



THE GREAT EASTERN SHIPPING CO. LTD.

Registered Office: "Ocean House", 134 / A, Dr. Annie Besant Road, Worli, Mumbai - 400 018.

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NOTICE PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956

NOTICE is hereby given, pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, to transact the following special business by passing resolutions by Postal Ballot:

1. To consider, and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT subject to the provisions of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, as amended from time to time, and the provisions of other laws as may be applicable, consent of the Members of the Company be and is hereby accorded for acquiring and holding of equity shares of the Company by Foreign Institutional Investors (FIIs) and Securities and Exchange Board of India approved sub-accounts of FIIs under the Portfolio Investment Scheme (PIS) up to 33% of the paid-up equity share capital of the Company, as approved by the Board of Directors (Board); Provided however that the shareholding of a single FII or a sub-account of a FII shall not at any time exceed 10% of the paid-up equity share capital of the Company or such other limit as may be permitted by law and approved by the Board."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required, as it may in its sole discretion deem fit and to delegate all or any of its powers herein conferred to any committee of Directors and / or Director(s) and / or officer(s) of the Company, to give effect to this resolution."

2. To consider, and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 314 and other applicable provisions, if any, of the Companies Act, 1956 and the Companies Act, 2013, consent of the Company be and is hereby accorded to Ms. Ketaki Sheth, relative of a Director of the Company, to hold and continue to hold an office or place of profit in the Company as an Officer of the Company on the following terms and conditions with effect from September 01, 2013:

- Consolidated monthly salary of Rs. 1,00,000/- including Company's contribution to Provident Fund, Superannuation Fund and all other allowances.
- Transportation/conveyance facilities including reimbursement of expenses on account of car and driver.
- Re-imbursement of medical expenses incurred for herself and her family subject to a ceiling of one month's salary in a year or three months' salary over a period of three years.
- Tele-communication facilities at her residence.
- Leave encashment as per the rules of the Company.
- Insurance as per the rules of the Company.
- Gratuity as per the rules of the Company with effect from joining date."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, matters, deeds and things in order to give effect to the above resolution."

By Order of the Board
For The Great Eastern Shipping Co. Ltd.

Jayesh M. Trivedi
Company Secretary

Place: Mumbai
Date: November 27, 2013

NOTES

- An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 and Section 192A(2) of the Companies Act, 1956 setting out all the material facts concerning the aforesaid special business and reasons therefor is annexed hereto.
- The Board of Directors of the Company has appointed Ms. Dipti Mehta, Practising Company Secretary as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
- The Postal Ballot Form and self-addressed postage prepaid envelope are enclosed for the use of the Members.
- Members have option to vote either through e-voting or physical mode. Members are requested to carefully read the instructions printed in the postal ballot form.
- Members who have registered their e-mail ids for receipt of documents in electronic mode with the concerned Depository, have been sent link for e-voting by e-mail from National Securities Depository Limited (NSDL). E-voting facility will be available till January 17, 2014.
- Members opting to vote through physical mode are requested to return the Postal Ballot Form duly completed, in the attached self addressed postage prepaid envelope so as to reach the Scrutinizer on or before the end of working hours, i.e., 6.00 p.m., on January 17, 2014.
- A Member's voting rights shall be in proportion to his/her share of the paid up equity share capital of the Company.
- The Scrutinizer will submit her report addressed to Mr. K. M. Sheth, Executive Chairman after completion of the scrutiny and the results of the Postal Ballot will be announced on Friday, January 24, 2014 at the Registered Office of the Company.

Crystal (022) - 6614 0900

