

Company Registration No. 3774448

PRIMAGRAPHS (HOLDINGS) LIMITED

Annual Report and Financial Statements

31 December 2013

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PRIMAGRAPHICS (HOLDINGS) LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS 2013

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PRIMAGRAPHICS (HOLDINGS) LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS 2013

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

D Adams
R Shaw
A Symonds
G Tynan

SECRETARIES

Reed Smith Corporate Services Limited
M Denton
H Jakubowitz
R Shaw
G Tynan
M O'Casal

REGISTERED OFFICE

Cambridge House
No. 2 Focus Four
Fourth Avenue
Letchworth Garden City
Hertfordshire
SG6 2TU

INDEPENDENT AUDITOR

Deloitte LLP
Chartered Accountants and Statutory Auditor
Southampton
United Kingdom
SO15 2BZ

PRIMAGRAPHS (HOLDINGS) LIMITED

STRATEGIC REPORT

The directors present their Strategic report for the year ended 31 December 2013. The directors, in preparing this Strategic report, have complied with s414C of the Companies Act 2006.

Principal activity

The principal activity of the company is that of a holding company to Primagraphics Limited.

Review of the business

The directors report a result after tax of £nil (2012: £1,662,358 profit), which is in line with expectations given that no dividend was received during the period (2012: £1,662,358). The directors do not recommend payment of a dividend (2012: £1,662,358).

Key performance indicators

The key performance indicator is the value of the investment in Primagraphics Limited, given that the company's principal activity is that of a holding company. The value of the investment at 31 December 2013 is £9,041,729 (2012: £9,041,729). The company suffered no investment impairment losses during the year ended 31 December 2013 (2012: none).

Principal risks and uncertainties

As the principal asset of the company is its investment in Primagraphics Limited, the directors consider the principal risks and uncertainties facing the company to be equivalent to those facing Primagraphics Limited. A substantial portion of the revenue of Primagraphics Limited is dependent on the continued willingness of customers in the defence industry to buy their products and services. Reductions in defence industry spending may or may not have an adverse effect on programmes for which Primagraphics Limited provide products and services. Primagraphics Limited continues to seek opportunities within the market that will set them ahead of their competitors, whilst implementing cost reduction measures to bring stability to the bottom line. Competitive pressure is a continuing risk for Primagraphics Limited, which could result in it losing sales to its key competitors. Primagraphics Limited manages this risk by trading under the Curtiss-Wright brand name and by maintaining strong relationships with customers.

Financial risk management and policies

The company has no significant outgoings. In order to maintain liquidity to ensure that sufficient funds are available for ongoing operations and future developments, the company has access to intercompany borrowing facilities.

Employees

The company has no direct employees.

Future developments

The company will continue to act as a holding company. The level of activity is expected to continue at its present rate in the year ahead.

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



A E Symonds
Director

February 4, 2015

PRIMAGRAPHS (HOLDINGS) LIMITED

DIRECTORS' REPORT

The directors present their Annual report and the audited financial statements for the year ended 31 December 2013.

Directors

The directors who served throughout the year were as follows:

D Adams
R Shaw
A Symonds
G Tynan

Going concern

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis in preparing the annual financial statements.

Further details regarding the adoption of the going concern basis can be found in the Statement of accounting policies in the notes to the financial statements.

Auditor

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's auditor 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 auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

A resolution to reappoint Deloitte LLP will be proposed at the forthcoming Annual General Meeting.

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



A E Symonds

Director

February 4, 2015

PRIMAGRAPHS (HOLDINGS) 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). 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 judgements and estimates that are reasonable and prudent; and
- 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 a 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 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 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 AUDITOR'S REPORT TO THE MEMBERS OF PRIMAGRAPHICS (HOLDINGS) LIMITED

We have audited the financial statements of Primagraphics (Holdings) Limited for the year ended 31 December 2013 which comprise the Profit and loss account, the Balance sheet and the related notes 1 to 9. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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, 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 Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 December 2013 and of its result for the year then ended;
- have been properly prepared in accordance with United Kingdom 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 and Strategic report for the financial year for which the financial statements are prepared is consistent with the financial statements.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF PRIMAGRAPHICS
(HOLDINGS) 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.



Gregory Culshaw ACA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Southampton, United Kingdom

17 February, 2015

PRIMAGRAPHS (HOLDINGS) LIMITED

PROFIT AND LOSS ACCOUNT

Year ended 31 December 2013

	Note	2013 £	2012 £
Dividend income		<u>-</u>	<u>1,662,358</u>
OPERATING PROFIT, BEING PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		<u>-</u>	<u>1,662,358</u>
Tax on profit on ordinary activities	3	<u>-</u>	<u>-</u>
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION	7	<u><u>-</u></u>	<u><u>1,662,358</u></u>

All activities derive from continuing operations.

There are no recognised gains and losses for the current financial year and preceding financial year other than as shown in the profit and loss account. Accordingly, a Statement of total recognised gains and losses has not been presented.

PRIMAGRAPHS (HOLDINGS) LIMITED

BALANCE SHEET

As at 31 December 2013

	Note	2013 £	2012 £
FIXED ASSETS			
Investments	4	<u>9,041,729</u>	<u>9,041,729</u>
CREDITORS: amounts falling due within one year	5	<u>(2,069)</u>	<u>(2,069)</u>
NET CURRENT LIABILITIES		<u>(2,069)</u>	<u>(2,069)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES, BEING NET ASSETS		<u>9,039,660</u>	<u>9,039,660</u>
CAPITAL AND RESERVES			
Called-up share capital	6	5,727,886	5,727,886
Share premium account	7	271,500	271,500
Profit and loss account	7	<u>3,040,274</u>	<u>3,040,274</u>
SHAREHOLDERS' FUNDS	8	<u>9,039,660</u>	<u>9,039,660</u>

These financial statements of Primagraphics (Holdings) Limited (company number 3774448) were approved by the Board of Directors and authorised for issue on February 4, 2015.

They were signed on its behalf by:



A E Symonds

Director

PRIMAGRAPHICS (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

Year ended 31 December 2013

1. ACCOUNTING POLICIES

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the preceding year.

Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards.

Going Concern

In considering the appropriateness of the going concern basis the Board have reviewed the key risks and uncertainties to which they believe the company is exposed, the company's ongoing financial commitments and the availability of sufficient resources for the next twelve months and beyond.

The company does not have day to day working capital requirements as its sole activity is that of a holding company, as such the company is not profit making. The only cost incurred in the year related to the annual audit fee, which is borne by Curtiss-Wright Controls Inc., a parent company. The directors are in receipt of a letter of support from Curtiss-Wright Controls Inc. to provide sufficient financial assistance to enable the company to meet any financial liabilities as and when they fall due, for a period not less than 12 months from the date of signing the financial statements.

The directors therefore have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Group accounts

Group accounts are not prepared as the company and its subsidiary are included in the group accounts of the ultimate parent company. These financial statements therefore present information about the company as an individual undertaking and not about its group.

Investments

Investments held as fixed assets are stated at cost less provision for any impairment in value. Profits or losses arising from disposals of fixed asset investments are treated as part of the result from ordinary activities.

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

PRIMAGRAPHERICS (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

Year ended 31 December 2013

1. ACCOUNTING POLICIES (CONTINUED)

Cash flow statement

The company has taken advantage of the exemption under FRS 1 (Revised 1996) *Cash Flow Statements* from preparing a Cash flow statement on the basis the cash flows of the company are presented in the consolidated accounts of the parent entity.

Related party transactions

The Company exercises the exemption of paragraph 3(c) of FRS 8 *Related party disclosures* to not disclose transactions or balances with entities which form part of the group as these are eliminated on consolidation. There are no related parties outside the group.

2. INFORMATION REGARDING DIRECTORS, EMPLOYEES AND AUDITOR

The company had no employees other than the directors throughout the year and preceding year. The directors did not receive any remuneration in the year or preceding year. The audit fee for the year was £9,500 and has been borne by another group company. The prior year accounts were unaudited and as such an audit fee was not payable. No non-audit services were provided by the audit firm throughout the current or preceding year.

3. TAX ON PROFIT ON ORDINARY ACTIVITIES

	2013 £	2012 £
Current tax		
United Kingdom corporation tax for the year	-	-

The Finance Act 2013, which provides for a reduction in the main rate of corporation tax from 23% to 20% effective from 1 April 2015, was substantively enacted on 2 July 2013. This rate reduction has been reflected in the calculation of deferred tax at the Balance Sheet date, being £nil (2012: £nil).

	2013 £	2012 £
Loss on ordinary activities before taxation	-	1,662,358
Tax on loss on ordinary activities at standard rate of 23.25% (2012: 24.5%)	-	407,278
Expenses not deductible for tax purposes (including goodwill amortisation)	-	(407,278)
Total actual amount of current tax	-	-

PRIMAGRAPHS (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

Year ended 31 December 2013

4. INVESTMENTS

Subsidiary undertaking

	2013 £	2012 £
Cost and net book value at 31 December	<u>9,041,729</u>	<u>9,041,729</u>

Details of the investment in which the company holds 20% or more of the nominal value of any class of share capital is as follows:

Name of company	Holding	Proportion of voting rights and shares held	Nature of business
Primagraphics Limited	Ordinary shares	100%	Design, development and manufacture of computerised equipment

The subsidiary is incorporated in England and Wales.

Primagraphics Limited reported a loss after tax for the year ended 31 December 2013 of £1,017,575 (2012: loss of £432,043) and the shareholders' funds at that date were £11,469,744 (2012: £12,487,319).

In the light of the current economic uncertainty, the directors have considered the carrying value of the investment with reference to the projected future cash flows of the subsidiary company. The directors remain satisfied that the carrying value of the investment is not impaired.

5. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2013 £	2012 £
Amounts due to subsidiary undertaking	569	569
Accruals and deferred income	<u>1,500</u>	<u>1,500</u>
	<u>2,069</u>	<u>2,069</u>

PRIMAGRAPHS (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) Year ended 31 December 2013

6. CALLED-UP SHARE CAPITAL

	2013 £	2012 £
Authorised		
5,641,492 ordinary shares of £1 each	5,641,492	5,641,492
86,394 deferred ordinary shares of £1 each	86,394	86,394
	<u>5,727,886</u>	<u>5,727,886</u>
Called-up, allotted and fully-paid		
5,641,492 ordinary shares of £1 each	5,641,492	5,641,492
86,394 deferred ordinary shares of £1 each	86,394	86,394
	<u>5,727,886</u>	<u>5,727,886</u>

A summary of the rights of each current class of shares is as follows:

Voting

Ordinary shares carry one vote per share. Deferred shares carry no voting rights.

Dividends

On a distribution, holders of the ordinary shares receive the first £100,000,000 distributed in any financial year. Any amounts in excess of this value are distributed between holders of the ordinary shares and deferred shares in the ratio of 95:5.

Capital

On a return of assets on liquidation or capital reduction, the assets of the company are to be applied as follows:

- First in paying holders of the ordinary shares the issue price thereof plus any arrears of dividends;
- Second in paying holders of the deferred shares the issue price thereof plus any arrears of dividends; and
- The balance to be distributed equally amongst all classes of shares in proportion to the amounts paid up.

PRIMAGRAPHS (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) Year ended 31 December 2013

7. RESERVES

	Share premium account £	Profit and loss account £	Total £
At 31 December 2012	271,500	3,040,274	3,311,774
At 31 December 2013	<u>271,500</u>	<u>3,040,274</u>	<u>3,311,774</u>

8. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	2013 £	2012 £
Profit for the financial year	-	1,662,358
Dividends paid	-	(1,662,358)
Net addition to shareholders' funds	-	-
Opening shareholders' funds	<u>9,039,660</u>	<u>9,039,660</u>
Closing shareholders' funds	<u>9,039,660</u>	<u>9,039,660</u>

9. PARENT UNDERTAKING AND CONTROLLING PARTY

The company's immediate parent undertaking is Curtiss-Wright Controls (UK) Limited, a company registered in England and Wales.

The ultimate parent undertaking and controlling party is Curtiss-Wright Corporation, a company registered in the USA. It has included the company in its group financial statements, copies of which are available from its registered office. These group financial statements are the largest and smallest group in which the company's results are consolidated.

The company has taken advantage of the exemptions in FRS8 and not disclosed transactions with group undertakings.