

TIVOLI CONSTRUCTION LIMITED

DIRECTORS

Rakesh Desai

Bulchand G. Ahuja

Anita Raheja

Sagar Rupani

COMPANY SECRETARY AND COMPLIANCE OFFICER

Pinal Parekh

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 Seventh Annual General Meeting of the members of Tivoli Construction Limited will be held on Saturday, the 30th day of September, 2023 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, 2023, 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 37th AGM and being eligible offers himself for re-appointment, as director.

By Order of the Board



PINAL PAREKH
COMPANY SECRETARY
eCSIN: EA025327A000079524
Mumbai
Date: 6th September, 2023

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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. 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 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.
4. 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.
5. 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.
6. 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.
7. 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 Saturday, September 23, 2023 to Saturday, September 30, 2023, both days inclusive.
8. Members/Proxies are requested to bring their copy of Annual Report and attendance slip to the meeting.

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9. 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.
10. 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.
11. 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.
12. 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.
13. Nomination facility for shares is available for Members.
14. 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.
15. The Company is providing facility for voting by electronic means and the business maybe transacted through e-voting.
16. 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 Friday, 22nd September, 2023 (“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 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 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 Wednesday, 27th September, 2023 at 10:00 a.m. and ends on Friday, 29th September, 2023 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 Friday, 22nd September, 2023, 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.

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- (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 with a copy marked to evoting@nsdl.co.in

- 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. Friday, 22nd September, 2023.
- 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. Friday, 22nd September, 2023, 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.

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- XII. Mr. Sushil Talathi of M/s. Sushil Talathi & Associates, Practicing Company Secretaries (Membership No. 8506 Certificate No. 9781) has 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 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 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. 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 1 (One) Board meeting during the year 2022-2023.

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DIRECTORS' REPORT

**To The Members,
TIVOLI CONSTRUCTION LIMITED
Mumbai.**

The Directors present the Thirty Seventh Annual Report of Tivoli Construction Limited (the Company) along with the audited financial statements for the financial year ended March 31, 2023. The consolidated performance of the Company and its subsidiaries has been referred to wherever required.

FINANCIAL HIGHLIGHTS (Standalone)

Particulars	Amount in 000	Amount in 000
	2022-2023	2021-2022
Total Income for the year	50.38	103.35
Total Expenditure for the year	1095.43	1,026.03
Profit/(Loss) for the year before Taxation	(1045.05)	(922.68)
Less: Provision for Current Taxation	----	----
Less: Current Tax (relating to prior year)	----	----
Profit/(Loss) after taxation	(1045.05)	(922.68)
Other comprehensive income		
Items that will not be reclassified to profit or loss	----	----
Total comprehensive income for the period	(1045.05)	(922.689)
Add: Surplus in Profit & Loss account brought forward from previous year	765.31	16,87.99
Less: Transfer to General Reserve	----	----
Balance carried to the Balance Sheet	(279.74)	765.31

OPERATIONS OF THE COMPANY:

During the year under review, the Company has made a loss of Rs. 10,45,050 as compared to the loss of the previous of Rs. 9,22,679.

RESERVES:

In view of the loss for the year, the Company has not transferred any amounts to Reserves for the financial year 2022-2023.