(formerly Precision Disc Castings Ltd)

Report and Financial Statements

Year Ended

31 December 2012

Company Number 2687523

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Report and financial statements for the year ended 31 December 2012

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Directors

T Krosnar

H Krosnar

S J Humphrey

Company number

2687523

Secretary and registered office

P A Cochrane

Mannings Heath Road, Poole, Dorset, BH12 4NJ

Auditors

BDO LLP, Arcadia House, Maritime Walk, Ocean Village, Southampton, SO14 3TL

Report of the directors for the year ended 31 December 2012

The directors present their report together with the audited financial statements for the year ended 31 December 2012

Business review and principal activities

The principal activity of the company is the manufacture and distribution of cast metal components for the motor industry, in particular, brake discs and drums

During the year the company changed its name from Precision Disc Castings Ltd to EURAC Poole Ltd

Profits and dividend

The profit for the year after taxation amounted to £2,094,000 (Period ended 31 December 2011 £1,339,000)

The retained profit for the financial year of £2,094,000 (Period ended 31 December 2011 £1,339,000) has been transferred to reserves

Future outlook

The business performance in 2012 was very strong with sales to the European Aftermarket holding up well and profit margins being maintained. However towards the end of 2012 the company has seen a reduction in its order book as customers look to reduce inventory levels due to the uncertain economic outlook for the European Union.

During the period the business continued to manage high fluctuations in raw material prices through steel scrap surcharge agreements with its customers

The company continues to improve on its environmental impact and to reduce the volume of waste disposal in landfill sites

Principal risks and uncertainties

The management of the business and the execution of the company's strategy are subject to a number of risks

The key business risks are associated with the rising prices of metal and escalating energy costs which are not always possible to be passed on through higher sales prices

A significant proportion of the company's revenues are denominated in Euros and it is therefore exposed to the movement in the euro to pound exchange rate. These foreign exchange risks are managed through forward exchange contracts which are described below

The company does not have significant levels of external debt and does not therefore face any significant interest rate exposure

Report of the directors for the year ended 31 December 2012 (continued)

Key performance indicators

	December	December
	2012	2011
Gross profit % sales	21.27%	17 83%
Operating profit % sales	9.18%	6 96%
Debtor days	96	70
Stock turnover	11	12

Health and Safety

The company places particular emphasis on Health and Safety and is working towards zero accidents through the introduction of new policies and an improving safety culture

Quality standards

EURAC Poole Limited is accredited to ISO/TS 16949 2009, ISO 9001 2008, ISO 14001 2004 and is an Investors in People accredited organisation. The company is working toward accreditation for ISO 50001 2012, which it expects to achieve during 2014.

Financial instruments

As almost 80% of the revenue of the group is euro based the group's financial risk management objective is to reduce fluctuations in profitability arising from the movement in sterling and euro exchange rates. The policy of the group is to provide a natural hedge where possible by matching the currencies of purchases and sales in Euros, to enter into forward exchange contracts for periods up to 42 months ahead. The company also sells a proportion of currency at the spot rate prevailing at the time of the transaction.

Directors

The directors who served during the year were

T Krosnar

H Krosnar

S J Humphrey

Report of the directors for the year ended 31 December 2012 (continued)

Directors' responsibilities

The directors are responsible for preparing the directors' 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 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 then 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,
- 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.

Auditors

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

BDO LLP has expressed their willingness to continue in office and a resolution to re-appoint them will be proposed at the annual general meeting

By order of the Board

T Krosnar Director

Date 22nd March 2013

Independent auditor's report

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF EURAC POOLE LIMITED

We have audited the financial statements of EURAC Poole Limited for the year ended 31 December 2012 which comprise the profit and loss account, the balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed

Respective responsibilities of directors and auditors

As explained more fully in the statement of directors' responsibilities, 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.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's website at www frc org uk/apb/scope/private cfm

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2012 and of its profit for the period then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements

Independent auditor's report (continued)

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF EURAC POOLE LIMITED (continued)

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

Christopher Driver (senior statutory auditor)

For and on behalf of BDO LLP, statutory auditor

Southampton

Date 22Nd March 2013

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127)

Profit and loss account for the year ended 31 December 2012

	Note	Year ended 31 December 2012 £'000	9 months ended 31 December 2011 £'000
Turnover	1,2	30,284	26,241
Cost of sales		(23,842)	(21,562)
Gross profit		6,442	4,679
Distribution costs Administrative expenses		(711) (2,951)	(574) (2,279)
Operating profit	3	2,780	1,826
Net interest payable	4	(2)	(15)
Profit on ordinary activities before taxation		2,778	1,811
Taxation on profit from ordinary activities	7	(684)	(472)
Profit on ordinary activities after taxation	16, 17	2,094	1,339

The company has no recognised gains or losses other than those reported above and therefore no separate statement of total recognised gains and losses has been prepared

Turnover and operating profit is derived exclusively from continuing activities

Balance sheet at 31 December 2012

Company number 2687523		31 December 2012	31 December 2012	31 December 2011	31 December
	Note	£'000	£'000	2011	2011
Fixed assets					
Tangible assets	8		3,560		3,557
Current assets	_				
Stocks	9	2,179		1,845	
Debtors	10	14,602		12,342	
Cash at bank and in hand		47		198	
		16,828		14,385	
Creditors: amounts falling due		,			
within one year	11	(6,963)		(6,561)	
Net current assets			9,865		7,824
Total assets less current liabilities			13,425		11,381
Creditors: amounts falling due after more than one year	12		(3)		(20)
Provisions for liabilities	14		(19)		(52)
Net assets			13,403		11,309
Capital and reserves					
Called up share capital	15		3,650		3,650
Share premium	16		417		417
Profit and loss account	16		9,336		7,242
Shareholders' funds	16		13,403		11,309

The financial statements were approved by the Board of Directors and authorised for issue on 22^{nd} March 2013 and signed on behalf of the board by

T Krosnar

The notes on pages 8 to 19 form part of these financial statements

Notes forming part of the financial statements for the year ended 31 December 2012

1 Accounting policies

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards and the Companies Act 2006. The principal accounting policies which the directors have adopted are set out below

Turnover

Turnover is based on sales of goods and services at invoice value, excluding value added tax and trade discounts. Revenue is recognised when title passes to the customer, which is either on despatch or on receipt by the customer.

Depreciation

Depreciation is calculated on a straight line basis so as to write off the cost (original purchase cost plus attributable costs to bring it to its present location) of fixed assets over the period of their expected useful lives. The principal rates used for these purposes are

Freehold buildings

5% - 10% per annum

Plant and equipment

5% - 33% per annum

Assets in course of construction

Nil% per annum

No provision for depreciation is made against freehold land

Stocks

Stocks are valued at the lower of cost and net realisable value. Cost is based on the cost of purchase on a first in, first out basis. In the case of manufactured products, cost includes all direct expenditure and production overheads based on the normal level of activity. Net realisable value is the price at which stocks can be sold in the normal course of business after allowing for the costs of realisation and, where appropriate, the cost of conversion from their existing state to a finished condition. Provision is made where necessary for obsolescent, slow moving and defective stock.

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred

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

Deferred tax is recognised on all timing differences, on a non-discounted basis, where the transaction or events that give rise to an obligation to pay more tax in the future, or a right to pay less tax in the future, have occurred by the balance sheet date

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits in the foreseeable future from which the reversal of the underlying timing differences can be deducted

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantially enacted by the balance sheet date

Notes forming part of the financial statements for the year ended 31 December 2012 (continued)

1 Accounting policies (continued)

Plant hire and leasing transactions

Assets acquired under finance leases or similar agreements are capitalised as fixed assets and depreciation is charged at the appropriate rates. The liabilities relevant to these assets are included in "obligations under finance leases". The rentals payable are apportioned between interest, which is charged to the profit and loss account, and capital which reduces the outstanding obligation.

All lease, rental and hire charges for other assets are written off against trading profits in the period in which they are incurred

Foreign currencies

Transactions in foreign currencies are translated at the exchange rate ruling at the date of the transaction or, where forward cover contracts have been arranged, at the contracted rate. Monetary assets and liabilities denoted in foreign currencies are retranslated at the exchange rate ruling at the balance sheet date or at the contractual rate if applicable, and any exchange differences arising are taken to the profit and loss account

Pension costs

Contributions to the group's defined contribution pension scheme are charged to the profit and loss account in the year in which they become payable

The company is also a member of the defined benefits section of European Automotive Components Group Pension and Life Assurance Scheme Pension contributions for the group scheme are based on pension costs for the group as a whole Consequently, the company is not able to identify its share of the underlying assets and liabilities of the group scheme and charges the contributions to the profit and loss account in the period to which they relate as though the scheme was a defined contribution scheme

Cash flow

As permitted by Financial Reporting Standard Number 1 (Revised 1996) issued by the United Kingdom Accounting Standards Board a cash flow statement has not been prepared as a consolidated cash flow statement is included in the group accounts of EURAC Holdings Limited

Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

Notes forming part of the financial statements for the year ended 31 December 2012 (continued)

2	Turnove	r

The geographical analysis of turnover is detailed below	Year ended 31 December 2012 £'000	9 months ended 31 December 2011 £'000
United Kingdom Other EU countries Rest of the world Group companies	2,744 11,251 - 16,289	2,493 9,764 - 13,984
	30,284	26,241

The directors believe there is only one class of business which is the manufacture and distribution of cast metal components for the motor industry, in particular, brake discs and drums

3	Operating profit	Year ended 31 December 2012 £'000	9 months ended 31 December 2011 £'000
	Operating profit is stated after charging/(crediting)		
	Depreciation of owned assets Net exchange gain Operating lease rentals	503 (71)	637 (185)
	- other assets - plant and machinery Auditors' remuneration	4 23	2 18
	- Statutory audit of the company's financial statements - Tax services	14	14 2
4	Net interest payable	Year ended 31 December 2012 £'000	9 months ended 31 December 2011 £'000
	Debt factoring charges (see note 11) Interest payable on bank loans and overdrafts		15 -
		2	15

Notes forming part of the financial statements for the year ended 31 December 2012 (continued)

5	Directors' emoluments	Year ended 31 December 2012 £'000	9 months ended 31 December 2011 £'000
	Aggregate emoluments	-	-
	Amounts recharged by the immediate parent company for directors' services	556	405
		556	405

3 directors (Period ended 31 December 2011 3) had benefits accruing under money purchase pension schemes

The amounts recharged by the immediate parent company are in respect of the services of Mrs H Krosnar, Mr T Krosnar & Mr S Humphrey

6 Employee information

The average number of persons employed by the company including executive directors during the period was

	Year ended 31 December 2012 Number	9 months ended 31 December 2011 Number
Production Administration and distribution	180 7	178 8
	187	186

Notes forming part of the financial statements for the year ended 31 December 2012 (continued)

6 Employee information (continued)

The costs incurred in respect of these employees were

The costs incurred in respect of these employees were	Year ended 31 December 2012 £'000	9 months ended 31 December 2011 £'000
Wages and salaries Social security costs	5,474 556	4,237 451
Other pension costs (note 19)	174	162
	6,204	4,850
	-	

EURAC Limited, the company's immediate parent undertaking, made contributions of £915,849 (Period ended 31 December 2011 £674,015) to the group defined benefit scheme. These contributions were recharged to the company as part of the management fee

7 Taxation on profit from ordinary activities

The tax charge represents UK corporation tax and is based on the result for the period and comprises

Current tax	Year ended 31 December 2012 £'000	Year ended 31 December 2012 £'000	9 months ended 31 December 2011 £'000	9 months ended 31 December 2011 £'000
UK corporation tax at 24 5% (Period ended 31 December 2011 26%) Group Relief Adjustment in respect of prior years	642 75		533	
Total current tax		717		510
Deferred tax (note 14) Origination and reversal of timing differences Adjustments in respect of previous periods Changes in tax rate	(31) - (2)		(54) 22 (6)	
		(33)		(38)
Tax charge on profit on ordinary activities		684		472

Notes forming part of the financial statements for the year ended 31 December 2012 (continued)

7	Taxation on profit from ordinary actions The tax assessed for the year / period differences are explained below		standard rate	of corporation tax	in the UK The
	differences are explained below			Year ended 31 December 2012 £'000	9 months ended 31 December 2011 £'000
	Profit on ordinary activities before tax			2,778	1,811
	Profit on ordinary activities at the stand UK of 24 5% (Period ended 31 December Fixed asset timing differences Other timing differences Expenses not deductible for tax purpos Over provision in respect of previous years.	ber 2011 - 26%) ses	on tax in the	681 39 (3)	471 54 - 8 (23)
	Current tax charge for period			717	510
8	Tangible assets	Assets in course of construction £'000	Freehold land and buildings £'000	Plant and equipment £'000	Total £'000
	Cost or valuation At 1 January 2012 Additions Disposals Transfers	35 - - (35)	2,989 - - -	14,987 506 (1,495) 35	18,011 506 (1,495) -
	At 31 December 2012	-	2,989	14,033	17,022
	Depreciation At 1 January 2012 Charge for the period Disposals	- - -	958 31 -	13,496 472 (1,495)	14,454 503 (1,495)
	At 31 December 2012	-	989	12,473	13,462
	Net book value At 31 December 2012		2,000	1,560	3,560

Plant and equipment includes office equipment and patterns and tooling assets

At 31 December 2011

35

2,031

1,491

3,557

Notes forming part of the financial statements for the year ended 31 December 2012 (continued)

9	Stock	31 December 2012 £'000	31 December 2011 £'000
	Consignment stock Raw materials and sundry stocks Finished goods	113 1,419 647	192 1,189 464
		2,179	1,845

In accordance with the provisions of FRS 5, included in stock is £113,113 (Period ended 31 December 2011 £192,354) in relation to raw materials held by the company under consignment. This stock remains under the legal title of the supplier. No deposit is paid on the consignment stock and payment is made with usage. An equivalent liability is also included within trade creditors.

10 Debtors: Amounts falling due within one year

	31 December 2012 £'000	31 December 2011 £'000
Trade debtors *	1,926	2,234
Amounts due from group undertakings	11,757	9,288
Other debtors	69	26
Other taxes recoverable	850 	794
	14,602	12,342

^{*} Trade debtors includes £Nil (Period ended 31 December 2011 £1,152,893) of factored debt (see note 11)

Amounts due from group undertakings are unsecured, interest free and repayable on demand

Notes forming part of the financial statements for the year ended 31 December 2012 (continued)

11	Creditors: amounts falling due within one year	31 December 2012 £'000	31 December 2011 £'000
	Amounts due in respect of factored receivables* Loans (secured) Trade creditors Bank overdraft (secured) Amounts owed to group undertakings Other creditors Accruals and deferred income Corporation tax	23 4,699 429 75 227 868 642	1,153 40 3,911 - - 218 706 533
		6,963	6,561

^{*} Amounts due in respect of factored receivables represent the cash drawn down under the invoice discounting agreement with Lloyds TSB Bank plc, and is repayable after the 6 months notice period has expired. The debt is secured by way of a cross guarantee between EURAC Dudley Limited, EURAC Poole Limited and EURAC Limited.

Included within other creditors is an amount of £224,457 (Period ended 31 December 2011 £218,552) in respect of taxation and social security

Amounts due to group undertakings are unsecured, interest free and repayable on demand

Lloyds TSB Bank plc has a legal charge over certain land and buildings owned by the company, in respect of group borrowing facilities (see note 18)

Notes forming part of the financial statements for the year ended 31 December 2012 *(continued)*

12	Creditors. amounts falling due after more than one year		
	31 (December	31 December
		2012 £'000	2011 £'000
		2.000	2 000
	Loans	3	20
			
		3	20
	Loans are repayable		
	Within one year	23	40
	In more than one year, but not more than two years	3	20
	In more than two years, but not more than five years	-	-
			
		26	60
13	Financial commitments		
	At 31 December 2012 the company had annual commitments on assets other non-cancellable operating leases as follows	than land and	d buildings under
	31 ו	December	31 December
		2012	2011
		£'000	£'000
	Expiry date	_	
	Within one year	1	-
	Between two and five years	35	26
		20	
		36	26

Notes forming part of the financial statements for the year ended 31 December 2012 *(continued)*

14	Provisions for liabilities		
			Deferred taxation
	At 1 January 2012 Movement in the year (note 7)		£'000 52 (33)
	Balance at 31 December 2012		19
	The analysis of deferred taxation is as follows		
	31 Dec	ember 2012 £'000	31 December 2011 £'000
	Capital allowances in excess of depreciation Short term timing differences	51 (32)	87 (35)
		19	52
15	Called up share capital		
	31 Dece	mber 2012 £'000	31 December 2011 £'000
	Allotted, issued, called up and fully paid		
	Equity 3,650,000 ordinary shares of £1 each	3,650	3,650
16	Reserves		
	ș pre	Share mium £'000	Profit and loss reserve £'000
	At 1 January 2012 Profit for the financial year	417	7,242 2,094
	At 31 December 2012	417	9,336

Notes forming part of the financial statements for the year ended 31 December 2012 *(continued)*

17	Reconciliation of movements in shareholders' funds	Year ended 31 December 2012 £'000	9 months ended 31 December 2011 £'000
	Profit for the year / period Dividends	2,094	1,339
	Net increase in shareholders' funds Opening shareholders' funds	2,094 11,309	1,339 9,970
	Closing shareholders' funds	13,403	11,309

18 Contingent liabilities

The company has given a guarantee secured on all of its assets for the bank borrowing facilities of the other members of the EURAC Limited group

Notes forming part of the financial statements for the year ended 31 December 2012 (continued)

19 Pension costs

The company is a member of the defined benefit and the defined contribution sections of the European Automotive Components Limited Group Pension and Life Assurance Scheme

This is a multi-employer scheme including employees of other group companies. It is not considered possible to allocate the scheme's assets and liabilities relating to the defined benefit section between the various member companies and accordingly the defined benefit section is accounted for as though it were a defined contribution scheme.

The relevant disclosures required under FRS 17 for the defined benefit section can be found in the financial statements of the ultimate UK parent undertaking, EURAC Holdings Limited

The pension cost for the year is summarised below

9 months	Year
ended	ended
31 December	31 December
2011	2012
£'000	£'000

Pension contributions paid

Defined contribution section (note 6)

174 162

EURAC Limited, the company's immediate parent undertaking, made contributions of £915,849 to the group defined benefit scheme. These contributions were recharged to the company as part of the management fee. It is expected that the contributions will be £945,653 next year.

20 Ultimate parent company

EURAC Limited, a company registered in England, is the company's immediate parent company

EURAC Holdings Limited, a company registered in England, is the immediate parent undertaking of Eurac Limited

EURAC Holdings Limited is the smallest company to prepare group accounts and copies can be obtained from the company secretary at EURAC Holdings Limited, Mannings Heath Road, Poole, Dorset, BH12 4NJ

MAT Holdings Inc, a company registered in USA, is the company's ultimate parent company and is the largest company to prepare group accounts but these accounts are not publicly available

21 Related party transactions

No disclosure has been made of transactions with entities that are wholly owned by EURAC Holdings Limited and are included in the consolidated group accounts, as is permitted by the exemptions available under FRS8