

GENERIC ENGINEERING CONSTRUCTION AND PROJECTS LIMITED

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

CIN: L45100MH1994PLC082540

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

NOTICE

NOTICE is hereby given that the 31st Annual General Meeting (“AGM”) of the members of Generic Engineering Construction and Projects Limited will be held on Tuesday, 30th September, 2025 at 11:00 A.M through Video Conferencing (‘VC’)/ Other Audio-Visual Means (‘OAVM’) to transact the following business. The Deemed Venue of the meeting shall be the Registered Office of the Company situated at 201 & 202, Fitwell House, 2nd Floor, Opp. Home Town, LBS Road, Vikhroli (West), Mumbai City – 400083, Maharashtra, India.

ORDINARY BUSINESS:

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2025 and the report of Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolutions as **Ordinary Resolutions**:

- a. **“RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”
- b. **“RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2025 and the report of Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

2. To appoint Mr. Manish Ravilal Patel (DIN: 00195878), who retires by rotation, as a Director and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Manish Ravilal Patel (DIN: 00195878), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.

3. Re-appointment of M/s. Bilimoria Mehta & Co, Chartered Accountants as the Statutory Auditors of the Company and in this regard, to consider and if thought fit, to pass, the following Resolution as an **Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Bilimoria Mehta & Co, Chartered Accountants (ICAI Firm Registration No. 101490W) be re-appointed as the Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years from conclusion of the 31st Annual General Meeting until the conclusion of the 35th Annual General Meeting of the Company, to be held for the financial year 2029-30, at such remuneration as may be determined by the Board of Directors.”

SPECIAL BUSINESS:

4. To ratify the remuneration payable to M/s. Ashish Deshmukh & Associates, Cost Auditors of the Company for the financial year 2025-26 and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in accordance with the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration, as approved by the Board of Directors and set out in the statement annexed to this Notice, to be paid to the Cost Auditors appointed by the Board of Directors, to conduct the audit of cost records of the Company for the financial year ending March 31, 2026, be and is hereby ratified.”

5. To approve Material Related Party Transactions of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“Listing Regulations”), the applicable provisions of the Companies Act, 2013 (“Act”) read with rules made thereunder, other applicable laws / statutory provisions, if any, (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), the Company’s Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to the Company to enter into and / or continue to enter into Material Related Party Transaction(s)/ Contract(s)/ Arrangement(s)/ Agreement(s) (whether by way of an individual transaction or transaction taken together or series of transactions or otherwise) specified under Regulation 2(1)(zc) of the Listing Regulation with related parties falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, as more specifically set out in Table nos. A1 to A6 in the explanatory statement to this resolution on the respective material terms & conditions set out in each of Table nos. A1 to A6;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

6. Appointment of Secretarial Auditor and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of members of the Company be and is hereby accorded for the appointment of M/s. Yatin Sangani & Associates, Practising Company Secretaries (ACS No.: 33246, C. P. No.: 22681) be and are hereby appointed as Secretarial Auditors of the Company for a term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.

7. Approval of waiver for recovery of excess managerial remuneration paid to managerial remuneration for the period financial year 2024-25. and in this regard, to consider and if thought fit, to pass the following resolution as **Special Resolution**.

“RESOLVED THAT pursuant to the provisions of Section 197(10) of the Companies Act, 2013 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, including any statutory modification thereof and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to ratify and waive recovery of excess managerial remuneration of Rs. 23,22,000 (Rupees Twenty Three Lakhs Twenty Two Thousand), paid to managerial persons as mentioned in explanatory statement to this resolution for the period April 1, 2024 to March 31, March 2025, which is in excess of the limits prescribed under Section 197(1) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters, and things as may be considered necessary or desirable to give effect to this resolution in this regard.

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

SD/-

Manish Patel
Managing Director
DIN:- 00195878
Place:- Mumbai
Date:- September 06, 2025

Registered Office Address:

201 & 202, Fitwell House, 2nd Floor,
Opp Home Town L B S Road, Vikhroli (West), Mumbai – 400083, Maharashtra, India

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the “Act”) setting out all material facts concerning the special business set out in the Notice is annexed hereto and forms part of this Notice. The Board of Directors of the Company at its meeting held on September 06, 2025 considered that the special business under Item No. 3, 4 & 5 being considered unavoidable, be transacted at the 31st Annual General Meeting (“AGM”) of the Company.
2. Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Secretarial Standard 2 (“SS-2”) issued by Institute of Company Secretaries of India (“ICSI”) notified by the Ministry of Corporate Affairs (“MCA”), the details of Director seeking reappointment due to retirement by rotation are provided in the “Annexure-I” to the Notice. Directors have also furnished requisite disclosure under section 184 and other applicable provisions of the Act, including rules framed there under and the Listing Regulations.
3. The MCA vide its, Circular No. 20/2020 dated May 05, 2020, read with General Circular No. 09/2024 dated September 19, 2024 and Securities and Exchange Board of India (“SEBI”) Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020 read with SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024 any other relevant circulars issued by MCA or SEBI (hereinafter collectively referred as “Applicable Circulars”) have permitted companies to hold their AGM through VC/OAVM without physical presence of Members till September 30, 2025 and prescribed the procedures and manner of conducting the AGM through VC/ OAVM.
4. In compliance with applicable provisions of the Act read with aforesaid Applicable Circulars, the 31st AGM of the Company being conducted through VC/ OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.
5. In accordance with the SS-2 read with Clarification/ Guidance on applicability of Secretarial Standards – 1 and SS-2 and amendments thereof dated April 1, 2024 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
6. The Company has made arrangements through its Registrar & Transfer Agent (RTA), M/s. Satellite Corporate Services P Ltd, to provide Video Conferencing (VC) / Other Audio-Visual Means (OAVM) facility for the AGM and for conducting of the e-AGM. The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
7. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the Listing Regulations and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, September 25, 2023 and September 19, 2024 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate remote e-voting and e-voting during AGM. The instructions for the process to be followed for remote e-voting and e-voting during AGM is enclosed herewith as an Annexure II forming part of this Notice.
8. All the documents referred to in the Notice and explanatory statement will be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. September 30, 2025. Members seeking to inspect such documents can send an e-mail to cs@gecpl.com. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act and all other documents referred in the Notice of AGM and explanatory statement will be available electronically for inspection by the Members during the AGM.
9. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on September 23, 2025 (cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or e-voting during the AGM. Those who are not Members on the cut-off date should accordingly treat this Notice as for information purposes only.

10. Pursuant to the Applicable Circulars issued by MCA on conducting the AGM through VC/OAVM:
 - a) Members can attend the meeting through log in credentials provided to them to connect to VC/OAVM. Physical attendance of the Members at the Meeting venue has been dispensed with.
 - b) Appointment of proxy to attend and cast vote on behalf of the member is not available for this AGM and hence, the Route map, Proxy Form and Attendance Slip are not annexed to this Notice.
 - c) Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
11. The facility of participation at the AGM through VC/ OAVM will be made available for 2,000 members on first come first served ("FCFS") basis. The facility for joining the AGM shall open 15 minutes before the time scheduled for AGM and will continue till the conclusion of the AGM.
12. No restrictions on account of FCFS entry into e-AGM in respect of large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors (i.e. Statutory Auditors and Secretarial Auditors) etc.
13. The attendance of the Members (through Members logins) attending the e-AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
14. Remote e-Voting: Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended), and Applicable Circulars the Company is providing facility of remote e-voting to its Members through MUFG on all the businesses/ resolutions set forth in this Notice.
15. E-voting system at the e-AGM: Members who could not vote through remote e-voting may avail the e-voting system at the e-AGM.
16. In line with Applicable Circulars, the Notice calling the AGM has been uploaded on the website of the Company at <https://gecpl.com>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively and is also available on the website of e-voting agency CDSL at the website address <https://www.evotingindia.com/>
17. Procedure for obtaining the Annual Report, AGM Notice and remote e-voting instructions by the shareholders whose e-mail addresses are not registered with the depositories or with RTA on physical folios:

In Compliance with Applicable Circulars, and to support 'Green Initiative', Financial statements (including Board's Report, Auditor's Report or other documents required to be attached therewith) for the Financial Year ended March 31, 2025, including the Notice of AGM are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/ MUFG or the Depository Participant(s) and a letter will be sent by the Company providing the web-link, including the exact path where complete details of the Annual Report is available to those shareholder(s) who have not registered their e-mail address with the Company/Registrar and Transfer Agent/ Depositories/Depository Participants. The Company will not be dispatching physical copies of such statements and Notice of AGM to any Member. Further, members desirous of obtaining the physical copy of the Notice of the 31st AGM and the Annual Report for FY 2024-25, may send request mentioning their Folio No./DP Id and Client Id to the Company at cs_bcl@mittalgroup.co.in. Members are requested to register/update their e-mail addresses, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with MUFG by following due procedure:

- A) Members are requested to register their e-mail addresses in respect of shares held in physical form by submitting physical copy of Form ISR-1 to the RTA along with relevant documents, at below mentioned address at Registrar and Share Transfer Agent :
 Satellite Corporate Services P Ltd
 106 & 107, Dattani Plaza, Kurla Andheri Road, Kurla (W), Nr. Safed Poll East West Ind Estate, Mumbai – 400072, Maharashtra, India
 CIN: U65990MH1994PTC077057
 Website: www.satellitecorporate.com
 Email Id: service@satellitecorporate.com

18. Corporate Members intending to send their authorized representatives to attend 31st AGM are requested to send a duly certified copy of the Board resolution, authorizing the representative to attend and vote on their behalf at the AGM by e-mail to through its registered email address at cs@gecpl.com.
19. The Company has provided the facility to members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. For details on login method of remote e-voting and e-voting at the AGM, please refer the instructions given in the attachment named "Remote e-voting instructions"
20. Members joining the meeting through VC/OAVM and who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again. A member can opt for only single mode of voting i.e. either through remote e-voting or voting at the AGM.
21. The remote e-voting period shall commence at 9 A.M. on 27th September 2025 and will end at 5 PM on 29th September 2025. The remote e-voting module shall be disabled by CDSL at 5 pm 29th September 2025. During the remote e-voting period, the Members of the Company holding shares either in physical form or in demat form as on the cut-off date may cast their vote electronically provided once the vote on the resolution (s) is cast by the members, he/she will not be allowed to change it subsequently.
22. Any person, who acquires shares of the Company and become a member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. September 05, 2025 may obtain the login ID and password by sending an email to helpdesk.evoting@cdslindia.com by mentioning their folio No. /DP ID and Client ID. However, if the Member is already registered with NSDL for remote e-voting, then the Member can use his/her existing user ID and password for casting the vote. If the Member forgets the password, he/she can reset the password by using "Forget User Details/Password" option available on www.evoting.nsdl.com.
23. The Board of Directors have appointed Ms. Simran Agrawal, Company Secretary as the person responsible for the entire process of voting i.e. remote e-voting and e-voting at the 31st AGM. Yatin Sangani & Associates, Practicing Company Secretaries, has been appointed as the scrutinizer to scrutinize the remote e-voting and e-voting process at the 31st AGM in a fair and transparent manner.
24. Resolutions related to ordinary and special business as mentioned above will be considered passed on the date of the Annual General Meeting if the number of votes cast in favor exceeds the votes cast against. In the case of a special resolution, it will be deemed passed if the votes cast in favor are at least three times the votes cast against.
25. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call contact at toll free no. 1800 22 55 33.
26. The scrutinizer shall after the conclusion of voting at the 31st AGM unblock the votes cast through remote e-voting and e-voting during AGM in the presence of at least two witnesses not in the employment of the Company and submit the consolidated scrutinizer's report of the votes cast in its favor or against, if any, to the Chairman of the Meeting within two working days of conclusion of the Meeting. The results along with the scrutinizer's report shall be placed on the website of the Company, <https://gecpl.com/>, on the websites of Stock Exchanges, <https://www.bseindia.com/>, www.nseindia.com, website of CDSL at <https://www.evotingindia.com/> and will be hosted on the notice board at the Registered Office of the Company. Members holding shares in physical form and who have yet to register / update their bank account details for electronic receipt of dividend amount directly into their bank accounts are requested to update their KYC and bank account details by submitting Forms ISR-1, ISR-2 and SH-13 along with the supporting documents to our RTA i.e. Satellite Corporate Services P Ltd 106 & 107, Dattani Plaza, Kurla Andheri Road, Kurla (W), Nr. Safed Poll East West Ind Estate, Mumbai – 400072, Maharashtra, India CIN: U65990MH1994PTC077057, Website: www.satellitecorporate.com, Email Id: service@satellitecorporate.com. The Forms are available on the Company's website at <https://gecpl.com>.

27. Members holding shares in dematerialized mode are requested to get their bank account details registered/updated with their respective DP.
28. Please provide necessary documents/information for claiming exemption from TDS on Dividend to be paid for the Financial Year ended 31st March 2025 on or before 31st August 2025.
29. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agent at service@satellitecorporate.com or to the Company at cs@gecpl.com.
30. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF).

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 TO THE ACCOMPANYING NOTICE

Item No. 3:

M/s Bilimoria Mehta & Co., Chartered Accountants (having FRN 101490W), (hereinafter referred to as “Bilimoria”) were appointed as statutory auditors of the Company, for a period of 5 years, to hold office from conclusion of the 26th Annual General Meeting until the conclusion of the 31st Annual General Meeting of the Company to be held for the financial year 2025-26. In terms of the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions, the Company can appoint or reappoint an audit firm as statutory auditors for not more than 2 (two) terms of 5 (five) consecutive years. Bilimoria is eligible for reappointment for a further period of five years. Based on the recommendations of the Audit Committee, the Board of Directors at their meeting held on September 6, 2025, approved the reappointment of Bilimoria as the Statutory Auditors of the Company to hold office for a second term of 5 (five) consecutive years from conclusion of the 31st Annual General Meeting until the conclusion of the 36th Annual General Meeting of the Company to be held for the financial year 2029-30.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors. Considering the evaluation of the past performance, experience and expertise of Bilimoria and based on the recommendation of the Audit Committee, it is proposed to appoint Bilimoria as Statutory Auditors of the Company for a second term of five consecutive years till the conclusion of the 36th Annual General Meeting of the Company in terms of the aforesaid provisions.

Pursuant to Section 139 of the Companies Act, 2013 (the Act) and the Rules framed thereunder, the Company has received written consent from M/s. Bilimoria and a certificate that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and Rules framed thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. Bilimoria, has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

The proposed remuneration to be paid to the Statutory Auditors for the financial year 2025-26 is Rs.21,00,000/-. The said remuneration excludes applicable taxes and out of pocket expenses. The remuneration for the subsequent years of his term shall be fixed by the Board of Directors based on the recommendation of the Audit Committee of the Company.

The Board of Directors recommend the ordinary resolution as set out at item no.3 of the Notice for the approval of the Members None of the Directors, Key Managerial Personnel or their relatives are, financially or otherwise, concerned or interested in the said resolution.

Brief profile of Bilimoria,

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

Item No. 4:

The Board of Directors has, on the recommendation of the Audit Committee, approved the appointment and remuneration of the Cost Auditors i.e **M/s. Ashish Deshmukh & Associates, Cost Accountant**, (Firm Registration No. 101507) at remuneration of not exceeding Rs. 1,25,000/- (Rupees One Lakh Twenty Five Thousand Only) plus GST and other applicable taxes, travel and reimbursement of out-of-pocket expenses to conduct the audit of the cost records of the Company for the financial year ending March 31, 2026.

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified by the members of the Company.

Accordingly, ratification by the members is sought for the remuneration payable to the Cost Auditor for the financial year ending March 31, 2026 by passing an Ordinary Resolution as set out at Item No. 3 of this Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. The Board of Directors commends the Ordinary Resolution set out at Item No. 3 of this Notice for ratification by the members.

Item No. 5:

Our Company is primarily engaged in the business of providing services for civil construction and infrastructure development of various projects ranging on different models and scale.

In furtherance of its business activities, the Company have entered into / will enter into transactions / contract(s) / agreement(s) / arrangement(s) with related parties in terms of Regulation 2(1)(zc)(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

All related party transactions of the Company are at arm's length and in the ordinary course of business.

The Company has a well-defined governance process for the related party transactions undertaken by them. These transactions are independently reviewed by the Auditors of the Company.

Further, all related party transactions of the Company are undertaken after obtaining prior approval of the Audit Committee. The Audit Committee of the Company currently comprises only independent directors. All related party transactions as set out in this Notice have been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are at arm's length and in the ordinary course of business. The Audit Committee of the Company reviews on a quarterly basis, the details of all related party transactions entered into during the previous quarter, pursuant to its approvals.

The related party transactions as set out in this Notice are also approved by the audit committee (consisting of majority of independent directors) / board of directors, as the case may be.

In accordance with Regulation 23 of the Listing Regulations, approval of the members is sought for related party transactions which in a financial year, exceed the lower of (i) C 1,000 crore; and (ii) 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

The approval of the members pursuant to Resolution Nos. 4 is being sought for the related party transactions / contracts / agreements / arrangements set out in Table no. A1 to A6.

The values of related party transactions specified in the Tables below exclude duties and taxes.

The value of transactions (for which the approval is being sought) for the period commencing from April 01, 2025 till the date of this Notice has not exceeded the materiality threshold and is not likely to exceed the materiality threshold till the approval of these transactions by the members.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, issued by the Securities and Exchange Board of India (SEBI) titled "Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions" are set forth below:

A1. Transactions between the Company and Heben Chartered Resources Private Limited

Sr. No	Particulars	Details
(A) Basic details of the related party		
1	Name of the related party	Heben Chartered Resources Private Limited

2	Country of incorporation of the related party	India
3	Nature of business of the related party	To carry on the business of providing, buying, selling, leasing, renting, importing, exporting, manufacturing, dealing, supplying of all sorts of construction equipments, Construction Mobilisations related services, construction technology, construction machineries, all sorts of materials for construction industry and providing all sorts of advisory services relating to construction industry, mobilisation of resources, procurement and optimum utilization of materials, procurement and optimum utilization of labour, up gradation & utilization of technology for construction industry, providing advisory, management & technical service and formwork solution for construction sites.
(B) Relationship and ownership of the related party		
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	<p>Name of the Related Party Heben Chartered Resources Private Limited</p> <p>Relationship Mr. Dhairya Manish Patel is Common Director in both Company.</p>
2	Nature of transaction with related party in fy 2023-24 and amount	The Company has purchased the material from the Company amounting to Rs. 71,61,725/-
3	Nature of transaction with related party in fy 2024-25 and amount	Nil
4	Nature of transaction with related party till June,2025	Nil
5	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil
6	Amount of the proposed transactions	The Company estimates that the monetary value for transactions at C 1 and 2 above and allied transactions, from FY 2025–26 and continuing up to the date of the ensuing Annual General upto Rs. 60 crore.
7	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
8	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover	<p>The estimated transaction value at 1(d) above for FY2025-26 represents:</p> <p>Approximately 20% of the annual consolidated turnover of the Company for FY2024-25;</p>
9	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	N.A
10	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be	N.A

	made on standalone turnover of related party) for the immediately preceding financial year, if available.	
11	Financial performance of the related party for the immediately preceding financial year: Particulars FY 2023-2024 (INR) Turnover Profit After Tax Net worth	Amount is in Lakhs Turnover:- Rs. 1003.53/- Profit After Tax :- Rs. 41.11/- Net worth :- Rs. 92.89
(C) Basic details of the proposed transaction		
1	Specific type of the proposed transaction, Details of each type of the proposed transaction and Tenure of the proposed transaction	The anticipates is anticipating to entered into the Contract of 1.Works Contract Service 2.Sales of Goods and Services These arrangements are proposed to be undertaken in the ordinary course of business and shall constitute continuing business transactions. Accordingly, approval of the members is being sought for: a) All transactions referenced above, along with any allied or ancillary transactions to be undertaken during the financial years commencing from FY 2025–26 and continuing up to the date of the ensuing Annual General Meeting.
2	Whether omnibus approval is being sought?	Yes
3	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The Company is anticipating approximately Rs. 50 Cr to be executed in the financial year and balance amount to be executed till the date of AGM to be held in financial year 2026-27.
4	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Company will make strategic expansion of the business operations. This arrangement is designed to leverage business expansion and explore emerging market opportunities, and reinforce its competitive standing in the industry. This synergies will help us to optimizing our financial and operational efficiencies.
5	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly a. Name of the director / KMP b. Shareholding of the director / KMP, whether direct or indirect, in the related party	 Mr. Dhariya Patel (Executive Director) and Mr. Manish Patel, Managing Director Mr. Dhariya Patel is holding 43% of shareholding of Company.
6	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A

7	Other information relevant for decision making.	All important information forms part of the statement setting out material facts of the proposed RPTs.
(D) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	N.A
2	Basis of determination of price.	The price for the sale of goods has been determined based on a combination of objective commercial parameters and industry-aligned practices, ensuring transparency, fairness, and regulatory compliance. The key considerations include: Arm's Length Principle, Market Rate Assessment, Cost-Plus Methodology, Historical Transaction Data and Regulatory and Industry Standards
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	N.A
	a. Amount of Trade advance	N.A
	b. Tenure	N.A
	c. Whether same is self-liquidating?	N.A
(F) Confirmation from the Company		
1	Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee hereby confirms that it has reviewed the certificates submitted by the Managing Director and Chief Financial Officer (CFO) of the Company, in accordance with the requirements prescribed under the Related Party Transactions (RPT) Industry Standards.
2	(d) Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The Material related party is approved by the Audit Committee and the Board of Directors have recommended to shareholder for the approval
3	(e) Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	N.A
4	(a) Any other information that may be relevant.	All important information forms part of the statement setting out material facts of the proposed RPTs.

A2. Transactions between the Company and Triveni Lifestyle Developers LLP

Sr. No	Particulars	Details
(A) Basic details of the related party		
1	Name of the related party	Triveni Lifestyle Developers LLP
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Business of real estate development, construction, and infrastructure projects, including residential, commercial, and industrial properties; to act as builders, developers, contractors, and agents; to acquire, develop, and deal in land and buildings; and to undertake related activities

		such as financing, leasing, and providing modern amenities, in alignment with private and government initiatives
(B) Relationship and ownership of the related party		
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Name of the Related Party Triveni Lifestyle Developers LLP Relationship Relative of Mr. Manish Patel is Designated Partner in the LLP.
2	Nature of transaction with related party in fy 2023-24 and amount	The Company has entered into the following transaction; 1) Sale of Materials:- Rs. 13,96,45,344/-
3	Nature of transaction with related party in fy 2024-25 and amount	During the financial year 2024-25 the Company has entered into a transaction of sale of goods and services amounting to Rs. 9,04,712/-
4	Nature of transaction with related party till June, 2025	Nil
5	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil
6	Amount of the proposed transactions	The Company estimates that the monetary value for transactions at C 1 and 2 above and allied transactions, from FY 2025–26 and continuing up to the date of the ensuing Annual General upto Rs. 60 crore.
7	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
8	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover	The estimated transaction value at 1(d) above for FY2025-26 represents: Approximately 20% of the annual consolidated turnover of the Company for FY2024-25;
9	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	N.A
10	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	N.A
11	Financial performance of the related party for the immediately preceding financial year: Particulars FY 2023-2024 (INR) Turnover	Turnover:- Rs. 28,61,63,086/- Profit After Tax :- Rs. (17,34,864)/- Net worth :- Rs. 28,34,26,824/-

	Profit After Tax Net worth	
(C) Basic details of the proposed transaction		
1	Specific type of the proposed transaction, Details of each type of the proposed transaction and Tenure of the proposed transaction	<p>The anticipates is anticipating to entered into the Contract of</p> <p>1.Works Contract Service</p> <p>2.Sales of Goods and Services</p> <p>These arrangements are proposed to be undertaken in the ordinary course of business and shall constitute continuing business transactions. Accordingly, approval of the members is being sought for:</p> <p>a) All transactions referenced above, along with any allied or ancillary transactions to be undertaken during the financial years commencing from FY 2025-26 and continuing up to the date of the ensuing Annual General Meeting.</p>
2	Whether omnibus approval is being sought?	Yes
3	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The Company is anticipating approximately Rs. 50 Cr to be executed in the financial year and balance amount to be executed till the date of AGM to be held in financial year 2026-27.
4	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Company will make strategic expansion of the business operations. This arrangement is designed to leverage business expansion and explore emerging market opportunities, and reinforce its competitive standing in the industry. This synergies will help us to optimizing our financial and operational efficiencies.
5	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly	
	a. Name of the director / KMP	Mr. Manish Patel
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Relative of Director i.e. Mr. Manish Patel is Designated partner in the LLP
6	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A
7	Other information relevant for decision making.	All important information forms part of the statement setting out material facts of the proposed RPTs.
(D) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances.		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	N.A
2	Basis of determination of price.	The price for the sale of goods has been determined based on a combination of objective commercial parameters and industry-aligned practices, ensuring transparency, fairness, and regulatory

		compliance. The key considerations include: Arm's Length Principle, Market Rate Assessment, Cost-Plus Methodology, Historical Transaction Data and Regulatory and Industry Standards.
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	N.A
	a. Amount of Trade advance	N.A
	b. Tenure	N.A
	c. Whether same is self-liquidating?	N.A
(F) Confirmation from the Company.		
1	Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee hereby confirms that it has reviewed the certificates submitted by the Managing Director and Chief Financial Officer (CFO) of the Company, in accordance with the requirements prescribed under the Related Party Transactions (RPT) Industry Standards.
2	(d) Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The Material related party is approved by the Audit Committee and the Board of Directors have recommended to shareholder for the approval
3	(e) Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	N.A
4	(a) Any other information that may be relevant.	All important information forms part of the statement setting out material facts of the proposed RPTs.

A3. Transactions between the Company and Triveni Uplife Realtors LLP.

Sr. No	Particulars	Details
(A) Basic details of the related party		
1	Name of the related party	Triveni Uplife Realtors LLP
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Business of real estate development, construction, and infrastructure projects, including residential, commercial, and industrial properties; to act as builders, developers, contractors, and agents; to acquire, develop, and deal in land and buildings; and to undertake related activities such as financing, leasing, and providing modern amenities, in alignment with private and government initiatives
(B) Relationship and ownership of the related party		

1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Name of the Related Party Triveni Uplife Realtors LLP Relationship Relative of Mr. Manish Patel is Designated Partner in the LLP.
2	Nature of transaction with related party in fy 2023-24 and amount	The Company has entered into the following transaction; 1) Sale of Materials:- Rs. 12,12,65,028/-
3	Nature of transaction with related party in fy 2024-25 and amount	During the financial year 2024-25 the Company has entered into a transaction of sale of goods and services amounting to Rs. 4,40,36,180/-
4	Nature of transaction with related party till June,2025	Nil
5	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil
6	Amount of the proposed transactions	The Company estimates that the monetary value for transactions at C 1 and 2 above and allied transactions, from FY 2025-26 and continuing up to the date of the ensuing Annual General upto Rs. 60 crore.
7	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
8	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover	The estimated transaction value at 1(d) above for FY2025-26 represents: Approximately 20% of the annual consolidated turnover of the Company for FY2024-25;
9	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	N.A
10	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	N.A

11	Financial performance of the related party for the immediately preceding financial year: Particulars FY 2023-2024 (INR) Turnover Profit After Tax Net worth	Turnover:- Rs. 28,74,16,203/- Profit After Tax :- Rs. 24,11,355/- Net worth :- Rs. (79,47,725)/-
(C) Basic details of the proposed transaction		
1	Specific type of the proposed transaction, Details of each type of the proposed transaction and Tenure of the proposed transaction	The anticipates is anticipating to entered into the Contract of 1.Works Contract Service 2.Sales of Goods and Services These arrangements are proposed to be undertaken in the ordinary course of business and shall constitute continuing business transactions. Accordingly, approval of the members is being sought for: a) All transactions referenced above, along with any allied or ancillary transactions to be undertaken during the financial years commencing from FY 2025-26 and continuing up to the date of the ensuing Annual General Meeting.
2	Whether omnibus approval is being sought?	Yes
3	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The Company is anticipating approximately Rs. 50 Cr to be executed in the financial year and balance amount to be executed till the date of AGM to be held in financial year 2026-27
4	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Company will make strategic expansion of the business operations. This arrangement is designed to leverage business expansion and explore emerging market opportunities, and reinforce its competitive standing in the industry. This synergies will help us to optimizing our financial and operational efficiencies.
5	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly	
	a. Name of the director / KMP	Mr. Manish Patel
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Relative of Director i.e. Mr. Manish Patel is Designated partner in the LLP
6	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A
7	Other information relevant for decision making.	All important information forms part of the statement setting out material facts of the proposed RPTs.
(D) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		

1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	N.A
2	Basis of determination of price.	The price for the sale of goods has been determined based on a combination of objective commercial parameters and industry-aligned practices, ensuring transparency, fairness, and regulatory compliance. The key considerations include: Arm's Length Principle, Market Rate Assessment, Cost-Plus Methodology, Historical Transaction Data and Regulatory and Industry Standards
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	N.A
	a. Amount of Trade advance	N.A
	b. Tenure	N.A
	c. Whether same is self-liquidating?	N.A
(F) Confirmation from the Company		
1	Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee hereby confirms that it has reviewed the certificates submitted by the Managing Director and Chief Financial Officer (CFO) of the Company, in accordance with the requirements prescribed under the Related Party Transactions (RPT) Industry Standards.
2	(d) Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The Material related party is approved by the Audit Committee and the Board of Directors have recommended to shareholder for the approval
3	(e) Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	N.A
4	(a) Any other information that may be relevant.	All important information forms part of the statement setting out material facts of the proposed RPTs.

A4. Transactions between the Company and Bootes Generic Projects LLP

Sr. No	Particulars	Details
(A) Basic details of the related party		
1	Name of the related party	Bootes Generic Projects LLP
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Business of real estate development, construction, and infrastructure projects, including residential, commercial, and industrial properties; to act as builders, developers, contractors, and agents; to acquire, develop, and deal in land and buildings; and to undertake related activities such as financing, leasing, and providing

		modern amenities, in alignment with private and government initiatives
(B) Relationship and ownership of the related party.		
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Name of the Related Party Bootes Generic Projects LLP Relationship Mr. Dhairya Manish Patel is Common Director in both Company.
2	Nature of transaction with related party in fy 2023-24 and amount	The LLP is incorporated in the financial year 2024-25
3	Nature of transaction with related party in fy 2024-25 and amount	During the financial year 2024-25 the Company has entered into a transaction of sale of goods and services amounting to Rs. 11,86,04,750/-
4	Nature of transaction with related party till June,2025	Nil
5	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil
6	Amount of the proposed transactions	The Company estimates that the monetary value for transactions at C 1 and 2 above and allied transactions, from FY 2025-26 and continuing up to the date of the ensuing Annual General upto Rs. 100 crore.
7	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
8	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover	The estimated transaction value at 1(d) above for FY2025-26 represents: Approximately 34% of the annual consolidated turnover of the Company for FY2024-25;
9	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	N.A
10	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	N.A
11	Financial performance of the related party for the immediately preceding financial year: Particulars FY 2023-2024 (INR)	The LLP is incorporated in the financial year 2024-25

	Turnover Profit After Tax Net worth	
(C) Basic details of the proposed transaction.		
1	Specific type of the proposed transaction, Details of each type of the proposed transaction and Tenure of the proposed transaction	<p>The anticipates is anticipating to entered into the Contract of</p> <p>1.Works Contract Service</p> <p>2.Sales of Goods and Services</p> <p>These arrangements are proposed to be undertaken in the ordinary course of business and shall constitute continuing business transactions. Accordingly, approval of the members is being sought for:</p> <p>a) All transactions referenced above, along with any allied or ancillary transactions to be undertaken during the financial years commencing from FY 2025-26 and continuing up to the date of the ensuing Annual General Meeting.</p>
2	Whether omnibus approval is being sought?	Yes
3	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The Company is anticipating approximately Rs. 70 Cr to be executed in the financial year and balance amount to be executed till the date of AGM to be held in financial year 2026-27
4	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Company will make strategic expansion of the business operations. This arrangement is designed to leverage business expansion and explore emerging market opportunities, and reinforce its competitive standing in the industry. This synergies will help us to optimizing our financial and operational efficiencies.
5	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly	
	a. Name of the director / KMP	Mr. Dhariya Patel (Executive Director) and Mr. Manish Patel, Managing Director
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Dhariya Patel is designated partner in the LLP
6	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A
7	Other information relevant for decision making.	All important information forms part of the statement setting out material facts of the proposed RPTs.
(D) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances.		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	N.A

2	Basis of determination of price.	The price for the sale of goods has been determined based on a combination of objective commercial parameters and industry-aligned practices, ensuring transparency, fairness, and regulatory compliance. The key considerations include: Arm's Length Principle, Market Rate Assessment, Cost-Plus Methodology, Historical Transaction Data and Regulatory and Industry Standards
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	N.A
	a. Amount of Trade advance	N.A
	b. Tenure	N.A
	c. Whether same is self-liquidating?	N.A
(F) Confirmation from the Company.		
1	Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee hereby confirms that it has reviewed the certificates submitted by the Managing Director and Chief Financial Officer (CFO) of the Company, in accordance with the requirements prescribed under the Related Party Transactions (RPT) Industry Standards.
2	(d) Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The Material related party is approved by the Audit Committee and the Board of Directors have recommended to shareholder for the approval
3	(e) Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	N.A
4	(a) Any other information that may be relevant.	All important information forms part of the statement setting out material facts of the proposed RPTs.

A5. Transactions between the Company and Trescon Limited

Sr. No	Particulars	Details
(A) Basic details of the related party.		
1	Name of the related party	Trescon Limited
2	Country of incorporation of the related party	India
3	Nature of business of the related party	The Company is engaged primarily in the business of real estate development and allied operations on its own or joint ventures with others.
(B) Relationship and ownership of the related party.		

1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Name of the Related Party Trescon Limited Relationship Relative of Mr. Manish Patel is Director and shareholder in the Company.
2	Nature of transaction with related party in fy 2023-24 and amount	N.A
3	Nature of transaction with related party in fy 2024-25 and amount	Nil
4	Nature of transaction with related party till June,2025	Nil
5	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil
6	Amount of the proposed transactions	The Company estimates that the monetary value for transactions at C 1 and 2 above and allied transactions, from FY 2025–26 and continuing up to the date of the ensuing Annual General upto Rs. 150 crore.
7	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
8	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover	The estimated transaction value at 1(d) above for FY2025-26 represents: Approximately 50% of the annual consolidated turnover of the Company for FY2024-25;
9	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	N.A
10	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	N.A

11	Financial performance of the related party for the immediately preceding financial year: Particulars FY 2023-2024 (INR) Turnover Profit After Tax Net worth	Amount is in Lakhs Turnover:- Rs. 461.94 Profit After Tax :- Rs. 141.82 Net worth :- Rs. 10,868.14
(C) Basic details of the proposed transaction.		
1	Specific type of the proposed transaction, Details of each type of the proposed transaction and Tenure of the proposed transaction	The anticipates is anticipating to entered into the Contract of 1.Works Contract Service These arrangements are proposed to be undertaken in the ordinary course of business and shall constitute continuing business transactions. Accordingly, approval of the members is being sought for: a) All transactions referenced above, along with any allied or ancillary transactions to be undertaken during the financial years commencing from FY 2025–26 and continuing up to the date of the ensuing Annual General Meeting.
2	Whether omnibus approval is being sought?	Yes
3	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The Company is anticipating approximately Rs. 100 Cr to be executed in the financial year and balance amount to be executed till the date of AGM to be held in financial year 2026-27
4	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Company will make strategic expansion of the business operations. This arrangement is designed to leverage business expansion and explore emerging market opportunities, and reinforce its competitive standing in the industry. This synergies will help us to optimizing our financial and operational efficiencies.
5	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly	
	a. Name of the director / KMP	Mr. Manish Patel
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Relative of Mr. Manish Patel is Director and shareholder in the Company.
6	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A
7	Other information relevant for decision making.	All important information forms part of the statement setting out material facts of the proposed RPTs.
(D) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances.		

1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	N.A
2	Basis of determination of price.	The price for the sale of goods has been determined based on a combination of objective commercial parameters and industry-aligned practices, ensuring transparency, fairness, and regulatory compliance. The key considerations include: Arm's Length Principle, Market Rate Assessment, Cost-Plus Methodology, Historical Transaction Data and Regulatory and Industry Standards.
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	N.A
	a. Amount of Trade advance	N.A
	b. Tenure	N.A
	c. Whether same is self-liquidating?	N.A
(F) Confirmation from the Company.		
1	Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee hereby confirms that it has reviewed the certificates submitted by the Managing Director and Chief Financial Officer (CFO) of the Company, in accordance with the requirements prescribed under the Related Party Transactions (RPT) Industry Standards.
2	(d) Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The Material related party is approved by the Audit Committee and the Board of Directors have recommended to shareholder for the approval
3	(e) Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	N.A
4	(a) Any other information that may be relevant.	All important information forms part of the statement setting out material facts of the proposed RPTs.

A6. Transactions between the Company and D Ravilal Resource Management Private Limited

Sr. No	Particulars	Details
(A) Basic details of the related party		
1	Name of the related party	D Ravilal Resource Management Private Limited
2	Country of incorporation of the related party	India

3	Nature of business of the related party	Business of property development and construction across residential, commercial, industrial, and institutional sectors; to act as developers, contractors, estate agents, and service providers; to acquire, develop, lease, sell, or otherwise deal in land and buildings of any tenure; and to enter into contracts and arrangements for development, resale, or rental, including provision of amenities and securing advances against property.
(B) Relationship and ownership of the related party		
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Name of the Related Party D Ravilal Resource Management Private Limited Relationship Mr. Manish Patel is common Director in both the Companies.
2	Nature of transaction with related party in fy 2023-24 and amount	The Company has entered into the transaction of giving of security deposite amounting to Rs. 4,00,00,000/-
3	Nature of transaction with related party in fy 2024-25 and amount	Nil
4	Nature of transaction with related party till June,2025	Nil
5	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil
6	Amount of the proposed transactions	The Company estimates that the monetary value for transactions at C 1 and 2 above and allied transactions, from FY 2025–26 and continuing up to the date of the ensuing Annual General upto Rs. 150 crore.
7	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
8	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover	The estimated transaction value at 1(d) above for FY2025-26 represents: Approximately 50% of the annual consolidated turnover of the Company for FY2024-25;
9	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	N.A

10	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	N.A
11	Financial performance of the related party for the immediately preceding financial year: Particulars FY 2023-2024 (INR) Turnover Profit After Tax Net worth	Amount is in Lakhs Turnover:- Rs. 3.75 Profit After Tax :- Rs. 0.35 Net worth :- Rs. 3,529.67
(C) Basic details of the proposed transaction		
1	Specific type of the proposed transaction, Details of each type of the proposed transaction and Tenure of the proposed transaction	<p>The anticipates is anticipating to entered into the Contract of</p> <p>1.Works Contract Service</p> <p>2.Sales of Goods and Services</p> <p>3.Giving and/or availing Corporate Guarantee</p> <p>These arrangements are proposed to be undertaken in the ordinary course of business and shall constitute continuing business transactions. Accordingly, approval of the members is being sought for:</p> <p>a) All transactions referenced above, along with any allied or ancillary transactions to be undertaken during the financial years commencing from FY 2025-26 and continuing up to the date of the ensuing Annual General Meeting.</p>
2	Whether omnibus approval is being sought?	Yes
3	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The Company is anticipating approximately Rs. 100 Cr to be executed in the financial year and balance amount to be executed till the date of AGM to be held in financial year 2026-27
4	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Company will make strategic expansion of the business operations. This arrangement is designed to leverage business expansion and explore emerging market opportunities, and reinforce its competitive standing in the industry. This synergies will help us to optimizing our financial and operational efficiencies.
5	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly	
	a. Name of the director / KMP	Mr. Manish Patel
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Manish Patel is common Director in both the Companies.

6	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A
7	Other information relevant for decision making.	All important information forms part of the statement setting out material facts of the proposed RPTs.
(D) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances.		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	N.A
2	Basis of determination of price.	The price for the sale of goods has been determined based on a combination of objective commercial parameters and industry-aligned practices, ensuring transparency, fairness, and regulatory compliance. The key considerations include: Arm's Length Principle, Market Rate Assessment, Cost-Plus Methodology, Historical Transaction Data and Regulatory and Industry Standards
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	N.A
	a. Amount of Trade advance	N.A
	b. Tenure	N.A
	c. Whether same is self-liquidating?	N.A
(F) Confirmation from the Company.		
1	Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee hereby confirms that it has reviewed the certificates submitted by the Managing Director and Chief Financial Officer (CFO) of the Company, in accordance with the requirements prescribed under the Related Party Transactions (RPT) Industry Standards.
2	(d) Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The Material related party is approved by the Audit Committee and the Board of Directors have recommended to shareholder for the approval
3	(e) Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	N.A
4	(a) Any other information that may be relevant.	All important information forms part of the statement setting out material facts of the proposed RPTs.

A7. Transactions between the Company and GENERIC BOOTES CONSTRUCTION LLP

Sr. No	Particulars	Details
(A) Basic details of the related party		

1	Name of the related party	GENERIC BOOTES CONSTRUCTION LLP
2	Country of incorporation of the related party	India
3	Nature of business of the related party	Business of construction and property development activities as builders, contractors, engineers, consultants, manufacturers, and dealers in related materials and machinery; to engage in real estate services including design, brokerage, and layout promotion; and to acquire, develop, lease, or dispose of land and buildings within or outside India, along with all allied and incidental services
(B) Relationship and ownership of the related party		
1	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Name of the Related Party Generic Bootes Construction LLP Relationship Mr. Manish Patel is Designated Partner Director the LLP.
2	Nature of transaction with related party in fy 2023-24 and amount	The LLP is incorporated in the financial year 2024-25
3	Nature of transaction with related party in fy 2024-25 and amount	During the financial year 2024-25 the Company has invested Rs. 51,000/- as the Capital contribution in the LLP
4	Nature of transaction with related party till June, 2025	Nil
5	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Nil
6	Amount of the proposed transactions	The Company estimates that the monetary value for transactions at C 1 and 2 above and allied transactions, from FY 2025–26 and continuing up to the date of the ensuing Annual General upto Rs. 150 crore.
7	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
8	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover	The estimated transaction value at 1(d) above for FY2025-26 represents: Approximately 50% of the annual consolidated turnover of the Company for FY2024-25;

9	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	N.A
10	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	N.A
11	Financial performance of the related party for the immediately preceding financial year: Particulars FY 2023-2024 (INR) Turnover Profit After Tax Net worth	The LLP is incorporated in the financial year 2024-25
(C) Basic details of the proposed transaction		
1	Specific type of the proposed transaction, Details of each type of the proposed transaction and Tenure of the proposed transaction	<p>The anticipates is anticipating to entered into the Contract of</p> <p>1.Works Contract Service</p> <p>2.Sales of Goods and Services</p> <p>These arrangements are proposed to be undertaken in the ordinary course of business and shall constitute continuing business transactions. Accordingly, approval of the members is being sought for:</p> <p>a) All transactions referenced above, along with any allied or ancillary transactions to be undertaken during the financial years commencing from FY 2025-26 and continuing up to the date of the ensuing Annual General Meeting.</p>
2	Whether omnibus approval is being sought?	Yes
3	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	The Company is anticipating approximately Rs. 100 Cr to be executed in the financial year and balance amount to be executed till the date of AGM to be held in financial year 2026-27

4	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The Company will make strategic expansion of the business operations. This arrangement is designed to leverage business expansion and explore emerging market opportunities, and reinforce its competitive standing in the industry. This synergies will help us to optimizing our financial and operational efficiencies.
5	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly	
	a. Name of the director / KMP	Mr. Manish Patel
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Manish Patel is Designated Partner Director the LLP.
6	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	N.A
7	Other information relevant for decision making.	All important information forms part of the statement setting out material facts of the proposed RPTs.
(D) Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances		
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	N.A
2	Basis of determination of price.	The price for the sale of goods has been determined based on a combination of objective commercial parameters and industry-aligned practices, ensuring transparency, fairness, and regulatory compliance. The key considerations include: Arm's Length Principle, Market Rate Assessment, Cost-Plus Methodology, Historical Transaction Data and Regulatory and Industry Standards
3	In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	N.A
	a. Amount of Trade advance	N.A
	b. Tenure	N.A
	c. Whether same is self-liquidating?	N.A
(F) Confirmation from the Company		
1	Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards	The Audit Committee hereby confirms that it has reviewed the certificates submitted by the Managing Director and Chief Financial Officer (CFO) of the Company, in accordance with the requirements prescribed under the Related Party Transactions (RPT) Industry Standards.

2	(d) Disclosure that the material RPT or any material modification thereto, has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	The Material related party is approved by the Audit Committee and the Board of Directors have recommended to shareholder for the approval
3	(e) Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	N.A
4	(a) Any other information that may be relevant.	All important information forms part of the statement setting out material facts of the proposed RPTs.

Mr. Manish Patel and Mr. Dhariya Patel Directors of the Company, who are also directors on the board of aforementioned Company respectively and relatives of these directors, to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the said transactions.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions.

Pursuant to Regulation 23 of the Listing Regulations, members may also note that no related party of the Company shall vote to approve the Ordinary Resolutions set out at Item No. 4 whether the entity is a related party to the particular transaction or not.

The Board of Directors commends the Ordinary Resolutions set out at Item No. 4 of this Notice for approval by the members.

Item 6

Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") requires every listed entity to appoint a peer reviewed Company Secretary or a Firm of Company Secretary(ies) as a Secretarial Auditor on the basis of recommendation of the board of directors.

The Board of Directors, at its meeting held on September 06, 2025 has, considering the experience and expertise and on the recommendation of the Audit Committee, recommended to the members, appointment of M/s. Yatin Sangani & Associates, Practising Company Secretaries (ACS No.: 33246, C. P. No.: 22681), as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from the financial year 2025-26 to the financial year 2029-30, on such remuneration as may be determined by the Board of Directors of the Company, from time to time.

M/s. Yatin Sangani & Associates, is a peer-reviewed and a well-established Proprietorship of Practicing Company Secretaries, registered with the Institute of Company Secretaries of India. The Proprietorship is led by Yatin Sangani he is experienced professional in the field of corporate governance and compliance. Their collective expertise spans corporate advisory, transactional services, and due diligence. The Proprietorship has strong professional credentials who align with its core values of character, competence, and commitment. It is specialized in compliance audit and assurance services, advisory and representation services, and transactional services.

Further, M/s. Yatin Sangani & Associates has confirmed that he is eligible for appointment as the Secretarial Auditor and has not incurred any disqualification specified by the Securities and Exchange Board of India.

The proposed remuneration to be paid to the Secretarial Auditor for the financial year 2025-26 is Rs.1,00,000/-. The said remuneration excludes applicable taxes and out of pocket expenses. The remuneration for the subsequent years of his term shall be fixed by the Board of Directors based on the recommendation of the Audit Committee of the Company.

In accordance with the provisions of Regulation 24A of the Listing Regulations, the appointment of Secretarial Auditor is required to be approved by the members of the Company. Accordingly, approval of the members is sought by passing the Ordinary Resolution as set out at Item No. 5 of this Notice.

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

The Board of Directors commends the Ordinary Resolution set out at Item No. 6 of this Notice for approval by the members.

Item 7

During the year 2024-25, the Company has inadequate profits during the year 2024-25, the remuneration paid to the Managerial Personnel during the year 2024-25 shall be in accordance with the limits prescribed under Section 197 (1) of the Companies Act, 2013 read with rules made there under and Schedule V of the Companies Act, 2013.

As the Company has paid remuneration in excess of the limits specified under 197 (1) of the Companies Act, 2013 read with rules made there under and Schedule V of the Companies Act, 2013, therefore, it is proposed to seek approval from the Members of the Company by way of Special Resolution for waiver of recovery of the excess remuneration paid to

1. Mr. Manish Patel during the period April 1, 2024 to March 31, 2025 – Managing Director
2. Mr. Dhairya Patel during the period April 1, 2024 to March 31, 2025 – Executive Director
3. Mr. Tarak Gor during the period April 1, 2024 to March 31, 2025 – Whole Time Director
4. Mr. Jayesh Rawal during the period April 1, 2024 to March 31, 2025 – Whole Time Director

The Company, as of date, is not in default in payment of dues to any bank or public financial institution, the Company has not issued any non-convertible debenture or any other secured creditor, and accordingly, their prior approval is not required, for approval of the proposed special resolution.

The Nomination and Remuneration Committee and the Board of Directors of the Company via respective resolutions passed on at their respective meetings, have recommended/approved waiver for recovery of excess remuneration paid during the year 2024-25 to the above-mentioned Managerial Personnel, subject to the approval of the Members by way of Special Resolution.

The Company has paid remuneration amounting to ₹161.07 lakhs to the managerial personnel, representing 12.85% of the net profits computed in accordance with Section 198 of the Companies Act, 2013. This exceeds the permissible limit of 11% as stipulated under Section 197 of the Act. In accordance with the provisions of Section 197(10), the Members of the Company may approve the waiver of recovery of the excess remuneration by passing a Special Resolution.

Sr. No	Remuneration paid to Directors	Category	Amt	% of Profit
1	Manish Patel	Managing Director	61.87	4.94
2	Dhairya Patel	Executive Director	15.62	1.25
3	Jayesh Rawal*	Whole Time Director	41.78	3.33
4	Tarak Gor*	Whole Time Director	41.78	3.33
Total Remuneration			161.07	12.85

*Ceased with effect from 18th March 2025

Mr. Manish Patel, Managing Director, Mr. Dhairya Patel, Executive Director, Mr. Tarak Gor, Whole Time Director (ceased with effect from 18th March 2025) and Mr. Jayesh Rawal, Whole Time Director (ceased with effect from

31st Annual General Meeting

18th March 2025) of the Company and relatives of these directors, to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the said transactions.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said transactions.

Pursuant to Regulation 23 of the Listing Regulations, members may also note that no related party of the Company shall vote to approve the Ordinary Resolutions set out at Item No. 4 whether the entity is a related party to the particular transaction or not.

The Board of Directors commends the Ordinary Resolutions set out at Item No. 4 of this Notice for approval by the members.

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

Place: Mumbai

Dated:

Manish Patel

Managing Director

DIN: 00195878

Date:- 06th September, 2025

Annexure to the Notice

Annexure 1

Details of Directors seeking Appointment/ Re-appointment as required under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India

Name	Manish Ravilal Patel
DIN	00195878
Designation	Managing Director
Nationality	Indian
Age	54 years
Qualification	Bachelor's Commerce
Experience/ Expertise	He comes with over 2 decades vast experience in field of Construction. Right from the beginning of his career he took up greater responsibilities across multiple roles attaining a strong acumen in construction field. He has lead various projects ranging from commercial, educational, industrial, residential, medical, high-tech parks through his practical hands on management approach to build strong teams with diversified experience and successful execution of the projects. His technical, strategic decisions and leadership skills has helped our company securing and successfully implementing a wide variety of projects. He is well respected in the Construction Industry which is demonstrated through strong associations he has established with architects, partners and clients.
Terms and Conditions of appointment	In terms of Section 152 (6) of the Companies Act, 2013 Mr. Manish Patel, Managing Director is liable to retire by rotation and being eligible, offers reappointment
Last Remuneration Drawn in FY 2024-25	Rs. 61.87 Lakhs
Remuneration proposed to be paid	As per existing approved terms of appointment
Date of First Appointment on the Board	February 27, 2017
Shareholding in the Company	5,83,200 (1.02 %) equity shares of Rs. 5/- each of the Company
Relationship with other Directors/ Managers and Key Managerial Personnel	Father of Mr. Dhairya Patel Executive Director and not related to any other Director / Key Managerial Personnel
No. of Board meetings attended during the financial year 2024-25	FY2024-25: 100% (12 meetings held)
Directorships of other Boards as on March 31, 2025	D Ravilal Resource Management Private Limited
Listed entities from which the Director has resigned in the past three years.	NIL
Chairman/ Member of the Committee of the Board of Directors of the other Company	NIL

Skills and capabilities required for position of Independent Director and the manner in which the proposed person meets such requirements/ justification for choosing the appointees for appointment as Independent Director	NIL
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Annexure II

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Saturday, 27th September 2025 at 09:00 A.M. and ends on Monday, 29th September 2025 at 05:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 23th September 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 23th September 2025.

How do I vote electronically using NSDL/CDSL e-Voting system?


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

Step 1: Access to NSDL/CDSL e-Voting system**A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	<ol style="list-style-type: none"> 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="597 703 1089 982" style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

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

- Password details for shareholders other than Individual shareholders are given below:

a)	If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
b)	If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
c)	How to retrieve your 'initial password'? <ol style="list-style-type: none"> If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6.	If you are unable to retrieve or have not received the "Initial password" or have forgotten your password: <ol style="list-style-type: none"> Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com. Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7.	After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8.	Now, you will have to click on "Login" button.
9.	After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

- 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to yatinysangani@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board

Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. 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 download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Sagar S. Gudhate, Senior Manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cs@gecpl.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cs@gecpl.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@gecpl.Com. The same will be replied by the company suitably.
6. The Speaker Registration will be open from September 7, 2025 to September 29, 2025. Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.