

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
- Global Location Number (GLN) of the company
- * Permanent Account Number (PAN) of the company
- (ii) (a) Name of the company
- (b) Registered office address
- KHAMBHALIA, POST BOX NO-24
JAMNAGAR
Gujarat
000000
India
- (c) *e-mail ID of the company
- (d) *Telephone number with STD code
- (e) Website
- (iii) Date of Incorporation
- (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

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, Vikh
roli (West), NA

(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	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
	Physical	DEMAT	Total			
Equity shares						
At the beginning of the year	14,492,278	1,476,068,8	1490561155	14,905,611,	14,905,611	
Increase during the year	2,610	92,950	95560	955,600	955,600	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	2,610	92,950	95560	955,600	955,600	0
Rematerialisation / Dematerialisation of shares						
Decrease during the year	92,950	2,610	95560	955,600	955,600	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	92,950	2,610	95560	955,600	955,600	
Dematerialisation / Rematerialisation of shares						
At the end of the year	14,401,938	1,476,159,2	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		27/09/2023	
Date of registration of transfer (Date Month Year)			
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			
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Ledger Folio of Transferee				<input style="width:100%;" type="text"/>							
Transferee's Name		<input style="width:100%;" type="text"/>		<input style="width:100%;" type="text"/>		<input style="width:100%;" type="text"/>					
		Surname		middle name		first name					
Date of registration of transfer (Date Month Year)								<input style="width:100%;" type="text"/>			
Type of transfer			<input style="width:100%;" type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock							
Number of Shares/ Debentures/ Units Transferred			<input style="width:100%;" type="text"/>			Amount per Share/ Debenture/Unit (in Rs.)		<input style="width:100%;" type="text"/>			
Ledger Folio of Transferor								<input style="width:100%;" type="text"/>			
Transferor's Name		<input style="width:100%;" type="text"/>		<input style="width:100%;" type="text"/>		<input style="width:100%;" type="text"/>					
		Surname		middle name		first name					
Ledger Folio of Transferee								<input style="width:100%;" type="text"/>			
Transferee's Name		<input style="width:100%;" type="text"/>		<input style="width:100%;" type="text"/>		<input style="width:100%;" type="text"/>					
		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	2,568,377,350	0	0	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

1,546,293,000,000

(ii) Net worth of the Company

318,573,377,067

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	24,668,892	1.66	0	
	(ii) Non-resident Indian (NRI)	927,161	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	13,851	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)	1,464,940,151	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)

200,212

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

200,212

(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)	200,057	200,212
Debenture holders	30,890	31,144

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	0	8	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	0	8	0	8	0	0
Total	1	10	1	10	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)
Prasad Krishna Panick	06476857	Whole-time director	0	
Abhimanyu Bhandari	05002486	Nominee director	0	
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	
Jorg Tumat	10233922	Nominee director	0	
Pattamadai Natarajasa	00049992	Nominee director	0	
Naina Lal Kidwai	00017806	Director	0	
Victoria Cunningham	08595967	Nominee director	0	
Rajani Kesari	ABZPK0831F	CFO	0	05/08/2024
Mayank Bhargava	AFBPPB9032P	Company Secretary	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)
Jorg Tumat	10233922	Additional director	21/07/2023	Appointment
Alexander Romanov	07731508	Nominee director	21/07/2023	Cessation
Pattamadai Nataraja	00049992	Nominee director	27/09/2023	Change in designation
Abhimanyu Bhandar	05002486	Nominee director	27/09/2023	Change in designation
Jorg Tumat	10233922	Nominee director	27/09/2023	Change in designation
Alois Virag	CDBPV8461N	CEO	31/03/2024	Cessation
Alois Virag	CDBPV8461N	Manager	31/03/2024	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	27/09/2023	200,212	68	66.35

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	25/05/2023	11	10	90.91
2	17/07/2023	11	7	63.64
3	10/08/2023	11	9	81.82
4	08/11/2023	11	11	100
5	01/02/2024	11	10	90.91
6	27/03/2024	11	11	100

C. COMMITTEE MEETINGS

Number of meetings held

31

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	15/04/2023	3	3	100
2	Audit Committee	25/05/2023	3	3	100
3	Audit Committee	10/08/2023	3	3	100
4	Audit Committee	08/11/2023	3	3	100
5	Audit Committee	31/01/2024	3	3	100
6	Nomination and Remuneration	24/05/2023	4	4	100
7	Nomination and Remuneration	25/05/2023	4	4	100
8	Nomination and Remuneration	09/08/2023	4	4	100
9	Nomination and Remuneration	07/11/2023	4	4	100
10	Nomination and Remuneration	31/01/2024	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	26/09/2024
								(Y/N/NA)
1	Prasad Krishna	6	6	100	12	12	100	Yes
2	Abhimanyu Bh	6	4	66.67	0	0	0	No
3	Alexey Lizuno	6	6	100	14	14	100	Yes
4	Andrey Bogate	6	4	66.67	16	15	93.75	No
5	Anton Kabach	6	6	100	12	12	100	Yes
6	Avril Mary Anr	6	5	83.33	2	2	100	Yes
7	Deepak Kapoc	6	6	100	20	20	100	No
8	Jorg Tumat	4	4	100	2	2	100	Yes
9	Pattamadai Na	6	6	100	12	12	100	No

10	Naina Lal Kidv	6	6	100	18	18	100	Yes
11	Victoria Cunni	6	5	83.33	16	16	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

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Prasad Krishna Pan	Chairman & Hea	71,026,754	0	0	2,980,318	74,007,072
2	Alois Virag	Manager and Ch	155,609,725	0	0	62,472,463	218,082,188
	Total		226,636,479	0	0	65,452,781	292,089,260

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	Rajani Kesari	Chief Financial C	53,100,008	0	0	3,600,000	56,700,008
2	Mayank Bhargava	Company Secre	16,204,781	0	0	1,445,388	17,650,169
	Total		69,304,789	0	0	5,045,388	74,350,177

Number of other directors whose remuneration details to be entered

15

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	Alexander Romanov	Nominee Directo	0	0	0	15,288,326	15,288,326
2	Alexey Lizunov	Nominee Directo	0	0	0	22,714,442	22,714,442
3	Andrey Bogatenkov	Nominee Directo	0	0	0	14,080,664	14,080,664
4	Anton Kabachinskiy	Nominee Directo	0	0	0	10,110,165	10,110,165
5	Avril Mary Anne Col	Nominee Directo	0	0	0	17,753,673	17,753,673
6	Abhimanyu Bhandal	Nominee Directo	0	0	0	2,538,945	2,538,945
7	Chin Hwee Tan	Nominee Directo	0	0	0	16,464,288	16,464,288
8	Jonathan Kollek	Nominee Directo	0	0	0	5,886,667	5,886,667
9	Krzysztof Zielicki	Nominee Directo	0	0	0	7,706,060	7,706,060
10	Victoria Cunninghar	Nominee Directo	0	0	0	24,038,169	24,038,169

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
11	Sachin Gupta	Nominee Director	0	0	0	9,001,378	9,001,378
12	Jorg Tumat	Nominee Director	0	0	0	600,000	600,000
13	Pattamadai Nataraja	Nominee Director	0	0	0	4,126,700	4,126,700
14	Deepak Kapoor	Director	0	0	0	25,621,113	25,621,113
15	Naina Lal Kidwai	Director	0	0	0	25,421,113	25,421,113
	Total		0	0	0	201,351,703	201,351,703

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

MANISHA MAHESHWARI

Whether associate or fellow

Associate Fellow

Certificate of practice number

11031

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
Digitally signed by
PRASAD KRISHNA
PANICKER
Date: 2024.11.19
17:12:42 +05'30'

DIN of the director

0*4*6*5*

To be digitally signed by

Mayank
Bhargava
Digitally signed by
Mayank Bhargava
Date: 2024.11.19
17:11:52 +05'30'

Company Secretary

Company secretary in practice

Membership number

1*9*7

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 transmissions during the y
MGT-8_Nayara_FY2023-24.pdf
Enclosure to Annual Return 2023-24 signe

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

B&A
BHANDARI & ASSOCIATES
COMPANY SECRETARIES

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]*

We have examined the registers, records, books and papers of **Nayara Energy Limited** [CIN: U11100GJ1989PLC032116] ("the Company") as required to be maintained under the Companies Act, 2013 ("the Act") and the rules made thereunder for the financial year ended March 31, 2024.

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, 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 complied with provisions of the Act and rules made there under in respect of:
 1. its status under the Act as a public limited company, limited by shares;
 2. maintenance of registers and records and making entries therein within the time prescribed therefore;
 3. filing of forms and returns with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time, where applicable;
 4. calling, convening and holding meetings of Board of Directors and its committees 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 have been properly recorded in the Minutes Book and registers maintained for the purpose and the same have been signed. Further, the Company was not required to pass any resolution by postal ballot during the period under review;
 5. the Company was not required to close Register of Members/ security holders, as the case may be;
 6. the Company has not given advances/loans to its directors and/or persons or firms referred in section 185 of the Act. However, the Company has given loan to its wholly owned subsidiary in compliance with section 185 of the Act;
 7. contracts/arrangements with related parties as specified in the provisions of section 188 of the Act;
 8. transfer or transmission of securities (in electronic mode) and issuance of security certificate in all instances, wherever required. There were no instances of issue or allotment or buy back of securities or redemption of debentures and there was no alteration or reduction of share capital or conversion of shares/ securities. Further, the Company has not issued any preference shares;



9. there were no transactions necessitating the Company to keep in abeyance the right to dividend, right shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;
10. the Company has not declared and made the payment of dividend and was not required to transfer unpaid/unclaimed dividend to the Investor Education and Protection Fund ("IEPF") in accordance with section 125 of the Act. Further, the Company has transferred principal and interest amount on redeemed debentures to the IEPF 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 is as per sub - sections (3), (4) and (5) thereof;
12. constitution / appointment/ re-appointments/ retirement/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them. There were no instances requiring the Company to fill any casual vacancies of directors during the year;
13. there was no instance requiring the Company to appoint and/ or reappoint auditors or fill up casual vacancy of the auditor during the financial year 2023-24, as per the provisions of section 139 of the Act;
14. 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 or renewed or repaid deposits;
16. borrowings from public financial institutions, banks, and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable. The Company has not borrowed from its directors or members;
17. the Company is in the business of providing infrastructure facilities as defined under section 186 read with Schedule VI of the Act. Hence, the provisions of section 186 of the Act related to making of investments, giving loans, guarantees or providing securities to other bodies corporate or persons are not applicable to the Company. During the financial year 2023-24, there were no instances of investments made by the Company pursuant to the provisions of section 186(1) of the Act;
18. there was no alteration in the provisions of the Memorandum and Articles of Association of the Company.

For Bhandari & Associates
Company Secretaries

Unique Identification No.: P1981MH043700

Peer Review Certificate No.: 6157/2024

Manisha

Manisha Maheshwari
Partner

FCS No: 13272; C P No.: 11031

Mumbai | November 19, 2024

ICSI UDIN: F013272F002339497



Details of share transmissions during the financial year 2023-24

Transfer Date	Type	Shares / Debentures	Amount Per Shares / Debentures	Transferor Folio	Transferor Name	Transfree Folio	Transfree Name
06-04-2023	Equity	100	10	516887	HANSA BEN RAJNIKANT SHAH	675618	BHAVESH RAJNIKANT SHAH
06-04-2023	Equity	50	10	431588	GHANSHYAM M SHAH	675619	KEDAR GHANSHYAM SHAH
06-04-2023	Equity	100	10	31304	SUNIL KUMAR MAITY	675620	ANIMESH KUMAR MAITI
17-04-2023	Equity	300	10	278765	M M GOPAL	675623	VINOD NEB
17-04-2023	Equity	100	10	162364	KISHAN PRASAD BIRLA	675624	PRASHANT KUMAR BIRLA
17-04-2023	Equity	100	10	516692	SAROJBALA KANAIYALAL BHAYANI	675625	MANISH KANAIYALAL BHAYANI
17-04-2023	Equity	100	10	516883	HANSABEN RAJNIKANT SHAH	675618	BHAVESH RAJNIKANT SHAH
17-04-2023	Equity	100	10	425273	SARASWATI JAIN	675626	ASHISH JAIN
30-05-2023	Equity	200	10	642266	KOMAL RAJ LAXMI	675630	PRATIMA AGRAWAL
30-05-2023	Equity	200	10	158760	SHANTI SARUP GUPTA	675631	SHILPI MAHAJAN CHANDRA
30-05-2023	Equity	300	10	239649	BIFAL CHANDRA HAZRA	675635	TINKU SANTRA
12-07-2023	Equity	50	10	75147	SOMOTI DEVI	675636	AMIT KUMAR
12-07-2023	Equity	50	10	75147	SOMOTI DEVI	675637	SUMIT KUMAR AGARWAL
12-07-2023	Equity	300	10	64676	KUSUM VISHWESHWAR DANGE	675643	KISHORE VISHWESHWAR DANGE
12-07-2023	Equity	300	10	64677	VISHWESHWAR SHAMRAO DANGE	675643	KISHORE VISHWESHWAR DANGE
28-06-2023	Equity	100	10	18606	DINA NATH BHARGAVA	675644	SMITA BHARGAVA
28-06-2023	Equity	100	10	150983	PRAHLADBHAI PATEL	675645	INDUMATIBEN PRAHLADBHAI PATEL
28-06-2023	Equity	100	10	470556	GUPTA DHARAM KISHORE	675646	ARUN KUMAR AGARWAL
28-06-2023	Equity	100	10	181285	KAMLESH JAIN	675648	RAKESH JAIN
28-06-2023	Equity	100	10	181287	K C JAIN	675648	RAKESH JAIN
28-06-2023	Equity	100	10	26717	SANJOY BHATTACHARJEE	675649	BODHISATTWA MAJUMDAR
20-07-2023	Equity	400	10	359557	TELLAKULA MAKUNDA RAO	675653	TELLAKULA SREENIVASULU
20-07-2023	Equity	100	10	11490	AMBALATHINKAL T PHILIPS	675654	ALEYAMMA PHILIPS
20-07-2023	Equity	50	10	398386	SHAH RASILA JAYANTKUMAR	675655	JAIMIN R SHAH
17-08-2023	Equity	100	10	342144	SAMIR SHRIVASTAVA	675659	KRISHNA SRIVASTAVA
17-08-2023	Equity	100	10	398640	BABULAL VIRCHANDDAS MODH	675660	RAJANIKANT BABULAL MODH
17-08-2023	Equity	100	10	398641	BABULAL VIRACHANODAS MODH	675660	RAJANIKANT BABULAL MODH
17-08-2023	Equity	100	10	151879	SAROJ VISHWANATH MARATHE	675661	ARVIND V MARATHE
17-08-2023	Equity	200	10	374269	ARVIND PALKAR	675666	ANIKET ARVIND PALKAR
29-08-2023	Equity	50	10	526660	M BALAJI	675667	LAKSHMI BALAJI
29-08-2023	Equity	50	10	526659	BALAJI M	675667	LAKSHMI BALAJI
29-08-2023	Equity	50	10	526658	M BALAJI	675667	LAKSHMI BALAJI
29-08-2023	Equity	200	10	33812	RAITHATHA R M	675668	MULJIBHAI VIRJIBHAI RAITHTHA
29-08-2023	Equity	200	10	236619	RAMA RAITHTHA	675668	MULJIBHAI VIRJIBHAI RAITHTHA

11-10-2023	Equity	100	10	173149	DEBI PRASAD SARAYAN	675675	SUDEEP SARAYAN
11-10-2023	Equity	600	10	294208	HEMANT PORWAL	675676	SAROJ HEMANT PORWAL
11-10-2023	Equity	200	10	236622	HARISH RAITHATHA	675677	PRAMODINIBEN HARISH RAITHTHA
11-10-2023	Equity	200	10	33814	RAITHATHA H V	675677	PRAMODINIBEN HARISH RAITHTHA
11-10-2023	Equity	100	10	363726	CHAMELI DEVI	675678	USHA
11-10-2023	Equity	100	10	457606	VORA BALUBHAI MOHANLAL	675682	SUNANDA RAJENDRA VORA
23-11-2023	Equity	100	10	457607	RAJENDRA BALUBHAI VORA	675689	SUNANDA RAJENDRA VORA
23-11-2023	Equity	300	10	287091	ANAND SWARUP BHARDWAJ	675702	PURUSHOTTAM KUMAR BHARDWAJ
30-11-2023	Equity	100	10	366585	CHANDRA KANTA DEVI GOEL	675703	RAKESH MOHAN GOEL
30-11-2023	Equity	200	10	81025	DAYANANDA BHAT U	675704	MAYA DAYANAND BHAT
17-01-2024	Equity	200	10	603919	RENUKA MANGTANI	675709	BHOJRAJ HIRANAND MANGTANI
17-01-2024	Equity	100	10	294009	KAMAL GHAM	675710	SHARADA SUNIL GHAM
17-01-2024	Equity	100	10	237174	VALLABHDAS DADHANIA	675712	MANHARLAL VALLABHDAS DADHANIA
17-01-2024	Equity	100	10	294009	KAMAL GHAM	675711	MANGAL ANIL GHAM
17-01-2024	Equity	200	10	346924	S KIRUBA	675713	K SHYLAJA
17-01-2024	Equity	100	10	13361	NATVARLAL SONI	675714	SHARMISHTABEN PRADIPKUMAR SONI
17-01-2024	Equity	100	10	325371	VINOD CHANDRA D PATEL	675715	PATEL RAMILABEN VINODCHANDRA
17-01-2024	Equity	200	10	145843	RATTAN SINGH SAREEN	675719	NEERU SOHI
26-02-2024	Equity	100	10	156237	ERAMMA KARISSETTY	675724	K SURESH KUMAR

**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 31.3.2024)	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 Section 29 of the Companies Act, 2013 (“Act”) read with 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 2023-24’.

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

The Company had only single series of Non-Convertible Debentures (NCDs) outstanding at the beginning and end of the year, which is ‘Rated, Unlisted, Secured Non-Convertible Debentures’ allotted on December 16, 2020 to the resident public shareholders of Vadinar Oil Terminal Limited (“VOTL”) which got merged with the Company pursuant to the order

passed by Hon'ble National Company Law Tribunal on November 13, 2020 approving the Scheme of Amalgamation of VOTL with the Company. There was no redemption or issue of debentures during the financial year 2023-24.

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. V – TURNOVER AND NET WORTH OF THE COMPANY

(i) TURNOVER:

Turnover of INR 1,546,293,000,000 is arrived at after rounding off the turnover amount which was calculated in Millions while preparing financial statements for the financial year 2023-24 and hence absolute figure is not given.

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 Act, for a period of three years with effect from April 1, 2021 to March 31, 2024 (both days inclusive). For reporting his appointment, the Company had filed two different forms i.e. one for appointment of Dr. Alois Virag as ‘Manager’ and thereafter as ‘Chief Executive Officer’.

His term of office ended on March 31, 2024 and he ceased to be the “Chief Executive Officer” and “Manager” of the Company w.e.f. such date. Similar to filings done at the time of appointment, the Company had filed two different forms for recording his cessation from both the positions i.e. CEO and Manager.

In view of the above, in Form MGT-7 at field B(i) for ‘Number of Directors and KMP (who is not a Director) as on the closure of financial year i.e. March 31, 2024’, we have not considered Dr. Alois Virag since he ceased to be CEO and Manager w.e.f. March 31, 2024.

Further, in Form MGT-7 at field B(ii) for ‘Particulars of change in director(s) and key managerial personnel during the year’, we have added two entries for showing cessation of Dr. Alois Virag i.e. one for cessation as the CEO and other one for cessation as the Manager.

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 27, 2023 – 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 27, 2023 - 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. 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, 2024:

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	15-April-2023	3	3	100
2		25-May-2023	3	3	100

3		10-Aug-2023	3	3	100
4		8-Nov-2023	3	3	100
5		31-Jan-2024	3	3	100
6	Nomination & Remuneration Committee	24-May-2023	4	4	100
7		25-May-2023	4	4	100
8		9-Aug-2023	4	4	100
9		7-Nov-2023	4	4	100
10		31-Jan-2024	4	4	100
11		1-Mar-2024	4	4	100
12		27-Mar-2024	4	4	100
13	CSR & Sustainability Committee	8-Nov-2023	5	5	100
14		27-Mar-2024	5	5	100
15	Banking & Finance Committee	25-May-2023	5	5	100
16		9-Aug-2023	5	5	100
17		7-Nov-2023	5	5	100
18		30-Jan-2024	5	5	100
19	Trading & Risk Committee	24-May-2023	3	3	100
20		12-July-2023	3	3	100
21		9-Aug-2023	3	3	100
22		7-Nov-2023	5	4	80
23		30-Jan-2024	5	5	100
24	Risk and HSE Committee	14-Apr-2023	4	4	100
25		24-May-2023	4	4	100
26		6-July-2023	4	4	100
27		26-July-2023	4	4	100
28		9-Aug-2023	4	4	100
29		7-Nov-2023	4	4	100
30		30-Jan-2024	4	4	100
31	Stakeholders Relationship Committee	24-May-2023	4	4	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 Act. Since

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5th Floor, Godrej BKC, Plot No. C-68, G Block,
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CIN: U11100GJ1989PLC032116
www.nayaraenergy.com

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 financial year 2023-24 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' for Wholetime Directors and Manager.

Number of other Directors whose remuneration details to be entered:

Reconciliation of remuneration as stated in Financial Statements and Annual Return:

The remuneration of Non-Executive Directors including two Independent Directors, as stated in financial statements of Nayara Energy Limited for financial year ended March 31, 2024 comprises of:

- a) Sitting fees paid for attending Board and Committee Meetings of Nayara Energy Limited during financial year 2023-24 to Directors who were holding office during financial year 2023-24.
- b) Provision for other remuneration for financial year 2023-24 to be paid to Directors who were holding office during financial year 2023-24. Actual remuneration payout took place in financial year 2024-25

In the Annual Return i.e. Form MGT 7, for amount entered in 'Others' we have considered amounts actually paid during the financial year 2023-24 which comprises of:

- a) Sitting fees paid for attending Board and Committee Meetings of Nayara Energy Limited during financial year 2023-24 to Directors who were holding office during financial year 2023-24.
- b) Amount of other remuneration pertaining to financial year 2022-23, actually paid by the Company during financial year 2023-24, to Directors who were holding office during financial year 2022-23.

Clarification note with respect to reporting details of deemed designated person pursuant to Section 89 of the Act read with Rule 9(7) of the Companies (Management and Administration) Rules, 2014.

In accordance with the provisions of Section 89 of the Act read with Rule 9 of the Companies (Management and Administration) Rules, 2014, Mr. Mayank Bhargava, Company Secretary

of the Company is deemed to be the Designated Person responsible for furnishing information and extending cooperation for providing information to the Registrar or any other authorised officer with respect to beneficial interest in shares of the Company.

FOR NAYARA ENERGY LIMITED

Mayank Bhargava	Digitally signed by Mayank Bhargava Date: 2024.11.19 17:06:54 +05'30'
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**MAYANK BHARGAVA
COMPANY SECRETARY**

ACS 13927

Place: Mumbai

Date: November 19, 2024