

NOTICE

Notice is hereby given that the 28th 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 Friday, 27th September, 2019 at 10:00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt financial statements of the Company including Audited Balance Sheet as at 31st March, 2019 and Statement of Profit and Loss and Cash Flow for the year ended on that date together with the Directors' Report and also the Auditors' Report thereon.
2. To appoint a Director in place of Shri Narendra Purohit (DIN 00755195), who retires by rotation and being eligible offers himself for re- appointment.
3. 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(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and pursuant to recommendation made by the Board of Directors at its meeting held on 29th July, 2019 M/s. Parekh Parekh and Associates, Chartered Accountants (Firm Reg. No. 132988W), Ahmedabad be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Saurabh R Shah & Co., Chartered Accountants (Firm Regn. No. 127176W), Ahmedabad.

RESOLVED FURTHER THAT pursuant to the provisions of the section 139, 141, 142 and other applicable provisions of the Companies Act, 2013 and The Companies (Audit & Auditors) Rules 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Parekh Parekh and Associates, Chartered Accountants (Firm Reg. No. 132988W), Ahmedabad be and are hereby appointed as the Statutory Auditors of the Company, for a term of five consecutive years to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the AGM to be held for the financial year ending on 31st March, 2024, on the remuneration as may be decided by Managing Director 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 in accordance with the provisions of Sections 196, 197, Schedule V and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force), read with Articles of Association of the Company and such other approvals as are necessary, consent of the Company be and is hereby accorded for affirming the existing remuneration, as set out in the Explanatory Statement, payable to Shri Narendra M Purohit (DIN: 00755195), Managing Director of the Company for his remaining tenure with effect from 1st April, 2020.

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 consent of the Company be and is hereby accorded to continue the payment of remuneration for his remaining tenure to Shri Narendra M Purohit (DIN: 00755195), Managing Director which is in excess of the limit prescribed under the aforesaid regulation.

RESOLVED FURTHER THAT the Nomination and Remuneration Committee of the Board be and is hereby authorized to revise from time to time during the tenure of the appointment of Shri Narendra M Purohit, the remuneration payable to him subject to overall limits laid down in Section 197, Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) without further approval of the Board and members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.

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.

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 Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 along with the provisions of Section 196, 197, 198 and other applicable provisions of the Companies Act, 2013 (the 'Act') and the Rules made thereunder read with Schedule V of the Act, consent of the Company be and is hereby accorded to continue the payment of remuneration for his remaining tenure to Shri Saumil Purohit, Jt. Managing Director (DIN: 01861110) which is in excess of the limit prescribed under the aforesaid regulation.

PUROHIT CONSTRUCTION LIMITED

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.

REGISTERED OFFICE:

401, Purohit House,
Opp Sardar Patel Stadium
Navrangpura, Ahmedabad-380009
Date : 19th August, 2019
Place : Ahmedabad

**BY ORDER OF THE BOARD
FOR, PUROHIT CONSTRUCTION LIMITED**

Narendra Purohit
Chairman & Managing Director
(DIN: 00755195)

Notes:

- 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.**
- 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.
- The Explanatory Statements 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.
- 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.
- 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.
- 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.
- The annual accounts, the reports and all other documents required under the law to be annexed thereto and referred in to accompanying notice 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.
- 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.
- Copies of the Annual Report for the year 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.
- 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	Share-holding in the Company	*Details of Directorship held in other Companies as on 31.03.19	#Details of Membership/ Chairmanship of Committee as on 31.03.19
Narendra Purohit DIN: 00755195	01/05/1955	01/04/2007	Commerce Graduate, Management, Finance and Strategic business planning.	848700 19.26%	NIL	NIL
Saumil Purohit DIN: 01861110	21/09/1983	01/01/2014	Commerce Graduate, Management, Finance and Strategic business planning.	445910 10.12%	NIL	NIL

Shri Saumil Purohit, Joint Managing Director of the company is son of Shri Narendra Purohit, Managing Director of the company.

* 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. Pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018-49 dated 30th November, 2018, all shareholders holding equity shares in physical form are informed that requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 1st April, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company promptly.
14. 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.
15. In case of joint holders attending the Meeting, only such Joint holders, who are higher in order of names will be entitled to vote.
16. 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.
17. 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.
18. 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 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 24th September, 2019 to 5.00 P.M. on 26th September, 2019. (Both days Inclusive).
19. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders / beneficial owners.
20. The Shares of the Company are listed at BSE Limited & Ahmedabad Stock Exchange Limited.
21. A Route Map showing the Directions to reach the venue of the 28th Annual General Meeting is attached along with the notice as per the requirement of Secretarial Standards – 2 on General Meeting.

22. 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 three 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 24th September, 2019 [10:00 a.m.] and ends on 26th September, 2019 [5:00 p.m.]. During this period, Members holding shares either in physical form or demat form, as on 20th September, 2019 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

23. 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. <p>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.</p>
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@parikhdave.com.

PUROHIT CONSTRUCTION LIMITED

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@parikhdave.com

REGISTERED OFFICE:

401, Purohit House,
Opp Sardar Patel Stadium
Navrangpura, Ahmedabad-380009
Date : 19th August, 2019
Place : Ahmedabad

BY ORDER OF THE BOARD FOR, PUROHIT CONSTRUCTION LIMITED

Narendra Purohit
Chairman & Managing Director
(DIN: 00755195)

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement pursuant to Section 102 of the Companies Act, 2013, sets out all material facts relating to the ordinary/special businesses mentioned in the accompanying Notice.

ITEM NO. 3

M/s. Saurabh R Shah & Co., Chartered Accountants (Firm Regn. No. 127176W), Ahmedabad were appointed as Statutory Auditors of the Company by the Members at the 26th Annual General Meeting (AGM) of the Company held on 13th September, 2017, until the conclusion of Annual General Meeting to be held for the financial year ending on 31st March, 2022. The auditors have tendered their resignation with effect from 29th July, 2019 as they have discontinued undertaking the assignments of statutory audit for IND-AS complied financial statements.

The Board of Directors has approved the recommendation of the Audit Committee for appointment of M/s. Parekh Parekh and Associates, Chartered Accountants (Firm Reg. No. 132988W), Ahmedabad as the Statutory Auditors of the Company till the conclusion of this Annual General Meeting and further for the term of Five years from the conclusion of this Annual General Meeting (AGM) until the conclusion of AGM to be held for the financial year ending on 31st March, 2024.

As per the provisions of Companies Act, 2013 read with rules made thereunder a causal vacancy caused due to resignation of Statutory Auditor needs to be approved by the members in a general meeting within three months. Accordingly, the Board of Directors have recommended the appointment M/s. Parekh Parekh and Associates, Chartered Accountants as the Statutory Auditors of the Company to the members of the company for their approval at the Annual General Meeting.

M/s. Parekh Parekh and Associates, Chartered Accountants, have confirmed that their appointment, if made, would be within the limits specified under Section 141 of the Companies Act, 2013 and that they are not disqualified from being appointed as Statutory Auditors of the Company in terms of the applicable provisions of the Act and the Companies (Audit and Auditors) Rules, 2014.

There is no change in the proposed fees payable to M/s. Parekh Parekh and Associates, Chartered Accountants, the new Statutory Auditors, from the fees paid to the outgoing Auditor. The details of fees payable to statutory Auditors are as under:

Payment to Auditors

Particulars	Amount in Rs.
Audit Fees	75,000/-

Brief Profile of Statutory Auditors:

FIRM PROFILE

1	NAME OF THE FIRM	PAREKH PAREKH & ASSOCIATES CHARTERED ACCOUNTANTS
2	DATE OF ESTABLISHMENT	23/12/2011
3	CONSTITUTION	PARTNERSHIP FIRM
4	NAME OF THE PARTNERS	CA SUNNY PANKAJKUMAR PAREKH CA KRINA SUNNY PAREKH
5	MEMBERSHIP NO OF ICAI	SUNNY P. PAREKH – 131188 KRINA S. PAREKH – 136757
6	FIRM REGISTRATION NO OF ICAI	132988W
7	DATE OF ENROLMENT AS MEMBER OF ICAI	SUNNY P. PAREKH – 05/01/2009 KRINA S. PAREKH – 28/07/2010
8	PAN CARD OF FIRM	AANFP3583G
9	HEAD OFFICE OF FIRM	9 CHETNA SOCIETY, NEAR SARDAR SOCIETY, SURENDRANAGAR – 363001. (GUJARAT)
10	BRANCH OFFICE OF FIRM	201 ABHIJYOT, NEAR AVANTI BUNGALOWS, BILLESHWAR MAHADEV ROAD, SATELLITE, AHMEDABAD – 380015. (GUJARAT)

11 ABOUT US:

The Firm is started by Sunny Parekh and Krina Parekh with the aim of providing value added professional services in various fields of Bank Audit, Taxation, Project Finance, Service Tax, Statutory audit, Internal audit. We believe in upholding the highest standards of business ethics with timely services of our clients with value addition and good quality. The firm is working with the aim to achieve growth in Chartered Accountancy field and to strive the best for their client.

12 KEY PERONS

SUNNY P. PAREKH ACA, B.COM	Partner of the firm, born on 6 th July 1985. He did graduation from Gujarat University in April 2005 and cleared CA final in November 2007. He has done articleship from Mumbai and done Industrial training for last 9 months in Shilp Gravures Limited, Gandhinagar. Holding Certificate of practice since 22/07/2011
KRINA S. PAREKH ACA, M.COM	Partner of the firm, born on 13 th August 1985. She did graduation from M. S. University, Vadodara in April 2005 and cleared CA final in May 2010. She has done articleship from Mumbai and Baroda. She has also done M.Com from M. S. University, Vadodara completed in April 2007. Holding Certificate of Practice since 19/12/2011

13 SERVICES OFFERED

Income Tax	Preparation and filing of Income Tax returns of Individuals, Firms, Pvt Ltd companies, Trust etc. Handling of Scrutiny matters of Income Tax.
Project Finance	Preparation of CMA data for availment of term loan, working capital and any other business loans. Also preparing necessary business profile of clients, preparation of project report, negotiating with bank for better terms and reduction in cost of interest.
Tax Audit	Preparing 3CA, 3CB, 3CD report with various annexures of individuals, Firms and Companies.
ROC	Filing of Annual return, New company incorporation, various form of Annual filing and other forms of ROC.
Service Tax	New Registration, filing of returns, Notices etc.
GST	Preparation of GST returns, timely payment of GST, GST audit, and other matters of Scrutiny and Annual return.
Accounting	Overall review of accounts work on random basis and strongly manage the accounts for compliance and better performance of accountancy work.

The Board of Directors recommends the passing of the Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 3 of this Notice.

ITEM NO. 4

The members of the Company at the 26th Annual General Meeting held on 13th September, 2017 have appointed Shri Narendra Purohit as Managing Director for the term of five years and approved payment of remuneration for the term of three years from 1st April, 2017. In view of same, the approval of the members is hereby sought to continue/ affirming payment of remuneration for his remaining tenure of appointment i.e. till 31st March, 2022. Pursuant to provision of Regulation 17(6) (e) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, applicable from April 1, 2019, the Company shall be required to take approval of members by way of special resolution for payment of remuneration to Executive Directors who are Promoters or members of the Promoter Group in excess of the threshold limit prescribed under the said regulation.

The Board of Directors of the Company at their Meeting, upon recommendation of Nomination and Remuneration Committee of the Board, had recommended payment of remuneration for the period of three years w.e.f. 1st April, 2020 on the revised terms and conditions as mentioned herein below:

1. He shall be entitled to the following Salary and Perquisites:
 - i) Salary: Rs. 1,30,000/- (Rupees One Lakh Thirty Thousand only) in the grade of Rs. 1,30,000 – 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 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.

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

PUROHIT CONSTRUCTION LIMITED

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 Thousands		
		Particulars	2018-19	2017-18
		Total Income	33192	169685
		Profit Before Tax and Depreciation (Including Exceptional Item)	2400	3606
		Depreciation	1826	2629
		Profit Before Tax	574	977
		Provision for Income Tax	440	836
		Provision for Deferred Tax	(245)	(482)
		Profit After Tax	379	623
		Equity Capital (face value ₹ 10)	44056.00	44056.00
Earnings per Share (₹)	0.09	0.14		
5	Export performance based on given indicators.	₹ in Lacs		
		Particulars	2018-19	2017-18
		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 12 years. He is actively involved in accomplishment of the Company's various projects.

2 Past Remuneration: Rs. 14.40 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 indepth 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.

5 Remuneration proposed:

As per details given 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.

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.

Item No. 5

Pursuant to provision of Regulation 17(6) (e) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, applicable from April 1, 2019, the Company shall be required to take approval of members by way of special resolution for payment of remuneration to Executive Directors who are Promoters or members of the Promoter Group in excess of the threshold limit prescribed under the said regulation.

The appointment and terms of payment of remuneration to Shri Saumil Purohit, Jt. Managing Director (DIN: 01861110) has already been approved by the members by way of Special resolution in the Annual General Meetings held on 29th September, 2014 for the term of five years from 1st January, 2015 which is in excess of the limits prescribed under the provision of 17(6) (e) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018.

In order to comply with the requirement of Listing Regulations and on recommendation of Board of Directors, approval of Members by way of Special Resolution is sought to continue paying him remuneration for his remaining tenure notwithstanding that the same shall exceed the limits prescribed under said regulation.

The Board recommends passing of the proposed special resolution.

None of the Directors or Key Managerial Personnel of the company except Shri Saumil N Purohit, Joint Managing Director and Shri Narendra M Purohit, Managing Director, being relative be deemed to be concerned or interested in the above resolution.

REGISTERED OFFICE:

401, Purohit House,
Opp Sardar Patel Stadium
Navrangpura, Ahmedabad-380009
Date : 19th August, 2019
Place : Ahmedabad

BY ORDER OF THE BOARD

FOR, PUROHIT CONSTRUCTION LIMITED

Narendra Purohit
Chairman & Managing Director
(DIN: 00755195)

AGM VENUE ROUTE MAP



PUROHIT CONSTRUCTION LIMITED

PUROHIT CONSTRUCTION LIMITED

CIN No. L45200GJ1991PLC015878

Regd. Office: 401, PUROHIT House, Opp. S.P Stadium, Navrangpura, Ahmedabad 380 009.

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

I/We hereby record my/our presence at the 28th Annual General Meeting of the Company held on Friday, 27th September, 2019 at 10.00 a.m. at Aarya Grand Hotel & Resorts (Earlier know as Fun Point Club), Sarkhej – Gandhinagar Highway, Ahmedabad-380 060.

Name and Registered Address of the Sole / First Named Member	:	
DP ID-Client ID	:	
No. of shares held	:	
Full name of the Member/Proxy	:	
Member's/Proxy's Signature	:	

_____ Signature

Full Name of Shareholder (In block letters)

_____ Signature

Full Name of Proxy (In block letters)

PUROHIT CONSTRUCTION LIMITED

CIN No. L45200GJ1991PLC015878

Regd. Office: 401, PUROHIT House, Opp. S.P Stadium, Navrangpura, Ahmedabad 380 009.

PROXY FORM

Form MGT - 11

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

Name of the Member(s) : _____

Registered address : _____

E-mail Id : _____

Folio No. / Client ID No. : _____ DP ID No. _____

I / We, being the member(s) of _____ Shares of Purohit Construction Limited, hereby appoint

1. Name : _____ E-mail Id : _____

Address : _____

_____ Signature : _____ or failing him

2. Name : _____ E-mail Id : _____

Address : _____

_____ Signature : _____ or failing him

3. Name : _____ E-mail Id : _____

Address : _____

_____ Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Eight Annual General Meeting of the Company to be held on Friday, 27th September, 2019 at 10.00 a.m. at Aarya Grand Hotel & Resorts (Earlier know as Fun Point Club), Sarkhej – Gandhinagar Highway, Ahmedabad-380 060 and at any adjournment thereof in respect of such resolutions as are indicated below:

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

Resolution No.	Particulars of Resolution	Optional	
		For	Against
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, 2019 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 Narendra Purohit (DIN 00755195), who retires by rotation and being eligible offers himself for re-appointment.		
3.	Appointment of M/s. Parekh Parekh and Associates, Chartered Accountants as Statutory Auditors and fixation of their remuneration.		
SPECIAL BUSINESS			
4.	To approve re-appointment of Mr.Narendra Purohit as Managing Director and payment of remuneration payable to him.(Special Resolution)		
5.	To approve remuneration of Mr. Saumil Purohit as Managing Director. (Special Resolution)		

Signed this day of 2019

Signature of shareholder.....

Signature of Proxyholder(s).....

Affix Revenue Stamp

NOTES:

1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at 401, Purohit House, Opp. Sardar Patel Stadium, Navrangpura, Ahmedabad -380009 not less than 48 hours before the commencement of the Meeting.
2. Those Members who have multiple folios with different jointholders may use copies of this Attendance slip/Proxy.
3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
4. **It is optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he / she thinks appropriate.
5. Appointing the proxy does not prevent a shareholder from attending the meeting in person if he so wishes.
6. Please complete all details including details of member (s) in the above box before submission.