

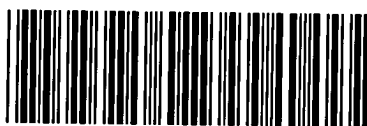
SC144767

Darchem Engineering Limited

Report and Financial Statements

30 September 2020

THURSDAY



AAE4C8JD

A20

30/09/2021

#112

COMPANIES HOUSE

Directors

L Sabol

R Betts

S Wray

Secretary

Taylor Wessing LLP

Auditors

Ernst & Young LLP

Citygate

St James' Boulevard

Newcastle upon Tyne NE1 4JD

Bankers

HSBC Bank plc.

City of London Corporate Office

62-76 Park Street

London SE1 9WP

Solicitors

Taylor Wessing LLP

5 New Street Square

London EC4A 3TW

Registered Office

15 Atholl Crescent

Edinburgh EH3 8HA

Strategic report

The directors present their strategic report, for the year ended 30 September 2020.

Principal activity and review of the business

Darchem is a world class engineering company providing products and services primarily to meet the needs of its customers for engineered solutions to high temperature/thermal engineering problems.

Darchem is a market leader in the design, manufacture (and if required installation) of a wide range of high integrity engineered products in stainless steel and titanium as well as thermal insulation systems for aerospace, motorsport, marine defence, nuclear and oil & gas applications.

Darchem holds BS EN ISO 9001 together with a wide range of specific company approvals from its worldwide customer base. The company is accredited with environmental approval BS EN 14001 at its main site. The company also holds NADCAP approvals for the following processes at its main site; welding, NDT, chemical processing and non-conventional machining.

More information on the company's activities can be found on the company web site:
www.darchem.co.uk.

The Strategic Report contains the Business Review and Principal Risks and uncertainties.

Business review

The company's key financial and other performance indicators during the year were as follows;

	<i>Year</i> 2020 £000	<i>Year</i> 2019 £000	<i>Change</i> %
Turnover	86,462	85,423	1.2%
Operating Profit	16,550	14,514	14.0%
Shareholders' funds	69,207	54,759	26.4%
Quick ratio	2.6	2.2	17.9%
Average number of employees	810	852	(4.9%)

In line with the parent company TransDigm Group Inc., development of the business is now managed by three core value-driven operating strategies (profitable new business growth, productivity improvements and delivering products which provide value to customers). These strategies have proven successful for the business and have contributed to mitigating the impact of the COVID-19 pandemic.

Reported Turnover remained relatively flat against the reported prior year. During the first half of the year, the Company benefited from increased volumes within the aerospace OEM and aftermarket sectors together with the expected increase within the nuclear sector, having previously been awarded several new contracts during 2018 and 2019. Due to the impact of COVID-19, from mid-March 2020 the Company was impacted by reduced customer demand within the commercial aerospace market, although volumes remained stable within the Marine and Nuclear sectors.

Operating Profit was up 14% year on year predominately due to the improved margins generated from the increased volumes in the aerospace aftermarket and enacted productivity improvements across all sectors of the business. The Company was required to furlough employees where possible within certain sectors of the business under the Government Coronavirus Job Retention Scheme resulting in £2.1m of income from the UK Government.

Shareholders' funds have increased by 26.4% during the year, primarily as a result of investing operating profits in to the business and deferred dividend payment to our shareholders compared to the previous year.

Strategic report

Business review (continued)

The Company's quick ratio (current assets minus stock/current liabilities) shows a significant increase over last year as cash generation continued to be strong during the year also impacted by the deferred dividend payment to our shareholders.

The average number of employees has decreased by 4.9% from last year. We continue to retain and invest staff in certain sectors but have seen levels reducing within the markets affected by the impact of COVID-19.

Principal risks and uncertainties

Competitive risk

The company competes in an open market environment. The company's customers select suppliers based on a combination of factors including price, delivery, quality and reputation. The company reviews key performance indicators (KPIs) to monitor its competitive position. The company also aims to secure long term contracts with customers to help mitigate any risk.

Financial risk management policy

The company's principal financial instruments comprise cash, and group loans. Other financial assets and liabilities, such as trade debtors, trade creditors and group balances, arise directly from the company's operating activities.

The main risks associated with the company's financial assets and liabilities are set out below.

Financial risk management policy (continued)

Interest rate risk

The company invests surplus cash in a floating rate interest yielding bank deposit account. Interest is charged at a variable rate on group loans. Therefore financial assets, liabilities, interest income and interest charges and cash flows can be affected by movements in interest rates. However, the exposure is reduced as these cash flows largely offset each other.

Credit risk

The risk of financial loss due to a counterpart's failure to honour its obligations arises principally in relation to transactions where the company provides goods and services on extended terms. The company also loans money to fellow group undertakings and therefore there is a risk that an element of this may not be recovered.

Company policies are aimed at minimising such losses, and require that extended terms are granted only to customers who demonstrate an appropriate payment history and satisfy creditworthiness procedures. Individual exposures are monitored with customers subject to credit limits to ensure that the company's exposure to bad debts is not significant. Goods may be sold on a cash-with-order basis to mitigate credit risk.

Liquidity risk

The company aims to mitigate liquidity risk by managing cash generated by its operations. Capital expenditure is approved at group level. Flexibility is maintained by retaining surplus cash in readily accessible bank deposit financial statements.

Foreign currency risk

The company's principal transactions in foreign currency are trading (sales) balances denominated in currencies other than sterling. As a result the value of company's non-sterling revenues, purchases, financial assets and liabilities and cash flows can be affected by movements in exchange rates in general and in US Dollar and Euro exchange rates in particular. In conjunction with the parent company, the Company monitors and where necessary mitigates any material currency exposure through hedging programs. The company only utilises fixed forward currency contracts to manage identified exposures and does not trade in such instruments for speculative purposes.

Strategic report

Section 172(1) statement

The following sections serve as our section 172 statement. Section 172 of the Companies Act 2006 recognises that whilst companies are run for the benefit of the shareholders, a business's long-term success and reputation are dependent upon maintaining relationships with stakeholders and an appreciation of the external impact of its activities.

The Directors are fully aware of their responsibilities to promote the success of the Company in accordance with section 172 of the Companies Act 2006 and are keen to ensure proper reflection on stakeholder engagement and issues at Board level and promote continuous reflection on opportunities for development.

Board composition and decision making

The Board meets on a regular basis and is committed to ensuring stakeholder engagement is considered during these meetings. The Board is comprised of a cross functional team with a variety of skills and experiences and listed below:

Richard Betts – President

Stuart Wray – VP of Finance

Liza Sabol – Treasurer and Transdigm representative

The board is supported in its day to day running of the Company by a senior management team which meets on a regular basis, during which feedback from various business areas, with particular focus on specific stakeholder groups, business performance and on-going review of the long-term strategy of the Company.

The Company has established a decision making process with delegated authority which is followed at all times. This decision making process is embedded into the day to day operations of the business and ensures decisions are made at the right level involving cross functional teams. In addition to this the Board and Senior Executives will also review and approve significant and strategic projects.

During the year, as a consequence of COVID-19, the Company made a decision to take advantage of the Government furlough scheme to try to minimise the impact to employees due to the reduced customer demand within the commercial aerospace market.

In addition, to protect the Company's cash flow during the pandemic, it was decided to defer any dividend payment to the Parent Company into 2021.

Key stakeholders and details of how the Company engages with them, to ensure the long term success of the Company, is detailed below:

Employees

The Board recognises that employees are a fundamental part of the business and key to driving its success.

Members of the board and the senior management team are accessible to the employees on a daily basis and work closely with colleagues welcoming open dialogue and regular engagement.

The Company is committed to regular communications and discussions with employees on those matters relating to their work and the Company's business progress. This is undertaken through a variety of formal and informal meetings between employees and management across various platforms.

The Board aims to encourage equal opportunities in employment regardless of example age, gender, disability, pregnancy and maternity, race (including colour, nationality, and ethnic or national origins). This is supported by the Company's Code of Conduct and Ethics policy.

During this year of uncertainty, communications with staff was held on a regular basis, both from line managers and also Company-wide information briefings.

Strategic report

Employee wellbeing has always been a key priority for the board and senior management. Accordingly, in line with Government guidelines, employees worked from home where possible, social distancing measures introduced and meetings held on line whenever possible.

The Company provides access to a wellbeing and employee assistance program aimed at supporting employees in their work and personal life.

Suppliers

The Board acknowledges that to deliver on the Company's strategy and ensure the delivery of high quality products and service, engagement and a strong mutually beneficial relationship with suppliers is required. The Company is committed to fair treatment and payment of suppliers whenever possible within agreed payment terms.

The Company has a dedicated procurement team that maintain a high level of open dialogue and communication with suppliers to ensure they continue to thrive and provide continuity of supply and understand our clear expectations of our suppliers. Information about key suppliers is provided to the Board and senior management when relevant to Company deliberations.

Customers

It is critical to the future success of the Company that we build and maintain deep, long-lasting and committed relationships with our customers.

We do this through a dedicated customer accounts team, which interface with our customers on a regular basis and are responsible for the day to day management.

The Company holds regular open dialogue and communications with customers, and all employees strive to maintain 100% quality and on time delivery metrics. As noted earlier in the Strategic Report, TransDigm Group core operating strategies drive the business to be customer-focussed and these value drivers are a strong influence on daily operating activities.

Parent Company

The Company has a responsibility to deliver shareholder wealth to TransDigm Group Inc., which then allows the Group to fulfil its commitments to investors. The parent company is involved in the strategic decision making of the Company, and is also involved in the Company's business planning process.

Both the Company and TransDigm Group Inc recognise the importance of reputation and ensuring that the Company maintains high standards of business conduct, and regular employee training is delivered to uphold these standards throughout the workforce.

Environment and Community

The Company has achieved BS EN ISO 9001 certification, which includes environmental management systems, and the directors are constantly striving to reduce carbon emissions and waste generated in production processes. For more information please refer to the Energy and Carbon report within the Directors' report.

As part of the Company's responsibility to the wider community, the Company regularly donates to local fundraising events. During the pandemic the Company donated funds to the local school to assist with the purchase of IT equipment to aid on-line tutoring of pupils.

Approved by the Board on 30th September 2021 and signed on its behalf by:



S Wray

Director

30th September 2021

Registered No. SC144767

Directors' report

The directors present their report and financial statements for the year ended 30 September 2020.

Certain information, including principal activities, review of business and financial risks is not shown in the Directors' Report because it is shown in the strategic report instead under S414 C (11).

Results and dividends

The profit for the year after tax amounted to £14,448,000 (2019 – £13,791,000). Dividends of £nil were paid during the year (2019 – £15,000,000).

Research and development

Research and development activities are directed principally towards the development of new products and improving the performance and cost effectiveness of existing products.

Directors

The directors who served the company during the year were as follows:

L Sabol (Appointed 2nd October 2019)

R Betts (Appointed on 31st December 2020)

S Wray

W Meijer (Resigned on 31st December 2020)

Policy and practice on payment of creditors

The company agrees with suppliers the terms and conditions under which business transactions are conducted, including terms of payment. It is company policy that payments to suppliers are made in accordance with agreed terms unless the supplier fails to honour its obligations. At 30 September 2020 the company had an average of 37 days (2019 – 42 days) purchases outstanding in trade creditors.

Employees

The company gives full consideration to applications for employment from disabled persons where the requirements of the job can be adequately fulfilled by a handicapped or disabled person.

If an existing employee becomes disabled, it is the company's policy, wherever practicable, to provide continuing employment under normal terms and conditions and to provide training and career development wherever appropriate.

During the year the policy of providing information about the company has been achieved through the production and distribution on a regular basis of news bulletins for employees. Regular meetings are held between management and employees to allow a free flow of information and ideas.

Going concern

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic Report on pages 2 and 5. During the year the Company generated Profit after tax of £14.4m (2019 Profit after tax £13.8m). At 30th September 2020, the Company had £28.4m (2019: £14.5m) of cash at bank and in hand. The Company had no external long-term or short-term borrowings. In addition, in the financial statements for the year ending 30th September

Directors' report (continued)

Going concern (continued)

2021, the Company has an intercompany loan due to a Group undertaking of £7.6m which is repayable on demand and £10m of cash at bank and in hand, having made a dividend payment of £27.9m in May 2021.

The Company has considered financial resources and has a number of long-term contracts with customers across different segments and geographical areas which give rise to a steady revenue and cash inflow and are not expected to be significantly impacted by the ongoing Covid-19 pandemic due to the industries in which they operate.

The Directors have prepared sensitivity analysis and cash flow forecasts for the year to 30th September 2022 supporting their conclusions. Such forecasts consider the following:

- The planned extent of capital expenditure and future investment across the Company.
- A conservative approach as to the direct impact of Covid-19 across all sectors of the Company applying forecasts endorsed and approved at Board and Group level.
- The Company's working capital requirements over the period.

These forecasts indicate that the Company will have sufficient funds to meet its liabilities as they fall due for that period.

In addition, the Company has undertaken a reverse stress test for the Company which models for some sectors with the Company, a decline in performance at 0% - 20% of current volumes through 2021. Given the cash resources of the Company, as noted above, even at this level of reduced activity the Company will still have sufficient cash resources to meet its liabilities as they fall due.

Based upon these forecasts the Directors are satisfied the Company is well placed to manage its business risks successfully. The Directors have concluded that the Company has adequate resources to continue to meet its liabilities as they fall due for a period to 30 September 2022. Therefore the Directors are satisfied they have a reasonable basis upon which to conclude that it remains appropriate to prepare the financial statements on a going concern basis.

Covid-19

During the financial year, the COVID-19 pandemic spread across the world. The Company has seen a downturn in activities within the aerospace market but has seen a gradual improvement within the motor sport, marine defence and in particular the Nuclear markets.

Despite the downturn the Company has continued to operate production sites via adopting work environments ensuring adherence to social distancing guidelines in accordance with Government guidelines. Throughout this period, a positive EBITDA has continued to be generated; Customer credit exposure has been monitored tightly and by working closely with customers, we have been able to manage our debtor exposure effectively. In addition, the Company has taken advantage of the Government furlough scheme to try to minimise the impact to employees, regrettably it was deemed necessary to reduce headcount within certain sectors of the business to ensure the Company is correctly resourced for future demand.

Corporate Governance

The Company has not applied a specific corporate governance code during the financial year. However as a subsidiary of TransDigm Group Inc., the US parent company, it operates in accordance with its parent company's corporate governance expectations and code of ethics. The company also complies with all relevant UK law, such as the Bribery Act 2010, and the Quality Management standard requirements of BS EN ISO 9001.

Directors' report (continued)

Energy and Carbon Report

The Companies Act 2006 (Strategic Report and Directors' Report) Regulation 2018 requires the company to disclose annual UK energy consumption and Greenhouse Gas (GHG) emissions from Streamlined Energy and Carbon Reporting ("SECR") regulated sources. Energy and GHG emissions have been independently calculated by TDJ Services Ltd for the period 1st October 2019 to 30th September 2020.

Reported energy and GHG emissions data is compliant with SECR requirements and has been calculated in accordance with the GHG Protocol and SECR guidelines. Energy and GHG emissions are reported from buildings and transport where operational control is held – this includes electricity, natural gas, and business travel in company-owned or employee-owned cars.

The Company is committed to ensuring environment and energy factors are continually monitored. Darchem currently hold ISO 50001:2018 certification and are audited to this standard by a third party on an annual basis. There has been a significant effort within the last year to push forward with green planning. 2022 will see Darchem Engineering kick off with a green team, solely focused on green energy and environmental initiatives across the business.

The table below details all GHG Scope 1 and 2 emission sources from the current reporting period. As this is the first year of reporting, no comparison to previous years is possible. Energy consumption is expressed in kilowatt-hours ("kWh") and emissions in tonnes of carbon dioxide equivalents ("tCO₂e").

	2020
	MWh
Energy	
Natural gas	4,948
Gas Oil	387
Electricity	4,362
Solar	30
Transport	488
Total Energy (MWh)	10,215
	2020
	tCO ₂ e
Emissions	
Natural gas	910
Gas Oil	99
Electricity	1,017
Transport	118
Total SECR emissions (tCO₂e)	2,144

SECR emissions per intensity metric (tCO ₂ e / turnover £m)	24.8
--	------

Energy Efficiency Actions

The company is committed to reducing its environmental impact and contribution to climate change through increased energy management and raising awareness with employees. During the reporting period, detailed energy audits, as part of the Energy Savings Opportunities Scheme ("ESOS") regulations, were commissioned to establish an energy efficiency action plan. Several projects were started or are being evaluated, including sub-metered energy monitoring and targeting systems and a range of heating

Directors' report (continued)

Energy Efficiency Actions (continued)

projects reduce the company's largest emission source, natural gas. The company has continued converting legacy lighting into energy-efficient lighting as it gradually refurbishes its head office and distribution centre. During the year, the company reduced the number of company cars and agreed a policy of only keeping essential pool and service vehicles. Both company sites are located very close to connecting railway stations and employees are encouraged to use public transport.

Within the past year the business has gone through a large scale energy saving process. All fluorescent lighting has been replaced with LED lights, this includes office and shop floors, on both Darchem Stillington and Gloucester sites. This initiative will benefit the environment and reduce company energy usage. The new LED 40 fittings emit 73% less energy than the previous bulbs. They will also reduce the Co2 per annum to 58.92 over the previously recorded 155.19.

Methodology

The company employs the Defra Environmental Reporting Guidelines: Including streamlined energy and carbon reporting guidance: 2019 to interpret, analyse and display energy data.

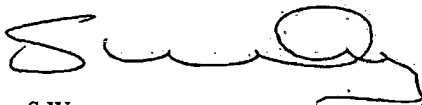
Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the company's auditor, each director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

Auditors

A resolution to reappoint Ernst & Young LLP as auditors will be put to the members at the Annual General Meeting.

On behalf of the Board



S Wray
Director
30th September 2021

Statement of directors' responsibilities

The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS102 "The Financial Reporting standard applicable in the UK and the Republic of Ireland". 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 year. 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, subject to any material departures disclosed and explained in the financial statements; 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 adequate 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 auditors' report

to the members of Darchem Engineering Limited

Opinion

We have audited the financial statements of Darchem Engineering Limited "The Company" for the year ended 30 September 2020 which comprise the Income Statement, the Statement of Comprehensive Income, the Statement of Changes in Equity, the Statement of Financial Position and the related notes 1 to 23, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards FRS 102 "The Financial Reporting Standard applicable in the UK" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 30 September 2020 and of its profit 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report below. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The other information comprises the information included in the annual report set out on pages 2 to 6, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Independent auditors' report

to the members of Darchem Engineering Limited

Other information (Continued)

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of the other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the strategic report and directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the strategic report or directors' report.

We have nothing to report in respect of the following matters in relation to which 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.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 7, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Independent auditors' report

to the members of Darchem Engineering Limited

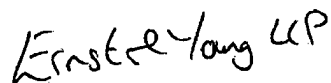
Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

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.

Handwritten signature of Tim Helm in black ink, reading "Ernst & Young LLP".

Tim Helm (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Newcastle
30th September 2021

Income Statement

for year ended 30 September 2020

	Notes	2020 £000	2019 £000
Turnover	2	86,462	85,423
Cost of sales		(63,403)	(64,804)
Gross Profit		23,059	20,619
Distribution costs		(1,515)	(1,572)
Administrative expenses	3	(7,126)	(4,533)
Other operating income	3	2,132	-
Operating Profit	3	16,550	14,514
Interest payable and similar charges	7	(55)	(48)
Interest receivable and similar income	8	571	59
Profit on ordinary activities before taxation		17,066	14,525
Taxation	9	(2,618)	(734)
Profit on ordinary activities after taxation		14,448	13,791

All of the activities of the company are classed as continuing

Statement of Comprehensive Income

for year ended 30 September 2020

There are no other items of comprehensive income other than the profit of £14,448,000 in the year to 30 September 2020 (2019 – £13,791,000).

Statement of Changes in Equity

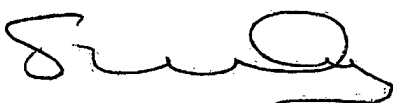
	Share capital £000	Share Premium £000	Profit and loss account £000	Total £000
At 30 September 2018	12,927	1,687	41,354	55,968
Profit for the year	-	-	13,791	13,791
Dividends paid during the year	-	-	(15,000)	(15,000)
At 30 September 2019	12,927	1,687	40,145	54,759
Profit for the year	-	-	14,448	14,448
Dividends paid during the year	-	-	-	-
At 30 September 2020	12,927	1,687	54,593	69,207

Statement of Financial Position

at 30 September 2020

		30 September 2020 £000	30 September 2019 £000
	Notes		
Fixed assets			
Tangible assets	12	20,817	21,969
Current assets			
Stocks	13	14,002	14,039
Debtors: amounts falling within one year	14	25,873	24,941
Debtors: amounts falling due greater than one year – deferred tax	9	37	110
Cash at bank and in hand		28,372	14,502
		68,284	53,592
Creditors: amounts falling due within one year	14	(15,052)	(17,898)
Net current assets		53,232	35,694
Total assets less current liabilities		74,049	57,663
Creditors: amounts falling due greater than one year	15	(4,842)	(2,904)
Net Assets		69,207	54,759
Capital and reserves			
Called up share capital	16	12,927	12,927
Share premium		1,687	1,687
Profit and loss account		54,593	40,145
Shareholders' funds		69,207	54,759

The financial statements were approved for issue by the board of directors and signed on their behalf by:



S Wray

Director

30th September 2021

Notes to the financial statements

at 30 September 2020

1. Accounting policies

Statement of compliance

Darchem Engineering Limited is a private limited liability company, limited by shares, incorporated in England. The Registered Office is 15 Atholl Crescent, Edinburgh EH3 8HA.

The company's financial statements have been prepared in compliance with FRS 102 as it applies to the financial statements of the company for the year ended 30 September 2020.

In these financial statements, the company has applied the exemptions available under FRS 102 in respect of the following disclosures:

- the requirements of Section 4 Statement of Financial Position paragraph 4.12(a)(iv)
- the requirements of Section 7 Statement of Cash Flows
- the requirements of Section 11 Basic Financial Instruments paragraphs 11.39 to 11.48A
- the requirements of Section 33.7 and 33.1A Related Party Disclosures

The group in which the results of the company are consolidated is Darchem Holdings Limited.

Consolidated financial statements of Darchem Holdings Limited are available to the public and may be obtained from 5 New Street Square, London EC4A 3TW.

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards.

The accounting principles used to prepare the financial statements are based on historical cost, unless stated otherwise.

The financial statements are prepared in GBP sterling which is the functional currency of the company, and are rounded to the nearest thousand.

Going concern

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Strategic Report on pages 2 and 5. During the year the Company generated Profit after tax of £14.4m (2019 Profit after tax £13.8m). At 30th September 2020, the Company had £28.4m (2019: £14.5m) of cash at bank and in hand. The Company had no external long-term or short-term borrowings. In addition, in the financial statements for the year ending 30th September 2021, the Company has an intercompany loan due to a Group undertaking of £7.6m which is repayable on demand and £10m of cash at bank and in hand, having made a dividend payment of £27.9m in May 2021.

The Company has considered financial resources and has a number of long-term contracts with customers across different segments and geographical areas which give rise to a steady revenue and cash inflow and are not expected to be significantly impacted by the ongoing Covid-19 pandemic due to the industries in which they operate.

The Director have prepared sensitivity analysis and cash flow forecasts for the year to 30th September 2022 supporting their conclusions. Such forecasts consider the following:

- The planned extent of capital expenditure and future investment across the Company.
- A conservative approach as to the direct impact of Covid-19 across all sectors of the Company applying forecasts endorsed and approved at Board and Group level.
- The Company's working capital requirements over the period.

These forecasts indicate that the Company will have sufficient funds to meet its liabilities as they fall due for that period.

In addition, the Company has undertaken a reverse stress test for the Company which models for some sectors with the Company, a decline in performance at 0% - 20% of current volumes through 2021. Given the cash resources of the Company, as noted above, even at this level of reduced activity the Company will still have sufficient cash resources to meet its liabilities as they fall due.

Notes to the financial statements

at 30 September 2020

1. Accounting policies (continued)

Going concern (continued)

Based upon these forecasts the Directors are satisfied the Company is well placed to manage its business risks successfully. The Directors have concluded that the Company has adequate resources to continue to meet its liabilities as they fall due for a period to 30 September 2022. Therefore the Directors are satisfied they have a reasonable basis upon which to conclude that it remains appropriate to prepare the financial statements on a going concern basis.

Tangible fixed assets

Depreciation is provided to write off the cost less the estimated residual value of tangible fixed assets by equal annual instalments over their estimated useful economic lives, as follows:

Freehold buildings	– 50 years
Leasehold land and buildings	– over the lease term
Plant and machinery	– 3 to 15 years

The carrying values of tangible fixed assets are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

Stocks

Stocks are stated at the lower of cost and net realisable value. In determining the cost of raw materials, consumables and goods purchased for resale, the weighted average purchase price is used. For work in progress and finished goods, cost is taken as production cost, which includes an appropriate proportion of attributable overheads.

Long-term contracts

The amount of profit attributable to the stage of completion of a long term contract is recognised when the outcome of the contract can be foreseen with reasonable certainty. Turnover for such contracts is stated at cost appropriate to their stage of completion plus attributable profits, less amounts recognised in prior years. Provision is made for any losses as soon as they are foreseen.

Contract work in progress is stated at costs incurred, less those transferred to the profit and loss account, after deducting foreseeable losses and payments on account not matched with turnover.

Amounts recoverable on contracts are included in debtors and represent turnover recognised in excess of payments received on account.

Deferred taxation

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or right to pay less or to receive more, tax.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the years in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Short term debtors and creditors

Debtors and creditors with no stated interest rate and receivable or payable within one year are recorded at transaction price. Any losses arising from impairment are recognised in the income statement in other operating expenses.

Derivative instruments

The company uses forward foreign currency contracts to reduce exposure to foreign exchange rates.

Derivative financial instruments are initially measured at fair value on the date on which a derivative contract is entered into and are subsequently measured at fair value through profit and loss. Derivative are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Notes to the financial statements

at 30 September 2020

1. Accounting policies (continued)

Derivative instruments (continued)

The fair value of the forward currency contracts is calculated by reference to current forward exchange contracts with similar maturity profiles.

The company does not undertake any hedge accounting transactions.

Foreign currencies

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction or, if hedged forward, at the rate of exchange under the related forward currency contract.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date and any gains or losses on translation are taken to the profit and loss account.

Leasing commitments

Assets held under finance leases, which are leases where substantially all the risks and rewards of ownership of the assets have passed to the company are capitalised in the balance sheet and are depreciated over the shorter of the lease term and the asset's useful lives. A corresponding liability is recognised for the lower of the fair value of the leased asset and the present value of the minimum lease payments in the balance sheet. Lease payments are apportioned between the reduction of the lease liability and the finance charges in the income statement so as to achieve a constant rate of interest on the remaining balance of the liability.

Operating lease rentals are charged to the profit and loss account on a straight-line basis over the period of the lease.

Post-retirement benefits

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The amount charged to the profit and loss account represents the contributions payable to the scheme in respect of the accounting year.

Research and development expenditure

Expenditure on research and development is written off to the profit and loss account in the year in which it is incurred.

Share-based payments

Certain employees have been granted share options in the ultimate parent undertaking. The fair value of options granted, if material, is recognised as an employee expense in the income statement with a corresponding increase in equity. The fair value is measured at grant date and spread over the period during which the employees become unconditionally entitled to the options. The fair value of the options is measured using the "Black-Scholes" option valuation model, taking into account the terms and conditions upon which the options were granted. The amount recognised in the income statement, if material, is adjusted at each balance sheet date to reflect the number of share options that vest revised for expected leavers and estimated achievement of non-market based vesting conditions.

Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

The Group considered that the Coronavirus Job Retention Scheme in the UK in relation to Covid-19 during 2020 met the definition of government grants in accordance with FRS 102.

Notes to the financial statements

at 30 September 2020

1. Accounting policies (continued)

Government grants (continued)

Grants relating to expenditure on tangible fixed assets are credited to deferred income and amortised to the profit and loss account over the useful economic lives of the assets to which they relate. Grants of a revenue nature are credited to income in the year to which they relate.

Judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates. The following judgements and estimates have had the most significant effect on amounts recognised in the financial statements.

Taxation

The Company establishes provisions based on reasonable estimates, for possible consequences of audits by the tax authorities of the respective countries in which it operates. The amount of such provisions is based on various factors, such as experience with previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority.

Management estimation is required to determine the amount of deferred tax assets that can be recognised, based upon likely timing and level of future taxable profits together with an assessment of the effect of future tax planning strategies. Further details are contained in note 9.

Long term contracts

The Company estimates the stage of completion in order to determine revenue to be recognised. This is based on an estimate of costs to complete the project and factors in due considerations of changes in scope that may arise during the projects.

2. Turnover

Turnover, which is stated net of value added tax, represents amounts invoiced to third parties, except in respect of long-term contracts where turnover represents the sales value of work done in the year, including estimates in respect of amounts not invoiced. Turnover in respect of long-term contracts is calculated as that proportion of total contract value which costs incurred to date bear to total expected costs for that contract. An analysis of turnover by geographical market has not been disclosed. The directors are of the opinion that to disclose such information could be prejudice to the interests of the company.

3. Operating Profit

<i>This is stated after charging/(crediting):</i>		2020	2019
		£000	£000
Auditors' remuneration		116	137
Depreciation of owned fixed assets (see note 11)		2,471	2,196
Depreciation of assets held under finance leases and Hire purchase contracts (see note 11)		258	258
Operating lease rentals	– plant and machinery	102	101
	– other assets	-	10
Research and development		(35)	64
Government Grants		(56)	(79)
Coronavirus Job Retention Scheme Grant		(2,132)	-
Restructuring Costs		1,054	126
Exchange losses		1,350	38
Loss/(Profit) on Disposal of Fixed Assets		(2)	2

Notes to the financial statements

at 30 September 2020

Operating Profit (Continued)

Fair value movement of the forward rate contracts - 80

4. Directors' remuneration

	2020	2019
	£000	£000
Remuneration	373	451
Company contributions paid to defined contribution pension schemes	24	23
	No.	No.
Members of the money purchase pension schemes	2	2

The highest paid director received remuneration of £225,000 (2019- £279,000). Company contributions paid to money purchase pension schemes with respect to this director were £14,000 (2019- £14,000) In addition, no Directors exercised share options during the year issued by the ultimate parent (2019- 1 Director exercised share options). In the director's opinion, the costs associated with the director not based in the United Kingdom are not material and therefore no remunerations are included for their services as directors.

5. Staff costs

	2020	2019
	£000	£000
Wages and salaries	29,980	31,021
Social security costs	2,642	2,847
Other pension costs (note 18)	1,267	1,256
	33,889	35,124

The average monthly number of employees during the year was made up as follows:

	No.	No.
Manufacturing	667	695
Administration	143	157
	810	852

6. Government grants

The Company has benefited from a number of government support packages during 2020 in relation to the Covid-19 pandemic. Income received under furlough support schemes (Coronavirus Job Retention Scheme) amounting to £2,132,000 meets the definition of government grants and has been presented within other operating income. Amounts received in the year are shown below:

	£000
At 30 September 2019	-
Received during the year	1,896
Released to the profit and loss account	(2,132)
At 30 September 2020	(236)

Notes to the financial statements

at 30 September 2020

7. Interest payable and similar charges

	2020 £000	2019 £000
Finance charges payable under finance leases	45	48
Other Interest payable	10	-
	<u>55</u>	<u>48</u>

8. Interest receivable and similar income

	2020 £000	2019 £000
Bank interest receivable	1	47
Interest receivable from group undertakings	570	12
	<u>571</u>	<u>59</u>

9. Tax

(a) Tax on profit on ordinary activities

The tax charge is made up as follows:

	2020 £000	2019 £000
Current tax:		
UK Corporation tax	3,251	770
Adjustments in respect of prior years	(706)	(180)
Total current tax	<u>2,545</u>	<u>590</u>
Deferred tax:		
Origination and reversal of timing differences	73	144
Total deferred tax (note 9(c))	<u>73</u>	<u>144</u>
Tax on profit on ordinary activities	<u>2,618</u>	<u>734</u>

(b) Factors affecting tax credit for the year

The tax assessed for the year differs from the standard rate of corporation tax in the UK of 19.00% (2019 – 19.00%). The differences are explained below:

Notes to the financial statements

at 30 September 2020

	2020 £000	2019 £000
Profit on ordinary activities before tax	17,066	14,525
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.00% (2019 – 19.00%)	3,243	2,760
<i>Effects of:</i>		
Expenses not deductible for tax purposes	71	96
Group relief not paid for	-	(1,936)
Adjustments to tax charge in respect of prior years	(685)	(170)
Rate Change	(11)	(16)
Total tax expense (note 9(a))	2,618	734

9. Tax

(c) Deferred tax

	£000
At 30 September 2019	110
Charge to the profit and loss account during the year (note 9(a))	(73)
At 30 September 2020	37

The elements of deferred taxation are as follows:

	2020 £000	2019 £000
Differences between accumulated depreciation and amortisation and capital allowances	(8)	69
Other timing differences	45	41
Deferred tax Asset	37	110

10. Dividends

	2020 £000	2019 £000
Equity shares:		
Dividend paid	-	15,000

Notes to the financial statements

at 30 September 2020

11. Tangible fixed assets

	<i>Freehold land and buildings £000</i>	<i>Short- leasehold land and buildings £000</i>	<i>Plant and machinery £000</i>	<i>Total £000</i>
Cost:				
At 30 September 2019	15,463	1,062	22,012	38,537
Additions	195	-	1,382	1,577
Disposals	-	-	(17)	(17)
Transfers	-	-	-	-
At 30 September 2020	15,658	1,062	23,377	40,097
Depreciation:				
At 30 September 2019	3,435	726	12,407	16,568
Charge for the year	591	31	2,107	2,729
Disposals	-	-	(17)	(17)
At 30 September 2020	4,026	757	14,497	19,280
Net book value:				
At 30 September 2020	11,632	305	8,880	20,817
At 30 September 2019	12,028	336	9,605	21,969

The net book value of freehold land and buildings includes £1,685,000 (2019 - £1,943,000) in respect of a sale and leaseback of a property resulting in a finance lease.

12. Stocks

	<i>2020 £000</i>	<i>2019 £000</i>
Raw materials and consumables	9,060	6,729
Work in progress	2,485	5,549
Finished goods and goods for resale	2,457	1,761
	<u>14,002</u>	<u>14,039</u>

During the year £30,004,000 (2019: £21,040,000) was recognised as an expense through cost of sales.

The following amounts are recorded in respect of long term contracts:

	<i>2020 £000</i>	<i>2019 £000</i>
Amounts recoverable on contracts included in debtors	1,103	2,384
Deferred revenue on contracts included in creditors	3,797	6,193

Notes to the financial statements

at 30 September 2020

13. Debtors

	2020	2019
	£000	£000
Trade debtors	14,069	21,883
Loans to group undertakings	9,091	-
Government Grants (note 6)	236	-
Other debtors	480	263
Prepayments and accrued income	880	399
Amounts recoverable on contracts	1,103	2,384
Amounts owed from group undertakings	14	12
	<u>25,873</u>	<u>24,941</u>

14. Creditors: amounts falling due within one year

	2020	2019
	£000	£000
Trade creditors	4,464	6,211
Amounts owed to group undertakings	2,233	20
Obligations under Finance leases and hire purchase agreements (note 19)	263	258
Tax and social security costs	1,959	1,669
Derivative Financial Instruments	-	631
Other creditors	258	284
Accruals and deferred Income	4,311	7,721
Corporation Tax	1,564	1,104
	<u>15,052</u>	<u>17,898</u>

15. Creditors: amounts falling due greater than one year

	2020	2019
	£000	£000
Obligations under Finance Leases and hire purchase agreements (note 19)	1,552	1,815
Derivative Financial Instruments	-	-
Deferred Grants	1,033	1,089
Accruals and deferred Income	2,257	-
	<u>4,842</u>	<u>2,904</u>

The company was previously awarded a grant to implement the building of a new engineering and manufacturing facility. The grant is recognised to income over the useful economic life of the facility. During the year, £56,000 (2019 - £79,000) was credited to the Income statement.

16. Issued share capital

		2020		2019
	No.	£000	No.	£000
<i>Allotted, called up and fully paid</i>				
Ordinary shares of £1 each	12,927,000	<u>12,927</u>	12,927,000	<u>12,927</u>

Notes to the financial statements

at 30 September 2020

17. Guarantees and commitments

- (a) Capital commitments at the end of the financial year, for which no provision has been made, are as follows:

	2020	2019
	£000	£000
Contracted	52	286

- (b) The company has underwritten the financial liability of certain employees at the year-end relating to an employee car ownership scheme amounting to £79,000 (2019 – £193,000)

18. Pensions

The company operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the company to the scheme and amounted to £1,267,000 (2019 – £1,256,000). Contributions amounting to £241,000 (2019 – £244,000) were payable to the scheme and included in creditors.

19. Obligations under leases

The company's commitments to future minimum lease payments due under finance leases are as follows:

	2020	2019
	£000	£000
Amounts Payable:		
Within one year	300	300
In two to five years	1,200	1,200
Over 5 Years	450	750
	1,950	2,250
Less: finance charges allocated to future years	(135)	(177)
	1,815	2,073

The company has future minimal rentals payable under non-cancellable operating leases as set out below:

	2020		2019	
	Land and buildings	Other	Land and buildings	Other
	£000	£000	£000	£000
Operating leases which expire:				
Within one year	-	98	10	104
In two to five years	-	91	3	189
Over five years	-	-	-	-
	-	189	13	293

Notes to the financial statements

at 30 September 2020

20. Related party transactions

The company has not disclosed transactions with other Group companies or key management personnel, as it has taken advantage of the exemption contained within FRS 102.33.1A and FRS102.33.7 on the grounds that the subsidiaries are wholly owned.

21. Ultimate parent undertaking and controlling party

The immediate parent company is Darchem Holdings Limited.

The directors consider the ultimate parent undertaking and controlling party to be TransDigm Group Inc., a company incorporated in the United States of America. This is the parent of the largest group for which financial statements are prepared and of which the company is a member.

The group financial statements, which include the company, may be obtained from:

TransDigm Group Inc.
The Tower at Erieview
1301 East 9th St.
Suite 3000
Cleveland, OH 44114

The intermediate parent undertaking is Darchem Holdings Limited, who prepare and publish group financial statements in the UK.

22. Reserves

Share premium account

The reserve records the amount above the nominal value received for shares sold, less transaction costs.

Profit and loss account

This records cumulative amount of profits and losses less and dividend distributions paid.

Notes to the financial statements

at 30 September 2020

23. Financial Instruments

	<i>Year ended 30 September 2020</i>	<i>Year ended 30 September 2019</i>
	<i>£000</i>	<i>£000</i>
<i>Financial assets measured at amortised cost</i>		
Trade Debtors	14,069	21,883
Loans to group undertakings	9,091	-
Amounts Recoverable on contracts	1,103	2,384
Other debtors	716	263
Cash and Bank	28,372	14,502
Amounts due from group undertakings	14	12

	<i>Year ended 30 September 2020</i>	<i>Year ended 30 September 2019</i>
	<i>£000</i>	<i>£000</i>
<i>Financial liabilities measured at amortised cost</i>		
Trade Creditors	4,464	6,211
Amounts owed to group undertakings	2,233	20
Obligations under finance leases and hire purchase agreements	1,815	2,073
Accruals and other creditors	6,528	9,674

	<i>Year ended 30 September 2020</i>	<i>Year ended 30 September 2019</i>
	<i>£000</i>	<i>£000</i>
<i>Financial liabilities measured at fair value</i>		
Forward foreign currency contracts	-	631