

# INDEPENDENT AUDITOR'S REPORT

To The Board of directors of THL ZINC Holding BV.

# **Opinion**

We have audited the financial statements of "THL ZINC Holding BV" ("the company"), which comprise the Balance Sheet as at 31<sup>st</sup> March, 2021, Statement of Profit and Loss (Including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flow for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Financial Statements).

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021 and its profit including other comprehensive income, changes in equity and its cash flows for the year ended on that date).

# **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. 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 Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Financial Statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.





# Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and the statement of changes in equity of the Company in accordance with the accounting principles generally accepted in India, including Indian Accounting Standards ('Ind AS') prescribed under Section 133 of the Act read with relevant rules issued thereunder.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Financial Statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Financial Statements, management 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

# **Auditor's Responsibility**

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 SAs 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.





As part of an audit in accordance with SAs specified under Section 143(10) of the Act, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, 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 financial 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 entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's 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 entity'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 statements 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 entity to cease to continue as a going concern.
- We communicate with those charged governance 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.





#### Other Matter:-

The financial statements are prepared to assist Vedanta Limited, holding Company to prepare its consolidated financial statements as per generally accepted accounting principles in India. As a result, the financial statement may not be suitable for another purpose. Our report is intended solely for the Company and its holding Company and should not be distributed or used by parties other than for the preparation of consolidated financial statement of holding Company. We hereby provide consent that a copy may be provided to auditors of holding Company.

# For Pathak H.D. & Associates LLP

Chartered Accountants

(Registration No. 107783W/W100593)

Mukesh Mehta

Partner

Membership No.: 043495

UDIN No.: 21043495AAAACE6819

Place: Mumbai

Date: May 12, 2021

# **THL ZINC HOLDING BV**

# Balance sheet as at March 31, 2021

Particulars	Notes	As at March 31, 2021 USD	As at March 31, 2020 USD
- raiticulais	140162		
ASSETS			
Non-current assets			
Financial Assets			
(a) Investments	5	226,000,000	226,000,000
(b) Loans	6	191,146,450	85,000,000
		417,146,450	311,000,000
Current assets			
Financial Assets			
(a) Cash and cash equivalents	7	1,526,403	1,109,441
(b) Others	8	3,662,995	254,844
Other Current Assets	9	36,828	5,672
		5,226,226	1,369,957
	TOTAL	422,372,676	312,369,957
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share capital	10	5,110,047	5,110,047
(b) Other Equity		(335,895,760)	(325,443,865)
(4) 2 = 4		(330,785,713)	(320,333,818)
Non current liabilities Financial Liabilities			
(a) Borrowings	11	191,200,000	85,200,000
· ,		191,200,000	85,200,000
Current liabilities			
Financial Liabilities			
(a) Borrowings	12	546,519,617	546,519,617
(b) Others	13	15,228,375	984,158
Current tax liabilities	14	210,397	
		561,958,389	547,503,775
	Total	422,372,676	312,369,957

# The accompanying notes are forming part of the financial statements

As per our report of even date

For Pathak H.D. & Associates LLP

**Chartered Accountants** 

(Registration No. 107783W/W100593)

For and on behalf of THL Zinc Holding BV

Mukesh Mehta

Partner

Membership No.: 43495

Place: Mumbai Date: May 12, 2021 Anupam Kumar Agarwal

# THL ZINC HOLDING BV

# Statement of Profit and Loss for the year ended March 31, 2021

		For the year ended March 31, 2021	For the year ended March 31, 2020
Particulars	Notes	USD	USD
INCOME			
Other Income	15	17,222,905	4,199,781
		17,222,905	4,199,781
EXPENDITURE			
Finance costs	16	16,136,019	3,959,822
Other expenses	17	165,577	74,818
		16,301,596	4,034,640
Profit before tax		921,310	165,141
Tax (expense)/benefit	18	(172,871)	81,148
Profit for the year		748,439	246,289
Other comprehensive income			
Total comprehensive income for the year		748,439	246,289
Loss per equity share of EUR 1 each			
(a) Basic	20	0.20	0.07
(a) Diluted	20	0.20	0.07

# The accompanying notes are forming part of the financial statements

As per our report of even date

For Pathak H.D. & Associates LLP

**Chartered Accountants** 

(Registration No. 107783W/W100593)

**Mukesh Mehta** 

Partner

Membership No.: 43495

Place: Mumbai Date: May 12, 2021 For and on behalf of THL Zinc Holding BV

**Anupam Kumar Agarwal** 

# THL ZINC HOLDING BV Statement of Changes in Equity For the year ended March 31, 2021

	Issued Capital USD	<b>Other</b> <u><b>Equity</b></u> USD	Retained <u>earnings</u> USD	<b>Total</b> <u><b>Equity</b></u> USD
At 1 April 2019	5,110,047	(429,548,296)	103,858,142	(320,580,107)
Total comprehensive income for the year	-	-	246,289	246,289
At 31 March 2020	5,110,047	(429,548,296)	104,104,431	(320,333,818)
Total comprehensive income for the year	-	-	748,439	748,439
Excess of loan given over its fair value (refer note 23.1)	-	-	(11,200,334)	(11,200,334)
At 31 March 2021	5,110,047	(429,548,296)	93,652,536	(330,785,713)

As per our report of even date

# For Pathak H D & Associates LLP

**Chartered Accountants** 

(Registration No. 107783W/W100593)

Mukesh Mehta

Partner

Membership No. 43495

Place : Mumbai Date: May 12, 2021 For and on behalf of THL Zinc Holding BV

**Anupam Kumar Agarwal** 

# THL ZINC HOLDING BV Cash Flow Statement For the year ended March 31, 2021

		For the Year Ended March 31, 2021 USD		For the Year Ended March 31, 2020 USD
Profit before taxation  Adjusted for:		921,310		165,141
- Interest income - Preference share capital dividend (income)/reversal - Interest on loan - Preference share capital dividend expense/(reversal)	(17,173,378) (49,527) 16,135,133		(4,239,402) 39,621 4,035,945 (77,276)	
		(1,087,772)	(* * ,= * * )	(241,112)
Working capital changes:		(166,462)		(75,971)
- Change in other receivables - Change in other payables	(225,546) 11,175		(183,054) (29,022)	
		(214,371)	, ,	(212,076)
Cash used in operations Tax refund		(380,833) 37,526		(288,048) 65,351
Net cash used in operating activities	•	(343,307)	_	(222,697)
Investing activities				
Loan to related company (net) Interest received	(94,799,666) 2,662,359		- 4,229,481	
Net cash (used in) / from investing activities	_,,,,,,,,	(92,137,307)	,,	4,229,481
Financing activities				
Loan from related company Loan given to related parties in excess of fair value (refer note	106,000,000		100,000	
23.1)	(11,200,334)		-	
Interest paid  Net cash from / (used in) financing activities	(1,902,090)	92,897,576	(4,218,885)	(4,118,885)
Net cash from / (used iii) illiancing activities		92,097,376		(4,110,000)
Net increase / (decrease) in cash and cash equivalents		416,962		(112,101)
Cash and cash equivalents at beginning of the year		1,109,441		1,221,542
Cash and cash equivalents at end of the year		1,526,403	- -	1,109,441

As per our report of even date

For Pathak H D & Associates LLP

Chartered Accountants (Registration No. 107783W/W100593)

Mukesh Mehta

Partner

Membership No. 43495 Place : Mumbai Date: May 12, 2021

For and on behalf of THL Zinc Holding BV

Anupam Kumar Agarwal

#### 1 Company Overview

THL Zinc Holding B.V. (the "Company") is a private company with limited liablity ("Besloten Vennootschap"), existing under the laws of the Netherlands, incorporated on April 20, 2007. The Company has its statutory seat and principal place of business in Amsterdam, the Netherlands. The principal activity of the company is holding of investments and financing activities.

The financial statements under Ind AS are prepared for the purpose of preparing consolidated financial statement of holding company, Vedanta Limited. These financial statements are non-statutory accounts.

#### 2 Basis of preparation and basis of measurement of financial statements

#### (a) Basis of preparation

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Companies Act, 2013 (the Act) (as amended from time to time).

These financial statements have been prepared in accordance with the accounting policies, set out below and were consistently applied to all periods presented unless otherwise stated.

These financial statements are approved for issue by the Board of Directors on May 12, 2021.

#### (b) Basis of Measurement

The financial statements have been prepared on a historical-cost basis and are denominated in United States Dollars ("USD").

#### 3(a) Accounting Policies

#### (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.

(a) Financial Assets - Recognition & subsequent measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

For purpose of subsequent measurement, these instruments are classified as debt instruments at amortised cost.

Debt instruments at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method.

(b) Financial Asset - Derecognition

The Company derecognises a financial asset when the contractual rights to cash flows from the asset expire, or it transfers the rights to receive the contractual cash flows on the financial asset in a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred.

#### 3(a) Accounting Policies (continued)

# (i) Financial Instruments (continued)

#### (c) Impairment of financial assets

In accordance with Ind AS 109, the Group applies expected credit loss ("ECL") model for measurement and recognition of impairment loss on the financial assets. At each reporting date, for recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the Company reverts to recognising impairment loss allowance based on 12-month ECL.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive, discounted at the original EIR.

ECL impairment loss allowance (or reversal) during the year is recognized as income/ expense in profit or loss

#### (d) Financial liabilities - Recognition & Subsequent measurement

All financial liabilities are recognised initially at fair value, and in the case of financial liabilities at amortised cost, net of directly attributable transaction costs.

After initial recognition, interest-bearing loans and borrowings and trade and other payables are subsequently measured at amortised cost using the EIR method.

#### (e) Financial liabilities - Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

#### (ii) Investment in subsidiary

A subsidiary is an entity (including special purpose entities) over which the Company has control. The Company controls an entity when the Company is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Investments in subsidiaries represent equity holdings in subsidiaries except preference shares, valued at cost less any provision for impairment. Investments are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable.

The Company has taken advantage of paragraph 4(a) of Ind AS 110 - Consolidated Financial Statements", which dispenses it from the need to present consolidated financial statements. The Company is wholly owned by Vedanta Resources Plc. which prepares company accounts that comply with International Financial Reporting Standards and these are available for public use from the company secretary, Vedanta Resources Plc, 5th Floor, 6 St Andrew Street, London, EC4A 3AE and at www.vedantaresources.com.

#### (iii) Accounting for Foreign currency transactions and translations

#### Functional and presentation currency

The directors consider United States Dollar ("USD") to be the currency that most faithfully represents the economic effect of the underlying transactions, events and conditions. The USD is the currency in which the Company measures its performance and reports its results, as well as the currency in which it receives capital contribution from its investors. This determination also considers the competitive environment in which the Company operates. The Company's financial statements are presented in USD.

#### Foreign currency translations

Transactions during the year including income and expenses are translated at the rate of exchange prevailing on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rate of exchange at the reporting date.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined.

#### 3(a) Accounting Policies (continued)

#### (iii) Accounting for Foreign currency transactions and translations (continued)

Foreign currency transaction gains and losses on financial instruments classified as fair value through profit or loss are included in profit or loss as part of the 'Net gain or loss on financial assets and liabilities at fair value through profit or loss'. Exchange differences on other financial instruments are included in profit or loss as 'Net foreign exchange gains/(losses)'.

#### (iv) Current and non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realized in, or is intended for sale or consumption in, the Company's normal operating cycle.
- it is held primarily for the purpose of being traded;
- it is expected to be realized within 12 months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

All other assets are classified as non-current.

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting date; or
- the Company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

All other liabilities are classified as non-current.

### (v) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and short-term money market deposits which have a 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.

#### (vi) Revenue recognition

#### Interest income

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

# Dividends

Dividend income is recognised in the consolidated income statement only when the right to receive payment is established, provided it is probable that the economic benefits associated with the dividend will flow to the Group, and the amount of the dividend can be measured reliably.

#### (vii) Borrowing costs

Borrowing cost includes interest expense as per effective interest rate (EIR).

EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial liability or a shorter period, where appropriate, to the amortised cost of a financial liability. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options).

# 3(a) Accounting Policies (continued)

#### (viii) Taxation

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

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the financial position date in the country where the Company operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities. Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred income tax is recognised in full, using the liability method, on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the financial position date and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets on accumulated tax losses are recognised to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current

#### 3(b) Application of new and revised standards

The Company has adopted, with effect from April 01, 2020, the following new and revised standards and interpretations. Their adoption has not had any material impact on the amounts reported in the financial statements.

- 1. Amendments to Ind AS 103 regarding definition of a Business
- 2. Amendments to Ind AS 107 and 109 regarding Interest Rate Benchmark Reform
- 3. Amendments to Ind AS 1 and Ind AS 8 regarding definition of Material
- 4. Amendments to Ind AS 116 regarding COVID-19 related rent concession

#### Standards issued but 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 not expected to have a significant impact on the Company's financial statements. The Company has not early adopted any amendment, standard or interpretation that has been issued but is not yet effective

#### 4 Significant accounting estimates and judgments

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the amounts recognised in the financial statements. However, uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amount of the asset or liability affected in the future periods.

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

#### **Judgements**

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements.

#### Functional currency

The directors consider the USD to be the currency that most faithfully represents the economic effect of the underlying transactions, events and conditions. The USD is the currency in which the Company measures its performance and reports its results to the members. This determination also considers the competitive environment in which the Company operates.

#### Going concern

The Company's management has made an assessment of the Company's ability to continue as a going concern and is satisfied that the Company has access to resources to continue in business for the foreseeable future.

#### Estimates and assumptions

At the reporting date, there were no key assumptions concerning the future and other key sources of estimation uncertainty that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

#### **Impact of Covid-19**

The outbreak of novel Coronavirus (COVID-19) Pandemic globally and the consequent lockdown restrictions imposed by national governments is causing significant disturbance and slowdown of economic activity across the globe.

The principal activities of the Company include financing its group companies through loans and investments. The Company has considered possible effects of Covid-19 on the recoverability of its investments and receivables in accordance with INDAS. The Company has considered forecast consensus, industry reports, economic indicators and general business conditions to make an assessment of the implications of the Pandemic. Based on the assessment, there is no crucial impact of the Pandemic on Company's operational existence for the foreseeable future and no adjustments are required in the financial statements for the year ended 31 March 2021.

Non-current assets Financial Assets - Investment

	As at	As at
Particulars	March 31, 2021	March 31, 2020
	USD	USD
Investments in Subsidiaries		
At Cost	546,351,055	546,351,055
Provision for Impairment	(516,351,055)	(516,351,055)
	30,000,000	30,000,000
In preference shares	196,000,000	196,000,000
	226,000,000	226,000,000

- (a) During the year there was no trigger for impairment for the Company's investment held in Vedanta Lisheen Holdings Limited. Aggregrate amount of provision for impairment in value of above Investment is USD 516,160,000 (March 2020 :USD 516,160,000).
- (b) During the year the Company has provided for impairment of USD NIL (March 2020: USD NIL) for its investment held in Lakomasko BV. Aggregrate amount of provision for impairment in value of above investment is USD 191,055 (March 2020: USD 191,055).
- (c)

) Details of the investments held durin	g the year are	provided below	r:		Propor owne inte	rship		nents at cost less rment
Company	Principal Activity	Place of operation		nary Shares eld	2021	2020	As at March 31, 2021	As at March 31, 2020
			2021	2020			USD	USD
Equity instruments								
Vedanta Lisheen Holdings Limited	Mining	Ireland	12	12	100%	100%	30,000,000	30,000,000
Lakomasko BV	Investing	Netherland	91	91	100%	100%	· · · · · -	· · · -
	3					Total	30,000,000	30,000,000
Preference shares - 0.25% Options	ally Convertib	le Redeemable	e Preference	shares				
THL Zinc Limited	Investing	Mauritius	1,960,000	1,960,000			196,000,000	196,000,000
						Total	196,000,000	196,000,000
Note No. 6 Non-Current assets Financial Assets - Loan								
							As at	As at
Particulars							March 31, 2021	March 31, 2020
							USD	USD
Loan to Black Mountain Mining Pty L Loan to Twin Star Holdings Limited (	•	,					69,000,000 122,146,450	85,000,000
,	•						191,146,450	85,000,000

- 6.1 During financial year 2018-19, the Company entered into a loan facility of USD 200,000,000 with BMM at an interest rate of 3M LIBOR Plus 2.75% per annum repayable in July 2022. As at 31st March, 2021, the amount outstanding under this facility was USD 69,000,000 (2020: USD 85,000,000) and accrued interest thereon amounting to USD 5,664 (2020: USD 9,921).
- **6.2** The aggregate loan facility is of USD 122,000,000 carrying an interest rate of 9.60% per annum which is repayable in June 2022. As at 31st March, 2021, the amount outstanding under this facility was USD 122,146,450 (2020: USD NIL) and accrued interest thereon amounting to USD 3,168,490 (2020: USD NIL) (refer note 23.1).

### Note No. 7 **Current assets**

Financial Assets - Cash and cash equivalents

	As at	As at
Particulars	March 31, 2021	March 31, 2020
	USD	USD
Balances with banks		
- in current accounts	1,526,403	1,109,441
	1,526,403	1,109,441

5,672

5,672

36,828

#### THL ZINC HOLDING BV NOTES TO THE FINANCIAL STATEMENTS (CONT'D) For the year ended March 31, 2021

Note No. 8 **Current assets** Financial Assets - Other

	As at	As at	
Particulars	March 31, 2021	March 31, 2020	
	USD	USD	
THL Zinc Ltd - Preference Dividend Receivable	49,527	-	
Receivable from Bloom fountation Limited	1	1	
Receivable from Monte Cello BV	388,022	229,131	
Receivable from LKBV	51,290	15,792	
Receivable from Black moutain mining	5,664	9,920	
Receivable from Twinstar Holding Limited	3,168,490	-	
·	3,662,995	254,844	
Note No. 9			
Other Current assets			
Financial Assets - Other			
	As at	As at	
Particulars	March 31, 2021	March 31, 2020	
	USD	USD	

#### Note No. 10 **Equity Share Capital**

Income tax refund

Prepaid

Particulars	As March 3	As at March 31, 2020		
	Number	USD	Number	USD
Authorised				
Equity Shares of EUR 1 each fully paid	20,000,000	27,341,073	20,000,000	27,341,073
0.25% Preference Shares of EUR 1 each fully paid up	25,000,000	34,180,077	25,000,000	34,180,077
Issued, Subscribed & fully Paid up				
Equity Shares of EUR 1 each fully paid	3,738,000	5,110,047	3,738,000	5,110,047
	3,738,000	5,110,047	3,738,000	5,110,047
Reconciliation of the number and amount of equity shares outstanding at the beginning and at the end of the year:	As at March 31, 2021		As at March 31, 2020	
	Number	USD	Number	USD
Shares outstanding at the beginning of the year	3,738,000	5,110,047	3,738,000	5,110,047
Shares outstanding at the end of the year	3,738,000	5,110,047	3,738,000	5,110,047
Details of shares held by Holding Company		As at March 31, 2021		As at March 31, 2020
Equity shares are held by Vedanta Limited Percentage of holding	-	3,738,000 100%	•	3,738,000

10.3 Other disclosures relating to Equity Shares

The Company has one class of equity shares having a par value of EUR 1 per share. Each equity shareholder is eligible for one vote per share held. Each equity shareholder is entitled to dividends as and when the Company declares and pays dividend after obtaining shareholders approval. In the event of liquidation of Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts, in proportion to their shareholding.

Note No. 11 Non Current liabilities Financial Liabilities - Borrowings

Particulars	As at March 31, 2021 USD	As at March 31, 2020 USD
Loan from Cairn India Holdings Limited (refer note 11.1)	191,200,000	85,200,000
	191,200,000	85,200,000

11.1 During the financial year 2018-19, the Company entered into a new loan facility agreement of US\$ 200,000,000 with Cairn India Holdings Limited (CIHL) at an interest rate of 3 months Libor Plus 2.50% per annum repayable in July 2022. An amendment was issued in financial year 2018-19 to reduce the aggregate loan facility amount to USD 197.20 million.

During the year following amendments were made to the loan agreement:-

On 20 October, 2020, to reduce the loan facility amount to USD 197.2 million and to split the aggregate loan facility amount in two tranches, USD 85.2 million ("Tranch 1") & USD 112 million ("Tranch 2"). Further the interest rate for the Tranch 1 ("Interest rate 1") and Tranch 2 ("Interest rate 2") were set to be 3 months libor plus 2.50% per annum and 6.75% respectively.

On 26 February, 2021, to change the Interest rate 2 of Tranch 2 to 13.75% and 17.25% effective from 2 June 2020 and 13 October 2020 respectively.

On 19 March, 2021, to reset the facility amount under Tranch 1 to USD 75.2 million and Tranch 2 to USD 122 million.

On 26 March, 2021, to amend the interest rate to 9.35% for Tranch 2 effective from 15 March 2021.

The amount outstanding under this agreement as on 31 March 2021 is USD 191,200,000 (2020: USD 85,200,000 ) and accrued interest thereon amounting to USD 15,189,097 (2020: USD 956,054).

Note No. 12 Current liabilities Financial Liabilities - Borrowings

Particulars	As at March 31, 2021 USD	As at March 31, 2020 USD
0.25% Preference Shares of EUR 1 each fully paid up - Vedanta Limited	546,519,617 <b>546,519,617</b>	546,519,617 <b>546,519,617</b>

# OPTIONALLY CONVERTIBLE REDEEMABLE PREFERENCE SHARES ("OCRPS")

The Company has issued 5.5 Million, 0.25% Optionally Convertible Redeemable Preference Shares of Euro 1 each to Vedanta Ltd. Each OCRPS can be converted at the option of the investor in to variable number of equity shares or can be redeemed at the option of the Company at any time.

In accordance with IND AS 32 Financial Instruments: Presentation, the Optionally Convertible Redeemable Preference Shares (OCRPS) have been classified as a liability. The directors confirm that the Optionally Convertible Redeemable Preference Shares ("OCRPS") will not be redeemed within the next twelve months.

Note No. 13 Current liabilities Financial Liabilities - Other

Financial Liabilities - Other		
	As at	As at
Particulars	March 31, 2021	March 31, 2020
	USD	USD
Interest Payable on CIHL Loan (Refer note 11.1)	15,189,097	956,054
Other payables	39.278	28,104
offici payables	15,228,375	984,158
Note No. 14		
Current Tax liabilities		
	As at	As at
Particulars	March 31, 2021	March 31, 2020
	USD	USD
Current tax	210,397	_
	210,397	
Note No. 15		
Other income		
	Year ended	Year ended
Particulars	March 31, 2021	March 31, 2020
	USD	USD
Interest income (a) Interest on Loan to BMM	2,658,102	4,239,402
(b) Interest on Loan to Westglobe (refer note 23.1)	10,445,107	-,200,402
(c) Interest on Loan to Twin Star Holdings Limited (refer note 23.1)	3,595,860	_
(d) Interest on Loan to VRL (refer note 23.1)	474,309	-
Preference shares capital dividend income/(reversal)	49,527	(39,621)
reserved enales capital divident moonle/(reversal)	-+0,021	(00,021)

17,222,905

4,199,781

Note	No.	16	
Finar	nce	Cos	t

(i)

(ii)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Particulars	USD	USD
Interest on CIHL Loan	16,135,133	4,035,945
Preference Share Capital dividend expense/(reversal)	=	(77,276)
Bank charges	886	1,153
	16,136,019	3,959,822
Note No. 17		
Other Expenses		
	Year ended	Year ended
Particulars	March 31, 2021	March 31, 2020
	USD	USD
Legal and Professional fees	151,472	68,872
Audit fees	3,300	3,300
Net loss on foreign Currency transactions and translation	10,805	2,646
	165,577	74,818
Note No. 18		
TAXATION		
Tax expense		
	Year ended	Year ended
	March 31, 2021	March 31, 2020
	USD	USD
Current tax	172,871	(81,148)
Tax reconciliation	172,871	(81,148)
<u></u>		
Profit before taxation	921,310	165,141
Income Tax as per slabs	210,397	33,028
Less: Exempt Dividend Income	-	(15,455)
Add- Previous year tax (credit)/ expense	(37,526)	(98,721)
Income tax expense recognised in profit and loss	172,871	(81,148)

# Note No. 19 FINANCIAL INSTRUMENTS

#### Significant accounting policies

Details of significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial assets, financial liabilities and equity instrument are disclosed in the financial statements.

#### Fair values

The carrying amounts of other receivables, cash at bank, borrowings and other payables approximate their fair values.

#### Categories of financial instruments

	<u>2021</u> USD	<u>2020</u> USD
Financial assets Loan and receivables (including cash and short-term deposits)	196,335,848	86,364,284
Financial liabilities Borrowings Other payables	737,719,617 15.228,375	631,719,617 984,158
	752,947,992	632,703,775

#### Strategy in using financial instruments

The Company's activities expose it to a variety of financial risks: Market risk (including currency risk and interest rate risk), credit risk and liquidity risk.

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital. Further quantitative disclosures are included throughout these financial statements.

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities.

# (a) Market Risk Management

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices.

# (b) Interest Rate Risk Management

Interest rate risk is the risk that the fair value or future cashflows of a financial instrument will fluctuate because of changes in market interest rates. Any excess cash and cash equivalents of the Company are invested in short-term time deposits and liquid funds. The following table details the Company's exposure to interest rate risk. The total interest sensitivity gap represents the net notional amounts of all interest sensitive financial instruments.

# 19 FINANCIAL INSTRUMENTS (CONT'D)

Strategy in using financial instruments (cont'd)

31 March 2021	Up to 1 year	More than 1 year	Total
	USD	USD	USD
Financial Assets			
Non-interest bearing	5,189,398	-	5,189,398
Fixed interest bearing	-	122,146,450	122,146,450
Variable interest bearing		69,000,000	69,000,000
Total assets	5,189,398	191,146,450	196,335,848
Financial Liabilities			
Non-interest bearing	15,228,375	-	15,228,375
Fixed interest bearing	546,519,617	122,000,000	668,519,617
Variable interest bearing	<u> </u>	69,200,000	69,200,000
Total liabilities	561,747,992	191,200,000	752,947,992
31 March 2020	Up to 1 year	More than 1 year	Total
	USD	USD	USD
Financial Assets			
Non-interest bearing	1,364,284	-	1,364,284
Variable interest bearing		85,000,000	85,000,000
Total assets	1,364,284	85,000,000	86,364,284
Financial Liabilities			
Non-interest bearing	984,158	-	984,158
Fixed interest bearing	546,519,617	-	546,519,617
Variable interest bearing	<u> </u>	85,200,000	85,200,000
Total liabilities	547,503,775	85,200,000	632,703,775

# Sensitivity analysis

An increase of 100 basis points in interest rates at 31 March 2021 would have increased/ (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain constant. For a decrease of 100 basis points there would be an equal and opposite impact on the profit or loss and other equity.

		Profit/ (loss)
	2021	2020
Variable rate instruments	(2,000)	(2,000)
	(2,000)	(2,000)

#### 19 FINANCIAL INSTRUMENTS (CONT'D)

#### (c) Currency Risk Management

The Company is not exposed to the risk that may change in a manner which has material effect on the reported values of the Company's assets which are denominated in other foreign currencies at reporting period

#### Currency profile

The currency profile of the Company's financial assets and liabilities is summarised as follows:

	Financial assets* Mar-21	Financial liabilities Mar-21	Financial assets Mar-20	(Amounts in USD) Financial liabilities Mar-20
Euro	439,309	5,501	244,922	2,525
United States Dollar	195,896,539	752,942,491	86,119,362	632,701,250

<sup>\*</sup> Does not include investments in subsidiaries and preference shares.

For the year ended 31 March 2021 and 31 March 2020, the Company does not have any material exposure to foreign currencies. Therefore, sensitivity relative to foreign currencies has not been disclosed.

# (d) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company manages liquidity risk by maintaining adequate reserves, by continuously monitoring forecast and actual cash flows and matching the maturity profiles of the financial assets and liabilities. The table below illustrates the aged analysis of the Company's financial liabilities.

# 31 March 2021

	Up to 1 year	More than 1 year	Total
Liabilities	USD	USD	USD
Other payables	15,228,375	-	15,228,375
Optionally Convertible Redeemable Preference Shares	546,519,617	-	546,519,617
Long term borrowings		191,200,000	191,200,000
Total	561,747,992	191,200,000	752,947,992
31 March 2020			
<u>31 March 2020</u>			
ST March 2020	Up to	More than 1 year	Total
·	•		Total
Liabilities	1 year USD	1 year	USD
·	1 year	1 year	
Liabilities Other payables Optionally Convertible Redeemable Preference	1 year USD 984,158	1 year	<b>USD</b> 984,158

The directors confirm that the Optionally Convertible Redeemable Preference Shares ("OCRPS") will not be redeemed within the next twelve months.

#### 19 FINANCIAL INSTRUMENTS (CONT'D)

# (e) Capital risk management

For the purpose of the Company's capital management, capital includes issued capital, share premium and all other equity reserves attributable to the equity holders of the parent. The primary objective of the Company's capital management is to maximise the shareholder value.

The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares.

The Company monitors capital using a gearing ratio, which is net debt divided by total capital. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and short-term deposits, excluding discontinued operations.

The capital structure of the Company consists of stated capital, retained earnings and net debt.

#### Gearing ratio

The gearing ratio at the year end was as follows:

	<u>Mar-21</u> USD	Mar-20 USD
Debt (i)	737,719,617	631,719,617
Cash and short-term deposits	1,526,403	1,109,441
Net debt	736,193,214	630,610,176
Equity (ii)	(330,785,713)	(320,333,818)
Net debt to equity ratio (times)	NA	NA

- (i) Debt includes Optionally Convertible Redeemable Preference Shares of USD 546,519,617 (2020: USD 546,519,617) and borrowing from CIHL of USD 191,200,000 (2019: USD 85,200,000)
- (ii) Equity includes capital, share premium and all reserves of the Company.

# 20 Earnings Per Share (EPS)

Particulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
	USD	USD
Net Profit/ (Loss) after tax attributable to equity shareholders for		
Basic and Diluted EPS	748,439	246,289
Weighted average Number of equity Shares	3,738,000	3,738,000
Par Value per Share (EUR)	1	1
Earning Per Share - Basic and diluted	0.20	0.07

(i) Optionally Convertible Reedemable Preference Shares will be converted at the option of the shareholder into variable number of shares based on the fair value as on the date of conversion. Hence, there would not be dilution of earnings per share.

Par	rticulars	For the year ended 31 March, 2021	For the year ended 31 March, 2020
21	Contingent liabilities	USD	USD
(a) (b) (c)	Contingent liabilities and commitments (to the extent not provided for) Claims against the company not acknowledged as debt Guarantees Other money for which the company is contingently liable	NIL NIL NIL	NIL NIL NIL

There is no separate reportable segment hence information as defined in the IND AS 108 "Segment Reporting" is not given.

#### **Related party transactions** 23

# Names of related parties and description of relation:

Ultimate Holding Company and its Volcan Investments Limited

subsidiary

Volcan Investments Cyprus Limited

Intermediate Holding company Vedanta Resources Limited

Vedanta Resources Holdings Limited Immediate Holding company

> Vedanta Resources Finance Limited Vedanta Resources Cyprus Limited

Richter Holdings Limited Twin Star Holdings Limited

Westglobe Limited Vedanta Limited

Subsidiaries Lakomasko BV

Vedanta Lisheen Holdings Limited

Fellow Subsidiaries THL Zinc Limited

Monte Cello BV

Lisheen Milling Limited **Bloom Fountain Limited** Cairn India Holdings Limited Black Mountain Mining Pty Ltd.

# 23 Related party transactions (continued)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
1. Black Mountain Mining Pty Ltd.		
Interest Income	2,658,102	4,239,402
Interest received	2,662,359	4,229,481
Loan Receivable	69,000,000	85,000,000
Loan repayment	16,000,000	-
Interest Receivable	5,664	9,921
2. Bloom Fountain Limited		
Receivable	1	1
3. Monte Cello BV		
Payment of Expenses	158,891	161,591
Receivable	388,022	229,131
4. Lakomasko BV		
Investment	191,055	191,055
Impairment provision on investment	(191,055)	(191,055)
Payment of Expenses	35,499	48,387
Receivable	51,290	15,791
5. Vedanta Lisheen Holdings Limited (VLHL)		
Investment	546,160,000	546,160,000
Impairment provision on investment	(516,160,000)	(516,160,000)
6. Vedanta Limited		
Dividend Expense	-	(77,276)
7. THL Zinc Ltd		
Investment in Preference Shares	196,000,000	196,000,000
Dividend Income	49,527	(39,621)
Dividend Receivable	49,527	-
8. Cairn India Holdings Limited (refer note 11.1)	40.405.400	4 005 045
Interest Expense	16,135,133	4,035,945
Interest Payable	15,189,097	956,054
Interest Paid	1,902,090	4,218,885
Loan Payable	191,200,000	85,200,000
Loan Received	106,000,000	100,000
9. Twin Star Holdings Limited (refer note 23.1)	400 040 440	
Loan and interest receivable novated from Vedanta Resources Holdings Limited (VRHL)	132,919,416	-
Accretive interest on loan	427,368	-
Interest Income	3,595,860	-
Loan Receivable	122,146,450	-
Interest Receivable	3,168,490	-
10. Vedanta Resources Holdings Limited (VRHL) (refer note 23.1)		
Loan and interest receivable novated from Vedanta Resources Finance Limited (VRFL)	132,919,416	-
Loan and interest receivable novated to Twin Star Holdings Limited (TSHL)	(132,919,416)	-
11. Vedanta Resources Finance Limited (VRFL) (refer note 23.1)		
Loan and interest receivable novated from Vedanta Resources Cyprus Limited (VRCL)	132,919,416	-
Loan and interest receivable novated to Vedanta Resources Holdings Limited (VRHL)	(132,919,416)	-
	i	

#### 23 Related party transactions (continued)

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
12. Vedanta Resources Cyprus Limited (VRCL) (refer note 23.1)		
Loan and interest receivable novated from Richter Holdings Limited (RHL)	132,919,416	-
Loan and interest receivable novated to Vedanta Resources Finance Limited (VRFL)	(132,919,416)	-
13. Richter Holdings Limited (RHL) (refer note 23.1)		
Loan and interest receivable novated from Westglobe Limited	132,919,416	-
Loan and interest receivable novated to Vedanta Resources Cyprus Limited (VRCL)	(132,919,416)	-
14. Westglobe Limited (refer note 23.1)		
Loan and interest receivable novated from VRL	112,474,309	-
Interest Income	10,445,107	-
Disbursement of loan	10,000,000	-
Loan and interest receivable novated to Richter Holdings Limited (RHL)	(132,919,416)	-
15. Vedanta Resources Limited (refer note 23.1)		
Interest Income	474,309	-
Loan and interest receivable novated to Westglobe Limited	(112,474,309)	-

23.1 In June 2020, as part of its parent's cash management activities, the Company had extended certain loan for a period of up to 12 months, to Vedanta Resources Limited (VRL) which was later novated to Westglobe Limited, a subsidiary of VRL, was drawn over a period of time carrying interest ranging from 3% to 7%. In October 2020, certain terms of the facilities were modified. In February, 2021, the terms of these instruments were further modified with retrospective effect to bring these instruments to the fair market rate as determined on the date of the transaction and the loan of US \$122,000,000 along with accrued interest of US \$10,919,417 was novated to Twinstar Holding Limited (THL), a subsidiary of VRL and now the entire lending is to one single party. In March, 2021, since the CDS rate (Credit default swap) had stabilized, the Company remeasured its interest rate using the level 2 valuation approach explained in the note below and negotiated the rate with the borrower. As of March 31, 2021, loan of US \$ 122,146,450 is outstanding to Twin Star Holdings Limited carrying interest at 9.6% p.a. and the loan is repayable by June 2022.

As per the accounting requirements of Ind AS 109 regarding modification of contractual cash flows of financial assets, the excess of US \$ 11,200,334 on present value of modified contractual cash flows discounted at the original effective interest rate has been recorded in the statement of changes in equity and cash flow statement as a transaction with the shareholder. Furthermore, an accretive interest of US \$ 427,369 over and above the contractual interest has been accounted for in the statement of profit and loss. The fair market rate was estimated using the prevailing US \$ treasury rates and the company specific credit default swaps, a level 2 valuation.

#### Other related party transactions

Amicorp Netherlands B.V. was appointed to provide certain administration services including the provision of directorship services of USD 4,950 (2020: USD 4,950) for the Company. A sum amounting to USD 75,063 (2020: USD 58,973) was expensed during the year in respect of the aforesaid services.

# 24 Letter of Support

The intermediate holding company, Vedanta Limited , has provided the Company with a letter of financial support where it confirms that it will provide the necessary financial support and financing arrangements to enable the Company to meet all its external and group company liabilities, as and when they fall due, over the next eighteen months.

#### 25 Events after the reporting period

There have been no material events after the reporting date which would require disclosure or adjustment to these financial statements.

# For Pathak H.D. & Associates LLP

Chartered Accountants (Registration No. 107783W/W100593)

For and on behalf of THL Zinc Holding BV

Mukesh Mehta

Partner

Membership No. 43495 Place : Mumbai Date: May 12, 2021 Anupam Kumar Agarwal