AN ISO 9001:2008 COMPANY

PCL

25th

ANNUAL REPORT

2015-2016

Purohit Construction Limited

25TH ANNUAL GENERAL MEETING

Date : 17th September, 2016

Day : Saturday

Time : 10:00 a.m.

Place : Fun Point Club
Sarkhej-Gandhinagar Highway,
Ahmedabad-382 481.

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CORPORATE INFORMATION

BOARD OF DIRECTORS:	Shri Narendra Purohit,	Chairman & Managing Director
	Shri Saumil Purohit,	Jt. Managing Director
	Shri Nishit B Gohil,	Independent Director
	Shri Mahendra Sanghani,	Independent Director
	Shri Kumudchandra Sheravia	Non Executive Director
	Smt. Jagruti Shah	Independent Director

CHIEF FINANCIAL OFFICER	:	Shri Sanny R. Parante
COMPANY SECRETARY & COMPLIANCE OFFICER	:	Shri Nishitkumar Sandhani
BANKERS	:	HDFC Bank Ltd. State Bank of India. Tamilnad Mercantile Bank Ltd.
AUDITORS	:	M/s. Gattani & Associates, Chartered Accountants
SECRETARIAL AUDITOR	:	M/s. Parikh & Dave Associates Company Secretaries
INTERNAL AUDITOR	:	M/s. D M J & Co., Chartered Accountants
REGISTERED OFFICE	:	401, PUROHIT House, Opp. S.P Stadium, Navrangpura, Ahmedabad 380 009. Tel. (079) 66620104 Email Id – cs@purohitconstruction.com Website – www.purohitconstruction.com **CIN: L45200GJ1991PLC015878**
REGISTRAR AND SHARE TRANSFER AGENTS		Bigshare Services Pvt. Ltd A/802, Samudra Complex, Near Klassic Gold Hotel, Girish Cold Drink, Off C. G. Road, Ahmedabad–380009.

NOTICE

NOTICE is hereby given that the 25th Annual General Meeting of **PUROHIT CONSTRUCTION LIMITED** will be held at Fun- Point Club, Sarkhej-Gandhinagar Highway, Ahmedabad- 382 481 on Saturday, 17th September, 2016 at 10:00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Statement of Profit and Loss and statement of Cash Flow for the Financial year ended on 31st March, 2016 and the Balance Sheet as on that date along with the Directors' and Auditors' Report thereon.
2. To appoint a Director in place of Shri Saumil N Purohit (DIN 01861110), who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION:**

   RESOLVED THAT pursuant to the provisions of section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 & of the Companies (Audit & Auditors) Rules, 2014, M/s. Gattani & Associates, Chartered Accountants, (Firm Registration number 103097W), Ahmedabad be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting at such remuneration as may be fixed by the Board of Directors of the Company.

SPECIAL BUSINESS:

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

"RESOLVED THAT in supersession of all the earlier resolutions passed at the previous Annual General Meeting of the Company, pursuant to provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and Rules notified there under and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, consent of the members be and is hereby accorded to the Board of Directors to enter into various related party transactions for each the year 2016-17 and 2017-18, up to maximum amount as mentioned below:

Name of the related party	Type of transactions	Maximum amount per annum (Rs. in Lacs) 2016-2017	Maximum amount per annum (Rs. in Lacs) 2017-2018
Mr. Narendra M Purohit	- Civil Construction work and others work - Land Development - Reimbursements of income / expenditure - Sale/Purchase of Raw Material	950.00	800.00
Aabhaar Procon LLP	- Civil Construction work and others work - Land Development - Reimbursements of income / expenditure	1000.00	950.00
Shree Siddhivinayak Devsthan Trust	- Reimbursements of income / expenditure - Civil Construction work and others work	250.00	150.00

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

BY ORDER OF THE BOARD
FOR, PUROHIT CONSTRUCTION LIMITED

Sd/-
Narendra Purohit
Chairman & Managing Director
(DIN: 00755195)

Date : 12th August, 2016
Place : Ahmedabad

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

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER.**

   A person can act as proxy on behalf of Members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) percent of the total share capital of the Company carrying voting rights. A member holding more than 10 (ten) percent of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and same person shall not act as Proxy for any other person or shareholder. The instrument appointing the Proxy, duly completed and signed, must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A Proxy does not have the right to speak at the meeting and can vote only on a poll.

2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business listed in the Notice is annexed hereto and forms part of this Notice.

3. Members seeking clarifications on the Annual Report are requested to send in writing their queries to the Company at least 10 days before the date of the Meeting. This would enable the Company to compile the information and provide replies in the meeting.

4. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are requested to send the company certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Annual General Meeting.

5. Only registered members of the Company or any proxy appointed by such registered member may attend the Annual General meeting as provided under the provisions of the Companies Act, 2013.

6. The annual accounts, the reports and all other documents required under the law to be annexed thereto and referred in to accompanying notice and explanatory statement are available for inspection during working hours at the Registered Office of the Company on any working day up to the conclusion of this meeting. Members may also note that the notice of annual general meeting will also be available on the website of the Company www.purohitconstruction.com for their download.

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in the electronic form are, therefore, requested to submit their PAN to their Depository Participant. Members holding shares in physical form shall submit their PAN details to the Company.

8. Copies of the Annual Report for the year 2015-16 along with notice convening the Annual General Meeting are being dispatched by electronic mode to all the members whose email addresses are registered with the Company/ DP. For members who have not registered their email addresses, physical copies are being sent by the permitted mode. Members who have not registered their e mail id address with the Company are requested to get their e mail ids registered with the Company.

9. Particulars of Directors who are proposed to be re-appointed, are given below:

Name of Director	Date of Birth	Date of Appointment	Qualification & Expertise	Shareholding in the Company	*Details of Directorship held in other Companies as on 31.03.2016	#Details of Membership/ Chairmanship of Committee as on 31.03.2016
Shri Saumil N. Purohit	21/09/1983	01/01/2010	B.com	245910 (5.58%)	Nil	Nil

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

Shri Narendra M Purohit, Managing Director of the company is father of Shri. Saumil N Purohit, Joint Managing Director of the company.

** Excludes the Private Limited Companies, Foreign Companies and Companies regd. under Section 8 of the Companies Act, 2013 (erstwhile Section 25 of the Companies Act, 1956)

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

10. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders / beneficial owners.

11. 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.

12. The Ministry of Corporate Affairs (MCA), New Delhi has taken "Green initiatives in Corporate Governance" by allowing paperless compliance by the Companies and issued a circular clarifying that the service of documents to be made by a Company can be made through electronic mode. To support the green initiative of the Ministry of Corporate Affairs, members who have not yet registered their e-mail id are requested to register the same immediately. Members holding shares in physical form are requested to register their e-mail id by communicating the same to the Company mentioning their Folio number. Members holding shares in electronic form are requested to register their e-mail id are advised to approach their Depository Participants in this regard.

13. In case of joint holders attending the Meeting, only such Joint holders, who are higher in order of names will be entitled to vote.

14. Members who hold shares in electronic form are requested to write their DP ID and Client ID and those who hold shares in physical form are requested to write their Regd. Folio number in the Attendance Slip for attending the Annual General meeting to facilitate identification of membership at the Annual General meeting.

15. Members / proxies are requested to bring the attendance slip sent herewith duly filled in for attending the meeting and members are also requested to bring the copy of Annual Report to the meeting.

16. The Shares of the Company are listed at Bombay Stock Exchange & Ahmedabad Stock Exchanges.

17. A Route Map showing the Directions to reach the venue of the 25th Annual General Meeting is attached along with the notice as per the requirement of Secretarial Standards – 2 on General Meeting.

18. **E-voting means:**

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

(a) The Board of Directors has appointed Shri Uday G Dave, Partner of M/s. Parikh Dave & Associates, Practicing Company Secretaries, (Membership No. 6545) as the Scrutinizer to scrutinize the e-voting and poll process at the annual General Meeting in a fair and transparent manner.

(b) The Scrutinizer shall, immediately after the conclusion of voting at the Annual General meeting, would first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not being in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by him in writing, who shall countersign the same.

(c) The result will be declared on receipt of Scrutinizer's Report. The Result declared along with the scrutinizer's report will be available on the website of the Company www.purohitconstruction.com and on the website of agency (www.evotingindia.com) immediately after the result is declared. The Company shall simultaneously forward the result to BSE Limited (BSE) and Ahmedabad Stock Exchange Limited (ASE), where the equity shares of the Company are listed, within the prescribed period.

(d) The facility for voting through poll shall also available to the members at annual general meeting. The members attending the meeting shall be able to exercise the voting rights at the meeting.

(e) Members can opt for only one mode of voting i.e. either by e-voting or poll paper. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Poll Paper shall be treated as invalid.

(f) The e-voting period commences on **14th September, 2016** [10:00 a.m.] and ends on **16th September, 2016** [5:00 p.m.]. During this period, Members holding shares either in physical form or demat form, as on 10th September, 2016 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.

(g) The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose names is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail facility of remote e-voting and poll process at the venue of the meeting.

(h) Any person, who acquires shares of the Company after dispatch of the Notice and holds shares as on cut-off date, may cast vote after following the instructions for remote e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting your vote

(i) Shri Nishit Sandhani, Compliance Officer of the Company, shall be responsible for addressing all the grievances in relation to this Annual General Meeting including e-voting. His contact details are, Email: cs@purohitconstruction.com Phone No. : (079) - 66620104 Address: 401, Purohit House, Opp. Sardar patel Stadium, Navrangpura, Ahmedabad-380009.

19. **E-Voting facilities:**

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

(a) Click on "Shareholders" to cast your vote(s).

(b) Select the Electronic Voting Sequence Number (EVSN) i.e. "160820050" along with "COMPANY NAME" i.e. "PUROHIT CONSTRUCTION LIMITED" from the drop down menu and click on "SUBMIT".

(c) Now enter your User ID-

- For account holders in CDSL :- Your 16 digits beneficiary ID

- For account holders in NSDL :- Your 8 Character DP ID followed by 8 Digits Client ID
- Members holding shares in Physical Form should enter Folio Number registered with the Company.

(d) Next Enter the Image Verification as displayed and Click on Login.

(e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number is printed on Cover letter. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

 # After entering these details appropriately, click on "SUBMIT" tab.

(f) If you are a first time user follow the steps given below:

(g) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

(h) Click on the EVSN i.e. 160820050 for PUROHIT CONSTRUCTION LIMITED on which you choose to vote.

(i) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(j) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(k) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(l) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(m) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(n) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(o) Note for Non – Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same or shall be mailed to the scrutinizer on evoting@parikhdave.com

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

Contact Details

Company	PUROHIT CONSTRUCTION LIMITED Email: cs@purohitconstruction.com
Registrar and transfer agent	BIGSHARE SERVICES PVT. LTD
E-voting Agency	Central Depository Services (India) Limited E-mail ID: helpdesk.evoting@cdslindia.com
Scrutinizer	Uday G. Dave, Practising Company Secretary Email id: evoting@parikhdave.com

BY ORDER OF THE BOARD
FOR, PUROHIT CONSTRUCTION LIMITED

Sd/-
Narendra Purohit
Chairman & Managing Director
(DIN: 00755195)

Date : 12th August, 2016
Place : Ahmedabad

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

ANNEXURE TO THE NOTICE

EXPLENETORY STATEMENTS PURSUANT TO THE SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 4

Pursuant to provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and Rules notified there under and under SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the consent of the Members by Ordinary resolution is to be accorded for entering into various types of transactions with related parties subject to the conditions prescribed under said provisions.

Related party transactions as set out the resolution have been approved by the Board of Directors and Audit committee of the company.

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

1. Name of related parties:

a) Mr.Narendra M Purohit
b) Aabhaar Procon LLP
c) Shree Siddivinayak Devasthan Trust

2. Name of Director or Key Managerial Personnel who is related, if any:

a) Mr. Narendra M Purohit
b) Mr. Saumil N Purohit

3. Nature of relationship:

Name of related parties	Nature of relationship
- Mr. Narendra M Purohit	- Managing Director of the Company
- Aabhar Propocon LLP	- A LLP in which the Directors of the Company is a Partner and relative of Director is a partner
- Shree Siddivinayak Devasthan Trust	- A trust in which Director is a trustee.

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

Nature of transactions, period of the transactions and monetary value of the transactions are referred in the Resolution. The transactions with the aforesaid related parties are entered into in the ordinary course of business and on arm's length price. However, for abundant caution and as a good corporate practice, your Directors thought it fit to get the approval of members.

Except Mr. Narendra M Purohit, Managing Director and Mr. Saumil N Purohit, Joint Managing Director along with their relatives, None of the others Directors and key managerial personnel and / or their relative is concern or interested / financially or otherwise in proposed resolution.

Interested Shareholders would not be eligible to vote on the resolution set out at item No. 4 of the accompanying notice in term of Section 188 of the Companies Act, 2013 and SEBI Regulation.

BY ORDER OF THE BOARD
FOR, PUROHIT CONSTRUCTION LIMITED

Sd/-
Narendra Purohit
Chairman & Managing Director
(DIN: 00755195)

Date : 12th August, 2016
Place : Ahmedabad

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

DIRECTORS' REPORT

To,
The Members,
PUROHIT CONSTRUCTION LIMITED

Your Directors have pleasure in presenting **25th Annual Report** together with the **Audited Financial Statements** and **Auditors' Report** thereon for the year ended **31st March, 2016**.

1. FINANCIAL RESULTS:

(Rs. In Lacs)

PARTICULARS	Standalone	
	For the year ended March 31,2016	For the year ended March 31,2015
Total Income (incl. Other Income)	255.52	400.32
Financial Expenses	11.84	16.18
Depreciation	25.86	19.07
Profit/(Loss) Before Taxation	*7.35*	*8.73*
Less: Provision for Income Tax	5.00	5.50
Less: Provision for Deferred Tax	(4.81)	(2.78)
Less: Provision for Wealth Tax	NIL	0.45
Profit After Taxation	*7.15*	*5.55*
Less: Prior Period adjustment	NIL	NIL
Transfer to General Reserve	NIL	NIL
Surplus Brought Forward	93.36	90.79
Less: Depreciation Adjustment	NIL	(2.98)
Net Balance carried to balance Sheet	*100.51*	*93.36*

2. OPERATIONS/STATE OF AFFAIRS :

The total income of the Company during the year under review was Rs. 255.52 lac (2015-16) as compared to previous year Rs.400.32 lac (2014-15). During the year under review the Company has earned net profit of Rs. 7.15 Lac as compare to profit of Rs. 5.55 lac during previous year.

3. DIVIDEND :

Since the Company needs to plough back the profits for the future development and expansion, dividend payment cannot be considered. Therefore your Directors have not recommended any dividend for the financial year 2015-16.

4. AMOUNT TRANSFERRED TO RESERVES:

During the year, Company has not transferred any amount to Reserves.

5. DEPOSITS :

The Company has not accepted any deposit from public during financial year 2015-16.

6. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY FROM THE CONCLUSION OF THE FINANCIAL YEAR TILL THE DATE OF THIS REPORT:

No material changes or commitments, affecting the financial position of the Company have occurred between the end of the financial year of the Company, to which the financial statements relate, i.e. 31st March, 2016 and the date of the Board's Report.

7. CHANGE IN THE NATURE OF BUSINESS:

During the year under review, there was no change in the nature of the business.

8. CHANGES IN SHARE CAPITAL:

During the year under review, there was no change in the Company's issued, subscribed and paid – up equity share capital. On March 31, 2016, it stood at Rs.44, 056,000/- consisting of 4405600 equity shares of Rs.10/- each.

9. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

9.1 Mr. Saumil Purohit , Joint Managing Director of the Company will retire by rotation at the ensuing

Annual General Meeting and, being eligible , has offered himself for reappointment. The Board recommends the reappointment of above Director of the Company.

9.2 During the year, due to death of Late. Ishwarchand Soni, Chief Financial Officer of the Company. Mr.Sanny R. Parante been appointed as Chief Financial Officer (Designated as KMP) of the Company w.e.f. 10th February, 2016.

9.3 **Declaration by Independent Directors and Evaluation Process**

The Independent Directors of the Company viz. Mr. Mahendra Sanghani, Mr. Nishitkumar Gohil, and Mrs. Jagrutiben Shah have given declaration to the Company that they qualify the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

9.4 **Policy on Appointment and Remuneration of Directors, KMP and Senior Management Personnel.**

The Policy of the Company on Directors' Appointment and remuneration of Directors' Remuneration of Key Managerial Personnel and other employees of the company pursuant to sub – Section(3) of Section 178 is appended as **Annexure - C** to this Report. The Policy has been posted on the website of the Company http://www.purohitconstruction.com/InvestorRelations.aspx

9.5 **Formal Annual Evaluation Process by Board:**

The Company has in place a formal mechanism for evaluating its performance as well as that of its Committees and individual Directors, including the Chairman of the Board. The evaluation of the Independent Directors was carried out by the entire Board excluding the director being evaluated and that of the Chairman and the Non-Independent Directors was carried out by the Independent Directors in their separate meeting held.

The Board of Directors was satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

10 DIRECTORS' RESPONSIBILITY STATEMENT:

In terms of section 134 (5) of the Companies Act, 2013, in relation to financial statements for the year 2015-16, the Board of Directors state that:

(a) In the preparation of Annual Accounts for the period ended March 31, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures.

(b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the Profit of the Company for the year ended March 31, 2016.

(c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

(d) The Directors have prepared the annual accounts on a going concern basis.

(e) The Directors, have laid down internal financial controls to be followed by the company and that

such internal financial controls are adequate and were operating effectively.

(f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

11. NUMBER OF MEETINGS OF BOARD:

During the year under review nine meetings of the Board of Directors were held, details of which are given in the 'Corporate Governance Report' forming part of this Annual Report. This intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

12. DISCLOSURE UNDER RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

Details pertaining to remuneration and other details as required under Section 197 (12) of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is attached as **Annexure E** to this report.

13. PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTY :

All Transaction entered into with the Related Parties during the financial year under the review were on an arm's length basis and were in the ordinary course of business. There was no materially significant transaction with the Company's Promoters, Directors, Management or their relatives that could have had a potential conflict with the interests of the Company.

The Policy on materiality of related Party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website http://www.purohitconstruction.com/InvestorRelations.aspx

The summery of related party transaction is given in AOC-2 is annexed herewith as **Annexure-H.**

14. AUDITORS AND AUDITORS' REPORT:

M/s. Gattani & Associates, Chartered Accountants (FRN:103097W), Statutory Auditors of the Company has carried out the Statutory Audit and submitted its report for the financial year ended on March 31, 2016. There are no qualifications or adverse remarks in the Auditor's Report which require any clarification / explanation.

M/s. Gattani & Associates, Chartered Accountants (FRN:103097W), Statutory Auditors of the Company will retire at the conclusion of the ensuing Annual General Meeting of the Company and are eligible for reappointment . The Company has received the eligibility certificate from them pursuant to Section 139 and 141 of the Companies Act, 2013.

The Board on the recommendation of Audit Committee recommends the appointment of M/s. Gattani & Associates, Chartered Accountants, (FRN: 103097W), as Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.

15. INTERNAL AUDITOR:

The Board on the recommendation of Audit Committee had appointed D.M.J & Associates as Internal Auditors for the financial year 2015-16.

16. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Company has a proper and adequate system of internal control in all spheres of its activities to ensure that all its assets are safeguarded and protected against loss from unauthorized use or disposition and that the transactions are authorized, recorded and reported diligently.

The Company ensures adherence to all internal

control policies and procedures as well as compliances with all regulatory guidelines.

The Audit Committee of the Company periodically reviews the adequacy of internal financial controls .

SECRETARIAL AUDIT REPORT:

Pursuant to the provisions of section 204 of the Companies Act, 2013, the Board has appointed M/s. Parikh & Dave Associates, Company Secretaries, to undertake Secretarial Audit of the Company.

A report from Secretarial Auditor is annexed to this Report in Form MR - 3 (**Annexure-A**). The same does not contain any qualification, reservation or adverse remark or disclaimer.

INDUSTRIAL RELATIONS:

The Company has maintained cordial relations with the employees of the Company throughout the year. The Directors wishes to place on record sincere appreciation for the services rendered by the employees of the Company during the year.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

17. RISK MANAGEMENT:

The Company has formulated the Risk Management Policy in order to safeguard the organization from various risks through timely actions and to mitigate the effect of risk bearing impact on the Business.

In the opinion of the Board there has been no identification of element of Risk that may threaten the existence of the Company.

18. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Details of Loans, Guarantees, Investment and Advances made if any, are described by in notes to the Financial Statement.

19. EXTRACT OF ANNUAL RETURN:

As required by the provisions of Section 134(3)(a) of the Companies Act, 2013 and relevant rules made there under, the extract of the annual return as provided under sub-section (3) of section 92 is attached herewith **Annexure – D**.

20. CORPORATE GOVERNANCE REPORT, MANAGEMENT DISCUSSION & ANALYSIS AND OTHER INFORMATION REQUIRED UNDER THE COMPANIES ACT, 2013.

A separate report on Corporate Governance Compliance and a Management Discussion and Analysis Report as stipulated in Regulation 34 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") forms part of the Director's Report as **Annexure-G** and **F** respectively along with the required Certificate from the auditor's regarding compliance of the conditions of Corporate Governance.

21. AUDIT COMMITTEE:

The particulars of an Audit Committee of the Company constituted as per provisions of the Act read with rules framed thereunder and Listing Regulations are given in the Corporate Governance Report forming part of this report.

The recommendations of Audit Committee were duly accepted by the Board of Directors.

22. SUBSIDIARIES COMPANIES , ASSOCIATES AND JOINT VENTURE COMPANIES:

The Company doesn't have any Subsidiaries, Associates or Joint Venture Companies.

23. SAFETY, HEALTH AND ENVIRONMENT:

(a) **Safety:** The Company encourages a high level of awareness of safety issues among its employees and strives for continuous improvement. All incidents are analysed in the safety committee meetings and corrective actions are taken immediately. Employees are trained in safe practices to be followed at work place.

(b) **Health:** Your Company attaches utmost importance to the health of its employees. Periodic checkup of employees is done to monitor their health. Health related issues if any are discussed with visiting Medical Officer.

(c) **Environment:** Company always strives hard to give importance to environmental issues in normal course of operations. Adherence to Environmental and pollution control Norms as per Gujarat Pollution Control guidelines is of high concern to the Company.

24. VIGIL MECHANISM/WHISTLE BLOWER POLICY:

Pursuant to Section 177 of the Companies Act, 2013 the rules made thereunder and the Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has established a Vigil Mechanism for directors and employees to report genuine concerns about any instance of any irregularity, unethical practice and/or misconduct. The Details of the Vigil policy is explained in the Corporate Governance Report and posted on the website of the Company http://www.purohitconstruction.com/InvestorRelations.aspx

25. DISCLOSURES UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:

Considering gender equality, the Company has zero tolerance for sexual harassment at workplace. The Company has an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

No complaints were received during the year 2015-16:

This policy posted on the website of the http://www.purohitconstruction.com/InvestorRelations.aspx

26. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Statement of particulars with respect to Conservation of Energy, Technology Absorption and Foreign Exchange Earning and Outgo pursuant to provisions of 134 of the Companies Act, 2013 is given in **Annexure-B** to this Report.

27. CODE OF CONDUCT:

The Company has laid down a Code of Conduct applicable to the Board of Directors and Senior management which is available on Company's website. All Board members and senior management personnel have affirmed compliance with the Code of Conduct.

28. CODE OF FAIR DISCLOSURE:

As required under the new Insider Trading Policy Regulations of SEBI, your Directors have framed new Insider Trading Regulations and Code of Internal Procedures and Conducts for Regulating, Monitoring

and Reporting of Trading by Insider. For details please refer to the company's website on following link http://www.purohitconstruction.com/InvestorRelations.aspx.

29. ENHANCING SHAREHOLDERS VALUE:

Your Company believes that its Members are among its most important stakeholders. Accordingly, your Company's operations are committed to the pursuit of achieving high levels of operating performance and cost competitiveness, consolidating and building for growth, enhancing the productive asset and resource base and nurturing overall corporate reputation. Your Company is also committed to creating value for its other stakeholders by ensuring that its corporate actions positively impact the socio-economic and environmental dimensions and contribute to sustainable growth and development.

30. INSURANCE:

The Company has taken adequate insurance to cover its assets.

31. LISTING:

Your company's shares are listed with The BSE Limited, Mumbai. (Stock Code: - 538993) and Ahmedabad Stock Exchange Limited (scrip code: - PCL). The Company has already paid Annual Listing fees of the both Stock Exchange for the ensuing financial year.

32. CAUTIONARY STATEMENT:

Statements in the Board's Report and the Management Discussion & Analysis describing the Company's objectives, expectations or forecasts may be forward-looking within the meaning of applicable securities laws and regulations. Actual results may differ materially from those expressed in the statement. Important factors that could influence the Company's operations include global and domestic demand and supply conditions affecting selling prices of finished goods, input availability and prices, changes in government regulations, tax laws, economic developments within the country and other factors such as litigation and industrial relations.

33. ACKNOWLEDGMENTS:

Your Company and its Directors wish to extend their sincerest thanks to the Members of the Company, Bankers, State Government, Local Bodies, Customers, Suppliers, vendors and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees of the Company for their unstinted commitment and continued contribution to the Company.

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

Sd/-
Narendra Purohit
Chairman & Managing Director
(DIN: 00755195)

Date : 12th August, 2016
Place : Ahmedabad

ANNEXURE- A

FORM NO. MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
PUROHIT CONSTRUCTION LIMITED
CIN- L45200GJ1991PLC015878
401, Purohit House,
Opp. Sardar Patel Stadium,
Navrangpura, Ahmedabad-380009.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Purohit Construction Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit; we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2016 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 according to the provisions of:

1) The Companies Act, 2013 (the Act) and the Rules made there under;

2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

3) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

4) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

   (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (upto May 14, 2015) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 (Effective from May 15, 2015);

   (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - Not applicable as the Company has not issued any shares during the year under review;

(d) The Securities and Exchange Board of India (Share Based Employees Benefits), Regulations, 2014 - Not Applicable as the Company has not issued any Shares / options to the Directors /Employees under the said Regulations during the year under review;

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations , 2008 - Not Applicable as the Company has not issued any debt securities during the year under review;

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not Applicable as the Company has not delisted its Equity Shares from any Stock Exchanges during the year under review;

(h) Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998 - Not Applicable as the Company has not bought – back any of its securities during the year under review;

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. (Effective from December 1, 2015)

We have also examined compliance with the applicable Standards / Clauses / Regulations of the following:

(i) Secretarial Standards with respect to the Meetings of the Board of Directors and Committee Meetings of the Board (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India. (Effective from July 1, 2015.)

(ii) The Listing Agreements entered into by the Company with BSE Limited (BSE) and Ahmedabad Stock Exchange Limited (ASE).

(iii) The Uniform Listing Agreement entered into by the Company with BSE Limited (BSE).

As per the circular ref. no. CIR/CFD/POLICY CELL/7/2014 dated 15th September, 2014 and as per Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is not required to comply with the provisions of Clause 49 of Listing Agreement and Regulations 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V respectively. However the Company has complied with certain clauses voluntarily.

During the period under review the Company has generally complied with all the material provisions of the applicable Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that

Having regard to the Compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test check basis, the Company has generally complied with the material aspects of the following laws specifically applicable as company being Construction company :

1. Town Planning and Urban Development Act, 1976
2. Transfer of Property Act, 1882
3. Gujarat Land Revenue Rules, 1972
4. The Building & other Construction Workers (Regulation of Employment & Conditions of Service) Act, 1996
5. The Land Acquisition Act, 1894
6. Registration Act, 1908
7. The Gujarat Ownership Flats Act, 1973

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes which took place in the composition of the Board during the year under review.

Adequate notice is given to all the Directors to schedule the Board meetings at least seven days in advance. Agenda and detailed notes on agenda were sent well in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the meetings of Board of Directors/ Committees of the Company were carried unanimously. We were informed that there were no dissenting views of the members' on any of the matters during the year that were required to be captured and recorded as part of the minutes.

We further report that

Based on the review of compliance mechanism established by the Company, the information provided by the Company, its officers and authorized representatives during the conduct of the audit, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable general laws, rules, regulations and guidelines such as Labour Laws, Environmental Laws , The Trade Marks Act, 1999, The Indian Copyright Act, 1957, The Patents Act, 1970.

We further report that

The Compliance by the Company of the applicable financial laws like Direct and Indirect Tax laws, has not been reviewed in this Audit since the same have been subject to the review by the Statutory Auditors and other designated professionals.

We further report that

There were no other instances of:

a) Public/Right issue of shares/ debentures/sweat equity, etc.

b) Redemption / buy-back of securities

c) Major decisions taken by the members in pursuance of section 180 of the Companies Act, 2013.

d) Merger / amalgamation / reconstruction, etc.

e) Foreign technical collaborations

For **FOR PARIKH DAVE & ASSOCIATES**
COMPANY SECRETARIES

UDAY G. DAVE
PARTNER
FCS No. 6545 C P No. 7518

Date : 12th August, 2016
Place : Ahmedabad

Note: This report is to be read with our letter of even date which is annexed as **Annexure-A-1** and forms an integral part of this report.

ANNEXURE - A - 1

To,
The Members,
PUROHIT CONSTRUCTION LIMITED
CIN- L45200GJ1991PLC015878

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices followed by us provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **FOR PARIKH DAVE & ASSOCIATES**
COMPANY SECRETARIES

UDAY G. DAVE
PARTNER
FCS No. 6545 C P No. 7158

Date : 12th August, 2016
Place : Ahmedabad

ANNEXURE - B

Additional information as per Section 134 of The Companies Act, 2013 and forming part of the Director's Report for the year ended on 31st March, 2016.

(A) CONSERVATION OF ENERGY:

(i)	the steps taken or impact on conservation of energy;	Necessary precautions have been taken while designing process and equipment to ensure conservation of energy through the use of fuel efficient devices and advanced instrumentation systems.
(ii)	the steps taken by the company for utilizing alternate sources of energy;	Not Applicable.
(iii)	the capital investment on energy conservation equipments;	There is no specific investment plan for energy conservation.

(B) TECHNOLOGY ABSORPTION- NIL

(C) FOREIGN EXCHANGE EARNING AND OUTGO:

(Rs. In Lac)

For the year Ended on	31st March, 2016	31st March, 2015
Foreign Exchange earnings	NIL	NIL
Foreign Exchange outgo	NIL	3.37

Date : 12th August, 2016
Place : Ahmedabad

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

Sd/-
Narendra Purohit
Chairman & Managing Director
(DIN: 00755195)

ANNEXURE – C

POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION:

In terms of Section 178 of the Companies Act, 2013, the policy on nomination and remuneration of Directors, Key Managerial Personnel, Senior Management and other employees of the Company has been formulated by the Nomination and Remuneration Committee of the Company and approved by the Board of Directors.

I. The following matters of provisions of the Companies Act, 2013 have been included and considered while formulating the Remuneration Policy for the Company.

(a) Criteria determining the qualifications, positive attributes and independence of a Director.

(b) Appointment and removal of Directors, Key Managerial Personnel, Senior Management.

(c) Remuneration for the Directors, Key Managerial Personnel, Senior Management and other employees.

(d) Evaluation of performance of the Directors of the Company.

(e) Scope and Role of the Nomination and Remuneration Committee

(f) Disclosures in the Directors' Report

II. OBJECTIVE:

(1) The key objective of this Policy is to enable a framework that allows attracting and retaining competitive and skilled human resource in the Company and for competitive and fair rewards for the achievement of key deliverables and also aligns with practice in the industry and shareholders' expectations. The policy reviews the compensation package payable to the Executive and Non-Executive Directors, Key Management Personnel, the Senior Management and other employees of the Company.

(2) When deciding remuneration, the Committee will consider the market scenario, business performance of the Company and the remuneration practices in Industry.

III. REMUNERATION TO NON-EXECUTIVE DIRECTORS:

The general policy of the Board is to provide fees in line with market practice for similar Non-Executive Director roles in the comparable corporate and institutions in India. Fees paid to the Non-Executive Directors also takes account of the Company's complexity, the significant travel and time commitments required for attending Board and other meetings in India and the risk profile of the Company. The Remuneration to the non-executive Directors is as per the provisions of the Companies Act, 2013 and related rules framed there under.

IV. REMUNERATION TO EXECUTIVE DIRECTORS:

Components:

Base Salary
Short-term incentive
Long-term incentive
Retrial Benefits

V. REMUNERATION TO KEY MANAGERIAL PERSONNEL, SENIOR MANAGEMENT AND OTHER EMPLOYEES:

Components:

Fixed Remuneration
Annual Allowances
Retrial benefits

VI. CRITERIA FOR IDENTIFICATION OF PERSONS FOR APPOINTMENT AS DIRECTOR AND IN SENIOR MANAGEMENT:

In accordance with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of listing agreement, the Nomination and Remuneration Committee is required to formulate the criteria for determining the qualification, positive attribute and independence of a Director.

The criteria adopted by the Nomination and Remuneration Committee are as under:

Qualification:

A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

Positive Attributes:

A person should be the person of high integrity, ethical standards, devote the sufficient time to the Company, and have the required skills, expertise and experience and shall perform duties in a bona-fide manner.

VII. CRITERIA FOR IDENTIFICATION OF PERSONS FOR APPOINTMENT AS INDEPENDENT DIRECTOR:

The criteria adopted by the Nomination and Remuneration Committee are as under:

Qualification:

An Independent director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, operations or other disciplines related to the company's business.

Positive attributes:

An independent director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity; act objectively and constructively; exercise his responsibilities in a bona-fide manner in the interest of the company; devote sufficient time and attention to his professional obligations for informed and balanced decision making; and assist the company in implementing the best corporate governance practices.

Independence of Independent Director:

An Independent director should meet the requirements of Section 149, Schedule IV of the Companies Act, 2013 and Clause 49(II) (B) of the Listing Agreement.

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

Date : 12th August, 2016
Place : Ahmedabad

Sd/-
Narendra Purohit
Chairman & Managing Director
(DIN: 00755195)

ANNEXURE-D

FORM MGT 9

EXTRACT OF ANNUAL RETURN

As on Financial Year ended on 31.03.2016
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:

1	CIN	L45200GJ1991PLC015878
2	Registration Date	2nd July, 1991
3	Name of the Company	PUROHIT CONSTRUCTION LIMITED
4	Category/Sub-category of the Company	Company Limited by Shares Indian Non Government Company
5	Address of the Registered office & contact details	401, PUROHIT House, Opp. Sardarpatel Stadium, Navrangpura, Ahmedabad - 380009 Email ID: cs@purohitconstruction.com
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Bigshare Services Pvt. Ltd A/802, Samudra Complex, Near Klassic Gold Hotel, Girish Cold Drink, Off C. G. Road, Ahmedabad – 380009 Phone - 079-40024135 Email : bssahd@bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY
(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	General construction (including alteration, addition, repair and maintenance) of non-residential buildings, carried-out on own-account basis or on a fee or contract basis	**45202**	**57.10%**
2	Retail Sales of construction material	**52341**	**40.06%**

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary / Associate	% of shares held	Applicable Section
1	**THE COMPANY DOES NOT HAVE ANY HOLDING, SUBSIDIARY OR ASSOCIATE COMPANIES**				

IV. SHAREHOLDING PATERN
(Equity Share Capital Breakup as percentage of Total Equity)

(A) CATEGORY – WISE SHAREHOLDING

Cate-gory Code	Category of Share Holders	No. of Shares Held at the beginning of the year 01.04.2015				No. of Shares held at the ending of the year 31.03.2016				% change during the year
		Demat	Phys-ical	Total	% of Total Shares	Demat	Phy-sical	Total	% of Total Shares	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(A)	*Promoters*									
(1)	Indian									
(a)	Individual /HUF	1360700	0.00	1360700	30.88%	1345698	0.00	1345698	30.55%	0.33%
(b)	Central Government	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
(c)	State Government	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
(d)	Bodies Corporate	108700	0.00	108700	2.47%	108700	0.00	108700	2.47%	0.00%
(e)	Banks/FI	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
(f)	Any other	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
	Sub total (A) (1)	**1469400**	**0.00**	**1469400**	**33.35%**	**1454398**	**0.00**	**1454398**	**33.01%**	**0.34%**
(2)	Foreign									
(a)	Individuals (NRIs)	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
(b)	Other Individuals	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
(c)	Bodies Corp.	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
(d)	Any other	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
	Sub total (A) (2)	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
	Total A=A(1) +(2)	1469400	0.00	1469400	33.35%	1454398	0.00	1454398	33.01%	0.34%
(B)	**Public Shareholding**									
(1)	Institutions	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
(a)	Mutual Funds	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
(b)	Banks / FI	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
(c)	Central Govt	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
(d)	State Govt(s)	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
(e)	Venture Capital Funds	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
(f)	Insurance Companies	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
(g)	FIIs	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
(h)	Foreign Venture Capital Funds	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
(i)	Others (specify)	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
	Sub total (B) (1)	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%

Cate-gory Code	Category of Share Holders	No. of Shares Held at the beginning of the year 01.04.2015				No. of Shares held at the ending of the year 31.03.2016				% change during the year
		Demat	Phys-ical	Total	% of Total Shares	Demat	Phy-sical	Total	% of Total Shares	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(2)	**Non-Institutions**									
(a)	Bodies Corp.	10333	28700	39033	0.89%	14531	28700	43231	0.98%	(0.09%)
(b)	Individuals									
	i) Individual Share holders holding nominal share capital upto Rs. 1 lakh	270401	1501600	1772001	40.22%	336496	1421400	1757896	39.90%	0.32%
	ii) Individual Share holders holding nominal share capital in excess Rs. 1 lakh	1053415	62400	1115815	25.33%	879975	62400	942375	21.39%	3.94%
(c)	Others									
	Non resident Indians	7700	0.00	7700	0.174%	7700	0.00	7700	0.17%	(0.174%)
	Corporate overseas Bodies	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
	Foreign National	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
	Clearing Members	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
	Trust	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
	HUF	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
	Others	1651	0.00	1651	0.037%	200000	0.00	200000	4.54%	(4.503%)
	Sub Total (B) (2)	1343500	1592700	2936200	66.65%	1438702	1512500	2951202	66.99%	(0.34%)
	Total (B)=B(1) +(2)	1343500	1592700	2936200	66.65%	1438702	1512500	2951202	66.99%	(0.34%)
(C)	**Shares held by Custo-dian for GDR & ADR**	0.00	0.00	0.00	0.00%	0.00	0.00	0.00	0.00%	0.00%
	GRAND TOTAL (A+B+C)	2812900	1592700	4405600	100.00%	2893100	1512500	4405600	100.00%	0.00%

(B) SHAREHOLDING OF PROMOTER & PROMOTER GROUP:

Sr. No.	Name of Share Holders	Sharesholding at the beginning of the year			Sharesholding at the end of the year			% change in share holding during the year
		No. of Shares	% Total Sahres of the Company	No. of Shares Pledged/ encumberd to total shares	No. of Shares	% Total Shares of the Company	No. of Shares Pledged/en-cumberd to total shares	
1	Narendra Maganlal Purohit	648700	14.72%	0.00%	648700	14.72%	0.00%	0.00%
2	Saumil Narendra Purohit	245910	5.58%	0.00%	245910	5.58%	0.00%	0.00%
3	Hemlata Narendra Purohit	209990	4.77%	0.00%	209990	4.77%	0.00%	0.00%
4	Status Finstocks Pvt. Ltd.	108700	2.47%	0.00%	108700	2.47%	0.00%	0.00%
5	Kumudchandra Ishvarlal Sheravia	101000	2.29%	0.00%	85998	1.95%	0.00%	0.34%
6	Ami Narendra Purohit	78000	1.77%	0.00%	78000	1.77%	0.00%	0.00%
7	Urvi Narendra Purohit	58400	1.33%	0.00%	58400	1.33%	0.00%	0.00%
8	Deepkiran Saumil Purohit	18700	0.42%	0.00%	18700	0.42%	0.00%	0.00%
	Total	**1469400**	**33.35%**	**0.00%**	**1469400**	**33.35%**	**0.00%**	**0.00%**

(C) CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY , IF THERE IS NO CHANGE):

Sr. No.	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	**Narendra Maganlal Purohit**						
	At the beginning of the year	01/04/2015		648,700	14.72%	648,700	14.72%
	Changes during the year	___		__	0.00%	__	0.00%
	At the end of the year	31/03/2016		648,700	14.72%	648,700	14.72%
2	**Saumil Narendra Purohit**						
	At the beginning of the year	01/04/2015		245,910	5.18%	245,910	5.18%
	Changes during the year	___		__	0.00%	__	0.00%
	At the end of the year	31/03/2016		245,910	5.18%	245,910	5.18%
3	**Hemlata Narendra Purohit**						
	At the beginning of the year	01/04/2015		209,990	4.77%	209,990	4.77%
	Changes during the year	___		__	0.00%	__	0.00%
	At the end of the year	31/03/2016		209,990	4.77%	209,990	4.77%

Sr. No.	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
4	**Status finstocks pvt.ltd.**						
	At the beginning of the year	01/04/2015		108,700	2.47%	108,700	2.47%
	Changes during the year	___		__	0.00%	__	0.00%
	At the end of the year	31/03/2016		108,700	2.47%	108,700	2.47%
5	**Kumudchandra Ishvarlal Sheravia**						
	At the beginning of the year	01/04/2015		101,000	2.29%	101,000	2.29%
	Changes during the year	22/06/2015	Sale- off market	(2)	0.00%	100998	0.00%
		23/06/2015	Sale- off market	(15000)	(0.34)	85998	1.95%
	At the end of the year	31/03/2016		85998	1.95%	85998	1.95%
6	**Ami Narendra Purohit**						
	At the beginning of the year	01/04/2015		78,000	1.77%	78,000	1.77%
	Changes during the year	___		__	0.00%	__	0.00%
	At the end of the year	31/03/2016		78,000	1.77%	78,000	1.77%
7	**Urvi Narendra Purohit**						
	At the beginning of the year	01/04/2015		58,400	1.33%	58,400	1.33%
	Changes during the year	___		__	0.00%	__	0.00%
	At the end of the year	31/03/2016		58,400	1.33%	58,400	1.33%
8	**Deepkiran Saumil Purohit**						
	At the beginning of the year	01/04/2015		18,700	0.42%	18,700	0.42%
	Changes during the year	___		__	0.00%	__	0.00%
	At the end of the year	31/03/2016		18,700	0.42%	18,700	0.42%

(D) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS :

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	**PRANAV HARESHBHAI PATEL**						
	At the beginning of the year	01/04/2015		488,300	11.08%	488,300	11.08%
	Changes during the year	-		-	0.00%	-	0.00%
	At the end of the year	31/03/2016		488,300	11.08%	**488,300**	**11.08%**
2	**VICKY R JHAVERI**						
	At the beginning of the year	01/04/2015		200,000	4.54%	200,000	4.54%
	Changes during the year	-		-	0.00%	-	0.00%
	At the end of the year	31/03/2016		200,000	4.54%	**200,000**	**4.54%**
3	**RASIKLAL LALJIBHAI PATEL**						
	At the beginning of the year	01/04/2015		66,000	1.50%	66,000	1.50%
	Changes during the year	-		-	0.00%	-	0.00%
	At the end of the year	31/03/2016		66,000	1.50%	**66,000**	**1.50%**
4	**PATEL AVANTIKA RASIKLAL**						
	At the beginning of the year	01/04/2015		66,000	1.50%	66,000	1.50%
	Changes during the year	-		-	0.00%	-	0.00%
	At the end of the year	31/03/2016		66,000	1.50%	**66,000**	**1.50%**
5	**HITEN NARENDRABHAI SHAH**						
	At the beginning of the year	01/04/2015		33115	0.751%	33115	0.751%
	Changes during the year	28/04/2015	Purchase	9	0.000%	33124	0.751%
		28/04/2015	-Purchase	10,000	0.227%	43124	0.978%
		30/04/2015	Sale	(260)	-0.005%	42864	0.973%
		06/05/2015	Sale	(161)	-0.004%	42703	0.969%
		08/05/2015	Sale	(21)	-0.000%	42682	0.969%
		11/05/2015	Sale	(200)	-0.005%	42482	0.964%
		12/05/2015	Sale	(5)	-0.000%	42477	0.964%
		15/05/2015	Sale	(1)	-0.000%	42476	0.964%
		19/05/2015	Sale	(5)	-0.000%	42471	0.964%
		09/06/2015	Sale	(21)	-0.000%	42450	0.964%
		10/06/2015	Sale	(5)	-0.000%	42445	0.963%
		24/06/2015	Purchase	100	0.002%	42545	0.966%
		25/08/2015	Purchase	105	0.002%	42650	0.968%

Sr. No.	For each of the Top 10 shareholders	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
		02/09/2015	Purchase	25	0.000%	42675	0.969%
	At the end of the year	31/03/2016		42675	0.969%	**42,675**	**0.969%**
6	**RELIANCE CAPITAL TRUSTEE CO.LIMITED**						
	At the beginning of the year	01/04/2015		20,800	0.47%	20,800	0.47%
	Changes during the year	-		-	0.00%	-	0.00%
	At the end of the year	31/03/2016		20,800	0.47%	**20,800**	**0.47%**
7	**KUMAR J KAPSI**						
	At the beginning of the year	01/04/2015		32,000	0.72%	32,000	0.72%
	Changes during the year	---		-	0.00%	-	0.00%
	At the end of the year	31/03/2016		32,000	0.72%	**32,000**	**0.72%**
8	**DEVENDRA SINGH BAGGA**						
	At the beginning of the year	01/04/2015		19,800	0.45%		0.45%
	Changes during the year	---		-	0.00%	-	0.00%
	At the end of the year	31/03/2016		19,800	0.45%	**19,800**	**0.45%**
9	**NIHARIKA SUBHASHCHANDRA PARIKH**						
	At the beginning of the year	01/04/2015		-	0.00%	-	0.00%
	Changes during the year	23/06/2015	Off-Purchase	15000	0.34%	15000	0.34%
			Purchase	2000	0.04%	17000	0.39%
	At the end of the year	31/03/2016		17000	0.39%	**17,000**	**0.39%**
10	**GEETA DEVI**						
	At the beginning of the year	01/04/2015		10600	0.24%	-	0.24%
	Changes during the year	---		-	0.00%	-	0.00%
	At the end of the year	31/03/2016		10600	0.24%	**10600**	**0.24%**

(E) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	**NARENDRA MAGANLAL PUROHIT**						
	At the beginning of the year	01/04/2015		648,700	14.72%	648,700	14.72%
	Changes during the year	---		---	0.00%	-	0.00%
	At the end of the year	31/03/2016		648,700	14.72%	648,700	14.72%
2	**SAUMIL NARENDRA PUROHIT**						
	At the beginning of the year	01/04/2015		245,910	5.58%	245,910	5.58%
	Changes during the year	---		-	0.00%	-	0.00%
	At the end of the year	31/03/2016		245,910	5.58%	245,910	5.58%
3	**KUMUDCHANDRA ISHVARLAL SHERAVIA**						
	At the beginning of the year	01/04/2015		101,000	2.29%	101,000	2.29%
	Changes during the year	22/06/2015	Sale- off market	(2)	0.00%	100998	0.00%
		23/06/2015	Sale- off market	(15000)	(0.34)	85998	1.95%
	At the end of the year	31/03/2016		85998	1.95%	85998	1.95%
4	**NISHITKUMAR BHIKHABHAI GOHIL**						
	At the beginning of the year	01/04/2015		-	0.00%	-	0.00%
	Changes during the year	---		-	0.00%	-	0.00%
	At the end of the year	31/03/2016		-	0.00%	-	0.00%
5	**JAGRUTIBEN HITENBHAI SHAH**						
	At the beginning of the year	01/04/2015		-	0.00%	-	0.00%
	Changes during the year	---		-	0.00%		0.00%
	At the end of the year	31/03/2016		-	0.00%	-	0.00%
6	**MAHENDRA HARKISHANDAS SANGHANI**						
	At the beginning of the year	01/04/2015		8,500	0.19%	8,500	0.19%
	Changes during the year	---		-	0.00%	-	0.00%
	At the end of the year	31/03/2016		8,500	0.19%	8,500	0.19%
7	**SANNY R.PARANTE** (Appointed as CFO w.e.f 10/02/2016)						
	At the beginning of the year	01/04/2015		-	0.00%	-	0.00%
	Changes during the year	---		-	0.00%	-	0.00%
	At the end of the year	31/03/2016		-	0.00%	-	0.00%
8	**ISHWARBHAI CHUNILAL SONI** (Ceased to be CFO w.e.f. 18/12/2015)						
	At the beginning of the year	01/04/2015		-	0.00%	-	0.00%
	Changes during the year	---		-	0.00%	-	0.00%
	At the end of the year	31/03/2016		-	0.00%	-	0.00%
9	**NISHITKUMAR CHINUBHAI SANDHANI**						
	At the beginning of the year	01/04/2015		-	0.00%	-	0.00%
	Changes during the year	---		-	0.00%	-	0.00%
	At the end of the year	31/03/2016		-	0.00%	-	0.00%

V. INDEBTNESS:

(Indebtedness of the Company including interest outstanding/accrued but not due for payment.) (Rs. in lacs)

	Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year					
i)	Principal Amount	90.59	85.02	-	175.61
ii)	Interest due but not paid	-	-	-	-
iii)	Interest accrued but not due	-	-	-	-
	Total (i+ii+iii)	**90.59**	**85.02**	**-**	**175.61**
Change in Indebtedness during the financial year					
	* Addition	220.73	137.68	-	358.41
	* Reduction	(298.17)	(222.20)	-	(520.37)
	Net Change	(77.44)	(84.52)	-	(161.96)
Indebtedness at the end of the financial year					
i)	Principal Amount	13.15	0.00	-	13.15
ii)	Interest due but not paid				
iii)	Interest accrued but not due				
	Total (i+ii+iii)	**13.15**	**0.00**	**-**	**13.15**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

(A) REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:

Sr. No.	Particulars of Remuneration	Name of MD / WTD/Manager		Total Amount
		Shri Narendra M. Purohit	Shri Saumil N. Purohit	
1.	Gross salary			
(a)	Salary as per provisions contained in Section 17(1) of the Income Tax Act,1961	11,40,000	10,80,000	22,20,000
(b)	Value of perquisites u/s 17(2) Income Tax Act, 1961.	-	-	-
(c)	Profit in lieu of Salary under section 17(3) Income Tax Act, 1961	-	-	-
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
	- As % of Profit			
	- Others, specify	-	-	-
5.	Others, Please specify	-	-	-
	Total (A)	**11,40,000**	**10,80,000**	**22,20,000**
	Ceiling as per the Act	It is within the limite prescribed under section-197 read with schedule-V of the of the Companies Act, 2013.		

(B) REMUNERATION TO OTHER DIRECTORS:

Sr. No.	Particulars of Remuneration	Name of Director				Total
	Independent Directors	Kumudchandra Sheravia	Mahendra Sanghani	Nishit Kumar Gohil	Jagrutiben Hitenbhai Shah	
1.	Fee for attending board committe meetings	None				None
	Commission					
	Others, please specity					
	Total (1)					
2.	Other Non-Executive Directors					
	Fee for attending board committe meetings					
	Commission					
	Others, please specity					
	Total (2)					
	Total (B) = (1+2)					
	Total Managerial Remuneration					
	Overall Celling as per the Act	Not Applicable				

(C) REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:

Sr. No.	Particulars of Remuneration	Company Secretary Shri Nishit Sandhani	CFO Shri Ishwarbhai Soni (up to 18.12.2015)	CFO Shri Sanny Parante w.e.f 10.02.2016	Total
1.	Gross Salary				
(a)	Salary as per provisions contained in Section 17(1) of the Income Tax Act,1961	2,52,000	2,80,000	33,000	5,65,000
(b)	Value of perquisites u/s 17(2) Income Tax Act, 1961.	-	-	-	-
(c)	Profit in lieu of Salary under section 17(3) Income Tax Act, 1961	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission				
	- As % of Profit	-	-	-	-
	- Others, specify	-	-	-	-
5.	Others, Please specify	-	-	-	-
	Total	**2,52,000**	**2,80,000**	**33,000**	**5,65,000**

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		
B. DIRECTORS					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		

Date : 12th August, 2016
Place : Ahmedabad

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

Sd/-
Narendra Purohit
Chairman & Managing Director
(DIN: 00755195)

ANNEXURE – E
DISCLOSURE UNDER RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

I. Ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year ended 31st March, 2016;

Sr. No	Name of Director & KMP	Remuneration Median	Remuneration	Ratio
1.	Mr. Narendra Purohit	120000	1140000	9.5:1
2.	Mr. Saumil Purohit	120000	1080000	9:1

II. The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

Sr. No.	Director /Key Managerial Personnel	% Increase
1.	Mr. Narendra Purohit	5.55%
2.	Mr. Saumil Purohit	4.35%
3.	Late Mr. Ishwarbhai Soni – CFO	*
4.	Mr. Nishit Sandhani – Company Secretary	10.53%
5.	Mr. Sanny Parante – CFO	**

* Percentage not given as Late Mr. Ishwarbhai Soni was ceased as CFO on December 18, 2015.

** Percentage not given as Mr. Sanny Parante was appointed as CFO on February 10, 2016.

III. The percentage decreased in the median remuneration of employees in the financial year: NIL

IV. The number of permanent employees on the rolls of company; 12

V. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;

There was no average increase in salaries of employees other than managerial personnel in 2015-16.

VI. The key parameters for any variable component of remuneration availed by the directors;

The Directors have not availed any variable remuneration components.

VII. **Affirmation that the remuneration is as per the remuneration policy of the company:**

We hereby affirm that the remuneration given to all the employees, Directors and KMP is as per the Remuneration policy of the Company.

Disclosure under Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Name of top ten employees in terms of remuneration drawn:

Name And Age	Designation & Nature of employment	Remun-eration (Rs. in Lacs)	Qualifi-cations	Experi ence (in yrs)	Date of commencement of employment and nature of employment/ duties	Last Employ-ment and Position held	Equity Shares held with spouse and Children with (%)
*Mr. Narendra Purohit – 61 Years	Managing Director – Pay Roll	11.4	B.com	30	02/07/1991- Overall Management, Admin & Finance	NIL	1241000-28.17%
**Mr. Saumil Purohit – 33 Years	Joint Managing Director- Pay Roll	10.8	B.com	10	01/04/2010- Overall all Management and Marketing	NIL	264610-6%
Mr. Nishit Sandhani – 26 Years	Company Secretary – Pay Roll	2.52	ACS, M.com	2	01/07/2014- Act as an Compliance officer of the Company	NIL	NIL
Mr. Sanny Parante – 31 Years	Chief Financial Officer- Pay Roll	1.98	B.com	13	12/12/2014- As an Accountant. As CFO 10/02/2016 Finance	Fino Paytech Limited-Auditor	NIL
Mr. Mrunal Mehta – 24 years	Marketing Executive - On retainership	1.44	B.com	2	04/05/2014- Marketing and solved clients issue	NIL	10
Mr. Baldev Desai – 38 Years	Admin Staff – Pay Roll	1.38	12th Passed	22	05/04/1995- All admin Work	NIL	NIL
Mr. Mahesh Darji – 45 Years	Receptionist – retainership	1.20	B.A.	1.5	02/06/2014- Admin Work	NIL	NIL
Mr. Karan Shah – 25 Years	Admin Staff – retainership	1.20	B.com	2	01/04/2014- Admin Work	NIL	20
Mr. Bharat Desai – 35 Years	Peon – On Pay Roll	1.07	10th Passed	5	01/04/2004	NIL	NIL
Mr. Jigar Desai – 28 Years	Driver – On Pa y Roll	0.96	12th Passed	5	10/02/2012- Drive	NIL	NIL

- *__Mr. Saumil Purohit__, Joint Managing Director of Company is son of __Mr. Narendra Purohit__ who is promoter cum Managing Director of Company.
- ** __Mr. Narendra Purohit__, Managing Director of Company is father of __Mr. Saumil Purohit__, Joint Managing Director of Company.

There are no employees in the Company who is in receipt of remuneration exceeding the limits prescribed under 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Date : 12th August, 2016
Place : Ahmedabad

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

Sd/-
Narendra Purohit
Chairman & Managing Director
(DIN: 00755195)

ANNEXURE-F

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A. MACROECONOMIC OVERVIEW – INDIAN ECONOMIC ENVIRONMENT

The Indian economy has seen major improvement in the past few months on several fronts under the leadership of Prime Minister Narendra Modi. Since May 2014, the government has taken significant measures to revive both the growth cycle and investor sentiment. Some of the major initiatives include Foreign Director Investment (FDI) in railways and defence sectors, followed by labour reforms, complete deregulation of diesel prices and easing of FDI rules in construction.

Further, the government has adopted progressive policies for, inter-alia, coal sector reforms, increase in the FDI cap in insurance sector from 26 per cent to 49 per cent, auction of mines of iron and other minerals. Moving ahead on its reforms agenda, the government has also inched closer to its aim of rolling out the Goods and Service Tax (GST) from April 2016. Several other initiatives of the government, including efforts to revive stalled projects, re-schedulement of premium payouts for road ventures and relaxation of environmental clearances have also alleviated some sector-specific concerns. The government has also launched 'Make in India' and 'Skill India' campaigns to attract investments and create a global manufacturing hub in the country.

B. INDUSTRY OVERVIEW

Construction activity creates physical assets in a number of sectors of the economy. Construction sector has two key segments: (i) Buildings, falling into one of the following categories: residential, commercial, industrial and institutional; and (ii) Infrastructure such as road, rail, ports, dams, canals, airports, power systems, telecommunication systems, urban infrastructure including urban transport, water supply, sewerage, and drainage and rural infrastructure. Assets once created also need to be maintained. Many upstream and downstream economic activities depend upon the construction sector.

Construction accounts for nearly 60–80 per cent of the project cost of roads and housing and a significant portion in case of other infrastructure sectors. Construction materials such as cement and steel, bricks and tiles, sands and aggregates, fixtures and fittings, paints and chemicals, fuel, petro-products, timber, aluminium, glass and plastics account for nearly two third of the construction costs. The forward and backward multiplier impact of the construction industry is significant. The growth in construction sector in GDP has primarily been on account of increased spending on physical infrastructure in the last few years through programmes such as National Highway Development (NHDP) and Pradhan Mantri Gram Sadak Yojna (PMGSY)/Bharat Nirman.

India's construction sector is forecast to grow at 7-8 per cent each year over the next decade. With the new government, the country is expected to see increased economic growth and the removal of barriers to foreign investment that will increase demand for construction. It is estimated that $1 trillion would be spent on infrastructure over the next three years to 2017 by the government.

Infrastructure sector have been impacted due to challenging bidding process, higher raw material expenses and levereged Balance sheet. Further, Land acquisition issues, delay in obtaining Environmental and forest clearance, fuel supply to power plants and lack of financing alternatives, the growth prospects of the sector are hindered. However, the new government has chosen the path of infrastructure development to achieve long term sustainable economic growth and has provided a lot of measurement to fuel infrastructure development which will help infra and construction companies to bag new orders.

C. SECTOR OVERVIEW:

Several factors still continue to act as strong drivers for long term sustainable real estate demand like Latent demand for homes, Continued economic growth, Trend towards nuclear families, Young working population, Rising disposable incomes, Increased urbanization, Inherent desire to own a home etc.

Inflation, Higher interest rates, High risk weight-age for loans to companies operating in the sector, Non- availability of low cost working capital, Employment growth, Time lag during the approval process while launching a project,

Higher statutory levies, Nonavailability of skilled manpower, Uncertainty of title continue to remain as challenges being faced by the Sector as a whole.

The employment generated in the construction and real estate sector is immense and it is, in fact, the second largest employer in the country. The development of the real estate and construction industry can also be directly linked to the development of approximately 256 different industries like cement, steel, building materials etc. It is, therefore, imperative that impetus should be provided to the construction and real estate sector so that overall economic development can be achieved.

Infrastructure investment has traditionally been associated with public sector monopolies largely due to high cost of implementation. However, the sector is experiencing an exemplary shift, as the government is taking measures to encourage private investment on PPP (Public Private Partnership) model. This should make the infrastructure sector economically vibrant and Competitive

The positive sentiments prevailing post new government are motivating the economy to perform better and push the limits but it may take a few months before the growth in the real estate industry is actually visible. As long as the government's action plans focus on a progressive economy, we believe that the industry operations will revive in the coming few quarters. We hope that the government will focus on policies that will reduce the burden on real estate builders by accelerating the approval process, reducing the interest costs and taxes levied and controlling the trending inflation ary pressures.

As per the 12th FYP midterm appraisal, the overall private sector investment share is likely to be 36% during the Plan period. Further, according to the 12th FYP midterm appraisal, infrastructure investment is likely to close to 8% of the GDP which is consistently below the original target of 9% which is requirement to sustain8-9% GDP growth.

Though the housing shortage continues to be high in the country and especially in rural areas, it is expected that the demand for housing and home loans in urban areas will continue to rise faster as a result of the increased urbanization in the country. Not only have the metro cities witnessed rising population but even Tier I and Tier II cities have been experiencing similar trends of increasing population and demand for housing. With investments flowing into urban infrastructure, this trend can only intensify in the times to come. The demand for housing will therefore continue to grow in the medium to long term.

D. STRENGTHS & OPPORTUNITIES:

Investment envisaged for the next Five Year Plan (2012- 17), India's infrastructure investment is bound to grow significantly. To maintain its growth momentum, the provision of adequate infrastructural facilities is critical. Unreliable services or a disruption in infrastructure facilities may restrict output or hinder investments in productive capital. Moreover, infrastructural investment of about USD 1,025 Billion is necessary during the Twelfth Five Year Plan (2012-17) to achieve a share of 9.95% as a proportion of GDP. Government of India is attempting to improve the country's infrastructure as a top policy priority.

The infrastructure and construction market in India is particularly affected in an atmosphere of lack of complete inertia in new project development and execution. Issues like environment clearances and financial difficulties for large developers have led to very little new opportunities in terms of infrastructure related development.

Housing Demand

The gap between the demand and supply of housing continues to be of great opportunity for Infrastructure companies. Investment in housing is a prioritized item on the national agenda as it contributes in the country's GDP growth, directly and indirectly.

The average age of a new homeowner is now 32 years compared with 45 years a decade ago.

Your Company expects demand from the mid income residential segment to remain strong as we believe there is significant demand in this category across the country. Increasing disposable incomes, rapid urbanization and strong demographics are some of the trends favouring the mid-income residential.

Real Estate Reforms

In order to realize the long-term growth potential of the sector, there is a growing need to introduce reforms. Year 2015-2016 has witnessed various measures initiated by the Indian Government to revive growth in the real estate sector, which if executed correctly, will encourage transparency, corporate governance and investment and improve the industry's long-term prospects. It is our hope that various regulations also incorporate provisions to address challenges the sector currently faces in terms of receiving project Approvals.

E. RISKS AND CONCERNS:

Risk is a multi-facet concept. In the context of construction industry, it could be the likelihood of the occurrence of a definite event/factor or combination of events/factors which occur during the whole process of construction to the detriment of the project a lack of predictability about structure outcome or consequences in a decision or planning situation, the uncertainty associated with estimates of outcomes – there is a chance that results could be better than expected as well as worse than expected etc. In addition to the different definitions of risk, there are various ways for categorizing risk for different purposes too. Some categorize risks in construction projects broadly into external risks and internal risks while others classify risk in more detailed categories of political risk, financial risk, market risk, intellectual property risk, social risk, safety risk, etc. The typology of the risks seems to depend mainly upon whether the project is local (domestic) or international. The internal risks are relevant to all projects irrespective of whether they are local or international. International projects tend to be subjected to the external risk such as unawareness of the social conditions, economic and political scenarios, unknown and new procedural formalities, regulatory framework and governing authority, etc. Risk is inherent and difficult to deal with, and this requires a proper management framework both of theoretical and practical meanings. Significant improvement to construction project management performance may be achieved from adopting the process of risk assessment. The types of exposure to risk that an organization is faced with are wide-ranging and vary from one organization to another. These exposures could be the risk of business failure, the risk of project financial losses, the occurrences of major construction accidents, default of business associates and dispute and organization risks. It is desirable to understand and identify the risks as early as possible, so that suitable strategy can be implemented to retain particular risks or to transfer them to minimize any likely negative aspect they may have. The risk management process begins with the initial identification of the relevant and potential risks associated with the construction project. It is of considerable importance since the process of risk analysis and response management may only be performed on identified potential risks. Risk analysis and evaluation is the intermediate process between risk identification and management. It incorporates uncertainty in a quantitative and qualitative manner to evaluate the potential impact of risk. The evaluation should generally concentrate on risks with high probabilities, high financial consequences or combinations thereof which yield a substantial financial impact.

Once the risks of a project have been identified and analyzed, an appropriate method of treating risk must be adopted. Within a framework of risk management, contractors also should decide how to handle or treat each risk and formulate suitable risk treatment strategies or mitigation measures. These mitigation measures are generally based on the nature and potential consequences of the risk. The main objective is to remove as much as possible the potential impact and to increase the level of control of risk. More the control of one mitigation measure on one risk, the more effective the measure of risk the process of risk management does not aim to remove completely all risks from a project. Its objective is to develop an organized framework to assist decision makers to manage the risks, especially the critical ones, effectively and efficiently.

Risks can be viewed as business, technical, or operational. A technical risk is the inability to build the product that will satisfy requirements. An operational risk is the inability of the customer to work with core team members. Risks are either acceptable or unacceptable. An acceptable risk is one that negatively affects a task on the non-critical path. An unacceptable risk is one that negatively affects the critical path. Risks are either short or long term. A short-term risk has an immediate impact, such as changing the requirements for a deliverable. A long-term risk has an impact sometime in the distant future, such as releasing a product without adequate testing. Risks are viewed as either manageable or unmanageable. A manageable risk is one you can live with, such as a minor requirement change. An unmanageable risk is impossible to accommodate, such as a huge turnover of

core team members. Risk factors for this study are classified into eight categories namely.

- **Construction Risk**
- **Design Risk**
- **Environmental Risk**
- **Financial Risk**
- **Management Risk**
- **Political Risk**
- **Procurement Risk**
- **Sub-Contractors Risk**
- **Technology Risk.**

Construction Risk:

- Disputes between labours
- Changing sequences in construction activity
- Non availability of resources
- Revision of design
- Availability of camp for labours
- Change in quantities of work
- In Time work permissions for executing work
- Safety of workers
- Stoppage of work due to Medical outbreak

Design Risk:

- Late changes of design from client side
- Will the level of details of design delivered by the owner affect over all construction time?
- Improper specifications
- Inadequate and incomplete design

Environmental Risk:

- Impact of weather condition on completion of project
- Pollution by construction waste
- Procedure to facilitate construction waste clean-up or disposal

Financial Risk:

- Delay from clients
- Increment for staff benefits
- Unprecedented price in raw materials

• Fluctuations in Estimated finance than expected

Management Risk:

• Documents and process directed as per agreement for mitigation of risk

• Project team discussions on risk

• Use of WBS and project milestones to help identify project risks

• Time for planning • Loosing of critical staff at crucial point of construction

• Documented process for identifying project risks

Political Risk:

• Pressure from any political party

• Local bodies (political/rowdies) compelling to use their resources

• Union Issue

Procurement Risk:

• Temporary demand of increase in price of materials

• Specialized labour for fixation/Installation

• Is there a chance of procurement team to know the sales chart of client?

Sub-Contractors Risk:

• Chances of sub-contractor walk out

• Delay in work execution of sub-contractor

• Revision of price

Technology Risk:

• Knowledge on equipment's

• Service for damaged equipment's

• Loss of data or software/hardware of computer

The construction companies need to include risk as an integral part of their project management. Decision making such as risk assessment in construction projects is very important in the construction management. The identification and assessment of project risk are the critical procedures for projecting success.

F. INTERNAL CONTROL SYSTEM & THEIR ADEQUACY:

The Company has an internal control system, which provides protection to all its assets against loss from unauthorised use and for correct reporting of transactions. The internal control systems are further supplemented by internal audit carried out by an independent firm of Chartered Accountants and periodical review by the management. The company has put in place Proper controls, which are reviewed at regular intervals to ensure that transactions are properly authorized & correctly reported and assets are safeguarded. The Audit Committee of the Board addresses issues raised by both the Internal and Statutory Auditors. The internal control systems are implemented to safeguard the Company's assets from loss or damage. To keep constant check on cost structure and to provide adequate financial and accounting controls and implement accounting standards.

In addition to above, Purohit Construction Limited has formulated a Vigil Mechanism (Whistle Blower Policy) for its Directors and Employees of the Company for reporting genuine concern about unethical practices and suspected mal-practices.

G. HUMAN RESOURCES DEVELOPMENT:

In construction industry, a project mainly focuses on two things, one is optimum utilization of resources and the other is speedy completion of project. In line to this trend, construction industry has seen Human Resource Management as a primary entity for every company.

Human Resource Management is managing organizational workforce. The biggest problem that the industry confronts is the acute shortage of skilled and trained manpower. Getting skilled and trained workforce these days has become an uphill task. There is wastage of about 7-10% of the construction material due to the lack of skills in workmanship. Thus the main task for the industry is to withhold the skilled workforce till the project gets completed.

For a construction industry, employees are an organisation's most valuable asset. However, people also represent the most difficult resource for organisations to manage. Unlike physical assets, people have their own individual needs which must be met and idiosyncrasies which must be managed if they are to contribute to organisational growth and development. People are individuals who bring their own perspectives, values and attributes to organisational life, and, when managed effectively, these human traits can bring considerable benefits to organisations. However, when managed poorly they have the potential to severely limit organisational growth and threaten the viability of a business.

Purohit Construction Limited ensures that the project has sufficient human resources, with the correct skill sets and experience, for the project to be successfully completed.

H. STATUTORY COMPLIANCE:

The Company has complied with all the statutory requirements. A declaration regarding compliance of the provisions of the various statutes is also made by the Managing Director at each Board Meeting. The Company ensures compliance of the ROC, SEBI Regulations and provisions of the Listing Agreement.

I. FORWARD LOOKING STATEMENTS:

This communication contains statements that constitute 'forward looking statements' including, without limitation, statements relating to the implementation of strategic initiatives and other statements relating to our future business developments and economic performance. While these forward-looking statements represent the management's judgments and future expectations concerning the development of our business, a number of risks, uncertainties and other important factors could cause actual developments and results to differ materially from our expectations.

These factors include, but are not limited to general market, macroeconomic, governmental and regulatory trends, movements in currency exchange and interest rates, competitive pressures, technological developments, changes in the financial conditions of third parties dealing with us, legislative developments and other key factors that could adversely affect our business and financial performance.

Purohit Construction Limited undertakes no obligation to publicly revise any forward-looking statements to reflect future events or circumstances.

Date : 12th August, 2016
Place : Ahmedabad

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

Sd/-
Narendra Purohit
Chairman & Managing Director
(DIN: 00755195)

ANNEXURE-G

REPORT ON CORPORATE GOVERNANCE

FOR THE YEAR 2015-16

[As required under Regulation 34 (Schedule V) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)]

INTRODUCTION:

Corporate Governance is a systemic process by which companies are directed and controlled to enhance their wealth generating capacity. Corporate Governance is a set of principles, processes and systems which govern a company. The elements of Corporate Governance are independence, transparent, accountability, responsibility, compliance ethics, values and trust. The Company believes that sound Corporate Governance is critical for enhancing and retaining investor trust and your Company always seeks to ensure that its performance goals are met with integrity. The Company has established systems and procedures to ensure that its Board of Directors is well informed and well equipped to fulfil its overall responsibilities and to provide management with the strategic direction needed to create long-term shareholders value. Your company has made necessary changes in the systems and procedures required for effective control, for the steady growth of the company and to increase the value for all stakeholders.

A report on the implementation of the corporate governance provisions of the Listing Regulations by the Company is given below:

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

The Company's philosophy on the code of governance is to observe the highest level of ethics in all its dealings, to ensure efficient conduct of the Company and help the Company achieve its goal in maximizing value for all its stakeholders as well as in achieving the objectives of the principles as mentioned in Regulation 4(2) of the Listing Regulations.

2. BOARD OF DIRECTORS:

In keeping with the commitment of the Management for the principle of integrity and transparency in business operations for good corporate governance, the Company's policy is to have an appropriate blend of independent and non–independent directors to maintain the independence of the Board and to separate the Board functions of governance and management. The Board reviews and approves management strategic plan and business objectives and monitors the Company's strategic direction. The Board sets strategic goals and seeks accountability for their fulfilment. Acting as trustees on behalf of the shareholders, Board ensures that the Company has clear goals relating to shareholders value and growth.

2.1 Composition of the Board:

The Board of Directors of the Company comprises of Directors having rich and vide experience. Shri Narendra Purohit is the Chairman of the Company and handles the affairs of the Company with the support of the other Directors of the Company. The Composition of the Board of the Company is in conformity with the Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 / Clause 49 of Listing

Agreement. The table below provides the composition of the Board, their attendance at Board meetings & AGM and number of other directorship, chairmanship/membership of other companies etc.

2.2 Board Meeting :

During F.Y. 2015-16, the Board of Directors met nine times on 30/05/2015, 13/08/2015, 04/11/2015, 09/11/2015, 14/12/2015, 04/01/2016, 25/01/2016, 08/02/2016 and 10/02/2016. The gap between any two meetings has been less than one hundred and twenty days.

2.3 Composition of the Board and the attendance record of Directors:

Name of Director	Category	No. of Board meetings attended	Whether attended Last AGM	Relationship with other Directors
Narendra M Purohit	Chairman, Managing Director& Promoter / Executive	9	Y	Father of Mr. Saumil Purohit
Saumil N Purohit	Joint Managing Director & Promoter / Executive	7	Y	Son of Mr. Narendra Purohit
Mahendra H Sanghani	Non–executive, Independent	9	Y	Not related to any Directors
Kumudchandra I Sheravia	Non–executive	9	Y	Not related to any Directors
Nishitkumar B Gohil	Non–executive, Independent	9	Y	Not related to any Directors
Jagrutiben H Shah	Non–executive, Independent	9	Y	Not related to any Directors

Non Executive Directors	No. of shares held as on 31st March, 2016	No. of shares held as on 31st March, 2015
Mahendra Sanghani	8500	8500
Nishitkumar B Gohil	NIL	NIL
Kumudchandra Sheravia	85998	101000
Jagrutiben Shah	NIL	NIL

2.4 Information supplied to the Board:

In advance of each meeting, the Board is presented with relevant information on various matters related to the working of the Company, especially those that require deliberation at the highest level. Presentations are also made to the Board by the different functional heads on important matters from time to time. The directors have separate and independent access to officers of the Company.

In addition to items which are required to be placed before the Board for its noting and/or approval, information is provided on various significant items. In terms of quality and importance, the information supplied by the Management to the Board of the Company is far ahead of the list mandated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Non-executive Independent Directors fulfils the conditions of Independence specified in section 149 of the Companies Act, 2013 and Rules made there under and meet with the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2.4 Outside Directorships and memberships of Board committees:

	Directorships			Committee positions	
Name of director	**In Listed Company**	**In Public Company**	**In Private Company**	**As Chairman**	**As Member**
Narendra M Purohit	-	-	4	-	-
Saumil N Purohit	-	-	3	-	-
Mahendra H Sanghani	-	-	-	-	-
Kumudchandra I Sheravia	-	-	-	-	-
Nishitkumar B Gohil	-	-	-	-	-
Jagrutiben H Shah	-	-	1	-	-

Notes: *For the purpose of considering the limit of the committees, all public limited companies, whether listed or not, have been included and all other companies including private limited companies, foreign companies and companies under section 8 of the Companies Act, 2013 have been excluded. Only audit committee and stakeholder's relationship committee are considered for the purpose of reckoning committee positions.

None of the directors holds office as a director, including alternate director, in more than 20 companies at the same time. None of them has directorships in more than 10 public companies.

None of the directors serves as an independent director in more than seven listed companies or in more than three listed companies in case he is a whole time director in any listed company.

None of the director is a member in more than ten committees nor a chairman in more than five committees across all companies in which he is a director.

2.5 BOARD TRAINING AND INDUCTION:

At the time of appointing a Director, a formal letter of appointment is given to him / her, which inter alia explains the role, function, duties and responsibilities expected of him / her as a Director of the Company. The Director is also explained in detail the compliances required from him / her under the Companies Act, SEBI Regulations and other relevant regulations and his affirmation taken with respect to the same. The MD also has a one-to-one discussion with the newly appointed Director. The above initiatives help the Director to understand the Company, its business and the regulatory framework in which the Company operates and equips him / her to effectively fulfill his / her role as a Director of the Company. The policy of familiarization program of Independent Directors of the Company is available on the website of the Company i.e www.purohitconstruction.com.

2.6 INDEPENDENT DIRECTORS MEETING:

The IDs met on March 31, 2016 without the presence of non-independent directors and members of the management. At this meeting, the IDs inter alia reviewed the performance of the non-independent directors and the board of directors as a whole, reviewed the performance of the chairman of the board and assessed the quality,

quantity and timeliness of flow of information between the management and the board of directors.

3. COMMITTEES OF THE BOARD

A. AUDIT COMMITTEE:

i. Term of reference:

The Audit Committee of the Company is constituted in line with the provisions of Section 177 of the Companies Act, 2013 read with Regulation 18(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 / Clause 49 of Listing Agreement. The terms of references of the Audit Committee are as outlined in the Companies Act, 2013 and Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The brief terms of reference is outline as under:

Brief description of Terms of Reference is as under:

- The recommendation for appointment, remuneration and terms of appointment of CFO, Statutory and Internal Auditors of the company;
- To review and monitor the Auditors independence, scope, performance and effectiveness of audit process and their reports and discussion on significant findings and follow up thereon;
- To review internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit and to review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- To review the adequacy of internal control systems, evaluation of internal financial controls and risk management systems and to review the functioning of the Whistle Blower mechanism;
- Scrutiny of inter corporate loans, advances and investments, valuation of undertakings or assets of the company, wherever it is necessary and to approve the transactions of the company with related parties and any subsequent modification thereto;
- To review the quarterly (un-audited) and annual financial statements before the same are submitted to the Board and to oversee the Company's financial reporting process and the disclosures of its financial information to ensure that the financial statement is correct, adequate and credible;
- To review with the management of funds, application of funds raised through an issue, the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board and to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders and creditors, if any;
- To carry out any other function that related to accounts and audit of the company.

ii. Composition and Meetings:

The Audit committee consists of three Members, Shri Mahendra Sanghani (designated as chairman of the committee), Shri Nishit Gohil, and Shri Kumudchandra Sheravia. During the year under review, 4 meetings were held on 30th May, 2015, 13th August, 2015, 9th November, 2015 and 10th February, 2016. The attendance record of the members at the meeting was as follows:

Name of member	Designation	Attendance
Mahendra Sanghani	Chairman, Non–executive and Independent	4
Nishitkumar B Gohil	Member, Non–executive and Independent	4
Kumudchandra Sheravia	Member, Non–executive	4

The Chairman of Audit Committee had attended last Annual General Meeting of the company held on 30th September, 2015.

B. NOMINATION AND REMUNERATION COMMITTEE:

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Section 178 of the Companies Act, 2013 read with Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 / Clause 49 of Listing Agreement. The terms of references of the Nomination and Remuneration Committee are as outlined in the Companies Act and Part D (A) of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The brief description of terms of reference is outlined as under:

i. The terms of reference:

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down;
- To recommend to the Board their appointment and removal and shall carry out evaluation of Directors' performance;
- To formulate the criteria for determining qualifications, positive attributes and independence of a director;
- To recommend to the Board, a policy relating to the remuneration for the Directors, Key Managerial Personnel and other employees.

ii. Composition and Meetings:

The Nomination and Remuneration Committee consists of three members Shri Mahendra Sanghani (Chairman of the committee), Shri Nishit Gohil, and Shri Kumudchandra Sheravia.

During the year, the Committee met one time on: 10th February 2016.The attendance record of the members at the meeting was as follows:

Name of member	Designation	Attendance
Mahendra Sanghani	Chairman, Non–executive and Independent	1
Nishitkumar B Gohil	Member, Non–executive and Independent	1
Kumudchandra Sheravia	Member, Non–executive	1

The Company pays remuneration to its Executive Directors by way of Salary, perquisites and allowances, as approved by the members in general meeting. Non-executive Directors have no pecuniary transactions with the Company.

Performance Evaluation:

The Performance of the Independent Director is evaluated based on the criteria such as his knowledge, experience, integrity, expertise in any area, number of Board / Committee meetings attended, time devoted to the Company, his participation in the Board / Committee meetings etc. The Performance evaluation of the Independent Directors was carried out by the Board and while evaluating the performance of the Independent Directors, the Director who was subject to the evaluation did not participate.

iii Remuneration Policy:

In accordance with the provisions of Section 178 of the Companies Act, 2013 the Nomination and Remuneration Committee recommended the remuneration policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees which was approved by the Board and forms the part of the Directors' Report and the same has been uploaded on the website of the Company at www.purohitconstruction.com.

iv Details of Remuneration for F.Y. 2015-16:

a. EXECUTIVE:

Name of the Director	Salary (Rs.)	Commission (Rs.)	Perquisites (Rs.)	Retirement Benefits (Rs.)	Total (Rs.)
Shri Narendra M. Purohit Managing Director	11,40,000	--	--	--	11,40,000
Shri Saumil N. Purohit Joint Managing Director	10,80,000	--	--	--	10,80,000

B. NON-EXECUTIVE DIRECTORS:

No Sitting fee was paid to any of the Directors and the Company does not have any other pecuniary relationship with the Non Executive Directors of the Company.

Details of Service Contracts:

Name and Designation	Current tenure	From	To
Shri Narendra M. Purohit Managing Director	5 Years	1st April 2012	31st March 2017
Shri Saumil N. Purohit Joint Managing Director	5 Years	1st January 2015	31st December 2020

Notice period: Six months prior notice in writing by either side is required.

C. STAKEHOLDERS RELATIONSHIP COMMITTEE:

In terms of Section 178 of the Companies Act, 2013, read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 / Clause 49 of Listing Agreement, the Company has constituted the Stakeholders Relationship Committee. The terms of reference of the Stakeholders Relationship Committee are as under:

Brief description of Terms of Reference:

The Committee oversees redressal of grievances of shareholders and investor complaints, approves transfer and transmission of shares; authorizes issue of duplicate share certificates; and generally deals with all matters in connection with all securities issued by the Company from time to time.

i. Composition and Meetings:

The Stakeholders Relationship Committee comprises of three members, Shri Mahendra Sanghani (designated as chairman of the committee), Shri Nishit Gohil, and Shri Kumudchandra Sheravia.

As a measure of good corporate governance and to focus on the Shareholders' grievances and towards strengthening investor relations and to expedite the transfer process in the physical segment, the committee deals with redressing of shareholders and investors complaints and Grievances like transfer of shares, non-receipts of Balance-sheet:

Name of member	Designation	Attendance
Mahendra Sanghani	Chairman, Non–executive and Independent	9
Nishitkumar B Gohil	Member, Non–executive and Independent	9
Kumudchandra Sheravia	Member, Non–executive	9

Shri Nishit Kumar Sandhani, Company Secretary of the company is the compliance officer of the company. Chairman of the Stakeholders Relationship Committee, was present at the annual general meeting of the Company held on 30th September, 2015 to answer shareholders' queries.

The status of the Investors' Complaints during the Financial Year 2015-16 is as under:

Investor Complaints during F Y 2015-16	No. of Complaints
Pending at the beginning of the Financial Year 2015-16	0
Received during the Financial Year 2015-16	0
Disposed of during the Financial Year 2015-16	0
Remaining unresolved at the end of the Financial Year 2015-16	0

4. GENERAL BODY MEETING:

(A) Details of the last three Annual General Meetings are as under:

Financial Year	No. of AGM	Date	Time	Venue
2012-2013	22nd AGM	24.09.2013	11:30 A.M.	Fun- Point Club, Sarkhej-Gandhinagar Highway, Ahmedabad.
2013-2014	23rd AGM	29.09.2014	10:30 A.M.	Fun- Point Club, Sarkhej-Gandhinagar Highway, Ahmedabad.
2014-2015	24th AGM	30.09.2015	10:00 A.M.	Fun- Point Club, Sarkhej-Gandhinagar Highway, Ahmedabad.

(B) Special Resolution passed in the Last three Annual General Meetings:

Financial year ended	Date and Time	Venue	Special Resolutions passed
March 31, 2013	24.09.2013 11:30 A.M.	Fun- Point Club, Sarkhej-andhinagar Highway, Ahmedabad.	None
March 31, 2014	29.09.2014 10:30 A.M.	Fun- Point Club, Sarkhej-andhinagar Highway, Ahmedabad.	1. Approval for issuing 12,00,000 equity shares on preferential basis to non promoter group. 2. Approval for authorize Board of Director of the Company to borrow up to 50 crore under section 180(1)(C) of the Companies Act, 2013 3. Approval for re-appointment of Mr. Saumil Purohit as joint Managing Director of the Company for period of 5 years. 4. Approval of Related party transaction.
March 31, 2015	30.09.2015 10:00 A.M.	Fun- Point Club, Sarkhej-andhinagar Highway, Ahmedabad.	1. Approval of Related party transaction.

- **No Extraordinary General Meeting was held during last year.**
- **No special resolution was to be carried out through postal ballot last year.**
- **No resolution is proposed to be passed by postal ballot at the ensuing Annual General Meeting.**

5. Disclosures:

(A) Disclosure on Materially significant related Party transaction:

Particulars of the related party transactions are listed out in the Notes of Accounts of Annual Report. However, none of the transactions with any of the related parties were in conflict with the interests of the Company.

(B) Statutory Compliance, Penalties and Strictures:

There were no instances of non-compliance or penalties, strictures imposed on the Company by Stock Exchanges or Securities and Exchange Board of India (SEBI) or any other statutory authority, on any matter related to capital markets, during the last three years.

(C) Whistle blower policy/vigil mechanism:

The Company has adopted Whistle Blower Policy. The Details in this regard have been mentioned in the Board's report forming part of this Annual Report. Also personnel of the Company has not been denied the access to the Audit Committee to report the genuine concern or grievance.

(D) Compliance with mandatory requirements:

The Company confirms that it has complied with all mandatory requirements prescribed in the Listing Regulations / Listing Agreement.

The Company has not adopted any of the Non-mandatory requirements of the Listing Regulations / Listing agreement.

E) Policy on Related Party Transactions:

The Board has approved a policy for related party transactions which has been uploaded on the website of the Company i.e www.purohitconstruction.com.

F) Commodity Risk or Foreign Exchange Risk.:

There are no such activities undertaken by the Company which may have commodity price risk or Foreign Exchange risk.

6. DECLARATION WITH THE COMPLIACNE OF CODE OF CONDUCT

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 / Clause 49 of Listing Agreement, the Company has in place, a Code of Conduct for its Board of Directors and Senior Management of the Company. The Board and the Senior Management of the Company affirms the Compliance with the Code annually. The Code of Conduct is also placed on the website of the Company www.purohit construction.com.

CEO/CFO CERTIFICATION:

Pursuant to the provisions of Regulation 17 (8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Chairman and Managing Director of the Company have issued the Certificate to the Board for the financial year ended on 31st March, 2016.

7. CODE ON PROHIBITION OF INSIDER TRADING

The Market Regulator, SEBI with the objective of bringing the basic framework governing the regime of Insider Trading practices in line with the dynamic global scenario and to tighten the gap of existing norms, notified the new PIT Regulations to be renowned as SEBI (Prohibition of Insider Trading) Regulations, 2015 effective from 15th May, 2015.

The new Regulations seem to be more promising and equipped to ensure better compliance and enforcement. SEBI, via new norms has enhanced the role and responsibilities of the Compliance Officer for compliance of policies, procedures, maintenance of records, monitoring adherence to the rules for the preservance of Unpublished Price Sensitive Information and implementation of codes specified in the Regulations.

Accordingly, the Company substituted its `Code of Conduct for Prevention of Insider Trading and Code of

Corporate Disclosure Practices' by a new "Code of Fair Disclosure" and a "Code of Conduct". The said Code is also available on the website of the Company www.purohitconstruction.com

8. MEANS OF COMMUNICATION:

(a) Financial Results

The Quarterly/ Annual Financial Results were published in English newspaper (Free Press Gujarat)and in vernacular newspaper (Lokmitra) and is also displaying on company's website, **www.purohitconstruction.com.**

(b) News Releases, Presentation etc:

Official news release, press release and presentation made to analysts, institutional investors etc. (if any) are displayed on the website of the Company.

(c) Website:

The Company's Website www.purohitconstruction.com contains a separate dedicated section namely "Investors' Relations" where the useful information for the Shareholders is available.

9. GENERAL SHAREHOLDER INFORMATION:

a) Registered Office and Contact details:

401, Purohit House, Opposite Sardar Patel Stadium, Navrangpura, Ahmedabad 380 009.

CIN: L45200GJ1991PLC015878

Telephone: 079-66620104, E-mail:- cs@purohitconstruction.com, Web: www.purohitconstruction.com

b) 25thAnnual general meeting:

Date: 17th September,2016	Day: Saturday
Time: 10.00 a.m	Venue: Fun- Point Club, Sarkhej-Gandhinagar Highway, Ahmedabad.
Financial Year : Ending on 31st March, 2016.	

c) Financial calendar for F.Y. 2016– 2017 (tentative)

Annual General Meeting	Last week of September, 2016
Unaudited first quarter financial results	Second week of August,2016
Unaudited second quarter financial results	Second Week of November, 2016
Unaudited third quarter financial results	Second Week of February, 2017
Audited annual results	Last Week of May, 2017

d) Date of dividend payment : Not Applicable

e) Listing on Stock Exchange:

Listing on Stock Exchange: BSE Limited (BSE), Mumbai [Scrip Code: 538993], Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 and Ahmedabad Stock Exchange Ltd. (ASE) (Company Code: PCL), Ahmedabad A-2, Kamdhenu Complex, Opposite Sahajanand College, Panjara Pol, Ambawadi, Ahmedabad - 380 015.

f) The Company has paid annual listing fees with both the stock exchanges.

g) Demat ISIN Number in NSDL and CDSL: **INE147J01012**

h) Market Price Data: details of share market price during the financial year 2015-16.

MONTH	HIGH	LOW	CLOSE
April-15	10.00	6.78	6.80
May-15	6.78	5.50	6.17
June-15	7.46	5.26	6.37
July-15	10.30	6.10	9.95
August-15	11.98	9.46	9.88
September-15	10.36	5.97	5.97
Octber-15	6.15	5.01	5.51
November-15	5.50	5.00	5.23
December-15	5.21	4.87	5.00
January-16	5.30	5.10	5.30
February-16	5.72	5.30	5.30
March-16	5.30	5.00	5.11

i) Shares held in Physical and Dematerialised Form:

The Company's shares are compulsorily traded in dematerialized mode. As on 31st March 2016, 65.67 % shares were held in dematerialized form and balance 34.33% shares were held in physical form. Those shareholders whose shares are held in physical form are requested to dematerialized the same at the earliest in their own interest. The demat security code (ISIN) for the equity shares is **INE147J01012.**

j) Distribution of Shareholding (as on March 31, 2016)

a. On the basis of Shares held

No. of Equity Shares Held (Range)	No. of Share holders	% to total Shareholders	No. of Shares held	% to total Shares held
1-500	5059	88.72%	747916	16.98%
501-1000	342	5.99%	307812	6.98%
1001-2000	155	2.71%	236621	5.37%
2001-3000	64	1.12%	160226	3.63%
3001-4000	24	0.42%	82920	1.89%
4001-5000	15	0.26%	73100	1.66%
5001-10000	23	0.40%	179432	4.07%
10001-20000	6	0.10%	98100	2.23%
Above 20000	14	0.28%	2519473	57.19%
Total	**5702**	**100**	**4405600**	**100**

b. On the basis of Category

Sr.	Description	No. of members		No. of shares	
		Nos.	%	Nos.	%
A	**PROMOTER AND PROMOTER GROUP**				
	Indian	08	0.14	1454398	33.01
	Foreign	0	0.00	0	0
	Total (A)	**08**	**0.14**	**1454398**	**33.01**
B	**PUBLIC SHAREHOLDING**				
	INSTITUTIONS	0	0.00	0	0.00
	NON-INSTITUTIONS				
	i. Bodies Corporate	19	0.33	43231	0.98
	ii. Individual	5673	99.46	2700271	61.29
	iii. Clearing Member	0	0.00	0.00	0.00
	iv. Foreign Nationals	1	0.01	7700	0.17
	V. Others	1	0.01	200000	4.54
	Total (B)	**5694**	**99.86**	**2951202**	**66.99**
	Total (A) + (B)	**5702**	**100**	**4405600**	**100**

k) Share Transfer System:

Share Transfers in physical form can be lodged with the Company's Registrar and Share Transfer Agents. The Board of Directors have delegated powers to the Registrar and Share Transfer Agents for effecting share transfers, splits, consolidation, sub-division, issue of duplicate share certificates, rematerialization and dematerialization etc., as and when such requests are received. Shares held in dematerialized form are traded electronically in the Depositories. As at March 31, 2016 no equity shares were pending for transfer.

As per the requirement of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 / Listing Agreement , the Company has obtained the half yearly certificates from a Company Secretary in Practice for due compliance of share transfer formalities.

The Company has also carried out quarterly Secretarial Audit for the reconciliation of Share Capital as required under SEBI Rules and Regulation.

l) Outstanding GDRs/ADRs/Warrants/Any other Convertible Instruments:

The Company does not have any outstanding instruments of the captioned type

m) Change in Shareholders Details:

In case you are holding your shares in dematerialised form (e.g. in electronic mode), communication regarding change in address, bank account details, change in nomination, dematerialisation of your share certificates or other inquiries should be addressed to your DP where you have opened your Demat Account, quoting your client ID number. In case of physical holding of shares, any communication for change of any details should be addressed to our R&T agent of the company M/s. Bigshare Services Pvt. Ltd., as per address mentioned below.

Bigshare Services Private Limited.

Unit : Purohit Construction Limited

A/802, Samudra Complex, Near Klassic Gold Hotel, Girish Cold Drink,

Off C. G. Road, Ahmedabad – 380009, Gujarat

n) Investors Communication:

Share Transfers/Dematerialisation or any other queries relating to Shares of the Company should be addressed to:
M/s. Bigshare Services Pvt. Ltd.
Unit : Purohit Construction Limited
A/802, Samudra Complex, Near Klassic Gold Hotel, Girish Cold Drink,
Off C. G. Road, Ahmedabad – 380009, Gujarat

Investor complaints, if any, may be addressed to –

Mr. Nishitkumar C. Sandhani, Company Secretary, Purohit Construction Limited, 401, Purohit House, Opp. S.P. Stadium, Navrangpura, Ahmedabad-380009 Tel No: 079-66620104 Email: cs@purohitconstruction.com

10. STATUS OF COMPLIANCE WITH DISCRETIONARY REQUIREMENTS:

The Listing Regulations requires disclosures of adoption by the Company of discretionary requirements as specified in Part E of Schedule II of the said regulations, which as the name suggests, the implementation of which is discretionary on the part of the Company. Accordingly, the adoption of the discretionary requirements is given below:

a. The Board:
An office with required facilities for the non executive Chairman is not provided and maintained by the Company. The Company also does not reimburse the expenses incurred by the non-executive Chairman in the performance of his duties.

b. Shareholders Rights:
Since the quarterly, half yearly and annual financial results of the Company are posted on the Company's website, these are not sent individually to the shareholders of the Company. Further, significant events are informed to the Stock Exchanges from time to time and then the same is also posted on the website of the Company under the 'Investors Relations' section. The complete Annual Report is sent to every Shareholder of the Company.

c. Modified opinion(s) in Audit Report:
It is always the Company's endeavour to present unqualified Financial Statements. There is no audit qualification in the Company's Financial Statements for the financial year ended 31st March, 2016.

d. Reporting of Internal Auditor:
The Internal Auditor reports directly to the Audit Committee.

11. Compliance with the Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46:
As per Regulation 15, the provisions of Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 are not applicable to the Company. However by following the spirit of good governance the Company has partially adopted and complied with the requirements of the said regulations.

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

Sd/-
Narendra Purohit
Chairman & Managing Director
(DIN: 00755195)

Date : 12th August, 2016
Place : Ahmedabad

ANNEXURE-H

Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in subsection (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

Name(s) of the related party and nature of relationship	Nature of contracts / arrange-ments / transactions	Duration of the contracts / arrange ments / transactions	Salient terms of the contracts / arrangements / transactions including the value, if any	Justification for entering into such contracts / arrangements / transactions	Date(s) of approval by the Board	Amount paid as advances, if any	Date on which the special resolution was passed in general meeting as required under first provison to Section 188
(a)	(b)	(c)	(d)	(e)	(f)	(g)	(h)
No such transaction							

2. Details of material contracts or arrangement or transactions at arm's length basis:

Name(s) of the related party and nature of relationship	Nature of contracts / arrangements / transactions	Duration of the contracts / arrange ments / transactions	Salient terms of the contracts / arrangements / transactions includ-ing the value, if any:	Date(s) of approval by the Board, if any:	Amount paid as advan-ces, if any
(a)	(b)	(c)	(d)	(e)	(f)
Mr. Narendra Purohit – Managing Director of the Company	Civil works Contracts	3 Years	In tune with market parameters. Annual value of 57.72 Lac.	N.A., Special Resolution passed on 30/09/2015*	NIL
Mr. Narendra Purohit – Managing Director of the Company	Sale of goods	3 Years	Rs. 102.38 lacs	N.A., Special Resolution passed on 30/09/2015*	NIL
Mr. Narendra Purohit – Managing Director of the Company	Reimbursements of Expenditure (Rent)	3 Years	3.71 Lacs	N.A., Special Resolution passed on 30/09/2015*	NIL
Aabhaar Procon LLP	Reimbursements of Expenditure	3 Years	6.03 Lac	N.A., Special Resolution passed on 30/09/2015*	NIL
Mr. Narendra Purohit – Managing Director of the Company – Partner in NSHB Projects	Civil works Contracts	3 Years	1.00 Lac	N.A., Special Resolution passed on 30/09/2015*	NIL

Notes: *All the related party transactions are entered on arm's length basis, in ordinary course of business and at prevailing industrial contract price and terms for said transcation. The Company by following the spirit of good corporate governance practice has taken the approval from members at their Annual General Meeting held on 30th September, 2015.

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

Sd/-
Narendra Purohit
Chairman & Managing Director
(DIN: 00755195)

Date : 12th August, 2016
Place : Ahmedabad

ANNEXURE-I

NOMINATION REMUNERATION POLICY

In terms of section 178 of the companies act, 2013, this policy on nomination and remuneration of directors, key managerial personnel, senior management and other employees of the company has been formulated by the nomination and remuneration committee of the company and approved by the board of directors.

I. The following matters of provisions of the companies act, 2013 have been included and considered while formulating the remuneration policy for the company.

(a) Criteria determining the qualifications, positive attributes and independence of a Director.

(b) Appointment and removal of Directors, Key Managerial Personnel, Senior Management.

(c) Remuneration for the Directors, Key Managerial Personnel, Senior Management and other employees.

(d) Evaluation of performance of the Directors of the Company.

(e) Scope and Role of the Nomination and Remuneration Committee

(f) Disclosures in the Directors' Report

II. OBJECTIVE:

(A) The key objective of this policy is to enable a framework that allows attracting and retaining competitive and skilled human resource in the company and for competitive and fair rewards for the achievement of key deliverables and also aligns with practice in the industry and shareholders' expectations. This policy reviews the compensation package payable to the executive and non-executive directors, key management personnel, the senior management and other employees of the company.

(B) When deciding remuneration, the committee will consider the market scenario, business performance of the company and the remuneration practices in industry.

III. Criteria determining the qualifications, positive attributes and independence of a director and policy for appointment and removal:

(A) <u>Independent directors</u>

1. Qualifications of independent director:-

An independent director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, operations or other disciplines related to the company's business.

2. Positive attributes of independent directors:-

An independent director shall be a person of integrity, who possesses relevant expertise and experience and who shall uphold ethical standards of integrity and probity; act objectively and constructively; exercise his responsibilities in a bona-fide manner in the interest of the company; devote sufficient time and attention to his professional obligations for informed and balanced decision making; and assist the company in implementing the best corporate governance practices.

3. Independence of independent directors:-

An independent director should meet the requirements of section 149, schedule iv of the companies act, 2013.

(B) <u>Other directors and senior management</u>

1. the committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as director or at senior management level and recommend to the board his/her appointment.
2. a person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient/satisfactory for the concerned position.

3. the company shall not appoint or continue the employment of any person as whole-time director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

   Moreover any person appointed shall not continue in the company if the evaluation of his performance is not satisfactory to the nomination and remuneration committee.

(C) Rationale for remuneration framework

1. **Internal ratios:** the compensation package for employees at levels lower than executive directors should be revised in the form of performance increments, structural improvements and cost of living adjustments at regular intervals. This will lead to a compressing of the compensation differential between the lowest and highest levels of executive management.
2. **Compliance & risk parameters:** in view of company law regulations, the compliance roles of executive directors far outweigh that of any other level, and consequently the risk parameters associated with these jobs are of a significantly higher level as compared to the junior levels and accordingly the remuneration should be paid.

IV. Remuneration pattern:

A) Executive directors:

(1) Structure: a summary of the structure set is as mentioned below:

Components	Item	Description	Policy
Base salary	• reflects the person's experience, criticality of the role with the company and the risk factor involved	• consolidated salary fixed for each financial year • this component is also used for paying retiral benefits • paid on a monthly basis	Normally positioned as the highest as compared to the other components.
Short-term incentive	• based totally on the performance of the director	• variable component of the remuneration package • paid on an annually basis	Determined by the nomination and remuneration Committee after year-end based on the evaluation of performance against the pre-determined financial and non-financial metrics.
Long-term incentive	• drive and reward delivery of sustained long-term performance	• variable long-term remuneration component.	Determined by the nomination and remuneration committee and distributed on the basis of time, level and performance.
Retiral benefits	• provide for sustained contribution	• accrues depending on length on service.	Paid post separation from the company as per the rules of the provident fund and gratuity acts.

B) Key management personnel and senior management and other employees:

1. "senior management" shall mean the personnel of the company who are members of its core management team excluding the board of directors including functional heads.
2. the remuneration package of the key management and senior management and other employees comprises of:

- **Fixed remuneration:** this includes a monthly salary such as consolidated pay, variable house rent allowance,

compensatory allowance, utility allowance, interest subsidy on housing loans;

- **Annual allowances:** this consists of leave travel allowance, medical reimbursement and house maintenance allowance.
- **Retrials:** this includes provident fund, gratuity and superannuation, if any.

C) Non-executive directors:

The board is responsible for setting policy in relation to the non-executive directors' fees and reviews them periodically. General policy is to provide fees in line with market practice for similar non-executive director roles in the comparable corporate and institutions in India. Fees paid to the non-executive directors also take account of the company's complexity, the significant travel and time commitments required for attending board and other meetings in India and the risk profile of the company. The remuneration to the non-executive directors should be determined as per the provisions of the companies act, 2013 and related rules framed there under. However the nomination and remuneration committee may from time to time suggest the payment and revision in the same as and when necessary.

D) Remuneration mix:

The total remuneration package is designed to provide an appropriate balance between fixed and variable components with focus on performance related pay so that strong performance is incentivized but without encouraging excessive risk taking.

E) Scope and role of the nomination and remuneration committee ('the committee'):

The committee, in addition to the responsibilities specified as per companies act, 2013, would play a pivotal role in ensuring the governance as follows:

I. Recommend to the board a policy, relating to the remuneration for the directors, key managerial personnel (kmp) and other employees.

II. The nomination and remuneration committee shall while formulating the remuneration policy ensure that:

A) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully.

B) Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.

C) Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

III. The nomination and remuneration committee shall ensure that the remuneration policy is disclosed in the board's report.

F) Disclosures:

Disclosure(s) in board's report should be made by the company as provided in rule 5 of the companies (appointment and remuneration of managerial personnel) rules, 2014 as amended from time to time

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

Sd/-
Narendra Purohit
Chairman & Managing Director
(DIN: 00755195)

Date : 12th August, 2016
Place : Ahmedabad

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To The Members,

Purohit Constructions Limited

We have examined the compliance of conditions of Corporate Governance by Purohit Construction Limited, for the year ended on 31st March 2016, as stipulated in Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with Stock Exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with Stock Exchanges.

We further state that such compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **GATTANI & ASSOCIATES**
Chartered Accountants
FRN: 103097W

Sd/-
SHARAD GATTANI
[Partner]
(Membership no. : 37999)

Date : 12th August, 2016
Place : Ahmedabad

GATTANI & ASSOCIATES

CHARTERED ACCOUNTANTS

1003, Samudra Annexe, Near Hotel Klassic Gold, Ellisbridge, Ahmedabad-380006.

Tel. No.26565824, 26464412, e-mail : gattaniassociates@yahoo.co.in

INDEPENDENT AUDITOR'S REPORT

To the Members of
PUROHIT CONSTRUCTION LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **Purohit Construction Ltd.**, Ahmedabad, which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year then ended on that date and a summary of significant accounting policies along with other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have aken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act. and the Rules framed there under. We conducted our audit in accordance with the Standards issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements and Management representation. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements and Management representation in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Director's, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Auditor's Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the **Annexure A** a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
   c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account
   d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 except that no provision has been made in the account in respect of retirement due of employees.
   e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
   f) With respect to the adequacy of the Internal Financial Controls over financial reporting of the Company and the operating effectiveness of such controls, please refer to our separate report in **Annexure B.**
   g) With respect to the other matters included in the Auditor's Report and to best of our information and according to the explanations given to us :
      i. The Company does not have any pending litigations which may have a material bearing on its state of affairs.
      ii. The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses
      iii. There has been no occasion in case of the company during the year under audit to transfer any sums of Investor Education and Protection Fund.

For **GATTANI & ASSOCIATES**
Chartered Accountants
FRN: 103097W

SHARAD GATTANI
Partner
Membership No. 037999

PLACE : AHMEDABAD
DATE : 30.05.2016

"ANNEXURE A " TO THE AUDITORS REPORT OF EVEN DATE TO THE SHAREHOLDERS OF PUROHIT CONSTRUCTION LIMITED ON THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2016.

Referred to in paragraph 1 under the heading `Report on other legal and regulatory requirements' of our report of even date to the financial statements of the Company for the year ended on March 31, 2016.

Based on the audit procedures performed for the purpose of reporting a true and fair view on the financial statements of the Company and taking into consideration the information and explanations given to us and the books of account and other records examined by us in the normal course of audit, we report that:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) All fixed assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) The title deeds of the properties held by the company are held in it's name.

(ii) The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification.

(iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013 except those in the nature of contractual obligations. Accordingly, the provisions of clause 3(iii) (a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.

(iv) In our opinion and according to the information and explanations given to us, there are no loans, guarantees, and securities granted in respect of which provisions of Section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, the Company has complied with provisions of Section 186 of the Companies Act 2013 in respect of investments made during the year.

(v) The Company has not accepted any deposits from the public.

(vi) According to the information and explanation given to us, the Company is not required to maintain cost records as prescribed under sub section (1) of section 148 of Companies Act, 2013.

(vii) (a) The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues applicable to it and According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, value added tax, cess and other material statutory dues were outstanding at the year end, for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us, no amounts payable in respect of income tax, wealth tax, sales tax, custom duty, excise duty and cess were unpaid on account of any dispute, except the following under income tax:

Sr. No.	Assessment Year	Authority of Appeal	Statute of Demand	Date of Filing of Appeal	Rs. In Lacs
1	2010-11	CIT Appeal-9, Ahmedabad	Section 271(1)(c)	06/04/2015	50.68

(viii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to any bank. Further, the Company does not have any debentures and loan repayable on term taken from financial institution or government.

(ix) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not raised any money by way of initial public offer / further public offer / debt instruments and term loans and hence, reporting under clause 3 (ix) is not applicable to the Company and hence not commented upon.

(x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud on or by the officers and employees of the Company has been noticed or reported during the year.

(xi) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of Section197 read with Schedule V to the Companies Act, 2013.

(xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company and hence not commented upon.

(xiii) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 to the extent applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review hence the provisions of Clause 3(xiv) of the Order are not applicable to the Company and hence not commented upon.

(xv) Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him. Hence the provisions of Clause 3(xv) of the Order are not applicable to the Company and hence not commented upon.

(xvi) According to the information and explanations given to us the company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934 and accordingly the provisions of Clause 3(xvi) of the Order are not applicable to the Company and hence not commented upon.

FOR GATTANI & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 103097W

Place : Ahmedabad
Date : 30.05.2016

SHARAD GATTANI
PARTNER
MEMBERSHIP NO. : 037999

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF PUROHIT CONSTRUCTION LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

To the Members of Purohit Construction Limited

We have audited the internal financial controls over financial reporting of Purohit Construction Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records , and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing as specified under Section 143(10) of the Companies Act, 2013, to the extent applicable to audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial control system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that

(1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

(2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and

(3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override the controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March31,2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR GATTANI & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN: 103097W

Place : Ahmedabad
Date : 30.05.2016

SHARAD GATTANI
PARTNER
MEMBERSHIP NO. : 037999

BALANCE SHEET AS AT 31ST MARCH, 2016

Particulars	Note No.	As at 31st March, 2016 (Rs.)		As at 31st March, 2015 (Rs.)	
I. EQUITY AND LIABILITIES					
(1) **Shareholders' Funds**					
(a) Share Capital	3	44,056,000		44,056,000	
(b) Reserves and Surplus	4	12,572,145		12,171,990	
			56,628,145		**56,227,990**
(2) **NON-CURRENT LIABILITIES**					
(a) Long-term borrowings	5	216,495		451,648	
(b) Deferred tax liabilities (Net)		685,843		1,166,430	
			902,338		**1,618,078**
(3) **CURRENT LIABILITIES**					
(a) Short-term borrowings	6	863,187		8,466,968	
(b) Trade payables	7	3,028,556		5,388,154	
(c) Other current liabilities	8	635,955		77,725,953	
(d) Short-term provisions	9	2,056,188		3,123,130	
			6,583,886		**94,704,205**
TOTAL			**64,114,369**		**152,550,273**
II.ASSETS					
(1) NON-CURRENT ASSETS					
(a) Fixed assets					
(i) Tangible assets	10	10,777,352		13,021,816	
(b) Non-current investments	11	188,505		188,505	
(c) Other non-current Assets	12	10,141,271		8,498,570	
			21,107,128		**21,708,891**
(2) CURRENT ASSETS					
(a) Inventories	13	28,547,051		78,793,004	
(b) Trade receivables	14	1,732,279		21,406,159	
(c) Cash and cash equivalents	15	1,336,536		1,237,593	
(d) Short-term loans and advances	16	11,391,375		29,404,626	
			43,007,241		**130,841,382**
TOTAL			**64,114,369**		**152,550,273**

Notes 1 to 36 attached thereto, form an integral part of Balance Sheet. This is the Financial Statement referred to in our report of even date.

For Gattani & Associates
Chartered Accountants

Sharad R Gattani
Partner
FRN: 103097W

Place : Ahmedabad
Date : 30.05.2016

For and on behalf of the Board of Directors

Narendra M. Purohit
(Chairman & Managing Director)

Mahendra H. Sanghani
(Director)

Sanny R. Parante
(Chief Financial Officer)

Nishitkumar C. Sandhani
(Company Secretary)

PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

	Particulars	Note No.	As at 31st March, 2016 (Rs.)	As at 31st March, 2015 (Rs.)
	INCOME :			
I.	Revenue from operations	17	24,828,941	39,881,746
II.	Other Income	18	723,384	150,670
III.	**Total Revenue**		**25,552,325**	**40,032,416**
IV.	**EXPENDITURE :**			
	Cost of materials consumed	19	10,843,640	14,502,483
	Employee benefit expense	20	3,402,203	2,973,381
	Financial costs	21	1,184,455	1,617,747
	Depreciation and amortization expense	10	2,586,158	1,906,831
	Other expenses	22	6,798,822	17,977,172
	Prior Period Expenses	23	2,500	182,142
V.	**Total Expenses**		**24,817,778**	**39,159,756**
VI.	**Profit before tax (III - V)**		**734,547**	**872,660**
VII.	Tax expense:			
	(1) Current tax		500,000	550,000
	(2) Wealth tax		-	45,000
	(3) Deferred tax		(480,587)	(277,819)
XI.	Profit/(Loss) from the period from continuing operations (VII - VIII)		715,134	555,479
XII.	Profit/(Loss) from discontinuing operations		-	-
XIII.	Tax expense of discounting operations		-	-
XIV.	Profit/(Loss) from Discontinuing operations (XII-XIII)		-	-
VIII.	Profit/(Loss) for the period (After Tax) (VI-VII)		**715,134**	**555,479**
IX.	Earning per equity share:			
	Basic		0.16	0.13
	Diluted		0.16	0.13

Notes 1 to 36 attached thereto, form an integral part of Balance Sheet. This is the Financial Statement referred to in our report of even date.

For Gattani & Associates
Chartered Accountants

Sharad R Gattani
Partner
FRN: 103097W

Place : Ahmedabad
Date : 30.05.2016

For and on behalf of the Board of Directors

Narendra M. Purohit
(Chairman & Managing Director)

Mahendra H. Sanghani
(Director)

Sanny R. Parante
(Chief Financial Officer)

Nishitkumar C. Sandhani
(Company Secretary)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

		31-Mar-16 (Rupees)	31-Mar-15 (Rupees)
A.	**CASH FROM OPERATING ACTIVITY :**		
	NET PROFIT BEFORE TAX & EXTRA ORDINARY ITEMS :	**734,547**	**872,660**
	Adjustment For :		
1	Depreciation	2,586,158	1,906,831
2	Deferred Tax	480,587	277,819
3	Interest Expenses	1,184,455	1,617,747
4	Interest Income	(35,157)	(42,017)
5	Taxes	(500,000)	(595,000)
	Operating Activity Before Working Capital Changes : (a)	**4,450,590**	**4,038,040**
	Adjustment For :		
1	(Increase) / Decrease in Trade & Other Receivables	18,031,179	1,748,066
2	(Increase) / Decrease in Loans & Advances	18,013,251	(4,490,204)
3	(Increase) / Decrease in Inventories	50,245,953	48,255,331
4	(Increase) / Decrease in Current Liabilities	(80,997,125)	(8,366,083)
5	Interest Paid	(1,184,455)	(1,617,747)
	Net Working Capital Changes : (b)	**4,108,803**	**35,529,363**
	Cash Flow before Extraordinary Items : (a-b)	**8,559,393**	**39,567,403**
	Prior Period Item	0	0
	Net Cash Flow from Operating Activities : (A)	**8,559,393**	**39,567,403**
B.	**CASH FLOW FROM INVESTING ACTIVITIES :**		
1	Purchase of Fixed Assets	(656,673)	(1,210,505)
2	Sale of Investments	0	0
3	Interest Received	35,157	42,017
	Net Cash Flow from Investing Activities : (B)	**(621,516)**	**(1,168,488)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES :**		
1	Proceeds from Issue of Share Capital	0	5,000,000
2	Proceeds from / (Repayment of) Long-Term Borrowings	(235,153)	451,648
3	Proceeds from / (Repayment of) short -Term Borrowings	(7,603,781)	(43,162,089)
	Net Cash Flow from Financing Activities : (C)	**(7,838,934)**	**(37,710,441)**
	Net Increase/(Decrease) in Cash & Cash Equivalent: **(A+B+C)=(D)**	**98,943**	**688,474**
	Cash & Cash Equivalents (Opening):		
	Cash on Hand	908,508	173,455
	Balance with Banks	329,085	375,664
	Total : (E)	**1,237,593**	**549,119**
	Cash & Cash Equivalents (Closing):		
	Cash on Hand	233,455	908,508
	Balance with Banks	1,103,081	329,085
	Total : (D+E)	**1,336,536**	**1,237,593**

For and on behalf of the Board of Directors,

Place : Ahmedabad
Date : 30-05-2016

Narendra M. Purohit	Mahendra H. Sanghani	Sanny R.Parante	Nishitkumar C. Sandhani
Chairman & Managing Director	Director	Chife Financial Officer	Company Secretary

AUDITOR'S CERTIFICATE

We have verified the above cash flow statement with the books & records maintained by**"Purohit Construction Limited"** and certify that in our opinion and according to the information and explanations given to us, the above statement is in accordance there with.

For and on behalf of Gattani & Associates
Chartered Accountants

Sharad R Gattani, Partner
FRN: 103097W

Place : Ahmedabad
Date : 30.05.2016

Note No.	Notes to Financial Statements for the Year Ended 31st March, 2016
[1]	**CORPORATE INFORMATION :**
	Purohit Construction Limited is a public company domiciled in India and incorporated under the provisions of Companies Act 1956. The company is engaged in the business of real estate development and execution of civil construction contracts as well as in trading of bullion, metal, metal scrap, building materials, shares, stocks, securities and derivatives.
[2]	**SIGNIFICANT ACCOUNTING POLICIES :**
1.	**BASIS FOR PREPARATION OF FINANCIAL STATEMENTS:**
	a. The financial statements have been prepared and presented under the historical cost convention and materially comply with the accounting standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 2013, unless stated otherwise. b. Company generally follows mercantile system of accounting, recognizing significant items of income and expenditure on accrual basis except in the case of income from investments, income by way of extra work receipts, and income by way of sales of scrap as well as expenses by way of retirement benefits to employees, which are recognized on cash basis.
2.	**USE OF ESTIMATES:**
	The preparation of financial statements in conformity with the generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of income and expenses of the period, assets and liabilities and disclosures relating to contingent liabilities as of the date of the financial statements. Actual results could differ from those estimated. Any revision to accounting estimates is recognized prospectively in future periods.
3.	**FIXED ASSETS:**
	Fixed assets are stated at "HISTORICAL COST" inclusive of cost of acquisition and directly attributable costs such as freight, installation, etc. incurred for bringing the assets to their working conditions. However assets comprising office building and furniture and fixtures are stated at revalued amount.
4.	**DEPRECIATION:**
	Depreciation on Fixed Assets has been provided on "STRAIGHT LINE METHOD" as per useful life prescribed in schedule II to the Companies Act, 2013. Depreciation in the case of any additions/deletions has been provided on pro-rata basis. Depreciation pertaining to revaluation amount of assets has been charged to the Revaluation Reserve.
5.	**INVESTMENTS:**
	Investments being long term in nature are stated at "COST". No provision is made for diminution in the value of the same.
6.	**VALUATION OF INVENTORIES:**
	a. Inventory of building materials verified by the Management is valued at cost. b. Work in progress at the year end has been physically verified, valued and certified by the management based on the terms of agreement with the respective principals. c. Included in WIP is cost of acquisition of land for such project as applicable.
7.	**REVENUE RECOGNITION / ACCOUNTING FOR CONSTRUCTION CONTRACTS:**
	a. In case of construction contracts or part thereof completed during the year, revenue is recognized based on the work bills raised on the principals of such projects. b. In respect of the construction contracts on hand, company recognizes revenue at the year end on the basis of "PERCENTAGE OF WORK COMPLETION" method based on the amounts admitted by principals or certified by the Architect till the year end in accordance with the agreements entered into with the principal. c. In case of sale of goods the revenue is recognized upon dispatch of goods. d. In case of sales of securities the revenue is recognized upon executing contract in that respect.
8.	**CASH FLOW STATEMENTS:**
	The cash flow statement is prepared showing differently, the cash flow from Operating Activities, Investing Activities and Financing Activities during the year.

9.	**PRIOR PERIOD ITEMS:**
	Material items related to earlier period, to the extent distinctly identifiable, are accordingly accounted.
10.	**EMPLOYEE BENEFITS:**
	a. Company's contribution to Provident Fund is charged to Profit & Loss account. b. Gratuity, Leave Encashment and other retirement benefits payable to employees are accounted for on cash basis.
11.	**RELATED PARTY DISCLOSURES:**
	The disclosure in respect of names, relationship, nature and volume of transactions with related parties is made in the accounts. The disclosure has been made by the management which has been relied upon by the auditors.
12.	**EARNINGS PER SHARE:**
	Basic earning per share is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.
13.	**ACCOUNTING FOR TAXES ON INCOME:**
	Tax expense for a year comprises of current tax and deferred tax. Current tax is measured after taking into consideration, the deductions and exemptions admissible under relevant provisions of the Income Tax Act, 1961. Deferred Tax, which is computed on the basis of enacted/ substantially enacted rates, is recognized, on timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred Tax assets are recognized only to the extent there is reasonable certainty of realization thereof in future.
14.	**IMPAIRMENT OF ASSETS:**
	As per an assessment carried out by the management as on the balance sheet date, there is no indication of any substantial loss on account of overall impairment in the value of the assets. In the opinion of the management the assets are likely to recover the value at which these are stated in the accounts, on an overall basis.
15.	**PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:**
	Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent assets are neither recognized nor disclosed in the financial statements. Contingent Liabilities if material are disclosed by way of Notes.
16.	**SALES TURNOVER:**
	Sales Turnover for the period is exclusive of duties and taxes to the extent applicable and is net of sales return.
17.	**EXPENSES:**
	Material known liabilities are provided for on the basis of available information/estimates at the period end.
18.	**BORROWING COSTS:**
	Borrowing Costs specifically identified to the acquisition or construction of qualifying assets is capitalized as part of cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to Profit and Loss Account.
19.	**SEGMENT REPORTING :**
	Based on the nature of business conducted during the year, the management has identified two business segments, viz, Real Estate development/Contract and Trading. The details of revenue, results, assets deployed, etc, for each segment is separately disclosed by way of notes to accounts.

As per our Report of even date

For Gattani & Associates
Chartered Accountants

Sharad R Gattani
Partner
FRN: 103097W

Place : Ahmedabad
Date : 30.05.2016

For and on behalf of the Board of Directors

Narendra M. Purohit
(Chairman & Managing Director)

Mahendra H. Sanghani
(Director)

Sanny R.Parante
(Chief Financial Officer)

Nishit C. Sandhani
(Company Secretary)

NOTES

Note No.	PARTICULARS	F.Y. 2015-2016 (Rupees)		F.Y. 2014-2015 (Rupees)	
[3]	**Share Capital**				
	Authorised Share capital				
	10,000,000 (P.Y. 10,000,000) Equity shares of Rs. 10/- each	100,000,000		100,000,000	
			100,000,000		100,000,000
	Issued, subscribed & fully up paid share capital				
	4,405,600 (P.Y. 4,005,600) Equity shares of Rs. 10/- each	44,056,000		44,056,000	
			44,056,000		44,056,000
	Total		**44,056,000**		**44,056,000**
	Reconciliation of the number of shares outstanding at the beginning and at the end of the reporting period	**F.Y. 2015-2016**		**F.Y. 2014-2015**	
		Number	**Amount**	**Number**	**Amount**
	Shares outstanding at the beginning of the year	4,405,600	44,056,000	4,005,600	40,056,000
	Shares Issued during the year	-	-	400,000	4,000,000
	Shares bought back during the year	-	-	-	-
	Shares outstanding at the end of the year	**4,405,600**	**44,056,000**	**4,405,600**	**44,056,000**
	Shares in the company held by each share holder holding more than 5 percent shares	**F.Y. 2015-2016**		**F.Y. 2014-2015**	
	Name of the Shareholders	No. of Shares held	% of Holding	No. of Shares held	% of Holding
	Narendra M. Purohit	648,700	14.72	648,700	14.72
	Saumil N. Purohit	245,910	5.58	245,910	5.58
	Pranav Hareshbhai Patel	488,300	11.08	488,300	11.08
[4]	**RESERVES & SURPLUS**				
	Other Reserve / fund				
	Surplus				
	Profit & Loss A/c.				
	Balance as per last Balance Sheet	9,336,050		9,079,036	
	Less: Depreciation Adjustment	-		298,465	
	Add: Tranferred from Profit & Loss A/c	715,134		555,479	
	Balance carried to Balance Sheet		10,051,184		9,336,050
	Revalaution Reserve (Assets)				
	Opening Balance	1,835,940		1,946,007	
	Less : Depreciation on Revaluation	314,979		110,067	
			1,520,961		1,835,940
	Security Premium				
	Opening Balance	1,000,000		-	
	Add : Received during the year	-		1,000,000	
			1,000,000		1,000,000
	Total		**12,572,145**		**12,171,990**

[5]	**LONG-TERM BORROWINGS"**				
	Secured				
	- KOTAK MAHINDRA PRIME LTD.	216,495		451,648	
	(excluding instalments payable in next 12 months)				
	(Secured against hypothecation of Vehicle &				
	Personal Guarantee of One of the Director)		216,495		451,648
	Total		**216,495**		**451,648**

Note 5A :- Details of security offered and terms of repayment of Secured Loans

Lender	Amount of loan	Security Offered	Terms of Repayment
- Kotak Mahindra Prime Ltd.	700,000	Hypothecation of Vehicle & Personal Guarantee of One of the Directors	Repayment in 36 eqauted monthly installment of Rs.22750 each

Note No.	PARTICULARS	F.Y. 2015-2016 (Rupees)		F.Y. 2014-2015 (Rupees)	
[6]	**"SHORT-TERM BORROWINGS"**				
	Secured				
	- HDFC BANK - OVERDRAFT	**863,187**		**8,396,398**	
	(Secured by Pledge of Fixed Deposit of Director)		**863,187**		**8,396,398**
	Unsecured				
	Inter Corporate Loans	-		70,570	
			-		70,570
	Total		**863,187**		**8,466,968**
[7]	**"TRADE PAYABLES"**				
	Creditors for Goods	2,680,235		2,721,555	
	Creditors for Expenses	348,321		2,666,599	
	Total		**3,028,556**		**5,388,154**
	The dues to Micro, Small and Medium undertakings out of Trade Payables : Not identified (PY - not identified) The Trade Payables are subject to confirmation and reconciliation.				
[8]	**"OTHER CURRENT LIABILITIES"**				
	Current maturity long term debt				
	Secured				
	Nature of Security and repaymenr referred to in Note 5A				
	- KOTAK MAHINDRA PRIME LTD. Car Loan	235,153		210,890	
	(Installments payable in next 12 Months)				
	(Refer Note 5A for term of repayment and Security)				
			235,153		210,890
	Advance against Booking / Contract				
	Advance against Booking / Contract		-		58,513,152
	Others		146,307		18,802,741
	Statutory Liabilities		254,495		199,170
	Total		**635,955**		**77,725,953**
	Other current liabilities subject to confirmation and reconciliation				
[9]	**"SHORT-TERM PROVISIONS"**				
	Provision for employee benefits		391,688		185,975
	Provision For Expenses		14,500		167,155
	Provision For Taxation		1,650,000		2,770,000
	Total		**2,056,188**		**3,123,130**

Note No. [10] **TANGIBLE FIXED ASSETS AND DEPRECIATION**

DESCRIPTION OF ASSETS	GROSS BLOCK				DEPRECIATION					NET BLOCK	
	AS AT 01-04-2015	*ADD.*	*DED.*	*AS AT 31-3-2016*	*AS AT 01-4-2015*	*Current Year*	*Current Year (Adj.)*	*DED.*	*Total AS AT 31-3-2016*	*AS AT 31-3-2016*	*AS AT 31-3-2015*
Office Building	3778344	627923	0	4406267	779793	482696	0	0	1262489	3143778	2998551
Plant & Machinery	869563	0	0	869563	281766	91395	0	0	373161	496402	587797
Furniture & Fixt.	1925079	0	0	1925079	760505	297279	0	0	1057784	867295	1164574
Vehicles	11625453	0	0	11625453	3698560	1797137	0	0	5495697	6129756	7926893
Office Equipment	1198078	28750	0	1226828	854077	232630	0	0	1086707	140121	344001
Total :	19396517	656673	0	20053190	6374701	2901137	0	0	9275838	10777352	13021816

NOTE: Out of total amount of depreciation of Rs.29,01,194, an mount of Rs.3,14,979/- pertainining to revaluation of assets,has been charged to Revaluation Reserve and balance amount of Rs. 25,86,215 is charged to Profit and Loss account.

Note No. [11] **NON CURRENT INVESTMENTS**

DETAILS OF CURRENT INVESTMENTS

Sr. No.	Name of the Body Corporate	Subsidiary/ Associate/ JV / Controlled Entity / Others	No. of Shares / Units 2015-16	No. of Shares / Units 2014-15	Quoted / Unquoted	Partly Paid / Fully paid	Extent of Holding (%)		Market Value		Amount		Basis of Valuation
							2015-2016	2014-2015	2015-2016	2014-2015	2015-2016	2014-2015	
(1)	*(2)*	*(3)*	*(4)*	*(5)*	*(6)*	*(7)*	*(8)*	*(9)*			*(10)*	*(11)*	*(12)*
(a)	*Investement in Equity Instruments*												
	Non Trade and Quoted												
	Sterling Guaranty & Finance Ltd	**Others**	**12100**	**12100**	**Quoted**	**Fully Paid**	**100%**	**100%**	*** NA**	*** NA**	**181,500**	**181,500**	**At M.V**
											181,500	*181,500*	
(b)	*Non Trade and UnQuoted*												
	Shri Bhagyalaxmi Co-op. Bank Ltd	*Others*	*100*	*100*	*Unquoted*	*Fully Paid*	*100%*	*100%*	*NA*	*NA*	*1,005*	*1,005*	*At Cost*
	Shiv Sankalp Owner's Association	**Others**	**20**	**20**	**Unquoted**	**Fully Paid**	**100%**	**100%**	**NA**	**NA**	**1,000**	**1,000**	**At Cost**
	Total										*2,005*	*2,005*	
(c)	*Investments in Mutual Funds*												
	ICICI-Prudential Flexible Income Plan	**Others**			**Unquoted**	**Fully Paid**	**100%**	**100%**	**6,859**	**NA**	**5,000**	**5,000**	**At Cost**
	Total										*5,000*	*5,000*	
	Grand Total:										*188,505*	*188,505*	

*Note : * No quotation available*

Note No.	PARTICULARS	F.Y. 2015-2016 (Rupees)		F.Y. 2014-2015 (Rupees)	
[12]	**Other Non Current Assets**				
	- Deposits		1,288,864		788,864
	(Of Deposits deposit of Rs 3,50,000 pledged with the Executive Engineer,Ahmedabad-R&B-Division for Registration as Contractor in "B" Class with the Government of Gujarat)				

Deposits include Entities in which Directors are positioned as under :

Particulars	Position	Current Year Amount	Previous year Amount
Narendra M. Purohit - HUF (Rent Deposit)	Karta	500,000	0
Total		500,000	0
-Trade Receivable (Exceeding 12 months)	**5,822,701**		**830,000**

Trade Receivables exceeding 12 months include Entities in which Directors are positioned as under :

Particulars	Director Name	Position	Current Year Amount	Previous year Amount
Shri Siddhi Vinayak Devasthan:Trust	Narendra M Purohit	As Trustee	5,567,816	-
AABHAR PROCON LLP	Narendra M Purohit	As Partner	254,885	-
Narendra M. Purohit	Narendra M Purohit	As Individual	-	-
Total			**5,822,701**	**0**
-Loans and advances		3,029,706		6,879,706

Loans and Advances include Entities in which Directors are positioned as under :

Particulars	Director Name	Position	Current Year Amount	Previous year Amount
Shri Siddhi Vinayak Devasthan:Trust	Narendra M Purohit	As Trustee	1062700	1062700
AABHAR PROCON LLP	Narendra M Purohit	As Partner	1467006	1467006
Total			2,529,706	2,529,706
Total			**10,141,271**	**8,498,570**

[13]	**"INVENTORIES"**				
	Building Material	467,377		411,168	
	Work-in- Progress	28,079,674		78,381,836	
			28,547,051		78,793,004
	Total		**28,547,051**		**78,793,004**

Inventory at the year end is physically verified and valued by the management on the following basis :

a. Inventory of building materials is valued at cost on FIFO basis.

b. Inventory of Work In Progress in respect of the on going construction projects is valued on the basis of the work for the proejct carried out till the year end as certified by the principal or Project Architecht in that respect.

c. Included in WIP is cost of acquition of land for such project as applicable.

Note No.	PARTICULARS	F.Y. 2015-2016 (Rupees)		F.Y. 2014-2015 (Rupees)	
[14]	**"TRADE RECEIVABLES"**				
	Over Six Months	1,544,926		18,567,816	
	Others	187,353		2,838,343	
	Total		**1,732,279**		**21,406,159**

Trade Receivables more than six months old include Entities in which Directors are positioned as under :

Particulars	Director Name	Position	Current Year Amount	Previous year Amount
Shri Siddhi Vinayak Devasthan:Trust	Narendra M Purohit	As Trustee	-	18,567,816
AABHAR PROCON LLP	Narendra M Purohit	As Partner	160,777	-
Total			**160,777**	**18567816**

Trade Receivables less than six months old include Entities in which Directors are positioned as under :

Particulars	Director Name	Position	Current Year Amount	Previous year Amount
AABHAR PROCON LLP	Narendra M Purohit	As Partner	187353	902069
Narendra M. Purohit	Narendra M Purohit	As Individual	0	552125
Total			**187,353**	**1454194**

The Trade Receivables are subject to confirmation and reconciliation.
Trade Receivables include the firms/entities in which Directors are interested :

[15]	**"CASH AND CASH EQUIVALENTS"**				
	Balances with banks				
	In Current Accounts	**976,673**		**202,677**	
	Fixed Deposit with State Bank of India				
	(Pledged with Bank for obtenance of Overdreft Limit)	126,408		126,408	
			1,103,081		329,085
	Cash on hand	**233,455**		**908,508**	
			233,455		908,508
	Total		**1,336,536**		**1,237,593**
[16]	**"SHORT TERM LOANS AND ADVANCES"**				
	Unsecured & Considered good				
	- Advance Receivable In Cash or Kind or in Value to be receivable	43,073		2,731,883	
	- Advances Against Development Rights	9,785,000		24,000,000	
	- Advance Taxes	1,348,493		2,053,980	
	- Advances to Staff	190,020		318,120	
	- Other current Assets	24,789		300,643	
	Total		**11,391,375**		**29,404,626**

The Deposits & Advances are subject to confirmation and reconciliation.

[17]	**"REVENUE FROM OPERATIONS"**				
	Sales of Goods				
	Sales of Goods	10,238,364		-	
			10,238,364		-
	Sale of Services				
	Value of Contractual work completed		14,590,577		39,881,746
	Total		**24,828,941**		**39,881,746**

Note No.	PARTICULARS	F.Y. 2015-2016 (Rupees)		F.Y. 2014-2015 (Rupees)	
[18]	**"OTHER INCOME"**				
	Interest income		37,479		42,017
	Other non-operating income		685,905		108,653
	Total		**723,384**		**150,670**
[19]	**"COST OF MATERIAL CONSUMED/SOLD"**				
	Opening Stock (Materials)	411,168		218,179	
	Add: Purchase During the Year	3,754,480		13,218,445	
	Add: Cartage During the Year	84,433		1,477,027	
	Less: Closing Stock(Materials)	467,377		411,168	
			3,782,704		14,502,483
	Stock in Trade				
	Opening Stock	-		-	
	Add: Purchase During the Year	7,060,936		-	
	Add: Cartage During the Year	-		-	
	Less: Closing Stock	-		-	
			7,060,936		-
	Total		**10,843,640**		**14,502,483**
[20]	**"EMPLOYEE BENEFITS EXPENSE"**				
	Salaries and wages	987,400		656,250	
			987,400		656,250
	Directors' Remuneration & Perquisites		2,220,000		2,115,000
	Contribution to provident and other funds	73,544		69,483	
			73,544		69,483
	Other payments for employees	101,294		111,325	
	Staff welfare expenses	19,965		21,323	
			121,259		132,648
	Total		**3,402,203**		**2,973,381**
[21]	**"FINANCE COSTS"**				
	Interest expenses				
	Bank Interest	1,095,847		1,435,548	
	Other Interest	81,467		173,960	
	Other Borrowing costs	7,141		8,239	
			1,184,455		1,617,747
	Total		**1,184,455**		**1,617,747**

Note No.	PARTICULARS	F.Y. 2015-2016 (Rupees)		F.Y. 2014-2015 (Rupees)	
[22]	**"OTHER EXPENSES"**				
	Operating Expenses				
	Direct Overheads				
	Conveyance Expenses				
	Sub-Contract & Labour Charges	2,917,614		11,290,051	
	Work in Progress Expenses	-		-	
	Repairs & Maintenance-Plant & Machinery	58,581		18,122	
	Technical -Professional Fees/Charges	-		326,228	
	Site Expenses	160,408		127,693	
	Insurance	468,472		236,001	
	Rates and Taxes, excluding taxes on income	448,700		636,087	
			4,053,775		12,634,182
	Administrative Expenses				
	Rent Expenses	375,800		587,814	
	Conveyance Expenses	41,048		71,074	
	Postage, Telegram & Telephone Expenses	111,653		218,252	
	Office Expenses	293,515		399,767	
	Electricity Expenses	208,512		253,601	
	Repairs & Maintenance	191,358		348,364	
	Legal & Professional Charges	853,577		2,820,085	
			2,075,463		4,698,957
	Selling & Distribution Expenses				
	Advertisement & Sales Promotion Expenses	595,984		307,013	
			595,984		307,013
	Foreign Travelling Expenses	73,600		337,020	
			73,600		337,020
	Total		**6,798,822**		**17,977,172**
[23]	**PRIOR PERIOD EXPENSES**				
	Professional Fees	2,500		79,000	
	Service Tax	-		103,142	
			2,500		182,142
	Total		**2,500**		**182,142**
[24]	**CONTINGENT LIABILITIES AND COMMITMENTS (to the extent not provided for)**				
	Contingent liabilities				
	Claims against the company not acknowledged as debt Outstanding Bank Guarantee		Nil		Nil
	Income Tax liability disputed in Appeal		50,68,000		50,68,000
	Other money for which the company is contingently liable		-		14,89,100
	Outstanding premium of KEY MAN INSURANCE POLICY not provided for in the accounts				-
	Sub Total		**5,068,000**		**6,557,100**
	Commitments				
	Estimated amount of contracts to be executed on capital account		Nil		Nil
	Uncalled liability on shares & other investments partly paid		Nil		Nil
	Other commitments				
	Sub Total				
	Total		**5,068,000**		**6,557,100**
	The management has preferred an appeal against the aforesaid demand of Income Tax, being confident of succeeding in the same, it does not propose any provision on that account.				

[25]	The Company had obtained consent from it's share holders to execute the works for Related Parties for a total value of Rs 2050 Lacs vide Special Resolution No. 4 of the Annual General Meeting of the Company held on 30/09/2015.		
[26]	Earning in Foreign Currency : Rs. NIL (P.Y. Nil).		
[27]	Expenditure in Foreign Currency : Nil (P.Y. Rs. 3.37 lacs)		
[28]	Break up of expenditure on employees who are in receipt of remuneration which in aggregate was not less than Rs. 72,00,000/- p.a.		
[29]	**AUDITOR'S REMUNERATION**	**FY-2015-16 (RS.)**	**FY-2014-15 (RS.)**
	Audit Fees	50,000	50,000
	Others	Nil	Nil
[30]	**EARNINGS PER SHARE (EPS)**		
	a) Net Profit/Loss available to Equity shareholders (Numerator use for calculation)	715,134	555,479
	b) No. of Shares	4,405,600	4,405,600
	c) Basic EPS	0.16	0.13
	d) Diluted EPS	0.16	0.13

[31] **DISCLOURE IN RESPECT OF RELATED PARTIES**

Associate Concners

PCL Infracon Pvt Ltd	N.S.H.B. Projects
Abhaar Procon LLP	Status Finstocks Pvt. Ltd.
Shree Siddhivinayak Devstahan Trust	

Key Management Personnels

Narendra M. Purohit	NishitKumar B. Gohil
Saumil N. Purohit	Jagrutiben H. Shah
Mahendra H. Sangani	Nishitkumar C. Sandhani (C.S.)
Kumudchandra I. Shevaria	Sanny R. Parante (C.F.O.)

Relatives of Key Management Personnel

Hemlata N. Purohit	Vandnaben M Sanghani	Saumil N Purohit
Deepkiran S. Purohit	Harkishandas Sanghani	Malay Shah
Ami M. Shah	Kantaben H Sanghani	Nirag Choksi
Urvi N. Chokshi	Bhavin M sanghani	Sapan Parikh
Forum S. Parikh	Ashokbhai Sanghani	Bhanumati Joshi
Narendra Purohit HUF	Shashikant Sanghani	Jayaben Panadya
Saumil Purohit HUF	Urveshi H Shah	Ramila Pandya
Hiten Shah	Bhikhabhai M Gohil	Sundira Joshi
Pravin Sanghvi	Nainaben B Gohil	Arman S Purohit
Hansa Sanghvi	Mital J Parmar	Anaisha S Purohit
Sankeet Sanghvi	Iviran B Chauhan	Narendra Purohit
Vidushi Shah	Hemlata N. Purohit	Kashamira K Sheravia
Jignesh Sanghvi	Maganlal j purohit	Ishvarlal M Sheravia
Parul Shah	Dahiben M purohit	Pranav K Sheravia
		Rudhi P Sheravia

Transaction	Associates/ Enterprise over which Key Management Personnel exercise Significant Influence (Rs In Lacs)	Key Management Personnel & Relatives (Rs In Lacs)	Total Amount (Rs In Lacs)
Incomes			
Contract Work Executed	0.00	57.72	57.72
Sale of goods		102.38	102.38
Expenses			
Sub Contract Charges paid	0.00	0.00	0.00
Rent Expenses	0.00	3.71	3.71
Salary & Remuneration	0.00	25.05	25.05
Outstanding at Beginning of year			
Unsecured Loans	0.00	0.00	0.00
Deposits	0.00	0.00	0.00
Advances	25.30	0.00	25.30
Trade Recevables	194.70	5.52	200.22
Trade Payables	3.85	0.10	3.95
Advances received against contract	0.00	284.31	284.31
Outstandings at the End of Year			
Unsecured Loans	0.00	0.00	0.00
Deposits	0.00	5.00	5.00
Advances	25.30	0.00	25.30
Trade Receivables	61.71	0.00	61.71
Trade Payables	1.00	0.00	1.00
Advances received against contract/project	0.00	0.00	0.00

[32] The deferred tax liability has been provided for in the books on the differential in carrying value of assets as per the financial statements and those as per the Tax statement.

Particular	31/03/2016 (Rupees)
Arising on Account if timing difference in carrying Amount of fixed assets in the	
1. Financial Statement	10,777,352
2. Income Tax statement	8,557,795
Difference in carrying amount	2,219,557
3. Deferred Tax Liabilities / Assets (Closing)	**685,843**
4. Deferred Tax Liabilities / Assets (Opening)	1,166,430
5. Deferred Tax provision for the year	**(480,587)**

[33] **Segment Reporting**

The management has identified two business segments, viz, Construction Contract / Development and Trading segments.

Details of Revenue, Results as well as Assets and Liabilities deployed in these segments are as under.

Particulars	Real Estate Development & Contracting Segment	Segment Trading	Total
Revenue			
External Revenue	145.91	102.38	248.29
Inter-segment Revenue	0.00	0.00	0.00
Total Segmental Revenue	145.91	102.38	248.29
Unallocated Revenue			7.23
TOTAL REVENUE	145.91	102.38	255.52
Segment Expenditure	78.35	70.61	148.96
Unallocated Expenditure			99.41
TOTAL EXPENDITURE	78.35	70.61	248.37
Profit / (Loss)	6.04	31.77	7.15
Other Information			
Segment Assets	484.60	5.00	489.60
Unallocated Assets			151.55
Total Assets	484.60	5.00	641.14
Segment Liabilities	6.61	23.67	30.29
Unallocated Liabilities			610.86
Total Liabilities	**6.61**	**23.67**	**641.14**

[34] Figures are rounded off to the nearest Rupees.

[35] The Accounts have been prepared and presented as per the Schedule III to the Companies Act, 2013. Accordingly all the assets and liabilities are bifurcated into current and non-current based on perception of the Management in that respect. The previous year figures have also been regrouped accordingly.

[36] Figures stated in bracket are those in relation to the previous year.

As per our Report of even date

For **GATTANI & ASSOCIATES**
Chartered Accountants

SHARAD GATTANI
Partner
FRN: 103097W

PLACE : AHMEDABAD
DATE : 30.05.2016

For and on behalf of the Board of Directors
Narendra M. Purohit
(Chairman & Managing Director)

Mahendra H. Sanghani
(Director)

Sanny R.Parante
(Chief Financial Officer)

Nishitkumar C. Sandhani
(Company Secretary)

PUROHIT CONSTRUCTION LIMITED

CIN NO.: L45200GJ1991PLC015878

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

ATTENDANCE SLIP

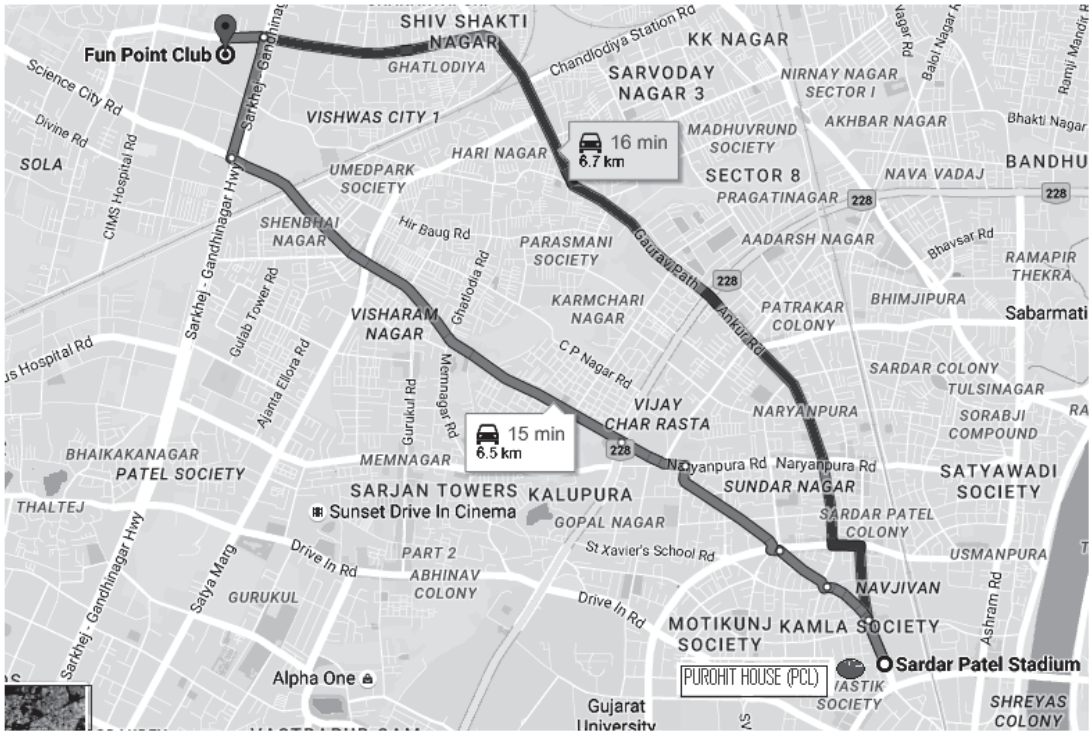
To be handed over at the entrance of the Meeting Hall

I hereby record my presence at Twenty Fifth Annual General Meeting of Purohit Construction Limited held on 17th September, 2016 at 10.00 a.m. at Fun- Point Club, Sarkhej-Gandhinagar Highway, Ahmedabad- 382 481.

DP ID	Client ID	Folio No.	No. of Shares Held

Full Name of Shareholder (In block letters) _____ Signature _____

Full Name of Proxy (In block letters) _____ Signature _____



Landmark : Near by Gujarat High Court

PUROHIT CONSTRUCTION LIMITED

CIN NO.: L45200GJ1991PLC015878

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

PROXY FORM

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

Name of Member(s): _____

Registered Address: _____

E-mail Id: _____

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

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

(1) Name: _____ Email ID: _____

Address: _____

_____ Signature: _____

(2) Name: _____ Email ID: _____

Address: _____

_____ Signature: _____

(3) Name: _____ Email ID: _____

Address: _____

_____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the twenty fifth Annual General Meeting of the Company to be held on 17th September, 2016 at 10.00 a.m.at Fun- Point Club, Sarkhej-Gandhinagar Highway, Ahmedabad- 382 481 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To receive, consider and adopt the Audited Statement of Profit and Loss and statement of Cash Flow for the Financial year ended on 31st March, 2016 and the Balance Sheet as on that date along with the Directors' and Auditors' Report thereon.
2. To appoint a Director in place of Shri Saumil N Purohit (DIN 01861110), who retires by rotation and being eligible offers himself for re-appointment.
3. Appointment of Statutory Auditors M/s. Gattani & Associates, Chartered Accountants and fixation of their remuneration.
4. To approve Related Party Transaction.

Signed this _____ day of _____2016

Affix Revenue Stamp

Signature of Shareholder: _____

Signature of Proxy holder(s): _____

Note: 1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at 401, Purohit House, Opp. Sardar Patel Stadium, Navrangpura, Ahmedabad -380009 not less than 48 hours before the commencement of the Meeting.

2. Those Members who have multiple folios with different jointholders may use copies of this Attendance slip/Proxy.

BOOK-POST
PRINTED MATTER

To,

PUROHIT CONSTRUCTION LIMITED
Regd. Office : 401, "Purohit House",
Opp. Sardar Patel Stadium, Navrangpura,
Ahmedabad-380 009. Ph. 66620104, 65214001
CIN:L45200GJ1991PLC015878