

ROBOGROUP TEK LTD
Form 20-F/A
August 12, 2003

SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

FORM 20-F/A

Amendment No. 1

- REGISTRATION STATEMENT PURSUANT TO SECTION 12(b) OR
(g) OF THE SECURITIES EXCHANGE ACT OF 1934
OR
- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2002
OR
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to
Commission file number: 0-19435

ROBOGROUP T.E.K. LTD.

(Exact name of Registrant as specified in its charter and
translation of Registrant's Name into English)

Israel

(Jurisdiction of incorporation or organization)

13 Hamelacha Street, Afeq Industrial Park, Rosh Ha Ayin, 48091, Israel

(Address of principal executive offices)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

| <u>Title of Each Class</u> | <u>Name of Each Exchange on Which Registered</u> |
|----------------------------|--|
| None | N/A |

Securities registered or to be registered pursuant to Section 12(g) of the Act:

Ordinary Shares, NIS 0.5 Par Value

(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None

(Title of Class)

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report:

| | |
|--|--------------|
| Ordinary Shares, par value NIS 0.5 per share | |
| as of December 31, 2001 | ..11,221,152 |

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark which financial statement item the registrant has elected to follow:

Item 17 Item 18

ITEM 3. KEY INFORMATION

A. Selected Financial Data

The following selected consolidated financial data for the three years ended December 31, 2002 and at December 31, 2001 and 2002 are derived from our consolidated financial statements set forth elsewhere in this annual report, which have been prepared in accordance with Israeli GAAP and United States GAAP and audited by Chaikin, Cohen, Rubin and Gilboa, independent certified public accountants in Israel, whose report with respect to these financial statements appears in this annual report. The selected consolidated financial data for the years ended December 31, 1998 and 1999 and as of December 31, 1998, 1999 and 2000 are derived from our other audited financial statements, not appearing in this annual report, which have also been prepared in accordance with accounting principles generally accepted in Israel and the United States and examined by Chaikin, Cohen, Rubin and Gilboa.

The translation of New Israel Shekel, or NIS, amounts into U.S. dollars has been made solely for the convenience of the reader at the representative rate of exchange at December 31, 2002 (NIS 4.737 = \$1.00).

2

Consolidated Statements of Income

| | Year Ended December 31, | | | | | Convenience Translation into U.S.\$ |
|--|---|---------------|---------------|---------------|---------------|---|
| | 1998 | 1999 | 2000 | 2001 | 2002 | 2002 |
| | Adjusted NIS (December 2002) (in thousands, except per share data) | | | | | |
| Revenues | 95,046 | 61,154 | 67,952 | 87,597 | 87,819 | 18,539 |
| Cost of revenues | 68,220 | 34,222 | 38,593 | 52,281 | 42,210 | 8,911 |
| Gross profit | <u>26,826</u> | <u>26,932</u> | <u>29,359</u> | <u>35,316</u> | <u>45,609</u> | <u>9,628</u> |
| Operating expenses | | | | | | |
| Research and development expenses, net | 5,140 | 5,200 | 7,154 | 12,576 | 13,001 | 2,745 |
| Marketing and selling expenses | 11,759 | 11,310 | 10,864 | 16,136 | 14,514 | 3,064 |
| General and administrative expenses | 7,053 | 7,650 | 10,390 | 12,844 | 13,893 | 2,933 |
| | <u>23,952</u> | <u>24,160</u> | <u>28,408</u> | <u>41,556</u> | <u>41,408</u> | <u>8,742</u> |
| Operating income (loss) | 2,874 | 2,772 | 951 | (6,240) | 4,201 | 886 |
| Financial income (expenses), net | (1,374) | (1,693) | 1,482 | 1,962 | (1,429) | (302) |
| Other income (expenses) | (473) | 1,151 | 1,438 | 2,755 | 1,672 | 353 |

| | Year Ended December 31, | | | | | Convenience Translation into U.S.\$ |
|--|-------------------------|-----------|------------|------------|------------|---|
| | | | | | | |
| Income (loss) before taxes on income | 1,057 | 2,230 | 3,871 | (1,523) | 4,444 | 937 |
| Taxes on income | 8 | (89) | 566 | 905 | 1,071 | 226 |
| Income (loss) before company's share of operating results of investee companies | 1,065 | 2,141 | 3,305 | (2,428) | 3,373 | 711 |
| Company's share of (losses) income of investee companies | (431) | (317) | (1,034) | - | - | - |
| Income (loss) before accumulated effect for prior years because of changes in accounting policy | 634 | 1,824 | 2,271 | (2,428) | 3,373 | 711 |
| Accumulated effect for prior years because of changes in accounting policy | - | - | (2,182) | - | - | - |
| Net income (loss) | 634 | 1,824 | 89 | (2,428) | 3,373 | 711 |
| Basic and diluted net income (loss) per share before accumulated effect for prior years because of changes in accounting policy | 0.06 | 0.18 | 0.21 | (0.21) | 0.31 | 0.07 |
| Basic and diluted net income (loss) per share | 0.06 | 0.18 | 0.01 | (0.21) | 0.31 | 0.07 |
| Number of shares used to compute basic and diluted net income per share | 9,876,519 | 9,581,974 | 10,697,631 | 10,727,831 | 10,730,831 | 10,730,831 |

ITEM 10. ADDITIONAL INFORMATION

A. Share Capital

Not applicable.

B. Memorandum and Articles of Association

Purposes and Objects of the Company

We are a public company registered under the Israel Companies Law as RoboGroup T.E.K. Ltd., registration number 52-003498-4. We changed our name from Eshed Robotec (1982) Ltd. to RoboGroup T.E.K. Ltd. on May 15, 2001. Our objects and purposes, as provided by Article 2 of our articles of association, are to carry on any lawful activity.

The Powers of the Directors

Under the provisions of the Israel Companies Law, a director cannot participate in a meeting nor vote on a proposal, arrangement or contract in which the director is interested, except in a meeting to approve a transaction with him or her or with another entity that the director has an interest, that do not fall under the definition of extraordinary transaction according to the Law. In addition, our directors cannot vote for compensation to themselves or any members of their body without the approval of our audit committee and our shareholders at a general

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meeting. See Item 6B. Directors, Senior Management and Employees Compensation. If the majority of the board or of the audit committee has an interest in the proposal arrangement, the directors may participate in the meeting, and in addition to any procedure of approval the arrangement would approve by shareholders.

The authority of our directors to enter into borrowing arrangements on our behalf is not limited, except in the same manner as any other transaction by us.

Under our articles of association, retirement of directors from office is not subject to any age limitation and our directors are not required to own our shares in order to qualify to serve as directors.

Rights Attached to Shares

Our authorized share capital is 12,500,000 New Shekels, divided into 25,000,000 ordinary shares of NIS 0.5 par value each, of which 11,237,352 shares were issued. Of the shares that were issued, 10,743,031 shares were fully paid, and 494,321 shares are still held by us.

Ordinary Shares. The rights attached to the shares are as follows:

Dividend rights. Holders of our ordinary shares are entitled to the full amount of any cash or share dividend subsequently declared. The shares grant their owners equal rights to participate in the distribution of dividends, whether in cash or in kind, in the distribution of assets or in any other distribution, according to the ratio of the amounts of capital that were paid or that were credited as paid to the par value of the shares held by them. In accordance with the provisions of the Israeli Companies Law the declaration of a dividend requires approval by the board of directors. See Item 8A. Financial Information Consolidated and Other Financial Information Dividend Distribution.

2

Voting rights. Holders of ordinary shares have one vote for each ordinary share held on all matters submitted to a vote of shareholders. Each of the shares will entitled its holder to present at a meeting and participate in a vote by himself or by proxy or by means of written ballot and to one vote both at votes by show of hands and at vote by polling.

The quorum required for a general meeting of shareholders consists of at least two shareholders present in person or represented by proxy or by written ballot who hold or represent, in the aggregate, at least one third of the voting rights of the issued share capita, within a half hour from the time set for opening the meeting. A meeting adjourned for lack of a quorum generally is adjourned to the same day in the following week at the same time and place or any time and place as the directors designate in a notice to the shareholders. At the reconvened meeting, the required quorum consists of any two members present in person or by proxy or by mean of written ballot.

A resolution at a general meeting (unless determined otherwise by the Law) will be considered as if it were lawfully passed, if it will receive an ordinary majority of the votes of the shareholders present and participating in the vote by themselves, by means of proxy or by means of written ballot, and who are authorized to vote. In the total number of votes abstentions will not be taken into account.

Rights to share in the company's profits. Our shareholders have the right to share in our profits distributed as a dividend and any other permitted distribution. See Item 10B. Rights Attached to Shares Dividend Rights.

Rights to share in surplus in the event of liquidation. In the event of our liquidation, after satisfaction of liabilities to creditors, our shares, of any type, will have equal rights with respect to everything relating to the return of capital and participation in the distribution of our remaining assets in the event of liquidation, according to the ratio of the amounts of capital that were paid or that were credited as paid to their par value.

Redeemable securities. Pursuant to our articles we are authorized to issue redeemable securities and to redeem them, on conditions and at such times as will be determined by the board of directors with respect to every such issuance.

Liability to capital calls by the company. Under our Articles of Association and the Companies Law, the liability of our shareholders is limited to the par value of the shares held by them.

Limitations on any existing or prospective major shareholder. See Item 6A. Directors and Senior Management Approval of Related Party Transactions Under Israeli Law.

Right to information. Pursuant to the Companies Law shareholders have the right to inspect protocol of the general meeting, shareholders register, documents in the company's possession that relate to an act or transaction with a related party that requires approval at a general

meeting, by-laws, financial report and any document which the company must submit under the law and which is available for public inspection.

Inspection of company documents. A shareholder may demand from us, stating the purpose of the demand, to inspect any document in the company's possession that relates to an act or transaction with a related party that requires approval at a general meeting.

Rights against deprivation of shareholder's rights. If any of our affairs were managed in deprivation of shareholders' rights or if there is substantive suspicion that they will be so managed, then the court may on application of a shareholder decree an order to remove the deprivation of rights or to prevent it.

Changing Rights Attached to Shares

According to our articles of association, in order to change the rights attached to any class of shares, such change must be adopted by a general meeting with an ordinary majority of shareholders present and participating in the vote at the general meeting, by themselves, by proxy or by means of a written ballot, and who are authorized to vote. In the total number of votes abstentions will not be taken into account.

Annual and Extraordinary Meetings

The board of directors must convene an annual meeting of shareholders at least once every calendar year, within fifteen months of the last annual meeting. Notice of at least twenty-one days prior to the date of the meeting is required and the meeting will be held not later than seventy-five days from the date the notice of the meeting was published. An extraordinary meeting may be convened by the board of directors, as it decides or upon a demand of any two directors or 25% of the directors, whichever is lower, or of one or more shareholders that have in the aggregate at least 5% of our issued capital and at least 1% of our voting rights or one or more shareholders that have in the aggregate at least 5% of our voting rights. The board of directors will convene the meeting within twenty one days from the demand of the directors or of the shareholders. An extraordinary meeting must be held not more than seventy-five days from the publication date of the announcement of the meeting and at least twenty-one days before the publication date. See Item 10B. Rights Attached to Shares-Voting Rights. The notice for shareholders will include the agenda, the proposed resolutions and the procedure to vote by means of written ballot.

Limitations on the Rights to Own Securities in Our Company

Neither our memorandum of association or our articles of association nor the laws of the State of Israel restrict in any way the ownership or voting of shares by non-residents, except with respect to subjects of countries which are in a state of war with Israel.

Provisions Restricting Change in Control of Our Company

The Companies Law requires that mergers between Israeli companies be approved by the board of directors and general meeting of shareholders of both parties to the transaction. The approval of the board of directors of both companies is subject to such boards' confirmations that there is no reasonable doubt that after the merger the surviving company will be able to fulfill its obligations towards its creditors. Each company must notify its creditors about the contemplated merger. The approval of the merger by the general meetings of shareholders of the companies is also subject to additional approval requirements as specified in the Companies Law and regulations promulgated thereunder. See also Item 3D Risk Factors Risk Factors related to our ordinary shares Anti-takeover provisions could negatively impact our shareholders, and Item 6A. Directors, Senior Management And Employees Directors And Senior Management Approval of Related Party Transactions Under Israeli Law.

Disclosure of Shareholders Ownership

The Israeli Securities Law and the Regulations promulgated thereunder require that a company whose shares are traded on a stock exchange in Israel, as in our case, report the share ownership of its Interested Parties as well as any change in the shares ownership of Interested Parties. An Interested Party is defined in the Israeli Securities Law as any one of the following: (i) a person holding 5% or more of the company's issued capital stock or voting power, or who is entitled to appoint one or more of the company's directors or its general manager; or (ii) any person acting as a director or general manager of the company; or (iii) any company, in which any of the above persons either holds 25% or more of its capital stock or voting power or is entitled to appoint 25% or more of its directors; or (iv) a subsidiary of the company.

Changes in Our Capital

Changes in our registered capital are subject to the approval of the shareholders at a general meeting by an ordinary majority of the votes of shareholders participating and voting in the general meeting.

ITEM 19. EXHIBITS

Index to Exhibits

| <u>Exhibit</u> | <u>Description</u> |
|----------------|--|
| 3.1* | Memorandum of Association of the Registrant |
| 3.2*** | Articles of Association of the Registrant |
| 4.1*** | Specimen of Ordinary Share Certificate |
| 10.1*** | Asset Purchase Agreement, dated October 29, 2000, between Davenport Industries, LLC and the Registrant |
| 10.2** | 1996 Employee Stock Option Plan |
| 10.3**** | 2003 Stock Option Plan for Israeli Employees |
| 10.4**** | 2003 Stock Option Plan for Directors |
| 10.5**** | 2003 Stock Option Plan for Non Israeli Employees |
| 21**** | List of Subsidiaries of the Registrant |
| 99.1 | Certification by Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 99.2 | Certification by Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 99.3 | Certification by Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 99.4 | Certification by Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, As Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

* Filed as an exhibit to our registration statement on Form F-1, registration number 06-2-90176 filed with the Securities and Exchange Commission and incorporated herein by reference.

** Filed as an exhibit to our registration statement on Form S-8, registration number 333-8158 filed with the Securities and Exchange Commission and incorporated herein by reference.

*** Filed as an exhibit to our Annual Report on Form 20-F for the year ended December 31, 2000 and incorporated herein by reference.

**** Filed as an exhibit to our Annual Report on Form 20-F for the year ended December 31, 2002 and incorporated herein by reference.

SIGNATURES

The registrant hereby certifies that it meets all of the requirements for filing on Form 20-F and that it has duly caused and authorized the undersigned to sign this annual report on its behalf.

ROBOGROUP T.E.K. LIMITED

BY: /S/ Rafael Aravot

Rafael Aravot,
Chairman of the Board and Chief Executive Officer

BY: /S/ Haim Schleifer

Haim Schleifer,
Director

Date: August 12, 2003

8

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EXHIBIT INDEX

| <u>Exhibit</u> | <u>Description of Exhibit</u> | <u>Page No.</u> |
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**** Filed as an exhibit to our Annual Report on Form 20-F for the year ended December 31, 2002 and incorporated herein by reference.

Exhibit 99.1

CERTIFICATION PURSUANT TO

SECTION 302(a) OF THE SARBANES-OXLEY ACT OF 2002

I, Rafael Aravot, certify that:

1. I have reviewed this amendment to the annual report on Form 20-F of Robogroup T.E.K. Ltd;
2. Based on my knowledge, this amendment to the annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this amendment to the annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this amendment to the annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this amendment to the annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this amendment to the annual report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this amendment to the annual report (the Evaluation Date); and
 - c) presented in this amendment to the annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this amendment to the annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: August 12, 2003

BY: /S/ Rafael Aravot *

Rafael Aravot
Chief Executive Officer

* The originally executed copy of this Certification will be maintained at the Company's offices and will be made available for inspection upon request.

Exhibit 99.2

**CERTIFICATION PURSUANT TO
SECTION 302(a) OF THE SARBANES-OXLEY ACT OF 2002**

I, Hanan Eibushitz, certify that:

1. I have reviewed this amendment to the annual report on Form 20-F of Robogroup T.E.K. Ltd;
2. Based on my knowledge, this amendment to the annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this amendment to the annual report;
3. Based on my knowledge, the financial statements, and other financial information included in this amendment to the annual report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this amendment to the annual report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:
 - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this amendment to the annual report is being prepared;
 - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this amendment to the annual report (the Evaluation Date); and
 - c) presented in this amendment to the annual report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;
5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):
 - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

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6. The registrant's other certifying officers and I have indicated in this amendment to the annual report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: August 12, 2003

BY: /S/ Hanan Eibushitz *

Hanan Eibushitz
Chief Financial Officer

*The originally executed copy of this Certification will be maintained at the Company's offices and will be made available for inspection upon request.

Exhibit 99.3

CERTIFICATION PURSUANT TO

18 U.S.C. SECTION 1350

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Amended Annual Report of Robogroup T.E.K. Ltd (the Company) on Form 20-F for the period ending June 30, 2002 as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Rafael Aravot, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

BY: /S/ Rafael Aravot *

Rafael Aravot
Chief Executive Officer

August 12, 2003

*The originally executed copy of this Certification will be maintained at the Company's offices and will be made available for inspection upon request.

Exhibit 99.4

CERTIFICATION PURSUANT TO

18 U.S.C. SECTION 1350

AS ADOPTED PURSUANT TO

AS ADOPTED PURSUANT TO

10

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SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Amended Annual Report of Robogroup T.E.K. Ltd (the Company) on Form 20-F for the period ending June 30, 2002 as filed with the Securities and Exchange Commission on the date hereof (the Report), I, Hanan Eibushitz, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

BY: /S/ Hanan Eibushitz *

Hanan Eibushitz
Chief Financial Officer

August 12, 2003

*The originally executed copy of this Certification will be maintained at the Company's offices and will be made available for inspection upon request.
