

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]



सत्यमेव जयते

Annual Return

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

U35111GJ1993PLC053434

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AABCV2626D

(ii) (a) Name of the company

VADINAR OIL TERMINAL LIMITI

(b) Registered office address

Nayara Energy Refinery Site, 39 KM Stone,
Okha Highway (SH-25),
Khambhalia
Jamnagar
Gujarat
361305

(c) *e-mail ID of the company

votlcosec@nayaraenergy.com

(d) *Telephone number with STD code

02271321010

(e) Website

(iii) Date of Incorporation

22/06/1993

(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

U72200TN1973PTC006412

Pre-fill

Name of the Registrar and Transfer Agent

DATA SOFTWARE RESEARCH COMPANY PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

6, SMITH ROAD, MADRAS-26, SMITH ROAD, MADRAS-2
6, SMITH ROAD, MADRAS-2

(vii) *Financial year From date 01/04/2017 (DD/MM/YYYY) To date 31/03/2018 (DD/MM/YYYY)

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

(a) If yes, date of AGM 14/09/2018

(b) Due date of AGM 30/09/2018

(c) Whether any extension for AGM granted ☐ Yes ☒ No

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	H	Transport and storage	H5	Services incidental to land, water & air transportation	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	NAYARA ENERGY LIMITED	U11100GJ1989PLC032116	Holding	97.63
2	ENNEAGON LIMITED		Subsidiary	100
3	COVIVA ENERGY TERMINALS L	U74140GJ2015PLC082393	Associate	25

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	9,000,000,000	321,947,075	321,947,075	321,947,075
Total amount of equity shares (in Rupees)	90,000,000,000	3,219,470,750	3,219,470,750	3,219,470,750

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY SHARES				
Number of equity shares	9,000,000,000	321,947,075	321,947,075	321,947,075
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	90,000,000,000	3,219,470,750	3,219,470,750	3,219,470,750

(b) Preference share capital

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

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(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				
At the beginning of the year	321,192,199	3,211,921,990	3,211,921,990	

Increase during the year	754,876	7,548,760	7,548,760	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify				
Conversion of Foreign Currency Convertible Bonds into	754,876	7,548,760	7,548,760	
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	321,947,075	3,219,470,750	3,219,470,750	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0

ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(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	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

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

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			34,840,549,539.44
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
Total			34,840,549,539.44

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	0	0	0
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

14,392,633,993.36

(ii) Net worth of the Company

2,985,959,965

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		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)	314,323,454	97.63	0	
10.	Others	0	0	0	
	Total	314,323,454	97.63	0	0

Total number of shareholders (promoters)

1

(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	7,031,135	2.18	0	
	(ii) Non-resident Indian (NRI)	249,608	0.08	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	24	0	0	
4.	Banks	49,496	0.02	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	9,221	0	0	
7.	Mutual funds	15,699	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	268,438	0.08	0	
10.	Others	0	0	0	
	Total	7,623,621	2.36	0	0

Total number of shareholders (other than promoters)

76,034

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

76,035

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

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
B D Z W INVST MNGT /	Mumbai – 01			271	0
BARCLAYS DE ZOETE V	Mumbai – 01			117	0
FOREIGN & COLONIAL	Mumbai – 01		US	600	0
GOVT OF SINGAPORE	Dadar Mumbai – 28			3,998	0
I L F MAURITIUS	Worli Mumbai – 18			600	0
MORGAN GRENFELL T	Dadar Mumbai – 28		US	99	0
TEMPLETON DEVELOP	Worli Mumbai – 25		US	3,536	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	2	1
Members (other than promoters)	76,282	76,034
Debenture holders	0	0

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
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	6	1	3	0	0
(i) Non-Independent	1	4	1	1	0	0
(ii) Independent	0	2	0	2	0	0
C. Nominee Directors representing	0	2	0	2	0	0
(i) Banks & FIs	0	2	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	0	0	0	2	0	0
Total	1	8	1	5	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 8

(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)
Chakrapany Manoharar	00184471	Nominee director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
Bhupinder Singh Kumar	00284649	Director	0	22/09/2018
Alok Kumar	07151716	Whole-time director	0	
Mohanlal Ramgopal Sharma	02724685	Director	0	
Anup Vikal	03171808	Additional director	0	
Gayathri Sukumar	07115908	Nominee director	0	
Nihar Avasare	AHYPA2263Q	Company Secretary	2	
Vinod Jain	AAMPJ7907K	CFO	0	24/07/2018

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

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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)
Kumar Nandula	AAEPN2528G	CFO	31/07/2017	Cessation
Ajay Sharma	06417150	Nominee director	05/08/2017	Cessation
Sachikant Mishra	02755068	Nominee director	08/08/2017	Cessation
P. K. Srivastava	00843258	Director	14/08/2017	Cessation
Kamla Kant Sinha	00009113	Director	14/08/2017	Cessation
Deepak Sachdeva	05176410	Whole-time director	14/08/2017	Cessation
Suparna Singh	07142898	Director	14/08/2017	Cessation
Venkata Govind Raghav	00008683	Director	14/08/2017	Cessation
Rajiv Agarwal	00903635	Director	14/08/2017	Cessation
Alok Kumar	07151716	Whole-time director	14/08/2017	Appointment
Mohanlal Ramgopal Sharma	02724685	Additional director	14/08/2017	Appointment
Lalit Kumar Gupta	00017344	Additional director	14/08/2017	Appointment
Chakrapany Manohararam	00184471	Additional director	14/08/2017	Appointment
Nihar Ravindra Avasare	AHYPA2263Q	Company Secretary	21/08/2017	Appointment
Lalit Kumar Gupta	00017344	Additional director	05/09/2017	Cessation
Anand Balasundaram	02792009	Additional director	05/09/2017	Appointment
Gayathri Sukumar	07115908	Additional director	05/09/2017	Appointment
Vinod Jain	AAMPJ7907K	CFO	05/09/2017	Appointment
Anand Balasundaram	02792009	Nominee director	29/09/2017	Change in Designation
Chakrapany Manohararam	00184471	Nominee director	29/09/2017	Change in Designation

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

1

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	29/09/2017	76,167	75	97.63

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	28/06/2017	9	7	77.78
2	08/08/2017	7	5	71.43
3	14/08/2017	7	3	42.86
4	05/09/2017	6	5	83.33
5	15/12/2017	6	6	100
6	29/03/2018	6	6	100

C. COMMITTEE MEETINGS

Number of meetings held

8

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	08/08/2017	3	3	100
2	Audit Committee	05/09/2017	3	2	66.67
3	Audit Committee	15/12/2017	3	3	100
4	Audit Committee	29/03/2018	3	3	100
5	Nomination & Remuneration	05/09/2017	3	2	66.67
6	Nomination & Remuneration	29/03/2018	3	2	66.67
7	CSR, Safety and Environment	15/12/2017	3	3	100
8	CSR, Safety and Environment	29/03/2018	3	3	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	14/09/2018
								(Y/N/NA)
1	Chakrapany M	3	3	100	4	4	100	Yes
2	Bhupinder Sin	6	5	83.33	6	4	66.67	No
3	Alok Kumar	3	3	100	2	2	100	Yes
4	Mohanlal Ram	3	3	100	7	7	100	Yes
5	Anup Vikal	1	1	100	1	0	0	No
6	Gayathri Suku	3	3	100	2	2	100	No

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Capt. Deepak Sach	Wholetime Direc	2,485,813	0	0	13,357,830	15,843,643
2	Capt. Alok Kumar	Wholetime Direc	2,566,176	0	0	2,429,899	4,996,075
	Total		5,051,989	0	0	15,787,729	20,839,718

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. Kumar Nandula	Chief Financial C	1,148,488	0	0	1,913,206	3,061,694
2	Mr. Vinod Jain	Chief Financial C	0	0	0	0	0
3	Mr. Nihar Avasare	Company Secre	0	0	0	0	0
	Total		1,148,488	0	0	1,913,206	3,061,694

Number of other directors whose remuneration details to be entered

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Capt. B. S. Kumar	Independent Dir	0	0	0	360,000	360,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	Mr. V. G. Raghavan	Wholetime Direc	0	0	0	90,000	90,000
3	Dr. Mohan Lal Shar	Wholetime Direc	0	0	0	330,000	330,000
	Total		0	0	0	780,000	780,000

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

The Company did not have a Company Secretary for the period April 1, 2017 to August 20, 2017

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

Parikh, Parekh and Associates

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

8187

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. ... 08 dated 14/08/2017

(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

CHAKRAPAN
Y
MANOHARAN

DIN of the director

00184471

To be digitally signed by

NIHAR
RAVINDRA
AVASARE

☒ Company Secretary

☐ Company secretary in practice

Membership number

19641

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 Attachement(s), if any

List of attachments

Attach

Attach

Attach

Attach

VOTL Share Transfer Details.pdf
MGT-8- VOTL-31032018.pdf
Enclosure to Annual Return - signed.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

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

