

Research Instruments Limited
Annual Report and Financial Statements
Year Ended 31 October 2016
Registration number: 03419143

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Research Instruments Limited

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Research Instruments Limited

Strategic Report

Year Ended 31 October 2016

The directors present their strategic report for the year ended 31 October 2016.

Principal activity

The principal activity of the company is the manufacture of medical devices for the fertility field.

Fair review of the business

On 17 December 2015 the entire share capital of the company was acquired by Coopersurgical Holdings Limited a member of the The Cooper Companies, Inc. group.

Following the acquisition there have been changes in the company's accounting policies and estimates to bring them in line with the group. These have been referred to within the accounting policies note.

Research Instruments Limited is a medical device manufacturing company based in Falmouth. The results for the company show a pre-tax profit of £3,017,082 (7 month period to 31 October 2015: £1,387,536) for the year and sales of £12,732,378 (7 month period to 31 October 2015: £6,461,018). The balance sheet has also strengthened over the period from £7,509,015 to £112,495,189 by the year end.

£102,513,087 of the increase in the net asset position is due to the allotment of ordinary shares to acquire the investment in Origio A/S from the holding company, Coopersurgical Holdings Limited, on 29 January 2016. The company also purchased Kivex Holdings ApS on 4 May 2016 for £7,974,264.

The company continues to invest in R&D and product development. The directors regard such investment as integral to the continuing success of the business to ensure they remain competitive in their field.

Given the straightforward nature of the business, the company's directors are of the opinion that analysis using further KPIs is not necessary for an understanding of the development, performance and position of the business.

Principal risks and uncertainties

The company's activities and business model involve a number of general and specific commercial and financial risks, which may have negative impacts on the future growth.

Management continues to focus on the most important operational risks and to evaluate the current mitigation plans. Risk assessments are performed on a regular basis.

A substantial focus on innovation is an integral part of the company's strategy. The overall aim of improving the key treatment outcome parameter: the-baby-take-home-rate, drives the portfolio of development projects.

Regulations on ART products continue to intensify, and the Management expects these requirements to further increase in the future. The company is part of a group, who has established a knowledge and competencies in the regulatory area and is prepared to meet the increased regulatory demand.

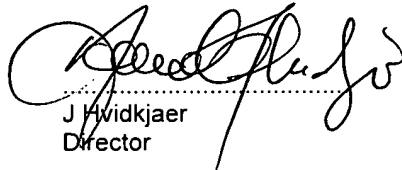
Development in the company's financial results are impacted by foreign exchange risks. Research Instrument does not engage in speculative financial transactions.

Research Instruments Limited

Strategic Report

Year Ended 31 October 2016

Approved by the Board on 28/09/17 and signed on its behalf by:



J Hvidkjaer
Director

Research Instruments Limited

Directors' Report

Year Ended 31 October 2016

The directors present their report and the financial statements for the year ended 31 October 2016.

Directors of the company

The directors who held office during the year were as follows:

J Hvidkjaer (appointed 17 December 2015)

C R Kaufman (appointed 17 December 2015)

G W Matz (appointed 17 December 2015 and Resigned 31 January 2017)

D C Lansdowne (resigned 20 February 2017)

R D Auerbach (appointed 17 December 2015)

A T Tucker (appointed 17 December 2015)

D T Hansen (appointed 17 December 2015)

J C Retallack (resigned 17 December 2015)

W R Brown (resigned 17 December 2015)

The following directors were appointed after the year end:

A G White III (appointed 31 January 2017)

K L Blair (appointed 26 April 2017)

Financial risk management objectives and policies

The main risks facing the company are set out below:

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

Raw material price risk - The company manages the risk of price rises through maintaining strong relationships with key suppliers.

Credit risk - The company manages its credit risk through the establishment of credit limits on its customer ledger and request payments of accounts when deemed necessary.

Liquidity risk and Cash flow risk - The company utilises a combination of short term and long term debt finance to ensure that it retains sufficient cash to fund operations.

Disclosure of information to the auditors

Each director has taken all the 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 of which they know the auditors are unaware.

Approved by the Board on 28/09/17 and signed on its behalf by:


J. Hvidkjaer
Director and company secretary

Research Instruments Limited

Statement of Directors' Responsibilities

The directors acknowledge their responsibilities 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 profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements 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.

Research Instruments Limited

Independent Auditor's Report to the Members of Research Instruments Limited

We have audited the financial statements of Research Instruments Limited for the year ended 31 October 2016, set out on pages 7 to 32. 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), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

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 Statement of Directors' Responsibilities (set out on page 4), 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 (APB's) Ethical Standards for Auditors to the financial statements.

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 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 the 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 October 2016 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.

Research Instruments Limited

Independent Auditor's Report to the Members of Research Instruments Limited

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and Directors' Report have been prepared in accordance with applicable legal requirements.

In the light of our knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report and the Directors' Report.

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.



Duncan Leslie (Senior Statutory Auditor)
PKF Francis Clark, Statutory Auditor

Lowin House
Tregolls Road
Truro
Cornwall
TR1 2NA

Date: 3 Oct 17

Research Instruments Limited

Profit and Loss Account

Year Ended 31 October 2016

		Year ended 31 October 2016 £	1 April 2015 to 31 October 2015 £
	Note		
Turnover	3	12,732,378	6,461,018
Cost of sales		<u>(8,150,631)</u>	<u>(4,102,621)</u>
Gross profit		4,581,747	2,358,397
Distribution costs		(153,305)	(116,037)
Administrative expenses		(1,566,593)	(883,169)
Other operating income	4	<u>353,221</u>	<u>44,300</u>
Operating profit	6	3,215,070	1,403,491
Other interest receivable and similar income	11	8,767	1,254
Interest payable and similar charges	12	<u>(206,755)</u>	<u>(17,209)</u>
Profit before tax		3,017,082	1,387,536
Taxation	13	<u>(543,995)</u>	<u>(263,048)</u>
Profit for the financial year		<u><u>2,473,087</u></u>	<u><u>1,124,488</u></u>

The above results were derived from continuing operations.

The company has no recognised gains or losses for the year other than the results above.

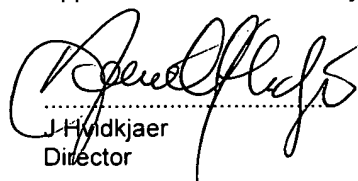
Research Instruments Limited

Balance Sheet

31 October 2016

	Note	2016 £	2015 £
Fixed assets			
Intangible assets	14	73,285	34,687
Tangible assets	15	1,351,371	2,424,119
Investments	16	110,535,942	48,591
		<u>111,960,598</u>	<u>2,507,397</u>
Current assets			
Stocks	17	3,647,938	3,176,655
Debtors	18	4,161,026	2,071,025
Cash at bank and in hand		1,597,961	2,939,632
		<u>9,406,925</u>	<u>8,187,312</u>
Creditors: Amounts falling due within one year	20	<u>(2,060,886)</u>	<u>(1,840,617)</u>
Net current assets		<u>7,346,039</u>	<u>6,346,695</u>
Total assets less current liabilities		119,306,637	8,854,092
Creditors: Amounts falling due after more than one year	20	(6,743,796)	(1,228,385)
Provisions for liabilities	23	<u>(67,652)</u>	<u>(116,692)</u>
Net assets		<u>112,495,189</u>	<u>7,509,015</u>
Capital and reserves			
Called up share capital	25	102,514,087	1,000
Share premium reserve		19,000	19,000
Profit and loss account		<u>9,962,102</u>	<u>7,489,015</u>
Total equity		<u>112,495,189</u>	<u>7,509,015</u>

Approved and authorised by the Board on 28/09/17 and signed on its behalf by:


J. Hindkjaer
Director

Company Registration Number: 03419143

Research Instruments Limited

Statement of Changes in Equity

Year Ended 31 October 2016

	Share capital £	Share premium £	Profit and loss account £	Total £
At 1 November 2015	1,000	19,000	7,489,015	7,509,015
Profit for the year	-	-	2,473,087	2,473,087
Total comprehensive income	-	-	2,473,087	2,473,087
New share capital subscribed	102,513,087	-	-	102,513,087
At 31 October 2016	102,514,087	19,000	9,962,102	112,495,189

	Share capital £	Share premium £	Profit and loss account £	Total £
At 1 April 2015	1,000	19,000	6,814,527	6,834,527
Profit for the year	-	-	1,124,488	1,124,488
Total comprehensive income	-	-	1,124,488	1,124,488
Dividends	-	-	(450,000)	(450,000)
At 31 October 2015	1,000	19,000	7,489,015	7,509,015

The notes on pages 12 to 32 form an integral part of these financial statements.

Research Instruments Limited

Statement of Cash Flows

Year Ended 31 October 2016

		Year ended 31 October 2016 £	1 April 2015 to 31 October 2015 £
	Note		
Cash flows from operating activities			
Profit for the year		2,473,087	1,124,488
Adjustments to cash flows from non-cash items			
Depreciation and amortisation	6	158,396	106,125
Impairment	6	110,173	129,485
Loss on disposal of tangible assets	5	174,323	-
Loss on disposal of intangible assets	5	5,646	-
Finance income	11	(8,767)	(1,254)
Finance costs	12	206,755	17,209
Corporation tax	13	543,995	263,048
		<u>3,663,608</u>	<u>1,639,101</u>
Working capital adjustments			
Increase in stocks	17	(471,283)	(424,470)
(Increase)/decrease in debtors	18	(1,998,633)	182,486
Increase in creditors	20	991,694	127,729
Decrease in deferred income, including government grants		<u>(329,802)</u>	<u>(15,215)</u>
Cash generated from operations		1,855,584	1,509,631
Corporation tax paid	13	<u>(1,389,696)</u>	<u>-</u>
Net cash flow from operating activities		<u>465,888</u>	<u>1,509,631</u>
Cash flows from investing activities			
Interest received		8,767	1,254
Acquisition of subsidiaries	16	(7,974,264)	-
Acquisitions of tangible assets		(33,359)	(399,938)
Proceeds from sale of tangible assets		675,000	-
Acquisition of intangible assets	14	<u>(56,029)</u>	<u>-</u>
Net cash flows from investing activities		<u>(7,379,885)</u>	<u>(398,684)</u>

Research Instruments Limited

Statement of Cash Flows

Year Ended 31 October 2016

		Year ended 31 October 2016 £	1 April 2015 to 31 October 2015 £
	Note		
Cash flows from financing activities			
Interest paid		(206,755)	(17,209)
Repayment of bank borrowing		(932,617)	(29,574)
Proceeds from other borrowing draw downs		7,916,896	-
Repayment of other borrowing		(1,204,971)	-
Dividends paid	26	-	(450,000)
Net cash flows from financing activities		<u>5,572,553</u>	<u>(496,783)</u>
Net (decrease)/increase in cash and cash equivalents		(1,341,444)	614,164
Cash and cash equivalents at 1 November		<u>2,939,405</u>	<u>2,325,241</u>
Cash and cash equivalents at 31 October	19	<u><u>1,597,961</u></u>	<u><u>2,939,405</u></u>

The notes on pages 12 to 32 form an integral part of these financial statements.

Research Instruments Limited

Notes to the Financial Statements

Year Ended 31 October 2016

1 General information

The company is a private company limited by share capital incorporated in England and Wales.

The address of its registered office and principal place of business is:

Bickland Industrial Park

Falmouth

Cornwall

TR11 4TA

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Statement of compliance

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

Basis of preparation

These financial statements have been prepared using the historical cost convention except that as disclosed in the accounting policies certain items are shown at fair value.

Exemption from preparing group accounts

The financial statements contain information about Research Instruments Limited as an individual company and do not contain consolidated financial information as the parent of a group.

The company is exempt under section 401 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its ultimate parent, The Cooper Companies, Inc., a company incorporated in The United States of America.

Research Instruments Limited

Notes to the Financial Statements

Year Ended 31 October 2016

Judgements

The company leases machines to customers under a 6 year lease agreement. The company has judged that the risks and rewards of these machines remain with the company and have accounted for these transactions as operating leases.

The company values stock using a standard costing method that is updated on an annual basis using the average price for raw materials over the course of the year. Labour and overheads are absorbed into finished goods using an hourly rate. The directors believe this is an appropriate judgement for the company.

On the acquisition of the company by Coopersurgical Holdings Limited there were a number of tangible fixed assets with a cost value below the new owner's capitalisation policy that would not have previously been capitalised.

The net book value of tangible and intangible fixed assets written off in the period as a result of the above was £174,323 and £5,646 respectively.

Key sources of estimation uncertainty

The company sells a number of products alongside an associated one year warranty. Based on the high quality nature of these products the company has estimated that the costs of repairing units under these agreements is immaterial to the accounts and therefore has recognised no provision for warranty repairs. The carrying amount is £Nil (2015 -£Nil).

Revenue recognition

Turnover comprises the fair value of the consideration received or receivable for the sale of goods and provision of services in the ordinary course of the company's activities. Turnover is recognised on sale of goods on the date of dispatch unless the goods are to be installed by the company in which case revenue is not recognised until the goods are installed. Turnover is shown net of value added tax, returns, rebates and discounts and after eliminating sales within the company.

Government grants

The company has chosen to recognise government capital grants under the accruals model. The grant is released to the profit and loss account in line with the depreciation charge on the associated asset.

Foreign currency transactions and balances

Transactions in foreign currencies are initially recorded at the functional currency rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated into the respective functional currency of the entity at the rates prevailing on the reporting period date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the initial transaction dates.

Non-monetary items measured in terms of historical cost in a foreign currency are not retranslated.

Tax

Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current corporation tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates taxable income.

Research Instruments Limited

Notes to the Financial Statements

Year Ended 31 October 2016

Deferred tax is recognised on all timing differences at the balance sheet date unless indicated below. Timing differences are differences between taxable profits and the results as stated in the profit and loss account and other comprehensive income. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

Tangible assets

Tangible assets are stated in the statement of financial position at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of tangible assets includes directly attributable incremental costs incurred in their acquisition and installation.

Depreciation

During the year the directors have chosen to align the depreciation rates to those adopted by its new parent company. As this is a change of estimate the change has been applied prospectively in accordance with FRS102.

Depreciation is charged so as to write off the cost of assets, other than land and properties under construction over their estimated useful lives, as follows:

Asset class	Depreciation method and rate
Freehold land	Not depreciated
Freehold buildings	Straight line over 50 years
Plant and machinery	Straight line over 5 to 15 years
Fixtures, fittings and equipment	Straight line over 5 years

Intangible assets

Separately acquired trademarks, licences and computer software are shown at historical cost.

Trademarks, licences and computer software have a finite useful life and are carried at cost less accumulated amortisation and any accumulated impairment losses.

Amortisation

During the year the directors have chosen to align the amortisation rates to those adopted by its new parent company. As this is a change of estimate the change has been applied prospectively in accordance with FRS102.

Amortisation is provided on intangible assets so as to write off the cost, less any estimated residual value, over their useful life as follows:

Asset class	Amortisation method and rate
Computer software	Straight line over 5 years

Investments

Investments in equity shares which are not publicly traded and where fair value cannot be measured reliably are measured at cost less impairment.

Research Instruments Limited

Notes to the Financial Statements

Year Ended 31 October 2016

Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost is determined using the first-in, first-out (FIFO) method.

The cost of finished goods and work in progress comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the stocks to their present location and condition. A subset of the company's manufactured stock is held at a standard cost calculated based on the standard cost of materials, labour and overheads. At each reporting date, stocks are assessed for impairment. If stocks are impaired, the carrying amount is reduced to its selling price less costs to complete and sell; the impairment loss is recognised immediately in profit or loss.

Leases

Leases in which substantially all the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease.

Defined contribution pension obligation

A defined contribution plan is a pension plan under which fixed contributions are paid into a pension fund and the company has no legal or constructive obligation to pay further contributions even if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

Contributions to defined contribution plans are recognised as employee benefit expense when they are due. If contribution payments exceed the contribution due for service, the excess is recognised as a prepayment.

Research Instruments Limited

Notes to the Financial Statements

Year Ended 31 October 2016

Financial instruments

Classification

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

All financial instruments are classified as basic.

Recognition and measurement

Financial instruments are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets, which include trade and other receivables and cash and bank balances, are initially measured at transaction price, including transaction costs, and are subsequently carried at the undiscounted amount of the cash or other consideration expected to be paid or received, after taking account of impairment adjustments. Where the arrangement constitutes a financing transaction the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Basic financial liabilities, including trade and other payables are initially measured at transaction price, including transaction costs, and are subsequently carried at the undiscounted amount of the cash or other consideration expected to be paid or received, after taking account of impairment adjustments. Where the item constitutes a financing transaction the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

Financial assets are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised, the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been, had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Research Instruments Limited

Notes to the Financial Statements

Year Ended 31 October 2016

3 Revenue

The analysis of the company's revenue for the year from continuing operations is as follows:

	Year ended 31 October 2016 £	1 April 2015 to 31 October 2015 £
Sale of goods	<u>12,732,378</u>	<u>6,461,018</u>

The analysis of the company's turnover for the year by market is as follows:

	Year ended 31 October 2016 £	1 April 2015 to 31 October 2015 £
UK	2,689,271	1,706,773
Europe	3,401,889	1,481,515
Rest of world	<u>6,641,218</u>	<u>3,272,730</u>
	<u>12,732,378</u>	<u>6,461,018</u>

4 Other operating income

The analysis of the company's other operating income for the year is as follows:

	Year ended 31 October 2016 £	1 April 2015 to 31 October 2015 £
Government grants	329,802	15,215
Sub lease rental income	23,419	18,525
Miscellaneous other operating income	<u>-</u>	<u>10,560</u>
	<u>353,221</u>	<u>44,300</u>

5 Other gains and losses

The analysis of the company's other gains and losses for the year is as follows:

	2016 £	2015 £
Gain (loss) on disposal of property, plant and equipment	<u>(174,323)</u>	<u>-</u>

Research Instruments Limited

Notes to the Financial Statements

Year Ended 31 October 2016

6 Operating profit

Arrived at after charging/(crediting)

	Year ended 31 October 2016	1 April 2015 to 31 October 2015
	£	£
Depreciation expense	146,610	101,544
Amortisation expense	11,786	4,581
Impairment of freehold land and buildings	110,173	129,485
Research and development cost expensed	47,863	27,523
Foreign exchange (gains)/losses	(290,616)	63,665
Operating lease expense - property	86,012	-
Operating lease expense - plant and machinery	22,795	20,971
Loss on disposal of intangible fixed assets	5,646	-
Loss on disposal of property, plant and equipment	174,323	-

7 Government grants

The company has received government grants from the RGF and ERDF to contribute to the purchase of freehold property and IT equipment.

The company sold the freehold property in the year and released the associated government grants received.

The amount of grants recognised in the financial statements was £329,802 (2015 - £15,215).

8 Staff costs

The aggregate payroll costs (including directors' remuneration) were as follows:

	Year ended 31 October 2016	1 April 2015 to 31 October 2015
	£	£
Wages and salaries	2,789,340	1,580,544
Social security costs	261,742	156,768
Pension costs, defined contribution scheme	63,503	36,463
	3,114,585	1,773,775

Research Instruments Limited

Notes to the Financial Statements

Year Ended 31 October 2016

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

	Year ended 31 October 2016 No.	1 April 2015 to 31 October 2015 No.
Administration and support	11	11
Sales, marketing and distribution	82	78
	<u>93</u>	<u>89</u>

9 Directors' remuneration

The directors' remuneration for the year was as follows:

	Year ended 31 October 2016 £	1 April 2015 to 31 October 2015 £
Remuneration	117,732	205,537
Contributions paid to money purchase schemes	3,367	5,500
	<u>121,099</u>	<u>211,037</u>

During the year the number of directors who were receiving benefits and share incentives was as follows:

	Year ended 31 October 2016 No.	1 April 2015 to 31 October 2015 No.
Accruing benefits under money purchase pension scheme	<u>1</u>	<u>3</u>

In respect of the highest paid director:

	Year ended 31 October 2016 £	1 April 2015 to 31 October 2015 £
Remuneration	87,021	85,414
Company contributions to money purchase pension schemes	<u>2,502</u>	<u>2,245</u>

Research Instruments Limited

Notes to the Financial Statements

Year Ended 31 October 2016

10 Auditor's remuneration

	Year ended 31 October 2016 £	1 April 2015 to 31 October 2015 £
Audit of the financial statements	<u>8,500</u>	<u>8,000</u>

11 Other interest receivable and similar income

	Year ended 31 October 2016 £	1 April 2015 to 31 October 2015 £
Interest income from related parties	8,105	-
Interest income on bank deposits	<u>662</u>	<u>1,254</u>
	<u>8,767</u>	<u>1,254</u>

12 Interest payable and similar expenses

	Year ended 31 October 2016 £	1 April 2015 to 31 October 2015 £
Interest on bank overdrafts and borrowings	7,097	17,209
Interest expense on other finance liabilities	<u>199,658</u>	<u>-</u>
	<u>206,755</u>	<u>17,209</u>

Research Instruments Limited

Notes to the Financial Statements

Year Ended 31 October 2016

13 Taxation

Tax charged/(credited) in the profit and loss account

	Year ended 31 October 2016 £	1 April 2015 to 31 October 2015 £
Current taxation		
UK corporation tax	593,035	237,936
Deferred taxation		
Arising from origination and reversal of timing differences	(49,040)	25,112
Tax expense in the income statement	<u>543,995</u>	<u>263,048</u>

The tax on profit before tax for the year is lower than the standard rate of corporation tax in the UK (2015 - lower than the standard rate of corporation tax in the UK) of 20% (2015 - 20%).

The differences are reconciled below:

	2016 £	2015 £
Profit before tax	<u>3,017,082</u>	<u>1,387,536</u>
Corporation tax at standard rate	603,416	277,507
Effect of expense not deductible in determining taxable profit (tax loss)	19,979	34,003
UK deferred tax credit relating to changes in tax rates or laws	(1,471)	(20,593)
Other tax effects for reconciliation between accounting profit and tax expense (income)	<u>(77,929)</u>	<u>(27,869)</u>
Total tax charge	<u>543,995</u>	<u>263,048</u>

Research Instruments Limited

Notes to the Financial Statements

Year Ended 31 October 2016

Deferred tax

Deferred tax assets and liabilities

	Liability £
31 October 2016	
Accelerated capital allowances	<u>67,652</u>
31 October 2015	
Accelerated capital allowances	<u>116,692</u>

14 Intangible assets

	Goodwill £	Trademarks £	Computer software £	Total £
Cost or valuation				
At 1 November 2015	1	1	50,325	50,327
Additions acquired separately	-	-	56,029	56,029
Disposals	<u>-</u>	<u>-</u>	<u>(9,232)</u>	<u>(9,232)</u>
At 31 October 2016	<u>1</u>	<u>1</u>	<u>97,122</u>	<u>97,124</u>
Amortisation				
At 1 November 2015	-	-	15,640	15,640
Amortisation charge	-	-	11,785	11,785
Amortisation eliminated on disposals	<u>-</u>	<u>-</u>	<u>(3,586)</u>	<u>(3,586)</u>
At 31 October 2016	<u>-</u>	<u>-</u>	<u>23,839</u>	<u>23,839</u>
Carrying amount				
At 31 October 2016	<u>1</u>	<u>1</u>	<u>73,283</u>	<u>73,285</u>
At 31 October 2015	<u>1</u>	<u>1</u>	<u>34,685</u>	<u>34,687</u>

The aggregate amount of research and development expenditure recognised as an expense during the period is £47,863 (2015 - £27,523).

Research Instruments Limited

Notes to the Financial Statements

Year Ended 31 October 2016

15 Tangible assets

	Freehold land and buildings £	Fixtures, fittings and equipment £	Plant and machinery £	Total £
Cost or valuation				
At 1 November 2015	2,113,938	462,397	759,231	3,335,566
Additions	-	33,359	-	33,359
Disposals	<u>(1,022,706)</u>	<u>(290,785)</u>	<u>(195,697)</u>	<u>(1,509,188)</u>
At 31 October 2016	<u>1,091,232</u>	<u>204,971</u>	<u>563,534</u>	<u>1,859,737</u>
Depreciation				
At 1 November 2015	428,764	220,025	262,658	911,447
Charge for the period	21,825	37,586	87,200	146,611
Impairment	110,173	-	-	110,173
Eliminated on disposal	<u>(347,705)</u>	<u>(169,600)</u>	<u>(142,560)</u>	<u>(659,865)</u>
At 31 October 2016	<u>213,057</u>	<u>88,011</u>	<u>207,298</u>	<u>508,366</u>
Carrying amount				
At 31 October 2016	<u>878,175</u>	<u>116,960</u>	<u>356,236</u>	<u>1,351,371</u>
At 31 October 2015	<u>1,685,174</u>	<u>242,372</u>	<u>496,573</u>	<u>2,424,119</u>

Impairment

Land and buildings

As at the prior period end the company was in commercial discussions regarding the sale of one of its freehold properties. An impairment loss was recognised in the prior period to write down this freehold property to the estimated recoverable amount. The property was then sold during the current year.

As part of the acquisition process by Coopersurgical Holdings Limited the company reassessed the value of its remaining freehold properties which highlighted the need for a further impairment loss in the current year. The amount of impairment loss included in profit or loss is £110,173 (2015 - £129,485). The impairment loss is included in administrative expenses.

Restriction on title and pledged as security

Land and buildings with a carrying amount of £Nil (2015 - £1,685,174) has been pledged as security for the company's bank loans.

Research Instruments Limited

Notes to the Financial Statements

Year Ended 31 October 2016

16 Investments in subsidiaries, joint ventures and associates

	2016 £	2015 £
Investments in subsidiaries	110,487,351	-
Investments in joint ventures	48,591	48,591
	<u>110,535,942</u>	<u>48,591</u>

Subsidiaries	£
Cost or valuation	
Additions	<u>110,487,351</u>
Provision	
Carrying amount	
At 31 October 2016	<u>110,487,351</u>

Joint ventures	£
Cost	
At 1 November 2015	<u>48,591</u>
Provision	
Carrying amount	
At 31 October 2016	<u>48,591</u>
At 31 October 2015	<u>48,591</u>

Accounting for the investment under the equity model would have decreased the value of the investment by £1,948 (2015: increased by £7,039).

Details of undertakings

Details of the investments in which the company holds 20% or more of the nominal value of any class of share capital are as follows:

Undertaking	Country of incorporation	Holding	Proportion of voting rights and shares held	
			2016	2015
Subsidiary undertakings				
Origio A/S	Denmark	Ordinary	100%	0%
Kivex Holding ApS	Denmark	Ordinary	100%	0%

Research Instruments Limited

Notes to the Financial Statements

Year Ended 31 October 2016

Joint ventures

Name of joint venture	Country of incorporation	Holding	31 October 2016	31 October 2015
Reprovie SAS	France	Ordinary	50%	50%

The principal activity of Origio A/S is developing, manufacturing and distribution of equipment for IVF clinics

The principal activity of Kivex Holding ApS is also developing, manufacturing and distribution of equipment for IVF clinics

The principal activity of Reprovie SAS is the sale of medical devices.

The company's share of the net assets of the joint venture at the year end is £46,643 (2015: £55,630).

Acquisitions

The company acquired the entire share capital of Origio A/S from Coopersurgical Holdings Limited on 29 January 2016 for £102,513,087. This was completed in exchange for 102,513,087 ordinary £1 shares.

The company acquired the entire share capital of Kivex Holdings ApS on 4 May 2016 for £7,974,264. This was financed by Coopersurgical Holdings Limited advancing a loan to Research Instruments Limited.

17 Stocks

	31 October 2016	31 October 2015
	£	£
Raw materials and goods for resale	<u>3,647,938</u>	<u>3,176,655</u>

The cost of stocks recognised as an expense in the year amounted to £4,836,954 (2015 - £2,166,552).

Impairment of stocks

The amount of impairment loss included in profit or loss is £356,703 (2015 - £Nil).

Research Instruments Limited

Notes to the Financial Statements

Year Ended 31 October 2016

18 Debtors

		31 October 2016 £	31 October 2015 £
	Note		
Trade debtors		1,659,778	1,976,025
Amounts due from group undertakings	28	1,963,454	13,168
Other debtors		206,157	34,731
Prepayments		240,269	47,101
Income tax asset	13	91,368	-
		<u>4,161,026</u>	<u>2,071,025</u>

The amount of bad debts recognised in the year amounted to £40,465 (2015: bad debts recovered of £47,813), this is included within administrative expenses in the profit and loss account.

Details of trade and other debtors

£463,604 (2015 - £Nil) of the is classified as non current. This element of amounts due from group undertakings relates to an unsecured loan that is repayable on 31 October 2019.

19 Cash and cash equivalents

	31 October 2016 £	31 October 2015 £
Cash on hand	8,263	30,488
Cash at bank	<u>1,589,698</u>	<u>2,909,144</u>
	1,597,961	2,939,632
Bank overdrafts	-	(227)
Cash and cash equivalents in statement of cash flows	<u>1,597,961</u>	<u>2,939,405</u>

Research Instruments Limited

Notes to the Financial Statements

Year Ended 31 October 2016

20 Creditors

	Note	31 October 2016 £	31 October 2015 £
Due within one year			
Loans and borrowings	21	-	56,442
Trade creditors		1,002,648	616,778
Amounts due to group undertakings		577,329	-
Corporation tax		-	705,293
Social security and other taxes		69,327	70,785
Outstanding defined contribution pension costs		21,283	-
Other creditors		108,433	249,162
Accrued expenses		273,898	124,499
Deferred income		7,968	17,658
		<u>2,060,886</u>	<u>1,840,617</u>
Due after one year			
Loans and borrowings	21	6,711,925	876,402
Deferred income		31,871	351,983
		<u>6,743,796</u>	<u>1,228,385</u>

21 Loans and borrowings

	2016 £	2015 £
Non-current loans and borrowings		
Bank borrowings	-	876,402
Other borrowings	6,711,925	-
	<u>6,711,925</u>	<u>876,402</u>

The other borrowings are amounts owed to related parties that are unsecured and repayable on 31 October 2018. Interest is charged at a rate of 5.42%.

	2016 £	2015 £
Current loans and borrowings		
Bank borrowings	-	56,215
Bank overdrafts	-	227
	<u>-</u>	<u>56,442</u>

Research Instruments Limited

Notes to the Financial Statements

Year Ended 31 October 2016

Included in the loans and borrowings are the following amounts due after more than five years:

	31 October 2016 £	31 October 2015 £
After more than five years by instalments	-	651,539

Bank borrowings

The company's bank loans were secured by a fixed charge over the company's freehold property. Interest was charged at a variable rate of 2% above the bank's base rate. The loans were settled early and repaid in full prior to the acquisition by Coopersurgical Holdings Limited.

22 Obligations under leases and hire purchase contracts

Operating leases

The total of future minimum lease payments is as follows:

	31 October 2016 £	31 October 2015 £
Not later than one year	27,793	27,595
Later than one year and not later than five years	2,320	17,806
	<u>30,113</u>	<u>45,401</u>

The amount of non-cancellable operating lease payments recognised as an expense during the year was £108,807 (2015 - £20,971).

Operating leases - lessor

The total of future minimum lease payments is as follows:

	31 October 2016 £	31 October 2015 £
Not later than one year	51,150	59,520
Later than one year and not later than five years	20,150	71,300
	<u>71,300</u>	<u>130,820</u>

Total contingent rents recognised as income in the period are £59,520 (2015 - £28,830).

Equipment supplied under a 6 year operating lease with a break clause after 3 years.

Research Instruments Limited

Notes to the Financial Statements

Year Ended 31 October 2016

23 Deferred tax and other provisions

	Deferred tax £	Total £
At 1 November 2015	116,692	116,692
Increase (decrease) in existing provisions	<u>(49,040)</u>	<u>(49,040)</u>
At 31 October 2016	<u>67,652</u>	<u>67,652</u>

24 Pension and other 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 £63,503 (2015 - £36,463).

Contributions totalling £21,283 (2015 - £Nil) were payable to the scheme at the end of the year and are included in creditors.

25 Share capital

Allotted, called up and fully paid shares

	31 October 2016		31 October 2015	
	No.	£	No.	£
Ordinary shares of £1 each	<u>102,514,087</u>	<u>102,514,087</u>	<u>1,000</u>	<u>1,000</u>

New shares allotted

During the year 102,513,087 ordinary shares having an aggregate nominal value of £102,513,087 were allotted for an aggregate consideration of £102,513,087. The ordinary shares were allotted to acquire the investment in Origio A/S from the holding company, Coopersurgical Holdings Limited.

Rights, preferences and restrictions

Ordinary shares have the following rights, preferences and restrictions:

All ordinary shares have equal voting rights and rights on winding up.

26 Dividends

	2016 £	2015 £
Interim dividend of £Nil (2015 - £450.00) per ordinary share	<u>-</u>	<u>450,000</u>

The directors are proposing a final dividend of £Nil (2015 - £Nil) per share totalling £Nil (2015 - £Nil).

Research Instruments Limited

Notes to the Financial Statements

Year Ended 31 October 2016

27 Financial instruments

Categorisation of financial instruments

	2016 £	2015 £
Financial assets that are debt instruments measured at amortised cost	5,221,193	4,928,825
	<u>5,221,193</u>	<u>4,928,825</u>
Financial liabilities measured at amortised cost	8,291,902	1,493,180
	<u>8,291,902</u>	<u>1,493,180</u>

Financial assets includes trade debtors, amounts due from related parties and cash equivalents.

Financial liabilities includes trade creditors, amounts due to related parties, loans and borrowings.

28 Related party transactions

The directors consider that the 3 statutory directors (2 of which remained as senior management following their resignation until June 2016) and 2 additional senior management employees constitute the key management of the company.

Key management compensation

	2016 £	2015 £
Salaries and other short term employee benefits	374,053	262,861
Post-employment benefits	10,365	7,315
	<u>384,418</u>	<u>270,176</u>

Transactions with directors

2016	At 1 November 2015 £	Advances to directors £	Repayments by director £	At 31 October 2016 £
W R Brown	(91,725)	93,263	(1,538)	-
D C Lansdowne	(18,000)	18,272	(272)	-
J C Retallack	(54,740)	54,740	-	-

Research Instruments Limited

Notes to the Financial Statements

Year Ended 31 October 2016

	At 1 April 2015 £	Advances to directors £	Repayments by director £	At 31 October 2015 £
2015				
W R Brown	<u>(46,549)</u>	<u>198,274</u>	<u>(243,450)</u>	<u>(91,725)</u>
D C Lansdowne	<u>(9,217)</u>	<u>63,784</u>	<u>(72,567)</u>	<u>(18,000)</u>
J C Retallack	<u>(31,578)</u>	<u>111,388</u>	<u>(134,550)</u>	<u>(54,740)</u>

Director's loan accounts accrue interest at 7% and are repayable on demand.

Summary of transactions with joint ventures

During the year Research Instruments made sales to joint ventures in which it controls 50% of the share capital.

Summary of transactions with other related parties

(Companies related through common control)

Research Instruments Ltd paid invoices on behalf of related parties which were subsequently recharged.

Income and receivables from related parties

	Joint ventures £	Other related parties £
31 October 2016		
Sale of goods	201,112	-
Amounts receivable from related party	<u>41,464</u>	<u>-</u>
	Joint ventures £	Other related parties £
31 October 2015		
Sale of goods	79,639	-
Receipt of services	-	4,484
	<u>79,639</u>	<u>4,484</u>
Amounts receivable from related party	<u>40,750</u>	<u>4,484</u>

The company has taken advantage of the exemption under paragraph 33.1A "Related Party Disclosures" of FRS102 from disclosing transactions with other wholly owned members of the group.

Research Instruments Limited

Notes to the Financial Statements

Year Ended 31 October 2016

29 Parent and ultimate parent undertaking

On 17 December 2015 the entire share capital of the company was acquired by Coopersurgical Holdings Limited a member of the The Cooper Companies, Inc. group.

The company's immediate parent is Coopersurgical Holdings Limited, incorporated in England and Wales.

The ultimate parent is The Cooper Companies, Inc., incorporated in The United States of America.

The most senior parent entity producing publicly available financial statements is The Cooper Companies, Inc..

These financial statements are available upon request from The Cooper Companies, Inc.
6140 Stoneridge Mall Road,
Suite 590,
Pleasanton,
CA 94588

The ultimate controlling party is the directors of The Cooper Companies, Inc.

Relationship between entity and parents

The parent of the smallest group in which these financial statements are consolidated is The Cooper Companies, Inc., incorporated in The United States of America.

The address of The Cooper Companies, Inc. is:
The Cooper Companies, Inc.
6140 Stoneridge Mall Road,
Suite 590,
Pleasanton,
CA 94588