



**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 Seventieth 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 Friday, August 10, 2018 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, 2018, 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, 2018 and report of Auditors thereon.
2. To declare dividend on equity shares.
3. To appoint a Director in place of Mr. G. Shivakumar (DIN: 03632124), 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 a Special Resolution:

“RESOLVED THAT pursuant to the provisions of 3 (d) (ii) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the approval of the members be and is hereby accorded to Mr. K. M. Sheth (DIN: 00022079), who has already attained the age of 75 years, to continue as Non- Executive Director of the Company on and after April 01, 2019 till he retires by rotation in due course.”
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 3 (d) (ii) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the members be and is hereby accorded to Mr. Vineet Nayyar (DIN: 00018243), Non-Executive Independent Director, who has already attained the age of 75 years, to continue as an Independent Director of the Company on and after April 01, 2019 until expiry of his existing term.”
6. 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 3 (d) (ii) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, approval of the members be and is hereby accorded to Mr. Farrokh Kavarana (DIN: 00027689), Non-Executive Independent Director, who will attain the age of 75 years before April 01, 2019, to continue as an Independent Director of the Company on and after April 01, 2019 until expiry of his existing term.”
7. 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 Rs.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, June 15, 2018

By Order of the Board

Jayesh M. Trivedi
Company Secretary

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

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 Nos. 4 to 7 herein above, is annexed hereto.
5. The Register of Members and Share Transfer Books of the Company will remain closed from August 04, 2018 to August 10, 2018 (both days inclusive).
6. The dividend declared at the Annual General Meeting will be made payable on or after August 11, 2018, 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, 2018 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 124(5) of the Companies Act, 2013, the Company has transferred the unclaimed dividend for the year 2009-10 (56th final) and 2010-11 (57th interim) to the Investor Education and Protection Fund (IEPF). The unclaimed dividend for the year 2010-11 (57th final dividend) will be due for transfer to the IEPF on September 04, 2018 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 September 04, 2018. 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 7 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):

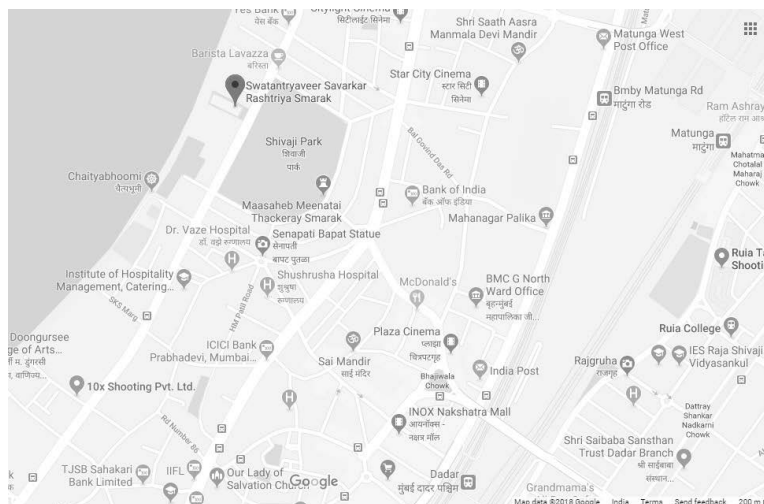
- i) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii) Enter the login credentials (i.e. User ID and Password mentioned above). In case of physical folio, your User ID will be EVEN (Electronic Voting Event Number) XXXX followed by Folio No. In case of Demat account, your DP 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 Tuesday, August 07, 2018 and ends at 5.00 p.m. on Thursday, August 09, 2018. 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. Friday, August 03, 2018 may obtain the User ID and Password in the manner as mentioned below:
 - a) 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
 - b) 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.
 - c) Members may call Karvy's toll free number 1-800-3454-001.
 - d) 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: <https://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, 2018 ('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, 2018. 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 NOS. 4 TO 6:

The Securities and Exchange Board of India vide its notification dated May 09, 2018, issued Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (hereinafter referred to as the 'Regulations'). The Regulation 3 (d) (ii) of the Regulations specifies that no listed entity shall continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect. The said Regulation shall come into force with effect from April 01, 2019.

Mr. K. M. Sheth, non-executive Chairman, was appointed by the members as non-executive Director retiring by rotation at their Annual General Meeting held on August 10, 2017.

The members have, at their Annual General Meeting held on September 25, 2014, appointed Mr. Vineet Nayyar as an Independent Director of the Company for a term of 5 years with effect from September 25, 2014. The members have, at their Annual General Meeting held on August 12, 2015, also appointed Mr. Farrokh Kavarana as an Independent Director of the Company for a term of 5 years with effect from November 14, 2014.

Mr. K. M. Sheth and Mr. Vineet Nayyar have already attained the age of 75 years. Mr. Farrokh Kavarana will attain the age of 75 years before April 01, 2019. Accordingly, it is proposed to pass special resolutions as set out at Item Nos. 4 to 6 to enable them to continue their directorships for the respective terms of their appointments.

The continued association of Mr. K. M. Sheth, Mr. Vineet Nayyar and Mr. Farrokh Kavarana would be of immense benefit to the Company and it is desirable to continue to avail their services as the Directors of the Company. Their brief profiles are set out hereinafter. Accordingly, the resolutions at Item Nos. 4 to 6 of the Notice are commended for the approval of the members.

Mr. K. M. Sheth may be deemed to be interested, financially or otherwise, in the resolution as set out at Item No. 4 of the Notice with regard to continuation of his directorship. Mr. Bharat K. Sheth and Mr. Ravi K. Sheth may also be deemed to be interested in the said resolution. Other relatives of Mr. K. M. Sheth may also be deemed to be interested in the said resolution to the extent of their shareholding interest, if any, in the Company.

Mr. Vineet Nayyar and Mr. Farrokh Kavarana may be deemed to be interested, financially or otherwise, in the resolutions as set out at Item No. 5 and 6 of the Notice with regard to continuation of their respective directorships. Their relatives may also be deemed to be interested in the said respective resolutions, to the extent of their shareholding interest, if any, in the Company.

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

BRIEF PROFILE:

Mr. K. M. Sheth (Age: 86 years) joined the Company in 1952 and was inducted on the Board of Directors 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 was the recipient of the highest national maritime 'Varuna Award' in 2005 by the National Maritime Committee.

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 Board of Governors 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.

Mr. Vineet Nayyar (Age : 79 years) is the Vice Chairman of Tech Mahindra Ltd. An accomplished leader, he has led several organizations across industries, created high performance teams and successful businesses. In a career spanning over 50 years, Mr. Vineet Nayyar has worked with the Government of India, International Multilateral Agencies and in the Corporate Sector (both Public and Private).

He started his career with the Indian Administrative Service and held a series of senior positions, including that of a District Magistrate, Secretary - Agriculture & Rural Development for the Government of Haryana & the Director, Department of Economic Affairs, Government of India. He also worked with The World Bank for over 10 years in a series of senior assignments, including successive terms as the Chief for the Energy, Infrastructure and the Finance Divisions for East Asia and Pacific.

Mr. Vineet Nayyar was also the founding Chairman and Managing Director of the state-owned Gas Authority of India Ltd. and has served as the Managing Director of HCL Corporation Ltd. and as the Vice Chairman of HCL Technologies Ltd. He was also a Co-founder and Chief Executive Officer of HCL Perot Systems. He received a Master's Degree in Development Economics from Williams College, Massachusetts.

In addition to his responsibilities at Tech Mahindra, Mr. Vineet Nayyar's Principal Directorships include his serving as a Director on the Boards of Mahindra Holidays and Resorts India Ltd, Mahindra United World College of India, Greatship (India) Ltd, Vidya Education Investments Private Ltd, Maurya Education Company Private Ltd, Tech Mahindra Foundation, Essel Social Welfare Foundation (formerly-HPS Social Welfare Foundation), Mahindra Satyam Foundation and Mahindra Educational Institutions. He is also a trustee of TML Benefit Trust, Vidya Education Foundation, Cathedral Vidya Trust and Mahindra Education Foundation. Mr. Vineet Nayyar is also the Founder and Trustee of Reimagining Higher Education Foundation.

Mr. Vineet Nayyar was awarded the Ernst and Young 'Entrepreneur of the Year [Manager]' for the Year 2013. He also featured as one of the TOP 20 Best Indian CEOs awarded by Business Today in 2015.

Mr. Farrokh Kavarana (Age : 74 years) holds B.Com. (Hons.) from the University of Bombay and MBA from the Wharton School, University of Pennsylvania. He is a Fellow of the Institute of Chartered Accountants in England & Wales and a Member of the Institute of Chartered Accountants of India.

Before joining the Tata Group in 1975, Mr. Farrokh Kavarana held key positions with McKinsey & Co. Inc., in London and Washington D.C. and The Bowater Corporation in UK and Europe. He was on the Board of various Tata Group companies including Tata Sons Limited and Tata Industries Limited, the apex holding companies of the Tata Group.

Mr. Farrokh Kavarana is a recipient of the Dadabhai Naoroji International Millennium Award 2005, and the Wharton India Alumni Award 2009.

Mr. Farrokh Kavarana, is also on the Board of Directors of ACC Ltd.

ITEM NO. 7:

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. 7 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. 7 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, June 15, 2018

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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. G. Shivakumar (age: 50 years) is a Bachelor of Commerce and a Post Graduate in Management from IIM Ahmedabad. He joined the Company as a management trainee immediately after completing his management in 1990. He had stints in key functions like Treasury, Corporate Finance, Human Resources and Strategic Planning. He rose to become the Chief Financial Officer of the Company in 2008 and the Executive Director & CFO of the Company in 2014.

Mr. G. Shivakumar is also the Chief Financial Officer of Greatship (India) Limited, a wholly owned subsidiary of the Company. He is also on the Board of Directors of Great Eastern CSR Foundation and The Great Eastern (Singapore) Pte. Ltd., the wholly owned subsidiaries of the Company.

Mr. G. Shivakumar is a member of Executive Council of the Indian Maritime University.

Mr. G. Shivakumar is a member of the Stakeholders' Relationship Committee of the Company.

Mr. G. Shivakumar holds 57 equity shares in the Company. He has attended all 5 Board meetings held during the financial year 2017-18.



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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 70th Annual General Meeting, to be held on Friday, August 10, 2018 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:

*I/We wish my above proxy(ies) to vote in the manner as indicated in the box below:

RESOLUTION NO.	DESCRIPTION	FOR	AGAINST
1.	Adoption of audited standalone and consolidated financial statements for the financial year ended March 31, 2018, the reports of the Board of Directors and Auditors thereon.		
2.	Declaration of dividend on equity shares.		

RESOLUTION NO.	DESCRIPTION	FOR	AGAINST
3.	Re-appointment of Mr. G. Shivakumar as Director of the Company liable to retire by rotation.		
4.	Continuation of directorship of Mr. K. M. Sheth as Non-Executive Director of the Company on and after April 01, 2019.		
5.	Continuation of directorship of Mr. Vineet Nayyar as an Independent Director of the Company on and after April 01, 2019.		
6.	Continuation of directorship of Mr. Farrokh Kavarana as an Independent Director of the Company on and after April 01, 2019.		
7.	Issue of secured/unsecured redeemable non – convertible debentures aggregating up to Rs.1,000 crore.		

* This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

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 2018.

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.**
- A proxy need not be a Member of the Company.
- 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.
- 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.
- Appointing a proxy does not prevent a Member from attending the meeting in person if he/she so wishes.
- 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.