit and loss account	Revaluation reserve	Totals
	£	£	£
At 1 April 2011	1,649,463	1,627,369	3,276,832
Profit for the year	308,866		308,866
At 31 March 2012	1,958,329	1,627,369	3,585,698

15 ULTIMATE PARENT COMPANY

The ultimate parent company is Whispering Smith Group plc which is registered in England and Wales The results of the company are included in the consolidated financial statements of Whispering Smith Group plc and copies of these accounts can be obtained from the company's registered office, DTE House, Hollins Mount, Hollins Lane, Bury, Lancashire, BL9 8AT

16 CONTINGENT LIABILITIES

The company has provided unlimited guarantees to HSBC Bank and Barclays Bank plc in respect of fellow group undertakings, Whispering Smith Limited and Whispering Smith Group plc

continued

17 RELATED PARTY DISCLOSURES

During the year the company transacted with Whispering Smith Limited (a fellow subsidiary undertaking) and Mode International Limited Mode International Limited owns 20% of the issued share capital of the company

During the year the company charged rent totalling £160,000 (2011 - £160,000) to Whispering Smith Limited in respect of the property occupied by that company The company was also recharged expenses totalling £5,443 (2011 - £13,772) by Whispering Smith Limited in respect of administrative expenses paid on the company's behalf Included within debtors due within one year is an amount of £160,000 (2011 - £nil) due from Whispering Smith Limited in respect of rents yet to be invoiced Included within creditors due within one year is an amount of £131,854 (2011 - £120,673) due to Whispering Smith Limited and an amount of £30,219 (2011 - £nil) due to Brave Soul Limited (a fellow subsidiary undertaking) in respect of group relief surrendered These amounts are unsecured, interest free and repayable on demand

Included within creditors due within one year is an amount due to Whispering Smith Limited of £2,498,844 (2011 - £3,098,844) Included within debtors is an amount due from Mode International Limited of £29,584 (2011 - £29,584) These balances are unsecured, interest free and repayable on demand

18 ULTIMATE CONTROLLING PARTY

The company is jointly controlled by the directors of its ultimate parent company, Whispering Smith Group plc, being R Kumar and S Kumar

19 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2012	2011
	£	£
Profit for the financial year	**308,866**	314,047
Dividends	**-**	(600,000)
Net addition/(reduction) to shareholders' funds	**308,866**	(285,953)
Opening shareholders' funds	**3,376,832**	3,662,785
Closing shareholders' funds	**3,685,698**	3,376,832