

November 24, 2020

To,
BSE Ltd
Department of Corporate services
P J Towers, Dalal Street,
Mumbai – 400001

Sub: - Notice of Annual General Meeting of Generic Engineering Construction and Projects Limited to be held on Tuesday, December 22, 2020

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 26th Annual General Meeting of the Company to be held on Tuesday, December 22, 2020 through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM').

Kindly take the above information on record and acknowledge the same.

Thanking You

For and on behalf of Board of the Directors

Generic Engineering Construction and Projects Limited

Ami Shah
Company Secretary

ANNUAL GENERAL MEETING NOTICE

GENERIC ENGINEERING CONSTRUCTION AND PROJECTS LIMITED

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

CIN: L45100MH1994PLC082540

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

NOTICE is hereby given that the 26th Annual General Meeting (“AGM”) of the members of **GENERIC ENGINEERING CONSTRUCTION AND PROJECTS LIMITED**, will be held on Tuesday, this December 22, 2020 at 11.30 A.M. through Video Conferencing (‘VC’) / Other Audio Visual Means (‘OAVM’) 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, 2020 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 2019-20.

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

To reappoint Mr Tarak 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 Gor (DIN: 01550237) as a director liable to retire by rotation.”

ITEM NO. 4: APPOINTMENT OF STATUTORY AUDITORS

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

a) To fill the Casual Vacancy

“**RESOLVED THAT** pursuant to the provisions of Section 139 (8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) and upon recommendation of the Audit Committee & Board of Directors, M/s. Bilimoria Mehta & Co., Chartered Accountants (FRN 101490W), be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s SDA & Associates, Chartered Accountants (FRN 120759W).

RESOLVED FURTHER THAT M/s. Bilimoria Mehta & Co., Chartered Accountants (FRN 101490W), be and are hereby appointed as the Statutory Auditor of the Company to hold the office from October 20, 2020 until conclusion of ensuing 26th Annual General Meeting of the Company at a remuneration as may be mutually agreed with the Board of Directors.”

b) For the period of Five years

“**RESOLVED THAT** pursuant to the provisions of Section 139(8) and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and upon recommendation of the Audit Committee and Board of Directors, consent of the members of the Company be and is hereby accorded to appoint M/s. Bilimoria Mehta & Co., Chartered Accountants (FRN 101490W), as the Statutory Auditor of the Company to conduct the statutory audit for a period of five years commencing from the conclusion of this 26th Annual General Meeting till conclusion of 31st Annual General Meeting at such remuneration and out-of-pocket expenses, as may be mutually agreed with the Board of Directors.”

SPECIAL BUSINESS

ITEM NO. 5: 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(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any amendment, modification or variation thereof, the Company hereby ratifies the remuneration of Rs 1,01,500/- plus applicable taxes, travel and reimbursement of out-of-pocket expenses payable to M/s Ashish Deshmukh and Associates (Cost Accountant), on recommendation of the Audit committee to conduct the audit of cost records maintained by the Company for the Financial Year ending March 31, 2021.

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 June 30, 2020, 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 2020-21 on such terms and conditions in the following prescribed manner:

Name of the Related Party	Nature of Services/Transactions	Transaction value
D Ravilal Resource Management Private Limited (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 30 Crs
Heben Chartered Resources Private Limited	1) Leasing of Equipment’s	Upto an amount not exceeding 10 Crs
TAG Redevelopers LLP	1) Works contract services	Upto an amount not exceeding 30 Crs
Triveni Lifestyle Developers LLP	1) Works contract services	Upto an amount not exceeding 50 Crs
Trescon Limited	1) Works contract services	Upto an amount not exceeding 100 Crs
Natal Engineering Resources LLP	1) Works contract services	Upto an amount not exceeding 30 Crs
TOTAL		Rs 250 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: RE-APPOINTMENT OF MR TARAK GOR (DIN: 01550237), AS THE 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** pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, the approval of the Members be and is hereby accorded for the re-appointment of Mr Tarak Gor (DIN 01550237), as the Whole-Time Director and CFO for a period of 3 (Three) years commencing from February 11, 2020 till February 10, 2023 on the

terms and conditions including remuneration set out in the Explanatory statements annexed to the notice convening this meeting, with liberty and power to the Board of Directors (herein after referred as 'the Board' which expression shall also include the Nomination and Remuneration Committee of the board) in exercise of its discretion, to grant increments and to alter and vary from time to time the terms and conditions of the said appointment subject to the same not exceeding the limits specified under Schedule V to the companies Act ,2013 or any statutory modification(s) or re-enactment thereof. The said appointment shall be liable to retire by rotation whilst he continues to hold office of Whole-Time Director and CFO; however, his re-appointment on retirement by rotation will not break his length of service as Whole-Time Director and CFO.

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. 8: RE-APPOINTMENT OF MR JAYESH RAWAL (DIN: 00464313), AS THE EXECUTIVE DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to provisions of Section 152, 196, 197 and any other applicable provisions of the Companies Act, 2013 (the "Act") and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, approval of the Members be and is hereby accorded for the re-appointment of Mr Jayesh Rawal (DIN 00464313), as the Executive Director for a period of 3 (Three) years commencing from August 31, 2020 till August 30, 2023 on the terms and conditions including remuneration set out in the Explanatory statements annexed to the notice convening this meeting, with liberty and power to the Board of Directors (herein after referred as 'the Board' which expression shall also include the Nomination and Remuneration Committee of the board) in exercise of its discretion, to grant increments and to alter and vary from time to time the terms and conditions of the said appointment subject to the same not exceeding the limits specified under Schedule V to the companies Act ,2013 or any statutory modification(s) or re-enactment thereof. The said appointment shall be liable to retire by rotation whilst he continues to hold office of Executive Director; however, his re-appointment on retirement by rotation will not break his length of service as the Director.

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."

**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: Novemeber 10, 2020

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. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a new norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, (collectively referred to as 'MCA Circulars') and SEBI vide its circular dated May 12, 2020 in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI Listing Regulations – Covid-19 pandemic" ('SEBI Circular'), permitted the holding of the AGM through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars, the AGM of the Company is being held through VC / OAVM on Tuesday, December 22, 2020 at 11.30 a.m. The deemed venue for the AGM will be the Registered Office of the Company.

3. PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC / OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE.
4. Institutional / Corporate Shareholders are encouraged to attend and vote at the AGM through VC / OAVM facility. Corporate Members intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the AGM through VC / OAVM or to vote through remote e-voting are requested to send a scanned copy (PDF/JPG format) of its Board or governing body Resolution/ Authorization etc., to the Company or the Scrutinizer by email to its registered email address to cs@gecpl.com or dipika.biyani@gmail.com or helpdesk.evoting@cDSLindia.com.
5. The attendance of the Members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The Company has fixed Saturday, December 05, 2020 as the 'Record Date' for the purpose of AGM and payment of dividend to the Members for the financial year ended March 31, 2020, if approved at the AGM. The Register of Members and the Share Transfer Books of the Company will be closed from Sunday, December 06, 2020 to Tuesday, December 22, 2020 (both days inclusive).
7. If the Dividend of Rs 0.05/- per Equity Share, as recommended by the Board of the Directors, is approved at the Annual General Meeting, payment of such dividend subject to deduction of tax at source (TDS) will be made on and from Monday December 28, 2020 as follows:
 - a. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of the close of business hours on Saturday, December 05, 2020.
 - b. To all Members in respect of shares held in physical form after giving effect to valid transfer, transmission or transposition requests lodged with the Company as of the close of business hours on Saturday, December 05, 2020.

Members are requested to provide Bank details to facilitate payment of dividend etc., either in electronic mode or for printing on the payment instruments. Please note that, considering the present situation due to COVID-19, payment of dividend by physical mode (including payable at par warrants and cheque) will be dispatched immediately upon normalization of postal / courier services.

8. Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act. For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows
 - a) Members having valid PAN- 7.5% or as notified by the Government of India
 - b) Members not having PAN / valid PAN- 20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2020-21 does not exceed ' 5,000 and also in cases where members provide Form 15G / Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. Registered members may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following : Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member Copy of Tax Residency Certificate (TRC) for the FY 2020- 21 obtained from the revenue authorities of the country of tax residence, duly attested by member Self declaration in Form 10F Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty Self-declaration of beneficial ownership by the non-resident shareholder Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess). The aforementioned documents are required to be submitted at cs@gecpl.com by the shareholders on or before the record date i.e. Saturday, December 05, 2020.

9. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents (RTA) Satellite Corporate Services Private Limited for assistance in this regard.
10. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their respective DPs in case the shares are held in electronic form and to RTA in case the shares are held in physical form.
12. 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.

VOTING THROUGH ELECTRONIC MEANS:

13. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
14. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.gecpl.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
 - a. The voting period begins on Saturday the December 19, 2020 at 9.00 a.m. and ends on Monday, December 21, 2020 at 5.00 p.m (IST). During this period shareholders of the Company, holding shares either in physical form or in

dematerialized form, as on the cut-off date on Wednesday, December 16, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c. The shareholders should log on to the e-voting website www.evotingindia.com.
- d. Click on “Shareholders” module
- e. Now enter your user ID
 - i) For CDSL 16 digits beneficiary ID
 - ii) For NSDL 8 characters DP ID followed by 8 digit client ID
 - iii) Members holding shares in physical form should enter Folio Number registered with the Company.
- f. Next enter the image verification as displayed and click on Login.
- g. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- h. If you are a first time user follow the steps given below:

	For members holding shares in demat form and physical form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot/Attendance slip indicated in the PAN field.
Dividend Bank details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- i. After entering these details appropriately, click on “SUBMIT” tab.
- j. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- k. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice
- l. Click on the EVSN for the relevant Company name on which you choose to vote.
- m. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution.
- n. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire resolution details.
- o. After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- p. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- q. You can also take a print of the votes cast by clicking on “Click here to print” option on the voting page.
 - r. If a demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on “Forgot Password” & enter the details as prompted by the system.
 - s. Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The “m-voting app” can be downloaded from respective store. Please follow the instructions as prompted by the mobile app while remote voting on your mobile.
15. Process for those shareholders whose email addresses are not registered with the depositories for obtaining Login credentials for e-voting for the resolutions proposed in this notice:
- a) For physical shareholders – please provide necessary details like Folio No., Name of Shareholder, scanned copy of the share certificate (front & back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@gecpl.com or geninfo@gecpl.com.
 - b) For demat shareholders –please provide demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID+ CLID), name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) to cs@gecpl.com or geninfo@gecpl.com.
 - c) The Company or Registrar Transfer Agent shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.
16. 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, December 16, 2020. 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, December 16, 2020 only shall be entitled to avail the facility of remote e-voting/voting at the Meeting.
17. 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.
18. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and submit, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman. The result declared shall be placed on the Company’s website www.gecpl.com and also made available to Stock Exchanges.

INSTRUCTIONS FOR E-VOTING DURING THE ANNUAL GENERAL MEETING (AGM) ARE AS UNDER:

19. The procedure for remote e-Voting during the AGM is same as the instructions mentioned above for remote e-voting since the Meeting is being held through VC/OAVM.
20. Only those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE ANNUAL GENERAL MEETING (AGM) THROUGH VC/OAVM ARE AS UNDER:

21. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
22. Members may join the Meeting through Laptops, Smartphones, Tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, Internet Explorer 11, MS Edge or Firefox. Please note that participants connecting from Mobile Devices or Tablets or through Laptops connecting via mobile hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.

23. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
24. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
25. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at cs@gecpl.com by Saturday December 05, 2020. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
26. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

**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: November 10, 2020**

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: APPOINTMENT OF STATUTORY AUDITORS

The members of the Company at 23rd Annual General Meeting held on September 29, 2017 had approved the appointment of M/s SDA & Associates, Chartered Accountants, having FRN.: 120759W as the Statutory Auditors of the Company for a term of five years. M/s SDA & Associates, Chartered Accountants, having FRN.: 120759W has tender their resignation as the Statutory Auditors of the Company, expressing their inability due to constraint of manpower for the Audit due to COVID 19 Pandemic, resulting in a casual vacancy in the office of the Auditors of the Company w.e.f. September 08, 2020 as per section 139(8) of the Companies, Act, 2013.

In accordance with aforesaid provisions of the Act, the casual vacancy caused by the resignation of the Statutory Auditor is filled by the Board on October 20, 2020 by appointment of new statutory Auditor

Accordingly, based on the recommendation of the Audit Committee and confirmation received from M/s Bilimoria Mehta & Co., Chartered Accountants (FRN 101490W) the Board of Directors recommends to the members for the appointment M/s Bilimoria Mehta & Co., Chartered Accountants (FRN 101490W) as the Statutory Auditors of the Company:

- a) To fill the casual vacancy caused by the resignation of M/s SDA & Associates, Chartered Accountants, having FRN.: 120759W and to hold the office of the Statutory Auditors upto the conclusion of this Annual General Meeting, and
- b) for a period of 5 (five) years, from the conclusion of 26th Annual General Meeting till the conclusion of 31st Annual General Meeting of the Company.

In regards to appointment of Statutory Auditors referred to in item no. 4 of the Notice, the brief profile of the Auditors is as under;

M/s. Bilimoria Mehta & Co., Chartered Accountants, is a leading Chartered Accountant firm rendering comprehensive Professional Services which include Audit, Management Consultancy, Tax Consultancy, Accounting Services, Manpower Management, Secretarial Services etc.

None of the Directors, Manager, Key Managerial Personnel of the Company and/or any relatives of such Director, Manager, Key Managerial Personnel are in anyway concerned or interested in the resolution set out as Item No. 4 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the notice for approval by the Members.

ITEM NO. 5: 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, 2021 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/- plus applicable taxes, travel and reimbursement of 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. 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	Nature of Services/Transactions	Transaction value
D Ravilal Resource Management Private Limited (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 30 Crs
Heben Chartered Resources Private Limited	1) Leasing of Equipment's	Upto an amount not exceeding 10 Crs
TAG Redevelopers LLP	1) Works contract services	Upto an amount not exceeding 30 Crs
Triveni Lifestyle Developers LLP	1) Works contract services	Upto an amount not exceeding 50 Crs
Trescon Limited	1) Works contract services	Upto an amount not exceeding 100 Crs
Natal Engineering Resources LLP	1) Works contract services	Upto an amount not exceeding 30 Crs
TOTAL		Rs 250 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 2019-20, 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 2020-21. 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: RE APPOINTMENT OF MR TARAK GOR (DIN: 01550237) AS THE 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 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. The Board of the Directors on recommendation of Nomination and Remuneration Committee and subject to the approval of the Members, approved the re-appointment of Mr Tarak Gor (DIN 01550237) as the Whole Time Director and CFO, post completion of his term, for a further period of 3 (Three) years commencing on and from February 11, 2020 till February 10, 2023. Though he shall be liable to retire by rotation whilst he continues to hold office of Whole-Time Director; however, his reappointment on retirement by rotation will not break his length of service as Whole-Time Director and CFO.

Mr Tarak Gor (DIN 01550237) is not disqualified from being re-appointed as Director in terms of Section 164 of the Companies Act, 2013 (the Act) and has given his consent to act as Whole-Time Director and CFO of the Company. Mr Tarak Gor (DIN 01550237) satisfies all the conditions as set out in the Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

The gross remuneration payable to Mr Tarak Gor (DIN 01550237) effective from his date of re-appointment i.e. February 11, 2020 is Rs 42,00,000/- (Rs. Rupees Forty-Two Lakhs only) per annum further detailed as follows:

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

Notwithstanding anything to the contrary herein contained, 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 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 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: RE APPOINTMENT OF MR JAYESH RAWAL (DIN: 00464313) AS THE 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 Rawal (DIN 00464313) as the Director for a period of 3 (three) years commencing on and from 11th August, 2017 till 10th August, 2020. The Board of the Directors on recommendation of Nomination and Remuneration Committee and subject to the approval of the Members, approved the re-appointment of Mr Jayesh Rawal (DIN 00464313) as the Director, post completion of his term, for a further period of 3 (Three) years commencing on and from August 31, 2020 till August 30, 2023. Though he shall be liable to retire by rotation whilst he continues to hold office of the Director; however, his reappointment on retirement by rotation will not break his length of service as the Director.

Mr Jayesh Rawal (DIN 00464313) is not disqualified from being re-appointed as Director in terms of Section 164 of the Companies Act, 2013 (the Act) and has given his consent to act as Director of the Company. Mr Jayesh Rawal (DIN 00464313) satisfies all the conditions as set out in the Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

The gross remuneration payable to Mr Jayesh Rawal (DIN 00464313) effective from his date of re-appointment i.e. August 31, 2020 is Rs 42,00,000/- (Rs. Rupees Forty-Two Lakhs only) per annum further detailed as follows:

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

Notwithstanding anything to the contrary herein contained, 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 Rawal (DIN 00464313) 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 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: November 10, 2020

ANNEXURE A

DISCLOSURE RELATING TO DIRECTORS PURSUANT TO REGULATION 26 (4) OF SEBI (LODR) REGULATIONS 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETING

Name	DIN	Designation	Date of Birth / Age	Date of First Appointment	Expertise in specific General Functional area	Qualification	Shareholding in the Company	No. of Board meetings attended during FY 19-20	List of outside Directorships held (Public Limited Companies)	Chairman / Member of the Committee of the Board of Directors of the Company
Manish Patel	00195878	Managing Director	10/03/1971	27/02/2017	Construction	B.com	5,83,200	7	NA	NA
Tarak Gor*	01550237	Whole-Time Director & CFO	31/10/1978	27/02/2017	Finance	Bcom, CA, CS D.I.S.A	1,40,000	7	NA	NA
Rajesh Ladhad	05241238	Independent Director	15/09/1969	27/02/2017	Construction	BE	—	7	NA	NA
Trupti Patel	07822208	Non-Executive Director	05/07/1979	29/05/2017	Management	TY BSE	3,20,000	3	NA	NA
Jayesh Rawal**	00464313	Executive Director	30/11/1973	11/08/2017	Finance	Bcom, CA, D.I.S.A	98,400	7	NA	NA
Jaymin Modi	07352950	Independent Director	13/08/1992	12/02/2016	CS & Legal	Bcom, CS	—	7	<ul style="list-style-type: none"> ● Welcon International Ltd ● Alan Scott Industries Limited ● G G Engineering Limited 	<ul style="list-style-type: none"> ● Welcon International Ltd ● Alan Scott Industries Limited
Sheetal Nagda	07179841	Independent Director	23/02/1982	01/06/2016	Admin & HR	Bcom, Mcom	—	7	NA	NA
Anurag Pathak	02627362	Independent Director	03/05/1953	08/02/2018	Construction & HRM	MSC, B-tech, & MBA(HRM)	—	3	NA	NA

Notes: -

1. Only Public Limited Companies other than Generic Engineering Construction and Projects Limited have been taken into consideration for the purpose of Board/committee membership of Companies
2. Only Audit, Stakeholders Relationship and Nomination and Remuneration committee have been taken into consideration
3. No of Shares held in individual capacity by the Director are mentioned herein
4. List of outside Directorships reflects Directorships of the Directors as on the date of AGM Notice

* Re-appointed w.e.f. 11/02/2020

** Re-appointed w.e.f. 31/08/2020