

To The Board of directors of

THL Zinc Holding BV

## Report on Financial Statements

We have audited the accompanying financial statements of "THL Zinc Holding Bv." ("the Company"), which comprise the Balance Sheet as at 31<sup>st</sup> March 2015, the Statement of Profit & Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

# Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Principles Generally Accepted in India (Indian GAAPs), including Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding 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.



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Branches: Ahmedabad | Bengaluru



#### Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### Opinion

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 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 31<sup>st</sup> March, 2015, and its Profit and its Cash Flows for the year ended on that date.





#### Other Matter:-

The financial statement are prepared to assist Vedanta Limited, holding company (Earlier Known as Sesa Sterlite Limited) to prepare its consolidated financial statements as per generally accepted accounting principal 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,

Chartered Accountants (Registration, No. 107783W)

Anuj Bhatia

Partner

Membership No.: 122179

Place: Mumbai

Date: April 23, 2015

#### THL Zinc Holding BV Balance Sheet as at March 31, 2015

	· · · · · · · · · · · · · · · · · · ·		Notes	As at March 31, 2015	As at March 31, 2014
	Particulars			USD	USD
Į,	EQUITY AND LIABILITIES				
1	Shareholders' funde (a) Share capital (b) Reserves and surplus		2	12,629,664	12,629,684
	(b) Reserves and surplus		3	624,464,894	579,047,453
2	Current liabilities			637,094,558	591,677,117
	(a) Other current liabilities	NE	4	18,556	16,118
	(b) Short-term provisions		5	1,276,958	1,241,916
				1,295,514	1,258,034
		TOTAL		638,390,072	592,935,151
II.	ASSETS				
1	Non-current assets				
2	(a) Non-current investments Current assets		6	248,274,508	263,104,989
	(a) Cash and Cash Equivalents		7	29,588	10,363,996
	(b) Short-term loans and advences		8	390,085,978	319,466,166
				390,115,566	329,830,162
		TOTAL		638,390,072	592,835,151

The accompanying notes are forming part of the financial statements.

As per our report of even date

For Pathak H D & Associates

Chartered Accountants

Anuj Bhatla Partner

Date: April 23, 2015

For and on behalf of THL Zinc Holding BV

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		Notes	For the year ended 31 March , 2015	For the year ended 31 March , 2014
	Particulars Particulars	-	USD	USD
1	Other income	9	61,653,482	49,039,098
	Total Revenue		61,653,482	49,039,098
Ħ	Expenses:			
	(a) Finance costs	10	21,058	511
	(b) Other expenses	11	63,670	139,485
	Total Expenses		84,626	139,998
m	Profit before exceptional and extraordinary items and tax (I-ii)		61,568,856	48,899,102
ľV	Exceptional items [Refer note no 6.1]		14,830,483	107,992,623
V	Profit/(Loss) before tax (III - IV)		48,738,373	(59,093,521)
VI	Tax expense:			
	Current tax	12	1,320,932	976,121
VII	Profit / (Loss) for the year (V-VI)		45,417,441	(60,069,642)
VIII	Earnings per equity share of EUR 1 each	13		
	(a) Basic	925	12,15	(16.07)
	(b) Diluted		12.15	(16.07)
				{10.07}

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The accompanying notes are forming part of the financial statements.

As per our report of even date

For Pathak H D & Associates

Chartened Accountant

Anuj Bhatla Partner

Date: April 23, 2015

For and on behalf of THL Zinc Holding BV

GR Arun/Kuibar Authorzed Signatory THL Zinc Helding B.V Cash Flow Statement for the year, anded March 31, 2015

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PRIVIL SCHOOLS GOL Me Less, ettimen season 21, 2214	Fig. the year words	at the Martin 48	For the year ended 31	ar ended 31 Merch 14	
	LIND.	USD	USD	U80	
Particulars				3335	
Casts flow from Operating Agithties Not (Loss) / Piorit for the year before hit as per statement of Profit & Loss		46,736,373		(59,023,521)	
Adjustments for:			(45,000,000)		
- Dividend Income	(65,600,000)		(4,039,097)		
- Interest Income	(6,064,465) (13,683)		19,363		
- Foreign exclusings fluctuation	20.074	[61,638,097]		(48,919,704	
Interest on Income Star	20,014 _	(o Mendan)			
Other non-cesh changes	d 14,830,443		107,992,628		
- Provision for impairment for investment in Vedenta Ushean Holdings Limited	() Jelanties				
		(40,857,614)		58,972,919	
Operating loss before working capital changes	13=	(60,241)	3	(120,00	
355 T					
Changes in working capital: Adjustments for increase / (decrease) in operating fabrilles:			000 V 100 may 0		
Other custom liabilities and provisions	2,430	1,430	(166,679)	(150,671	
Cash used in operations		(66,803)		(279,28	
1000000 (00000 100000 10000 10000 10000 10000 10000 10000 100000 10000	12	(1,212,261)	22	(14,38	
Not known tax paid Not each used in operating subsition (A)	·	(1,279,064)	-	(203,84)	
Cash Flow from seventing Activities					
interest received		974,678		2,261,72	
Divisional received		55,500,000		45,000,00	
Loans to related parties		(66,630,000)		(57,410,00	
Repayment of loans by third parties			5 <del></del>	20,708,00	
Net cash flow from/[used] timesting activities (B)		(9,055,324)	-	10,000,72	
Cash Flow from Financing Activities					
Net cash flow from Ilnaricing jactivities (C)			-		
Not (Decrease) / Increase in spain and cosh equivalent (A+B+C)		(10,334,408)		10,263,07	
Costs and costs equivalents at the beginning of the year (refer Note 7)		10,363,986		100,92	
		29,500		10,363,96	
Cash and each equivolents at the end of the year (refer Note 7)		26/2022/20			
The accompanying notes are forming part of the financial statements.					
As per our report of even date			1		
		For and on Mahabital Dis	Zind ligiding BV		
For Pathak H D.E. Associates		// /	. V - ·		

Date : April 23, 2016

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#### THL Zinc Holding BV e forming part of the financial statements

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company Overview

THL ZINC Holding 5.V. (the company) is a private company with limited liability ("Bealoisn Vennootschap"), excisting under the laws of The Netherlands, incorporated on April 20, 2007. The company has its statutiony seal and principle place of business in Amsterdam, The Netherlands. The principle activity of the company is Holding of investments and Financing Activities.

#### 1 (b) Significant accounting policies :

(i) Basis of accounting and preparation of financial statements

mails or accounting and preparation of financial statements.

The financial dialements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under the Companies Act, 1956 ("the Act") (which continue to be applicable in respect of Section 133 of the Companies Act, 2013 in terms of General Circular 157 2013 detect 13 September 2013 of the Ministry of Corporate Affeks). The financial statements have been prespried on accrual basis under the historical cost convention.

(II) Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and fisbilities and disclosure of contingent liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Differences between actual results and estimates are recognized in the periods in which the results are known / materialise.

(III) investments

Long-term invastments (excluding investment properties), are carried individually at cost less provision for diminution, other then temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition changes such as prolicinge, fees and duties. Investments are recorded as Long Tarm investments unless they are expected to be sold within one year, such as prolicing, fees and duties. Investments in subsidiaries are valued at cost less any provision for impairment, investments are reviewed for impairment if events or changes in discumstances indicate that the carrying amount may not be recoverable.

(W) Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any defensis or accrueits of gast or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

(v) Foreign Currency Transactions

- (i) Transactions determinated in foreign currencies are recorded at the exchange rate prevailing at the defe of the transaction,
- (ii) Monetary assets and liabilities in foreign currency outstanding at the year and are restated at the year-and exchange rates and resultant exchange differences are taken to the Statement of Profit and Loss.
- (iii) Any income or expense on account of exchange difference either on settlement or on translation is recognised in the Statement of Profit and Loss,
- (iv) In order to hedge its exposure to foreign exchange risks, the Company enters into forward excelling contracts and other derivative financial instruments. The Company relither holds nor issue any derivative financial instruments for specualitive purpose in case of forward Contracts with underlying assets or liabilities, the difference between the forward rate and the exchange rate on the date of inception of forward contract is recognized as income or expense and is amortised over the life of the contract. Exchange differences arising on settlement if restatement of short-term fureign currency monetary satetis and liabilities of the Company are recognized as income or expense in the Statement of Profit and Loss. The company introduce for losses in recognizing in advantage of lesses in recognizing them to company introduce for losses in recognizing them to company introduce for losses in recognizing them to company are recognized as income or expense in the Statement of the contract. company provides for losses in respect of all outstancing foreign currency derivatives exposure at the balance sheet data by marking them to

(vi) Revenue Recognition

Revenue is recognised only when it can be reliebly measured and it is reasonable to expect ultimate collection, Dividend income is recognised when right to receive the payment is established by the Balance Sheet date, Interest income is recognised on time proportion basis taking into ecceunt the emount outstanding and rate applicable.

(vil) Taxation

Income tax is calculated on the profit/oss before tax in the income statement, taking into account any losses carried forward from previous financial lincome tax is calculated on the profit/oss before tax in the income tax is statement, taking into account any losses carried forward from previous financial lincome tax is statement. changes in the applicable tax rates.

(vill) Provision, Contingent Liebilities and Contingent assets

- Provision, consequent assumes and consumption assets.

  A provision is recognised when the Compeny has a present obligation as a needs of past events and it is probable that an outflow of resources will be a provisions are not discounted to their present value and are required to settle this obligation in respect of which a reliable estimate can be made, Provisions are not discounted to their present value and are required to settle the obligation at the Balance Sheet date. These are reviewed at each Balance Sheet date and determined besited in the best estimate required to settle the obligation at the Balance Sheet date. These are not discoved in financial adjusted to reflect the current best estimates. Contingent liabilities are disclosed in financial statements. Contingent Assets are not disclosed in financial.
- 1(c) The financial statements are prepared for the purpose of preparing consolidated financial statement of holding company, Vedanta Limited (formerly known an Sesa Sterlite Limited).





THL Zinc Holding BY

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(2 10 10 10 10 10 10 10 10 10 10 10 10 10		As at Murr	h 31, 2015	Asi at Mancin	31, 2014
	Particusirs	Number	USD	Number	USD
Note	2 - Share Capital				
Auth	Orined				
	y Shares of EUR 1 each fully paid	20,000,000	27,341,073	20,000,000	27,341,07
0.25	% Preference Shares of EUR 1 each fully paid up	25,000,000	34,180,077	25,000,000	34,180,07
iseu					
	y Shares of EUR 1 each fully paid	3,738,000	5,110,047	3,730,000	5,110,04
0.25	% Preference Shares of EUR 1 earth fully paid up	5,500,000	7,619,617	5,500,000	7,519,61
Sub	scribed & fully Pald up				
	y Sheres of EUR 1 each fully paid	3,738,000	5,110,047	3,738,000	6,110,04
0.26	% Preference Shares of EUR 1 such fully paid up	8,500,000	7,519,617	5,500,000	7,519,81
	Total	9,238,000	12,628,664	9,238,098	12,529,44
	onciliation of the number and amount of equity as outstanding at the beginning and at the end of the	As at March 31, 2015		As at March 31, 2014	
		Number	USD	Number	USD
Sher	es outstanding at the beginning of the year	2,738,900	8,110,047	3,738,000	5,110,04
Sher	as outstanding at the end of the year	3,738,000	5,110,047	3,738,000	5,110,04
	oncillation of the number and amount of profesence as outstanding at the beginning and at the end of the	3300			
		Number	USD	Number	USD
Shar	es outstanding at the beginning of the year	6,800,000	7,519,617	5,500,000	7,519,61
Sher	es outstanding at the end of the year	\$,500,000	7,619,617	5,500,000	7,519,81
Detail	is of shares held by Holding Company	As at March 31, 2016	As at March 31, 2014		
	y shares are held by Vedanta Limited (formerly known as Sesa a Limited)	3,734,000	3.738.000		
See In					

Preference shares are held by Vedanta Limited (formerly known as Sesa Statiste Limited) Percentage of holding

5,500,000 100% 5,500,000 100%

Iv) Other disclosures

- a) 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 declared 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.
- (b) Each Optionally Convertible Reademable Prefernce shares can be converted at the option of the investor into variable number of equity stares and can be reedemed at the option of the company at any time.

	As at March 31, 2015	As at Merch 31, 2014
Perticulars	UND	USD
Note 1 - Reserves & Surplui		123
n. Securities Premium Account		
Opening Balance	539,000,008	539,000,000
Closing Balance	538,000,000	639,000,500
b. General Reserve		127
Opening Balance	(216)	(216)
Closing Balance	(215)	(216) (216)
c, Surplus in Statement of Profit and Loss		
Salance at the beginning of the year	40,047,668	100,117,311
Add: (Loss) /Profit for the year	46,417,441	(60,059,642)
Balance at the end of the year	86,485,110	40,047,868
Total	624,464,894	579,047,453





THL Zine Holding BV Notes forming part of Financial Statements for the year ended March 31, 2016

Particulars	As at March 31, 2015 USD	As at March 31, 2014
		Ued
Note 4 - Other Current Liebilities		
(a) Other payables (for experienc)	18,666	16,118
Total	18,556	16,118
Note 5 - Short Term provisions (a) Provisions for uses	1,276,968	1 214 822
Total	1,276,968	1,241,916
Note 5- Non Current Investments (Refer Note 1 (b)(W))		
Investments:		
Trade investments (a) investment in Equity instruments of subsidiaries		
(f) 12 (Previous Year 12) Equity-shares of USD 1 each in Vedentz Lisheen Holdings United	82,063,461	66,913,934
(6) 91 (Previous Year 91) Equity shares of EURO 1 each in Lakomasko BV	191,055	191,055
(b) Investments in Preference shares of subsidiaries		
(i) 1,960,000 (Previous Year 1,980,000) 0.25% Optionally Convertible Redeemable Preference	198,000,000	188,000,000
Total	248,274,806	263,164,989
Aggregate amount of unquoted investments	248,274,506	263,104,989
Note 6.1- During the year the company has provided for impairment of USD 14.530.483 (Previous held in Vedanta Lishean Holdings Limited. Aggregatia amount of provision for impairment in value (Previous Year USD 484,875,435)	* Year USD 107,992,62: of above investment of	3) for its investment USD 499,705,918
Note Y - Cash and Cash Equivalents		
Cash and Cash Equivalents		
(a) Balances with banks in coment accounts (b) Bank deposits (having massity of 3 months or Less)	29,688	3,998 10,360,000
; Total	29,568	10,363,996
Of the above, the balanose that meet the definition of Ceah and cash equivalents as per AS 3 Ceah Flow Statements is	29,588	10,363,996
Note 8- Short term loans and advances		
Unsecured, considered good unless stated		
n; Losns and advances to releted parties (Refer Note 16)		•
	390,085,978	319,466,168
Total	390,088,978	319,468,166
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THL Zinc Holding BV Notes forming part of Financial Statements for the year ended. March 31, 2015

	For the year ended 31 March , 2015	For the year ended 31 March , 2014
Particulars	USD	ÜSĎ
Note 9 - Other Income		
Interest Income from		
(i) Deposits	4,876	5,120
(i) Loans	6,059,812	4,033,978
Dividend from Long Term Investments- Subsidiary	85,500,000	45,000,000
(a) Net gain on foreign currency transactions and translation		40,000,000
(other than considered as finance cost)	88,994	
<b>Total</b>	81,683,482	49,039,098
Inches processes and the second secon		15,000,000
Note 10 - Finance Cost	2	
(a) Interest expense on income Tax	20,074	_
(b) Bank charges	982	511
Total	21,056	611
Note 11 - Other Experises		
(a) Payments to Auditors - Audit Fees	7,125	7,600
	•	
(b) Professional fees	56,445	107,414
(c) Net loss on foreign currency transaction and translation	2000c • 100000000000000000000000000000000	24,571
Total	83,570	139,485
Note 12- Current Tax	*	
Current tax		201
(I) for the year	4 690 656	· · · · · · · · · · · · · · · · · · ·
(ii) for the earlier years	1,276,958	961,785
The second secon	43,974	14,386
Net Current tax	1,320,932	976,121
1.41		7771181





		For the year ended 31 March, 2015	For the year ended 31 March, 2014	
	Pérficulare	U8D	USD	
13	Earnings Per Share ( EPS )			
	Net Profit / Loss after tax attributable to equity shareholders for Basic and Dituted EPS	45,417,441	(60,069,642)	
	Weighted average Number of equity Shares	2,738,500	3,738,000	
	Par Value per Share (EUR)	a second a		
	Earning Per Share - Basic and diluted	12.16	(18.07)	

13.1 Optionally Convertible Residentiable Preference Shares will be converted at the option of the shareholder into variable number of shares based on the fair value as on date of configuration. No of shares to be lissued on excercise of convertion option is not certain and hence the same has not been considered for the computation of District Earning per share.

	Particulars	*	USO	USD	
14	Contingent liabilities		patrodis ************************************		
	Contingent (lebilities and operaturents (to the extent not provided for) Claims against the company not acknowledged as debt		NIL	NIL	

15 There is no separate repartable segment hence information as defined in the Accounting Standard 17 "Segment Reporting" is not given.





THL Zine Holding BV

Hotes forming part of the financial statements
18 Related party transactions

Names of related parties and description of relation:

Utimate Holding Company

Vedenta Resources Pic.

Intermediate Holding Companies

Vedente Resources Holdings Limited

Weiter Trading Ltd Richter Holdings Ltd Twinster Holdings Limited Vedants Limited (formerly known as Sesa Sterille Limited)

The second of th

Immediate Holding company (\*)

Vedeste Limited (formerly known as Sesa Sterike Limited)

Subsidiaries

Lekomesko 6V Vadenta Lisheen Holdings Limited (Earlier Vadenta Lisheen Finance Limited)

Fellow Subsidis

Twinster Mauritius Holdings Limited THL Zing Limited

\* Startile infra Margad into Vedente Limited (formerly known as Sees Storite Limited) Note: Related parties have been identified by the management

			For the year ended 31 March, 2015	For the year ended 31 Merch, 2014
			UBIO	Ų\$Đ
Weiter Treaties United oan given / (edited) serest Income	10			(66,896,000 406,000
		160	**	
Vedente Resissation Els. cer given / (edission) serest trooms	ef			(20,000,00 1,30
		. [		
Twinster Hollings Limited oen given / (adjusted) (terest income		ļ	•	(11,200,00 74,98
Richter Holdings Limited can given / (adjusted)		Si e		(182,573,00
nerest snoome		(3)		1,232,65
.Twinster Natirities Herdinas Limited sen given / (millumet)			88,636,800 6,088,812	317;299,74 2.167,42
narest income cen Receivable		1	382,438,743	317,298,74
torest Rocelveble			7,267,231	2,167,42
Vedenta Resources Halding Limited	78			4944044949444
oan given		2.5		30,590,00 (30,590,00
oen adjusteri Iterast Income		1		152,80
Nonte Callo BY		İ	A20,260	
oevig nevig neon			e20,3%0	
Lakemento SV	,	1	4	9
can given	х.	1	10:140 10:140	8
cen editated			1001	34,57
nvestment		550	101,056	191,0
Vectoria i Indian i Staticas i Imital Ividend Install	1		48, \$49,000 82,003,431	46,000,0
nvestment.		3	62,043,131	66,913,93
O. THI. Zing last	. The	8	100.000,000	195,000,0
INCOMPANT IN THE WATER BY BY BY BY			,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	1-00,000,00

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Date : April 29 21

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	Amount In USD			
- Particulars	Debit	Credit		
EQUITY SHARE CAPITAL		(5,110,047)		
PREFERENCE SHARE CAP	5	(7,519,617)		
PREF SHARE PREMIUM	• 1	(539,000,000)		
PROFIT & LOSS AVC	1 - I	(40,047,689)		
GENERAL RESERVE	218	•		
OUTSTANDING LIAB.	- 1	(18,656)		
PROV FOR TAX (CY)	• i	(1,276,958)		
IMPAIRMENT LIAB	4	(499,705,918)		
INV IN LAKOMASKO	191,055	-		
INV IN LISHEEN FLTD	551,789,369	•		
INV IN PREF SHARES	196,000,000	67.4		
ABN AMRO BANK	5	(4)		
CLRG ABNAMRO BANK	543.			
BOB ACCOUNT	28,978	•		
ABN AMRO BANK EURO	62	•		
ACCRUED INTEREST	7,257,235	•		
LOAN TO TSMHL	362,828,743			
Dividend from subsid	-	(55,500,000		
INT INCOME-FIXED DEP		(4,676		
INTEREST-INCOME TAX	20,074	20 0E0 040		
INTEREST FROM TSMHL		(6,059,812		
PROV FOR IMPAIRMENT	14,830,483			
AUDIT FEES-STAT	7,125	1. <b>-</b> 1		
PROFESSIONAL FEES	56,444	100 004		
FOREIGN, EXH, DIFF	i	(88,994		
CHG-BANK	982	-		
PROV FOR TAX :APP(CY	1,320,932	// /E/ 955 5/1		
TOTAL	1,154,332,247	(1,154,332,247		

For and on behalf of THL Zinc Holding BV

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