

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.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

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 15/09/2021

(b) Due date of AGM 30/09/2021

(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	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	1,475,917,8	1490561155	14,905,611,	14,905,611	

Increase during the year	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	1,914	24,900	26814	268,140	268,140	0
Rematerialisation / Dematerialisation of shares						
Decrease during the year	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	24,900	1,914	26814	268,140	268,140	
Dematerialisation / Rematerialisation of shares						
At the end of the year	14,620,343	1,475,940,8	1490561155	14,905,611,	14,905,611	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	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						
Decrease during the year	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						
At the end of the year	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	
	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	24,720,174	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	0	0	0	
	Total	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
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	2	1	2	0	0
(i) Non-Independent	1	0	1	0	0	0

(ii) Independent	0	2	0	2	0	0
C. Nominee Directors representing	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 Founta	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	AFBPB9032P	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 & Remuneration	29/04/2020	4	4	100
6	Nomination & Remuneration	30/04/2020	4	4	100
7	Nomination & Remuneration	30/06/2020	4	4	100
8	Nomination & Remuneration	22/10/2020	4	4	100
9	Nomination & Remuneration	19/01/2021	4	4	100
10	Nomination & Remuneration	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	15/09/2021
								(Y/N/NA)
1	Charles Anthony	6	6	100	14	14	100	Yes
2	Alexander Ror	6	6	100	2	0	0	No
3	Chin Hwee Tan	6	6	100	8	8	100	No
4	Naina Lal Kidwai	6	6	100	18	18	100	Yes
5	Jonathan Kollek	6	6	100	6	6	100	No
6	Deepak Kapoor	6	6	100	14	14	100	Yes
7	Krzysztof Antkowiak	6	6	100	13	13	100	No
8	Prasad Krishnan	6	6	100	0	0	0	Yes
9	Victoria Cunningham	6	6	100	4	4	100	No
10	Alexey Lizunov	6	6	100	5	5	100	Yes

11	Avril Mary Anr	5	5	100	2	1	50	No
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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 Chairm	126,376,044	0	0	8,281,602	134,657,646
2	Mr. Prasad Krishna	Director & Head	22,100,282	0	0	1,440,000	23,540,282
3	Mr. C. Manoharan	Director & Head	0	0	0	24,661,403	24,661,403
	Total		148,476,326	0	0	34,383,005	182,859,331

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	126,873,443	0	0	2,542,944	129,416,387
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		205,922,943	0	0	6,285,144	212,208,087

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 Roma	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

KALA AGARWAL

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

5356

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:

- 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.
- 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

PRASAD
KRISHNA
PANICKER

Digitally signed by
PRASAD KRISHNA
PANICKER
Date: 2021.11.02
14:50:23 +05'30'

DIN of the director

To be digitally signed by

MAYANK
BHARGAVA

Digitally signed by
MAYANK
BHARGAVA
Date: 2021.11.02
14:51:25 +05'30'

- ☒ 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 Attachement(s), if any

List of attachments

Enclosure to Annual Return 2020-21_signed
MGT 8_Nayara.pdf
Details of share transfers.pdf

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

**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

Particulars	Amount in Rs.
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 shareholders 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. Therefore, in Form MGT 7, we have provided details of NCDs which were issued during the year.

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 amounting to 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.
Non- Convertible Debentures:			
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 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
Total			2656,83,77,350

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
Partly Convertible Debentures.	-	-	-	-
Fully convertible Debentures	-	-	-	-

The list of the debenture holders, as on March 31, 2021, is being 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 – As per the relaxations granted by the Ministry of Corporate Affairs, the AGM was held through Video Conferencing / Other Audio Visual Means (VC/OAVM) without requiring physical attendance of members. The attendance given in form represents the members who had voted for the resolutions through

remote e-voting facility and e-voting during the meeting which includes attendance of members through VC/OAVM.

For Postal Ballot declared on February 2, 2021 – This represents the members who had voted on 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 shares 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 shares 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	Audit Committee	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	Nomination & Remuneration Committee	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	CSR & Sustainability Committee	30-Apr-2020	5	4	80
12		21-Oct-2020	5	4	80
13		25-Mar-2021	3	3	100
14	Banking & Finance Committee	29-Apr-2020	3	3	100
15		29-Jun-2020	3	3	100
16		21-Oct-2020	3	3	100
17		2-Feb-2021	3	3	100
18	Trading & Risk Committee	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	Risk and HSE Committee	3-Feb-2021	4	4	100
23		25-Mar-2021	4	3	75
24	Stakeholders Relationship Committee	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:

1. The total remuneration of INR 2,35,40,282 paid to Mr. Prasad Krishna Panicker is inclusive of business expense reimbursements of INR 6,80,133.
2. The total remuneration of INR 12,94,16,387 paid to Mr. B. Anand is inclusive of business expense reimbursements of INR 2,79,391.
3. 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.
4. Reconciliation of remuneration of two Independent Directors viz. Mr. Deepak Kapoor and Ms. Naina Lal Kidwai as stated in Financial Statements and Annual Return:

The remuneration of two Independent Directors viz. Mr. Deepak Kapoor and Ms. Naina Lal Kidwai, as stated in financial statements of Nayara Energy Limited for financial year ended March 31, 2021 comprises of:

- a) Sitting fees paid by Nayara Energy Limited during financial year 2020-21
- b) Provision for profit related commission for financial year 2020-21. Actual commission payout took place in financial year 2021-22
- c) Sitting fees and profit related commission paid by Vadinar Oil Terminals Limited (an erstwhile subsidiary company of the Nayara Energy Limited which got amalgamated with the Company w.e.f. December 14, 2021 pursuant to the Order of NCLT) for financial year 2020-21 in accordance with applicable Accounting Standards

In the Annual Return i.e. Form MGT 7, we have considered the sitting fees, as stated in point no. (a) above, which was actually paid by the Company during financial year 2020-21.

Number of other Directors whose remuneration details to be entered:

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

FOR NAYARA ENERGY LIMITED

MAYANK
BHARGAVA

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MAYANK BHARGAVA
Date: 2021.11.02
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MAYANK BHARGAVA
COMPANY SECRETARY

ACS 13927

Kala Agarwal

BCom, FCS,

Practising Company Secretary

801, Embassy Centre, Jamnalal Bajaj Road, Nariman Point, Mumbai-400021

Email id: admin@kalaagarwal.com Contact: 022 22824639/59 Mob.: 9819888185

Form No. MGT-8

*[Pursuant to section 92(2) of the Companies Act, 2013 and rule 11(2) of Companies
(Management and Administration) Rules, 2014]*

CERTIFICATE BY A COMPANY SECRETARY IN PRACTICE

We have examined the registers, records and books and papers of **Nayara Energy Limited** (the Company) CIN: **U11100GJ1989PLC032116** as required to be maintained under the Companies Act, 2013 (the Act) and the rules made there under for the financial year ended on 31st March, 2021. In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

- A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.
- B. During the aforesaid financial year, the Company has complied with provisions of the Act & Rules made there under in respect of:
 - 1. Based on the data provided by the Company, its officer, data available on website of MCA, the status of the Company is Active as on 31st March 2021.
 - 2. The Company has kept and maintained registers as per the provisions of the Act (as listed in **Annexure "A"**) and the rules made there under and entries made therein have been properly recorded.
 - 3. The Company has filed the forms and returns, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities as prescribed under the Act and the rules made there under within prescribed time limits.
 - 4. (I) The Board of Directors met **Six (6) times (refer Annexure B)** and the Committee meetings were held during the year under review as stated in the Annual return, in respect of which meetings, notices were given and the proceedings including noting of the circular resolutions passed have been

properly recorded in the Minutes Book/ registers maintained for the purpose and the same have been signed.

(II) The Annual General Meeting for the financial year ended on 31st March, 2020 was held on 17th September, 2020 after giving notice to the members of the Company and the resolutions passed thereat were recorded in Minutes Book maintained for the purpose.

(III) No extra ordinary general meeting was held during the financial year under review.

(IV) During the year under review the Company has passed resolutions through Postal Ballot for re-appointment of Mr. Charles Anthony Fountain as Executive Chairman of the Company and entering into Master Crude supply and Product Offtake Agreement with Energopole SA.

(V) The secured creditors were supposed to hold their meeting on 18th March, 2020, however the said meeting was adjourned due to want of quorum and with the order of Hon'ble NCLT was held on 30th June, 2020 in which they considered and approved a Scheme of Amalgamation of Vadinar Oil Terminal Limited with the Company.

5. The Register of Members was not closed during the year as it was not required to be closed.
6. The Company has not advanced loans to its Directors or any persons interested therein referred to under Section 185 of Companies Act, 2013.
7. During financial year 2020 – 21, the Company has entered into contracts/arrangements, as specified in Section 188 of the Companies Act, 2013, with related parties which were approved by the shareholders.
8. The Company complied with the provisions of issue and allotment of securities, transmission of equity shares and issue of share certificates in these instances. There was no buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities or transfer of shares in physical form during the year.
9. There were no transactions necessitating the Company to keep in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
10. No dividend was declared during the year. The Company had transferred interest on redeemed debentures to the Investor Education and Protection Fund in accordance with Section 125 of the Act.

11. The Company has complied with the provisions of Section 134 of the Act, with regard to the signing of audited financial statements and report of directors thereon as per sub - sections (3), (4) and (5) of Section 134 of the Act.
12. The Company has complied with the provisions of Companies Act 2013 with regard to constitution/ appointment/ re-appointment/ disclosures of Directors , Key Managerial Personnel and the remuneration paid to them. The Board of Directors of the Company is duly constituted as per the terms of Companies Act, 2013.
13. The Company had appointed statutory auditor complying with the provision of Section 139 of the Act after taking members approval of members in Annual General Meeting held on **28th September, 2017** and there was no casual vacancies of Auditor during the year under review.
14. During the year, the Company had applied for approval of the Central Government in Form MR-2 for re-appointment of Mr. Charles Anthony Fountain as Executive Chairman of the Company for a period of three years w.e.f January 2, 2021 to January 1, 2024. The said approval was granted on July 26, 2021.
15. Vadinar Oil Terminal Limited ("VOTL"), a subsidiary of the Company got amalgamated with Nayara Energy Limited w.e.f. December 14, 2020 pursuant to the Order passed by the Honourable National Company Law Tribunal, Ahmedabad bench approving the Scheme of Amalgamation ("Scheme") of VOTL with the Company. Pursuant to the Scheme, the Company had, on December 16, 2020, issued and allotted 7,338,221 Rated, Unlisted, Secured Non-Convertible Debentures ("NCDs") of the face value of ₹350 each to the resident public shareholders of VOTL.
16. The Company was not required to obtain any approvals, other than those stated above, from the Central Government, Tribunal, Regional Director, Court or such other authorities under the various provisions of the Act during the Financial Year.
17. The Company has not invited/accepted any deposits during the financial year under review.
18. The Company has complied with the provisions of the Companies Act, 2013 and Rules made thereunder while borrowings from public financial institutions, banks and others and creation/modification/satisfaction of charges in that respect. However there were no borrowings from its Directors and Members.

19. The Company is in the business of providing Infrastructural facilities in terms of Section 186 read with Schedule VI of Companies Act, 2013 and is therefore exempted from provisions of section 186 (except sub-section 1) of Companies Act, 2013.

20. During the year, on account of amalgamation of VOTL with the Company pursuant to the Order passed by the Honourable National Company Law Tribunal, Ahmedabad bench approving the Scheme, alterations were carried out in the Memorandum and Articles of Association of the Company.

Kala Agarwal

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DN: cn=Kala Agarwal
c=IN, o=Kala Agarwal, ou=Kala Agarwal, email=kala@kalaagarwal.com
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Kala Agarwal
Practicing Company Secretary
CP NO: 5356

Place: Mumbai

Date: 02nd November, 2021

UDIN: F005976C001351826

Kala Agarwal

BCom, FCS,

Practising Company Secretary

801, Embassy Centre, Jamnalal Bajaj Road, Nariman Point, Mumbai-400021

Email id: admin@kalaagarwal.com Contact: 022 22824639/59 Mob.: 9819888185

ANNEXURE 'A'

Registers maintained by the Company

Statutory Registers

Sr no.	Name of register	Section/rule under Companies Act, 2013
1.	Register of Members (Form MGT-1)	Section 88(1)(a), Rule 3(1) of the Companies (Management and Administration) Rules, 2014
2.	Minutes Book of meetings of Board of Directors	Section 118
	Minutes Book of meetings of the Committees	Section 118
3.	Minutes Book of General Meeting	Section 118
4.	Register of Contracts in which Directors are interested (Form MBP-4)	Section 189(1), Rule 16(1) of the Companies (Meetings of Board & its Powers) Rules, 2014
5.	Register of Directors & Key Managerial Personnel & their Shareholding	Section 170, Rule 17 of the Companies (Appointment & Qualification of Directors) Rules, 2014
6.	Register of Charges	Section 85, Rule 10(1) of the Companies (Registration of Charges) Rule, 2014
7	Register of Debenture holders (Form MGT-2)	Section 88(1)(b) Rule 4 of the Companies (Management and Administration) Rules, 2014

Other Registers:

1.	Register of Transfers
2.	Attendance of Meetings of Board of Directors
3.	Attendance of Meetings of Committees
4.	Attendance of Members at General Meetings

Kala
Agarwal

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2.5.4.20=cf5b7a714d49ea54bd2bd5d29aa5ff6ae1
e279130a6c591e99762b61e023ea2,
postalCode=400067, st=Maharashtra,
serialNumber=a8374722c96b78efeba89848092ecc
4aadb1ab91131f9559e2306418033478cf, cn=Kala
Agarwal
Date: 2021.11.02 11:01:31 +05'30'

Kala Agarwal
Practicing Company Secretary
CP NO: 5356

Place: Mumbai

Date: 02nd November, 2021

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