

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U11100GJ1989PLC032116

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAACE0890P

(ii) (a) Name of the company

NAYARA ENERGY LIMITED

(b) Registered office address

Khambhalia, Post Box No-24, Dist. Devbhumi Dwarka, Gujarat
361305
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 (DD/MM/YYYY) To date (DD/MM/YYYY)

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

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C5	Coke and refined petroleum products	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	VADINAR OIL TERMINAL LIMITED	U35111GJ1993PLC053434	Subsidiary	97.63
2	COVIVA ENERGY TERMINALS LIMITED	U74140GJ2015PLC082393	Subsidiary	100
3	NAYARA ENERGY GLOBAL LIMITED		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL**(a) Equity share capital**

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	8,000,680,000	1,552,487,155	1,552,487,155	1,490,561,155
Total amount of equity shares (in Rupees)	80,006,800,000	15,524,871,550	15,524,871,550	14,905,611,550

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares of Rs.10/- each				
Number of equity shares	8,000,680,000	1,552,487,155	1,552,487,155	1,490,561,155
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	80,006,800,000	15,524,871,550	15,524,871,550	14,905,611,550

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	1,000,000,000	0	0	0
Total amount of preference shares (in rupees)	10,000,000,000	0	0	0

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Preference Shares of Rs.10/- each				
Number of preference shares	1,000,000,000	0	0	0
Nominal value per share (in rupees)	10	10	10	10
Total amount of preference shares (in rupees)	10,000,000,000	0	0	0

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares	Total nominal amount	Total Paid-up amount	Total premium
Equity shares				
At the beginning of the year	1,490,561,155	14,905,611,550	14,905,611,550	

Increase during the year	0	0	0	0
i. Public Issues	0	0	0	0
ii. Rights issue	0	0	0	0
iii. Bonus issue	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0
v. ESOPs	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0
vii. Conversion of Preference share	0	0	0	0
viii. Conversion of Debentures	0	0	0	0
ix. GDRs/ADRs	0	0	0	0
x. Others, specify <div></div>				
Decrease during the year	0	0	0	0
i. Buy-back of shares	0	0	0	0
ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify <div></div>				
At the end of the year	1,490,561,155	14,905,611,550	14,905,611,550	
Preference shares				
At the beginning of the year	0	0	0	
Increase during the year	0	0	0	0
i. Issues of shares	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0
iii. Others, specify <div></div>				
Decrease during the year	0	0	0	0
i. Redemption of shares	0	0	0	0

ii. Shares forfeited	0	0	0	0
iii. Reduction of share capital	0	0	0	0
iv. Others, specify				
At the end of the year	0	0	0	

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]

☐ Yes ☒ No ☐ Not Applicable

Separate sheet attached for details of transfers

☒ Yes ☐ No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	<div style="border: 1px solid black; height: 25px;"></div>
Date of registration of transfer (Date Month Year)	<div style="border: 1px solid black; height: 25px;"></div>
Type of transfer	<div style="display: flex; align-items: center;"> <div style="border: 1px solid black; width: 100px; height: 30px; margin-right: 5px;"></div> <div>1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock</div> </div>
Number of Shares/ Debentures/ Units Transferred	<div style="display: flex; align-items: center;"> <div style="border: 1px solid black; width: 150px; height: 30px; margin-right: 5px;"></div> <div style="border: 1px solid black; width: 150px; height: 30px; margin-right: 5px;"></div> </div>
Ledger Folio of Transferor	<div style="border: 1px solid black; height: 25px;"></div>

Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) *Indebtedness including debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	2,400	10000000	24,000,000,000
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Secured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			66,590,253,394
Unsecured Loans (including interest outstanding/accrued but not due for payment) excluding deposits			0
Deposit			0
Total			90,590,253,394

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	24,000,000,000	0	0	24,000,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)**(i) Turnover**

999,411,000,000

(ii) Net worth of the Company

65,459,000,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity	Preference
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		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	0	0	0	
10.	Others	0	0	0	
	Total	0	0	0	0

Total number of shareholders (promoters)

0

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	24,704,016	1.66	0	
	(ii) Non-resident Indian (NRI)	909,942	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)	1,464,922,647	98.28	0	
10.	Others	0	0	0	
	Total	1,490,561,155	100	0	0

Total number of shareholders (other than promoters)

200,315

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

200,315

(c) *Details of Foreign institutional investors' (FIIs) holding shares of the company

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Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held
IRIS INDIA FUND (MAU)	DEUTSCHE BANK AG GROUND FLO			100	0
MORGAN GRENFELL T	DEUTSCHE BANK AG GROUND FLO			100	0
CAPITAL INTERNATIONAL	THE HONGKONG and SHANGHAI E			50	0
CAPITAL INTERNATIONAL	THE HONGKONG and SHANGHAI E			50	0

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	0	0
Members (other than promoters)	200,329	200,315
Debenture holders	16	16

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	4	1	2	0	0
(i) Non-Independent	1	2	1	0	0	0
(ii) Independent	0	2	0	2	0	0
C. Nominee Directors representing	1	5	1	6	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	5	1	6	0	0
Total	2	9	2	8	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 directo	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
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	
Mayank Bhargava	AFBPB9032P	Company Secretary	2	
Anand Balasundaram	AAEPB9965H	CEO	0	
Anup Ajit Vikal	ABQPV0559C	CFO	0	

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

8

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)
CHAKRAPANY MANOHAR	00184471	Whole-time director	19/12/2019	Cessation
VICTORIA CUNNINGHAM	08595967	Additional director	30/01/2020	Appointment
ALEXANDER BOGDAS	08167807	Director	30/01/2020	Cessation
ALEXEY LIZUNOV	08670188	Additional director	30/01/2020	Appointment
ALEXEY SEMENOVICH	08300501	Director	30/01/2020	Cessation
PRASAD KRISHNA PANICKER	06476857	Additional director	17/02/2020	Appointment
PRASAD KRISHNA PANICKER	06476857	Whole-time director	17/02/2020	Change in designation
DIDIER CASIMIRO	08166831	Nominee director	21/02/2020	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	19/09/2019	200,294	100	98.26
NCLT convened Equity Sha	18/03/2020	200,316	107	66.35

B. BOARD MEETINGS

*Number of meetings held

5

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	11/04/2019	11	10	90.91
2	17/06/2019	11	9	81.82
3	24/07/2019	11	11	100
4	16/10/2019	11	8	72.73
5	30/01/2020	10	10	100

C. COMMITTEE MEETINGS

Number of meetings held

22

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	11/04/2019	3	3	100
2	Audit Committee	17/06/2019	3	3	100
3	Audit Committee	24/07/2019	3	3	100
4	Audit Committee	16/10/2019	3	3	100
5	Audit Committee	30/01/2020	3	3	100
6	Audit Committee	20/03/2020	3	3	100
7	Nomination & I	10/04/2019	4	4	100

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
8	Nomination & I	23/07/2019	4	4	100
9	Nomination & I	16/10/2019	4	4	100
10	Nomination & I	29/01/2020	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	17/09/2020
								(Y/N/NA)
1	Charles Antho	5	5	100	12	12	100	Yes
2	Alexander Ror	5	3	60	3	0	0	No
3	Chin Hwee Ta	5	5	100	10	10	100	No
4	Naina Lal Kidv	5	5	100	18	18	100	Yes
5	Jonathan Kolle	5	5	100	7	6	85.71	No
6	Deepak Kapoc	5	5	100	11	11	100	Yes
7	Krzysztof Antc	5	5	100	8	8	100	No
8	Prasad Krishn	0	0	0	0	0	0	Yes
9	Victoria Cunni	1	1	100	0	0	0	No
10	Alexey Lizuno	1	1	100	0	0	0	Yes

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	121,043,264	0	0	7,935,565	128,978,829
2	Mr. C. Manoharan	Director & Head	22,111,734	0	0	16,402,356	38,514,090
3	Mr. Prasad K. Panigrahi	Director & Head	2,588,962	0	0	173,793	2,762,755
	Total		145,743,960	0	0	24,511,714	170,255,674

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	93,995,700			2,542,944	96,538,644
2	Mr. Anup Vikal	Chief Financial Officer	61,590,739			2,380,620	63,971,359
3	Mr. Mayank Bhargava	Company Secretary	11,074,619			608,736	11,683,355
	Total		166,661,058	0		5,532,300	172,193,358

Number of other directors whose remuneration details to be entered

11

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Mr. Alexander Romanov	Nominee Director	0	0	0	300,000	300,000
2	Mr. Alexander Bogdanov	Director	0	0	0	400,000	400,000
3	Mr. Alexey Karavayev	Director	0	0	0	400,000	400,000
4	Mr. Alexey Lizunov	Nominee Director	0	0	0	100,000	100,000
5	Mr. Chin Hwee Tan	Nominee Director	0	0	0	1,500,000	1,500,000
6	Mr. Didier Casimiro	Nominee Director	0	0	0	1,000,000	1,000,000
7	Mr. Jonathan Kollek	Nominee Director	0	0	0	1,100,000	1,100,000
8	Mr. Krzysztof Zielinski	Nominee Director	0	0	0	1,300,000	1,300,000
9	Ms. Victoria Cunningham	Nominee Director	0	0	0	100,000	100,000
10	Mr. Deepak Kapoor	Director	0	0	0	1,700,000	1,700,000
11	Ms. Naina Lal Kidwai	Director	0	0	0	2,400,000	2,400,000
	Total		0	0	0	10,300,000	10,300,000

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:

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

DIN of the director

06476857

To be digitally signed by

MAYANK
BHARGAVA

☒ Company Secretary

☐ Company secretary in practice

Membership number

13927

Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach

Attach

Attach

Attach

List of attachments

Details of share transfers during the year 2
MGT 8_Nayara _31032020.pdf
Enclosure to Annual Return 2019-20_final.

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