

## **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**

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

# TIVOLI CONSTRUCTION LIMITED

(CIN: L45200MH1985PLC037365)

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

Website: [www.tivoliconstruction.in](http://www.tivoliconstruction.in) email: [tivoliconstruction@yahoo.co.in](mailto:tivoliconstruction@yahoo.co.in)

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## 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 29<sup>th</sup> day of September, 2021 at 11.00 a.m. at 4<sup>th</sup> 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 31<sup>st</sup> 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 35<sup>th</sup> 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 35<sup>th</sup> Annual General Meeting till the conclusion of the 40<sup>th</sup> 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  
31<sup>st</sup> 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, 22<sup>nd</sup> 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, 26<sup>th</sup> September, 2021 at 10:00 a.m. and ends on Tuesday, 28<sup>th</sup> 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 22<sup>nd</sup> 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.nsdl.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@cssushiltalathi.com](mailto:sushil@cssushiltalathi.com) with a copy marked to [evoting@nsdl.co.in](mailto: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](http://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. 22<sup>nd</sup> 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. 22<sup>nd</sup> September, 2021, 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 have forgotten 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 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](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)**

Non-Executive Director since 30/05/2013

### **Career and experience:**

Mr. Bulchand Ahuja 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 11 FT. 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.