

GREAT EASTERN ENERGY CORPORATION LTD.

CIN: U48985WB1992PLC095301

Registered Office: M-10, ADDA Industrial Estate, Asansol-713 305, West Bengal, India

NOTICE

Notice is hereby given that the 25th Annual General Meeting of the members of Great Eastern Energy Corporation Ltd. (“**Company**”) will be held on Tuesday, the 26th day of September, 2017 at 12:30 P.M. at the Registered Office of the Company at M-10, ADDA Industrial Estate, Asansol-713 305, West Bengal, India to consider and transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, and adopt the audited financial statements of the Company as at March 31, 2017 and the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Prashant Modi (DIN: 00016724), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint the Statutory Auditors of the Company and to fix their remuneration and in this connection to consider and if thought fit to pass, with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), S. R. Batliboi & Co. LLP (Firm Registration No: 301003E/E300005), who are eligible to be re-appointed as Statutory Auditors in terms of Companies Act, 2013, be and hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of Thirtieth Annual General Meeting of the Company, subject to ratification of appointment at every Annual General Meeting, at a remuneration as may be agreed upon by the Board of Directors and/or the Audit Committee and S. R. Batliboi & Co. LLP.

RESOLVED FURTHER THAT S. R. Batliboi & Co. LLP (Firm Registration No: 301003E/E300005) be and hereby re-appointed as Auditors of the Company for preparing the annual accounts in accordance with International Financial Reporting System (IFRS) for the financial year 2017-18 and to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company, at a remuneration as may be agreed upon by the Board of Directors and/or the Audit Committee and S. R. Batliboi & Co. LLP.

RESOLVED FURTHER THAT the Board of Directors of the Company be and hereby severally authorised to do all such acts, deeds, and things and to take all such steps as they may deem necessary, proper or expedient to give effect to this resolution.”

SPECIAL BUSINESS:

4. To approve the remuneration of Cost Auditors of the Company for the financial year ended March 31, 2017 and for the financial year ending March 31, 2018

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 160,000 per annum (Rupees One Hundred Sixty Thousand only) excluding applicable taxes and reimbursement of out of pocket expenses, at actuals, as approved by the Board of Directors of the Company, be paid to Sanjay Gupta & Associates, Cost Auditors (Firm Registration No. 000212) of the Company for conducting the audit of the cost records of the Company for the financial year ended March 31, 2017 and for the financial year ending March 31, 2018.

RESOLVED FURTHER THAT the Board of Directors of the Company be and hereby severally authorised to do all such acts, deeds, and things and to take all such steps as they may deem necessary, proper or expedient to give effect to this resolution.”

5. To appoint Mr. Sushil Kumar Roongta (DIN: 00309302) as Non-Executive Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as **Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Sushil Kumar Roongta (DIN: 00309302), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and hereby appointed as Non-Executive Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to the conclusion of Thirtieth Annual General Meeting.”

6. To approve payment of Commission to Non-Executive Independent Directors of the Company

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s)

or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, approval of members of the Company be and hereby accorded to pay commission of maximum of Rs. 1,000,000 (Rupees One million only) per annum, on a pro-rata basis to each of the Non-Executive Independent Directors of the Company, who holds the position of Non-Executive Independent Director for a period of six months during the Financial Year 2016-17, from and out of the Net Profits of the Company for the Financial Year 2016-17.

RESOLVED FURTHER THAT Mr. Yogendra Kr. Modi, Executive Chairman, Mr. Prashant Modi, Managing Director & CEO and Mr. Amit Sharma, Company Secretary and Head (Legal) of the Company be and hereby authorized to do all such acts, deeds, matters and things and execute such documents as may be deemed necessary and considered appropriate to give effect to this resolution.

RESOLVED FURTHER THAT a certified true copy of the above resolution be furnished to the concerned authorities under the signature of any one of the Directors of the Company or Mr. Amit Sharma, Company Secretary and Head (Legal) of the Company.”

7. To approve the continuation of employment of Mr. Yogendra Kr. Modi (DIN: 00016666) as Executive Chairman of the Company

To consider and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Article of Association of the Company, consent of the Company be and hereby accorded to the continuation of employment of Mr. Yogendra Kr. Modi (DIN: 00016666) as Executive Chairman of the Company upto December 19, 2019.”

**By Order of the Board
Great Eastern Energy Corporation Ltd.**

**Date: July 4, 2017
Place: Gurugram**

**Amit Sharma
Company Secretary & Head (Legal)**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“MEETING”) IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL ONLY INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Proxies, in order to be effective, must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
2. **A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. HOWEVER, A MEMBER HOLDING MORE THAN TEN PERCENT (10%), OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER OF THE COMPANY.**
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the special business is annexed hereto.
4. Appointment/Re-appointment of Director(s):

The information required to be provided as per the Secretarial Standard (SS-2) issued by **The Institute of Company Secretaries of India** in respect of Director being appointed/re-appointed is given below:

Name of Director	Mr. Prashant Modi
Date of birth and age	May 31, 1973 and 44 Years
Date of first appointment on the Board	September 22, 2015
Directors Identification Number	00016724
Qualification	Bachelor of Science in Business Administration from Boston University, USA with a major in finance. He has also undertaken executive education courses from Harvard Business School, USA, one in finance and another one on launching new ventures. He is currently undertaking the renowned "Owner President Management Program" at Harvard Business School.
Experience/Expertise in Specific Functional Area	He has been associated with the Company and our Promoter Group companies since 1996. He is responsible for day-to-day operations of the Company and supervised our Company's efforts in relation to the listing of our Company's GDRs at the Alternate Investment Market in the London Stock Exchange in 2005 and 2006, and thereafter shifting them to the main board of the London Stock Exchange in May 2010.
Directorship held in other Companies	1. YKM Holdings Private Limited 2. Modi Telecommunications Limited 3. YKM Holdings International Limited

Membership/Chairmanship of other Companies	<ol style="list-style-type: none"> 1. Member of National Executive Committee of the Federation of Indian Chamber of Commerce and Industry (FICCI) 2. Member of Environment Task Force Committee, FICCI 3. Chairman of the Unconventional Hydrocarbon Resources Task Force Committee, FICCI 4. Member of Commission on Environment and Energy, International Chamber of Commerce, Paris (ICC) 5. Member of Task Force of Energy, ICC 6. Member of Europe One Chapter, Young Presidents' Organisation (YPO)
The number of meetings of the Board attended during the year	Four
Remuneration last drawn	Rs. 37.20 million
Relationship with other Directors, Manager and other key managerial personnel of the Company	Son of Mr. Yogendra Kr. Modi, Executive Chairman
Shareholding in the Company	10 Equity Shares of Rs. 10 each

5. Members desiring any relevant information on the accounts at the Meeting are requested to write to Mr. Amit Sharma, Company Secretary & Head (Legal) at least seven days in advance at its Registered Office, so as to enable the Company to keep the information ready.
6. Members/Proxies are requested to bring their filled in Attendance Slip and their copy of Annual Report to the Meeting.
7. Corporate Members intending to send their Authorised Representative(s) to attend the Meeting are requested to send duly certified copy of the Board Resolution authorising such representative(s) to attend and vote at the Meeting.
8. The relevant documents referred to in the accompanying Notice of Meeting and in the Explanatory Statement are open for inspection by the members of the Company at the Registered Office on all working days (except Saturdays, Sundays, and Public Holidays) between 10.00 to 12.00 upto the date of this Meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Board of Directors, by a resolution passed by circulation on September 28, 2016, on the recommendation of the Audit Committee, have approved the appointment of Sanjay Gupta & Associates, Cost Auditors to conduct the audit of the cost records of the Company for the financial year ended March 31, 2017.

Further, the Board of Directors in their meeting held on July 4, 2017, on the recommendation of the Audit Committee, have approved the appointment of Sanjay Gupta & Associates, Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the proposal for payment of remuneration of Rs. 160,000 (Rupees One Hundred Sixty Thousand only) excluding applicable taxes and reimbursement of out of pocket expenses, at actuals for each financial year respectively, to the Cost Auditors is placed for approval by the members of the Company.

None of the Directors or key managerial personnel of the Company or their relatives are, in any way, concerned or interested in the proposed resolution.

The Board recommends the Ordinary Resolution set out at item no. 4 of the notice for your approval.

Item No. 5

Mr. Sushil Kumar Roongta (DIN: 00309302) holds a degree in Bachelor of Engineering from Birla Institute of Technology & Science, Pilani, and a Post Graduate Diploma in Business Management-International Trade from the Indian Institute of Foreign Trade, New Delhi. He is a Fellow of the All India Management Association.

He is currently the Non-Executive Chairman of Bharat Aluminium Company Ltd. and Talwandi Sabo Power Ltd. (Vedanta Ltd. group companies). Prior to that he was the Executive Chairman of Steel Authority of India Ltd. from 2006-2010, during which period its ranking moved up to 2nd position (from 17th) in the World-Class Steelmaker Rankings.

Mr. Sushil Kumar Roongta was appointed as an Additional Director by the Board of Directors of the Company with effect from March 15, 2017 pursuant to the provisions of Section 161 of the Act and the Articles of Association of the Company. In terms of the provisions of Section 161 of the Act, Mr. Sushil Kumar Roongta would hold office up to the date of the ensuing Annual General Meeting.

As per Section 160, a notice has been received from a member proposing Mr. Sushil Kumar Roongta as a candidate for the office of Director of the Company.

The Company has received a declaration from Mr. Sushil Kumar Roongta that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. Mr. Sushil Kumar Roongta possesses the knowledge, skills and invaluable expertise related to the industry. In the opinion of the Board, Mr. Sushil Kumar Roongta fulfills the conditions for his appointment as Non-Executive Independent Director as specified in the Act and rules made thereunder.

Except Mr. Sushil Kumar Roongta, being an appointee, none of the Directors / Key Managerial Personnel of the Company / their relatives is concerned or interested, financial or otherwise, in the resolution as set out at item No. 5.

The Board recommends the Ordinary Resolution set out at item no. 5 of the notice for your approval.

Item No. 6

The members of the Company in their Meeting held on January 4, 2013 approved the payment of commission of such amount as may be fixed by the Board not exceeding 1% of the Net Profits of the Company to Non-Executive Independent Directors of the Company.

The Board of Directors in their meeting held on July 4, 2017 approved the commission of maximum of Rs. 1,000,000 (Rupees One million only) per annum, on a pro-rata basis to each of the Non-Executive Independent Directors of the Company, who holds the position of Non-Executive Independent Director for a period of six months during the Financial Year 2016-17, from and out of the Net Profits of the Company for the Financial Year 2016-17, subject to approval of the members of the Company.

The same ceiling of commission of maximum of Rs.1,000,000 (Rupees One million only) was approved earlier also for the previous financial years and there is no change in the ceiling limit.

None of the Director or key managerial personnel of the Company or their relatives except Non-Executive Independent Directors of the Company are, in any way, concerned or interested in the proposed resolution.

The Board recommends the Special Resolution set out at item no. 6 of the notice for your approval.

Item No. 7

Section 196 (3) read with Schedule V (Part I) (c) of the Companies Act, 2013, inter-alia, provides that no Company shall continue the employment of a person who has attained the age of 70 years, as Managing Director, Whole Time Director or Manager unless it is approved by the members by passing a special resolution.

Mr. Yogendra Kr. Modi (DIN: 00016666), who was appointed as Chairman cum Managing Director by the members will hold office upto December 19, 2019. Mr. Yogendra Kr. Modi was re-designated as Executive Chairman in the Board Meeting held on September 22, 2015 and will attain the age of 70 years on January 10, 2018 and hence continuation of his employment as Executive Chairman requires the approval of members by way of special resolution.

Mr. Yogendra Kr. Modi has rich and varied experience in the Industry and has been involved in the operations of the Company over a long period of time; it would be in the interest of the Company to continue the employment of Mr. Yogendra Kr. Modi as Executive Chairman.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company have approved the continuation of Mr. Yogendra Kr. Modi for the remaining term of his employment i.e. till December 19, 2019 on the same terms and conditions subject to approval by the members of the Company in the ensuing Annual General Meeting.

None of the Directors or key managerial personnel of the Company or their relatives except Mr. Prashant Modi and Mr. Yogendra Kr. Modi are, in any way, concerned or interested in the proposed resolution.

The Board recommends the Special Resolution set out at item no. 7 of the notice for your approval.

**By Order of the Board
Great Eastern Energy Corporation Ltd.**

**Date: July 4, 2017
Place: Gurugram**

**Amit Sharma
Company Secretary & Head (Legal)**

GREAT EASTERN ENERGY CORPORATION LTD.

CIN: U48985WB1992PLC095301

Registered Office: M-10, ADDA Industrial Estate, Asansol-713 305, West Bengal, India

**PROXY FORM
Form No. MGT-11**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):

Registered address:

E-mail:

Folio #/Client Id:

DP Id:

I/We, being the Member(s) of shares of Great Eastern Energy Corporation Ltd., hereby appoint:

1. Name: Address:
E-mail: Signature:, or failing him
2. Name: Address:
E-mail: Signature:, or failing him
3. Name: Address:
E-mail: Signature:, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on Tuesday, the 26th day of September, 2017 at 12:30 P.M. at the Registered Office of the Company at M-10, ADDA Industrial Estate, Asansol-713 305, West Bengal, India and at any adjournment thereof in respect of such resolutions as are indicated below:

**I wish my above proxy to vote in the manner as indicated in the box below:

S. No.	Resolution	For	Against
	ORDINARY BUSINESS		
1.	To receive, consider, and adopt the audited financial statements of the Company as at March 31, 2017 and the Report of the Directors and Auditors thereon		
2.	To appoint a Director in place of Mr. Prashant Modi (DIN: 00016724), who retires by rotation and being eligible, offers himself for re-appointment		
3.	To appoint the Statutory Auditors of the Company and to fix their remuneration		

	SPECIAL BUSINESS		
4.	To approve the remuneration of the Cost Auditors of the Company for the financial year ended March 31, 2017 & for the financial year ending March 31, 2018		
5.	To appoint Mr. Sushil Kumar Roongta (DIN: 00309302) as Non-Executive Independent director		
6.	To approve payment of Commission to Non-Executive Independent Directors of the Company		
7.	To approve the continuation of employment of Mr. Yogendra Kr. Modi (DIN: 00016666) as Executive Chairman of the Company		

Signed on this _____ day of _____, 2017.

Affix a Revenue Stamp not less than Rupee 1

Signature of Member

Signature of Proxy Holder(s)

Notes:

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- (2) A Proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty, and holding in the aggregate of not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.
- (4)** This is only optional. Please put an 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

ATTENDANCE SLIP

GREAT EASTERN ENERGY CORPORATION LTD.

CIN: U48985WB1992PLC095301

Registered Office: M-10, ADDA Industrial Estate, Asansol-713 305, West Bengal, India

Member(s) or his/her/their proxy(ies) are requested to present this slip at the venue of the meeting for admission, duly signed in accordance with his/her/their specimen signature(s) registered with the Company.

DP Id #*: _____ Client Id #*: _____ Regd. Folio #: _____	Name and Address:	Number of Shares held:
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*Applicable to members holding shares in electronic form

I hereby record my presence at the 25th Annual General Meeting of Great Eastern Energy Corporation Ltd. held on Tuesday, the 26th day of September, 2017 at 12:30 P.M. at the Registered Office of the Company at M-10, ADDA Industrial Estate, Asansol-713 305, West Bengal, India.

Please √ in the box.

Member

Proxy

Name of the Proxy in Block Letters

Member's Signature

Proxy's Signature

ROUTE MAP FOR ANNUAL GENERAL MEETING VENUE

Great Eastern Energy Corporation Ltd. (GEECL)

Registered Office: M-10, ADDA Industrial Estate, Asansol-713 305, West Bengal, India

