

**ANNEXURE II -TENDER FORM FOR ELIGIBLE SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM
FORM OF ACCEPTANCE -CUM-ACKNOWLEDGEMENT & SHARE TRANSFER**

Bid Number:

Date:

BUYBACK OPENS ON	Friday, April 11, 2025
BUYBACK CLOSES ON	Wednesday, May 7, 2025
For Company / Registrar Use only	
Inward No.	Date
Stamp	
Status of shareholders (please tick appropriate box)	
<input type="checkbox"/> Resident Individual	<input type="checkbox"/> Body Corporate
<input type="checkbox"/> NRI-Non-Repatriation	<input type="checkbox"/> FII
<input type="checkbox"/> NRI Repatriation	<input type="checkbox"/> Others (Specify):
NRI shareholders mention Country of Residence:	

To,
The Board of Directors
NAYARA ENERGY LIMITED,
C/o MUFG Intime India Private Limited
Unit: Nayara Energy Limited
C-101, 247 Park, L.B.S. Marg, Vikhroli (West),
Mumbai – 400 083, Maharashtra, India.

Dear Sir/ Madam,

Subject: Letter of Offer dated March 25, 2025 in relation to Buyback of up to 2,59,08,262 fully paid-up Equity Shares of face value of ₹10/- each (“**Equity Shares**”) of Nayara Energy Limited (the “**Company**”) at a price of ₹ 731/- per Equity Share (“**Buyback Price**”), through the tender offer process, pursuant to provisions of the Companies Act, 2013 (“**Act**”), as amended payable in cash. (“**Buyback**”)

- I / We, having read and understood the Letter of Offer dated March 25, 2025, hereby tender / offer my / our Equity Shares in response to the Buyback Offer on the terms and conditions set out below and in the Letter of Offer.
- I / We authorize the Company to Buyback the Equity Shares offered by me/us (as mentioned below) and to issue instructions to the Registrar to the BuyBack to cancel the share certificates and extinguish the Equity Shares.
- I / We hereby affirm that the Equity Shares comprised in this tender / offer are offered for Buyback by me / us are free from all liens, equitable interest, charges and encumbrance.
- I / We declare that there are no restraints / injunctions or other order(s) / covenants of any nature which limits / restricts in any manner my / our right to tender Equity Shares for Buyback and that I / we am / are legally entitled to tender the Equity Shares for Buyback.
- I / We agree that the Company will pay the Buyback Price only after due verification of the validity of the documents and that the consideration shall be paid to the first named Eligible shareholder.
- I / We undertake to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- I / We agree that the Company is not obliged to accept any Equity Shares tendered / offered for Buyback where loss of share certificates has been notified to the Company.
- I / We authorize the Company to split the share certificate and issue a new consolidated share certificate for the unaccepted / part tendered Equity shares.
- I / We undertake to ensure submission of relevant documents including PAN, Form 15G or Form 15H, other relevant document(s) etc. to enable the Company to ensure correct deduction of tax at source on the Buyback consideration payable to me.
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to give effect to the Buyback in accordance with the Act and the applicable rules and regulations under the Foreign Exchange Management Act, 1999, as amended (“**FEMA**”).
- Details of Equity Shares held and tendered / offered for Buyback:

	In Figures	In Words
Number of Equity Shares held		
Number of Equity Shares offered for Buyback		

- Details of Share Certificate(s) evidencing the shares being tendered for Buyback enclosed with this application:

Total No. of Share Certificates Submitted:					
Sr. No.	Folio No.	Share Certificate No.	Distinctive No(s)		No. of Shares
			From	To	
1					
2					
3					
Total					

In case single shareholder holds shares under multiple folios, separate Tender form is required to be submitted for each folio.

In case the share certificates enclosed exceed 3 nos., please attach a separate signed sheet giving details in the same format as above.

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Acknowledgement Slip: NAYARA ENERGY LIMITED - BUY- BACK 2025

(To be filled by the Equity Shareholder) (Subject to verification)

Ledger Folio No.	
Received from Mr./ Ms./Mrs.	
Form of Acceptance-cum-Acknowledgement	
No. of Equity Shares offered for Buyback (In figures)	(in words)
Stamp Company	

Please quote Folio No. for all future correspondence

NAYARA ENERGY LIMITED

13. Details of the bank account for payout (to be mandatorily filled):

Name of the Bank	Branch and City	IFSC (11 digits) and MICR Code (9 digits)	Account Number (indicate type of account)	IBAN *	SWIFT No. for foreign payment *

*required only in case of Non-Resident Shareholders holding shares on repatriation basis.

14. Details of other Documents (Please ✓ as appropriate, if applicable) enclosed:

Mandatory Documents	Mandatory additional Documents in case of Non Resident shareholders holding shares on Repatriation basis.	Others
Original Share Certificate(s)	Previous RBI approvals, if any, for acquiring shares	Bankers Verification of Signature (Recommended)
Self-attested copy of PAN Card	Form FC-TRS filed at the time of acquisition of shares	Succession Certificate or Probated Will
Cancelled cheque leaf / self-attested copy of cancelled cheque	Copy of Form LEC (NRI) filed by the respective AD Bank or confirmation of such filing from AD Bank	Power of Attorney (In case Tender form signed by person other than Eligible Shareholder)
In case of Corporates, Authorizations with specimen signature of authorised signatory	Any other relevant RBI reporting	Death Certificate
Securities Transfer Form - Form SH-4		SEBI Registration certificate (in case shareholder is FII)

15. Applicable for all Non-resident shareholders only –

- I / We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India (“RBI”) under Foreign Exchange Management Act, 1999 (“FEMA”) and the rules and regulations framed there under, for tendering Equity Shares in the Buyback, and also undertake to comply with the reporting requirements, if applicable, under the FEMA and any other rules, regulations and guidelines, in regard to remittance of funds outside India.
- I / We, being a Non-Resident Shareholder, hereby provide my consent to the Company to transfer the buy-back consideration payable to me for the shares tendered by me and accepted by the Company, to the Bank Account, details of which are submitted by me in this tender form.

16. Equity Shareholders Details:

Particulars	First/Sole Holder	Joint Holder 1 (if any)	Joint Holder 2 (if any)	Joint Holder 3 (if any)
Full name(s) of the shareholder				
Signature(s)*				
Date of signing				
PAN				
Address of the Sole/First Equity Shareholder				
Mobile No. of the Sole/First Equity Shareholder		Email ID of Sole/First Equity Shareholder		

***Non-individual Shareholders must affix rubber stamp and sign under valid authority. The relevant corporate authorization should be enclosed with the application form submitted.**

*All capitalised terms not defined herein shall have the meaning ascribed to them in the Letter of Offer.
Please refer detailed instructions for filling this Tender form as given on page no. 17 of this Letter of Offer.*

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ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO MUFG INTIME INDIA PRIVATE LIMITED, REGISTRAR TO THE BUYBACK OFFER OF NAYARA ENERGY LIMITED

AT THE FOLLOWING ADDRESS QUOTING YOUR FOLIO NO.:

MUFG INTIME INDIA PRIVATE LIMITED

Unit: Nayara Energy Limited

C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, Maharashtra, India

Tel. No.: +91 8108114949 | **Email:** nayara.buyback2025@in.mpms.mufg.com

NAYARA ENERGY LIMITED