

FAMILIARISATION PROGRAM FOR INDEPENDENT DIRECTORS

Objective

Nayara Energy Limited (Nayara) ensures that it familiarises its Non-Executive Directors including the Independent Directors with the Company, business operations, environment in which it operates, competitors, key developments impacting the operations and the duties, roles and responsibilities of Directors.

At Nayara, orientation programs are conducted for all Non-Executive Directors including Independent Directors, at the time of their joining and also on a continuous basis to help them to keep themselves updated on latest development pertaining to the Company and Oil and Gas industry.

Initial familiarization

As a practice, any Director getting appointed on Nayara Board is provided with an induction manual containing among other details:

- a) Complete information about the Company including its operations, financial performance, asset development plans, etc.;
- b) Board / committee positions and information about all Directors;
- c) Governance Structure for managing day to day affairs of the Company;
- d) Ownership Structure and shareholding pattern;
- e) Annual Report;
- f) Provisions of Articles of Association of the Company;
- g) Ethics Code and other Policies applicable to Directors and employees;
- h) Other information as may be relevant;

Apart from sharing Induction Pack, meetings are arranged for the newly appointed Directors with key executives of the Company to apprise them about various functions. This helps Directors to develop better understanding about the Company, industry and socio-economic environment in which it operates, our business model and the operational & financial performance of the Company.

All Non-Executive Directors are issued a formal letter of appointment, which contains their roles and responsibilities and other terms of engagement.

Details of initial familiarization, if any, during FY 2021-22 are given at Annexure – 1.

Continuous familiarization

Following actions are taken to ensure familiarization for Non-Executive Directors on continuous basis:

- a) At each Board and Committee meeting, the CEO, the CFO and other Senior Management team members make presentations on the business operations and performance of the Company.

These Board meetings are also attended by all business heads to respond to queries raised by the Directors.

- b) In addition to the formal Board meetings, the Company conducts several workshops and Board calls (details provided at Annexure – 1) on various business topics, which helps Directors to understand business and operations of the Company.
- c) A dedicated resource center has been made available to all Directors where they can access detailed information and presentations about the roles and responsibilities of Directors, conduct of meetings, process of submission and approval of minutes of meetings etc.
- d) An online repository of documents of the Company is provided to all Directors which includes all corporate documents, financial statements and policies.
- e) The Executive Chairman, the CEO and the Senior Management team members also update Non-Executive Directors on important business developments on periodic basis or on happening of events.
- f) The Non-Executive Directors have access to Senior Executives of the Company and can seek information about key developments pertaining to the industry in which the Company operates, the Company's operations and progress made on various decisions taken or matters reported at the Committees / Board meeting.
- g) The Non-Executive Directors are also informed / educated about the important provisions of the Companies Act, 2013 and SEBI Regulations applicable for high value debt issuers and material amendments thereto applicable to the Company.

Annexure 1 – Details of familiarization programs organized during FY 2021-22

Initial Familiarization Program:

During the FY 2021-22, there was no new appointments of Independent Directors and accordingly no initial familiarization programs were held.

Continuous Familiarization Program:

Following familiarization program, held during FY 2021-22, were attended by both independent directors i.e. Ms. Naina Lal Kidwai and Mr. Deepak Kapoor:

Board Workshop (Specific Business topic)		Board Calls (General Business discussion)	
Period	Time spent	Date	Time spent
April 2021	1.5 hours	June 2021	2 hours
October 2021	3 hours	November 2021	1 hour
December 2021	1.5 hours	December 2021	30 minutes
Total	6 hours	Total	3.5 hours