

**Company Registration No. 00584476**

**Amphenol-Borg Limited**

**Annual Report and Financial Statements**

**31 December 2008**

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# **Amphenol-Borg Limited**

## **Annual Report and Financial Statements 2008**

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# **Amphenol-Borg Limited**

## **Annual Report and Financial Statements 2008**

### **Officers and Professional Advisers**

#### **Directors**

Martin Hans Loeffler (resigned 31 December 2008)  
Luc Walter  
Diana Gentile Reardon  
Richard Adam Norwitt (appointed 31 December 2008)

#### **Secretaries**

Abogado Nominees Limited  
Edward Charles Wetmore

#### **Registered office**

Thanet Way  
Whitstable  
Kent CT5 3JF

#### **Bankers**

National Westminster Bank Plc  
140 High Street  
Herne Bay  
Kent CT6 5JX

#### **Solicitors**

Baker & McKenzie  
100 New Bridge Street  
London EC4V 6JA

#### **Independent auditors**

Deloitte LLP  
Chartered Accountants  
Crawley, United Kingdom

# **Amphenol-Borg Limited**

## **Directors' report**

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

### **Principal activity**

The company is an intermediate parent company of Amphenol Limited and Pyle National Limited. The directors expect that this activity will continue. The company has not traded in this or the preceding year and has made neither a profit nor a loss. The position of the company at the year end is shown on page 6.

### **Business review**

The company does not trade, its position at the balance sheet date is shown on page 6.

Further information in respect of the performance of the company's investments are held in those investments' relevant financial statements.

The directors consider that the group structure and strategy together with UK economic conditions are commensurate with reasonable prospects for the profitability trends to continue for UK operations in the medium term.

### **Principal risks and uncertainties**

The main risks and uncertainties affecting the company are consistent with those affecting its investments and hence the value of those investments. Further information in respect of principal risks and uncertainties are held in those investments' relevant financial statements.

### **Financial risk management objectives and policies**

The company's activities expose it to a number of financial risks including cash flow risk and credit risk.

As part of Amphenol Corporation, Amphenol-Borg Limited is subject to corporate guidance and controls in the areas of treasury and risk management. The company does not use financial derivatives to manage any of these risks nor for speculative purposes.

### **Cash flow risk**

The company is not exposed to financial risks of foreign currency exchange rates.

### **Credit risk**

The company's principal financial assets are intra group receivables and investments. No significant credit risk exists on these items due to the strength of the group companies.

### **Future Prospects**

The directors of Amphenol-Borg Limited recognise that volatility and challenges in principal economic markets and have documented above the risks foreseen. Further information in respect of risks affecting the company's investments is held in those investments' relevant financial statements.

### **Directors**

The directors who served throughout the year, were as follows:

Martin Hans Loeffler  
Luc Walter  
Diana Gentile Reardon  
Richard Adam Norwitt

# **Amphenol-Borg Limited**

## **Directors' report (continued)**

### **Independent Auditors**

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

- So far as the director is aware, there is no relevant audit information of which the company is unaware; and
- 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.

On 1 December 2008, Deloitte & Touche LLP changed its name to Deloitte LLP

Deloitte LLP have expressed their willingness to continue in office as auditors of the company and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

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



Diana S Reardon  
Director

28 October 2009

# **Amphenol-Borg Limited**

## **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;
- 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 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**

### **Amphenol-Borg Limited**

We have audited the financial statements of Amphenol-Borg Limited for the year ended 31 December 2008 which comprise the balance sheet and the related notes 1 to 6. 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 2008 and of its result 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.



**Deloitte LLP**

Chartered Accountants and Registered Auditors

Crawley, United Kingdom

3 ~~October~~ 2009  
November

# Amphenol-Borg Limited

## Balance sheet 31 December 2008

	Note	2008 £'000	2007 £'000
<b>Fixed assets</b>			
Investment in subsidiary undertakings	3	7,652	7,652
<b>Current assets</b>			
Debtors – amounts owed by group undertakings		12,591	12,591
<b>Creditors: amounts falling due within one year - amounts owed to group undertakings</b>		(5,673)	(5,673)
<b>Net current assets</b>		6,918	6,918
<b>Total assets less current liabilities</b>		14,570	14,570
<b>Capital and reserves</b>			
Called up share capital	4	1,209	1,209
Share premium account		925	925
Capital redemption reserve		92	92
Profit and loss account		12,344	12,344
<b>Shareholders' funds</b>		14,570	14,570

The financial statements of Amphenol Borg Limited, company number 00584476, were approved by the Board of Directors and authorised to issue on 28 October 2009.

Signed on behalf of the Board of Directors

  
Diana G Reardon  
Director



# Amphenol-Borg Limited

## Notes to the accounts Year ended 31 December 2008

### 1. Accounting policies

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted which have been applied consistently are described below.

#### Consolidated financial statements

The financial statements contain information about Amphenol-Borg Limited as an individual company, and do not contain consolidated financial information as the parent of a group. The company is exempt under 228A of the Companies Act 1985 from the requirement to prepare consolidated financial statements, as it and its subsidiary undertakings are included in the consolidated financial statements of Amphenol Corporation, an intermediate parent incorporated in the United States of America. Its accounts are drawn up in a manner considered to be equivalent to UK GAAP consolidated accounts, as required by the EU Seventh Directive.

#### Going Concern

The company has no loans from external sources and does not foresee any change to this external borrowing profile.

The company also has loans from its parent and has confirmed that no repayment of these loans is required by the parent company during the next twelve months.

For these reasons the directors continue to adopt the going concern basis in preparing these accounts.

#### Accounting convention

The financial statements are prepared under the historical cost convention.

#### Investments

Investments are stated at cost less provision for any impairment in value.

### 2. Profit and loss account

No profit and loss account is presented as the company did not trade and made neither a profit nor a loss in this or the preceding year.

There are no recognised gains or losses for the current and previous year. Accordingly, no statement of total recognised gains and losses or movement in shareholders' funds is given.

The company has no employees, paid no emoluments to directors and audit fees of were borne by other group companies in both this and the preceding year and not recharged.

### 3. Investment in subsidiary undertakings

The company's investments represent the cost of its 100% interest in the ordinary shares of Amphenol Limited and Pyle-National Limited, both of which are incorporated in Great Britain. Amphenol Limited designs, develops, manufactures and markets connectors and connector systems, flat cable and unit assemblies for diversified markets. Pyle-National Limited is dormant.

### 4. Called up share capital

	2008 £'000	2007 £'000
<b>Authorised:</b>		
1,209,489 (2006 – 1,209,489) ordinary shares of £1 each	1,209	1,209
<b>Called up, allotted and fully paid:</b>		
1,209,489 (2006 – 1,209,489) ordinary shares of £1 each	1,209	1,209

# **Amphenol-Borg Limited**

## **Notes to the accounts**

**Year ended 31 December 2008**

**5. Related party transactions**

The company has taken advantage of the exemption available under Financial Reporting Standard 8 not to disclose transactions with other group companies as it is a wholly owned subsidiary undertaking.

**6. Parent undertaking and controlling entity**

The immediate parent company is Amphenol Commercial and Industrial UK, Limited, incorporated in Great Britain.

The ultimate parent company and controlling entity is Amphenol Corporation, a company incorporated in the United States of America, which is the largest group of which the company is a member and for which consolidated financial statements are available. Copies of these consolidated financial statements can be obtained from Amphenol Corporation, 358 Hall Avenue, Wallingford, CT 06492, USA.