

**THE GREAT EASTERN  
SHIPPING COMPANY LIMITED**  
CIN: L35110MH1948PLC006472



OCEAN HOUSE, 134/A, Dr. Annie Besant Road, Worli, Mumbai - 400 018, INDIA. Tel.: +91(22) 6661 3000 / 2492 2100 Fax : +91(22) 2498 5335

Our Ref.: S/2024/JMT

February 24, 2025

**BSE Limited**

1st Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

BSE Scrip code: **500620**

**National Stock Exchange of India Limited**

Exchange Plaza, 5th Floor, Plot No. C/1,  
Bandra Kurla Complex, Bandra (East),  
Mumbai – 400 051

Trading Symbol - **GESHIP**

Dear Sir,

We wish to inform you that pursuant to Sections 108 and 110 of the Companies Act, 2013 ("the Act") read with Rules 20 & 22 of the Companies (Management & Administration) Rules, 2014 ("the Rules") and in compliance with circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Company is seeking approval of the Members through Postal Ballot by voting through electronic means ("remote e-voting") for:

1. Appointment of Mr. Amitabh Kumar as an Independent Director of the Company for a term of 5 years w.e.f. January 28, 2025
2. Re-appointment of Mr. Shivshankar Menon, Mr. T. N. Ninan and Mr. Uday Shankar as Independent Directors of the Company for a second term of 5 years w.e.f. May 06, 2025

The Notice of Postal Ballot is enclosed herewith.

The Company has fixed Tuesday, February 18, 2025 as the 'cut-off date' for the purpose of determining eligibility of shareholders to vote by Postal Ballot. A person whose name is recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the 'cut-off date' will be entitled to avail the facility of remote e-voting.

The remote e-voting period shall commence at 09.00 a.m. on Tuesday, February 25, 2025 and ends at 05.00 p.m. on Wednesday, March 26, 2025.

You are requested to take note of the above.

Thanking You,

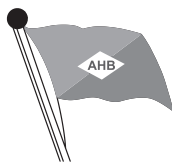
Yours faithfully,

For **The Great Eastern Shipping Company Limited**

**Anand Punde**

**Company Secretary**

Email: [anand\\_punde@greatship.com](mailto:anand_punde@greatship.com)



## THE GREAT EASTERN SHIPPING COMPANY LIMITED

Registered Office: Ocean House, 134/A, Dr. Annie Besant Road,  
Worli, Mumbai 400 018

Tel.: 022 6661 3000 / 2492 2100 | Fax: 022 2492 5900

Email: shares@greatship.com | Web: www.greatship.com

CIN: L35110MH1948PLC006472

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### NOTICE OF POSTAL BALLOT

#### [Pursuant to Section 110 of the Companies Act, 2013 and applicable rules thereunder]

**Notice** is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 read with the rules made thereunder, to transact the following special business by passing resolutions through Postal Ballot by way of voting through electronic means (**'remote e-voting'**):

1. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules framed thereunder and Regulation 17 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the appointment Mr. Amitabh Kumar (DIN: 08452929), who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on January 28, 2025 and who has submitted a declaration that he meets the criteria for independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director of the Company under Section 160 of the Act, as an Independent Director of the Company for a term of five years with effect from January 28, 2025 be and is hereby approved."

2. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Rules framed thereunder and Regulation 17 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Mr. Shivshankar Menon (DIN: 09037177), who holds office as an Independent Director of the Company upto May 05, 2025 and who is eligible for re-appointment for a second term and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director of the Company under Section 160 of the Act and who has submitted a declaration that he meets the criteria for independence as provided in the Act and the Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company for a second term of five years with effect from May 06, 2025."

**"RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17(1A) of the Listing Regulations, approval of the members be and is hereby accorded to Mr. Shivshankar Menon (DIN: 09037177), who has already attained the age of 75 years, to continue as an Independent Director of the Company until expiry of his second term as aforesaid."

3. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Rules framed thereunder and Regulation 17 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Mr. T. N. Ninan (DIN: 00226194), who holds office as an Independent Director of the Company upto May 05, 2025 and who is eligible for re-appointment for a second term and in respect of whom the Company

has received a notice in writing from a member proposing his candidature for the office of Independent Director of the Company under Section 160 of the Act and who has submitted a declaration that he meets the criteria for independence as provided in the Act and the Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company for a second term of five years with effect from May 06, 2025.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Regulation 17(1A) of the Listing Regulations, approval of the members be and is hereby accorded to Mr. T. N. Ninan (DIN: 00226194), who has already attained the age of 75 years, to continue as an Independent Director of the Company until expiry of his second term as aforesaid.”

4. To consider and, if thought fit, to pass the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Rules framed thereunder and Regulation 17 and other applicable regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘the Listing Regulations’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], Mr. Uday Shankar (DIN: 01755963), who holds office as an Independent Director of the Company upto May 05, 2025 and who is eligible for re-appointment for a second term and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director of the Company under Section 160 of the Act and who has submitted a declaration that he meets the criteria for independence as provided in the Act and the Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company for a second term of five years with effect from May 06, 2025.”

By Order of the Board  
**For The Great Eastern Shipping Company Limited**

**Anand Punde**  
Company Secretary

Mumbai, January 28, 2025

**Registered Office:**

Ocean House, 134/A,  
Dr. Annie Besant Road,  
Worli, Mumbai 400 018  
Tel: 022 66613000 / 2492 2100  
Fax: 022 2492 5900  
Email: [shares@greatship.com](mailto:shares@greatship.com)  
Web: [www.greatship.com](http://www.greatship.com)  
CIN: L35110MH1948PLC006472

## NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (**'the Act'**) setting out material facts relating to the proposed resolutions is annexed hereto.
2. The information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards in respect of the Directors being appointed/re-appointed is annexed hereto.
3. Relevant documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours and also on the website of the Company: [www.greatship.com](http://www.greatship.com).
4. In view of the Covid-19 pandemic, the Ministry of Corporate Affairs has, vide its circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as **'MCA Circulars'**) permitted companies to conduct Postal Ballot by sending the notice in electronic form only. The communication of the assent or dissent of the members would take place through the process of remote e-voting only.
5. In compliance with the MCA Circulars, Notice of Postal Ballot is being sent only through electronic mode to those Members, whose e-mail addresses are registered with the Company / Depositories. Members may note that the Postal Ballot Notice will also be available on the Company's website - [www.greatship.com](http://www.greatship.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFin Technologies Limited (**'KFinTech/ KFin'**) - <https://evoting.kfintech.com>.
6. In accordance with the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
7. Members seeking any information with regard to the business being transacted through Postal Ballot are requested to write to the Company on or before March 26, 2025 through email (mentioning their name, demat account number/ folio number, contact details, etc.) on [shares@greatship.com](mailto:shares@greatship.com). The same will be replied by the Company suitably.
8. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to provide voting by electronic means ("**remote e-voting**") facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of KFinTech to provide remote e-voting facility to its Members.
9. **The remote e-voting period commences at 09.00 a.m. on Tuesday, February 25, 2025 and ends at 05:00 p.m. on Wednesday, March 26, 2025.** The remote e-voting module will be disabled by KFinTech for voting thereafter. Voting shall not be allowed beyond the said date and time. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
10. **A member's voting rights shall be in proportion to his/her share of the paid-up equity share capital of the Company as on Tuesday, February 18, 2025 ('cut-off date').** Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the 'cut-off date' will be entitled to cast their votes by remote e-voting. Person who is not a Member of the Company as on the cut-off date should treat this notice for information purposes only.
11. SEBI, vide its Circular dated November 03, 2021 (as amended from time to time), has mandated registration of PAN, postal address, email address, mobile number, bank account details, specimen signature and nomination by holders of physical securities. Members holding shares in physical form are requested to submit the necessary details by sending a duly filled and signed Form ISR-1, ISR-2, ISR-3/SH-13 to the Company or KFinTech.

Members, holding shares in physical form, may also note that as per the aforesaid Circular, the RTAs shall not process any service requests or complaints received from the holder(s) / claimant(s), till the aforesaid details are received.

SEBI, vide its Circular dated January 25, 2022, has clarified that listed companies shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of duplicate shares, transmission, transposition, subdivision/ consolidation of share certificates, etc. In view of the same, Members holding shares in physical form are requested to consider converting their holdings to demat mode.

12. Members, holding shares in electronic form, are requested to register their e-mail address for receiving all communication including Postal Ballot Notices, Annual Reports, Notices, Circulars, etc. from the Company electronically with respective Depository Participants.
13. The Board of Directors of the Company has appointed Ms. Ashwini Inamdar, failing her, Ms. Alifya Sapatwala, Partners, Mehta & Mehta, Company Secretaries, as Scrutinizers for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner.
14. Upon completion of the scrutiny of the votes cast through remote e-voting in a fair and transparent manner, the Scrutinizer will submit her report addressed to Mr. K. M. Sheth, Chairman of the Company or any officer of the Company authorized by him. The results of the Postal Ballot will be announced on or before Friday, March 28, 2025 at the Registered Office of the Company. The said results would be displayed at the Registered Office of the Company. The said results would also be intimated to the National Stock Exchange of India Limited and BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website - [www.greatship.com](http://www.greatship.com) and on the website of KFin Technologies Limited - <https://evoting.kfintech.com>.
15. The scrutinizer's decision on the validity of a Postal Ballot by way of remote e-voting will be final and binding.
16. The Resolutions, if passed by requisite majority will be deemed to be passed on the last date specified by the Company for remote e-voting i.e. Wednesday, March 26, 2025.

**17. INSTRUCTIONS FOR REMOTE E-VOTING ARE AS FOLLOWS:**





- 1) For Individual shareholders holding securities in demat mode:

As per the SEBI Master Circular dated November 11, 2024, remote e-voting process has been enabled for all individual demat account holders, by way of single login credential, through the websites of Depositories / Depository Participants in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in remote e-voting process. Members are advised to update their mobile number and e-mail ID with their Depository Participants to access remote e-voting facility.

Login method for remote e-voting for Individual shareholders holding securities in demat mode is as follows:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1. Members already registered for NSDL IDeAS facility:               <ol style="list-style-type: none"> <li>i. Visit URL <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>ii. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section.</li> <li>iii. A new screen will prompt and you will have to enter your User ID and Password.</li> <li>iv. Post successful authentication, click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page.</li> <li>iv. Click on company name or e-Voting service provider name i.e., KFinTech and you will be re-directed to KFinTech website for casting your vote during the remote e-Voting period.</li> </ol> </li> </ol>

Type of shareholders	Login Method
	<p>2. Members who have not registered for IDeAS facility, may follow the below steps:</p> <ol style="list-style-type: none"> <li>i. To register for IDeAS facility visit the URL at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a></li> <li>ii. Click on “Register Online for IDeAS” or for direct registration click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>iii. On completion of the registration formality, follow the steps provided above.</li> </ol> <p>3. Members may alternatively vote through the e-voting website of NSDL in the following manner:</p> <ol style="list-style-type: none"> <li>i. Visit the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a></li> <li>ii. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>iii. Members to enter User ID (i.e. sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code shown on the screen.</li> <li>iv. Post successful authentication, you will be redirected to NSDL IDeAS site wherein you can see e-Voting page.</li> <li>v. Click on company name or e-Voting service provider name i.e. KFintech and you will be redirected to KFintech website for casting your vote.</li> </ol> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div style="text-align: center;"> <p><b>NSDL Mobile App is available on</b></p>       </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Members already registered for Easi/ Easiest facility may follow the below steps:</p> <ol style="list-style-type: none"> <li>i. Visit the following URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii. Click on the “Login” icon and opt for “New System Myeasi” (only applicable when using the URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a>)</li> <li>iii. On the new screen, enter User ID and Password. Without any further authentication, the e-voting page will be made available.</li> <li>iv. Click on Company name or e-voting service provider name i.e. KFintech to cast your vote.</li> </ol> <p>2. Members who have not registered for Easi/Easiest facility, may follow the below steps:</p> <ol style="list-style-type: none"> <li>i. To register for Easi/Easiest facility visit the URL at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>ii. On completion of the registration formality, follow the steps mentioned above.</li> </ol> <p>3. Members may alternatively vote through the e-voting website of CDSL in the manner specified below:</p> <ol style="list-style-type: none"> <li>i. Visit the following URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>ii. Enter the demat account number and PAN</li> </ol>

Type of shareholders	Login Method
	iii. Enter OTP received on mobile number and email registered with the demat account for authentication. iv. Post successful authentication, the member will receive links for the respective e-voting service provider i.e. Kfintech where the e-voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	1. Members may alternatively log-in using the credentials of the demat account through their Depository Participant(s) registered with NSDL/CDSL for the e-voting facility. 2. On clicking the e-voting icon, members will be redirected to the NSDL/CDSL site, as applicable, on successful authentication. 3. Members may then click on Company name or e-voting service provider name i.e. Kfintech and will be redirected to Kfintech website for casting their vote.

Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at abovementioned depository/ depository participants' website.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

During the voting period, shareholders / members can login any number of times till they have voted on the resolution(s) for a particular "Event".

**Helpdesk for Individual Shareholders holding securities in demat mode:**

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cDSLindia.com">helpdesk.evoting@cDSLindia.com</a> or contact at 022 - 23058738 or 022 - 23058542-43.

**2) For Members other than Individuals holding securities in demat mode**

A) Members whose email IDs are registered with the Company / Depository Participants, will receive an email from KFinTech which will include details of e-voting Event Number (EVEN), USER ID and Password.

They will have to follow the process below:

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com/>
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a Member is registered with KFinTech for e-voting, they can use their existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt the Members to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password

in case they forget it. It is strongly recommended that Members do not share their password with any other person and that they take utmost care to keep their password confidential.

- v. Members would need to login again with the new credentials.
  - vi. On successful login, the system will prompt the Member to select the “EVEN” for The Great Eastern Shipping Company Limited and click on “Submit”.
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under “FOR/AGAINST” or alternatively, a Member may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed the total shareholding of the shareholder as on the cut-off date. A Member may also choose the option ABSTAIN. If a Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
  - viii. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
  - ix. In case a Member does not desire to cast his/her vote on any specific item, it will be treated as abstained.
  - x. A Member may then cast their vote by selecting an appropriate option and click on “Submit”.
  - xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once a Member has voted on the resolution, they will not be allowed to modify their vote. During the voting period, Members can login any number of times till they have voted on the Resolution.
  - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [evoting@mehta-mehta.com](mailto:evoting@mehta-mehta.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the abovementioned documents should be in the naming format “Company Name\_Even No.” The documents should reach the scrutinizer on or before March 26, 2025.
- B) Members whose email IDs are not registered with the Company/Depository Participants and consequently the Notice of Postal Ballot and remote e-voting instructions cannot be serviced, can send an e-mail request at the email id [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with scanned copy of the request letter, duly signed, providing their email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending Notice of Postal Ballot and the remote e-voting instructions.

After receiving the remote e-voting instructions, please follow all the above steps to cast your vote by electronic means.

**In case of any queries/grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the ‘download’ section of <https://evoting.kfintech.com> or send email to [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFinTech on 1800 309 4001 (toll free).**

18. Members are requested to note the following contact details for addressing e-voting grievances:

**Mr. Anil Dalvi**

Senior Manager

KFin Technologies Limited

Selenium Tower B, Plot 31-32, Financial District,

Nanakramguda, Serilingampally, Gachibowli, Hyderabad - 500 032, Telangana.

Telephone: + 91 - 40 6716 1631

E-mail: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)



## EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

### Item no. 1:

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee, at their meeting held on January 28, 2025, have recommended the appointment of Mr. Amitabh Kumar as Additional and Independent Director of the Company for a term of five years w.e.f. January 28, 2025.

Mr. Amitabh Kumar [IRS 1987 batch (Retd.)] has distinguished service of 37+ years in Government of India, including 7 years at the helm of Maritime Administration as Director General of Shipping. He retired as Principal Chief Commissioner of Income Tax at the level of Secretary to Government of India.

Mr. Amitabh Kumar has completed his B.A. (Honours) and M.A. (Pol. Sc.) from Hindu College, Delhi, MBA from Southern Cross University, Australia and Doctorate of Management (Honoris Causa) from AMET University.

The Board considers that Mr. Amitabh Kumar brings tremendous value to the Board and that the Company will immensely benefit with his presence on the Board as an Independent Director.

By virtue of the provisions of Section 161 of the Companies Act, 2013 ('the Act'), read with Article 95 of the Articles of Association of the Company, Mr. Amitabh Kumar will hold office upto the date of the next Annual General Meeting. However, pursuant to Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations'), the Company is required to ensure that approval of shareholders for his appointment is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. In view of the same, it is proposed to obtain approval of the shareholders by way of Postal Ballot.

The Company has received notice in writing from a member under Section 160 of the Act proposing the candidature of Mr. Amitabh Kumar for the office of Independent Director of the Company.

As per the provisions of Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years and shall not be liable to retire by rotation. It is proposed that Mr. Amitabh Kumar, will hold office as an Independent Director of the Company for a term of five years w.e.f. January 28, 2025.

Mr. Amitabh Kumar is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declaration from him that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, Mr. Amitabh Kumar is independent of the management and fulfils the conditions for appointment as Independent Director as specified in the Act and the Listing Regulations. He also possesses skills and capabilities as required for the role of Independent Director as specified in the Board Skill Matrix approved by the Board.

Brief resume of Mr. Amitabh Kumar, nature of his expertise in specific functional areas and other details as stipulated under the Listing Regulations is annexed to the Notice. The same may be treated as justification for his appointment as Independent Director.

Copy of the draft letter for appointment of Mr. Amitabh Kumar, setting out the terms and conditions of appointment, is available for inspection by members at the Registered Office of the Company and also on the website of the Company: [www.greatship.com](http://www.greatship.com).

Your Directors commend the resolution at Item No. 1 of the Notice for your approval by way of Postal Ballot for the rationale as aforesaid.

Mr. Amitabh Kumar is interested, financially or otherwise, in the resolution as set out at Item No. 1 of the Notice with regard to his appointment. His relatives may also be deemed to be interested in the resolution set out at Item No. 1 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, financially or otherwise, concerned or interested in the aforesaid resolution.

**Item nos. 2, 3 & 4:**

Mr. Shivshankar Menon, Mr. T. N. Ninan and Mr. Uday Shankar were appointed as Independent Directors of the Company for a term of 3 years w.e.f. May 06, 2022, at the Annual General Meeting held on July 29, 2022. Accordingly, their tenure (first term) expires on May 05, 2025.

Section 149 of the Companies Act, 2013 permits an Independent Director to hold office as an Independent Director for two terms of upto five years each. Accordingly, they are eligible for a second term as Independent Directors, subject to approval of members by way of a special resolution.

Mr. Shivshankar Menon, Mr. T. N. Ninan and Mr. Uday Shankar have, over the course of their association with the Company, gained rich insights into the working of the Company. They have in turn used these insights, and their own experience in different areas and industries, to help guide the Company's strategy. They have, each in their own ways, played invaluable roles in helping the Company work towards its goal of becoming one of the highly reputed shipping companies worldwide. The Nomination and Remuneration Committee at its meeting held on January 27, 2025 as well as the Board at its meeting held on January 28, 2025, evaluated the performance of Mr. Shivshankar Menon, Mr. T. N. Ninan and Mr. Uday Shankar. The Nomination and Remuneration Committee noted that the performance of Mr. Shivshankar Menon, Mr. T. N. Ninan and Mr. Uday Shankar was noteworthy and of immense value to the Company. Considering the above, the Nomination and Remuneration Committee had no hesitation in recommending them to continue and guide the Company for a second term as Independent Directors.

Accordingly, based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors, at their meeting held on January 28, 2025, considered and recommended the re-appointment of:

1. Mr. Shivshankar Menon as an Independent Director of the Company for a period of 5 years w.e.f. May 06, 2025.
2. Mr. T. N. Ninan as an Independent Director of the Company for a period of 5 years w.e.f. May 06, 2025.
3. Mr. Uday Shankar as an Independent Director of the Company for a period of 5 years w.e.f. May 06, 2025.

As per the provisions of Section 149(10) of the Companies Act, 2013 an Independent Director shall be re-appointed on passing of Special Resolution by the Company. The current term of Mr. Shivshankar Menon, Mr. T. N. Ninan and Mr. Uday Shankar is expiring on May 05, 2025. In view of the same it is proposed to obtain the approval of the shareholders by way of Postal Ballot.

The Company has received notices in writing from members under Section 160 of the Act proposing their candidatures for the office of Independent Directors of the Company.

As per the provisions of Section 149 of the Act, an Independent Director shall not be liable to retire by rotation.

Mr. Shivshankar Menon, Mr. T. N. Ninan and Mr. Uday Shankar are not disqualified from being re-appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has also received declarations from them that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, Mr. Shivshankar Menon, Mr. T. N. Ninan and Mr. Uday Shankar are independent of the management and fulfil the conditions for re-appointment as Independent Directors as specified in the Act and the Listing Regulations. They also possess skills and capabilities as required for the role of Independent Director as specified in the Board Skill Matrix approved by the Board.

Brief resumes of the aforesaid Independent Directors, nature of their expertise in specific functional areas and other details as stipulated under the Listing Regulations are annexed to the Notice. The same may be treated as justification for the re-appointment of Mr. Shivshankar Menon, Mr. T. N. Ninan and Mr. Uday Shankar as Independent Directors.

The Board considers that their continued association would be of immense value to the Company and it is desirable to continue to avail the services of Mr. Shivshankar Menon, Mr. T. N. Ninan and Mr. Uday Shankar as Independent Directors. Their performance has been consistently found good by the Board.

As per the provisions of Regulation 17(1A) of the Listing Regulations, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 years unless a special resolution is passed to that effect. Mr. Shivshankar Menon and Mr. T. N. Ninan have already attained the age of 75 years. Accordingly, it is proposed to pass special resolutions as set out at Item No. 2 & 3 to enable them to continue their directorships for the term of their re-appointment.

Your Directors commend the resolutions at Item Nos. 2, 3 and 4 of the Notice for your approval by way of Postal Ballot.

Copies of the draft letters for re-appointment of Mr. Shivshankar Menon, Mr. T. N. Ninan and Mr. Uday Shankar as Independent Directors, setting out the terms and conditions, are available for inspection by members at Registered Office of the Company and on the website of the Company: [www.greatship.com](http://www.greatship.com).

Mr. Shivshankar Menon, Mr. T. N. Ninan and Mr. Uday Shankar are interested, financially or otherwise, in the Resolutions as set out at Item Nos. 2, 3 and 4 of the Notice with regard to their respective re-appointments. Their relatives may also be deemed to be interested in the respective Resolutions as set out at Item Nos. 2, 3 and 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are, in any way, financially or otherwise, concerned or interested in the aforesaid resolutions.

By Order of the Board  
**For The Great Eastern Shipping Company Limited**

**Anand Punde**  
Company Secretary

Mumbai, January 28, 2025

**Registered Office:**

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CIN : L35110MH1948PLC006472

## ANNEXURE TO NOTICE

### INFORMATION REQUIRED AS PER REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS IN RESPECT OF DIRECTORS BEING APPOINTED/RE-APPOINTED.

**Mr. Amitabh Kumar** (age: 61 years) [IRS 1987 batch (Retd.)] has distinguished service of 37+ years in Government of India, including 7 years at the helm of Maritime Administration as Director General of Shipping. He retired as Principal Chief Commissioner of Income Tax, equivalent to the level of Secretary to Government of India.

Mr. Amitabh Kumar has helped formulate Maritime India Vision 2030, including vision for green ports and shipping. He has led several delegations to International Maritime Organization, International Oil Pollution Compensation Fund (IoPC) and other international bodies to finalize international regulations for safety and security of ships, protection of maritime environment and promotion of green shipping.

Mr. Amitabh Kumar was a leader of several international green initiatives like 'IMO-Norway Green Voyage Project 2050', Biofouling Project and Ballast Water Management Project etc. He has led the country's transition from 3.5% Sulphur regime to 0.5% Sulphur regime and developed a 'Swatch Sagar Portal' providing end to end monitoring of waste reception facility at all Indian Ports.

Apart from DG Shipping, he has worked as a Member of Board of JNPT, Director of Indian Registrar of Shipping, Director of Shipping Corporation of India Land and Assets Limited ('SCILAL'), National Authority for Ship Recycling, Member of National Shipping Board etc.

As Nominee Director of Shipping Corporation of India Land and Assets Management Ltd., he worked on demerger of Shipping Corporation of India ('SCI') into two companies - SCI & SCILAL.

During his tenure in Ministry of Home Affairs he has worked on law and order, security, counter terrorism, and police and general administration of Government of NCT of Delhi, New Delhi Municipal Council and Delhi Police.

Mr. Amitabh Kumar has received several international awards and accolades for his management of Covid -19 in the shipping sector.

Mr. Amitabh Kumar has authored several scholarly articles in books and renowned newspapers.

Mr. Amitabh Kumar has completed his B.A. (Honours) and M.A. (Pol. Sc.) from Hindu College, Delhi, MBA from Southern Cross University, Australia and Doctorate of Management (Honoris Causa) from AMET University.

Currently, he is part-time Chairman of Recruitment Board of Employee's State Insurance Corporation, Member, Governing Council of Samudra Institute of Maritime Studies and Managing Partner of A&L Advisory Hub LLP.

Mr. Amitabh Kumar has ceased to be a director from the following listed entity in the past three years:

NAME OF THE COMPANY	DATE OF CESSATION
Shipping Corporation of India Land and Assets Limited*	01/03/2023

\* Listed on 19/03/2024

Mr. Amitabh Kumar is a member of the Risk Management Committee of the Company.

Mr. Amitabh Kumar shall be paid remuneration by way of sitting fee for attending meetings of the Board of Directors and Committees thereof and commission as per the Remuneration Policy for the Directors, Key Managerial Personnel and other Employees of the Company.

As on date, Mr. Amitabh Kumar does not hold any equity shares in the Company.

**Mr. Shivshankar Menon** (age: 75 years) is currently visiting professor at Ashoka University, India, and Chair of the Ashoka Centre for China Studies. He was previously National Security Advisor to the Prime Minister of India, Jan 2010-May 2014; Foreign Secretary of India, October 2006- July 2009; and has served as the Indian Ambassador or High Commissioner to China, Pakistan, Sri Lanka and Israel.

In 2016 he published Choices; Inside the Making of Indian Foreign Policy. His book on India and Asian Geopolitics; The Past, Present (Brookings Press USA, & Penguin Random House India) was released in April 2021.

He has been a Fisher Family Fellow at the Kennedy School, Harvard University, and Richard Wilhelm Fellow at MIT in 2015. He was chosen as one of the “Top 100 Global Thinkers” by Foreign Policy magazine in 2010.

He is also a Chairman, Advisory Board, Institute of Chinese Studies, New Delhi; Distinguished fellow of the Centre for Social and Economic Progress, India; Member, Board of Trustees, International Crisis Group; and a Distinguished Fellow, Asia Society Policy Institute, New York.

Mr. Shivshankar Menon is an Independent Director of Press Trust of India Limited.

Mr. Shivshankar Menon is also a member of the following committees:

NAME OF THE COMPANY	NAME OF THE COMMITTEE	MEMBER/ CHAIRMAN
Press Trust of India Limited	Nomination & Remuneration Committee	Member
	Corporate Social Responsibility Committee	Member

Mr. Shivshankar Menon is also a Chairman of Stakeholders’ Relationship Committee and a member of Risk Management Committee of the Company.

Mr. Shivshankar Menon was paid a total remuneration of Rs. 27.30 lakhs which includes sitting fees of Rs. 8 lakhs for attending meetings of the Board of Directors and Committees thereof and commission of Rs. 19.30 lakhs, for financial year 2023-24.

Mr. Shivshankar Menon shall be paid remuneration by way of sitting fee for attending meetings of the Board of Directors and Committees thereof and commission as per the Remuneration Policy for the Directors, Key Managerial Personnel and other Employees of the Company.

As on date, Mr. Shivshankar Menon does not hold any equity shares in the Company. He has attended 3 Board meetings held during the financial year 2024 - 25.

**Mr. T. N. Ninan** (age: 75 years): is widely considered to be a pioneering editor and trend-setter in Indian business journalism. In the course of a career spanning five decades, he brought about transformative change in different publications that he led as the editor. Over the years he has been involved with a number of non-profit organisations.

Mr. T. N. Ninan was the editor of Business Standard from 1993 to 2009, and from 1996 to 2009 its publisher as well. He was the chairman of Business Standard’s board of directors from 2009 till 2020. Earlier, Mr. T. N. Ninan was the editor of The Economic Times; and, in the 1980s, the executive editor at India Today.

Until recently, Mr. T. N. Ninan wrote a widely-read weekly opinion column, Weekend Ruminations, in Business Standard; the column was translated and published in different vernacular publications. His book, The Turn of the Tortoise (2015), offered a critical assessment of India’s economic prospects. He has also been a television commentator on economic and business issues.

Since 2016, Mr. T. N. Ninan has been chairman of the board of trustees of Independent and Public-Spirited Media Foundation, the largest charitable funder of independent news websites. He was an independent director of The Press Trust of India Limited, India’s leading wire service. He is a past president of the Editors Guild of India.

Mr. T. N. Ninan has completed his M.A. in Economics from University of Madras.

Mr. T. N. Ninan is a recipient of professional awards, including two for lifetime achievement.

Mr. T. N. Ninan is a member of the Risk Management Committee and Audit Committee of the Company.

Mr. T. N. Ninan was paid a total remuneration of Rs. 44.30 lakhs which includes sitting fees of Rs. 17 lakhs for attending meetings of the Board and Committees thereof and commission of Rs. 27.30 lakhs, for financial year 2023-24.

Mr. T. N. Ninan shall be paid remuneration by way of sitting fee for attending meetings of the Board of Directors and Committees thereof and commission as per the Remuneration Policy for the Directors, Key Managerial Personnel and other Employees of the Company.

As on date, Mr. T. N. Ninan does not hold any equity shares in the Company. He has attended 4 Board meetings held during the financial year 2024 - 25.

**Mr. Uday Shankar** (age: 63 years) is the founder director of Bodhi Tree Systems, an investment firm focused on creating large scale impact on the lives of consumers across industries. An acclaimed entrepreneur and executive, he is credited with transforming the media and entertainment industry in India and Asia Pacific over the last three decades. Mr. Uday Shankar began his career as a journalist before assuming leadership of Star India (later Disney Star) and creating the largest media and entertainment business in the Asia-Pacific region.

Mr. Uday Shankar is also a pioneer of digital transformation in legacy media businesses which became the engine of digital transformation of media and entertainment in India and rest of Asia. He led the roll out of Disney+ Hotstar and Disney+ in the Asia Pacific Region. His astute understanding of the power of digital technologies to transform consumer proposition is the corner stone of the investment thesis of Bodhi Tree where he is the Founder/Director. Teaming up with James Murdoch, he launched Bodhi Tree Systems with a mission to make large scale impact on consumer aspirations and to transform the quality of life of consumers in developing markets. Besides media, Bodhi Tree's areas of interest include delivery of education and healthcare. In 2022, Bodhi Tree Systems forged two strategic alliances: one with RIL's Viacom18 to transform Jio Cinema into the leading destination for media consumption in India; and another with ALLEN Career Institute, where with the same, digital first strategy, Mr. Uday Shankar is driving the transformation of ALLEN that is redefining how students study and learn. His disruptive role and successes in the digital initiatives has made him a magnet for top-tier digital talent from all over the world. And today, many of his mentees and colleagues have gone on to lead major technology companies in India and the region.

Earlier, Mr. Uday Shankar served as President of The Walt Disney Company Asia Pacific and Chairman of Disney & Star India. Beyond his corporate roles, Mr. Uday Shankar is also the first media executive to be the President of the Federation of Indian Chambers of Commerce and Industry (FICCI). He is also on the boards of Kotak Mahindra Bank, Business Standard Group of Newspapers and Apollo Health and Lifestyle Ltd.

Mr. Uday Shankar's exceptional accomplishments have earned him numerous honors. Recognized by Forbes India as the "Best CEO (MNC)" and named "Entrepreneur of the Year (Entrepreneurial CEO)" by EY, his achievements resonate. His inclusion in distinguished listings like the Indian Express' "100 Most Powerful Indians" and India Today's "50 Most Powerful People in India" affirms his impact. Moreover, he was named the "Impact Person of the Decade – Media" by Impact Magazine.

Mr. Uday Shankar holds Master's in Philosophy and Master of Arts (M.A.) honors from Jawaharlal Nehru University. Currently based in Mumbai, he continues to leave an indelible mark on the realms he touches.

Mr. Uday Shankar serves on the board of global non-profit Malaria No More. He also serves as an Advisor to the board of US-India Strategic Partnership Forum (USISPF).

Mr. Uday Shankar is also on the Boards of the following Companies:

- Kotak Mahindra Bank Limited (listed)
- Apollo Health and Lifestyle Limited
- Vidhi Centre for Legal Policy
- Viacom 18 Media Private Limited
- Marigold Park Capital Advisers Private Limited
- Business Standard Private Limited
- Allen Career Institute Private Limited

Mr. Uday Shankar is also a Chairman/ Member of the following Committees:

<b>NAME OF THE COMPANY</b>	<b>NAME OF THE COMMITTEE</b>	<b>MEMBER/ CHAIRMAN</b>
Kotak Mahindra Bank Limited	Nomination & Remuneration Committee	Chairman
	IT Strategy & Digital Payments Promotion Committee	Chairman
	Customer Service Committee	Chairman
Allen Career Institute Private Limited	Strategic Committee	Member

Mr. Uday Shankar is a member of the Risk Management Committee of the Company.

Mr. Uday Shankar was paid a total remuneration of Rs. 25.30 lakhs, which includes sitting fees of Rs. 8 lakhs for attending meetings of the Board and Committees thereof and commission of Rs. 17.30 lakhs, for financial year 2023-24.

Mr. Uday Shankar shall be paid remuneration by way of sitting fee for attending meetings of the Board of Directors and Committees thereof and commission as per the Remuneration Policy for the Directors, Key Managerial Personnel and other Employees of the Company.

As on date, Mr. Uday Shankar holds 1,384 equity shares in the Company. He has attended 2 Board meetings held during the financial year 2024 - 25.





