THL Zinc Ltd

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2025

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FOR THE YEAR ENDED 31 MARCH 2025

CONTENTS	**PAGES**

THL Zinc Ltd
CORPORATE INFORMATION

		Date of appointment	Date of resignation
DIRECTORS:	Bhavana Banymandhub	28-Apr-20	-
	Savinilorna Ramen Payandi Pillay	07-Jun-24	-
	Vandana Jhupsee Ramooah - Alternate Director to Savinilorna Ramen Payandi Pillay	07-Jun-24	-
	Vegambal Ramassami - Alternate Director to Bhavana Banymandhub	07-Jun-24	-
	Sevin Chendriah	14-Jul-20	07-Jun-24

ADMINISTRATOR & SECRETARY:	IQ EQ Corporate Services (Mauritius) Ltd 33, Edith Cavell Street Port Louis, 11324 Mauritius
REGISTERED OFFICE:	C/o IQ EQ Corporate Services (Mauritius) Ltd 33, Edith Cavell Street Port Louis, 11324 Mauritius
BANKER:	Standard Chartered Bank (Mauritius) Limited 6th Floor, Raffles Towers, Lot 9 Cybercity, Ebene 72201 Mauritius
AUDITOR:	Baker Tilly Level 2, Tribeca Central Trianon 72261 Mauritius

THL Zinc Ltd
COMMENTARY OF THE DIRECTORS

The directors present their commentary, together with the audited financial statements of THL Zinc Ltd (the "Company") for the year ended 31 March 2025.

PRINCIPAL ACTIVITY

The principal activity of the Company is to hold investments in companies incorporated only in Namibia and South Africa.

RESULTS AND DIVIDEND

The Company's loss for the year ended 31 March 2025 is **USD 64,316,024** (2024: USD 38,356,067).

The directors did not recommend any payment of dividend for the year ended 31 March 2025 (2024: NIL).

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

Company law requires the directors to prepare financial statements for each financial year, which present fairly the financial position, financial performance, changes in equity and cash flows of the Company. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether IFRS Accounting Standards as issued by the International Accounting Standard Board have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue business in the foreseeable future.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

The directors are responsible for keeping proper accounting records, which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 2001.

They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

AUDITOR

The auditor, Baker Tilly, has indicated its willingness to continue in office and its re-appointment will be decided in the next annual meeting.

By order of the Board

Director:

Date: **28 April 2025**

THL Zinc Ltd
CERTIFICATE FROM THE SECRETARY
(SECTION 166(D) OF THE MAURITIUS COMPANIES ACT 2001)

We certify, as secretary of THL Zinc Ltd (the "Company"), that based on records and information made available to us by the directors and sole shareholder of the Company, the Company has filed with the Registrar of Companies, all such returns as required of the Company under the Mauritius Companies Act 2001, in terms of section 166(D), for the year ended 31 March 2025.

For IQ EQ Corporate Services (Mauritius) Ltd
Company Secretary
33, Edith Cavell Street
Port Louis ,11324
Republic of Mauritius

Date: **28 April 2025**

Level 2, Tribeca Central,
Trianon 72261
Mauritius

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INDEPENDENT AUDITOR'S REPORT
To the Shareholder of THL Zinc Ltd

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of THL Zinc Ltd (the "Company"), which comprise the statement of financial position as at 31 March 2025, and the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of accounting policies.

In our opinion, the accompanying financial statements on pages 7 to 28 give a true and fair view of the financial position of the Company as at 31 March 2025, and its financial performance and its cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board, as modified by the exemption from consolidation in the Companies Act 2001 for companies holding a Global Business License and in compliance with the requirements of the Companies Act 2001.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing ("ISAs"). 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 International Ethics Standards Board for Accountants' *Code of Ethics for Professional Accountants ("IESBA Code")* together with the ethical requirements that are relevant to our audit of the financial statements in Mauritius, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter

We draw attention to Note 20 in the financial statements concerning the Company's ability to continue as a going concern. These financial statements have been prepared on a going concern basis. The validity of this assumption depends on the continued support of the intermediate holding company to enable the Company to meet its liabilities as and when they fall due to carry out their business without any curtailment in its operations. These financial statements do not include any adjustments that would result from non-availability of finance.

Our opinion is not modified in this respect.

Responsibilities of Directors and Those Charged with Governance for the Financial Statements

The directors are responsible for the preparation and fair presentation of the financial statements in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board, as modified by the exemption from consolidation in the Companies Act 2001 for companies holding a Global Business License and in compliance with the requirements of the Companies Act 2001, and for such internal control as the directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error. In preparing the financial statements, the directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Report on the Audit of the Financial Statements (Continued)

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with ISAs 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 ISAs, we exercise professional judgment and maintain professional scepticism 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 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 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 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 Company to cease to continue as a going concern.

► Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with 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 Information

The directors are responsible for the other information. The other information comprises the corporate information, commentary of the directors and certificate from the secretary.

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

INDEPENDENT AUDITOR'S REPORT
To the Shareholder of THL Zinc Ltd

Report on the Audit of the Financial Statements (Continued)

Other Information (Continued)

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

Report on Other Legal and Regulatory Requirements

Companies Act 2001

We have no relationship with or interests in the Company other than in our capacity as auditor.

We have obtained all the information and explanations we have required.

In our opinion, proper accounting records have been kept by the Company as far as it appears from our examination of those records.

Other Matter

This report has been prepared for and only for the Company's shareholder, in accordance with Section 205 of the Companies Act 2001 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed to our prior consent in writing.

Baker Tilly

Baker Tilly

Date: 28 March 2025

Sin C. LI, CPA, CGMA
Licensed by FRC

THL Zinc Ltd
Statement of financial position
As at 31 March 2025

(Amount in USD)

	Notes	As at 31 March 2025	As at 31 March 2024
Assets			
Non-current assets			
Investment in subsidiaries	5	**400,568,177**	460,693,544
Total non-current assets		**400,568,177**	460,693,544
Current assets			
Other receivables	7	**15,569**	15,569
Cash and cash equivalents		**5,197**	34,698
Total current assets		**20,766**	50,267
Total assets		**400,588,943**	460,743,811
Equity and liabilities			
Equity			
Issued capital	8	**9,001,000**	9,001,000
Other equity reserve	6(iii)	**(429,593,904)**	(429,593,904)
Accumulated losses		**(89,266,497)**	(24,950,473)
Shareholder's deficit		**(509,859,401)**	(445,543,377)
Non-current liabilities			
Borrowings	10	**778,000**	34,527,491
Other payables	11	**-**	3,518,370
Total non-current liabilities		**778,000**	38,045,861
Current liabilities			
Optionally convertible redeemable preference shares ("OCRPS")	9	**867,418,000**	867,418,000
Borrowings	10	**33,749,491**	-
Other payables	11	**8,502,853**	823,327
Total current liabilities		**909,670,344**	868,241,327
Total liabilities		**910,448,344**	906,287,188
Total equity and liabilities		**400,588,943**	460,743,811

These financial statements have been approved by the board of directors and authorised for issue on: **28 April 2025**

SPayRamen

Director

Director

The notes on pages 11 to 28 form an integral part of these financial statements.
Independent auditor's report on pages 4 to 6.

THL Zinc Ltd
Statement of Profit or Loss and Other Comprehensive Income
For the year ended 31 March 2025

			(Amount in USD)
	Notes	**Year ended 31 March 2025**	Year ended 31 March 2024
Finance income	13	**-**	623,819
Administrative expenses			
Impairment of investment in subsidiary	5(c)	**(60,125,367)**	-
Audit fees		**(11,381)**	23,850
Professional fees		**(12,133)**	(25,596)
Other expenses	14	**(1,635)**	(1,733)
Loan and interest written off	6(i)	**-**	(36,191,654)
Total administrative expenses		**(60,150,516)**	(36,195,133)
Finance costs	15	**(4,165,508)**	(2,784,753)
Loss before tax		**(64,316,024)**	(38,356,067)
Tax expense	16	**-**	-
Loss for the year		**(64,316,024)**	(38,356,067)
Total comprehensive loss for the year		**(64,316,024)**	(38,356,067)

The notes on pages 11 to 28 form an integral part of these financial statements.
Independent auditor's report on pages 4 to 6.

THL Zinc Ltd
Statement of changes in equity
For the year ended 31 March 2025

(Amount in USD)

	Issued capital	Other equity reserve*	Accumulated losses	Shareholder's deficit
At 1 April 2023	9,001,000	(429,593,904)	13,405,594	(407,187,310)
Total comprehensive loss for the year	-	-	(38,356,067)	(38,356,067)
At 31 March 2024	9,001,000	(429,593,904)	(24,950,473)	(445,543,377)
Total comprehensive loss for the year	**-**	**-**	**(64,316,024)**	**(64,316,024)**
At 31 March 2025	**9,001,000**	**(429,593,904)**	**(89,266,497)**	**(509,859,401)**

**Refer to note 6(iii)*

The notes on pages 11 to 28 form an integral part of these financial statements.
Independent auditor's report on pages 4 to 6.

THL Zinc Ltd
Statement of Cash flows
For the year ended 31 March 2025

	Notes	Year ended 31 March 2025	Year ended 31 March 2024
			(Amount in USD)
Cash flows from operating activities			
Net cash used in operating activities	12	**(29,500)**	(31,925)
Cash flows from financing activities			
Proceeds from issue of OCRPS	9 (i)	**-**	187,850,000
Redemption of OCRPS	9(i) 9(ii)	**-**	(216,432,000)
Proceeds from borrowings	10	**-**	28,600,000
Net cash generated from financing activities		**-**	18,000
Net decrease in cash and cash equivalents		**(29,500)**	(13,925)
Cash and cash equivalents at beginning of the year		**34,697**	48,623
Cash and cash equivalents at end of the year		**5,197**	34,697

The notes on pages 11 to 28 form an integral part of these financial statements.
Independent auditor's report on pages 4 to 6.

1 Company overview

THL Zinc Ltd (the "Company") was incorporated in Mauritius, under the Mauritius Companies Act 2001, on 15 April 2008 as a private company. The Company was granted a Global Business Licence under section 72(6) of the Financial Services Act. The Company's registered office address is c/o IQ EQ Corporate Services (Mauritius) Ltd, 33, Edith Cavell Street, Port Louis, 11324, Mauritius. The Company's principal activity is investment holding.

2 Basis of preparation

The financial statements of the Company have been prepared using the going concern principle under the historical cost convention except for financial liabilities classified as financial liabilities at fair value through profit or loss and are drawn up in accordance with IFRS Accounting Standards as issued by International Accounting Standards Board (IASB) as modified by the exemption from consolidation in the Mauritius Companies Act 2001 for Companies holding a Global Business License.

3(a) Accounting policies

A summary of the material accounting policies, which have been applied consistently, is set out below.

(i) 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. Investments are reviewed for impairment if events or changes in circumstances indicate that the carrying amount may not be recoverable.

(ii) 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. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

In order for a financial asset to be classified and measured at amortised cost, 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. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.
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. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows.
For purposes of subsequent measurement, financial assets are classified in the following categories:

<u>Financial assets at amortized cost (debt instruments)</u>

A ‘debt instrument’ is measured at 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.

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

3(a) Accounting policies (continued)

(ii) Financial Instruments (continued)

(b) Financial asset - Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Company's statement of financial position) 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.

(c) Impairment of financial assets

In accordance with IFRS 9, the Company applies expected credit loss ("ECL") model for measurement and recognition of impairment loss on the following financial assets:

i) Financial assets that are debt instruments, and are measured at amortised cost e.g., loans, debt securities and deposits.

ii) Other receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of IFRS 15.

The Company follows 'simplified approach' for recognition of impairment loss allowance on other receivables. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

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.

Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is the difference between all contractual cash flows that are due to the Company 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 recognised as income/expense in profit or loss. The statement of financial position presentation for various financial instruments is described below:

Financial assets measured at amortised cost: ECL is presented as an allowance, i.e., as an integral part of the measurement of those assets in the balance sheet. The Company does not reduce impairment allowance from the gross carrying amount.

For assessing increase in credit risk and impairment loss, the Company combines financial instruments on the basis of shared credit risk characteristics with the objective of facilitating an analysis that is designed to enable significant increases in credit risk to be identified on a timely basis.
The Company does not have any purchased or originated credit-impaired (POCI) financial assets, i.e., financial assets which are credit impaired on purchase/origination.

(d) Financial liabilities – Recognition & subsequent measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, or as loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.
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.

The Company's financial liabilities include other payables, loans and borrowings and optionally convertible redeemable preference shares ("OCRPS"). Optionally convertible redeemable preference shares ("OCRPS") are classified as financial liabilities at fair value through profit or loss.

THL Zinc Ltd
Notes to the Financial Statements (Cont'd)
For the year ended 31 March 2025

3(a) Accounting policies (continued)

(ii) Financial instruments (continued)

(d) Financial liabilities – Recognition & subsequent measurement (continued)

Financial liabilities and equity instruments issued by the Company

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement.

Equity instruments

Ordinary shares are classified as equity

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Compound instruments

The component parts of compound instruments issued by the Company are classified separately as financial liabilities and equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument. Conversion option that will be settled by the exchange of a fixed amount of cash or another financial asset for a fixed number of the Company's own equity instruments is an equity instrument.

At the date of issue, the fair value of the liability component is estimated using the prevailing market interest rate for similar non-convertible instruments. This amount is recorded as a liability on an amortised cost basis using the effective interest method until extinguished upon conversion or at the instrument's maturity date.

The conversion option classified as equity is determined by deducting the amount of the liability component from the fair value of the compound instrument as a whole. This is recognised and included in equity, net of income tax effects, and is not subsequently remeasured. In addition, the conversion option classified as equity will remain in equity until the conversion option is exercised, in which case, the balance recognised in equity will be transferred to stated capital. When the conversion option remains unexercised at the maturity date of the convertible note, the balance recognised in equity will be transferred to retained profits. No gain or loss is recognised in profit or loss upon conversion or expiration of the conversion option.

Transaction costs that relate to the issue of the compound instruments are allocated to the liability and equity components in proportion to the allocation of the gross proceeds. Transaction costs relating to the equity component are recognised directly in equity. Transaction costs relating to the liability component are included in the carrying amount of the liability component and are amortised over the lives of the convertible notes using the effective interest method.

Financial liabilities at amortised cost

After initial recognition, interest-bearing loans and borrowings and other payables are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in statement of profit or loss and other comprehensive income 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 an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit or loss and other comprehensive income.

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by IFRS 9. Gains or losses on liabilities held for trading are recognised in the statement of profit or loss. Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in IFRS 9 are satisfied.

(e) Financial liabilities – Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expired. 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 the statement of profit or loss and other comprehensive income.

(f) 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 or to realise the asset and settle the liability simultaneously.

3(a) Accounting policies (continued)

(iii) Impairment of non-financial assets

Impairment charges and reversals are assessed at the level of cash-generating units. A cash-generating unit (CGU) is the smallest identifiable group of assets that generate cash inflows that are largely independent of the cash inflows from other assets or group of assets.

The Company assesses at each reporting date, whether there is an indication that an asset may be impaired. The Company conducts an internal review of asset values annually, which is used as a source of information to assess for any indications of impairment or reversal of previously recognised impairment losses. Internal and external factors, such as worse economic performance than expected, changes in expected future prices, costs and other market factors are also monitored to assess for indications of impairment or reversal of previously recognised impairment losses.

If any such indication exists or in case of goodwill where annual testing of impairment is required then an impairment review is undertaken, the recoverable amount is calculated, as the higher of fair value less costs of disposal and the asset's value in use.

Fair value less costs of disposal is the price that would be received to sell the asset in an orderly transaction between market participants and does not reflect the effects of factors that may be specific to the entity and not applicable to entities in general. Fair value for mineral and oil and gas assets is generally determined as the present value of the estimated future cash flows expected to arise from the continued use of the asset, including any expansion prospects, and its eventual disposal, using assumptions that an independent market participant may take into account. These cash flows are discounted at an appropriate post-tax discount rate to arrive at the net present value.

Value in use is determined as the present value of the estimated future cash flows expected to arise from the continued use of the asset in its present form and its eventual disposal. The cash flows are discounted using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which estimates of future cash flows have not been adjusted. Value in use is determined by applying assumptions specific to the Company's continued use and cannot take into account future development. These assumptions are different to those used in calculating fair value and consequently the value in use calculation is likely to give a different result to a fair value calculation.

The carrying amount of the CGU is determined on a basis consistent with the way the recoverable amount of the CGU is determined. The carrying value is net of deferred tax liability recognised in the fair value of assets acquired in the business combination.

If the recoverable amount of an asset or CGU is estimated to be less than its carrying amount, the carrying amount of the asset or CGU is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit or loss.

Any reversal of the previously recognised impairment loss is limited to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognised except if initially attributed to goodwill.

(iv) Accounting for foreign currency transactions and translations

The directors consider USD to be the currency that most faithfully represent 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 prepared in USD.

Transactions in foreign currencies are initially recorded in the entity's functional currency by applying the spot exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in other currencies are translated into functional currencies at exchange rates prevailing on the reporting date.

Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss and other comprehensive income.

Non-monetary assets and liabilities denominated in other currencies and measured at historical cost or fair value are translated at the exchange rates prevailing on the dates on which such values were determined.

All differences are taken to the statement of profit or loss except those where the monetary item is designated as an effective hedging instrument of the currency risk of designated forecasted sales or purchases, which are recognised in the other comprehensive income.

3(a) Accounting policies (continued)

(v) Current and non-current classification

The Company presents assets and liabilities in the statement of financial position 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.

(vi) 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.

(vii) Related parties

Related parties are individuals and companies, including the management company, where the individual or the Company has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions.

(viii) 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.

(ix) Expense recognition

Expenses are accounted for in the statement of profit or loss and other comprehensive income on an accrual basis.

(x) 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 tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

3(b) (a) Application of new and revised International Financial Reporting Standards (“IFRS”)

Up to the date of issue of these financial statements, the IASB has issued the following amendments which are effective for annual periods beginning on or after 01 April 2024:

i Supplier Finance Arrangements (Amendments to IAS 7 & IFRS 7);
ii Lease Liability in a Sale and Leaseback (Amendments to IFRS 16);
iii Classification of Liabilities as Current or Non-Current (Amendments to IAS 1);
iv Non-current Liabilities with Covenants (Amendments to IAS 1);

The application of the new and revised IFRS Accounting Standards did not have any an impact on the financial statements.

(b) Standards and interpretations issued and not yet effective for the financial year ended 31 March 2025

The following standards, amendments to existing standards and interpretations were in issue but not yet effective. They are mandatory for accounting periods beginning on the specified dates, but the Company has not early adopted them. The directors do not expect that the adoption of the standards listed below would have an impact on the financial statements.

New pronouncement	Effective date
Lack of exchangeability – Amendments to IAS 21	01-Jan-25
Classification and Measurement of Financial Instruments - Amendments to IFRS 9 and	01-Jan-26
Annual Improvements to IFRS Accounting Standards— Volume 11	01-Jan-26
Contracts Referencing Nature dependent – Amendments to IFRS 9 and IFRS 7	01-Jan-26
IFRS 18 – Presentation and Disclosure in Financial Statements	01-Jan-27
IFRS 19 - Subsidiaries without Public Accountability: Disclosures	01-Jan-27

The amendments are not expected to have a material impact on the Company. The Company has not early adopted any amendments which has been notified but is not yet effective.

4 Significant accounting estimates and judgement

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. Refer to note 20 for more details.

Estimates and assumptions

The preparation of financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions, that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these financial statements and the reported amounts of revenues and expenses for the years presented. These judgments and estimates are based on management’s best knowledge of the relevant facts and circumstances, having regard to previous experience, but actual results may differ materially from the amounts included in the financial statements.

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

The information about significant areas of estimation uncertainty and critical judgements in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are as given below:

Investment in subsidiaries

Investments in subsidiaries are assessed on an annual basis for impairment in accordance with IAS 36. In making this assessment the directors determine the recoverable amount of the investments which is based on discounted cash flow (DCF) and consider among other factors, the financial health and business prospects of the subsidiaries. The use of DCF requires significant judgements, inputs and estimates to be made by management. If the carrying amount of the investment exceeds its recoverable amount, an impairment loss is recognised to reduce the carrying amount. An impairment loss of **USD 60,125,367** was recognised during the year.

Fair value of financial liabilities at FVTPL

When the fair values of financial liabilities recorded in the statement of financial position cannot be measured based on quoted prices in active markets, their fair value is measured using other valuation techniques. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions relating to these factors could affect the reported fair value of financial instruments.

5 **Investment in subsidiaries**

	(Amount in USD)	
	As at 31 March 2025	As at 31 March 2024
At carrying value		
At 1 April and 31 March	**400,568,177**	460,693,544

(a) During the year 2013-14, the Company has provided for an impairment of USD 221,789,180 on its investment held in THL Zinc Namibia Holdings (Proprietary) Ltd ("THLZNHL"). The directors have re-assessed the investment in the subsidiary for indicators of impairment and have recorded a further impairment of **USD 60,125,367** during the current year.

(b) During the year ended 31 March 2025, the directors have assessed the investment in Black Mountain Mining (Proprietary) Ltd (BMM) for indicators of impairment and are of opinion that no impairment has to be provided on this investment.

(c) Details of the investments held during the year are provided below:

			No of Ordinary Shares Held		**Proportion of ownership interests**		**Value of Investments at cost less impairment (Amount in USD)**	
Company	**Principal Activity**	**Place of operation**	**2025**	2024	**2025**	2024	**2025**	2024
THL Zinc Namibia Holdings (Proprietary) Ltd	Mining	Namibia	**100**	100	**100%**	100%	**431,089,121**	431,089,121
Black Mountain Mining (Proprietary) Ltd	Mining	South Africa	**740**	740	**74.0%**	74.0%	**251,393,603**	251,393,603
Less: Impairment (Refer to note 5(a))							**(281,914,547)**	(221,789,180)
							400,568,177	460,693,544

THL Zinc Ltd
Notes to the Financial Statements (Cont'd)
For the year ended 31 March 2025

6 **Loan receivable**

			(Amount in USD)
		As at 31 March 2025	As at 31 March 2024
Non-current			
Loan to related party			
Bloom Fountain Limited (BFL)	note (ii)	**3,536,419**	3,536,419
Less: Provision for impairment-BFL	note (ii)	**(3,536,419)**	(3,536,419)
Copper Mines of Tasmania Pty Ltd		**-**	31,307,550
Less: Loan written off	note (i)	**-**	(31,307,550)
		-	-

(i) Pursuant to the board meeting of 6 July 2016, Copper Mines of Tasmania Pty Ltd. ("CMT"), a company incorporated under the laws of Australia has sought funds up to the tune of USD 10,000,000 from the Company. The Company agreed to grant the loan up to the amount of USD 10,000,000 to CMT at an interest rate of 2.3% per annum and repayable in one year. During the year 2017-18, the amount under the said facility has been extended upto USD 20,000,000 repayable in July 2019. During the year 2018-19, the amount under the said facility has been extended upto USD 25,000,000 repayable in July 2020. During the year 2020-21, the amount under the said facility was further extended up to USD 35,000,000 repayable in July 2021. During the year 2021-22, the said facility was further extended upto USD 45,000,000 repayable in July 2022 with revised interest rate of 4% p.a. During the year ended 31 March 2023, the parties extended the loan till July 2024 with revised interest rate of 3.16% p.a.

During the year ended 31 March 2024, Monte Cello BV ("MCBV"), a subsidiary of Vedanta Limited, sold 100% of its equity ownership in its wholly owned subsidiary, Copper Mines of Tasmania ("CMT"). As a pre-requisite to the arrangement, all intercompany loans payable by CMT to other group entities were written off in full. Accordingly, a deed of forgiveness dated 16 November 2023 was signed between lender (“the Company”) and borrower (CMT), where the Company had waived off all liability to repay outstanding principal amount of loan along with accrued interest. Pursuant to this, the principal loan outstanding of USD 31,307,550 along with accrued interest of USD 4,884,104 have been written off. The total amount outstanding under this facility as at 31 March 2025 is USD NIL (2024:USD NIL) and accrued interest of USD NIL (2024: USD NIL).

(ii) During the year 2015, the Company has entered into an agreement to provide a loan facility of USD 3,000,000 to Bloom Fountain Limited ("BFL"), a fellow subsidiary of the Company, for a period of 12 months at an interest rate of 2.6% per annum. The loan is unsecured in nature. On 1 March 2016, the amount under the facility was increased to USD 3,600,000 and repayment date was extended to 28 March 2019. The total amount outstanding under this facility as at 31 March 2017 was USD 3,536,419 and accrued interest of USD 173,400. The said outstanding balance along with the accrued interest thereon has been impaired during the year 2016-17 and charged to profit or loss. As at 31 March 2025, the amount outstanding under the said facility along with the accrued interest (net of impairment) is Nil (2024: Nil). During the year 2020-21, the parties extended the loan till 31 October 2022 with an increased rate of interest of 7.11% p.a. effective from March 2020. During the year ended 31 March 2023, the parties extended the loan till 31 October 2025 with an increased rate of interest of 8.68% effective from November 2022. The recoverability of the loan and interest is not certain. Hence, the loan is impaired and interest is not being accrued.

(iii) The Company had advanced loans of USD 1,745,772,494 to Twin Star Mauritius Holdings Limited (TSMHL), a fellow subsidiary of the Company. TSMHL was holding shares of Cairn India Limited (“Cairn India”), another fellow subsidiary of the Company. During the year 2016-17, the merger of Cairn India into the Company's intermediate holding company, Vedanta Limited (“Vedanta"), was substantially completed and was implemented in the month of April 2017 by allotment of shares of Vedanta to the shareholders of Cairn India. As per the terms of the Scheme of merger, Vedanta and its subsidiaries (including TSMHL) did not receive any consideration in lieu of their holding in Cairn India which stood extinguished upon the merger being implemented. Hence, the Company made an impairment provision of USD 1,779,654,112 against the loan (including accrued interest) it had extended to TSMHL and the effects of the same were carried through the statement of changes in equity. During the year 2017-2018, subsequent to the liquidation of TSHML, the Company recognised an additional impairment for the balance USD 716,331 through the statement of changes in equity. The loan payable to Cairn India Holdings Limited of USD 1,250,000,000 along with accrued interest of USD 100,776,539 was assigned to TSMHL which had the effect of recovery of the loan already impaired and an impairment reversal of an equivalent amount. Hence, net impairment reversal of USD 1,350,060,208 has been recognised in other equity. The balance loan of USD 429,593,904 was converted into equity and was written off during the year 2017-2018 due to filing for liquidation by TSMHL.

7 Other receivables

	As at 31 March 2025	As at 31 March 2024
		(Amount in USD)
Advance others- Receivable from Bloom Fountain Limited (Refer to note 7 (i))	**14,638**	14,638
Accrued interest - Copper Mines of Tasmania Pty Ltd (Refer to note 6(i))	-	4,884,104
Less: Accrued interest written off (Refer to note 6(i))	-	(4,884,104)
	-	-
Accrued interest - Bloom Fountain Limited (Refer to note 6(ii))	**173,400**	173,400
Less: Impairment of accrued interest (Refer to note 6(ii))	**(173,400)**	(173,400)
	-	-
Prepaid expenses	**931**	931
	15,569	15,569

(i) During 2017-18, Sesa Sterlite Mauritius Holdings Limited ("SSMHL"), a fellow subsidiary, which entered into liquidation, assigned its net assets to Bloom Fountain Limited (BFL), its parent company and hence the Company transferred its receivable from SSMHL to BFL amounting to USD 14,638.

8 Issued capital

	As at 31 March 2025	As at 31 March 2024
		(Amount in USD)
Ordinary shares		
Issued and fully paid		
At 1 April and 31 March	**9,001,000**	9,001,000

The shares in the capital of the Company comprise 1,000 ordinary shares of USD 1 per share and 90,000 ordinary shares of par value USD 100, issued to THL Zinc Ventures Ltd. The ordinary share carry voting rights and right to dividend.

9 Optionally Convertible Redeemable Preference Shares ("OCRPS")

(Amount in USD)

Issued to	**No. of OCRPS of USD 1 each and premium of USD 99**		**Amount of liability**	
	As at 31 March 2025	As at 31 March 2024	**As at 31 March 2025**	As at 31 March 2024
THL Zinc Ventures Ltd. (9(i))	**8,592,680**	8,592,680	**859,268,000**	859,268,000
THL Zinc Holding BV (9(ii))	**81,500**	81,500	**8,150,000**	8,150,000
	8,674,180	8,674,180	**867,418,000**	867,418,000

(i) In earlier years, the Company had issued 8.5 million, 0.25% Optionally Convertible Redeemable Preference Shares ("OCRPS") of USD 1 each with a premium of USD 99 each to THL Zinc Ltd. The OCRPS are convertible at option of investor into variable number of equity shares based on the fair value as on the date of conversion at any time, also these are redeemable at the option of issuer at any time. Such OCRPS are expected to be in redeemed in next 12 months, therefore it has been classified as current at fair value.

(ii) In earlier years, the Company had issued 81.5 thousand, 0.25% Optionally Convertible Redeemable Preference Shares ("OCRPS") of USD 1 each with a premium of USD 99 each to THL Zinc Holding BV ("THLZBV"). The OCRPS are convertible at option of investor into variable number of equity shares based on the fair value as on the date of conversion at any time, also these are redeemable at the option of issuer at any time. Such OCRPS are expected to be in redeemed in next 12 months, therefore it has been classified as current at fair value. The fair value of the OCRPS approximate carrying amount at year end.

10 Borrowings

(Amount in USD)

	As at 31 March 2025	As at 31 March 2024
Non-Current		
Loan from THLZBV (Refer to note 10 (ii))	**178,000**	178,000
Loan from Namzinc (Pty) Ltd (Refer to note 10 (i))	**-**	33,749,491
Loan from Cairn India Holdings Limited (Refer to note 10 (iii))	**600,000**	600,000
	778,000	34,527,491

Refer to Note 18 for related party disclosures.

(Amount in USD)

	As at 31 March 2025	As at 31 March 2024
Current		
Loan from Namzinc (Pty) Ltd (Refer to note 10 (i))	**33,749,491**	-
	33,749,491	-

Refer to Note 18 for related party disclosures.

(i) Pursuant to a board meeting of 29 November 2016, the Company executed a loan agreement with Namzinc (Pty) Ltd ("NPL"), a group company for an amount of USD 50,000,000 at an interest rate of 2.25% per annum and repayable within one year. During the year 2017-18, the amount under this facility has been extended to USD 100,000,000 payable in July 2020. During the year 2020-21, the maturity of this loan was further extended to October 2022 which was further extended to October 2023 for an interest rate of 1 year SOFR plus 3.5% p.a. During the year ended 31 March 2024, the Company has drawn an additional amount of USD 28,000,000 under this facility. The maturity of this loan has been further extended to October 2025 at an interest rate of 12% p.a. During the year ended 31 March 2025 the existing loan along with accrued interest has been reclassified from non-current liability to current liability. As at 31 March 2025, the principal amount of loan outstanding under this facility was **USD 33,749,491** (2024: USD 33,749,491) along with accrued interest of **USD 7,568,310** (2024: USD 3,518,370).

(ii) During the year 2021-2022, the Company executed an unsecured loan facility agreement with THL Zinc Holding BV, a group company for a facility amount of USD 1,000,000 at an interest rate of 7.74% p.a. repayable in December 2024. During the year 2021-2022, an amount of USD 103,000 was drawn under this facility. During the current year the existing loan was extended to 20 December 2028. As at 31 March 2025, the principal amount of loan outstanding under this facility was **USD 178,000** (2024:USD 178,000) along with accrued interest of **USD 41,462** (2024: USD 26,757).

(iii) During the year ended 31 March 2024, the Company executed an unsecured loan facility agreement with Cairn India Holdings Limited (CIHL) for a facility amount of USD 600,000 at an interest rate of 13% p.a. repayable in June 2026. As at 31 March 2025, the principal amount of loan outstanding under this facility was **USD 600,000** (2024:USD 600,000) along with accrued interest of **USD 124,433** (2024:USD 46,433).

11 Other payables

(Amount in USD)

	As at 31 March 2025	As at 31 March 2024
Non-current		
Accrued interest on loan from related parties (Refer to note 18)	**-**	3,518,370
	-	3,518,370

(Amount in USD)

	As at 31 March 2025	As at 31 March 2024
Current		
Audit fees	**9,881**	7,700
Accrued interest on OCRPS (Refer to note 18)	**318,786**	297,103
Accrued interest on loan from related parties (Refer to note 18)	**7,734,205**	73,190
Payable to related parties (Refer to note 18)	**322,999**	323,000
Other payables*	**116,982**	122,334
	8,502,853	823,327

*Other payables are unsecured, interest free and repayable on demand.

THL Zinc Ltd
Notes to the Financial Statements (Cont'd)
For the year ended 31 March 2025

12 Net cash used in operating activities

		(Amount in USD)
	Year ended 31 March 2025	Year ended 31 March 2024
Loss before tax	**(64,316,024)**	(38,356,067)
Adjusted for:		
- Interest income (Note 13)	**-**	(623,819)
- Interest expense (Note 15)	**4,164,328**	2,783,998
- Loan and interest written off (Note 6 (i))	**-**	36,191,654
- Impairment of investment in subsidiary (Note 5 (c))	**60,125,367**	-
	(26,329)	(4,234)
Working capital changes:		
- Change in other receivables (Note 7)	**-**	207
- Change in other payables	**(3,171)**	(27,898)
Net cash used in operating activities	**(29,500)**	(31,925)

13 Finance income

		(Amount in USD)
	Year ended 31 March 2025	Year ended 31 March 2024
Interest income on loan to related party (refer to note 18)	**-**	623,819
	-	623,819

14 Other expenses

		(Amount in USD)
	Year ended 31 March 2025	Year ended 31 March 2024
VAT expenditure	**(1,635)**	(1,733)
	(1,635)	(1,733)

15 Finance costs

		(Amount in USD)
	Year ended 31 March 2025	Year ended 31 March 2024
Interest expense on OCRPS	**(21,683)**	(22,025)
Interest on loan from related parties (Refer to note 18)	**(4,142,645)**	(2,761,973)
Bank charges	**(1,180)**	(755)
	(4,165,508)	(2,784,753)

THL Zinc Ltd
Notes to the Financial Statements (Cont'd)
For the year ended 31 March 2025

16 Tax expense

The Company is subject to tax at the rate of 15% (2024: 15%). Pursuant to the enactment of the Finance Act 2018, with effect as from 1 January 2019, the deemed tax credit has been phased out, through the implementation of a new tax regime. Companies which had obtained their Category 1 Global Business License on or before 16 October 2017, including the Company, have been grandfathered and would benefit from the deemed tax credit regime up to 30 June 2021.

Accordingly, the Company was entitled to a foreign tax credit equivalent to the higher of the actual foreign tax suffered or 80% of the Mauritian tax (“Deemed tax credit”) on its foreign source income, up to 30 June 2021. Mauritius does not impose tax on capital gains and as such will not be exposed to any capital gains tax in Mauritius upon disposal of investments, and any dividend paid by the Company to its shareholder is not subject to any withholding or other tax in Mauritius.

The Financial Services Commission (“FSC”) issued a Category 1 Global Business License (“GBL1”) to the Company on 19 August 2010. Hence these regulations are applicable to the Company post 30 June 2021.

Post 30 June 2021 and under the new tax regime and subject to meeting the necessary substance requirements as required under the Financial Services Act 2007 (as amended by the Finance Act 2018) and such guidelines issued by the Financial Services Commission, the Company is entitled to either (a) a foreign tax credit equivalent to the actual foreign tax suffered on its foreign income against the Company’s tax liability computed at 15% on such income, or (b) a partial exemption of 80% of some of the income derived, including but not limited to foreign source dividends or interest income. The Company is subject to a Corporate Climate Responsibility ("CCR") Levy of 2% on its chargeable income when turnover exceeds MUR 50 million (approximately USD 1.1M). Turnover means gross income, including any exempt income, derived by the Company from all its sources.

(i) Tax expense

(Amount in USD)

	Year ended 31 March 2025	Year ended 31 March 2024
Current tax	**-**	-
	-	-

(ii) Tax reconciliation

	Year ended 31 March 2025	Year ended 31 March 2024
Loss before taxation	**(64,316,024)**	(38,356,067)
Tax at statutory rate of 15%	**(9,647,404)**	(5,753,410)
Non deductible expenses	**9,018,805**	5,428,748
Effect of unused tax losses not recognised as deferred tax assets	**628,599**	324,662
Income tax expense	-	-

At 31 March 2025, the Company has unutilized tax losses of **USD 6,576,456** (2024: USD 3,101,936). Losses incurred in an income year may be carried forward to be set off against net income of the following 5 income years only and accordingly tax losses of **USD 716,137** for FY 2020-21 has been lapsed as they were being carried forward for more than 5 years. The accumulated tax losses at 31 March 2025 are available for set off against any taxable income, as follows:

(iii) Tax losses carried forward

Loss relating to financial year ending	**Carry forward up to financial year ending**	**As at 31 March 2025**	As at 31 March 2024
31 March 2020	31 March 2025	**-**	716,137
31 March 2021	31 March 2026	**221,386**	221,386
31 March 2024	31 March 2029	**2,164,413**	2,164,413
31 March 2025	31 March 2030	**4,190,657**	-
Total		**6,576,456**	3,101,936

The directors have in accordance with the Company's accounting policy not recognised a deferred tax asset as the probability of taxable profit arising in future is remote.

THL Zinc Ltd
Notes to the Financial Statements (Cont'd)
For the year ended 31 March 2025

17 **Financial Instruments**

Fair Value

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

	As at 31 March 2025	As at 31 March 2024
		(Amount in USD)
Financial assets- at amortised cost		
Cash and cash equivalents	**5,197**	34,698
Loan and other receivables* (Refer to note 6 & 7)	**14,638**	14,638
	19,835	49,336
* Excludes prepaid expense of **USD 931** (2024: USD 931)		
Financial liabilities- at amortised cost		
Loans and other payables (Refer to note 10 & 11)	**43,030,344**	38,869,188
	43,030,344	38,869,188
Financial liabilities- at fair value through profit or loss		
OCRPS (Refer to note 9)	**867,418,000**	867,418,000
	867,418,000	867,418,000

Fair values hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

• Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities

• Level 2: inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices)

• Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

The below tables summarise the categories of financial assets and liabilities as at 31 March 2025 and 31 March 2024 measured at fair value:

As at 31 March 2025

	Level 1	**Level 2**	**Level 3**
Financial liabilities - at fair value through profit or loss			
OCRPS (Refer to note 9)	-	-	**867,418,000**

As at 31 March 2024

	Level 1	Level 2	Level 3
Financial liabilities - at fair value through profit or loss			
OCRPS (Refer to note 9)	-	-	867,418,000

Reconciliation of Level 3 financial liabilities at fair value through profit or loss

	As at 31 March 2024
At 01 April 2023	896,000,000
Proceeds from issue of OCRPS	187,850,000
Redemption of OCRPS	(216,432,000)
Unrealised gain/(loss) on OCRPS	-
At 31 March 2024	**867,418,000**
Unrealised gain/(loss) on OCRPS	**-**
At 31 March 2025	**867,418,000**

(a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. The Company does not have any exposure to market risk.

(b) Interest rate risk

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.

31 March 2025	**Interest bearing**	**Non-interest bearing**	**Total**
			(Amount in USD)
Financial assets- at amortised cost			
Loans and other receivables*	**-**	**14,638**	**14,638**
Cash and cash equivalents	**-**	**5,197**	**5,197**
Total assets	**-**	**19,835**	**19,835**
* Excludes prepaid expense of USD 931			
Financial liabilities- at amortised cost			
Other payables	**-**	**8,502,853**	**8,502,853**
Borrowings	**34,527,491**	**-**	**34,527,491**
Financial liabilities- at fair value			
OCRPS	**867,418,000**	**-**	**867,418,000**
Total liabilities	**901,945,491**	**8,502,853**	**910,448,344**

31 March 2024	Interest bearing	Non-interest bearing	Total
			(Amount in USD)
Financial assets- at amortised cost			
Other receivables*	-	14,638	14,638
Cash and cash equivalents	-	34,698	34,698
Loan receivable	-	-	-
Total assets	-	49,336	49,336
* Excludes prepaid expense of USD 1,138			
Financial liabilities- at amortised cost			
Other payables	-	4,341,697	4,341,697
Borrowings	34,527,491	-	34,527,491
Financial liabilities- at fair value			
OCRPS	867,418,000	-	867,418,000
Total liabilities	901,945,491	4,341,697	906,287,188

All interest bearing assets and liabilities are at fixed interest rate and not sensitive to movement in interest rates.

Interest rate sensitivity

As at 31 March 2025 and 31 March 2024, the Company does not have any exposure to variable rate financial assets and liabilities, hence there is no interest rate risk.

17 Financial intruments (continued)

(c) Credit risk

Credit risk refers to the risk that the counterparty will default on its contractual obligations resulting in financial loss to the Company. The Company has adopted a policy of only dealing with creditworthy counterparties and obtaining sufficient collateral, where appropriate, as a means of mitigating the risk of financial loss from defaults.
The Company is exposed to credit risk from its loans and other receivables and cash and cash equivalents.

The Company has clearly defined policies to mitigate counterparty risks. For cash and cash equivalents, the Company attempts to limit the credit risk by only dealing with reputable banks and financial institutions.

Credit risk on loans and other receivables is limited as the counterparties, which are all related parties, have obtained financial support from the intermediate holding company to enable them to meet their obligations as and when they fall due and to carry on with their current business for the next 18 months. As such, management considers the probability of default to be close to zero and hence no allowance has been recognised based on 12-months ECL. The loan receivable from Bloom Fountain Limited has been impaired due to uncertainty about its recoverability.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

		(Amount in USD)
	As at 31 March 2025	As at 31 March 2024
Loans, interest and other receivables from related parties*	**14,638**	14,638
Cash and cash equivalents	**5,197**	34,698
	19,835	49,336

* Excludes prepaid expense of **USD 931** (2024: USD 931)

(d) Currency risk management

The Company is not exposed to the movemeny in foreign exchange 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 year end.

Currency profile

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

				(Amount in USD)
	Financial assets*	**Financial liabilities**	Financial assets*	Financial liabilities
	As at 31 March 2025	**As at 31 March 2025**	As at 31 March 2024	As at 31 March 2024
United States Dollar	**19,835**	**910,448,344**	49,336	906,287,188

* Excludes prepaid expense of **USD 931** (2024: USD 931)

For the years ended 31 March 2025 and 31 March 2024, the Company does not have any exposure to foreign currencies. Therefore, sensitivity relative to foreign currencies has not been disclosed.

THL Zinc Ltd
Notes to the Financial Statements (Cont'd)
For the year ended 31 March 2025

17 **Financial instruments (continued)**

(e) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as and when 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.

However, the Company has recourse to its holding companies for such financing and the parent has indicated its intention to continue to provide financial support for at least 12 months as from the date of this report. As such, liquidity risk is considered as minimal.

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 maturity profile of the Company's financial liabilities based on the remaining period from the date of balance sheet to the contractual maturity date is given in the table below:

(Amount in USD)

31 March 2025	**Repayable on demand**	**Up to 1 year**	**More than 1 year**	**Total**
Financial liabilities				
Other payables	**116,982**	**8,385,871**	**-**	**8,502,853**
OCRPS	**867,418,000**	**-**	**-**	**867,418,000**
Borrowings	**-**	**33,749,491**	**778,000**	**34,527,491**
Total	**867,534,982**	**42,135,362**	**778,000**	**910,448,344**

(Amount in USD)

31 March 2024	Repayable on demand	Up to 1 year	More than 1 year	Total
Financial liabilities				
Other payables	122,334	700,993	3,518,370	4,341,697
OCRPS	867,418,000	-	-	867,418,000
Borrowings	-	-	34,527,491	34,527,491
Total	867,540,334	700,993	38,045,861	906,287,188

Fair value estimation

The fair values of the Company's financial assets and liabilities approximate their carrying amounts at the reporting date.

17 **Financial instruments (continued)**

(f) Capital risk management

For the purpose of the Company's capital management, capital includes issued capital 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, loans and borrowings, less cash and cash equivalents, excluding discontinued operations.

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

Gearing ratio

The gearing ratio at the year end was as follows:

		(Amount in USD)
	As at 31 March 2025	As at 31 March 2024
Debt (i)	**901,945,491**	901,945,491
Cash and cash equivalents	**(5,197)**	(34,698)
Net debt	**901,940,294**	901,910,793
Equity (ii)	**(509,859,401)**	(445,543,377)
Net debt to equity ratio (times)	**N/A**	N/A

(i) Debt is defined as long-term and short-term borrowings
(ii) Equity includes all capital, other equity and other reserves of the Company.

THL Zinc Ltd
Notes to the Financial Statements (Cont'd)
For the year ended 31 March 2025

18 Related party transactions and balances

During the year ended 31 March 2025, the Company transacted with related parties. The nature and volume of transactions with the entities are as follows:

(Amount in USD)

Name of Company	Relationship	Nature of transaction	As at 31 March 2025	As at 31 March 2024
Transactions				
THL Zinc Ventures Ltd	Holding company	Interest expense on OCRPS (Note 15)	**21,480**	20,895
		OCRPS issued (Note 9 (i))	**-**	187,850,000
		OCRPS redeemed (Note 9 (i))	**-**	(28,582,000)
THL Zinc Holding BV	Group company	Interest expense on OCRPS (Note 15)	**203**	1,130
		Interest expense on loan (Note 15)	**14,705**	13,776
		OCRPS redeemed (Note 9 (ii))	**-**	187,850,000
Copper Mines of Tasmania Pty Ltd	Group company	Interest income (Note 13)	**-**	623,819
Namzinc (Pty) Ltd	Subsidiary	Interest expense (Note 15)	**4,049,940**	2,701,764
		Loan received (Note 10)		28,000,000
Cairn India Holdings Limited	Group company	Loan received (Note 10)		600,000
		Interest expense (Note 10)	**78,000**	46,433
Outstanding receivable/(payable) balances				
Vedanta Resources Limited	Intermediate holding company	Payable (Note 11)	**(104,716)**	(104,716)
Amount due to THL Zinc Ventures Ltd	Holding company	Payable (Note 11)	**(322,999)**	(323,000)
		Interest payable (Note 11)	**(258,126)**	(236,646)
		OCRPS (Note 9)	**(859,268,000)**	(859,268,000)
Amount due to THL Zinc Holding BV	Related party	Interest payable (Note 11)	**(102,122)**	(87,214)
		OCRPS (Note 9)	**(8,150,000)**	(8,150,000)
		Loan payable (Note 10)	**(178,000)**	(178,000)
Bloom Fountain Limited	Group company	Other receivable (Note 7)	**14,638**	14,638
		Loan (Note 6)	**3,536,419**	3,536,419
		Provision for impairment (Note 6)	**(3,536,419)**	(3,536,419)
		Accrued interest (Note 7)	**173,400**	173,400
		Provision for impairment for accrued interest (Note 7)	**(173,400)**	(173,400)
Namzinc (Pty) Ltd	Subsidiary	Loan payable (Note 10)	**(33,749,491)**	(33,749,491)
		Interest payable (Note 10 & 11)	**(7,568,310)**	(3,518,370)
Cairn India Holdings Limited	Group company	Loan payable (Note 10)	**(600,000)**	(600,000)
		Interest payable (Note 11)	**(124,433)**	(46,433)

18 Related party transactions and balances (continued)

Other related party transactions

IQ EQ Corporate Services (Mauritius) Ltd and its associates perform certain administration and tax related services for the Company. An amount of **USD 10,079** (2024: USD 6,144) which includes professional fees for the provision of directorship services of **USD 2,004** (2024: USD 4,000) was expensed during the year in respect of the aforesaid services. No compensation to key management personnel was paid during the year (2024: Nil).

19 Immediate, intermediate and ultimate holding company

The Company's immediate holding company is THL Zinc Ventures Ltd, a Global Business Company, established in Mauritius. The Company's intermediate holding companies are Vedanta Limited, a company incorporated in India, and Vedanta Resources Limited, a company incorporated in the United Kingdom.

The ultimate controlling party of the Company is Vedanta Incorporated (formerly "Volcan Investments Limited") and its wholly owned subsidiary Volcan Investments Cyprus Limited, which is beneficially owned by the Anil Agarwal Discretionary Trust. Vedanta Incorporated is incorporated in the Bahamas and does not prepare Consolidated financial statements.

20 Going concern

The Company incurred a net loss of **USD 64,316,024** (2024: USD 38,356,067) for the year ended 31 March 2025 and as at that date, its total liabilities exceeded its total assets by **USD 509,859,401** (2024: USD 445,543,377).

The Company has received a letter of support from Vedanta Limited, the intermediate holding company, which will provide financial support to the Company to enable the latter to meet its obligations as and when they fall due and to carry on its current business for the next 18 months. The Company owns investments with positive net asset values that are profitable, which provides the directors with comfort that support will continue to be provided by the group or could be obtained from its subsidiaries.

The annual financial statements have been prepared on the basis of accounting policies applicable to a going concern. This basis presumes that the Company will continue to receive the support of its intermediate holding company and that the realisation of assets and settlement of liabilities will occur in the ordinary course of business.

21 Contingent liabilities

The Company does not have any contingent liabilities as at the year end which require disclosures in the financial statements.

22 Events after reporting period

There have been no material events after reporting date which would require disclosure or adjustment to the financial statements for the year ended 31 March 2025.