

TTC Group Services Limited

Directors' report and financial statements

Registered number 437506

For the year ended 31 December 2022



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Directors' report

The directors present their Directors' Report and financial statements for the year ended 31 December 2022.

Principal activity

The principal activity of the company during the year was the provision of financial, accounting and data processing services.

These accounts have been prepared in accordance with the provisions of the small companies' regime as defined in the Companies Act 2006 and accordingly the directors have chosen not to present a strategic report.

Going concern

Both the level of business and the year-end financial position were considered satisfactory. The directors expect that the level of activity will return towards more normal levels in 2023 following the recovery from the COVID-19 pandemic.

Results and dividends

The loss for the year after taxation was £1,806 (2021: £11,512 profit). No dividend was paid during the year (2021: £nil).

Financial instruments

Details of the company's financial management objectives and policies are included in note 14 to the financial statements.

Directors and directors' interests

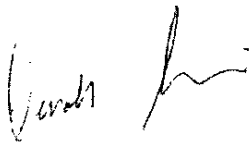
The directors who held office during the year were as follows:

D Howie

B Hall (resigned 22 February 2022)

JK Gattrell (appointed 22 February 2022)

By order of the board



Derek Howie
Director

15 Grosvenor Place
London
SW1X 7HH

18 September 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 they have elected to prepare the financial statements in accordance with UK-adopted international 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 estimates that are reasonable, relevant and reliable;
- state whether they have been prepared in accordance with UK-adopted international accounting standards;
- 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 the 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.

Statement of comprehensive income

for the year ended 31 December 2022

	<i>Note</i>	2022 £	2021 £
Revenue	2	648,009	478,081
Other income	2	-	17,462
Cost of sales		(648,039)	(480,384)
Operating profit	3,4	(30)	15,159
Profit before tax		(30)	15,159
Taxation	5	(1,776)	(3,647)
Profit for the year		(1,806)	11,512
Total comprehensive income for the year		(1,806)	11,512

All results in the current and preceding year relate to continuing operations.

The company has no recognised gains or losses other than the results for the year as set out above.

The notes on pages 7 to 15 form an integral part of these financial statements.

Statement of changes in equity
for the year ended 31 December 2022

	Share capital	Retained earnings	Total
	£	£	£
At 1 January 2021	50,000	103,679	153,679
Total comprehensive result for the year	-	11,512	11,512
	<hr/>	<hr/>	<hr/>
As at 31 December 2021 and 1 January 2022	50,000	115,191	165,191
Total comprehensive result for the year	-	(1,806)	(1,806)
	<hr/>	<hr/>	<hr/>
As at 31 December 2022	50,000	113,385	163,385
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

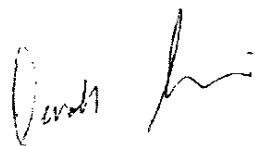
The notes on pages 7 to 15 form an integral part of these financial statements.

Statement of financial position
as at 31 December 2022

	<i>Note</i>	2022 £	2021 £
Non-current assets			
Property, plant & equipment	6	7,671	-
Current assets			
Amounts due from related parties	7	208,539	393,818
Trade and other receivables	8	4,153	1,614
Cash and cash equivalents	9	139,034	100,459
		351,726	495,891
Total assets		359,397	495,891
Current liabilities			
Amounts due to related parties	10	(154,885)	(307,564)
Trade and other payables	11	(38,937)	(19,152)
Tax payable		(2,186)	(3,984)
Total liabilities		(196,008)	(330,700)
Net assets		163,385	165,191
Equity			
Share capital	13	50,000	50,000
Retained earnings		113,385	115,191
Total equity		163,385	165,191

For the year ended 31 December 2022 the Company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies. The members have not required the Company to obtain an audit of its accounts for the year in question in accordance with section 476. The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These financial statements were approved by the board of directors on 18 September 2023 and were signed on its behalf by:



Derek Howie
Director

The notes on pages 7 to 15 form an integral part of these financial statements.

Statement of cash flows
For the year ended 31 December 2022

	<i>Note</i>	2022	2021
		£	£
Cash flows from operating activities			
Profit for the year		(1,806)	11,512
<i>Adjustment for:</i>			
Depreciation	6	548	406
Taxation expense	5	1,776	3,647
		<hr/> 518	<hr/> 15,565
Decrease/(increase) in trade and other receivables		182,740	(149,327)
(Decrease)/(increase) in trade and other payables		(132,892)	205,906
Acquisition of property, plant and equipment		(8,219)	-
		<hr/> 42,147	<hr/> 72,144
Tax paid		(3,572)	(3,909)
		<hr/> 38,575	<hr/> 68,235
Net cash used in operating activities		<hr/> 38,575	<hr/> 68,235
Net decrease in cash and cash equivalents		38,575	68,235
Cash and cash equivalents at 1 January	9	100,459	32,224
		<hr/> 139,034	<hr/> 100,459
Cash and cash equivalents at 31 December	9	<hr/> 139,034	<hr/> 100,459

The notes on pages 7 to 15 form an integral part of these financial statements.

Notes

(forming part of the financial statements)

1 Accounting policies

TTC Group Services Limited ("the company") is a private company, incorporated, domiciled and registered in England, in the UK. The registered number is 00437506 and the registered address is 15 Grosvenor Place, London, SW1X 7HH. The Company financial statements have been prepared and approved by the directors in accordance with international accounting standards in accordance with UK-adopted international accounting standards ("UK-adopted IFRS")

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Going concern

The Company's financial statements have been prepared on a going concern basis which the directors believe to be appropriate following the recovery from the global COVID-19 crisis.

At the year end, the Company had net assets of £163,385 (2021: £165,191) and net current assets of £155,718 (2021: £165,191). It manages its day to day and medium-term funding requirements through cash balances. These cash balances are forecast to provide sufficient liquidity to finance seasonal cash flows in the ordinary course of business.

The Company is a subsidiary of the Group headed by The Travel Corporation Limited (the Group). The Company is reliant on other Group companies for its income as it provides management and other services to fellow subsidiaries of The Travel Corporation Limited and it is integral to the operations of the Group. Consequently, the ability of the Company to continue as a going concern is based on the ability of the Group to continue as a going concern. As such, the directors of the Company have had regard to the Group which has prepared financial forecasts, which the Group Directors have reviewed, comprising operating profit, balance sheet and cash flows covering a period of at least 12 months from the date of these financial statements. The Group finances its working capital through cash balances and has significant liquidity available to cope with additional cash requirements following the recovery from COVID-19. The directors have prepared cash flow forecasts and performed a going concern assessment which indicates that, in both the base and reasonably possible downsides, the company will require additional funds, through funding from its ultimate parent company, The Group, to meet its liabilities as they fall due during the period ending 31 December 2024, the going concern assessment period.

The Group has indicated its intention to continue to make available such funds as are needed by the company during the going concern assessment period. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Consequently, the directors are confident that the Company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

Use of estimates and judgements

The preparation of financial statements in conformity with IFRSs requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

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

The directors do not consider there to be any significant areas of estimation uncertainty or judgements in relation to these financial statements.

Notes

(forming part of the financial statements)

1 Accounting policies *(continued)*

Revenue

The Company applies the following five step model;

- 1) Identification of a contract to provide administrative services
- 2) Identification of performance obligations within that contract
- 3) Determination of the transaction price as outlined within the contract for the provision of administrative services
- 4) Allocation of the transaction price to the performance obligations as outlined within the contract and
- 5) Recognition of revenue

For each performance obligation, the company identifies whether it has been satisfied at a point in time or over time based upon an evaluation of the receipt and consumption of benefits and enforceable payment rights associated with that obligation. The Company's agreements with customers do not contain complex terms or separately identifiable performance obligations outside delivering services to customers. The performance obligation is the supply of services to the customer and therefore the transaction price relates to this performance obligation.

Revenue is recognised at the point in time when the service is provided.

Non-derivative financial instruments

Non-derivative financial instruments comprise investments, trade and other receivables, cash and cash equivalents, loans and borrowings, and trade and other payables.

Trade and other receivables

Trade and other receivables are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses. Impairment losses represent allowances for expected credit losses over the lifetime of the financial asset (ECLs). Loss allowances for trade receivables and other receivables such as amounts due to related parties are always measured at an amount equal to lifetime ECL.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the company's historical experience and informed credit assessment and including forward-looking information."

Classification of financial assets

The classification of financial assets is generally based on the business model in which a financial asset is managed and its contractual cash flow characteristics. The three principal classification categories for financial assets: measured at amortised cost, FVOCI and FVTPL. A financial asset is measured at amortised cost if it meets both of the following conditions:

- it is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The company's financial assets are in this category. These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Trade and other payables

Trade and other payables are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits. Bank overdrafts that are repayable on demand and form an integral part of the company's cash management are included as a component of cash and cash equivalents for the purpose only of the cash flow statement.

Notes (continued)
(forming part of the financial statements)

1 Accounting policies (continued)

Intra-group financial instruments

Where the company enters into financial guarantee contracts to guarantee the indebtedness of other companies within its group, the company considers these to be insurance arrangements and accounts for them as such. In this respect, the company treats the guarantee contract as a contingent liability until such time as it becomes probable that the company will be required to make a payment under the guarantee.

Employee benefits

Defined contribution plans

From 1 May 2004 the company participated in a group defined contribution scheme. The assets of the scheme are held separately from those of the company in separate trust administered funds. Obligations for contributions to defined contribution pension plans are recognised as an expense in the statement of comprehensive income as incurred.

The company also contributes to a multi-employer, defined contribution occupational pension scheme for certain employees.

Taxation

Tax on the profit or loss for the period comprises current tax. Tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the period, using tax rates in force for the year, and any adjustment to tax payable in respect of previous years.

Expenses

Finance income and expenses

Financing expenses comprise interest payable, finance charges on shares classified as liabilities and finance leases, and interest receivable on funds invested that are recognised in the income statement

Interest income and interest payable is recognised in income statement as it accrues, using the effective interest method.

Capital management

The company's objective when managing capital is to safeguard the entity's ability to continue as a going concern.

The company has no external debt as at 31 December 2022 and is not subject to externally imposed capital requirements; management of capital therefore focuses around its ability to generate cash from its operations.

2. Revenue & other income

The turnover and pre-tax result are wholly attributable to the company's main activity, being the provision of financial services to Guernsey-based group companies.

No other income was received during the year. Other income of £17,462 received in 2021 relates to the Government Job Support Scheme. Having met all conditions for payment, these grants are recognised on the basis which the company recognises the related costs for which the grants are intended to compensate. The company has elected to present such grant income as other income.

3 Expenses

Included in the profit for the year are the following:

	2022	2021
	£	£
Depreciation of owned assets	548	406
	<hr/>	<hr/>

Notes (continued)
(forming part of the financial statements)

4 Staff numbers and costs

The average number of persons employed by the company during the year, analysed by category, was as follows:

	Number of employees	
	2022	2021
Administration	7	6

The aggregate payroll costs of these persons were as follows:

	2022	2021
	£	£
Wages and salaries	467,073	379,765
Social security costs	59,222	44,620
Other pension costs	21,383	18,167
	547,678	442,552

Director emoluments were borne by another group company without recharge.

5 Taxation

Recognised in the statement of comprehensive income

	2022	2021
	£	£
<i>Current tax expense</i>		
Current year	1,776	3,647

Reconciliation of effective tax rate

	2022	2021
	£	£
<i>Current tax reconciliation</i>		
(Loss)/profit on ordinary activities before tax	(30)	15,159
Tax using the UK corporation tax rate of 19% (2021: 19%)	(6)	2,880
<i>Effects of:</i>		
Other allowance	(1,562)	411
Adjustment in respect of prior years	(410)	(337)
Non-deductible expenses	3,754	693
Total tax in statement of comprehensive income	1,776	3,647

On 17 November 2022, the UK corporation rate of 25% (effective 1 April 2023) was substantively enacted, increasing from the current rate of 19%. This will increase the company's future current tax charge accordingly.

Notes *(continued)*
(forming part of the financial statements)

6 Property, plant and equipment

	Fixtures and fittings	Total
	£	£
<i>Cost</i>		
Balance at 1 January 2021	2,163	2,163
Additions	-	-
Disposals	(2,163)	(2,163)
	<hr/>	<hr/>
Balance at 31 December 2021	-	-
	<hr/>	<hr/>
Balance at 1 January 2022	-	-
Additions	8,219	8,219
Disposals	-	-
	<hr/>	<hr/>
Balance at 31 December 2022	8,219	8,219
	<hr/>	<hr/>
<i>Depreciation</i>		
Balance at 1 January 2021	270	270
Charged in year	548	406
Disposals	(676)	(676)
	<hr/>	<hr/>
Balance at 31 December 2021	-	-
	<hr/>	<hr/>
Balance at 1 January 2022	-	-
Charged in year	548	548
Disposals	-	-
	<hr/>	<hr/>
Balance at 31 December 2022	548	548
	<hr/>	<hr/>
<i>Net book value</i>		
At 31 December 2021	-	-
	<hr/>	<hr/>
At 31 December 2022	7,671	7,671
	<hr/>	<hr/>

Notes *(continued)*
(forming part of the financial statements)

7 Amount due from related parties

All amounts due from other members of the Group, which are unsecured, non-interest bearing, and payable on demand.

	2022 £	2021 £
<i>Other group companies</i>		
Insight Vacations Limited	-	128,528
Uniworld River Cruises Inc	208,539	265,290
	<u>208,539</u>	<u>393,818</u>

8 Trade and other receivables

	2022 £	2021 £
Other trade receivables and prepayments	-	9
VAT receivable	4,153	1,605
	<u>4,153</u>	<u>1,614</u>

9 Cash and cash equivalents

	2022 £	2021 £
Cash and cash equivalents	139,034	100,459

Notes *(continued)*
(forming part of the financial statements)

10 Amount due to related parties

Amounts owing to other members of the Group, which are unsecured, non-interest bearing, and payable on demand are:

	2022 £	2021 £
Trafalgar Retail Travel Limited	50,000	50,000
Travcorp Management Services Limited	78,432	156,422
Radical Travel Group Limited	-	9,596
TTC Travel Group Limited	9,000	4,500
41 Buckingham Palace Road Limited	-	2,470
Rubens Management Services Limited	3,573	3,908
Insight Travel Services Limited	13,880	80,668
	<hr/> 154,885 <hr/>	<hr/> 307,564 <hr/>

11 Trade and other payables

	2022 £	2021 £
Trade payables	-	-
Other payables and accruals	9,306	6,332
PAYE and social security	20,046	9,361
Other	9,585	3,459
	<hr/> 38,937 <hr/>	<hr/> 19,152 <hr/>

12 Pension Schemes

Pension plans

The company contributes to a group defined contribution scheme. The assets of the scheme are held in separate trustee administered funds. The company also contributes to a multi-employer, defined contribution occupational pension scheme for certain employees.

During the year ended 31 December 2022 £20,138 was charged against profits in respect of the defined contribution schemes (2021: £18,167).

Notes (continued)
(forming part of the financial statements)

13 Share capital

	2022		2021	
	£		£	
<i>Authorised</i>				
100,000 Ordinary shares of £1 each	100,000		100,000	
10,000 2% Non-Cumulative Preference shares of £1 each	10,000		10,000	
	110,000		110,000	
	No	£	No	£
<i>Allotted, called up and fully paid</i>				
Ordinary shares of £1 each	40,000	40,000	40,000	40,000
2% Non-Cumulative Preference shares of £1 each	10,000	10,000	10,000	10,000
	50,000	50,000	50,000	50,000
Shares classified as equity				

At 31 December 2022, the authorised share capital comprised 100,000 ordinary shares (2021: 100,000) and 10,000 non-redeemable 2% non-cumulative preference shares (2021: 10,000). The preference shares have a par value of £1 and all issued shares are fully paid. The non-redeemable preference shares are classified as equity.

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the company. Holders of non-redeemable preference shares receive a non-cumulative dividend of 2p per share at the company's discretion or whenever dividends to ordinary shareholders are declared. They do not have the right to participate in any additional dividends declared for ordinary shareholders.

Preference shares do not carry the right to vote. All shares rank equally with regards to the company's residual assets, except that preference shareholders participate only to the extent of the face value of the shares.

14 Financial risk management objectives and policies

Credit risk

The company has no external credit risk at the year end. The intercompany balances are not considered to represent a significant credit risk by the directors.

Amounts shown in the balance sheet best represent the maximum credit risk exposure in the event other parties fail to perform their obligations under financial instruments. The maximum exposure at the reporting date was:

	2022	2021
	£	£
Amounts due from related parties	208,539	393,818
Cash and cash equivalents	139,034	100,459
	347,573	494,277

Liquidity risk

The company at all times maintains adequate cash in order to meet all its commitments as and when they fall due.

Amounts due to related parties of £154,885 (2021: £307,564) were payable within six months from the year end.

Fair value

The directors are of the opinion that the carrying value of financial instruments approximates fair value.

Notes *(continued)*
(forming part of the financial statements)

15 Related Party Transactions

During the year the company provided services to other members of the Group as follows:

	2022	2021
	£	£
Uniworld River Cruises Inc	555,995	349,553
Insight Vacations Limited	92,014	128,528
	<hr/>	<hr/>
	648,009	478,081
	<hr/>	<hr/>

16 Ultimate parent company and parent company of larger group

The company's ultimate parent undertaking is The Travel Corporation Limited, a company incorporated in the British Virgin Islands.

The largest group in which the results of the company are consolidated is that headed by The Travel Corporation Limited, a company incorporated in the British Virgin Islands. The financial statements of this company are not available to the public. The smallest group in which they are consolidated is that headed by Trafalgar Retail Travel Limited, a company registered in England and Wales. Copies of the financial statements of Trafalgar Retail Travel Limited are available to the public from the Registrar of Companies, Companies House, Crown Way, Cardiff, CF14 3UZ.