

Registration number: 1592093

# Sircal Instruments (UK) Limited

Directors' Report and Financial Statements

for the period ended 31 December 2011

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# **Sircal Instruments (UK) Limited**

## **Company information**

**Directors** Mr D E Cicurel (Chairman)  
Dr S Gregory (Managing Director)  
Mr D Barnbrook  
Mr R L Cohen

**Secretary** Mr R L Cohen

**Company number** 1592093

**Registered Office** Unit 19, Charlwoods Road  
East Grinstead  
West Sussex  
RH19 2HL

**Auditor** Grant Thornton UK LLP  
Statutory Auditor  
Chartered Accountants  
Regent House  
80 Regent Road  
Leicester  
LE1 7NH

# **Sircal Instruments (UK) Limited**

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# **Sircal Instruments (UK) Limited**

## **Directors' report for the year ended 31 December 2011**

The directors present their report and the financial statements for the year ended 31 December 2011

### **Principal activity and business review**

The principal activity of the company in the year continued to be that of design, manufacture and sale of scientific and industrial instruments. The profit and loss account is set out on page 5 and shows the profit for the period. The company's performance in the period remained satisfactory.

### **Directors**

The directors who served during the year are as stated below

Mr D E Cicurel  
Dr S Gregory  
Mr D Barnbrook  
Mr R L Cohen

### **Statement of directors' responsibilities**

The directors are responsible for preparing the Directors' Report 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 financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice). 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 year. 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 UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- 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.

In so far as each of the directors is aware

- there is no relevant audit information of which the company's auditor is unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

# **Sircal Instruments (UK) Limited**

## **Directors' report for the year ended 31 December 2011**

### **Financial risk management objectives and policies**

The company uses financial instruments, other than derivatives, comprising borrowings, cash and other liquid resources and various other items such as trade debtors and creditors that arise directly from its operations. The main purpose of these financial instruments is to raise finance for the company's operations. The main risks arising from the company's financial instruments relate to liquidity, credit exposure and foreign currency. The directors review and agree policies for managing each of these risks and they are summarised below. The policies have remained unchanged from previous years.

### **Liquidity risk**

The company seeks to manage liquidity risk by ensuring sufficient funds are available to meet foreseeable needs and to invest cash assets safely. Primarily this is achieved through inter-company cash management practices. Short term flexibility is achieved through the availability of overdraft facilities.

### **Credit risk**

The company reviews the credit risk relating to its customers by ensuring wherever possible that it deals with substantial customers, where the risk of default is considered low. Where considered appropriate, the company insists on up-front payment.

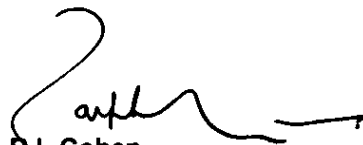
### **Currency risk**

With a significant proportion of its sales being exported, the main risk area to which the company is exposed is that of foreign currencies (mainly Euros). It is not the company's practice for this risk to be hedged but the directors review this on a regular basis.

### **Auditor**

Under section 487(2) of the Companies Act 2006, Grant Thornton UK LLP will be deemed to have been reappointed as auditors 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is the earlier.

This report was approved by the board on 28 March 2012 and signed on its behalf by



R.L. Cohen  
Secretary

**Sircal Instruments (UK) Limited**  
**Company Registration Number: 1592093**

## **Sircal Instruments (UK) Limited**

### **Independent Auditor's Report to the members of Sircal Instruments (UK) Limited**

We have audited the financial statements of Sircal Instruments (UK) Limited for the year ended 31 December 2011, which comprise the profit and loss account, the balance sheet, the statement of accounting policies and notes 1 to 13. 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 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 auditor**

As explained more fully in the statement of directors' responsibilities, 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 (APB's) Ethical Standards for Auditors.

#### **Scope of the audit of the financial statements**

A description of the scope of an audit of financial statements is provided on the APB's website at [www.frc.org.uk/apb/scope/private.cfm](http://www.frc.org.uk/apb/scope/private.cfm).

#### **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 December 2011 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 directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

## **Sircal Instruments (UK) Limited**

### **Independent Auditor's Report to the members of Sircal Instruments (UK) Limited**

#### **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

*Grant Thornton UK LLP*

Paul Houghton  
Senior Statutory Auditor  
for and on behalf of Grant Thornton UK LLP  
Statutory Auditor, Chartered Accountants  
East Midlands  
28 March 2012

# Sircal Instruments (UK) Limited

## Profit and loss account for the year ended 31 December 2011

|  |           | Year<br>ended<br>31 December 2011<br>£ | Period from<br>19 March 2010 to<br>31 December 2010<br>£ |
|--|-----------|--|--|
|  | Notes     |  |  |
| <b>Turnover</b>                                      | <b>1</b>  | <b>1,323,056</b>                       | <b>732,305</b>   |
| Raw materials and consumables                        |           | (655,059)                              | (400,394)  |
| Other external charges                               |           | (106,847)                              | (91,564)   |
| Staff costs  | <b>3</b>  | -                                      | (23,687)   |
| Other operating charges                              |           | (7,837)                                | (4,934)  |
| <b>Operating profit</b>                              | <b>2</b>  | <b>553,313</b>                         | <b>211,726</b>   |
| Interest receivable                                  |           | 89                                     | 1,885  |
| <b>Profit on ordinary activities before taxation</b> |           | <b>553,402</b>                         | <b>213,611</b>   |
| Tax on profit on ordinary activities                 | <b>4</b>  | (148,736)                              | (57,612)   |
| <b>Profit on ordinary activities after taxation</b>  | <b>10</b> | <b>404,666</b>                         | <b>155,999</b>   |

All of the activities of the company are classed as continuing

The company has no recognised gains or losses other than the results for the period as set out above

The accompanying notes form an integral part of these financial statements



# Sircal Instruments (UK) Limited

## Balance sheet as at 31 December 2011

|   | Notes | 31 December 2011 |                       | 31 December 2010 |                       |
|---|-------|------------------|-----------------------|------------------|-----------------------|
|   |       | £                | £                     | £                | £                     |
| <b>Current assets</b>                                 |       |                  |                       |                  |                       |
| Stocks  | 5     | 81,969           |                       | 96,541           |                       |
| Debtors   | 6     | 46,660           |                       | 111,890          |                       |
| Cash at bank and in hand                              |       | <u>215,565</u>   |                       | <u>124,115</u>   |                       |
|   |       | <b>344,194</b>   |                       | <b>332,546</b>   |                       |
| <b>Creditors' amounts falling due within one year</b> | 7     | <u>(244,053)</u> |                       | <u>(160,220)</u> |                       |
| <b>Total assets less current liabilities</b>          |       |                  | <u><b>100,141</b></u> |                  | <u><b>172,326</b></u> |
| <b>Capital and reserves</b>                           |       |                  |                       |                  |                       |
| Called up share capital                               | 9     |                  | 100                   |                  | 100                   |
| Profit and loss account                               | 10    |                  | <u>100,041</u>        |                  | <u>172,226</u>        |
| <b>Shareholders' funds - all equity</b>               | 11    |                  | <u><b>100,141</b></u> |                  | <u><b>172,326</b></u> |

The financial statements were approved by the board of directors on 28 March 2012 and signed on its behalf by



Dr S Gregory  
Director

The accompanying notes form an integral part of these financial statements

# **Sircal Instruments (UK) Limited**

## **Statement of accounting policies**

### **Accounting convention**

The financial statements have been prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) and under the historical cost convention

The principal accounting policies of the company are set out below. The policies have remained unchanged from the previous period.

### **Turnover**

The revenue recognition policy in respect of the company's principal revenue stream is to account for the sale of manufactured products at the time of despatch.

All revenues are stated exclusive of value added tax.

### **Stocks**

Stocks are stated at the lower of cost and net realisable value. Cost includes materials, direct labour and an attributable proportion of manufacturing overheads based on normal levels of activity.

### **Foreign currencies**

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange prevailing at the accounting date. Transactions in foreign currencies are recorded at the rate of exchange prevailing at the date of transaction. All differences are taken to the profit and loss account.

### **Deferred taxation**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date which will result in an obligation to pay more, or a right to pay less or to receive more tax.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the period in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

### **Cash flow statement**

The company has not prepared a cash flow statement as it is exempt under Financial Reporting Standard No 1.

# Sircal Instruments (UK) Limited

## Notes to the financial statements for the year ended 31 December 2011

### 1 TURNOVER

Turnover attributable to geographical markets outside the United Kingdom the year ended 31 December 2011 amounted to 93% (period from 19 March 2010 to 31 December 2010 93%)

### 2 OPERATING PROFIT

Operating profit is stated after charging

|   | Year<br>ended<br>31 December 2011<br>£ | Period from<br>19 March 2010 to<br>31 December 2010<br>£ |
|---|--|--|
| Loss on disposal of tangible fixed assets | -                                      | 1,164  |
| Foreign exchange differences              | 7,837                                  | 4,934  |
| Auditor's remuneration - audit            | <u>4,500</u>                           | <u>4,500</u>   |

Fees paid to the company's auditor for services other than the statutory audit of the company are not disclosed in these accounts since the consolidated accounts of its ultimate parent undertaking, Judges Scientific plc, are required to disclose non audit fees on a consolidated basis

### 3 INFORMATION REGARDING DIRECTORS AND EMPLOYEES

#### Staff costs (including directors)

|                       | Year<br>ended<br>31 December 2011<br>£ | Period from<br>19 March 2010 to<br>31 December 2010<br>£ |
|-----------------------|--|--|
| Wages and salaries    | -                                      | 21,431   |
| Social security costs | -                                      | 2,256  |
|                       | <u>-</u>                               | <u>23,687</u>  |

#### Average number of persons employed

|                          | Year<br>ended<br>31 December 2011 | Period from<br>19 March 2010 to<br>31 December 2010 |
|--------------------------|-----------------------------------|---|
| Sales and administration | -                                 | 1   |
| Directors                | <u>4</u>                          | <u>3</u>  |
|                          | <u>4</u>                          | <u>4</u>  |

No emoluments were paid to directors in the year (2010 £nil)

# Sircal Instruments (UK) Limited

## Notes to the financial statements for the year ended 31 December 2011

### 4 TAX ON PROFIT ON ORDINARY ACTIVITIES

#### Analysis of charge in period:

|   | Year<br>ended<br>31 December 2011<br>£ | Period from<br>19 March 2010 to<br>31 December 2010<br>£ |
|---|--|--|
| United Kingdom corporation tax charge at 26.5% (period from 19 March to 31 December 2010 28%) | 146,575                                | 58,001   |
| United Kingdom corporation tax - prior period adjustment                                      | (10,659)                               | 1  |
| Group relief - prior period adjustment  | 12,719                                 | -  |
| Total current tax charge  | 148,635                                | 58,002   |
| Deferred tax (see note 8)   | 101                                    | (236)  |
| Deferred tax - prior period adjustment  | -                                      | (154)  |
| Tax on profit on ordinary activities  | 148,736                                | 57,612   |

The tax assessed for the period is different to the weighted average standard rate of corporation tax in the UK of 26.5% (period from 19 March to 31 December 2010 28%). The differences are explained as follows

|  | Year<br>ended<br>31 December 2011<br>£ | Period from<br>19 March 2010 to<br>31 December 2010<br>£ |
|--|--|--|
| Profit on ordinary activities before tax   | 553,402                                | 213,611  |
| Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 26.5% (period from 19 March to 31 December 2010 28%) | 146,652                                | 59,811   |
| Effect of  |  |  |
| Difference between depreciation and accelerated capital allowances   | (77)                                   | 241  |
| Other timing differences   | -                                      | (2,051)  |
| Corporation tax - prior period adjustment  | 2,060                                  | 1  |
| Total current tax charge   | 148,635                                | 58,002   |

### 5 STOCKS

|                | 31 December 2011<br>£ | 31 December 2010<br>£ |
|----------------|-----------------------|-----------------------|
| Raw materials  | 71,496                | 75,513                |
| Finished goods | 10,473                | 21,028                |
|                | 81,969                | 96,541                |

### 6 DEBTORS

|                                 | 31 December 2011<br>£ | 31 December 2010<br>£ |
|---------------------------------|-----------------------|-----------------------|
| Trade debtors                   | 33,499                | 39,681                |
| Amounts owed by group companies | -                     | 60,000                |
| Other debtors                   | 10,910                | 9,640                 |
| Prepayments                     | 1,962                 | 2,179                 |
| Deferred tax - note 8           | 289                   | 390                   |
|                                 | 46,660                | 111,890               |

# Sircal Instruments (UK) Limited

## Notes to the financial statements for the year ended 31 December 2011

### 7 CREDITORS

|   | 31 December 2011<br>£ | 31 December 2010<br>£ |
|---|-----------------------|-----------------------|
| <b>Amounts falling due within one year:</b> |                       |                       |
| Trade creditors                             | 4,175                 | 3,916                 |
| Amounts owed to group companies             | 68,667                | 61,413                |
| Corporation tax                             | 146,575               | 58,001                |
| Accruals and deferred income                | 24,636                | 36,890                |
|   | <u>244,053</u>        | <u>160,220</u>        |

### 8 DEFERRED TAX

#### Included in debtors:

|                      | £          |
|----------------------|------------|
| At 1 January 2011    | 390        |
| Credit in the period | (101)      |
| At 31 December 2011  | <u>289</u> |

The amounts provided in respect of deferred taxation are computed at the rate of 25% and relate to capital allowances

### 9 CALLED UP SHARE CAPITAL

|   | 31 December 2011<br>£ | 31 December 2010<br>£ |
|---|-----------------------|-----------------------|
| <b>Authorised</b>                         |                       |                       |
| 1,000 Ordinary shares of £1 each          | <u>1,000</u>          | <u>1,000</u>          |
| <b>Allotted, called up and fully paid</b> |                       |                       |
| 100 Ordinary shares of £1 each            | <u>100</u>            | <u>100</u>            |

### 10 RESERVES

|                            | Profit<br>and loss<br>account<br>£ |
|----------------------------|------------------------------------|
| At 1 January 2011          | 172,226                            |
| Profit for the year        | 404,666                            |
| Dividends paid in the year | (476,851)                          |
| At 31 December 2011        | <u>100,041</u>                     |

Dividends were paid in the year representing £4,769 per share (period from 19 March to 31 December 2010 £4,500 per share)

# Sircal Instruments (UK) Limited

## Notes to the financial statements for the year ended 31 December 2011

### 11 RECONCILIATION OF SHAREHOLDERS' FUNDS

|  | Year<br>ended<br>31 December 2011<br>£ | Period from<br>19 March 2010 to<br>31 December 2010<br>£ |
|--|--|--|
| Profit on ordinary activities after taxation | 404,666                                | 155,999  |
| Dividends paid in the period                 | (476,851)                              | (450,000)  |
| Opening shareholders' funds                  | 172,326                                | 466,327  |
| Closing shareholders' funds                  | <u>100,141</u>                         | <u>172,326</u>   |

### 12 RELATED PARTY TRANSACTIONS

As a wholly owned subsidiary of Judges Scientific plc, the company is exempt from the requirements of FRS 8 to disclose transactions within the group

### 13 ULTIMATE PARENT UNDERTAKING

The ultimate parent undertaking of this company is Judges Scientific plc, which is incorporated in England and Wales. The only group undertaking for which consolidated accounts are prepared is that headed by Judges Scientific plc. Bank loans advanced to or guaranteed by Judges Scientific plc amounting at 31 December 2011 to £4,685,000 (31 December 2010 £3,329,000) are secured on the company's assets.