# **Koso Kent Introl Limited**

Directors' report and financial statements Registered number 5463305 For the year ended 31 March 2015

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# Company details

## **Directors**

Takashi Ikegaya Yuichi Ikegaya Lynn Mowbray (appointed 1 August 2015) Keiko Nakagawa Denis Westcott (resigned 1 August 2015) Ian Watling

# Secretary

Ian Watling

# Registered office

Armytage Road Brighouse West Yorkshire HD6 1QF

## Auditor

KPMG LLP 1 Sovereign Square Sovereign Street Leeds LS1 4DA

# Strategic Report

#### Principal activities

The principal activities of the company continue to be the provision of manufactured goods and services relating to the supply of automatic process control valves and surface chokes products to the Oil & Gas industry, both onshore and offshore, topside and subsea, as well as related industries, chemical, petrochemical, power and general process industries. The scope of supply includes all facets of sale, design, manufacture and test as well as service and support.

#### **Business model**

The business operates in an Engineered to Order environment whereby it uses its expertise in Valve Technology and Industry driven specifications to meet the clients need for a Fit for Purpose technical solution delivered on time at a favourable cost.

The business endeavours to achieve this by working with the client and end users at the design stage to ensure that the most appropriate solution is presented to meet the particular environment under which the valve needs to operate.

#### **Business review and results**

The year continued as the last year finished, with Major Oil companies being focused on Value and not Volume. This was exacerbated from the mid-year point as the Brent Crude price for Oil fell to \$55 per barrel from \$105. This movement in price effectively put the New Project business on hold until the Majors had time to reassess the Final Investment Decision on their existing portfolio of Projects.

As a result the second half year orders for Projects fell some 70% of that seen in the first half. MRO business however ran at 60% higher. The Net result of this was a steady set of results over the previous year. With Orders, Shipments and margins all maintained at previous year's levels. The Outstanding Order backlog rose in the year and positioned the business well for the coming year.

The Market demands particularly for Upstream, Offshore Oil and Gas is expected to be in the doldrums until Brent Crude prices rise and stabilise. As a consequence the company enacted a redundancy program at the end of the year to better place the company for the challenging year ahead.

#### Key performance indicators

The following are used to monitor business performance:

	2015	2014
Gross profit % turnover	22.8%	22.8%
Movement in turnover	+3.3%	-12.2%
Sales per employee	£157.6k	£155.0k
Stock turn	5.5	6.2
Acid ratio	2.6	2.5

As can be seen from the numbers above, Shipments were slightly ahead of last year and Gross Margins were maintained. 'Sales per Employee' was also maintained at last year's levels.

Cash Flow remains strong and more than meets the liquidity demands of the business.

## Strategic Report (continued) -

#### Principal risks and uncertainties

Gross Margin erosion occurs both from Price pressure in the market from the International Oil Companies and Upward cost pressure from the National Oil companies demanding 'local content' commitments. Margins are proactively managed to ensure that we meet the returns targeted allowing for Risk and Uncertainty.

Recent Market developments driven by the reduction in Brent Crude Oil prices see our Major Customers also reassessing their targeted returns. This will no doubt put additional pressure on margins, delivery times and more restrictive terms and conditions demanded. How effective we are at balancing the needs of the whole supply chain will dictate a lot of senior management time.

Geopolitical activity driving Export Control embargoes in certain areas of the world. As a Global player we keep well versed in any newsworthy items that could instigate a prohibition of activity.

Foreign exchange volatility is managed through the use of sell contracts to fix the rate at a timely point in the order process.

Extended Project delays driven from complicated and extended Supply chain models of our clients are managed through the appropriate use of Milestone payments to maintain liquidity through the life of the contract.

#### **Future developments**

Whilst the Medium to Long term outlook for the industry in which we operate looks good, the Short to Medium term is anything but predictable. Our aim is to reduce product cost whilst maintaining delivery and quality. We believe that the investment made in systems and personnel over the last few years places the company well to meet this challenge.

By order of the board

Ian Watling
Director

Armytage Road Brighouse West Yorkshire HD6 1QF

267 Nov 2015

# Directors' report

#### Proposed dividends

The directors have paid a final ordinary dividend in respect of the current financial year of £ Nil (2014: £nil).

#### Directors

The directors who served during the year were as follows:

Takashi Ikegaya Yuichi Ikegaya Lynn Mowbray (appointed 1 August 2015) Keiko Nakagawa Denis Westcott (resigned 1 August 2015) Ian Watling

No director who held office at the end of the financial period had any interests in the shares of the company.

According to the register of directors' interests, no rights to subscribe for shares in or debentures of the company, or any other group company, were granted to any of the directors or their families, or exercised by them, during the financial year.

#### Disclosure of information to auditor

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 auditor is unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

#### Auditor

Pursuant to section 487 of the Companies Act 2006, the auditor will be reappointed and KPMG LLP will therefore continue in office.

Signed on the Board

Ian Watling
Director

Armytage Road Brighouse West Yorkshire HD6 1QF

26 Nov 2015

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

The directors are responsible for preparing the Strategic Report, 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.



## KPMG LLP

1 Sovereign Square Sovereign Street Leeds LS1 4DA United Kingdom

# Independent auditor's report to the members of Koso Kent Introl Limited

We have audited the financial statements of Koso Kent Introl Limited for the year ended 31 March 2015 set out on pages 8 to 21. 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 auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 5 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 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 Financial Reporting Council's website at <a href="https://www.frc.org.uk/auditscopeukprivate">www.frc.org.uk/auditscopeukprivate</a>

## 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 March 2015 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 Strategic Report and 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 Koso Kent Introl 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.

Malcolm C Harring
Malcolm Harding (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
1 Sovereign Square
Sovereign Street
Leeds
LS1 4DA

1/2/2015

# Profit and loss account

for the year ended 31 March 2015

or the year chaea 31 March 2013	Note	2015 £000	2014 £000
Turnover	. 2	29,935	28,984
Cost of sales		(23,097)	(22,363)
Gross profit		6,838	6,621
Distribution costs		(562)	(633)
Administration costs		(4,094)	(4,248)
Other Income		-	3
Operating profit		2,182	1,743
Interest receivable and similar income	6	248	15
Interest payable and similar charges	7	(24)	(42)
Profit on ordinary activities before taxation		2,406	1,716
Taxation	8	(504)	(288)
Retained profit for the period	. 18	1,902	1,428
			<del></del>

There are no recognised gains or losses for the current period other than as stated above. The results for the periods are wholly attributable to continuing activities. The profit on ordinary activities before taxation is equal to the historical cost profit.

The notes on pages 12 to 21 form part of the financial statements

# Balance sheet at 31 March 2015

at 31 March 2013					
	Note		015		)14
		000£	£000	£000	£000
Fixed assets	0	1.150		1 205	
Intangible assets	9	1,179	40	1,295	
Tangible assets	10	2,714		2,865	
			3,893		4,160
Current assets					
Stocks	11	4,227		3,624	
Debtors	12	13,206		9,861	
Investments	13	-		2,529	
Cash at bank and in hand		8,588		8,132	
		26,021		24,146	
Creditors: amounts falling due within		,		,	
one year	14	(8,319)		(8,248)	
Net current assets		<del></del>	17,702		15,898
Total assets less current liabilities			21,595		20,058
Creditors: amounts falling due after more than one year	15		-		(404)
Provisions for liabilities and charges	16		(638)		(599)
Net assets			20,957		19,055
Capital and reserves					
Called up share capital	17		_		· •
Share premium account	18		3,500		3,500
Profit and loss account	18		17,457		15,555
Shareholders' funds			20,957		19,055
			=====		

The notes on pages 12 to 21 form part of the financial statements

These financial statements were approved by the board of directors on 26 November 2015 and were signed on its behalf by:

Ian Watling

Director

Registration number 5463305

#### Reconciliation of movements in shareholders' funds for the year ended 31 March 2015 2014 2015 £000 £000 Opening shareholders' funds 19,055 17,627 Dividend paid Profit for the financial year 1,902 1,428 Closing shareholders' funds 20,957 19,055

# Cash flow statement

for the year ended 31 March 2015

	Note	2015 £000	2014 £000
Net cash inflow from operating activities	21	(632)	5,095
Taxation		(504)	(288)
Capital expenditure and financial investment	21	(475)	(427)
Investment Encashment		2,529	-
Equity dividends paid	21	-	-
Cash inflow before management of liquid resources and financing	·	918	4,380
Management of liquid resources	21	(462)	(462)
Increase in cash in the period		456	3,918
Reconciliation of net cash flow to mov for the year ended 31 March 2015	ement in net fund	ds	
for the year ended 31 March 2013	Note	2015 £000	2014 £000
Increase in cash in the period		456	3,918
Movement in net funds in the period Hire purchase debt repaid/(taken) in the year Net funds at the start of the period	22 22	456 462 7,266	3,918 462 2,886
Net funds at the end of the period	22	8,184	7,266

#### **Notes**

(forming part of the financial statements)

#### 1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

#### Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under cost accounting rules.

#### Goodwill

Purchased goodwill (representing the excess of the fair value of the consideration given over the fair value of the separable net assets acquired) arising on business combinations is capitalised. Positive goodwill is amortised to nil by equal annual instalments over its estimated useful life which is estimated at 20 years.

#### Fixed assets and depreciation

Depreciation is provided to write off the cost less the estimated residual value of tangible fixed assets by equal annual instalments over its estimated useful economic lives as follows:

Plant and machinery, fixtures and fittings 3 to 10 years Tools and equipment 3 to 10 years

#### Leases

Assets acquired under finance leases are capitalised and the outstanding future lease obligations are shown in creditors. Operating lease rentals are charged to the profit and loss account on a straight line basis over the period of the lease.

#### Stocks

Stocks and work in progress other than long term contracts are stated at the lower of cost and net residual value. Cost includes materials direct labour and production overheads appropriate to the relevant stage of completion. Net realisable value is based on estimated selling price less all further costs to completion and all relevant marketing selling and distribution costs.

#### Long term contracts

For contract installations with significant revenue which span two or more accounting periods, turnover is recognised on a work completed basis.

The amount of cost attributable to the stage of completion of a long term contract is recognised when the outcome of the contract can be foreseen with reasonable certainty. Turnover for such contracts is stated at the cost appropriate to their stage of completion plus attributable profits, less amounts recognised in previous years. Provision is made for any losses as soon as they are foreseen.

Contract work in progress is stated at cost incurred, less those transferred to the profit and loss account, after deducting foreseeable losses and payments on account not matched within turnover.

Amounts recoverable on contracts are included in debtors and represent turnover recognised in excess of payments on account.

#### **Taxation**

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date except as otherwise required by FRS 19.

#### 1 Accounting policies (continued)

#### Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the contracted rate or the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

#### Research and development

Expenditure on research and development is charged to the profit and loss account in the year which it is incurred.

#### Turnover

Turnover represents amounts receivable for goods and services provided in the normal course of business, VAT and other sales related taxes.

#### Cash

Cash for the purposes of the cash flow statement comprises cash in hand and deposits repayable on demand less overdrafts payable on demand.

#### Post-retirement benefits

The company operates a defined contribution scheme. The assets of the schemes are held separately from those of the company in an independently administered fund. The amount charged to the profit and loss account represents the contributions payable to the scheme in respect of the accounting period.

#### Liquid resources

Liquid resources are current asset investments which are disposable without curtailing or disrupting the business and are either readily convertible into known amounts of cash at or close to their carrying values or traded in an active market. Liquid resources comprise investments in money market managed funds, which are included in the balance sheet at cost and any gain or loss only recognised when the investment is realised.

#### 2 Turnover

The company operates in one industry segment. All turnover arises from the sale of equipment of UK origin

Analysis of turnover by geographical market	2015 £000	2014 £000
Analysis of turnover by geographical market	2000	2000
UK	6,620	9,637
Rest of Europe	8,901	10,993
Rest of World	14,414	8,354
1	29,935	28,984

3	Directors	emoluments

5 Directors emoruments	2015 £000	2014 £000
Directors' emoluments Group contributions to money purchase pension schemes	285 42	454 22
	327	476
•		

Retirement benefits are accruing to 2 directors under money purchase schemes. The highest paid director's total remuneration for the year was £168k (2014: £250k), including pension contributions of £nil (2014: £8k).

#### 4 Staff costs

The average monthly number of persons (including executive directors) employed by the company during the year was:

By activity	2015 Number	2014 Number
Production		1.42
Sales	145	143
Administration	26 19	24 20
Administration		
	190	187
The aggregate payroll costs of these persons were as follows:		
	2015	2014
	€000	£000
Wages and salaries	7,289	6,646
Social security costs	715	726
Other pension costs	563	507
	8,567	7,879
5 Profit on ordinary activities before taxation		
	2015	2014
Operating profit is stated after charging	€000	£000
Auditors' remuneration - audit	30	29
- other services	3	14
Depreciation written off tangible fixed assets – owned	626	612
Amortisation of goodwill	115	115
Rentals under operating leases		
Hire of plant and machinery	28	30
Other operating leases	474	443
Development expenditure	14	37
Redundancy Costs	398	202
Dilapidation Provision		382

6 Interest receivable and similar income		•
	2015 £000	2014 £000
Interest receivable on short term investments	248	15
7 Interest payable and similar charges		
	2015 £000	2014 £000
Bank charges	(24)	(42)
8 Taxation	. •	
Analysis of charge in period		
	2015 £000	2014 £000
UK corporation tax	•	
Current tax on income for the year Adjustments in respect of prior period	461 54	381 (34)
, respectively and respect of prior period		
Total current tax	515	347
Deferred tax (see note 16)		
Origination/reversal of timing differences Effects of decrease in tax rate	48	(77)
Adjustments in respect of prior period	(59)	18
Total deferred tax	(11)	(59)
Tax on profit on ordinary activities	504	288
	<del>=</del>	

## 8 Taxation (continued)

Factors affecting the tax charge for the current period

The current tax charge for the period is higher than the standard rate of corporation tax in the UK of 21% (2014: 23%). The differences are explained below.

	2015 £000	2014 £000
Current tax reconciliation	2000	
Profit on ordinary activities before tax	2,406	1,716
Current tax at 21% (2014: 23%)	505	395
Effects of:		
Expenses not deductible for tax purposes	7	(103)
Short term timing differences	(5)	-
Adjustments in respect of prior periods	54	(34)
Fixed Asset Timing Differences	(46)	89
Total current tax charge (see above)	515	347
		<del></del>

## 9 Intangible fixed assets

	Goodwill £000
Cost	
At beginning and end of period	2,305
Accumulated amortisation	
At beginning of period	1,011
Charge for period	115
At end of period	1,126
The same of particular and a same	.,
Not be all contra	
Net book value	. 1 170
At 31 March 2015	1,179
At 31 March 2014	1,295
	<del></del>

Goodwill held at the balance sheet date is in relation to the acquisition of trade and assets. This goodwill is being amortised over 20 years.

# 10 Tangible fixed assets

· · · · · · · · · · · · · · · · · · ·	Fixtures and fittings £000	Plant and machinery £000	Assets in the course of construction £000	Total £000
Cost or valuation At beginning of period Additions	1,354 175	3,397 443	143 (143)	4,894 475
At end of period	1,529	3,840		5,369
Accumulated depreciation At beginning of period Charge for period	822 222	1,207 404	-	2,029 626
At end of period	1,044	1,611	<del>-</del>	2,655
Net book value At 31 March 2015	485	2,229	<u>-</u>	2,714
At 31 March 2014	532	2,190	143	2,865
11 Stocks			2015	2014
Raw material and consumables Work in progress			2015 £000 388 3,839 ————————————————————————————————————	400 3,224 3,624
There were no long term contracts in place at 31 March 201:	5.			
12 Debtors				
			2015 £000	2014 £000
Trade debtors Prepayments and accrued income			10,578 2,628	7,428 2,433
	•		13,206	9,861

13 Investments	(held as current assets)
----------------	--------------------------

	2015 £000	2014 £000
Short term investments	-	2,529
		<del></del>

At 31 March the market value of the short term investments was £nil (2014: £2,743,883). These investments were liquidated during the year.

# 14 Creditors: amounts falling due within one year

	2015	2014
	£000£	£000
Hire purchase creditors	404	462
Payments received on account	916	852
Trade creditors	4,214	3,670
Corporation tax	256	289
Other tax and social security	372	336
Accruals and deferred income	2,157	2,639
	8,319	8,248

# 15 Creditors: amounts falling due after more than one year

	2015	2014
	£000	£000
Hire purchase creditors	-	404
		<del></del>
Analysis of debt:		
	2015	2014
Debt can be analysed as follows:	£000	£000
In one year or less, or on demand	404	462
Between one and two years	-	404
Between two and five years	-	-
	404	866

# 16 Provisions for liabilities and charges

		Dilapidation provision £000	Deferred taxation £000	Total £000
At beginning of year Charge to the profit and loss for the year		582 50	17 (11)	599 39
At end of year		632	6	638
The elements of deferred taxation assets are as follows:	ows:		2015 £000	2014 £000
Difference between accumulated depreciation and amor Other timing differences	tisation and ca	pital allowances	6 -	17 -
Deferred tax liability			6	17
17 Called up share capital			2015	2014
Called up, allotted and fully paid Equity: 101 Ordinary shares of £1 each			101 ———	101
18 Reserves				
Shai	re premium account £000	Ordinary share capital £000	Profit and loss account £000	Total £000
At beginning of period Retained profit for the period	3,500	-	15,555 1,902	19,055 1,902
At end of period	3,500		17,457	20,957

#### 19 Commitments

The company was committed to capital expenditure of £nil (2014: £nil) at the year end in relation to plant and machinery.

At 31 March 2015 the company was committed to making the following payments during the next year in respect of operating leases:

	Other 2015 £000	Other 2014 £000
Leases which expire:		
Within one year	-	-
In second to fifth year inclusive	173	150
Over five years	300	300
Total	473	450

#### 20 Pension scheme

The company operates a defined contribution pension scheme. The pension cost charge for the period represents contributions payable by the company to the scheme and amounted to £563k (2014: £508k).

#### 21 Analysis of cash flows

	2015 £000	2014 £000
Reconciliation of operating profit to net cash flow from operating activities	2000	1000
Operating profit	2,406	1,716
Depreciation charge	626	612
Amortisation charge (Increase)/Decrease in stocks	116	115
Decrease/Increase) in debtors	(603) (3,345)	(375) 1,806
Increase in creditors	168	1,221
Net cash inflow from operating activities	(632)	5,095
	2015	2014
	£000	£000
Capital expenditure and financial investment	(455)	(407)
Purchase of fixed assets	(475) ———	(427)
Equity dividends paid		
Payment of dividend	. <del>-</del>	-
Management of liquid resources		<del> </del>
Hire purchase debt (repaid)/taken in the year	(462)	(462)
	(462)	(462)

#### 22 Analysis of net funds

	At beginning of year £000	Net Cash flow £000	At end of year £000
Cash in bank	8,132	456	8,588
Debt due within one year Debt due after more than one year	(462) (404)	- 58 404	(404) -
	(866)	462	(404)
Total	7,266	918	8,184

#### 23 Related party disclosures

During the year the company made trade purchases and trade sales from a fellow group companies under the common ownership of Nihon Koso Co. Limited. The total of these transactions for the period, included in cost of sales amounted to £1,162,810 (2014: £889,024). Outstanding trade payables in the period end balance sheet being £160,962 (2014: £nil). Similarly transactions included in turnover amounted to £170,827 (2014: £193,143) with outstanding trade receivables at the balance sheet date of £106,014 (2014: £78,194). The amount written off receivables due from related parties in the principal year was £nil (2014: £nil).

#### 24 Ultimate controlling party

The directors regard Nihon Koso Limited, a company incorporated in Japan, as the ultimate parent company and the ultimate controlling party.

Nihon Koso Limited is the parent undertaking of the largest group of which the company is a member and for which group financial statements are drawn up.