

Registered number: 09933257

Vocare Limited

Directors' report and financial statements

31 March 2020



Vocare Limited

Company Information

Directors	L Barter-Ng G A Cooke B J Cooper A J Gregory W J Heptinstall W J Lawrence H A Maughan
Company Secretary	J W C Charlton
Registered Number	09933257
Registered Office	Cardinal Square West 10 Nottingham Road Derby DE1 3QT
Independent Auditor	RPG Crouch Chapman LLP 5th Floor 14-16 Dowgate Hill London EC4R 2SU
Bankers	Co-operative Bank PLC Norfolk House 90 Grey Street Newcastle upon Tyne NE1 6BZ
Solicitors	BPE Solicitors LLP St James House St James Square Cheltenham GL50 3PR

Vocare Limited

Contents

	Page
Strategic report	1 - 2
Directors' report	3 - 4
Directors' responsibilities statement	5
Independent auditor's report to the members of Vocare Limited	6 - 8
Statement of comprehensive income	9
Balance sheet	10
Statement of changes in equity	11
Notes to the financial statements	12 - 22

Vocare Limited

Strategic report

For the year ended 31 March 2020

Introduction

The company's principal activity is the provision of urgent care services with centres through out the UK, GP out-of-hours, integrated urgent care and the NHS 111 service.

Vocare Limited was acquired by Totally plc on 24th October 2017.

Business review

The key financial performance indicators and financial position of the company for the current and preceding year are stated below:

	2020 £	2019 £
Financial performance		
Turnover	60,227,874	66,279,593
Gross Profit	9,847,260	7,878,655
Gross Profit percentage	16.4%	11.9%
Operating profit/(loss)	3,463,449	(789,246)
Financial position		
Cash at bank and in hand	3,057,807	4,138,059
Net assets	4,557,625	921,488

Turnover has reduced from the prior year, however the company was able to make an operating profit of £3.5m compared to £(0.8m) in the prior year. This improved performance was due to better controls over expenditure, coupled with the non-recurrent release of provisions regarding performance-related incentives. There were a number of contracts ending throughout the financial year to March 2020 and a small number of new contracts, commencing through the year. The new contracts have enhanced the range of services offered and have given the company diversification, whilst continuing services in Staffordshire, the West Midlands, London, and the South West and North East of England.

In the year the company has provided quality care services to over ten million patients. The Care Quality Commission (CQC) have assessed all of the company's services as 'Good' which is an outstanding improvement in ratings reflecting significant work delivered by the teams.

Principal risks and uncertainties

The principal risks and uncertainties facing the company are broadly grouped as shown below:

Regulatory requirements are closely managed by Vocare senior management team

Employee costs

As a provider of services to the health sector, the largest cost within the business is wages and salaries. The company is subject to both general and industry specific wage inflation pressures, including legislative changes in respect of the Living Wage.

Credit risk

The directors do not consider that there is any significant credit risk due to the nature of the business and the contracts that are in place with its customers.

Vocare Limited

Strategic report

For the year ended 31 March 2020

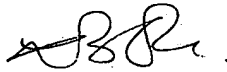
Liquidity/ Cash management

The directors regularly review the cash position and the cash flow forecast of the business. Limits on spending authority are in place and flexibility is maintained by retaining surplus cash in readily accessible bank and deposit accounts.

Future developments

Due to the coronavirus outbreak, the number of tender opportunities is limited. The Company are working closely with urgent care providers to support in a changing environment.

The report was approved by the Board on 05 February 21 and signed on its behalf by:



L. Barter-Ng

Director

Vocare Limited

Directors' report

For the year ended 31 March 2020

The directors present their report and the financial statements for the year ended 31 March 2020.

Results and dividends

The results for the period are set out on page 9.

The directors do not recommend the payment of a dividend for the year ended 31 March 20 (2019: £nil).

Directors

The directors who held office during the year end up to the date of this report unless otherwise stated were:

L Barter-Ng
G A Cooke
B J Cooper
A J Gregory
W J Heptinstall
W J Lawrence
H A Maughan

Employees

It is the company's policy to work towards true equality of opportunity for employees and applicants for employment regardless of race, nationality, ethnic origin, gender, sexual orientation or marital status. Applications for employment by disabled persons are always fully and fairly considered, having regard to the respective aptitudes and abilities of the applicant concerned. In the event of members of staff becoming disabled every effort is made to ensure that their employment with the company continues and the appropriate training is arranged.

Employee engagement

The company's policy is to discuss and consult with employees on matters likely to affect employees' interests.

Information on matters of concern to employees is given through regular information bulletins, newsletters and communication via the employee intranet. These seek to achieve a common awareness on the part of all employees of financial and economic factors affecting the company's performance, and allow employees to engage and respond. In addition employee engagement is encouraged via participation in a share scheme managed by the company's parent.

The Directors engage regularly with employees via bulletins, newsletters and video messaging. Employees' interests are considered in all decision making, including involvement in consultations and the development of recognition policies. In addition to other general matters of interest and concern, during the year employees were provided with regular information concerning the impact and effects of COVID-19, mental health awareness and vacancies within the company and the wider group of which it is part.

Vocare Limited

Directors' report

For the year ended 31 March 2020 (continued)

Future developments

Future developments, which would otherwise be disclosed in the directors' report, are instead disclosed in the strategic report, as permitted by s414C (11) of the Companies Act 2006.

Post year end events

Post year end, the company has continued to trade on a similar basis to financial year 2020 and has not been materially affected by the coronavirus pandemic. All existing contracts have rolled over and new tenders have been temporarily suspended.

Disclosure of information to auditor

Each of the persons who are directors at the time when this directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

The auditor, RPG Crouch Chapman LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

The report was approved by the Board on 05 February 2021 and signed on its behalf by:



L Barter-Ng
Director

Directors' responsibilities statement

For the year ended 31 March 2020

The directors are responsible for preparing the group strategic report, the directors' report and the consolidated 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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 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 for the company's financial statements and then apply them consistently;
- make judgments 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;
- 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 and group's transactions and disclose with reasonable accuracy at any time the financial position of the company and to 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 the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**Independent auditor's report to the members of Vocare Limited
For the year ended 31 March 2020**

Opinion

We have audited the financial statements of Vocare Limited (the 'Company') for the year ended 31 March 2020, which comprise the Statement of Comprehensive Income, the Balance Sheet, the Statement of Changes in Equity and the related notes, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK' (United Kingdom Generally Accepted Accounting Practice).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2020 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

In our evaluation of the members' conclusions, we considered the risks associated with the Company's business model, including effects arising from macro-economic uncertainties such as Covid-19 and analysed how those risks might affect the Company's financial resources or ability to continue operations over the period of at least twelve months from the date when the financial statements are authorised for issue. In accordance with the above, we have nothing to report in these respects.

Vocare Limited

Independent auditor's report to the members of Vocare Limited For the year ended 31 March 2020 (continued)

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgments that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the Company will continue in operation.

Other information

The directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our Auditors' Report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

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; and
- the Strategic Report and Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

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

We have nothing to report in respect of the following matters in relation to which 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' exemptions in preparing the Directors' Report and from the requirement to prepare a Strategic Report.

Vocare Limited

**Independent auditor's report to the members of Vocare Limited
For the year ended 31 March 2020 (continued)**

Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement on page 1, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for 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 the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

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 an Auditors' Report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a 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 the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditors' Report.

Use of our report

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 Auditors' 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.

RPG Crouch Chapman LLP

Colin Turnbull BA(Hons) ACA (Senior Statutory Auditor) for and on behalf of
RPG Crouch Chapman LLP
Chartered Accountants and Statutory Auditors
5th Floor
14-16 Dowgate Hill
London
EC4R 2SU
Date: 05 February 2021

Vocare Limited

**Statement of comprehensive income
For the year ended 31 March 2020**

		2020	2019
	Note	£	£
Turnover	4	60,227,874	66,279,593
Cost of sales		(50,380,615)	(58,400,938)
Gross Profit		9,847,260	7,878,655
Administrative expenses		(6,383,811)	(8,677,655)
Other operating income		-	9,754
Operating profit / (loss)	5	3,463,449	(789,246)
Interest receivable and similar income		3,705	79
Interest payable and similar charges	8	(4,489)	(12,765)
Profit / (loss) before taxation		3,462,665	(801,932)
Tax on profit / (loss)	9	173,472	31,408
Profit / (loss) for the financial year		3,636,137	(770,524)

There was no other comprehensive income in the year (2019: nil).

The notes on pages 12 - 22 form part of these financial statements.

Vocare Limited**Balance Sheet
As at 31 March 2020**

		2020	2019
	Note	£	£
Non-current assets			
Intangible assets	10	356,627	431,071
Tangible assets	11	437,432	400,029
Deferred tax	15	73,967	-
		<u>868,026</u>	<u>831,100</u>
Current assets			
Stocks	12	12,499	21,134
Debtors	13	11,293,989	10,841,803
Cash at bank and in hand		3,057,807	4,138,059
		<u>14,364,294</u>	<u>15,000,996</u>
Creditors: amounts falling due within one year	14	<u>(10,674,695)</u>	<u>(14,910,608)</u>
Net current assets		3,689,599	90,388
Total assets less current liabilities		<u>4,557,625</u>	<u>921,488</u>
Net assets		<u>4,557,625</u>	<u>921,488</u>
Capital and reserves			
Called up share capital	16	116	116
Share premium		965,696	965,696
Profit and loss account	17	3,591,813	(44,324)
Total equity		<u>4,557,625</u>	<u>921,488</u>

The financial statements were approved and authorised for issue by the Board and were signed on its behalf on 05 February 2021 by:



L Barter-Ng
Director

Company registered number: 09933257

The notes on pages 12 - 22 form part of these financial statements.

Vocare Limited

**Statement of changes in equity
For the year ended 31 March 2020**

	Called up share capital £	Share premium £	Profit and loss account £	Total Equity £
At 1 April 2018	116	965,696	726,200	1,692,012
Total comprehensive loss for the year	-	-	(770,524)	(770,524)
At 31 March 2019	116	965,696	(44,324)	921,488
Total comprehensive profit for the year	-	-	3,636,137	3,636,137
At 31 March 2020	116	965,696	3,591,813	4,557,625

The notes on pages 12 - 22 form part of these financial statements.

1. General information

The principal activities of Vocare Limited are set out within the strategic report page of these financial statements.

The company is a private company limited by shares, incorporated and domiciled in the United Kingdom. The address of the registered office is given in the company information page of these financial statements.

Statement of compliance

These financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies in accordance with Financial Reporting Standard 102 'the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland' and the Companies Act 2006.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements are prepared on a going concern basis and under the historical cost convention. They are presented in pounds sterling and rounded to the nearest £.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

Consolidation

The financial statements contain information about the company as an individual undertaking and do not contain consolidated financial information as the parent of the group. The company is exempt under section 400 of the Companies Act from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included in the consolidated financial statements of its parent company, Totally plc, a company incorporated in the United Kingdom.

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland':

- the requirements of Section 7 Statement of Cash Flows.
- the requirements of section 11 Basic Financial Instruments and Section 12 Other Financial Instruments Issues

This information is included in the consolidated financial statements of Totally plc.

2.2 Investments

Investments in subsidiary undertakings are stated at cost less any provision for impairment in value.

2.3 Turnover

Turnover comprises revenue recognised in respect of services supplied during the year, net of discounts and excluded Value Added Tax.

Turnover is recognised as services are provided. Where a contract has only been partially completed at the balance sheet date, turnover represents the fair value of the service provided to date based on the stage of completion of the contract activity at the balance sheet date. Where payments are received from customers in advance of services provided, the amounts are recorded as deferred income and included as part of creditors due within one year.

2.4 Intangible assets

Development costs

Expenditure incurred on development projects are capitalised as intangible assets to the extent that such expenditure is expected to generate future economic benefits.

Capitalised development expenditure is measured at cost less accumulated amortisation and impairment losses, if any. The development expenditure is amortised on a straight-line method over a period of 4 years. In the event that the expected future economic benefits are no longer probable of being recovered, the development expenditure is written down to its recoverable amount.

Computer software

Computer software is stated at cost less accumulated amortisation and impairment losses, if any. The computer software is amortised over a period of 3 to 4 years straight line. Asset residual values and useful lives are reviewed at the end of each reporting period and adjusted if appropriate. The effect of any change is accounted for prospectively.

2.5 Tangible fixed assets

Tangible fixed assets are stated at cost, less accumulated depreciation and accumulated impairment losses. Cost includes the original purchase price plus any further costs directly attributable to bringing the asset to its working condition for its intended use.

Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost of the fixed assets, less their estimated residual value, over their estimated useful lives as follows:

Freehold property improvements	- 3 to 10 years straight line
Motor Vehicles	- 3 years straight line
Fixture and fittings	- 2 to 10 years straight line
Office equipment	- 3 to 5 years straight line
Computer equipment	- 3 to 5 years straight line

Asset residual values and useful lives are reviewed at the end of each reporting period, and adjusted if appropriate.

2.6 Stocks

Stocks are stated at the lower of cost or estimated selling price less costs to complete and sell. Cost is determined using the first-in first-out (FIFO) method and includes the purchase price and transport and handling costs directly attributable to bringing the stock to its present location.

Provision is made as necessary for damaged, obsolete or slow moving items.

2.7 Financial instruments

The company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other accounts receivable and payable, cash and bank balances and loans to or from related parties. All such instruments are due within one year, and are measured, initially and subsequently at the transaction price.

At the end of each reporting period debt financial assets are assessed for impairment, and their carrying value reduced if necessary. Any impairment charge is recognised in the profit and loss account.

2.8 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

In the consolidated statement of cash flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the group's cash management.

2.9 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.10 Finance Costs

Finance costs are charged to the consolidated statement of comprehensive income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.11 Leases

Rentals payable and receivable under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease.

2.12 Pensions

Short-term benefits

Short-term benefits, including holiday pay and other similar non-monetary benefits are recognised as an expense in the period in which the service is received.

Defined contribution pension plan

The company operates a defined contribution pension plan for its employees. Contributions are recognised as an expense when they fall due. Amounts due but not yet paid are included within creditors on the balance sheet.

The assets of the plan are held separately from the company in independently administered funds.

2.13 Interest Income

Interest income is recognised in the consolidated statement of comprehensive income using the effective interest method.

2.14 Provision for liabilities

Provisions are made where an event has taken place that gives the company a legal or constructive obligation that probably requires settlement by a transfer of economic benefit, and a reliable estimate can be made of the amount of the obligation.

Provisions are charged as an expense to the statement of comprehensive income in the year that the company becomes aware of the obligation, and are measured at the best estimate at the balance sheet date of the expenditure required to settle the obligation, taking into account relevant risks and uncertainties.

When payments are eventually made, they are charged to the provision carried in the balance sheet.

2.15 Current and deferred taxation

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

Current tax is the amount of income tax payable in respect of the taxable profit for the current or past reporting periods. It is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax represents the future tax consequences of transactions and events recognised in the financial statements of current and previous periods. It is recognised in respect of all timing differences, with certain exceptions. Timing differences arise from the inclusion of transactions and events in the financial statements in periods different from those in which they are assessed for tax.

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.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of timing differences.

2.16 Research and development

In the research phase of an internal project it is not possible to demonstrate that the project will generate future economic benefits and hence all expenditure on research shall be recognised as an expense when it is incurred. Intangible assets are recognised from the development phase of a project if and only if certain specific criteria are met in order to demonstrate the asset will generate probable future economic benefits and that its cost can be reliably measured. The capitalised development costs are subsequently amortised on a straight-line basis over their useful economic lives, which range from 3 to 6 years.

If it is not possible to distinguish between the research phase and the development phase of an internal project, the expenditure is treated as if it were all incurred in the research phase only.

3. Judgments in applying accounting policies and key sources of estimation uncertainty

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonably under the circumstances.

Significant judgments in applying the entity's accounting policies.

In preparing these financial statements, no significant judgments were required in the process of applying the company's accounting policies.

Key sources of estimation uncertainty

Estimates included within these financial statements include depreciation and asset impairment charges (for example provisions against debtors). None of the estimates made in the preparation of these financial statements are considered to carry significant estimation uncertainty, nor to bear significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year.

4. Turnover

The whole of the turnover is attributable to the provision of health care services.

All turnover arose within the United Kingdom.

5. Operating loss

The operating loss is stated after charging/(crediting):

	2020	2019
	£	£
Depreciation of tangible fixed assets	312,087	548,067
Amortisation of intangible assets	259,917	449,593
Audit fees	59,500	50,250
Operating lease rentals	702,103	1,022,504

6. Employees

Staff costs, including directors' remuneration, were as follows:

	2020	2019
	£	£
Wages and salaries	25,963,772	30,788,756
Social security costs	1,912,283	2,402,225
Pension costs	1,766,037	2,040,082
	<u>29,642,092</u>	<u>35,231,063</u>

Vocare Limited**Notes to the financial statements
For the year ended 31 March 2020**

The average monthly number of employees, including the directors, during the year was as follows:

	2020 No.	2019 No.
Doctors	49	68
Nurses	99	114
Administrative staff	321	315
Hourly paid staff	491	612
	<u>959</u>	<u>1,109</u>

7. Directors' remuneration

	2020 £	2019 £
Directors' emoluments	507,661	604,523
Company contributions to defined contribution pension schemes	54,879	56,872
	<u>562,540</u>	<u>661,395</u>

The highest paid director received remuneration of £154,225 (2019: £157,038).

The value of the company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £22,178 (2019: £21,212).

No employees are considered key management personnel other than the directors during the current or prior period.

8. Interest payable and similar charges

	2020 £	2019 £
Bank interest payable	4,489	5,324
Finance lease and hire purchase contracts	-	7,441
	<u>4,489</u>	<u>12,765</u>

Notes to the financial statements
For the year ended 31 March 2020

9. Taxation

	2020 £	2019 £
Corporation tax		
Current tax on profit / loss for the year	-	-
Adjustments in respect of previous periods	99,505	31,408
Total current tax	<u>99,505</u>	<u>31,408</u>
Deferred tax		
Origination and reversal of timing differences	73,967	-
Changes to tax rates	-	-
Total deferred tax	<u>73,967</u>	<u>-</u>
Taxation on profit / loss on ordinary activities	<u>173,472</u>	<u>31,408</u>

The tax assessed for the year is lower than (2019: lower than than) the standard rate of corporation tax in the UK of 19% (2019: 19%). The differences are explained below:

	2020 £	2019 £
Profit / (loss) on ordinary activities before tax	<u>3,462,665</u>	<u>(801,932)</u>
Profit / (loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2019: 19%)	657,906	(152,367)
Effects of:		
Expenses not deductible for tax purposes	(130,686)	54,240
Losses carried forward	-	59,946
Chargeable gains	-	31,408
Effect of group relief/other reliefs	(518,947)	-
Adjustments to tax charge in respect of prior periods	(99,505)	(23,492)
Non-taxable income	-	(1,143)
Capital allowances in excess of depreciation	(8,273)	-
Origination and reversal of timing difference	(73,967)	-
Total tax credit for the year	<u>(173,472)</u>	<u>(31,408)</u>

In the prior year a deferred tax asset of approximately £110,000, in relation to tax losses carried forward, was not recognised due to uncertainty of recoverability.

Vocare Limited

Notes to the financial statements
For the year ended 31 March 2020

10. Intangible assets

	Development costs	Computer software	Total
Cost	£	£	£
At 1 April 2019	5,995	1,915,053	1,921,048
Additions	-	185,473	185,473
At 31 March 2020	<u>5,995</u>	<u>2,100,526</u>	<u>2,106,521</u>
Amortisation			
At 1 April 2019	5,995	1,483,982	1,489,977
Charge for the year	-	259,917	259,917
At 31 March 2020	<u>5,995</u>	<u>1,743,899</u>	<u>1,749,894</u>
Net book value			
At 31 March 2020	<u>-</u>	<u>356,627</u>	<u>356,627</u>
At 31 March 2019	<u>-</u>	<u>431,071</u>	<u>431,071</u>

11. Tangible fixed assets

	Freehold Property	Motor Vehicle	Fixtures and fittings	Office equipment	Computer equipment	Total
Cost	£	£	£	£	£	£
At 1 April 2019	598,184	68,224	826,808	761,896	1,958,760	4,213,872
Additions	439	-	43,939	6,388	298,724	349,490
At 31 March 2020	<u>598,623</u>	<u>68,224</u>	<u>870,747</u>	<u>768,284</u>	<u>2,257,484</u>	<u>4,563,362</u>
Depreciation						
At 1 April 2019	543,038	68,224	680,529	759,915	1,762,137	3,813,843
Charge for the year	49,619	-	72,805	2,074	187,589	312,087
At 31 March 2020	<u>592,657</u>	<u>68,224</u>	<u>753,334</u>	<u>761,989</u>	<u>1,949,726</u>	<u>4,125,930</u>
Net book value						
At 31 March 2020	<u>5,966</u>	<u>0</u>	<u>117,413</u>	<u>6,295</u>	<u>307,758</u>	<u>437,432</u>
At 31 March 2019	<u>55,146</u>	<u>0</u>	<u>146,279</u>	<u>1,981</u>	<u>196,623</u>	<u>400,029</u>

12. Stocks

	2020	2019
	£	£
Medical consumables	<u>12,499</u>	<u>21,134</u>

Vocare Limited

**Notes to the financial statements
For the year ended 31 March 2020**

13. Debtors

	2020	2019
	£	£
Trade debtors	1,999,746	1,576,641
Amounts owed by group undertakings	5,012,000	4,500,000
Other taxation and social security	88,666	-
Other debtors	14,161	18,832
Prepayments and accrued income	4,089,781	4,395,082
Amounts recoverable on long term contracts	89,635	351,248
	<u>11,293,989</u>	<u>10,841,803</u>

14. Creditors: amounts falling due within one year

	2020	2019
	£	£
Trade creditors	5,351,011	5,828,080
Other taxation and social security	434,685	875,345
Other creditors	230,120	250,288
Accruals and deferred income	4,658,880	7,956,895
	<u>10,674,695</u>	<u>14,910,608</u>

15. Deferred taxation

	2020	2019
	£	£
At beginning of the year	-	-
Charged to profit or loss	(73,967)	-
Deferred tax asset at end of the year	<u>(73,967)</u>	<u>-</u>

The provision of deferred tax consists of the following deferred tax liabilities / (assets):

Accelerated capital allowances	(49,343)	-
Other timing differences	(24,624)	-
	<u>(73,967)</u>	<u>-</u>

Vocare Limited

**Notes to the financial statements
For the year ended 31 March 2020**

16. Share capital and reserves

	2020	2019
	£	£
Shares classified as equity		
Allotted, called up and fully paid		
23,256 (2019: 23,256) Ordinary shares of £0.005	<u>116</u>	<u>116</u>

The Ordinary shares carry full voting rights, the right to attend general meetings of the Company and full rights to receive dividends.

17. Reserves

Profit and loss account

The profit and loss account represents cumulative profits and losses, net of dividends paid and other adjustments.

Share premium

The share premium account represents the amounts received by the company on the issue of ordinary shares with a value in excess of the nominal value of the issued shares. Directly chargeable issue costs are charged to the share premium account.

18. Pension commitments

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge for the year represents contributions payable by the company to the scheme and amounted to £1,766,037 (2019: £2,040,082). Contributions totalling £223,169 (2019: £251,179) were payable to the fund at the balance sheet date and are included within other creditors."

19. Commitments under operating leases

At 31 March 2020 the company had future minimum lease payments under non cancellable operating leases as follows:

	2020	2019
	£	£
Not later than 1 year	901,621	1,036,400
Later than 1 year and not later than 5 years	1,349,059	1,623,661
Later than 5 years	1,588,853	1,871,353
	<u>3,839,533</u>	<u>4,531,414</u>

20. Related party transactions

The company has taken advantage of the exemption available in FRS 102 whereby it has not disclosed transactions with the ultimate parent company or any wholly owned subsidiary undertaking of the group.

21. Investments in subsidiaries

Vocare Limited owns 100% of the ordinary share capital of the following subsidiary companies:

- Staffordshire Doctors Urgent Care Limited
- Teesside Primary Care Community Interest Company
- Primary Care North East Community Interest Company
- Teesside Urgent Care Community Interest Company
- Tyneside Primary Care Community Interest Company

All subsidiary entities are registered at the same address as Vocare Limited, stated in the Company Information page.

22. Controlling party

The ultimate parent company and controlling party is Totally plc, a company registered in England and Wales. Copies of the consolidated financial statements of Totally plc may be obtained from the Registrar of Companies, Companies House, Crown Way, Cardiff, CF4 3UZ.