

Registered number: 09933257

Vocare Limited

Directors' report and financial statements

31 March 2019



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 Auditors	RPG Crouch Chapman LLP Chartered Accountants & Statutory Auditors 62 Wilson Street London EC2A 2BU
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

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Vocare Limited

Strategic report

For the year ended 31 March 2019

Introduction

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

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:

	2019	2018
	£	£
Financial Performance		
Turnover	66,279,593	69,126,013
Gross Profit	7,878,655	7,777,415
Gross Profit percentage	11.9%	11.3%
Operating loss	(789,246)	(2,903,880)
Financial Position		
Cash at bank and in hand	4,138,059	5,829,808
Net assets	921,488	1,692,012

Turnover for the year has reduced slightly from the prior year and the company made an operating loss of £(0.8m) compared to £(2.9m) in the prior year. There were a number of contracts ending throughout the financial year to March 2018. There were a small number of new contracts, commencing throughout the year to 31 March 2019. The new contracts have enhanced the range of services offered and have given the company diversification, while continuing services in Staffordshire, the West Midlands, London, South West and North East of England. In the year the company has provided quality care services to over ten million patients.

Principal risks and uncertainties

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

Regulations risk

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.

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 2019

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

The current market environment continues to present an increasing number of tender opportunities for integrated urgent care services.

The report was approved by the Board on 19 December 19 and signed on its behalf by:



W J Lawrence

Director

Vocare Limited

Directors' report

For the year ended 31 March 2019

The directors present their report and the financial statements for the year ended 31 March 2019.

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 2019 (2018: £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
E P Dodds (resigned 26 November 2018)
C W Moffett (resigned 8 June 2018)

Employee involvement

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 information bulletins and reports on the employee intranet which seeks to achieve a common awareness on the part of all employees of common procedures and factors affecting the company's performance.

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.

Matters covered in the strategic report

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.

Vocare Limited

Directors' report

For the year ended 31 March 2019 (continued)

Disclosure of information to auditors

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

- so far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware, and
- the directors have 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 are aware of that information.

Auditors

The auditors, 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 19 December 19 and signed on its behalf by:



W J Lawrence
Director

Directors' responsibilities statement
For the year ended 31 March 2019

The directors are responsible for preparing the strategic report, 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 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 2019**

OPINION

We have audited the financial statements of Vocare Limited (the 'Company') for the year ended 31 March 2019, 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 and Republic of Ireland' (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 2019 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.

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.

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.

**Independent auditor's report to the members of Vocare Limited
For the year ended 31 March 2019 (continued)**

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 the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the 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 Strategic Report or 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

RESPONSIBILITIES OF DIRECTORS

As explained more fully in the Directors' Responsibilities Statement on page 5, 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.

Vocare Limited

**Independent auditor's report to the members of Vocare Limited
For the year ended 31 March 2019 (continued)**

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

Martin Chatten (Senior Statutory Auditor)

for and on behalf of

RPG Crouch Chapman LLP

Chartered Accountants

Statutory Auditors

62 Wilson Street

London EC2A 2BU

Date:

23 December 2019

Vocare Limited**Statement of Comprehensive Income
For the year ended 31 March 2019**

		2019	2018
	Note	£	£
Turnover	4	66,279,593	69,126,013
Cost of sales		(58,400,938)	(61,348,598)
Gross Profit		<u>7,878,655</u>	<u>7,777,415</u>
Administrative expenses		(8,677,655)	(10,847,965)
Other operating income		9,754	166,670
Operating Loss	5	<u>(789,246)</u>	<u>(2,903,880)</u>
Share based payment expenses		0	(1,212,505)
Interest receivable and similar income		79	845
Interest payable and similar charges	8	(12,765)	(3,735)
Loss before taxation		<u>(801,932)</u>	<u>(4,119,275)</u>
Tax on loss	9	31,408	102,803
Loss for the financial year		<u><u>(770,524)</u></u>	<u><u>(4,016,472)</u></u>

The notes on pages 12 - 24 form part of these financial statements.

Vocare Limited

Balance Sheet

As at 31 March 2019

	Note	2019 £	2018 £
Fixed Assets			
Intangible assets	10	431,071	745,643
Tangible assets	11	400,029	822,158
		<u>831,100</u>	<u>1,567,801</u>
Current Assets			
Stocks		21,134	38,917
Debtors	12	10,841,803	10,822,131
Cash at bank and in hand		4,138,059	5,829,808
Total current assets		<u>15,000,996</u>	<u>16,690,856</u>
Creditors: amounts falling due within one year	13	<u>(14,910,608)</u>	<u>(16,566,645)</u>
Net current (liabilities)/assets		90,388	124,211
Total assets less current liabilities		<u>921,488</u>	<u>1,692,012</u>
Net assets		<u>921,488</u>	<u>1,692,012</u>
Capital and reserves			
Called up share capital	15	116	116
Share premium		965,696	965,696
Profit and loss account	16	(44,324)	726,200
Total Equity		<u>921,488</u>	<u>1,692,012</u>

The financial statements were approved and authorised for issue by the Board and were signed on its behalf on 19 December 19.



W J Lawrence

Director

Company registered number: 09933257

The notes on pages 12 - 24 form part of these financial statements.

Vocare Limited

**Statement of Changes in Equity
For the year ended 31 March 2019**

	Called up share capital £	Revaluation reserve £	Share premium £	Profit and loss account £	Total Equity £
At 1 April 2017	100	381,257	0	3,148,910	3,530,267
Total comprehensive loss for the year	0	0	0	(4,016,472)	(4,016,472)
Realisation of revaluation reserves	0	(381,257)	0	381,257	0
Share options issued in the year	0	0	0	1,212,505	1,212,505
Shares issued in the year	16	0	965,696	0	965,712
At 31 March 2018	116	0	965,696	726,200	1,692,012
Total comprehensive loss for the year	0	0	0	(770,524)	(770,524)
At 31 March 2019	116	0	965,696	(44,324)	921,488

The notes on pages 12 - 24 form part of these financial statements.

Vocare Limited

Notes to the financial statements For the year ended 31 March 2019

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

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK 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 a 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.

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 Mobilisation costs

Mobilisation costs not written off in the first year of operation of a contract are capitalised and amortised over the shorter of 2 years and the life of the contract. This related to management and consultancy cost incurred when setting up the controls and procedures of a new service.

2.5 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.

2.6 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	- 3 to 10 years straight line
Property improvements	- 3 years straight line
Motor Vehicles	- 2 to 10 years straight line
Fixture and fittings	- 3 to 5 years straight line
Office equipment	- 3 to 5 years straight line
Computer equipment	- 3 to 5 years straight line

**Notes to the financial statements
For the year ended 31 March 2019**

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

2.7 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.

2.8 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.

2.9 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.

2.10 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.

2.11 Finance costs

Finance costs are charged to the 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.

2.12 Leases

Assets acquired under finance leases are capitalised and depreciated over the shorter of the lease term and the expected useful life of the asset. Minimum lease payments are apportioned between the finance charge and the reduction of the outstanding lease liability using the effective interest method.

The related obligations, net of future finance charges, are included in creditors.

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.

2.13 Employee benefits

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.

2.14 Interest income

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

2.15 Foreign currency

The company's functional currency is the pound sterling.

Transactions and balances

Transactions in foreign currencies are translated into sterling using the spot exchange rates at the date of the transactions. At each period end, foreign currency monetary assets and liabilities are translated using the closing rate. Foreign exchange gains and losses are recognised in the profit and loss account.

2.16 Borrowing costs

All borrowing costs are recognised in the statement of comprehensive income in the year in which they are incurred.

2.17 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.

2.18 Current and deferred taxation

The taxation expense for the year comprises current and deferred tax and is recognised in the Statement of Comprehensive Income 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.

2.19 Share based payments

The company provides benefits to employees (including Directors) of the company in the form of share-based payment transactions, whereby employees render services in exchange for shares or rights over shares ('equity-settled transactions'). The fair value of the employee services rendered is determined by reference to the fair value of the shares awarded or options granted, excluding the impact of any non-market vesting conditions.

2.20 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 is 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 reasonable under the circumstances.

Estimates

There are no key assumptions concerning the future or other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

Judgements

There are no judgements that are considered to have a significant effect on the amounts recognised in the financial statements.

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:

	2019 £	2018 £
Depreciation of tangible fixed assets	548,067	660,384
Amortisation of intangible assets	449,593	394,959
Audit fees	50,250	50,000
Operating lease rentals	1,022,504	915,333

Vocare Limited

**Notes to the financial statements
For the year ended 31 March 2019**

6. Employees

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

	2019	2018
	£	£
Wages and salaries	30,788,756	30,892,594
Social security costs	2,402,225	2,480,082
Pension costs	2,040,082	2,163,859
	<u>35,231,063</u>	<u>35,536,535</u>

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

	2019	2018
	No.	No.
Doctors	68	98
Nurses	114	120
Administrative staff	315	370
Hourly paid staff	612	570
	<u>1,109</u>	<u>1,158</u>

7. Directors' remuneration

	2019	2018
	£	£
Directors' emoluments	604,523	759,891
Company contributions to defined contribution pension schemes	56,872	79,229
	<u>661,395</u>	<u>839,120</u>

The highest paid director received remuneration of £157,038 (2018: £178,790).

The value of the company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £21,212 (2018: £23,546).

Vocare Limited

**Notes to the financial statements
For the year ended 31 March 2019**

8. Interest payable and similar charges

	2019	2018
	£	£
Bank interest payable	5,324	3,735
Finance lease and hire purchase contracts	7,441	0
	<u>12,765</u>	<u>3,735</u>

9. Taxation

	2019	2018
	£	£
Corporation tax		
Current tax on loss for the year	0	0
Adjustments in respect of previous periods	31,408	6,307
Total current tax	<u>31,408</u>	<u>6,307</u>
Deferred tax		
Origination and reversal of timing difference	0	96,496
Changes to tax rates	0	0
Total deferred tax	<u>0</u>	<u>96,496</u>
Taxation on loss on ordinary activities	<u>31,408</u>	<u>102,803</u>

The tax assessed for the year is higher than (2018: higher than) the standard rate of corporation tax in the UK of 19% (2018: 19%). The differences are explained below:

Vocare Limited

Notes to the financial statements
For the year ended 31 March 2019

	2019 £	2018 £
Loss on ordinary activities before tax	<u>(801,932)</u>	<u>(4,119,275)</u>
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2018: 19%)	(152,367)	(782,662)
Effects of:		
Expenses not deductible for tax purposes	54,240	617,040
Losses carried forward	122,762	368,596
Chargeable gains	31,408	59,313
Effect of group relief/other reliefs	0	(5,004)
Adjustments to tax charge in respect of prior periods	(23,492)	8,578
Tax rate changes	0	11,194
Share options	0	(239,081)
Non-taxable income	(1,143)	(31,667)
Deferred taxation		96,496
Total tax credit for the year	<u><u>31,408</u></u>	<u><u>102,803</u></u>

A deferred tax asset of approximately £110,000 in relation to tax losses carried forward has not been recognised due to uncertainty of recoverability.

Vocare Limited

**Notes to the financial statements
For the year ended 31 March 2019**

10. Intangible assets

	Development costs	Computer software	Total
	£	£	£
Cost			
At 1 April 2018	5,995	1,780,400	1,786,395
Additions	0	138,194	138,194
Disposals	0	(3,541)	(3,541)
At 31 March 2019	<u>5,995</u>	<u>1,915,053</u>	<u>1,921,048</u>
Amortisation			
At 1 April 2018	5,995	1,034,757	1,040,752
Charge for the year	0	449,222	449,222
Disposal	0	3	3
At 31 March 2019	<u>5,995</u>	<u>1,483,982</u>	<u>1,489,977</u>
Net book value			
At 31 March 2019	<u>0</u>	<u>431,071</u>	<u>431,071</u>
At 31 March 2018	<u>0</u>	<u>745,643</u>	<u>745,643</u>

11. Tangible fixed assets

	Freehold Property	Motor Vehicle	Fixtures and fittings	Office equipment	Computer equipment	Total
	£	£	£	£	£	£
Cost						
At 1 April 2018	603,746	68,224	766,286	761,896	1,885,516	4,085,668
Additions	0	0	73,263	0	75,303	148,566
Disposals	(5,562)	0	(12,741)	0	(2,059)	(20,362)
At 31 March 2019	<u>598,184</u>	<u>68,224</u>	<u>826,808</u>	<u>761,896</u>	<u>1,958,760</u>	<u>4,213,872</u>
Depreciation						
At 1 April 2018	440,291	68,224	589,576	671,523	1,493,896	3,263,510
Charge for the year	105,586	0	98,610	88,392	268,241	560,829
On disposal	(2,839)	0	(7,657)	0	0	(10,496)
At 31 March 2019	<u>543,038</u>	<u>68,224</u>	<u>680,529</u>	<u>759,915</u>	<u>1,762,137</u>	<u>3,813,843</u>
Net book value						
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>
At 31 March 2018	<u>163,455</u>	<u>0</u>	<u>176,710</u>	<u>90,373</u>	<u>391,620</u>	<u>822,158</u>

Vocare Limited**Notes to the financial statements
For the year ended 31 March 2019****12. Debtors**

	2019 £	2018 £
Trade debtors	1,576,641	2,452,642
Amounts owed by group undertakings	4,500,000	4,957,822
Other debtors	18,832	64,268
Prepayments and accrued income	4,395,082	3,091,180
Amounts recoverable on long term contracts	351,248	256,219
	<u>10,841,803</u>	<u>10,822,131</u>

13. Creditors: amounts falling due within one year

	2019 £	2018 £
Trade creditors	5,828,080	7,316,950
Taxation and social security	875,345	815,559
Other creditors	250,288	305,706
Accruals and deferred income	7,956,895	8,128,430
	<u>14,910,608</u>	<u>16,566,645</u>

14. Deferred taxation

	2019 £	2018 £
At beginning of the year	0	(96,496)
Charged to profit or loss	0	96,496
At end of the year	<u>0</u>	<u>0</u>

Vocare Limited

**Notes to the financial statements
For the year ended 31 March 2019**

15. Share capital and reserves

	2019	2018
	£	£
Shares classified as equity		
Allotted, called up and fully paid		
23,256 (2018: 23,256) Ordinary shares of £0.005 each	<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.

16. 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.

Revaluation of reserves

The revaluation reserve comprises the surplus or deficit on revaluation of assets net of the deferred tax impact.

17. 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 £2,040,082 (2018: £2,230,683). Contributions totalling £251,179 (2018: £298,281) were payable to the fund at the balance sheet date and are included within other creditors.

18. Commitments under operating leases

At 31 March 2019 the company had future minimum lease payments under non cancellable

	2019	2018
	£	£
Not later than 1 year	1,036,400	1,022,504
Later than 1 year and not later than 5 years	1,623,661	1,797,143
Later than 5 years	1,871,353	2,157,224
	<u>4,531,414</u>	<u>4,976,871</u>

Vocare Limited

Notes to the financial statements

For the year ended 31 March 2019

19. 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 undertakings.

20. 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

21. Financial instruments	31 March 2019	31 March 2018
	£	£
Financial assets		
Financial assets that are debt instruments measured at	11,278,428	14,925,581
	<u>11,278,428</u>	<u>14,925,581</u>
Financial liabilities		
Financial liabilities measured at amortised cost	(13,765,749)	(15,196,372)
	<u>(13,765,749)</u>	<u>(15,196,372)</u>

Financial assets measured at amortised cost comprise trade debtors, other debtors, amounts due from group undertakings and bank and cash balances.

Financial liabilities measured at amortised cost comprise trade creditors, other creditors and accruals.

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, CF14 3UZ.