

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

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: 30

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:

Resol ution 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