



# WELPLACE PORTFOLIO & FINANCIAL CONSULTANCY SERVICES LTD.

Reg. Office: 613/B, Mangal Aarambh, Near MC Donalds, Korakendra, Off. S.V. Road, Borivali (W), Mumbai - 400 092.  
Tel.: 28335999 Fax: 28995998 E-mail: welplaceportfolio@gmail.com Website: www.welplaceportfolio.com  
CIN : L67120MH1994PLC082540

Date: 15/11/2016

To,  
The Department of Corporate Services,  
**Bombay Stock Exchange Limited**  
14<sup>th</sup> Floor, P.J. Towers,  
Dalal Street, Mumbai - 400 001.

Dear Sir/Madam,

**Subject: Submission of Notice of Extra-Ordinary General Meeting of Welplace Portfolio & Financial Consultancy Services Limited to be held on Wednesday, 07th December, 2016**

**Ref: BSE Scrip Code: 539407**

With reference to the captioned subject mentioned above and pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Copy of the Notice of Extra-Ordinary General Meeting of Welplace Portfolio & Financial Consultancy Services Limited to be held on Wednesday, 07th December, 2016.

Kindly arrange to take the same on your record.

Thanking You,

Yours Truly,

**For Welplace Portfolio & Financial Consultancy Services Limited**

*D.R. Mehta*  
**Deepak Mehta**  
**Director**  
**DIN: 00046696**



# **WELPLACE PORTFOLIO AND FINANCIAL CONSULTANCY SERVICES LIMITED**

Regd Off: 613/B, Mangal Aarambh, Near Mc Donalds, Korakendra,  
Off S.V.Road, Borivali (W), Mumbai-400092

CIN: L67120MH1994PLC082540

Email Id: [welplaceportfolio@gmail.com](mailto:welplaceportfolio@gmail.com) Website: [www.welplaceportfolio.com](http://www.welplaceportfolio.com)

Phone No. 022-28335999

## **EXTRA ORDINARY GENERAL MEETING NOTICE**

NOTICE is hereby given that the Extra Ordinary General Meeting of the members of Welplace Portfolio & Financial Consultancy Services Limited, will be held on Wednesday, the 7<sup>th</sup> December, 2016 at 9.30 a.m. at Kriish Cottage, C-101/201, Manas Building, Near St. Lawrence High School, Devidas Lane, Borivali (W), Mumbai – 400 103 to transact the following businesses:

### **SPECIAL BUSINESS**

#### **ITEM NO. 1: INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to provisions of Section 61 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, or any statutory modification(s), amendment or re-enactment thereof and subject to such approvals, permissions, and sanctions, if any, as may be necessary from any concerned authorities, the Authorized Share Capital of the Company be increased from Rs.5,25,00,000/- (Rupees Five Crores Twenty Five Lakhs only) divided into 52,50,000 (Fifty Two Lakhs Fifty Thousand) Equity Shares of Rs. 10/- (Rupee Ten) each to Rs. 18,00,00,000/- (Rupees Eighteen Crores only) divided into 1,80,00,000 (One Crore Eighty Lakhs) Equity Shares of Rs.10/- (Rupee Ten only) each."

#### **ITEM NO. 2: ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.**

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

**"RESOLVED THAT** pursuant to Section 13 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder, the existing Clause V of the Memorandum of Association of the Company be and is hereby amended by deletion of the existing Clause V by substitution thereof by the following Clause:

- V. The Authorized Share Capital of the Company is Rs.18,00,00,000/- (Rupees Eighteen Crores only) divided into 1,80,00,000 (One Crore Eighty Lakhs) Equity Shares of Rs.10/- (Rupee Ten only) each. The Company shall have power to increase the said capital and to issue any part of its capital, original or increased, with or without any preferential rights, privileges, conditions or advantages over or as compared with any shares previously issued or to be thereafter issued, whether in respect of dividend or repayment of capital or both and whether with any special rights of voting or without any right of voting and generally on such terms as the Company may from time to time determine, nevertheless that in the event of the Capital of the Company (including the original Capital) being or becoming divided into shares of different classes, the rights or privileges attached to any class, may be affected, altered, modified or dealt with only in accordance with the provisions in that behalf contained in the Articles of Association of the Company for the time being subject to the provisions of the Companies Act, 2013.

The Company shall have power from time to time to increase or reduce its capital. The shares forming part of the Capital (original, increased or reduced) of the Company may be sub-divided,

consolidated or divided into such classes, with any preferential, deferred, qualified, special or other rights, privileges or conditions attached thereto and be held upon such terms as may be determined by the Articles of Association and Regulations of the Company for the time being or otherwise."

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company."

### **ITEM NO. 3: ALTERATION OF ARTICLES OF ASSOCIATION**

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

**"RESOLVED THAT** pursuant to Section 14 and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder, the existing Article 8 of the Articles of Association of the Company be and is hereby amended by deletion of the existing Article 8 by substitution thereof by the following new Article :

**Article 8:-The Authorized Share Capital of the Company will be as may be specified under clause V of the Memorandum of Association of the Company.**

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company."

### **ITEM NO. 4: ISSUE OF EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS TO THE NON PROMOTERS FOR ACQUISITION OF BUSINESS FROM GENERIC ENGINEERING AND CONSTRUCTION PRIVATE LIMITED**

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

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(c) of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act and Rules made thereunder and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI"), including Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time (the "SEBI (ICDR) Regulations"), the SEBI(Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (the "SEBI Takeover Regulations") and subject to necessary approvals, permissions, sanctions and consents as may be required or any regulatory and other appropriate authorities (including but not limited to the Securities and Exchange Board of India ("SEBI"), the Government of India, etc.), if any and all such other approvals, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) and in terms of the Business Transfer Cum Share Subscription Agreement (the "BTA") entered into with the Seller Company/ Proposed Allottee (Generic Engineering And Construction Private Limited) as mentioned in the Explanatory Statement annexed hereunto, the

consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, upto 83,91,800 (Eighty Three Lakhs Ninety One Thousand Eight Hundred) fully paid-up Equity Shares of Rs.10/- each of the Company, at a price which shall not be lesser than the minimum specified price as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, for consideration other than cash (i.e. in lieu of proposed assets to be acquired through BTA by way of Slump Sale as per the provisions of Income Tax Act, 1961 along with the necessary employees) for discharging the consideration payable to the Seller Company for upto the tune of Rs.31.05 Crores (Rupees Thirty One Crores Five Lakhs only) under Non Promoters category by way of Preferential Allotment in one or more tranches to the Seller Company/ Proposed Allottee as mentioned in the Explanatory Statement annexed hereunto to this Notice, in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit."

**RESOLVED FURTHER THAT:**

The relevant date for the purpose of issue of Equity Shares as per Chapter VII of the SEBI (ICDR) Regulations, 2009, as amended upto date for the purpose of determination of the applicable price of equity shares is Monday the 7<sup>th</sup> November, 2016 i.e. the 30 days prior to the date of the Extra Ordinary General Meeting to be held and other relevant provisions of the Companies Act, 2013, to consider the proposed issue."

- i. The Offer, Issue and Allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide.
- ii. The allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of Extra Ordinary General Meeting. In case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority including Securities and Exchange Board of India (SEBI), Stock Exchange where the shares of the Company are listed or the Central Government then the allotment shall be completed within 15 days from the date of receipt of such approval as the case may be.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Shares as may be required or as may be necessary in accordance with the terms of the offer, and all such equity shares shall be ranking *pari passu* and *inter-se* with the then existing equity shares of the Company in all respects including dividend.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment, listing thereof with stock exchange and to resolve and settle all questions and difficulties that may arise in the proposed issue, allotment, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**RESOLVED FURTHER THAT** the Board be authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairman or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members."

**ITEM NO. 5 : ISSUE OF EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS TO THE NON PROMOTERS (SHAREHOLDERS OF GENERIC ENGINEERING AND CONSTRUCTION PRIVATE LIMITED-PAC)**

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

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(c) of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act and Rules made thereunder and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI"), including Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time (the "SEBI (ICDR) Regulations"), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (the "SEBI Takeover Regulations") and subject to necessary approvals, permissions, sanctions and consents as may be required, as may be applicable or any regulatory and other appropriate authorities (including but not limited to the Securities and Exchange Board of India ("SEBI"), the Government of India, etc.), if any and all such other approvals, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, upto 7,00,000 (Seven Lakhs ) fully paid-up Equity Shares of Rs.10/- each of the Company, at a price which shall not be lesser than the minimum specified price as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, for cash under Non Promoters category(these persons are Shareholders of Generic Engineering And Construction Private Limited-PAC) as mentioned in the Explanatory Statement annexed hereunto to this Notice, by way of Preferential Allotment in one or more tranches in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit."

**RESOLVED FURTHER THAT:**

The relevant date for the purpose of issue of Equity Shares as per Chapter VII of the SEBI (ICDR) Regulations, 2009, as amended upto date for the purpose of determination of the applicable price of equity shares is Monday, the 7<sup>th</sup> November, 2016 i.e. the 30 days prior to the date of the Extra Ordinary General Meeting to be held and other relevant provisions of the Companies Act, 2013, to consider the proposed issue."

- i. The Offer, Issue and Allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide.
- ii. The allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of Extra Ordinary General Meeting. In case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority including Stock Exchange where the shares of the Company are listed or the Central Government then the allotment shall be completed within 15 days from the date of receipt of such approval as the case may be.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Shares as may be required or as may be necessary in accordance with the terms of the offer, and all

such equity shares shall be ranking *pari passu* and *inter-se* with the then existing equity shares of the Company in all respects including dividend.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment, listing thereof with stock exchange and to resolve and settle all questions and difficulties that may arise in the proposed issue, allotment, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

**RESOLVED FURTHER THAT** the Board be authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairman or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members."

**ITEM NO. 6: ISSUE OF EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS TO THE NON PROMOTERS (PUBLIC CATEGORY)**

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

**"RESOLVED THAT** pursuant to the provisions of Section 62(1)(c) of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act and Rules made thereunder and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI"), including Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time (the "SEBI (ICDR) Regulations"), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (the "SEBI Takeover Regulations") and subject to necessary approvals, permissions, sanctions and consents as may be required, as may be applicable or any regulatory and other appropriate authorities (including but not limited to the Securities and Exchange Board of India ("SEBI"), the Government of India, etc.), if any and all such other approvals, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, upto 23,00,000 (Twenty Three Lakhs) fully paid-up Equity Shares of Rs.10/- each of the Company, at a price which shall not be lesser than the minimum specified price as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, for cash under Non Promoters category (Public) as mentioned in the Explanatory Statement annexed hereunto to this Notice, by way of Preferential Allotment in one or more tranches in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit."

**RESOLVED FURTHER THAT:**

The relevant date for the purpose of issue of Equity Shares as per Chapter VII of the SEBI (ICDR) Regulations, 2009, as amended upto date for the purpose of determination of the applicable price of equity shares is Monday the 7<sup>th</sup> November, 2016 i.e. the 30 days prior to the date of the Extra Ordinary General Meeting to be held and other relevant provisions of the Companies Act, 2013, to consider the proposed issue.”

- i. The Offer, Issue and Allotment of the aforesaid Equity Shares shall be made at such time or times as the Board may in its absolute discretion decide.
- ii. The allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of Extra Ordinary General Meeting. In case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority including Stock Exchange where the shares of the Company are listed or the Central Government then the allotment shall be completed within 15 days from the date of receipt of such approval as the case may be.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Shares as may be required or as may be necessary in accordance with the terms of the offer, and all such equity shares shall be ranking *pari passu* and *inter-se* with the then existing equity shares of the Company in all respects including dividend.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment, listing thereof with stock exchange and to resolve and settle all questions and difficulties that may arise in the proposed issue, allotment, utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**RESOLVED FURTHER THAT** the Board be authorized to delegate all or any of the powers conferred by this resolution on it, to any Committee or Sub-Committee of Directors or the Chairman or any other Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution, with the power to such Committee/sub-Committee of the Board to further delegate all or any of its powers/duties to any of its members.”

**By Order of the Board of Directors  
For Welplace Portfolio & Financial Consultancy Services Limited,  
Sd/-  
Ami Shah  
Company Secretary & Compliance Officer**

Place: Mumbai

Dated: 7<sup>th</sup> November, 2016

**Notes:**

1. A member entitled to attend and vote at the meeting, is entitled to appoint one or more proxies to attend and vote instead of himself /herself and a proxy need not be a member. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Proxies to be effective must be received by the company not less than 48 hours before the commencement of the meeting.

2. Corporate members intending to send their Authorized Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. 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 Registrars and Share Transfer Agent M/S Adroit Corporate Services Private Limited, Unit :- **Welplace Portfolio & Financial Consultancy Services Limited**, 17/18/19/20, Jaferbhoy Industrial Estate, 1<sup>st</sup> Floor, Makwana Road, Marol Naka, Andheri (East) Mumbai -400 059 and to the Depository Participants in respect of shares held in electronic form.
4. 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.
5. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Businesses at the meeting, is annexed hereto and forming part of this Notice.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Registrars and Share Transfer Agent.
7. 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 Extra Ordinary 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 Extra Ordinary 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.
8. Members may note that the Notice of the Extra Ordinary General Meeting will also be available on the Company's website [www.welplaceportfolio.com](http://www.welplaceportfolio.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 11:00 a.m. and 1:00 p.m. up to the date of EOGM i.e. Wednesday, 7<sup>th</sup> December, 2016. For any communication, the shareholders may also send requests to the Company's investor email id: [welplaceportfolio@gmail.com](mailto:welplaceportfolio@gmail.com)

9. **Voting through electronic means**

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 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 members facility to exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting (EOGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EOGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

**A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:**

- i. Open email and open PDF file viz; "Welplace Portfolio & Financial Consultancy Services Limited e-Voting.pdf" with your Client ID or Folio No. as password.

The said PDF file contains your user ID and password / PIN for e-voting. Please note that the password is an initial password.

- ii. Launch internet browser by typing the following URL: <https://www.evoting.nsd.com>
- iii. Click on Shareholder – Login
- iv. Put user ID and password as initial password / PIN noted in step (i) above. Click Login.
- v. Password change menu appears.  
Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- vii. Select "EVEN" of Welplace Portfolio & Financial Consultancy Services Limited.
- viii. Now you are ready for e-voting as Cast Vote page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii. 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 [dipika.biyani@gmail.com](mailto:dipika.biyani@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**B. In case a Member receives physical copy of the Notice of EOGM and Attendance Slip [for members whose email IDs are not registered with the Company / Depository Participants(s)] or requesting physical copy:**

- i. Initial password is provided at the bottom of the Attendance Slip for the EOGM: EVEN (E-voting Event Number) USER ID PASSWORD/PIN.
- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) Above, to cast vote.

(2) **Voting at EOGM:** The members who have not cast their vote by remote e-voting can exercise their voting rights at the EOGM. The Company will make arrangements of ballot papers in this regards at the EOGM Venue.

**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 [www.evoting.nsd.com](http://www.evoting.nsd.com)
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password /PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

**IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 25<sup>th</sup> November, 2016, are entitled to vote on the Resolutions set forth in this Notice.**

V. The remote e-voting period will commence at 9.00 a.m. on 2<sup>nd</sup> December, 2016 and will end at 5.00 p.m. 6<sup>th</sup> December, 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 25<sup>th</sup> November 2016, 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.

VI. 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 25<sup>th</sup> November, 2016.

VII. 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. 25<sup>th</sup> November, 2016 may obtain the login ID and password by sending an email to [welplaceportfolio@gmail.com](mailto:welplaceportfolio@gmail.com) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) by mentioning their Folio No. /DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

VIII. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.

IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.

X. Mrs. Dipika Biyani, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

XI. The Scrutinizer shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within 3 days of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.

XII. The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of NSDL and shall be communicated to BSE Limited.

XIII. This Notice has been updated with the instructions for voting through electronic means as per the Amended Rules 2015.

#### **EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**

##### **Item 1, 2 and 3:**

The Company, in order to meet its growth objectives and to strengthen its financial position, is required to generate long term resources by issuing Equity Shares. The Board of Directors at item No. 4, 5, and 6 proposes to issue and allot Equity Shares by way of preferential allotment. Hence it is therefore deemed appropriate to increase the Authorised Equity Share Capital of the Company to accommodate the issue of Equity Shares as envisaged at item no. 4, 5 and 6 and for that purpose, the Capital Clause No. V (a) of the Memorandum of Association of the Company is required to be suitably altered as set out at Item No.1 and 2 of the accompanying Notice.

Further Article 8 of Articles of Association of the company is suitably altered as set out at item no. 3

The provisions of the Companies Act, 2013 require the Company to seek the approval of the Members for Increase of the Authorised Share Capital and for the Consequent Amendment to the capital clause of the Memorandum and Articles of Association of the Company.

The Current Authorised share capital of the Company is Rs. 5,25,00,000/- (Rupees Five Crore Twenty Five Lakhs only) divided into 52,50,000 Equity shares of Rs.10/- each. The Issued Subscribed and Paid up Capital of the Company is Rs. 5,10,04,000/- (Rupees Five Crores Ten Lakhs and Four Thousand only) divided into 51,00,400 Equity Shares of Rs. 10/- each.

Further, considering the proposed issue of Fully-paid Equity Shares and in order to accommodate the issue of Equity shares, the Board of Directors considers that, the existing Authorised Share Capital of the Company is proposed to be increased from Rs 5,25,00,000/- (Rupees Five Crores Twenty Five Lakhs only) divided into 52,50,000 (Fifty Two Lacs Fifty Thousand) Equity Shares of Rs. 10/- (Rupee Ten) each to Rs. 18,00,00,000/- (Rupees Eighteen Crores only) divided into 1,80,00,000 (One Crore Eighty Lakhs) Equity Shares of Rs.10/- (Rupee Ten only) each.

Further, the increased Authorised Share Capital will have to be reflected in the Memorandum and Articles of Association of the Company.

The Board of Directors accordingly recommends the resolutions set out at Item No. 1, 2 and 3 of the accompanying Notice for the approval of the Members.

None of the Directors and Managers of the Company and Key Managerial Personnel and their relatives is concerned in any way or interested in the resolution.

Your Directors commend the resolutions at item nos.1, 2 and 3 for your approval as an Ordinary Resolutions.

#### **ITEM NO. 4**

**A. In terms of section 102 of the Companies Act, 2013 and Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations") and any other applicable law, the Explanatory Statement set out all the material facts relating to the special business mentioned in the accompanying notice dated 7<sup>th</sup> November, 2016.**

The Board of Directors of the Company, at its meeting held on Monday, the 7<sup>th</sup> November, 2016, has considered the proposal of Business expansion, through acquisition of Assets/ Business of the Seller Company/Proposed Allottee as mentioned herein below, which is engaged in the business of carrying out activities pertaining to construction and contractors for its projects like malls, residential and commercial complex and to develop / redevelop residential / otherwise projects be entering into contracts/ arrangements with sub-contractors / builders etc. This is the new line of business/ portfolio in which the company wishes to embark upon the same. It was further proposed by the Board, that the said acquisition be made on Slump Sale basis as per the provisions of the Income Tax Act, 1961 wherein the Assets/Business of the Seller Company/Proposed Allottee is acquired for a lump sum consideration without attributing values to the individual assets and liabilities and on a going concern basis.

As per the terms of the Business Transfer Cum share Subscription Agreement entered into with the Seller Company/Proposed Allottee (Generic Engineering And Construction Private Limited) for Acquisition of Assets/Business alongwith necessary employees the

consideration for such acquisition has been arrived at Rs.31.05 Crores (Rupees Thirty One Crores Five Lakhs only) and such consideration was agreed to be discharged by the Company by way of offer, issue and allotment of fully paid up Equity Shares on Preferential Issue in terms of Chapter VII of the SEBI (ICDR) Regulations.

It is proposed to issue 83,91,800 Equity Shares by the Company to the Seller Company/Proposed Allottee (i.e. determined by dividing the total issue size (being Rs. 31.05 Crores) by Issue Price determined in accordance with the SEBI (ICDR) Regulations, 2009. (being Rs.37/- per Equity Share).

The offer / issue / allotment would be subject to required regulatory approvals, including but not limited to the approval of SEBI / stock Exchange etc., as may be required depending on the discretion of the Board to take decision on the matters and necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Listing Agreement/Act/SEBI.

Pursuant to the provisions of Section 62(1)(c) of Act and SEBI (ICDR) Regulations,2009 approval of the members is required for the proposed allotment of Equity Shares on a preferential basis to the Seller Company. Accordingly, the consent of the members is being sought, pursuant to the applicable provisions of the Act read with Rules made thereunder including SEBI (ICDR) Regulations, 2009 and in terms of the provisions of the Listing Agreement.

The proposed preferential issue is subject to the approval of any other regulatory authority, as may be necessary, without the need of any further approval from the Members, to undertake the preferential issue, in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009.

The proposed issue by way of Preferential Allotment is in accordance with the provisions of SEBI (ICDR) Regulations,2009 and other applicable regulations. In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid SEBI (ICDR) Regulations, 2009 the relevant disclosures / details are given below:

**B. The details of the issue and other particulars as required in terms of Regulation 73 (1) of SEBI (ICDR) Regulations, 2009 in relation to the resolution for the proposed preferential issue are given as under:**

**I. The Objects of the Preferential Issue:**

The object of the proposed Issue and allotment of Equity Shares is to discharge the Consideration of Rs.31.05 Crores payable for acquisition of Assets/Business alongwith necessary employees of the Seller Company/Proposed Allottee (Generic Engineering and Construction Private Limited) in accordance with the Business Transfer Cum Share Subscription Agreement entered into by the Company with the Seller Company/Proposed Allottee. This issue and allotment of equity shares is for consideration other than cash i.e. in consideration of the Assets/Business of the Seller Company/Proposed Allottee. Post acquisition of these shares the company will become a subsidiary of Generic Engineering and Construction Private Limited.

**II. The intention of the promoters / directors / key management persons to subscribe to the Preferential Issue:**

None of the promoters / directors / key managerial person intends to subscribe to the Preferential Issue of Equity Shares.

### III. Pricing of Securities to be issued:

The issue of Equity Shares on preferential basis to the Non promoters of the Company will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009. The Company is listed on both BSE Limited and Ahmedabad Stock Exchange. For the purpose of computation of the price per Equity Share, the BSE Limited that has higher trading volume for the said period has been considered. In terms of SEBI (ICDR) Regulations, 2009, the price per Equity Share shall not be lower than the price determined in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009 which shall be higher of the following:

- Average of the weekly high and low of the Volume Weighted Average prices of the Equity Shares of the Company quoted on the Stock Exchange, during the Twenty Six weeks preceding the Relevant Date;
- or Average of the weekly high and low of the Volume Weighted Average prices of the Equity Shares of the Company quoted on the Stock Exchange, during the Two weeks preceding the Relevant Date

The price of equity shares to be issued shall be Rs.37/- per Equity Share (inclusive of Rs.27/- per Share as Premium) or the Minimum Price determined as on the relevant date in accordance with Chapter VII of the SEBI (ICDR) Regulations, whichever is higher. The Equity Shares allotted pursuant to the above Resolution shall rank *pari-passu* in all respects with the existing Equity Shares of the Company.

### IV. Relevant Date:

The Relevant Date as per the SEBI (ICDR) Regulations for the determination of the price per Equity Share to be issued pursuant to the aforesaid Preferential Allotment is fixed as 7<sup>th</sup> November, 2016, i.e. 30 days prior to the date of the Extra Ordinary General Meeting (7<sup>th</sup> December, 2016) on which the approval of the Shareholders, with respect to the proposed Preferential Issue, is sought.

### V. Particulars of Subscriber to Equity Shares:

The Company proposes to issue Equity Shares by way of preferential issue to the Non promoter for consideration other than cash in terms of Business Transfer Cum Share Subscription Agreement as per the details given herein below:

Name of the Proposed subscriber	Pre Preferential Issue		New Allotment	Post Preferential Issue % of Holding (considering Equity Shares issued through this Notice)	
	No. of Shares held	% of Holding		No. of Shares held	% of Holding
Generic Engineering And Construction Private Limited	0	0.00	83,91,800	83,91,800	50.88
<b>Total</b>	<b>0</b>	<b>0.00</b>	83,91,800	83,91,800	50.88

#### Note:-

- The natural persons who are the ultimate beneficial owners of the shares proposed to be allotted to M/s Generic Engineering And Construction Private Limited are Manish Ravilal Patel, Hemlata M Patel, Ranjan D Patel, Ravilal S Patel, Trupti M Patel, Dinesh R Patel, (HUF), viraj D patel, Nayana R Patel, Mitul Ravilal Patel, Krupa Manish Patel and Navin Mavji Ramjiyani and the directors of the company are Mr. Manish Ravilal Patel and Mr. Navin Mavji Ramjiyani.

2. Post completion of Open Offer as per SEBI (SAST) Regulations, 2011, Generic Engineering and Construction Private Limited will become Promoter of the company.
3. Post allotment of these shares the company will become a subsidiary of Generic Engineering and Construction Private Limited.
4. There will be no cash inflow as the equity Shares are being proposed to be issued and allotted for consideration other than cash in terms of business Transfer cum Share Subscription Agreement.
5. Post preferential issue, the capital of the company would be 1,64,92,200 Equity shares including allotment as envisaged at item no 5 & 6 of this EOGM Notice.

**VI. Shareholding Pattern Pre and Post Preferential Issue:**

Table	A		B	
	Total No. of Shares	% of Total Voting Rights	Total No. of shares	% of Total Voting Rights
<b>Category of Shareholders</b>	<b>Pre-Allotment</b>		<b>Post Allotment of Equity shares issued pursuant to this notice.</b>	
Promoters/Promoters' Group (*)	2,91,600	5.72	2,91,600	1.77
<b>Sub- Total ( A)</b>	<b>2,91,600</b>	<b>5.72</b>	<b>2,91,600</b>	<b>1.77</b>
<b>Non promoters</b>				
Foreign Institutional Investors	0	0	0	0
Bodies Corporate	2,27,788	4.47	2,27,788	1.38
Non Resident Indians / Overseas Corporate bodies	2,63,681	5.17	2,63,681	1.60
Individual - Public	41,82,098	81.99	41,82,098	25.36
New Allottee ( Generic Engineering And Construction Private Limited) (*)	0	0	83,91,800	50.88
New Allottees (Shareholders of Generic Engineering And Construction Private Limited(PAC)) (*)	0	0	7,00,000	4.24
New Allottees ( Public category)`	1,12,683	2.21	24,12,683	14.63
Others – Clearing Members	22,550	0.44	22,550	0.14
<b>Sub-total (B)</b>	<b>48,08,800</b>	<b>94.28</b>	<b>1,62,00,600</b>	<b>98.23</b>
<b>Total (A+B)</b>	<b>51,00,400</b>	<b>100</b>	<b>1,64,92,200</b>	<b>100</b>

(\*) Mr. Manish Patel, the director of Generic Engineering and Construction Private Limited has entered into a share purchase agreement with the existing promoter i.e. Mr. Hiren Shantilal Kothari on 7th November, 2016 for substantial acquisition of shares and control of the company along with Generic Engineering and Construction Private Limited and other PACs. Post completion of open offer under SEBI (SAST) Regulations, 2011 these 2,91,600 Equity shares held by the existing promoter will be transferred to Mr. Manish Patel. Accordingly post open offer, the shareholding of existing Promoter (Hiren Shantilal Kothari) will become NIL and Mr. Manish Patel, Generic Engineering and Construction Private Limited and the PACs who has shown as non promoter under the proposed preferential issue, will become the Promoters of the company and their combined shareholding will be 93,83,400 (56.89%) Equity Shares excluding the open offer equity shares.

The revised post preferential shareholding pattern after completion of open offer process (excluding open offer Equity shares) will be as under.

Particulars	Post Allotment of Equity shares issued pursuant to this notice	
	Total No. of shares	% of Total Voting Rights
New Promoters/Promoters' Group		
Generic Engineering and Construction Private Limited	83,91,800	50.88
Manish Ravilal Patel	2,91,600	1.77
Hemlata M Patel	1,60,000	0.97
Krupa M Patel	60,000	0.36
Nayna R Patel	1,60,000	0.97
Ranjan Dinesh Patel	1,60,000	0.97
Trupti M Patel	1,60,000	0.97
Sub- Total ( A)	93,83,400	56.89
Non promoters		
Foreign Institutional Investors	0	0
Bodies Corporate	2,27,788	1.38
Non Resident Indians / Overseas Corporate bodies	2,63,681	1.60
Individual - Public	41,82,098	25.36
New Allottees ( Public category)	24,12,683	14.63
Others – Clearing Members	22,550	0.14
Sub-total (B)	71,08,800	43.11
Total (A+B)	1,64,92,200	100

**VII. Change in Management:**

There shall be change in the management or control of the Company pursuant to the issue of the Equity Shares. The Proposed allottee i.e. Generic Engineering and Construction Private Limited, Mr. Manish Patel alongwith the PACs have already triggered open offer process under SEBI (SAST) Regulations, 2011 and after completion of open offer process they will become the Promoters of the company. Thus there will be change in management / control of the company. Post open offer, the composition of the Board of directors may undergo change.

**VIII. Lock in of Equity Shares:**

The Equity shares to be allotted to the non promoters on a preferential basis as set out in the resolution shall be locked in as per the requirements of SEBI (ICDR) Regulations 2009 as amended from time to time.

**IX. Proposed time within which the allotment shall be completed:**

As required under the SEBI (ICDR) Regulations, 2009, the allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of Extra Ordinary General Meeting. In case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority including Stock Exchange where the shares of the Company are listed or the Central Government then the allotment shall be completed within 15 days from the date of receipt of such approval as the case may be.

**X. No. of persons to whom allotment on Preferential Basis has already been made during the year, in terms of Number of Securities as well as Price:**

The Company has not made any preferential allotments during the year except as envisaged in the said notice of EOGM.

**XI. The Company hereby undertakes that:**

- a. It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2009 where it is required to do so.
- b. If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2009, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

XII. The Company, its Promoter and the Directors of the company are not in the willful defaulters list.

**XIII. Others:**

a. The certificate from M/s Koshal & Associates, Chartered Accountants, the statutory Auditor of the company to the effect that the present preferential issue is being made in accordance with the requirements contained in Chapter VII of the SEBI (ICDR) Regulations, 2009 shall be 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 11:00 a.m. and 1:00 p.m. up to the date of EOGM i.e. Wednesday, 7<sup>th</sup> December, 2016.

**b. Valuation for consideration other than cash:**

It is proposed that the Consideration for the proposed Business Transfer shall be discharged by the issuance of 83,91,800 Equity Shares at a price of Rs.37/- per Equity Share aggregating to Rs. 31.05 Crores. Independent Qualified Valuer M/S RBSA Capital Advisors LLP a Merchant Banker appointed to determine the value of Intellectual Property rights or other value addition vide their Report dated 2<sup>nd</sup> November, 2016 has independently valued the acquired Business units. This Certificate shall be 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 11:00 a.m. and 1:00 p.m. up to the date of EOGM i.e. Wednesday, 7<sup>th</sup> December, 2016

**c. Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Valuer:**

The Shares being issued towards the Consideration payable for acquisition of Assets / Business on Slump Sale basis, as a going concern.

**d. Details of Business Transfer Cum Share Subscription Agreement**

Name of the Proposed Allottee / Seller company	Generic Engineering and Construction Private Limited
Date of BTA	07 <sup>th</sup> November, 2016
Nature of Assets / Business	Contracting and Construction Division
Value of the Assets / Business	Rs.31.05 crores
No of shares proposed to be issued in lieu of discharge of consideration	83,91,800
Pre issue shareholding	Nil
Post issue shareholding	83,91,800
Advantage / benefits arrived by acquiring the business / assets	New line of business / expansion

As it is proposed to issue Equity shares on preferential basis, special resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013 and Chapter VII of the SEBI (ICDR) Regulations, 2009 and other applicable provisions (if any).

The Board of Directors of the Company believes that the proposed Preferential Issue is in the best interest of the Company and its Members. The Board, therefore, recommends the Resolution(s) at Item Nos.4 of the accompanying Notice for the approval of Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution as set out at Item No. 4 of the Notice, except to the extent of their Shareholding, if any, in the Company.

Your Directors commend the resolution for your approval as a Special Resolution.

#### **Item No.5**

**A. In terms of section 102 of the Companies Act, 2013 and Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“ICDR Regulations”) and any other applicable law, the Explanatory Statement set out all the material facts relating to the special business mentioned in the accompanying notice dated 7<sup>th</sup> November, 2016.**

The Board of Directors in its meeting held on Monday, the 7<sup>th</sup> day of November, 2016 discussed the future plans of the Company and its existing requirement for funds. In view of the foregoing, the Board considered the best way to raise the funds required to finance the operations of the Company is by way of issuance of shares on the preferential basis. Based on the above discussions, the Board resolved to issue, offer and allot upto a maximum of 7,00,000 Equity Shares for cash on preferential basis to the Non Promoters (Shareholders of Generic Engineering and Construction Private Limited(PAC)). The pricing of the Equity Shares to be allotted on preferential basis shall not be lower than the price determined in accordance with the SEBI (ICDR) Regulations, 2009.

Pursuant to provisions of Section 62 of Companies Act, 2013, any offer or issue of shares of the Company to persons other than the existing holders of the equity shares of a Company requires prior approval of the Shareholders in general meeting by way of a Special Resolution. The Listing Agreement executed by the Company with the Stock Exchange also provide that the Company shall, in the first instance, offer all securities for subscription on proportionate basis to the Shareholders unless the Shareholders in a general meeting decide otherwise.

**B. The details of the issue and other particulars as required in terms of Regulation 73 (1) of SEBI (ICDR) Regulations, 2009 in relation to the resolution for the proposed preferential issue are given as under:**

**(I) The Objects of the Preferential Issue:**

The funds to be raised from the proposed issue of Equity Shares will be utilized for a combination of part funding of the expenditure for expansion, support growth plans of the Company, long-term working capital and general corporate purposes.

**(II) The intention of the promoters / directors / key management persons to subscribe to the Preferential Issue:**

None of the promoters / directors / key managerial person intends to subscribe to the Preferential Issue of Equity Shares.

### (III) Pricing of Securities to be issued:

The issue of Equity Shares on preferential basis to the Non Promoters (PACs) of the Company will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009.

The Company is listed on both BSE Limited and Ahmedabad Stock Exchange. For the purpose of computation of the price per Equity Share, the BSE Limited that has higher trading volume for the said period has been considered.

In terms of SEBI (ICDR) Regulations, 2009, the price per Equity Share shall not be lower than the price determined in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009 which shall be higher of the following:

- a. Average of the weekly high and low of the Volume Weighted Average prices of the Equity Shares of the Company quoted on the Stock Exchange, during the Twenty Six weeks preceding the Relevant Date; or
- b. Average of the weekly high and low of the Volume Weighted Average prices of the Equity Shares of the Company quoted on the Stock Exchange, during the Two weeks preceding the Relevant Date

The price of equity shares to be issued shall be Rs.37/- per Equity Share (inclusive of Rs.27/- per Share as Premium) or the Minimum Price determined as on the relevant date in accordance with Chapter VII of the SEBI (ICDR) Regulations, 2009 whichever is higher.

The Equity Shares allotted pursuant to the above Resolution shall rank *pari-passu* in all respects with the existing Equity Shares of the Company.

### (IV) Relevant Date:

The Relevant Date as per the SEBI (ICDR) Regulations, 2009 for the determination of the price per Equity Share to be issued pursuant to the aforesaid Preferential Allotment is fixed as 7<sup>th</sup> November, 2016, i.e. 30 days prior to the date of the Extra Ordinary General Meeting (7<sup>th</sup> December, 2016) on which the approval of the Shareholders, with respect to the proposed Preferential Issue, is sought.

### (V) Particulars of Subscribers to Equity Shares:

The Company proposes to issue Equity Shares by way of preferential issue to the Non promoter for cash as per the details given herein below:

Name of the Proposed subscribers	Pre Preferential Issue		New Allotment	Post Preferential Issue % of Holding (considering Equity Shares issued through this Notice)	
	No. of Shares held	% of Holding		No. of Shares	No. of Shares held
Category Non Promoter					
Hemlata M Patel	0	0.00	1,60,000	1,60,000	0.97
Krupa M patel	0	0.00	60,000	60,000	0.36
Nayna R Patel	0	0.00	1,60,000	1,60,000	0.97
Ranjan Dinesh Patel	0	0.00	1,60,000	1,60,000	0.97
Trupti M Patel	0	0.00	1,60,000	1,60,000	0.97
<b>Total</b>	<b>0</b>	<b>0.00</b>	<b>7,00,000</b>	<b>7,00,000</b>	<b>4.24</b>

(VI) **Under subscription, if any**

Any of the Equity Shares issued as above, that may remain unsubscribed for any reason whatsoever, may be offered and allotted by the Board of Directors in its absolute discretion to any other investors as mentioned hereinabove, on the same terms and conditions.

(VII) **Shareholding Pattern Pre and Post Preferential Issue:**

Table	A		B	
Category of Shareholders	Pre-Allotment		Post Allotment of Equity shares issued pursuant to this notice.	
	Total No. of Shares	% of Total Voting Rights	Total No. of shares	% of Total Voting Rights
Promoters/Promoters' Group (*)	2,91,600	5.72	2,91,600	1.77
<b>Sub- Total ( A )</b>	<b>2,91,600</b>	<b>5.72</b>	<b>2,91,600</b>	<b>1.77</b>
<b>Non promoters</b>				
Foreign Institutional Investors	0	0	0	0
Bodies Corporate	2,27,788	4.47	2,27,788	1.38
Non Resident Indians / Overseas Corporate bodies	2,63,681	5.17	2,63,681	1.60
Individual - Public	41,82,098	81.99	41,82,098	25.36
New Allottee ( Generic Engineering And Construction Private Limited) (*)	0	0	83,91,800	50.88
New Allottees (Shareholders of Generic Engineering And Construction Private Limited(PAC)) (*)	0	0	7,00,000	4.24
New Allottees ( Public category)	1,12,683	2.21	24,12,683	14.63
Others – Clearing Members	22,550	0.44	22,550	0.14
<b>Sub-total (B)</b>	<b>48,08,800</b>	<b>94.28</b>	<b>1,62,00,600</b>	<b>98.23</b>
<b>Total (A+B)</b>	<b>51,00,400</b>	<b>100</b>	<b>1,64,92,200</b>	<b>100</b>

(\*) Mr. Manish Patel, the director of Generic Engineering and Construction Private Limited has entered into a share purchase agreement with the existing promoter i.e. Mr. Hiren Shantilal Kothari on 7th November, 2016 for substantial acquisition of shares and control of the company along with Generic Engineering and Construction Private Limited and other PACs. Post completion of open offer under SEBI (SAST) Regulations, 2011 these 2,91,600 Equity shares held by the existing promoter will be transferred to Mr. Manish Patel. Accordingly post open offer, the shareholding of existing Promoter (Hiren Shantilal Kothari) will become NIL and Mr. Manish Patel, Generic Engineering and Construction Private Limited and the PACs who has shown as non promoter under the proposed preferential issue, will become the Promoters of the company and their combined shareholding will be 93,83,400 (56.89%) Equity Shares excluding the open offer equity shares.

The revised post preferential shareholding pattern after completion of open offer process (excluding the open offer equity shares) has been given hereinabove in the explanatory statement (item no.4 –point no. B – vi) forming part of the said notice of EOGM.

(VIII) **Change in Management:**

There shall be change in the management or control of the Company pursuant to the issue of the Equity Shares. The Proposed allottee i.e. Generic Engineering and Construction Private Limited,

Mr. Manish Patel alongwith the PACs have already triggered open offer process under SEBI (SAST) Regulations, 2011 and after completion of open offer process they will become the Promoters of the company. Thus there will be change in management / control of the company. Post open offer, the composition of the Board of directors may undergo change.

**(IX) Lock in of Equity Shares:**

The Equity shares to be allotted to the non promoters on a preferential basis as set out in the resolution shall be locked in as per the requirements of SEBI (ICDR) Regulations 2009 as amended from time to time.

**(X) Proposed time within which the allotment shall be completed:**

As required under the SEBI (ICDR) Regulations, 2009, the allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of Extra Ordinary General Meeting. In case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority including Stock Exchange where the shares of the Company are listed or the Central Government then the allotment shall be completed within 15 days from the date of receipt of such approval as the case may be.

**(XI) No. of persons to whom allotment on Preferential Basis has already been made during the year, in terms of Number of Securities as well as Price:**

The Company has not made any preferential allotments during the year except as envisaged in the said notice of EOGM.

**(XII) The Company hereby undertakes that:**

- a) It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2009 where it is required to do so.
- b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2009, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

(XIII) The Company, its Promoters and the Directors of the company are not in the willful defaulters list.

**(XIV) Others:**

The certificate from M/s Koshal & Associates, Chartered Accountants, the statutory Auditor of the company to the effect that the present preferential issue is being made in accordance with the requirements contained in Chapter VII of the SEBI (ICDR) Regulations, 2009 shall be 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 11:00 a.m. and 1:00 p.m. up to the date of EOGM i.e. Wednesday, 7<sup>th</sup> December, 2016

As it is proposed to issue Equity shares on preferential basis, special resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013 and Chapter VII of the SEBI (ICDR) Regulations, 2009 and other applicable provisions (if any).

The Board of Directors of the Company believes that the proposed Preferential Issue is in the best interest of the Company and its Members. The Board, therefore, recommends the Resolution(s) at Item Nos. 5 of the accompanying Notice for the approval of Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution as set

out at Item No. 5 of the Notice, except to the extent of their Shareholding, if any, in the Company.

Your Directors commend the resolution for your approval as a Special Resolution.

#### **Item No.6**

**A. In terms of section 102 of the Companies Act, 2013 and Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“ICDR Regulations”) and any other applicable law, the Explanatory Statement set out all the material facts relating to the special business mentioned in the accompanying notice dated 7<sup>th</sup> November, 2016.**

The Board of Directors in its meeting held on Monday, the 7<sup>th</sup> day of November, 2016 discussed the future plans of the Company and its existing requirement for funds. In view of the foregoing, the Board considered the best way to raise the funds required to finance the operations of the Company is by way of issuance of shares on the preferential basis. Based on the above discussions, the Board resolved to issue, offer and allot upto a maximum of 23,00,000 Equity Shares for cash on preferential basis to the Non Promoters(Public Category). The pricing of the Equity Shares to be allotted on preferential basis shall not be lower than the price determined in accordance with the SEBI (ICDR) Regulations, 2009.

Pursuant to provisions of Section 62 of Companies Act, 2013, any offer or issue of shares of the Company to persons other than the existing holders of the equity shares of a Company requires prior approval of the Shareholders in general meeting by way of a Special Resolution. The Listing Agreement executed by the Company with the Stock Exchange also provide that the Company shall, in the first instance, offer all securities for subscription on proportionate basis to the Shareholders unless the Shareholders in a general meeting decide otherwise.

**B. The details of the issue and other particulars as required in terms of Regulation 73 (1) of SEBI (ICDR) Regulations, 2009 in relation to the resolution for the proposed preferential issue are given as under:**

**(I) The Objects of the Preferential Issue:**

The funds to be raised from the proposed issue of Equity Shares will be utilized for a combination of part funding of the expenditure for expansion, support growth plans of the Company, long-term working capital and general corporate purposes.

**(II) The intention of the promoters / directors / key management persons to subscribe to the Preferential Issue:**

None of the promoters / directors / key managerial person intends to subscribe to the Preferential Issue of Equity Shares.

**(III) Pricing of Securities to be issued:**

The issue of Equity Shares on preferential basis to the Non promoters (Public Category) of the Company will be in such manner and on such price, terms and conditions as may be determined by the Board in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009.

The Company is listed on both BSE Limited and Ahmedabad Stock Exchange. For the purpose of computation of the price per Equity Share, the BSE Limited that has higher trading volume for the said period has been considered.

In terms of SEBI (ICDR) Regulations, 2009, the price per Equity Share shall not be lower than the price determined in accordance with the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009 which shall be higher of the following:

- a. Average of the weekly high and low of the Volume Weighted Average prices of the Equity Shares of the Company quoted on the Stock Exchange, during the Twenty Six weeks preceding the Relevant Date; or
- b. Average of the weekly high and low of the Volume Weighted Average prices of the Equity Shares of the Company quoted on the Stock Exchange, during the Two weeks preceding the Relevant Date

The price of equity shares to be issued shall be Rs.37/- per Equity Share (inclusive of Rs.27/- per Share as Premium) or the Minimum Price determined as on the relevant date in accordance with Chapter VII of the SEBI (ICDR) Regulations, 2009 whichever is higher.

The Equity Shares allotted pursuant to the above Resolution shall rank *pari-passu* in all respects with the existing Equity Shares of the Company.

**(IV) Relevant Date:**

The Relevant Date as per the SEBI (ICDR) Regulations, 2009 for the determination of the price per Equity Share to be issued pursuant to the aforesaid Preferential Allotment is fixed as 7<sup>th</sup> November, 2016, i.e. 30 days prior to the date of the Extra Ordinary General Meeting (7<sup>th</sup> December, 2016) on which the approval of the Shareholders, with respect to the proposed Preferential Issue, is sought.

**(V) Particulars of Subscribers to Equity Shares**

The Company proposes to issue Equity Shares by way of preferential issue to the Non promoters (public category) for cash as per the details given herein below:

Name of the Proposed subscribers	Pre Preferential Issue		New Allotment	Post Preferential Issue % of Holding (considering Equity Shares issued through this Notice)	
	No. of Shares held	% of Holding		No. of Shares held	% of Holding
Category Non Promoter					
Tarak Gor HUF	0	0.00	70,000	70,000	0.42
Bhavna Parekh	21,000	0.41	1,22,000	1,43,000	0.87
Bhumik Patel	0	0.00	55,000	55,000	0.33
Bhupen Shah	0	0.00	1,37,000	1,37,000	0.83
Bipin Gor	0	0.00	64,000	64,000	0.39
Dipa K Patel	0	0.00	88,000	88,000	0.53
Gautam Shah	0	0.00	70,000	70,000	0.42
Hansa Patel	0	0.00	50,000	50,000	0.30
Harsha Atul Patel	0	0.00	12,000	12,000	0.07
Hemal Vyas	0	0.00	28,000	28,000	0.17
Himat G Rudani	0	0.00	20,000	20,000	0.12
Himat G Rudani HUF	0	0.00	20,000	20,000	0.12

Hiren Vyas	11,500	0.23	28,000	39,500	0.24
Jasraj R Patel	0	0.00	30,000	30,000	0.18
Jasraj R Patel HUF	0	0.00	30,000	30,000	0.18
Jayaben Rasiklal Patel	0	0.00	20,000	20,000	0.12
Jayanti Nanji Patel	0	0.00	40,000	40,000	0.24
Jayanti Pokar	0	0.00	28,000	28,000	0.17
Jugal Patel	0	0.00	55,000	55,000	0.33
Jyoti Mehta	0	0.00	41,000	41,000	0.25
Kalpana Patel	0	0.00	55,000	55,000	0.33
Lalji Pokar	0	0.00	95,000	95,000	0.58
Manilal Pokar	0	0.00	88,000	88,000	0.53
Minal Harilal Patel	0	0.00	40,000	40,000	0.24
Mukesh Ratilal Patel HUF	0	0.00	20,000	20,000	0.12
Narendra Ratilal Patel HUF	0	0.00	20,000	20,000	0.12
Naseema Parkar	25,000	0.50	69,000	94,000	0.57
Nikhil Hiralal Patel	0	0.00	41,000	41,000	0.25
Nimesh Velani	0	0.00	42,000	42,000	0.25
Pratik L Pokar	0	0.00	67,000	67,000	0.41
Priyesh Mehta	0	0.00	41,000	41,000	0.25
Rita R Patel	0	0.00	41,000	41,000	0.25
Rupa Nikhil Patel	0	0.00	2,33,000	2,33,000	1.41
Shaamsuddin Parkar	34,183	0.67	68,000	1,02,183	0.62
Siddharth Shah	0	0.00	70,000	70,000	0.42
Suresh Patel	0	0.00	28,000	28,000	0.17
Suresh Ramesh Patel – HUF	0	0.00	20,000	20,000	0.12
Tarak Gor	0	0.00	70,000	70,000	0.42
Trupti Gor	0	0.00	70,000	70,000	0.42
Veluben Patel	0	0.00	30,000	30,000	0.18
Vivek Parekh	21,000	0.41	84,000	1,05,000	0.64
<b>Total</b>	<b>1,12,683</b>	<b>2.22</b>	<b>23,00,000</b>	<b>24,12,683</b>	<b>14.63</b>

(VI) **Under subscription, if any:**

Any of the Equity Shares issued as above, that may remain unsubscribed for any reason whatsoever, may be offered and allotted by the Board of Directors in its absolute discretion to any other investors as mentioned hereinabove, on the same terms and conditions.

(VII) **Shareholding Pattern Pre and Post Preferential Issue:**

Table Category of Shareholders	A		B	
	Pre-Allotment		Post Allotment of Equity shares issued pursuant to this notice.	
	Total No. of Shares	% of Total Voting Rights	Total No. of shares	% of Total Voting Rights

Promoters/Promoters' Group (*)	2,91,600	5.72	2,91,600	1.77
<b>Sub- Total ( A)</b>	<b>2,91,600</b>	<b>5.72</b>	<b>2,91,600</b>	<b>1.77</b>
<b>Non promoters</b>				
Foreign Institutional Investors	0	0	0	0
Bodies Corporate	2,27,788	4.47	2,27,788	1.38
Non Resident Indians / Overseas Corporate bodies	2,63,681	5.17	2,63,681	1.60
Individual - Public	41,82,098	81.99	41,82,098	25.36
New Allottee ( Generic Engineering And Construction Private Limited) (*)	0	0	83,91,800	50.88
New Allottees (Shareholders of Generic Engineering And Construction Private Limited(PAC)) (*)	0	0	7,00,000	4.24
New Allottees ( Public category)`	1,12,683	2.21	24,12,683	14.63
Others – Clearing Members	22,550	0.44	22,550	0.14
<b>Sub-total (B)</b>	<b>48,08,800</b>	<b>94.28</b>	<b>1,62,00,600</b>	<b>98.23</b>
<b>Total (A+B)</b>	<b>51,00,400</b>	<b>100</b>	<b>1,64,92,200</b>	<b>100</b>

(\*) Mr. Manish Patel, the director of Generic Engineering and Construction Private Limited has entered into a share purchase agreement with the existing promoter i.e. Mr. Hiren Shantilal Kothari on 7th November, 2016 for substantial acquisition of shares and control of the company along with Generic Engineering and Construction Private Limited and other PACs. Post completion of open offer under SEBI (SAST) Regulations, 2011 these 2,91,600 Equity shares held by the existing promoter will be transferred to Mr. Manish Patel. Accordingly post open offer, the shareholding of existing Promoter (Hiren Shantilal Kothari) will become NIL and Mr. Manish Patel, Generic Engineering and Construction Private Limited and the PACs who has shown as non promoter under the proposed preferential issue, will become the Promoters of the company and their combined shareholding will be 93,83,400 (56.89%) Equity Shares excluding the open offer equity shares.

The revised post preferential shareholding pattern after completion of open offer process (excluding the open offer equity shares) has been given hereinabove in the explanatory statement (item no.4 – point no. B – vi) forming part of the said notice of EOGM.

**(VIII) Change in Management:**

The issue of Equity shares pursuant to the said resolution shall not result in any change in the management or control of the Company.

**(IX) Lock in of Equity Shares:**

The Equity shares to be allotted to the non promoters (public category) on a preferential basis as set out in the resolution shall be locked in as per the requirements of SEBI (ICDR) Regulations 2009 as amended from time to time.

**(X) Proposed time within which the allotment shall be completed:-**

As required under the SEBI (ICDR) Regulations, 2009, the allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of Extra Ordinary General Meeting. In case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority including Stock Exchange where the shares of the Company are listed or the Central Government then the allotment shall be completed within 15 days from the date of receipt of such approval as the case may be.

(XI) **No. of persons to whom allotment on Preferential Basis has already been made during the year, in terms of Number of Securities as well as Price:**

The Company has not made any preferential allotments during the year except as envisaged in the said notice of EOGM.

(XII) **The Company hereby undertakes that:**

- a) It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2009 where it is required to do so.
- b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2009, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

(XIII) The Company, its Promoters and the Directors of the company are not in the willful defaulters list.

(XIV) **Others:**

The certificate from M/s Koshal & Associates, Chartered Accountants, the statutory Auditor of the company to the effect that the present preferential issue is being made in accordance with the requirements contained in Chapter VII of the SEBI (ICDR) Regulations, 2009 shall be 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 11:00 a.m. and 1:00 p.m. up to the date of EOGM i.e. Wednesday, 7<sup>th</sup> December, 2016.

As it is proposed to issue Equity shares on preferential basis, special resolution is required to be approved by members pursuant to the provisions of Section 62 of the Companies Act, 2013 and Chapter VII of the SEBI (ICDR) Regulations, 2009 and other applicable provisions (if any).

The Board of Directors of the Company believes that the proposed Preferential Issue is in the best interest of the Company and its Members. The Board, therefore, recommends the Resolution(s) at Item Nos. 8 of the accompanying Notice for the approval of Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution as set out at Item No. 8 of the Notice, except to the extent of their Shareholding, if any, in the Company.

Your Directors commend the resolution for your approval as a Special Resolution.

**By Order of the Board of Directors  
For Welplace Portfolio & Financial Consultancy Services Limited,**

**Sd/-  
Ami Shah  
Company Secretary and Compliance Officer**

Place: Mumbai  
Dated: 7<sup>th</sup> November, 2016

**WELPLACE PORTFOLIO AND FINANCIAL CONSULTANCY SERVICES LIMITED**

Regd Off: 613/B, Mangal Aarambh, Near Mc Donalds, Korakendra,

Off S.V.Road, Borivali (W), Mumbai-400092

CIN: L67120MH1994PLC082540

Email Id: [welplaceportfolio@gmail.com](mailto:welplaceportfolio@gmail.com) Website: [www.welplaceportfolio.com](http://www.welplaceportfolio.com)

Phone No. 022-28335999

**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 Extra Ordinary General Meeting of the Company held on Wednesday, the 7<sup>th</sup> December, 2016 at 9.30 a.m. at Kriish Cottage, C-101/201, Manas Building, Near St. Lawrence High School, Devidas Lane, Borivali (W), Mumbai – 400 103

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.

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Phone No. 022-28335999

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

<b>Name of the Member(S):</b>			
<b>Registered Address:</b>			
<b>Email -id:</b>			
<b>Folio No. Client ID:</b>		<b>DP ID:</b>	

I/We, being the member (s) of \_\_\_\_\_ shares of the above named Company, hereby appoint

- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Emailid: \_\_\_\_\_  
Signature: \_\_\_\_\_ or failing him
- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_  
Signature: \_\_\_\_\_

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 Extra Ordinary General Meeting of the Company to be held on Wednesday, the 7<sup>th</sup> December, 2016 at 9.30 a.m. at Kriish Cottage, C-101/201, Manas Building, Near St. Lawrence High School, Devidas Lane, Borivali (W), Mumbai – 400 103 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 :

Sr. No.	Resolutions	Type of Resolution	For	Against
1	Increase in Authorised Share capital	Ordinary		
2	Alteration of Memorandum of Association	Ordinary		
3	Alteration of Articles of Association	Special		
4	Issue of Equity shares on Preferential allotment basis to the Non Promoters for acquisition of business through Business transfer Agreement from Generic Engineering And Construction Private Limited	Special		
5	Issue of Equity shares on Preferential allotment basis for cash to the Non Promoters (shareholders of Generic Engineering And Construction Private Limited (PAC))	Special		
6	Issue of Equity shares on Preferential allotment basis for cash to Non Promoters (Public Category)	Special		

Signed this ----- day of \_\_\_\_\_ 2016

\_\_\_\_\_  
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 a '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.

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.

**BOOK-POST**

If undelivered please return to:

**WELPLACE PORTFOLIO AND FINANCIAL CONSULTANCY SERVICES LIMITED**

Regd Off: 613/B, Mangal Aarambh, Near Mc Donalds, Korakendra,  
Off S.V.Road, Borivali (W), Mumbai - 400092