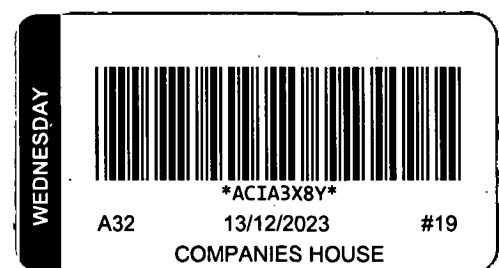


Directors' report and Financial Statements DRC Health Professionals Limited

For the year ended 31 March 2023



Registered Number 13788698

DRC Health Professionals Limited
Financial statements for the year ended 31 March 2023

Company Information

Registered Number	13788698
Registered office:	Partis House Davy Avenue Knowlhill Milton Keynes Buckinghamshire MK5 8HJ
Auditor:	MHA Chartered Accountants & Statutory Auditor 2 London Wall Place London EC2Y 5AU
Secretary:	Graham Dolan
Directors:	Jason Stewart Aydid Hassan Aydeed Danish Rana

DRC Health Professionals Limited
Financial statements for the year ended 31 March 2023

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Directors' Report

The directors present their directors' report and financial statements for the year ended 31 March 2023.

Directors

The directors who held office during the year were as follows:

Deepak Jalan (Resigned on 10/10/2022)
Jason Stewart
Aydid Hassan Aydeed
Danish Rana

Principal activities

The principal activity of the Company in the year under review was that of a recruitment agency for the supply of permanent medical contract staff and related services.

Business review

The results for the year and financial position of the Company are as shown in these financial statements. Gross profit was £601k (2022: £14k) up by 4179% from the prior period of 4 months. DRC Health Professionals Limited generated a profit before tax of £115k (2022: loss of £29k). DRC Health Professionals Limited has had increased demand in its second year of business and continuously growing.

Proposed dividend

Dividends declared and paid during the year amounted to £20,000 (2022: £nil). The total accrual in respect of current and prior years amounts to £nil (2022: £nil).

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 the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Qualifying third party indemnity provisions

A qualifying third-party indemnity provision by Section 232 (2) of the Companies Act 2006 is in force for the benefit of the directors in respect of liabilities incurred as a result of their office, to the extent permitted by law in respect of those liabilities for which the directors may not be indemnified, as directors' and officers' liability insurance policy was maintained throughout the financial year.

Auditor

Following a rebranding exercise on 15 May 2023 the trading name of the Company's independent auditor changed from MHA MacIntyre Hudson to MHA. Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and MHA will therefore continue in office.

Small companies note

In preparing this report, the directors have taken advantage of the small companies' exemptions provided by section 415A of the Companies Act 2006.

By order of the board



Jason Stewart
Director
06/12/2023

Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law, including FRS 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 year. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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

Approved by



Jason Stewart
Director
06/12/2023

Independent Auditor's Report to the members of DRC Health Professionals Limited (Continued)

Opinion

We have audited the financial statements of DRC Health Professionals Limited (the 'Company') for the year ended 31 March 2023, which comprise the Statement of Comprehensive Income, the Statement of Financial Position 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 2023 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

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the Company's ability to continue as a going concern for a year of at least twelve months from when the financial statements are authorised for issue.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Independent Auditor's Report to the members of DRC Health Professionals Limited (Continued)

Other information

The other information comprises the information included in the Annual Report other than the financial statements and our Auditors' Report thereon. The directors are responsible for the other information contained within the Annual Report. 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. 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 course of 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 this gives rise to a material misstatement in the financial statements themselves. 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In 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.
- 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.

Independent Auditor's Report to the members of DRC Health Professionals Limited (continued)

Responsibilities of directors

As explained more fully in the Directors' Responsibilities Statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, 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.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

- Enquiry of management and those charged with governance around actual and potential litigation and claims;
- Enquiry of entity staff in tax and compliance functions to identify any instances of non-compliance with laws and regulations;
- Performing audit work over the risk of management override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside of the normal course of business and reviewing accounting estimates for bias;
- Reviewing minutes of meetings of those charged with governance;
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations.

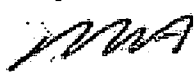
Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

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.

Independent Auditor's Report to the members of DRC Health Professionals Limited (continued)

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.



Atul Kariya FCCA (Senior Statutory Auditor)
for and on behalf of
MHA
Chartered Accountants
Statutory Auditor
London, United Kingdom

Date: 7 December 2023

MHA is the trading name of MacIntyre Hudson LLP, a limited liability partnership in England and Wales (registered number OC312313)

DRC Health Professionals Limited
Financial statements for the year ended 31 March 2023

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Statement of Comprehensive Income for the year ended 31 March 2023

	Notes	12 months to 31 st March 2023 £	8 th December 2021 to 31 st March 2022 £
Turnover		618,940	14,101
Cost of sales		<u>(17,655)</u>	<u>(50)</u>
Gross profit		601,285	14,051
Administrative expenses		<u>(486,402)</u>	<u>(42,651)</u>
Operating profit / (loss)	2	114,883	(28,600)
Interest payable and similar charges		<u>-</u>	<u>-</u>
Profit/ (Loss) on ordinary activities before taxation		114,883	(28,600)
Taxation on profit/ (loss) from ordinary activities	5	<u>(24,589)</u>	<u>-</u>
Profit/ (Loss) for the financial year		<u>90,294</u>	<u>(28,600)</u>

All results are derived from continuing operations.

There are no recognised gains and losses other than those stated above and therefore no separate Statement of Other Comprehensive Income has been presented.

The notes on pages 9 to 15 form part of these financial statements.

DRC Health Professionals Limited
Financial statements for the year ended 31 March 2023

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Statement of Financial Position at 31 March 2023

	Note	2023 £	2023 £	2022 £	2022 £
Fixed assets					
Investment	6		31		-
Tangible Fixed Assets	7		7,800		9,750
			<u>7,831</u>		<u>9,750</u>
Current assets					
Debtors	8	52,117		20,694	
Cash at bank and in hand		<u>95,467</u>		<u>15,764</u>	
		<u>147,584</u>		<u>36,458</u>	
Creditors: amounts falling due within one year	9	<u>(113,621)</u>		<u>(74,708)</u>	
Net current assets			<u>33,963</u>		<u>(38,250)</u>
Net assets			<u>41,794</u>		<u>(28,500)</u>
Capital and reserves					
Called up share capital	10		100		100
Profit and loss account			<u>41,694</u>		<u>(28,600)</u>
Shareholder's funds			<u>41,794</u>		<u>(28,500)</u>

The financial statements have been prepared in accordance with the provision applicable to companies subject to the small companies' regime and in accordance with the provisions of FRS 102 section 1A – small entities.

These financial statements were approved by the board of directors on 06/12/2023 and were signed on its behalf:



Jason Stewart
Director

Company registered number: 13788698

The notes on pages 9 to 15 form part of these financial statements.

Notes to the financial statements

1 Accounting policies

Basis of preparation

DRC Health Professionals Limited is a private limited company by shares incorporated and domiciled in England, with a company number 13788698 registered at Partis House, Davy Avenue, Knowlhill, Milton Keynes, MK5 8HJ. The principal activity of the Company is detailed in the strategic report. These financial statements were prepared in accordance with Section 1A of Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102/ 1A"). The presentation and functional currency of these financial statements is £ sterling, rounded to the nearest £1.

The preparation of financial statements in compliance with FRS 1021A requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies.

The Company is a parent company, however consolidated financial statements are not prepared for the company as it is a wholly owned subsidiary of HB Healthcare Limited and is consolidated into these financial statements which are publicly available.

Accounting reference date

Accounts are prepared on a full month basis. For the year ended 31 March 2023, the accounts have been prepared to 31 March 2023. The comparative period covered 8 December 2021 to 31 March 2022, hence the figures are not entirely comparable. The current year period covers 1 April 2022 to 31 March 2023.

1.1 Measurement Convention

The financial statements are prepared on the historical cost basis.

1.2 Going concern

The Company's financial statements have been prepared on a going concern basis which the directors believe to be appropriate for the following reasons.

The directors have considered the net total assets/(liabilities) position at the year-end of £41,794 (2022: (£28,500)) and the continued support provided by the principal investors who have indicated that they will make funds available as needed by the Company for at least 12 months from the date of approval of the financial statements.

The Company's forecasts and projections shows growth and turnover expected to grow in the coming years.

1.3 Basic 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 debtors and creditors, loans from banks and other third parties, loans to related parties and investments in ordinary shares. Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or in case of an out-right short-term loan that is not at market rate, the financial asset or liability is measured, initially at the present value of future cash flows discounted at a market rate of interest for a similar debt instrument and subsequently at amortised cost, unless it qualifies as a loan from a director in the case of a small company, or a public benefit entity concessionary loan.

Notes to the financial statements

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of comprehensive income. For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. For financial assets measured at cost less impairment, the impairment loss is measured as the difference between an asset's carrying amount and best estimate of the recoverable amount, which is an approximation of the amount that the Company would receive for the asset if it were to be sold at the reporting date.

Financial assets and liabilities are offset, and the net amount reported in the Statement of financial position when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

1.4 Taxation

Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively. The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date except that the recognition of deferred tax assets is limited to the extent that the Company anticipates making sufficient taxable profits in the future to absorb the reversal of the underlying timing differences and any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balance are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date. Deferred tax balances are not discounted.

1.5 Investments

In the Company's financial statements, investments in subsidiary undertakings are stated at cost less accumulated impairment.

1.6 Debtors

Short term debtors are measured at transaction price (which is usually the invoice price) less any impairment losses for bad and doubtful debts.

Loans and other financial assets are initially recognised at transaction price including any transaction costs and subsequently measured at amortised cost determined using the effective interest method less any impairment losses for bad and doubtful debts.

Notes to the financial statements

1 Accounting policies (Continued)

1.7 Creditors

Short term creditors are measured at transaction price (which is usually the invoice price).

Loans and other financial liabilities are initially recognised at transaction price net of any transaction costs and subsequently measured at amortised cost determined using the effective interest method.

1.8 Cash

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.

1.9 Expenses

Expenses are payable by the Company to employees, its' agency workers and suppliers where wholly and exclusively incurred in performance of the trade of the business. All expenses are detailed on the company expense forms and duly authorised by a Director or Senior Manager of the Company along with attached original vouchers.

1.10 Tangible Fixed Assets

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses.

The Company assesses at each reporting date whether tangible fixed assets are impaired.

Depreciation is charged to the profit and loss account on a straight-line basis over the estimated useful lives of each part of an item of tangible fixed assets. Leased assets are depreciated over the shorter of the lease term and their useful lives. The estimated useful lives are as follows:

- Computer equipment 5 years straight line

Notes to the financial statements

2 Operating Profit/(Loss) on ordinary activities

	2023	2022
	£	£
Operating profit/(loss) on ordinary activities before taxation is stated after charging:		
Depreciation of tangible fixed assets	1,950	-
Auditor remuneration:		
Audit of these financial statements	1,800	1,800
Other services relating to taxation	450	450

3 Remuneration of directors

Other companies within the Group remunerate the directors. The amount attributable for services provided to the Company in the year is £nil (2022:£nil).

4 Staff numbers and costs

The Company did not employ any staff during the year.

5 Taxation

Analysis of charge in year

	2023	2022
	£000	£000
UK corporation tax		
Current tax on income for the year	22,199	-
Adjustments to tax charges	2,390	-
Total current tax	24,589	-

Factors affecting the tax charge for the current year

The current tax charge for the period is higher (2022: lower) than the standard rate of corporation tax in the UK of 19% (2022: 19%). The differences are explained below.

Factors that may affect future tax charges

Temporary differences have been measured using the enacted tax rates that are expected to apply when the liability is settled of the asset realised. Tax rates increased to 25% from 1st April 2023.

6 Fixed asset investments

	2023	2022
	£	£
Cost and net book value addition and at the end of the year	31	-

Notes to the financial statements

The companies in which the Company's interest at the year-end is more than 20% are as follows:

	Registered office	Principal activity	Class and percentage of shares held
DRC HR Healthcare (PVT) LTD	Pace Mall, Third Floor, MM Alam Rd, opposite PF Chang, Block B 1 Gulberg III, Lahore, Pakistan	Provision of outsourced staffing services	Ordinary shares 100%

The aggregate of the share capital and reserves as at 31 March 2023 and the profit or loss for the period ended on that date for the subsidiary undertakings were as follows

	Share Capital and Reserves	Profit for the year
	£	£
DRC HR Healthcare (PVT) LTD	18,662	33,680

7 Tangible fixed assets

	Computer Equipment
	£
Cost	
At the beginning of the year	9,750
Additions	-
At end of year	9,750
Depreciation	
At the beginning of the year	-
Charge for year	1,950
At end of year	1,950
Net book value	
At 31 March 2022	9,750
At 31 March 2023	7,800

Notes to the financial statements

8 Debtors

	2023	2022
	£	£
Trade Debtors	38,142	4,194
Prepayments and accrued Income	12,900	-
Other debtors	1,075	16,500
	<u>52,117</u>	<u>20,694</u>

9 Creditors: amounts falling due within one year

	2023	2022
	£	£
Trade Creditors	1,943	-
Other Creditors	-	2,995
Social Security and other taxes	32,697	3,419
Corporation Tax	22,198	-
Accruals and deferred income	28,390	26,441
Amounts owed to group undertakings	<u>28,393</u>	<u>41,853</u>
	<u>113,621</u>	<u>74,708</u>

Amounts due to group undertakings are unsecured, interest free and repayable on demand.
This includes £4,937 (2022: £nil) due to 100% owned subsidiary in Pakistan.

10 Called up share capital

	2023	2022
	£	£
Allotted, called up and fully paid		
100,000 £0.001 Ordinary shares	<u>100</u>	<u>100</u>

11 Related Party Transactions

During the prior period, HB Healthcare Limited, who owns 75% of DRC Health Professionals Ltd, provided a loan of £11,851 (2022: £16,400) to the company. At the year-end £nil (2022: £16,400) was due to HB Healthcare Limited.

During the current year DRC Health Professionals Limited incurred £44,918 (2022: £9k) of management fees from DRC Locums Limited. At the year-end £4,236 (2022: £9k) was due to D.R.C. Locums Limited. D.R.C. Locums Limited incurred expenses on behalf of DRC Health Professionals Limited for £34,058 (2022: £15,928). At the year-end £4,584 was yet to be recharged and further £13,834 was due to D.R.C. Locums Limited. Directors of DRC Health Professionals Limited is holding directorship at D.R.C. Locums Limited.

During the current year Locumlinx Limited incurred £nil (2022: £800) of expenses on behalf of DRC Health Professionals Limited. At the year-end £800 (2022: £800) was due to Locumlinx Limited.

Notes to the financial statements

12 Ultimate parent company and parent undertaking of larger group of which the Company is a member

The Company is a 75% owned subsidiary undertaking of HB Healthcare Limited.

The ultimate parent company is Syndicated Investor Group Limited, a company incorporated in Hong Kong. In the view of the directors there is no ultimate controlling party.

The largest group in which the results of the Company are consolidated is that headed by HB Healthcare Limited, incorporated in the United Kingdom. The consolidated financial statements are available to the public and may be obtained from the Companies House.

13 Post balance sheet event

There were no significant events after the year end.