

REGISTERED NUMBER: 04218481

**Strategic Report, Directors' Report and
Financial Statements for the year ended 31 March 2019
for
Voyage Healthcare Group Limited**



Voyage Healthcare Group Limited

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For the year ended 31 March 2019**

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Voyage Healthcare Group Limited

Company Information

For the year ended 31 March 2019

DIRECTORS:

A Cannon
S Parker

SECRETARY:

L Jordan

REGISTERED OFFICE:

Voyage Care
Wall Island
Birmingham Road
Lichfield
Staffordshire
WS14 0QP

REGISTERED NUMBER:

04218481 (England and Wales)

**SENIOR STATUTORY
AUDITOR:**

Colin Brearley

AUDITOR:

KPMG LLP, Statutory Auditor
One Snowhill
Snow Hill Queensway
Birmingham
B4 6GH

Voyage Healthcare Group Limited

Strategic Report

For the year ended 31 March 2019

The Directors present their Strategic Report for the year ended 31 March 2019.

PRINCIPAL ACTIVITY

The principal activity of the Company is that of an intermediate holding company. The principal activities of the Voyage Care Group, of which the Company and its subsidiaries are members, are the provision of high quality care and support services for people with learning disabilities, acquired brain injuries and other complex needs.

REVIEW OF BUSINESS

The year under review has seen further strong progress towards achieving Voyage Care's objective of becoming the market leader in the provision of high quality care services for people with learning disabilities, acquired brain injuries and other complex needs.

Voyage Care HoldCo Limited manages its operations on a divisional basis. For this reason, the Company's Directors believe that key performance indicators for the Company are not necessary or appropriate for an understanding of the development, performance or position of the business.

The performance of the Group headed by Voyage Care HoldCo Limited, which includes this Company, is included in the Strategic Report of that Company.

Voyage Healthcare Group Limited has net assets of £3,712,000 (2018: £3,712,000) as at 31 March 2019. This analysis is detailed on the Statement of Financial Position (see page 10). Correspondingly, for the year ended 31 March 2019 Voyage Healthcare Group Limited reported a profit after taxation of £Nil (2018: £Nil). This analysis is detailed on the Statement of Profit and Loss (see page 8).

PRINCIPAL RISKS

Due to the interlinking of the companies within the Voyage Care Group, the principal risks and uncertainties facing the business and the controls in place to mitigate these, are similar to those of the Group as a whole, being:

Local Authority funding

Risk

The continuing financial austerity within Government increases social care funding pressures for Local Authorities. As staffing costs continue to rise through National Living Wage, workplace pension auto enrolment charges and apprenticeship levy there is a risk that the increased funding is not available to compensate for the increased costs.

Mitigation

For the financial year 18-19, 148 out of 152 Local Authorities have taken the option of charging up to an additional 6% council tax precept, entirely dedicated to social care funding which will allow local government to raise an additional c.£4.5 billion by 2020. The 'Improved Better Care Fund' additional grant funding, amounting to £1.4 billion a year in real-terms for 2019-20, has been introduced to integrate NHS and social care through a single local pooled budget so that people can manage their own health and wellbeing, and live independently in their communities for as long as possible.

Recruitment and retention of skilled care workers

Risk

The key to the Group's success is the quality of the people we employ. Losing key employees inhibits the strength of delivering consistently high quality care.

Mitigation

The Group has a bespoke system to deal with recruitment from first point of contact to employment, including Disclosure and Barring Service checks. Employee turnover is closely monitored through KPIs and exit interviews are performed to identify underlying trends.

Ensuring the provision of high quality care to the people we support

Risk

The Voyage business is built on the reputation of the high quality care consistently delivered. A reduction in quality would harm the Group's reputation and have a negative impact on the lives of people we support.

PRINCIPAL RISKS - continued

Ensuring the provision of high quality care to the people we support - continued

Mitigation

An appropriate balance is maintained between care fees and payroll costs. Fees are always agreed with funders to reflect the care needs of the people we support to ensure that the appropriate level of care is provided. Payroll costs are controlled by regular review of weekly care hours, through an in-house management system.

Close control of agency usage is in place including weekly reporting to senior management.

The Group invested £2,300,000 in training expenditure to ensure employees are fully up-to-date in the best ways of providing care for people we support (2018: £2,100,000).

Maintaining high occupancy levels and average weekly hours

Risk

The Group's strategy to deliver great quality care with commercial success requires the Group to have a robust financial performance. To achieve appropriate revenue performance, occupancy levels, hours delivered and the associated fees, must be maintained.

Mitigation

Admissions, leavers, weekly fees and the progress of referrals for vacancies are formally reported to senior management on a weekly basis.

The vast majority of people we support have long-life conditions and high acuity needs, which have been assessed as either "critical" or "substantial" by Local Authorities and the NHS and therefore require on-going care services to help them look after themselves. This provides us with visibility of expected care packages including occupancy and weekly care hours and provides a degree of resilience to government spending pressures.

Brexit

Risk

Britain's decision to leave the European Union may lead to more challenging employee recruitment and retention environment. The Group has a relatively low proportion of non-UK EU employees at 4% and therefore the direct impact could be low, however the indirect impact resulting from general tightening of employment markets could affect the Group's ability to recruit.

Mitigation

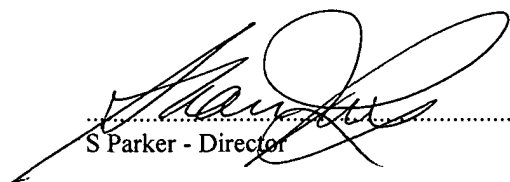
The Group monitors local employment markets across the UK and where necessary will implement measures to recruit the required employees. For example, during FY2019 we have introduced localised pay increases in certain employment hot spots.

We continue to diligently monitor the terms of Brexit negotiations to scrutinise any potential further impact for the Group during this time of uncertainty.

FUTURE PROSPECTS

No significant changes or developments in the Company's business are anticipated in the foreseeable future.

ON BEHALF OF THE BOARD:


.....
S Parker - Director

Date: 17 December 2019

Wall Island
Birmingham Road
Lichfield
Staffordshire
WS14 0QP

Voyage Healthcare Group Limited

Directors' Report

For the year ended 31 March 2019

The Directors present their Annual Report and the audited financial statements for the year ended 31 March 2019.

In accordance with section 414(11) of the Companies Act 2006, information that is required to be contained in the Directors' Report has been included in the Strategic Report, specifically the future prospects of the business.

GOING CONCERN

The Group, of which the Company is a member, is funded through a combination of Shareholders' funds, Unsecured Shareholder Loans, Senior Secured Notes and Second Lien Notes.

£215 million of 5.875% Senior Secured Notes and £35 million of 10% Second Lien Notes are due in 2023 and a Revolving Credit Facility of £45.0 million due 2023 was £23.0 million drawn at 31 March 2019. The Directors are mindful of the due date of the external financing arrangements and recognise the need to review refinancing or capital structure options at the appropriate time. The Investor and Management Fixed Rate Unsecured Loan Notes are payable at the earlier of an exit or September 2024.

The Group's trading cash forecasts, which take into account reasonably possible changes in trading activities, show that the Group will be in compliance with all covenants and will have adequate funds to meet its liabilities, including debt servicing costs, for the foreseeable future.

Having considered the reasonable possible risks and sensitivities, the Directors therefore believe it remains appropriate to prepare the financial statements on a going concern basis.

RESULTS AND DIVIDENDS

The results for the year are set out in detail on page 8.

The Directors do not recommend the payment of a dividend (2018: £Nil).

DIRECTORS

The Directors shown below held office during the whole of the period from 1 April 2018 to the date of this report.

A Cannon

Other changes in directors holding office are as follows:

P Sealey - resigned 10 January 2019

S Parker - appointed 10 January 2019

The Directors benefited from qualifying third party indemnity provisions in place during the financial year and at the date of this report.

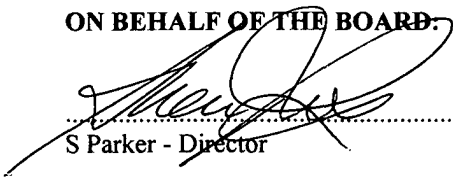
STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITOR

The Directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware and each Director has taken all steps that he ought to have taken as a Director to make himself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

AUDITOR

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be re-appointed and KPMG LLP will, therefore, continue in office.

ON BEHALF OF THE BOARD:



.....
S Parker - Director

Date:17..... December 2019

Wall Island
Birmingham Road
Lichfield
Staffordshire
WS14 0QP

Voyage Healthcare Group Limited

Statement of Directors' Responsibilities 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 they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 101 The Reduced Disclosure Framework.

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 its profit or loss for that period. In preparing the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and 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;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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 its financial statements comply with the Companies Act 2006. They are responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

Under applicable law and regulations, the Directors are also responsible for preparing a Strategic Report and a Directors' Report that complies with that law and those regulations.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Independent Auditor's Report to the Members of Voyage Healthcare Group Limited

Opinion

We have audited the financial statements of Voyage Healthcare Group Limited ("the company") for the year ended 31 March 2019 which comprise the Statement of Profit and Loss, Statement of Other Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity and related notes, including the accounting policies in note 2.

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 profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 101 Reduced Disclosure Framework; 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model, including the impact of Brexit, and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements 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.

Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Independent Auditor's Report to the Members of Voyage Healthcare Group Limited - continued

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out 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; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

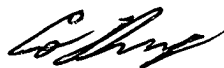
Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.



Colin Brearley (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
One Snowhill
Snow Hill Queensway
Birmingham
B4 6GH

Date: 17 December 2019

Voyage Healthcare Group Limited

**Statement of Profit and Loss
For the year ended 31 March 2019**

	Notes	2019 £'000	2018 £'000
OPERATING PROFIT		-	-
Finance income	4	14,027	13,004
Finance expense	5	<u>(14,027)</u>	<u>(13,004)</u>
PROFIT BEFORE TAXATION		-	-
Taxation	7	<u>-</u>	<u>-</u>
RESULT FOR THE YEAR		<u><u>-</u></u>	<u><u>-</u></u>

Voyage Healthcare Group Limited

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

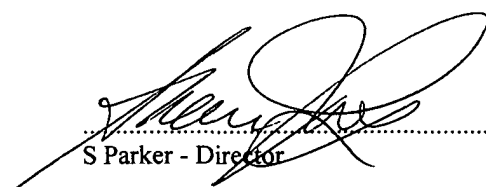
	2019 £'000	2018 £'000
RESULT FOR THE YEAR	-	-
OTHER COMPREHENSIVE INCOME	<u>-</u>	<u>-</u>
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	<u><u>-</u></u>	<u><u>-</u></u>

Voyage Healthcare Group Limited (Registered number: 04218481)

**Statement of Financial Position
31 March 2019**

	Notes	2019 £'000	2018 £'000
FIXED ASSETS			
Investments	8	2,000	2,000
CURRENT ASSETS			
Debtors falling due within one year	9	1,712	1,712
Debtors falling due after more than one year	9	<u>195,752</u>	<u>181,725</u>
		197,464	183,437
NET CURRENT ASSETS		<u>197,464</u>	<u>183,437</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		199,464	185,437
CREDITORS			
Amounts falling due after more than one year	10	<u>(195,752)</u>	<u>(181,725)</u>
NET ASSETS		<u>3,712</u>	<u>3,712</u>
CAPITAL AND RESERVES			
Called up share capital	11	42	42
Share premium	12	3,641	3,641
Retained earnings	12	<u>29</u>	<u>29</u>
EQUITY SHAREHOLDERS' FUNDS		<u>3,712</u>	<u>3,712</u>

The financial statements were approved by the Board of Directors on ...17... December 2019 and were signed on its behalf by:


S Parker - Director

Voyage Healthcare Group Limited

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

	Called up share capital £'000	Share premium £'000	Retained earnings £'000	Total equity £'000
Balance at 1 April 2017	42	3,641	29	3,712
Changes in equity				
Total comprehensive income	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Balance at 31 March 2018	<u>42</u>	<u>3,641</u>	<u>29</u>	<u>3,712</u>
Changes in equity				
Total comprehensive income	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Balance at 31 March 2019	<u><u>42</u></u>	<u><u>3,641</u></u>	<u><u>29</u></u>	<u><u>3,712</u></u>

1. STATUTORY INFORMATION

Voyage Healthcare Group Limited is a private company, limited by shares, registered in England and Wales. The Company's registered number and registered office address can be found on the Company Information page.

The Company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group financial statements. These financial statements present information about the Company as an individual undertaking and not about its group.

2. ACCOUNTING POLICIES

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Basis of preparation

These financial statements have been prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS 101) and the Companies Act 2006. The financial statements have been prepared under the historical cost convention.

In preparing these financial statements, the Company applies the recognition, measurement and disclosure requirements of International Financial Reporting Standards as adopted by the EU ("Adopted IFRS"), but makes amendments where necessary in order to comply with Companies Act 2006 and has set out below where advantage of the FRS 101 disclosure exemptions has been taken.

The Company's ultimate parent undertaking, Voyage Care HoldCo Limited includes the Company in its consolidated financial statements. The consolidated financial statements of Voyage Care HoldCo Limited are prepared in accordance with International Financial Reporting Standards adopted by the EU and are available to the public.

As the consolidated financial statements of Voyage Care HoldCo Limited include the equivalent disclosures, the Company has also taken the exemption under FRS 101 available in respect of the following disclosures:

- a cash flow statement and related notes;
- disclosures in respect of transactions with wholly owned subsidiaries;
- the effects of new but not yet effective IFRS's; and
- certain disclosures required by IFRS 13 "Fair Value Measurement" and the disclosures required by IFRS 7 "Financial Instrument Disclosures".

The Company proposes to continue to adopt the reduced disclosure framework of FRS 101 in its next financial statements.

Adoption of new and revised standards

IFRS 9 Financial Instruments

The Company has adopted IFRS 9 Financial Instruments from 1 April 2018 which resulted in no changes in financial statement amounts or disclosures.

2. ACCOUNTING POLICIES - continued

Adoption of new and revised standards – continued

IFRS 15 Revenue from Contracts with Customers

The Company has adopted IFRS 15 Revenue from Contracts with Customers from 1 April 2018 which resulted in no changes in financial statement amounts or disclosures.

IFRS 16 Leases

The Company has adopted IFRS 16 Leases from 1 April 2018 which resulted in no change in financial statement amounts or disclosures.

Judgements, estimates and assumptions

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and reported amounts of assets and liabilities, income and expenses.

The estimates and assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an on-going basis and any revisions to these estimates are recognised in the period in which the estimates are revised and in any future period affected.

The key assumptions which have a significant risk of causing material adjustment to the carrying amounts of assets and liabilities within the next financial year are:

Impairment of investments

Determining whether investments in subsidiaries are impaired requires management to consider the carrying value of the net assets and the estimated net present value of future cash flows of trading companies based on a value in use calculation. Determining whether an investment is impaired requires an estimation of the value in use of the cash generating units (CGUs). The value in use calculation requires the Company to estimate the future cash flows expected to arise from the CGUs, and a suitable discount rate in order to calculate present value.

Impairment of amounts due from group undertakings

Determining whether amounts due from group undertakings have been impaired requires an estimation of the debt's value in use. The value in use calculation requires the Company to estimate expected future cash flows and suitable discount rates in order to calculate present values.

Interest receivable and payable

Interest receivable and interest payable is recognised in the Statement of Profit and Loss as it accrues, using the effective interest method.

Taxation including deferred tax

The charge for taxation is based on the profit or loss for the year and comprises current and deferred taxation. Income tax is recognised in the Statement of Profit and Loss except to the extent that it relates to items recognised directly in equity, in which case it is recognised in the Statement of Other Comprehensive Income.

Tax currently payable is based on the taxable profit or loss for the year. Taxable profit or loss differs from 'profit / loss before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. Tax is calculated using tax rates enacted or substantively enacted at the date of the Statement of Financial Position.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised.

Voyage Healthcare Group Limited

Notes to the Financial Statements - continued For the year ended 31 March 2019

2. ACCOUNTING POLICIES - continued

Going concern

The Group, of which the Company is a member, is funded through a combination of Shareholders' funds, Unsecured Shareholder Loans, Senior Secured Notes and Second Lien Notes.

£215 million of 5.875% Senior Secured Notes and £35 million of 10% Second Lien Notes are due in 2023 and a Revolving Credit Facility of £45.0 million due 2023 was £23.0 million drawn at 31 March 2019. The Directors are mindful of the due date of the external financing arrangements and recognise the need to review refinancing or capital structure options at the appropriate time. The Investor and Management Fixed Rate Unsecured Loan Notes are payable at the earlier of an exit or September 2024.

After reviewing the Company's forecasts and projections, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future.

Having considered the reasonable possible risks and sensitivities, the Directors therefore believe it remains appropriate to prepare the financial statements on a going concern basis.

Investments in subsidiary undertakings

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

3. EMPLOYEES AND DIRECTORS

Employees

There were no staff costs for the year ended 31 March 2019 nor for the year ended 31 March 2018.

Directors

Emoluments paid to the Directors in respect of their services to the Group including this Company:

	2019 £'000	2018 £'000
Emoluments	622	708
Compensation on loss of office	-	240
Pension contributions	<u>78</u>	<u>82</u>
	<u>700</u>	<u>1,030</u>

The remuneration of the highest paid director was £352,000 (2018: £416,000) and pension contributions of £60,000 (2018: £60,000) were made to a money purchase scheme on their behalf.

Included in the total remuneration is a discretionary payment of £40,000 (2018: £Nil) made to one Director. Three of the Directors active in the year accrued benefits under money purchase pension schemes (2018: Three Directors).

The Directors received no emoluments for their services to the Company in the current period (2018: £Nil).

Directors' emoluments were paid by another group company.

Voyage Healthcare Group Limited

Notes to the Financial Statements - continued For the year ended 31 March 2019

4. FINANCE INCOME

	2019	2018
	£'000	£'000
Amounts receivable from group undertakings	<u>14,027</u>	<u>13,004</u>

5. FINANCE EXPENSE

	2019	2018
	£'000	£'000
Amounts payable to group undertakings	<u>14,027</u>	<u>13,004</u>

6. AUDITOR'S REMUNERATION

	2019	2018
	£'000	£'000
Audit of financial statements	<u>-</u>	<u>-</u>

The Company is not required to disclose separate information about fees for non-audit services provided to the Company because the consolidated financial statements of the Company's ultimate parent, Voyage Care HoldCo Limited, disclose such fees on a consolidated basis.

Audit fees were borne by another group company.

7. TAXATION

Analysis of tax expense

No liability to UK corporation tax arose for the year ended 31 March 2019 nor for the year ended 31 March 2018.

Factors that may affect future tax charges

The UK corporation tax rate from 20% to 19% (effective from 1 April 2017) was substantively enacted on 26 October 2015. Further reduction to 18% (effective 1 April 2020) was also substantively enacted on 26 October 2015, and an additional reduction to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016. This will reduce the Group's future current tax charge accordingly.

Notes to the Financial Statements - continued
For the year ended 31 March 2019

8. INVESTMENTS

	Shares in subsidiary undertakings £'000
NET BOOK VALUE	
On 1 April 2018 and 31 March 2019	<u>2,000</u>

The subsidiary undertakings of the Company, all of which are registered in Great Britain, are summarised as follows:

Subsidiary	Nature of business	Country of incorporation	Holding	Proportion held %
Voyage Limited *	Community care	England	Ordinary	100
Voyage 1 Limited *	Community care	England	Ordinary	100
Voyage 2 Unlimited *	Community care	England	Ordinary	100
Voyage Specialist Healthcare Limited *	Community care	England	Ordinary	100
Solor Care (South West) Limited *	Community care	England	Ordinary	100
Solor Care London Limited *	Community care	England	Ordinary	100
Solor Care South East (2) Limited *	Community care	England	Ordinary	100
Solor Care West Midlands Limited *	Community care	England	Ordinary	100
Solor Care Holdings (2) Limited *	Dormant	England	Ordinary	100
Solor Care Limited *	Community care	England	Ordinary	100
Solor Care South East Limited *	Community care	England	Ordinary	100
Solor Care Holdings (3) Limited *	Intermediate holding company	England	Ordinary	100
Solor Care Group Limited *	Community care	England	Ordinary	100
Evesleigh (East Sussex) Limited *	Community care	England	Ordinary	100
Evesleigh Care Homes Limited *	Community care	England	Ordinary	100
Voyage Care Limited	Intermediate holding company	England	Ordinary	100
Primary Care (UK) Limited *	Community care	England	Ordinary	100
Recliffe House Limited *	Community care	England	Ordinary	100
Skills for Living (Leicestershire) Limited *	Community care	England	Ordinary	100
The Cedars (Mansfield) Limited *	Community care	England	Ordinary	100
Focused Healthcare Limited	Community care	England	Ordinary	100

* Held by subsidiary undertaking

The registered address of the Company and its subsidiary undertakings stated above is Wall Island, Birmingham Road, Lichfield, Staffordshire, WS14 0QP.

9. DEBTORS

	2019 £'000	2018 £'000
Amounts falling due within one year:		
Amounts due from group undertakings	<u>1,712</u>	<u>1,712</u>

The amounts due from group undertakings have no fixed repayment date and are non-interest bearing.

Voyage Healthcare Group Limited

Notes to the Financial Statements - continued For the year ended 31 March 2019

9. DEBTORS - continued

	2019 £'000	2018 £'000
Amounts falling due after more than one year: Amounts due from group undertakings	<u>195,752</u>	<u>181,725</u>
Aggregate amounts	<u>197,464</u>	<u>183,437</u>

The amounts due from group undertakings have no fixed repayment date, but are due after more than one year and bear interest at a rate based on the group's weighted average cost of capital.

10. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2019 £'000	2018 £'000
Amounts due to group undertakings	<u>195,752</u>	<u>181,725</u>

The amounts repayable to group undertakings have no fixed repayment date, but are due after more than one year and bear interest at a rate based on the group's weighted average cost of capital.

11. CALLED UP SHARE CAPITAL

Allotted, issued and fully paid:

Number:	Class:	Nominal value:	2019 £'000	2018 £'000
789,300	"A" Ordinary Shares	£0.01	8	8
3,200,000	"B" Ordinary Shares	£0.01	32	32
240,000	Deferred shares	£0.01	<u>2</u>	<u>2</u>
			<u>42</u>	<u>42</u>

On a return of assets, whether in a winding up or reduction of capital, the assets and retained profit of the company available for distribution are to be distributed among the members as follows:

Firstly paying the "B" ordinary shareholders the amounts credited as paid on the "B" ordinary shares and secondly in paying any undeclared or unpaid dividends.

Thirdly paying the "A" ordinary shareholders the amounts credited as paid as the "A" ordinary shares and fourthly paying any undeclared or unpaid dividends.

Fifthly in distributing any remaining assets any retained profits amongst the "A" shareholders and the "B" shareholders pari passu.

The shares carry one vote per share.

Voyage Healthcare Group Limited

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12. RESERVES

	Share premium £'000	Retained earnings £'000	Totals £'000
At 1 April 2018	3,641	29	3,670
Result for the year	-	-	-
At 31 March 2019	<u>3,641</u>	<u>29</u>	<u>3,670</u>

13. CONTINGENT LIABILITIES

Security granted on Revolving Credit Facility

The Company has guaranteed the amounts due under the Revolving Credit Facility, the Senior Secured Notes and the Second Lien Notes held in Voyage Care BondCo PLC. Security has been granted over all freehold and long leasehold property.

14. ULTIMATE PARENT UNDERTAKING

The Company's immediate parent undertaking is Voyage BidCo Limited and its ultimate parent undertaking is Voyage Care HoldCo Limited, both of which are registered in England and Wales.

Copies of the Group financial statements of Voyage Care HoldCo Limited can be obtained from:

The Company Secretary
Voyage Care HoldCo Limited
Wall Island
Birmingham Road
Lichfield
Staffordshire
WS14 0QP