

Notice

TO THE SHAREHOLDERS,

Notice is hereby given that the 28th Annual General Meeting of the Shareholders (including Shareholders holding "B" Equity Shares) of **GUJARAT NRE COKE LIMITED** will be held on Monday, **the 10th day of August, 2015 at 10:30 am at Kala Mandir, 48 Shakespeare Sarani, Kolkata 700017** 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, 2015, 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, 2015.
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 M/s. N. C. Banerjee & Co., Chartered Accountants, (Registration No. 302081E) be and are hereby re-appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting at such 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 a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 61 and 64 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. 2000,00,00,000/- (Rupees Two Thousand crores) divided into 160,00,00,000 (One hundred sixty 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. 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 by creation of additional 50,00,00,000 (Fifty Crores) 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. 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, carrying inter alia, a right to 1 (one) vote for 1 (one) Equity Share totaling to Rs. 2100,00,00,000/-; 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 decided 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 a Special Resolution.

"RESOLVED THAT pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), provisions of the Memorandum and Articles of Association of the Company, and subject to rules/regulations/guidelines issued by the Securities & Exchange Board of India (hereinafter referred to as "SEBI"), the Reserve Bank of India (hereinafter referred to as "RBI"), the Stock Exchange(s) where the shares of the Company are listed (including provisions of the listing agreement with them), or any other appropriate statutory authority and also subject to such approvals, permissions, sanctions and consents as may be necessary and required from the Government of India, RBI and all other appropriate authorities and institutions, rules, regulations, guidelines and contracts for the time being in force, and subject further to such other terms, conditions, stipulations, alterations, amendments, modifications or variations, the Board of Directors, (hereinafter referred to as "the Board", which term shall be deemed to include any Committee of Directors for the time being authorized by the Board of Directors to exercise the powers conferred on the

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Board of Directors by this resolution), the consent and approval of the members of the Company be and is hereby accorded to the Board to offer, issue and allot in terms of CDR Package as approved by the CDR Empowered Group at its meeting held on 14th March 2014, in one or more tranches, on private placement and/or preferential basis, 75,00,00,000 (Seventy Five Crore) Equity Shares of the Company of Rs. 10/- each to Lending Banks (together with their successors and assigns) upon exercise of right by the Lending Banks to convert their Term Loans/Working Capital Term Loan(s)/Funded Interest Term Loan(s) into Equity of the Company under CDR Package.”

“RESOLVED FURTHER THAT the offer, issue and allotment of the Equity Shares as aforesaid, shall be made at such time(s) as the Board may in its absolute discretion decide, subject however, to applicable guidelines, notifications, rules and regulations and the terms and conditions given herein below:

- a) The price including premium, if any, of the equity share to be allotted shall not be lower than the minimum price as specified in the regulation issued by SEBI/ RBI or any other regulatory authority and in any case shall not be less than Rs. 10/- per share i.e the face value of the equity shares.
- b) The Equity Shares proposed to be issued shall be against the conversion of the Term loan/WCTL/FITL outstandings as per the CDR Package as approved by the CDR Cell at its meeting held on 14th March 2014 and as per the option exercised by Lending banks and therefore, full consideration is deemed to have been paid by the allottees at the time of allotment of the said Shares.
- c) The Equity Shares to be offered, issued and allotted as aforesaid shall be subject to the provisions of the Memorandum and Articles of Association of the Company and on allotment, such Equity Shares shall rank pari-passu with the existing Equity Shares of the Company in all respect.”

“RESOLVED FURTHER THAT subject to the applicable statutory provisions, guidelines, notifications, rules and regulations, the Board of Directors be and are hereby authorized to decide, modify, alter and amend the terms of issue, offer and allotment of the aforesaid Equity Shares.”

”RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolutions, the Board be and is hereby authorized on behalf of the Company to delegate all or any of the powers herein conferred to any Committee of Directors or any Director or any other officer(s) of the Company and the Board acting either on its own or through a Committee of Directors or any other person duly authorized in this regard by the Board/Committee, be and is hereby further authorized to do all such acts, deeds, matters and things as may be deemed necessary and settle any or all questions/matters arising with respect to the proposed offer, issue and allotment of the aforesaid Equity Shares, execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to the aforesaid resolution, take such further steps as are required for allotment and listing on one or more Stock Exchange(s) of

the shares and to take such other steps that are incidental and ancillary in this regard; and to do, make or accept such alterations, modifications or variations in the foregoing, as may be considered desirable or expedient by the Board/Committee/such Authorised Person in the best interest of the Company.”

- 6. 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 2015-16, being Rs. 75,000/- plus applicable taxes and out of pocket expenses 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.”

- 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 provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions of Listing Agreement executed with the Stock Exchanges (including any amendment, modification or re-enactment thereof), consent of the members of the Company be and is hereby accorded for the following Related Party Transactions entered/ to be entered with respect to purchase of raw material i.e Coal by the Company with effect from 1st April 2015 and every year thereafter, up to the maximum per annum amounts as appended in table below:

Sr. No.	Name of the Related Party	Relationship	Maximum Value of Transactions per annum with effect from 1st April, 2015 (Rs. in crore)
1.	NRE Metcoke Limited	Company under same group and management	150.00
2.	Bajrang Bali Coke Industries Limited	Company under same group and management	150.00

RESOLVED FURTHER THAT the Board of Directors (including any committee of the Board) of the Company be and are hereby authorized to do all acts and take all such 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 : 25th May, 2015

Mukund Chandak
Company Secretary

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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 4th day of August 2015 to Monday, the 10th day of August, 2015 (both days inclusive).
4. Shareholders desiring any information on the accounts for the year ended 31st March, 2015 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 2014-15 and copy of the notice of the 28th 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 2014-15 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 2006-07 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 2007-08 which remains unclaimed / un-encashed would be transferred to the IEPF within stipulated period during September/ October 2015. 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 2014-15 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 Clause 35B of the Listing Agreement, 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 7th August, 2015 (9:00 am) and ends on 9th August, 2015 (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 3rd August, 2015, 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 Participants(s)]:

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- (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.
- (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 3rd August, 2015.
- 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. 3rd August, 2015, 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

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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.

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. 2000,00,00,000/- (Rupees Two Thousand crores) divided into 160,00,00,000 (One hundred sixty 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. Keeping in view, the fresh equity shares to be issued by the Company pursuant to conversion of warrants, conversion of loan into equity shares etc the Board of Directors of the Company in their meeting held on 25th May, 2015, subject to requisite approvals and consents, resolved that the Authorised Share Capital of the Company needs to be increased from Rs. 2000,00,00,000/- (Rupees Two Thousand crores) to Rs. 2500,00,00,000/- (Rupees Two Thousand Five Hundred crores) by addition of 50,00,00,000 (Fifty crores) 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. Your Directors 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 noon to 2:00 p.m on all working days from the date hereof upto the date of the Meeting.

The Board recommends the resolutions as set out in item no. 4 for increase in the authorized share capital for your approval.

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

As per the terms and conditions of Letter of Approval (LOA) issued

by CDR Cell, the CDR Lenders have the option of converting their Term Loan/Working Capital Term Loans (WCTL)/Funded Interest Term Loans (FITL) to Equity Shares of the company. Accordingly, the Lending Banks have the right at any time and from time to time, to convert their Term Loan/ WCTL/FITL outstanding into equity shares of the company during the duration of CDR period. The date of approval of the Scheme approved under Corporate Debt Restructuring Package is 14th March 2014, i.e. the date on which the CDR Cell approved the CDR Package of the Company.

Since the Company is under CDR, in order to strengthen the tangible network, asset base, revenues and capital base of the Company, the Board of Directors, had considered and approved the Scheme of Amalgamation (Scheme) of group companies i.e NRE Metcoke Limited (NREMC) and Bajrang Bali Coke Industries Limited (BBCIL) with the Company, the Appointed Date of the Scheme being 1st April 2014. The Company has filed the Scheme along with other required documents with the Stock Exchanges for the requisite approvals. NREMC and BBCIL have their metallurgical coke producing facilities located at Bhachau in Gujarat and are engaged in the business of coal, coke and other related items.

Further, the Board of Directors at their meeting held on 25th May 2015, subject to the approval of the members through a special resolution, approved the proposal for issue of 75,00,00,000 Equity Shares of Rs.10 each of the Company in one or more tranches and from time to time as and when any Lending Bank exercises its right to convert its Term Loan/WCTL/FITL into Equity of the Company. The price including premium, if any, of the equity share to be allotted shall be calculated as specified in the regulations to be issued in this regard by SEBI/ RBI or any other regulatory authority and in any case shall not be less than Rs. 10/- per share i.e the face value of the equity shares.

The information required as per the provisions of the Companies Act, 2013 and the relevant rules formed thereunder are as below:

a) Objects to the Issue :

The object of the preferential issue is to comply with the

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requirement of CDR Package i.e. in accordance with LOA by allotment of Equity Shares to any Lending Bank(s) as and when the right to convert their respective Term Loan/WCTL/FITL outstanding to Equity Shares is exercised by any of these Lending Banks.

- b) The total number of shares and other securities to be issued:
75,00,00,000 (Seventy Five Crore) Equity Shares of the Company of Rs. 10/- each to Lending Banks/Institutions (together with their successors and assigns) upon exercise of right by the Lending Banks/ Institutions to convert their Term Loans/Working Capital Term Loan(s)/Funded Interest Term Loan(s) into Equity of the Company under CDR Package, in one or more tranches.
- c) The price or price band at/within which the allotment is proposed:
The price including premium, if any, of the equity share to be allotted shall be calculated as specified in the regulations to be issued in this regard by SEBI/ RBI or any other regulatory authority and in any case shall not be less than Rs. 10/- per share i.e the face value of the equity shares.
- d) Basis on which price has been arrived at along with report of the registered valuer:
The price for the issuance of the equity shares shall be computed on the basis of the guidelines given in the regulations to be issued in this regard by SEBI/ RBI or any other regulatory authority and in any case shall not be less than Rs. 10/- per share i.e the face value of the equity shares.
- e) Relevant date with reference to which the price has been arrived at:
The relevant date shall be determined on the basis of the guidelines given in the regulations to be issued in this regard by SEBI/ RBI or any other regulatory authority
- f) The class or classes of persons to whom the allotment is proposed to be made:
The proposed Allottee(s) are various Lending Banks/ financial institutions under the CDR.

- g) Intention of Promoters, Directors and Key Managerial Personnel to subscribe to the Offer:
None of the Promoters, Directors or Key Managerial Personnel intends to subscribe to the said Offer.
- h) The proposed time within which the allotment shall be completed:
The proposed allotment shall be completed within a period of twelve months from the date of passing of the special resolution.
- i) The names of the proposed allottees and the percentage of post-preferential offer capital that may be held by them:
The proposed allottees are the lending banks under the CDR who can exercise their rights to convert their Term Loans/Working Capital Term Loan(s)/Funded Interest Term Loan(s) into Equity of the Company under CDR Package, in one or more tranches, namely:
State Bank of India, State Bank of Hyderabad, Bank of Baroda, Axis Bank Ltd, ICICI Bank Ltd, Tamilnad Mercantile Bank Ltd, IDBI Bank Ltd, Life Insurance Corporation of India, Corporation Bank, State Bank of Patiala, State Bank of Travancore, Export-Import Bank of India, Lakshmi Vilas Bank Ltd, Syndicate Bank, United Bank of India, DBS Bank and Standard Chartered Bank.
The post-preferential offer capital that may be held by them is depicted below in the pre issue and post issue shareholding pattern.
- j) The change in control, if any, in the Company that would occur consequent to the preferential offer:
The Proposed Preferential Offer is not expected to result into any change in the Management Control of the Company as the equity shares shall be issued to the Lenders pursuant to conversion of outstanding Term Loans/Working Capital Term Loan(s)/Funded Interest Term Loan(s) as per the regulation issued by SEBI/RBI or any other regulatory authority.
- k) The number of persons to whom the allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

Date of Allotment	Particulars of Allottee	No. of Shares allotted	Issue Price (Rs.)	Reason
17.06.2014	Lender (ICICI Bank)	1,21,61,222	11.01	Conversion of debt into Equity
17.06.2014	5 Promoter Group entities	3,35,00,000	10.90	Conversion of convertible warrants
12.09.2014	Lender (ICICI Bank)	29,43,686	11.01	Conversion of debt into Equity
03.11.2014	5 Promoter Group entities	5,99,80,000	10.90	Conversion of convertible warrants
08.02.2015	1 Promoter Group entity	65,20,000	10.90	Conversion of convertible warrants
08.04.2015	Lender (ICICI Bank)	11,77,004	11.01	Conversion of debt into Equity

- l) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:
Not applicable

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m) The pre- issue and post- issue shareholding pattern of the Company:

i) Equity Shares of the Company -

Particulars	Pre-Allotment Shareholding (As on 25.5.2015)		Post-Allotment Shareholding	
	No. of Shares	%	No. of Shares	%
Promoters Holdings -				
Indian:				
Individual	26348667	3.81	87756142	5.03
Bodies Corporate	252861311	36.58	495496561	28.39
Sub Total	279209978	40.39	583252703	33.42
Foreign Promoters	0	0.00	0	0.00
Sub Total (A)	279209978	40.39	583252703	33.42
Non-Promoters' Holding -				
Institutional Investors	108383894	15.68	858383894	49.19
Non-Institution:				
Private Corporate Bodies	37621476	5.44	37621476	2.16
Directors and Relatives	4000	0.00	4000	0.00
Indian Public	240771300	34.83	240771300	13.80
Others (Including NRIs)	25171391	3.66	25171391	1.44
Sub Total (B)	411952061	59.61	1161952061	66.58
GRAND TOTAL (A + B)	691162039	100.00	1745204764	100.00

Note: In addition to the 75,00,00,000 equity shares of Rs. 10/- each to be issued as per the resolution under approval, the post-issue share capital also includes 30,40,42,725 equity shares of Rs. 10/- each to be issued by the Company to the Promoter & Promoter Group entities pursuant to amalgamation of NRE Metcoke Limited and Bajrang Bali Coke Industries Limited with the Company. The Company has filed the Scheme along with other required documents with the Stock Exchanges for the requisite approvals.

2) "B" Equity Shares of the Company (shares with lower voting rights) – There will not be any change in Share holding Pattern of "B" Equity Shares (DVR Shares) of the Company pursuant to this offer since this offer will not result in issuance of any "B" Equity Share.

Section 62(1)(c) of the Companies Act, 2013 provides, inter alia, that increase in subscribed capital by a Company by further issue of Shares to any persons other than the existing shareholders or to the employees under employee stock option scheme shall be authorized by a special resolution. Hence, your approval is sought to item no. 5 of the notice.

Your Directors recommend the resolution set out in item no. 5 for your approval. None of the Directors, Key managerial personnel of the company or their relatives are deemed to be concerned or interested whether financially or otherwise in passing of the resolution as set out in item no. 5.

Item no. 6

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 2015-16 at a remuneration of Rs.75,000/- plus applicable taxes and out of pocket expenses.

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 2015-16.

The Board recommends the resolution set out in item no. 6 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.

Item no. 7

Section 188 of the Companies Act, 2013 read with rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of related party transactions. The revised Clause 49 of the Listing Agreement which has come into operation with effect from October 1, 2014 has also prescribed seeking of shareholders' approval for material related party transactions. The proviso to section 188 also states that nothing in section 188(1) will apply to any transaction entered

GUJARAT NRE COKE LIMITED

Notice (contd.)

into by the company in its ordinary course of business and at arm's length basis.

All the transactions entered/ to be entered, put up for approval are in ordinary course of business and at arm's length. Pursuant to the

provisions of revised Clause 49 of the Equity Listing Agreement, the following contracts / arrangements / transactions are material in nature and require the approval of the unrelated shareholders of the Company by a special resolution:

Sr. No.	Name of the Related Party	Relationship	Maximum Value of Transactions per annum with effect from 1st April, 2015 (Rs. in crore)	Nature and Material Terms/Particulars of the contract or arrangement
1.	NRE Metcoke Limited	Company under same group and management	150.00	Purchase of Coal under a single contract or otherwise
2.	Bajrang Bali Coke Industries Limited	Company under same group and management	150.00	Purchase of Coal under a single contract or otherwise

The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto, and the Company's Related Party Transaction Policy are furnished hereunder:

Name of the Related Party	As per table above
Name of the Director or key managerial personnel who is related, if any	Mr. Arun Kumar Jagatramka, Mrs. Mona Jagatramka and Mr. P R Kannan
Nature of Relationship	As per table above
The nature, material terms, monetary value and particulars of the contract or arrangement	All transactions entered/ to be entered are to be carried out based on business requirements of the Company and shall be in ordinary course of business and at arms' length. All the transactions are for purchase of raw material i.e Coal, details of value of which are given in table above
Any other information relevant or important for the members to take a decision on the proposed resolution	The Board of Directors of the Company has already approved the Scheme of Amalgamation for amalgamation of NRE Metcoke Limited and Bajrang Bali Coke Industries Limited with the Company. The said Scheme has been filed with the Stock Exchanges for necessary approvals.

The above contracts / arrangements / transactions were approved by the Audit Committee at its meeting held on 25th May 2015 and recommended by the Board of Directors to the unrelated shareholders of the Company for their approval.

Mr. Arun Kumar Jagatramka & Mrs. Mona Jagatramka, Directors of the Company and Mr. P R Kannan, Chief Financial Officer (Key Managerial Personal) are interested in passing of the said resolution. Except the above, no other Directors and Key Managerial Personnel of the Company or their relative is, either directly or indirectly, in any way concerned or interested, financial or otherwise, in passing of Special Resolution as set out at Item No.7 of the notice convening the Annual General Meeting.

The above proposal is in the interest of the Company and the Directors recommend the Resolution in Item No. 7 of the Notice for approval of the Members.

By Order of the Board
For **GUJARAT NRE COKE LIMITED**

Place : Kolkata
Dated : 25th May, 2015

Mukund Chandak
Company Secretary

Notice (contd.)

(Annexure to the Notice)

INFORMATION REQUIRED TO BE FURNISHED UNDER CLAUSE 49 OF THE LISTING AGREEMENT IN RESPECT OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

Name of the Director	Mrs. Mona Jagatramka
Date of Birth	11-03-1964
Date of Appointment	18-10-2006
Qualifications	B. Sc (Home)
Expertise in specific functional areas	Business Management and Human Resource Development
Directorship in other public Companies	<ol style="list-style-type: none"> 1. Gujarat NRE Energy Resources Ltd 2. Bulli Coke Ltd 3. Gujarat NRE Mineral Resources Ltd 4. FCGL Investments Ltd 5. NRE Metcoke Ltd
Chairmanship/Member-ship of Committees in other public Companies	Stakeholders Relationship Committee of Gujarat NRE Mineral Resources Ltd
Shareholdings as on 31st March 2015	58,55,007 Equity Shares and 5,85,500 'B' Equity Shares