Report and Financial Statements

31 December 2006

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## REPORT AND FINANCIAL STATEMENTS 2006

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## OFFICERS AND PROFESSIONAL ADVISERS

## DIRECTORS

S Hanji

K Nohara

D Ireland

B Ruddy (resigned December 2006)

N Graham

T Saski

I Yoshida

#### **SECRETARY**

D Ireland

#### REGISTERED OFFICE

Winterhay Lane Ilminster Somerset TA19 9PH

## **BANKERS**

National Westminster Bank Plc Manchester City Centre PO Box 305 Spring Gardens Manchester M60 2DB

#### **SOLICITORS**

Clarke Wilmott & Clarke Taunton

#### **AUDITORS**

Deloitte & Touche LLP Bristol

#### DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 31 December 2006.

#### PRINCIPAL ACTIVITY

The principle activities of the company comprise the manufacture of:

- i) Plain bearings and their sale into the European and US markets for medium speed diesel engines and rotating machinery.
- ii) Small turbo for use in automotive turbo chargers.

## REVIEW OF DEVELOPMENTS AND FUTURE PROSPECTS

The directors expect that the general level of business activity will continue to increase in all areas particularly in relation to small turbo but the external environment is expected to remain competitive. To counteract this, the development of new products and use of modern materials developed in conjunction with The Daido Metal Company in Japan will enable DIBE to gain market share and increase profitability in both areas of principle activity.

In 2007 DIBE will focus on manufacturing and process change using the principles of Kaizen, 5S and TPM to enable the business to consolidate all advances within manufacturing by progressively changing the culture of the business. The application of these are integral to ensure that improvements contribute towards achieving our four key performance indicators.

Key Performance Indicators	Target	2005	2006
Annual sales growth Profit margin Scrap % Market position	8%	26%	8%
	10%	(7%)	(3%)
	3%	5%	5%
	2	3	3

The above table shows that we only achieved one of our four objectives. One objective (scrap %) will be achieved in 2007 where additional resource has been made available. The profit margin target is to be achieved by 2012 and we are inline with our mid term plan for both profit margin improvement and market position.

## FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Foreign Exchange and Treasury

The company trades in multiple currencies but currently does not enter into forward exchange contracts to hedge foreign exchange exposures. Company loans are split between low interest loans denominated in Yen from our parent company and higher interest loans denominated in Sterling.

**Employees** 

We seek to recruit and retain the best employees in our market and have a policy of equal opportunity applicable to the recruitment of new employees and to the management of existing employees. The safety of our employees is also an integral part of company ethos and is supported by our selection of manufacturing equipment suppliers and through ongoing training programmes.

Competitive Environment

All markets in which DIBE operates experience a high degree of competition with our main competitors being MIBA and BHW Zollern. There remains price pressure from our competitors throughout the market place.

Environment

The manufacture of our products has a direct impact on the local environment and DIBE is committed to limit its impact. This commitment is supported by our continuing efforts to minimise impact through investment in new technology, ongoing education of employees, the setting up of energy conservation teams and by maintaining our ISO14001 accreditation.

#### **DIRECTORS' REPORT (continued)**

#### FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

#### Liquidity

In order to maintain liquidity to ensure sufficient funds are available for ongoing operations and future developments, the company uses a mixture of long term loans and short term debt finance.

#### RESULTS AND DIVIDENDS

The loss for the year was £287,000 (2005: loss of £674,000). The directors do not recommend the payment of a dividend (2005: nil).

#### **DIRECTORS AND THEIR INTERESTS**

The directors during the year were as follows:

S Hanji

K Nohara

D Ireland

B Ruddy

N Graham

T Saski

I Yoshida

No director had a beneficial interest in the share capital of the company or any other United Kingdom group company.

#### **AUDITORS**

Each of the persons who is a director at the date of approval of this report confirms that:

- (1) so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- (2) the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s234ZA of the Companies Act 1985.

A resolution to reappoint Deloitte & Touche LLP as the company's auditor will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors and signed on behalf of the Board

D Ireland Secretary

## STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the annual 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 the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to 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; 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 proper accounting records that 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 1985. 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.

#### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF

#### DAIDO INDUSTRIAL BEARINGS EUROPE LIMITED

We have audited the financial statements of Daido Industrial Bearings Europe Limited for the year ended 31 December 2006 which comprise the profit and loss account, the balance sheet and the related notes 1 to 21. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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 auditors' 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

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) 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 International Standards on Auditing (UK and Ireland).

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 whether in our opinion the information given in the directors' report is consistent with the financial statements.

In addition we report to you if, in our opinion, 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 other transactions is not disclosed.

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

#### Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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 judgments 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, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2006 and of its loss for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the directors' report is consistent with the financial statements.

Delotte & Tombe LLP

**DELOITTE & TOUCHE LLP** 

Chartered Accountants and Registered Auditors Bristol, United Kingdom

30 October 2007

## PROFIT AND LOSS ACCOUNT Year ended 31 December 2006

	Note	2006 £'000	2005 £'000
TURNOVER - continuing operations	2	10,412	9,677
Cost of sales		(5,542)	(4,934)
GROSS PROFIT		4,870	4,743
Administrative expenses: - pension scheme settlement - other administrative expenses	5 5	(5,144)	(712) (4,583)
Other operating income		(274) 218	(552) 37
OPERATING LOSS - continuing operations		(56)	(515)
Interest payable and similar charges Interest receivable and similar income	4	(234)	(178) 19
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	5	(287)	(674)
Tax on loss on ordinary activities	6		<u>-</u>
LOSS FOR THE FINANCIAL YEAR	16	(287)	(674)

There are no recognised gains and losses attributable to the shareholders of the company in either year other than those included in the profit and loss account shown above.

#### BALANCE SHEET At 31 December 2006

	Note	£'000	06 £'000	£'000	05 £'000
FIXED ASSETS Tangible assets	7		6,205		6,103
CURRENT ASSETS Stocks Debtors	8 9 10	1,602 2,552 561		1,546 2,379 519	
Cash at bank and in hand  CREDITORS: AMOUNTS FALLING DUE		4,715		4,444 (3,084)	
WITHIN ONE YEAR  NET CURRENT (LIABILITIES)/ASSETS	11	(6,055)	(1,340)	(3,004)	1,360
TOTAL ASSETS LESS CURRENT LIABILITIES			4,865		7,463
CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR NET ASSETS	12		(1,529) 		(3,840)
CAPITAL AND RESERVES			<del></del> ;		
Called up share capital Profit and loss account	15 16		12,500 (9,164)		12,500 (8,877)
TOTAL SHAREHOLDERS' FUNDS			3,336		3,623

These financial statements were approved by the Board of Directors on 30 October 2007

Signed on behalf of the Board of Directors

I Yoshida Director

D Ireland Director

#### NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2006

#### 1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted are described below.

#### Accounting convention

The financial statements are prepared under the historical cost convention.

#### Tangible fixed assets

Tangible fixed assets are stated at cost, net of depreciation. Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life as follows:

Freehold land

nil

Freehold buildings

over 25 years

Plant and machinery

over 8 to 10 years

Fixtures and fittings

over 3 to 5 years

#### Stocks

Stocks are stated at the lower of cost and net realisable value. Cost represents materials, direct labour and appropriate production overheads.

#### **Taxation**

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

Deferred tax is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements. Deferred tax is not provided on timing differences arising from the revaluation of fixed assets where there is no commitment to sell the asset, or on unremitted earnings of subsidiaries and associates where there is no commitment to remit these earnings. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

#### Foreign exchange

Transactions denominated in foreign currencies are translated into sterling at the rates ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the rates ruling at that date. These translation differences are dealt with in the profit and loss account.

#### Pension costs

The company operates a defined contribution pension scheme. Contributions are charged to the profit and loss account as they become due in accordance with the rules of the scheme. At the start of the previous year the company operated a defined benefit pension scheme. The company exited the scheme during the prior year and no residual liabilities remain.

#### NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2006

#### 1. ACCOUNTING POLICIES (continued)

#### Leases

Assets obtained under finance leases and hire purchase contracts are capitalised at their fair value on acquisition and depreciated over their estimated useful lives. The finance charges are allocated over the period of the lease in proportion to the capital element outstanding.

Rental costs under operating leases are charged to the profit and loss account in equal annual instalments over the period of the lease.

#### Cash flow statement

The company has taken advantage of the exemption allowed by FRS 1 not to prepare a cash flow statement for the year. The consolidated financial statements of the ultimate parent company, Daido Metal Co. Limited, which is incorporated in Japan, are publicly available from its registered offices at 13F Nogoya Hirokoji Building, Sakae Naka-ku Nagoya, 460-0008, Japan and include a consolidated cash flow statement, which incorporates the cash flows of the company.

#### 2. TURNOVER

Turnover represents the total amount receivable by the company in the ordinary course of business for goods supplied and services provided stated net of value added tax and including provisions for discounts and retentions.

	Analysis of turnover by geographical market:	£'000	£,000
	United Kingdom	2,424	2,115
	United States of America	2,808	2,785
	Europe	3,695	3,306
	Asia	863	916
	Rest of the world	622	555
		10,412	9,677
3.	INFORMATION REGARDING DIRECTORS AND EMPLOYEES  Directors' emoluments:	2006 £'000	2005 £'000
	Fees	129	171
	Other emoluments	1	6
		130	177
		1	_

S Hanji, K Nohara and T Saski are paid for their services by Daido Metal Co. Limited. N Graham and B Ruddy are paid for their services by Federal-Mogul Corporation.

2005

2006

## NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2006

## 3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES (continued)

Where the directors are remunerated by other companies and this includes their services to Daido Industrial Bearings Europe Limited, it is not practicable to allocate their remuneration between their services as directors of this company and their services as directors of other companies.

	Employee costs during the year (including directors):	2006 £'000	2005 £'000
	Wages and salaries	3,786	3,429
	Social security costs	388	323
	Other pension costs	210	193
		4,384	3,945
	Average number of persons employed (including directors):	No.	No.
	Mary death on staff	67	61
	Management and other staff Production	98	92
		165	153
4.	INTEREST PAYABLE AND SIMILAR CHARGES	2006 £'000	2005 £'000
	n 11	147	117
	Bank loan	46	53
	Group loans Hire purchase and finance lease agreements	41	8
		234	178
5.	LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		
٠.		2006	2005
	Loss on ordinary activities before taxation is after charging:	£'000	£'000
	Rentals under operating leases - plant and machinery	14	17
	Depreciation: - owned assets	670	682
	- leased assets	20	10
	Auditors' remuneration:		
	- audit fees	20	19
	- other services	19	12
	Exchange gain	185	118
		<del></del>	

Included within 2005 operating profit is a charge of £712,000 relating to the withdrawal of the company from the T & N Retirement Benefits Scheme 1989.

## NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2006

6.	TAX ON LOSS ON ORDINARY ACTIVITIES	2006 £'000	2005 £'000
	Corporation tax		
	Corporation tax charge for the year	-	-
	Total current tax charge	-	-
	Deferred tax		
	Timing differences, origination and reversal	-	232
	Adjustment in respect of prior years	-	(232)
	Tax on loss on ordinary activities		

The standard rate of current tax for the year, based on the UK standard rate of corporation tax is 30% (2005: 30%). The current tax charge for the year differs from the standard rate for the reasons set out in the following reconciliation:

	£'000	£'000
Loss on ordinary activities before taxation		674
	£'000	£'000
Tax at 30% thereon	86	202
Factors affecting the charge:		
Disallowable expenses	(14)	(9)
Capital allowances in excess of depreciation	(210)	39
Other tax movements	213	(232)
Tax losses not utilised	(75)	_
	-	-

The company is not aware of any factors, which might materially affect the future tax charge.

A deferred tax asset has not been recognised in respect of timing differences relating to capital allowances in excess of depreciation, as there is insufficient evidence that the asset will be recovered. The amount of the asset not recognised is £1,263,000 (2005: £1,359,000). The asset would be recovered if sufficient profits were made in future periods.

#### NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2006

#### 7. TANGIBLE FIXED ASSETS

	Assets under the course of construction £	Freehold land and buildings £	Plant and machinery £	Fixtures and fittings £	Total £
Cost				210	10 240
At 1 January 2006	220	3,596	14,222	210	18,248
Additions	792	-	-	-	792
Transfers	(780)	211	513	56	-
Disposals	-	-	(11)	<u>-</u>	(11)
At 31 December 2006	232	3,807	14,724	266	19,029
Accumulated depreciation				104	12 145
At 1 January 2006	-	248	11,701	196	12,145
Charge	-	99	583	8	690
Disposals	-	-	(11)	<u> </u>	(11)
At 31 December 2006	-	347	12,273	204	12,824
Net book value					
At 31 December 2006	232	3,460	2,451	62	6,205
At 31 December 2005	220	3,348	2,521	14	6,103
				<del></del>	

Freehold land and buildings include land costing £1,200,000 (2005: £1,200,000) that is not depreciated.

Assets included in plant and machinery above, held under finance lease and hire purchase contracts have a net book value of £170,000 (2005: £190,000).

8.	STOCKS	2006 £'000	2005 £'000
	Raw materials and consumables	520	681
		224	278
Work in progress Finished goods	858	587	
		1,602	1,546

## NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2006

9.	DEBTORS	2006 £'000	2005 £'000
	Trade debtors Other debtors Prepayments and accrued income	2,311 117 124	2,160 101 118
		2,552	2,379
10.	CASH AT BANK AND IN HAND		
	At the year end this balance included restricted funds of £65,000 (2005: £69,000).		
11.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	2006 £'000	2005 £'000
	Bank loan Hire purchase and finance lease agreements Trade creditors Amounts due to parent undertaking Loan from parent company Other taxation and social security Accruals and deferred income: - pension scheme settlement - other accruals and deferred income	3,611 39 996 516 339 151 403 6,055	97 37 885 475 302 144 712 432 3,084
12.	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	2006 £'000	2005 £'000
	Bank loan Loan from parent company Hire purchase and finance lease agreements	1,436 93	1,684 2,025 131

Obligations under finance leases were secured on the related assets.

3,840

1,529

## NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2006

13.	BORROWINGS	2006 £'000	2005 £'000
	Bank loan is repayable as follows:		
	- within one year or on demand	3,611	97
	- one to two years	•	105
	- two to five years	-	365
	- after five years		1,214
		3,611	1,781
		£'000	£'000
	Loan from parent company is repayable as follows:	339	202
	- within one year	339 339	302 302
	<ul><li>one to two years</li><li>two to five years</li></ul>	933	848
	- after five years	164	875
		1,775	2,327
		£'000	£'000
	Hire purchase and finance leases:		
	- within one year	39	37
	- one to two years	40	38
	- two to five years	53	93
		132	168

The bank loan is secured on the freehold land and buildings and by a fixed and floating charge over all of the company's assets. Interest is charged on the loan at 1.75% above base rate. The bank loan is disclosed as being repayable within one year or on demand due to covenants being breached at 31 December 2006. Subsequent to the year end, the bank has waived the right to declare the loan immediately due and payable.

The loan from the parent company is unsecured and interest is charged at a rate of 1.6% to 2% per annum.

## 14. PROVISIONS FOR LIABILITIES

There is no provision for deferred tax.

The company has a net unprovided deferred tax asset at 31 December 2006 of £1,263,000 (2005: £1,359,000).

## NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2006

15.	SHARE CAPITAL	2006 £'000	2005 £'000
	Authorised 'A' ordinary shares of £1 each 'B' ordinary shares of £1 each	11,250 1,250	11,250 1,250
		12,500	12,500
		£'000	£'000
	Allotted, called up and fully paid 'A' ordinary shares of £1 each 'B' ordinary shares of £1 each	11,250 1,250	11,250 1,250
		12,500	12,500

The two different classes of shares rank pari passu.

# 16. COMBINED RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS AND STATEMENT OF MOVEMENTS ON RESERVES

	Share capital £'000	Profit and loss account £'000	Total 2006 £'000	Total 2005 £'000
At beginning of year Loss for the financial year	12,500	(8,877) (287)	3,623 (287)	4,297 (674)
At end of year	12,500	(9,164)	3,336	3,623

## 17. CAPITAL COMMITMENTS

Amounts contracted for but not provided in the financial statements at the end of the year amounted to £58,000 (2005: £522,149).

## NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2006

#### 18. OPERATING LEASE COMMITMENTS

At 31 December 2006 the company was committed to making the following payments during the next year in respect of operating leases:

	Other 2006 £'000	Other 2005 £'000
Leases which expire:	6	27
<ul><li>within one year</li><li>within two to five years</li></ul>	12	22
	18	49

#### 19. PENSION SCHEMES

In the previous year the company exited the T & N Retirement Benefits Scheme 1989. As noticed in the profit and loss account, this withdrawal resulted in a settlement payment to the scheme of £712,000.

Since the company exited from the T & N Retirement Benefits Scheme 1989 it has implemented a defined contribution pension scheme. The pension charge for the year amounted to £209,945 (2005: £193,000).

#### 20. RELATED PARTY TRANSACTIONS

During the year, the company entered into transactions with Daido Metal Co. Limited in the ordinary course of business. These transactions amounted to sales of £nil (2005: £174,975), purchases of £925,629 (2005: £1,114,403) royalties paid of £51,658 (2005: £38,857) and interest paid of £51,778 (2005: £51,778). Amounts due to Daido Metal Co. Limited at the year end were £2,242,279 (2005: £2,802,000).

## 21. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

In the directors' opinion, the company's ultimate parent undertaking and controlling party is Daido Metal Co. Limited, which is incorporated in Japan. Daido Metal Co. Limited is also the smallest and largest group for which consolidated financial statements are prepared. Copies of its group financial statements, which include the company, are available from 13F Nogoya Hirokoji Building, Sakae Naka-ku Nagoya, 460-0008, Japan.