

**GREENBANKS HOMECARE (WALES) LIMITED**

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**

**31 JANUARY 2011**



## **GREENBANKS HOMECARE (WALES) LIMITED**

### **Directors' report**

<b>Directors:</b>	M Horton	(resigned 3 September 2010)
	P Horton	(resigned 3 September 2010)
	L King	(resigned 3 September 2010)
	R S Oakden	(appointed 3 September 2010)
		(resigned 14 June 2011)
	R Watson	(resigned 3 September 2010)
	L West	(resigned 3 September 2010)
	R C Ramsden	(appointed 3 September 2010)

Subsequent to the period-end, on 17 May 2011, S M Howard was also appointed as a director.

<b>Secretary:</b>	J Davies	(appointed 3 September 2010)
	L King	(resigned 3 September 2010)

**Registered Office:** Enbrook Park, Folkestone, Kent CT20 3SE.

**Company Registration no:** 4012903

The directors submit their report together with the audited financial statements for the period ended 31 January 2011. Comparatives are stated for the year ended 30 April 2010.

### **Results and dividends**

The profit before taxation for the period amounted to £817,000 (2010 - £1,153,000). A profit after taxation of £588,000 (2010 - £995,000) has been transferred to reserves. Dividends paid on ordinary shares to Greenbanks Homecare Limited amounted to £501,000 (2010 - £1,309,000).

### **Principal activity and review of business**

The Company's principal activity is the provision of non-medical home help to the over-50's. The Company has completed a satisfactory period and during the coming year the Company will continue to invest in developing its business.

### **Risks and uncertainties**

The impact of the current economic climate has impacted significantly upon Greenbanks Homecare (Wales) Limited. This continues to be an area that could produce uncertainties for the care industry.

### **Future developments**

The directors consider the results for the period to be satisfactory and are anticipating an increase in growth of the business in the coming year.

## **GREENBANKS HOMECARE (WALES) LIMITED**

### **Directors' report continued**

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

The directors are required by law to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the Company and of the profit or loss for the period

The directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) The directors confirm that the accounting policies are appropriate to the Company's business and have been applied consistently. In preparing the financial statements for the period, the directors have made reasonable and prudent judgements and have ensured that applicable accounting standards have been followed

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 2006. 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.

It is the Group's policy to maintain indemnity insurance for directors and officers.

#### **Disclosure of information to the auditors**

Each current director has made enquiries of their fellow directors and the Company's auditor and taken all the steps that they are obliged to take as a director in order to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information

Relevant audit information is that information needed by the auditor in connection with preparing its report So far as each director approving this report is aware, and based on the above steps, there is no relevant audit information of which the auditor is unaware


#### **Audit report**

The directors note that the auditor's report has been qualified The company was entitled to an exemption from statutory audit for the year ended 30 April 2010, and no audit was subsequently obtained As a consequence, the auditor has been unable to obtain sufficient appropriate audit evidence regarding the carrying value of the company's debtors and tangible fixed assets as at that balance sheet date, and was therefore unable to determine whether any associated adjustments might have been necessary in respect of the result for the period ended 31 January 2011 reported in the income statement.

## **Auditors**

Ernst & Young LLP have expressed their willingness to act as auditors and a resolution proposing their appointment will be submitted at the Annual General Meeting

By order of the Board

A handwritten signature in black ink, appearing to read 'J Davies', followed by a horizontal line.

J Davies  
Secretary

07 November 2011

## **QUALIFIED INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GREENBANKS HOMECARE (WALES) LIMITED**

We have audited the financial statements of Greenbanks Homecare (Wales) Limited for the period ended 31 January 2011 which comprise the Profit and Loss Account, the Balance Sheet, the Reconciliation of movements in shareholders' funds and the related notes 1 to 16. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom 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 Statement of Directors' responsibilities set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements 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 financial statements**

An audit involves obtaining audit evidence about the amounts and disclosures sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Directors' report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion.

### **Basis for Qualified Opinion**

We were appointed as auditors of the company on 3 September 2010. The company was entitled to an exemption from statutory audit under Section 477 of the Companies Act 2006 for the year ended 30 April 2010 and no audit was subsequently obtained.

We were unable to obtain sufficient appropriate audit evidence regarding the carrying value of the company's prepayments as at 30 April 2010. Since these balance sheet amounts enter into the determination of the company's financial performance, we were unable to determine whether adjustments might have been necessary in respect of the profit for the year reported in the income statement.

### **Qualified Opinion on the profit and loss account**

In our opinion, except for the possible effects of the matter described in the Basis for Qualified Opinion paragraph, the profit and loss account gives a true and fair view of the profit of Greenbanks Homecare (Wales) Limited for the period ended 31 January 2011.

## **Opinion on financial statements**

In our opinion

- the balance sheet gives a true and fair view of the affairs of Greenbanks Homecare (Wales) Limited as at 31 January 2011,
- the financial statements have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- the financial statements have been properly prepared in accordance with the requirements of the Companies Act 2006

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

In our opinion the information given in the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements

## **Matters on which we are required to report by exception**

In respect solely of the limitation of our work relating to prepayments, described in the Basis for Qualified Opinion paragraph:

- we have not obtained all the information and explanations that we considered necessary for the purpose of our audit; and
- we were unable to determine whether adequate accounting records had been kept

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

- ▶ returns adequate for our audit have not been received from branches not visited by us; or
- ▶ the financial statements are not in agreement with the accounting records and returns, or
- ▶ certain disclosures of directors' remuneration specified by law are not made

*Ernst & Young LLP*

Kevin Senior (Senior statutory auditor)

for and on behalf of Ernst & Young LLP, Statutory Auditor

London

*3 November 2011*

**GREENBANKS HOMECARE (WALES) LIMITED**  
**Profit and loss account for the period ended 31 January 2011**

	Note	2011 £'000	2010 £'000
<b>Turnover</b>	2	4,114	5,313
Cost of sales		(2,467)	(3,095)
<b>Gross profit</b>		<u>1,647</u>	<u>2,218</u>
Administrative and marketing expenses		(828)	(1,063)
Other operating charges		(2)	(2)
<b>Profit on ordinary activities before taxation</b>	3	<u>817</u>	<u>1,153</u>
Taxation	6	(229)	(158)
<b>Retained profit for the financial period</b>	13	<u><u>588</u></u>	<u><u>995</u></u>

The comparative profit and loss account shows the Company's trading result for the year ended 30 April 2010

There were no recognised gains or losses other than the amounts included above

	Note	2011 £'000	2010 £'000
<b>Reconciliation of shareholders' funds</b>			
Total recognised gains and losses relating to the period		588	995
Dividends paid		<u>(501)</u>	<u>(1,309)</u>
Net movement in shareholders' funds		87	(314)
Shareholders' surplus brought forward		<u>-</u>	<u>314</u>
Shareholders' surplus carried forward		<u><u>87</u></u>	<u><u>-</u></u>

**GREENBANKS HOMECARE (WALES) LIMITED**  
**Balance sheet as at 31 January 2011**

	Note	2011 £'000	2010 £'000
<b>Current assets</b>			
Debtors	8	702	501
Cash at bank and in hand		1	591
		<u>703</u>	<u>1,092</u>
<b>Creditors - amounts falling due within one year</b>	9	(616)	(1,092)
<b>Net current assets</b>		<u>87</u>	<u>-</u>
<b>Net assets</b>		<u>87</u>	<u>-</u>
<b>Capital and reserves</b>			
Called up share capital	12	-	-
Profit and loss account	13	87	-
<b>Shareholders' funds</b>		<u>87</u>	<u>-</u>

Signed for and on behalf of the Board by



S M Howard  
 Director  
 02 November 2011



## **GREENBANKS HOMECARE (WALES) LIMITED**

### **Notes to the financial statements**

#### **1 Accounting policies**

##### **a) Accounting convention**

The financial statements are prepared under the historical cost convention, and in accordance with applicable accounting standards as defined in Companies Act 2006 s 464

##### **b) Turnover**

Turnover represents the total invoice value, excluding value added tax, of sales made during the year

##### **c) Operating leases**

Rentals in respect of operating leases are charged to the profit and loss account on a straight-line basis over the lease term

##### **d) Deferred taxation**

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or right to pay less or to receive more, tax. Deferred tax is measured on a non-discounted basis at the tax rates that are expected to apply in the years in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date. Deferred tax assets are recognised only to the extent that the directors consider it is more likely than not that there will be suitable taxable profits from which the underlying timing differences can be deducted.

##### **f) Cash flow statement**

The directors have taken advantage of the exemption available under FRS 1 (Cash flow statements) of the requirement to prepare a cash flow statement as a consolidated cash flow statement has been presented in the financial statements of the ultimate parent undertaking, Acromas Holdings Limited.

#### **2 Turnover**

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the UK

## GREENBANKS HOMECARE (WALES) LIMITED

### Notes to the financial statements

#### 3 Profit on ordinary activities before taxation

	2011 £'000	2010 £'000
Profit on ordinary activities before taxation is stated after charging:-		

Fees for the audit of the Company	<u>6</u>	<u>5</u>
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Any fees paid to the Company's auditor, Ernst & Young LLP, for services other than the statutory audit of the Company are not disclosed in these financial statements since the consolidated financial statements of the ultimate parent undertaking, Acromas Holdings Limited, are required to disclose non-audit fees on a consolidated basis

#### 4 Directors' emoluments

	2011 £'000	2010 £'000
Aggregate emoluments in respect of qualifying services	<u>103</u>	<u>110</u>

R S Oakden was remunerated by Saga Group Limited, a fellow subsidiary of the ultimate holding company, Acromas Holdings Limited. The emoluments of this director were not recharged to the Company and they did not receive any emoluments during the period in respect of their services as a director of the Company (2010 £nil)

R C Ramsden is remunerated by Saga Services Limited, a fellow subsidiary of the ultimate holding company, Acromas Holdings Limited. The emoluments of this director were not recharged to the Company and they did not receive any emoluments during the period in respect of their services as a director of the Company (2010 £nil)

All other directors were remunerated by Greenbanks Homecare Limited, the immediate parent undertaking

**GREENBANKS HOMECARE (WALES) LIMITED****Notes to the financial statements - continued**

<b>5</b>	<b>Staff costs</b>	2011	2010
		£'000	£'000
	Wages and salaries	2,521	3,041
	Social security costs	154	194
	Pension costs	-	-
	Other costs	-	-
		<u>2,675</u>	<u>3,235</u>

	The monthly average number of employees during the period was as follows -	2011	2010
		No.	No
	Operations	349	-
	Administration and management	<u>27</u>	<u>-</u>
		<u>-</u>	<u>-</u>

<b>6</b>	<b>Taxation</b>	2011	2010
		£'000	£'000
	UK corporation tax at 28% (2010 – 28%) – current period	229	158
	Adjustments relating to prior periods	-	-
	Current tax	<u>229</u>	<u>158</u>
	Deferred tax – current period	-	-
		<u>229</u>	<u>158</u>

	Reconciliation of current tax charge -	2011	2010
		£'000	£'000
	Pre-tax profit at 28% (2010 – 28%)	(229)	-
	Adjustments relating to prior periods	-	-
	Other timing differences	-	-
	Depreciation in excess of capital allowances	-	-
	Current tax charge for the period	<u>(229)</u>	<u>-</u>

There are no circumstances foreseen that are expected to materially impact future tax charges

**7 Dividends**

Dividends paid on ordinary shares to Greenbanks Homecare Limited amounted to £501,000 (2010 - £1,309,000)

**GREENBANKS HOMECARE (WALES) LIMITED****Notes to the financial statements – continued**

<b>8 Debtors</b>	<b>2011</b>	<b>2010</b>
	<b>£'000</b>	<b>£'000</b>
Trade debtors	648	412
Other taxes and social security	51	-
Prepayments and accrued income	3	89
	<u>702</u>	<u>501</u>

<b>9 Creditors – amounts falling due within one year</b>	<b>2011</b>	<b>2010</b>
	<b>£'000</b>	<b>£'000</b>
Trade creditors	13	14
Amounts owed to participating interest	23	539
Corporation tax	230	159
Other taxes and social security	78	5
Other creditors	-	258
Accruals and deferred income	272	117
	<u>616</u>	<u>1,092</u>

**10 Lease commitments**

The annual commitment under non-cancellable operating leases for plant & machinery is as follows

	<b>2011</b>	<b>2010</b>
	<b>£'000</b>	<b>£'000</b>
Leases expiring		
Within one year	-	36
Between two and five years	-	-
In over five years	-	23
	<u>-</u>	<u>59</u>

**11 Contingent liabilities**

At the previous year-end, the company was part of a composite guarantee dated 3 July 2007 together with Greenbanks Homecare Limited, Greenbanks Homecare (Southern) Limited, Greenbanks Homecare (Western) Limited and Greenbanks Live-In Limited. This guarantee was released during the period ended 31 January 2011.

**GREENBANKS HOMECARE (WALES) LIMITED****Notes to the financial statements – continued**

<b>12</b>	<b>Called up share capital</b>	2011	2010
		£	£
	<b>Allotted, called up and fully paid</b>		
	100 ordinary shares of £1 each	<u>100</u>	<u>100</u>

<b>13</b>	<b>Profit and loss account</b>	2011	2010
		£'000	£'000
	At start of period	-	314
	Retained profit for the period	588	995
	Dividends paid	<u>(501)</u>	<u>(1,309)</u>
	At 31 January	<u>87</u>	<u>-</u>

**14 Related party transactions**

The Company has taken advantage of the exemption within FRS 8 (Related party disclosures) in not disclosing transactions with other entities in the Acromas group of companies

**15 Ultimate parent undertaking**

The immediate parent undertaking is Greenbanks Homecare Limited, a company which is registered in England. The financial statements of the Company have been consolidated in the group financial statements of Acromas Holdings Limited (the ultimate parent undertaking), a company which is registered in England

**16 Ultimate controlling party**

The directors consider the ultimate controlling party to be funds advised by Charterhouse General Partners, CVC Capital Partners and Permira Advisers acting in concert