

COMPANY REGISTRATION NUMBER 08561354

TCS (Merrion House JVCO1) Limited

Financial statements

30 June 2022

SATURDAY



ABY375C3

A03

25/02/2023

#223

COMPANIES HOUSE

TCS (Merrion House JVC01) Limited

Financial statements

Year ended 30 June 2022

Contents	Page
Directors and advisors	1
Directors' report	2
Statement of comprehensive income	4
Balance sheet	5
Statement of changes in equity	6
Notes to the financial statements	7

TCS (Merrion House JVCO1) Limited

Directors and advisors

The board of directors

E M Ziff
S MacNeill

Registered office

Town Centre House
The Merrion Centre
Leeds
West Yorkshire
LS2 8LY

Bankers

Lloyds Banking Group plc
The Royal Bank of Scotland plc
Svenska Handelsbanken AB (Publ)

TCS (Merrion House JVCO1) Limited

Directors' report

Year ended 30 June 2022

The directors present their annual report and the audited financial statements of the Company for the year ended 30 June 2022.

Principal activities and business review

The principal activity of the Company during the year was a holding company for a joint venture interest in Merrion House LLP.

Future outlook

The performance of the company was in line with expectations, however the directors continue to monitor the economic environment, including the impact of inflation on the business.

Principal risks and uncertainties

The management of the business and the execution of the Company's strategy are subject to a number of risks.

The key business risks and uncertainties affecting the Company are considered to relate to the risk of recession in the UK economy and the impact this may have on the trading of its subsidiaries.

Key performance indicators ("KPI's")

Given the straightforward nature of the business, the Company's directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

Results and dividends

The company has not traded during the year. The only transactions during the prior year relate to income from a 50% share in a subsidiary. A dividend of 27.98p (2021: 0.0p) per share has been paid during the year amounting to a total of £2,797,811 (2021: £nil).

Financial risk management

The directors work to minimise risks in the course of the business. The company is a wholly owned subsidiary of Town Centre Securities PLC therefore financial risk management is considered on a group level.

Directors

The directors of the company who were in office during the year and up to the date of signing the financial statements were:

E M Ziff
S MacNeill

The directors did not hold any shares in the company.

TCS (Merrion House JVCO1) Limited

Directors' report (continued)

Year ended 30 June 2022

Directors' responsibilities statement

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). 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.

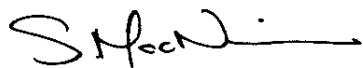
In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent; 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 reasonable steps for the prevention and detection of fraud and other irregularities.

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

This report was approved by the board on 7 November 2022 and signed on its behalf



S MacNeill
Director

TCS (Merrion House JVCO1) Limited

Statement of comprehensive income

Year ended 30 June 2022

	Note	2022 £	2021 £
Income from joint ventures		-	-
Profit before taxation		-	-
Tax on profit	3	-	-
Profit for the financial year		-	-
Other comprehensive income for the year		-	-
Total comprehensive income for the year		-	-

All of the activities of the Company are classed as continuing.

There are no material differences between the profit on ordinary activities before taxation and the profit for the financial year stated above and their historical cost equivalents.

The notes on pages 10 to 13 form part of these financial statements.

TCS (Merrion House JVCO1) Limited

Balance sheet

As at 30 June 2022

	Note	2022 £	2021 £
Fixed assets			
Investments	4	900,917	900,917
Current assets			
Debtors	5	9,099,084	11,896,895
Current liabilities			
Creditors - amounts owed to group undertakings		-	-
Net assets		<u>10,000,001</u>	<u>12,797,812</u>
Capital and reserves			
Called up share capital	6	10,000,001	10,000,001
Retained earnings		-	2,797,811
Total shareholders' funds		<u>10,000,001</u>	<u>12,797,812</u>

For the year ending 30 June 2022 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Director's responsibilities:

- 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 director acknowledges his responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts

The financial statements were approved by the board of directors and authorised for issue on 7 November 2022 and signed on its behalf by:



S MacNeill
Director

Company Registration Number: 08561354

TCS (Merrion House JVCO1) Limited

Statement of changes in equity

Year ended 30 June 2022

	Share capital	Retained earnings	Total equity
	£	£	£
Balance at 1 July 2020	10,000,001	2,797,811	12,797,812
Comprehensive income for the year	-	-	-
Profit for the financial year	-	-	-
Total comprehensive income	-	-	-
Balance at 30 June 2021	<u>10,000,001</u>	<u>2,797,811</u>	<u>12,797,812</u>
Comprehensive income for the year	-	-	-
Profit for the financial year	-	-	-
Total comprehensive income	-	-	-
Dividends payable	-	(2,797,811)	(2,797,811)
Balance at 30 June 2022	<u>10,000,001</u>	<u>-</u>	<u>10,000,001</u>

The notes on pages 7 to 10 form part of these financial statements.

TCS (Merrion House JVCO1) Limited

Notes to the financial statements

Year ended 30 June 2022

1. Accounting policies

Basis of preparation

TCS (Merrion House JVCO1) Limited is a private company limited by shares and incorporated in England and Wales under the Companies Act 2006. The address of the registered office is given on the contents page and the nature of the company's operations and its principal activities are set out in the Directors' report. The financial statements have been prepared in accordance with FRS 102 the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies. The financial statements are prepared in GBP and are rounded to the nearest £. The principal accounting policies, which have been applied consistently, are as set out below.

The principal activity of the Company during the year was a holding company for a joint venture interest in Merrion House LLP.

In making their assessment of the ability of the Company to continue as a going concern the directors have considered the impact of the economic environment on both the liquidity and compliance with bank loan covenants of the Group as a whole (being the Group headed by Town Centre Securities plc). This approach is considered appropriate on the basis that all external funding is held within the parent company.

The Group owns a portfolio of multi-let regional property assets located throughout the UK, and operates a hotels and car parking business. In order to assess the Group's ability to continue as a going concern, management have analysed the portfolio's tenant base, hotel income and car parking operation and produced forecasts to 31 December 2023. These forecasts show that the Group has sufficient resources to continue to operate as a going concern and fully meet all its financial covenants for at least the next 12 months.

These financial statements do not include the adjustments that would be necessary should the going concern basis of preparation no longer be appropriate.

TCS (Merrion House JVCO1) Limited

Notes to the financial statements (continued)

Year ended 30 June 2022

1. Accounting policies (continued)

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 the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.27, 12.29(a), 12.29(b) and 12.29A; and
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of Town Centre Securities plc for the period ended 30 June 2021 and these financial statements may be obtained from the registered office.

Consolidation exemption

The financial statements contain information about TCS (Merrion House JVCO1) Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company has taken advantage of the exemption conferred by s400 of the Companies Act 2006 not to produce consolidated financial statements as it is included in the EEA consolidated accounts of a larger group.

Investments

Investments are recorded at cost plus incidental expenses less any provision for impairment. Impairment reviews are performed by the directors when there has been an indication of potential impairment.

Judgements in applying accounting policies and key sources of estimation uncertainty

The company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The only estimates and assumptions that have a significant risk of causing a material adjustment to the carrying value amounts of assets and liabilities within the next financial year are those in relation to the valuation of investments.

Financial assets

Financial assets, are initially measured at transaction price (including transaction costs) and subsequently held at cost, less any impairment.

Financial liabilities and equity

Financial liabilities and equity are classified according to the substance of the financial instrument's contractual obligations, rather than the financial instrument's legal form. Financial liabilities are initially measured at transaction price (including transaction costs) and subsequently held at amortised cost.

Reserves

Reserves are analysed in the following categories:

- share capital represents the nominal value of issued share capital; and
- retained earnings represent the cumulative profit or loss position less dividend distributions.

TCS (Merrion House JVCO1) Limited

Notes to the financial statements (continued)

Year ended 30 June 2022

2. Profit before taxation

None of the directors received any emoluments in respect of their services to the company during the year (2020: £Nil). The company had no other employees in the year to 30 June 2022 (2021: None).

Auditor's remuneration was borne by the ultimate parent undertaking. Of the fee incurred by the ultimate parent company the amount relating to the company was approximately £3,000 (2021: £3,000).

3. Taxation on profit

Factors affecting current tax charge

The tax assessed for the year is the same as (2021: same as) the standard rate of corporation tax in the UK of 19% (2021: 19%).

	2022 £	2021 £
Profit before taxation	-	-
Profit by rate of tax of 19% (2021: 19%)	-	-
Adjustment in respect of profits post REIT conversion	-	-
Total current tax	-	-

The company is a wholly owned subsidiary of Town Centre Securities PLC.

Town Centre Securities plc elected for group REIT status with effect from 2 October 2007. As a result the group and its subsidiaries no longer pays United Kingdom corporation tax on the profits and gains from its qualifying rental business in the United Kingdom provided it meets certain conditions. Non-qualifying profits and gains of the group continue to be subject to corporation tax as normal.

4. Investments

	2022 £	2021 £
At the start of the year	900,917	900,917
Additions	-	-
Capital distributions	-	-
At the end of the year	900,917	900,917

Fixed asset investments comprise 50% of the partnership capital in Merrion House LLP, a partnership registered in the United Kingdom. The registered address of Merrion House LLP is Town Centre House, The Merrion Centre, Leeds, LS2 8LY.

The directors believe that the carrying value of the investment is supported by its underlying net assets and expected results from future trading.

TCS (Merrion House JVCO1) Limited

Notes to the financial statements (continued)

Year ended 30 June 2022

5. Debtors

	2022 £	2021 £
Amounts owed by group undertakings	9,099,084	11,896,895
At the end of the year	<u>9,099,084</u>	<u>11,896,895</u>

6. Called up share capital

	2022 £	2021 £
Allotted, called up and fully paid		
10,000,001 (2021: 10,000,001) Ordinary Shares of £1 each	<u>10,000,001</u>	<u>10,000,001</u>

There are no restrictions attaching to the ordinary shares.

7. Ultimate parent company

The company's ultimate parent undertaking and controlling party is Town Centre Securities plc, a company incorporated in England and Wales. The registered office of Town Centre Securities plc is shown below. This is the smallest and largest group which prepares group financial statements. Copies of the group financial statements can be obtained by writing to:

The Secretary
Town Centre Securities plc
Town Centre House
The Merrion Centre
Leeds
LS2 8LY