

ROHM (GREAT BRITAIN) LIMITED

FINANCIAL STATEMENTS

YEAR ENDED 31st DECEMBER 1994

Company Registration Number: 00629431

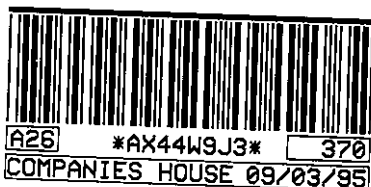
GARNERS

Bermuda House

45 High Street, Hampton Wick

Kingston upon Thames

Surrey KT1 4EH



ROHM (GREAT BRITAIN) LIMITED
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31st DECEMBER 1994

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The following pages do not form part of the financial statements.

Detailed trading, profit and loss account	Appendix 1
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ROHM (GREAT BRITAIN) LIMITED
THE DIRECTORS' REPORT
FOR THE YEAR ENDED 31st DECEMBER 1994

The directors present their report and the financial statements of the company for the year ended 31st December 1994.

There were no significant changes in the operation of the company's business during the year under review. In the opinion of the directors the company was in a satisfactory position at the 31st December 1994.

PRINCIPAL ACTIVITY.

The principle activity of the company in the year under review were those of importation and resale of machine tools.

DIRECTORS AND THEIR INTERESTS IN THE COMPANY'S SHARES.

The directors who served in office during the year and their beneficial interests in the company's shares were as follows:

	Type of share	At the end of the period	At the start of the period
B.J. Callan		-	-
B.T. Long		-	-
I.R. Remstedt		-	-
		<hr/>	<hr/>

DIRECTORS' RESPONSIBILITIES.

Company law requires directors to prepare financial statements for each financial year which give a true and fair view of the company's state of affairs at the end of the year and profit or loss for the year then ended.

In preparing those financial statements, the directors are required to select suitable accounting policies, as described on pages 8 to 9, and then apply them on a consistent basis, making judgements and estimates that are prudent and reasonable. The directors must also 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 proper accounting records which disclose at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

CLOSE COMPANY PROVISIONS.

In the opinion of the directors, the company is a close company within the meaning of S.414 Income and Corporation Taxes Act, 1988 (as amended).

ROHM (GREAT BRITAIN) LIMITED
THE DIRECTORS' REPORT
FOR THE YEAR ENDED 31st DECEMBER 1994

AUDITORS.

A resolution to appoint Messrs Garners as auditors for the ensuing year will be proposed at the annual general meeting in accordance with section 385 of the Companies Act 1985.

SMALL COMPANY EXEMPTIONS.

In preparing the directors' report, the directors have taken advantage of the exemptions conferred by Part II of Schedule 8 to the Companies Act 1985 on the basis that, in their opinion, the company qualifies as a small company.

Signed on behalf of the board of directors



B.J Callan
Company secretary

Approved by the board of directors on: 27/2/95

**AUDITORS' REPORT TO THE SHAREHOLDERS OF
ROHM (GREAT BRITAIN) LIMITED
FOR THE YEAR ENDED 31st DECEMBER 1994**

We have audited the financial statements on pages 6 to 15 which have been prepared under the historical cost convention and the accounting policies set out on pages 8 to 9.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS.

As described on page 3 of the directors' report, the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

BASIS OF OPINION.

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements.

It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

OPINION.

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31st December 1994 and of its profit for the year then ended, and have been properly prepared in accordance with the provisions of the Companies Act 1985 applicable to small companies.



GARNERS
Chartered Accountants
Registered Auditor

Bermuda House
45 High Street, Hampton Wick
Kingston upon Thames
Surrey KT1 4EH

27.2.95

ROHM (GREAT BRITAIN) LIMITED
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31st DECEMBER 1994

	Note	1994 £	1993 £
Turnover	2	1,892,266	1,593,406
Cost of Sales		(1,421,833)	(1,196,507)
Gross profit		<u>470,433</u>	<u>396,899</u>
Distribution costs		(126,438)	(76,341)
Administrative expenses		(293,689)	(286,583)
Other operating income		11,705	11,440
Operating profit	3	<u>62,011</u>	<u>45,415</u>
Other interest receivable and similar income	5	9,255	7,180
Interest payable and similar charges	6	(1,893)	(2,461)
Profit on ordinary activities before taxation		<u>69,373</u>	<u>50,134</u>
Tax on profit on ordinary activities	7	(27,319)	(20,466)
Profit for the financial year		<u>42,054</u>	<u>29,668</u>
Dividends		(37,800)	(29,000)
Retained profit for the financial year		<u>4,254</u>	<u>668</u>
Profit & loss account brought forward		616,301	615,633
Profit & loss account carried forward		<u>620,555</u>	<u>616,301</u>

Total recognised gains and losses.

The company had no recognised gains or losses other than the profit for the above two financial years.

Continuing Operations.

None of the company's activities were acquired or discontinued during the above two financial years.

The notes on pages 8 to 15 form part of these financial statements.

ROHM (GREAT BRITAIN) LIMITED

BALANCE SHEET AS AT 31st DECEMBER 1994

	Note	1994		1993	
		£	£	£	£
Fixed assets					
Tangible assets	8		63,333		43,409
Current assets					
Stocks		259,134		269,829	
Debtors	9	661,644		438,945	
Cash at bank and in hand		47,302		183,429	
		<u>968,080</u>		<u>892,203</u>	
Creditors: Amounts falling due within one year	10	<u>396,841</u>		<u>301,331</u>	
Net current assets			571,239		590,872
Total assets less current liabilities			<u>634,572</u>		<u>634,281</u>
Creditors: Amounts falling due after more than one year	11		9,017		12,980
Net assets			<u>625,555</u>		<u>621,301</u>
Capital and reserves					
Called up share capital	16		5,000		5,000
Profit and loss account			620,555		616,301
			<u>625,555</u>		<u>621,301</u>

In preparing these financial statements, the directors have taken advantage of the exemptions conferred by Part I of Schedule 8 to the Companies Act 1985 on the basis that, in the directors' opinion, the company qualifies as a small company.

Approved by the board of directors on:

27/2/95

[Signature]
[Signature]

The notes on pages 8 to 15 form part of these financial statements.

ROHM (GREAT BRITAIN) LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31st DECEMBER 19941. ACCOUNTING POLICIES.

The financial statements have been prepared under the historical cost convention using the following accounting policies:

CASH FLOW STATEMENT.

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 from including a cash flow statement in the financial statements on the grounds that the company is small.

TURNOVER.

The turnover shown in the profit and loss account represents amounts invoiced during the year, exclusive of Value Added Tax.

DEPRECIATION.

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

Leasehold Improvements	over term of lease
Office Equipment	25% on net book value
Computer Equipment	25% on net book value
Motor Vehicles	25% on net book value

STOCK.

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

HIRE PURCHASE AGREEMENTS.

Assets held under hire purchase agreements are capitalised and disclosed under tangible fixed assets at their fair value. The capital element of the future payments is treated as a liability and the interest is charged against the profit and loss account so as to produce a constant periodic rate of charge on the remaining balance of the obligation for each accounting period.

ROHM (GREAT BRITAIN) LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31st DECEMBER 19941. ACCOUNTING POLICIES NOTE - CONTINUED.FINANCE LEASE AGREEMENTS.

Assets held under finance leases where substantially all of the benefits and risks of ownership accrue to the lessee, are capitalised and disclosed under tangible fixed assets at their fair value. The assets are depreciated over the shorter of the lease term or their useful economic life. The capital element of the future payments is treated as a liability. The total finance charge for each lease is charged against the profit and loss account so as to produce a constant periodic rate of charge on the remaining balance of the obligation for each accounting period.

OPERATING LEASE AGREEMENTS.

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profit as incurred.

DEFERRED TAXATION.

Provision has been made at current rates for taxation deferred in respect of all material timing differences except to the extent that, in the opinion of the directors, there is reasonable probability that the liability will not arise in the foreseeable future.

FOREIGN CURRENCIES.

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

PENSION COSTS.

The company operates defined contribution (money purchase) pension schemes for the benefit of all its employees. The assets of the schemes are held separately from those of the company in independently administered funds. The pension cost charge represents contributions payable by the company to the funds.

2. TURNOVER.

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

In the opinion of the directors, 4% (1993 - 5%) of turnover is attributable to overseas markets.

ROHM (GREAT BRITAIN) LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31st DECEMBER 1994

3. OPERATING PROFIT.

Operating profit is stated after charging:

	1994 £	1993 £
Depreciation	22,122	14,745
(Profit)/Loss on disposal of fixed assets	(253)	858
Audit fees	3,000	3,000
Operating lease charges:		
- Rent of buildings	23,100	19,400
- Hire of plant & machinery	1,747	2,511
- Other items	11,494	15,002
Net (profit)/loss on foreign currency translations	<u>(5,458)</u>	<u>12,071</u>

4. DIRECTORS' EMOLUMENTS.

Directors' emoluments, including pension contributions and benefits in kind were:

	1994 £	1993 £
Emoluments as directors	<u>129,808</u>	<u>113,877</u>

5. INTEREST RECEIVABLE AND SIMILAR INCOME.

	1994 £	1993 £
Bank interest receivable	<u>9,255</u>	<u>7,180</u>

6. FINANCE LEASE INTEREST AND SIMILAR CHARGES.

	1994 £	1993 £
Finance charges	<u>1,317</u>	<u>1,680</u>

ROHM (GREAT BRITAIN) LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31st DECEMBER 19947. TAXATION ON ORDINARY ACTIVITIES.

	1994 £	1993 £
Current year corporation tax at 33%	27,313	20,466
Under provision in previous years	6	-
	<u>27,319</u>	<u>20,466</u>

8. TANGIBLE FIXED ASSETS.

	Short Leasehold Improvem'ts £	Office Equipm't £	Computer Equipm't £	Motor Vehicles £	Total £
COST:					
Brought forward	12,531	62,329	46,284	15,236	136,380
Additions	-	6,898	2,331	36,014	45,243
Disposals	-	(3,260)	-	(15,236)	(18,496)
Carried forward	<u>12,531</u>	<u>65,967</u>	<u>48,615</u>	<u>36,014</u>	<u>163,127</u>
DEPRECIATION:	£	£	£	£	£
Brought forward	7,782	48,726	24,240	12,223	92,971
Disposals	-	(3,076)	-	(12,223)	(15,299)
Charge	1,900	5,125	6,094	9,003	22,122
Carried forward	<u>9,682</u>	<u>50,775</u>	<u>30,334</u>	<u>9,003</u>	<u>99,794</u>
NET BOOK VALUE:	£	£	£	£	£
At 31st December 1994	<u>2,849</u>	<u>15,192</u>	<u>18,281</u>	<u>27,011</u>	<u>63,333</u>
At 31st December 1993	<u>4,749</u>	<u>13,603</u>	<u>22,044</u>	<u>3,013</u>	<u>43,409</u>

Finance lease agreements.

Included within the net book value £63,333 is £11,147 (1993 - £14,862) relating to assets held under finance lease agreements. The depreciation charged to the accounts in the period in respect of these assets amounted to £3,716 (1993 - £4,955).

ROHM (GREAT BRITAIN) LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31st DECEMBER 19949. DEBTORS.

	1994 £	1993 £
Trade debtors	646,998	421,754
Other debtors	-	5,211
Directors loan account	2,500	2,500
Prepayments and accrued income	2,696	9,480
Recoverable ACT on proposed dividends	9,450	-
	<u>661,644</u>	<u>438,945</u>

All debtors are receivable within one year of the balance sheet date.

10. CREDITORS: Amounts falling due within one year.

	1994 £	1993 £
Trade creditors	17,443	16,505
Amounts owed to group undertakings and undertakings in which the company has a participating interest	180,060	153,920
Other creditors including:		
ACT payable	17,869	-
Corporation tax	18,894	19,550
Social security & other taxes	92,705	59,862
Finance leases	3,963	3,600
Proposed dividends	37,800	29,000
Directors' loan accounts	-	39
	<u>171,231</u>	<u>112,051</u>
Accruals and deferred income	28,107	18,855
	<u>396,841</u>	<u>301,331</u>

11. CREDITORS: Amounts falling due after more than one year.

	1994 £	1993 £
Other creditors including:		
Finance leases	9,017	12,980
	<u>9,017</u>	<u>12,980</u>

ROHM (GREAT BRITAIN) LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31st DECEMBER 1994

11. CREDITORS: Amounts falling due after more than one year - continued.

All liabilities are payable within five years of the balance sheet date.

12. PENSIONS.

The pension cost charged represents contributions payable by the company to the funds and amounted to £9,306 (1993 £7,788), all of which were paid to the funds during the year concerned.

13. DEFERRED TAX.

This consists of the tax effect of timing differences in respect of:-

	1994		1993	
	£	£	£	£
	Provided	Unprovided	Provided	Unprovided
Excess of tax allowances over depreciation	<u>-</u>	<u>(2,586)</u>	<u>-</u>	<u>(4,640)</u>

14. COMMITMENTS UNDER FINANCE LEASE AGREEMENTS.

Future commitments under such agreements are as follows:

	1994	1993
	£	£
Amounts payable within 1 year	4,917	4,917
Amounts payable between 2 to 5 years	<u>9,834</u>	<u>14,751</u>
	14,751	19,668
Less: finance charges relating to future periods	<u>(1,771)</u>	<u>(3,088)</u>
	<u>12,980</u>	<u>16,580</u>

ROHM (GREAT BRITAIN) LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31st DECEMBER 1994

15. COMMITMENTS UNDER OPERATING LEASES.

The company has commitments under operating leases to make payments totalling £29,732 (1993 - £36,041) in the year to 31st December 1995 as follows:

	1994		1993	
	Land and Buildings £	Other Items £	Land and Buildings £	Other Items £
Agreements expiring:				
Within 1 year	-	3,985	-	4,663
Within 2 to 5 years	24,000	1,747	22,800	8,578
	<u>24,000</u>	<u>5,732</u>	<u>22,800</u>	<u>13,241</u>

16. SHARE CAPITAL.

	1994 £	1993 £
Authorised share capital:		
5,000 Ordinary shares of £1 each	<u>5,000</u>	<u>5,000</u>
Allotted, called up and fully paid:		
Ordinary share capital	<u>5,000</u>	<u>5,000</u>
Total share capital	<u>5,000</u>	<u>5,000</u>

17. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS.

	1994 £	1993 £
Profit for the financial year	42,054	29,668
Dividends	<u>(37,800)</u>	<u>(29,000)</u>
Net addition to funds	4,254	668
Opening shareholders' funds	<u>621,301</u>	<u>620,633</u>
Closing shareholders' funds	<u>625,555</u>	<u>621,301</u>

ROHM (GREAT BRITAIN) LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31st DECEMBER 1994

18. GROUP COMPANY.

The company's ultimate holding is Rohm Gmbh, a company incorporated in Germany.

19. FURTHER INFORMATION.

TRANSACTIONS WITH DIRECTORS

Loan to director - a loan to Mr B T Long for the purpose of liaising assistance remains outstanding as follows :-

	£
At 1st January 1994	2,500
Maximum liability during the year	2,500
At 31st December 1994	2,500

The loan is interest free and is repayable on demand.