

Corporate Governance Report for the quarter ended September 30, 2021

General information about company	
Scrip code	973384
NSE Symbol	
MSEI Symbol	
ISIN	INE011A07115
Name of the entity	Nayara Energy Limited
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Half Yearly
Date of Report	30-09-2021
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

Annexure I																					
Annexure I to be submitted by listed entity on quarterly basis																					
I. Composition of Board of Directors																					
Disclosure of notes on composition of board of directors explanatory																					
Whether the listed entity has a Regular Chairperson														Yes							
Whether Chairperson is related to MD or CEO														No							
Sr	Title (Mr/Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN	

1	M	Charles Anthony Fountain	ABOP F7834L	0771 9852	Executive - Nominee Director	Chair person		23 - 09 - 19 60	NA		19-08-2017	02-01-2021		49	0	0	0	0		
2	M	NAINA LAL KIDWANI	AFNP K5462N	0001 7806	Non-Executive - Independent Director	Not Applicable		16 - 04 - 19 57	NA		09-10-2017			48	3	3	2	1		
3	M	DEEPA K KAPOOR	AAGP K9418C	0016 2957	Non-Executive - Independent Director	Not Applicable		07 - 01 - 19 59	NA		18-12-2017			46	2	2	2	2		
4	M	PRASAD PANICKER	ACMP P5954G	0647 6857	Executive Director	Not Applicable		23 - 12 - 19 59	NA		17-02-2020			19	0	0	0	0		
5	M	KRZYSZTOF ZIELICKI	ACGP Z1055J	0769 2730	Non-Executive - Nominee Director	Not Applicable		30 - 06 - 19 58	NA		19-08-2017			49	0	0	0	0		
6	M	CHIN HWEE TAN	BJAPT 9604F	0770 3660	Non-Executive - Nominee Director	Not Applicable		05 - 08 - 19 71	NA		19-08-2017			49	0	0	1	0		
7	M	JONATHAN KOLLEK	GWRP K3054F	0771 0920	Non-Executive - Nominee Director	Not Applicable		30 - 09 - 19 59	NA		19-08-2017			49	0	0	0	0		
8	M	ALEXANDER ROMANOV	DICPR 3033R	0773 1508	Non-Executive - Nominee Director	Not Applicable		05 - 06 - 19 71	NA		19-08-2017			49	0	0	0	0		
9	M	VICTORIA CUNNINGHAM	CGKP C0598M	0859 5967	Non-Executive - Nominee Director	Not Applicable		01 - 06 - 19 67	NA		30-01-2020			20	0	0	1	0		
10	M	ALEXEY LIZUNOV	BFJPL 4641B	0867 0188	Non-Executive - Nominee	Not Applicable		01 - 04 - 19 81	NA		30-01-2020			20	0	0	1	0		

					Direct or															
1	M	AVRIL CONROY	CJSPC 8243A	0874 0726	Non- Execu tive - Nomi nee Direct or	Not Appli cable		30 - 03 - 19 68	NA		23- 05- 2020				16	0	0	0	0	

Annexure 1

II. Composition of Committees

Disclosure of notes on composition of committees explanatory Textual Information(1)

Annexure 1 Text Block

Textual Information(1)

The nomenclature of Risk Management Committee is "Risk and HSE Committee" and Corporate Social Responsibility Committee is "CSR and Sustainability Committee".

Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	
1	00162957	DEEPAK KAPOOR	Non-Executive - Independent Director	Chairperson	18-12-2017			
2	07703660	CHIN HWEE TAN	Non-Executive - Nominee Director	Member	19-08-2017			
3	00017806	NAINA LAL KIDWAI	Non-Executive - Independent Director	Member	09-10-2017			

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks	
1	00017806	Naina Lal Kidwai	Non-Executive - Independent Director	Chairperson	09-10-2017			
2	00162957	Deepak Kapoor	Non-Executive - Independent Director	Member	18-12-2017			
3	07719852	Charles Anthony Fountain	Executive - Nominee Director	Member	19-08-2017			
4	07692730	KRZYSZTOF ZIELICKI	Non-Executive - Nominee Director	Member	19-08-2017			

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08670188	ALEXEY LIZUNOV	Non-Executive - Nominee Director	Chairperson	30-01-2020		
2	08595967	VICTORIA CUNNINGHAM	Non-Executive - Nominee Director	Member	30-01-2020		
3	00162957	DEEPAK KAPOOR	Non-Executive - Independent Director	Member	18-12-2017		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	07719852	Charles Anthony Fountain	Executive - Nominee Director	Chairperson	22-10-2020		
2	00162957	DEEPAK KAPOOR	Non-Executive - Independent Director	Member	22-10-2020		
3	08595967	VICTORIA CUNNINGHAM	Non-Executive - Nominee Director	Member	22-10-2020		
4	08740726	AVRIL CONROY	Non-Executive - Nominee Director	Member	22-10-2020		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00017806	NAINA LAL KIDWAI	Non-Executive - Independent Director	Chairperson	09-10-2017		
2	07692730	KRZYSZTOF ZIELICKI	Non-Executive - Nominee Director	Member	19-08-2017		
3	08595967	VICTORIA CUNNINGHAM	Non-Executive - Nominee Director	Member	22-10-2020		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1

Annexure 1

III. Meeting of Board of Directors

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (other than Independent Director)	No. of Independent Directors attending the meeting*
1		01-07-2021			Yes	6	2
2		15-07-2021	13		Yes	8	2
3		20-08-2021	35		Yes	7	2

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (other than Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	01-07-2021				Yes	1	2
2	Risk Management Committee	24-09-2021	84			Yes	3	1

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	No
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Mayank Bhargava
2	Designation	Company Secretary and Compliance Officer

Text Block

Textual Information(1)	This is the first Corporate Governance report the Company is filing post listing of its non-convertible debentures issued on private placement basis. Therefore the requirement to place the last quarter's Corporate Governance report before the Board was not applicable to the Company. This Corporate Governance report will be placed before the Board of Directors of the Company.
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Annexure III				
III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	NA	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Whether “Corporate Governance Report” disclosed in Annual Report	34(3) read with para C of Schedule V	NA	
Any other information to be provided				

Annexure III		
1	Name of signatory	Mayank Bhargava
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure		Applicable	
Reason for Non Applicability		Textual Information(1)	
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	

Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	

(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	NA	0	0
Promoter Group or any other entity controlled by them	NA	0	0
Directors (including relatives) or any other entity controlled by them	NA	0	0
KMPs or any other entity controlled by them	NA	0	0

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	NA	0	0
Promoter Group or any other entity controlled by them	NA	0	0
Directors (including relatives) or any other entity controlled by them	NA	0	0
KMPs or any other entity controlled by them	NA	0	0

(D) Additional Information

Textual Information(2)

II. Affirmations

Affirmations	Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	Yes	Textual Information(3)

Name	Anup Vikal		
Designation	CFO		
Place	Delhi		
Date	21-10-2021		

Signatory Details	
Name of signatory	Mayank Bhargava
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	21-10-2021