NORTH WEST RAIL HOLDINGS PTY LTD

A.C.N. 633 846 358

FINANCIAL REPORT
complying with
Australian Accounting Standards - Simplified Disclosures

FOR THE YEAR ENDED
31 MARCH 2022

North West Rail Holdings Pty Ltd

Contents

Directors' report..... 3

Auditor's independence declaration..... 5

Statement of comprehensive income..... 6

Statement of financial position..... 7

Statement of changes in equity..... 8

Statement of cash flows..... 9

Notes to the financial statements..... 10

Directors' declaration..... 18

Independent auditor's report..... 19

North West Rail Holdings Pty Ltd
Directors' report
Year ended 31 March 2022

The directors submit their report on North West Rail Holdings Pty Ltd ("the Company") as at and during the year ended 31 March 2022.

DIRECTORS
The names of the directors of North West Rail Holdings Pty Ltd in office during the year and up to the date of this report are:

Jeyakumar Janakaraj
Samir Vora

COMPANY SECRETARY
The Company Secretary of North West Rail Holdings Pty Ltd during the year and up to the date of this report is:

Rajesh Gupta

CORPORATE INFORMATION
North West Rail Holdings Pty Ltd is a Company limited by shares that is incorporated and domiciled in Australia.

The registered office of the Company is located at:
Level 9, 120 Edward Street
Brisbane, Queensland,

PRINCIPAL ACTIVITIES
The principal activity of the Company is to support the establishment of a coal rail haulage operation in Australia.

RESULTS and FINANCIAL REVIEW
The Company's loss after tax for the year ended 31 March 2022 was $6,900 (2021: profit $1,431,961).

The prior year profit is the result of the Company disposing the shares of its former subsidiary, North West Rail Pty Ltd (since renamed Queensland Tug Services Pty Ltd), to a related entity.

DIVIDENDS
No dividend has been paid nor recommended.

REVIEW OF OPERATIONS
The Company did not have any activities during the year ended 31 March 2022.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS
Other than as disclosed above, there were no significant changes in the state of affairs of the Company during the current financial year.

SIGNIFICANT EVENTS AFTER THE REPORTING PERIOD

There have been no matters or circumstances that have arisen since the end of the financial year, that have significantly affected, or may significantly affect the Company's operations, the results of those operations or the Company's state of affairs in financial years after the year ended 31 March 2022.

LIKELY DEVELOPMENTS AND EXPECTED RESULTS OF OPERATIONS

Likely developments in the Company's operations and the expected results of those operations in future financial years have not been included in this report as the inclusion of such information is likely to result in unreasonable prejudice to the Company.

ENVIRONMENTAL REGULATION AND PERFORMANCE

The Company's operations are subject to State and Federal Environmental Legislative requirements. There were no material breaches or non-compliance with these requirements during the financial year ended 31 March 2022 and up to the date of this report.

INSURANCE OF DIRECTORS AND INDEMNITIES

During the financial year, a related party paid premiums in respect of a Directors' and Officers' Liability Insurance contract. The insurance contract insures against certain liabilities (subject to exclusions) for persons who are or have been directors or officers of the Company. A condition of the contract is that the nature of the liabilities indemnified and the premium payable shall not be disclosed.

INDEMNIFICATION OF AUDITORS

To the extent permitted by law, the Company has agreed to indemnify its auditors, Ernst & Young Australia, as part of the terms of its audit engagement agreement against claims by third parties arising from the audit (for an unspecified amount). No payment has been made to indemnify Ernst & Young Australia during or since the financial year ended 31 March 2022.

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 5.

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

On behalf of the Board of Directors



Samir Vora
Director

Brisbane, Queensland, 29 April 2022

Ernst & Young
111 Eagle Street
Brisbane QLD 4000 Australia
GPO Box 7878 Brisbane QLD 4001

Tel: +61 7 3011 3333
Fax: +61 7 3011 3100
ey.com/au

Building a better working world

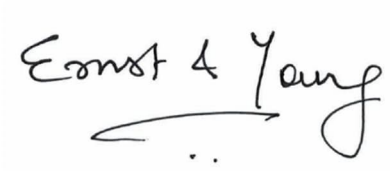
Auditor's independence declaration to the directors of North West Rail Holdings Pty Ltd

As lead auditor for the audit of the financial report of North West Rail Holdings Pty Ltd for the financial year ended 31 March 2022, I declare to the best of my knowledge and belief, there have been:

a. No contraventions of the auditor independence requirements of the *Corporations Act 2001* in relation to the audit;

b. No contraventions of any applicable code of professional conduct in relation to the audit; and

c. No non-audit services provided that contravene any applicable code of professional conduct in relation to the audit.



Ernst & Young



Madhu Nair
Partner
29 April 2022

A member firm of Ernst & Young Global Limited
Liability limited by a scheme approved under Professional Standards Legislation

North West Rail Holdings Pty Ltd

Statement of comprehensive income

For the year ended 31 March 2022

	Notes	Year ended 31 March 2022 $	Year ended 31 March 2021 $
Continuing operations			
General and administration expenses		(6,900)	-
Loss before tax from continuing operations		**(6,900)**	**-**
Income tax expense	3	-	-
Loss for the year from continuing operations		**(6,900)**	**-**
Discontinued operation			
Profit for the year from discontinued operation	8(c)	-	1,431,961
(Loss)/profit for the year		**(6,900)**	**1,431,961**
Other comprehensive income		-	-
Total comprehensive (loss)/income for the year		**(6,900)**	**1,431,961**

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

North West Rail Holdings Pty Ltd

Statement of financial position

As at 31 March 2022

	Notes	31 March 2022 $	31 March 2021 $
Assets			
Current assets			
Other receivables		300	-
Amounts due from related parties	4	2,000	2,000
Total current assets		**2,300**	**2,000**
Non-current assets			
Capital work in progress	5	-	-
Total non-current assets		**-**	**-**
Total assets		**2,300**	**2,000**
Liabilities			
Current liabilities			
Trade and other payables		3,900	-
Amounts due to related parties	6	4,300	1,000
Total current liabilities		**8,200**	**1,000**
Total liabilities		**8,200**	**1,000**
Net (liabilities)/assets		**(5,900)**	**1,000**
Equity			
Contributed equity	7	1,000	1,000
Accumulated loss		(6,900)	-
Total (capital deficiency)/equity		**(5,900)**	**1,000**

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

North West Rail Holdings Pty Ltd

Statement of changes in equity

For the year ended 31 March 2022

	Notes	Contributed equity	Accumulated loss	Total
		$	$	$
		7		
For the year ended 31 March 2022				
At 1 April 2021		1,000	-	1,000
Loss for the year		-	(6,900)	(6,900)
Total comprehensive loss for the year		**-**	**(6,900)**	**(6,900)**
At 31 March 2022		**1,000**	**(6,900)**	**(5,900)**
For the year ended 31 March 2021				
At 1 April 2020		1,000	(1,431,961)	(1,430,961)
Profit for the year		**-**	1,431,961	1,431,961
Total comprehensive income for the year		**-**	**1,431,961**	**1,431,961**
At 31 March 2021		**1,000**	**-**	**1,000**

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

North West Rail Holdings Pty Ltd

Statement of cash flows

For the year ended 31 March 2022

	Note	Year ended 31 March 2022 $	Year ended 31 March 2021 $
Cash flows used in operating activities			
Interest received		-	12
Payments to suppliers and employees		-	(2,641,227)
Income tax paid		-	(142)
Net cash used in operating activities		**-**	**(2,641,357)**
Cash flows from investing activities			
Acquisition of capital work in progress		-	(11,238,533)
Proceeds from disposal of capital work in progress		-	33,146,590
Repayment of advances from related parties		-	(393,017)
Net cash flow arising from the disposal of a subsidiary	8(c)	-	(102,185)
Net cash from investing activities		**-**	**21,412,855**
Cash flows used in financing activities			
Proceeds from borrowings - a related party		-	16,958,409
Repayment of borrowings - a related party		-	(35,820,057)
Net cash used in financing activities		**-**	**(18,861,648)**
Net decrease in cash at bank and on hand		-	(90,150)
Cash at bank and on hand at 1 April		-	90,150
Cash at bank and on hand at 31 March		**-**	**-**

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

North West Rail Holdings Pty Ltd

Notes to the financial statements

For the year ended 31 March 2022

1 CORPORATE INFORMATION

The financial statements of North West Rail Holdings Pty Ltd (the "Company") for the year ended 31 March 2022 were authorised for issue in accordance with a resolution of the Directors on 29 April 2022.

North Rail West Holdings Pty Ltd is a company limited by shares and is incorporated in Australia. Parent entity details are disclosed in Note 8(a). The Company's principal place of business is Level 9, 120 Edward Street, Brisbane, Queensland, Australia.

The Company is principally engaged in providing support for the establishment of a coal rail haulage operation in Australia.

In the prior year, the Company disposed of the shares in its former subsidiary, North West Rail Pty Ltd (since renamed Queensland Tug Services Pty Ltd), to a related party (refer Note 8(c)).

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of preparation

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all periods presented, unless otherwise stated.

Statement of compliance

These general purpose financial statements have been prepared in compliance with the requirements of the *Corporations Act 2001* and *Australian Accounting Standards – Simplified Disclosures*. The Company is a for-profit, private sector entity which is not publicly accountable for the purposes of preparing these financial statements.

In the prior year, the Company opted to adopt AASB 1060 *General Purpose Financial Statements - Simplified Disclosure for For-Profit and Not-for-Profit Tier 2 Entities* ahead of its mandatory effective date of 1 April 2022. Other than the change in disclosure requirements, the adoption of AASB 1060 had no significant impact because the Company's previousfinancial statements were otherwise prepared in full compliance with the recognition and measurement requirements of Australian Accounting Standards.

The financial report has been prepared on a historical cost basis, except as otherwise stated, and is presented in Australian dollars.

The Company does not hold cash or cash equivalents. The Statement of Cash Flows reflects the operations of the Company's former subsidiary, North West Rail Pty Ltd, for the period up to and including its disposal in the prior year (refer note 8(c)).

(b) Going concern

During the year, the Company incurred a loss of $0.007 million (2021: profit $1.4 million). The Company has net liabilities of $0.006 million (2021: net assets $0.001 million)

The financial report has been prepared on a going concern basis, which contemplates continuity in the realisation of assets and settlement of liabilities in the ordinary course of business.

The ability of the Company to continue as a going concern is dependent upon the ongoing support of its shareholder. The ultimate parent company, Adani Enterprises Ltd, has agreed to not call on the Company to repay any loans or other amounts owing to it or entities under its control if, after payment of the loans or the other amounts, the Company would not be able to meet its debts as and when they fall due for a period not less than twelve months from the date of these financial statements. Additionally, Adani Enterprises Ltd, in its own capacity or through entities under its control, has agreed to provide financial support to the Company for a period of at least twelve months from the date of these financial statements.

Based on the letter of support received, the Directors of the Company are satisfied that funds will be available to meet the planned activities and contractually committed for at least 12 months from the date of the authorisation of these financial statements.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Foreign currency translation

The Company's functional currency is the Australian dollar, being the currency of the primary economic environment in which it operates.

Foreign currency transactions are recorded at the applicable exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies at the end of the reporting period are translated at the appropriate exchange rates ruling at that date. Exchange differences are dealt with in the profit or loss.

(d) Other income recognition

Interest

Interest income is recognised as the interest accrues using the effective interest rate ("EIR") method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

(e) Income taxes

Current tax

Current tax is calculated by preference to the amount of income taxes payable or recoverable in respect of the taxable profit or tax loss for the period. It is calculated using tax rates and tax laws that have been enacted or substantively enacted by reporting date. Current tax for current and prior periods is recognised as a liability (or asset) to the extent that it is unpaid (or refundable).

Deferred tax

Deferred tax is provided for all temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amount for financial purposes.

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that sufficient taxable amounts will be available against which deductible temporary differences or unused tax losses and tax offsets can be utilised. However, deferred tax assets and liabilities are not recognised if the temporary differences giving rise to them arise from the initial recognition of assets and liabilities (other than as a result of a business combination) which affects neither taxable income nor accounting profit. Furthermore, a deferred tax liability is not recognised in relation to taxable temporary differences arising from goodwill.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period(s) when the asset and liability giving rise to them are realised or settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by reporting date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax for the period

Current and deferred tax is recognised as an expense or income in the Statement of Comprehensive Income, except when it relates to items credited or debited directly to equity, in which case the deferred tax is also recognised directly in equity, or where it arises from the initial accounting for a business combination, in which case it is taken into account in the determination of goodwill or excess.

(f) Goods and services tax

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the Statement of Financial Position are shown inclusive of GST.

Cash flows are presented in the Statement of Cash Flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(g) Cash and cash equivalents

Cash and cash equivalents in the Statement of Financial Position comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

For the purpose of the Statement of Cash Flows, cash at bank and on hand includes deposits at call which are readily convertible to cash on hand, which are as defined above, net of outstanding bank overdrafts.

(h) Trade and other receivables

Trade receivables are recognised when an amount of consideration that is unconditional is due from the customer, i.e. only the passage of time is required before payment of the consideration is due. Refer to accounting policies in note 2(i) Financial Instruments (i) Financial assets - initial recognition and measurement; and (ii) Financial assets - subsequent measurement.

(i) Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(i) Financial assets - initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are "solely payments of principal and interest (SPPI)" on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

(ii) Financial assets - subsequent measurement

The Company currently only has current receivables (due from related parties) as financial assets.

For purposes of subsequent measurement, financial assets are classified in the following categories:

► Financial assets at amortised cost (debt instruments)
► Financial assets at fair value through profit or loss

Financial assets at amortised cost (debt instruments)

This category is the most relevant to the Company. The Company measures financial assets at amortised cost if both of the following conditions are met:

► The financial asset is held within a business model with the objective to hold financial assets in order to collect contractual cash flows; and
► The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at amortised cost are subsequently measured using the EIR method and are subject to impairment. Gains or losses are recognised in profit or loss when the asset is derecognised, modified or impaired. The Company's financial assets at amortised cost includes other receivables and amounts due from related parties.

(iii) Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised when:

► The rights to receive cash flows from the asset have expired; or
► The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(i) Financial instruments (continued)

(iv) Impairment of financial assets

The Company recognises an allowance for expected credit losses ("ECL's") for all debt instruments not held at fair value through profit or loss. ECL's are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original EIR. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

(v) Financial liabilities - initial recognition and measurement

Financial liabilities are classified, at initial recognition, as loans and borrowings, or trade and other payables as appropriate. The Company's financial liabilities currently comprise trade and other payables.

All financial liabilities are recognised initially at net of directly attributable transactions costs.

(vi) Financial liabilities - subsequent measurement

The subsequent measurement of financial liabilities depends on their classification, as described below.

Trade and other payables

This category is the most relevant to the Company. After initial recognition, trade and other payables are subsequently measured at amortised cost using the EIR method. Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Comprehensive Income.

(vii) Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

(viii) Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Statement of Financial Position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

(j) Capital work in progress

Capital work in progress is stated at cost, net of accumulated impairment losses, if any.

(k) Trade and other payables

Trade and other payables are carried at amortised cost. Due to their short term nature, they are not discounted. They represent liabilities for goods and services provided to the Company prior to the reporting date that are unpaid and arise when the Company becomes obliged to make future payments in respect of the purchase of goods and services. The amounts are unsecured and are usually paid within 30 days of recognition.

(l) Contributed equity

Ordinary shares and additional capital contributions are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(m) New and amended accounting standards and interpretations

The Company applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after 1 January 2021. During the current financial year, the Company has not early adopted any other standard, interpretation or amendment that has been issued but is not yet effective.

The new and amended standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company intends to adopt these new and amended standards and interpretations, if applicable, when they become effective.

AASB 2020-1 Amendments to AASs – *Classification of Liabilities as Current or Non-current*
AASB 2021-2 AASB 101 and AASB Practice Statement 2 - *Making Materiality Judgements – Disclosure of Accounting Policies*
AASB 2020-3 Amendment to AASB 9 – *Fees in the '10 per cent' Test for Derecognition of Financial Liabilities (Part of Annual Improvements 2018–2020 Cycle)*

The Company is currently assessing the impact of the new and amended accounting standards to determine the impact these will have on the Company's financial statements.

		31 March 2022	31 March 2021
3	**INCOME TAX**	**$**	**$**
	Numerical reconciliation of income tax expense to prima facie tax payable		
	Accounting (loss)/profit before income tax	(6,900)	1,431,961
	At Australia's statutory income tax rate of 30% (2021: 30%)	(2,070)	429,588
	Tax effect of tax loss not recognised	2,070	-
	Income tax attributable to discontinued operation	-	(429,588)
		-	**-**
4	**AMOUNTS DUE FROM RELATED PARTIES**		
	North West Rail Operations Pte Ltd*	1,000	1,000
	Adani Australia Coal Terminal Holdings Pty Ltd*	1,000	1,000
		2,000	**2,000**

* Non-interest bearing and receivable on demand.

5	**CAPITAL WORK IN PROGRESS**		
	Opening balance - at cost	-	21,908,057
	Additions during the year	-	11,238,533
	Disposal during the year*	-	(33,146,590)
	End of financial year - at cost	**-**	**-**

* In the prior year, capital work in progress which represented rolling stock to be used in establishing a rail haulage business, was transferred to a related party, Bowen Rail Company Pty Ltd, at book value.

6	**AMOUNTS DUE TO RELATED PARTIES**		
	Carmichael Rail Pty Ltd*	3,300	-
	Queensland Tug Services Pty Ltd*	1,000	1,000
		4,300	**1,000**

* Non-interest bearing and payable on demand.

7	**CONTRIBUTED EQUITY**		
	Issued and paid up capital		
	1,000 authorised and fully paid ordinary shares	**1,000**	**1,000**

There were no movements in ordinary shares issued during the year. The holders of ordinary shares have the right to receive dividends as declared and, in the event of winding up the Company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on shares held.

8 RELATED PARTY DISCLOSURES

(a) Parent entities

The Company is controlled by the following entities:

Name	Place of incorporation	Type	Ownership interest	
			31 March 2022	31 March 2021
Adani Enterprises Ltd	India	Ultimate parent company	100%	100%
NW Rail Operations Pte Ltd	Singapore	Immediate parent company	100%	100%

There were no transactions between the Company and its parent entities during the financial year (2021: $nil).

(b) Transactions with other related parties

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year:

	Year ended 31 March 2022 $	Year ended 31 March 2021 $
Finance costs	-	1,022,751
Recharge of expenses	-	2,550,273

Terms and conditions of transactions with related parties

Recharges are based on agreements between parties.

(c) Prior year disposal of subsidiary

In the prior year, the Company disposed of the shares of its former subsidiary, North West Rail Pty Ltd (since renamed Queensland Tug Services Pty Ltd), to a related entity. Details of the disposal are:

	Period from 1 April 2020 to 27 October 2020 $
Results of North West Rail Pty Ltd for the period up to disposal	
Interest income	12
General and administration expenses	(2,770,212)
Finance costs	(1,022,751)
Foreign currency gain	5,115,242
Profit before tax from discontinued operation	**1,322,291**
Tax expense from realisation of deferred tax	(613,840)
Profit from operations of North West Rail Pty Ltd	**708,451**

	27 October 2020 $
Carrying amounts of net assets disposed	
Current assets	142,058
Total assets	**2,522,222**
Current liabilities	3,244,732
Total liabilities	**3,244,732**
Net liabilities derecognised	722,510
1,000 ordinary shares disposed	1,000
Gain on disposal of North West Rail Pty Ltd	**723,510**
Profit for the year from discontinued operation	**1,431,961**
Net cash outflow arising from disposal of North West Rail Pty Ltd	
Cash at bank disposed	**102,185**

		31 March 2022	31 March 2021
8	**RELATED PARTY DISCLOSURES (continued)**	**$**	**$**
(d)	**Loan from a related party**		
	Opening balance	-	23,976,890
	Loan proceeds	-	16,958,409
	Loan repayments	-	(35,820,057)
	Movements in foreign exchange rates	-	(5,115,242)
	Closing balance	**-**	**-**

In July 2019, the Company entered into in US$26 million loan facility for a term of 5 years payable on demand and carrying an interest rate of 6 months LIBOR plus a margin of 6.5% per annum. During the previous year, the Company drew down US$14,805,730 from the facility. The loan was fully repaid during the prior year.

(e) Key management personnel

The Company received key management personnel services provided by other related entities.

		31 March 2022	31 March 2021
		$	**$**
9	**AUDITOR'S REMUNERATION**		
	The auditor of North West Rail Holdings Pty Ltd is Ernst & Young Australia.		
	Amounts received or due and receivable by Ernst & Young Australia for an audit or review of the financial report of the Company	**3,900**	**7,000**

10 SUBSEQUENT EVENTS

There have been no matters or circumstances that have arisen since the end of the financial year that have significantly affected, or may significantly affect the Company's operations, the results of those operations or the Company's state of affairs in financial years after the year ended 31 March 2022.

North West Rail Holdings Pty Ltd
Directors' declaration

In the directors' opinion:

(a) The financial statements and notes of North West Rail Holdings Pty Ltd for the financial year ended 31 March 2022 are in accordance with the *Corporations Act 2001* , including:

(i) giving a true and fair view of the Company's financial position as at 31 March 2022 and of its performance for the year then ended on that date; and

(ii) complying with *Australian Accounting Standards - Simplified Disclosures* and the *Corporations Regulations 2001* .

(b) There are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

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

On behalf of the Board of Directors



Samir Vora
Director

Brisbane, 29 April 2022

Ernst & Young
111 Eagle Street
Brisbane QLD 4000 Australia
GPO Box 7878 Brisbane QLD 4001

Tel: +61 7 3011 3333
Fax: +61 7 3011 3100
ey.com/au

Building a better working world

Independent auditor's report to the member of North West Rail Holdings Pty Ltd

Opinion

We have audited the financial report of North West Rail Holdings Pty Ltd (the Company), which comprises the statement of financial position as at 31 March 2022, the statement of comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, notes to the financial statements, including a summary of significant accounting policies, and the directors' declaration.

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

a. Giving a true and fair view of the Company's financial position as at 31 March 2022 and of its financial performance for the year ended on that date; and

b. Complying with Australian Accounting Standards – Simplified Disclosures and the *Corporations Regulations 2001*.

Basis for opinion

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

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

Information other than the financial report and auditor's report thereon

The directors are responsible for the other information. The other information is the directors' report accompanying the financial report.

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

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

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

A member firm of Ernst & Young Global Limited
Liability limited by a scheme approved under Professional Standards Legislation

Building a better working world

Responsibilities of the directors for the financial report

The directors of the Company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards – Simplified Disclosures and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

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

Auditor's responsibilities for the audit of the financial report

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

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

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

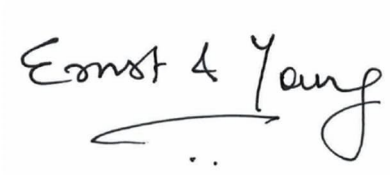
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

A member firm of Ernst & Young Global Limited
Liability limited by a scheme approved under Professional Standards Legislation

Building a better working world

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



Ernst & Young



Madhu Nair
Partner
Brisbane
29 April 2022

A member firm of Ernst & Young Global Limited
Liability limited by a scheme approved under Professional Standards Legislation