

EXHIBIT "JH-3"

AFFIDAVIT OF JOSEPH HAYES DATED 3 MARCH 2026

COURT DETAILS

| | |
|-------------|----------------------|
| Court | Supreme Court of NSW |
| Division | Equity |
| List | Corporations List |
| Registry | Supreme Court Sydney |
| Case number | 2025/00300503 |

TITLE OF PROCEEDINGS

| | |
|-----------|--|
| Plaintiff | Coal Mines Insurance Pty Ltd (ACN 000 011 727) |
| Defendant | Tahmoor Coal Pty Ltd (ACN 076 663 968) (Administrators Appointed) |

CERTIFICATE IDENTIFYING EXHIBIT

This is the exhibit marked "JH-3" referred to in the affidavit of Joseph Hayes sworn before me on 3 March 2026.

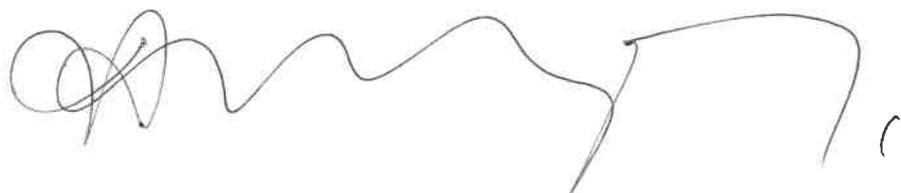
Signature of witness

Name of witness

Address of witness

Capacity of witness


Charbel Moujalli
Level 41, 88 Phillip Street Sydney NSW 2000
Solicitor



"JH-3"

**Australian Securities &
Investments Commission**

| |
|--|
| Electronic Lodgement Document No. 7EDW87591 Lodgement date/time: 26-02-2026 11:13:51 Reference Id: 227852451 |
|--|

Form 507
Corporations Act 2001
421A(1) & (2), 429(2)(b) & (c), 475(1) & (7),
497(6), 438B(2)

Report on Company Activities and Property

Liquidator details

Registered liquidator number

219954

Registered liquidator name

JOSEPH DAVID HAYES

Company details

Company name

TAHMOOR COAL PTY LTD

ACN

076 663 968

Report reason

This report was prepared under:

**s438B(2) Appointment of administrator of
company**

Date when report was received

25-02-2026

Date the report on company activities and property is made up to

09-02-2026

I have checked the attachments and there is no Part B and Part B tables.

Yes

Form 507 - Report on Company Activities and Property
Liquidator: 219954 - JOSEPH DAVID HAYES

Authentication

This form has been authenticated by
Name JOSEPH DAVID HAYES
This form has been submitted by
Name Joseph David HAYES
Date 26-02-2026

For more help or information

Web www.asic.gov.au
Ask a question? www.asic.gov.au/question
Telephone 1300 300 630



ASIC
Australian Securities &
Investments Commission

Office only box

Report on Company Activities and Property

Form 507 Corporations Act 2001
s421A(1) & (2)
s429(2)(b) & (c)
s475(1) & (7)
s497(4) & (6)
s438B(2A)

Part A (Form 507)

*Download **INSTRUCTIONS** for Part A (Form 507) and for Part B*

www.asic.gov.au/forms/507

You will need them to help you complete the forms

The information you provide to ASIC in this Report may include personal information.

Please see our privacy policy (www.asic.gov.au/privacy) for information on how we handle your personal information, your rights to seek access to and correct personal information, and how to complain about breaches of your privacy.

Your answers to questions on this page will be available **ON THE PUBLIC RECORD**

External Administrator use only

External Administrator (lodging party)

Organisation
Tahmoor Coal Pty Ltd (Administrators Appointed)

ASIC Registered Liquidator number (if applicable)
219954

Name of External Administrator
Joseph Hayes

Contact person
Tristan Kelleher

Phone number during business hours
02 9210 1700

Address
68 Pitt Street

Street/Unit number and name
Level 17

| Suburb/City | State/Territory | Postcode |
|-------------|-----------------|----------|
| Sydney | NSW | 2000 |

Please tick appropriate box.

Receiver and Manager - s421A(1) 507G
Appointment date / /

Managing Controller of property - s421A(1) 507H
Date person took control / /

Receiver, Receiver and Manager or Controller (Director Report) - s429(2)(b) 507F
Date received Report / /

Liquidator/Provisional Liquidator appointed by the court - s475(1) 507C
Date received Report / /

Liquidator-creditors' voluntary winding up -s497(4) 507D
Date received Report / /

Voluntary Administrator - s438B(2) 507K
Date received Report 25 / 02 / 2026

Make up the Report as at the following dates

Receiver & Manager, Managing Controller – s421A(1)

Your Report must include the business activities the Company had undertaken up to 30 days before you write your Report.

For example, if you write your Report on 31 August, it must include the Company's activities up to at least 31 July of that year, not earlier.

Controller – s429(2)

The control day.

Liquidator or Provisional Liquidator – s475(1)

The date of the winding-up order or an earlier date, if specified by you.

Administrator – s438B(2)

The date you become the Administrator, or an alternative date specified by you.

Date the Director must send you the Report

This applies to Director(s), Secretary or other relevant person completing the Report. Put the date for return of the Report to you in the box on p3.

Lodge Part A

Lodge Part A of the Report with ASIC by the date specified below, or a late fee may be applied.

| SECTION | LODGEMENT PERIOD |
|-------------|--|
| s421A(2) | 2 months after control day |
| s429(2)(c)* | 1 month after receipt of Report |
| s438B(2A) | 5 business days after receipt of Report |
| s475(7)* | 5 business days after receipt of Report |
| s497(6) | 10 business days after receipt of Report |

* Use Form 911 to verify a copy of Part A

Regulation 5.2.02 requires a copy of Part A of this Report that is lodged with ASIC to be certified in writing as a true copy of the original Report (Part A).

a) for a copy lodged for the purposes of s429(2)(c) - by the controller of property of the corporation; or

b) for a copy lodged for the purposes of s475(7) - by the liquidator/provisional liquidator of the company.

Form 911 is prescribed for this purpose.

Your answers to questions on this page will be available **ON THE PUBLIC RECORD**

For controllers (s429), under s429(2)(c)(i), a notice setting out any comments relating to Part A of this Report, or a statement that no comment is made, should accompany Part A of the Report. Form 911 Verification of a document should also be lodged.

External Administrator to complete

Director to provide the Company's records for the following period

From / /

To / /

(appointment date)

Director to return this Report to the External Administrator by the date shown below

(not applicable for Managing Controllers)

/ /

End of External Administrator section

Director to complete

Director(s), Secretary, Managing Controller, or other relevant person

A1 Provide Company records for the dates shown in the box on the opposite column of this page.

Complete this form, and send it to the External Administrator by the date shown in the box on the opposite column of this page.

A2 Do you have the **INSTRUCTIONS** for completing this form?

No You must download a copy from www.asic.gov.au/forms/507

Yes Before you start, **READ PART A INSTRUCTIONS p2-p4**

They explain:

- why you received this Report
- your role in completing it
- how to complete it.

A3 **READ PART A INSTRUCTION A3 p5**

It explains the information you should provide and how to attach it to this Report

Name of Company under external administration

TAHMOOR COAL PTY LTD

ACN/ABN

076 663 968

Registered office

Street/Unit number and name

Level 34, 50 Bridge Street

Suburb/City

State/Territory

Postcode

Sydney, NSW, 2000

Principal place of business

Street/Unit number and name

Level 34, 50 Bridge Street

Suburb/City

State/Territory

Postcode

Sydney, NSW, 2000

Date the Company commenced trading

4/12/1996

Date the Company ceased trading

/ /

Your answers to questions on this page will be available **ON THE PUBLIC RECORD**

Does the Company have other places of business?

- No
- Yes Give details below

Street/Unit number and name

2975 Remembrance Driveway

Suburb/City State/Territory Postcode

Bargo, NSW, 2574

Is the Company a trustee of a Trust?

- No Go to Question **A4**
- Yes **READ PART A INSTRUCTION A3 p6**

Name of Trust

What the Company owns and owes

(Assets and Liabilities)

A4 Does the Company own any assets as listed below?

Tick the boxes below as appropriate and provide information as an attachment.

READ PART A INSTRUCTION A4 p6. It explains the information you should provide and defines terms, and shows how to attach it to this Report.

Bank accounts

- No
- Yes Give the account name and account number to the External Administrator.

Crypto assets or cryptocurrency

- No
- Yes Give the public and private crypto keys to the External Administrator.

Motor vehicles

- No
- Yes

Plant and equipment

- No
- Yes

Inventory

- No
- Yes

Real property

- No
- Yes

Other assets

- No
- Yes

Does the Company hold property on trust?

- No
- Yes

Is the Company a trustee of a superannuation fund?

- No
- Yes

If you ticked NO to all the items, explain why the Company has no assets.

A5 Is the Company owed money?

(Debtors)

- No Go to Question **A6**
- Yes **READ PART A INSTRUCTION A5 p9.** It explains the information you should provide and how to attach it to this Report.

Your answers to questions on this page will be available **ON THE PUBLIC RECORD**

A6 Does the Company owe money to its employees?

- No Go to Question **A7**
- Yes **READ PART A INSTRUCTION A6 p11.** It explains the information you should provide and how to attach it to this Report.

Wages or salary

- No
- Yes

Annual leave (holiday pay)

- No
- Yes

Long service leave

- No
- Yes

Superannuation

- No
- Yes

Redundancy

- No
- Yes

Payment in lieu of notice

- No
- Yes

Other (such as reimbursement of expenses)

- No
- Yes

A7 Does the Company owe money, goods or services to others (other than to employees)?

READ PART A INSTRUCTION A7 p12.

Suppliers of goods/services (including contractors and subcontractors)

- No
- Yes

Government bodies (e.g. ASIC, local council)

- No
- Yes

Landlords (e.g. rent)

- No
- Yes

Leased equipment or transport

- No
- Yes

Utilities (gas, electricity, telephone, water)

- No
- Yes

Email and web service providers

- No
- Yes

Banks (including credit cards)

- No
- Yes

Personal loans

- No
- Yes

Tax (ATO for company tax, GST, PAYG, State Revenue Office for payroll tax/land tax)

- No
- Yes

Other

- No
- Yes (please specify)

Please see Annexure A7

Your answers to questions on this page will be available **ON THE PUBLIC RECORD**

A8 Have you provided the full details asked for in Questions **A4 to A7** including all attachments?

No **PLEASE BE AWARE:**
You must provide information in this Report to the best of your ability. You can be penalised for giving false information.
READ PART A INSTRUCTION A8 p15.
It explains what can happen if you give false information.

Yes Go to Question **A9** to the best of my knowledge

A9 Declaration by Director, Secretary, Managing Controller, or person nominated by the External Administrator

Part A (Form 507) of this Report is a legal document.

READ PART A INSTRUCTION A9 p15. It describes the Report's legal status.

It also explains the information you should provide and how to attach it to this Report.

Part A (Form 507) and, where relevant, Part B of this Report should be completed and delivered to the External Administrator by the date at **A1 p3.**

The External Administrator will then lodge Part A with ASIC.

Part B does not form part of ASIC Form 507 and is not lodged with ASIC. But section 530A of the *Corporations Act 2001* requires Company Directors to help liquidators and provisional liquidators where they reasonably require. Failure to comply with such a request is a strict liability offence. Part B is not applicable for managing controllers.

❖ I declare that the answers to the questions contained in Part A (Form 507) of the Report and the contents of all attachments to Part A of the Report are true, correct and complete to the best of my knowledge and belief at the date of this declaration.

Name
Please see Annexure A9

Position

Signature

Date

A director of a court liquidation, s475(1), must also sign Form 507A.

A10 Declaration by Managing Controller

READ PART A INSTRUCTION A10 p16.

❖ In my capacity as the Managing Controller, I declare that where I have omitted information, I have done so in accordance with Section 421A(4) of the *Corporations Act 2001* and have included the notice required by s421A(5) with this Report.

Name

Signature

Date

Table A4

This is the annexure of Page/s 1 of 1 marked A4 mentioned in Part A signed by _____ and dated 19/02/2026

Assets Owned by the Company

| ASSET DESCRIPTION | LOCATION/ ADDRESS OF ASSET | SECURITY HELD BY | BOOK VALUE | ESTIMATED ASSET VALUE | VALUE OF SECURITY | NET REALISABLE VALUE | TICK IF DISPOSED OF IN THE LAST 6 MONTHS |
|----------------------------------|-------------------------------|---------------------------------|------------------|--------------------------|----------------------|-------------------------|--|
| Cash and cash equivalents | | | | | | | |
| Restricted cash | | | \$ 30,017,614.00 | unknown | | | <input type="checkbox"/> |
| Cash at Bank | | | \$ 324,287.38 | unknown | | | <input type="checkbox"/> |
| Current Assets | | | | | | | |
| Receivables | | | \$ 21,613,200.36 | unknown | | | <input type="checkbox"/> |
| Loans to related parties | | | \$ 1,945,797.81 | unknown | | | <input type="checkbox"/> |
| Inventories | | | ■ | unknown | | | <input type="checkbox"/> |
| Current tax assets | | Withheld for commercial reasons | \$ 59,567,727.90 | unknown | | | <input type="checkbox"/> |
| Other current assets | | | \$ 2,368,022.91 | unknown | | | <input type="checkbox"/> |
| OSM Receivable | | | \$ 33,137,356.21 | unknown | | | <input type="checkbox"/> |
| Non-Current Assets | | | | | | | |
| Receivables | | | \$ 9,650,656.55 | unknown | | | <input type="checkbox"/> |
| Property, plant and equipment | | | ■ | unknown | | | <input type="checkbox"/> |
| Mine development expenditure | | Withheld for commercial reasons | ■ | unknown | | | <input type="checkbox"/> |
| Other intangibles | | | ■ | unknown | | | <input type="checkbox"/> |
| Deferred tax assets | | | \$ 100,959.38 | unknown | | | <input type="checkbox"/> |

Table A5

This is the annexure of Page/s 1 of 1 marked A5 mentioned in Part A signed by _____ and dated 19/02/2026

Money Owed to the Company

| DEBTOR NAME | DESCRIPTION | DEBTOR ADDRESS | AMOUNT OUTSTANDING | ESTIMATED AMOUNT REALISABLE | PPSR (IF APPLICABLE) | SECURITY TYPE | DATE SECURED |
|--------------------------------|-------------|----------------|--------------------|-----------------------------|----------------------|---------------|--------------|
| Liberty Bell Bay | | | \$ 1,945,797.81 | Unknown | | | |
| OneSteel Manufacturing Finance | | | \$ 33,137,356.21 | Unknown | | | |
| | | | | | | | |
| | | | | | | | |

Table A7

This is the annexure of Page/s 1 of 8 marked A7 mentioned in Part A signed by _____ and dated 19/02/2026

Amounts the Company owes to its creditors

| CREDITOR'S NAME | POSTAL ADDRESS IN FULL | EMAIL ADDRESS | TICK IF SECURED | PPSR (IF APPLICABLE) | IF SECURED, GIVE ASSET DETAILS | TICK IF RELATED PARTY | AMOUNT OWING |
|---|------------------------|---------------|-------------------------------------|----------------------|--------------------------------|-------------------------------------|-------------------|
| Secured Related Creditors | | | | | | | |
| Liberty Primary Metals Australia | | | <input checked="" type="checkbox"/> | | | <input checked="" type="checkbox"/> | \$ 63,745,621.51 |
| Secured Unrelated Creditors | | | | | | | |
| GLAS Nominees | | | <input checked="" type="checkbox"/> | | | <input type="checkbox"/> | \$ 175,970,310.00 |
| Office of State Revenue - Royalty | | | <input checked="" type="checkbox"/> | | | <input type="checkbox"/> | \$ 31,298,765.42 |
| RSTAR MINING PTY LTD | | | <input checked="" type="checkbox"/> | | | <input type="checkbox"/> | \$ 11,444,277.97 |
| COUGAR CAPITAL PTY LTD | | | <input checked="" type="checkbox"/> | | | <input type="checkbox"/> | \$ 861,080.00 |
| Unsecured Related Creditors | | | | | | | |
| AQCEL INFOTECH LIMITED | | | <input type="checkbox"/> | | | <input checked="" type="checkbox"/> | \$ 10,713,380.96 |
| INFRABUILD STEEL CENTRE INFRABUILD TRADING PTY LTD | | | <input type="checkbox"/> | | | <input checked="" type="checkbox"/> | \$ 7,350,788.00 |
| SIMEC Group Ltd | | | <input type="checkbox"/> | | | <input checked="" type="checkbox"/> | \$ 2,463,928.00 |
| AUSTRALIAN STEEL COMP OPER P/L | | | <input type="checkbox"/> | | | <input checked="" type="checkbox"/> | \$ 2,180,613.00 |
| Tasco - Laverton | | | <input type="checkbox"/> | | | <input checked="" type="checkbox"/> | \$ 2,180,612.50 |
| ARRIUM MINING SERVICES ASIA LIMITED | | | <input type="checkbox"/> | | | <input checked="" type="checkbox"/> | \$ 1,396,575.00 |
| ONE STEEL MANUFACTURING PTY LTD | | | <input type="checkbox"/> | | | <input checked="" type="checkbox"/> | \$ 1,013,600.00 |
| Infrabuild Australia Finance | | | <input type="checkbox"/> | | | <input checked="" type="checkbox"/> | \$ 831,201.01 |
| Liberty Holdings Australia Pty Ltd | | | <input type="checkbox"/> | | | <input checked="" type="checkbox"/> | \$ 577,638.63 |
| GFG Financial Services Ltd | | | <input type="checkbox"/> | | | <input checked="" type="checkbox"/> | \$ 432,239.29 |
| Unsecured Unrelated Creditors | | | | | | | |
| Office of State Revenue - Non Royalty | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 2,260,039.50 |
| COAL MINES INSURANCE | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 8,986,044.53 |
| AURIZON OPERATIONS LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 5,511,915.22 |
| JOY GLOBAL AUSTRALIA PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 4,717,875.66 |
| ORIGIN ENERGY ELECTRICITY LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 3,310,388.39 |
| BIS INDUSTRIES LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 2,641,376.86 |
| SYDNEY WATER CORPORATION LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 2,265,129.56 |
| WOLLONDILLY SHIRE COUNCIL | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 1,966,197.98 |
| EICKHOFF AUSTRALIA PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 1,632,603.53 |
| COUGAR DRILLING PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 1,373,089.82 |
| CS G.A.S. PTY. LTD. | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 1,263,613.08 |
| PPK MINING EQUIPMENT P/L | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 1,230,902.60 |
| MINOVA AUSTRALIA PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 934,463.62 |
| NEPEAN LONGWALL PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 772,648.02 |
| PORT KEMBLA COAL TERMINAL LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 751,734.69 |
| LONGWALL HAUL (AUST) PTY LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 721,977.98 |
| COALFIELD MAINTENANCE PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 712,417.26 |
| SUBSIDENCE ADVISORY DEPARTMENT OF CUSTOMER SERVICE | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 687,478.46 |
| MEGABOLT AUSTRALIA PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 645,967.00 |
| ATOM SUPPLY AQUA TERRA OIL AND MINERAL SERVICE | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 636,845.33 |
| NEPEAN CONVEYORS PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 585,973.20 |
| WARATAH ENGINEERING PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 551,944.10 |
| MINES RESCUE PTY LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 511,901.06 |
| MINE SAFETY TECHNICAL SERVICES MINES RESCUE PTY LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 506,275.71 |
| JVE CONTRACTORS PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 486,905.69 |

Table A7

This is the annexure of Page/s 2 of 8 marked A7 mentioned in Part A signed by _____ and dated 19/02/2026

Amounts the Company owes to its creditors

| CREDITOR'S NAME | POSTAL ADDRESS IN FULL | EMAIL ADDRESS | TICK IF SECURED | PPSR (IF APPLICABLE) | IF SECURED, GIVE ASSET DETAILS | TICK IF RELATED PARTY | AMOUNT OWING |
|---|------------------------|---------------|--------------------------|----------------------|--------------------------------|--------------------------|---------------|
| HBT AUSTRALIA PTY LIMITED (FX) | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 465,979.02 |
| COASTWIDE ENGINEERING PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 392,543.25 |
| FENNER DUNLOP AUSTRALIA PTY. LTD. | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 386,100.00 |
| TBP SERVICES PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 380,201.25 |
| JDB CONTRACT SERVICES PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 361,306.44 |
| CLEARY BROS (BOMBO) PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 343,458.27 |
| HUESKER AUSTRALIA PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 341,673.31 |
| ATOPAYG | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 332,260.00 |
| INDUSTRIAL - PROJECT PORTFOLIO MGT | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 328,640.11 |
| STRATA PRODUCTS AUSTRALIA PTY. LIMI | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 321,906.67 |
| AUSCONNEX EDWARDS U PTY LIMITED & OTHERS | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 315,005.41 |
| CUT COAL TECHNOLOGY DRICO MINING TECHNOLOGY PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 309,608.58 |
| DEPARTMENT OF REGIONAL NSW | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 283,834.60 |
| JENNMAR AUSTRALIA PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 225,287.13 |
| STANTEC AUSTRALIA PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 215,619.25 |
| EMTIVAC ENGINEERING PTY. LTD. | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 207,482.40 |
| J. BLACKWOOD & SON PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 194,984.17 |
| CLARKS MINING SERVICES KALGARRA PTY. LTD. | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 193,964.72 |
| OMYA AUSTRALIA PTY LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 188,139.60 |
| SANDVIK MINING AND CONSTRUCTION AUS | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 186,987.75 |
| ASHURST AUSTRALIA P BREDEN & P.A JENKINS & P.D MCCULL | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 174,881.18 |
| QUAKER HOUGHTON AUSTRALIA PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 166,731.18 |
| PBE RUTHERFORD MINING PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 166,498.27 |
| SMEC AUSTRALIA PTY. LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 165,311.30 |
| RELIANCE HEXHAM P/L | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 162,585.50 |
| CYBERCX PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 161,462.60 |
| METSO AUSTRALIA PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 154,501.60 |
| AUSTRALIAN ACCESS HIRE PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 151,059.12 |
| BINGO WASTE SERVICES PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 149,139.07 |
| ONTRAK ENGINEERING PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 147,339.50 |
| STATEWIDE BEARINGS PARTOUT PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 145,531.10 |
| GEOGAS PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 144,677.06 |
| ELLTON LONGWALL PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 138,050.00 |
| J&I VAC PTY LTD J & J VAC PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 133,653.19 |
| INSIGHT ENTERPRISES AUSTRALIA PTY | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 130,446.23 |
| FLSMIDTH PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 128,271.60 |
| OE INNOVATIONS PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 122,605.68 |
| T&C SERVICES PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 122,366.79 |
| PLATINUM CABLES PTY LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 119,839.50 |
| CO FIBREGLASS DIRECT OPS P/L 1site for CQ Fibreglass Operations | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 114,708.00 |
| NEXON ASIA PACIFIC PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 107,723.29 |
| REDOX PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 103,199.53 |
| IMPACT MINING EQUIPMENT | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 102,556.64 |
| VLI CONVEYORS PTY LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 98,243.42 |
| DYNELEC (AUSTRALIA) DYNAMIC ELECTRICAL CONSTRUCTIONS PT | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 91,522.24 |

Table A7

This is the annexure of Page/s 3 of 8 marked A7 mentioned in Part A signed by _____ and dated 19/02/2026

Amounts the Company owes to its creditors

| CREDITOR'S NAME | POSTAL ADDRESS IN FULL | EMAIL ADDRESS | TICK IF SECURED | PPSR (IF APPLICABLE) | IF SECURED, GIVE ASSET DETAILS | TICK IF RELATED PARTY | AMOUNT OWING |
|--|------------------------|---------------|--------------------------|----------------------|--------------------------------|--------------------------|--------------|
| WESTPAC QUICKSUPER | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 85,749.30 |
| MINING PROJECTS AUSTRALIA PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 82,192.48 |
| GEOMATIX GNSS MONITORING PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 81,312.00 |
| TS GLOBAL PTY LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 81,066.73 |
| RINGWAY HOLDINGS P/L T/AS RINGWAY C RINGWAY HOLDINGS PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 79,136.09 |
| BRAY CONTROLS PACIFIC PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 77,327.80 |
| GLENCORE AUSTRALIA HOLDINGS PTY LIM | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 76,936.66 |
| DSL UNDERGROUND AUSTRALIA PTY LIMIT | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 75,493.93 |
| SEAM SURVEYS PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 72,861.25 |
| WINGECARRIBEE SHIRE COUNCIL | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 70,180.19 |
| ADVANCED CHAIN TECHNOLOGIES P/L | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 70,076.34 |
| MINE SITE TECHNOLOGIES P/L | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 69,511.77 |
| BETTER SAFE PEST & WEED MANAGEMENT | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 66,593.60 |
| ATLAS RUBBER PTY LTD ATLAS RUBBER & CERAMIC TILING PTY L | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 64,008.60 |
| EILBECK CRANES THE EILBECK UNIT TRUST | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 61,980.60 |
| ARA ELECTRICAL HIGH VOLT SERV P/L | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 61,367.90 |
| WORLEY CONSULTING PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 59,615.60 |
| SICK PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 59,393.40 |
| HBT AUSTRALIA PTY LIMITED (AUD) HBT AUSTRALIA PTY LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 58,739.37 |
| NICHE ENVIRONMENT AND HERITAGE PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 57,660.90 |
| MINCO TECH AUSTRALIA PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 57,598.20 |
| AUST COAL RESEARCH LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 57,030.43 |
| ESP SECURITY *SCOTT BAKER FAM TRUST The trustee for Scott Baker Family | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 55,172.83 |
| STRATEGIC CORPORATE TRAINING P/L | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 54,000.00 |
| SLR CONSULTING AUSTRALIA PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 51,458.00 |
| LVA PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 51,160.78 |
| ABOVE & BELOW EQUIPMENT HIRE PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 48,978.27 |
| ACM ENGINEERING SERVICES PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 48,727.62 |
| AHI-CARRIER (AUSTRALIA) PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 47,740.55 |
| NORTHBRIDGE SYSTEMS VOIP PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 47,334.93 |
| INTELEX TECHNOLOGIES, U.L.C | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 46,293.46 |
| JLP FIRE SERVICE PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 46,289.10 |
| ROTECH AUSTRALIA P/L | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 46,248.40 |
| TOULENG SERVICES PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 45,944.39 |
| BLOOR RAIL PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 44,776.80 |
| LIBERTY STEEL GROUP LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 44,261.10 |
| R D MINING PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 43,482.49 |
| DRILLERS WORLD AUSTRALIA PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 43,472.00 |
| SELDOM SEEN GROUP PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 43,285.00 |
| ROONEY PHYSIOTHERAPY PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 43,007.80 |
| FLENDER PTY. LTD. | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 42,319.20 |
| MADE PARTNERS LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 42,242.68 |
| ASAH DIAMOND INDUSTRIAL AUST P/L | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 41,216.03 |
| BUREAU VERITAS ASSET INTEGRITY | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 41,178.72 |
| MMD AUSTRALIA PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 39,768.30 |
| MARATHON TYRES PTY LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 38,798.10 |

Table A7

This is the annexure of Page/s 4 of 8 marked A7 mentioned in Part A signed by _____ and dated 19/02/2026

Amounts the Company owes to its creditors

| CREDITOR'S NAME | POSTAL ADDRESS IN FULL | EMAIL ADDRESS | TICK IF SECURED | PPSR (IF APPLICABLE) | IF SECURED, GIVE ASSET DETAILS | TICK IF RELATED PARTY | AMOUNT OWING |
|---|------------------------|---------------|--------------------------|----------------------|--------------------------------|--------------------------|--------------|
| MYNE FIT PTY LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 38,531.95 |
| ALS WATER AND HYDROGRAPHICS PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 38,389.96 |
| AUSTIDAC PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 36,581.69 |
| JONDEN HOLDINGS PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 36,102.00 |
| BURRELL MINING PRODUCTS (AUST) PTY | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 35,925.12 |
| CLEARY BROS MAAS PILANT HIRE PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 35,456.45 |
| MENTAL HEALTH MOVEMENTS PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 34,400.30 |
| CONTROL SYSTEMS TECHNOLOGY PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 33,830.96 |
| QUARTEX SOFTWARE PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 32,422.14 |
| AESSEAL NSW PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 31,515.00 |
| EVORO CLEANWAY GROUP PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 30,814.30 |
| AUSTRALIAN LABORATORY SERVICES PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 30,000.00 |
| BYRNES GEOTECHNICAL PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 29,749.01 |
| TECHBUY PTY. LTD. | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 26,190.91 |
| EMM CONSULTING PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 25,591.39 |
| SEW-EURODRIVE PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 25,553.00 |
| CONSULTING EARTH SCIENTISTS PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 24,949.10 |
| COMBINED MINING SERVICES PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 24,717.00 |
| HW HOLDSWORTH WATCHMAKER & JEWELLER | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 23,540.00 |
| HODERS PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 23,166.00 |
| CRF Pty Ltd | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 23,100.00 |
| H & B ARROW ELECTRICAL SERVICES | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 22,792.00 |
| M L A HOLDINGS PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 22,508.20 |
| VIATEK NEW SOUTH WALES PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 22,123.75 |
| OMS ENGINEERING PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 22,045.10 |
| Integrity Pump Sales Pty Limited | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 22,000.00 |
| RSM AUSTRALIA PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 21,937.60 |
| BURRELL SERVICES AUSTRALIA PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 21,763.75 |
| OIL TEST PTY. LTD. | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 21,757.31 |
| JOHNSON WINTER & SLATTERY | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 21,131.83 |
| SLAM ENGINEERING & CONSULTING PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 20,777.36 |
| GRIGGS ENGINEERING AND MANAGERIAL SERVICES PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 20,671.24 |
| HUNTER MINECAT SALES PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 20,649.98 |
| CLAYTON LUTZ | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 20,291.93 |
| MINE SUBSIDENCE ENGINEERING CONSULT | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 20,170.70 |
| LW HYDRAULICS PTY LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 20,079.60 |
| WATER NSW | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 20,003.50 |
| SAFEMWAY SCAFFOLDING PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 19,915.90 |
| ZOHO CORPORATION PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 19,424.77 |
| DASSAULT SYSTEMES AUSTRALIA PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 19,349.00 |
| RISK MANAGEMENT TECHNOLOGIES PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 19,253.93 |
| IOCANE PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 18,839.67 |
| FLEET PARTNERS PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 18,474.58 |
| PARK ENGINEERING & BLUE HEELER MINI The Trustee for LAND K CUSTOM CNC | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 18,432.03 |
| STEMMAR ENTERPRISES PTY. LTD. | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 18,191.09 |
| PSM CONSULTING SERVICES PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 18,118.86 |
| COUGAR MINING GROUP PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 18,106.00 |
| Fluid Tech Hydraulics Pty Ltd | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 18,106.00 |

Table A7

This is the annexure of Page/s 5 of 8 marked A7 mentioned in Part A signed by _____ and dated 19/02/2026

Amounts the Company owes to its creditors

| CREDITOR'S NAME | POSTAL ADDRESS IN FULL | EMAIL ADDRESS | TICK IF SECURED | PPSR (IF APPLICABLE) | IF SECURED, GIVE ASSET DETAILS | TICK IF RELATED PARTY | AMOUNT OWING |
|---|------------------------|---------------|--------------------------|----------------------|--------------------------------|--------------------------|--------------|
| DAMSTRA TECHNOLOGY PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 18,074.73 |
| MINE SAFETY INSTITUTE OF AUSTRALIA | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 18,020.00 |
| KETAC MINING SOLUTIONS THE TRUSTEE FOR KETAC MINING SOLUTIONS | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 17,418.83 |
| ALL-PRO CHEMICAL & HOSPITALITY SUPP MICHALIS GROUP PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 17,385.50 |
| MINTECH PTY LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 17,286.39 |
| CONITECH AUSTRALIA PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 17,171.55 |
| JOHN R TURK AUSTRALIAN REGIONAL WHOLESALERS PTY | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 17,067.12 |
| SPLICE-TECH PTY LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 16,940.00 |
| BLACK DIAMOND | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 16,671.60 |
| SAFETY IN MINES TESTING AND RESEARCH STATION | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 16,663.90 |
| TAFE NSW TECHNICAL AND FURTHER EDUCATION COM | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 16,654.00 |
| STRATA TESTING SERVICES PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 16,159.00 |
| HYCHEM INTERNATIONAL PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 16,074.30 |
| DALLAS MINING SERVICES PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 16,060.00 |
| Globetech Construction Pty Ltd | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 15,852.47 |
| S.O.A.R. The Trustee for LUCKNOW SEAHORSE TR | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 15,284.00 |
| SAFE WORK LABORATORIES PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 15,082.40 |
| KARA MAGNETITE PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 14,870.10 |
| Trazblend Pty Ltd THE TRUSTEE FOR DUNBIER FAMILY TRUS | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 14,847.20 |
| PIDGEOON CIVIL ENGINEERING P/L | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 14,206.50 |
| KOMATSU FORKLIFT AUSTRALIA PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 13,943.73 |
| ST JOHN AMBULANCE AUSTRALIA (NSW) | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 13,491.21 |
| HWL EBSWORTH LAWYERS THE MARTINEZ HWL PRACTICE TRUST & W | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 13,235.75 |
| ELITE MINING EQUIPMENT PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 13,165.90 |
| SAFework NSW DEPARTMENT OF | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 12,853.50 |
| VEGA AUSTRALIA PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 12,823.80 |
| INTEGRATED PROJECT CONSULTING P/L | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 12,672.00 |
| SOUTHERN MINE HIRE PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 12,547.11 |
| INDUSTREA MINING TECHNOLOGY PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 12,255.21 |
| POINT NINE GROUP THE TRUSTEE FOR RM PROPERTY GROUP | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 11,586.87 |
| NOVECOM PTY LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 11,580.80 |
| QUANTUM ENGINEERING & CONSULTING | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 10,975.38 |
| GEL INSTRUMENTATION PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 10,890.00 |
| SPECIALISED PAVEMENT SERVICES P/L | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 10,395.00 |
| ENRS PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 10,340.00 |
| BOC LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 9,974.91 |
| The Trustee for Lynton Solutions P/L | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 9,900.00 |
| EXTREME DIAMOND TOOLS PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 9,707.50 |
| ALL AUSTRALIAN SAFETY PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 9,548.39 |
| SWEETING CONSULTING PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 9,495.75 |
| TWO WAY CRANES PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 9,318.08 |
| AUSTRALIAN RAIL TRACK CORPORATION | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 9,024.38 |

Table A7

This is the annexure of Page/s 6 of 8 marked A7 mentioned in Part A signed by _____ and dated 19/02/2026

Amounts the Company owes to its creditors

| CREDITOR'S NAME | POSTAL ADDRESS IN FULL | EMAIL ADDRESS | TICK IF SECURED | PPSR (IF APPLICABLE) | IF SECURED, GIVE ASSET DETAILS | TICK IF RELATED PARTY | AMOUNT OWING |
|---|------------------------|---------------|--------------------------|----------------------|--------------------------------|--------------------------|--------------|
| SOUTHERN RAIL SURVEYS PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 8,976.00 |
| SYNTECHRON PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 8,946.50 |
| HIL PERMA AUSTRALIA PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 8,905.13 |
| ORICA AUSTRALIA PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 8,668.88 |
| SADA SERVICES PTY LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 8,337.86 |
| ENERAQUE PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 8,230.20 |
| AUTODESK AUSTRALIA PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 8,223.40 |
| AIRPLANT SERVICES PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 8,191.70 |
| DATANET ASIA PACIFIC PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 8,042.10 |
| PEMPEK SYSTEMS PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 8,030.00 |
| PLE CORP PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 7,988.75 |
| ABB AUSTRALIA PTY LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 7,775.55 |
| EMERSON PROCESS MANAGEMENT AUSTRALIA PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 7,700.40 |
| DUSTPRO PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 7,700.00 |
| ASPEL CLEANING EQUIPMENT PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 7,516.33 |
| T & G KELLY'S COURIERS PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 7,370.00 |
| TOX FREE AUSTRALIA PTY LTD CLEANAWAY CO PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 7,239.51 |
| ENERGY AUSTRALIA P/L | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 7,237.11 |
| DATA COM SYSTEMS (AU) PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 7,000.08 |
| TANKNOLOGY PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 6,854.90 |
| CUSTOM FLUIDPOWER PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 6,801.00 |
| HORNER, BRETT JOHN TA HORNER, BRETT JOHN | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 6,798.00 |
| TJ H2B ANALYTICAL SERVICES PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 6,589.00 |
| NORTON ROSE FULBRIGHT | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 6,497.15 |
| CLD DNU - SOUTH WEST HYDRAULICS SER | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 6,284.63 |
| QUESTDEN PTY LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 6,160.00 |
| JACOBS GROUP (AUSTRALIA) PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 6,142.40 |
| KEYBAY PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 6,000.00 |
| DEPT OF PLANNING IND & ENVIRONMENT | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 5,910.72 |
| VEOLIA WATER TECHNOLOGIES & SOLUTIONS AUSTRALIA PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 5,788.99 |
| HITACHI ENERGY AUSTRALIA PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 5,786.00 |
| JAMALICE PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 5,761.52 |
| AUSCO MODULAR PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 5,537.51 |
| HI-VIS SIGNS & SAFETY HUNTER VALLEY SIGNS PTY LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 5,505.35 |
| TRAKBLAZE PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 5,448.50 |
| COUGAR IME PTY LTD AUSTRALIAN MINING EQUIPMENT PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 5,387.84 |
| ENGINE SUPPLIES AND SERVICES PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 5,329.50 |
| BARBER, ROSS EDWARD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 5,321.10 |
| TAGTEAM AUSTRALIA PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 5,170.00 |
| BED ROCK HIRE PTY LTD BEDD ROCK HIRE PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 5,132.40 |
| MINING & ENERGY UNION | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 5,112.80 |
| AUSTRALIAN CONVEYOR TECHNOLOGIES PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 5,017.48 |
| DXC TECHNOLOGY AUSTRALIA PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 5,017.48 |

Table A7

This is the annexure of Page/s 7 of 8 marked A7 mentioned in Part A signed by _____ and dated 19/02/2026

Amounts the Company owes to its creditors

| CREDITOR'S NAME | POSTAL ADDRESS IN FULL | EMAIL ADDRESS | TICK IF SECURED | PPSR (IF APPLICABLE) | IF SECURED, GIVE ASSET DETAILS | TICK IF RELATED PARTY | AMOUNT OWING |
|--|------------------------|---------------|--------------------------|----------------------|--------------------------------|--------------------------|--------------|
| COMMUNITY LINKS WELLBEING LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 4,933.50 |
| COREGAS PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 4,923.75 |
| STOTT INDUSTRIAL SUPPLIES PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 4,907.86 |
| PIPE & ENGINEERING SUPPLY CO PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 4,621.10 |
| SPECIAL MINING SERVICES PTY LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 4,599.10 |
| WINGDOVE P/L T/A APPLIED INSPECTION | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 4,527.60 |
| ALFAGOMMA AUSTRALIA PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 4,511.43 |
| EARLY WARNING NETWORK PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 4,466.00 |
| GHD PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 4,445.10 |
| QUADIENT FINANCE AUSTRALIA PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 4,367.00 |
| Globetech Pty Ltd | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 4,224.00 |
| FLITE SOFTWARE NI LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 4,113.00 |
| GEOCHEMPET SERVICES TRILAB PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 4,088.70 |
| AUSTRALIAN WILDLIFE FOUNDATION LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 4,000.00 |
| BELTOR ENGINEERING P/L | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 3,898.40 |
| 3D SAFETY SERVICES PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 3,837.13 |
| COAL SERVICES PTY LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 3,766.40 |
| CUSTOM REAGENT SERVICES PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 3,630.00 |
| TURBO-VAC (AUST) PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 3,619.00 |
| Tahmoor Coll Community Consultative | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 3,578.81 |
| MENTSER PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 3,531.00 |
| VOITH TURBO PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 3,495.91 |
| FLEET PARTNERS PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 3,471.46 |
| A.C. WHALAN & CO. PTY. LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 3,442.99 |
| ONA PRINT GRAPHICS MAYMAB PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 3,340.70 |
| SOLID ENGINEERING PTY LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 3,272.78 |
| R. DUNCAN PTY LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 3,168.00 |
| PACIFIC DATA SYSTEMS AUSTRALIA PTY | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 3,160.30 |
| INLINE SYSTEMS PTY. LTD. | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 3,130.52 |
| SOUTH COAST HEALTH HUB THE TRUSTEE FOR | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 3,080.00 |
| SOUTH COAST HEALTH | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 3,031.49 |
| NORMET ASIA PACIFIC PTY. LTD. | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 2,990.00 |
| MYNESIGHT PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 2,915.00 |
| A & B MYLEC PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 2,820.73 |
| SOUTHWEST HYDRAULICS & PNEUMATICS S | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 2,647.42 |
| SUNDRAM ENTERPRISE PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 2,635.04 |
| PLATINUM FIRE SOLUTIONS PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 2,635.04 |
| VITAL RESUS AUSTRALIA PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 2,431.00 |
| EMDEE ELECTRICAL PTY LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 2,420.00 |
| AXYS CONSULTING PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 2,381.50 |
| QUANTUM AIR COMPRESSORS PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 2,337.50 |
| KLONDU GROUP PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 2,293.50 |
| J A MARTIN ELECTRICAL ARA ELECTRICAL | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 2,288.00 |
| ENGINEERING SERVICES | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 2,288.00 |
| SOTO GROUP PTY LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 2,262.70 |
| PORT DRILL SHARPENING PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 2,236.07 |
| WEIR MINERALS AUSTRALIA LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 2,176.90 |
| AMPCONTROL SWG PTY LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 2,112.00 |
| BDR PROJECTS BDRP PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 2,112.00 |
| BULLIVANT'S PTY LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 2,055.43 |
| AVWELD AUSTRALASIA PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 1,949.07 |

Table A7

This is the annexure of Page/s 8 of 8 marked A7 mentioned in Part A signed by _____ and dated 19/02/2026

Amounts the Company owes to its creditors

| CREDITOR'S NAME | POSTAL ADDRESS IN FULL | EMAIL ADDRESS | TICK IF SECURED | PPSR (IF APPLICABLE) | IF SECURED, GIVE ASSET DETAILS | TICK IF RELATED PARTY | AMOUNT OWING |
|--|------------------------|---------------|--------------------------|----------------------|--------------------------------|--------------------------|--------------|
| CROWN TECHNOLOGIES PTY LTD THE TRUSTEE FOR ANDERSON FAMILY TRU | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 1,929.22 |
| ASTRON TECHNOLOGY PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 1,888.00 |
| KENELEC SCIENTIFIC PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 1,826.00 |
| MACARTHUR GAS PTY LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 1,760.00 |
| MINE MADE PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 1,760.00 |
| CR KENNEDY & COMPANY P/L ALB C.R. KENNEDY & COMPANY PROPRIETARY | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 1,760.00 |
| FLS PUMPS P/L THE TRUSTEE FOR CASHMERE FAMILY TRU | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 1,743.92 |
| MADISON TECHNOLOGIES PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 1,741.54 |
| CAMDEN HIRE PTY LIMITED The Trustee for THE MICHAEL REGINAL | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 1,683.00 |
| RUTHERFORD ELECTRICAL ENGINEERING SERVICES | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 1,672.00 |
| Big Vision and Print TASECORP PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 1,458.43 |
| OUTBACK IMAGING PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 1,458.37 |
| HAMILTON BARNES ASSOCIATES INC | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 1,452.00 |
| NOTICE BOARD SYSTEMS PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 1,306.80 |
| DSR PRESTIGE PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 1,292.50 |
| JOSHUA RACKLYEFT | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 1,200.00 |
| SPECHECK LABORATORIES PTY LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 1,108.80 |
| XCEL ADMIN SERVICES LIM, RADMILA | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 1,105.00 |
| LEVELTEC ENGINEERING PTY LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 1,101.50 |
| TSR MECHANICAL REPAIRS NICK & BEJAYS MECHANICAL SERVICES PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 1,078.00 |
| FLOWCAL SCIENTIFIC DARKE, MICHAEL | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 1,034.00 |
| CLD DNU - QUEST NEWCASTLE BENQUEST PTY LTD & BURQUEST PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 1,024.00 |
| HIE HUNTER SIGNS PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 941.16 |
| SCOODA PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 880.00 |
| BTW COMMUNICATIONS PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 798.60 |
| ACTION HIRE PTY LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 723.47 |
| UNION RUBBER & ENGINEERING PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 673.20 |
| SINGLETON ENGINEERING SOLUTIONS PTY | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 652.50 |
| HITACHI CONSTRUCTION MACHINERY AUSTRALIA PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 596.63 |
| ILLAWARRA SHOALHAVEN LOCAL HEALTH DISTRICT | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 562.46 |
| BAINED HEALTHIA ALLIED PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 457.40 |
| SIRVA RELOCATION PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 385.00 |
| ALL-WAYS RIGGING GEAR | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 361.55 |
| APESMA | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 251.50 |
| STRIKE FORCE SERVICES PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 227.16 |
| ADVANCED ACCESS SECURITY | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 154.00 |
| SUBWAY TAHMOOR EATFRESH RESTAURANTS PTY LTD | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 119.95 |
| LEGALSTREAM AUSTRALIA PTY LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 94.38 |
| MATO AUSTRALIA PTY LIMITED | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 33.44 |
| HP FINANCIAL SERVICES (AUSTRALIA) | | | <input type="checkbox"/> | | | <input type="checkbox"/> | \$ 22.09 |

Table A9

This is the annexure of Page/s 1 of 1 marked A9 mentioned in Part A signed by _____ and dated 19/02/2026

Declaration by a Director, Secretary, or person nominated by the External Administrator

| NAME | SIGNATURE | DATE |
|------------------------|---|------------|
| SANJEEV GUPTA |  | 19/02/2026 |
| IAIN MARK HUNTER |  | 19/02/2026 |
| THEUNIS JACOBUS VICTOR |  | 19/02/2026 |

Form 5011

Corporations Act 2001

s436E, 439A

Insolvency Practice Rules (Corporations) 2016

s75-145(1)(c)

Copy of minutes of meeting

Liquidator details

Registered liquidator number

219954

Registered liquidator name

JOSEPH DAVID HAYES

Company details

Company name

TAHMOOR COAL PTY LTD

076 663 968

Section under which minutes are lodged

Date of meeting

19-02-2026

Are the minutes being lodged for a meeting convened under s436E, or s439A of the Corporations Act 2001?

Yes

Certification

I certify that the attached minutes of meeting are a true copy of the original minutes of meeting signed by the chair of the meeting as identified in the minutes.

Yes

Authentication

This form has been authenticated by
Name JOSEPH DAVID HAYES
This form has been submitted by
Name Joseph David HAYES
Date 27-02-2026

For more help or information

Web www.asic.gov.au
Ask a question? www.asic.gov.au/question
Telephone 1300 300 630

MINUTES OF THE FIRST MEETING OF CREDITORS OF:
TAHMOOR COAL PTY LTD (ADMINISTRATORS APPOINTED) ACN 076 663 968 (“THE
COMPANY”)
HELD AT JONES DAY OFFICES AT LEVEL 41, 88 PHILLIP ST, SYDNEY NSW 2000 (ALSO VIA
MICROSOFT TEAMS) ON 19 FEBRUARY 2026 AT 2:00 PM (AEDT)

CREDITORS AND OBSERVERS IN ATTENDANCE

As per the attached meeting attendance registers.

CHAIRPERSON

Joseph Hayes (**Administrator**, or **Chairperson**), Joint and Several Administrator of the Company opened the meeting at 2:00 PM (AEDT) and introduced the Wexted Advisors staff in attendance.

The Chairperson noted that the meeting was being held virtually and dial in details were made available upon request prior to the meeting.

The Chairperson advised that a meeting presentation was prepared and shared on the Microsoft Teams call.

NOTICE OF MEETING

The Chairperson advised that the meeting had been convened in accordance with the Notice of Meeting dated 12 February 2026. The Chairperson noted that the meeting had also been advertised on the Australian Securities and Investments Commission (**ASIC**) Insolvency Notices website <https://insolyncynotices.asic.gov.au> as required.

The Chairperson tabled a copy of the Notice of Meeting and the ASIC Advertisement of the Notice of Meeting, both dated 12 February 2026.

QUORUM AND DECLARATION OF CONVENIENCE

The Chairperson advised, in accordance with IPR 75-30, that the meeting was being held at a time and place convenient to the majority of creditors entitled to receive the Notice of Meeting and there was a quorum.

ATTENDANCE

The Chair noted that approximately 85 attendees were present at the commencement of the meeting, comprising creditors, proxy holders, and observers. In addition, approximately 70 proxies were held by the Administrators, some of which were special proxies and some of which were general proxies.

The following persons were noted as being in attendance (among others):

- Administrators and Support Staff: Joseph Hayes (Administrator and Chair); Erin Buczynski (Assistant to the Administrator); Calvin Wijaya (Support Staff); Chris Johnson (Administrator)
- Legal Representatives: Roger Dobson and representatives of Jones Day (legal advisors to the Administrators)

The Chair noted that a full attendance register, including all proxies and proofs of debt, would be made available on the Administrators' website.

DOCUMENTS TABLED

The Chairperson tabled the following documents for the Companies:

- Notice of Meeting as contained within the Initial Notice to Creditors dated 12 February 2026;
- Advertisement from the ASIC website - notice of appointment and meeting dated 12 February 2026;
- Attendance Register (confirming no creditors attending this meeting in person);

- Declaration of Independence, Relevant Relationships and Indemnities (**DIRRI**) dated 12 February 2026; and
- Initial Notice to Creditors dated 12 February 2026.
- Schedule of proxies and proofs of debt.

The Chairperson that the tabled documents were available for inspection or could be provided to creditors.

PURPOSE OF MEETING

The Chairperson advised that the meeting had been convened pursuant to Section 436E of the Corporations Act 2001 (**Act**) and that the purpose of the meeting was to consider:

- If proposed, the removal of the Administrators and the appointment of an alternate Administrator;
- Whether to appoint a Committee of Inspection (**COI**) for the Company, and if so, to decide who the members of the COI should be; and
- To provide creditors with an opportunity to ask questions about the administration.

The Chair noted that the second meeting of creditors was scheduled to be held on 18 March 2026, although this date may be subject to adjournment depending on the progress of the sale process.

DECLARATION OF INDEPENDENCE, RELEVANT RELATIONSHIPS AND INDEMNITIES

The Chairperson tabled the Administrators' DIRRI dated 12 February 2026. The Chairperson noted the following:

- The initial DIRRI was issued on 12 February 2025.
- An updated DIRRI was subsequently provided as part of an affidavit filed with the Court, as the Chair was not satisfied with the comprehensiveness of the initial declaration given the limited time available following the appointment.
- The appointment was referred to the Administrators by Mr Damien Hodgkinson of Olvera Advisors on 9 February 2025, following a series of discussions regarding the Company.
- The DIRRI disclosed an upfront payment of \$1 million received from the Company for funding of creditors, principally employees, which had been disbursed.
- Further funds had been received from a company related to the Company.
- The DIRRI included details of the Administrators' remuneration and schedule of rates.
- The Administrators remained of the view that they were independent and free from conflict of interest.

The Chair noted that a revised DIRRI would be made available on the Administrators' website and issued to creditors.

UPDATE ON ADMINISTRATION

The Chair provided the following background to the administration:

- The Administrators were appointed on 9 February 2025.
- The appointment followed a hearing in relation to a winding up application brought by a creditor, supported by other creditors, relating to long-outstanding debts.
- The directors took the view that the appointment of voluntary administrators was necessary, and the appointment was made the day before the winding up application was due to be heard on 10 February 2025.

The Chair outlined the status of the Court proceedings as follows:

- On 10 February 2025, the Administrators appeared in Court and requested that the winding up petition be adjourned for one week to permit investigations to be undertaken in relation to the sale process and liquidation options.
- A further affidavit was filed some days later addressing the Administrator's liability for funding obtained and lease liability.

- A third affidavit dated 17 February 2025 was filed, providing detailed information about the Company's affairs and requesting an adjournment of eight weeks to undertake a sale process.
- Following discussions in Court, it was determined that the winding up hearing would be adjourned for a further two weeks (to 5 March 2025) to allow more information to be provided to the Court regarding funding terms, the sale process, and participating parties.
- The affidavits would be made available on the Administrators' website once read into the Court record.

The Chair addressed the funding arrangements as follows:

- The Administrators entered into an agreement with a facility limit of \$40 million with Clydesdale Engineering Pty Ltd, a company related to the GFG Alliance group that shares directors with the directors who appointed the Administrators.
- To date, \$4.5 million had been drawn down under this facility, all of which had been applied to pay employees.
- Further drawdowns were expected in the coming days for employee payments and care and maintenance costs.
- The funding would enable the Administrators to commence a sale process.

The Chair noted that the first seven to ten days of the administration had been busy, with the Administrators undertaking the following activities:

- Developing an understanding of the business and visiting the site;
- Ensuring management, creditor, and employee support;
- Issuing required correspondence to creditors;
- Re-establishing supply arrangements;
- Undertaking early investigations;
- Making statutory notifications; and
- Satisfying obligations to the Court and managing the winding up application.

The Chair provided an overview of the Company:

- The Company was a material operation with a large number of employees, creditors, and suppliers.
- The Company had been in care and maintenance mode for some time, resulting in deteriorating revenue and negative profitability.
- The Company had relied heavily on related party support to continue paying employees during this period.
- The Chair expressed the view that a restart could be undertaken with the support of a purchaser.

The Chair outlined the Administrators' strategy as follows:

- The strategy was to continue to trade the business, obtain funding, and market the business for sale as quickly as possible.
- It was important that the Company's assets be taken to market in an open, transparent, and independent manner.
- The key objective was to resolve the future of the Company at the Court hearing on 5 March 2025.
- Voluntary administration was the appropriate procedure for the Company at this time.

QUESTIONS

The Chair invited questions from creditors. The following questions were raised:

Question from Mr Liam Fairhall (Company Secretary, PPK Mining Equipment Group): Mr Fairhall noted that the Company had attended a meeting held by Liberty Primary Metals Australia Pty Ltd (Subject to Deed of Company Arrangement) ("LPMA") in December where it was indicated that LPMA was embarking on a sale process for the shares of the Company. Mr Fairhall asked what the relationship was between the Administrators and LPMA, and whether they were working together or running parallel sale processes.

Response: The Chair responded that the usual course in matters such as this was for the sale process to be run at company and asset level. William Buck (as Deed Administrators of LPMA) had reached out to the Administrators cooperatively and positively to offer assistance in relation to a sale. The Chair was conscious of the work that had been done by William Buck and was of the view that all of that work could be appropriately leveraged by the Administrators. The Chair's view was that the sale process should be managed by the Administrators at asset level, as this gave buyers more flexibility and permitted buyers to bid on both shares and assets of the Company. This approach would allow the future of the Company (whether liquidation or deed of company arrangement) to be best pursued. All bidders from the William Buck process would be invited to participate, and the Administrators would continue to work cooperatively with William Buck.

Follow-up Question from Mr Liam Fairhall: Mr Fairhall asked whether LPMA or William Buck had put their sale process on hold.

Response: The Chair responded that they were still discussing this matter. The Chair did not want the process on hold just yet and wanted the bidders engaged in the share sale process to actively consider and continue that work. The Administrators would be speaking further with William Buck over the coming days to ensure there was clarity around how the process would be undertaken when they returned to Court in two weeks.

Further Question from Mr Liam Fairhall: Mr Fairhall asked whether Oaktree Capital (as secured creditor) had made any indication as to whether they intended to appoint a receiver.

Response: The Chair confirmed that it was certainly the right of a secured creditor in Oaktree's position to appoint a receiver should they wish. The Chair had given Oaktree the usual undertaking that they could appoint a receiver subject to their security at any time. However, because the Administrators were funded and in control of the business, the Chair's expectation was that Oaktree would reserve their rights and continue to work with the Administrators in a cooperative fashion.

RESOLUTIONS

The Chair noted that the Corporations Act permits creditors the opportunity to remove and replace the administrators. However, the Administrators had not been made aware of any alternative administrator, and no consent to act had been received from any alternative administrator. Accordingly, no resolution was put in relation to the removal or replacement of the Administrators.

The Chair explained that a committee of inspection is a group of creditors elected to represent creditors' interests generally. The Chair noted that the committee of inspection has the power to determine the Administrators' remuneration, in addition to providing advice to the Administrators.

The Chair invited nominations for the committee of inspection. The following nominations were received:

- (a) Robert Coluccio with Thomas Teal as alternate (Professionals Australia)
- (b) Bob Timbs with Mark Jenkins as alternate (Mining and Energy Union)
- (c) Jennifer Short with Paul Barnicoat as alternate (Coal Mines Insurance)
- (d) Allan Wardrop-Szilagyi with Timothy Sackar and Ashleigh Tang of White & Case as alternates (Global Loan Agency Services Australia Nominees Pty Ltd)
- (e) Michael Brereton with Rashnyl Prasad and Sean Wengel as alternate (WB, as deed administrators of Liberty Primary Metals Australia Pty Ltd)
- (f) Liam Fairhall with Bryce Baber as alternate (PPK Mining Equipment Pty Ltd)
- (g) Ashwin Narayan with Marilyn Sugumar as alternate (Revenue NSW)
- (h) Olivia Hitchens of Artemide Law with Jarred Danaher as alternate (R Star Mining)
- (i) Tristan Barnes with Andrew Grant as alternate (Aurizon Operations)
- (j) Damien Hodgkinson of Olvera Advisors (Infrabuild Trading Pty Ltd)

- (k) Charlie Wheatley with Cherry Eusebio as alternate (Project Portfolio Management (Industrial) Pty Ltd)
- (l) Troy Palmer (Cougar Mining Group Pty Ltd)
- (m) Marie Bokulic with John Bokulic as alternate (Coalfield Maintenance Pty Ltd)
- (n) Susan Croucher of the Department of Employment and Workplace Relations as observer

The Chair put the following resolution which was carried on the basis that there were no objections (due to the large number of creditors in attendance): "That a committee of inspection be formed comprising the members and alternates as set out above."

CLOSURE OF MEETING

The Chair thanked attendees for their participation and noted the following:

- The Administrators were confident that in the next fortnight they would clear away a few issues and respond to in Court in a compelling fashion.
- The Administrators hoped to keep the Company in administration and get it sold in the best manner possible.
- The Administrators would be in touch with committee members to organise a meeting of the committee in the coming short period.
- Contact details and the enquiries email address would be made available on the Administrators' website.

The Chair declared the meeting closed at approximately 2:40pm.

Signed as a true and correct record.


Joseph Hayes
Chairperson

Tahmoor Coal Pty Ltd (Administrators Appointed) - First Meeting of Creditors

Attendance Register

| Creditor Name | Class | Related Party? | POD/Claimed Amount/ Value of Security | Amount Admitted | Represented by | Proxy | Signature |
|--------------------------------------|----------|----------------|--|-----------------|---|---------|---|
| Abbey Ullrich | Priority | | 41,546.19 | 41,546.19 | Abbey-may nita Ullrich | Special | |
| Amanda Fitzgerald | Priority | | | 4,041.47 | Amanda Bateman | Special | |
| Brayden Pryde | Priority | | 74,175.88 | 37,511.01 | Brayden Pryde | Special | |
| Daniel John Kouzan | Priority | | 75,189.92 | 47,059.77 | | | Attended via Microsoft Teams |
| Garry Michael Neville | Priority | | | 56,184.11 | Mark Jenkins of Mining and Energy Union | Special | |
| Gary Pabis | Priority | | 85,409.07 | 85,409.07 | | | Attended via Microsoft Teams |
| Ian Flaxman | Priority | | 17,100.78 | 9,734.32 | The Chairperson | Special |  |
| Jackson Donald Bain | Priority | | 7,462.07 | 7,462.07 | | | Attended via Microsoft Teams |
| Jason Byrne | Priority | | 26,022.26 | 26,022.26 | CSOA | Special | Attended via Microsoft Teams |
| Luke Boon | Priority | | 114,646.47 | 114,646.47 | | | Attended via Microsoft Teams |
| Narendra Soni | Priority | | 18,998.98 | 18,998.98 | | | Attended via Microsoft Teams |
| Nathan Watson | Priority | | | | | | Attended via Microsoft Teams |
| Pushkin Rahman | Priority | | 3,333.92 | 3,333.92 | Pushkin Rahman | Special | |
| Sandesh Patel Srinivas Bhagyalakshmi | Priority | | 15,233.55 | 15,233.55 | Sandesh Patel Srinivas Bhagyalakshmi | Special | Attended via Microsoft Teams |
| Thomas James Henry | Priority | | 37,181.30 | 37,181.30 | Thomas James Henry | Special | Attended via Microsoft Teams |
| Tim McNeice | Priority | | 133,784.00 | 133,784.00 | | General | Attended via Microsoft Teams |
| Wayne Kitchen | Priority | | 95,116.10 | 95,116.10 | | | Attended via Microsoft Teams |
| Andrew Hazelton | Priority | | | | | | Attended via Microsoft Teams |
| David Corbett | Priority | | | | | | Attended via Microsoft Teams |
| Dylan Ballardin | Priority | | | | | | Attended via Microsoft Teams |
| Peter Vale | Priority | | | | | | Attended via Microsoft Teams |
| Phillip Jones | Priority | | | | | | Attended via Microsoft Teams |
| Billy Zhou | Priority | | | | | | Attended via Microsoft Teams |
| Jeff Vanson | Priority | | | | | | Attended via Microsoft Teams |
| Leanne Tomlins | Priority | | | | | | Attended via Microsoft Teams |
| Amy Walker | Priority | | | | | | Attended via Microsoft Teams |
| James Wakefield | Priority | | | | | | Attended via Microsoft Teams |
| Olivia Kimble | Priority | | | | | | Attended via Microsoft Teams |
| Peter Mott | Priority | | | | | | Attended via Microsoft Teams |
| Amanda Bateman | Priority | | | | | | Attended via Microsoft Teams |

Tahmoor Coal Pty Ltd (Administrators Appointed) - First Meeting of Creditors

Attendance Register

| Creditor Name | Class | Related Party? | POD/Claimed Amount/ Value of Security | Amount Admitted | Represented by | Proxy | Signature |
|---|----------|----------------|--|-----------------|---|---------|---|
| Carly Jones | Priority | | | | | | Attended via Microsoft Teams |
| Glenn Olejniczak | Priority | | | | | | Attended via Microsoft Teams |
| Thomas O'Brien | Priority | | | | | | Attended via Microsoft Teams |
| Brooke Johnson | Priority | | | | | | Attended via Microsoft Teams |
| Travis Lichtenberger | Priority | | | | | | Attended via Microsoft Teams |
| Shannon Hoad | Priority | | | | | | Attended via Microsoft Teams |
| Bailey Jones | Priority | | | | | | Attended via Microsoft Teams |
| Tamara Robertson | Priority | | | | | | Attended via Microsoft Teams |
| Jeff Brown | Priority | | | | | | Attended via Microsoft Teams |
| Shane Wilton | Priority | | | | | | Attended via Microsoft Teams |
| Carlin Gazzola | Priority | | | | | | Attended via Microsoft Teams |
| Shayley McCracken | Priority | | | | | | Attended via Microsoft Teams |
| Nick Le Baut | Priority | | | | | | Attended via Microsoft Teams |
| Asahi Diamond Industrial Australia Pty Ltd | Secured | | 41,216.03 | 41,216.03 | | | Attended via Microsoft Teams |
| Bis Industries Limited | Secured | | 3,095,152.50 | 3,095,152.50 | Anita Finnis, Andrew Brook | Special | Attended via Microsoft Teams |
| Black Diamond Modular Buildings Pty Ltd | Secured | | 16,671.60 | 16,671.60 | Jenna Smith | | Attended via Microsoft Teams |
| Commissioner Of State Revenue - Royalty | Secured | | 31,178,643.43 | 31,178,643.43 | Ashwin Narayan, Marilyn Sugumar and Martin De Santi | General | Attended via Microsoft Teams |
| Global Loan Agency Services Australia Nominees Pty Ltd As Security Trustee For The Beneficiaries Under The Security | Secured | | 20,026,536.55 | 20,026,536.55 | Timothy Sackar, Ashleigh Tang | General | Attended via Microsoft Teams |
| Global Loan Agency Services Australia Nominees Pty Ltd As Security Trustee For The Junior Beneficiaries Under The | Secured | | 183,683,071.17 | 183,683,071.17 | Timothy Sackar, Ashleigh Tang | General | Attended via Microsoft Teams |
| Impact Mining Equipment Pty Limited | Secured | | 110,984.55 | 110,984.55 | Christopher Laffey / The Chairman | | Attended via Microsoft Teams |
| Infrabuild Australia Finance Pty Ltd | Secured | Yes | 831,201.01 | 831,201.01 | Alex Mufford, Damien Hodgkinson | General | Attended via Microsoft Teams |
| Infrabuild Trading Pty Ltd | Secured | Yes | 7,345,455.40 | 7,345,455.40 | Alex Mufford, Damien Hodgkinson | General | Attended via Microsoft Teams |
| Joy Global Australia Pty Ltd | Secured | | 4,625,338.47 | 4,625,338.47 | Jo-Ann Conquest | | Attended via Microsoft Teams |
| MAAS Plant Hire Pty Ltd | Secured | | 375,382.02 | 375,382.02 | Alexander Dzang | General | Attended via Microsoft Teams |
| Mine Projects Australia Pty Ltd | Secured | | 82,192.42 | 82,192.42 | Michelle Miller | | Attended via Microsoft Teams |
| Nepean Longwall Pty Ltd | Secured | | 772,648.02 | 772,648.02 | Chairperson | Special |  |
| Ontrak Engineering Pty Ltd | Secured | | 147,339.50 | 147,339.50 | Chairperson | Special |  |
| PBE Rutherford Mining Pty Ltd | Secured | | 160,858.19 | 160,858.19 | Todd Saddington | General | Attended via Microsoft Teams |
| Qe Innovations Pty Ltd | Secured | | 122,605.68 | 122,605.68 | Michael Johnson | Special | Attended via Microsoft Teams |
| Redox Ltd | Secured | | 72,340.39 | 72,340.39 | Kassim Bhimani, Francisca Assa | Special | |

Tahmoor Coal Pty Ltd (Administrators Appointed) - First Meeting of Creditors

Attendance Register

| Creditor Name | Class | Related Party? | POD/Claimed Amount/ Value of Security | Amount Admitted | Represented by | Proxy | Signature |
|---|-----------|----------------|--|-----------------|---|---------|---|
| Rstar Mining Pty Ltd | Secured | | 11,185,540.30 | 11,185,540.30 | Olivia Hitchens, Jarred Danaher | Special | Attended via Microsoft Teams |
| Southern Mine Hire Pty Ltd | Secured | | 12,547.11 | 12,547.11 | Sean Fitzsimmons | | Attended via Microsoft Teams |
| Waratah Engineering Pty Ltd | Secured | | 550,893.13 | 550,893.13 | Kevin Thomas Parsons | Special | |
| Acm Engineering Services Pty Ltd | Unsecured | | 48,727.62 | 48,727.62 | Christopher Mason | Special | Attended via Microsoft Teams |
| Advanced Chain Technologies (Act) Pty Ltd | Unsecured | | 70,076.34 | 70,076.34 | Neill Greaves | Special | Attended via Microsoft Teams |
| All Australian Safety Pty Ltd | Unsecured | | 9,548.00 | 9,548.00 | Pia Gonzales | | Attended via Microsoft Teams |
| Aqcel Infotech Limited | Unsecured | Yes | 11,702,644.98 | 11,702,644.98 | Alex Mufford, Damien Hodgkinson | General | Attended via Microsoft Teams |
| Arrium Mining Services Asia Limited | Unsecured | Yes | 1,301,170.94 | 1,301,170.94 | Alex Mufford, Damien Hodgkinson | General | Attended via Microsoft Teams |
| Aspel Cleaning Equipment Pty Ltd | Unsecured | | 7,516.33 | 7,516.33 | Chairperson | Special |  |
| Aurizon Operations Limited | Unsecured | | 5,906,164.16 | 5,906,164.16 | Tristan Banes and Andrew Grant | General | Attended via Microsoft Teams |
| BDRP Pty Ltd trading as BDR Projects | Unsecured | | 2,728.00 | 2,728.00 | Robin David Braunack | Special | |
| Better Safe Pest & Weed Management Pty Ltd | Unsecured | | 91,174.20 | 74,912.90 | Peter Harper | | Attended via Microsoft Teams |
| Bloor Rail Pty Ltd | Unsecured | | 85,213.61 | 85,213.61 | Christopher Donald Bloor | Special | Attended via Microsoft Teams |
| Byrnes Geotechnical Pty Ltd | Unsecured | | 34,075.31 | 29,749.00 | Chairman | Special |  |
| Coal Mines Insurance | Unsecured | | 9,131,293.53 | 9,131,293.53 | Jennifer Short | General | Attended via Microsoft Teams |
| Coalfield Maintenance Pty Ltd | Unsecured | | 909,484.93 | 909,484.93 | Marie Angela Pakovic | General | |
| Coastwide Engineering Pty Ltd | Unsecured | | 392,543.25 | 392,543.25 | Andrew Zonneveld | Special | Attended via Microsoft Teams |
| Commissioner Of State Revenue - Land Tax And Surcharge Purchased Duty | Unsecured | | 3,278,192.94 | 3,278,192.94 | Ashwin Narayan, Marilyn Sugumar and Martin De Santi | General | Attended via Microsoft Teams |
| Consulting Earth Scientists Pty Ltd | Unsecured | | 36,789.50 | 36,789.50 | Duncan Lowe | Special | Attended via Microsoft Teams |
| Control Systems Technology Pty Ltd | Unsecured | | 33,830.96 | 33,830.96 | Aileen Barcelona | Special | Attended via Microsoft Teams |
| Cougar Drilling Pty Ltd | Unsecured | | 1,420,906.82 | 1,373,089.82 | Troy Palmer | Special | Attended via Microsoft Teams |
| Drillers World Australia Pty Ltd | Unsecured | | 43,472.00 | 43,472.00 | Paul Mander | | |
| Ellton Longwall Pty Ltd | Unsecured | | 138,050.00 | 138,050.00 | Simon Newton | General | Attended via Microsoft Teams |
| Endeavour Energy Pty Ltd | Unsecured | | | | Tim Dodson, Brad Hooker | | Attended via Microsoft Teams |
| Felsax Pty Ltd Tas All-Ways Rigging Gear | Unsecured | | 22,009.35 | 22,009.35 | Tahmoor Coal Pty Ltd | | |
| Geogas Pty Ltd | Unsecured | | 144,673.06 | 144,673.06 | David Batkin | Special | |
| GFG Financial Services Ltd | Unsecured | Yes | 467,071.51 | 467,071.51 | Alex Mufford, Damien Hodgkinson | General | Attended via Microsoft Teams |
| GHD Pty Ltd | Unsecured | | 4,445.10 | 4,445.10 | Chairperson | General | |
| GNSS Monitoring Pty Ltd trading as Geomatix | Unsecured | | 81,312.00 | 81,312.00 | Chairperson | Special |  |
| Griggs Engineering & Managerial Services Pty Ltd | Unsecured | | 20,777.36 | 20,777.36 | Chairman | | |

Tahmoor Coal Pty Ltd (Administrators Appointed) - First Meeting of Creditors

Attendance Register

| Creditor Name | Class | Related Party? | POD/Claimed Amount/ Value of Security | Amount Admitted | Represented by | Proxy | Signature |
|--|-----------|----------------|--|-----------------|---|---------|---|
| HBT Australia Pty Ltd | Unsecured | | 1,389,846.10 | 1,389,846.10 | Kevin Thomas Parsons | Special | Attended via Microsoft Teams |
| Huesker Australia Pty Ltd | Unsecured | | 341,673.31 | 341,673.31 | Damien Mdntyre (Director) | Special | Attended via Microsoft Teams |
| Iocane Pty Ltd | Unsecured | | 2,220.63 | 2,220.63 | Richard Payne | Special | |
| J and K Custom CNL Trust ABN 53 648 039 753 | Unsecured | | 18,227.08 | 18,227.08 | Chairman | Special |  |
| Jamallice Pty Ltd | Unsecured | | 5,786.00 | 5,786.00 | Kevin James Gander | Special | Attended via Microsoft Teams |
| Jennmar Australia Pty Ltd | Unsecured | | 226,327.81 | 226,327.81 | David Andrew Jefford | Special | Attended via Microsoft Teams |
| John Simon Chizzoniti | Unsecured | | 1,400.00 | 1,400.00 | John Simon Chizzoniti | Special | |
| JVE Contractors Pty Ltd | Unsecured | | 486,905.69 | 486,905.69 | Jimmy Vogt | | Attended via Microsoft Teams |
| Kalgarra P/L T/As Clarks Mining Services | Unsecured | | 208,778.42 | 193,251.92 | Chairperson | Special |  |
| Ketac Mining Solutions Pty Ltd | Unsecured | | 17,418.83 | 17,418.83 | Chairperson | Special |  |
| Keybay Pty Ltd Tas Camden Valley & Highlands Locksmiths | Unsecured | | 6,004.90 | 6,004.90 | Jade Savill | | Attended via Microsoft Teams |
| Liberty Holdings Australia Pty Ltd | Unsecured | Yes | 577,638.63 | 577,638.63 | Alex Mufford, Damien Hodgkinson | General | Attended via Microsoft Teams |
| Liberty Primary Metals Australia Pty Ltd (Subject To Doca) | Unsecured | Yes | 63,516,615.82 | 63,516,615.82 | Michael Brereton, Rashnyl Prasad, Sean Wengel | General | Attended via Microsoft Teams |
| Longwall Haul (Aust) Pty Ltd | Unsecured | | 823,256.55 | 823,256.55 | Zack Zwolinski | Special | |
| LW Hydraulics Pty Limited | Unsecured | | 285,641.45 | 285,641.45 | Susan Joanne Hegarty | Special | |
| Matthew David Foster | Unsecured | | 34,366.02 | 34,366.02 | U.M.W Tahmoor Lodge | Special | |
| Megabolt Australia Pty Ltd | Unsecured | | 670,967.00 | 645,967.00 | Thomas Hutchins | General | |
| Michalis Group Pty Ltd T/A Allpro Chemical & Cleaning Supplies | Unsecured | | 17,385.50 | 17,385.50 | Administrator | | |
| Mine Safety Institute Of Australia Pty Ltd | Unsecured | | 18,020.00 | 18,020.00 | Mark Parcell | Special | |
| Mine Site Technologies Pty Ltd | Unsecured | | 69,511.77 | 69,511.77 | Chairperson | Special |  |
| Mine Subsidence Engineering Consultants Pty Ltd | Unsecured | | 26,753.92 | 26,753.92 | Daryl Kay | General | |
| Mines Rescue Pty Ltd | Unsecured | | 1,010,840.87 | 1,010,840.87 | Jennifer Short | General | |
| Minova Australia Pty Limited | Unsecured | | 921,960.28 | 921,960.28 | Kylie Harvey | | Attended via Microsoft Teams |
| Nepean Conveyors Pty Ltd | Unsecured | | 585,973.20 | 585,973.20 | Chairperson | Special |  |
| One Steel Manufacturing Pty Ltd | Unsecured | Yes | 1,022,319.37 | 1,022,319.37 | Stephanie Rockefeller, Lara Wiggins | General | Attended via Microsoft Teams |
| Partout Pty Ltd (Statewide Bearings) | Unsecured | | 145,531.10 | 145,531.10 | Michael Thomson | Special | |
| Pidgeon Civil Engineering Pty Limited | Unsecured | | 6,699.00 | 6,699.00 | Allan Pidgeon | | Attended via Microsoft Teams |
| Platinum Cables Pty Ltd | Unsecured | | 119,839.50 | 119,839.50 | James Dunne | | Attended via Microsoft Teams |
| PLE Corp Pty Ltd | Unsecured | | 7,988.75 | 7,988.75 | Paul T Leslie | Special | |
| Port Kembla Coal Terminal Limited | Unsecured | | 751,734.69 | 751,734.69 | David Richards | General | Attended via Microsoft Teams |

Tahmoor Coal Pty Ltd (Administrators Appointed) - First Meeting of Creditors

Attendance Register

| Creditor Name | Class | Related Party? | POD/Claimed Amount/ Value of Security | Amount Admitted | Represented by | Proxy | Signature |
|---|-----------|----------------|--|-----------------|-------------------------------------|---------|--|
| PPK Mining Equipment Pty Ltd | Unsecured | | 1,277,564.60 | 1,277,564.60 | Liam Fairhall | General | Attended via Microsoft Teams |
| Project Portfolio Management (Industrial) Pty. Ltd. | Unsecured | | 328,640.11 | 328,640.11 | Cherry Eusebio and Charlie Wheatley | Special | Attended via Microsoft Teams |
| R D Mining Pty Ltd | Unsecured | | 39,160.00 | 39,160.00 | Rick Di Pietro | | Attended via Microsoft Teams |
| RM Property Group Trust tas Point Nine Group | Unsecured | | 11,586.87 | 11,586.87 | Matt Carroll | | Attended via Microsoft Teams |
| Rooney Physiotherapy Pty Ltd | Unsecured | | 45,800.00 | 45,800.00 | Chairperson | Special |  |
| Sada Services Pty Ltd | Unsecured | | 8,337.86 | 8,337.86 | David Dunbier | General | |
| Safeway Scaffolding Pty Ltd | Unsecured | | 39,022.50 | 19,563.50 | Wexted Advisors | Special | |
| Seam Surveys Pty Ltd | Unsecured | | 72,622.00 | 72,622.00 | Peter Sergeant | General | Attended via Microsoft Teams |
| Simec Group Limited | Unsecured | Yes | 2,583,551.31 | 2,583,551.31 | Alex Mufford, Damien Hodgkinson | General | Attended via Microsoft Teams |
| Slam Engineering & Consulting Pty Ltd | Unsecured | | 21,131.83 | 21,131.83 | Chairperson | Special | Attended via Microsoft Teams  |
| Smec Australia Pty Limited | Unsecured | | 165,311.30 | 165,311.30 | Chairperson | Special |  |
| Stott Engineering Pty Ltd | Unsecured | | 4,907.86 | 4,907.86 | | | Attended via Microsoft Teams |
| Strata Products Australia Pty Limited | Unsecured | | 321,906.67 | 321,906.67 | Anthony Napier | Special | |
| Subsidence Advisory Nsw | Unsecured | | 219,790.27 | 219,790.27 | Chairperson | Special |  |
| Sweeting Consulting Pty Ltd | Unsecured | | 18,631.25 | 18,631.25 | Roderick Sweeting | General | Attended via Microsoft Teams |
| Sydney Water Corporation | Unsecured | | 2,222,792.92 | 2,222,792.92 | Kylie Bennett | Special | Attended via Microsoft Teams |
| T G Kelly Couriers Pty Ltd | Unsecured | | 7,370.00 | 7,370.00 | Kathy Hile | | Attended via Microsoft Teams |
| T&C Services Pty Ltd | Unsecured | | 122,366.78 | 122,366.78 | | | Attended via Microsoft Teams |
| TBP SERVICES PTY LTD | Unsecured | | 431,068.00 | 431,068.00 | | | Attended via Microsoft Teams |
| The Australian Steel Company (Operations) Pty Ltd | Unsecured | Yes | 2,180,612.50 | 2,180,612.50 | Alex Mufford, Damien Hodgkinson | General | Attended via Microsoft Teams |
| Touleng Services Pty Ltd | Unsecured | | 66,948.17 | 66,948.17 | Brett Rhodes | General | Attended via Microsoft Teams |
| Trazblend Pty Ltd | Unsecured | | 8,797.20 | 8,797.20 | Keith Dunbier | General | |
| TS Global Pty Limited | Unsecured | | 81,066.73 | 81,066.73 | Chairperson | Special |  |
| VLI Conveyors Pty Ltd | Unsecured | | 98,243.42 | 98,243.42 | Karen Wang | Special | Attended via Microsoft Teams |
| Wollondilly Shire Council | Unsecured | | 1,965,500.67 | 1,965,500.67 | Amanda French | Special | Attended via Microsoft Teams |

Tahmoor Coal Pty Ltd (Administrators Appointed) - First Meeting of Creditors**Observers Register**

| Name | Company | Signature |
|--------------------------|---|------------------------------|
| Adam Simpson | Olvera Advisors | Attended via Microsoft Teams |
| Amanda Danaher | Unidentified, presume creditor representative | Attended via Microsoft Teams |
| Bradley G | Unidentified, presume creditor representative | Attended via Microsoft Teams |
| Carol Hawkins | Unidentified, presume creditor representative | Attended via Microsoft Teams |
| Charbel Moujalli | Jones Day | |
| Chris Slattery | Unidentified, presume creditor representative | Attended via Microsoft Teams |
| Claire Joseph | Jones Day | Attended via Microsoft Teams |
| David Lester | Unidentified, presume creditor representative | Attended via Microsoft Teams |
| James Williams | Corbridge | Attended via Microsoft Teams |
| Kathryn Sutherland-Smith | Jones Day | |
| Katie Palmer | Unidentified, presume creditor representative | Attended via Microsoft Teams |
| Kelly Fuller | ABC | Attended via Microsoft Teams |
| Laura Lombe | NSW Treasury | Attended via Microsoft Teams |
| Liam Maguire (Hicksons) | Coal Mines Insurance | Attended via Microsoft Teams |
| Mark Jenkins | Mining and Energy Union | Attended via Microsoft Teams |
| Peter Briguglio | Unidentified, presume creditor representative | Attended via Microsoft Teams |
| Peter Gosnell | Insolvency News Online | Attended via Microsoft Teams |

Tahmoor Coal Pty Ltd (Administrators Appointed) - First Meeting of Creditors

Observers Register

| Name | Company | Signature |
|------------------|--|------------------------------|
| Rebecca Kalmbach | Unidentified, presume creditor representative | Attended via Microsoft Teams |
| Robert Coluccio | Collieries Staff and Officials Association | Attended via Microsoft Teams |
| Robert Warren | GBA Capital | Attended via Microsoft Teams |
| Rod | Unidentified, presume creditor representative | Attended via Microsoft Teams |
| Scott Atkins | Norton Rose Fulbright | Attended via Microsoft Teams |
| Steve Gearside | Bis Industries Limited | Attended via Microsoft Teams |
| Steven Cramer | Sydney Water Corporation | Attended via Microsoft Teams |
| Susan Croucher | Department of Employment & Workplace Relations | Attended via Microsoft Teams |
| Teenu Varghese | Minova Australia Pty Limited | Attended via Microsoft Teams |

Form 5011

Corporations Act 2001

s436E, 439A

Insolvency Practice Rules (Corporations) 2016

s75-145(1)(c)

Copy of minutes of meeting

Liquidator details

Registered liquidator number

219954

Registered liquidator name

JOSEPH DAVID HAYES

Company details

Company name

TAHMOOR COAL PTY LTD

076 663 968

Section under which minutes are lodged

Date of meeting

25-02-2026

Are the minutes being lodged for a meeting convened under s436E, or s439A of the Corporations Act 2001?

No

Certification

I certify that the attached minutes of meeting are a true copy of the original minutes of meeting signed by the chair of the meeting as identified in the minutes.

Yes

Authentication

This form has been authenticated by
Name JOSEPH DAVID HAYES
This form has been submitted by
Name Joseph David HAYES
Date 27-02-2026

For more help or information

Web www.asic.gov.au
Ask a question? www.asic.gov.au/question
Telephone 1300 300 630

MINUTES OF THE FIRST MEETING OF THE COMMITTEE OF INSPECTION OF:
TAHMOOR COAL PTY LTD (ADMINISTRATORS APPOINTED)
ACN 076 663 968 ("THE COMPANY")
HELD AT WEXTED ADVISORS OFFICES AT LEVEL 17, 68 PITT STREET, SYDNEY NSW 2000
(ALSO VIA MICROSOFT TEAMS) ON 25 FEBRUARY 2026 AT 2:00 PM (AEDT)

CREDITORS AND OBSERVERS IN ATTENDANCE

As per the attached meeting attendance registers.

OPENING OF MEETING

The meeting was opened by Mr Joseph Hayes, joint and several administrator of the Company, at approximately 2:05pm. Mr Hayes confirmed that:

- the meeting was convened by notice to creditors on 23 February 2026;
- a quorum was present at the meeting;
- no resolutions were being sought at this meeting; and
- the Chair was prepared to take questions both on and off the record, with attendees to indicate their preference when asking questions

The Chair noted the meeting had been convened only a couple of days after the Committee of Inspection was formed and thanked all members for their attendance and level of interest.

ATTENDANCE

The Chair noted the attendance of Committee of Inspection members and observers as displayed on the video conference screen.

The following persons were noted as being in attendance (among others):

- Administrators and Support Staff: Joseph Hayes (Administrator and Chair); Chris Johnson (Administrator); Erin Buczynski (Secretary of the Committee);
- Legal Representatives: Roger Dobson and representatives of Jones Day (legal advisors to the Administrators); and
- Creditors and Representatives: see attached attendance register.

The Chair noted that a full attendance register, including all proxies and proofs of debt, would be made available on the Administrators' website.

DOCUMENTS TABLED

The Chairperson tabled the following documents for the Companies:

- Notice of Meeting dated 23 February 2026;
- Advertisement from the ASIC website - notice of meeting dated 23 February 2026;
- Attendance Register (confirming no creditors attending this meeting in person);
- Initial Notice to Creditors dated 12 February 2026;
- Series of affidavits; and
- Report dated 17 February 2026.

The Chairperson that the tabled documents were available for inspection or could be provided to creditors.

UPDATE ON CREDITOR CLAIMS

The Chair provided the following breakdown of claims in the administration:

- Total claims of approximately \$380 to \$400 million;
- Secured claims (related parties and non-related parties) of approximately \$265 million;

- Priority claims (employee entitlements after accounting for long service leave offsets) of approximately \$39 million; and
- Unsecured claims of approximately \$110 million.

The Chair noted there were 88 PPSR holders on the register, ranging from small to large leases and other security interests.

UPDATE ON ADMINISTRATION

The Chair provided the following background to the administration:

- The Administrators were appointed on 9 February 2026.
- The appointment followed a lengthy process involving a winding up petition brought by approximately 15 or 16 supporting creditors, which had been adjourned over an extended period and was ultimately due to be heard on 10 February 2026.
- The Administrators were appointed the day before the hearing.

The Chair outlined the three key areas of focus since appointment:

- dealing with the delay and adjournment of the winding up petition;
- developing an understanding of the business and ensuring confidence with staff, suppliers and those critically involved in care and maintenance; and
- drawing down on funding obtained from a related company and seeking opportunities to replace that funding with a different source more closely aligned with long-term business objectives.

The Chair addressed the Administrators' independence and noted the following:

- A Declaration of Independence was provided with the first creditors' meeting pack.
- An updated declaration had been provided as part of an affidavit to the Court.
- The Administrators' only obligation to GFG was the funding agreement currently in place.

The Chair addressed the funding arrangements as follows:

- Approximately \$5 million had been drawn down to date, which had been applied to pay employees and key suppliers;
- A further funding request for approximately the same amount was pending to cover the next week or two of obligations; and
- The Administrators expected to continue to enjoy and draw down on the funding, and were also developing contingency plans to source alternative funding if required.

The Chair noted that four affidavits had been filed with the Court explaining the Administrators' activities since appointment. Once read into the Court record, these would all be available for review.

Mr Chris Johnson provided the following operational update:

- Approximately \$4.6 million had been drawn down to date, primarily for employee wages.
- A further request for \$3.5 million had been issued, with additional requests expected early the following week.
- Management were having daily meetings with the general manager and the administrative team.
- Orders for ongoing maintenance and works had started to come through.
- Mr Johnson had addressed approximately 100 staff on site and noted that staff, suppliers and stakeholders were keen for a quick resolution and restart of the mine under new ownership.

Mr Roger Dobson provided the following update on the Court proceedings:

- The winding up application had been adjourned until 5 March 2026.
- The Administrators were in discussions with the relevant creditors and petitioners to address their issues and seek resolution ahead of the hearing.

- The key objective was to resolve the future of the Company at the Court hearing on 5 March 2026.
- A further comprehensive affidavit would be filed by the following Tuesday.

SALE PROCESS

The Chair addressed the sale process as follows:

- The Administrators had worked with William Buck, the deed administrators of LPMA (the parent company).
- It was the view of the Administrators that any sale process for the Company must be run exclusively by the Tahmoor administrators, operating independently of LPMA and upstream GFG companies.
- This approach reflected the views of creditors and employees and was important to maximise market access.
- The sale would be characterised as an asset and/or share sale to provide buyers with flexibility.
- A six to eight week campaign was anticipated, with investment banks engaged and a data room ready to go.
- The sale process would commence the Monday following Court approval of the continuation of the administration.

The Chair expressed confidence that the administration should continue as it provided:

- a reasonably stable form of administration;
- clarity for creditors and buyers regarding the environment being managed;
- stability for employees, with continued payment of wages and maintenance of operations; and
- the best opportunity to maximise returns.

The Chair noted that secured creditors had the right to appoint a receiver, but those parties were currently working constructively with the Administrators and would be involved in the sale process.

QUESTIONS

The Chair invited questions from Committee members. The following questions were raised:

Question: A member asked whether statutory obligations and maintenance of the mine would be ensured.

Response: Mr Johnson confirmed that all requests put to the Administrators thus far had been approved, including replacements for wastewater treatment, equipment maintenance, testing and fire services.

Question: A member asked about the sales timeframe and process, and whether there were any concerns regarding William Buck and the LPMA sales process.

Response: The Chair confirmed that the sale process would be run by the Tahmoor administrators as sole vendor, which was not controversial and reflected what creditors and employees wanted. The process would be characterised as an asset and/or share sale with a six to eight week timeframe. Investment banks were engaged and a data room was ready to proceed immediately following Court approval.

Question: A member asked for clarification on the secured debt figures and a breakdown between GFG debt and other debt.

Response: Mr Johnson responded that proofs were still being received and there was a difference between book value and proofs received. The breakdown was as follows: secured debt (syndicate including junior and senior lenders, Oaktree and GLAS) totalling approximately \$250 million; related party claims of approximately \$100 million; unsecured creditors of approximately \$110–120 million; and employee entitlement claims (including redundancy and notice) of approximately \$40 million in the event of redundancy.

Question: A member asked whether the Clydesdale debt secured over shares appeared on the Tahmoor PPSR.

Response: Mr Johnson confirmed it was on the Tahmoor PPSR with GLAS as the facility agent.

Question: A member asked how the six to eight week campaign fitted with the administration timetable and whether an extension of the convening period was anticipated.

Response: The Chair confirmed the Administrators were seeking an adjournment of the winding up until 28 April 2026 (eight weeks). The Chair was confident this would provide sufficient time to return to Court with binding bids or a serious offer. The second meeting of creditors was due approximately 18 March 2026, and the Chair anticipated seeking an extension of the convening period to ensure the sale process was not compromised by having to hold a meeting before consummation. The Chair expressed the view that it would be wise to keep the Company in administration until the business was sold, after which the future of the Company could be determined.

Question: A member asked about the affidavit of 17 February and whether it was available.

Response: The Chair confirmed that the affidavit had not yet been read into the Court record but the Chair's report (an appendix to that affidavit) had been published on the Administrators' website. The evidentiary component would be available once read into the Court record.

Further Comment from a member: A member emphasised the importance of a quick sale from the viability of the mine, noting that a coal mine is not a factory that can simply be restarted, and there was potential for regulatory intervention (performance improvement notices or prohibitions) if the mine fell into disrepair.

Response: The Chair confirmed the Administrators were wholly focused on a restart and were conscious of the various cost estimates being discussed. The Chair welcomed assistance in clarifying restart costs and confirmed that appropriate information would be included in the data room for buyers. The Chair noted buyers were aware of the restart issue. Mr Johnson added that management had a detailed restart plan that had been periodically updated since February of the previous year, currently estimating approximately 10 weeks for restart, with significant cost numbers being refined. The EPA had orders in place and the Administrators were responding to those, with ongoing testing and other issues being addressed.

Question: A member asked whether the Administrators would be open to progressing the proposed new enterprise agreement, noting that the current agreement was a pre-2009 "zombie agreement" set to expire mid-year.

Response: Mr Johnson confirmed that the Administrators were happy for discussions to continue and, to the extent those discussions progressed sufficiently, the intention would be to progress the matter in the coming weeks or months, ideally prior to a sale period.

Question: A member asked what level of agreement had been achieved with William Buck regarding the sale process, noting that shares formed part of the LPMA administration rather than the Tahmoor administration, and expressing concern about two VAs pursuing separate marketing processes.

Response: The Chair confirmed he had made clear to William Buck that the only basis upon which he would run the administration was as the sole vendor of assets. There was no circumstance under which a joint vendor arrangement could be run. The sale would be characterised as a sale of shares and/or assets. The Chair noted that formal agreement from William Buck had not yet been received, but the Chair's position would be taken to Court on 5 March 2026.

Response from Mr Michael Brereton (William Buck): Mr Brereton confirmed that following the Court hearing the previous week, William Buck had issued a letter to Mr Hayes with a proposal to work together on the sale process. Discussions had occurred over the preceding 24 hours and a formal response was expected. Lines of communication remained open.

Response from Mr Dobson: Mr Dobson referred to Justice Black's comments at the previous hearing noting that the LPMA administrators did not have the power to sell the shares in current circumstances without consent of the Tahmoor administrators or a Court order.

Question: A member asked when the additional funding transfer of \$3.6 million had been requested.

Response: The Chair confirmed the funding was requested by the end of Friday. The Chair noted this was the only funding source available but expressed full confidence that the funding source would continue and confirmed drawdowns were being delivered.

Question: A member noted that many unsecured creditors were small, local or family businesses and asked how such creditors would be positioned in the proposed sale structure.

Response: The Chair acknowledged that protection and prompt payment of the local community, employees and creditors was the most important part of the process. A prompt and responsible sale process would maximise returns as quickly as possible. The Chair also noted that care and maintenance meant suppliers were not being engaged or paid as usual, and the priority was to restart the mine so suppliers could resume sending invoices and receiving payment.

Question: A member asked what the company assets were worth against the approximately \$380–400 million in claims.

Response: The Chair confirmed this would be for the market to determine but noted that book value was significant, the business had made substantial money over time, and the Chair would hope for a very material return to creditors and/or shareholders. The Chair expressed confidence that with a proper restart and funding, the asset (being a premium coal supply with great people running it) would achieve highly material returns in terms of cash to creditors and commitments from buyers to continue investing in the assets and the local sector.

CLOSURE OF MEETING

The Chair thanked attendees for their participation and noted the following:

- Discussions with the petitioning creditors and supporting creditors were productive.
- The continuity of administration would achieve the best, most certain, risk-free and disruption-free outcome.
- A transcript and minutes of the meeting would be produced and provided to the Court.
- Any attendees who did not want their questions and answers on the record should notify Erin Buczynski.
- A further meeting would be convened on Tuesday 3 March 2026 (late afternoon, approximately 4:00pm) prior to the Court hearing.
- Smaller informal group meetings could be arranged upon request.

The Chair declared the meeting closed at approximately 3:00pm.

Signed as a true and correct record.


Joseph Hayes
Chairperson

Tahmoor Coal Pty Ltd (Administrators Appointed) - First Meeting of the Committee of Inspection

Attendance Register

| Attendee / Proxy | Representing | Value | Proxy Type | Signature |
|---------------------------------|--|----------------|-------------------|------------------------------|
| Andrew Grant | Aurizon | 5,906,164.16 | N/A | Attended via Microsoft Teams |
| Paul Barnicoat | Coal Mines Insurance | 9,131,293.53 | N/A | Attended via Microsoft Teams |
| John Bokulic | Coalfield Maintenance | 909,484.93 | N/A | Attended via Microsoft Teams |
| Troy Palmer | Cougar Mining Group | 1,420,906.82 | N/A | Attended via Microsoft Teams |
| Michael Brereton (William Buck) | Liberty Primary Metals Australia Pty Ltd (Subject to DOCA) | 63,516,615.82 | N/A | Attended via Microsoft Teams |
| Bob Timbs | Mining and Energy Union | N/A | N/A | Attended via Microsoft Teams |
| Allan Wardrop-Szilagy (Oaktree) | Global Loan Agency Services Australia Nominees Pty Ltd | 203,709,607.72 | N/A | Attended via Microsoft Teams |
| Thomas Teal | Professionals Australia | N/A | N/A | Attended via Microsoft Teams |
| Charlie Wheatley | Project Portfolio Management (Industrial) Pty Ltd | 328,640.11 | N/A | Attended via Microsoft Teams |
| Liam Fairhall | PPK Mining Equipment Pty Ltd | 1,277,564.60 | N/A | Attended via Microsoft Teams |
| Olivia Hitchens (Artemide Law) | R Star Mining Pty Ltd | 11,185,540.30 | N/A | Attended via Microsoft Teams |
| Jarred Danaher | R Star Mining Pty Ltd | | N/A | Attended via Microsoft Teams |
| Ashwin Narayan | Revenue NSW | 177,323.98 | N/A | Attended via Microsoft Teams |
| Marilyn Sugumar | Revenue NSW | | N/A | Attended via Microsoft Teams |
| | | | | |
| Observers | Representing | | | |
| Liam Maguire (Hicksons) | Coal Mines Insurance | | | Attended via Microsoft Teams |
| Lucy Pye | Department of Employment and Workplace Relations | | | Attended via Microsoft Teams |
| Teresa Kwok | Global Loan Agency Services Australia Nominees Pty Ltd | | | Attended via Microsoft Teams |
| Raunika Sharma (Oaktree) | Global Loan Agency Services Australia Nominees Pty Ltd | | | Attended via Microsoft Teams |
| Joseph Bassil | Himself, as an employee of the Company | | | Attended via Microsoft Teams |
| Kathryn Sutherland-Smith | Jones Day | | | Attended via Microsoft Teams |

From: Margaret R Smith <margaret.smith2@courts.nsw.gov.au>
Sent: Monday, 23 February 2026 7:08 AM
To: Brycki, Jessica I.; Liam Maguire
Cc: Sutherland-Smith, Kathryn; Dobson, Roger; Chloe Ellis; Chris Moore; Liam Maguire; Charles Fice Solicitors; bfeather@ohlaw.com.au; hanaa.merhi@jkhlegal.com.au; Sarah Jones; Amy Bayliss; rjr@roserlawyers.com; dv@roserlawyers.com; mail@keystonelawyers.com.au; cbarr@mccullough.com.au; rhallasso@rlpartners.com.au; danielle.funston@maddocks.com.au; Pan, Philip (AU); Navegantes Coimbra, Ana (AU); abarwick@artemidelaw.com; mmunzenrieder@hitchadvisory.com; tmcgrath@hitchadvisory.com; Evatt Styles; Peter Bahlmann; Teejae Keeble; carly@mandm.net.au; alyce@mandm.net.au; Sheldon.Garcia@sparke.com.au; Alexandra Morris; Chloe Ellis; Chris Moore; Previtera, Ben (AU); Kenneth Ti; Karina Cancino; Elizabeth Succar; Anton Trichardt; Laura Johns; Cameron Henderson; pkaluski@moray.com.au; Masi Zaki
Subject: RE: In the matter of Tahmoor Coal Pty Ltd (Administrators Appointed) (ACN 076 663 968) -2025/300503
Attachments: SYDSC-PTR08_23-02-2026-065010-1.pdf

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Dear parties

Please find attached an email sent to Chambers over the weekend.

Regards



Margaret R Smith | Associate to Justice Black | Equity Division
Supreme Court of New South Wales
Law Courts Building, Queens Square, 184 Phillip Street,
Sydney NSW 2000 GPO Box 3 Sydney NSW 2001 | Tel: 02 9230 8784
Email: margaret.smith2@courts.nsw.gov.au

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Margaret R Smith

From: GFG Workers <gfgworkers@proton.me>
Sent: Sunday, 22 February 2026 7:47 PM
To: Margaret R Smith
Subject: Urgent: Workforce Wellbeing and Need for Immediate Resolution at Tahmoor Coal

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[In Confidence]

Dear Justice Ashley Black,

I am writing anonymously on behalf of many workers at Tahmoor who feel they no longer have a voice in this process.

The ongoing Voluntary Administration, repeated court proceedings, and most recently the adjournment placing further uncertainty around 5 March, are having a devastating impact on the people who are still turning up to work every day to keep this site running.

We are being asked to continue operating in a business-as-usual manner while living in a constant state of fear about whether we will have jobs, income, or financial security from one week to the next. Every delay, every legal challenge, and every lack of clarity is not just a business decision — it is something that directly impacts our families, our mortgages, and our mental health.

People on site are exhausted. Morale is at an all-time low. Many are at breaking point.

What makes this even harder to accept is the perception that individuals such as Mr Gupta and other senior stakeholders continue to have certainty around their employment, income, and ability to continue working, while those of us on the ground are left in limbo wondering how long we can continue like this.

This process cannot continue to drag on indefinitely.

There is an urgent need for the sale of Tahmoor to be progressed without further delay so that staff can have some certainty about their future. Each adjournment or procedural delay is prolonging the distress being experienced across the workforce. Many staff believe that Wexted, as appointed agents for the sale, should be enabled to progress the transaction as quickly as possible to minimize further harm to employees and the operation, as we understand there are decisions to be made on who manages the sale.

We cannot even engage vendors to keep the mine going post 5th March, this is so difficult, a quick, non-biased sale and new owners is what we need.

We are not asking for special treatment — only for a timely resolution. The current situation is affecting not just the business, but the personal wellbeing and livelihoods of the people who continue to keep Tahmoor operational under extremely difficult circumstances.

We need certainty. We need resolution. And we need this process finalized without further delay.

Sincerely,

Tahmoor Employees

Circular to Employees

Tahmoor Coal Pty Ltd (Administrators Appointed) ACN 076 663 968 (the Company)

2 March 2026

We refer to our appointment as Voluntary Administrators of the Company on 9 February 2026, and our communications to employees to date including the meeting with employees at the mine on 17 February, the meeting with employees at Picton on 27 February and various other meetings with union representatives and management.

As Administrators, we have assumed control of the Company and its assets.

This circular provides a brief update regarding the progress of the Administration, and in particular the ongoing court process and intended sale program.

Update on Voluntary Administration

As employees are aware, we were appointed on the evening of 9 February 2026. An application for the winding up of the Company that was on foot at that time has since been adjourned and will next be before the Supreme Court of New South Wales (**the Court**) this Thursday, 5 March 2026.

On 5 March 2026 the Voluntary Administrators intend to seek a further adjournment of the winding up application for a period of approximately 8 weeks to allow the Administrators time to conduct a sale and marketing campaign. That process will be conducted with the support of a reputable investment bank that is skilled in identifying credible, qualified third-party bidders on an expedited timetable. We have sought and received proposals from two experienced investment banks and, if our appointment continues, we will appoint one of those to assist us to manage the sale mandate.

We anticipate employees will have greater certainty regarding the path forward following the Court hearing regarding the pending winding up application, which will be heard on 5 March 2026. Subject to the outcome of that hearing, we intend to commence the sale and marketing campaign on 9 March 2026 (i.e. the following Monday).

We are conscious that the Voluntary Administration is a recent development in a protracted period of uncertainty for employees, and that a large number of employees have been stood down for an extended period. Our objective in pursuing the planned sale process is to provide a path to mine restart and a return to normal operations in the near future.

In the meantime, the Administrators are funded to meet employee salaries and wages as well as mine maintenance and other costs. We have been working closely with mine management in this regard.

We recognise various stakeholders have raised concerns regarding the source of funding currently available to the Administrators as the Lender is a related party that is a secured creditor of the Company. Accordingly, we have also invited third parties unrelated to the Company to fund the administration and are progressing engagement with several interested parties who have executed non-disclosure agreements and are progressing diligence on that funding opportunity.

In the meantime, we continue to receive funds under our existing funding arrangement and confirm that to date drawdown requests under that facility have been met in full by the Lender.



Next steps

We will provide a further update to employees following the hearing on 5 March 2026 and invite employees to contact us at any time to discuss any questions or concerns.

The Community Links Wellbeing service continues to be available to employees during the Voluntary Administration.

We thank employees for their continued support during the Voluntary Administration process.

+ + + + +

Should you require any further information, please email tahmooreemployees@wexted.com or call (02) 9210 1721.

Yours faithfully

Tahmoor Coal Pty Ltd (Administrators Appointed)

Joseph Hayes
Joint and Several Administrator

Chris Johnson
Joint and Several Administrator

From: Charlie Hodgetts <Charlie.Hodgetts@holdingredlich.com>
Sent: Friday, 27 February 2026 3:26 PM
To: Dobson, Roger
Cc: Joe Hayes; Rob Lawson; Chris Johnson
Subject: RE: Mining Leases to Tahmoor Coal Pty Ltd (Administrator's Appointed) [HR-SYD.FID942704]
Attachments: Letter to Administrators of Tahmoor Coal Pty Ltd - 2026.02.24.pdf; Ministerial Order under section 292YA(1) of the Mining Act 1992.pdf

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Dear Roger,

Further to Chris and Rob's emails **below**, please see the **attached** correspondence for your attention.

Kind regards,

Charlie Hodgetts | Senior Associate



Level 65, 25 Martin Place, Sydney NSW 2000 Australia

D :[+61 2 8083
0413](tel:+61280830413)

charlie.hodgetts@holdingredlich.com www.holdingredlich.com

Sydney . Melbourne . Canberra . Brisbane . Cairns

From: Chris Johnson
Sent: Tuesday, 24 February 2026 4:04 PM
To: Rob Lawson
Cc: Charlie Hodgetts ; Joe Hayes ; Dobson, Roger
Subject: RE: Mining Leases to Tahmoor Coal Pty Ltd (Administrator's Appointed)
Dear Rob

Thank you for your note below and for the call earlier. Good to meet you Charlie.

I've copied Joseph Hayes as well as Roger Dobson from Jones Day.

We will wait for the further correspondence, and as Joe and I foreshadowed (and without yet understanding any undertakings that might be requested), as Voluntary Administrators we are aware of and acknowledge the statutory charge registered in relation to unpaid royalties.

We attach for background a note that Joe issued to various government representatives earlier this afternoon – we have been in dialogue since early last week and there is a Revenue NSW representative on the Committee. In particular, we note the process underway to appoint an experienced bank. We acknowledge the consents required from the Minister for transfer of mining leases and other matters.

It would be helpful to discuss with the relevant stakeholders to the extent they have not received updates so far, so we'd be grateful if you would extend that offer.

Please do not hesitate to reach out to Joe, Roger or me to discuss.

Kind regards

Chris

Chris Johnson
Partner Wexted

P: +61 2 9210 1721 Level 17, 68 Pitt Street

M: +61 416 234 571 Sydney NSW 2000

cjohnson@wexted.com www.wexted.com 



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From: Rob Lawson <Rob.Lawson@holdingredlich.com>

Sent: Tuesday, 24 February 2026 2:53 PM

To: Chris Johnson <cjohnson@wexted.com>

Cc: Charlie Hodgetts <Charlie.Hodgetts@holdingredlich.com>

Subject: Mining Leases to Tahmoor Coal Pty Ltd (Administrator's Appointed)

Hi Chris,

Thanks for your time on the phone this afternoon. As foreshadowed:

1. You will receive a letter from the firm (likely tomorrow) setting out the Minister's position regarding the Mining Leases; and
2. I am overseas on leave from tomorrow until 9 March, but have copied in my colleague Charlie Hodgetts who has day to day carriage of the matter.

Regards,

Rob Lawson | Partner

 **HOLDING REDLICH**

Level 65, 25 Martin Place, Sydney NSW 2000 Australia

D:[+61 2 8083 0447](tel:+61280830447) **M:**[+61 410 507 374](tel:+61410507374)

rob.lawson@holdingredlich.com www.holdingredlich.com

Sydney . Melbourne . Canberra . Brisbane . Cairns

27 February 2026

Roger Dobson
Jones Day
Aurora Place, Level 41/88 Phillip St
Sydney NSW 2000
By email rdobson@jonesday.com

Senior Associate Charlie Hodgetts
Direct line +61 2 8083 0413
Email charlie.hodgetts@holdingredlich.com
Partner Rob Lawson
Our ref H250013966

Dear Sirs,

Tahmoor Coal Pty Ltd (Administrators Appointed) (“the Company”)

1. We act for the Honourable Courtney Houssos, the Minister for Natural Resources and the Department of Primary Industries and Regional Development.
2. We are aware you act on behalf of Chris Johnson and Joseph Hayes of Wexted.
3. On 9 February 2026, you clients were appointed Joint and Several Administrators of the Company.
4. We are also aware there are currently proceedings on foot in the Supreme Court of NSW in proceeding number 2025/00300503 (**Proceedings**) in which Coal Mines Insurance Pty Ltd (along with other creditors) seek an order that the Company be wound up in insolvency.
5. We are aware the Proceedings are listed for Wednesday, 4 March 2026.
6. While the Court is yet to determine if your clients’ administration will continue or whether the Company be wound up, the purpose of this correspondence is to put your clients on notice of our clients’ position concerning Tahmoor as set out below.

Charge over Mining Leases

7. On 1 September 2025, the Minister made an order pursuant to section 292YA of the *Mining Act 1992* (NSW) (**Mining Act**) which:
 - (a) declared that Tahmoor had not paid its royalty liability of \$29,631,668.55 (**Outstanding Royalty**) owing to the Crown; and
 - (b) charged the Crown’s interest in the Outstanding Royalty over the following mining leases:
 - (i) CCL 716 (1973)
 - (ii) ML 1376 (1992)
 - (iii) ML 1308 (1992)
 - (iv) ML 1539 (1992)

(v) ML 1642 (1992).

(the Mining Leases).

8. We **enclose** a copy of the Minister's order for ease of reference.

Request for undertaking

9. By reason of the Minister's order, a fixed statutory charge over the Outstanding Royalty was created in favour of the Crown over the Mining Leases by virtue of sections 292YA(1) and (3) and 292YB(1) of the Mining Act (**Tahmoor Charge**).
10. Notwithstanding the fact the Proceedings are yet to be decided, we are instructed by our clients that you have received interest for the acquisition of the Company (including the Mining Leases), which could potentially be completed in the coming months.
11. To secure our clients' rights in respect of the Outstanding Royalty, our client is considering bringing an application in the Supreme Court of NSW for the appointment of a receiver over the Mining Leases, pursuant to the Tahmoor Charge.
12. While our clients consider its steps to secure the Outstanding Royalty, our clients seek an undertaking from your clients and the Company that:
- (a) our clients will be paid the Outstanding Royalty in full, plus all our clients' costs, including legal costs, associated with securing the Outstanding Royalty on an indemnity basis, which are to be paid in priority from the proceeds of sale of the Company;
 - (b) your clients will not take any steps or exercise any rights in respect of the Mining Leases, including but not limited to, seeking any transfer or novation of any rights under the Mining Leases without:
 - (i) providing our office with one (1) month written notice; and
 - (ii) obtaining our client's express consent in writing to the proposed action.
 - (c) your clients will provide our clients with full visibility of the sale process of the Company undertaken by you, including but not limited to all details of:
 - (i) the terms of any offer, contract, agreement or other proposal which may relate to or effect in any way the sale of the Company, the Mining Leases, the Outstanding Royalty or the Tahmoor Charge; and
 - (ii) any development or update which may relate to or effect in any way, the sale of the Company and/or the Mining Leases, the Outstanding Royalty or the Tahmoor Charge; and
 - (d) your clients will ensure that, the details referred to in item (c) above will be provided to our clients within two (2) business days of you becoming aware of said matters.
13. Kindly provide our office with a written undertaking from your clients by no later than **4:00pm on Tuesday, 3 March 2026**.
14. In the event no undertaking is received, we expect to receive instructions to bring an application before the Duty Judge seeking urgent orders in respect of the appointment of a receiver over the Mining Leases to protect our client's interests.
15. Our clients reserve their rights.

Yours faithfully

A handwritten signature in blue ink that reads "Holding Redlich". The signature is written in a cursive, flowing style.

Holding Redlich

Unpaid Royalty Declaration Order (Tahmoor Coal Pty Ltd) 2025

under the

Mining Act 1992

I, the Hon. Courtney Houssos, MLC, Minister for Natural Resources, make the following order under section 292YA of the *Mining Act 1992* (Act).

1. Declaration of unpaid royalty liability

I declare, under section 292YA(1) of the Act, that the person specified in Schedule 1, Column 1 has not paid the royalty liability payable to the Crown specified in Schedule 1, Column 2 in respect of the mining leases specified in Schedule 1, Column 3.

2. Mining leases for which charge is to be created on

I specify, for the purposes of section 292YA(3)¹ of the Act, the mining leases specified in Schedule 1, Column 4 for which a charge is to be created on by operation of section 292YB² of the Act to secure payment to the Crown of the royalty liability specified in Schedule 1, Column 2.

3. Duration

This Order takes effect from the date this Order was signed and is revoked when the resulting fixed charge on the mining leases cease to have effect in accordance with section 292YB(4)³ of the Act.

4. Interpretation

Unless otherwise stated, words and expressions defined in the Act or the *Mining Regulation 2016* have the same meaning in this Order.

Dated this 1 day of September, 2025



THE HON COURTNEY HOUSSOS, MLC
Minister for Natural Resources

¹ By order made under section 292YA(1) of the Act, the Minister may declare a person has not paid a royalty liability payable the Crown. Such an order may specify one or more mining leases held by the person, whether jointly held or not, for which a charge is to be created on to secure payment of the royalty liability—see section 292YA(3) of the Act.

² Under section 292YB(1) of the Act, on the making of the order, a fixed charge is created on each mining lease specified in the order to secure payment to the Crown of the royalty liability specified in the order.

³ Relevantly, under section 292YB(4) of the Mining Act, a fixed charge ceases to have effect when the first of the following occurs— (a) the liability is paid, (b) the mining lease is cancelled, (c) the mining lease otherwise ceases to have effect, (d) for a fixed charge created on the making of an order under section 292YA(1)—the order is revoked by the Minister.

Schedule 1

| Column 1 Person(s) | Column 2 Amount (\$) | Column 3 Mining lease(s) for which royalty liability not paid | Column 4 Mining leases(s) for which charge is created |
|-------------------------------|---------------------------------|--|--|
| Tahmoor Coal Pty Ltd | \$29,631,668.55 | CCL 716 (1973) ML 1376 (1992) | CCL 716 (1973) ML 1376 (1992) ML 1308 (1992) ML 1539 (1992) ML 1642 (1992) |

From: Brycki, Jessica I.
Sent: Monday, 2 March 2026 2:53 PM
To: Liam Maguire; Troy Gurnett
Cc: Dobson, Roger; Sutherland-Smith, Kathryn; Moujalli, Charbel; Joseph, Claire L.
Subject: In the matter of Tahmoor Coal Pty Ltd (Administrators Appointed) (ACN 076 663 968) - 2025/300503
Attachments: 2026.03.02 - Letter to CMI.pdf

Dear Colleagues

Please see attached correspondence.

Kind regards,
Jessica

Jessica Brycki

Associate

[JONES DAY® - One Firm Worldwide®](#)

Aurora Place

Level 41, 88 Phillip Street

Sydney NSW 2000 AUSTRALIA

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JONES DAY

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TELEPHONE: +61.2.8272.0500 • JONESDAY.COM

2 March 2026

BY EMAIL

Australian Practice Leader
Roger Dobson
Telephone: +61.2.827.20534
Email: rdobson@jonesday.com

Ref: 107034.000001

Liam Maguire and Troy Gurnett
Hicksons Hunt & Hunt
One International Towers Sydney
Level 24, 100 Barangaroo Avenue
Barangaroo NSW 2000

Dear Colleagues

In the matter of Tahmoor Coal Pty Ltd – NSWSC proceeding no. 2025/00300503

1. We refer to your client's winding up application and to our clients' application for the adjournment of that application to enable our clients to pursue an orderly, value maximising transaction with respect to the Company and/or its assets in the interests of creditors (the **Adjournment Application**).
2. We refer also to the without prejudice meetings and without prejudice correspondence between our clients since the hearing of this matter on 18 February 2026 (the **18 February Hearing**) and your client's attendance at the meeting of the committee of inspection in the administration on 25 February 2026.
3. Our clients acknowledge that your client has been engaged in litigation with the Company for a considerable period prior to the appointment of our clients as Administrators. While the Administrators had no involvement in that litigation, they have sought to understand from your client the procedural history and its concerns regarding the continuation of the administration and, to the maximum extent possible, address those concerns.
4. The purpose of this letter is to provide a further update in relation to the steps the Administrators have taken to address your client's concerns regarding the continuation of the administration and to request confirmation of your client's position.

Preparation for Sale Process

5. As your client is aware, our clients are committed to running an independent and efficient sale process for the benefit of Tahmoor's creditors.
6. If the Administration proceeds, the Administrators propose to launch an 8-week sale and marketing process commencing 9 March 2026.
7. Since the 18 February Hearing, in order to achieve this objective, our clients have:
 - (a) solicited and received proposals from two investment banks, both of whom are prepared to undertake the mandate, if selected;

Confidential

- (b) prepared an Intralinks data room which contains the information required for bidders to conduct diligence in respect of the sale process;
- (c) caused their advisors to prepare non-disclosure agreements to be agreed with bidders to obtain access to diligence materials;
- (d) prepared an information memorandum necessary for investment banks to conduct outreach to qualified bidders; and
- (e) engaged with our Firm's relevant practitioners who have the requisite expertise in restructuring, insolvency, mergers and acquisitions (including material expertise in transactions involving the Australian resources sector) to advise and act for them in connection with all aspects of the voluntary administration of the Company, including with respect to any sale process.

Conduct of Sale

8. For clarity, we confirm that the our clients have the sole statutory authority to sell the Company's assets under sections 437D and 437A(1)(c) of the Corporations Act. Our clients can also sell the shares in the Company under 444GA of the Corporations Act with the consent of William Buck (in their capacity as LPMA's deed administrators) or with the leave of the Court.
9. A liquidator would be limited to an asset sale.
10. Although William Buck in their capacity as deed administrators of the Company's shareholder, LPMA, can also sell the shares in the Company with the consent of our clients or with the leave of the Court pursuant to section 437F of the Corporations Act, our clients have instructed us that they would not consent to any such sale because they are not of, and do not anticipate forming, the view that it would be in the best interests of Tahmoor's creditors to provide such consent. In addition, our clients do believe that any such sale would be capable of completion in light of the status of the William Buck process.
11. Our clients remain in communications with William Buck in this regard.
12. While agreement has not yet been reached with William Buck in relation to the conduct of any sale of the shares in the Company, our clients are firmly of the view that any such exercise must be conducted by them, and that William Buck will be unable to interfere with this course of action.

Alternative Funding

13. Since the 18 February Hearing, our clients have explored the possibility of alternative funding for the administration. The Administrators have had discussions with a potential purchaser of the Company/the assets of the Company and with Oaktree in its capacity as senior secured lender.
14. Efforts are also underway to obtain financing proposals from third-party financiers unrelated to the Company. In that regard, several parties are under NDA and reviewing materials in a data room the Administrators have established with respect to that process.

Confidential

15. At this stage, however, alternative funding has not been identified and our clients are of the view that alternative funders are unlikely to provide offers of alternative financing (if any) while the adjournment application remains pending.
16. In the event that your client is willing to provide alternative administration financing, this would be welcomed by the Administrators. We would be grateful if you would confirm your client's position in the regard.
17. In the absence of alternative funding, our clients remain of the view that it is in the best interests of creditors to continue with the benefit of the current Funding Agreement with Clydesdale Engineering Limited ("**Clydesdale**") (as amended).
18. The Administrators have requested and received an aggregate amount of \$8 million under the Funding Agreement to date and all of their funding requests have been met. Pursuant to the orders of Black J dated 18 February 2026, in the event that any issues arise in respect of funding, our clients will relist the matter within one business day.
19. In addition, we are instructed that in the Administrators' experience, it is not unusual for administrations to be funded by existing secured creditors, including related party creditors, to preserve the value of their collateral. Clydesdale is the Company's largest secured creditor and has not sought to impose any reporting or other requirements on the Administrators that would fetter their discretion with respect to the conduct of the administration.

Proposal for Further Adjournment

20. Our clients remain of the view that administration will produce a better outcome for Tahmoor's creditors than immediate liquidation, for the reasons set out in our letter dated 17 February 2026 letter and the Third and Fourth Hayes Affidavits filed in the proceeding.
21. Mr Hayes remains of the view that an orderly administration and sale will provide a material return to unsecured creditors such as CMI, whereas an immediate liquidation would likely result in returns to unsecured creditors of 8 cents on the dollar or less.
22. In this regard, our clients intend to seek a further adjournment of your client's winding up application until 28 April 2026 to allow them to conduct the sale and marketing process described above. Our clients believe that this longer period of adjournment, with the purpose of achieving a value-maximising transaction, will enable them meaningfully to progress the sale campaign and proposals for alternative financing.
23. Throughout this period, your client will retain the benefit of the orders of Black J as summarised at paragraph 18 above.
24. In addition, your client will continue to receive regular updates on the progress of the administration through its participation on the Committee of Inspection and through any reasonable requests for information it submits to the Administrators pursuant to section 70-45(2) of the Insolvency Practice Schedule (Corporations).

Request for Confirmation of CMI's Position

25. CMI's position with respect to the proposed adjournment is presently unknown. We request that CMI confirm its position by no later than 9:30 am tomorrow, 3 March 2026.

Confidential

26. We would also be grateful for an indication as to CMI's position as to the provision of alternative funding, as addressed at paragraph 16 above, at that time.
27. To the extent that CMI does not agree to the proposed adjournment or otherwise does not intend to withdraw its winding up application, we request that CMI confirm in its response why CMI considers that liquidation is in the best interests of Tahmoor's creditors.

Yours faithfully



Roger Dobson
Of Counsel

Registered number: 09907518

**CLYDESDALE ENGINEERING LIMITED (FORMERLY SHIFTEC
(WILLENHALL) LIMITED)**

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2024

MONDAY



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31/03/2025

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COMPANIES HOUSE

CLYDESDALE ENGINEERING LIMITED

COMPANY INFORMATION

| | |
|----------------------------|---|
| Director | S K Gupta |
| Registered number | 09907518 |
| Registered office | c/o Marble Power Limited 1st Floor, 3 More London Place London United Kingdom SE1 2RE |
| Trading Address | Neachells Lane Willenhall West Midlands WV13 3SN |
| Independent auditor | MHA Rutland House 148 Edmund Street Birmingham B3 2FD |
| Bankers | Barclays Bank Plc 14 Commercial St Newport NP20 1HE |

CLYDESDALE ENGINEERING LIMITED

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CLYDESDALE ENGINEERING LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 MARCH 2024

Introduction

The director presents the strategic report and the financial statements for the year ended 31 March 2024. On 7 March 2024 the Company changed its name from Shiftec (Willenhall) Limited to Clydesdale Engineering Limited.

Business review

The Company's principal activity during the year was the manufacture of anti-vibration/shock mountings and clamps, the design, development and manufacturing of parking brake lever systems mainly for off-highway vehicles together with the provision of advanced automotive materials technology and design engineering services.

Results and performance:

The Company's Statement of comprehensive income is set out on page 12 and shows a turnover for the year of £16,318,511 (2023: £15,059,409). Further details of the turnover by geographical destination are given in note 4 to the Financial Statements.

The Company produced a gross profit of £1,844,896 (2023: £1,681,486) and the operating profit for the year £34,823 (2023: operating loss £111,954). After adjusting for interest and tax, the profit for the year of £122,433 (2023: £53,162).

The Balance sheet as at 31 March 2024 is shown on page 12, that shows total assets less current liabilities of £4,999,769 (2023: £4,964,545) and shareholders' funds of £4,801,709 (2023: £4,679,276).

The director does not propose a final dividend.

Management consider Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) to be the most relevant measure of profitability. EBITDA for the year was £294,336 (2023: £119,192).

The Company's performance showed an improvement over the prior year. Gross profit margin showed a marginal increase over the prior year, increasing to 11.3% from 11.1%. The Company also benefited from cost efficiencies helping to deliver an improvement over the prior year of £69,271 in profit for the year.

Future developments:

The Company continues to focus on growth and cost efficiencies across the business, exiting non-profitable contracts and closely monitoring key performance indicators.

At the end of November 2024, the Company acquired the trade, assets, liabilities and contracts of a fellow subsidiary company, Accles and Pollock Limited, and it's expected that this will further enhance the performance of the combined business in the coming years.

Other post balance sheet events effecting the Company are detailed in the director's report.

**STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2024**

Principal risks and uncertainties

There are a number of risks and uncertainties which could have an impact on the Company's financial performance and position.

Global, political and economic conditions

The Company supplies its product and services across Europe and the rest of the world. Whilst the Company benefits from the growth opportunities in these countries, it is similarly exposed to the economic, political and business risks associated with such international operations.

Management monitor such risks and conditions, maintain insurance cover and amend business procedures as appropriate to mitigate any exposures.

Foreign exchange

The Company makes sales to many countries, with a proportion of the Company's profit earned outside the UK. As such the Company is exposed to movement in exchange rates between Sterling and other world currencies, particularly the US dollar and the Euro, which could adversely or positively impact the results.

Raw material and energy prices

The Company uses a range of materials and the fluctuations in their prices can have material impact on the performance of the company. Recent increases in the energy prices is an example of such fluctuations.

Litigation

As with any business, the Company is subject to the risk of litigation from third parties. The Company seeks to address such claims proactively. In accordance with the accounting requirements, a provision would be made where required to address such litigation and the costs of defence.

Employees

The Company's operations are based in Willenhall in the West Midlands and employs skilled labour in its operations. Engaging and retaining skilled employees is important for the business to continue to operate effectively and efficiently. The Company recognises the importance of this resource and such reviews its remuneration and recruitment policies on a regular basis.

Future trading and liquidity risk

The Company regularly prepares profits and cash flow forecasts based on the likely levels of demand from its key customers and suppliers. These forecasts are reviewed by the management on a regular basis and actions are taken as and when required.

Health and Safety

Providing a safe working environment is a key priority of the Company. The Company has health and safety programmes and regular risk assessments, which are implemented and enforced throughout the company and overseen by management.

Product quality control

Maintaining a high level of quality in our products is key to the success of the company. The business is exposed to product recall and liability claims in the event that our products fail to perform as expected. In order to mitigate this risk, the Company has extensive quality assurance checks embedded in all parts of its business, from design to production process and the delivery to the customers. This role is performed by a dedicated quality control team, who reports to management on a regular basis.

CLYDESDALE ENGINEERING LIMITED

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 MARCH 2024

Key performance indicators

The company uses a range of performance measures to monitor and manage the business effectively. These are both financial and non-financial and the most significant of these are the key performance indicators. The key financial performance indicators are EBITDA, revenue, gross profit and net profit. The KPI's indicate the volume of work the company has undertaken as well as the efficiency and profitability with which the work has been delivered.

Going concern

The Company made a profit of £122,433 for the year ended 31 March 2024 (2023: £53,162) and the balance sheet showed net assets of £4,801,709 as at 31 March 2024 (2023: £4,679,276). The Company is expected to deliver a positive EBITDA for the year to 31 March 2025 and into the foreseeable future.

The Company's ultimate parent company is Liberty Steel Group Holdings Pte Ltd, a company incorporated in Singapore with the director, Sanjeev Gupta, being the ultimate beneficial owner.

On 8 March 2021, the Group's primary lender Greensill Capital (UK) Limited ("Greensill") was put in administration. The Parent Group has now signed an updated framework agreement with the parties responsible for the main creditors of Greensill Capital (UK) Limited, Greensill Bank AG and Credit Suisse Asset Management (Switzerland) Limited ("The Creditors") and is a major step in the Group's restructuring. Negotiations are ongoing on refinancing initiatives by the Parent Group. However, the Company has never had any direct relationship with or received any direct funding from Greensill, nor has it been party to any guarantees on those facilities and the Company's operations have remained unaffected by the above matter.

Since the year end, the Company has made various arrangements to consolidate and ultimately remove its intergroup balance position and reliance on funding with the wider parent group following its acquisition of the trade, assets and liabilities of Accles & Pollock Limited, a fellow subsidiary. Further information is provided in the note 28, Post Balance Sheet Events. These actions have further strengthened the balance sheet as at the date of the approval of the accounts with a recapitalisation of intergroup balances of £5,876,821 in March 2025.

The director has critically assessed the post year end trading results and the forecast trading and cashflow forecasts for the Company for the next 12 months from the date of signing the accounts. This included carrying out stress testing of cash flows under various scenarios of various reductions in trading activity. In addition, a limited number of services are provided to the Company by another Group Company. The Director has reviewed these and is satisfied that these could be readily obtained from elsewhere at a similar cost in the event that the current provider is unable to continue to provide them. The resultant analysis shows cash headroom under all reasonably foreseeable scenarios.

In light of the above the director has concluded that there are sufficient cash resources available for the Company to continue to trade and meet its debts and obligations as they fall due for a period of net less than 12 months from the approval of the financial statements.

As detailed in note 24, on 14 May 2021 the serious Fraud Office (SFO) announced an investigation into the suspected fraud, fraudulent trading and money laundering concerning the financing and conduct of business of the companies within the Gupta Family Group Alliance (GFG), which includes the ultimate parent company the Company, including its financing arrangements with Greensill Capital (UK) limited. As detailed therein, the outcome of the investigation cannot be reliably estimated or forecast and remains uncertain, but in the opinion of the director it is not expected to have a material impact on the ability of the Company to continue to trade for the foreseeable future. Accordingly, the director has adopted the going concern basis in the preparation of the Financial Statements.

CLYDESDALE ENGINEERING LIMITED

**STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2024**

This report was approved by the board on 28/03/2025 and signed on its behalf.



S K Gupta
Director

CLYDESDALE ENGINEERING LIMITED

**DIRECTOR'S REPORT
FOR THE YEAR ENDED 31 MARCH 2024**

The director presents his report and the financial statements for the year ended 31 March 2024.

Principal activity

The company's principal activity during the year was the manufacture of pipe fittings, anti-vibration/shock mountings and clamps, the design, development and manufacturing of parking brake lever systems mainly for off-highway vehicles together with the provision of advanced automotive materials technology and design engineering services and supply of metal pressings and assemblies, primarily for vehicle producers and suppliers.

Results and dividends

The profit for the year, after taxation, amounted to £122,433 (2023 - £53,162).

An interim dividend of £nil (2023 - £822,754) was paid during the year. The director does not propose a final dividend.

Director

The director who served during the year was:

S K Gupta

Matters covered in the Strategic Report

Future developments, including financial risk management and analysis, are included in the strategic report.

Disclosure of information to auditor

The director at the time when this Director's report is approved has confirmed that:

- so far as he is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- he 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.

Post balance sheet events

In November 2024 the Company acquired the trade, trading assets and liabilities, employees and contracts of Accles & Pollock Limited, a fellow subsidiary, at net book value. The net assets acquired were £4,976,818.

In addition, in December 2024, the company entered into a novation agreement with two fellow subsidiary undertakings to transfer an intercompany receivable of £1,456,385 from one fellow subsidiary to the other. Following this transfer, the company declared a dividend in specie of £1,456,385 consisting of the intercompany receivable. At the year end the carrying value of this receivable was £1,382,645.

In March 2025, the Company and its intercompany creditors within the ultimate parent group principally arising following the above acquisition entered into various debt transfer agreements to consolidate its group loan position. The resulting balance arising from the above consolidation was capitalised and 5,876,821 ordinary shares of £1 each were issued to the immediate parent company at par.

CLYDESDALE ENGINEERING LIMITED

**DIRECTOR'S REPORT (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2024**

Auditor

The auditor, MHA, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board on 28/03/2025 and signed on its behalf.



S K Gupta
Director

CLYDESDALE ENGINEERING LIMITED

**DIRECTOR'S RESPONSIBILITIES STATEMENT
FOR THE YEAR ENDED 31 MARCH 2024**

The director is responsible for preparing the Strategic report, the Director's report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the director must not approve the financial statements unless he is 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 director is required to:

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The director is 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 to enable him to ensure that the financial statements comply with the Companies Act 2006. He is 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.

CLYDESDALE ENGINEERING LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CLYDESDALE ENGINEERING LIMITED

Opinion

We have audited the financial statements of Clydesdale Engineering Limited (the 'Company') for the year ended 31 March 2024, which comprise the Statement of comprehensive income, the Statement of financial position, the Statement of changes in equity, the Statement of cash flows, the Analysis of net debt and the related notes, including 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).

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.

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 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 United Kingdom, including the Financial Reporting Council'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.

Emphasis of matter - ongoing investigation by the Serious Fraud Office

We draw attention to note 24 of the financial statements, which describes the Serious Fraud Office (SFO) ongoing investigation into companies within the Gupta Family Group Alliance (GFG) which includes the ultimate parent company of the Company. Our opinion is not modified in respect of this matter.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the director's 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 director with respect to going concern are described in the relevant sections of this report.

CLYDESDALE ENGINEERING LIMITED

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CLYDESDALE ENGINEERING LIMITED
(CONTINUED)**

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 director is 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 our 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 this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinion 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 Director's report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and the Director's 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 the Director's 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 director's 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 Director's responsibilities statement set out on page 7, the director is 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 director determines 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 director is 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 director either intends 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 CLYDESDALE ENGINEERING LIMITED
(CONTINUED)**

Auditor 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.

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:

- Enquiry of management around actual and potential litigation and claims;
- Enquiry of management to identify any instances of non-compliance with laws and regulations
- Discussion within and between members of the audit engagement team in relation to how and when fraud might occur in the financial statements and any potential indicators of fraud.
- Performing audit work over the risk of management override of controls, including testing of journal entries and other adjustments for appropriateness, evaluating the business rationale of significant transactions outside the normal course of business, and reviewing accounting estimates for bias;
- Reviewing minutes of meetings of those charged with governance and management, where appropriate;
- Review of legal and professional costs during the period for indications of potential contingent liabilities
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditor's report.

CLYDESDALE ENGINEERING LIMITED

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CLYDESDALE ENGINEERING LIMITED
(CONTINUED)**

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.



Tobias Stephenson BA ACA (Senior statutory auditor)
for and on behalf of
MHA (Statutory Auditor)
Birmingham, United Kingdom

Date: *28 March 2025*

MHA is a trading name of MacIntyre Hudson LLP, a limited liability partnership in England and Wales (registered number OC312313)

CLYDESDALE ENGINEERING LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MARCH 2024**

| | Note | 2024 £ | 2023 £ |
|--|------|------------------|------------------|
| Turnover | 4 | 16,318,511 | 15,059,409 |
| Cost of sales | | (14,473,615) | (13,377,923) |
| Gross profit | | 1,844,896 | 1,681,486 |
| Distribution costs | | (712,476) | (544,565) |
| Administrative expenses | | (1,400,867) | (1,248,875) |
| Other operating income | 5 | 303,270 | - |
| Operating profit/(loss) | 6 | 34,823 | (111,954) |
| Interest receivable and similar income | 9 | 138,180 | 172,003 |
| Interest payable and similar expenses | 10 | (7,740) | (11,772) |
| Profit before tax | | 165,263 | 48,277 |
| Tax on profit | 11 | (42,830) | 4,885 |
| Profit for the year | | 122,433 | 53,162 |

There was no other comprehensive income for 2024 (2023:£NIL).

The notes on pages 17 to 36 form part of these financial statements.

CLYDESDALE ENGINEERING LIMITED
REGISTERED NUMBER: 09907518

STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2024

| | Note | 2024 £ | 2023 £ |
|---|------|-------------------------|-------------------------|
| Fixed assets | | | |
| Intangible assets | 13 | (98,527) | (146,173) |
| Tangible assets | 14 | 1,684,425 | 1,593,731 |
| | | <u>1,585,898</u> | <u>1,447,558</u> |
| Current assets | | | |
| Stocks | 15 | 2,623,355 | 2,237,895 |
| Debtors: amounts falling due within one year | 16 | 5,207,037 | 5,105,436 |
| Cash at bank and in hand | 17 | 178,208 | 146,644 |
| | | <u>8,008,600</u> | <u>7,489,975</u> |
| Creditors: amounts falling due within one year | 18 | (4,594,729) | (3,972,988) |
| Net current assets | | <u>3,413,871</u> | <u>3,516,987</u> |
| Total assets less current liabilities | | <u>4,999,769</u> | <u>4,964,545</u> |
| Creditors: amounts falling due after more than one year | 19 | (155,230) | (285,269) |
| Provisions for liabilities | | | |
| Deferred tax | 21 | (42,830) | - |
| | | <u>(42,830)</u> | <u>-</u> |
| Net assets | | <u><u>4,801,709</u></u> | <u><u>4,679,276</u></u> |
| Capital and reserves | | | |
| Called up share capital | 22 | 100,001 | 100,001 |
| Profit and loss account | 23 | 4,701,708 | 4,579,275 |
| | | <u>4,801,709</u> | <u>4,679,276</u> |

The financial statements were approved and authorised for issue by the board and were signed on its behalf on

28/3/25

S K Gupta

S K Gupta
 Director

The notes on pages 17 to 36 form part of these financial statements.

CLYDESDALE ENGINEERING LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2024**

| | Called up share capital £ | Profit and loss account £ | Total equity £ |
|--------------------------------|---------------------------------|---------------------------------|-------------------|
| At 1 April 2022 | 100,001 | 5,348,867 | 5,448,868 |
| Profit for the year | - | 53,162 | 53,162 |
| Distributions to owners | | | |
| Dividends | - | (822,754) | (822,754) |
| At 1 April 2023 | 100,001 | 4,579,275 | 4,679,276 |
| Profit for the year | - | 122,433 | 122,433 |
| At 31 March 2024 | 100,001 | 4,701,708 | 4,801,709 |

The notes on pages 17 to 36 form part of these financial statements.

CLYDESDALE ENGINEERING LIMITED

**STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 31 MARCH 2024**

| | 2024 £ | 2023 £ |
|---|------------------|------------------|
| Cash flows from operating activities | | |
| Profit for the financial year | 122,433 | 53,162 |
| Adjustments for: | | |
| Amortisation of intangible assets | (47,646) | (99,441) |
| Depreciation of tangible assets | 307,158 | 330,587 |
| Loss on disposal of tangible assets | - | 13,290 |
| Interest payable | 7,740 | 11,772 |
| Interest receivable | (138,180) | (172,003) |
| Taxation charge | 42,830 | (4,885) |
| Increase in stocks | (385,460) | (590,325) |
| Decrease in debtors | 35,973 | 567,162 |
| Increase/(decrease) in creditors | 627,547 | (424,903) |
| Net cash generated from operating activities | <u>572,395</u> | <u>(315,584)</u> |
| Cash flows from investing activities | | |
| Purchase of tangible fixed assets | (397,852) | (319,762) |
| Sale of tangible fixed assets | - | 51,186 |
| Interest received | 606 | - |
| Net cash from investing activities | <u>(397,246)</u> | <u>(268,576)</u> |
| Cash flows from financing activities | | |
| Repayment of obligations under finance leases | (135,845) | (133,560) |
| Interest paid | (7,740) | (11,772) |
| Net cash used in financing activities | <u>(143,585)</u> | <u>(145,332)</u> |
| Net increase/(decrease) in cash and cash equivalents | <u>31,564</u> | <u>(729,492)</u> |
| Cash and cash equivalents at beginning of year | 146,644 | 876,136 |
| Cash and cash equivalents at the end of year | <u>178,208</u> | <u>146,644</u> |
| Cash at bank and in hand | <u>178,208</u> | <u>146,644</u> |

CLYDESDALE ENGINEERING LIMITED

**ANALYSIS OF NET DEBT
FOR THE YEAR ENDED 31 MARCH 2024**

| | At 1 April 2023 £ | Cash flows £ | At 31 March 2024 £ |
|--------------------------|-------------------------|-----------------|--------------------------|
| Cash at bank and in hand | 146,644 | 31,564 | 178,208 |
| Finance leases | (421,843) | 135,845 | (285,998) |
| | <u>(275,199)</u> | <u>167,409</u> | <u>(107,790)</u> |

The notes on pages 17 to 36 form part of these financial statements.

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

1. General information

Clydesdale Engineering Limited is a private company (Company number: 09907518) limited by shares incorporated in England and Wales. The registered office is c/o Marble Power, 1st Floor, 3 More London Place, London SE1 2RE. The principal place of business is Neachells Lane, Willenhall, West Midlands, WV13 3SN.

The Company's principal activity during the year was the manufacture of anti-vibration/shock mountings and clamps, the design, development and manufacturing of parking brake lever systems mainly for off-highway vehicles together with the provision of advanced automotive materials technology and design engineering services.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 Going concern

The Company made a profit of £122,433 for the year ended 31 March 2024 (2023: £53,162) and the balance sheet showed net assets of £4,801,709 as at 31 March 2024 (2023: £4,679,276). The Company is expected to deliver a positive EBITDA for the year to 31 March 2025 and into the foreseeable future.

The Company's ultimate parent company is Liberty Steel Group Holdings Pte Ltd, a company incorporated in Singapore with the director, Sanjeev Gupta, being the ultimate beneficial owner.

On 8 March 2021, the Group's primary lender Greensill Capital (UK) Limited ("Greensill") was put in administration. The Parent Group has now signed an updated framework agreement with the parties responsible for the main creditors of Greensill Capital (UK) Limited, Greensill Bank AG and Credit Suisse Asset Management (Switzerland) Limited ("The Creditors") and is a major step in the Group's restructuring. Negotiations are ongoing on refinancing initiatives by the Parent Group. However, the Company has never had any direct relationship with or received any direct funding from Greensill, nor has it been party to any guarantees on those facilities and the Company's operations have remained unaffected by the above matter.

Since the year end, the Company has made various arrangements to consolidate and ultimately remove its intergroup balance position and reliance on funding with the wider parent group following its acquisition of the trade, assets and liabilities of Accles & Pollock Limited, a fellow subsidiary. Further information is provided in the note 28, Post Balance Sheet Events. These actions have further strengthened the balance sheet as at the date of the approval of the accounts with a recapitalisation of intergroup balances of £5,876,821 in March 2025.

The director has critically assessed the post year end trading results and the forecast trading and cashflow forecasts for the Company for the next 12 months from the date of signing the accounts. This included carrying out stress testing of cash flows under various scenarios of various reductions

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

2. Accounting policies (continued)

2.2 Going concern (continued)

in trading activity. In addition, a limited number of services are provided to the Company by another Group Company. The Director has reviewed these and is satisfied that these could be readily obtained from elsewhere at a similar cost in the event that the current provider is unable to continue to provide them. The resultant analysis shows cash headroom under all reasonably foreseeable scenarios.

In light of the above the director has concluded that there are sufficient cash resources available for the Company to continue to trade and meet its debts and obligations as they fall due for a period of net less than 12 months from the approval of the financial statements.

As detailed in note 24, on 14 May 2021 the serious Fraud Office (SFO) announced an investigation into the suspected fraud, fraudulent trading and money laundering concerning the financing and conduct of business of the companies within the Gupta Family Group Alliance (GFG), which includes the ultimate parent company the Company, including its financing arrangements with Greensill Capital (UK) limited. As detailed therein, the outcome of the investigation cannot be reliably estimated or forecast and remains uncertain, but in the opinion of the director it is not expected to have a material impact on the ability of the Company to continue to trade for the foreseeable future. Accordingly, the director has adopted the going concern basis in the preparation of the Financial Statements.

2.3 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated at the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the Statement of Financial Position. All differences are taken to profit or loss.

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

2. Accounting policies (continued)

2.4 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for goods supplied in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

Turnover from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer (usually on dispatch of the goods), the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

2.5 Operating leases

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the lease term except where another more systematic basis is more representative of the time pattern in which economic benefits from the lease asset are consumed.

2.6 Leased assets

Where assets are financed by leasing agreements that transfer substantially all the risks and rewards of ownership (finance leases), the assets are treated as if they had been purchased outright. The amount capitalised is the present value of the minimum lease payments payable over the term of the lease. Depreciation on the relevant asset is charged to profit or loss over the shorter of estimated useful economic life and the term of the lease.

Lease payments are analysed between capital and interest components so that the interest element of the payment is charged to profit or loss over the term of the lease and is calculated so that it represents a constant proportion of the balance of the capital repayments outstanding. The capital part reduces the amounts payable to the lessor.

2.7 Interest income

Interest income is recognised in profit or loss using the effective interest method.

2.8 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

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

2. Accounting policies (continued)

2.9 Pensions

Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of financial position. The assets of the plan are held separately from the Company in independently administered funds.

2.10 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates income.

Deferred tax liabilities are recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing differences arise from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the year when the liability is settled or the asset is realised. Deferred tax is charged to or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the Company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

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

2. Accounting policies (continued)

2.11 Intangible assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

The estimated useful lives range as follows:

| | | | |
|-------------------|---|----|-------|
| Negative goodwill | - | 10 | years |
|-------------------|---|----|-------|

Being the period over which the corresponding fixed assets are depreciated.

In respect of negative goodwill transferred from fellow subsidiaries, negative goodwill is transferred at net book value and amortised in accordance with the above policy over the remaining life at the date of transfer.

2.12 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

| | | | |
|---------------------|---|----|-------|
| Plant and machinery | - | 10 | years |
|---------------------|---|----|-------|

In respect of fixed assets transferred from fellow subsidiaries, assets transferred are recognised at net book value and depreciated in accordance with the above policy over the remaining life at the date of transfer.

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

2.13 Impairment of fixed assets

At each reporting year end date, the Company reviews the carrying amounts of its property, plant and equipment and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

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

2. Accounting policies (continued)

2.14 Stocks

Stocks are stated at the lower of cost and net realisable value. For work in progress and finished goods manufactured by the Company, cost is taken as production cost, which includes an appropriate proportion of attributable overheads. Cost is based on the cost of purchase on a weighted average basis. Net realisable value is based on estimated selling price less further costs to completion and sell.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of inventories over its estimated selling price less costs to complete and sell is recognised as an impairment loss in profit or loss. Reversals of impairment losses are also recognised in profit or loss.

2.15 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

In the Statement of cash flows, cash and cash equivalents are shown net of bank overdrafts that are repayable on demand and form an integral part of the Company's cash management.

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

2. Accounting policies (continued)

2.16 Financial instruments

The Company has elected to apply the provisions of section 11 'Basic Financial Instruments' and section 12 'Other financial instruments' of FRS 102 to all its financial instruments.

Financial instruments are recognised in the Company's statement of financial position when the Company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presents in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include trade, amounts due from group undertakings and related parties, and other debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Impairment of financial assets

Financial assets are assessed for indicators of impairment at each reporting date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the Company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including creditors, amounts due to fellow group companies and related parties, and other creditors are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method. Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised costs

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

2. Accounting policies (continued)

using effective interest method.

Derecognition of financial liabilities

Financial liabilities are derecognised when the Company's contractual obligations expire or are discharged or cancelled.

2.17 Equity instruments

Equity instruments issued by the Company are recorded at proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the Company.

2.18 Dividends

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

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

3. Judgments in applying accounting policies and key sources of estimation uncertainty

In the application of the Company's accounting policies, the director is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised where the revision affects only that year, or in that year of the revision and future years.

Critical judgements

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

Impairment of tangible fixed assets

Determine whether there are indicators of impairment of the Company's tangible fixed assets determining any resultant impairment charge. Factors taken into consideration in reaching such a decision and assessing any impairment charge include the economic viability and expected future financial performance of the asset and, where it is a component of a larger cash-generating unit, the viability and expected future performance of that unit and potential net realisable value of the asset if sold on the open market.

Key Sources of estimation and uncertainty

The key sources of estimation and uncertainty which have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are:

Recoverability of group and related party debt

Management make an assessment of whether group and related party debtors are recoverable based on the financial position and performance of the debtor and the needs of the wider group. Where there is objective evidence of impairment or significant doubt as to the recoverability of the balance, a provision is made against the balance due.

Stock impairments and provisions

Management uses valuation techniques to estimate the cost of stocks. The cost of work in progress includes an element of standard cost, which take into account normal levels of materials, labour and manufacturing efficiency. The cost of finished goods is calculated by reducing the sales value of the stock by the appropriate percentage profit margin. These methods are regularly reviewed and revised in the light of current conditions, and any changes in the estimates may affect the carrying amounts of stocks.

Stocks are valued at the lower of cost and net realisable value. Net realisable value includes, where necessary, provisions for slow moving and obsolete stocks. Calculation of these provisions require judgements to be made, which include forecasting consumer demand, competitive and economic environment and stock loss trends. A provision for stock loss is made to ensure the accounts reflect the lowest of net realisable value or cost. The provision comprises the loss due to ageing of stocks. Historic costs are used to calculate the provision.

Useful lives of tangible fixed assets & negative goodwill

Management reviews the useful lives of tangible fixed assets on a regular basis. Any changes in estimates may affect the carrying amounts of the respective tangible fixed assets with a corresponding effect on the related depreciation charge. This will also have an impact on the amortisation of the negative goodwill which is in relation to the useful life of the assets.

CLYDESDALE ENGINEERING LIMITED

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

4. Turnover

The whole of the turnover is attributable to one class of business, the sale of manufactured goods.

Analysis of turnover by country of destination:

| | 2024 £ | 2023 £ |
|-------------------|-------------------|-------------------|
| United Kingdom | 11,275,751 | 11,417,537 |
| Rest of Europe | 726,555 | 369,810 |
| Rest of the World | 4,316,205 | 3,272,062 |
| | <u>16,318,511</u> | <u>15,059,409</u> |

5. Other operating income

| | 2024 £ | 2023 £ |
|----------------------|----------------|-----------|
| Recharges receivable | 303,270 | - |
| | <u>303,270</u> | <u>-</u> |

6. Operating profit/(loss)

The operating profit/(loss) is stated after charging/(crediting):

| | 2024 £ | 2023 £ |
|--|-----------|---------------|
| Exchange differences | (27,079) | 7,040 |
| Hire of plant and equipment | 112,416 | 94,688 |
| Rent payable under operating leases | 138,107 | - |
| Depreciation of owned assets | 227,258 | 246,187 |
| Depreciation of assets held under finance leases and hire purchase contracts | 79,900 | 84,400 |
| Amortisation of negative goodwill | (47,646) | (99,441) |
| Loss on sale of fixed assets | - | 13,290 |
| | <u>-</u> | <u>13,290</u> |

CLYDESDALE ENGINEERING LIMITED

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

7. Auditor's remuneration

During the year, the Company obtained the following services from the Company's auditor:

| | 2024 £ | 2023 £ |
|---|---------------|---------------|
| Fees payable to the Company's auditor for the audit of the Company's financial statements | <u>63,000</u> | <u>57,000</u> |

8. Employees and directors

Staff costs were as follows:

| | 2024 £ | 2023 £ |
|-------------------------------------|------------------|------------------|
| Wages and salaries | 3,575,681 | 3,314,576 |
| Social security costs | 325,691 | 311,960 |
| Cost of defined contribution scheme | 159,297 | 164,133 |
| | <u>4,060,669</u> | <u>3,790,669</u> |

The average monthly number of employees, including the director, during the year was as follows:

| | 2024 No. | 2023 No. |
|--|-------------|-------------|
| Production, selling and administration | <u>132</u> | <u>128</u> |

The director is remunerated by other group undertakings.

9. Interest receivable and similar income

| | 2024 £ | 2023 £ |
|--|----------------|----------------|
| Interest receivable from group companies | 137,574 | 171,790 |
| Bank interest receivable | 606 | 213 |
| | <u>138,180</u> | <u>172,003</u> |

CLYDESDALE ENGINEERING LIMITED

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

10. Interest payable and similar expenses

| | 2024 £ | 2023 £ |
|--|--------------|---------------|
| Finance leases and hire purchase contracts | 7,740 | 11,772 |
| | <u>7,740</u> | <u>11,772</u> |

11. Taxation

| | 2024 £ | 2023 £ |
|--|---------------|----------------|
| Total current tax | <u>-</u> | <u>-</u> |
| Deferred tax | | |
| Origination and reversal of timing differences | 42,830 | (4,885) |
| Total deferred tax | <u>42,830</u> | <u>(4,885)</u> |
| Tax charge/(credit) on profit/(loss) | <u>42,830</u> | <u>(4,885)</u> |

CLYDESDALE ENGINEERING LIMITED

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

11. Taxation (continued)**Factors affecting tax charge for the year**

The tax assessed for the year is higher than (2023 - lower than) the standard rate of corporation tax in the UK of 25% (2023 - 19%). The differences are explained below:

| | 2024 £ | 2023 £ |
|--|----------------------|-----------------------|
| Profit before tax | <u>165,263</u> | <u>48,277</u> |
| Profit before tax multiplied by standard rate of corporation tax in the UK of 25% (2023 - 19%) | 41,316 | 9,173 |
| Effects of: | | |
| Non-tax deductible amortisation of goodwill and impairment | (11,912) | (18,894) |
| Expenses not deductible for tax purposes, other than goodwill amortisation and impairment | 13,117 | 13,433 |
| Other differences leading to an increase in taxation | 309 | - |
| Enhanced R&D deductions | - | (18,226) |
| Change in provision against non-recovery of deferred tax asset on trading losses | - | 9,629 |
| Total tax charge/(credit) for the year | <u><u>42,830</u></u> | <u><u>(4,885)</u></u> |

Factors that may affect future tax charges

The standard rate of UK corporation tax as at enacted at the year end was 25% to take effect from April 2023. Accordingly, these rates have been used in the calculation of deferred tax balances.

Historically the Company's effective rate has been above 15% and the company has assessed its future exposure to Domestic and Multinational Top Up Tax to be immaterial based on the group structure at the balance sheet date. The Company is applying the temporary deferred tax exemption in accordance with FRS 102 so that the Company does not recognise and does not disclose information about deferred tax assets and liabilities related to OECD pillar two income taxes.

12. Dividends

| | 2024 £ | 2023 £ |
|------------------|-----------|----------------|
| Interim dividend | - | 822,754 |
| | <u>-</u> | <u>822,754</u> |

CLYDESDALE ENGINEERING LIMITED

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

13. Intangible assets

| | Negative goodwill £ |
|-----------------------|------------------------------------|
| At 1 April 2023 | (1,399,232) |
| At 31 March 2024 | (1,399,232) |
| At 1 April 2023 | (1,253,059) |
| Charge for the year | (47,646) |
| At 31 March 2024 | (1,300,705) |
| Net book value | |
| At 31 March 2024 | (98,527) |
| At 31 March 2023 | (146,173) |

CLYDESDALE ENGINEERING LIMITED

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

14. Tangible fixed assets

| | Plant and machinery £ |
|--------------------------|-----------------------------|
| Cost or valuation | |
| At 1 April 2023 | 2,229,781 |
| Additions | 397,852 |
| At 31 March 2024 | <u>2,627,633</u> |
| Depreciation | |
| At 1 April 2023 | 636,050 |
| Charge for the year | 307,158 |
| At 31 March 2024 | <u>943,208</u> |
| Net book value | |
| At 31 March 2024 | <u>1,684,425</u> |
| At 31 March 2023 | <u>1,593,731</u> |

Included in plant and equipment are assets held under finance leases with a net book value of £492,717 (2023 - £599,242).

15. Stocks

| | 2024 £ | 2023 £ |
|-------------------------------------|------------------|------------------|
| Raw materials and consumables | 1,915,190 | 1,579,563 |
| Work in progress (goods to be sold) | 302,844 | 286,229 |
| Finished goods and goods for resale | 405,321 | 372,103 |
| | <u>2,623,355</u> | <u>2,237,895</u> |

The carrying value of stocks are stated net of impairment losses totalling £521,183 (2023 - £513,051). Impairment losses totalling £77,442 (2023 - £360,114) were recognised in profit and loss.

CLYDESDALE ENGINEERING LIMITED

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

16. Debtors

| | 2024 £ | 2023 £ |
|--|------------------|------------------|
| Trade debtors | 3,159,296 | 3,314,872 |
| Amounts owed by group undertakings and related parties | 1,790,234 | 1,524,599 |
| Other debtors | 15,100 | 107,954 |
| Prepayments and accrued income | 242,407 | 158,011 |
| | <u>5,207,037</u> | <u>5,105,436</u> |

The impairment charge on trade debtors was £4,582 (2023 - £79,977 credit).

As detailed in note 28, post year end £1,382,645 of the above amounts due by group undertakings and related parties was novated to a fellow subsidiary and the resulting balance dividended to the company's immediate parent entity.

17. Cash and cash equivalents

| | 2024 £ | 2023 £ |
|--------------------------|----------------|----------------|
| Cash at bank and in hand | 178,208 | 146,644 |
| | <u>178,208</u> | <u>146,644</u> |

18. Creditors: Amounts falling due within one year

| | 2024 £ | 2023 £ |
|---|------------------|------------------|
| Trade creditors | 2,160,714 | 1,657,098 |
| Amounts owed to group undertakings and related parties | 1,643,908 | 1,629,769 |
| Corporation tax | 41,269 | 41,285 |
| Other taxation and social security | 83,990 | 66,367 |
| Obligations under finance lease and hire purchase contracts | 130,768 | 136,574 |
| Other creditors | 117,000 | - |
| Accruals and deferred income | 417,080 | 441,895 |
| | <u>4,594,729</u> | <u>3,972,988</u> |

Amounts owed to group and related undertakings have no fixed repayment date and are non-interest bearing.

Obligations under finance lease and hire purchase contracts are secured on the related assets.

CLYDESDALE ENGINEERING LIMITED

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

19. Creditors: Amounts falling due after more than one year

| | 2024 £ | 2023 £ |
|--|----------------|----------------|
| Net obligations under finance leases and hire purchase contracts | 155,230 | 285,269 |
| | <u>155,230</u> | <u>285,269</u> |

Obligations under finance lease and hire purchase contracts are secured on the related assets.

20. Hire purchase and finance leases

Minimum lease payments under hire purchase fall due as follows:

| | 2024 £ | 2023 £ |
|-------------------|----------------|----------------|
| Within one year | 130,768 | 136,574 |
| Between 1-5 years | 155,230 | 285,269 |
| | <u>285,998</u> | <u>421,843</u> |

Finance lease payments represent rentals payable by the Company for certain items of plant and machinery. Leases include purchase options at the end of the lease period, and no restrictions are placed on the use of the assets. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments. Finance lease obligations are secured on the relevant assets.

21. Deferred taxation

| | 2024 £ |
|---------------------------|-----------------|
| Charged to profit or loss | (42,830) |
| At end of year | <u>(42,830)</u> |

CLYDESDALE ENGINEERING LIMITED

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

21. Deferred taxation (continued)

The deferred taxation balance is made up as follows:

| | 2024 £ | 2023 £ |
|--------------------------------|-----------------|-----------|
| Accelerated capital allowances | (204,484) | (101,269) |
| Short term timing differences | 5,054 | 6,834 |
| Tax losses | 171,551 | 105,797 |
| Other | (14,951) | (11,362) |
| | <u>(42,830)</u> | <u>-</u> |

22. Share capital

| | 2024 £ | 2023 £ |
|--|----------------|----------------|
| Allotted, called up and fully paid | | |
| 100,001 (2023 - 100,001) Ordinary shares of £1.00 each | <u>100,001</u> | <u>100,001</u> |

Each ordinary share has equal voting rights, rights to dividends declared, and distribution of assets on a winding up.

23. Reserves**Profit and loss account**

Profit and loss account represents accumulated realised profits which have been retained in the company.

CLYDESDALE ENGINEERING LIMITED

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

24. Contingent liabilities*Serious Fraud Office (SFO) investigation*

On 14 May 2021 the Serious Fraud Office (SFO) announced an investigation into suspected fraud, fraudulent trading and money laundering concerning the financing and conduct of business of companies within the Gupta Family Group Alliance (GFG), which includes the ultimate parent company of the Company, including its financing arrangements with Greensill Capital (UK) Limited.

As at the date of the approval of the financial statements, the investigation is still live and is expected to be several years before it will reach a conclusion. The SFO have made requests for information relating to certain entities within the GFG Group and the GFG group is cooperating with these requests. The Company has not received any communication or visits from the SFO and has not had any direct dealings with Greensill Capital (UK) Limited. It has however historically received funding from its Parent Group during the period certain Parent Group entities were financed through Greensill Capital (UK) Limited, although no longer has any funding arrangements with its Parent Group.

Entities within GFG group may be exposed to the risk of civil, criminal and regulatory actions and liabilities arising from any adverse findings coming from the SFO investigation, although the future direction nor outcome of the investigation and its impact including any liabilities arising on the Parent Group and the Company, if any, at present cannot be reliably estimated or forecast.

In the opinion of the director, the SFO investigation is not expected to have a material impact on the Company.

25. Pension commitments

The amount of unpaid pension included in the Statement of Financial Position at 31 March 2024 is £20,215 (2023: £29,105)

26. Commitments under operating leases

At 31 March 2024 the Company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

| | 2024 £ | 2023 £ |
|--|------------------|----------------|
| Not later than 1 year | 361,374 | 57,374 |
| Later than 1 year and not later than 5 years | 1,416,808 | 229,495 |
| Later than 5 years | 988,000 | 28,687 |
| | <u>2,766,182</u> | <u>315,556</u> |

On 17 October 2023, the Company acquired the interest and remaining commitments of a lease held by fellow subsidiary Shiftec Manufacturing Limited, consisting of a property lease with annual rentals of £304,000 payable to June 2032.

CLYDESDALE ENGINEERING LIMITED

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

27. Related party transactions

Amounts due to and from group and related undertakings are detailed in notes 16 and 18.

During the year the company entered into the following transactions with related parties:

Group undertakings:

Shiftec Manufacturing Limited - rent and utility charges payable £758,002 (2023 - £1,316,160).

Specialist Mobility Training Limited - interest receivable £132,001 (2023 - £40,389) and sales of £nil (2023 - £103,816)

Liberty Finance Management Limited - interest received £5,573 (2023 - £131,401)

Accles & Pollock Limited - sales of £8,296 (2023 - £13,754), rent and recharged expenses of £303,270 (2023 - £nil) and purchases of £38,164 (2023 - £121,195)

Shiftec (Leamington) Limited - sales £9,505 (2023 - £8,873) and purchases of £148,891 (2023 - £26,685)

Hub le Bas Limited - purchases £14,969 (2023 - £15,904)

C S Management Services Limited - sales of £442,503 (2023 - £535,351), management expenses of £551,357 (2023 - £596,063)

Related undertakings - under common control of connected persons:

Marble Power Limited - utility charges payable of £915,897 (2023 - £nil)

Jahama P7 Limited - rent charges payable of £138,107 (2023 - £nil).

28. Post balance sheet events

In November 2024, the Company acquired the trade, trading assets and liabilities, employees and contracts of Accles & Pollock Limited at net book value. The net assets acquired were £4,976,818.

In addition, in December 2024, the company entered into a novation agreement with two fellow subsidiary undertakings to transfer an intercompany receivable of £1,456,385 from one fellow subsidiary to the other. Following this transfer, the company declared a dividend in specie of £1,456,385 consisting of the intercompany receivable to its immediate parent entity. At the year end the carrying value of this receivable was £1,382,645.

In March 2025, the Company and its intercompany creditors within the ultimate parent group principally arising following the above acquisition entered into various debt transfer agreements to consolidate its group loan position. The resulting balance arising from the above consolidation was capitalised and 5,876,821 ordinary shares of £1 each were issued to the immediate parent company at par.

29. Controlling party

The immediate parent company is Liberty Advanced Engineering Products Pte Ltd, a company incorporated in Singapore. At 31 March 2024 the ultimate parent company was Liberty Steel Group Holdings Pte Ltd.

The largest and smallest groups in which the results of the Company may be consolidated are headed by Liberty Steel Group Holdings Pte Ltd and Liberty Engineering Group Pte Ltd. It is currently uncertain when consolidated financial statements will be prepared for either entity.

The ultimate controlling party is S K Gupta.

Company Registration No. 09907518 (England and Wales)

LIBERTY TUBE FITTINGS LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 MARCH 2016



LIBERTY TUBE FITTINGS LIMITED

COMPANY INFORMATION

| | | |
|--------------------------|--|------------------------------|
| Director | S K Gupta | (Appointed 29 December 2015) |
| Company number | 09907518 | |
| Registered office | No 7 Hertford Street London W1J 7RH | |
| Auditor | HW Fisher & Company Acre House 11-15 William Road London NW1 3ER United Kingdom | |
| Business address | Corngreaves Road Cradley Health West Midlands B64 7DQ United Kingdom | |

LIBERTY TUBE FITTINGS LIMITED

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LIBERTY TUBE FITTINGS LIMITED

STRATEGIC REPORT

FOR THE PERIOD ENDED 31 MARCH 2016

The director presents the strategic report for the period ended 31 March 2016.

Fair review of the business

The company has business interests predominantly in the manufacture of pipe fittings, anti-vibration/shock mountings and clamps and its operations are located in the UK, principally in the West Midlands.

The trade and assets of the company were acquired from Caparo Engineering Limited (In Administration) during the period and the purchase of the trade and assets has been treated accordingly under relevant accounting principles.

The ultimate holding company is Liberty House Group Pte Ltd, which is registered in Singapore and is wholly owned by Mr Sanjeev Gupta.

Accounts have been prepared for a short period following acquisition of the relevant trade and assets from Caparo Engineering Limited (In Administration). The company's results include the effects of integrating the business into the Liberty organisation and recovering the business following the change of ownership from Caparo Engineering Limited (In Administration). No comparative results are shown as this is the company's first period of trading.

The company's statement of comprehensive income is set out on page 8 and shows revenue for the year of £1,004,247. Further details of revenue by geographical area and market are given in note 3 to the financial statements.

The company produced a gross profit for the period of £454,754 and the operating profit for the period was £220,969. After deducting tax and interest, the company's result for the period amounted to a profit of £181,069.

No interim dividend was paid during the year and the director does not recommend a final dividend for the period.

The statement of financial position as at 31 March 2016 shows 'total assets less current liabilities' of £181,070 and shareholders' funds of £181,070.

The gross asset value excluding negative goodwill of the company as at 31 March 2016 was £3,121,243.

The outlook for 2016/17 is cautiously positive with some stability and slight recovery in volumes and prices evident. The company is expected to trade within available facilities and enjoys the support of the wider Liberty House Group. The accounts have been prepared on the going concern basis.

LIBERTY TUBE FITTINGS LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE PERIOD ENDED 31 MARCH 2016

Principal risks and uncertainties

There are a number of potential risks and uncertainties which could have an impact on the company's financial performance.

Global, political and economic conditions

The company has either sales or sourcing arrangements with various countries throughout the world. Whilst the company benefits from the growth opportunities in these countries, it is similarly exposed to the economic, political and business risks associated with such international operations. Throughout its operations the company encounters different legal and regulatory requirements, including those for taxation, exchange control, environmental, operational and competitive matters.

Management monitor such risks and conditions, maintaining insurance cover and amending business procedures as appropriate to attempt to mitigate any exposure whilst remaining in compliance with local and group requirements.

Foreign exchange

The company makes some sales to countries outside the UK, with a proportion of the company's operating profit earned outside the UK. As such the company is exposed to movements in exchange rates between sterling and other world currencies, particularly the US dollar and the Euro, which could adversely or positively impact results.

Raw material and energy prices

The company's products and services utilise a range of raw materials. The pricing for these raw material inputs is largely determined by international or national factors beyond the company's control or influence. Short term volatility in the pricing of such inputs and any decrease in availability can impact the company's financial performance.

Litigation

As with any business, the company is subject to the risk of litigation from third parties. The company seeks to address such claims proactively.

In accordance with accounting requirements, a provision would be made where required to address such litigation and the consequent costs of defence.

Environmental liabilities

The company conducts its operations in such a manner as to ensure compliance with environmental laws and regulations. If events occur where actions are necessary to maintain compliance, the company will devote suitable resources to the issue in order to remedy the situation.

Employees

The company's operations are based on one site in the West Midlands. The management team employed is small and as such the company has a reliance on this team. The company recognises the importance of this resource and as such reviews its remuneration and recruitment policies on a regular basis, in order to ensure the company continues to retain and attract the best possible management.

Future trading and liquidity risk

The directors regularly prepare profit and cash flow forecasts based on the likely levels of demand from key customers and suppliers.

LIBERTY TUBE FITTINGS LIMITED

STRATEGIC REPORT (CONTINUED)

FOR THE PERIOD ENDED 31 MARCH 2016

Key performance indicators

Key performance indicators within the Liberty group are specific to the nature of the operations of each business. This data, which includes financial, health and safety and environmental elements is reported to divisional and Liberty House Group senior management on a monthly basis.

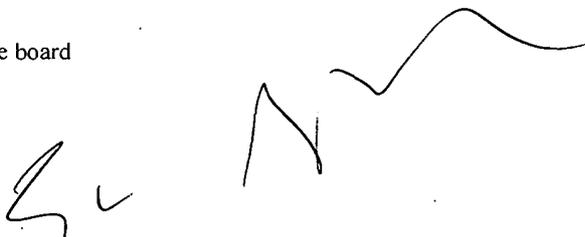
Financial key performance indicators include metrics tracking turnover, profitability, margins and working capital requirements.

With regard to health and safety, the company employs lost time and reportable accident metrics and reporting includes commentary regarding remedial, corrective and continuous improvement actions.

In terms of environmental compliance, the company employs key performance indicators capturing performance against pre-defined benchmarks or targets for items including waste product tonnes per tonne of finalised product, energy use per tonne and overall compliance measures. The company adopts alternate uses to recycle its waste streams where possible.

On behalf of the board

S K Gupta
Director
5 May 2017

A handwritten signature in black ink, appearing to be 'S K Gupta', written over a large, faint, stylized watermark or background graphic that resembles a mountain range or a series of peaks.

LIBERTY TUBE FITTINGS LIMITED

DIRECTOR'S REPORT

FOR THE PERIOD ENDED 31 MARCH 2016

The director presents his annual report and financial statements for the period ended 31 March 2016.

Company information

The company was incorporated on 8 December 2015.

Directors

The directors who held office during the period and up to the date of signature of the financial statements were as follows:

| | |
|-----------|--|
| S K Gupta | (Appointed 29 December 2015) |
| R Gandhi | (Appointed 8 December 2015 and resigned 25 January 2016) |
| P K Gupta | (Appointed 8 December 2015 and resigned 25 January 2016) |

Results and dividends

The results for the period are set out on page 8.

No ordinary dividends were paid. The director does not recommend payment of a final dividend.

Auditor

HW Fisher & Company were appointed auditor to the company and in accordance with section 485 of the Companies Act 2006, a resolution proposing that they be re-appointed will be put at a General Meeting.

Strategic report

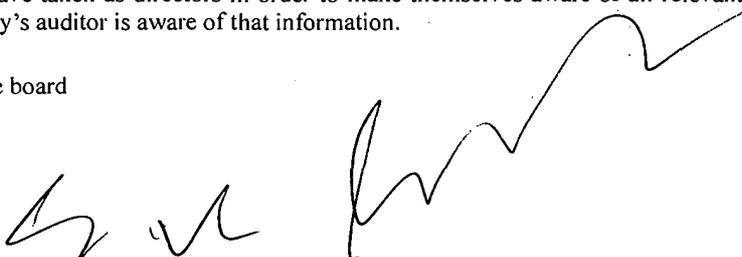
The company has chosen in accordance with Companies Act 2006, s. 414C(11) to set out in the company's strategic report information required by Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, Sch. 7 to be contained in the directors' report. It has done so in respect of risks to financial instruments and is included within Principal risks and uncertainties, of which the main ones are foreign exchange and liquidity risk.

Statement of disclosure to auditor

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the directors individually have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditor is aware of that information.

On behalf of the board

S K Gupta
Director
5 May 2017



LIBERTY TUBE FITTINGS LIMITED

DIRECTOR'S RESPONSIBILITIES STATEMENT

FOR THE PERIOD ENDED 31 MARCH 2016

The director is responsible for preparing the annual report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has 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 director must not approve the financial statements unless he is 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 director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is 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. He is 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.

LIBERTY TUBE FITTINGS LIMITED

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF LIBERTY TUBE FITTINGS LIMITED

We have audited the financial statements of Liberty Tube Fittings Limited for the period ended 31 March 2016 which comprise the Statement of Comprehensive Income, the Statement Of Financial Position, the Statement of Changes in Equity, the Statement of Cash Flows and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

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.

Respective responsibilities of director and auditor

As explained more fully in the Director's Responsibilities Statement, the director is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the director; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on 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 2016 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.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and the Director's Report for the financial period for which the financial statements are prepared is consistent with the financial statements.

LIBERTY TUBE FITTINGS LIMITED

INDEPENDENT AUDITOR'S REPORT (CONTINUED)

TO THE MEMBERS OF LIBERTY TUBE FITTINGS LIMITED

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where 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.

Naresh Samani (Senior Statutory Auditor)
for and on behalf of HW Fisher & Company

Chartered Accountants
Statutory Auditor
Acre House
11-15 William Road
London
NW1 3ER
United Kingdom

15 May 2017

LIBERTY TUBE FITTINGS LIMITED

STATEMENT OF COMPREHENSIVE INCOME FOR THE PERIOD ENDED 31 MARCH 2016

| | Notes | Period ended 31 March 2016 £ |
|--|----------|--|
| Revenue | 3 | 1,004,247 |
| Cost of sales | | (549,493) |
| Gross profit | | <u>454,754</u> |
| Distribution costs | | (44,095) |
| Administrative expenses | | (200,083) |
| Other operating income | | 10,393 |
| Operating profit | 4 | <u>220,969</u> |
| Profit before taxation | | <u>220,969</u> |
| Taxation | 6 | (39,900) |
| Profit for the financial period | | <u><u>181,069</u></u> |

The statement of comprehensive income has been prepared on the basis that all operations are continuing operations.

LIBERTY TUBE FITTINGS LIMITED

STATEMENT OF FINANCIAL POSITION

AS AT 31 MARCH 2016

| | Notes | 2016 £ | £ |
|--|-------|------------------|------------------|
| Fixed assets | | | |
| Negative goodwill | 7 | | (1,125,586) |
| Property, plant and equipment | 8 | | 2,095,665 |
| | | | <u>970,079</u> |
| Current assets | | | |
| Inventories | 10 | 111,959 | |
| Trade and other receivables | 11 | 913,619 | |
| | | <u>1,025,578</u> | |
| Current liabilities | 12 | (1,814,587) | |
| Net current liabilities | | | <u>(789,009)</u> |
| Total assets less current liabilities | | | <u>181,070</u> |
| Equity | | | |
| Called up share capital | 14 | | 1 |
| Retained earnings | | | 181,069 |
| Total equity | | | <u>181,070</u> |

The financial statements were approved and signed by the director and authorised for issue on 5 May 2017

S K Gupta
Director

Company Registration No. 09907518

LIBERTY TUBE FITTINGS LIMITED

STATEMENT OF CHANGES IN EQUITY

FOR THE PERIOD ENDED 31 MARCH 2016

| | Notes | Share capital £ | Retained earnings £ | Total £ |
|--|-------|--------------------|---------------------------|----------------|
| Period ended 31 March 2016: | | | | |
| Profit and total comprehensive income for the period | | - | 181,069 | 181,069 |
| Issue of share capital | 14 | 1 | - | 1 |
| | | <hr/> | <hr/> | <hr/> |
| Balance at 31 March 2016 | | <u>1</u> | <u>181,069</u> | <u>181,070</u> |

LIBERTY TUBE FITTINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 MARCH 2016

1 Accounting policies

Company information

Liberty Tube Fittings Limited is a company limited by shares incorporated in England and Wales. The registered office is No 7 Hertford Street, London, W1J 7RH.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The accounting period is from the date of incorporation on 8th December 2015 to 31 March 2016.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of freehold properties and to include investment properties and certain financial instruments at fair value. The principal accounting policies adopted are set out below.

These financial statements for the period ended 31 March 2016 are the first financial statements of Liberty Tube Fittings Limited and therefore the first prepared in accordance with FRS 102, The Financial Reporting Standard applicable in the UK and Republic of Ireland.

1.2 Going concern

At the time of approving the financial statements, the company has adequate resources to continue in operational existence for the foreseeable future. Thus the director has adopted the going concern basis of accounting in preparing the financial statements.

1.3 Revenue

Revenue is recognised at the fair value of the consideration received or receivable for goods and services provided in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

When cash inflows are deferred and represent a financing arrangement, the fair value of the consideration is the present value of the future receipts. The difference between the fair value of the consideration and the nominal amount received is recognised as interest income.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer (usually on dispatch of the goods), the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

1.4 Intangible fixed assets - goodwill

Goodwill represents the excess of the cost of acquisition of unincorporated businesses over the fair value of net assets acquired. It is initially recognised as an asset at cost and is subsequently measured at cost less accumulated amortisation and accumulated impairment losses. Goodwill is considered to have a finite useful life and is amortised on a systematic basis over its expected life, which is 10 years.

Negative goodwill represents the excess of the net fair value of assets acquired over the cost of the acquisition.

LIBERTY TUBE FITTINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 31 MARCH 2016

1 Accounting policies

(Continued)

1.5 Intangible fixed assets other than goodwill

Amortisation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Negative goodwill relating to fixed assets: 10 years

1.6 Property, plant and equipment

Property, plant and equipment are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Freehold buildings: 25 years

Plant and equipment: 10 years

1.7 Impairment of non-current assets

At each reporting period end date, the company reviews the carrying amounts of its tangible and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried at a revalued amount, in which case the impairment loss is treated as a revaluation decrease.

Recognised impairment losses are reversed if, and only if, the reasons for the impairment loss have ceased to apply. Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in profit or loss, unless the relevant asset is carried in at a revalued amount, in which case the reversal of the impairment loss is treated as a revaluation increase.

1.8 Inventories

Inventories are stated at the lower of cost and net realisable value. For work in progress and finished goods manufactured by the company, cost is taken as production cost, which includes an appropriate proportion of attributable overheads.

Net realisable value is based on estimated selling price less further costs to completion and sale.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of stocks over its estimated selling price less costs to complete and sell is recognised as an impairment loss in the profit and loss account. Reversals of impairment losses are also recognised in the profit and loss account.

LIBERTY TUBE FITTINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 31 MARCH 2016

1 Accounting policies

(Continued)

1.9 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include trade and other receivables and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting end date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised the statement of comprehensive income.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including trade and other payables, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

LIBERTY TUBE FITTINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 31 MARCH 2016

1 Accounting policies

(Continued)

Derecognition of financial liabilities

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

1.10 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.11 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the income statement, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.12 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or non-current assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.13 Retirement benefits

The pension costs for defined contribution schemes are the contributions payable in the year.

1.14 Foreign exchange

Foreign currency transactions are translated at the rate of exchange ruling at the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at year end exchange rates except where they are covered by forward contracts, when the forward rate is used. Any gains or losses on translation are included in the statement of comprehensive income.

LIBERTY TUBE FITTINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 31 MARCH 2016

1 Accounting policies

(Continued)

1.15 Financial risk management

Exposure to movements in rates of foreign exchange in relation to any investments in overseas assets by the company is reduced through the assumption of related liabilities in matching currencies where possible, and otherwise through the use of financial instruments where in the opinion of the directors to do so would be in the best interests of the company.

Gains and losses arising on derivative instruments used to hedge the company's exposure to transactions in foreign currencies are recognised in the profit and loss account.

Exposure to movements in interest rates is reviewed regularly by the directors. The company utilises financial instruments to limit the company's exposure to movements in interest rates where in the opinion of the directors the expected benefits of such arrangements exceed the expected costs or at the request of the company's lenders.

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the director is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

Critical judgements

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

Stock impairments and provisions

Inventories are valued at the lower of cost and net realisable value. Net realisable value includes, where necessary, provisions for slow moving and obsolete stocks. Calculation of these provisions require judgements to be made, which include forecasting consumer demand, competitive and economic environment and inventory loss trends.

Fair value of assets acquired

On acquisition of the trade and assets, in accordance with accounting standards, the company has valued its identifiable assets and liabilities at fair value. In deriving the valuation of tangible fixed assets, which is judgemental, the directors have sought the expertise of external valuers. The fair value of other intangibles have been derived based on the directors best estimate.

3 Revenue

An analysis of the company's revenue is as follows:

| | 2016 |
|---------------|-----------|
| | £ |
| Turnover | |
| Sale of goods | 1,004,247 |

LIBERTY TUBE FITTINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 31 MARCH 2016

| | | |
|----------|---|--------------------|
| 3 | Revenue | (Continued) |
| | Other significant revenue | |
| | Commissions received | 10,000 |
| | | <u> </u> |
| | Revenue analysed by geographical market | |
| | | 2016 |
| | | £ |
| | United Kingdom | 708,879 |
| | Rest of Europe | 84,318 |
| | North America | 84,578 |
| | Rest of World | 126,472 |
| | | <u> </u> |
| | | 1,004,247 |
| | | <u> </u> |
| 4 | Operating profit | 2016 |
| | Operating profit for the period is stated after charging/(crediting): | £ |
| | Exchange gains | (3,576) |
| | Fees payable to the company's auditor for the audit of the company's financial statements | 2,059 |
| | Depreciation of owned property, plant and equipment | 37,919 |
| | Release of negative goodwill | (19,905) |
| | Cost of inventories recognised as an expense | 432,683 |
| | | <u> </u> |
| 5 | Employees | |
| | The average monthly number of persons employed by the company during the period was: | |
| | | 2016 |
| | | Number |
| | Sales and Administration | 20 |
| | Operations | 20 |
| | | <u> </u> |
| | | 40 |
| | | <u> </u> |

LIBERTY TUBE FITTINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 31 MARCH 2016

5 Employees **(Continued)**

Their aggregate remuneration comprised:

| | 2016 |
|-----------------------|----------------|
| | £ |
| Wages and salaries | 351,653 |
| Social security costs | 27,955 |
| Pension costs | 16,986 |
| | <u>396,594</u> |

6 Taxation

| | 2016 |
|--|---------------|
| | £ |
| Current tax | |
| UK corporation tax on profits for the current period | 39,900 |
| | <u>39,900</u> |

The actual charge for the period can be reconciled to the expected charge based on the profit or loss and the standard rate of tax as follows:

| | 2016 |
|---|---------------|
| | £ |
| Profit before taxation | 220,969 |
| Expected tax charge based on the standard rate of corporation tax in the UK of 20.00% | 44,194 |
| Tax effect of expenses that are not deductible in determining taxable profit | 2,299 |
| Tax effect of income not taxable in determining taxable profit | (3,981) |
| Group relief | (7,506) |
| Fixed asset differences | 4,894 |
| | <u>39,900</u> |
| Tax expense for the period | <u>39,900</u> |

LIBERTY TUBE FITTINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 31 MARCH 2016

7 Intangible fixed assets

| | Negative goodwill £ |
|---|---------------------------|
| Cost | |
| At 8 December 2015 | - |
| Arising from purchase of assets at fair value | (1,145,491) |
| At 31 March 2016 | <u>(1,145,491)</u> |
| Amortisation and impairment | |
| At 8 December 2015 | - |
| Amortisation charged for the period | (19,905) |
| At 31 March 2016 | <u>(19,905)</u> |
| Carrying amount | |
| At 31 March 2016 | <u><u>(1,125,586)</u></u> |

8 Property, plant and equipment

| | Freehold buildings: £ | Plant and equipment: £ | Total £ |
|------------------------------------|-----------------------------|------------------------------|-------------------------|
| Cost | | | |
| At 8 December 2015 | - | - | - |
| Purchase of assets at fair value | 1,660,000 | 473,584 | 2,133,584 |
| At 31 March 2016 | <u>1,660,000</u> | <u>473,584</u> | <u>2,133,584</u> |
| Depreciation and impairment | | | |
| At 8 December 2015 | - | - | - |
| Depreciation charged in the period | 22,133 | 15,786 | 37,919 |
| At 31 March 2016 | <u>22,133</u> | <u>15,786</u> | <u>37,919</u> |
| Carrying amount | | | |
| At 31 March 2016 | <u><u>1,637,867</u></u> | <u><u>457,798</u></u> | <u><u>2,095,665</u></u> |

9 Financial instruments

| | 2016 £ |
|---|-------------------------|
| Carrying amount of financial assets | |
| Debt instruments measured at amortised cost | <u>635,664</u> |
| Carrying amount of financial liabilities | |
| Measured at amortised cost | <u><u>1,648,235</u></u> |

LIBERTY TUBE FITTINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 31 MARCH 2016

| | |
|---|------------------|
| 10 Inventories | 2016 |
| | £ |
| Raw materials and consumables | 25,165 |
| Work in progress | 659 |
| Finished goods and goods for resale | 86,135 |
| | <u>111,959</u> |
| 11 Trade and other receivables | 2016 |
| | £ |
| Amounts falling due within one year: | |
| Trade receivables | 594,881 |
| Amounts due from fellow group undertakings | 26,384 |
| Other receivables | 14,399 |
| Prepayments and accrued income | 277,955 |
| | <u>913,619</u> |
| 12 Current liabilities | 2016 |
| | £ |
| Trade payables | 240,665 |
| Amounts due to group undertakings | 66,261 |
| Amounts due to related parties | 988,976 |
| Corporation tax | 39,900 |
| Other taxation and social security | 126,452 |
| Other payables | 69,310 |
| Accruals and deferred income | 283,023 |
| | <u>1,814,587</u> |
| 13 Retirement benefit schemes | 2016 |
| | £ |
| Defined contribution schemes | |
| Charge to profit or loss in respect of defined contribution schemes | <u>16,986</u> |

The company operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the company in an independently administered fund.

LIBERTY TUBE FITTINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 31 MARCH 2016

14 Share capital

2016

£

Ordinary share capital

Issued

1 Ordinary share of £1 each

1

15 Acquisition of a business

On 10 December 2015 the company acquired part of Caparo Engineering Limited (In Administration).

| | Book Value £ | Fair Value £ |
|---|-----------------|------------------|
| Plant and Machinery | 328,528 | 473,584 |
| Freehold property | - | 1,660,000 |
| Inventories | 445,500 | 883 |
| | | <u>2,134,467</u> |
| Goodwill | | (1,145,491) |
| Total consideration | | <u>988,976</u> |
| Satisfied by: | | £ |
| Funded by related party loan | | <u>988,976</u> |
| Contribution by the acquired business for the reporting period since acquisition: | | £ |
| Revenue | | 1,004,247 |
| Profit after tax | | <u>220,969</u> |

The negative goodwill arising on the acquisition of the business is attributable to the bargain price that the company was able to negotiate with the liquidator. Following the acquisition, the acquired assets were professionally valued to ascertain their fair value at acquisition. The book values reflect the amounts shown in the original accounts. The value attributable to stocks is being released over the period in which the stocks are expected to be sold. The amount relating to fixed assets is being released over the remaining useful life of the assets of 10 years.

16 Related party transactions

During the period, Simec International (UK) Limited made a loan to the company to fund the acquisition of trade and assets of Caparo Engineering Limited (In Administration), for the amount of £988,976. Simec International (UK) Limited is a company owned by the wider Gupta Family.

As at 31 March 2016, the whole amount was outstanding and included within amounts owed to related parties in creditors.

LIBERTY TUBE FITTINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 31 MARCH 2016

17 Controlling party

The immediate parent company is Liberty Tubular Solutions PTE Limited, a company incorporated in Singapore. The ultimate holding company is Liberty House Group PTE Limited, a company also incorporated in Singapore.

The largest and the smallest groups in which the results of the company are consolidated are headed by Liberty House Group PTE Limited and Liberty Industrial Group PTE Limited. The accounts are publically available by writing to the Company Secretary at 8 Marina View, #40-06 Asia Square Tower 1, Singapore 018960.

The ultimate beneficial owner is S K Gupta.

18 Post balance sheet event

On 31 October 2016 certain assets used in the manufacture of pipe fittings and clamps were sold to CMT Engineering Limited for a consideration of £460,050.

19 Cash generated from operations

| | 2016 £ |
|--|-----------------|
| Profit for the year after tax | 181,069 |
| Adjustments for: | |
| Taxation charged | 39,900 |
| Amortisation and impairment of intangible assets | (19,905) |
| Depreciation and impairment of property, plant and equipment | 37,919 |
| Movements in working capital: | |
| (Increase) in inventories | (332,667) |
| (Increase) in trade and other receivables | (913,618) |
| Increase in trade and other payables | 1,007,302 |
| Cash absorbed by operations | <u><u>-</u></u> |

No statement of cash flows has been included in the financial statements due to there being no cash movements in the period to 31 March 2016.

ch

Annual Report and Financial Statements Liberty Tube Fittings Limited

For the year ended 31 March 2017



Company Registration No. 09907518 (England and Wales)

Liberty Tube Fittings Limited

Company Information

| | |
|--------------------------|---|
| Director | S K Gupta |
| Company number | 09907518 |
| Registered office | No 7 Hertford Street London W1J 7RH |
| Auditor | H W Fisher & Company Acre House 11-15 William Road London NW1 3ER United Kingdom |
| Business address | Comgreaves Road Cradley Heath West Midlands B64 7DG |
| Bankers | Barclays Bank Plc 14 Commercial Street Newport NP20 1HE Lloyds Bank 4 th Floor 25 Gresham St London EC2V 7HN |

Liberty Tube Fittings Limited

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Liberty Tube Fittings Limited

Strategic Report For the year ended 31 March 2017

The director presents his annual report and the financial statements for the year ended 31 March 2017.

Fair review of the business

The company has business interests predominantly in the manufacture of pipe fittings, anti-vibration/shock mountings and clamps and its operations are located principally in the West Midlands, in the UK,

At 31 March 2017 the ultimate holding company was Liberty House Group Pte Ltd, which is registered in Singapore and is wholly owned by Mr Sanjeev Gupta.

On 31 October 2016 Liberty Tube Fittings Limited sold its tube fittings and clamps divisions to CMT Engineering Limited for a consideration value of £460,050.

The company's statement of comprehensive income is set out on page 8 and shows revenue for the year of £3,997,443 (2016: £1,004,247). Further details of revenue by geographical area and market are given in note 3 to the financial statements.

The company produced a gross profit for the year of £2,141,067 (2016: £454,754) and the operating profit for the year was £1,532,455 (2016: £220,969). After deducting tax and interest, the company's result for the year amounted to a profit of £1,355,209 (2016: £181,069).

Management consider Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) to be the most relevant measure of profitability. EBITDA for the year was £1,376,240 (2016: £238,983).

No interim dividend was paid during the year and the director does not recommend a final dividend for the year.

The statement of financial position as at 31 March 2017 shows 'total assets less current liabilities' of £1,771,926 (2016: £181,070) and shareholders' funds of £1,636,280 (2016: £181,070).

The gross asset value excluding negative goodwill of the company as at 31 March 2017 was £4,839,794 (2016: £3,121,243).

Net current assets, reflecting the working capital position of the company was £954,051 which included cash balance of £632,734.

The outlook for 2017/18 is cautiously positive with some stability and slight recovery in volumes and prices evident. The company is expected to trade within available facilities and enjoys the support of the wider Liberty House Group. The financial statements have been prepared on the going concern basis.

Strategic Report For the year ended 31 March 2017

Principal risks and uncertainties

There are a number of potential risks and uncertainties which could have an impact on the company's financial performance.

Global, political and economic conditions

The company has either sales or sourcing arrangements with various countries throughout the world. Whilst the company benefits from the growth opportunities in these countries, it is similarly exposed to the economic, political and business risks associated with such international operations. Throughout its operations the company encounters different legal and regulatory requirements, including those for taxation, exchange control, environmental, operational and competitive matters.

Management monitor such risks and conditions, maintaining insurance cover and amending business procedures as appropriate to attempt to mitigate any exposure whilst remaining in compliance with local and group requirements.

Foreign exchange

The company makes sales to many countries, with a proportion of the company's operating profit earned outside the UK. As such the company is exposed to movements in exchange rates between sterling and other world currencies, particularly the US dollar and the Euro, which could adversely or positively impact results.

Raw material and energy prices

The company's products and services utilise a range of raw materials, most notably steel. The pricing for these raw material inputs is largely determined by international or national factors beyond the company's control or influence. Short term volatility in the pricing of such inputs and any decrease in availability can impact the company's financial performance.

Litigation

As with any business, the company is subject to the risk of litigation from third parties. The company seeks to address such claims proactively. In accordance with accounting requirements, a provision would be made where required to address such litigation and the consequent costs of defence.

Environmental liabilities

The company conducts its operations in such a manner as to ensure compliance with environmental laws and regulations. If events occur where actions are necessary to maintain compliance, the company will devote suitable resources to the issue in order to remedy the situation.

Employees

The company's operations are based on a small site in the West Midlands. The management team employed is small and the company recognises the importance of this resource. As such it reviews its remuneration and recruitment policies on a regular basis, in order to ensure the company continues to retain and attract the best possible management.

Future trading and liquidity risk

The financial stability of the company depends on its future trading and liquidity. The company regularly prepares profit and cash flow forecasts based on the likely levels of demand from key customers and suppliers. Resulting working capital projections are reviewed regularly to ensure cash resources are adequate.

Strategic Report For the year ended 31 March 2017

Principal risks and uncertainties (continued)

Product quality control

Maintaining a high level of quality in our products is key to the company. The business is exposed to warranty, product recall and liability claims in the event that our products fail to perform as expected. In order to mitigate this risk, the company has extensive quality assurance checks embedded in all parts of the business, from design and development, through to the production process and delivery to the customers. This role is performed by a dedicated quality control team, who report to management on a regular basis.

Health and safety

Providing a safe working environment is a key priority for the company. The company has health and safety programmes and regular risk assessments, which are implemented and enforced throughout the company, and overseen by management.

Key performance indicators

Key performance indicators within the Liberty House Group are specific to the nature of the operations of each business. This data, which includes financial, health and safety and environmental elements is reported to divisional and Liberty House Group senior management on a monthly basis.

Financial key performance indicators include metrics tracking revenue, profitability, margins and working capital requirements. These have been evaluated within the strategic report, review of the business.

With regard to health and safety, the company employs lost time and reportable accident metrics and reporting includes commentary regarding remedial, corrective and continuous improvement actions.

In terms of environmental compliance, the company employs key performance indicators capturing performance against pre-defined benchmarks or targets for items including waste product tonnes per tonne of finalised product, energy use per tonne and overall compliance measures. The company adopts alternate uses to recycle its waste streams where possible.

On behalf of the board



S K Gupta
Director

Date: 19/3/2018

Liberty Tube Fittings Limited

Director's Report For the year ended 31 March 2017

The director presents his annual report and the financial statements for the year ended 31 March 2017.

Director

The director who held office during the year and up to the date of signature of the financial statements was as follows:

S K Gupta

Results and dividends

The results for the year are set out on page 8.

No ordinary dividends were paid. The director does not recommend payment of a final dividend.

Auditor

The auditor, H W Fisher & Company is deemed to be reappointed under section 487 (2) of the Companies Act 2006.

Strategic report

The company has chosen in accordance with Companies Act 2006, s. 414C(II) to set out in the company's strategic report information required by Large and Medium-sized Companies and Groups (Accounts and Reports) Regulations 2008, Sch. 7 to be contained in the directors' report. It has done so in respect of risks to financial instruments and is included within principal risks and uncertainties, of which the main ones are foreign exchange and liquidity risk.

Statement of disclosure to auditor

So far the sole director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the director has taken all the necessary steps that he ought to have taken as director in order to make himself aware of all relevant audit information and to establish that the company's auditor is aware of that information.

On behalf of the board



S K Gupta
Director

Date: 19/3/2018

Director's Responsibilities Statement For the year ended 31 March 2017

The director is responsible for preparing the annual report in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has 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 director must not approve the financial statements unless he is 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 year. In preparing these financial statements, the director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is 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. He is 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 Liberty Tube Fittings Limited**

We have audited the financial statements of Liberty Tube Fittings Limited for the year ended 31 March 2017. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland".

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.

Respective responsibilities of directors and auditor

As explained more fully in the Director's Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on 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 2017 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.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of our audit, the information given in the Strategic Report and the Director's Report for the financial year for which the financial statements are prepared is consistent with the financial statements, and the Strategic Report and the Director's Report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In 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 and the Director's Report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

Liberty Tube Fittings Limited

**Independent Auditor's Report
To the members of Liberty Tube Fittings Limited**

- 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.



**Naresh Samani
(Senior Statutory Auditor)
for and on behalf of H W Fisher & Company**

**Chartered Accountants
Statutory Auditor
Acre House
11-15 William Road
London
NW1 3ER
United Kingdom**

Date: 19/03/2018

Liberty Tube Fittings Limited

Statement of Comprehensive Income
For the year ended 31 March 2017

| | 2017 £ | | Total | 2016 £ | | Total |
|--|-----------------------|-------------------------|------------------|-----------------------|-------------------------|----------------|
| | Continuing operations | Discontinued operations | | Continuing operations | Discontinued operations | |
| Revenue | 1,439,467 | 2,557,976 | 3,997,443 | 337,210 | 667,037 | 1,004,247 |
| Cost of sales | (369,705) | (1,486,671) | (1,856,376) | (130,352) | (419,141) | (549,493) |
| Gross profit | 1,069,762 | 1,071,305 | 2,141,067 | 206,858 | 247,896 | 454,754 |
| Distribution costs | (1,800) | (109,146) | (110,946) | (2,049) | (42,046) | (44,095) |
| Administrative expenses | (36,548) | (553,680) | (590,228) | (12,005) | (188,078) | (200,083) |
| Other operating income | 50,982 | | 50,982 | 3,490 | 6,903 | 10,393 |
| Profit on disposal of fixed assets | | 41,580 | 41,580 | | | |
| Operating profit | 1,082,396 | 450,059 | 1,532,455 | 196,294 | 24,675 | 220,969 |
| Interest payable | (571) | (1,029) | (1,600) | | | |
| Profit on ordinary activities before taxation | 1,081,825 | 449,030 | 1,530,855 | 196,294 | 24,675 | 220,969 |
| Taxation | (130,663) | (44,983) | (175,646) | (35,444) | (4,456) | (39,900) |
| Profit for the financial year | 951,162 | 404,047 | 1,355,209 | 160,850 | 20,219 | 181,069 |
| Total comprehensive income for the year | 951,162 | 404,047 | 1,355,209 | 160,850 | 20,219 | 181,069 |

Liberty Tube Fittings Limited

**Statement of Financial Position
As at 31 March 2017**

| | Note | 2017 £ | 2016 £ |
|--|------|------------------|------------------|
| Fixed assets | | | |
| Negative goodwill | 8 | (871,089) | (1,125,586) |
| Property, plant and equipment | 9 | 1,688,964 | 2,095,665 |
| | | <u>817,875</u> | <u>970,079</u> |
| Current assets | | | |
| Inventories | 11 | 251,111 | 111,959 |
| Trade and other receivables | 12 | 2,266,985 | 913,619 |
| Cash at bank and in hand | | 632,734 | - |
| | | <u>3,150,830</u> | <u>1,025,578</u> |
| Current liabilities | 13 | (2,196,779) | (1,814,587) |
| Net current assets/(liabilities) | | <u>954,051</u> | <u>(789,009)</u> |
| Total assets less current liabilities | | <u>1,771,926</u> | <u>181,070</u> |
| Provision for liabilities | 14 | (135,646) | - |
| Net assets | | <u>1,636,280</u> | <u>181,070</u> |
| Equity | | | |
| Called up share capital | 16 | 100,001 | 1 |
| Retained earnings | | 1,536,279 | 181,069 |
| Total equity | | <u>1,636,280</u> | <u>181,070</u> |

The financial statements were approved and signed by the director and authorised for issue on 19/3/2018



S K Gupta
Director

Company Registration No. 09907518

Liberty Tube Fittings Limited

**Statement of Changes in Equity
For the year ended 31 March 2017**

| | Share capital | Retained earnings | Total equity |
|---------------------------------|--------------------------|------------------------------|-------------------------|
| | £ | £ | £ |
| Issue of share capital | 1 | - | 1 |
| Profit for the period | - | 181,069 | 181,069 |
| Balance at 31 March 2016 | 1 | 181,069 | 181,070 |
| | | | |
| At 1 April 2016 | 1 | 181,069 | 181,070 |
| Issue of share capital | 100,000 | - | 100,000 |
| Profit for the year | - | 1,355,210 | 1,355,210 |
| Balance at 31 March 2017 | 100,001 | 1,536,279 | 1,636,280 |

Notes to the Financial Statements For the year ended 31 March 2017

1 Accounting policies

Company information

Liberty Tube Fittings Limited is a company limited by shares incorporated in England and Wales. The registered office is No 7 Hertford Street, London, W1J 7RH.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £ sterling.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

The comparative period is for the 4 months ended 31 March 2016. The current year is for the year ended 31 March 2017.

The company has taken advantage of the disclosure exemptions permitted by paragraph 1.12 of FRS 102 in relation to the presentation of a statement of cash flows and the supporting notes, on the basis that the company is consolidated into the financial statements of Liberty House Group Pte Limited, the ultimate parent company, which presents a consolidated statement of cash flows.

1.2 Going concern

At the time of approving the financial statements, the company has adequate resources to continue in operational existence for the foreseeable future on the understanding that the company has the ongoing support of group entities which have lent money to the company, and its bankers who are providing facilities to the company. Thus the director has adopted the going concern basis of accounting in preparing the financial statements.

1.3 Revenue

Revenue is recognised at the fair value of the consideration received or receivable for goods supplied in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer (usually on dispatch of the goods), the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Notes to the Financial Statements For the year ended 31 March 2017

1 Accounting policies (continued)

1.4 Intangible fixed assets – goodwill

Negative goodwill represents the excess of the net fair values of assets acquired over the cost of the acquisition. This is largely attributable to plant and equipment and the negative goodwill is accordingly debited to income over the following basis:

Negative goodwill relating to fixed assets: 10 years

Being the period over which the corresponding fixed assets are depreciated.

1.5 Property, plant and equipment

Property, plant and equipment are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Freehold buildings: 25 years

Plant and equipment: 10 years

1.6 Impairment of fixed assets

At each reporting year end date, the company reviews the carrying amounts of its property, plant and equipment and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

1.7 Inventories

Inventories are stated at the lower of cost and net realisable value. For work in progress and finished goods manufactured by the company, cost is taken as a production cost, which includes an appropriate proportion of attributable overheads.

Net realisable value is based on estimated selling price less further costs to completion and sale.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of stocks over its estimated selling price less costs to complete and sell is recognised as an impairment loss in the statement of comprehensive income. Reversals of impairment losses are also recognised in the statement of comprehensive income.

1.8 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand and deposits held at call with banks.

Notes to the Financial Statements For the year ended 31 March 2017

1 Accounting policies (continued)

1.9 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include trade and other receivables and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in statement of comprehensive income.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Notes to the Financial Statements For the year ended 31 March 2017

1 Accounting policies

(continued)

Basic financial liabilities

Basic financial liabilities, including payables, bank loans and loans from fellow group companies that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Derecognition of financial liabilities

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

1.10 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.11 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the year when the liability is settled or the asset is realised. Deferred tax is charged or credited in the statement of comprehensive income, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current

Notes to the Financial Statements For the year ended 31 March 2017

1 Accounting policies (continued)

tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.12 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or non-current assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.13 Retirement benefits

The pension costs for defined contribution schemes are the contributions payable in the year.

1.14 Operating leases

Rentals payable under operating leases, including any lease incentives received, are charged to income on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the lease asset are consumed.

1.15 Foreign exchange

Foreign currency transactions are translated at the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. All differences are taken to the statement of comprehensive income.

1.16 Financial risk management

The company is exposed to financial risk arising from its financial assets and liabilities. The key financial risk is that the proceeds from financial assets may not be sufficient to fund the obligations arising from liabilities as they fall due. The most important components of financial risk are credit risk and liquidity risk.

Exposure to credit risk is mitigated by rigorous credit control checks.

Liquidity risk is managed by regular monitoring of working capital requirements.

Notes to the Financial Statements For the year ended 31 March 2017

2 Judgements and key sources of estimation and uncertainty

In the application of the company's accounting policies, the director is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised where the revision affects only that year, or in that year of the revision and future years.

Critical judgements

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

Inventory impairments and provisions

Inventories are valued at the lower of cost and net realisable value. Net realisable value includes, where necessary, provisions for slow moving and obsolete stocks. Calculation of these provisions require judgements to be made, which include forecasting consumer demand, competitive and economic environment and inventory loss trends.

Fair value of assets acquired

On acquisition of the trade and assets, in accordance with accounting standards, the company has valued its identifiable assets and liabilities at fair value. In deriving the valuation of plant and machinery, which is judgemental, the director has sought the expertise of external valuers. The fair value of other intangibles have been derived based on the director's best estimate.

The key sources of estimation and uncertainty which have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are:

Useful lives of property, plant and equipment & negative goodwill

Management reviews the useful lives of property, plant and equipment on a regular basis. Any changes in estimates may affect the carrying amounts of the respective property, plant and equipment with a corresponding effect on the related depreciation charge. This will also have an impact on the amortisation of the negative goodwill which is in relation to the useful life of the assets.

Notes to the Financial Statements For the year ended 31 March 2017

3 Revenue and other revenue

An analysis of the company's revenue for the year is as follows:

| | Year ended 31 March 2017 | 4 month period ended 31 March 2016 |
|--|--------------------------------|---|
| | £ | £ |
| Revenue | | |
| Sale of goods | <u>3,997,443</u> | <u>1,004,247</u> |
| Other significant revenue | | |
| Commissions received and rental income | <u>50,982</u> | <u>10,000</u> |

Revenue analysed by geographical market

| | Year ended 31 March 2017 | 4 month period ended 31 March 2016 |
|----------------|--------------------------------|---|
| | £ | £ |
| United Kingdom | 3,146,230 | 708,879 |
| Rest of Europe | 314,279 | 84,318 |
| North America | 247,812 | 84,578 |
| India | 104,841 | - |
| Australasia | 79,460 | - |
| Rest of World | <u>104,821</u> | <u>126,472</u> |
| | <u>3,997,443</u> | <u>1,004,247</u> |

4 Operating profit

Operating profit for the year is stated after charging/(crediting):

| | Year ended 31 March 2017 | 4 month period ended 31 March 2016 |
|---|--------------------------------|---|
| | £ | £ |
| Foreign exchange gains | (4,081) | (3,576) |
| Fees paid to the auditors for the audit of the company's financial statements | 8,220 | 2,059 |
| Depreciation of property, plant and equipment | 98,241 | 37,919 |
| Release of negative goodwill | (254,497) | (19,905) |
| Cost of stock recognised as an expense | 533,793 | 432,683 |
| Operating lease charges | <u>14,842</u> | <u>-</u> |

Notes to the Financial Statements For the year ended 31 March 2017

5 Interest payable

| | Year ended 31 March 2017 | 4 month period ended 31 March 2016 |
|-------------|--------------------------------|---|
| | £ | £ |
| Other loans | 1,600 | |

6 Employees

The average number of persons employed by the company during the year was:

| | 2017 Number | 2016 Number |
|--------------------|----------------|----------------|
| Sales and admin | 9 | 20 |
| Production & Sales | 30 | 20 |
| | <u>39</u> | <u>40</u> |

Their aggregate remuneration comprised:

| | Year ended 31 March 2017 | 4 month period ended 31 March 2016 |
|-----------------------|--------------------------------|---|
| | £ | £ |
| Wages and salaries | 815,158 | 351,653 |
| Social security costs | 79,391 | 27,955 |
| Pension costs | 46,269 | 16,986 |
| | <u>940,818</u> | <u>396,594</u> |

No compensation was paid to key management personnel in the year.

Notes to the Financial Statements For the year ended 31 March 2017

7 Taxation

a) Tax charged in the statement of comprehensive income

| | Year ended 31 March 2017 | 4 month period ended 31 March 2016 |
|---|--------------------------------|---|
| | £ | £ |
| Current tax | | |
| UK corporation tax on profits for the current year | 40,000 | 39,900 |
| Total current tax charge | <u>40,000</u> | <u>39,900</u> |
| Deferred tax | | |
| Origination and reversal of timing differences | 135,646 | - |
| Tax expense in the statement of comprehensive income | <u>135,646</u> | <u>-</u> |

b) Reconciliation of the total tax charge

The actual tax charge for the year can be reconciled to the expected charge based on the profit or loss and the standard rate of tax as follows:

| | Year ended 31 March 2017 | 4 month period ended 31 March 2016 |
|--|--------------------------------|---|
| | £ | £ |
| Profit before taxation | 1,530,856 | 220,969 |
| Expected tax charge based on standard rate of corporation tax in the UK of 20% | 306,171 | 44,194 |
| Tax effect of expenses not deductible in determining taxable profit | 13,280 | 2,299 |
| Tax effect of income not taxable in determining taxable profit | (50,899) | (3,981) |
| Other adjustments | (279,314) | (7,506) |
| Fixed asset differences | 10,762 | 4,894 |
| Capital gains tax | 40,000 | - |
| Deferred tax movement | 135,646 | - |
| Tax expense for the year | <u>175,646</u> | <u>39,900</u> |

c) Deferred tax

The deferred tax liability is as follows:

| | Year ended 31 March 2017 | 4 month period ended 31 March 2016 |
|-----------------------------------|--------------------------------|---|
| | £ | £ |
| Fixed asset timing differences | 135,646 | - |
| Provision for deferred tax | <u>135,646</u> | <u>-</u> |

Notes to the Financial Statements For the year ended 31 March 2017

8 Intangible fixed assets

| | Negative goodwill £ |
|------------------------------------|---------------------------|
| Cost | |
| At 1 April 2016 | (1,145,491) |
| At 31 March 2017 | <u>(1,145,491)</u> |
| Amortisation and impairment | |
| At 1 April 2016 | (19,905) |
| Charge for the year | (254,497) |
| At 31 March 2017 | <u>(274,402)</u> |
| Net book value | |
| At 31 March 2017 | <u>(871,089)</u> |
| At 31 March 2016 | <u>(1,125,586)</u> |

9 Property, plant and equipment

| | Freehold buildings £ | Plant and equipment £ | Total £ |
|-----------------------|----------------------------|-----------------------------|------------------|
| Cost | | | |
| At 1 April 2016 | 1,660,000 | 473,584 | 2,133,584 |
| Additions | - | 109,010 | 109,010 |
| Disposals | - | (459,600) | (459,600) |
| At 31 March 2017 | <u>1,660,000</u> | <u>122,994</u> | <u>1,782,994</u> |
| Depreciation | | | |
| At 1 April 2016 | 22,133 | 15,786 | 37,919 |
| Charge for the year | 66,400 | 31,841 | 98,241 |
| Disposal | - | (42,130) | (42,130) |
| At 31 March 2017 | <u>88,533</u> | <u>5,497</u> | <u>94,030</u> |
| Net book value | | | |
| At 31 March 2017 | <u>1,571,467</u> | <u>117,497</u> | <u>1,688,964</u> |
| At 31 March 2016 | <u>1,637,867</u> | <u>457,798</u> | <u>2,095,665</u> |

10 Financial Instruments

| | 2017 £ | 2016 £ |
|---|------------------|------------------|
| Carrying amount of financial assets | | |
| Debt instruments measured at amortised cost | <u>2,069,290</u> | <u>635,664</u> |
| Carrying amount of financial liabilities | | |
| Measured at amortised cost | <u>1,557,140</u> | <u>1,648,235</u> |

Notes to the Financial Statements For the year ended 31 March 2017

11 Inventories

| | 2017 | 2016 |
|------------------------------------|----------------|----------------|
| | £ | £ |
| Raw materials and consumables | 166,212 | 25,165 |
| Work in progress | 21,967 | 659 |
| Finished goods and good for resale | 62,932 | 86,135 |
| | <u>251,111</u> | <u>111,959</u> |

12 Trade and other receivables

| | 2017 | 2016 |
|--|------------------|----------------|
| | £ | £ |
| Trade receivables | 856,906 | 594,881 |
| Amounts due from group undertakings | 5,814 | 26,384 |
| Amounts due from related parties (note 17) | 1,206,570 | . |
| Other receivables | 12,825 | 14,399 |
| Other taxation and social security | 21,301 | . |
| Prepayments and accrued income | 163,569 | 277,955 |
| | <u>2,266,985</u> | <u>913,619</u> |

13 Current liabilities

| | 2017 | 2016 |
|--|------------------|------------------|
| | £ | £ |
| Receivables Finance Facility | 548,706 | . |
| Trade payables | 177,789 | 240,665 |
| Amounts due to group undertakings | 31,898 | 66,261 |
| Amounts due to related parties (note 17) | 988,976 | 988,976 |
| Corporation tax | 79,900 | 39,900 |
| Other taxation and social security | 11,033 | 126,452 |
| Other payables | 4,184 | 69,310 |
| Accruals and deferred income | 354,293 | 283,023 |
| | <u>2,196,779</u> | <u>1,814,587</u> |

Amounts owed to group undertakings and related parties have no fixed repayment date and are non-interest-bearing.

The receivables finance facility is secured by a charge over certain assets of the company and bears interest at base rate plus 1%.

Notes to the Financial Statements For the year ended 31 March 2017

14 Provisions for liabilities

| | Deferred tax £ |
|---------------------------------|-------------------|
| At 1 April 2016 | - |
| Movement in the period (note 7) | 135,646 |
| At 31 March 2017 | <u>135,646</u> |

15 Retirement benefit schemes

| | 2017 £ | 2016 £ |
|--|---------------|---------------|
| Defined contribution schemes | | |
| Charge to statement of comprehensive income in respect of defined contribution schemes | <u>46,269</u> | <u>16,986</u> |

The company operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the company in an independently administered fund.

16 Share capital

| | 2017 £ | 2016 £ |
|---|----------------|-----------|
| Ordinary share capital issued and fully paid | | |
| 100,001 Ordinary shares of £1 each | <u>100,001</u> | <u>1</u> |

On 30 March 2017 100,000 ordinary shares with a nominal value of £100,000 were issued.

17 Related party transactions

The company has taken advantage of the exemption not to disclose balance or transactions with wholly owned members of the Liberty House Group Pte Ltd.

In 2016, Simec International (UK) Limited made a loan to the company to fund the acquisition of the trade and assets of Caparo Engineering Limited (In Administration), for the amount of £988,976. Simec International (UK) Limited is a company owned by the wider Gupta Family. GFG During the year, this loan was assigned to SKG Global Pte Ltd, a company which is under the common control of S K Gupta.

Loans were advanced to related parties in the period amounting to £529,360. These were outstanding at the year end and are included within amounts due from related parties in receivables.

On 31 October 2016 Liberty Tube Fittings Limited sold its tube fittings and clamps divisions to CMT Engineering Limited for a consideration value of £460,050. CMT Engineering Limited is a company owned by the wider Gupta Family. At the year end £677,210 was owed by CMT Engineering Limited is included within amounts due from related parties in receivables.

Notes to the Financial Statements For the year ended 31 March 2017

18 Financial commitments, guarantees and contingent liabilities

The company secured a receivables finance facility from Lloyds Bank Plc in the year. The facility is capped at the level of receivables with a maximum facility of £7.5m for the group. The group for the purpose of this facility consists of Liberty Vehicles Technology Limited, Liberty Advanced Composites Limited, Liberty Pressing Solutions Limited, Clydesdale Jones Limited, and Liberty Bridge Aluminium Limited. The facilities are cross guaranteed against these companies.

The facility is guaranteed by a fixed and floating charge over the assets of the company.

19 Controlling party

The immediate parent company is Liberty Advanced Engineering PTE Limited, a company incorporated in Singapore. At 31 March 2017 the ultimate holding company was Liberty House Group Pte Limited, a company also registered in Singapore. Subsequent to the year end, Liberty Global Holding Pte Limited became the ultimate holding company.

The largest and the smallest groups in which the results of the company are consolidated are headed by Liberty House Group PTE Limited and Liberty Industrial Group PTE Limited. The financial statements are publicly available by writing to the Company Secretary at 8 Marina View, #40-06 Asia Square Tower 1, Singapore 018960.

The ultimate beneficial owner is S K Gupta.

20 Post balance sheet event

On 29 August 2017 Liberty Tube Fittings Limited transferred the ownership of the freehold property to GFG Estates P9 Ltd, a company owned by the wider Gupta Family, for a consideration value of £1,660,000.

Annual Report and Financial Statements Liberty Tube Fittings Limited

For the year ended 31 March 2018



Company Registration No. 09907518 (England and Wales)

Company Information

| | |
|--------------------------|---|
| Director | S K Gupta |
| Company number | 09907518 |
| Registered office | No 7 Hertford Street London W1J 7RH |
| Auditors | MHA Macintyre Hudson New Bridge Street House 30-34 New Bridge Street London EC4V 6BJ United Kingdom |
| Business address | Corngreaves Road Cradley Heath West Midlands B64 7DG |
| Bankers | Barclays Bank Plc 14 Commercial Street Newport NP20 1HE Lloyds Bank 4 th Floor 25 Gresham St London EC2V 7HN |

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Director's Report For the year ended 31 March 2018

The director presents his annual report and the financial statements for the year ended 31 March 2018.

Director

The director who held office during the year and up to the date of signature of the financial statements was as follows:

S K Gupta

Results and dividends

The results for the year are set out on page 6.

No ordinary dividends were paid. The director does not recommend payment of a final dividend.

Auditor

MHA MacIntyre Hudson were appointed auditor to the company and in accordance with section 485 of the Companies Act 2006, a resolution proposing that they be re-appointed will be put to the members.

Strategic report

The company has chosen in accordance with Companies Act 2006, s. 414B to take advantage of the small companies exemption in relation to the preparation of a strategic report (Accounts and Reports) Regulations 2013. It has done so in accordance with the small companies regime.

Small companies note

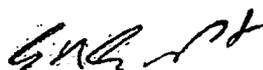
In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

Statement of disclosure to auditor

So far the sole director at the date of approving this report is aware, there is no relevant audit information of which the company's auditor is unaware. Additionally, the director has taken all the necessary steps that he ought to have taken as director in order to make himself aware of all relevant audit information and to establish that the company's auditor is aware of that information.

On behalf of the board

S K Gupta
Director



Date: 07.02.2019

Director's Responsibilities Statement For the year ended 31 March 2018

The director is responsible for preparing the annual report in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has 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 director must not approve the financial statements unless he is 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 year. In preparing these financial statements, the director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is 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. He is 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 Auditors' Report

To the member of Liberty Tube Fittings Limited

OPINION

We have audited the financial statements of Liberty Tube Fittings Limited (the 'company') for the year ended 31 March 2018, which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and the related notes, 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).

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2018 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.

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 Auditors' 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 United Kingdom, including the Financial Reporting Council'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

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the director's use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the director has not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

OTHER INFORMATION

The director is responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our Auditors' 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 Auditors' Report To the member of Liberty Tube Fittings Limited

In connection with our audit of the financial statements, 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 audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. 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.

OPINION 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 Director's Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Director's 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 the Director's 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.
- the director's were not entitled to take advantage of the small companies' exemption in preparing the director's report and from the requirement to prepare a Strategic Report.

RESPONSIBILITIES OF DIRECTORS

As explained more fully in the Director's Responsibilities Statement 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.

Independent Auditors' Report

To the member of Liberty Tube Fittings Limited

In preparing the financial statements, the director is 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 director either intends to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 Auditors' 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.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditors' 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 Auditors' 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.

MHA MacIntyre Hudson

YOGAN PATEL FCA (Senior Statutory Auditor)

for and on behalf of

MHA MacIntyre Hudson

Chartered Accountants

Statutory Auditors

New Bridge Street House

30-34 New Bridge Street

London

EC4V 6BJ

13/2/11

Statement of Comprehensive Income For the year ended 31 March 2018

| | Note | Year ended 31 March 2018 £ | Year ended 31 March 2017 £ |
|--|------|-------------------------------------|-------------------------------------|
| Revenue | 3 | 1,770,919 | 3,997,443 |
| Cost of sales | | 113,821 | (1,856,376) |
| Gross profit | | 1,884,740 | 2,141,066 |
| Distribution costs | | (9,546) | (110,946) |
| Administration expenses | | (352,119) | (590,228) |
| Other operating income | | - | 50,983 |
| Profit on disposal of fixed assets | | 116,198 | 41,580 |
| Operating profit | 4 | 1,639,273 | 1,532,455 |
| Interest payable | 5 | (8,472) | (1,600) |
| Profit on ordinary activities before taxation | | 1,630,801 | 1,530,855 |
| Taxation | 7 | 171,193 | (175,646) |
| Profit for the financial year | | 1,801,994 | 1,355,209 |
| Total comprehensive income for the year | | 1,801,994 | 1,355,209 |

Statement of Financial Position
As at 31 March 2018

| | Note | 2018 £ | 2017 £ |
|--|------|--------------------|--------------------|
| Fixed assets | | | |
| Negative goodwill | 8 | (5,239) | (871,089) |
| Property, plant and equipment | 9 | 105,198 | 1,688,964 |
| | | <u>99,959</u> | <u>817,875</u> |
| Current assets | | | |
| Inventories | 11 | 219,856 | 251,111 |
| Trade and other receivable | 12 | 4,509,968 | 2,266,985 |
| Cash at bank and in hand | | 91,845 | 632,734 |
| | | <u>4,821,669</u> | <u>3,150,830</u> |
| Current Liabilities | 13 | <u>(1,439,001)</u> | <u>(2,196,779)</u> |
| Net current assets/(liabilities) | | <u>3,382,667</u> | <u>954,051</u> |
| Total assets less current liabilities | | <u>3,482,627</u> | <u>1,771,926</u> |
| Provisions for liabilities | 14 | (44,353) | (135,646) |
| Net assets | | <u>3,438,274</u> | <u>1,636,280</u> |
| Equity | | | |
| Called up share capital | 16 | 100,001 | 100,001 |
| Retained earnings | | 3,338,273 | 1,536,279 |
| Total equity | | <u>3,438,274</u> | <u>1,636,280</u> |

The financial statements were approved and signed by the director and authorised for issue on 07.02.2019

S K Gupta
Director



Company Registration No. 09907518

Statement of Changes in Equity For the year ended 31 March 2018

| | Share capital £ | Retained earnings £ | Total equity £ |
|---------------------------------|-----------------------|---------------------------|----------------------|
| Issue of share capital | 100,001 | - | 100,001 |
| Profit for the period | - | 1,536,279 | 1,536,279 |
| Balance at 31 March 2017 | 100,001 | 1,536,279 | 1,636,280 |
| At 1 April 2017 | 100,001 | 1,536,279 | 1,636,280 |
| Profit for the year | - | 1,801,994 | 1,801,994 |
| Balance at 31 March 2018 | 100,001 | 3,338,273 | 3,438,274 |

Notes to the Financial Statements

For the year ended 31 March 2018

1 Accounting policies

Company information

Liberty Tube Fittings Limited is a company limited by shares incorporated in England and Wales. The registered office is No 7 Hertford Street, London, W1J 7RH.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £ sterling.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

The company has taken advantage of the disclosure exemptions permitted by paragraph 1.12 of FRS 102 in relation to the presentation of a statement of cash flows and the supporting notes, on the basis that the company is consolidated into the financial statements of Liberty House Group Pte Limited, the ultimate parent company, which presents a consolidated statement of cash flows.

1.2 Going concern

At the time of approving the financial statements, the company has adequate resources to continue in operational existence for the foreseeable future on the understanding that the company has the ongoing support of group entities which have lent money to the company, and its bankers who are providing facilities to the company. Thus the director has adopted the going concern basis of accounting in preparing the financial statements.

1.3 Revenue

Revenue is recognised at the fair value of the consideration received or receivable for goods supplied in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer (usually on dispatch of the goods), the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

Notes to the Financial Statements

For the year ended 31 March 2018

1 Accounting policies (continued)

1.4 Intangible fixed assets – goodwill

Negative goodwill represents the excess of the net fair values of assets acquired over the cost of the acquisition. This is largely attributable to plant and equipment and the negative goodwill is accordingly debited to income over the following basis:

Negative goodwill relating to fixed assets: 10 years

Being the period over which the corresponding fixed assets are depreciated.

1.5 Property, plant and equipment

Property, plant and equipment are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives on the following bases:

Freehold buildings: 25 years

Plant and equipment: 10 years

1.6 Impairment of fixed assets

At each reporting year end date, the company reviews the carrying amounts of its property, plant and equipment and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

1.7 Inventories

Inventories are stated at the lower of cost and net realisable value. For work in progress and finished goods manufactured by the company, cost is taken as a production cost, which includes an appropriate proportion of attributable overheads. Cost is based on the cost of purchase on a weighted average basis.

Net realisable value is based on estimated selling price less further costs to completion and sale.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of stocks over its estimated selling price less costs to complete and sell is recognised as an impairment loss in the statement of comprehensive income. Reversals of impairment losses are also recognised in the statement of comprehensive income.

1.8 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand and deposits held at call with banks.

Notes to the Financial Statements

For the year ended 31 March 2018

1 Accounting policies

(continued)

1.9 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's statement of financial position when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include trade and other receivables and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in statement of comprehensive income.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including payables, bank loans and loans from fellow group companies that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Notes to the Financial Statements

For the year ended 31 March 2018

1 Accounting policies

(continued)

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

Derecognition of financial liabilities

Financial liabilities are derecognised when the company's contractual obligations expire or are discharged or cancelled.

1.10 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

1.11 Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the statement of comprehensive income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The company's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are generally recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing difference arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the year when the liability is settled or the asset is realised. Deferred tax is charged or credited in the statement of comprehensive income, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

1.12 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of stock or non-current assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

Notes to the Financial Statements

For the year ended 31 March 2018

1 Accounting policies

(continued)

Termination benefits are recognised immediately as an expense when the company is demonstrably committed to terminate the employment of an employee or to provide termination benefits.

1.13 Retirement benefits

The pension costs for defined contribution schemes are the contributions payable in the year.

1.14 Operating leases

Rentals payable under operating leases, including any lease incentives received, are charged to income on a straight line basis over the term of the relevant lease except where another more systematic basis is more representative of the time pattern in which economic benefits from the lease asset are consumed.

1.15 Foreign exchange

Foreign currency transactions are translated at the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. All differences are taken to the statement of comprehensive income.

1.16 Financial risk management

The company is exposed to financial risk arising from its financial assets and liabilities. The key financial risk is that the proceeds from financial assets may not be sufficient to fund the obligations arising from liabilities as they fall due. The most important components of financial risk are credit risk and liquidity risk.

Exposure to credit risk is mitigated by rigorous credit control checks.

Liquidity risk is managed by regular monitoring of working capital requirements.

Notes to the Financial Statements

For the year ended 31 March 2018

2 Judgements and key sources of estimation and uncertainty

In the application of the company's accounting policies, the director is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised where the revision affects only that year, or in that year of the revision and future years.

Critical judgements

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

Inventory impairments and provisions

Inventories are valued at the lower of cost and net realisable value. Net realisable value includes, where necessary, provisions for slow moving and obsolete stocks. Calculation of these provisions require judgements to be made, which include forecasting consumer demand, competitive and economic environment and inventory loss trends.

A provision for stock loss is made to ensure the accounts reflect the lowest of net realisable value or cost.

The provision comprises two elements

1. The loss between calculated production weight and actual weight of stock dispatched to customers as it crosses the weighbridge
2. The loss due to ageing of finished goods

In both instances historic costs are used to calculate the provision

Measurement of the cost of inventories

Management uses valuation techniques to estimate the cost of inventories. The cost of work in progress includes an element of standard cost, which take into account normal levels of materials, labour and manufacturing efficiency. The cost of finished goods is calculated by reducing the sales value of the inventory by the appropriate percentage profit margin. These methods are regularly reviewed and revised in the light of current conditions, and any changes in the estimates may affect the carrying amounts of inventories.

Bad Debt Provisioning

An allowance for bad debts is made when collection of the full amount is no longer probable. Bad debts are written off when identified. The trade receivables balance is assessed at the end of each reporting period whether there is objective evidence of impairment and recognises a bad debt allowance if such evidence arises.

Fair value of assets acquired

On acquisition of the trade and assets, in accordance with accounting standards, the company has valued its identifiable assets and liabilities at fair value. In deriving the valuation of plant and machinery, which is judgemental, the director has sought the expertise of external valuers. The fair value of other intangibles have been derived based on the director's best estimate.

Notes to the Financial Statements

For the year ended 31 March 2018

2 Judgements and key sources of estimation and uncertainty (continued)

The key sources of estimation and uncertainty which have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are:

Useful lives of property, plant and equipment & negative goodwill

Management reviews the useful lives of property, plant and equipment on a regular basis. Any changes in estimates may affect the carrying amounts of the respective property, plant and equipment with a corresponding effect on the related depreciation charge. This will also have an impact on the amortisation of the negative goodwill which is in relation to the useful life of the assets.

Dilapidations and environmental provision

An estimate for costs associated with rented building dilapidation costs and environmental charges has been made that reflects potential costs and likelihood of incurring such costs

Impairment Review

In performing their impairment tests the director has determined that the business unit represents the smallest identifiable group of assets that generate independent cash flows. In determining the Value in Use for comparison with the carrying amount of these assets management have estimated the future cash flows over the remaining useful life of these assets. In determining these cash flows the director has used an implicit average growth rate which represents their best estimate of the expected future performance of the business. Expected future cash flows have been discounted using the company's estimated incremental borrowing rate. The result of these impairment tests have yielded a surplus of 28 times the carrying value of the assets. Accordingly, no impairment charge has been recognised in these financial statements. As part of their ongoing review of the carrying amounts and useful lives of these assets management will continue to monitor these assets and the Value In Use to determine whether an impairment charge will be required in the future.

Notes to the Financial Statements

For the year ended 31 March 2018

3 Revenue and other revenue

An analysis of the company's revenue for the year is as follows:

| | Year ended 31 March 2018 £ | Year ended 31 March 2017 £ |
|----------------------------------|-------------------------------------|-------------------------------------|
| Revenue | | |
| Sale of goods | 1,770,919 | 3,997,443 |
| Other significant revenue | | |
| Rental income | - | 50,983 |
| Profit on disposal | 116,198 | 41,580 |
| | 116,198 | 92,563 |

Revenue analysed by geographical market

| | Year ended 31 March 2018 £ | Year ended 31 March 2017 £ |
|-------------------|-------------------------------------|-------------------------------------|
| United Kingdom | 1,457,847 | 3,146,230 |
| Rest of Europe | 159,597 | 314,279 |
| North America | 111,262 | 247,812 |
| India | - | 104,841 |
| Australasia | - | 79,460 |
| Rest of the World | 42,213 | 104,822 |
| | 1,770,919 | 3,997,443 |

4 Operating profit

Operating profit for the year is stated after charging/(crediting):

| | Year ended 31 March 2018 £ | Year ended 31 March 2017 £ |
|---|-------------------------------------|-------------------------------------|
| Foreign exchange losses/(gains) | (4,940) | - |
| Fees paid to the auditors for the audit of company's financial statements in current year | 16,000 | 8,220 |
| Fees paid to the auditors for the audit of company's financial statements in prior year | 42,759 | - |
| Depreciation of property, plant and equipment | 39,966 | 98,241 |
| Charge / (Release) of negative goodwill to cost of sales | (865,850) | (254,497) |
| Cost of stock recognised as an expense | 465,703 | 533,793 |
| Operating lease charges | - | 14,842 |

Notes to the Financial Statements

For the year ended 31 March 2018

5 Interest payable

| | Year ended 31 March 2018 £ | Year ended 31 March 2017 £ |
|------------------------------|-------------------------------------|-------------------------------------|
| Receivables finance facility | 8,472 | 1,600 |
| | <u>8,472</u> | <u>1,600</u> |

6 Employees

The average number of persons employed by the company during the year was:

| | 2018 Number | 2017 Number |
|--------------------|----------------|----------------|
| Administration | 4 | 30 |
| Production & Sales | 4 | 9 |
| | <u>8</u> | <u>39</u> |

Their aggregate remuneration comprised:

| | Year ended 31 March 2018 £ | Year ended 31 March 2017 £ |
|-----------------------|-------------------------------------|-------------------------------------|
| Wages and salaries | 196,312 | 815,158 |
| Social security costs | 14,541 | 79,391 |
| Pension costs | 8,792 | 46,269 |
| | <u>219,645</u> | <u>940,818</u> |

Total remuneration paid to key management personnel was £79,344 (2017: £147,599).

Notes to the Financial Statements

For the year ended 31 March 2018

7 Taxation

a) Tax Charged in the statement of

| | Year ended 31 March 2018 £ | Year ended 31 March 2017 £ |
|---|-------------------------------------|-------------------------------------|
| Current tax | | |
| UK corporation tax adjustments for the prior year | (79,900) | - |
| Total current tax charge | <u>(79,900)</u> | <u>-</u> |
| Deferred tax | | |
| Origination and reversal of timing differences | (91,293) | 175,646 |
| Tax expense in the statement of comprehensive income | <u>(171,193)</u> | <u>175,646</u> |

b) Reconciliation of the total tax charge

The actual tax charge for the year can be reconciled to the expected charge based on the profit or loss and the standard rate of tax as follows:

| | Year ended 31 March 2018 £ | Year ended 31 March 2017 £ |
|--|-------------------------------------|-------------------------------------|
| Profit before taxation | <u>1,630,801</u> | <u>1,530,855</u> |
| Expected tax charge based on standard rate of corporation tax in the UK of 19% (2017: 20%) | 309,853 | 306,171 |
| Tax effect of expenses not deductible in determining taxable profit | (186,590) | 13,280 |
| Tax effect of income not taxable in determining taxable profit | - | (50,899) |
| Other adjustments | (79,900) | (279,314) |
| Fixed asset differences | 4,913 | 10,762 |
| Capital gains tax | - | 40,000 |
| Deferred tax movement | (91,293) | 135,646 |
| Group Relief (claimed) | <u>(128,176)</u> | <u>-</u> |
| Tax expense for the year | <u>(171,193)</u> | <u>175,646</u> |

Notes to the Financial Statements

For the year ended 31 March 2018

7 Taxation**(continued)**

c) Deferred tax

The deferred tax asset is as follows:

| | Year ended 31 March 2018 £ | Year ended 31 March 2017 £ |
|--------------------------------------|-------------------------------------|-------------------------------------|
| Fixed asset timing differences | 44,353 | 135,646 |
| Provision for deferred tax (note 14) | 44,353 | 135,646 |

8 Intangible fixed assets

| | Negative goodwill £ |
|------------------------------------|---------------------------|
| Cost | |
| At 1 April 2017 | (1,145,491) |
| At 31 March 2018 | (1,145,491) |
| Amortisation and impairment | |
| At 1 April 2017 | (274,402) |
| Charge for the year | (865,850) |
| At 31 March 2018 | (1,140,252) |
| Net book value | |
| At 31 March 2018 | (5,239) |
| At 31 March 2017 | (871,089) |

Notes to the Financial Statements

For the year ended 31 March 2018

9 Property, plant and equipment

| | Freehold buildings £ | Plant and equipment £ | Total £ |
|------------------------------------|----------------------------|-----------------------------|-------------|
| Cost | | | |
| At 1 April 2017 | 1,660,000 | 122,994 | 1,782,994 |
| Disposals | (1,660,000) | - | (1,660,000) |
| At 31 March 2018 | - | 122,994 | 122,994 |
| Depreciation and impairment | | | |
| At 1 April 2017 | 88,533 | 5,497 | 94,030 |
| Charge for the year | 27,667 | 12,299 | 39,966 |
| Disposals | (116,200) | - | (116,200) |
| At 31 March 2018 | - | 17,796 | 17,796 |
| Net book value | | | |
| At 31 March 2018 | - | 105,198 | 105,198 |
| At 31 March 2017 | 1,571,467 | 117,497 | 1,688,964 |

10 Financial instruments

| | 2018 £ | 2017 £ |
|---|-----------|-----------|
| Carrying amount of financial assets | | |
| Debt instruments measured at amortised cost | 4,495,078 | 2,069,290 |
| Carrying amount of financial liabilities | | |
| Measured at amortised cost | 1,435,751 | 2,105,846 |

Notes to the Financial Statements

For the year ended 31 March 2018

11 Inventories

| | 2018 | 2017 |
|------------------------------------|----------------|----------------|
| | £ | £ |
| Raw materials and consumables | 128,074 | 166,212 |
| Work in progress | 37,286 | 21,967 |
| Finished goods and good for resale | 54,496 | 62,932 |
| | <u>219,856</u> | <u>251,111</u> |

A reversal of impairment provisions of £36,354 (2017 – impairment loss: £18,286) was recognised in cost of sales against slow moving and obsolete stocks.

12 Trade and other receivables

| | 2018 | 2017 |
|--|------------------|------------------|
| | £ | £ |
| Trade receivables | 373,517 | 856,906 |
| Amounts due from fellow group undertakings | 886,535 | 5,814 |
| Amounts due from related parties | 3,221,489 | 1,206,570 |
| Other receivables | 36 | 12,825 |
| Prepayments and accrued income | 18,937 | 163,569 |
| Other taxation and social security | 9,454 | 21,301 |
| | <u>4,509,968</u> | <u>2,266,985</u> |

13 Current liabilities

| | 2018 | 2017 |
|--|------------------|------------------|
| | £ | £ |
| Receivables finance facility | 160,734 | 548,706 |
| Trade payables | 153,505 | 177,789 |
| Amounts due to group undertakings | 32,828 | 31,898 |
| Amounts due to related parties (note 19) | 1,000,285 | 988,976 |
| Corporation tax (UK) | - | 79,900 |
| Other taxation and social security | 3,250 | 11,033 |
| Other payables | - | 4,184 |
| Accruals and deferred income | 88,399 | 354,293 |
| | <u>1,439,001</u> | <u>2,196,779</u> |

Amounts owed to group undertakings and related parties have no fixed repayment date and are non-interest-bearing.

The receivables finance facility is secured by a charge over certain assets of the company and bears interest at base rate plus 1%.

Notes to the Financial Statements

For the year ended 31 March 2018

14 Provisions for liabilities

| | Deferred tax £ |
|-------------------------------|----------------------|
| At 1 April 2017 | 135,646 |
| Movement in the year (note 7) | (91,293) |
| At 31 March 2018 | <u>44,353</u> |

15 Retirement benefit schemes

| | 2018 £ | 2017 £ |
|--|-----------|-----------|
| Defined contribution schemes | | |
| Charge to statement of comprehensive income in respect of defined contribution schemes | 8,792 | 46,269 |

The company operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the company in an independently administered fund.

16 Share capital

| | 2018 £ | 2017 £ |
|---|----------------|----------------|
| Ordinary share capital issued and fully paid | | |
| 100,001 Ordinary shares of £1 each | <u>100,001</u> | <u>100,001</u> |

17 Related party transactions

The company has taken advantage of the exemption not to disclose balance or transactions with wholly owned members of the Liberty Global Holding Pte Limited.

Loans were advanced to Liberty Commodities Limited, a company in the GFG Alliance and under the control of SK Gupta, in the period amounting to £671,399 (2017: £316,480). These were outstanding at the year end and are included within amounts due from related parties in receivables.

Amounts were due from Simec International (UK) Limited, a company in the GFG Alliance and under the control of SK Gupta of £100,000 (2017: £100,000).

Amounts were due from CMT Engineering Limited, a company in the GFG Alliance and under the control of SK Gupta of £330,040 (2017: £330,040).

Amounts were due from GFG Estates Limited, a company in the GFG Alliance and under the control of SK Gupta of £1,660,000 (2017: £nil).

Amounts were due from Liberty Advanced Engineering Products Pte. Ltd, a company in the GFG Alliance and under the control of SK Gupta of £460,050 (2017: £460,050).

Notes to the Financial Statements For the year ended 31 March 2018

17 Related party transactions

(continued)

Loans were due to CMT Engineering, a company in the GFG Alliance and under the control of SK Gupta of £11,309 (2017:£nil).

Amounts were due to SKG Global Pte Limited, a company in the GFG Alliance and under the control of SK Gupta of £988,976 (2017:£988,976).

18 Financial commitments, guarantees and contingent liabilities

The company secured a receivables finance facility from Lloyds Bank Plc in the year. The facility is capped at the level of receivables with a maximum faculty of £7.5m for the group. The group for the purpose of this facility consists of Liberty Vehicles Technology Limited, Liberty Advanced Composites Limited, Liberty Pressing Solutions Limited, Clydesdale Jones Limited, and Liberty Bridge Aluminium Limited. The facilities are cross guaranteed against these companies. The level of exposure at the year end was £3,514,447.

The facility is guaranteed by a fixed and floating charge over the assets of the company.

19 Controlling party

The immediate parent company is Liberty Advanced Engineering PTE Limited, a company incorporated in Singapore. At 31 March 2018 the ultimate holding company was Liberty House Group Pte Limited, a company also registered in Singapore. Subsequent to the year end, Liberty Global Holding Pte Limited became the ultimate holding company.

The largest and the smallest groups in which the results of the company are consolidated are headed by Liberty Global Holding Pte Limited and Liberty Industrial Group PTE Limited. The financial statements are publicly available by writing to the Company Secretary at 8 Marina View, #40-06 Asia Square Tower 1, Singapore 018960.

The ultimate beneficial owner is S K Gupta.

Registered number: 09907518

**LIBERTY ENGINEERING (WILLENHALL) LIMITED (FORMERLY LIBERTY
TUBE FITTINGS LIMITED)**

FINANCIAL STATEMENTS

INFORMATION FOR FILING WITH THE REGISTRAR

FOR THE YEAR ENDED 31 MARCH 2019



LIBERTY ENGINEERING (WILLENHALL) LIMITED (FORMERLY LIBERTY TUBE FITTINGS LIMITED)
REGISTERED NUMBER: 09907518

STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2019

| | Note | 2019 £ | 2018 £ |
|--|------|------------------|------------------|
| Fixed assets | | | |
| Intangible assets | 6 | (4,556) | (5,239) |
| Property, plant and equipment | 7 | 137,516 | 105,198 |
| | | <u>132,960</u> | <u>99,959</u> |
| Current assets | | | |
| Inventories | 9 | 191,046 | 219,856 |
| Trade and other receivables | 10 | 4,803,098 | 4,509,968 |
| Cash and cash equivalents | | 580,448 | 91,845 |
| | | <u>5,574,592</u> | <u>4,821,669</u> |
| Current liabilities | 11 | (1,427,707) | (1,439,001) |
| Net current assets | | <u>4,146,885</u> | <u>3,382,668</u> |
| Total assets less current liabilities | | <u>4,279,845</u> | <u>3,482,627</u> |
| Non-current liabilities | 12 | (36,385) | - |
| Provisions for liabilities | | | |
| Deferred tax | 14 | (43,379) | (44,353) |
| | | <u>(43,379)</u> | <u>(44,353)</u> |
| Net assets | | <u>4,200,081</u> | <u>3,438,274</u> |
| Equity | | | |
| Called up share capital | 15 | 100,001 | 100,001 |
| Retained earnings | | 4,100,080 | 3,338,273 |
| Total equity | | <u>4,200,081</u> | <u>3,438,274</u> |

The Company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements have been delivered in accordance with the provisions applicable to companies subject to the small companies regime.

The Company has opted not to file the statement of comprehensive income in accordance with provisions applicable to companies subject to the small companies' regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:


S K Gupta

LIBERTY ENGINEERING (WILLENHALL) LIMITED (FORMERLY LIBERTY TUBE FITTINGS LIMITED)
REGISTERED NUMBER: 09907518

STATEMENT OF FINANCIAL POSITION (CONTINUED)
AS AT 31 MARCH 2019

Director:

Date: 27/11/2019

The notes on pages 4 to 16 form part of these financial statements.

LIBERTY ENGINEERING (WILLENHALL) LIMITED (FORMERLY LIBERTY TUBE FITTINGS LIMITED)

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2019

| | Called up share capital £ | Retained earnings £ | Total equity £ |
|--|---------------------------------|---------------------------|-------------------|
| At 1 April 2017 | 100,001 | 1,536,279 | 1,636,280 |
| Profit for the year | - | 1,801,994 | 1,801,994 |
| Total comprehensive income for the year | - | 1,801,994 | 1,801,994 |
| At 1 April 2018 | 100,001 | 3,338,273 | 3,438,274 |
| Profit for the year | - | 761,807 | 761,807 |
| Total comprehensive income for the year | - | 761,807 | 761,807 |
| At 31 March 2019 | 100,001 | 4,100,080 | 4,200,081 |

The notes on pages 4 to 16 form part of these financial statements.

LIBERTY ENGINEERING (WILLENHALL) LIMITED (FORMERLY LIBERTY TUBE FITTINGS LIMITED)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019**

1. General information

Liberty Tube Fittings Limited changed its name to Liberty Engineering (Willenhall) Limited on 5 March 2019. Liberty Engineering (Willenhall) Limited is a private company (Company number: 09907518) limited by shares incorporated in England and Wales. The registered office is No 7 Hertford Street, London, W1J 7RH. The principal place of business is Neachells Lane, Willenhall, West Midlands, WV13 3SN.

2. Accounting policies

2.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the Company. Monetary amounts in these financial statements are rounded to the nearest £ sterling.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

The Company has taken advantage of the disclosure exemptions permitted by paragraph 1.12 of FRS 102 in relation to the presentation of a statement of cash flows and the supporting notes, on the basis that the Company is consolidated into the financial statements of SKG Global Holdings Pte Ltd, the ultimate parent company, which presents a consolidated statement of cash flows.

2.2 Revenue

Revenue is recognised at the fair value of the consideration received or receivable for goods supplied in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer (usually on dispatch of the goods), the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

2.3 Intangible assets

Negative goodwill represents the excess of the net fair value of assets acquired over the cost of the initial acquisition. This is largely attributable to the plant and equipment and the negative goodwill is accordingly credited to the Statement of Comprehensive Income.

The estimated useful lives range as follows:

Negative goodwill - 10 Years

Being the period over which the corresponding fixed assets are being depreciated.

2.4 Property, plant and equipment

Property, plant and equipment are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019

2. Accounting policies (continued)

2.4 Property, plant and equipment (continued)

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives.

The estimated useful lives range as follows:

Plant and machinery - 10 Years

2.5 Impairment of fixed assets

At each reporting year end date, the Company reviews the carrying amounts of its property, plant and equipment and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

2.6 Inventories

Inventories are stated at the lower of cost and net realisable value. For work in progress and finished goods manufactured by the Company, cost is taken as production cost, which includes an appropriate proportion of attributable overheads. Cost is based on the cost of purchase on a weighted average basis.

Net realisable value is based on estimated selling price less further costs to completion and sale.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of inventories over its estimated selling price less costs to complete and sell is recognised as an impairment loss in the Statement of Comprehensive Income. Reversals of impairment losses are also recognised in the Statement of Comprehensive Income.

2.7 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks.

2.8 Financial instruments

The Company has elected to apply the provisions of section 11 'Basic Financial Instruments' and section 12 'Other financial instruments Issues' of FRS 102 to all its financial instruments.

Financial instruments are recognised in the Company's statement of financial position when the Company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presents in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial instruments

Basic financial assets, which include trade and other receivables and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019

2. Accounting policies (continued)

2.8 Financial instruments (continued)

amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in the Statement of Comprehensive Income.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the Company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including payables, bank loans and loans from fellow group companies are classified as debt, and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised costs using effective interest method.

Derecognition of financial liabilities

Financial liabilities are derecognised when the Company's contractual obligations expire or are discharged or cancelled.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019

2. Accounting policies (continued)

2.9 Equity instruments

Equity instruments issued by the Company are recorded at proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the Company.

2.10 Current and deferred tax

The tax expense for the year comprises current and deferred tax.

Current tax

The tax payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the Statement of Comprehensive Income as it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable and deductible. The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing differences arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the year when the liability is settled or the asset is realised. Deferred tax is charged or credited in the Statement of Comprehensive Income, except when it relates to items charged to or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the Company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

2.11 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of inventory or non-current assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

2.12 Retirement benefits

The pension costs for defined contribution benefit schemes are the contributions payable in the year.

2.13 Exceptional items

Exceptional items are transactions that fall within the ordinary activities of the Company but are presented separately due to their size or incidence.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019

2. Accounting policies (continued)

2.14 Operating leases

Rentals payable under operating leases, including any lease incentives received, are charged to the Statement of Comprehensive Income on a straight line basis over the lease term except where another more systematic basis is more representative of the time pattern in which economic benefits from the lease asset are consumed.

2.15 Foreign currency translation

Foreign currency transactions are translated at the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange at the year end date. All differences are taken to the Statement of Comprehensive Income.

2.16 Financial risk management

The Company is exposed to financial risk arising from its financial assets and liabilities. The key financial risk is that the proceeds from financial assets may not be sufficient to fund the obligations arising from liabilities as they fall due. The most important components of financial risk are credit risk and liquidity risk.

Exposure to credit risk is mitigated by rigorous credit control checks.

Liquidity risk is managed by regular monitoring of working capital requirements.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019

3. **Judgments in applying accounting policies and key sources of estimation uncertainty**

In the application of the Company's accounting policies, the director is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised where the revision affects only that year, or in that year of the revision and future years.

Critical judgements

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

Inventories impairments and provisions

Management uses valuation techniques to estimate the cost of inventories. The cost of work in progress includes an element of standard cost, which take into account normal levels of materials, labour and manufacturing efficiency. The cost of finished goods is calculated by reducing the sales value of the inventory by the appropriate percentage profit margin. These methods are regularly reviewed and revised in the light of current conditions, and any changes in the estimates may affect the carrying amounts of inventories.

Inventories are valued at the lower of cost and net realisable value. Net realisable value includes, where necessary, provisions for slow moving and obsolete stocks. Calculation of these provisions require judgements to be made, which include forecasting consumer demand, competitive and economic environment and inventory loss trends.

A provision for inventory loss is made to ensure the accounts reflect the lowest of net realisable value or cost. The provision comprises the loss due to ageing of inventories. Historic costs are used to calculate the provision.

Fair value of assets acquired

On the initial acquisition of the trade and assets, in accordance with accounting standards, the Company has valued its identifiable assets and liabilities at fair value. In deriving the valuation of plant and machinery, which is judgemental, the director has sought the expertise of external valuers. The fair value of other intangibles have been derived based on the director's best estimate.

Key Sources of estimation and uncertainty

The key sources of estimation and uncertainty which have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are:

i. Bad Debt Provisioning

An allowance for bad debts is made when collection of the full amount is no longer probable. Bad debts are written off when identified. The trade receivables balance is assessed at the end of each reporting period whether there is objective evidence of impairment and recognises a bad debt allowance if such evidence arises.

ii. Useful lives of property, plant and equipment & negative goodwill

Management reviews the useful lives of property, plant and equipment on a regular basis. Any changes in estimates may affect the carrying amounts of the respective property, plant and equipment with a corresponding effect on the related depreciation charge. This will also have an impact on the amortisation of the negative goodwill which is in relation to the useful life of the assets.

LIBERTY ENGINEERING (WILLENHALL) LIMITED (FORMERLY LIBERTY TUBE FITTINGS LIMITED)

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019

3. Judgments in applying accounting policies (continued)

iii. Impairment Review

At the year end the director and management team have taken steps towards consolidating the Liberty Willenhall businesses into one legal entity. It is the intention of management to transfer the trade and assets of Liberty Pressing Solutions Limited, Liberty Advanced Composites Limited and Clydesdale Jones Limited into Liberty Engineering (Willenhall) Limited at net book value. As a result of this, the Value in Use has been calculated using the expected future cashflows of all Liberty Willenhall businesses discounted using the Company's best estimated incremental borrowing rate. The result of this calculation has been compared to the combined net book value of fixed assets of all businesses included in the calculation. The results of these impairment tests have yielded a surplus of 1.2 times the carrying value of the assets. Accordingly no impairment charge has been recognised in the financial statements. As part of their ongoing review of the carrying amounts and useful lives of these assets management will continue to monitor these assets and the Value in Use to determine whether an impairment charge will be required in the future.

4. Reclassification

In prior years all releases of negative goodwill in respect of fixed assets were reflected in cost of sales. The director considers that it is more appropriate for comparability purposes to show releases of negative goodwill in respect of significant disposals of fixed assets as a separate item within the Statement of Comprehensive Income, below gross profit. The comparatives for 2018 have therefore been restated to show this change of classification. There has been no impact on recorded operating profit or profit before or after tax.

5. Employees

The average monthly number of employees during the year was as follows:

| | 2019 No. | 2018 No. |
|----------------------|-------------|-------------|
| Production and Sales | 4 | 4 |
| Administration | 4 | 4 |
| | <u>8</u> | <u>8</u> |

Total remuneration paid to key management personnel was £83,110 (2018: £79,344).

LIBERTY ENGINEERING (WILLENHALL) LIMITED (FORMERLY LIBERTY TUBE FITTINGS LIMITED)

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019

6. Intangible assets

| | Negative goodwill £ |
|-----------------------|---------------------------|
| Cost | |
| At 1 April 2018 | (1,145,491) |
| At 31 March 2019 | (1,145,491) |
| Amortisation | |
| At 1 April 2018 | (1,140,252) |
| Charge for the year | (683) |
| At 31 March 2019 | (1,140,935) |
| Net book value | |
| At 31 March 2019 | (4,556) |
| At 31 March 2018 | (5,239) |

LIBERTY ENGINEERING (WILLENHALL) LIMITED (FORMERLY LIBERTY TUBE FITTINGS LIMITED)

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019

7. Property, plant and equipment

| | Plant and equipment £ |
|--------------------------|-----------------------------|
| Cost or valuation | |
| At 1 April 2018 | 122,994 |
| Additions | 45,000 |
| At 31 March 2019 | <u>167,994</u> |
| Depreciation | |
| At 1 April 2018 | 17,796 |
| Charge for the year | 12,682 |
| At 31 March 2019 | <u>30,478</u> |
| Net book value | |
| At 31 March 2019 | <u>137,516</u> |
| At 31 March 2018 | <u>105,198</u> |

Included in plant and equipment are assets held under finance leases with a net book value of £53,942 (2018: £10,714).

8. Financial instruments

| | 2019 £ | 2018 £ |
|---|------------------|------------------|
| Financial assets | | |
| Debt instruments measured at amortised cost | <u>4,799,420</u> | <u>4,481,578</u> |
| Financial liabilities | | |
| Measured at amortised cost | <u>1,411,248</u> | <u>1,435,751</u> |

LIBERTY ENGINEERING (WILLENHALL) LIMITED (FORMERLY LIBERTY TUBE FITTINGS LIMITED)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019**

9. Inventories

| | 2019 £ | 2018 £ |
|-------------------------------|----------------|----------------|
| Raw materials and consumables | 127,328 | 128,074 |
| Work in progress | 38,083 | 37,286 |
| Finished goods | 25,635 | 54,496 |
| | <u>191,046</u> | <u>219,856</u> |

Impairment provisions of £16,000 (2018: £36,354 provision reversal) were recognised in cost of sales against slow moving and obsolete inventory.

10. Trade and other receivables

| | 2019 £ | 2018 £ |
|--|------------------|------------------|
| Trade receivables | 385,425 | 373,517 |
| Amounts owed by group and related entities (see note 22) | 4,413,995 | 4,108,025 |
| Other receivables | - | 36 |
| Prepayments and accrued income | 3,678 | 18,937 |
| Tax recoverable | - | 9,453 |
| | <u>4,803,098</u> | <u>4,509,968</u> |

11. Current liabilities

| | 2019 £ | 2018 £ |
|---|------------------|------------------|
| Receivables finance facility | 175,003 | 160,738 |
| Trade payables | 115,963 | 153,505 |
| Amounts owed to group and related entities (see note 22) | 988,976 | 1,033,113 |
| Other taxation and social security | 52,844 | 3,250 |
| Obligations under finance lease and hire purchase contracts (see note 16) | 7,972 | - |
| Other payables | 122 | - |
| Accruals and deferred income | 86,827 | 88,395 |
| | <u>1,427,707</u> | <u>1,439,001</u> |

Amounts owed to group undertakings and related parties have no fixed repayment date and are non-interest-bearing. The receivables facility is guaranteed by a fixed and floating charge over the assets of the Company.

LIBERTY ENGINEERING (WILLENHALL) LIMITED (FORMERLY LIBERTY TUBE FITTINGS LIMITED)

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019

12. Non-current liabilities

| | 2019 £ | 2018 £ |
|---|---------------|-----------|
| Net obligations under finance leases and hire purchase contracts (see note 16) | <u>36,385</u> | <u>-</u> |

13. Hire purchase and finance leases

Minimum lease payments under hire purchase fall due as follows:

| | 2019 £ | 2018 £ |
|------------------------------------|---------------|-----------|
| Within one year | 10,476 | - |
| Between 1-5 years | 41,032 | - |
| Less future finance lease interest | (7,151) | - |
| | <u>44,357</u> | <u>-</u> |

Finance lease payments represent rentals payable by the Company for certain items of plant and machinery. Leases include purchase options at the end of the lease period, and no restrictions are placed on the use of the assets. The lease term is for 3 years. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments. Finance lease obligations are secured on the relevant assets.

14. Deferred tax

| | 2019 £ |
|--|----------------------|
| Provision at 1 April 2018 | 44,353 |
| Credited to Statement of Comprehensive Income (see note 8) | (974) |
| Provision at 31 March 2019 | <u><u>43,379</u></u> |

The provision for deferred tax is made up as follows:

| | 2019 £ | 2018 £ |
|--------------------------------|---------------|---------------|
| Fixed asset timing differences | <u>43,379</u> | <u>44,353</u> |

LIBERTY ENGINEERING (WILLENHALL) LIMITED (FORMERLY LIBERTY TUBE FITTINGS LIMITED)

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019

15. Share capital

| | 2019 £ | 2018 £ |
|---|----------------|----------------|
| Allotted, called up and fully paid | | |
| 100,001 (2018 - 100,001) Ordinary shares of £1 each | <u>100,001</u> | <u>100,001</u> |

16. Retirement benefit schemes

| | 2019 £ | 2018 £ |
|---|--------------|--------------|
| Charge to the Statement of Comprehensive Income | <u>9,631</u> | <u>8,792</u> |

The Company operates a defined contribution pension scheme for all qualifying employees. The assets of the scheme are held separately from those of the Company in an independently administered fund.

17. Commitments under operating leases

At 31 March 2019 the Company had future minimum lease payments under non-cancellable operating leases as follows:

| | 2019 £ | 2018 £ |
|--|------------------|------------------|
| Land and buildings | | |
| Not later than 1 year | 131,100 | 131,100 |
| Later than 1 year and not later than 5 years | 524,400 | 524,400 |
| Later than 5 years | 1,103,425 | 1,234,525 |
| | <u>1,758,925</u> | <u>1,890,025</u> |

18. Related party transactions

The Company has taken advantage of the exemption not to disclose balance or transactions with wholly owned members of Liberty Industries Holding Pte Ltd, Singapore.

During the year, the Company received loan repayments from related parties amounting to £693,369 (2018: £2,014,919 advanced to related parties). The total related party receivable balances were £2,528,120 at the year end (2018: £3,221,489).

During the year, the Company repaid loans from related parties amounting to £11,309 (2018: received £11,309). The total related party payable balances were £988,976 at the year end (2018: £1,000,285).

All related parties are under common control of the ultimate controlling party or their close family.

LIBERTY ENGINEERING (WILLENHALL) LIMITED (FORMERLY LIBERTY TUBE FITTINGS LIMITED)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019**

19. Financial commitments, guarantees and contingent liabilities.

The Company secured a receivables finance facility from Lloyds Bank Plc. The facility is capped at the level of receivables with a maximum facility of £7.5m for the group. The group for the purpose of this facility consists of Liberty Vehicles Technologies Limited, Clydesdale Jones Limited, Liberty Pressing Solutions Limited, Liberty Advanced Composites Limited, Liberty Engineering (Willenhall) Limited and Liberty Bridge Aluminium Limited. The facilities are cross guaranteed against these companies. The level of exposure at 31 March 2019 is £3,196,271 (2018: £3,514,447).

The facility is guaranteed by a fixed and floating charge over the assets of the Company.

The Company is a member of a VAT group with fellow group companies and accordingly is jointly and severally liable for any VAT liability due. The level of group VAT liability or asset varies depending on where in the VAT cycle the group is and on the underlying transactions of companies within the group. The VAT payable by the group as at 31 March 2019 was £630,349 and was settled by individual group members post year end.

20. Controlling party

The immediate parent company is Liberty Advanced Engineering Products Pte Ltd, a company incorporated in Singapore. At 31 March 2019 the ultimate holding company was SKG Global Holdings Pte Ltd.

The largest and smallest groups in which the results of the Company are consolidated are headed by SKG Global Holdings Pte Ltd and Liberty Engineering Group Pte Ltd. The financial statements are publicly available by writing to the Company Secretary at 8 Marina View, #40-06 Asia Square Tower 1, Singapore 018960.

The ultimate controlling party is S K Gupta.

21. Auditors' information

The auditors' report on the financial statements for the year ended 31 March 2019 was unqualified.

The audit report was signed by Tobias Stephenson BA ACA (Senior Statutory Auditor) on behalf of MHA MacIntyre Hudson.

**SHIFTEC (WILLENHALL) LIMITED (FORMERLY LIBERTY ENGINEERING
(WILLENHALL) LIMITED)**

FINANCIAL STATEMENTS

INFORMATION FOR FILING WITH THE REGISTRAR

FOR THE YEAR ENDED 31 MARCH 2020



SHIFTEC (WILLENHALL) LIMITED (FORMERLY LIBERTY ENGINEERING (WILLENHALL) LIMITED)
REGISTERED NUMBER: 09907518

STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2020

| | Note | 2020 £ | 2019 £ |
|--|------|-------------------------|-------------------------|
| Fixed assets | | | |
| Intangible assets | 5 | (3,873) | (4,556) |
| Tangible assets | 6 | 120,718 | 137,516 |
| | | <u>116,845</u> | <u>132,960</u> |
| Current assets | | | |
| Inventories | 8 | 213,299 | 191,046 |
| Trade and other receivables | 9 | 5,345,883 | 4,803,098 |
| Cash at bank and in hand | | 298,860 | 580,448 |
| | | <u>5,858,042</u> | <u>5,574,592</u> |
| Current liabilities | 10 | (618,720) | (1,427,707) |
| Net current assets | | <u>5,239,322</u> | <u>4,146,885</u> |
| Total assets less current liabilities | | <u>5,356,167</u> | <u>4,279,845</u> |
| Non-current liabilities | 11 | (27,908) | (36,385) |
| Provisions for liabilities | | | |
| Deferred tax | 13 | (47,278) | (43,379) |
| | | <u>(47,278)</u> | <u>(43,379)</u> |
| Net assets | | <u><u>5,280,981</u></u> | <u><u>4,200,081</u></u> |
| Capital and reserves | | | |
| Called up share capital | 14 | 100,001 | 100,001 |
| Retained earnings | | 5,180,980 | 4,100,080 |
| | | <u>5,280,981</u> | <u>4,200,081</u> |

SHIFTEC (WILLENHALL) LIMITED (FORMERLY LIBERTY ENGINEERING (WILLENHALL) LIMITED)
REGISTERED NUMBER: 09907518

STATEMENT OF FINANCIAL POSITION (CONTINUED)
AS AT 31 MARCH 2020

The Company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements have been delivered in accordance with the provisions applicable to companies subject to the small companies regime.

The Company has opted not to file the statement of comprehensive income in accordance with provisions applicable to companies subject to the small companies' regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:


S K Gupta
Director

Date: 19/11/2020

The notes on pages 4 to 17 form part of these financial statements.

SHIFTEC (WILLENHALL) LIMITED (FORMERLY LIBERTY ENGINEERING (WILLENHALL) LIMITED)

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2020**

| | Called up share capital £ | Retained earnings £ | Total equity £ |
|--|---------------------------------|---------------------------|-------------------|
| At 1 April 2018 | 100,001 | 3,338,273 | 3,438,274 |
| Comprehensive income for the year | | | |
| Profit for the year | - | 761,807 | 761,807 |
| Total comprehensive income for the year | - | 761,807 | 761,807 |
| At 1 April 2019 | 100,001 | 4,100,080 | 4,200,081 |
| Comprehensive income for the year | | | |
| Profit for the year | - | 1,080,900 | 1,080,900 |
| Total comprehensive income for the year | - | 1,080,900 | 1,080,900 |
| At 31 March 2020 | 100,001 | 5,180,980 | 5,280,981 |

The notes on pages 4 to 17 form part of these financial statements.

SHIFTEC (WILLENHALL) LIMITED (FORMERLY LIBERTY ENGINEERING (WILLENHALL) LIMITED)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020**

1. General information

Shiftec (Willenhall) Limited (formerly Liberty Engineering (Willenhall) Limited) is a private company (Company number: 09907518) limited by shares incorporated in England and Wales. The registered office is 40 Grosvenor Place 2nd Floor, London SW1X 7GG. The principal place of business is Neachells Lane, Willenhall, West Midlands, WV13 3SN.

2. Accounting policies

2.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006.

The financial statements are prepared in sterling, which is the functional currency of the Company. Monetary amounts in these financial statements are rounded to the nearest £ sterling.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by FRS102:

- the requirements of Section 7 Statement of Cash Flows
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d)
- the requirements of Section 33 Related Party Disclosures paragraph 33.7

This information is included in the consolidated financial statements of Liberty Steel Group Holdings Pte Ltd, the ultimate parent company.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020**

2. Accounting policies (continued)

2.2 Going concern

The Coronavirus (COVID-19) has developed rapidly in 2020, with significant number of cases globally. The World Health organisation declared a global health emergency in January 2020 and in March 2020, it declared the spread of COVID-19 as a global pandemic. Measures taken by various governments to contain the virus have significantly affected economic activity.

In light of the above the director has taken various steps to monitor and mitigate the effects of COVID-19 on the performance of the company. Steps taken include ensuring the health and safety of our people through the implementation and regular review of a safe system of work including social distancing, securing the supply of materials that are essentials to our production process and utilising the furlough scheme offered by the government where necessary.

The company has continued to operate without any closure to date. Covid-19 impact on the performance of the company in the year has not been material and based on our experience to date the impact on our business and results post year end, although negatively impacted during the periods of lockdown in the UK, has not had any lasting adverse effect with bounce back post lockdown and we expect this to remain the case. Specifically there has been no material impact on the carrying value of current or fixed assets held at the year end.

The director has prepared and critically assessed the forecast for the next 12 months keeping in mind the impact of COVID -19 on future cash flows, including the effects of potential additional short term lockdowns which may affect trading, and is of the opinion that there are sufficient resources to meet the company's obligations as they fall due for payment. Thus, the director has adopted the going concern basis of accounting in preparing the financial statements.

2.3 Revenue

Revenue is recognised at the fair value of the consideration received or receivable for goods supplied in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer (usually on dispatch of the goods), the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

2.4 Intangible assets

Negative goodwill represents the excess of the net fair value of assets acquired over the cost of the initial acquisition. This is largely attributable to the plant and equipment and the negative goodwill is accordingly credited to the Statement of Comprehensive Income.

The estimated useful lives range as follows:

| | | |
|-------------------|---|----------|
| Negative goodwill | - | 10 Years |
|-------------------|---|----------|

Being the period over which the corresponding fixed assets are being depreciated.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020

2. Accounting policies (continued)

2.5 Property, plant and equipment

Property, plant and equipment are initially measured at cost and subsequently measured at cost or valuation, net of depreciation and any impairment losses.

Depreciation is recognised so as to write off the cost or valuation of assets less their residual values over their useful lives.

The estimated useful lives range as follows:

Plant and machinery - 10 Years

2.6 Impairment of fixed assets

At each reporting year end date, the Company reviews the carrying amounts of its property, plant and equipment and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

2.7 Inventories

Inventories are stated at the lower of cost and net realisable value. For work in progress and finished goods manufactured by the Company, cost is taken as production cost, which includes an appropriate proportion of attributable overheads. Cost is based on the cost of purchase on a weighted average basis.

Net realisable value is based on estimated selling price less further costs to completion and sale.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of inventories over its estimated selling price less costs to complete and sell is recognised as an impairment loss in the Statement of Comprehensive Income. Reversals of impairment losses are also recognised in the Statement of Comprehensive Income.

2.8 Cash and cash equivalents

Cash and cash equivalents are basic financial assets and include cash in hand, deposits held at call with banks.

2.9 Financial instruments

The Company has elected to apply the provisions of section 11 'Basic Financial Instruments' and section 12 'Other financial instruments Issues' of FRS 102 to all its financial instruments.

Financial instruments are recognised in the Company's statement of financial position when the Company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presents in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020

2. Accounting policies (continued)

2.9 Financial instruments (continued)

Basic financial instruments

Basic financial assets, which include trade and other receivables and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in the Statement of Comprehensive Income.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the Company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including payables, bank loans and loans from fellow group companies are classified as debt, and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised costs using effective interest method.

Derecognition of financial liabilities

Financial liabilities are derecognised when the Company's contractual obligations expire or are discharged or cancelled.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020

2. Accounting policies (continued)

2.10 Equity instruments

Equity instruments issued by the Company are recorded at proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the Company.

2.11 Current and deferred tax

The tax expense for the year comprises current and deferred tax.

Current tax

The tax payable is based on taxable profit for the year. Taxable profit differs from net profit as reported in the Statement of Comprehensive Income as it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable and deductible. The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting end date.

Deferred tax

Deferred tax liabilities are recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing differences arises from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the year when the liability is settled or the asset is realised. Deferred tax is charged or credited in the Statement of Comprehensive Income, except when it relates to items charged to or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the Company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

2.12 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of the cost of inventory or non-current assets.

The cost of any unused holiday entitlement is recognised in the period in which the employee's services are received.

2.13 Retirement benefits

The pension costs for defined contribution benefit schemes are the contributions payable in the year.

2.14 Operating leases

Rentals payable under operating leases, including any lease incentives received, are charged to the Statement of Comprehensive Income on a straight line basis over the lease term except where another more systematic basis is more representative of the time pattern in which economic benefits from the lease asset are consumed.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020**

2. Accounting policies (continued)

2.15 Foreign currency translation

Foreign currency transactions are translated at the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange at the year end date. All differences are taken to the Statement of Comprehensive Income.

2.16 Financial risk management

The Company is exposed to financial risk arising from its financial assets and liabilities. The key financial risk is that the proceeds from financial assets may not be sufficient to fund the obligations arising from liabilities as they fall due. The most important components of financial risk are credit risk and liquidity risk.

Exposure to credit risk is mitigated by rigorous credit control checks.

Liquidity risk is managed by regular monitoring of working capital requirements.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020

3. Judgments in applying accounting policies and key sources of estimation uncertainty

In the application of the Company's accounting policies, the director is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised where the revision affects only that year, or in that year of the revision and future years.

Critical judgements

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

Inventories impairments and provisions

Management uses valuation techniques to estimate the cost of inventories. The cost of work in progress includes an element of standard cost, which take into account normal levels of materials, labour and manufacturing efficiency. The cost of finished goods is calculated by reducing the sales value of the inventory by the appropriate percentage profit margin. These methods are regularly reviewed and revised in the light of current conditions, and any changes in the estimates may affect the carrying amounts of inventories.

Inventories are valued at the lower of cost and net realisable value. Net realisable value includes, where necessary, provisions for slow moving and obsolete stocks. Calculation of these provisions require judgements to be made, which include forecasting consumer demand, competitive and economic environment and inventory loss trends.

A provision for inventory loss is made to ensure the accounts reflect the lowest of net realisable value or cost. The provision comprises the loss due to ageing of inventories. Historic costs are used to calculate the provision.

Fair value of assets acquired

On the initial acquisition of the trade and assets, in accordance with accounting standards, the Company has valued its identifiable assets and liabilities at fair value. In deriving the valuation of plant and machinery, which is judgemental, the director has sought the expertise of external valuers. The fair value of other intangibles have been derived based on the director's best estimate.

Key Sources of estimation and uncertainty

The key sources of estimation and uncertainty which have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are:

i. Bad Debt Provisioning

An allowance for bad debts is made when collection of the full amount is no longer probable. Bad debts are written off when identified. The trade receivables balance is assessed at the end of each reporting period whether there is objective evidence of impairment and recognises a bad debt allowance if such evidence arises.

ii. Useful lives of property, plant and equipment & negative goodwill

Management reviews the useful lives of property, plant and equipment on a regular basis. Any changes in estimates may affect the carrying amounts of the respective property, plant and equipment with a corresponding effect on the related depreciation charge. This will also have an impact on the amortisation of the negative goodwill which is in relation to the useful life of the assets.

SHIFTEC (WILLENHALL) LIMITED (FORMERLY LIBERTY ENGINEERING (WILLENHALL) LIMITED)

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020

4. Employees

| | 2020 £ | 2019 £ |
|-------------------------------------|----------------|----------------|
| Wages and salaries | 216,506 | 155,774 |
| Social security costs | 14,454 | 14,207 |
| Cost of defined contribution scheme | 10,391 | 9,631 |
| | <u>241,351</u> | <u>179,612</u> |

The average monthly number of employees during the year was as follows:

| | 2020 No. | 2019 No. |
|----------------------|-------------|-------------|
| Production and Sales | 7 | 4 |
| Administration | 3 | 4 |
| | <u>10</u> | <u>8</u> |

Total remuneration paid to key management personnel was £87,421 (2019: £83,110).

SHIFTEC (WILLENHALL) LIMITED (FORMERLY LIBERTY ENGINEERING (WILLENHALL) LIMITED)

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020

5. Intangible assets

| | Negative goodwill £ |
|--------------------------|---------------------------|
| Cost | |
| At 1 April 2019 | (1,145,491) |
| At 31 March 2020 | <u>(1,145,491)</u> |
| Amortisation | |
| At 1 April 2019 | (1,140,935) |
| Released during the year | (683) |
| At 31 March 2020 | <u>(1,141,618)</u> |
| Net book value | |
| At 31 March 2020 | <u>(3,873)</u> |
| At 31 March 2019 | <u>(4,556)</u> |

SHIFTEC (WILLENHALL) LIMITED (FORMERLY LIBERTY ENGINEERING (WILLENHALL) LIMITED)

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020

6. Property, plant and equipment

| | Plant and equipment £ |
|-------------------------------------|-----------------------------|
| Cost | |
| At 1 April 2019 | 167,994 |
| At 31 March 2020 | <u>167,994</u> |
| Depreciation | |
| At 1 April 2019 | 30,478 |
| Charge for the year on owned assets | 16,798 |
| At 31 March 2020 | <u>47,276</u> |
| Net book value | |
| At 31 March 2020 | <u>120,718</u> |
| At 31 March 2019 | <u>137,516</u> |

Included in plant and equipment are assets held under finance leases with a net book value of £40,125 (2019: £53,942).

7. Financial instruments

| | 2020 £ | 2019 £ |
|---|------------------|------------------|
| Financial assets | | |
| Debt instruments measured at amortised cost | <u>5,343,492</u> | <u>4,799,420</u> |
| Financial liabilities | | |
| Measured at amortised cost | <u>617,395</u> | <u>1,411,248</u> |

Financial assets measured at amortised cost comprise trade debtors, amounts receivable from group and related undertakings and other receivables.

Financial liabilities measured at amortised cost comprise receivables finance facility, trade creditors, amounts owed to group and related undertakings, other creditors, accruals and obligations under finance lease and hire purchase contracts.

SHIFTEC (WILLENHALL) LIMITED (FORMERLY LIBERTY ENGINEERING (WILLENHALL) LIMITED)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020**

8. Inventories

| | 2020 £ | 2019 £ |
|-------------------------------|----------------|----------------|
| Raw materials and consumables | 151,644 | 127,328 |
| Work in progress | 26,802 | 38,083 |
| Finished goods | 34,853 | 25,635 |
| | <u>213,299</u> | <u>191,046</u> |

Impairment provisions of £37,740 (2019: £16,000) were recognised in cost of sales against slow moving and obsolete inventory.

9. Trade and other receivables

| | 2020 £ | 2019 £ |
|--|------------------|------------------|
| Trade debtors | 418,993 | 385,425 |
| Amounts owed by group and related undertakings | 4,920,753 | 4,413,995 |
| Other receivables | 3,746 | - |
| Prepayments and accrued income | 2,391 | 3,678 |
| | <u>5,345,883</u> | <u>4,803,098</u> |

10. Current liabilities

| | 2020 £ | 2019 £ |
|---|----------------|------------------|
| Receivables finance facility | 124,047 | 175,003 |
| Trade creditors | 275,315 | 115,963 |
| Amounts owed to group and related undertakings | 62,365 | 988,976 |
| Other taxation and social security | 29,233 | 52,844 |
| Obligations under finance lease and hire purchase contracts | 7,790 | 7,972 |
| Other creditors | - | 122 |
| Accruals | 119,970 | 86,827 |
| | <u>618,720</u> | <u>1,427,707</u> |

Amounts owed to group and related undertakings have no fixed repayment date and are non-interest-bearing. The receivables finance facility is guaranteed by a fixed and floating charge over the assets of the Company.

SHIFTEC (WILLENHALL) LIMITED (FORMERLY LIBERTY ENGINEERING (WILLENHALL) LIMITED)

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020

11. Non-current liabilities

| | 2020 £ | 2019 £ |
|--|---------------|---------------|
| Net obligations under finance leases and hire purchase contracts | 27,908 | 36,385 |
| | <u>27,908</u> | <u>36,385</u> |

12. Hire purchase and finance leases

Minimum lease payments under hire purchase fall due as follows:

| | 2020 £ | 2019 £ |
|------------------------------------|---------------|---------------|
| Within one year | 9,603 | 10,476 |
| Between 1-5 years | 30,556 | 41,032 |
| Less future finance lease interest | (4,461) | (7,151) |
| | <u>35,698</u> | <u>44,357</u> |

Finance lease payments represent rentals payable by the Company for certain items of plant and machinery. Leases include purchase options at the end of the lease period, and no restrictions are placed on the use of the assets. The lease term is for 3 years. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments. Finance lease obligations are secured on the relevant assets.

13. Deferred tax

| | 2020 £ |
|---|------------------------|
| Provision at 1 April 2019 | (43,379) |
| Charged to Statement of Comprehensive Income (see note 8) | (3,899) |
| Provision at 31 March 2020 | <u>(47,278)</u> |

The provision for deferred tax is made up as follows:

| | 2020 £ | 2019 £ |
|--------------------------------|-----------|-----------|
| Fixed asset timing differences | 47,278 | 43,379 |

SHIFTEC (WILLENHALL) LIMITED (FORMERLY LIBERTY ENGINEERING (WILLENHALL) LIMITED)

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2020**

18. Financial commitments, guarantees and contingent liabilities.

During the year the company secured a receivables finance facility from Barclays Bank Plc. The facility is capped at the level of receivables, with a maximum facility of £500,000. The facilities are shared across various entities within the Liberty Engineering grouping, with a maximum facility of £13.75m across the entities concerned. The facility is guaranteed by a fixed and floating charge over the assets of the company and a cross corporate guarantee from each entity in the group facility and their members are as follows: Shiftec (Leamington) Limited, Shiftec (Willenhall) Limited (formerly Liberty Engineering (Willenhall) Limited), Shiftec Manufacturing Limited (formerly Liberty Pressing Solutions Limited), Shiftec Composites Limited (formerly Liberty Advanced Composites Limited), Clydesdale Jones Limited, Accles and Pollock Limited, Liberty Tube Components Limited, Liberty Precision Tubes Limited and Hub Le Bas Limited. The level of exposure at 31 March 2020 is £6,017,594 (2019: £3,196,271)

The Company is a member of a VAT group with fellow group companies and accordingly is jointly and severally liable for any VAT liability due. The level of group VAT liability or asset varies depending on where in the VAT cycle the group is and on the underlying transactions of companies within the group. The VAT payable by the group as at 31 March 2020 was £2,314,333 (2019 - £630,349).

19. Controlling party

The immediate parent company is Liberty Advanced Engineering Products Pte Ltd, a company incorporated in Singapore. At 31 March 2020 the ultimate holding company was Liberty Steel Group Holdings Pte Ltd.

The largest and smallest groups in which the results of the Company are consolidated are headed by Liberty House Group Pte Ltd and Liberty Engineering Group Pte Ltd. The financial statements are publicly available by writing to the Company Secretary at 8 Marina View, #40-06 Asia Square Tower 1, Singapore 018960.

The ultimate controlling party is S K Gupta.

20. Auditor's information

The auditor's report on the financial statements for the year ended 31 March 2020 was unqualified.

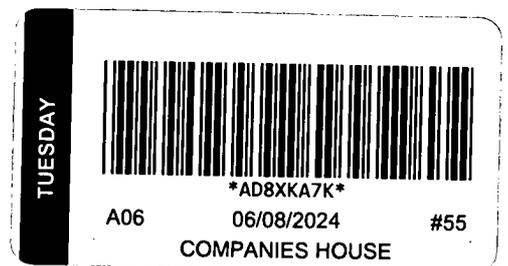
The audit report was signed by Tobias Stephenson BA ACA (Senior Statutory Auditor) on behalf of MHA MacIntyre Hudson.

Registered number: 09907518

**CLYDESDALE ENGINEERING LIMITED (FORMERLY SHIFTEC
(WILLENHALL) LIMITED)**

DIRECTOR'S REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2022



CLYDESDALE ENGINEERING LIMITED

COMPANY INFORMATION

| | |
|----------------------------|---|
| Director | S K Gupta |
| Registered number | 09907518 |
| Registered office | c/o Marble Power Limited 1st Floor 3 More London Place London United Kingdom SE1 2RE |
| Trading Address | Neachells Lane Willenhall West Midlands WV13 3SN |
| Independent auditor | MHA Chartered Accountants & Statutory Auditors Rutland House 148 Edmund Street Birmingham B3 2FD |
| Bankers | Barclays Bank Plc 14 Commercial St Newport NP20 1HE |

CLYDESDALE ENGINEERING LIMITED

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CLYDESDALE ENGINEERING LIMITED

DIRECTOR'S REPORT FOR THE YEAR ENDED 31 MARCH 2022

The director presents his report and the financial statements for the year ended 31 March 2022.

Principal activity

The company's principal activity during the prior year was the manufacture of pipe fittings, anti-vibration/shock mountings and clamps. On 28 February 2021 the company purchased the assets and trade of fellow subsidiary companies Clydesdale Jones Limited and Shiftec Composites Limited at net book value as part of the consolidation of activities of group companies operating from the Willenhall site, and assumed the principal activities of those companies which included the design, development and manufacturing of parking brake lever systems mainly for off-highway vehicles together with the provision of advanced automotive materials technology and design engineering services.

On 31 March 2022, the company purchased the principal trading activities along with related assets, liabilities and contracts from a fellow subsidiary company, Shiftec Manufacturing Limited at net book value.

Director

The director who served during the year was:

S K Gupta

Going concern

The Company made a loss after tax of £71,304 for the year ended 31 March 2022 (2021: profit £239,191) and the balance sheet showed net assets of £5,448,868 as at 31 March 2022 (2021: £5,520,172). The impact of Covid-19 during the year has not been material and the Company has traded profitably post year end which is forecast to continue into the foreseeable future.

The Company's ultimate parent company is Liberty Steel Group Holdings Pte Ltd, a company incorporated in Singapore with the director, Sanjeev Gupta, being the ultimate beneficial owner.

On 8 March 2021, the Group's primary lender Greensill Capital (UK) Limited ("Greensill") was put in administration. The Group has now signed an updated framework agreement with the Greensill creditors. The agreement is with the parties responsible for the main creditors of Greensill Capital (UK) Limited, Greensill Bank AG and Credit Suisse Asset Management (Switzerland) Limited ("The Creditors") and is a major step in the Group's restructuring. However, the agreement has no direct impact on the day-to-day operation of the Company and the execution of the framework agreement can only further strengthen the financial position of the Company.

The Company does not have any direct relationship with or received any direct funding from Greensill, nor has it been party to any cross guarantees associated with those facilities. The parent group has already successfully completed the refinancing of its Australian operations and is making progress to refinance its other operations where negotiations are ongoing.

Since the year end the Company has made various arrangements to consolidate and ultimately remove its intergroup balance positions and reliance on funding with the wider Parent Group. The Company declared an interim dividend of £822,754 on 30 September 2022 to satisfy the resultant previous balance due from its parent company, thus reducing the net assets of the Company by the same amount. The Company also entered into deeds of cross financial support on 10 November 2022 with its fellow subsidiaries, Specialist Mobility Training Limited ("SMT"), Shiftec Composites Limited (now dormant), Shiftec Manufacturing Limited (now dormant) and Clydesdale Jones Limited (now dormant), agreeing not to withdraw funding balances unless individual entities have the funds to repay them and to support each other financially for a period at least to 10 May 2024. Confirmation has been received from the dormant fellow subsidiaries that even after this date, amounts due to them will not be recalled unless the Company has sufficient funds to repay without jeopardising its ability to pay other debts as they fall due.

**DIRECTOR'S REPORT (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2022**

The director has critically assessed the post year end trading results and the forecast trading and cashflow forecasts for the Company for the next 12 months from the date of signing the accounts. This has included carrying out stress testing of cash flows under various scenarios including various reductions in trading activity, and no cash receipts from fellow subsidiaries being received during the period in respect of outstanding loans. The resultant analysis shows cash headroom under all reasonably foreseeable scenarios.

In light of the above the director has concluded that there are sufficient cash resources available for the Company to continue to trade and meet its debts and obligations as they fall due for a period of net less than 12 months from the approval of the financial statements.

As detailed in note 15, on 14 May 2021 the serious Fraud Office (SFO) announced an investigation into the suspected fraud, fraudulent trading and money laundering concerning the financing and conduct of business of the companies within the Gupta Family Group Alliance (GFG), which includes the ultimate parent company the Company, including its financing arrangements with Greensill Capital (UK) limited. As detailed therein, the outcome of the investigation cannot be reliably estimated or forecast and remains uncertain, but in the opinion of the director it is not expected to have a material impact on the ability of the Company to continue to trade for the foreseeable future. Accordingly, the director has adopted the going concern basis in the preparation of the Financial Statements.

Disclosure of information to auditor

The director at the time when this Director's report is approved has confirmed that:

- so far as he is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- he 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.

CLYDESDALE ENGINEERING LIMITED

**DIRECTOR'S REPORT (CONTINUED)
FOR THE YEAR ENDED 31 MARCH 2022**

Post balance sheet events

Finance restructuring

Since the year end the Company made various arrangements to consolidate and ultimately remove its intergroup balance sheet positions and reliance on funding from the wider group (see going concern section for further detail).

Group Invoice Discounting Facility

Since the year end the Company and other fellow subsidiaries party to the Group invoice discounting facility have repaid their balances through financing received from its Parent group and the Company has satisfied the charge held over the assets of the company in respect of the facility.

Assignment of operating lease

On 17 October 2023, the Company acquired the remaining lease commitments of Shiftec Manufacturing Limited, consisting of a property lease with annual rentals of £304,000 payable to June 2032.

Change of name

On 7 March 2024, the Company changed its name from Shiftec (Willenhall) Limited to Clydesdale Engineering Limited.

VAT group status

On 1 January 2024, the Company left the VAT group with fellow group companies.

Auditor

Following a rebranding exercise on 15 May 2023 the trading name of the company's independent auditor changed from MHA MacIntyre Hudson to MHA. MHA were re-appointed auditors during 2023 by the members.

Small companies note

In preparing this report, the director has taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 28/07/2024 and signed on its behalf.

**S K Gupta
Director**



CLYDESDALE ENGINEERING LIMITED

**DIRECTOR'S RESPONSIBILITIES STATEMENT
FOR THE YEAR ENDED 31 MARCH 2022**

The director is responsible for preparing the Director's report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the director must not approve the financial statements unless he is 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 director is required to:

- select suitable accounting policies for the Company's financial statements and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The director is 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 to enable him to ensure that the financial statements comply with the Companies Act 2006. He is 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 CLYDESDALE ENGINEERING LIMITED

Opinion

We have audited the financial statements of Clydesdale Engineering Limited (the 'Company') for the year ended 31 March 2022, which comprise the Statement of comprehensive income, the Statement of financial position, the Statement of changes in equity and the related notes, including 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).

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2022 and of its loss 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.

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 United Kingdom, including the Financial Reporting Council'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.

Emphasis of matter - ongoing investigation by the Serious Fraud Office

We draw attention to Note 15 of the financial statements, which describes the Serious Fraud Office (SFO) ongoing investigation into companies within the Gupta Family Group Alliance (GFG) which includes the ultimate parent company of the Company. Our opinion is not modified in respect of this matter.

Emphasis of matter - recovery of a balance due from a fellow subsidiary

We also draw attention to Note 9 of the financial statements, which describes the circumstances surrounding the recoverability of a balance of £1,336,199 due from a fellow subsidiary undertaking, deemed recoverable by the Director. Our opinion is not modified in respect of this matter.

Conclusions relating to going concern

In auditing the financial statements, we have concluded that the director's 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 director with respect to going concern are described in the relevant sections of this report.

CLYDESDALE ENGINEERING LIMITED

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CLYDESDALE ENGINEERING LIMITED
(CONTINUED)**

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 director is 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 our 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 this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinion 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 Director's report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Director's report has 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 Director's 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 director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the director was not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Director's report and from the requirement to prepare a Strategic report.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CLYDESDALE ENGINEERING LIMITED
(CONTINUED)**

Responsibilities of directors

As explained more fully in the Director's responsibilities statement set out on page 4, the director is 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 director determines 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 director is 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 director either intends to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor 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.

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:

- Enquiry of management around actual and potential litigation and claims;
- Enquiry of management to identify any instances of non-compliance with laws and regulations;
- Performing audit work over the risk of management override of controls, including testing of journal entries and other adjustments for appropriateness and reviewing accounting estimates for evidence of management bias;
- Reviewing minutes of meetings of those charged with governance and management, where available;
- Reviewing legal and professional costs incurred for potential contingent liabilities;
- Reviewing financial statement disclosures and testing to supporting documentation to assess compliance with applicable laws and regulations.

Because of the inherent limitations of an audit, there is a risk that we will not detect all irregularities, including those leading to a material misstatement in the financial statements or non-compliance with regulation. This risk increases the more that compliance with a law or regulation is removed from the events and transactions reflected in the financial statements, as we will be less likely to become aware of instances of non-compliance. The risk is also greater regarding irregularities occurring due to fraud rather than error, as fraud involves intentional concealment, forgery, collusion, omission or misrepresentation.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our Auditor's report.

CLYDESDALE ENGINEERING LIMITED

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CLYDESDALE ENGINEERING LIMITED
(CONTINUED)**

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.



Tobias Stephenson BA ACA (Senior statutory auditor)
for and on behalf of
MHA Statutory Auditor

Birmingham

Date: 31 July 2024

MHA is a trading name of MacIntyre Hudson LLP, a limited liability partnership in England and Wales (registered number OC312313)

CLYDESDALE ENGINEERING LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MARCH 2022**

| | Note | 2022 £ | 2021 £ |
|---|------|------------------|----------------|
| Turnover | | 8,402,647 | 2,628,063 |
| Cost of sales | | (7,267,732) | (1,690,536) |
| Gross profit | | 1,134,915 | 937,527 |
| Distribution costs | | (519,490) | (50,510) |
| Administrative expenses | | (818,565) | (752,044) |
| Other operating income | 4 | 23,074 | 5,023 |
| Operating (loss)/profit | | (180,066) | 139,996 |
| Interest receivable and similar income | 6 | 149,609 | 134,077 |
| Interest payable and similar expenses | | (39,031) | (33,061) |
| (Loss)/profit before tax | | (69,488) | 241,012 |
| Tax on (loss)/profit | | (1,816) | (1,821) |
| (Loss)/profit for the financial year | | (71,304) | 239,191 |

There was no other comprehensive income for 2022 (2021:£NIL).

The notes on pages 12 to 26 form part of these financial statements.

CLYDESDALE ENGINEERING LIMITED
REGISTERED NUMBER: 09907518

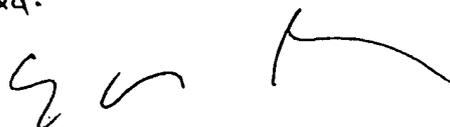
STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2022

| | Note | 2022 £ | 2021 £ |
|---|------|-------------------------|-------------------------|
| Fixed assets | | | |
| Intangible assets | 7 | (699,914) | (130,375) |
| Tangible assets | 8 | 2,123,332 | 1,402,275 |
| | | <u>1,423,418</u> | <u>1,271,900</u> |
| Current assets | | | |
| Stocks | | 1,647,570 | 853,307 |
| Debtors: amounts falling due within one year | 9 | 6,323,349 | 5,935,887 |
| Cash at bank and in hand | | 876,136 | 398,604 |
| | | <u>8,847,055</u> | <u>7,187,798</u> |
| Creditors: amounts falling due within one year | 10 | <u>(4,394,816)</u> | <u>(2,339,115)</u> |
| Net current assets | | <u>4,452,239</u> | <u>4,848,683</u> |
| Total assets less current liabilities | | <u>5,875,657</u> | <u>6,120,583</u> |
| Creditors: amounts falling due after more than one year | 11 | (421,904) | (556,143) |
| Provisions for liabilities | | | |
| Deferred tax | | <u>(4,885)</u> | <u>(44,268)</u> |
| | | <u>(4,885)</u> | <u>(44,268)</u> |
| Net assets | | <u><u>5,448,868</u></u> | <u><u>5,520,172</u></u> |
| Capital and reserves | | | |
| Called up share capital | | 100,001 | 100,001 |
| Profit and loss account | | 5,348,867 | 5,420,171 |
| | | <u>5,448,868</u> | <u>5,520,172</u> |

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 28/01/2024.

S K Gupta
 Director



The notes on pages 12 to 26 form part of these financial statements.

CLYDESDALE ENGINEERING LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2022**

| | Called up share capital | Profit and loss account | Total equity |
|-------------------------|------------------------------------|------------------------------------|---------------------|
| | £ | £ | £ |
| At 1 April 2020 | 100,001 | 5,180,980 | 5,280,981 |
| Profit for the year | - | 239,191 | 239,191 |
| At 1 April 2021 | 100,001 | 5,420,171 | 5,520,172 |
| Loss for the year | - | (71,304) | (71,304) |
| At 31 March 2022 | 100,001 | 5,348,867 | 5,448,868 |

The notes on pages 12 to 26 form part of these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022**

1. General information

Clydesdale Engineering Limited is a private company (Company number: 09907518) limited by shares incorporated in England and Wales. After the year end, the registered office became 1st Floor, 3 More London Place, London SE1 2RE and the company changed its name from Shiftec (Willenhall) Limited to Clydesdale Engineering Limited.

The principal activity of the company during the prior year was the manufacture of pipe fittings, anti-vibration/shock mountings and clamps. Following the acquisition of the operations of fellow group companies on 28 February 2021 the company took on the principal activities of those companies which included the design, development and manufacturing of parking brake lever systems mainly for off-highway vehicles together with the provision of advanced automotive materials technology and design engineering services.

On 31 March 2022, the company purchased the principal trading activities along with related assets, liabilities and contracts from a fellow subsidiary company, Shiftec Manufacturing Limited at net book value.

2. Accounting policies

2.1 Accounting convention

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The following principal accounting policies have been applied:

2.2 Going concern

The Company made a loss after tax of £71,304 for the year ended 31 March 2022 (2021: profit £239,191) and the balance sheet showed net assets of £5,448,868 as at 31 March 2022 (2021: £5,520,172). The impact of Covid-19 during the year has not been material and the Company has traded profitably post year end which is forecast to continue into the foreseeable future.

The Company's ultimate parent company is Liberty Steel Group Holdings Pte Ltd, a company incorporated in Singapore with the director, Sanjeev Gupta, being the ultimate beneficial owner.

On 8 March 2021, the Group's primary lender Greensill Capital (UK) Limited ("Greensill") was put in administration. The Group has now signed an updated framework agreement with the Greensill creditors. The agreement is with the parties responsible for the main creditors of Greensill Capital (UK) Limited, Greensill Bank AG and Credit Suisse Asset Management (Switzerland) Limited ("The Creditors") and is a major step in the Group's restructuring. However, the agreement has no direct impact on the day-to-day operation of the Company and the execution of the framework agreement can only further strengthen the financial position of the Company.

The Company does not have any direct relationship with or received any direct funding from Greensill, nor has any been party to any cross guarantees associated with those facilities. The parent group has already successfully completed the refinancing of its Australian operations and is making progress to refinance its other operations where negotiations are ongoing.

Since the year end the Company has made various arrangements to consolidate and ultimately remove its intergroup balance positions and reliance on funding with the wider Parent Group. The Company declared an interim dividend of £822,754 on 30 September 2022 to satisfy the resultant previous balance due from its parent company, thus reducing the net assets of the Company by the same amount.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022**

2. Accounting policies (continued)

2.2 Going concern (continued)

The Company also entered into deeds of cross financial support on 10 November 2022 with its fellow subsidiaries, Specialist Mobility Training Limited ("SMT"), Shiftec Composites Limited (now dormant), Shiftec Manufacturing Limited (now dormant) and Clydesdale Jones Limited (now dormant), agreeing not to withdraw funding balances unless individual entities have the funds to repay them and to support each other financially for a period at least to 10 May 2024. Confirmation has been received from the dormant fellow subsidiaries that even after this date, amounts due to them will not be recalled unless the Company has sufficient funds to repay without jeopardising its ability to pay other debts as they fall due.

The director has critically assessed the post year end trading results and the forecast trading and cashflow forecasts for the Company for the next 12 months from the date of signing the accounts. This has included carrying out stress testing of cash flows under various scenarios including various reductions in trading activity, and no cash receipts from fellow subsidiaries being received during the period in respect of outstanding loans. The resultant analysis shows cash headroom under all reasonably foreseeable scenarios.

In light of the above the director has concluded that there are sufficient cash resources available for the Company to continue to trade and meet its debts and obligations as they fall due for a period of net less than 12 months from the approval of the financial statements.

As detailed in note 15, on 14 May 2021 the serious Fraud Office (SFO) announced an investigation into the suspected fraud, fraudulent trading and money laundering concerning the financing and conduct of business of the companies within the Gupta Family Group Alliance (GFG), which includes the ultimate parent company of the Company, including its financing arrangements with Greensill Capital (UK) limited. As detailed therein, the outcome of the investigation cannot be reliably estimated or forecast and remains uncertain, but in the opinion of the director it is not expected to have a material impact on the ability of the Company to continue to trade for the foreseeable future. Accordingly, the director has adopted the going concern basis in the preparation of the Financial Statements

2.3 Turnover

Turnover is recognised at the fair value of the consideration received or receivable for goods supplied in the normal course of business, and is shown net of VAT and other sales related taxes. The fair value of consideration takes into account trade discounts, settlement discounts and volume rebates.

Turnover from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer (usually on dispatch of the goods), the amount of revenue can be measured reliably, it is probable that the economic benefits associated with the transaction will flow to the entity and the costs incurred or to be incurred in respect of the transaction can be measured reliably.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022

2. Accounting policies (continued)

2.4 Government grants

Grants are accounted under the accruals model as permitted by FRS 102. Grants relating to expenditure on tangible fixed assets are credited to profit or loss at the same rate as the depreciation on the assets to which the grant relates. The deferred element of grants is included in creditors as deferred income.

Grants of a revenue nature are recognised in the profit or loss in the same period as the related expenditure.

2.5 Interest income

Interest income is recognised in profit or loss using the effective interest method.

2.6 Finance costs

Finance costs are charged to profit or loss over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.7 Intangible fixed assets

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

All intangible assets are considered to have a finite useful life. If a reliable estimate of the useful life cannot be made, the useful life shall not exceed ten years.

The estimated useful lives range as follows:

| | | |
|-------------------|---|----------|
| Negative goodwill | - | 10 Years |
|-------------------|---|----------|

Being the period over which the corresponding fixed assets are depreciated.

In respect of negative goodwill transferred from fellow subsidiaries, negative goodwill is transferred at net book value and amortised in accordance with the above policy over the remaining life at the date of transfer.

2.8 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022**

2. Accounting policies (continued)

2.8 Tangible fixed assets (continued)

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

| | |
|---------------------|------------|
| Plant and machinery | - 10 Years |
|---------------------|------------|

In respect of fixed assets transferred from fellow subsidiaries, assets transferred are recognised at net book value and depreciated in accordance with the above policy over the remaining life at the date of transfer.

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

2.9 Impairment of fixed assets

At each reporting year end date, the Company reviews the carrying amounts of its property, plant and equipment and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

2.10 Stocks

Stocks are stated at the lower of cost and net realisable value. For work in progress and finished goods manufactured by the Company, cost is taken as production cost, which includes an appropriate proportion of attributable overheads. Cost is based on the cost of purchase on a weighted average basis. Net realisable value is based on estimated selling price less further costs to completion and sale.

At each reporting date, an assessment is made for impairment. Any excess of the carrying amount of inventories over its estimated selling price less costs to complete and sell is recognised as an impairment loss in profit or loss. Reversals of impairment losses are also recognised in profit or loss.

2.11 Financial instruments

The Company has elected to apply the provisions of section 11 'Basic Financial Instruments' and section 12 'Other financial instruments' of FRS 102 to all its financial instruments.

Financial instruments are recognised in the Company's statement of financial position when the Company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presents in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022

2. Accounting policies (continued)

2.11 Financial instruments (continued)

Basic financial instruments

Basic financial assets, which include trade and other debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Impairment of financial assets

Financial assets, other than those held at fair value through profit and loss, are assessed for indicators of impairment at each reporting date.

Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows have been affected. If an asset is impaired, the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

Derecognition of financial assets

Financial assets are derecognised only when the contractual rights to the cash flows from the asset expire or are settled, or when the Company transfers the financial asset and substantially all the risks and rewards of ownership to another entity, or if some significant risks and rewards of ownership are retained but control of the asset has transferred to another party that is able to sell the asset in its entirety to an unrelated third party.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans and loans from fellow group companies are classified as debt, and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised costs using effective interest method.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022

2. Accounting policies (continued)

2.11 Financial instruments (continued)

Derecognition of financial liabilities

Financial liabilities are derecognised when the Company's contractual obligations expire or are discharged or cancelled.

2.12 Equity instruments

Equity instruments issued by the Company are recorded at proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the Company.

2.13 Current and deferred taxation

The tax expense for the year comprises current and deferred tax. Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates income.

Deferred tax liabilities are recognised for all timing differences and deferred tax assets are recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits. Such assets and liabilities are not recognised if the timing differences arise from goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at each reporting end date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the year when the liability is settled or the asset is realised. Deferred tax is charged or credited in the Statement of Comprehensive Income, except when it relates to items charged to or credited directly to equity, in which case the deferred tax is also dealt with in equity. Deferred tax assets and liabilities are offset when the Company has a legally enforceable right to offset current tax assets and liabilities and the deferred tax assets and liabilities relate to taxes levied by the same tax authority.

2.14 Employee benefits

The costs of short-term employee benefits are recognised as a liability and an expense, unless those costs are required to be recognised as part of inventory or non-current assets.

The costs of any unused holiday entitlement is recognised in the period in which employee's services are received.

2.15 Retirement benefits

The pension costs for defined contribution benefit schemes are the contributions payable in the year.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022**

2. Accounting policies (continued)

2.16 Leased assets

Where assets are financed by leasing agreements that transfer substantially all the risks and rewards of ownership (finance leases), the assets are treated as if they had been purchased outright. The amount capitalised is the present value of the minimum lease payments payable over the term of the lease. Depreciation on the relevant asset is charged to profit or loss over the shorter of estimated useful economic life and the term of the lease.

Lease payments are analysed between capital and interest components so that the interest element of the payment is charged to profit or loss over the term of the lease and is calculated so that it represents a constant proportion of the balance of the capital repayments outstanding. The capital part reduces the amounts payable to the lessor.

2.17 Operating leases

Rentals payable under operating leases, including any lease incentives received, are charged to profit or loss on a straight line basis over the lease term except where another more systematic basis is more representative of the time pattern in which economic benefits from the lease asset are consumed.

2.18 Foreign currency translation

Foreign currency transactions are translated at the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the Statement of Financial Position. All differences are taken to profit or loss.

The financial statements are prepared in sterling, which is the functional currency of the Company. Monetary amounts in these financial statements are rounded to the nearest £ sterling.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022**

3. Judgments in applying accounting policies and key sources of estimation uncertainty

In the application of the Company's accounting policies, the director is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the year in which the estimate is revised where the revision affects only that year, or in that year of the revision and future years.

Critical judgements

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements.

Impairment of tangible fixed assets

Determine whether there are indicators of impairment of the Company's tangible fixed assets determining any resultant impairment charge. Factors taken into consideration in reaching such a decision and assessing any impairment charge include the economic viability and expected future financial performance of the asset and, where it is a component of a larger cash-generating unit, the viability and expected future performance of that unit and potential net realisable value of the asset if sold on the open market.

Going concern

Determine whether the basis of preparation of the financial statements as a going concern is appropriate considering the future performance and cash flows of the Company, as disclosed in note 2.2.

Key Sources of estimation uncertainty

The key sources of estimation uncertainty which have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities are:

Recoverability of group and related party debt

Management make an assessment of whether group and related party debtors are recoverable based on the financial position and performance of the debtor and the needs of the wider group. Where there is objective evidence of impairment or significant doubt as to the recoverability of the balance, a provision is made against the balance due.

Stock impairments and provisions

Management uses valuation techniques to estimate the cost of stocks. The cost of work in progress includes an element of standard cost, which take into account normal levels of materials, labour and manufacturing efficiency. The cost of finished goods is calculated by reducing the sales value of the stock by the appropriate percentage profit margin. These methods are regularly reviewed and revised in the light of current conditions, and any changes in the estimates may affect the carrying amounts of stocks.

Stocks are valued at the lower of cost and net realisable value. Net realisable value includes, where necessary, provisions for slow moving and obsolete stocks. Calculation of these provisions require judgements to be made, which include forecasting consumer demand, competitive and economic environment and stock loss trends.

A provision for stock loss is made to ensure the accounts reflect the lowest of net realisable value or cost. The provision comprises the loss due to ageing of stocks. Historic costs are used to calculate the provision.

CLYDESDALE ENGINEERING LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022**

3. Judgments in applying accounting policies (continued)

Useful lives of tangible fixed assets & negative goodwill

Management reviews the useful lives of tangible fixed assets on a regular basis. Any changes in estimates may affect the carrying amounts of the respective tangible fixed assets with a corresponding effect on the related depreciation charge. This will also have an impact on the amortisation of the negative goodwill which is in relation to the useful life of the assets.

4. Other operating income

| | 2022 £ | 2021 £ |
|---|---------------|--------------|
| Research and development tax credits | 23,074 | - |
| Coronavirus Job Retention Scheme grants | - | 5,023 |
| | <u>23,074</u> | <u>5,023</u> |

5. Employees

The average monthly number of employees, including directors, during the year was 69 (2021 - 12).

6. Interest receivable

| | 2022 £ | 2021 £ |
|--|----------------|----------------|
| Interest receivable from group companies | 149,609 | 134,077 |
| | <u>149,609</u> | <u>134,077</u> |

CLYDESDALE ENGINEERING LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022

7. Intangible assets

| | Negative goodwill £ |
|-----------------------|---------------------------|
| At 1 April 2021 | (1,274,723) |
| Intra-group transfers | (597,428) |
| At 31 March 2022 | <u>(1,872,151)</u> |
| At 1 April 2021 | (1,144,348) |
| Charge for the year | (27,889) |
| At 31 March 2022 | <u>(1,172,237)</u> |
| Net book value | |
| At 31 March 2022 | <u>(699,914)</u> |
| At 31 March 2021 | <u>(130,375)</u> |

CLYDESDALE ENGINEERING LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022**

8. Tangible fixed assets

| | Plant and machinery £ |
|--------------------------|-----------------------------|
| Cost or valuation | |
| At 1 April 2021 | 1,541,061 |
| Additions | 59,956 |
| Transfers intra group | 857,104 |
| At 31 March 2022 | <u>2,458,121</u> |
| Depreciation | |
| At 1 April 2021 | 138,786 |
| Charge for the year | 196,003 |
| At 31 March 2022 | <u>334,789</u> |
| Net book value | |
| At 31 March 2022 | <u>2,123,332</u> |
| At 31 March 2021 | <u>1,402,275</u> |

Included in plant and equipment are assets held under finance leases with a net book value of £683,642 (2021 - £768,042).

9. Debtors

| | 2022 £ | 2021 £ |
|--|------------------|------------------|
| Trade debtors | 2,411,735 | 1,213,053 |
| Amounts owed by group undertakings and related parties | 3,703,446 | 4,338,291 |
| Other debtors | 105,242 | 269,836 |
| Prepayments and accrued income | 102,926 | 114,707 |
| | <u>6,323,349</u> | <u>5,935,887</u> |

CLYDESDALE ENGINEERING LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022**

9. Debtors (continued)

Included in amounts due from group and related undertakings is an amount of £2,983,015 due from a related party. Post year end the Company made various arrangements to consolidate amounts due to and from other group entities, including declaring certain dividends, which resulted in this debt and others being replaced by a residual debt due from a fellow trading subsidiary of £1,336,199 as at the date of approval of the financial statements. A material uncertainty exists over the ultimate recoverability of this debtor. The director believes the parent group will be able to provide the required ongoing level of financial support to the fellow subsidiary and the debt is therefore ultimately recoverable. However, as detailed in note 2.2, the parent group is in the process of refinancing, and should it for any reason be unable to continue to provide financial support to the subsidiary company, a provision of £1,336,199 may need to be made against the debtor. This would not impact the ability of the Company to continue to trade as a going concern, as explained in note 2.2.

10. Creditors: Amounts falling due within one year

| | 2022 | 2021 |
|---|------------------|------------------|
| | £ | £ |
| Bank overdraft and receivable finances facility | - | 104,942 |
| Trade creditors | 1,186,604 | 909,249 |
| Amounts owed to group undertakings and related parties | 1,858,490 | 600,552 |
| Corporation tax | 41,285 | - |
| Other taxation and social security | 111,352 | 30,714 |
| Obligations under finance lease and hire purchase contracts | 133,499 | 130,331 |
| Accruals and deferred income | 1,063,586 | 563,327 |
| | <u>4,394,816</u> | <u>2,339,115</u> |

Amounts owed to group and related undertakings have no fixed repayment date and are non-interest bearing.

The receivables finance facility was secured by a fixed and floating charge over the assets of the Company and a cross guarantee from certain fellow subsidiary entities (see note 15).

Obligations under finance lease and hire purchase contracts are secured on the related assets.

11. Creditors: Amounts falling due after more than one year

| | 2022 | 2021 |
|--|----------------|----------------|
| | £ | £ |
| Net obligations under finance leases and hire purchase contracts | <u>421,904</u> | <u>556,143</u> |

Obligations under finance lease and hire purchase contracts are secured on the related assets.

CLYDESDALE ENGINEERING LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022**

12. Hire purchase and finance leases

Minimum lease payments under hire purchase and finance leases fall due as follows:

| | 2022 £ | 2021 £ |
|-------------------|----------------|----------------|
| Within one year | 133,499 | 130,331 |
| Between 2-5 years | 421,904 | 556,143 |
| | <u>555,403</u> | <u>686,474</u> |

Finance lease payments represent rentals payable by the Company for certain items of plant and machinery. Leases include purchase options at the end of the lease period, and no restrictions are placed on the use of the assets. All leases are on a fixed repayment basis and no arrangements have been entered into for contingent rental payments. Finance lease obligations are secured on the relevant assets.

13. Pension commitments

The amount of unpaid pension included in the Statement of Financial Position at 31 March 2022 is £7,945 (2021: £7,443)

14. Commitments under operating leases

At 31 March 2022 the Company had future minimum lease payments due under non-cancellable operating leases for each of the following periods:

| | 2022 £ | 2021 £ |
|--|----------------|--------------|
| Not later than 1 year | 57,374 | 2,346 |
| Later than 1 year and not later than 5 years | 229,495 | 1,550 |
| Later than 5 years | 86,061 | 2,570 |
| | <u>372,930</u> | <u>6,466</u> |

On 17 October 2023 the Company acquired the lease interest and remaining lease commitments of Shiftac Manufacturing Limited, consisting of a property lease with annual rentals of £304,000 payable to June 2032.

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022

15. Financial commitments, guarantees and contingent liabilities

During the year the company operated a receivables finance facility from Barclays Bank Plc. The facility was capped at the level of receivables, with a maximum facility of £500,000. The facilities were shared across various entities within the Liberty Engineering grouping, with a maximum facility of £13.75m across the entities concerned. The facility was guaranteed by a fixed and floating charge over the assets of the company and a cross corporate guarantee from each entity in the group facility and their members, other than the company, were as follows: Shifttec (Leamington) Limited, Shifttec Manufacturing Limited, Shifttec Composites Limited, Clydesdale Jones Limited, Accles and Pollock Limited, Liberty Tube Components Limited, Liberty Precision Tubes Limited and Hub Le Bas Limited. This facility was repaid in full post year end by all group parties and the contingent liability extinguished.

The company was a member of a VAT group with fellow group companies and accordingly was jointly and severally liable for any VAT liability due. The level of group VAT liability or asset varies depending on where in the VAT cycle the group is and on the underlying transactions of companies within the group. The VAT payable by the group as at 31 March 2022 was £560,912 (2021:£3,607,611). Post year end the company left the VAT group without any liability crystallising.

Serious Fraud Office (SFO) investigation

On 14 May 2021 the Serious Fraud Office (SFO) announced an investigation into suspected fraud, fraudulent trading and money laundering concerning the financing and conduct of business of companies within the Gupta Family Group Alliance (GFG), which includes the ultimate parent company of the Company, including its financing arrangements with Greensill Capital (UK) Limited.

As at the date of the approval of the financial statements, the investigation is still live and is expected to be several years before it will reach a conclusion. The SFO have made requests for information relating to certain entities within the GFG Group and the GFG group is cooperating with these requests. The Company has not received any communication or visits from the SFO and has not had any direct dealings with Greensill Capital (UK) Limited. It has however historically received funding from its Parent Group during the period certain Parent Group entities were financed through Greensill Capital (UK) Limited, although no longer has any funding arrangements with its Parent Group.

Entities within GFG group may be exposed to the risk of civil, criminal and regulatory actions and liabilities arising from any adverse findings coming from the SFO investigation, although the future direction nor outcome of the investigation and its impact including any liabilities arising on the Parent Group and the Company, if any, at present cannot be reliably estimated or forecast.

In the opinion of the director, the SFO investigation is not expected to have a material impact on the Company.

CLYDESDALE ENGINEERING LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2022**

16. Related party transactions

The Company has taken advantage of the exemption under FRS102 section 1A Small Entities not to disclose balances or transactions at arm's length with related parties.

On 28 February 2021 the Company acquired the trade, assets and liabilities of Clydesdale Jones Limited and Shiftec Composites Limited, both fellow subsidiaries of the ultimate parent entity, at net book value.

On 31 March 2022, the Company purchased the principal trading activities along with related assets, liabilities and contracts from a fellow subsidiary company, Shiftec Manufacturing Limited at net book value.

Included within creditors is an amount of £737,266 (2021 - £188,711) in respect of management charges from Wyelands Capital Limited, a related company under common control, of which £514,607 (2021 - £188,711) was included in accruals. Total additional management charges expensed in profit or loss by Wyelands Capital were £128,652 (2021 - £188,711).

17. Post balance sheet events*Contingent liabilities*

Post year end, certain events occurred which extinguished certain contingent liabilities, as disclosed in note 15.

Change of name

On 7 March 2024 Company changed its name to Clydesdale Engineering Limited.

18. Controlling party

The immediate parent company is Liberty Advanced Engineering Products Pte Ltd, a company incorporated in Singapore. At 31 March 2022 the ultimate parent company was Liberty Steel Group Holdings Pte Ltd.

The largest and smallest groups in which the results of the Company will be consolidated are headed by Liberty Steel Group Holdings Pte Ltd and Liberty Engineering Group Pte Ltd. The financial statements will be publicly available by writing to the Company Secretary at 8 Marina View, #40-06 Asia Square Tower 1, Singapore 018960.

The ultimate controlling party is S K Gupta.



CLYDESDALE ENGINEERING LIMITED

Insolvency Plus (Enhanced Winding Up Search)

FOR JONES DAY

Report Result: **No administration and no winding up petitions found. No moratorium filed**

Search requested by
Jones Day

Your reference
107034/000001

Order Date: **02/03/2026**
Report Generated: **02/03/2026 at 10:03**

Order No: **121815027**

Results provided by



Insolvency Plus (Enhanced Winding Up Search)

Company Name: CLYDESDALE ENGINEERING LIMITED
Company No: 09907518

Order No: **121815027**
Order Date: **02/03/2026**
Client Name: **Jones Day**
Your Ref: **107034/000001**

WINDING UP PETITIONS PENDING AND MORATORIUMS WITH THE INSOLVENCY AND COMPANIES LIST

We have searched the records at The Insolvency and Companies List, Royal Courts of Justice and Rolls Building cause lists on **02/03/2026 at 10:03** and can confirm that no winding-up petitions have been presented and no winding up orders made against **CLYDESDALE ENGINEERING LIMITED** in England and Wales.

We further confirm there is (a) no notice of intention to appoint an administrator (b) no notice of appointment of an administrator (c) no administration order (d) no application for the making of an administration order filed in London in respect of **CLYDESDALE ENGINEERING LIMITED**.

We further confirm that there is no notice that a moratorium pursuant to part A1 Insolvency Act 1986 has come into force, and no application or order in respect of such a moratorium, has been filed in respect of **CLYDESDALE ENGINEERING LIMITED**.

INSOLVENCY NOTICE(S) PUBLISHED IN THE GAZETTE

Gazette checked on **02/03/2026** - No Notices.

INSOLVENCY/STRIKING OFF

Nothing registered at Companies House.

*Important Note: The company name requested must be an **exact match** to the records kept at Companies House. Due to restrictions imposed by the Insolvency and Companies List system the search will reveal a negative result if abbreviations or variants of the company name are used.*

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UK Company
Information



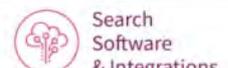
Company
Formations



Court
Services



International
Company
Information



Search
Software
& Integrations

General Information

Company Name: **CLYDESDALE ENGINEERING LIMITED**, Company Number: **09907518**

| | |
|---------------------------------------|--|
| Company Type: | Private limited Company |
| Company Status: | Active |
| Date of Incorporation: | 08/12/2015 |
| Registered Office Address: | Unit 6 Juno Drive, Leamington Spa, CV31 3RG |
| Nature of Business (SIC) | 24100 - Manufacture of basic iron and steel and of ferro-alloys 24200 - Manufacture of tubes, pipes, hollow profiles and related fittings, of steel 25990 - Manufacture of other fabricated metal products not elsewhere classified 29320 - Manufacture of other parts and accessories for motor vehicles |
| Accounting Reference Date: | 31/03 |
| Last Accounts Made Up To: | 31/03/2024 |
| Next Accounts Due: | 31/03/2026 |
| Last Return Made: Up To: | |
| Next Return Due Date: | |
| Last Confirmation Statement Date: | 06/04/2025 |
| Next Confirmation Statement Date: | 06/04/2026 |
| Next Confirmation Statement Due Date: | 20/04/2026 |
| Mortgage: Number of Charges: | 4 (1 Outstanding / 0 Part Satisfied / 3 Satisfied) |
| Last Member List: | 06/04/2016 |

Corporate Annotation

No annotations have been recorded

Previous Names in the Last 20 Years

| Previous Name | Effective From | Date of Change |
|---|-------------------|-------------------|
| OCTAVIO INDUSTRIES LTD | 08/12/2015 | 23/12/2015 |
| LIBERTY TUBE FITTINGS LIMITED | 23/12/2015 | 05/03/2019 |
| LIBERTY ENGINEERING (WILLENHALL) LIMITED | 05/03/2019 | 09/06/2020 |
| SHIFTEC (WILLENHALL) LIMITED | 09/06/2020 | 07/03/2024 |



UK Company
Information



Company
Formations



Court
Services



International
Company
Information



Search
Software
& Integrations

Company Filing History

Company Name: **CLYDESDALE ENGINEERING LIMITED**, Company Number: **09907518**

| Type | Date | Description |
|-------------|------------|--|
| AUD | 09/12/2025 | Auditor's resignation |
| MR01 | 09/10/2025 | Registration of charge 099075180004, created on 08/10/2025 |
| AD01 | 19/09/2025 | Registered office address changed from C/O Liberty Speciality Steels 1st Floor 3 More London Place London SE1 2RE United Kingdom to Unit 6 Juno Drive Leamington Spa CV31 3RG on 19/09/2025 |
| CS01 | 08/04/2025 | Confirmation statement made on 06/04/2025 with updates |
| AA | 07/04/2025 | Full accounts made up to 31/03/2024 |
| AD01 | 31/03/2025 | Registered office address changed from C/O Marble Power Ltd, 1st Floor 3 More London Place London SE1 2RE United Kingdom to C/O Liberty Speciality Steels 1st Floor 3 More London Place London SE1 2RE on 31/03/2025 |
| SH01 | 24/03/2025 | Statement of capital following an allotment of shares on 21/03/2025 |
| AA | 28/08/2024 | Full accounts made up to 31/03/2023 |
| AA | 24/08/2024 | Accounts for a small company made up to 31/03/2022 |
| CS01 | 23/04/2024 | Confirmation statement made on 06/04/2024 with no updates |
| CERTNM | 07/03/2024 | Certificate of change of name <ul style="list-style-type: none"> NM01 - Change of name by resolution |
| AD01 | 20/11/2023 | Registered office address changed from Level 1 47 Mark Lane London EC3R 7QQ United Kingdom to C/O Marble Power Ltd, 1st Floor 3 More London Place London SE1 2RE on 20/11/2023 |
| CH01 | 07/10/2023 | Director's details changed for Mr Sanjeev Gupta on 01/10/2023 |
| AD01 | 06/10/2023 | Registered office address changed from 40 Grosvenor Place 2nd Floor London SW1X 7GG United Kingdom to Level 1 47 Mark Lane London EC3R 7QQ on 06/10/2023 |
| CS01 | 03/05/2023 | Confirmation statement made on 06/04/2023 with no updates |
| AA | 11/04/2023 | Accounts for a small company made up to 31/03/2021 |
| MR04 | 16/09/2022 | Satisfaction of charge 099075180003 in full |
| CS01 | 30/04/2022 | Confirmation statement made on 06/04/2022 with no updates |
| CS01 | 11/05/2021 | Confirmation statement made on 06/04/2021 with updates |
| MR04 | 16/12/2020 | Satisfaction of charge 099075180002 in full |
| AA | 07/12/2020 | Accounts for a small company made up to 31/03/2020 |
| AD01 | 01/11/2020 | Registered office address changed from 7 Hertford Street London W1J 7RH to 40 Grosvenor Place 2nd Floor London SW1X 7GG on 01/11/2020 |
| RESOLUTIONS | 09/06/2020 | RES15 Change company name resolution on 08/06/2020 <ul style="list-style-type: none"> NM01 - Change of name by resolution |
| CS01 | 17/04/2020 | Confirmation statement made on 06/04/2020 with no updates |
| AA01 | 31/03/2020 | Previous accounting period shortened from 30/06/2020 to 31/03/2020 |
| AA01 | 12/03/2020 | Current accounting period extended from 29/03/2020 to 30/06/2020 |
| AA | 10/12/2019 | Accounts for a small company made up to 31/03/2019 |
| MR04 | 02/11/2019 | Satisfaction of charge 099075180001 in full |
| MR01 | 21/10/2019 | Registration of charge 099075180003, created on 18/10/2019 |
| CS01 | 11/04/2019 | Confirmation statement made on 06/04/2019 with no updates |
| RESOLUTIONS | 05/03/2019 | RES15 Change company name resolution on 04/03/2019 <ul style="list-style-type: none"> NM01 - Change of name by resolution |
| AA | 19/02/2019 | Full accounts made up to 31/03/2018 |
| AA01 | 21/12/2018 | Previous accounting period shortened from 30/03/2018 to 29/03/2018 |
| CS01 | 19/04/2018 | Confirmation statement made on 06/04/2018 with no updates |
| PSC01 | 11/04/2018 | Notification of Sanjeev Gupta as a person with significant control on 06/04/2016 |
| PSC07 | 07/04/2018 | Cessation of Liberty Advanced Engineering Products Pte. Ltd as a person with significant control on 06/04/2016 |
| AA | 26/03/2018 | Full accounts made up to 31/03/2017 |
| AA01 | 20/12/2017 | Previous accounting period shortened from 31/03/2017 to 30/03/2017 |
| MR01 | 31/08/2017 | Registration of charge 099075180002, created on 29/08/2017 |
| AA | 17/06/2017 | Full accounts made up to 31/03/2016 |

| | | |
|--------|------------|--|
| AA01 | 18/05/2017 | Current accounting period shortened from 31/12/2016 to 31/03/2016 |
| CS01 | 18/04/2017 | Confirmation statement made on 06/04/2017 with updates |
| SH01 | 03/04/2017 | Statement of capital following an allotment of shares on 30/03/2017 |
| MR01 | 06/12/2016 | Registration of charge 099075180001, created on 01/12/2016 |
| AR01 | 04/05/2016 | Annual return made up to 06/04/2016 with full list of shareholders <ul style="list-style-type: none"> • SH01 - Statement of capital on 04/05/2016 GBP 1 |
| TM01 | 25/01/2016 | Termination of appointment of Rajeev Gandhi as a director on 25/01/2016 |
| TM01 | 25/01/2016 | Termination of appointment of Parduman Kumar Gupta as a director on 25/01/2016 |
| AP01 | 25/01/2016 | Appointment of Mr Sanjeev Gupta as a director on 29/12/2015 |
| AR01 | 30/12/2015 | Annual return made up to 29/12/2015 with full list of shareholders <ul style="list-style-type: none"> • SH01 - Statement of capital on 30/12/2015 GBP 1 |
| CERTNM | 23/12/2015 | Certificate of change of name <ul style="list-style-type: none"> • NM01 - Change of name by resolution |
| AP01 | 08/12/2015 | Appointment of Mr Rajeev Gandhi as a director on 08/12/2015 |
| NEWINC | 08/12/2015 | Incorporation <ul style="list-style-type: none"> • SH01 - Statement of capital on 08/12/2015 GBP 1 |



25 February 2026

Mr Michael Brereton
Deed Administrator
Liberty Primary Metals Australia Pty Limited
Level 29, 66 Goulburn Street
Sydney NSW 2000

Dear Sir

Tahmoor Coal Pty Limited (Administrators Appointed) (Tahmoor)
Liberty Primary Metals Australia Pty Limited (Subject to Deed of Company Arrangement)
(LPMA)
Proceedings No. 2025/00300503 (Proceedings)
Sale Campaign

I refer to your letter dated 12 February 2026, my response dated 16 February 2026, and your letters dated 17 February 2026 (in response to that letter) and 20 February 2026.

I have considered the issues raised which I summarise:

- You outlined on 12 February 2026 the market testing process you have commenced, along with your suggested next steps, which included that the LPMA Deed Administrators and the Tahmoor Administrators work together, that the Sale Campaign proceed as planned, albeit with some modifications to align with any restructuring pathway at Tahmoor level;
- I responded on 17 February 2026, that the Sale Campaign should be clearly under the control of the Tahmoor Administrators (should our role continue) in the sole interests of Tahmoor's creditors, and we would provide you with updates on the Sale Process as it progresses in your capacity as Deed Administrators of Tahmoor's shareholder;
- On 17 February 2026 you responded, that the LPMA Deed Administrators and the Tahmoor Administrators should co-operate on how the Sale Campaign proceed, to maintain the credible interest received thus far; and
- Following the Hearing on 18 February 2026, you wrote again, re-iterating your view in the 17 February letter that we co-operate on the sale, and that I approve an Investment Committee Charter setting out how we might work together.

I appreciate your submissions and your genuine and positive desire that we work on the Sale Campaign jointly. However, I remain of the view that the Sale Campaign in respect of Tahmoor or its assets needs to be under the sole control of the Tahmoor Administrators to ensure that it is conducted and is perceived to be conducted in the best interests of Tahmoor's creditors. This is because:

- The Sale Campaign in respect of Tahmoor's shares or assets should be run independently of the LPMA DOCA, to protect the process from any circumstance that might arise where the interests of LPMA Creditors and Tahmoor Creditors do not align, in which case the interests of Tahmoor's Creditors must prevail;
- Potential bidders should be able to undertake diligence and make offers, confident in the knowledge one party is responsible for assessing and responding to bids;
- There should be flexibility in relation to the characterisation of the sale, in terms of the offer of shares or assets, both of which can be offered through a process conducted solely by the Tahmoor Administrators. The Investment Banks I have sought proposals from consider an asset sale (which has not been offered to date) is likely to generate real interest and they expect it will be value-maximising to offer prospective bidders the flexibility to bid on Tahmoor's shares or



assets; and

- a Sale Campaign conducted by the Tahmoor Administrators is important to restoring the confidence of Tahmoor's creditors, particularly government, employees and trade creditors, in the sale process. This is based on direct feedback I have received from these stakeholders that the assets or shares of Tahmoor should be marketed and sold by the Tahmoor Administrators with a sole focus on the interests of Tahmoor's Creditors.

We are ready to advance our Sale Campaign. We have a Data Room prepared and Investment Memorandum ready to be issued. We will receive proposals from Investment Banks by Friday, 27 February 2026. Should the Administration continue following the Hearing on Thursday, 5 March 2026, we propose to commence the Tahmoor Sale Campaign on Monday, 9 March 2026.

As such, I request your acknowledgement that you will:

1. promptly bring the present Sale Campaign to an end, and notify interested parties that a modified Campaign will be commenced by the Tahmoor Administrators following the Hearing;
2. With the consent of the parties who provided you with EOIs provide to the Tahmoor Administrators' details of their bids and/or interest and contact information; and
3. provide any documents or materials, process letters and so on, that were not provided to me in the limited DataRoom I was provided on 12 February 2026.

We note your Firm's participation on the Committee of Inspection that has been established for Tahmoor. You will continue to receive regular updates on the Tahmoor Administrators' Sale Process in that capacity. To the extent you require further information or updates from the Tahmoor Administrators to fulfil your duties as LPMA's Deed Administrators we will, to the extent consistent with our duties, endeavour to meet your reasonable information requests concerning Tahmoor's sale process.

Thank you again for your understanding and assistance.

Yours faithfully

Joseph Hayes
Administrator

Our ref: LYM 252728

3 March 2026

Roger Dobson
Of Counsel
Jones Day
Level 41, 88 Phillip Street
Sydney NSW 2000



By email: rdobson@jonesday.com

Dear Mr Dobson

In the matter of Tahmoor Coal Pty Ltd – NSWSC proceeding no. 2025/00300503

1. We refer to your letter dated 2 March 2026.
2. In your letter, you requested that CMI indicate whether it will (a) consent to an adjournment of the application to 28 April 2026, and (b) provide alternate funding for the administration.
3. By way of answer to those queries, we are instructed that CMI (a) declines to consent to any further adjournment of the application, and (b) declines to provide alternative funding for the administration.
4. In your letter, you also requested that CMI indicate why it considers that liquidation is in the best interests of Tahmoor's creditors.
5. In answer to that query, the matters raised in your letter do not allay CMI's concerns, including those expressed in our letter dated 12 February 2026, regarding the uncertainty of your client's funding and the investigation of transactions by a liquidator that may lead to a recovery for unsecured creditors. For the avoidance of doubt, CMI also does not accept Mr Hayes' forecasts for recovery in a liquidation. CMI will provide a more detailed explanation in its submissions due tomorrow.

Yours faithfully
HICKSONS | HUNT & HUNT



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3 March 2026

**Tahmoor Coal Pty Ltd (Administrators Appointed)
ACN 076 663 968 (“the Company”)**

Estimated Outcome Statement (“EOS”)

We provide an updated estimate of the return to creditors under the Voluntary Administration / Sale scenario and under a forced and immediate liquidation scenario compared to a VA / Sale scenario and planned liquidation scenario is attached at **Appendix A** of this letter.

As per the Administrators first report and Mr Joseph Hayes affidavit dated 17 February 2026, it was our view that an immediate, uncontrolled winding up would result in unsecured creditors receiving between 0 to 8 cents in the dollar, compared to 38.5 cents to 85 cents in the dollar in an administration. We have since held first meeting of creditors and first committee of inspection (**COI**) meeting. Proofs of debt have since been received from a range of creditors, providing a more current and reliable view of the Company’s liability position. These updated claims form the basis of the liability assumptions used in all scenarios of the EOS.

In addition to the matters outlined in the Administrators’ report dated 17 February 2026, the following points are relevant to the interests of all creditors when considering the options available at the second meeting:

- A sale of business process can be commenced quickly and is advancing. A properly planned sale, prior to the future of the Company being determined, provides a materially better return to unsecured creditors than a forced liquidation, where asset realisations are typically lower.
- A forced liquidation is likely to result in distressed asset sales, particularly for specialised mining equipment, underground infrastructure, and inventory. These assets often achieve significantly reduced values when sold on a break-up basis, compared with a going-concern sale facilitated during voluntary administration.
- A planned liquidation would crystallise all employee entitlements, triggering eligibility for the Commonwealth’s Fair Entitlements Guarantee (**FEG**) scheme for priority creditors. While FEG provides a safety net for employees, the resulting subrogated claim by the Commonwealth ranks as a priority claim in the liquidation, which may materially reduce the funds available for unsecured creditors. If a sale of business does occur, a purchaser is expected to incur higher start-up and transition costs due to the disruption associated with the liquidation process. Given the heightened risk of contract terminations, counterparty uncertainty, and the general complexity of acquiring assets from a company in liquidation, the sale price under a planned liquidation scenario has been discounted.
- Any antecedent transactions in a liquidation scenario would be subject to further investigation, including unfair preferences, uncommercial transactions, and other potential voidable dealings. However, there is no guarantee that such investigations would result in recoveries. Recoverability depends on factors such as the financial position of counterparties, the availability of evidence, and the cost-benefit of pursuing claims. As such, potential antecedent recoveries should not be assumed when comparing outcomes between administration and liquidation.
- The voluntary administration regime provides a statutory moratorium under section 440D of the Act, preventing creditor enforcement action and enabling the Administrators to stabilise operations, preserve value, and pursue restructuring or sale options in an orderly manner. In contrast, immediate liquidation may trigger the termination of key supply, service, and customer contracts, many of which may otherwise be maintained to support a going-concern sale.



- Continuity of operations and workforce retention is better supported under administration, which helps preserve enterprise value. A liquidation scenario would likely result in the rapid loss of skilled labour, reducing the attractiveness of the business to potential purchasers and diminishing overall recoveries.
- The Administrators are actively engaging with stakeholders, including major creditors, employees, regulators, and potential purchasers, to maximise the prospects of a successful sale or restructuring outcome. These efforts are significantly more effective within the voluntary administration framework than in a liquidation environment.
- A structured sale process, prior to the future of the Company being determined, may allow for the compromise of claims, the preservation of trading relationships, and the continuation of the business in a form that supports higher recoveries. Liquidation, by contrast, typically results in the crystallisation of claims and lower comparative returns.
- The Administrators' investigations are ongoing, and further findings, particularly regarding potential recoveries from voidable transactions, insolvent trading, or other claims, may influence the comparative return to creditors under each scenario. These matters will be reported in more detail in the second report to creditors.

Our estimated voluntary administration return to creditors has attributed values to the business and its assets on an orderly-sale basis, but before the benefit of a full sale process. The lower-range valuations reflect the indicative bids received to date, which are not at a level that would be acceptable for a going-concern sale. We have not disclosed the upper-range valuation estimates, as doing so may compromise the integrity of the ongoing sale process. Notwithstanding this, any bid informed by a reasonable assessment of the business is expected to generate a return sufficient to pay creditors in full, with any surplus available to LPMA in accordance with its DOCA.

We have made numerous assumptions, which are outlined in the notes to the EOS.

The estimated returns provided is based on currently available information, on assets, recoveries and creditor claims. The estimated return is based on limited information noting the short period since the Administrators appointment, the information available and subject to change.

In consideration of the options available to creditors and formulating our recommendation, we have necessarily made forecasts of asset realisations and total creditor claims. These forecasts and estimates may change and are provided primarily for illustrative purposes.

A return to creditors in a high scenario will be dependent on the realisation of assets and the recovery of voidable transactions and insolvent trading. The dividend estimate provided is for illustrative purposes and any return is dependent on the receipt of further books and records, further investigation and any counterparty having the capacity to meet any claims brought against them.

Encl.

Appendix A – Estimated Outcome Statement



A. Estimated Outcome Statement

| Tahmoor Coal Pty Ltd (Administrators Appointed) | | Notes | Balance Sheet | Forced Liquidation | | VA / Sale | | Planned Liquidation | |
|---|----|-------|--------------------|--------------------|-------------------|--------------------|-----------------------------|---------------------|-----------------------------|
| Estimated Outcome Statement | | | 31 Jan'26 | Low | High | Low | High | Low | High |
| 1. Circulating assets subject to security interest | | | | | | | | | |
| Cash at Bank | 1 | | 330,847 | - | - | - | - | - | - |
| Restricted Cash | 2 | | 30,017,614 | - | - | - | - | - | - |
| Inventories | 3 | | 9,981,682 | - | 4,000,000 | 4,000,000 | 5,000,000 | - | 4,000,000 |
| Trade Receivables | 4 | | 6,120 | - | - | - | - | - | - |
| Other Receivables | 5 | | 28,319,801 | - | - | - | - | - | - |
| Loans to Related Parties | 6 | | 1,944,025 | - | - | - | - | - | - |
| Current Tax Asset | 7 | | 62,573,987 | - | - | - | - | - | - |
| Less: External Administrators' Remuneration and Disbursements | | | | | (200,000) | (150,000) | (200,000) | | (200,000) |
| Less: Employee Entitlements | | | | | (3,800,000) | | | | (3,800,000) |
| Less: Estimated Trading Costs During the Administration Period | | | | | | (3,850,000) | (4,800,000) | | |
| Estimated funds available for secured creditors | | | 133,174,075 | - | - | - | - | - | - |
| 2. Non-circulating assets subject to security interest | | | | | | | | | |
| Property, Plant and Equipment | 8 | | 163,604,682 | 15,000,000 | 40,000,000 | 60,000,000 | 120,000,000 | 15,000,000 | 40,000,000 |
| Mine Development Expenditure | 9 | | 332,537,185 | - | - | - | - | - | - |
| Less: Estimated Trading Costs During the Administration Period | | | | (2,500,000) | (3,500,000) | (32,150,000) | (28,200,000) | (14,200,000) | (38,500,000) |
| Less: External Administrators' Remuneration and Disbursements | | | | (800,000) | (1,500,000) | (800,000) | (1,500,000) | (800,000) | (1,500,000) |
| Less: Secured Creditor Payment | 10 | | | (11,700,000) | (35,000,000) | (27,050,000) | (90,300,000) | - | - |
| Estimated funds available for creditors | | | 496,141,867 | - | - | - | - | - | - |
| 3. Non-circulating assets | | | | | | | | | |
| Other Intangibles | 11 | | 4,051,962 | - | - | - | - | - | - |
| Other Current Assets | 12 | | 2,046,577 | - | - | - | - | - | - |
| Estimated funds available for creditors | | | 6,098,539 | - | - | - | - | - | - |
| 4. Potential recovery action | | | | | | | | | |
| Insolvent Trading Claim | 13 | | | - | 50,000,000 | | | - | 20,000,000 |
| Unfair Preference Payments | 14 | | | - | 650,000 | | | - | 650,000 |
| Uncommercial Transactions | | | | - | - | | | - | - |
| Unfair Loans | | | | - | - | | | - | - |
| Unreasonable Director-Related Transactions | 15 | | | - | 20,000,000 | | | - | - |
| Less: Estimated External Administration Legal Fees | | | | - | (500,000) | | | - | (500,000) |
| Less: External Administration Costs | | | | - | (1,000,000) | | | - | (1,000,000) |
| Less: Estimated Employee Entitlements | 16 | | | - | (32,056,916) | | | - | (32,056,916) |
| Estimated funds available for creditors | | | | - | 37,093,084 | - | - | - | (12,906,916) |
| 5. Sale of business | | | | | | | | | |
| Estimated Gross Sale Proceeds (excl. property, plant and equipment) | | | | | | 140,000,000 | <i>Amt. Withheld</i> | 100,000,000 | <i>Amt. Withheld</i> |
| Less: Estimated Trading Costs During the Administration Period | | | | | | - | - | (30,000,000) | - |
| Less: Adjustment for Employee Entitlements (AL + LSL) - all staff | | | | | | 28,463,463 | 28,463,463 | 28,463,463 | 28,463,463 |
| Less: Provision to Restart Mine (contribution only) | | | | | | (10,000,000) | (10,000,000) | - | - |
| Less: OSR Royalty | | | | | | (31,178,643) | (31,178,643) | (31,178,643) | (31,178,643) |
| Less: OSR Land Tax | | | | | | (325,339) | (325,339) | (325,339) | (325,339) |
| Less: Oaktree secured creditor payment (Senior debt) | | | | | | - | <i>Unknown</i> | - | <i>Unknown</i> |
| Less: Clydesdale secured creditor payment (Junior debt) | | | | | | - | <i>Unknown</i> | - | <i>Unknown</i> |
| Estimated funds available for creditors | | | | | | 126,959,481 | <i>Amt. Withheld</i> | 66,959,481 | <i>Amt. Withheld</i> |
| 6. Total | | | | | | | | | |
| Total estimated funds available for creditors | | | | - | 37,093,084 | 126,959,481 | <i>Amt. Withheld</i> | 66,959,481 | <i>Amt. Withheld</i> |
| Estimated Secured Creditors - PPSR (excl GLAS) | | | | 24,068,335 | 24,068,335 | 24,068,335 | 24,068,335 | 37,065,557 | 24,068,335 |
| Estimated Statutory Creditors - OSR Stamp Duty | | | | 3,278,193 | 3,278,193 | 3,278,193 | 3,278,193 | 3,278,193 | 3,278,193 |
| Estimated Unsecured Creditors - Trade | | | | 49,150,808 | 49,150,808 | 49,150,808 | 49,150,808 | 49,150,808 | 49,150,808 |
| Estimated Unsecured Creditors - Related Parties (excl. contingent claims) | | | | 90,069,638 | 90,069,638 | 90,069,638 | 90,069,638 | 90,069,638 | 90,069,638 |
| Estimated return to creditors excl. contingent claims (c/\$) | | | | - | 22.3 | 76.2 | <i>Amt. Withheld</i> | 48.1 | <i>Amt. Withheld</i> |
| Estimated Unsecured Creditors - Net contingent claims (est.) | 17 | | | 183,000,000 | 160,000,000 | 170,000,000 | 106,000,000 | 170,000,000 | 106,000,000 |
| Estimated return to creditors incl. contingent claims (c/\$) | | | | - | 11.4 | 37.7 | <i>Amt. Withheld</i> | 19.2 | <i>Amt. Withheld</i> |

A detailed breakdown of the estimated outcome statement and underlying assumptions is provided below.

Notes:

- No cash at bank was available on appointment. The administration is currently funded by Clydesdale.
- The Company is required by legislation to maintain bank guarantees or bonding in connection with mining rehabilitation obligations. We are advised that to secure these guarantees, the Company has provided cash-backed security deposits. These deposits are restricted and not presently available for use.
- Inventories comprise stores and spares, trading stock (by-products), finished goods, and raw materials. Realisable values have been assessed at a high level in both a forced liquidation scenario (0% – 40% estimated realisable value) and an orderly realisation scenario (40% – 50% estimated realisable value).



4. The outstanding trade debtor balance is minimal given that the Tahmoor Colliery is not operational. Remaining receivables relate to IRH Global Trading and Bluescope Steel. Due to the age of these debts, their low value, and the likely cost of recovery, recovery prospects are considered low.
5. The receivable for long service leave reflects the Company's entitlement to reimbursement from the Coal Long Service Leave Fund under the Coal Mining Industry (Long Service Leave) Legislation Amendment Act 2011. As at 31 January 2026, the associated long service leave liability totals ~\$16.8M. The other receivables include a loan receivable as part of a service arrangement for use of the Port Kembla Coal Terminal (~\$2.3M), GST adjustments (~\$2.4M) and some sundry receivables (~\$57.5K). The recoverability of these amounts is dependent on the underlying agreements and the timing of release conditions. At this stage, no material realisations are assumed due to the nature of these assets. Further analysis will be undertaken to confirm the validity and recoverability of balances.
6. Loans to related parties include an amount of ~\$1.9M owing from Liberty Bell Bay Pty Ltd. The recoverability of this balance remains under review, with confirmation pending. We have currently allowed for nil recovery noting the appointment of a receiver to certain assets of Liberty Bell Bay Pty Ltd.
7. Current tax asset relates to an adjustment in the Company's records. We have written to the ATO to request a running balance account to confirm the overall tax position of the Company. We have not received a response as at the date of this Report. Typically, limited value is realisable from tax assets, however the tax asset may have value for a purchaser in certain sale scenarios.
8. Property, plant and equipment is recorded at a written-down value of \$163.6M and comprises of the following assets:
 - (a) *Buildings (\$1.2M book value)* – relates to the buildings onsite at the Tahmoor Colliery. Any value attributed to these assets would be realised from an in-situ sale to the extent buildings are realisable.
 - (b) *Capital Works in Progress (\$52.2M book value)* – relates to the Tahmoor South Project which is planned continuation of the underground longwall mine to the south of the existing Tahmoor Colliery. Whilst the project is still underway and may recommence when the mine is restarted, the value of the works has been capitalised (value to be determined).
 - (c) *Land (\$10.8M book value)* – relates to the land assets at the Tahmoor Colliery. Any value in the land will likely be offset against any rehabilitation costs that are required.
 - (d) *Plant and Machinery (\$98.9M book value)* – encompasses all plant and machinery at the Tahmoor Colliery site. The value realisable is dependent on the sale process (i.e. forced liquidation versus orderly sale). No formal valuation has yet been obtained by the Administrators, however we have sighted a valuation undertaken in the last 12 months and commenced initial discussions with a qualified valuer. Independent valuers and / or other sale experts will likely be engaged prior to the second creditors meeting. We have adopted the book value of plant and machinery in an orderly wind down scenario.

We have engaged with independent valuers to seek feedback on the estimated realisable value of these assets, including the likely costs associated with removing equipment from the Tahmoor Colliery site. Preliminary indications are that the recoverable value of the assets will be materially higher if sold in situ and as part of a going-concern operation, rather than removed from site and sold individually in a liquidation scenario, where realisations would be significantly lower due to the specialised nature of the assets and the costs of extraction and transport.
9. Mining development expenditure records the historical capital investment required to establish and develop the underground mine, including infrastructure, tunnelling, and other long-life development works. While these assets are recognised with material value the balance sheet, any attributable value is dependent on the mine being operational or capable of recommencement.
10. ALLPAAP registrations in favour of Global Loan Agency Services Australia Nominees Pty Limited (GLAS) as security trustee, dated 29 July 2025 and 7 October 2025, each recorded over "all present and after-acquired property – with exceptions". We understand these registrations relate to funding advanced by Luminith Investment Pte Ltd (an Oaktree-managed SPV) and Clydesdale Engineering Limited (UK) (CEL). According to the Company's management accounts, the debt owed to Oaktree is ~\$10.5M (first tranche). We have received a proof of debt from GLAS (both junior and senior debt). The total claim owed under the senior debt is \$20.0M (Oaktree) and the amount owed under the junior debt (CEL) is \$183.6M. We have adjudicated on these claims for voting purposes only.

According to the proof of debt from CEL, the total claim is \$183.6M, comprising a material secured claim (per Note 10 above) and a smaller unsecured claim. This materially exceeds the value recorded in the management accounts. Based on our preliminary review a material portion of the balance claimed relates to guarantees and security provided by the Company rather than direct advances from Clydesdale to the Company.
11. Other intangible assets include software, licences, and other non-physical assets recorded on the Company's balance sheet. These assets typically have limited realisable value in an external administration unless they are directly linked to an operating business or saleable intellectual property. Given the current non-operational status of the Tahmoor Colliery, and the specialised nature of the intangible assets, recoveries under a liquidation scenario are expected to be minimal. Any potential value would likely arise only in the context of a going-concern sale or a transaction involving the recommencement of mining operations.



12. Other current assets comprise prepaid property rates and land taxes, insurance and any other associated costs. It is unlikely that these assets will be recoverable in any scenario.
13. Insolvent trading claim has been calculated in consideration of the financial statements, negative net assets, current asset ratio below 1.0 and ongoing monthly trading losses. Our preliminary investigations indicate that the Company was historically reliant on intercompany loans to meet working capital and trading losses. A number of creditors have issued statutory demands and there is a winding up application on foot. Based on our initial investigations, the Company may have traded whilst insolvent from February 2025 or potentially an earlier date, with a potential insolvent trading claim estimated to be c.\$50M, however this is subject to further investigations to be conducted prior to the second creditors meeting. We note the Directors may have defences available to any insolvent trading claim, and on a low case scenario, assumed to this to be no recovery.
14. Based on our preliminary assessment that the Company may have been insolvent from February 2025 (or potentially earlier), we note that ~\$650K in payments were made during the relation-back period that appear to be preferential in nature. This amount is likely to increase as our review of the Company's books and records has so far been limited.
15. The Administrators have made specific enquiries regarding the forgiveness of a \$427M receivable owed to the Company. The ultimate effect of this transaction appears to be that the Company forgave a \$427M debt for limited consideration; however, the underlying arrangements are complex and will require legal review. We also note that both LPMA and OSM are currently in external administration, which affects potential avenues for recovery from those entities. For the purposes of our preliminary assessment, the Administrators have assumed that approximately \$20M may be recoverable in a liquidation scenario.
16. Employee entitlements comprise annual leave, long service leave, personal leave, payment in lieu of notice (PILN) and redundancy. Tahmoor employees are covered by the coal mining industry long service leave scheme administered by the Coal Mining Industry (Long Service Leave Funding) Corporation. Under this scheme, long service leave entitlements are funded through compulsory employer levies and as such, are not accrued or provisioned as a direct liability within the Company's financial records. Administrators' First Report included the long service leave so this amount has been removed in the updated EOS in this Report as it is cover by the fund. Under the GFG Tahmoor Colliery EA 2022 and GFG Tahmoor Colliery Deputies EA 2024, payment of accrued and untaken Personal Leave on termination is subject to specific conditional qualifying provisions. This criteria assessment has not been individually applied rather a base value calculation has been adopted.
17. A value has been attributed to the related-party contingent claims based on the information currently available however, this remains subject to any claims ultimately submitted and our subsequent review of those claims.