

TIVOLI CONSTRUCTION LIMITED

(CIN: L45200MH1985PLC037365)

Regd. Off: Raheja Chambers, 12th Floor, Nariman Point, Mumbai – 400 021

Phone No.: 022 – 2287 3185

Website: www.tivoliconstruction.in email: tivoliconstruction@yahoo.co.in

NOTICE

Notice is hereby given that the Thirtieth Annual General Meeting of the members of Tivoli Construction Limited will be held on Wednesday, the 28th day of September, 2016 at 11.00 a.m. at Raheja Chambers, 12th Floor, Nariman Point, Mumbai – 400 021, to transact the following business:

ORDINARY BUSINESS:

- 1) To receive and adopt the Directors' Report and the Audited Profit and Loss Account for the year ended 31st March, 2016 and the Balance Sheet as at that date and the Auditors' Report thereon.
- 2) To appoint a Director in place of Mrs. Shanti Raheja (DIN: 00033494) who retires by rotation and being eligible offers herself for re-appointment.
- 3) To appoint Auditors and fix their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution:**

RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactments thereof, for the time being in force), M/s. N. S. Shetty & Co., Chartered Accountants, (Firm Registration No. 110104W), be and are hereby appointed as Auditors of the Company to hold office, if appointed, from the conclusion of this Annual General Meeting till the conclusion of the 35th Annual General Meeting of the Company at a remuneration to be decided by the Board of Directors, in consultation with the Auditors."

By Order of the Board



KIRIT THACKER
Director

Mumbai
26th August, 2016

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NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND, AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies, if any, in order to be effective, must be received at the Company's Registered Office not later than 48 (Forty Eight) hours before the time fixed for holding the meeting. Proxies submitted on behalf of the companies, etc, must be supported by appropriate resolution/authority, as applicable. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days of notice in writing is given to the Company.
3. A person can act as a proxy on behalf of members not more than fifty members holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Corporate Members are requested to send a duly certified true copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
5. Any member proposing to seek any clarification on the accounts, is requested to send the queries to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same in the meeting.
6. The Register of the Members and the Share Transfer Books of the Company will remain closed from Tuesday, 20th September, 2016 to Wednesday, 28th September, 2016 (Both days inclusive).
7. Members/Proxies are requested to bring their copy of Annual Report and attendance slip to the meeting.
8. Relevant documents referred to in the accompanying Notice and the Statement, are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours up to the date of the Meeting.

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9. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold in physical form are requested to write their folio number in the attendance slip.
10. In case of Joint Holders attending the meeting, the Member whose name appears as the First holder in the order of names as per the Register of Members of the Company will be entitled to vote.
11. Nomination facility for shares is available for Members.
12. Members who would like to receive notices, letters, annual reports, documents and any other correspondence by electronic mode are requested to register their email address with the Company.
13. The Company is providing facility for voting by electronic means and the business may be transacted through e-voting.
14. In compliance with the provisions of Section 108 and other applicable provisions of the Act, if any, the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (LODR) Regulations, 2015, the Members are provided with the facility to cast their vote electronically on all resolutions set forth in this Notice from a place other than the venue of the meeting ("remote e-voting").

The Members, whose names appear in the Register of members / list of Beneficial Owners as on Thursday, 21st September, 2016 ("cut-off date") are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the dispatch of the Annual Report and before the book closure may approach the Company / RTA for issuance of the User ID and password for exercising their right to vote by electronic means.

The facility for voting through Ballot Paper will be made available at the AGM and Members attending the Meeting who have not already cast their vote by remote e-voting shall be eligible to vote at the Meeting.

Members who have cast their vote by remote e-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.

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The Company has appointed Mr. Sushil Talathi from M/s. Sushil Talathi & Associates, Practicing Company Secretaries, Mumbai, as the Scrutinizer to scrutinize the entire e-voting process, in a fair and transparent manner.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25th September, 2016 at 10:00 a.m. and ends on 27th September, 2016 at 5:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. 21st September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.

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

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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.• 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">• If both 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 (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) 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.

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- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Company Name i.e. **Tivoli Construction Limited** on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **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 Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

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- 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 linked in the login 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.
- (xx) 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.
- (xxi) The Company has appointed Mr. Sushil Talathi & Associates, Company Secretaries in Practise, Mumbai, as "Scrutinizers" to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.

Details of Director seeking re-appointment as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

Mrs. Shanti Raheja (DIN 00033494), has wide range of experience in Real Estate and Construction sector. She is also a Director in various Companies which are in Construction business. She is not a member in any of the Committees of the Company.

Mrs. Shanti Raheja may be deemed to be concerned or interested to the extent of 10,100 equity shares held by her in the Company. She does not have any inter-se relation with any other Director or any employee of the Company.

Form No. MGT – 11

Proxy form

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

**30th Annual General Meeting of Tivoli Construction Limited on Wednesday,
28th September, 2016 at 11:00 a.m.**

CIN : L45200MH1985PLC037365
Name of the Company : **Tivoli Construction Limited**
Registered office : Raheja Chambers, 12th Floor,
Nariman Point, Mumbai – 400 021

Name of the member (s):

Registered address:

E-mail Id:

Folio No/Client Id:

DP ID:

I/We, being the member (s) of _____ shares of the above named company,

hereby appoint:

1. Name: **Mr./Ms.** E-mail Id:
Address:

Signature: _____, or failing him

2. Name: **Mr./Ms.** E-mail Id:
Address:

Signature: _____, or failing him

3. Name: **Mr./Ms.** E-mail Id:
Address:

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on **Wednesday** the **28th** day of **September, 2016** at **11:00 AM** at the registered office of the Company at Mumbai, and any adjournment thereof in respect of such resolutions as are indicated below:

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Resolution No.	Particulars	Voting		
		For	Against	Abstain
1.	Adoption of Audited Financial Statements for the year ended 31 st March, 2016			
2.	To appoint a Director in the place of Mrs. Shanti Raheja (DIN: 00033494) who retires by rotation and being eligible offers himself for re-appointment			
3.	To appoint Auditors and fix their remuneration			

Signed this _____ day of _____, 2016

Affix
Revenue
Stamp

Signature of Member: _____ Signature of Proxy: _____

Note:

2. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

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ATTENDANCE SLIP
(To be presented at the entrance)

**30th Annual General Meeting on Wednesday, 28th September, 2016 at 11:00 a.m.
at Raheja Chambers, 12th Floor, Nariman Point, Mumbai – 400 021**

Folio No. / DPID No.: _____

Client ID: _____

Name of the Member: _____ Signature: _____

Name of the Proxy-holder: _____ Signature: _____

Note:

1. Only Member / Proxy-Holder can attend the Meeting.
2. Member / Proxy-Holder should bring his / her copy of the Annual Report for reference at the Meeting.

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Dear Shareholder,

Sub: Notice for the 30th Annual General Meeting of the Members of Tivoli Construction Limited to be held on Monday, 28th September, 2016 at 11.00 AM at Raheja Chambers, 12th Floor, Nariman Point, Mumbai - 400 021.

Pursuant to Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules 2014 and also in continuation of the 'Green Initiative' of the Company, the Notice of the aforesaid Meeting is being served through electronic mode to your email address registered with your Depository Participant(s) or with the Company, as the case may be.

In this regard, please find attached herewith the 30th Annual Report for the year 2015-2016 containing the Financial Statements for the year 2015-16 and Notice convening the Annual General Meeting to be held on Wednesday, 28th September, 2016 at 11.00 a.m.

Further, in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing the facility to its Members holding shares in physical or dematerialized form as on the cut-off date, being 21st September, 2016, to exercise their right to vote by electronic means on any or all of the businesses specified in the Notice convening the 30th Annual General Meeting of the Company as mentioned above. The Company has obtained the e-voting services of Central Depository Services (India) Limited.

The e-voting portal opens for voting on **Sunday, 25th September, 2015 at 10.00 AM and ends on Tuesday, 27th September, 2016 at 5.00 P.M.** Please accord your assent/dissent by accessing the website: <https://evotingindia.com> and logging-in by using your user ID and password.

E-Voting details are furnished below:

EVSN	PAN	DOB	DIVIDEND BANK DETAILS
160830046	Refer Evoting Instruction no. (viii)	Refer Evoting Instruction no. (viii)	Refer Evoting Instruction no. (viii)

Mr. A. Unnikrishnan
Compliance Officer
Tivoli Construction Limited,
Raheja Chambers, 12th Floor,
Nariman Point, Mumbai - 400 021
Phone no.: + 91-22-22873185 & +91-22-61454165
Website: www.tivoliconstruction.in
Email Id: tivoliconstruction@yahoo.co.in
tivolicompliance@yahoo.com

Google Maps Raheja Chambers to CCG

Drive 2.2 km, 10 min

