

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 24th Annual General Meeting of the members of Great Eastern Energy Corporation Ltd. ("**Company**") will be held on Tuesday, the 20th day of September, 2016 at 14:00 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, 2016 and the Report of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Yogendra Kr. Modi (DIN: 00016666), 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 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 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 2016-17 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, 2016

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 only) excluding service tax 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 on March 31, 2016.

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 approve payment of Commission to Non-Executive 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 Directors of the Company from and out of the Net Profits of the Company for the financial year 2015-16.

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 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.

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.”

6. To approve payment of minimum Managerial Remuneration to Mr. Prashant Modi, Managing Director & CEO 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, 198, Schedule V 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 for payment of remuneration of Rs. 37.20 million per annum to Mr. Prashant Modi, Managing Director & CEO of the Company for the year April 1, 2015 to March 31, 2016.

RESOLVED FURTHER THAT approval of members of the Company be and hereby accorded for payment of minimum remuneration of Rs. 37.20 million per annum to Mr. Prashant Modi, Managing Director & CEO of the Company for a further period of two years from April 1, 2016 to 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.

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 payment of minimum Managerial Remuneration to Mr. Yogendra Kr. Modi, 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 Section 197, 198, Schedule V 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 for payment of remuneration of Rs. 40 million per annum to Mr. Yogendra Kr. Modi, Executive Chairman of the Company for the year April 1, 2015 to March 31, 2016.

RESOLVED FURTHER THAT approval of members of the Company be and hereby accorded for payment of minimum remuneration of Rs. 40 million per annum to Mr. Yogendra Kr. Modi, Executive Chairman of the Company for a further period of two years from April 1, 2016 to 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.

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.”

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

**July 22, 2016
New Delhi**

**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. Yogendra Kr. Modi
Date of birth and age	January 10, 1948 and 68 Years
Date of first appointment on the Board	May 29, 1992
Directors Identification Number	00016666
Qualification	Bachelor’s degree in textiles from the University of Punjab
Experience/Expertise in Specific Functional Area	He is the founder of the Company and has been associated with it since its incorporation in 1992. He has collaborated with world leaders in technology and contributed to the economic development of India for nearly five decades. He has conceived, implemented, and operated several large projects in the areas of industrial chemicals, cement, textiles, electronics, and auto components. He was a member of the Dean's Council at the John F. Kennedy School of Government, Harvard University, USA.
Directorship held in other Companies	1. YKM Holdings Private Limited 2. Modi Telecommunication Limited 3. YKM Holdings International Limited

Membership/Chairmanship of other Companies	<ol style="list-style-type: none"> 1. Past President, Federation of Indian Chambers of Commerce and Industry (FICCI) 2. Member of Executive Committee, FICCI 3. Member of Standing Advisory Committee, FICCI 4. Past Member of Executive Board of International Chamber of Commerce (ICC), Paris 5. Member of ICC CEO Forum, ICC Paris 6. Past President, ICC India 7. Member of Governing Body, International Labour Organization 8. Board Member of Management, International Organisation of Employers 9. Vice Chairman, Confederation of Asia Pacific Employers
The number of meetings of the Board attended during the year	Five
Remuneration last drawn	Rs. 39.86 million
Relationship with other Directors, Manager and other key managerial personnel of the Company	Father of Mr. Prashant Modi, Managing Director & CEO
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 11.00 to 13.00 upto the date of this Meeting.

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

Item No. 4

The Board of Directors in their meeting held on February 26, 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, 2016 at a remuneration of Rs. 135,000 (Rupees One Hundred Thirty Five Thousand only) excluding service tax and reimbursement of out of pocket expenses, at actuals.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be approved by the members of the Company.

Accordingly, consent of the members of the Company is sought for passing an ordinary resolution as set out at Item No. 4 of the Notice for the approval of remuneration payable to the Cost Auditors for the financial year ended March 31, 2016.

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.

Item No. 5

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 Directors of the Company.

Till the previous year, the Company had capitalised part of expenses and interest in relation to the wells which were under capital work in progress. In current year, the said expenses and interest have been charged to revenue which amounts to Rs. 510.80 million.

Further, due to the severe operational issue of one of the major customer's plants, the Company suffered a revenue loss of Rs. 569.50 million (net of VAT) during the year.

The Board of Directors in their meeting held on July 22, 2016 approved the commission of maximum of Rs. 1,000,000 (Rupees One million only) per annum to each of the Non-Executive Directors of the Company from and out of the Net Profits of the Company for the financial year 2015-16, on a pro-rata basis, subject to approval of the members of the Company.

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

Item No. 6

The Board of Directors of the Company in their meeting held on September 22, 2015 appointed Mr. Prashant Modi as Managing Director & CEO of the Company for a period of five years commencing from September 22, 2015 at a remuneration of Rs. 37.20 million per annum but not exceeding 5% of the Net Profits of the Company. Members of the Company in the Extra-Ordinary General Meeting held on November 19, 2015 had approved the said appointment and remuneration of Mr. Prashant Modi by way of passing of a Special Resolution.

Till the previous year, the Company had capitalised part of expenses and interest in relation to the wells which were under capital work in progress. In current year, the said expenses and interest have been charged to revenue which amounts to Rs. 510.80 million.

Further, due to the severe operational issue of one of the major customer's plants, the Company suffered a revenue loss of Rs. 569.50 million (net of VAT) during the year.

Mr. Prashant Modi was an employee of the Company as President & Chief Operating Officer till September 21, 2015. His salary as President & Chief Operating Officer was fixed at Rs. 37.20 million per annum. Hence, it is proposed to keep his minimum salary at the same level.

The Nomination & Remuneration Committee and the Board of Directors of the Company in their meetings held on July 20, 2016 and July 22, 2016 respectively, approved the remuneration of Rs. 37.20 million per annum for the year April 1, 2015 to March 31, 2016 and payment of minimum remuneration of Rs. 37.20 million per annum for a further period of two years from April 1, 2016 to March 31, 2018 to Mr. Prashant Modi, subject to approval of members of the Company.

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 Information as required by second proviso (iv) of Paragraph B of Section-II of Part-II of Schedule-V of the Companies Act, 2013, is given in the Annexure to the Notice.

Item No. 7

The Board of Directors of the Company in their Meeting held on July 26, 2014 appointed Mr. Yogendra Kr. Modi for a period of five years commencing from December 20, 2014 to December 19, 2019 at a remuneration not exceeding 5% of the Net Profits of the Company. Members of the Company in the Meeting held on September 27, 2014 had approved the said appointment and remuneration of Mr. Yogendra Kr. Modi by way of passing of a Special Resolution.

Till the previous year, the Company had capitalised part of expenses and interest in relation to the wells which were under capital work in progress. In current year, the said expenses and interest have been charged to revenue which amounts to Rs. 510.80 million.

Further, due to the severe operational issue of one of the major customer's plants, the Company suffered a revenue loss of Rs. 569.50 million (net of VAT) during the year.

In the financial year 2014-15, the remuneration of Mr. Yogendra Kr. Modi was Rs. 39.86 million.

The Nomination & Remuneration Committee and the Board of Directors of the Company in their meetings held on July 20, 2016 and July 22, 2016 respectively, had approved the remuneration of Rs. 40 million per annum for the year April 1, 2015 to March 31, 2016 and payment of minimum remuneration of Rs. 40 million per annum for a further period of two years from April 1, 2016 to March 31, 2018 to Mr. Yogendra Kr. Modi, subject to approval of the members of the Company.

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 Information as required by second proviso (iv) of Paragraph B of Section-II of Part-II of Schedule-V of the Companies Act, 2013, is given in the Annexure to the Notice.

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

**July 22, 2016
New Delhi**

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

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION II (B) (iv) OF PART II OF SCHEDULE V OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEM NO. 6 AND 7 OF THE NOTICE

I. General Information:

1) Nature of Industry:

Great Eastern Energy Corporation Ltd. (GEECL) is the pioneer in Coal Bed Methane (CBM) production in India. The Company's GDRs listed on the main market of the London Stock Exchange.

GEECL is a fully integrated, leading Indian CBM Company focused on the monetisation of natural gas from coal seams. GEECL is a fully integrated gas supplier and is connected to customers in the Raniganj (South) block by an owned and operated dedicated pipeline network. GEECL commercialised CBM for the first time in India in 2007.

The Company's first CBM block is the Raniganj (South) block spread over 210 sq. km in the Damodar Valley, West Bengal, with an estimated Original-Gas-In-Place (OGIP) of 2.62 TCF as certified by Advance Resources International, Inc. (ARI).

GEECL has laid its own dedicated pipeline which runs through the heart of the Asansol-Durgapur Industrial belt, supplying CBM gas to various industrial consumers in the region. We also supply CNG via cascades to vehicles through franchise agreements with Indian Oil Corporation Limited and Bharat Petroleum Corporation Limited.

GEECL's second block is the Mannargudi block (667 sq. km) located in Tamil Nadu, with an estimated OGIP of 0.98 TCF. This block is currently under Arbitration with the Government.

2) Date of commencement of commercial production:

July 14, 2007.

3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable.

4) Financial Performance based on given indicators:

(Rs. in million)

Particulars	Financial Year 2013-14 (Actual)	Financial Year 2014-15 (Actual)	Financial Year 2015-16 (as per old accounting method)	Financial Year 2015-16 (as per new accounting method)
Total Revenue (including other income)	2,090.00	2,293.30	2,000.90	2,000.90
Expenditure (including interest and depreciation)	1,117.10	1,315.04	1443.91	1954.74
Profit/(Loss) before Tax	1,035.80	821.54	556.99	46.16
Profit/(Loss) after Tax	776.00	570.61	553.59	42.40

5) Foreign investments or collaborations, if any:

The Company has not entered into any foreign collaboration. As per the shareholding pattern as on June 30, 2016, Deutsche Bank Trust Company Americas holds 43,193,995 shares against which Depository Receipts have been issued i.e. 72.52% of the total paid up share capital of the Company.

II. Information about the Directors:

A. Mr. Prashant Modi, Managing Director & CEO

1) Background Details:

Mr. Prashant Modi is associated with the Company since 1996. He is responsible for the 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. He has received a degree in 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 on launching new ventures. He is currently undertaking the renowned "Owner President Management Program" at Harvard Business School.

Prior to joining the Y.K. Modi Group, he worked with ANZ Bank, London and Qualcomm Inc, San Diego, USA

2) Past Remuneration:

Rs. 37.20 million.

3) Recognition or awards:

He is a member on the following prestigious National and International bodies:

- Global Growth Companies Advisory Board, World Economic Forum
- National Executive Committee of the Federation of Indian Chamber of Commerce and Industry (FICCI)
- Environment Task Force Committee, FICCI
- Chairman of the Unconventional Hydrocarbon Resources Task Force Committee, FICCI
- Commission on Environment and Energy, International Chamber of Commerce, Paris (ICC)
- Task Force of Energy, ICC
- President, ICC India
- Europe One Chapter, Young Presidents Organisation (YPO)

4) Job Profile and his suitability:

Mr. Modi has been associated with the Company since 1996. He is responsible for day-to-day operations of the Company as the Managing Director & CEO. He spearheaded the listing of the Company on the London Stock Exchange and also made it the first commercial producer of CBM in India. The Company has grown substantially under him.

5) Remuneration Proposed:

Based on the recommendation of Nomination & Remuneration Committee, the Board of Directors of the Company, subject to the approval of the members of the Company, has recommended remuneration of the Managing Director & CEO of the Company as per the details mentioned in the resolution.

6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

The payment of remuneration to managerial personnel is fixed on the basis of the relative activity and business complexities prevailing in each industry. The remuneration is fixed after making an assessment through market sources in the industry.

7) Pecuniary relationship directly or indirectly with the Company or relationship with the Managerial Personnel, if any:

Mr. Prashant Modi is Managing Director & CEO and the son of the Executive Chairman, Mr. Yogendra Kr. Modi.

B. Mr. Yogendra Kr. Modi, Executive Chairman

1) Background Details:

Mr. Yogendra Kr. Modi is the founder of the Company and has been associated with it since its incorporation in 1992. He holds a bachelor's degree in textile engineering from the University of Punjab. He has collaborated with world leaders in technology and contributed to the economic development of India for nearly five decades. He has conceived, implemented, and operated several large projects in the areas of industrial chemicals, cement, textiles, electronics, and auto components. He was a member of the Dean's Council at the John F. Kennedy School of Government, Harvard University, USA.

2) Past Remuneration:

Rs. 39.86 million.

3) Recognition or awards:

- Past President, Federation of Indian Chambers of Commerce and Industry (FICCI)
- Member of Executive Committee, FICCI
- Member of Standing Advisory Committee, FICCI
- Past Member of Executive Board of International Chamber of Commerce (ICC), Paris
- Member of ICC CEO Forum, ICC Paris
- Past President, ICC India
- Member of Governing Body, International Labour Organization
- Board Member of Management, International Organisation of Employers
- Vice Chairman, Confederation of Asia Pacific Employers

4) Job Profile and his suitability:

Mr. Yogendra Kr. Modi is the founder of the Company and has been associated with it since its incorporation in 1992. Mr. Modi has, over 48 years, collaborated with world leaders and has conceived, implemented, and operated several large projects. Due to his visionary outlook the Company was the first to embark to explore for CBM in India. His vast knowledge and expertise contribute immensely in achieving the strategic goals of the Company.

5) Remuneration Proposed:

Based on the recommendation of Nomination & Remuneration Committee, the Board of Directors of the Company, subject to the approval of the members of the Company, has recommended remuneration of the Executive Chairman of the Company as per the details mentioned in the resolution.

6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position, and person

The payment of remuneration to managerial personnel is fixed on the basis of the relative activity and business complexities prevailing in each industry. The remuneration is fixed after making an assessment through market sources in the industry.

7) Pecuniary relationship directly or indirectly with the Company or relationship with the Managerial Personnel, if any.

Mr. Yogendra Kr. Modi is Executive Chairman and father of the Managing Director & CEO, Mr. Prashant Modi.

III. Other Information:

1) Reasons for loss or inadequate profits:

Till the previous year, the Company had capitalised part of expenses and interest in relation to the wells which were under capital work in progress. In current year, the said expenses and interest have been charged to revenue which amounts to Rs. 510.80 million.

Further, due to the severe operational issue of one of the major customer's plants, the Company suffered a revenue loss of Rs. 569.50 million (net of VAT) during the year.

2) Steps taken or proposed to be taken for improvement:

The Company has signed a minimum guaranteed offtake with the said customer to mitigate the downside. The customer's plant is also getting stabilised which will in turn increase their consumption of CBM.

3) Expected increase in productivity and profits in measurable terms:

Due to the stabilisation of the abovementioned customer and new customers coming online, our sales and profits are expected to increase further.

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 24th Annual General Meeting of the Company, to be held on Tuesday, the 20th day of September, 2016 at 14:00 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, 2016 and the Report of the Directors and Auditors thereon		
2.	To appoint a Director in place of Mr. Yogendra Kr. Modi (DIN: 00016666), 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 to hold the office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting		
SPECIAL BUSINESS			
4.	To approve the remuneration of the Cost Auditors of the Company for the financial year ended March 31, 2016		
5.	To approve payment of commission to Non-Executive Directors of the Company		
6.	To approve payment of minimum Managerial Remuneration to Mr. Prashant Modi, Managing Director & CEO of the Company		
7.	To approve payment of minimum Managerial Remuneration to Mr. Yogendra Kr. Modi, Executive Chairman of the Company		

Signed on this _____ day of _____, 2016.

Signature of Member

Signature of Proxy Holder(s)

Affix a Revenue Stamp not less than Rupee 1

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 #*: _____	Name and Address:	Number of Shares held:
Client Id #*: _____		
Regd. Folio #: _____		

*Applicable to members holding shares in electronic form

I hereby record my presence at the 24th Annual General Meeting of Great Eastern Energy Corporation Ltd. held on Tuesday, the 20th day of September, 2016 at 14:00 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

