

Company Registration No 01008835

JAYBEAM LIMITED

Report and Financial Statements

31 December 2011



JAYBEAM LIMITED

REPORT AND FINANCIAL STATEMENTS 2011

CONTENTS	Page
Officers and professional advisers	1
Directors' report	2
Independent auditor's report	4
Profit and loss account	5
Balance sheet	6
Notes to the financial statements	7

JAYBEAM LIMITED

OFFICERS AND PROFESSIONAL ADVISERS

REPORT AND FINANCIAL STATEMENTS 2011

DIRECTORS

R Norwitt
Z Raley
D Reardon
L Walter (Resigned 24 June 2011)

SECRETARY

E Wetmore

REGISTERED OFFICE

Rutherford Drive Park Farm South
Wellingtonborough
Northants
NN8 6AX

AUDITOR

Deloitte LLP
Nottingham

JAYBEAM LIMITED

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 31 December 2011

PRINCIPAL ACTIVITY

The principal activity of the company continued to be the design and manufacture of telecommunication antenna systems and associated equipment

REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

During the year the company's gross margins decreased to 23 % (2010 33%) due to strategic changes in operational strategies and also due to fierce price competition. Turnover increased to £10,120,637 (2010 £8,154,706) from growth in export markets and also expansions in the home market. Profit after tax increased to £886,233 (2010 loss of £333,438) due to a conscious effort to reduce costs and overheads. The company expects revenue to grow in coming years due to developments in the markets and price pressure will continue to drive cost reductions to maintain gross margins.

PRINCIPAL RISKS AND UNCERTAINTIES

The key business and uncertainties affecting the company are considered to relate to competition from both national and international competitors, fluctuations in demand of the wireless industry, commodity price increases and employee retention.

KEY PERFORMANCE INDICATORS

Given the straight forward nature of the business, the companies directors are of the opinion that the KPI's necessary for an understanding of the development, performance or position of the business are turnover, gross margin and profit after tax which are commented on above.

RESEARCH AND DEVELOPMENT

The existing product range continues with its prudent policy of expensing research and development in the year in which it is incurred.

DIRECTORS

The directors who served during the year and subsequently to the date of this report are disclosed on page 1.

GOING CONCERN

The company's business activities, together with the factors likely to affect its future development, performance and financial position are set out above. The financial position of the company and its liquidity position are outlined in the profit and loss account and balance sheet.

The company has sufficient financial resources for its operations and as a consequence, the directors believe that the company is well placed to manage its business risks despite the current uncertain economic outlook. The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

DIVIDENDS

The directors do not recommend payment of a dividend (2010 £Nil).

JAYBEAM LIMITED

DIRECTORS' REPORT

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Annual 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 group, and of the profit or loss of the group for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments 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

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.

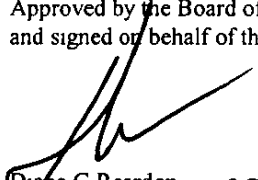
AUDITOR

In the case of each of the persons who are directors of the company at the date when this report is approved

- so far as each of the directors is aware, there is no relevant audit information (as defined in the Companies Act 2006) of which the company's auditor is unaware, and
- each of the directors has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006. Deloitte LLP have expressed their willingness to continue in office as auditor and a resolution to reappoint them as the company's auditor will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors
and signed on behalf of the Board


Diana G Reardon
Director

25 September 2012

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF JAYBEAM LIMITED

We have audited the financial statements of Jaybeam Limited for the year ended 31 December 2011 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 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 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.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement, 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 the 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 implication 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 2011 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.

Alistair Pritchard FCA

Alistair Pritchard FCA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Nottingham, United Kingdom

25 September 2012

JAYBEAM LIMITED

PROFIT AND LOSS 31 December 2011

	Note	2011 £	2010 £
TURNOVER	2	10,120,637	8,154,706
Cost of sales		(7,801,042)	(5,455,032)
GROSS PROFIT		2,319,595	2,699,674
Distribution costs		(135,251)	(161,386)
Administrative expenses		(1,358,637)	(2,500,414)
Loss on exchange		(56,552)	(155,544)
OPERATING PROFIT/(LOSS)	4	769,155	(117,670)
Exceptional items	5	-	(187,322)
Interest receivable and similar income	6	183,943	38
Interest payable	7	(18,132)	(28,484)
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		934,966	(333,438)
Tax on profit/(loss) on ordinary activities	8	(48,733)	-
PROFIT/(LOSS) FOR THE FINANCIAL YEAR	17	886,233	(333,438)

All results derive from continuing operations

The company has no recognised gains or losses other than the result for the financial year. Accordingly, no statement of total recognised gains and losses is given.

The notes on pages 7 to 16 form part of these financial statements.

JAYBEAM LIMITED**BALANCE SHEET
31 December 2011**

	Note	2011 £	2010 £
FIXED ASSETS			
Intangible assets	9	-	377
Tangible fixed assets	10	1,650,817	1,679,266
Investments	11	421,214	421,214
		<u>2,072,031</u>	<u>2,100,857</u>
CURRENT ASSETS			
Stocks	12	1,498,788	1,613,142
Debtors	13	2,461,601	4,687,517
Cash at bank and in hand		2,699,838	449,010
		<u>6,660,227</u>	<u>6,749,669</u>
CREDITORS. amounts falling due within one year	14	(1,934,045)	(2,863,775)
NET CURRENT ASSETS		<u>4,726,182</u>	<u>3,885,894</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		6,798,213	5,986,751
PROVISION FOR LIABILITIES	15	(35,525)	(110,296)
NET ASSETS		<u>6,762,688</u>	<u>5,876,455</u>
CAPITAL AND RESERVES			
Called up share capital	16	4,400,000	4,400,000
Share premium account	17	19,909	19,909
Profit and loss account	17	2,342,779	1,456,546
EQUITY SHAREHOLDERS' FUNDS		<u>6,762,688</u>	<u>5,876,455</u>

The financial statements were approved by the Board of Directors on **25 September 2012**


Diana O Reardon

Director

Company number 01008835

JAYBEAM LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2011

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements are prepared under the historical cost convention, as modified by the revaluation of certain fixed assets

The company has taken advantage of the exemption for Financial Reporting Standard Number 1 from the requirement to produce a cashflow statement on the grounds that consolidated financial statements are prepared by the parent company

Group financial statements

The financial statements present information about the company as an individual undertaking and not about its group. The company has not prepared group financial statements as it is exempt from the requirements to do so by section 401 of the Companies Act 2006 as it is a subsidiary undertaking of Amphenol Corporation, a company incorporated in the USA, and is included in the consolidated financial statements of that company. Information relating to the parent company can be found in note 19.

Tangible fixed assets

Tangible fixed assets other than freehold land are stated at cost less depreciation. Depreciation is provided at rates calculated to write each asset down to its estimated residual value over its expected useful life as follows:

Freehold buildings	25 years straight line
Plant & machinery	4 to 7 years straight line
Fixtures, fittings and equipment	3 to 7 years straight line
Land	Not depreciated

Assets acquired from group companies are depreciated over their remaining useful life.

Intangible assets

Patents are capitalised and stated at cost less amortisation. Amortisation is provided at rates calculated to write each asset down over its expected useful life of 4 years.

Investments

Fixed asset investments are stated at cost or valuation less any provision for impairment. All upward movements are taken to the revaluation reserve, with all downward movements being taken to the profit and loss account, or the revaluation reserve to the extent that it reverses a previous revaluation.

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowances for obsolete and slow moving items, and include an element of direct labour costs.

Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

JAYBEAM LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2011

1. ACCOUNTING POLICIES (Continued)

Taxation

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date

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 right to pay less

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 and laws enacted or substantively enacted at the balance sheet date

Research and development

Monetary and development expenditure is written off to the profit and loss account in the period in which it is incurred

Foreign currencies

Transactions denominated in foreign currencies are translated into sterling at the rates ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the rates ruling at that date. These translation differences are dealt with in the profit and loss account

The results of overseas operations are translated at the average rates of exchange during the period and their balance sheets at the rates ruling at the balance sheet date. Exchange differences arising on the opening net assets and the results of overseas operations are reported in the statement of total recognised gains and losses. All other exchange differences are included in the profit and loss account

Pensions

In respect of the defined contribution scheme, the pension costs charged against operating profits are the contributions payable to the scheme in respect of the accounting period

2. TURNOVER

By class of business

	2011 Turnover £	2010 Turnover £
United Kingdom	2,121,267	3,232,118
Europe	2,904,287	1,462,734
Rest of the world	5,095,083	3,459,854
	<u>10,120,637</u>	<u>8,154,706</u>

JAYBEAM LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Continued) Year ended 31 December 2011

3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

	2011 Number	2010 Number
Number of persons employed (including directors)		
Production	42	75
Selling and distribution	6	9
General and administration	4	5
	<u>52</u>	<u>89</u>
	£	£
Staff costs during the year (including directors)		
Wages and salaries	1,391,120	1,958,606
Social security costs	131,732	169,709
Pension costs	42,408	48,861
	<u>1,565,260</u>	<u>2,177,176</u>

No directors received any remuneration for their services during the period (2010 nil). The remuneration costs were borne by other group companies. It is not practical to allocate their remuneration between their services to Jaybeam Limited and other companies within the group.

4. OPERATING PROFIT/(LOSS)

	2011 £	2010 £
Operating profit/(loss) is after charging/(crediting):		
Depreciation of own fixed assets	160,979	203,214
Amortisation of intangible assets	377	4,176
Loss on foreign exchange transactions	56,552	155,544
Operating lease rentals – other assets	26,521	37,098
Auditor's remuneration		
Statutory auditor's remuneration for the audit of the company's annual financial statements	17,750	17,750
	<u></u>	<u></u>

There were no non audit fees payable to the company's statutory auditor in the current or preceding year.

5. EXCEPTIONAL ITEMS

	2011 £	2010 £
Redundancy costs	<u>-</u>	<u>187,322</u>

JAYBEAM LIMITED**NOTES TO THE FINANCIAL STATEMENTS (Continued)**
Year ended 31 December 2011**6. INTEREST RECEIVABLE AND SIMILAR INCOME**

	2011	2010
	£	£
Bank interest	<u>183,943</u>	<u>38</u>

7. INTEREST PAYABLE

	2011	2010
	£	£
Bank loans and overdrafts	18,132	26,046
Interest payable on inter group loan	-	2,438
	<u>18,132</u>	<u>28,484</u>

8. TAX ON PROFIT/(LOSS) ON ORDINARY ACTIVITIES

a) Analysis of charge in the year	2011	2010
	£	£
Current tax		
UK corporation tax at 26.5% (2010: 28%) based on the profit/(loss) for the year	<u>48,733</u>	<u>-</u>
Total current tax (note 8b)	<u>48,733</u>	<u>-</u>
Deferred tax		
Deferred tax credit for the current year	<u>-</u>	<u>-</u>
Total deferred tax	<u>-</u>	<u>-</u>
Total tax	<u>48,733</u>	<u>-</u>

JAYBEAM LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Continued) Year ended 31 December 2011

8. TAX ON PROFIT/(LOSS) ON ORDINARY ACTIVITIES (Continued)

b) Factors affecting the tax charge for the year

The tax assessed for the year differs to the standard rate of corporation tax in the UK of 26.5% (2010: 28%)
The differences are explained below

	2011 £	2010 £
Profit/(loss) on ordinary activities before tax	934,966	(333,438)
Loss on ordinary activities multiplied by the standard rate of corporation tax in the UK at 26.5% (2010: 28%)	247,766	(93,363)
Effects of:		
Expenses not deductible for tax purposes	24,379	20,872
Capital allowances in excess of depreciation	17,432	32,469
Utilisation of tax losses	(224,558)	-
Other tax adjustments	(16,286)	40,022
Current tax charge for the year (note 8a)	48,733	-

The UK Government announced a reduction in the standard rate of UK corporation tax from 28% to 26% effective 1 April 2011 and to 24% effective 1 April 2012. These rate reductions became substantively enacted in March 2011 and March 2012, respectively. Accordingly, the company's profits for this financial year are taxed at an effective rate of 26.5%.

The UK Government also proposed changes to further reduce the standard rate of the UK corporation tax by 1% per annum to 22% by 1 April 2014. As these rates were not substantively enacted at the balance sheet date, the rate reduction is not yet reflected in these financial statements in accordance with FRS 19, as it is a non-adjusting event occurring after the reporting period. The effect of these tax rate reductions on the deferred tax balance will be accounted for in the period in which the tax rate reductions are substantively enacted.

9. INTANGIBLE FIXED ASSETS

	Patents £
Cost	
At 1 January 2011 and 31 December 2011	41,252
	<u>41,252</u>
Amortisation	
At 1 January 2011	40,875
Charge for the year	377
	<u>41,252</u>
Net book value	
At 31 December 2011	-
At 31 December 2010	<u>377</u>

JAYBEAM LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Continued) Year ended 31 December 2011

10 TANGIBLE FIXED ASSETS

	Freehold land and buildings £	Plant and machinery £	Fixtures, fitting & equipment £	Total £
Cost				
At 1 January 2011	2,735,280	947,252	569,151	4,251,683
Additions	-	24,088	108,442	132,530
Disposals	-	(4,568)	-	(4,568)
At 31 December 2011	<u>2,735,280</u>	<u>966,772</u>	<u>677,593</u>	<u>4,379,645</u>
Depreciation				
At 1 January 2011	1,178,142	893,510	500,765	2,572,417
Charge for the year	83,737	39,342	37,900	160,979
Disposals	-	(4,568)	-	(4,568)
At 31 December 2011	<u>1,261,879</u>	<u>928,284</u>	<u>538,665</u>	<u>2,728,828</u>
Net book value				
At 31 December 2011	<u>1,473,401</u>	<u>38,488</u>	<u>138,928</u>	<u>1,650,817</u>
At 31 December 2010	<u>1,557,138</u>	<u>53,742</u>	<u>68,386</u>	<u>1,679,266</u>

The amount of land and buildings relating to freehold land on which depreciation is not being provided is £636,289 (2010 £636,289)

JAYBEAM LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Continued) Year ended 31 December 2011

11 FIXED ASSET INVESTMENTS

	Shares in subsidiary undertakings £
Cost	
At 1 January 2011 and at 31 December 2011	7,192,629
Provisions for impairment	
At 1 January 2011 and at 31 December 2011	(6,771,415)
Net book value	
At 1 January 2011 and at 31 December 2011	421,214

Holdings of more than 20%

As at the year end, the company holds more than 20% of the share capital of the following companies

Company	Country of incorporation	Shares held Class	%	Principal activity
Subsidiary undertakings				
RSI International Limited	UK	£0.01 ordinary	100	Dormant

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial period were as follows

	Capital and reserves 2011 £	Result for the period to 2011 £
RSI International Limited	421,214	-

The company has not prepared group financial statements as it is exempt from the requirement to do so by section 401 of the Companies Act 2006 as it is a subsidiary undertaking of Amphenol Corporation, a company incorporated in USA, and is included in the consolidated financial statements of that company

JAYBEAM LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Continued) Year ended 31 December 2011

12. STOCKS

	2011 £	2010 £
Raw materials and consumables	1,040,996	821,776
Work in progress	107,638	290,251
Finished goods and goods held for resale	350,154	501,115
	<u>1,498,788</u>	<u>1,613,142</u>

There is no material difference between the carrying value of stock and its replacement value

13. DEBTORS: amounts falling due within one year

	2011 £	2010 £
Trade debtors	2,338,003	1,354,919
Amounts owed by fellow subsidiary undertakings	61,423	3,270,624
Other debtors	403	8,768
Prepayments and accrued income	61,772	53,206
	<u>2,461,601</u>	<u>4,687,517</u>

14. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2011 £	2010 £
Bank overdrafts	-	1,324,992
Trade creditors	926,909	509,030
Amounts owed to subsidiary undertakings	701,146	732,997
Other taxation and social security	71,616	67,647
Other creditors	55	792
Accruals and deferred income	182,056	223,680
Stakeholder pension	3,530	4,637
Corporation tax	48,733	-
	<u>1,934,045</u>	<u>2,863,775</u>

JAYBEAM LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Continued) Year ended 31 December 2011

15 PROVISION FOR LIABILITIES

	£			
At 1 January 2011				110,296
Utilised in the period				(15,000)
Released in the period				(59,771)
Balance at 31 December 2011				<u>35,525</u>
	Unprovided 2011 £	Unprovided 2010 £	Provided 2011 £	Provided 2010 £
Deferred taxation				
Accelerated capital allowances	(251,757)	(253,920)	-	-
Timing differences relating to warranty provision	(5,883)	(28,405)	-	-
Trading losses	(882,452)	(1,107,010)	-	-
Other provisions				
Warranty provisions	-	-	35,525	110,296
	<u>(1,140,092)</u>	<u>(1,389,335)</u>	<u>35,525</u>	<u>110,296</u>

16 CALLED UP SHARE CAPITAL

	2011 £	2010 £
Allotted, called up and fully paid		
1,000,000 ordinary shares of £1 each	1,000,000	1,000,000
3,400,000 preference shares of £1 each	3,400,000	3,400,000
	<u>4,400,000</u>	<u>4,400,000</u>

17 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	Share premium account £	Profit and loss account £	Share capital £	Total shareholders' funds £
At 1 January 2011	19,909	1,456,546	4,400,000	5,876,455
Profit for the year	-	886,233	-	886,233
At 31 December 2011	<u>19,909</u>	<u>2,342,779</u>	<u>4,400,000</u>	<u>6,762,688</u>

JAYBEAM LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Continued) Year ended 31 December 2011

18. OTHER FINANCIAL COMMITMENTS

At 31 December 2011, the company had annual commitments under non-cancellable operating leases as set out below

	2011 £	2010 £
Operating leases which expire		
Within one year	-	4,764
Within one to two years	11,478	-
Within two to five years	9,496	24,852
	<u>20,974</u>	<u>29,616</u>

19. PARENT UNDERTAKINGS AND CONTROLLING PARTY

At the end of the year, the directors consider the ultimate parent undertaking and the ultimate controlling party to be Amphenol Corporation, a company registered in the United States of America. Copies of its group financial statements, which include the company, are available from 358 Hall Avenue, Wallingford, CT 06492, USA

20. RELATED PARTY TRANSACTIONS

Transactions with Group Companies

The company has taken advantage of the exemption in Financial Reporting Standard Number 8 not to disclose transactions with other group companies as consolidated financial statements are prepared which are publicly available