

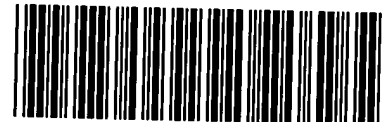
Grosvenor Health and Social Care Limited

Registered number: 13528631

Directors' report and financial statements

For the period ended 31 December 2022

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GROSVENOR HEALTH AND SOCIAL CARE LIMITED

COMPANY INFORMATION

DIRECTORS

D Stapelberg
S Roberts
J Weight
D Jolly
C Moraitis

REGISTERED NUMBER

13528631

REGISTERED OFFICE

Unit 9 Pendeford Place
Pendeford Business Park
Wobaston Road
Wolverhampton
WV9 5HD

INDEPENDENT AUDITOR

Mazars LLP
Chartered Accountants & Statutory Auditor
Two Chamberlain Square
Birmingham
B3 3AX

GROSVENOR HEALTH AND SOCIAL CARE LIMITED

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GROSVENOR HEALTH AND SOCIAL CARE LIMITED

STRATEGIC REPORT FOR THE PERIOD ENDED 31 DECEMBER 2022

The Directors present their Strategic Report and the financial statements for the period ended 31 December 2022.

The Company was incorporated on 23 July 2021 under the name WPC13 Limited. On 3 February 2022 the Company name was changed to Grosvenor Health and Social Care Limited. These financial statements cover the period from incorporation to 31 December 2022.

BUSINESS REVIEW

Grosvenor Health and Social Care Limited is an investment company and does not trade in its own right. It holds investments in homecare businesses and is one of the leading national providers within the sector with one of the most experienced management teams in the industry. Our care staff team delivers high quality services to vulnerable people in their own homes, and services are provided through a network of local branches based within the communities that we support.

PRINCIPAL RISKS AND UNCERTAINTIES

The key business risks and uncertainties affecting the Company relate to the trading performance of its operating subsidiaries and include employee retention, the ability to recruit new workers and gaining new clients through contracts with local authority and clinical commissioning groups.

As the Group's key customers are local authorities and clinical commissioning groups, there is a risk of a reduction in government funding that may impact on fee rates or packages commissioned. This risk is mitigated by the ongoing monitoring of the financial sustainability of contracts and annual fee reviews with commissioners.

GOING CONCERN

Forecasts have been prepared up to 31 December 2024 which incorporate assumptions about the market in which the Company operates and key relationships with its customers. These forecasts predict that the Company will continue to trade in the foreseeable future and accordingly, the directors continue to adopt the going concern basis in preparing the annual report and accounts.

FINANCIAL KEY PERFORMANCE INDICATORS

The Directors reference a number of financial and non-financial KPIs on a regular basis throughout the period in order to monitor the ongoing performance of the trading companies. These include fee rates, hours delivered and occupancy levels together with measures of the quality of services.

GROSVENOR HEALTH AND SOCIAL CARE LIMITED

STRATEGIC REPORT (CONTINUED) FOR THE PERIOD ENDED 31 DECEMBER 2022

DIRECTORS' STATEMENT OF COMPLIANCE WITH DUTY TO PROMOTE THE SUCCESS OF THE COMPANY

The directors of the Company are required to act in accordance with the duties detailed in section 172 of the Companies Act 2006, which are summarised as follows:

A director of a company must act in the way he considers, in good faith, would be most likely to promote the success of the Company for the benefit of its members as a whole, and in doing so have regard (amongst other matters) to:

1. The likely consequences of any decision in the long term;
2. The interest of the Company's employees;
3. The need to foster the Company's business relationships with suppliers, customers and others;
4. The impact of the Company's operations on the community and the environment;
5. The desirability of the Company maintaining a reputation for high standards of business conduct; and
6. The need to act fairly between members of the Company.

The statement below sets out how the Directors have acted in accordance with these duties.

Long term decisions

All long term decisions take into account the interests of all stakeholders, including employees, customers and service users.

Employees

The Company's policy is to consult and discuss with employees, through meetings and written communications, on matters likely to affect employees' interests.

Business relationships

The customers of the Company are Local Authorities, Clinical Commissioning Groups and private individuals. We work closely with all customers to ensure that services delivered meet the needs of the service user.

The Company agrees terms and conditions with suppliers before orders are placed. We believe it is important to pay our suppliers in accordance with agreed terms for the service they provide.

Community and Environment

The Company is committed to maintaining an excellent reputation in the communities within which we operate and strives to achieve high standards. Corporate social responsibility principles are a key part of our culture.

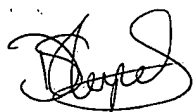
Reputation for high standards of business conduct

We act with integrity in all that we do and strive to maintain high standards in all our business relationships.

Members of the company

Our key stakeholders are our service users, employees, customers and shareholders. In ensuring that all our stakeholders are considered as part of every decision process we believe we act fairly between all members of the Company.

This report was approved by the board on 26 April 2023 and signed on its behalf.



D Stapelberg
Director

GROSVENOR HEALTH AND SOCIAL CARE LIMITED

DIRECTORS' REPORT FOR THE PERIOD ENDED 31 DECEMBER 2022

The directors present their report and the financial statements for the period ended 31 December 2022.

The Company was incorporated on 23 July 2021. These financial statements cover the period from incorporation to 31 December 2022.

PRINCIPAL ACTIVITY

The principal activity of the Company is that of a holding company.

DIRECTORS' RESPONSIBILITIES STATEMENT

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 period. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice), including FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'.

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 for the Company's financial statements and then apply them consistently;
- make judgments and accounting 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;
- 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 and to enable them to ensure that the financial statements comply with the Companies Act 2006. The directors also responsible for safeguarding the assets of the and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

RESULTS AND DIVIDENDS

The loss for the period, after taxation, amounted to £3,680,098.

DIRECTORS

The directors who served during the period were:

D Stapelberg (appointed 6 January 2022)
S Roberts (appointed 6 January 2022)
J Weight (appointed 23 July 2021)
D Jolly (appointed 3 December 2021)
C Moraitis (appointed 3 December 2021)

GROSVENOR HEALTH AND SOCIAL CARE LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE PERIOD ENDED 31 DECEMBER 2022

FUTURE DEVELOPMENTS

The entire social care sector faces ongoing challenges due to the financial pressures on government funding and rising staff costs. Whilst the Company has continued to review all existing Local Authority contracts and to ensure their long-term sustainability, it is also looking at potential growth opportunities, through a variety of methods such as acquisitions, new contracts and tenders and diversification into different areas of social care.

The long term financial sustainability of any potential growth opportunities is always reviewed with long term sustainability in mind. Any existing contracts deemed unsustainable in the long term have been terminated. The aim of this is to ensure the Company can continue to provide the quality service it believes its service users deserve, whilst ensuring its own financial stability.

DISCLOSURE OF INFORMATION TO AUDITOR

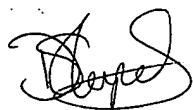
Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

AUDITOR

The auditor, Mazars LLP, were appointed during the period and will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board 26 April 2023 and signed on its behalf.



D Stapelberg
Director

GROSVENOR HEALTH AND SOCIAL CARE LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GROSVENOR HEALTH AND SOCIAL CARE LIMITED

Opinion

We have audited the financial statements of Grosvenor Health and Social Care Limited (the 'Company') for the period ended 31 December 2022 which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2022 and of its loss for the period 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the "Auditor's responsibilities for the audit of the financial statements" section of our report. We are independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the director's use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Other information

The other information comprises the information included in the Annual Report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit, or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

GROSVENOR HEALTH AND SOCIAL CARE LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GROSVENOR HEALTH AND SOCIAL CARE LIMITED

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Report of the Directors have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Report of the Directors.

We have nothing to report in respect of the following matters in relation to which 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 specific by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of Directors

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, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

GROSVENOR HEALTH AND SOCIAL CARE LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GROSVENOR HEALTH AND SOCIAL CARE LIMITED

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud.

Based on our understanding of the company and its industry, we considered that non-compliance with the following laws and regulations might have a material effect on the financial statements; UK tax legislation and employment regulation.

To help us identify instances of non-compliance with these laws and regulations, and in identifying and assessing the risks of material misstatement in respect to non-compliance, our procedures included, but were not limited to:

- Inquiring of management and, where appropriate, those charged with governance, as to whether the company is in compliance with laws and regulations, and discussing their policies and procedures regarding compliance with laws and regulations;
- Inspecting correspondence, if any, with relevant licensing or regulatory authorities;
- Communicating identified laws and regulations to the engagement team and remaining alert to any indications of non-compliance throughout our audit; and
- Considering the risk of acts by the company which were contrary to applicable laws and regulations, including fraud.

We also considered those laws and regulations that have a direct effect on the preparation of the financial statements, such as tax legislation, pension legislation and the Companies Act 2006.

In addition, we evaluated the directors' and management's incentives and opportunities for fraudulent manipulation of the financial statements, including the risk of management override of controls, and determined that the principal risks related to posting manual journal entries to manipulate financial performance, revenue recognition (which we pinpointed to the cut-off of revenue recognised in the year), and significant one-off or unusual transactions.

Our audit procedures in relation to fraud included but were not limited to:

- Making enquiries of the directors and management on whether they had knowledge of any actual, suspected or alleged fraud;
- Gaining an understanding of the internal controls established to mitigate risks related to fraud;
- Discussing amongst the engagement team the risks of fraud; and
- Addressing the risks of fraud through management override of controls by performing journal entry testing.

There are inherent limitations in the audit procedures described above and the primary responsibility for the prevention and detection of irregularities including fraud rests with management. As with any audit, there remained a risk of non-detection of irregularities, as these may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal controls.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

GROSVENOR HEALTH AND SOCIAL CARE LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GROSVENOR HEALTH AND SOCIAL CARE LIMITED

Use of the audit report

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.

Ian Holder

Ian Holder (Senior statutory auditor)
for and on behalf of Mazars LLP
Chartered Accountants and Statutory
Two Chamberlain Square
Birmingham
B3 3AX

Apr 28, 2023

GROSVENOR HEALTH AND SOCIAL CARE LIMITED

**STATEMENT OF COMPREHENSIVE INCOME FOR THE
PERIOD ENDED 31 DECEMBER 2022**

| | Note | 23 Jul 2021 to 31 Dec 2022 £ |
|--------------------------------------|------|------------------------------------|
| Turnover | | - |
| Cost of sales | | - |
| GROSS PROFIT | | - |
| Administrative expenses | | - |
| Exceptional administrative expenses | | (81,573) |
| Other operating income | 4 | - |
| OPERATING LOSS | | (81,573) |
| Income from fixed asset investments | | - |
| Interest receivable | | - |
| Interest payable and expenses | 5 | (3,598,525) |
| LOSS BEFORE TAX | | (3,680,098) |
| Tax on loss | | - |
| LOSS FOR THE FINANCIAL PERIOD | | (3,680,098) |

There was no other comprehensive income for the period.

All activities were acquired during the period.

The notes on pages 12 to 19 form part of these financial statements.

GROSVENOR HEALTH AND SOCIAL CARE LIMITED
REGISTERED NUMBER: 13528631

BALANCE SHEET
AS AT 31 DECEMBER 2022

| | Note | 2022 £ |
|---|------|--------------------|
| FIXED ASSETS | | |
| Tangible fixed assets | 6 | 3,000 |
| Fixed asset investments | 7 | 59,929,434 |
| | | <u>59,932,434</u> |
| CURRENT ASSETS | | |
| Debtors: amounts falling due within one year | 8 | 228,480 |
| | | <u>228,480</u> |
| Creditors: amounts falling due within one year | 9 | (1,848,415) |
| | | <u>(1,619,935)</u> |
| NET CURRENT LIABILITIES | | |
| TOTAL ASSETS LESS CURRENT LIABILITIES | | 58,312,499 |
| Creditors: amounts falling due after more than one year | 10 | (61,992,596) |
| | | <u>(3,680,097)</u> |
| NET LIABILITIES | | |
| CAPITAL AND RESERVES | | |
| Called up share capital | 11 | 1 |
| Profit and loss account | | (3,680,098) |
| | | <u>(3,680,097)</u> |

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 26 April 2023.



D Stapelberg
Director

GROSVENOR HEALTH AND SOCIAL CARE LIMITED

**STATEMENT OF CHANGES IN EQUITY FOR
THE PERIOD ENDED 31 DECEMBER 2022**

| | Called up share capital £ | Profit and loss account £ | Total equity £ |
|--|---------------------------------|---------------------------------|-------------------|
| COMPREHENSIVE INCOME FOR THE PERIOD | | | |
| Loss for the period | | (3,680,098) | (3,680,098) |
| TOTAL COMPREHENSIVE INCOME FOR THE PERIOD | - | (3,680,098) | (3,680,098) |
| Issue of Share Capital | 1 | - | 1 |
| AT 31 DECEMBER 2022 | 1 | (3,680,098) | (3,680,097) |

GROSVENOR HEALTH AND SOCIAL CARE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2022

1. GENERAL INFORMATION

Grosvenor Health and Social Care (the company) is a private limited company, by shares, incorporated and domiciled in England and Wales. The address of its registered office is Unit 9 Pendeford Place, Pendeford Business Park, Wobaston Road, Wolverhampton WV9 5HD.

The company's principal activity is that of a Holding Company.

The Company was incorporated on 23 July 2021 and changed its name from WPC13 Limited on 3 February 2022.

The financial statements are prepared in Sterling, which is considered to be the functional currency of the company and are rounded to the nearest £1.

These financial statements cover the period 23 July 2021 to 31 December 2022.

2. ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 GOING CONCERN

The Directors have prepared forecasts for the period up to 31 December 2024, including realistic downside scenarios. They have considered the current risks and opportunities facing the Company, and the Group of which it is part, and their potential impact on the cash flows expected to be generated. The Company's forecasts and projections, taking account of reasonably possible changes in trading performance, show that the Company should be able to manage business risk successfully. The directors therefore continue to adopt the going concern basis in preparing the financial statements.

2.3 EXEMPTION FROM PREPARING CONSOLIDATED FINANCIAL STATEMENTS

The Company is a parent Company that is also a subsidiary included in the consolidated financial statements of its Ultimate parent undertaking established under the law of a non-UK state and is therefore exempt from the requirement to prepare consolidated financial statements under section 401 of the Companies Act 2006.

GROSVENOR HEALTH AND SOCIAL CARE LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2022**

2. ACCOUNTING POLICIES (CONTINUED)**2.4 TANGIBLE FIXED ASSETS**

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

| | | | |
|--------------------|---|-----|---------------|
| Computer equipment | - | 33% | Straight Line |
|--------------------|---|-----|---------------|

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2022**

2. ACCOUNTING POLICIES (CONTINUED)

2.5 VALUATION OF INVESTMENTS

Investments in subsidiaries are measured at cost less accumulated impairment.

2.6 DEBTORS

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.7 FINANCIAL INSTRUMENTS

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties and loans to related parties.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or in case of a right short-term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost, unless it qualifies as a loan from a director in the case of a small company, or a public benefit entity concessionary loan.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of Comprehensive Income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the balance sheet date.

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

GROSVENOR HEALTH AND SOCIAL CARE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2022

2. ACCOUNTING POLICIES (CONTINUED)

2.8 CASH AND CASH EQUIVALENTS

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.9 CREDITORS

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.10 FINANCE COSTS

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.11 BORROWING COSTS

All borrowing costs are recognised in profit or loss in the year in which they are incurred.

2.12 EXCEPTIONAL ITEMS

Exceptional items are transactions that fall within the ordinary activities of the Company but are presented separately due to their size or incidence.

3. JUDGMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION UNCERTAINTY

The preparation of the financial statements in conformity with generally accepted accounting principles requires the directors to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Actual results in the future could differ from those estimates. In this regard, the Directors believe that there are no critical accounting policies where judgements or estimations are necessarily applied in the financial statements

GROSVENOR HEALTH AND SOCIAL CARE LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2022**

4. EXCEPTIONAL ADMINISTRATIVE EXPENSES

| | |
|---|---|
| | 23 Jul 2021 to 31 Dec 2022 £ |
| Other exceptional administrative expenses | <u>81,573</u> |

These costs relate to non-trading expenses including IT consultancy and general legal advice.

5. INTEREST PAYABLE

| | |
|---------------------------------|---|
| | 23 Jul 2021 to 31 Dec 2022 £ |
| Interest payable on group loans | <u>3,598,525</u> |

6. TANGIBLE FIXED ASSETS

| | | |
|-----------------------|-------------------------------------|--------------------|
| | Computer Equipment £ | Total £ |
| COST | | |
| Additions | <u>3,000</u> | <u>3,000</u> |
| At 31 December 2022 | <u>3,000</u> | <u>3,000</u> |
| DEPRECIATION | | |
| Charge for the period | <u>-</u> | <u>-</u> |
| At 31 December 2022 | <u>-</u> | <u>-</u> |
| NET BOOK VALUE | | |
| At 31 December 2022 | <u>3,000</u> | <u>3,000</u> |

GROSVENOR HEALTH AND SOCIAL CARE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2022

7. FIXED ASSET INVESTMENTS

| | Investments in subsidiary companies £ |
|---|---|
| COST | |
| Addition –CDA Care Limited | 1,980,469 |
| Addition – Certain subsidiaries of Five Rivers Equity Limited | <u>57,948,965</u> |
| At 31 December 2022 | <u>59,929,434</u> |

*The acquisition of subsidiaries from Five Rivers Equity Limited relates to the purchase of 100% of the share capital of the following companies and their subsidiaries:

- Sevacare (UK) Limited and its subsidiaries Mayfair Homecare Limited and Meridian Health and Social Care Limited
- Balmoral Homecare Limited and its subsidiaries Acasa Care Limited and Active Care (Ayrshire) Limited
- Care Cymru Services Limited
- Rainbow Services UK Limited
- Allander Homecare Limited
- Amandi Companions Limited

SUBSIDIARY UNDERTAKINGS

The following were subsidiary undertakings of the Company:

| Name | Class of shares | Holding |
|---|--------------------|---------|
| CDA Care (Incorporated in England and Wales) | Ordinary | 100% |
| Sevacare (UK) Limited (Incorporated in England and Wales) | Ordinary | 100% |
| Rainbow Services (UK) Limited (Incorporated in Scotland) | Ordinary | 100% |
| Care Cymru Services Limited (Incorporated in England and Wales) | Ordinary | 100% |
| Balmoral Healthcare Limited (Incorporated in Scotland) | Ordinary | 100% |
| Amandi Companions Limited (Dormant) (Incorporated in England and Wales) | Ordinary | 100% |
| Allander Homecare Limited (Dormant) (Incorporated in England and Wales) | Ordinary | 100% |
| Mayfair Homecare Limited (Incorporated in England and Wales) | Ordinary Indirect | 100% |
| Meridian Health and Social Care Limited (Incorporated in England and Wales) | Ordinary Indirect | 100% |
| Acasa Care Limited (Incorporated in Scotland) | Ordinary Indirect | 100% |
| Active Care (Ayrshire) Limited (Incorporated in Scotland) | Ordinary Indirect | 100% |
| Lucerne (Scotland) Limited (Incorporated in Scotland) | Ordinary Indirect | 100% |
| Deluxe Home Care Limited (Incorporated in England and Wales) | Ordinary Indirect | 100% |
| Able Health Care (Scotland) Limited (Incorporated in Scotland) | Ordinary Indirect | 100% |

GROSVENOR HEALTH AND SOCIAL CARE LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2022**

8. DEBTORS

| | 2022 £ |
|------------------------------------|-------------------|
| Amounts owed by group undertakings | 226,798 |
| Prepayments and accrued income | 1,681 |
| Other debtors | <u>1</u> |
| | <u>228,480</u> |

9. CREDITORS: Amounts falling due within one year

| | 2022 £ |
|------------------------------------|-------------------|
| Trade creditors | 8,650 |
| Amounts owed to group undertakings | <u>1,839,765</u> |
| | <u>1,848,415</u> |

10. CREDITORS: Amounts falling due after more than one year

| | 2022 £ |
|------------------------------------|-------------------|
| Amounts owed to group undertakings | <u>61,992,596</u> |
| | <u>61,992,596</u> |

Amounts owed to group undertakings is a loan with TV Bidco Limited which is repayable in 2030.

Interest is capitalised on the loan at a rate of between 4.00% and 8.50% above SONIA.

GROSVENOR HEALTH AND SOCIAL CARE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2022

10. SHARE CAPITAL

| | 2022 £ |
|---|-----------|
| Allotted, called up and fully paid | |
| 1 Ordinary Share of £1.00 each | 1 |
| | <u>1</u> |

On 23 July 2021 the Company was incorporated and 1 Ordinary Share of £1 was allotted and fully paid.

11. CONTROLLING PARTY

Grosvenor Health and Social Care Limited is ultimately owned by Obotritia Capital KGaA, a company incorporated in Germany.

This ultimate parent undertaking is both the smallest and largest group for which consolidated accounts are prepared.

Obotritia Capital KGaA
August-Bebel-Str. 68
14482 Potsdam

The Directors do not consider there to be one ultimate controlling party of the group due to the shareholding structure.