HELLER MACHINE TOOLS LIMITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008

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BLOOMER HEAVEN LIMITED
Chartered Accountants
& Business Advisors

33 Lionel Street Birmingham B3 1AB

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REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2008

The directors present their report and the financial statements for the year ended 31 December 2008.

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 judgements 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;
- 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.

Principal activity

The company continued to be engaged in the assembly, sale and maintenance of CNC machine tools along with the supply of spare parts. Similarly, the design and supply of fixtures alongside its technical expertise and know how in order to provide solutions to its customers' engineering requirements.

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2008

Business review

Turnover rose by 12% during the year leading to an increase in the gross margin in absolute terms of over 3%. The key measure of the company's performance is its ability to build into its customer base through its high quality products and reputation for customer support.

The balance sheet on page 6 of the financial statements shows that the company's financial position has improved in comparison to the prior year with an increase in net assets. At the balance sheet date the current ratio was 1.21:1 (2008: 1.36:1), with the quick ratio standing at 0.20:1 (2008: 0.33:1).

The directors consider that the company is operationally and financially well placed to face the challenges of the current economic downturn.

The directors have reviewed the financial risk management objectives and policies of the group. Aside from fluctuation in worldwide demand for machine tools, the most significant risk faced by the group is exposure to foreign currency flows as the majority of its turnover is derived from Euro denominated exports to its German parent. In order to manage this risk the company operates a Euro deposit account, in addition to its Sterling facility, and makes a significant proportion of materials purchases from European suppliers which it then settles in Euros. This natural hedge precludes any need for forward currency transactions, The company does not enter into any derivatives or speculative financial instruments.

Gebr.Heller Maschinenfabrik GmbH continues an active programme of research and development on a group basis from which its subsidiary companies derive considerable benefits. Accordingly, expenditure by the individual subsidiary companies is at a negligible level and Heller Machine Tools Limited did not incur any significant expenditure on research and development during the year under review.

Results

The profit for the year, after taxation, amounted to £66,260 (2007 - £643,667).

Directors

The directors who served during the year were:

Mr G. E. Lloyd Mr K. Winkler

Provision of information to auditor

Each of the persons who are directors at the time when this directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of
 any information needed by the company's auditor in connection with preparing its report and to
 establish that the company's auditor is aware of that information.

This report was approved by the board on 7 April 2009 and signed on its behalf.

G. E. Lloyd Director

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF HELLER MACHINE TOOLS LIMITED

We have audited the financial statements of Heller Machine Tools Limited for the year ended 31 December 2008, set out on pages 5 to 18. 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 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 opinion 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 judgements 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.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF HELLER MACHINE TOOLS LIMITED

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 2008 and of its profit 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.

Bloomer Heaven Limited

Chartered Accountants & Registered Auditors

33 Lionel Street Birmingham B3 1AB

7 April 2009

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2008

Note	2008 £	2007 £
1,2	50,667,097	45,222,182
	(39,393,381)	(35,643,316)
	(4,463,667)	(2,968,615)
	(6,151,135)	(5,304,834)
	(402,656)	(302,267)
3	256,258	1,003,150
	1,638	1,645
7	(146,378)	(58,229)
	111,518	946,566
8	(45,258)	(302,899)
15	66,260	643,667
	1,2 3 7	Note £ 1,2 50,667,097 (39,393,381) (4,463,667) (6,151,135) (402,656) 3 256,258 1,638 7 (146,378) 111,518 8 (45,258)

All amounts relate to continuing operations.

There were no recognised gains and losses for 2008 or 2007 other than those included in the Profit and loss account.

The notes on pages 8 to 18 form part of these financial statements.

HELLER MACHINE TOOLS LIMITED (COMPANY MUMPER 1414150)

BALANCE SHEET AS AT 31 DECEMBER 2008

		20	08	20	07
	Note	£	£	£	£
Fixed assets					
Tangible fixed assets	9		7,767,966		6,819,914
Current assets					
Stocks	10	11,229,608		9,169,283	
Debtors	11	2,254,016		2,979,801	
Cash at bank and in hand		1,198		2,813	
		13,484,822		12,151,897	
Creditors: amounts falling due within one year	12	(11,154,374)		(8,949,657)	
Net current assets			2,330,448		3,202,240
Total assets less current liabilities			10,098,414		10,022,154
Provisions for liabilities					
Deferred tax	13		(234,000)		(224,000)
Net assets			9,864,414		9,798,154
Capital and reserves					
Called up share capital	14		4,500,000		4,500,000
Revaluation reserve			1,430,963		1,430,963
Profit and loss account	15		3,933,451		3,867,191
Shareholders' funds	16		9,864,414		9,798,154

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 7 April 2009.

G.E. Lloyd Director

The notes on pages 8 to 18 form part of these financial statements.

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2008

	Note	2008 £	2007 £
Net cash (outflow)/inflow from operating activities	17	(631,943)	1,297,052
Returns on investments and servicing of finance	18	(144,740)	(56,584)
Taxation		(265,257)	(222,164)
Capital expenditure and financial investment	18	(1,350,708)	(995,169)
Cash (outflow)/inflow before financing		(2,392,648)	23,135
Financing	18	-	(195,625)
Decrease in cash in the year		(2,392,648)	(172,490)
RECONCILIATION OF NET CASH FLOW TO MOVEME FOR THE YEAR ENDED 31 DECEMBER 2008	NT IN NET DEBT		
	NT IN NET DEBT	2008 £	2007 £
FOR THE YEAR ENDED 31 DECEMBER 2008	NT IN NET DEBT	2008	£
FOR THE YEAR ENDED 31 DECEMBER 2008	NT IN NET DEBT	2008 £	£
FOR THE YEAR ENDED 31 DECEMBER 2008 Decrease in cash in the year	NT IN NET DEBT	2008 £	£ (172,490)
Decrease in cash in the year Cash outflow from decrease in debt	NT IN NET DEBT	2008 £ (2,392,648)	£ (172,490) 195,625

The notes on pages 8 to 18 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008

1. Accounting Policies

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain freehold properties, and are in accordance with applicable accounting standards.

1.2 Going Concern

The current, almost unprecedented, disruption in financial markets has resulted in a steep decline in economic activity around the world. This has inevitably created uncertainty, particularly over (a) demand for the products of the Heller Group worldwide, (b) the exchange rates between Sterling and the Euro (and therefore, the cost of materials) and (c) the general availability of bank finance to support businesses in the foreseeable future.

The group, Heller GmbH, of which Heller Machine Tools Limited is the UK subsidiary, has both considerable financial resources and an encouraging order book with a number of customers across both different geographic areas and industries. As a consequence, the directors of Heller Machine Tools Limited believe that the company is well placed to manage its business risks successfully despite the current economic outlook.

After making enquiries therefore, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

1.3 Turnover

Turnover represents amounts receivable for goods and services provided in the normal course of business, net of trade discounts, VAT and other sales related items. Turnover also includes the value of work done on long term contracts.

Turnover on long-term contracts represents the value of work done in the year, including estimates of amounts not invoiced, and is recognised by reference to the stage of completion.

1.4 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost or valuation less depreciation. Depreciation is not charged on freehold land. Depreciation on other tangible fixed assets is provided at rates calculated to write off the cost or valuation of those assets, less their estimated residual value, over their expected useful lives on the following bases:

Buildings - 25 years

Plant and machinery - between 5 and 25 years Fixtures, fittings & equipment - between 5 and 10 years

Tools - 3 years

1.5 Revaluation of tangible fixed assets

As permitted by the transitional provisions of FRS 15: Tangible Fixed Assets the company has elected not to adopt a policy of revaluation of tangible fixed assets. The company will retain the book value of land and buildings, previously revalued at 31 December 1996 and will not update that valuation.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008

1. Accounting Policies (continued)

1.6 Operating leases

Rentals under operating leases, where substantially all of the benefits and risks of ownership remain with the lessor, are charged on a straight line basis over the period of the lease.

1.7 Stocks

Stocks and production work in progress are valued at the lower of cost and net realisable value after making due allowance for obsolete and slow-moving stocks. Cost includes material, direct labour and appropriate production overheads, where applicable. .

1.8 Deferred taxation

Deferred taxation is provided on the liability method in respect of tax effects arising from all timing differences.

1.9 Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling on the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

1.10 Government grants

Capital grants when received are shown as contributions towards the purchase of the relevant assets. The grants are amortised in the profit and loss account in line with the depreciation policy for the assets concerned.

1.11 Long-term contracts

Profit on long-term contracts is taken as the work is carried out if the final outcome can be assessed with reasonable certainty. Amounts recoverable under long-term contracts, which are included in debtors, are stated at the net sales value of the work less the amounts received as progress payments on account. Excess progress payments are included in creditors as payments on account. Cumulative costs incurred net of amounts transferred to cost of sales,less provision for contingencies and anticipated future losses on contracts are included in long-term contract balances in stock.

1.12 Pensions

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008

2. Turnover

The whole of the turnover is attributable to the company's principal activity of machine tool manufacturing, sales and servicing.

A geographical analysis of turnover is as follows:

	Europe Other	2008 £ 50,578,533 88,564 50,667,097	2007 £ 45,187,688 34,494 45,222,182
3.	Operating profit		
	The operating profit is stated after charging:		
		2008 £	2007 £
	Depreciation of tangible fixed assets: - owned by the company Operating lease rentals:	402,656	309,017
	- vehicles and plant Exchange difference	238,123 1,483,015	217,001 438,399
4.	Auditor's remuneration		
		2008 £	2007 £
	Fees payable to the company's auditor for the audit of the financial statements Fees payable to the company's auditor in respect of:	24,500	35,935
	Other services	1,900	1,070

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008

5.	Staff costs		
	Staff costs, including directors' remuneration, were as follows:		
		2008 £	2007 £
	Wages and salaries Social security costs Other pension costs	5,342,240 580,772 228,123	4,582,036 499,206 223,592
		6,151,135	5,304,834
	The average number of employees during the year was as follows:		
		2008 No.	2007 No.
	Directors Production, sales and administration	2 186	2 165
		188	167
6.	Directors' remuneration		
		2008 £	2007 £
	Emoluments	174,602	172,906
	Company pension contributions to money purchase pension schemes	50,978	52,512
	During the year retirement benefits were accruing to 1 director (2007 pension schemes.	7 - 1) in respect of m	oney purchase
7.	Interest payable		
		2008 £	2007 £
	On bank loans and overdrafts	146,378	58,229

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008

2008 £ 40,000	2007 £ 320,000
40,000	_
•	320,000
•	320,000
•	320,000
/4 749\	
(4,742)	(19,101)
35,258	300,899
10,000	2,000
45,258	302,899
	10,000

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2007 - higher than) the standard rate of corporation tax in the UK (28.5%). The differences are explained below:

	2008 £	2007 £
Profit on ordinary activities before tax	111,518 ————	946,566
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 28.5% (2007 - 30%)	31,783	283,970
Effects of:		
Expenses not deductible for tax purposes	19,832	19,731
Difference between capital allowances and depreciation	(11,691)	16,070
Rounding of current year provision	76	229
Adjustments to tax charge in respect of prior periods	(4,742)	(19,101)
Current tax charge for the year (see note above)	35,258	300,899

The UK corporation tax rate fell to 28% with effect from 1 April 2008 (previously 30%).

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008

9. Tangible fixed assets

	Freehold land and buildings £		Fixtures, fittings, tools \$ equipment £	Total £
Cost or valuation				
At 1 January 2008 Additions Disposals	6,583,182 487,957 -	2,100,993 367,190 (53,022)	581,269 495,561 (60,958)	9,265,444 1,350,708 (113,980)
At 31 December 2008	7,071,139	2,415,161	1,015,872	10,502,172
Depreciation				
At 1 January 2008 Charge for the year On disposals	866,358 137,098 -	1,230,293 115,287 (53,022)	348,879 150,271 (60,958)	2,445,530 402,656 (113,980)
At 31 December 2008	1,003,456	1,292,558	438,192	2,734,206
Net book value				
At 31 December 2008	6,067,683	1,122,603	577,680	7,767,966
At 31 December 2007	5,716,824	870,700	232,390	6,819,914

Freehold land and buildings include freehold land not subject to depreciation amounting to £2,538,447 (2007: £2,538,447).

Cost or valuation at 31 December 2008 is as follows:

	 Freehold land and buildings
At cost	4,046,138
At valuation:	
Valued by the directors in 1996 at market value.	3,025,001
	7,071,139
	

If the freehold land and buildings had not been included at valuation they would have been included under the historical cost convention as follows:

	2008 £	2007 £
Cost Accumulated depreciation	4,046,138 (1,003,457)	5,152,219 (866,358)
Net book value	3,042,681	4,285,861

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008

Stocks		
	2008	2007 £
Raw materials		3,819,884
Work in progress	5,506,786	5,349,399
	11,229,608	9,169,283
Debtors		
	2008 £	2007 £
Trade debtors	386,096	1,830,358
Amounts owed by group undertakings	•	18,503
		260,327 193,038
Amounts recoverable on long term contracts	1,063,736	677,575
	2,254,016	2,979,801
Creditors:		
Amounts faming due within one year	2000	2007
		2007 £
Bank loans and overdrafts		693,115
Payments received on account	-	475,822
Trade creditors	2,098,840	2,333,679
	5,149,879	4,367,658
	- 279 032	195,000 255,456
Accruals and deferred income	543,475	628,927
	11,154,374	8,949,657
	Raw materials Work in progress Debtors Trade debtors Amounts owed by group undertakings Other debtors Prepayments and accrued income Amounts recoverable on long term contracts Creditors: Amounts falling due within one year Bank loans and overdrafts Payments received on account Trade creditors Amounts owed to group undertakings Corporation tax Social security and other taxes	Raw materials 5,722,822

Bank borrowings are secured by a mortgage on the freehold property and by debentures incorporating a fixed and floating charge over current and future assets of the company.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008

13.	Deferred taxation		
		2008 £	2007 £
	At beginning of year Charge for year	224,000 10,000	222,000 2,000
	At end of year	234,000	224,000
	The provision for deferred taxation is made up as follows:		
		2008 £	2007 £
	Accelerated capital allowances	234,000	224,000
14.	Share capital		
		2008 £	2007 £
	Authorised, allotted, called up and fully paid	~	L
	4,500,000 Ordinary shares of £1 each	4,500,000	4,500,000
15.	Reserves		
			Profit and loss account £
	At 1 January 2008 Profit for the year		3,867,191 66,260
	At 31 December 2008		3,933,451
16.	Reconciliation of movement in shareholders' funds		
		2008 £	2007 £
	Opening shareholders' funds Profit for the year	9,798,154 66,260	9,154,487 643,667
	Closing shareholders' funds	9,864,414	9,798,154

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008

17. Reconciliation of operating profit to net cash (outflow)/inflow from operating activities

Operating profit 256,25 Depreciation of tangible fixed assets 402,65 Profit on disposal of tangible fixed assets Increase in stocks Decrease in debtors (2,060,32,783,17	309,017 (6,750)
Depreciation of tangible fixed assets Profit on disposal of tangible fixed assets Increase in stocks 402,65 402,65 (2,060,32	309,017 (6,750)
Profit on disposal of tangible fixed assets Increase in stocks (2,060,32	(6,750)
	(5) (2.457.139)
Decrease in debtors 783,17	,,,
Increase in amounts owed by group undertakings (22,39	
(Decrease)/increase in creditors (773,53	
Increase in amounts owed to group undertakings 782,22	21 373,427
Net cash (outflow)/inflow from operating activities (631,94	1,297,052
18. Gross cash flows	
2008 £	2007 £
Returns on investments and servicing of finance	
Interest received 1,63	1,645
Interest paid (146,37	(8) (58,229)
Net cash outflow from returns on investments and servicing of finance (144,74	(56,584)
2008	2007
£	£
Capital expenditure and financial investment	
Purchase of tangible fixed assets (1,350,70	(1,126,754)
Sale of tangible fixed assets	131,585
Net cash outflow from capital expenditure (1,350,70	(995,169)
2008	2007
£	£
Financing	
Repayment of loans -	(195,625)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008

19. Analysis of changes in net debt

	1 January 2008 £	Cash flow £	Other non-cash changes £	31 December 2008 £
Cash at bank and in hand: Bank overdraft	2,813 (693,115)	(1,615) (2,391,033)	-	1,198 (3,084,148)
Net debt	(690,302)	(2,392,648)	-	(3,082,950)

20. Capital commitments

At 31 December 2008 the company had capital commitments as follows:

	2008 £	2007 £
Contracted for but not provided in these financial statements	66,949	290,408

21. Pension commitments

The company operates a defined contribution pension scheme. The charge for the year of £228,123 (2007: £223,592) represents contributions falling due and paid over in the year.

22. Operating lease commitments

At 31 December 2008 the company had annual commitments under non-cancellable operating leases as follows:

	2008	2007
	£	£
Expiry date:		
Within 1 year	162,537	180,295
Between 2 and 5 years	245,791	358,582
After more than 5 years	37,082	4,608

23. Related party transactions

The company's financial statements are consolidated into those of its ultimate parent undertaking, Heller GmbH whose financial statements are publicly available. Consequently, the company has taken advantage of the exemptions provided in paragraph 3(c) of FRS 8: Related Party Transactions not to disclose transactions with other Heller Group entities.

Amounts due to and from group related parties at the balance sheet date are detailed in notes 11 and 12 to the financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008

24. Ultimate parent undertaking and controlling party

Heller Machine Tools Limited is a wholly owned subsidiary of Heller Machine Tools Holdings Limited, which itself is a wholly owned subsidiary of Gebr. Heller Maschinenfabrik GmbH of Nürtingen, Germany.

Heller Machines Tools Limited regards Heller GmbH of Nürtingen, Germany as its ultimate parent company.