

Date: August 28, 2019

To,  
**BSE Ltd.**  
Department of Corporate Services  
Corporate Relation Department  
14<sup>th</sup> Floor, Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400001

**Sub: Notice of Annual General Meeting of Generic Engineering Construction and Projects Limited to be held on Monday, 30<sup>th</sup> September, 2019.**

**BSE: Scrip Code: 539407**

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 25<sup>th</sup> Annual General Meeting of the Company to be held on Monday, 30<sup>th</sup> September, 2019 at 11.30 A.M. at Mini Punjab's Lakeside Banquet, Adi Shankaracharya Marg, Near Panch kutir Bus Stop, Jogeshwari - Vikhroli Link Rd, Powai, Mumbai 400076.

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**



**Avil Shah**

**Company Secretary**

**Date: 28<sup>th</sup> August, 2019**

**Place: Mumbai**

## ANNUAL GENERAL MEETING NOTICE

### GENERIC ENGINEERING CONSTRUCTION AND PROJECTS LIMITED

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

CIN: L45100MH1994PLC082540

Email Id: [geninfo@gecpl.com](mailto:geninfo@gecpl.com) Website: [www.gecpl.com](http://www.gecpl.com) Phone No. 022-25780272

**NOTICE** is hereby given that the 25<sup>th</sup> Annual General Meeting (“AGM”) of the members of **GENERIC ENGINEERING CONSTRUCTION AND PROJECTS LIMITED**, will be held on Monday, this 30<sup>th</sup> September, 2019 at 11.30 A.M. Mini Punjab’s Lakeside Banquet, Adi Shankaracharya Marg, Near Panch kutir Bus Stop, Jogeshwari - Vikhroli Link Rd, Powai, Mumbai 400076 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, 2019 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 0.05/- per Equity Share of Face value Rs 5/- (Rupees Five only) each for the Financial Year 2018-19.

##### **ITEM NO. 3: APPOINTMENT OF MR JAYESH SHESHMAL RAWAL (DIN: 00464313) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION**

To reappoint Mr Jayesh Sheshmal Rawal (DIN: 00464313), 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 Jayesh Sheshmal Rawal (DIN: 00464313) as a director liable to retire by rotation.”

#### **SPECIAL BUSINESS**

##### **ITEM NO. 4: RATIFICATION OF REMUNERATION OF COST AUDITOR**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 (Act) and other applicable provisions, if any, read with Companies (Cost Records and Audit) Rules 2014 and the Companies (Audit and Auditors) Rules, 2014 (including statutory modifications or re-enactment thereof, for the time being in force) payment of remuneration of Rs 1,01,500/- to M/s Ashish Deshmukh and Associates (Cost Accountant), the Cost Auditor appointed by the Board of Directors

of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March 2019 and 31<sup>st</sup> March 2020 be and is hereby approved.

**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. 5: REVISION IN THE BORROWING LIMITS OF THE COMPANY UPTO THE SUM OF RS 450 CRORES**

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

“**RESOLVED THAT** in supersession of the special resolution passed at the 21<sup>st</sup> Annual General Meeting held on September 26, 2015 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to the Board of Directors of the Company to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of Rs. 450 Crores (both fund and non-fund based) at any one point of time.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper, or desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

**ITEM NO. 6: MORTGAGING THE ASSETS OF THE COMPANY IN FAVOUR OF FINANCIAL INSTITUTIONS, BANKS AND OTHER LENDERS FOR SECURING THEIR LOANS UPTO A SUM OF RS 450 CRORES**

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

“**RESOLVED THAT** in supersession of the special resolution passed at the 21<sup>st</sup> Annual General Meeting held on September 26, 2015 and pursuant to Section 180(1)(a) and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded to the Board of Directors for mortgaging, hypothecating and/ or charging all the immovable and movable properties of the Company where so ever situate, present and future, and/or conferring power, to enter upon and to take possession of assets of the Company in certain events, to or in favour of the lenders, banks, financial institutions, export credit agencies or multilateral financial institutions (hereinafter referred to as the “Lenders”) to secure the financial assistance provided/to be provided by them to the Company together with and all other monies payable by the Company to the Creditors under the loan agreements/ letters of sanction/ memorandum of terms and conditions entered into/ to be entered into by the Company in respect of the said financial assistance not exceeding in the aggregate a sum of Rs 450 Crores at any point of time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to finalize with the Lenders, documents for creating the aforesaid mortgage(s), hypothecation(s) and/or the charge(s) and to do all such acts, deeds and things as may be necessary for giving effect to the above resolution.

**RESOLVED FURTHER THAT** the mortgage(s)/ charge(s) / hypothecation(s) created/ to be created and/or all agreements/ documents executed/ to be executed and all acts done by and with the authority of the Board of Directors are hereby confirmed and ratified.”

**ITEM NO. 7: 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 23<sup>rd</sup> 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 August 01, 2019 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** 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. 8: 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 23<sup>rd</sup> 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 August 01, 2019 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.”

**By Order and on behalf of the Board of Directors of  
Generic Engineering Construction and Projects Limited**

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

**Place: Mumbai**

**Dated: August 28, 2019**

**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, 2<sup>nd</sup> 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 30, 2019 to those persons or their mandates:
  - a) whose names appear as Beneficial Owners as at the end of the business hours on Monday, September 23, 2019 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 Monday, September 23, 2019.
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](http://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](mailto:cs@gecpl.com) or [geninfo@gecpl.com](mailto:geninfo@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 provide the facility of remote e-voting to all the shareholders as per applicable Regulations relating to e-voting. 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 Monday, September 23, 2019. 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. Monday, September 23, 2019 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:

**The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:**

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

- i. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- ii. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- iii. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

iv. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
For Members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

v. Your password details are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote;
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password;
- c. How to retrieve your 'initial password'?
  - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - ii. If your email ID is not registered, your 'initial password' is communicated to

you on your postal address.

- vi. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a. Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on <https://www.evoting.nsdl.com/>.
  - b. Physical User Reset Password?” (If you are holding shares in physical mode) option available on <https://www.evoting.nsdl.com/>.
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- vii. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- viii. Now, you will have to click on “Login” button.
- ix. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

#### **How to cast your vote electronically on NSDL E-voting system?**

- i. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- ii. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
- iii. Select “EVEN” of company for which you wish to cast your vote.
- iv. Now you are ready for e-Voting as the Voting page opens.
- v. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- vi. Upon confirmation, the message “Vote cast successfully” will be displayed.
- vii. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- viii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## A. OTHER INSTRUCTIONS

- i. 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 <https://www.evoting.nsdl.com/>.
- ii. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Monday, September 23, 2019 are entitled to vote on the Resolutions set forth in this Notice.
- iii. The remote e-voting period will commence at 9.00 a.m. on Friday, September 27, 2019 and will end at 5.00 p.m. on Sunday, September 29, 2019. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Monday, September 23, 2019, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- iv. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of Monday, September 23, 2019.
- v. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Monday, September 23, 2019 may obtain the login ID and password by sending an email to [cs@gecpl.com](mailto:cs@gecpl.com) or [geninfo@gecpl.com](mailto:geninfo@gecpl.com) by mentioning their Folio No. /DP ID and Client ID No.
- vi. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to at [info@satellitecorporate.com](mailto:info@satellitecorporate.com) or [dipika.biyani@gmail.com](mailto:dipika.biyani@gmail.com) or [cs@gecpl.com](mailto:cs@gecpl.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- vii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <https://www.evoting.nsdl.com/> to reset the password.

**By Order and on behalf of the Board of Directors of  
Generic Engineering Construction and Projects Limited  
SD/-  
Ami Shah  
Company Secretary & Compliance Officer**

Place: Mumbai

Dated: August 28, 2019

**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 OF REMUNERATION OF COST AUDITOR**

The Board, on recommendation of the Audit Committee, has approved the appointment of M/s Ashish Deshmukh and Associates (Cost Accountant) as the Cost Auditor of the Company for the financial year ending on March 31, 2019 and 31<sup>st</sup> March 2020, to conduct audit of cost accounting records of the Company as may be required for cost audit under the Companies Act, 2013, and Rules made thereunder, at a remuneration of Rs 1,01,500/-, applicable taxes and out of pocket expenses, if any.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration proposed to be paid to the Cost Auditor is required to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out in the Notice for ratification of the remuneration payable to the Cost Auditors.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

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

**ITEM NO. 5: REVISION IN THE BORROWING LIMITS OF THE COMPANY UPTO THE SUM OF RS 450 CRORES**

The members of the Company at the Annual General Meeting held on September 26, 2015 had approved by way of a Special Resolution under Section 180(1)(c) of the Companies Act, 2013 borrowings over and above the aggregate of the paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time do not exceed in the aggregate, a sum of Rs 100 Crs.

Keeping in view the Company's existing and future financial requirements for expansion purpose the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital and the free reserves of the Company. Hence, it is proposed to increase the maximum borrowing limits upto Rs 450 Crores over and above paid up and Free Reserves of the Company. Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of the paid-up capital of the Company and its free reserves at any one time except with the consent of the members of the Company in a General Meeting.

Accordingly, consent of the members is sought for passing Special Resolution under Section 180(1) (c) and other applicable provisions of the Companies Act, 2013, as set out under Item No 5 of the Notice, to enable the Board of Directors to borrow monies in excess of the aggregate of the paid up share capital, free reserves and securities premium of the Company and upto a sum of Rs 450 crores.

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 a **Special Resolution** at Item No. 5 for approval by the Members.

**ITEM NO. 6: MORTGAGING THE ASSETS OF THE COMPANY IN FAVOUR OF FINANCIAL INSTITUTIONS, BANKS AND OTHER LENDERS FOR SECURING THEIR LOANS UPTO A SUM OF RS 450 CRORES**

The Company proposes to avail financial assistance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals (hereinafter referred to as the “Lenders”) as may be considered fit. In order to secure the loan amounts sanctioned by the Lenders, it will be necessary to mortgage/hypothecate and/or create charge on all the immovable and movable fixed assets of the Company in their favour for availing the financial assistance from them.

Consent of the members is being sought under the provisions of Section 180(1)(a) of the Companies Act, 2013, to mortgage the whole or substantially the whole of the undertaking for obtaining loans or other financial assistance for an aggregate sum not exceeding Rs 450 Crores only.

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 a **Special Resolution** at Item No. 6 for approval by the Members.

**ITEM NO. 7: REVISION IN REMUNERATION OF MR TARAK BIPINCHANDRA GOR (DIN: 01550237), WHOLE TIME DIRECTOR AND CFO OF THE COMPANY**

At the 23<sup>rd</sup> 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. At 24<sup>th</sup> Annual General Meeting of the Company held on September 05, 2019 members had approved the revision in remuneration payable to Mr Tarak Bipinchandra Gor (DIN 01550237) as Rs 24,00,000/- (Rupees Twenty-Four Lakhs only) per annum.

Further considering the contribution of Mr Tarak Bipinchandra Gor and the progress made by the Company under his leadership and guidance and as per the recommendation of the Nomination and Remuneration Committee, the Board of the Directors of the Company at their meeting held on Wednesday, 28<sup>th</sup> August 2019 have passed a resolution for upward revision of the remuneration payable to Mr Tarak Bipinchandra Gor effective August 01, 2019, 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 August 01, 2019 for the remainder period of his term i.e. up to February 26, 2020, subject to the approval of the Shareholders of the Company: -

COMPONENTS	%	PER MONTH	PER ANNUM
Basic + HRA	50% of gross	1,68,000	20,15,998
HRA	30%	84,000	10,08,000
Conveyance Allowance	-	-	-
Medical Allowance	-	-	-
Leave Travel Allowance	-	-	-
Phone Allowance	-	-	-
City Compensatory Allowance (CCA)		84,006	10,08,070

<b>GROSS SALARY</b>		<b>3,36,005</b>	<b>40,32,068</b>
Employee PF	12%	-	-
Employee ESIC	0.75%	-	-
Profession tax (PT)		200	2,500
<b>Total Employee Deductions</b>		<b>200</b>	<b>2,500</b>
<b>NET SALARY</b>		<b>3,35,805</b>	<b>40,29,565</b>
Employer PF	12%	-	-
Employer ESIC	3.25%	-	-
Bonus	8.33%	13,994	1,67,932
Employer Contribution		<b>13,994</b>	<b>1,67,932</b>
<b>NET SALARY</b>		<b>3,50,000</b>	<b>42,00,000</b>

The total gross remuneration payable to Mr Tarak Bipinchandra Gor is Rs 42,00,000/- (Rupees Forty-Two 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 7.

The Board recommends a **Special Resolution** at Item No. 7 for approval by the Members.

**ITEM NO. 8: REVISION IN REMUNERATION OF MR JAYESH SHESHMAL RAWAL (DIN: 00464313), EXECUTIVE DIRECTOR OF THE COMPANY**

At the 23<sup>rd</sup> 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. At 24<sup>th</sup> Annual General Meeting of the Company held on September 05, 2019 members had approved the revision in remuneration payable to Mr Jayesh Sheshmal Rawal (DIN 00464313) as Rs 24,00,000/- (Rupees Twenty-Four Lakhs only) per annum.

Further considering the contribution of Mr Jayesh Sheshmal Rawal (DIN 00464313) and the progress made by the Company under his leadership and guidance and as per the recommendation of the Nomination and Remuneration Committee, the Board of the Directors of the Company at their meeting held on Wednesday, 28<sup>th</sup> August 2019 have passed a resolution for upward revision of the remuneration payable to Mr Jayesh Sheshmal Rawal effective August 01, 2019, subject to approval of the shareholders of the Company. All other terms and conditions of appointment of Mr Jayesh Sheshmal Rawal remains unchanged.

The proposal to increase the existing remuneration payable to Mr Jayesh Sheshmal Rawal is as follows effective August 01, 2019 for the remainder period of his term i.e. up to August 10, 2020, subject to the approval of the Shareholders of the Company: -

COMPONENTS	%	PER MONTH	PER ANNUM
Basic + HRA	50% of gross	1,68,000	20,15,998
HRA	30%	84,000	10,08,000
Conveyance Allowance	-	-	-
Medical Allowance	-	-	-
Leave Travel Allowance	-	-	-
Phone Allowance	-	-	-
City Compensatory Allowance (CCA)		84,006	10,08,070
<b>GROSS SALARY</b>		<b>3,36,005</b>	<b>40,32,068</b>
Employee PF	12%	-	-
Employee ESIC	0.75%	-	-
Profession tax (PT)		200	2,500
<b>Total Employee Deductions</b>		<b>200</b>	<b>2,500</b>
<b>NET SALARY</b>		<b>3,35,805</b>	<b>40,29,565</b>
Employer PF	12%	-	-
Employer ESIC	3.25%	-	-
Bonus	8.33%	13,994	1,67,932
Employer Contribution		<b>13,994</b>	<b>1,67,932</b>
<b>NET SALARY</b>		<b>3,50,000</b>	<b>42,00,000</b>

The total gross remuneration payable to Mr Jayesh Sheshmal Rawal is Rs 42,00,000/- (Rupees Forty-Two 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 8

The Board recommends a **Special Resolution** at Item No. 8 for approval by the Members.

**By Order and on behalf of the Board of Directors of  
Generic Engineering Construction and Projects Limited  
SD/-  
Ami Shah  
Company Secretary & Compliance Officer**

**Place: Mumbai**

**Dated: August 28, 2019**



**GENERIC ENGINEERING CONSTRUCTION AND PROJECTS LIMITED**

201 & 202, FITWELL HOUSE, OPP HOME TOWN, LBS ROAD, VIKHROLI (W), MUMBAI - 400083

CIN: L45100MH1994PLC082540

Email Id: [geninfo@gecpl.com](mailto:geninfo@gecpl.com) Website: [www.gecpl.com](http://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 25<sup>th</sup> Annual General Meeting of the Company held on Monday, this 30<sup>th</sup> day of September, 2019 at 11.30 A.M. at Mini Punjab's Lakeside Banquet, Adi Shankaracharya Marg, Near Panch kutir Bus Stop, Jogeshwari - Vikhroli Link Rd, Powai, Mumbai 400076.

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**  
 201 & 202, FITWELL HOUSE, OPP HOME TOWN, LBS ROAD, VIKHROLI (W), MUMBAI - 400083  
 CIN: L45100MH1994PLC082540  
 Email Id: [geninfo@gecpl.com](mailto:geninfo@gecpl.com) Website: [www.gecpl.com](http://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:	
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I/We, being the member(s) holding \_\_\_\_\_ shares of Generic Engineering Construction and Projects 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 25<sup>th</sup> Annual General Meeting of the Company to be held on Monday, this 30<sup>th</sup> September, 2019 at 11.30 A.M. at Mini Punjab's Lakeside Banquet, Adi Shankaracharya Marg, Near Panch kutir Bus Stop, Jogeshwari - Vikhroli Link Rd, Powai, Mumbai 400076 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
<b>1.</b>	Adoption of Financial Statements	<b>Ordinary</b>		
<b>2.</b>	Declaration of Dividend	<b>Ordinary</b>		
<b>3</b>	Appointment of Mr Jayesh Sheshmal Rawal (DIN: 00464313) as a Director Liable to Retire by Rotation	<b>Ordinary</b>		
<b>4.</b>	Ratification of remuneration of Cost Auditor	<b>Ordinary</b>		

5.	Revision in the Borrowing limits of the Company upto the sum of Rs 450 crores	<b>Special</b>		
6.	Mortgaging the assets of the Company in favour of Financial Institutions, Banks and other lenders for securing their loans upto a sum of Rs 450 crores	<b>Special</b>		
7.	Revision in Remuneration of Mr Tarak Bipinchandra Gor (DIN: 01550237), Whole Time Director and CFO of the Company	<b>Special</b>		
8.	Revision in Remuneration of Mr Jayesh Sheshmal Rawal (DIN: 00464313), Executive Director of the Company	<b>Special</b>		

Signed this ----- day of \_\_\_\_\_ 2019

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of first Proxy  
Holder

\_\_\_\_\_  
Signature of Second Proxy  
Holder

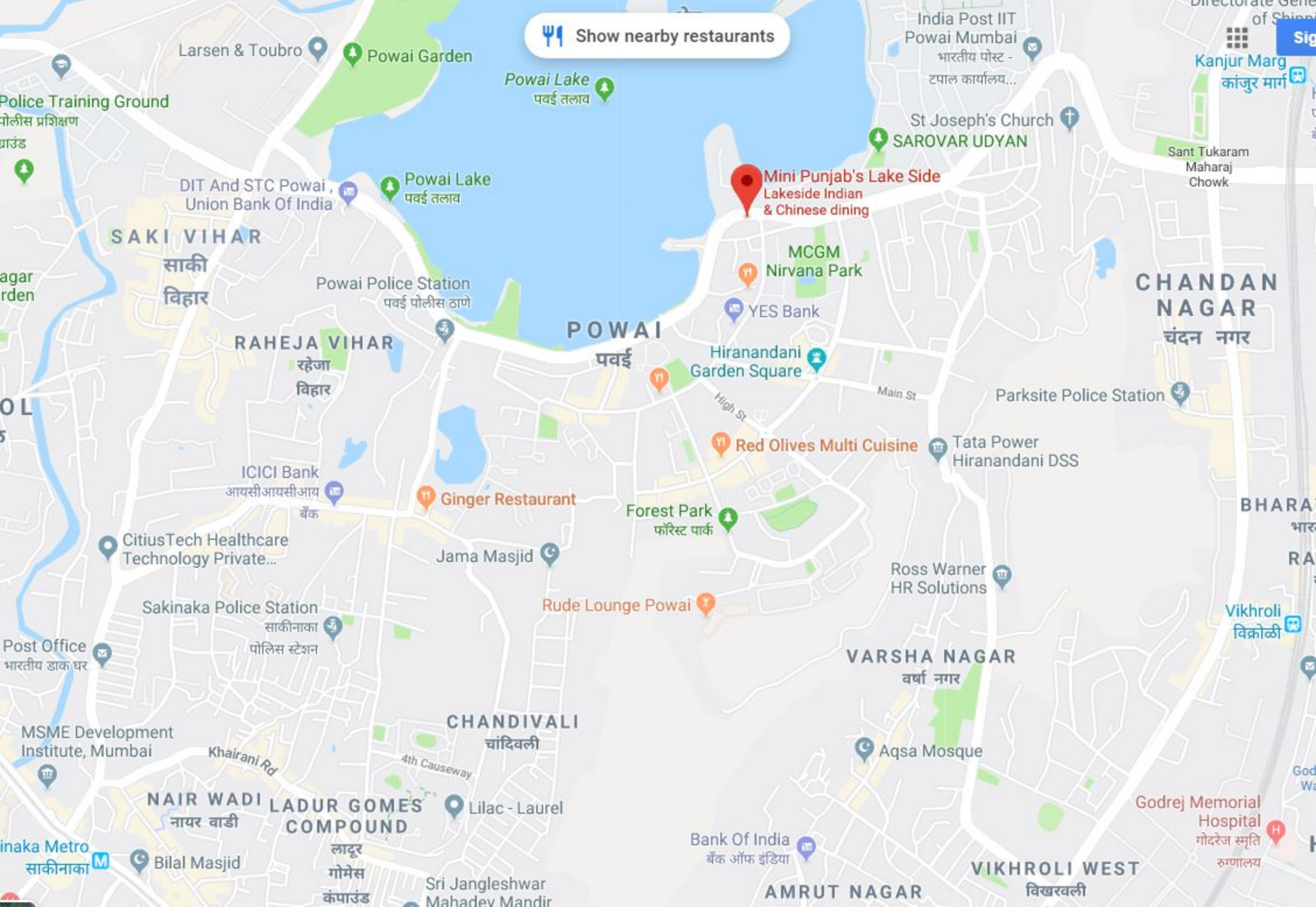
\_\_\_\_\_  
Signature of third Proxy  
Holder

**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.

Show nearby restaurants



Larsen & Toubro

Powai Garden

Powai Lake  
पवई तलाव

India Post IIT  
Powai Mumbai  
भारतीय पोस्ट -  
टपाल कार्यालय...

St Joseph's Church  
SAROVAR UDYAN

Sant Tukaram  
Maharaj  
Chowk

DIT And STC Powai,  
Union Bank Of India

Powai Lake  
पवई तलाव

Mini Punjab's Lake Side  
Lakeside Indian  
& Chinese dining

MCGM  
Nirvana Park

SAKI VIHAR  
साकी  
विहार

Powai Police Station  
पवई पोलीस ठाणे

YES Bank

CHANDAN  
NAGAR  
चंदन नगर

RAHEJA VIHAR  
रहेजा  
विहार

POWAI  
पवई

Hiranandani  
Garden Square

Parksite Police Station

ICICI Bank  
आयसीआयसीआय  
बँक

Ginger Restaurant

Red Olives Multi Cuisine

Tata Power  
Hiranandani DSS

CitiusTech Healthcare  
Technology Private...

Forest Park  
फॉरेस्ट पार्क

Jama Masjid

Ross Warner  
HR Solutions

BHARA  
भार  
रा

Sakinaka Police Station  
साकीनाका  
पोलिस स्टेशन

Rude Lounge Powai

VARSHA NAGAR  
वर्षा नगर

Vikhroli  
विक्रोली

MSME Development  
Institute, Mumbai

CHANDIVALI  
चांदिवली

Aqsa Mosque

NAIR WADI  
नायर वाडी

LADUR GOMES  
COMPOUND

Lilac - Laurel

Godrej Memorial  
Hospital  
गोदरेज स्मृति  
रुग्णालय

Sakinaka Metro  
साकीनाका

Bilal Masjid

लादूर  
गोमेस  
कंपाउंड

Sri Jangleshwar  
Mahadev Mandir

Bank Of India  
बँक ऑफ इंडिया

AMRUT NAGAR

VIKHROLI WEST  
विखरवली