Nayara Energy Ltd

Energy - Oil refining, petrochemicals & fuel retail - Unlisted

Vadinar refiner that earned a record Rs 9,027 Cr in FY26 under EU/UK sanctions; at Rs 1,132 the 1.6% float trades at 18.7x earnings and 2.8x book with no dividend and lenders holding acceleration rights.

INDICATIVE PRICE	MARKET CAP	P/E	P/B
Rs 1,149.75 (+0.96% today)	Rs 1.71 Lakh Cr	18.96	2.89

BOOK VALUE / SHARE	EPS	52-WEEK RANGE	LOT / SETTLEMENT
Rs 397.27	Rs 60.65	Rs 999 - Rs 1,775	50 shares - T+1 working day

About the company

Nayara Energy Limited (formerly Essar Oil; CIN U11100GJ1989PLC032116) owns India's second-largest single-site refinery at Vadinar, Gujarat (20 MMTPA), a captive port and power plant, a 450 KTPA polypropylene unit and India's largest private fuel-retail network (about 7,000 operating outlets and 1,800 under construction). It is owned 49.20% by Rosneft Singapore Pte Ltd and 49.20% by Kesani Enterprises Company Limited (a vehicle whose 49% holder is UCP PE Investments; the report also names the Mareterra Group as an enterprise with significant influence). The remaining 1.59% (2.37 Cr shares) is held by legacy public shareholders, which is the float that trades off-market.

FY26 (year to 31 March 2026, consolidated, audited by S.R. Batliboi & Co. LLP) was a record year: revenue from operations Rs 1,46,602 Cr (-1.7%), EBITDA Rs 15,970 Cr (+30%), profit after tax Rs 9,027 Cr (+48%), EPS Rs 60.64 (FY25: Rs 40.79). The refinery processed 135.1 million barrels at 94.2% utilisation and 99.75% availability; gasoil and gasoline cracks rose 82% and 35% on average, the rupee fell 10.6% to Rs 94.65/US$, and the company pushed the domestic share of product supply from 67% to 76% as European export outlets closed. Retail volumes hit a record 8.96 million KL (+8.4%) and all 317 KT of polypropylene was sold domestically.

The balance sheet is strong but the sanctions overhang is visible in it. Net worth rose to Rs 59,129 Cr (book value Rs 397 per share); gross borrowings fell to Rs 10,389 Cr against Rs 6,605 Cr of cash and bank balances, with Rs 14,249 Cr of undrawn committed lines. However, because the EU (July 2025), UK (October 2025) and US (sanctions on Rosneft, November 2025; EU on UCP, April 2026) measures give lenders a contractual right to accelerate, all Rs 8,101 Cr of long-term loans have been reclassified as current; no lender has acted. Trade receivables jumped from Rs 4,213 Cr to Rs 18,827 Cr and payables from Rs 7,112 Cr to Rs 23,154 Cr, of which Rs 14,856 Cr is intended to be set off 'subject to relevant approvals', a sign of how trade settlement is now being structured.

Financials (Rs Cr)

	FY25	FY26
Revenue	1,49,217.40	1,46,601.80
EBITDA	12,294.60	15,970.30
Profit after tax	6,079.50	9,027.20
EPS (Rs)	40.79	60.65
Net worth	50,010.20	59,129.40
Debt / equity	0.25	0.18
OPM %	8.2%	10.9%
ROE %	12.2%	15.3%

Revenue CAGR -1.8% - Profit CAGR +48.5% - figures from filed accounts where available; see the verification notes on the website.

Shareholding

Holder	Category	Shares (Cr)	%
Rosneft Singapore Pte. Limited (Rosneft Oil Company)	Foreign	73.23	49.2%
Kesani Enterprises Company Limited (UCP / Mareterra; 3.11 mn GDS = 47.57 Cr shares + 25.66 Cr direct; pledged)	Foreign	73.23	49.2%
Public shareholders (legacy Essar Oil holders)	Public	2.37	1.6%

Board and management

Name	Designation	Since
Prasad K. Panicker	Executive Chairman	01 Jan 2021
Teymur Abasguliyev	Chief Executive Officer (KMP)	01 Sept 2025
Naina Lal Kidwai	Independent Director	01 Jan 2018
Deepak Kapoor	Independent Director	01 Apr 2025

P. N. Vijay	Non-Executive Director	01 Apr 2025
Vladislav Bromberg	Non-Executive Director (Kesani nominee)	12 Jul 2025
Yulia Zhdanova	Non-Executive Director (Kesani nominee)	11 Aug 2025
Alexander Sokolov	Non-Executive Director (Rosneft nominee)	26 Aug 2025
Alexander Zubchenko	Non-Executive Director (Rosneft nominee)	26 Aug 2025
Sergei Stepanenko	Non-Executive Director (Rosneft nominee)	13 Nov 2025
Deepesh Baxi	Chief Financial Officer	01 Apr 2025
Mayank Bhargava	Company Secretary	01 Apr 2025

MCA registry snapshot

CIN
U11100GJ1989PLC032116

STATUS
Active

AUTHORISED CAPITAL
Rs 18,001 Cr

PAID-UP CAPITAL
Rs 1,488 Cr

LAST AGM
25 Sept 2025

LAST BALANCE SHEET
31 Mar 2026

Date	Form	Description	Status
16 Oct 2026	AOC-4 XBRL	Consolidated and standalone financial statements for FY 2025-26 (board	Pending
16 Oct 2026	MGT-7	Annual return for FY 2025-26 (draft placed on company website)	Pending
13 Nov 2025	DIR-12	Appointment of Sergei Stepanenko in place of Timur Khaydapov (Rosneft	Approved
25 Oct 2025	AOC-4 XBRL	Financial statements for FY 2024-25 after 35th AGM on 25 Sep 2025	Approved
01 Sept 2025	DIR-12 / MR-1	Teymur Abasguliyev appointed Chief Executive Officer	Approved
26 Aug 2025	DIR-12	Appointment of Alexander Sokolov and Alexander Zubchenko (Rosneft nomi	Approved
20 Jul 2025	DIR-12	Resignations of Avril Conroy, Jorg Tumat and Victoria Cunningham; Brom	Approved
29 May 2025	SH-11	Return of buyback: 21,70,347 shares extinguished at Rs 731 (Rs 158.65 Cr)	Approved

Original filings (AOC-4 accounts, MGT-7 returns, charges) can be downloaded from the MCA21 portal under this CIN for a nominal fee; offer documents are on SEBI's site.

Reports and documents

Document	Type	Period	Where
Nayara Energy Limited - Annual Report 2025-26	Annual Report	FY26	Download on the website

Strengths

- Record consolidated profit of Rs 9,027 Cr in FY26 (+48%) with EBITDA of Rs 15,970 Cr, net margin 6.2% and standalone ROE of 16.65%, ROCE 21.6%, DSCR 9.28x.
- 20 MMTPA high-complexity refinery ran at 94.2% utilisation and 99.75% availability despite sanctions; 25 Solomon parameters in the first/second quartile; zero Tier 1/2 process-safety events.
- India's largest private fuel retailer: ~7,000 outlets, record 8.96 million KL retail volume (+8.4%), retail accounted for Rs 66,900 Cr (45%) of revenue and domestic sales rose to 82% of volume, cushioning the loss of export markets.
- Net worth Rs 59,129 Cr (book value Rs 397/share), gross debt down to Rs 10,389 Cr, cash and bank balances Rs 6,605 Cr, undrawn committed facilities Rs 14,249 Cr and no repayment default; operating cash flow more than doubled to Rs 6,921 Cr.
- Downstream integration under way: 450 KTPA PP unit sold 317 KT to 1,600+ domestic customers; Phase II plan to take polyolefins to 2.5 MMTPA using 1.73 MMTPA of refinery feedstock (basic engineering complete).
- Clean audit opinion on standalone and consolidated accounts, no auditor qualifications, no fraud reported, secretarial audit clean, audit-trail compliance confirmed.

Risks

- EU (Jul 2025), UK (Oct 2025) and US (Rosneft, Nov 2025; EU on UCP, Apr 2026) sanctions disrupt banking, insurance, shipping, spares, software and technology support; exports fell 29% to Rs 26,160 Cr and the coke-drum replacement has already slipped past the FY27 turnaround.
- Lenders have a contractual right to accelerate; all Rs 8,101 Cr of long-term loans are classified as current (current ratio 1.19x vs 1.47x). No lender has acted, but any move would force repayment from Rs 6,605 Cr of liquidity.
- Working capital has ballooned: receivables Rs 18,827 Cr (31 days vs 15), payables Rs 23,154 Cr (56 days vs 30), inventories Rs 15,332 Cr; Rs 14,856 Cr of receivables and payables depend on a set-off that still needs approvals.

- Earnings are crack-spread driven: FY26 gains came from gasoil cracks +82% and a weak rupee; management's own goodwill test assumes only US$6.6-10/bbl refining margins for FY27-31 and the CGU's recoverable value dropped 11.6% in a year. March 2026 brought a windfall export tax and lower refinery transfer prices.
- Valuation: Rs 1,132 is 18.7x FY26 EPS and 2.85x book against a company that paid no dividend in FY25 or FY26 and offered public holders only Rs 731 in its 2025 buyback.
- Governance: 98.4% held by two sanctioned-linked foreign groups via nominees, Kesani's entire stake is pledged, three CEOs and seven board changes in FY26, only two independent directors; minority holders have no influence.
- Contingent liabilities of Rs 9,753 Cr (sales tax on PDS SKO/LPG Rs 6,747 Cr, indirect taxes Rs 1,578 Cr, third-party claims Rs 482 Cr, income tax Rs 241 Cr, RBI penalty on GDS allotment Rs 236 Cr under writ in Bombay HC).
- No listing is planned, the float is 1.59% (2.37 Cr shares) and GDS/pledge structures mean any change of control or forced sale by Rosneft would happen without minority participation.

Disclaimer

Not SEBI registered - for education only. Unlisted Sahi Hai is not a SEBI-registered intermediary, investment adviser or research analyst. Everything on this site is for education only. Company details, financials, filings and management information are compiled from open databases and public sources; we do not certify the accuracy or completeness of any of it, and prices are indicative dealer levels, not quotes. Verify independently before making any decision. Unlisted shares are illiquid and carry the risk of total loss. Prices are indicative dealer quotes, not exchange prices. Nothing here is investment advice.