ABLE INSTRUMENTS AND CONTROLS LIMITED STRATEGIC REPORT, REPORT OF THE DIRECTOR AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

AGHS Accounting & Taxation Services Limited
Chartered Accountants and
Statutory Auditors
14 Progress Business Centre
Whittle Parkway
Slough
Berkshire
SL1 6DQ

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ABLE INSTRUMENTS AND CONTROLS LIMITED

COMPANY INFORMATION FOR THE YEAR ENDED 31 DECEMBER 2014

DIRECTOR:	M J Shortall
SECRETARY:	Mrs S V Shortall
REGISTERED OFFICE:	Cutbush Park Danehill Lower Earley Reading Berkshire RG6 4UT
REGISTERED NUMBER:	01851002 (England and Wales)
AUDITORS:	AGHS Accounting & Taxation Services Limited Chartered Accountants and Statutory Auditors 14 Progress Business Centre Whittle Parkway Slough Berkshire SL1 6DQ

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2014

The director presents his strategic report for the year ended 31 December 2014.

The results of the year and financial position of the company at year-end are shown in the annexed financial statements and are considered very robust in an Economy emerging from recession.

REVIEW OF BUSINESS

Turnover was slightly below budget is largely due to the downturn in Oil & Gas projects the full impact of which will more likely be felt in 2015.

Despite the downturn in the oil and gas market the company continues its investment in Intellectual Property with pending patents on multiphase and exploration and drilling mass metering innovations.

As part of the company is diversification strategy progress continues in the company's core business activities with the development of completely new e-commerce Business to Business web store which will significantly improve our penetration of the instrument Component market.

Key Performance Indicators identified were the decrease in turnover by 4.14% (2013: decrease of 24.6%), discussed above, and the increase in gross profit margin to 47.4% (2013: 47.3%), highlighting the strength of the Company's core business.

PRINCIPAL RISKS AND UNCERTAINTIES

The company's operations expose it to a variety of risks and uncertainties including competition, demand for the company's goods and services through industry-wide trends and the general state of the economy.

The company is also subject to financial risks including interest rate risks and credit risk. Interest rate risks exist in respect of the company's exposure to bank loans and other borrowings. These are mitigated by careful management of the levels of borrowing.

Credit risk exists in respect of the recoverability of trade debts, but this is mitigated by an active credit control process and as a result the company's bad debts over recent years have been minimal.

ON BEHALF OF THE BOARD:

M J Shortall - Director

29 October 2015

REPORT OF THE DIRECTOR FOR THE YEAR ENDED 31 DECEMBER 2014

The director presents his report with the financial statements of the company for the year ended 31 December 2014.

DIVIDENDS

Dividends of £105,000 were paid during the year.

DIRECTOR

M J Shortall held office during the whole of the period from 1 January 2014 to the date of this report.

STATEMENT OF DIRECTOR'S RESPONSIBILITIES

The director is responsible for preparing the Report of the Director and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has 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 director must not approve the financial statements unless he is 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 these financial statements, the director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is 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 him to ensure that the financial statements comply with the Companies Act 2006. He is 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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the director is aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS

Under the Companies Act 2006, the appointment of the auditors, AGHS Accounting & Taxation Services Limited, is deemed without the need of an Annual General Meeting.

ON BEHALF OF THE BOARD:

M J Shortall - Director

29 October 2015

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF ABLE INSTRUMENTS AND CONTROLS LIMITED

We have audited the financial statements of Able Instruments And Controls Limited for the year ended 31 December 2014 on pages six to sixteen. 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 a Report of the Auditors 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 director and auditors

As explained more fully in the Statement of Director's Responsibilities set out on page three, the director is 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 director; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Strategic Report and the Report of the Director to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. 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 2014 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 Strategic Report and the Report of the Director for the financial year for which the financial statements are prepared is consistent with the financial statements.

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF ABLE INSTRUMENTS AND CONTROLS LIMITED

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 director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Mr R K Parsons (Senior Statutory Auditor)
for and on behalf of AGHS Accounting & Taxation Services Limited
Chartered Accountants and
Statutory Auditors
14 Progress Business Centre
Whittle Parkway
Slough
Berkshire
SL1 6DQ

29 October 2015

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2014

	Notes	31.12.14 £	31.12.13 £
TURNOVER		9,585,381	10,032,008
Cost of sales GROSS PROFIT		<u>5,040,987</u> <u>4,544,394</u>	<u>5,291,541</u> 4,740,467
Administrative expenses		<u>3,762,190</u> 782,204	3,739,704 1,000,763
Other operating income OPERATING PROFIT	2 4	<u>125,483</u> 907,687	10,135 1,010,898
Interest receivable and similar income		48,882 956,569	19,425 1,030,323
Interest payable and similar charges PROFIT ON ORDINARY ACTIVITIES	5	39,706	66,300
BEFORE TAXATION		916,863	964,023
Tax on profit on ordinary activities PROFIT FOR THE FINANCIAL YEAR	6	60,187 856,676	17,626 946,397

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year.

$\frac{\text{STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES}}{\text{FOR THE YEAR ENDED 31 DECEMBER 2014}}$

	31.12.14 £	31.12.13 £
PROFIT FOR THE FINANCIAL YEAR Unrealised surplus on revaluation of properties	856,676 820,438	946,397
TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE YEAR	1,677,114	946,397

BALANCE SHEET 31 DECEMBER 2014

		31.12	.14	31.12.	13
	Notes	£	£	£	£
FIXED ASSETS					
Tangible assets	8		4,099,360		3,388,614
Investments	9		650,000		
			4,749,360		3,388,614
CURRENT ASSETS					
Stocks	10	835,694		1,554,740	
Debtors	11	1,965,455		1,945,601	
Investments	12	10,000		25,987	
Cash at bank		2,051,684	_	2,345,910	
		4,862,833		5,872,238	
CREDITORS					
Amounts falling due within one year	13	2,017,673	_	3,140,715	
NET CURRENT ASSETS			2,845,160		2,731,523
TOTAL ASSETS LESS CURRENT					
LIABILITIES			7,594,520		6,120,137
CREDITORS					
Amounts falling due after more than one year	14		(1,232,853)		(1,322,596)
PROVISIONS FOR LIABILITIES	17		(120,384)		(128,372)
NET ASSETS	17		6,241,283		4,669,169
NET ASSETS			0,241,263		4,009,109
CAPITAL AND RESERVES					
Called up share capital	18		12,750		12,750
Revaluation reserve	19		1,209,629		389,191
Profit and loss account	19		5,018,904		4,267,228
SHAREHOLDERS' FUNDS	23		6,241,283		4,669,169

The financial statements were approved by the director on 29 October 2015 and were signed by:

M J Shortall - Director

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention as modified by the revaluation of certain assets and are in accordance with applicable accounting standards.

Preparation of consolidated financial statements

The financial statements contain information about Able Instruments And Controls Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 400 of the Companies Act 2006 from the requirements to prepare consolidated financial statements as it and its subsidiary undertaking are included by full consolidation in the consolidated financial statements of its parent, Halwell Trading Limited, a company registered in England and Wales.

Financial Reporting Standard number 1

Exemption has been taken from preparing a cash flow statement on the grounds that the parent company includes the subsidiary in its published financial statements.

Turnover

Turnover represents net invoiced sales of goods, excluding value added tax.

Tangible fixed assets

Depreciation is provided for at the following annual rates in order to write down each asset over its estimated useful life.

Freehold property - 2% on cost of buildings Long leasehold property - 2% on cost of buildings

Fixtures, fittings and office equipment

- At various rates between 10% and 20% on cost

- At various rates between 14.28% and 20% on cost

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Research and development

Expenditure on research and development is written off in the year in which it is incurred.

2. OTHER OPERATING INCOME

		31.12.14	31.12.13
		£	£
	Profit on foreign exchange	125,483	8,792
	Profit on sale of tangible fixed assets	<u>-</u> _	1,343
		125,483	10,135
3.	STAFF COSTS		
		31.12.14	31.12.13
		£	£
	Wages and salaries	1,708,954	1,701,767
	Social security costs	259,252	237,208
		1,968,206	1,938,975

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NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2014

3. STAFF COSTS - continued

	The average monthly number of employees during the year was as follows:		
		31.12.14	31.12.13
	Administration	16	17
	Production and servicing	15	12
	Sales	17	19
		<u>48</u>	48
4.	OPERATING PROFIT		
	The operating profit is stated after charging/(crediting):		
		31.12.14	31.12.13
		£	£
	Depreciation - owned assets	218,941	220,731
	Loss/(profit) on disposal of fixed assets	527	(1,343)
	Auditors' remuneration	16,000	16,000
	Auditors' remuneration for non audit work	2,000	6,234
	Research and development	<u>543,473</u>	<u>479,175</u>
	Director's remuneration	<u>30,000</u>	30,000
5.	INTEREST PAYABLE AND SIMILAR CHARGES		
		31.12.14	31.12.13
		£	£
	Bank interest	37,319	44,959
	Other loan interest	-	15,658
	Other interest	-	2,144
	Hire purchase and leasing interest	2,387	3,539
		<u>39,706</u>	66,300
6.	TAXATION		
	Analysis of the tax charge		
	The tax charge on the profit on ordinary activities for the year was as follows:		
		31.12.14	31.12.13
		£	${f t}$
	Current tax:		
	UK corporation tax	68,175	88,133
	Adjustments in respect of previous years	-	(81,815)
	Deferred tax	(7,988)	11,263
	Foreign tax		45
	Tax on profit on ordinary activities	60,187	<u>17,626</u>

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NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2014

6. TAXATION - continued

Factors affecting the tax charge

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below:

			31.12.14 £	31.12.13 £
	Profit on ordinary activities before tax		916,863	964,023
	Profit on ordinary activities			
	multiplied by the standard rate of corporation tax		10.5.5.1	202 555
	in the UK of 20.206% (2013 - 21.138%)		185,261	203,775
	Effects of:			
	Expenses not deductible for tax purposes		23,238	27,223
	Income not taxable for tax purposes		-	(513)
	Adjustments to tax charge in respect of previous periods relief		-	(81,815)
	Foreign tax		-	45
	Enhanced relief for research and development		(137,267)	(127,219)
	Effect of change in tax rate on deferred tax		(11,045)	(3,870)
	Current tax charge		60,187	<u>17,626</u>
7.	DIVIDENDS			
			31.12.14	31.12.13
			£	£
	Ordinary shares of £1 each			
	Interim		<u>105,000</u>	95,000
8.	TANGIBLE FIXED ASSETS			
		Freehold	Long	Plant and
		property	leasehold	machinery
		£	£	£
	COST OR VALUATION		002.040	****
	At 1 January 2014	1,567,473	982,848	300,488
	Additions	252 527	467.160	6,148
	Revaluations At 31 December 2014	252,527 1,820,000	467,152 1,450,000	306,636
		1,820,000	1,450,000	306,636
	DEPRECIATION At 1 January 2014	41,858	25,314	218,425
	Charge for year	20,930	12,657	22,103
	Eliminated on disposal	20,7.10	1 2,0.7	22,103
	Revaluation adjustments	(62,788)	(37,971)	_
	At 31 December 2014		- (37,771)	240,528
	NET BOOK VALUE			2.10,520
	At 31 December 2014	1,820,000	1,450,000	66,108
	At 31 December 2013	1,525,615	957,534	82,063
				-2,000

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NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2014

8. TANGIBLE FIXED ASSETS - continued

	Fixtures,fittings and		
	and office	Motor	
	equipment	vehicles	Totals
	£	£	£
COST OR VALUATION			
At I January 2014	1,350,334	644,350	4,845,493
Additions	83,856	45,872	135,876
Disposals	-	(73,450)	(73,450)
Revaluations		<u>-</u> _	719,679
At 31 December 2014	1,434,190	616,772	5,627,598
DEPRECIATION			
At 1 January 2014	886,534	284,748	1,456,879
Charge for year	81,159	82,092	218,941
Eliminated on disposal	-	(46,823)	(46,823)
Revaluation adjustments		<u> </u>	(100,759)
At 31 December 2014	967,693	320,017	1,528,238
NET BOOK VALUE			
At 31 December 2014	466,497	296,755	4,099,360
At 31 December 2013	463,800	359,602	3,388,614
Cost or valuation at 31 December 2014 is represented by:			
	Freehold	Long	Plant and
	property	leasehold	machinery
	£	£	£
Valuation in 2012	135,987	-	-
Valuation in 2015	252,528	467,152	-
Cost	1,431,485	982,848	306,636
	1,820,000	1,450,000	306,636
	Fixtures, fittings		
	and		
	office	Motor	
	equipment	vehicles	Totals
	£	£	£
Valuation in 2012	-	-	135,987
Valuation in 2015	-	-	719,680
Cost	1,434,190	616,772	4,771,931
	1,434,190	616,772	5,627,598

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NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2014

8. TANGIBLE FIXED ASSETS - continued

If freehold land and buildings had not been revalued they would have been included at the following historical cost:

	31.12.14	31.12.13
	£	£
Cost	1,431,486	1,431,486
Aggregate depreciation	309,957	272,121
Value of land in freehold land and buildings	485,612	485,612

Freehold and Long Leasehold land and buildings held at 31 December 2014 were valued on an open market basis in October 2015 by the director, Mr M Shortall.

The net book value of assets held under finance lease was nil (2013 - £14,397).

9. FIXED ASSET INVESTMENTS

Unlisted investments

£

COST

Additions
At 31 December 2014

NET BOOK VALUE

At 31 December 2014

At 31 December 2014

At 31 December 2014

The company acquired 97% interest in Vilamoura Charters LLP on 9 December 2014.

The company's investment at the Balance Sheet date in Vilamoura Charters LLP include the following:

Country of incorporation: England and Wales

Nature of business: Yacht charter

Member's interest: 97%

Total members' interest as at 05/04/2015: £648,361 Loss for the year for the year ended 05/04/2015: £12,044

10. STOCKS

	31.12.14	31.12.13
	£	£
Finished goods and goods for resale	<u>835,694</u>	1,554,740

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NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2014

11.	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		31.12.14	31,12,13
		£	£
	Trade debtors	935,650	1,456,138
	Amounts owed by group undertakings	245,881	245,881
	Other debtors	43,053	188,822
	Director's current account	543,005	· <u>-</u>
	Tax	135,751	-
	Prepayments and accrued income	62,115	54,760
		1,965,455	1,945,601
10	CUID DENIE A CORPE INVECTA ADMEC		
12.	CURRENT ASSET INVESTMENTS	21.12.14	21 12 12
		31.12.14	31.12.13
		£	£
	Listed investments	-	15,987
	Unlisted investments	10,000	10,000
		<u>10,000</u>	<u>25,987</u>
13.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		31.12.14	31.12.13
		£	£
	Bank loans and overdrafts (see note 15)	65,076	68,415
	Payments received on account	249,366	500,036
	Trade creditors	940,103	1,852,554
	Corporation tax	172,690	-
	Other taxes and social security	132,794	135,991
	Other creditors	128,597	121,584
	Director's current account	, <u>-</u>	37,793
	Accruals and deferred income	329,047	424,342
		2,017,673	3,140,715
14.	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR		
	TEAK	31.12.14	31.12.13
		£	£
	Bank loans (see note 15)	1,232,853	1,322,596
15.	LOANS		
13.	LOANS		
	An analysis of the maturity of loans is given below:		
		21.12.14	21.12.12
		31.12.14	31.12.13
		£	£
	Amounts falling due within one year or on demand:		21.021
	Bank overdrafts	-	31,834
	Bank loans	65,076	36,581
		<u>65,076</u>	<u>68,415</u>

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2014

1.5	TOANC	4
15.	LUANS -	continued

DOTE (S) Continued	31.12.14 £	31.12.13 £
Amounts falling due between one and two years: Bank loans	70,644	37,504
Amounts falling due between two and five years: Bank loans	1,066,121	1,150,529
Amounts falling due in more than five years:		
Repayable by instalments Bank loans	96,088	134,563
The bank loans are secured on freehold and leasehold properties.		

16. OPERATING LEASE COMMITMENTS

The following operating lease payments are committed to be paid within one year:

	Land and b	Land and buildings	
	31.12.14 £	31.12.13 £	
Expiring:			
Within one year	41,712	-	
Between one and five years		41,712	
	41,712	<u>41,712</u>	
. PROVISIONS FOR LIABILITIES			
	31.12.14	31.12.13	
	£	£	
Deferred tax	<u> 120,384</u>	<u>128,372</u>	
		Deferred	
		tax	
		£	
Balance at 1 January 2014		128,372	
Movement during year		(7,988)	
Balance at 31 December 2014		<u>120,384</u>	

Deferred tax arises from accelerated tax allowances on tangible fixed assets. No chargeable gains would arise in the event of the sale of properties at their revalued amounts and as a result there is no potential liability to corporation tax on the revaluation surplus.

18. CALLED UP SHARE CAPITAL

17.

Allotted, issu	ed and fully paid:			
Number:	Class:	Nominal	31.12.14	31.12.13
		value:	£	£
12,750	Ordinary	£1	12,750	12,750

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NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 DECEMBER 2014

19. **RESERVES**

	Profit		Totals £
	and loss account £	Revaluation reserve £	
At I January 2014	4,267,228	389,191	4,656,419
Profit for the year	856,676		856,676
Dividends	(105,000)		(105,000)
Revaluation in year	_	820,438	820,438
At 31 December 2014	5,018,904	1,209,629	6,228,533

20. ULTIMATE PARENT COMPANY

The ultimate parent company is Halwell Trading Limited which own 100% of the shares in the company.

21. CONTINGENT LIABILITIES

The company had contingent liabilities of £5,000 (31 December 2013 - £10,000) in respect of HM Customs & Excise duty deferment, £44,000 (31 December 2013 -£44,000) in respect of a guarantee to the Environment Agency and £249,319 (31 December 2013 - £242,684) in respect of product warranty guarantees.

22. DIRECTOR'S ADVANCES, CREDITS AND GUARANTEES

The director has borrowings from the company by way of a current account shown in current assets. Interest is receivable on the loan at the rate of 5% per annum.

23. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	31.12.14	31.12.13
	£	£
Profit for the financial year	856,676	946,397
Dividends	(105,000)	(95,000)
	751,676	851,397
Other recognised gains and losses relating to the year (net)	820,438	<u>-</u>
Net addition to shareholders' funds	1,572,114	851,397
Opening shareholders' funds	4,669,169	3,817,772
Closing shareholders' funds	6,241,283	4,669,169

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.