

REGISTRAR OF COMPANIES

Hazeldene Health Care Limited

Registered number 05886730

Directors' report and financial statements

For the year ended 31 December 2010

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HAZELDENE HEALTH CARE LIMITED

COMPANY INFORMATION

Directors	M B Shookhye A S Shookhye
Company secretary	M B Shookhye
Company number	05886730
Registered office	37 Frederick Place Brighton
Auditors	Mazars LLP Chartered Accountants & Statutory Auditor 37 Frederick Place Brighton BN1 4EA

HAZELDENE HEALTH CARE LIMITED

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HAZELDENE HEALTH CARE LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2010

The directors present their report and the financial statements for the year ended

Statement of directors' responsibilities

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 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,
- 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.

Principal activities

The principal activity of the company during the period was that of a residential care home developer.

Directors

The directors who served during the year were

M B Shookhye
A S Shookhye

Provision 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 information needed by the company's auditors in connection with preparing their report and to establish that the company's auditors are aware of that information.

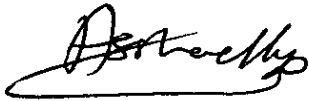
Auditors

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

HAZELDENE HEALTH CARE LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2010

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



A S Shookhye
Director

27 October 2011

HAZELDENE HEALTH CARE LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF HAZELDENE HEALTH CARE LIMITED

We have audited the financial statements of Hazeldene Health Care Limited for the year ended 31 December 2010 which comprise the profit and loss account, the balance sheet and the related notes. 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 applicable to Smaller Entities).

Respective responsibilities of directors and auditors

As explained more fully in the statement of directors' responsibilities set out on page 1, 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. 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.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's website at www.frc.org.uk/apb/scope/private.cfm.

Opinion on the 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 2010 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on the 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.

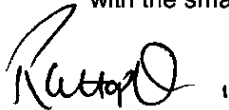
HAZELDENE HEALTH CARE LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF HAZELDENE HEALTH CARE LIMITED

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 prepare the financial statements and the directors' report in accordance with the small companies' regime



R A Hopkins (Senior Statutory Auditor)

for and on behalf of Mazars LLP

Chartered Accountants and Statutory Auditor

37 Frederick Place
Brighton
BN1 4EA

27 October 2011

HAZELDENE HEALTH CARE LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2010

	Note	2010 £	2009 £
Administrative expenses		(110)	(5,245)
Operating loss	2	(110)	(5,245)
Interest payable and similar charges		(61,514)	(60,663)
Loss on ordinary activities before taxation		(61,624)	(65,908)
Tax on loss on ordinary activities	3	-	-
Loss for the financial year	10	(61,624)	(65,908)

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

HAZELDENE HEALTH CARE LIMITED

Registered number 05886730

BALANCE SHEET AS AT 31 DECEMBER 2010

	Note	£	2010 £	£	2009 £
Fixed assets					
Tangible assets	4		3,460,007		3,361,735
Investments	5		1		1
			<u>3,460,008</u>		<u>3,361,736</u>
Current assets					
Debtors	6	8,162		39,770	
Cash at bank		185,322		245,776	
		<u>193,484</u>		<u>285,546</u>	
Creditors: amounts falling due within one year	7	(1,242,405)		(1,174,571)	
Net current liabilities			(1,048,921)		(889,025)
Total assets less current liabilities			<u>2,411,087</u>		<u>2,472,711</u>
Creditors: amounts falling due after more than one year	8		(2,969,000)		(2,969,000)
Net liabilities			<u>(557,913)</u>		<u>(496,289)</u>
Capital and reserves					
Called up share capital	9		2		2
Profit and loss account	10		(557,915)		(496,291)
Shareholders' deficit			<u>(557,913)</u>		<u>(496,289)</u>

The financial statements have been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006 and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008)

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

27 October 2011



A S Shookhye
Director

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

HAZELDENE HEALTH CARE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010

1. Accounting policies

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008)

The company is the parent undertaking of a small group and as such is not required by the Companies Act 2006 to prepare group accounts. These financial statements therefore present information about the company as an individual undertaking and not about its group.

These financial statements have been prepared on the going concern basis on the grounds that the directors have indicated their willingness to support the company by providing adequate facilities to meet the financial obligations of the company as they fall due for a period of at least twelve months from the date on which these financial statements were approved.

1.2 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Freehold property	-	2% Straight line
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Depreciation will commence when the property comes into use.

1.3 Investments

Investments held as fixed assets are shown at cost less provision for impairment.

1.4 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse.

Deferred tax assets and liabilities are not discounted.

HAZELDENE HEALTH CARE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010

2. Operating loss

The operating loss is stated after charging

	2010 £	2009 £
Auditors' remuneration	850	1,000

During the year, no director received any emoluments (2009 - £NIL)

3. Taxation

	2010 £	2009 £
UK corporation tax charge on loss for the year	-	-

There were no factors that affected the tax charge for the year which has been calculated on the profits on ordinary activities before tax at the standard rate of corporation tax in the UK of 28% (2009 - 28%)

4. Tangible fixed assets

	Freehold property £
Cost	
At 1 January 2010	3,361,735
Additions	98,272
At 31 December 2010	3,460,007
Depreciation	
At 1 January 2010 and 31 December 2010	-
Net book value	
At 31 December 2010	3,460,007
At 31 December 2009	3,361,735

HAZELDENE HEALTH CARE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010

5. Fixed asset investments

	Investments in subsidiary companies £
Cost or valuation	
At 1 January 2010 and 31 December 2010	1
Net book value	
At 31 December 2010	1
At 31 December 2009	1

Subsidiary undertakings

The following were subsidiary undertakings of the company

Name	Class of shares	Holding
Hazeldene Project Management Limited	Ordinary	100%

The aggregate of the share capital and reserves as at 31 December 2010 and of the profit or loss for the year ended on that date for the subsidiary undertakings were as follows

Name	Aggregate of share capital and reserves £	Profit/(loss) £
Hazeldene Project Management Limited	(36,599)	(20,716)

6. Debtors

	2010 £	2009 £
Amounts owed by group undertakings	8,162	39,770

HAZELDENE HEALTH CARE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010

7 Creditors Amounts falling due within one year

	2010 £	2009 £
Amounts owed to group undertakings	236,771	138,499
Amounts owed to other participating interest	-	31,612
Director's current account	999,447	998,091
Other creditors	6,187	6,369
	<u>1,242,405</u>	<u>1,174,571</u>

8 Creditors Amounts falling due after more than one year

	2010 £	2009 £
Bank loans	<u>2,969,000</u>	<u>2,969,000</u>

The bank loans are secured by fixed and floating charges over the assets of the company and the group, the assets of two other companies under common control and a cross guarantee

At 31 December 2010 the bank borrowings were technically repayable on demand. Negotiations were concluded to restructure the debt in September 2011. The disclosure above reflects the outcome of these

9 Share capital

	2010 £	2009 £
Allotted, called up and fully paid		
2 Ordinary shares of £1 each	<u>2</u>	<u>2</u>

10. Reserves

	Profit and loss account £
At 1 January 2010	(496,291)
Loss for the year	(61,624)
At 31 December 2010	<u>(557,915)</u>

HAZELDENE HEALTH CARE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010

11 Related party transactions

The company has taken advantage of the exemption available in accordance with FRS 8 'Related party disclosures' not to disclose transactions entered into between two or more members of a group, as the company is a wholly owned subsidiary undertaking of the group to which it is party to the transactions

The company is related to Birchgrove Healthcare (Sussex) Limited by virtue of common control. At the year end the company owed nil to Birchgrove Healthcare (Sussex) Limited (2009 - £31,612). In addition, the company operated a current account with A S Shookhye during the year. The amount due to A S Shookhye at 31 December 2010 was £999,447 (2009 - £998,091).

12. Ultimate parent undertaking and controlling party

The immediate parent company is Ashton Healthcare Group Limited, a company controlled by A S and M B Shookhye.