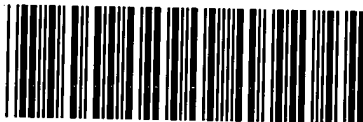


Registered number: 03004585

Independent Surgery Centres Limited

Directors' report and financial statements
for the year ended 31 December 2014

MONDAY



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17/08/2015
COMPANIES HOUSE

Independent Surgery Centres Limited

Company Information

Directors	D Mobbs K P Doyle (resigned 17 January 2014) G J Hyatt (appointed 17 January 2014)
Company secretary	L Talbutt
Registered number	03004585
Registered office	Epsom Gateway Ashley Avenue Epsom Surrey KT18 5AL

Independent Surgery Centres Limited

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Independent Surgery Centres Limited

Directors' report for the year ended 31 December 2014

The directors present their report and the financial statements for the year ended 31 December 2014.

Results and dividends

The profit for the year, after taxation, amounted to £306,859 (2013 - £341,626).

The directors do not propose the payment of a dividend for the year (2013 - £NIL).

Directors

The directors who served during the year were:

D Mobbs

K P Doyle (resigned 17 January 2014)

G J Hyatt (appointed 17 January 2014)

No director had any interest in the share capital of the company or any other group company.

Disclosure of information to auditors

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:


- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Auditors

The auditors, Grant Thornton UK LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 30 July 2015 and signed on its behalf.



G J Hyatt
Director

Independent Surgery Centres Limited

Directors' responsibilities statement for the year ended 31 December 2014

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 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). 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 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 accounting 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;
- 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 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.

Independent Surgery Centres Limited

Independent auditors' report to the shareholders of Independent Surgery Centres Limited

We have audited the financial statements of Independent Surgery Centres Limited for the year ended 31 December 2014, set out on pages 4 to 11. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective April 2008) (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 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, 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

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

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 2014 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter 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.

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; or
- the directors were not entitled to take advantage of the small companies' exemption from the requirement to prepare a Strategic report or in preparing the Directors' report.



Stephen Maslin (Senior statutory auditor)
for and on behalf of
Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
London, United Kingdom

30 July 2015

Independent Surgery Centres Limited

**Profit and loss account
for the year ended 31 December 2014**

	Note	2014 £	2013 £
Turnover	1	228,000	228,000
Cost of sales		(32,448)	(35,348)
Gross profit		195,552	192,652
Donation to charitable ultimate parent undertaking	2	134,150	181,232
Operating profit	3	329,702	373,884
Interest payable and similar charges	5	(22,843)	(32,258)
Profit on ordinary activities before taxation		306,859	341,626
Tax on profit on ordinary activities	6	-	-
Profit for the financial year	11	306,859	341,626

All amounts relate to continuing operations.

There were no recognised gains and losses for 2014 or 2013 other than those included in the Profit and loss account.

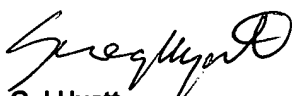
The notes on pages 6 to 11 form part of these financial statements.

Independent Surgery Centres Limited
Registered number: 03004585

Balance sheet
as at 31 December 2014

	Note	2014 £	2013 £
Fixed assets			
Tangible assets	7	1,781,017	1,815,805
Investments	8	104	104
		<u>1,781,121</u>	<u>1,815,909</u>
Creditors: amounts falling due within one year	9	<u>(741,387)</u>	<u>(1,083,034)</u>
Net assets		<u><u>1,039,734</u></u>	<u><u>732,875</u></u>
Capital and reserves			
Called up share capital	10	160,000	160,000
Share premium account	11	1,440,000	1,440,000
Profit and loss account	11	<u>(560,266)</u>	<u>(867,125)</u>
Shareholders' funds	12	<u><u>1,039,734</u></u>	<u><u>732,875</u></u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 30 July 2015.


G J Hyatt
Director

The notes on pages 6 to 11 form part of these financial statements.

Independent Surgery Centres Limited

Notes to the financial statements for the year ended 31 December 2014

1. Accounting policies

The following are the principal accounting policies, which have remained unchanged from the previous year.

1.1 Basis of preparation of financial statements

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

The company is itself a subsidiary company and is exempt from the requirement to prepare group accounts by virtue of section 400 of the Companies Act 2006. These financial statements therefore present information about the company as an individual undertaking and not about its group.

1.2 Going concern

The directors have considered the medium term trading expectations of the company, together with the value of the assets which it owns. The directors are satisfied that the company has adequate resources to continue as a going concern for the foreseeable future and accordingly, these financial statements have been prepared on the going concern basis.

1.3 Cash flow

The company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1.

1.4 Turnover

Turnover is the total amounts receivable by the company for rents from property, excluding VAT.

1.5 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is not charged on freehold land. Depreciation on other tangible fixed assets is provided at rates calculated to write off the cost of those assets, less their estimated residual value, over their expected useful lives on the following bases:

Freehold property	-	60 Years or the remaining useful life
Plant and equipment	-	Between 3 and 15 years

No depreciation is charged on freehold land or buildings in the course of construction.

1.6 Investments

Investments held as fixed assets are shown at cost or market value.

1.7 Deferred taxation

No provision has been made for deferred tax. No future liability is expected to crystallise because of the cumulative tax losses.

Independent Surgery Centres Limited

Notes to the financial statements for the year ended 31 December 2014

2. Donation to charitable ultimate holding company

Following the withdrawal by the Charities Commission of its advice on gift aid payments by trading subsidiaries of charities and the publication by the Institute of Chartered Accountants in England and Wales of guidance on donations by a company to its parent charity, Nuffield Health has repaid donations to a value of £134,150. This was achieved by reducing the amount the company owes Nuffield Health.

A donation of £181,232 was agreed at the date the financial statements were signed for 2012. After that date it was decided that the donation would not be paid and was therefore reversed in the 2013 financial statements.

3. Operating profit

The operating profit is stated after charging:

	2014 £	2013 £
Depreciation of tangible fixed assets:		
- owned by the company	34,788	34,788
Auditors' remuneration - non-audit	-	585
	<u>34,788</u>	<u>35,373</u>

All of the directors are employees of the ultimate parent undertaking Nuffield Health.

4. Staff costs

The company has no employees other than the directors, who did not receive any remuneration (2013 - £NIL).

5. Interest payable

	2014 £	2013 £
On loans from group undertakings	<u>22,843</u>	<u>32,258</u>

Independent Surgery Centres Limited

**Notes to the financial statements
for the year ended 31 December 2014**

6. Taxation

	2014 £	2013 £
UK corporation tax charge on profit for the year	-	-

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2013 - *lower than*) the standard rate of corporation tax in the UK of 21.50% (2013 - 23.25%). The differences are explained below:

	2014 £	2013 £
Profit on ordinary activities before tax	306,859	341,626
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 21.50% (2013 - 23.25%)	65,975	79,428
Effects of:		
Capital allowances for year in excess of depreciation	7,434	8,088
Imputed interest	(22)	(12)
Group relief not paid for	(73,387)	(45,368)
Reversal of donation	-	(42,136)
Current tax charge for the year	-	-

Factors that may affect future tax charges

In March 2013 the Government announced that the main rate of corporation tax would reduce to 20% from 1 April 2015.

Independent Surgery Centres Limited

Notes to the financial statements for the year ended 31 December 2014

7. Tangible fixed assets

	Freehold property £	Plant and equipment £	Total £
Cost			
At 1 January 2014 and 31 December 2014	<u>2,395,436</u>	<u>634,155</u>	<u>3,029,591</u>
Depreciation			
At 1 January 2014	579,631	634,155	1,213,786
Charge for the year	34,788	-	34,788
At 31 December 2014	<u>614,419</u>	<u>634,155</u>	<u>1,248,574</u>
Net book value			
At 31 December 2014	<u>1,781,017</u>	<u>-</u>	<u>1,781,017</u>
At 31 December 2013	<u>1,815,805</u>	<u>-</u>	<u>1,815,805</u>

The gross amount on which depreciation on freehold buildings is being provided is £2,087,286 (2013 - £2,087,286). The gross cost of assets held for use in operating leases amounted to £3,029,591 (2013 - £3,029,591). The accumulated depreciation on those assets amounted to £1,248,574 (2013 - £1,213,786).

8. Fixed asset investments

	Investments in subsidiary companies £
Cost or valuation	
At 1 January 2014 and 31 December 2014	<u>104</u>
Net book value	
At 31 December 2014	<u>104</u>
At 31 December 2013	<u>104</u>

Subsidiary undertakings

The following were subsidiary undertakings of the company:

Name	Class of shares	Holding
ISC Estates Limited	Ordinary	100%
ISC Leasing (Ipswich) Limited	Ordinary	100%
ISC Projects Limited	Ordinary	100%

Independent Surgery Centres Limited

**Notes to the financial statements
for the year ended 31 December 2014**

**9. Creditors:
Amounts falling due within one year**

	2014 £	2013 £
Amounts owed to group undertakings	727,841	1,067,149
Other taxation and social security	11,400	11,400
Accruals and deferred income	2,146	4,485
	<u>741,387</u>	<u>1,083,034</u>

Within the amount owed to group undertakings is an amount due the ultimate parent undertaking of £720,994 (2013 - £1,063,854). This amount is subject to interest at commercial rates, is repayable on demand and secured by a fixed charge on the company's freehold property.

Other balances owed to group undertakings are unsecured, interest free, with no fixed repayment period.

10. Share capital

	2014 £	2013 £
Allotted, called up and fully paid		
1,600,000 Ordinary shares of £0.10 each	<u>160,000</u>	<u>160,000</u>

11. Reserves

	Share premium account £	Profit and loss account £
At 1 January 2014	1,440,000	(867,125)
Profit for the financial year		306,859
At 31 December 2014	<u>1,440,000</u>	<u>(560,266)</u>

12. Reconciliation of movement in shareholders' funds

	2014 £	2013 £
Opening shareholders' funds	732,875	391,249
Profit for the financial year	306,859	341,626
Closing shareholders' funds	<u>1,039,734</u>	<u>732,875</u>

Independent Surgery Centres Limited

**Notes to the financial statements
for the year ended 31 December 2014**

13. Related party transactions

The company is a wholly owned subsidiary of Nuffield Health and its results and net assets are included in the consolidated financial statements of Nuffield Health. The company is exempt under the terms of Financial Reporting Standard 8 from disclosing related party transactions with entities that are wholly owned by the Nuffield Health Group.

14. Ultimate parent undertaking and controlling party

The company's immediate and ultimate parent undertaking is Nuffield Health, a company incorporated in England and Wales limited by guarantee and a registered charity number 205533.

The financial statements of Nuffield Health can be obtained from the Secretary, Nuffield Health, Epsom Gateway, Ashley Avenue, Epsom, Surrey, KT18 5AL.