AGM NOTICE

NAYARA ENERGY LIMITED

Registered Office: Khambhalia, Post Box No. 24, Dist.: Devbhumi Dwarka - 361 305, Gujarat, India
Corporate Identification Number: U11100GJ1989PLC032116
Phone: 91 2833 661444, Fax: 91 2833 662929
Email: investors@nayaraenergy.com Website: www.nayaraenergy.com

NOTICE is hereby given that Thirty-Sixth Annual General Meeting of the members of **NAYARA ENERGY LIMITED** will be held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") on **Monday, September 28, 2026 at 2:30 p.m. (IST)** to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2026 together with the reports of Board of Directors and Auditors thereon.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the standalone financial statements of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors thereon as circulated to the members be and are hereby received, considered and adopted."

2. To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2026 together with the report of Auditors thereon.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the consolidated financial statements of the Company for the financial year ended March 31, 2026 and the report of the Auditors thereon as circulated to the members be and are hereby received, considered and adopted."

3. To re-appoint Mr. Prasad K. Panicker as Director liable to retire by rotation.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Prasad K. Panicker (DIN 06476857), who retires from office at this meeting by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

4. To re-appoint Mr. Vladislav Bromberg as Director liable to retire by rotation.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Vladislav Bromberg (DIN: 11185373), who retires from office at this meeting by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

5. To re-appoint Mr. Alexander Zubchenko as Director liable to retire by rotation.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Alexander Zubchenko (DIN: 11245635), who retires from office at this meeting by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation."

SPECIAL BUSINESS

6. To appoint Mr. Sergei Stepanenko as Director of the Company.

To consider and, if thought fit, to pass the following resolution as an 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. Sergei Stepanenko (DIN: 11353058), who was appointed by the Board of Directors as an Additional Director of the Company with effect from November 13, 2025 pursuant to Section 161 of the Act and who holds office up to the date of this 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."

7. **To ratify the remuneration payable to the Cost Auditors.**

   To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Chandra Wadhwa & Co., Cost Accountants (Firm Registration Number: 000239), appointed as the Cost Auditors of the Company by the Board of Directors, for conducting the audit of the cost records of the Company for the financial year ending on March 31, 2027, be paid remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting."

   "RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board of Directors

Place: Mumbai
Date: August 25, 2026

Mayank Bhargava
Company Secretary

Registered Office:
Khambhalia, Post Box No. 24,
Dist. Devbhumi Dwarka – 361305, Gujarat.
Phone: 91 2833 661444, Fax: 91 2833 662929
e-mail: investors@nayaraenergy.com
Website: www.nayaraenergy.com

Notes:

1. The Ministry of Corporate Affairs ("MCA") vide General Circular nos. 14/2020, 17/2020, 20/2020, 02/2021, 19/2021, 21/2021, 2/2022, 10/2022, 09/2023, 09/2024 and 03/2025 (collectively referred to as "MCA Circulars") permitted holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act 2013, ("Act") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.

2. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

3. The Notice of the AGM and the Annual Report of the Company for the financial year 2025-26 are available at the 'Investors' section on the website of the Company i.e. www.nayaraenergy.com. The Annual Report is available in password protected form. The password for accessing the Annual Report is as follows:

<table>
<tr><td>Members holding shares in physical form</td><td>Please click on download and select type of shares as "Physical". Your 7-digit folio number is your password

Note: If your folio number is less than 7 digits, please prefix 0 ("zero"). Please do not add "EO" or "NEL" as prefix before your folio number. For example, if your folio number is 54321 then your password would be 0054321.</td></tr>
<tr><td>Members holding shares in dematerialised form</td><td>Please click on download and select type of shares as "Demat". Your 16-digit demat account number (a combination of DP ID and Client ID) is your password. Provide your DP ID and Client ID which is explained with following example

<table><tr><th rowspan="2">Depositary with which Demat Account is held</th><th colspan="2">Password is as follows</th></tr><tr><th>DP ID</th><th>Client ID</th></tr><tr><td>NSDL</td><td>IN123456</td><td>78910123</td></tr><tr><td>CDSL</td><td>12345678</td><td>91012345</td></tr></table></td></tr>
</table>

In the event you are unable to access the Annual Report using the password provided above, kindly write to investors@nayaraenergy.com for assistance.

The Notice of the AGM and Annual Report are also made available at the website of National Securities Depository Limited, the service provider providing remote e-voting platform i.e. https://www.evoting.nsdl.com for download. In compliance with the MCA circulars, the Notice of AGM along with the Annual Report for the FY 2025-26, is being sent by providing a weblink through electronic mode to all the members who have registered their e-mail IDs with the Depository Participants (DP) / Share Transfer Agent (STA). Copies of the documents, stated in the notice, will be available for inspection electronically. Members seeking to inspect such documents can send email at investors@nayaraenergy.com.

4. As required under Secretarial Standard 2 specified by the Institute of Company Secretaries of India ("ICSI"), the details of all Directors seeking appointment or re-appointment, as the case may be, at this AGM, are appended at the end of this Notice.

5. Members are further requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers and update their Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their respective DPs (in case of electronically held shares) and the Company's Share Transfer Agents (in case of shares in physical form).

6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. Corporate Members 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 through VC / OAVM and to vote through remote e-voting / e-voting on their behalf at the AGM. The said resolution/ authorization shall be sent to the Scrutinizer by email through its registered email address to pcskalaagarwal@gmail.com with a copy marked to evoting@nsdl.co.in and investors@nayaraenergy.com.

8. Members can avail the facility of nomination in respect of shares held by them in physical form pursuant to the provisions of Section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed Form SH-13 duly filled in, to the Share Transfer Agents, M/s. KFin Technologies Limited. The prescribed form in this regard may also be obtained from M/s. KFin Technologies Limited or from the website of the Company.

9. In terms of Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018 dated September 10, 2018 ("Rules"), every shareholder of the Company holding shares in physical form who intends to transfer his / her shares, needs to get such shares dematerialized before transfer. Accordingly, requests for effecting transfer of shares held in physical form are not being accepted by the Company. You are requested to get in touch with a depository participant and take necessary actions to dematerialize your physically held shares. ISIN for equity shares of the Company is – INE011A01019.

10. Pursuant to Section 124 of the Act, all unclaimed principal amount of debentures and interest thereon remaining unclaimed for a period of seven years from the date they became due for payment during the financial year 2018-19 have been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. The investors who were holding the debentures, whose unclaimed amounts have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.

11. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

Procedure of registration of e-mail ID

1. For shareholders holding shares in physical form

The members of the Company holding Equity Shares in physical form and who have not registered their e-mail addresses may get their e-mail ids registered by sending scanned copy of a request on plain paper signed by the shareholder (including joint holders, if any) to the Registrar and Transfer Agent ("RTA") of the Company, M/s. KFin Technologies Limited at einward.ris@kfintech.com by providing:

(i) Folio No.;

(ii) Name of shareholder (including joint holders, if any);

(iii) e-mail id to be registered; and

(iv) Mobile No. (Optional)

Along with scanned copy of the request, the following documents are required:

(i) Scanned copy of the share certificate (front and back);

(ii) Self-attested scanned copy of PAN card; and

(iii) Self-attested scanned copy of any one of Aadhar card / passport / driving license / electricity bill (not older than 3 months)

Email ID shall be registered / updated by RTA post verification of documents.

2. For shareholders holding shares in dematerialised form

The members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant by following the procedure prescribed by the Depository Participant. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) given below i.e. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

Voting through electronic means

1. Pursuant to provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and the Secretarial Standard on General Meetings ("SS-2") issued by the ICSI, the Company will provide remote e-voting facility to the members to exercise their right to vote on resolutions proposed to be considered at the AGM. All business to be transacted at the AGM can only be transacted through the electronic voting system. The facility of casting the votes by the members using the electronic voting system will be provided by National Securities Depository Limited (NSDL).

2. 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 September 23, 2026

   End of remote e-voting : Up to 5:00 p.m. of September 27, 2026

   Remote e-voting module shall be disabled by NSDL for voting thereafter and remote e-voting shall not be allowed beyond 5:00 p.m. of September 27, 2026. Further, those members, who will be present in the meeting through VC / OAVM facility and have not cast 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 during the AGM. Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date may cast their vote electronically.

   The cut-off date for determining entitlement of members for casting votes through remote e-voting and e-voting at the AGM is Monday, September 21, 2026.

3. The notice of AGM will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business on Friday, August 21, 2026 and any recipient of the notice whose name does not appear as a member in relation to the shares as on the aforesaid date should treat the same as an intimation only.

4. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM through VC/OAVM but shall not be entitled to cast their vote again.

5. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

6. The members shall have one vote per equity share held by them. The facility of remote e-voting would be provided once for every folio/ client id, irrespective of the number of joint holders.

7. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date of September 21, 2026.

8. Any person, who acquires shares of the Company and becomes member after dispatch of the notice and holding shares as of the cut-off date i.e. September 21, 2026 may obtain the login ID and password by sending a request to NSDL at evoting@nsdl.com. Members may also contact Mr. Ratna Babu Vagolu, Assistant Vice President, of the Share Transfer Agent i.e. M/s. KFin Technologies Limited at 18003094001 or send email at ratan.babu@kfintech.com with cc to einward.ris@kfintech.com.

9. The Board of Directors of the Company has appointed Ms. Kala Agarwal (Membership No. FCS – 5976, COP No. 5356), Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during AGM and remote e-voting process in a fair and transparent manner.

10. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Executive Chairman or in his absence the Chairman of the meeting or in his absence the Company Secretary, who shall countersign the same and declare the result of the voting forthwith.

11. The results of the voting on the resolution at the AGM shall be declared by the Executive Chairman or in his absence the Chairman of the meeting or in his absence the Company Secretary, on or after the date of the AGM within the prescribed time limits.

12. The result of the remote e-voting along with the report of scrutinizer will also be placed on the website of the Company viz. www.nayaraenergy.com and on the website of NSDL.

13. The scrutinizer's decision on the validity of remote e-voting and e-voting at the AGM will be final.

The Instructions for remote e-voting before / during the AGM.

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

Step 1: Access to NSDL e-voting system

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

Details on Step 1 are mentioned below:

Step 1: Access to NSDL e-voting system

A) Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in Demat mode

Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or **e-voting service provider i.e. NSDL** and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value added services. Click on "**Access to e-voting**" under e-Voting services and you will be able to see e-voting. Click on company name or **e-voting service provider i.e. NSDL** and you will be re-directed to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	4. 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. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or **e-voting service provider i.e. NSDL** and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting & e-voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on 'Login' icon & 'New System My Easi' tab or 'My Easi New (Token)' tab and then use your existing My Easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-voting option for "Nayara Energy Limited". On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & e-voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN from e-voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. Upon logging in, you will be able to see e-voting option. Click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider i.e. NSDL and you will be redirected to e-voting website of NSDL for casting your vote during the remote e-voting period or joining virtual meeting and e-voting during the meeting.

Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at the above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

B) Login Method for e-voting and joining virtual meeting for shareholders holding securities in physical mode and the shareholders other than Individual shareholders holding securities in demat mode

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

(i) 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.

(ii) Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section.

(iii) 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 e-services i.e. IDeAS, you can log-in at https://eservices.nsdl.com/ with your existing IDeAS login. Once you log-in to NSDL e-services after using your login credentials, click on e-voting and you can proceed to Step 2 i.e. cast your vote electronically.

(iv) Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares 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******
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12************** then your user ID is 12**************
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example, if folio number is 001*** and EVEN is 141272 then user ID is 141272001***

(v) Password details for shareholders other than Individual shareholders 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'?

- 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 shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- If your email ID is not registered, please follow steps mentioned below in para C – *"Login Method for shareholders whose e-mail IDs are not registered with the depositories".*

(vi) 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 shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

b. Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address.

d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.

(vii) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

(viii) Now, you will have to click on "Login" button.

(ix) After you click on the "Login" button, Home page of e-voting will open.

C) Login Method for shareholders whose e-mail IDs are not registered with the depositories.

Members whose e-mail IDs are not registered with the depositories are requested to get the same registered as per procedure stated above at '**Procedure of registration of e-mail ID'**.

Alternatively, shareholder/members may send a request by email to investors@nayaraenergy.com or to evoting@nsdl.com for procuring user id and password for e-voting by providing below mentioned documents:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card).

2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

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

How to cast your vote electronically and join General 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 shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN 141272" of Nayara Energy Limited for casting your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General 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 shares 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 shareholders

(i) Institutional shareholders (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 pcskalaagarwal@gmail.com with a copy marked to evoting@nsdl.com.

Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/OAVM and vote thereat.

(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, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on 022 - 4886 7000 or contact Mr. Sanjeev Yadav, Senior Manager at NSDL by sending a request e-mail at evoting@nsdl.com or write to them at 301, 3rd Floor, Naman Chambers, G Block, Plot No- C-32, Bandra Kurla Complex, Bandra East, Mumbai- 400051 . Members can also contact Mr. Ratna Babu Vagolu, Assistant Vice President at RTA at the telephone numbers 18003094001 or send email to the RTA at einward.ris@kfintech.com or write to them at M/s. KFin Technologies Limited, Unit – Nayara Energy Limited, Selenium Building, Tower-B, Plot No. 31 & 32, Survey No. 115/22, 115/24, and 115/25, Financial District, Nanakramguda, Serilingampally, Hyderabad, Telangana – 500 032.

Instructions for e-voting at the AGM.

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.

2. Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

3. Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast 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 AGM.

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 AGM shall be the same person mentioned for Remote e-voting.

Instructions for Members for attending the AGM through VC / OAVM are as under:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access the NSDL e-voting portal by following the steps mentioned above for "**Access to NSDL e-voting system**". After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against the company name, Nayara Energy Limited. You are requested to click on "VC/OAVM link" placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN – 141272 of Nayara Energy Limited will be displayed. Please note that the members 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. Members are encouraged to join the Meeting through laptops for better experience.
3. Further Members 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 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 AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for members on first come first serve basis.
6. Members who need assistance before or during the AGM, can contact NSDL on their helpdesk numbers provided above.
7. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at Shareholderqueries@nayaraenergy.com from September 21, 2026 (9:00 a.m. IST) to September 25, 2026 (5:00 p.m. IST). Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
8. The members who have queries on financial statements or any matter to be approved at the AGM may send the same latest by September 25, 2026 mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at Shareholderqueries@nayaraenergy.com. These queries will be replied suitably either at the AGM or by e-mail.

As required by Section 102 of the Companies Act, 2013, and Secretarial Standard 2, following explanatory statement sets out all material facts relating to the business mentioned under Item No. 6 and 7 of the accompanying Notice:

Item No. 6

As per the Articles of Association of the Company, Rosneft Singapore Pte. Ltd. ("Rosneft Singapore"), a shareholder, has right to nominate 4 individuals as Directors on the Board of Directors of the Company and to remove or replace such nominees from time to time. Rosneft Singapore had nominated 4 individuals as Directors on the Board of Nayara Energy Limited.

Mr. Timur Khaydapov, who was nominated by Rosneft Singapore resigned from the Board of Nayara Energy w.e.f. November 13, 2025. Based on nomination received from Rosneft Singapore and on the recommendation of the Nomination & Remuneration Committee, the Board had, pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act"), appointed Mr. Sergei Stepanenko (DIN: 11353058) as Additional Director w.e.f. November 13, 2025.

Rosneft Singapore has also given notice in writing under Section 160 of the Act proposing the candidature of Mr. Sergei Stepanenko for the office of Director. Accordingly, it is proposed to seek approval of the shareholders for appointment of Mr. Sergei Stepanenko as Director liable to retire by rotation.

The Company has received from Mr. Stepanenko consent to act as Director of the Company; declaration confirming that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and other disclosures as required under the Act.

As required under Secretarial Standard 2, the qualification, experience and other details of Mr. Stepanenko are given under Annexure 1 appended at the end of the Notice for information of the members.

Mr. Sergei Stepanenko is deemed to be interested in respect of resolution for his appointment. Except this, none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution mentioned at Item No. 6 of the Notice.

The Board recommends the resolutions set forth in Item No.6 of the Notice for the approval of the members.

Item No.7

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of M/s. Chandra

Wadhwa & Co., Cost Accountants, as Cost Auditors of the Company for the financial year ending on March 31, 2027 and the Cost Audit fees has been fixed at ₹ 1 million including XBRL filing of cost audit report and excluding out-of-pocket expenses and applicable taxes.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, the consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending on March 31, 2027.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested financially or otherwise in the resolution at Item No. 7 of the Notice.

The Board accordingly recommends the resolution at Item No. 7 of the Notice for your approval.

By order of the Board of Directors

Place: Mumbai
Date: August 25, 2026

Mayank Bhargava
Company Secretary

Registered Office:
Khambhalia, P. O. Box 24
Dist. Devbhumi Dwarka – 361305, Gujarat.
Phone: 91 2833 661444, Fax: 91 2833 662929
e-mail: investors@nayaraenergy.com
Website: www.nayaraenergy.com

For Information of Shareholders

The Company has appointed M/s KFin Technologies Limited as the new Share Transfer Agent w.e.f. May 23, 2026. Contact details of the RTA are provided below:

KFin Technologies Limited
Unit: Nayara Energy Limited
Selenium Tower B, Plot 31 & 32, Financial District,
Nanakramguda, Hyderabad - 500 032
Email: einward.ris@kfintech.com
Toll Free Number: 1800 309 4001
Website: www.kfintech.com

Annexure 1 – Details of Directors seeking appointment / re-appointment at this Annual General Meeting (As per Secretarial Standard 2)

Particulars	Mr. Prasad K. Panicker	Mr. Vladislav Bromberg	Mr. Alexander Zubchenko	Mr. Sergei Stepanenko
Age	66	42	65	45
Qualification	Engineering graduate from Government Engineering College, Thrissur and MBA from School of Management Studies, Cochin University. Participated in various leadership development programs of IVY League institutions including Harvard Business School, ISB – Hyderabad, IIM – Ahmedabad etc.	Law degree from the University of Nottingham (United Kingdom) and Kuban State University (Russia).	Graduated from Tomsk University for Automated Control Systems and Radioelectronics (TUSUR) in 1983 in Electronic Design and Manufacturing Technology Executive Leadership Programs in 2003- 2004 from International Institute for Management Development, Lausanne, Switzerland	Higher education from Kuban State Technological University Engineer of Chemical Technology of natural energy carriers and carbon materials, Candidate of Chemical Sciences
Experience	Mr. Panicker is an Oil & Gas industry veteran with an illustrious career spanning over 40 years. A refiner at heart, he has been one of the most influential voices in the sector. Having joined Nayara in 2020, Mr. Panicker has spearheaded numerous strategic initiatives. Prior to joining Nayara Energy, Mr. Panicker was the Executive Director at Bharat Petroleum Corporation Limited (BPCL) and the head of their Kochi refinery.	Mr. Bromberg is an accomplished legal professional with over 18 years of experience in M&A, private equity, structured finance, and cross-border transactions. He is presently serving as General Counsel at UCP Investment Group. He worked as Associate and Legal Counsel at Dentons Moscow.	Mr. Zubchenko started his work in the downstream oil industry and has more than 25 years extensive experience in downstream strategic planning as well as joint venture management. Mr. Zubchenko also served many years as member and chairman of the supervisory boards in joint refining & petrochemical ventures	Mr. Stepanenko has over 17 year's operational experience in the oil and gas industry and is awarded state awards for his contribution to the development of the energy industry. He has an expertise in retail business, including operations, unit performance, HR and HSE management.
Terms and conditions of appointment / re-appointment	Appointed as Executive Chairman for a period of three years from April 19, 2024 to April 18, 2027. His term in office is subject to retirement by rotation.	Subject to retirement by rotation	Subject to retirement by rotation	Subject to retirement by rotation
Remuneration sought to be paid	Would be paid remuneration as approved by the Board from time to time pursuant to the authorization given by the shareholders by resolution passed by Postal Ballot on June 27, 2024.	Sitting fees and profit related commission or remuneration as may be approved by the Board from time to time	Sitting fees and profit related commission or remuneration as may be approved by the Board from time to time	Sitting fees and profit related commission or remuneration as may be approved by the Board from time to time

Particulars	Mr. Prasad K. Panicker	Mr. Vladislav Bromberg	Mr. Alexander Zubchenko	Mr. Sergei Stepanenko
Remuneration last drawn	Remuneration of ₹ 14,28,66,891 was paid for FY 2025-26.	Sitting fees of ₹ 24,00,000 for meetings attended in FY 2025-26. Commission of ₹ 1,93,21,666 pertaining to FY 2025-26 paid in FY 2026-27.	Sitting fees of ₹ 7,00,000 for meetings attended in FY 2025-26. Commission of ₹ 1,30,59,181 pertaining to FY 2025-26 paid in FY 2026-27.	Sitting fees of ₹ 2,00,000 for meetings attended in FY 2025-26. Commission of ₹ 83,26,726 pertaining to FY 2025-26 paid in FY 2026-27.
Date of first appointment by the Board	February 17, 2020	July 12, 2025	August 26, 2025	November 13, 2025
Shareholding in the Company	Nil	Nil	Nil	Nil
Relationship with other directors and KMPs	Not related	Not related	Not related	Not related
Number of meetings of the Board attended during the year	Attended 6 out of 7 Board meetings, held during FY 2025-26.	Attended 6 out of 6 Board meetings held during FY 2025-26.	Attended 3 out of 3 Board meetings held during FY 2025-26 after he joined the Board.	Attended 2 out of 2 Board meetings held during FY 2025-26 after he joined the Board.
Other directorships	Coviva Energy Terminals Limited	None	None	None
Chairmanship of committee of other Boards	None	None	None	None
Membership of committee of other Boards	None	None	None	None