



24th

ANNUAL REPORT
2014-2015

Purohit Construction Limited

**CHAIRMANS' LETTER**

Dear Members,

It gives me an immense pleasure to extend a warm welcome to all the members of the company at the 24th Annual General Meeting. I am pleased and elated to note the keen level of interest in **Purohit Construction Limited**.

We are single focused construction company managing in a responsible way. In a span of 24 years of concerted efforts, the foundations are firmly set. Today Purohit Construction Limited is one single family of about 20 strong dedicated and motivated workforces striving towards enviable success and a brighter future.

OUR GOAL is to consolidate our position as one of the leading construction Company, with an accent on future projections to achieve a strong profitability.

Your Company remains committed to providing quality products, exemplary customer service, achieving business objectives with social, responsibility and enhancing stakeholder value. We remain cautiously optimistic on delivering results with improved returns on capital employed. Good Governance has always been a part of our business philosophy and will continue to be so as we move into the future. Your Directors firmly believe in acting with integrity and upholding the highest standard of Corporate Governance.

I would like to thank all our colleagues for their hard work and valued contribution during 2014-15. Together we have much to look forward to as we strive to make our Company even stronger and continue to focus on delivering for our customers. I also thank all our customers, suppliers, bankers, investors for their support and last but not the least, all our employees for their hard and sincere work.

Thank you for your support. Together, here's wishing Purohit Construction even greater success.

Yours truly,

NARENDRA PUROHIT
CHAIRMAN & MANAGING DIRECTOR
(DIN: 00755195)

Contents:

Corporate Information	24th Annual General Meeting
Notice	Date: 30 th September, 2015
Directors' Report	Day: Wednesday
Report of the Directors on Corporate Governance	Time: 10.00 a.m
Management Discussion and Analysis Report	Place: Fun-Point Club,
Independent Auditors' Report	Sarkhej – Gandhinagar Highway,
Balance Sheets	Ahmedabad-382-481
Profit & Loss Statement	
Cash Flow Statement	
Notes forming part of the Accounts	

CORPORATE INFORMATION

BOARD OF DIRECTORS:	Shri Narendra Purohit, Shri Saumil Purohit, Shri Nishit B Gohil, Shri Mahendra Sanghani, Shri Kumudchandra Sheravia Smt. Jagruti Shah	Chairman & Managing Director Jt. Managing Director Independent Director Independent Director Non Executive Director Independent Director
CHIEF FINANCIAL OFFICER:	Shri Ishwarbhai Soni	
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. Marks & 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	Sharepro Services (India) Pvt. Ltd 416-420, 4th Floor, Devnnadan Mall, Opp. Sanyas Ashram, Ashram Road, Ahmedabad – 380006	

NOTICE

Notice is hereby given that the 24th Annual General Meeting of **PUROHIT CONSTRUCTION LIMITED** will be held at Fun- Point Club, Sarkhej-Gandhinagar Highway, Ahmedabad- 382 481 on Wednesday, 30th September, 2015 at 10:00 a.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider, approve and adopt the Audited Statement of Profit and Loss and statement of cash flow for the Financial year ended on 31st March, 2015 and the Balance Sheet as on that date along with the Directors' and Auditors' Report thereon.
2. To appoint a Director in place of Shri Narendra Maganlal Purohit (DIN 00755195), who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as an **ORDINARY RESOLUTION:**

"RESOLVED THAT pursuant to the provisions of section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and of the Companies (Audit and 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 **Special Resolution:**

"RESOLVED THAT in supersession of all the earlier resolutions passed at the previous Annual General Meeting of the Company in terms of provisions of Section 188 and other applicable provisions of the Companies Act, 2013 and Rules notified there under and Clause 49 of the Listing Agreement executed between the Company and Stock Exchanges, 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 2015-16 and 2016-17, as mentioned below:

Name of the related party	Type of transactions	Maximum amount per annum (Rs. in Lacs) 2015-2016	Maximum amount per annum (Rs. in Lacs) 2016-2017
Mr. Narendra M Purohit	<ul style="list-style-type: none"> - Civil Construction work and others work - Land Development - Reimbursements of income / expenditure 	850.00	700.00
Aabhaar Procon LLP	<ul style="list-style-type: none"> - Civil Construction work and others work - Land Development - Reimbursements of income / expenditure 	950.00	850.00
Shree Siddhivinayak Devsthan Trust	<ul style="list-style-type: none"> - Reimbursements of income / expenditure - Civil Construction 	250.00	150.00

	work and others work		
--	-------------------------	--	--

"FURTHER RESOLVED THAT consent of the members be and is hereby accorded for ratification of the aforesaid related party transactions already entered into by the Company, if any exceeding the threshold limits as specified in Rule 15(3) of the Companies (Meeting of Board and its Powers) Rules, 2014 and which are material in nature in terms of Clause 49(VII) of the Listing Agreement.

"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**

Date: 13th August, 2015

Place: Ahmedabad

REGISTERED OFFICE:

401, Purohit House,
Opp Sardarpatel Stadium
Navrangpura, Ahmedabad-380009

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

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. The Register of Members and share transfer book of the Company shall remain closed from Sunday 27th September 2015 to Wednesday 30th September 2015 (both days inclusive).
4. 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.
5. 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.
6. 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

7. The annual accounts, the reports and all other documents required under the law to be annexed thereto and referred to in the accompanying notice and explanatory statement are available for inspection during working hours at the Registered Office of the Company on any working day upto 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.
8. 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
9. Copies of the Annual Report for the year 2014-15 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.
10. Information required to be furnished under the Listing Agreement, as required under the Listing Agreement with the Stock Exchanges, the particulars of Directors who are proposed to be re-appointed, are given below:

Name of Director	Date of Birth	Date of Appointment	Qualification and Expertise	Shareholding in the Company
Shri Narendra Maganlal Purohit	01/05/1955	01/04/1993	B.com, 25 years of Experience and has held numerous roles across the globe throughout career.	6,48,700 (14.72%)

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

11. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders / beneficial owners.
12. Members holding shares in demat form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service [NECS], Electronic Clearing Services [ECS] mandates, nominations, power of attorneys, change in address, change of name, email address, contact numbers, etc., if any to their Depository Participant [DP]. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agents to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company or Sharepro Services (India) Private Limited, Registrar and Transfer Agents of the Company.
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. E-voting means:

In compliance with provisions of section 108 of the Act and Rule 20 of The Companies [Management and Administration] Rules, 2014 and clause 35B of the Listing Agreement, 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 results declared along with the Scrutinizer's Report. The result along with Scrutinizer's Report will be available on Company's website www.purohitconstruction.com and website of agency www.evotingindia.com immediately after result is declared. The Company shall simultaneously forward result to BSE Limited (BSE) and Ahmedabad Stock Exchange (ASE) where Equity shares of the Company are listed, within 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 Saturday, 26th September, 2015 [10:00 a.m.] and ends on Tuesday, 29th September, 2015 [5:00 p.m.]. During this period, Members holding shares either in physical form or demat form, as on 23rd September, 2015 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.

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.

18. E-Voting facilities:

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

- (a) Click on "Shareholders" to cast your vote(s)
- (b) Select the Electronic Voting Sequence Number (EVSN) i.e. **"150827080"** 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.
- (f) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. The Sequence Number is printed on Cover letter. 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.

- (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. **150827080** 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 email to the scrutinizer on evoting@parikh-dave.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 id: cs@purohitconstruction.com
Registrar and transfer agent	SHAREPRO SERVICE (INDIA) PRIVATE LIMITED
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@parikh-dave.com

Date: 13th August, 2015

Place: Ahmedabad

REGISTERED OFFICE:

401PurohitHouse,Opp. Sardar Patel Stadium
Navrangpura, Ahmedabad-380009

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

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

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT 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 Clause 49 of the Listing Agreement executed between Company and Stock Exchanges, the consent of the Members by special 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 in 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	- Related party to Abhaar Propocon LLP - Related party to Shree Siddivinayak Devasthan Trust
- Aabhaar Propocon LLP	- Related party to Mr. Narendra Purohit
- Shree Siddivinayak Devasthan Trust	- Related party to Mr. Narendra Purohit

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, None of the others Directors and key managerial personnel and / or their relative is concerned 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 Clause 49 of the Listing Agreement.

Date: 13th August, 2015

Place: Ahmedabad

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

REGISTERED OFFICE:

401 Purohit House, Opp Sardar patel Stadium
Navrangpura, Ahmedabad-380009

Sd/-

Narendra Purohit

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