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FORM NO. MGT-13

SCRUTINIZER'S REPORT ON E-VOTING

(Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014 and MCA Circulars]

To,
The Chairman
NAYARA ENERGY LIMITED
KHAMBHALIA, POST BOX NO-24,
DISTRICT DEVBHUMI DWARKA - 361305

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and e-voting conducted during the 31st Annual General Meeting of Nayara Energy Limited ("AGM") held on Wednesday, 15th September, 2021 at 02.30 p.m. through video conferencing ('VC') / other audio visual means ('OAVM').

I, Kala Agarwal, Practising Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of **Nayara Energy Limited** ("the Company") for the purpose of scrutinizing the votes cast through remote e-voting and e-voting process on the the resolutions proposed to be passed at the AGM of the Equity shareholders of **Nayara Energy Limited**, held on Wednesday, 15th September, 2021 at 2.30 p.m.(IST) through VC / OAVM, and submit my report as under:

The notice dated 15th July, 2021, convening the AGM, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions proposed to be passed at the AGM of the Company through electronic mode to those Members whose email addresses were registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021 (collectively referred to as "MCA Circulars").

The Company has availed the e-voting facility offered by National Securities Depository Limited ('NSDL') for conducting e-voting by the shareholders of the Company.

The voting period for remote e-voting commenced on September 10, 2021 (8:00 a.m. IST) and ended on September 14, 2021 (5:00 p.m. IST) and the NSDL e-voting platform was disabled thereafter.

The Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the cut off date of 8th September, 2021 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on e-voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com>) in the presence of two witnesses, who are not in the employment of the Company.

I have scrutinized and reviewed the remote e-voting and e-voting done during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as Scrutinizer for the remote e-voting and e-voting during the AGM is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of remote e-voting and e-voting at the AGM in respect of the said resolutions:

ORDINARY BUSINESS:

Item No. 1- Ordinary Resolution-

To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2021 together with the reports of Board of Directors and Auditors thereon.

(1) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
187	1464675194	100%(Rounded off)

(2) Voted against the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
12	2010	0%(Rounded off)

(3) Invalid Votes

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Based on the aforesaid results, Ordinary Resolution at Item No. 1 has been passed with requisite majority.

ORDINARY BUSINESS:**Item No. 2- Ordinary Resolution-**

To receive, consider and adopt the audited consolidated financial statements of the Company for the financial year ended March 31, 2021 together with the report of Auditors thereon.

(1) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
188	1464675264	100% (Rounded off)

(2) Voted against the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
12	2010	0% (Rounded off)

(3) Invalid Votes

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Based on the aforesaid results, Ordinary Resolution at Item No. 2 has been passed with requisite majority.

ORDINARY BUSINESS:**Item No. 3- Ordinary Resolution-**

To appoint a Director in place of Mr. Jonathan Kollek (DIN: 07710920) who retires from office by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

(1) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
184	732348549	100% (Rounded off)

(2) Voted against the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
14	2259	0% (Rounded off)

(3) Invalid Votes

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	00

Based on the aforesaid results, Ordinary Resolution at Item No. 3 has been passed with requisite majority.

ORDINARY BUSINESS:**Item No. 4- Ordinary Resolution-**

To appoint a Director in place of Mr. Alexander Romanov (DIN 07731508) who retires from office by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

(1) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
184	732348349	100% (Rounded off)

(2) Voted against the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
14	2259	0% (Rounded off)

(3) Invalid Votes

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Based on the aforesaid results, Ordinary Resolution at Item No. 4 has been passed with requisite majority.

ORDINARY BUSINESS:**Item No. 5- Ordinary Resolution-**

To appoint a Director in place of Ms. Victoria Cunningham (DIN 08595967) who retires from office by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.

(1) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
181	732348144	100% (Rounded off)

(2) Voted against the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
17	2514	0% (Rounded off)

(3) Invalid Votes

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Based on the aforesaid results, Ordinary Resolution at Item No. 5 has been passed with requisite majority.

SPECIAL BUSINESS:**Item No. 6- Special Resolution-****For payment of remuneration to Ms. Naina Lal Kidwai, Independent Director:****(1) Voted in favour of the resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
180	1464674279	100% (Rounded off)

(2) Voted against the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
18	2955	0% (Rounded off)

(3) Invalid Votes

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Based on the aforesaid results, Special Resolution at Item No. 6 has been passed with requisite majority.

SPECIAL BUSINESS:**Item No. 7- Special Resolution-****For payment of remuneration to Mr. Deepak Kapoor, Independent Director:****(1) Voted in favour of the resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
180	1464674279	100% (Rounded off)

(2) Voted against the resolution

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
18	2955	0% (Rounded off)

(3) Invalid Votes

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Based on the aforesaid results, Special Resolution at Item No. 7 has been passed with requisite majority.

Item No. 8- Ordinary Resolution-

(1) Voted in favour of the resolution:

(2) Voted against the resolution

(3) Invalid Votes

Number of Members whose votes were declared invalid	Number of invalid votes cast by them
0	0

All of the above Eight (8) Resolutions mentioned in the Notice of the AGM dated 15th July, 2021 as per the details mentioned above stand “PASSED” under remote e-voting and e-voting conducted during the AGM with requisite majority and hence deemed to be passed as on the date of AGM.

I hereby confirm that I am maintaining the Register received from NSDL electronically in respect of remote e-voting conducted prior to the AGM and e-voting conducted during the AGM. I shall arrange to hand over these records to the Company Secretary of the Company for safe keeping, after the Chairman signs the Minutes.

Thanking You,
Yours Faithfully,

Kala Agarwal

Kala Agarwal
Practicing Company Secretary
COP- 5356
FCS No.- 5976

Place: Mumbai
Date: September 16, 2021
UDIN: F005976C000957300

Counter Signed by
For Nayara Energy Limited

М. Шоугра

Mayank Bhargava
Company Secretary
ACS NO.:13927

Place: Mumbai
Date: September 16, 2021