Directors' report and abbreviated financial statements

for the year ended 31 December 2012

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ReesRussell LLP Registered Auditors 37 Market Square Witney Oxfordshire OX28 6RE

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Nu Instruments Limited Company information

Directors

P A Freedman A J Burrows A L McCall R K O'Nions

Company secretary

J S Deech

Registered office

Seacourt Tower West Way Oxford Oxfordshire OX2 0FB

Auditors

ReesRussell LLP Registered Auditors 37 Market Square Witney

Witney Oxfordshire OX28 6RE

Solicitors

Blake Lapthorn Linnell

Seacourt Tower West Way Oxford Oxfordshire OX2 0FB

Bankers

HSBC Bank plc Midland House Seacourt West Way Oxford Oxfordshire OX2 0PL

Nu Instruments Limited Directors' report for the year ended 31 December 2012

The directors present their report and the abbreviated financial statements for the year ended 31 December 2012

Directors of the company

The directors who held office during the year were as follows

P A Freedman

A J Burrows

A L McCall

R K O'Nions (appointed 24 August 2012)

Principal activity

The principal activity of the company is the design and manufacture of analytical instruments

Business review

Fair review of the business

During 2011 the Directors oversaw a number of new initiatives and projects designed to improve efficiencies and to create a framework through which future growth can be achieved without compromising on the quality of the Company's products or the service offered to its customers

These have included

- completion of a new 861 square meter extension to the Company's premises which has considerably increased production capability,
- improvements to the fabric of the existing premises and upgrades to the Company's IT systems,
- restructuring of production processes and procedures,
- a significant recruitment drive aimed primarily at bolstering the Company's production, development
- and engineering staff numbers to cope with a growing order book. Total employee numbers stood at 81 at the end of the year. At 31 December 2010 the figure was 64.

Coupled with these new initiatives the Directors are pleased to report that activity levels and product throughput during the year were at record levels and as a consequence instrument turnover, at £12 8m, registered significant growth on the £4 4m generated in the previous twelve months. Despite the large increase in employee numbers pre tax profits increased from £134k (2.8% return on total turnover) in 2010 to £2.6m (19% return on total turnover)

An element of the instrument turnover figure of £12 8m reflected the release in the early part of the year of a bottle neck which had built up toward the end of 2010. A number of machines which were in testing in December 2010 were shipped to customers in the early part of 2011 and thereafter installed.

The company's key financial and other performance indicators during the year were as follows

	Unit	2012	2011
Turnover	£	14,720,503	13,412,787
Turnover growth	%	10	180
Gross profit margin	%	33	31
Profit before tax	£	2,771,729	2,624,638

Nu Instruments Limited Directors' report for the year ended 31 December 2012

During the year the directors undertook a review of how costs have historically been disclosed on the face of the profit and loss account. As a result of that review, and to ensure a more appropriate matching of direct costs with turnover, it was decided to split a number of expense categories between cost of sales and overheads. Historically all these costs have been disclosed under administrative expenses. The main cost types split out in 2011 were employment costs and motor and travel expenses.

Principal risks and uncertainties

The Company remains exposed to general risks and uncertainties inherent in the World and UK economies its greatest exposure is naturally to those economies in which the majority of its customers operate, and whilst some countries are showing signs of recovery from recent difficulties, appreciable risks remain

A combination of the careful ongoing management and control of its cash resources and the fairly unique market sector in which it operates means that these general risks have been largely mitigated. The Directors believe that the overall level of risk the Company is exposed to from ongoing uncertainties in the World at large has fallen over the past year.

Financial instruments

Objectives and policies

In attempting to minimise the effects of any unforeseen production problems and delays or any material variations in the flow of new orders the Directors continue to adhere to a policy of careful cash management

The company continues to operate without the need for borrowings with historic growth (and the construction of the new extension) having been funded from working capital funds

Price risk, credit risk, liquidity risk and cash flow risk

Aside from the general risks inherent from operating in a volatile world economy the business is primarily exposed to the financial risks of changes in foreign currency exchange rates

The business' principal financial instruments comprise bank balances, trade debtors and trade creditors. As noted above, the main purpose of these instruments is to finance business operations.

In respect of bank balances, the liquidity risk is managed by maintaining a balance between the continuity of funding from sales and the outflow of funds required to operate. All of the business' cash balances are held in such a way that achieves a competitive rate of interest. The business makes use of money market facilities where funds are available.

Credit and cash flow risks in respect of Trade debtors are managed by adherence to policies concerning the credit offered to customers and the regular monitoring of amounts outstanding for both time and credit limits. These risks are further mitigated by the nature of the Company's customer base which is predominantly made up of public or Government bodies which have to secure very specific funding before entering into a contract to purchase an instrument. The amounts presented in the balance sheet are net of allowances for doubtful debts.

Trade creditors' liquidity risk is managed by ensuring sufficient funds are available to meet amounts due and is mitigated by the fact that most contracts for the sale of an instrument include an upfront payment on initial order which is used to finance the purchase of the materials and services required to make the product

Nu Instruments Limited Directors' report for the year ended 31 December 2012

Future developments

The Directors remain focused on building on the operational improvements secured during the last two years whilst at the same time seeking a modest growth in turnover during 2013

The last twenty four months have seen some significant changes and considerable growth and the Directors recognise the importance of managing future change and expansion in the same controlled manner

People remain the Company's most important resource, their recruitment, training and retention. Accordingly, and in the interests of maintaining high standards and the continued development of best practice and to ensure the best possible service to customers, considerable time is devoted to the training and development of all staff, with particular emphasis on those who started with the Company in 2012.

Operational advice and support will continue to be given to the new Beijing subsidiary as it becomes more established, and assistance will be given to help it develop its own market in and around China in order to enable it to operate more independently of the Company whilst still ensuring its ethos and practices mirror the high standards operated in the UK

In the coming year the Directors are also intending to establish another presence in the Far East as well as looking at options for expansion in North America

Research and development

The company intends to continue its policy of investment in research and development in order to both retain and improve upon its competitive position in the market. The benefits of this investment are significant in the context of evolving technologies and the impact these have on the instruments demanded by the customer base and produced by the Company

Disclosure of information to the auditors

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information. The directors confirm that there is no relevant information that they know of and which they know the auditors are unaware of

Approved by the Board on

22·04·13

and signed on its behalf by

A L McCall Director

Independent Auditor's Report to Nu Instruments Limited Under section 449 of the Companies Act 2006

We have examined the abbreviated accounts set out on pages 6 to 22 together with the financial statements of Nu Instruments Limited for the year ended 31 December 2012 prepared under section 396 of the Companies Act 2006

This report is made solely to the company, in accordance with Section 449 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company 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, for our audit work, for this report, or for the opinions we have formed

Respective responsibilities of directors and auditors

The directors are responsible for preparing the abbreviated accounts in accordance with section 445 of the Companies Act 2006. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts to the Registrar of Companies and whether the abbreviated accounts have been properly prepared in accordance with the regulations made under that section and to report our opinion to you

Basis of opinion

We conducted our work in accordance with Bulletin 2008/4 issued by the Auditing Practices Board in accordance with that Bulletin we have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated accounts and that the abbreviated accounts are properly prepared

Opinion

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with section 445(3) of the Companies Act 2006, and the abbreviated accounts have been properly prepared in accordance with the regulations made under that section

Jonathan Russell Senior Statutory Auditor

For and on behalf of

ReesRussell LLP Statutory Auditor

37 Market Square Witney Oxfordshire OX28 6RE

LRApi/2013

The notes on pages 10 to 22 form an integral part of these financial statements

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Nu Instruments Limited Abbreviated profit and loss account for the year ended 31 December 2012

	Note	2012 £	2011 £
Turnover		14,720,503	13,412,787
Gross profit		4,892,292	4,184,769
Administrative expenses		(2,130,281)	(1,572,309)
Operating profit	2	2,762,011	2,612,460
Other interest receivable and similar income	6	9,956	12,304
Interest payable and similar charges	7	(238)	(126)
Profit on ordinary activities before taxation		2,771,729	2,624,638
Tax on profit on ordinary activities	8	(346,903)	(569,928)
Profit for the financial year	18	2,424,826	2,054,710

Turnover and operating profit derive wholly from continuing operations

(Registration number: 03046042)

Abbreviated balance sheet at 31 December 2012

			2012		2011
	Note	£	£	£	£
Fixed assets					
Tangible fixed assets	9		2,283,671		2,122,780
Investments	10		36		36
			2,283,707		2,122,816
Current assets					
Stocks	11	3,033,579		2,006,001	
Debtors	12	7,910,903		6,472,878	
Cash at bank and in				,	
hand		4,296,509		4,404,292	
		15,240,991		12,883,171	
Creditors Amounts falling due within one					
year	13	(4,397,200)		(4,111,290)	
Net current assets			10,843,791		8,771,881
Total assets less current liabilities			13,127,498		10,894,697
Creditors Amounts			10,127,100		10,001,007
falling due after more than one year	14		(11,230)		-
Provisions for liabilities	15		(52,296)		(76,125)
Net assets			13,063,972		10,818,572
Capital and reserves					
Called up share capital	16	900,000		900,000	
Profit and loss account	18	12,163,972		9,918,572	
Shareholders' funds	19		13,063,972	2,0.0,0.2	10,818,572

The abbreviated accounts have been prepared in accordance with the special provisions of the Companies Act 2006 relating to medium-sized companies

and signed on its behalf by

The notes on pages 10 to 22 form an integral part of these financial statements Page 7

Nu Instruments Limited Cash flow statement for the year ended 31 December 2012

Reconciliation of operating profit to net cash flow from operating activities

	Note	2012 £	2011 £
Operating profit		2,762,011	2,612,460
Depreciation, amortisation and impairment charges		77,203	55,756
Loss on disposal of fixed assets		-	438
(Increase)/decrease in stocks		(1,027,578)	923,696
Increase in debtors		(1,438,026)	(2,948,397)
Increase in creditors		384,188	190,277
Net cash inflow from operating activities		757,798	834,230
Cash flow statement			
	Note	2012 £	2011 £
Net cash inflow from operating activities		757,798	834,230
Returns on investments and servicing of finance			
Interest received		9,956	12,304
HP and finance lease interest		(238)	-
Interest paid		-	(126)
		9,718	12,178
Taxation (paid)/received		(477,735)	139,404
Capital expenditure and financial investment			
Purchase of tangible fixed assets		(216,094)	(903,033)
Equity dividends paid		(179,425)	(179,427)
Net cash outflow before management of liquid resources and financing		(105,738)	(96,648)
Financing			
Repayment of capital element of finance leases and HP contracts		(2,044)	
Decrease in cash	21	(107,782)	(96,648)

Nu Instruments Limited Cash flow statement for the year ended 31 December 2012

Reconciliation of net cash flow to movement in net debt

	Note	2012 £	2011 £
Decrease in cash		(107,782)	(96,649)
Cash outflow from repayment of capital element of finance leases and hire purchase contracts		2,044	
Change in net debt resulting from cash flows	21	(105,738)	(96,649)
New finance leases		(22,000)	<u>-</u>
Movement in net debt	21	(127,738)	(96,649)
Net funds at 1 January	21	4,404,291	4,500,941
Net funds at 31 December	21	4,276,553	4,404,292

Notes to the financial statements for the year ended 31 December 2012

1 Accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost convention

Turnover

Turnover represents the total value of invoices raised in the year, net of value added tax, together with the value of any work done where a right to consideration arises

Depreciation

Depreciation is provided on tangible fixed assets so as to write off the cost or valuation, less any estimated residual value, over their expected useful economic life as follows

Asset class

Property improvements
Plant and machinery

Fixtures and fittings

Depreciation method and rate

2% straight line

15% reducing balance 15% reducing balance

Research and development

Research and development expenditure is written off as incurred, except that development expenditure incurred on an individual project which is carried forward when its future recoverability can be regarded as assured. Any expenditure carried forward is amortised in line with the expected future sales from the related project.

Fixed asset investments

Fixed asset investments are stated at historical cost less provision for any diminution in value

Stock and long term contracts

Stock and work in progress are valued at the lower of cost and net realisable value, after due regard for obsolete and slow moving stocks. Net realisable value is based on selling price less anticipated costs to completion and selling costs. Cost includes all direct costs and an appropriate proportion of fixed and variable overheads.

Long term contracts are assessed on a contract by contract basis and are valued at cost less foreseeable losses less any applicable payments on account. A reasonable proportion of turnover and related costs have been recognised in the profit and loss account where the outcome of a contract can be assessed with reasonable certainty.

Deferred tax

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes, which have arisen but not reversed by the balance sheet date, except as required by FRS19

Deferred tax is measured at the rates that are expected to apply in the periods when the timing differences are expected to reverse, based on the tax rates and law enacted at the balance sheet date

Notes to the financial statements for the year ended 31 December 2012

Foreign currency

Transactions in foreign currencies are recorded at the exchange rate ruling at the date of the transaction Monetary assets and liabilities denominated in foreign currencies are retranslated at the closing rates at the balance sheet date. All exchange differences are included in the profit and loss account

Hire purchase and leasing

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, are capitalised in the balance sheet as tangible fixed assets and are depreciated over the shorter of the lease term and their useful lives. The capital elements of future obligations under the leases are included as liabilities in the balance sheet. The interest element of the rental obligation is charged to the profit and loss account over the period of the lease and represents a constant proportion of the balance of capital repayments outstanding. Assets held under hire purchase agreements are capitalised as tangible fixed assets and are depreciated over the shorter of the lease term and their useful lives. The capital element of future finance payments is included within creditors. Finance charges are allocated to accounting periods over the length of the contract and represent a constant proportion of the balance of capital repayments outstanding.

Pensions

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

2 Operating profit

Operating profit is stated after charging

	2012 £	2011 £
Auditor's remuneration - The audit of the company's annual accounts	11,250	7,203
Foreign currency losses/(gains)	72,928	(38,282)
Loss on sale of tangible fixed assets	-	438
Depreciation of owned assets	77,203	55,756

3 Particulars of employees

The average number of persons employed by the company (including directors) during the year, analysed by category was as follows

	2012 No	2011 No
Administration and support	12	9
Production	48	34
Research and development	25	21
Other departments	10	6
_	95	

The aggregate payroli costs were as follows	***	
	2012	2011
	£	£

Wages and salaries	2,756,707	2,104,587
Social security costs	283,956	215,631
Staff pensions	147,654	99,159
	3,188,317	2,419,377

4	Directors' remuneration		
	The directors' remuneration for the year was as follows		
		2012 £	2011 £
	Remuneration	278,596	309,890
	Company contributions paid to money purchase schemes	41,502	32,885
	-	320,098	342,775
	During the year the number of directors who were receiving benefits and share	incentives was as	follows
		2012 No	2011 No
	Accruing benefits under money purchase pension scheme	2	2

5 Pension schemes

Defined contribution pension scheme

The company operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the company to the scheme and amounted to £147,654 (2011 - £99,159).

Contributions totalling (£1) (2011 - £86) were payable to the scheme at the end of the year and are included in creditors

6 Other interest receivable and similar income

		2012 £	2011 £
	Bank interest receivable	9,956	12,304
7	Interest payable and similar charges		
		2012 £	2011 £
	Bank interest	-	126
	Finance charges	238	
		238	126

Notes to the financial statements for the year ended 31 December 2012

8 Taxation

Tax on profit on ordinary activities		
	2012 £	2011 £
Current tax	_	_
Corporation tax charge	381,021	493,611
Adjustments in respect of previous years	(10,289)	192
UK Corporation tax charge/(credit)	370,732	493,803
Deferred tax		
Origination and reversal of timing differences	(23,829)	76,125
Total tax charge/(credit) on profit on ordinary activities	346,903	569,928
Factors affecting current tax charge for the year		
Tax on profit on ordinary activities for the year is lower than (2011 - lower than of corporation tax in the UK of 24 49% (2011 - 26 49%)	n) the standard ra	ate
The differences are reconciled below		
	2012 £	2011 £
Profit on ordinary activities before taxation	2,771,729	2,624,638
Corporation tax at standard rate	678,796	695,267
Accelerated capital allowances	(11,109)	(38,857)
Expenses not deductible for tax purposes	(5,100)	43,436
Adjustment for prior period	(10,288)	(192)
Enhanced research and development expenditure	(281,567)	(205,850)
Total current tax charge/(credit)	370,732	493,804

9 Tangible fixed assets

	Freehold property £	Property improvements £	Plant and machinery £	Fixtures and fittings £	Total £
Cost or valuation					
At 1 January 2012	1,565,502	159,523	517,805	143,873	2,386,703
Additions		70,655	22,506	144,933	238,094
At 31 December 2012	1,565,502	230,178	540,311	288,806	2,624,797
Depreciation					
At 1 January 2012	-	8,574	205,789	49,560	263,923
Charge for the year	_	4,258	45,385	27,560	77,203
At 31 December 2012		12,832	251,174	77,120	341,126
Net book value					
At 31 December 2012	1,565,502	217,346	289,137	211,686	2,283,671
At 31 December 2011	1,565,502	150,949	312,016	94,313	2,122,780

There was no capital expenditure contracted for at the balance sheet date (2010 - none)

10 Investments held as fixed assets

Other investments

	Unlisted investments £	Total £
Cost		
At 1 January 2012	36	36
At 31 December 2012	36	36
Net book value		
At 31 December 2012	36	36
At 31 December 2011	36	36

The fixed asset investment represents a 12% shareholding in Design Design Technology Limited Design Design Technology Limited holds 11 4% of Nu Instruments Limited's shares

Subsidiary undertakings

On 3rd January 2012 the Company incorporated Nu Instruments Asia Limited, a wholly owned subsidiary registered in Hong Kong. The Company holds 100% of the shares and voting rights in this subsidiary

The loss for the financial period of Nu Instruments Asia Limited was £65,713 and the aggregate amount of capital and reserves at the end of the period was negative £65,713

The company has claimed exemption from consolidation under Section 405 of the Companies Act 2006 regarding this subsidiary

11 Stocks

	2012 £	2011 £
Stocks Long term contracts - work in progress	2,355,478 678,101	1,208,859 797,142
	3,033,579	2,006,001

Notes to the financial statements for the year ended 31 December 2012

	2012 £	2011 £
Trade debtors	1,212,636	2,231,684
Amounts owed by connected companies	257,287	177,833
Amounts recoverable on long term contracts	5,963,604	3,781,751
Other debtors	428,372	235,864
Prepayments and accrued income	49,004	45,746
	7,910,903	6,472,878
13 Creditors Amounts falling due within one year		
	2012	2011
	£	£
Trade creditors	1,279,391	301,003
Obligations under finance lease and hire purchase contracts	8,726	•

The bank holds a fixed and floating charge over the assets of the company dated 17 November 2000

14 Creditors Amounts falling due after more than one year

Payments received on account

Other taxes and social security

Accruals and deferred income

Corporation tax

Other creditors

12 Debtors

	2012 £	2011 £
Obligations under finance lease and hire purchase contracts	11,230	

915,493

381,021

1,718,257

4,397,200

94,312

1,207,075

2,036,806

4,111,290

488,024

78,297

85

Obligations under finance leases and HP contracts

Amounts repayable				
			2012 £	2011 £
In one year or less on demand Between one and two years			8,726	-
between one and two years			11,230 19,956	-
15 Provisions				
			Deferred tax	Total £
At 1 January 2012			76,125	76,125
Credited to the profit and loss account			(23,829)	(23,829)
At 31 December 2012			52,296	52,296
Analysis of deferred tax				
			2012 £	2011 £
Difference between accumulated depreciate	on and amortisation	and capital		
allowances			52,296	76,125
			52,296	76,125
16 Share capital				
Allotted, called up and fully paid shares				
	2012 No	£	2011 No	£
Ordinary of £1 each	900,000	900,000	900,000	900,000

Notes to the financial statements for the year ended 31 December 2012

17 Dividends		
	2012 £	2011 £
Dividends paid		
Current year interim dividend paid	179,425	179,427
18 Reserves		
		Profit and loss account £
At 1 January 2012		9,918,571
Profit for the year		2,424,826
Dividends At 31 December 2012		(179,425) 12,163,972
19 Reconciliation of movement in shareholders' funds		
	2012 £	2011 £
Profit attributable to the members of the company Dividends	2,424,826 (179,425)	2,054,710 (1 7 9,427)
Net addition to shareholders' funds	2,245,401	1,875,283
Shareholders' funds at 1 January	10,818,571	8,943,289
Shareholders' funds at 31 December	13,063,972	10,818,572
Character Aniabatot Bassings.		

20 Contingent liabilities

Guarantees and indemnities against orders secured by monies held by the company's bankers at the year end amounted to £507,406 (2011 - £944,750)

Notes to the financial statements for the year ended 31 December 2012

21 Analysis of net debt

	At 1 January 2012 £	Cash flow £	Other non-cash changes £	At 31 December 2012 £
Cash at bank and in hand Finance leases and hire purchase contracts	4,404,291 -	(107,781)	(22,000)	4,296,510 (19,956)
Net funds	4,404,291	(107,781)	(22,000)	4,276,554

22 Related party transactions

Directors transactions

During the year, dividends totalling £100,890 were paid to the directors of the company

Other related party transactions

During the year the company made the following related party transactions

Nu Instruments Trustees Limited

By virtue of common control, Nu Instruments Limited is related to Nu Instruments Trustees Limited, a company incorporated in England Nu Instruments Trustees Limited owns 3 9% (2011 - 4 23%) of the share capital of Nu Instruments Limited

During the year dividends totalling £7,032 (2011 - £7,597) were paid to Nu Instruments Trustees Limited and funds totalling £25,000 (2011 - £35,000) were transferred from Nu Instruments Trustees Limited At the balance sheet date the amount due from Nu Instruments Trustees Limited was £132,859 (2011 - £175,307)

Design Design Technology Limited

Nu Instruments Limited is also related to Design Design Technology Limited, a company incorporated in England, through each company owning a % of the other company's shares

During the year dividends totalling £20,455 (2011 - £20,455) were paid to Design Design Technology Limited and purchases from Design Design Technology amounted to £34,237 (2011 - £107,913) At the balance sheet date the amount due from/(to) Design Design Technology Limited was £22,730 (2011 - £nil)

Mr Roy Cohen

By virtue of his shareholding in the company Mr Roy Cohen is a related party.

During the year purchases from Mr Cohen for consultancy and commission amounted to £148,502 (2011 - £115,298) At the balance sheet date the amount due to Mr Roy Cohen was £6,350 (2011 - £6,300)

Nu Instruments Asia Limited

Nu Instruments Asia Limited, a company incorporated in Hong Kong, is a wholly owned subsidiary of Nu Instruments Limited

During the year funds totalling £69,371 were transferred to Nu Instruments Asia Limited At the balance sheet date the amount due from/(to) Nu Instruments Asia Limited was £69,371 (2011 - £nil)

Notes to the financial statements for the year ended 31 December 2012

Nu Instruments Beijing Co Limited

Nu Instruments Beijing Co Limited, a company incorporated in China, is a wholly owned subsidiary of Nu Instruments Asia Limited, a company wholly owned by Nu Instruments Limited

During the year, funds totalling £55,056 were transferred to Nu Instruments Beijing Co Limited in order to establish it's offices in Beijing. At the balance sheet date the amount due from/(to) Nu Instruments Beijing Co Limited was £55,056 (2011 - £nil)

23 Control

For the whole of the year, day to day control of the company was vested in A L McCall, a director and shareholder of the company