NOTICE

NOTICE is hereby given that the 35th Annual General Meeting of **PUROHIT CONSTRUCTION LIMITED** will be held on Monday, 7th September,2026 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 Audited financial statements of the Company including Balance Sheet as at 31st March, 2026 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.

SPECIAL BUSINESSES:

3. **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 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 AARUSH PROCON LLP (LLPIN: ACW-5926) and PEB PCL INFRACON LLP (LLPIN: ACZ-8157), the Related Parties as mentioned in the explanatory statement 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 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.

4. **To re-appoint Shri Narendra Purohit as a Managing 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 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, Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and Articles of Association of the Company approval of members of the Company be and is hereby granted for reappointment of Shri Narendra Purohit (DIN: 00755195) as a Managing Director (Key Managerial Personnel) for a period of five years without remuneration with effect from 1st April, 2027 on the terms and conditions as set out in the explanatory statement, and not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the above resolution.

5. **To re-appoint Shri Daarrpan Shah (DIN: 09449828) 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 pursuant to the provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 if any and the rules made there under (including any Statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Daarrpan Shah (DIN: 09449828) an Independent Director of the company whose term will complete on 8th July, 2027, and who is acting as an Independent Director has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the act and being eligible for re-appointment and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office as Independent Director, be and is hereby re-appointed as an Independent Director of the Company for a term of 5 (five) consecutive for a term up to 8th July, 2032.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the above resolution.

6. **To re-appoint Shri Karan Shah (DIN: 09666627) 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 pursuant to the provisions of sections 149, 152 and any other applicable provisions of the Companies Act, 2013 if any and the rules made there under (including any Statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Karan Shah (DIN: 09666627) an Independent Director of the company whose term will complete on 8th July, 2027, and who is acting as an Independent Director has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the act and being eligible for re-appointment and in respect of whom the company has received a notice in writing from a member proposing his candidature for the office as Independent Director, be and is hereby re-appointed as an Independent Director of the Company for a term of 5 (five) consecutive for a term up to 8th July, 2032.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient to give effect to the above resolution.

7. Authority under Section 186 of the Companies act, 2013.

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

RESOLVED THAT, pursuant to Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made there under (including any statutory modifications or re-enactment(s) thereof, far the time being in force), as amended from time to time, the consent of the Members be and is hereby accorded to the Board of Directors (hereinafter referred to as the Board, which term shall be deemed to include, unless the context otherwise require, any committee of the Board or any director or officer is authorised by the Board to exercise the powers conferred on the Board under this resolution) to give loan to any person or body corporate or give guarantee or provide security in connection with a loan to any other person or body corporate or invest / acquire the securities of any body corporate by way of subscription / purchase or otherwise up to a sum of Rs. 50 Crore (Rupees Fifty Crore Only), notwithstanding that the aggregate of the loan, guarantee or security or investments so far given / provided / made or to be given / provided / made exceeds the limits / will exceed the limits laid down by the Act.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to take from time to time all decisions and steps necessary, expedient or proper, in respect of the above-mentioned investment(s) (collectively "transactions") including the timing, the amount and other terms and conditions of such transactions and also to take all other decisions including varying any of them, through transfer or sale, divestment or otherwise, either in part or in full, as it may, in its absolute discretion, deem appropriate, subject to the specified limits for effecting the aforesaid transaction.

Date : 12/08/2026
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, Government of India ("MCA") vide its General Circular Nos. 03/2025 dated 22nd September, 2025 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, subject to compliance with the procedures prescribed in MCA General Circular No. 20/2020 dated 5th May, 2020 (collectively referred to as the 'MCA Circulars'). 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 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 2025-26 together with the Notice of convening this AGM is available on the website of the Company at www.purohitconstruction.com; Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL at **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** with a copy marked to **evoting@nsdl.co.in**. 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. 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 **Bigshare Services Pvt. Ltd.**, Ahmedabad in case the shares are held by them in physical form.

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 its circular dated 31st July, 2023 (updated as on 11th August, 2023), introduced an Online Dispute Resolution Portal (ODR Portal) for resolving disputes of the investors in the Indian Securities Market. The ODR Portal integrates timebound online conciliation and arbitration methods to facilitate dispute resolution effectively. Investors are encouraged to initially address their concerns with market participants and may escalate to the Company through the SEBI SCORES guidelines, if not satisfied with the resolution provided. If they remain unsatisfied with the resolutions exhausting all options, they can seek resolution through the ODR Portal. The ODR Portal is available only when complaint is not under consideration with market participants or the Company or pending before the judicial or quasi-judicial body. Investor may please refer the above circular for detailed information.

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. 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 to Registrar and Transfer Agent. Only those Shareholders whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date shall be entitled to avail the facility of remote e-voting or voting at the Annual General Meeting.

12. In accordance with the SEBI circular No. HO/38/13/11(2)2026-MIRSD-POD/I/3750/2026 dated 30th January, 2026, shareholders of the company are hereby informed that another special window for transfer and dematerialisation of physical securities which were sold / purchased prior to April 01, 2019, has been open for a period of one year from 5th February, 2026 to 4th February, 2027. This special window is open only for re-lodgement of transfer deeds which were lodged prior to the deadline of 1st April, 2019 and rejected / returned / not attended to due to deficiency in the documents / process / or otherwise. The shares that are re-lodged for transfer will be issued only in demat mode under lock-in for a period of one year from the date of registration of transfer. Such shares shall not be transferred / lien-marked / pledged during the said lock-in period. The disputed cases and IEPF transferred shares shall not be considered under this window for processing. The concern shareholders may submit the Share Transfer Deed and original share certificate(s) along with all necessary documents, duly complete in all respects, to the Registrar and Share Transfer Agent (RTA), Bigshare Services Pvt. Ltd., Office No S6-2, 6th floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai – 400093, Maharashtra. Contact No. 022-62638200, Email ID: **investor@bigshareonline.com** for re-lodgement the transfer requests.

13. 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.

14. Members who would like to express their views or ask questions during the AGM may register themselves at cs@purohitconstructions.com. The Speaker Registration will be open till **Monday August 31st, 2026** 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.

15. 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 31st August 2026 through email on 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.

16. 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 Purohit**	**Narendra Purohit**	**Daarrpan Shah**	**Karan Shah**
DIN	01861110	00755195	09449828	09666627
Date of Birth	21/09/1983	01/05/1955	20/10/1983	22/12/1991
Date of Appointment	01/01/2010	01/04/2007	09/07/2022	09/07/2022
Qualification, Experience and Expertise	Commerce Graduate Finance and Strategic planning	Commerce Graduate Management, Finance and Strategic planning.	Post Graduate in Finance. Having experience in Financial Management Services like Portfolio Management Services (PMS) as well as Project funding, FIIs, FPIs plus all financial instruments.	Graduate in Commerce. He has vast knowledge and experience of more than 13 years in the area of Accounts & finance.
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	As per Explanatory Statement annexed to this notice
Shareholding in the Company as on 31st March, 2026	4,45,910 (10.12%)	8,48,700 (19.26%)	NIL	NIL
Disclosure of relationship between Directors inter-se	Son of Narendra Purohit, Managing Director	Father of Saumil Purohit, Joint Managing Director	None of the existing Directors are related to Daarrpan Shah	None of the existing Directors are related to Karan Shah

Name of Director	**Saumil Purohit**	**Narendra Purohit**	**Daarrpan Shah**	**Karan Shah**
Promoter/Non-Promoter	Promoter	Promoter	Non-Promoter	Non-Promoter
No. of Board meetings attended in the F.Y.: 2025-26s	6/6	6/6	6/6	6/6
*Details of Directorship held in other Companies as on 31/03/2026	NIL	NIL	He is also a director in Madhusudan Industries Limited	NIL
#Details of Membership/ Chairmanship of Committee as on 31/03/2026	NIL	NIL	• Member of Audit Committee and Stakeholders Relationship Committee of the Company and; • Chairman of Audit Committee in Madhusudan Industries Limited	• Chairman of Audit Committee and Stakeholders Relationship Committee of the Company
Listed entities from which the person has resigned in the past 3 years.	NIL	NIL	NIL	NIL

*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 Friday, September 4, 2026 at 10:00 a.m. (IST) and ends on Sunday, September 6, 2026 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 Monday, August 31, 2026 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 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** 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 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.

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 and on the website of 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 **Bigshare Services PVt. Ltd.,** as per the requirement of the aforesaid circular.

15. The aforesaid forms can be downloaded from the Company's website at **www.purohitconstruction.com** and is also available on the website of NSDL at **www.evoting.nsdl.com**.

EXPLANATORY STATEMENT

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

ITEM NO. 3:

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.

Name of the related party	Type of Transactions	Maximum Amount per annum for each Financial Year
AARUSH PROCON LLP (LLPIN: ACW-5926)	Rendering services related to development of land and works contracts.	The Company estimates that the monetary value for the transactions and allied transactions in each financial year from FY 2026-27 to FY 2029-30 to be upto INR 8.50 Crores
PEB PCL INFRACON LLP (LLPIN: ACZ-8157)	Rendering services related to Civil Work and works contracts.	The Company estimates that the monetary value for the transactions and allied transactions in each financial year from FY 2026-27 to FY 2029-30 to be upto INR 10.00 Crores

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:

A. Transactions between the Company and AARUSH PROCON LLP (LLPIN: ACW-5926)

Sr. No.	Particulars	Details
1.	Name of the Related Party(ies) and Nature of Relationship	**AARUSH PROCON LLP ("AARUSH").** Mr. Saumil Narendrabhai Purohit, Joint Managing Director & CFO of Purohit Construction Limited ("the Company"), is a Designated Partner of AARUSH PROCON LLP. Accordingly, AARUSH PROCON LLP is a Related Party of the Company

Sr. No.	Particulars	Details
		in terms of the applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2.	Nature, duration, tenure, material terms, monetary value and particulars of the contract or arrangement	The proposed transactions primarily involve **receipt of construction contracts/work orders by the Company from AARUSH PROCON LLP** for execution of construction, development and/ or allied activities, including such other activities incidental thereto, in the ordinary course of business of the Company. The transactions shall be undertaken from time to time during the period for which approval is sought, depending upon the business requirements, project requirements and quantum of work awarded by AARUSH PROCON LLP. Each contract/work order shall be governed by its respective commercial terms, scope of work, specifications, timelines, consideration/payment terms and other mutually agreed terms.
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	Turnover of the Company for FY: 2025-26 is Rs. 19.00 Lakhs and the value of transaction is much higher than the turnover of the Company
4.	Justification as to why the RPTs are in the interest of the listed entity	**AARUSH PROCON LLP** has been incorporated to undertake real estate development and allied activities. The proposed transactions will enable the Company to execute construction contracts awarded by AARUSH PROCON LLP, resulting in additional business opportunities, optimum utilisation of the Company's expertise and resources and increased revenue. The transactions will be undertaken on commercial terms and are in the ordinary course of business and in the best interests of the Company and its shareholders.
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	Saumil Narendrabhai Purohit and Narendra Purohit
8.	Any other information that may be relevant	NIL

B. Transactions between the Company and PEB PCL INFRACON LLP (LLPIN: ACZ-8157)

Sr. No.	Particulars	Details
1.	Name of the Related Party(ies) and Nature of Relationship	**PEB PCL INFRACON LLP**. PEB PCL INFRACON LLP is a subsidiary of Purohit Construction Limited. Mr. Saumil Narendrabhai Purohit, Joint Managing Director & CFO of the Company, is a Designated Partner of PEB PCL INFRACON LLP.
2.	Nature, duration, tenure, material terms, monetary value and particulars of the contract or arrangement	The Company will undertake civil construction and allied works awarded by **PEB PCL INFRACON LLP**. The transactions shall be executed on a contract-to-contract basis, with the terms, scope of work, consideration and duration as specified in the respective work orders/contracts.
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	Turnover of the Company for FY: 2025-26 is Rs. 19.00 Lakhs and the value of transaction is much higher than the turnover of the Company
4.	Justification as to why the RPTs are in the interest of the listed entity	The proposed transactions will enable the Company to execute civil construction contracts awarded by its subsidiary, PEB PCL INFRACON LLP, resulting in additional business opportunities, optimum utilisation of the Company's resources and expertise, and increased revenue. The transactions will be undertaken on commercial terms and are in the best interests of the Company and its shareholders.
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	Saumil Narendrabhai Purohit and Narendra Purohit
8.	Any other information that may be relevant	PEB PCL INFRACON LLP is a subsidiary of the Company. The proposed transactions relate to the award of civil construction and allied works by the LLP to the Company in the ordinary course of business and on commercial terms.

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.

In accordance with Regulation 23(4) of the SEBI LODR Regulations, all related parties shall abstain from voting on this Resolution irrespective of whether they are parties to the particular transaction or not.

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

ITEM NO. 4:

The term of Shri Narendra Purohit as a Managing Director will expire on 31st March, 2027. Considering his experience, knowledge and skills the Board of Directors upon recommendation of Nomination and Remuneration Committee and approval of Audit Committee, has re-appointed him as a Managing Director as mentioned below for further period of five years with effect from 1st April, 2027.

Shri Narendra 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 and Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Company shall be required to take approval of members by way of special resolution for re-appointment.

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

Statement containing information required to be given as per item (iv) of third proviso of Section II of Part II of Schedule V to the Companies Act, 2013:

I. *General Information: As per note below.

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 operations.
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:** **(Rs. In Thousands)**

Particulars	2025-26	2024-25
Total Income	1,900	1,200
Depreciation	60	70
Profit Before Tax	(3,386)	(2,661)
Provision for Income Tax	0	0
Provision for Deferred Tax	54	(139)
Profit After Tax	(3,440)	(2,521)
No. of Equity shares (face value Rs. 10)	4,405	4,405
Earnings per Share (Rs.)	(0.78)	(0.57)

5. **Export performance based on given indicators:**

Particulars	2025-26	2024-25
Foreign Exchange Earning	NIL	NIL
Foreign Exchange Outgo	NIL	NIL

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 15 years. He is actively involved in accomplishment of the Company's various projects.

2. Past Remuneration: NIL

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 ensure smooth functioning of the Company through effective leadership. His acquaintance in the Construction sector coupled with skill and zeal he possesses enables him to carry out his responsibilities effortlessly. Under his leadership Company was able to accomplish many projects.

5. Remuneration proposed: NIL

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: As mentioned in notes attached to this Annual report

III. Other information: N.A.

IV. Disclosure:

1. **Salary:** N.A.

2. The Company will reimburse to the Managing Director such expenses as he may incur on behalf of the Company.

ITEM NO. 5:

To re-appoint Shri Daarrpan Shah (DIN: 09449828) as an Independent Director of the company:

Shri Daarrpan Shah aged about 42 years. He is Post Graduate in Finance. He is a Member of the Audit, Stakholders Relationship and Nomination and Remuneration Committee of the Board of Directors.

Shri Daarrpan Shah has been appointed as a Non-executive and Independent Director on the Board of the Company for the period of 5 years w.e.f. 9th July, 2022 to 8th July, 2027.

Based on the performance evaluation and on recommendation of Nomination and Remuneration Committee his reappointment as an Independent Director for further term of five consecutive years upto 8th July, 2032, is proposed by the Board to the members in terms of Section 149 read with Schedule IV of the Companies Act, 2013.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director. In view of the same your directors propose to pass the above resolution as a Special Resolution.

In the Opinion of the Board he fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his re-appointment as an independent director of the Company and is independent to the management. The copy of the draft letter for re-appointment of Shri Daarrpan Shah as an independent director would be available for inspection without any fee by the members at the Registered office of the Company during normal business hours on any working day excluding Saturday and Sunday upto date of Annual General Meeting.

Except Shri Daarrpan Shah being an appointee none of the other directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the proposed resolution.

ITEM NO. 6:

To re-appoint Shri Karan Shah (DIN: 09666627) as an Independent Director of the company:

Shri Karan Shah aged about 34 years. He is Commerce Graduated. He is a Chairman of the Audit, Stakholders Relationship and Nomination and Remuneration Committee of the Board of Directors.

Shri Karan Shah has been appointed as a Non-executive and Independent Director on the Board of the Company for the period of 5 years w.e.f. 9th July, 2022 to 8th July, 2027.

Based on the performance evaluation and on recommendation of Nomination and Remuneration Committee his reappointment as an Independent Director for further term of five consecutive years upto 8th July, 2032, is proposed by the Board to the members in terms of Section 149 read with Schedule IV of the Companies Act, 2013.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director. In view of the same your directors propose to pass the above resolution as a Special Resolutions.

In the Opinion of the Board he fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his re-appointment as an independent director of the Company and is independent to the management. The copy of the draft letter for re-appointment of Shri Karan Shah as an independent director would be available for inspection without any fee by the members at the Registered office of the Company during normal business hours on any working day excluding Saturday and Sunday upto date of Annual General Meeting.

Except Shri Karan Shah being an appointee none of the other directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the proposed resolution.

ITEM NO. 7:

This item relates to seeking approval for making investments, give loans, guarantees and provide securities u/s 186 of the Companies Act, 2013 upto an aggregate limit of Rs. 50 Crore.

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing any security to other persons or other body corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with approval of Members by special resolution passed at the general meeting.

In view of the above, it is proposed to take approval under Section 186 of the Companies Act, 2013 by way of special resolution, up to a limit of Rs. 50 Crore, as proposed in the Notice.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at in the notice for approval by the members of the Company.

None of the Directors / Key Managerial Personnel including their relatives is concerned or interested, financially or otherwise in the aforesaid resolutions.

Date : 12/08/2026
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)