



2024

ANNUAL REPORT

Yarra Australian Smaller
Companies Fund

Yarra Australian Smaller Companies Fund

ARSN 642 665 263

Annual financial report - 30 June 2024



YARRA
CAPITAL MANAGEMENT

Yarra Australian Smaller Companies Fund

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Directors' report

The directors of Yarra Funds Management Limited (ABN: 63 005 885 567; AFSL: 230251), the responsible entity ("Responsible Entity") of the Yarra Australian Smaller Companies Fund ("the Scheme"), present their report together with the annual financial report of the Scheme for the year ended 30 June 2024.

Principal activities

The Scheme primarily invests in a range of securities listed on the Australian Securities Exchange and cash. The Scheme can utilise derivative financial instruments, such as futures contracts, to gain or reduce market exposure. This is in accordance with the governing documents of the Scheme.

The purpose of the Scheme is to achieve medium-to-long term capital growth by investing in a diversified portfolio of smaller Australian companies. In doing so, the aim is to outperform the S&P/ASX Small Ordinaries Accumulation Index over rolling 3 year periods.

There were no significant changes in the nature of the Scheme's activities during the year.

The Scheme did not have any employees during the year.

Directors

The following persons held office as directors of Yarra Funds Management Limited during the year or since the end of the year and up to the date of this report:

Priscilla Boreham
 Roy Keenan
 Jennifer Horrigan
 Naomi Edwards
 Edward Eason

Review and results of operations

There have been no significant changes to the operations of the Scheme since the previous financial year.

During the year, the Scheme continued to invest in accordance with target asset allocations as set out in the governing documents of the Scheme and in accordance with the provisions of the Scheme's Constitution.

Results

	Year ended	
	30 June 2024 \$'000	30 June 2023 \$'000
Operating profit/(loss)	11,850	15,847
Distribution paid and payable	<u>2,273</u>	<u>2,298</u>
<i>Distributions - Class A</i>		
Distributions paid and payable	1,129	1,514
Distributions – cents per unit (CPU)	<u>1.5255</u>	<u>2.1017</u>
<i>Distributions – Ordinary Class</i>		
Distributions paid and payable	1,144	784
Distributions – cents per unit (CPU)	<u>0.9785</u>	<u>1.4761</u>

Directors' report (continued)

Significant changes in state of affairs

In the opinion of the directors, there were no significant changes in the state of affairs of the Scheme that occurred during the financial year.

Matters subsequent to the end of the financial year

No matter or circumstance has arisen since 30 June 2024, that has significantly affected or may significantly affect:

- (i) the operations of the Scheme in future financial years; or
- (ii) the results of those operations in future financial years; or
- (iii) the state of affairs of the Scheme in future financial years.

Likely developments and expected results of operations

The Scheme will continue to be managed in accordance with the investment objectives and guidelines as set out in the governing documents of the Scheme and in accordance with the provisions of the Scheme's Constitution.

The results of the Scheme's operations will be affected by a number of factors, including the performance of investment markets in which the Scheme invests. Investment performance is not guaranteed and future returns may differ from past returns. As investment conditions change over time, past returns should not be used to predict future returns.

Indemnification and insurance of the Responsible Entity, directors and auditors

No insurance premiums are paid for out of the assets of the Scheme in regards to insurance cover provided to the Responsible Entity, directors or the auditors of the Scheme. As long as the Responsible Entity acts in accordance with the Scheme's Constitution and the Law, the Responsible Entity remains fully indemnified out of the assets of the Scheme against losses incurred while acting on behalf of the Scheme. The auditors of the Scheme are in no way indemnified out of the assets of the Scheme.

Fees paid to and interests held in the Scheme by the Responsible Entity or its associates

Fees paid to the Responsible Entity and its associates out of Scheme property during the year are disclosed in note 11.

No fees were paid out of Scheme property to the directors of the Responsible Entity during the year.

The interests in the Scheme held by the Responsible Entity or its associates as at the end of the financial year are disclosed in note 11.

Directors' report (continued)

Environmental regulation

The operations of the Scheme are not subject to any particular or significant environmental regulations under a Commonwealth, State or Territory law.

Rounding

The Scheme is of a kind referred to in *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191* issued by the Australian Securities and Investments Commission relating to the "rounding" of amounts in the directors' report and annual financial report. Amounts in the directors' report and annual financial report for the Scheme have been rounded to the nearest thousand dollars in accordance with that ASIC Corporations Instrument, unless otherwise stated.

Auditor's independence declaration

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 6.

This report is made in accordance with a resolution of the directors.



Edward Eason
Director

Melbourne
26 September 2024

26 September 2024

The Board of Directors
Yarra Funds Management Limited as Responsible Entity for
Yarra Australian Smaller Companies Fund
Level 19, 101 Collins Street
Melbourne VIC 3000

Dear Directors,

Auditor's Independence Declaration - Yarra Australian Smaller Companies Fund

In accordance with section 307C of the Corporations Act 2001, I am pleased to provide the following declaration of independence to the directors of Yarra Funds Management Limited, the Responsible Entity, regarding the financial report for the Yarra Australian Smaller Companies Fund.

As lead audit partner for the audit of the financial report of the Yarra Australian Smaller Companies Fund for the financial year ended 30 June 2024, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- (i) the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- (ii) any applicable code of professional conduct in relation to the audit.

Yours faithfully



DELOITTE TOUCHE TOHMATSU



Adam Kuziow
Partner
Chartered Accountants

Statement of comprehensive income

	Notes	Year ended	
		30 June 2024 \$'000	30 June 2023 \$'000
Investment income			
Interest income		302	129
Income from financial instruments		3,808	2,785
Net gains/(losses) on financial instruments		9,689	14,159
Total net investment income/(loss)		<u>13,799</u>	<u>17,073</u>
Expenses			
Responsible Entity's fees	11	1,772	1,123
Withholding tax expense		-	(57)
Transaction costs		177	163
Other expenses		-	(3)
Total expenses		<u>1,949</u>	<u>1,226</u>
Operating profit/(loss)		<u>11,850</u>	<u>15,847</u>
Finance costs attributable to unitholders			
Distributions to unitholders	4	(2,273)	(2,298)
(Increase)/decrease in net assets attributable to unitholders	3	(9,577)	(13,549)
Profit/(loss) for the year		<u>-</u>	<u>-</u>
Other comprehensive income for the year		-	-
Total comprehensive income/(loss) for the year		<u>-</u>	<u>-</u>

The above statement of comprehensive income should be read in conjunction with the accompanying notes.

Statement of financial position

		As at	
		30 June	30 June
		2024	2023
	Notes	\$'000	\$'000
Assets			
Cash and cash equivalents		5,015	7,408
Applications receivable		159	146
Receivables		546	484
Margin accounts		285	489
Financial assets at fair value through profit or loss	5	193,196	151,159
Total assets		199,201	159,686
Liabilities			
Distributions payable	4	306	167
Redemptions payable		74	99
Payables		503	3,698
Total liabilities		883	3,964
Net assets attributable to unitholders – liability	3	198,318	155,722

The above statement of financial position should be read in conjunction with the accompanying notes.

Statement of changes in equity

	Notes	Year ended	
		30 June 2024 \$'000	30 June 2023 \$'000
Total equity at the beginning of the year		-	-
Profit/(loss) for the year		-	-
Other comprehensive income		-	-
Total comprehensive income/(loss) for the year		-	-
Transactions with owners in their capacity as owners		-	-
Total equity at the end of the year		-	-

In accordance with AASB 132 *Financial Instruments: Presentation*, Unitholders' funds are classified as a liability and accordingly the Scheme has no equity for financial statement purposes. Further detail in this respect is included within note 3 to these financial statements.

The above statement of changes in equity should be read in conjunction with the accompanying notes.

Statement of cash flows

	Notes	Year ended	
		30 June 2024 \$'000	30 June 2023 \$'000
Cash flows from operating activities			
Proceeds from sale of financial instruments		40,595	31,523
Purchase of financial instruments		(76,141)	(86,815)
Interest received		290	129
Income from financial instruments		3,657	2,673
Other income received		-	60
Payment of expenses		(1,642)	(984)
Net cash inflow/(outflow) from operating activities	6	<u>(33,241)</u>	<u>(53,414)</u>
Cash flows from financing activities			
Proceeds from applications by unitholders		51,009	70,660
Payments for redemptions by unitholders		(19,053)	(11,035)
Distributions paid		(1,108)	(2,101)
Net cash inflow/(outflow) from financing activities		<u>30,848</u>	<u>57,524</u>
Net increase/(decrease) in cash and cash equivalents		(2,393)	4,110
Cash and cash equivalents at the beginning of the year		7,408	3,298
Cash and cash equivalents at the end of the year		<u>5,015</u>	<u>7,408</u>
Non-cash financing activities	6	1,026	6,566

The above statement of cash flows should be read in conjunction with the accompanying notes.

1 General information

The Scheme commenced on 31 August 2020. The Scheme will terminate on 30 August 2100 unless terminated earlier in accordance with the provisions of the Scheme's Constitution.

The Responsible Entity of the Scheme is Yarra Funds Management Limited. The Responsible Entity's registered office is Level 19, 101 Collins Street, Melbourne, Victoria 3000.

The annual financial report was authorised for issue by the directors on 26 September 2024. The directors of the Responsible Entity have the power to amend and reissue the annual financial report.

2 Summary of material accounting policies

The principal accounting policies applied in the preparation of this annual financial report are set out below. These policies have been consistently applied to all years presented, unless otherwise stated in the following text.

(a) Basis of preparation

This general purpose annual report has been prepared on a going concern basis in accordance with Australian Accounting Standards and Interpretations issued by the Australian Accounting Standards Board and the *Corporations Act 2001* in Australia. Yarra Australian Smaller Companies Fund is a for-profit unit trust for the purpose of preparing the annual financial report.

The annual financial report was prepared on the basis of fair value measurement of assets and liabilities except where otherwise stated.

The statement of financial position is presented on a liquidity basis. Assets and liabilities are presented in decreasing order of liquidity and do not distinguish between current and non-current. All balances are expected to be recovered or settled within twelve months, except for financial assets and liabilities at fair value through profit or loss and net assets attributable to unitholders. The Scheme manages financial assets at fair value through profit or loss based on the economic circumstances at any given point in time, as well as to meet any liquidity requirements. As such, it is expected that a portion of the portfolio will be realised within 12 months, however, an estimate of that amount cannot be determined as at balance date. In the case of net assets attributable to unitholders, the units are redeemed on demand at the unitholder's option. However, holders of these instruments typically retain them for the medium to long term. As such, the amount expected to be settled within 12 months cannot be reliably determined.

Compliance with International Financial Reporting Standards

The annual financial report of the Scheme also complies with International Financial Reporting Standards as issued by the International Accounting Standards Board.

(b) Investment entity

The Scheme meets the definition of an investment entity as set out in AASB 10 *Consolidated Financial Statements*. The Scheme obtains funds from its unitholders for the purpose of providing investment management services to the unitholders and generating returns through a combination of capital appreciation and investment income. The Scheme also measures and evaluates the performance of its investments on a fair value basis, as further outlined in note 9.

The typical characteristics of an investment entity, include:

- having more than one investment;
- having more than one investor;
- having investors that are, materially, not related parties of the Scheme; and
- having ownership interests in the form of equity or similar interests.

The Scheme fulfils all of the typical characteristics of an investment entity. Accordingly, the Responsible Entity considers the Scheme to satisfy the definition of an investment entity.

2 Summary of material accounting policies (continued)

(c) Income from financial instruments

The Scheme generates income from its financial assets held at fair value through profit or loss, as follows:

Dividend income is earned from the investments that the Scheme holds in listed equity securities, and is recognised on the ex-dividend date. Where dividend income earned is subject to withholding tax, a separate expense is recognised, with dividend income recognised on a gross basis within the statement of comprehensive income.

Trust distribution income is earned from investments that the Scheme holds in listed unit trusts, and is recognised on an entitlements basis as and when declared by the underlying investments.

(d) Use of judgements and estimates

The preparation of the financial report in conformity with Australian Accounting Standards requires the Responsible Entity 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 the judgements and estimates made and assumptions applied.

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

In the process of preparing the financial report of the Scheme and in the application of the Scheme's accounting policies, the Responsible Entity is of the opinion that there are no areas of significant estimation uncertainty or material judgement that have been exercised and is expected to have a significant effect on the amounts recognised within the financial report.

(e) Income tax

Under current legislation, the Scheme is not subject to income tax provided it attributes the entirety of its taxable income to its unitholders.

The benefit of imputation credits and foreign tax paid is passed on to unitholders.

(f) New accounting standards and interpretations

(i) *New and amended standards adopted by the Scheme*

A number of new accounting standards, amendments to accounting standards and interpretations have been published that are effective for annual periods beginning after 1 July 2023. These standards, amendments or interpretations are not expected to have a material impact on the Scheme in the current or future reporting periods and on foreseeable future transactions.

• AASB 2021-2 *Amendments to Australian Accounting Standards – Disclosure of Accounting Policies and Definition of Accounting Estimates* [AASB 7, AASB 101, AASB 108, AASB 134 & AASB Practice Statement 2]

AASB 2021-2 became effective for annual reporting periods beginning on or after 1 January 2023. It amends Australian Accounting Standards to improve accounting policy disclosures and clarify the distinction between accounting policies and accounting estimates. The adoption of this standard is not expected to have a material impact on the accounting policy disclosures in the financial report.

(ii) *New standards and interpretations not yet adopted*

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after 1 July 2024 and have not been early adopted in preparing this annual financial report. These new standards, amendments to standards and interpretations are not expected to have a material impact on the future annual financial report of the Scheme.

2 Summary of material accounting policies (continued)

(g) Rounding

The Scheme is of a kind referred to in *ASIC Corporations (Rounding in Financial/Directors' Reports) Instrument 2016/191* issued by the Australian Securities and Investments Commission relating to the "rounding" of amounts in the directors' report and annual financial report. Amounts in the directors' report and annual financial report for the Scheme have been rounded to the nearest thousand dollars in accordance with that ASIC Corporations Instrument, unless otherwise stated.

3 Net assets attributable to unitholders

The units in the Scheme represent puttable financial instruments and are redeemable at the unitholders' option. The units can be put back to the Scheme at any time for cash based on the redemption price, which is equal to a proportionate share of the Scheme's net asset value attributable to the unitholders.

As stipulated within the Scheme's Constitution, each unit represents a right to an individual share in the Scheme and does not extend to a right to the underlying assets of the Scheme. For the year ended 30 June 2024, there were two separate classes of units and each unit had the same rights attached to it as all other units in the Scheme.

The units are carried at the redemption amount that is payable at the statement of financial position date if the unitholder exercises the right to put the unit back to the Scheme. This amount represents the expected cash flows on redemption of these units.

Movements in the number of units and net assets attributable to unitholders during the year were as follows:

	30 June		As at	
	2024	30 June 2023	30 June 2024	30 June 2023
	No. of units (000)	No. of units (000)	\$'000	\$'000
Class A				
Opening balance	73,089	66,032	78,386	61,430
Applications	1,626	931	1,893	987
Redemptions	(859)	(647)	(1,004)	(683)
Units issued upon reinvestment of distributions	899	6,773	1,009	6,454
Increase/(decrease) in net assets attributable to unitholders	-	-	4,272	10,198
Closing balance	74,755	73,089	84,556	78,386
	30 June		As at	
	2024	30 June 2023	30 June 2024	30 June 2023
	No. of units (000)	No. of units (000)	\$'000	\$'000
Ordinary Class				
Opening balance	90,889	18,630	77,336	14,610
Applications	55,900	84,357	49,128	69,708
Redemptions	(20,424)	(12,237)	(18,024)	(10,446)
Units issued upon reinvestment of distributions	19	140	17	113
Increase/(decrease) in net assets attributable to unitholders	-	-	5,305	3,351
Closing balance	126,384	90,890	113,762	77,336
Total net assets attributable to unitholders			198,318	155,722

3 Net assets attributable to unitholders (continued)

Under AASB 132 *Financial instruments: Presentation*, puttable financial instruments meet the definition of a financial liability to be classified as equity where certain strict criteria are met. As the Scheme has a multi-class structure with non-identical features, its units do not meet the requirements of AASB 132 to be classified as equity instruments. The difference between the classes of units relate to fees as outlined in the Product Disclosure Statement and Additional Information Booklet. As such, the Scheme's units have been classified as a financial liability throughout the course of the current and prior financial period.

4 Distributions to unitholders

The distributions paid and payable for the year were as follows:

	Year ended			
	30 June 2024 \$'000	30 June 2024 CPU	30 June 2023 \$'000	30 June 2023 CPU
	Class A			
Distribution paid - September	233	0.3168	569	0.7962
Distribution paid - December	367	0.4991	542	0.7517
Distribution paid - March	367	0.4931	310	0.4267
Distribution payable - June	162	0.2165	93	0.1271
	1,129	1.5255	1,514	2.1017
			Year ended	
	30 June 2024 \$'000	30 June 2024 CPU	30 June 2023 \$'000	30 June 2023 CPU
Ordinary Class				
Distribution paid - September	209	0.2024	154	0.5293
Distribution paid - December	374	0.3234	358	0.5983
Distribution paid - March	416	0.3383	198	0.2672
Distribution payable - June	145	0.1144	74	0.0813
	1,144	0.9785	784	1.4761
Total distributions	2,273		2,298	

In accordance with the Scheme's Constitution, the Scheme distributes its distributable income, adjusted for amounts determined by the Responsible Entity in accordance with the Scheme's Constitution, to unitholders in the form of cash or via the issuance of units upon a reinvestment of distributions. The Scheme's distributions are included in distributions to unitholders in the statement of comprehensive income. Distributions paid are included in cash flows from financing activities in the statement of cash flows.

5 Financial assets at fair value through profit or loss

	As at	
	30 June 2024 \$'000	30 June 2023 \$'000
Financial assets at fair value through profit or loss		
Futures	27	9
Listed equity securities	172,854	137,272
Listed unit trusts	20,315	13,878
Total financial assets at fair value through profit or loss	<u>193,196</u>	<u>151,159</u>

An overview of the risk exposures and fair value measurements relating to financial assets at fair value through profit or loss is included in notes 8 and 9.

6 Notes to the statement of cash flows

	Year ended	
	30 June 2024 \$'000	30 June 2023 \$'000
(a) Reconciliation of operating profit/(loss) to net cash inflow/(outflow) from operating activities		
Profit/(loss) for the year	11,850	15,847
Proceeds from sale of financial instruments	40,595	31,523
Purchase of financial instruments	(76,141)	(86,815)
Net (gains)/losses on financial instruments	(9,689)	(14,159)
Transaction costs	177	163
Net change in receivables	(173)	(121)
Net change in payables	140	148
Net cash inflow/(outflow) from operating activities	<u>(33,241)</u>	<u>(53,414)</u>

(b) Non-cash financing activities

During the year, the following distribution payments were satisfied by the issue of units under the distribution reinvestment plan

<u>1,026</u>	<u>6,566</u>
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Payments and receipts relating to the purchase and sale of investment securities are classified as cash flows from operating activities, as movements in the fair value of these securities represent the Scheme's main income generating activity.

Cash flows relating to GST are included in the statement of cash flows on a gross basis.

7 Derivative financial instruments

The Scheme holds derivative financial instruments for the purpose of managing price risk on their investments.

The Scheme's derivative financial instruments are comprised of futures and are held and valued at their fair value.

The Scheme's derivative financial instruments at year-end are detailed below:

30 June 2024	Contract/ notional \$'000	Fair values	
		Assets \$'000	Liabilities \$'000
Futures	3,692	27	-
30 June 2023			
	Contract/ notional \$'000	Fair values	
		Assets \$'000	Liabilities \$'000
Futures	2,864	9	-

8 Financial risk management

The Scheme's assets principally consist of listed equity securities, listed unit trusts and futures. It holds these investments in accordance with its investment strategy.

Financial risk may include market risk (including price risk, foreign exchange risk and interest rate risk), credit risk and liquidity risk. The Scheme uses different methods to measure different types of risk to which it is exposed. These methods include sensitivity analysis in the case of price, interest rate and foreign exchange risk.

The possible movements in the risk variables presented in the below sensitivity analysis have been determined based on management's best estimate, having regard for a number of factors, including historical changes in security prices. However, actual movements in these risk variables may be more or less significant and historic variations are not a definitive indicator of future variations in the risk variables.

The Board of Directors of the Responsible Entity has overall responsibility for the establishment and oversight of the Scheme's risk management framework. The Scheme's overall risk management program focuses on ensuring compliance with the Scheme's Investment Guidelines and seeks to maximise the returns derived for the level of risk to which the Scheme is exposed.

(a) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Scheme's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk.

(i) Price risk

The Scheme is exposed to price risk from listed equity securities and listed units in managed investment schemes. This arises from investments held by the Scheme for which prices in the future are uncertain. These investments are classified on the statement of financial position as at fair value through profit or loss.

8 Financial risk management (continued)

(a) Market risk (continued)

(i) Price risk (continued)

The Investment Manager mitigates this price risk through diversification and a careful selection of securities and other financial instruments within specified limits in the Investment Guidelines. A minimum of 80% of the Scheme was invested in securities listed on the Australian Securities Exchange and up to 20% of the Scheme may be invested in cash. The Scheme aims to outperform the S&P/ASX Small Ordinaries Accumulation Index over rolling 3 year periods.

Summarised sensitivity analysis

The following table summarises the sensitivity of the Scheme's operating profit/(loss) and net assets attributable to unitholders to price risk. The possible movements in the risk variables have been determined based on management's best estimate, having regard to a number of factors, including historical levels of changes in interest rates and market volatility. However, actual movements in the risk variables may be greater or less than anticipated due to a number of factors, including unusually large market movements resulting from changes in the performance of and/or correlation between the performances of the economies, markets and securities in which the Scheme invests. As a result, historic variations in risk variables should not be used to predict future variations in the risk variables.

	Impact on operating profit/(loss)/Net assets attributable to unitholders	
	Price risk	
	-15%	+15%
	\$'000	\$'000
30 June 2024	(29,529)	29,529
30 June 2023	(22,673)	22,673

In determining the impact of an increase/decrease in net assets attributable to unitholders arising from market risk, the Responsible Entity has considered prior period and expected future movements of the portfolio information in order to determine a reasonably possible shift in assumptions.

(ii) Foreign exchange risk

In accordance with the Scheme's Investment Guidelines, the Scheme may not enter into transactions denominated in currencies other than Australian dollars. The Scheme therefore does not have any exposure to currency risk on financial instruments, receivables and liabilities. The functional currency of the Scheme is Australian dollars.

(iii) Interest rate risk

The Scheme's Investment Guidelines permit it to hold a 20% maximum in cash and cash equivalents, therefore the majority of the Scheme's financial assets and liabilities are non-interest bearing. Any excess cash and cash equivalents are invested at short-term market interest rates.

(b) Credit risk

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Scheme.

8 Financial risk management (continued)

(b) Credit risk (continued)

Credit risk is controlled by restricting investments to high quality counterparties. The creditworthiness of all counterparties to the Scheme's list of investments is regularly reviewed. Credit risk primarily arises from investments in debt securities and from trading derivative products. Other credit risk arises from cash and cash equivalents, deposits with banks and other financial institutions and amounts due from brokers. The Scheme is not permitted to invest in debt securities, however up to 20% of the value of the Scheme can be held in cash and cash equivalents. No assets of the Scheme were impaired at 30 June 2024 or 30 June 2023, and as a result credit risk is not considered to be a significant risk to the Scheme. The maximum exposure to credit risk at the reporting date is the carrying amount of the financial assets.

(i) Settlement of securities transactions

All transactions in listed securities are settled/paid for upon delivery using approved brokers. The risk of default is considered low, as delivery of securities sold is only made once the broker has received payment. Payment is made once purchase on the securities have been received by the broker. The trade will fail if either party fails to meet its obligations.

(ii) Cash and cash equivalents

The exposure to credit risk for cash and cash equivalents is low as all counterparties have a rating of A-1 or higher as determined by Standard & Poor's (S&P) (2023: A-1).

In accordance with the Scheme's policy, the Scheme's cash position is monitored on a daily basis.

(iii) Other

The clearing and depository operations for the Scheme's security and derivatives transactions are mainly concentrated with one counterparty, Citigroup Pty Ltd. Citigroup Pty Ltd is a member of a major securities exchange, and at 30 June 2024 had a credit rating of A (S&P) (2023: A (S&P) and A3 (Moody's)). At 30 June 2024, substantially all cash and cash equivalents, balances due from broker and investments are held in custody by Citigroup Pty Ltd.

(c) Liquidity risk

Liquidity risk is the risk that the Scheme will not be able to meet its financial obligations as they fall due.

The Scheme is exposed to liquidity risk in the form of daily redemptions of redeemable units. It therefore primarily holds investments that are traded in an active market and can be readily disposed. The Scheme's listed securities are considered readily realisable, as they are listed on the Australian Securities Exchange.

All financial liabilities of the Scheme have contractual maturities of less than 12 months.

9 Fair value measurements

The Scheme measures and recognises the following assets and liabilities at fair value on a recurring basis:

- Financial assets / liabilities at fair value through profit or loss (FVTPL).

The Scheme has no assets or liabilities measured at fair value on a non-recurring basis in the current reporting period.

(i) Fair value hierarchy

In accordance with AASB 9 *Financial Instruments*, the classification of financial assets is generally based on the business model in which a financial asset is managed and the characteristics of its contractual cash flows. The Scheme is an investment entity and as such its financial assets are classified as fair value through profit or loss.

The Scheme classifies fair value measurements using a fair value hierarchy that reflects the subjectivity of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The level in the fair value hierarchy within which the fair value measurement is categorised in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgment by the Responsible Entity. The Responsible Entity considers observable data to be that market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market.

(ii) Fair value measurement in an active market

A financial instrument is regarded as quoted in an active market if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The fair value of financial instruments traded in active markets is based on their quoted market prices at the end of the reporting period without any deduction for estimated future selling costs. Such financial instruments are classified as level 1 on the fair value hierarchy.

Investments whose values are based on quoted market prices in active markets, and therefore classified within level 1, include futures, listed equities securities and listed unit trusts. On a daily basis, the Responsible Entity measures the fair value of the Scheme's level 1 financial assets using independent pricing information obtained from the Scheme's appointed custodian, Citigroup Pty Ltd.

(iii) Fair value measurement in an inactive or unquoted market

The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data where it is available, and rely as little as possible on entity specific estimates. Such techniques include the use of recent arm's length market transactions, reference to the current fair value of a substantially similar instruments, discounted cash flow techniques, option pricing models or any other valuation technique that provides a reliable estimate of prices obtained in actual market transactions.

If all significant inputs required to fair value an instrument are observable, the instrument is included in level. As level 2 investments include positions that are not traded in active markets and/or are subject to transfer restrictions, valuations may be adjusted to reflect illiquidity and/or non-transferability, which are generally based on available market information.

9 Fair value measurements (continued)

(iii) Fair value measurement in an inactive or unquoted market (continued)

On a daily basis, the Responsible Entity measures the fair value of the Scheme's level 2 financial assets using independent pricing information obtained from the Schemes' appointed custodian, Citigroup Pty Ltd. Where the Scheme holds investments into other unlisted unit trusts the pricing information reflects the redemption value per unit as reported by the investment managers of the unlisted unit trusts.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. For financial assets classified at level 3 on the fair value hierarchy where prices are not readily available from independent pricing sources, such as zero priced securities, the Responsible Entity considers any material information compared to previously approved valuations through recommendations of the Responsible Entity's Valuation Working Group.

(iv) Recognised fair value measurements

The table below sets out the Scheme's financial assets and liabilities measured at fair value according to the fair value hierarchy at 30 June 2024 and 30 June 2023:

As at 30 June 2024

	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
Financial assets at fair value through profit or loss				
Futures	27	-	-	27
Listed equity securities	172,854	-	-	172,854
Listed unit trusts	20,315	-	-	20,315
Total financial assets at fair value through profit or loss	193,196	-	-	193,196

As at 30 June 2023

	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
Financial assets at fair value through profit or loss				
Futures	9	-	-	9
Listed equity securities	137,272	-	-	137,272
Listed unit trusts	13,878	-	-	13,878
Total financial assets at fair value through profit or loss	151,159	-	-	151,159

The Scheme did not hold any level 2 or level 3 financial instruments as at 30 June 2024 (30 June 2023: Nil).

There were no transfers between levels for recurring fair value measurements during the year ended 30 June 2024 (30 June 2023: Nil).

10 Remuneration of auditors

During the year the following fees were paid or payable by the Responsible Entity for services provided by the auditor of the Scheme:

	Year ended	
	30 June 2024	30 June 2023
	\$	\$
<i>Audit and other assurance services</i>		
Audit and review of financial statements	14,850	12,265
Other assurance services	5,005	4,675
Total remuneration for audit and other assurance services	19,855	16,940
Total remuneration*	19,855	16,940

* The fees disclosed above are GST inclusive.

11 Related party transactions

Key management personnel unitholdings

At 30 June 2024 no key management personnel held units in the Scheme (2023: Nil).

Key management personnel compensation

The directors of the Responsible Entity have been paid by a related party of the Responsible Entity. Payments made from the Scheme to the Responsible Entity do not include any amounts directly attributable to the compensation of key management personnel.

Responsible Entity's fees and other transactions

All related party transactions are conducted on normal commercial terms and conditions. The transactions during the year and amounts payable at year end between the Scheme and the Responsible Entity were as follows:

	30 June 2024	30 June 2023
	\$	\$
Responsible Entity's fees* earned	1,772,055	1,123,458
Responsible Entity's fees* payable	495,620	356,054

* Includes amounts paid to the Responsible Entity for third party expenses it has incurred, for which it is entitled to be reimbursed

11 Related party transactions (continued)

Related party unitholdings

Holdings in the Scheme by the Responsible Entity or other related parties:

2024							
Unitholder	No. of units held opening (Units)	No. of units held closing (Units)	Fair value of investment (\$)	Interest held (%)	No. of units acquired (Units)	No. of units disposed (Units)	Distributions paid/payable by the Fund (\$)
Yarra Capital Management Services Pty Ltd	1,692,681	2,135,331	2,415,273	2.86	1,301,637	858,987	28,961
2023							
Unitholder	No. of units held opening (Units)	No. of units held closing (Units)	Fair value of investment (\$)	Interest held (%)	No. of units acquired (Units)	No. of units disposed (Units)	Distributions paid/payable by the Fund (\$)
Yarra Capital Management Services Pty Ltd	1,360,866	1,692,681	1,815,401	1.03	979,175	647,360	32,320

12 Events occurring after the reporting period

No significant events have occurred since the end of the reporting period that have significantly affected, or may significantly affect, the operations of the Scheme, the results of the Scheme's operations or the Scheme's state of affairs for the year ended 30 June 2024 or in future financial years.

13 Contingent assets and liabilities and commitments

There are no outstanding contingent assets, liabilities or commitments as at 30 June 2024 and 30 June 2023.

Directors' declaration

In the opinion of the directors of the Responsible Entity:

- (a) the annual financial report and notes set out on pages 7 to 22 are in accordance with the *Corporations Act 2001*, including:
 - (i) complying with Australian Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
 - (ii) giving a true and fair view of the Scheme's financial position as at 30 June 2024 and of its performance for the financial year ended on that date; and
- (b) there are reasonable grounds to believe that the Scheme will be able to pay its debts as and when they become due and payable.
- (c) Note 2(a) confirms that the financial statements comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

This declaration is made in accordance with a resolution of the directors.



Edward Eason
Director

Melbourne
26 September 2024

Independent Auditor's Report to the Unitholders of Yarra Australian Smaller Companies Fund

Opinion

We have audited the financial report of Yarra Australian Smaller Companies Fund (the "Scheme") which comprises the statement of financial position as at 30 June 2024, the statement of comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the annual financial report, including material accounting policy information and other explanatory information, and the Directors' declaration.

In our opinion, the accompanying financial report of the Scheme is in accordance with the Corporations Act 2001, including:

- Giving a true and fair view of the Scheme's financial position as at 30 June 2024 and of its financial performance for the year then ended; and
- Complying with Australian Accounting Standards and the Corporations Regulations 2001.

Basis for Opinion

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Report section of our report. We are independent of the Scheme in accordance with the auditor independence requirements of the Corporations Act 2001 and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 Code of Ethics for Professional Accountants (including Independence Standards) (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the Corporations Act 2001, which has been given to the Directors of Yarra Funds Management Limited (the "Responsible Entity"), would be in the same terms if given to the Directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

The Directors of the Responsible Entity (the "Directors") are responsible for the other information. The other information comprises the information included in the Directors' report for the year ended 30 June 2024, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit, or otherwise appears to be materially misstated. 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.

Responsibilities of the Directors for the Financial Report

- The Directors are responsible for the preparation of the financial report in accordance with the Corporations Act 2001, including giving a true and fair view of the financial position and performance of the Scheme in accordance with Australian Accounting Standards;
- and for such internal control as the Directors determine is necessary to enable the preparation of the financial report in accordance with the Corporations Act 2001, including giving a true and fair view of the financial position and performance of the Scheme, and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the Directors are responsible for assessing the ability of the Scheme 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 Scheme or to cease operations, or have no realistic alternative but to do so.

Auditor's Responsibilities for the Audit of the Financial Report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is 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 the Australian Auditing Standards 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 this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Scheme's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Directors.
- Conclude on the appropriateness of the Directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Scheme's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Scheme to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.



We communicate with the Directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

A stylized, handwritten signature of "Deloitte Touche Tohmatsu" in a light grey color, enclosed within a light grey rectangular box.

DELOITTE TOUCHE TOHMATSU

A handwritten signature in black ink that reads "Kuziow".

Adam Kuziow
Partner
Chartered Accountants
Melbourne, 26 September 2024