

Notice

TO THE SHAREHOLDERS,

Notice is hereby given that the 27th Annual General Meeting of the Shareholders (including Shareholders holding "B" Equity Shares) of **GUJARAT NRE COKE LIMITED** will be held on Tuesday, **the 30th day of September, 2014 at 10:30 am** at **Vidya Mandir, 1 Moira Street, Kolkata 700017** to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2014 and the Audited Statement of Profit & Loss for the financial year ended on that date together with the Reports of the Directors' and Auditors' thereon.

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

"RESOLVED THAT Dr Mahendra Kumar Loyalka (DIN - 00202976) who retires by rotation at this Annual General Meeting, does not seek his re-appointment and such vacancy shall not be filled up."

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 an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and Schedule IV of the Companies Act 2013, read with the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr Sisir Kumar Mukherjee (DIN 03054675), who was appointed by the Board under the provisions of Section 161(4) of the Companies Act 2013 in the casual vacancy caused by the resignation of Dr Basudeb Sen and whose term expires at this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for 5(five) consecutive years with effect from 1st October, 2014 and whose office shall not be liable to determination by retirement of directors by rotation."

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

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and Schedule IV of the Companies Act 2013, read

with the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr Sananguly Murari, (DIN 00573083), existing Non-Executive Director of the Company whose period of office was liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for 5(five) consecutive years with effect from 1st October, 2014 and whose office shall not be liable to determination by retirement of directors by rotation."

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 149, 152 and Schedule IV of the Companies Act 2013, read with the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr Gopal Prasad Dokania, (DIN 03267986), who was appointed by the Board as an Additional Director on 30th June, 2014 pursuant to Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company to hold office for 5(five) consecutive years with effect from 1st October, 2014 and whose office shall not be liable to determination by retirement of directors by rotation."

7. 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 2014-15, 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."

8. 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 Sections 196, 197, 203 and any other applicable provisions of the Companies Act 2013 read with Companies (Appointment

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and Remuneration of Managerial Personnel) Rules 2014 and Schedule V of the Companies Act 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in partial modification of Resolution passed at the Annual General Meeting of the company held on 30th September 2011 the consent of the Company be and is hereby accorded to payment of remuneration as set out in the Explanatory Statement herein to Mr Arun Kumar Jagatramka during his remaining tenure commencing from 1st April 2014 to 27th March 2017 as Chairman & Managing Director of the Company, in the event the company has no profits or its profits are inadequate in any financial year during such remaining period."

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

9. 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 186 of the Companies Act 2013 including any statutory modification or re-enactment thereof for the time being in force, the consent of the company be and is hereby given to 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 make loans and/or give guarantee(s)/provide security(ies) in connection with any loans made or to make investments in shares and / or other securities of body corporates, whether Indian or overseas in excess of 60% of paid up capital and free reserves of the company or 100% of free reserves of the company, whichever is more and also in excess of Rs.6,395,00,00,000/- (Rupees Six Thousand three Hundred Ninety-five crore only) as approved by the shareholders vide special resolution passed through postal ballot as per its results declared on 17th April 2014 (hereinafter referred to as "the prescribed limits") notwithstanding that the aggregate of investments made, loans made, guarantees given and securities provided may exceed the prescribed limits by a sum not exceeding Rs.20,00,000/- (Rupees Twenty lacs only) provided however that the total of all such investments and loans made, guarantees given and securities provided by the Company at any point of time shall not exceed in the aggregate of a sum of Rs.6,395,20,00,000/- (Rupees Six thousand, three hundred and ninety five crores and twenty lacs only)."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as well as to sign and execute such papers, documents, deeds and instruments as may be deemed necessary for the purpose as aforesaid."

10. 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 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, the Reserve Bank of India (hereinafter referred to as "RBI"), and all other appropriate authorities and institutions, and subject further to such other terms, conditions, stipulations, alterations, amendments, modifications or variations, the consent and approval of the members of the Company be and is hereby accorded to 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 offer, issue and allot in one or more tranches, on private placement and/or preferential basis, Convertible Warrants not exceeding 2,90,00,000 (two crore ninety lacs) with each warrant carrying an option/entitlement to subscribe to one number of Equity Share of Rs. 10/- each of the Company, in exchange of each such warrant on a future date i.e entitlement to subscribe to a maximum of 2,90,00,000 Equity Shares of Rs.10/- each (in aggregate), within a period not exceeding 18 (eighteen) months from the date of issue of such warrants, to the following entity(ies) :

Sr. No.	Name of the Proposed Allottee	Category	Maximum Number of Warrants to be allotted
1.	Dharwad Traders Pvt Ltd	Promoter	1,50,00,000
2.	Lunva Traders Pvt Ltd	Promoter	1,00,00,000
3.	Bennett Coleman & Co Ltd	Non-Promoter	40,00,000
	Total		2,90,00,000

"RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid warrants and the Equity Shares resulting from the exercise of the entitlement of the warrant holders to subscribe to the Equity Shares 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:

- The price including premium of the equity share to be allotted on exchange/ surrender of the said warrant shall not be lower than the minimum price specified as per SEBI Regulations for Preferential Issues [Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009], considering 28th August 2014 as the Relevant Date, with authority to the Board to finalize the price.
- Each of the said Warrant shall have face value of such sum that will be equivalent to the 25% of the price of the equity share to be issued in exchange/surrender of such warrant in terms of this resolution and SEBI Regulations for Preferential Issues and will be paid as up-front at the time of allotment of warrants.
- Each of the said warrant shall carry a right, entitling its registered owner to apply for at his option and seek allotment of one Equity share of Rs.10/- each upon exchanging/surrendering of the warrant to the Company

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- along with balance 75 % of the issue price of the Equity Share.
- d) Against each of the said warrant, the registered owner of the warrant shall be entitled to apply for at his option, and seek allotment of one Equity share in the manner aforesaid, within the period not exceeding 18 months from the date of issue of the said warrants and the Board of Directors of the Company at its discretion shall decide the time within which the application for equity share against exchange/surrender of the said warrant shall be made subject to the time limit of 18 months.
 - e) In case the warrant holder do not apply for the shares of the Company against exchange/surrender of the said warrant as aforesaid within the time that may be fixed by the Board of Directors in this regard, then the amount paid up on each of the said warrant shall be forfeited and all the rights attached to the said warrant shall lapse automatically.
 - f) Upon exchange/surrender of each of the said warrant, the amount paid up thereon shall be credited, adjusted and applied towards share application money, for which the holder of the warrant is entitled to apply.
 - g) The Equity Shares to be offered, issued and allotted as aforesaid against exchange/surrender of the said warrant upon exercise of the option by the warrant holder, 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.
 - h) Each of the said warrants and the Equity Shares to be offered, issued and allotted as aforesaid, upon exchange/surrender of the said warrants by the holder thereof, as also the entire pre-preferential Equity Shares held, if any, by the proposed allottees, shall be subject to lock in for such period as may be prescribed under the SEBI Regulations for Preferential Issues.
 - i) The warrant by itself shall not give to the holder thereof any rights of the shareholders of the Company.
 - j) The option attached to each of the said warrants shall be independent of each other.
 - k) In case the Equity Shares of the Company are either subdivided or consolidated before issues of the aforesaid warrants, or before the exercise of option by the holders of the said warrants, then the face value, the number of Equity Shares to be acquired upon exercise of the option attached to the said warrants and the price of acquisition of the said Equity Shares by the holders of the warrants, shall automatically stand augmented/reduced in the same proportion, as the present value of the Equity Shares of Rs. 10/- each of the Company bears to the newly sub-divided or consolidated Equity Shares, without affecting any right or obligation of the said warrant holders."

"RESOLVED FURTHER THAT to give effect to the aforesaid resolutions, the Board be and is hereby authorized 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 for the purpose of giving effect to this resolution, the Board acting 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 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 offer, issue and allotment (including deciding the terms and conditions for the same), utilization of the proceeds of the issue of the warrants/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), 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 or cancellation of issue of warrants, as may be considered desirable or expedient by the Board/Committee/such Authorised Person in the best interest of the Company and its shareholders."

11. To consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Receipt Mechanism) Scheme, 1993, as amended, and such other rules and regulations, circulars, clarifications, press notes may be issued by the Reserve Bank of India ("RBI") or the Ministry of Finance, Government of India ("MoF") or any statutory authority from time to time, consent of the members be and is hereby accorded to the Board of Directors of the Company to reset the conversion price according to the disclosure given under the following resolution, of 5.5% Unsecured Foreign Currency Convertible Bonds (FCCB) due 2017 aggregating to USD 20 million issued by the Company and amend the terms and conditions of the FCCB and Trust Deed dated October 29, 2012 between the Company and the Bank of New York Mellon, London Branch, the trustees for the Bondholders"

"RESOLVED FURTHER THAT the reset conversion price of the FCCB shall not be less than average of the weekly high and low of the closing price of the equity shares of the Company quoted on BSE or NSE, where there is higher volume, during the two weeks preceding the date of the meeting of the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include any committee of the directors for the time being authorized by the Board of Directors) of the Company held on 14th August, 2014 decides to reset conversion price of the FCCB, and accordingly the reset conversion price of the FCCB shall be Rs. 12.00 per equity share"

"RESOLVED FURTHER THAT the Board be and is hereby, authorised to make application as applicable to the RBI, MoF or any statutory authority with the reset conversion price for their approval and to do all such acts, deeds and matters as

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necessary to procure the approval as applicable of the RBI, MoF or any statutory authority for reset conversion price of the FCCB and filing of the necessary documents etc. in relation to the same”

“RESOLVED FURTHER THAT subject to applicable laws, guidelines, circulars, notifications, press notes for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things and authorise signing and execution of deeds, documents, letters and such other papers, as may be necessary or desirable with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board of Directors to secure any further consent or approval of the members of the Company.”

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

Place : Wollongong
Dated : 14th August, 2014

Arun Kumar Jagatramka
Chairman & Managing Director

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 Monday, the 18th day of August 2014 to Friday, the 22nd day of August, 2014 (both days inclusive).
4. Shareholders desiring any information on the accounts for the year ended 31st March, 2014 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 2013-14 and copy of the notice of the 27th 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 2013-14 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 2004-06 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 2006-07 which remains unclaimed / un-encashed would be transferred to the IEPF within stipulated period during October/November 2014. 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 revaluation 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 of the Company has approved issue of 6,00,00,000 equity shares on preferential/private placement basis upon rights to be exercised by lending banks under CDR. Pursuant to this, following are the lending banks who can exercise their rights : - 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 and United Bank of India.
10. Shareholders desirous of having a complete text of Annual Report 2013-14 may write to us at investor@gujaratnre.com or at the Registered Office of the Company
11. **VOTING THROUGH ELECTRONIC MEANS**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility of voting through electronic means, as an alternate, to enable them to cast their votes electronically and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).
 - II. Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case

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Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The instructions for e-voting are as under, Members are requested to follow the instruction below to cast their vote through e-voting:

III. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 24th September, 2014 at 10.00 a.m. and ends on 26th September, 2014 at 6.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 16th August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr / Mrs / Smt / Miss / Ms / M/s etc. <p>Example :</p> <p>(1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN00S0245</p> <p>(2) M/s. 4-Square Company Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052</p>
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"> ● Please Enter the DOB or Bank Account Number in order to Login. ● If both the details are not recorded with the depository or company then please enter in the Dividend Bank Details field the Number of Shares Held by you as on Cut-Off Date (Record Date) of 16.08.2014.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of "GUJARAT NRE COKE LIMITED" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option

- "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders
 - Institutional shareholders (i.e. other than

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- Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
12. Institutional Members / Bodies Corporate (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 through e-mail at skghosh_1938@yahoo.co.in with a copy marked to helpdesk.evoting@cdslindia.com on or before 26th September 2014, upto 6 pm. without which the vote shall not be treated as valid.
 13. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 16th August, 2014.
 14. Shareholders holding Equity shares shall have one vote for every equity share held by them as on the cut-off date (record date) of 16th August, 2014 and shareholders holding "B" Equity Shares shall have one vote for every 100 (one hundred) "B" Equity Shares held by them as on the cut-off date (record date) of 16th August, 2014. Fractions, if any, in voting right is to be ignored as per the provisions of Article no 78A of the Articles of Association of the Company and in terms of issue of "B" Equity shares
 15. The Company has appointed Mr. S. K. Ghosh, Practicing Company Secretary as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the meeting.
 16. The results of e-voting and poll, if any, shall be aggregated and declared on or after the AGM of the Company by the Chairman or by any other person duly authorized in this regard. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.gujaratnre.com and on the website of CDSL within two (2) days of passing of the resolution at the AGM of the Company and communicated to BSE Limited and National Stock Exchange of India Limited where the equity shares of the Company are listed.
 17. 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, 5 & 6

In accordance with the relevant provisions of the Articles of Association of the Company and the erstwhile provisions of the Companies Act, 1956, Mr Sananguly Murari, Non-Executive Director was appointed by the Members of the Company. Further, Mr Sisir Kumar Mukherjee was appointed by the Board of Directors in casual vacancy caused by the resignation of Dr Basudeb Sen. Mr Gopal Prasad Dokania was appointed as an additional director by the Board of Directors.

The provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into effect. Accordingly, in compliance of Section 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr Sisir Kumar Mukherjee, Mr Sananguly Murari and Mr Gopal Prasad Dokania, being eligible and offering themselves for appointment, are proposed to be appointed as Independent Directors of the Company who shall hold office for a period of 5 years from 1st October 2014. Mr Sisir Kumar Mukherjee, Mr Sananguly Murari and Mr Gopal Prasad Dokania have consented to be appointed as Independent Directors and submitted requisite declarations as to their satisfying the criteria of independence as stipulated under Section 149 (6) of the Companies Act, 2013 and provisions of Clause 49 of the Listing Agreement. Your Board is of the opinion that Mr Sisir Kumar Mukherjee, Mr Sananguly Murari and Mr Gopal Prasad Dokania are persons of integrity and possesses relevant expertise and experience and fulfills the other criteria of independence as per Section 149(6) of the Act and the

listing agreement.

The Company has received requisite notices from the members under Section 160 of the Act along with the deposit of requisite amount as required under the aforesaid section proposing the candidature of Mr Sisir Kumar Mukherjee, Mr Sananguly Murari and Mr Gopal Prasad Dokania for the office of Director of the Company.

About Mr Sisir Kumar Mukherjee

Mr Sisir Kumar Mukherjee was appointed as a Director under the provisions of Section 161(4) of the Companies Act 2013 in the casual vacancy caused by the resignation of Dr Basudeb Sen by the Board of Directors of the Company at a meeting held on 18th March 2014 and his tenure would expire at the ensuing Annual General Meeting.

Mr Sisir Kumar Mukherjee is a B.Com (H) and a Certified Associate of Indian Institute of Bankers, Mumbai. He is a retired Chief General Manager of State Bank of India, Ahmedabad Circle and is a man of extensive experience in banking industry at various levels for over 4 decades. A humanitarian by nature, he is closely associated with an NGO named Speech & Hearing Action Society (SAHAS) based in Durgapur.

About Mr. Sananguly Murari

Mr Sananguly Murari is a B.E. (Mechanical) passed in 1st class in 1965. He has a vast experience in the iron steel industry, having worked at managerial position in large enterprises viz. Durgapur Steel Plant of SAIL and Kudremukh Iron Ore Company Limited. Mr Murari also served as a Director of Coal India Ltd. He has

Notice (contd.)

undergone extensive training programmes conducted under various management programmes in India, USA, Canada and Australia.

About Mr Gopal Prasad Dokania

Mr Gopal Prasad Dokania was appointed as an Additional Director under the provisions of Section 161(1) of the Companies Act 2013 and Articles of Association of the Company at a meeting held on 30th June 2014 and his tenure would expire at the ensuing Annual General Meeting.

Mr Gopal Prasad Dokania, a well known Chartered Accountant in Eastern India, has vast experience of more than 30 years in various fields viz. Taxation, Management Consultancy, Accountancy and Corporate matters with specialization in taxation and merger & acquisition. Mr Gopal Prasad Dokania has served the Institute of Chartered Accountants of India (ICAI) for several years. He is a former Central Council Member of ICAI and former Chairman of Eastern India Regional Council of ICAI.

The Board recommends the resolutions as set out in item nos 4 to 6 in relation to appointment of all the above persons as Independent Directors w.e.f. 1st October, 2014 for your approval.

None of the Directors and Key Managerial Personnel and their relatives, other than Independent Directors for their respective appointment, are concerned or interested, financially or otherwise in these Resolution(s) set out in item nos. 4 to 6.

Item no 7

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 2014-15 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 2014-15.

The Board recommends the resolution set out in item no 7 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 8

Mr Arun Kumar Jagatramka was appointed Chairman & Managing Director by the members of the company at the 24th AGM of the Company on 30th September 2011 for a period of 5 years w.e.f. 28th March, 2012 with authority to the Board/its Committee to vary any such terms and conditions including remuneration subject to the applicable provisions of Companies

Act 1956 read with Schedule XIII to the said Act. His present tenure of office shall expire on 27th March 2017.

In case of sufficient profits in any of the financial years from 1st April, 2014 to 27th March, 2017, the Chairman & Managing Director will continue to receive the remuneration as approved by the shareholders at the Annual General Meeting held on 30th September, 2011.

The present resolution as set out in Item No. 8 is sought to pay minimum remuneration to Mr. Arun Kumar Jagatramka under the provisions of the Companies Act, 2013 in case of no profit or in adequate profit as under :-

Minimum Remuneration

Upto to maximum of Rs. 60,00,000/- per annum plus 0.01% of the effective capital in excess of Rs. 250.00 crores.

Disclosure of information pursuant to Schedule V of the Act in case of payment of Minimum Remuneration

I General Information:

- (1) *Nature of industry:* The Company is engaged in the business of manufacture and sale of Metallurgical Coke and TMT bars.
- (2) *Date or expected date of commencement of commercial production:*
The Company is already in commercial production.
- (3) *In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.*
Not applicable.
- (4) *Financial performance based on given indicators (on standalone basis)*

(Rs in crores)

Particulars	FY 2013-14	FY 2012-13	FY 2011-12
Gross Revenue	1250.64	1751.94	1400.27
Profit Before Tax	(834.40)	46.27	5.53
Profit After Tax	(560.81)	30.98	3.09

- (5) *Foreign investments or collaborators, if any.*

The Company has not entered into any foreign collaboration and no foreign direct capital investment has been made in the Company. Foreign investors, mainly comprising FIIs, NRIs/ OCBs are investors in the Company on account of past issuances of securities/secondary market purchases.

II Information about the appointee:

- (1) *Background details: Mr. Arun Kumar Jagatramka is a Chartered Accountant with an all India 1st rank and gold medal. He has an industrial experience of more than 15 years in the business of coal and coke besides a prior experience in management consultancy and merchant banking.*

(2) Past remuneration (last two years):

Financial Year	Salary	Perquisite	Commission	Contribution to PF	Total	Remarks
2013-14	12,00,000	10,10,172	Nil	1,44,000	23,54,172	Minimum Remuneration paid in accordance with Schedule XIII of the Companies Act, 1956
2012-13	1,20,00,000	29,94,237	48,89,806	1,44,000	2,00,28,043	As per Service Contract

Notice (contd.)

(3) *Recognition or awards*

- a. Mr Arun Kumar Jagatramka has earlier served as the Honorary NSW 'Sydney Ambassador' to India, appointed by the Government of New South Wales, Australia
- b. He is an active member of prominent Industry associations like CII, FICCI, ASSOCHAM, MCC Chamber of Commerce & Industry, etc.
- c. Mr Arun Kumar Jagatramka has been ranked 8th among "India's Most Valuable CEO", (sectorwise ranking) list and 39th in "The Value Ranking" list published by Businessworld, November 2009.

(4) *Job profile and his suitability*

Being the Chairman & Managing Director, Mr Jagatramka is responsible for the overall functioning and performance of the Company. He is a promoter of the Company and has been associated with the business of coal & coke for the last two decades. Under his guidance, the Company has emerged as one of the largest independent producer of metallurgical coke in India.

(5) *Remuneration proposed*

As stated above in the explanatory statement

(6) *Comparative remuneration profile with respect to industry, size of the company, Profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin).*

The remuneration of the Chairman & Managing Director is commensurate with the remuneration in the industry and the company of similar size and scale of operations taking into consideration the responsibilities shouldered by him.

(7) *Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.*

Mr Arun Kumar Jagatramka does not have any pecuniary relationship with the Company or with any managerial personnel.

III. Other information:

(1) *Reasons of loss or inadequate profits*

The prolonged slowdown in the economic activity world wide, subdued infrastructure activities, tight financing environment with high interest rate continued to impact the performance of the Company. The Company is struggling with high input costs and lower realizations in its products viz. Metallurgical Coke and TMT bars.

(2) *Steps taken or proposed to be taken for improvement*

The Company has taken various initiatives to regain its leadership, improve market share and financial performance. Very recently, Empowered Group of Corporate Debt Restructuring Cell (CDR) of Reserve Bank of India has given a formal approval for the restructuring debts of the Company. We are confident that with the domestic economy about to accelerate with new vigor and continued support of our lenders, customers and all stakeholders, we would very soon be able to achieve stability and produce tangible results

which would meet the expectations of all our stakeholders.

(3) *Expected increase in productivity and profits in measurable terms.*

Though the coal and met coke Industry is witnessing a continued slowdown, in anticipation of revival of the overall economy in future, the aforesaid steps taken/ to be taken by the Company are expected to improve the Company's performance and profitability.

Mr. Arun Kumar Jagatramka, being appointee and Mrs. Mona Jagatramka, his spouse and their relatives to the extent of their shareholding in the Company are deemed to be concerned or interested, financially or otherwise in this Resolution.

Save and except the above, none of the other Directors and Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise in this Resolution.

Accordingly, the Board of Directors recommends the Resolution as set out in item no 8 for your approval.

Item No 9

The Company had entered into an MOU with Industries Commissioner, Government of Gujarat, Gujarat Mineral Development Corporation Ltd., University of Wollongong, Australia, Indian Institute of Technology, Kharagpur and Pandit Deendayal Petroleum University on 25th October 2013 for setting up Indian Centre of Excellence in Mining, Safety and imparting skill development, demonstration of Technology and best practices, Research and Development, incubation and entrepreneurship in mining, mineral development and facilitating industrial development in Joint Venture with industry and academic participation. The said Centre i.e. Indian Centre of Excellence in Mining Safety and Automation (ICEM) is set up as Section 25 Company under the provisions of Companies Act 1956.

The Government of Gujarat has decided to provide necessary financial assistance to the said Centre. However, the Company in its capacity as Industry partner is required to subscribe for an amount of Rs.20 lakhs out of the total proposed capital of ICEM of Rs.1 crore. As per the provisions of Section 186 of the Companies Act, 2013, the Company is required to seek approval of the shareholders through special resolution for making loans, investments, providing security, etc. in excess of 60% of paid up capital and free reserves of the company or 100% of free reserves of the company, whichever is more. This investment will exceed the authority of the Board to make loans and investment upto Rs. 6395,00,00,000/- (Rupees Six Thousand three Hundred Ninety-five crore only) earlier granted by the shareholders by a resolution through postal ballot passed on 17th April 2014.

The Board recommends the resolution set out in item no 9 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 10

The Board of Directors at its meeting held on 14th August 2014 have decided to issue Convertible Warrants on Private Placement/Preferential basis to the Promoter / Non Promoter Entity(ies) in order to bring funds at an appropriate time to meet the operational requirements of the Company subject however, to the approval of shareholders under the provisions of Section 42 and other applicable provisions of the Companies Act 2013.

Notice (contd.)

These Convertible warrants would also be issued as per the provisions of Chapter VII of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, Listing Agreement of Stock Exchange and other applicable laws and provisions. The aforesaid Convertible Warrants, if issued, shall carry a right to its holder to apply for and receive 1(one) Equity Share of the Company of Rs.10 each in lieu of every warrant within 18 months from the date of issue of such warrants. The warrant shall have such face value and shall be subject to such terms and conditions as stated in the special resolution under Item no. 10 of the notice.

The information as required under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 are as under:

a) Objects to the Issue :

To bring funds at an appropriate time to meet the operational requirements of the Company.

b) Intention of proposed subscribers to subscribe to the Offer :

The names of the proposed subscribers along with the number of warrants that they have intended to subscribe is already provided in the resolution.

c) Undertakings:

The Company hereby undertakes that it shall re-compute the price of the specified securities in terms of the provisions of the said Regulations where it is required to do so. The Company also undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the said Regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottee(s).

d) Shareholding Pattern before and after issue (of Equity Shares resulting from the exercise of options by the warrant holders in respect of the warrants covered under Item no. 10 assuming full conversion of Warrants):

i) Equity Shares of the Company -

Particulars	Pre-Allotment Shareholding (As on 8.8.2014)		Post-Allotment Shareholding (after conversion of Warrants)	
	No. of Shares	%	No. of Shares	%
Promoters Holdings -				
Indian Promoters	42998354	6.93	42998354	6.62
Foreign Promoters	-	-	-	-
Sub Total	42998354	6.93	42998354	6.62
Promoter Group Entities	251025703	40.45	276025703	42.50
Sub Total	251025703	40.45	276025703	42.50
Total Promoters Holdings (a)	294024057	47.38	319024057	49.12
Non-Promoters Holdings -				
Institutional Investors				
Mutual Funds & UTI	4887	0.00	4887	0.00
Banks, Financial Institutions, Insurance Companies, Government holdings, etc.	15341372	2.47	15341372	2.36
Foreign Institutional Investors & Foreign Bodies Corporates	87720060	14.14	87720060	13.50
Sub Total	103066319	16.61	103066319	15.86
Others -				
Private Corporate Bodies	40094470	6.46	44094470	6.79
Indian Public	165759649	26.71	165759649	25.52
NRIs/OCBs	6562743	1.06	6562743	1.01
Any Other - Clearing Members & Trusts	11034111	1.78	11034111	1.70
Sub Total	223450973	36.01	227450973	35.02
Total Non Promoter shareholding (b)	326517292	52.62	330517292	50.88
GRAND TOTAL (a + b)	620541349	100.00	649541349	100.00

ii) "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.

The Proposed Preferential Offer is not expected to result into any change in the Management Control of the Company.

e) Proposed time limit within which allotment will be completed:

The proposed allotment and credit of warrants of securities will be completed within 15 days period from the date of Annual General Meeting. The allotment of 2,90,00,000 Equity Shares resulting from the exercise of options attached to the said warrants if exercised, will be completed within a period not exceeding 18 months from the date of issue of the warrants, as may be decided by the Board of Directors of the Company.

GUJARAT NRE COKE LIMITED

Notice (contd.)

f) Identity of the Allottee(s) with percentage of expanded capital to be held by them:					
The existing holding and percentage of expanded capital to be held by proposed Allottee(s) are given below					
Sr No	Proposed Allottee(s)	Existing Shareholdings		Shareholding post conversion	
		No. of Equity Shares & "B" Equity Shares	%	No. of Equity Shares & "B" Equity Shares	%
1	Dharwad Traders Pvt Ltd	Nil	0.00	1,50,00,000	2.31
2	Lunva Traders Pvt Ltd	Nil	0.00	1,00,00,000	1.54
3	Bennett Coleman & Co Ltd	40,00,000 Equity Shares & 4,00,000 "B" Equity Shares	0.64	80,00,000 Equity Shares & 4,00,000 "B" Equity Shares	1.23

<p>Natural person in control of the Allottees:</p> <p>Mr Arun Kumar Jagatramka and Mrs Mona Jagatramka, Promoters of the Company are having control over Dharwad Traders Pvt Ltd and Lunva Traders Pvt Ltd as per the proviso to Regulation 73(1)(e) of SEBI (ICDR) Regulations.</p> <p>Mr. Samir Jain and Mr. Vineet Jain are having control over Bennett Coleman & Co Ltd as per the proviso to Regulation 73(1)(e) of SEBI (ICDR) Regulations.</p>	<p>pricing of the Warrants to be allotted on preferential basis to the proposed allottees shall not be lower than the price determined in accordance with the SEBI (ICDR) Regulations.</p> <p>Currently SEBI (ICDR) Regulations provide that the issue of Warrants on preferential basis can be made at a price not less than higher of the following:</p> <ul style="list-style-type: none"> ● The average of the weekly high and low of the closing prices of the related equity shares quoted on the recognized stock exchange during the twenty-six weeks preceding the relevant date; Or ● The average of the weekly high and low of the closing prices of the related equity shares quoted on a recognized stock exchange during the two weeks preceding the relevant date. <p>The Relevant Date for the purpose of pricing of the Equity Shares is 28th August 2014, The Stock Exchange for this purpose shall mean any of the recognized stock exchanges on which the highest trading volume in respect of the shares of the Company will be recorded during the preceding twenty-six weeks prior to the Relevant Date.</p>
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<p>g) Relevant Date</p> <p>The Relevant Date for the purpose of pricing of the Warrants would have been 31st August, 2014, being the date which is 30 days prior to the Annual General Meeting i.e. 30th September, 2014. <i>However, in terms of the SEBI (Issue of Capital and Disclosure Requirements) (Amendment) Regulations 2012 dated 30th January 2012, where the relevant date falls on a Weekend/Holiday, the day preceding the Weekend/Holiday will be reckoned to be the relevant date. Since, 31st August 2014 and 30th August 2014 are weekend and 29th August, 2014 is holiday, therefore 28th August 2014 shall be deemed to be the Relevant Date.</i></p>	<p>h) Lock-in Period</p> <p>The proposed allotment of Convertible warrants and the proposed Equity Shares to be allotted pursuant to the conversion of these warrants, if any, as and when made shall be locked in as per the provisions of SEBI (ICDR) Regulations.</p>
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<p>i) Certificate from Statutory Auditors :</p> <p>M/s N C Banerjee & Co., Chartered Accountants have certified that proposed issue of Convertible Warrants by the Company is being made in accordance with SEBI (ICDR) Regulations. A copy of the said certificate is open for inspection at the Registered Office of the Company on all working days between 12 noon and 2 pm upto the date of Annual General Meeting.</p> <p>Basis or justification for the price (including premium, if any) at which the offer or invitation is being made The</p>	<p>Section 62(1)(c) of the Companies Act, 2013 provides, inter alia, that increase in subscribed capital by further issue of shares to any persons other than the existing shareholders or to the employees under employee stock option scheme shall be authorised by a special resolution. Hence, your approval is sought in terms of the provisions of the Companies Act, 2013 read with the provisions of the Companies (Management and Administration) Rules, 2014 to item no. 10 of the notice. Your Directors recommend the resolution for your approval.</p> <p>Apart from Mr Arun Kumar Jagatramka and Mrs Mona Jagatramka who may be deemed to be concerned or interested in the following companies as Directors/ shareholders (details of shareholding given below), none of the other Directors, Key Managerial Personnel of the company or their relatives are deemed to be concerned or interested whether financially or otherwise in this resolution.</p>
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Sr No	Name of the Company	Nature of Shareholding Interest of	
		Mr. Arun Kumar Jagatramka	Mrs Mona Jagatramka
1	Dharwad Traders Pvt Ltd	6,500 shares of Re. 1/- each i.e. 6% (approx)	4,400 shares of Re. 1/- each i.e. 4% (approx)
2	Lunva Traders Pvt Ltd	6,500 shares of Re. 1/- each i.e. 6% (approx)	4,400 shares of Re. 1/- each i.e. 4% (approx)

Notice (contd.)

Item No. 11:

The Company has on October 29, 2012 and November 19, 2012 issued 200, 5.5% Unsecured Foreign Currency Convertible Bonds ("FCCB") due 2017 of USD 1,00,000 each aggregating USD 20 million. As per the terms of the FCCB, the Company has fixed the Conversion Price of Rs. 22.50 per equity shares with a fixed rate of exchange of Rs. 53.7350 to USD 1.00 and Bonds are convertible at any time on or before October 29, 2017 by holders of the Bonds into the Company's fully paid equity shares with full voting rights with a par value of Rs. 10 each on the terms described in the Offering Circular dated 29 October 2012 at the option of the Bondholder. If not converted, the company is required to redeem each bond at 100% of its principle amount on October 30, 2017. The USD 20 million ("**Proceeds**") that was raised from the FCCB offering was deposited in the escrow account opened by the Company. The Company used all these proceeds from the issue of the Bonds towards the capital expenditure of the Company, overseas direct investment in joint ventures and any other use, as permitted under applicable statutory and/or regulatory requirements from time to time.

Consequent to the issue of the FCCB, due to recessionary trends and subdued domestic and global demand for metcoke, the market price per equity shares of the Company declined. The alignment of the conversion price to the current market price will enable the Company to pursue with the FCCB investors to convert the FCCB into equity shares rather than waiting for the redemption of the FCCB till maturity. Further, based on the abovementioned circumstances the Company is proposing to reset the Conversion Price of the Bonds mentioned in the Offering Circular.

The Company proposes to revise the conversion price including, if required, by amending the terms and conditions of the FCCB, as it would be beneficial for the Company.

The minimum reset conversion price is worked out as average of the weekly high and low of the closing price of the equity shares of the Company quoted on NSE, where there is higher volume, during the two weeks preceding the date of the meeting of the Board of Directors of the Company i.e. 14th August, 2014. The minimum price worked out as above is Rs. 10.81. Accordingly, it has been proposed to reset the conversion price from Rs. 22.50 per share to Rs. 12.00 per share subject to the approval of shareholders and other regulatory authorities.

The proposed transaction will help the Company in aligning its capital structure across all debt holders, in having the flexibility to combat the medium term challenges in its business environment, in removing the threat of acceleration on all its debt facilities and in having a significant cash net savings. This would also provide the Company necessary financial flexibility in the current business environment. For revision of the Conversion price of the FCCB, the shareholders of the Company must pass a resolution to this effect.

The Board recommends the resolution set out in item no. 11 of the notice for your approval.

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

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

Place : Wollongong
Dated : 14th August, 2014 **Arun Kumar Jagatramka**
Chairman & Managing Director

(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	Mr Sananguly Murari	Mr Sisir Kumar Mukherjee	Mr Gopal Prasad Dokania
Date of Birth	03-11-1942	18-07-1943	19-01-1952
Date of Appointment	29-12-2005	18-03-2014	30-06-2014
Qualifications	B.E. (Mechanical)	B. Com (H), Certified Associate of Indian Institute of Bankers, Mumbai	B. Com, LL.B, FCA
Expertise in specific functional areas	Iron Oxide Pellet making and Mineral dressing, Mining etc.	Finance, Corporate Management etc.	Taxation, Merger & Acquisition etc.
Directorship in other public Companies	Nil	Haldia Petrochemicals Ltd	Nil
Chairmanship/ Member-ship of Committees in other public Companies	Nil	Audit Committee, HSE Committee and Smooth Plant Operations Committee of Haldia Petrochemicals Ltd.	Nil
Shareholdings as on 31st March' 2014	Nil	1,000 Equity Shares	1,100 Equity Shares (as on the date of his appointment)

Directors' Report

**To
The Members,**

Your Directors present 27th Annual Report and the Audited Financial Statements for the financial year ended 31st March, 2014.

FINANCIAL RESULTS/HIGHLIGHTS

(Rs. in crores)		
	2013-14	2012-13
Total Income	1250.64	1751.94
Total Expenditure	1644.87	1336.37
Profit/(Loss) before Interest, Depreciation and Tax	(394.23)	415.57
Less: (1) Finance Cost	331.40	263.02
(2) Depreciation	61.30	58.33
Profit/(Loss) before Tax and Exceptional Items	(786.93)	94.22
Exceptional Items	47.47	47.95
Less: Provision for Taxation	(273.59)	15.29
Profit/(Loss) after Tax	(560.81)	30.98
Add : Amount brought forward	-	-
Amount available for appropriation	(560.81)	30.98
Less : Amount transferred to General Reserve	10.80	-
Add : Dividend for earlier year written back	28.87	-
Add : Dividend tax written back	4.68	-
Less : Transferred to Debenture Redemption Reserve	-	30.98
Balance carried to Balance Sheet	(538.06)	-

REVIEW OF OPERATIONS

During the year under review, the Total Income from operations was Rs. 1250.64 Crores as compared to Rs 1751.94 Crores in the previous year. The Company has suffered net loss of Rs. 560.81 crores during the year, as compared to the Profit of Rs. 30.98 crores during the previous year.

Steel industry, which is the largest consumer of coking coal and metcoke, continued to reel through extreme recessionary trends which has resulted in subdued demand of metcoke and also dragged its realizations to rock bottom levels. This had resulted in huge built up of inventories of coking coal and metcoke impacting the cash flows in the business.

In view of these adversities, Corporate Debt Restructuring Empowered Group (CDR EG), upon being approached by the Company, have approved CDR Package in March, 2014 under Corporate Debt Restructuring mechanism (CDR) issued by Reserve Bank of India.

The key features of CDR Package are given in detail in the Notes to the Financial Statements forming part of this Annual Report.

DIVIDEND

In view of the losses incurred, the Board does not recommend any dividend.

ISSUE OF EQUITY

The Company has allotted equity shares of Rs. 10/- as per following details:-

Date of Allotment	No. of shares	Particulars
22nd May, 2013	50,00,000	Issued to Promoters Group entities at a premium of Rs. 11.08 per share upon conversion of Warrants
17th June, 2014	1,21,61,222	Issued to ICICI Bank Ltd. at a premium of Rs. 1.01 per share upon conversion of Funded Interest Term Loan
17th June, 2014	3,35,00,000	Issued to Promoters Group entities at a premium of Rs. 0.90 per share upon conversion of Warrants

ISSUE OF CONVERTIBLE WARRANTS

The Company allotted 10,00,00,000 convertible warrants on 18th April, 2014 at a conversion price of Rs. 10.90 per Warrant aggregating Rs. 109 crores only and 6,00,00,000 convertible warrants on 17th June, 2014 at a conversion price of Rs. 10.72 aggregating Rs. 64.32 crores on preferential basis to the Promoter Group entities. Each Warrant is convertible at the option of the holders into One Equity Share of Rs. 10/- each.

NON-CONVERTIBLE DEBENTURES

During the year under review, the company redeemed Non-Convertible Secured Redeemable Debentures (NCDs) amounting Rs. 34.99 crores as per the terms of issue of these debentures. The NCDs amounting to Rs. 427.51 crores were outstanding at the end of the year under review.

LISTING

Both the Equity Shares and "B" Equity Shares of the Company are listed at the National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). The Non-convertible Debentures of the company (including Debentures issued under QIP) are listed at BSE. The convertible warrants issued by the Company under QIP are listed at NSE and BSE. The Foreign Currency Convertible Bonds (FCCBs) are listed at Singapore Exchange Limited (SGX).

BUSINESS PLANS

The market for metcoke continued to remain sluggish during the year under review due to dwindling demand from Steel industry, the major user of metcoke. This had severely impacted realisations of our products.

Due to the market imbalances and the continued global economic slowdown, the Company has been facing liquidity constraints. This has resulted in the Company realigning its debts under CDR mechanism through CDR Package. The Company plans to gradually increase its capacity utilization along with its turnover and margins in a phased manner.

The Company's projects for generation of power from waste heat emanating from its Coke Oven Plants in the States of Karnataka and Gujarat had to be temporarily shelved during the year under review due to liquidity constraints. However, during 2014-15 the project at Dharwad in Karnataka is proposed to be revived as it is at an advanced stage of completion. The Company is presently generating power through non polluting method i.e. through wind turbine generators having capacity to generate 87.5 MW of power.

SUBSIDIARIES

During the year, Jindal Steel & Power Ltd (Jindal Group) had acquired majority stake in Gujarat NRE Coking Coal Ltd. (GNCCCL), erstwhile Australian mining subsidiary of the Company. Accordingly, GNCCCL along with its three subsidiaries viz. Gujarat NRE Wonga Pty Ltd, Gujarat NRE Resources NL and Southbulli

Directors' Report (contd.)

Holdings Pty Ltd ceased to be subsidiaries of the company. The other five Australian subsidiaries of the Company viz. Gujarat NRE Properties Pty Ltd, Gujarat NRE Ltd, Gujarat NRE Coal (NSW) Pty Ltd, Wonga Coal Pty Ltd and Gujarat NRE India Pty Ltd also ceased to be subsidiaries during the year due to restructuring of their respective share capital.

The Company has two Wholly-owned Indian Subsidiaries i.e. Manor Dealcom Pvt Ltd and Huntervalley Coal Pvt Ltd. The Financial Statements and other reports of these subsidiaries are not attached to this Annual Report pursuant to a general exemption granted under circular no 2/2011 dated 8th February 2011 of Ministry of Corporate Affairs. The relevant information of these subsidiaries as required by the said Circular of Ministry of Corporate Affairs has been provided in this Annual Report.

The Financial Statements and other reports related to these subsidiaries are available at Registered Office of the Company during the working hours and a copy thereof will be provided to the shareholders of the Company upon request.

MERGER

The Scheme of Amalgamation of Bharat NRE Coke Limited with the Company was approved by the shareholders of the Company on 28th January, 2013. However in view of subsequent development of reference of the Company to CDR EG for its debt restructuring, the said amalgamation was not allowed by the Hon'ble High Court of Calcutta.

CORPORATE GOVERNANCE

In compliance with the requirements of clause 49 of the Listing agreement with Stock Exchanges, a Report on 'Corporate Governance' as on 31st March, 2014 and a Report on Management Discussions and Analysis are annexed to and form a part of this Report.

Chairman & Managing Director (CEO) and Chief Financial Officer (CFO) have certified to the Board with regard to the financial statements and other matters as required by the aforesaid clause of the listing agreement and the said certificate is also annexed to and forms a part of this Report.

EMPLOYEE STOCK OPTION SCHEME

The Company had granted 95,89,000 options to its Employees/Directors through four different tranches under GNCL Employee Stock Options Scheme 2007 (ESOP 2007) till the end of previous year against the approval received from shareholders to grant upto 1,21,95,302 options under the said Scheme.

As required by clause 12 of the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines 1999, the disclosures with regard to Stock Options in respect of GNCL Employee Stock Option Scheme 2007 as on 31st March, 2014 are given in an Annexure to this Report.

The Company has received a certificate from the Auditors that the aforesaid Scheme has been implemented in accordance with SEBI Guidelines and the resolution passed by the shareholders. The Certificate would be placed at the meeting for inspection by the shareholders.

DIRECTORS

Dr Basudeb Sen and Mr Chinubhai R Shah, Non Executive Directors resigned from their office w.e.f. 18th March 2014 and Mr Subodh Kumar Agrawal, Non Executive Director has resigned from his office w.e.f. 25th May 2014. The Board records its appreciations for the services rendered by them during their tenure in the Company.

Dr Mahendra Kumar Loyalka retires by rotation at the forthcoming Annual General Meeting and express his unwillingness to be re-appointed.

Mr Sisir Kumar Mukherjee was appointed by the Board as a Director in the casual vacancy caused by the resignation of Dr Basudeb Sen in terms of Section 161(4) of the Companies Act 2013 w.e.f. 18th March 2014 and accordingly, he retires by rotation at the ensuing Annual General Meeting.

Mr Sisir Kumar Mukherjee and Mr Sananguly Murari are proposed to be re-appointed as Directors designated as Independent Directors of the Company pursuant to the provisions of Section 149 of Companies Act 2013 w.e.f. 1st October 2014 and the Listing Agreement for a period of 5 years and they shall not be liable to retire by rotation.

Mr Gopal Prasad Dokania was appointed as an Additional Director by the Board at its meeting held on 30th June 2014 to hold office upto the date of ensuing Annual General Meeting. It is proposed to appoint him as a Director designated as Independent Director at the ensuing Annual General Meeting for a period of 5 years w.e.f. 1st October 2014 and he shall not be liable to retire by rotation.

Mr C Narasimhan has been appointed as a Nominee Director of State Bank of India w.e.f. 8th August 2013.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under Section 217(2AA) of the Companies Act, 1956 with respect to Directors' Responsibility Statement, your Directors confirm having -

- i) Followed in the preparation of the annual accounts the applicable accounting standards with proper explanation relating to material departures;
- ii) Selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the year under review and of the profit of the Company for the year ended on that date;
- iii) taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud or other irregularities; and
- iv) prepared the annual accounts on a 'going concern basis'."

AUDITORS

M/s. N. C. Banerjee & Co., Chartered Accountants, the Statutory Auditors hold office upto the forthcoming Annual General Meeting of the Company and are eligible for reappointment. As required under the provisions of Section 139 of the Companies Act, 2013, the Company has received written confirmation from M/s. N C Banerjee & Co., that their re-appointment as Auditors, if made, would be in conformity within the limits prescribed in the said Section and that they are not disqualified from being appointed as the Auditors of the Company within the meaning of Section 226 of the said Act.

AUDITORS' REPORT

The Directors refer to the auditors' observation in the Auditors' Report and as required under Section 217(3) of the Companies Act, 1956, provide their explanation as under:

- i. In respect of auditors' observation in standalone financial statements regarding default in payment of interest and

Directors' Report (contd.)

repayment of dues to financial institutions, banks and NCD holders as per para (xi) of Annexure to Auditors Report :

Due to the continued slowdown in the domestic and global market, the operations of the company were severely impacted. The Company ended the financial year with a high operating loss mainly due to lower price realization, diminution in the value of stocks, and unusual diminutions in the value of rupees as against the US dollar. Due to above, the company was unable to meet its interest and principal liabilities under the various credit facilities from financial institutions, banks and NCD holders in time. Consequently, the Company's debts were restructured under the Corporate Debt Restructuring (CDR) Forum. The company is also taking various steps to reduce costs and improve efficiencies to make its operations profitable.

- ii. In respect of auditors' observation in standalone financial statements regarding delay in depositing statutory dues, as per para (ix) of Annexure to Auditors Report, with the appropriate authorities :

It is clarified that the delay arose on account of mismatch in cash flow/liquidity issues due to prevailing uncertain economic environment that adversely impacted operating conditions as stated above.

- iii. In respect of auditors' Qualifications in consolidated financial statements regarding considering Financial Statements of erstwhile five Australian Subsidiaries, which were more than six months old on the date on which these five companies ceased to be subsidiaries of the company and in respect of remaining four erstwhile Australian Subsidiaries, the Management Approved Accounts as on the date on cessation of Subsidiaries has been considered :

Due to acquisition of majority stake in the Australian mining Company Gujarat NRE Coking Coal Ltd (GNCCCL) by the Jindal Steel & Power Ltd. (Jindal Group) in November 2013, the said mining Company along with its Australian subsidiaries company ceased to be subsidiaries of the Company from that date. The New Management of GNCCCL has not complied with the company's request for providing Audited Financial Statement of the erstwhile Australian Subsidiaries for the relevant period. Hence for the purposes of deconsolidation of these subsidiaries the company has considered latest available Audited Consolidate Financial Statement as on 31st March, 2013 of these companies.

As far as other erstwhile Australian Subsidiaries are concerned, the Management Approved Accounts were made available to the company on the date it ceased to be subsidiaries of the company, as Audit of these companies were not mandatory as per rules and regulation of that country.

COST AUDIT

The Company had reappointed M/s B Mondal & Co., Practicing Cost Accountants as Cost Auditor under the provisions of Section 233B of the Companies Act, 1956, to audit the cost records of its steel and metcoke plant(s) for the financial year 2013-14.

The particulars of cost auditor/cost audit report etc. as required by General Circular no 15/2011 dated 11th April 2011 issued by Cost Audit Branch of Ministry of Corporate Affairs, Government of India are given below

- a) Name & address of the Cost Auditor –
M/s. B Mondal & Associates
61/H/15, Raja Naba Krishna Street,
Kolkata - 700 005.

- b) Name and membership no of the partner of the firm –
Mr Baidyanath Mondal, Membership no - 11681.
- c) Due date of filing and actual date of filing of the cost audit report for the year 2012-13

Due date of filing :- 30.09.2013

Actual date of filing :- 31.03.2014

PUBLIC DEPOSITS

The Company has not accepted or renewed any Public Deposits, as defined under Section 58A of the Companies Act, 1956, during the year under review.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on Particulars of conservation of energy, technology absorption and foreign exchange earnings and outgo as required under Section 217(1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 are annexed and forms a part of Annual Report. However, as permitted by Section 219(1)(b)(iv) of the Act, this Annual Report is being sent to all the members of the Company excluding the said Annexure. The Annexure is available for inspection by members at the Registered Office of the company during business hours on working days till the ensuing AGM and if any member is interested in obtaining a copy of thereof, such member may write to the company, whereupon a copy would be forwarded to such member.

PARTICULARS OF EMPLOYEES

There was no employee during the year under review , who was in receipt of remuneration of more than Rs. 5,00,000/- per month if appointed for a part of the year or Rs. 60,00,000/- per annum, if appointed for whole year. Therefore, the particulars of employees as required under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 as amended, are not applicable.

PERSONNEL / INDUSTRIAL RELATIONS

The Company maintained cordial and harmonious relations at all levels at the offices and plants of the Company and its subsidiaries throughout the year under review.

APPRECIATION

We wish to acknowledge the understanding, support and services of our workers, staff and executives which has largely contributed to efficient operations and management of the Company during the year under review. We also take this opportunity to express our deep sense of gratitude to all our customers, dealers, suppliers, bankers, government officials and all other business associates for their continuous guidance and support to the Company and their continued confidence in its management. We also take this opportunity to express our sincere thanks to our shareholders and debenture holders for the confidence and faith in our company.

For and on behalf of the Board

Place : Wollongong
Dated : 14th August, 2014

Arun Kumar Jagatramka
Chairman & Managing Director