

### **TO OUR SHAREHOLDERS**

I would like to report to you about NACHI-FUJIKOSHI's business performance for the fiscal year ended November 30, 2009.

### **Business Environment**

The environment surrounding the NACHI-FUJIKOSHI Group was unprecedentedly harsh with the sudden and broad-based contraction of markets across a wide range of areas, including domestic and overseas automobiles, industrial machinery, electrical/electronics, etc.

### **Business Progress and Results**

In this environment, the NACHI-FUJIKOSHI Group continued its efforts to expand into new markets leveraging our proprietary engineering business, reduce fixed costs, re-engineer production systems to improve productivity, and strengthen our earnings base.

The decrease in demand, however, could not be stopped and revenues fell 47.5% year-on-year to 107.5 billion yen. By geography, revenues in the Japan market were 70.1 billion yen (a decrease of 49.7% compared to the previous period) and revenues in the rest of the world were 37.5 billion yen (a decrease of 42.9% vs. the previous period).

Facing a sudden and dramatic fall in sales and production levels, we endeavored to lower materials and external vendor costs, reduce fixed costs including labor, and reduce various expenses such as selling, general, and administrative costs. Despite these efforts, however, the impact of reduced operating levels was significant, and the Group recorded an operating loss of 3.2 billion yen, and an ordinary loss of 5.0 billion yen.

When extraordinary income and loss from gains on sale of fixed assets and re-structuring costs, as well as corporate taxes, etc., are accounted for, we recorded a net loss of 7.4 billion yen for the period.

#### **Cash Dividends**

In consideration of our operating results during the period, and the prospects for business growth in the future, dividends were set with regret at 1.50 yen per share.

#### **Future Action**

While recovery of demand can be observed in certain areas, primarily in emerging countries and in certain industrial segments such as automobiles, production levels across the industrial machinery field as a whole remain at low levels. The overall harsh environment is forecasted to continue

The NACHI-FUJIKOSHI Group will continue its efforts to expand the "Nachi Business," which integrates industrial tools, components, and materials/heat treatment technologies, expand into emerging markets where long-term growth can be expected, and explore new markets such as energy and infrastructure. We shall endeavor to improve our operating results through fundamental improvement of all aspects of our business including manufacturing, procurement, distribution, research & development, organization and human resources, reduce costs, and build a stable platform for earning growth.

I thank all of our shareholders for your continued support and understanding.

February 2010

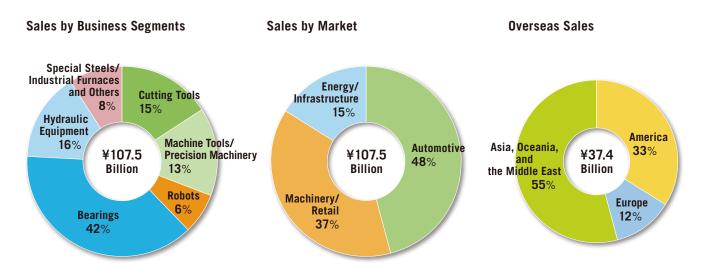
President and Representative Director

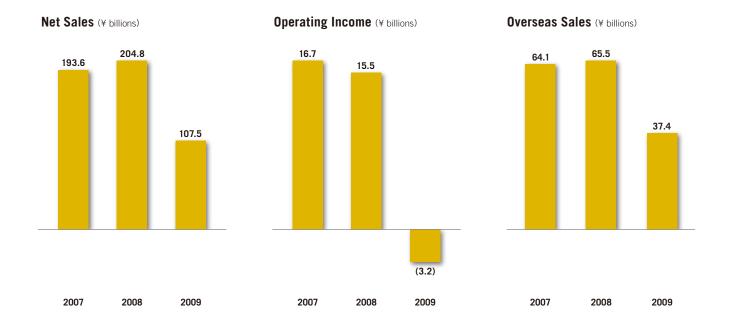
Livoo Lonna



The colorful triangle on the lower right of the front cover symbolizes the notion of "Sei-Han-Go," or "Fusing discrete and opposing ideas into one," the Group corporate philosophy implicit in the meaning of "Fuji" in our name.

# **RESULTS OF OPERATIONS (Consolidated)**





### **TOPICS**

We are working to grow operations in global markets by expanding into emerging markets, where long-term growth can be expected, energy/infrastructure markets, and the continued expansion of our engineering business.

### **Shifting our Focus toward Emerging Markets**

We increased our production capacity, primarily for bearings used in automobiles and motorcycles, in China, Thailand, and Brazil. We also expanded our sales, service, and presentation systems in India, the Middle East, and Central & South America.



# NACHI TECHNOLOGY (THAILAND) CO., LTD. (South East Asia, Thailand)

Construction of factory #3 was completed in August 2009. We strengthened our production system for motorcycle bearings, demand for which is expanding in ASEAN.



# DONGGUAN NACHI C.Y. CORPORATION (Shanghai, China)

With growth in the China automobile market, we constructed a new production line and started increasing production of bearings used in constant-velocity joints.



# SHANGHAI NACHI BEARINGS CO., LTD. NACHI (SHANGHAI) PRECISION TOOLS CO., LTD. (Shanghai, China)

Full local production of hydraulic machinery for construction equipment began in Spring 2009, adding to our existing lines of bearings and tools for the China automobile industry.



#### Overseas Exhibitions

We participated actively at exhibitions and private shows held in emerging markets. Robots for machine processing and palletization were the center of attention.



IMTEX (India Exhibition) (January 2009)



METALEX 2009 (Thailand Exhibition) (November 2009)



#### NACHI BRASIL LTDA. (Brazil)

Aiming at the expansion of markets in Central and South America, we built additional manufacturing facilities in March 2009, strengthening production capacity for bearings used in automobiles and motorcycles.

### **Developing Energy and Infrastructure Markets**

We continued to introduce distinctive new products, with the intention of making energy and infrastructure markets the primary drivers of growth.



### **Palletizing Robot** [Presto LP130/180]

These robots enable high-speed, high-precision palletization of cardboard boxes, bags, bottles, and metal products. We will develop distribution infrastructure markets primarily in emerging countries.



River Gate Unit

### Energy-Saving Hydraulic System [QDesign Unit]

The energy-saving system that provides for the control of the large power requirements of railroads, bridges, rivers, harbor facilities, environmental systems, etc. The Chubu Hydraulic Center, established in September 2009, will provide customers with comprehensive support from design to after-sales service.



**Christmas Tree-Shaped Formed Cutter** 

Essential tools for high precision, high performance processing of generator turbines and aircraft engines.



Magni Cradle S Series



Dialysis Solution



Large Servers

Greatly reduces the shock of earthquakes while remaining thin and light. Protects servers, medical equipment, artworks, etc.

### **Bringing Our Engineering Business to the World**

NACHI TOOL ENGINEERING CO., LTD. was established in May 2009 to strengthen operations in recycling and re-use of cutting tools. This company is positioned as the mother factory from which we will grow into global markets.

#### (Japan)



Toyama Technical Center (Inside the Toyama Plant) (Ayase City, Kanagawa)



Eastern Japan Service Center

#### (Overseas)



**ENGINEERING CENTER** 



NACHI (SHANGHAI) PRECISION TOOLS CO., LTD. SHANGHAI NACHI SAW CO., LTD.



NACHLTOOL AMERICA INC.

# **FINANCIAL STATEMENTS**

### **Consolidated Balance Sheets**

| Conconductor Bulanco Chooto   |                                      |                                      |  |
|-------------------------------|--------------------------------------|--------------------------------------|--|
| Item                          | <b>2009</b> (As of November 30, 2009 | <b>2008</b> (As of November 30, 2008 |  |
| ASSETS:                       |                                      |                                      |  |
| Current assets                | 80,802                               | 90,617                               |  |
| Cash and cash equivalents     | 28,373                               | 13,001                               |  |
| Notes and accounts receivable | 23,655                               | 38,507                               |  |
| Inventories                   | 23,629                               | 32,787                               |  |
| Other                         | 5,143                                | 6,320                                |  |
| Fixed assets                  | 95,445                               | 101,827                              |  |
| Property, plant and equipment | 81,072                               | 87,395                               |  |
| Buildings and structures      | 31,211                               | 31,858                               |  |
| Machinery and equipment       | 35,380                               | 45,922                               |  |
| Land                          | 7,320                                | 7,376                                |  |
| Other                         | 7,159                                | 2,237                                |  |
| Intangible fixed assets       | 391                                  | 403                                  |  |
| Investments and advances      | 13,981                               | 14,027                               |  |
| Total assets                  | 176,248                              | 192,444                              |  |

| Consolidated S | Statements | of | Income |
|----------------|------------|----|--------|
|----------------|------------|----|--------|

|  | lions |
|--|-------|
|  |       |
|  |       |
|  |       |

| Item  | 2009<br>(For the year ended<br>November 30, 2009) | 2008<br>(For the year ended<br>November 30, 2008) |
|---|---|---|
| Net sales   | 107,586   | 204,844   |
| Operating income  | (3,217)   | 15,532  |
| Ordinary income   | (5,051)   | 13,953  |
| Extraordinary income  | 740   | 955   |
| Extraordinary losses  | 1,351   | 978   |
| Income before income taxes and minority interests  Net income | (5,661)<br><b>(7,449)</b>                         | 13,931<br><b>8,347</b>                            |

(¥ millions)

| Item                                     | <b>2009</b> (As of November 30, 2009 | 2008<br>(As of November 30, 2008 |
|--|--------------------------------------|----------------------------------|
| LIABILITIES:                             |                                      |                                  |
| Current liabilities                      | 69,501                               | 91,892                           |
| Notes and accounts payable               | 18,147                               | 40,093                           |
| Short-term bank loans                    | 43,061                               | 36,687                           |
| Other                                    | 8,292                                | 15,111                           |
| Long-term liabilities                    | 57,219                               | 37,020                           |
| Bonds and long-term debt                 | 44,264                               | 27,730                           |
| Allowance for retirement benefits        | 6,339                                | 6,081                            |
| Other                                    | 6,615                                | 3,208                            |
| Total liabilities                        | 126,720                              | 128,913                          |
| NET ASSETS:                              |                                      |                                  |
| Shareholders' equity                     | 52,426                               | 62,439                           |
| Common stock                             | 16,074                               | 16,074                           |
| Additional paid-in capital               | 11,561                               | 11,567                           |
| Retained earnings                        | 24,967                               | 34,972                           |
| Treasury stock                           | (176)                                | (175)                            |
| Revaluations and translation adjustments | (5,232)                              | (1,681)                          |
| Minority interests                       | 2,332                                | 2,772                            |
| Total net assets                         | 49,527                               | 63,530                           |
| Total liabilities and net assets         | 176,248                              | 192,444                          |

### **Consolidated Statements of Cash Flows**

(¥ millions)

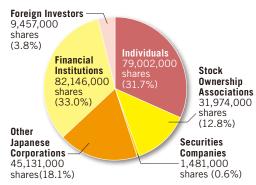
| Item   | 2009<br>(For the year ended<br>November 30, 2009) | 2008<br>(For the year ended<br>November 30, 2008) |
|--|---|---|
| Cash flows from operating activities<br>Cash flows from investing activities<br>Cash flows from financing activities | (2,161)<br>(8,376)<br>26,493                      | 14,730<br>(23,647)<br>1,126                       |
| Net increase (decrease) in cash and cash equivalents   | 15,428  | (8,131)   |
| Cash and cash equivalents<br>at beginning of the year  | 12,833  | 20,965  |
| Cash and cash equivalents<br>at end of the year  | 28,262  | 12,833  |

### SHAREHOLDER INFORMATION (As of November 30, 2009)

Number of Shares Issued: 249.193.436 Number of Shareholders: 34,562 Major Shareholders:

| Shareholders                           | Number of shares held (thousand) | Shareholding ratio (%) |
|--|----------------------------------|------------------------|
| NACHI WANEI Stockholding               | 14,719                           | 5.91                   |
| Toyota Motor Corporation               | 13,182                           | 5.29                   |
| Employees' Stock Ownership Plan        | 12,101                           | 4.86                   |
| The Bank of Tokyo-Mitsubishi UFJ, Ltd. | 11,888                           | 4.77                   |
| The Hokuriku Bank, Ltd.                | 8,659                            | 3.48                   |

#### **Breakdown of Shareholders**



**CORPORATE OFFICERS** 

# **DIRECTORS AND AUDITORS** (As of February 23, 2010)

President and

Representative Director Hiroo Honma

Managing Director

Yukihiko Tanaka

Noriyasu Shiba

Managing Director Kivoshi Nakagawa

Managing Director

Director

Managing Director Naoshi Katayama Director

Atsushi Seki\*

Managing Director

Makoto Sasaki

Hideo Terakoshi

Director

Zenshiro Kaneko Director

Keiichi Ogino Director

Kenji Susukida

Standing Corporate Auditor

Naoto Nakano

(As of February 23, 2010)

Corporate Officer Kiyoshi Meguro Corporate Officer Masayuki Kobayashi

Corporate Officer Nishiki Seto

Corporate Officer Nobuo Segawa Corporate Officer Sachio Tanaka Corporate Officer

Toshio Sugiura Corporate Officer Tadashi Yamazaki

Corporate Officer Shigeki Miwa

## CORPORATE INFORMATION (As of November 30, 2009)

Foundation: Capital:

¥16 hillion

**Number of Employees:** 

Major Products: Machining

Robots Components

Materials & Heat Treatment

Major Domestic Offices and Plants: Tovama Head Office

Tokyo Head Office Eastern Japan Main Branch Central Japan Main Branch

Western Japan Main Branch Tovama Plant

Higashi-Toyama Plant Namerikawa Plant

December 21, 1928

5.351 (Consolidated) 2.556 (Non-consolidated)

Cutting Tools, Forming Tools, Cutting Saws, Machine Tools, Precision Machinery, Machining Systems

Robot Systems, Electronic Equipment

Bearings, Hydraulic Equipment, Automotive Parts, Seismic Isolation Systems, Filtration Systems

Standing Corporate Auditor

Atsushi Saguchi\*

Corporate Auditor

Corporate Auditor

Fiichi Fukushima\*

corporate auditor

\*Outside director or outside

Teruo Akashi

Special Steels, Coating, Industrial Furnaces

1-1-1. Fujikoshi-Honmachi, Toyama 930-8511, Japan Shiodome Sumitomo Bldg. 17F. 1-9-2. Higashi-Shinbashi, Minato-ku, Tokyo 105-0021, Japan Shiodome Sumitomo Bldg. 17F, 1-9-2, Higashi-Shinbashi, Minato-ku, Tokyo 105-0021, Japan

Nachi Nagoya Bldg., 2-120-3, Takayashiro, Meitou-ku, Nagoya 465-0095, Japan Nachi Osaka Bldg., 2-3-7, Honjo-nishi, Higashi-Osaka 578-8522, Japan

1-1-1, Fujikoshi-Honmachi, Toyama 930-8511, Japan [Cutting Tools / Machine Tools / Bearings / Robots]

3-1-1. Yoneda-machi, Toyama 931-8511, Japan [Special Steels] 3-2-1, Nakada, Toyama 931-8453, Japan [Hydraulic Equipment] 176, Ogake, Namerikawa 936-0802, Japan [Hydraulic Equipment / Automotive Hydraulics /

Precision Machinery / Coating / Industrial Furnaces 1

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> +81-3-5568-5280 +81-52-769-6811

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+81-76-423-5111

+81-76-438-4411 +81-76-438-8970

+81-76-471-2320

### INVESTOR INFORMATION

Securities Code: 6474

Fiscal Year: From Dec. 1 of each year to Nov. 30 of

the following year

**Ordinary General Meeting of** 

**Shareholders:** February

**Record Date:** Voting rights at General

Meeting of Shareholders
Year-end dividend
Interim dividend
November 30
May 31

Unit: 1.000 shares

**Shareholders' Register** 3-33-1, Shiba, Minato-ku, Tokyo, Japan

**Custodian:** The Chuo Mitsui Trust and Banking Company, Ltd.

Mailing Address: 2-8-4, Izumi, Suginami-ku, Tokyo 168-0063, Japan

The Chuo Mitsui Trust and Banking Company, Ltd.

Stock Transfer Agency Department

(Contact via phone): Toll-free:0120-78-2031 (Toll-free in Japan)

Transactions are handled by Chuo Mitsui Trust and Banking Co., Ltd. and its branches nationwide and the head office of Japan Securities Agents, Ltd.

and its branches nationwide.

**URL:** http://www.nachi-fujikoshi.co.jp/eng/

### Notification of Change of Address and Requests for Purchase of Additional Shares or Buyback of Holdings Less Than the Minimum Trading Unit

Please notify the securities company with which you have your account. For those shareholders who do not have an account with a securities company and who have set up a special account instead, please notify Chuo Mitsui Trust and Banking Co., Ltd., which is the account administrator for special accounts.

### **Payment of Accrued Dividends**

Please contact Chuo Mitsui Trust and Banking Co., Ltd., which administers the shareholders registry.

#### **Dividend Calculation Sheet**

The Dividend Calculation Sheet that is sent with payment of dividends also serves as the Notification of Payment as stipulated by the regulations of the Act on Special Measures Concerning Taxation. This form may be used as reference documentation when filing tax returns. For the Notification of Payment form for shareholders who receive dividends through the proportional distribution based on number of shares, please contact the transacting securities company.

# Wonders from NACHI, Art in NACHI

### Exciting Technology—that's Art.

Cover photography features industrial robots at work in manufacturing facilities.

The seven-jointed robot is truly like a human arm.

Using the hands (fingers) and sensors (eyes), robots are capable of a range of movements including carrying, assembling, and welding.

In the pursuit of smooth and complex movement, robots are approaching human form and function. NACHI-FUJIKOSHI endeavors to create art in the world of manufacturing.

