

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 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (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 30, 2022.

(b) Due date of AGM

30/09/2022

(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 30, 2022.

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

2

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 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	14,620,343	1,475,940,8	1490561155	14,905,611	14,905,611	

Increase during the year	416	52,700	53116	531,160	531,160	0
i. Public 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	416	52,700	53116	531,160	531,160	0
Rematerialisation / Dematerialisation of shares						
Decrease during the year	52,700	416	53116	531,160	531,160	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	52,700	416	53116	531,160	531,160	
Dematerialisation / Rematerialisation of shares						
At the end of the year	14,568,059	1,475,993,0	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	22,850	1000000	22,850,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0

Particulars	Number of units	Nominal value per unit	Total value
Total			22,850,000,000

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	22,850,000,000	0	22,850,000,000
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

1,196,894,000,000

(ii) Net worth of the Company

97,830,000,000

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	24,717,501	1.66	0	
	(ii) Non-resident Indian (NRI)	901,210	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	13,451	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)	1,464,917,893	98.28	0	
10.	Others	0	0	0	
	Total	1,490,561,155	100	0	0

Total number of shareholders (other than promoters)

200,056

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

200,056

(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
IRIS INDIA FUND (MAU)	Deutsche Bank Ag Ground Floor M			100	0
MORGAN GRENFELL T	Deutsche Bank Ag Ground Floor M			100	0
CAPITAL INTERNATIONAL	The Hongkong & Shanghai Bkg Co			50	0
CAPITAL INTERNATIONAL	The Hongkong & Shanghai Bkg Co			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)	200,282	200,056
Debenture holders	30,273	30,669

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	7	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	7	1	7	0	0
Total	2	9	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 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	03/08/2022
Deepak Kapoor	00162957	Director	0	
Krzysztof Antoni Zielicki 	07692730	Nominee director	0	12/08/2022
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	
Alois Virag	CDBPV8461N	CEO	0	
Anup Ajit Vikal	ABQPV0559C	CFO	0	18/08/2022
Mayank Bhargava	AFBPB9032P	Company Secretary	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year 2

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)
Alois Virag	CDBPV8461N	Manager	01/04/2021	Appointment as Manager
Alois Virag	CDBPV8461N	CEO	01/04/2021	Appointment as CEO

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	15/09/2021	200,221	200	98.26
Postal Ballot	13/05/2021	200,285	308	66.35

B. BOARD MEETINGS

*Number of meetings held

8

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	21/04/2021	11	11	100
2	01/07/2021	11	8	72.73
3	15/07/2021	11	10	90.91
4	20/08/2021	11	9	81.82
5	20/10/2021	11	11	100
6	12/11/2021	11	9	81.82
7	10/02/2022	11	10	90.91
8	09/03/2022	11	8	72.73

C. COMMITTEE MEETINGS

Number of meetings held

25

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	21/04/2021	3	3	100
2	Audit Committee	01/07/2021	3	3	100
3	Audit Committee	20/10/2021	3	3	100
4	Audit Committee	12/11/2021	3	3	100
5	Audit Committee	10/02/2022	3	3	100
6	Nomination & Remuneration	21/04/2021	4	4	100
7	Nomination & Remuneration	30/06/2021	4	4	100
8	Nomination & Remuneration	19/10/2021	4	4	100
9	Nomination & Remuneration	09/02/2022	4	4	100
10	CSR & Sustainability	12/11/2021	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	
								(Y/N/NA)
1	Charles Antho	8	8	100	12	12	100	
2	Alexander Ror	8	5	62.5	0	0	0	
3	Chin Hwee Ta	8	6	75	9	9	100	
4	Naina Lal Kidv	8	8	100	15	15	100	
5	Jonathan Kolle	8	5	62.5	4	3	75	
6	Deepak Kapoc	8	8	100	15	15	100	
7	Krzysztof Antc	8	7	87.5	10	9	90	
8	Prasad Krishn	8	8	100	0	0	0	
9	Victoria Cunni	8	8	100	8	8	100	
10	Alexey Lizuno	8	8	100	6	6	100	
11	Avril Mary Ann	8	5	62.5	4	4	100	

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 Chairman	129,697,662	0	0	8,523,032	138,220,694
2	Mr. Prasad Krishna	Director & Head	22,562,688	0	0	19,724,483	42,287,171
3	Dr. Alois Virag	Chief Executive	96,343,580	0	0	5,632,850	101,976,430
	Total		248,603,930	0	0	33,880,365	282,484,295

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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Anup Vikal	Chief Executive	71,812,383	0	0	3,133,469	74,945,852
2	Mr. Mayank Bhargava	Company Secretary	12,380,467	0	0	1,254,128	13,634,595
	Total		84,192,850	0	0	4,387,597	88,580,447

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 Romanov	Nominee Director	0	0	0	500,000	500,000
2	Mr. Alexey Lizunov	Nominee Director	0	0	0	1,400,000	1,400,000
3	Ms. Avril Conroy	Nominee Director	0	0	0	900,000	900,000
4	Mr. Chin Hwee Tan	Nominee Director	0	0	0	1,500,000	1,500,000
5	Mr. Jonathan Kollek	Nominee Director	0	0	0	800,000	800,000
6	Mr. Krzysztof Zielicki	Nominee Director	0	0	0	1,600,000	1,600,000
7	Ms. Victoria Cunningham	Nominee Director	0	0	0	1,600,000	1,600,000
8	Mr. Deepak Kapoor	Director	0	0	0	21,796,458	21,796,458
9	Ms. Naina Lal Kidwai	Director	0	0	0	22,740,415	22,740,415
	Total		0	0	0	52,836,873	52,836,873

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

06476857

To be digitally signed by

☒ 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

Attach

Attach

Attach

Attach

List of attachments

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

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 30, 2022. 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 2021-22							
Transfer Date	Type	Shares / Debentures	Amount Per Shares/Deb entures	Transferor Folio	Transferor Name	Transfree Folio	Transfree Name
'09/04/2021	Equity	100	10	'00309704	MRUNALINI	'00675500	PRASHANT SUDHIR KHADILKAR
'05/05/2021	Equity	500	10	'00043850	ARCHANA JAIN	'00675503	DESH BHUSHAN JAIN
'12/08/2021	Equity	100	10	'00344873	RAJARAM	'00675509	PUSHPA DEVI
'12/08/2021	Equity	100	10	'00344877	RAJA RAM	'00675509	PUSHPA DEVI
'24/08/2021	Equity	100	10	'00367483	BHARATI TAHILIANI	'00675510	SAPNA TAHILIANI
'01/10/2021	Equity	100	10	'00046258	V C JOHN	'00675515	SINO VITHAYATHIL
'08/11/2021	Equity	100	10	'00440163	VELAMUR KRISHNAMACHARI SRINIVASA VARADAN	'00675519	V V ANAND
'08/11/2021	Equity	100	10	'00001071	HAUSALA PRASAD	'00675520	AARTI SHARMA
'08/11/2021	Equity	100	10	'00001472	TARA DEVI	'00675520	AARTI SHARMA
'17/11/2021	Equity	600	10	'00317095	OM PRAKASH BHARGAVA	'00675523	DEEPAK BHARGAVA
'17/11/2021	Equity	200	10	'00109322	BABULAL A SHAH	'00675524	HITESHBHAI BABUBHAI SHAH
'17/11/2021	Equity	50	10	'00538627	OMPRAKASH GANGWAL	'00675525	SANJAY GANGWAL
'29/11/2021	Equity	100	10	'00343201	SAMPAT RAJ MEHTA	'00675527	TEJ KUMARI MEHTA
'13/12/2021	Equity	100	10	'00273916	INDER PAL SINGH	'00675528	RAJIV CHAUDHARY
'13/12/2021	Equity	100	10	'00115478	BHAGWATI DEVI	'00675530	NARENDER KUMAR GUPTA
'31/12/2021	Equity	200	10	'00312954	MOLYKUTTY JOY	'00675536	JOY KANDAMMALIL VARKEY
'08/02/2022	Equity	200	10	'00289009	ASHOK JAGANNATH PATIL	'00675539	GAJANAN ASHOK PATIL
'08/02/2022	Equity	100	10	'00205642	MANOJ KUMAR KEJRIWAL	'00675540	ANIL KUMAR KEJRIWAL
'09/03/2022	Equity	100	10	'00408775	BASU ANIL CHANDRA	'00675545	KAUSHIK BASU

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 31.3.2022)	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 2021-22'.

(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) outstanding at the end of the year. 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 only one series of NCDs which was issued during the financial year 2021-22.

The details of both the series of NCDs are given below.

Further, in Form MGT 7, in table under heading 'Details of Debentures', we have entered 'Zero' under 'Outstanding debentures at the beginning of the year' and 'Decrease during the year'. This is because addition of actual outstanding debentures at beginning of the year amounting to Rs. 2656,83,77,350 and the value of debentures redeemed during the year amounting to Rs. 2400,00,00,000, are 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) Rated, Unlisted, Secured Non-Convertible Debentures (Allotted on December 16, 2020)	73,38,221	350/-	2,56,83,77,350
b) Secured, Listed, Rated, Redeemable Non-convertible Debentures (Allotted on August 13, 2021 and listed on BSE Limited w.e.f. August 17, 2021)	22,850	10,00,000	22,85,00,00,000
Total			25,41,83,77,350

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	26,56,83,77,350	22,85,00,00,000	24,00,00,00,000*	25,41,83,77,350
Partly Convertible Debentures.	-	-	-	-
Fully convertible Debentures	-	-	-	-

Note* - During the Financial Year 2021-22, the Company had redeemed 2400 Secured, unlisted, redeemable non-convertible debentures of the face value of ₹ 1,00,00,000 each.

The list of the debenture holders, as on March 31, 2022, 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. VIII. DETAILS OF DIRECTORS AND KMP

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

Dr. Alois Virag was appointed as the “Chief Executive Officer” of the Company taking responsibilities of “Manager” as defined under section 2(53) the Companies Act, 2013 (Act), for a period of three years with effect from April 1, 2021 to March 31, 2024 (both days inclusive). The Company had filed two different forms for appointment of Dr. Alois Virag as ‘Manager’ and thereafter as ‘Chief Executive Officer’.

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 15, 2021 – 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 May 13, 2021 – As per the relaxations granted by the Ministry of Corporate Affairs, members were provided only e-voting facility for voting on the Postal Ballot. Therefore, attendance given in form represents the members who had voted on the resolutions through e-voting facility.

b) % of total shareholding:

For Annual General Meeting held on September 15, 2021 - 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 May 13, 2021 – 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.

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, 2022:

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	21-April-2021	3	3	100
2		01-July-2021	3	3	100
3		20-Oct-2021	3	3	100
4		12-Nov-2021	3	3	100
5		10-Feb-2022	3	3	100
6	Nomination & Remuneration Committee	21-Apr-2021	4	4	100
7		30-Jun-2021	4	4	100
8		19-Oct -2021	4	4	100
9		9-Feb-2022	4	4	100

10	CSR & Sustainability Committee	12-Nov-2021	3	3	100
11		29-Mar-2022	3	3	100
12	Banking & Finance Committee	20-Apr-2021	3	3	100
13		30-Jun-2021	3	3	100
14		19-Oct-2021	3	3	100
15		10-Feb-2022	3	3	100
16	Trading & Risk Committee	20-Apr-2021	3	3	100
17		30-Jun-2021	3	2	100
18		19-Oct-2021	3	3	100
19		9-Feb-2022	3	2	100
20	Risk and HSE Committee	29-Jun-2021	4	4	100
21		24-Sep-2021	4	4	100
22		20-Dec-2021	4	4	100
23		29-Mar-2022	4	4	100
24	Stakeholders Relationship Committee	29-Jun-2021	3	3	100
25		19-Oct-2021	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. Dr. Alois Virag was appointed as the “Chief Executive Officer” of the Company taking responsibilities of “Manager” as defined under section 2(53) the Companies Act, 2013 (Act). Since remuneration paid to him amounts to managerial remuneration in compliance with the provisions of Section 197, 198 and Schedule V of the Act, the details of remuneration paid to him in FY 2021-22 have been disclosed under ‘Manager section’ of Form MGT-7. The same has not been repeated in the ‘Details of remuneration paid to CEO’ section.
2. Amount entered in “Others” includes:
 - a) ‘Retirals benefits such as Contribution to Provident Fund, superannuation etc ’ for Wholetime Directors and KMPs;
 - b) ‘Annual Performance Linked Incentives’, if any, for Wholetime Directors.
3. 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, 2022 comprises of:

- a) Sitting fees paid by Nayara Energy Limited during financial year 2021-22
- b) Provision for profit related commission for financial year 2021-22. Actual commission payout will take place in financial year 2022-23.

In the Annual Return i.e. Form MGT 7, we have considered sitting fees (as stated in point no. (a) above) and amount of profit related commission pertaining to financial year 2020-21, both of which were actually paid by the Company during financial year 2021-22.

Number of other Directors whose remuneration details to be entered:

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