

# **Westminster Beaumont Properties Limited**

Directors' report and financial statements

Seven months ended 31 December 1999

Registered number 2851607



## Contents

|                                                                                  |   |
|----------------------------------------------------------------------------------|---|
| Directors' report                                                                | 1 |
| Statement of directors' responsibilities                                         | 3 |
| Report of the auditors to the members of Westminster Beaumont Properties Limited | 4 |
| Profit and loss account                                                          | 5 |
| Balance sheet                                                                    | 6 |
| Notes                                                                            | 7 |

## Directors' report

The directors present their annual report and the audited financial statements for the seven months ended 31 December 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 period are set out in the profit and loss account on page 5.

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.

### Proposed dividend

The directors do not recommend the payment of a dividend (*31 May 1999: £nil*).

### Directors and directors' interests

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

|              |                             |
|--------------|-----------------------------|
| PK Churchley | (appointed 14 July 1999)    |
| AG Heywood   | (appointed 30 July 1999)    |
| Dr CB Patel  | (appointed 3 November 1999) |
| SJ Purse     | (appointed 3 November 1999) |
| AS Wilson    | (resigned 30 July 1999)     |

On 7 March 2000 SJ Purse resigned as a director. On 30 September 2000 PK Churchley resigned as a director.

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 interest in the shares of the company.

The interests of the directors in the share capital of Westminster Health Care Holdings Limited, the ultimate parent company, were as follows:

|              | Interest at end of the period |          | Interest at start of period<br>or date of appointment |          |
|--------------|-------------------------------|----------|-------------------------------------------------------|----------|
|              | A shares                      | B shares | A shares                                              | B shares |
| Dr CB Patel  | 909,278                       | 9        | 909,278                                               | 9        |
| AG Heywood   | 75,773                        | 1        | 75,773                                                | 1        |
| PK Churchley | 15,155                        | -        | -                                                     | -        |

## **Directors' report** *(continued)*

### **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.

By order of the board

A handwritten signature in black ink, appearing to read 'Jon Hather', is written over a circular stamp. The signature is fluid and cursive.

**Jon Hather**  
*Secretary*

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

30 October 2000

## **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.

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.

## **Report of the auditors to the members of Westminster Beaumont Properties Limited**

We have audited the financial statements on pages 5 to 10.

### **Respective responsibilities of directors and auditors**

The directors are responsible for preparing the directors' report and, as described on page 3, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

### **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 as at 31 December 1999 and of its profit for the period then ended and have been properly prepared in accordance with the Companies Act 1985.



**KPMG Audit Plc**  
*Chartered Accountants*  
*Registered Auditor*

8 Salisbury Square  
London  
EC4Y 8BB

30 October 2000

## Profit and loss account

*for the seven months to 31 December 1999*

|                                                      | <i>Note</i> | <b>Seven months to<br/>31 December 1999<br/>£'000</b> | <b>Year to<br/>31 May 1999<br/>£'000</b> |
|------------------------------------------------------|-------------|-------------------------------------------------------|------------------------------------------|
| <b>Turnover</b>                                      |             | <b>390</b>                                            | <b>1,359</b>                             |
| Cost of sales                                        |             | (297)                                                 | (1,253)                                  |
|                                                      |             | <hr/>                                                 | <hr/>                                    |
| <b>Gross profit</b>                                  |             | <b>93</b>                                             | <b>106</b>                               |
| Administrative expenses                              |             | (41)                                                  | -                                        |
|                                                      |             | <hr/>                                                 | <hr/>                                    |
| <b>Profit on ordinary activities before taxation</b> |             | <b>52</b>                                             | <b>106</b>                               |
| Tax on profit on ordinary activities                 | 5           | (16)                                                  | (33)                                     |
|                                                      |             | <hr/>                                                 | <hr/>                                    |
| <b>Profit for the financial year</b>                 |             | <b>36</b>                                             | <b>73</b>                                |
|                                                      |             | <hr/> <hr/>                                           | <hr/> <hr/>                              |

Movements in shareholders' funds are shown in note 11

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

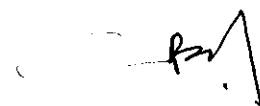
The company has no recognised gains or losses other than the profit for the period.

The historical cost profit and the reported profit are the same.

**Balance sheet**  
*at 31 December 1999*

|                                                       | <i>Note</i> | <b>31 December 1999</b> |              | <b>31 May 1999</b> |              |
|-------------------------------------------------------|-------------|-------------------------|--------------|--------------------|--------------|
|                                                       |             | <b>£'000</b>            | <b>£'000</b> | <b>£'000</b>       | <b>£'000</b> |
| <b>Fixed assets</b>                                   |             |                         |              |                    |              |
| Tangible assets                                       | 6           |                         | 42           |                    | 42           |
| <b>Current assets</b>                                 |             |                         |              |                    |              |
| Stocks                                                | 7           | 891                     |              | 543                |              |
| Debtors                                               | 8           | 1,020                   |              | 1,244              |              |
| Cash at bank and in hand                              |             | 1                       |              | 1                  |              |
|                                                       |             | <hr/>                   |              | <hr/>              |              |
|                                                       |             | 1,912                   |              | 1,788              |              |
| <b>Creditors: amounts falling due within one year</b> | 9           | (418)                   |              | (330)              |              |
|                                                       |             | <hr/>                   |              | <hr/>              |              |
| <b>Net current assets</b>                             |             |                         | 1,494        |                    | 1,458        |
|                                                       |             |                         | <hr/>        |                    | <hr/>        |
| <b>Net assets</b>                                     |             |                         | 1,536        |                    | 1,500        |
|                                                       |             |                         | <hr/>        |                    | <hr/>        |
| <b>Capital and reserves</b>                           |             |                         |              |                    |              |
| Called up share capital                               | 10          | -                       |              | -                  |              |
| Profit and loss account                               | 11          | 1,536                   |              | 1,500              |              |
|                                                       |             | <hr/>                   |              | <hr/>              |              |
| <b>Shareholders' funds – equity</b>                   |             |                         | 1,536        |                    | 1,500        |
|                                                       |             |                         | <hr/>        |                    | <hr/>        |

These financial statements were approved by the board of directors on 30 October 2000 and were signed on its behalf by:



**Dr CB Patel**  
*Director*

## **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.

Under Financial Reporting Standard 1 (revised) the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements.

As the company is a wholly owned subsidiary of Westminster Health Care Holdings Limited, the company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group.

#### ***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 units constructed is the cost of land, 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 to the principal activity of construction and selling highly sheltered housing to the frail and elderly on long leases in the United Kingdom.

### **3 Profit/(loss) on ordinary activities before taxation**

The remuneration of the auditors and their associates (exclusive of VAT) in respect to services provided to the company during the period and the prior financial year was borne by another group company. The remuneration of the auditors and their associates in respect of non audit services to the company was £nil (31 May 1999: £nil).

### **4 Remuneration of directors**

The company had no employees other than directors. The directors received no emoluments for services during the period (31 May 1999: £nil).

## Notes (continued)

### 5 Taxation

|                                                                   | Seven months<br>to 31 Dec 1999<br>£'000 | Year to<br>31 May 1999<br>£'000 |
|-------------------------------------------------------------------|-----------------------------------------|---------------------------------|
| <i>UK corporation tax</i>                                         |                                         |                                 |
| Current tax on income for the period at 30%<br>(31 May 1999: 31%) | 16                                      | 33                              |
|                                                                   | <hr/>                                   | <hr/>                           |

The UK corporation tax on profit on ordinary activities of £16,000 has been relieved by the surrender of losses by other group companies in exchange for payment of the same amount.

### 6 Tangible fixed assets

|                                | Freehold<br>Land<br>£'000 |
|--------------------------------|---------------------------|
| <i>Cost</i>                    |                           |
| At beginning and end of period | 42                        |
|                                | <hr/>                     |
| <i>Net Book Value</i>          |                           |
| At beginning and end of period | 42                        |
|                                | <hr/>                     |

### 7 Stocks

|                   | 31 Dec 1999<br>£'000 | 31 May 1999<br>£'000 |
|-------------------|----------------------|----------------------|
| Assets for resale | 891                  | 543                  |
|                   | <hr/>                | <hr/>                |

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

### 8 Debtors

|                                    | 31 Dec 1999<br>£'000 | 31 May 1999<br>£'000 |
|------------------------------------|----------------------|----------------------|
| Amounts owed by group undertakings | 1,020                | 1,244                |
|                                    | <hr/>                | <hr/>                |

## Notes (continued)

### 9 Creditors: amounts falling due within one year

|                                    | 31 Dec 1999<br>£'000 | 31 May 1999<br>£'000 |
|------------------------------------|----------------------|----------------------|
| Trade creditors                    | 3                    | -                    |
| Amounts owed to group undertakings | 324                  | 256                  |
| Corporation tax                    | 70                   | 70                   |
| Group relief payable               | 16                   | -                    |
| Other creditors                    | 5                    | 4                    |
|                                    | <u>418</u>           | <u>330</u>           |

### 10 Called up share capital

|                                                       | 31 Dec 1999<br>£ | 31 May 1999<br>£ |
|-------------------------------------------------------|------------------|------------------|
| <b>Authorised</b>                                     |                  |                  |
| 1,000 (31 May 1999: 1,000) Ordinary shares of £1 each | <u>1,000</u>     | <u>1,000</u>     |
| <b>Allotted, called up and fully paid</b>             |                  |                  |
| 2 (31 May 1999: 2) Ordinary shares of £1 each         | <u>2</u>         | <u>2</u>         |

### 11 Reconciliation of movement in shareholders' funds

|                                        | Share<br>capital<br>£000 | Profit<br>and loss<br>account<br>£000 | Seven months<br>to Dec 1999<br>Total<br>£000 | Year to<br>May 1999<br>Total<br>£000 |
|----------------------------------------|--------------------------|---------------------------------------|----------------------------------------------|--------------------------------------|
| At beginning of the period             | -                        | 1,500                                 | 1,500                                        | 1,427                                |
| Profit/(loss) for the financial period | -                        | 36                                    | 36                                           | 73                                   |
| At end of the period                   | <u>-</u>                 | <u>1,536</u>                          | <u>1,536</u>                                 | <u>1,500</u>                         |

### 12 Contingent liabilities

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 December 1999 the total repurchase commitment notified to the company is £0.3m (31 May 1999: £0.4m) and the total potential obligation is estimated at £6.4m (31 May 1999: £8.0m). The Directors consider that no provision for losses is required.

**Notes** *(continued)*

**13 Ultimate parent company and parent undertaking of larger group of which the company is a member**

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.

The largest group in which the results of the company are consolidated is that headed by Westminster Health Care Holdings Limited. No other group accounts include the results of the company.