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GAS MEASUREMENT INSTRUMENTS LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2012

Company Registration Number SC025020

FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2012

CONTENTS	PAGES
Officers and professional advisers	1
The directors' report	2 to 3
Independent auditor's report to the member	4 to 5
Profit and loss account	6
Statement of total recognised gains and losses	7
Note of historical cost profits and losses	7
Balance sheet	8
Notes to the financial statements	9 to 17

OFFICERS AND PROFESSIONAL ADVISERS

YEAR ENDED 31 DECEMBER 2012

The board of directors

D S Hunter

G McGregor

L M Perez-Deisboeck

A Markin J Feldman

Company secretary

D S Hunter

Business address

Inchinnan Business Park

Renfrew Strathclyde PA4 9RG

Auditor

RSM Tenon Audit Limited

48 St Vincent Street

Glasgow G2 5TS

Bankers

Clydesdale Bank plc

30 St Vincent Place

Glasgow G1 2HL

HSBC plc

60 Queen Victoria Street

London EC4N 4TR

Solicitors

DWF LLP

310 St Vincent Street

Glasgow G2 5QR

THE DIRECTORS' REPORT

YEAR ENDED 31 DECEMBER 2012

The directors present their report and the financial statements of the company for the year ended 31 December 2012.

Principal activity and business review

The principal activity of the company during the year continued to be the development, manufacture, distribution and installation of electronic gas detection instruments and systems. Ongoing research and development of microprocessor based instrumentation has strengthened our position in our principal market and continues to offer opportunities to develop within associated markets.

As part of the Industrial Safety Technologies group, the company has further improved profitability, whilst investing in business improvements and new product development. Expanding the world-wide distribution network remains a key strategic priority.

Results and dividends

The profit for the year, after taxation, amounted to £1,409,420. Particulars of dividends paid are detailed in note 8 to the financial statements.

Financial risk management objectives and policies

The company is exposed to a moderate level of price risk, credit risk, liquidity risk and cash flow risk. The company manages these risks by financing its operations through retained profits, supplemented by long-term bank borrowings where necessary to fund expansion or capital expenditure programmes.

The management objectives are to retain sufficient liquid funds to enable it to meet its day to day requirements, minimise the company's exposure to fluctuating interest rates, and match the repayment schedule of any external borrowings or overdrafts with the future cash flows expected to arise from the company's trading activities.

The company manages its exposure to fluctuations in currency exchange rates by the use of forward exchange contracts to eliminate any uncertainty which would otherwise arise under these arrangements. The company does not utilise any other type of hedging instruments.

Research and development

The company aims to retain and enhance its market position through the design and sale of specialist gas detection equipment and associated maintenance and management systems. The company's research and development department continued to investigate new materials, sensors and electronic components. Where appropriate, these have been incorporated within existing products and have been used in the design and development of new products.

Directors

The directors who served the company during the year were as follows:

D S Hunter G McGregor M Rennie L M Perez-Deisboeck A Markin J Feldman P McGuire

M Rennie resigned as a director on 29 June 2012. P McGuire resigned as a director on 27 July 2012.

THE DIRECTORS' REPORT (continued)

YEAR ENDED 31 DECEMBER 2012

Directors' responsibilities

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare 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:

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In so far as the directors are, individually, aware:

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

Auditor

RSM Tenon Audit Limited are deemed to be reappointed under section 487(2) of the Companies Act 2006.

Signed on behalf of the directors

A Markin Director

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF GAS MEASUREMENT INSTRUMENTS LIMITED

YEAR ENDED 31 DECEMBER 2012

We have audited the financial statements of Gas Measurement Instruments Limited for the year ended 31 December 2012 on pages 6 to 17. 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 member, 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 member 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 member as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2012 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 matters 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF GAS MEASUREMENT INSTRUMENTS LIMITED (continued)

YEAR ENDED 31 DECEMBER 2012

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.

David Holt, Senior Statutory Auditor

Who fue Adil Loubl

For and on behalf of

RSM Tenon Audit Limited

Statutory Auditor 48 St Vincent Street

Glasgow G2 5TS

13/5/12

PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 DECEMBER 2012

Note 2	2012 £ 10,330,030	2011 £ 9,210,485
	(4,946,828)	(4,375,024)
	5,383,202	4,835,461
	(123,629) (3,495,493)	(110,335) (3,912,520)
3	1,764,080	812,606
3	1,764,080 1,764,080	870,606 (58,000) 812,606
6	326 (47) 1 764 359	749 (4) 813,351
7	(354,939)	(100,485) 712,866
	3 3 6	Note £ 2 10,330,030 (4,946,828) 5,383,202 (123,629) (3,495,493) 3 1,764,080 3 1,764,080 3 1,764,080 6 (47) 1,764,359

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

The notes on pages 9 to 17 form part of these financial statements.

GAS MEASUREMENT INSTRUMENTS LIMITED STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES YEAR ENDED 31 DECEMBER 2012

2012	2011
£	£
1,409,420	712,866
_	(57,800)
1,409,420	655,066
2012 f	2011 F
1,764,359	813,351
14,200	21,600
1,778,559	834,951
1,423,620	734,466
	£ 1,409,420 1,409,420 2012 £ 1,764,359 14,200 1,778,559

The notes on pages 9 to 17 form part of these financial statements.

Registered Number SC025020

BALANCE SHEET

31 DECEMBER 2012

		201:	2	201	1
	Note	£	3	£	£
Fixed assets					
Tangible assets	9		1,067,782		1,076,648
Investments	10		1		_
			1.067.783		1,076,648
Current assets			1,007,703		1,070,040
Stocks	11	1,349,582		1.047.431	
Debtors	12	4,553,569		3.891.204	
Cash at bank and in hand		877,210		585,379	
Craditara, Amazonto fallina des		6,780,361		5,524,014	
Creditors: Amounts falling due within one year	13	(1,628,150)		(1,537,822)	
Net current assets			5,152,211		3,986,192
Total assets less current liabilities			6,219,994		5,062,840
Provisions for liabilities					
Deferred taxation	14		(22,386)		(24,652)
Sololio taxallon					
			6,197,608		5,038,188
Capital and reserves					
Called-up share capital	18		27,440		27,440
Share premium account	19		279,180		279,180
Revaluation reserve	20		664,100		678,300
Other reserves	21		3,500		3,500
Profit and loss account	22		5,223,388		4,049,768
Shareholder's funds	23		6,197,608		5,038,188
					

These financial statements were approved by the directors and authorised for issue on ...) may 2013 and are signed on their behalf by:

D Hunter

The notes on pages 9 to 17 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2012

1. Accounting policies

Basis of accounting

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of certain fixed assets, and in accordance with applicable accounting standards.

Consolidation

The company was, at the end of the year, a wholly-owned subsidiary of another company incorporated in the EEA and in accordance with Section 400 of the Companies Act 2006, is not required to produce, and has not published, consolidated accounts.

Cash flow statement

The directors have taken advantage of the exemption in Financial Reporting Standard 1 from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its parent publishes a consolidated cash flow statement.

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 wholly attributable to the continuing activities of manufacture, distribution and installation of electronic gas detection instruments and systems.

Research and development

Research and development expenditure, net of any grants receivable, is charged to the profit and loss account in the year in which it is incurred, with the exception of tooling and certification costs, where these relate to released products that are expected to have a life span in their current form in excess of 5 years.

Tangible fixed assets

Tangible fixed assets are initially stated at cost or revaluation less depreciation. Cost represents purchase price together with any incidental costs of acquisition.

Revaluation

Revaluation surpluses are taken to the revaluation reserve. Deficits on subsequent revaluations are charged to the profit and loss account if they are considered to arise as a result of the consumption of the economic benefits provided by the asset. Other deficits on revaluation are charged to the revaluation reserve up to the amount of the associated revaluation surplus. Any excess deficits are charged to the profit and loss account.

Where an asset that was previously revalued is disposed of, its book value is eliminated and an appropriate transfer is made from the revaluation reserve to the profit and loss reserve.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2012

1. Accounting policies (continued)

Depreciation

Depreciation is calculated so as to write off the cost or revaluation of an asset, net of anticipated disposal proceeds, over the useful economic life of that asset as follows:

Freehold Buildings -

4% straight line

Leaseholds Improvements - Plant and Fixtures -

10% straight line 10 - 20% straight line

Motor Vehicles

25% straight line

The basis of the valuation is existing use value.

Stocks

Stock is valued at the lower of cost and net realisable value after making due allowances for obsolete and slow moving items. Cost consists of the purchase cost, on a latest cost basis, and includes the normal cost of bringing stock to its present location and condition.

Work in progress

Work in progress is valued on the basis of direct material costs based on a normal level of activity.

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

Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

Pension costs

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year. The assets of the scheme are held separately from those of the company in an independently administered fund.

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 tax, or a right to pay less tax, or a right to receive repayments of tax.

Deferred tax assets are recognised only to the extent that the directors consider it 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 assets and liabilities recognised have not been discounted. Deferred tax is measured on a non discounted basis at the average 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.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2012

1. Accounting policies (continued)

Foreign currencies

Transactions denominated in foreign currencies are recorded at the rates of exchange ruling at the dates of the transactions, or at an average rate for the period if the rates do not fluctuate significantly. Monetary assets and liabilities are translated at year end exchange rates or, where appropriate, at rates of exchange fixed under the terms of the relevant transaction. The resulting exchange rate differences are charged to the profit and loss account.

Financial instruments

Financial instruments are classified and accounted for as financial assets, financial liabilities or equity instruments, according to the substance of the contractual arrangement.

Financial instruments which are assets are stated at cost less any provision for impairment. Financial liabilities are stated at principal capital amounts outstanding at the period end. Issue costs relating to financial liabilities are deducted from the outstanding balance and are amortised over the period to the due date for repayment of the financial liability.

An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities. A financial liability is any contractual arrangement for an entity to deliver cash to the holder of the associated financial instrument.

2. Turnover

The turnover and profit before tax are attributable to the one principal activity of the company.

An analysis of turnover is given below:

	2012	2011
	£	£
United Kingdom	4,426,217	3,995,789
Europe	1,458,992	837,103
North and South America	3,453,851	2,662,491
Rest of World	990,970	1,715,102
	10,330,030	9,210,485
Rest of vvoria		<u> </u>

3. Operating profit

Operating profit is stated after charging/(crediting):

	2012	2011
	£	£
Amortisation of government grants	-	(65,432)
Depreciation of owned fixed assets	130,684	135,956
Profit on disposal of fixed assets	(11,487)	(2,473)
Auditors remuneration	12,025	15,000
Operating lease costs:		
- Other	32,000	32,000
Net loss on foreign currency translation	43,022	62,987
Exceptional item - closure expenses	_	58,000
Research and development	171,205	87,720
·		

The exceptional item in the prior year comprises expenses incurred in the closure of the company's operations in Gainesville, USA.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2012

4. Particulars of employees

The average number of staff employed by the company during the financial year amounted to:

	2012 No	2011 No
Office and management	34	34
Manufacturing	61	61
• • • • • • • • • • • • • • • • • • •		
	95	95
		
The aggregate payroll costs of the above were:		
	2012	2011
	£	£
Wages and salaries	3,296,622	3,104,413
Social security costs	281,458	288,710
Other pension costs	78,030	522,110
	3,656,110	3,915,233

5. Directors' remuneration

The directors' aggregate remuneration in respect of qualifying services were:

	2012 £	2011 £
Remuneration receivable Value of company pension contributions to defined	300,700	293,703
contribution schemes	21,100	469,308
	321,800	763,011
Remuneration of highest paid director:		
	2012 £	2011 £
Total remuneration (excluding pension contributions) Value of company pension contributions to defined	143,340	91,362
contribution schemes	8,890	159,620
	152,230	250,982

The number of directors accruing benefits under company pension schemes was as follows:

2012	2011
No	No
3	3
	No

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2012

5.	Interest payable and similar charges						
		2012	2011				
	Interest payable on bank borrowing	£ 47	£ 4				
7.	Taxation on ordinary activities						
	(a) Analysis of charge in the year		2244				
		2012 £	2011 £				
	In respect of the year:	~	~				
	UK Corporation tax	423,820	215,084				
	Over provision in prior year	(66,615)	(112,245)				
		357,205	102,839				
	Deferred tax:						
	Origination and reversal of timing differences	(2,266)	(2,354)				
	Tax on profit on ordinary activities	354,939	100,485				
	(b) Factors affecting current tax charge						
	The tax assessed on the profit on ordinary activities for corporation tax in the UK of 24% (2011 - 26%).	or the year is lower than	the standard rate o				
		2012 £	2011 £				
	Profit on ordinary activities before taxation	1,764,359	813,351				
	Profit on ordinary activities by rate of tax	423,446	211,471				
	Effects of:						
	Expenses not deductible for tax purposes Depreciation for period in excess of capital	4,180	2,854				
	allowances	8,370	(3,245				
	Group relief Tax chargeable at higher rates	(20,779) 8,603	- 4,004				
	Adjustments to tax charge in respect of previous	0,000	,,001				
	periods	(66,615)	(112,245				
	Total current tax (note 7(a))	357,205	102,839				
3.	Dividends						
	Equity dividends	2012 £	2011 £				
	Paid during the year	~	A.				
	Equity dividends on ordinary shares	250,000	_				

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2012

9. Tangible fixed assets

	Land, Buildings and Leasehold Improvements £	Plant and Fixtures £	Motor Vehicles £	Total £
Cost or valuation	~	-	~	~
At 1 January 2012	946,918	733,508	210,788	1,891,214
Additions	-	72,754	50,690	123,444
Disposals			(73,248)	(73,248)
At 31 December 2012	946,918	806,262	188,230	1,941,410
Depreciation				
At 1 January 2012	187,971	484,096	142,499	814,566
Charge for the year	31,854	55,341	43,489	130,684
On disposals			(71,622)	(71,622) ———
At 31 December 2012	2 <u>19,825</u>	539,437	114,366	873,628
Net book value				
At 31 December 2012	727,093	266,825	73,864	1,067,782
At 31 December 2011	758,947	249,412	68,289	1,076,648

The factory and office buildings were valued on an open market basis in February 2012 by Graham + Sibbald, Chartered Surveyors. The directors are not aware of any other material change in the valuation.

In respect of certain fixed assets stated at valuations, the comparable historical cost and depreciation values are as follows:

·	2012 £	2011 £
Net book value at end of year	585,600	667,800
Historical cost	375,000	375,000
Depreciation:		
At 1 January 2012	342,500	327,500
Charge for year	15,000	15,000
At 31 December 2012	357,500	342,500
	23-03-02	
Net historical cost value:		
At 31 December 2012	17,500	32,500
At 1 January 2012	32,500	47,500
,	32,000	

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2012

10.	Investments

Corporation tax

VAT

PAYE and social security

Accruals and deferred income

Amounts owed to group undertakings

			Investments in subsidiary undertaking £
	Cost Additions		_1
	At 31 December 2012		1
	Net book value At 31 December 2012		_1
	At 31 December 2011		
	The company owns 100% of the issued share a company registered in Scotland. The compa a profit of £nil and has net assets of £1.	capital of Gas Performance in was dormant throughout the	Testing Services Ltd, ne year therefore has
11.	Stocks		
	Raw materials Work in progress Finished goods	2012 £ 1,164,407 122,938 62,237 1,349,582	2011 £ 834,430 92,556 120,445 1,047,431
12.	Debtors		
	Trade debtors Amounts owed by group undertakings Other debtors Prepayments and accrued income	2012 £ 1,295,085 3,157,042 4,041 97,401 4,553,569	2011 £ 1,671,019 2,084,352 6,437 129,396 3,891,204
13.	Creditors: Amounts falling due within one y	/ear	
		2012 £	2011 £
	Trade creditors	383,324	660,810

357,205

76,059

54,737 756,825

1,628,150

2,911

117,084

78,654

21,334

657,029

1,537,822

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2012

14. Deferred taxation

The movement in the deferred taxation provision during the year was:

	2012	2011
84.4 January 2049	24.052	17.00c
At 1 January 2012 Profit and loss account movement arising during the	24,652	27,006
year	(2,266)	(2,354)
At 31 December 2012	22,386	<i>24,652</i>

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

	2012	2011
	£	£
Excess of taxation allowances over depreciation on		
fixed assets	22,386	24,652

15. Commitments under operating leases

At 31 December 2012 the company had annual commitments under non-cancellable operating leases as set out below.

	Land and buildings 2012	Land and buildings 2011
	£	2011 £
Operating leases which expire:		
Within 2 to 5 years	32,000	-
After more than 5 years	-	32,000
	32,000	32,000
		

16. Contingent liability

The group bank loan facility in the parent company, GMI Group Holdings Limited, is secured by a floating charge over all the assets of the company. The total amount due by GMI Group Holdings Limited to HSBC Bank plc at 31 December 2012 was £4,779,132.

17. Related party transactions

There are no transactions with related parties which are required to be disclosed under Financial Reporting Standard 8.

18. Share capital

Allotted, called up and fully paid:

	2012		2011	
	No	£	No	£
Ordinary shares of £1 each	27,440	27,440	27,440	27,440

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2012

19.	Share premium account		
		2012	2011
	Share premium	£ 279,180	£ 279,180
20.	Revaluation reserve		
		2012	2011
	Balance brought forward Revaluation of fixed assets	£ 678,300 —	£ 757,700 (57,800)
	Transfer to the Profit and Loss Account on realisation	(14,200)	(21,600)
	Balance carried forward	664,100	<u>678,300</u>
21.	Other reserves		
		2012	2011
	Capital redemption reserve	£ 3,500	£ 3,500
22.	Profit and loss account		
		2012 £	2011 £
	Balance brought forward	4,049,768	3,315,302
	Profit for the financial year	1,409,420	712,866
	Equity dividends Transfer from revaluation reserve	(250,000) 14,200	21,600
	Balance carried forward	5,223,388	4,049,768
23.	Reconciliation of movements in shareholder's fund	Is	
		2012	2011
		£	£
	Profit for the financial year Other net recognised gains and losses	1,409,420 —	712,866 (57,800)
	Equity dividends	(250,000)	_
	Net addition to shareholder's funds	1,159,420	655,066
	Opening shareholder's funds	5,038,188	4,383,122
	Closing shareholder's funds	6,197,608	5,038,188

24. Immediate and ultimate parent company

The immediate parent company is GMI Group Holdings Limited, a company incorporated in Scotland, and the ultimate parent company is Industrial Safety Technologies LLC, a company incorporated in the United States of America.

25. Ultimate controlling party

The ultimate controlling party throughout the current and previous year is Battery Investment Partners IX LLC.