

Nitto UK Limited

Directors' report and financial statements

Registered number 1858291

31 March 2012

FRIDAY



A1IFAK0W

A43

28/09/2012

#445

COMPANIES HOUSE

Contents

Directors' report	1
Statement of directors' responsibilities in respect of the Directors' Report and the financial statements	2
Independent auditors' report to the members of Nitto UK Limited	3
Profit and loss account	5
Balance sheet	6
Notes	7

Directors' report

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

Principal activities

The principal activity of the company is that of an agent for sales of products manufactured and distributed by the immediate parent company

Business review

To align the European-wide corporate structure with the global Nitto Denko corporate structure, it has been decided to integrate the legal entities in United Kingdom. As a result Nitto UK Limited ceased trading on 31 December 2011, and is in the process of being closed down. Loss for the year after taxation was £38,591 (2011 profit £92,625)

In view of the termination of operations on 31 December 2011, the financial statements have been prepared on a non-going concern break-up basis. All anticipated closure costs are provided for in the balance sheet and all assets have been included at the lower of cost or net realisable value.

Dividends

The directors have proposed nil dividends for the year (2011 £100,000)

Directors and directors' interests

The directors who held office during the year and subsequently were as follows

N Nabata appointed 16th March 2011

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 directors to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

By order of the board

N Nabata
Director



Date 20/9/2012

Unit 2, Berkshire Business Centre
Berkshire Drive
Thatcham
Berkshire
RG19 4EW

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. As explained in note 1 to the financial statements, the director does not believe the going concern basis to be appropriate, and these financial statements have not been prepared on that basis.

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

Arlington Business Park
Theale
Reading
RG7 4SD
United Kingdom

Independent auditor's report to the members of Nitto UK Limited

We have audited the financial statements of Nitto UK Limited for the year ended 31 March 2012 set out on pages 5 to 13. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice). As described in note 1, these financial statements have not been prepared on a going concern basis, and 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 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 2, 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 website at www.frc.org.uk/apb/scope/private-ctm.

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 2012 and of its loss 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

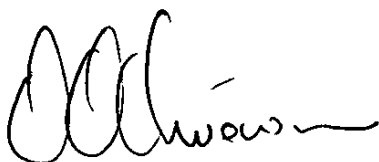
In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent auditors' report to the members of Nitto UK 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



27/9/2012

RA Stevenson | (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
Arlington Business Park
Theale
Reading
RG7 4SD

Profit and loss account
for the year ended 31 March 2012

	<i>Note</i>	2012 £	2011 £
Turnover		458,659	638,393
Staff costs	3	(222,225)	(319,459)
Depreciation	4	(1,349)	(1,340)
Other operating charges		(257,830)	(185,114)
Operating profit	2-4	(22,745)	132,480
Interest receivable and similar income	5	-	12
Profit on ordinary activities before taxation		(22,745)	132,492
Tax on profit on ordinary activities	6	(15,846)	(39,867)
(Loss) / profit after taxation for the financial year	13	(38,591)	92,625

As set out in note 1 to the financial statements, the Company ceased trading from 31 December 2011

The Company has no recognised gains or losses other than those included in the results above, and therefore no separate statement of total recognised gains and losses has been presented

Balance sheet
at 31 March 2012

	<i>Note</i>	2012 £	£	2011 £	£
Fixed assets					
Tangible assets	7		-		4,535
Current assets					
Debtors	8	19,645		87,322	
Cash at bank and in hand		83,966		202,158	
		<u>103,611</u>		<u>289,480</u>	
Creditors amounts falling due within one year	10	(30,442)		(105,585)	
		<u></u>		<u></u>	
Net current assets			73,169		183,895
			<u></u>		<u></u>
Total assets less current liabilities			73,169		188,430
			<u></u>		<u></u>
Provisions for liabilities	11		(73,330)		(50 000)
			<u></u>		<u></u>
Net liabilities			(161)		138,430
			<u></u>		<u></u>
Capital and reserves					
Called up share capital	12	50,000		50 000	
Profit and loss account	13	(50,161)		88,430	
		<u></u>		<u></u>	
Equity shareholders' funds	14		(161)		138 430
			<u></u>		<u></u>

These financial statements were approved by the board of directors on 20/9/2012 and were signed on its behalf by

N Nabata
Director



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 the historical cost accounting rules

The company has net liabilities of £161 (2011 net assets £138,430) On 31 December 2011, the company terminated its business operations and ceased trading In view of these facts, the accounts have not been prepared under the going concern basis, but on a non-going concern break-up basis Full provision has been made at the balance sheet date for all expected costs of closure and all assets have been stated at the lower of cost and net realisable value Any long-term liabilities have been reclassified as short-term

Under Financial Reporting Standard 1 (revised) the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the cash flows of the company within its own published consolidated financial statements

As the company is a wholly-owned subsidiary of Nitto Europe NV, the company has taken advantage of the exemption contained in Financial Reporting Standard 8 and has therefore not disclosed transactions or balances with entities which form part of the group The consolidated financial statements of Nitto Europe NV, within which the results of this company are included, can be obtained from the address given in note 17

Fixed assets and depreciation

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

IT equipment	-	33⅓% per annum
Office equipment	-	33⅓% per annum
Fixtures and fittings	-	20% per annum

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction or, if hedged forward, at the rate of exchange under the related forward currency contract 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

Leases

Operating lease rentals are charged to the profit and loss account on a straight line basis over the period of the lease

Pension contributions

For defined contribution schemes the amount charged to the profit and loss account in respect of pension costs and other post-retirement benefits are the contributions payable in the year Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet

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

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 arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19

Turnover

Turnover for the year represents agency commission receivable from the parent company for the procurement of orders for sales of manufactured items

Notes (continued)

2 Remuneration of directors

No director received any remuneration in relation to his services to the company in either the current or preceding year

There were no directors for which the company made contributions to the money purchase pension scheme (2011 *£nil*)

3 Staff numbers and costs

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

	Number of employees	
	2012	2011
Administration	5	7
	<u>5</u>	<u>7</u>

The aggregate payroll costs of these persons were as follows

	2012 £	2011
Wages and salaries	187,213	270,896
Social security costs	21,263	32,381
Pension costs	13,749	16,182
	<u>222,225</u>	<u>319,459</u>

Notes (continued)

4 Profit on ordinary activities before taxation

	2012 £	2011 £
<i>Profit on ordinary activities before taxation is stated after charging</i>		
Depreciation	1,350	1,340
Auditors' remuneration		
Audit of these financial statements	8,000	8,000
Other services relating to taxation	7,015	10,405
Operating lease rentals – land and buildings	23,330	23,330
	<u> </u>	<u> </u>

5 Other interest receivable and similar income

	2012 £	2011 £
Interest receivable on bank balances	-	12
	<u> </u>	<u> </u>
	-	12
	<u> </u>	<u> </u>

6 Taxation

Analysis of charge in period

	2012 £	2011 £
<i>UK corporation tax</i>		
Current tax on income for the period	1,540	37,500
Adjustments in respect of prior periods	-	(56)
	<u> </u>	<u> </u>
Total current tax	1,540	37,444
<i>Deferred tax (see note 9)</i>		
Origination and reversal of timing differences	14,306	2,423
Adjustments in respect of prior periods	-	-
	<u> </u>	<u> </u>
Total deferred tax	14,306	2,423
	<u> </u>	<u> </u>
Tax on profit on ordinary activities	15,846	39,867
	<u> </u>	<u> </u>

Notes (continued)

6 Taxation (continued)

Factors affecting the tax charge for the current period

The differences are explained below

	2012 £	2011 £
<i>Current tax reconciliation</i>		
Profit on ordinary activities before tax	585	132,492
	<hr/>	<hr/>
Current tax at 26% (2011 28%)	152	37,098
<i>Effects of</i>		
Expenses not deductible for tax purposes	1,528	1,726
Capital allowances in excess of depreciation	(140)	(1,324)
Adjustments to tax charge in respect of previous periods	-	(56)
	<hr/>	<hr/>
Total current tax charge (see above)	1,540	37,444
	<hr/>	<hr/>

7 Tangible fixed assets

	IT equipment £	Office equipment £	Fixtures and fittings £	Total £
<i>Cost</i>				
At 31 March 2011	13,115	36,528	144,735	194,378
Disposals	(13,115)	(18,041)	(477)	(31,633)
	<hr/>	<hr/>	<hr/>	<hr/>
At 31 March 2012	-	18,487	144,258	162,745
	<hr/>	<hr/>	<hr/>	<hr/>
<i>Depreciation</i>				
At 31 March 2011	(10,025)	(36,528)	(143,290)	(189,843)
Charge for year	(929)	-	(421)	(1,350)
Disposals	10,954	18,041	-	28,995
Impairment	-	-	(547)	(547)
	<hr/>	<hr/>	<hr/>	<hr/>
At 31 March 2012	-	(18,487)	(144,258)	(162,745)
	<hr/>	<hr/>	<hr/>	<hr/>
<i>Net book value</i>				
At 31 March 2012	-	-	-	-
	<hr/>	<hr/>	<hr/>	<hr/>
At 31 March 2011	3,090	-	1,445	4,535
	<hr/>	<hr/>	<hr/>	<hr/>

Notes (continued)

8 Debtors

	2012 £	2011 £
Commission receivable from parent undertaking	-	36,374
Other debtors	7,515	9,571
Deferred tax asset (see note 9)	-	14,306
Corporation tax	6,000	15,000
Prepayments and accrued income	6,130	12,071
	<u>19,645</u>	<u>87,322</u>

9 Deferred tax asset

	2012 £	2011 £
Deferred tax asset (see note 8)	-	14,306
	<u>-</u>	<u>14,306</u>

No deferred tax asset has been recognised due to Nitto UK Limited ceasing trading from 31 December 2011, as it will not be utilised in the future

Notes (continued)

10 Creditors: amounts falling due within one year

	2012 £	2011 £
Trade creditors	-	3,425
Amounts owed to parent undertakings	9,858	12,843
Taxation and social security	-	14,538
Accruals and deferred income	19,799	37,335
Corporation tax	785	37,444
	<u>30,442</u>	<u>105,585</u>

11 Provisions for liabilities

	2012	2011
Provisions		
At beginning of year	50,000	50,000
Charged in the year	23,330	-
	<u>73,330</u>	<u>50,000</u>
At end of year	<u>73,330</u>	<u>50,000</u>

This amount relates to obligations in connection with the company's leases of land and buildings

12 Called up share capital

	2012 £	2011 £
<i>Allotted, called up and fully paid</i>		
Equity 50,000 ordinary shares of £1 each	50,000	50,000
	<u>50,000</u>	<u>50,000</u>

13 Profit and loss account

	2012 £	2011 £
At beginning of year	88,430	70,805
Dividend paid	(100,000)	(75,000)
Profit/(loss) for the financial year	(38,591)	92,625
	<u>(50,161)</u>	<u>88,430</u>
At end of year	<u>(50,161)</u>	<u>88,430</u>

Notes (continued)

14 Movement on equity shareholders' funds

	2012 £	2011 £
Profit/(loss) for the financial year	(38,591)	92,625
Dividends	(100,000)	(75,000)
Net addition / (reduction) in equity shareholders' funds	(138,591)	17,625
Opening equity shareholders' funds	88,430	120,805
Closing equity shareholders' funds	(50,161)	138,430

15 Commitments

Annual commitments under non-cancellable operating leases are as follows

	2012		2011	
	Land and buildings £	Other £	Land and buildings £	Other £
<i>Operating leases which expire</i>				
Within one year	23,330	-	-	-
In the second to fifth years inclusive	-	-	46,000	24,540
Over five years	-	-	-	-
	23,330	-	46 000	24,540

16 Pension

The company operates a defined contribution pension scheme on behalf of its employees. The assets of the scheme are held separately from those of the company. Contributions payable to the pension scheme for the year was £13,749 (2011 £16,182). Contributions amounting to £nil (2011 £nil) were payable to the scheme at the end of the year.

17 Parent undertaking

The company is a wholly owned subsidiary undertaking of Nitto Europe NV, a company registered in Belgium which is the immediate parent undertaking.

The ultimate holding company is Nitto Denko Corporation, a company incorporated in Japan.

The smallest group in which the results of the company are consolidated is Nitto Europe NV. Copies of these accounts are available from B3600 Genk, 22 Eikelaarstraat, Belgium.

The largest group in which the results of the company are consolidated is that headed by the ultimate parent company. Copies of these accounts are available from Nitto Denko Corporation, Osaka 567-8680, Japan.

As the company is a wholly owned subsidiary of Nitto Europe NV, the company has taken advantage of the exemption contained in Financial Reporting Standard No 8 and Financial Reporting Standard No 1 and has not disclosed transactions or balances with entities which form part of the group, or prepared a cash flow statement.