

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 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

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

(a) If yes, date of AGM 27/09/2023

(b) Due date of AGM 30/09/2023

(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 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	14,568,059	1,475,993,0	1490561155	14,905,611,	14,905,611	
Increase during the year	1,729	77,510	79239	792,390	792,390	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	1,729	77,510	79239	792,390	792,390	0
Rematerialisation / Dematerialisation of shares						
Decrease during the year	77,510	1,729	79239	792,390	792,390	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	77,510	1,729	79239	792,390	792,390	
Dematerialisation / Rematerialisation of shares						
At the end of the year	14,492,278	1,476,068,8	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		30/09/2022	
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
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	25,418,377,350	0	22,850,000,000	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

1,378,213,000,000

(ii) Net worth of the Company

195,571,909,098

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	24,694,683	1.66	0	
	(ii) Non-resident Indian (NRI)	915,783	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)	1,464,926,138	98.28	0	
10.	Others	0	0	0	

	Total	1,490,561,155	100	0	0
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Total number of shareholders (other than promoters)

200,057

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

200,057

(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 (MAL)	Deutsche Bank Ag Ground Floor M			100	0
MORGAN GRENELL 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)	200,056	200,057
Debenture holders	30,669	30,890

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	0	8	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	0	8	0	0
Total	2	9	1	10	0	0

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

15

(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)
Prasad Krishna Panicke	06476857	Whole-time director	0	
Abhimanyu Bhandari	05002486	Nominee director	0	
Alexander Romanov	07731508	Nominee director	0	21/07/2023
Alexey Lizunov	08670188	Nominee director	0	
Andrey Bogatenkov	09702640	Nominee director	0	
Anton Kabachinskiy	09736658	Nominee director	0	
Avril Mary Anne Conroy	08740726	Nominee director	0	
Deepak Kapoor	00162957	Director	0	
Pattamadaai Natarajasar	00049992	Nominee director	0	
Naina Lal Kidwai	00017806	Director	0	
Victoria Cunningham	08595967	Nominee director	0	
Alois Virag	CDBPV8461N	CEO	0	
Alois Virag	CDBPV8461N	Manager	0	
Rajani Kesari	ABZPK0831F	CFO	0	
Mayank Bhargava	AFBPB9032P	Company Secretar	2	

(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)
Jonathan Kollek	07710920	Nominee director	03/08/2022	Cessation
Sachin Gupta	08525719	Additional director	03/08/2022	Appointment
Krzysztof Antoni Zielicki	07692730	Nominee director	12/08/2022	Cessation
Andrey Bogatenkov	09702640	Additional director	12/08/2022	Appointment
Anup Ajit Vikal	ABQPV0559C	CFO	18/08/2022	Cessation
Anton Kabachinskiy	09736658	Additional director	03/10/2022	Appointment
Sachin Gupta	08525719	Nominee director	30/09/2022	Change in designation
Andrey Bogatenkov	09702640	Nominee director	30/09/2022	Change in designation
Charles Anthony Founta	07719852	Whole-time director	02/10/2022	Cessation
Prasad Krishna Panicker	06476857	Whole-time director	03/10/2022	Change in designation
Anton Kabachinskiy	09736658	Nominee director	15/12/2022	Change in designation
Rajani Kesari	ABZPK0831F	CFO	02/01/2023	Appointment
Pattamadai Natarajasar	00049992	Additional director	09/02/2023	Appointment
Abhimanyu Bhandari	05002486	Additional director	09/02/2023	Appointment
Chin Hwee Tan	07703660	Nominee director	09/02/2023	Cessation
Sachin Gupta	08525719	Nominee director	09/02/2023	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

1

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/09/2022	200,076	54	49.13

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	26/05/2022	11	10	90.91
2	27/05/2022	11	9	81.82
3	14/07/2022	11	9	81.82
4	12/08/2022	11	11	100
5	11/11/2022	11	9	81.82
6	09/02/2023	11	10	90.91

C. COMMITTEE MEETINGS

Number of meetings held

27

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	25/05/2022	3	2	66.67
2	Audit Committee	12/08/2022	3	3	100
3	Audit Committee	30/08/2022	3	3	100
4	Audit Committee	11/11/2022	3	3	100
5	Audit Committee	20/01/2023	3	3	100
6	Audit Committee	09/02/2023	3	3	100
7	Nomination & Remuneration Committee	22/04/2022	4	4	100
8	Nomination & Remuneration Committee	25/05/2022	4	4	100
9	Nomination & Remuneration Committee	28/06/2022	4	4	100
10	Nomination & Remuneration Committee	12/08/2022	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	27/09/2023
								(Y/N/NA)
1	Prasad Krishn	6	6	100	4	4	100	Yes
2	Abhimanyu Bh	1	1	100	0	0	0	No
3	Alexander Ror	6	2	33.33	0	0	0	Not Applicable
4	Alexey Lizuno	6	6	100	7	7	100	Yes
5	Andrey Bogate	2	1	50	4	3	75	No
6	Anton Kabach	2	2	100	3	2	66.67	No
7	Avril Mary Ann	6	6	100	5	5	100	No
8	Deepak Kapoc	6	6	100	18	17	94.44	Yes
9	Pattamadaï Na	1	1	100	0	0	0	Yes
10	Naina Lal Kidv	6	5	83.33	17	17	100	Yes
11	Victoria Cunni	6	6	100	11	11	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

3

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Charles Anthony	Executive Chairn	243,219,315	0	0	24,543,571	267,762,886
2	Mr. Prasad Krishna	Director & Head	61,380,471	0	0	1,780,040	63,160,511
3	Dr. Alois Virag	Manager and Ch	144,857,216	0	0	38,631,190	183,488,406
	Total		449,457,002	0	0	64,954,801	514,411,803

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. Anup Vikal	Chief Financial C	52,957,401	0	0	1,343,828	54,301,229
2	Ms. Rajani Kesari	Chief Financial C	12,033,091	0	0	890,323	12,923,414

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
3	Mr. Mayank Bhargava	Company Secretary	15,543,701	0	0	1,347,240	16,890,941
	Total		80,534,193	0	0	3,581,391	84,115,584

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	0	0	200,000	200,000
2	Alexey Lizunov	Nominee Director	0	0	0	1,300,000	1,300,000
3	Andrey Bogatenkov	Nominee Director	0	0	0	400,000	400,000
4	Anton Kabachinskiy	Nominee Director	0	0	0	400,000	400,000
5	Avril Conroy	Nominee Director	0	0	0	1,100,000	1,100,000
6	Abhimanyu Bhandari	Nominee Director	0	0	0	100,000	100,000
7	Chin Hwee Tan	Nominee Director	0	0	0	1,100,000	1,100,000
8	Jonathan Kollek	Nominee Director	0	0	0	300,000	300,000
9	Krzysztof Zielicki	Nominee Director	0	0	0	1,000,000	1,000,000
10	Victoria Cunningham	Nominee Director	0	0	0	1,700,000	1,700,000
11	Sachin Gupta	Nominee Director	0	0	0	500,000	500,000
12	Pattamadai Nataraja	Nominee Director	0	0	0	100,000	100,000
13	Deepak Kapoor	Independent Director	0	0	0	25,042,451	25,042,451
14	Naina Lal Kidwai	Independent Director	0	0	0	24,942,451	24,942,451
	Total		0	0	0	58,184,902	58,184,902

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

PRASAD
KRISHNA
PANICKER

Digitally signed by
PRASAD KRISHNA
PANICKER
Date: 2023.11.22
15:00:45 +05'30'

DIN of the director

06476857

To be digitally signed by

Mayank
Bhargava

Digitally signed by
Mayank Bhargava
Date: 2023.11.22
15:01:47 +05'30'

- ☒ 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 Attachement(s), if any

Attach

Attach

Attach

Attach

List of attachments

Share Transmission EQ - FY 2022-23.pdf

MGT-8 CERTIFICATE - 31 March 2023.pd

Enclosure to Annual Return 2022-23_cssig

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

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 No. U11100GJ1989PLC032116** having its Registered Office at Khambhalia, Post Box No. 24, Jamnagar, Gujarat - 361305 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, 2023**. 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 and considering the relaxations granted by the Ministry of Corporate Affairs, 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 generally complied with provisions of the Act & Rules made thereunder in respect of :
1. Its status under the Act.
 2. maintenance of registers/records & making entries therein within the time prescribed therefor;
 3. filing of forms and returns as stated in the annual return, with the Registrar of Companies and other authorities;
 4. calling/convening/holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/ registers maintained for the purpose and the same have been signed;

5. the Register of Members was not required to be closed;
6. no advances/loans have been made to its directors and/or persons or firms or companies referred in section 185 of the Act.
7. During the aforesaid financial year 2022-23, 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. transfer or transmission of securities, redemption of debentures and issue of security certificates in all instances, as applicable;

there was no issue or allotment of securities, buy back of securities/redemption of preference shares/alteration or reduction of share capital/conversion of shares/securities during the aforesaid financial year;
9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act; - Not Applicable
10. No dividend was declared during the aforesaid financial 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. Signing of audited financial statement as per the provisions of section 134 of the Act and report of directors thereon as per sub-sections (3), (4) (5) thereof;
12. constitution/appointment/re-appointments/retirement/filling up casual vacancies/disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them; as applicable;
13. appointment of auditors as per the provisions of section 139 of the Act;

14. During the financial year under review, the Company was not required to obtain any approvals, from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
15. the Company has not accepted any Fixed Deposits during the year;
16. borrowings from public financial institutions, banks, etc. and creation/modification/satisfaction of charges in that respect, wherever applicable;
17. 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;
18. there had been no alteration of the provisions of the Memorandum and/ or Articles of Association of the Company during the financial year;

Place: Mumbai
Date: 22.11.2023

For Parikh Parekh & Associates
Company Secretaries
Pravinchandra
Signature: Nahalchand Parikh
Name of Company Secretary: P. N. Parikh
C. P. No.: 1228
PR No.: 723/2020
UDIN No.: F000327E002127166

Digitally signed by Pravinchandra Nahalchand Parikh
DN: c=IN, ou=Personal, title=5276,
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serialNumber=E6A50FE8F9F1E9732378E198497C8E1A9A5513A4F
A5294FE7C9880C5E69C3FC, cn=Pravinchandra Nahalchand Parikh
Date: 2023.11.22 13:02:26 +05'30'

This Report is to be read with our letter of even date which is annexed as Annexure A to Form MGT-8 and Forms an integral part of this report.

'Annexure A to Form MGT-8'

To,
NAYARA ENERGY LIMITED

Our Certificate on the Annual Return (Form MGT-8) of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Annual Return (Form MGT-7). We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. The Compliance of the provisions of Companies Act, 2013, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of records on test basis.

Place: Mumbai
Date: 22.11.2023

For Parikh Parekh & Associates
Company Secretaries

Pravinchandra

Signature: Nahalchand Parikh

Name of Company Secretary: P. N. Parikh

C. P. No.: 1228

PR No.: 723/2020

UDIN No.: F000327E002127166

Digitally signed by Pravinchandra Nahalchand Parikh
DN: cn=Pravinchandra, o=Parikh Parekh & Associates, email=pravinchandra@parikhparekh.com, c=IN
serialNumber=1, postalCode=400004, st=Maharashtra
serialNumber=1, postalCode=400004, st=Maharashtra
serialNumber=1, postalCode=400004, st=Maharashtra
Date: 2023.11.22 13:52:36 +05'30'

Details of share transmissions during the financial year 2022-23

Transfer Date	Type	Shares / Debentures	Amount Per Shares / Debentures	Transferor Folio	Transferor Name	Transfree Folio	Transfree Name
12-04-2022	Equity	100	10	147402	ANNU GOEL	675553	RAJIV KUMAR GOEL
30-05-2022	Equity	100	10	167210	P D PANDYA	675557	KIRAN H PANDYA
27-06-2022	Equity	200	10	260192	H CHANDMAL JAIN	675567	KAMALA DEVI
20-07-2022	Equity	100	10	490142	HIRA HARISH	675570	ANJU HIRA
09-08-2022	Equity	400	10	206514	RADHE SHYAM AGARWAL	675573	BINOD KUMAR AGARWAL
19-09-2022	Equity	200	10	271163	SAVITRI DEVI	675578	RAVI GUPTA
22-11-2022	Equity	1100	10	356749	DATTUSA P METRANI	675587	RAJASHRIBEN METRANI
22-11-2022	Equity	100	10	494451	PARASMAL SURANA	675588	PRAMILA SURANA
22-11-2022	Equity	100	10	494452	SURANA PARASMAL	675588	PRAMILA SURANA
22-11-2022	Equity	100	10	55639	JAYESH KIKANI	675590	DHARMANG JAYESHBHAI KIKANI
21-12-2022	Equity	100	10	414384	MALHOTRA HARISH CHANDER	675598	SHASHI MALHOTRA
16-01-2023	Equity	100	10	275821	SHORI LAL JAIN	675600	LEKH JAIN
16-01-2023	Equity	100	10	497048	NAWAL KISHORE MALPANI	675601	SHASHI PRABHA MALPANI
16-01-2023	Equity	100	10	192731	NAWAL KISHORE MALPANI	675601	SHASHI PRABHA MALPANI
16-01-2023	Equity	100	10	343205	AMAR CHAND BARDIA	675602	SUNDEEP KUMAR BARDIA
16-01-2023	Equity	100	10	296488	HIRA LAL KUMAWATI	675603	DINESH KUMAR KUMAWAT
02-02-2023	Equity	50	10	539663	P K GOPAL RAJ	675605	VASUNDRA GOPALRAJ
07-02-2023	Equity	100	10	300179	B A PANDURANGAIAH SETTY	675606	SHOBHA B P
27-02-2023	Equity	50	10	443836	P I MATHAI	675607	REGGI MATHAI
27-02-2023	Equity	100	10	338128	ANURADHA V	675609	VENKATAREDDY VENNA

**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 6,19,26,000 Forfeited shares	166,031,260
Paid-up Capital after adjustment of share forfeiture (As per the financial statements of the Company as on 31.3.2023)	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 transmissions during the year 2022-23'.

(iv) Debentures (Outstanding as at the end of financial year) and Details of Debentures

The Company had two different series of Non-Convertible Debentures (NCDs) outstanding at the beginning of the year.

The movement in value of outstanding debentures during FY 2022-23 is explained in table below:

Particulars of Non- Convertible Debentures	Total Value in Rs.
Opening balance of Non – Convertible Debentures as on April 1, 2022	
a. 22850 Secured, Listed, Rated, Redeemable Non-convertible Debentures of ₹ 10,00,000 each amounting to INR 2285,00,00,000 b. 73,38,221 Rated, Unlisted, Secured Non-Convertible Debentures of Rs.350 each amounting to INR 256,83,77,350	2541,83,77,350
Decrease:	
22850 Secured, Listed, Rated, Redeemable Non-convertible Debentures of the face value of ₹ 10,00,000 each	2285,00,00,000
Debentures outstanding at the end of financial year i.e. on March 31, 2023	256,83,77,350

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	2541,83,77,350	-	2285,00,00,000	256,83,77,350
Partly Convertible Debentures.	-	-	-	-
Fully convertible Debentures	-	-	-	-

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. (i) - Details of directors and Key managerial personnel as on the closure of financial year and 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 i.e. one for appointment of Dr. Alois Virag as 'Manager' and thereafter as 'Chief Executive Officer'.

In view of the above, in Form MGT-7, for 'Number of Directors and KMP (who is not a Director) as on March 31, 2023', we have considered two entries of Dr. Alois Virag i.e. one as a manager and other one as the CEO. Therefore, in number, we have entered 15 instead of 14.

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 30, 2022 – 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 total number of members who attended the meeting through VC.

b) % of total shareholding:

For Annual General Meeting held on September 30, 2022 - For this, we have considered the percentage of number of shares held by the members who attended the meeting through VC to the number of total paid up shares of the Company.

Point No. B – Attendance at Board meeting

- At Board meeting held on February 9, 2023, 11 Directors were entitled to attend the meeting. Out of this 11 Directors, 2 directors, Mr. Chin Hwee Tan and Mr. Sachin Gupta ceased to be Directors at this meeting and post their cessation, Mr. P. N. Vijay and Mr. Abhimanyu Bhandari were appointed as additional Directors. We have not considered attendance of ceased Directors at this meeting. Accordingly, we have entered 11 Directors entitled to attend the meeting.

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, 2023:

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	25-May-22	3	2	66.67
2		12-Aug-22	3	3	100
3		30-Aug-22	3	3	100
4		11-Nov-22	3	3	100
5		20-Jan-23	3	3	100
6		09-Feb-23	3	3	100
7	Nomination & Remuneration Committee	22-Apr-22	4	4	100
8		25-May-22	4	4	100
9		28-Jun-22	4	4	100
10		12-Aug-22	4	4	100
11		10-Nov-22	4	2	50
12		08-Feb-23	4	4	100
13	CSR &	10-Nov-22	3	3	100

14	Sustainability Committee	16-Mar-23	4	4	100
15	Banking & Finance Committee	25-May-22	3	3	100
16		11-Nov-22	3	3	100
17		09-Feb-23	3	3	100
18	Trading & Risk Committee	26-May-22	3	3	100
19		12-Aug-22	3	3	100
20		11-Nov-22	3	3	100
21		08-Feb-23	3	3	100
22	Risk and HSE Committee	14-Apr-22	4	4	100
23		28-Jun-22	4	4	100
24		22-Sep-22	4	4	100
25		14-Dec-22	4	4	100
26		09-Feb-23	4	4	100
27	Stakeholders Relationship Committee	26-May-22	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 2022-23 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.

Number of other Directors whose remuneration details to be entered:

Amount entered in “Others” represents sitting fees and remuneration paid to Independent Directors and sitting fees paid to other Directors.

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, 2023 comprises of:

- a) Sitting fees paid by Nayara Energy Limited during financial year 2022-23

- b) Provision for other remuneration for financial year 2022-23. Actual remuneration payout took place in financial year 2023-24.

In the Annual Return i.e. Form MGT 7, we have considered sitting fees (as stated in point no. (a) above) and amount of other remuneration pertaining to financial year 2021-22, both of which were actually paid by the Company during financial year 2022-23.

FOR NAYARA ENERGY LIMITED

Mayank Bhargava	Digitally signed by Mayank Bhargava Date: 2023.11.22 14:54:37 +05'30'
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**MAYANK BHARGAVA
COMPANY SECRETARY**

ACS 13927