

REGISTERED NUMBER: 06294408 (England and Wales)

**Report of the Directors and
Financial Statements for the Year Ended 31st March 2012
for
Assura Health & Wellness Centres Limited**

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Company Information

for the Year Ended 31st March 2012

DIRECTORS.

A S Darke
Assura Limited

REGISTERED OFFICE

The Brew House
Greenalls Avenue
Stockton Heath
Warrington
Cheshire
WA4 6HL

REGISTERED NUMBER

06294408 (England and Wales)

AUDITORS

Deloitte LLP
Chartered Accountants and
Statutory Auditor
Manchester
United Kingdom

Report of the Directors for the Year Ended 31st March 2012

The directors present their report with the financial statements of the company for the year ended 31st March 2012

PRINCIPAL ACTIVITY

The Company ceased to trade on 31 March 2010. It has seen very little activity throughout the year.

RESULTS AND FINANCIAL POSITION

The results for the year ended 31st March 2012 and financial position of the company are as shown in the profit and loss account and balance sheet.

DIVIDENDS

The directors were unable to declare a dividend for the year ended 31st March 2012 (31st March 2011: same).

FUTURE DEVELOPMENTS

Assura Health & Wellness Centres Limited, now having no properties, will cease trading and become dormant from next year. The company will not be struck off due to outstanding warranties.

DIRECTORS

The directors shown below have held office during the whole of the period from 1st April 2011 to the date of this report.

A S Darke
Assura Limited

GOING CONCERN

Following the transfer of the company's property assets, the company no longer trades and the directors have decided that the company become dormant.

Accordingly, the accounts are prepared on a basis other than going concern. Further details are given in note 1.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors 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 judgements and accounting 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.

Report of the Directors for the Year Ended 31st March 2012

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information

AUDITORS

Following a competitive tender process, which included a non 'Big Four' firm, Deloitte LLP were appointed as auditor of the Group and Company in January 2012 in place of Ernst & Young LLP who were the Group's previous auditor

In accordance with s 485 of the Companies Act 2006, a resolution is to be proposed at the Annual General Meeting for reappointment of auditors, Deloitte LLP, as auditor of the company

This report has been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies

BY ORDER OF THE BOARD.


PAUL CARROLL
Assura Limited - Director

13th December 2012

Report of the Independent Auditors to the Members of Assura Health & Wellness Centres Limited

We have audited the financial statements of Assura Health & Wellness Centres Limited for the year ended 31st March 2012 which comprise the profit and loss account, the statement of total recognised gains and losses, the balance sheet and the related notes 1 to 13. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (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 Statement of Directors' Responsibilities, 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

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Report of the Directors to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 31st March 2012 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.

Emphasis of matter – Financial statements prepared other than on a going concern

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 been prepared on a basis other than that of a going concern.

Opinion on other matter prescribed by the Companies Act 2006

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

Report of the Independent Auditors to the Members of Assura Health & Wellness Centres 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 take advantage of the small companies' exemption in preparing the Report of the Directors



Alan Fendall (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and
Statutory Auditor
Manchester
United Kingdom

Date 17.12.12

Profit and Loss Account for the Year Ended 31st March 2012

	Notes	2012 £	2011 £
TURNOVER		-	-
Cost of sales		-	(113)
GROSS LOSS		-	(113)
Administrative expenses		5,022	121,716
OPERATING PROFIT and PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	5	5,022	121,603
Tax on profit on ordinary activities	6	-	-
PROFIT FOR THE FINANCIAL YEAR		5,022	121,603

DISCONTINUED OPERATIONS

Assura Health & Wellness Centres Limited now owns no properties and will become dormant ceasing all trading activity

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current year or previous year

The notes form part of these financial statements

Balance Sheet

31st March 2012

	Notes	2012 £	2011 £
CURRENT ASSETS			
Debtors	7	-	61,401
Cash at bank		72,304	62,965
		<u>72,304</u>	<u>124,366</u>
CREDITORS			
Amounts falling due within one year	8	(228,178)	(285,262)
NET CURRENT LIABILITIES		<u>(155,874)</u>	<u>(160,896)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>(155,874)</u>	<u>(160,896)</u>
CAPITAL AND RESERVES			
Called up share capital	9	2,701,000	2,701,000
Profit and loss account	10	(2,856,874)	(2,861,896)
SHAREHOLDERS' FUNDS	13	<u>(155,874)</u>	<u>(160,896)</u>

The financial statements were approved and authorised for issue by the Board of Directors on 13th December 2012 and were signed on its behalf by


PAUL CARROLL
 Assura Limited - Director

The notes form part of these financial statements

Notes to the Financial Statements for the Year Ended 31st March 2012

1 GOING CONCERN

The company was a property investment company which no longer trades. The directors' have resolved that the company become dormant. Accordingly the accounts are prepared on a basis other than going concern. No material changes arose as a result of ceasing to apply the going concern basis.

2 ACCOUNTING POLICIES

Basis of preparation

The financial statements are prepared in accordance with applicable United Kingdom accounting standards.

Cash flow statement

The Company has taken advantage of the exemption in Financial Reporting Standard No 1 from the requirement to produce a cash flow statement on the grounds that it is a wholly owned subsidiary and this information is included in the consolidated financial statements of its ultimate holding company, Assura Group Limited, which are publically available.

Accounting convention

The financial statements have been prepared under the historical cost convention.

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax

Deferred tax is recognised in respect of all timing differences to the extent recoverable that have originated but not reversed at the balance sheet date.

3 STAFF COSTS

There were no staff costs for the year ended 31st March 2012 nor for the year ended 31st March 2011.

4 DIRECTORS' EMOLUMENTS

The directors received no remuneration for their services to the company in the financial year (2011 same). All directors remuneration has been borne by another Group company.

5 OPERATING PROFIT

The operating profit is stated after charging

	2012	2011
	£	£
Auditors' remuneration - audit	1,000	1,600

No non-audit fees have been incurred during the current year (2011 same).

6 TAXATION

Analysis of the tax charge

No liability to UK corporation tax arose on ordinary activities for the year ended 31st March 2012 nor for the year ended 31st March 2011.

Notes to the Financial Statements - continued

for the Year Ended 31st March 2012

6 TAXATION - continued

Factors affecting the tax charge

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below

	2012 £	2011 £
Profit on ordinary activities before tax	5,022	121,603
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 26% (2011 - 28%)	1,306	34,049
Effects of Utilisation of losses brought forward	(1,306)	(34,049)
Current tax charge	-	-

Factors that may affect future tax charges

The following deferred tax asset has not been recognised due to uncertainties around future recoverability

	2012 £	2011 £
Losses carried forward	14,262	496,653
	14,262	496,653

Finance Act 2012

In his Budget of 21 March 2012 the Chancellor of the Exchequer announced certain changes which have an effect on the company's future tax position. The proposals included phased reductions in the corporation tax rate to 22% from 1 April 2014. The corporation tax rate has been reduced to 24% from 1 April 2012 and the 2012 Finance Bill contains proposals to reduce the corporation tax rate to 23% from 1 April 2013 with a further reduction to 22% expected to be reflected in future Finance Acts.

As at the balance sheet date, only the reduction in the rate to 24% had been substantively enacted and therefore deferred tax has been provided for at this rate. The rate changes will also impact the amount of future cash tax payments to be made by the company. The effect on the Company of these proposed changes to the UK tax system will be reflected in the Company's financial statements in future years, as appropriate, once the proposals have been substantively enacted.

7 DEBTORS

	2012 £	2011 £
Trade debtors	-	25,018
Amounts owed by group undertakings	-	36,383
	-	61,401

The balance due from group undertakings is unsecured, interest free and repayable on demand

Notes to the Financial Statements - continued

for the Year Ended 31st March 2012

8 CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR

	2012 £	2011 £
Trade creditors	-	7,007
Amounts owed to group undertakings	227,150	270,835
VAT	-	5,820
Accruals and deferred income	1,028	1,600
	<u>228,178</u>	<u>285,262</u>

The balance due to parent company is unsecured, interest free and repayable on demand

9 CALLED UP SHARE CAPITAL

Allotted, issued and fully paid Number	Class	Nominal value	2012 £	2011 £
2,701,000	Allotted, called-up and fully paid	£1	<u>2,701,000</u>	<u>2,701,000</u>

10 RESERVES

	Profit and loss account £
At 1st April 2011	(2,861,896)
Profit for the year	<u>5,022</u>
At 31st March 2012	<u>(2,856,874)</u>

11 ULTIMATE PARENT COMPANY

The ultimate controlling party is Assura Group Limited, a company incorporated in Guernsey. This is the largest and smallest group in which the results of the Company are consolidated. Copies of the group financial statements are available from The Brew House, Greenalls Avenue, Warrington, Cheshire, WA4 6HL and also from the Groups Website www.assuragroup.co.uk

12 RELATED PARTY DISCLOSURES

The Company has taken advantage of the exemption conferred by Financial Reporting Standard 8 "Related Party Disclosures" not to disclose related party transactions on the grounds that 100% of the Company's voting rights are controlled within the Assura Group, and consolidated financial statements in which the Company is included are publicly available.

Notes to the Financial Statements - continued

for the Year Ended 31st March 2012

13 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2012 £	2011 £
Profit for the financial year	5,022	121,603
Net addition to shareholders' funds	5,022	121,603
Opening shareholders' funds	(160,896)	(282,499)
Closing shareholders' funds	(155,874)	(160,896)