

Company Registration No. 06889809 (England and Wales)

APM HEALTHCARE LIMITED

**REPORT AND
FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 MARCH 2015**

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APM HEALTHCARE LIMITED

COMPANY INFORMATION

Directors

Mr K W Joshua
Mr A P Murray
Mr S A Tuckley
Mr A J Willetts

Company number

06889809

Registered office

Unit 7 Venture Point
Stanney Mill Road
Little Stanney
Chester
Cheshire
CH2 3NE

Auditors

Baker Tilly UK Audit LLP
Chartered Accountants
Steam Mill
Steam Mill Street
Chester
Cheshire
CH3 5AN

APM HEALTHCARE LIMITED
DIRECTORS' REPORT
FOR THE YEAR ENDED 31 MARCH 2015

The directors present their report and financial statements for the year ended 31 March 2015.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Mr K W Joshua

Mr A P Murray

Mr S A Tuckley

Mr A J Willetts

Dr Stephane George Mery

(Appointed 18 December 2014)

(Appointed 4 December 2014)

(Resigned 18 December 2014)

Auditors

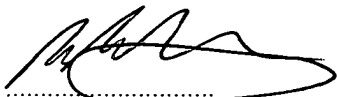
Baker Tilly UK Audit LLP have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be deemed reappointed as auditors in the absence of an Annual General Meeting.

Statement of disclosure to auditors

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

On behalf of the board



Mr A P Murray

Director

13 AUGUST 2015

APM HEALTHCARE LIMITED

DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

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 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 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;
- 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 MEMBERS OF APM HEALTHCARE LIMITED

We have audited the financial statements on pages 4 to 11. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

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 more fully explained in the Directors' Responsibilities Statement set out on page 2, 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 (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 Financial Reporting Council's website at <http://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 March 2015 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities; 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 year for which the financial statements are prepared is consistent with the financial statements.

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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption from the requirement to prepare a strategic report or in preparing the directors' report.

Baker Tilly UK Audit LLP

Michael Fairhurst FCA (Senior Statutory Auditor)
for and on behalf of Baker Tilly UK Audit LLP, Statutory Auditor
Chartered Accountants
Steam Mill
Steam Mill Street
Chester
Cheshire
CH3 5AN
14 August 2015

APM HEALTHCARE LIMITED
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 MARCH 2015

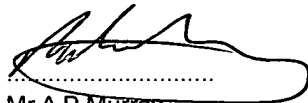
	Notes	2015 £	2014 £
Turnover		46,244	95,144
Cost of sales		(2,464)	(27,333)
Gross profit		<u>43,780</u>	<u>67,811</u>
Administrative expenses		(19,231)	(70,350)
Operating profit/(loss)		<u>24,549</u>	<u>(2,539)</u>
Investment income	2	118,800	115,947
Interest payable and similar charges		(262,446)	(194,741)
Loss on ordinary activities before taxation	3	<u>(119,097)</u>	<u>(81,333)</u>
Tax on loss on ordinary activities		-	-
Loss for the financial year	10	<u><u>(119,097)</u></u>	<u><u>(81,333)</u></u>

APM HEALTHCARE LIMITED**BALANCE SHEET
AS AT 31 MARCH 2015**

	Notes	2015		2014	
		£	£	£	£
Fixed assets					
Tangible assets	4		25		401
Investments	5		101		100
			<u>126</u>		<u>501</u>
Current assets					
Debtors	6	1,714,038		1,750,634	
Cash at bank and in hand		511,055		490,076	
		<u>2,225,093</u>		<u>2,240,710</u>	
Creditors: amounts falling due within one year	7	(26,400)		(83,035)	
Net current assets			<u>2,198,693</u>		<u>2,157,675</u>
Total assets less current liabilities			<u>2,198,819</u>		<u>2,158,176</u>
Creditors: amounts falling due after more than one year	8		(1,820,729)		(1,660,989)
Net assets			<u><u>378,090</u></u>		<u><u>497,187</u></u>
Capital and reserves					
Called up share capital	9		174		174
Share premium account	10		615,310		615,310
Profit and loss account	10		(237,394)		(118,297)
Shareholders' funds			<u><u>378,090</u></u>		<u><u>497,187</u></u>

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and the Financial Reporting Standard for Smaller Entities (effective April 2008).

The financial statements on pages 4 to 11 were approved by the board of directors and authorised for issue on ~~13 AUGUST 2015~~ and are signed on its behalf by:



Mr A P Murray
Director

APM HEALTHCARE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2015

1 Accounting policies

Basis of accounting

The financial statements are prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

Going concern

The accounts have been prepared on a going concern basis which assumes the company will continue to be able to meet its financing obligations.

The accumulated losses reported as at 31st March 2015 were anticipated from the outset. The company's investments continue to trade in line with expectations both financially and operationally. The continuing financial support of the company's banking partners has provided a stable platform for growth. As the company's investments grow towards maturity, the company is forecast to become cash generative in line with expectations enabling it to meet the repayments of its senior debt and any additional finance requirements.

Turnover

Turnover is recognised at the fair value of the consideration received or receivable for sale of goods and services in the ordinary nature of the business. Turnover is shown net of Value Added Tax for goods and services provided to customers.

Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Plant and machinery	20% reducing balance
Computer equipment	33.33% straight line

Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

Investments

Fixed asset investments are stated at cost less provision for diminution in value.

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

Group accounts

In the opinion of the directors, the company and its subsidiary undertakings comprise a small group. The financial statements present the results of the parent company only and do not show the results of the group.

APM HEALTHCARE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

1 Accounting policies (Continued)

Financial instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

2 Investment income	2015	2014
	£	£
Income from shares in group undertakings	116,110	114,647
Bank interest	2,690	1,300
	<u>118,800</u>	<u>115,947</u>
3 Loss on ordinary activities before taxation	2015	2014
	£	£
Loss on ordinary activities before taxation is stated after charging:		
Depreciation of tangible fixed assets		
- owned	376	57
Auditor's remuneration for statutory audit	5,220	5,120
	<u>5,596</u>	<u>5,177</u>

APM HEALTHCARE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

4 Tangible fixed assets

	Plant and machinery £	Computer equipment £	Total £
Cost			
At 1 April 2014 & at 31 March 2015	395	291	686
Depreciation			
At 1 April 2014	261	24	285
Charge for the year	134	242	376
At 31 March 2015	395	266	661
Net book value			
At 31 March 2015	-	25	25
At 31 March 2014	134	267	401

5 Fixed asset investments

	Shares in group undertakings and participating interests £
Cost	
At 1 April 2014	100
Additions	1
At 31 March 2015	101
Net book value	
At 31 March 2015	101
At 31 March 2014	100

Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies:

Company	Country of registration or incorporation	Class	Shares held %
Subsidiary undertakings			
Community Pharmacies (UK) Limited	England & Wales	Ordinary	100.00
APM Healthcare Developments Limited	England & Wales	Ordinary	100.00

APM HEALTHCARE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

5 Fixed asset investments (Continued)

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows:

		Capital and reserves 2015 £	Profit/(loss) for the year 2015 £
	Principal activity		
Community Pharmacies (UK) Limited	The provision of management services to pharmacies	(423,573)	(144,336)
APM Healthcare Developments Limited	Design and project management of pharmacy premises re-design	(38,950)	(38,951)
		<u>(462,523)</u>	<u>(183,287)</u>

During the year the company acquired the 100% shareholding of APM Healthcare Development Limited.

6 Debtors	2015 £	2014 £
Amounts owed by group undertakings and undertakings in which the company has a participating interest	1,712,560	1,750,634
Other debtors	1,478	-
	<u>1,714,038</u>	<u>1,750,634</u>

Debtors include an amount of £1,696,818 (2014 - £1,660,989) which is due after more than one year.

7 Creditors: amounts falling due within one year	2015 £	2014 £
Trade creditors	4,936	835
Amounts owed to group undertakings	11,213	61,405
Taxes and social security costs	-	10,544
Other creditors	10,251	10,251
	<u>26,400</u>	<u>83,035</u>

The following securities have been given to the bank:

- A composite guarantee from Community Pharmacies (UK) Ltd and APM Healthcare Limited in respect of the obligations of the Borrower to the Bank.
- A debenture giving Santander UK plc priority over all of its assets and undertaking.
- A deed of priority as appropriate.

APM HEALTHCARE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

8	Creditors: amounts falling due after more than one year	2015 £	2014 £
	Other creditors	1,820,729	1,660,989

Loan notes totalling £519,231 were issued on 1 August 2011, £657,692 on 1 May 2012 and £207,692 on 8th July 2013. They are payable at the company's option at any point up to 5 years after draw down and 5 and a half years after draw down in two equal tranches.

An interest rate of 8% is charged and a redemption premium of 44.5% of the outstanding amount is repayable at any time the loans are repaid. The loans are secured by fixed and floating charges on all the assets of the company. Costs attributed with the raising of the loan notes are accounted for in accordance with FRS 4.

9	Share capital	2015 £	2014 £
	Allotted, called up and fully paid		
	100,000 Ordinary shares of £0.001 each	100	100
	74,074 'A' Ordinary shares of £0.001 each	74	74
		<u>174</u>	<u>174</u>

The ordinary shares and "A" ordinary shares rank pari passu in all material respects. The "A" ordinary shares are convertible to ordinary shares.

10	Reserves	Share premium account £	Profit and loss account £
	Balance at 1 April 2014	615,310	(118,297)
	Loss for the year	-	(119,097)
	Balance at 31 March 2015	<u>615,310</u>	<u>(237,394)</u>

APM HEALTHCARE LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2015

11 Related party relationships and transactions

Community Pharmacies (UK) Limited is a wholly owned subsidiary of APM Healthcare Limited.

Overheads include a management charge payable to Community Pharmacies (UK) Ltd of £Nil (2014: £51,171) and interest receivable of £116,110 (2014: £114,647).

Included within amount due from group undertakings within Debtors is an unsecured loan to Community Pharmacies (UK) Limited of £1,696,818 (2014: £1,660,989) for which there is no fixed repayment date. There is also an amount within amount due from group undertakings within Debtors of £12,364 (2014: £89,368) and an amount within other creditors of £Nil (2014: £61,405).

Creditors include £1,820,729 (2014: £1,660,989) owing to Beringea, who held a 42.5% (2014: 42.5%) shareholding in the company at the year end. Interest payable on this loan totalled £116,110 (2014: £114,647).

APM Healthcare Developments Limited is a wholly owned subsidiary of APM Healthcare Limited.

Included within group and participating interest debtor balance is an amount owing from APM Healthcare Developments Limited of £3,117 (2014: £Nil).

Finchampstead Healthcare LLP and Somerset Gardens Healthcare LLP are related parties due to them having a 50% capital contribution from Community Pharmacies (UK) Limited.

Included within group and participating interest debtor balance is an amount owing from Finchampstead Healthcare LLP to APM Healthcare Limited of £277 (2014: £Nil).

Included within group and participating interest creditor balance is an amount owing to Somerset Gardens Healthcare LLP from APM Healthcare Limited of £11,213 (2014: £Nil).

12 Control

The company was under the control of Mr A Murray throughout the current and previous year. Mr A Murray is the Managing Director and majority shareholder.