

Scope of work for engagement of Compliance Partner, providing compliance support to Hindustan Zinc Limited ('HZL').

1. Scope of work:

Compliance Partner will be responsible for the below services (Part- A, B, C, D, E and F) for the list of units/locations mentioned below:

Name of the Unit	State
Debari Smelter	Rajasthan
Corporate Office	Rajasthan
Zawar (CPP+Mines)	Rajasthan
CLZS Smelter	Rajasthan
Kayad Mines	Rajasthan
Rampura Agucha Mines	Rajasthan
Dariba Complex (Mines + Smelter)	Rajasthan
Pantnagar	Uttarakhand
Hindustan Zinc Alloys Private Limited	Rajasthan
Hindustan Zinc Fertilizers Limited	Rajasthan
Colony, Hospitals, Guest House, Schools, CSR asset under the HZL, Water Dams, Warehouse & Depot	Rajasthan

Part A: Periodic updation of compliance repository

As part of its obligation, Compliance Partner shall perform the following: -

1. Periodic updation of:
 - a) Compliance repository in light of regulatory changes applicable to compliance landscape of Hindustan Zinc Limited. This activity covers reassessment of applicable laws and incorporation of missing laws.
 - b) Identification of additional laws and compliances basis any operational changes and information from the key stakeholders.
 - c) Compliance Partner will map the compliance requirements in the tool that arise out of the consents (related to environmental laws like CTO/CCTE/ PESO etc shared by HZL basis the users' details provided by HZL.

For the purpose of legal update, the term "periodic" means on monthly basis.

For the purpose of this scope of work document, the term "tool" means the compliance monitoring tool/software used by HZL.

2. Maintenance of tracker for licensing/registration/approval related compliances & periodic updation on the renewal / expiry, basis the inputs shared by HZL.

Part B: Compliance review covering:

- a) Sample review of compliance status reported in the tool by respective users / departments across all the units mapped in the tool, as mentioned below:



- Monthly reporting of filing & registration/licensing/statutory payment related compliances.
 - Reported procedural and event-based compliances to be reviewed on a quarterly basis.
 - Assessment of “Not applicable” compliances being reported by users in the tool in light of its actual status verified.
- b) Based on the above review, identification of exceptions (pertaining to inappropriate reporting, actual non-compliances, status of remediation timelines by users and inappropriate attachments uploaded) noted and exception reporting to the management for final consideration.
- c) Compliance Partner shall carry out a review on monthly basis to check the compliance status as reported in the tool. This amongst other will include seeking information and documents from HZL in support of compliance status as reported by the user.

This review shall be done on a monthly basis and Compliance Partner shall report the identified gaps, recommendations and remediation plan as agreed by the users. The gaps, recommendations and remediation plan will be shared with the management in the succeeding month for their further review and consideration.

Part C: Handholding by Compliance Partner covering:

- a) Coordination with users to discuss the list of upcoming compliances and follow up for timely submission of compliances in the tool.
- b) Providing need-based compliance clarifications and resolving tool related queries.
- c) Regular co-ordination with process owners to understand compliance related challenges (interpretation or reporting) and resolving the same.
- d) Updation of user change and compliance remapping request, basis details provided by HZL.
- e) Need-based assistance to HZL Management in providing clarifications on compliance checklists uploaded in the Tool.
- f) Guidance to users in remediating non-compliances/ incorrect reporting & tracking open issues vs. its remediation.
- g) Need based subject matter expert (SME) support to users for compliance related challenge.
- h) Responding to any tool related and other queries asked during internal / external audits w.r.t. framework, tool, compliances & MIS report.
- i) The compliance Partner shall carry out analysis of the compliance status reported in the tool. This includes identification of exposure areas and developing remediation plan to mitigate compliance risk.
- j) Assistance to the users in ensuring timely submission of status in the tool.
- k) Assistance to users in compliance execution - Coordination with user teams to facilitate resolution of non-compliances. This will include helping in correct understanding of the compliance requirements, help coordinate meeting of relevant stakeholders, coordination with users for effective resolution / mitigation plan etc.
- l) Refresher training to users identified by HZL, as and when necessary. Material for training will be as reviewed and approved by HZL.



- m) On-site training to users and for vendors as necessary, for compliance reporting, create sensitivity for correct and accurate reporting.
- n) Workshops with process owners for sharing industry practice and regulatory changes.
- o) Understanding and highlighting compliance related risk arising from outsourcing model of engagements – This would mean sample-based verification, (as mutually agreed between parties) of contractor's registers and records to assess the actual performance of compliances and Principal Employers risk.
- p) Sending regulatory updates, and mapping compliances relevant to the unit. Legal updates and regulatory changes (legislations, amendment, circulars, orders) will be updated, based on the information available in public domain i.e. government websites and websites subscribed by Compliance Partner. Updates pertaining to local and municipal laws – shall be provided on a best effort basis.
- q) Compliance Partner shall collate remediation remarks and timeline from different users as against the exception noted and share, present & discuss the exception report highlighting the instances of non-compliances to the HZL management.
- r) Compliance partner shall do periodic internal audits of the compliance reporting done by the users in the tool and also audit of the site/locations by compliance partner resources.

Part D: Training to Users and Administrators as follows:

- Trainings to identified users on tool interface.
- Trainings on regulatory compliance and legal updates.

Part E: Automate compliance monitoring framework for 100% owned subsidiary Hindustan Zinc Alloys Private Limited, Hindustan Zinc Fertilizers Limited and Vedanta Zinc Football and Sports Foundation:

- Identification of compliance obligation based on business operations.
- Automation of compliance monitoring framework deployed via Tool.
- Extended services mentioned in Part A, B, C.

PART F. Compliance Partner Resources:

- For providing the services covered, Compliance Partner shall have its team members work at the premises of HZL as follows:

Compliance Partner	Compliance Partner	Compliance Partner
Team Member-1	Team Member	Udaipur
Team Member-2	Team Member	Agucha
Team Member-3	Team Member	Chanderiya
Team Member-4	Team Member	Dariba

- The resource allocation by Compliance Partner and identified HZL location is tentative and is subject to modification or revision by HZL.
- The compliance partner resources shall be a person with at least 5 years relevant experience of managing compliance framework at site locations.

