Company number: 05642883

Report and Financial Statements

9 month period ended 30 June 2022

WEDNESDAY



A13

22/03/2023 COMPANIES HOUSE

#156

Report and Financial Statements for the 9 month period ended 30 June 2022

Contents			
Page:		The same appropriate to the same and the sam	
1	Strategic Report and Directors' Report		
4	Independent Auditor's Report to the Directors		
7	Statement of Comprehensive Income		
8	Statement of Changes in Equity		
9	Statement of Financial Position		
10	Statement of Cashflows		
11	Notes Forming Part of the Financial Statements		•

Registered office

16 New Burlington Place

London W1S 2HX

Directors

P J Gadsden T R P Chadwick R J B Rowe R R Walters

D M Eisner (appointed 21 April 2021) M Russell (appointed 21 April 2021) F Egan (appointed 26 April 2021)

Company number

05642883

Auditors

Ernst & Young LLP 25 Churchill Place Canary Wharf London E14 5EY

Strategic Report and Directors' Report for the 9 month period ended 30 June 2022

The directors present their Strategic Report, Directors' Report and the Audited Financial Statements of Orchard Street Investment Advisers Limited ("the Company") for the 9 month period ended 30 June 2022.

Strategic Report

Business review

The accounting reference date for the business has changed from 30 September to 30 June due to the need to align accounting reference dates with the new ultimate parent of the entity, Insignia Financial Limited. A majority interest in Orchard Street Investment Management LLP is owned by MLC Asset Management UK Real Estate Limited, a company registered in England and Wales. On 31 May 2021, as part of a divestment of the MLC Wealth Management business by National Australia Bank Limited to IOOF Holdings Limited, MLC Asset Management UK Real Estate Limited became a wholly owned subsidiary of IOOF Holdings Limited, a company incorporated in Australia and listed on the Australian Stock Exchange. IOOF Holdings Limited changed its name on 10 December 2021 to Insignia Financial Limited. The designated members regard Insignia Financial Limited as the ultimate parent undertaking and the largest group into which its results are consolidated.

Details of the results for the 9 month period ended 30 June 2022 are shown in the Statement of Comprehensive Income and the related Notes. The directors do not recommend the payment of a final dividend. An interim dividend totalling £nil (2021: £nil) was paid during the year. Turnover for 2022 decreased by 25.0% to £95,326 (2021: £126,951). Turnover is derived principally from activities undertaken on behalf of the immediate parent, Orchard Street Investment Management LLP. Profits after tax for the year decreased from £24,309 to £9,727.

Key performance indicators align themselves to regulatory requirements for the monitoring and maintenance of capital resources and the sensitivity of capital resources under stress testing. These KPIs satisfy the board that their requirement to maintain capital resources beyond that required for regulatory purposes and, under stress, that such resources will be maintained for at least 12 months. The firm's solvency ratio at 30 June 2022 was 681.53% (2021: 623.81%).

Principal risks and uncertainties

The main financial risks arising from the Company's activities are credit risk and liquidity risk. These are monitored by the directors and were not considered significant at the balance sheet date. The Company's policy in respect of credit risk is to undertake appropriate checks on potential clients, including clients of the immediate parent, prior to engagement and to agree payment terms for settlement of invoiced fees. The Company's policy in respect of liquidity risk is to maintain sufficient readily accessible cash deposits to ensure the Company has sufficient funds for operation.

Future developments

The Company's turnover and profit are not particularly sensitive to changes in the underlying market value of assets under management. The directors believe therefore that turnover and profitability will remain at current levels during the next year.

Going concern

The directors have assessed that the preparation of the financial statements on a going concern basis remains appropriate because it is expected that obligations will be met as and when they fall due for the foreseeable future. However, there remains an increased risk of falling economic sentiment as the economic impact of the COVID-era is felt in the form of inflation, compounded by the Russian invasion of the Ukraine and global political tensions. The revenues and results have fallen for the period relative to the prior year, during the current period being a shortened 9 month period ended 30 June 2022. The fall is further impacted due to the increased audit fee for the period ended 30 June 2022. The directors are confident that regulatory capital requirements will continue to be met and that there remains sufficient liquidity to meet liabilities until 30 September 2023, being at least 12 months from when these financial statements are authorised for issue. The directors have assessed that the preparation of the financial statements on a going concern basis remains appropriate because it is expected that obligations will be met as and when they fall due for the foreseeable future.

By order of the board

P J Gadsden Director

Muliflooderd

Date: 28 September 2022

Strategic Report and Directors' Report for the 9 month period ended 30 June 2022 (Continued)

Directors' Report

The principal activity of the Company is that of real estate investment management. The Company is authorised and regulated by the Financial Conduct Authority.

Details of the Company's unaudited Pillar 3 disclosures, required under Chapter 11 of the Financial Conduct Authority's Prudential Sourcebook for Banks, Building Societies and Investment Firms ("BIPRU"), are available from the registered office.

Major shareholding

As set out in note 9 the Company's immediate parent undertaking is Orchard Street Investment Management LLP. A majority interest in Orchard Street Investment Management LLP is owned by MLC Asset Management UK Real Estate Limited, which is a subsidiary of Insignia Financial Limited, a company incorporated in the State of Victoria, Australia.

Directors and directors' interests

The directors who served during the year were:

P J Gadsden

T R P Chadwick

R J B Rowe

R R Walters

D M Eisner (appointed 21 April 2021)

M Russell (appointed 21 April 2021)

F Egan (appointed 26 April 2021)

None of the directors had any interest in the share capital of the Company during the year.

Directors' Responsibilities Statement

The directors are responsible for preparing the Strategic Report, the Directors' Report and the Financial Statements in accordance with applicable law and regulations and the Companies Act 2006.

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 UK Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS102 'The Financial Reporting Standard applicable to the UK and Republic of Ireland'.

Under company law the directors must not approve the Financial Statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing those Financial Statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and 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.

Strategic Report and Directors' Report for the 9 month period ended 30 June 2022 (Continued)

Directors' Report (continued)

Auditors

Ernst & Young LLP have expressed their willingness to continue in office and a resolution to reappoint them will be proposed at the annual general meeting.

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

By order of the board

P J Gadsden Director

Date: 28 September 2022

Independent Auditor's Report

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ORCHARD STREET INVESTMENT ADVISERS LIMITED

Opinion

We have audited the financial statements of Orchard Street Investment Advisers Limited (the 'company') for the period ended 30 June 2022 which comprise the Statement of comprehensive income, the Statement of changes in equity, the Statement of financial position, the Statement of cash flows, and the related notes 1 to 11, 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 FRS 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 company's affairs as at 30 June 2022 and of its profit for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's 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 to 30 September 2023 being 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. However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Other information

The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information contained within the annual report.

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

Our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the course of the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether this gives rise to a material misstatement in the financial statements themselves. If, based on the work we have performed, we conclude that there is a material misstatement of the 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 Directors' report for the financial period for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and Directors' report have been prepared in accordance with applicable legal requirements.

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 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.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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.

Explanation as to what extent the audit was considered 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 irregularities, including fraud. 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 or intentional misrepresentations, or through collusion. The extent to which our procedures are capable of detecting irregularities, including fraud is detailed below. However, the primary responsibility for the prevention and detection of fraud rests with both those charged with governance of the entity and management.

- We obtained an understanding of the legal and regulatory frameworks that are applicable to the company and
 determined that the most significant are those that relate to the reporting framework (United Kingdom Generally
 Accepted Accounting Practice in conformity with the requirement of Companies Act 2006 and the Companies Act
 2006). In addition, the company is required to comply with relevant Financial Conduct Authority's (FCA) rules and
 regulations relating to its operations.
- We understood how Orchard Street Investment Advisers Limited is complying with those frameworks by making
 enquiries of management and by seeking representation from those charged with governance. We corroborated our
 understanding by reviewing directors' meeting minutes and policy and procedures manuals.
- We assessed the susceptibility of the company's financial statements to material misstatement, including how fraud might occur by considering the risk of management override and by designating revenue recognition as a fraud risk.

- We recalculated the revenue based on the agreements applied by management and tested a sample of inputs in the calculation back to source documentation.
- Based on this understanding we designed our audit procedures to identify noncompliance with such laws and regulations. Our procedures involved enquiries of management and those charged with governance, review of legal and professional expenses, review of breaches and complaints register, and review of directors meeting minutes.

A further description of our responsibilities for the audit of the financial statements is located 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.

Emit & Young LLP

Matthew Price (Senior statutory auditor) for and on behalf of Ernst & Young LLP, Statutory Auditor London 30 September 2022

Statement of Comprehensive Income for the 9 month period ended 30 June 2022

		9 months to 30 June 2022	2021
	Note	£	£
Turnover Fee income	2	95,326	126,951
	-		
Administrative expenses		(83,412)	(96,969)
Operating profit	3	11,914	29,982
Interest income		95	29
Profit on ordinary activities before taxation		12,009	30,011
Taxation on profit on ordinary activities	4	(2,282)	(5,702)
Profit for the financial period / year		9,727	24,309

All amounts relate to continuing activities.

Statement of Changes in Equity at 30 June 2022

	Called-up	Profit and loss	Total equity
	capital £	account £	£
At 1 October 2020	50,000	211,933	261,933
Total comprehensive income for the period	-	24,309	24,309
Equity dividends paid	-	-	-
			
At 30 September 2021	50,000	236,242	286,242
Total comprehensive income for the period	-	9,727	9,727
Equity dividends paid	-	-	-
At 30 June 2022	50,000	245,969	295,969

The notes on pages 11 to 13 form part of these financial statements.

Statement of Financial Position at 30 June 2022

Note	202	2	202	1
	£	£	£	£
6	9,903		•	
	332,434		325,334	
	342,337		327,944	
7	(46,367)		(41,702)	
		295,970		286,242
	_	295,970	_ _	286,242
8		50,000		50,000
		245,970		236,242
		295,970	_	286,242
	7	f 6 9,903 332,434 342,337 7 (46,367)	£ £ 6 9,903 332,434 342,337 7 (46,367) 295,970 295,970 8 50,000 245,970	f f f f f f f f f f f f f f f f f f f

The Financial Statements were approved and authorised for issue by the directors on 28 September 2022.

P J Gadsden

Director

The notes on pages 11 to 13 form part of these financial statements.

ORCHARD STREET INVESTMENT ADVISERS LIMITED Statement of Cashflows for the 9 month period ended 30 June 2022

	9 months to	30 June 2022	202	1
	£	£	£	£
Cash flows from operating activities		-		
Profit for the financial year after interest and tax Adjustments for:	9,727		24,309	
Interest received	(95)		(29)	
Taxation	2,282		5,702	
(Increase)/decrease in debtors	(3,254)		(2,379)	
Increase/(decrease) in creditors	2,649		39,999_	
Cash from operations	11,309		67,602	
Income taxes paid	(4,304)		(7,300)	
Net cash generated from operating activities		7,005		60,303
Cash flows from financing activities				
Interest received Dividends paid	95 -		29 -	
- Stratified policy				
Net cash used in financing activities		95		29
Net increase in cash and cash equivalents	,	7,100	_	60,332
Cash and cash equivalents at the beginning of the period / year		325,334		265,002
Cash and cash equivalents at the end of the period / year		332,434	_	325,334

The notes on pages 11 to 13 form part of these financial statements.

Notes Forming Part of the Financial Statements for the 9 month period ended 30 June 2022

1 Accounting Policies

a) Accounting convention

Orchard Street Investment Advisers Limited is a limited liability company incorporated in England. The Registered Office is 16 New Burlington Place, London, W1S 2HX.

The Financial Statements have been prepared in accordance with applicable United Kingdom accounting standards, including Financial Reporting Standard 102 – 'The Financial Reporting Standard applicable in the United Kingdom and Republic of Ireland' ('FRS 102'), and with the Companies Act 2006. The financial statements are presented in sterling (£). The financial year end has been shortened to ended 30 June 2022, a 9 month period commencing 1 October 2021. The financial period last year was for the 12 month period 1 October 2020 to 30 September 2021, a 12 month period. The two periods are therefore not directly comparable.

b) Significant judgements and estimates

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the Balance Sheet date and the amounts reported for revenues and expenses during the period. However, the nature of estimation means that actual outcomes could differ from those estimates. There were no such material judgements (apart from those involving estimates) which have a significant effect on amounts recognised in the financial statements.

c) Turnover

Turnover is measured at the fair value of the consideration received or receivable, net of discounts and value added taxes.

d) Trade receivables

Short term debtors are measured at transaction price, less any impairment. Appropriate allowances for estimated irrecoverable amounts are recognised in profit or loss when there is objective evidence that the asset is impaired.

e) Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and in hand and short term deposits with an original maturity date of three months or less. For the purpose of the cash flow statement, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdraft.

f) Expenses

Expenses incurred have been recognised on an accruals basis.

g) Trade payables

Short term creditors are measured at transaction price.

h) Taxation

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

i) Deferred Taxation

Deferred taxation balances are recognised in respect of all timing differences that have originated but not reversed at the balance sheet date except that:

- Deferred taxation is not recognised on timing differences arising on revalued investments unless the Company has entered into a binding sale agreement;
- The recognition of deferred taxation assets is limited to the extent that the Company anticipates making sufficient taxable profits in the future to absorb the reversal of any underlying timing differences.

Deferred taxation balances are not discounted.

Notes Forming Part of the Financial Statements for the 9 month period ended 30 June 2022 (Continued)

1 Accounting Policies (continued)

j) Equity dividends

Equity dividends are recognised when they become legally payable, which is upon declaration.

k) Going concern

The directors have assessed that the preparation of the financial statements on a going concern basis remains appropriate because it is expected that obligations will be met as and when they fall due for the foreseeable future. However, there remains an increased risk of falling economic sentiment as the economic impact of the COVID-era is felt in the form of inflation, compounded by the Russian invasion of the Ukraine and global political tensions. The revenues and results have fallen for the period relative to the prior year, during the current period being a shortened 9 month period ended 30 June 2022. The fall is further impacted due to the increased audit fee for the period ended 30 June 2022. The directors are confident that regulatory capital requirements will continue to be met and that there remains sufficient liquidity to meet liabilities until 30 September 2023, being at least 12 months from when these financial statements are authorised for issue. The directors have assessed that the preparation of the financial statements on a going concern basis remains appropriate because it is expected that obligations will be met as and when they fall due for the foreseeable future.

2 Turnover

The total turnover of the Company for the year has been derived from its principal activity undertaken in the United Kingdom.

3	Operating Profit	9 months to 30 June 2022	2021
	This has been arrived at after charging:	£	£
	Amounts payable to auditors - audit services	27,300	21,261

The Company had no employees, other than directors, during the period. The directors did not receive any remuneration, in respect of services to the Company, during the period. The directors are partners in the immediate parent undertaking (see note 9) and participate in the profits of the group.

4	Taxation on Profit on Ordinary Activities	9 months to	2021
		30 June	
		2022	
	•	£	£
	UK Corporation tax:		
	Current tax on profits of the year	2,282_	5,702

The current tax charge represents tax due on the profit on ordinary activities of £12,009 (2021: £30,011) at the rate of 19.0% (2020: 19.0%). The Finance Bill 2021 has substantively enacted an increase in the corporate tax rate from 19% to 25% effective 1 April 2023. On 23 September 2022 the government cancelled the planned increase, still to be legislated.

5	Dividends	9 months to	2021
		30 June	
	·	2022	
		£	£
	Ordinary shares		
	Interim dividend paid of £nil (2021: £nil) per share	<u></u> _	

Notes Forming Part of the Financial Statements for the 9 month period ended 30 June 2022 (Continued)

6	Debtors	2022 £	2021 £
	Amounts falling due for payment within one year:		
	Prepayments and accrued income	9,903	2,610
		2022	2021
7	Creditors: Amounts Falling Due Within One Year	£	£
	Due to immediate parent entity	7,364	8,124
	Corporation tax	-	(2,017)
	Accruals	39,003	35,594
	·	46,367	41,701
3	Share Capital	2022	2021
	•	£	£
	Allotted, called up and fully paid		
	50,000 ordinary shares of £1 each	50,000	50,000

9 Ultimate Holding Company

The Company's immediate parent undertaking is Orchard Street Investment Management LLP, a limited liability partnership incorporated in England & Wales, which owns the entire share capital of the Company.

A majority interest in Orchard Street Investment Management LLP is owned by MLC Asset Management UK Real Estate Limited, a company registered in England and Wales. On 31 May 2021, as part of a larger divestment of the MLC Wealth Management business by National Australia Bank Limited to IOOF Holdings Limited, MLC Asset Management UK Real Estate Limited became a wholly owned subsidiary of IOOF Holdings Limited, a company incorporated in the State of Victoria, Australia and listed on the Australian Stock Exchange (https://www2.asx.com.au/markets/company/ifl). IOOF Holdings Limited changed its name on 10 December 2021 and is now called Insignia Financial Limited. The designated members regard Insignia Financial Limited as the ultimate parent undertaking and the largest group into which its results are consolidated. The transaction represents a change of control of Orchard Street Investment Management LLP. The change in control has not impacted on any of the Company's operations and supplier arrangements.

10 Related Parties

During the year, the Company transacted with its immediate parent undertaking, Orchard Street Investment Management LLP. Fee retainer income and AUM fee income charged by Orchard Street Investment Advisers Limited to Orchard Street Investment Management LLP for investment management advice on regulated real estate investment management activity for the 9 month period ended 30 June 2022 was £93,826 (2021: £124,951). The management fee expense paid by Orchard Street Investment Advisers Limited to Orchard Street Investment Management LLP for its services was £43,500 (2021: £58,000). At the year end £7,364 (2021: £8,124) was owing to Orchard Street Investment Management LLP.

11 Events After the Balance Sheet Date

There have been no events since the Balance Sheet date for the Company to disclose.