

GREAT EASTERN ENERGY CORPORATION LIMITED

CIN: U48985WB1992PLC095301

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

NOTICE

Notice is hereby given that the 33rd Annual General Meeting (“AGM”) of the Members of Great Eastern Energy Corporation Limited (“GEECL” or “the Company”) will be held on Tuesday, the 30th day of September 2025, at 3.30 p.m. (IST) through Video Conferencing (“VC”) to transact the following business:

ORDINARY BUSINESS:

1. **To receive, consider, and adopt the audited financial statements of the Company as on March 31, 2025, and the Reports 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.**

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 152 of the Companies Act, 2013, Mr. Prashant Modi (DIN: 00016724), who retires by rotation and eligible for re-appointment, be and hereby re-appointed as a Director of the Company.”

SPECIAL BUSINESS:

3. **To approve the remuneration of Cost Auditors of the Company for the Financial Year ending on March 31, 2026.**

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. 135,000 (Rupees One Hundred Thirty-Five Thousand) 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 ending on March 31, 2026.

RESOLVED FURTHER THAT the Board of Directors of the Company be and hereby severally authorized 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.”

4. **To appoint Mrs. Ambika Sharma (DIN: 08201798) 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 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, Mrs. Ambika Sharma (DIN: 08201798), who was appointed as an Additional Director (Independent) 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, 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 Thirty eighth Annual General Meeting.”

5. To amend the Articles of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder and subject to the approval of such authorities as may be necessary, the new set of Articles of Association be and is hereby approved in replacement of the existing Articles of Association by inserting/amending of following clauses.

Clause 167:

The Chairman of the Board of Directors shall be such person, as may be appointed, from time to time, by the Board from amongst themselves. The Chairman when present at the Board Meeting will take the Chair. If within fifteen (15) minutes from the scheduled time of the meeting, the Chairman is not present, the Vice Chairman and Managing Director will take the Chair. If within fifteen (15) minutes from the scheduled time of the meeting, the Chairman or the Vice Chairman and Managing Director is not present, a substitute Chairman for that meeting shall be elected by the Directors present at such meeting. In case of equality of votes, the Chairman shall have a casting vote.

Clause 167A:

"Same person may be appointed as Chairperson and Managing Director:

An individual may be appointed or reappointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company."

Insertion of the following new Clause after Article 8:

Clause 8A:

“Buy-back of shares

Notwithstanding anything contained in these articles but subject to the applicable provision of the Act, Regulations or any other law for the time being in force, the company may purchase its own shares or other specified securities.”

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, all the Directors and Mr. Ramakrishnan V Iyer, General Manager - Legal of the Company be and hereby severally authorised on behalf of the Board, to do all such acts, deeds, matters and things in connection with the amendment of the Articles of Association as may be required by statutory/regulatory authorities as it may in its absolute discretion deem necessary, appropriate or desirable for such purpose.”

**By Order of the Board
Great Eastern Energy Corporation Limited**

Date: August 20, 2025

Place: Gurugram

**Yogendra Kr. Modi
Executive Chairman**

NOTES:

1. As per Ministry of Corporate Affairs (“MCA”) vide its general circular No. 09/2024 dated September 19, 2024, read with general circular no. 09/2023 dated September 25, 2023, general circular no. 10/2022 dated December 28, 2022, general circular no. 02/2022 dated May 5, 2022, MCA Circular No. 02/2021 dated January 13, 2021, MCA circular no. 20/2020 dated May 5, 2020, MCA circular no. 14/2020 dated April 8, 2020, and MCA circular no. 17/2020 dated April 13, 2020, appointment of proxy by a Shareholder under section 105 of the Companies Act, 2013, (“the Act”) is not allowed. However, in pursuance of section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the AGM held through VC or other audio-visual means.
2. The Explanatory Statement pursuant to Section 102 of the Act in respect of the special business is annexed hereto.
3. Corporate Members intending to attend the AGM through their Authorised Representative(s) are requested to send duly certified copy of the Board Resolution authorising such representative(s) to attend and vote at the AGM at the email id: rviyer@geecl.com
4. Members intending to attend the AGM are requested to send the duly filled out Attendance Slip (annexed herewith) at the email id: rviyer@geecl.com
5. The relevant documents referred to in the accompanying Notice of AGM 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 a.m. to 12:00 p.m. up to the date of this AGM.
6. As per MCA general circular No. 09/2024 dated September 19, 2024, read with general circular no. 09/2023 dated September 25, 2023, general circular no. 10/2022 dated December 28, 2022, MCA circular No. 2/2022 dated May 5, 2022, MCA Circular No. 02/2021 dated January 13, 2021, MCA circular no. 20/2020 dated May 5, 2020, MCA circular no. 14/2020 dated April 8, 2020, and MCA circular no. 17/2020 dated April 13, 2020, AGM can be done through VC.

To attend the AGM through VC via Microsoft Teams, the AGM VC link is: [Join the meeting now](#)

7. Please send your Voting Card (annexed herewith) at the email id: rviyer@geecl.com
8. For any query related to the AGM, please contact Mr. Ramakrishnan V. Iyer, at +91-99711-19354 and/or at the email id: rviyer@geecl.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“the Act”)

Item No. 3

The Board of Directors in their meeting held on July 9, 2025, on the recommendation of the Audit Committee, have approved the re-appointment of Sanjay Gupta & Associates, Cost Auditors (Firm Registration No. 000212) to conduct the audit of the cost records of the Company for the Financial Year ending on March 31, 2026.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, the proposal for payment of remuneration of Rs. 135,000 (Rupees One Hundred Thirty Five Thousand) excluding applicable taxes and reimbursement of out of pocket expenses, at actuals for the Financial Year ending on March 31, 2026, 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. 3 of the notice for your approval.

Item No. 4

Mrs. Ambika Sharma (DIN: 08201798) is a global business strategist with over thirty years of experience in public affairs and international relations, with India's leading industry chamber and bilateral international organizations. With her diverse experience, Mrs. Sharma was the first lady Director General (International), at the Federation of Indian Chambers of Commerce and Industry (“FICCI”). She went on to lead the U.S. - India Business Council (“USIBC”) as Managing Director, India. She has now moved into a strategic role as Advisor to U.S. - India Strategic Partnership Forum (“USISPF”) and is an Independent Director in various companies.

Over the years, Mrs. Sharma has nurtured robust relationships with the Government of India at the highest level, building a wide range of global network with the business and diplomatic community. At FICCI, Mrs. Sharma was the principal architect of Indian industry's international outreach and partnership with industry associations and employers' federations worldwide. In addition, she has worked extensively with the FICCI's initiative for Women on Corporate Boards.

A holder of Bachelor's degree in economics and Master's degree in business economics from India's prestigious Delhi University, Mrs. Sharma graduated summa cum laude with a gold medal. She has received several awards towards her contribution for economic diplomacy. Representing the industry, she served as a Member of the Executive Council of Bureau of Indian Standards.

Mrs. Sharma was appointed as an Additional Director (Independent) by the Board of Directors of the Company with effect from February 28, 2025, 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, Mrs. Sharma will hold office up to the date of the ensuing Annual General Meeting.

The Company has received a declaration from Mrs. Sharma that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. In the opinion of the Board, Mr. Sharma fulfills the conditions for his appointment as Non-Executive Independent Director as specified in the Act and rules made thereunder.

Except Mrs. Sharma, being an appointee, none of the Directors / Key Managerial Personnel of the Company / their relatives are concerned or interested, financial or otherwise, 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

The Board has already approved the redesignation of Mr. Prashant Modi as the Vice Chairman & Managing Director of the Company in their 170th Board Meeting held on March 12, 2025, and in order to make enabling provisions in the Articles of Association related to the term 'Vice Chairman', it is recommended to amend the Articles of Association of the Company. Further, to enable the Company to buy-back its shares in future, an enabling provision is required to be inserted in the Articles of Association of the Company. In the light of the above, Articles of Association is required to be amended by modifying / inserting the relevant clauses in Articles of Association of the Company, as follows:

Clause 167:

The Chairman of the Board of Directors shall be such person, as may be appointed, from time to time, by the Board from amongst themselves. The Chairman when present at the Board Meeting will take the Chair. If within fifteen (15) minutes from the scheduled time of the meeting, the Chairman is not present, the Vice Chairman and Managing Director will take the Chair. If within fifteen (15) minutes from the scheduled time of the meeting, the Chairman or the Vice Chairman and Managing Director is not present, a substitute Chairman for that meeting shall be elected by the Directors present at such meeting. In case of equality of votes, the Chairman shall have a casting vote.

Clause 167A:

"Same person may be appointed as Chairperson and Managing Director: An individual may be appointed or reappointed as the Chairperson of the Company as well as the Managing Director or Chief Executive Officer of the Company."

Insertion of the following new Clause after Article 8:

Clause 8A:

"Buy-back of shares

Notwithstanding anything contained in these articles but subject to the applicable provision of the Act or any other law for the time being in force, the company may purchase its own shares or other specified securities."

The same has already been approved by the Board of Directors on August 20, 2025, which is subject to the approval of Shareholders. The proposed change will not have any effect on the rights of the existing shareholders / GDR holders of the Company. However, for alteration of AOA of the Company, the approval of shareholders is required by way of Special Resolution.

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

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

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

Date: August 20, 2025

Place: Gurugram

**Yogendra Kr. Modi
Executive Chairman**

ATTENDANCE SLIP

GREAT EASTERN ENERGY CORPORATION LIMITED

CIN: U48985WB1992PLC095301

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

Members attending the AGM are requested to fill this slip and send the same to the email id: rviyer@geeel.com

Name of Member	
Folio/Client Id	
DP Id	
Number of Shares held	

I hereby record my presence at the 33rd Annual General Meeting of Great Eastern Energy Corporation Limited held on Tuesday, the 30th day of September 2025, at 3.30 p.m. through Video Conferencing.

(Signature)

GREAT EASTERN ENERGY CORPORATION LIMITED

VOTING CARD

Name of Member	
Folio/Client Id	
DP Id	
Number of Shares held	

Item No.	Issues to be considered	Voting Results	
	Description	FOR	AGAINST
Ordinary Business			
1	To receive, consider, and adopt the audited financial statements of the Company as on March 31, 2025, 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.		
Special Business			
3	To approve the remuneration of Cost Auditors of the Company for the Financial Year ending on March 31, 2026.		
4	To appoint Mrs. Ambika Sharma (DIN: 08201798) as Non-Executive Independent Director.		
5	To amend the Articles of Association of the Company		

(Signature)

(Date)