

Registered No. 00155987

IMI Marston Limited

Directors' report and financial statements

For the year ended 31 December 2012

(Registered in England and Wales - number 00155987)

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COMPANIES HOUSE

IMI MARSTON LIMITED
Company details

Directors

I D Moore

I Ronald

Secretary

I Ronald

Auditors

Ernst & Young LLP

One Colmore Square

Birmingham

B4 6HQ

Registered office

Lakeside

Solihull Parkway

Birmingham Business Park

Birmingham

B37 7XZ

IMI MARSTON LIMITED
Directors' report and financial statements
for the year ended 31 December 2012

Registered No. 00155987

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IMI MARSTON LIMITED
Registered No. 00155987
Directors' report
for the year ended 31 December 2012

The directors of IMI Marston Limited ("Company") present their report and financial statements for the year ended 31 December 2012

Principal activities and review of the business

The Company does not trade, its sole income is derived from interest earned on a loan due from a fellow group undertaking. The directors do not expect any changes to the business for the foreseeable future.

Principal risks and uncertainties

The Company is financed by IMI plc, the details of which can be found in the IMI plc annual report and financial statements, which do not form part of this report. The risks facing the IMI group are discussed in IMI plc's annual report.

Results and dividends

The results are set out on page 5. The profit for the year was £72,000 (2011 profit of £68,000).

The Company paid no dividends in either this year or the last. The directors do not recommend a final dividend for the year (2011 nil).

Directors

The company's ultimate parent, IMI plc, maintained directors' liability insurance for all directors during the financial year.

Disclosure of information to the auditors

The directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware, and each director has taken all the steps that they should have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Going concern

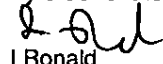
The company participates in the group's centralised treasury function and so shares funding arrangements with its parent and fellow subsidiaries. Having assessed the responses of the directors of IMI plc, the company's ultimate parent, to their enquiries, the directors have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of IMI plc to continue as a going concern or its ability to continue with the current funding arrangements.

On the basis of their assessment of the company's financial position and of the enquiries made of the directors of IMI plc, the company's directors have a reasonable expectation that the company will be able to continue in operational existence in the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Auditors

Pursuant to Section 485 of the Companies Act 2006, the auditors will be deemed to be reappointed and Ernst & Young LLP will therefore continue in office.

By order of the Board



I Ronald
Secretary

IMI MARSTON LIMITED**Statement of directors' responsibility in respect of the Directors' Report and the financial statements**

The directors are responsible for preparing the Directors' 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 those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting 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 to 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 IMI Marston Limited

We have audited the financial statements of IMI Marston Limited for the year ended 31 December 2012 which comprise the Profit and Loss Account, the Balance Sheet, the Reconciliation of Movements in Shareholders' Funds and the related notes 1 to 11. 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 auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 2, 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 Directors' report and financial statements to identify material inconsistencies with the audited financial statements. 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 2012 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.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' 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
IMI Marston 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

Ernst & Young LLP

Andrew Walton (Senior statutory auditor)

for and on behalf of Ernst & Young LLP, Statutory Auditor

Birmingham

15 May 2013

IMI MARSTON LIMITED
Profit and loss account
for the year ended 31 December 2012

	Notes	2012 £000	2011 £000
Administrative income		1	-
Operating profit		1	-
Interest received and similar income	4	94	94
Profit on ordinary activities before taxation	2	95	94
Tax on profit on ordinary activities	5	(23)	(26)
Profit for the financial year		72	68

All activities relate to continuing operations

There is no material difference between the profit before taxation and the profit for the financial year as shown in the profit and loss account and their historical cost equivalents

There were no recognised gains or losses in either the current or preceding year other than the profit for the financial year

IMI MARSTON LIMITED
Balance sheet
as at 31 December 2012

	Notes	2012		2011	
		£000	£000	£000	£000
Current assets					
Debtors amounts falling due within one year	6	18,395		18,327	
Creditors amounts falling due within one year	7	(36)		(40)	
Net current assets			18,359		18,287
Total assets less current liabilities			18,359		18,287
Capital and reserves					
Called up share capital	8		67		67
Share premium	9		3,120		3,120
Other reserves	9		8,000		8,000
Profit and loss account	9		7,172		7,100
Shareholder's funds			18,359		18,287

These financial statements were approved by the board of directors on 9/5/2013 and were signed on its behalf by



I Ronald
Director

IMI MARSTON LIMITED
Reconciliation of movements in shareholder's funds
for the year ended 31 December 2012

	2012 £000	2011 £000
Profit for the financial year	<u>72</u>	<u>68</u>
Net addition to shareholder's funds	72	68
Opening shareholder's funds	18,287	18,219
Closing shareholder's funds	<u><u>18,359</u></u>	<u><u>18,287</u></u>

IMI MARSTON LIMITED
Notes to the financial statements
for the year ended 31 December 2012

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules

Cash flow

A group cash flow statement for the year ended 31 December 2012 is included in the IMI plc group financial statements and accordingly no cash flow statement is shown in these financial statements

Related parties

Transactions with other IMI plc group companies, being related parties under FRS 8, have not been disclosed in these financial statements as the company is itself a wholly owned subsidiary of that group

Interest receivable/payable

Interest is recognised as interest accrues using the effective interest rate method

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Deferred taxation is recognised without discounting on all timing differences which have arisen but not reversed at the balance sheet date, except as otherwise stated by FRS 19

Going concern

The company's business activities, together with the factors likely to affect its future development and position, are set out in the Business Review section of the Directors' Report on page 1

The company participates in the group's centralised treasury function and so shares funding arrangements with its parent and fellow subsidiaries. Having assessed the responses of the directors of IMI plc, the company's ultimate parent, to their enquiries, the directors have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of IMI plc to continue as a going concern or its ability to continue with the current funding arrangements

On the basis of their assessment of the company's financial position and of the enquiries made of the directors of IMI plc, the company's directors have a reasonable expectation that the company will be able to continue in operational existence in the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements

2 Profit on ordinary activities before taxation

No amount in respect of auditor's remuneration has been included in arriving at the result for the year as this cost has been borne by another group company, IMI Kynoch Limited

IMI MARSTON LIMITED
Notes to the financial statements
for the year ended 31 December 2012

3 Directors and Employees

The directors of the company are remunerated by IMI Kynoch Ltd. The directors consider that the level of their qualifying services provided to this company are inconsequential in the context of their other roles within the group.

The company had no employees during either this year or the last.

4 Interest received and similar income

	2012 £000	2011 £000
Received from group undertakings	<u>95</u>	<u>94</u>

5 Taxation

(a) Tax on profit on ordinary activities

	2012 £000	2011 £000
<i>Current tax</i>		
UK Corporation tax at 24.5% (2011: 26.5%)	23	25
Adjustments in respect of prior years	-	1
Total current tax (note 5(b))	<u>23</u>	<u>26</u>

(b) Factors affecting current tax charges

The tax assessed on the profit on ordinary activities for the year is the same as (2011: higher than) the standard rate of corporation tax in the UK of 24.5% (2011: 26.5%). The differences are reconciled below.

	2012 £000	2011 £000
Profit on ordinary activities before tax	<u>95</u>	<u>94</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 24.5% (2011: 26.5%)	23	25
Effects of:		
Adjustments in respect of prior years	-	1
Total current tax charge (note 5(a))	<u>23</u>	<u>26</u>

(c) Factors that may affect future charges

The Finance Act 2012 enacted reductions in the UK corporation tax rates from 25% to 24% from 1 April 2012 and to 23% from 1 April 2013.

The UK government announced in the Budget of 20 March 2013 further reductions in the standard rate of UK corporation tax to 21% from 1 April 2014 and to 20% from 1 April 2015. These reductions had not been substantively enacted at the balance sheet date and consequently their tax effects are not included in these financial statements.

IMI MARSTON LIMITED
Notes to the financial statements
for the year ended 31 December 2012

6 Debtors

	2012 £000	2011 £000
Amounts owed by group undertakings	<u>18,395</u>	<u>18,327</u>

Amounts advanced to subsidiary undertakings are established at arm's length terms and bear interest at the relevant LIBOR plus an appropriate margin

7 Creditors amounts falling due within one year

	2012 £000	2011 £000
Bank overdraft	4	4
Amounts owed to group undertakings	10	10
Corporation tax	22	25
Accruals and deferred income	-	1
	<u>36</u>	<u>40</u>

Amounts owed to subsidiary undertakings are established at arm's length terms and bear interest at the relevant LIBOR plus an appropriate margin

8 Called up share capital

	2012 £000	2011 £000
<i>Authorised, allotted, called-up and fully paid</i> 66,667 ordinary shares of £1 each	<u>67</u>	<u>67</u>

9 Reserves

	Profit and loss account £000	Share premium £000	Other reserves £000	Total £000
At beginning of year	7,100	3,120	8,000	18,220
Profit for the year	72	-	-	72
At end of year	<u>7,172</u>	<u>3,120</u>	<u>8,000</u>	<u>18,292</u>

10 Contingent liabilities

The company has overdraft facilities which form part of a composite accounting arrangement with those of certain other subsidiaries of IMI plc. Accordingly, the company in concert with those other group companies has entered into arrangements whereby each has offered a limited guarantee in respect of the others overdraft borrowings from time to time. The company's maximum liability is limited to the extent of its current account cash balances from time to time which at 31 December 2012 amounted to £nil (2011: £nil).

IMI MARSTON LIMITED
Notes to the financial statements
for the year ended 31 December 2012

11 Ultimate parent company

The ultimate parent company is IMI plc which is registered in England and Wales. The immediate parent undertaking is IMI Kynoch Limited which is registered in England and Wales.

A copy of the financial statements of both companies can be obtained from The Company Secretary, Lakeside, Solihull Parkway, Birmingham Business Park, Birmingham B37 7XZ.