

February 7, 2023

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

Dear Sir / Madam,

Re: Scrip Code – 973384 (ISIN - INE011A07115)

Sub.: Notice convening Debenture Holders Meeting

Pursuant to the provisions of Regulation 50(2)(b), 51 and any other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”), please find enclosed notice convening meeting of the Debenture Holders of the Company to be held on Monday, March 6, 2023 at 12:00 noon at the Corporate Office of the Company in Mumbai.

The Company has dispatched the Notice to the Debenture Holders today.

We request you to take the same on record.

Thanking You,

For Nayara Energy Limited

MAYANK BHARGA VA	Digitally signed by MAYANK BHARGAVA Date: 2023.02.07 18:13:25 +05'30'
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Mayank Bhargava
Company Secretary

CC:

Axis Trustee Services Limited

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

Nayara Energy Limited

5th 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

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



NAYARA ENERGY LIMITED

Registered Office: Khambhalia, Post Box No. 24, Dist.: Devbhumi Dwarka - 361 305, Gujarat, India

Corporate Identity Number: U11100GJ1989PLC032116

Phone: 91 2833 661444, Fax: 91 2833 662929

Email: companysec@nayaraenergy.com Website: www.nayaraenergy.com

NOTICE CONVENING MEETING OF THE DEBENTURE HOLDERS

To

The Holders of 9%, secured, rated, listed, redeemable non-convertible debenture issued on private placement basis having ISIN INE011A07115

(Debenture Holders)

Notice is hereby given that a meeting of the Debenture Holders of Nayara Energy Limited (“Company”) is scheduled to be held on Monday, March 6, 2023 at 12:00 noon at 5th Floor, Jet Airways Godrej BKC, Plot No. C-68, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400051. The Debenture Holders have an option to participate in the meeting through audio visual means / video conferencing facility and to vote through remote e-voting. The following business is proposed to be transacted at the meeting:

Item no. 1

APPROVAL FOR AMENDMENT OF THE DEBENTURE TRUST DEED DATED AUGUST 11, 2021

To consider and if thought fit, to pass the following resolution with requisite majority:

“RESOLVED THAT pursuant to provisions of the Companies Act, 2013 and the rules notified thereunder, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**) and other applicable regulations framed by Securities and Exchange Board of India, debenture trust deed dated August 11, 2021 entered into between the Company and the Axis Trustee Services Limited (**“Debenture Trust Deed”**) with respect to the 22,850 secured, rated, listed, redeemable, non-convertible debentures having a face value of Rs. 10,00,000/- (Rupees ten lakhs only) each and aggregating to Rs. 2,285 crore (**“Debentures”**) and other applicable laws, if any, the consent of the Debenture Holders be and is hereby granted to the Company for modification of the following clauses of the Debenture Trust Deed:

Clause	Description (as stipulated in the Debenture Trust Deed)	Proposed amendments in the Amendment Deed
Clause 1.1 (Definition s) of Part A	“Final Redemption Date” means the date occurring after 3 years from the Deemed Date of Allotment.	“Final Redemption Date” means March 29, 2023, subject to compliance with the Applicable Law(s), on which all the outstanding Debentures shall be redeemed in full in accordance with the Terms and Conditions and the Transaction Documents.

Clause	Description (as stipulated in the Debenture Trust Deed)	Proposed amendments in the Amendment Deed
Clause 1.1 (Definition s) of Part A	<i>“Record Date” means the date falling 15 (fifteen) days prior to the date on which Interest is due and payable on the Debentures, or the date of redemption of the Debentures (as applicable).</i>	<i>“Record Date” means in relation to any date on which any payments are scheduled to be made by the Company to the Debenture Holder(s) in terms of this Deed (including the coupon payment date and the Redemption Date), in accordance with Clause 12 of Part B of this Deed.”</i>
Clause 12 (Record Date) of Part B	<i>Record Date shall mean in relation to any date on which any payments are scheduled to be made by the Company to the Debenture Holder(s) in terms of this Deed and the Information Memorandum (including the coupon payment date and the Redemption Date), the day falling 15 (fifteen) calendar days prior to such date. In the event the Record Date falls on a day, which is not a Business Day, in such case the immediately succeeding Business Day shall be considered as Record Date.</i>	<i>Record Date shall mean in relation to any date on which any payments are scheduled to be made by the Company to the Debenture Holder(s) in terms of this Deed (including the coupon payment date and the Redemption Date), the day falling 2 (two) days prior to such date. In the event the Record Date falls on a day, which is not a Business Day, in such case the immediately succeeding Business Day shall be considered as Record Date.</i>

“RESOLVED FURTHER THAT the draft of the agreement for amending the terms of the Debenture Trust Deed (“Amendment Deed”), be and is hereby approved.”

“RESOLVED FURTHER THAT in accordance with the provisions of Regulation 59 of the Listing Regulations and the Debenture Trust Deed, Axis Trustee Services Limited is hereby authorized to sign the Amendment Deed to confirm the aforesaid modifications, and such other documents, as may be necessary to give effect to these resolutions”

“RESOLVED FURTHER THAT a certified true copy of the resolution signed by the Company Secretary be furnished to regulatory authorities or other persons and entities as may be required or deemed necessary for giving effect to this resolution.”

For Nayara Energy Limited

**Sd/-
Mayank Bhargava
Company Secretary**

Mumbai
February 7, 2023

Registered Office:
Khambhalia, Post Box No. 24,
Dist. Devbhumi Dwarka – 361305, Gujarat.
Phone: +91 02833 661444, Fax: +91 02833 662929
Email: companysec@nayaraenergy.com
Website: www.nayaraenergy.com

NOTES:

1. The explanatory statement pursuant to the provisions of Debenture Trust Deed setting out the material facts in respect of the business set out above is annexed herewith.
2. In addition to holding the meeting physically, the Company is also extending the facility of attending the meeting of Debenture Holders through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"). The instructions for joining the meeting through VC/OAVM are set out at the end of these notes.
3. **According to regulation 58(2) of Securities and Exchange Board of India (Listing and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") read with provisions of Section 105 of the Companies Act 2013 ("Act"), and provisions of the Debenture Trust Deed a debenture holder entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote at the meeting in his / her place and the proxy need not be a Debenture Holder of the Company. The Debenture Holders who wish to appoint proxy are requested to deposit duly filled in proxy form (as enclosed with this Notice) along with power of attorney, if any, under which it is signed or a notary certified copy of power of attorney at the Registered Office of the Company not less than 48 hours before the commencement of the meeting, i.e. before 12:00 noon on Saturday, March 4, 2023, in order to be effective. The proxy form must be in writing and signed by the person appointing or his attorney duly authorised in writing or if the appointer is body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.**
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, any debenture holder would be entitled to inspect the proxies lodged, at any time during the business hours of the Company between 10:00 a.m. to 1:00 p.m., provided that not less than three days of notice in writing of the intention so to inspect the proxies is given to the Company.
5. The notice of meeting of the debenture holders, attendance slip and proxy form is being sent to all the debenture holders, whose name appears in the register of debenture holders / beneficial owners as on the closing hours of business on the cut-off date of Friday, February 3, 2023. The Notice along with aforesaid documents is being sent by electronic mode at the email ID of the debenture holder registered with the depository participants / the Company / the Registrar and transfer agent ("RTA"). Physical copy of the notice is also being dispatched by registered post to all the debenture holders at their address registered with the depository participants / the RTA.
6. Debenture holders may further note that the said documents will also be available on the Company's website www.nayaraenergy.com, at the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com and at the website of the BSE Limited i.e. <https://www.bseindia.com> for download. In case, the Notice is not received by any of the Debenture holder, the Debenture holder may download the notice from above mentioned websites of the Company, NSDL and BSE Limited or may write to the Company at companysec@nayaraenergy.com.
7. Pursuant to regulation 59(2) of the Listing Regulations in addition to right to vote at the meeting, the Company is extending facility of remote e-voting to the debenture holders to exercise their right to vote on the resolution proposed in the Notice. The Company has engaged the services of NSDL for this purpose of electronic voting. The Debenture Holders have an option to exercise their voting rights through remote e-voting.

8. It may be noted that voting on the resolution to be transacted at the meeting shall be allowed prior to the meeting through *remote e-voting* and at the meeting through *e-voting* and *voting by ballot paper*.
9. A Debenture Holder cannot exercise their right of voting electronically through Proxy. However a Proxy can attend the meeting and vote through ballot paper.
10. The remote e-voting facility will be available at the link <https://www.evoting.nsdl.com> during the following voting period:

Commencement of remote e-voting :	From 8.00 a.m. of February 9, 2023
End of remote e-voting :	Up to 5.00 p.m. of March 5, 2023

Remote e-voting shall not be allowed beyond 5.00 p.m. of March 5, 2023. Further, those Debenture Holders, who will be present in the meeting in person or through VC / OAVM facility and have not cast their vote on the Resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system or through ballot during the meeting.

The cut-off date for determining entitlement of Debenture Holders for casting votes through remote e-voting and e-voting at the meeting is February 3, 2023.

11. The Debenture Holder shall be entitled to 1(one) vote in respect of every debenture of which he is a holder and in respect of which he is entitled to vote, as on the cut-off date of February 3, 2023.
12. The Debenture Holders who have cast their vote by remote e-voting prior to the meeting may also attend the meeting in person or through VC/OAVM but shall not be entitled to cast their vote again.
13. Once the vote on a resolution is cast by a Debenture Holder, the Debenture Holder shall not be allowed to change it subsequently.
14. Any person, who acquires debentures of the Company and become a Debenture Holder after dispatch of the notice and holding debentures as of the cut-off date i.e. February 3, 2023 may obtain the login ID and password by sending a request to NSDL at evoting@nsdl.co.in. Debenture holders may also contact Mr. Pradeep Mokale of the RTA i.e. Link Intime India Private Limited at 022 4918 6000 or send email at pradeep.mokale@linkintime.co.in. However, if votes have already been cast on the Debentures acquired, then the Debenture Holders would not be able to vote again on the same Debentures.
15. The Company, on the instructions of Debenture Trustee, has appointed Ms. Rachana Shanbhag (Membership No. FCS – 8227, COP No. 9297) from M/s D. A. Kamat & Co., Company Secretaries (Firm Registration No: P 2002 MH045900; Peer Review Number: 1714 / 2022) as scrutinizer. The Chairman of meeting shall appoint any one of the Debenture Holder, present at the meeting and willing to be appointed, as second scrutinizer (collectively referred to as ‘Scrutinizers’). The Scrutinizers shall scrutinize the voting during the meeting and the e-voting process in a fair and transparent manner.
16. In terms of the provisions of the Debenture Trust Deed, Mr. Hardik Shah or failing him, Mr. Sagar Shetty, nominees of Debenture Trustee, shall act as Chairman of the meeting.
17. The Scrutinizers shall, immediately after the conclusion of voting at the meeting, first count the votes cast at the meeting through ballot. Thereafter, the Scrutinizers shall unblock and scrutinize, the votes cast through e-voting at the meeting and through remote e-voting, in presence of at least two witnesses

not in employment of the Company. The Scrutinizers shall jointly make the scrutinizers report and submit their report to the Chairman of the meeting or any person authorised by him / her in writing, who shall countersign the same and declare the results as soon as possible but within 2 days of conclusion of the meeting.

18. The result of the voting along with the report of Scrutinizers will also be placed on the website of the Company viz. www.nayaraenergy.com, on website of BSE Limited at <https://www.bseindia.com> and on the website of NSDL at www.evoting.nsdl.com.
19. The Scrutinizer's decision on the validity of votes will be final.
20. Copies of the documents, stated in the notice, will be available for inspection electronically. Debenture Holders seeking to inspect such documents can send email at companysec@nayaraenergy.com.
21. Debenture Holders attending the meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum.
22. Corporate Debenture Holders authorising its representatives to attend the Meeting through VC / OAVM are requested to send a scanned copy of duly certified Board Resolution authorising their representative(s) to attend in person or through VC / OAVM and to vote through remote e-voting / e-voting on their behalf at the meeting. The said resolution/authorization shall be sent to the Scrutinizer by email through its registered email address to rhs@csdakamat.com with a copy marked to evoting@nsdl.co.in and companysec@nayaraenergy.com.
23. Debenture Holders / Proxies / Authorised Representatives attending the meeting in person are requested to produce the enclosed attendance slip duly signed for admission to the meeting venue.

THE INSTRUCTIONS FOR REMOTE E-VOTING BEFORE/ DURING THE MEETING

The details of the process and manner for remote e-Voting are explained herein below:

Step 1: Access NSDL e-Voting system

Step 2: Cast your vote electronically and join Meeting on NSDL e-Voting system.

Details on Step 1 are mentioned below:

Step 1: Access to NSDL e-Voting system

Login Method for e-Voting and joining virtual meeting

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member/Creditor' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding debentures i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Debenture Holders who hold debentures in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Debenture Holders who hold debentures in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

5. Password details for Debenture Holders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for debentures held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those Debenture Holders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "[Forgot User Details/Password?](#)" (If you are holding debentures in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) If you are still unable to get the password by aforesaid option, you can send a request at evoting@nsdl.co.in mentioning your demat account number, your PAN, your name and your registered address etc.
- c) Debenture Holders can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join Meeting on NSDL e-Voting system.

How to cast your vote electronically and join Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding securities and whose voting cycle and Meeting is in active status.
2. Select “EVEN-123409” of Nayara Energy Limited for casting your vote during the remote e-Voting period and casting your vote during the Meeting of Debenture Holders. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of debentures for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Debenture Holders

- (i) Institutional Debenture Holders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail at rhs@csdakamat.com with a copy marked to evoting@nsdl.co.in. Institutional Debenture Holders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- (ii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/ Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
- (iii) In case of any queries, Debenture Holders may refer to the ‘Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders’ available at the Downloads section of <https://www.evoting.nsdl.com> or call on toll free no. : 1800 1020 990 and 1800 22 44 30 or contact Ms. Pallavi Mhatre, Manager at NSDL by sending email at evoting@nsdl.co.in or write to them at Trade World, A wing, 4th & 5th Floors, Kamala Mills Compound, Lower Parel, Mumbai - 400 013. Debenture Holders can also contact Mr. Pradeep Mokale, Assistant Vice President at RTA at the

telephone numbers 022 - 49186000 or send email to the RTA at rnt.helpdesk@linkintime.co.in or write to them at Link Intime India Private Limited, Unit – Nayara Energy Limited, C-101, 247 Park, LBS Marg, Vikhroli (W), Mumbai – 400 083.

INSTRUCTIONS FOR E-VOTING AT THE MEETING

1. The procedure for e-voting on the day of the Meeting is same as the instructions mentioned above for remote e-voting.
2. Only those Debenture Holders, who will be present in the Meeting in person or through VC/OAVM facility and have not casted their vote on the resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the Meeting.
3. Debenture Holders who have voted through Remote e-Voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the Meeting.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the Meeting shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR DEBENTURE HOLDERS FOR ATTENDING THE MEETING THROUGH VC / OAVM ARE AS UNDER:

1. Debenture Holder will be provided with a facility to attend the Meeting through VC/OAVM through the NSDL e-Voting system. Debenture Holders may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name- Nayara Energy Limited. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in ‘Shareholder/Member/ Creditor login’ where the **EVEN-123409** of Nayara Energy Limited will be displayed. Please note that the Debenture Holders who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Debenture Holders are encouraged to join the Meeting through Laptops for better experience.
3. Further Debenture Holders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Facility of joining the Meeting through VC / OAVM shall open 15 minutes before the time scheduled for the Meeting and will be available for Debenture Holders on first come first serve basis.
6. Debenture Holders who need assistance before or during the Meeting, can contact NSDL on their helpdesk numbers provided above.

EXPLANATORY STATEMENT

(Pursuant to the provisions of Debenture Trust Deed dated August 11, 2021)

Item No. 1:

Based on decision taken by the board of directors of the Company (“**Board**”) at its meeting held on July 15, 2021 after making an offer through the Electronic Book Building Platform (EBP) of BSE Limited (“**BSE**”), the Company, issued and allotted 22,850 secured, rated, listed, redeemable, non-convertible debentures having a face value of Rs. 10,00,000/- (Rupees ten lakhs only) each and aggregating to Rs. 2,285 crores (“**Debentures**”) on August 13, 2021 (“**Deemed Date of Allotment**”). The Debentures were listed on the wholesale debt market segment of BSE on August 17, 2021. The ISIN of the Debentures is INE011A07115.

In terms of the Companies Act, 2013 and rules framed thereunder (“Companies Act”), the Securities and Exchange Board of India (Debenture Trustees) Regulations, 1993 and other applicable regulations framed by SEBI, the Company appointed Axis Trustee Services Limited (“**Debenture Trustee**”) as the debenture trustee for the benefit of the Debenture Holders and entered into a debenture trustee agreement dated July 29, 2021 with the Debenture Trustee. Subsequently, the Company and the Debenture Trustee entered into a debenture trust deed dated August 11, 2021 (“**Debenture Trust Deed**”) setting out the terms of the issuance of the Debentures and the rights and powers of the Debenture Trustee. In terms of the Debenture Trust Deed, the outstanding Debentures have to be mandatorily redeemed on the date occurring after three years from the Deemed Date of Allotment, *i.e.*, August 13, 2024 (“**Final Redemption Date**”).

The Company now proposes to amend certain terms of the Debenture Trust Deed, including the definitions of Final Redemption Date and the Record Date (*as defined in the Debenture Trust Deed*), subject to approval from the Debenture Holders, Debenture Trustee and BSE, in accordance with the provisions of Regulation 59 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and subsequently redeem the Debentures on March 29, 2023 and delist them in accordance with the applicable laws.

In terms of Clause 21.1 (*Amendments*) of Part A of the Debenture Trust Deed, the Debenture Trust Deed may be amended only by an instrument in writing signed by duly authorized representatives of the Company and the Debenture Trustee. However, in terms of the Debenture Trust Deed, the Debenture Trustee needs to obtain prior written instructions of the Majority Debenture Holders (*as defined in the Debenture Trust Deed*) prior to execution of such instrument for the amendment of the Debenture Trust Deed. Further, in terms of Regulation 59 of the Listing Regulations, the Company is required to obtain prior approval of BSE before making any material modifications to the terms of the Debenture Trust Deed with respect to the structure of the Debentures. Such approval from BSE shall be obtained only after the receipt of approvals from the Board/delegated Committee, Debenture Trustee and the written consent of requisite majority of the Debenture Holders. Accordingly, the Company seeks to obtain the consents of the Debenture Holders and the Debenture Trustee to modify certain terms of the Debenture Trust Deed as mentioned in resolution set out in Item No. 1 of this Notice. The resolution at item No. 1, if approved by the Debenture Holders with requisite majority, by e-voting and/or ballot paper, shall be deemed to be approved by the Debenture Holders under Regulation 59(2)(b) of the Listing Regulations and no further consent in writing of Debenture Holders would be necessary.

Further, in terms of Regulation 15(6) of the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (“**SEBI ILNCS Regulations**”), the issuers exercising call option or put option are required to issue a notice to the Debenture Trustee and the Debenture Holders at least 21 days before the date from which the right to redeem the Debentures becomes exercisable. Pursuant to the receipt of the requisite approvals and consents under Regulation 59 of the Listing Regulations, the

Company intends to amend the Debenture Trust Deed and subsequently redeem the Debentures on March 29, 2023 and delist them, in accordance with the applicable laws. Though the provisions of SEBI ILNCS Regulations are strictly not applicable, out of abundant caution, this Notice shall be deemed to be issued to ensure compliance with the aforesaid provision of SEBI ILNCS Regulations.

The draft of the agreement for amending the terms of the Debenture Trust Deed as approved by the Management Committee is available for inspection at the registered office on any working day between 11:00 am and 1:00 p.m. and shall also be available for inspection on the day of the meeting.

In terms of the provisions of Debenture Trust Deed, the resolution shall be deemed to be passed on approval by the Debenture Holders holding not less than three fourth of value of outstanding Debentures.

None of the directors, key managerial personnel of the Company or their relatives as contemplated in the provisions of Section 102 of the Companies Act is, in any way, financially or otherwise, concerned or interested in the resolution.

The Debenture Holders are, therefore, requested to accord their approval to modify certain terms of the Debenture Trust Deed as set out in Item No. 1 of this Notice for approval of the Debenture Holders.

For Nayara Energy Limited

**Sd/-
Mayank Bhargava
Company Secretary**

Mumbai
February 7, 2023

Registered Office:
Khambhalia, Post Box No. 24,
Dist. Devbhumi Dwarka – 361305, Gujarat.
Phone: +91 02833 661444, Fax: +91 02833 662929
Email: companysec@nayaraenergy.com
Website: www.nayaraenergy.com



NAYARA ENERGY LIMITED

Registered Office: Khambhalia Post, Post Box No. 24, Dist.: Devbhumi Dwarka - 361 305, Gujarat, India

Corporate Identity Number: U 11100GJ1989PLC032116

Phone : 91 02833 661444, **Fax:** 91 02833 662929

Website : www.nayaraenergy.com

E-mail : companysec@nayaraenergy.com

ATTENDANCE SLIP

MEETING OF DEBENTURE HOLDERS – MONDAY, MARCH 6, 2023 AT 12:00 NOON

DP ID / Client ID		NAME AND ADDRESS OF REGISTERED DEBENTURE HOLDER
No. of Debentures held		

I certify that I am a registered Debenture Holder / proxy for the registered Debenture Holder of the Company.

I / We hereby record my / our presence at the Meeting of the Debenture Holders of Nayara Energy Limited being held at the Corporate Office at 5th Floor, Jet Airways Godrej BKC, Plot No. C-68, G Block, Bandra Kurla Complex, Bandra East, Mumbai 400051, Maharashtra, India on Monday, March 6, 2023 at 12:00 noon.

**Debenture Holder's /
Proxy's Signature**

Note:

- 1. Please complete this attendance slip and hand it over at the entrance of the venue.**
- 2. Strike out what is not applicable.**



NAYARA ENERGY LIMITED

Registered Office: Khambhalia Post, Post Box No. 24, Dist.: Devbhumi Dwarka - 361 305, Gujarat, India

Corporate Identity Number: U11100GJ1989PLC032116

Phone : 91 02833 661444, **Fax:** 91 02833 662929

Website : www.nayaraenergy.com

E-mail : companysec@nayaraenergy.com

FORM NO. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN :	U11100GJ1989PLC032116
Name of the Company :	NAYARA ENERGY LIMITED
Registered Office	Khambhalia Post, P.O. Box No. 24, Dist. Devbhumi Dwarka – 361305, Gujarat, India
Name of the debenture holder(s) :	
Registered address	
E-mail Id	
DP ID / Client Id	

I/We, being the Debenture Holder(s) of debentures of face value ₹ 10,00,000 of the above named company, hereby appoint:

1.	Name			
	Address			
	E-mail Id		Signature	
	or failing him			
2.	Name			
	Address			
	E-mail Id		Signature	
	or failing him			
3.	Name			
	Address			
	E-mail Id		Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Meeting of the Debenture Holders of the Company, to be held on Monday, March 6, 2023 at 12:00 noon at the Corporate Office at 5th Floor, Jet Airways Godrej BKC, Plot No. C-68, G Block, Bandra Kurla Complex, Bandra East, Mumbai 400051, Maharashtra, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	Optional	
		For	Against
1.			

Signed this day of 2023.

Signature of Debenture holder: _____

Signature of Proxy holder(s): _____

Affix Revenue Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to put a “√” in the appropriate column against the Resolution indicated in the Box. If you leave the ‘For’ or ‘Against’ column blank against Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.