

# Scantronic Holdings Limited

## Report and Accounts

31 December 2007

Registered number 1771935



# Scantronic Holdings Limited

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Registered No 1771935

## **Directors**

G L Gawronski  
T V Helz  
P W Maxwell

## **Secretary**

T V Helz  
P W Maxwell  
Abogado Nominees Limited

## **Solicitors**

Baker & McKenzie  
100 New Bridge Street  
London  
EC4V 6JA

## **Registered Office**

Jephson Court  
Tancred Close  
Royal Leamington Spa  
Warwickshire  
CV31 3RZ

## Directors' report

The directors present their report and audited accounts for the year ended 31 December 2007

### Principal activity and review of the business

The principal activity of the company during the year was, and will continue to be that of an investment company

The company was dormant for the year to 31 December 2007

The directors consider that the company's financial position at the end of the year is satisfactory

No dividend was paid during the year (2006 £nil) A retained profit of £nil (2006 £nil) was transferred to reserves

### Future developments in the business

The company is expected to continue with its current activity

### Directors and their interests

The directors who served during the year and up to the date of this report are as follows

G L Gawronski

A Haack (resigned 27 June 2008)

TV Helz (appointed 1 February 2007)

P W Maxwell

D K Schumacher (resigned 1 February 2007)

No director had any interest in the shares of the company at any stage during the year

The directors had no material interest in any other contract of significance in relation to the business of the company at any stage during the year

### Directors' liabilities

Cooper Industries (UK) Limited has indemnified one or more directors of the company against liability in respect of proceedings brought by third parties subject to the conditions set out in the Companies Act 1985 Such qualifying third party indemnity provision was in force during the year

On behalf of the board



PW Maxwell  
Director

Date 7/8/08

## **Statement of directors' responsibilities in respect of the accounts**

The directors are responsible for preparing the Report and the accounts in accordance with applicable United Kingdom law and United Kingdom Generally Accepted Accounting Practice

Company law requires the directors to prepare accounts for each financial year, which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those accounts, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent, and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the accounts comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

## Balance sheet

at 31 December 2007

|  | Notes | 2007<br>£'000 | 2006<br>£'000 |
|--|-------|---------------|---------------|
| <b>Fixed assets</b>                                  |       |               |               |
| Investments  | 4     | 135           | 135           |
| <b>Current assets</b>                                |       |               |               |
| Debtors  | 5     | 15,593        | 15,593        |
| <b>Creditors</b> amounts falling due within one year | 6     | (355)         | (355)         |
| <b>Net current assets</b>                            |       | 15,238        | 15,238        |
| <b>Net assets</b>                                    |       | 15,373        | 15,373        |
| <b>Capital and reserves</b>                          |       |               |               |
| Called up share capital                              | 7     | 8,533         | 8,533         |
| Share premium account                                | 8     | 4,993         | 4,993         |
| Other reserves                                       | 8     | 1,753         | 1,753         |
| Profit and loss account                              | 8     | 94            | 94            |
| <b>Shareholders' funds</b>                           |       | 15,373        | 15,373        |

For the year ended 31 December 2007, the company was entitled to exemption under subsection 1 of section 249AA of the Companies Act 1985

Members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 249B(2) of the Act

The directors acknowledge their responsibilities for

- (i) ensuring that the company keeps accounting records which comply with section 221 of the Companies Act 1985, and
- (ii) preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year and of its profit or loss for the financial year in accordance with the requirements of section 226 of the Companies Act 1985 and which otherwise comply with the requirements of that Act relating to accounts, so far as applicable to the company

The report and accounts were approved by the board of directors on the date shown below and were signed on its behalf by



PW Maxwell  
Director

Date 7/8/08

## Notes to the accounts

at 31 December 2007

### 1. Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered to be material in relation to the company's accounts

#### **Accounting convention**

The report and accounts have been prepared under the historical cost convention

#### **Group accounts**

The company has not prepared consolidated financial statements as Cooper Industries Limited, the parent undertaking of the smallest group of which the company is a member and for which group accounts are prepared includes the company in its own published, consolidated accounts. Consequently these accounts present information about the company and not the group, as permitted by section 228 of the Companies Act

#### **Taxation**

The charge for taxation is based on the result for the year and takes into consideration timing differences arising as a result of different treatments of certain items for taxation and accounting purposes

#### **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 that will result in an obligation to pay more, or a right to pay less or to receive more, tax, with the following exception

- Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

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

#### **Cash flow statement**

Under Financial Reporting Standard 1 (revised 1996) the company is exempt from the requirement to prepare a cash flow statement on the grounds that the ultimate parent undertaking includes the company in its own published, consolidated accounts

#### **Related party transactions**

Under Financial Reporting Standard 8 the company is exempt from the requirement to disclose transactions with other group undertakings on the grounds that its results are included in the consolidated accounts of Cooper Industries Limited, which are publicly available

### 2. Employees and directors

There were no employees during the year (2006 Nil)

No director received any remuneration during the year in respect of services provided to this company (2006 £Nil)

## Notes to the accounts

at 31 December 2007

### 3. Taxation

There is no tax charge for the year or preceding year

### 4. Investments

|   | <i>Shares in<br/>subsidiary<br/>undertakings<br/>£'000</i> |
|---|--|
| Cost  |  |
| At 1 January 2007 and 31 December 2007                  | 390  |
| Provision against cost                                  |  |
| At 1 January 2007 and 31 December 2007                  | 255  |
| Net book value at 31 December 2007 and 31 December 2006 | 135  |

Investments represent shares in the following principal subsidiary undertakings

| <i>Company</i>          | <i>Principal<br/>activity</i>                        | <i>Country of<br/>incorporation</i> | <i>% of issued<br/>shares held</i> |
|-------------------------|--|-------------------------------------|------------------------------------|
| Cooper Security Limited | Manufacturers of electronic security equipment       | England                             | 100%                               |
| Cooper Safety BV        | Manufacturers of emergency lighting equipment        | Netherlands                         | 100%*                              |
| Cooper CSA srl          | Emergency lighting, security systems and fire alarms | Italy                               | 95%*                               |

\* Investments held indirectly through subsidiary undertakings

### 5. Debtors

|                                    | <i>2007<br/>£'000</i> | <i>2006<br/>£'000</i> |
|------------------------------------|-----------------------|-----------------------|
| Amounts owed by group undertakings | 15,593                | 15,593                |

### 6. Creditors: amounts falling due within one year

|                                    | <i>2007<br/>£'000</i> | <i>2006<br/>£'000</i> |
|------------------------------------|-----------------------|-----------------------|
| Amounts owed to group undertakings | 355                   | 355                   |

## Notes to the accounts

at 31 December 2007

### 7. Share capital

|  | 2007<br>£'000 | 2006<br>£'000 |
|--|---------------|---------------|
| Authorised<br>147,500,000 ordinary shares of 10p each                        | 14,750        | 14,750        |
| Allotted, called up and fully paid<br>85,323,365 ordinary shares of 10p each | 8,533         | 8,533         |

### 8. Reserves

|                     | Share<br>capital<br>£'000 | Share<br>premium<br>account<br>£'000 | Other<br>reserves<br>£'000 | Profit<br>and loss<br>account<br>£'000 | Total<br>£'000 |
|---------------------|---------------------------|--------------------------------------|----------------------------|--|----------------|
| At 1 January 2007   | 8,533                     | 4,993                                | 1,753                      | 94                                     | 15,373         |
| Retained profit     | -                         | -                                    | -                          | -                                      | -              |
| Dividend paid       | -                         | -                                    | -                          | -                                      | -              |
| At 31 December 2007 | 8,533                     | 4,993                                | 1,753                      | 94                                     | 15,373         |

### 9. Contingent liabilities

There were no contingent liabilities at 31 December 2007 (2006 £Nil)

### 10. Ultimate parent undertaking

The parent undertaking of the smallest group of which the company is a member and for which group accounts are prepared is also the ultimate parent company, Cooper Industries Limited of Bermuda, a company listed on the New York Stock Exchange

Copies of the latest published report and accounts can be obtained from the offices of Cooper Industries (U K ) Ltd, Jephson Court, Tancred Close, Royal Leamington Spa, Warwickshire, CV31 3RZ, England