G-TEKT Europe Manufacturing Limited

Directors' report and financial statements Registered number 03249892 Year Ended 31 December 2012



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Directors' report

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

Principal activities

The principal activities of the company were the manufacture and sale of pressed steel body parts for the automotive industry, and manufacture of associated tooling

Business review

In 2012 total sales were £76 9m, 3.0% up on 2011 Mass production sales (excluding tooling) were 29% higher than prior year, largely due to stronger parts demand from Honda This was due to an increased vehicle build with the launch of new Civic and CRV models, and no repetition of the supply problems affecting Honda in 2011 after natural disasters in Japan and Thailand

Pre-tax profit was £8 6m in 2012 compared to £8 0m in 2011 Total manpower increased from 398 at 2011 year end to 541 at the close of 2012

In 2012 production planning and labour efficiency was affected by volatility of customer schedules, but flexible working practices ensured 100% delivery performance was maintained

A dividend of £1,501,752 was paid in the year (2011 £601,000)

During the year G-TEKT Europe Manufacturing successfully supported two major model changes by Honda, increased its sales to other customers and expanded in-house die making capacity. As well as being a 1st tier automotive supplier the business also grew sales as a 2nd tier supplier

The company continued to operate two manufacturing sites, at Gloucester and Ebbw Vale. The facility in Ebbw Vale continued its growth, and plays a significant part in cost management on small/medium parts supply

No major health and safety incidents or major quality concerns occurred in the year

Future risks and planning

The 2013 forecast is for another profitable year, though market conditions are not expected to improve in Europe and the main customer Honda is planning lower production levels from quarter two

Increasing utilisation from current production facilities is a key aim for 2013 Improved plant logistics, automated material delivery and flexible stock storage will be key to achieving this

The risk associated with having a high concentration of sales with Honda is being addressed by developing new customers and products, a process that will continue in 2013

Directors and directors' interests

The directors who held office during the year were as follows

Naohiro Takao Toshitsugu Kikuchi Nicholas Thomas Mitsuo Ishikawa Hiroshi Seko

Mr Takao and Mr Kikuchi had a beneficial interest in the shares of the parent company, required to be disclosed under Schedule 7 of the Companies Act 1985

Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information

Auditors

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG LLP will therefore continue in office

By order of the board

M Ishikawa
Director

Gloucester Business Park
Golf Club Lane
Brockworth
Gloucestershire
GL3 4AJ

Date 25 February 2013

Directors' report (continued)

Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

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 judgments and 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Registered number 03249892



Independent auditor's report to the members of G-TEKT Europe Manufacturing Limited

We have audited the financial statements of G-TEKT Europe Manufacturing Limited for the year ended 31 December 2012 set out on pages 6 to 16 The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK 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 Directors' Responsibilities Statement set out on page 3, 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 web-site at www frc org uk/auditscopeukprivate

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 year then ended
- · have been properly prepared in accordance with UK Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter 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 to the members of G-TEKT Europe Manufacturing 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

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N P Hall (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
100 Temple Street
Bristol
BS1 6AG

25 February 2013

G-TEKT Europe Manufacturing Limited Directors' report and financial statements Year ended 31 December 2012

Profit and loss account for year ended 31 December 2012

	Note	2012		Restated 2011	Restated
		€000	5000	£000	0003
Turnover	2		76,878		74,567
Cost of sales			(60,049)		(58,576)
Gross profit			16,829		15,991
Distribution costs			(375)		(235)
Administrative expenses			(7,945)		(7,824)
Operating profit			8,509		7,932
Interest receivable and similar income	5	99		110	
Interest payable and similar charges	6	(3)			
			96		
					110
Profit on ordinary activities before taxation	3		8,605		8,042
Tax on profit on ordinary activities	7		(2,201)		(2,225)
Profit for the financial year	17		6,404		5,817

The result for the period has been derived from continuing operations and includes all recognised gains and losses arising in the year.

The accompanying notes are an integral part of this profit and loss account.

G-TEKT Europe Manufacturing Limited Directors' report and financial statements Year ended 31 December 2012

Balance Sheet

at 31 December 2012

	Note	2012 £000	£000	2011 £000	0003
Fixed assets					
Tangible assets	9		37,018		39,698
Current assets					
Stocks	10	5.854		6 444	
Debtors	11	8,741		4 858	
Cash at bank and in hand		22,076		19 810	
		36,671		31 112	
Creditors Amounts falling due within one year	12	(11,575)		(13,118)	
Net current assets			25,096		17 994
Total assets less current liabilities			62,114		57 692
Provisions for liabilities and charges	13		(1,085)		(1,566)
Net assets			61,029		56,126
Capital and reserves					
Called up share capital	15		12,014		12 014
Profit and loss account	17		49,015		44 112
r rom and roos decoding	• • •		43,013		44 112
Equity shareholders' funds	16		61,029		56,126

These financial statements were approved by the board of directors on 25 February 2013 and were signed on its behalf by

Mishikawa Director

G-TEKT Europe Manufacturing Limited Directors' report and financial statements Year ended 31 December 2012

Cash flow statement for the year ended 31 December 2012

	Note	2012 £000	2011 £000
Net cash inflow from operating activities	18a	7,772	7,497
Returns on investments and servicing of finance	18b	96	110
Taxation		(2,681)	(2,492)
Capital Expenditure	18b	(1,420)	(940)
Cash inflow before financing		3,767	4,175
Equity dividends (paid)		(1,501)	(600)
Financing	18b	-	-
Increase in cash in the year		2,266	3,575

Reconciliation of net cash flow to movement in net cash (note 18c)

•	•	
	£000	0003
Increase in cash in the year	2,266	3,575
Net cash Inflow/(outflow) from changes in debt and lease financing		-
Foreign exchange movements on debts and lease financing	-	-
Movement in net cash in year	2,266	3 575
Net cash at the start of the year	19,810	16,235
Net cash at the end of the year	22,076	19,810

Notes

(forming part of the financial statements)

1 Accounting policies

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the preceding year

Basis of accounting

The financial statements have been prepared on the going concern basis which the directors believe to be appropriate for the following reasons. The company is able to generate sufficient resources to fund its working capital. However, should it need additional funding it is able to obtain it is able to obtain bank loans which are secured against guarantees offered by the parent company G-TEKT Corporation. This support should ensure that the company is able to continue its operational existence for the forseeable future by meeting its liabilities as they fall due for payment.

Turnover

Turnover represents amounts receivable for the supply of manufactured vehicle components, including tooling provided in the normal course of business net of trade discounts. VAT and other sales related taxes

Tangible fixed assets

Tangible fixed assets are stated at cost, net of depreciation and any provision for impairment. Depreciation is provided on all tangible assets at rates calculated to write off cost, less estimated residual value, of each asset on a straight-line basis over expected useful life, as follows

Land and Buildings - 10 to 50 years
Press and Assembly Equipment - 8 to 15 years
Other Plant Equipment - 5 to 10 years
Fixtures, fittings, tools and equipment - 1 to 10 years

No depreciation is provided on freehold land Residual value is calculated on prices prevailing at the date of acquisition

Operating leases

Rentals under operating leases are charged on a straight-line basis over the lease term, even if the payments are not made on such a basis

Stocks

Stocks are stated at the lower of cost and net realisable value. Cost includes materials, direct labour and an attributable proportion of manufacturing overheads based on normal levels of activity. Net realisable value is based on estimated selling price less further costs expected to be incurred to completion and disposal. Provision is made for obsolete, slow-moving or defective stock where appropriate

Foreign currency

Transactions in foreign currencies are recorded using the rate of exchange at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rate of exchange prevailing at that date.

All exchange differences are included in the profit and loss account.

Taxation

UK corporation tax is provided at amounts expected to be paid using the tax rates that have been enacted or substantially enacted by the balance sheet date.

Deferred tax is recognised, without discounting in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have ansen but not reversed by the balance sheet date, except as otherwise required by FRS 19

Research and development

Research and development expenditure is written off as it is incurred

Pension costs

The company operates a defined contribution scheme. The amount charged to the profit and loss account in respect of pension costs and benefits is the contributions payable in the period. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

Government grants

Capital based government grants are included within accruals and deferred income in the balance sheet and credited to the profit and loss account over the estimated useful economic lives of the assets to which they relate

2 Turnover

Turnover was derived from the company's principal activities which were carried out wholly	in the UK
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	2012	2011
	€0003	£000
Pressings and assembly manufacture	60,667	55,153
Manufacture of press tooling and trial parts	16,211	19 414
	76,878	74,567

The practice of reporting sales net of group royalties ceased in 2012, hence prior year turnover has been restated on a like for like basis

3 Profit on ordinary activities before taxation

Profit on ordinary activities before taxation is stated after charging/(crediting)		
	2012 £000	2011 £000
Depreciation of tangible fixed assets		
Owned	4,100	3,992
Loss on disposal of fixed assets	•	25
Operating lease rentals		
Plant and machinery	288	238
Other	190	168
Auditors' remuneration, including expenses		
Audit of financial statements pursuant to legislation	37	41
Other services relating to taxation	37	11

4 Directors' emoluments and staff costs

Directors' remuneration

Directors' remuneration was as follows

	2012	2011
	£000	2000
Emoluments	549	403
Performance related bonuses	19	41
Company contributions to money purchase pension schemes	7	6
	575	450

No retirement benefits were accruing to any of the directors (2011 nil) under the money purchase pensions scheme

Highest paid director

The highest paid director received £295,068 in 2012 (2011 £198 970)

4 Directors' emoluments and staff costs (continued)

Staff Costs

The average number of employees (including executive directors) was	Number of I	Employees
	2012 £000	2011 £000
Production	446	358
Administration, Sales and Distribution	41 487	398
_	2012	2011
Their aggregate remuneration comprises	£000	£000
Wages and salanes	10,922	8 345
Social security costs	915	701
Other pension costs (note 20)	178	166
	12,015	9 212

5	Interest receivable and similar income				
				2012	2011
				£000	0003
	vable from group undertakings			-	-
Interest recei	vable from bank deposits			99	110
				99	110
6	leterack annulate and atomic collections				
•	Interest payable and similar charges			2012	2011
				£000	£000
Intones	the section of the se				
Other interes	ble on bank loans and overdrafts t paid			- 3	-
	, pure				
					
7	Taxation				
Analysis of cl	narge in year				
		2012 £000	£000	2011 £000	£000
		ŁOOO	2000	2000	2,000
UK corporation					
	n income for the year	2,682		2,477	
Adjustments	in respect of previous years			(46)	
			2,682		2 431
Deferred tax	· · · · · ·				
	nd reversal of timing differences	(355)		(116)	
	nge in tax rate on opening balances in respect of previous years	(126)		(134) 44	
, ajastinents	intespect of previous years				
_			(481)		(206)
	on ordinary activities		<u>2,201</u>		2,225
ractors arrec	ting the tax charge for the current year				
The current to The difference	ax charge for the year is higher (2011 higher) than the standard es are explained below	rate of corporation tax ii	n the UK 24% (2	2011 26%)	
				2012	2011
				£000	£000
Current tax re					
Profit on ordi	nary activities before tax			8,605	8,042
Current tax at	t average 24 5% for year (2011 26 5%)			2,108	2,131
	== =:-,			-,	-r-• ·
Effects of	avable for tax purposes - doubled				<i>(</i> F 4)
	exable for tax purposes - dividend t deductible for tax purposes			72	(54) 278
	in excess of capital allowances			502	122
Adjustment in	respect of previous periods				(46)
Total current	tax charge (see above)			2,682	2,431

8 Dividends Paid

On 30th May 2012 the company paid a dividend of £1,501,753 to its parent company G-TEKT Corporation (2011 £600,701)

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Tangible fixed assets

•	Tangibie fixed assets	Land and Buildings £000	Press and assembly equipment £000	Other plant and machinery £000	Fixtures, fittings, tools and equipment £000	Total £000
Cost						
At beginning of year		28,035	44 406	923	797	74,161
Additions		113	1,212	78	17	1,420
Disposals					(7)	(7)
At end of year		28 148	45,618	1,001	807	75,574
Depreciation						
At beginning of year		3 429	29,521	803	710	34,463
Charge for year		714	3 311	38	37	4,100
Disposals					(7)	(7)
At end of year		4,143	32,832	841	740	38,556
Net book value						
At 31 December 2012		24,005	12,786	160	67	37,018
At 31 December 2011		24 606	14,885	120	87	39,698

The value of freehold land not depreciated at 31 December 2012 was £2,903,000 (2011 £2,903 000)

10	Stocks		
•	Vidona	2012	2011
		£000	£000
		2000	2000
Raw materials and o	onsumables	2,751	2,604
Work in progress		2,490	3,574
Finished goods		613	266
		5,854	6 444
11	Debtors	2012	2011
		£000	£000
Amounts falling due	within one year		
Trade debtors		8,622	4,770
Amounts owed by g	oup undertakings	•	13
Prepayments and a		119	75
Other taxation and s	ocial security		-
		8,741	4,858
12	Creditors		
		2012	2011
		€000	£000
Amounts falling due	within one year		
Trade creditors		2,838	1 483
Amounts owed to gr	oup undertakings	1,262	1,695
Taxation and social	secunty	1,645	1 672
Other creditors		1,324	986
Corporation tax		1,781	1,770
Accruals and deferr	ed income	2,725	_5 512
		11,575	13,118

13	Deferred taxation		
		2012	2011
		0003	2000
The company's liab	ility in respect of deferred taxation is as follows		
Accelerated capital	allowances	1,139	1,571
Short term timing di	fferences	(54)	(5)
		1,085	1,566
Deferred tax provisi	on brought forward	1,566	1,772
Deferred tax charge	in the profit and loss account (see note 7)	(355)	(116)
Effect of change in	tax rate on opening balances	(126)	(134)
	ect of previous years	•	` 44
Deferred tax provisi	on carned forward	1,085	1,566

14 Financial commitments

Capital expenditure sanctioned by the directors at 31 December 2012 but not provided for within these accounts was £1,667 175 (2011 £51,077)

Annual Commitments under non-cancellable operating leases are as follows

		2012 Land and Buildings £000	Other	2011 Land and Buildings £000	Other
Expiry date In two years or less Between two and five	e years	4	104 615 719	24 - 24	152 140 292
15	Called up equity share capital			2012 £000	2011 £000
Allotted, called up of 12 014 023 ordinary	and fully paid shares of £1 each (2011 12 014 023)		=	12,014	12 014
16	Reconciliation of movements in equity shareholders' fund	ds		2012 £000	2011 £000
Profit for the year Dividends paid Opening equity share	eholders' funds			6,404 (1,501) 56,126	5 817 (600) 50 909
Closing equity share	holders' funds		=	61,029	56,126
17	Profit and loss reserve			2012 £000	2011 £000
Opening profit and to Profit for the year aff Dividends Paid Closing profit and los	er taxation		- =	44,112 6,404 (1,501) 49,015	38 895 5,817 (600) 44,112

18 Cash flow information

a) Reconciliation of operating profit to net cash inflow from operating activities			
		2012	2011
		£000	£000
Operating Profit		8,509	7,932
Depreciation		4,100	3 992
Loss on disposal of fixed assets		-	25
Decrease in stocks		590	2,590
Increase in debtors		(3,883)	758
Decrease in creditors		(1,543)	(7 800)
Rounding differences		(1)	-
Net cash inflow from operating activities	_	7,772	7,497
b) Gross cash flows			
		2012	2011
		£000	£000
Returns and investment and servicing of finance			
Interest received		99	110
Interest paid		(3)	-
Net cash outflow	_	96	110
	=	· · · · · · · · · · · · · · · · · · ·	
Capital expenditure			
Payments to acquire tangible fixed assets		(1,420)	(940)
Payments to acquire investment assets		-	-
	_	(1,420)	(940)
	=	(1,420)	(940)
Financing			
Decrease/(Increase) in bank loan		_	_
(Increase)/Decrease due to exchange movements		_	_
(The state of the	_	-	
	=		-
c) Movement in net cash	t beginning	Cash flow	At end
	of year		of year
	£000	£000	£000
Cash at bank and in hand	19,810	2,266	22,076
Debt due within one year		•	-
- bank	•	-	
Total net cash	19,810	2,266	22,076

Related party transactions

Controlling parties

19

Since April 2011 G-TEKT Europe Manufacturing Limited has been a wholly owned subsidiary of G-TEKT Corporation G-TEKT Corporation is a company incorporated in Japan

Honda Japan owned 30% of the share capital of G-TEKT Corporation at 31/12/12

Transactions during the year

During the year the principal related party transactions were as detailed below

Sales and purchases with related companies were as follows

	Sales/recharges by G-TEK	T Europe Manufacturing	Limited		
	Tooling or component sales		F	Recharges	
	2012 2011		2012	2011	
	£000	£000	£000	£000	
Takao Kinzoku Kogyo Company Limited	-	-	-	17	
G-TEKT Corporation	16	11	47	31	
G-TEKT Thailand	16	4	-	-	
Auto Parts Alliance China	•	7	-	-	
Honda UK	54,178	20 165	-	-	
Honda Logistics	251	79	-	-	
Honda Trading	10	-	-	-	
Total related party transactions	54,471	20 266	47	48	

Purchases/recharges by G-TEKT Europe Manufactuning Limited

	To	ooling, capital		
	or component purchases		Recharges	
	2012	2011	2012	2011
	£000	£000	£000	£000
Takao Kinzoku Kogyo Company Limited	_	1,528	-	50
Takao America	-	100	-	-
G-TEKT Corporation	11,531	16 244	590	364
G-TEKT Thailand	•	-	•	-
G-TEKT America	74	170	-	-
Honda UK	49	13	•	_
Honda Trading	21,596	13 076	-	-
Auto Parts Alliance China	•	-		-
Total related party transactions	33,250	31,131	590	414

Recharges to G-TEKT Europe Manufacturing Limited from G-TEKT Corporation relate to salaries of certain employees

Year end balances

Total amounts due from and payable to related parties are disclosed in notes 11 and 12 of these accounts.	ints as follows	
• •	2012	2011
	€000	0003
Amounts due from		
Subsidiaries within the Honda Group	6,446	878
Subsidiaries within the G-TEKT group	-	13
	6,446	891
Amounts payable to		
Subsidiaries within the G-TEKT group	1,262	925
Subsidiaries within the Honda Group	<u>1,443</u>	770
	2,705	1,695

Amounts due from and payable to subsidianes within the Honda group are disclosed within trade debtors and trade creditors in notes 11 and 12

20 Pension scheme

The company operates a defined contribution pension scheme. The pension cost charge for the peniod represents contributions payable by the company to the scheme and amounted to £178,000 (2011 £162,000).

21 Ultimate parent company

The immediate and ultimate parent company is G-TEKT Corporation a company incorporated in Japan A copy of the group accounts can be obtained from that company's registered office at G-TEKT Corporation Excellent Omiya Bldg 8F 1-9-4 Sakuragicho Saitama Omiya-ku, Saitama, Japan