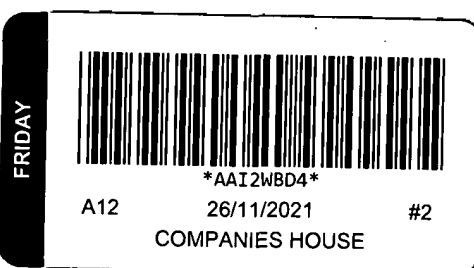


Registered number: 04918627

Grove Care Partnership Limited

Annual report and financial statements

For the Year Ended 31 March 2021



Grove Care Partnership Limited

Company Information

Directors	C J Easteal E A Morgan
Registered number	04918627
Registered office	654 The Crescent Colchester Business Park Colchester Essex CO4 9YQ
Independent auditor	Deloitte LLP Statutory Auditor 1 Station Square Cambridge CB1 2GA
Bankers	Barclays Bank 1 Churchill Place Canary Wharf London E14 5HP
Solicitors	Dickson Minto Broadgate Tower 20 Primrose Street London EC2A 2EW

Grove Care Partnership Limited

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Grove Care Partnership Limited

Directors' report For the Year Ended 31 March 2021

The directors present their Annual report and the audited financial statements for the year ended 31 March 2021.

Principal activity, business review and future developments

The principal activity of the Company was that of a contract management company within the Group, a Group headed up by SSCP Pegasus Topco Limited, and the directors expect this to continue for the foreseeable future.

On 14 December 2020 the entire share capital of the Company's ultimate parent company, Consensus Group Holdings Limited, was purchased by SSCP Pegasus Bidco Limited. This purchase was part of the acquisition of the wider Consensus Support business which was made up of a number of standalone companies, the Group headed by Non-Core Bidco 3 Limited and the Group headed up by Consensus Group Holdings Limited. Please refer to note 8 for further information.

Results and dividends

The loss for the year, after taxation, amounted to £19,007 (2020: profit of £4,419).

There were no dividend payments in the year (2020: nil).

Directors

The directors who served during the year and up to the date of this report, except as noted, were:

P A K Jeffery (resigned 14 December 2020)
N B Schofield (resigned 14 December 2020)
P M Hill (resigned 14 December 2020)
C J Easteal (appointed 14 December 2020)
E A Morgan (appointed 14 December 2020)

Directors' responsibilities statement

The directors are responsible for preparing the Annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including Financial Reporting Standard 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 financial statements and then apply them consistently;
- make judgments 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 Care Partnership Limited

Directors' report (continued) For the Year Ended 31 March 2021

Covid 19

In December 2019 the coronavirus was first reported in China and subsequently spread around the world resulting in the UK government bringing in various measures, including full lockdown measures throughout 2020 and into 2021. The Coronavirus pandemic has resulted in significant disruptions in global economic activities, though the impact on the Company has been limited. The Company has been able to maintain normal operations within the guidelines of governmental requirements.

A full description of the Company and Group's response to the effects of the Coronavirus pandemic and its effects on the business and finance of the Company and the Group is to be found in the Report and Accounts of SSCP Pegasus Topco Limited.

Brexit

The Company operates entirely within the UK and employs a small number of EU nationals. Consequently the directors do not believe there are any risks arising from Brexit which should affect the future of the Company.

Going concern

The Company seeks to manage financial risk by ensuring sufficient liquidity is available to foreseeable needs. Liquidity is monitored regularly on a Group basis by reference to forecasts and available facilities.

As a result of the above and having net current liabilities £14,587 (2020: net current assets £4,420) at the end of the financial year the directors have reviewed forecasts for the next 18 months and taking into account the fact that the parent company has also agreed to provide continued support. The group does not believe that there are any material uncertainties which cast significant doubt on the ability of the Company to continue to adopt the going concern basis of accounting in preparing the annual financial statements.

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.

This confirmation is given and should be interpreted in accordance with the provisions of Section 418 of the Companies Act 2006.

Auditor

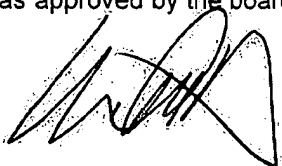
Pursuant to Section 487 of the Companies Act 2006, Deloitte LLP will have been deemed to be reappointed and will therefore continue in office until further notice.

Small companies note

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

This report was approved by the board on 23 November 2021 and signed on its behalf.

C J Easta
Director



Grove Care Partnership Limited

Independent auditor's report to the members of Grove Care Partnership Limited

Report on the audit of the financial statements

Opinion

In our opinion the financial statements of Grove Care Partnership Limited (the 'company'):

- give a true and fair view of the state of the company's affairs as at 31 March 2021 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements which comprise:

- the statement of comprehensive income;
- the statement of financial position;
- the statement of changes in equity; and
- the related notes 1 to 8.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

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 Financial Reporting Council's (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 directors' 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 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.

Grove Care Partnership Limited

Independent auditor's report to the members of Grove Care Partnership Limited (continued)

Responsibilities of directors

As explained more fully in the directors' responsibilities statement, 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.

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 these financial statements.

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

Extent to which the audit was considered capable of detecting irregularities, including fraud

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

We considered the nature of the company's industry and its control environment, and reviewed the company's documentation of their policies and procedures relating to fraud and compliance with laws and regulations. We also enquired of management about their own identification and assessment of the risks of irregularities.

We obtained an understanding of the legal and regulatory framework that the company operates in, and identified the key laws and regulations that:

- had a direct effect on the determination of material amounts and disclosures in the financial statements. These included UK Companies Act and tax legislation; and
- do not have a direct effect on the financial statements but compliance with which may be fundamental to the company's ability to operate or to avoid a material penalty. These included Care Standards Act, Health and Social Care Act, Care Quality Commission and GDPR.

We discussed among the audit engagement team including relevant internal specialists such as IT regarding the opportunities and incentives that may exist within the organisation for fraud and how and where fraud might occur in the financial statements.

As a result of performing the above, we identified the greatest potential for fraud in the following areas, and our specific procedures performed to address it them are described below:

- Revenue recognition – We have identified the recording of revenue as a fraud risk. In addressing the risk we audited a sample of the agreements in place to ensure the revenue has been recorded correctly, and used expectation testing based on occupancy levels at the homes to generate expected revenue and compared this to the actual recorded income.

In common with all audits under ISAs (UK), we are also required to perform specific procedures to respond to the risk of management override. In addressing the risk of fraud through management override of controls, we tested the appropriateness of journal entries and other adjustments; assessed whether the judgements made in making accounting estimates are indicative of a potential bias; and evaluated the business rationale of any significant transactions that are unusual or outside the normal course of business.

In addition to the above, our procedures to respond to the risks identified included the following:

Grove Care Partnership Limited

Independent auditor's report to the members of Grove Care Partnership Limited (continued)

- reviewing financial statement disclosures by testing to supporting documentation to assess compliance with provisions of relevant laws and regulations described as having a direct effect on the financial statements;
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud;
- enquiring of management concerning actual and potential litigation and claims, and instances of non-compliance with laws and regulations; and
- reading minutes of meetings of those charged with governance

Report on other legal and regulatory requirements

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 directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' report has been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified any material misstatements in the directors' report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters 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 in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the directors' report and from the requirement to prepare a strategic report.

We have nothing to report in respect of these matters.

Use of our 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.

Matthew Hall

Matthew Hall FCA (Senior statutory auditor)
For and on behalf of Deloitte LLP
Statutory Auditor
Cambridge
United Kingdom

Date: 23 November 2021

Grove Care Partnership Limited**Statement of comprehensive income
For the Year Ended 31 March 2021**

	2021 £	2020 £
Turnover	16,168,674	765,201
Cost of sales	(15,377,579)	(764,889)
Gross profit	791,095	312
Administrative expenses	(810,102)	(15,015)
Other operating income	-	19,122
Operating (loss)/profit	(19,007)	4,419
Tax on (loss)/profit	-	-
(Loss)/profit for the year	(19,007)	4,419

There was no other comprehensive income for 2021 (2020: £nil).

The notes on pages 9 to 11 form part of these financial statements.

Grove Care Partnership Limited
Registered number: 04918627

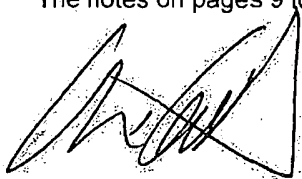
Statement of financial position
As at 31 March 2021

	Note	2021 £	2020 £
Current assets			
Debtors	4	1,954,096	783,508
Cash at bank and in hand		341	2
		<u>1,954,437</u>	<u>783,510</u>
Creditors: amounts falling due within one year	5	(1,969,024)	(779,090)
Net current (liabilities)/assets		<u>(14,587)</u>	<u>4,420</u>
Net (liabilities)/assets		<u>(14,587)</u>	<u>4,420</u>
Capital and reserves			
Called up share capital	6	1	1
Profit and loss account	6	(14,588)	4,419
Shareholders' (deficit)/funds		<u>(14,587)</u>	<u>4,420</u>

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 23 November 2021.

The notes on pages 9 to 11 form part of these financial statements.



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C J Easteal
 Director

Grove Care Partnership Limited

**Statement of changes in equity
For the Year Ended 31 March 2021**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 April 2019	1	-	1
Profit and total comprehensive income for the year	-	4,419	4,419
At 1 April 2020	1	4,419	4,420
Loss and total comprehensive expense for the year	-	(19,007)	(19,007)
At 31 March 2021	1	(14,588)	(14,587)

The notes on pages 9 to 11 form part of these financial statements.

Grove Care Partnership Limited

Notes to the financial statements For the Year Ended 31 March 2021

1. Accounting policies

1.1 Basis of preparation of financial statements

Grove Care Partnership Limited is a company incorporated in the United Kingdom under the Companies Act 2006 and is registered in England and Wales. The address of the registered office is given on the Company information page. The nature of the Company's operations and its principal activities are set out in the directors' report.

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 102 Section 1A small entities issued by the Financial Reporting Council.

The functional currency of Grove Care Partnership Limited is considered to be pounds sterling because that is the currency of the primary economic environment in which the Company operates.

Grove Care Partnership Limited meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its financial statements. Exemptions have been taken in relation to presentation of a cash flow statement, remuneration of key management personnel and related party transactions.

1.2 Going concern

The Company uses liquid resources and working capital balances that arise directly from its operations. The Company seeks to manage financial risk by ensuring sufficient liquidity is available to foreseeable needs. Liquidity is monitored regularly on a Group basis by reference to forecasts and available facilities.

The Company has committed funding arrangements from both its bank and its Group companies. As a result of the above and having net liabilities of £14,587 (2020: net assets of £4,420) at the end of the financial year the directors have reviewed forecasts for the next 18 months and do not believe that there are any material uncertainties which cast significant doubt on the ability of the Company to continue to adopt the going concern basis of accounting in preparing the annual financial statements.

1.3 Turnover

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

Turnover represents services to third parties in the health and social care sector. All turnover is attributable to the UK and to the Company's principal activity.

1.4 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.

1.5 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.

Grove Care Partnership Limited

Notes to the financial statements For the Year Ended 31 March 2021

1. Accounting policies (continued)

1.6 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.

1.7 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, loans to related parties and investments in ordinary shares.

2. Auditor's remuneration

Remuneration of the auditor for audit services to the Company for the year ended 31 March 2021 of £11,000 (2020: £7,450) was borne by Consensus Support Services Limited, another Group company.

3. Employees

Staff costs were as follows:

	2021 £	2020 £
Wages and salaries	663,802	13,301
Social security costs	73,935	1,400
Costs of defined contribution scheme	13,228	314
	<u>750,965</u>	<u>15,015</u>

The average monthly number of employees during the year was 12 (2020: 1). During the year no director received emoluments (2020: nil). The Company does not have any employment contracts with directors.

4. Debtors

	2021 £	2020 £
Trade debtors	1,487,273	505,841
Amounts owed by group undertakings	262,934	267,700
Prepayments	-	9,967
Accrued income	203,889	-
	<u>1,954,096</u>	<u>783,508</u>

Amounts owed by group undertakings are not secured against any assets. No interest is receivable and the full amount is repayable on demand.

Grove Care Partnership Limited

Notes to the financial statements For the Year Ended 31 March 2021

5. Creditors: Amounts falling due within one year

	2021 £	2020 £
Amounts owed to group undertakings	-	628,159
Trade creditors	380,884	-
Deferred income	494,299	-
Other taxation and social security	1,093,841	150,931
	<u>1,969,024</u>	<u>779,090</u>

Amounts owed to group undertakings are not secured against any assets. No interest is payable and the full amount is repayable on demand.

6. Share capital

	2021 £	2020 £
Allotted, called up and fully paid		
1 (2020 - 1) Ordinary share of £1.00	<u>1</u>	<u>1</u>

The entity is a private company and is limited by shares.

The company's other reserve comprises:

The Profit and Loss reserve represents cumulative profits and losses (net of dividends paid and other adjustments).

7. Related party transactions

As a wholly owned subsidiary of SSCP Pegasus Topco Limited, the company is exempt from the requirements to disclose transactions with other members of the Group on the grounds that consolidated accounts are publicly available from Companies House.

8. Ultimate parent undertaking and controlling party

The Company's immediate parent company is Consensus Support Services Limited by virtue of its 100% shareholding and its ultimate parent company is SSCP Pegasus Topco Limited which is registered in England and Wales.

Up to 14 December 2020, the ultimate controlling party was PAK Jeffery, a former director of the Company.

As at 31 March 2021, the ultimate parent undertaking is SSCP Pegasus Topco Limited, a company incorporated in England and Wales. The largest and smallest Group in which the results of the Company are consolidated is that headed by SSCP Pegasus Topco Limited. The Group financial statements can be obtained from the registered office of SSCP Pegasus Topco Limited being 654 The Crescent, Colchester, Essex CO4 9YQ.

SSCP Pegasus Holdings SCA, a company incorporated in Luxembourg, is deemed to be the ultimate parent undertaking. The directors consider funds managed by Stirling Square Capital Partners Jersey AIFM Limited to be the ultimate controlling parties.