

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

1st October, 2018

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

Dear Sir / Madam,

Sub: Outcome of Annual General Meeting

We are enclosing with this letter a copy of the “Proceedings of the 32nd Annual General Meeting”, of the Company held on 28th September, 2018 at 3:00 p.m.

We are also enclosing a copy of the “Scrutinizer’s Report” for your reference and record.

Kindly acknowledge receipt of the above documents.

Thanking you,

Yours faithfully,
For TIVOLI CONSTRUCTION LIMITED

x 

DIRECTOR/COMPLIANCE OFFICER

Encl.: As above

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Proceedings of the 32nd Annual General Meeting of Tivoli Construction Limited

Present:

DIRECTORS:

- Mr. Kirit L. Thacker - Chairman
- Mr. Rakesh Desai
- Mr. Bulchand Ahuja
Mrs. Anita Raheja

IN ATTENDANCE:

- Mr. Bhimprasad Sharma - Manager

INDEPENDENT AUDITORS:

- Mr. N. S. Shetty - M/s. N. S. Shetty & Co.

SCRUTINISER & SECRETARIAL AUDITOR

- Mr. Sushil Talathi, Practicing Company Secretaries of M/s. Sushil Talathi & Associates

Number of Members present in person: 31

Number of Members present by proxy: Nil

As per the provisions of the Companies Act, 2013 and the Listing Agreement, the Company had provided the facility of e-voting to the Shareholders to enable them to cast their vote electronically on all the resolutions set out in the Notice of the 32nd Annual General Meeting (AGM) of the Company held on 28th September, 2018 at 3:00 p.m. at Raheja Chambers, 12th Floor, Nariman Point, Mumbai – 400 021.

The e-voting facility was kept open from Tuesday, 25th September 2018 at 10.00 a.m. and ended on Thursday, 27th September, 2018 at 5.00 p.m.

The Company had also provided Ballot Forms to all shareholders to cast their vote in case any of them was unable to access e-voting facility provided by the Company.

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The Board of Directors had appointed M/s. Sushil Talathi & Associates, Company Secretaries, as the Scrutiniser for the Ballot Form and Remote e-Voting to scrutinise the process in a fair and transparent manner. M/s. Sushil Talathi & Associates has carried out the scrutiny of the electronic votes received up to 5.00 p.m. on 27th September, 2018 and also of the votes cast at the AGM and have submitted their combined report dated 29th September, 2018.

The Results as per the Scrutiniser's Report are as follows:

| Resolution No. | Particulars of the Resolutions | Number of Votes in favour | Number of votes against |
|---------------------------|--|---------------------------|-------------------------|
| Ordinary Business: | | | |
| 1. | Adoption of Audited Financial Statements for the year ended 31 st March, 2018 | 3,19,530 | --Nil-- |
| 2. | To appoint a Director in the place of Mrs. Anita Raheja (DIN: 00306794) who retires by rotation and being eligible offers himself for re-appointment | 3,19,530 | --Nil-- |

Based on the consolidated Report of the Scrutiniser, all Resolutions mentioned below and as set out in the Notice of the 32nd Annual General Meeting have been duly approved by the Shareholders with requisite majority.

ORDINARY BUSINESS:

- 1. Adoption of Audited Financial Statements (including Consolidated Financial statements) for the year ended March 31, 2018 -**

Ordinary Resolution

RESOLVED THAT the audited Financial Statements (including Consolidated Financial Statements) comprising Balance Sheet as at March 31, 2018, a Profit and Loss account for the year ended March 31, 2018, together with Cash Flow Statement and explanatory notes for the year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon, as laid before the meeting be received, considered and adopted.

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2. Re-appointment of Director retiring by rotation - *Ordinary Resolution*

RESOLVED THAT Mrs. Anita Raheja (DIN: 00306794), Director retiring in accordance with Section 152 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company.

The meeting commenced at 3:00 P.M. and concluded at 3:30 P.M.

For TIVOLI CONSTRUCTION LIMITED

Sd/-
KIRIT THACKER
DIRECTOR

Place: Mumbai

Dated: 29th September, 2018

SUSHIL TALATHI & ASSOCIATES
PRACTICING COMPANY SECRETARY

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

Shop No 9, Bldg No 1, Hema Park CHS, V S Marg, Bhandup East, Mumbai - 400042.

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 Friday, 28th September, 2018 at 03.00 p.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 32nd Annual General Meeting of Tivoli Construction Ltd, held on Friday 28th September, 2018 at 03.00 P.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 Friday 28th September, 2018 at 03.00 P.M.

The Notice dated 4th September, 2018 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 National Securities Depositories limited (NSDL) 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 Friday, 21st September, 2018 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 Tuesday, 25th September, 2018 at 10.00 a.m. and ended on Wednesday, 27th September, 2018 at 05.00 p.m. and the NSDL 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 NSDL 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 Financial Statements (including consolidated financial statements) for the year ended 31st March, 2018 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 |
|-------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote E-voting | 68 | 319530 | 100 |
| Voting by polling Paper | 0 | 0 | 0 |
| Total | 68 | 319530 | 100 |



(ii) Voted in against the resolution:

| | Number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote E-voting | 0 | 0 | 0 |
| Voting by polling Paper | 0 | 0 | 0 |
| Total | 0 | 0 | 0 |

iii) Invalid votes:

| | Number of member whose votes are declared invalid | Number of votes cast by them |
|-------------------------|---|------------------------------|
| Remote E votes | 0 | 0 |
| Voting by polling paper | 0 | 0 |
| Total | 0 | 0 |

b) Resolution No. 2: Ordinary Resolution

To appoint a director in Place of Mrs. Anita Raheja (DIN 00306794) who retires by rotation and being eligible offers herself 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 |
|-------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote E-voting | 68 | 319530 | 100 |
| Voting by polling Paper | 0 | 0 | 0 |
| Total | 68 | 319530 | 100 |

(ii) Voted in against the resolution:

| | Number of Members voted | Number of votes cast by them | % of total number of valid votes cast |
|-------------------------|-------------------------|------------------------------|---------------------------------------|
| Remote E-voting | 0 | 0 | 0 |
| Voting by polling Paper | 0 | 0 | 0 |
| Total | 0 | 0 | 0 |

iii) Invalid votes:

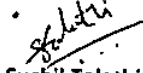
| | Number of member whose votes are declared invalid | Number of votes cast by them |
|-------------------------|---|------------------------------|
| Remote E votes | 0 | 0 |
| Voting by polling paper | 0 | 0 |
| Total | 0 | 0 |



All the resolutions mentioned in the 32nd AGM Notice as per details above stand passed under remote E-Voting and voting conducted at AGM by way of Ballot Papers with the requisite Majority and hence deemed to be passed as on the date of AGM.

I Hereby confirm that, I am Maintaining the Registers / records received from the Service Provider both Electronically and Manually, in respect of the votes cast through Remote E-voting and voting conducted at AGM by way of the Ballot Papers by the members of the company. The Ballot papers and all other relevant records relating to e-voting and physical voting is under my safe custody and will be handed over to Company Secretary/ Director of the company for safe keeping, after chairman signed the Minutes of 32nd AGM.

Thanking you,
Yours faithfully,



Sushil Talathi

Sushil Talathi & Associates

Company Secretaries

FCS: 8506 CP No.: 9781

Shop No.9, Bldg No. 1, Hema Park CHS Ltd

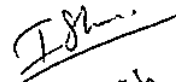
V.S Marg Bhandup east, Mumbai-400042

Place: Mumbai

Dated: 29/09/2018



Witness:

- 1) 
- 2) 