

Allied Healthcare Holdings Limited

Report and financial statements

Year ended 31st December 2016
Registered number 3370146

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Report and financial statements

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Corporate information

Directors

Mr J H Whitehead

Mr L Warnke

Secretary

Mr D Collison

Auditors

Grant Thornton UK LLP

Grant Thornton House

Melton Street

Euston Square

London NW1 2EP

Registered office

Cavendish House

Lakhpur Court

Staffordshire Technology Park

Stafford

ST18 0FX

Company number

England and Wales no. 3370146

Directors' report

The directors are pleased to present their report for Allied Healthcare Holdings Limited, company registered number 3370146, for the year ended 31st December 2016. Comparative figures are presented for the 11 month period ended 31st December 2015, the accounting year having been changed to align with that of Aurelius SE & Co KGaA, which has been the ultimate holding company since 1st December 2015.

Directors and officers

The current directors of the Company are shown on page 2.

Directors who served during the year were as follows:

J H Whitehead

D Collison (appointed 14th January 2016)

L Warnke (appointed 26th September 2016)

R M Preece (appointed 14th January 2016, resigned 16th February 2016)

C L Mason (appointed 5th April 2016, resigned 5th August 2016)

After the year end, D Collison resigned as a director on 31st January 2017.

D Collison was appointed as Company Secretary on 14th January 2016.

Directors' interests

In the year ended 31st December 2016 none of the directors had any interest in the share capital of the Company (period ended 31st December 2015: none).

Country of incorporation

The Company is incorporated in Great Britain and registered in England and Wales.

Dividends

No dividends have been paid or recommended for the year to 31st December 2016 (period ended 31st December 2015: £nil).

Future developments

It is anticipated that the Company will continue to be an intermediate holding company within the Allied Healthcare group of companies.

Financial instruments

The Company finances its activities using intra-group accounts with other group companies. All such accounts, both receivables and payables, are classed as financial instruments, such classification being as follows:

- Trade and other debtors, including intra-group debtors, are classified as loans and receivables
- Trade and other payables, including intra-group creditors, are classified as other liabilities.

Auditors

Ernst & Young LLP resigned during the year and were replaced by Grant Thornton UK LLP, who have expressed their willingness to continue in office as auditors.

Going concern


The Company's business activities are described in the Strategic Report on page 5. The directors believe that the Company is capable of adequately managing its business risk. After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in existence for the foreseeable future. This expectation takes into account the positive net assets of the Company. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

Directors' responsibilities to the auditors regarding the financial statements

Each person who is a director at the date of approval of this directors' report confirms that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- each director has taken all the steps that he or she ought to have taken as a director to make himself or herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Approved by the Board on 17th March 2017 and signed on its behalf by:



John Whitehead

Director

Allied Healthcare Holdings Limited

Registered number 3370146

Strategic report

The directors present their strategic report for the year ended 31st December 2016.

Principal activities and future developments

Allied Healthcare Holdings Limited ("the Company") is an intermediate holding company. Throughout the year ended 31st December 2015 it was itself wholly and directly owned by Allied Healthcare Group Holdings Limited. The Company holds an investment in the entire issued share capital of Omnicare Limited and investments in certain dormant group companies, and indirectly holds investments in other non-trading companies in the group.

Until 1st December 2015 the ultimate holding company of the Company was Acromas Holdings Limited. On that date, however, the Allied Healthcare group of companies was sold to the Aurelius group; the ultimate parent company therefore became Aurelius SE & Co KGaA, a company registered and resident in Germany, as from 1st December 2015.

During the period ended 31st December 2015 the Company transitioned from previously extant UK GAAP to FRS 101 – *Reduced Disclosure Framework* and in the year ended 31st December 2016 has continued to take advantage of the disclosure exemptions allowed under this standard. The Company's immediate parent undertaking, Allied Healthcare Group Holdings Limited, was notified of and did not object to the use of the EU-adopted IFRS disclosure exemptions.

Results and dividends

In the year ended 31st December 2016 three intercompany payable accounts owed by the Company to other companies in the Allied Healthcare group were formally waived. These were (i) an amount of £15,271,323 owed to Nestor Primecare Services Limited, a fellow subsidiary company which is also the main trading company in the group; (ii) an amount of £5,713,896 owed to Allied Healthcare Group Holdings Limited, the Company's immediate parent company; and (iii) an amount of £12,797,850 owed to Omnicare Limited, a direct subsidiary of the Company. The total thereby waived was £33,783,069 and a credit of this amount was accordingly recognised in the income statement.

The waiver of the intercompany payable due to Omnicare Limited had at the same time an adverse impact of the same amount, £12,797,850, on that company's net asset value. As a result, it has been necessary for the Company to impair the carrying value of its investment in Omnicare Limited as a subsidiary company. A charge of £12,797,850 representing this impairment has therefore been recognised in the Company's income statement.

The combined impact of these credits and charges is that the profit attributable to shareholders disclosed in the income statement was £20,985,219 (period ended 31st December 2015: profit of £33,721,626). No dividend has been declared or paid.

Principal risks and uncertainties

The Company does not trade. Its only assets with positive carrying values are its equity investments in its immediate subsidiary Omnicare Limited and in certain dormant group companies. In each case these carrying values are equal to the current net asset values of the respective subsidiaries as at the balance sheet date. In the opinion of the directors, therefore, material risks for the Company are limited to possible future impairments in these carrying values, and at the date of approval of these financial statements are thought to have a low probability of occurrence.

Approved by the Board on 17th March 2017 and signed on its behalf by:

A handwritten signature in black ink, appearing to read 'J. Whitehead', written in a cursive style.

John Whitehead
Director
Allied Healthcare Holdings Limited
Registered number 3370146

Directors' responsibilities statement

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

Company law requires the directors to prepare financial statements for each financial period. Under that law the directors have elected to prepare the financial statements in accordance with UK Generally Accepted Accounting Principles (UK 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;
- 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 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.

Independent auditor's report to the shareholders of Allied Healthcare Holdings Limited

We have audited the financial statements of Allied Healthcare Holdings Limited for the year ended 31 December 2016 which comprise the Income Statement, the Statement of Comprehensive Income, the Statement of Changes in Equity, the Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 "Reduced Disclosure Framework".

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 auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 7, 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 and express an opinion on 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 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 Financial reporting Council's website at www.frc.org.uk/auditscopeukprivate.

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 31 December 2016 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

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

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

Matter on which we are required to report under the Companies Act 2006

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

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.

Grant Thornton UK LLP

Marc Summers
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP
Statutory Auditor, Chartered Accountants
London

17 March 2017

Income statement

for the year ended 31st December 2016

	Notes	Year to 31.12.16 £	11 months to 31.12.15 £
Gain arising from waiver of intercompany payables	8	33,783,069	36,079,155
Impairment of carrying value of investment in subsidiary company	6	(12,797,850)	(2,356,657)
Administrative expenses		-	(872)
Profit before taxation		20,985,219	33,721,626
Taxation	5	-	-
Profit for the period		20,985,219	33,721,626

All results have been derived from continuing operations.

The notes on pages 13 to 15 form an integral part of these financial statements.

Statement of comprehensive income

for the year ended 31st December 2016

	Notes	Year to 31.12.16 £	11 months to 31.12.15 £
Profit for the period	4	20,985,219	33,721,626
Total comprehensive income for the period		20,985,219	33,721,626

Statement of changes in equity

for the year ended 31st December 2016

	Share capital £	Share premium £	Retained earnings/(losses) £	Total equity £
At 31st January 2015	3,648,843	41,353,491	(98,862,346)	(53,860,012)
Profit for the financial period	-	-	33,721,626	33,721,626
Total comprehensive income for the period	-	-	33,721,626	33,721,626
At 31st December 2015	3,648,843	41,353,491	(65,140,720)	(20,138,386)
Profit for the financial period	-	-	20,985,219	20,985,219
Total comprehensive income for the period	-	-	20,985,219	20,985,219
At 31st December 2016	3,648,843	41,353,491	(44,155,501)	846,833

The notes on pages 13 to 15 form an integral part of these financial statements.

Balance sheet

as at 31st December 2016

	Notes	31.12.2016 £	31.12.2015 £
Fixed assets			
Investments	6	7,001,520	19,799,370
Fixed assets		7,001,520	19,799,370
Current assets			
Amounts owed by other group companies	7	53,102	-
Current assets		53,102	-
Current liabilities			
Amounts owed to other group companies	8	(6,207,789)	(39,937,756)
Current liabilities		(6,207,789)	(39,937,756)
Net current liabilities		(6,154,687)	(39,937,756)
Total assets less current liabilities		846,833	(20,138,386)
Net assets/(liabilities)		846,833	(20,138,386)
Equity			
Called up share capital	9	3,648,843	3,648,843
Share premium account		41,353,491	41,353,491
Retained losses		(44,155,501)	(65,140,720)
Total equity - surplus/(deficit)		846,833	(20,138,386)

The notes on pages 13 to 15 form an integral part of these financial statements.

The financial statements on pages 10 to 15 were approved by the Board on 17th March 2017.



J H Whitehead

Allied Healthcare Holdings Limited
Company registration number: 3370146

Notes to the financial statements

for the year ended 31st December 2016

1 Authorisation of financial statements and statement of compliance with FRS 101

The financial statements of Allied Healthcare Holdings Limited (the "Company") for the year ended 31st December 2016 were authorised for issue by the board of directors on 17th March 2017 and the balance sheet was signed on the board's behalf by J H Whitehead. Allied Healthcare Holdings Limited is incorporated and domiciled in England and Wales.

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101) and in accordance with applicable accounting standards.

The Company's financial statements are presented in Sterling being the functional and presentational currency.

The Company has taken advantage of the exemption under s400 of the Companies Act 2006 not to prepare group accounts as it is a wholly owned subsidiary of Aurelius SE & Co KGaA, a German listed corporation. The consolidated financial statements of Aurelius SE & Co KGaA are available from Ludwig-Ganghofer-Strasse 6, 82031 Grunwald, Germany or at www.aureliusinvest.de.

The principal accounting policies adopted by the Company are set out in note 2.

2 Accounting policies

Basis of preparation and accounting reference date

The accounting reference date of the Company is 31st December. Comparative figures are for the 11 month period ended 31st December 2015.

The Company transitioned from previously extant UK GAAP to FRS 101 in the period ended 31st December 2015.

In preparing these financial statements the Company has taken advantage of certain disclosure exemptions conferred by FRS 101. Therefore these financial statements do not include -

- (i) a statement of cash flows and related notes
- (ii) the requirement to produce a balance sheet at the beginning of the earliest comparative period
- (iii) the requirements of IAS 24 related party disclosures to disclose related party transactions entered into between two or more members of the group as they are wholly owned within the group
- (iv) presentation of comparative reconciliations for property, plant and equipment and intangible assets
- (v) capital management disclosures
- (vi) presentation of comparative reconciliation of the number of shares outstanding at the beginning and at the end of the period
- (vii) the effect of future accounting standards not adopted
- (viii) business combination disclosures
- (ix) disclosures in relation to impairment of assets
- (x) disclosures in respect of financial instruments and fair value measurement disclosures (other than disclosures required as a result of recording financial instruments at fair value).

Investments

Investments in subsidiary undertakings are held at original cost less any provision for impairment.

Financial instruments

IAS 39 Financial Instruments: Recognition and Measurement requires the classification of financial instruments into separate categories for which the accounting requirement is different. The Company has classified its financial instruments as follows:

- short-term deposits, trade and other receivables are classified as loans and receivables
- bank borrowings, trade and other payables are classified as other liabilities.

Amounts due from other group companies under common control are classed as loans and receivables.

Amounts due to other group companies under common control are classed as other liabilities.

Financial instruments are recognised at the contract date and initially measured at fair value. Both loans and receivables and other liabilities are held at amortised cost and not revalued (except for any changes in exchange rates).

Trade debtors are initially recognised at fair value and subsequently held at amortised cost, less provision for impairment. If there is objective evidence that the Group will not be able to collect the full amount of the debtor, an impairment is recognised through the income statement.

Financial instruments are derecognised on expiry or when all contractual rights and obligations are transferred.

Going concern

The directors are of the opinion that it is appropriate to continue to adopt the going concern basis of accounting in preparing the financial statements.

3 Auditors' remuneration

Auditors' remuneration on audit of financial statements of £938 excluding value added tax (11 month period to 31st December 2015: £2,000) have been borne and paid for by other group companies. No fees were paid by the Company to the auditors for non-audit services in the period (11 month period to 31st December 2015: £nil).

4 Profit before taxation

Details of the Company's profit before taxation are disclosed in the income statement on page 10.

Notes to the financial statements

for the year ended 31st December 2016

5 Taxation

	Year ended 31.12.2016 £	11 month period ended 31.12.2015 £
UK corporation tax at 20.00% (11 month period to 31st December 2015: 20.18%)	-	-
Current tax credit	-	-
Tax credit for the period	-	-

Factors affecting the tax credit for the period:

	Year ended 31.12.2016 £	11 month period ended 31.12.2015 £
Profit/(loss) at the average standard rate of corporation tax at 20.00% (11 month period to 31st December 2015: 20.18%)	(4,197,044)	(6,805,024)
Gain on waiver of intercompany payable not chargeable to tax	6,756,614	7,280,773
Impairment not deductible for tax	(2,559,570)	(475,573)
Other timing difference	-	(176)
Tax credit for the period	-	-

A reduction in the main rate of corporation tax from 23% to 21% took effect on 1st April 2014 and a further reduction to 20% was enacted in the Finance Act 2013 to take effect from 1st April 2015. Further reductions to the rate of corporation tax, to 19% in April 2017 and then 18% in April 2020, were announced as part of the Summer Budget 2015.

6 Investments

	31.12.2016 £	31.12.2015 £
Carrying value of investments in subsidiary companies at the start of the period	19,799,370	22,156,027
Less: impairments accounted for in the period	(12,797,850)	(2,356,657)
Total investments	7,001,520	19,799,370

The investments are held at cost, less impairments.

The carrying values of the Company's investment in its subsidiary Omnicare Limited (an intermediate holding company) and its investments in dormant subsidiaries are equal to the respective net asset values of those subsidiaries at the balance sheet date. The carrying value of the investment in Omnicare Limited was impaired by £12,797,850 in the period as a result of a corresponding reduction in the net asset value of that company; a charge of like amount, representing the impairment, was accordingly recognised in the income statement of the Company.

Omnicare Limited is wholly owned by the Company including 100% voting rights. It is registered in England and Wales.

A full list of all subsidiary undertakings, directly held and indirectly held, is disclosed in note 13.

7 Amounts owed by other group companies falling due within one year

	31.12.2016 £	31.12.2015 £
Amounts owed by subsidiary companies	53,102	-
Amounts owed by other group companies falling due within one year	53,102	-

8 Amounts owed to other group companies falling due within one year

	31.12.2016 £	31.12.2015 £
Amounts owed to subsidiary companies	6,207,788	18,952,537
Amounts owed to other group companies	-	20,985,219
Amounts owed to other group companies falling due within one year	6,207,788	39,937,756

During the period the following payables have been formally waived: an amount of £15,271,323 that had been payable to Nestor Primecare Services Limited, a fellow subsidiary company; £5,713,896 that had been payable to Allied Healthcare Group Holdings Limited, the immediate parent of the Company; and £12,797,850 that had been payable to Omnicare Limited, the immediate subsidiary company. All waivers were effected by a Deed entered into by all companies involved. A total gain of the same amount was accordingly recognised in the income statement.

The Company owes £6,207,788 to all of its other (dormant) subsidiary companies. Letters of forbearance have been received from all of those companies stating that they have no current intention of requiring the outstanding balances to be settled by the Company within 12 months of the date of signing these financial statements.

9 Share capital

Allotted, issued and fully paid	31.12.2016 Number	31.12.2016 £	31.12.2015 Number	31.12.2015 £
Ordinary shares of 5p each				
At the beginning of the period	72,976,860	3,648,843	72,976,860	3,648,843
At the end of the period	72,976,860	3,648,843	72,976,860	3,648,843

Notes to the financial statements

for the year ended 31st December 2016

10 Employees and directors

The Company had no employees during the period (11 month period to 31st December 2015: none).

During their respective periods of office L Wamke, C L Mason, D Collison, R M Preece and J H Whitehead, were remunerated by Nestor Primecare Services Limited, a fellow subsidiary of the ultimate holding company Aurelius SE & Co KGaA (registered in Germany). They did not receive any remuneration during the period in respect of their services as directors of the Company (11 month period to 31st December 2015: £nil).

The Company has not been recharged any amounts relating to the remuneration of any director (11 month period to 31st December 2015: £nil).

11 Related party transactions

The Company is exempt from any requirement to disclose related party transactions with other group undertakings in accordance with paragraph 8(k) of FRS 101.

12 Immediate and ultimate parent undertakings

The immediate parent company is Allied Healthcare Group Holdings Limited, a company incorporated in Great Britain and registered in England and Wales. The Company is wholly owned by Allied Healthcare Group Holdings Limited.

The ultimate holding company is Aurelius SE & Co KGaA, a company registered and resident in Germany.

Aurelius SE & Co KGaA is the parent company of the smallest group of which the Company is a member and for which consolidated financial statements are prepared.

13 Subsidiary undertakings

Directly held subsidiary undertakings of the Company are as listed below:

Name of Company	Country of incorporation	Location of registered office
Omnicare Limited	England and Wales	Stafford, England
Allied Staffing Professionals Limited	England and Wales	Stafford, England
Balfor Medical Limited	England and Wales	Stafford, England
Care Concern (Darlington) Limited	England and Wales	Stafford, England
Care Concern (Durham) Limited	England and Wales	Stafford, England
Care Concern (Newcastle) Limited	England and Wales	Stafford, England
Care Concern (South Tyneside) Limited	England and Wales	Stafford, England
Carelink (Scotland) Limited	Scotland	Edinburgh, Scotland
County Homecare Limited	England and Wales	Stafford, England
Crystalglenn Limited	England and Wales	Stafford, England
First Force Medical Recruitments Limited	England and Wales	Stafford, England
Helping Hands Agency Limited	England and Wales	Stafford, England
Home Care (Wales) Limited	England and Wales	Stafford, England
Inver Healthcare Services Limited	Scotland	Edinburgh, Scotland
Medic-One Group Limited	England and Wales	Stafford, England
Nightingale Nursing Bureau Limited	England and Wales	Stafford, England
Primary Care Agency Limited	England and Wales	Stafford, England
Primary Care Training Limited	England and Wales	Stafford, England
South West Nursing Agency Limited	England and Wales	Stafford, England
Staffing Enterprise (PSV) Limited	England and Wales	Stafford, England

Indirectly held subsidiary undertakings of the Company are as listed below:

Name of Company	Country of incorporation	Location of registered office
Winsom Nursing and Homecare Agency Limited	Scotland	Edinburgh, Scotland
Allied Healthcare Group Limited	England and Wales	Stafford, England
L&B (no 182) Limited	Northern Ireland	Milford, Northern Ireland
Homecare (Northern Ireland) v/a Homecare Independent Living Limited	Northern Ireland	Milford, Northern Ireland
Homecare Support Services Limited	Northern Ireland	Milford, Northern Ireland
Homecare & Health Services (Ireland) Limited	Ireland	Dundalk, Ireland
Premier Care Armagh Limited	Northern Ireland	Milford, Northern Ireland
Allied Healthcare Managed Solutions Limited	England and Wales	Stafford, England
Allied Homecare Limited	England and Wales	Stafford, England
Allied Healthcare Staffing Solutions Limited	England and Wales	Stafford, England
Allied Medicare Limited	England and Wales	Stafford, England
Allied Pharmcare Limited	England and Wales	Stafford, England
Nurses Direct Limited	England and Wales	Stafford, England
Transworld Healthcare (UK) Limited	England and Wales	Stafford, England
Biju Limited	England and Wales	Stafford, England
Biju Care Limited	England and Wales	Stafford, England
Care Academy Limited	England and Wales	Stafford, England
Biju Lancaster Limited	England and Wales	Stafford, England
Health and Lifecare Options Limited	Scotland	Edinburgh, Scotland
Health and Lifecare Options (Services) Limited	Scotland	Edinburgh, Scotland
Scot Home Care Limited	Scotland	Edinburgh, Scotland

The Company indirectly owns 50.1% of the issued share capital of L&B (no 182) Limited which is a holding company for those companies listed above incorporated in Ireland or Northern Ireland and providing homecare and healthcare services in those countries. Those subsidiary companies are therefore themselves owned 50.1% (indirectly) by the Company.

The Company owns, directly or indirectly, 100% of the issued ordinary share capital of all of the other subsidiary undertakings listed above. None of those subsidiary companies are trading; all are dormant.