

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 30th Annual General Meeting (“AGM”) of the Members of Great Eastern Energy Corporation Limited (“GEECL” or “the Company”) will be held on Monday, the 26th day of September 2022, at 12.30 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, 2022, and the Reports 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.**

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. Yogendra Kr. Modi (DIN: 00016666), who retires by rotation and eligible for re-appointment, be and hereby re-appointed as a Director of the Company.”

- 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, 142 of Companies Act, 2013, (“Act”) Rule 6 of Companies (Audit and Auditors) Rules, 2014 and such other provisions (including any statutory modification(s) or re-enactment thereof for the time being in force) as may be applicable and as recommended by the Audit Committee and Board of Directors of the Company, M/s. S.N. Dhawan & Co. LLP, Chartered Accountants (Firm Registration No. 000050N/N500045) be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of 35th Annual General Meeting of the Company at a remuneration as may be agreed by the Board of Directors of the Company.

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 ending March 31, 2023.**

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 March 31, 2023.

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 the payment of minimum remuneration to Mr. Yogendra Kr. Modi (DIN: 00016666), 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 196, 197, 198, 203 of the Companies Act, 2013, read with Schedule V and other applicable provisions, if any of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications (s) thereof for the time being in force) and the Articles of Association of the Company, approval of the Members of the Company be and hereby accorded for payment of minimum remuneration of Rs. 68 million per annum to Mr. Yogendra Kr. Modi (DIN: 00016666) from April 1, 2022, to remaining period till December 19, 2024, even if the remuneration exceeds the limits prescribed in the provisions of Section 196 and 197 of the Companies Act, 2013, read with Schedule V and other applicable provisions in case of no profits/inadequate profits and the said remuneration payable shall be excluding the Company’s contribution made to Employees Provident Fund.

RESOLVED FURTHER THAT Mr. Yogendra Kr. Modi, Executive Chairman, Mr. Prashant Modi, Managing Director & CEO, Mr. Nishchint Khanna, Chief Financial Officer, and Mr. Anil Kumar Sinha, Company Secretary and Head (Legal) of the Company be and hereby severally authorised to file the necessary forms with Registrar of Companies and to do all such acts, deeds etc. and to sign such documents as are necessary to give effect to the above Resolution.”

6. To approve the payment of minimum remuneration to Mr. Prashant Modi (DIN: 00016724) as 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 196, 197, 198, 203 of the Companies Act, 2013, read with Schedule V and other applicable provisions, if any of the Companies Act, 2013, (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modifications (s) thereof for the time being in force) and the Articles of Association of the Company, approval of the Members of the Company be and hereby accorded for payment of minimum remuneration of Rs. 65 million per annum to Mr. Prashant Modi (DIN: 00016724) from April 1, 2022, to March 31, 2025, even if the remuneration exceeds the limits prescribed in the provisions of Section 196 and 197 of the Companies Act, 2013, read with Schedule V and other applicable provisions in case of no profits/inadequate profits and the said remuneration payable shall be excluding the Company’s contribution made to Employees Provident Fund.

RESOLVED FURTHER THAT Mr. Yogendra Kr. Modi, Executive Chairman, Mr. Prashant Modi, Managing Director & CEO, Mr. Nishchint Khanna, Chief Financial Officer, and Mr. Anil Kumar Sinha, Company Secretary and Head (Legal) of the Company be and hereby severally authorised to file the necessary forms with Registrar of Companies and to do all such acts, deeds etc. and to sign such documents as are necessary to give effect to the above Resolution.”

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

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 149, 152 of the Companies Act, 2013, read with Schedule IV and other applicable provisions, if any of the Act 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), Mr. Sushil Kumar Roongta (DIN: 00309302), who holds office up to the conclusion of this Annual General Meeting, be and hereby re-appointed as Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years up to the conclusion of 35th Annual General Meeting of the Company.

RESOLVED FURTHER THAT Mr. Yogendra Kr. Modi, Executive Chairman, Mr. Prashant Modi, Managing Director & CEO, Mr. Nishchint Khanna, Chief Financial Officer, and Mr. Anil Kumar Sinha, Company Secretary and Head (Legal) of the Company be and hereby severally authorized to file the necessary forms with the Registrar of Companies and to do all such acts, deeds etc. and to sign such documents as are necessary to give effect to the above resolution.”

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

Date: July 7, 2022

Place: Gurugram

**Anil Kumar Sinha
Company Secretary & Head (Legal)**

NOTES:

1. As per Ministry of Corporate Affairs (“MCA”) circular no. 02/2022 dated May 5, 2022, read with 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 Video Conferencing (“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: aksinha@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: aksinha@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 circular no. 02/2022 dated May 5, 2022, read with 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: [Click here to join the meeting](#)
- Members are requested to download Microsoft Teams available at the following link: <https://www.microsoft.com/en-in/microsoft-365/microsoft-teams/download-app>
7. Please send your Voting Card (annexed herewith) at the email id: aksinha@geecl.com
 8. For any query related to the AGM, please contact Mr. Anil Kumar Sinha, Company Secretary & Head (Legal), at +91-97176-29994 and/or at the email id: aksinha@geecl.com

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

Item No. 3

M/s. S.R. Batliboi & Co. LLP, Chartered Accountants (Registration no. 301003E/E300005) were appointed as Statutory Auditors of the Company in the 25th Annual General Meeting held on September 26, 2017, until the conclusion of 30th Annual General Meeting of the Company.

M/s S.R. Batliboi & Co. LLP, Chartered Accountants have completed two terms of their appointment as per the provisions of Section 139 (2) of the Companies Act, 2013, read with Companies (Audit & Auditors) Rules, 2014, are not eligible for re-appointment.

The Board of Directors at its meeting held on July 7, 2022, after considering the recommendation of the Audit Committee has recommended the appointment of M/s S.N. Dhawan & Co. LLP, Chartered Accountants (Firm Registration No. 000050N/N500045) as Statutory Auditors of the Company for a period of five years, commencing from the conclusion of the ensuing Annual General Meeting till the conclusion of the 35th Annual General Meeting for approval of the Members.

M/s S.N. Dhawan & Co. LLP, Chartered Accountants have submitted with the Company, the necessary certificate confirming their eligibility for appointment, as required under Section 141 of the Companies Act, 2013.

M/s S.N. Dhawan & Co. LLP are one of the largest Chartered Accountants in India. They are a member firm of Mazars, an international audit, tax, and advisory firm. They have access to Mazars technical expertise, audit tools, and other resources.

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

The Board of Directors in their meeting held on July 7, 2022, 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 March 31, 2023.

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 March 31, 2023, 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

The Members of the Company in their Meeting held on September 18, 2018, had approved the payment of minimum remuneration of Rs. 48 million per annum to Mr. Yogendra Kr. Modi (DIN: 00016666), Executive

Chairman of the Company for the period from April 1, 2018, to December 19, 2019, by way of passing of a Special Resolution.

Further, the Members of the Company in the Annual General Meeting held on September 17, 2019, had approved the re-appointment of Mr. Yogendra Kr. Modi as the Executive Chairman of the Company for a period of five years effective from December 20, 2019, to December 19, 2024, and payment of minimum remuneration of Rs. 48 million per annum for a period of three years effective from December 20, 2019, to December 19, 2022, to Mr. Yogendra Kr. Modi by way of passing of a Special Resolution.

The Members of the Company at its Annual General Meeting held on September 14, 2020, had approved the payment of minimum remuneration of Rs. 48 million per annum to Mr. Yogendra Kr. Modi, Executive Chairman by way of passing of a Special Resolution even in the event of inadequacy or absence of profits notwithstanding the fact that the remuneration subsequent to December 20, 2019, may already have been paid and/or the remuneration exceeds the limit prescribed under 196 and 197 of the Companies Act, 2013, read with Schedule V and other applicable provisions.

The approval of the Members is sought for the minimum remuneration payable to Mr. Yogendra Kr. Modi, Executive Chairman of the Company for the period from April 1, 2022, to December 19, 2024.

Minimum Remuneration of Mr. Yogendra Kr. Modi

	(INR Million)
April 1, 2016	40.00
April 1, 2018	48.00
Proposed w.e.f. April 1, 2022	68.00

- The revision in the minimum remuneration of Mr. Yogendra Kr. Modi was last made w.e.f. April 1, 2018.
- The average annual increase in the remuneration for the employees of the Company from the year 2018 to 2021 has been in the range of 10% to 13% per annum.
- The minimum remuneration of Mr. Yogendra Kr. Modi is being proposed to be enhanced by Rs. 20 million per annum w.e.f. April 1, 2022 (Annualised increase of 10.42%).
- Due to Covid-19, Mr. Yogendra Kr. Modi had voluntarily not taken any increase.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors proposes to seek Members approval by way of passing a Special Resolution for the payment of minimum remuneration of Rs. 68 million per annum even in the event of inadequacy or absence of profits pursuant to the provisions of sections 196, 197, 198, 203 read with schedule V and other applicable provisions, if any of the Companies Act, 2013, from April 1, 2022, to remaining period till December 19, 2024.

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

The Information as required by Section II (B) (iv) of Part-II of Schedule V of the Companies Act, 2013, is given in the Annexure-1 to the Notice.

The Information as required by Secretarial Standard-2 issued by The Institute of Company Secretaries of India is given in the Annexure-2 to the Notice.

The Board recommends the Special 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 September 18, 2018, had approved the payment of minimum remuneration of Rs. 45 million per annum to Mr. Prashant Modi (DIN: 00016724), Managing Director & CEO of the Company for the period from April 1, 2018, to September 21, 2020, by way of passing of a Special Resolution.

Further, the Members of the Company in their meeting held on September 14, 2020, had approved the re-appointment of Mr. Prashant Modi as the Managing Director & CEO of the Company for a period of five years effective from September 22, 2020, to September 21, 2025, and payment of minimum remuneration of Rs. 45 million per annum for a period of three years effective from September 22, 2020, to September 21, 2023 by way of passing Special Resolution even in the event of inadequacy or absence of profits notwithstanding the fact that the remuneration subsequent to September 22, 2020, may already have been paid and/or the remuneration exceeds the limit prescribed under 196 and 197 of the Companies Act, 2013, read with Schedule V and other applicable provisions.

The approval of the Members is sought for the minimum remuneration payable to Mr. Prashant Modi, Managing Director & CEO of the Company for the period from April 1, 2022, to March 31, 2025.

Minimum Remuneration of Mr. Prashant Modi

	(INR Million)
April 1, 2016	37.20
April 1, 2018	45.00
Proposed w.e.f. April 1, 2022	65.00

- The revision in the minimum remuneration of Mr. Prashant Modi was last made w.e.f. April 1, 2018.
- The average annual increase in the remuneration for the employees of the Company from the year 2018 to 2021 has been in the range of 10% to 13% per annum.
- The minimum remuneration of Mr. Prashant Modi is being proposed to be enhanced by Rs. 20 million per annum w.e.f. April 1, 2022 (Annualised increase of 11.11%).
- Due to Covid-19, Mr. Prashant Modi had voluntarily not taken any increase.

Based on the recommendation of the Nomination & Remuneration Committee, the Board of Directors proposes to seek Members approval by way of passing a Special Resolution for the payment of minimum remuneration of Rs. 65 million per annum even in the event of inadequacy or absence of profits Pursuant to the provisions of sections 196, 197, 198, 203 read with schedule V and other applicable provisions, if any of the Companies Act, 2013, from April 1, 2022, to March 31, 2025.

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 Section II (B) (iv) of Part-II of Schedule V of the Companies Act, 2013, is given in the Annexure-1 to the Notice.

The Information as required by Secretarial Standard-2 issued by The Institute of Company Secretaries of India is given in the Annexure-2 to the Notice.

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

Item No. 7

Mr. Sushil Kumar Roongta (DIN: 00309302) was appointed as a Non-Executive Independent Director of the Company by the Members at the 25th Annual General Meeting of the Company held on September 26, 2017, for a period of five consecutive years for a term up to the conclusion of 30th Annual General Meeting in the calendar year 2022.

Mr. Sushil Kumar Roongta has knowledge and expertise of various nuances of the Company's business and the regulatory environment.

The Nomination & Remuneration Committee in its meeting held on July 7, 2022, and the Board of Directors of the Company in their meeting held on July 7, 2022, approved the re-appointment of Mr. Sushil Kumar Roongta as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years up to the conclusion of 35th Annual General Meeting 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.

It is proposed to seek Members approval by way of passing a Special Resolution for the re-appointment of Mr. Sushil Kumar Roongta as a Non-Executive Independent Director of the Company, in terms of the applicable provisions of the Companies Act, 2013.

None of the Directors or key managerial personnel of the Company or their relatives except Mr. Sushil Kumar Roongta, 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 7, 2022
Place: Gurugram**

**Anil Kumar Sinha
Company Secretary & Head (Legal)**

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION II (B) (IV) OF PART II OF SCHEDULE V OF THE ACT, IN RESPECT OF ITEM NOS. 4 AND 5 OF THE NOTICE

I. General Information:

1. Nature of Industry:

GEECL is a fully integrated gas production, development, and exploration Company in India. Gas is being produced from the Raniganj (South) block in West Bengal, which covers 210 sq. km. with 10.62 TCF of Original Gas-in-Place.

The Company's second license is the Mannargudi block in Tamil Nadu, which covers 667 sq. km. with 0.98 TCF of Original Gas-in-Place. The block is currently under Arbitration with the Government.

2. Date of commencement of commercial production:

July 14, 2007

3. Financial Performance based on given indicators:

(Rs. in million)

Particulars	Financial Year 2019-20 (Actual)	Financial Year 2020-21 (Actual)	Financial Year 2021-22 (Actual)
Total Revenue (including other income; excluding impact of foreign exchange)	2,596.74	1,963.32	2,033.05
Expenditure (including interest, depreciation and impact of foreign exchange)	2,136.89	1,827.01	1,860.19
Profit before Tax	459.85	136.31	172.86
Profit after Tax	642.43	99.29	100.56

4. Foreign investments or collaborations, if any:

The Company has not entered into any foreign collaboration. As per the shareholding pattern as on March 31, 2022, Deutsche Bank Trust Company Americas holds 43,193,995 equity 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 appointee Directors:

A. 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. 48 million per annum

3. Recognition or awards:

- Past President, Federation of Indian Chambers of Commerce and Industry (“FICCI”)
- Member of National Executive Committee, FICCI
- Member of Standing Advisory Committee, FICCI
- Chairman – Economic & Public Policy Council, FICCI
- Past Member of Executive Board of International Chamber of Commerce (“ICC”), Paris
- Past Member of ICC CEO Forum, ICC Paris
- Past President, ICC India
- Past Member of Governing Body, International Labour Organization
- Past Board Member of Management, International Organisation of Employers
- Past 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, experience of over 52 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 Coal Bed Methane (“CBM”) in India. His performance can be well ascertained from the fact that in spite of adverse market conditions and other factors, the performance of the Company is satisfactory.

5. Remuneration Proposed:

Based on the recommendation of the 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:

Taking into consideration the size of the Company, the profile, knowledge, skills, and responsibilities shouldered by Mr. Yogendra Kr. Modi, and also after perusing remuneration of managerial persons prevalent in the industry and other companies comparable with the size of the Company, the remuneration proposed to be paid is commensurate with the remuneration packages prevalent 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 the Executive Chairman and father of the Managing Director & CEO, Mr. Prashant Modi.

B. Mr. Prashant Modi, Managing Director & CEO

1. Background Details:

Mr. Prashant Modi is 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.

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.

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

2. Past Remuneration:

Rs. 45 million per annum

3. Recognition or awards:

He is a Member of the following prestigious National and International bodies:

- National Executive Committee of the Federation of Indian Chamber of Commerce and Industry (“FICCI”)
- Environment Task Force Committee, FICCI
- Chairman, FICCI Committee on Oil & Gas - Upstream
- Commission on Environment and Energy, International Chamber of Commerce, Paris (“ICC”)
- Task Force of Energy, ICC
- Past President, ICC India
- Europe One Chapter, Young Presidents Organisation (“YPO”)

4. Job Profile and his suitability:

Mr. Prashant Modi has been associated with the Company since 1996. He spearheaded the listing of the Company on the London Stock Exchange and also made it the first commercial producer of CBM in India in 2007. He is highly experienced and controls the affairs of the Company as a whole. He has successfully and in a sustained way contributed significantly towards growth in the performance of the Company.

5. Remuneration Proposed:

Based on the recommendation of the 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:

Taking into consideration the size of the Company, the profile, knowledge, skills, and responsibilities shouldered by Mr. Prashant Modi, and also after perusing remuneration of managerial persons prevalent in the industry and other companies comparable with the size of the Company, the remuneration proposed to be paid is commensurate with the remuneration packages prevalent in the Industry.

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

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

III. Other Information:

1. Reasons for loss or inadequate profits:

The Company continues to earn profit. Despite the effect of Covid-19, revenue and sales volume have largely remained resilient and the Company continues to maintain sufficient liquidity to meet all its obligations.

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

During the year, the Company has taken appropriate measures to optimise costs and increase efficiencies. The Company further intends to increase its production and sales to drive the future growth.

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

Looking at past performance and the current market scenario, the Company expects to do well in the forthcoming years.

Information as required by Secretarial Standard-2

Name of Director	Mr. Yogendra Kr. Modi
Date of birth and age	January 10, 1948, and 74 Years
Date of first appointment on the Board	May 29, 1992
Directors Identification Number	00016666
Qualification	Bachelor's degree in textile engineering from the University of Punjab
Terms and conditions including remuneration sought to be paid	As per details mentioned in the resolution.
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 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.
Directorship held in other Companies	<ol style="list-style-type: none"> 1. YKM Holdings Private Limited 2. Modi Telecommunications Limited 3. YKM Holdings International Limited 4. Arham Assets Private 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 National Executive Committee, FICCI 3. Member of Standing Advisory Committee, FICCI 4. Chairman – Economic & Public Policy Council, FICCI 5. Past Member of Executive Board of International Chamber of Commerce ("ICC"), Paris 6. Past Member of ICC CEO Forum, ICC Paris 7. Past President, ICC India 8. Past Member of Governing Body, International Labour Organization 9. Past Board Member of Management, International Organisation of Employers 10. Past Vice Chairman, Confederation of Asia Pacific Employers
The number of meetings of the Board attended	Four
Remuneration last drawn	Rs. 48 million per annum
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

Name of Director	Mr. Prashant Modi
Date of birth and age	May 31, 1973, and 49 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 on launching new ventures.
Terms and conditions including remuneration sought to be paid	As per details mentioned in the resolution.
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. 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.
Directorship held in other Companies	<ol style="list-style-type: none"> 1. YKM Holdings Private Limited 2. Modi Telecommunications Limited 3. YKM Holdings International Limited 4. Arham Assets Private 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 Committee on Oil & Gas, FICCI 4. Member of Commission on Environment and Energy, International Chamber of Commerce, Paris ("ICC") 5. Member of Task Force of Energy, ICC 6. Past President, ICC India 7. 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. 45 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

Name of Director	Mr. Sushil Kumar Roongta
Date of birth and age	May 9, 1950, and 72 Years
Date of first appointment on the Board	March 15, 2017
Directors Identification Number	00309302
Qualification	Mr. Roongta 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.
Experience/Expertise in Specific Functional Area	He is currently the Non-Executive Chairman of Bharat Aluminium Company Ltd. 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.
Directorship held in other Companies	<ol style="list-style-type: none"> 1. Hero Steels Limited 2. Bharat Aluminium Co. Limited 3. ACC Limited 4. Jubilant Pharmova Limited 5. JK Paper Limited 6. Titagarh Wagons Limited 7. Jubilant Ingrevia Limited 8. Zuari Global Limited
Membership/Chairmanship of other Companies	NA
The number of meetings of the Board attended	Four
Remuneration last drawn	NA
Relationship with other Directors, Manager and other key managerial personnel of the Company	NA
Shareholding in the Company	Nil

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: aksinha@geecl.com

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

I hereby record my presence at the 30th Annual General Meeting of Great Eastern Energy Corporation Limited held on Monday, the 26th day of September 2022, at 12.30 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	
		FOR	AGAINST
Ordinary Business			
	Description		
1	To receive, consider, and adopt the audited financial statements of the Company as on March 31, 2022, 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.		
Special Business			
4	To approve the remuneration of Cost Auditors of the Company for the Financial Year ending March 31, 2023.		
5	To approve the payment of minimum remuneration to Mr. Yogendra Kr. Modi (DIN: 00016666), Executive Chairman of the Company.		
6	To approve the payment of minimum remuneration to Mr. Prashant Modi (DIN: 00016724) as Managing Director & CEO of the Company.		
7	To re-appoint Mr. Sushil Kumar Roongta (DIN: 00309302) as Non-Executive Independent Director.		

(Signature)

(Date)