

KETTLEWELL HOUSE AND OPERATIONS LIMITED
REPORT OF THE DIRECTORS AND
UNAUDITED FINANCIAL STATEMENTS
FOR THE PERIOD 1 OCTOBER 2021 TO 31 MARCH 2023

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FOR THE PERIOD 1 OCTOBER 2021 TO 31 MARCH 2023**

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KETTLEWELL HOUSE AND OPERATIONS LIMITED

COMPANY INFORMATION

FOR THE PERIOD 1 OCTOBER 2021 TO 31 MARCH 2023

DIRECTORS:

S M P Adcock
Ms E C Gilvear
J S Godden

REGISTERED OFFICE:

5th Floor
167-169 Great Portland Street
London
W1W 5PF

REGISTERED NUMBER:

10964879 (England and Wales)

ACCOUNTANTS:

Keelings Limited
Chartered Tax Advisers and
Chartered Certified Accountants
Broad House
1 The Broadway
Old Hatfield
Hertfordshire
AL9 5BG

KETTLEWELL HOUSE AND OPERATIONS LIMITED

REPORT OF THE DIRECTORS FOR THE PERIOD 1 OCTOBER 2021 TO 31 MARCH 2023

The directors present their report with the financial statements of the company for the period 1 October 2021 to 31 March 2023.

The accounting period to which these accounts relate has been extended from the year ended 30 September 2022 to the eighteen months ended 31 March 2023 in order to align the year-end with that of other members of the sub-group.

PRINCIPAL ACTIVITY

The principal activity of the company in the period under review was that of a care home.

DIRECTORS

J S Godden has held office during the whole of the period from 1 October 2021 to the date of this report.

Other changes in directors holding office are as follows:

S M P Adcock - appointed 18 January 2023
Ms E C Gilvear - appointed 18 January 2023
K J G Hillen - resigned 4 November 2022

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.

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

ON BEHALF OF THE BOARD:



J S Godden - Director

5 February 2024

KETTLEWELL HOUSE AND OPERATIONS LIMITED (REGISTERED NUMBER: 10964879)

**INCOME STATEMENT
FOR THE PERIOD 1 OCTOBER 2021 TO 31 MARCH 2023**

	Notes	Period 1.10.21 to 31.3.23 £	Year Ended 30.9.21 £
TURNOVER		3,654,836	2,435,050
Cost of sales		<u>2,378,494</u>	<u>1,541,064</u>
GROSS PROFIT		1,276,342	893,986
Administrative expenses		<u>1,531,568</u>	<u>492,371</u>
OPERATING (LOSS)/PROFIT	4	(255,226)	401,615
Exceptional items	5	<u>-</u>	<u>60,835</u>
		(255,226)	340,780
Interest payable and similar expenses	6	<u>26,558</u>	<u>2,087</u>
(LOSS)/PROFIT BEFORE TAXATION		(281,784)	338,693
Tax on (loss)/profit	7	<u>-</u>	<u>8,224</u>
(LOSS)/PROFIT FOR THE FINANCIAL PERIOD		<u>(281,784)</u>	<u>330,469</u>

The notes form part of these financial statements

KETTLEWELL HOUSE AND OPERATIONS LIMITED (REGISTERED NUMBER: 10964879)

**OTHER COMPREHENSIVE INCOME
FOR THE PERIOD 1 OCTOBER 2021 TO 31 MARCH 2023**

	Notes	Period 1.10.21 to 31.3.23 £	Year Ended 30.9.21 £
(LOSS)/PROFIT FOR THE PERIOD		(281,784)	330,469
OTHER COMPREHENSIVE INCOME		-	-
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD		(281,784)	330,469

The notes form part of these financial statements

KETTLEWELL HOUSE AND OPERATIONS LIMITED (REGISTERED NUMBER: 10964879)

BALANCE SHEET
31 MARCH 2023

	Notes	2023 £	2021 £
FIXED ASSETS			
Tangible assets	8	202,842	-
CURRENT ASSETS			
Stocks	9	-	2,136
Debtors	10	1,547,902	1,256,633
Cash at bank and in hand		105,158	2,017
		<u>1,653,060</u>	<u>1,260,786</u>
CREDITORS			
Amounts falling due within one year	11	<u>403,231</u>	<u>311,391</u>
NET CURRENT ASSETS		<u>1,249,829</u>	<u>949,395</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>1,452,671</u>	<u>949,395</u>
CREDITORS			
Amounts falling due after more than one year	12	<u>785,060</u>	<u>-</u>
NET ASSETS		<u><u>667,611</u></u>	<u><u>949,395</u></u>
CAPITAL AND RESERVES			
Called up share capital	14	100	100
Retained earnings	15	667,511	949,295
SHAREHOLDERS' FUNDS		<u><u>667,611</u></u>	<u><u>949,395</u></u>

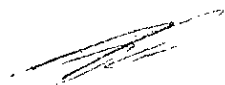
The company is entitled to exemption from audit under Section 479A of the Companies Act 2006 relating to subsidiary companies for the period ended 31 March 2023.

The members have not required the company to obtain an audit of its financial statements for the period ended 31 March 2023 in accordance with Section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for:

- ensuring that the company keeps accounting records which comply with Sections 386 and 387 of the Companies Act 2006 and
- preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of each financial year and of its profit or loss for each financial year in accordance with the requirements of Sections 394 and 395 and which otherwise comply with the requirements of the Companies Act 2006 relating to financial statements, so far as applicable to the company.

The financial statements were approved by the Board of Directors and authorised for issue on 5 February 2024 and were signed on its behalf by:



J S Godden - Director

KETTLEWELL HOUSE AND OPERATIONS LIMITED (REGISTERED NUMBER: 10964879)**STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD 1 OCTOBER 2021 TO 31 MARCH 2023**

	Called up share capital £	Retained earnings £	Total equity £
Balance at 1 October 2020	100	618,826	618,926
Changes in equity			
Total comprehensive income	-	330,469	330,469
Balance at 30 September 2021	100	949,295	949,395
Changes in equity			
Total comprehensive income	-	(281,784)	(281,784)
Balance at 31 March 2023	100	667,511	667,611

The notes form part of these financial statements

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD 1 OCTOBER 2021 TO 31 MARCH 2023**

1. STATUTORY INFORMATION

Kettlewell House And Operations Limited is a private company, limited by shares, registered in England and Wales. The company's registered number and registered office address can be found on the Company Information page.

2. ACCOUNTING POLICIES

Accounting convention

Previously, the company's financial statements were prepared in accordance with section 1A of Financial Reporting Standard 102 ('FRS 102'), the Financial Reporting Standard applicable in the UK and the Republic of Ireland, and the Companies Act 2006. As the company is no longer eligible for section 1A of FRS 102, these financial statements have been prepared in accordance with the full FRS 102.

The financial statements are prepared in Pounds Sterling ('£'), which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

Going concern

Based on current and projected performance, the directors have a reasonable expectation that the Company will continue to operate and meet its liabilities as they fall due for at least the twelve months following the date of approval of these accounts. Nonetheless, the company wholly-owning the group to which the Company belongs, GHC Topco Limited, has undertaken to provide the Company with any financial support it might need to meet its liabilities in this period. Consequently, these financial statements are again prepared on the going concern basis.

Related parties

For the purpose of these financial statements, a related party is as defined by FRS 102.

Reduced disclosure

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirement of paragraph 3.17(d);
- the requirements of paragraphs 11.42, 11.44, 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of paragraphs 12.26, 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirement of paragraph 33.7.

Additionally, the company has taken advantage of the exemption provided by FRS 102 not to disclose transactions with group members.

Significant judgements and estimates

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies. These estimates and judgements are made in the light of historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstance. However, actual results may differ from those anticipated.

In the preparation of these financial statements, the company's critical accounting judgements and estimates are in respect of the recoverability of group debts, impairment of assets, depreciation and the provision for doubtful debts. Details of these judgements and estimates are described in the relevant accounting policy, the notes to the financial statements and below:

- Impairment of the company's tangible fixed assets: factors taken into consideration include the economic viability and expected future financial performance of the asset and, where it is a component of a larger cash-generating unit, the viability and expected future performance of that unit.
- Depreciation of tangible fixed assets: these are depreciated over their useful lives, taking into account residual values. The useful lives and residual values are assessed annually and depend on a number of factors. As regards useful lives, considerations include technological innovation and maintenance programmes, while residual value assessments review matters such as future market conditions, the remaining life of the asset and projected disposal values.
- Doubtful debts: a provision is made when the directors consider that collection of the full amount due is no longer probable. Their assessment is based on the age of the debt, the likely success of any action taken to recover it and the costs of such action.

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE PERIOD 1 OCTOBER 2021 TO 31 MARCH 2023**

2. ACCOUNTING POLICIES - continued

Turnover

The company operates a care home for older people who require residential or nursing care. Turnover represents fees in respect of these residents and is recognised for each period of occupancy within the accounting period.

Tangible fixed assets

Tangible fixed assets are initially measured at cost and subsequently stated at cost less accumulated depreciation and any accumulated impairment losses. Where their valuation is used, this is treated as their deemed cost (as permitted by FRS 102's transition provisions).

The gain or loss arising on the disposal of an asset is determined as the difference between the sale proceeds and the carrying value of the asset, and is credited or charged to profit or loss.

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Plant and machinery etc - 20% on cost

Computer equipment - 25% on cost

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Financial instruments

The entity has elected to apply the provisions of Section 11 'Basic Financial Instruments' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the entity's balance sheet when the entity becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally 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.

Basic financial assets are initially measured at transaction price, including transaction costs, and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Basic financial liabilities are initially measured at transaction price, including transaction costs, and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Equity

Equity comprises the following

- share capital, which represents the nominal value of equity shares;
- profit and loss reserves, which represent retained profits; and
- the revaluation reserve, which represents the cumulative gains and losses arising on the revaluation of fixed assets.

An equity share is a contract that evidences a residual interest in the assets of the company after deducting all its liabilities. Equity shares issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity shares are recognised as liabilities once they are no longer at the discretion of the company.

Taxation

Taxation for the period comprises current and deferred tax. Tax is recognised in the Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE PERIOD 1 OCTOBER 2021 TO 31 MARCH 2023

2. ACCOUNTING POLICIES - continued

Deferred tax

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

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Exceptional items

Items that are material in size and non-recurring in nature are presented as exceptional items in the profit and loss account. The separate recording of exceptional items provides helpful information about the Company's underlying business performance. Events which may give rise to the classification of items as exceptional include restructuring of businesses, changes to business processes, gains or losses on the disposal or impairment of assets and other significant non-recurring gains or losses.

Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to profit or loss in the period to which they relate.

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.

Hire purchase and leasing commitments

Assets obtained under hire purchase contracts or finance leases are capitalised in the balance sheet. Those held under hire purchase contracts are depreciated over their estimated useful lives. Those held under finance leases are depreciated over their estimated useful lives or the lease term, whichever is the shorter. The interest element of these obligations is charged to profit or loss over the relevant period. The capital element of the future payments is treated as a liability.

Rentals paid under operating leases are charged to profit or loss on a straight line basis over the period of the lease.

Impairment of fixed assets

At the end of each reporting period, the directors review the carrying amounts of the company's tangible assets to determine whether there is any indication that those assets have suffered impairment. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment. Where it is not possible to estimate the recoverable amount of an individual asset, the directors estimate the recoverable amount of the cash-generating unit to which the asset belongs.

The recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount and an impairment loss is recognised immediately in the Profit and Loss Account.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit) is increased to the lower of:

- a. the revised estimate of its recoverable amount; and
- b. the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years.

A reversal of an impairment loss is recognised immediately in the Profit and Loss Account.

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE PERIOD 1 OCTOBER 2021 TO 31 MARCH 2023

3. EMPLOYEES AND DIRECTORS

	Period 1.10.21 to 31.3.23 £	Year Ended 30.9.21 £
Wages and salaries	1,956,982	1,247,065
Social security costs	168,636	108,325
Other pension costs	36,959	25,162
	<u>2,162,577</u>	<u>1,380,552</u>

The average number of employees during the period was as follows:

	Period 1.10.21 to 31.3.23	Year Ended 30.9.21
Management, nursing and administrative	<u>60</u>	<u>55</u>

	Period 1.10.21 to 31.3.23 £	Year Ended 30.9.21 £
Directors' remuneration	<u>-</u>	<u>-</u>

4. OPERATING (LOSS)/PROFIT

The operating loss (2021 - operating profit) is stated after charging/(crediting):

	Period 1.10.21 to 31.3.23 £	Year Ended 30.9.21 £
Hire of plant and machinery	37,443	-
Other operating leases	804,056	483,664
Depreciation - owned assets	57,113	18,656
Goodwill amortisation	-	(17,277)
Accountancy services	<u>7,200</u>	<u>-</u>

5. EXCEPTIONAL ITEMS

	Period 1.10.21 to 31.3.23 £	Year Ended 30.9.21 £
Exceptional items	<u>-</u>	<u>(60,835)</u>

Exceptional items in the comparative year relate to a loan waiver of £127,860 (credit) and completion account adjustments of £188,695

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE PERIOD 1 OCTOBER 2021 TO 31 MARCH 2023

6. INTEREST PAYABLE AND SIMILAR EXPENSES

	Period 1.10.21 to 31.3.23 £	Year Ended 30.9.21 £
Other interest	27,791	2,087
Interest on late payment of tax	(1,233)	-
	<u>26,558</u>	<u>2,087</u>

7. TAXATION

Analysis of the tax charge

The tax charge on the loss for the period was as follows:

	Period 1.10.21 to 31.3.23 £	Year Ended 30.9.21 £
Deferred tax	-	8,224
Tax on (loss)/profit	-	8,224

Reconciliation of total tax charge included in profit and loss

The tax assessed for the period is higher than the standard rate of corporation tax in the UK. The difference is explained below:

	Period 1.10.21 to 31.3.23 £	Year Ended 30.9.21 £
(Loss)/profit before tax	<u>(281,784)</u>	<u>338,693</u>
(Loss)/profit multiplied by the standard rate of corporation tax in the UK of 19% (2021 - 19%)	<u>(53,539)</u>	<u>64,352</u>
Effects of:		
Expenses not deductible for tax purposes	-	199
Capital allowances in excess of depreciation	(43,485)	-
Depreciation in excess of capital allowances	-	780
Utilisation of tax losses	8,844	(65,331)
Provision for deferred tax	-	8,224
Losses carried forward	<u>88,180</u>	<u>-</u>
Total tax charge	<u>-</u>	<u>8,224</u>

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE PERIOD 1 OCTOBER 2021 TO 31 MARCH 2023

8. TANGIBLE FIXED ASSETS

	Improvements to property £	Plant and machinery £	Computer equipment £	Totals £
COST				
Additions	127,795	7,476	124,684	259,955
At 31 March 2023	127,795	7,476	124,684	259,955
DEPRECIATION				
Charge for period	18,536	841	37,736	57,113
At 31 March 2023	18,536	841	37,736	57,113
NET BOOK VALUE				
At 31 March 2023	109,259	6,635	86,948	202,842

9. STOCKS

	2023 £	2021 £
Stocks	-	2,136

10. DEBTORS

	2023 £	2021 £
Amounts falling due within one year:		
Trade debtors	177,879	152,943
Other debtors	24,054	410
Prepayments and accrued income	84,288	4,117
	286,221	157,470
Amounts falling due after more than one year:		
Amounts owed by group undertakings	1,261,681	1,099,163
Aggregate amounts	1,547,902	1,256,633

11. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2023 £	2021 £
Trade creditors	91,670	32,925
Social security and other taxes	99,383	61,594
Other creditors	165,293	101,409
Accruals and deferred income	46,885	115,463
	403,231	311,391

12. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2023 £	2021 £
Amounts owed to group undertakings	785,060	-

NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE PERIOD 1 OCTOBER 2021 TO 31 MARCH 2023

13. LEASING AGREEMENTS

Minimum lease payments under non-cancellable operating leases fall due as follows:

	2023	2021
	£	£
Within one year	502,000	502,000
Between one and five years	2,009,000	2,009,000
In more than five years	2,677,000	3,430,000
	<u>5,188,000</u>	<u>5,941,000</u>

14. CALLED UP SHARE CAPITAL

Number:	Class:	Nominal value:	2023	2021
			£	£
100	Ordinary	£1	<u>100</u>	<u>100</u>

15. RESERVES

	Retained earnings £
At 1 October 2021	949,295
Deficit for the period	(281,784)
At 31 March 2023	<u>667,511</u>

16. PENSION COMMITMENTS

The company contributes to workplace pension schemes for the benefit of its employees. The assets of the schemes are held in independent funds. At the balance sheet date, £9,089 was payable to these funds (2021: £10,141).

17. PARENT COMPANIES

The Company's immediate parent is Saltem SL Alium Parentco Limited, incorporated in England and Wales, whose registered office is at 5th Floor, 167-169 Great Portland Street, London, W1W 5PF.

GHC Topco Limited ('Topco') is the Company's most proximate parent preparing consolidated financial statements, copies of which are available from Companies House, Crown Way, Cardiff CF14 3UZ. Topco's registered office is at 5th Floor, 167-169 Great Portland Street, London, W1W 5PF.

The Company's ultimate controlling party is Gresham House plc, whose registered office is at 5 New Street Square, London EC4A 3TW and its consolidated financial statements are available from Companies House, Crown Way, Cardiff CF14 3UZ.

18. GUARANTEES SUPPORTED BY CHARGES OVER ASSETS

Saltem SL Alium Parentco Limited (previously known as HC-One Alium Parentco Limited) has guaranteed the Company's liabilities and those of its associate Hailsham House and Operations Limited to Hailsham House (New Road) Limited and Kettlewell House Limited by virtue of fixed and floating charges over all the property and undertakings of the Company.