

# **TIVOLI CONSTRUCTION LIMITED**

(CIN: L45200MH1985PLC037365)

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

Phone No.: 022 – 2287 3185

Website: [www.tivoliconstruction.in](http://www.tivoliconstruction.in) email: [tivoliconstruction@yahoo.co.in](mailto:tivoliconstruction@yahoo.co.in)

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24<sup>th</sup> October, 2016

The Bombay Stock Exchange Limited  
Dalal Street, Fort,  
Mumbai.

Dear Sir,

We are enclosing the Report received from the Scrutinizers - M/s. Sushil Talathi & Associates, Practicing Company Secretaries, in Form No. MGT 13, pursuant to Section 109 of the Companies Act, 2013 and Rule 21 (2) of the Companies (Management and Administration) Rules, 2014.

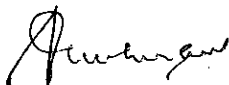
The said Report gives a comprehensive account of the entire e-voting conducted / physical ballot Forms collected for voting at the 30<sup>th</sup> Annual General Meeting of the Company.

Kindly take it on record.

Thanking You,

Yours faithfully,

**For TIVOLI CONSTRUCTION LIMITED**



**COMPLIANCE OFFICER**

Encl.: As above

# **SUSHIL TALATHI & ASSOCIATES**

**PRACTICING COMPANY SECRETARY**

**Sushil P Talathi**  
**M.Com, FCS, LL B**  
**(Gen)**

25, 2<sup>nd</sup> flr, 128/132, Raja Bahadur Bldg, Kazi Sayed Street, Masjid West, Mumbai – 400 003

**Form No. MGT-13**

## **Report of Scrutinizer(s)**

*[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014*

To,  
The Chairman  
**TIVOLI CONSTRUCTION LTD**  
Raheja Chambers, 12th Floor,  
Nariman Point Mumbai  
Maharashtra

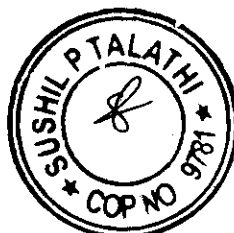
Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting/physical ballot forms conducted 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 by Companies (Management and Administration) Amendment Rules, 2015 and Voting at the Annual General Meeting of Tivoli Construction Ltd held on Monday, 28<sup>th</sup> September, 2016 at 11.00 a.m.**

I, Mr. Sushil Talathi of M/s. Sushil Talathi & Associates, Practising Company Secretary, has been appointed as the Scrutinizer by the Board of Directors of Tivoli Construction Ltd pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, to conduct e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions passed at the 30<sup>th</sup> Annual General Meeting of Tivoli Construction Ltd, held on Wednesday 28<sup>th</sup> September, 2016 at 11.00 A.M. at the registered office of the Company at Raheja Chambers, 12th Floor, Nariman Point Mumbai Maharashtra-400054.

I was also appointed as Scrutinizer to scrutinize the voting process at the said Annual General Meeting held on Wednesday 28<sup>th</sup> September, 2016 at 11.00 A.M.

The Notice dated 26<sup>th</sup> August, 2016 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.



The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company. The Company has also provided voting by physical ballot forms to the Shareholders who do not have access to remote e-voting facility.

The shareholders of the Company holding shares as on the "cut-off" date Wednesday, 21<sup>st</sup> September, 2016 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Sunday, 25<sup>th</sup> September, 2016 at 10.00 a.m. and ended on Tuesday, 27<sup>th</sup> September, 2016 at 05.00 p.m. and the CDSL e-voting platforms was blocked thereafter.

After the closure of the voting at the Annual General Meeting, the report on voting done at the meeting was generated in my presence and the voting was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting systems and the ballot forms received respectively.

I now submit my Consolidated Report as under on the result of the remote e-voting/physical ballot forms in respect of the said Resolutions.

**(a) Resolution No. 1: Ordinary Resolution**

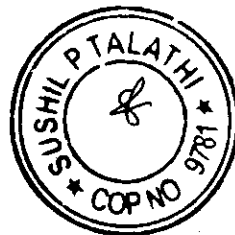
**To receive and adopt the Directors' Report and the Audited profit & Loss Accounts for the year ended 31<sup>st</sup> March, 2016 and the Balance Sheet as at that date and the Auditors' Report thereon**

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
39	1,65,840	100.00%

(ii) Voted in against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Nil

**b) Resolution No. 2: Ordinary Resolution**

To appoint a director in Place of Mrs. Shanti Raheja (DIN 00033494) who retires by rotation and being eligible offers himself for re-appointment.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
39	1,65,840	100.00%

(ii) Voted in against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Nil

**(c) Resolution No. 3: Ordinary Resolution**

To appoint Auditors and fix their remuneration.

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
39	1,65,840	100.00%

(ii) Voted in against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil



iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Nil

Thanking you,

Yours faithfully,



**Sushil Talathi**

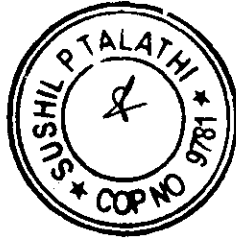
**Sushil Talathi & Associates**

**Company Secretaries**

FCS: 8506 CP No.: 9781

25, 2<sup>nd</sup> Floor, Plot No. 128/132, Raja Bahadur Building,

Kazi Sayed Street, Masjid Bunder, Mumbai-400003



Place: Mumbai

Dated: 5<sup>th</sup> October, 2016