

TIVOLI CONSTRUCTION LIMITED

DIRECTORS

Rakesh Desai

Bulchand G. Ahuja

Anita Raheja

Sagar Rupani

**COMPANY SECRETARY
AND COMPLIANCE OFFICER**

Pinal Parekh

CHIEF FINANCIAL OFFICER

Anand Labade

AUDITORS

**N.S. Shetty & Co.
Chartered Accountants**

BANKERS

Indian Bank

REGISTERED OFFICE

**4th Floor, Raheja Chambers,
Linking Road & Main Avenue,
Santacruz – (West),
Mumbai – 400 054**

TIVOLI CONSTRUCTION LIMITED

(CIN: L45200MH1985PLC037365)

Regd. Off: 4th Floor, Raheja Chambers, Linking Road & Main Avenue, Santacruz – (West),
Mumbai – 400 054 Phone No.: 022 – 6769 4400/4444

Website: www.tivoliconstruction.in email: tivoliconstruction@yahoo.co.in

NOTICE

Notice is hereby given that the Thirty Fifth Annual General Meeting of the members of Tivoli Construction Limited will be held on Wednesday, the 29th day of September, 2021 at 11.00 a.m. at 4th Floor, Raheja Chambers, Linking Road & Main Avenue, Santacruz – (West), Mumbai – 400 054, to transact the following business:

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements for the Financial Year ended 31st March, 2021, together with the Reports of the Board of Directors and the Statutory Auditors thereon.
- 2) To appoint a Director in place of Mr. Bulchand Ahuja (DIN: 00057804) who retires by rotation at the 35th AGM and being eligible offers himself for re-appointment, as director.
- 3) **To re - appoint M/s. N. S. Shetty & Co., Chartered Accountants, Mumbai as the Statutory Auditors of the Company and fix their remuneration.**

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

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and read with the Companies [Audit and Auditors] Rules, 2014 [including any statutory modification(s) or re-enactment thereof for the time being in force], M/s. N. S. Shetty & Co., Chartered Accountants [Firm Registration No.: 110101W], the Retiring Statutory Auditors of the Company be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for the second term of five years commencing from the conclusion of the 35th Annual General Meeting till the conclusion of the 40th Annual General Meeting of the Company to be held in the year 2026 on such terms and remuneration as may be mutually agreed upon between the said Auditors and Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, things and deeds as may be deemed necessary to give effect to the above stated resolution.”

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SPECIAL BUSINESS:

4) **To Appoint Mr. Sagar Jyot Rupani (DIN: 03418732) as an Independent and Non-Executive Director:**

To consider and if thought fit, to pass with or without modification(s) if any, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16(1)(b), 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and other applicable provisions of the Act read with the rules made thereunder and SEBI Listing Regulations, if any (including any statutory modification(s) or re-enactment thereof, for the time being in force) Mr. Sagar Jyot Rupani (holding DIN: 03418732), who was appointed as an Additional Director (in the capacity of Non-Executive Independent Director of the Company) by the Board of Directors at its meeting held on December 26, 2020, pursuant to Section 161 of the Act and as recommended by the Nomination & Remuneration Committee and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the requisite criteria for independence as provided in section 149(6) of the Act, be and is hereby appointed as an Independent Non-Executive Director of the Company, to hold office for a term of (5) five consecutive years commencing from December 26, 2020 whose period of office will not be liable to determination by retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, things and deeds as may be deemed necessary to give effect to the above stated resolution.”

By Order of the Board



PINAL PAREKH
COMPANY SECRETARY
eCSIN: EA025327A000079524
Mumbai
31st August, 2021

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NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), in respect of the Special Business mentioned under Item No. 4 above, is annexed hereto.
2. In the view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, for conducting Annual General Meeting with physical presence of members after following the guidelines issued by the Central Government.
3. 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.
4. 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.
5. A person can act as a proxy on behalf of not more than fifty members holding in 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.
6. As required under the Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards-2, particulars relating to Mr. Bulchand Ahuja, Director, retiring by rotation and proposed to be re-appointed is given in the Annexure to this Notice.
7. 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.

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8. 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 to the same in the meeting.
9. Pursuant to the provisions of Section 91 of the Act, the Register of Members and Share Transfer Books will remain closed on all days from Thursday, September 23, 2021 to Wednesday, September 29, 2021, both days inclusive.
10. Members/Proxies are requested to bring their copy of Annual Report and attendance slip to the meeting.
11. 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.
12. 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.
13. 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.
14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act and the Register of Contracts or arrangements in which Directors are interested maintained under section 189 of the Act will be available during the meeting for inspection to the Members.
15. Nomination facility for shares is available for Members.
16. 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.
17. The Company is providing facility for voting by electronic means and the business maybe transacted through e-voting.
18. 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, 22nd September, 2021 (“cut-off date”) are entitled to vote

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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 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.

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 Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide members the 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 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 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.
- III. 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 during the AGM.
- IV. The remote e-voting period commences on Sunday, 26th September, 2021 at 10:00 a.m. and ends on Tuesday, 28th September, 2021 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 22nd September, 2021, 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.

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

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.nsd.com/>
- (iii) Click on Shareholder –Login
- (iv) Enter user ID and password as initial password/PIN noted in step (i) above. Click Login. 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.
- (v) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vi) Select “EVEN” of “**Tivoli Construction Limited**”
- (vii) Now you are ready for remote e-voting as Cast Vote page opens.
- (viii) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (ix) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (x) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xi) 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@cssushitalathi.com with a copy marked to evoting@nsdl.co.in

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- 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 or call on toll free no.: 1800-222-990.
- 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 i.e. 22nd September, 2021.
- 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. 22nd September, 2021, 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 have forgotten 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.
- XI. 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.
- XII. Mr. Sushil Talathi of M/s. Sushil Talathi & Associates, Practicing Company Secretaries (Membership No. 8506 Certificate No. 9781) have been appointed 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.
- XIII. 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 “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.
- XIV. 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

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person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- XV. The Results declared along with 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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Details of Director seeking re-appointment as required under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015:

Mr. Bulchand G AHUJA (DIN 00057804)

Non-Executive Director since 30/05/2013

Career and experience:

Mr. Bulchand Ahuja retired from Indian Air Force as Group Captain on 31st 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 IIT. 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. He is a Member of Aeronautical Society of India (MAeSI)

Skills and attributes which supports strategy and long term success:

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.

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

Mr. Bulchand Ahuja has attended 4 (Four) Board meetings during the year 2020-2021.

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

Item No. 4

Appointment of Mr. Sagar Jyot Rupani as Independent and Non-Executive Director:

Members may note that the term of Mr. Kirit Thacker as Independent Director of the Company ended on September 28, 2020.

Further, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Board of Directors of a Listed Entity shall comprise at least 2/3rd Independent Directors.

With a view to comply with the above requirement and to have fair representation and optimum combination on the Board, the Board of Directors of the Company based on recommendation of the Nomination and Remuneration Committee, had appointed Mr. Sagar Jyot Rupani as Additional Director (Independent and Non-Executive) with effect from December 26, 2020, as per the provisions of Section 161 of the Companies Act, 2013 (“Act”) and Rules framed thereunder. He holds office upto the date of this Annual General Meeting. Further, the Board of Directors of the Company based on recommendation of the Nomination and Remuneration Committee and as per the applicable provisions of the Act and the SEBI Listing Regulations, approved the appointment of Mr. Sagar Jyot Rupani as Independent and Non-Executive Director of the Company, not liable to retire by rotation, for a term of five (5) years effective from December 26, 2020, subject to the approval of the Members at the Annual General Meeting of the Company. He is also appointed as a member of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Board.

Further, Mr. Sagar Jyot Rupani has provided:-

- a) his consent to act as Independent Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014;
- b) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under Section 164(2) of the Act; and
- c) a declaration to the effect that he meets the criteria of independence as prescribed under Section 149(6) of the Act.

The Company has received a notice in writing under Section 160 of the Act from a Member proposing the candidature of Mr. Sagar Rupani for the office of Director of the Company, not liable to retire by rotation.

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Brief profile of Mr. Sagar Jyot Rupani is as under:

Mr. Sagar Jyot Rupani (DIN: 03418732)

Independent and Non – Executive Director since 26th December, 2020.

Career and Experience:

He is a BMS (Bachelor of Management Studies) graduate from Narsee Monjee College, Mumbai. He passed out in the year 2010. He has 15 years of extensive knowledge and experience in the field of real estate and textile. He is a Partner of M/s. Rupani Builders LLP and with this background, your Directors feel he has made significant contribution to an effective Board of the Company, since December, 2020 .

Skills and attributes which supports strategy and long term success:

- Sound leadership and a considered approach to a strategy which is evidenced through continued delivery under the company's operating model and the development of business plans and associated targets.
- Broad knowledge of the construction markets.
- Detailed understanding of the external context including the climate transition, politics and regulation enabling constructive engagement in these areas.
- Proactive approach to understanding stakeholder priorities including the impact of the coronavirus pandemic.

Mr. Sagar Jyot Rupani does not hold any shares in the Company.

Independent Director shall not be entitled to any stock options 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.

Mr. Sagar Jyot Rupani is deemed to be interested or concerned in this resolution for his appointment. Apart from him, none of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Relatives of Promoters, Directors or the entities comprising the interest of Promoters, Directors or KMP's of the Company are concerned or interested in the above resolution financially or otherwise. He is not related to any of the other Directors or KMP of the Company.

Your Directors recommend the resolution as mentioned in Item no. 4 of the Notice for your approval.

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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: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:





Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3. 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit

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	<p>demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none">1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi.2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After

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	successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

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Website: www.tivoliconstruction.in email: tivoliconstruction@yahoo.co.in

B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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***

5. Password details for shareholders other than Individual shareholders 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

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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, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.
3. 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.
4. Upon confirmation, the message “Vote cast successfully” will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

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6. 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 with a copy marked to 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 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 or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to tivoliconstruction@yahoo.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to tivoliconstruction@yahoo.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. [Login method for e-Voting for Individual shareholders holding securities in demat mode](#).
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

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4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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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]

**35th Annual General Meeting of Tivoli Construction Limited on Wednesday,
29th September, 2021 at 11:00 a.m.**

CIN : L45200MH1985PLC037365
Name of the Company : **Tivoli Construction Limited**
Registered office : 4th Floor, Raheja Chambers, Linking Road & Main Avenue,
Santacruz – (West), Mumbai – 400 054.

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

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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 35th Annual General Meeting of the Company, to be held on **Wednesday** the **29th** day of **September, 2021** at **11:00 a.m.** at the registered office of the Company at Mumbai, and any adjournment thereof in respect of such resolutions as are indicated below:

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, 2021			
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 re-appoint M/s. N. S. Shetty & Co., Chartered Accountants, Mumbai as the Statutory Auditors of the Company and fix their remuneration.			
Special Business:				
4.	To appoint Mr. Sagar Jyot Rupani (DIN: 03418732) as an Independent and Non-Executive Director of the Company			

Signed this _____ day of _____, 2021

Affix
Revenue
Stamp

Signature of Member: _____ Signature of Proxy: _____

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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)

**35th Annual General Meeting on Wednesday, 29th September, 2021 at 11:00 a.m. at
4th Floor, Raheja Chambers, Linking Road & Main Avenue, Santacruz – (West),
Mumbai – 400 054.**

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.

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FORM NO. MGT-12 POLLING PAPER

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1) (c) of the Companies (Management and Administration) Rules, 2014]

BALLOT FORM (In lieu of e-voting)

1. Name of the Shareholder :
2. Registered Address :
of the sole/first named Shareholder.
3. Name(s) of the Joint Shareholder(s) if any. :
4. Registered Folio No./DP ID No./Client ID No. :
5. Number of Equity Shares held :
6. I/We hereby exercise my/our vote in respect of the Resolution(s) to be passed for the business stated in the Notice of 35th Annual General Meeting of the Company to be held on Wednesday, 29th September, 2021 at 11.00 a.m. by conveying my/our assent or dissent to the said Resolution(s) by placing the tick mark at the appropriate box below :

Sr. No	Description	No. of Equity Shares	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
Ordinary Business:				
1	Adoption of Audited Financial Statements (including Consolidated Financial Statements) for the year ended 31 st March, 2021			
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 Re - appoint M/s. N. S. Shetty & Co., Chartered Accountants, Mumbai as the Statutory Auditors of the Company and fix their remuneration.			
Special Business:				
4	To Appoint Mr. Sagar Jyot Rupani (DIN: 03418732) as an Independent and Non- Executive Director of the Company			

Place: _____

Date: _____

Signature of Shareholder

INSTRUCTIONS

1. This Ballot paper is provided, pursuant to Regulation 4(2)(a) (ii) read with rule 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to enable the shareholder(s) or their proxy(ies) for voting by way of Ballot Papers, who do not have access to e-voting facility and/or who have not voted through e-voting, so that they can also participate in voting through this physical Ballot Paper.
2. A Member can opt for only one mode of voting i.e., either through e-voting or by Ballot paper if a Member casts votes by both modes, then voting done through remote e-voting shall prevail and voting by Ballot Paper shall be treated as invalid.
3. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through physical ballot paper from member(s) at the venue of AGM for declaring the final result for each of the resolutions forming part of 35th AGM notice of the Company.

Process and manner for Members opting to vote by using the Ballot Paper(s).

1. Please complete and sign this Ballot Paper and drop in the locked ballot box placed in the meeting hall for voting purpose with respect to the 35th AGM of the Company as scheduled on Wednesday, 29th September 2021.
2. This Ballot Paper should be signed by the Members as per the specimen signature(s) registered with Registrar and Share Transfer Agent of the Company viz. Satellite Corporate Services Private Limited or by their proxy(ies) duly authorized by the member. In case of Joint Holding, the ballot paper should be completed and signed by the Member named first and his/her absence, by the next name joint holder of their proxy(ies) duly authorized by any one of the joint holders. A Power of Attorney (POA) holder may vote on behalf of a Member mentioning the registration number of the POA as registered with the Company or enclosing duly attested copy of the POA registered with the Company or enclosing therewith duly attested/notarized copy of the POA.
3. In case the shares are held by companies, trusts, societies, etc. the duly completed Ballot Paper(s) should be accompanied with a certified true copy of the relevant Board Resolution / Authorization document(s) consisting therein the attested signature(s) of authorized person(s).
4. Votes should be cast in case of each resolution either in favour or against by putting the tick mark in the respective column(s) provided in the Ballot Paper.
5. The voting rights of shareholders shall be in proportion of the share held by them in the paid-up Equity Share Capital of the Company as on Tuesday, 22nd September 2021 and each fully paid up equity share carries one voting right.
6. A Member may request Ballot Paper from the Company or they can download the paper from the website of the Company viz. www.tivoliconstruction.in, if required.
7. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Papers will be rejected. The Ballot Papers will also be rejected if it is received torn, defaced or mutilated to the extent which makes it difficult for the Scrutinizer to identify either the Member or when it is not ascertainable that votes have been cast by member(s) in favour or against the resolution or when the signature(s) of member(s) cannot be verified with the available records of Registrar and Share Transfer Agent of Company viz. Satellite Corporate Services Private Limited.
8. The decision of the Scrutinizer on the validity of the Ballot Paper(s) and any other matter(s) thereto shall be final and binding on the member(s) of the Company.
9. The consolidated result for voting done by the members of the Company through e-voting & Ballot Paper(s) for all the resolution(s) placed at the 35th AGM of the Company and as declared by the Chairman/ duly authorized person alongwith respective scrutinizer's report shall be uploaded on the Company's website i.e. www.tivoliconstruction.in within 48 hours of conclusion of AGM and on the website of NSDL at www.evoting.nsdl.com, whenever they upload, and will simultaneously be also forwarded to the stock exchange(s) (viz. BSE) where the Company's equity shares are listed, as per respective rules/regulations of SEBI(LODR) Regulations 2015, as applicable thereto.

Google Maps

Santacruz Station (W) to Tommy Hilfiger Store

Drive 1.3 km, 6 min

