

# 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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## N O T I C E

Notice is hereby given that the Thirty Third Annual General Meeting of the members of Tivoli Construction Limited will be held on Wednesday, the 18<sup>th</sup> day of September, 2019 at 3.00 p.m. at Raheja Chambers, 12<sup>th</sup> 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 31<sup>st</sup> March, 2019 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.

By Order of the Board



**KIRIT THACKER**  
Director

Mumbai  
29<sup>th</sup> May, 2019

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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 Thursday, 12<sup>th</sup> September, 2019 to Wednesday, 18<sup>th</sup> September, 2019 (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 Wednesday, 11<sup>th</sup> September, 2019 ("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.

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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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- IV. The remote e-voting period commences on Sunday, 15<sup>th</sup> September, 2019 at 10:00 a.m. and ends on Tuesday, 17<sup>th</sup> September, 2019 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 10<sup>th</sup> September, 2019, 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.
- V. 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](mailto:sushil@cssushiltalathi.com) with a copy marked to [evoting@nsdl.co.in](mailto: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) 111225**

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

VI. 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](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.

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- VII. 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.
- VIII. 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).
- IX. 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 11<sup>th</sup> September, 2019.
- X. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 11<sup>th</sup> September, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [service@satellitecorporate.com](mailto: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](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- XI. 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.
- XII. 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.
- XIII. 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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- XIV. 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.
- XV. 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.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.tivoliconstruction.in](http://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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## **Details of Director seeking re-appointment as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:**

Mr. Bulchand G AHUJA (DIN 00057804) retired from Indian Air Force as Group Captain on 31<sup>st</sup> December 1980 after serving in the Flying Branch (General Duties / Executive) for 28 years; he was placed on Reserve list for five years thereafter.

A graduate of Indian Air Force Flying College & post graduate of Royal Air Force Central Navigation Establishment United Kingdom, Commanders Course at Air Force Administrative College, Senior Defence Management Course at Institute of Defence Management. He served as Director at the Ministry of Defence and retired on superannuation on attaining the age of 50 years.

For post retirement career in corporate world, he attended Courses in Business Management at Delhi University (Faculty of Management Studies), Labour Law Course at Indian Law Institute and Export Marketing Management with Indian Institute of Foreign Trade. He was a Fellow Member of IIFT. His post retirement experience includes two years as Managing Partner of a Firm Trading in Electronic Components, thirteen years as Chief Executive of an Export House. His experience in the Information Technology Field / Computer Systems Management spans over thirty-five years. He has experience in various Information Technology companies as Director F&A, Chairman / Director and as Adviser to Board of Director.

He is a Member of Aeronautical Society of India (MAeSI)

Mr. B. Ahuja may be deemed to be concerned or interested to the extent of 100 equity shares held by him in the Company. Mrs. Anita Raheja who is also a Director in the Company is the daughter of Mr. Bulchand Ahuja.

Directorship's in other Listed Companies: None

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Dear Shareholder,

**Sub: Notice for the 33<sup>rd</sup> Annual General Meeting of the Members of Tivoli Construction Limited to be held on Wednesday , 18<sup>th</sup> September, 2019 at 3.00 PM at Raheja Chambers, 12<sup>th</sup> 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 33<sup>rd</sup> Annual Report for the year 2018-2019 containing the Financial Statements for the year 2018-19 and Notice convening the Annual General Meeting to be held on Wednesday, 18<sup>th</sup> September, 2019 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 11<sup>th</sup> September, 2019, to exercise their right to vote by electronic means on any or all of the businesses specified in the Notice convening the 33<sup>rd</sup> 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 **Sunday, 15<sup>th</sup> September, 2019 at 10.00 AM and ends on Tuesday, 17<sup>th</sup> September, 2019 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. Kindly refer the E-voting instructions which are attached to the Notice. The EVEN (E-Voting Event Number) of the Company is: **111225**

For any queries please refer the details given below:

Mrs. Pinal Parekh

Compliance Officer

Tivoli Construction Limited,

Raheja Chambers, 12<sup>th</sup> Floor,

Nariman Point, Mumbai – 400 021

Phone no.: + 91-22-22873185 & +91-22-61454165

Website: [www.tivoliconstruction.in](http://www.tivoliconstruction.in)

Email Id: [tivoliconstruction@yahoo.co.in](mailto:tivoliconstruction@yahoo.co.in), [investor@tivoliconstruction.in](mailto:investor@tivoliconstruction.in) &

[tivolicompliance@yahoo.com](mailto:tivolicompliance@yahoo.com)

## How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

Details on Step 1 is mentioned below:

### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is

	101456001***
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5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

- 1 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sushil@cssushiltalathi.com](mailto:sushil@cssushiltalathi.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

# 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]

**33<sup>rd</sup> Annual General Meeting of Tivoli Construction Limited on Wednesday,  
18<sup>th</sup> September, 2019 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 **Wednesday** the **18<sup>th</sup>** day of **September, 2019** 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
<b>Ordinary Business:</b>				
1.	Adoption of Audited Financial Statements (including Consolidated Financial Statements) for the year ended 31 <sup>st</sup> March, 2019			
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			

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2019

Affix  
Revenue  
Stamp

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)

**33<sup>rd</sup> Annual General Meeting on Wednesday, 18<sup>th</sup> September, 2019 at 3:00 p.m.  
at Raheja Chambers, 12<sup>th</sup> 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.