

NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of **PUROHIT CONSTRUCTION LIMITED** will be held on Monday, September 30, 2024 at 12:30 P.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business and the venue of the meeting shall be deemed to be the registered office of the Company:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the financial statements of the Company including Audited Balance Sheet as at 31st March, 2024 and Statement of Profit and Loss and Cash Flow statement for the year ended on that date together with the Directors’ Report and the Auditors’ Report thereon.
2. To appoint a director in place of Saumil Narendrabhai Purohit (DIN: 01861110), who retires by rotation and being eligible offers himself for re- appointment as a Director.

SPECIAL BUSINESSES:

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

RESOLVED THAT in accordance with the provisions of Sections 196, 197, Schedule V and all other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) read with Articles of Association of the Company and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and such other approvals as are necessary, consent of the Company be and is hereby accorded for affirming the payment of existing remuneration to Shri Narendra Maganlal Purohit (DIN: 00755195), Managing Director of the Company with effect from 1st April, 2025, for his remaining tenure as set out in the Explanatory Statement.

RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of the profits of the Company, the remuneration mentioned in the Explanatory Statement shall be paid to Shri Narendra Maganlal Purohit as minimum remuneration.

RESOLVED FURTHER THAT Board of Directors be and is hereby authorized to revise from time to time during the tenure of the appointment of Shri Narendra Maganlal Purohit, the remuneration payable to him as prescribed in explanatory statement without further approval of members of the Company but with such other approvals, sanctions or permissions, if any, required for such revision in the remuneration.

Date : 14/08/2024
Place : Ahmedabad

BY ORDER OF THE BOARD
FOR PUROHIT CONSTRUCTION LIMITED

REGISTERED OFFICE:

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

Narendra Purohit
Chairman & Managing Director
(DIN: 00755195)

Notes:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular Nos. 20/2020 dated 5th May 2020 and 9/2023 dated 25th September, 2023, and other circulars issued in this respect ("MCA Circulars") has allowed, inter alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM") facility on or before 30th September, 2024. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI Circulars HO/CFD/ CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 ("SEBI Circular") has provided certain relaxations from compliance with certain provisions of the SEBI (LODR) Regulations, 2015 ("Listing Regulations"). Accordingly, in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (LODR) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM, without the physical presence of the members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company. The facility of casting votes by a member using remote e-voting system as well as venue e-voting on the date of the AGM will be provided by NSDL.
2. In compliance with the MCA Circulars and SEBI Circulars Notice of the AGM along with the Annual Report for the financial year 2023-24 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. The Annual Report for the financial year 2023-24 together with the Notice of convening this AGM is available on the website of the Company at www.purohitconstruction.com; Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL at www.evoting.nsdl.com.

Members who have not registered their email address are requested to get their email address registered with their DP in case the shares are held in electronic mode and with Company's Registrar and Share Transfer Agent in case shares are held in Physical Form. This may be treated as an advance opportunity in terms of proviso to Rule 18(3)(i) of the Companies (Management and Administration) Rules, 2014.
3. Since the AGM is being held through VC/OAVM, pursuant to the MCA Circular, the facility to appoint proxy(ies) to attend and cast vote for the members is not available for this AGM and physical attendance of Members has been dispensed with. Hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of its Board or governing body Resolution / Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorization shall be sent to the Scrutinizer by email through its registered email address to evoting@parikhdave.com Members are requested to intimate changes, if any, pertaining to their Name, Postal Address, Email Address, Telephone / Mobile Numbers, Permanent Account Number (PAN), Mandates, Nominations, Power of Attorney, Bank details such as Name of the Bank and Branch details, Bank Account Number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Share Transfer Agent of the Company in case the shares are held by them in physical form.
5. As the meeting is to be convened through VC / OAVM the requirement of attaching the route map for the venue of meeting does not arise.
6. Statement pursuant to provisions of Section 102 of the Companies Act, 2013 and SEBI Listing Regulations, in respect of special business in the annual general meeting is annexed herewith and forms integral part of the Notice.
7. SEBI Master circular no. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/ 70 dated 17th May, 2023 provides simplified norms for processing investor's service request, the shareholders holding shares in Physical mode are mandatorily require to record their PAN, Address with PIN code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination with the Company/ Registrar & Share Transfer Agent (RTA) of the Company. Shareholders are also requested to make sure that their PAN is successfully linked with Aadhaar Card. Original cancelled cheque leaf bearing

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

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

8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL on all resolution set forth in this Notice.
9. SEBI vide circular nos. SEBI/HO/OIAE/OIAE_IAD- 1/P/CIR/2023/131 dated July 31, 2023 and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023 read with master circular no. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated August 11, 2023, had issued guidelines towards an additional mechanism for investors to resolve their grievances by way of Online Dispute Resolution ('ODR') through a common ODR portal. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievance with the Company/its Registrar and Share Transfer Agent directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through our website. Members can access the SEBI Circulars on the website of SEBI at <https://www.sebi.gov.in/> and the same are also available on the website of the Company at <https://www.purohitconstruction.com/>
10. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
11. In light of the above MCA Circulars, the shareholders who have not submitted their email addresses and in consequence to whom the Notice of AGM along with Annual Report could not be serviced, may temporarily get their e-mail addresses registered with the Company's Registrar and Share Transfer Agent or with the Company by sending an e-mail at cs@purohitconstruction.com. Post successful registration of the e-mail address, the shareholder would get soft copy of Notice of AGM along with Annual Report with user-id and the password to enable e-voting for AGM. In case of any queries, shareholder may write to the Company at cs@purohitconstruction.com to Registrar and Transfer Agent. Only those Shareholders whose name is recorded in the Register of Members or

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

12. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
13. Members who would like to express their views or ask questions during the AGM may register themselves at cs@purohitconstructions.com. The Speaker Registration will be open till Monday, September 23, 2024. Only those Members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
14. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 23, 2024 through email on cs@purohitconstruction.com. The same will be replied by the Company suitably. All the documents, if any, referred to in this notice are available for inspection of the members at the Registered Office of the Company on any working day except Saturday, between 10:00 a.m. to 1:00 p.m. up to the conclusion of this meeting.
15. Brief Profile of Directors seeking appointment / re-appointment at the Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the ICSI, are given below:

Name of Director	Saamil Narendrabhai Purohit	Narendra Maganlal Purohit
DIN	01861110	00755195
Date of Birth	21/09/1983	01/05/1955
Date of Appointment	01/01/2010	01/04/2007
Qualification, Experience and Expertise	Commerce Graduate Finance and Strategic business planning.	Commerce Graduate Management, Finance and Strategic business planning.
Terms and conditions of appointment / re-appointment	Liable to retire by rotation	As per Explanatory Statement annexed to this notice
Shareholding in the Company as on 31st March, 2024	4,45,910 (10.12%)	8,48,700 (19.26%)
Disclosure of relationship between Directors inter-se	Son of Narendra Purohit, Managing Director	Father of Saamil Purohit, Managing Director
Promoter / Non-Promoter	Promoter	Promoter
No. of Board meetings attended in the F.Y.: 2023-24	5/5	5/5
*Details of Directorship held in other Companies as on 31/03/2024	NIL	NIL
#Details of Membership/Chairmanship of Committee as on 31/03/2024	NIL	NIL
Listed entities from which the person has resigned in the past 3 years.	NIL	NIL

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

#Under this column, membership / Chairmanship of Audit Committee and Stakeholders Relationship Committee only is considered.

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

The remote e-voting period begins on Friday, September 27, 2024 at 10:00 a.m. (IST) and ends on Sunday, September 29, 2024 at 5:00 p.m. (IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, September 20, 2024 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.

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

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

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

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

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

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

Details on Step 1 is mentioned below:

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

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

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

4. Your User ID details are given below:

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

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

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

Details on Step 2 is given below:

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

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

General Guidelines for shareholders

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

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **cs@purohitconstruction.com**
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **cs@purohitconstruction.com**
3. Alternatively shareholders may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on 'e-voting facility provided by Listed Companies' read with SEBI Master Circular No. SEBI/HO/CFD/ PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

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

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under

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

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views / have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cs@purohitconstruction.com. The same will be replied by the company suitably.
6. Any person who acquire shares and become Member of the Company after the date of dispatch of this Notice and holding shares as on the cut-off date, may obtain the login ID and password by following the instructions as mentioned in the Notice or sending a request at evoting@nsdl.com.
7. The Board of Directors appointed Shri Uday Dave failing him Shri Umesh Parikh, Partner of Parikh Dave & Associates, Practicing Company Secretaries, Ahmedabad as the Scrutinizer to scrutinize the remote e-voting process and voting process at AGM in a fair and transparent manner.
8. The Scrutinizer will, after the conclusion of e-voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company: www.purohitconstruction.com and on the website of www.evotingindia.com. The result will simultaneously be communicated to the Stock Exchange.
9. Members holding shares in electronic form are requested to intimate immediately the change, if any in their registered address to their Depository Participants with whom they are maintaining their de-mat accounts. Members holding shares in physical form are requested to intimate any such change to the Company or its Share Transfer Agent i.e. Bigshare Services Pvt. Ltd., quoting their folio numbers.
10. Members holding shares in demat form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service [NECS], Electronic Clearing Services [ECS] mandates, nominations, power of attorneys, change in address, change of name, email address, contact numbers, etc. if any to their Depository Participant [DP]. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agents to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company or Bigshare Services Pvt. Ltd., Registrar and Transfer Agents of the Company.
11. Pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018-49 dated 30th November, 2018, all shareholders holding equity shares in physical form are informed that requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 1st April, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company promptly.

12. Mr. Nishitkumar Sandhani, Company Secretary & Compliance Officer of the Company, shall be responsible for addressing all the grievances in relation to this Annual General Meeting including e-voting. His contact details are - Email: cs@purohitconstructions.com.

Other Information:

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

EXPLANATORY STATEMENT

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

Item No. 3:

Shri Narendra Purohit was re-appointed as a Managing Director of the Company with effect from 1st April, 2022 for a period of 5 years. In compliance of Schedule V of the Companies Act, 2013 the term of payment of remuneration was approved for the term of 3 years i.e. till 31st March, 2025.

Looking to the above requirement of payment of remuneration for a period not exceeding three years, which was approved by members at their Annual General Meeting held on August 12, 2022, now it would be necessary to get the approval of members for payment of remuneration to him for his remaining tenure of appointment.

The Board of Directors has considered it appropriate and advisable to affirm payment of his existing remuneration with effect from 1st April, 2025 for his remaining tenure. The Audit Committee has approved and Nomination and Remuneration Committee have recommended to continue the payment of existing remuneration to him. The terms and conditions of his remuneration are as under:

- A. Salary: Up to Rs. 1,40,000/- (Rupees One Lakh Forty Thousand only) per month subject to increment of up to 20% p.a. as may be decided by Board of Directors.
- B. In addition to the salary he shall be entitled to the perquisites as listed below, which shall not be included in the computation of ceiling of remuneration specified herein above:
 - a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these singly of together are not taxable under the Income-Tax Act.
 - b) Gratuity payable shall not exceed half a month's salary for each completed year of service.
 - c) Encashment of leave at the end of the tenure.

In case the Company has no profits or the profits are inadequate in any financial year during the term of office, the Managing Director shall be entitled to receive the above salary and perquisites as minimum remuneration, however in any case, the total remuneration shall not exceed the limit as specified in Schedule V of the Companies Act, 2013.

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

The Managing Director will be entitled to the earned privilege leave on full pay and allowance as per the rules of the Company not exceeding one month leave for every eleven months of service.

The Managing Director shall not be liable to retire by rotation.

The Managing Director shall not be entitled to receive any sitting fee for attending the meetings of the Board of Directors or committee thereof from the date of this appointment.

As per the provision of Sections 196, 197, Schedule V and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the payment of remuneration to Managing Director requires approval of the shareholders in the General Meeting by way of Special Resolution.

The Board of Directors is of the view that Shri Narendra Purohit fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder. Your Directors, therefore, recommend passing of the proposed resolution seeking approval to continue to pay the existing remuneration as mentioned above to Shri Narendra Purohit, Managing Director of the Company as a Special Resolution with or without modification.

PUROHIT CONSTRUCTION LIMITED

Except Shri Narendra Purohit, being an appointee, Shri Saumil Purohit being relative, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution.

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

I. General Information:

1. Nature of Industry: Construction and trading of construction material
2. Date or Expected Date of Commencement of commercial production: Not applicable as the company has already undertaken commercial operations.
3. In case of New Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable

4. Financial performance:

(Rs. In Lakh)

Particulars	2023-24	2022-23
Total Income	0.05	120.43
Depreciation	0.70	1.14
Profit Before Tax	-43.98	-76.06
Provision for Income Tax	0	0
Provision for Deferred Tax	2.25	0.29
Profit After Tax	-46.24	-75.77
No. of Equity shares (face value Rs. 10)	4405600	4405600
Earnings per Share (Rs.)	-1.06	-1.72

5. Export performance based on given indicators:

Particulars	2023-24	2022-23
Foreign Exchange Earning	NIL	NIL
Foreign Exchange Outgo	NIL	NIL

6. Foreign investments or Collaboration, if any: The company did not have any foreign investments or collaborations.

II. Information about the appointee:

1. Background details: Shri Narendra Purohit is a Commerce Graduate and has been associated with the Company for more than 15 years. He is actively involved in accomplishment of the Company's various projects.
2. Past Remuneration: Shri Narendra Purohit was paid remuneration of Rs. 1.40 Lakhs per month plus perquisites and benefits during the financial year 2023-24.
3. Recognition and awards: NIL.
4. Job profile and his suitability: Managing Director is required to shoulder the responsibilities of the strategic transactions of the Company and ensuring the smooth functioning of the Company through effective leadership. His in-depth knowledge of the construction sector has strengthened the brand of the company in the market. His leadership has enabled the Company to withstand the stiff competition prevailing in the industry. Hence affirmation of remuneration paid to him as Managing Director is in the interest of the Company.
5. Remuneration proposed: Salary as mentioned above.

6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.: Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by him the remuneration proposed to be paid is commensurate with the remuneration packages paid to his similar counterparts in peer companies.
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.: He has no other pecuniary transactions directly or indirectly in the company except to the extent of his shareholding in the Company and other transactions covered in notes to accounts.

III. Other information:

1. Reasons of Loss or Inadequate Profits: - On account of current economic condition and intense competition in the industry, there is a continued pressure on margins & profitability. Further, the Company has undertaken several initiatives to identify new growth areas and simultaneously restructure existing growth engines.
2. Steps taken or proposed to be taken for improvement: Not Applicable.
3. Expected increase in productivity and profits in measurable terms: The Company being engaged in construction sector, the increase in productivity is dependent on the external factors in terms of the main operations of the company, it is hard to project the future operations and profits. However, there is a strong content and dedication of the management of the company to register the growth in terms of increase in operations as well as the profitability of the company on a year to year basis.

IV. Disclosures:

1. Salary, commission and perquisites: As mentioned above.
2. Notice period: The agreements may be terminated by either party giving the other party six months' notice in writing of such termination.
3. Stock option: The Company has not formulated any scheme for giving stock options to its employees, Managing Director and Executive Directors.

Date : 14/08/2024
Place : Ahmedabad

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

REGISTERED OFFICE:

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

NARENDRA PUROHIT
CHAIRMAN & MANAGING DIRECTOR
(DIN: 00755195)