

Healthcall Medical (Holdings) Limited

Director's report and financial statements

<i>Contents</i>	<i>Page</i>
Director's report	1
Auditors' report	3
Profit and loss account	4
Balance sheet	5
Notes	6



Healthcall Medical (Holdings) Limited

Director's report

The director has pleasure in submitting the annual report and the audited financial statements for the year ended 31 December 1995.

Principal activity

The company continued to act as an intermediate parent undertaking for Healthcall Group PLC's investment in its medical and other domiciliary businesses.

Results for the year

The company has not traded during the year, except for the receiving and paying of dividends.

Dividends

Dividends of £4,602,000 were paid in the year (1994: £4,401,000).

Movement in investments held as fixed assets

The movement in investments held as fixed assets is set out in note 6 to the financial statements.

Director

MD Henchey was the only director during the year.

MD Henchey had no interest in the share capital of the company at any time during the year.

MD Henchey is a director of Healthcall Group PLC, the company's ultimate parent undertaking, and accordingly his interest in the shares of group undertakings are disclosed in that company's financial statements.

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss 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.

Healthcall Medical (Holdings) Limited

Director's report *(continued)*

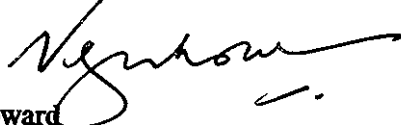
Statement of directors' responsibilities *(continued)*

The directors are responsible for keeping proper accounting records which 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 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard assets of the company and to prevent and detect fraud and other irregularities.

Auditors

In accordance with Section 384 of the Companies Act 1985, a resolution for the re-appointment of KPMG as auditors of the company is to be proposed at the forthcoming annual general meeting.

Approved by the director and signed by:



NP Howard
Secretary

401 South Row
Central Milton Keynes
MK9 2PH

27 March 1996



2 Cornwall Street
Birmingham B3 2DL

Auditors' report to the members of Healthcall Medical (Holdings) Limited

We have audited the financial statements on pages 4 to 8.

Respective responsibilities of directors and auditors

As described on pages 1 and 2, the company's director is responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

Basis of 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 director 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 affairs of the company as at 31 December 1995 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KAmL

KPMG
Chartered Accountants
Registered Auditors

27 March 1996

27 March 1996



Healthcall Medical (Holdings) Limited

Profit and loss account for the year ended 31 December 1995

	<i>Note</i>	1995 £	1994 £
Income from shares in group undertakings		4,602,000	4,401,000
Profit on ordinary activities before taxation		4,602,000	4,401,000
Tax on profit on ordinary activities	4	-	-
Profit on ordinary activities after taxation for the financial year		4,602,000	4,401,000
Dividends	5	(4,602,000)	(4,401,000)
Retained profit for the financial year		-	-

The results above all relate to continuing operations.

There were no recognised gains or losses or movements in shareholders' funds in either the current or preceding years other than those shown in the profit and loss account.

There is no difference between the results stated above and those on a historical cost basis.

Healthcall Medical (Holdings) Limited

Balance sheet at 31 December 1995

	Note	1995	1994
		£	£
Fixed assets			
Investments	6	2,129,834	2,129,834
Current assets			
Debtors: Amounts falling due within one year	7	103,804	178,857
Debtors: Amounts falling due after more than one year	7	4,500,000	2,290,232
		<u>4,603,804</u>	<u>2,469,089</u>
Creditors: Amounts falling due within one year	8	(4,484,715)	(2,383,862)
Net current assets		<u>119,089</u>	<u>85,227</u>
Total assets less current liabilities		<u>2,248,923</u>	<u>2,215,061</u>
Creditors: Amounts falling due after more than one year	9	(533,862)	(500,000)
Net assets		<u>1,715,061</u>	<u>1,715,061</u>
Capital and reserves			
Called up share capital	10	2	2
Profit and loss account		-	-
Capital reserve		<u>1,715,059</u>	<u>1,715,059</u>
Equity shareholders' funds		<u>1,715,061</u>	<u>1,715,061</u>

These financial statements were approved by the director on 27 March 1996 and were signed by:


MD Henchey
Director

Healthcall Medical (Holdings) Limited

Notes

(forming part of the financial statements)

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. Under Financial Reporting Standard 1, the company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary undertaking.

Basis of accounting

The financial statements have been prepared under the historical cost convention, and in accordance with applicable Accounting Standards.

Consolidation

In accordance with Section 228 Companies Act 1985, group financial statements have not been prepared as the company's result is consolidated in Healthcall Group PLC, a company registered in England and Wales.

2 Staff numbers and costs

The company has no employees.

3 Amounts paid for the services of directors

The director received no emoluments during the year (1994: £Nil).

4 Tax on profit on ordinary activities

The company has no tax charge as a group income election is in place.

5 Dividends

	1995 £	1994 £
Paid in the year	<u>4,602,000</u>	<u>4,401,000</u>

Healthcall Medical (Holdings) Limited

Notes (continued)

6 Investments held as fixed assets

	Shares in group undertakings £
<i>Cost and net book value</i>	
At beginning and end of year	2,129,834

In the opinion of the director, the market value of the above investments is not less than their net book value.

The principal investments in subsidiary undertakings held at 31 December 1995 are as follows:

Subsidiary	Principal activity	Percentage of issued ordinary share capital held %
Healthcall Services Limited (registered in England and Wales)	Healthcare services	100
Cleveland Healthcall Services Limited (registered in England and Wales)	Healthcare services	51

7 Debtors

	1995 £	1994 £
Amount owed by subsidiary undertakings	4,603,804	2,469,089

Included in amounts owed by subsidiary undertakings is £4,500,000 (1994: £2,290,232) falling due after more than one year.

Healthcall Medical (Holdings) Limited

Notes (continued)

8 Creditors: Amounts falling due within one year

	1995 £	1994 £
Amount owed to parent and fellow subsidiary undertakings	<u>4,484,715</u>	<u>2,383,862</u>

9 Creditors: Amounts falling due after more than one year

	1995 £	1994 £
Amount owed to parent and fellow subsidiary undertakings	<u>533,862</u>	<u>500,000</u>

The amount owed to parent undertaking is interest free with no fixed date of repayment, but will not be due for repayment within the following 12 months.

10 Share capital

	1995 £	1994 £
Authorised:		
Ordinary shares of £1 each	<u>100</u>	<u>100</u>
Allotted, called up and fully paid:		
Ordinary shares of £1 each	<u>2</u>	<u>2</u>

11 Ultimate parent undertaking

The ultimate parent undertaking is Healthcall Group PLC which is incorporated in Great Britain and registered in England and Wales.

Copies of the financial statements of Healthcall Group PLC can be obtained from its registered office at 401 South Row, Central Milton Keynes, MK9 2PH.