

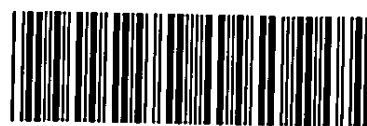
**GUARDIAN HOMECARE SERVICES
(SURREY & MID-SUSSEX)
LIMITED**

(Registered number: 04501662)

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

**FOR THE YEAR ENDED
31 DECEMBER 2009**

TUESDAY



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Guardian Homecare Services (Surrey & Mid-Sussex) Limited

(Registered No: 04501662)

Directors and other company details

Directors

Mr N T Beazley
Mr F A Kee
Mr M A Merchant
Mr F D Gregory
Mr S D Sheehy
Mr S D Flanagan

Secretary and registered office

Bupa Secretaries Limited
Bupa House
15-19 Bloomsbury Way
London WC1A 2BA

Auditors

KPMG Audit Plc
6 Lower Brook Street
Ipswich
Suffolk
IP4 1AP

Report of the Directors

The directors present their directors' report and audited financial statements for the year ended 31 December 2009

Principal activities

The principal activity of the company continues to be the supply of domiciliary care

Review of the business

Guardian Homecare Services (Surrey & Mid Sussex) Limited has experienced a sharp drop in turnover due to a loss of a number of significant service users. The company has reacted well however, and as well as retaining its other existing contracts has developed significant new business with another local authority. The existing business provides a solid contractual base from which to grow, in the local market.

The external commercial environment is expected to remain competitive during 2010 as a result of the councils reducing the number of providers from which they will purchase services and market consolidation.

As a result of the straight forward nature of the business, the Directors do not consider the disclosure of KPIs necessary to provide an understanding of the development, performance or position of the business.

Results and dividends

The loss for the year, after taxation, amounted to £28,000 (2008 £215,000 profit)

The Directors do not recommend the payment of a dividend in respect of the year ended 31 December 2009 (2008 nil)

Companies (Audit, Investigations and Community Enterprise) Act 2004

As at the date of this report, indemnities are in force under which the Company has agreed to indemnify the directors, to the extent permitted by law and the Company's Articles of Association, in respect of all losses arising out of, or in connection with, the execution of their powers, duties and responsibilities, as directors of the Company.

Directors

The directors of the company during the year and subsequently were as follows,

Mr N T Beazley
Mr F A Kee
Mr F D Gregory
Mr S D Sheehy
Mr M A Merchant
Mr S D Flanagan

Report of the Directors (continued)

Employees

Details of the number of person's employed and gross remuneration are contained in note 2 to the financial statements

Every effort is made by the directors and management to inform, consult and encourage the full involvement of staff on matters concerning them as employees and affecting the company's performance

The company continues to pursue its stated policy of giving every consideration to the employment of disabled persons. Employees who are registered disabled persons are, to the greatest possible extent, treated on the same basis as all other employees and given every opportunity to develop their full working potential within the company, through training, career development and promotion. Where employees have become disabled whilst in the service of the company, every effort is made to rehabilitate them in their former occupation or some suitable alternative.

Supplier Payment Policy

The Company's policy is to settle terms of payment with suppliers when agreeing the terms of each transaction, ensure that supplier are made aware of their terms of payment and abide by the terms of payment. Trade creditors of the Company at 31 December 2009 were equivalent to 30 days (2008: 30 days) purchases, based on the average daily amount invoiced by suppliers during the year.

Political and Charitable contributions

The Company made no political or charitable donations or incurred any political expenditure during the year.

International Financial Reporting Standards

The ultimate parent undertaking has prepared Group accounts in accordance with International Financial Reporting Standards (IFRS). The Company is not required to report under IFRS and therefore these accounts are prepared in accordance with applicable UK accounting standards.

Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Report of the Directors (continued)

Auditors

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG Audit Plc will therefore continue in office

By order of the board

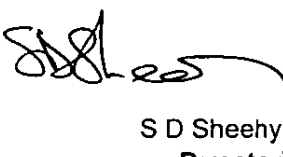
Registered Office

Bupa House

15-19 Bloomsbury Way,

London WC1A 2BA

For and on behalf of



S D Sheehy
Director
25 May 2010

**STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT
AND THE FINANCIAL STATEMENTS**

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

Under company law the directors must not approve the financial statements unless they are satisfied that they 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 these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- 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 adequate accounting records that are sufficient to show and explain the company's transactions and 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 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GUARDIAN HOMECARE SERVICES (SURREY AND MID SUSSEX) LIMITED

We have audited the financial statements of Guardian Homecare Services (Surrey and Mid Sussex Limited) for the year ended 31 December 2009 set out on pages 7 to 15. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK 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 auditors' 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 auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 4, 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 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 (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's website at www.frc.org.uk/apb/scope/UKNP.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2009 and of its loss for the year then ended,
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice, and
- have been 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 year for which the financial statements are prepared is consistent with the financial statements.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GUARDIAN
HOMECARE SERVICES (SURREY & MID-SUSSEX) LIMITED (continued)**

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept, or 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, or
- we have not received all the information and explanations we require for our audit

S Beavis

S Beavis (Senior Statutory Auditor)
for and on behalf of KPMG Audit Plc, Statutory Auditor
Chartered Accountants
6 Lower Brook Street
Ipswich
IP4 1AP
United Kingdom

27 May 2010

**Profit and loss account
for the year ended 31 December 2009**

	<i>Note</i>	Year ended 31 December 2009 £'000	Year ended 31 December 2008 £'000
Turnover	1	465	1,617
Cost of sales		(396)	(971)
Gross profit		69	646
Other operating expenses		(96)	(368)
Operating (loss) / profit	3	(27)	278
Net interest receivable and similar charges	4	3	-
(Loss) / Profit on ordinary activities before taxation		(24)	278
Taxation on (loss) / profit from ordinary activities	5	(4)	(63)
(Loss) / Profit for the year		(28)	215

All amounts relate to continuing activities

All recognised gains and losses are included in the profit and loss account

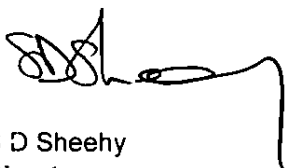
There were no material differences between the results as disclosed in the profit and loss account and that given by an unmodified historical cost basis during the period

The notes on pages 9 to 15 form part of these financial statements

Balance sheet
as at 31 December 2009

	<i>Note</i>	31 December 2009 £'000	31 December 2008 £'000
Fixed assets			
Tangible assets	6	-	-
Current assets			
Debtors	7	406	522
Cash at bank and in hand		146	100
		552	622
Creditors amounts falling due within one year	8	(153)	(195)
Net current assets		399	427
Net assets		399	427
Capital and reserves			
Called up share capital	10	-	-
Profit and loss account	11	399	427
Shareholders' funds		399	427

The financial statements were approved by the Board on 25 May 2010, and signed on its behalf by



S D Sheehy
Director

The notes on pages 9 to 15 form part of these financial statements

**Notes forming part of the financial statements
for the year ended 31 December 2009**

1 Accounting policies

The financial statements are prepared on the going concern basis, under the historical cost convention, and are in accordance with applicable UK accounting standards and the Companies Act 2006

The following principal accounting policies have been applied consistently

Turnover

Turnover represents sales to customers at invoiced amounts less value added tax in respect of the sale of goods and services

Depreciation

Depreciation is provided to write off the cost, less estimated residual value, of all fixed assets, evenly over their expected useful lives. Estimates of useful lives of these assets are

Fixtures and Fittings - 3 years

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between certain items for taxation and accounting purposes. Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be taxable profits from which the underlying timing differences can be deducted. Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse.

Leased Assets

Rental costs arising from operating leases are charged against operating profit as they arise.

**Notes forming part of the financial statements
for the year ended 31 December 2009 (continued)**

2 Employees

	Year ended 31 December 2009 £'000	Year ended 31 December 2008 £'000
Staff costs (including directors) consist of		
Wages and salaries - operations	366	896
Wages and salaries – support functions	11	223
Social security costs	26	84
	403	1,203

The average number of employees, including directors, of the company during the period was

	Year ended 31 December 2009 Number	Year ended 31 December 2008 Number
Support functions	1	7
Operational teams	30	79
	31	86

None of the directors received any remuneration during the year (2008 £nil)

3 Operating profit

	Year ended 31 December 2009 £'000	Year ended 31 December 2008 £'000
Operating profit is stated after charging		
Hire of premises - operating leases	21	42

Auditors' remuneration of £1,250 (2008 £2,000) is incurred by Bupa Home Healthcare Limited on behalf of Guardian Homecare Services (Surrey & Mid Sussex) Limited

**Notes forming part of the financial statements
for the year ended 31 December 2009 (continued)**

4 Net interest receivable and similar charges

	Year ended 31 December 2009 £'000	Year ended 31 December 2008 £'000
Intercompany interest receivable	3	-

5 Taxation on profit from ordinary activities

(a) Analysis of charge in period

	Year ended 31 December 2009 £'000	Year ended 31 December 2008 £'000
Current tax		
UK corporation tax on profits of the period	(5)	69
Adjustments to tax charge/ (credit) in respect of prior periods	11	(5)
	6	64
Deferred tax		
Deferred tax on short term and other timing differences		
Tax on profit on ordinary activities	(2)	(1)
	4	63

**Notes forming part of the financial statements
for the year ended 31 December 2009 (continued)**

5 (b) Factors affecting tax charge for period

The tax assessment for the period is higher (2008 lower) than the 2009 rate of corporation tax in the UK of 28% (2008 28.5%). The differences are explained below

	Year ended 31 December 2009	Year ended 31 December 2008
	£'000	£'000
(Loss)/ Profit on ordinary activities before tax	(24)	278
Tax (credit)/ charge on profit on ordinary activities at 28% (2008 28.5%)	(7)	79
Effects of		
Depreciation in excess of capital allowances claimed	2	-
Accelerated capital allowances	-	(11)
Deferred tax on short-term and other timing differences	-	1
Adjustments to tax charge/ (credit) in respect of prior periods	11	(5)
Current tax charge for period	6	64

6 Tangible assets

	Fixtures and Fittings £'000
Cost	
At 1 January 2009	4
Disposals	(4)
At 31 December 2009	-
Depreciation	
At 1 January 2009	4
Disposals	(4)
Charge for the year	-
At 31 December 2009	-
Net book value	
At 31 December 2009	-
At 31 December 2008	-

**Notes forming part of the financial statements
for the year ended 31 December 2009 (continued)**

7 Debtors

	31 December 2009 £'000	31 December 2008 £'000
Trade debtors	49	120
Other debtors, prepayments and accrued income	28	179
Amounts owed by group undertakings	326	222
Deferred taxation – due after one year (note 9)	3	1
	406	522

All amounts shown under debtors fall due for payment within one year except deferred tax which is due after one year

Amounts owed by group undertakings are unsecured and repayable on demand

8 Creditors: amounts falling due within one year

	31 December 2009 £'000	31 December 2008 £'000
Trade creditors	1	4
Amounts owed to group undertakings	131	148
Other taxes and social security	6	-
Other creditors, accruals and deferred income	15	43
	153	195

Amounts due to group undertakings are unsecured and repayable on demand

**Notes forming part of the financial statements
for the year ended 31 December 2009 (continued)**

9 Deferred Taxation

	2009 £'000
The deferred tax asset is analysed as follows	
<u>Depreciation in excess of capital allowances claimed</u>	(3)
The movement in the year in the net deferred tax asset is as follows	
At beginning of the year	(1)
<u>Deferred tax credit for the year</u>	(2)
<u>At end of the year (note 7)</u>	(3)

10 Share capital

	31 December 2009 £	31 December 2008 £
Authorised		
<u>Ordinary shares of £1 each – 1,000 shares</u>	1,000	1,000
Allotted and fully paid		
<u>Ordinary shares of £1 each – 3 shares</u>	3	3

11 Reserves

	Profit and loss account £'000
At 1 January 2009	427
<u>Loss for the year</u>	(28)
<u>At 31 December 2009</u>	399

**Notes forming part of the financial statements
for the year ended 31 December 2009 (continued)**

12 Commitments under operating leases

At 31 December 2009, the company had annual commitments under non-cancellable operating leases as set out below

	31 December 2009 £'000	31 December 2008 £'000
Operating leases which expire		
Within one year	-	3

13 Cash flow statement

The company is a wholly-owned subsidiary of The British United Provident Association Limited ('Bupa') and is included in the consolidated financial statements of Bupa, which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard 1 (Revised 1996)

14 Related party transactions

As a wholly owned subsidiary of Bupa, advantage has been taken of the exemption afforded by Financial Reporting Standard 8 from disclosing related party transactions with BUPA and other group companies. There are no other related party transactions.

15 Immediate and Ultimate Parent Undertakings

The immediate parent undertaking of Guardian Homecare Services (Surrey & Mid Sussex) Limited is Guardian Homecare UK Limited, a company registered in England and Wales.

The ultimate parent undertaking of the Company and the largest group into which these financial statements are consolidated, is The British United Provident Association Limited (Bupa), a company incorporated in England and Wales. The smallest group into which these financial statements are consolidated is that headed by Bupa Finance Plc, a company registered in England and Wales. Copies of the financial statements for both companies can be obtained from the Registrar of Companies, Cardiff, CF14 3UZ.