

## **NOTICE**

**NOTICE** is hereby given that the 34th Annual General Meeting of **PUROHIT CONSTRUCTION LIMITED** will be held on Wednesday, September, 24, 2025 at 11:30 a.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business and the venue of the meeting shall be deemed to be the registered office of the Company:

### **ORDINARY BUSINESSES:**

1. To receive, consider and adopt the financial statements of the Company including Audited Balance Sheet as at 31st March, 2025 and Statement of Profit and Loss and Cash Flow statement for the year ended on that date together with the Directors' Report and the Auditors' Report thereon.
2. To appoint a director in place of Shri. Saumil Narendrabhai Purohit (DIN: 01861110), who retires by rotation and being eligible offers himself for re- appointment as a Director.
3. **To appoint Statutory Auditors and fix their remuneration.**

**RESOLVED THAT** pursuant to the provisions of the section 139(8) of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules 2014, (including any statutory modification(s) or reenactment thereof for the time being in force), appointment of M/s. B N P S and Associates LLP, Chartered Accountants (Firm Registration Number : 008127S/S200013), Ahmedabad, who were appointed by the Board of directors as the Statutory Auditors of the Company w.e.f. 14th August, 2025 till the conclusion of this Annual General Meeting of the Company, to fill the casual vacancy caused by the resignation of M/s. Naresh J Patel & Co., Chartered Accountants (Firm Registration No. 123227W), Ahmedabad the Statutory auditors of the Company be and is hereby approved at such remuneration as may be decided by Managing Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of 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) and pursuant to the recommendation made by the Audit Committee of the Board, M/s. B N P S and Associates LLP, Chartered Accountants (Firm Registration Number : 008127S/S200013), 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) to the conclusion of the AGM to be held for the financial year ending on 31st March, 2030 at such remuneration and out of pocket expenses, as may be decided by Managing Director of the Company.

### **SPECIAL BUSINESSES:**

4. **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 196, 197, 203 and any other applicable provisions, if any, 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 approval of members of the Company be and is hereby granted for reappointment of Shri Saumil Purohit (DIN: 01861110) as a Joint Managing Director (Key Managerial Personnel) for a period of three years with effect from 1st January, 2026 liable to retire by rotation without any remuneration on the terms and conditions as set out in the explanatory statement.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) or the Chief Executive Officer or the Chief Financial Officer or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby severally authorized to issue and deliver certified copy of the above resolution to any person as they may deem fit.

**5. Appointment of Ms. Dhvani Jaspalsinh Solanki (DIN: 10299290) as an Independent Director of the company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**.

**RESOLVED THAT** Ms. Dhvani Jaspalsinh Solanki (DIN: 10299290), who was appointed as an Additional Director of the Company with effect from June 26, 2025, by the Board of Directors, based on recommendation of the Nomination and Remuneration Committee, and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, who is eligible for appointment and consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, 25 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, the appointment of Ms. Dhvani Jaspalsinh Solanki, who had submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years, i.e., from June 26, 2025, to June 25, 2030 (both days inclusive), be and is hereby approved.

**6. Approval of Related Party Transactions.**

To consider and if though fit to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended till date, read with Section 188 of the Companies Act, 2013 ('the Act'), the rules made thereunder (including any other applicable provision(s) or statutory modification(s) or re-enactment thereof for the time being in force) and company's 'Policy on Related Party Transactions' and as per the recommendation / approval of the Audit Committee and the Board of Directors of the Company and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, approval of the Members be and is hereby accorded to the Company for entering into and/or continuing with transactions / contracts / arrangements / agreements with the Related Party as mentioned in the explanatory statement for a period of three years commencing from financial year 2025-26 to financial year 2027-28 which are in ordinary course of business and on arm's length basis provided that the aggregate amount/value of such arrangements/transactions/contracts that may be entered into by the Company with the Related Party for the amount remaining outstanding at any one point in time shall not exceed the limits during any one financial year as enumerated in the explanatory statement.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard and deal with any matters, take necessary steps, as the Board may in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and

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**PUROHIT CONSTRUCTION LIMITED**

intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised, to delegate all or any of the powers herein conferred, to any Director(s) or Chief Financial Officer, Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.

**Date : 14.08.2025**  
**Place : Ahmedabad**

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

**REGISTERED OFFICE:**  
401, Purohit House,  
Opp. Sardar Patel Stadium,  
Navrangpura, Ahmedabad-380009.

**Narendra Purohit**  
**Chairman & Managing Director**  
**(DIN: 00755195)**

**Notes:**

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 20/2020 dated 5th May 2020 and 9/2024 dated 19th September, 2024, and other circulars issued in this respect ("MCA Circulars") has allowed, inter alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility on or before 30th September, 2025 in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI Circulars HO/CFD/ CFD-PoD-2/ P/CIR/2023/167 dated 7th October, 2023 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the SEBI (LODR) Regulations, 2015 ("Listing Regulations"). Accordingly, in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (LODR) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM, without the physical presence of the members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company. The facility of casting votes by a member using remote e-voting system as well as venue e-voting on the date of the AGM will be provided by NSDL.
2. In compliance with the MCA Circulars and SEBI Circulars Notice of the AGM along with the Annual Report for the financial year 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. The Annual Report for the financial year 2024-25 together with the Notice of convening this AGM is available on the website of the Company at [www.purohitconstruction.com](http://www.purohitconstruction.com); Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).  
  
Members who have not registered their email address are requested to get their email address registered with their DP in case the shares are held in electronic mode and with Company's Registrar and Share Transfer Agent in case shares are held in Physical Form. This may be treated as an advance opportunity in terms of proviso to Rule 18(3)(i) of the Companies (Management and Administration) Rules, 2014.
3. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorization shall be sent to the Scrutinizer by email through its registered email address to [evoting@parikhdave.com](mailto:evoting@parikhdave.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). Members are requested to intimate changes, if any, pertaining to their Name, Postal Address, Email Address, Telephone / Mobile Numbers, Permanent Account Number (PAN), Mandates, Nominations, Power of Attorney, Bank details such as Name of the Bank and Branch details, Bank Account Number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Share Transfer Agent of the Company in case the shares are held by them in physical form.
5. As the AGM is to be convened through VC/OAVM the requirement of attaching the route map for the venue of meeting does not arise.
6. Statement pursuant to provisions of Section 102 of the Companies Act, 2013 and SEBI Listing Regulations, in respect of special business in the annual general meeting is annexed herewith and forms integral part of the Notice.
7. SEBI Master circular no. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/ 70 dated 17th May, 2023 and other circulars issued on time to time, provides simplified norms for processing investor's service request, the shareholders holding shares in Physical mode are mandatorily require to record their PAN, Address with PIN code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination with the Company/Registrar & Share Transfer Agent (RTA) of the Company. Shareholders are also requested to make sure that their PAN is successfully linked with Aadhaar Card. Original cancelled cheque leaf bearing the name of the first holder failing which first

security holder is required to submit copy of bank passbook / statement attested by the bank which is mandatory for registering the new bank details at the earliest to Share Transfer Agent.

Shareholders (holding securities in physical form), whose folio(s) are not updated with the KYC details (any of the details viz., PAN, Contact Details, Mobile Number and Bank Account Details and signature, if any) shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only upon furnishing of above-mentioned details. The payment shall be made through electronic mode only with effect from April 01, 2024.

The relevant formats for Change/ Updation of KYC Details like, Mobile Number, Email ID, Bank Details, Signature and Registration of Nomination or Opting Out of Nomination are in Form ISR-1, ISR-2, ISR-3, SH-13, SH-14. All these form and SEBI circulars are available on Company website as well as the website of Share Transfer Agent. Nomination facility is available for the Members as per Section 72 of the Act. Members of the Company have an option to nominate any person as their nominee to whom their shares shall vest in the unfortunate event of their death. It is advisable to avail this facility, especially by the Members who currently hold shares in their single name. Nomination can avoid the process of acquiring any right in shares through transmission of shares by law. In case of nomination for the shares held by the joint holders, such nomination will be effective only on death of all the holders. In case the shares are held in dematerialised form, the nomination form needs to be forwarded to Depository Participant (DP).

8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL on all resolution set forth in this Notice.
9. SEBI vide circular nos. SEBI/HO/OIAE/OIAE\_IAD- 1/P/CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023 and December 20, 2023 read with master circular no. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated August 11, 2023, had issued guidelines towards an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievance with the Company/its Registrar and Share Transfer Agent directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through our website. Members can access the SEBI Circulars on the website of SEBI at <https://www.sebi.gov.in/> and the same are also available on the website of the Company at <https://www.purohitconstruction.com/>
10. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 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.
11. In light of the above MCA Circulars, the shareholders who have not submitted their email addresses and in consequence to whom the Notice of AGM along with Annual Report could not be serviced, may temporarily get their e-mail addresses registered with the Company's Registrar and Share Transfer Agent or with the Company by sending an e-mail at [cs@purohitconstruction.com](mailto:cs@purohitconstruction.com). Post successful registration of the e-mail address, the shareholder would get soft copy of Notice of AGM along with Annual Report with user-id and the password to enable e-voting for AGM. In case of any queries, shareholder may write to the Company at [cs@purohitconstruction.com](mailto:cs@purohitconstruction.com) to Registrar and Transfer Agent. Only those Shareholders whose name is recorded in the Register of Members or

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in the Register of Beneficial Owners maintained by the Depositories as on cut-off date shall be entitled to avail the facility of remote e-voting or voting at the Annual General Meeting.

12. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
13. Members who would like to express their views or ask questions during the AGM may register themselves at [cs@purohitconstructions.com](mailto:cs@purohitconstructions.com). The Speaker Registration will be open till Wednesday September 17, 2025. Only those Members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
14. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 17, 2025 through email on [cs@purohitconstruction.com](mailto:cs@purohitconstruction.com). The same will be replied by the Company suitably. All the documents, if any, referred to in this notice are available for inspection of the members at the Registered Office of the Company on any working day except Saturday, between 10:00 a.m. to 1:00 p.m. up to the conclusion of this meeting.
15. Brief Profile of Directors seeking appointment / re-appointment at the Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the ICSI, are given below:

Name of Director	Saumil Narendrabhai Purohit	Ms. Dhvani Jaspalsinh Solanki
DIN	01861110	10299290
Date of Birth	21/09/1983	18/03/1982
Date of Appointment	01/01/2010	26/06/2025
Qualification, Experience and Expertise	Commerce Graduate Finance and Strategic business planning.	Qualified Company Secretary more than 10 years' experience working in Private and Public listed company
Terms and conditions of appointment / re-appointment	Liable to retire by rotation As per Explanatory Statement annexed to this notice	As per Explanatory Statement annexed to this notice
Shareholding in the Company as on 31st March, 2025	4,45,910 (10.12%)	Nil
Disclosure of relationship between Directors inter-se	Son of Narendra Purohit, Managing Director	None of the existing Directors are related to Ms. Dhvani Jaspalsinh Solanki
Promoter / Non-Promoter	Promoter	Non-Promoter
No. of Board meetings attended in the F.Y.: 2024-25	4/4	N.A.
*Details of Directorship held in other Companies as on 31/03/2025	NIL	2
#Details of Membership / Chairmanship of Committee as on 31/03/2025	NIL	2
Listed entities from which the person has resigned in the past 3 years	NIL	1

\*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 only is considered.



## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on Sunday, September 21, 2025 at 10:00 a.m. (IST) and ends on Tuesday, September 23, 2025 at 5:00 p.m. (IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday, September 17, 2025 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled upon expiry of the aforesaid period.

As per the SEBI circular dated 9th December, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various e-voting service providers (ESP) portals directly from their demat accounts.

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

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1:** Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

**Step 2:** Cast your vote electronically on NSDL e-Voting system.

**Details on Step 1 is mentioned below:**

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

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

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on **www.evoting.nsdl.com**.
  - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on **www.evoting.nsdl.com**.
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at **evoting@nsdl.co.in** mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

- 1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles and General Meeting is in active status.
- 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- 3. Select "EVEN" of company for which you wish to cast your vote.
- 4. Now you are ready for e-Voting as the Voting page opens.
- 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
- 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.



**General Guidelines for shareholders**

1. Institutional shareholders / Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **evoting@parikhdave.com** with a copy marked to **evoting@nsdl.co.in**. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-voting" tab in their login
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 022 4886 7000 and 022 2499 7000 or send a request at **evoting@nsdl.co.in**

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **cs@purohitconstruction.com**
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **cs@purohitconstruction.com**
3. Alternatively, shareholders may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. 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' read with SEBI Master Circular No. SEBI/HO/CFD/ PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members / shareholders, who will be 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will

be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views / have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at **cs@purohitconstruction.com** The same will be replied by the company suitably.
6. Any person who acquire shares and become Member of the Company after the date of dispatch of this Notice and holding shares as on the cut-off date, may obtain the login ID and password by following the instructions as mentioned in the Notice or sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com).
7. The Board of Directors appointed Shri Uday Dave failing him Shri Umesh Parikh, Partner of Parikh Dave & Associates, Practicing Company Secretaries, Ahmedabad as the Scrutinizer to scrutinize the remote e-voting process and voting process at AGM in a fair and transparent manner.
8. The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company: [www.purohitconstruction.com](http://www.purohitconstruction.com) and on the website of [www.evotingindia.com](http://www.evotingindia.com). The result will simultaneously be communicated to the Stock Exchange.
9. 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.
10. 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.
11. 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.
12. Mr. Nishitkumar Sandhani, Company Secretary & 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@purohitconstructions.com**.

**Other Information:**

13. Non-Resident Indian members are requested to inform the Company (if shareholding is in physical mode) / respective DPs (if shareholding is in demat mode), immediately of change in their residential status on return to India for permanent settlement.
14. Members may please note that the Listing Regulations mandate transfer, transmission and transposition of securities of listed companies held in physical form only in demat mode. Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz., issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, members are requested to make service requests for issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate etc., by submitting a duly filled and signed Form ISR-4 along with requisite supporting documents to Purva Shareregistry as per the requirement of the aforesaid circular.
15. The aforesaid forms can be downloaded from the Company's website at **[www.purohitconstruction.com](http://www.purohitconstruction.com)** and is also available on the website of NSDL at **[www.evoting.nsdl.com](http://www.evoting.nsdl.com)**.

**EXPLANATORY STATEMENT**

**(PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013)**

**ITEM NO. 3:**

M/s. Naresh J Patel & Co., Chartered Accountants (Firm Reg. No. 123227W), Ahmedabad were appointed as Statutory Auditors of the Company at 31st Annual General Meeting ('AGM') held on 12th August, 2022, until the conclusion of AGM to be held for the financial year ending on 31st March, 2027. The auditors have tendered their resignation with effect from 14th July 2025 due to merger of firm with B N P S and Associates LLP.

To fill this casual vacancy, based on the recommendations of Audit Committee, Board of Directors of the Company at their Meeting held on 14th August, 2025, approved appointment of M/s. B N P S and Associates LLP, Chartered Accountants (Firm Reg. No. 008127S/S200013), 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, 2030 at an annual remuneration of Rs. 83000 (Rupees Eighty Three Thousand only) for the financial year ending 31st March, 2026 plus out of pocket expenses and applicable taxes, if any, which is subject to approval of shareholders in Annual General Meeting. The remuneration of the subsequent years of their tenure shall be finalised / determined based on the recommendations of the Audit Committee considering their scope of work and other relevant facts and as will be mutually decided. There is no material change in the fee payable to the incoming auditor from that paid to the outgoing auditor.

Considering wide experience and expertise of M/s. B N P S and Associates LLP, Chartered Accountants their appointment is proposed by the Board. M/s. B N P S and Associates LLP, Chartered Accountants have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have further confirmed that they are not disqualified to be appointed as statutory auditors in terms of the provisions of the proviso to Section 139(1) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. The firm also holds valid 'Peer Review' certificate as issued by 'ICAI'.

As per the provisions of Companies Act, 2013 read with rules made thereunder a casual 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 recommends the resolution set at Item No. 3 of the Notice for the approval of the members by way of an Ordinary Resolution.

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

**ITEM NO. 4:**

The term of Shri Saumil Purohit as a Joint Managing Director will expire on 31st December, 2025. Considering his experience, knowledge and skills the Board of Directors at their meeting held on 14.08.2025 upon recommendation of Nomination and Remuneration Committee, has re-appointed him as a Joint Managing Director (Key Managerial Personnel) for further period of three years with effect from 1st January, 2026.

Shri Saumil Purohit is a Commerce Graduate and has been associated with the Company for more than 15 years. He is actively involved in accomplishment of the Company's various projects. He has contributed immensely in the growth of the Company.

Pursuant to the provision of section 196, 197 read with Schedule V of the Companies Act, 2013 the Company shall be required to take approval of members by way of Ordinary resolution for re-appointment of Managing Director (Executive Director).

In the opinion of the Board, Shri Saumil Purohit fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his re-appointment as a Joint Managing Director of the Company.

Your Directors recommend the resolution as embodied in the notice to be passed with or without modifications as a Special Resolution.

Except Shri Narendra M. Purohit, Managing Director and Shri Saumil Purohit, Joint Managing Director along with their relatives, none of the other Director, Key Managerial Personnel of the Company is concerned or interested in the above resolution.

**ITEM NO. 5:**

Based on the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board appointed Ms. Dhvani Jaspalsinh Solanki (DIN: 10299290) as an Additional Director of the Company who shall hold office till the date of the ensuing Annual General Meeting pursuant to the provisions of Section 161 of the Act and rules made thereunder and the Articles of Association of the Company.

Further, her appointment as an Independent Director not liable to retire by rotation, for a term of five years, i.e., from June 26, 2025 to June 25, 2030 (both days inclusive) is also proposed to be approved by Members.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') Ms. Dhvani Jaspalsinh Solanki shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing notice from a Member, proposing her candidature for the office of Director. The profile and specific areas of expertise of Ms. Dhvani Jaspalsinh Solanki are provided as an Annexure to this Notice.

Ms. Dhvani Jaspalsinh Solanki has given her declaration to the Board, inter alia, that:

- a) She meets the criteria of independence as provided under Section 149(6) of the Act and the rules made thereunder, and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations');
- b) She is not restrained/debarred from acting as a Director by virtue of any Order passed by SEBI or any such authority; and
- c) She is eligible to be appointed as a Director in terms of Section 164 of the Act; and
- d) She is not aware of any circumstance which exists or may be reasonably anticipated that could impair or impact his ability to discharge her duties with an objective independent judgement and without any external influence. She has also given her consent to act as a Director.

In the opinion of the Board, Ms. Dhvani Jaspalsinh Solanki is a person of integrity, possesses relevant expertise/experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and she is independent of the Management.

Given her experience, the Board considers it desirable and in the interest of the Company to have Ms. Dhvani Jaspalsinh Solanki on the Board of the Company and accordingly the Board recommends the appointment of Ms. Dhvani Jaspalsinh Solanki as an Independent Director, as proposed in the Special Resolution set out at Item No. 5 of the accompanying Notice for approval by the Members.

Except for Ms. Dhvani Jaspalsinh Solanki and/or her relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

**ITEM NO. 6:**

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called as "the Listing Regulations"), all Related Party Transactions shall require prior approval of the Audit Committee and all material transactions with related parties shall require approval of the Members of the Company through a resolution.

A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The Company envisages that the transaction(s) to be entered into with following related parties whether individually and/or in aggregate would exceed the stipulated threshold of ten percent of the annual consolidated turnover of the Company as per the latest audited financial statements.

Hence, the approval of the Members will be required for the same. It is therefore proposed to obtain the Members' approval for the following arrangements/transactions/ contracts which may be entered into by the Company with its related party from time to time.

Hence, the approval of the Members will be required for the same. It is therefore proposed to obtain the

**PUROHIT CONSTRUCTION LIMITED**

Members' approval for the following arrangements/transactions/ contracts which may be entered into by the Company with its related party from time to time:

Name of the related party	Type of Transactions	Maximum Amount per annum for each Financial Year
Shri Narendra M Purohit	Rendering services related to development of land and works contracts.	Rs. 200 Lacs

Keeping in view the significance of the proposed transactions, the Audit Committee and Board have approved the aforesaid Related Party Transactions subject to approval of members and noted that these transactions shall be in the Ordinary Course of Business and at arm's length basis.

Members may note that as per the provisions of the Listing Regulations, no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not.

Details of the Material Related Party Transactions, as required, under the SEBI Circular No. SEBI/HO/CFD/ CMD1/ CIR/P/2021/662 dated 22nd November, 2021 are as follows:

Sr. No.	Particulars	Details
1)	Name of the Related Party(ies) and Nature of Relationship	Shri Narendra M Purohit – Managing Director of the Company
2)	Nature, duration, tenure, material terms, monetary value and particulars of the contract or arrangement	Duration of contract will be as per contract to contract basis and depending upon the quantum of contract, rest of other details are as mentioned above.
3)	Percentage of the Company's annual consolidated turnover for the immediately preceding financial year that is represented by the value of the proposed transaction	Above turnover.
4)	Justification as to why the RPTs are in the interest of the listed entity	Related parties are in business and providing services since long period and having expertise in respect of the work / contract and services which are to be derived from related party.
5)	A copy of the valuation or other external party report, if any such report has been relied upon;	The transactions do not contemplate any valuation.
6)	Percentage of the counterparty's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	Not Applicable
7)	Name of the Director or KMP who is related, if any	Shri Narendra M Purohit and Shri Saumil Purohit
8)	Any other information that may be relevant	NIL

Apart from the above, none of the other directors and key managerial personnel or their relatives are interested in the resolution as set out in notice.

The Board recommends the resolution set forth in the above item for the approval of the members by way of Ordinary Resolution.

Date : 14/08/2025

Place : Ahmedabad

**REGISTERED OFFICE:**

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

**FOR AND ON BEHALF OF THE BOARD  
FOR PUROHIT CONSTRUCTION LIMITED**

**NARENDRA PUROHIT**  
CHAIRMAN & MANAGING DIRECTOR  
(DIN: 00755195)