### East Midlands Instrument Company Limited

#### STATUTORY FINANCIAL STATEMENTS

for the year ended

31 May 2009

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## East Midlands Instrument Company Limited OFFICERS AND PROFESSIONAL ADVISERS

#### **DIRECTORS**

K Bingham

S Watson

R Hind

**SECRETARY** 

K Bingham

#### **REGISTERED OFFICE**

Laughton Lane Morton Gainsborough Lincolnshire DN21 3ET

#### **AUDITORS**

Baker Tilly UK Audit LLP 2 Whitehall Quay Leeds LS1 4HG

#### **BANKERS**

Yorkshire Bank 19 St Sepulchre Gate Doncaster DN1 1SJ

## East Midlands Instrument Company Limited DIRECTORS' REPORT

The directors submit their report and the financial statements of East Midlands Instrument Company Limited for the year ended 31 May 2009.

#### PRINCIPAL ACTIVITIES

The company's principal activities are the manufacture and installation of electrical and instrument control systems and assemblies, within the UK, typically for the power generation, water reclamation and supply, rail transport and petrochemical industries. Installation, fusion splicing and testing of fibre optic cabling. General fabrication and sheet metal work (including CNC punching and machining) of steel (including stainless steel) and aluminium. Associated welding controls, for high integrity applications or when requested by the customer. There have not been any significant changes in the company's principal activities in the year under review. The directors are not aware, at the date of this report, of any likely major changes in the company's activities in the next year.

#### **REVIEW OF THE BUSINESS**

The year was a successful trading year for the Company in a difficult market place. Turnover and profit are lower than the previous year due to reduced opportunities in some of the market sectors in which the Company operates. The Company is able to respond to customer demands, has a pro-active sales strategy and is well placed for significant growth in the future.

#### RISKS AND UNCERTAINTIES

Competitive pressure in the UK is a continuing risk for the company, which could result in it losing sales to its key competitors. The company manages this risk by providing added value services to its customers, having fast response times not only in supplying products but in handling all customer queries, and by maintaining strong relationships with customers.

#### **KEY PERFORMANCE INDICATORS**

Key performance indicators used by the management of the company concentrate on the sales invoiced, cost base and cash flow generation of the business.

East Midlands Instrument Co. Ltd operates on a divisional and departmental basis. For this reason, the company's directors believe that further key performance indicators for the company are not necessary or appropriate for an understanding of the development, performance or position of the business.

#### FINANCIAL INSTRUMENTS

The nature of the Company's business is such that most sales are either completed in a short period of time or are of a bespoke nature where manufacture and/or installation takes place over a period of time. Where this is the case stage payments appropriate to the period of manufacture/installation are arranged on a contract by contract basis. As a general policy independent credit checks are regularly carried out on customers. Occasionally individual contracts can be of such a size that the timing of stage payments can cause significant variations in the level of funds.

The Company is financed by a mixture of loans, overdraft and invoice discounting.

## East Midlands Instrument Company Limited DIRECTORS' REPORT

#### RESULTS AND DIVIDENDS

The profit after taxation for the year was £184,965 (2008: £429,591).

Dividends paid on ordinary shares during the year were £66,000 (2008: £66,000).

#### **DIRECTORS**

The following directors held office during the year:

K Bingham

S Watson

R Hind

#### **AUDITORS**

A resolution to reappoint Baker Tilly UK Audit LLP, Chartered Accountants, as auditors will be put to the members at the annual general meeting.

#### STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

The directors who were in office on the date of approval of these financial statements have confirmed, as far as they are aware, that there is no relevant audit information of which the auditors are unaware. Each of the directors have confirmed that they 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 it has been communicated to the auditor.

By order of the board

K Bingham Secretary

21 october 2009

## East Midlands Instrument Company Limited DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF FINANCIAL STATEMENTS

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 those financial statements, the directors are required to:

- a. select suitable accounting policies and then apply them consistently;
- b. make judgements and estimates that are reasonable and prudent;
- c. 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.

### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF EAST MIDLANDS INSTRUMENT COMPANY LIMITED

We have audited the financial statements on pages 6 to 20. 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 sections 495 and 496 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 auditors

As more fully explained in the Directors' Responsibilities Statement set out on page 4, 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 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

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/UKNP.

#### Opinion on the 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 May 2009 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.

#### 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

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Anthony Elston (Senior Statutory Auditor)
For and on behalf of BAKER TILLY UK AUDIT LLP, Statutory Auditor
Chartered Accountants
Leeds

23 October 2009

# East Midlands Instrument Company Limited PROFIT AND LOSS ACCOUNT for the year ended 31 May 2009

	Notes	2009 £	2008 £
TURNOVER	1	11,333,794	13,232,599
Cost of sales		(8,729,992)	(10,444,539)
Gross profit		2,603,802	2,788,060
Distribution costs Administrative expenses		( 234,050 ) (2,027,547 )	( 204,117) (1,930,458)
OPERATING PROFIT	2	342,205	653,485
Interest receivable Interest payable	3 4	40 (41,186)	203 ( 62,518)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		301,059	591,170
Taxation	6	(116,094)	( 161,579)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION	17	184,965	429,591

The operating profit for the year arises from the company's continuing operations.

# East Midlands Instrument Company Limited STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES for the year ended 31 May 2009

	2009 £	2008 £
Profit for the financial year Unrealised surplus on revaluation of property	184,965 -	429,591 155,789
Total recognised gains and losses relating to the year	184,965	585,380
NOTE OF HISTORICAL COST PROFITS AND LOSSES for the year ended 31 May 2009		
	2009 £	2008 £
Profit on ordinary activities before taxation	301,059	591,170
Difference between an historical cost depreciation charge and the actual depreciation charge calculated on the revalued amount	2,458	2,458
Historical cost profit on ordinary activities before taxation	303,517	593,628
Historical cost profit for the year retained after taxation	187,423	432,049

### East Midlands Instrument Company Limited (Company no. 3196642) BALANCE SHEET 31 May 2009

otes	2009 £	2008 £
0	004 512	027 207
8 9	904,513 800,000	937,287 800,000
	1,704,513	1,737,287
10	1,182,340	1,350,186
11	2,855,988 301	2,210,578 272
	4,038,629	3,561,036
12	(2,928,525)	(2,555,344)
	1,110,104	1,005,692
	2,814,617	2,742,979
13	(1,194,052)	(1,278,889)
	1,620,565	1,464,090
14	(51,942)	( 14,432)
	1,568,623	1,449,658
1.5	150,000	150,000
	150,000 344,523	150,000 346,981
	1,074,100	952,677
18	1,568,623	1,449,658
	13 14 15 16 17	1,620,565  14 (51,942)  1,568,623  15 150,000 16 344,523 17 1,074,100

The financial statements on pages 6 to 20 were approved by the board of directors and authorised for issue on 21 2009 and are signed on its behalf by:

K Bingham Director

### East Midlands Instrument Company Limited

#### ACCOUNTING POLICIES

#### BASIS OF ACCOUNTING

The financial statements have been prepared under the historical cost convention modified to include the revaluation of freehold properties in accordance with applicable accounting standards.

#### CONSOLIDATION

The company has taken advantage of the exemption under the Companies Act 2006 not to prepare group accounts on the basis that group accounts are prepared by the company's ultimate parent company, East Midlands Holdings Limited, a company incorporated in Great Britain. The financial statements present information about the individual company undertaking and not about the group.

#### TANGIBLE FIXED ASSETS

Fixed assets include properties valued by Chartered Surveyors on an existing use open market value basis, in accordance with the Statement of Assets Valuation Practice No. 4 and the Guidance Notes of the Royal Institution of Chartered Surveyors. Other fixed assets are stated at historical cost.

Depreciation is provided on all tangible fixed assets other than freehold land at rates calculated to write each asset down to its estimated residual value evenly over its expected useful life, as follows:-

Freehold property	2%
Plant and machinery	15%
Fixtures, fittings and equipment	15%
Motor vehicles	25%

#### **INVESTMENTS**

Fixed asset investments are stated at their purchase cost less any provision for diminution in value.

#### STOCKS AND WORK IN PROGRESS

Stocks and work in progress are valued at the lower of cost and net realisable value. Cost of finished goods and work in progress includes overheads appropriate to the stage of manufacture. Net realisable value is based upon estimated selling prices less further costs expected to be incurred to completion and disposal. Provision is made for obsolete and slow moving items.

#### **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 that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

#### LEASED ASSETS AND OBLIGATIONS

Where assets are financed by leasing agreements that give rights approximating to ownership ("finance leases"), the assets are treated as if they had been purchased outright. The amount capitalised is the present value of the minimum lease payments payable during the lease term. The corresponding leasing commitments are shown as obligations to the lessor.

Lease payments are treated as consisting of capital and interest elements, and the interest is charged to the profit and loss account in proportion to the remaining balance outstanding.

All other leases are "operating leases" and the annual rentals are charged to the profit and loss account on a straight line basis over the lease term.

## East Midlands Instrument Company Limited ACCOUNTING POLICIES

#### **TURNOVER**

Turnover represents the right for consideration of goods and services provided during the accounting period.

#### **CASHFLOW STATEMENT**

The company has taken advantage of the provisions of Financial Reporting Statement 1 and has not prepared a cashflow statement, as the parent company produces a consolidated cashflow statement.

#### PENSION CONTRIBUTIONS

The company operates a defined contribution pension scheme for employees. The assets of the scheme are held separately from those of the company. The annual contributions payable are charged to the profit and loss account.

#### **GOVERNMENT GRANTS**

Government grants on capital expenditure are released to revenue by equal annual amounts over the expected useful life of the assets to which they relate.

## East Midlands Instrument Company Limited NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 May 2009

1	TURNOVER
	The company's turnover and profit before taxation were all derived from its principal activity

	wholly undertaken in the UK.	F	r
2	PROFIT ON ORDINARY ACTIVITIES BEFORE TAX	2009 £	2008 £
	Operating profit is stated after charging/(crediting)		
	Government grant releases Depreciation – owned assets – assets held under HP	( 1,720) 80,377 4,312	(2,430) 69,217 17,273
	Auditors' remuneration - as auditors - other services Operating lease rentals	11,681 -	11,025 11,982
	- plant and machinery - land and buildings Loss on disposal of fixed assets	97,168 27,900 6,729	103,781
3	INTEREST RECEIVABLE	2009 £	2008 £
	Interest receivable	40	203
4	INTEREST PAYABLE	2009 £	2008 £
	Interest payable on bank borrowing Finance charges Other similar charges payable	37,988 2,462 736	57,554 2,399 2,565

62,518

41,186

5	EMPLOYEES	2009 No.	2008 No.
	The average monthly number of persons (including directors) employed by the company during the year was:		
	Production staff Administrative staff	137 39	139 35
		176	174
		2009 £	2008 £
	Staff costs for above persons: Wages and salaries Social security costs Pension costs	4,763,593 480,923 65,538	4,820,139 497,521 66,056
		5,310,054	5,383,716
	DIRECTORS' EMOLUMENTS	2009 £	2008 £
	The directors' aggregate emoluments in respect of qualifying services v	vere:	
	Emoluments receivable Value of company pension contributions to money purchase schemes	254,549 31,800	245,637 31,800
		286,349	277,437
	HIGHEST PAID DIRECTOR		
		£	£
	Emoluments Value of company contributions to money purchase schemes	84,029 10,600	81,891 10,600
		94,629	92,491
	The number of directors who are accruing benefits under company follows:	pension sche	mes were as
		2009 No	2008 No
	Money purchase schemes	3	3

6	TAXATION	2009 £	2008 £
	Corporation tax: Current tax	78,584	171,505
	Deferred taxation: Current year Prior year	37,510	(15,926) 6,000
	Tax on profit on ordinary activities	116,094	161,579
	Factors affecting the tax charge for the period:		
	The tax charge assessed for the period is lower than the standard rate of (28%). The differences are explained below:	corporation ta	ax in the UK
	(2870). The differences are explained below.	2009 £	2008 £
	Profit on ordinary activities before tax	301,059	591,170
	Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 28% (2008: 28%) Effects of:	84,297	165,527
	Expenses not deductible for tax purposes Depreciation in excess of capital allowances Smaller companies rate relief Industrial buildings allowance	9,953 4,417	11,046 15,926 ( 20,272) ( 11,496)
	Small companies marginal relief	(20,083)	10,774
	Current tax charge for the period	78,584	171,505
7	DIVIDENDS	2009 £	2008 £
	The following dividends have been paid in respect of the year:		
	Dividend paid on ordinary shares	66,000	66,000

8	TANGIBLE FIXED ASS	SETS		F1 4		
		Land and buildings £	Plant and machinery £	Fixtures, fittings and equipment £	Motor vehicles £	Total £
	Cost or valuation					
	At 1 June 2008	750,000	397,267	133,658	23,400	1,304,325
	Additions	26,651	16,895	15,099	-	58,645
	Disposals	-	(116,355)	(9,267)		(125,622)
	At 31 May 2009	776,651	297,807	139,490	23,400	1,237,348
	Depreciation	<del></del>				
	At 1 June 2008	-	279,354	72,862	14,822	367,038
	Charge for the year	16,499	43,134	20,582	4,474	84,689
	Disposals	-	(109,657)	(9,235)	-	(118,892)
	At 31 May 2009	16,499	212,831	84,209	19,296	332,835
	Net book value		<del></del>		<del></del>	
	At 31 May 2009	760,152	84,976	55,281	4,104	904,513
	At 31 May 2008	750,000	117,913	60,796	8,578	937,287
					<del></del>	

### East Midlands Instrument Company Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 May 2009

#### 8 TANGIBLE FIXED ASSETS - continued

Cost or valuation at 31 May 2009 is represented by:

	Land and buildings £	Plant and machinery £	Fixtures, fittings and equipment £	Motor vehicles £	Total £
Cost	-	297,807	139,490	23,400	460,697
Valuation	776,651	•	-	-	776,651
	776,651	297,807	139,490	23,400	1,237,348

#### Revaluation

Land and buildings were valued as at 16 September 2008 by PPH Commercial, Chartered Surveyors, on an open market basis at £750,000.

#### Hire purchase agreements

Included within the net book value of £904,513 is £33,254 (2008: £24,058) relating to assets held under hire purchase agreements. The depreciation charged to the accounts in the year in respect of such assets amounted to £4,312 (2008: £17,273).

On an historical cost basis land and buildings would be included at:

	2009 £	2008 £
Cost	558,758	532,107
Aggregate Depreciation	141,441	130,415

9	FIXED ASSET INVESTMENTS Cost At 1 June 2008 and 31 May 2009		£ 800,000
	Net book value At 31 May 2009		800,000
	At 31 May 2008		800,000
	Investments shown above relate to 100% of the issued share of Company (1996) Limited, the company's only subsidiary, whit £800,000.		
10	STOCKS	2009 £	2008 £
	Raw materials Work in progress	6,740 1,175,600	7,596 1,342,590
		1,182,340	1,350,186
11	DEBTORS	2009 £	2008 £
	Trade debtors Prepayments and accrued income	2,825,526 30,462	2,187,964 22,614
		2,855,988	2,210,578

12	CREDITORS: Amounts falling due within one year	2009 £	2008 £
	Bank loans and overdrafts	240,761	620,901
	Amounts owed to group undertakings	45,752	45,752
	Trade creditors	826,970	1,169,828
	Hire purchase agreements	11,283	2,562
	Corporation tax	78,584	171,505
	Other taxation and social security	515,121	401,761
	Other creditors	1,720	20,353
	Accruals and deferred income	1,208,334	122,682
		2,928,525	2,555,344
	The following liabilities disclosed under creditors falling due w	ithin one year are se	ecured by the
	company.	2009	2000
		2009 £	2008 £
	Bank loans and overdrafts	240,761	620,901
	Hire purchase agreements	11,283	2,562
		252,044	623,463
	CREDITORS: Amounts falling due in more than one year	2009 £	2008 £
	Bank loans and overdrafts	348,342	438,756
	Amounts owed to group undertakings	800,000	800,000
	Hire purchase agreements	10,820	3,523
	Other creditors	34,890	36,610
		1,194,052	1,278,889
	·	2009	2008
		£	£
	Amounts repayable by instalments falling due:		
	In more than one but not more than two years	108,316	94,779
	In more than two but not more than five years	256,632	251,022
	In more than five years	829,104	933,088
		1,194,052	1,278,889

### East Midlands Instrument Company Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 May 2009

13 CREDITORS: Amounts falling due in more than one year <i>(continued)</i>	
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The following liabilities disclosed under creditors falling due after more than one year are secured by the company.

	2009 £	2008 £
Bank loans and overdrafts Hire purchase agreement	348,342 10,820	438,756 3,523
		<del> </del>
	359,162	442,279

In 2004 the company took out a term loan of £420,000 to be repaid over 10 years, the interest rate accruing on this loan is 1.765% above base rate.

A second loan was taken out in 2004 to fund the share buy back for £330,000. This is to be repaid over 7 years and is accruing interest at a rate of 2.25% above base rate.

The bank has a fixed charge over the assets of the company as security on the loans.

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	2009 £	2008 £
The movement in the deferred taxation provision during the year was:		
Provision brought forward Increase/(reduction) in provision	14,432 37,510	24,358 ( 9,926)
Provision carried forward	51,942	14,432

The provision for deferred taxation consists of the tax effect of timing differences in respect of:

	2009	2008
	£	£
Accelerated capital allowances	51,942	14,432

15	SHARE CAPITAL	2009 £	2008 £
	Authorised: 150,000 ordinary shares of £1 each	150,000	150,000
	Allotted, issued and fully paid: 150,000 ordinary shares of £1 each	150,000	150,000
16	REVALUATION RESERVE	2009 £	2008 £
	1 June 2008 Transfer to profit and loss account (note 17) Revaluation in year	346,981 (2,458)	193,650 (2,458) 155,789
	31 May 2009	344,523	346,981
17	PROFIT AND LOSS ACCOUNT	2009 £	2008 £
	1 June 2008 Profit for the year Dividends paid Revaluation transfer to profit and loss account (note 16)	952,677 184,965 (66,000) 2,458	586,628 429,591 (66,000) 2,458
	31 May 2009	1,074,100	952,677
18	RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS	2009 £	2008 £
	Profit for the financial year Dividends paid Revaluation of property in year	184,965 ( 66,000)	429,591 ( 66,000) 155,789
		118,965	519,380
	Opening shareholders' equity funds	1,449,658	930,278
	Closing shareholders' equity funds	1,568,623	1,449,658

### East Midlands Instrument Company Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 May 2009

#### 19 COMMITMENTS UNDER OPERATING LEASES

At 31 May 2009 the company had annual commitments under non-cancellable operating leases as follows:

	2009	2008
	£	£
Plant and machinery		
expiring within one year	33,052	9,975
expiring between one and two years	32,536	46,384
expiring between two and five years	66,590	26,084
Land and buildings		
expiring within one year	-	27,900
expiring between two and five years	20,000	-
	152,178	110,343

#### 20 CAPITAL COMMITMENTS

There were no capital commitments at the year end.

#### 21 CONTINGENCIES

The company has given a cross guarantee in favour of Yorkshire Bank in respect of all monies owing by East Midlands Instrument Company (1996) Limited and East Midlands Holdings Limited.

#### 22 ULTIMATE PARENT COMPANY

The company is a wholly owned subsidiary of East Midlands Holdings Limited, a company registered in England.