

Grove Place Pty Limited

Report and Financial Statements

Year Ended

31 March 2012

Company Number 06863299



Grove Place Pty Limited

**Report and financial statements
for the year ended 31 March 2012**

Contents

Page:

1	Report of the directors
3	Independent auditor's report
5	Profit and loss account
6	Statement of total recognised gains and losses
7	Balance sheet
8	Notes forming part of the financial statements

Directors

B C Latham
C B Percy

Secretary

R A Waterer

Registered office

Sherwood House, Forest Road, Kew, TW9 3BY

Company number

06863299

Auditors

BDO LLP, 55 Baker Street, London, W1U 7EU

Grove Place Pty Limited

Report of the directors for the year ended 31 March 2012

The directors presents their report together with the audited financial statements for the year ended 31 March 2012

Results and dividends

The profit and loss account is set out on page 5 and shows the loss for the year

No dividends were distributed for the year

Principal activity

The principal activity of the company is the ownership of a freehold retirement community village and the sale of individual homes within the village

Directors

The directors of the company during the year were

B C Latham
C B Percy

Directors' responsibilities

The director is responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations

Company law requires the director 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 year.

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, 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 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.

Grove Place Pty Limited

Report of the directors for the year ended 31 March 2012 (*continued*)

Auditors

The directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditors for the purposes of the audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

BDO LLP have expressed their willingness to continue in office and a resolution to re-appoint them as auditors will be proposed at the next annual general meeting.

This directors report has been prepared under the Small Companies and Groups (Accounts and Director's Report) Regulations 2008.

By order of the Board



R A Waterer
Secretary

Date 20 November 2012

Grove Place Pty Limited

Independent auditor's report

TO THE MEMBERS OF GROVE PLACE PTY LIMITED

We have audited the financial statements of Grove Place Pty Limited for the year ended 31 March 2012 which comprise the profit and loss account, the statement of total recognised gains and losses, the balance sheet and the related notes. 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 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 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 (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 APB's website at www.frc.org.uk/apb/scope/private.cfm.

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 March 2012 and of its loss 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 matters 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.

Grove Place Pty Limited

Independent auditor's report (*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, or
- the directors were not entitled to prepare the financial statements and the directors' report in accordance with the small companies' regime

BDO LLP

*Geraint Jones (senior statutory auditor)
For and on behalf of BDO LLP, statutory auditor
London
United Kingdom*

Date *20 November 2012*

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127)

Grove Place Pty Limited

Profit and loss account for the year ended 31 March 2012

	Note	2012 £'000	2011 £'000
Turnover	2	8,260	2,893
Cost of sales		(8,220)	(2,893)
Gross profit		40	-
Administrative expenses		(3)	(5)
Operating profit/(loss)	3	37	(5)
Interest payable	4	(297)	(348)
Loss on ordinary activities before taxation		(260)	(353)
Taxation on loss from ordinary activities	5	-	-
Loss on ordinary activities after taxation	10	(260)	(353)

The notes on pages 8 to 11 form part of these financial statements

Grove Place Pty Limited

Statement of total recognised gains and losses for the year ended 31 March 2012

	2012	2011
	£'000	£'000
Loss for the year	(260)	(353)
Unrealised surplus on revaluation of property	2,818	1,074
	<hr/>	<hr/>
Total recognised gains	2,558	721
	<hr/>	<hr/>

The notes on pages 8 to 11 form part of these financial statements

Grove Place Pty Limited

Balance sheet at 31 March 2012

Company number 06863299	Note	2012 £'000	2012 £'000	2011 £'000	2011 £'000
Fixed assets					
Investment property	6		6,303		3,324
Current assets					
Stock	7	3,617		5,313	
Other debtors		103		103	
		<u>3,720</u>		<u>5,416</u>	
Creditors: amounts falling due within one year		<u>(3)</u>		<u>-</u>	
Net current assets			<u>3,717</u>		<u>5,416</u>
			<u>10,020</u>		<u>8,740</u>
Creditors: amounts falling due after more than one year	8		<u>(5,561)</u>		<u>(7,000)</u>
Net assets			<u>4,459</u>		<u>1,740</u>
Capital and reserves					
Called up share capital	9		-		-
Revaluation reserve	10		5,474		2,495
Profit and loss account	10		(1,015)		(755)
Shareholders' funds	11		<u>4,459</u>		<u>1,740</u>

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime

The financial statements were approved by the Board of Directors and authorised for issue on 2nd November 2012

B C Latham
Director



The notes on pages 8 to 11 form part of these financial statements

Grove Place Pty Limited

Notes forming part of the financial statements for the year ended 31 March 2012

1 Accounting policies

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

The following principal accounting policies have been applied

Investment property

In accordance with SSAP 19 investment property is revalued annually to open market value and no depreciation is provided. The directors consider that this accounting policy results in the financial statements giving a true and fair view. The effect of this departure from the Companies Act 2006 has not been quantified because it is impracticable and, in the opinion of the directors, would be misleading.

The aggregate surplus or deficit arising on revaluation is transferred to the revaluation reserve except where a deficit is deemed to represent a permanent diminution in value, in which case it is charged to the profit and loss account.

Stock

Stock is stated at the lower of cost and net realisable value.

Deferred tax

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date except that

- deferred tax is not recognised on timing differences arising on revalued properties unless the company has entered into a binding sale agreement and is not proposing to take advantage of rollover relief, and
- the recognition of deferred tax assets is limited to the extent that the company anticipates making sufficient taxable profits in the future to absorb the reversal of the underlying timing differences.

Deferred tax balances are not discounted.

Financial instruments

Financial instruments are measured initially and subsequently at amortised cost. Financial liabilities are classified according to the substance of the financial instrument's contractual obligations, rather than the financial instrument's legal form.

Turnover

Turnover represents the income from the sale of property. Turnover is recognised on an accruals basis and on legal completion of the property sale. Turnover arises solely within the United Kingdom.

2 Turnover

	2012 £'000	2011 £'000
Turnover	8,260	2,893

Grove Place Pty Limited

Notes forming part of the financial statements
for the year ended 31 March 2012 (*continued*)

3 Operating profit/(loss)

	2012 £'000	2011 £'000
This has been arrived at after charging		
Auditors' remuneration	3	5
	<u> </u>	<u> </u>

4 Interest payable

	2012 £'000	2011 £'000
Other loans	(297)	(348)
	<u> </u>	<u> </u>

5 Taxation on loss from ordinary activities

Analysis of the tax charge

No liability to UK corporation tax arose on ordinary activities for the year ended 31 March 2012 and 31 March 2011

Factors affecting the tax charge

	2012 £'000	2011 £'000
Loss on ordinary activities before tax	(260)	(353)
	<u> </u>	<u> </u>
Loss on ordinary activities at the standard rate of corporation tax in the UK of 26% (2011 - 28%)	(68)	(99)
Effects of		
Tax losses carried forward	-	99
Group relief	68	-
	<u> </u>	<u> </u>
Current tax charge for year	-	-
	<u> </u>	<u> </u>

Factors that may affect future tax charges

A potential deferred tax asset of approximately £181,000 in respect of trading losses, has not been recognised on the grounds that there is insufficient evidence at the current time that the asset will be recoverable in the foreseeable future

The company has estimated losses of £755,000 available to utilise against future trading profits

Grove Place Pty Limited

Notes forming part of the financial statements
for the year ended 31 March 2012 (*continued*)

6 Investment property

	Freehold land £'000
<i>Valuation</i>	
At 1 April 2011	3,324
Revaluation gains	2,979
	<hr/>
At 31 March 2012	6,303
	<hr/>

The investment property was valued by the director's as at 31 March 2012 based on open market value using net present values of expected cash flows. The historical cost of the investment property is £828,000 (2011 - £828,000)

7 Stock

	2012 £'000	2011 £'000
Stock	3,617	5,313
	<hr/>	<hr/>

8 Creditors: amounts falling due after more than one year

	2012 £'000	2011 £'000
Amounts owed to group companies	5,561	7,000
	<hr/>	<hr/>

9 Share capital

	2012 Number	Allotted, issued and fully paid 2012 £	2011 Number	2011 £
Ordinary shares of £1 each	1	1	1	1
	<hr/>	<hr/>	<hr/>	<hr/>

10 Reserves

	Revaluation reserve £'000	Profit and loss account £'000
At 1 April 2011	2,495	(755)
Loss for the year	-	(260)
Surplus on revaluation of property	2,979	-
	<hr/>	<hr/>
At 31 March 2012	5,474	(1,015)
	<hr/>	<hr/>

Grove Place Pty Limited

Notes forming part of the financial statements
for the year ended 31 March 2012 *(continued)*

11 Reconciliation of movements in shareholders' funds

	2012 £'000	2011 £'000
Loss for the year	(260)	(353)
Surplus on revaluation of property	2,979	1,074
	<hr/>	<hr/>
Opening shareholders' funds	2,719	721
	1,740	1,019
	<hr/>	<hr/>
Closing shareholders' funds	4,459	1,740
	<hr/>	<hr/>

12 Related party transactions

The company has taken advantage of the exemption conferred by Financial Reporting Standard 8 "Related party disclosures" not to disclose transactions with members of the group headed by LifeCare Residences Limited on the grounds that at least 100% of the voting rights in the company are controlled within that group and the company is included in consolidated financial statements

13 Cash flow statement

The company has taken advantage of the exemption conferred by Financial Reporting Standard 1 "Cash Flow Statements", not to prepare a cash flow statement as it is included in the consolidated financial statements prepared by its immediate parent company

14 Ultimate parent company

The company's immediate parent company is LifeCare Residences Limited. Details of the ultimate parent company and controlling party are disclosed in the financial statements of LifeCare Residences Limited which are publicly available at Companies House