

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



## Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

### I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

U11100GJ1989PLC032116

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACE0890P

(ii) (a) Name of the company

NAYARA ENERGY LIMITED

(b) Registered office address

KHAMBHALIA, POST BOX NO-24  
JAMNAGAR  
Gujarat  
000000  
India

(c) \*e-mail ID of the company

CompanySec@nayaraenergy.com

(d) \*Telephone number with STD code

02266121800

(e) Website

www.nayaraenergy.com

(iii) Date of Incorporation

12/09/1989

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes ☐ No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

☐ Yes ☒ No

(b) CIN of the Registrar and Transfer Agent

U67190MH1999PTC118368

Pre-fill

Name of the Registrar and Transfer Agent

LINK INTIME INDIA PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

C-101, 1st Floor, 247 Park,  
Lal Bahadur Shastri Marg, Vikhroli (West)

(vii) \*Financial year From date 01/04/2020 (DD/MM/YYYY) To date 31/03/2021 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held ☐ Yes ☒ No

(a) If yes, date of AGM

AGM is scheduled to be held on September 15, 2021

(b) Due date of AGM

30/09/2021

(c) Whether any extension for AGM granted

☐ Yes ☒ No

(f) Specify the reasons for not holding the same

The AGM of the Company will be held on September 15, 2021.

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C5	Coke and refined petroleum products	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

3

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	COVIVA ENERGY TERMINALS LI +	U74140GJ2015PLC082393	Subsidiary	100
2	NAYARA ENERGY GLOBAL LIM +		Subsidiary	100
3	NAYARA ENERGY SINGAPORE I +		Subsidiary	100

## IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

**(i) \*SHARE CAPITAL****(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	17,000,680,000	1,552,487,155	1,552,487,155	1,490,561,155
Total amount of equity shares (in Rupees)	170,006,800,000	15,524,871,550	15,524,871,550	14,905,611,550

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares of Rs.10/- each				
Number of equity shares	17,000,680,000	1,552,487,155	1,552,487,155	1,490,561,155
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	170,006,800,000	15,524,871,550	15,524,871,550	14,905,611,550

**(b) Preference share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	1,000,000,000	0	0	0
Total amount of preference shares (in rupees)	10,000,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference Shares of Rs.10/- each				
Number of preference shares	1,000,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	10,000,000,000	0	0	0

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	0

**(d) Break-up of paid-up share capital**

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	14,643,329	1,475,917,814	1490561155	14,905,611,155	14,905,611,155	

<b>Increase during the year</b>	1,914	24,900	26814	268,140	268,140	0
i. Pubic Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify <div></div>	1,914	24,900	26814	268,140	268,140	0
<b>Decrease during the year</b>	24,900	1,914	26814	268,140	268,140	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify <div></div>	24,900	1,914	26814	268,140	268,140	
<b>At the end of the year</b>	14,620,343	1,475,940,8	1490561155	14,905,611,	14,905,611	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	0	0	0	0	0	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify <div>NA</div>				0	0	
<b>Decrease during the year</b>	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0

ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
NA						
<b>At the end of the year</b>	0	0	0	0	0	

ISIN of the equity shares of the company

INE011A01019

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

☐

Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☒

No

☐

Not Applicable

Separate sheet attached for details of transfers

☒

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting		
Date of registration of transfer (Date Month Year)		
Type of transfer		1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)

Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)			
Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

**(iv) \*Debentures (Outstanding as at the end of financial year)**

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	7,338,221	350	2,568,377,350
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			2,568,377,350

**Details of debentures**

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	2,568,377,350	0	2,568,377,350
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

**(v) Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

**V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)**

**(i) Turnover**

875,006,000,000

**(ii) Net worth of the Company**

85,289,000,000

**VI. (a) \*SHARE HOLDING PATTERN - Promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	

3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	<b>Total</b>	0	0	0	0

**Total number of shareholders (promoters)**

0

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	24,720,174	1.66	0	
	(ii) Non-resident Indian (NRI)	906,959	0.06	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	13,450	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	300	0	0	
7.	Mutual funds	10,800	0	0	



8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,464,909,472	98.28	0	
10.	Others NA	0	0	0	
	<b>Total</b>	1,490,561,155	100	0	0

**Total number of shareholders (other than promoters)**

200,282

**Total number of shareholders (Promoters+Public/  
Other than promoters)**

200,282

**(c) \*Details of Foreign institutional investors' (FIIs) holding shares of the company**

4

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
MORGAN GRENFELL T +	DEUTSCHE BANK AG GROUND FLO +			100	0
CAPITAL INTERNATIONAL +	THE HONGKONG & SHANGHAI BK +			50	0
CAPITAL INTERNATIONAL +	THE HONGKONG & SHANGHAI BK +			50	0
IRIS INDIA FUND (MAL) +	DEUTSCHE BANK AG GROUND FLO +			100	0

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS**  
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	0	0
Members (other than promoters)	200,315	200,282
Debenture holders	16	30,273

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**





**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	0	0	0	0	0
<b>B. Non-Promoter</b>	1	2	1	2	0	0
(i) Non-Independent	1	0	1	0	0	0

(ii) Independent	0	2	0	2	0	0
<b>C. Nominee Directors representing</b>	1	6	1	7	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	1	6	1	7	0	0
Total	2	8	2	9	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 13

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Charles Anthony Fountaine 	07719852	Whole-time director	0	
Alexander Romanov	07731508	Nominee director	0	
Chin Hwee Tan	07703660	Nominee director	0	
Naina Lal Kidwai	00017806	Director	0	
Jonathan Kollek	07710920	Nominee director	0	
Deepak Kapoor	00162957	Director	0	
Krzysztof Antoni Zielicki 	07692730	Nominee director	0	
Prasad Krishna Panicker 	06476857	Whole-time director	0	
Victoria Cunningham	08595967	Nominee director	0	
Alexey Lizunov	08670188	Nominee director	0	
Avril Mary Anne Conroy 	08740726	Nominee director	0	
Mayank Bhargava	AFBPPB9032P	Company Secretary	2	
Anup Ajit Vikal	ABQPV0559C	CFO	0	

**(ii) Particulars of change in director(s) and Key managerial personnel during the year** 5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
Avril Mary Anne Conroy 	08740726	Additional director	23/05/2020	Appointment
Victoria Cunningham	08595967	Nominee director	17/09/2020	Change in designation
Alexey Lizunov	08670188	Nominee director	17/09/2020	Change in designation
Avril Mary Anne Conroy 	08740726	Nominee director	17/09/2020	Change in designation
Anand Balasundaram	AAEPB9965H	CEO	31/03/2021	Cessation

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	17/09/2020	200,354	140	66.35
Postal Ballot	02/02/2021	200,283	248	66.35

### B. BOARD MEETINGS

\*Number of meetings held

6

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30/04/2020	10	10	100
2	30/06/2020	11	11	100
3	22/10/2020	11	11	100
4	27/10/2020	11	11	100
5	19/01/2021	11	11	100
6	03/02/2021	11	11	100

### C. COMMITTEE MEETINGS

Number of meetings held

24

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	30/04/2020	3	3	100
2	Audit Committee	29/06/2020	3	3	100
3	Audit Committee	22/10/2020	3	3	100
4	Audit Committee	03/02/2021	3	3	100
5	Nomination & I	29/04/2020	4	4	100
6	Nomination & I	30/04/2020	4	4	100
7	Nomination & I	30/06/2020	4	4	100
8	Nomination & I	22/10/2020	4	4	100
9	Nomination & I	19/01/2021	4	4	100
10	Nomination & I	02/02/2021	4	4	100

**D. \*ATTENDANCE OF DIRECTORS**

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
								(Y/N/NA)
1	Charles Antho	6	6	100	14	14	100	
2	Alexander Ror	6	6	100	2	0	0	
3	Chin Hwee Ta	6	6	100	8	8	100	
4	Naina Lal Kidv	6	6	100	18	18	100	
5	Jonathan Kolle	6	6	100	6	6	100	
6	Deepak Kapoc	6	6	100	14	14	100	
7	Krzysztof Anto	6	6	100	13	13	100	
8	Prasad Krishn	6	6	100	0	0	0	
9	Victoria Cunni	6	6	100	4	4	100	
10	Alexey Lizuno	6	6	100	5	5	100	

11	Avril Mary Anr	5	5	100	2	1	50	
----	----------------	---	---	-----	---	---	----	--

# X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Charles Anthony	Executive Chairn	134,211,777	0	0	8,281,602	142,493,379
2	Mr. Prasad Krishna	Director & Head	21,420,149	0	0	1,440,000	22,860,149
3	Mr. C. Manoharan	Director & Head	0	0	0	24,661,403	24,661,403
	Total		155,631,926	0	0	34,383,005	190,014,931

Number of CEO, CFO and Company secretary whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. B. Anand	Chief Executive	126,594,052	0	0	2,542,944	129,136,996
2	Mr. Anup Vikal	Chief Financial C	66,336,530	0	0	3,133,464	69,469,994
3	Mr. Mayank Bharga	Company Secre	12,712,970	0	0	608,736	13,321,706
	Total		205,643,552	0	0	6,285,144	211,928,696

Number of other directors whose remuneration details to be entered

9

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Alexander Rom	Nominee Directo	0	0	0	600,000	600,000
2	Mr. Alexey Lizunov	Nominee Directo	0	0	0	1,100,000	1,100,000
3	Ms. Avril Conroy	Nominee Directo	0	0	0	600,000	600,000
4	Mr. Chin Hwee Tan	Nominee Directo	0	0	0	1,400,000	1,400,000
5	Mr. Jonathan Kollek	Nominee Directo	0	0	0	1,200,000	1,200,000
6	Mr. Krzysztof Zielicki	Nominee Directo	0	0	0	1,900,000	1,900,000
7	Ms. Victoria Cunnin	Nominee Directo	0	0	0	1,000,000	1,000,000
8	Mr. Deepak Kapoor	Director	0	0	0	2,000,000	2,000,000
9	Ms. Naina Lal Kidwa	Director	0	0	0	2,400,000	2,400,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
	Total		0	0	0	12,200,000	12,200,000

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☐ Yes ☒ No

(In case of 'No', submit the details separately through the method specified in instruction kit)

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow

☐ Associate ☐ Fellow

Certificate of practice number

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.  
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

DIN of the director

**To be digitally signed by**☒ Company Secretary☐ Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

**List of attachments**

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

**NOTE:**

This form is a pdf converted version of Form MGT-7 for the purpose of uploading on the website of the Company in compliance with the provisions of Section 92 of the Companies Act 2013. Therefore certain section of the Form that cannot be filled at this point of time have been explained below:

**I. Registration and other details**

(viii) Whether Annual General Meeting (AGM) held –

The AGM of the Company will be held on September 15, 2021. Since the functionality of the form does not allow user to add a date post current date, we have marked NO here.

**XIV. Compliance of sub-section (2) Of Section 92, in case of Listed Companies**

Certificate in Form MGT-8 will be obtained post conduct of AGM before actual filing of Form MGT-7 with MCA. Hence the details under this section are left blank.



## Details of Share Transfers during the Financial Year 2020-2021

Transfer Date	Type	Shares / Debentures	Amount Per Shares/Debentures	Transferor Folio	Transferor Name	Transfree Folio	Transfree Name
'03/09/2020	1	50	10	'00521429	MODY YUNUS	'00675478	MEHRUNNISA YUNUS MODY
'23/09/2020	1	100	10	'00264229	SUNIL KUMAR CHHABRA	'00675479	BIMLA DEVI
'27/10/2020	1	100	10	'00393206	SHARDA KRISHNA DEVI	'00675480	PANKAJ KUMAR SHARDA
'27/10/2020	1	100	10	'00037729	RAJESH VERMA	'00675481	PUSHPA VERMA
'25/11/2020	1	100	10	'00058539	SUMERMAL KOTHARI	'00675486	SANGEETA SUNIL DOSHI
'12/02/2021	1	200	10	'00384463	R AYYASWAMY	'00675492	KAMALA AYYASWAMY
'25/02/2021	1	300	10	'00331411	VISHNU AGRAWAL	'00675494	ABISHEK AGRAWAL

## **NAYARA ENERGY LIMITED - SUPPORTING'S / EXPLANATION ON FORM MGT - 7**

### **POINT NO. IV - SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY**

#### **(i) SHARE CAPITAL – (a) Equity Share Capital**

##### **Paid-Up Capital reconciliation with Financial Statements**

<b>Particulars</b>	<b>Amount in Rs.</b>
Equity shares of ₹10 each fully paid up (As stated in Form MGT 7 (Annual Return) of the Company)	14,905,611,550
Add: Value of 61926000 Forfeited shares	166,031,260
Paid-up Capital after adjustment of share forfeiture (As per the financial statements of the Company as on 31.3.2021)	15,071,642,810

#### **(iii) Details of share transfers / debenture transfers since closure date of last financial year.**

Since transfer of shares by a shareholder of an unlisted public company in physical form are barred by Rule No.9A of The Companies (Prospectus and Allotment of Securities) Rules, 2014, all transfer of shares in case of public company are now taking place only in demat mode.

Further, all debentures of the Company are held in demat mode by the debenture holders.

The details of transfer of shares and transfer of debentures in demat mode are not ascertainable and hence the Company is not in a position to report such transfer in demat mode.

Therefore, only details of transmission of shares are stated in the enclosed file named 'Details of share transfers during the year 2020-21'.

#### **(iv) Debentures (Outstanding as at the end of financial year) and Details of Debentures**

The Company has two different series of Non-Convertible Debentures (NCDs). However, since the functionality in Form MGT-7 permits the Company to fill details of only one series of NCDs, We could not provide details of both the series of NCDs in form MGT 7 and therefore, the details of both the series of NCDs are given below.

Further, in table under heading 'Details of Debentures', we have entered 'Zero' under 'Outstanding debentures at the beginning of the year' since addition of actual outstanding debentures at beginning of the year of Rs. 2400,00,00,000 is causing a mismatch in Total value of debentures in both the tables.

The actual details of NCDs are given below:

Particulars	Number of units	Nominal Value per unit	Total Value in Rs.
<b>Non- Convertible Debentures:</b>			
a) Secured, Unlisted, Redeemable and Non-Convertible Debentures (Allotted on August 2, 2018)	2400	1,00,00,000/-	2400,00,00,000
b) Rated, Unlisted, Secured Non-Convertible Debentures of allotted on December 16, 2020 to the resident public shareholders of Vadinar Oil Terminal Limited ("VOTL") pursuant to the order passed by Hon'ble National Company Law Tribunal on November 13, 2020 approving the Scheme of Amalgamation of VOTL with the Company	73,38,221	350/-	256,83,77,350
<b>Total</b>			<b>2656,83,77,350</b>

Class of Debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-Convertible Debenture	2400,00,00,000	256,83,77,350	-	2656,83,77,350
Partily Convertible Debentures.	-	-	-	-
Fully convertible Debentures	-	-	-	-

The list of the debenture holders, as on March 31, 2021, will be uploaded separately on MCA portal.

#### **Total number of shareholders and debenture holders (Point No. VI (b) and Point No. VII)**

The number of shareholders and debenture holders represents the total number of folios as per the records of the Share Transfer Agent. There are cases where a single shareholder / debenture holder is holding multiple folios or securities in multiple demat accounts. However, the Company has not clubbed such cases.

**POINT NO. IX - MEETINGS OF MEMBERS / CLASS OF MEMBERS / BOARD / COMMITTEES OF THE BOARD OF DIRECTORS**

**Point No. A – Attendance at members meeting**

**a) Number of Members attended meeting:**

For Annual General Meeting held on September 17, 2020 - This represents the members who had voted for the resolutions through remote e-voting facility and e-voting during the meeting.

For Postal Ballot declared on February 2, 2021 – This represents the members who had voted for the resolutions through e-voting facility and through physical ballot forms.

**b) % of total shareholding:**

For Annual General Meeting held on September 17, 2020 - For this, we have considered the percentage of number of shares for which votes are cast through e-voting to the number of total paid up share of the Company.

For Postal Ballot declared on February 2, 2021 – For this, we have considered the percentage of number of shares for which votes are cast through e-voting and physical ballot forms to the number of total paid up share of the Company.

**Point No. C – Full particulars of Committee Meetings held during the year along with attendance of Directors is as follows:**

The information set out in the form is restricted to only 10 entries. Set out below are details of all the Committee meetings that were held in financial year ended March 31, 2021

Sr. No.	Name of the Committee	Date of the meeting	Total Number of members as on the date of the meeting	No. of members attended	% attendance
1	<b>Audit Committee</b>	30-Apr-2020	3	3	100
2		29-Jun-2020	3	3	100
3		22-Oct-2020	3	3	100
4		3-Feb-2021	3	3	100
5	<b>Nomination &amp; Remuneration Committee</b>	29-Apr-2020	4	4	100
6		30-Apr-2020	4	4	100
7		30-Jun-2020	4	4	100
8		22-Oct -2020	4	4	100
9		19-Jan-2021	4	4	100
10		2-Feb-2021	4	4	100
11	<b>CSR &amp; Sustainability Committee</b>	30-Apr-2020	5	4	80
12		21-Oct-2020	5	4	80
13		25-Mar-2021	3	3	100
14	<b>Banking &amp; Finance</b>	29-Apr-2020	3	3	100
15		29-Jun-2020	3	3	100

16	<b>Committee</b>	21-Oct-2020	3	3	100
17		2-Feb-2021	3	3	100
18	<b>Trading &amp; Risk Committee</b>	29-Apr-2020	3	3	100
19		29-Jun-2020	3	3	100
20		21-Oct-2020	3	3	100
21		2-Feb-2021	3	3	100
22	<b>Risk and HSE Committee</b>	3-Feb-2021	4	4	100
23		25-Mar-2021	4	3	75
24	<b>Stakeholders Relationship Committee</b>	30-Jun-2020	3	3	100

#### **POINT NO. X – REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered and Number of CEO, CFO and Company Secretary whose remuneration details to be entered:**

Amount entered in “Others” includes

- a) ‘Contribution to Provident Fund’ for Wholetime Directors and KMPs;
- b) ‘Annual Performance Linked Incentives’, if any, for Wholetime Directors.

**Number of other Directors whose remuneration details to be entered:**

Amount entered in “Others” represents sitting fees paid for attending Board and Committee Meetings.