

**STRATEGIC REPORT,
REPORT OF THE DIRECTORS AND
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2023
FOR
INCLUSION CARE GROUP LIMITED**

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for the year ended 30 June 2023**

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INCLUSION CARE GROUP LIMITED

COMPANY INFORMATION
for the year ended 30 June 2023

DIRECTORS:

Mrs S B Jalil
Mrs R Kousar

REGISTERED OFFICE:

1110 Elliott Court
Coventry Business Park
Herald Avenue
Coventry
West Midlands
CV5 6UB

REGISTERED NUMBER:

07604711 (England and Wales)

AUDITORS:

Luckmans Duckett Parker Limited
Chartered Accountants
Statutory Auditors
1110 Elliott Court
Herald Avenue
Coventry Business Park
Coventry
West Midlands
CV5 6UB

**STRATEGIC REPORT
for the year ended 30 June 2023**

The directors present their strategic report for the year ended 30 June 2023.

REVIEW OF BUSINESS

The company has not undertaken any trading activities during the period. However, the company has net liabilities of £9.1 million (Year ending 30 June 2022: £9.1 million).

No dividends will be distributed for the period ending 30 June 2023.

PRINCIPAL RISKS AND UNCERTAINTIES

The key business risks and uncertainties affecting the trading subsidiary company relate to the continued provision of adequate government funding and adhering to stringent regulatory requirements set by the Care Quality Commission (CQC).

ON BEHALF OF THE BOARD:

Mrs S B Jalil - Director

20 March 2024

**REPORT OF THE DIRECTORS
for the year ended 30 June 2023**

The directors present their report with the financial statements of the company for the year ended 30 June 2023.

DIVIDENDS

No dividends will be distributed for the year ended 30 June 2023.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 July 2022 to the date of this report.

Mrs S B Jalil
Mrs R Kousar

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that she ought to have taken as a director in order to make herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS

The auditors, Luckmans Duckett Parker Limited, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:

Mrs S B Jalil - Director

20 March 2024

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF INCLUSION CARE GROUP LIMITED

Opinion

We have audited the financial statements of Inclusion Care Group Limited (the 'company') for the year ended 30 June 2023 which comprise the Income Statement, Other Comprehensive Income, Balance Sheet, Statement of Changes in Equity and Notes to the Financial Statements, 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 30 June 2023;
- 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 UK, including the FRC'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 period 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.

Other information

The directors are responsible for the other information. The other information comprises the information in the Strategic Report and the Report of the Directors, but does not include the financial statements and our Report of the Auditors thereon.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether 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.

Opinions 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 Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Report of the Directors have been prepared in accordance with applicable legal requirements.

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF INCLUSION CARE GROUP LIMITED

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 Report of the Directors.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Responsibilities of directors

As explained more fully in the Statement of Directors' Responsibilities set out on page three, 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 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.

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF INCLUSION CARE GROUP LIMITED

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 a Report of the Auditors 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.

The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below:

Our approach to designing audit procedures by tailoring and directing testing to aid and support the determined level of risk. In response, the procedures we perform to determine the level of risk include:

- reference to history and experience of the Entity; and
- enquiry of management, including obtaining and reviewing supporting documentation concerning the Entity's procedures relating to:
 - identifying and complying with laws and regulations and whether they were aware of any instances of non-compliance;
 - detection and response to risk of fraud and whether they were aware of any actual or suspected instances of fraud; and
 - assessment of the controls and processes that the Entity has in place to mitigate risk.

Our assessments included the identification of the following potential areas for fraud:

- management override of control; and
- revenue recognition, particularly in respect of delivery of services

These procedures, and the extent to which they are capable of detecting irregularities, including fraud, are detailed below:

- critically assessed the appropriateness and testing the application of the revenue and cost recognition policies;
- testing the appropriateness of accounting estimates, journals and other adjustments made in the preparation of the financial statements;
- reviewing the Entity's accounting policies for non-compliance with relevant standards; and
- making enquiries of management and reviewing correspondence with the relevant authorities to identify any irregularities or instances of non-compliance with laws and regulations.

In performing an audit in accordance with UK GAAP, we exercise professional judgement and maintain professional scepticism throughout the audit process.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion or override of internal controls. There are inherent limitations in the audit procedures performed.

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 Report of the Auditors.

**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF
INCLUSION CARE GROUP LIMITED**

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 a Report of the Auditors 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.

Mark Spafford ACA FCCA (Senior Statutory Auditor)
for and on behalf of Luckmans Duckett Parker Limited
Chartered Accountants
Statutory Auditors
1110 Elliott Court
Herald Avenue
Coventry Business Park
Coventry
West Midlands
CV5 6UB

20 March 2024

INCOME STATEMENT
for the year ended 30 June 2023

	Notes	2023 £	2022 £
TURNOVER		-	-
OPERATING PROFIT and		-	-
PROFIT BEFORE TAXATION		-	-
Tax on profit	4	-	-
PROFIT FOR THE FINANCIAL YEAR		-	-

OTHER COMPREHENSIVE INCOME
for the year ended 30 June 2023

	Notes	2023 £	2022 £
PROFIT FOR THE YEAR		-	-
OTHER COMPREHENSIVE INCOME		-	-
TOTAL COMPREHENSIVE INCOME		-	-
FOR THE YEAR		-	-

INCLUSION CARE GROUP LIMITED (REGISTERED NUMBER: 07604711)

BALANCE SHEET
30 June 2023

	Notes	2023 £	2022 £
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>-</u>	<u>-</u>
CREDITORS			
Amounts falling due after more than one year	6	<u>9,145,734</u>	<u>9,145,734</u>
NET LIABILITIES		<u>(9,145,734)</u>	<u>(9,145,734)</u>
CAPITAL AND RESERVES			
Called up share capital	8	114	114
Retained earnings	9	<u>(9,145,848)</u>	<u>(9,145,848)</u>
		<u>(9,145,734)</u>	<u>(9,145,734)</u>

The financial statements were approved by the Board of Directors and authorised for issue on 20 March 2024 and were signed on its behalf by:

Mrs S B Jalil - Director

The notes form part of these financial statements

STATEMENT OF CHANGES IN EQUITY
for the year ended 30 June 2023

	Called up share capital £	Retained earnings £	Total equity £
Balance at 1 July 2021	114	(9,145,848)	(9,145,734)
Changes in equity			
Balance at 30 June 2022	114	(9,145,848)	(9,145,734)
Changes in equity			
Balance at 30 June 2023	114	(9,145,848)	(9,145,734)

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 30 June 2023

1. STATUTORY INFORMATION

Inclusion Care 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 presentation currency of the financial statements is the Pound Sterling (£).

The company was dormant throughout the year.

2. ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been prepared in accordance with the Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" and the Companies Act 2006. The financial statements have been prepared using the historical cost convention except for, where disclosed in these accounting policies, certain items are shown at fair value.

The company has net liabilities at the balance sheet date. The company's ultimate parent company has confirmed its support for the company for at least the next 12 months and therefore the financial statements are prepared on the going concern basis.

Financial Reporting Standard 102 - reduced disclosure exemptions

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

- the requirements of Section 7 Statement of Cash Flows;
- the requirement of paragraph 33.7.

Preparation of consolidated financial statements

The financial statements contain information about Inclusion Care Group Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under Section 400 of the Companies Act 2006 from the requirements to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its parent, Rehability Group Limited, 1110 Elliott Court, Coventry Business Park, Herald Avenue, Coventry, West Midlands, United Kingdom, CV5 6UB.

Significant judgements and estimates

These financial statements do not contain any significant judgements or estimation uncertainty.

Taxation

Taxation for the year comprises current and deferred tax. Tax is recognised in the Income Statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is recognised at the amount of tax payable using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 30 June 2023

2. **ACCOUNTING POLICIES - continued**

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

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.

Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to profit or loss in the period to which they relate. If contribution payments exceed the contribution due for the service, the excess is recognised as a prepayment.

Borrowings

Interest-bearing borrowings are initially recorded at fair value, net of transaction costs. Interest-bearing borrowings are subsequently carried at amortised cost, with the difference being recognised as a charge in the Profit and Loss Account over the period of the relevant borrowing.

Interest expense is recognised on the basis of the effective interest method and is included in interest payable and similar charges.

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least twelve months after the reporting date.

3. **EMPLOYEES AND DIRECTORS**

There were no staff costs for the year ended 30 June 2023 nor for the year ended 30 June 2022.

The average number of employees during the year was NIL (2022 - NIL).

	2023 £	2022 £
Directors' remuneration	—	—

4. **TAXATION**

Analysis of the tax charge

No liability to UK corporation tax arose for the year ended 30 June 2023 nor for the year ended 30 June 2022.

5. **FIXED ASSET INVESTMENTS**

The company's investments at the Balance Sheet date in the share capital of companies include the following:

Inclusion Care Holdings Limited

Registered office: 1110 Elliott Court, Coventry Business Park, Coventry, CV5 6UB

Nature of business: Intermediate Holding Company

	% holding
Class of shares:	
Ordinary	100.00

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 30 June 2023

5. **FIXED ASSET INVESTMENTS - continued**

Inclusion Care Limited

Registered office: 1110 Elliott Court, Coventry Business Park, Coventry, CV5 6UB

Nature of business: Provision of care

	% holding
Class of shares:	
Ordinary	100.00

6. **CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR**

	2023 £	2022 £
Other loans (see note 7)	<u>9,145,734</u>	<u>9,145,734</u>

7. **LOANS**

An analysis of the maturity of loans is given below:

	2023 £	2022 £
Amounts falling due between two and five years:		
Other loans - 2-5 years	<u>9,145,734</u>	<u>9,145,734</u>

Other loans due in more than one year consist of loan notes of £9,145,734 (2022 - £9,145,734) that are repayable to Rehability UK Community Limited. These loan notes were acquired from the previous shareholders when the company was acquired by Rehability UK Community Limited. The loan notes are now all unsecured.

8. **CALLED UP SHARE CAPITAL**

Allotted, called up and fully paid share capital

	2023		2022	
	No.	£	No.	£
Ordinary shares of £0.01 each	3,112	31	3,112	31
Ordinary A shares of £0.01 each	7,757	78	7,757	78
Ordinary B shares of £0.01 each	205	2	205	2
Ordinary C shares of £0.01 each	4	-	4	-
Deferred shares of £0.01 each	<u>343</u>	<u>3</u>	<u>343</u>	<u>3</u>
	<u>11,421</u>	<u>114</u>	<u>11,421</u>	<u>114</u>

Share rights

All share classes rank pari passu with the exception of voting rights during a default period. The holders of the ordinary shares, the ordinary B shares and the ordinary C shares are not entitled to attend or vote at any general meeting of the company or be required to sign any written resolution during a default period.

A default period is defined in detail in the articles of association and includes an event of default on the loan stock or other borrowings.

NOTES TO THE FINANCIAL STATEMENTS - continued
for the year ended 30 June 2023

9. **RESERVES**

	Retained earnings £
At 1 July 2022	(9,145,848)
Profit for the year	-
At 30 June 2023	<u>(9,145,848)</u>

10. **ULTIMATE CONTROLLING PARTY**

The controlling party is Rehability UK Community Limited.

The ultimate controlling party is Rehability Group Limited.

This document was delivered using electronic communications and authenticated in accordance with the registrar's rules relating to electronic form, authentication and manner of delivery under section 1072 of the Companies Act 2006.