

Date: October 15, 2016

The Bombay Stock Exchange,  
Corporate Relationship Department,  
P. J. Towers, Dalal Street, Fort,  
Mumbai – 400 023.  
Fax No. 22722037 / 39 / 41  
**Code : 511096**

**TIVOLI CONSTRUCTION LIMITED**  
**Corporate Governance Report for the quarter ended September 30, 2016**  
**Annexure - I**

**I. Composition of Board of Directors :**

Title (Mr./ Ms.)	Name of the Director	DIN	PAN \$	Category (Chairperson/ Executive/ Non- Executive/ Independent/ Nominee) &	Date of Appointment in the current term / cessation	Tenure * (Years)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit / Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
Mr.	Kirit Thacker	00787841	AAAPT8932G	Non Executive - Independent Director	28th September, 2015	1	1	0	2
Mr.	Rakesh Desai	00152982	AFNPD7799D	Non Executive - Independent Director	28th September, 2015	1	1	2	--
Mr.	Bulchand Ahuja	00057804	AACPA3097P	Non Executive - Non - Independent - Director	30th May, 2013	--	1	2	--
Mrs.	Shanti Raheja	00033494	AAFPR3257H	Non Executive - Non - Independent Woman Director	25th March, 2015	--	1	--	--

Notes :

\$ PAN number of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen

\* To be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

**II. Composition of Committees :**

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee) §
Audit Committee	Mr. Kirit Thacker	Chairperson - Non Executive - Independent
	Mr. Rakesh Desai	Member - Non Executive - Independent
	Mr. Bulchand Ahuja	Member - Non Executive - Non-Independent
Nomination & Remuneration Committee	Mr. Kirit Thacker	Chairperson - Non Executive - Independent
	Mr. Rakesh Desai	Member - Non Executive - Independent
	Mr. Bulchand Ahuja	Member - Non Executive - Non-Independent
Stakeholders Relationship Committee	Mr. Kirit Thacker	Chairperson - Non Executive - Independent
	Mr. Rakesh Desai	Member - Non Executive - Independent
	Mr. Bulchand Ahuja	Member - Non Executive - Non-Independent

**Notes :**

(1) § Category of directors means executive/non-executive/independent/Nominee. If a director fits into more than one category write all categories separating them with hyphen.

**III. Meeting of Board of Directors :**

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive Meetings (in number of days)
25/05/2016	29/07/2016	64 days
	26/08/2016	27 days

Note : Gap between two meetings shall be calculated on the basis of last meeting of previous quarter and first meeting of relevant quarter

**IV. Meeting of Audit Committees :**

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days *
29/07/2016	Yes	25/05/2016	63 days

**Note :**

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

**V. Related Party Transactions :**

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

**Notes :**

- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- 2 If status is "No" details of non-compliance may be given here.

**VI. Affirmations :**

- 1 The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. : **Yes**
- 2 The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 : **Yes**
  - a. Audit Committee
  - b. Nomination & remuneration committee
  - c. Stakeholders relationship committee
- 3 The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. : **Yes**
- 4 The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. : **Yes**
- 5 This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here : The report of the previous quarter was placed before the Board of Directors. There were no comments/observations/advice on the report placed before the Board. The report of this quarter will be placed before the Board at its next meeting.

**For TIVOLI CONSTRUCTION LIMITED**

**Sd/-  
A. UNNIKISHNAN  
COMPLIANCE OFFICER**

**Note :**

Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.