

Salus Healthcare Limited

Annual report and financial statements
Registered number 08415321
31 March 2018



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Directors and advisors

Directors	J M Benson S P Kennedy J Makin
Secretary	J Makin
Registered Office	Sherwood House Cartwright Way Forest Way Business Park Bardon Hill Coalville Leicestershire LE67 1UB
Registered number	08415321
Auditor	KPMG LLP St Nicholas House Park Row Nottingham NG1 6FQ
Solicitors	Pinsent Masons LLP 1 Park Row Leeds LS1 5AB

Strategic report

On 8 December 2014, Aceso Healthcare Limited, acquired the entire issued share capital of Salus Healthcare Limited, the parent company of Nottingham Rehab Limited, which trades as "NRS Healthcare", a leading provider of healthcare services and products.

This report is based on the performance of the trading subsidiary of the Company, being Nottingham Rehab Limited;

The directors are satisfied with the results for the period. Sales revenues amounted to £165,183,000 (2017: £160,762,000), an increase of 2.8% against the prior year. Operating profit before exceptional items and goodwill amortisation amounted to £7,017,000 (2017: £6,213,000), an increase of 12.9% against the prior year reflecting the maturity of the underlying ICES contract base along with strong growth in the Product Sales division, particularly in the online and digital proposition. The profit on ordinary activities before taxation for the period amounted to £6,074,000 (2017: £5,170,000).

No interim dividend was paid during the period (2017: £nil). The directors do not recommend the payment of a final dividend in respect of the current period (2017: £nil).

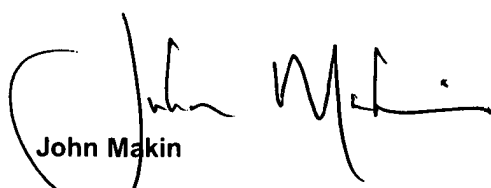
The financial performance in the current period reflects the continued success for the group in a growing and developing market. During the period, the Company successfully tendered for the Blackburn with Darwen ICES contract and successfully re-tendered for the Northern Ireland Wheelchair service. Additionally, the Company secured a contract to provide the Assistive Technology Service in North Yorkshire and ICES contract extensions were secured in Cambridgeshire & Peterborough, Herefordshire, Norfolk and Powys. Subsequent to the year end, the Company has successfully tendered for contracts to provide Technology Enabled Care Services in Torbay and Adult Community Occupational Therapy Services in the Isle of Wight. These represent a significant strategic expansion of the services that the Company provides to both Local Authorities and the NHS.

The Product Sales division of the company continued to perform strongly with revenues again increasing against the prior period. This represents a record performance and growth is anticipated to continue in future periods, particularly in the online and digital areas. During the year, the Product Sales division of the Company was appointed as the prime supplier of managed services solutions for the provision of social care equipment by Yorkshire Purchasing Organisation ("YPO"), and appointed on to the YPO framework for service and maintenance of social care equipment.

The market for the provision of outsourced healthcare contracts continues to grow and there remains a strong pipeline of new opportunities to provide ICES, Wheelchair, Telecare and Clinical services. As a market leader within the industry, the directors believe that there is significant scope to develop and grow the business in future periods.

Within the ICES contracts, on-time collections and deliveries, being the key performance indicators that management consider to be important, were 96% (2017: 95%), demonstrating a continued commitment to quality. Maintaining these service levels will be imperative for the continued growth and development of the business.

By order of the board


John Makin
Director

20/7/18

Directors' report

The directors present their report and the audited financial statements of the company for the year ended 31 March 2018.

Principal activity

The principal activity of the company is the provision of a holding company.

Results and dividends

The result for the year is shown in the attached profit and loss account. The directors do not recommend the payment of a dividend (2017: £nil).

Directors

The directors who held office during the period were as follows:

J M Benson
S P Kennedy
J Makin

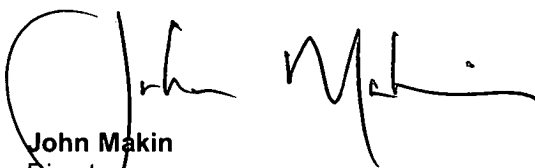
Disclosure of Information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that he/she ought to have taken as a director to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the board


John Makin
Director

20/7/18

Sherwood House
Cartwright Way
Forest Business House
Bardon Hill
Coalville
Leicestershire
LE67 1UB

Statement of directors' responsibilities in respect of the strategic report, the directors' report and the financial statements

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 year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (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 and then apply them consistently;
- make judgements and 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;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard that assets of the company and to prevent and detect fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SALUS HEALTHCARE LIMITED

Opinion

We have audited the financial statements of Salus Healthcare Limited for the year ended 31 March 2018 which comprise the Profit and loss account and other comprehensive income, Balance sheet and Statement of changes in equity, and related notes including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISA's (UK)") and applicable law. Our responsibilities are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least twelve months from the date of approval of the financial statements. We have nothing to report in these respects.

Strategic report and directors' report

The directors are responsible for the strategic report and directors' report. Our opinion on the financial statements does not cover those reports and we do not express an opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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.

We have nothing to report in these respects.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SALUS HEALTHCARE LIMITED

Directors' responsibilities

As explained more fully in their statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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 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.



Anthony Hambleton (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
St Nicholas House
Park Row
Nottingham
NG1 6FQ

20th July 2018

Profit and loss account and other comprehensive income
For the year ended 31 March 2018

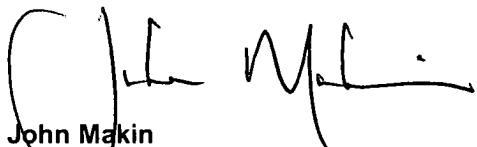
	Note	Year ended 31 March 2018 £'000	Year ended 31 March 2017 £'000
Interest payable and similar expenses	5	(21)	(21)
Loss before taxation		(21)	(21)
Tax on loss	6	-	-
Loss for the financial period		(21)	(21)

During the year there were no gains or losses other than those recorded in the profit and loss account.

Balance sheet
as at 31 March 2018

	Note	31 March 2018 £'000	31 March 2017 £'000
Fixed assets			
Investments	7	21,404	21,404
		<u>21,404</u>	<u>21,404</u>
Current assets			
Debtors	8	-	21
		<u>-</u>	<u>21</u>
Creditors: amounts falling due within one year	9	(6,573)	(6,573)
		<u>(6,573)</u>	<u>(6,552)</u>
Net current liabilities			
		<u>(6,573)</u>	<u>(6,552)</u>
Total assets less current liabilities		<u>14,831</u>	<u>14,852</u>
Net assets		<u>14,831</u>	<u>14,852</u>
Capital and reserves			
Called up share capital	10	19,630	19,630
Share premium	10	517	517
Profit and loss account		<u>(5,316)</u>	<u>(5,295)</u>
Shareholders' funds		<u>14,831</u>	<u>14,852</u>

The financial statements were approved by the board of directors on 20/7/18 and were signed on its behalf by:


John Makin
Director

Company registered number: 08415321

Statement of changes in equity
as at 31 March 2018

	Called up share capital £'000	Called up share capital £'000	Profit and loss account £'000	Total equity £'000
Balance at 1 April 2016	19,630	517	(5,274)	14,873
Total comprehensive income for the period				
Loss for the period	-	-	(21)	(21)
Balance at 31 March 2017	19,630	517	(5,295)	14,852
As 1 April 2017	19,630	517	(5,295)	14,852
Total comprehensive income for the period				
Loss for the period	-	-	(21)	(21)
Balance at 31 March 2018	19,630	517	(5,316)	14,831

Notes to the financial statements *(continued)*

1 Accounting policies

Salus Healthcare Limited (the "Company") is a private company limited by shares and incorporated and domiciled in the England and Wales.

The Company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

These financial statements were prepared in accordance Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102"). The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

The Company's ultimate parent undertaking, Aceso Healthcare Group Holdings Limited includes the Company in its consolidated financial statements. The consolidated financial statements of Aceso Healthcare Group Holdings Limited are available to the public and may be obtained from Sherwood House, Cartwrights Way, Forest Business Park, Bardon Hill, Coalville, Leicestershire LE67 1UB. In these financial statements, the company is considered to be a qualifying entity (for the purpose of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to the end of the period;
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

As the consolidated financial statements of Aceso Healthcare Group Holdings Limited include the equivalent disclosures, the Company has also taken the exemptions under FRS 102 available in respect of the following disclosures:

- The disclosures required by FRS 102.11 Basic Financial Instruments and FRS 102.12 Other Financial Instrument Issues in respect of financial instruments not falling within the fair value accounting rules of Paragraph 36(4) of Schedule 1.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Judgements made by the directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 12.

1.1 Going concern

The financial statements have been prepared on a going concern basis which the directors believe to be appropriate for the following reasons. The company is dependent for its working capital on funds provided to it by the company's parent Aceso Healthcare Group Holdings Limited, and the financing facilities that it has in place. Aceso Healthcare Group Holdings Limited has indicated that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds that are needed by the company. The directors consider that this should enable the company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so. Based on this undertaking the directors believe that it remains appropriate to prepare financial statements on a going concern basis.

Notes to the financial statements *(continued)*

1 Accounting policies *(continued)*

1.2 Classification of financial instruments issued by the group

In accordance with FRS 102.22, financial instruments issued by the group are treated as equity only to the extent that they meet the following two conditions:

- (a) They include no contractual obligations upon the group to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the group; and
- (b) Where the instrument will or may only be settled in the entity's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the entity's own equity instruments or is a derivative that will be settled by the entity exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the entity's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

1.3 Basic financial instruments

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

Investments in subsidiaries

These are separate financial statements of the company. Investments in subsidiaries are carried at cost less impairment.

Notes to the financial statements *(continued)*

1 Accounting policies *(continued)*

1.4 Impairment excluding stocks and deferred tax assets

Financial assets (including trade and other debtors)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount that the Company would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Non-financial assets

The carrying amounts of the Company's non-financial assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. 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. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit").

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

An impairment loss is reversed if and only if the reasons for the impairment have ceased to apply.

Impairment losses recognised in prior period are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

1.6 Expenses

Interest payable

Interest payable and similar expenses include interest payable and unwinding of the discount on provisions.

Interest payable is recognised in profit or loss as if accrued, using the effective interest method. Dividend income is recognised in the profit and loss account on the date the entity's right to receive payment is established.

Notes to the financial statements *(continued)*

1 Accounting policies *(continued)*

1.7 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustments to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met; and differences relating to investments in subsidiaries, to the extent that it is not probable that they will reverse in the foreseeable future and the reporting entity is able to control the reversal of the timing difference. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is provided in respect of the additional tax that will be paid or avoided on differences between the amount at which an asset (other than goodwill) or liability is recognised in a business combination and the corresponding amount that can be deducted or assessed for tax. Goodwill is adjusted by the amount of such deferred tax.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

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.

2 Expenses and auditor's remuneration

Auditor's remuneration:

Amounts receivable by the Company's auditor and its associates in respect of services to the Company and its associates, other than the audit of the Company's financial statements, have not been disclosed as the information is disclosed in the consolidated financial statements of the Company's parent, Aceso Healthcare Group Holdings Limited, which can be obtained from the address given in note 1.

3 Staff numbers and costs

The Company had no employees in the year or in the preceding year and therefore did not incur any remuneration expense.

4 Directors' remuneration

The directors received no emoluments for their services to the company during the year or in the preceding year. This is on the basis that the Directors' emoluments have been borne by the shareholders of the company, the services provided by the Directors to the Company are insignificant and an amount in respect of those services cannot reasonably be attributed.

Notes to the financial statements *(continued)*

5 Interest payable and similar expenses

	2018 £'000	2017 £'000
Other interest payable and similar expenses	21	21
Total interest payable and similar expenses	21	21

6 Taxation

Total tax expense recognised in the profit and loss account, other comprehensive income and equity

	2018 £'000	2017 £'000
<i>Current tax</i>		
Current tax on income for the period	-	-
Total current tax	-	-
<i>Deferred tax</i>		
Origination and reversal of timing differences	-	-
Total deferred tax	-	-
Total tax on loss	-	-

The tax assessed for the period is higher (2017: higher) than the standard rate of corporation tax in the UK 19% (2017: 20%). The differences are explained below:

	2018 £'000	2017 £'000
Loss excluding taxation	(21)	(21)
Tax using the UK corporation tax rate of 19% (2017: 20%).	(4)	(4)
Effects of:		
Group relief surrendered	4	4
Total tax expense included in profit or loss	-	-

A reduction in the UK corporation tax rate from 19% to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016. This will reduce the Company's future current tax charge accordingly.

Notes to the financial statements *(continued)*

7 Fixed asset investments

Cost and net book value	Fixed assets investments £'000
At 31 March 2017 and at 31 March 2018	21,404

The Company has the following investments in subsidiaries:

	Registered office	Class of shares held	Ownership %
Nottingham Rehab Limited	Sherwood House, Cartwrights Way, Forest Business Park, Bardon Hill, Coalville, Leicestershire LE67 1UB	Ordinary	100%
NRS Mobility Care Limited (*)	Sherwood House, Cartwrights Way, Forest Business Park, Bardon Hill, Coalville, Leicestershire LE67 1UB	Ordinary	100%
NRS Telecare Limited (*)	Sherwood House, Cartwrights Way, Forest Business Park, Bardon Hill, Coalville, Leicestershire LE67 1UB	Ordinary	100%

* held indirectly

8 Debtors

	2018 £'000	2017 £'000
Prepayments	-	21
Due with one year	-	21
Due after one year	-	-
	-	21

9 Creditors: amounts falling due within one year

	2018 £'000	2017 £'000
Amounts owed to group undertakings	6,573	6,573

Notes to the financial statements *(continued)*

10 Called up share capital

	2018 £	2017 £
Authorised, issued, called up and fully paid		
1,962,991,338 ordinary shares of £0.01 each	19,629,913	19,629,913

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the company.

Share Premium

The balance classified as share premium relates to the aggregate net proceeds less nominal value of shares on issue of the Company's equity share capital.

11 Related parties

As the Company was a wholly owned subsidiary of Aceso Healthcare Group Holdings Limited at 31 March 2018, the Company has taken advantage of the exemption contained in FRS102.33.1A and has therefore not disclosed transactions or balances with wholly owned entities which form part of the Group headed by Aceso Healthcare Group Holdings Limited.

12 Accounting estimates and judgements

The preparation of financial information sometimes requires the directors to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. Where such judgements, estimates or assumptions are required, these are based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates.

For the purposes of preparing the Company's annual report and audited financial statements, there are currently no specific estimates, judgements or assumptions required to be made by the directors. Any estimates required in the future will be reviewed on an ongoing basis.

13 Ultimate parent company and parent company of larger group

The Company is a subsidiary undertaking of Aceso Healthcare Limited. The ultimate controlling party is Aceso Healthcare Group Holdings Limited.

The largest and smallest group in which the results of the Company are consolidated is that headed by Aceso Healthcare Group Holdings Limited. No other group financial statements include the results of the Company. The consolidated financial statements of the group are available to the public and may be obtained from Aceso Healthcare Group Holdings Limited, Sherwood House, Cartwright Way, Forest Business Park, Bardon Hill, Coalville, Leicestershire LE67 1UB.