Registered No. SC025020

REPORT AND ACCOUNTS

2001

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COMPANIES HOUSE 19/04/02

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OFFICERS AND PROFESSIONAL ADVISORS

Directors

Derek C Manson

James A Sheriff

Douglas H C Cunningham

Chairman

Managing

Sales **Financial**

David S Hunter

Secretary

David S Hunter

Registered Office

Inchinnan Business Park

Renfrew

Strathclyde PA4 9RG

Registration Number

SC025020

Bankers

Clydesdale Bank plc St. Vincent Place Glasgow G1

Auditors

Ernst & Young LLP George House 50 George Square Glasgow G2 1RR

Solicitors

Biggart Baillie **Dalmore House** 310 St Vincent Street Glasgow G2 5QR

DIRECTORS' REPORT

The Directors present their report and accounts for the year ended 31 December 2001, to be submitted to the fifty-fifth Annual General Meeting to be held at the Registered Office on 26 March 2002 at 2:00pm.

Results and dividends:

The trading profit for the year, after taxation, amounted to £259,554. The directors recommend that the following dividend be paid:

Ordinary £200,000

Principal Activity and Review of the Business

The company's principal activities during the year continued to be the development, manufacture, distribution and installation of electronic gas detection instruments and systems. Ongoing research and development of micro-processor based instrumentation has secured existing markets and offers the opportunity for continued expansion.

Directors and their interests:

The directors at 31 December 2001 and their interests in the ordinary share capital of the company were as follows:

	At 31 December 2001 Ord. Shares	At 1 January 2001 Ord. Shares	
J A Sheriff	-	-	
D C Manson	-	•	
D S Hunter	-	-	
D H C Cunningham	-	-	

The Articles of Association adopted on 14 March 1989 state that the Directors shall not be liable to retirement by rotation.

All of the Issued Share Capital of the Company is held by GMI Group Limited. The directors' interests in the share capital of GMI Group Limited are disclosed in the accounts of that company.

DIRECTORS' REPORT

(continued)

Auditors:

On 28 June 2001, Ernst & Young, the company's auditors, transferred its entire business to Ernst & Young LLP, a limited liability partnership incorporated under the Limited Liability Partnerships Act 2000. The directors consented to treating the appointment of Ernst & Young as extending to Ernst & Young LLP with effect from 28 June 2001. A resolution to reappoint Ernst & Young LLP as the company's auditors will be put to the forthcoming annual general meeting.

On behalf of the board

1 15 thunk

D S Hunter

Director and Secretary

26th February 2002

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

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;
- 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.



INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GAS MEASUREMENT INSTRUMENTS LIMITED

We have audited the company's financial statements for the year ended 31 December 2001 which comprise the Profit and Loss Account, Balance Sheet, Cash Flow Statement, Statement of Total Recognised Gains and Losses and the related notes 1 to 25. These financial statements have been prepared on the basis of the accounting policies set out therein.

Respective responsibilities of directors and auditors

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' Report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with United Kingdom Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the company as at 31 December 2001 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Ernst & Young LLP
Registered Auditor

Glasgow

26 February 2002

PROFIT AND LOSS ACCOUNT

for the year ended 31 December 2001

	notes	2001 £	2000 £
Turnover	2	6,151,122	6,245,462
Cost of sales		(3,159,049)	(2,993,007)
Gross profit	_	2,992,073	3,252,455
Distribution costs Administrative expenses		(101,397) (2,547,398)	(105,155) (2,523,695)
Operating profit	3	343,278	623,605
Interest receivable Interest payable	6 7	32,638 (3,703)	45,157 (3,876)
Profit on ordinary activities before taxation	_	372,213	664,886
Tax on profit on ordinary activities	8_	(112,659)	(209,723)
Profit for the Financial Year	18	259,554	455,163
Dividends:	9,18	200,000	400,000
Profit retained for the Financial Year		59,554	55,163

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

for the year ended 31 December 2001

	2001	2000
	£	£
Profit for the financial year	372,213	455,163
Total recognised gains and losses relating to the year	372,213	455,163

BALANCE SHEET at 31 December 2001

	notes	2001 £	2000 £
Fixed assets : Tangible assets	10	988,835	1,040,487
	_	988,835	1,040,487
Current assets:	44	644 522	EE7 017
Stocks Debtors	11 12	644,532 2,255,678	557,817 2,370,452
Cash at bank and in hand	12	610,778	678,003
		3,510,988	3,606,272
Creditors: amounts falling due within one year	13	787,160	969,654
Net current assets	_	2,723,828	2,636,618
Total assets less current liabilities		3,712,663	3,677,105
Creditors: amounts falling due after more than one year	14	3,638	12,807
		3,709,025	3,664,298
Provision for liabilities and charges :			
Deferred taxation	16	17,285	32,112
		3,691,740	3,632,186
Capital and reserves :	_		
Called up share capital	17	27,440	27,440
Capital redemption reserve		3,500	3,500
Share premium account		279,180	279,180
Revaluation reserve		546,000	546,000
Profit and loss account		2,835,620	2,776,066
	18	3,691,740	3,632,186

D C Manson

Mans - Direct

26th February 2002

The notes on pages 11 to 20 form part of these accounts.

CASH FLOW STATEMENT

for the year ended 31 December 2001

	notes	2001 €	2000 £
Net cash Inflow from operating activities	19	433,583	754,977
Returns on investments and servicing of finance: Interest received Interest element of finance lease and hire purchase payments	6 7	32,638 (3,703)	45,157 (3,876)
Taxation: Corporation tax paid		(211,336)	(105,191)
Capital expenditure and financial investment: Payments to acquire tangible fixed assets Receipts from sales of tangible fixed assets		(101,016) 43,963	(99,775) 14,357
Equity dividends paid : Dividend to Group Company		(200,000)	(400,000)
Financing: Repayment of capital element of finance leases and hire		(5,871) (61,354)	205,649 (72,745)
purchase payments (Decrease)/increase in cash		(67,225)	132,904
Reconciliation of net cash flow to movement in net funds			
(Decrease)/increase in cash Cash used to repay capital element of finance leases and hire purchase contracts		(67,225) 61,354	132,904 72,745
Change in net funds resulting from cash flows	;	(5,871)	205,649
New finance leases and hire purchase contracts		(37,841)	(49,432)
Movement in net funds Net funds at 1 January	19 19	(43,712) 625,672	156,217 469,455
Net funds at 31 December	19	581,960	625,672

The notes on pages 11 to 20 form part of these accounts.

NOTES TO THE ACCOUNTS at 31 December 2001

1 ACCOUNTING POLICIES:

a) Accounting convention

The accounts are prepared under the historical cost convention modified to include the revaluation of freehold land and buildings.

b) Fixed assets

All fixed assets are initially recorded at cost. Freehold land and buildings have subsequently been revalued as at 31 December 1999 with the revaluation surplus being taken to the revaluation reserve.

c) Depreciation

Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost or valuation, less estimated residual value based on prices prevailing at the date of acquistion or valuation, of each asset evenly over its expected useful life as follows:

Freehold Land & Buildings	4%
Leasehold improvements	10%
Plant and equipment	10%
Office equipment and computers	20%
Vehicles	25%

An amount equal to the excess of the annual depreciation charge on revalued assets over the notional historical cost depreciation charge on those assets is transferred annually from the revaluation reserve to the profit and loss reserve.

The carrying values of tangible fixed assets are reviewed for impairment in periods, if events or changes in circumstances indicate the carrying value may not be recoverable.

d) Stocks

Stocks are stated at the lower of cost and net realisable value.

Costs include all costs incurred in bringing each product to its present location and condition as follows:

Raw materials - purchase cost on a first-in, first-out basis.

Work-in-progress and finished goods - cost of direct materials.

Net realisable value is based on estimated selling price less any further costs expected to be incurred to completion and disposal.

e) Deferred taxation

Deferred taxation is provided using the liability method on all timing differences which are expected to reverse in the future without being replaced, calculated at the rate at which it is anticipated the timing differences will reverse.

NOTES TO THE ACCOUNTS at 31 December 2001 (continued)

1 ACCOUNTING POLICIES: (continued)

f) Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are re-translated at the rate of exchange ruling at the balance sheet date.

All differences are taken to the profit and loss account.

g) Research and development

All expenditure incurred on research and development is written off in the year of expenditure.

h) Leasing and hire purchase commitments

Assets held under finance leases, which are leases where substantially all the risks and rewards of ownership of the asset have passed to the company, and hire purchase contracts are capitalised in the balance sheet and are depreciated over their useful lives. The capital elements of future obligations under the leases and hire purchase contracts are included as liabilities in the balance sheet.

The interest elements of the rental obligations are charged in the profit and loss account over the periods of the leases and hire purchase contracts and represent a constant proportion of the balance of capital payments outstanding.

Rentals payable under operating leases are charged in the profit and loss account on a straight line basis over the lease term.

i) Pensions

The company operates a defined contribution pension scheme. Contributions are charged in the profit and loss account as they become payable in accordance with the rules of the scheme.

2 TURNOVER:

Turnover represents the invoiced amount of goods sold and services provided stated net of value added tax.

The turnover and profit on ordinary activities before taxation is totally attributable to the continuing activities of manufacture, distribution and installation of electronic gas detection instruments and systems.

An analysis of turnover by market is given below:

2001 £	2000 £
3,628,069	3,496,110
•	766,428
• •	1,735,094
256,532	247,830
6,151,122	6,245,462
	£ 3,628,069 955,869 1,310,652 256,532

NOTES TO THE ACCOUNTS at 31 December 2001 (continued)

3 OPERATING PROFIT:

This is stated after charging :	2001 £	2000 £
Depreciation of owned fixed assets Depreciation of assets held under finance leases and hire purchase contracts	123,716 43,525	130,986 30,591
	167,241	161,577
Development expenditure written off Auditors' remuneration - audit services - non-audit services Operating lease rentals - land and buildings - plant and machinery	666,092 9,700 13,750 19,750 10,205	633,472 9,750 6,850 19,750 9,150
4 DIRECTORS' EMOLUMENTS :	2001 £	2000 £
Emoluments	280,813	270,342
Company contributions paid to money purchase pension schemes	25,508	24,855
	2001 No.	2000 No.
Members of money purchase pension schemes	4	4
The employed in respect of the highest paid director are as follows:	2001 £	2000 £
The amounts in respect of the highest paid director are as follows: Emoluments	81,360	78,746
Company contributions paid to money purchase pension schemes	7,393	7,327

NOTES TO THE ACCOUNTS at 31 December 2001 (continued)

5 STAFF COSTS :	2001 otes £	2000 £
Wages and salaries Social security costs Other pension costs	2,057,388 205,491 74,313	1,898,329 198,925 73,539
	2,337,192	2,170,793
The average weekly number of employees during the year was as follows:	No.	No.
Office and management Manufacturing	59 31	56 30
	90	86
6 INTEREST RECEIVABLE:	2001 £	2000 £
Bank interest and short term deposits	32,638	45,157
7 INTEREST PAYABLE :	2001 £	2000 £
Finance charges payable under finance leases and hire purchase contracts	3,703	3,876
	3,703	5,449
8 TAX ON PROFIT ON ORDINARY ACTIVITIES:	2001 £	2000 £
U K Corporation tax Deferred taxation	127,305 16 (14,827)	211,155 (3,220)
	112,478	207,935
Corporation tax under/(over) provided in prev. year Deferred tax under provided in previous year	181 16 -	(3,633) 5,421
	112,659	209,723

NOTES TO THE ACCOUNTS at 31 December 2001 (continued)

9 DIVIDENDS:				2001 £	2000 6
Equity dividends on ord	dinary shares:		•	ž.	£
Final paid				200,000	400,000
10 TANGIBLE FIXED AS	SETS:				
	Land, Bldgs	Plant			
	& Leasehold	and	Motor		
	improvements	Fixtures	Vehicles		Total
	£	£	£		£
Cost or valuation:					
At 1 January 2001	861,698	683,544	443,876		1,989,118
Additions	-	8,163	130,694		138,857
Disposals	-	-	(169,876)		(169,876)
At 31 December 2001	861,698	691,707	404,694		1,958,099
Depreciation :					
At 1 January 2001	139,382	567,492	241,757		948,631
Charge for year	31,672	41,457	94,112		167,241
Disposals	-	-	(146,608)		(146,608)
At 31 December 2001	171,054	608,949	189,261		969,264
Net Book Value :					
At 31 December 2001	690,644	82,758	215,433		988,835
At 1 January 2001	722,316	116,052	202,119		1,040,487
•					

The net book value of motor vehicles includes an amount of £83,831 (2000 £80,992) in respect of assets held under finance leases and hire purchase contracts.

The freehold land and buildings situated at Renfrew were valued at their open market value for existing use, in accordance with the Appraisal and Valuation Manual of the Royal Institution of Chartered Surveyors, on 31 December 1999 by Gerald Eve, Chartered Surveyors, at £720,000.

On the historical cost basis, freehold land and buildings would have been included as follows:

t.
375,000
177,500
192,500

NOTES TO THE ACCOUNTS at 31 December 2001 (continued)

11 STOCKS:	notes	2001	2000
Raw materials and consumables Work-in-progress Finished goods and goods for resale		£ 529,734 54,798 60,000	464,061 54,431 39,325
		644,532	557,817
The difference between purchase price or production cand their replacement cost is not material.	ost of stocks		
12 DEBTORS:		2001	2000
Trade debtors		£ 1,132,236	£ 1,108,274
Other debtors		3,100	2,050
Prepayments and accrued income Amounts owed by parent undertaking		36,217 1,084,125	18,426 1,241,702
	-	2,255,678	2,370,452
13 CREDITORS : Amounts falling due within one year	-	2001 £	2000 £
Obligations under finance league and him numbers	15	25 404	20.525
Obligations under finance leases and hire purchase contracts	15	25,181	39,525
Trade creditors		400,580	422,928
Corporation tax Other taxes and social security costs		127,305 106,015	211,155 96,248
Accruals		128,079	199,798
		787,160	969,654
14 CREDITORS : Amounts failing due after more than o	ne year	2001 £	2000 £
Obligations under finance leases and hire purchase contracts	15	3,638	12,807

NOTES TO THE ACCOUNTS at 31 December 2001 (continued)

	NDER FINANCE LEASES AND SE CONTRACTS	notes	2001 £	2000 £
The maturity of the	ese amounts is as follows:		~	£
Amounts payable Within on In two to f	e year		26,091 3,661	41,187 13,159
			29,752	54,346
Less; finance cha	rges allocated to future periods		933	2,014
			28,819	52,332
Current of	nd hire purchase contracts are analysed bligations ent obligations	as follows: 13 14	25,181 3,638 28,819	39,525 12,807 52,332
	R LIABILITES AND CHARGES :			
The movements in years are as follow	n deferred taxation during the current an vs:	d previous		N. 1100 20 10 20 10 10 10 10 10 10 10 10 10 10 10 10 10
At 1 January Charge for the yea Adjustment relatin		8 8	2001 £ 32,112 (4,212) (10,615)	2000 £ 29,911 (3,220) 5,421
At 31 December			17,285	32,112
Full provision for d	eferred taxation has been made as follo	ows:		
Capital allowances Other timing differen	s in advance of depreciation ences		22,385 (5,100)	27,012 5,100
	,		17,285	32,112
17 SHARE CAPITAL	:		2001 No.	2000 No.
Authorised:	Ordinary shares of £1 each	***	50,000	50,000
issued :	Allotted, called up and fully paid	-	£ 27,440	£ 27,440

NOTES TO THE ACCOUNTS at 31 December 2001 (continued)

18 RECONCILIATION OF SHAREHOLDERS' FUNDS AND MOVEMENTS ON RESERVES:

	Share Capital £	Redemp'n Reserve £	Share Premium £	Revalua'n Reserve £	Profit & Loss Account £	Total £
At 1 January 2000	27,440	3,500	279,180	546,000	2,720,903	3,577,023
Profit for the year Dividend paid	-	-	-	-	455,163 (400,000)	455,163 (400,000)
At 1 January 2001	27,440	3,500	279,180	546,000	2,776,066	3,632,186
Profit for the year Dividend paid	-	-	-	~	259,554 (200,000)	259,554 (200,000)
At 31 December 2001	27,440	3,500	279,180	546,000	2,835,620	3,691,740

19 NOTES TO THE STATEMENT OF CASH FLOWS:

 Reconciliation of operating profit to net cash inflow from operating activities 	2001 £	2000 £
Operating profit	343,278	623,605
Depreciation	167,241	161,577
Gain on sale on disposal of fixed assets	(20,695)	(7,751)
Increase in stocks	(86,715)	(89,246)
Decrease in debtors	114,774	22,031
(Decrease)/increase in creditors	(84,300)	44,761
Net cash inflow from operating activities	433,583	754,977

61,354

(37,841)

(28,818)

	At 1 Jan	Cash	Other	At 31 Dec
	2001	Flows	Changes	2001
	£	£	£	£
Cash at bank and in hand	678,003	(67,225)	-	610,778

(52,331) Finance leases and hire purchase contracts 581,960 625,672 (5,871)(37,841)

c) Non-cash transactions

b) Analysis of changes in net funds

During the year, the company entered into finance lease arrangements in respect of assets with a total capital value at the inception of the lease of £37,841.

NOTES TO THE ACCOUNTS at 31 December 2001 (continued)

20 CAPITAL COMMITMENTS:

There were no capital commitments at 31 December 2001 (2000 - Nii).

21 PENSION COMMITMENTS:

The company has defined contribution pension schemes for its present directors and employees and for employees this operates on the basis of a group personal pension plan. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge for the year in respect of these schemes amounted to:

	2001 £	2000 £
Directors Employees	25,506 48,807	24,856 48,683
	74,313	73,539

No amounts were outstanding in respect of the above pension schemes at the balance sheet date.

22 OTHER FINANCIAL COMMITMENTS:

Operating leases

At 31 December 2001, the company had annual commitments under non-cancellable operating leases as set out below:

		Land and buildings		Other
	2001 £	2000 £	2001 £	2000 £
Operating leases which expire: In two to five years In over five years.	19,750	19,750	3,714 -	4,109 -
	19,750	19,750	3,714	4,109

23 CONTINGENT LIABILITY:

The directors confirm that there are no contingent liabilities at the year end.

NOTES TO THE ACCOUNTS at 31 December 2001 (continued)

24 ULTIMATE HOLDING COMPANY:

In the directors' opinion, the company's immediate and ultimate parent undertaking and controlling party is GMI Group Limited, a company incorporated in Scotland. Copies of the accounts of GMI Group Limited can be obtained from the registered office of that company.

25 RELATED PARTY TRANSACTIONS:

The directors have taken advantage of the exemptions allowed under FRS 8 relating to subsidiary undertakings.

TRADING ACCOUNT for the year ended 31 December 2001

	%	2001 £	2000 % £
Sale of instruments Carriage charged		6,068,290 82,832	6,161,620 83,842
Turnover	100.0	6,151,122	100.0 6,245,462
Cost of raw materials - Purchases Increase in stock Distribution costs		2,062,176 (86,715) 101,397	1,943,840 (89,246) 105,155
Gross profit	66.2	4,074,264	68.6 4,285,713
R. & D. materials and costs Salaries, N.I., pension and other costs Travelling and entertaining Motor car expenses Sundry selling and office costs Rent and rates Heat and light Insurances Telephones, telex, fax and post Printing and stationery Advertising Repairs and renewals Consumable materials Bad debts Legal fees Canteen Taxation & accountancy fees Gain on exchange		136,721 2,114,239 190,811 51,360 60,694 55,721 25,030 82,379 64,563 48,234 64,444 27,078 84,731 (10,748) 8,839 1,414 14,339 (1,429)	110,383 1,953,849 130,339 51,777 56,924 55,634 24,060 50,305 62,918 39,135 123,760 38,691 84,657 37,978 5,705 3,977 6,850 (3,606)
Trading profit	17.2	1,055,844	23.3 1,452,377
Interest Audit fee Depreciation Gain on sale of assets Directors' remuneration Group Charges	_	(28,935) 9,700 167,240 (20,695) 306,321 250,000	(41,281) 9,750 161,577 (7,751) 295,196 370,000
Net profit before tax	6.1	372,213	10.6 664,886