

**British Nursing Association Home Care Services  
Limited**

**Registered No: 1242883**

**Directors' Report and Financial Statements  
For the Year Ended 31 December 2001**



# **British Nursing Association Home Care Services Limited**

## **Directors' Report and Financial Statements For the Year Ended 31 December 2001**

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# **British Nursing Association Home Care Services Limited**

## **Directors' Report**

### **For the Year Ended 31 December 2001**

The directors present their report and the audited financial statements for the year ended 31 December 2001.

#### **Principal activities**

The principal activities of the company during the period were the provision of nursing services for insurance healthcare screenings and the provision of caring services.

#### **Financial results**

The results for the period are shown in the profit and loss account on page 5. A final dividend of £619,512 is recommended by the directors (2000: £388,361).

The company's assets, liabilities and trade were sold to British Nursing Co-operations Limited on 31 December 2001 at book value. The company ceased trading on 31 December 2001 and the directors expect no activity will occur in the foreseeable future.

#### **Directors**

The directors who held office during the period were:

K A Greene  
M D R Horgan (resigned 4/3/02)  
D E Jackson (resigned 26/10/01)  
J A S Jewitt  
D O Lyon  
H McGarel-Groves (resigned 31/7/02)

#### **Directors' interests**

The directors had no interests in the share capital of the company.

The interests of J A S Jewitt, D O Lyon and MDR Horgan in the share capital of Nestor Healthcare Group plc, the ultimate holding company, are disclosed in the financial statements of that company.

# British Nursing Association Home Care Services Limited

## Directors' Report

For the Year Ended 31 December 2001 (Continued)

### Directors' interests (Continued)

The interests of the directors, excluding those who are directors of the ultimate holding company, in the share capital of Nestor Healthcare Group plc were:

	Ordinary shares		SAYE Scheme	
	31 December		31 December	
	2000*	2001	2000*	2001
KA Greene	-	-	13,167	13,167
D Jackson	18,780	9,876	5,735	2,569
H McGarel-Groves	-	-	-	3,773

	Employee Share Option Scheme 1996				Company Share Option Plan 1996			
	31 December				31 December			
	2000*	Granted	Exercised	2001	2000*	Granted	Exercised	2001
K A Greene	41,087	8,555	(19,873)	29,769	7,058	-	-	7058
D Jackson	29,827	-	(13,605)	16,222	771	-	(771)	-
H McGarel-Groves	9,779	6,835	-	16,614	6,984	-	-	6,984

\* Alternatively as at appointment date, where this is later than 31 December 2000.

# **British Nursing Association Home Care Services Limited**

## **Directors' Report**

**For the Year Ended 31 December 2001** (Continued)

### **Statement of directors' responsibilities**

Company law requires the directors to prepare financial statements for each financial year that 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 estimates that are reasonable and prudent.
- State whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements.
- 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 proper accounting records that 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 1985. 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.

### **Auditors**

The auditors, PricewaterhouseCoopers have indicated their willingness to continue in office. Since the company has dispensed with the obligation to appoint auditors annually, PricewaterhouseCoopers will continue in office.

Approved by the Board at

2002, and signed on its behalf by

CER Thomas  
**Company Secretary**

## **Auditors' report to the members of British Nursing Association Home Care Services Limited**

We have audited the financial statements which comprise the profit and loss account, the balance sheet, the statement of total recognised gains and losses and the related notes.

### **Respective responsibilities of directors and auditors**

The Directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards are set out in the statement of Directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards issued by the Auditing Practices Board.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the United Kingdom Companies Act 1985. We also report to you if, in our opinion, the Directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding Directors' remuneration and transactions is not disclosed.

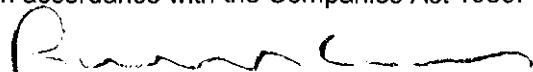
### **Basis of audit opinion**

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

### **Opinion**

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 December 2001 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers  
Chartered Accountants and Registered Auditors  
1 Embankment Place  
London  
WC2N 6RH

25 October 2002

# British Nursing Association Home Care Services Limited

## Profit and Loss Account

For the Year Ended 31 December 2001

	Notes	2001 £	2000 £
Turnover	2	5,967,729	7,141,270
Cost of sales		(4,130,941)	(5,498,912)
<b>Gross profit</b>		<b>1,836,788</b>	<b>1,642,358</b>
Administrative expenses		(951,770)	(1,087,557)
<b>Operating profit</b>	3	<b>885,018</b>	<b>554,801</b>
Tax on profit on ordinary activities	6	(265,505)	(166,440)
<b>Profit on ordinary activities after taxation</b>		<b>619,512</b>	<b>388,361</b>
Proposed dividend on ordinary shares	7	(619,512)	(388,361)
<b>Profit retained for the period</b>	11	<b>-</b>	<b>-</b>

All turnover and operating profits are derived from discontinued activities.

The company has no recognised gains and losses other than the above and therefore no separate statement of total recognised gains and losses has been presented.

There is no difference between the profit on ordinary activities before taxation and the retained profit for the year stated above and their historical cost equivalents.

The notes on pages 7 to 10 form an integral part of these financial statements

# British Nursing Association Home Care Services Limited

## Balance Sheet At 31 December 2001

	Notes	2001 £	2000 £
<b>Current assets</b>			
Debtors	8	2	1,053,454
<b>Creditors - amounts falling due in less than one year</b>	9	-	(1,053,452)
<b>Total assets less current liabilities</b>		<b>2</b>	<b>2</b>
<b>Net assets</b>		<b>2</b>	<b>2</b>
<b>Capital and reserves</b>			
Called up share capital	10	2	2
<b>Total shareholders' funds</b>	11	<b>2</b>	<b>2</b>

The financial statements on pages 5 to 10 were approved by the board of directors on 2002 and were signed on its behalf by:

Director

The notes on pages 7 to 10 form an integral part of these financial statements



# **British Nursing Association Home Care Services Limited**

## **Notes to the Financial Statements For the Year Ended 31 December 2001**

### **1 Accounting policies**

#### **Basis of accounting**

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

#### **Deferred taxation**

Deferred taxation is provided on the liability method where, in the opinion of the directors, it is probable that the liability will crystallise in the foreseeable future.

#### **Pension costs**

Pension costs are charged to the profit and loss account in such a way as to provide for the liabilities evenly over the remaining working lives of the employees.

#### **Cash flow statements and related party transactions**

The company is a wholly owned subsidiary of Nestor Healthcare Group plc and is included in the consolidated financial statements of Nestor Healthcare Group plc, which are publicly available. Consequently the company is exempt under the terms of Financial Reporting Standard No. 1 (revised 1996) from publishing a cash flow statement. The company is also exempt under the terms of Financial Reporting Standard 8 from disclosing related party transactions with entities that are part of the Nestor Healthcare Group plc group or investees of the Nestor Healthcare Group plc group.

### **2 Turnover**

Turnover is the total amount receivable by the company in the ordinary course of business with outside customers for goods and services supplied, excluding value added tax and trade discounts. The turnover and profit before taxation is attributable to the two principal activities and is all earned in the United Kingdom.

### **3 Operating profit**

Remuneration of the company's auditors is borne by the immediate parent company, British Nursing Co-operations Limited.

### **4 Employee information**

The company had no employees during the financial year (2000: None).

# British Nursing Association Home Care Services Limited

## Notes to the Financial Statements For the Year Ended 31 December 2001

### 5 Directors' Emoluments

All of the directors except DE Jackson, H McGarel-Groves and K Greene also served as directors of the ultimate parent company, Nestor Healthcare Group plc and were also directors of other group companies. The emoluments of those directors who are also directors of the ultimate parent company have been borne by another group company and are disclosed in the accounts of Nestor Healthcare Group plc. In addition, DE Jackson, H McGarel-Groves and K Greene were directors of other group companies and their emoluments have been borne by another group company. The directors do not believe that it is possible to meaningfully allocate the emoluments of these directors between their respective duties. Accordingly no emoluments are borne by this company.

Excluding directors of the ultimate parent company, three director exercised share options to acquire shares in Nestor Healthcare Group plc and four directors accrued retirement benefits under the Nestor Healthcare Group plc Retirement Benefit Scheme. Disclosures of the ultimate parent company directors whom have exercised share options during the year and disclosures of their pension entitlements are set out in the accounts of Nestor Healthcare Group plc.

### 6 Tax on profit on ordinary activities

	2001 £	2000 £
UK Corporation tax at 30%% (2000: 30%)	265,505	166,440

### 7 Dividends

	2001 £	2000 £
Dividends on equity shares:	-	-
Ordinary dividend proposed	619,512	388,361

# British Nursing Association Home Care Services Limited

## Notes to the Financial Statements For the Year Ended 31 December 2001

### 8 Debtors

	2001 £	2000 £
Amounts falling due within one year:		
Trade debtors	-	910,950
Amounts owed by group companies	2	-
Prepayment and accrued income	-	142,504
	2	1,053,454

### 9 Creditors – amounts falling due in less than one year

	2001 £	2000 £
Trade creditors	-	225,160
Other creditors	-	141,508
Amounts owed to group companies	-	90,658
Corporation tax	-	166,440
Other tax and social security	-	41,325
Dividend payable	-	388,361
	-	1,053,452

### 10 Share capital

	2001 £	2000 £
<b>Authorised:</b>		
100 Ordinary shares of £1 each	100	100
<b>Issued, allotted, called up and fully paid</b>		
2 Ordinary shares of £1 each	2	2

# British Nursing Association Home Care Services Limited

## Notes to the Financial Statements For the Year Ended 31 December 2001

### 11 Reconciliation of movements in shareholders' funds

	2001 £	2000 £
Profit for the year	619,512	388,361
Dividends	(619,512)	(388,361)
Net addition to shareholders' funds	-	-
Shareholders' funds as at 1 January	2	2
Shareholders' funds as at 31 December	2	2

### 12 Contingent liabilities

£4,398,000 of overdrafts were outstanding at the year end to any Nestor Healthcare Group plc group undertaking which had been guaranteed by the company (2000: nil).

### 13 Pension commitments

Employees who are eligible for membership may join the Nestor Healthcare Group plc Retirement Benefits Scheme ("the scheme"), which provides benefits based on final pensionable salary. The scheme is administered by Trustees separately from the affairs of the group and is contracted out of the additional component of the State Pension Scheme.

Contributions are paid in accordance with the advice of the actuary to the Scheme.

Actuarial information concerning the Scheme is disclosed in the financial statements of the parent company, Nestor Healthcare Group plc.

### 14 Ultimate parent undertaking

The Company's immediate parent undertaking is Nestor Healthcare Limited (formerly known as British Nursing Co-operations Limited).

The Company's ultimate parent undertaking is Nestor Healthcare Group plc, which is registered in England and Wales and is the parent of the smallest and largest group that prepares consolidated accounts that incorporate this company. Copies of the ultimate holding company's consolidated financial statements may be obtained from The Colonnades, Beaconsfield Close, Hatfield, Hertfordshire, AL10 8YD.