



**THE GREAT EASTERN
SHIPPING CO. LTD.**

Registered office:

Ocean House, 134/A, Dr. Annie Besant Road, Worli, Mumbai 400 018
Tel. : 022 6661 3000 / 2492 2100 | Fax: 022 2492 5900
Email: shares@greatship.com | Web: www.greatship.com
CIN : L35110MH1948PLC006472

NOTICE

NOTICE is hereby given that the Sixty Ninth Annual General Meeting of THE GREAT EASTERN SHIPPING CO. LTD. will be held at Auditorium, Swatantryaveer Savarkar Rastriya Smarak, 252, Swatantryaveer Savarkar Marg, Shivaji Park, Dadar West, Mumbai – 400028 on Thursday, August 10, 2017 at 3.00 p.m. (I.S.T.) to transact the following business:

1. To receive, consider and adopt:
 - a) the audited financial statements of the Company for the financial year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon; and
 - b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2017 and report of Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. K. M. Sheth (DIN: 00022079), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass with or without modification(s) 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 (including any modification(s) or re-enactment thereof for the time being in force) and the Rules framed thereunder and pursuant to the recommendation of the Audit Committee, Deloitte Haskins & Sells LLP, Chartered Accountants (Firm Registration No.117366W/W-100018), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (‘AGM’) till the conclusion of the sixth consecutive Annual General Meeting of the Company to be held in the calendar year 2022 (subject to ratification of the appointment by Members at every AGM held after this AGM) at a remuneration to be determined by the Board of Directors.”

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to offer or invite subscriptions for secured / unsecured redeemable non-convertible debentures, in one or more series / tranches, aggregating up to ₹1,000 crores (Rupees One Thousand Crores only), on private placement basis, on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company including as to when the said Debentures be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected with or incidental thereto.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

Mumbai, May 05, 2017

By Order of the Board

Registered Office :
Ocean House, 134/A, Dr. Annie Besant Road,
Worli, Mumbai 400 018
Tel: 022 66613000/2492 2100 | Fax: 022 2492 5900
Email : shares@greatship.com | Web: www.greatship.com
CIN: L35110MH1948PLC006472

Jayesh M. Trivedi
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.
2. The instrument appointing a Proxy must be deposited with the Company at its Registered Office not less than 48 hours before the time of holding the Annual General Meeting.
3. A person can act as a proxy on behalf of 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. Proxies submitted on behalf of limited companies, societies etc. must be supported by an appropriate resolution / authority as applicable.
4. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of the business as per Item No. 5 herein above, is annexed hereto.
5. The Register of Members and Share Transfer Books of the Company will remain closed from August 04, 2017 to August 10, 2017 (both days inclusive).
6. The dividend declared at the Annual General Meeting will be made payable on or after August 11, 2017, as applicable, in respect of shares held in physical form to those members whose names appear on the Register of Members of the Company after giving effect to all valid share transfers lodged with the Company on or before the end of business hours on August 03, 2017 and in respect of shares held in the electronic form to those 'Deemed Members' whose names appear in the statement of Beneficial Ownership furnished by the National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd. (CDSL) as on that date.
7. Pursuant to Section 205A of the Companies Act, 1956, all unclaimed dividends upto the 40th dividend for the year 1993-94 paid by the Company on October 05, 1994 have been transferred to the General Revenue Account of the Central Government. Members who have not encashed the Dividend Warrants for the said period are requested to claim the amount from the Registrar of Companies, Maharashtra, C/o. Central Government Office Building, A Wing, 2nd Floor, Next to Reserve Bank of India, CBD Belapur 400 614.
8. Pursuant to Section 205A(5) of the Companies Act, 1956, the Company has transferred the unclaimed dividend for the year 2008- 09 (55th 2nd and 3rd interim dividend) to the Investor Education and Protection Fund (IEPF). All unclaimed dividend for the year 2009-10 (56th final dividend) will be due for transfer to the IEPF on August 28, 2017 pursuant to Section 124(5) of the Companies Act, 2013. Shareholders who have not encashed the Dividend Warrants are requested to claim the amount from the Company's Share Department at the Registered Office of the Company.
9. Pursuant to Section 124(6) of the Companies Act, 2013, all shares in respect of which dividend has not been paid or claimed for seven consecutive years will also be due for transfer by the Company in the name of Investor Education and Protection Fund on August 28, 2017. Any claimant of shares transferred above shall be entitled to claim such shares from Investor Education and Protection Fund.

10. The information as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Director being re-appointed is annexed hereto.
11. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours upto the date of the Annual General Meeting.
12. Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 all the business as per Item Nos. 1 to 5 hereinabove, is required to be transacted by electronic means through E-voting services provided by Karvy Computershare Private Ltd. (Karvy).
13. The Board of Directors of the Company has appointed Ms. Dipti Mehta, Practising Company Secretary, as Scrutinizer for conducting the voting and remote e-voting process in a fair and transparent manner.
14. The process and manner for remote e-voting is as under:

A. In case a Member receives an e-mail from Karvy (for Members whose e-mail addresses are registered with the Company/ Depository Participants):

- i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii) Enter the login credentials (i.e. User ID and Password mentioned above). In case of physical folio, your User ID will be EVEN (Electronic Voting Event Number) XXXX followed by Folio No. In case of Demat account, your DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your vote.
- iii) After entering these details appropriately, Click on "LOGIN".
- iv) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- v) You need to login again with the new credentials.
- vi) On successful login, the system will prompt you to select the "EVENT" i.e., The Great Eastern Shipping Company Limited.
- vii) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii) Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
- ix) Voting has to be done for each item of the AGM Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- x) You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi) A confirmation box will be displayed. Click "OK" to confirm, else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: dipti@mehta-mehta.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ EVENT NO."

xiii) The remote e-voting period commences at 10.00 a.m. on Monday, August 07, 2017 and ends at 5.00 p.m. on Wednesday, August 09, 2017. The remote e-voting module will be disabled by Karvy for voting thereafter.

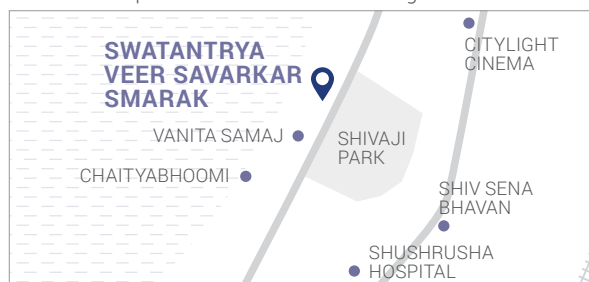
B. In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Company/ Depository Participant):

1. Initial Password is provided, as below, at the bottom of the Attendance Slip for the AGM.

EVEN (Electronic Voting Event Number)	User ID	Password/PIN
-	-	-

2. Please follow all steps from Sr. No. (i) to Sr. No. (xii) above in (A), to cast your vote.
- C. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. Thursday, August 03, 2017 may obtain the User ID and Password in the manner as mentioned below:
- If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS: MYEPWD<space>E voting Event Number + Folio No. or DP ID Client ID to +91 9212993399
Example for NSDL : MYEPWD<SPACE> IN12345612345678
Example for CDSL : MYEPWD<SPACE> 1402345612345678
Example for Physical : MYEPWD<SPACE> XXX1234567890
 - If e-mail address of the Member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - Members may call Karvy's toll free number 1-800-3454-001.
 - Members may send an e-mail request to evoting: evoting@karvy.com. If the Member is already registered with the Karvy e-voting platform then such member can use his/her existing User ID and password for casting the vote through remote e-voting.
- D. Once a vote on Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- E. In case of any queries, please visit Help and Frequently Asked Questions (FAQs) section available at Karvy's website: <http://www.evoting.karvy.com>.
15. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the Annual General Meeting and the Members attending the Annual General Meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the Annual General Meeting.
16. The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
- 17. A member's voting rights shall be in proportion to his/her share of the paid up equity share capital of the Company as on August 03, 2017 ('cut-off date').** A person whose name is recorded in the Register of Members of the Company 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 in the Annual General Meeting. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
18. The Scrutinizer will submit her report addressed to Mr. K. M. Sheth, Chairman after completion of the scrutiny and the results of the voting will be announced on or before August 12, 2017. The voting results shall be submitted to the Stock Exchanges. The same shall be displayed on the Notice Board of the Company at its Registered Office. The same shall also be placed on the website of the Company and Karvy's website.
19. Members are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically with respective Depository Participant (if holding shares in electronic form) or the Company / Karvy Computershare Private Ltd. (if holding shares in physical form). The requests to the Company / Karvy Computershare Private Ltd. can either be sent by way of a letter or by sending e-mail to: shares@greatship.com / greatship.ris@karvy.com

20. The route map of the venue of the meeting is as follows:



EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 5:

Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed, inter alia, under Section 42 of the Companies Act, 2013 deals with private placement of securities by a company. Sub-rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement, the company shall obtain previous approval of its shareholders by means of a special resolution only once in a year for all the offers or invitations for such debentures during the year.

In order to augment long term resources for financing, inter alia, the ongoing capital expenditure and for general corporate purposes, the Company may offer or invite subscription for secured / unsecured redeemable non-convertible debentures, in one or more series / tranches on private placement, issuable / redeemable at par.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 5 of the Notice as an enabling Resolution.

This Resolution enables the Board of Directors of the Company to offer or invite subscription for non-convertible debentures, as may be required by the Company, from time to time for a year from the conclusion of this Annual General Meeting.

Your Directors commend the Resolution at Item No. 5 of the Notice for your approval.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the aforesaid Resolution.

By Order of the Board

Jayesh M. Trivedi
Company Secretary

Mumbai, May 05, 2017.

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ANNEXURE TO NOTICE

INFORMATION REQUIRED AS PER REGULATION 36 (3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF DIRECTOR BEING RE-APPOINTED

MR. K. M. SHETH (age: 85 years) joined the Company in 1952 and was inducted on the Board of the Company in 1970. He became the 'Deputy Chairman and Managing Director' in 1975 and rose to become the 'Chairman and Managing Director' in 1992. He became Executive Chairman in 1999. With a view to reduce his day to day commitments, Mr. K. M. Sheth relinquished the office of the Whole-time Director with effect from September 01, 2014. He has been providing invaluable guidance to the Company in its strategic and decision making policies.

Previously, Mr. K. M. Sheth held the post of President of the Indian National Shipowners Association (INSA) and was the employers' group Chairman in the International Labour Organization (ILO) plenary session in Geneva. He continues to be Chairman of the South Asia Advisory Committee of Lloyds Register, Chairman of the South Asia Committee of Det Norske Veritas and Chairman of the Indian Committee of Nippon Kaiji Kyokai, Japan. He is also Chairman of The Great Eastern Institute of Maritime Studies. He is a Director on the Board of Britannia Steamship Insurance Association Limited, London and member of the American Bureau of Shipping, USA.

As on date, Mr. K.M. Sheth holds 2,78,133 equity shares in the Company. He has attended all 5 Board meetings held during the financial year 2016-17.



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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 ID:

Folio No. / DP ID and Client ID:

I/We, being the Member(s) holding shares of the above named Company, hereby appoint

1. Name: E-mail ID:

Address:

Signature of First Proxy holder: ,or failing him/her

2. Name: E-mail ID:

Address:

Signature of Second Proxy holder: ,or failing him/her

3. Name: E-mail ID:

Address:

Signature of Third Proxy holder:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 69th Annual General Meeting, to be held on Thursday, August 10, 2017 at 3.00 p.m at Auditorium, Swatantryaveer Savarkar Rastriya Smarak, 252, Swatantryaveer Savarkar Marg, Shivaji Park, Dadar West, Mumbai – 400028 and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTION NO.	DESCRIPTION
1	Adoption of audited standalone and consolidated financial statements for the financial year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon.
2	Declaration of dividend on equity shares.
3	Re-appointment of Mr. K. M. Sheth as Director of the Company liable to retire by rotation.

RESOLUTION NO.	DESCRIPTION
4	Appointment of Deloitte Haskins & Sells LLP, Chartered Accountants as Auditors of the Company.
5	Issue of secured/unsecured redeemable non – convertible debentures aggregating up to ₹1,000 crores.

AFFIX
REVENUE
STAMP

.....
Signature of Shareholder

.....
Signature of first proxy holder

.....
Signature of second proxy holder

.....
Signature of third proxy holder

Signed this day of 2017.

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. In case the Member appointing proxy is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorised by it and an authenticated copy of such authorisation should be attached to the proxy form.

4. A person can act as proxy on behalf of such number of 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. Further, 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 proxy for any other person or Member.

5. Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.

6. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



THE GREAT EASTERN
SHIPPING CO. LTD.

69TH ANNUAL REPORT 2016-17



CHAIRMAN'S STATEMENT



Dear Shareholders,

This year, I wish to address through the Chairman's Letter a host of issues, from covering a deeper understanding of our business to our philosophy on investments and some of the challenges we face as an Indian ship-owner.

Excellence, not short-term profits, is what drives us. This is not to say that profits are unimportant; after all, profit determines our ability to pay dividends and provides us the necessary resources to grow our business. However, our focus on excellence, is what I believe, will create an organizational DNA that will stand for something valuable a generation or two from now, while enabling the company to outperform over the long-term. In the end this will help to create superior value for our stakeholders.

Shipping, as we know too well, is a truly global business in every respect as well as a cyclical and volatile one in which many moving parts across the world has a bearing on earnings as well as asset values. It is not unusual to see swings of 50% or more in earnings and swings of 30% or more in values within a period of twelve months. The natural outcome is that shipping is not a linear result oriented industry and hence issues such as quarter-on-quarter growth of revenue or profit are of little relevance.

This therefore begs the question as to the most prudent strategy for a management team to follow towards creating long term value in such an industry.

At its core, success in the commodity shipping business can come by doing two basic things well: buying and selling the right ships at the right price and time, and running the ships well in the interim. Let us discuss our approach to both of these.

Shipping is a highly capital intensive business where allocation of capital is one of the key determinants of long term profitability. As you may have noticed, interest and depreciation, which are directly affected by the capital cost of the asset, constitute almost half of our operating cost base. This shows the key role that the acquisition price of ships plays in our profitability.

This leads to critical decisions that the management needs to take on when is the 'right' time to buy and whether long term returns are better served by being diversified or focusing on a single sector of the industry. On both these issues we have had intense internal discussions. On the issue of diversification within shipping, we believe that staying diversified is more beneficial as shipping cycles across sectors do not move in tandem and thus we gain more trading opportunities across assets whilst also reducing the time we need to sit on 'cash'. This is of course not to say that moving across asset classes will be seamless and therefore there will be periods of time when cash is the best bet for building long term value.

We have done a lot of work trying to identify the right price for different types of assets. In most cases, this coincides with very weak freight markets, which means that charter rates are unremunerative if not loss-making, i.e., earning a very low or negative current yield. As a result, the purchase decision which is good for the long term is often detrimental to the short term profitability of the company. Conversely, an asset bought in the high part of the freight rate cycle is likely to produce strong returns in the short term, but is likely to produce sub-par returns when considered over the life of the project.

While we believe that above approach will lead to superior returns on our future investments, it is not possible to time troughs and peaks perfectly. However, we expect that investing with such a 'value-based' rather than a 'momentum-based' approach will deliver US Dollars returns on capital in excess of 10% over an investment horizon of 3 to 5 years. With some leverage thrown in, this can translate to an even higher return on equity.

The one possible downside with the value investing method is that there may be significant periods of time when we are unable to invest due to prices not being right. In such times, and with a focus on longer term returns, we will resist the temptation to move from 'low yielding' cash to 'higher yielding' assets.

Another important aspect of the value investing framework, and reason for holding cash, is risk management. Since investments are done in a down-cycle, when operating cash flows are low, there is a need to ensure that your company can continue to operate, without stress, while waiting for the cyclical upturn. This requires cash, and your company will always have adequate amount of cash on its balance sheet at all times. Though this does in theory result in a lower overall return on the balance sheet, we believe that having this flexibility enhances our ability to take the correct commercial decisions without being forced to by financial stress. I call this 'patient capital'.

Yet another challenging aspect of buying ships, particularly second-hand ones, is identifying quality. Our assessment team more often than not gets less than a day in such identification! And, therefore, in this limited time available experience in assessment is invaluable. Last year, for example, we inspected 44 ships to buy just 11. Just as buying quality ships at low points of the cycle is important, so is the decision on how to trade them. Each day our marketing team is left to decide whether it is prudent to commit the ship for a 'spot' voyage of 10 to