

NOTICE

Notice is hereby given that the 26th Annual General Meeting of **PUROHIT CONSTRUCTION LIMITED** will be held at Aarya Grand Hotel & Resorts (Earlier known as Fun-Point Club), Kargil Petrol Pump Lane, Sarkhej Gandhinagar Highway, Near Gujarat High Court, Sola Road, Behind Kargil Petrol Pump, Ahmedabad 380060 on Wednesday, 13th September, 2017 at 10:00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit and Loss and statement of Cash Flow for the Financial year ended on 31st March, 2017 and the Balance Sheet as on that date along with the Directors' and Auditors' Report thereon.
2. To appoint a Director in place of Shri Kumudchandra I Sheravia (DIN 00756927), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and if thought fit to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION:**

RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, (including any re-enactment or modification thereto), and such other applicable provisions, if any, M/s. Saurabh R Shah & Co, Chartered Accountants (Firm Registration number 127176W), Ahmedabad be and is hereby appointed as Statutory Auditors of the Company in place of M/s. Gattani & Associates, Chartered Accountants, (Firm Registration number 103097W) , Ahmedabad, to hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of the Thirty First Annual General Meeting, subject to ratification of appointment at every Annual General Meeting, at such remuneration as shall be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**
RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013, if any, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Nishitkumar Gohil (holding DIN 01663251), a non-executive Independent Director of the Company, who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a period of five consecutive years, who shall hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of the Thirty First Annual General Meeting, whose period of office shall not be liable to determination by retirement by rotation in accordance with the provisions of the Companies Act, 2013.
5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**
RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013, if any, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Mahendra Sanghani (holding DIN 00755264), a non-executive Independent Director of the Company, who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a period of five consecutive years, who shall hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of the Thirty First Annual General Meeting, whose period of office shall not be liable to determination by retirement by rotation in accordance with the provisions of the Companies Act, 2013.
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**
RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013, if any, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV to the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Smt. Jagrutiben Shah (holding DIN 05323587), a non-executive Independent Director of the Company, who is eligible for re-appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013, be and is hereby re-appointed as an Independent Director of the Company for a period of five consecutive years, who shall hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of the Thirty First Annual General Meeting, whose period of office shall not be liable to determination by retirement by rotation in accordance with the provisions of the Companies Act, 2013.

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:
RESOLVED THAT in supersession of all the earlier resolutions passed at the previous Annual General Meeting of the Company, pursuant to provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and rules notified there under and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded to the Board of Directors to enter into various related party transactions during the year 2017-18, 2018-19 and 2019-20 up to maximum amount as mentioned below:

(Rs. in Lacs)

Name of the related party	Type of transactions	Maximum amount per annum for each F.Y. 2017-18, 2018-19 and 2019-20
Shri Narendra M Purohit	- Civil Construction work and others work - Land Development - Reimbursements of income / expenditure	950.00
Aabhaar Procon LLP	- Civil Construction work and others work - Land Development - Reimbursements of income / expenditure	1000.00
Shree Siddhivinayak Devsthan Trust	- Reimbursements of income / expenditure - Civil Construction work and others work	250.00
NSHB Projects	- Civil Construction work and others work - Land Development - Reimbursements of income / expenditure	1000.00

FURTHER RESOLVED THAT the Board of Directors and / or any Committee thereof be and is hereby authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all acts, deeds, things as may in its absolute discretion deem necessary, proper, desirable and to finalise any documents and writings related thereto.

8. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**:
RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of Central Government or other Government authority, if any, consent of the shareholders of the Company be and is hereby accorded to re-appoint Shri Narendra M Purohit (DIN: 00755195) as Managing Director of the Company for a period of five years including payment of remuneration for the period of three years with effect from 1st April, 2017 and on such terms and conditions as mentioned in Explanatory Statement attached herewith.

RESOLVED FURTHER THAT he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Boards of Directors of the Company be and is hereby authorized to do all such acts, deeds, things and matters as may be required to give effect to this resolution.

BY ORDER OF THE BOARD
FOR, PUROHIT CONSTRUCTION LIMITED

Date : 8th August, 2017

Place : Ahmedabad

REGISTERED OFFICE:

401, Purohit House,
 Opp Sardar Patel Stadium
 Navrangpura, Ahmedabad-380009

Narendra Purohit
 Chairman & Managing Director
 (DIN: 00755195)

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER.
2. A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10% (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10%(ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and same person shall not act as Proxy for any other person or shareholder. The instrument appointing the Proxy, duly completed and signed, must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A Proxy does not have the right to speak at the meeting and can vote only on a poll.

3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business listed in the Notice is annexed hereto and forms part of this Notice.
4. Members seeking clarifications on the Annual Report are requested to send in writing their queries to the Company at least 7 working days before the date of the Meeting. This would enable the Company to compile the information and provide replies in the meeting.
5. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are requested to send the company certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
6. Only registered members of the Company or any proxy appointed by such registered member may attend the Annual General meeting as provided under the provisions of the Companies Act, 2013.
7. The annual accounts, the reports and all other documents required under the law to be annexed thereto and referred in to accompanying notice and explanatory statement are available for inspection during working hours at the Registered Office of the Company on any working day up to the conclusion of this meeting. Members may also note that the notice of annual general meeting will also be available on the website of the Company www.purohitconstruction.com for their download.
8. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the electronic form are, therefore, requested to submit their PAN to their Depository Participant. Members holding shares in physical form shall submit their PAN details to the Company.
9. Copies of the Annual Report for the year 2016-17 along with notice convening the Annual General Meeting are being dispatched by electronic mode to all the members whose email addresses are registered with the Company/DP. For members who have not registered their email addresses, physical copies are being sent by the permitted mode. Members who have not registered their e mail id address with the Company are requested to get their e mail ids registered with the Company.
10. Brief Profile of Directors seeking re-appointment at the Annual General Meeting pursuant to Secretarial Standards and Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the ICSI , are given below:

Name of Director	Date of Birth	Date of Appointment	Expertise & Qualification	Shareholding in the Company	*Details of Directorship held in other Companies as on 31.03.17	#Details of Membership/ Chairmanship of Committee as on 31.03.17
Kumudchandra Sheravia DIN : 00756927	26/11/42	30/06/07	Commerce Graduate, Proficient in strategic and leadership skills	85998 1.95%	NIL	NIL
Narendra Purohit DIN : 00755195	01/05/55	01/04/07	Commerce Graduate, Management, Finance and Strategic business planning.	848700 19.26%	NIL	NIL
Nishitkumar Gohil DIN : 01663251	13/01/80	01/03/03	Commerce & Law Graduate, Strategic business planning.	NIL	NIL	NIL
Mahendra Sanghani DIN : 00755264	13/02/49	30/06/04	Commerce Graduate, Risk Management, Finance and Strategic business planning.	8500 0.19%	NIL	NIL
Jagruti Shah DIN : 05323587	22/02/63	30/08/14	Arts Graduated, Management, and Strategic business planning.	NIL	NIL	NIL

Shri Saumil Purohit, Joint Managing Director of the company is son of Shri Narendra Purohit, Managing Director of the company. Apart from the said Directors no other Directors are in any way inter se related with other Directors or KMPs.

* Excludes the Private Limited Companies, Foreign Companies and Companies regd. under Section 8 of the Companies Act, 2013

under this column, membership/Chairmanship of Audit Committee and Stakeholders Relationship Committee is considered.

11. Members holding shares in electronic form are requested to intimate immediately the change, if any in their registered address to their Depository Participants with whom they are maintaining their de-mat accounts. Members holding shares in physical form are requested to intimate any such change to the Company or its Share Transfer Agent i.e. Bigshare Services Pvt. Ltd., quoting their folio numbers.
12. Members holding shares in demat form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service [NECS], Electronic Clearing Services [ECS] mandates, nominations, power of attorneys, change in address, change of name, email address, contact numbers, etc. if any to their Depository Participant [DP]. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agents to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company or Bigshare Services Pvt. Ltd., Registrar and Transfer Agents of the Company.
13. The Ministry of Corporate Affairs (MCA), New Delhi has taken "Green initiatives in Corporate Governance" by allowing paperless compliance by the Companies and issued a circular clarifying that the service of documents to be made by a Company can be made through electronic mode. To support the green initiative of the Ministry of Corporate Affairs, members who have not yet registered their e-mail id are requested to register the same immediately. Members holding shares in physical form are requested to register their e-mail id by communicating the same to the Company mentioning their Folio number. Members holding shares in electronic form are requested to register their e-mail id are advised to approach their Depository Participants in this regard.
14. In case of joint holders attending the Meeting, only such Joint holders, who are higher in order of names will be entitled to vote.
15. Members who hold shares in electronic form are requested to write their DP ID and Client ID and those who hold shares in physical form are requested to write their Regd. Folio number in the Attendance Slip for attending the Annual General meeting to facilitate identification of membership at the Annual General meeting.
16. Members / proxies are requested to bring the attendance slip sent herewith duly filled in for attending the meeting and members are also requested to bring the copy of Annual Report to the meeting.
17. In compliance with provisions of section 108 of the Act and Rule 20 of The Companies [Management and Administration] Rules, 2014 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility of 'remote e-voting' to exercise their right to vote at the 26th Annual General Meeting (AGM). Necessary arrangements have been made by the Company with Central Depository Services [India] Limited [CDSL] to facilitate remote e-voting. The detailed process, instructions and manner for availing remote e-voting facility is as given under the notes. The Members can cast their vote online from 10.00 A.M on 10th September, 2017 to 5.00 P.M. on 12th September, 2017. (Both days Inclusive).
18. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders / beneficial owners.
19. The Shares of the Company are listed at BSE Limited & Ahmedabad Stock Exchange Limited.
20. A Route Map showing the Directions to reach the venue of the 26th Annual General Meeting is attached along with the notice as per the requirement of Secretarial Standards – 2 on General Meeting.
21. E-voting means:

In compliance with provisions of section 108 of the Act and Rule 20 of The Companies [Management and Administration] Rules, 2014 as amended from time to time together with relevant clauses in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing e-voting facility as an alternative mode of voting which will enable the members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited [CDSL] to facilitate e-voting. The detailed process, instructions and manner for availing e-Voting facility is as below under notes:

- (a) The Board of Directors has appointed Shri Uday G Dave, Partner of M/s. Parikh Dave & Associates, Practicing Company Secretaries, (Membership No. 6545) as the Scrutinizer to scrutinize the e-voting and poll process at the annual General Meeting in a fair and transparent manner.
- (b) The Scrutinizer shall, immediately after the conclusion of voting at the Annual General meeting, would first 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 being in the employment of the Company and make, not later than two days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by him in writing, who shall countersign the same.

- (c) The result will be declared on receipt of Scrutinizer’s Report. The Result declared along with the scrutinizer’s report will be available on the website of the Company www.purohitconstruction.com and on the website of agency (www.evotingindia.com) immediately after the result is declared. The Company shall simultaneously forward the result to BSE Limited (BSE) where the equity shares of the Company are listed, within the prescribed period.
- (d) The facility for voting through poll shall also available to the members at annual general meeting. The members attending the meeting shall be able to exercise the voting rights at the meeting.
- (e) Members can opt for only one mode of voting i.e. either by e-voting or poll paper. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Poll Paper shall be treated as invalid.
- (f) The e-voting period commences on 10th September, 2017 [10:00 a.m.] and ends on 12th September, 2017 [5:00 p.m.]. During this period, Members holding shares either in physical form or demat form, as on 6th September, 2017 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
- (g) The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose names 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 facility of remote e-voting and poll process at the venue of the meeting.
- (h) Any person, who acquires shares of the Company after dispatch of the Notice and holds shares as on cut-off date, may cast vote after following the instructions for remote e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting your vote.
- (i) Shri Nishit Sandhani, Compliance Officer of the Company, shall be responsible for addressing all the grievances in relation to this Annual General Meeting including e-voting. His contact details are,
Email: cs@purohitconstruction.com, Phone No. : (079) - 66620104.
Address: 401, Purohit House, Opp. Sardar Patel Stadium, Navrangpura, Ahmedabad-380009

22. E-Voting facilities:

The shareholders should log on to the e-voting website Website: www.evotingindia.com

- (a) Click on “Shareholders” to cast your vote(s)
- (b) Select the Electronic Voting Sequence Number (EVSN) “COMPANY NAME” i.e. “PUROHIT CONSTRUCTION LIMITED” from the drop down menu and click on “SUBMIT”.
- (c) Now enter your User ID-
 - For account holders in CDSL :- Your 16 digits beneficiary ID
 - For account holders in NSDL :- Your 8 Character DP ID followed by 8 Digits Client ID
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (d) Next Enter the Image Verification as displayed and Click on Login.
- (e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (f) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number is printed on Cover letter. In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If 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 (iv).

after entering these details appropriately, click on “SUBMIT” tab.

- (g) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (h) Click on the EVSN for PUROHIT CONSTRUCTION LIMITED on which you choose to vote.
- (i) 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.
- (j) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (k) 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.
- (l) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (m) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (n) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (o) Note for Non – Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance 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 should be mailed to 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 or shall be email to the scrutinizer on evoting@parikh-dave.com .

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Contact Details

Company	Purohit Construction Limited Email: cs@purohitconstruction.com
Registrar and transfer agent	Bigshare Services Pvt. Ltd Email: bssahd@bigshareonline.com
E-voting Agency	Central Depository Services (India) Limited E-mail ID: helpdesk.evoting@cdslindia.com
Scrutinizer	Parikh Dave & Associates Practising Company Secretary Email id: evoting@parikh-dave.com

Date : 8th August, 2017
Place : Ahmedabad
REGISTERED OFFICE:
401, Purohit House,
Opp Sardar Patel Stadium
Navrangpura, Ahmedabad-380009

BY ORDER OF THE BOARD
FOR, PUROHIT CONSTRUCTION LIMITED

Narendra Purohit
Chairman & Managing Director
(DIN: 00755195)

EXPLANATORY STATEMENT PURSUANT TO THE SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 4**

Shri Nishitkumar Gohil (holding DIN 01663251) is a non-executive Independent Director of the Company, who holds office upto the date of the ensuing Annual General Meeting. He fulfils the requirement of Independent Director as laid down under Section 149 of the Companies Act, 2013 read with the Rules framed thereunder and is eligible for re-appointment as an Independent Director on passing of a Special resolution by the Company. The company has also received a notice in writing from a member along with the requisite deposit of money under Section 160 of the Companies Act, 2013 proposing his candidature as Independent Director of the Company. The Company has received from him a declaration that he meets the criteria of independence as provided under section 149(6) of the Act, in connection with his re-appointment as an independent Director.

Considering his skills, level of expertise and performance evaluation the Board of Directors, on the basis of recommendation by the Nomination and remuneration Committee, has proposed his re-appointment as an Independent Director for a period of five consecutive years, who shall hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of the Thirty First Annual General Meeting.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 the re-appointment of Shri Nishitkumar Gohil as Independent Director is now being placed before the Members for their approval.

All the relevant documents, i.e. appointment letter, the terms and conditions of the appointment of Shri Nishitkumar Gohil as Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company between 10:00 am to 5:00 pm on all working days (Monday to Friday) except Saturdays, Sundays and holidays upto the date of Annual General Meeting.

Your Directors recommends the passing of the proposed Special Resolution.

Except Shri Nishitkumar Gohil, being an appointee, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 5

Shri Mahendra Sanghani (holding DIN 00755264) is a non-executive Independent Director of the Company, who holds office upto the date of the ensuing Annual General Meeting. He fulfils the requirement of Independent Director as laid down under Section 149 of the Companies Act, 2013 read with the Rules framed thereunder and is eligible for re-appointment as an Independent Director on passing of a Special resolution by the Company. The company has also received a notice in writing from a member along with the requisite deposit of money under Section 160 of the Companies Act, 2013 proposing his candidature as Independent Director of the Company. The Company has received from him a declaration that he meets the criteria of independence as provided under section 149(6) of the Act, in connection with his re-appointment as an independent Director.

Considering his skills, level of expertise and performance evaluation the Board of Directors, on the basis of recommendation by the Nomination and remuneration Committee, has proposed his re-appointment as an Independent Director for a period of five consecutive years, who shall hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of the Thirty First Annual General Meeting.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 the re-appointment of Shri Mahendra Sanghani as Independent Director is now being placed before the Members for their approval.

All the relevant documents, i.e. appointment letter, the terms and conditions of the appointment of Shri Mahendra Sanghani as Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company between 10:00 am to 5:00 pm on all working days (Monday to Friday) except Saturdays, Sundays and holidays upto the date of Annual General Meeting.

Your Directors recommends the passing of the proposed Special Resolution.

Except Shri Mahendra Sanghani, being an appointee, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 6

Smt. Jagrutiben Shah (holding DIN 05323587) is a non-executive Independent Director of the Company, who holds office upto the date of the ensuing Annual General Meeting. She fulfils the requirement of Independent Director as laid down under Section 149 of the Companies Act, 2013 read with the Rules framed thereunder and is eligible for re-appointment as an Independent Director on passing of a Special resolution by the Company. The company has also received a notice in writing from a member along with the requisite deposit of money under Section 160 of the Companies Act, 2013 proposing her candidature as Independent Director of the Company. The Company has received from her a declaration that she meets the criteria of independence as provided under section 149(6) of the Act, in connection with her re-appointment as an independent Director.

Considering her skills, level of expertise and performance evaluation the Board of Directors, on the basis of recommendation by the Nomination and remuneration Committee, has proposed her re-appointment as an Independent Director for a period of five consecutive years, who shall hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of the Thirty First Annual General Meeting.

In compliance with the provisions of Section 149 read with Schedule IV of the Companies Act, 2013 the re-appointment of Smt. Jagrutiben Shah as Independent Director is now being placed before the Members for their approval.

All the relevant documents, i.e. appointment letter, the terms and conditions of the appointment of Smt. Jagrutiben Shah as Independent Director of the Company shall be open for inspection by the Members at the Registered Office of the Company between 10:00 am to 5:00 pm on all working days (Monday to Friday) except Saturdays, Sundays and holidays upto the date of Annual General Meeting.

Your Directors recommends the passing of the proposed Special Resolution.

Except Smt. Jagrutiben Shah, being an appointee, none of the other Directors, Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 7

Pursuant to provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and Rules notified there under and under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Company is required to obtain consent of the Members by passing Ordinary resolution, in case if certain transactions with related parties exceeds prescribed amount as specified in Rules.

Disclosures as required under Rule 15 of the Companies (Meetings of Board and its powers) Rules, 2014 are given here below for perusal of members:

1. Name of the related parties with the name of Director or Key Managerial Personnel who is related, if any :
 - a) Shri Narendra M Purohit- Managing Director
 - b) Aabhaar Procon LLP- Shri Narendra M Purohit,
 - c) Shree Siddhivinayak Devasthan Trust- Shri Narendra M Purohit
 - d) NSHB Projects- Shri Narendra M Purohit
2. Nature of relationship:

Name of related parties	Nature of relationship
Shri Narendra M Purohit	Managing Director of the Company.
Aabhaar Procon LLP	A LLP in which the Director of the Company and relative of Director are Designated Partners.
Shree Siddhivinayak Devasthan Trust	A trust in which Director is a trustee.
NSHB Projects	A partnership firm in which Director of the Company and relative of director are partners.

3. Nature, material terms, monetary value and particulars of the contract or arrangement:

Nature of transactions, period of the transactions and monetary value of the transactions are referred in the Resolution. The transactions with the aforesaid related parties are entered into in the ordinary course of business and on arm's length price. However, for abundant caution and as a good corporate practice, your Directors thought it fit to get the approval of members. Except Shri Narendra M Purohit, Managing Director and Shri Saumil N Purohit, Joint Managing Director along with their relatives, None of the others Directors and key managerial personnel and / or their relative are concerned or interested financially or otherwise in proposed resolution.

Interested Shareholders would not be eligible to vote on the resolution set out at item No. 7 of the accompanying notice in term of Section 188 of the Companies Act, 2013 and SEBI Regulation.

Item No. 8

The Board of Directors of the Company at their Meeting, upon recommendation of Nomination and Remuneration Committee of the Board, had re-appointed Shri Narendra Purohit as Managing Director for the term of five years and for payment of remuneration for the period of three years w.e.f. 1st April, 2017 on the revised terms and conditions as mentioned herein below:

1. He shall be entitled to the following Salary and Perquisites:
 - i) Salary: Rs. 1,10,000/- (Rupees One Lakh Ten Thousand only) in the grade of Rs. 1,10,000 – 10,000 – 1,50,000/- per month.
 - ii) In addition to the salary he shall be entitled to the perquisites as listed below, which shall not be included in the computation of ceiling of remuneration specified herein above:
 - a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these singly of together are not taxable under the Income-Tax Act.
 - b) Gratuity payable shall not exceed half a month's salary for each completed year of service.
 - c) Encashment of leave at the end of the tenure.
2. In case the Company has no profits or the profits are inadequate in any financial year during the term of office, the Managing Director shall be entitled to receive the above salary and perquisites as minimum remuneration, however in any case, the total remuneration shall not exceed the limit as specified in Schedule V of the Companies Act, 2013.
3. The Company will reimburse to the Managing Director such expenses as he may incur on behalf of the Company.

4. The Managing Director will be entitled to the earned Privilege Leave on full pay and allowance as per the rules of the Company not exceeding one month leave for every eleven months of service.
5. The Managing Director shall not be liable to retire by rotation.
6. The Managing Director shall not be entitled to receive any sitting fee for attending the meetings of the Board of Directors or committee thereof from the date of this appointment.

Your Directors recommend passing of the resolution as set out number 8 of the accompanying Notice.

None of the Directors of the company except Shri Narendra M Purohit, Managing director being the appointee and Shri Saumil N Purohit, Joint Managing Director being related to him, be deemed to be concerned or interested in the above resolution.

STATEMENT PURSUANT TO CLAUSE (B) OF SECTION II OF PART-II OF SCHEDULE V OF THE COMPANIES ACT, 2013

I GENERAL INFORMATION:

1	Nature of Industry	Construction and trading of construction material		
2	Date or Expected Date of Commencement of Commercial Production	Not applicable as the company has already undertaken commercial activities long back		
3	In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
4	Financial performance based on given indicators.	₹ in Lacs		
		Particulars	2016-17	2015-16
		Total Income	893.60	255.52
		Profit Before Tax and Depreciation (Including Exceptional Item)	33.48	33.21
		Depreciation	24.34	25.86
		Profit Before Tax	9.14	7.35
		Provision for Income Tax	7.35	5.00
		Provision for Deferred Tax	-4.87	-4.80
		Profit After Tax	6.66	7.15
		No. of Equity shares (face value ₹ 10)	44.05	44.05
Earnings per Share (₹)	0.15	0.16		
5	Export performance based on given indicators.	₹ in Lacs		
		Particulars	2016-17	2015-16
		Foreign Exchange Earning	--	--
		Foreign Exchange Outgo	--	--
6	Foreign Investments or Collaboration, if any.	The Company did not have any foreign investments or collaborations.		

II INFORMATION ABOUT THE APPOINTEE:

1 Background Details

Shri Narendra Purohit is a Commerce Graduate and has been associated with the Company for more than 10 years. He is actively involved in accomplishment of the Company's various projects.

2 Past Remuneration

Period	Remuneration Paid
01-04-2015 to 31-03-2016	11.40 Lacs

3 Recognition or awards: NIL

4 Job Profile and his suitability:

Managing Director is required to shoulder the responsibilities of the strategic transactions of the Company and ensuring the smooth functioning of the Company through effective leadership. His in depth knowledge of the construction sector has strengthened the brand of the company in the market. His leadership has enabled the Company to withstand the stiff competition prevailing in the industry. Hence his appointment as Managing Director is in the interest of the Company.

5 Remuneration proposed:

Salary: As mentioned above.

6 Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.

There are no companies of the same size in the industry as such there is no statistics available of comparative remuneration profiles.

7 Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

In addition to remuneration and perquisites withdrawn, Shri Narendra Purohit holds 8,48,700 (19.26%) shares in the Company. He is a Father of Shri Saumil Purohit, Joint Managing Director of the Company.

III OTHER INFORMATION:

1 Reasons of Loss or Inadequate Profits:-

The profits of the Company are in line with the current industrial scenario and are reasonable but the remuneration payable to the Managing Director, considering his valuable contributions and increased responsibilities, as mentioned here above during his tenure exceeds the limits prescribed under Section 197 of the Companies Act, 2013 however are in line with Schedule V of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013.

2 Steps taken or proposed to be taken for improvement:

Not Applicable.

3 Expected increase in productivity and profits in measurable terms:

The Company being engaged in construction sector, the increase in productivity is dependent on the external factors in terms of the main operations of the company, it is hard to project the future operations and profits. However, there is a strong content and dedication of the management of the company to register the growth in terms of increase in operations as well as the profitability of the company on a year to year basis.

Date : 8th August, 2017

Place : Ahmedabad

REGISTERED OFFICE:

401, Purohit House,

Opp Sardar Patel Stadium

Navrangpura, Ahmedabad-380009

BY ORDER OF THE BOARD
FOR, PUROHIT CONSTRUCTION LIMITED

Narendra Purohit
Chairman & Managing Director
(DIN: 00755195)