

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

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.c

(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

U74140MH1982PLC028446

Pre-fill

Name of the Registrar and Transfer Agent

DATAMATICS BUSINESS SOLUTIONS LIMITED

Registered office address of the Registrar and Transfer Agents

PLOT NO. B - 5, PART B CROSS LANE , MIDC, MAROL,
ANDHERI EAST

(vii) *Financial year From date (DD/MM/YYYY) To date (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted Yes No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

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

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	VADINAR OIL TERMINAL LIMITED	U35111GJ1993PLC053434	Subsidiary	97.63
2	COVIVA ENERGY TERMINALS LIMITED	U74140GJ2015PLC082393	Subsidiary	100
3	NAYARA ENERGY GLOBAL LIMITED		Subsidiary	100
4	ENNEAGON LIMITED		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	8,000,680,000	1,552,487,155	1,552,487,155	1,490,561,155
Total amount of equity shares (in Rupees)	80,006,800,000	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	8,000,680,000	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)	80,006,800,000	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				
At the beginning of the year	1,490,561,155	14,905,611,550	14,905,611,550	

Increase during the year	0	0	0	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				
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	1,490,561,155	14,905,611,550	14,905,611,550	
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	14/09/2018		
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"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee	<input type="text"/>
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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	2,400	10000000	24,000,000,000
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			133,424,512,179
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
Total			157,424,512,179

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	7,038,358	24,000,000,000	7,038,358	24,000,000,000
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**

987,129,005,385

(ii) Net worth of the Company

185,051,000,000

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)	0	0	0	
10.	Others	0	0	0	
	Total	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	24,688,760	1.66	0	
	(ii) Non-resident Indian (NRI)	909,309	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	13,472	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)	1,464,938,514	98.28	0	
10.	Others	0	0	0	
	Total	1,490,561,155	100	0	0

Total number of shareholders (other than promoters)

200,329

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

200,329

(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
IRIS INDIA FUND (MAU)	DEUTSCHE BANK AG GROUND FLC			100	0
MORGAN GRENFELL T	DEUTSCHE BANK AG GROUND FLC			100	0
CAPITAL INTERNATIONAL	THE HONGKONG and SHANGHAI E			50	0
CAPITAL INTERNATIONAL	THE HONGKONG and SHANGHAI E			50	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)	200,532	200,329
Debenture holders	9	16

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	2	1	4	0	0
(i) Non-Independent	1	0	1	2	0	0
(ii) Independent	0	2	0	2	0	0
C. Nominee Directors representing	1	8	1	5	0	0
(i) Banks & FIs	0	1	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	7	1	5	0	0
Total	2	10	2	9	0	0

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

14

(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 Founta	07719852	Whole-time directo	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
C. Manoharan	00184471	Whole-time director	0	19/12/2019
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	
Didier Casimiro	08166831	Nominee director	0	
Alexander Bogdashin	08167807	Director	0	
Alexey Karavaykin	08300501	Director	0	
Mayank Bhargava	AFBPB9032P	Company Secretary	2	
B. Anand	AAEPB9965H	CEO	0	
Anup Vikal	ABQPV0559C	CFO	0	

(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)
Naina Lal Kidwai	00017806	Director	21/05/2018	Change in Designation
Deepak Kapoor	00162957	Director	21/05/2018	Change in Designation
Marcus George Cooper	07686158	Nominee director	04/07/2018	Cessation
Didier Casimiro	08166831	Additional director	05/07/2018	Appointment
Didier Casimiro	08166831	Nominee director	14/09/2018	Change in Designation
Elena Sapozhnikova	07703689	Nominee director	08/10/2018	Cessation
Alexander Bogdashin	08167807	Additional director	09/10/2018	Appointment
Andrew James Balgarni	07692748	Nominee director	27/12/2018	Cessation
Alexey Karavaykin	08300501	Additional director	28/12/2018	Appointment
Sudarsan Raghuraman	06443250	Nominee director	01/02/2019	Cessation
Alexander Bogdashin	08167807	Director	01/03/2019	Change in Designation
Alexey Karavaykin	08300501	Director	01/03/2019	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

6

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extraordinary General Meet	21/05/2018	200,508	118	34.43
Annual General Meeting	14/09/2018	200,456	98	34.43
Postal Ballot	01/03/2019	200,356	345	98.26
NCLT convened Equity Sha	17/09/2018	200,456	90	34.43
NCLT convened Secured C	17/09/2018	11	11	100
NCLT convened Unsecured	17/09/2018	2,575	38	5.24

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	11/05/2018	12	10	83.33
2	05/07/2018	12	10	83.33
3	11/10/2018	12	11	91.67
4	19/10/2018	12	8	66.67
5	22/01/2019	12	11	91.67

C. COMMITTEE MEETINGS

Number of meetings held

22

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	11/05/2018	3	3	100
2	Audit Committee	05/07/2018	3	3	100
3	Audit Committee	11/10/2018	3	3	100
4	Audit Committee	22/01/2019	3	3	100
5	Nomination & I	11/05/2018	4	4	100
6	Nomination & I	04/07/2018	4	4	100
7	Nomination & I	10/10/2018	4	4	100
8	Nomination & I	21/01/2019	4	4	100
9	Stakeholders F	21/01/2019	3	3	100
10	CSR, Safety &	10/05/2018	5	4	80

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	19/09/2019
								(Y/N/NA)
1	Charles Antho	5	5	100	11	11	100	Yes
2	C. Manoharan	5	4	80	0	0	0	Yes
3	Alexander Ror	5	3	60	2	0	0	No
4	Chin Hwee Ta	5	4	80	10	10	100	No
5	Naina Lal Kidv	5	5	100	16	16	100	No
6	Jonathan Kolle	5	4	80	7	6	85.71	No
7	Deepak Kapoc	5	5	100	9	9	100	No
8	Krzysztof Antc	5	5	100	6	6	100	No
9	Didier Casimir	4	4	100	4	4	100	No
10	Alexander Bog	3	3	100	1	1	100	No
11	Alexey Karava	1	1	100	1	1	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	Mr. Charles Anthony	Executive Chairn	85,192,303	0	0	2,664,788	87,857,091
2	Mr. C. Manoharan	Director & Head	22,036,440	0	0	54,798,115	76,834,555
	Total		107,228,743	0	0	57,462,903	164,691,646

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	86,414,668	0	0	2,542,944	88,957,612
2	Mr. Anup Vikal	Chief Financial C	47,932,465	0	0	2,380,620	50,313,085
3	Mr. Mayank Bharga	Company Secre	9,549,585	0	0	294,660	9,844,245

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
	Total		143,896,718	0	0	5,218,224	149,114,942

Number of other directors whose remuneration details to be entered

14

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Alexander Romanov	Nominee Director	0	8,595,775	0	300,000	8,895,775
2	Andrew Balgarnie	Nominee Director	0	9,546,270	0	900,000	10,446,270
3	Alexander Bogdash	Director	0	0	0	400,000	400,000
4	Alexey Karavaykin	Director	0	0	0	200,000	200,000
5	Chin Hwee Tan	Nominee Director	0	9,546,270	0	1,400,000	10,946,270
6	Didier Casimiro	Nominee Director	0	0	0	800,000	800,000
7	Elena Sapozhnikova	Nominee Director	0	8,595,775	0	200,000	8,795,775
8	Jonathan Kollek	Nominee Director	0	9,039,339	0	1,000,000	10,039,339
9	Krzysztof Zielicki	Nominee Director	0	9,546,270	0	1,100,000	10,646,270
10	Marcus Cooper	Nominee Director	0	8,088,845	0	300,000	8,388,845
11	Deepak Kapoor	Independent Director	0	4,851,838	0	1,600,000	6,451,838
12	Naina Lal Kidwai	Independent Director	0	8,852,546	0	2,300,000	11,152,546
13	K. N. Venkatasubra	Independent Director	0	2,379,267	0	0	2,379,267
14	D. J. Thakkar	Independent Director	0	6,156,081	0	0	6,156,081
	Total		0	85,198,276	0	10,500,000	95,698,276

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

P. N. PARIKH

Whether associate or fellow

Associate Fellow

Certificate of practice number

1228

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. ... 06 dated 19/10/2016

(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

CHARLES
FOUNTAIN

DIN of the director

07719852

To be digitally signed by

MAYANK
BHARGAVA

Company Secretary

Company secretary in practice

Membership number

13927

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

Attach
Attach
Attach
Attach

MGT-8- Nayara.pdf
Enclosure to Annual Return final.pdf
NAYARA_share transfer details 2018-19.p

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