

**HUNTLEIGH LUTON LIMITED**

**DIRECTORS' REPORT AND  
FINANCIAL STATEMENTS**

for the year ended  
31st December 1997

**Company Number 2476157**



## **HUNTLEIGH LUTON LIMITED**

### **Directors' report for the year ended 31st December 1997**

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#### **Financial statements**

The directors present their report and financial statements for the year ended 31st December 1997.

#### **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 of the company for that year. In preparing those financial statements, the directors are required to:

- (1) select suitable accounting policies and then apply them consistently;
- (2) make judgements and estimates that are reasonable and prudent;
- (3) state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- (4) 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 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 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.

#### **Activities**

The company holds investments on a long term basis.

#### **Results**

The results for the year are set out in the profit and loss account on page 4. The directors have decided to transfer the surplus of £8,016,575 on the profit and loss account to reserves.

#### **Dividends**

During the year the company paid interim dividends totalling £3,001,067. No final dividend is proposed.

## HUNTLEIGH LUTON LIMITED

### Directors' report for the year ended 31st December 1997 ( continued )

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#### Directors

The members of the board since 1st January 1997 were :-

J A B Wotton            - resigned on 8th March 1997  
J D Schild  
D L Schild

#### Directors' interests

The company is ultimately a wholly owned subsidiary of Huntleigh Technology PLC.

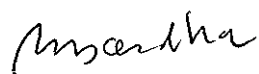
None of the directors had an interest in any shares, transactions or arrangements which requires disclosure in this report. Their interest in the company's ultimate holding company, Huntleigh Technology PLC, are shown in that company's directors' report.

#### Auditors

During the year Arthur Andersen resigned as auditors. Coopers & Lybrand were appointed to fill the vacancy arising.

Pursuant to section 386 of the Companies Act 1985 the company has elected to dispense with the obligation to appoint auditors annually.

This report was approved by the board on 30th June 1998.



E B Sardharwala  
Secretary

## HUNTLEIGH LUTON LIMITED

### Auditors' Report

#### Report of the auditors to the members of Huntleigh Luton Limited

We have audited the financials statements on pages 4 to 9.

#### Respective responsibilities of directors and auditors

As decribed on page 1 the company's directors are 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.

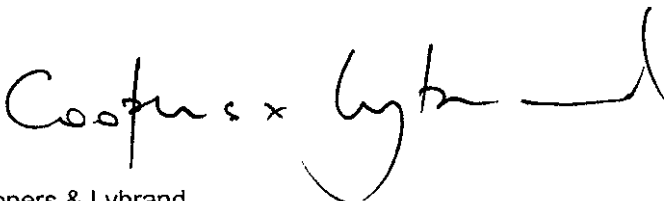
#### Basis of opinion

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 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 at 31st December 1997 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

A handwritten signature in dark ink, appearing to read 'Coopers & Lybrand', followed by a long horizontal line.

Coopers & Lybrand  
Chartered Accountants and Registered Auditors  
Milton Keynes

30 June 1998

# HUNTLEIGH LUTON LIMITED

## Profit and loss account for the year ended 31st December 1997

	Notes	1997 £	1996 £
Administrative expenses		63	190
Interest receivable	2	1,105	1,221
<b>Operating profit</b>		<b>1,042</b>	<b>1,031</b>
Dividends received from subsidiary undertakings		11,016,600	4,498,300
<b>Profit on ordinary activities before and after taxation</b>	2	<b>11,017,642</b>	<b>4,499,331</b>
Dividends paid	5	3,001,067	4,496,336
<b>Retained profit for the year</b>	12	<b>8,016,575</b>	<b>2,995</b>

The company had no recognised gains or losses other than the profits shown above and therefore no separate statement of total recognised gains and losses has been presented. There is no material difference between the historical cost profit before taxation and the profit on ordinary activities before taxation in either the year ended 31st December 1997 or the year ended 31st December 1996.

All activities derive from continuing operations.

# HUNTLEIGH LUTON LIMITED

## Balance sheet as at 31st December 1997

	Notes	1997 £	1996 £
<b>Fixed assets</b>			
Investments	6	8,351,000	351,000
		<hr/>	<hr/>
<b>Current assets</b>			
Debtors	7	29,045	196
Cash at bank		6,600	19,205
		<hr/>	<hr/>
		35,645	19,401
<b>Creditors: amounts falling due within one year</b>	8	-	331
		<hr/>	<hr/>
<b>Net current assets</b>		35,645	19,070
		<hr/>	<hr/>
<b>Net assets employed</b>		8,386,645	370,070
		<hr/>	<hr/>
<b>Capital and reserves</b>			
Called up share capital	9	351,002	351,002
Profit and loss account	12	8,035,643	19,068
		<hr/>	<hr/>
<b>Shareholders' funds ( all equity )</b>	13	8,386,645	370,070
		<hr/>	<hr/>

The financial statements on pages 4 to 9 were approved by the board on 30 June 1998.



**JD Schild**  
Finance Director

## HUNTLEIGH LUTON LIMITED

### Notes to the financial statements for the year ended 31st December 1997

#### 1 Accounting policies

##### Accounting basis and compliance with accounting standards

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards.

##### Cash flow statement

As allowed under FRS1 issued by the Accounting Standards Board, this statement has not been prepared as the company is a wholly owned subsidiary undertaking of a company which publishes consolidated financial statements including a consolidated cash flow statement.

##### Investments

Fixed asset investments are stated at cost less provision for permanent diminution in value.

2	<b>Profit on ordinary activities before taxation is stated after crediting :</b>	<b>1997</b> £	1996 £
	Bank interest received	<u>1,105</u>	<u>1,221</u>

#### 3 Taxation

No tax charge arises for the year ended 31st December 1997 and for the year ended 31st December 1996.

#### 4 Directors' emoluments and particulars of employees

None of the directors received any remuneration from the company for the year ended 31st December 1997 or for the year ended 31st December 1996.

During the year ended 31st December 1997 and the year ended 31st December 1996 the company had no employees, other than the directors of the company.

5	<b>Dividends</b>	<b>1997</b> £	1996 £
	Interim dividends paid during the year	<u>3,001,067</u>	<u>4,496,336</u>

# HUNTLEIGH LUTON LIMITED

## Notes to the financial statements for the year ended 31st December 1997 (continued)

<b>6</b>	<b>Fixed asset investments</b>	<b>£</b>
	301,000 fully paid ordinary shares of £1 each in Huntleigh Healthcare Limited	301,000
	50,000 fully paid ordinary shares of £1 each in Huntleigh Rentals Limited	50,000
	At 31st December 1996	<u>351,000</u>
	Additions during the year :-	
	1,000,000 fully paid ordinary shares of £1 each in Huntleigh Diagnostics Limited	8,000,000
	At 31st December 1997	<u><u>8,351,000</u></u>

All the above undertakings are wholly owned subsidiary undertakings of the company and are registered in England and Wales.

As allowed under Section 229 of the Companies Act 1985, the company has not prepared group financial statements as it is a wholly owned subsidiary undertaking of Huntleigh Technology PLC.

<b>7</b>	<b>Debtors</b>	<b>1997 £</b>	<b>1996 £</b>
	Amounts owed by a fellow subsidiary undertaking	<u>29,045</u>	<u>196</u>
<b>8</b>	<b>Creditors: amounts falling due within one year</b>		
	Amounts owed to parent undertaking	<u>-</u>	<u>331</u>
<b>9</b>	<b>Called up share capital</b>		
	Authorised :		
	1,500,000 ordinary shares of £1 each	<u>1,500,000</u>	<u>1,500,000</u>
	Allotted and fully paid :		
	351,002 ordinary shares of £1 each	<u>351,002</u>	<u>351,002</u>

## **10 Capital commitments**

The company had no capital commitments either at 31st December 1997 or at 31st December 1996, whether contracted or authorised.



## HUNTLEIGH LUTON LIMITED

### Notes to the financial statements for the year ended 31st December 1997 (continued)

#### 11 Contingent liability

The company has entered into a composite guarantee with its United Kingdom bankers, Barclays Bank PLC and Midland Bank plc in respect of any amounts due by itself, by the parent and by certain fellow subsidiary undertakings. The amounts for that group outstanding at 31st December 1997 were £11,593,000 (1996 £16,854,000).

These group totals represent overdrawn balances on current accounts with those United Kingdom bankers and do not include group credit balances and deposit accounts with them of £4,159,000 at 31st December 1997 (1996 £9,661,000).

#### 12 Profit and loss account

	£
Balance at 1st January 1997	19,068
Retained profit for year	8,016,575
Balance at 31st December 1997	<u>8,035,643</u>

#### 13 Reconciliation of movements in shareholders' funds

	1997 £	1996 £
Profit on ordinary activities after taxation	11,017,642	4,499,331
Dividends	<u>3,001,067</u>	<u>4,496,336</u>
	8,016,575	2,995
Opening shareholders' funds	370,070	367,075
Closing shareholders' funds	<u>8,386,645</u>	<u>370,070</u>

#### 14 Financial commitments

At 31 December 1997 and 31st December 1996 there were no annual commitments under non-cancellable operating leases.

#### 15 Related party transactions

The company has taken advantage of the exemption available in FRS8, Related Party Disclosures, on the basis that it is a 100 per cent controlled subsidiary undertaking of a group incorporated in England and Wales for which consolidated financial statements, including the subsidiary, are publicly available.

## **HUNTLEIGH LUTON LIMITED**

### **Notes to the financial statements for the year ended 31st December 1997 (continued)**

#### **16 Ultimate parent company**

The directors regard Huntleigh Technology PLC, a company registered in England and Wales, as the company's ultimate holding company.

Huntleigh Technology PLC is the parent undertaking of the smallest and largest groups of which the company is a member and for which group financial statements are prepared. Copies of these group financial statements can be obtained from Huntleigh Technology PLC, 310-312 Dallow Road, Luton Bedfordshire, LU1 1TD.