

December 16, 2022

To  
BSE Limited  
P.J. Towers, Dalal Street  
Mumbai – 400 001

Dear Sir / Madam,

**Re: Scrip Code - 973384**

**Sub.: Proceedings of the declaration of results of the voting carried out by Postal Ballot**

In terms of the provisions of Regulation 51 read with Part B of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the proceedings of the declaration of results of the voting carried out on the resolutions submitted to the Shareholders by Postal Ballot Notice dated November 11, 2022.

We request you to take the same on record.

Thanking You,

**For Nayara Energy Limited**

MAYANK BHARGAVA	Digitally signed by MAYANK BHARGAVA Date: 2022.12.16 16:57:51 +05'30'
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**Mayank Bhargava**  
**Company Secretary**

**CC:**

**Axis Trustee Services Limited**

The Ruby, 2<sup>nd</sup> Floor (SW)  
29, Senapati Bapat Marg  
Dadar (W), Mumbai – 400 028

**Nayara Energy Limited**

5<sup>th</sup> Floor, Jet Airways Godrej BKC, Plot No. C-68, G Block,  
Bandra Kurla Complex, Banda East, Mumbai 400051, India

T +91 22 6612 1800 | F +91 22 6708 2177  
E [Companysec@nayaraenergy.com](mailto:Companysec@nayaraenergy.com)

**Registered Office**

Khambhalia, Post Box No. 24, District Devbhumi Dwarka,  
Gujarat 361305, India  
T +91 2833 661444 | F +91 2833 662929

CIN: U11100GJ1989PLC032116  
[www.nayaraenergy.com](http://www.nayaraenergy.com)

**PROCEEDINGS OF THE DECLARATION OF RESULTS OF POSTAL BALLOT BY E-VOTING ON THE RESOLUTIONS SUBMITTED TO THE SHAREHOLDERS OF NAYARA ENERGY LIMITED BY POSTAL BALLOT NOTICE DATED NOVEMBER 11, 2022 WHICH WERE PASSED ON DECEMBER 15, 2022 AND ANNOUNCED ON DECEMBER 16, 2022**

The Board of Directors of Nayara Energy Limited had, at its meeting held on November 11, 2022, approved the postal ballot notice for seeking shareholders' approval by postal ballot process, in compliance with the applicable provisions of the Companies Act, 2013 ("Act"), Rules made thereunder and various circulars issued by the Ministry of Corporate Affairs ("MCA Circulars"), for following matters:

- a) Re-appointment of Ms. Naina Lal Kidwai as an Independent Director for a second term.
- b) Re-appointment of Mr. Deepak Kapoor as an Independent Director for a second term.
- c) Appointment of Mr. Anton Kabachinskiy as Director of the Company.

The Board had appointed, Ms. Kala Agarwal, Practicing Company Secretary as Scrutinizer to scrutinize the postal ballot remote e-voting process in a fair and transparent manner.

The Company had dispatched the notice, on November 15, 2022, only by email to those members who had registered their email addresses with their Depository Participants (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form) holding the shares as on November 11, 2022 ("Cut-off Date").

In compliance with the applicable provisions of the Act, Rules and MCA Circulars, as aforesaid, the Company had provided to its members, a facility to cast their votes on the resolutions, contained in Postal Ballot Notice, only by way of remote e-voting facility provided by National Securities Depository Limited (NSDL) from Wednesday, November 16, 2022 (08.00 a.m. IST) to Thursday, December 15, 2022 (05.00 p.m. IST). The members of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-off Date were entitled to cast their vote electronically on the resolution as contained in the Postal Ballot Notice.

The votes cast under the remote e-voting facility were unblocked by the Scrutinizer on Thursday, December 15, 2022 post 5:00 p.m. IST in the presence of two witnesses who were not in employment of the Company.

The Scrutinizers submitted her report on December 16, 2022. All the resolutions forming part of the Postal Ballot Notice dated November 11, 2022, as stated in Annexure 1, were passed with requisite majority.

**Annexure 1**

**Nayara Energy Limited**  
5<sup>th</sup> Floor, Jet Airways Godrej BKC, Plot No. C-68, G Block,  
Bandra Kurla Complex, Banda East, Mumbai 400051, India  
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**1) To re-appoint Ms. Naina Lal Kidwai as an Independent Director for a second term**

Type of Resolution – Special Resolution

“RESOLVED THAT pursuant to provisions of Sections 149 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder read with Schedule IV of the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for re-appointment of Ms. Naina Lal Kidwai (DIN: 00017806) as an Independent Director of the Company for a second term of five years from October 9, 2022 to October 8, 2027.”

**2) To re-appoint Mr. Deepak Kapoor as an Independent Director for a second term**

Type of Resolution – Special Resolution

“RESOLVED THAT pursuant to provisions of Sections 149 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder read with Schedule IV of the Act and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (including any statutory modifications or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Deepak Kapoor (DIN: 00162957) as an Independent Director of the Company for a second term of five years from December 18, 2022 to December 17, 2027.”

**3) To appoint Mr. Anton Kabachinskiy as Director of the Company**

Type of Resolution – Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (“Act”), Mr. Anton Kabachinskiy (DIN: 0009736658), who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 3, 2022 pursuant to Section 161 of the Act and who holds office up to the date of the next Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

**Note: This is not the minutes of declaration of results of Postal Ballot.**

**Nayara Energy Limited**

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