

Date: September 04, 2017

To, BSE Ltd. Department of Corporate Services Corporate Relation Department 14 th Floor, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400001	To, Ahmedabad Stock Exchange Limited Kamdhenu Complex, Opp Sahajanand College, Panjara Pole, Ahmedabad - 380015
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Sub: Notice of Annual General Meeting of Generic Engineering Construction and Projects Limited (formerly Welplace Portfolio and Financial Consultancy Services Limited) to be held on Friday, 29th September, 2017

BSE: Scrip Code: 539407

ASE: Scrip Code: 67142

Dear Sir,

With reference to the captioned subject mentioned above and pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015, we are enclosing herewith the copy of notice of 23rd Annual General Meeting of the Company to be held on Friday, 29th September, 2017.

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

Thanking you,
Yours Faithfully,

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


04/09/2017
Ami Shah
Company Secretary and Compliance Officer
Date: 04/09/2017
Place: Mumbai



ANNUAL GENERAL MEETING NOTICE

GENERIC ENGINEERING CONSTRUCTION AND PROJECTS LIMITED

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

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

CIN: L45100MH1994PLC082540

Email Id: info@gecpl.com Website: www.gecpl.com Phone No. 9167720671

NOTICE is hereby given that the 23rd Annual General Meeting (“AGM”) of the members of **GENERIC ENGINEERING CONSTRUCTION AND PROJECTS LIMITED** (formerly Welplace Portfolio & Financial Consultancy Services Limited), will be held on Friday, 29th September, 2017 at 04.00 P.M. at Lilac Banquet Hall, Ghatkopar Jolly Gymkhana, Jugaldas Mody Marg (Kiroli Road), Opp Fatima High School, Ghatkopar (West), Mumbai - 400086 to transact the following businesses:

ORDINARY BUSINESS

ITEM NO. 1: ADOPTION OF FINANCIAL STATEMENTS

To consider and adopt the Audited Financial Statements of the company for the financial year ended March 31, 2017 and the reports of the Board of Directors (“the Board”) and Auditors’ thereon.

ITEM NO. 2: DECLARATION OF DIVIDEND

To declare final dividend of Rs 0.10/- per Equity Share for the financial year 2016-17.

ITEM NO. 3: APPOINTMENT OF STATUTORY AUDITORS

To appoint Statutory Auditors and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s SDA & Associates (Firm Registration No 120759W) be and is hereby appointed as the Statutory Auditors of the Company, to hold office for a period of 5 (five) years; from the conclusion of this Annual General Meeting up to the conclusion of the Sixth following Annual General Meeting of the Company to be held for Financial Year 2021-22, subject to ratification of their appointment by the members at every Annual General Meeting, as may be required under the applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors shall determine the remuneration of the Statutory Auditors and do all acts, matters, deeds and things as may be necessary, desirable and expedient to give effect to this resolution.”

SPECIAL BUSINESS

ITEM NO. 4: APPOINTMENT OF MR MANISH RAVILAL PATEL (DIN: 00195878) AS MANAGING DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, Mr Manish Ravilal Patel (DIN: 00195878), who was appointed as an Additional and Managing Director of the Company by the Board of Directors with effect from February 27, 2017 in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at the ensuing Annual General Meeting (“AGM”) and in respect of whom the Company has received a Notice in writing from a member proposing his candidature for the office of the Director along with deposit of the requisite amount as specified under Section 160 of Companies Act, 2013, be and is hereby appointed as the Managing Director of the Company, for a period of five (5) years with effect from February 27, 2017 till February 26, 2022, whose period of office shall not be liable to retirement by rotation, on the terms and conditions including remuneration set out in the Explanatory statements annexed to the notice convening this meeting, with liberty and power to the Board of Directors (herein after referred as ‘the Board’ which expression shall also include the Nomination and Remuneration Committee of the board) in the exercise of its discretion, to grant increments and to alter and vary from time to time the terms and conditions of the said appointment subject to the same not exceeding the limits specified under Schedule V to the companies Act ,2013 or any statutory modification(s) or re-enactment thereof.”

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

ITEM NO. 5: APPOINTMENT OF MR TARAK BIPINCHANDRA GOR (DIN: 01550237) AS WHOLE-TIME DIRECTOR DESIGNATED AS CHIEF FINANCIAL OFFICER (CFO) OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, Tarak Bipinchandra Gor (DIN: 01550237), who was appointed as an Additional and Whole-time Director of the Company by the Board of Directors with effect from February 27, 2017 in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at the ensuing Annual General Meeting (“AGM”) and in respect of whom the Company has received a Notice in writing from a Member proposing his candidature for the office of the Director along with the deposit of requisite amount as specified under Section 160 of Companies Act, 2013, be and is hereby appointed as the Whole-time Director designated as Chief Financial Officer (CFO) of the Company for a period of three (3) years with effect from February 27, 2017 till February 26, 2020 whose period of office shall be liable to retirement by rotation on the terms and conditions including remuneration set out in the Explanatory statements annexed to the notice convening this meeting, with liberty and power to the Board of Directors (herein after referred as ‘the Board’ which expression shall also include the Nomination and Remuneration Committee of the board) in the exercise of its discretion, to grant increments and to alter and vary from time to time the terms and conditions of the said appointment subject to the same not exceeding the limits specified under Schedule V to the companies Act ,2013 or any statutory modification(s) or re-enactment thereof.”

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

ITEM NO. 6: APPOINTMENT OF MR RAJESH LADHAD (DIN: 05241238) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and Rules made there under read with Schedule IV to the Act, (including any amendment thereof), Mr Rajesh Khatavji Ladhada (DIN: 05241238), who was appointed as an Additional Director of the Company by the Board of Directors with effect from February 27, 2017 and whose term of office expires at the ensuing Annual General Meeting (“AGM”) and in respect of whom the Company has received a Notice in writing from the Director himself along with the deposit of the requisite amount under Section 160 of the Act proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from February 27, 2017.”

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

ITEM NO. 7: APPOINTMENT OF MS TRUPTI MITUL PATEL (DIN: 07822208) AS A DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Rules made thereunder (including any amendment thereof), Ms Trupti Mitul Patel (DIN: 07822208) who was appointed as an Additional Director of the Company by the Board of Directors with effect from May 29, 2017 and whose term of office expires at this Annual general Meeting (“AGM”) and in respect of whom the Company has received a Notice in writing from the Director herself along with the deposit of the requisite amount under Section 160 of the Act proposing her

candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

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

ITEM NO. 8: APPOINTMENT OF MR JAYESH SHESHMAL RAWAL (DIN: 00464313) AS A DIRECTOR 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 152, 196, 197 and any other applicable provisions of the Companies Act, 2013 (the “Act”) and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, Mr Jayesh Sheshmal Rawal (DIN 00464313), who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 11, 2017 in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at the ensuing Annual General Meeting (“AGM”) and in respect of whom the Company has received a Notice in writing from the Director himself proposing his candidature for the office of the Director along with the deposit of requisite amount as specified under Section 160 of Companies Act, 2013, be and is hereby appointed as the Director of the Company for a period of three (3) years with effect from August 11, 2017 till August 10, 2020 whose period of office shall be liable to retirement by rotation on the terms and conditions including remuneration set out in the Explanatory statements annexed to the notice convening this meeting, with liberty and power to the Board of Directors (herein after referred as ‘the Board’ which expression shall also include the Nomination and Remuneration Committee of the board) in the exercise of its discretion, to grant increments and to alter and vary from time to time the terms and conditions of the said appointment subject to the same not exceeding the limits specified under Schedule V to the companies Act ,2013 or any statutory modification(s) or re-enactment thereof.”

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

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

SD/-

Ami Shah
Company Secretary & Compliance Officer

Dated: 11/08/2017
Place: Mumbai

Notes:

1. A statement setting out the material facts relating to the special business to be transacted at the Meeting pursuant to section 102(1) of the Companies Act, 2013 is annexed hereto. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of Directors seeking appointment/ re-appointment at the Annual General Meeting is furnished as Annexure A to the Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON BEHALF OF SELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE ENCLOSED PROXY FORM SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING. A PERSON SHALL NOT ACT AS A PROXY FOR MORE THAN 50 MEMBERS AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL VOTING SHARE CAPITAL OF THE COMPANY. HOWEVER, A SINGLE PERSON MAY ACT AS A PROXY FOR A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL VOTING SHARE CAPITAL OF THE COMPANY PROVIDED THAT SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. Corporate members intending to send their Authorized Representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. The Members are requested to notify any change in their address, email id, nominations under the signature of the registered holder(s) to the Company's Registrar and Share Transfer Agent M/S Satellite Corporate Services Private Limited, Unit: - Generic Engineering Construction and Projects Limited, B – 302, Sony Apt, Opp St Jude's High School, 90 Ft Road, Jarimari, Sakinaka, Mumbai - 400072 and to the Depository Participants in respect of shares held in electronic form.
6. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-Members from attending the Meeting.
7. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH 13 prescribed by the Government can be obtained from the Registrar and Share Transfer Agent i.e Satellite Corporate Services Private Limited.
8. Members are requested to send in their queries at least a week in advance to the Company Secretary at the Registered Office of the Company to facilitate clarifications during the Meeting.
9. Non-resident Indian shareholders are requested to inform about the following to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately of:-
 - a) The change in the residential status on return to India for permanent settlement;
 - b) The particulars of the NRE account with a Bank in India, if not furnished earlier.
10. The Securities and Exchange Board of India (SEBI) vide circular No MRD/DoP/CIR-05/2007 dated April 27, 2007 has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. In continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off market/ private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Registrar and Share Transfer Agent for registration of such transfer of shares.
11. Members/proxies should bring their copies of the Notice, admission slip duly filled in along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license for attending the meeting.
12. The Register of Members and Share Transfer Books of the Company will be closed from Friday September 15, 2017 to Friday September 29, 2017 (both days inclusive) for determining the names of members eligible for Dividend on Equity

Shares, if declared at the Meeting.

13. The dividend, if declared at the Annual General Meeting, would be paid/dispatched after September 29, 2017 to those persons or their mandates:
 - a) whose names appear as Beneficial Owners as at the end of the business hours on September 14, 2017 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
 - b) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/its Registrar and Transfer Agents on or before September 14, 2017.
14. The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the Depositories and the bank account details maintained by the Registrar and Transfer Agents for payment of dividend through Electronic Clearing Service (ECS) to investors wherever ECS and bank details are available. In the absence of ECS facilities, the Company will print the bank account details, if available, on the payment instrument for distribution of dividend. The Company will not entertain any direct request from Members holding shares in electronic mode for deletion of/change in such bank details. Further, instructions if any already given by them in respect of shares held in physical form will not be automatically applicable to shares held in electronic mode. Members who wish to change such bank account details are therefore requested to advise their Depository Participants about such change, with complete details of bank account.
15. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through the Electronic Clearing Service (ECS)/ National Electronic Clearing Service (NECS). Members wishing to avail of this facility are requested to intimate the Company's Registrar and Transfer Agents/Depository Participants in the prescribed form and with the prescribed details. Members located in places where ECS/ NECS facility is not available may submit their bank details to the Registrar and Transfer Agents. This will enable the Company to incorporate this information on the dividend warrants and thus prevent fraudulent encashment.
16. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact Company's Registrar and Share Transfer Agent i.e Satellite Corporate Services Private Limited, or directly approach any depository participant for assistance in this regard.
17. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
18. Members may note that the Notice of the Annual General Meeting will also be available on the Company's website www.gecpl.com for their download. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 10:00 a.m. to 1:00 p.m. up to and including the date of AGM. For any communication, the shareholders may also send requests to the Company's investor email id: cs@gecpl.com.
19. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with their Depository Participants or with Satellite Corporate Services Private Limited (Company's Registrar and Share Transfer Agent) to enable us to send them the communications meant for the members via email.
20. A route map to the venue of the AGM has been provided at the end of this Annual Report.

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:

21. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 and 22 of the Companies (Management

and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to all its Members through the e-voting services provided by Satellite Corporate Services Private Limited, the Registrar and Share Transfer Agents of the Company on all the resolutions set forth in this notice. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting. For this purpose, Company has engaged the services of National Securities and Depository Limited (NSDL) as authorized agency to provide e-voting facility. The manner of carrying out e-voting are provided herein below.

22. The facility of voting through Postal ballot, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM.
23. Members who have cast their vote by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
24. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the Cut-off date being September 22, 2017. A Person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. September 22, 2017 only shall be entitled to avail the facility of remote e-voting/voting at the Meeting through Ballot papers.
25. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
26. The Company has appointed Ms Dipika Biyani, Practicing Company Secretary to act as the Scrutinizer, to scrutinize the e-voting process (including votes cast by the Members at the Annual General Meeting) in a fair and transparent manner.
27. The Scrutinizer shall immediately after the conclusion of Voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least 2 (two) witnesses not in the employment of the Company. The scrutinizer shall submit a consolidated Scrutinizer Report of the total votes cast in favor of or against, if any, not later than two (2) days after the conclusion of the AGM to the Company.
28. The resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favour of the resolutions
29. The procedure to be followed by the Shareholders for remote e-voting is as follows:
 - a. The remote E-voting period commences on September 26, 2017 at 09.00 AM and ends on September 28, 2017 at 05.00 PM (both days inclusive). During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on the cut-off date of September 22, 2017 may cast their vote electronically. The remote e-voting module shall be blocked forthwith at the end of the aforesaid mentioned time limit for voting thereafter. Once the vote on a resolution is cast by the Member, he/ she shall not be allowed to change it subsequently. (Note: Remote e-voting shall not be allowed beyond the said time period).
 - b. Open the attached PDF file "e-Voting.pdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting
 - c. Launch the browser internet browser by typing the URL <https://www.evoting.nsdl.com/>
 - d. Click on "Shareholder - Login"
 - e. Insert the user ID and password as initial password noted in step (b) above and Click Login. If you are already registered with NSDL for e-voting then you can use your existing user ID and password. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com
 - f. You will now reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@, #, \$ etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail id etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended

not to share your password with any other person and take utmost care to keep your password confidential.

- g. Home page of remote "e-Voting" opens. Click on e-Voting: Active Voting Cycles
- h. On successful login, the system will prompt you to select the EVEN of Generic Engineering Construction and Projects Limited
- i. Now you are ready for e-voting as "Cast Vote" page opens.
- j. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted
- k. Shareholders holding multiple folios/demat account shall choose the voting process separately for each folios/demat account
- l. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained
- m. Corporate/Institutional members (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail with a copy marked to dipika.biyani@gmail.com with a copy marked to evoting@nsdl.co.in. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVEN NO."
- n. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com

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

SD/-

Ami Shah

Company Secretary & Compliance Officer

Dated: 11/08/2017

Place: Mumbai

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

ITEM NO. 4: APPOINTMENT OF MR MANISH RAVILAL PATEL (DIN: 00195878) AS MANAGING DIRECTOR OF THE COMPANY

Mr Manish Ravilal Patel, was appointed as Additional and Managing Director by the Board at its Meeting held on February 27, 2017 in accordance with Section 161 and 197 of the Companies Act, 2013 to hold office upto the end of this ensuing Annual General Meeting. Notice has been received from one of the member pursuant to section 160 of the Companies Act, 2013 together with the necessary deposit of Rs 1,00,000/- proposing his appointment as the Managing Director of the Company. Board Members now propose to appoint Mr Manish Ravilal Patel as Managing Director of the Company w.e.f. February 27, 2017 in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 for a period of 5 years up to February 26, 2022, whose period of office shall not be liable to retirement by rotation.

Mr Manish Ravilal Patel, Son of Mr Ravilal Shivgan Patel aged about 46 years has more than 20 years of expertise in field of Construction and Engineering and also he has handled various projects ranging from commercial, educational, industrial, medical and high-tech parks etc. The Board is of the opinion that the appointment of Mr Manish Ravilal Patel as Managing Director would be immense benefit to the company and also considers that his proposed remuneration is commensurate with his responsibility as a Managing Director of the Company.

As per the agreement entered into between the Company and Mr Manish Ravilal Patel, the gross remuneration payable to Mr Manish Ravilal Patel effective from his date of Appointment, subject to the approval of the members is Rs 60,00,000/- (Rs. Sixty lakhs) per annum. The bifurcation of remuneration on monthly basis is mentioned below:

- (a) Basic Salary: Rs 2,00,000/- (Rupees Two Lakhs only) per month with such increments as the Board may decide from time to time, subject limits prescribed under Section 197 read with Schedule V of Companies Act 2013.
- (b) Special Allowance: Rs 2,00,000/- (Rupees Two Lakhs only) per month with such increments as the Board may decide from time to time, subject limits prescribed under Section 197 read with Schedule V of Companies Act 2013.
- (c) Other Allowances/ Perquisites:
- Mediclaim: Rs 28,000/- per month;
 - Conveyance: Rs 15,000/- per month;
 - Attire Allowance: RS 5,000/-per month;
 - Telephone Allowance: Rs 5,000/- per month;
 - Bonus: Rs 2,04,000/- per annum;
 - Driver's Salary: Rs 20,000/- per month;
 - Food Encashment: Rs 10,000/- per month

The aggregate of the remuneration as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.

When in any financial year, the Company has no profits or if profits are inadequate, the remuneration as aforesaid will be paid to Mr Manish Ravilal Patel in accordance with the applicable provisions of Schedule V of the Act.

The Nomination, Remuneration and Compensation Committee will review and recommend the remuneration payable to the Managing Director during the tenure of his appointment.

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

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013. The disclosure under Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2014, is provided at Annexure A of this Notice.

Subject to aforesaid, the Managing Director shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

Accordingly as per the provision of Section 152, 161, 196, 197, 203 and any other applicable provision of the Companies Act, 2013 the Board of Directors recommends the Ordinary Resolution set at the item No.4 of the accompanying Notice be passed by the members at their meeting.

Except Mr Manish Ravilal Patel and Ms Trupti Patel, none of the Directors and Key Managerial persons of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No 4.

The Board recommends these Resolutions for your approval.

ITEM NO. 5: APPOINTMENT OF MR TARAK BIPINCHANDRA GOR (DIN: 01550237) AS WHOLE-TIME DIRECTOR DESIGNATED AS CHIEF FINANCIAL OFFICER (CFO) OF THE COMPANY

Mr Tarak Bipinchandra Gor, was appointed as Additional and Whole-time Director by the Board at its Meeting held on February 27, 2017 in accordance with Section 161, 197 and 203 of the Companies Act, 2013 to hold office upto the end of this ensuing Annual General Meeting. Notice have been received from a member pursuant to section 160 of the Companies Act, 2013 together with the necessary deposit of Rs 1,00,000/- proposing his appointment as the Whole-time Director, designated as Chief Financial Officer (CFO) of the Company. Board Members now propose to appoint Mr Tarak Bipinchandra Gor as CFO

of the Company w.e.f. February 27, 2017 in accordance with the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 for a period of 3 years up to February 26, 2020, whose period of office shall be liable to retirement by rotation.

Mr Tarak Bipinchandra Gor, son of Mr Bipinchandra Gor aged about 39 years is a Fellow member of the Institute of Chartered Accountants of India having more than 13 years of post-qualification experience and also an Associate Member of Institute of Company Secretaries of India. He is also an Information Systems Auditor. He is also qualified as ICAI recognized Valuer. He specializes in Banking & Finance matters particularly debt and equity fund raising. He has extensive knowledge of Excise, Service Tax and Companies Act (including Merger & Amalgamations). He is also specialized in Restructuring Matters of Large and Small Corporate. The Board is of the opinion that the appointment of Mr Tarak Bipinchandra Gor as Whole-Time Director, designated as Chief Financial Officer (CFO) would be immense benefit to the company and also considers that his proposed remuneration is commensurate with his responsibility as CFO of the Company.

As per the agreement entered into between the Company and Mr Tarak Bipinchandra Gor, the gross remuneration payable to Mr Gor effective from his date of Appointment, subject to the approval of the members is Rs 9,00,000/- (Rs Nine lakhs only) per annum. The bifurcation of remuneration on monthly basis is mentioned below:

- (a) Basic Salary: Rs 30,000/- (Rupees Thirty Thousand only) per month with such increments as the Board may decide from time to time, subject limits prescribed under Section 197 read with Schedule V of Companies Act 2013.
- (b) Special Allowance: Rs 22,000/- (Rupees Twenty Two Thousand only) per month with such increments as the Board may decide from time to time, subject limits prescribed under Section 197 read with Schedule V of Companies Act 2013.
- (c) Other Allowances/ Perquisites:
 - * Conveyance: Rs 2,500/- per month;
 - * Attire Allowance: Rs 1,000/- per month;
 - * Telephone Allowance: Rs 2,500/- per month;
 - * Bonus: Rs 84,000/- per annum;
 - * Driver's Salary: Rs 5,000/- per month;
 - * Food Encashment: Rs 5,000/- per month

The aggregate of the remuneration as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.

When in any financial year, the Company has no profits or its profits are inadequate, the remuneration as aforesaid will be paid to Mr Tarak Bipinchandra Gor in accordance with the applicable provisions of Schedule V of the Act.

The Nomination, Remuneration and Compensation Committee will review and recommend the remuneration payable to the Whole-time Director designated as Chief Financial Officer (CFO) during the tenure of his appointment.

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

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013. The disclosure under Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2014, is provided at Annexure A of this Notice.

Subject to aforesaid, the CFO shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

Accordingly as per the provision of Section 152, 161, 196, 197, 203 and any other applicable provision of the Companies Act, 2013 the Board of Directors Recommends the Ordinary Resolution set at the item No.5 of the accompanying Notice be passed by the members at their meeting.

Except Mr Tarak Bipinchadra Gor none of the Directors and Key Managerial persons of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No 5.

The Board recommends these Resolutions for your approval.

ITEM NO. 6: APPOINTMENT OF MR RAJESH LADHAD (DIN: 05241238) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Mr Rajesh Khatavji Ladhada, was appointed as Additional Independent Director by the Board at its Meeting held on February 27, 2017 in accordance with the provisions of Section 149, 152 and 161 of the Companies Act, 2013 to hold office upto the end of this ensuing Annual General Meeting. Notice have been received from the director himself pursuant to section 160 of the Companies Act, 2013 together with the necessary deposit of Rs 1,00,000/- proposing his appointment as the Independent Director of the Company. Board Members now propose to appoint Mr Rajesh Khatavji Ladhada as Independent Director of the Company w.e.f. February 27, 2017 in accordance with the provisions of Sections 149 161 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), for a period of 5 years up to February 26, 2022 whose period of office shall not be liable to retirement by rotation.

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

Mr Ladhada is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. In the opinion of the Board, Mr Ladhada fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management. Mr Rajesh Khatavji Ladhada is not related to any other Director and Key Managerial Personnel of the Company.

Mr Rajesh Ladhada is a qualified engineer and has more than 10-12 years of experience in the field of RCC consulting and other related work. The Board is of the opinion that the appointment of Mr Rajesh Khatavji Ladhada would be immense benefit to the company.

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

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

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013. The disclosure under Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2014, is provided at Annexure A of this Notice.

Except Mr Rajesh Khatavji Ladhada none of the Directors and Key Managerial persons of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No 6.

The Board recommends these Resolutions for your approval.

ITEM NO. 7: APPOINTMENT OF MS TRUPTI MITUL PATEL (DIN: 07822208) AS A DIRECTOR OF THE COMPANY

Ms Trupti Mitul Patel was appointed as an Additional Director by the Board at its meeting held on May 29, 2017 to hold the office upto the end of this ensuing Annual General Meeting. Notice have been received from the director herself pursuant to section 160 of the Companies Act, 2013 together with the necessary deposit of Rs 1,00,000/- proposing her appointment as a Non-Executive Director of the Company. Board Members now propose to appoint Ms Trupti Mitul Patel as a Non-Executive Director w.e.f May 29, 2017 in accordance with the provisions of Sections 152, 161 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), whose period of office shall be liable to retirement by rotation.

Ms Trupti Mitul Patel, daughter of Mr Himat G Rudani aged about 37 years has completed her TY BSE with specialization in Interior designing. The Board is of the opinion that the appointment of Ms Trupti Mitul Patel as a Non-Executive Director would be immense benefit to the company.

In opinion of the Board, Ms Trupti Mitul Patel fulfils the conditions specified in the Act and the Rules made thereunder. A copy of the draft letter for the appointment of Ms Trupti Mitul Patel setting out the terms and conditions for appointment is available for inspection by the Members at the registered office of the Company during business hours on any working day.

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

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013. The disclosure under Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2014, is provided at Annexure A of this Notice.

Except Mr Manish Ravilal Patel and Ms Trupti Patel, none of the Directors and Key Managerial persons of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No 7.

The Board recommends these Resolutions for your approval.

ITEM NO. 8: APPOINTMENT OF MR JAYESH SHESHMAL RAWAL (DIN: 00464313) AS THE DIRECTOR OF THE COMPANY

Mr Jayesh Sheshmal Rawal, was appointed as Additional Executive Director by the Board at its Meeting held on August 11, 2017 in accordance with Section 161 and 197 of the Companies Act, 2013 to hold office upto the end of this ensuing Annual General Meeting. Notice have been received from the director himself pursuant to section 160 of the Companies Act, 2013 together with the necessary deposit of Rs 1,00,000/- proposing his appointment as the Executive Director of the Company. Board Members now propose to appoint Mr Jayesh Sheshmal Rawal as Executive Director of the Company w.e.f. August 11, 2017 in accordance with the provisions of Sections 197, 203 and any other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 for a period of 3 years up to August 10, 2020, whose period of office shall be liable to retirement by rotation.

Mr Jayesh Sheshmal Rawal, Son of Sheshmal Rawal aged about 44 years is a Fellow member of the Institute of Chartered Accountants of India having more than 15 years of post-qualification experience. He has also been certified by ICAI with D.I.S.A. (Diploma in Information Systems Audit. The Board is of the opinion that the appointment of Mr Jayesh Sheshmal Rawal would be immense benefit to the company.

As per the agreement entered into between the Company and Mr Jayesh Sheshmal Rawal, the gross remuneration payable to Mr Rawal effective from his date of Appointment, subject to the approval of the members is Rs 9,00,000/- (Rs Nine lakhs only) per annum. The bifurcation of remuneration on monthly basis as mentioned below:

- (a) Basic Salary: Rs 30,000/- (Rupees Thirty Thousand only) per month with such increments as the Board may decide from time to time, subject limits prescribed under Section 197 read with Schedule V of Companies Act 2013.
- (b) Special Allowance: Rs 22,000/- (Rupees Twenty Two Thousand only) per month with such increments as the Board may decide from time to time, subject limits prescribed under Section 197 read with Schedule V of Companies Act 2013.
- (c) Other Allowances/ Perquisites:
 - * Conveyance: Rs 2,500/- per month;
 - * Attire Allowance: RS 1,000/- per month;
 - * Telephone Allowance: Rs 2,500/- per month;
 - * Bonus: Rs 84,000/- per annum;
 - * Driver's Salary: Rs 5,000/- per month;
 - * Food Encashment: Rs 5,000/- per month

The aggregate of the remuneration as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.



When in any financial year, the Company has no profits or its profits are inadequate, the remuneration as aforesaid will be paid to Mr Jayesh Sheshmal Rawal in accordance with the applicable provisions of Schedule V of the Act.

The Nomination, Remuneration and Compensation Committee will review and recommend the remuneration payable to the Director during the tenure of his appointment.

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

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013. The disclosure under Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2014, is provided at Annexure A of this Notice.

Subject to aforesaid, the appointment of Mr Jayesh Sheshmal Rawal shall be governed by such other Rules as are applicable to the Senior Executives of the Company from time to time.

Accordingly as per the provision of Section 152, 161, 197 and any other applicable provision of the Companies Act, 2013 the Board of Directors Recommends the Ordinary Resolution set at the item No.8 of the accompanying Notice be passed by the members at their meeting.

Except Mr Jayesh Sheshmal Rawal none of the Directors and Key Managerial persons of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No 8.

The Board recommends these Resolutions for your approval.

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

SD/-

Ami Shah

Company Secretary & Compliance Officer

Dated: 11/08/2017

Place: Mumbai

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

Name of Director	Manish Patel	Tarak Gor	Rajesh Ladhad	Trupti Patel	Jayesh Rawal
DIN	00195878	01550237	05241238	07822208	00464313
Designation	Managing Director	Whole-Time Director	Independent Director	Non-Executive Director	Executive Director
Date of Birth / Age	10/03/1971	31/10/1978	15/09/1969	05/07/1979	30/11/1973
Age	46 years	39 years	48 years	37 years	44 years
Date of First Appointment	27/02/2017	27/02/2017	27/02/2017	29/05/2017	11/08/2017
Expertise in specific General Functional area	Construction	Finance	Construction	Management	Finance
Qualification	B.com	Bcom, CA, CS	BE	TYBSE	Bcom, CA, D.I.S.A
Shareholding in the Company	2,91,600	70,000	—	1,60,000	25,450
No. of Board meetings attended during FY16-17	1	1	1	NA	NA
List of outside Directorships held (Public Limited Companies)	NA	* Momai Apparels Limited	NA	NA	NA
Chairman / Member of the Committee of the Board of Directors of the Company	NA	* Audit Committee * Stakeholder Grievance Committee	* Audit Committee * Stakeholder Grievance Committee * Nomination and Remuneration Committee	NA	NA

Notes:-

1. Only Public Limited Companies other than Generic Engineering Construction and Projects Limited have been taken into consideration for the purpose of Board membership of Companies
2. Only Audit, Stakeholders Relationship and Nomination and Remuneration committee have been taken into consideration
3. No of Shares held in individual capacity by the Director are mentioned herein