

Accantia Health & Beauty Limited

**Directors' report and financial
statements**

Registered number 57859

**For the 9 month period ended 30 September
2010**

TUESDAY



AQTZ7T1T
A03 05/04/2011 155
COMPANIES HOUSE

Contents

Directors and advisors	1
Directors' report	2
Statement of directors' responsibilities in respect of the Directors' Report and the financial statements	4
Independent auditors' report to the members of Accantia Health & Beauty Limited	5
Profit and loss account	7
Balance Sheet	8
Notes	9

Directors and advisors

Directors

T Monaghan
M Halliwell
G P Schmidt

Independent auditors

KPMG LLP
3 Assembly Square
Britannia Quay
Cardiff
CF10 4AX

Registered office

4th Floor
Chadwick House
Blenheim Court
Solihull
West Midlands
B91 2AA

Bankers

Bank of Scotland
Citymark
150 Fountainbridge
Edinburgh
EH3 9DE

Directors' report

The directors present their directors' report and financial statements for the 9 month period ended 30 September 2010. Following the acquisition of the company by Alberto-Culver UK Products Ltd on 18 December 2009, the Company changed its year end to 30 September in order to align its accounting reference date with its parent undertaking.

Principal activity and business review

The principal activity of the Company is that of a non-trading subsidiary within a group engaged in the distribution of health and beauty products.

In September 2010, Unilever, a world-wide consumer goods company, made a formal offer to acquire all the shares of the ultimate parent company, Alberto-Culver Company, a US based organisation. As of the date of these financial statements, the offer has been accepted by Alberto-Culver Company shareholders, but not yet completed.

Results and dividends

The profit for the period attributable to shareholders amounts to £2,026,000 (2009 £6,411,000). The Directors recommended and paid an interim dividend on 3 February 2010 of £40,300,000 (2009 £nil).

Principal risks and uncertainties

From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of the Group and are not managed separately. Accordingly, the principal risks and uncertainties of Simple Health & Beauty Group Limited, which include those of the Company, are discussed in the Directors' Report to the Group's annual report which does not form part of this report.

Charitable and political contributions

The Company made no charitable or political contributions during the period (2009 £nil).

Directors

The Directors of the Company at the date of this report are those listed on page 1. The Directors who served during the period and were as follows:

G M Percy	(Resigned 31 August 2010)
P J Hatherly	(Resigned 26 October 2010)
T Monaghan	
M Halliwell	
G P Schmidt	

Disclosure of information to auditors

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

Directors' report *(continued)*

Auditors

On 11 August 2010, PricewaterhouseCoopers LLP resigned as auditors and KPMG LLP were appointed in their place. Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the board



M Halliwell
Director

4th Floor
Chadwick House
Blenheim Court
Solihull
West Midlands
B91 2AA

25 March 2011

Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

The directors are responsible for preparing 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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

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 judgments 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, 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.



KPMG LLP

3 Assembly Square
Britannia Quay
Cardiff
CF10 4AX
United Kingdom

Independent auditor's report to the members of Accantia Health & Beauty Limited

We have audited the financial statements of Accantia Health & Beauty Limited for the period ended 30 September 2010 set out on pages 7 to 13. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities 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. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's web-site at www.frc.org.uk/apb/scope/UKNP.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 30 September 2010 and of its profit for the period then ended,
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements.

Independent auditor's report to the members of Accantia Health & Beauty Limited*(continued)*

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit



A C Campbell-Orde (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants
3 Assembly Square
Britannia Quay
Cardiff
CF10 4AX

25 March 2011

Profit and loss account
for the period ended 30 September 2010

	<i>Note</i>	9 months 2010 £000	12 months 2009 £000
Other income	4	874	-
Profit before interest and taxation		874	-
Interest receivable and similar income	5	1,940	7,271
Profit before taxation		2,814	7,271
Tax charge on profit on ordinary activities	6	(788)	(860)
Profit for the financial period	12	2,026	6,411

There are no recognised gains or losses other than those included in the profit and loss account above, and therefore no separate statement of total recognised gains and losses has been presented

There is no difference between the profit for the periods stated above and their historical cost equivalents

The notes on pages 9 to 13 form part of these financial statements

Balance Sheet
at 30 September 2010

	<i>Note</i>	30 September 2010 £000	31 December 2009 £000
Current assets			
Debtors due within one year	7	1,541	86,634
Debtors due after more than one year	8	47,648	-
Current liabilities			
Creditors: amounts falling due within one year	9	(1,922)	(1,093)
Net current assets		<u>47,267</u>	<u>85,541</u>
Creditors amounts falling due after more than one year		-	-
Net assets		<u>47,267</u>	<u>85,541</u>
Capital and reserves			
Called up share capital	10	3,404	3,404
Share premium account	11	38,000	38,000
Other reserves	11	1,667	1,667
Profit and loss account	11	4,196	42,470
Total shareholders' funds	12	<u>47,267</u>	<u>85,541</u>

The notes on pages 9 to 13 form part of these financial statements

These financial statements were approved by the board of directors on 25 March 2011 and were signed on its behalf by



M Halliwell
Director

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements

Basis of preparation

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

The company is exempt by virtue of s401 of the Companies Act 2006 from the requirement to prepare group financial statements, as it is a wholly owned subsidiary that is included in the accounts of a larger group. These financial statements therefore present information about the Company as an individual undertaking and not about its group.

Cashflow preparation

Under Financial Reporting Standard 1, the company is exempt from the requirement to prepare a cash flow statement on the grounds that more than 90% of the voting rights in the company are controlled within the group headed by the company's ultimate parent undertaking, which includes the company in its own published consolidated financial statements.

Related party transactions

The company has taken advantage of the exemption available under Financial Reporting Standard 8, from the requirement to disclose transactions with entities that are part of the group headed by the company's ultimate parent undertaking or investees of that group qualifying as related parties, on the grounds that all of the voting rights in the company are controlled within the group and the company's ultimate parent undertaking includes the company in its own published consolidated financial statements.

Share capital

Ordinary share capital is classified as equity if it is non-redeemable by the shareholder and any dividends are discretionary. Dividends are recognised as distributions within equity.

2 Profit on ordinary activities before taxation

Auditors' remuneration is borne by other group undertakings (2009 £nil)

3 Remuneration of directors

The Company has no employee other than the Directors (2009 nil). The directors of the Company are paid by other group undertakings.

Notes (continued)

4 Other income

	9 months 2010 £000	12 months 2009 £000
Other income	874	-

Other income represents the repayment of output VAT and related interest received from HMRC in July 2010 in respect of a Fleming VAT claim submitted by the Simple Health & Beauty Group

5 Interest receivable and similar income

	9 months 2010 £000	12 months 2009 £000
Interest receivable from fellow group undertaking	1,940	7,271

6 Taxation

(a) Analysis of charge in the period

	9 months 2010 £000	12 months 2009 £000
Current tax		
UK Corporation tax on profits of the period	788	-
Total current tax	788	-
Deferred taxation		
Current period deferred tax movement	-	993
Credit on profit on ordinary activities	-	(133)
Total deferred tax (note 6c)	-	860
Tax on profit on ordinary activities	788	860

Notes (continued)

6 Taxation (continued)

(b) Factors affecting tax charge for period

The tax assessed for the period is in line with (2009 lower) the average standard rate of corporation tax in the UK 28% (2009 28%) The differences are explained below

	9 months 2010 £000	12 months 2009 £000
Profit on ordinary activities before taxation	2,814	7,271
Profit on ordinary activities multiplied by the average standard rate of corporation tax in the UK of 28% (2009 28%)	788	2,036
<i>Effects of:</i>		
Losses utilised	-	(993)
Group relief	-	(1,043)
Current tax charge	788	-

(c) Deferred taxation

Movements in the net deferred tax asset during the period were as follows

	9 months 2010 £000	12 months 2009 £000
Balance at beginning of period	-	860
Charge for the period	-	(993)
Credit for the period	-	133
Balance at end of period	-	-

7 Debtors: amounts falling due within one year

	2010 £000	2009 £000
Amounts owed by group undertakings	1,541	86,634

Amounts due from group undertakings are repayable on demand

Notes (continued)

8 Debtors : amounts falling due after more than one year

	2010 £000	2009 £000
Loan to parent undertaking	47,648	-

The intercompany loan represents an amount of £47,648,000 due from Simple Health & Beauty Group Limited which is receivable in full on 31 July 2012. The loan is subject to a 5% per annum interest charge.

9 Creditors: amounts falling due within one year

	2010 £000	2009 £000
Amounts owed to group undertakings	1,677	1,093
Corporation tax	245	-
	<u>1,922</u>	<u>1,093</u>

Amounts due to group undertakings are repayable on demand.

10 Called up share capital

	2010 Number	2009 Number	2010 £000	2009 £000
Authorised				
Ordinary shares of 25p each	13,616,000	13,616,000	3,404	3,404
	<u>13,616,000</u>	<u>13,616,000</u>	<u>3,404</u>	<u>3,404</u>
Allotted, called up and fully paid				
Ordinary shares of 25p each	13,616,000	13,616,000	3,404	3,404
	<u>13,616,000</u>	<u>13,616,000</u>	<u>3,404</u>	<u>3,404</u>

11 Reserves

	Profit and loss reserve £000	Share premium account £000	Other reserves £000
At 1 January 2010	42,470	38,000	1,667
Profit for the financial period	2,026	-	-
Dividend paid	(40,300)	-	-
Balance at 30 September 2010	<u>4,196</u>	<u>38,000</u>	<u>1,667</u>

Notes (continued)

12 Reconciliation of movement in total shareholders' funds

	2010 £000	2009 £000
Profit for the financial period	2,026	6,411
Dividend paid	(40,300)	-
	<hr/>	<hr/>
Net increase in shareholders' funds	(38,274)	6,411
Opening shareholders' funds	85,541	79,130
	<hr/>	<hr/>
Closing shareholders' funds	47,267	85,541
	<hr/>	<hr/>

13 Contingent liabilities

There were no contingent liabilities at 30 September 2010 (2009 £nil)

14 Immediate parent company and ultimate controlling party

The immediate parent undertaking is Accantia Group Holdings, a Company incorporated in Great Britain and registered in England and Wales. Accantia Group Holdings is a wholly owned subsidiary of Simple Health & Beauty Group Limited.

Simple Health & Beauty Group Limited was acquired by Alberto-Culver UK Products Limited on 18 December 2009. From this date, the ultimate parent undertaking and controlling party has been Alberto-Culver Company, a company incorporated in the United States of America. Copies of the group financial statements for Alberto-Culver Company can be obtained from Alberto-Culver Company, 2525 Armitage Avenue, Melrose Park, IL 60160, USA.