Clinicenta Limited

Annual report and financial statements
Registered number 05325813
For the year ended 31 December 2014

Contents

Strategic report

The directors present their annual report together with the audited financial statements for the year ended 31 December 2014.

Principal activities and business review
Clinicenta was a provider of clinical services to NHS Patients.

The company's sole contract was for the provision of clinical services under the terms of a contract entered into in April 2009 with Clinicenta (Hertfordshire) Limited. The services were largely delivered at a surgical centre on the site of the Lister Hospital in Stevenage. On 1 August 2013 Clinicenta (Hertfordshire) Limited signed an agreement to terminate its contract with the Secretary of State for Health for the delivery of clinical services and the company's contract came to an end. Following a handover and demobilisation period, the company will cease to trade.

As a result of the cessation of trade, the Directors have not prepared the financial statements on a going concern basis as disclosed in note 1 to the financial statements.

The company's performance for the financial year is shown in the profit and loss account on page 7. Following the termination of its contract, Clinicenta (Hertfordshire) Limited reimbursed the company for certain losses associated with the contract and its termination.

Approved by the Board on 28 September 15 and signed on its behalf by:

MC Hobbs
Director

84 Salop Street
Wolverhampton
WV3 0SR

Directors' report

Directors

The directors serving during the year and subsequently were:

M Kasher	(resigned 6 March 2014)
MC Hobbs	
P George-Jones	(resigned 6 March 2014)
IP Tyrls	(appointed 23 June 2014, resigned 1 March 2015)

Employees

Employees were based at a central surgical unit with a small number of staff also providing services at 7 satellite sites. Communication and consultation within the working teams took place on a regular basis including weekly informal drop in sessions to meet with senior managers. Employees received weekly briefings and a monthly team talk, both of which were also available in hard copy and displayed in staff welfare facilities. The focus of communication was on Clinicenta with appropriate reference to Carillion Group activities.

The establishment and maintenance of safe working practices and the welfare and safety of patients were of primary importance to the company. Specific training in health & safety and in clinical risk management was provided to all employees including at induction, which was a prerequisite for being able to be unescorted in clinical facilities. The company supported both the professional and managerial development of staff.

Equal opportunities

The company is an equal opportunities employer. It was the policy of the company to give the fullest consideration to the employment needs of all prospective and existing employees. Clinicenta continually strives to eliminate all bias and unlawful discrimination in relation to job applicants, employees, business partners and members of the public. Full consideration is given to suitable applications for employment from disabled persons where they have the necessary abilities and skills for the position and wherever possible to re-train employees who become disabled, so that they can continue in their employment in another position.

Special attention is given to interviewing, selection, recruitment and training to ensure that there is effective implementation of company policy. Promotion is based upon ability, merit and performance taking into account the future needs of the company. Where necessary, training is carried out to assist employees to develop their full potential. All aspects of employment are regularly reviewed by management to ensure this policy is achieved.

Disclosure of information to the auditor

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

Auditor

KPMG Audit Plc resigned as auditor on 4 December 2014 pursuant to section 516 of the Companies Act 2006. On 7 April 2015 the Directors appointed KPMG LLP as auditor of the company to fill the casual vacancy as auditor under section 485(3) of the Companies Act 2006. KPMG LLP has indicated its willingness to continue in office and a resolution to reappoint it as auditor will be proposed at the next annual general meeting.

Approved by the Board on 28 September 2015 and signed on its behalf by:

MC Hobbs
Director

84 Salop Street
Wolverhampton
WV3 0SR

Statement of directors' responsibilities in respect of the strategic report, the directors' report and the financial statements

The directors are responsible for preparing the strategic report, 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 judgements 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. (As explained in note 1, the directors do not believe that it is appropriate to prepare these financial statements on a going concern basis).

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

KPMG LLP
One Snowhill
Snow Hill Queensway
Birmingham
B4 6GH
United Kingdom

Independent auditor's report to the members of Clinicenta Limited

We have audited the financial statements of Clinicenta Limited for the year ended 31 December 2014 set out on pages 7 to 13. 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 auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 5, 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 (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 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 2014 and of its profit 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.

Emphasis of matter - non-going concern basis of preparation
In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in Note 1 to the financial statements which explains that the financial statements have not been prepared on a going concern basis for thr reasons set out in that note.

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.

James Tracey
(Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants

28 September **2015**

Profit and loss account
for the year ended 31 December 2014

	Note	**Discontinued operations 2014 £000**	Discontinued operations 2013 £000
Turnover	*1*	-	28,728
Cost of sales		-	(16,606)
Gross profit		-	12,122
Other operating income		**129**	-
Administrative expenses		**(50)**	(3,603)
Operating profit before exceptional items		**79**	8,519
Exceptional operating items	*4*	-	33,613
Operating profit		**79**	42,132
Interest receivable and similar income	*6*	**398**	264
Interest payable and similar charges	*7*	-	(1,347)
Profit on ordinary activities before taxation	*2*	**477**	41,049
Taxation on ordinary activities	*8*	**(103)**	(1,141)
Profit for the year	*14*	**374**	39,908

There is no difference between the result as disclosed in the profit and loss account and the result on an unmodified historical cost basis in either the current or preceding financial year.

There were no recognised gains or losses in either the current or preceding financial year other than the profit or loss for those years

The results for the year ended 31 December 2014 and 2013 relate entirely to discontinued activities following the cessation of the company's sole contract with Clinicenta (Hertfordshire) Limited in August 2013.

The notes on pages 9 to 13 form part of these financial statements.

Balance sheet
at 31 December 2014

	Note	2014 £000	2014 £000	2013 £000	2013 £000
Current assets					
Debtors	*9*	**10,413**		12,453	
Cash at bank and in hand		**1,055**		83	
		11,468		12,536	
Creditors: amounts falling due within one year	*10*	**(141)**		(1,583)	
Net current assets			**11,327**		10,953
Net assets			**11,327**		10,953
Capital and reserves					
Called up share capital	*12*		**-**		-
Profit and loss account	*13*		**11,327**		10,953
Equity shareholders' funds	*14*		**11,327**		10,953

These financial statements were approved by the Board of Directors on 28 September 15 and were signed on its behalf by:

MC Hobbs
Director

Company registered number 05325813

Clinicenta Limited
Notes
(forming part of the financial statements)

1. Principal 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 information.

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

Going concern
Clinicenta Limited was contracted by Clinicenta (Hertfordshire) Limited to provide these Healthcare and FM services and, as such, continued to provide such services during the transition in August and September 2013. Following a final handover and demobilisation period, the company will cease to trade.

As noted in the Business Review section of the Directors' report, in August 2013 Clinicenta (Hertfordshire) Limited signed a settlement agreement with the National Service Commissioning Board to terminate its contract to deliver Healthcare and FM services as part of the NHS Independent Sector Treatment Centre (Surgicentre) programme at the Lister Hospital in Stevenage.

As the Directors intend to liquidate the company following the settlement of the remaining net assets, they have not been prepared the financial statements on a going concern basis.

Cash flow statement
Under FRS 1 the company is exempt from the requirement to prepare a cash flow statement on the grounds that Carillion plc, the company's ultimate parent undertaking, includes the company's cash flows in its own published consolidated cash flow statement.

Long-term contracts
When the outcome of a long-term contract can be assessed with reasonable certainty, contract turnover and costs are recognised by reference to the degree of completion of each contract, as measured by the proportion of total costs at the balance sheet date to the estimated total cost of the contract.

Insurance claims, incentive payments, and variations arising from long-term contracts are included where they have been agreed with the client.

When it is probable that total contract costs will exceed total contract turnover the expected loss is recognised immediately. Contract costs are recognised as expenses in the period in which they are incurred.

Where costs incurred plus recognised profits less recognised losses exceed progress billings, the balance is shown as amounts recoverable on contracts within debtors. Where progress billings exceed costs incurred plus recognised profits less recognised losses, the balance is shown as payments received on account within creditors.

Turnover
Turnover represents the net amount receivable, excluding value added tax, for goods and services supplied to all customers including fellow subsidiary undertakings. In respect of long term contracting activities, turnover reflects the value of work executed during the year. It also includes the company's proportion of work carried out by joint arrangements during the year.

All turnover is in respect of support services and originates in the United Kingdom.

Taxation
The charge for taxation is based on the result for each year and takes into account deferred taxation. Deferred tax assets or liabilities arise from timing differences between the recognition of gains and losses in the financial statements and their recognition in the tax computation which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19. Liabilities are calculated on a non-discounted full provision basis. Assets are calculated on the same basis, but are recognised only to the extent that it is probable that they will be recovered.

Notes *(continued)*

2. Profit on ordinary activities before taxation

	2014	2013
Profit on ordinary activities before taxation is stated after charging:	£000	£000
Depreciation	-	53

The audit fee for the year end 31 December 2014 was borne by Carillion Construction Limited, a fellow group subsidiary.

Fees paid to the company's auditor, KPMG LLP and its associates, for services other than the statutory audit of the company are not disclosed in these financial statements since the consolidated financial statements of the company's parent, Carillion plc, are required to disclose non-audit fees on a consolidated basis.

3. Staff numbers and costs

The average number of persons employed by the company during the year, analysed by category, was as follows:

	2014 Number	2013 Number
Direct labour and operatives	-	28
Managerial and administration	-	9
	-	37

The aggregate payroll costs of these persons were as follows:	2014 £000	2013 £000
Wages and salaries	27	7,166
Social security costs	-	990
Other pension costs	-	5
	27	8,161

4. Exceptional operating items	2014 £000	2013 £000
Waiver of intercompany loan balances	-	33,613
	-	33,613

Following the cessation of the company's contract with Clinicenta (Hertfordshire) Limited, the company was not in a position to meet its obligations to fellow Carillion Group undertakings. It was therefore agreed with the counterparties that the amounts owed be waived.

5. Directors' remuneration

The directors are remunerated by Carillion plc or other companies within the group and are remunerated by these companies for their services to the group as a whole.

6. Interest receivable and similar income

	2014 £000	2013 £000
Interest receivable from group undertakings	382	248
Bank interest receivable	16	16
	398	264

Notes *(continued)*

7. Interest payable and similar charges

	2014	2013
	£000	£000
Interest payable to group undertakings	-	1,347
	-	1,347

8. Taxation on ordinary activities

(a) Analysis of taxation charge for the year	2014	2013
	£000	£000
UK corporation tax		
Current tax	(148)	140
Adjustment in respect of prior periods	70	1,031
Total current taxation	(78)	1,171
Deferred taxation		
Accelerated capital allowances	233	(13)
Adjustment in respect of prior periods	(52)	(44)
Adjustment in respect of change in rate	-	27
Total deferred taxation	181	(30)
Total tax charge for the year	103	1,141

(b) Factors affecting the tax (credit)/charge for the current year

The current tax charge for the year is lower (2013: lower) than the standard rate of 21.5% (2013: 23.25%). The difference is explained below:

	2014	2013
	£000	£000
Current tax reconciliation		
Profit on ordinary activities before taxation	477	41,049
Taxation on ordinary activities at 21.5% (2013: 23.25%)	103	9,544
Effects of:		
Non-taxable capital profits	-	(7,815)
Permanent differences	-	(671)
Capital allowances (in excess of)/less than depreciation	(251)	12
Utilisation of tax losses brought forward	-	(930)
Adjustment in respect of previous periods	70	1,031
Current tax (credit)/charge for the year	(78)	1,171

(c) Factors that may affect future tax charges

Reductions in the UK corporation tax rate from 23% 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)*

9. Debtors

	2014	2013
	£000	£000
Trade debtors	**-**	640
Amounts owed by group undertakings	**10,266**	11,555
Other debtors	**2**	77
Corporation tax	**145**	-
Deferred tax asset (see note 11)	**-**	181
	10,413	12,453

Amounts owed by group undertakings attract interest at a rate which reflects the cost of borrowing to the group.

10. Creditors: Amounts falling due within one year

	2014	2013
	£000	£000
Trade creditors	**46**	85
Corporation tax	**-**	1,120
Other tax and social security costs	**-**	81
Other creditors	**2**	10
Accruals and deferred income	**93**	287
	141	1,583

11. Deferred taxation

	£000
At the beginning of the year	181
Transfer to profit and loss account	(181)
At the end of the year	**-**

The elements of deferred taxation are as follows:

	2014	2013
	£000	£000
Accelerated capital allowances	**-**	181
	-	181

The deferred tax asset is disclosed in debtors (note 9).

12. Called up share capital	**2014**	2013
	£	£
Authorised, allotted, called up and fully paid:		
1 ordinary shares of £1 each	**1**	1

Notes *(continued)*

13. Reserves

	Profit and loss account £000
At beginning of year	10,953
Profit for the financial year	374
At end of year	**11,327**

14. Reconciliation of movements in shareholders' funds

	2014 £000	2013 £000
Profit for the financial year	**374**	39,908
Net increase in equity shareholders' funds	**374**	39,908
Equity shareholders' funds/(deficit) at the beginning of the year	**10,953**	(28,955)
Equity shareholders' funds at the end of the year	**11,327**	10,953

15. Pension Scheme

The company contributes to a defined contribution scheme. The cost for the period was £nil (2013: £4,964). Outstanding contributions at the balance sheet date were £nil (2013: £nil).

16. Related party transactions

As a wholly-owned subsidiary of Carillion plc, the company has taken advantage of the exemption under FRS 8: "Related party disclosures" not to provide information on related party transactions with other undertakings within the Carillion Group. Note 17 gives details of how to obtain a copy of the published financial statements of Carillion plc.

Transactions between the company and the joint venture Clinicenta (Hertfordshire) Limited amounted to:

	2014 Sales £000	Debtor £000	Creditor £000
Clinicenta (Hertfordshire) Limited	-	-	-

	2013 Sales £000	Debtor £000	Creditor £000
Clinicenta (Hertfordshire) Limited	28,728	-	-

17. Controlling and parent companies

The company's controlling company is Carillion plc, its ultimate parent company, which is incorporated in Great Britain and registered in England and Wales.

Copies of the group financial statements of Carillion plc are available from 84 Salop Street, Wolverhampton, WV3 0SR.