

Company No: 04916900

YARLINGTON PROPERTY MANAGEMENT LIMITED

Annual Report and Financial Statements

Year Ended 31 March 2024

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GENERAL INFORMATION

BOARD OF DIRECTORS

Caroline Moore
Stephen Lodge

COMPANY SECRETARY

Gemma Burton-Connolly
Sarah Pearson

resigned 1 September 2023
appointed 2 September 2023

REGISTERED OFFICE

Collins House
Bishopstoke Road
Eastleigh
Hampshire
SO50 6AD

BANKERS

NatWest Group plc
2 Hendford
Yeovil
Somerset
BA20 1TN

AUDITOR

BDO LLP
2 City Place
Beehive Ring Road
Gatwick
West Sussex
RH6 0PA

DIRECTORS' REPORT

The Directors present their report for the year ended 31 March 2024.

Board of Directors

The Directors of the Company during the year and up to the date of signing are listed on page 1 and their remuneration is disclosed in note 6.

Membership of Other Legal Entities and Committees

The members of the Board also hold positions as Directors of other legal entities and serve on committees within Abri Group as outlined below:

	<i>Caroline Moore</i>	<i>Stephen Lodge</i>
Legal entities		
Abri Group	<i>Member</i>	-
The Swaythling Housing Society	<i>Member</i>	-
Oriel Housing	<i>Member</i>	-
Silva Homes	<i>Member</i>	-
Radian Capital	<i>Chair</i>	<i>Member</i>
Radian Developments	<i>Member</i>	<i>Chair</i>
Yarlington Homes	-	<i>Member</i>
Forest Future Homes	<i>Member</i>	<i>Member</i>
Yarlington Treasury Services	<i>Chair</i>	<i>Member</i>
Committees		
Treasury	<i>Member</i>	-

Directors' Indemnities

Directors' and Officer's insurance cover has been established for all Directors to provide appropriate cover, indemnifying them against liability when acting for the Company. The indemnities were in force during the financial year and remain in place for all current and past Directors of the Company.

Business Model

The Company previously provided repair and maintenance services to its parent company and external clients; labour and materials are provided by Abri Group Limited and The Swaythling Housing Society Limited, with costs recharged to the Company. With effect from 31 March 2024 the Company ceased to provide repairs and maintenance services.

The Company continued to act as a management company for twelve leasehold properties during the year.

Performance Highlights

Turnover in the year reduced from £1.0m to £0.1m, generated from repairs and maintenance services provided to third parties as it continued to scale back operations. During the year, labour was provided by subcontractors to complete the final contracts in progress.

At the reporting date, the predominant balances are those owed to fellow group subsidiaries; £0.1m payable for supplies. The Company also holds a cash balance of £0.2m.

DIRECTORS' REPORT (continued)

Performance Highlights (continued)

In December 2023, the Company paid £0.1m in Gift Aid to its parent company, which was already accrued, fully mitigating its taxable surplus for the year ended 31 March 2023.

At the end of the financial year, the Company has accrued a Gift Aid payment of £0.1m to mitigate the taxable surpluses generated during the current year; the amounts will be paid prior to the company liquidating or 31 December 2024, whichever is sooner.

The Company therefore closed the year with a minimal net asset position.

Dividends

The Directors do not recommend the payment of a dividend (2023: £nil).

Disclosure of Information to Auditor

At the date when this report is approved each of the Board Members confirm the following:

- so far as each Board Member is aware, there is no relevant audit information needed by the Company's auditor in connection with preparing their report, of which the Company's auditor is unaware; and
- each Board Member has taken all the steps that they ought to have taken as a Board Member to make themselves aware of any relevant audit information needed by the Company's auditor in connection with preparing their report and to establish that the Company's auditor is aware of that information.

External Auditor

BDO LLP has indicated their willingness to continue in office as auditor to the Abri Group, and a resolution to appoint them will be proposed at the forthcoming annual general meeting.

Approval of the Board

The Company has taken advantage of the exemptions available to small companies as outlined in Parts 15 and 16 of the Companies Act 2006, with respect to the content of the Directors' Report.

The Directors' Report was approved by the Board on 22 July 2024 and signed on its behalf by:



Caroline Moore
Director

STATEMENT OF THE DIRECTORS' RESPONSIBILITIES

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law 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;
- 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 reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF YARLINGTON PROPERTY MANAGEMENT LIMITED

Opinion on the financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2024 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.

We have audited the financial statements of Yarlington Property Management Limited ("the Company") for the year ended 31 March 2024 which comprise Statement of Comprehensive Income, Statement of Financial Position, 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).

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 Auditor's responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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.

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 included in the Annual Report, other than the financial statements and our auditor's report 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF YARLINGTON PROPERTY MANAGEMENT LIMITED (continued)

Other information (continued)

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.

Other Companies Act 2006 reporting

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 has been prepared in accordance with applicable legal requirements.

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 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; or
- the Directors were not entitled to take advantage of the small companies' exemptions in preparing the Directors' report and from the requirement to prepare a Strategic report.

Responsibilities of Directors

As explained more fully in the Statement of Directors Responsibilities, 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF YARLINGTON PROPERTY MANAGEMENT LIMITED (continued)

Auditor's 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 auditor's 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.

Extent to which the audit was capable of detecting irregularities, including fraud

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:

Non-compliance with laws and regulations

Based on:

- our understanding of the Company and the industry in which it operates;
- discussion with management and those charged with governance; and
- obtaining and understanding of the Company's policies and procedures regarding compliance with laws and regulations;

we considered the significant laws and regulations to be UK GAAP, the Companies Act 2006, and the relevant tax legislation.

The Company is also subject to laws and regulations where the consequence of non-compliance could have a material effect on the amount or disclosures in the financial statements, for example through the imposition of fines or litigations. We identified such laws and regulations to be health and safety legislation.

Our procedures in respect of the above included:

- review of minutes of meeting of those charged with governance for any instances of non-compliance with laws and regulations;
- review of correspondence with regulatory and tax authorities for any instances of non-compliance with laws and regulations;
- review of financial statement disclosures and agreeing to supporting documentation; and
- review of legal expenditure accounts to understand the nature of expenditure incurred.

Fraud

We assessed the susceptibility of the financial statements to material misstatement, including fraud. Our risk assessment procedures included:

- enquiry with management and those charged with governance regarding any known or suspected instances of fraud;
- obtaining an understanding of the Company's policies and procedures relating to:
 - detecting and responding to the risks of fraud; and
 - internal controls established to mitigate risks related to fraud.
- review of minutes of meeting of those charged with governance for any known or suspected instances of fraud;

Auditor's responsibilities for the audit of the financial statements (continued)

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF YARLINGTON PROPERTY MANAGEMENT LIMITED (continued)

Fraud (continued)

- discussion amongst the engagement team as to how and where fraud might occur in the financial statements; and
- performing analytical procedures to identify any unusual or unexpected relationships that may indicate risks of material misstatement due to fraud.

Based on our risk assessment, we considered the areas most susceptible to fraud to be management override of controls.

Our procedures in respect of the above included:

- testing a sample of journal entries throughout the year, which met a defined risk criteria, by agreeing to supporting documentation. We also selected a sample of journals on an unpredictable basis which did not meet the defined risk criteria and agreed these back to supporting documentation.

We also communicated relevant identified laws and regulations and potential fraud risks to all engagement team members who were all deemed to have appropriate competence and capabilities and remained alert to any indications of fraud or non-compliance with laws and regulations throughout the audit.

Our audit procedures were designed to respond to risks of material misstatement in the financial statements, recognising that the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery, misrepresentations or through collusion. There are inherent limitations in the audit procedures performed and the further removed non-compliance with laws and regulations is from the events and transactions reflected in the financial statements, the less likely we are to become aware of it.

A further description of our responsibilities is available on the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

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 auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

DocuSigned by:

Paula Willock

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Paula Willock (Senior Statutory Auditor)

For and on behalf of BDO LLP, Statutory Auditor

London, United Kingdom

22 August 2024

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

STATEMENT OF COMPREHENSIVE INCOME**Year ended 31 March 2024**

	Note	2024 £'000	2023 £'000
Turnover	3	145	965
Cost of sales		(43)	(538)
Operating costs		(46)	(295)
Operating Profit		56	132
Profit on ordinary activities before tax	4	56	132
Tax charge for the year	5	0	-
Profit on ordinary activities after tax and total comprehensive income		56	132

As of 31 March 2024, the Company ceased to provide repairs and maintenance services, but continues to act as a managing agent of twelve leasehold properties.

The notes on pages 12 to 16 form part of these financial statements.

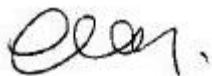
STATEMENT OF FINANCIAL POSITION

As at 31 March 2024

	Note	2024 £'000	2023 £'000
Current assets			
Receivables	8	-	112
Cash and cash equivalents		157	1,684
		<u>157</u>	<u>1,796</u>
Payables: amounts due within one year	9	(157)	(1,795)
Net current assets		<u>0</u>	<u>1</u>
Total assets less current liabilities		<u>-</u>	<u>1</u>
Net assets		<u>0</u>	<u>1</u>
Capital and reserves			
Share capital	10	0	0
Revenue reserve		-	1
		<u>0</u>	<u>1</u>

The notes on pages 12 to 16 form part of these financial statements.

The financial statements of Yarlington Property Management Limited, registered number 04916900, on pages 9 to 16 were approved by the Board of Directors and authorised for issue on 22 July 2024 and signed on its behalf by:



Caroline Moore
Director

STATEMENT OF CHANGES IN EQUITY

	Share capital £'000	Revenue reserve £'000	Total £'000
At 1 April 2022	0	1	1
Profit on ordinary activities after tax	-	132	132
Gift aid paid - prior year	-	(2)	(2)
Gift aid accrued – current year	-	(130)	(130)
At 31 March 2023	0	1	1
Profit on ordinary activities after tax	-	56	56
Gift aid paid - prior year	-	(2)	(2)
Gift aid accrued – current year	-	(55)	(55)
At 31 March 2024	0	-	0

The notes on pages 12 to 16 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024

1. LEGAL STATUS

The Company is a private limited company, limited by shares, incorporated in the United Kingdom under the Companies Act 2006. The registered office is shown on page 1.

2. ACCOUNTING POLICIES

Basis of Preparation

The financial statements of the Company have been prepared in accordance with UK Generally Accepted Accounting Practice (UK GAAP) including Financial Reporting Standard 102 (FRS 102). The financial statements are presented in pounds sterling and have been prepared on the historical cost basis.

Going Concern

Whilst the Company has ceased to provide repairs and maintenance services to fellow Group members and third parties as of 31 March 2024, it continues to act as a managing agent for twelve leasehold properties.

The entity has no external funding and is therefore not exposed to bank covenants and is protected from a range of macro-economic factors, such as inflation, given the contractual arrangements in place.

The Board has prepared cashflow forecasts covering a period of 19 months from the date of approval of these financial statements. Given our financial position the Board believes that there are no material uncertainties that cast doubt on the Company's ability to continue as a going concern.

The Board, therefore, consider it appropriate for the accounts to be prepared on a going concern basis for the 12 months from the signing date.

Disclosure Exemptions

In preparing the financial statements of the Company, advantage has been taken of the disclosure exemption under FRS 102 paragraph 1.12(b) in not preparing a Statement of Cash Flows on the basis that this is included in the consolidated financial statements.

Turnover

Income from repairs and maintenance services provided is recognised in accordance with the progress of works where appropriate, or upon completion of works.

Value Added Tax (VAT)

The Company is part of the Radian VAT Group, the principal VAT group in the Abri Group. As a large proportion of its income is rent, which is exempt for VAT purposes, the Group is subject to a partial exemption calculation. Expenditure is therefore shown inclusive of VAT and the input VAT recovered is credited to the Statement of Comprehensive Income.

Tax

Current tax is recognised for tax payable in respect of the taxable profit for the current or past reporting periods using the tax rates and laws that have been enacted or substantively enacted by the reporting date.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024 (continued)**2. ACCOUNTING POLICIES (continued)****Cash and Cash Equivalents**

Cash and cash equivalents consist of cash at bank and in hand, deposits, and short-term investments with an original maturity date of three months or less.

Receivables and Payables

Receivables and payables with no stated interest rate, and receivable and payable within one year, are recorded at transaction price. Any losses arising from impairment are recognised in the Statement of Comprehensive Income within operating income and expense.

Financial Instruments

Financial instruments are recognised when the Company becomes a party to the contractual provisions of the instrument and are classified according to their substance.

Critical Judgements, Estimates, and Uncertainty

Preparation of the financial statements requires management to make the following significant judgments and estimates:

Recoverable amount of debtors for services provided to fellow Group entities

Judgement is exercised in determining that the entity within the Group to whom services were provided can meet their obligations as they fall due and that, subsequently amounts receivable are not held at a carrying value higher than their recoverable amount.

3. TURNOVER

The Company operates solely within, and therefore all revenue is generated from operations in, the United Kingdom.

	2024	2023
	£'000	£'000
Repairs and maintenance services	137	956
Service chargeable works	8	9
	145	965

4. PROFIT ON ORDINARY ACTIVITIES BEFORE TAX

Profit on ordinary activities before taxation is stated after charging:

	2024	2023
	£'000	£'000
Fees payable to the Company's auditor for:		
Audit of the annual financial statements (excluding VAT)	5	4

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024 (continued)**5. TAX**

The tax assessed for the year is lower than the standard rate of corporation tax in the United Kingdom at 19%. The differences are explained as follows:

	2024	2023
	£'000	£'000
Total tax reconciliation		
Profit on ordinary activities before tax	56	132
Tax on profit on ordinary activities at 19%	11	25
Effects of:		
Gift aid payment	(11)	(25)
Total tax charge	0	-

The deduction of £11k (2023: £25k) of gift aid relates to an amount of £55k (2023: £130k) to be gifted prior to 31 December 2024, with the tax benefit taken in the year ended 31 March 2024 as permitted by Section 199 of the Corporation Tax Act 2020.

6. DIRECTORS' EMOLUMENTS

The Key Management Personnel of the Company, who are all remunerated by The Swaythling Housing Society Limited, are identified as:

- The legal Directors, comprising executive board members (as outlined below);
- The remaining members of the Executive Board who are not legal Directors; and
- The Corporate Directors who have day-to-day responsibilities for operational departments in the wider Group structure

Executive Board members receive no incremental remuneration for their role as Directors of individual legal entities.

Name	Appointed	Resigned	Annual Fee
<i>Caroline Moore</i>	<i>01/04/2015</i>	-	<i>N/A</i>
<i>Stephen Lodge</i>	<i>12/05/2021</i>	-	<i>N/A</i>

7. STAFF COSTS

The Company had no employees in the year (2023: six). Operating activity in the year was completed using subcontracted labour.

	2024	2023
	£'000	£'000
Staff costs (for the above employees)		
Wages and salaries	-	204
Social security costs	-	21
Pension costs	-	19
	-	244

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024 (continued)**8. RECEIVABLES**

	2024	2023
	£'000	£'000
Trade receivables	-	3
Other taxation and social security	-	11
Other receivables and prepayments	-	98
	<u>-</u>	<u>112</u>

9. PAYABLES: AMOUNTS DUE WITHIN ONE YEAR

	2024	2023
	£'000	£'000
Accruals	-	95
Amounts owed to Group undertakings	102	1,570
Gift aid distribution	55	130
Corporation tax payable	0	-
	<u>157</u>	<u>1,795</u>

10. SHARE CAPITAL

	2024	2023
	£	£
Shares issued and fully paid at 1 April and 31 March	<u>1</u>	<u>1</u>

11. GIFT AID

The Company made qualifying Gift Aid distributions to the following recipients:

	2024	2023
	£'000	£'000
Abri Group Limited	<u>131</u>	<u>61</u>

12. RELATED PARTY TRANSACTIONS

The Company, a subsidiary of Abri Group Limited, has taken advantage of the exemption contained in FRS 102 paragraph 33.1A not to disclose transactions or balances with entities which are wholly owned by the Group.

There were no other related party transactions during the period or balances at the reporting date.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2024 (continued)

13. ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

At 31 March 2024 the Company's ultimate parent and ultimate controlling party was Abri Group Limited, a Co-operative and Community Benefits Society registered with the Financial Conduct Authority.

Abri Group Limited is a registered provider and is the parent of both the largest and smallest group into which the Company is consolidated.

Group financial statements can be obtained from Abri Group Limited, Collins House, Bishopstoke Road, Eastleigh, Hampshire, SO50 6AD.