

COMPANIES HOUSE

Grant Thornton 



LINTON AND HIRST GROUP
LIMITED

COMPANY NUMBER 2721642

DIRECTORS' REPORT AND
FINANCIAL STATEMENTS

FOR THE YEAR ENDED

31 DECEMBER 2001

LINTON AND HIRST GROUP LIMITED

REPORT OF THE DIRECTORS

The directors present their annual report and the audited financial statements for the year ended 31 December 2001.

Results and dividends

The profit for the year after taxation amounted to £238,000 (2000: £756,000).

The directors do not recommend the payment of a dividend and the profit has therefore been transferred to reserves.

Activities

The principal activity of the company is that of a holding company.

Review of the business

The results for the year are shown in the profit and loss account on page 6.

Future developments

The company is trading profitably and the directors expect to maintain present activity levels.

Directors

The directors of the company, all of whom served throughout the year except where stated, were:

M R Atkins

A K Griffiths (resigned 27 April 2001)

R A Evans (resigned 31 October 2001)

R Harrop (resigned 27 April 2001)

L M Eccleshall (appointed 30 October 2001)

L M Eccleshall having been appointed since the last Annual General Meeting, retires in accordance with the Articles of Association and being eligible offers himself for re-appointment.

None of the directors had any interest in the shares of the company.

LINTON AND HIRST GROUP LIMITED

REPORT OF THE DIRECTORS

The beneficial interests of each director in the shares and the share options of the ultimate parent undertaking are noted below.

	31 December 2001		25p ordinary shares 1 January 2001 (or date of appointment)	
	Shares	Options	Shares	Options
M R Atkins	-	37,816	-	27,711
L M Eccleshall	-	22,953	-	22,953
	-	60,769	-	50,664

Share options are exercisable on or after	Number of options
4 April 1998 at 241.000 pence	4,285
15 April 1999 at 319.000 pence	2,750
6 June 1999 at 353.000 pence	3,250
22 April 2000 at 359.000 pence	4,945
24 March 2001 at 300.000 pence	5,955
31 March 2002 at 177.500 pence	8,872
28 March 2003 at 91.500 pence	17,212
18 April 2004 at 163.000 pence	13,500
	60,769

Statement of directors' responsibilities for preparing the financial statements

The directors are required by UK company law to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the company as at the end of the financial period and of the profit or loss of the company for that period.

The directors confirm that suitable accounting policies have been used and applied consistently, and reasonable and prudent judgements and estimates have been made, in the preparation of the financial statements for the year ended 31 December 2001. The directors also confirm that applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements, and that the financial statements have been prepared on the going concern basis.

The directors are responsible for maintaining proper accounting records, for safeguarding the assets of the company and for taking reasonable steps to prevent and detect fraud and other irregularities.

LINTON AND HIRST GROUP LIMITED

REPORT OF THE DIRECTORS

Auditors

Grant Thornton, who were appointed as auditors during the year, have expressed their willingness to continue in office and in accordance with section 385 of the Companies Act 1985 a resolution proposing their re-appointment will be put to the forthcoming Annual General Meeting.

BY ORDER OF THE BOARD



M G Leigh
SECRETARY

25 March 2002

Registered office:

Parsonage Road
Stratton St Margaret
Swindon
Wiltshire
SN3 4RN

**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF
LINTON AND HIRST GROUP LIMITED**

We have audited the financial statements of Linton and Hirst Group Limited for the year ended 31 December 2001 which comprise the principal accounting policies, the profit and loss account, the balance sheet and notes 1 to 15. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the directors' report and the financial statements in accordance with United Kingdom law and accounting standards are set out in the statement of directors' responsibilities. Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom auditing standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read other information contained in the directors' report, and consider whether it is consistent with the audited financial statements. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.


Basis of opinion

We conducted our audit in accordance with United Kingdom 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 31 December 2001 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



**GRANT THORNTON
REGISTERED AUDITORS
CHARTERED ACCOUNTANTS
SHEFFIELD**

25 March 2002

LINTON AND HIRST GROUP LIMITED

PRINCIPAL ACCOUNTING POLICIES

ACCOUNTING CONVENTION

The financial statements have been prepared in accordance with applicable accounting standards in the United Kingdom and under the historical cost convention except that certain freehold properties are shown at their revalued amounts. The group has implemented FRS 18 "Accounting Policies".

The company is a wholly owned subsidiary of TT electronics plc and the cash flows of the company are included in the consolidated group cash flow statement of TT electronics plc. Consequently, the company is exempt under the terms of FRS 1 (Revised 1996) from publishing a cash flow statement.

The principal accounting policies of the company have remained unchanged from the previous year and are set out below.

CONSOLIDATED FINANCIAL STATEMENTS

The company has taken advantage of the exemption permitted by Section 228 of the Companies Act 1985 and not produced consolidated financial statements as it is itself a wholly owned subsidiary.

DEPRECIATION

Depreciation is calculated to write down the cost or valuation less estimated residual value of all tangible assets other than freehold land by equal annual instalments over their expected useful lives. The periods generally applicable are:

Freehold buildings	50 years
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Freehold land is not depreciated.

FIXED ASSETS

Following the implementation of FRS 15 "Tangible Fixed Assets" the Group has adopted a policy of not revaluing fixed assets. The carrying amount of tangible fixed assets previously revalued have been retained at their book amount in accordance with the transitional provisions of FRS 15.

INVESTMENTS

Investments are included at cost less amounts written off.

DEFERRED TAXATION

Deferred taxation is the taxation attributable to timing differences between results computed for taxation purposes and the results as stated in the financial statements. Provision for deferred taxation is made where it is probable that a liability will crystallise at the rates estimated to be effective in the future.

Unprovided deferred taxation is disclosed as a contingent liability.

LEASES

Assets acquired under finance leases which confer substantially all the risks and rewards of ownership of an asset, are capitalised and outstanding instalments, net of interest, are shown in creditors.

Payments on operating leases are charged to the profit and loss account on a straight line basis over the lease term.

Where the company acts as lessor and assets are leased on operating leases, the lease rentals are taken to income on a straight line basis over the term of the lease.

LINTON AND HIRST GROUP LIMITED

PROFIT AND LOSS ACCOUNT

For the year ended 31 December 2001

	Note	2001 £'000	2000 £'000
Administrative expenses		333	335
Operating profit		333	335
Income from shares in group undertakings		-	500
Profit on ordinary activities before taxation	1	333	835
Taxation	2	(95)	(79)
Profit on ordinary activities after taxation	12	238	756
Dividends			
Interim of nil p per share (2000: 43.9p)		-	(500)
Profit retained	11	238	256

The above results all arise from continuing activities.

The company has no recognised gains or losses other than those included in the profit above and therefore no separate statement of total recognised gains and losses has been presented.

The accompanying accounting policies and notes form an integral part of these financial statements.

LINTON AND HIRST GROUP LIMITED

BALANCE SHEET AT 31 DECEMBER 2001

	Note	2001 £'000	2000 £'000
Fixed assets			
Tangible assets	4	4,533	4,593
Investments	5	167	167
		<u>4,700</u>	<u>4,760</u>
Current assets			
Debtors	6	3,387	2,886
Cash at bank and in hand		3	3
		<u>3,390</u>	<u>2,889</u>
Creditors: amounts falling due within one year	7	<u>(2,464)</u>	<u>(903)</u>
Net current assets		<u>926</u>	<u>1,986</u>
Total assets less current liabilities		<u>5,626</u>	<u>6,746</u>
Creditors: amounts falling due after more than one year	8	<u>(1,519)</u>	<u>(2,877)</u>
		<u><u>4,107</u></u>	<u><u>3,869</u></u>
Capital and reserves			
Called up share capital	10	16	16
Share premium account	11	1,055	1,055
Revaluation reserve	11	1,537	1,537
Profit and loss account	11	1,499	1,261
Shareholders' funds	12	<u><u>4,107</u></u>	<u><u>3,869</u></u>

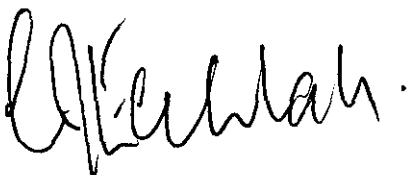
The financial statements were approved by the Board of Directors on 25 March 2002.

M R Atkins



Directors

L M Eccleshall



The accompanying accounting policies and notes form an integral part of these financial statements.

LINTON AND HIRST GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2001

1 PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

The whole of the profit on ordinary activities before taxation, originated in the United Kingdom.

Operating profit is stated after:

	2001 £'000	2000 £'000
Fees to auditors:		
- audit services	2	-
Depreciation:		
- tangible fixed assets, owned	60	60
Operating lease rentals:		
- other	301	263
Rents receivable - operating leases	(694)	(575)

2 TAXATION

	2001 £'000	2000 £'000
United Kingdom corporation tax charge at 30% (2000: 30%)	115	90
Adjustments in respect of prior years - corporation tax	(20)	(11)
	95	79

3 DIRECTORS AND EMPLOYEES

No employees received any remuneration during the year.

The average number of employees of the company, including directors, during the year was:

	2001 Number	2000 Number
Administration	3	3

Remuneration in respect of directors was £nil (2000: £nil)

LINTON AND HIRST GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2001

4 TANGIBLE FIXED ASSETS

	Freehold land and buildings £'000
Cost or valuation At 1 January 2001 and 31 December 2001	<u>4,863</u>
Depreciation At 1 January 2001	270
Charge for the year	<u>60</u>
At 31 December 2001	<u>330</u>
Net book amount at 31 December 2001	<u><u>4,533</u></u>
Net book amount at 31 December 2000	<u><u>4,593</u></u>

The net book amount of freehold land and buildings included £2,043,000 (2000: £2,043,000) in respect of land.

The figures stated above for cost or valuation include valuations as follows:

	Freehold land and buildings £'000
At cost	42
At valuation - 1995	<u>4,821</u>
	<u><u>4,863</u></u>

The historic cost of assets included at valuation at 31 December 2001 was £3,284,000 (2000: £3,284,000) and accumulated depreciation thereon was £325,000 (2000: 266,000).

5 FIXED ASSETS INVESTMENTS

Investments in subsidiary undertakings

	Shares in group undertakings £'000
Cost and net book amount at 31 December 2000 and 31 December 2001	<u><u>167</u></u>

LINTON AND HIRST GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2001

The directly and wholly owned trading subsidiary undertakings of the company are:

Subsidiary undertaking	Nature of business	Class of share capital	Proportion held	Country of incorporation and operation
Linton and Hirst Limited	Manufacturer of precision metal stampings	Ordinary	100%	England and Wales
Midland Tool and Design Limited	Manufacturer of precision press tools	Ordinary	100%	England and Wales

6 DEBTORS

	2001 £'000	2000 £'000
Amounts owed by group undertakings	3,203	2,818
Prepayments	184	68
	<u>3,387</u>	<u>2,886</u>

Included in the above is the following amount, which is due after more than one year:
Amounts owed by group undertakings

<u>2,684</u>	<u>2,639</u>
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7 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2001 £'000	2000 £'000
Amounts owed to group undertakings	2,108	550
Corporation tax	167	160
Other creditors	149	140
Accruals and deferred income	40	53
	<u>2,464</u>	<u>903</u>

8 CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2001 £'000	2000 £'000
Amounts owed to group undertakings	<u>1,519</u>	<u>2,877</u>

Amounts owed to group undertakings are repayable after more than one year. No interest is payable on this amount.

LINTON AND HIRST GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2001

9 DEFERRED TAXATION

Deferred taxation is analysed as follows:

	Amount provided		Amount unprovided	
	2001	2000	2001	2000
	£'000	£'000	£'000	£'000
Accelerated capital allowances	-	-	138	300
Other short term timing differences	-	-	(36)	-
	-	-	102	300

The amount unprovided represents a contingent liability at 31 December 2001.

10 SHARE CAPITAL

	2001	2000
	£'000	£'000
Authorised		
1,407,536 ordinary shares of 1p each	14	14
703,404 ordinary shares of US \$0.01	5	5
	19	19
Issued and fully paid		
1,137,188 ordinary shares of 1p each	11	11
703,404 ordinary shares of US \$0.01	5	5
	16	16

11 RESERVES

	Share premium account	Revaluation reserve	Profit and loss account
	£'000	£'000	£'000
At 1 January 2001	1,055	1,537	1,261
Profit for the year	-	-	238
At 31 December 2001	1,055	1,537	1,499

LINTON AND HIRST GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2001

12 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2001 £'000	2000 £'000
Profit for the year	238	756
Dividends	-	(500)
Net movement in shareholders' funds	238	256
Shareholders' funds at 1 January 2001	3,869	3,613
Shareholders' funds at 31 December 2001	4,107	3,869

13 LEASING COMMITMENTS

At 31 December 2001 commitments due within one year in respect of operating leases were:

	2001 Land and buildings £'000	2000 Land and buildings £'000
Operating payments due to terminate: In more than five years	314	263

14 TRANSACTIONS WITH RELATED PARTIES

The company has taken advantage of the exemption available under FRS 8 and has not disclosed transactions with companies that are part of the TT electronics group of companies.

15 CONTROLLING RELATED PARTIES

Automotive Electronic Systems Limited is the company's controlling related party by virtue of its 100 per cent interest in the company.

The company's ultimate controlling related party and ultimate parent undertaking is TT electronics plc which is registered in England and Wales.

Copies of TT electronics plc financial statements can be obtained from the registered office at Clive House, 12-18 Queens Road, Weybridge, Surrey, KT13 9XB.