

# **Johnson Matthey (CM) Limited**

## **Directors' Report and Accounts**

**For the year ended 31 March 2015**

Registered number: 2885614

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# Johnson Matthey (CM) Limited

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# Johnson Matthey (CM) Limited

## Directors' report

The directors present their report and audited accounts for the year ended 31 March 2015.

### Principal activity

The company was previously the holding company of Johnson Matthey Ceramics Overseas Limited which it sold on 28 February 2007.

### Results and dividends

The company's profit for the year ended 31 March 2015 is £1,234,000 (2014 £1,550,000). The profit and loss account is set out on page 3. The directors recommend the payment of a final ordinary dividend of £1,234,000 for the year ended 31 March 2015 which will be paid during the year ending 31 March 2016 (2014 £1,550,000).

### Directors

The directors who served during the year were S Farrant, D G Jones (appointed 1 July 2014), R J MacLeod (resigned 1 July 2014) and S P Robinson.

### Directors' indemnity

Under a Deed Poll dated 20 July 2005 the ultimate parent company has granted indemnities in favour of each director of its subsidiaries in respect of any liability that he or she may incur to a third party in relation to the affairs of any group member. Such indemnities were in force during the year ended 31 March 2015 for the benefit of all persons who were directors of the subsidiaries at any time during the year ended 31 March 2015 and remain in force for the benefit of all persons who are directors of the subsidiaries at the date when this report was approved.

### Disclosure of information to auditor

So far as each person currently serving as a director of the company at the date this report is approved is aware, there is no relevant audit information of which the company's auditor is unaware and each director hereby confirms that he or she has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

### Responsibility of the directors for preparation of the directors' report and the accounts

The directors are responsible for preparing the directors' report and the accounts in accordance with applicable law and regulations.

Company law requires the directors to prepare accounts for each financial year. Under that law the directors have elected to prepare the accounts in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice). Under company law the directors must not approve the accounts 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 accounts, the directors are required to:

- select suitable accounting policies and 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 accounts; and
- prepare the accounts 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 accounts comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

By order of the board

  
S Farrant

Company Secretary

19 October 2015

# **Independent auditor's report to the members of Johnson Matthey (CM) Limited**

We have audited the accounts of Johnson Matthey (CM) Limited for the year ended 31 March 2015 set out on pages 3 to 8. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK 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 set out on page 1, the directors are responsible for the preparation of the accounts and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the accounts 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 accounts**

A description of the scope of an audit of accounts is provided on the Financial Reporting Council's website at [www.frc.org.uk/auditscopeukprivate](http://www.frc.org.uk/auditscopeukprivate).

## **Opinion on accounts**

In our opinion the accounts:

- give a true and fair view of the state of the company's affairs as at 31 March 2015 and of its profit for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

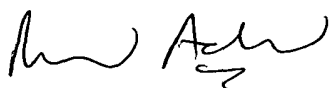
## **Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Directors' Report for the financial year for which the accounts are prepared is consistent with the accounts.

## **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 accounts 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; or
- the directors were not entitled to take advantage of the small companies exemption from the requirement to prepare a strategic report.



**Richard Ackland (Senior Statutory Auditor)**  
**for and on behalf of KPMG LLP, Statutory Auditor**  
Chartered Accountants  
15 Canada Square  
London E14 5GL  
21 October 2015

# Johnson Matthey (CM) Limited

## Profit and loss account

For the year ended 31 March 2015

	Notes	2015 £'000	2014 £'000
Administrative expenses		(2)	(1)
<b>Operating loss</b>		<b>(2)</b>	<b>(1)</b>
Interest receivable from ultimate parent company		1,236	1,204
<b>Profit on ordinary activities before taxation</b>	1	<b>1,234</b>	<b>1,203</b>
Taxation	2	-	347
<b>Profit for the year</b>	8	<b>1,234</b>	<b>1,550</b>

There were no other recognised gains or losses during the year.

The accompanying notes are an integral part of the accounts.

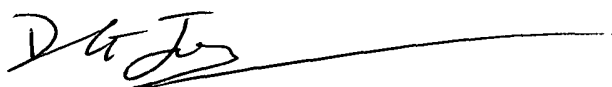
# Johnson Matthey (CM) Limited

## Balance sheet

As at 31 March 2015

	Notes	2015 £'000	2014 £'000
<b>Current assets</b>			
Debtors: amounts owed by ultimate parent company		330,236	330,206
Debtors: amounts falling due within one year	4	-	346
		<u>330,236</u>	<u>330,552</u>
<b>Creditors: amounts falling due within one year</b>	5	<u>(2)</u>	<u>(2)</u>
<b>Net current assets</b>		<u>330,234</u>	<u>330,550</u>
<b>Creditors: amounts falling due after more than one year</b>	5	<u>(130,000)</u>	<u>(130,000)</u>
<b>Net assets</b>		<u><u>200,234</u></u>	<u><u>200,550</u></u>
<b>Capital and reserves</b>			
Called up share capital	6	199,000	199,000
Profit and loss account	7	<u>1,234</u>	<u>1,550</u>
<b>Shareholders' funds</b>	8	<u><u>200,234</u></u>	<u><u>200,550</u></u>

The accounts were approved by the board on 19 October 2015 and signed on its behalf by:



**D G Jones**  
Director

Company registration number: 2885614

The accompanying notes are an integral part of the accounts.

# **Johnson Matthey (CM) Limited**

## **Accounting policies**

**For the year ended 31 March 2015**

### **Accounting convention**

The accounts are prepared in accordance with applicable accounting standards under the historical cost convention.

### **Basis of preparation**

The company is exempt from the requirement of Financial Reporting Standard (FRS) 1 (Revised) – “Cash Flow Statements” to present a cash flow statement because it is a wholly owned subsidiary of Johnson Matthey Plc which prepares consolidated accounts that are publicly available (note 10).

### **Taxation**

Corporation tax payable is provided on taxable profits at the current rate.

# Johnson Matthey (CM) Limited

## Notes to the accounts

For the year ended 31 March 2015

### 1. Profit on ordinary activities before taxation

The directors are remunerated by the ultimate parent company. No remuneration was paid to the directors in respect of services to this company (2014 £ nil). During the year none of the directors (2014 none) exercised share options in the ultimate parent company and three of the directors (2014 three) received shares under the ultimate parent company long term incentive plan.

Audit fees payable to the company's auditor for the audit of the company's annual accounts were £2,000 (2014 £1,000).

### 2. Taxation

Analysis of tax charge / (credit) for the year	2015 £'000	2014 £'000
<b>Current tax</b>		
Adjustment for prior years	-	(347)
Total current tax charge / (credit)	-	(347)

No provision for deferred tax is required.

Factors affecting tax charge for the year	2015 £'000	2014 £'000
Profit on ordinary activities before taxation	1,234	1,203
Tax charge at UK corporation tax rate of 21% (2014 23%)	259	277
Effects of:		
Group relief claimed for nil payment	(259)	(277)
Adjustment for prior years	-	(347)
Current tax charge / (credit) for the year	-	(347)

#### Factors that may affect future tax charges

In July 2013 the UK government enacted a change in the UK corporation tax rate from 21% to 20% effective from 1 April 2015.



# Johnson Matthey (CM) Limited

## Notes to the accounts

For the year ended 31 March 2015

### 3. Dividends

	2015 £'000	2014 £'000
2012/13 Final ordinary dividend	-	1,098
2013/14 Final ordinary dividend	1,550	-
	<u>1,550</u>	<u>1,098</u>

The directors recommend the payment of a final ordinary dividend of £1,234,000 for the year ended 31 March 2015 which will be paid during the year ending 31 March 2016.

### 4. Debtors

	2015 £'000	2014 £'000
<b>Amounts falling due within one year</b>		
Amounts owed by other Johnson Matthey Companies	-	346
	<u>-</u>	<u>346</u>

### 5. Creditors

	2015 £'000	2014 £'000
<b>Amounts falling due within one year</b>		
Accruals and deferred income	2	2
	<u>2</u>	<u>2</u>
<b>Amounts falling due after more than one year</b>		
Loan stock, due after five years	130,000	130,000
	<u>130,000</u>	<u>130,000</u>

The loan stock is denominated in sterling and is not subject to interest.

### 6. Called up share capital

Allotted, called up and fully paid shares of £1 each

	Number	£'000
At beginning and end of year	199,000,000	199,000
	<u>199,000,000</u>	<u>199,000</u>

# Johnson Matthey (CM) Limited

## Notes to the accounts

For the year ended 31 March 2015

### 7. Reserves

	Profit and loss account £'000
At beginning of year	1,550
Profit for the year	1,234
Dividends (note 3)	(1,550)
At end of year	<u>1,234</u>

### 8. Reconciliation of movements in shareholders' funds

	2015 £'000	2014 £'000
Profit for the year	1,234	1,550
Dividends (note 3)	<u>(1,550)</u>	<u>(1,098)</u>
Movement in shareholders' funds	(316)	452
Opening shareholders' funds	<u>200,550</u>	<u>200,098</u>
Closing shareholders' funds	<u>200,234</u>	<u>200,550</u>

### 9. Related party transactions

As the company is a wholly owned subsidiary of Johnson Matthey Plc, it has taken advantage of the exemption contained in Financial Reporting Standard (FRS) 8 – “Related Party Disclosures” and has not disclosed transactions or balances with entities which form part of the Johnson Matthey group.

There were no other related party transactions during the year.

### 10. Ultimate parent company

The company's immediate and ultimate parent company is Johnson Matthey Plc. The consolidated accounts of Johnson Matthey Plc are available to the public and may be obtained from 5th Floor, 25 Farringdon Street, London EC4A 4AB.