

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

N O T I C E

Notice is hereby given that the Thirty First Annual General Meeting of the members of Tivoli Construction Limited will be held on Thursday, the 28th day of September, 2017 at 3.00 p.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 Financial Statements (including consolidated Financial Statements) for the year ended 31st March, 2017 and the Balance Sheet as at that date and the Auditor's Report thereon.
- 2) To appoint a Director in place of Mr. Bulchand Ahuja (DIN: 00057804) 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), the appointment of M/s. N. S. Shetty & Co., Chartered Accountants, (Firm Registration No. 110104W), as Statutory Auditors of the Company, which has been approved at the 30th Annual General Meeting held on 28th September, 2016, for a term of 5 years i.e. from the conclusion of the 30th Annual General Meeting until the conclusion of the 35th Annual General Meeting, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable and

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expedient for giving effect to this resolution and / or otherwise considered by them to be in the best interest of the Company, including fixing of their remuneration.

SPECIAL BUSINESS:

4) Appointment of Mrs. Anita Raheja as Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

RESOLVED THAT Mrs. Anita Raheja (DIN 00306794), who was appointed as an Additional Director with effect from 4th September, 2017, as a Non-Executive Director of the Company in Promoter Category, pursuant to provisions of Section 149(1) of the Act (the said Act), and in accordance with the Articles of Association of the Company, to hold office up to the date of the ensuing Annual General Meeting of the Company and for whom, the Company has received a notice under Section 160 of the said Act along with a requisite deposit from a shareholder proposing the candidature of Mrs. Anita Raheja, for the office of a Director of the Company, be and is hereby appointed as a Non-Executive Director of the Company, in Promoter Category and that she shall be liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors of the Company, be and are hereby severally authorised to file appropriate e-Form with the Registrar of Companies, Maharashtra, Mumbai, as also for intimating the same to any other authority as may be required.

By Order of the Board

Rakesh Desai

RAKESH DESAI
Director

Mumbai
4th August, 2107

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NOTES :

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business mentioned in Item No. 4 above, is annexed hereto.
2. 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.
3. 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.
4. 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.
5. 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.
6. 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.
7. The Register of the Members and the Share Transfer Books of the Company will remain closed from Thursday, 21st September, 2017 to Thursday, 28th September, 2017 (Both days inclusive).
8. Members/Proxies are requested to bring their copy of Annual Report and attendance slip to the meeting.

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9. 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.
10. 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.
11. 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.
12. Nomination facility for shares is available for Members.
13. 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.
14. The Company is providing facility for voting by electronic means and the business may be transacted through e-voting.
15. 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, 2017 ("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.

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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.

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.

Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

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I. The remote e-voting period commences on 25th September, 2017 at 10:00 a.m. and ends on 27th September, 2017 at 5:00 p.m. During this period, members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21st September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

II. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

(i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>

(iii) Click on Shareholder - Login

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

(vii) Select "EVEN" of "**Tivoli Construction Limited**"

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(viii) Now you are ready for remote e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sushil@cssushiltalathi.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

(i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (Remote e-voting Event Number) 107573

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

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- IV. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- V. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- VI. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21st September, 2017.
- VII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st September, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or service@satellitecorporate.com
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- VIII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- X. Mr. Sushil Talathi of M/S. Sushil Talathi & Associates, Practicing Company Secretaries (Membership No. 8506 Certificate No. 9781) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

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- XI. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XIII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.tivoliconstruction.in and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 4

Justification under Section 150(2) of the Companies Act, 2013 for considering the appointment of Mrs. Anita Raheja as Non-Executive Director in Promoter Category, is as under:

Mrs. Anita Raheja has adequate experience as Director in Construction / Realty Companies. She has the required knowledge, skills and experience needed for the Company. With this background, your Directors feel she will make significant contribution to an effective Board of the Company.

In terms of Section 161(1) of the Companies Act, 2013, Mrs. Anita Raheja holds office as Additional Director only up to the date of the forthcoming Annual General Meeting. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 along with the amount of requisite deposit from one of the members signifying his/their intention to propose the appointment of Mrs. Anita Raheja as a Director.

The Board of Directors is of the opinion that with her knowledge and experience will be of great value to the Company and hence recommends the Resolution at Item No. 4 of this Notice for your approval.

Notice received under Section 160 of the Companies Act, 2013 is available for inspection by the members at the Registered Office of the Company during the business hours on any working day up to the date of the Annual General Meeting.

Mrs. Anita Raheja shall not be entitled to any stock option and may receive remuneration by way of fees provided under sub-section (5) of Section 197 of the Companies Act, 2013, reimbursement of expenses for participation in the Board and other meetings if any, as may be approved by the members.

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Mrs. Anita Raheja and her relatives and the entities in which she is interested can be considered to be concerned /interested in the above resolution.

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Dear Shareholder,

Sub: Notice for the 31st Annual General Meeting of the Members of Tivoli Construction Limited to be held on Monday, 28th September, 2017 at 3.00 PM 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 31st Annual Report for the year 2016-2017 containing the Financial Statements for the year 2016-17 and Notice convening the Annual General Meeting to be held on Thursday, 28th September, 2017 at 3.00 p.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, 2017, to exercise their right to vote by electronic means on any or all of the businesses specified in the Notice convening the 31st Annual General Meeting of the Company as mentioned above. The Company has obtained the e-voting services of National Securities Depository Limited.

The e-voting portal opens for voting on **Monday, 25th September, 2017 at 10.00 AM and ends on Wednesday, 27th September, 2017 at 5.00 P.M.** Please accord your assent/dissent by accessing the website: <https://evoting.nsdl.com> and logging-in by using your user ID and password.

E-Voting details are furnished below:

EVSN	PAN	DOB	DIVIDEND BANK DETAILS
107573	Refer Evoting Instructions	Refer Evoting Instructions	--NA--

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,
investor@tivoliconstruction.in & tivolicompliance@yahoo.com

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]

**31st Annual General Meeting of Tivoli Construction Limited on Thursday,
28th September, 2017 at 3:00 p.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:

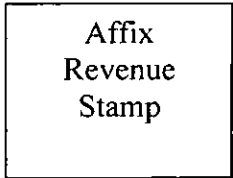
Signature: _____

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 **Thursday** the **28th** day of **September, 2017** at **3:00 PM** 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
Ordinary Business:				
1.	Adoption of Audited Financial Statements (including Consolidated Financial Statements) for the year ended 31 st March, 2017			
2.	To appoint a Director in the place of Mr. Bulchand Ahuja (DIN: 00057804) who retires by rotation and being eligible offers himself for re-appointment			
3.	To appoint Auditors and fix their remuneration			
Special Business:				
4.	Appointment of Mrs. Anita Raheja as Director of the Company			

Signed this _____ day of _____, 2017



Signature of Member: _____ Signature of Proxy: _____

Note:

1. 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)

**31st Annual General Meeting on Thursday, 28th September, 2017 at 3:00 p.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.