

Registration number 03672105

LK Group Limited

Director's Report and Financial Statements
for the Year Ended 31 March 2013

TUESDAY



A2NXAJ3K

A16

24/12/2013

#143

COMPANIES HOUSE

LK Group Limited

Company Information

Director	Mr K Yoshikawa
Company secretary	Mr H Sonobe
Registered office	Argosy Road Nottingham East Midlands Airport Castle Donington Derby DE74 2SA
Solicitors	Molesworth Bright Clegg Octagon House 25-27 Yorkshire Street Rochdale OL16 1RH
Auditor	Deloitte LLP Chartered Accountants and Statutory Auditor 1 Woodborough Road Nottingham NG1 3FG

LK Group Limited

Director's Report for the Year Ended 31 March 2013

The director presents his report and the audited financial statements for the year ended 31 March 2013

Principal activity

The principal activity of the company is to act as an intermediate holding company

Business review

Fair review of the business

The company has not traded during the year and the only movements that have arisen relate to the receipt of interest from group undertakings

Principal risks and uncertainties

The company does not undertake any transactions external to the Nikon Metrology group and is entirely funded by intergroup borrowings. It is therefore not exposed to any significant risks relating to liquidity, interest rates, foreign currency movements or credit risks

Future developments

The director does not anticipate any significant changes in the principal activity of the company in the foreseeable future

Director of the company

The director who held office during the year and to the date of this report was as follows

Mr K Yoshikawa

Director's liabilities

The company has granted an indemnity to its director against liability in respect of proceedings brought by third parties, subject to the conditions set out in section 234 of the Companies Act 2006. Such qualifying third party indemnity provision remains in force as at the date of approving the director's report

Disclosure of information to the auditor

The director has taken steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information. The director confirms that there is no relevant information that he knows of and which he knows the auditor is unaware of. This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006

LK Group Limited

Director's Report for the Year Ended 31 March 2013

continued

Reappointment of auditor

In accordance with section 485 of the Companies Act 2006, a resolution for the re-appointment of Deloitte LLP as auditor of the company is to be proposed at the forthcoming Annual General Meeting

Approved by the director on 20 DEC 2013



M.K. Yoshikawa
Director

LK Group Limited

Statement of Director's Responsibilities

The director is responsible for preparing the Director's Report and the financial statements in accordance with applicable law and regulations

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the director must not approve the financial statements unless he is 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 director is required to

- select suitable accounting policies and apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is 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 him to ensure that the financial statements comply with the Companies Act 2006. He is 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 Auditor's Report to the Members of LK Group Limited

We have audited the financial statements of LK Group Limited for the year ended 31 March 2013 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 14. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement, 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

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 2013 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other 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 LK Group 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

Alistair Pritchard FCA

Alistair Pritchard FCA (Senior statutory auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Nottingham, United Kingdom

Date *20 December 2013*

LK Group Limited

Profit and Loss Account for the Year Ended 31 March 2013

		Year Ended 31 March 2013	Year Ended 31 March 2012
	Note	£000	£000
Interest receivable and similar income	5	<u>2</u>	<u>2</u>
Profit on ordinary activities before taxation		2	2
Tax on profit on ordinary activities	6	<u>-</u>	<u>-</u>
Profit for the financial year	11, 15	<u><u>2</u></u>	<u><u>2</u></u>

Turnover and operating result derive wholly from continuing operations

The company has no recognised gains or losses for the current or prior year other than the results above


The notes on pages 9 to 15 form an integral part of these financial statements

LK Group Limited (Registration number: 03672105)

Balance Sheet at 31 March 2013

	Note	31 March 2013 £000	31 March 2012 £000
Fixed assets			
Investments	7	11,431	11,431
Current assets			
Debtors	8	101	99
Total assets less current liabilities		<u>11,532</u>	<u>11,530</u>
Creditors Amounts falling due after more than one year	9	<u>(16,370)</u>	<u>(16,370)</u>
Net liabilities		<u>(4,838)</u>	<u>(4,840)</u>
Capital and reserves			
Called up share capital	10	12	12
Share premium account	11	16,888	16,888
Profit and loss account	11	<u>(21,738)</u>	<u>(21,740)</u>
Shareholders' deficit	12	<u>(4,838)</u>	<u>(4,840)</u>

These financial statements were approved and authorised for issue by the director on 20 DEC 2013



Mr K Yoshikawa
Director

The notes on pages 9 to 15 form an integral part of these financial statements

LK Group Limited

Notes to the Financial Statements for the Year Ended 31 March 2013

1 Accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards. The particular accounting policies are described below and have been applied consistently with the prior period.

Cash flow statement

As the company is a wholly owned subsidiary and its parent publishes consolidated financial statements, the director has taken advantage of the exemption in Financial Reporting Standard No 1 (revised) from including a cash flow statement in the financial statements.

Going concern

The company is dependent on continuing finance being made available by its immediate parent company to enable it to meet its liabilities as they fall due. The immediate parent company, Nikon Metrology NV, has expressed its willingness to provide financial support to LK Group Limited in order to assist the company in meeting its liabilities as and when they fall due, but only to the extent that money is not otherwise available to the company to meet such liabilities.

Given the excessive liabilities and shareholders' deficit reported within the balance sheet, the director has a duty to be satisfied that there is sufficient evidence that the immediate parent has the ability, as well as the intention, to provide finance support for the company for the foreseeable future. Having made the assessment, the director is satisfied of this for the following reasons:

- Nikon Corporation reviewed and approved the 5-year business plan of the Nikon Metrology group in 2010 following acquisition of the group and consequently restructured the balance sheet of Nikon Metrology NV through the conversion of €77m of short term borrowing into capital. In addition Nikon Corporation created two new long term loan agreements, €35m to be repaid within ten years and €42m to be repaid within seven years. Finally Nikon Corporation opened a short-term working capital facility of €22m. In May 2012 €48m of the long term loan facility was converted into a short term working capital facility. In April 2013 Nikon Metrology Group received confirmation that their credit facility will be maintained at €100m until April 2014. Nikon Corporation have confirmed in writing their intention to provide sufficient financial support for Nikon Metrology Group for a period in excess of 12 months from the date of signing of these financial statements. As a result of this restructuring the group has no external borrowings. The calculation of these loan and working capital facilities are in line with prudent expectations contained within the 5-year Nikon Metrology group plan.
- The Nikon Metrology group 5-year plan has so far been achieved, indicating the group is sufficiently funded.
- The directors of Nikon Metrology NV have confirmed in writing their intention to provide sufficient financial support for all UK subsidiaries.

The director recognises that there is uncertainty as to the amount and timing of cashflows to the company from the intermediate parent and other Nikon Metrology companies. However, based upon parent company support, the group business plan and his assessment of the ability of the group to continue within the current funding arrangements the director has concluded that the company will continue in operational existence for the foreseeable future and so has adopted the going concern basis of accounting in preparing these financial statements.

LK Group Limited

Notes to the Financial Statements for the Year ended 31 March 2013

continued

1 Accounting policies (continued)

Exemption from preparing group financial statements

The company is exempt from the requirement to prepare group financial statements by virtue of section 400 of the Companies Act 2006. These financial statements therefore present information about the company as an individual undertaking and not about its group.

Fixed asset investments

Fixed asset investments are stated at historical cost less provision for any diminution in value.

Taxation

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

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

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

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

LK Group Limited

Notes to the Financial Statements for the Year ended 31 March 2013

continued

2 Auditor's remuneration

The auditor's remuneration of £4,000 (prior year - £4,000) has been borne by Nikon Metrology UK Limited

3 Particulars of employees

The average number of persons employed by the company (including the director) during the year, analysed by category was as follows

	Year Ended 31 March 2013	Year Ended 31 March 2012
	No	No
Management	<u>1</u>	<u>1</u>

4 Director's remuneration

For the year to 31 March 2013 and the year to 31 March 2012 the director's emoluments have been borne by another group company. The director is also a director or officer of a number of companies within the Nikon Corporation. The director's services to the company do not occupy a significant amount of his time. As such the director does not consider that he has received any remuneration for his incidental services to the company for the period.

5 Interest receivable and similar income

	Year Ended 31 March 2013	Year Ended 31 March 2012
	£000	£000
Interest on amounts owed from group undertakings	<u>(2)</u>	<u>(2)</u>

LK Group Limited

Notes to the Financial Statements for the Year ended 31 March 2013

continued

6 Taxation

Tax on profit on ordinary activities

	Year Ended 31 March 2013	Year Ended 31 March 2012
	£	£
Current tax		
UK Corporation tax	-	-

Factors affecting current tax charge for the year

Tax on profit on ordinary activities for the year is lower than (2012 - lower than) the standard rate of corporation tax in the UK of 24% (2012 - 26%)

The differences are reconciled below

	Year Ended 31 March 2013	Year Ended 31 March 2012
	£000	£000
Profit on ordinary activities before taxation	2	2
Corporation tax at standard rate	1	1
Utilisation of brought forward losses	(1)	(1)
Total current tax	-	-

Factors that may affect future tax charges

The 2013 Budget on 20 March 2013 announced that the UK corporation tax rate will reduce to 20% by 2015. A reduction in the rate from 25% to 24% (effective from 1 April 2012) was substantively enacted on 26 March 2012, and a further reduction to 23% (effective from 1 April 2013) was substantively enacted on 3 July 2012. This will reduce the Company's future current tax charge accordingly.

As at 31 March 2013 there were £nil (2012 - £nil) deferred tax balances available for recognition.

LK Group Limited

Notes to the Financial Statements for the Year ended 31 March 2013

continued

7 Investments held as fixed assets

	31 March 2013	31 March 2012
	£000	£000
Shares in group undertakings	-	-
Loans to group undertakings	11,431	11,431
	<u>11,431</u>	<u>11,431</u>

Loans to group undertakings

	Subsidiary undertakings
	£000
At 1 April 2012 and 31 March 2013	<u>11,431</u>

Details of the investments in which the company holds 20% or more of the nominal value of any class of share capital are as follows

Subsidiary undertaking	Holding	Proportion of shares held	Country of Incorporation	Principal activity
LK Investments Limited	Ordinary shares	100%	UK	Dormant
Metris Asia Pacific Limited	Ordinary shares (indirect holding)	99%	Hong Kong	Dormant

8 Debtors

	31 March 2013	31 March 2012
	£000	£000
Amounts owed by group undertakings	<u>101</u>	<u>99</u>

The amount owed to group undertakings of £101,000 is interest bearing. Interest on this amount is charged at 2.0% above EURIBOR.

LK Group Limited

Notes to the Financial Statements for the Year ended 31 March 2013

continued

9 Creditors Amounts falling due after more than one year

	31 March 2013	31 March 2012
	£000	£000
Amounts owed to group undertakings	16,370	16,370

The long term loan from the intermediate parent undertaking, Nikon Metrology NV, has no fixed repayment period. The intermediate parent undertaking has indicated that they will not seek repayment of the loan in the foreseeable future.

10 Share capital

Allotted, called up and fully paid shares

	31 March 2013		31 March 2012	
	No 000	£000	No 000	£000
"A" ordinary shares of £0.01 each	144	1	144	1
"B" ordinary shares of £0.01 each	1,100	11	1,100	11
	<u>1,244</u>	<u>12</u>	<u>1,244</u>	<u>12</u>

The different classes of share capital rank equally in all respects.

11 Reserves

	Share premium account	Profit and loss account	Total
	£	£	£
At 1 April 2012	16,888	(21,740)	(4,852)
Profit for the year	-	2	2
At 31 March 2013	<u>16,888</u>	<u>(21,738)</u>	<u>(4,850)</u>

LK Group Limited

Notes to the Financial Statements for the Year ended 31 March 2013

continued

12 Reconciliation of movement in shareholders' deficit

	Year Ended 31 March 2013	Year Ended 31 March 2012
	£	£
Profit attributable to the members of the company	2	2
Shareholders' deficit at start of the year	(4,840)	(4,842)
Shareholders' deficit at end of year	<u>(4,838)</u>	<u>(4,840)</u>

13 Related party transactions

As a wholly owned subsidiary undertaking of the Nikon Corporation, the company has taken advantage of the exemption in FRS8 "Related Party Disclosures" from disclosing transactions with other wholly owned members of the group headed by the Nikon Corporation

14 Ultimate parent undertaking and controlling entity

The company is controlled by the Nikon Corporation. On 31 March 2013 the company's immediate parent undertaking was Nikon Metrology NV, the parent company of the Nikon Metrology Group. Nikon Metrology NV is in turn a wholly owned subsidiary of the Nikon Corporation, a listed company incorporated in Japan. In the director's opinion, the Nikon Corporation was the company's ultimate parent undertaking and controlling party at that date.

At the year end the largest and smallest group of which LK Group Limited was a member and for which group financial statements were drawn up was headed by the Nikon Corporation. Copies of the group financial statements, which include those of the company, are available from Fuji Building, 3-2-3 Marunouchi, Chiyoda-ku, TOKYO 100-8331, Japan.