



**GENERIC ENGINEERING CONSTRUCTION AND PROJECTS LIMITED**  
*(Formerly known as Welplace Portfolio & Financial consultancy Services Limited)*  
CIN: L45100MH1994PLC082540

Registered Office: - 201 & 202, Fitwell House, 2<sup>nd</sup> floor, Opp. Home Town L. B. S. Road, Vikhroli  
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**EXTRA ORDINARY GENERAL MEETING NOTICE**

**NOTICE** is hereby given that the Extra Ordinary General Meeting of the Members of Generic Engineering Construction and Projects Limited will be held on Saturday, the 10<sup>th</sup> March, 2018 at 4.00 p.m. at Siddhivinayak Banquets, Orchid Hall, Opp Shreyas Cinema, next to Petrol Pump, LBS Road, Ghatkopar (West), Mumbai – 400088 - Maharashtra - India to transact the following businesses:

**SPECIAL BUSINESS**

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

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

"**RESOLVED THAT** pursuant to provisions of Section 61 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, or any statutory modification(s), amendment or re-enactment thereof and subject to such approvals, permissions, and sanctions, if any, as may be necessary from any concerned authorities, the Authorized Share Capital of the Company be increased from Rs. 18,00,00,000/- (Rupees Eighteen Crores only) divided into 1,80,00,000 (One Crore Eighty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 23,00,00,000/- (Rupees Twenty-Three Crores only) divided into 2,30,00,000 (Two Crore Thirty Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each."

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

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

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

V. The Authorized Share Capital of the Company is Rs. 23,00,00,000/- (Rupees Twenty-Three Crores Only) divided into 2,30,00,000 (Two Crore Thirty Lakhs only) Equity Shares of Rs.10/- (Rupees Ten only) each. The Company shall have power to increase the said capital and to issue any part of its capital, original or increased, with or without any preferential rights, privileges, conditions or advantages over or as compared with any shares previously issued or to be thereafter issued, whether in respect of dividend or repayment of capital or both and whether with any special rights of voting or without any right of voting and generally on such terms as the Company may from time to time determine, nevertheless that in the event of the Capital of the Company (including the original Capital) being or becoming divided into shares of different classes, the rights or privileges attached to any class, may be affected, altered, modified or dealt with only in accordance with the provisions in that behalf contained in the Articles of Association of the Company for the time being subject to the provisions of the Companies Act, 2013.

The Company shall have power from time to time to increase or reduce its capital. The shares forming part of the Capital (original, increased or reduced) of the Company may be sub-divided, consolidated or divided into such classes, with any preferential, deferred, qualified, special or other rights, privileges or conditions attached thereto and be held upon such terms as may be determined by the Articles of Association and Regulations of the Company for the time being or otherwise."

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

**ITEM NO. 3: INCREASE IN THE LIMIT OF INVESTMENT BY FOREIGN INSTITUTIONAL INVESTORS (FIIS) AND NON RESIDENT INDIVIDUALS (NRIS) IN THE COMPANY'S EQUITY SHARE CAPITAL**

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

"**RESOLVED THAT** pursuant to the provisions of the Foreign Exchange Management Act, 1999 (FEMA), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 as amended, the Consolidated FDI Policy as amended, and all other applicable Rules, Regulations, Circulars, Notifications, Guidelines, Directions issued by Reserve Bank of India and (including any statutory modifications or re-enactment thereof for the time being in force) the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations as amended from time to time and all applicable Rules, Regulations, Circulars and other applicable laws for the time being in force, and subject to all applicable approvals, consents, permissions and sanctions and subject to such conditions as may be prescribed by any of the concerned authorities while granting such approvals, permissions, sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall include a duly authorized Committee of

Directors for the time being exercising the powers conferred by the Board of Directors), consent of the Company be and is hereby accorded to the Board of Directors of the Company to permit Foreign Institutional Investors (FIIs) including their sub-accounts registered with The Securities and Exchange Board of India (SEBI) and Registered Foreign Portfolio Investors (RFPIs) registered under The Securities and Exchange Board of India ( Foreign Portfolio Investors) Regulations, 2014, as amended, to acquire and hold on their own account and on behalf of each of their SEBI approved sub-accounts, shares of the Company upto an aggregate limit of 49% (Forty Nine per cent) of the paid-up equity share capital for the time being, provided, however, that the equity shareholding of each FII /RFPIs on his own account and on behalf of each of SEBI approved sub-account in the Company shall not exceed such limits as are applicable or may be prescribed, from time to time, under applicable acts, laws, rules and regulations, including any statutory modification (s) or re-enactment (s) thereof for the time being in force.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of the Foreign Exchange Management Act, 1999 (FEMA), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 as amended, the Consolidated FDI Policy as amended and all other applicable Rules, Regulations, Circulars, Notifications, Guidelines, Directions issued by Reserve Bank of India and laws (including any statutory modifications or re-enactment thereof for the time being in force) consent of the Company be and is hereby accorded to the Board of Directors of the Company to permit Non Resident Indians (NRIs) to acquire and hold in their own account not exceeding the aggregate limit of 24% of the paid up Equity Share Capital of the Company or such limit as are or may be prescribed from time to time under applicable laws, rules and regulations.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things and execute all documents or writings as may be necessary, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto including delegating all or any of the powers conferred herein to any Committee of Directors or any Director or Officer of the Company.”

**ITEM NO. 4: ISSUE OF WARRANTS ON PREFERENTIAL ALLOTMENT BASIS TO THE PROMOTERS FOR CASH**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act and Rules made thereunder and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and

Exchange Board of India ("SEBI"), including Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time (the "SEBI (ICDR) Regulations"), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (the "SEBI Takeover Regulations") and subject to necessary approvals, permissions, sanctions and consents as may be required, as may be applicable or any regulatory and other appropriate authorities (including but not limited to the Securities and Exchange Board of India ("SEBI"), the Government of India, etc.), if any and all such other approvals, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, upto 24,30,000 (Twenty Four Lakh Thirty Thousand) warrants convertible into 24,30,000 (Twenty Four Lakh Thirty Thousand) Equity shares of Rs.10/- (Rupees Ten only) each fully paid up, in one or more tranches, to Generic Engineering & Construction Pvt Ltd (CIN - U45200MH2004PTC148999) - the Promoters, on a preferential basis for cash at a price which shall not be lesser than the minimum specified price as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as mentioned in the Explanatory Statement annexed hereunto to this Notice, by way of Preferential Allotment in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit."

**RESOLVED FURTHER THAT:**

The relevant date for the purpose of issue of Warrants as per Chapter VII of the SEBI (ICDR) Regulations, 2009, as amended upto date for the purpose of determination of the applicable price of Warrants is Thursday, the 8<sup>th</sup> February, 2018 i.e. the 30 days prior to the date of the Extra Ordinary General Meeting and other relevant provisions of the Companies Act, 2013, to consider the proposed issue."

- i. The Offer, Issue and Allotment of the aforesaid warrants shall be made at such time or times as the Board may in its absolute discretion decide.
- ii. The Board may allot 24,30,000 (Twenty-Four Lakh Thirty Thousand) warrants at a price of Rs. 190/- per warrant aggregating to Rs. 46,17,00,000/- (Rupees Forty-Six Crores Seventeen Lakhs only), which will entitle the holder to subscribe to one Equity Share of the face value of Rs.10/- each at a premium of Rs 180/- (Rupees One Hundred and Eighty only) per Equity share of the Company against each warrant".
- iii. The proposed allottees of Warrants shall, on or before the date of allotment, pay an amount equivalent to 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations, 2009 and the balance consideration i.e. 75% shall be paid at the time of allotment of Equity shares pursuant to exercise of option against each such warrants by the warrant holder.

- iv. The tenure of the warrants shall not exceed 18 months from the date of their allotment.
- v. The amount paid vide clause (iii) as aforesaid shall stand forfeited, if the option to acquire shares is not exercised within a period of 18 months from the date of the allotment.
- vi. The Warrants shall be convertible into Equity Shares of the Company at the discretion of the holders, without any further approval of the shareholders prior to or at the time of conversion.
- vii. The Warrants by itself does not give to the holder thereof any rights of the shareholders of the company.
- viii. The allotment of warrants is proposed to be completed within a maximum period of 15 days from the date of passing of the resolution at the Extra Ordinary General Meeting. In case the allotment on preferential basis is pending on account of pendency of any approval for such allotment by any regulatory authority including Stock Exchange where the shares of the Company are listed or the Central Government then the allotment shall be completed within 15 days from the date of receipt of such approval.
- ix. In the event of the company making a bonus issue of shares or making rights issue of shares / convertible debentures or any other securities or any other corporate restructuring or arrangement including merger/ demerger/ acquisitions, in whatever proportion prior to the exercise of the rights attached to the Warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequence of such bonus / rights issues / corporate restructuring and that the exercise price of the Warrants be adjusted accordingly, subject to such approvals as may be required.
- x. The Equity shares arising out of exercise of right attached to the warrant(s) to be allotted to the Promoters pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2009 as amended from time to time.

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

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

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

**ITEM NO. 5: ISSUE OF EQUITY SHARES ON PREFERENTIAL ALLOTMENT BASIS TO THE NON PROMOTERS (PUBLIC CATEGORY) FOR CASH**

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

"**RESOLVED THAT** pursuant to the provisions of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 (the "Act") and other applicable provisions, if any, of the Act and Rules made thereunder and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the Equity Shares of the Company are listed, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any other rules/regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI"), including Chapter VII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time (the "SEBI (ICDR) Regulations"), the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time (the "SEBI Takeover Regulations"), Foreign Exchange Management (Transfer or issue of Security by a person Resident outside India) Regulations, 2017 and subject to necessary approvals, permissions, sanctions and consents as may be required, as may be applicable or any regulatory and other appropriate authorities (including but not limited to the Securities and Exchange Board of India ("SEBI"), Foreign Exchange Management Regulations, 2017, the Government of India, etc.), if any and all such other approvals, which may be agreed to by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent, authority and approval of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, upto 36,24,211 (Thirty Six Lacs Twenty Four Thousand Two Hundred Eleven) fully paid-up Equity Shares of Rs.10/- (Rupees Ten each) each of the Company, for cash at a price which shall not be lesser than the minimum specified price as per the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, under Non Promoters category (Public) as mentioned in the Explanatory Statement annexed hereunto to this Notice, by way of Preferential Allotment in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit."

**RESOLVED FURTHER THAT:**

The relevant date for the purpose of issue of Equity Shares as per Chapter VII of the SEBI (ICDR) Regulations, 2009, as amended upto date for the purpose of determination of the applicable price of equity shares is Thursday the 8<sup>th</sup> February, 2018 i.e. the 30 days prior to the date of the Extra Ordinary General Meeting to be held and other relevant provisions of the Companies Act, 2013, to consider the proposed issue.”

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

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

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

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

**By Order of the Board of Directors  
For Generic Engineering Construction and Projects Limited,**

**SD/-  
Ami Shah  
Company Secretary & Compliance Officer**

Place: Mumbai

Dated: 8<sup>th</sup> February, 2018

**Notes:**

1. A member entitled to attend and vote at the meeting, is entitled to appoint one or more proxies to attend and vote instead of himself /herself and a proxy need not be a member. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. Proxies to be effective must be received by the company not less than 48 hours before the commencement of the meeting.
2. Corporate members intending to send their Authorized Representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The Members are requested to notify any change in their address, email id, nominations under the signature of the registered holder(s) to the Company's Registrars and Share Transfer Agent Satellite Corporate Services Private Limited, Unit: - **Generic Engineering Construction and Projects Limited**, Unit No. 49, Bldg. No. 13-A-B, 2nd Floor, Samhita Commercial Co-op Soc. Ltd. Off. Andheri Kurla Road, MTNL Lane, Sakinaka, Mumbai – 400072 and to the Depository Participants in respect of shares held in electronic form.
4. Members/proxies should bring their copies of the Notice, admission slip duly filled in along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license for attending the meeting.
5. The relevant Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Businesses at the meeting, is annexed hereto and forming part of this Notice.
6. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Registrars and Share Transfer Agent.
7. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, electronic copy of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the Extra Ordinary General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.



8. Members may note that the Notice of the Extra Ordinary General Meeting will also be available on the Company's website [www.gecpl.com](http://www.gecpl.com) for their download. A copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the date of EOGM i.e. Saturday 10<sup>th</sup> March, 2018. For any communication, the shareholders may also send requests to the Company's investor email id: [info@gecpl.com](mailto:info@gecpl.com) / [cs@gecpl.com](mailto:cs@gecpl.com).

9. **Voting through electronic means**

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Extra Ordinary General Meeting (EOGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EOGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

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

- i) Open email and open PDF file viz; "**Generic Engineering Construction and Projects Limited e-Voting.pdf**" with your Client ID or Folio No. as password.

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

- ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- iii) Click on Shareholder – Login
- iv) Put user ID and password as initial password / PIN noted in step (i) above. Click Login.
- v) Password change menu appears.

Change the password / PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- vi) Home page of e-voting opens. Click on e-voting: Active Voting Cycles.
- vii) Select “EVEN” of Generic Engineering Construction and Projects Limited.
- viii) Now you are ready for e-voting as Cast Vote page opens.
- ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF / JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [dipika.biyani@gmail.com](mailto:dipika.biyani@gmail.com) with a copy marked to *evoting@nsdl.co.in*.

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

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

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

**OTHER INSTRUCTIONS**

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- II. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password /PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

**IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 3rd March, 2018, are entitled to vote on the Resolutions set forth in this Notice.**

- V. The remote e-voting period will commence at 9.00 a.m. on 7th March, 2018 and will end at 5.00 p.m. 9th March, 2018. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 3rd March, 2018 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 3rd March, 2018.
- VII. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 3rd March, 2018 may obtain the login ID and password by sending an email to [info@gecpl.com](mailto:info@gecpl.com) or [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) by mentioning their Folio No. /DP ID and Client ID No. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- VIII. A member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting through ballot papers.
- X. Ms. Dipika Biyani (ACS - 13908), (CP 7476) Practicing Company Secretary Mumbai has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- XI. The Scrutinizer shall, immediately after the conclusion of voting at general meeting, count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. Scrutinizer shall within 3 days of conclusion of the meeting submit a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.
- XII. The results along with the Scrutinizers Report shall be placed on the website of the Company and on the website of NSDL and shall be communicated to BSE Limited.
11. This Notice has been updated with the instructions for voting through electronic means as per the Amended Rules 2015.

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

### **Item 1 and 2**

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

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

The Current Authorized share capital of the Company is Rs. 18,00,00,000/- (Rupees Eighteen Crores only) divided into 1,80,00,000 (One Crore Eighty Lakhs) Equity shares of Rs.10/- (Rupees Ten) each. The Issued Subscribed and Paid up Capital of the Company is Rs. 16,35,62,000/- (Rupees Sixteen Crores Thirty-Five Lakh Sixty-Two Thousand only) divided into 1,63,56,200 Equity Shares of Rs. 10/- each.

Further, considering the proposed issue of Fully-paid Equity Shares and in order to accommodate the issue of Equity shares arising out of conversion of warrants into equity Shares, the Board of Directors considers that, the existing Authorized Share Capital of the Company is proposed to be increased from Rs. 18,00,00,000/- (Rupees Eighteen Crore only) divided into 1,80,00,000 Equity shares of Rs.10/- each to Rs. 23,00,00,000/- (Rupees Twenty-Three Crores only) divided into 2,30,00,000 (Two Crore Thirty Lacs) Equity Shares of Rs.10/- (Rupee Ten only) each.

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

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

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

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

### ITEM NO.3

In terms of the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2017 as amended read with relevant Notifications/circulars / Press Notes/ Press Releases issued by the Department of Industrial Policy and Promotion and the Reserve Bank of India in connection with foreign investment, the Foreign Institutional Investors (FIIs) class has been re-classified as Registered Foreign Portfolio Investors (RFPIs). Further, FIIs registered with Securities and Exchange Board of India (SEBI) including their sub accounts are subsumed under this new category viz. RFPIs. The aggregate holdings of RFPIs and deemed RFPIs put together shall not exceed 24% and NRIs can in aggregate hold upto 10% of paid-up Equity Capital of the Company. However, this limit of 24% for FIIs/RFPIs and 10% for NRIs may be increased upto the sectoral cap applicable to the company which is 100% of the Paid up capital, with the approval of the Board of Directors (Board) and the shareholders of the company by way of a Special Resolution.

The present level of holding of FIIs in the Company is Nil and NRIs holding though minimal at present, but the same will go up, keeping in view of the business prospects of the company and the proposed issue of Equity shares to the NRIs by the Company, the shareholding of the FIIs/RFPIs in your Company may exceed the cap of 24%. In view of the same and the inherent advantage thereof to the shareholders at large, the Board of Director have, at their meeting held on 8<sup>th</sup> February 2018, decided to increase the limit of FIIs/RFPIs' holding from 24% to 49% and limit of NRIs holding from 10% to 24%, subject to the requisite approval of the shareholders.

The Resolution set out at Item No. 4 of the Notice will also enable the FIIs/ RFPIs and NRIs to acquire shares of the Company through Stock Exchanges within the revised ceiling under the Portfolio Investment Scheme of the Reserve Bank of India.

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

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

### ITEM NO. 4

- A. In terms of section 102 of the Companies Act, 2013 and Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations") and any other applicable law, the Explanatory Statement set out all the material facts relating to the special business mentioned in the accompanying notice dated 8<sup>th</sup> February, 2018.**

As the Company is on a growth trajectory, there is need to augment funds to enhance its long term resources and thereby strengthen the financial structure of the Company. The Company has been exploring various options for raising funds. The funds to be raised from the proposed issue of Warrants

will be utilized for funding capital expenditure, supporting growth plans of the Company, meeting working capital requirements, repayment of debts, providing financial support to Joint Ventures / Associates / Group /affiliated Companies in India by way of loans / investments and for general corporate purposes or any combination thereof.

The Board of Directors in its meeting held on Thursday, the 8<sup>th</sup> February, 2018 discussed the future plans of the Company and its existing requirement for funds. In view of the foregoing, the Board considered the best way to raise the funds required to finance the operations of the Company is by way of issuance of Warrants on the preferential basis. Based on the above discussions, the Board resolved to issue, offer and allot upto a maximum of 24,30,000 Warrants convertible into 24,30,000 Equity Shares for cash on preferential basis to the Promoters – (Generic Engineering & Construction Private Limited). The pricing of the warrants to be allotted on preferential basis shall not be lower than the price determined in accordance with the SEBI (ICDR) Regulations, 2009. The price, at which such warrants shall be converted over a period of 18 months from the date of allotment, shall be Rs.190/- per warrant. The price determined as per the provision of Regulation 76 of SEBI (ICDR) Regulations, 2009 works out to Rs. 187.57/- per warrant. The Board of Directors has decided to allot warrants at Rs.190/- per warrant.

The Equity Shares allotted on exercise of option by Warrant holder pursuant to the above Resolution shall rank *pari- passu* in all respects including dividend with the existing Equity Shares of the Company.

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

The preferential allotment of Securities to investors who are Promoters would be strictly in accordance with Chapter VII of the SEBI (ICDR) Regulations, 2009 and the following parameters would be subject to such changes as may be required to conform to the SEBI (ICDR) Regulations, 2009. The Preferential issue would comprise of up to 24,30,000 Warrants with a right exercisable by the Warrant holder to subscribe for one Equity Share per Warrant. The holders of the Warrants shall have the option to exercise the Warrants to subscribe to Equity Shares of the Company within eighteen (18) months of its allotment.

The Equity shares arising out of exercise of right attached to the warrants to be allotted to investors who are Promoters pursuant to the proposed Special Resolution shall be subject to lock-in as per the requirements of SEBI (ICDR) Regulations 2009 as amended from time to time.

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

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

The funds to be raised from the proposed issue of Warrants will be utilized for a combination of part funding of the capital expenditure, supporting growth plans of the Company, meeting working capital requirements, repayment of debts, providing financial support to Joint Ventures / Associates / Group /affiliated Companies in India by way of loans / investments and for general corporate purposes or any combination thereof. The issue and allotment of Warrants by way of preferential allotment to the investors is by way of cash contribution.

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

The Company has received a letter of intent from the Promoter indicating its intention to subscribe to the proposed preferential issue. Except for the Promoter who will subscribe to the warrants as part of the proposed preferential issue, none of the Directors or Key Managerial Personnel intends to subscribe to the proposed preferential issue

**iii. Pricing of Securities to be issued:**

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

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

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

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

The price of Warrants to be issued shall be Rs. 190/- per Warrant or the Minimum Price determined as on the relevant date in accordance with Chapter VII of the SEBI (ICDR) Regulations, 2009 whichever is higher.

**iv. Relevant Date:**

The Relevant Date as per the SEBI (ICDR) Regulations, 2009 for the determination of the price per Warrant to be issued pursuant to the aforesaid Preferential Allotment is fixed as 8th February, 2018, i.e. 30 days prior to the date of the Extra Ordinary General Meeting (10th March, 2018) on which the approval of the Shareholders, with respect to the proposed Preferential Issue, is sought.

**v. Terms of Issue of Warrants to Investors who are Promoters:**

- a) The proposed allottee of Warrants shall, on or before the date of allotment, pay an amount equivalent to 25% of the price fixed per warrant in terms of the SEBI, (ICDR) Regulations, 2009.
- b) The holder of each warrant will be entitled to apply for and obtain allotment of one equity share of face value of Rs. 10/- each of the Company against each Warrant at any time after the date of allotment but on or before the expiry of 18 months from the date of allotment, in one or more tranches. At the time of exercise of entitlement, the warrant holder(s) shall pay the balance of the consideration towards the subscription to each equity share. The amount so paid will be adjusted/ set-off against the issue price of the resultant Equity shares.
- c) If the entitlement against the warrants to apply for the equity shares is not exercised within the aforesaid period, the entitlement of the warrant holders to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such warrants shall stand forfeited.
- d) Upon receipt of the requisite payment as above, the Board (or a Committee thereof) shall allot one equity share per warrant by appropriating Rs. 10/- towards equity share capital and the balance amount paid against each warrant, towards the securities premium.
- e) In the event of the company making a bonus issue of shares or making rights issue of shares / convertible debentures or any other securities or any other corporate restructuring or arrangement including merger/ demerger/ acquisitions, in whatever proportion prior to the exercise of the rights attached to the Warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share



capital of the company increases as a consequence of such bonus / rights issues / corporate restructuring and that the exercise price of the Warrants be adjusted accordingly, subject to such approvals as may be required.

- f) The warrant(s) by itself until converted into equity shares, does not give to the holder(s) thereof any rights with respect to that of a shareholder of the Company except as specified above.
- g) The equity shares arising out of conversion of warrants issued as above shall rank pari passu in all respects including with respect to dividend, with the then fully paid up equity shares of the Company, subject however to the provisions of the Memorandum and Articles of Association of the Company.

**vi. Particulars of Subscriber to Equity Shares**

The Company proposes to issue Warrants by way of preferential issue to the Promoter for cash as per the details given herein below:

Name of the Proposed subscriber	Pre Preferential Issue		Post Preferential Issue		
	No. of Shares held	% of Holding	New Allotment No. of Warrants issued	No of shares held ( assuming full conversion of Warrants into Equity shares)	% of Holding (considering Equity Shares and warrants issued through this Notice) (*)
Generic Engineering and Construction Private Limited (#)	83,91,800	51.31	24,30,000	1,08,21,800	48.29
<b>Grand Total</b>	<b>83,91,800</b>	<b>51.31</b>	<b>24,30,000</b>	<b>1,08,21,800</b>	<b>48.29</b>

**Note:**

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

(\*) Assuming conversion of Warrants into Equity Shares issued through this notice.

vii. Shareholding Pattern Pre and Post Preferential Issue:

Table	A		B	
Category of Shareholders	Pre-Allotment		Post Allotment of Warrants (assuming full conversion) and Equity shares issued pursuant to this notice. (*)	
	Total No. of Shares	% of Total Voting Rights	Total No. of shares	% of Total Voting Rights
Promoters/Promoters' Group	93,83,400	57.37	1,18,13,400	52.71
<b>Sub- Total ( A)</b>	<b>93,83,400</b>	<b>57.37</b>	<b>1,18,13,400</b>	<b>52.71</b>
<b>Non promoters</b>				
Foreign Institutional Investors	0.00	0.00	0.00	0.00
Bodies Corporate	2,78,376	1.70	7,03,642	3.14
Non Resident Indians / Overseas Corporate bodies	20,000	0.12	22,57,690	10.07
Individual / HUF – Public	65,36,128	39.96	74,97,383	33.46
Others – Clearing Members	1,38,296	0.85	1,38,296	0.62
<b>Sub-total (B)</b>	<b>69,72,800</b>	<b>42.63</b>	<b>1,05,97,011</b>	<b>47.29</b>
<b>Total (A+B)</b>	<b>1,63,56,200</b>	<b>100</b>	<b>2,24,10,411</b>	<b>100</b>

Notes: -

1. The post-allotment shareholding calculated above assumed issue and allotment of 24,30,000 Warrants (assuming full conversion into Equity shares) to the Promoter and also assumed issue and allotment of 36,24,211 Equity Shares to the Public (Non Promoter category) for cash under Preferential Allotment.
2. (\*) Assuming full conversion of Warrants into Equity shares.

viii. Change in Management:

There shall be no change in the management or control of the Company pursuant to the issue of the Equity Shares.

**ix. Lock in of Equity Shares**

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

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

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

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

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

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

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

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

**xiv. Others:**

The certificate from M/s **SDA & Associates**, Chartered Accountants, the statutory Auditor of the company to the effect that the present preferential issue is being made in accordance with the requirements contained in Chapter VII of the SEBI (ICDR) Regulations, 2009 shall be open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the date of EOGM i.e. Saturday, 10<sup>th</sup> March, 2018

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

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

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

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

#### **ITEM NO.5**

- A. In terms of section 102 of the Companies Act, 2013 and Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“ICDR Regulations”) and any other applicable law, the Explanatory Statement set out all the material facts relating to the special business mentioned in the accompanying notice dated 8<sup>th</sup> February, 2018.**

As the Company is on a growth trajectory, there is need to augment funds to enhance its long term resources and thereby strengthen the financial structure of the Company. The Company has been exploring various options for raising funds. The funds to be raised from the proposed issue of shares will be utilized for funding capital expenditure, supporting growth plans of the Company, meeting working capital requirements, repayment of debts, providing financial support to Joint Ventures / Associates / Group /affiliated Companies in India by way of loans / investments and for general corporate purposes or any combination thereof.

The Board of Directors in its meeting held on Thursday, the 8<sup>th</sup> day of February, 2018 discussed the future plans of the Company and its existing requirement for funds. In view of the foregoing, the Board considered the best way to raise the funds required to finance the operations of the Company is by way of issuance of shares on the preferential basis. Based on the above discussions, the Board resolved to issue, offer and allot upto a maximum of 36,24,211 Equity Shares for cash on preferential basis to the Non Promoters (Public Category). The pricing of the Equity Shares to be allotted on preferential basis shall not be lower than the price determined in accordance with the SEBI (ICDR) Regulations, 2009.

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

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

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

The funds to be raised from the proposed issue of shares will be utilized for a combination of part funding of the capital expenditure, supporting growth plans of the Company, meeting working capital requirements, repayment of debts, providing financial support to Joint Ventures / Associates / Group /affiliated Companies in India by way of loans / investments and for general corporate purposes or any combination thereof.

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

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

**iii. Pricing of Securities to be issued:**

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

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

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

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

The price of equity shares to be issued shall be Rs.190/- per Equity Share (inclusive of Rs.180/- per Share as Premium) or the Minimum Price determined as on the relevant date in accordance with Chapter VII of the SEBI (ICDR) Regulations, 2009 whichever is higher.

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

**iv. Relevant Date:**

The Relevant Date as per the SEBI (ICDR) Regulations, 2009 for the determination of the price per Equity Share to be issued pursuant to the aforesaid Preferential Allotment is fixed as 8th February, 2018, i.e. 30 days prior to the date of the Extra Ordinary General Meeting (10th March, 2018) on which the approval of the Shareholders, with respect to the proposed Preferential Issue, is sought.

**v. Particulars of Subscribers to Equity Shares**

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

Name of the Proposed subscribers	Pre Preferential Issue		New Allotment	Post Preferential Issue % of Holding (considering Warrants (assuming full conversion into Equity shares) and Equity Shares issued through this Notice)	
	No. of Shares held	% of Holding	No. of Shares	No. of Shares held	% of Holding
Category Non Promoter					
Sultan Hyder Sayed	11,000	0.07	1,05,264	1,16,264	0.52
Renu Rani Dayal	0.00	0.00	52,632	52,632	0.23
Narwani Harish Darshan Singh	0.00	0.00	52,632	52,632	0.23
Patel Dilip Jerambhai	2,70,508	1.65	1,57,895	4,28,403	1.91
Kiran Ishwarlal Serai	0.00	0.00	18,000	18,000	0.08

Mahesh Kumar Lalwani	24,370	0.15	18,000	42,370	0.19
Raj Kumar	550	0.00	14,211	14,761	0.06
Punita Prakash Sitlani	3,433	0.02	18,000	21,433	0.10
Virendra Dhakan/Harish Dhakan	0.00	0.00	39,474	39,474	0.18
Arunender Rao Putta	0.00	0.00	21,053	21,053	0.09
Ramesh Kumar	0.00	0.00	52,632	52,632	0.23
Ashok Lakhiani	0.00	0.00	52,632	52,632	0.23
Jay Kumar Dadlani	30,000	0.18	2,10,527	2,40,527	1.07
Harish Awtaney	0.00	0.00	15,790	15,790	0.07
Rajesh Sadhwani/Sneha Sadhwani	0.00	0.00	13,30,001	13,30,001	5.93
Monesh Rughwani	0.00	0.00	1,31,579	1,31,579	0.59
Safawi Syed Mohammed	18,218	0.11	52,632	70,850	0.32
Ghanshyam Daulal Agrawal	0.00	0.00	2,55,790	2,55,790	1.14
Vandani Chowdhary	0.00	0.00	14,211	14,211	0.06
Latadevi Parekh	6,000	0.04	14,211	20,211	0.09
kush Shah	0.00	0.00	14,211	14,211	0.06
Harsh Rathi	0.00	0.00	14,211	14,211	0.06
Shashi Atulkumar Agarwal	0.00	0.00	14,211	14,211	0.06
Ashok Kumar Jain	4,000	0.02	14,211	18,211	0.08
Balmukund Sitaram Agrawal	0.00	0.00	14,211	14,211	0.06
Kamleshkumar Maturamji Jain	0.00	0.00	14,211	14,211	0.06
Abhinav Anilkumar Agarwal	0.00	0.00	14,211	14,211	0.06
Agrawal Anilkumar Shyamlal	0.00	0.00	14,211	14,211	0.06
Mahavirprasad Fakirchand Jain	0.00	0.00	14,211	14,211	0.06
Prakash Kumar Bagrecha	0.00	0.00	14,211	14,211	0.06
Sandipkumar Bhavarlal Bagrecha	0.00	0.00	14,211	14,211	0.06
Sonal Satishkumar Agarwal	0.00	0.00	14,211	14,211	0.06
Sanjay Govindram Agrawal	0.00	0.00	14,211	14,211	0.06
Niraj Ishwarchand Gupta	0.00	0.00	14,211	14,211	0.06
Rajendrakumar Agarwal	0.00	0.00	14,211	14,211	0.06
Haresh Sanghvi	0.00	0.00	14,211	14,211	0.06
Sanjay Mukund Goyal	0.00	0.00	14,211	14,211	0.06
Meena Bajaj	0.00	0.00	14,211	14,211	0.06
Anju Kothari	1,000	0.00	14,211	15,211	0.07
Aditya Kothari	8,294	0.05	28,422	36,716	0.16
Jay Kothari	110	0.00	81,054	81,164	0.36
Archit Kothari	2,579	0.02	14,211	16,790	0.07

Pawanjay Modi	0.00	0.00	14,211	14,211	0.06
Archana Jain	0.00	0.00	14,211	14,211	0.06
Barkha Nihalani	2,481	0.02	15,790	18,271	0.08
Bhupendra Joshi	1,37,000	0.84	58,079	1,95,079	0.87
Shajahan Pulikkal	0.00	0.00	15,790	15,790	0.07
Kalpesh Purushottam Shah	2	0.00	14,211	14,213	0.06
Rajashree Srikant Kulkarni	0.00	0.00	15,790	15,790	0.07
Rashmi Pal	19,000	0.12	15,790	34,790	0.16
Heena Kalpesh Shah	0.00	0.00	14,211	14,211	0.06
Satman Strategies Pvt Ltd (*)	0.00	0.00	3,68,422	3,68,422	1.64
Vijay Shubham Contrade Pvt Ltd (*)	0.00	0.00	14,211	14,211	0.06
Kautilya Traders Pvt Ltd (*)	0.00	0.00	14,211	14,211	0.06
Balotra Carrying Company Pvt Ltd (*)	0.00	0.00	14,211	14,211	0.06
Shree Radheyshyam Syn Fab Pvt Ltd (*)	0.00	0.00	14,211	14,211	0.06
<b>Total</b>	<b>5,38,545</b>	<b>3.29</b>	<b>36,24,211</b>	<b>41,62,756</b>	<b>18.57</b>

**Notes: - (\*)**

- The natural persons who are the ultimate beneficial owners of the shares proposed to be allotted to Sat Man Strategies Pvt Ltd are Garware Finance Corporation Ltd and Mr. Nihal Garware and the directors of the company are Mr. Nihal Garware, Mrs. Nikita Garware and Mr. Prakash Jadhav.
  - The natural Persons who are the ultimate beneficial owners of Garware Finance Corporation Ltd are Chandrakant Gaware Family Trust, Mrs. Anita Garware, Mr. Nihal Garware, Mr. Chandrakant Garware (HUF), Mrs. Nikita Garware, Ms. Nishka Garware, Mr. Vihaan Garware, M/s. Aarem Management Services Pvt Ltd, M/s. Siddhi Portfolio Services Pvt Ltd, M/s. Urvi Financial Service Pvt Ltd and Ms. Jagruti Shah and the directors of the company are Mr. Nihal Garware, Mrs. Anita Garware and Mrs. Nikita Garware
  - The natural Persons who are the ultimate beneficial owners of M/s. Aarem Management Services Pvt Ltd are Pushpdeep Trading Private Limited and Mr Santosh Gupta and the directors of the Company are Mr Imran Saleem Shah and Mr Santosh Jaihind Gupta
  - The natural Persons who are the ultimate beneficial owners of M/s Pushpdeep Trading Private Limited are Mr Abhijit Bhende and Mr Santosh Gupta and the directors of the Company are Mr Imran Saleem Shah and Mr Santosh Jaihind Gupta
  - The natural Persons who are the ultimate beneficial owners of M/s. Siddhi Portfolio Services Pvt Ltd are Mr. Hemang Gandhi, Mr. Gaurang Gandhi, M/s. Futuristic Impex Private Ltd and M/s. Pioneer Wealth Management Services Ltd and the directors of the company are Mr. Gaurang Gandhi, Mr. Ketan Gandhi and Mr. Jai Gandhi



- The natural Persons who are the ultimate beneficial owners of Futuristic Impex Pvt Ltd are Mr. Guarang Gandhi, Mr. Hemang Gandhi and M/s. Associated Capital Market Management Pvt Ltd and the directors of the company are Mr. Gaurang Gandhi and Mr. Ketan Gandhi
  - The natural Persons who are the beneficial owners of M/s. Associated Capital Market Management Pvt Ltd are Mr Gaurang Gandhi, Mr Hemang Gandhi, Mr Ketan Gandhi and Mr Hiren Parikh and the Directors of the Company are Mr Hemang Gandhi and Mr Ketan Gandhi
  - The natural Persons who are the beneficial owners of M/s. Pioneer Wealth Management Services Ltd are M/s Pioneer Investcorp Limited, Mr Gaurang Gandhi, Mr Ketan Gandhi, Mr Hemang Gandhi, Mr Rakesh Bhatia, Mr Amit Chandra, Mr Sanjay Kabra and Mr Hiren Parikh and the Directors of the Company are Mr Gaurang Gandhi, Mr Rakesh Bhatia and Mr Hemang Gandhi
  - The natural Persons who are the beneficial owners of M/s. Pioneer Investcorp Limited are Mr Ami Gandhi, Gaurang Gandhi, Mr Hemang Gandhi and Mr Ketan Maniar and the Directors of the Company are Mr Gaurang Gandhi, Mr Chandravadhan Dalal, Mr Anand Desai, Mr Kamlini Maniar and Mr Amit Chandra
  - The natural Persons who are the beneficial owners of M/s. Urvi Financial Services Pvt Ltd are Ms. Jagruti Shah and Mr. Mahesh Shah and the directors of the company are Mr. Mahesh Shah and Ms. Jagruti Shah
- 2 The natural persons who are the ultimate beneficial owners of the shares proposed to be allotted to Vijay Shubham Contrade Pvt Ltd are Kautilya Traders Pvt Ltd, Bhushan Petrofils Pvt Ltd, Dindayal Processers Pvt Ltd, Shanti Educational Initiatives Ltd, Chiripal Textiles Mills Private Ltd, Deepak Implex Pvt Ltd, Prakash Calender Pvt Ltd, Bhavana Textile Pvt Ltd, Tripoli Management Pvt Ltd, RUSHP Trading LLP, Satrama Trading LLP, Harianand Trading LLP, Shivhari Trading LLP, Vrindavan Furnishing Pvt Ltd and Savitridevi Chiripal and the directors of the company are Pawankumar Agrawal and Bharatbhusan Agarwal.
- The natural Persons who are the beneficial owners of Kautilya Traders Pvt Ltd are M/s Bhushan Petrofils Pvt Ltd, Chiripal Textiles Pvt Limited, Deepak Implex Pvt Ltd, Dindayal Processers Pvt Ltd, Prakash Calender Pvt Ltd, Shanti Educational Initiatives Ltd, Vijay Shubham Contratrade Pvt Ltd, Tripoli Management Pvt Ltd, RUSHP Trading LLP , Satrama Trading LLP, Harianand Trading LLP, Shivhari Trading LLP, Vrindavan Furnishing Pvt Ltd and Savitridevi Chiripal and the Directors of the Company are Mr Pawankumar Agrawal and Mr Ashok Chiripal
  - The natural Persons who are the beneficial owners of Bhushan Petrofils Pvt Ltd are Bharatbhusan Agarwal, Mr Ronak Chiripal, Ms Shalu Agarwal, Ms Shivani Agarwal, Ms Ayushi Agarwal, Ms Ruchi Agarwal, Ms Priyanka Agarwal, Ms Nishi Agarwal, Deepak Implex Pvt Ltd, Shanti Educational Initiatives Ltd, Chiripal Textiles Mills Pvt Ltd, M/s Bhavana Textiles Pvt. Ltd, M/s Sparow Exports Pvt. Ltd, Dindayal Processers Pvt Ltd, M/s Prakash Calender Pvt. Ltd, Mr Satyabhama Chiripal, Ms Shushila Agrawal, Mr Durgesh Agarwal and Harianand Trading LLP and the Directors of the Company are Mr Rajendra Agrawal and Mr Abhishek Agrawal

- The natural Persons who are the beneficial owners of Dindayal Processors Pvt Ltd are Mr Ajaykumar Dindayal Bansal, Mr Rajendraprasad Agarwal, Mr Rajesh Premdchand Bindal, Harianand Trading LLP, Mr Vansh J. Chiripal, Ms Manjudevi Jaiprakash Agarwal, Ms Pritidevi Brijmohan Agarwal, Ms Sushiladevi Agarwal, Mr Durgesh P. Agarwal, M/s Deepak Impex Pvt. Ltd, M/s Hexa International Pvt. Ltd., M/s Shanti Exports Pvt. Ltd., M/s Prakash Calender Pvt. Ltd., M/s Shanti Educational Initiatives Ltd., M/s Bhushan Petrofils Pvt. Ltd., M/s Bhavana Textiles Pvt. Ltd., M/s Sparow Exports Pvt. Ltd, M/s Chiripal Textile Mills Pvt. Ltd, Mr Pradeep Chiripal, M/s Vijay Shubham Contrade Pvt. Ltd and M/s Tripoli Management Pvt. Ltd. and the Directors of the Company are Narendrasinh Gulabsinghani and Pradeep Agarwal.
- The natural Persons who are the beneficial owners of Shanti Educational Initiatives Ltd are Mr Ronak B Agarwal, Mr Vansh J Chiripal, Mr Brijmohan Devkinandan Chiripal, Mr Vishal V Chiripal, Mr Jaiprakash D Chiripal, Ms Jyotiprasad D Chiripal, Ms Nitika Deepak Chiripal, Ms Vineeta Chiripal, Ms Savitridevi Vedprakash Chiripal, Mr Deepak J Chiripal, Ms Manjudevi Jaiprakash Chiripal, Pritidevi B Chiripal, Ms Urmiladevi Jyotiprasad Chiripal, M/s Chiripal Exim LLP, Kautilya Traders Private Limited and Tripoli Management Private Limited and the Directors of the Company are Ms Vineeta Vishal Chiripal, Mr Ronak Brijmohan Agarwal, Ms Suruchi Somani Chandranarayan, Mr Suruchi Somani Chandranarayan, Mr Darshan Yogendrabhai Vayeda, Mr Jayeshbhai Ramanbhai Patel and Ms Dimple Rajendrasinh Padhiar
- The natural Persons who are the beneficial owners of Chiripal Textiles Mills Pvt Limited are Ms. Kavita N Sarogi, Mr. Ronak Chiripal, Ms. Shaloo Chiripal, Ms. Pushpadevi P Bindal, Ms. Nishi J Chiripal, Ms. Priyanka B Chiripal, , Ms. Ruchi B Chiripal, Mr. Amit P Bindal, Mr. Anand Nathuram Chiripal, Mr. Pawan Ramvilas Agrawal, Mr. Ashok Jeevanram Chiripal, Ms. Kavita Sarogi, Kr. Vansh Chiripal, Mr. Deepak Chiripal, Ms. Urmiladevi J Chiripal, S Devkinandan HUF, Ms. Manjudevi J Chiripal, Keshoram Family Trust, Devkinandan Corporation LLP, Rameswar Retailers Pvt. Ltd., Rushp Trading LLP, Satrama Trading LLP, Shivhari Trading LLP, Chiripal Exim LLP, Vijay Subham Contrade Pvt. Ltd, Kautilya Traders Pvt. Ltd, Tripoli Management Pvt. Ltd, Brijmohan D. Chiripal, and Chiripal Industries Limited and the Directors of the Company are Mr Bimalkumar Inderkumar Balasaria, Mr Brijmohan Devkinandan Chiripal, Mr Naresh Kiraparam Agarwal and Mr Naresh Kakkar
- The natural Persons who are the beneficial owners of Deepak Impex Private Limited are Mr Amit Bindal, Naveen Garg, M/s Vishal Fabrics Limited, Chiripal Industries Limited, M/s Bhushan Petrofils Pvt. Ltd, M/s Tripoli Management Pvt. Ltd, Mr Ronal Chiripal, Dindayal Processors Pvt Ltd , Kautulya Traders Pvt Ltd, Harianand Trading LLP, Prakash Calender Pvt Ltd , Sparow Exports Pvt Ltd, Chiripal Textile Mills Private Limited, M/s Rameshwar Retailers Pvt Ltd, Ms Ramdulari Agarwal, Ms Satyabhama Agarwal, Ms Sushila Chiripal, Ms Durgeshwari Chiripal, and Shivhari Trading LLP and the Directors of the Company are Mr Narendrasinh Gulabsinghani and Kailash Upadhyay
- The natural Persons who are the beneficial owners of Prakash Calender Pvt Ltd are Ms Satyabhama Chiripal, Ms Savitridevi Agarwal, Ms Urmila Devi Agarwal, Ms Manjudevi Agarwal, Ms Pritidevi Agarwal , Tripoli Management Pvt. Ltd, Harianand Trading LLP, Chiripal Textiles Mills Pvt Limited, Kautulya Traders Pvt Ltd, Mr Anand swaroop Chiripal, Mr Haribhagwan Agarwal, Mr Pradeep Kumar Agarwal, Ms Shalu Agarwal, Mr Deepak Agarwal, Mr Ramesh Agarwal, Ms Kavita Saraogi, Mr Vishal Agarwal, Mr Ashokkumar Agarwal, Mr Durgesh Agarwal,

Ms Nidhi Chiripal, Mr Pawankumar Agarwal, Mr Rishi Agarwal, Vijay Shubham Contrade Pvt Ltd and Rameshwar Retailers Pvt Ltd and the Directors of the Company are Mr Ashok Jivanram Chiripal and Mr Rakesh Sidh Kishore Chiripal

- The natural Persons who are the beneficial owners of Bhavana Textiles Private Limited are Mr Rajesh Bindal, Mr Bijaykumar Agarwal, Mr Kailashnath Upadhya, Mr Vishal Chiripal, Ms Savitridevi Chiripal, Mr Vansh Chiripal, Mr Deepak Chiripal, Ms Shalu Chiripal, Ms Ayushi Chiripal, Mr Ronak Chiripal, Ms Ruchi Chiripal, Ms Shivani Chiripal, Ms Nishi Chiripal, Ms Priyanka Chiripal, Ms Sushiladevi Agarwal, M/s Bhushan Petrofils Pvt Ltd, Dindayal Processors Pvt Ltd, Kautulya Traders Pvt Ltd, Shivhari Trading LLP , Mr Sanjay Bindal, Tripoli Management Pvt. Ltd, Vijay Shubham Contrade Pvt Ltd, Harianand Trading LLP, Satrama Trading LLP, RUSHP Trading LLP and the Directors of the Company are Mr Sanjay Premchand Bindal and Ms Pooja Smit Shah
- The natural Persons who are the beneficial owners of Tripoli Management Pvt Ltd are Mr Rajesh Bindal, Mr Bijaykumar Agarwal, Mr Kailashnath Upadhya, Mr Vishal Chiripal, Ms Savitridevi Chiripal, Mr Vansh Chiripal, Mr Deepak Chiripal, Ms Shalu Chiripal, Ms Ayushi Chiripal, Mr Ronak Chiripal, Ms Ruchi Chiripal, Ms Shivani Chiripal, Ms Nishi Chiripal, Ms Priyanka Chiripal, Ms Sushiladevi Agarwal, M/s Bhushan Petrofils Pvt Ltd, Dindayal Processors Pvt Ltd, Kautulya Traders Pvt Ltd, Shivhari Trading LLP , Mr Sanjay Bindal, Satrama Trading LLP, RUSHP Trading LLP and the Directors of the Company are Ms Nikita Chiripal and Mr Vishal Chiripal.
- The natural Persons who are the beneficial owners/partners of RUSHP Trading LLP are Mr Pawankumar Agarwal, Ms Shushila Chiripal and Ms Rukmanidevi Agarwal
- The natural Persons who are the beneficial owners/partners of Satrama Trading LLP are Ms Ramdulari Agarwal and Ms Stayabhama Anang Swaroop Chiripal
- The natural Persons who are the beneficial owners/partners of Harianand Trading LLP are Ms Sushila Chiripal, Ms Stayabhama Anang Swaroop Chiripal and Ms Renu Chiripal.
- The natural Persons who are the beneficial owners/partners of Shivhari Trading LLP are Mr Hari Anand Agarwal and Ms Rukmanidevi Agarwal
- The natural Persons who are the beneficial owners of Vrindavan Furnishing Pvt Ltd are Mr Ronal Chiripal, M/s Deepak Impex Private Limited, Tripoli Management Pvt Ltd, Kautulya Traders Pvt Ltd, Shyamsundar Sharma, Rajat Tayal, Dindayal Processors Pvt Ltd, Rameshwar Retailers Pvt Ltd, Sparow Exports Pvt. Ltd, Vijay Shubham Contrade Pvt Ltd, Harianand Trading LLP, RUSHP Trading LLP, Shivhari Trading LLP and the Directors of the Company are Mr Bhupesh Tiwari and Mr Rishi Agarwal
- The natural Persons who are the beneficial owners of M/s Sparow Exports Pvt. Ltd are Bhavana Textiles Pvt Ltd, Kautulya Traders Private Limited, Mr Brijmohan Chiripal, Brijmohan D (HUF), Chiripal Textile Mills Pvt Ltd, Mr Davinder Jain, Mr Deepak Chiripal, Dindayal Processors Pvt Ltd, Jaiprakash (HUF), Mr Jaiprakash Chiripal, Ms Jyoti Chiripal, Bhushan Petrofils Pvt Ltd, Ms Manjudevi Chiripal, Ms Nidhi Agarwal, Devkinandan Corporation LLP, Chiripal Exim LLP, Priti Chiripal, Mr Ronal Chiripal, Ms Ruchi Chiripal, Mr Sanjay Bindal, Ms Savitridevi Chiripal, Vrindavan Furnishing Pvt Ltd, Shanti Exports Pvt Ltd, Ms Urmiladevi

Chiripal, Mr Ved Prakash HUF, Mr Vishal Chiripal and Rameshwar Retailers Pvt. Ltd and the Directors of the Company are Mr Vishal Chiripal and Mr Bimal kumar Balasaria

- The natural Persons who are the beneficial owners of M/s Hexa International Pvt. Ltd are Mr Amit Bindal, Mr Dinesh Bansal, Mr Damodar Agarwal, Ms Savitridevi Chiripal, Ms Pritidevi Chiripal, Ms Manjudevi Chiripal, Ms Urmiladevi Chiripal, Dindayal Processors Pvt Ltd, Tripoli Management Pvt Ltd, Ms Sushila Chiripal, Bhavana Textiles Pvt Ltd, Bhushan Petrofils Pvt Ltd, Deepak Impex Pvt Ltd, Sparow Exports Pvt. Ltd, Shanti Exports Pvt. Ltd, Ms Durgeshwari Agarwal, Prakash Calender Pvt Ltd, Chiripal Textile Mills Pvt Ltd, Kautuliya Traders Pvt Ltd and Mr Ronal B Chiripal and the Directors of the Company are Mr Hari Agarwal and Ms Nikita Shah
- The natural Persons who are the beneficial owners of M/s Shanti Exports Pvt. Ltd are Mr Brijmohan Agarwal, Mr Ronak Chiripal, Ms Pritidevi Chiripal, Mr Ved Prakash Agarwal, Ms Jyotidevi Chiripal, Mr Jai Prakash Agarwal, Devkinandan Corporation LLP, Ms Sushila Chiripal, Mr Vansh Agarwal, Chiripal Exim LLP, Rameshwar Retailers Pvt. Ltd, Ms Manjudevi Agarwal, Ms Urmiladevi Agarwal, Mr Deepak Chiripal, Mr Vishal Agarwal, Ms Kavita Sarogi, Kautuliya Traders Pvt Ltd, Tripoli Management Pvt Ltd and Vijay Shubham Contrade Pvt Ltd and the Directors of the Company are Mr Brijmohan Chiripal and Mr Naresh Agarwal.
- The natural Persons who are the beneficial owners/partners of Chiripal Exim LLP are Mr Jaiprakash Chiripal, Ms Pritidevi Chiripal, Ms Savitridevi Chiripal, Ms Urmiladevi Chiripal and Manjudevi Chiripal.
- The natural Persons who are the beneficial owners/partners of Devkinandan Corporation LLP are Ms Nikita Chiripal, Mr Jaiprakash Chiripal, Ms Vineeta Chiripal, Mr Brijmohan Chiripal and Ms Jyotiprasad Chiripal.
- The natural Persons who are the beneficial owners of M/s M/s Vishal Fabrics Limited are Ms Savitridevi V Chiripal, Ms Manjudevi Jaiprakash Chiripal, Pritidevi B Chiripal, Ms Urmiladevi Jyotiprasad Chiripal, Mr Vishal V Chiripal, Mr Ronak B Agarwal, Mr Deepak J Chiripal, Ms Aayushi Jaiprakash Agarwal, Mr Jaiprakash D Chiripal, Ms Jyotiprasad D Chiripal, Ms Nitika Deepak Chiripal, Mr Brijmohan D Chiripal, Ms Nishi J Agarwal, Ms Shiwani V. Chiripal, Ms Saloo J. Agarwal, Ms Priyanka Brijmohan Chiripal, Vedprakash Devkinandan Chiripal – HUF, Chiripal Industries Limited, Chiripal Exim LLP, Devkinandan Corporation LLP, Nandan Corporation LLP and Tripoli Management Private Limited and the Directors of the Company are Mr Brijmohan D Chiripal, Mr Chitranjan Singh, Mr Ponnusamy Shanmugaraja, Mr Amit Kadmawala, Mr Maheshchandra Kawat, Ms. Dhara S. Shah and Ms Shubhankar Jha
- The natural Persons who are the beneficial owners of M/s Chiripal Industries Limited are Mr Vedprakash Chiripal, Ms Jyotiprasad D Chiripal, Mr Jay Prakash Agarwal, Mr Brijmohan Chiripal, Ms Savitridevi Chiripal, Ms Urmiladevi Chiripal, Ms Manjudevi Agarwal, Vedprakash Chiripal (HUF), Jyotiprasad D (HUF), Jaiprakash D HUF, Brijmohan D HUF, Kavita Chiripal, Rajesh Bindal, Saloo Agarwal, MS Shivani Chiripal, Mr Vishal Chiripal, Mr Deepak Chiripal, Ms Nishi Agarwal, Ms Nidhi Agarwal, Mr Ronak Chiripal, Mr Vansh Agarwal, Ms Pritidevi Chiripal, Ms Vineeta Chiripal, Nikita Chiripal, Mr Navin Sarogi, Mr Amit Bindal, M/s Vishal Fabrics Ltd, Sparow Exports Pvt. Ltd, Chiripal Textiles Mills Pvt Ltd, Shanti Exports Pvt Ltd, Prakash Calender Pvt Ltd, Devkinandan Corporation LLP, Vrindavan furnishing Pvt Ltd, Tripoli Management Pvt Ltd, Bhavana Textiles Pvt Ltd, Deepak Impex Pvt Ltd, Hexa International Pvt Ltd, Bhushan Petrofils Pvt Ltd, Dindayal Processors Pvt Ltd, Kautuliya Traders Pvt Ltd, Vijay Shubham Contrade Pvt Ltd, Jain Devendrakumar, Upadhaya Kailashnath, Hanuman Trading AOP, Madhu Mawandia, Megha Mawandia, Vinay Mawandia and the Directors of the

Company are Mr Jawahar Lal Goel, Mr Rajesh Bindal, Ms Jyoti Prasad Chiripal, Mr Vedprakash Chiripal, Ms Suruchi Chandranarayan and Mr Jaindrasingh Ramshankar Rajput

3. The natural persons who are the ultimate beneficial owners of the shares proposed to be allotted to Balotra Carrying Company Pvt Ltd are Hawakanver Rajpurohit and Malsingh Rajpurohit and the directors of the company are Malsingh Rajpurohit, Hawakanver Rajpurohit and Komal Rajpurohit.
4. The natural persons who are the ultimate beneficial owners of the shares proposed to be allotted to Shree Radheyshyam Syn Fab Pvt Ltd are Manjudevi Agarwal, Vinitkumar Agarwal, Gaurav Agarwal, Sunny Agarwal, Riya Agarwal, Lehar Logistics Pvt Ltd, Niyati Agarwal & Sunny Agarwal, Pawankumar Agarwal, Niyati Agarwal and Kimaya Build Pvt Ltd and the directors of the company are Gaurav Agarwal, Vinitkumar Agarwal and Pawankumar Agarwal.
  - The natural persons who are the ultimate beneficial owners of the shares proposed to be allotted to Lehar Logistics Pvt Ltd are Ms Swati Agarwal and Mr Sunnykumar Agarwal and the directors of the company are Mr Sunnykumar Agarwal and Ms Swati Agarwal.
  - The natural persons who are the ultimate beneficial owners of the shares proposed to be allotted to Kimaya Build Pvt Ltd are Kavita Bansal, Hari Rajkumar, Dinersh Bansal, Chirag Synthetics Mills Pvt Ltd and Dinesh Bansal (Keemay Developers) and the directors of the company are Dineshkumar Bansal, Ayushman Agarwal, Devanshu Bansal and Prabansh Bansal.
  - The natural persons who are the ultimate beneficial owners of the shares proposed to be allotted to Chirag Synthetics Mills Pvt Ltd are Dinesh Bansal, Kavita Bansal, Arun Goyal, Ved Usha Agarwal, Nirmala Agarwal, Chhotulal Daftari, Chhotulal Daftari (HUF), Nitin Daftari, Hargovind Bansal, Arun Bajaj, Pawan Kumar Bansal HUF, Ram Agarwal, Keemaya Habitatars Pvt Ltd, Sarika Goyal, Kuldeep Bothra HUF, Kuldesep Bothra, Gulabdevi Bothra, Kulshekhar Bothra, Mahavirprasad Rajkumar, Neetu Bajaj, Vijay Dilipchand and Pushpa Daftari and the directors of the company are Dinesh Bansal, Arun Goyal, Ramavatar Agarwal, Vedprakash Agarwal, Gaurav Agarwal and Vinitkumar Agarwal.
  - The natural persons who are the ultimate beneficial owners of the shares proposed to be allotted to Keemaya Habitatars Pvt Ltd are Dinesh Bansal and Kavita Bansal and the directors of the company are Devanshu Bansal and Prabansh Bansal.

**vi. Under subscription, if any**

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

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

Table	A		B	
	Pre-Allotment		Post Allotment of Equity shares issued pursuant to this notice (*)	
Category of Shareholders	Total No. of Shares	% of Total Voting Rights	Total No. of shares	% of Total Voting Rights
Promoters/Promoters' Group	93,83,400	57.37	1,18,13,400	52.71
<b>Sub- Total ( A)</b>	<b>93,83,400</b>	<b>57.37</b>	<b>1,18,13,400</b>	<b>52.71</b>
<b>Non promoters</b>				
Foreign Institutional Investors	0.00	0.00	0.00	0.00
Bodies Corporate	2,78,376	1.70	7,03,642	3.14
Non Resident Indians / Overseas Corporate bodies	20,000	0.12	22,57,690	10.07
Individual /HUF – Public	65,36,128	39.96	74,97,383	33.46
Others – Clearing Members	1,38,296	0.85	1,38,296	0.62
<b>Sub-total (B)</b>	<b>69,72,800</b>	<b>42.63</b>	<b>1,05,97,011</b>	<b>47.29</b>
<b>Total (A+B)</b>	<b>1,63,56,200</b>	<b>100</b>	<b>2,24,10,411</b>	<b>100</b>

Notes: -

1. The post-allotment shareholding calculated above assumes issue and allotment of 24,30,000 Warrants (assuming full conversion into Equity shares) to the Promoter (for cash) under Preferential Allotment and also assumes issue and allotment of 36,24,211 Equity Shares pursuant to the Public (Non Promoter category).
2. (\*) Assuming full conversion of Warrants into Equity shares.

**viii. Change in Management:**

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

**ix. Lock in of Equity Shares**

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

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

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

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

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

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

a) It would re-compute the price of the Securities specified above in terms of the provisions of the SEBI (ICDR) Regulations, 2009 where it is required to do so.

b) If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2009, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

**xiii. The Company, its Promoters and the Directors of the company are not in the list of willful defaulters.**

**xiv. Others:**

The certificate from M/s **SDA & Associates**, Chartered Accountants, the statutory Auditor of the company to the effect that the present preferential issue is being made in accordance with the requirements contained in Chapter VII of the SEBI (ICDR) Regulations, 2009 shall be open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and Sunday and other holidays, between 11:00 a.m. and 1:00 p.m. up to the date of EOGM i.e. Saturday, 10<sup>th</sup> March, 2018.

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

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

None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed Special Resolution as set out at Item No. 5 of the Notice.

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

**By Order of the Board of Directors  
For Generic Engineering Construction and Projects Limited,**

**SD/-  
Ami Shah  
Company Secretary & Compliance Officer**

Place: Mumbai  
Dated: 8<sup>th</sup> February, 2018



**GENERIC ENGINEERING CONSTRUCTION AND PROJECTS LIMITED**  
**(Formerly known as Welplace Portfolio & Financial consultancy Services Limited)**

CIN: L45100MH1994PLC082540

Registered Office: - 201 & 202, Fitwell House, 2<sup>nd</sup> floor, Opp. Home Town L. B. S. Road, Vikhroli  
(West) Mumbai- 400 083 - Maharashtra - India

Phone No:- 022-25780272, 9167720671 Fax No:- 022-21022072

Email Id: [info@gecpl.com](mailto:info@gecpl.com) / [cs@gecpl.com](mailto:cs@gecpl.com) Website: [www.gecpl.com](http://www.gecpl.com)

**ATTENDANCE SLIP**

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint shareholders may obtain additional slip at the venue of the meeting

DP Id*	
Client Id*	

Folio No.	
No. of Shares	

**NAME AND ADDRESS OF THE SHAREHOLDER:**

I hereby record my presence at the Extra Ordinary General Meeting of the Company held on Saturday the 10<sup>th</sup> March, 2018 at 4.00 p.m. at Siddhivinayak Banquets, Orchid Hall, Opp Shreyas Cinema, Next to Petrol Pump, LBS Road, Ghatkopar (West), Mumbai – 400088 - Maharashtra - India

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.

\_\_\_\_\_  
Signature of Shareholder/Proxy

(\*) Applicable only in case of investors holding shares in Electronic Form.

**GENERIC ENGINEERING CONSTRUCTION AND PROJECTS LIMITED**  
**(Formerly known as Welplace Portfolio & Financial consultancy Services Limited)**

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Email Id: [info@gecpl.com](mailto:info@gecpl.com) / [cs@gecpl.com](mailto:cs@gecpl.com) Website: [www.gecpl.com](http://www.gecpl.com)

**PROXY FORM**

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

Name of the Member(s): Registered address :		e-mail id: Folio No./*Client Id: *DP Id:	
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I/We, being the member(s) holding \_\_\_\_\_ shares of Generic Engineering Construction and Projects Limited, hereby appoint:

- 1) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
- 2) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him
- 3) \_\_\_\_\_ of \_\_\_\_\_ having e-mail id \_\_\_\_\_ or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company to be held on Saturday the 10<sup>th</sup> March, 2018 at 4.00 p.m. at Siddhivinayak Banquets, Orchid Hall, Opp Shreyas Cinema, next to Petrol Pump, LBS Road, Ghatkopar (West), Mumbai – 400088 - Maharashtra - India and at any adjournment thereof in respect of such resolutions as are indicated below:

\*\*I wish my above proxy to vote in the manner as indicated in the box below:

Item no.	Resolutions	Type of Resolution	For	Against
1	Increase in Authorised Share capital	Ordinary		
2	Alteration of Memorandum of Association	Ordinary		
3	Increase in the limit of Investment by FII and NRI's in the Company's Equity Share Capital	Special		
4	Issue of Warrants on Preferential allotment basis to the Promoters for cash	Special		

5	Issue of Equity shares on Preferential allotment basis for cash to Non Promoters (Public Category)	Special		
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Signed this ----- day of \_\_\_\_\_ 2018

\_\_\_\_\_  
Signature of Shareholder

\_\_\_\_\_  
Signature of first Proxy Holder

\_\_\_\_\_  
Signature of Second Proxy Holder

\_\_\_\_\_  
Signature of third Proxy holder

**Notes:**

- (1) This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company not less than 48 hours before the commencement of the Meeting.
- (2) A proxy need not be a member of the Company.
- (3) A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting results. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- \*\* (4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- (5) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- (6) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

# ROAD MAP

