

**Date:** September 08, 2022

To,  
**BSE Limited**  
Department of Corporate Services/  
Corporate Relation Department  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400001

To,  
**National Stock Exchange of India Limited**  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex, Bandra (E)  
Mumbai - 400051

Dear Sir/ Madam,

**Ref: BSE Scrip Code: 539407**  
**NSE Symbol: GENCON**

**Subject: Notice for Annual General Meeting- Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Enclose herewith copy of the notice to members dated **Wednesday, September 07, 2022** for holding 28<sup>th</sup> Annual General Meeting of the Company on Friday, September 30, 2022. The Annual Report along with Notice of the Annual General Meeting will be dispatched to the shareholders of the Company on Thursday, September 08, 2022. The Company has engaged the services of Central Depository Services Limited (CDSL) for providing the remote e-voting facility to enable members to cast their votes electronically.

Kindly take the same on record.

Thanking you  
Yours Faithfully,  
**For Generic Engineering Construction and Projects Limited**

**Manish Patel**  
**Managing Director**  
DIN: 00195878

**Notice**

NOTICE is hereby given that the **28<sup>th</sup> Annual General Meeting (“AGM”)** of the members of **Generic Engineering Construction and Projects Limited**, will be held on **Friday, September, 30, 2022 at 01.30 PM** through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following business:

**Ordinary Business:**

**1. Adoption of Financial Statement for the Financial Year ended March 31, 2022**

To receive, consider and adopt the Audited Financial Statement for the year ended March 31, 2022 together with the reports of the Board of Directors and Auditors’ thereon.

**2. Declaration of Dividend on Equity Shares for the Financial Year ended March 31, 2022**

To consider and declare final dividend of Rs 0.05/- per Equity Share of Face value Rs 5/- (Rupees Five only) each for the Financial Year ended March 31, 2022, as recommended by the Board.

**3. Re-Appointment of Mr. Tarak Gor (DIN: 01550237) as a Director Liable to retire by rotation**

To appoint a director, in place of Mr. Tarak Gor (DIN: 01550237), who retires by rotation, and being eligible seeks re-appointment.

**Special Business:**

**4. To ratify the remuneration payable to M/s Ashish Deshmukh & Associates, Cost Auditors of the Company for the financial year 2022-23**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation of the Audit Committee and the Board of Directors, the remuneration payable to **M/s. Ashish Deshmukh & Associates, Cost Accountant (Firm Registration No. 101507)**, who was appointed by the Board of Directors of the Company to conduct the audit of the Cost records of the Company for the Financial Year 2022-2023 amounting to **Rs 1,00,000/- (Rupees One Lakh Only) plus GST** and other applicable taxes, travel and reimbursement of out-of-pocket expenses be and is hereby ratified and approved.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

5. **Re-appointment of Mr. Anurag Pathak (DIN - 02627362) as Independent Director of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (‘Act’), if any and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (‘Listing Regulation’) (including any statutory modification(s) or re-enactment thereof for the time being in force), and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, Mr. Anurag Pathak (DIN - 02627362) who was appointed as an Independent Director of the Company in the 24<sup>th</sup> Annual General Meeting and who will be holding the office as an Independent Director till February 07, 2023 and being eligible for re-appointment as an Independent Director and in respect of whom the Company has received a notice in writing from the candidature himself proposing his candidature for the office of Independent Director and who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules made thereunder and Regulation 16(1)(b) of Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from February 08, 2023 to February 07, 2028.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

6. **Re-appointment of Mr. Tarak Gor (DIN - 01550237) as Executive Director Designated as Chief Financial officer (CFO) of the Company**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), if any and in terms of recommendation of the Nomination and Remuneration Committee, Audit Committee and approval of Board of Directors and subject to such approvals, permissions and sanctions as may be required, **Mr. Tarak Gor (DIN 01550237)**, be and is re-appointed as Executive Director designated as Chief Financial Officer of the Company for a further period of 3 (Three) Years w.e.f. **February 11, 2023 to February 10, 2026**, liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. Tarak Gor be paid remuneration upto **Rs. 1,20,00,000/- (Rupees One Crore Twenty Lakhs only)** per annum (inclusive of salary, perquisites, benefits, incentives and other allowances) for a period of 3 years w.e.f. **February 11, 2023 to February 10, 2026** and on terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting with the liberty to the Board of Directors or Nomination and Remuneration Committee to change, alter, vary or modify the terms and conditions of the said appointment including Remuneration in such manner as may be agreed to between the Board

and Mr. Tarak Gor within the scope of Schedule V of the Companies Act, 2013 or any amendments thereto or any re-enactments thereof.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profit in any financial year during the tendency of tenure of Mr. Tarak Gor as Executive Director designated as Chief Financial Officer of the Company, the above mentioned remuneration be paid to him, as minimum remuneration, subject to the provisions of Section 197 read with Schedule V of the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

**7. Re-appointment of Mr. Jayesh Rawal (DIN - 00464313) as Executive Director of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), if any and in terms of recommendation of the Nomination and Remuneration Committee, Audit Committee and approval of Board of Directors and subject to such approvals, permissions and sanctions as may be required, **Mr. Jayesh Rawal (DIN 00464313)**, be and is re-appointed as Executive Director of the Company for a further period of 3 (Three) Years w.e.f. **August 31, 2023 to August 30, 2026**, liable to retire by rotation.

**RESOLVED FURTHER THAT** Mr. Jayesh Rawal be paid remuneration upto **Rs. 1,20,00,000/- (Rupees One Crore Twenty Lakhs only)** per annum (inclusive of salary, perquisites, benefits, incentives and other allowances) for a period of 3 years w.e.f. **August 31, 2023 to August 30, 2026** and on terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting with the liberty to the Board of Directors or Nomination and Remuneration Committee to change, alter, vary or modify the terms and conditions of the said appointment including remuneration in such manner as may be agreed to between the Board and Mr. Jayesh Rawal within the scope of Schedule V of the Companies Act, 2013 or any amendments thereto or any re-enactments thereof.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profit in any financial year during the tendency of tenure of Mr. Jayesh Rawal as Executive Director of the Company, the above mentioned remuneration be paid to him, as minimum remuneration, subject to the provisions of Section 197 read with Schedule V of the Companies Act, 2013 and rules framed thereunder and any other applicable provisions of the Act or any statutory modification or re-enactment thereof.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto

and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

**8. Adoption of new set of Article of Association**

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

“**RESOLVED THAT** pursuant to the provision of Section 14 and any other applicable provision of the Companies Act, 2013 read with rule made thereunder (including statutory modification or re-enactment thereof, for time being in force) and subject to any such approvals, consents, permissions as may be required, consent of the members of the Company be and is hereby accorded for adoption of new set of Articles of Association, in substitution of the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** any of the Executive Directors and/ or Key Managerial Personnel of the Company be and are hereby severally authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and matters and things including delegate such authority, as may be considered necessary, proper or expedient in order to give effect to the above resolution.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

**9. Alteration of Memorandum of Association**

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

**RESOLVED THAT** pursuant to Section 13, 61 and all other applicable provisions of the Companies Act, 2013 read with Company (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the members be and is hereby accorded to alter, amend, modify the Memorandum of Association of the Company in the following manner:

- a. To alter the title of Clause III(B) with the title prescribed under Schedule I of the Companies Act, 2013 to be read hereinafter as:

“Clause III (B): Matters which are necessary for furtherance of the objects specified in Clause III(A) are:”

- b. To delete all the objects mentioned under Part C of the Clause III “Other Objects”
- c. To delete point i. under “**AND IT IS HEREBY DECLARED THAT**” and renumber the point ii., iii. and iv. as i., ii. and iii.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto

and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect this resolution.”

#### **10. Approval of the material related party transaction with various parties:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (Act) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, Regulation 2(1)(zc), 23 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time, the circulars issued by the Securities and Exchange Board of India in this regard from time to time and other applicable law, and based on the recommendations of the Audit Committee of the Board of Directors, pursuant to their resolutions dated **September 07, 2022**, the approval and ratification of the members of the Company be and is hereby accorded for entering into contract(s)/ arrangement(s)/ transaction(s) with the below mentioned related parties falling within the purview of the aforesaid regulations with relation to the availing/providing services viz renting of immovable property, leasing of Equipment’s on hire basis, providing works contract services etc at arm’s length basis and in Company’s ordinary course of business.

**RESOLVED FURTHER THAT** consent of the members for the related party transactions between the Company and related parties be and is hereby accorded from this Annual General Meeting to the next Annual General Meeting to held in the financial year 2023-24 on such terms and conditions in the following prescribed manner:

Sr. No.	Name of the Related Party/ Name of Director or KMP who is related	Nature of Services/ Transaction/ Relationship	Transaction Value
1	Heben Chartered Resources Private Limited	1. Leasing of Equipment’s 2. Purchase of Equipment’s	Upto an amount not exceeding 30 Crores
2	Triveni Lifestyle Developers LLP	Work Contracts Service	Upto an amount not exceeding 60 Crores
3	Triveni Uplife Realtors LLP	Work Contracts Service	Upto an amount not exceeding 60 Crores
4	Mavani Creations LLP	Work Contracts Service	Upto an amount not exceeding 30 Crores
5	TAG Redevelopers LLP	Work Contracts Service	Upto an amount not exceeding 30 Crores
6	Natal Engineering Resources LLP	Work Contracts Service	Upto an amount not exceeding 30 Crores
7	Trescon Limited	Work Contracts Service	Upto an amount not exceeding 100 Crores
8	Integrated Trading Corporation	Work Contracts Service	Upto an amount not exceeding 10 Crores

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee(s) thereof) be and is hereby authorised on behalf of the Company to do all acts, deeds, things, and matters,

including sub-delegation of all, or any of these powers, as may be required or are necessary to give effect to these resolutions or as otherwise considered by the Board of Directors (including any Committee(s) thereof) to be in the best interest of the Company and its members, including any amendments, supplements or modifications to the agreements, deeds, letters, undertakings and any other documents in relation to the above transactions, as applicable or appropriate, to carry out and complete the above contracts/ arrangements/ transactions, and in relation to the above transactions, to sign, execute, amend, deliver and terminate any agreements, memoranda, documents, letters, deeds or instruments as may be required in this regard, as well as amendments or supplements, including to appoint any advisers, valuers, experts or other persons and to do all such acts, deeds, matters and things as it may, in its discretion, deem necessary, proper or desirable for such purpose, and to make any filings, furnish any returns or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as it may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, adjustments, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required, without being required to seek further consent or approval of the members of the Company or otherwise to the end and intent that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board (including any Committee(s) thereof) authorized pursuant to the above resolution in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

#### **11. Approval of the material related party transaction with Generic Infra Speciality Projects Private Limited**

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (Act) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, Regulation 2(1)(zc), 23 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time, the circulars issued by the Securities and Exchange Board of India in this regard from time to time and other applicable law, and based on the recommendations of the Audit Committee of the Board of Directors, pursuant to their resolutions dated **September 07, 2022**, the approval and ratification of the members of the Company be and is hereby accorded for entering into contract(s)/ arrangement(s)/ transaction(s) with Generic Infra Speciality Projects Private Limited, being related party falling within the purview of the aforesaid regulations with relation to the availing/providing services viz providing works contract services, royalty for use of name, etc.

**RESOLVED FURTHER THAT** consent of the members for the related party transactions between the Company and Generic Infra Speciality Projects Private Limited at arm’s length basis and in Company’s ordinary course of business be and is hereby accorded from this Annual General Meeting to the next Annual General Meeting to be held in the financial year 2023-24 on such terms and conditions in the following prescribed manner:

Sr. No.	Name of the Related Party/ Name of Director or KMP who is related	Nature of Services/ Transaction/ Relationship	Transaction value
1	Generic Infra Speciality Projects Private Limited	Work Contracts Service	Upto an amount not exceeding 500 Crores

**RESOLVED FURTHER THAT** consent of the members for the related party transactions between the Company and Generic Infra Speciality Projects Private Limited at arm's length basis but not in ordinary course of business be and is hereby accorded from this Annual General Meeting to the next Annual General Meeting to be held in the financial year 2023-24 on such terms and conditions in the following prescribed manner:

Sr. No.	Name of the Related Party/ Name of Director or KMP who is related	Nature of Services/ Transaction/ Relationship	Transaction value
1	Generic Infra Speciality Projects Private Limited	Payment of Royalty	Upto an amount not exceeding 1 Crore

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee(s) thereof) be and is hereby authorised on behalf of the Company to do all acts, deeds, things, and matters, including sub-delegation of all, or any of these powers, as may be required or are necessary to give effect to these resolutions or as otherwise considered by the Board of Directors (including any Committee(s) thereof) to be in the best interest of the Company and its members, including any amendments, supplements or modifications to the agreements, deeds, letters, undertakings and any other documents in relation to the above transactions, as applicable or appropriate, to carry out and complete the above contracts/ arrangements/ transactions, and in relation to the above transactions, to sign, execute, amend, deliver and terminate any agreements, memoranda, documents, letters, deeds or instruments as may be required in this regard, as well as amendments or supplements, including to appoint any advisers, valuers, experts or other persons and to do all such acts, deeds, matters and things as it may, in its discretion, deem necessary, proper or desirable for such purpose, and to make any filings, furnish any returns or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as it may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, adjustments, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required, without being required to seek further consent or approval of the members of the Company or otherwise to the end and intent that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board (including any Committee(s) thereof) authorized pursuant to the above resolution in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."



## **12. Approval of the material related party transaction with D Ravilal Resource Management Private Limited**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (Act) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time, Regulation 2(1)(zc), 23 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) as amended from time to time, the circulars issued by the Securities and Exchange Board of India in this regard from time to time and other applicable law, and based on the recommendations of the Audit Committee of the Board of Directors, pursuant to their resolutions dated **September 07, 2022**, the approval and ratification of the members of the Company be and is hereby accorded for entering into contract(s)/ arrangement(s)/ transaction(s) with D Ravilal Resource Management Private Limited, being related party falling within the purview of the aforesaid regulations with relation to the availing/providing services, leasing of Equipment’s, providing works contract services, corporate guarantee, etc.

**RESOLVED FURTHER THAT** consent of the members for the related party transactions between the Company and D Ravilal Resource Management Private Limited at arm’s length basis and in Company’s ordinary course of business be and is hereby accorded from this Annual General Meeting to the next Annual General Meeting to held in the financial year 2023-24 on such terms and conditions in the following prescribed manner:

Sr. No.	Name of the Related Party/ Name of Director or KMP who is related	Nature of Services/ Transaction/ Relationship	Transaction value
1	D Ravilal Resource Management Private Limited	1. Work Contracts Service 2. Leasing of Equipment’s	Upto an amount not exceeding 50 Crore

**RESOLVED FURTHER THAT** consent of the members for the related party transactions between the Company and D Ravilal Resource Management Private Limited at arm’s length basis but not in ordinary course of business be and is hereby accorded from this Annual General Meeting to the next Annual General Meeting to held in the financial year 2023-24 on such terms and conditions in the following prescribed manner:

Sr. No.	Name of the Related Party/ Name of Director or KMP who is related	Nature of Services/ Transaction/ Relationship	Transaction value
1	D Ravilal Resource Management Private Limited	Giving and/or availing Corporate Guarantee	Upto an amount not exceeding 250 Crore

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee(s) thereof) be and is hereby authorised on behalf of the Company to do all acts, deeds, things, and matters, including sub-delegation of all, or any of these powers, as may be required or are necessary to give effect to these resolutions or as otherwise considered by the Board of Directors (including any Committee(s) thereof) to be in the best interest of the Company and its members, including any amendments, supplements or modifications to the agreements, deeds, letters, undertakings and any other documents in relation to the above transactions, as applicable or appropriate, to carry out and complete the above contracts/ arrangements/ transactions, and in relation to the above transactions, to sign, execute, amend, deliver and terminate any agreements, memoranda, documents, letters, deeds or instruments as may be required in this regard, as well as amendments or supplements, including to appoint any advisers, valuers, experts or other persons and to do all such acts, deeds, matters and things as it may, in its discretion, deem necessary, proper or desirable for such purpose, and to make any filings, furnish any returns or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt and further to do or cause to be done all such acts, deeds, matters and things and to negotiate, finalize and execute all agreements, documents, papers, instruments and writings as it may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, adjustments, changes, variations, alterations, deletions and/or additions as regards the terms and conditions as may be required, without being required to seek further consent or approval of the members of the Company or otherwise to the end and intent that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** all actions taken by the Board (including any Committee(s) thereof) authorized pursuant to the above resolution in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**By Order and on behalf of the Board of Directors of  
Generic Engineering Construction and Projects Limited  
Sd/-  
Khushboo Agarwal  
Company Secretary  
Mem. No. A55345**

**Place:** Mumbai

**Date:** September 07, 2022

**Registered Office Address:**

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

**Notes:**

1. With Reference to General Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 02/2022 dated May 5, 2022 respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) And pursuant to Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CMD1/ CIR/ P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/ CFD/CMD2/CIR /P/2021/11 dated January 15, 2021 and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (“SEBI Circulars”) and in compliance with the provisions of the Companies Act, 2013 (“Act”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations/SEBI Listing Regulations”), the 28<sup>th</sup> Annual General Meeting (“28<sup>th</sup> AGM/AGM”) of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 28<sup>th</sup> AGM shall be the Registered Office of the Company.
2. The Explanatory statement pursuant to section 102 of the Companies Act, 2013 setting out the material facts concerning the business under Item No. 4 to 10 of the accompanying Notice, is annexed hereto.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, as may be amended, and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the 28<sup>th</sup> AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (‘CDSL’) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting, participation in the AGM through VC/OAVM and the e-voting system on the date of the 37<sup>th</sup> AGM will be provided by CDSL.
4. For convenience of the members and proper conduct of the AGM, Members can login and join the AGM in the VC/OAVM mode at least 15 (fifteen) minutes before the time scheduled of the commencement of the Meeting by following the procedure mentioned below. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include 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 etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to MCA Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 02/2022 dated May 5, 2022 respectively, as the AGM shall be conducted through VC/OAVM, the facility for appointment of proxy by the members to attend and cast vote for the members is not available for this AGM and hence

- the proxy form and attendance slip including Route map are not annexed to the Notice. However, in pursuance of Section 113 of the Companies Act, 2013, the Body Corporate member/ institutional members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate and cast their votes through e-voting. Accordingly, Institutional / Corporate Members are requested to send a scanned copy (PDF/ JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at [geninfo@gecpl.com](mailto:geninfo@gecpl.com)/ [cs@gecpl.com](mailto:cs@gecpl.com)
7. Regulation 36(1)(b) and (c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 prescribes that a listed entity shall send a hard copy of the statement containing salient features of all the documents, as prescribed in Section 136 of the Companies Act, 2013 to the shareholders who have not registered their email addresses and hard copies of full annual reports to those shareholders, who request for the same, respectively. However, in line with the General Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 02/2022 dated May 5, 2022 respectively, issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/ CFD/CMD1/CIR/ P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR /P/2021/11 dated January 15, 2021 and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the Annual Report for the Financial Year 2021-22 and the Notice of AGM are being sent in electronic mode to Members whose names appear on the Register of Members/ List of Beneficial owners as received from National Securities Depository Limited (“NSDL”)/ Central Depository Services (India) Limited (“CDSL”) and whose email address is available with the Company or the Depository Participants or RTA of the Company as on **Friday, September 02, 2022**
  8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.gecpl.com](http://www.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](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com) .
  9. 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 their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company/ RTA.
  10. The Register of Members and the Share Transfer Book of the Company will remain closed from **September 24, 2022 to September 30, 2022 (both days inclusive)** for the purpose of Annual General Meeting.
  11. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of Companies Act, and all other documents referred to in the Annual Report, will be available in electronic mode. Members can inspect the same by sending an email to [cs@gecpl.com](mailto:cs@gecpl.com)

12. Members are requested to notify immediately change of address, if any, to their Depository Participants (DPs) in respect of their electronic share accounts and Satellite Corporate Services Private Limited (RTA), or to the Company at its Registered Office in respect of their physical shares.
13. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
14. Members desiring any information are requested to write to the Company 10 days in advance
15. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual reports, Notices, Circulars, etc. from the Company electronically.
16. Pursuant to the provisions of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations”) and Secretarial Standards issued by the Institute of Company Secretaries of India, a brief note on the background and the functional expertise of the Directors of the Company seeking appointment/ re-appointment along with the details of other Directorships, memberships, chairmanships of Board Committees, shareholding and relationships amongst directors inter-se is set out in the Brief Resume appended to this Notice as “*Annexure A*”
17. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut of date **September 23, 2022**.
18. Any persons, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **September 23, 2022**, may obtain the login ID and password by sending a request at Issuer/ RTA.
19. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
20. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting during the AGM.
21. The Board of Directors in their meeting held on **September 07, 2022** have appointed Mr. Vijay Yadav, Partner of AVS & Associates, Company Secretaries as the Scrutinizer for the voting and remote e-voting process in a fair and transparent manner.
22. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “remote e-voting” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
23. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting

in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forth with.

24. The Result declared along with the report of the scrutinizer shall be placed on the website of the Company [www.gecpl.com](http://www.gecpl.com) and on the website of CDSL the results shall simultaneously be communicated to the Stock Exchange (BSE) and (NSE), Mumbai.
25. The Company has fixed **Friday, September 23, 2022** as the 'Record Date' for the purpose of AGM and payment of dividend to the Members for the financial year ended March 31, 2022, if approved at the AGM. The Register of Members and the Share Transfer Books of the Company will be closed from **Saturday, September 24, 2022** to **Friday, September 30, 2022** (both days inclusive).
26. If the Dividend of Rs 0.05/- per Equity Share, as recommended by the Board of the Directors, is approved at the Annual General Meeting, payment of such dividend subject to deduction of tax at source (TDS) will be made on and from **Thursday, October 06, 2022** as follows:
  - a) To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of the close of business hours on **Friday, September 23, 2022**.
  - b) To all Members in respect of shares held in physical form after giving effect to valid transfer, transmission or transposition requests lodged with the Company as of the close of business hours on **Friday, September 23, 2022**.

Members are requested to provide Bank details to facilitate payment of dividend etc., either in electronic mode or for printing on the payment instruments.

27. Members may note that the Income Tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source (TDS) at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit the following documents in accordance with the provisions of the IT Act. For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows
  - a) Members having valid PAN- 10% or as notified by the Government of India
  - b) Members not having PAN/ valid PAN- 20% or as notified by the Government of India

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during Financial Year 2021-22 does not exceed Rs. 5,000 and also in cases where members provide Form 15G/ 11 Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower/ Nil withholding tax. Registered members may also submit any other document as

prescribed under the IT Act to claim a lower/ Nil withholding tax. PAN is mandatory for members providing Form 15G/ 15H or any other document as mentioned above.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following : Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member Copy of Tax Residency Certificate (TRC) for the FY 2021- 22 obtained from the revenue authorities of the country of tax residence, duly attested by member Self declaration in Form 10F Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty Self-declaration of beneficial ownership by the non-resident shareholder Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member.

In case of Foreign Institutional Investors/ Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess). The aforementioned documents are required to be submitted at [cs@gecpl.com](mailto:cs@gecpl.com) by the shareholders on or before the record date i.e. **Friday, September 23, 2022**.

28. Members who wish to claim dividends, which have remained unclaimed, are requested to contact the Secretarial Department, at the Registered Office of the Company or office of the Registrar and Share Transfer Agent ('RTA') of the Company i.e. M/s Satellite Corporate Services Private Limited, Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account will be transferred to the Investor Education Protection Fund ('IEPF'), as per provisions of Section 124 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force).

#### **VOTING THROUGH ELECTRONIC MEANS:**

29. The facility for voting through electronic voting system shall be made available during the AGM and only those Members, who will be present in the AGM through VC/OAVM facility and have not cast 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 AGM.
30. The on remote e-voting period commences **Monday, September 26, 2022 at 09:00 AM** and ends on **Thursday, September 29, 2022 at 05:00 PM**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, September 23, 2022** may cast their vote by remote e-voting. The remote E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

**INSTRUCTION FOR REMOTE E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER**

**A. The instructions of shareholders for remote e-voting are as under:**

- (i) The voting period begins on **Monday, September 26, 2022** at **09:00 AM** and ends **Thursday, September 29, 2022** at **05:00 PM** (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, September 23, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders' / retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	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 URL for users to login to Easi/ Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress



	<p>as per the information provided by company. On clicking the e-voting 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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IdeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IdeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IdeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IdeAS" "Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for eVoting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to</p>

demat mode) login through their Depository Participants	NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website 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. CDSL and NSDL**

Login type	Helpdesk details
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**B. Login method for e-Voting for shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- Click on “Shareholders” module.
- Now enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the</li> </ul>

	sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (3).</li> </ul>

7. After entering these details appropriately, click on "SUBMIT" tab.
8. Shareholders holding shares in physical form will then directly reach the Company selection screen.
9. **Create Password:**  
 However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
10. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN for the relevant on which you choose to vote
12. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
13. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
14. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
17. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
18. **Facility for Non - Individual Shareholders and Custodians -Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- After receiving the login details a Corporate User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [cs@gecpl.com](mailto:cs@gecpl.com) (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**C. Process for those shareholders whose Email/ Mobile no. are not registered with the Company/ Depositories.**

1. For Physical shareholders- please provide necessary details like 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 Company's email ID [cs@gecpl.com](mailto:cs@gecpl.com) or to RTA's e-mail ID [info@satellitecorporate.com](mailto:info@satellitecorporate.com)
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository

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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**INSTRUCTION FOR SHAREHOLDER FOR ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/ IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the 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 available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**By Order and on behalf of the Board of Directors of  
Generic Engineering Construction and Projects Limited**  
Sd/-  
**Khushboo Agarwal**  
Company Secretary  
Mem. No. A55345

**Place:** Mumbai

**Date:** September 07, 2022

**Registered Office Address:**

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

**Explanatory statement pursuant to section 102 of the Companies Act, 2013 to the accompanying notice****Item No. 4:****Ratification of remuneration of Cost Auditor**

The Board of Directors of the Company has appointed **M/s Ashish Deshmukh & Associates, Cost Accountant, (Firm Registration No. 101507)** to conduct the Cost Audit of the Company for the financial year 2022-23. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. The Remuneration of Rs. 1,00,000/- (Rupees One Lakh Only) plus GST and other applicable taxes, travel and reimbursement of out-of-pocket expenses is payable to M/s Ashish Deshmukh & Associates, Cost Accountant for the audit to be conducted for financial year 2022-23. Accordingly, the members are requested to ratify the remuneration payable to the Cost Auditors for financial year 2022-23.

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

The Board of Directors recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members.

**Item No. 5:****Re-appointment of Mr. Anurag Pathak (DIN - 02627362) as Independent Director of the Company**

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto 5 (five) consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a special resolution by the Shareholder for another term up to five years. The Members of the Company at their 24<sup>th</sup> Annual General Meeting has approved the appointment of Mr. Anurag Pathak as an Independent Director of the Company for the period of 5 years till February 07, 2023. Based on his performance evaluation and recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ('Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), Mr. Anurag Pathak, is eligible for re-appointment as Independent Director and has offered himself for the re-appointment. The Board of Directors recommends the proposal to re-appoint him as Independent Directors for a further term of five years i.e. from February 08, 2023 to February 07, 2028. Mr. Anurag Pathak, is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and had submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and applicable regulation of Listing Regulations. The Board of the Directors of the Company is of the view that, Mr. Anurag Pathak has contributed valuable efforts during his tenure to reach to towards better results of the Company in the form of good corporate governance, better directions and suggestions whenever required. So, considering the expertise and experience, Mr. Anurag Pathak would be of immense benefit to the Company and it is desirable to avail services of Mr. Anurag Pathak. In the opinion of the Board, Mr. Anurag Pathak fulfils the conditions specified under the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the Listing Regulations for re-

appointment as an Independent Director of the Company and he is independent from the management. Further, the Company has received a notice in writing from the candidature himself for the office of Independent Director.

Except Mr. Anuarg Pathak none of the Director, Key Managerial Personnel of the Company and their relatives is in any way concerned or interested, financial or otherwise, in the said resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the Members.

**Item No. 6 and 7:**

**Re-appointment of Mr. Tarak Gor (DIN - 01550237) as Executive Director Designated as Chief Financial officer (CFO) of the Company and Mr. Jayesh Rawal (DIN - 00464313) as Executive Director of the Company**

The Board of Directors of the Company vide resolution passed on **September 07, 2022** and on the basis of recommendation of Nomination and Remuneration Committee and audit Committee, accorded their consent to re-appoint Mr. Tarak Gor as Executive Director designated as Chief Financial Officer of the Company and Mr. Jayesh Rawal as Executive Director subject to further approval of the Shareholders of the Company

The details of terms of appointment and remuneration payable to Mr. Tarak Gor and Mr. Jayesh Rawal are given below:

Particulars	Mr. Tarak Gor	Mr. Jayesh Rawal
<b>Tenure of re-appointment Remuneration</b>	3 years w.e.f. February 11, 2023	3 years w.e.f. August 31, 2023
<b>Salary Inclusive of all allowances and incentives</b>	Upto Rs. 1,20,00,000 (Rupees One Crore Twenty Lakhs Only) per annum including perquisites, benefits, incentives and other allowances. The Director shall be entitled to such increment from time to time as the Board (including Committee(s)) may by its discretion determine	Upto Rs. 1,20,00,000 (Rupees One Crore Twenty Lakhs Only) per annum including perquisites, benefits, incentives and other allowances. The Director shall be entitled to such increment from time to time as the Board (including Committee(s)) may by its discretion determine
<b>Perquisites and allowances in addition to salary</b>	Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule, Perquisites shall be evaluated at actual cost.	Perquisites shall be evaluated as per Income Tax Rule wherever applicable and in the absence of any such rule, Perquisites shall be evaluated at actual cost.
<b>Retirement Benefits</b>	A. Gratuity payable shall be in accordance with the rules of the Companies Act and Gratuity Rule	A. Gratuity payable shall be in accordance with the rules of the Companies Act and Gratuity Rule

	B. Earned leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encashable at the end of the tenure, if any, will not be included in the computation of the ceiling of perquisites	B. Earned leave on full pay and allowances as per the rules of the Company, leave accumulated shall be encashable at the end of the tenure, if any, will not be included in the computation of the ceiling of perquisites
<b>Other Benefits</b>	<p>A. The Director shall be entitled to reimbursement of actual expenses like Vehicle, Guest Entertainment, Travelling Expenses actually and properly incurred during the course of doing legitimate business of the Company.</p> <p>B. The appointee shall be eligible for Housing, Education and Medical Loan and Other Loans or facilities as applicable in accordance with the rules and policy of the Company and in compliance of the law as applicable for the time being in force.</p>	<p>A. The Director shall be entitled to reimbursement of actual expenses like Vehicle, Guest Entertainment, Travelling Expenses actually and properly incurred during the course of doing legitimate business of the Company.</p> <p>B. The appointee shall be eligible for Housing, Education and Medical Loan and Other Loans or facilities as applicable in accordance with the rules and policy of the Company and in compliance of the law as applicable for the time being in force.</p>
<b>Minimum Remuneration</b>	<p>The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.</p> <p>Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities</p>	<p>The aggregate of the remuneration and perquisites as aforesaid, in any financial year, shall not exceed the limit set out under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law.</p> <p>Provided that where in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary and allowances and provide the perquisites and other amenities</p>



	as aforesaid to the Executive Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.	as aforesaid to the Executive Director as and by way of minimum remuneration, subject to the applicable provisions of Schedule V of the Act and the approval of the Central Government, if required, or any other approvals as may be required under law.
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Except Mr. Tarak Gor and his relatives for Item No 6 and Mr. Jayesh Rawal and his relatives for Item No. 7, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financial or otherwise, in the said resolution.

The brief profile of Mr. Tarak Gor and Mr. Jayesh Rawal in terms of the Regulation 36 (3) of the SEBI Listing Regulations, 2015 and the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India along with detailed Statement as per the requirement of the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 have been annexed to this Notice as "*Annexure A*" and "*Annexure B*".

However, in the event of inadequacy of profits, during the tenure of Mr. Tarak Gor and Mr. Jayesh Rawal, the referred remuneration shall be allowed in compliance of the provisions of Schedule V and the same shall in no event exceed the limits approved by way of resolution proposed hereunder.

The Board of Directors recommends the **Special Resolution** set out at Item No. 6 and Item No. 7 of the Notice for approval of the Members.

**Item No. 8:**

**Adoption of new set of Article of Association**

The existing Article of association ("AOA") of the Company required several modification(s), alteration(s), variation(s), due to changes in the law and various provisions of the Companies Act, 2013 and rules made thereunder. Therefore, it is considered prudent that replace wholly the existing AOA of the Company by the new set of AOA.

A copy of the existing and proposed AoA will be available for inspection by the Members of the company electronically and any member seeking to inspect, can send an email to [cs@gecpl.com](mailto:cs@gecpl.com) with subject line "Inspection of Documents".

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

The Board of Directors recommends the **Special Resolution** set out at Item No. 8 of the Notice for approval of the Members.

**Item No. 9:****Alteration in Memorandum of Association**

The existing Memorandum of Association (“MOA”) was framed pursuant to the provisions of the Companies Act, 1956. The Provisions of the Companies Act, 2013 came into effect from April 01, 2014. In view of the requirement, the MOA is proposed to be amended.

The Alteration in MOA required the approval of Shareholders by means of Special Resolution pursuant to Section 13 of the Companies Act, 2013.

The Board in its meeting held on September 07, 2022 has accorded its approval for alteration of MOA.

A copy of the existing and proposed MoA will be available for inspection by the Members of the company electronically and any member seeking to inspect, can send an email to [cs@gecpl.com](mailto:cs@gecpl.com) with subject line “Inspection of Documents”.

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

The Board of Directors recommends the **Special Resolution** set out at Item No. 9 of the Notice for approval of the Members.

**Item No. 10, 11 and 12:****Approval of the material related party transaction with holding and other associate companies:**

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.

Pursuant to Section 188 and any other applicable provisions of the Act read with corresponding Rules framed thereunder, Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) amended from time to time, a transaction with a Related Party considered material and Related Party Transaction Policy of the Company, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds exceeds Rupees 1000 Crores OR 10% of the annual consolidated turnover of the Company as per the last audited financial statements, whichever is lower. Pursuant to the said Regulation, all material related party transactions require approval of the members through an ordinary resolution

**The key details pursuant to clause 3(ii)(a)(iii) of Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 are as below:**

Name of the Related Party	Name of Director or KMP who is related	Nature of Services/ Transactions/ Relationship	Transaction value
D Ravilal Resource Management Private Limited	Mr. Manish Patel	1. Corporate Guarantee 2. Work Contracts 3. Leasing of Equipment's	Upto an amount not exceeding 300 Crore

Heben Chartered Resources Private Limited	Mr. Manish Patel	1. Leasing Equipment's 2. Purchase Equipment's	of of	Upto amount not exceeding 30 Crore
Triveni Lifestyle Developers LLP	Mr. Manish Patel	Work Contracts Service		Upto amount not exceeding 60 Crores
Triveni Uplife Realtors LLP	Mr. Manish Patel	Work Contracts Service		Upto amount not exceeding 60 Crores
Mavani Creations LLP	Mr. Manish Patel	Work Contracts Service		Upto amount not exceeding 30 Crores
Generic Infra Speciality Projects Private Limited	1. Mr. Tarak Gor 2. Mr. Jayesh Rawal	1. Work Contracts Service 2. Royalty		Upto amount not exceeding 600 Crores
TAG Redevelopers LLP	Mr. Manish Patel	Work Contracts Service		Upto amount not exceeding 30 Crores
Natal Engineering Resources LLP	Mr. Manish Patel	Work Contracts Service		Upto amount not exceeding 30 Crores
Trescon Limited	Mr. Manish Patel	Work Contracts Service		Upto amount not exceeding 100 Crores
Integrated Trading Corporation	Mr. Manish Patel	Work Contracts Service		Upto amount not exceeding 10 Crores

Except as mentioned in the explanatory statement and their relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financial or otherwise, in the said resolution.

The Board of Directors recommends the **Ordinary Resolution** set out at Item No. 10, Item No. 11 and Item No. 12 of the Notice for approval of the Members.

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

**Sd/-  
Khushboo Agarwal  
Company Secretary  
Mem. No. A55345**

**Place:** Mumbai

**Date:** September 07, 2022

**Registered Office Address:**

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

## Annexures to the Notice

Annexure A

Details of Directors seeking Appointment/ Re-appointment as required under 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India

Name	Tarak Gor	Jayesh Rawal	Anurag Pathak
DIN	01550237	00464313	02627362
Designation	Executive Director & Chief Financial Officer	Executive Director	Independent Director
Nationality	Indian	Indian	Indian
Age	43 years	48 years	69 years
Qualification	B.com, CA, CS, D.I.S.A	B.com, CA, D.I.S.A	MSC, B-tech and MBA(HRM)
Experience/ Expertise in specific General Functional area	Finance	Finance	Construction and HRM
Terms and conditions of appointment/re-appointment	Re- appointment as the Executive Director designated as Chief Financial Officer of the Company on the remuneration of upto Rs. 1,20,00,000/- per annum (inclusive of salary, perquisites, benefits, incentives and allowances) for a period of 3 years with effect from February 11, 2023 and on such	Re- appointment as the Executive Director of the Company on the remuneration of upto Rs. 1,20,00,000/- per annum (inclusive of salary, perquisites, benefits, incentives and allowances) for a period of 3 years with effect from August 31, 2023 and on such other terms and conditions as specified in the resolution.	As per the resolution at Item No 5 of the Notice convening this Annual General Meeting read with Explanatory Statement thereto, Mr. Anurag Pathak is proposed to be re-appointed as an Independent Director

	other terms and conditions as specified in the resolution.		
<b>Details of Remuneration Sought to be paid</b>	Upto Rs. 1,20,00,000/- per annum	Upto Rs. 1,20,00,000/- per annum	Sitting Fees as payable on the basis of the Board Meeting attended during the period
<b>Last Remuneration Drawn</b>	Rs. 42,00,000/- per annum	Rs. 42,00,000/- per annum	Rs. 30,000/- as sitting fees for the meetings of Board attended
<b>Date of First Appointment on the Board</b>	27/02/2017	11/08/2017	08/02/2018
<b>Shareholding in the Company</b>	1,40,000 Equity Shares of the Company	98,400 Equity Shares of the Company	-
<b>Relationship with other Directors/ Managers and Key Managerial Personnel</b>	Not Related	Not Related	Not Related
<b>No. of Board meetings attended during financial year 2021-22</b>	6	5	3
<b>Other Directorship</b>	Generic Infra Speciality Projects Private Limited	Generic Infra Speciality Projects Private Limited	-
<b>Chairman/ Member of the Committee of the Board of Directors of the other Company</b>	NA	NA	NA
<b>Summary of Performance Evaluation Report</b>			The Board of Directors of the Company has evaluated the performance of Mr. Anurag Pathak on the basis of his attendance at the meetings of Board and Committees, listening views of others, active participation in meetings,

			<p>rendering of independent and unbiased opinions, giving of positive inputs into development of strategy, better governance practices, accounting treatments and safeguarding of confidential information of the Company, Knowledge with the latest developments and applicable laws to the Company etc. Further, the board has done the said evaluation in rating manner such as below expectation, meet expectation and exceed expectation. The performance evaluation of Mr. Anurag Pathak was satisfactory to the Board.</p>
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## The statement containing additional information pursuant to part II of Schedule V of the Companies Act, 2013

<b>I General Information</b>				
1.	<b>Nature of Industry</b>	The Company is engaged in the business of construction of residential, industrial, commercial and Institutional buildings		
2.	<b>Date or expected date of commencement of commercial production</b>	Not Applicable		
3.	<b>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</b>	Not Applicable		
4.	<b>Financial performance based on given Indicators</b>	<b>Particulars</b>	<b>(Amount in Rs. Lakhs)</b>	
			<b>Year ended March 31, 2022</b>	<b>Year ended March 31, 2021</b>
		Total Revenue	26,255.35	13,190.39
		Total Expenses	24,512.95	12,768.20
		Profit before Exceptional & Extraordinary Items and Tax	1,742.40	422.18
		Exceptional Items	0.00	--
		Profit Before Tax	1,742.40	422.18
		Profit After Tax	1,392.22	278.25
	Earnings per equity share	3.31	0.66	
5.	<b>Foreign Investment or Collaborations, if any</b>	Not Applicable		



II Information about the Appointee	Tarak Gor	Jayesh Rawal
<b>Background details</b>	Mr Tarak Gor, is a qualified Chartered Accountant with over 21 years of experience in Banking and Finance matters, debt and equity fund raising, Secretarial, Indirect taxes, etc. He had started as a Finance Consultant and Corporate Strategist with several companies and thereafter joined Generic as Chief Financial Officer and Executive Director since 2017. His strength lies in steering the organization through his strategic thinking and leadership skills, coupled with his sound financial and business acumen that has helped to maintain financial discipline across the projects and Company.	Mr Jayesh Rawal is a Fellow member of the Institute of Chartered Accountants of India having more than 25 years of post-qualification experience in giving highly reliable Consultancy solutions involving Financial Services, Indirect Tax, Direct Tax, Company Law, FEMA / RBI, Economic Zone and Accounting Services. He is certified by ICAI on D.I.S.A (Diploma in Information Systems Audit). He brings in high level of expertise and experience across taxation, audits, management and financial consultancy, designing and reviewing of internal control systems and costing models. His contribution in strategic direction and operational excellence come from his strong business sense and ability to leverage technology.
<b>Past Remuneration</b>	Rs. 42,00,000/- per annum	Rs. 42,00,000/- per annum
<b>Recognition or awards</b>	Not Applicable	Not Applicable
<b>Job profile and his suitability</b>	Mr Tarak Gor is the Executive Director & Chief Financial Officer of the Company. Taking into consideration his expertise, he is best suited for the responsibilities assigned to him by the Board of Directors. Under his guidance, Company has witnessed continuous growth.	Mr Jayesh Rawal is the Executive Director of the Company. Taking into consideration his expertise, he is best suited for the responsibilities assigned to him by the Board of Directors. Under his guidance, Company has witnessed continuous growth.
<b>Remuneration proposed</b>	The terms of remuneration proposed are detailed in Resolution	
<b>Comparative remuneration profile with respect to industry,</b>	For the responsibility shouldered by Mr. Tarak Gor as Executive Director and Chief Financial Officer and Mr. Jayesh Rawal as Executive Director of the Company in driving the Company's growth plans,	

<b>size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)</b>	the remuneration paid to him is commensurate and compares favorably with the Compensations paid to the business heads of liked sized and similarly positioned businesses.	
<b>Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any</b>	Apart from receiving managerial remuneration, Mr. Tarak Gor does not have any other interest in the Company. Also, he holds 1,40,000 Equity Shares in the Company for which he is entitled to various rights including dividend. Apart from common partnership and Directorship with Mr Jayesh Rawal in an LLP and a Company, he is not related to any other managerial personnel.	Apart from receiving managerial remuneration, Mr. Jayesh Rawal does not have any other interest in the Company. Also, he holds 98,400 Equity Shares in the Company for which he is entitled to various rights including dividend. Apart from common partnership and Directorship with Mr. Tarak Gor in an LLP and a Company, he is not related to any other managerial personnel.
<b>III</b>	<b>Other information</b>	
1.	<b>Reasons of loss or inadequate profits</b>	Due to change in governmental regulations, technology, competition, demand or increase in cost of materials and/or labours, we may have inadequate profits, some times in future.
2.	<b>Steps taken or proposed to be taken for improvement</b>	The Company is in process of increasing the capacity to bring economies of scale for its business and will certainly boost the profitability of the Company.
3.	<b>Expected increase in productivity and profits in measurable terms</b>	We as such cannot quantify the increase in profits in coming years.
<b>IV</b>	<b>Disclosure</b>	
1.	Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2021-22	The requisite details of remuneration of Directors are included in the Corporate Governance Report, forming part of the Annual Report of financial year 2021-22 of the Company.