

Westminster Health Care (UK) Limited

**Annual report and financial
statements**

Registered number 03738097

31 December 2013

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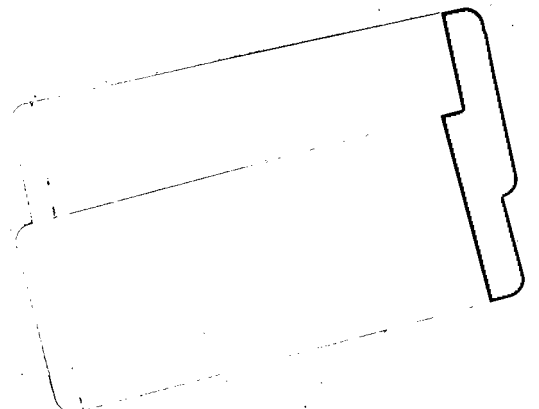
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Company information

Directors	David Duncan Jon Hather
Secretary	Ian Portal
Auditor	KPMG LLP 100 Temple Street Bristol BS1 6AG
Bankers	Royal Bank of Scotland London Corporate Services 2 1/2 Devonshire Square London EC2M 4XJ
Solicitors	Berwin Leighton Paisner Adelaide House London Bridge London EC4R 9HA
Registered office	Suite 201 Design Centre East Chelsea Harbour London SW10 0XF
Registered number	03738097

Strategic report

The directors present their strategic report and directors' report and the audited financial statements for the year ended 31 December 2013.

Principal activities

Westminster Health Care (UK) Limited ("the Company") did not trade during the current or preceding year. There is no immediate intention to recommence trading.

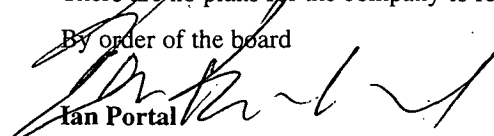
Business review

The company is consolidated as part of the Grove Limited group. As the company did not trade, the group's Business review and risks and uncertainties can be found in the Grove Limited consolidated financial statements. The directors deem that there are no risks and uncertainties directly attributable to the company as it is currently not trading.

Future prospects

There are no plans for the company to recommence trading in the immediate future.

By order of the board


Ian Portal
Secretary

Suite 201
Design Centre East
Chelsea Harbour
London
SW10 0XF

18 June 2014

Directors' report

Dividends

The directors do not recommend the payment of a dividend (2012: £nil).

Directors and directors' interests

The directors who held office during the year were the directors holding office at date of signing are shown on page 1):

David Duncan
Jon Hather
Michael Parsons (Resigned 8th October 2013)

Political contributions

The Company made no political donations or incurred any political expenditure during the year (2012: £nil).

Disclosure of information to auditor

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 auditor is 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 auditor is aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the board


Ian Portal
Secretary

Suite 201
Design Centre East
Chelsea Harbour
London
SW10 0XF

18 June 2014

Statement of directors' responsibilities in respect of the Strategic Report and the Directors' Report and the financial statements

The directors are responsible for preparing the Strategic Report and 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.



KPMG LLP
100 Temple Street
Bristol
BS1 6AG
United Kingdom

Independent auditor's report to the members of Westminster Health Care (UK) Limited

We have audited the financial statements of Westminster Health Care (UK) Limited for the year ended 31 December 2013 set out on pages 6 to 11. 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 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 Directors' Responsibilities Statement set out on page 3, 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 web site 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 2013 and of its result 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 matter prescribed by the Companies Act 2006

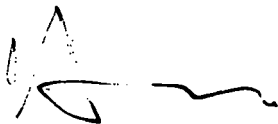
In our opinion the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent auditor's report to the members of Westminster Health Care (UK) 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.



Nicholas Hall (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
100 Temple Street
Bristol
BS1 6AG

23 June 2014

Profit and loss account

for the year ended 31 December 2013

During the current and preceding financial year the company did not trade and received no income and incurred no expenditure. Consequently, during those periods the company made neither a profit nor a loss.

Reconciliation of movements in equity shareholder's funds

for the year ended 31 December 2013

As the Company was dormant during the current and preceding financial year there have been no movements in equity shareholder's funds.

Balance sheet

at 31 December 2013

	Note	2013 £000	2012 £000
Fixed assets			
Investments	5	144,200	144,200
		<u>144,200</u>	<u>144,200</u>
Current assets			
Debtors	6	497,835	497,835
		<u>497,835</u>	<u>497,835</u>
Creditors: amounts falling due within one year	7	<u>(639,897)</u>	<u>(639,897)</u>
Net current liabilities		<u>(142,062)</u>	<u>(142,062)</u>
Net assets		<u>2,138</u>	<u>2,138</u>
Capital and reserves			
Called up share capital	8	3,438	3,438
Profit and loss account	9	(1,300)	(1,300)
Equity Shareholder's funds		<u>2,138</u>	<u>2,138</u>

The notes on pages 7 to 11 form part of the financial statements.

These financial statements were approved by the board of directors on 18 June 2014 and were signed on its behalf by:



David Duncan
Director
Company Number: 03738097

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 financial statements.

Basis of preparation

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

The Company is exempt by virtue of section 408 of the Companies Act 2006 from the requirements to prepare group accounts. These financial statements present information about the Company as an individual undertaking and not about its group.

The Company is exempt from the requirement of FRS 1 (revised 1996) to prepare a cash flow statement as it is a wholly owned subsidiary undertaking of Grove Limited and its cash flows are included within the consolidated cash flow statement of that company.

As the Company is a wholly owned subsidiary of Grove 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.

Going Concern

The company has long term support from Group, and continues to adopt the going concern basis in preparing the annual financial statements.

Group companies have confirmed that any amounts due to group undertaking will not be demanded within the next year.

Investments

Investments in subsidiary undertakings are stated at cost less provision for any impairment in value.

Taxation

The charge for taxation is based on the result for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised, without discounting, in respect of all timing differences which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19.

2 Profit on ordinary activities before taxation

The remuneration of the auditor in the current and prior financial years was borne by another group company. The estimate of this for the current year is £1,000 (2012: £1,000).

Notes (continued)

3 Directors' emoluments

The company had no employees other than directors (2012:nil). The directors received £nil emoluments for services to the Company during the year (2012:£nil). The directors received remuneration for services to Barchester Healthcare Limited of which Westminster Health Care (UK) Limited is a subsidiary undertaking. However, the proportion attributable to their services to Westminster Health Care (UK) Limited is not separately identifiable.

4 Taxation

	2013 £000	2012 £000
Analysis of charge for the year		
<i>UK Corporation tax</i>		
Current tax on income for the period	-	-

Factors affecting the tax credit for the current year

The current tax credit for the year is equal to (2012: equal to) the standard rate of corporation tax in the UK of 23.25% (2012: 24.50%). The differences are explained below:

	2013 £000	2012 £000
<i>Current tax reconciliation</i>		
Profit on ordinary activities before taxation	-	-
Current tax at 23.25% (2012:24.50%)	-	-
<i>Factors affecting charge for the year:</i>		
Group relief not paid for	2,418	2,549
Transfer pricing	(2,418)	(2,549)
Total current tax (see above)	-	-

Reductions in the UK corporation tax rate from 26% to 24% (effective from 1 April 2012) and to 23% (effective 1 April 2013) were substantively enacted on 26 March 2012 and 3 July 2012 respectively. Further reductions to 21% (effective from 1 April 2014) and 20% (effective from 1 April 2015) were substantively enacted on 2 July 2013. This will reduce the company's future current tax charge accordingly.

Notes (continued)

5 Fixed assets investments

	Shares in group undertakings £000
Cost	
At beginning and end of the year	225,473
Provisions	
At beginning and end of the year	(81,273)
Net book value	
At 31 December 2013	144,200
At 31 December 2012	144,200

The directors are of the opinion that the number of undertakings in respect of which disclosure is required would lead to a statement of excessive length. Therefore only undertakings whose results or financial position principally affect figures in the financial statements have been disclosed below.

The principal companies in which the company's interest at the year end is more than 20% are follows:

Subsidiary undertaking	Country of registration	Principal Activity	Class and percentage of shares held
Westminster Investments (UK)	England	Intermediate holding company	100% ordinary
Westminster Health Care Group Limited	England	Intermediate holding company	100% ordinary
Westminster Securitisation Limited	England	Intermediate holding company	100% ordinary
Westminster Health Care (NB) Limited	England	Intermediate holding company	100% ordinary

Notes (continued)

6 Debtors

	2013 £000	2012 £000
Amounts owed by group undertakings	<u>497,835</u>	<u>497,835</u>

Amounts due from group undertakings stated above are legally due on demand and are thus recoverable within one year although it is not expected that any demand would be made or that these amounts will be received within the next year.

7 Creditors: amounts falling due within one year

	2013 £000	2012 £000
Amounts owed to group undertakings	<u>639,897</u>	<u>639,897</u>

The amounts owed to group undertakings are legally repayable on demand and bear no interest. It is not expected that any demand would be made nor that these amounts will be repayable within the next year.

8 Share capital

	2013 £000	2012 £000
<i>Allotted, called up and fully paid</i>		
3,438,000 (2012:3,438,000) Ordinary shares of £1 each	<u>3,438</u>	<u>3,438</u>

9 Reserves

	Profit and loss account £000
At beginning of year	(1,300)
Profit for the year	-
At end of the year	<u>(1,300)</u>

Notes *(continued)*

10 Ultimate parent company and parent undertaking of larger group of which the Company is a member

The immediate parent undertaking is Westminster Health Care Holdings Limited.

The Company is a wholly owned subsidiary undertaking of Barchester Healthcare Limited, a company incorporated in Great Britain and registered in England.

The Company's ultimate parent undertaking is Grove Limited, a company incorporated and registered in Jersey.

The smallest group in which the results of the Company are consolidated is that headed by Barchester Healthcare Limited. The largest group in which the results of the Company are consolidated is that headed by Grove Limited. The consolidated accounts of Grove Limited are available to the public and may be obtained from www.jerseyfsc.org.