

Westminster Beaumont Properties (Edgbaston) Limited

Directors' report and financial statements

Year ended 31 May 1999

Registered number 2839879



Westminster Beaumont Properties (Edgbaston) Limited

Directors' report and financial statements

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Westminster Beaumont Properties (Edgbaston) Limited

Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 May 1999.

Principal activities

The company's principal activity is the sale of highly sheltered housing to the frail and elderly on long leases. Care and property services are provided by other group companies.

Business review

The results for the year are set out in the profit and loss account on page 5. On 21 April 1999, the former ultimate parent undertaking Westminster Healthcare Group Limited (formerly Westminster Health Care Holdings PLC) was acquired by Westminster Healthcare UK Limited a subsidiary undertaking of Westminster Health Care Holdings Limited (the new ultimate parent undertaking).

Directors and directors' interests

The directors who held office during the year were as follows:

KCK Scott	(resigned 31 May 1999)
AS Wilson	(resigned 30 July 1999)

On 30 July 1999 AG Heywood and PK Churchley were appointed as directors. On 3 November 1999 Dr CB Patel and SJ Purse were appointed as directors and on 7 March 2000 SJ Purse resigned.

In accordance with the articles of association, no directors retire by rotation.

None of the directors who held office at the end of the financial year had any disclosable interests in the shares of the company. The interests of the directors in the share capital of Westminster Health Care Holdings Limited were as follows:

	At 31 May 1999 and at date of appointment	
	A shares	B shares
Dr CB Patel	909,278	9
AG Heywood	75,773	1

Statement on payment of suppliers

The company's policy, in relation to all its suppliers, is to settle the terms of payment when agreeing the terms of the transaction and to abide by those terms provided that it is satisfied that the supplier has provided the goods or services in accordance with the agreed terms and conditions. The company does not follow any code or standard on payment practice. The company had no trade creditor balances at 31 May 1999 or 31 May 1998.

Westminster Beaumont Properties (Edgbaston) Limited

Directors' report (continued)

Year 2000

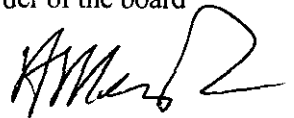
The directors have considered the impact of the Year 2000 date change on the company. There can be no assurance that the change in date from 1999 to 2000 will not affect the company's operations or results, however, at the date of signing, no adverse effects of the date change have been experienced.

Auditors

In accordance with Section 384 of the Companies Act 1985, a resolution for the re-appointment of KPMG Audit Plc as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

Kings Court
41-51 Kingston Road
Leatherhead
Surrey KT22 7SZ

By order of the board



AG Heywood
Director

30 March 2000

Westminster Beaumont Properties (Edgbaston) Limited

Statement of Directors' responsibilities in respect of the preparation of financial statements

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; 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 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 the assets of the company and to prevent and detect fraud and other irregularities.

Westminster Beaumont Properties (Edgbaston) Limited

Report of the auditors, KPMG Audit Plc, to the members of Westminster Beaumont Properties (Edgbaston) Limited

We have audited the financial statements on pages 5 to 9.

Respective responsibilities of directors and auditors

As described on page 3, 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 affairs of the company as at 31 May 1999 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



KPMG Audit Plc
Chartered Accountants
Registered Auditor
London

30 March 2000

Westminster Beaumont Properties (Edgbaston) Limited

Profit and loss account Year ended 31 May 1999

	<i>Note</i>	Year ended 31 May 1999 £'000	Period from 1 January 1997 to 31 May 1998 £'000
Turnover	<i>2</i>	2	282
Cost of sales		(1)	(247)
Gross profit		1	35
Administrative expenses		-	(14)
Profit on ordinary activities before taxation	<i>3</i>	1	21
Tax on profit on ordinary activities	<i>5</i>	-	(7)
Profit for the financial year	<i>10</i>	1	14

The results for both the current and prior year derive from continuing activities.

The company had no recognised gains or losses other than the profit for the current and prior year.

The historical cost profit and the reported profit for the current and prior year are the same.

Movements in shareholders' funds are shown in note 10.

Westminster Beaumont Properties (Edgbaston) Limited

Balance sheet at 31 May 1999

	<i>Note</i>	1999	1998
		£'000	£'000
Fixed assets			
Tangible assets	6	13	13
Current assets			
Stocks	7	537	453
Cash at bank and in hand		1	1
		<u>538</u>	<u>454</u>
Creditors: amounts falling due within one year			
Other creditors	8	(519)	(436)
Net current assets		<u>19</u>	<u>18</u>
Net assets		<u>32</u>	<u>31</u>
Capital and reserves			
Called up share capital	9	-	-
Profit and loss account	10	32	31
Equity shareholders' funds	10	<u>32</u>	<u>31</u>

The accounts were approved by the board of directors on 30 March 2000 and were signed on its behalf by:



AG Heywood
Director

Westminster Beaumont Properties (Edgbaston) 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.

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules, modified to include the revaluation of certain land and buildings.

The company is exempt from the requirement of Financial Reporting Standard No. 1 (revised) to prepare a cash flow statement as it is a wholly owned subsidiary undertaking of Westminster Health Care Group Limited and its cash flows are included within the consolidated cash flow statement of that company.

The related party transactions note included in the consolidated financial statements of the ultimate parent undertaking complies with the conditions of Financial Reporting Standard No.8 (FRS8) 'Related Party Transactions'. The company is therefore exempt under FRS8 from the requirement to prepare a separate note disclosing transactions or balances with entities which form part of the group headed at the ultimate parent undertaking.

Turnover

Turnover represents sales of highly sheltered property. Sales to third parties are recognised on completion.

Depreciation

Depreciation is not provided on freehold land

Stocks

Stocks and work in progress represents close care units that have been acquired or constructed by the company.

Stocks of these units are stated at the lower of cost or estimated net realisable value. The cost of units acquired is their purchase price. The cost of completed units is the cost of land and direct expenditure and proposal fees.

Taxation

The charge for taxation takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Provision is made for deferred tax to the extent that it is probable that an actual liability will crystallise.

2. Segmental information

The turnover, profit before taxation and net assets are attributable from its principal activity of constructing and selling highly sheltered housing to the frail and elderly on long leases in the United Kingdom.

Westminster Beaumont Properties (Edgbaston) Limited

Notes (continued)

Year ended 31 May 1999

3. Profit on ordinary activities before taxation

The remuneration of the auditors and their associates (inclusive of VAT) in respect to services provided to the company during the year was £nil (1998: £1,000). The remuneration of the auditors and their associates in respect of non audit services to the company was £nil (1998: £nil)

4. Remuneration of directors

The company has no other employees other than directors. The emoluments paid to the directors was £nil (1998: £nil).

5. Taxation

	Year ended 31 May 1999 £'000	Period from 1 January 1997 to 31 May 1998 £'000
UK corporation tax at 31% (1998: 31%) on profit on ordinary activities	-	7
	=====	=====

6. Tangible fixed assets

	Freehold Land £'000
<i>Cost and net book value</i>	
At 1 June 1998 and 31 May 1999	13
	=====

7. Stocks

	1999 £'000	1998 £'000
Assets for resale	537	453
	=====	=====

Stock comprises close care units which have been developed by Westminster Beaumont Properties (Edgbaston) Limited.

Westminster Beaumont Properties (Edgbaston) Limited

Notes (continued)

Year ended 31 May 1999

8. Creditors amounts falling due within one year

	1999 £'000	1998 £'000
Other creditors		
Amounts due to group undertakings	517	429
Other creditors	2	7
	<u>519</u>	<u>436</u>

9. Called up share capital

	1999 £	1998 £
Authorised		
1,000 (1998: 1,000) ordinary shares of £1	1,000	1,000
	<u> </u>	<u> </u>
Allotted, called up and fully paid		
2 (1998: 2) ordinary shares of £1	2	2
	<u> </u>	<u> </u>

10. Reconciliation of movements in shareholders' funds

	Profit and loss account £'000	1999 £'000	1998 £'000
At 1 June 1998	31	31	17
Profit for the financial year	1	1	14
At 31 May 1999	<u>32</u>	<u>32</u>	<u>31</u>

11. Contingent liability

The company has sold retirement apartments under arrangements which entitle the purchaser to require repurchase of the apartments, in certain circumstances, at the higher of a discount to the cost or a discount to the market value. As at 31 May 1999 the total repurchase commitment notified to the company is £0.1m (1998: £nil) and the aggregate obligation is estimated at £0.7m (1998: £0.7m). The Directors consider that no provision for losses is required.

12. Control and ultimate parent company

The company is a subsidiary undertaking of, and is controlled by Westminster Health Care Holdings Limited, which is incorporated in England and registered in England and Wales. Westminster Health Care Holdings Limited heads the largest and the smallest higher group of undertakings for which group financial statements are prepared and of which the company is a member. Westminster Health Care Holdings Limited's first accounting period ended on 31 December 1999.