

Date: August 08, 2018

To, BSE Ltd. Department of Corporate Services Corporate Relation Department 14 th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001	To, Ahmedabad Stock Exchange Limited Kamdheni Complex, Opp Sahajanand College, Panjara Pole, Ahmedabad - 380015
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Sub: Notice of Annual General Meeting of Generic Engineering Construction and Projects Limited (formerly Welplace Portfolio and Financial Consultancy Services Limited) to be held on Wednesday, 05th September, 2018.

BSE: Scrip Code: 539407

ASE: Scrip Code: 67142

Dear Sir,

With reference to the captioned subject mentioned above and pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015, we are enclosing herewith the copy of notice of 24th Annual General Meeting of the Company to be held on Wednesday, 05th September, 2018 at 2.00 P.M. at Siddhivinayak Banquets, Orchid Hall, Opp Shreyas Cinema, next to Petrol Pump, LBS Road, Ghatkopar (West), Mumbai – 400086.

Request you to kindly take the above information on your record and acknowledge the same.

Thanking you,

Yours Faithfully,

For Generic Engineering Construction and Projects Limited
(formerly known as Welplace Portfolio and Financial Consultancy Services Limited)



Ami Shah

Company Secretary and Compliance Officer

Date: 8th August, 2018

Place: Mumbai

ANNUAL GENERAL MEETING NOTICE

GENERIC ENGINEERING CONSTRUCTION AND PROJECTS LIMITED

(Formerly known as Welplace Portfolio and Financial Consultancy Services Limited)

201 & 202, Fitwell House, 2nd Floor, Opp Home Town, LBS Road, Vikhroli West, Mumbai – 400083

CIN: L45100MH1994PLC082540

Email Id: info@gecpl.com Website: www.gecpl.com Phone No. 022-25780272

NOTICE is hereby given that the 24th Annual General Meeting (“AGM”) of the members of **GENERIC ENGINEERING CONSTRUCTION AND PROJECTS LIMITED** *(formerly Welplace Portfolio & Financial Consultancy Services Limited)*, will be held on Wednesday, 05th September, 2018 at 02.00 P.M. at Siddhivinayak Banquets, Orchid Hall, Opp Shreyas Cinema, next to Petrol Pump, LBS Road, Ghatkopar (West), Mumbai - 400086 – Maharashtra to transact the following businesses:

ORDINARY BUSINESS

ITEM NO. 1: ADOPTION OF FINANCIAL STATEMENTS

To consider and adopt the Audited Financial Statements of the company for the financial year ended March 31, 2018 and the reports of the Board of Directors (“the Board”) and Auditors’ thereon.

ITEM NO. 2: DECLARATION OF DIVIDEND

To declare final dividend of Rs 0.10/- per Equity Share of Face value Rs 10/- (Rupees Ten only) each for the financial year 2017-18.

ITEM NO. 3: APPOINTMENT OF MR TARAK BIPINCHANDRA GOR (DIN: 01550237) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a Director in place of Mr Tarak Bipinchandra Gor (DIN: 01550237), who retires by rotation and being eligible offers himself for re-appointment.

The Shareholders are therefore requested to consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr Tarak Bipinchandra Gor (DIN: 01550237) as a director liable to retire by rotation.”

ITEM NO. 4: RATIFICATION ON APPOINTMENT OF STATUTORY AUDITORS

To ratify the appointment of auditors of the Company and to fix the remuneration payable to them for the Financial year 2018-19, as may be determined by the Board of Directors of the Company in consultation with the Auditors. The Shareholders are therefore requested to ratify and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the rules framed thereunder and pursuant to the recommendation of the Audit Committee and the Board of Directors and pursuant to the approval of the members at 23rd Annual General Meeting of the Company, the Company hereby ratifies the appointment of M/s SDA & Associates, Chartered Accountants (Firm Registration No 120759W), as the Auditors of the Company to hold office until the conclusion of the 28th Annual General Meeting of the Company, at a remuneration to be determined by the Board of Directors of the Company in consultation with the auditors of the Company .”

SPECIAL BUSINESS

ITEM NO. 5: APPOINTMENT OF COL ANURAG CHANDRA MANI PATHAK (DIN: 02627362) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and Rules made there under read with Schedule IV to the Act, (including any amendment thereof), Col Anurag Chandra Mani Pathak (DIN: 02627362), who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 08, 2018 and whose term of office expires at the ensuing Annual General Meeting (“AGM”) and in respect of whom the Company has received a Notice in writing from a member proposing his candidature for the office of Director along with the deposit of the requisite amount as specified under Section 160 of the Companies Act 2013 and declaration from the Director himself that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from February 08, 2018.

RESOLVED FURTHER THAT the Board be and is here by authorized to do all such acts, deeds matter and things as may be necessary, proper expedient or desirable to give effect to this Resolutions and / or to make modification as may be deemed to be in the best interest of the company.”

ITEM NO. 6: APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTION WITH HOLDING AND OTHER ASSOCIATE COMPANIES

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (Act) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Company’s policy on Related Party Transactions and in continuation of omnibus approval of Audit Committee dated 02nd August, 2018, approval of Shareholders be and is hereby accorded for entering into contract(s)/ arrangement(s)/ transaction(s) with the below mentioned related parties falling within the purview of the aforesaid regulations with relation to the availing/providing services viz renting of immovable property, leasing of Equipment’s on hire basis, providing works contract services etc at arm’s length basis and in Company’s ordinary course of business.

RESOLVED FURTHER THAT consent of the members for the related party transactions between the Company and related parties be and is hereby accorded for the financial year 2018-19 on such terms and conditions in the following prescribed manner:

Name of the Related Party	Nature of Services/transactions	Transaction Value
Generic Engineering and Construction Private Limited	1) Renting of immovable property, 2) Leasing of Equipment's 3) Works contract services	Upto an amount not exceeding Rs 10 Crs
Heben Chartered Resources Private Limited	1) Leasing of Equipment's	Upto an amount not exceeding Rs 5 Crs
TAG Redevelopers LLP	1) Works contract services	Upto an amount not exceeding Rs 10 Crs
Triveni Lifestyle Developers LLP	1) Works contract services	Upto an amount not exceeding Rs 50 Crs
TOTAL		75 Crs

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to undertake all such acts, deeds, matters and things to finalize and execute such documents and writings as may be deemed necessary, proper and desirable in its absolute discretion to give effect to the aforesaid Resolution.”

ITEM NO. 7: SUB-DIVISION OF 1 (ONE) EQUITY SHARE OF THE FACE VALUE OF RS 10/- EACH TO 2 (TWO) EQUITY SHARES OF FACE VALUE RS 5/- EACH

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provision of Section 61 (1) (d), 64 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification or re-enactment thereof, for the time being in force), Regulation 29 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and the provisions of Memorandum of Association and Articles of Association of the Company and subject to such other approvals, consent, permissions and sanctions as may be necessary from the appropriate authorities or bodies, consent of the members of the company be and is hereby accorded for the sub-division of 1 (One) Equity share of the Company having face value of Rs 10/- (Rupees Ten only) each fully paid-up into 2 (two) Equity shares having a face value Rs 5/- each fully paid-up (“Sub-Division”).

RESOLVED FURTHER THAT pursuant to the sub-division, 2 (two) Equity shares having a face value Rs 5/- each be allotted in lieu of the existing 1 (One) Equity share of the Company having face value of Rs 10/- each subject to the terms of Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects with the existing fully paid up Equity Shares of the Company and shall be entitled to participate in full after the sub-divided Equity Shares are allotted.

RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the existing share certificate(s) in relation to the existing equity shares of Face value of Rs 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the “Record Date” to be fixed by the Company and Company may without requiring the surrender of existing share certificate(s) directly issue and dispatch the new share certificate(s) of the company, in lieu thereof, subject to the provisions of the Companies (Share Capital and

Debentures) Rules, 2014 and in the case of members who hold the equity shares / opt to receive the sub-divided equity shares in dematerialized form, the sub-divided equity shares of Face value of Rs 5/- (Rupee Five only) each shall be credited to the respective beneficiary account of the members with the respective depository participants and the Company shall undertake such corporate actions as may be necessary in relation to the existing equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution the Board of Directors of the Company (“the Board”) (which expression shall also include a duly authorized Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate, all or any of the powers herein conferred to any committee of directors or any other officer(s) of the Company.”

ITEM NO. 8: ALTERATION OF CAPITAL CLAUSE V OF MEMORANDUM OF ASSOCIATION OF COMPANY

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 13 and 61 and all other applicable provisions, if any, of the Companies Act, 2013 and the allied Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Clause V of the Memorandum of Association of the Company be and is hereby amended by deletion of the existing Clause V and substitution thereof by the following Clause:

- V. The Authorized Share Capital of the Company is Rs. 23,00,00,000/- (Rupees Twenty-Three Crores Only) divided into 4,60,00,000 (Four Crore Sixty Lakhs only) Equity Shares of Rs 5/- (Rupees Five only) each. The Company shall have power to increase the said capital and to issue any part of its capital, original or increased, with or without any preferential rights, privileges, conditions or advantages over or as compared with any shares previously issued or to be thereafter issued, whether in respect of dividend or repayment of capital or both and whether with any special rights of voting or without any right of voting and generally on such terms as the Company may from time to time determine, nevertheless that in the event of the Capital of the Company (including the original Capital) being or becoming divided into shares of different classes, the rights or privileges attached to any class, may be affected, altered, modified or dealt with only in accordance with the provisions in that behalf contained in the Articles of Association of the Company for the time being subject to the provisions of the Companies Act, 2013.

The Company shall have power from time to time to increase or reduce its capital. The shares forming part of the Capital (original, increased or reduced) of the Company may be sub-divided, consolidated or divided into such classes, with any preferential, deferred, qualified, special or other rights, privileges or conditions attached thereto and be held upon such terms as may be determined by the Articles of Association and Regulations of the Company for the time being or otherwise.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company (“the Board”) (which expression shall also include a duly authorized Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things and give such directions as it may deem necessary, proper or desirable and to settle any question, difficulty or

doubt that may arise in this regard and also to delegate, all or any of the powers herein conferred to any committee of directors or any other officer(s) of the Company.”

**ITEM NO. 9: REVISION IN REMUNERATION OF MR TARAK BIPINCHANDRA GOR (DIN: 01550237),
WHOLE TIME DIRECTOR AND CFO OF THE COMPANY**

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

“**RESOLVED THAT** in partial modification of resolution passed at the 23rd Annual General Meeting of the Company held on September 29, 2017 and pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded for increase in the remuneration of Mr Tarak Bipinchandra Gor (DIN 01550237) with effect from April 01, 2018 for the remainder period of the tenure of his office, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT that the Board be and is hereby authorized to vary the terms and conditions of appointment including remuneration payable to Mr Tarak Bipinchandra Gor (DIN 01550237), provided that the remuneration payable shall not exceed the maximum limits as applicable for the payment of such managerial remuneration specified in the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Directors of the Company, be and are hereby severally authorized to sign and file such forms or documents as may be required to be filed with Ministry of Corporate Affairs or Registrar of Companies or such other authority as may be required, to settle any doubt or question arising with regards to the aforesaid appointment and to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.”

**ITEM NO. 10: REVISION IN REMUNERATION OF MR JAYESH SHESHMAL RAWAL (DIN: 00464313),
EXECUTIVE DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** in partial modification of resolution passed at the 23rd Annual General Meeting of the Company held on September 29, 2017 and pursuant to recommendation of the Nomination and Remuneration Committee, and approval of the Board and subject to the provisions of section 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded for increase in the remuneration of Mr Jayesh Sheshmal Rawal (DIN 00464313) with effect from April 01, 2018 for the remainder period of the tenure of his office, as set out in the Explanatory Statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT that the Board be and is hereby authorized to vary the terms and conditions of appointment including remuneration payable to Mr Jayesh Sheshmal Rawal (DIN 00464313), provided that the remuneration payable shall not exceed the maximum limits as applicable for the payment of such managerial remuneration specified in the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Directors of the Company, be and are hereby severally authorized to sign and file such forms or documents as may be required to be filed with Ministry of Corporate Affairs or Registrar of Companies or such other authority as may be required, to settle

any doubt or question arising with regards to the aforesaid appointment and to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution.”

ITEM NO. 11: RE-CLASSIFICATION AND RE-CONSTITUTION OF THE PROMOTERS AND PROMOTER GROUP OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 31 A and other relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable provisions of the Companies Act, 2013, if any, and consequent to acquisition of 57.37% of the total issued capital of the Company as on March 31, 2017 by Mr Manish Ravilal Patel, Generic Engineering and Construction Private Limited (hereinafter referred to as the “Acquirers”), Ms Hemlata Manish Patel, Ms Krupa Manish Patel, Ms Ranjan Dinesh Patel, Ms Nayana Ravilal Patel and Ms Trupti Mitul Patel (hereinafter referred to as the “Persons action in concert –PAC’s”) pursuant to Regulation 3(1) and 4 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 by way of Preferential Allotment and through Share Purchase Agreement dated November 07, 2016 between Mr Hiren Kothari and Mr Manish Ravilal Patel and subject to necessary approvals from Stock Exchange(s) and other appropriate Regulatory authorities, Mr Hiren Kothari the “Erstwhile Promoter” having ceased to hold any shares in, or exercising any control over the company, nor have any special rights through formal and informal arrangement be and are hereby reclassified as non-promoters in public category.”

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby authorized to make an application to the BSE Ltd and other stock exchanges where the shares of the Company are listed and also authorized to file necessary returns with Registrar of Companies along with the necessary documents and to do all such acts, deeds, things and acts as may be necessary and expedient to give effect to this resolution.”

**By Order and on behalf of the Board of Directors of
Generic Engineering Construction and Projects Limited
(Formerly Welplace Portfolio & Financial Consultancy Services Limited)**

**SD/-
Ami Shah
Company Secretary & Compliance Officer**

Place: Mumbai

Dated: 02nd August, 2018

Notes:

1. A statement setting out the material facts relating to the ordinary and special business to be transacted at the Meeting pursuant to section 102(1) of the Companies Act, 2013 is annexed hereto. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of Directors seeking appointment/ re-appointment at the Annual General Meeting is furnished as Annexure A to the Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON BEHALF OF SELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE ENCLOSED PROXY FORM SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING. A PERSON SHALL NOT ACT AS A PROXY FOR MORE THAN 50 MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL VOTING SHARE CAPITAL OF THE COMPANY. HOWEVER, A SINGLE PERSON MAY ACT AS A PROXY FOR A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL VOTING SHARE CAPITAL OF THE COMPANY PROVIDED THAT SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. Corporate members intending to send their Authorized Representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Members are requested to notify any change in their address, email id, nominations under the signature of the registered holder(s) to the Company's Registrar and Share Transfer Agent M/S Satellite Corporate Services Private Limited, Unit: - Generic Engineering Construction and Projects Limited, Unit No 49, Bldg No 13-A-B, 2nd Floor, Samhita Commercial Co-op Soc Ltd, off Andheri kurla Lane, MTNL Lane, Mumbai - 400072 and to the Depository Participants in respect of shares held in electronic form.
6. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the Meeting.
7. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH 13 prescribed by the Government can be obtained from the Registrar and Share Transfer Agent i.e Satellite Corporate Services Private Limited.
8. Members are requested to send in their queries at least a week in advance to the Company Secretary at the Registered Office of the Company to facilitate clarifications during the Meeting.

9. Non-resident Indian shareholders are requested to inform about the following to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately of: -
 - a) The change in the residential status on return to India for permanent settlement;
 - b) The particulars of the NRE account with a Bank in India, if not furnished earlier.
10. The Securities and Exchange Board of India (SEBI) vide circular No MRD/DoP/CIR-05/2007 dated April 27, 2007 has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. In continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/ private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Registrar and Share Transfer Agent for registration of such transfer of shares.
11. Members/proxies should bring their copies of the Notice, admission slip duly filled in along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license for attending the meeting.
12. The dividend, if declared at the Annual General Meeting, would be paid/dispatched after September 05, 2018 to those persons or their mandates:
 - a) whose names appear as Beneficial Owners as at the end of the business hours on Thursday, September 13, 2018 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
 - b) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/its Registrar and Transfer Agents on or before Thursday, September 13, 2018.
13. The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend through Electronic Clearing Service (ECS) to investors wherever ECS and bank details are available. In the absence of ECS facilities, the Company will print the bank account details, if available, on the payment instrument for distribution of dividend. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of/change in such bank details. Further, instructions if any already given by them in respect of shares held in physical form will not be automatically applicable to shares held in electronic mode. Members who wish to change such bank account details are therefore requested to advise their Depository Participants about such change, with complete details of bank account.
14. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the Electronic Clearing Service (ECS)/ National Electronic Clearing Service (NECS). Members wishing to avail of this facility are requested to intimate the Company's Registrar and Transfer Agents/Depository Participants in the prescribed form and with the prescribed details. Members located in places where ECS/ NECS facility is not available may submit their bank details to the Registrar and Transfer Agents. This will enable the Company to incorporate this information on the dividend warrants and thus prevent fraudulent encashment.

15. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact Company's Registrar and Share Transfer Agent i.e Satellite Corporate Services Private Limited, or directly approach any depository participant for assistance in this regard.
16. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, electronic copy of the Notice of the 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 to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the 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 in the permitted mode.
17. Members may note that the Notice of the Annual General Meeting will also be available on the Company's website www.gecpl.com for their download. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 10:00 a.m. to 1:00 p.m. up to and including the date of AGM. For any communication, the shareholders may also send requests to the Company's investor email id: cs@gecpl.com or info@gecpl.com.
18. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with their Depository Participants or with Satellite Corporate Services Private Limited (Company's Registrar and Share Transfer Agent) to enable us to send them the communications meant for the members via email.
19. A route map to the venue of the AGM has been provided at the end of this Notice.

VOTING THROUGH ELECTRONIC MEANS:

20. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to all its Members through the e-voting services provided by Satellite Corporate Services Private Limited, the Registrar and Share Transfer Agents of the Company on all the resolutions set forth in this notice. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting. For this purpose, Company has engaged the services of National Securities and Depository Limited (NSDL) as authorized agency to provide e-voting facility. The manner of carrying out e-voting are provided herein below.
21. The facility of voting through postal ballot, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM.

22. Members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
23. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the Cut-off date being Wednesday, August 29, 2018. A Person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Wednesday, August 29, 2018 only shall be entitled to avail the facility of remote e-voting/voting at the Meeting through ballot papers.
24. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
25. The Company has appointed Ms Dipika Biyani, Practicing Company Secretary to act as the Scrutinizer, to scrutinize the e-voting process (including votes cast by the Members at the Annual General Meeting) in a fair and transparent manner.
26. The Scrutinizer shall immediately after the conclusion of Voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company. The scrutinizer shall submit a consolidated Scrutinizer Report of the total votes cast in favor of or against, if any, not later than two (2) days after the conclusion of the AGM to the Company.
27. The resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions
28. The procedure to be followed by the Shareholders for remote e-voting is as follows:
 - a. The remote E-voting period commences on Saturday September 01, 2018 at 09.00 AM and ends on Tuesday September 04, 2018 at 05.00 PM (both days inclusive). During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date of Wednesday, August 29, 2018 may cast their vote electronically. The remote e-voting module shall be blocked forthwith at the end of the aforesaid mentioned time limit for voting thereafter. Once the vote on a resolution is cast by the Member, he/ she shall not be allowed to change it subsequently. (Note: Remote e-voting shall not be allowed beyond the said time period).
 - b. Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]
 - c. Open the attached PDF file "e-Voting.pdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting
 - d. Launch the internet browser by typing the URL <https://www.evoting.nsdl.com/>
 - e. Click on "Shareholder - Login"

- f. Insert the user ID and password as initial password noted in step (c) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com
- g. You will now reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$ etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail id etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- h. Home page of remote "e-Voting" opens. Click on e-Voting: Active Voting Cycles
- i. On successful login, the system will prompt you to select the EVEN of Generic Engineering Construction and Projects Limited
- j. Now you are ready for e-voting as "Cast Vote" page opens.
- k. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted
- l. Shareholders holding multiple folios/demat account shall choose the voting process separately for each folios/demat account
- m. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained
- n. Corporate/Institutional members (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail with a copy marked to dipika.biyani@gmail.com with a copy marked to evoting@nsdl.co.in. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVEN NO."
- o. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com

**By Order and on behalf of the Board of Directors of
Generic Engineering Construction and Projects Limited
(Formerly Welplace Portfolio & Financial Consultancy Services Limited)**

**SD/-
Ami Shah
Company Secretary & Compliance Officer**

Place: Mumbai

Dated: 02nd August, 2018

STATEMENT SETTING OUT THE MATERIAL FACTS CONCERNING AND RELATING TO THE ORDINARY AND SPECIAL BUSINESS TO BE TRANSACTED AT THE MEETING PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 4: RATIFICATION ON APPOINTMENT OF STATUTORY AUDITORS

M/s SDA & Associates, Chartered Accountants (Firm Registration No 120759W), were appointed as the Statutory auditors of the Company at the 23rd Annual General Meeting of the Company held on September 29, 2017 to hold the office from the conclusion of Twenty-Third (23rd) AGM for a period of five consecutive financial years till the conclusion of Twenty Eighth (28th) AGM to be held in FY 2022-23. The Company has received letter under Section 139 of the Act and the Companies (Audit and Auditors) Rules, 2014 from M/S SDA & Associates, Chartered Accountants to the effect that if the appointment is ratified it would be in accordance with provisions of Section 141 of the Act and that they are not disqualified.

As per the provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by Members at every AGM.

Accordingly, ratification of the Members is being sought for appointment of statutory auditors as per the proposal contained in the Resolution set out at Item No. 4 of the notice.

None of the Directors or Key Managerial Personnel (KMP) or relatives of Directors and KMPs is concerned or interested in the Resolution set out at Item No. 4 of the accompanying notice.

The Board recommends an **Ordinary Resolution** at Item No. 4 for approval by the Members.

ITEM NO. 5: APPOINTMENT OF COL ANURAG CHANDRA MANI PATHAK (DIN: 02627362) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Col Anurag Chandra Mani Pathak, was appointed as an Additional Independent Director by the Board at its Meeting held on February 08, 2018 in accordance with the provisions of Section 149, 152 and 161 of the Companies Act, 2013 to hold office upto the end of this ensuing Annual General Meeting. Notice have been received from a member proposing his candidature to be appointed as the Director pursuant to section 160 of the Companies Act, 2013 together with the necessary deposit of Rs 1,00,000/- (Rupees One Lakhs only). Board Members now propose to appoint Col Anurag Chandra Mani Pathak as an Independent Director of the Company w.e.f. February 08, 2018 in accordance with the provisions of Sections 149, 161 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), for a period of 5 years up to February 07, 2023 whose period of office shall not be liable to retirement by rotation.

The Company has also received a declaration from Col Anurag Chandra Mani Pathak confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Col Anurag Chandra Mani Pathak is a MSC, B-tech and MBA (HRM) qualified person and has more than 38 years of experience in the field of Infra-Structure Development and Building Development. The Board is of the opinion that the appointment of Col Anurag Chandra Mani Pathak would be immense benefit to the company.

Col Anurag Chandra Mani Pathak is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. In the

opinion of the Board, Col Anurag Chandra Mani Pathak fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management. Col Anurag Chandra Mani Pathak is not related to any other Director and Key Managerial Personnel of the Company.

A copy of the letter of appointment for Independent Directors, setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working day upto the date of Annual General Meeting.

Sitting fees: - He shall be eligible for availing sitting fees for attending the meetings of the Board of Directors or Committees thereof from the date of his appointment.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013. The disclosure under Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015, is provided at Annexure A of this Notice.

Except Col Anurag Chandra Mani Pathak none of the Directors and Key Managerial persons of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No 5.

The Board recommends an **Ordinary Resolution** at Item No. 5 for approval by the Members.

ITEM NO. 6: APPROVAL OF THE MATERIAL RELATED PARTY TRANSACTION WITH HOLDING AND OTHER ASSOCIATE COMPANIES

Our Company is primarily engaged in the business of providing services for civil construction and infrastructure development of various projects ranging on different models and scale.

Further to Section 188 and any other applicable provisions of the Act and Rules framed thereunder and as per Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) amended from time to time, a transaction with a Related Party considered material, if the transaction/ transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

Pursuant to the said Regulation, all material related party transactions require approval of the members through an ordinary resolution and all related parties shall abstain from voting on such resolutions.

The key details pursuant to clause 3(ii)(a)(iii) of Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 are as below:

Name of the Related Party	Name of the Director or KMP who is related	Nature of Relationship	Nature of Services/transactions	Monetary value of the contract or arrangement (Rs in Crs)	
				2017-2018	2018-2019
Generic Engineering and Construction Private Limited	Mr Manish Patel and Ms Trupti Patel	Holding Company	1) Renting of immovable property,	0.66	Upto an amount not exceeding Rs 10 Crs
			2) Leasing of Equipment's	0.81	
			3) Works contract services	0.63	
Heben Chartered Resources Private Limited	Mr Manish Patel and Ms Trupti Patel	Entity on which one or more Director/KMP have a significant influence / control	1) Leasing of Equipment's	0.03	Upto an amount not exceeding Rs 5 Crs
TAG Redevelopers LLP	Mr Manish Patel and Ms Trupti Patel	Entity on which one or more Director/KMP have a significant influence / control	1) Works contract services	2.05	Upto an amount not exceeding Rs 10 Crs
Triveni Lifestyle Developers LLP	Mr Manish Patel and Ms Trupti Patel	Entity on which one or more Director/KMP have a significant influence / control	1) Works contract services	--	Upto an amount not exceeding Rs 50 Crs

The aforementioned parties fall under the purview of related party of the Company as per the provisions of the Companies Act, 2013, Listing Regulations and rules made thereunder. Considering business exigencies, during the FY 2017-18, your Company has been dealing through such transactions with the said related party. The value of the proposed aggregate transactions is likely to exceed the threshold limit during the financial year 2018-19. Hence approval of the members be and is hereby accorded for entering into the transaction with the Related Party in the above specified manner.

Except Mr Manish Ravilal Patel and Ms Trupti Mitul Patel none of the Directors and Key Managerial persons of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No 6.

The Board recommends an **Ordinary Resolution** at Item No. 6 for approval by the Members.

ITEM NO. 7: SUB-DIVISION OF 1 (ONE) EQUITY SHARE OF THE FACE VALUE OF RS 10/- EACH TO 2 (TWO) EQUITY SHARES OF FACE VALUE RS 5/- EACH

The Equity Shares of the Company are listed on BSE Ltd and Ahmedabad Stock Exchange. The same are actively traded on BSE Ltd. With a view to encourage the participation of retail investors by making the Equity shares of the Company affordable, and also with a view to improve the liquidity of the Company's Equity shares in Stock Market, the Board of Directors at its meeting held on May 19, 2018 considered and approved the sub-division of 1 (One) Equity share of the Company having face value of Rs 10/- (Rupees Ten only) each fully paid-up into 2 (two) Equity shares having a face value Rs 5/- each fully paid-up, subject to approval of the Shareholders and any other statutory and regulatory approvals, as applicable. The record date for the aforesaid sub-division of the Equity Shares is September 13, 2018.

The provisions of Section 61 of the Companies Act, 2013 require the Company to seek approval of Shareholders and accordingly Board recommends the resolution set out at item no 7 of the Notice for the approval of the members as ordinary Resolution.

None of the Directors and Key Managerial persons of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No 7.

The Board recommends an **Ordinary Resolution** at Item No. 7 for approval by the Members.

ITEM NO. 8: ALTERATION OF CAPITAL CLAUSE V OF MEMORANDUM OF ASSOCIATION OF COMPANY

The Company pursuant to the provisions of Section 13, 61 and 64 of the Companies Act, 2013 and rules made thereunder intends to change the Authorized Share Capital as mentioned in the Memorandum of Association of the Company due to change in face value of existing 1 (one) Equity share of Rs face value Rs 10/- (Rupees Ten only) each to 2 (two) Equity Shares of Face Value Rs 5/- (Rupees Five only) each.

In view of this, the Company intends to broad base its capital for growth, expansion purposes.

Pursuant to the provisions of Section 13 of the Companies Act, 2013, alteration of Authorized Share Capital under Memorandum of Association of the Company requires approval of the shareholders of the Company by way of ordinary resolution and hence the Board recommends the resolution set out at item no 8 of the Notice for the approval of the members as ordinary Resolution.

A copy of the Memorandum of Association along with proposed amendments will be open for inspection by the Members at the Registered Office of the Company during business hours on all working days upto the date of this meeting.

None of the Directors and Key Managerial persons of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No 8.

The Board recommends an **Ordinary Resolution** at Item No. 8 for approval by the Members.

ITEM NO. 9: REVISION IN REMUNERATION OF MR TARAK BIPINCHANDRA GOR (DIN: 01550237), WHOLE TIME DIRECTOR AND CFO OF THE COMPANY

At the 23rd Annual General Meeting of the Company held on September 29, 2017, members of the Company had approved the appointment of Mr Tarak Bipinchandra Gor (DIN 01550237) as a Whole-

time Director and CFO for a period of 3 (three) years commencing on and from February 27, 2017 till February 26, 2020 on a gross remuneration of Rs 9,00,000/- (Rs Nine lakhs only) per annum.

Mr Tarak Bipinchandra Gor oversees the overall management and functioning of the Company. His responsibilities in the Company encompass the various activities such as controlling Finance, reporting to various statutory authorities, maintaining internal controls, reviewing the legal and Secretarial compliances etc. He supervises the functioning of various departments viz Accounts, Finance, Taxation, Legal and Company Secretarial matters. Mr Tarak Bipinchandra Gor has made significant contribution to the Company's growth and in planning and implementing the Company's business strategies.

His directorships/committee positions are as under:

Name of the Companies	Nature and office held
Generic Engineering Construction and Projects Ltd	<ul style="list-style-type: none">• Whole-Time Director and CFO• Member (Audit Committee)• Member (Managing Committee)• Chairman (Corporate Social Responsibility Committee)

Taking into consideration the increased business activities of the Company and the responsibilities cast on him and also on recommendation of Nomination and Remuneration Committee, the Board of the Directors of the Company at their meeting held on 02nd August, 2018 have passed a resolution for upward revision of the remuneration payable to Mr Tarak Bipinchandra Gor effective April 1 2018, for the remainder of his term i.e. upto February 26, 2020, subject to approval of the shareholders of the Company. All other terms and conditions of appointment of Mr Tarak Bipinchandra Gor remains unchanged.

The proposal to increase the existing remuneration payable to Mr Tarak Bipinchandra Gor is as follows effective April 1, 2018 for the remainder period of his term i.e. up to February 26, 2020, subject to the approval of the Shareholders of the Company: -

- (a) Basic Salary: Rs 80,000/- (Rupees Eighty Thousand only) per month with such increments as the Board may decide from time to time, subject to limits prescribed under Section 197 read with Schedule V of Companies Act 2013
- (b) Special Allowance: Rs 77,000/- (Rupees Seventy-Seven Thousand only) per month with such increments as the Board may decide from time to time, subject to limits prescribed under Section 197 read with Schedule V of Companies Act 2013.
- (c) Other Allowances/ Perquisites:
- Conveyance : Rs 6,000/- per month
 - Attire Allowance : Rs 3,000/-per month
 - Telephone Allowance : Rs 6,000/-per month
 - Driver's Salary : Rs 14,000/-per month
 - Food Encashment : Rs 14,000/-per month

The total gross remuneration payable to Mr Tarak Bipinchandra Gor is Rs 24,00,000/- (Rupees Twenty-Four Lakhs only) per annum. When in any financial year, the Company has no profits or its

profits are inadequate, the remuneration as aforesaid will be paid to Mr Tarak Bipinchandra Gor in accordance with the applicable provisions of Schedule V of the Act.

Sitting fees: - He shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof from the date of his appointment.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013. The disclosure under Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015, is provided at Annexure A of this Notice.

Except Mr Tarak Bipinchandra Gor none of the Directors and Key Managerial persons of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No 9.

The Board recommends a **Special Resolution** at Item No. 9 for approval by the Members.

ITEM NO. 10: REVISION IN REMUNERATION OF MR JAYESH SHESHMAL RAWAL (DIN: 00464313), EXECUTIVE DIRECTOR OF THE COMPANY

At the 23rd Annual General Meeting of the Company held on September 29, 2017, members of the Company had approved the appointment of Mr Jayesh Sheshmal Rawal (DIN 00464313) as an Executive Director for a period of 3 (three) years commencing on and from August 11, 2017 till August 10, 2020 on a gross remuneration of Rs 9,00,000/- (Rs Nine lakhs only) per annum.

During his tenure Mr Jayesh Sheshmal Rawal has contributed significantly towards the growth of the Company and has been actively responsible for fund raising activities, investor relations and meetings and other related activities. His efforts have helped the Company raising a capital of around 50 crs from different investors which includes resident and well as non-resident investors.

His directorships/committee positions are as under:

Name of the Companies	Nature and office held
Generic Engineering Construction and Projects Ltd	<ul style="list-style-type: none">• Executive Director• Member (Stakeholders Relationship Committee)• Member (Corporate Social Responsibility Committee)
Vidhi Investment Solution Private Limited	<ul style="list-style-type: none">• Director
Ingress India Healthcare Private Limited	<ul style="list-style-type: none">• Director

Taking into consideration above the Board of Directors at their meeting held on 02nd August, 2018 have passed a resolution for upward revision of the remuneration payable to Mr Jayesh Sheshmal Rawal effective April 01 2018, benchmarking it to the remuneration paid to the managerial persons in the similar industry, subject to the approval of the Shareholders of the Company, after taking into

consideration recommendation of the Nomination and Remuneration Committee of the Board of Directors of the Company.

The proposal to increase the existing remuneration payable to Mr Jayesh Sheshmal Rawal is as follows effective April 1, 2018 for the remainder period of his term i.e. up to August 10, 2020, subject to the approval of the Shareholders of the Company: -

(d) Basic Salary: Rs 80,000/- (Rupees Eighty Thousand only) per month with such increments as the Board may decide from time to time, subject to limits prescribed under Section 197 read with Schedule V of Companies Act 2013

(e) Special Allowance: Rs 77,000/- (Rupees Seventy-Seven Thousand only) per month with such increments as the Board may decide from time to time, subject to limits prescribed under Section 197 read with Schedule V of Companies Act 2013.

(f) Other Allowances/ Perquisites:

- Conveyance : Rs 6,000/- per month
- Attire Allowance : Rs 3,000/-per month
- Telephone Allowance : Rs 6,000/-per month
- Driver's Salary : Rs 14,000/-per month
- Food Encashment : Rs 14,000/-per month

The total gross remuneration payable to Mr Jayesh Sheshmal Rawal is Rs 24,00,000/- (Rupees Twenty-Four Lakhs only) per annum. When in any financial year, the Company has no profits or its profits are inadequate, the remuneration as aforesaid will be paid to Mr Jayesh Sheshmal Rawal in accordance with the applicable provisions of Schedule V of the Act.

Sitting fees: - He shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committees thereof from the date of his appointment.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013. The disclosure under Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015, is provided at Annexure A of this Notice.

Except Mr Jayesh Sheshmal Rawal none of the Directors and Key Managerial persons of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No 10.

The Board recommends a **Special Resolution** at Item No. 10 for approval by the Members.

ITEM NO. 11: RE-CLASSIFICATION AND RE-CONSTITUTION OF THE PROMOTERS AND PROMOTER GROUP OF THE COMPANY

The Board of the Directors of the Company at their meeting held on November 07, 2016 had proposed to issue 90,91,800 Equity Shares of face value Rs 10/- each to Generic Engineering and Construction Private Limited (hereinafter referred to as the "Acquirers"), Ms Hemlata Manish Patel, Ms Krupa Manish Patel, Ms Ranjan Dinesh Patel, Ms Nayana Ravilal Patel and Ms Trupti Mitul Patel (hereinafter referred to as the "Persons action in concert –PAC's") subject to approvals of the shareholders and the regulatory authorities. The Board also further approved the transfer of 2,91,600 Equity Shares pursuant to Share Purchase Agreement dated November 07, 2016 from Mr

Hiren Kothari (hereinafter referred to as the “Erstwhile Promoter”) to Mr Manish Ravilal Patel (hereinafter referred to as the “Acquirers”).

The above said preferential allotment of 90,91,800 Equity Shares and transfer of 2,91,600 Equity Shares pursuant to Share Purchase Agreement had triggered the obligation of Open Offer by the Acquirers and the PAC’s in terms of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, for at least 26% of the post preferential issue capital of the Company (“Open Offer”).

Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has provided a regulatory mechanism for re-classification of promoters as Public Shareholders, where the new promoter replaces the previous promoter subsequent to the Open Offer, subject to fulfillment of conditions as provided therein.

Under these regulations, the person is not desirous to be classified as the promoter of the Company, must submit a request to the Company stating the same, which is to be accepted by the Company subject to the approval of the shareholders and concerned Stock Exchanges where the shares of the Company are listed.

Post successful completion of the Open Offer, preferential allotment and transfer of shares of Mr Hiren Kothari (Erstwhile Promoter) to Mr Manish Patel (Acquirer) pursuant to Share Purchase Agreement, the Board of the Directors at their meeting held on February 27, 2017 had inducted the Acquirers and the PAC’s as new promoters of the Company. Post induction of new promoters, erstwhile promoter group is required to be reclassified as Public Shareholders pursuant to the provisions of Regulation 31A of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

The Board of Directors of the Company have received a request from the erstwhile promoters to Re-classify them as Non –promoters hence, the Board recommends the aforesaid Special Resolution for your approval. As on date, the erstwhile Promoter holds NIL shares in the Company nor he has any special rights through arrangements nor any of the Directors or KMP of the Company act as representative of the erstwhile promoter.

None of the Directors except Mr. Manish Patel and Mrs. Trupti Patel and Key Managerial persons of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No 11.

The Board recommends a **Special Resolution** at Item No. 11 for approval by the Members.

**By Order and on behalf of the Board of Directors of
Generic Engineering Construction and Projects Limited
(Formerly Welplace Portfolio & Financial Consultancy Services Limited)**

**SD/-
Ami Shah
Company Secretary & Compliance Officer**

Place: Mumbai

Dated: 02nd August, 2018

GENERIC ENGINEERING CONSTRUCTION AND PROJECTS LIMITED
(FORMERLY WELPLACE PORTFOLIO & FINANCIAL CONSULTANCY SERVICES LIMITED)
201 & 202, FITWELL HOUSE, OPP HOME TOWN, LBS ROAD, VIKHROLI (W), MUMBAI - 400083

CIN: L45100MH1994PLC082540

Email Id: info@gecpl.com Website: www.gecpl.com

Phone No. 9167720671/022-25780272

Attendance Slip

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional slip at the venue of the meeting

DP Id*	
Client Id*	

Folio No.	
No. of Shares	

NAME AND ADDRESS OF THE SHAREHOLDER :

I hereby record my presence at the 24th Annual General Meeting of the Company held on Wednesday, this 05th day of September, 2018 at 02.00 P.M. at Siddhivinayak Banquets, Orchid Hall, Opp Shreyas Cinema, Next to Petrol Pump, LBS Road, Ghatkopar (West), Mumbai – 400086.

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

Signature of Shareholder/Proxy

(*) Applicable only in case of investors holding shares in Electronic Form.

GENERIC ENGINEERING CONSTRUCTION AND PROJECTS LIMITED
(FORMERLY WELPLACE PORTFOLIO & FINANCIAL CONSULTANCY SERVICES LIMITED)
201 & 202, FITWELL HOUSE, OPP HOME TOWN, LBS ROAD, VIKHROLI (W), MUMBAI - 400083

CIN: L45100MH1994PLC082540

Email Id: info@gecpl.com Website: www.gecpl.com

Phone No. 9167720671/022-25780272

Proxy Form

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s): Registered address :		e-mail id: Folio No./*Client Id: *DP Id:	
--	--	--	--

I/We, being the member(s) holding _____ shares of Generic Engineering Construction and Projects Limited (formerly Welplace Portfolio & Financial Consultancy Services Limited), hereby appoint:

- 1) _____ of _____ having e-mail id _____ or failing him
- 2) _____ of _____ having e-mail id _____ or failing him
- 3) _____ of _____ having e-mail id _____ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 24th Annual General Meeting of the Company to be held on Wednesday, this 05th September, 2018 at 02.00 P.M. at Siddhivinayak Banquets, Orchid Hall, Opp Shreyas Cinema, next to Petrol Pump, LBS Road, Ghatkopar (West), Mumbai – 400086 and at any adjournment thereof in respect of such resolutions as are indicated below:

**I wish my above proxy to vote in the manner as indicated in the box below :

ITEM NO	RESOLUTIONS	TYPE OF RESOLUTION	FOR	AGAINST
1.	Adoption of Financial Statements	Ordinary		
2.	Declaration of Dividend.	Ordinary		
3	Appointment of Mr Tarak Bipinchandra Gor (DIN: 01550237) as a Director Liable to Retire by Rotation.	Ordinary		
4.	Ratification of Appointment of Statutory Auditor.	Ordinary		
5.	Appointment of Col Anurag Chandra Mani Pathak (DIN: 02627362) as an Independent Director of the Company.	Ordinary		

6.	Approval of the material related party transaction with holding and other associate companies	Ordinary		
7.	Sub-Division of 1 (One) Equity Share of the Face Value of Rs 10/-Each to 2 (Two) Equity Shares of Face Value Rs 5/- each	Ordinary		
8.	Alteration of capital clause V of memorandum of association of company.	Ordinary		
9.	Revision in Remuneration of Mr Tarak Bipinchandra Gor (DIN: 01550237), Whole Time Director and CFO of the Company	Special		
10.	Revision in Remuneration of Mr Jayesh Sheshmal Rawal (DIN: 00464313), Executive Director of the Company	Special		
11.	Re-classification and Re-constitution of the promoters and promoter group of the Company	Special		

Signed this ----- day of _____ 2018

Signature of Shareholder

Signature of first Proxy
Holder

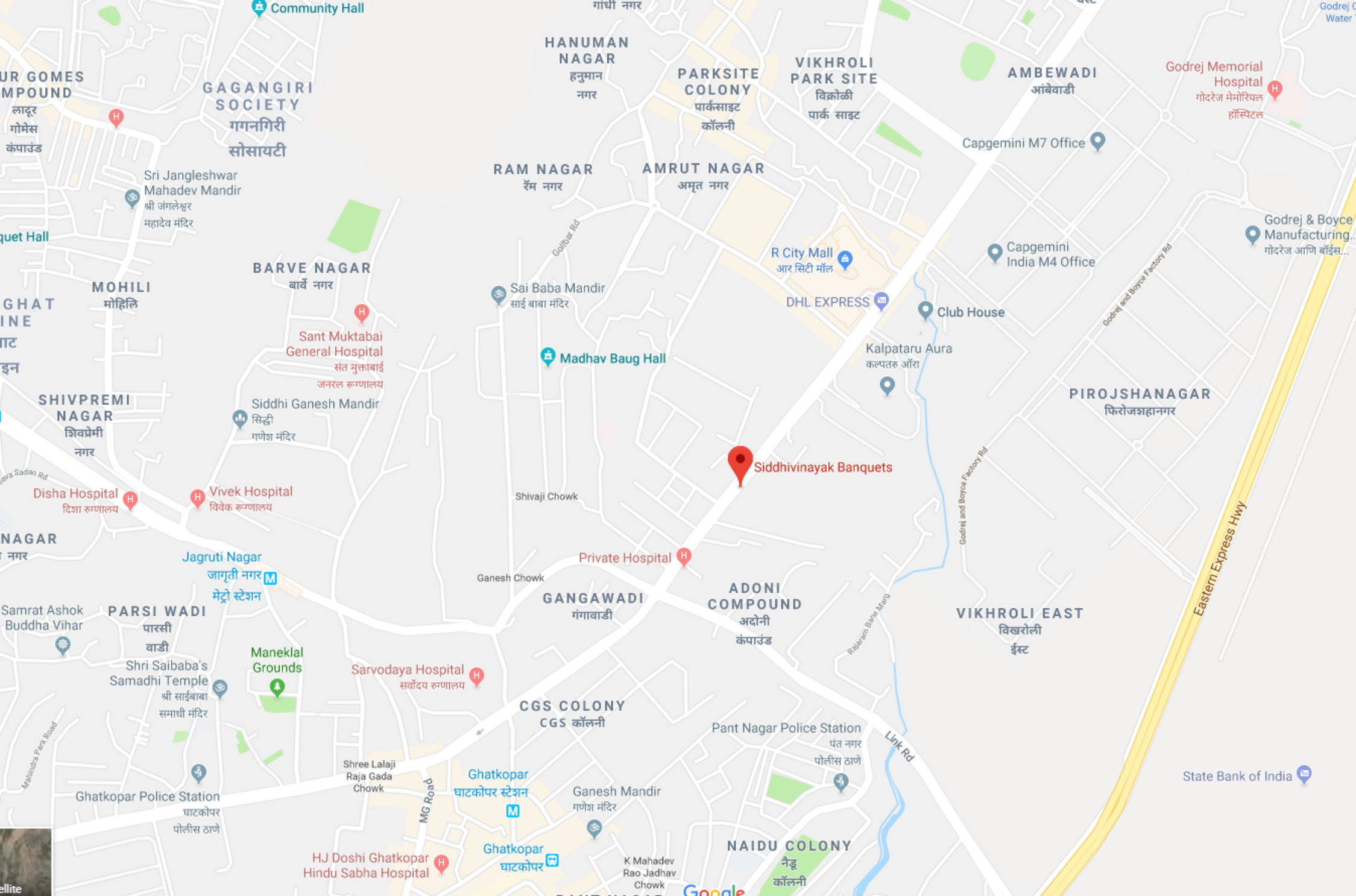
Signature of Second Proxy
Holder

Signature of third Proxy
Holder

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting results. A member holding more than 10% 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.

4. ****This is only optional. Please put 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.**
5. **Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.**
6. **In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.**



Siddhivinayak Banquets

HANUMAN NAGAR
हनुमान नगर

PARKSITE COLONY
पार्कसाइट कॉलनी

VIKHHOLI PARK SITE
विक्रोळी पार्क साइट

AMBEWADI
आंबेवाडी

Godrej Memorial Hospital
गोदरेज मेमोरियल हॉस्पिटल

GAGANGIRI SOCIETY
गगनगिरी सोसायटी

RAM NAGAR
रॅम नगर

AMRUT NAGAR
अमृत नगर

Capgemini M7 Office

Sri Jangleshwar Mahadev Mandir
श्री जंगलेश्वर महादेव मंदिर

BARVE NAGAR
बार्वे नगर

Sai Baba Mandir
साई बाबा मंदिर

R City Mall
आर सिटी मॉल

Capgemini India M4 Office

Godrej & Boyce Manufacturing
गोदरेज आणि बॉईस...

MOHILI
मोहिलि

Sant Muktabai General Hospital
संत मुक्ताबाई जनरल रुग्णालय

Madhav Baug Hall

DHL EXPRESS

Club House

Kalpataru Aura
कल्पतरु ऑरा

PIROJSHANAGAR
फिरोजशाहानगर

SHIVPREMI NAGAR
शिवप्रेमी नगर

Siddhi Ganesh Mandir
सिद्धी गणेश मंदिर

Disha Hospital
दिशा रुग्णालय

Vivek Hospital
विवेक रुग्णालय

Shivaji Chowk

Private Hospital

GANGAWADI
गंगावाडी

ADONI COMPOUND
अदोनी कंपाउंड

VIKHHOLI EAST
विक्रोळी ईस्ट

Jagruti Nagar
जागृती नगर
मेट्रो स्टेशन

Ganesh Chowk

NAGAR
नगर

PARSI WADI
पारसी वाडी

Shri Saibaba's Samadhi Temple
श्री साईबाबा समाधी मंदिर

Maneklal Grounds

Sarvodaya Hospital
सर्वोदय रुग्णालय

CGS COLONY
CGS कॉलनी

Pant Nagar Police Station
पंत नगर पोलीस ठाणे

State Bank of India

Ghatkopar Police Station
घाटकोपर पोलीस ठाणे

Shree Lalaji Raja Gada Chowk

Ghatkopar
घाटकोपर स्टेशन

Ganesh Mandir
गणेश मंदिर

HJ Doshi Ghatkopar Hindu Sabha Hospital

Ghatkopar
घाटकोपर

NAIDU COLONY
नेडू कॉलनी

K Mahadev Rao Jadhav Chowk