



GUJARAT NRE COKE LIMITED

REGISTERED OFFICE : 22, CAMAC STREET, BLOCK-C, 5TH FLOOR, KOLKATA - 700 016

PHONE : +91-33-2289-1471 ; FAX : +91-33-2289-1470 ; E-MAIL : kolkata@gujaratnre.com

CIN: L51909WB1986PLC040098 ; WEBSITE : www.gujaratnre.com

27th August, 2016

BSE Limited, Phiroze Jeejeebhoy Towers, 1 st Floor, Dalal Street, Fort, Mumbai-400 001	The National Stock Exchange of India Ltd., Exchange Plaza, 5 th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (E), Mumbai - 400 051
Scrip Code: 512579 & 570003	Scrip Code: GUJNRECOKE & GUJNREDVR

Sub: Notice of Annual General Meeting to be held on 19th September, 2016

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the 29th Annual General Meeting of the Company to be held on 19th September, 2016.

This is for your information and record.

Thanking you

Yours faithfully
For Gujarat NRE Coke Ltd

Mukund Chandak
Company Secretary

Encl : as above

GUJARAT NRE COKE LIMITED

Notice

TO THE SHAREHOLDERS,

Notice is hereby given that the 29th Annual General Meeting of the Shareholders (including Shareholders holding "B" Equity Shares) of GUJARAT NRE COKE LIMITED will be held on Monday, the 19th day of September, 2016 at 11.00 am at Kala Mandir, 48 Shakespeare Sarani, Kolkata - 700 017 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt :
 - (a) The audited financial statement of the company for the financial year ended 31st March, 2016, the reports of the Board of Directors and Auditors thereon; and,
 - (b) The audited consolidated financial statement of the company for the financial year ended 31st March, 2016.
2. To appoint a Director in place of Mrs. Mona Jagatramka (DIN 00003316), who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint Auditors and to fix their remuneration. In this connection, to consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder, as amended from time to time, M/s Nandy Halder & Ganguli, Chartered Accountants, (Firm Registration No. 302017E) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a period of five years from the conclusion of this Annual General Meeting until the conclusion of 34th Annual General Meeting subject to ratification of their appointment at every Annual General Meeting of the Company and at a remuneration as may be determined by the Board of Directors in consultation with the Auditors."

Special Business :

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

"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the Authorized Share Capital of the Company be and is hereby increased from Rs. 2500,00,00,000/- (Rupees Two Thousand Five Hundred Crores) divided into 210,00,00,000 (two hundred ten crores) Equity Shares of Rs. 10/- each, 10,00,00,000 (ten crore) "A" Equity Share of Rs. 10/- each and 30,00,00,000 (thirty crore) "B" Equity Shares of Rs. 10/- each to Rs. 2522,00,00,000 (Rupees Two Thousand Five Hundred Twenty Two Crores) divided into 212,20,00,000 (two hundred twelve crores twenty lacs) Equity Shares of Rs. 10/- each, 10,00,00,000 (ten crore) "A" Equity Share of Rs. 10/- each and 30,00,00,000 (thirty crore) "B" Equity Shares of Rs. 10/- each by creation of additional 2,20,00,000 (two crores twenty lacs) Equity Shares of Rs. 10/- each ranking pari passu in all respect with the existing Equity Shares.

"RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and 61 and other applicable provisions of the

Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder the consent of the Members be and is hereby accorded for substituting existing Clause V of the Memorandum of Association of the Company with the following clause:

V. The Authorised Capital of the Company is Rs. 2522,00,00,000/- (Rupees Two Thousand Five Hundred twenty two crores) divided into 212,20,00,000 (Two hundred twelve crores twenty lacs) Equity Shares of Rs. 10/- each, carrying inter alia, a right to 1 (one) vote for 1 (one) Equity Share totaling to Rs. 2122,00,00,000/-; 10,00,00,000 (Ten crore) "A" Equity Share of Rs. 10/- each with differential rights as to voting only but pari passu in all other respects with Equity Shares carrying inter alia, a right to 100 (one hundred) votes for 1 (one) "A" Equity Share of Rs. 10/- each totaling to Rs. 100,00,00,000/- and 30,00,00,000 (Thirty crore) "B" Equity Shares of Rs. 10/- each with differential rights as to voting only but ranking pari passu in all other respects with Equity Shares carrying inter alia, a right to 1 (one) vote for every 100 (one hundred) "B" Equity Shares of Rs. 10/- each totaling to Rs. 300,00,00,000/- with power to the Board to decide on the extent of variation in such voting rights and to classify and re-classify from time to time such shares into any other class of shares, with such rights, privileges, and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being with power to increase or reduce the capital in accordance with the Company's regulations and the legislative provisions for the time being in force in this behalf and with the power to divide the Equity Shares in the Capital for the time being into Equity share Capital and Preference share Capital, and to attach thereto respectively, any preferential, qualified or special rights, privileges, conditions as may be determined by, or in accordance with the provisions of the Companies Act 2013 and the regulations of the Company, and to vary or modify or abrogate such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company"

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

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act 2013 and the Companies (Audit and Auditors) Rules 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force], the remuneration payable to the cost auditors M/s. B Mondal & Associates, Cost Accountants, appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year 2016-17, being Rs. 1,25,000/- (Rupees One Lac Twenty Five Thousand only) (inclusive of all expenses) plus taxes, as applicable, be and is hereby ratified and confirmed."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of the Board) be and is hereby authorised to do all acts and take all steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board

For GUJARAT NRE COKE LIMITED

Place : Kolkata
Dated : 29th May, 2016

Mukund Chandak
Company Secretary

Notice (contd.)**NOTES:**

1. A SHAREHOLDER (INCLUDING SHAREHOLDER HOLDING "B" EQUITY SHARE) ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as a proxy on behalf of the members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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 a proxy for any other person or shareholder.

2. The explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 relating to the Special Business at the meeting, is annexed hereto.
3. The Register of Members and the Share Transfer Books of the Company for Equity Shares (including "B" Equity Shares) will remain closed from Tuesday, the 13th day of September 2016 to Monday, the 19th day of September, 2016 (both days inclusive).
4. Shareholders desiring any information on the accounts for the year ended 31st March, 2016 are requested to write to the Company at least ten days in advance, so as to enable the management to keep the information ready at the meeting.
5. Electronic copy of the Annual Report for 2015-16 and copy of the notice of the 29th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent electronically to all members whose email ids are registered with the depository participants for communication purposes unless any member has requested for hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-16 along with notice is being sent in the permitted mode.
6. Shareholders are requested to bring the admission slip(s) along with their copy of Annual Report to the meeting.
7. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unclaimed/ un-encashed dividends for the financial years up to 2007-08 from time to time on due dates, to "The Investor Education & Protection Fund" (IEPF) established by the Central Government. Please note that dividend for the financial year 2008-09 which remains unclaimed / un-encashed would be transferred to the IEPF within stipulated period during September/ October 2016. It may please be noted that once the unclaimed / un-encashed dividend is transferred to "The Investor Education & Protection Fund", as aforesaid, no claim shall lie in respect of such amount by the shareholder.

Hence, the shareholders who have not encashed their dividend warrants for the abovementioned dividend and /or dividends declared thereafter are requested to immediately forward the same to the Company for revalidation or seek issue of duplicate warrant(s) by writing to the Company's Registrar & Share Transfer Agent.

8. Members are requested to update their email id with respective Depository Participant in case they hold shares in electronic mode or to write to the Share Department of the company/Registrar & Share Transfer Agent in case they hold shares in Physical form.
9. Shareholders desirous of having a complete text of Annual Report 2015-16 may write to us at investor@gujaratnre.com or at the Registered Office of the Company.

10. VOTING THROUGH ELECTRONIC MEANS

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 16th September, 2016 (9:00 am) and ends on 18th September, 2016 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 12th September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)]:
 - (i) Open email and open PDF file viz; "Gujarat NRE remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

Notice (contd.)

- (ii) Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Gujarat NRE Coke Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to skghosh_1938@yahoo.co.in with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- (i) Initial password is provided in the Annexure enclosed herewith with this AGM Notice.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 12th September, 2016.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 12th September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or nichetechpl@nichetechpl.com or investor@gujaratnre.com.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. S. K. Ghosh, Practicing Company Secretary (Membership No. ACS 4740 and C P No. 2018) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.gujaratnre.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange of India and BSE Limited, Mumbai.
11. This Notice has been updated with the instructions for voting through electronic means as per the Amended Rules 2015.
12. The documents mentioned in Notice and Explanatory Statement are open for inspection by the shareholders at the Registered Office of the Company on all working days between 12 noon and 2 pm upto the date of the AGM.

Notice (contd.)**Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.****Item No. 4**

The Authorised Share Capital of the company as reflected in the Memorandum and Articles of Association as on date is Rs. 2500,00,00,000/- (Rupees Two Thousand Five Hundred Crores) divided into 210,00,00,000 (two hundred ten crores) Equity Shares of Rs. 10/- each, 10,00,00,000 (ten crore) "A" Equity Share of Rs. 10/- each and 30,00,00,000 (thirty crore) "B" Equity Shares of Rs. 10/- each. Pursuant to the approval of Scheme of Aamalgamation of NRE Metcoke Limited and Bajrang Bali Coke Industries Limited (transferor companies) with the Company by the Hon'ble High Court at Calcutta vide its Order dated 21st January, 2016, the authorized share capital of the transferor companies amounting to Rs. 22,00,00,000 (Rupees Twenty Two Crores only) stands combined with the authorized share capital of the Company. Keeping in view of the above, the Authorised Share Capital of the Company stands increased from Rs. 2500,00,00,000/- (Rupees Two Thousand Five Hundred Crores) to Rs. 2522,00,00,000/- (Rupees Two Thousand Five Hundred Twenty Two Crores) by addition of 2,20,00,000 (two crores twenty lacs) equity shares of the face value of Rs. 10/- each. Consequent to the increase of Authorized Share Capital, the Authorized Share Capital Clause contained in Clause V of the Memorandum of Association needs to be altered as indicated in Resolution No. 4 contained in the Notice convening the AGM.

However, as directed by the Hon'ble High Court at Calcutta, the aforesaid addition in the authorized share capital of the Company shall be subject to the compliance of requirements of provisions of Sections 13, 14, 61 and 117 of the Companies Act, 2013. Your Directors, hence, recommend the Resolutions set out at item No.4 for the approval of the shareholders of the Company.

A copy of the Memorandum and Articles of Association together with the proposed alterations is available for inspection by the Members at the Registered Office of the Company between

12:00 p.m to 2:00 p.m on all working days from the date hereof upto the date of the Meeting.

None of the Directors and Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise in the Resolutions set out in item no. 4.

Item No. 5

The Board of Directors, on the recommendation of Audit Committee had approved the reappointment of M/s B Mondal & Associates, Cost Accountants as Cost Auditors of the Company to conduct cost records of the company for the financial year 2016-17 at a remuneration of Rs. 1,25,000/- (Rupees One Lac Twenty Five Thousand only) (inclusive of all expenses) plus taxes, as applicable.

In accordance with the provisions of Section 148 of the Companies Act 2013 read with the Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, the consent of the members is sought by an ordinary resolution for ratification of the remuneration payable to the Cost Auditors for the financial year 2016-17.

The Board recommends the resolution set out in item no. 5 of the notice for your approval.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested, financially or otherwise in this resolution.

By Order of the Board

For GUJARAT NRE COKE LIMITED

Place : Kolkata
Dated : 29th May, 2016

Mukund Chandak
Company Secretary

(Annexure to the Notice)

INFORMATION REQUIRED TO BE FURNISHED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT

Name of the Director	Mrs. Mona Jagatramka
DIN	00003316
Date of Birth	11-03-1964
Date of Appointment	18-10-2006
Qualifications	B. Sc (Home Science)
Expertise in specific functional areas	Business Management and Human Resource Development
Directorship held in other Listed entities	Nil
Chairmanship/Membership of Committees of other Listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	Nil
Shareholdings as on 31st March 2016	58,55,007 Equity Shares and 5,85,500 'B' Equity Shares
Relationship with any Director(s) of the Company	Wife of Mr. Arun Kumar Jagatramka, Chairman and Managing Director of the Company



GUJARAT NRE COKE LIMITED

CIN:L51909WB1986PLC040098

Registered Office:22, Camac Street, Block-C,5th Floor, Kolkata-700016

Phone: +91-33-2289-1471; Fax: 91-33-2289-1470; Email: investor@gujaratnre.com; web: www.gujaratnre.com

ATTENDANCE SLIP

Shareholder's Folio Number/ DP Id No. & Client Id No.	Name of the Shareholder (in block letters)	Number of Shares held		
		Equity	"B" Equity	Total
Email :				

I hereby record my presence at the 29th Annual General Meeting of the Company to be held at Kala Mandir, 48, Shakespeare Sarani, Kolkata-700017 on Monday, 19th September, 2016 at 11.00 a.m.

Name of the Proxy*

(IN BLOCK LETTERS)

(To be filled if the Proxy attends instead of Shareholder)

Signature of the Shareholder/Proxy

(Please complete this Attendance Slip and hand it over at the entrance of the Meeting Hall)

Note: Please bring the copy of the Annual Report 2015-16 to the Meeting Hall



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PROXY FORM

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 Shareholder(s):

Registered Address:

E-mail id:

Folio No./ Dp Id & Client Id No. :

I/We, being the member(s), holding shares of Gujarat NRE Coke Limited hereby appoint:

(1) Name
Address
E-mail id Signature or failing him/her

(2) Name
Address
E-mail id Signature or failing him/her

(3) Name
Address
E-mail id Signature or failing him/her

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting (AGM) of the Company, to be held on Monday, 19th September, 2016 at 11.00 a.m. at Kala Mandir, 48 Shakespeare Sarani, Kolkata-700017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
1.	Consider and adopt : a) Audited Financial Statement, Reports of the Board of Directors and Auditors for year ended 31 st March, 2016 b) Audited Consolidated Financial Statement for year ended 31 st March, 2016
2.	Appointment of a Director in place of Mrs. Mona Jagatramka (DIN 00003316), who retires by rotation and being eligible, offers herself for re-appointment.
3.	Appointment of M/s Nandy Halder & Ganguli, Chartered Accountants as Statutory Auditors.
4.	Increase in Authorized Share Capital of the Company
5.	Ratification of Cost Auditors' remuneration.

Signed this day of 2016

Member's Folio/ DP ID- Client ID No. Signature of Shareholder(s)

Signature of Proxy holder(s)

Affix Rupee
One
Revenue
Stamp

Note: 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 AGM.
2. For the text of the Resolution, Statement & Notes, please refer to the Notice convening the 29th Annual General Meeting dated 29th May, 2016.