

COMPANY REGISTRATION NUMBER: 07767324

REGISTRAR OF  
COMPANIES

**Callisto Healthcare Limited**

**Financial Statements**

**31 March 2017**



**BURGESS HODGSON LLP**

Chartered accountant & statutory auditor  
Camburgh House  
27 New Dover Road  
Canterbury  
Kent  
CT1 3DN

# **Callisto Healthcare Limited**

## **Financial Statements**

**Year ended 31 March 2017**

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# Callisto Healthcare Limited

## Strategic Report

Year ended 31 March 2017

The company owns T.D. Bailey Investments Limited, which in turn owned the Dulwich Care Centre before which it transferred to fellow group member, Capital Care Villages (Dulwich) Limited. The management are currently exploring various options for this site.

Callisto itself is a wholly owned subsidiary of Ganymede Care Limited which also operates the Chiswick Nursing Centre.

This report was approved by the board of directors on 15<sup>th</sup> December and signed on behalf of the board by: 2017



Mr M Gash  
Director

Registered office:  
1 Battersea Square  
London  
SW11 3RZ

# **Callisto Healthcare Limited**

## **Directors' Report**

**Year ended 31 March 2017**

The directors present their report and the financial statements of the company for the year ended 31 March 2017.

### **Directors**

The directors who served the company during the year were as follows:

Dr N Dhandra  
Mr S Dhandra  
Mr M Gash  
Mr A K N Patel

### **Dividends**

The directors do not recommend the payment of a dividend.

### **Directors' responsibilities statement**

The directors are responsible for preparing the strategic report, 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 the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and 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 accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### **Auditor**

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as they are aware, there is no relevant audit information of which the company's auditor is unaware; and
- they have taken all 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 auditor is aware of that information.

# Callisto Healthcare Limited

## Directors' Report *(continued)*

Year ended 31 March 2017

This report was approved by the board of directors on 15<sup>th</sup> December 2017 and signed on behalf of the board by:



Mr M Gash  
Director

Registered office:  
1 Battersea Square  
London  
SW11 3RZ

# **Callisto Healthcare Limited**

## **Independent Auditor's Report to the Member of Callisto Healthcare Limited**

### **Year ended 31 March 2017**

We have audited the financial statements of Callisto Healthcare Limited for the year ended 31 March 2017, on pages 6 to 14. The financial reporting framework that has been applied in their preparation is applicable law and the United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

This report is made solely to the company's member, 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 member 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 member 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, 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**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the strategic report and the directors' report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

#### **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 March 2017 and of its loss 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 matter prescribed by the Companies Act 2006**

In our opinion the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

## **Callisto Healthcare Limited**

### **Independent Auditor's Report to the Member of Callisto Healthcare Limited** (continued)

**Year ended 31 March 2017**

#### **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.



Robert Field FCA CTA (Senior Statutory Auditor)

For and on behalf of  
Burgess Hodgson LLP  
Chartered accountant & statutory auditor  
Camburgh House  
27 New Dover Road  
Canterbury  
Kent  
CT1 3DN

15/12/2017

**Callisto Healthcare Limited**  
**Statement of Income and Retained Earnings**  
**Year ended 31 March 2017**

		Year to 31 Mar 17 £	Period from 29 Mar 15 to 31 Mar 16 £
<b>Turnover</b>	Note 4	143,004	160,000
<b>Gross profit</b>		<u>143,004</u>	<u>160,000</u>
Administrative expenses		8,051	938
<b>Operating profit</b>		134,953	159,062
Other interest receivable and similar income	6	21,420	—
Amounts written off investments	7	2,889,288	—
Interest payable and similar expenses	8	140,558	164,476
<b>Loss before taxation</b>		<u>(2,873,473)</u>	<u>(5,414)</u>
Tax on loss	9	—	111
<b>Loss for the financial year and total comprehensive income</b>		<u>(2,873,473)</u>	<u>(5,525)</u>
<b>Retained losses at the start of the year</b>		<u>(136,535)</u>	<u>(131,010)</u>
<b>Retained losses at the end of the year</b>		<u>(3,010,008)</u>	<u>(136,535)</u>

All the activities of the company are from continuing operations.

The notes on pages 8 to 14 form part of these financial statements.



# Callisto Healthcare Limited

## Statement of Financial Position

31 March 2017

	Note	2017 £	2016 £
<b>Fixed assets</b>			
Investments	10	3,114,823	6,004,111
<b>Current assets</b>			
Debtors	11	3,346,886	3,203,882
Cash at bank and in hand		<u>3,039</u>	<u>8,652</u>
		3,349,925	3,212,534
<b>Creditors: amounts falling due within one year</b>	12	<u>9,474,755</u>	<u>9,353,179</u>
<b>Net current liabilities</b>		<u>6,124,830</u>	<u>6,140,645</u>
<b>Total assets less current liabilities</b>		<u>(3,010,007)</u>	<u>(136,534)</u>
<b>Capital and reserves</b>			
Called up share capital	14	1	1
Profit and loss account	15	<u>(3,010,008)</u>	<u>(136,535)</u>
<b>Shareholder deficit</b>		<u>(3,010,007)</u>	<u>(136,534)</u>

These financial statements were approved by the board of directors and authorised for issue on ~~1st December~~ 2017 and are signed on behalf of the board by:

*Matthew Gash*

Mr M Gash  
Director

Company registration number: 07767324

The notes on pages 8 to 14 form part of these financial statements.

**Callisto Healthcare Limited**  
**Notes to the Financial Statements**  
**Year ended 31 March 2017**

**1. General information**

The company is a private company limited by shares, registered in England and Wales. The address of the registered office is 1 Battersea Square, London, SW11 3RZ.

**2. Statement of compliance**

These financial statements have been prepared in compliance with FRS 102, 'The Financial Reporting Standard applicable in the UK and the Republic of Ireland'.

**3. Accounting policies**

**Basis of preparation**

The financial statements have been prepared on the historical cost basis, as modified by the revaluation of certain financial assets and liabilities and investment properties measured at fair value through profit or loss.

The financial statements are prepared in sterling, which is the functional currency of the entity.

**Going concern**

The company and its group members have breached their original loan covenants. The bank has agreed to waive any rights available to it as a result of such breaches.

In addition the company's subsidiary T.D. Bailey Investments Limited that owns the Dulwich Care Centre, closed this operation in the year and transferred its freehold property to another group member so that it can explore development options with the site.

As a result the company has impaired its carrying investment cost in T.D. Bailey Investments Limited resulting in a large accounting loss for the year. This accounting adjustment is not reflected in the group accounts as the overall value remains in the group.

The directors are confident that the company can meet its liabilities as they fall due.

**Disclosure exemptions**

The company has taken advantage of the exemption from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its parent publishes a consolidated cash flow statement.

**Judgements and key sources of estimation uncertainty**

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported. These estimates and judgements are continually reviewed and are based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

**Revenue recognition**

Turnover is measured at the fair value of the consideration received or receivable for interest due, net of discounts and Value Added Tax.

# **Callisto Healthcare Limited**

## **Notes to the Financial Statements** *(continued)*

**Year ended 31 March 2017**

### **3. Accounting policies** *(continued)*

#### **Income tax**

The taxation expense represents the aggregate amount of current and deferred tax recognised in the reporting period. Tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, tax is recognised in other comprehensive income or directly in equity, respectively.

Current tax is recognised on taxable profit for the current and past periods. Current tax is measured at the amounts of tax expected to pay or recover using the tax rates and laws that have been enacted or substantively enacted at the reporting date.

Deferred tax is recognised in respect of all timing differences at the reporting date. Unrelieved tax losses and other deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference.

#### **Investments**

Fixed asset investments are initially recorded at cost, and subsequently stated at cost less any accumulated impairment losses.

Listed investments are measured at fair value with changes in fair value being recognised in profit or loss.

#### **Impairment of fixed assets**

A review for indicators of impairment is carried out at each reporting date, with the recoverable amount being estimated where such indicators exist. Where the carrying value exceeds the recoverable amount, the asset is impaired accordingly. Prior impairments are also reviewed for possible reversal at each reporting date.

For the purposes of impairment testing, when it is not possible to estimate the recoverable amount of an individual asset, an estimate is made of the recoverable amount of the cash-generating unit to which the asset belongs. The cash-generating unit is the smallest identifiable group of assets that includes the asset and generates cash inflows that largely independent of the cash inflows from other assets or groups of assets.

For impairment testing of goodwill, the goodwill acquired in a business combination is, from the acquisition date, allocated to each of the cash-generating units that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the company are assigned to those units.

#### **Financial instruments**

A financial asset or a financial liability is recognised only when the company becomes a party to the contractual provisions of the instrument.

Basic financial instruments are initially recognised at the transaction price, unless the arrangement constitutes a financing transaction, where it is recognised at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

# Callisto Healthcare Limited

## Notes to the Financial Statements *(continued)*

Year ended 31 March 2017

### 3. Accounting policies *(continued)*

#### Financial instruments *(continued)*

Debt instruments are subsequently measured at amortised cost.

Where investments in non-convertible preference shares and non-puttable ordinary shares or preference shares are publicly traded or their fair value can otherwise be measured reliably, the investment is subsequently measured at fair value with changes in fair value recognised in profit or loss. All other such investments are subsequently measured at cost less impairment.

Other financial instruments, including derivatives, are initially recognised at fair value, unless payment for an asset is deferred beyond normal business terms or financed at a rate of interest that is not a market rate, in which case the asset is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Other financial instruments are subsequently measured at fair value, with any changes recognised in profit or loss, with the exception of hedging instruments in a designated hedging relationship.

Financial assets that are measured at cost or amortised cost are reviewed for objective evidence of impairment at the end of each reporting date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss immediately.

For all equity instruments regardless of significance, and other financial assets that are individually significant, these are assessed individually for impairment. Other financial assets are either assessed individually or grouped on the basis of similar credit risk characteristics.

Any reversals of impairment are recognised in profit or loss immediately, to the extent that the reversal does not result in a carrying amount of the financial asset that exceeds what the carrying amount would have been had the impairment not previously been recognised.

### 4. Turnover

Turnover arises from:

	Year to 31 Mar 17	Period from 29 Mar 15 to 31 Mar 16
	£	£
Recharge of finance costs	<u>143,004</u>	<u>160,000</u>

The whole of the turnover is attributable to the principal activity of the company wholly undertaken in the United Kingdom.

### 5. Directors remuneration

The directors of the company are remunerated in the company's ultimate parent company, Ganymede Care Limited.

# Callisto Healthcare Limited

## Notes to the Financial Statements *(continued)*

Year ended 31 March 2017

### 6. Other interest receivable and similar income

	Year to 31 Mar 17	Period from 29 Mar 15 to 31 Mar 16
	£	£
Gain on financial instruments	<u>21,420</u>	<u>-</u>

### 7. Amounts written off investments

	Year to 31 Mar 17	Period from 29 Mar 15 to 31 Mar 16
	£	£
Impairment of other fixed asset investments	<u>2,889,288</u>	<u>-</u>

### 8. Interest payable and similar expenses

	Year to 31 Mar 17	Period from 29 Mar 15 to 31 Mar 16
	£	£
Interest on banks loans and overdrafts	140,558	158,508
Loss on financial instruments	-	5,968
	<u>140,558</u>	<u>164,476</u>

### 9. Tax on loss

#### Major components of tax expense

	Year to 31 Mar 17	Period from 29 Mar 15 to 31 Mar 16
	£	£
<b>Current tax:</b>		
UK current tax expense	-	111
<b>Tax on loss</b>	<u>-</u>	<u>111</u>

# Callisto Healthcare Limited

## Notes to the Financial Statements *(continued)*

### Year ended 31 March 2017

#### 9. Tax on loss *(continued)*

##### Reconciliation of tax expense

The tax assessed on the loss on ordinary activities for the year is higher than (2016: higher than) the standard rate of corporation tax in the UK of 20% (2016: 20%).

	Year to 31 Mar 17 £	Period from 29 Mar 15 to 31 Mar 16 £
Loss on ordinary activities before taxation	(2,873,473)	(5,414)
Loss on ordinary activities by rate of tax	(574,695)	(1,083)
Effect of expenses not deductible for tax purposes	574,858	1,194
Group relief	(163)	–
Tax on loss	–	111

#### 10. Investments

	Shares in group undertakings £
<b>Cost</b>	
At 1 April 2016 and 31 March 2017	<u>6,004,111</u>
<b>Impairment</b>	
At 1 April 2016	–
Impairment losses	<u>2,889,288</u>
<b>At 31 March 2017</b>	<u>2,889,288</u>
<b>Carrying amount</b>	
At 31 March 2017	<u>3,114,823</u>
At 31 March 2016	<u>6,004,111</u>

##### Subsidiaries, associates and other investments

	Class of share	Percentage of shares held
<b>Subsidiary undertakings</b>		
T. D. Bailey Investments Limited	Ordinary	100

The results and capital and reserves for the year are as follows:

	Capital and reserves		Profit/(loss) for the year	
	2017 £	2016 £	2017 £	2016 £
<b>Subsidiary undertakings</b>				
T. D. Bailey Investments Limited	<u>3,114,823</u>	<u>3,358,884</u>	<u>(244,061)</u>	<u>(318,452)</u>

# Callisto Healthcare Limited

## Notes to the Financial Statements *(continued)*

Year ended 31 March 2017

### 11. Debtors

	2017 £	2016 £
Amounts owed by group undertakings	<u>3,346,886</u>	<u>3,203,882</u>

### 12. Creditors: amounts falling due within one year

	2017 £	2016 £
Bank loans and overdrafts	3,236,701	3,679,996
Amounts owed to group undertakings	6,210,593	5,645,611
Corporation tax	–	111
Other creditors	<u>27,461</u>	<u>27,461</u>
	<u>9,474,755</u>	<u>9,353,179</u>

The bank loan carries an interest rate at 2.25% over LIBOR. The loans are secured by a cross guarantee between Callisto Healthcare Limited, T.D. Bailey Investments Limited, Ganymede Care Limited and Capital Care Villages (Dulwich) Limited.

There is a first legal charge over the freehold land and buildings owned by the company's fellow group member, Capital Care Villages (Dulwich) Limited. The freehold land and buildings were formerly owned by the company's 100% subsidiary T.D. Bailey Investments Limited.

The company has also entered into an interest rate hedging contract on 75% of the nominal value of the outstanding loan.

### 13. Financial instruments

The carrying amount for each category of financial instrument is as follows:

	2017 £	2016 £
<b>Financial assets that are debt instruments measured at amortised cost</b>		
Cash and cash equivalents	3,039	8,652
Amounts owed from group undertakings	<u>3,346,886</u>	<u>3,203,882</u>
	<u>3,349,925</u>	<u>3,212,534</u>
<b>Financial liabilities measured at fair value through profit or loss</b>		
Derivative financial instruments	<u>(3,236,701)</u>	<u>(3,679,996)</u>
<b>Financial liabilities measured at amortised cost</b>		
Other creditors	(27,461)	(27,461)
Amounts owed to group undertakings	<u>(6,210,593)</u>	<u>(5,645,611)</u>
	<u>(6,238,054)</u>	<u>(5,673,072)</u>

# Callisto Healthcare Limited

## Notes to the Financial Statements *(continued)*

Year ended 31 March 2017

### 14. Called up share capital

Issued, called up and fully paid

	2017		2016	
	No.	£	No.	£
Ordinary shares of £1 each	<u>1</u>	<u>1</u>	<u>1</u>	<u>1</u>

### 15. Reserves

Profit and loss account - This reserve records retained earnings and accumulated losses.

### 16. Related party transactions

The company has taken advantage of exemptions to not disclose transactions with group companies.

### 17. Controlling party

The company's ultimate parent company is Ganymede Care Limited a company incorporated in England and Wales.

There is no deemed controlling party of Ganymede Care Limited.