

The Directors Report and Accounts for the
year ended 31 December 2002

IMI Group Services Limited

Lakeside
Solihull Parkway
Birmingham Business Park
Birmingham
B37 7XZ

Company Number 3277084



IMI GROUP SERVICES LIMITED

Directors : T J Slack
Secretary : J C Bower
Registered Office : Lakeside
Solihull Parkway
Birmingham Business Park
Birmingham
B37 7XZ

REPORT OF DIRECTORS 2002

The Directors of IMI Group Services Limited submit their Report together with the Accounts for the year ended 31 December 2002.

1. Activity

The Company did not trade during the year. No dividend is proposed. After the year end the Company was transferred from the ownership of IMI Kynoch Limited to IMI Holdings LLC.

2. Board of Directors

During the year Mr N D K Prosser resigned as a director. After the year end Mr P A Boulton was appointed director.

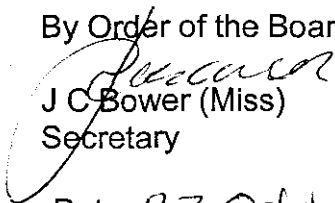
3. Directors' Interests in Shares and Debentures and Options

Mr T J Slack was a Director of IMI plc, the ultimate parent company, and his interests in the shares and debentures of IMI plc and any options granted over the shares of IMI plc are shown in the Directors' Report and Accounts of IMI plc. There were no other directors at the year end.

4. Auditors and AGMs

The Company is exempt from the requirement to appoint auditors and by elective resolutions passed pursuant to the Companies Act 1985 the Company has dispensed with the holding of AGMs and the laying of accounts before general meetings.

By Order of the Board


J C Bower (Miss)
Secretary

Date: 27 October 2003.

IMI GROUP SERVICES LIMITED
BALANCE SHEET AT 31 DECEMBER 2002

	<u>2002</u> <u>£</u>	<u>2001</u> <u>£</u>
Assets		
Debtors	<u>1</u>	<u>1</u>
Net assets	<u><u>1</u></u>	<u><u>1</u></u>
 Capital and Reserves		
Called up share capital	1	1
Profit and loss account	-	-
 Equity shareholders' funds	<u><u>1</u></u>	<u><u>1</u></u>

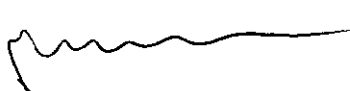
During the financial year and the preceding financial year the company did not trade and received no income and incurred no expenditure. The company was dormant throughout the financial year.

For the year ended 31 December 2002 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

No members have required the company to obtain an audit of its accounts for the year in question in accordance with section 249B(2).

The directors acknowledge their responsibility for:

- a) Ensuring the company keeps accounting records which comply with section 221;
- b) Preparing accounts which give a true and fair view of the state of affairs of the company as at the end of its financial year, and of its profit and loss for the financial year in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.


P A BOULTON
Director

IMI GROUP SERVICES LIMITED

Notes (forming part of the Financial Statements)

1. Principal 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 accounting

The financial statements have been prepared in accordance with applicable Accounting Standards and the Companies Act 1985 and under the historical cost accounting convention.

2. Profit and loss account

During the period the Company did not trade and received no income and incurred no expenditure. Consequently, during the period the Company made neither a profit nor a loss.

3. Directors' emoluments

Neither the Chairman nor any of the Directors received any emoluments during the

4. Debtors	2002	2001
	£	£
Amounts owed by group undertakings	1	1

5. Share Capital	2002	2001
	£	£
Authorised - 1,000 Ordinary shares of £1 each	1,000	1,000

Issued, allotted, called up and fully paid -
1 Ordinary share of £1

1	1
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6. Ultimate holding company

The ultimate parent company is IMI plc which is incorporated in Great Britain. A copy of the Group financial statements of that Company can be obtained from:

The Company Secretary
Lakeside
Solihull Parkway
Birmingham Business Park
B37 7XZ