

Date: 12th April, 2018

To,	To,
BSE Ltd.	Ahmedabad Stock Exchange Limited
Department of Corporate Services	Kamdhenu Complex, Opp Sahaja nand
Corporate Relation Department	College, Panjara Pole,
14th Floor, Phiroze Jeejeebhoy Towers,	Ahmedabad - 380015
Dalal Street, Mumbai - 400001	

BSE: Scrip Code: 539407 ASE: Scrip Code: 67142

Sub: Submission of Private Placement offer letter of Generic Engineering Construction and Projects Limited for Issue and Allotment of 24,30,000 warrants convertible into 24,30,000 Equity Shares and 36,24,211 Equity Shares on Preferential issue basis.

Dear Sir,

With reference to the aforementioned subject and pursuant to Section 42(7) of the Companies Act, 2013 read with rule 14 (3) of the Companies (Prospectus & Allotment) Rules, 2014, we are enclosing herewith the copy of the Private Placement offer letter (PAS 4) circulated on 12<sup>th</sup> March, 2018 to the proposed allottees and copy of the record of Private Placement Offer (PAS 5) prepared in accordance with the Companies Act, 2013 read with Companies (Prospectus & Allotment) Rules, 2014.

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

Thanking you, Yours Faithfully,

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

Ami Shah Company Secretary

Encl: PAS 4 and PAS 5

#### FORM NO PAS-4 PRIVATE PLACEMENT OFFER LETTER

[Pursuant to section 42 and rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014]

#### 1) GENERAL INFORMATION

a) Generic Engineering Construction and Projects Limited (formerly known as Welplace Portfolio & Financial Consultancy Services Limited) was incorporated on October 31, 1994 under the Companies Act, 1956 (No. I of 1956) in the state of Maharashtra ("hereinafter referred as "Generic") and received the 'Certificate of Incorporation' bearing number 11-82540 of 1994 from the Registrar of Companies ("ROC"), Maharashtra, Bombay. The CIN of Generic is L45100MH1994PLC082540.

Generic had received Certificate for Commencement of Business from the ROC, Maharashtra, Bombay on November 24, 1994. The Company has in the financial year 2016-2017 undergone a name change from "Welplace Portfolio and Financial Consultancy Services limited" to "Generic Engineering Construction and Projects Limited" and received 'Certificate of Incorporation' from ROC, Mumbai dated 4<sup>th</sup> January, 2017.

The Company has in the Financial Year 2016-17 shifted its Registered Office address from 613/B, Mangal Aarambh, Off. S. V. Road, Near Mc Donalds, Korakendra, Borivali (West), Mumbai 400 092, Maharashtra, India to 201 & 202, Fitwell House, 2<sup>nd</sup> Floor, Opp Home Town, LBS Road, Vikhroli (West), Mumbai - 4000083 Tel. No. +91-22-25780272 / 9167720671; Fax No. +022-21022072; Email: info@gecpl.com, cs@gecpl.com; Web: www.gecpl.com

The Generic made its maiden Public Issue of Equity Shares on 29<sup>th</sup> August, 1996. At present the shares are listed on BSE Limited (Bombay Stock Exchange/BSE) and the Ahmedabad Stock Exchange Ltd (ASE).

- b) Generic's core business is providing services for Civil Construction and Infrastructure Projects on various models viz., DBOT, BOOT, BOT and BOLT. The services offered by the Company includes General Contracting, Design Built, EPC and PMC. The Company specializes in the areas of Cold Storage, IT park developments and Industrial plants' construction.
- c) There has been no merger, demerger, amalgamation or spin-off during the last 3 years involving the current year. Generic does not have any subsidiary Company. However, Generic is a subsidiary of Generic Engineering and Construction Private Limited (GECPL) post allotment of Equity Shares to GECPL in the Financial Year 2016-17.

d) Management 's Perception of risk factors:



1. The Issue Price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Issue.

The Issue Price of Equity Share may not be indicative of the market price for our Equity Shares after the Issue. The market price of our Equity Shares could be subject to significant fluctuations after the Issue, and may decline below the Issue Price. There can be no assurance that the investor will be able to resell their shares at or above the Issue Price.

Among the factors that could affect our share price are: -

quarterly variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues; changes in revenue or earnings estimates or publication of research reports by analysts; speculation in the press or investment community; general market conditions;

2. Our ability to pay dividends in the future will depend on our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and other factors.

Generic in the financial year 2016-17 had declared dividend of Rs 0.10/- per equity Shares amount to Rs 16,35,620/-. The amount and frequency of future dividend payments, if any, will depend on our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and other factors. We cannot be certain that we will have distributable funds after we commence operations. In addition, we may also be constrained from making any dividend payments owing to certain restrictive covenants in some of our existing financing arrangements.

#### **External Risk Factors**

3. A slowdown in economic growth in India could adversely impact our business. Our performance and the growth of our business are dependent on the performance of the overall Indian economy.

Any slowdown in the Indian economy or any future volatility in global commodity prices, exchange and interest rates etc., could adversely affect our customers and the growth of our business, which in turn could adversely affect our business, financial condition and results of operations.



India's economy could be adversely affected by a general rise in interest rates, fluctuations in currency exchange rates, adverse conditions affecting agriculture, commodity and electricity prices or various other factors. Further, conditions outside India, such as slowdowns in the economic growth of other countries could have an impact on the growth of the Indian economy, and government policy may change in response to such conditions. The Indian economy and financial markets are also significantly influenced by worldwide economic, financial and market conditions.

Name	Age (yrs)	Designation	DIN	Qualifi cation	Nature of Expertise
<ol> <li>Manish Ravilal Patel</li> <li>6 KK Chhaya Apt, Pant Nagar Allahabad Bank Bldg, Ghatkopar (East) Mumbai 400077</li> </ol>	47	Managing Director	00195878	B.Com	More than 20 years of experience in the field of Construction
<ol> <li>Jayesh Sheshmal Rawal</li> <li>1302/ 1303, Sunrise Point, Neptune Living Point, L.B.S. Road, Bhandup (West) Mumbai</li> <li>400078</li> </ol>	44	Executive Director	00464313	B.Com, CA, D.I.S.A	More than 15 years of post- qualification experience in accounting and Finance
<ul> <li>3. Tarak Bipinchandra Gor</li> <li>B/1107</li> <li>Sambhavnath</li> <li>Tower, Sudha Park</li> <li>Off Eastern Express</li> <li>Highway,</li> <li>Ghatkopar East</li> <li>Mumbai 400077</li> </ul>	40	Whole-Time Director & CFO	01550237	B.Com, CA, CS	More than 13 years of post- qualification experience in accounting and Finance

e) Details of the Directors of the Company:

Name	Age (yrs)	Designation	DIN	Qualifi cation	Nature of Expertise
<ul> <li>4. Col Anurag Chandra Mani Pathak</li> <li>K-443, A.W.H.O.</li> <li>Raghunath Vihar,</li> <li>Sector-14, Kharghar</li> <li>Navi Mumbai</li> <li>410210</li> </ul>	64	Additional Independent Director	02627362	MSC, B-Tech & MBA (HRM)	More than 38 years of experience in the field of Infra-structure Development and Building Development
<ol> <li>5. Rajesh Khatavji Ladhad</li> <li>B-1001 Lords, Plot- 35/35A, Sector-15, CBD Belapur Navi Mumbai 400614</li> </ol>	49	Independent Director	05241238	BE	More than 12 years of experience in the field of RCC consulting
<ul> <li>6. Sheetal Bhavin Nagda</li> <li>303, Satguru Sharan,</li> <li>1, Chafekar Bandhu Rd., Mulund East Mumbai 400081</li> </ul>	36	Independent Director	07179841	B.Com & M.Com	More than 6 years of experience in the field of Administration and other related activities.
<ul> <li>7. Jaymin Piyush Modi</li> <li>C-111,</li> <li>Saraswatikrupa</li> <li>Chsl, Opp Nirmal</li> <li>Park Navghar Cross</li> <li>SV Road. Thane</li> <li>401105</li> </ul>	26	Independent Director	07352950	B.Com, CS	More than 5 years of experience in the field of Legal and Secretarial matters.



Name	Age (yrs)	Designation	DIN	Qualifi cation	Nature of Expertise
<ul> <li>8. Trupti Mitul Patel</li> <li>6 KK Chhaya Apt, Pant Nagar Allahabad Bank Bldg, Ghatkopar (East) Mumbai 400077</li> </ul>	38	Non- Executive Director	07822208	TYBSE	More than 5 years of specialization in Interior designing

f) Details of default, if any, including therein the amount involved, duration of default and present status –

- i. The Company has been regular in payment of statutory dues;
- ii. The Company has not issued any debentures and therefore payment of interest thereon does not arise;
- iii. The Company has not taken any deposits and therefore payment of interest thereon does not arise;
- iv. The Company has availed loans from Bank and Financial Institutions and the company is regular in payment of interest on the same.;

#### g) Details of the Compliance officer is as follows:

Name:	Ms. Ami Shah		
Designation Company Secretary & Compliance Officer			
Address 201 & 202, Fitwell House, Opp Home Tow Road, Vikhroli (West), Mumbai - 400083			
Contact nos.:	8291863001		
Email id:	cs@gecpl.com		

#### 2) PARTICULARS OF THE OFFER

1.	Date of Board Meeting	08th February, 2018	and a state
	Date of Shareholders Meeting	10 <sup>th</sup> March, 2018	· · · · · · · · · · · · · · · · · · ·
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3.	Kinds of securities offered	24,30,000 warrants convertible into 24,30 Equity Shares of Rs 10/- each to the Promoter Cash and 36,24,211 Equity Shares of Rs 10/- to public (Non-Promoters) for Cash	
4.	Price at which the security is being offered including the premium	Rs. 190/- (Face Value Rs. 10/- Premium of Rs. 180/- per share)	plus securities
5.	Justification of Price	The Equity Shares of the Compar 3SE. The equity shares are frequence he stock exchange and therefore been calculated as per Chapte 1CDR) Regulations, 2009 a hereinabove, the highest of the p above is justified.	ently traded on e the Price has r VII of SEBI nd presented
6.	Name and address of the Valuer who performed valuation of the security offered	The Issue price (Rs. 190/- per calculated by SDA & Associates Add. A-135, Ostwal Ornate, Jesal Park, Bhyander (East) I 401 105	Building 2,
7.	Amount which the company intends to raise by way of securities	The Company intends to raise R (Rupees Forty-Six Crores Sevent by issuing 24,30,000 (Twenty-Fo Thousand) warrants convertible (Twenty-Four Lakhs Thirty Th Shares to promoters for cash. The proposed allottees of Warran or before the date of allotment, equivalent to 25% of the price fix terms of the SEBI (ICDR) Regulati balance consideration i.e. 75% sh time of allotment of Equity sh exercise of option against each s the warrant holder.	een Lakhs only) ur Lakhs Thirty into 24,30,000 iousand) Equity ts shall, on pay an amoun ed per warrant in ions, 2009 and the all be paid at the ares pursuant to such warrants by ot exceed
		18 months from the date of their a The Company further intend 68,86,00,090/- (Rupees Sixty-Eigh Six Lakhs and Ninety only) by Equity Shares for cash to public (I	s to raise Rs at Crores Eighty- issuing 36,24,211
8.	Terms of raising of securities	Equity shares issued and equity s of conversion of warrants shall	
		6	construct

		along with the existing equity shares in the Company including dividend
9.	Validity of the Offer Letter	Offer letter is valid till 9th April, 2018
10	Purposes and objects of the offer	<ul> <li>For issue of shares and warrants for consideration in Cash-</li> <li>The funds to be raised from the proposed issue of Warrants 24,30,000 (Convertible Warrants to Equity) and Equity Shares (36,24,211 shares) will be utilized for a combination of part funding of the capital expenditure, supporting growth plans of the Company, meeting working capital requirements, repayment of debts, providing financial support to Joint Ventures / Associates / Group /affiliated Companies in India by way of loans / investments and for general corporate purposes or any combination thereof.</li> </ul>
11	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects	None of the promoters or Directors except Generic Engineering and Construction Private Limited the promoter intends to subscribe to the proposed preferential issue of warrants.
12	Principle terms of assets charged as security	As the proposed allotment is in cash, hence no charge is being created on any of the assets of the Company

# 3) DISCLOSURES WITH REGARD TO INTEREST OF DIRECTORS, LITIGATION ETC.

- a) None of the directors, promoters or key managerial personnel except Generic Engineering and Construction Private Limited the promoter is interested in the offer. All the equity shares issued pursuant to this offer and equity shares arising out of conversion of warrants into equity shares shall rank *pari passu* along with the existing equity shares of the company including payment of dividend, if any.
- b) There are no litigations or legal actions pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the company during the last three years immediately preceding the year of the circulation of the offer letter.
- c) Remuneration (gross) paid to the Managing Director, whole-time Director and Executive Directors during the year 2016-2017 is as follows:

Sr No	Name of Director	Total Amount (Per Annum)
1.	Mr Manish Ravilal Patel	Rs 60,00,000/-
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2.	Mr Tarak Bipinchandra Gor	Rs 9,00,000/-
3.	Mr Javesh Sheshmal Rawal	Rs 9,00,000/-

d) The Company details of the related party transactions entered during the year 2016-17 is as follows:

Sr No	Name of the related party and nature of relationship	Nature of contracts/ arrangements/ Transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	
1.	Generic Engineering and Construction Private Limited - Holding Company	Leave and License Agreement (3 years)	Rent: Rs 1,19,16,000/- Security Deposit: Rs 18,00,000/-	
2.	Generic Engineering and Construction Private Limited – Holding Company	Amenities Agreement (3years)	Rent: Rs 90,00,000	
3.	Mitul Ravilal Patel	Relative working in place of Profit	Salary: Rs 9,00,000/- per annum	

- e) There are no summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of circulation of offer letter.
- f) No inquiry, inspections or investigations initiated or conducted under the Companies Act or any previous company law in the last three years immediately preceding the year of circulation of offer letter against the company. Further no prosecutions have been filed or fines imposed of offence compounded in the last three years immediately preceding the year of the offer letter.
- g) There are no acts of material frauds committed against the company in the last three years.

#### 4. FINANCIAL POSITION OF THE COMPANY

- (a) the capital structure of the company in the following manner in a tabular form
  - a) The Authorized Share Capital of Generic is Rs. 23,00,00,000 (Rupees Twenty-Three Crore) comprising of 2,30,00,000 (Two Crore Thirty Lakhs) Equity Shares of Rs.10/- each. The current subscribed and paid-up capital of Generic is Rs 16,35,62,000/- (Rupees Sixteen Crore Thirty-Five Lakh and Sixty-Two Thousand only) consisting of 1,63,56,200 (One Crore Sixty-Three Lakhs Fifty-Six Thousand Two Hundred only) fully paid-up Equity Shares of Rs. 10/- each. There are no partly paid-up Equity Shares in Generic.

b) Pursuant to this offer letter 24,30,000 Warrants and 36,24,211 Equity Shares of Rs. 10/- each are being issued at a price of Rs. 190/- per equity share.

Pre and Post shareholding of the proposed allottees:

Name of the Proposed subscriber	Pre Pref Iss		New Allotment	% of H (considerin Shares issu	eferential Issue of Holding idering Equity issued through nis Notice)	
Category Non Promoter	No. of Shares held	% of Holding	No. of Shares	No. of Shares held	% of Holding	
Generic Engineering And Construction Private Limited	83,91,800	51.31	24,30,000 (*)	1,08,21,800	48.29	
Sultan Hyder Sayed	11,000	0.07	1,05,264	1,16,264	0.52	
Renu Rani Dayal	0	0.00	52,632	52,632	0.23	
Narwani Harish Darshan Singh	0	0.00	52,632	52,632	0.23	
Patel Dilip Jerambhai	2,70,508	1.65	1,57,895	4,28,403	1.19	
Kiran Ishwarlal Serai	0	0.00	18,000	18,000	0.08	
Mahesh Kumar Lalwani	31,578	0.19	18,000	49,578	0.22	
Raj Kumar	850	0.01	14,211	15,061	0.07	
Punita Prakash Sitlani	3,433	0.02	18,000	21,433	0.10	
Virendra Dhakan/Harish Dhakan	0	0.00	39,474	39,474	0.18	
Arunender Rao Putta	0	0.00	21,053	21,053	0.09	
Ramesh Kumar	0	0.00	52,632	52,632	0.23	
Ashok Lakhiani	0	0.00	52,632	52,632	0.23	
Jay Kumar Dadlani	30,000	0.18	2,10,527	2,40,527	1.70	
Harish Awtaney	100	0.00	15,790	15,890	0.07	
Rajesh Sadhwani/Sneha	0	0.00	13,30,001	13,30,001	5.93	



Sadhwani					
Monesh Rughwani	0	0.00	1,31,579	1,31,579	0.59
Safawi Syed Mohammed	18,218	0.11	52,632	70,850	0.32
Ghanshyam Daulal Agrawal	0	0.00	2,55,790	2,55,790	1.14
Vandani Chowdhary	0	0.00	14,211	14,211	0.06
Latadevi Parekh	6,000	0.04	14,211	20,211	0.09
Kush Shah	0	0.00	14,211	14,211	0.06
Harsh Rathi	0	0.00	14,211	14,211	0.06
Shashi Atulkumar Agarwal	0	0.00	14,211	14,211	0.06
Ashok Kumar Jain	4,000	0.02	14,211	18,211	0.08
Balmukund Sitaram Agrawal	0	0.00	14,211	14,211	0.06
Kamleshkumar Maturamji Jain	0	0.00	14,211	14,211	0.06
Abhinav Anil Kumar Agarwal	0	0.00	14,211	14,211	0.06
Agrawal Anil kumar Shyamlal	0	0.00	14,211	14,211	0.06
Mahavirprasad Fakirchand Jain	0	0.00	14,211	14,211	0.06
Prakash Kumar Bagrecha	0	0.00	14,211	14,211	0.06
Sandipkumar Bhavarlal Bagrecha	0	0.00	14,211	14,211	0.06
Sonal Satishkumar Agarwal	0	0.00	14,211	14,211	0.06
Sanjay Govindram Agrawal	0	0.00	14,211	14,211	0.06
Niraj Ishwarchand Gupta	0	0.00	14,211	14,211	0.06



Total	89,75,159	54.86	60,54,211	1,50,29,370	66.86
Shree Radheyshyam Syn Fab Pvt Ltd	0	0.00	14,211	14,211	0.06
Balotra Carrying Company Pvt Ltd	0	0.00	14,211	14,211	0.06
Kautilya Traders Pvt Ltd	0	0.00	14,211	14,211	0.06
Vijay Shubham Contrade Pvt Ltd	0	0.00	14,211	14,211	0.06
Sat Man Strategies Pvt Ltd	0	0.00	3,68,422	3,68,422	1.64
Heena Kalpesh Shah	0	0.00	14,211	14,211	0.06
Rashmi Pal	19,000	0.12	15,790	34,790	0.16
Rajashree Srikant Kulkarni	35,000	0.21	15,790	50,790	0.23
Kalpesh Purushottam Shah	2	0.00	14,211	14,213	0.06
Shajahan Pulikkal	0	0.00	15,790	15,790	0.07
Bhupendra Joshi	1,37,000	0.84	58,079	1,95,079	0.87
Barkha Nihalani	2,481	0.02	15,790	18,271	0.08
Archana Jain	0	0.00	14,211	14,211	0.06
Pawanjay Modi	2,200	0.01	14,211	16,411	0.07
Archit Kothari	2,579	0.02	14,211	16,790	0.07
Jay Kothari	110	0.00	81,054	81,164	0.36
Aditya Kothari	8,300	0.05	28,422	36,722	0.16
Anju Kothari	1,000	0.00	14,211	15,211	0.07
Meena Bajaj	0	0.00	14,211	14,211	0.06
Sanjay Mukund Goyal	0	0.00	14,211	14,211	0.06
Haresh Sanghvi	0	0.00	14,211	14,211	0.06
Rajendra Kumar Agarwal	0	0.00	14,211	14,211	0.06

(\*) assuming full conversion of warrants in to Equity shares



c) Paid up capital

#### (i) Share Capital Structure of the Company: Pre Offer

Paid up Equity Shares	No. of Share/ Voting Rights	% of Shares/ Voting Rights
Fully Paid up Equity Shares	1,63,56,200	100.00
Partly Paid UP Equity Shares	0	0.00
Total Paid up Equity Shares	1,63,56,200	100.00
Total Voting Rights	1,63,56,200	100.00

# (ii) Share Capital Structure of the Company: Post Offer

Paid up Equity Shares	No. of Share/ Voting Rights	% of Shares/ Voting Rights
Fully Paid up Equity Shares	2,24,10,411	100.00
Partly Paid UP Equity Shares	0	0.00
Total Paid up Equity Shares	2,24,10,411	100.00
Total Voting Rights	2,24,10,411	100.00

# (iii) Share premium account (before and after the offer)

Share Premium	Before the offer	Rs 30,75,78,600/-
Account	After the offer (*)	Rs 1,08,97,57,980/-

(\*) assuming full conversion of warrants in to Equity shares

# (iv) Shareholding Pattern Pre and Post Preferential Issue:

Table	A Pre-Allotment		B Post Allotment of Equity share issued pursuant to this notice.		
Category of					
Shareholders	Total No. of Shares	% of Total Voting Rights	Total No. of shares	% of Total Voting Rights	
Promoters/Promoters' Group (*)	9,91,600	6.06	9,91,600	4.42	
Generic Engineering And Construction Private Limited	83,91,800	51.31	1,08,21,800	48.29	
Sub- Total ( A)	93,83,400	57.37	1,18,13,400	52.71	
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Non promoters				
Foreign Institutional Investors	0	0	0	0
Bodies Corporate	2,78,376	1.70	2,78,376	1.24
Non Resident Indians / Overseas Corporate bodies	20,000	0.12	20,000	0.09
Individual/HUF - Public	65,36,128	39.96	65,36,128	29.17
New Allottees ( Public category)`	0	0	36,24,211	16.17
Others - Clearing Members	1,38,296	0.85	1,38,296	0.62
Sub-total (B)	69,72,800	42.63	1,05,97,011	47.29
Total (A+B)	1,63,56,200	100	2,24,10,411	100

(\*) assuming full conversion of warrants in to Equity shares

The revised post preferential shareholding pattern will be as under.

Particulars	Post Allotment of Equity shares issued pursuant to this notice		
Category of Shareholders	Total No. of shares	% of Total Voting Rights	
Promoters/Promoters' Group			
Generic Engineering and Construction Private Limited	1,08,21,800	48.29	
Manish Ravilal Patel	2,91,600	1.30	
Hemlata M Patel	1,60,000	0.71	
Krupa M Patel	60,000	0.27	

Nayna R Patel	1,60,000	0.71
Ranjan Dinesh Patel	1,60,000	0.71
Trupti M Patel	1,60,000	0.71
Sub- Total ( A)	1,18,13,400	52.71
Non promoters		
Foreign Institutional Investors	0	0
Bodies Corporate	2,78,376	1.24
Non Resident Indians / Overseas Corporate bodies	20,000	0.09
Individual - Public	65,36,128	29.17
New Allottees ( Public category)	36,24,211	16.17
Others - Clearing Members	1,38,296	0.62
Sub-total (B)	1,05,97,011	47.29
Total (A+B)	2,24,10,411	100

# (v) Buildup of Current Paid up Capital:

Date of Allotment	No and % of shares Issued	Cumulativ e Paid Up Capital (Rs.)	Mode of Allotment	Identity of Allottees ( eg: promoters / Others)	Status of Compliance with SEBI (SAST) Regulations, other Regulations under SEBI Act, 1992 and other statutory provisions
31.10.1994	700	700	Subscriptio n to MOA	Promoters	Complied
15.03.1995	6,07,800	6,08,500	Private Placement	Promoters, friends and relatives	Complied
30.03.1995	2,59,700	8,68,200	Private Placement	Promoters, friends and relatives	Complied
15.05.1995	1,98,500	10,66,700	Private	Promoters,	Complied

			Placement	friends and relatives	
05.07.1995	2,92,000	13,58,700	Private Placement	Promoters, friends and relatives	Complied
31.08.1995	8,91,300	22,50,000	Private Placement	Promoters, friends and relatives	Complied
10.10.1996	28,50,400	51,00,400	IPO	Promoters and Public	Complied
22.12.2016	1,12,55,800	1,63,56,200	Private Placement	Promoters, friends and relatives	Complied
	Total	1,63,56,200	12.2		

- (a) The company has in the financial year 2016-17 issued and allotted 1,12,55,800 Equity Shares of Rs 10/- each out of which 83,91,800 Equity Shares were offered for consideration other than cash and remaining 28,64,000 Equity Shares were allotted for consideration in cash
- (b) Profits of the company, before and after making provision for tax, for the three financial years immediately preceding the date of circulation of offer letter;

			(Amount in Lacs)
Profit & Loss Statement	March 31, 2015	March 31, 2016	March 31, 2017
Profit Before Interest,	4.41	23.07	310.53
Depreciation and Tax			
Depreciation	1.90	1.05	11.87
Interest	0	0	74.02
Provision for Tax	0.52	2.85	59.66
Profit /(Loss )After Tax	1.99	19.17	164.98

- (c) The Company has during the financial year 2016-17 declared dividend of Rs 0.10/- per equity Shares amount to Rs 16,35,620/-.
- (d) The details of the secured and unsecured loan bearing interest cost is as follows:

PARTICULARS	2016	Addition/ Deletion during the year	2017
Secured		15,00,96,089	15,00,96,089
Unsecured	1,22,49,804	(1,22,49,804)	
Deposits			
		TOTAL	15,00,96,089

(e) A summary of the financial position of the company as in the three audited balance sheets immediately preceding the date of circulation of offer letter;

Profit & Loss Account	For the Six months' ended Sept. 30, 2017	For the year ended March 31, 2017	For the year ended March 31, 2016	For the year ended March 31, 2015
	Unaudited#	Audited	Audited	Audited
Income from Operations	6,507.61	3,814.22	46.68	17.59
Other Income	46.13	42.02	9.15	0
Total Income	6,553.74	3,856.24	55.83	17.59
Total Expenditure	5,671.22	3,545.71	40.26	13.18
PBDIT	882.52	310.53	23.07	4.41
Depreciation	108.02	11.87	1.05	1.90
Interest	88.50	74.02	0	0
Profit/(Loss) Before Tax	686.00	224.64	22.02	2.51
Provision for Tax	174.42	59.66	2.85	0.52
Profit/(Loss) After Tax	511.58	164.98	19.17	1.99
Balance Sheet				1.592761
Sources of Funds				
Capital Account	1,635.62	1,635.62	510.04	510.04
Reserves and Surplus*	3,638.72	3,127.15	(57.11)	(85.14)
Net worth	5,274.34	4,762.77	452.93	424.90
Non-Current Liabilities	15.76	0	122.50	90.39
Current Liabilities	3,847.73	3552.70	5.63	1.52
Total	9,137.83	8,315.47	581.06	516.81
Uses of Funds			Salucion A	0110
	16		Burrend	

(Figures in Rs Lakh except Other Financial Data)

Net Fixed Assets	1,913.13	2,006.72	1.50	2.55
Investments	0.06	0.08	0.08	0.08
Non-Current Assets	2,044.14	1,268.26	549.51	487.51
Current Assets	5,180.50	5,040.42	29.97	26.67
Total Misc. Exp. Not Written Off	0	0	0	0
Total	9,137.83	8,315.47	581.06	516.81
Other Financial Data				Conort Sec
Dividend (%)	0	1%	0	0
Earnings Per Share (in Rs)	3.13	2.02	0.38	0.04
Return on Net worth (%)	9.70	3.46	4.23	0.47
Book Value Per Share (in Rs)	32.25	29.12	8.88	8.33

\*excluding Revaluation Reserves; <sup>\$</sup> Not annualised

#Limited Reviewed Financials as filed by the Company with BSE.

(f) Audited Cash Flow Statement for the three years immediately preceding the date of circulation of offer letter;

	(Rupees in Lakhs)			
PARTICULARS	31-03-17	31-03-16	31-03-15	
CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit / (Loss) before tax and Extra Ordinary items	224.63	14.51	2.52	
Adjustment for:-				
Finance Charges Paid	74.02	0	0	
Depreciation	11.87	1.05	1.90	
Interest on Loan Received	(24.42)	0	0	
Dividend	(0.01)	(0.01)	(0.01)	
Rounding off adjustment	0	0	0	
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	286.10	15.56	4.41	
Adjustment for:-				
Trade and other receivables	1,951.88	(4.45)	-	
Trade Payables	878.63	0.59	0.28	
Changes in inventories	0	(0.28)	0	
Others receivables/Current Assets/Deferred Tax	0	(15.49)	0	
	North N			

Assets		1	
Cash generated from operations	(787.15)	(19.63)	0.28
Direct Taxes Paid	(7.33)	(1.01)	0
Extra-Ordinary Items	0	7.50	0
NET CASH FLOW FROM OPERATING ACTIVITIES	(794.48)	2.41	4.69
CASH FLOW FROM INVESTING ACTIVITIES	1.		
Purchase of Fixed Assets	(2.66)	0	0
Sale of Fixed Assets	0	0	0
Cash Inflow from Purchase of Business	589.07	0	0
New Investments	0	0	0
Movement in Loans and Advan.	109.95	(35.96)	(0.72)
Sale of Investments	0	0	0
Interest Received	24.42	0	0
Dividend Received	0.01	0.01	0.01
NET CASH USED IN INVESTING ACTIVITIES	720.78	(35.95)	(0.72)
CASH FLOW FROM FINANCING ACTIVITIES	1 C		
Finance Charges Paid	(74.02)	0	0
Net Receipts\(Payments) of Short Term Borrowings	480.06	0	0
Loan Received	(122.50)	32.11	0
Proceeds from issue of share capital	1,059.68	0	0
Proceeds from Long term borrowings	0	0	0
Repayment of Financial Liability/Lease	0	0	0
Dividend Paid	0	0	0
NET CASH USED IN FINANCING ACTIVITIES	1,343.21	32.11	0
NET INCREASF/(DECREASE) IN CASH OR CASH EQUIVALENTS	1,269.51	(1.43)	3.97
Add:- CASH & CASH EQUIVALENTS AS AT BEGNNING	8.86	10.29	6.32
CASH & CASH EQUIVALENTS AT END	1,278.36	8.86	10.29

(g) There has been no change in the accounting policies during the last three years and therefore the profits and the reserves of the company remain unchanged.

#### 4) A DECLARATION BY THE DIRECTORS THAT

a. the company has complied with the provisions of the Act and the rules made thereunder;

- b. the compliance with the Act and the rules does not imply that payment of dividend, is guaranteed by the Central Government;
- c. the monies received under the offer shall be used only for the purposes and objects indicated in the Offer letter;

I am authorized by the Board of Directors of the Company vide resolution number 4,5 and 6 dated 08/02/2018 to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto, as per my understanding is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association. It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

For Generic Engineering Construction and projects Limited (Formerly known as Welplace Portfolio & Financial Construction Services Limited

> Manish Patel Managing Director

Place: Mumbai Dated: 12<sup>th</sup> March, 2018

1. Copy of Board Resolution

2. Copy of Shareholders resolution

#### Form PAS-5

(Section 42(7) and Rule 14(3) of Companies (Prospectus and Allotment of Securities) Rules, 2014)

Name of the Company:	Generic Engineering Construction and Projects Limited (Formerly Welplace Portfolio and Financial Consultancy Services Ltd)
Registered office of the Company:	201 & 202, Fitwell House, 2 <sup>nd</sup> Floor, Opp Home Town, LBS Road, Vikhroli (West), Mumbai - 400083
CIN	L45100MH1994PLC082540

# Record of a private placement offer to be kept by the company

# DETAILS OF PRIVATE PLACEMENT OFFER

Date when approval of the relevant authority (board or the shareholders, as the case may be) obtained for the current Private Placement Offer Letter:

Date of Passing of Board Resolution	08/02/2018
Date of Passing of Shareholders Resolution	10/03/2018

Amount of the Offer:	24,30,000 (Twenty-Four Lakhs Thirty
	Thousand) warrants convertible into
	24,30,000 (Twenty-Four Lakhs Thirty
	Thousand) Equity Shares of Rs.10/- each
	at a premium of Rs.180/- per share to
4	promoters for cash amount to Rs
	46,17,00,000/- (Rupees Forty-Six Crores
	Seventeen Lakhs only)
	36,24,211 (Thirty-Six Lakhs Twenty-
	Four Thousand Two Hundred and Eleven
	only) Equity shares of Rs.10/- each at a
	premium of Rs.180/- per share for cash
	Rs 68,86,00,090/- (Rupees Sixty-Eight
	Crores Eighty-Six Lakhs and Ninety only)
	to Public (non-promoter)
	Total Rs. 1,15,03,00,090/-
Date of circulation of private placement offer	12 <sup>th</sup> March, 2018
letter	



Following details (in a tabulate statement) of the persons to whom private placement offer letter has been circulated

Sr No	Name	Father's/ Husband name	Complete Address	Phone number	Email ID
1.	Sultan Hyder Sayed	Nawab Hyder Syed	3902, Cornche Tower, Rumaila - 2, P O box 1465, Ajman, UAE	T	syedsh@lim.ae
2.	Safawi Syed Mohammed	Mr SM Ilyas Safawi	KPHOI Tower, Central Park - 1, Golfcourse Road, Gurgaon - 122022, Haryana	+91 9971390000	<u>ssafawi@yahoo.com</u>
3.	Renu Rani Dayal	Mr Rajiv Dayal	55 Colombia, St Domnic Road, bandra (West), Mumbai - 400050	9821111846	rajiv191056@gmail.c om
4.	Narwani Harish Darshan Singh	Darshan singh narwani	Villa 42, 416-45A ST, Nad Al Hamar Dubai, P O Box 10186, Dubai UAE	+97150 4530074	hnarwani@gmail.com
5.	Patel Dilip Jerambhai	Jerambhai Patel	Villa 27, AL TALAY Street, Jumeirah 3 Dubai, P O Box 555539, Dubai UAE	+97150 6573981	dilip@hexagonadviso ry.com
6.	Satman Strategies Pvt Ltd	NA	1 A Kapur Mahal Netaji Subhash Road Marine Drive Mumbai 400020	02222815797	<u>borkar@garware.biz</u>
7.	Ghanshyam Daulal Agrawal	Daulal Agrawal	Palash 9, Near Noble Bunglows, Thaltej, Ahmedabad – 380059	9825009675	<u>info@gdgroupindia.co</u> <u>m</u>
8.	Vandani Chowdhary	Sumanth Chowdhary	173, New Cloth Market, O/S Raipur gate, Ahmedabad 380002	9825075600	vinnyoverseas2001@ yahoo.com
9.	Latadevi Parekh	Latadevi Parekh	173, New Cloth Market, O/S Raipur gate, Ahmedabad 380002	9825075600	vinnyoverseas2001@ yahoo.com
10.	kush Shah	Chandrakant Shah	17, Amrashagun Bungolow, Satellite Road, Ahmedabad 380015	9825006355	<u>scarlettdesigns@gmai</u> l.com
11.	Harsh Rathi	Ramniwas Rathi	35, new Cloth market, near Raipur Gate, Ahmedabad 380002	9825107195	rathiharsh@yahoo.co. in harshrathi@yahoo.co m
12.	Shashi	Atulkumar	19, Aryavrat Society,	9825009675	info@gdgroupindia.co



	Atulkumar Agarwal	Agarwal	Maninagar East, Ahmedabad 380008		m
13.	Ashok Kumar Jain	Mangilal Jain	37B, Garcha Road, 1st Floor, Kolkata – 700019	9903385599	akj apollo@hotmail.c om
14.	Balmukund Sitaram Agrawal	Late Sh Sitaram Agarwal	14, Rudraksh bunglows, S G Road, B/H Rajpath Bodakdev	9898054214	kanhaexim@gmail.co m
15.	Kamleshkum ar Maturamji Jain	Maturamji Jain	3, Hirabhai Market, D B Road, Kankaria, Ahmedabad, Gujarat	98204023923	kamleshjain21058@g mail.com
16.	Abhinav Anilkumar Agarwal	Anilkumar Agarwal	349, New Cloth Market, Outside Raipur Gate, Ahmedabad	9825009675	info@gdgroupindia.co m
17.	Agrawal Anilkumar Shyamlal	Shyamlal N Agarwal	349, New Cloth market, Near Shop No 221, Raipur gate, Ahmedabad – 380002	982533344	anilag3344@gmail.co m
18.	Mahavirpras ad Fakirchand Jain	Fakirchand jain	43, New Cloth Market, O/s Raipur gate, Ahmedabad 380002	9879089444	mfjain1953@gmail.co m
19.	Prakash Kumar Bagrecha	Bhanwarlal Bagrecha	32, Shahi Kutir, near Denala, Shahibaug, Ahmedabad – 380004	9825041641	prakashtext@gmail.co m
20.	Sandipkuma r Bhavarlal Bagrecha	Bhavarlal Bagrecha	349, New Cloth Market, Outside Raipur Gate, Ahmedabad	9825041641	prakashtext@gmail.co m
21.	Sonal Satishkumar Agarwal	Satishkumar Puranmal Agarwal	Flat No 4, Palash - 9 Apartment, Near Urundavan - 3 Bunglows, before Shitlaj Crossing, Thal tej, Ahmedabad - 380059	9712201007	<u>sonal-s-</u> agarwal@yahoo.co.in
22.	Sanjay Govindram Agrawal	Govindram Agarwal	A/21, Roshika Apts, Opp Sujata Flats, Shahibaug, Ahmedabad - 380004	9825036840	sgagrawal164@yahoo .co.in
23.	Niraj Ishwarchand Gupta	lshwar Chandra Kalanoria	51, Nutan Cloth Market, O/s Raipur Gate, Ahmedaban 380022	9327046945	nitinsilky@rediffmail. com
24.	Rajendraku mar Agarwal	Shankarlal Agarwal	89/2, Hirabhai Market, Diwan ballubhai Road, Ahmedabad	9824036289	rktc89@hotmail.com
25.	Balotra Carrying	NA	F 8, 2nd Floor, Sumeru Park 1, 8-F, Second Floor, Near new Cloth	9377160154	bccpltdadi@yahoo.in



	Company Pvt Ltd		Market, Ahmedabad 380002		
26.	Shree Radheyshya m Syn Fab Pvt Ltd	NA	243, Mezzanine Floor, New Cloth Market, O/s Raipur gate, Ahmedabad 380002	9099987654	riyafabric@gmail.com
27.	Haresh Sanghvi	Sushil Chandra Sanghvi	801, Galleria tulip, old Premdir nagar Road, Bodakdev, Ahmedabad 380015	9327006797 9427615824	<u>sanghviharesh1953@</u> gmail.com
28.	Vijay Shubham Contrade Pvt Ltd	NA	42/1, Bepin Behari ganguly Street, 2nd Floor, Room No 2E, Kolkata, West bengal – 700012	9879006213	vijaysubham.nbfc@g mail.com
29.	Kautilya Traders Pvt Ltd	NA	42/1, Bepin Behari ganguly Street, 2nd Floor, Room No 2E, Kolkata, West bengal – 700012	9879006213	kautilya.nbfc@gmail.c om
30.	Sanjay Mukund Goyal	Shri Mukund Goyal	303, Avadh, Vaishali Nagar, Queens Road, Jaipur	9829059001	goyalsananta@gmail.c om
31.	Meena Bajaj	Bajaj	349, New Cloth Market, Outside Raipur Gate, Ahmedabad	9825009675	info@gdgroupindia.co m
32.	Anju Kothari	Jay Kothari	01, Panjon Farm House, Airport Bijasan Road, Indore 452005	9300007774	md@panjon.in
33.	Aditya Kothari	Jay Kothari	01, Panjon Farm House, Airport Bijasan Road, Indore 452005	9300007774	md@panjon.in
34.	Jay Kothari	Naginchand Kothari	01, Panjon Farm House, Airport Bijasan Road, Indore 452005	9300007774	md@panjon.in
35.	Archit Kothari	Jay Kothari	01, Panjon Farm House, Airport Bijasan Road, Indore 452005	9300007774	md@panjon.in
36.	Pawanjay Modi	Modi	24 MG road, Opp Gandhi Hall, Indore	9825009675	info@gdgroupindia.co m
37.	Archana Jain	Surendra Bakliwal	29/11, Parijat society, South tukoganj, Indore	9300007774	md@panjon.in
38.	Barkha Nihalani	Mahesh Nihalani	1301, Mehr Building, 12 <sup>th</sup> Road, Khar west, Mumbai – 400052	9300007774	md@panjon.in
39.	Kiran Ishwarlal Serai	Mr Ishwarlal kishan Chand	New A Rais building, 5th Floor, 502, Rolla Street, Bur Dubai, UAE	0097150- 4966209	<u>karan@seraishipping.</u> <u>com</u>



40.	Mahesh Kumar Lalwani	Mahesh Kumar Lalwani	Al Ghurair Building, 8the Floor, 812, 316-Al Raffa, Bur Dubai UAE	+9715055270 43 +9715555270 43	greenriv2006@hotma il.com
41.	Raj Kumar	Dharamdas Kumar	PO Box 46854, Dubai, UAE	+971 50 2442489	<u>raj0502442489@gma</u> <u>il.com</u>
42.	Punita Prakash Sitlani	Prakash Lilaram Sitlani	AL Rais Building, 6the Floor, 605, Rolla Street, Bur Dubai, UAE	+9715550876 30	<u>punitasitlani@hotmai</u> <u>l.com</u>
43.	Virendra Dhakan/Har ish Dhakan	Vinmalidas Dhakan	Shikha Latifa Building, Flat 905, 119/20 baniyas St, Po box 494, Dubai, UAE	00971422505 99	<u>dhakan494@rediffma</u> <u>il.com</u>
44.	Arunender Rao Putta	Rao Putta	Dubai	+971 50 6255806	<u>raj.toranto@gmail.co</u> <u>m</u>
45.	Ramesh Kumar	Shyam Kumar	Al Samha Textiles, Musthafa Bin Abdul Latif Building, Shop No 14, Bur Dubai, UAE	+971 50 5787438	<u>confidencetrad@gmai</u> l.com
46.	Ashok Lakhiani	Late Sh C D Lakhani	15-A, Ashoka Avenue, Central Drive, DLF Chattarpur Farms, New Delhi 74	+91 8860083089	ashoklakhani12@gma il.com
47.	Jay Kumar Dadlani	Gurdasmal Hukmatrai Dadlani	PJFRK006, Palm Jumeirah, K Front, P O Box 28721, Dubai UAE	+971 55 6244536	<u>honestex@eim.ae</u>
48.	Harish Awtaney	Varindmal Awtaney	PO Box 4182, Dubai, UAE	00971 50 6548986	anitainternational@y ahoo.com
49.	Rajesh Sadhwani /Sneha Sadhwani	Mirchumal Sadhwani	607, Zomorodah Building, Zabeel Street, Al Karama, Dubai, UAE	+971 50 6255806	<u>raj.toranto@gmail.co</u> <u>m</u>
50.	Monesh Rughwani	Sunder Ramchand Rughwani	PO Box 28437, Dubai, UAE	+971 506245109	<u>shailendra@eprous.c</u> om
51.	Bhupendra Joshi	Pratapshinh Mathuradas Joshi	Kodaya Faliya, Sanjipadi, Mandvi - Kutch - 370465, Gujarat	+91 2834230900 +91 971239099	<u>bhupenkapta@gmail.</u> <u>com</u>
52.	Heena Kalpesh Shah	Kalpesh Shah	A-1202, Shubham Lavista, Happy Home CHS Ltd, Plot No 176, 177, 178, Near Datta Samant office, Pant Nagar, Ghatkopar (East), Mumbai –	9702377774	shahkp1993@gmail.c om



			400075		
53.	Kalpesh Purushottam Shah	Purushottam Shah	A-1202, Shubham Lavista, Happy Home CHS Ltd, Plot No 176, 177, 178, Near Datta Samant office, Pant Nagar, Ghatkopar (East), Mumbai – 400075	9702377774	<u>shahkp1993@gmail.c</u> <u>om</u>
54.	Shajahan Pulikkal	Pulikkal Kunju Mohamed manu	Pulikkal house, Post Cheruvaloor, Koratty Via, Thrissur kerala – 680321	9702377774	<u>shahkp1993@gmail.c</u> <u>om</u>
55.	Rajashree Srikant Kulkarni	Shrikant Kulkarni	21, Rupek Apt, M Kalekar Road, Bandra East, Mumbai – 400051	9322256556	<u>r_rajashree29@hotm</u> ail.com
56.	Rashmi Vikram Pal	Vikram Pal	704, Sai Sangam, Plot No 85, Sector 15, CBD Belapur, Nivai Mumbai - 460614	9820095738	rashmipal2007@yaho o.com
57.	Generic Engineering and Construction Private Limited	NA	Shop No 1 B, Sorrel Apt, Ghatkopar Kirol, Pantnagar, Near Ganesh Temple, Ghatkopar (E), Mumbai - 400075	9167720671/ 022- 25780272	inf <u>o@gecpl.co</u> m



(Initial of the officer of the Company designated to keep the record)

# For Generic Engineering Construction and Projects Limited

(Formerly Welplace Portfolio and Financial Consultancy Services Limited)