

**ANNEXURE - I - TENDER FORM FOR ELIGIBLE SHAREHOLDERS HOLDING SHARES IN
DEMATERIALIZED FORM**

FORM OF ACCEPTANCE -CUM-ACKNOWLEDGEMENT

Bid Number:

Date:

BUYBACK OPENS ON	Friday, April 11, 2025				
BUYBACK CLOSSES 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"/>	Mutual Funds
<input type="checkbox"/>	NRI-Non-Repat	<input type="checkbox"/>	FII	<input type="checkbox"/>	Banks / FI
<input type="checkbox"/>	NRI Repat	<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 extinguish the Equity Shares credited by me / us to the Escrow Demat Account of the Company.
- I / We hereby affirm that the Equity Shares comprised in this tender / offer, as 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 to ensure to keep my /our Demat account active and unblocked to receive credit in case of return of equity shares due to rejection of Equity Shares tendered by me / us.
- I / We agree that the Company will pay the Buyback Price for the shares tendered and credited by me / us to the Escrow Demat Account of the Company and accepted by the Company. The consideration shall be paid through electronic fund transfer in the Bank Account registered with the demat account of the first named Eligible shareholder. Further, I / we will ensure to keep the bank account registered with my / our demat account active and updated to receive credit remittance due to acceptance of Buyback of shares of the Company.
- I / We undertake to return to the Company any Buyback consideration that may be wrongfully received by me / us.
- 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 Demat account held with Depository Participant:

Name of the Depository (Tick whichever is applicable)	NSDL	<input type="checkbox"/>	CDSL	<input type="checkbox"/>
Name of the Depository Participant				
DP ID No. (8 digits)				
Client ID No. (8 digits)				

-----Tear along this line-----

Acknowledgement Slip: NAYARA ENERGY LIMITED - BUY- BACK 2025

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

DP ID / Client ID			
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 DP ID and Client ID. for all future correspondence

NAYARA ENERGY LIMITED

12. Bank Account Details registered with Demat account:

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

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

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

Mandatory Additional Documents in case of NRI Repat Shareholders (Tick on attachments applicable and submitted as per clause 11.1 and 11.2 of the Letter of Offer).	Previous RBI approvals for acquiring shares.		Form FC-TRS filed at the time of acquisition of shares.	
	Copy of Form LEC (NRI) filed by the respective AD Bank or confirmation of such filing from AD Bank.		Any other relevant RBI reporting.	
Mandatory additional documents	In case of FIIs, SEBI registration certificate.		In case of Corporates, Authorizations with specimen signature of authorized signatory.	

14. 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 the 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 registered with the demat account held by me and details of which are submitted by me in this tender form.

15. 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.*

Please refer detailed instructions for filling this Tender form as given on page no. 16 of this Letter of Offer.

All capitalised terms not defined herein shall have the meaning ascribed to them in the Letter of Offer.

-----Tear along this line-----

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUYBACK, IF ANY, SHOULD BE ADDRESSED TO MUG INTIME INDIA PRIVATE LIMITED, REGISTRAR TO THE BUYBACK OFFER OF NAYARA ENERGY LIMITED AT THE FOLLOWING ADDRESS QUOTING DEMAT ACCOUNT NO.:

MUG 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