



we build tomorrow's world

# PUROHIT CONSTRUCTION LIMITED

CIN : L45200GJ1991PLC015878



Date: 24<sup>th</sup> August, 2022

To,  
The Manager (Listing)  
BSE Limited,  
Phiroze Jeejeebhoy Tower,  
Dalal Street,  
Mumbai-400001

Dear Sir,

**Sub.: Submission of Minutes of 31<sup>st</sup> Annual General Meeting held on 12<sup>th</sup> August 2022**

**Scrip Code: 538993**

Please find enclosed herewith Copy of Minutes of the 31<sup>st</sup> Annual General meeting held on 12<sup>th</sup> August, 2022.

Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully

For Purohit Construction Limited



Nishit Sandhani  
Company Secretary

Encl: Above mention





we build tomorrow's world

# PUROHIT CONSTRUCTION LIMITED

CIN : L45200GJ1991PLC015878



Minutes of the 31<sup>st</sup> Annual General Meeting of the members of **PUROHIT CONSTRUCTION LIMITED** held at 11.00 a.m. on Friday, the 12<sup>th</sup> day of August, 2022 through Video conferencing (VC) Facility / Other Audio Visual Means (OAVM).

## Directors who joined the meeting through VC facility:

Sr. No.	Name of the Director	Designation	Place from where the meeting attended
1.	Shri Narendra Purohit	Chairman and Managing Director	Ahmedabad
2.	Shri Saumil Purohit	Joint M.D & CFO	Ahmedabad
3.	Shri Mahesh Gadhvi	Independent Director	Ahmedabad
4.	Shri Mahendra Sanghani	Independent Director - Chairman of the Audit Committee, Nomination and Remuneration Committee & Stakeholders Relationship Committee	Ahmedabad
5.	Shri Jagriddhen Shah	Independent Director	Ahmedabad
6.	Shri Karan Shah	Additional Director	Ahmedabad
7.	Shri Damodar Shah	Additional Director	Ahmedabad
8.	Shri Rajma Dyer	Additional Director	Ahmedabad

## Other panelists who joined the meeting through VC facility:

Sr. No.	Name	Designation	Place from where attended the meeting
1.	Shri Nishit Sandhani	Company Secretary & Compliance Officer	Ahmedabad
2.	Shri Sunny Parekh	Statutory Auditors Partner of Parekh Parekh & Associates, Chartered Accountants	Ahmedabad
3.	Shri Parash Rupabhinna	Internal Auditors Proprietor of Parash Rupabhinna & Co, Chartered Accountants	Ahmedabad
4.	Shri Vicky Dave	Secretarial Auditors, Scrutinizer- Partner of Parikh Dave & Associates, Company Secretaries.	Ahmedabad





## **CHAIRMAN:**

Shri Narendra Purohit, Chairman of the Meeting occupied the chair.

## **QUORUM:**

The Company Secretary confirmed that requisite number of members of the Company joined the live stream facility available on National Securities Depository Limited (NSDL) platform and as necessary quorum, as required in the provisions of Companies Act, 2013 being present, he announced the meeting to be in order.

~~32. Members, joined the meeting through Video Conference, / Other Audio Visual Means including authorised representatives.~~

Since the meeting was convened through VC / OAVM, the facility of appointing proxy was not provided in accordance with the various circulars issued by MCA and SEBI.

## **INTRODUCTION:**

The Company Secretary announced that in compliance of various circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India, the 31<sup>st</sup> Annual General meeting of the Company was held through Video Conferencing ('VC') / Other Audio Visual Means (OAVM) to seek the approval of members of the Company on resolutions set out in the Notice convening the Annual General Meeting and he further announced that Chairman and Managing Director, Joint Managing Director & Chief Financial Officer, Chairman of Audit Committee, Stakeholder Relationship Committee and Nomination & Remuneration Committee, Independent Directors, Statutory Auditors, Internal Auditor, Secretarial Auditors & Scrutinizers and other panelists of the Company had joined the meeting through video conferencing.

## **CHAIRMAN ADDRESS TO THE MEMBERS:**

The Chairman greeted and welcomed the shareholders to the 31<sup>st</sup> Annual General Meeting.

Thereafter, Shri. Saumil Purohit, Joint Managing Director & Chief Financial Officer briefed the members about the working of the company.

## **INSPECTION OF STATUTORY REGISTERS:**

It was announced that Register of Members, Register of Directors and KMPs and their Shareholdings, Minutes of the General Meetings, Register of Charges, Register of Contracts and Arrangements and other Statutory Registers, Annual return and all documents referred to in the Notice convening the Annual General Meeting were made available online for inspection for the members throughout the meeting.

## **NOTICE OF THE MEETING:**

With the consent of the Members present, the Notice dated 18.07.2022 convening the 31<sup>st</sup> Annual General Meeting as circulated to the members was taken as read.





### **AUDITORS' REPORT:**

Shri Nishit Sandhani, Company Secretary then stated that there were no qualifications, observations or adverse remarks in the Independent Auditors' Reports and Secretarial Audit Report for the year ended 31.03.2022 and thereafter it was taken as read.

### **QUESTION / QUERIES FROM SHAREHOLDERS AND REPLY TO THE SAME:**

The Company Secretary informed that no Shareholder has been registered him/herself as Speaker for expressing views, questions and queries.

### **REMOTE E-VOTING AND E-VOTING DURING THE AGM:**

Thereafter Company Secretary informed that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, the Company had provided remote e-Voting facility to the members of the Company in respect of ordinary and special businesses to be transacted at the Annual General Meeting. The e-Voting commenced on 9<sup>th</sup> August, 2022 (10:00 a.m.) and ended on 11<sup>th</sup> August, 2022 (5:00 p.m.)

It was also announced that the members who were present in the AGM through Video Conference and had not cast their votes on the resolutions through remote e-voting were eligible to vote through e-voting facility available during the AGM. Company had made arrangement on NSDL portal to provide facility of e-voting during the Annual General Meeting to those members who could not cast their vote by remote e-Voting.

### **SCRUTINIZER REPORT AND RESULT OF E-VOTING:**

The Company Secretary also informed that Parikh Dave & Associates, Company Secretaries have been appointed as Scrutinizer to supervise the process of remote e-voting and e-voting during AGM in a fair and transparent manner.

He further informed that after receipt of Scrutinizer's Report the result of voting would be declared within two working days of the conclusion of this meeting and the same will be available on the website of the Company i.e. [www.purohitconstruction.com](http://www.purohitconstruction.com) and will also be intimated to the Stock Exchange, i.e. BSE and National Securities Depository Limited (NSDL) along with Report of the Scrutinizer, as per the relevant provisions of the Companies Act, 2013 and the listing regulations.

Since no other matter was left to transact, the Company Secretary conveyed sincere thanks to the Directors and Members of the Company for sparing their valuable time for attending 31<sup>st</sup> AGM of Company.

Then, the Annual General Meeting was concluded with a vote of thanks to the Chairman at 11.25 a.m.





**Result of the remote e-Voting and e-voting during the AGM on the Ordinary and Special Businesses at the 31<sup>st</sup> Annual General Meeting of the Company held at 11.00 a.m. on Friday, the 12<sup>th</sup> day of August, 2022 held through Video conferencing /other Audio Visual Means was as follows:**

On the basis of Consolidated Scrutinizer's Report on the remote e-Voting which ended on 11.08.2022 (5.00 p.m.) and e-voting during the Annual General Meeting held on 12.08.2022, the results of the voting on all the resolutions for Ordinary Business as set out at Item No. 1 to 3 & resolutions for Special Business as set out at Item No. 4 to 9 in the Notice of the 31<sup>st</sup> Annual General Meeting of the Company have been duly passed by unanimously.

The details of the same are as under:

Resolution Nos.		Assent	%	Dissent	%	Invalid	Status
Ordinary Resolution No. 1	Total No. of Votes	2687977	100.00	0	0.00	0	Ordinary Resolution Passed unanimously
Ordinary Resolution No. 2	Total No. of Votes	2687977	100.00	0	0.00	0	Ordinary Resolution Passed unanimously
Ordinary Resolution No. 3	Total No. of Votes	2687977	100.00	0	0.00	0	Ordinary Resolution Passed unanimously
Ordinary Resolution No. 4	Total No. of Votes	2687977	100.00	0	0.00	0	Ordinary Resolution Passed unanimously
Special Resolution No. 5	Total No. of Votes	2687977	100.00	0	0.00	0	Special Resolution Passed unanimously
Special Resolution No. 6	Total No. of Votes	2687977	100.00	0	0.00	0	Special Resolution Passed unanimously
Special Resolution No. 7	Total No. of Votes	2687977	100.00	0	0.00	0	Special Resolution Passed unanimously
Special Resolution No. 8	Total No. of Votes	2687977	100.00	0	0.00	0	Special Resolution Passed unanimously
Special Resolution No. 9	Total No. of Votes	2687977	100.00	0	0.00	0	Special Resolution Passed unanimously





The Resolutions for Ordinary Business as set out at item No. 1 to 3 & Special Business as set out at item No. 4 to 9 in the Notice of 31<sup>st</sup> Annual General Meeting duly approved by the members unanimously, are recorded hereunder:.

**RESOLUTION NO. 1**

**ORDINARY RESOLUTION: -**

**To receive, consider and adopt Audited financial statements of the Company including Audited Balance Sheet as at 31<sup>st</sup> March, 2022 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.**

**"RESOLVED THAT** Audited financial statements consisting of Balance Sheet as at 31<sup>st</sup> March, 2022, Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2022 along with notes on Financial Statements, Cash Flow Statement for the year ended 31<sup>st</sup> March, 2022, Directors' and Auditors' Reports for the year 2021-22, as circulated to the members be and are hereby approved and adopted."

**RESOLUTION NO. 2**

**ORDINARY RESOLUTION: -**

**To appoint a Director in place of Shri Saumil Purohit (DIN 01861110), who retires by rotation and being eligible offers himself for re- appointment**

**"RESOLVED THAT** Shri Saumil Purohit (DIN -01861110), Director, who retires by rotation being eligible offers himself for re-appointment be and is hereby re-appointed as a Director of the Company."

**RESOLUTION NO. 3**

**ORDINARY RESOLUTION: -**

**To appoint Statutory Auditors and fix their remuneration.**

**"RESOLVED THAT** pursuant to the provisions of the section 139(8) of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force), appointment of Naresh J Patel & Co, Chartered Accountants (Membership Number: 123227W), Ahmedabad, who were appointed by the Board of directors as the Statutory Auditors of the Company w.e.f. 18th May, 2022 till the conclusion of this Annual General Meeting of the Company, to fill the casual vacancy caused by the resignation of M/s. Parekh Parekh and Associates, Chartered Accountants (Firm Reg. No. 132988W), Ahmedabad the Statutory auditors of the Company be and is hereby approved at such remuneration as may be decided by any Director of the Company."

**"RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and other applicable provisions of the Companies Act, 2013, and the Companies (Audit & Auditors) Rules 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation made by the Audit Committee of the Board, Naresh J Patel & Co., Chartered Accountants (Firm Registration No. 123227W), Ahmedabad, be and are hereby appointed as the Statutory Auditors of the Company for a term of five consecutive years to hold office from the conclusion of this





Annual General Meeting (AGM) to the conclusion of the AGM to be held for the financial year ending on 31st March, 2027 at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company."

**RESOLUTION NO. 4**

**ORDINARY RESOLUTION: -**

**To Approve Related Party Transactions.**

**"RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as amended till date, read with Section 188 of the Companies Act, 2013 ('the Act'), the rules made thereunder (including any other applicable provision(s) or statutory modification(s) or re-enactment thereof for the time being in force) and company's 'Policy on Related Party Transactions' and as per the recommendation / approval of the Audit Committee and the Board of Directors of the Company and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, approval of the Members be and is hereby accorded to the Company for entering into and/or continuing with transactions / contracts / arrangements / agreements with the Related Parties as mentioned in the explanatory statement for a period of three years commencing from financial year 2023-24 to financial year 2025-26 which are in ordinary course of business and on arm's length basis provided that the aggregate amount/value of all such arrangements/transactions/contracts that may be entered into by the Company with the Related Parties for the amount remaining outstanding at any one point in time shall not exceed the limits during any one financial year as enumerated in the explanatory statement."

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

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

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





**RESOLUTION NO. 5****SPECIAL RESOLUTION: -**

**To Appoint Shri Daarrpan Rajeshbhai Shah (DIN: 09449828) as an Independent Director of the Company for a period of 5 years.**

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and Regulation 17 & 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Daarrpan Rajeshbhai Shah (DIN: 09449828), who was appointed as an Additional Director of the Company by the Board of Directors (and categorized as 'Independent Director') w.e.f. 9th July, 2022 and who holds office as an Additional Director upto the date of ensuing General Meeting or upto three months from the date of his appointment, whichever is earlier, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years w.e.f. 9th July, 2022. "

**"RESOLVED FURTHER THAT** any Executive Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**RESOLUTION NO. 6****SPECIAL RESOLUTION: -**

**To Appoint Shri Karan Sudhirkumar Shah (DIN: 09666627) as an Independent Director of the Company for a period of 5 years.**

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and Regulation 17 & 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Shri Karan Sudhirkumar Shah (DIN: 09666627), who was appointed as an Additional Director of the Company by the Board

of Directors (and categorized as 'Independent Director') w.e.f. 9th July, 2022 and who holds office as an Additional Director upto the date of ensuing General Meeting or upto three months from the date of his appointment, whichever is earlier, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years w.e.f. 9th July, 2022. "

**"RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**RESOLUTION NO. 7****SPECIAL RESOLUTION: -**

**To Appoint Smt. Fatima Iyer (DIN: 07047815) as an Independent Director of the Company for a period of 5 years.**





**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013 and Regulation 17 & 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Smt. Fatima Iyer (DIN: 07047815), who was appointed as an Additional Director of the Company by the Board of Directors (and categorized as 'Independent Director') w.e.f. 9th July, 2022 and who holds office as an Additional Director upto the date of ensuing General Meeting or upto three months from the date of his appointment, whichever is earlier, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years w.e.f. 9th July, 2022."

**"RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**RESOLUTION NO. 8**

**SPECIAL RESOLUTION: -**

**To Reappoint Shri Saumil Purohit (DIN: 01861110) as a Joint Managing Director of the company for a period of 3 years with effect from 1st January, 2023.**

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and Articles of Association of the Company approval of members of the Company be and is hereby granted for reappointment of Shri Saumil Purohit (DIN: 01861110) as a Joint Managing Director (Key Managerial Personnel) for a period of three years with effect from 1st January, 2023 on the terms and conditions as set out in the explanatory statement."

**"RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained, where in any financial year of the Company has no profits or the profits are inadequate it shall pay remuneration by way of salary and perquisites and allowances as specified above subject to the overall limits as may be prescribed or amended in future from time to time under the provisions of the Companies Act, 2013, Schedule thereof and the Rules framed there under as well as any other statutory provisions as may be applicable to the Joint Managing Director during the tenure of his office."

**"RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby authorized to take all necessary and ancillary steps to give effect to this resolution and to file necessary form(s) with the MCA/ROC in the matter."





**RESOLUTION NO. 9**

**SPECIAL RESOLUTION: -**

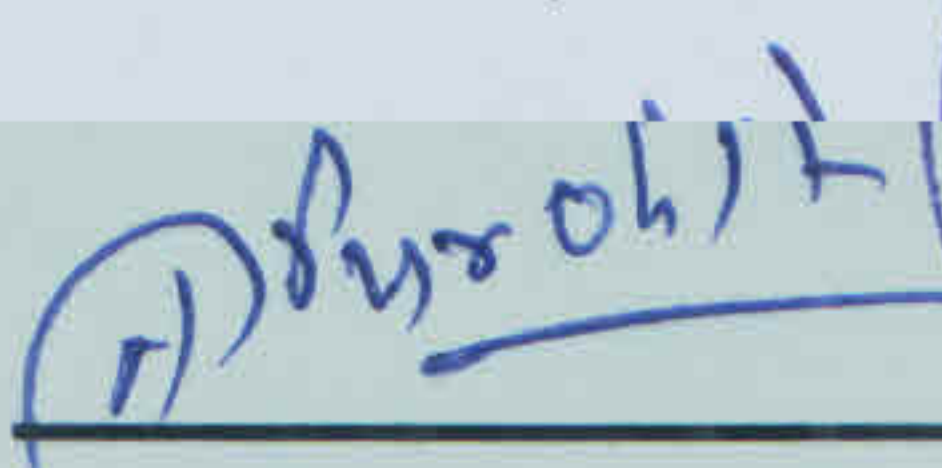

**To Reappoint Shri Narendra Purohit (DIN: 00755195) as a Managing Director of the company for a period of 5 years with effect from 1<sup>st</sup> April, 2022.**

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and Articles of Association of the Company approval of members of the Company be and is hereby granted for reappointment of Shri Narendra Purohit (DIN: 00755195) as Managing Director (Key Managerial Personnel) for a period of five years including payment of remuneration for the period of three years with effect from 1st April, 2022 on the terms and conditions as set out in the explanatory statement."

**"RESOLVED FURTHER THAT** notwithstanding anything to the contrary herein contained, where in any financial year of the Company has no profits or the profits are inadequate it shall pay remuneration by way of salary and perquisites and allowances as specified above subject to the overall limits as may be prescribed or amended in future from time to time under the provisions of the Companies Act, 2013, Schedule thereof and the Rules framed there under as well as any other statutory provisions as may be applicable to the Joint Managing Director during the tenure of his office."

**"RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby authorized to take all necessary and ancillary steps to give effect to this resolution and to file necessary form(s) with the MCA/ROC in the matter."

**Date:** 23/08/2022

  
  
**(Chairman)**  
**DIN: 00755195**