

Registration number: 01592093

Sircal Instruments (UK) Limited

Directors' Report and Financial Statements

for the year ended 31 December 2021

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Sircal Instruments (UK) Limited

Company information

Directors Mr D Cicurel
Dr S Gregory (Managing Director)
Mr M Lavelle (Chairman)
Mr B Ormsby
Mr M Backshall
Miss S Pasantes-Bermudez

Secretary Mr G Reece

Company number 01592093

Registered Office 52c Borough High Street
London
SE1 1XN

Auditor Grant Thornton UK LLP
Statutory Auditor
Chartered Accountants
30 Finsbury Square
London
EC2A 1AG

Sircal Instruments (UK) Limited

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Sircal Instruments (UK) Limited

Directors' report for the year ended 31 December 2021

The directors present their report and the financial statements for the year ended 31 December 2021. In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

Principal activity

The principal activity of the company in the year continued to be that of design, manufacture and sale of scientific and industrial instruments. The statement of comprehensive income is set out on page 7 and shows the profit for the year. The directors remain confident in the company's position in the market place and that it will continue to remain strong and profitable through forward looking management and operational planning.

Going concern

After reviewing the company's forecasts and projections, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. The company therefore continues to adopt the going concern basis in preparing its financial statements. See the Going concern accounting policy on page 10 for more details.

Directors

The directors who served during or since the end of the year are as stated below:

Mr D Cicurel
Mr M Backshall
Dr S Gregory (Managing Director)
Mr M Lavelle (Chairman)
Mr B Ormsby
Miss S Pasantes-Bermudez

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 period. Under that law the directors have elected to prepare financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law, including FRS 101 'Reduced Disclosure Framework'). 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 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.

Sircal Instruments (UK) Limited

Directors' report for the year ended 31 December 2021

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.

The directors confirm that:

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

Auditor

We will be appointing a new auditor for the audit of the 2022 financial statements following an extensive tender process in the second half of 2021. The Auditor, BDO UK LLP, has expressed a willingness to be appointed. In accordance with section 489(4) of the Companies Act 2006, a resolution to appoint BDO UK LLP will be proposed at the Annual General Meeting.

This report was approved by the board on 23 May 2022 and signed on its behalf by:



Mr G Reece
Secretary

Sircal Instruments (UK) Limited
Company Registration Number: 01592093

Sircal Instruments (UK) Limited

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

Opinion

We have audited the financial statements of Sircal Instruments (UK) Limited (the 'company') for the year ended 31 December 2021 which comprise the statement of comprehensive income, the balance sheet, statement of changes in equity, and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 101 'Reduced Disclosure Framework', The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2021 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We are responsible for concluding on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the auditor's opinion. Our conclusions are based on the audit evidence obtained up to the date of our report. However, future events or conditions may cause the company to cease to continue as a going concern.

In our evaluation of the directors' conclusions, we considered the inherent risks associated with the company's business model including effects arising from macro-economic uncertainties such as Brexit and Covid-19, we assessed and challenged the reasonableness of estimates made by the directors and the related disclosures and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

The responsibilities of the directors with respect to going concern are described in the 'Responsibilities of directors for the financial statements' section of this report.

Sircal Instruments (UK) Limited

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

Other information

The directors are responsible for the other information. The other information comprises the information included in the Directors' report set out on pages 1 to 2 but does not include the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' report has been prepared in accordance with applicable legal requirements.

Matter on which we are required to report under the Companies Act 2006

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' report.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters in relation to which 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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Directors' report and from the requirement to prepare a strategic report.

Sircal Instruments (UK) Limited

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

Responsibilities of directors for the financial statements

As explained more fully in the directors' responsibilities statement set out on pages 1 to 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Explanation as to what extent the audit was considered capable of detecting irregularities, including fraud

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. Owing to the inherent limitations of an audit, there is an unavoidable risk that material misstatements in the financial statements may not be detected, even though the audit is properly planned and performed in accordance with the ISAs (UK).

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- We obtained an understanding of how the company is complying with the legal and regulatory frameworks by making enquiries of management. We corroborated our enquiries through our review of board minutes (where available) and review of legal and professional fees incurred in the year;
- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and determined that the most significant in the context of the Company are those related to the financial reporting framework, being FRS 101 and the Companies Act 2006;
- In addition, we concluded that there are certain significant laws and regulations that may have an effect on the determination of the amounts and disclosures in the financial statements and those laws and regulations relating to health and safety, employee matters, environmental, and bribery and corruption practices;

Sircal Instruments (UK) Limited

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

- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur, by evaluating management's incentives and opportunities for manipulation of the financial statements. This included the evaluation of the risk of management override of controls. We determined that the principal risk was in relation to revenue recognition;
- Our audit procedures included:
 - obtaining an understanding of the design and implementation of controls that management has in place to prevent and detect fraud;
 - journal entry testing, with a focus on material manual journals, including those with unusual account combinations
 - challenging assumptions and judgements made by management in its significant accounting estimates; and
 - testing the completeness of the Company's related party transactions;
- In addition, we completed audit procedures to conclude on the compliance of disclosures in the report and accounts with the applicable financial reporting framework requirements;
- These audit procedures were designed to provide reasonable assurance that the financial statements were free from fraud or error. However, detecting irregularities that result from fraud is inherently more difficult than detecting those that result from error, as those irregularities that result from fraud may involve collusion, deliberate concealment, forgery or intentional misrepresentations. Also, the further removed non-compliance with laws and regulations is from events and transactions reflected in the financial statements, the less likely we would become aware of it;
- The engagement Director assessed whether the engagement team collectively had the appropriate competence and capabilities to identify and recognise non-compliance with laws and regulations through assessment of the team's:
 - understanding of, and practical experience with audit engagements of a similar nature and complexity through appropriate training and participation; and
 - knowledge of the industry in which the client operates.

Use of our report

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.

Grant Thornton

Krishan Sivathondan
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
London
23 May 2022

Sircal Instruments (UK) Limited**Statement of comprehensive income for the year ended 31 December 2021**

		2021	2020
		£	£
	Notes		
Turnover	1	1,567,617	1,344,965
Raw materials and consumables		(557,402)	(465,282)
Other external charges		(512,018)	(546,346)
Other operating (charges)/income		(2,252)	3,247
Operating profit		495,945	336,584
Interest payable and similar charges		-	(281)
Profit on ordinary activities before taxation	2	495,945	336,303
Tax on profit on ordinary activities	3	(94,230)	(63,898)
Profit for the financial year and total comprehensive income for the year		401,715	272,405

All of the activities of the company are classed as continuing.

The accompanying notes form an integral part of these financial statements.

Sircal Instruments (UK) Limited**Balance sheet as at 31 December 2021**

	Notes	2021 £	£	2020 £	£
Current assets					
Stock	4	153,884		139,988	
Debtors	5	142,946		111,870	
Cash at bank and in hand		163,029		345,953	
		<u>459,859</u>		<u>597,811</u>	
Creditors: amounts falling due within one year	6	(174,897)		(164,564)	
Total net assets			<u>284,962</u>		<u>433,247</u>
Capital and reserves					
Called up share capital	7		100		100
Profit and loss account			284,862		433,147
Shareholders' funds - all equity			<u>284,962</u>		<u>433,247</u>

The financial statements were approved by the board of directors on 23 May 2022 and signed on its behalf by:

Brad Ormsby

Mr B Ormsby
Director

The accompanying notes form an integral part of these financial statements.

Sircal Instruments (UK) Limited**Statement of changes in equity for the year ended 31 December 2021**

	Share capital £	Profit and loss account £	Total equity £
Balance at 1 January 2021	100	433,147	433,247
Dividend payable	-	(550,000)	(550,000)
Transactions with owners	-	(550,000)	(550,000)
Profit for the year	-	401,715	401,715
Total comprehensive income for the year	-	401,715	401,715
Balance at 31 December 2021	100	284,862	284,962
Balance at 1 January 2020	100	260,742	260,842
Dividend payable	-	(100,000)	(100,000)
Transactions with owners	-	(100,000)	(100,000)
Profit for the year	-	272,405	272,405
Total comprehensive income for the year	-	272,405	272,405
Balance at 31 December 2020	100	433,147	433,247

Sircal Instruments (UK) Limited

Statement of accounting policies

General information

Sircal Instruments (UK) Limited is a company limited by shares. It was incorporated in England and its registered office is 52c Borough High Street, London, SE1 1XN. The principal activity of the company during the year was that of design, manufacture and sale of scientific and industrial instruments.

Statement of compliance

The financial statements were prepared in accordance with FRS 101 'Reduced Disclosure Framework' and are presented in Sterling (£).

Basis of preparation

The company meets the definition of a qualifying entity under FRS 101. The financial statements have therefore been prepared in accordance with FRS 101 as issued by the Financial Reporting Council.

As permitted by FRS 101, for both periods presented, the company has taken advantage of the disclosure exemptions available under that standard in relation to financial instruments, capital management, presentation of a cash flow statement, share based payments, fair value measurements, comparative reconciliations for tangible and intangible assets, standards not yet effective, related party transactions with other wholly-owned members of the group and key management personnel compensation. Equivalent disclosures are, where required, given in the group accounts of Judges Scientific plc. The group accounts of Judges Scientific plc are available to the public.

The financial statements have been prepared on the historical cost basis.

Going concern

The financial statements have been prepared on a going concern basis. The company ended 2021 with cash of £163,029, compared with cash of £345,953 at the end of 2020. This arose through profitable and cash generative trading throughout the year, and after paying dividends of £550,000.

The directors have considered the ongoing impact of the COVID-19 pandemic, and potential impacts of Brexit. The company's financial position remains robust, with sufficient cash, no debt and a satisfactory order book. The directors have also performed reasonably possible stress testing on forecast cashflows, considering potential scenarios from the pandemic and Brexit and, as a result, consider that the company is appropriately placed to manage its business risks.

The directors therefore have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. In making this assessment the directors have considered the period until the end of May 2023 and therefore they continue to adopt the going concern basis in preparing the financial statements.

Use of accounting estimates and judgements

Many of the amounts included in the financial statements involve the use of judgement and/or estimation. These judgements and estimates are based on management's best knowledge of the relevant facts and circumstances, having regard to prior experience, but actual results may differ from the amounts included in the financial statements. Information about such judgements and estimation is contained in the accounting policies and/or the notes to the financial statements and the key areas are summarised below:

Sircal Instruments (UK) Limited

Statement of accounting policies

Judgements in applying accounting policies

- The directors do not consider there to be any significant judgements in applying accounting policies.

Sources of estimation uncertainty

- Stock is carried at the lower of cost and net realisable value which requires an estimation of products' future selling prices. A provision is also recorded to reduce any slow-moving, obsolete or demonstration stock to net realisable value.
- Warranty provisions are based on estimates of the likely cost of repairing or replacing faulty units.

The principal accounting policies are set out below.

Turnover

In accordance with IFRS 15 'Revenues from Contracts with Customers', turnover is measured by reference to the fair value of consideration received or receivable by the company, excluding value added tax, in exchange for transferring the promised goods or services to the customer. The consideration is allocated to each separate performance obligation that is identified in a sales contract, based on stand-alone selling prices. Sales of instruments and spares, and sales of services, such as non-specialised installation and training, extended warranty, maintenance and service, contract testing, software licenses or consultancy are assessed to be separate performance obligations.

Turnover is recognised when (or as) the company satisfies the identified performance obligation. For sales of instruments, spares, installation, and one-off services the performance obligation is satisfied at a point in time; for turnover from other services, the performance obligation is satisfied over time. As the period of time between payment and performance is less than one year, the company does not adjust turnover for the effects of financing.

Turnover from sales of instruments and spares is recognised at the point at which the customer obtains control of the asset, which is on the point of despatch to the customer. Turnover from installations and one-off services is recognised at the point at which the installation or service is completed.

Turnover from extended warranty, maintenance and testing contracts and software licenses is recognised rateably as the performance obligation to the customer is satisfied.

Stock

Stock and work in progress 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.

Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

Sircal Instruments (UK) Limited

Statement of accounting policies

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 statement of comprehensive income.

Taxation

Current tax is the tax currently payable based on taxable profit for the year.

Deferred taxes are calculated using the liability method on temporary differences. Deferred tax is generally provided on the difference between the carrying amounts of assets and liabilities and their tax bases. However, deferred tax is not provided on the initial recognition of goodwill, nor on the initial recognition of an asset or liability unless the related transaction is a business combination or affects tax or accounting profit. Deferred tax on temporary differences associated with shares in subsidiaries is not provided if reversal of those temporary differences can be controlled by the group and it is probable that reversal will not occur in the foreseeable future. In addition, tax losses available to be carried forward as well as other income tax credits to the group are assessed for recognition as deferred tax assets.

Deferred tax liabilities are provided in full, with no discounting. Deferred tax assets are recognised to the extent that it is probable that the underlying deductible temporary differences will be able to be offset against future taxable income. Current and deferred tax assets and liabilities are calculated at tax rates that are expected to apply to their respective period of realisation, provided they are enacted or substantively enacted at the balance sheet date.

Changes in deferred tax assets or liabilities are recognised as a component of tax expense in the statement of comprehensive income, except:

- where they relate to items that are charged or credited directly to equity in which case the related deferred tax is also charged or credited directly to equity, or
- where items are recognised in other comprehensive income, in which case the related deferred tax is recognised in other comprehensive income.

Provisions for warranty claims

Provisions for warranty claims are recognised when; the company has a legal or constructive obligation as a result of a past event; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are discounted where the time value of money is material.

Equity

Equity comprises the following:

- "Share capital" represents the nominal value of equity shares.
- "Profit and loss account" represents retained profits and losses.

Sircal Instruments (UK) Limited

Notes to the financial statements for the year ended 31 December 2021

1. REVENUE

Turnover attributable to geographical markets outside the United Kingdom amounted to 93% for the year (2020: 89%). All turnover related to the sale of goods, recognised at a point in time.

2. OPERATING PROFIT

Operating profit is stated after (crediting)/charging:	2021 £	2020 £
Auditor's remuneration	4,867	4,635
Foreign exchange	<u>3,962</u>	<u>(3,247)</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. TAX ON PROFIT ON ORDINARY ACTIVITIES

	2021 £	2020 £
Current tax		
Current tax on profits for the year	<u>94,230</u>	<u>63,898</u>
Tax per statement of comprehensive income	<u>94,230</u>	<u>63,898</u>

The charge for the year can be reconciled to the profit per the statement of comprehensive income as follows:

	2021 £	2020 £
Profit on ordinary activities before tax	<u>495,945</u>	<u>336,303</u>
Tax on profit at standard UK tax rate of 19% (2020: 19%)	<u>94,230</u>	<u>63,898</u>
Tax per statement of comprehensive income	<u>94,230</u>	<u>63,698</u>

Sircal Instruments (UK) Limited

Notes to the financial statements for the year ended 31 December 2021

4. STOCK

	2021 £	2020 £
Raw materials	144,193	123,007
Finished goods	9,691	16,981
	<u>153,884</u>	<u>139,988</u>

In 2021, a total of £557,402 of inventories was included in the statement of comprehensive income as an expense (2020: £465,282).

5. DEBTORS

	2021 £	2020 £
Trade debtors	122,741	93,020
Amounts owed by group companies	8,686	3,862
Other debtors	11,519	14,463
Prepayments	-	525
	<u>142,946</u>	<u>111,870</u>

Trade debtors are stated after a provision of £nil (2020: £nil)

6. CREDITORS

	2021 £	2020 £
Amounts falling due within one year		
Trade creditors	3,305	-
Amounts owed to group companies	80,648	115,717
Corporation tax payable	51,230	42,896
Accruals and deferred income	39,714	5,951
	<u>174,897</u>	<u>164,564</u>

Sircal Instruments (UK) Limited

Notes to the financial statements for the year ended 31 December 2021

7. CALLED UP SHARE CAPITAL

	2021	2020
	£	£
Allotted, called up and fully paid		
100 Ordinary shares of 1 each	<u>100</u>	<u>100</u>

8. 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 2021 to £17,007,750 (2020: £21,214,750) are secured on the company's assets.